



CHINA SHENGMU ORGANIC MILK LIMITED  
中國聖牧有機奶業有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1432

2023

年度報告  
ANNUAL REPORT



Provide the highest quality desert organic milk in the world  
提供全球最高品質的沙漠有機奶

# Corporate Profile

## 公司簡介

China Shengmu Organic Milk Limited (the “**Company**” or “**Shengmu**”, together with its subsidiaries, the “**Group**”) is an integrated “Forage Grass Planting, Cows Breeding” desert eco-organic circular raw milk enterprise, covering the entire value chain of the dairy industry, from forage grass planting and cows breeding to raw milk production.

中國聖牧有機奶業有限公司(「本公司」或「聖牧」連同其附屬公司「本集團」)，是一家「種、養」一體化沙漠生態有機循環原奶企業，業務涵蓋整個乳品行業價值鏈，包括牧草種植、奶牛養殖到生產原料奶。

With a safe milk source base as the core, organic planting and breeding, high quality organic raw milk as the basis, Shengmu is able to secure partnerships with downstream emulsion companies. The Group currently owns 34 farms, which are classified into organic milk farms, DHA milk farms, organic A2 milk farms and farms of raw milk with standard and high quality, with herd size of 148,000 cows and fresh milk yield of approximately 2,119 tonnes per day. Shengmu’s unique organic eco-sand treatment industry system in the Ulan Buh Desert has been selected by the United Nations Global Compact as the best integrated practice for the “Sustainable Production and Consumption” category. Raw milk generated by the Company is also the first in Mainland China that has obtained dual certifications of organic standards domestically and in the EU.

聖牧以安全奶源基地為核心，有機種養，立足高質量有機原料奶，穩固和下游乳液企業的合作關係。本集團現擁有34座牧場，分別為有機奶牧場、DHA奶牧場、有機A2奶牧場和標準優質原料奶牧場，奶牛存欄量達14.8萬頭，日產鮮奶約2,119噸。聖牧在烏蘭布和沙漠獨創的有機生態治沙產業體系，被聯合國全球契約組織評選為「可持續生產和消費」類別企業的最佳綜合實踐。本公司生成的原料奶亦為中國內地首家獲得國內及歐盟有機標準雙認證的原奶品牌。



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# Corporate Information 公司資料

## Board of Directors

### EXECUTIVE DIRECTOR

Mr. ZHANG Jiawang (*Chief Executive Officer*)

### NON-EXECUTIVE DIRECTORS

Mr. LU Minfang (*Chairman*)

Mr. ZHANG Ping

Mr. ZHAO Jiejun

Mr. SUN Qian

Ms. SHAO Lijun

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WANG Liyan

Mr. WU Liang

Mr. SUN Yansheng

## Company Secretary

Mr. LI Kwok Fat (*CPA, ACG, HKACG*)

## Authorised Representatives

Mr. ZHANG Jiawang

Mr. LI Kwok Fat

## Audit Committee

Mr. WANG Liyan (*Chairman*)

Mr. ZHANG Ping

Mr. WU Liang

## Remuneration Committee

Mr. SUN Yansheng (*Chairman*)

Mr. ZHANG Ping

Mr. WU Liang

## 董事會

### 執行董事

張家旺先生 (*首席執行官*)

### 非執行董事

盧敏放先生 (*主席*)

張平先生

趙傑軍先生

孫謙先生

邵麗君女士

### 獨立非執行董事

王立彥先生

吳亮先生

孫延生先生

## 公司秘書

李國發先生 (*CPA, ACG, HKACG*)

## 授權代表

張家旺先生

李國發先生

## 審核委員會

王立彥先生 (*主席*)

張平先生

吳亮先生

## 薪酬委員會

孫延生先生 (*主席*)

張平先生

吳亮先生

## Nomination Committee

Mr. LU Minfang (*Chairman*)  
Mr. WANG Liyan  
Mr. WU Liang

## Strategic and Sustainability Committee

Mr. LU Minfang (*Chairman*)  
Mr. ZHANG Jiawang  
Mr. ZHAO Jiejun  
Mr. SUN Qian

## Registered Office

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

## Principal Place of Business in Hong Kong

Room A, 32nd Floor COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

## Headquarter and Principal Place of Business in China

Food Industry Park  
Deng Kou County  
Bayannur City  
Inner Mongolia Autonomous Region  
PRC

## Stock Code

The Main Board of The Stock Exchange of Hong Kong Limited  
1432

## Principal Share Registrar and Transfer Office

Maples Fund Services (Cayman) Limited  
P.O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman KY1-1112  
Cayman Islands

## 提名委員會

盧敏放先生 (主席)  
王立彥先生  
吳亮先生

## 戰略及可持續發展委員會

盧敏放先生 (主席)  
張家旺先生  
趙傑軍先生  
孫謙先生

## 註冊辦事處

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

## 香港主要營業地點

香港  
銅鑼灣  
告士打道262號  
中糧大廈32樓A室

## 中國總部及主要營業地點

中國  
內蒙古自治區  
巴彥淖爾市  
磴口縣  
食品工業園

## 股份代號

香港聯合交易所有限公司主板  
1432

## 股份過戶登記總處

Maples Fund Services (Cayman) Limited  
P.O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman KY1-1112  
Cayman Islands

## Corporate Information

### 公司資料

#### Hong Kong Branch Share Registrar and Transfer Office

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

#### Principal Bankers

Export-Import Bank of China  
Bank of China Limited  
Bank of Communications Co., Ltd.  
Industrial Bank Co., Ltd.  
DBS Bank Ltd.

#### Auditor

Ernst & Young

#### Legal Advisor

##### AS TO HONG KONG LAW

Linklaters  
Allen & Overy

##### AS TO CAYMAN ISLANDS LAW

Maples and Calder

#### Website

<http://www.youjimilk.com>

#### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

#### 主要往來銀行

中國進出口銀行  
中國銀行股份有限公司  
交通銀行股份有限公司  
興業銀行股份有限公司  
星展銀行有限公司

#### 核數師

安永會計師事務所

#### 法律顧問

##### 香港法律

年利達律師事務所  
安理國際律師事務所

##### 開曼群島法律

邁普達律師事務所

#### 網站

<http://www.youjimilk.com>



# Chairman's Statement 董事會主席報告



**LU Minfang**

*Chairman*

盧敏放

主席

Dear Shareholders:

On behalf of the Board of Directors of the Company, I am pleased to present to the shareholders the Annual Report for the year ended 31 December 2023 of the Company and its subsidiaries.

In 2023, the domestic demand for dairy products did not grow sufficiently, there was a phase of surplus of raw milk in the upstream, the market price of raw milk continued to decline, and the cows breeding industry suffered extensive losses. In the face of uncontrollable challenges in the industry, China Shengmu has risen to the challenge by strengthening its overall management capability and enhancing its operational efficiency, which has resulted in the solid and robust development of the Group's core business. During the year, the Group recorded encouraging growth in herd size and quality, the average milk yield, total milk yield and revenue from raw milk sales. Revenue for the year was RMB3,383.6 million, representing a year-on-year increase of 6.5%. While the industry was generally loss-making, the Group still maintained a relatively good profitability, with cash EBITDA of RMB991.0 million, representing a year-

各位股東：

本人僅代表公司董事會，欣然向股東呈報本公司及其附屬公司截止2023年12月31日之年度報告。

2023年，國內乳製品消費需求動力增長不足，上游原料奶階段性過剩，原料奶市場價格持續下行，奶牛養殖行業出現大面積虧損。面對行業不可控的挑戰，中國聖牧迎難而上，不斷強化整體管理能力，提升運營效率，使得本集團的核心業務發展穩固且堅韌。本年度本集團的牛群規模及質量、單產、總產奶量、原料奶銷售收入均錄得令人鼓舞的增長。全年錄得收入人民幣3,383.6百萬元，同比增長6.5%，在行業利潤普遍虧損的情況下，本集團依然保持較好的盈利能力，現金EBITDA錄得人民幣991.0百萬



Providing  
globally the most  
premium  
desert organic milk

提供全球最高品質的  
沙漠有機奶

Shaping the world's  
first organic  
milk brand

創建全球有機奶  
第一品牌

on-year increase of RMB54.1 million, and net profit of RMB94.6 million, with net profit margins remaining at a relatively high level in the industry.

During the year, all the staff of China Shengmu had firm confidence, strategic determination and grasped the opportunities of the times, and achieved remarkable results despite the downturn of the cows breeding industry cycle. A number of indicators of the farm operation continued to be optimized and reached the leading level in the industry. In particular, the average milk yield per milkable cow reached a record high in the Company's history, representing a year-on-year increase of 8.2%. At the same time, the farm's lean cost management system was further refined and put into practice, resulting in a reduction in the cost of sales of a kilogram of raw milk as compared with the corresponding period, while bulk raw material prices remained relatively high. The increase in the average milk yield and the decrease in costs enabled the Group's gross profit margin to remain relatively stable despite the relatively large drop in market price of milk. High-end dairy products remained the main category of consumption growth. Organic raw milk, as the Group's core

元，較同期增長人民幣54.1百萬元，淨利潤人民幣94.6百萬元，淨利潤率保持行業較高水平。

本年度中國聖牧全體同仁堅定信心、持戰略定力、把握時代機遇，在奶牛養殖行業週期下行的形勢下，依然取得了不俗的成績。牧場經營的多項指標持續優化，達到行業領先水平。尤其在成母牛單產方面，創公司歷史新高，同比提升8.2%。與此同時，牧場的精益化成本管理體系進一步細化並落地，在大宗原材料價格仍相對處於高位的情形下，公斤奶銷售成本較同期下降。單產的提升和成本的下降使得本集團的毛利率在市場奶價較大幅度下跌的大環境下依然保持較為穩定的水平。乳製品的高端產品依然是消費增長的主要品類，有機原料奶作為本集團的核心業務，銷量繼續獲得增長，全年銷售有機原

## Chairman's Statement

### 董事會主席報告

business, continued to grow in sales volume, with 548,000 tonnes of organic raw milk sold for the year. As the largest supplier of organic raw milk to Mengniu Group, a major customer, the Group has proactively increased the number of organic cows in stock in line with the strategic development plan of the customer. As of the end of the reporting period, the number of organic cows in stock reached 96,165, and the Group has well grasped the cyclical changes in the industry by strategically importing about 3,800 Australian cows at the time when the price of the imported cows was at a low point, and the imported cows with high quality will further improve the overall quality of the Group's herd. Meanwhile, in order to better co-ordinate with the customer's business deployment and to enhance the strength of the desert organic milk brand, the Group has invested in an organic demonstration zone in the Ulan Buh Desert Base to co-operate with Mengniu Deluxe Milk brand and to build the world's first desert oasis farm of Deluxe Milk.

Being smarter and greener is a strategic direction that the Group has been pursuing, and the Group has continued to achieve good results in the upgrading of digitalization and ESG sustainable construction during the year. In the past few years, the Group has already digitized and upgraded its back-end management and support systems. During the year, the Group has started to apply more digital intelligence to the front-end management of its farms business, so as to achieve further digital transformation from "farm" to "factory" through standardization of the business process, digitization of the operation and management as well as an intelligent management system. During the year, the Group received awards from various sectors of the society, including being selected as one of the Golden Keys - SDG Leaders; being selected for the report "Implementing Global Development Initiatives and Accelerating the 2030 Agenda for Sustainable Development: Corporate Carbon Neutrality Target Setting, Action and Global Cooperation"; being nominated for the Paulson Award for Sustainable Development. The Group was also awarded "ESG Disclosure Enhancement Pioneer Organisation" by the Hong Kong Quality Assurance Agency at the Hong Kong Green and Sustainability Contribution Awards 2023 presentation ceremony; the 2023 Listed Company ESG Excellent Practice Cases by the China Listed Companies Association; the Outstanding Case of the Year by Ernst & Young in the Second Listed Companies Sustainability Summit Forum for "Towards a New Natural Economy Model with Nature's Benefits at its Core"; and the 18th People's Corporate Social Responsibility Award - Green Development Award for its long-term cultivation and outstanding contribution in the field of ecological civilization construction and social responsibility etc.. The purpose of ESG is to ensure the longevity of enterprises, to enable them to develop in a sustainable manner, and to equip them with a strong body, and ESG is the Group's long-term focus, both in terms of competitiveness and risk mitigation.

料奶54.8萬噸。作為大客戶蒙牛集團的最大有機原奶供應商，本集團積極配合客戶戰略發展規劃適度增加有機奶牛存欄數，截止本報告期末，有機奶牛存欄數達到96,165頭，同時本集團很好的把握住了行業週期變化，在進口奶牛價格低點時戰略性進口澳大利亞奶牛約3,800餘頭，高質量的進口奶牛將進一步提升本集團牛群的整體質量。同時為更好協同客戶業務部署，提升沙漠有機奶品牌實力，本集團在烏蘭布和沙漠基地投建的有機示範園區協同蒙牛特侖蘇品牌，打造特侖蘇全球首個沙漠綠洲牧場。

更智慧，更綠色是本集團一直踐行的戰略方向，本年度數智化升級改造和ESG可持續建設繼續取得良好成果。本集團過去幾年已將後台管理和支持系統實現數字化改造並持續升級，本年度本集團開始更多的將數智化建設用於前端牧場業務管理，通過標準化業務過程，數字化運營管理以及智能化管理體系，實現「牧場」到「工廠」的進一步數智化轉型。本集團於本年度陸續獲得社會各界的嘉獎，入選金鑰匙·SDG領跑企業名單；入選《踐行全球發展倡議，加速2030年可持續發展議程：企業「碳中和」目標設定、行動及全球合作》報告；獲保爾森可持續發展獎提名；在香港綠色可持續貢獻大獎2023的頒獎典禮上，獲得香港品質保證局頒發的「ESG披露優化先鋒機構」；獲得由中國上市公司協會頒發的2023年上市公司ESG優秀實踐案例；以「邁向以自然受益為核心的新自然經濟模式」獲得安永第二屆上市公司可持續發展高峰論壇年度優秀案例；憑藉在生態文明建設和社會責任領域的長期耕耘和卓越貢獻，獲評第十八屆人民企業社會責任獎—綠色發展獎等。ESG的目的是為了讓企業長存，讓企業能夠可持續發展，讓企業具備強壯的體魄，無論是從競爭還是對抗風險來看ESG都是本集團長期的重點工作方向。

# Chairman's Statement

## 董事會主席報告

Looking forward to 2024, it is expected that the growth trend of dairy products consumption will improve. The quality of dairy products in China is already at the forefront of the international arena, and consumers are in need of more nutritious products, which is a demand that is still confirmed by the market under the uncertain environment. In view of the trend, the number of cows in stock is still at a high level, the raw milk production is still on the rise, and the supply and demand situation facing the cows breeding industry will not change for the time being. Under such circumstances, the Group still needs to maintain its firm beliefs, continues to improve its management, adapts to the new situation and environment, adheres to its great mission of "providing the highest quality desert organic milk in the world", meets government's strategic objectives, serves the needs of people's livelihoods, follows the development requirements of a modern industrial system, expands its industry and enhances its corporate value.

On behalf of the Board of Directors, I would like to express my heartfelt gratitude to all our customers, employees, partners and shareholders for your continued trust and support, which has enabled us to achieve our current achievements. The overall food safety situation in China is improving, and the transition from "eating safe" to "eating healthy" is becoming a new demand of the people for a better life. China Shengmu will continue to uphold the corporate mission of "providing the highest quality desert organic milk in the world". With industry colleagues and all walks of life, the Group will further forge consensus and work together to promote the high-quality development of China's food industry, continue to provide consumers with safe, high-quality, nutritious and healthy products, and make greater contributions to the construction of a healthy China and a strong country in terms of quality.

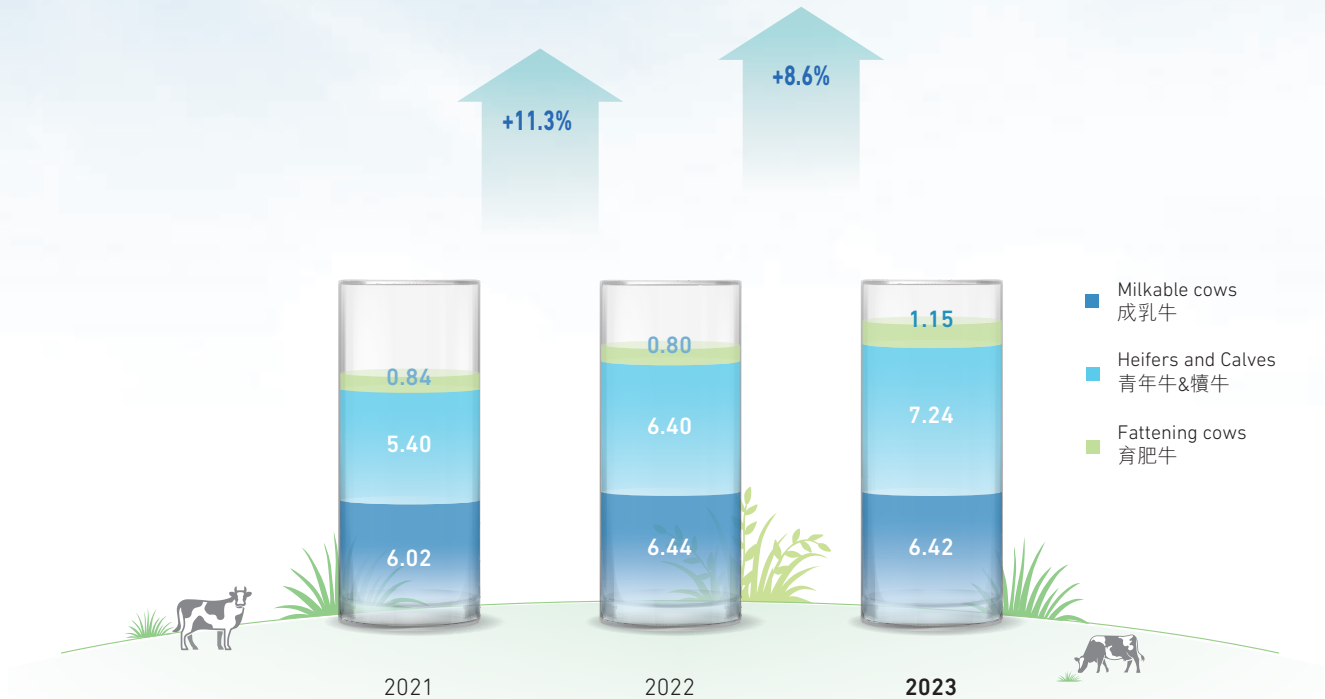
展望2024年，乳製品消費增長形勢有望改善，中國乳製品品質已走在國際前列，消費者需要更營養的產品，這是不確定的大環境下市場依然確定的需求。從趨勢來看，奶牛存欄量依然處於高位，原料奶產量仍在上升過程中，奶牛養殖行業面臨的供求局面暫時不會改變，在此形勢下，本集團依然需要保持堅定的信念，不斷精進管理，順應新形勢、新環境，堅持「提供全球最高品質沙漠有機奶」的偉大使命，匹配政府戰略，服務民生需求，按照現代產業體系發展要求，做大產業，提升企業價值。

本人謹代表董事會向所有客戶、員工、合作夥伴及股東致以衷心的感謝，有賴你們長久的信任和支持，我們方能取得現在的成績。中國食品安全形勢整體向好，從「吃得安全」到「吃得健康」，正在成為人民群眾美好生活的新需求。中國聖牧將繼續秉持「提供全球最高品質的沙漠有機奶」的企業使命，與行業同仁、社會各界進一步凝聚共識、攜手共進，推動中國食品行業高質量發展，持續為廣大消費者提供安全、優質、營養、健康的產品，為健康中國、質量強國建設做出更大貢獻。

# Highlights 摘要

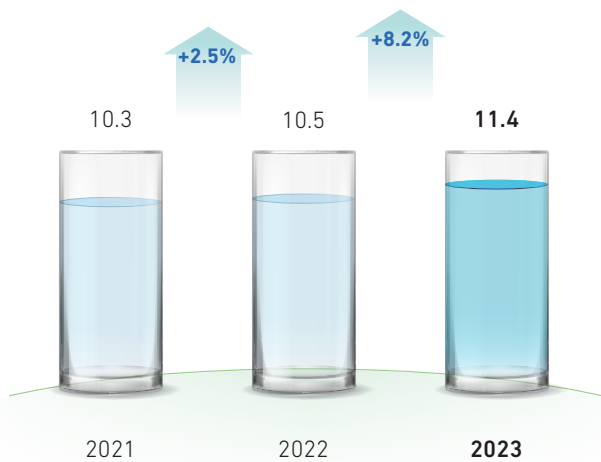
## Herd Structure (0,000 heads)

牛群結構 (萬頭)



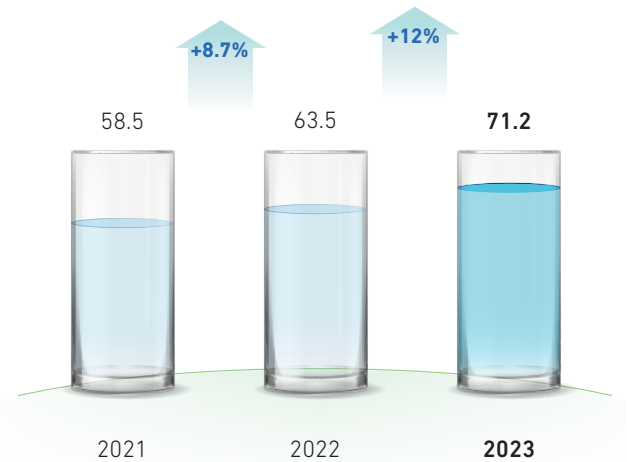
## Milkable Cow Annualized Milk Yield (tonne/head)

成乳牛年化單產 (噸/頭)

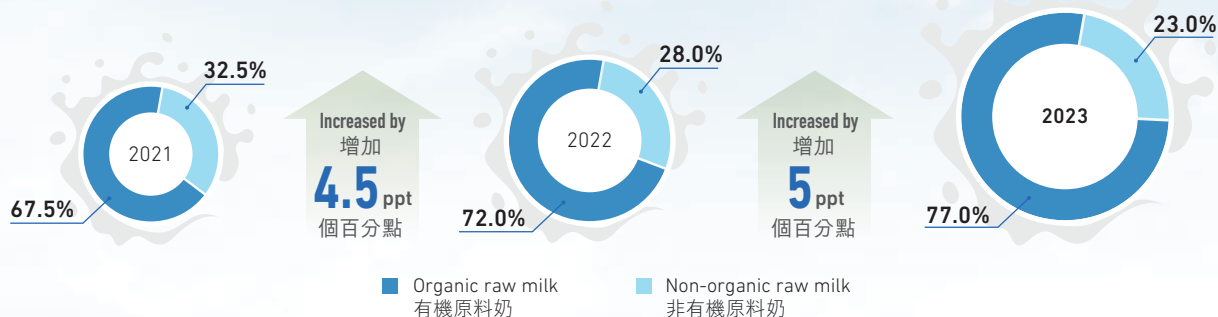


## Volume of Raw Milk Sold (0,000 tonnes)

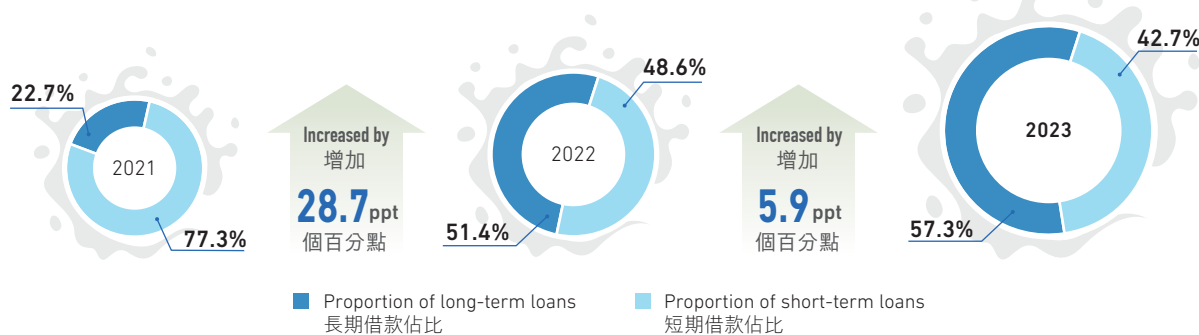
原奶銷量 (萬噸)



## Growth in Proportion of Organic Raw Milk 有機原奶比重增長



## Long-Term And Short-Term Debt Structure-Proportion of Long-Term Loans 長短期債務結構-長期借款佔比



## Finance Costs 融資成本



# Management Discussion and Analysis

## 管理層討論及分析

### INDUSTRY OVERVIEW

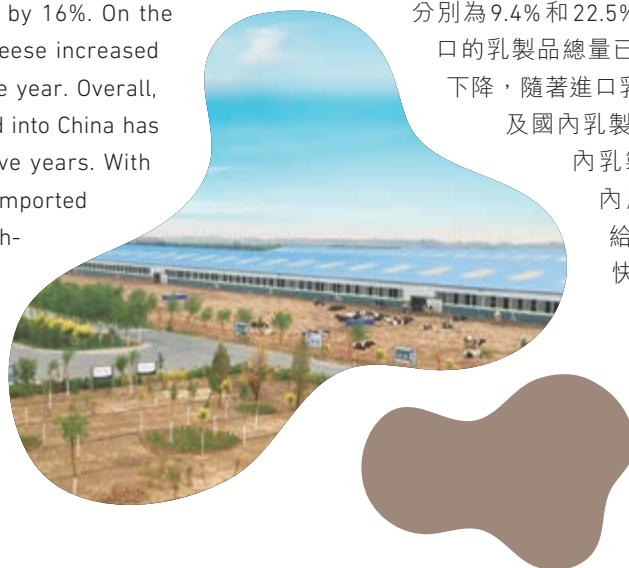
In 2023, the macro-economy gradually rebounded amidst the recovery, with China's GDP reaching RMB126,058.2 billion, representing a yoy growth of 5.2%; and the total retail sales of consumer goods for the year amounted to RMB47,149.5 billion, representing an increase of 7.2% compared to the previous year; the sales of basic commodities grew steadily, and the retail sales of food, oil and beverages recorded by businesses of at least a certain scale (限額以上單位) increased by 5.2%; the annual consumer price index (CPI) rose by 0.2% over the previous year, with food, tobacco and alcohol prices rising by 0.3%. The national disposable income per capita for the year was RMB39,218, representing a nominal increase of 6.3% compared to the previous year, while national consumer expenditure per capita for the year was RMB26,796, representing a nominal increase of 9.2% compared to the previous year. Consumption expenditure per capita on food, tobacco and alcohol accounted for 29.8% of consumption expenditure per capita (Engel's coefficient), representing a decrease of 0.7 percentage points from the previous year.

In 2023, in terms of the dairy products industry, consumption of dairy products recovered slowly, but lacked momentum for growth. The production of dairy manufacturing enterprises above the designated size (規模以上乳製品製造企業) in China was 30.546 million tonnes, representing a year-on-year growth of 3.1%. In terms of import, China imported a total of 2.878 million tonnes of various dairy products in 2023, representing a year-on-year decrease of 12.0%, and imported dairy products equivalent to 17.18 million tonnes of raw fresh milk, representing a year-on-year decrease of 10.4%. In the major categories, in 2023, China imported a total of 777,000 tonnes of large packets of powder, representing a year-on-year decrease of 24.9%. Apart from that, imports of condensed milk and packaged milk also declined significantly, by more than 20% compared with the corresponding period, and imports of infant formula decreased by 16%. On the contrary, imports of whey powder and cheese increased by 9.4% and 22.5% respectively during the year. Overall, the total volume of dairy products imported into China has decreased significantly for two consecutive years. With the weakening of the price advantage of imported dairy products and the development of high-end domestic dairy products, the domestic dairy product processing relies more on the supply of domestic raw milk, and the upward trend of the milk supply rate accelerated significantly.

### 行業概覽

2023年，宏觀經濟在復蘇形勢下逐步回升，中國國內生產總值達人民幣1,260,582億元，同比增長5.2%；全年社會消費品零售總額人民幣471,495億元，比上年增長7.2%。基本生活類商品銷售穩定增長，限額以上單位糧油、食品類商品零售額增長5.2%。全年居民消費價格(CPI)比上年上漲0.2%，其中食品煙酒價格上漲0.3%。全年全國居民人均可支配收入人民幣39,218元，比上年名義增長6.3%，全年全國居民人均消費支出人民幣26,796元，比上年名義增長9.2%。其中人均食品煙酒消費支出佔人均消費支出的比重(恩格爾係數)為29.8%，比上年下降0.7個百分點。

2023年，在乳製品行業方面，乳製品消費緩慢恢復，但增長動力稍顯不足。全國規模以上乳製品製造企業產量3,054.6萬噸，同比增長3.1%。進口方面，2023年我國共計進口各類乳製品287.8萬噸，同比減少12.0%，進口乳製品折合生鮮乳為1,718萬噸，同比減少10.4%。從主要品類來看，2023年國內合計進口大包粉77.7萬噸，同比減少24.9%，除此之外，煉乳和包裝牛奶的進口量也下降明顯，較同期降幅均超過20%，嬰配粉降幅達到16%。與此相反的是，乳清粉和奶酪在本年度有所增長，增幅分別為9.4%和22.5%。總體來看，我國進口的乳製品總量已經連續兩年出現明顯下降，隨著進口乳製品價格優勢的減弱及國內乳製品高端化的發展，國內乳製品加工更多依靠國內原料奶供應，奶源自給率的上升趨勢明顯加快。



## Management Discussion and Analysis 管理層討論及分析

In terms of the dairy farming industry, the upstream supply of raw milk was relatively lax and the growth rate of raw milk production was greater than the growth rate of downstream demand. 41.97 million tonnes of raw milk was produced in China in 2023, representing a year-on-year growth of 6.7%, which was the same as the growth rate in 2022. In view of this, the price of fresh raw milk continued to decline on the basis of last year. As of the last week of December 2023, the average price of fresh raw milk in the primary dairy-producing provinces (regions) as monitored by the Ministry of Agriculture and Rural Affairs was RMB3.66/kg, representing a decrease of 11.2% as compared with the corresponding period last year; the average price for the whole year of 2023 was RMB3.83/kg, representing a year-on-year decrease of 7.9%. In terms of feed costs, although the price of forage decreased slightly as compared with the corresponding period last year, the production cost of raw milk for dairy farms was still high and there was severe cost pressure. According to the monitoring data from the Ministry of Agriculture and Rural Affairs, the national average price of corn in the last week of December 2023 was RMB2.79/kg, representing a year-on-year decrease of 8.5%, and the average price of soya bean in 2023 was RMB4.28/kg, representing a year-on-year decrease of 15.6%. The total volume of imported forage continued to decline. According to customs statistics, in 2023, China imported 1.072 million tonnes of hay, representing a year-on-year decrease of 44.8%. Among them, there was an accumulated 1 million tonnes of imported alfalfa hay, representing a year-on-year decrease of 44.1%, and 72,000 tonnes of imported oat hay, representing a year-on-year decrease of 52.7%. Overall, affected by the slowdown in downstream demand growth and the sustained high costs of upstream forage, the profitability of the dairy farming industry has been further compressed, with some enterprises struggling to continue operations. Cost reduction and efficiency improvement, and a focus on liquidity risk management have become industry commonplace. With the optimization and integration of industry resources, the number of large-scale farms is increasing year by year, which has a positive effect on the long-term sustainable development of the industry.

在奶牛養殖行業方面，當前上游原料奶供應較為寬鬆，原料奶的產量增長速度大於下游需求的增長速度。2023年中國原料奶總產量4,197萬噸，同比增長了6.7%，與2022年的增幅基本持平。在此形勢下，生鮮乳價格在去年基礎上繼續下降，截止2023年12月最後一週農業農村部監測奶牛主產省(區)生鮮乳平均價為人民幣3.66元/千克，較去年同期下跌11.2%；2023年全年均價人民幣3.83元/千克，同比下降7.9%。在飼料成本方面，雖然飼草料價格較同期小幅下降，但牧場原料奶生產成本依然處於高位，成本壓力嚴峻，據農業農村部監測數據，2023年12月最後一周全國玉米平均價格為人民幣2.79元/千克，同比下降8.5%，2023年全國豆粕平均價格為人民幣4.28元/千克，同比下降15.6%；而進口飼草料總量持續下降，據海關統計，2023年，我國進口乾草累計107.2萬噸，同比下降44.8%。其中進口苜蓿乾草累計100.0萬噸，同比下降44.1%，進口燕麥乾草累計7.2萬噸，同比下降52.7%。總體來看，受到下游需求增速放緩，上游飼草料成本持續高企的影響，奶牛養殖行業的盈利能力進一步被壓縮，部分企業面臨生存困境，降本增效，注重企業流動性風險管理成為行業共識。隨著行業資源的優化整合，規模化大型牧場的數量逐年增多，這對行業的長期可持續發展有積極作用。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS OVERVIEW

The principal business of the Group is dairy farming, production and sales of high-end desert-based organic raw milk and quality non-organic raw milk. The Group focuses on the production and sales of desert-based organic milk, while satisfying the diversified needs of customers for quality raw milk, and continues to develop a variety of functional raw milk to enrich the Group's product mix and enhance its profitability. In 2023, the Group's daily fresh milk production exceeded 2,000 tonnes for the first time, reaching 2,119 tonnes. Among them, 18 organic certified farms produced 1,667 tonnes of fresh milk per day; 2 DHA milk farms produced 133 tonnes of fresh milk per day; and 1 organic A2 milk farm produced 34 tonnes of fresh milk per day. The diversified and high-end product structure has enabled the Group to enjoy a clear differentiated competitive advantage in the raw milk industry.

### HERD SIZE

As at 31 December 2023, the Group operated 34 farms, including 2 fattening cow farms. The Group had 148,029 milkable cows and fattening cows in stock, representing an increase of 8.6% as compared with the end of the previous year, with 96,165 organic cows in stock and 51,864 non-organic cows in stock.

During the year, the Group continued to optimize its herd structure and strategically retired inefficient cows, resulting in a significant improvement in the overall quality of the herd, with the proportion of milkable cows accounting for approximately 47.0%, and the healthy and positive development of reserve cows was maintained.

### 業務概述

本集團主要業務為奶牛養殖，生產和銷售高端沙漠有機原料奶、優質非有機原料奶。本集團專注沙漠有機奶生產銷售業務，同時滿足客戶對優質原奶的多元化需求，不斷開發出多種功能性原奶以豐富公司產品結構，提升公司盈利能力。2023年度，本集團日產鮮奶首次突破2,000噸，達2,119噸。其中有機認證牧場18座，日產鮮奶1,667噸；DHA奶牧場2座，日產鮮奶133噸；有機A2奶牧場1座，日產鮮奶34噸。多元化、高端化的產品結構使得本集團在原奶行業中擁有明顯的差異化競爭優勢。

### 畜群規模

於2023年12月31日，本集團運營34座牧場，其中包含2座育肥牛牧場。本集團奶牛及育肥牛存欄數148,029頭，較上年末增長8.6%，其中有機牛存欄數96,165頭，非有機牛存欄數51,864頭。

本年度，集團持續優化牛群結構，戰略性退役低效牛只，牛群整體質量有明顯提升，成乳牛佔比約為47.0%，後備牛保持健康良性發展態勢。

		As at 於	
		31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Number of Farms (number)	牧場數量(座)	34	33
Milkable Cows (heads)	成乳牛(頭)	64,193	64,355
Calves and Heifers (heads)	犢牛及育成牛(頭)	72,373	63,980
Fattening cows <sup>(1)</sup> (heads)	育肥牛 <sup>(1)</sup> (頭)	11,463	8,009
Total (heads)	合計(頭)	148,029	136,344

(1) Fattening cows refer to a type of cow that mainly produces beef and the main purpose of which is for selling.

(1) 育肥牛指一類以生產牛肉為主的牛，其主要用途為出售。



### OPERATION REVIEW

#### ORGANIC RAW MILK SALES CONTINUED TO GROW AS MILK YIELD REACHED RECORD HIGH

In 2023, the Group continued to focus on improving the level of milk yield through lean farm management. The milk yield of milkable cows reached 11.38 tonnes, representing an increase of approximately 0.86 tonnes as compared with the corresponding period, which is the highest level of milk yield since the establishment of the Group. Under the current market environment, the increase in milk yield of milkable cows will effectively enhance the profitability of the Company. With the help of the increase in milk yield, the Group recorded total raw milk sales of 0.711 million tonnes, representing an increase of 12.0% as compared with the corresponding period. Among them, the sales volume of organic raw milk was 0.548 million tonnes, representing an increase of 19.7% as compared with the corresponding period, and the proportion of organic raw milk sales in the total sales of raw milk reached 77.0%. The increase in the proportion of organic raw milk further reinforced the Group's profitability. Despite the decline in raw milk prices in the industry, benefiting from the increase in both the milk yield of milkable cows and the proportion of organic raw milk sales, the Group still recorded growth in sales revenue of RMB3,383.6 million for 2023, representing an increase of RMB207.4 million over the corresponding period.

#### REDUCING COSTS AND INCREASING EFFICIENCY, FARMING COSTS WERE EFFECTIVELY CONTROLLED

In 2023, the raw milk market faced severe challenges and the price of raw milk dropped significantly as compared with the corresponding period. During the year, the average price of raw milk sold by the Group was RMB4.76 per kilogram, representing a decrease of 4.9% as compared with the corresponding period. Under such circumstances, the Group actively expanded its cost

reduction and efficiency enhancement measures by innovating the farm management model, introducing an excellent nutritional team, optimizing the feeding formula and exploring new technologies and resources. In terms of forage selection, while adopting low-cost forage substitution, the Group also paid attention to the consideration of comprehensive benefits. The optimized forage formula not only effectively controlled the cost of feeding, but also improved the health of the herd and alleviated the impact of stress on the yield

and milk index of the cows. In 2023, the Group's cost of sales per kilogram of milk was RMB3.32, representing a decrease of RMB0.08 over the corresponding period.

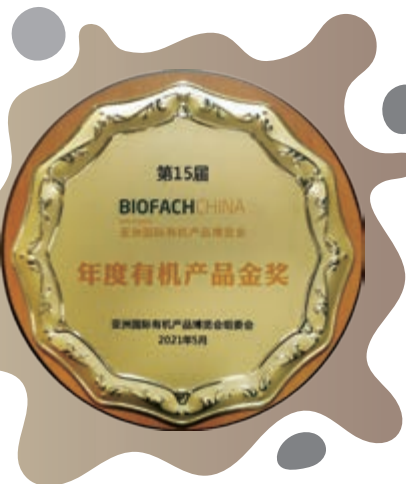
### 經營回顧

單產創歷史新高，有機原奶銷量繼續增長

2023年度，本集團繼續透過牧場精益管理重點提升奶牛單產水平，成乳牛單產達11.38噸，較同期增加約0.86噸，是本集團自成立以來的最高奶牛單產水平。在當前市場環境下，奶牛單產的提升將有效提升公司的盈利能力。在單產提升的幫助下，本集團錄得原料奶銷售總量71.1萬噸，較同期增加12.0%。其中有機原料奶銷量為54.8萬噸，較同期增長19.7%，有機原料奶銷量佔原料奶總銷量的比重達77.0%，有機原料奶佔比的提升進一步夯實本集團的盈利水平。雖然面臨行業原奶價格的下跌，受惠於奶牛單產及有機原料奶銷量佔比的提升，2023年度，本集團銷售收入仍然錄得增長，為人民幣3,383.6百萬元，較同期增加人民幣207.4百萬元。

#### 降本增效，養殖成本得到有效控制

2023年度，原奶市場面臨嚴峻考驗，原奶價格較同期有明顯下降。本年度，本集團原料奶平均銷售單價為人民幣4.76元/公斤，較同期下降4.9%。在此形勢下，本集團積極拓展降本增效措施，通過牧場管理模式創新，引入優秀營養團隊，優化飼喂配方，開拓新技術和新資源。在飼草料選擇上，採取低成本飼草料替代的同時也注重綜合效益考慮，優化後的飼草料配方不僅有效控制了飼喂成本，還改善了牛群健康，緩解了應激對奶牛產量及乳指標的影響。2023年度，本集團公斤奶銷售成本為人民幣3.32元，較同期下降人民幣0.08元。



# Management Discussion and Analysis

## 管理層討論及分析

### HERD UPGRADING AND OPTIMIZATION, STRATEGIC RETIREMENT OF INEFFICIENT COWS

Maintaining the breeding capacity of cows is the basis for ensuring the quality of the herd. In 2023, the Group effectively enhanced the accuracy and completeness of the genomic genealogy of cows through practical and effective selection and breeding measures. In terms of breeding, the Group formulated the Shengmu Breeding Index, placing emphasis on the production and health traits of cows, reducing the proportion of body size traits, and increasing milk protein and mastitis resistance. The Group has also established the IVF system to upgrade the breed of herd, build up a core herd and establish a national core breeding farm. In terms of herd health care, under the concept of focusing on health care and prevention of disease and light on treatment, the proportion of health care expenses was raised and the proportion of treatment expenses was lowered, and overall the herd medication expenses decreased significantly compared with the corresponding period. Meanwhile, the stress of cows was reduced, and the level of passive culling of cows was lowered, such that the health of cows was guaranteed, and the consistency of cows in the whole herd was improved. In the face of changes in supply and demand in the industry, the Group further launched a herd upgrading and optimization plan to improve the standard of cow retention, proactively retire and reduce the size of inefficient cows on the basis of ensuring the continuous optimization of various breeding indexes. As a result, the culling rate of the Group's cows increased as compared with the corresponding period, and with the upgrading of the overall quality of the herd, the Company's overall profitability of dairy farming was also enhanced. Under such influence, the Group's cow reproduction rate was controlled at a relatively healthy level. As at 31 December 2023, the Group's entire herd of cows increased by 11,685 cows as compared with the end of the previous year, and the self-breeding and reproduction rate of productive biological assets was 6.2%.

### 牛群升級優化，戰略性退役低效牛只

奶牛的繁育能力建設是保障牛群品質的基礎，2023年度，本集團通過切實有效的選種育種措施，有效提升了奶牛基因組系譜準確性和完整性水平。育種方面，本集團制定聖牧育種指數，更加注重牛只生產性狀和健康性狀，降低體型性狀的佔比，增加乳蛋白和乳房炎抗病性。搭建了IVF體系，提升牛群品種，建立核心牛群，建立國家核心育種場。牛群保健方面，在重保健防疫，輕治療的理念下，保健費用佔比提升，治療費用佔比下降，全群藥費較同期有明顯下降，同時減少奶牛應激，降低牛群被動淘汰水平，牛群健康得到保障，牛只全群的一致性得到提升。在面臨行業供需變化的形勢下，本集團進一步開展了牛群升級優化計劃，在保證各項繁育指標持續優化的基礎上，提高奶牛留養標準，主動退役，減少低效牛只規模，因此本集團奶牛淘汰率較同期有所上升，而隨著牛群整體質量的升級，公司奶牛養殖的整體效益能力也在提升。在此影響下，本集團的奶牛擴群率控制在一個較為穩健的水平，截止2023年12月31日，本集團全群奶牛較上年末增加11,685頭，生產性生物資產自繁擴群率為6.2%。

# Management Discussion and Analysis

## 管理層討論及分析

### THE FARMS ARE WELL MANAGED, THE GROUP WON THE ORGANIC GOLD AWARD, AND WAS AWARDED THE TITLE OF NATIONAL KEY LEADING ENTERPRISE

The Group leverages the resource advantages of the Ulan Buh Desert to care for the welfare of its dairy cows. Relying on the clean desert land, the Group provides a comfortable living environment for dairy cows (warm winters and cool summers in the desert environment), and each farm is equipped with heat protection measures such as fan spraying, as well as warming measures such as windbreaks and temperature-controlled heated water tanks. The farm is kept clean, with manure removed three times a day, such that manure is cleared once the cows move away, and fresh feed is delivered regularly (牛走糞清料到). The farm also has a cow exercise yard, with an average of approximately 80 square metres of activity area per cow, providing sufficient space for cows to relax. In addition to this, the farm also has a variety of measures such as a dedicated nutrition team and a professional veterinary team to ensure the welfare of the dairy cows and create a better life for the cows. As a firm believer in high quality organic raw milk, the Group is determined not to use chemical fertilizers and pesticides in the cultivation of forage, and no hormones and antibiotics are used in the feeding of dairy cows. This has enabled the Group's raw milk quality to remain at an industry-leading level, and during the year, the milk protein rate, milk fat rate, microorganisms <30,000 pass rate, and cell <200,000 pass rate of the Group's raw milk were all further improved as compared with the corresponding period of last year. In the 16<sup>th</sup> Asian International Organic Products Expo, Shengmu Organic won the Gold Award of Organic Products Expo for 11 consecutive years. The improvement of the Group's farm management capability also continued to gain recognition from more industry associations. In 2023, six farms of the Group passed the GAP accreditation review, while seven new farms were accredited with Grade S in the "Modern Dairy Classification and Evaluation of Dairy Farms". In addition, the Group was named as a national key leading enterprise in agricultural industrialization by the Ministry of Agriculture and Rural Affairs of the PRC for its remarkable achievements in promoting agricultural modernization, upgrading the quality and safety standards of agricultural products and promoting the development of the dairy industry, etc.

### 牧場管理精進，獲有機金獎，獲國家重點龍頭企業稱號

本集團依託烏蘭布和沙漠的資源優勢，注重奶牛福利建設，依託沙漠淨地，為奶牛提供了舒適的生活環境，冬暖夏涼的沙漠環境下，每個牧場配置有風扇噴淋等防暑措施，以及防風簾溫控加熱水槽等保暖措施。牧場內部環境清潔，牧場管理施行每日三次清糞，做到牛走糞清料到。牧場還設有奶牛運動場，平均每頭奶牛約有80平方米活動區域，為奶牛提供足夠空間的休閒場所。除此之外，牧場還有多種措施如配備專屬營養團隊和專業獸醫保健團隊等以保障奶牛福利，為奶牛創造美好生活。作為高品質有機原奶的堅定執行者，本集團在飼草料的種植階段堅決不使用化肥，不使用農藥，在奶牛的飼喂階段堅持無激素使用，無抗生素使用。這也使得本集團的原奶質量一直處於行業領先水平，本年度本集團原奶的乳蛋白率，乳脂率，微生物<3萬合格率，以及體細胞<20萬合格率均較去年同期進一步提升。在第16屆亞洲國際有機產品博覽會上，聖牧有機連續11年獲得有機產品博覽會金獎。本集團牧場管理能力的提升也繼續獲得更多行業協會的認可，2023年度，本集團通過了6座牧場的古AP認證複證，同時新增7座《現代奶業定級評價奶牛場》S級認可牧場。除此之外，本集團憑藉在推動農業現代化、提升農產品質量與安全標準、推動乳業行業發展等方面取得的顯著成績，被中國農業農村部評為農業產業化國家重點龍頭企業。



# Management Discussion and Analysis

## 管理層討論及分析

### THE CONSTRUCTION OF DELUXE ORGANIC MILK DEMONSTRATION ZONE WAS LAUNCHED, AND IMPORTED COWS WERE SUCCESSFULLY STATIONED IN THE ZONE

In order to realize the Group's future strategic plan and achieve growth in organic milk sales, the Group has commenced the construction of a dairy farming demonstration zone in the Ulan Buh Desert base. The demonstration zone is a high-quality, green and low-carbon development project to promote the modernization of agriculture and rural development under the guidance and support of the local government. Meanwhile, in order to better co-ordinate with the customer's business deployment and to enhance the strength of the desert organic milk brand, the demonstration zone will co-operate with Mengniu Deluxe Milk brand, to build the world's first desert oasis farm of Deluxe Milk. During the year, the construction of the demonstration zone was on schedule and the preparatory work for the commencement of production was carried out in an orderly manner. The construction of barns and living quarters for the farm has been completed, and the Group imported over 3,800 high-quality young Holstein cows from Australia which have been successfully stationed in the organic demonstration zone as of the date of this annual report, in view of the low cost of imported cows and the high cost of domestic farming.

### SHOULDER SOCIAL RESPONSIBILITY WITH COURAGE, UPHOLD SUSTAINABLE DEVELOPMENT

As a leading organic raw milk enterprise in China, the Group has continued to practise sustainable development, improve its corporate sustainable development governance system, promote the synergistic development of economic, social and natural environmental benefits, and build an organic, ecological and intelligent Shengmu, playing a leading role in creating a sustainable future together with its stakeholders. During the year, the Group received awards from various sectors of the society, including being selected as one of the Golden Keys - SDG Leaders; being selected for the report "Implementing Global Development Initiatives and Accelerating the 2030 Agenda for Sustainable Development: Corporate Carbon Neutrality Target Setting, Action and Global Cooperation" and being nominated for the Paulson Award for Sustainable Development. The Group was also awarded "ESG Disclosure Enhancement Pioneer Organisation" by the Hong Kong Quality Assurance Agency at the Hong Kong Green Sustainability Awards 2023 ceremony; the 2023 Outstanding ESG Practice Case for Listed Companies by the Association of Listed Companies in China; the Outstanding Case of the Year by Ernst & Young in the Second Listed Companies Sustainability Summit Forum for "Towards a New Natural Economy Model with Nature's Benefits at its Core"; and the 18<sup>th</sup> People's Corporate Social Responsibility Award - Green Development Award for its long-term cultivation and outstanding contribution in the field of ecological civilization construction and social responsibility. In the

### 特侖蘇有機示範園投建，進口奶牛成功入駐

為實現本集團的未來戰略規劃，實現有機奶銷量的增長，本集團在烏蘭布和沙漠基地開始投建一個奶牛養殖示範區。該示範區不僅是在當地政府指導和扶持下的一項高質量、綠色低碳發展，促進農業現代化和鄉村發展的奶牛養殖示範項目，同時為更好協同客戶業務部署，提升沙漠有機奶品牌實力，該示範園區將協同蒙牛特侖蘇品牌，打造特侖蘇全球首個沙漠綠洲牧場。本年度該示範園區如期建設，各項投產的準備工作有條不紊的進行，牧場所需牛舍、牧場生活區已完成建設，同時本集團在當前進口奶牛成本低，國內養殖成本高的環境下，從澳大利亞進口高品質青年荷斯坦奶牛3,800餘頭，截至本年報日期，該批牛只已成功入駐有機示範園。

### 勇擔社會責任，踐行可持續發展

作為中國有機原奶的頭部企業，本集團持續踐行可持續發展，不斷完善公司可持續發展治理體系，促進經濟、社會、自然環境效益協同發展，打造有機、生態、智慧聖牧，發揮引領作用，與利益相關方攜手締造可持續發展未來。本集團於本年度陸續獲得社會各界的嘉獎，入選金鑰匙·SDG領跑企業名單；入選《踐行全球發展倡議，加速2030年可持續發展議程：企業「碳中和」目標設定、行動及全球合作》報告；獲保爾森可持續發展獎提名；在香港綠色可持續貢獻大獎2023的頒獎典禮上，獲得香港品質保證局頒發的「ESG披露優化先鋒機構」。獲得由中國上市公司協會頒發的2023年上市公司ESG優秀實踐案例；以《邁向以自然受益為核心的新自然經濟模式》獲得安永第二屆上市公司可持續發展高峰論壇年度優秀案例；憑藉在生態文明建設和社會責任領域的長期耕耘和卓越貢獻，獲評第十八屆人民企業社會責任獎—綠色發展獎。未來，本集團將立足「種養結合」，確保經濟效益與可持續發

future, the Group will base on the “farms with cows and forage (種養結合)” to ensure that economic benefits and sustainable development are given equal importance, further promote the sustainable development of agriculture and animal husbandry, protect the Ulan Buh Desert, and contribute to the building of an ecological civilization and the development of a beautiful China.

展協同並重，進一步促進農牧業的可持續發展，守護烏蘭布和沙漠，為共建生態文明，建設美麗中國貢獻應有力量。

### ENHANCEMENT OF HUMAN RESOURCES PERFORMANCE, INCENTIVE MECHANISM TO STIMULATE TEAM DYNAMICS

In terms of human resources, the Group focuses on improving people efficiency and stimulating team dynamics through organizational optimization and performance incentives. In 2023, the Group's man-to-cow ratio, production per capita and income per capita were all significantly higher than those of the corresponding period. As at 31 December 2023, the Group had a total of 2,701 employees (as at 31 December 2022: 2,845 employees). Total employee costs (including directors' and senior management's emoluments and restricted share award of the Group) in 2023 amounted to RMB377.4 million (2022: RMB330.7 million).

Employees in Hong Kong are provided with retirement benefits, under the Mandatory Provident Fund scheme, as well as life insurance and medical insurance. Employees in Mainland China are provided with pension insurance, medical insurance, employment injury insurance, unemployment insurance, maternity insurance and housing fund contributions in compliance with the requirements of the laws of China.

In 2023, the Group's long-term share award scheme (“Share Award Scheme”) was continuously implemented. On 20 April 2023, approximately 50% of the first tranche of a total of 108,942,111 award shares was vested as a result of the achievement of various performance targets of the Company, with the remaining approximately 50% to be vested on 20 April 2024. On 21 April 2023, a second tranche of a total of 99,954,000 award shares was granted by the Group to 66 middle and senior management and 1 director. The Group, through the trustee of the Share Award Scheme (“Trustee”), has purchased existing shares of the Company from the open market as award shares in accordance with the Company's instructions, using cash contributed by the Group, and as at 31 December 2023, there is outstanding 230,986,988 award shares that have not been granted under the Share Award Scheme, representing 2.8% of the Company's issued shares.

### 人力資源效能提升，激勵機制激發團隊活力

在人力資源方面，本集團注重人效提升，通過組織機構優化和績效激勵激發團隊活力，2023年度，本集團的人牛比、人均產量和人均收入均較同期有較大提升。於2023年12月31日，本集團共有2,701名員工(於2022年12月31日：2,845名員工)。2023年員工總成本(包括本集團董事、高級管理層酬金及限制性股票激勵)為人民幣377.4百萬元(2022年：人民幣330.7百萬元)。

本集團透過強制性公積金計劃為在香港的僱員提供退休福利，並提供人壽保險及醫療保險；根據中國法律為中國內地員工提供養老保險、醫療保險、工傷保險、失業保險、生育保險及住房公積金。

2023年度，本集團長期股份獎勵計劃(「股份獎勵計劃」)繼續實施。於2023年4月20日，第一批獎勵股份(合共108,942,111股)由於公司各項業績指標的達成，已完成該批獎勵股份約50%的歸屬，餘下的約50%將於2024年4月20日歸屬；於2023年4月21日，本集團向66名中高級管理人員及1名董事授出第二批獎勵股份(合共99,954,000股)。本集團透過股份獎勵計劃受託人(「受託人」)按照本公司指示以本集團出資的現金從公開市場上購買本公司現有股份作為獎勵股份，截至2023年12月31日，股份獎勵計劃下尚餘230,986,988股獎勵股份未授予，佔本公司已發行股份的2.8%。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### ANALYSIS ON CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

##### SALES REVENUE

### 財務回顧

#### 綜合損益及其他全面收益表分析

##### 銷售收入

		For the year ended 31 December 截至12月31日止年度	
		2023 2023年	2022 2022年
Sales revenue (RMB'000)	銷售收入(人民幣千元)	3,383,629	3,176,253
Sales volume (tonnes)	銷量(噸)	711,465	635,451
Average selling price (RMB/tonnes)	平均售價(人民幣元/噸)	4,756	4,998

In 2023, the Group's raw milk sales revenue amounted to RMB3,383.6 million (2022: RMB3,176.3 million), representing an increase of 6.5% as compared with the corresponding period, which was an increase in total revenue despite the industry backdrop of a general downtrend in the selling price of raw milk in the domestic raw milk market, and brought considerable cash inflow to the Group, which was mainly attributable to the increase in sales of its core product, desert organic raw milk.

The Group focused on its advantageous resources and continued to optimize its product structure. During the year, the sales volume of organic raw milk increased by 19.7% as compared with the corresponding period, with the sales volume of organic raw milk accounting for 77.0% of the total sales volume of raw milk; in terms of product research and development and innovation, the sales volume of "DHA Milk" and "Organic A2 Raw Milk", which were successfully marketed as functional raw milks, grew steadily. In 2023, DHA Milk and Organic A2 Milk achieved sales volumes of 39,355 tonnes and 1,647 tonnes respectively, enriching the product matrix and contributing to revenue growth.

2023年度，本集團原料奶銷售收入為人民幣3,383.6百萬元(2022年：人民幣3,176.3百萬元)，較同期增幅6.5%，在國內原料奶市場售價普遍下行的行業背景下仍錄得收入總額增長，為集團帶來可觀的現金流入，主要得益於核心產品沙漠有機原料奶銷量增長。

本集團聚焦優勢資源，持續優化產品結構，本年度實現有機原料奶銷量較同期提升19.7%，有機原料奶銷量佔原料奶銷售總量的77.0%；在產品研發及創新方面，成功上市的「DHA奶」、「有機A2原奶」功能性原料奶銷量穩步增長，2023年度，DHA奶及有機A2原奶分別實現銷售量39,355噸及1,647噸，豐富產品矩陣的同時也為收入增長貢獻力量。

# Management Discussion and Analysis

## 管理層討論及分析

In 2023, in view of oversupply in the industry, the Group took the initiative to retire inefficient cows to improve the structure of the quality dairy herd, and continued to promote the accuracy and completeness of the genome genealogy of cows to achieve continuous improvement in the quality of the herd. In terms of process management and control, the Group strengthened the lean grouping and other operational management initiatives, the level of milk production by cows increases year-on-year, with the milk yield of milkable cows during the year amounting to 11.38 tonnes, representing a year-on-year increase of 8.2% as compared with the corresponding period. The sales volume of raw milk reached 0.711 million tonnes (2022: 0.635 million tonnes), representing a year-on-year increase of 12.0% as compared with the corresponding period. However, due to the weakening of domestic consumption of dairy products, the selling price in the raw milk market continued to decline, the average selling price of the Group's raw milk dropped by 4.9 percentage points to RMB4,756 per tonne (2022: RMB4,998 per tonne) as compared with the corresponding period.

2023年視行業供過於求形勢，本集團主動退役低效牛只以改善優質乳牛群結構，持續推進奶牛基因組系譜準確性和完整性，實現牛群質量不斷提升；在過程管控方面，強化精益分群等運營管理舉措，乳牛產奶量水平連年增長，本年度成乳牛單產達11.38噸，較同期提升8.2%，原料奶銷量達到71.1萬噸(2022年：63.5萬噸)，較同期增長12.0%。但因國內乳製品消費疲弱導致原料奶市場售價持續下行，本集團原料奶平均售價較同期下跌4.9個百分點，為人民幣4,756元/噸(2022年：人民幣4,998元/噸)。

### COST OF SALES, GROSS PROFIT AND GROSS PROFIT MARGIN

Unit: RMB'000, except percentages

### 銷售成本、毛利及毛利率

單位：人民幣千元，百分比除外

		For the year ended 31 December 截至12月31日止年度	
		2023 2023年	2022 2022年
Cost of sales	銷售成本	2,358,609	2,163,571
Gross profit	毛利	1,025,020	1,012,682
Gross profit margin	毛利率	30.3%	31.9%

In 2023, the cost of sales of raw milk of the Group amounted to RMB2,358.6 million (2022: RMB2,163.6 million), representing an increase of 9.0% as compared with the corresponding period, which was mainly attributable to the increase in sales scale.

2023年度，本集團原料奶銷售成本為人民幣2,358.6百萬元(2022年：人民幣2,163.6百萬元)，較同期增長9.0%，主要源於銷售規模增長。

# Management Discussion and Analysis

## 管理層討論及分析

In 2023, bulk raw material prices remained at a high level as compared with the corresponding period, and as the production process based on organic raw milk became more stringent, with higher standards for forage quality, this exacerbated the difficulty in controlling the Company's feed costs. The Group achieved a year-on-year decrease of RMB0.08 in the cost of sales of kilogram of milk by expanding channels for cost reduction and efficiency enhancement, innovating the farm management model, optimizing the formula for cow breeding in collaboration with the nutrition team, increasing the utilization rate of forage, better allocating the feeding cost and improving the health of the herd; and internally, continuing to carry out the "Battle of the Milliseconds (毫釐戰役)", strictly controlling various expenses, and achieving new record highs in the yield of milkable cows and other key indexes.

In 2023, due to the lower market price of raw milk, the Group recorded a gross profit margin of raw milk of 30.3% (2022: 31.9%), representing a decrease of 1.6% as compared with the corresponding period. However, by adjusting the organic milk structure to increase the sales volume of organic milk and strengthening internal operation efficiency to reduce costs and increase efficiency, the Group was able to offset the profit impact of the continuous decline in the selling price of raw milk, and achieved a gross profit of raw milk of RMB1,025.0 million (2022: RMB1,012.7 million) for the year, representing a positive increase of 1.2 percentage points as compared with the corresponding period.

### LOSS ARISING FROM CHANGES IN FAIR VALUE LESS COSTS TO SELL OF BIOLOGICAL ASSETS

Loss arising from changes in fair value less costs to sell of biological assets mainly represents fair value changes in the dairy cows, due to changes in the physical attributes and market prices of the dairy cows and the discounted future cash flow to be generated by those cows. In general, the value of a heifer increases when it grows to a milkable cow, as the discounted cash flow from milkable cows is higher than heifers. Further, when a milkable cow is ousted and sold, its value decreases.

In 2023, the loss arising from changes in fair value less costs to sell of biological assets amounted to RMB706.3 million (2022: RMB291.4 million), the increase in loss as compared with the corresponding period was mainly attributable to (i) a substantial increase in the number of retired inefficient cows compared with the corresponding period as the Group proactively retired inefficient cows in order to improve the structure of the high-quality milkable cow herd; and (ii) a yoy decrease in the appraised value of biological assets, as a result of the decrease in the market price of raw milk, the constant high cost of feeds, the decrease in the market price of beef and other factors.

2023年，大宗原材料價格與同期相比仍處於高位，同時基於有機原料奶的生產環節更為嚴格，對飼草料質量有更高的標準，加劇了公司飼料成本控制難度。本集團通過拓展降本增效渠道，創新牧場管理模式，協同營養團隊優化奶牛養殖配方，提高飼草料利用率，更優配置飼喂成本，改善牛群健康；內部持續開展「毫釐戰役」，嚴控各項費用開支，成乳牛單產等關鍵指標再創新高，實現公斤奶銷售成本同比下降人民幣0.08元。

2023年度，受原料奶市場售價下行影響，本集團錄得原料奶毛利率30.3%（2022年：31.9%），較同期下降1.6個百分點。但本集團通過調整有機奶結構提升有機奶銷量及強化內部運營效能提升，降本增效，對沖原奶售價持續下降帶來的利潤影響，全年實現原料奶毛利額人民幣1,025.0百萬元（2022年：人民幣1,012.7百萬元），較同期正向增長1.2個百分點。

### 生物資產公平值變動減銷售費用產生的虧損

生物資產公平值變動減銷售費用產生的虧損指因奶牛的實際特性及市價以及該等奶牛即將產生的貼現未來現金流量變動導致的奶牛公平值變動。一般而言，由於成母牛的貼現現金流量較育成牛的高，故於育成牛成為成母牛時，其價值便會增加。此外，於成母牛被淘汰及出售時，其價值便會減少。

2023年度，本集團生物資產公平值變動減銷售費用產生的虧損為人民幣706.3百萬元（2022年：人民幣291.4百萬元），較同期虧損增加的主要原因為：(i)本集團主動退役低效牛只以改善優質乳牛群結構，退役低效牛只數量較同期大幅增加；及(ii)原料奶市場售價下行、飼料成本居高不下以及牛肉市場價格下降，綜合導致生物資產評估值同比下降。



# Management Discussion and Analysis

## 管理層討論及分析

### OTHER INCOME AND GAINS

In 2023, other income and gains amounted to RMB72.3 million (2022: RMB46.1 million), representing an increase of 56.8% as compared with the corresponding period. This mainly included government grants, interest income and beef cow breeding business, etc., of which interest income was RMB29.6 million (2022: RMB17.3 million).

During the year, the Group's beef cow farming business slaughtered 6,854 heads of beef cattle, achieving sales revenue of RMB49.5 million (2022: RMB123.6 million).

#### Beef cow breeding business

### 其他收入及收益

2023年度，其他收入及收益為人民幣72.3百萬元(2022年：人民幣46.1百萬元)，較同期增幅56.8%。主要包括政府補助、利息收入、肉牛養殖業務等，其中利息收入為人民幣29.6百萬元(2022年：人民幣17.3百萬元)。

其中本年度，集團肉牛養殖業務出欄肉牛6,854頭，實現銷售收入人民幣49.5百萬元(2022年：人民幣123.6百萬元)。

#### 肉牛養殖業務

		For the year ended 31 December 截至12月31日止年度	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Sales volume (head)	銷量(頭)	6,854	12,583
Revenue of beef cattle farming business	肉牛養殖業務收入	49,473	123,595
Cost of beef cattle farming business	肉牛養殖業務成本	(58,961)	(115,305)
Gross profit/(loss)	毛利潤/(虧損)	(9,488)	8,290
of which: classified to gain/(loss) arising from changes in fair value less costs to sell of biological assets	其中：分類至生物資產公平值 變動減銷售費用 產生的收益/(虧損)	(9,488)	8,290

As a result of the continuous decline in the beef sales market, the slaughtering volume and sales revenue of the Group's beef cow breeding business decreased as compared with the corresponding period, and the gross profit of the beef cow business was at a loss status.

### SELLING AND DISTRIBUTION EXPENSES

In 2023, selling and distribution expenses amounted to RMB62.7 million (2022: RMB55.2 million), representing an increase of 13.7% as compared with the corresponding period. This was mainly attributable to: (i) the growth in the total volume of sales of raw milk; and (ii) the Group's proactive expansion of sales channels in response to the industry cycle, with an increase in the transportation radius as compared with the corresponding period. Selling and distribution expenses include salaries and benefits in addition to transport costs.

受牛肉銷售行情持續下跌的影響，本集團肉牛養殖業務出欄量、銷售收入均較同期下降，且肉牛業務毛利額處於虧損狀態。

### 銷售及分銷開支

2023年度，銷售及分銷開支為人民幣62.7百萬元(2022年：人民幣55.2百萬元)，較同期上漲13.7%。主要原因為：(i)原料奶銷售總量增長；及(ii)集團應對行業週期積極拓展銷售渠道，運輸半徑較同期增加。銷售及分銷開支除包括運輸成本外還包括薪金及福利等。

# Management Discussion and Analysis

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### ADMINISTRATIVE EXPENSES

In 2023, administrative expenses amounted to RMB166.3 million (2022: RMB141.0 million), representing an increase of 18.0% as compared with the corresponding period, and accounted for 4.9% (2022: 4.4%) of sales revenue. This was mainly due to the recognition of the different benefit periods for the expenses related to share awards (2022: from the adoption date of the Share Award Scheme).

Administrative expenses mainly include staff costs, travelling expenses, overheads, brokerage services and depreciation expenses and other administrative types of expenses.

### OTHER EXPENSES

In 2023, other expenses amounted to RMB2.5 million (2022: RMB42.0 million), representing a decrease of 94.0% as compared with the corresponding period. This was mainly due to the recognition of litigation provision expenses of RMB35.7 million in the previous year. Other expenses mainly included donation expenses and litigation provision expenses.

### FINANCE COSTS

In 2023, finance costs amounted to RMB53.1 million (2022: RMB57.4 million), representing a decrease of 7.6% as compared with the corresponding period. The Group continued to deepen the cooperation between banks and enterprises, practiced green finance, optimized the debt structure and lowered the finance costs. The consolidated financing cost ratio for the year was 2.67%, representing a decrease of 0.98 percentage points as compared with 3.65% for the previous year, which was low compared to rest of the industry and historical figures.

### 行政開支

2023年度，行政開支為人民幣166.3百萬元（2022年：人民幣141.0百萬元），較同期上漲18.0%，佔銷售收入比例為4.9%（2022年：4.4%）。主要因為確認股份獎勵相關開支的受益期不同（2022年：自股份獎勵計劃的採納日起）。

行政開支主要包括員工成本、差旅開支、日常開支、中介服務以及折舊費用等行政管理類型的開支。

### 其他開支

2023年度，其他開支為人民幣2.5百萬元（2022年：人民幣42.0百萬元），較同期下降94.0%。主要由於上年度確認訴訟撥備開支人民幣35.7百萬元。其他開支主要包括捐贈開支及訴訟撥備開支。

### 融資成本

2023年度，融資成本為人民幣53.1百萬元（2022年：人民幣57.4百萬元），較同期下降7.6%。本集團持續深化銀企合作，踐行綠色金融，優化債務結構，降低融資成本，全年綜合融資成本率為2.67%，較上年度的3.65%下降0.98個百分點，處行業及歷年較低水平。

# Management Discussion and Analysis

## 管理層討論及分析

### SHARE OF THE LOSS OF ASSOCIATES

The Group's associates include: (a) Inner Mongolia Mengniu Shengmu Hi-Tech Dairy Products Co., Ltd. (內蒙古蒙牛聖牧高科乳品有限公司), owned as to 49.0% by the Group, which is primarily engaged in the operating and selling of Shengmu organic liquid milk products; (b) Food Union Shengmu Dairy Co., Ltd. (富友聯合聖牧乳品有限公司) and Inner Mongolia Shengmu Low Temperature Dairy Product Company Limited (內蒙古聖牧低溫乳品有限公司), both of which the Group held minority interests in and produces dairy products with raw milk from the Group; (c) Inner Mongolia Yiyongmei Dairy Co., Ltd. (內蒙古益嬰美乳業有限公司), in which the Group held minority interests and is principally engaged in the production of high-end organic milk powders; and (d) Mudanjiang Liangyuan Technology Limited (牡丹江糧源科技有限公司), which the Group held minority interests, which is primarily engaged in feed processing. In 2023, the share of losses of the above associates amounted to RMB10.2 million (2022: RMB20.4 million).

### INCOME TAX EXPENSE

All profits of the Group were derived from its operations in the People's Republic of China (the "PRC" or "China"). According to the Enterprise Income Tax Law of the PRC (the "EIT Law"), the Group's subsidiaries in the PRC are generally subject to a PRC corporate income tax at a rate of 25%. According to the preferential provisions of the EIT Law, the Group's income arising from agricultural activities, such as dairy farming and processing of raw agricultural products, is exempted from enterprise income tax. Under the PRC tax laws and regulations, there is no statutory time limit for such tax exemption as long as the relevant PRC subsidiaries of the Group complete filings with the tax authorities as required.

In 2023, the Group's income tax expense amounted to RMB3.1 million (2022: nil).

### 分佔聯營公司虧損

聯營公司包括：(a) 本集團擁有49.0%股權的內蒙古蒙牛聖牧高科乳品有限公司，主營業務為運營及銷售聖牧有機液態奶產品；(b) 本集團擁有少數權益的富友聯合聖牧乳品有限公司及內蒙古聖牧低溫乳品有限公司，其均使用本集團原料奶生產乳製品；(c) 本集團擁有少數權益的內蒙古益嬰美乳業有限公司，主要業務為生產高端有機奶粉；以及(d) 本集團擁有少數權益的牡丹江糧源科技有限公司，主要業務為飼料加工。2023年度，分佔上述聯營公司虧損為人民幣10.2百萬元(2022年：人民幣20.4百萬元)。

### 所得稅開支

本集團所產生溢利均來自於中國(「中國」)國內業務。根據中華人民共和國企業所得稅法(「企業所得稅法」)，本集團的中國附屬公司通常須按25%的稅率繳納中國企業所得稅。但依據企業所得稅法的優惠規定，本集團奶牛養殖及初級農產品加工等農業活動的所得獲豁免繳納企業所得稅。根據中國稅務法律及法規，只要我們相關的中國附屬公司按規定於稅務主管部門完成備案，我們享有該等稅務豁免並無法定時限。

2023年度，本集團所得稅開支為人民幣3.1百萬元(2022年：無)。

# Management Discussion and Analysis

## 管理層討論及分析

### PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY AND PROFIT ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

In 2023, the Group's cash EBITDA was RMB991.0 million (2022: RMB936.9 million), representing an increase of 5.8% as compared with the corresponding period.

As a result of the above combined factors, profit attributable to owners of the parent company for 2023 was RMB86.1 million (2022: RMB416.5 million), representing a decrease of RMB330.4 million as compared with the corresponding period.

Profit attributable to non-controlling interests mainly represents the profit for the year attributable to the dairy farmers with whom we cooperated in relation to dairy farm management of our farms. In 2023, profit attributable to non-controlling interests amounted to RMB8.5 million (2022: RMB33.6 million).

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

### LIQUIDITY AND FINANCIAL RESOURCES

The Group has maintained a prudent financial policy by expanding external financing channels, strengthening co-operation with banks, obtaining sufficient credit lines, ensuring liquidity, reasonably matching the long-term and short-term financing structure and effectively reducing the risk of the Group's use of short-term debts for long-term investments; and internally, centralising the management of funds to improve cash flow operations. The Group's finance department regularly examines the overall cash and debt situation and flexibly arranges financing plans based on the Group's cash flow from operating activities and the maturity profile of financing.

As at 31 December 2023, the Group had cash and cash equivalents of RMB395.5 million (31 December 2022: RMB490.2 million).

### INTEREST-BEARING BANK AND OTHER BORROWINGS

In 2023, the Group's credit facilities exceeded RMB10 billion and the utilization rate was maintained at below 30%, which continuously protected the Company's stable operation. As at 31 December 2023, the Group's available and unutilized credit facilities amounted to approximately RMB8,957.4 million (31 December 2022: RMB5,202.5 million). Having considered (i) the projected cash flows from operating activities of the continuing operations; and (ii) the existing financial assets and leverage level of the Group, the Directors believe that the Group has sufficient financial assets to settle its debts and to finance its day-to-day business operations as well as its contracted capital expenditure as at 31 December 2023.

### 母公司擁有人應佔溢利及非控股權益應佔溢利

2023年度，本集團的現金EBITDA為人民幣991.0百萬元(2022年：人民幣936.9百萬元)，較同期增加5.8%。

經以上綜合因素影響，2023年度，母公司擁有人應佔溢利為人民幣86.1百萬元(2022年：人民幣416.5百萬元)，較同期下降人民幣330.4百萬元。

非控股權益應佔溢利主要指與我們合作管理養殖場的奶農於我們牧場應享有的年內溢利。2023年度，非控股權益應佔溢利為人民幣8.5百萬元(2022年：人民幣33.6百萬元)。

## 流動性、財務資源及資本結構

### 流動性及財務資源

本集團秉持穩健的財務政策，對外拓展融資渠道，加強與銀行間合作，獲取充足授信額度，保證資金流動性，合理匹配長短期融資結構，有效降低集團短債長投風險；對內實施資金的集中管理，提高現金流運營能力。本集團財務部定期檢查整體現金及債務情況，基於集團經營活動現金流及融資到期情況靈活安排融資計劃。

於2023年12月31日，本集團擁有現金及現金等價物為人民幣395.5百萬元(2022年12月31日：人民幣490.2百萬元)。

### 計息銀行及其他借款

2023年度，本集團授信規模突破人民幣百億元，用信率保持在30%以下，持續保障公司穩健運營。於2023年12月31日，本集團的可動用及未動用授信融資額度約為人民幣8,957.4百萬元(2022年12月31日：人民幣5,202.5百萬元)。經考慮(i)持續經營業務的經營活動預測現金流量；及(ii)本集團的現有財務資產及槓桿水平，董事相信，本集團有充足財務資產清償債務，為其日常業務營運及於2023年12月31日的已訂約資本開支提供資金。

As at 31 December 2023, the Group had outstanding interest-bearing bank and other borrowings amounting to RMB2,131.2 million (as at 31 December 2022: RMB1,840.2 million), which were all denominated in RMB, of which RMB911.4 million was repayable within one year.

The Group's net borrowings are calculated as interest-bearing bank and other borrowings (excluding lease liabilities) less cash and bank balances and short-term investment deposits. Net borrowings at 31 December 2023 amounted to RMB1,053.4 million (at 31 December 2022: RMB891.1 million), representing an increase of 18.2% as compared with the end of 2022.

In 2023, the interest rate on interest-bearing liabilities ranged from 0.87% to 3.26% per annum (year ended 31 December 2022: 0.87% to 4.15%).

### CAPITAL STRUCTURE

As at 31 December 2023, the Group's total equity amounted to RMB4,236.3 million (as at 31 December 2022: RMB4,261.7 million), comprising current assets of RMB2,155.0 million, non-current assets of RMB6,361.9 million, current liabilities of RMB3,022.2 million and non-current liabilities of RMB1,258.4 million. Non-current prepayments, other receivables and other assets amounted to RMB49.8 million (2022: nil), which mainly represented the prepayment for the importation of over 3,800 high quality young Holstein cows from Australia during the year.

The Group's financial gearing ratio is calculated as interest-bearing bank and other borrowings (including lease liabilities) divided by total equity. The financial gearing ratio as at 31 December 2023 was 51.5% (as at 31 December 2022: 43.5%).

### CHARGE ON ASSETS

As at 31 December 2023, the Group's total restricted bank deposits amounted to RMB148.8 million (as at 31 December 2022: RMB199.9 million), of which RMB63.1 million was pledged to banks in the PRC as deposits for the issuance of letters of credit and bank drafts and RMB85.7 million was frozen due to litigation.

於2023年12月31日，本集團未償還計息銀行及其他借款為人民幣2,131.2百萬元（於2022年12月31日：人民幣1,840.2百萬元），均以人民幣計值，其中人民幣911.4百萬元須於一年內償還。

本集團之淨借貸按計息銀行及其他借款（不含租賃負債）減現金及銀行結餘及短期投資存款計算。於2023年12月31日淨借貸為人民幣1,053.4百萬元（於2022年12月31日：人民幣891.1百萬元），較2022年末增加18.2%。

2023年度，有息負債的年利率介於0.87%至3.26%（截至2022年12月31日止年度：0.87%到4.15%）。

### 資本結構

於2023年12月31日，本集團之權益總額為人民幣4,236.3百萬元（於2022年12月31日：人民幣4,261.7百萬元），包括流動資產人民幣2,155.0百萬元，非流動資產人民幣6,361.9百萬元，流動負債人民幣3,022.2百萬元，非流動負債人民幣1,258.4百萬元。其中非流動的預付款項、其他應收款項及其他資產為人民幣49.8百萬元（2022年：無），主要為本年度從澳大利亞進口高品質青年荷斯坦奶牛3,800餘頭的預付款。

本集團的財務槓桿比率按計息銀行及其他借款（含租賃負債）除以權益總額計算。於2023年12月31日財務槓桿比率為51.5%（於2022年12月31日：43.5%）。

### 資產抵押

於2023年12月31日，本集團受限制銀行存款合計為人民幣148.8百萬元（於2022年12月31日：人民幣199.9百萬元），其中予中國的銀行作為開具信用證和銀行匯票的保證金為人民幣63.1百萬元，人民幣85.7百萬元因訴訟被凍結。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL COMMITMENTS

As at 31 December 2023, the Group's commitments in relation to acquired property, plant and equipment amounted to RMB43.7 million (as at 31 December 2022: RMB5.0 million). The increase was mainly due to the construction of the Smart Farm as scheduled during the year.

### CONTINGENT LIABILITIES

As at 31 December 2023, the Group provided guarantees for bank borrowings of RMB69.0 million (as at 31 December 2022: RMB142.9 million) of Bayannur Shengmu High-tech Ecological Forage Co., Ltd. (巴彥淖爾市聖牧高科生態草業有限公司). The external guarantees provided by the Group were recognised in the financial statements, adopting the valuation of the guarantees as determined by the independent professional valuer as the best estimate of payment required for the performance of the relevant existing obligations in accordance with the requirements of IFRSs.

### FOREIGN EXCHANGE RISK

The Group's operations are primarily located in Mainland China and the majority of transactions are conducted in RMB. As at 31 December 2023, the Group had no significant foreign exchange risk in respect of its operations except for cash balances of approximately RMB2.0 million, RMB0.2 million and RMB0.1 million denominated in USD, EURO and HKD. As at 31 December 2023, the Group had not entered into any arrangement to hedge against any foreign exchange fluctuations.

### CREDIT RISK

The Group only trades with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Credit risk related to the Group's other financial assets arises from default of the counterparty with a maximum exposure equal to the carrying amounts of these instruments. Since the Group trades only with recognized and creditworthy third parties, collateral is generally not required.

### 資本承擔

於2023年12月31日，本集團有關收購物業、廠房及設備的資本承擔為人民幣43.7百萬元(於2022年12月31日：人民幣5.0百萬元)。增加的主要原因為智慧牧場於本年度如期建設。

### 或有負債

於2023年12月31日，本集團為巴彥淖爾市聖牧高科生態草業有限公司的銀行借款人民幣69.0百萬元(於2022年12月31日：人民幣142.9百萬元)提供擔保。本集團的對外擔保均已按照國際財務報告準則的要求，採用獨立專業評估師釐定的擔保估值作為履行相關現時義務所需支出的最佳估計數於財務報表中確認。

### 外匯風險

本集團的業務主要位於中國內地、且絕大多數交易以人民幣進行。於2023年12月31日，除了約人民幣2.0百萬元、人民幣0.2百萬元及人民幣0.1百萬元現金結餘以美元、歐元和港幣為貨幣單位外，本集團在經營方面並無重大外匯風險。於2023年12月31日，本集團並無訂立任何安排以對沖任何外匯波動。

### 信貸風險

本集團僅與獲認同及信譽良好的第三方進行交易。根據本集團的政策，凡有意以信貸形式交易的客戶，均須通過信貸審查。與本集團其他金融資產有關的信貸風險均來自對方的違約，所面臨的最大風險等於該等工具的賬面值。由於本集團僅與獲認同及信譽良好的第三方進行交易，故一般無須第三方提供任何抵押物。

# Management Discussion and Analysis

## 管理層討論及分析

### ENVIRONMENTAL POLICIES AND PERFORMANCE

In 2023, the Group's operations were in compliance in all material respects with currently applicable national and local environmental protection laws and regulations in the PRC.

### MATERIAL ACQUISITIONS AND DISPOSALS

In 2023, the Group did not make any material acquisitions and disposals of subsidiaries, associates and joint ventures.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR ACQUISITION OF CAPITAL ASSETS AND EXPECTED SOURCE OF FUNDING

Save as disclosed above in the section headed "Capital Commitments" and in the section headed "Future Plans and Use of Proceeds" in the Prospectus, as at the date of this annual report, the Group does not have any plan for material investments or acquisition of capital assets.

### EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this annual report, there was no material subsequent event of the Group from the end of the reporting period to the date of this annual report.

### 環境政策及表現

2023年度，本集團的經營在所有重大方面均遵守當前適用中國國家及當地政府環境保護法律及規則。

### 重大收購及出售事項

2023年度，本集團並無進行任何重大收購及出售附屬公司、聯營公司及合營企業事項。

### 重大投資或收購資本資產的未來計劃及預期資金來源

除於上文「資本承擔」所作的披露及在招股章程「未來計劃及所得款項用途」一節所披露者外，截至本年報日期，本集團並無任何重大投資或收購資本資產的計劃。

### 報告期後事項

除本年報所披露者外，自報告期末至本年報日期，本集團並無需要披露的重大期後事項。

# Management Discussion and Analysis

## 管理層討論及分析

### FUTURE OUTLOOK

China's No. 1 central document for 2024 pointed out it is necessary to adhere to the development of agriculture through industry, quality and green agriculture and accelerate the construction of modern rural industrial system that integrates grain, economy and feed, agriculture, forestry, animal husbandry and fisheries, production, processing and marketing, and the integration of agriculture, culture and tourism, and make agriculture a modernized large industry. In terms of dairy cattle breeding, the document also pointed out that it is necessary to vigorously promote the breakthrough of key core technologies in agriculture such as germplasm, accelerate the expansion of beef cow and sheep farming and dairy production, and vigorously promote the upgrading and transformation of grassland pastoralism. The 2024 Policy on Promoting High-Quality Development of the Milk Industry issued by the Inner Mongolia Autonomous Region mentions the need to stabilise the supply of high-quality milk sources, support the cultivation of high-quality seed sources, increase subsidies for forage storage, promote the increase in production of domestically-produced high-quality alfalfa, and support the expansion of the processing capacity of dairy processing enterprises and the development of deep and intensive processing, etc. The Group will closely follow the policy guidelines of the national and local governments, with the strong empowerment of industrial resources and leveraging on the unique resource endowment of the Ulan Buh Desert, earnestly push forward the implementation of various business objectives and strive to achieve the strategic goal of doubling the sales volume of organic raw milk by 2025 as compared with that of 2020.

In 2024, there remains tension in the supply and demand in the industry, and the enhancement of the enterprise's internal lean management capability is an important means to cope with the external uncertainties. The Group will focus on important issues such as overall cost control, efficiency improvement, herd optimisation, green storage acquisition and commissioning of new farms and farm digitization, in order to achieve a new breakthrough in the Group's operational capability. In terms of business, the Group will make every effort to ensure the high quality growth of the desert organic milk business of its major customer, Mengniu Group, and at the same time construct the Deluxe Milk Organic Industrial Zone with high standards. Operationally, the Group will enhance its digital innovation capabilities and build a highly efficient supply chain to achieve sustainable development.

### 未來展望

2024年中央一號文件指出要堅持產業興農、質量興農、綠色興農，加快構建糧經飼統籌、農林牧漁並舉、產加銷貫通、農文旅融合的現代鄉村產業體系，把農業建成現代化大產業。在奶牛養殖方面文件還指出要大力推進種源等農業關鍵核心技術攻關，加快擴大肉牛羊的養殖和奶業生產，大力推進草原牧業的升級轉型等。內蒙古自治區發佈的2024年推動奶產業高質量發展政策提到要穩定優質奶源供應，支持優質種源培育，加大飼草收儲補貼力度，推進國產優質苜蓿增產，支持乳製品加工企業擴大加工量，發展精深加工等。本集團將緊跟國家和地方政府的政策指引，在產業資源的強力賦能下，依託烏蘭布和沙漠獨特的資源稟賦，切實推進各項業務目標落地，爭取在2025年，實現有機原料奶銷量在2020年基礎上翻倍增長的戰略目標。

2024年，行業的供需形勢依然嚴峻，切實提升企業內部精益管理能力是應對外部不確定性的重要手段。本集團將重點圍繞全面成本控制、效能提升、牛群優化、青貯收購、新建牧場投產及牧場數智化建設等重要事項推進，實現本集團在運營能力上的新突破。在業務上，全力保障大客戶蒙牛集團沙漠有機奶業務的高質量增長，同時高標準建設特侖蘇有機產業園。在經營上，提升數智化創新能力，打造高效供應鏈，實現本集團的可持續發展。



# Report of the Directors 董事會報告

The Board has the pleasure in submitting its annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023. Save as stated otherwise in this annual report, the defined terms herein shall have the same meaning as in the Company's prospectus (the "Prospectus") dated 30 June 2014.

## Business Review

The Group's principal businesses consists of dairy farming business. For details of the principal subsidiaries of the Group, please refer to note 1 to the financial statements.

The Group's income is mainly derived from its business activities in the PRC. Further details of the Group's business review of the financial year are set out in the section headed "Management Discussion and Analysis" of this annual report.

The Group is exposed to a variety of business risks, including financial risks, regulatory and environmental risks, climate, disease and other natural risks in the ordinary course of business.

Further details of the Group's principal risks, please refer to note 16 and note 37 to the financial statements.

## Results

The Group's consolidated results for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income in the financial statements.

## Five-Year Financial Highlights

A summary of the results, assets and liabilities of the Group for the last five financial years is set out in the section headed "Financial Summary" in this annual report.

## Property, Plant and Equipment

For details of the changes in the property, plant and equipment of the Group during the year, please refer to note 12 to the financial statements.

## Donations

The Group made donations in the a total amount of RMB2,545,000 during the year of 2023 (2022: RMB6,264,000).

董事會欣然呈列其年度報告，連同本集團截至二零二三年十二月三十一日止年度的經審核綜合財務報表。除另有所指明外，本報告內所用詞彙與二零一四年六月三十日刊發的公司招股章程（「招股章程」）內所界定者具相同涵義。

## 業務回顧

本集團的主要業務包括奶牛養殖業務。本集團內主要附屬公司的詳情見財務報表附註1。

本集團的收入主要來自在中國的業務活動。本集團財政年度業務回顧的進一步詳情載於本年報「管理層討論及分析」一節。

本集團於一般業務過程中面臨多種業務風險，包括財務風險、監管及環境風險、氣候、疾病及其他自然風險。

本集團主要風險的進一步詳情見財務報表附註16及附註37。

## 業績

本集團截至二零二三年十二月三十一日止年度之綜合業績見財務報表中的綜合損益及其他全面收益表。

## 五年財務摘要

本集團最近五個財政年度的業績、資產及負債摘要乃載於本年報「財務概要」一節。

## 物業、廠房及設備

本集團於年內的物業、廠房及設備的變動詳情見財務報表附註12。

## 捐款

本集團於二零二三年共發生捐贈支出人民幣2,545,000元（二零二二年：人民幣6,264,000元）。

# Report of the Directors

## 董事會報告

### Dividend Distribution

The Board has recommended the payment of a final dividend of HKD0.23 cents (2022: HKD1.13 cents) per ordinary share for the year ended 31 December 2023. Subject to shareholders' approval at the forthcoming annual general meeting of the Company, which will be held on Friday, 14 June 2024 (the "AGM"), the proposed final dividend will be paid on or about 5 July 2024 to shareholders whose names appear on the register of members of the Company on Friday, 21 June 2024. No interim dividend was paid during the year (2022: nil).

### Distributable Reserves

The Company's distributable reserves amounted to RMB3,474.4 million as at 31 December 2023 (as at 31 December 2022: RMB3,569.3 million). For details of the changes in the Company's reserves in 2023, please refer to note 38 to the financial statements.

### Share Capital

For details of the changes in the Company's share capital in 2023, please refer to the consolidated statement of changes in equity in the financial statements and note 27 to the financial statements.

### Purchase, Redemption or Sale of Listed Securities of the Company

For the year ended 31 December 2023, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities, except that the Trustee purchased a total of 206,932,000 ordinary shares of the Company as restricted shares in the open market in accordance with the rules of the Share Award Scheme at a total consideration of approximately HK\$72,673,000 (equivalent to approximately RMB66,657,000) (2022: a total of 77,944,000 ordinary shares of the Company was purchased in the open market as restricted shares at a consideration of HK\$29,708,000 (equivalent to RMB26,188,000) by the trustee of the Share Award Scheme).

### 股息分派

董事會建議派付截至二零二三年十二月三十一日止年度的末期股息每股普通股0.23港仙(二零二二年：1.13港仙)。在本公司將於二零二四年六月十四日(星期五)舉行的股東週年大會(「股東週年大會」)上經股東批准後，建議末期股息將於二零二四年七月五日或前後向於二零二四年六月二十一日(星期五)名列本公司股東名冊的股東派付。本年度並無派付中期股息(二零二二年：無)。

### 可供分配的儲備

於二零二三年十二月三十一日，本公司可供分配的儲備金額為人民幣3,474.4百萬元(於二零二二年十二月三十一日：人民幣3,569.3百萬元)。本公司二零二三年年內的儲備變動詳情見財務報表附註38。

### 股本

本公司二零二三年年內股本變動詳情見財務報表中的綜合權益變動表及財務報表附註27。

### 購買、贖回或出售本公司的上市證券

截至二零二三年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券，惟受託人根據股份獎勵計劃之規則於公開市場購買合共206,932,000股本公司普通股作為限制性股份，總代價約為72,673,000港元(相當於約人民幣66,657,000元)(二零二二年：股份獎勵計劃受託人在公開市場上以29,708,000港元(相當於人民幣26,188,000元)的代價購買合共77,944,000股本公司普通股股份作為限制性股份)。

### Annual General Meeting and Closure of Register of Members

The forthcoming AGM will be held on 14 June 2024. For determining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 11 June 2024 to 14 June 2024, both days inclusive. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 7 June 2024.

The notice of convening the AGM and related circular will be published on the website of the Stock Exchange and on the website of the Company at <http://www.shengmuorganicmilk.com/> and despatched to the shareholders in due course.

### Pre-Emptive Rights

Neither the Articles of Association of the Company nor the laws of the Cayman Islands, where the Company is incorporated, contains any provisions relating to pre-emptive rights.

### Major Customers and Suppliers

In 2023, the five largest customers of the Group in aggregate accounted for 99.8% (2022: 99.7%) of the Group's total revenue and the largest customer accounted for 95.3% (2022: 91.5%) of the Group's total revenue. In 2023, the five largest suppliers of the Group accounted for 30.6% (2022: 32.36%) of the Group's total amount of purchases and the largest supplier accounted for 11.7% (2022: 15.06%) of the Group's total amount of purchases.

In 2023, to the knowledge of the Directors, other than China Mengniu Dairy Company Limited ("China Mengniu"), none of any of shareholders or any of Directors or any of their close associates who owns more than 5% of the Company's issued share capital, had any interest in the five largest suppliers or customers of the Group.

In 2023, we did not experience any material disputes with our customers or suppliers.

### 股東週年大會及暫停辦理股份過戶登記手續

應屆股東週年大會將於二零二四年六月十四日舉行。為釐定股東出席股東週年大會並於會上投票的權利，本公司將於二零二四年六月十一日至二零二四年六月十四日(包括首尾兩日)暫停辦理股份過戶登記手續。為符合出席股東週年大會並於會上投票的資格，本公司未登記股份持有人應確保所有過戶文件連同有關股票必須不遲於二零二四年六月七日下午四時三十分送達本公司香港股份過戶登記分處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

召開股東週年大會的通告及相關通函將載於聯交所網站及本公司網站 <http://www.shengmuorganicmilk.com/>，並將適時派發各股東。

### 優先購買權

本公司之組織章程細則或本公司註冊成立地開曼群島之法律並無關於優先購買權的任何規定。

### 主要客戶及供應商

於二零二三年，本集團五大客戶合共佔本集團銷售收入總額的百分比為99.8%(二零二二年：99.7%)，最大客戶佔本集團總收入額的95.3%(二零二二年：91.5%)。於二零二三年，本集團五大供應商佔本集團總採購額的30.6%(二零二二年：32.36%)，最大供應商佔本集團總採購額的11.7%(二零二二年：15.06%)。

於二零二三年，據董事所知，除中國蒙牛乳業有限公司(「中國蒙牛」)外，概無擁有本公司已發行股本5%以上的任何股東或任何董事或彼等任何緊密聯繫人於本集團五大供應商或客戶中擁有任何權益。

於二零二三年，本集團與其客戶或供應商之間概無任何重大糾紛。

# Report of the Directors

## 董事會報告

### Tax Relief

The Company is not aware of any relief from taxation to which the Shareholders are entitled by reason of their holding of the Shares.

### Directors

For the year ended 31 December 2023, the Company's Directors were as follows:

#### EXECUTIVE DIRECTOR

Mr. ZHANG Jiawang

#### NON-EXECUTIVE DIRECTORS

Mr. LU Minfang (Chairman)

Mr. ZHANG Ping

Mr. ZHAO Jiejun

Mr. SUN Qian

Ms. SHAO Lijun

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WANG Liyan

Mr. WU Liang

Mr. SUN Yansheng

### Biographical Details of Directors and Members of Our Senior Management

Biographical details of Directors and members of our senior management are set out in the section headed "Directors and Senior Management" in this annual report.

### Permitted Indemnity Provision

During the financial year, the Company has maintained adequate liability insurances covering all losses or liabilities that might be incurred or suffered by the Directors and senior management in relation to the performance of their duties or other related matters.

### 稅收減免

本公司並不知悉股東因持有股份而有權獲得任何稅務減免。

### 董事

於截至二零二三年十二月三十一日止年度，本公司的董事如下：

#### 執行董事

張家旺先生

#### 非執行董事

盧敏放先生(主席)

張平先生

趙傑軍先生

孫謙先生

邵麗君女士

#### 獨立非執行董事

王立彥先生

吳亮先生

孫延生先生

### 董事及高級管理層成員履歷詳情

董事及高級管理層成員之履歷詳情見本年報中之「董事及高級管理層」章節。

### 獲准許之彌償條文

於本財政年度，本公司已購買適當的責任保險，為董事及高級管理人員因履行職責或其他有關事宜而可能產生或蒙受的所有損失或責任提供保障。

### Directors' Service Contracts

Each of the Directors has entered into a service contract or an appointment letter with the Company for a term of three years starting from the respective appointment date and shall retire by rotation at the general meeting according to the requirements of the Articles of Association of the Company. The Board may appoint any person as a Director from time to time and at any time either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. None of our Directors has entered into any service contract or appointment letter which cannot be terminated within one year without payment of compensation (other than statutory compensation) with the Company or any of its subsidiaries.

### Management Contracts

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

### Changes to Information in respect of Directors

Mr. LU Minfang ceased to be the chairman and a non-executive director of China Modern Dairy Holdings (中國現代牧業控股有限公司) ("China Modern Dairy") with effect from 1 February 2023.

Save as disclosed herein, during the year, there was no change of information required to be disclosed by the Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules where applicable.

### Directors' Interests in Competing Business

Mr. LU Minfang, a non-executive Director and the Chairman, was appointed as the vice-chairman of the board of China Mengniu and resigned as the chief executive officer of China Mengniu with effect from 26 March 2024. Mr. LU is the chairman and a non-executive director of Yashili International Holdings Ltd. (雅士利國際控股有限公司) ("Yashili"). Mr. LU was the chairman and a non-executive director of China Modern Dairy until 1 February 2023. He is also the chairman and a non-independent director of Shanghai Milkground Food Technology Co., Ltd. (上海妙可藍多食品科技股份有限公司) ("Milkground"). Mr. LU is also a director of International Dairy Federation.

### 董事服務合約

各董事已與本公司訂立服務合約或委任書，自彼等各自委任日期起計三年，並須按照本公司組織章程細則的規定於股東大會上退任及輪值告退。董事會可不時及隨時委任任何人士出任董事，以填補董事會臨時空缺或出任董事會新增成員。就此獲委任的任何董事僅任職至本公司下屆股東週年大會舉行為止，可以重選連任。各董事概無與本公司或其任何附屬公司訂立任何於一年內不可毋須賠償(法定賠償除外)而終止之服務合約或委任書。

### 管理合約

本公司於財政年度內並無訂立或存在管理及經營本公司全部或任何重大部分業務的合約。

### 有關董事的資料變更

盧敏放先生自二零二三年二月一日起不再擔任中國現代牧業控股有限公司(「中國現代牧業」)的主席兼非執行董事。

除本年報所披露者外，年內，概無根據上市規則第13.51(2)條(a)至(e)及(g)段(如適用)董事須予披露的資料變更。

### 董事於競爭性業務的權益

非執行董事兼董事長盧敏放先生，於二零二四年三月二十六日起被任命為中國蒙牛的副董事長並辭去中國蒙牛的首席執行官職務。盧先生為雅士利國際控股有限公司(「雅士利」)的主席兼非執行董事。直至二零二三年二月一日，盧先生曾任中國現代牧業的主席兼非執行董事。彼亦為上海妙可藍多食品科技股份有限公司(「妙可藍多」)的董事長兼非獨立董事。盧先生亦為國際乳品聯合會的董事。

## Report of the Directors

### 董事會報告

Mr. ZHANG Ping, a non-executive Director, was an executive director of the China Mengniu during the period from December 2021 to 26 March 2024. Mr. ZHANG, who joined the China Mengniu Group in 2014, is currently a vice president and the chief financial officer of China Mengniu. Mr. ZHANG is a non-executive director of Yashili, a non-executive director of China Modern Dairy, and a non-independent director of Milkground.

Mr. ZHAO Jiejun, a non-executive Director, is currently vice president, and head of milk sourcing and supply chain business unit of Mengniu Group. He is also currently a non-executive director and chairman of China Modern Dairy.

For further information on the businesses of China Mengniu and the potential competition between those businesses with the business of the Group, please refer to the section headed "Relationship with Mengniu Group – Competition" in the Prospectus.

China Mengniu is one of the leading dairy products manufacturers in the PRC, principally engaged in the manufacture and distribution of premium dairy products, including liquid milk, ice cream, formula milk and other dairy products.

Yashili is an investment holding company which, together with its subsidiaries, is principally engaged in the manufacture and sale of dairy products and nutritional products.

The principal activity of China Modern Dairy is the production and sale of raw milk to customers for processing into dairy products.

Milkground is principally engaged in the research and development, production and sale of cheese-related dairy products.

The above-mentioned competing businesses are managed by separate entities with independent management and administration. The Directors are of the view that the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of these entities. When making decisions, the relevant Director, in performance of his duty as Director, has acted and will continue to act in the best interests of the Group.

Save as disclosed above, all Directors have confirmed that for the year ended 31 December 2023 and as at the date of this annual report, they and their close associates have not engaged in or held any interest in any business which is or may be, directly or indirectly, in competition with our business.

張平先生，非執行董事，於二零二一年十二月至二零二四年三月二十六日期間擔任中國蒙牛執行董事。張先生於 2014 年加入中國蒙牛集團，現任中國蒙牛副總裁兼首席財務官。張先生為雅士利的非執行董事、中國現代牧業的非執行董事，以及妙可藍多的非執行董事。

趙傑軍先生，非執行董事，現任蒙牛集團副總裁、牛奶採購及供應鏈業務部負責人。彼目前亦為中國現代牧業的非執行董事兼主席。

有關中國蒙牛業務及其業務與本集團業務之間的潛在競爭的進一步資料，請參閱招股章程「與蒙牛集團的關係－競爭」一節。

中國蒙牛為中國領先的乳製品製造商之一，主要從事優質乳製品(包括液態奶、冰淇淋、配方奶及其他乳製品)的製造及分銷。

雅士利為一家投資控股公司，連同其附屬公司主要從事乳製品及營養品的製造及銷售。

中國現代牧業的主要業務為向客戶生產及銷售原料奶以供加工為奶類產品。

妙可藍多主要從事以奶酪相關乳製品的研發、生產及銷售。

上述競爭性業務由具有獨立管理及行政的不同實體管理。董事認為本集團能夠獨立於該等實體公平地經營其業務。作出決策時，相關董事就履行其作為董事的職責方面已經並將繼續以本集團的最佳利益行事。

除上文所披露者外，各董事已確認截至二零二三年十二月三十一日止年度及截至本年報日期及其緊密聯繫人並無從事直接或間接與本公司業務競爭或可能競爭的任何業務，亦無持有任何利益。

### Independent Non-Executive Directors

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

### Material acquisition and Disposal of Subsidiaries and Associates and Joint Ventures

In 2023, the Group did not make any material acquisitions and disposals of subsidiaries and associates.

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

So far as is known to any Director or chief executive of the Company, as at 31 December 2023, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required to be immediately notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or the interests or short positions which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or the interests or short positions which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code"), to be immediately notified to the Company and the Stock Exchange, were as follows:

### 獨立非執行董事

本公司已收到各獨立非執行董事根據上市規則第3.13條提交的關於其獨立性的確認函，並認為全體獨立非執行董事均屬獨立。

### 重大收購以及出售附屬公司、聯營公司及合資企業

二零二三年度，本集團並無進行任何重大收購及出售附屬公司及聯營公司事項。

### 董事及最高行政人員在本公司股份、相關股份及債權證的權益和淡倉

就任何董事或本公司最高行政人員所知，於二零二三年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須隨即知會本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例有關條文視作或視為擁有的權益或淡倉)；或根據證券及期貨條例第352條須列入該條所述登記冊的權益或淡倉；或根據上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須隨即知會本公司及聯交所的權益或淡倉如下：

# Report of the Directors

## 董事會報告

### LONG POSITION IN THE SHARES OR UNDERLYING SHARES

### 於股份或相關股份的好倉

Name	Capacity/Nature of interest	Number of Shares/ underlying Shares 股份/ 相關股份數目	Percentage of interest 權益百分比
姓名	身份/權益性質		
ZHANG Jiawang 張家旺	Beneficial owner 實益擁有人	164,391,580 <sup>(1)</sup>	1.96%

(1) Including 19,413,790 award shares granted but not yet vested under the share award scheme of the Company (subject to the vesting conditions set out in the Company's share award scheme and the relevant grant letter) and 6,847,790 award shares which have vested.

(1) 包括根據本公司股份獎勵計劃授出但尚未歸屬的19,413,790股獎勵股份(惟須符合本公司股份獎勵計劃及相關授予函規定的歸屬條件)及已歸屬的6,847,790股獎勵股份。

Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2023, none of the Directors or chief executive of the Company had any interest or short position in the Shares or underlying Shares or debentures of the Company or any of its associated corporations which were required to be immediately notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，據董事所知，於二零二三年十二月三十一日，本公司董事或最高行政人員概無於本公司或其任何相聯法團的股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須隨即知會本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例有關條文視作或視為擁有的權益或淡倉)；或根據證券及期貨條例第352條規定須列入該條所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。



### Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed in the sections headed "Share Option Scheme" and "Share Award Scheme" in this annual report, at no time during the year ended 31 December 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Litigation

A civil judgement was issued by the Intermediate People's Court of Huhhot (the "PRC Court") (the "Judgment") on 16 August 2021 in relation to a claim made against Inner Mongolia Shengmu Hightech Farming Co., Ltd. (內蒙古聖牧高科牧業有限公司) ("Shengmu High-tech"), an indirect wholly-owned subsidiary of the Company, and two of the Company's former directors concerning a claim made by the plaintiff. Accumulated provision was made amounting to RMB85.0 million for the probable losses, which was reflected in the 2022 and 2021 annual financial report, to the Group based on the reasonable estimation of the outcome of the lawsuits after taking into account the legal advice by the management. For further details, please refer to the announcements published by the Company on 16 September 2021 and 22 October 2021 and the 2021 Annual Report. Shengmu High-tech had applied to the High People's Court of Inner Mongolia Autonomous Region for a second trial and no adjudication has yet been made.

### 董事收購股份或債務證券的權利

除本報告「購股權計劃」及「股份獎勵計劃」各節所披露者外，本公司或其任何附屬公司於截至二零二三年十二月三十一日止年度內任何時間概無訂立任何安排，致使董事可透過收購本公司或任何其他法人團體的股份或債券而獲取利益。

### 訴訟

於二零二一年八月十六日，呼和浩特市中級人民法院（「中國法院」）就原告人向本公司間接全資附屬公司內蒙古聖牧高科牧業有限公司（「聖牧高科」）與本公司兩名前董事作出的申索發出民事判決書（「判決」）。經考慮管理層法律意見後，根據對訴訟結果的合理估計，本集團已為可能產生的虧損累計計提人民幣85.0百萬元的撥備，反映在二零二二年、二零二一年年度財務報告中。更多詳情請參考本公司於二零二一年九月十六日、二零二一年十月二十二日發佈的公告及二零二一年年度報告。聖牧高科已向內蒙古自治區高級人民法院提出二審申請，目前尚未判決。

# Report of the Directors

## 董事會報告

### Interests of the Substantial Shareholders

So far as is known to any Director of the Company, as at 31 December 2023, the following persons (other than the Directors and the chief executive of the Company) had an interest or short position in the Shares or the underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested or deemed to be interested in 5% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

### 主要股東的權益

就本公司任何董事所知，於二零二三年十二月三十一日，下列人士(本公司董事及最高行政人員除外)於股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條規定須存置的登記冊的權益或淡倉，或根據證券及期貨條例第XV部第2及3分部的規定須向本公司及聯交所披露的權益或淡倉，或直接或間接擁有或被視為擁有附帶權利可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本5%或以上的權益：

Name 姓名/名稱	Capacity/ Nature of interest 身份/權益性質	Number of Shares/ underlying Shares 股份/相關股份數目	Percentage 百分比
Start Great Holdings Limited	Beneficial owner 實益擁有人	2,513,178,555 (L)	29.99% (L)
China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	Interest of a controlled corporation 受控制法團權益	2,513,178,555 (L)	29.99% (L)
Nong You Co., Ltd.	Beneficial owner 實益擁有人	1,301,651,000 (L)	15.53% (L)
Beijing Zhi Nong Investment Co., Ltd. 北京智農投資有限責任公司	Interest of a controlled corporation 受控制法團權益	1,301,651,000 (L)	15.53% (L)
Shao Genhuo 邵根夥	Interest of a controlled corporation 受控制法團權益	1,301,651,000(L)	15.53% (L)
Greenbelt Global Limited	Beneficial owner 實益擁有人	536,097,305 (L)	6.40% (L)
BPEA Private Equity Fund V, L.P.	Interest of a controlled corporation 受控制法團權益	536,097,305 (L)	6.40% (L)
BPEA Private Equity GP V, L.P.	Interest of a controlled corporation 受控制法團權益	536,097,305 (L)	6.40% (L)
BPEA Private Equity GP V Limited	Interest of a controlled corporation 受控制法團權益	536,097,305 (L)	6.40% (L)
BPEA EQT Holdings AB	Interest of a controlled corporation 受控制法團權益	536,097,305 (L)	6.40% (L)
EQT AB	Interest of a controlled corporation 受控制法團權益	536,097,305 (L)	6.40% (L)

#### Notes:

- (1) Based on 8,381,295,229 Shares in issue as at 31 December 2023.
- (2) (L) Indicates a long position.
- (3) Start Great Holdings Limited is the subsidiary of China Mengniu.

#### 附註：

- (1) 基於二零二三年十二月三十一日已發行的8,381,295,229股。
- (2) (L)指好倉。
- (3) Start Great Holdings Limited為中國蒙牛的附屬公司。

## Interests of the Substantial Shareholder of any Member of the Group (Other than the Company)

## 本集團任何成員公司(本公司除外)主要股東的權益

Name 名稱/姓名	Name of member company 成員公司的名稱	Percentage of interest 權益百分比
WU Jianye 武建艱	Bayannur Shengmu Pangu Farming Co., Ltd. 巴彥淖爾市聖牧盤古牧業有限責任公司	45.00%
Inner Mongolia University Aodu Assets Management Limited 內蒙古大學奧都資產經營有限責任公司	Inner Mongolia IMU-Shengmu High-tech Dairy Co., Ltd. 內蒙古內大聖牧高科牧業有限公司	30.00%

Save as set out above, our Directors are not aware of any person (not being a Director or chief executive of our Company) who, as at 31 December 2023, was interested, directly or indirectly, in 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group (other than our Company) or any options in respect of such capital.

除上文所載者外，我們的董事概不知悉任何人士(本公司董事或最高行政人員除外)於二零二三年十二月三十一日，直接或間接擁有附帶權利可在所有情況下於本集團任何成員公司的股東大會上投票的任何類別股本10%或以上權益或有關該等股本的任何購股權。

## Share Option Scheme

On 18 June 2014, the Company adopted the Share Option Scheme which is subject to the provisions under Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and other participants, and to provide a means of compensation through the grant of options for their contribution to the growth and profits of the Group, and to allow them to participate in the future growth and profitability of the Group. The participants of the Share Option Scheme are any executive, non-executive or independent non-executive Directors or any employees (whether full-time or part-time) of the Company, or any of its subsidiaries or associated companies or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group. The basis of eligibility of any of the class of the participants to the grant of any options under the Share Option Scheme shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group and any invested entity.

## 購股權計劃

於二零一四年六月十八日，本公司採納受上市規則第十七章所載的規例所限的購股權計劃。購股權計劃旨在吸引、挽留及鼓勵僱員、董事及其他參與者，並透過授出購股權酬謝彼等對本集團成長及盈利所作出的貢獻，以及允許彼等分享本集團的未來發展及盈利。購股權計劃的參與者包括為本公司或其任何附屬公司或聯營公司的任何執行、非執行或獨立非執行董事或任何僱員(全職或兼職)或董事會全權酌情認為曾對或將對本集團作出貢獻的任何其他人士。任何類別參與者根據購股權計劃獲授任何購股權的資格由董事會不時按參與者對本集團及任何投資實體的發展及成長所作貢獻釐定。

## Report of the Directors

### 董事會報告

The Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares of the Company in issue on the Listing Date, being a total of 635,440,000 Shares, which also represents 7.63% of the issued share capital of the Company as at the date of this annual report.

The number of options available for grant under the scheme mandate of the Share Option Scheme as at the beginning and end of the year is 635,440,000 shares.

The total number of Shares issued and to be issued upon exercise of the options granted to each eligible participant under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue. Any further grant of options to an eligible participant under the Share Option Scheme which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the above said limit shall be subject to our Shareholders' approval in general meeting with such participant and his associates (as defined under the Listing Rules) abstaining from voting.

The amount of HK\$1.00 is payable as consideration for each grant of options under the Share Option Scheme, upon acceptance of such grant. The subscription price in respect of Shares upon exercise of options under the Share Option Scheme shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option), but in any case the subscription price shall not be less than the highest of (a) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day, (b) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant, and (c) the nominal value of a Share.

An option granted under the Share Option Scheme may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined by our Board at its absolute discretion and notified by our Board to each grantee as being the period during which an option may be exercised and in any event, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Share Option Scheme.

因行使根據本公司購股權計劃及其他購股權計劃(及上市規則條文適用者)將予授出的所有購股權而可能發行的股份數目不得超過上市日期本公司已發行股份總數的10%(即合共635,440,000股股份),亦佔本公司於本年報日期已發行股本7.63%。

年初及年末根據購股權計劃的授權可供授出的購股權數目為635,440,000股。

根據購股權計劃向每名合資格參與者授出之購股權(包括已行使、已註銷及尚未行使之購股權)獲行使後已發行及將予發行之股份總數於任何12個月期間不得超過已發行股份之1%。倘根據購股權計劃向一名合資格參與者進一步授出之任何購股權將會導致向該名參與者授出及將予授出之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使後已發行及將予發行之股份於直至該進一步授出之日止(包括當日)12個月期間超過上述上限,則該進一步授出須獲股東於股東大會上批准,而該參與者及其聯繫人(定義見上市規則)須放棄投票。

於接納有關授出時,須就根據購股權計劃獲授的每份購股權支付1.00港元作為代價。有關根據購股權計劃行使購股權後發行之認購價將為於授出相關購股權時由董事會全權酌情釐定之有關價格(並須於購股權授出要約所載函件中列出),惟無論於任何情況下,認購價將不會低於以下三者的最高者:(a)股份於授出日期(該日須為交易日)在聯交所每日報價表所列之收市價;(b)股份於緊接授出日期前五個交易日在聯交所每日報價表所列之平均收市價;及(c)股份面值。

根據購股權計劃授出的購股權可於本公司董事會全權酌情釐定及本公司董事會向各承授人通知的期間(即購股權可行使期)內任何時間,隨時根據購股權計劃的條款行使;於任何情況下,該期間將不超過任何個別購股權根據購股權計劃授出當日起計十年。

No option has been granted under the Share Option Scheme since the adoption date of the Share Option Scheme and up to the latest practicable date prior to the publication of this annual report. Therefore no options were exercised, vested, canceled or lapsed during the year. A summary of the terms of the Share Option Scheme has been set out in the section headed "Appendix IV – Statutory and General Information – E. Share Option Scheme" in the Prospectus.

The Share Option Scheme was approved by shareholders' resolutions of the Company passed on 18 June 2014 and will remain in force for a period of 10 years following such date. The remaining life of the Share Option Scheme is less than one year.

## Share Award Scheme

The Company adopted the Share Award Scheme with effect from 19 April 2022 ("Adoption Date"). Pursuant to the Share Award Scheme, the Shares to be awarded under the Share Award Scheme (the "Award Shares") will be comprised of Shares purchased by a professional trustee appointed by the Company ("Trustee") on the market.

### OBJECTIVE OF THE SHARE AWARD SCHEME

The purposes of the Share Award Scheme are to recognise the contributions by certain employees of the Group and to provide them with incentives in order to (i) improve the corporate governance structure to achieve sustainable development of the Company; (ii) attract, retain and motivate outstanding talents and build a common interest among shareholders, the Company and employees; (iii) fully motivate the core employees and continue to stimulate high-quality growth of the team performance; and (iv) attract external talents for the Company. Eligible participants under the Share Award Scheme comprise employees in specified positions in any member company of the Group.

### MAXIMUM ENTITLEMENT OF ANY INDIVIDUAL PARTICIPANT UNDER THE SHARE AWARD SCHEME

Under the Share Award Scheme, the number of Award Shares vested and to be vested in respect of share award(s) granted to each participant for the 12-month period up to and including the date of grant of the last Award Share to such participant shall be no more than 1% of the number of issued shares of the Company from time to time.

自採納股權計劃日期起至本年報刊發日前的最後可行日期止，本公司概無根據購股權計劃授出任何購股權。因此，年內並無購股權獲行使、歸屬、註銷或失效。購股權計劃之條款概要，載於招股章程「附錄四—法定及一般資料—E. 購股權計劃」一節。

購股權計劃已獲本公司於二零一四年六月十八日通過的股東決議案批准，並將自該日起計十年內一直有效。購股權計劃的剩餘期限不足一年。

## 股份獎勵計劃

本公司已採納股份獎勵計劃，自二零二二年四月十九日（「採納日期」）起生效。根據股份獎勵計劃，於股份獎勵計劃項下授出的股份（「獎勵股份」）將由本公司委聘的專業受託人（「受託人」）於市場上購買的股份構成。

### 股份獎勵計劃之目標

股份獎勵計劃之目的為表彰本集團若干僱員作出之貢獻，並給予彼等獎勵，以 (i) 完善公司治理結構，實現公司的可持續發展；(ii) 吸引、保留和激勵優秀人才，構建股東、公司和員工之間的利益共同體；(iii) 充分調動核心員工積極性，持續激發團隊業績的高質量增長；以及 (iv) 為本公司吸引外部人才。股份獎勵計劃項下的合資格參與者包括本集團任何成員公司中特定職位的員工。

### 任何個人參與者根據股份獎勵計劃獲授的股份上限

根據股份獎勵計劃，於截至並包括授予有關參與者最後一批獎勵股份之日的12個月期間，授予每位參與者的股份獎勵中已歸屬及將歸屬的獎勵股份數量不得超過本公司不時已發行股份數量的1%。

# Report of the Directors

## 董事會報告

### DURATION

Subject to any early termination as may be determined by the Board or any persons authorised by the Board with powers to administer the Share Award Scheme under the rules of the Share Award Scheme (“**Share Award Authorised Representatives**”) pursuant to the rules of the Share Award Scheme, the Share Award Scheme shall be effective from the Adoption Date and shall remain in full force and effect for a period of 10 years from the Adoption Date. The remaining life of the Share Award Scheme is approximately 8 years.

### ADMINISTRATION

The Share Award Scheme shall be subject to the administration of the Share Award Authorised Representatives and the Trustee in accordance with the rules of the Share Award Scheme and the trust deed. The decision of the Share Award Authorised Representatives with respect to the interpretation of the Share Award Scheme and any dispute relating to the Award or the Share Award Scheme shall be final and binding. The Trustee shall hold the Trust Fund in accordance with the terms of the trust deed.

### SCHEME OPERATION

#### SOURCE OF THE SHARES TO SATISFY ANY VESTED AWARDS

The Trust is required to purchase the existing shares on the Stock Exchange at the prevailing market price or at a price set by the Board with the contributed amount received in accordance with the terms of the Trust Agreement. The Shares so purchased shall constitute Award Shares to be granted to the eligible participants under the Share Award Scheme and the Shares are to be held by the Trustee for the benefit of the eligible participants under the Share Award Scheme under the Trust on and subject to the terms and conditions of the Share Award Scheme and the trust deed.

#### VESTING OF AWARDS

Subject to the terms and condition of the Share Award Scheme and the fulfillment of all vesting conditions to the vesting of Award Shares on such eligible participants under the Share Award Scheme as specified in the Share Award Scheme and the grant letter, within 120 days of the Share Award Authorised Representatives completing the calculation of the vesting percentage for a particular Award Shares, the Company will arrange for the issuance or transfer to the eligible participants under the Share Award Scheme (after deduction of any applicable taxes, social security contributions and other levies) such number of Shares in respect of which Award Shares has vested. The relevant number of Shares will be determined in accordance with the basis set out in the grant letter. The grantee is not required to pay any purchase price upon vesting of Award Shares.

### 期限

除董事會或董事會授權根據股份獎勵計劃的規則管理股份獎勵計劃的任何人士（「**股份獎勵授權代表**」）根據股份獎勵計劃的規則可能決定的任何提前終止外，股份獎勵計劃自採納日期起生效，並自採納日期起的十年期間維持全面效力及作用。股份獎勵計劃的剩餘年限約為8年。

### 管理

股份獎勵計劃須由股份獎勵授權代表及受託人根據股份獎勵計劃的規則及信託契約進行管理。股份獎勵授權代表對股份獎勵計劃的解釋以及與獎勵或股份獎勵計劃有關的任何爭議的決定屬最終及具有約束力。受託人須根據信託契約的條款持有信託基金。

### 計劃運作

#### 滿足任何已歸屬獎勵的股份來源

信託基金須按當時的市場價格或按董事會確定的價格用根據信託協議條款收到的認繳額在聯交所購買現有股份。如此購買的股份將構成授予股份獎勵計劃的合資格參與者的獎勵股份，而該等股份將由受託人根據股份獎勵計劃及信託契約的條款及條件以股份獎勵計劃的合資格參與者為受益人而持有。

### 獎勵的歸屬

在符合股份獎勵計劃的條款及條件，以及符合股份獎勵計劃及授予函規定的有關股份獎勵計劃的合資格參與者的所有歸屬條件的情況下，於股份獎勵授權代表完成計算個別獎勵股份的歸屬百分比後的120天內，本公司將安排向股份獎勵計劃的合資格參與者發行或轉讓獎勵股份所涉及的股份數目（扣除任何適用的稅收、社會保險費及其他徵費後）。相關的股份數目將根據授予函中所載的基準來確定。承授人於獎勵股份歸屬時毋須支付任何購買價。

### CASH EQUIVALENTS

In case of any restrictions under the Listing Rules (including the Model Code), any securities trading rules, applicable laws, regulations or statutes in any relevant jurisdictions applicable to the Company, or if the Share Award Authorised Representatives so decide in their absolute discretion, any vested Award Shares may be satisfied in cash by: (i) an equivalent cash payment to the eligible participants under the Share Award Scheme; or (ii) the Company procuring the disposal of an equivalent number of Shares attributable to the vested Award Shares and the transfer of such sale proceeds in cash to the eligible participants under the Share Award Scheme, in each case, subject to the terms and conditions of the Share Award Scheme.

### VOTING RIGHTS

Unless otherwise specified in the Share Award Scheme or the grant letter, an eligible participant under the Share Award Scheme is not entitled to exercise voting rights, receive dividends or dividend equivalents, and will not have any other rights of a shareholder until the Shares are issued or transferred to him or her. The Trustee shall not exercise any voting rights in respect of the Shares held under the Trust.

### TERMINATION

The Share Award Scheme shall terminate on the tenth anniversary of the Adoption Date or such earlier date as determined by the Share Award Authorised Representatives' sole discretion. No further Award Shares shall be granted after the termination of the Share Award Scheme but such termination shall not affect any Award Shares previously granted.

### GRANT OF AWARD SHARES

A total of 206,932,000 ordinary shares of the Company were purchased as Award Shares from open market by the Trustee of the Share Award Scheme at a total consideration of HK\$72,673,000 (equivalent to RMB66,657,000) during the year (2022: 77,944,000 shares at a total consideration of HK\$29,709,000 (equivalent to RMB26,188,000)).

On 21 April 2023, the Board resolved to grant 87,388,000 Award Shares to 66 middle and senior management personnel of the Group (excluding Directors), and 12,566,000 Award Shares to Mr. Zhang Jiawang, an executive director of the Company, such 99,954,000 shares in aggregate represent approximately 1.19% of the issued share capital of the Company as of the date of this annual report. None of the aforesaid Award Shares were vested during the year. None of the grantees has been and will be granted options and award shares exceeding the 1% individual limit under the Listing Rules and the Share Award Scheme.

### 現金等價物

倘上市規則(包括標準守則)、任何證券交易規則、適用於本公司的任何有關司法管轄區的適用法律、規例或法規有任何限制，或股份獎勵授權代表全權酌情決定，任何既得獎勵股份可通過以下方式以現金支付：(i) 向股份獎勵計劃的合資格參與者支付相等的現金；或(ii) 本公司促成出售已歸屬獎勵股份的相等數目的股份，並將有關出售所得款項的現金轉至股份獎勵計劃的合資格參與者，在各情況下，須符合股份獎勵計劃的條款及條件。

### 表決權

除非股份獎勵計劃或授予書中另有規定，否則，股份獎勵計劃的合資格參與者無權行使表決權，無權收取股息或股息等價物，於股份發行或轉讓予其之前，不會有任何其他股東權利。受託人不得就信託下持有的股份行使任何表決權。

### 終止

股份獎勵計劃將於採納日期的第十個週年日或股份獎勵授權代表全權決定的較早日期終止。股份獎勵計劃終止後，不再授出獎勵股份，但該終止不得影響先前已授出的任何獎勵股份。

### 授出獎勵股份

年內，股份獎勵計劃的受託人自公開市場購買合共206,932,000股本公司普通股作為獎勵股份，總代價為72,673,000港元(相當於人民幣66,657,000元)(二零二二年：77,944,000股，總代價為29,709,000港元(相當於人民幣26,188,000元))。

於二零二三年四月二十一日，董事會決議向本集團66名中高級管理人員(不包括董事)授予87,388,000股獎勵股份，並向本公司執行董事張家旺先生授予12,566,000股獎勵股份，合共99,954,000股獎勵股份佔本公司截至本年報日期已發行股本約1.19%。上述獎勵股份於年內並無歸屬。概無承授人已獲授及將獲授購股權及獎勵股份超出上市規則及股份獎勵計劃項下1%個人限額。

### 本年度股份獎勵的變動

### MOVEMENT OF THE SHARE AWARD DURING THE YEAR

Type/Name of Grantee 獲授予人類別/名稱	Date of Grant 授予日期	No. of Share Awards outstanding (unvested) as at		During the Reporting Period	Cancelled/ lapsed	No. of Share Awards outstanding (unvested) as at		Date of vesting	Average Purchase Price of Share Awards (vested) (已歸屬) 股份獎勵平均購買價	Closing Price of Shares preceding to the date of grant (HKS) (港元)	Weighted Average Closing Price immediately before the Vesting Date (緊按歸屬日期前的加權平均收盤價)
		1 January 2023 於二零二三年一月一日	31 December 2023 於二零二三年十二月三十一日			Granted 授予	Vested 已歸屬				
Director - Zhang Jiawang 董事 - 張家旺	2022.11.30	13,695,580	6,847,790	—	—	6,847,790	2023.4.20	2024.4.20	0.381	0.330	0.330
	2023.4.21	—	—	12,566,000	—	12,566,000	2024.4.21	2025.4.21	N/A 不適用	0.325	N/A 不適用
Four highest paid individuals (excluding the Director as disclosed above) 四名最高薪酬人士(不包括上文披露的董事)	2022.4.21	23,251,377	(11,625,688)	—	—	11,625,689	2023.4.20	2024.4.20	0.381	0.385	0.330
	2023.4.21	—	—	21,335,000	—	21,335,000	2024.4.21	2025.4.21	N/A 不適用	0.325	N/A 不適用
Other employees 其他員工	2022.4.21	71,995,154	(35,415,534)	—	(11,64,059)	35,415,561	2023.4.20	2024.4.20	0.381	0.385	0.330
	2023.4.21	—	—	66,053,000	—	66,053,000	2024.4.21	2025.4.21	N/A 不適用	0.325	N/A 不適用
Total 合共		108,942,111	(53,889,012)	(11,64,059)	—	153,843,040					



Each of the 67 Grantees is required to comply with the rules of the Share Award Scheme, and vesting of the Award Shares is subject to the fulfilment of vesting conditions as specified in the Share Award Scheme and the relevant grant letter. Subject to satisfaction of the vesting conditions, fifty percent of the 99,954,000 Award Shares shall vest on 21 April 2024 and the remaining fifty percent shall vest on 21 April 2025.

The Award Shares granted are subject to the terms and conditions of the scheme and the fulfillment of all vesting conditions to the vesting of the Award Shares imposed on such selected participant as specified in the rules of the scheme and the grant notice.

The fair value of an Award Share as at 21 April 2023, being the date of grant, was HK\$0.325. The fair value of all the Award Shares granted to the 66 middle and senior management personnel of the Group (excluding Directors), and the Award Shares granted to Mr. Zhang Jiawang, an executive director of the Company, on 21 April 2023, was HK\$28,401,100 and HK\$4,083,950 respectively. The fair value of the Award Share is measured by the closing price of the Award Shares at the day before the grant date. For details of the relevant accounting policy for the determination of fair value, please refer to note 2.4 and 29 to the consolidated financial statements.

For details of the Share Award Scheme, please refer to the Company's announcement dated 21 April 2023 and note 29 to the consolidated financial statements.

## Equity-Linked Agreements

Save as disclosed in sections headed "Material Acquisition and Disposal of Subsidiaries and Associates and Joint Ventures" and "Share Option Scheme" of this annual report, during the year ended 31 December 2023, the Company has not entered into any equity-linked agreement (as defined in section 6 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)).

## Transaction, Arrangement or Contract of Significance with Directors and Controlling Shareholders

Save as the related party disclosures set out in note 34 to the financial statements and as disclosed in the section headed "Continuing Connected Transactions" below, no Transaction, Arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director, an entity connected with a Director or a controlling shareholder of the Company had a material interest, whether directly or indirectly, subsisted for the year ended 31 December 2023.

67名承授人須遵守股份獎勵計劃的規則，而獎勵股份的歸屬須符合股份獎勵計劃及相關授予書規定的歸屬條件。在滿足歸屬條件的前提下，99,954,000股獎勵股份的百分之五十將於二零二四年四月二十一日歸屬，其餘百分之五十將於二零二五年四月二十一日歸屬。

授出的獎勵股份須符合計劃的條款及條件，以及滿足計劃規則及授予通知中規定的對有關獲選參與者施加的所有歸屬條件。

獎勵股份於二零二三年四月二十一日(即授出日期)的公平值為0.325港元。於二零二三年四月二十一日向本集團66名中高級管理人員(不包括董事)授出的全部獎勵股份及向本公司執行董事張家旺先生授出的獎勵股份的公平值分別為28,401,100港元及4,083,950港元。獎勵股份的公平值按授出日期前一日獎勵股份的收市價計量。有關釐定公平值的相關會計政策，請參閱綜合財務報表附註2.4及29。

有關股份獎勵計劃的詳情，請參閱本公司日期為二零二三年四月二十一日的公告及綜合財務報表附註29。

## 股票掛鈎協議

除本報告「重大收購以及出售附屬公司、聯營公司及合資企業」及「購股權計劃」各節所披露外，本公司於截至二零二三年十二月三十一日止年度內並無訂立任何股票掛鈎協議(定義見公司(董事報告)規例(香港法例第622D章)第6條)。

## 與董事及控股股東之間的重大交易、安排或合同

除財務報表附註34關聯方披露及下文「持續關連交易」一節披露外，本公司或其任何附屬公司於截至二零二三年十二月三十一日止年度，並無訂立董事、董事之關連實體或本公司之控股股東直接或間接擁有重大權益的任何與本集團業務相關的重大交易、安排或合同。

### Continuing Connected Transactions

The Company's continuing connected transactions during the year of 2023 are as follows:

#### 1. RAW FRESH MILK SUPPLY FRAMEWORK AGREEMENT

In 2022, Shengmu High-tech (for itself and on behalf of its subsidiaries) and Inner Mongolia Mengniu Dairy (Group) Company Limited (內蒙古蒙牛乳業(集團)股份有限公司) ("Inner Mongolia Mengniu" (for itself and on behalf of its subsidiaries)) entered into a framework agreement in relation to the sale of raw fresh milk from the Group (the "Raw Fresh Milk Supply Framework Agreement").

Date: 17 November 2022  
日期：二零二二年十一月十七日

Parties: (i) Shengmu High-tech (for itself and on behalf of its subsidiaries); and  
(ii) Inner Mongolia Mengniu (for itself and on behalf of its subsidiaries)  
訂約方：(i) 聖牧高科(為其本身及代表其附屬公司)；及  
(ii) 內蒙古蒙牛(為其本身及代表其附屬公司)

Listing Rules Implications: As China Mengniu holds approximately 29.9% equity interest in the Company through Start Great Holdings Limited, China Mengniu is a connected person of the Company. Inner Mongolia Mengniu is a non-wholly owned subsidiary of China Mengniu, therefore an associate of China Mengniu and also a connected person of the Company.

上市規則涵義：由於中國蒙牛通過 Start Great Holdings Limited 持有本公司約 29.9% 的股權，中國蒙牛為本公司的關連人士。內蒙古蒙牛為中國蒙牛的非全資附屬公司，因此為中國蒙牛的聯繫人，亦為本公司的關連人士。

Duration: 1 January 2023 to 31 December 2025  
期限：二零二三年一月一日起至二零二五年十二月三十一日

Principal Terms: The Group shall sell raw fresh milk which meets China Mengniu and its subsidiaries' ("China Mengniu Group") purchasing standard and quality requirements to China Mengniu Group on a daily basis in accordance with the monthly milk supply plan to be agreed between the Group and China Mengniu Group, and the Group shall ensure that on average more than 80% of the raw fresh milk it produces in each year will be sold to China Mengniu Group. The specific amount to be purchased shall be the amount as confirmed by the Group and China Mengniu Group. The daily delivery amount is determined by the amount as weighted by China Mengniu Group.

主要條款：本集團將根據本集團與中國蒙牛及其附屬公司(「中國蒙牛集團」)協定的每月牛奶供應計劃每天向中國蒙牛集團出售符合其採購標準及質量要求的生鮮乳，且本集團將確保平均每年向中國蒙牛集團出售其生產的 80% 以上的生鮮乳。將予購買的具體數量應為本集團及中國蒙牛集團所確定的數量。每日交付數量以中國蒙牛集團所稱重量為準。

### 持續關連交易

於二零二三年度，本公司的持續關連交易情況如下：

#### 1. 生鮮乳供應框架協議

於二零二二年，聖牧高科(為其本身及代表其附屬公司)與內蒙古蒙牛乳業(集團)股份有限公司(「內蒙古蒙牛」(為其本身及代表其附屬公司))就銷售本集團的生鮮乳訂立框架協議(「生鮮乳供應框架協議」)。

**Pricing:** The purchase price of raw fresh milk was determined in accordance with market conditions, seasonal factors and sales price of raw fresh milk in the region and adjusted based on the quality and level of raw fresh milk by taking into account the logistics subsidy as agreed between the Group and China Mengniu Group. The final purchase price of raw fresh milk varies in accordance with the quality grade as agreed between the Group and China Mengniu Group. The quality of milk supplied by the Group shall comply with the standards set by the government and the requirements of China Mengniu Group. China Mengniu Group purchased all raw fresh milk produced by the Group which meets such standards. The Group shall ensure that on average more than 80% of the raw fresh milk it produces in each year will be sold to China Mengniu Group. During the contract period, if the rating of the quality grade of the raw fresh milk from the Group changes, the purchase price shall be calculated in accordance with the latest rating.

**定價：** 生鮮乳的購買價根據市況，季節性因素及地區生鮮乳銷售價格釐定，基於生鮮乳的品質及等級進行調整，並考慮本集團與中國蒙牛集團之間協定的物流補貼。經本集團與中國蒙牛集團協定，生鮮乳之最終購買價因質量等級而有所不同。本集團所供應牛奶之質量須符合政府制定之標準及中國蒙牛集團之要求。中國蒙牛集團購買本集團生產的全部符合該等標準的生鮮乳。本集團將確保平均每年向中國蒙牛集團出售其生產的80%以上的生鮮乳。於合約期間，倘本集團生鮮乳質量等級的評定有變，購買價將根據最新評定計算。

**Annual Cap:** For the year ended:

Cap: 31 December 2023: RMB3,400.0 million; Actual transaction amount: RMB3,226.1 million

Cap: 31 December 2024: RMB4,300.0 million;

Cap: 31 December 2025: RMB5,000.0 million;

**年度上限：** 截至下列日期止年度：

上限：二零二三年十二月三十一日：人民幣3,400.0百萬元；實際交易金額：人民幣3,226.1百萬元

上限：二零二四年十二月三十一日：人民幣4,300.0百萬元；

上限：二零二五年十二月三十一日：人民幣5,000.0百萬元；

Details of the Raw Fresh Milk Supply Framework Agreement are set out in the announcement of the Company dated 17 November 2022 and the circular of the Company dated 11 December 2022.

生鮮乳供應框架協議的詳情載於本公司日期為二零二二年十一月十七日的公告及本公司日期為二零二二年十二月十一日的通函。

### 2. FUYUAN INTERNATIONAL BULK RAW MATERIALS SUPPLY FRAMEWORK AGREEMENT

On 24 November 2022, Shengmu High-tech (for itself and on behalf of its subsidiaries) and Inner Mongolia Fuyuan International Industrial (Group) Co., Limited (內蒙古富源國際實業(集團)有限公司) (“**Fuyuan International**” (for itself and on behalf of its subsidiaries)) entered into a framework agreement in relation to the supply of materials by Fuyuan International Group to Shengmu High-tech (the “**Fuyuan International Materials Supply Framework Agreement**”).

Date: 24 November 2022  
日期：二零二二年十一月二十四日

Parties: (i) Shengmu High-tech (for itself and on behalf of its subsidiaries); and  
(ii) Fuyuan International (for itself and on behalf of its subsidiaries)  
訂約方：(i) 聖牧高科(為其本身及代表其附屬公司)；及  
(ii) 富源國際(為其本身及代表其附屬公司)

Listing Rules Implications: As at the date of the Fuyuan International Materials Supply Framework Agreement, Shengmu High-tech was an indirectly wholly-owned subsidiary of the Company, and Fuyuan International was a non-wholly owned (as to 99.06%) subsidiary of China Modern Dairy, which was in turn a 30%-controlled company of China Mengniu. China Mengniu is a connected person of the Company. Accordingly, Fuyuan International is an associate of China Mengniu.

上市規則涵義：於富源國際物料供應框架協議訂立之日，聖牧高科為本公司之間接全資附屬公司。富源國際為中國現代牧業持有99.06%股權的非全資附屬公司，而中國現代牧業為中國蒙牛之30%受控公司。中國蒙牛為本公司之關連人士。因此，富源國際為中國蒙牛之聯繫人。

Duration: From 1 January 2023 to 31 December 2025  
期限：自二零二三年一月一日起至二零二五年十二月三十一日

Principal Terms: Fuyuan International Group shall sell raw materials (including but not limited to maize, soybean meals, coarse fodder and feed additives, etc.) which meet Shengmu High-tech’s purchasing standard to Shengmu High-tech. The purchase amount shall be specified by Shengmu High-tech based on the Group’s actual needs, to be confirmed in each purchase order placed with Fuyuan International Group.

主要條款：富源國際集團須向聖牧高科出售符合聖牧高科採購標準的原料(包括但不限於玉米、豆粕、粗飼料及飼料添加劑等)。購買額由聖牧高科根據集團實際需求確定，並於每次向富源國際集團下單時確認。

### 2. 富源國際大宗原料供應框架協議

於二零二二年十一月二十四日，聖牧高科(為其本身及代表其附屬公司)與內蒙古富源國際實業(集團)有限公司(「富源國際」(為其本身及代表其附屬公司))就富源國際(集團)向聖牧高科供應物料訂立框架協議(「富源國際物料供應框架協議」)。

Pricing:	The purchase price of the raw materials to be procured under the Fuyuan International Bulk Raw Materials Supply Framework Agreement shall be determined based on the current market price. Shengmu High-tech will compare quotes of similar raw materials from at least two other independent third party suppliers to ascertain the relevant market price.
定價：	根據富源國際大宗原料供應框架協議所採購原料的購買價須根據現行市價釐定。聖牧高科將比較至少兩家其他獨立第三方供應商的類似原料報價以確定相關市價。
Annual Cap:	For the year ended:  Cap: 31 December 2023: RMB30.0 million; Actual transaction amount: RMB10.2 million  Cap: 31 December 2024: RMB30.0 million;  Cap: 31 December 2025: RMB30.0 million;
年度上限：	截至下列日期止年度：  上限：二零二三年十二月三十一日：人民幣30.0百萬元；實際交易金額：人民幣10.2百萬元  上限：二零二四年十二月三十一日：人民幣30.0百萬元；  上限：二零二五年十二月三十一日：人民幣30.0百萬元；
Details of the Fuyuan International Materials Supply Framework Agreement are set out in the announcement of the Company dated 24 November 2022.	富源國際物料供應框架協議的詳情載於本公司日期為二零二二年十一月二十四日的公告。

### 3. 2022 AIYANGNIU TECHNOLOGY MATERIALS SUPPLY FRAMEWORK AGREEMENT

On 5 August 2020, Shengmu High-tech entered a materials supply framework agreement in relation to the supply of materials by Inner Mongolia Aiyangniu Technology Co., Ltd. (內蒙古愛養牛科技有限公司) (“**Aiyangniu Technology**”) for a term of period from 5 August 2020 to 31 December 2022 (the “**Original Framework Agreement**”).

Shengmu High-tech (for itself and on behalf of its subsidiaries) and Aiyangniu Technology (for itself and on behalf of its subsidiaries) entered into a materials supply framework agreement (the “**2022 Aiyangniu Technology Materials Supply Framework Agreement**”) on 28 March 2022 to (i) terminate the Original Framework Agreement; (ii) renew for a term of period commencing 28 March 2022 and ending on 31 December 2024; (iii) revise the annual cap for the year ending 31 December 2023; and (iv) set annual caps for the years ending 31 December 2023 and 2024.

Date: 28 March 2022  
日期：二零二二年三月二十八日

Parties: Shengmu High-tech (for itself and on behalf of its subsidiaries) and Aiyangniu Technology (for itself and on behalf of its subsidiaries)  
訂約方：聖牧高科(為其本身及代表其附屬公司)及愛養牛科技(為其本身及代表其附屬公司)

Listing Rules Implications: As at the date of the 2022 Aiyangniu Technology Materials Supply Framework Agreement, Aiyangniu Technology was a non-wholly owned subsidiary of China Mengniu. China Mengniu was a connected person of the Company. Aiyangniu Technology was an associate of China Mengniu and therefore a connected person of the Company.

上市規則涵義：於二零二二年愛養牛科技物料供應框架協議訂立之日，愛養牛科技為中國蒙牛的一間非全資附屬公司。中國蒙牛為本公司的關連人士。愛養牛科技為中國蒙牛的聯繫人，因此為本公司的關連人士。

Duration: From 28 March 2022 to 31 December 2024  
期限：二零二二年三月二十八日至二零二四年十二月三十一日

### 3. 二零二二年愛養牛科技物料供應框架協議

於二零二零年八月五日，聖牧高科訂立物料供應框架協議，內容有關內蒙古愛養牛科技有限公司(「愛養牛科技」)供應物料，期限自二零二零年八月五日起至二零二二年十二月三十一日止(「原框架協議」)。

聖牧高科(為其本身及代表其附屬公司)與愛養牛科技(為其本身及代表其附屬公司)於二零二二年三月二十八日訂立物料供應框架協議(「二零二二年愛養牛科技物料供應框架協議」)，以(i)終止原框架協議；(ii)延長期限，自二零二二年三月二十八日起至二零二四年十二月三十一日止；(iii)修訂截至二零二三年十二月三十一日止年度的年度上限；以及(iv)設定截至二零二三年及二零二四年十二月三十一日止年度的年度上限。

Principal Terms:	Aiyangniu Technology shall sell materials (including but not limited to feed, veterinary medicines and dipping liquid for cows) which meet Shengmu High-tech's purchasing standard to Shengmu High-tech. The purchase amount shall be specified by Shengmu High-tech based on its actual needs in each purchase order signed and confirmed by Shengmu High-tech.
主要條款：	愛養牛科技須向聖牧高科出售符合聖牧高科採購標準的物料(包括但不限於牛飼料、藥品、藥浴液)。採購金額由聖牧高科根據其實際需求在聖牧高科簽署及確認的每份採購訂單中指定。
Pricing:	The purchase price of the materials to be procured under the 2022 Aiyangniu Technology Materials Supply Framework Agreement shall be determined based on the current market price when Shengmu High-tech submits the purchase order to Aiyangniu Technology and after mutual agreement between Shengmu High-tech and Aiyangniu Technology. Shengmu High-tech will compare quotes of similar materials from at least two other third party suppliers to ascertain the market price and Aiyangniu Technology will ensure that the purchase price of the materials to be procured under the 2022 Aiyangniu Technology Materials Supply Framework Agreement will not be higher than the quotes provided by third party suppliers.
定價：	二零二二年愛養牛科技物料供應框架協議項下擬採購物料的採購價格，須根據聖牧高科向愛養牛科技提交採購訂單時的現行市場價格，經聖牧高科與愛養牛科技共同商定後確定。聖牧高科將比較至少另外兩家第三方供應商的同類物料的報價，以確定市場價格，愛養牛科技將確保根據二零二二年愛養牛科技物料供應框架協議採購材料的採購價格不高於第三方供應商提供的報價。
Annual Cap:	For the year ending:  Revised Cap: 31 December 2022: RMB120.0 million (Note*); Actual transaction amount: RMB3.3 million  Cap: 31 December 2023: RMB120.0 million; Actual transaction amount: RMB1.7 million  Cap: 31 December 2024: RMB120.0 million;  Note*: The original annual cap was RMB30.0 million under the Original Framework Agreement
年度上限：	截至下列日期止年度：  經修訂上限：二零二二年十二月三十一日：人民幣120.0百萬元(附註*)；實際交易金額：人民幣3.3百萬元  上限：二零二三年十二月三十一日：人民幣120.0百萬元；實際交易金額：人民幣1.7百萬元  上限：二零二四年十二月三十一日：人民幣120.0百萬元；  附註*：根據原框架協議，原年度上限為人民幣30.0百萬元。

Details of the Original Framework Agreement are set out in the announcement of the Company dated 5 August 2020. Details of the 2022 Aiyangniu Technology Materials Supply Framework Agreement are set out in the announcement of the Company dated 28 March 2022.

原框架協議的詳情載於本公司日期為二零二零年八月五日的公告。二零二二年愛養牛科技物料供應框架協議的詳情載於本公司日期為二零二二年三月二十八日的公告。

#### 4. 2023 DABEINONG GROUP MATERIALS SUPPLY FRAMEWORK AGREEMENT AND REVISION OF ANNUAL CAPS

On 30 December 2020, Shengmu High-tech entered into a materials supply framework agreement in relation to the purchase of feed, additives and medicines from Beijing Dabeinong Technology Group Co., Ltd.\* (北京大北農科技集團股份有限公司)(“**Dabeinong Group**”) for a term of period commencing 1 January 2021 to 31 December 2023 (the “**Original 2021 Framework Agreement**”).

On 28 March 2022, Shengmu High-tech and Dabeinong Group entered into a materials supply framework agreement (the “**2022 Dabeinong Group Materials Supply Framework Agreement**”) to (i) terminate the Original 2021 Framework Agreement; (ii) renew for a term of period commencing 28 March 2022 and ending on 31 December 2024; (iii) revise the annual caps for the years ended 31 December 2022 and 2023; and (iv) set annual cap for the year ending 31 December 2024.

On 15 August 2023, Shengmu High-tech (for itself and on behalf of its subsidiaries) entered into the 2023 Dabeinong Group Materials Supply Framework Agreement (“**2023 Dabeinong Group Materials Supply Framework Agreement**”) with Dabeinong Group (for itself and on behalf of its subsidiaries) to (i) terminate the 2022 Dabeinong Group Materials Supply Framework Agreement; (ii) renew the 2022 Dabeinong Group Materials Supply Framework Agreement for a term ending 31 December 2025; (iii) revise the annual caps for the two years ending 31 December 2023 and 2024; and (iv) set an annual cap for the year ending 31 December 2025.

#### 4. 二零二三年大北農集團物料供應框架協議及修訂年度上限

於二零二零年十二月三十日，聖牧高科與北京大北農科技集團股份有限公司(「**大北農集團**」)就購買飼料、添加劑及藥品訂立物料供應框架協議，期限自二零二一年一月一日起至二零二三年十二月三十一日止(「**原二零二一年框架協議**」)。

於二零二二年三月二十八日，聖牧高科與大北農集團訂立物料供應框架協議(「**二零二二年大北農集團物料供應框架協議**」)，以(i)終止原二零二一年框架協議；(ii)延長期限，自二零二二年三月二十八日起至二零二四年十二月三十一日止；(iii)修訂截至二零二二年及二零二三年十二月三十一日止各年度的年度上限；及(iv)設定截至二零二四年十二月三十一日止年度的年度上限。

於二零二三年八月十五日，聖牧高科(為其本身及代表其附屬公司)與大北農集團(為其本身及代表其附屬公司)訂立二零二三年大北農集團物料供應框架協議(「**二零二三年大北農集團物料供應框架協議**」)，以(i)終止二零二二年大北農集團物料供應框架協議；(ii)重續二零二二年大北農集團物料供應框架協議，期限至二零二五年十二月三十一日止；(iii)修訂截至二零二三年及二零二四年十二月三十一日止兩個年度的年度上限；以及(iv)為截至二零二五年十二月三十一日止年度設定年度上限。

\* For identification purpose only



# Report of the Directors

## 董事會報告

Date:	15 August 2023
日期：	二零二三年八月十五日
Parties:	(1) Shengmu High-tech (for itself and on behalf of its subsidiaries); and (2) Dabeinong Group (for itself and on behalf of its subsidiaries)
訂約方：	(1) 聖牧高科(為其本身及代表其附屬公司)；及 (2) 大北農集團(為其本身及代表其附屬公司)
Listing Rules implications:	As at the date of the 2023 Dabeinong Group Materials Supply Framework Agreement, Mr. Shao Genhuo was a substantial shareholder of the Company and a connected person of the Company, and as Dabeinong Group was an associate of Mr. Shao, Dabeinong Group was therefore a connected person of the Company.
上市規則涵義：	於二零二三年大北農集團物料供應框架協議訂立之日，邵根夥先生為本公司的主要股東及本公司的關連人士，而由於大北農集團為邵先生的聯繫人，因此大北農集團為本公司的關連人士。
Duration:	From 29 September 2023 to 31 December 2025
期限：	二零二三年九月二十九日至二零二五年十二月三十一日
Principal Terms:	Dabeinong Group shall sell to Shengmu High-tech materials (including but not limited to feed, additives and medicines) which meet the purchasing standards of Shengmu High-tech. Shengmu High-tech will purchase from Dabeinong Group in the form of written orders based on actual demand and Shengmu High-tech determines the final purchase of goods, specifications, quantity and related quality, delivery and other services.
主要條款：	大北農集團須向聖牧高科出售符合聖牧高科採購標準的物料(包括但不限於飼料、添加劑及藥品)。聖牧高科根據實際需求，以書面訂單的形式向大北農集團採購、確定最終採購的貨物、規格型號、數量和相關質量、交接等服務內容。
Pricing:	The price of the materials purchased by Shengmu High-tech from Dabeinong Group shall be based on the prevailing market price at the time of the submission of the relevant purchase order by Shengmu High-tech to Dabeinong Group. Dabeinong Group undertakes to sell at a price no higher than the market price of similar materials. For the purpose of determining the prevailing market price, Shengmu High-tech shall request quotations from at least two independent suppliers.
定價：	聖牧高科向大北農集團購買的物料的價格應根據聖牧高科每次向大北農集團提交採購訂單時當時的市場價而定。大北農集團承諾銷售價格不高於同類物料的市場價格。為確定當時的市場價，聖牧高科可向至少兩名第三方供應商詢價。



# Report of the Directors

## 董事會報告

Annual Cap:	For the year ending:
	Revised Cap: 31 December 2023: RMB300.0 million (Note**); Actual transaction amount: RMB211.5 million
	Revised Cap: 31 December 2024: RMB300.0 million (Note**);
	Revised Cap: 31 December 2025: RMB300.0 million;
	Note**: The original annual cap was RMB146.0 million under the Original 2022 Framework Agreement.
年度上限：	截至下列日期止年度：
	經修訂上限：二零二三年十二月三十一日：人民幣300.0百萬元(附註**)；實際交易金額：人民幣211.5百萬元
	經修訂上限：二零二四年十二月三十一日：人民幣300.0百萬元(附註**)；
	經修訂上限：二零二五年十二月三十一日：人民幣300.0百萬元；
	附註**：根據原二零二二年框架協議，原年度上限為人民幣146.0百萬元。

Details of the 2021 Original Framework Agreement are set out in the announcement of the Company dated 30 December 2020. Mr. Shao resigned as non-executive Director of the Company with effect from 30 July 2021 but continues to be a connected person of the Company as a substantial shareholder of the Company. Details of the 2022 Dabeinong Group Materials Supply Framework Agreement are set out in the announcement of the Company dated 28 March 2022. Details of the 2023 Dabeinong Group Materials Supply Framework Agreement are set out in the announcement of the Company dated 15 August 2023 and the circular of the Company dated 29 September 2023.

二零二一年原框架協議的詳情載於本公司日期為二零二零年十二月三十日的公告。邵先生自二零二一年七月三十日起辭去本公司非執行董事職務，但作為本公司主要股東，仍為本公司的關連人士。二零二二年大北農集團物料供應框架協議的詳情載於本公司日期二零二二年三月二十八日的公告。二零二三年大北農集團物料供應框架協議的詳情載於本公司日期為二零二三年八月十五日的公告及日期為二零二三年九月二十九日的通函。

### 5. YIYINGMEI RAW FRESH MILK SUPPLY FRAMEWORK AGREEMENT

On 28 March 2022 (after trading hours), Shengmu High-tech (for itself and on behalf of the Group) entered into a raw fresh milk supply framework agreement with Inner Mongolia Yiyongmei Dairy Co., Ltd.\* (內蒙古益嬰美乳業有限公司) (“Yiyongmei Dairy”) in relation to the sale of raw fresh milk from Shengmu High-tech to Yiyongmei Dairy (the “Yiyongmei Raw Fresh Milk Supply Framework Agreement”).

Date: 28 March 2022  
日期：二零二二年三月二十八日

Parties: (1) Yiyongmei Dairy; and  
(2) Shengmu High-tech (for itself and on behalf of the Group)  
訂約方：(1) 益嬰美乳業；及  
(2) 聖牧高科(為其本身及代表本集團)

Listing Rules Implications: As at the date of the Yiyongmei Raw Fresh Milk Supply Framework Agreement, Mr. Shao Genhuo was a non-executive Director of the Company in the preceding 12 months of the date of entering into the Yiyongmei Raw Fresh Milk Supply Framework Agreement. Mr. Shao held 24.49% equity interests in Dabeinong Group, which was interested in approximately 91.36% in Yiyongmei Dairy and hence Yiyongmei Dairy was a subsidiary of Dabeinong Group. Mr. Shao was therefore a connected person of the Company and Dabeinong Group and Yiyongmei Dairy were associates of Mr. Shao and therefore each also a connected person of the Company.

上市規則涵義：邵根夥先生於訂立益嬰美生鮮乳供應框架協議之日的前12個月內為本公司非執行董事。於益嬰美生鮮乳供應框架協議訂立之日，邵先生持有大北農集團24.49%的股權，而大北農集團持有益嬰美乳業約91.36%的股權，因此益嬰美乳業為大北農集團的附屬公司。因此，邵先生為本公司的關連人士，而大北農集團及益嬰美乳業為邵先生的聯繫人，因此各自亦為本公司的關連人士。

Duration: From 28 March 2022 to 31 December 2024  
期限：二零二二年三月二十八日至二零二四年十二月三十一日

Principal Terms: According to the monthly milk supply plan, Shengmu High-tech shall sell raw fresh milk to Yiyongmei Dairy that meets Yiyongmei Dairy’s purchasing standards. The specific quantity of milk purchased is based on the quantity confirmed by Shengmu High-tech and Yiyongmei Dairy, and the daily delivery quantity is determined by volume weighted by Yiyongmei Dairy.

主要條款：聖牧高科根據月度供奶計劃，向益嬰美乳業出售符合益嬰美乳業採購標準的生鮮乳，具體牛奶採購數量以聖牧高科與益嬰美乳業確認的數量為準，每日交貨數量以益嬰美乳業的稱重數量為準。

\* For identification purpose only

# Report of the Directors

## 董事會報告

Pricing:	The purchase price of raw fresh milk shall be determined and adjusted in accordance with market conditions, seasonal factors and quality of raw fresh milk. The final purchase price of raw fresh milk varies in accordance with the quality grade as agreed between Shengmu High-tech and Yiyongmei Dairy.
定價：	生鮮乳的採購價格須根據市場情況、季節性因素及生鮮乳的質量來確定及調整。生鮮乳的最終採購價格根據聖牧高科與益嬰美乳業約定的質量等級有所浮動。
Annual cap:	For the years ending:  Cap: 31 December 2022: RMB17.0 million; Actual transaction amount: RMB1.8 million  Cap: 31 December 2023: RMB84.0 million; Actual transaction amount: RMB3.3 million
年度上限：	Cap: 31 December 2024: RMB146.0 million; 截至下列日期止年度：  上限：二零二二年十二月三十一日：人民幣 17.0 百萬元；實際交易金額：人民幣 1.8 百萬元  上限：二零二三年十二月三十一日：人民幣 84.0 百萬元；實際交易金額：人民幣 3.3 百萬元  上限：二零二四年十二月三十一日：人民幣 146.0 百萬元；

Mr. Shao resigned as non-executive Director with effect from 30 July 2021 but continues to be a connected person of the Company as a substantial shareholder of the Company. Details of the Yiyongmei Raw Fresh Milk Supply Framework Agreement are set out in the announcement of the Company dated 28 March 2022.

邵先生自二零二一年七月三十日起辭去非執行董事職務，但作為本公司主要股東，仍為本公司的關連人士。益嬰美生鮮乳供應框架協議的詳情載於本公司日期二零二二年三月二十八日的公告。

# Report of the Directors

## 董事會報告

The Directors (including the independent non-executive Directors) are of the view that the continuing connected transactions referred to above are entered into during the ordinary and usual course of the Group's business on normal commercial terms or better and according to agreements in respect of such transactions, the terms of which are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor has confirmed that: (i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions in this annual report have not been approved by the Company's board of Directors; (ii) nothing has come to their attention that causes them to believe that the price and terms of the transactions were not, in all material respects, determined in accordance with the pricing policies of the Group; (iii) 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 (iv) with respect to the aggregate amount of each of the continuing connected transactions set out above, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the maximum annual cap as set by the Company.

Save as disclosed herein, none of the related party transactions as disclosed in note 34 to the financial statements constitute non-exempt connected transaction or non-exempt continuing connected transaction under Chapter 14A of the Listing Rules. The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## Related Party Transactions

Details of the Group's related party transactions are set out in note 34 to the financial statements. During the year, the related party transactions mainly comprised:

- (1) sale of products to certain associates (such associates constitute associates under the accounting standards as the Group holds certain shares in them);
- (2) sale of raw fresh milk to China Mengniu Group;
- (3) purchase of materials from Aiyangniu Technology in accordance with the 2022 Aiyangniu Technology Materials Supply Framework Agreement;
- (4) purchase of materials in accordance with the Fuyuan International Materials Supply Framework Agreement;
- (5) purchase of materials from Dabeinong Group in accordance with the 2023 Dabeinong Group Materials Supply Framework Agreement;

董事(包括獨立非執行董事)認為上述所進行的持續關連交易乃在本集團的日常及一般業務中訂立;按照正常商務條款或更佳條款進行;及根據有關交易的協議進行,條款公平合理,並且符合股東的整體利益。

本公司的核數師確認:(i)就彼等所知,概無任何事宜令彼等認為本年度報告中所披露的持續關連交易未獲本公司董事會批准;(ii)就彼等所知,概無任何事宜令彼等認為有關交易的價格及條款未在各重大方面根據本集團的定價政策釐定;(iii)就彼等所知,概無任何事宜令彼等認為有關交易在各重大方面未根據規管有關交易的相關協議進行;及(iv)就上述各項持續關連交易的總金額而言,就彼等所知,概無任何事宜令彼等認為所披露的持續關連交易已超出本公司所訂明的最高年度上限。

除本節所披露者外,財務報表附註34中披露的關聯方交易均不構成上市規則第14A章項下的非豁免關連交易或非豁免持續關連交易。本公司確認,本公司已遵守上市規則第14A章的披露規定。

## 關聯方交易

本集團關聯方交易的詳情見財務報表附註34。本年關聯方交易主要包括:

- (1) 向多間聯營公司(本集團於該等聯營公司持有若干股份,因此該等公司構成會計準則下之聯營公司)銷售產品;
- (2) 向中國蒙牛集團出售生鮮乳;
- (3) 根據二零二二年愛養牛科技物料供應框架協議向愛養牛科技採購物料;
- (4) 根據富源國際物料供應框架協議採購物料;
- (5) 根據二零二三年大北農集團物料供應框架協議向大北農集團採購物料;

# Report of the Directors

## 董事會報告

- (6) sale of raw fresh milk to Yiyingmei Dairy;
  - (7) payment of emoluments to key management of the Group;
  - (8) guarantees provided by the Group for the bank borrowings of Shengmu Forage; and
  - (9) entrusted loan provided by the Group to Shengmu Forage. The arrangement whereby Shengmu Forage provided biowaste (i.e. cow dung) cleaning services to our organic dairy farms for free in return for our supply of such unprocessed biowaste from our organic dairy farms to Shengmu Forage for free, is an exempt continuing connected transaction, details of which have been set out in the section headed "Continuing Connected Transaction" in the Prospectus.
- (6) 向益嬰美乳業出售生鮮乳；
  - (7) 向本集團的主要管理層支付薪酬；
  - (8) 本集團就聖牧草業的銀行借款提供擔保；及
  - (9) 本集團向聖牧草業提供委託貸款。聖牧草業向我們的有機牧場免費提供糞污(即牛糞)清潔服務，而作為回報，我們向聖牧草業免費供應來自我們有機牧場的該類未加工糞污，該安排為獲豁免持續關連交易，有關詳情載於招股章程「持續關連交易」一節。

## Employees

As at 31 December 2023, the Group had a total of 2,701 employees (2,845 employees in total as at 31 December 2022). Total staff costs for 2023 (including the emoluments of Directors and senior management of the Company) amounted to RMB377.4 million (RMB330.7 million in 2022). The Group believes that the dedicated efforts of all of its employees are the very essence of the Group's rapid development and success in the future. The Group provides management personnel and employees with on-the-job education, training and other opportunities to improve their skills and knowledge. In general, the Group determines employee compensation based on each employee's performance, qualifications, position and seniority. The Group has made contributions to the social security funds and housing reserve for its employees in accordance with the relevant national and local social welfare laws and regulations. Employees in Hong Kong are provided with retirement benefits, under the Mandatory Provident Fund scheme.

The Group has also approved and adopted the Share Award Scheme and the Share Option Scheme. The purpose of the Share Option Scheme is to attract, retain and motivate the Directors, senior management and employees of the Group and other participants. The Share Award Scheme was also adopted to recognize the contributions by certain employees of the Group and to incentivize them to contribute to the sustainable development and high-quality growth of the Company.

## 僱員

於二零二三年十二月三十一日，本集團共有2,701名員工(於二零二二年十二月三十一日共有2,845名員工)。二零二三年的總員工成本(包括本公司董事及高級管理層酬金)為人民幣377.4百萬元(二零二二年為人民幣330.7百萬元)。本集團相信，全體員工努力不懈乃本集團迅速發展及於日後取得成功的重要因素。本集團為管理人員及僱員提供在職教育、培訓及其他機會以提升其技能及知識。一般而言，本集團根據各僱員的表現、資格、職位及資歷釐定僱員薪酬。本集團已根據國家及地方社會福利法律及法規，為僱員繳納社會保險金和住房公積金。本集團透過強制性公積金計劃為在香港的僱員提供退休福利。

本集團亦已批准及採納股份獎勵計劃及購股權計劃。購股權計劃旨在吸引、挽留及激勵本集團董事、高級管理層及僱員以及其他參與者。本集團亦採納股份獎勵計劃，以表彰本集團若干僱員作出之貢獻，並激勵彼等為本公司可持續發展及高質量增長作出貢獻。

### Retirement Benefit Plans

The Group has participated in a number of fixed contribution retirement plans for eligible employees within the Group in accordance with applicable laws and regulations.

### Remuneration Policy for Directors and Senior Management

The remunerations of Directors and senior management are determined based on their working experience, industry expertise, educational background and skills as well as the Group's performance and operating results and with reference to the remuneration policies of other companies in the industry and prevailing market rates. Directors and employees also participate in performance incentive arrangements relating to the performance of the Group and individuals.

For the year of 2023, no emoluments were paid by the Group to any Director or any of the five highest paid individuals of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

For details of remuneration paid to the Directors and the five highest paid individuals which are required to be disclosed pursuant to Appendix D2 of the Listing Rules, please refer to notes 7 and 8 to the financial statements.

### Sufficient Public Float

Based on the public information available to the Company and so far as all Directors are aware, the Company had maintained the public float as required by the Listing Rules throughout the period up to the latest practicable date prior to the publication of this annual report.

### Foreign Currency Risk

Details of foreign currency risk are set out in note 37 to the financial statements.

### Compliance with the Corporate Governance Code

For details of the Company's corporate governance practices, please refer to the section headed "Report on Corporate Governance Practices" in this annual report.

### Event after the Reporting Year

Saved as disclosed in this report, no other material events of the Group occurred after 31 December 2023 and up to the date of this annual report.

### 退休福利計劃

本集團已根據適用法律法規為本集團內合資格員工參與多種固定供款退休計劃保障。

### 董事及高級管理人員薪酬政策

董事與高級管理人員的薪酬是按照彼等工作經驗、行業專長、學歷技能及集團本身的表現和經營業績，以及參考本行業其他公司的薪酬政策與當前市價釐定。董事與員工亦參與集團及個人表現的業績激勵安排。

於二零二三年度，本集團概無支付本公司董事或薪酬最高之五位人士任何報酬以作為加入本集團或加入本集團後之獎勵或作為離職補償。

根據上市規則附錄D2須予披露的向董事及五名最高薪酬人士所支付薪酬的詳情，見財務報表附註7及8。

### 足夠公眾持股量

基於本公司所查閱的公開資料以及據全體董事所知悉，截至本年報刊發日前的最後可行日期間，本公司一直維持上市規則所規定的公眾持股量。

### 外匯風險

外匯風險的詳情載於財務報表附註37。

### 遵守企業管治守則

有關本公司企業管治常規之詳情見本年報「企業管治常規報告」一節。

### 本匯報年度後事項

除本報告披露者外，本集團於二零二三年十二月三十一日後至本年報披露日概無重大事項發生。

# Report of the Directors

## 董事會報告

### Auditors

Ernst & Young has audited the financial statements for the year ended 31 December 2023. A resolution for the re-appointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting.

All references in this part of the annual report (Report of the Directors) to other parts, sections of or notes in the annual report, form part of the Report of the Directors.

By Order of the Board of  
**China Shengmu Organic Milk Limited**  
**LU Minfang**  
*Chairman*

Hong Kong, 26 March 2024

### 核數師

安永會計師事務所已審核截至二零二三年十二月三十一日止年度的財務報表。於應屆股東週年大會將提呈決議案，續聘安永會計師事務所為本公司核數師。

本年報此部分(董事會報告)所提述的本年報其他部分、章節或附註均構成董事會報告的一部分。

承董事會命  
中國聖牧有機奶業有限公司  
主席  
盧敏放

香港，二零二四年三月二十六日



# Directors and Senior Management 董事及高級管理層

## EXECUTIVE DIRECTOR

**Mr. ZHANG Jiawang (張家旺)**, aged 45, is an executive Director and chief executive officer of the Company and is also a member of the Strategic and Sustainability Committee. Mr. ZHANG was a non-executive Director of the Company from 26 September 2016 to 29 June 2018. He was appointed to our Board as an executive Director on 25 January 2019. Mr. Zhang joined Beijing Dabeinong Technology Group Co., Ltd. (北京大北農科技集團股份有限公司) in August 2001 and has held various positions, including outreach director, president's assistant, development and investment manager, manager of strategy and development, and vice president since then. Mr ZHANG is also the vice president of China National Sand Control and Desert Industry Society and the vice president of China Dairy Association.

Mr. ZHANG received his bachelor's degree from Inner Mongolia Agricultural University (內蒙古農業大學) in July 2001, majoring in horticulture and his master degree in executive master of business administration from Renmin University of China (中國人民大學) in January 2010. He is currently studying for a doctorate degree in management jointly developed by Guanghua School of Management of Peking University and the University of Hong Kong.

Save as disclosed above, Mr. ZHANG did not hold any directorship in any public listed companies in the last three years.

## NON-EXECUTIVE DIRECTORS

**Mr. LU Minfang (盧敏放)**, aged 55, was appointed as a non-executive Director of the Company and the chairman of the Board on 30 July 2021.

Mr. LU was appointed as the vice-chairman of the board of China Mengniu, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 2319) and resigned as the chief executive officer of China Mengniu with effect from 26 March 2024. Mr. LU is the chairman and a non-executive director of Yashili (former stock code: 1230.HK), a subsidiary of China Mengniu, and the chairman and a non-independent director of Milkground, an associate of China Mengniu, a company incorporated in the PRC with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 600882). Mr. LU is also a director of International Dairy Federation.

## 執行董事

張家旺先生，45歲，為本公司執行董事兼首席執行官，彼亦擔任戰略及可持續發展委員會成員。張先生於二零一六年九月二十六日至二零一八年六月二十九日擔任本公司非執行董事。彼於二零一九年一月二十五日獲委任為本公司董事會的執行董事。張先生於二零零一年八月加入北京大北農科技集團股份有限公司，並歷任外聯總監、總裁助理、發展投資部經理、戰略發展部經理、副總裁。張先生現同時擔任中國治沙暨沙業學會副會長、中國奶業協會副會長。

張先生於二零零一年七月獲得內蒙古農業大學的學士學位(主修園藝)，並於二零一零年一月獲得中國人民大學的高級管理人員工商管理碩士學位，目前就讀北京大學光華管理學院與香港大學聯合培養管理學博士學位。

除上文所披露者外，張先生於過去三年內並無於任何上市公司擔任董事。

## 非執行董事

盧敏放先生，55歲，於二零二一年七月三十日獲委任為本公司非執行董事及董事會主席。

盧先生於二零二四年三月二十六日起被任命為中國蒙牛(一家於開曼群島註冊成立的有限公司，其股份於聯交所上市，股份代號為：2319)的副董事長並辭去中國蒙牛的首席執行官職務。盧先生為中國蒙牛的子公司雅士利(前股份代號：1230.HK)主席兼非執行董事，及中國蒙牛的聯營公司妙可藍多(一家於中國註冊成立的有限公司，其股票於上海證券交易所上市，股份代號：600882)的董事會主席兼非獨立董事。盧先生亦為國際乳品聯合會董事。

## Directors and Senior Management

### 董事及高級管理層

Mr. LU was the chief executive officer and an executive director of Yashili before his appointment as chairman of the board of directors of Yashili. Mr. LU was also a director of the following subsidiaries of Yashili, namely Yashili International Ltd. (雅士利國際有限公司), Yashili International Group Limited (雅士利國際集團有限公司), Newou Hong Kong International Co., Limited (新歐香港國際有限公司) and Mengya International Group Limited (蒙雅國際集團有限公司) (formerly known as Scient International Group Limited (施恩國際集團有限公司)). He was also the chairman and a non-executive director of China Modern Dairy until 1 February 2023, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 1117). Mr. LU was the Vice President (Greater China) of Danone Early Life Nutrition Greater China and had been with Danone S.A. and its subsidiaries (the “Danone Group”) and Dumex Baby Food Co. Ltd. for over 10 years. During his tenure at Danone Group, he demonstrated strong strategic business and market planning capabilities. With strong leadership, management skills and in-depth market knowledge, Mr. LU had contributed significantly to the success of Danone Group’s baby nutrition business in China. Prior to joining Danone Group, Mr. LU spent 9 years with Johnson & Johnson (China) Company Limited and almost 4 years with General Electric Company (China). Prior to joining China Mengniu Group, Mr. LU has over 18 years of experience in sales and marketing and has been in general manager or senior executive roles for over 10 years. Mr. LU has extensive experience in the management of fast-moving consumer products and dairy companies and has an excellent grasp and in-depth knowledge of the PRC market. Mr. LU obtained his bachelor’s degree from Fudan University (復旦大學) in Shanghai.

Save as disclosed above, Mr. LU did not hold any directorship in any public listed companies in the last three years.

盧先生獲委任為雅士利董事會主席之前，彼為雅士利總裁及執行董事。盧先生亦曾為以下雅士利附屬公司的董事：雅士利國際有限公司、雅士利國際集團有限公司、新歐香港國際有限公司及蒙雅國際集團有限公司(前稱施恩國際集團有限公司)。彼亦曾任中國現代牧業(一家於開曼群島註冊成立的有限公司，其股份於聯交所上市，股份代號：1117)主席兼非執行董事直至二零二三年二月一日。盧先生曾擔任達能早期生命營養品公司大中華區副總裁，曾服務達能SA及其附屬公司(「達能集團」)及多美滋嬰兒食品有限公司超過10年。在其任職達能集團期間已展現非凡戰略業務和市場規劃能力。盧先生憑藉其卓越的領導能力和管理技巧，以及對市場的深入瞭解，幫助達能集團在中國的嬰幼兒營養品業務取得巨大成功。加入達能集團前，盧先生曾在強生(中國)有限公司任職達9年，並在美國通用電氣(中國)服務近4年。加入中國蒙牛集團前，盧先生在銷售與市場營銷領域擁有逾18年經驗，亦擔任總經理或高層管理人員職務超過10年。盧先生具有豐富快速消費品和乳業公司管理經驗，對中國市場有充分理解和豐富知識。盧先生於上海復旦大學獲得學士學位。

除上文所披露者外，盧先生於過去三年內並無於任何上市公司擔任董事。

## Directors and Senior Management 董事及高級管理層

**Mr. ZHANG Ping (張平)**, aged 59, is a non-executive Director of the Company. He was appointed to the Board on 25 August 2020. Mr. ZHANG was an executive director of the China Mengniu during the period from December 2021 to 26 March 2024. Mr. Zhang, who joined the China Mengniu Group in 2014, is currently a vice president and the chief financial officer of the China Mengniu Group. Mr. ZHANG is also a director in several subsidiaries of Mengniu Group, including major subsidiaries Inner Mongolia Mengniu Dairy Group Limited (內蒙古蒙牛乳業(集團)股份有限公司) and Inner Mongolia Tegoxin Dairy Co., Ltd. (內蒙古特高新乳製品有限公司). He has over 33 years of experience in the fast-moving consumer goods industry, specializing in management of operation, finance and audit as well as risk control. Mr. ZHANG successively worked as manager of internal audit and system development and finance director at Swire Beverages Co., Ltd., general manager of its bottler manufacturing company and chief executive officer of Coca-Cola Bottlers Manufacturing Holdings Limited. Mr. ZHANG is also a non-executive director of Yashili (a Hong Kong-listed company) and China Modern Dairy respectively, and a non-independent director of Milkground, a company listed on Shanghai Stock Exchange. Mr. ZHANG graduated from Beijing Information Science and Technology University (北京信息科技大學) with a master's degree in management engineering.

Save as disclosed above, Mr. ZHANG did not hold any directorship in any public listed companies in the last three years.

**Mr. ZHAO Jiejun (趙傑軍)**, aged 47, is a non-executive director of the Company. He was appointed to the Board on 30 March 2020. Mr. ZHAO is currently a vice president and the head of milk resource and dairy chain of Mengniu Group (a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 2319) and is responsible for strengthening and collaborating the management of dairy segment of China Mengniu, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 2319). Mr. ZHAO is also currently a non-executive Director, chairman of the board, chairman of the nomination committee and strategy and development committee of China Modern Dairy, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 1117).

Mr. ZHAO joined Mengniu in 2000 and has served successively as regional manager, sales director, general manager of operation and general manager of planning and logistics. Mr. ZHAO has almost 20 years of experience in the dairy industry, with strong leadership qualities, and specializes in both sales management and supply chain management. Mr. ZHAO has in-depth knowledge of PRC dairy market and great foresight in the PRC dairy industry.

張平先生，59歲，為本公司非執行董事，彼於二零二零年八月二十五日獲委任加入董事會。張先生於二零二一年十二月至二零二四年三月二十六日期間擔任中國蒙牛執行董事。張先生於二零一四年加入中國蒙牛集團，現任中國蒙牛副總裁兼首席財務官。張先生亦是蒙牛集團多家附屬公司，包括主要附屬公司內蒙古蒙牛乳業(集團)股份有限公司及內蒙古特高新乳製品有限公司的董事。彼於快速消費品行業累積超過33年經驗，專責營運、財務及審計之管理以及風險監控。張先生曾就職於太古飲料公司，歷任內審及系統發展經理、財務總監、裝瓶廠總經理，及可口可樂裝瓶商生產控股有限公司首席執行官。張先生亦為香港上市公司雅士利以及中國現代牧業的非執行董事，為上海證券交易所上市公司妙可藍多的非獨立董事。張先生於北京信息科技大學管理工程學專業畢業，取得研究生學歷。

除上文所披露者外，張先生於過去三年內並無於任何上市公司擔任董事。

趙傑軍先生，47歲，為本公司非執行董事。彼於二零二零年三月三十日獲委任加入董事會。趙先生現任蒙牛集團(一間於開曼群島註冊成立的有限公司，其股份於聯交所上市，股份代號：2319)副總裁、奶源及牧業產業鏈負責人，並負責強化協同牧業板塊管理。趙先生目前亦擔任中國現代牧業(一間於開曼群島註冊成立的有限公司，其股份於聯交所上市，股份代號：1117)的非執行董事、董事會主席、提名委員會主席以及戰略及發展委員會主席。

趙先生於二零零零年加入蒙牛，並歷任區域經理、銷售總監、運營總經理、規劃物流總經理等職務。趙先生在乳製品行業擁有近20年經驗，具有強大的領導力，精通銷售管理和供應鏈管理。趙先生對中國乳製品市場具有深入瞭解，對中國乳製品行業具有很強預見性。

## Directors and Senior Management

### 董事及高級管理層

Mr. ZHAO received his bachelor's degree majoring in business administration from China University of Geosciences, Wuhan (中國地質大學(武漢)) in 2009 and his master's degree in software engineering from Beihang University (北京航空航天大學) in 2013.

Save as disclosed above, Mr. ZHAO did not hold any directorship in any public listed companies in the last three years.

**Mr. SUN Qian (孫謙)**, aged 50, is a non-executive Director of the Company. He was appointed to the Board on 26 March 2014 and he is a member of the Strategic and Sustainability Committee. Mr. SUN currently is a partner of Sequoia Capital China. Mr. SUN received a bachelor's degree in applied mathematics from Harvard University in the United States in June 1997, and a master's degree in business administration from Harvard University and a juris doctor's degree from Harvard Law School in the United States both in June 2003. Mr. SUN was a director of Bona Film Group Limited (principally engaged in film distribution business), a company listed on NASDAQ (delisted from NASDAQ on 8 April 2016), from 2007 to 2011 and a director of BIT Mining Limited (formerly known as 500.com Limited) (principally engaged in cryptocurrency mining), a company listed on the New York Stock Exchange (NYSE: BTCM), since October 2013. Mr. SUN was a director of CooTek (Cayman) Inc. (delisted from the New York Stock Exchange on 16 June 2022), a company with input method being its core business, since July 2014. From December 2013 to June 2016, Mr. SUN was a non-executive director of Dongpeng Holdings Company Limited, a company listed on the Stock Exchange (delisted from the Stock Exchange on 22 June 2016) and from October 2020 to September 2023, he has been a director of Dongpeng Holdings Company Limited listed on the Shenzhen Stock Exchange (SZ.003012).

Save as disclosed above, Mr. SUN did not hold any directorship in any public listed companies in the last three years.

趙先生於二零零九年獲得中國地質大學(武漢)的學士學位(主修工商管理)及於二零一三年取得北京航空航天大學的軟件工程碩士學位。

除上文所披露者外，趙先生於過去三年內並無於任何上市公司擔任董事。

孫謙先生，50歲，為本公司非執行董事。彼於二零一四年三月二十六日獲委任加入董事會，且彼為戰略及可持續發展委員會成員。孫先生目前擔任紅杉資本中國的合夥人。孫先生於一九九七年六月獲得美國哈佛大學應用數學學士學位，並於二零零三年六月獲得美國哈佛大學工商管理碩士學位及美國哈佛法學院法學博士學位。孫先生曾於二零零七年至二零一一年擔任納斯達克上市公司博納影業集團公司(於二零一六年四月八日自納斯達克退市)(主要從事電影發行業務)的董事，並自二零一三年十月起至今擔任BIT Mining Limited(前稱為500彩票網)(主要從事加密貨幣開採)的董事。孫先生自二零一四年七月起擔任CooTek (Cayman) Inc.(於二零二二年六月十六日自紐約證券交易所退市)(一間以輸入法為核心業務的公司)的董事。孫先生自二零一三年十二月至二零一六年六月擔任於聯交所上市的東鵬控股股份有限公司(於二零一六年六月二十二日在聯交所退市)非執行董事，自二零二零年十月至二零二三年九月擔任深交所上市的東鵬控股股份有限公司(SZ.003012)董事。

除上文所披露者外，孫先生於過去三年內並無於任何上市公司擔任董事。

## Directors and Senior Management 董事及高級管理層

**Ms. SHAO Lijun (邵麗君)**, aged 38, was appointed as a non-executive Director of the Company on 30 July 2021. Ms. SHAO is currently a director of Nong You Co., Ltd. and the general manager of Beijing Zhinong, each of which is a substantial shareholder of the Company. Ms. SHAO is currently a director of Beijing Dabeinong Technology Group Co., Ltd. (北京大北農科技集團股份有限公司), Inner Mongolia Shengmu High-tech Farming Co., Ltd. (內蒙古聖牧高科牧業有限公司), a general manager and executive director of Changchun Shengshihuinong Agriculture and Trading Co., Ltd. (長春盛世匯農農貿有限公司), and a supervisor of Beijing Dabeinong Holding Co., Ltd. (北京大北農控股有限公司), Beijing Dabeinong International Science and Technology Co., Ltd. (北京大北農國際科技有限公司). Ms. SHAO resigned from the positions of director of Shanghai Fujie Information Technology Co., Ltd. (上海富捷信息技術有限公司), Shanghai Congrong Information Technology Co., Ltd. (上海聰融信息技術有限公司), Naifen Information Technology (Shanghai) Co., Ltd. (奈紛信息技術(上海)有限公司), NetFin Works International Limited and NetFin Works Holdings Limited in January 2024. Ms. SHAO obtained a Bachelor of Law degree from China University of Mining and Technology (中國礦業大學).

Save as disclosed above, Ms. SHAO did not hold any directorship in any public listed companies in the last three years.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. WANG Liyan (王立彥)**, aged 67, was appointed as an independent non-executive Director of the Company on 28 June 2017. He is also a member of the Audit Committee and Nomination Committee. He is currently a professor of the Department of Accounting and a doctoral advisor of Guanghua School of Management in Peking University and a certified public accountant in the PRC. He obtained his doctor's degree from Peking University. His major research area lies in accounting information and corporate value, overseas listing, dual financial report, corporate governance system, environmental cost, accounting, corporate sustainability report and CSR report. He also serves as the chief editor of China Accounting Review and China Management Accounting. Mr. WANG has been an independent director of Unigroup Guoxin Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002049), since 23 March 2017. Mr. WANG has been appointed as an independent non-executive director of Jinshang Bank Co., Ltd., a joint stock company incorporated in the PRC with limited liability whose shares are listed on the Stock Exchange (stock code: 2558), since 5 November 2019. He also served as an independent director of Beijing Dabeinong Technology Group Co., Ltd. (北京大北農科技集團股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002385), until March 2023.

Save as disclosed above, Mr. WANG did not hold any directorship in any public listed companies in the last three years.

邵麗君女士，38歲，於二零二一年七月三十日獲委任為本公司非執行董事。邵女士現時為Nong You Co., Ltd.的董事及北京智農總經理，兩家公司各自為本公司的一名主要股東。邵女士現時於北京大北農科技集團股份有限公司、內蒙古聖牧高科牧業有限公司任董事；於長春盛世匯農農貿有限公司任總經理兼執行董事；於北京大北農控股有限公司，北京大北農國際科技有限公司任監事。邵女士於2024年1月辭任上海富捷信息技術有限公司，上海聰融信息技術有限公司，奈紛信息技術(上海)有限公司，NetFin Works International Limited，NetFin Works Holdings Limited的董事職務。邵女士取得中國礦業大學法學學士學位。

除上文所披露者外，邵女士於過去三年內並無於任何上市公司擔任董事。

### 獨立非執行董事

王立彥先生，67歲，於二零一七年六月二十八日獲委任為公司獨立非執行董事。彼亦為審核委員會成員及提名委員會成員。彼現時為北京大學光華管理學院會計系教授、博士生導師，及中國註冊會計師。王先生自北京大學取得博士學位，其主要研究領域是會計信息與企業價值，海外上市，雙重財務報告與公司治理機制環境成本與審計、企業可持續發展CSR報告等。彼亦擔任《中國會計評論》主編、《中國管理會計》主編。王先生自二零一七年三月二十三日起擔任深圳證券交易所上市的紫光國芯股份有限公司(股份代號：002049)獨立董事。王先生自二零一九年十一月五日起獲委任為晉商銀行股份有限公司(一間於中國註冊成立的股份有限公司，其股份於聯交所上市，股份代號：2558)的獨立非執行董事。直至二零二三年三月彼亦擔任深圳證券交易所上市的北京大北農科技集團股份有限公司(股份代號：002385)獨立董事。

除上文所披露者外，王先生於過去三年內並無於其他任何上市公司擔任董事。

## Directors and Senior Management

### 董事及高級管理層

**Mr. WU Liang (吳亮)**, aged 54, was appointed as an independent non-executive Director of the Company on 22 December 2020 and also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is currently a distinguished professor of Tongji University and the executive dean of the National Research Institute of Modernization of Tongji University (同濟大學國家現代化研究院). Mr. WU joined Xinhua News Agency (新華社) in 1993 and served in various entities of Xinhua News Agency for over 25 years. He successively worked as the chief of the economic segment and a member of the editorial board of the Outlook Weekly of Xinhua News Agency (新華社瞭望週刊社), the executive vice chief editor and the executive chief editor of the Financial National Weekly (財經國家週刊), the chairman and the chief executive officer of Outlook Think Tank (瞭望智庫) between 2006 and 2018. Mr. WU graduated from Shandong University (山東大學) with a bachelor's degree in chemistry in 1993 and also obtained his bachelor's degree in journalism from China Journalism Academy (中國新聞學院) in 1998.

Save as disclosed above, Mr. WU did not hold any directorship in any public listed companies in the last three years.

**Mr. SUN Yansheng (孫延生)**, aged 60, is appointed as an independent non-executive Director of the Company on 30 July 2021.

Mr. SUN is currently an independent director of Newonder Special Electric Co., Ltd. (新華都特種電氣股份有限公司), a company incorporated in the People's Republic of China with limited liability whose shares are listed on the National Equities Exchange and Quotations (stock code: 837503), an independent non-executive director of Steve Leung Design Group Limited (香港梁志天設計集團有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 2262), an independent director of Meizhongjiahe Medical Technology Development Group Co., Ltd. (a limited company registered and established in the PRC, with its shares listed on the Hong Kong Stock Exchange (stock code: 2453)), an independent director of Arctech Solar Holding Co., Ltd. (江蘇中信博新能源科技股份有限公司), a company incorporated in the People's Republic of China with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 688408), an independent director of Lanpec Technologies Limited (甘肅藍科石化高新裝備股份有限公司), a company incorporated in the People's Republic of China with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 601798), an independent director of Mudanjiang Hengfeng Paper Co., Ltd. (牡丹江恒豐紙業股份有限公司), a company incorporated in the People's Republic of China with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 600356) and a director of China National Machinery Industry International Co., Ltd. (中國機械國際合作股份有限公司). Until June 2022, Mr. SUN also served as an independent director of Jiangsu Zhongxin Bo Xin Energy Technology Co., Ltd. (a limited company registered and established in the PRC, with its shares listed on the Shanghai Stock Exchange (stock code: 688408)).

吳亮先生，54歲，於二零二零年十二月二十二日獲委任為本公司獨立非執行董事，同時擔任審核委員會成員、薪酬委員會成員及提名委員會成員。彼目前為同濟大學特聘教授及同濟大學國家現代化研究院執行院長。吳先生於一九九三年加入新華社並於新華社的多個實體中任職逾25年。彼於二零零六年至二零一八年期間先後擔任新華社瞭望週刊社經濟部主任及編委會成員、《財經國家週刊》常務副編輯及執行總編輯、瞭望智庫董事長兼總裁。吳先生於一九九三年畢業於山東大學，獲化學專業學士學位，並於一九九八年畢業於中國新聞學院，獲新聞專業學士學位。

除上文所披露者外，吳先生於過去三年內並無於任何上市公司擔任董事。

孫延生先生，60歲，於二零二一年七月三十日獲委任為本公司獨立非執行董事。

孫先生現時為新華都特種電氣股份有限公司(一家於中華人民共和國註冊成立的有限公司，其股份在全國中小企業股份轉讓系統上市(股份代號：837503))的獨立董事、為美中嘉和醫學技術發展集團股份有限公司(一家於中華人民共和國註冊成立的有限公司，其股份在香港聯交所上市(股份代號：2453))和香港梁志天設計集團有限公司(一家於開曼群島註冊成立的有限公司，其股份在聯交所上市(股份代號：2262))的獨立非執行董事、江蘇中信博新能源科技股份有限公司(一家於中華人民共和國註冊成立的有限公司，其股份在上海證券交易所上市(股份代號：688408))的獨立董事、甘肅藍科石化高新裝備股份有限公司(一家於中華人民共和國註冊成立的有限公司，其股份於上海證券交易所上市(股份代號：601798))的獨立董事、牡丹江恒豐紙業股份有限公司(一家於中華人民共和國註冊成立的有限公司，其股份於上海證券交易所上市(股份代號：600356))的獨立董事及中國機械國際合作股份有限公司的董事。直至2022年6月彼亦為江蘇中信博新能源科技股份有限公司(一家於中華人民共和國註冊成立的有限公司，其股份在上海證券交易所上市(股份代號：688408))的獨立董事。

## Directors and Senior Management 董事及高級管理層

Mr. SUN qualified as a PRC Lawyer in June 1994 and founded Beijing Tian Yin Law Firm (北京市天銀律師事務所) in December 2002. From February 2013 to April 2016, he was a member of the planning committee of the China Securities Regulatory Commission, which was principally engaged in the carrying out of forward-looking research on and to propose solutions to capital market-related laws and policies, where he was mainly responsible for advising on regulatory reform as well as carrying out research on capital market supervision, registration reform and information disclosure. Since April 2016, he has been the founding partner of Beijing Duncheng Investment Management Consultation Centre (Limited Partnership) (北京敦誠投資管理諮詢中心(有限合伙)), which is principally engaged in the provision of investment advice on industries and government guidance and the management of industry funds, where he is mainly responsible for participating in the formation of industry funds, guiding the formation of local government industrial funds and serving as a listed company and government financing and strategic adviser.

Mr. SUN obtained a Bachelor of Law degree from the Inner Mongolia University (內蒙古大學), the PRC in 1986 and a Master of Law degree from the Renmin University of China (中國人民大學), the PRC in 2003. He also received a certificate of completion for a postgraduate course in political economics from the Harbin Institute of Technology (哈爾濱工業大學), the PRC in 1999.

Save as disclosed above, Mr. SUN did not hold any directorship in any public listed companies in the last three years.

### SENIOR MANAGEMENT

**Mr. ZHANG Jiawang (張家旺)**, aged 45, is the chief executive officer and executive Director of the Company. His biographical details are set out under the section "Executive Director" above.

**Ms. GAO Lingfeng (高凌鳳)**, aged 53, holds a master's degree in business administration from Inner Mongolia University of Technology. Ms. GAO Lingfeng joined China Shengmu in 2009 and is currently the head of support system and vice president of China Shengmu. She is responsible for the coordination and management of the Company's milk resource quality, milk sales, human resources, administration and outreach. Ms. GAO Lingfeng has extensive experience in the operation and management of the entire livestock breeding industry chain. Ms. GAO has worked for Yili Group and Mengniu Group, holding various positions including Director of Quality Inspection Department, Director of Quality Control Management Centre, Director of OEC Office and General Manager of Western Business Division. She was awarded the title of "Outstanding Dairy Worker of the Year 2022", "Outstanding Person of Inner Mongolia Famous and Special Agricultural and Livestock Products Output in 2023" and "The Most Beautiful Science and Technology Worker".

孫先生於一九九四年六月獲得中國律師資格並於二零零二年十二月成立北京市天銀律師事務所。於二零一三年二月至二零一六年四月，彼為中國證券監督管理委員會規劃委員會(主要從事資本市場相關法律及政策的前瞻性研究及提出解決方案)的研究員，主要負責對監管改革提供意見以及進行資本市場監管、登記改革及資料披露研究。自二零一六年四月以來，彼為北京敦誠投資管理諮詢中心(有限合伙)(主要從事提供行業投資意見及政府指引以及管理行業基金)的合夥創始人，主要負責參與成立行業基金、指導成立地方政府行業基金及擔任上市公司及政府的融資及策略顧問。

孫先生於一九八六年獲得中國內蒙古大學法律學士學位，及於二零零三年獲得中國人民大學(中國)法律碩士學位。彼亦於一九九九年取得中國哈爾濱工業大學政治經濟學研究生課程結業證書。

除上文所披露者外，孫先生於過去三年內並無於任何上市公司擔任董事。

### 高級管理層

張家旺先生，45歲，為本公司首席執行官兼執行董事。其履歷詳情載於以上「執行董事」段內。

高凌鳳女士，53歲，內蒙古工業大學工商管理碩士學位。高凌鳳女士於2009年加入中國聖牧，現任中國聖牧支持系統負責人、副總裁。彼負責公司奶源質量、牛奶銷售、人力資源、行政外聯業務的統籌與管理。高凌鳳女士有著豐富的畜牧養殖全產業鏈運營管理工作經驗。高女士曾就職於伊利集團、蒙牛集團，擔任過質檢部主任、品控管理中心主任、OEC辦公室主任、西部事業部總經理等多個職務。榮獲「2022年度優秀奶業工作者」稱號、2023年內蒙古名優特農畜產品輸出傑出人物和「最美科技工作者」稱號。

## Directors and Senior Management

### 董事及高級管理層

**Mr. NIU Yuesheng (牛月生)**, aged 49, holds a master's degree and graduated from Inner Mongolia University majoring in business administration. He is a senior accountant, a senior international financial manager and an international certified public accountant. Mr. NIU Yuesheng joined Shengmu Group in 2019 and is currently the Chief Financial Officer and Vice President of China Shengmu. Mr. NIU is responsible for the Group's finance and digital intelligence, including the coordination and management of strategic finance, operational finance, shared finance and investment and financing business. Mr. NIU Yuesheng has worked for Mengniu Group and has many years of experience in finance, having held various positions including factory finance manager, senior finance director of supply chain and senior director of investment and equity management. Mr. NIU Yuesheng is also an expert member appointed by the Inner Mongolia Digitizing Association.

**Mr. LIU Gaofei (劉高飛)**, aged 42, holds a doctorate degree in animal husbandry and graduated from Xinjiang Agricultural University majoring in animal husbandry. He is a senior animal husbandry officer, senior economist and senior food safety manager. Mr. LIU Gaofei joined Shengmu Group in 2019 and is currently the Head of Operations System and Vice President of China Shengmu China. He is responsible for the Group's procurement management, farm technology operation and feed production management. Mr. LIU Gaofei has extensive experience in the operation and management of the dairy farming industry chain. Mr. LIU worked for Mengniu Group and held various positions including General Manager of the General Management Centre and General Manager of the Quality and Safety Management Centre.

**Mr. LI Kwok Fat (李國發)**, aged 48, was appointed as Company Secretary of the Company in 2022. Mr. LI is currently the company secretary and financial controller of China Modern Dairy Holdings Ltd. (stock code: 1117.HK). Mr. LI is a member of The Hong Kong Chartered Governance Institute, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. LI holds a master degree of finance and a master's degree in corporate governance from The Hong Kong Polytechnic University. Mr. LI has over 19 years of experience in corporate finance, accounting, corporate secretarial and compliance service field.

For details of Directors' interests (as defined in Part XV of the SFO) in shares of the Company, please refer to the section headed "Report of the Directors – Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company" in this annual report.

Save as disclosed above, no further information of our Directors or senior management is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) under the Listing Rules.

牛月生先生，49歲，碩士研究生，於內蒙古大學工商管理專業畢業。高級會計師、高級國際財務管理師、國際註冊會計師。牛月生先生於2019年加入聖牧集團，現任中國聖牧首席財務官、集團副總裁。牛先生整體負責集團財務工作及數智化建設，包括對戰略財務、運營財務、共享財務及投融資業務的統籌與管理。牛月生先生曾就職於蒙牛集團，擁有多年財務工作經驗，先後擔任過工廠財務經理、供應鏈高級財務總監、投資與股權管理高級總監等多個職務。牛月生先生同時為內蒙古數字化學會聘任的專家委員。

劉高飛先生，42歲，畜牧學博士研究生，於新疆農業大學畜牧學專業畢業。高級畜牧師、高級經濟師、高級食品安全管理師。劉高飛先生於2019年加入聖牧集團，現任中國聖牧運營系統負責人、副總裁。彼負責集團採購管理、牧場技術運營、飼料生產管理等工作。劉高飛先生有著豐富的奶牛養殖產業鏈運營管理經驗。劉先生曾就職於蒙牛集團，歷任奶源綜合管理中心總經理、質量安全管理中心總經理等多個職務。

李國發先生，48歲，於二零二二年獲委任為本公司公司秘書。李先生目前為中國現代牧業控股有限公司(股份代號：1117.HK)的公司秘書兼財務總監。李先生為香港公司治理公會、英國特許公認會計師公會及香港會計師公會的會員。李先生持有香港理工大學金融碩士學位及企業管治碩士學位。李先生於企業財務、會計、企業秘書及合規服務等領域擁有超過19年的經驗。

有關我們董事於本公司股份中擁有的權益(定義見證券及期貨條例第XV部)的詳情，請參照本年報中「董事會報告—董事及最高行政人員在本公司股份、相關股份及債權證的權益和淡倉」一節。

除上述披露外，概無我們董事或高級管理層的其他數據須根據上市規則第13.51(2)(h)至(v)條作出披露。



# Report on Corporate Governance Practices

## 企業管治常規報告

### Overview

The Company ensures that the Company and its subsidiaries are committed to achieving and maintaining high standards of corporate governance. The Board understands the influence and importance of high standards of corporate governance on the value of the Company, and that good corporate governance is in the interest of the Company and shareholders as a whole.

We have adopted, applied and complied with the code provisions contained in the Corporate Governance Code (the “**Corporate Governance Code**”) as set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time) for the year ended 31 December 2023.

### Board of Directors

The Board is the decision-making body of the Company, and is responsible for formulating overall strategies and policies of the Group and approving its implementation plans to ensure that the Group achieves its goal swiftly. For the year ended 31 December 2023, the responsibilities performed by the Board include : formulation of strategies of the Company; formulation of development goals, guidelines and policies and implementation plans of the Company; control of and assessment on the fulfillment of the Company’s financial and operating goals; review and approval of annual financial budgets, final accounts plans, profit distribution plans and compensation plans of the Company; establishment of effective internal control systems for risks assessment; and review and approval of the Company’s material contracts and transactions, information disclosure, connected transactions and other matters required to be handled by the Board.

Moreover, the functions of corporate governance of the Board include : formulation and review of corporate governance policies and practices of the Company; review and monitoring of the training and continuous professional development of the Directors and senior management; review and monitoring of the Company’s policies and practices on compliance with legal and regulatory requirements; formulation, review and monitoring of the code of conducts for staff and the Directors; and review of the Company’s compliance with other provisions contained in the Listing Rules from time to time and disclosure in the Corporate Governance Report.

### 概覽

本公司確保本公司及其附屬公司實現及保持高水平的企業管治。董事會深知實現高水平的企業管治對公司的價值影響及重要性，良好的企業管治對本公司及股東整體有利。

於截至二零二三年十二月三十一日止年度，我們已採納、應用並遵守香港聯合交易所有限公司證券上市規則(「上市規則」)(經不時修訂)附錄C1所載《企業管治守則》(「企業管治守則」)載列的守則條文規定。

### 董事會

董事會是本公司的經營決策機構，負責制定本集團之整體策略及政策、批准本集團之實施計劃，以確保集團目標的順利實現。截至二零二三年十二月三十一日止年度，董事會所履行之職責包括：制訂公司策略；制訂公司發展目標、方向政策及實施計劃；監控及評估公司財務及營運目標的實現；審核及批准公司年度財務預算方案、利潤分配方案及彌補虧損方案；建立有效的內部控制體系來進行風險評估；及審核及批准公司重大合約及交易、信息披露、關連交易、以及其他須由董事會處理之事務。

另外，本公司董事會之企業管治職能包括：制定及檢討公司的企業管治政策及常規；審查及監察董事及高級管理層的培訓及持續專業發展情況；審查及監察公司在法律遵守及監管規定執行方面的政策及常規；制定、審查及監察員工及董事的職業操守守則；及審查公司遵守上市規則不時載列的情況及在《企業管治報告》內的披露。

# Report on Corporate Governance Practices

## 企業管治常規報告

### DELEGATION BY THE BOARD

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to several committees under the Board (including the Audit Committee, Remuneration Committee, Nomination Committee and Strategic and Sustainability Committee) and senior management. All Board committees perform respective functions and duties within their terms of reference (which are available for inspection by the public on the websites of the Company and the Stock Exchange).

With the leadership of the chief executive officer, the senior management is delegated by the Board with authorities and duties on the daily operation and management of the Group. The delegated functions and work progress will be reviewed regularly. Approval from the Board shall be obtained by the Company before entering into of any material transactions.

### COMPOSITION OF THE BOARD

As at the date of this annual report, the Board comprised nine Directors, including one executive Director (Mr. ZHANG Jiawang); five non-executive Directors (Mr. LU Minfang, Mr. ZHANG Ping, Mr. ZHAO Jiejun, Mr. SUN Qian and Ms. SHAO Lijun); and three independent non-executive Directors (Mr. WANG Liyan, Mr. WU Liang and Mr. SUN Yansheng). The Chairman of the Board of the Company is Mr. LU Minfang.

Save as disclosed in the section headed "Directors and Senior Management", there was no financial, business, family or other material relationship between the Directors of the Company and in particular, between the Chairman of the Board of the Company and the chief executive officer.

Biographical details of the existing Directors are set out in the section headed "Directors and Senior Management" in this annual report.

### APPOINTMENT, RE-ELECTION AND DISMISSAL OF DIRECTORS

Each of the Directors (including independent non-executive Directors) has signed a service agreement or an appointment letter with the Company for a term of three years. The Directors shall be subject to retirement from office by rotation or re-election at the forthcoming annual general meeting of the Company pursuant to Article 16 of the Articles of Association of the Company (the "Articles").

### 董事會授權

為協助董事會履行其職責及促進有效管理，董事會若干職能已由董事會轉授予多個董事委員會(包括審核委員會、薪酬委員會、提名委員會及戰略及可持續發展委員會)及高級管理層。所有董事委員會根據其各自的職權範圍(可供公眾於本公司及聯交所網站查閱)履行其各自的職責。

在首席執行官的領導下，高級管理層獲董事會轉授本集團日常營運及管理的職權及責任。轉授的職能及工作任務會定期進行檢討。本公司於訂立任何重大交易前須取得董事會的批准。

### 董事會之組成

於本年報日期，董事會由九名董事組成，包括一名執行董事(張家旺先生)、五名非執行董事(盧敏放先生、張平先生、趙傑軍先生、孫謙先生及邵麗君女士)；以及三名獨立非執行董事(王立彥先生、吳亮先生及孫延生先生)。本公司董事會主席為盧敏放先生。

除「董事及高級管理層」一節所披露者外，本公司董事之間(尤其是本公司董事會主席與首席執行官之間)概無財務、業務、家族或其他重大關係。

現任董事簡歷詳見本年報「董事及高級管理層」章節。

### 委任、重選及罷免董事

每名董事(包括獨立非執行董事)已與本公司簽訂了為期三年的服務合約或委任書。董事須根據本公司的組織章程細則(「細則」)第16條，在本公司下屆股東週年大會上輪值告退或重選。

# Report on Corporate Governance Practices

## 企業管治常規報告

Pursuant to Article 16.2 of the Articles of Association of the Company (“Articles”), any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following general meeting of the Company and shall then be eligible for the re-election. Pursuant to Article 16.3 of the Articles, any Director appointed by ordinary resolution to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

According to Article 16.18 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 of the Articles shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

### DIVERSITY POLICY

The Board implements a policy of diversified composition of the Board. For the purpose of sustained and balanced development, the Company recognises that the Board diversity is critical for facilitating its strategic goals and maintaining its sustainable development. The Board appoints members based on their skills and qualifications, and also considers the value of having a diverse mix of perspectives and backgrounds. The Board considers various aspects of diversity, such as gender, age, culture, education, career, skills, knowledge and tenure, in its initial selection of Board members. After that, the Board matches the Company’s specific requirements for talents with business goals and strategies at different phases of development. As of the date of this report, the Board consists of nine Directors, one lady and eight gentlemen, who have diverse and professional backgrounds. Three of the Directors are independent non-executive Directors, who contribute to a critical review and oversight of the board management process. Having reviewed the board diversity policy and the Board’s composition, the Nomination Committee considered that the requirements of the board diversity policy had been met and no measurable objective had been set to implement the board diversity policy.

The Company will, from time to time, review the composition of the Board and continue to look out for, among others, suitable female talents, to ensure a pipeline of diverse directorship candidates. This ongoing process reflects the Company’s dedication to diversity and inclusive excellence at the leadership level.

根據本公司組織章程細則(「細則」)第16.2條，獲董事會委任以填補臨時空缺或作為新增董事的任何董事任期僅直至本公司下屆股東大會，及符合資格膺選連任。根據細則第16.3條，經普通決議案獲委任以填補臨時空缺或作為新增董事的任何董事任期僅直至本公司下屆股東大會，及符合資格膺選連任。

根據細則第16.18條規定於本公司每屆股東週年大會上，當時為數三分之一的董事(如董事人數並非三或三的倍數，則須為最接近但不少於三分之一的董事人數)須輪流退任，惟所有董事(包括有特定任期的董事)須最少每三年輪流退任一次。確定輪流退任的董事時，並不計算根據細則第16.2條委任的董事。退任董事將留任至其退任的會議結束為止，惟合資格應選連任。本公司於任何董事退任的股東週年大會上，可推選相同數目的人士出任董事以填補空缺。

### 多元化政策

董事會採取了董事會多元化政策。為達致可持續的均衡發展，本公司意識到促進董事會多元化對支持其達到戰略目標及維持可持續發展的重要性。董事會所有委任均根據用人唯才原則作出，董事會根據成員的技能及資歷委任其成員，同時亦考慮到多元化觀點及背景的價值。董事會在初步遴選董事會成員時會考慮多元化的各個方面，如性別、年齡、文化、教育、職業、技能、知識及任期等。之後，董事會將本公司對人才的具體要求與不同發展階段的業務目標及戰略相匹配。截至本報告發佈之日，董事會由九名董事組成，其中一名女士及八名男士，彼等擁有不同的專業背景。其中三位董事為獨立非執行董事，彼等對董事會的管理過程進行嚴格檢討及監督。經檢討董事會多元化政策及董事會組成後，提名委員會認為董事會多元化政策的要求已達到，並無設定可衡量的目標以執行董事會多元化政策。

本公司將不時檢討董事會的人員組成，並繼續尋求(其中包括)合適的女性人才，確保多元化的董事候選人儲備。持續推動這一進程表明本公司致力於實現領導層的多元化及人才包容。

# Report on Corporate Governance Practices

## 企業管治常規報告

As of 31 December 2023, 64% of the Company's employees (including senior management) are male, whereas 36% of the Company's employees (including senior management) are female, which the Company believes is a good and healthy gender ratio of the workforce. The Company is committed to ending gender discrimination, promoting gender equality, and safeguarding the legal rights and interests of female employees. Moving forward, the Company remains committed to embracing diversity and ensuring gender equality in its talent acquisition efforts. This steadfast approach reflects the Company's dedication to fostering an inclusive workplace. The Company will consistently integrate these core principles into its recruitment strategies.

The Board will from time to time review the board diversity policy, as appropriate, to ensure its effectiveness.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

During the reporting period, the Company complied with Rule 3.10(1) and Rule 3.10(2) of the Listing Rules which requires the Company to maintain at least three independent non-executive Directors and have an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise. Mr. WANG Liyan, one of the independent non-executive Directors of the Company is a certified public accountant in the PRC.

The Company has received the letter of confirmation issued by each of the independent non-executive Directors as to his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all the independent non-executive Directors are independent.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. LU Minfang is the Chairman of the Board, while Mr. ZHANG Jiawang is the Chief Executive Officer of the Company. As such, the roles of the chairman and the chief executive officer of the Company are separate and performed by different individuals.

### BOARD PROCEDURES

#### *Meeting Arrangement*

The Board meets at least four times a year and additional operational meetings are also held, when required. The Company Secretary is responsible for preparing agenda and notices for the meetings. Senior management of the Group also provides to the Directors in a timely manner relevant information regarding key business developments of the Group and issues affecting the Group. Agenda and other information decks are normally delivered to the Directors before the meetings. The Directors also have independent access to the senior management in respect of operational issues. The Directors may take independent professional advice where appropriate to discharge their duties, at the Company's expenses.

截至二零二三年十二月三十一日，本公司64%的員工(包括高級管理層)為男性，而36%的員工(包括高級管理層)為女性，本公司認為這是一個良好、健康的員工性別比例。本公司致力於消除性別歧視，促進性別平等，維護女性員工的合法權益。未來，本公司仍將致力於實施多元化政策並確保招聘過程中的性別平等。這一堅定方針反映出本公司營造包容性工作環境的決心。本公司將持之以恆將該等核心原則納入其招聘策略中。

董事會將不時檢討董事會多元化政策，以確保其有效性。

### 獨立非執行董事

於報告期內，本公司已遵守上市規則第3.10(1)及3.10(2)條有關本公司須至少包括三名獨立非執行董事且其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專長的規定。本公司其中一名獨立非執行董事王立彥先生為中國註冊會計師。

本公司已接獲各獨立非執行董事就彼等根據上市規則第3.13條規定之獨立性要求做出的書面確認，故我們認為彼等均為獨立人士。

### 主席及首席執行官

盧敏放先生為董事會主席，而張家旺先生為本公司首席執行官。因此，本公司主席及首席執行官的角色有所區分，且由不同人士擔任。

### 董事會程序

#### *會議安排*

董事會每年最少舉行4次會議，亦會在有需要時額外舉行業務會議。公司秘書負責編製會議議程和通告。本集團高級管理層亦適時向董事提供有關本集團主要業務發展和影響本集團事項的資料。議程和其他資料通常會在舉行會議前發給董事。董事也可就營運事宜個別與高級管理層商討。董事可在適當情況下徵詢獨立專業意見，以便履行職責，費用由本公司負擔。

# Report on Corporate Governance Practices

## 企業管治常規報告

### Record of Meetings

Minutes of meetings of the Board and Board Committees are kept by the Company Secretary and are not only available for inspection by the Directors but also sent to the Directors for their records. All Directors have access to the Company Secretary, who is responsible for ensuring that the Board procedures are complied with and advising the Board on compliance matters.

### 會議紀錄

董事會和董事委員會的會議紀錄由本公司的公司秘書負責保存，不但可供董事查閱，亦呈交各董事以作紀錄。全體董事均可與本公司的公司秘書聯絡，而公司秘書負責確保董事會符合法規程序並就此向董事會提出建議。

### BOARD MEETINGS

The Board convenes a meeting on a regular basis and at least four meetings each year. In 2023, the Board held 4 meetings at which the operating results, investment issues, etc. of the Company were considered and discussed.

### 董事會會議

董事會定期開會並每年舉行最少4次會議。於二零二三年，董事會共舉行4次會議討論公司經營業績、投資事項等。

Attendance record is below :

出席記錄如下：

Members	董事會成員	Number of Board meetings attended/ held during the year 年內出席／舉行董事會會議次數	Attendance 出席率
<b>Executive Director</b>	<b>執行董事</b>		
Mr. ZHANG Jiawang (Chief Executive Officer)	張家旺先生 (首席執行官)	4/4	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. LU Minfang (Chairman)	盧敏放先生(主席)	4/4	100%
Mr. ZHANG Ping	張平先生	4/4	100%
Mr. ZHAO Jiejun	趙傑軍先生	4/4	100%
Mr. SUN Qian	孫謙先生	4/4	100%
Ms. SHAO Lijun	邵麗君女士	4/4	100%
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. WANG Liyan	王立彥先生	4/4	100%
Mr. WU Liang	吳亮先生	4/4	100%
Mr. SUN Yansheng	孫延生先生	4/4	100%

# Report on Corporate Governance Practices

## 企業管治常規報告

### Director Training

According to the code provision C.1.4 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Company is responsible for arranging suitable training for all Directors at the Company's expense. The Group continuously updates the Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

A summary of training received by the Directors during the year ended 31 December 2023 according to the records provided by the Directors is as follows :

### 董事培訓

根據企業管治守則的守則條文C.1.4，全體董事須參與持續的專業發展，以發展及更新他們的知識及技能，確保他們對董事會的貢獻保持知情及相關。本公司負責為全體董事安排適當的培訓，費用由本公司承擔。本集團不斷向董事介紹有關上市規則及其他適用的監管規定的最新發展，以確保他們遵守並提高他們對良好企業管治的認識。

根據董事提供的記錄，截至二零二三年十二月三十一日止年度，董事接受的培訓概要如下：

Directors	董事	Type of trainings 培訓類別
<b>Executive Director</b>	<b>執行董事</b>	
Mr. ZHANG Jiawang	張家旺先生	A,B,C
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Mr. LU Minfang	盧敏放先生	A,B,C
Mr. SUN Qian	孫謙先生	A,B,C
Mr. ZHANG Ping	張平先生	A,B,C
Mr. ZHAO Jiejun	趙傑軍先生	A,B,C
Ms. SHAO Lijun	邵麗君女士	A,B,C
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. WANG Liyan	王立彥先生	A,B,C
Mr. WU Liang	吳亮先生	A,B,C
Mr. SUN Yansheng	孫延生先生	A,B,C

A : Reading materials, journals and updates relating to the business and industry development

B : Reading materials relevant to the latest development of the Listing Rules and other applicable regulatory requirement

C : Attending or delivering seminars and/or conferences and/or forums

A : 閱讀與企業和行業發展有關的材料、期刊及最新資訊

B : 閱讀與上市規則的最新發展及其他適用的監管規定有關的材料

C : 參加或舉辦研討會及／或會議及／或論壇

### Board Committees

The Company has four Board committees, namely the Remuneration Committee, the Nomination Committee, the Audit Committee and the Strategic and Sustainability Committee. Each committee performs its work in accordance with the terms of reference approved by the Board.

### Remuneration Committee

The Company established the Remuneration Committee on 18 June 2014 in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Remuneration Committee was established with written terms of reference in compliance with the Corporate Governance Code. The primary functions of the Remuneration Committee include determining the policies in relation to human resources management, reviewing the Company's remuneration policies and determining remuneration packages for the Directors and senior management members. As at 31 December 2023, the Remuneration Committee comprised one non-executive Director (Mr. ZHANG Ping) and two independent non-executive Directors (Mr. SUN Yansheng and Mr. WU Liang) and was chaired by Mr. SUN Yansheng.

According to the terms of reference of the Remuneration Committee of the Company, the Remuneration Committee convenes at least one meeting in each year. In 2023, the Remuneration Committee convened one meeting, whereby the overall remuneration policy and structure for the Company's Directors and senior management members and proposals on the establishment of standard and transparent procedures for the formulation of remuneration policies were reviewed, as well as reviewing and approving matters relating to the Share Award Scheme. The Remuneration Committee reviewed and approved the grant of 87,388,000 Award Shares to 66 middle and senior management personnel of the Group (excluding Directors), and 12,566,000 Award Shares to Mr. Zhang Jiawang, an executive director of the Company, on 21 April. The Remuneration Committee consider that the grant of award shares as an incentive to motivate the management team and retain talents for the continuous growth of the Group, is fair and reasonable and in the best interests of the Company and its shareholders as a whole.

### 董事會委員會

本公司下設四個董事會委員會，分別為薪酬委員會、提名委員會、審核委員會及戰略及可持續發展委員會，各委員會分別按照經董事會批准通過的職權範圍開展工作。

### 薪酬委員會

本公司於二零一四年六月十八日根據上市規則附錄C1所載《企業管治守則》的規定成立薪酬委員會，並制訂了符合企業管治守則的書面職權範圍。薪酬委員會的主要職能包括確定有關人力資源管理的政策、檢討本公司的薪酬政策及釐定董事及高級管理層成員的薪酬待遇。於二零二三年十二月三十一日，薪酬委員會由一名非執行董事（張平先生）及兩名獨立非執行董事（孫延生先生及吳亮先生）組成，並由孫延生先生擔任主席。

依據本公司薪酬委員會的職權範圍，薪酬委員會每年至少召開一次會議。於二零二三年度，薪酬委員會舉行1次會議，對本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而透明的程序制訂薪酬政策等方面進行了檢討及審閱和批准股份激勵計劃相關事項。薪酬委員會已審閱並批准於四月二十一日根據股份獎勵計劃向本集團66名中高級管理人員（不包括董事）授出87,388,000股獎勵股份及向本公司執行董事張家旺先生授出12,566,000股獎勵股份。薪酬委員會認為，作為激勵管理團隊及留住人才以促進本集團持續發展的激勵措施，授出獎勵股份屬公平合理並符合本公司及其股東的整體最佳利益。

# Report on Corporate Governance Practices

## 企業管治常規報告

### Nomination Committee

The Company established the Nomination Committee on 18 June 2014 in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Nomination Committee was established with written terms of reference in compliance with the Corporate Governance Code. The primary duties of the Nomination Committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board. As at 31 December 2023, the Nomination Committee comprised a non-executive director (Mr. LU Minfang) and two independent non-executive Directors (Mr. WANG Liyan and Mr. WU Liang) and was chaired by Mr. LU Minfang.

The Nomination Committee recommends potential candidates to appointments on the Board based on merits of such candidates, having regard for the benefits of diversity of the members of the Board and the necessity of ensuring a balanced composition of expertise appropriate for the businesses of the Group. The selection of potential candidates is based on a range of diverse factors, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills, knowledge, and leadership qualities, and ultimately, the contribution that such candidates will be able to bring to the Board, to complement the abilities of existing Directors.

According to the terms of reference of the Nomination Committee of the Company, the Nomination Committee convenes at least one meeting in each year. In 2023, the Nomination Committee convened one meeting, whereby the members discussed the structure and composition of the Board of the Company, performed qualification review on preliminary candidates recommended by the management of the Company and identified suitable candidates, advised on the proposed changes to the Board for the purpose of the Company's corporate strategies and assessed the independence of independent non-executive Directors. Prior to election of a new Director, the chairman of the Nomination Committee submits recommendations and relevant materials of the directorial candidates to the Board of the Company based on the nomination policy of the Company for directorship.

### NOMINATION POLICY

The Company adopted a nomination policy for directorship (the "Nomination Policy") on 24 March 2023 which supplements the Terms of Reference of the Nomination Committee. It aims to set out the processes and criteria for the nomination of a candidate for directorship in the Company which seeks to ensure that all nominations of Board members are fair and transparent in order to facilitate the constitution of the Board with a balance of skills, experience and diversity of perspectives that is appropriate to the requirements of the Company's business.

### 提名委員會

本公司於二零一四年六月十八日根據上市規則附錄C1所載《企業管治守則》的規定成立提名委員會，並制訂了符合企業管治守則的書面職權範圍。提名委員會的主要職責為就填補董事會職位空缺的候選人向董事會作出推薦建議。於二零二三年十二月三十一日，提名委員會由一名非執行董事（盧敏放先生）及兩名獨立非執行董事（王立彥先生及吳亮先生）組成，並由盧敏放先生擔任主席。

提名委員會建議，委任董事會成員的潛在人選應考慮董事會成員多元化的益處及確保適合本集團業務所需的專家組成均衡的必要性後，任人唯賢。選擇潛在人選乃基於眾多可補足現有董事能力不同因素，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他方面）、技能、知識儲備、領導能力及該人選將可為董事會帶來的貢獻。

依據本公司提名委員會的職權範圍，提名委員會每年至少召開一次會議。於二零二三年度，提名委員會共舉行1次會議。會上各成員對本公司的董事會架構、人員組成等方面進行討論、對本公司管理層推薦的初步候選人進行資格審查並甄選合適候選人，並為配合本公司的企業策略而擬對董事會作出的變動提出建議，同時對獨立非執行董事的獨立性進行了評價。於遴選一名新董事前，根據本公司董事提名政策，提名委員會主席向本公司董事會提交候選董事的推薦意見及相關材料。

### 提名政策

本公司於二零二三年三月二十四日採納董事職位的提名政策（「提名政策」），該政策補充提名委員會的職權範圍。該政策旨在載列提名本公司董事候選人的程序及標準，力爭確保全體董事會成員的提名屬公平透明，以促進董事會的組成，使其具有適合本公司業務要求的技能、經驗及多樣化觀點的平衡。



### 1. SELECTION CRITERIA

1.1. When considering a candidate nominated for directorship or a director's proposed re-appointment, the Nomination Committee will take into account the following factors as a reference :

- whether the qualification, skills, experience and industry knowledge of the candidate meet the business needs or are in line with the long-term development of the Company;
- effect on the board's composition and diversity in all its aspects, including but not limited to gender, age (18 years old or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and the compliance with the diversity policy of the Company;
- commitment of the candidate to devote sufficient time to effectively discharge his/her duties. In this regard, the number and nature of offices held by the candidate in public companies or organisations, and other executive appointments or significant commitments will be considered;
- any potential/actual conflicts of interest that may arise if the candidate is selected;
- for the appointment or re-appointment of independent non-executive directors, the independence of the candidate and his/her immediate family from the Company; and
- in the case of a proposed re-appointment of an independent non-executive director ("INED"), the number of years he/she has already served.

The above factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate on a case by case basis.

### 1. 甄選標準

1.1. 在考慮獲提名擔任董事的候選人或董事擬獲重新委任時，提名委員會將考慮以下因素作為參考：

- 候選人的資質、技能、經驗及行業知識是否符合業務需要或符合本公司的長期發展；
- 對董事會的組成及各方面多樣性的影響，包括但不限於性別、年齡(18歲或以上)、文化和教育背景、種族、專業經驗、技能、知識和服務年限，以及遵守本公司的多樣性政策；
- 候選人承諾投入足夠的時間來有效履行其職責。就此而言，將考慮候選人在上市公司或組織中擔任職務的數目及性質，以及其他行政委任或重大承擔；
- 倘候選人獲選中，可能出現的任何潛在／實際的利益衝突；
- 對於獨立非執行董事的委任或重新委任，候選人及其直系親屬對本公司的獨立性；及
- 在建議重新委任獨立非執行董事(「獨立非執行董事」)的情況下，他／她已服務的年數。

上述因素僅作參考，並不意味屬詳盡及具有決定性。提名委員會有權在其認為合適的情況下，根據具體情況酌情提名任何人士。

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1.2. Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a director of the Company and to the public disclosure of their personal data on any document or the relevant websites for the purpose of or in relation to their standing for election as a director of the Company.

1.3. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

### 2. NOMINATION PROCEDURES

2.1. Subject to the provisions in the Company's Articles, if the Board recognises the need to appoint an additional director, the following procedures should be adopted :

- the chairman of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also identify or select candidates to be recommended to the Board, with or without assistance from external agencies or the Company;
- the Nomination Committee may use any process it deems appropriate to assess the suitability of and the potential contribution to the Board by the candidates based on (but not limited to) the criteria set out in section 2.1 herein, which may include personal interviews, background checks, presentations or written submissions by the candidates and third party references;
- the Nomination Committee will hold a physical meeting to consider the matter and avoid the making of decisions by written resolutions unless it is impractical that a physical meeting be held;

1.2. 建議候選人將被要求在規定的表格中提交必要的個人資料，以及他們同意獲委任為本公司的董事，並同意在任何文件或相關網站上公開披露他們的個人資料，以便他們參加本公司董事選舉或與之有關。

1.3. 倘認為有必要，提名委員會可要求候選人提供補充資料及文件。

### 2. 提名程序

2.1. 在不違反本公司細則規定的情況下，倘董事會認識到有必要委任一名額外的董事，須採用以下程序：

- 提名委員會主席須召集提名委員會會議，並邀請董事會成員(如有)提名候選人，供提名委員會在會議前考慮。提名委員會亦可在外部機構或本公司的協助下，確定或選擇向董事會推薦的候選人；
- 提名委員會可使用其認為適當的任何程序，根據(但不限於)本報告第2.1節所載的標準，評估候選人是否合適以及對董事會的潛在貢獻，其中可能包括個人面試、背景調查、候選人的陳述或書面材料以及第三方推薦；
- 提名委員會將舉行一次實際會議來考慮有關事項，並避免通過書面決議作出決定，除非舉行實際會議不切實際；

- the Nomination Committee shall provide to the Board for its consideration with all the information required, including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidates; and
  - the Nomination Committee shall make recommendation to the Board, including the terms and conditions of the appointment.
- 提名委員會須向董事會提供所有必要的資料，包括上市規則第13.51(2)條規定的有關候選人的資料，供其考慮；及
  - 提名委員會須向董事會提出建議，包括委任的條款及條件。

2.2. The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

2.2. 董事會根據提名委員會的建議考慮並決定委任。董事會對其推薦的候選人在任何股東大會上參選的所有事項具有最終決定權。

### Audit Committee

As at 31 December 2023, the Audit Committee comprised two independent non-executive Directors, namely, Mr. WANG Liyan, and Mr. WU Liang and one non-executive Director, Mr. ZHANG Ping. Mr. WANG Liyan possesses the relevant professional qualifications required under the Listing Rules. The Chairman of the Audit Committee is Mr. WANG Liyan.

The primary responsibilities of the Audit Committee are to oversee the Group's financial reporting system, risk management system and internal control procedures, and to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with the applicable standard. The Audit Committee has been provided with sufficient resources to discharge its duties.

The Audit Committee held two meetings during the year ended 31 December 2023. Major work completed by the Audit Committee during the year includes :

- reviewed the Group's annual report, interim financial information and annual consolidated financial statements;
- reviewed significant accounting and audit issues;
- reviewed the external auditor's qualifications, independence and performance;

### 審核委員會

於二零二三年十二月三十一日，審核委員會由兩名獨立非執行董事王立彥先生及吳亮先生以及一名非執行董事張平先生組成。王立彥先生具備上市規則規定的相關專業資格。審核委員會的主席為王立彥先生。

審核委員會的主要職責為監督本集團的財務報告系統、風險管理系統及內部控制程序，並根據適用標準審閱及監督外聘核數師的獨立性及客觀性以及審計程序的有效性。審核委員會已獲得足夠的資源來履行其職責。

截至二零二三年十二月三十一日止年度，審核委員會舉行兩次會議。審核委員會在年內完成的主要工作包括：

- 審閱本集團的年度報告、中期財務資料及年度綜合財務報表；
- 審閱重大的會計及審計事宜；
- 審閱外聘核數師的資格、獨立性及表現；

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- reviewed the external auditor's management letter and the management's response;
  - reviewed the ESG report and the ESG policies and strategies of the Group;
  - reported to the Board on matters relating to the Audit Committee under the CG Code;
  - assisted the Board to evaluate on the effectiveness of financial reporting procedures and internal control system;
  - reviewed the adequacy and effectiveness of the Group's systems of internal control and risk management and the effectiveness of the internal audit function, including advising on identification of connected parties and formulating relevant policies;
  - reviewed the continuing connected transactions entered into by the Group or subsisting during the Reporting Year; and
  - reviewed the utilisation of annual caps on certain continuing connected transactions of the Group.
- 審閱外聘核數師的管理函及管理層的回應；
  - 審閱ESG報告及本集團的ESG政策和策略；
  - 根據企業管治守則，向董事會報告與審核委員會有關的事項；
  - 協助董事會評估財務報告程序及內部控制制度的有效性；
  - 審閱本集團內部控制及風險管理制度的充分性和有效性以及內部審計職能的有效性，包括就識別關聯方及制定相關政策提出建議；
  - 審閱本集團在報告年度所進行的持續關連交易；及
  - 審閱本集團若干持續關連交易的年度上限的使用。

### Strategic and Sustainability Committee

The Company established the Strategic and Sustainability Committee on 30 July 2021. As at 31 December 2023, the Strategic and Sustainability Committee comprised one executive Director (Mr. ZHANG Jiawang) and three non-executive Directors (Mr. LU Minfang, Mr. ZHAO Jiejun and Mr. SUN Qian) and was chaired by Mr. LU Minfang.

The primary functions of the Strategic and Sustainability Committee include formulating the Company's long-term development strategy, as well as considering environmental, social and corporate governance related matters. The sustainability department of the Company will report the work progress to the Strategic and Sustainability Committee on a regular basis.

### Attendance Record

The attendance record of Directors at meetings of the Audit Committee, the Remuneration Committee and the Nomination Committee is as follows :

### 戰略及可持續發展委員會

本公司於二零二一年七月三十日成立戰略及可持續發展委員會。於二零二三年十二月三十一日，戰略及可持續發展委員會由一名執行董事(張家旺先生)及三名非執行董事(盧敏放先生、趙傑軍先生及孫謙先生)組成，由盧敏放先生擔任主席。

戰略及可持續發展委員會的主要職能包括制定本公司的長期發展戰略，並考慮環境、社會及企業管治的相關事宜。本公司的可持續發展部門將定期向戰略及可持續發展委員會匯報工作進展。

### 出席記錄

董事出席審核委員會、薪酬委員會及提名委員會的會議記錄如下：

Directors	董事	Number of attendances/meetings		
		Audit Committee	Remuneration Committee	Nomination Committee
		出席次數／會議舉行次數		
		審核委員會	薪酬委員會	提名委員會
Mr. LU Minfang	盧敏放先生	N/A 不適用	N/A 不適用	1/1
Mr. ZHANG Jiawang	張家旺先生	N/A 不適用	N/A 不適用	N/A 不適用
Mr. ZHANG Ping	張平先生	3/3	2/2	N/A 不適用
Mr. ZHAO Jiejun	趙傑軍先生	N/A 不適用	N/A 不適用	N/A 不適用
Mr. SUN Qian	孫謙先生	N/A 不適用	N/A 不適用	N/A 不適用
Ms. SHAO Lijun	邵麗君女士	N/A 不適用	N/A 不適用	N/A 不適用
Mr. WANG Liyan	王立彥先生	3/3	N/A 不適用	1/1
Mr. WU Liang	吳亮先生	3/3	2/2	1/1
Mr. SUN Yansheng	孫延生先生	N/A 不適用	2/2	N/A 不適用

# Report on Corporate Governance Practices

## 企業管治常規報告

### General Meetings

For the year ended 31 December 2023, the attendance record of each Director at General Meetings is as follows :

### 股東大會

截至二零二三年十二月三十一日止年度，各董事出席股東大會之記錄如下：

Directors	董事	Number of attendances/ meetings Annual General Meeting and Extraordinary General Meetings 出席次數／會議舉行次數 股東週年大會及股東特別大會
Mr. LU Minfang	盧敏放先生	2/2
Mr. ZHANG Jiawang	張家旺先生	2/2
Mr. SUN Qian	孫謙先生	2/2
Mr. ZHANG Ping	張平先生	2/2
Mr. ZHAO Jiejun	趙傑軍先生	2/2
Ms. SHAO Lijun	邵麗君女士	2/2
Mr. WANG Liyan	王立彥先生	2/2
Mr. WU Liang	吳亮先生	2/2
Mr. SUN Yansheng	孫延生先生	2/2

The 2023 annual general meeting of the Company was held on 15 June 2023, and an extraordinary general meeting of the Company was held on 29 September 2023.

本公司二零二三股東週年大會於二零二三年六月十五舉行，本公司股東特別大會於二零二三年九月二十九日舉行。

### Model Code for Directors' Securities Transactions

The Company has adopted a code of conduct regarding securities transactions on terms no less exacting than the required standard of dealings set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules. Having made specific queries to the Directors, all Directors have confirmed that they have complied with the required standards as set out in the Model Code for the year ended 31 December 2023.

### 董事進行證券交易之標準守則

本公司已採納一套有關進行證券交易的行為守則，其中所載條款的嚴格程度不遜於上市規則附錄C3所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)所規定的交易標準守則。經向董事作出具體查詢後，全體董事均已確認彼等於截至二零二三年十二月三十一日止年度一直遵守標準守則所載的規定標準。

### Directors' Responsibility for Financial Reporting in Respect of the Financial Statements

The Directors acknowledge their responsibility for preparing the Group's accounts and other financial disclosures required under the Listing Rules, meanwhile, the senior management should provide relevant and sufficient information and explanation to the Board to enable it to make informed assessment of the financial and other decisions.

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

The statement of the auditors of the Company in respect of their reporting responsibilities on the Company's financial statements for the year ended 31 December 2023 is set out in the "Independent Auditor's Report" contained in this annual report.

### Dividend Policy

In accordance with the Company's dividend policy adopted on 28 March 2023 (the "Dividend Policy"), the declaration and payment of dividends shall be determined at the sole discretion of the Board. The Company's ability to distribute dividends will depend on, among others, the Company's profits, operating results, cash flow, financial condition and capital requirements, contractual restrictions which the Company is subject to, other factors of the Company which the Directors consider relevant, and the interests of the shareholders of the Company. The remaining profits that are not distributed will be used for the development and operation of the Group.

The Company's distribution of dividends shall also comply with any restrictions under the applicable laws of the Cayman Islands, the laws of Hong Kong, the Listing Rules, the Articles, as well as subject to the approval of shareholders of the Company (as applicable).

### Mechanism to Ensure Independent Views are Available to the Board

The Company has put in place a mechanism as set out below to ensure independent views and input are available to the Board during the year. The Company is of the view that all independent non-executive Directors are independent. The Company has also received written confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

### 董事就財務報表作出財務申報的責任

董事確認，彼等負責根據上市規則的規定編製本集團賬目及其他財務披露，同時，高級管理層應向董事會提供相關及充足的資料及解釋，讓董事會可對財務及其他決定作出知情評估。

董事並不知悉任何重大不明朗因素與可能會對本公司持續經營能力構成重大疑問的事件或情況。

有關本公司核數師就截至二零二三年十二月三十一日止年度的本公司財務報表的申報責任聲明載於本年報「獨立核數師報告」。

### 股息政策

根據本公司於二零二三年三月二十八日採納的股息政策（「股息政策」），宣派及派付股息將由董事會全權釐定。本公司分派股息的能力將取決於（其中包括）本公司的利潤、經營業績、現金流、財務狀況及資本要求、本公司受到的合約限制、董事認為相關的其他因素以及本公司股東的利益。餘下未獲分派的利潤將用於支持本集團的發展及經營。

本公司的股息分派亦須遵守開曼群島的適用法律、香港法律、上市規則及細則的任何限制，並須經本公司股東批准（如適）。

### 確保向董事會提供獨立意見的機制

年內本公司已設立有關機制如下，以確保董事會可獲取獨立意見和信息。本公司認為，所有獨立非執行董事確屬獨立人士。本公司年內亦已接獲各獨立非執行董事根據上市規則第3.13條所載獨立性指引作出的有關其獨立性的書面確認。

# Report on Corporate Governance Practices

## 企業管治常規報告

### PURPOSE

These mechanisms are to ensure that there is a sufficient independent element on, and independent views and input are available to, the Board.

### COMPOSITION OF THE BOARD AND BOARD COMMITTEES

The Board endeavours to ensure the appointment of at least three INED(s) and at least one-third of its members being INEDs (or such higher threshold as may be required by the Listing Rules from time to time).

Apart from complying with the requirements prescribed by the Listing Rules as to the composition of certain Board committees, INEDs will be appointed to other Board committees as far as practicable to ensure independent views are available.

### INDEPENDENCE ASSESSMENT

The Nomination Committee strictly adheres to the Nomination Policy and the independence assessment criteria as set out in the Listing Rules with regard to the nomination and appointment of INEDs.

Each INED is also required to inform the Company as soon as practicable if there is any change in his/her own personal particulars that may materially affect his/her independence.

The Nomination Committee is mandated to assess annually the independence of all INEDs by reference to the independence criteria as set out in the Listing Rules to ensure that they can continually exercise independent judgement.

### COMPENSATION

No equity-based remuneration (e.g. share options or grants) with performance related elements will be granted to INEDs as this may lead to bias in their decision making and compromise their objectivity and independence.

### BOARD DECISION MAKING

INEDs (as well as other directors) are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings. They can also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense.

### 宗旨

該等機制為確保董事會有足夠的獨立因素，並可向其提供獨立的意見及投入。

### 董事會及董事委員會的組成

董事會盡力確保委任至少三名獨立非執行董事及至少三分之一的成員為獨立非執行董事（或上市規則不時規定的更高門檻）。

除遵守上市規則關於若干董事委員會組成的規定外，獨立非執行董事將在實際可行的情況下獲委任至其他董事委員會，以確保有獨立的意見。

### 獨立性評估

提名委員會於提名及委任獨立非執行董事時，嚴格遵守提名政策及上市規則所載的獨立性評估標準。

倘他／她的個人情況有任何變動，可能對他／她的獨立性產生重大影響，各獨立非執行董事亦須在實際可行情況下儘快通知本公司。

提名委員會獲授權每年參照上市規則所載的獨立性標準評估全體獨立非執行董事的獨立性，以確保他們能夠持續行使獨立判斷。

### 補償

不會向獨立非執行董事授予與業績相關的股權薪酬（如購股權或贈款），因為這可能導致他們在決策中出現偏差，並損害其客觀性及獨立性。

### 董事會決策

獨立非執行董事（以及其他董事）有權就董事會會議上討論的事項向管理層尋求進一步的資料及文件。他們亦可以向本公司的公司秘書尋求幫助，並尋求外部專業顧問的獨立意見（如需），費用由本公司承擔。



# Report on Corporate Governance Practices

## 企業管治常規報告

INEDs (as well as other directors) shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his/her close associates has a material interest.

The chairman of the Board shall at least annually hold meetings with the INEDs without the presence of other Directors to discuss major issues and any concerns.

### REVIEW OF THE POLICY IMPLEMENTATION

The Board shall, or may designate a board committee to, make an annual review of the implementation and effectiveness of this policy.

## Corporate Culture

The Board has established the Company's mission, vision and core values. All Directors act with integrity, lead by example, and promote the desired corporate culture.

**Corporate mission:** Devote to the nation and promote agriculture, strive to be the best, and develop together

**Corporate vision:** Create the world's leading organic milk brand

#### Core values:

##### – Times Perspective

Integrate into the new era

Integrate into global competition

Integration into national rejuvenation

##### – Agricultural View

Most rich in potential

Worth striving for

##### – Corporate View

Contribute to society

Strengthen the country

##### – Work Philosophy

Integrate into the enterprise

Pursue excellence

##### – Success View

Create Value

Enrich society

##### – Life Philosophy

Live a joyful life

Lead a blissful existence

獨立非執行董事(與其他董事一樣)不得就批准該董事或其任何親密夥伴擁有重大利益的任何合約或安排的任何董事會決議案投票或被計入法定人數。

董事會主席須至少每年在其他董事不出席的情況下與獨立非執行董事舉行會議，討論重大問題及任何關注事項。

### 審閱政策執行

董事會須或可指定一個董事委員會，對本政策的實施及效果進行年度審閱。

## 企業文化

董事會確立本公司的使命、願景及核心價值觀，全體董事均誠信行事，以身作則，宣貫理想的企業文化。

公司使命：報國興農 爭創第一 共同發展

公司願景：創建全球有機奶第一品牌

#### 核心價值觀：

##### —時代觀

融入全新時代

融入全球競爭

融入民族復興

##### —農業觀

最富潛力

值得奮鬥

##### —企業觀

奉獻社會

強大國家

##### —工作觀

融入企業

追求卓越

##### —成功觀

創造價值

潤澤社會

##### —生活觀

快樂生活

幸福人生

# Report on Corporate Governance Practices

## 企業管治常規報告

### Risk Management and Internal Control

Our Group has complied with and implemented relevant necessary risk management and internal control policies in accordance with the Corporate Governance Code during the year.

The Board acknowledges its responsibility to maintain sound and effective risk management and internal control systems of the Company, which are designed to provide reasonable but not absolute assurance against material misstatement or loss, and to manage rather than eliminate risks of failure to achieve business objectives.

The Board is also responsible for monitoring our risk management and internal control systems of the Group and reviewing the effectiveness of such systems. The Board also ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions. The Board conducts review of the risk management and internal control systems of the Group once every year. The Board conducted a review of the effectiveness of the Group's risk management and internal control systems, including all material controls, including financial, operational and compliance controls in 2023 and the Company considers them effective and adequate.

The compliance management center of the Group is established to act as the management institution of risk management and internal control, responsible for the evaluation of the establishment, optimisation and implementation of internal control system throughout the industrial chain of the Group to determine whether the internal control system of the Group is reasonably designed, gives rise to risks and is implemented effectively, as well as providing management support for the improvement and refinement of such defects and risks identified, if any, in the process of evaluation. Meanwhile, the compliance management center is also responsible for diagnosing material risk control matters in each segment throughout the industrial chain of the Group, analysing, assessing and selecting risk management object for review so as to provide solutions to risk control and related requirements, and tracking the progress and result of risk control for acceptance for the purpose of effective risk management and control.

During the year, each operating and management department of the Group continued to work on system improvement and process optimisation to realise the management goal in a more effective and consistent way.

### 風險管理及內部監控

根據企業管治守則，本集團於本年度已遵守並實施了相關及必要的風險管理及內部監控政策。

董事會確認其須維持本公司穩健有效的風險管理及內部監控系統，該等系統旨在對主要錯誤敘述或虧損提供合理但並非絕對的保證，以及管理而非消除違約風險以實現業務目標。

董事會亦負責監控本集團的風險管理及內部監控系統並審閱該等系統的有效性。董事會亦確保資源充足、員工資質及經驗、培訓項目及本公司會計預算、內部審核及財務申報功能。董事會每年對本集團風險管理及內部監控系統進行一次審閱。董事會對二零二三年本集團風險管理及內部監控系統的有效性進行審核(包括財務、運營及合規監控在內的所有重大監控)，且本公司認為彼等有效且充分。

本集團的合規管理中心是本集團專設的風險管理及內部監控的管理機構，負責本集團全產業鏈內控制度建設、完善及執行情況考核評價，通過檢查評價以評估本集團內控制度設計是否合理、是否存在風險、是否得到有效執行，並對檢查中識別的內控制度可能存在的缺陷和風險，提供完善和改進的管理支持；同時合規管理中心負責診斷本集團產業鏈各版塊重大風險控制事項，分析評估及選擇風險管理對象進行審核，通過審核提出風險控制解決方案及解決要求，跟蹤驗收風險控制處理過程及結果，實現有效管理控制風險的目的。

本年度，集團各運營及管理部門持續進行制度完善及流程優化升級管理工作，以期更有效、更規範地實現管理目標。

# Report on Corporate Governance Practices

## 企業管治常規報告

The Group conducts risk management and internal control in different aspects in line with different levels of corporate governance, and aims to implement necessary adjustment, restriction, assessment and control measures to enhance the economics, efficiency and effectiveness of the implementation of the Group's operational goals, to keep the assets of the Group safe and intact and to ensure the correctness and reasonableness of accounting data, compliance with relevant laws, regulations and rules, and to use reasonable endeavours to eliminate fraud or error in all operational procedures. All employees are committed to continually enhancing the risk management and internal control systems of the Company, tying such systems to our corporate strategies as well as integrating such systems into our day-to-day operation.

With respect to the dissemination of inside information, the Group acknowledges its responsibilities under the SFO, the Listing Rules and the overriding principle that inside information should be announced as soon as reasonably practicable. The Group has implemented and disclosed its policy on fair disclosure by pursuing broad and non-exclusive distribution of information to the public through channels such as financial reporting updates, public announcements on the Stock Exchange's website and the Company's website. Unauthorised use of confidential or inside information is strictly prohibited by the internal policies of the Group, and the Group has also established and implemented procedures for responding to external enquiries about the Group's affairs.

The Group maintains an internal audit function. Internal audit reports are presented to and reviewed by the Audit Committee, who reports the findings to the Board. Based on the assessment by the Audit Committee, senior management members and the internal audit department, we did not identify any material internal control flaw or deficit, nor was any major issue raised for improvement, as at 31 December 2023.

本集團依公司治理的不同層級進行不同角度的風險管理及內部監控，旨在為提高本集團經營目標實現的經濟性、效率性和效果性作出必要的調整、約束、評價和控制措施，確保本集團資產的安全完整，並確保會計信息數據的正確性、可靠性，同時遵守相關的法律、法規及規章制度，以在其合理能力範圍內使所有運作程序避免出現欺詐或錯誤。所有僱員均致力於繼續加強本公司的風險管理及內部監控系統，使該等系統融入企業策略以至日常營運中。

就內幕消息之披露而言，本集團清楚其根據證券及期貨條例、上市規則及凌駕性原則的責任，即凡涉及內幕消息，在合理可行的情況下應盡快予以公佈。本集團透過於聯交所網站或本公司網站刊發最新財務報告、公告等途徑，向公眾廣泛及非獨家地披露資料，以實施及披露其公平披露政策。本集團的內部政策已經嚴格禁止未經授權使用機密或內幕消息，且本集團亦已就外界對本集團事務的查詢訂立及執行回應程序。

本集團維持其內部審核功能。內部審核報告提呈予審核委員會並由其審閱，該委員會向董事會報告其結果。於二零二三年十二月三十一日，根據審核委員會、高級管理人員及內部審核部門作出之評估，並無發現任何重大內部控制漏洞或缺陷，亦無提出有待改進的任何重大問題。

# Report on Corporate Governance Practices

## 企業管治常規報告

### HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group has formulated an internal Code on Information Disclosure (“**Internal Code**”) to ensure the truthfulness, accuracy, completeness and timeliness of information disclosure of the Group in accordance with the requirements of the SFO and the Listing Rules. The Internal Code provides for detailed rules in the following areas.

- basic principles of information disclosure
- duties of the parties responsible for information disclosure
- information that needs to be disclosed and the criteria thereof
- procedures for the circulation, review and disclosure of information
- confidentiality of the undisclosed information
- accountability and handling measures
- information communication system with investors, securities analysts and the media, etc.

### ANTI-CORRUPTION POLICY

The Company attaches great importance to the establishment of clean governance and anti-corruption work. We have established management systems and set up the discipline inspection department to implement various requirements on anti-corruption work to strictly manage corruption issues and ensure that every member of the Company does not go beyond the bottom line of business ethics. The Company has enhanced its anti-corruption policy, strictly prohibits the employees from accepting any form of rebates, agency fees, facilitation fees and gifts, and strictly prohibits management personnel from taking advantage of their positions to seek personal benefits for relatives and specific related persons to prevent conflicts of interest. The Company strengthens the supervision and inspection of high-risk nodes and fields, encourages internal mutual supervision, and continues to carry out training to deepen the awareness of integrity.

### 處理及傳播內幕消息

本集團已制定消息披露內部守則(「**內部守則**」)，以確保本集團消息披露的真實性、準確性、完整性和及時性，符合證券及期貨條例及上市規則的規定。內部守則規定以下幾個方面的詳細規則。

- 消息披露的基本原則
- 負責消息披露各方的職責
- 需要披露的消息及其標準
- 傳閱、審閱及披露消息的程序
- 未披露消息的保密性
- 問責制及處理措施
- 與投資者、證券分析師及媒體等的消息通訊系統

### 反貪污政策

本公司高度重視廉政建設及反腐敗反貪污工作，建立管理體系，設立紀檢部門貫徹落實關於反腐敗工作的各項要求，嚴格管理貪污腐敗問題，保證公司每一位成員堅守商業道德底線。公司加強反腐敗政策，嚴令禁止公司員工接受任何形式的回扣、中介費、好處費、禮品等饋贈，並要求管理層人員不得利用職務便利為親屬及特定關係人謀取私利，防止利益衝突發生。公司針對高風險節點及領域強化監督檢查工作，並鼓勵內部互相監督，並持續開展培訓，深化廉潔意識。

### Whistle-blowing Mechanism

The Group always upholds the practice of integrity and law-abiding spirit at all levels. Employees are well aware of and acknowledge the importance of anti-corruption. The Group has a well established whistle-blowing policy to encourage and allow employees to raise concerns about possible improprieties in matters of financial reporting, farm operation, corporate compliance, and other malpractices at the earliest possible opportunity. Employees can raise concerns, in confidence, about possible improprieties such as misconduct and malpractice in any matter related to the Group with the audit committee/ a designated committee comprising a majority of independent non-executive directors). Complaints received will be handled in a prompt and fair manner. The policy aims at protecting the whistle-blowers from unfair dismissal, victimisation, and unwarranted disciplinary actions. Anti-corruption trainings are conducted annually for all farms and subsidiaries. During the year, all employees have received anti-corruption training, including seminars, online training, promotion of anti-corruption activities and self-evaluation. The Group will review the mechanism and whistle-blowing policy annually and to ensure its relevance and effectiveness.

### Company Secretary

Mr. LI Kwok Fat acts as an authorised representative under Rule 3.05 of the Listing Rules, the company secretary, and the process agent of the Company for accepting services of process or notice on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Mr. LI is responsible for the provision of corporate secretarial services, facilitation of the Board process, as well as communication among Board members, management and Shareholders.

All Directors have access to the advice and service of Mr. LI to ensure that the Board procedures, all applicable rules and regulations are properly complied with. Mr. LI complied with the professional training requirements with Rule 3.29 of the Listing Rules during the financial year.

### 舉報機制

本集團始終在其各級秉承誠信守法的精神，僱員均深知並認可反腐敗的重要性。本集團制定了完善的舉報政策，鼓勵並允許僱員儘早對財務報告、牧場運營、企業合規及其他方面可能存在的不當行為提出疑慮。僱員可以私下向審核委員會／由大多數獨立非執行董事組成的指定委員會舉報可能存在的不當行為，例如與本集團有關的任何事項中的不當行為及瀆職行為。收到的投訴將得到迅速及公平的處理。該政策旨在保護舉報人免遭不公平的解僱、傷害及不正當的紀律處分。每年對所有牧場及附屬公司進行反腐敗培訓。年內，所有僱員均接受了反腐敗培訓，包括研討會、在線培訓、宣傳反腐活動及員工自我檢查。本集團將每年檢討該機制及舉報政策，以確保其相關性及有效性。

### 公司秘書

李國發先生作為上市規則第3.05條下的授權代表、公司秘書，以及根據公司條例(香港法例第622章)第16部的規定代表本公司在香港接受法律程序文件或通知的代理人。李先生負責提供公司秘書服務、促進董事會進程以及董事會成員、管理層及股東之間的通訊。

全體董事均可獲得李先生的建議及服務，以確保董事會程序及所有適用的規則及法規得到適當遵守。於本財政年度，李先生已遵守上市規則第3.29條的專業培訓規定。

# Report on Corporate Governance Practices

## 企業管治常規報告

### External Auditor and its Emoluments

The Group's external auditor is Ernst & Young. For the years ended 31 December 2022 and 2023, the emoluments paid or payable for the audit and non-audit services (including review and consultancy services) provided by Ernst & Young was as follows :

		2023 Amount (RMB) 二零二三年 金額 (人民幣元)	2022 Amount (RMB) 二零二二年 金額 (人民幣元)
Audit Services	審計服務	2,100,000	2,100,000
Non-audit Services	非審計服務	480,000	480,000
Total	總計	2,580,000	2,580,000

### Communication with Shareholders and Investors/Investor Relations

During the year, the Company has amended its shareholders' communication policy ("**Shareholders' Communication Policy**") setting out the principles of the Company for Shareholders' communications, with the objective to ensure timely and accurate communication with its Shareholders.

The Company adopts a range of communication methods, such as hybrid annual general meetings, reports and announcements, circulars, various investor and analyst meetings as well as the Company's website to ensure the Shareholders are kept well informed of the Group's key business imperatives.

In addition, we have a dedicated investor relations email account for taking enquiries and for receiving information requests from Shareholders (please refer to page 93 of this annual report for more information).

We assign dedicated staff members to maintain good relationships with investors and regularly or occasionally communicate or coordinate with institutional investors, with an aim to enhance communication and mutual understanding in a timely manner. During the past year, over 40 investor meetings have been conducted. We also update our investor relations website in a timely manner, to ensure that the Shareholders and investors can have timely access to and understanding of the Company's latest data, information and reports. Our annual general meetings are effective forums for the Shareholders to share their views with the Board. Shareholders are welcome to attend the forthcoming annual general meeting.

### 外部核數師及酬金

本集團的外部核數師為安永會計師事務所。截至二零二二年及二零二三年十二月三十一日止年度，就安永提供的審計及非審計服務(包括審閱及諮詢服務)已支付或應付的酬金如下：

### 與股東及投資者通信／投資者關係

本年度，公司修訂了股東溝通政策(「**股東通訊政策**」)，當中載列本公司與股東通訊的原則，旨在確保及時、準確地與股東通訊。

本公司利用多項溝通方式，包括混合式股東週年大會、報告及公告、通函、各類投資者及分析師會議以及本公司網站，以確保股東全面知悉本集團之主要業務策略。

此外，我們亦有專門的投資者關係電子郵件帳戶，用於接受股東的詢問及資料請求(更多資料，請參閱本年度報告第93頁)。

我們設置專人負責與投資者保持良好關係，採取定期及不定期與投資機構進行溝通協調，及時增進溝通與瞭解。在上一年度，合共舉辦逾40場投資者會議。我們亦會及時更新投資者關係網站，以確保股東及投資者能及時獲取及了解本公司的最新數據、資訊及報告。我們的股東週年大會是股東與董事會交流意見的有效討論會。歡迎股東出席應屆股東週年大會。

Investors are welcomed to send their enquiries to our investor relations department at [zgsm@smorganic.cn](mailto:zgsm@smorganic.cn) or browse the Company's website (<http://www.shengmuorganicmilk.com>) for the latest information of the Group.

The management will review the implementation and effectiveness of the Shareholders' Communication Policy annually. The Board and the Company are of the view that the implementation and effectiveness of the Shareholders' Communication Policy was adequate and effective for the year.

### Procedures for Sending Enquiries to the Board

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office address at Room A, 32nd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong. The Company Secretary forwards communications relating to matters within the Board's purview to the Board.

### Procedures for Putting Forward Proposals at General Meetings

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at general meetings. Proposals shall be sent to the Board by email at [zgsm@smorganic.cn](mailto:zgsm@smorganic.cn) (investors relations) or pursuant to the following address via personal delivery, mail or courier to: Board of Directors, Room A, 32nd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong (attention: Shareholders' Communication Department) not later than: (a) 6 weeks before the annual general meeting of the Company to which the request relates; or (b) if later, when the notice of the annual general meeting is despatched.

The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will request the Board of Directors to review the proposal. After a thorough review of the submitted proposals, the Board may, in its sole discretion, consider if such proposals are appropriate and shall be put forward to the Shareholders for approval at next annual general meeting or at an extraordinary general meeting to be convened by the Board, as appropriate, and the Shareholders concerned will be advised of such outcome.

歡迎投資者向我們的投資者關係部 ([zgsm@smorganic.cn](mailto:zgsm@smorganic.cn)) 提出詢問，或瀏覽本公司的網站 (<http://www.shengmuorganicmilk.com>) 瞭解本集團的最新資訊。

管理層將每年對股東通訊政策的執行及有效性進行審閱。董事會及本公司認為，本年所實施的股東通訊政策的執行情況及效果是充分和有效的。

### 向董事會作出查詢之程序

股東可將要求董事會處理之查詢寄交於本公司主要辦事處之公司秘書，地址為香港銅鑼灣告士打道262號中糧大廈32樓A室。公司秘書將有關屬於董事會權限範圍內事宜之通訊轉交董事會。

### 於股東大會作出提呈之程序

本公司歡迎股東提呈有關本集團業務、策略及／或管理之建議於股東大會上討論。有關建議須透過郵件發送至 [zgsm@smorganic.cn](mailto:zgsm@smorganic.cn) (投資者關係) 或透過個人遞交、郵寄或速遞至以下地址寄交董事會：香港銅鑼灣告士打道262號中糧大廈32樓A室(收件人：股東通訊部)，不得遲於：(a) 與請求有關的本公司股東週年大會舉行前六個星期；或(b) 寄發股東週年大會通告時(倘更遲者)。

公司秘書將向本公司的股份登記處核實請求，並在其確認請求適當且符合規定後，要求董事會審查建議。在對所提交的建議進行全面審查後，董事會可全權酌情考慮該等建議是否適當，並於下屆股東週年大會或將由董事會召開之股東特別大會(如適當)上提呈股東批准，相關股東將獲告知結果。

# Report on Corporate Governance Practices

## 企業管治常規報告

### Procedures for Director's Nomination and Election by Shareholders

If a Shareholder wishes to propose a person other than a retiring director for election as a director at a general meeting, the Shareholder should lodge at the Company's principal office address at Room A, 32nd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, (a) a written notice signed by such Shareholder (other than the proposed person) duly qualified to attend and vote at the meeting of his/her intention to propose such person for election; and (b) a written notice by the proposed person indicating his/her willingness to be elected together with the personal information of the proposed person as required by Rule 13.51(2) of the Listing Rules and consent of publication of his/her personal information. The period during which the aforesaid notice may be given shall be at least seven days : such period will commence on the day after the dispatch of the notice of general meeting and end no later than seven days prior to the date of such general meeting. The Company would take appropriate actions and make necessary arrangements, in the event a valid notice is received.

### Procedures for the Convening of Extraordinary General Meetings by Shareholders

General meetings may be convened on the written requisition of any one or more members of the Company deposited at the principal office of the Company in Hong Kong at Room A, 32nd Floor COFCO Tower 262 Gloucester Road Causeway Bay Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objectives of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition represent not less than one-tenth of the paid-up capital of the Company which carries the right of voting at general meetings of the Company.

### 股東提名及選舉董事的程序

如股東擬於股東大會提名退任董事以外的人士參選董事，有關股東須遞交(a)由正式合資格出席該次大會及於大會上投票的股東(被提名人士以外的人士)簽署確認表明有意提名該人士參選；及(b)該被提名人士簽署確認有意參選的書面通知連同根據上市規則第13.51(2)條被提名人士的個人資料及刊發其個人資料的同意書至本公司於香港的總辦事處，地址為香港銅鑼灣告士打道262號中糧大廈32樓A室。可發出上述通知的期間須至少為七日；有關期間將於股東大會通告寄發翌日開始，及最遲於有關股東大會日期前七日完結。本公司於接收有效請求書後，將採取適當行動及作出必要安排。

### 股東召開股東特別大會程序

本公司任何一名或以上於提請要求當日持有不少於本公司繳足股本(賦有權利在本公司股東大會投票)十分之一的股東向本公司香港主要辦事處(地址：香港銅鑼灣告士打道262號中糧大廈32樓A室)(或倘本公司不再有該主要辦事處，則為註冊辦事處)發出書面要求後可召開股東大會，有關書面提請須列明大會事項並由提請人簽署。



# Independent Auditor's Report 獨立核數師報告



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## Independent auditor's report

### To the shareholders of China Shengmu Organic Milk Limited

(Incorporated in the Cayman Islands as an exempted company with limited liability)

## Opinion

We have audited the consolidated financial statements of China Shengmu Organic Milk Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 102 to 231, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

## Basis for opinion

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

## 獨立核數師報告

### 致中國聖牧有機奶業有限公司股東

(於開曼群島註冊成立的獲豁免的有限公司)

## 意見

本核數師已審核列載於第102頁至231頁中國聖牧有機奶業有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)的綜合財務報表，此綜合財務報表包括於2023年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料。

我們認為，該等綜合財務報表已根據國際會計準則理事會(「**國際會計準則理事會**」)頒佈的國際財務報告準則(「**國際財務報告準則**」)真實而公平地反映貴集團於2023年12月31日的綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

## 意見的基礎

我們已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港審計準則(「**香港審計準則**」)進行審核。我們就該等準則承擔的責任在本報告的核數師就審核綜合財務報表須承擔的責任一節中進一步闡述。根據香港會計師公會的職業會計師道德守則(以下簡稱「**守則**」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審核憑證能夠充足和適當地為我們的意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### 關鍵審核事項

關鍵審核事項是根據我們的職業判斷，對本期間審核綜合財務報表的最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。下文載有我們的審核如何處理以下各項事項的資料。

我們已履行本報告核數師就審核綜合財務報表須承擔的責任一節所述的責任，包括有關該等事項的責任。因此，我們的審核包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審核程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審核意見提供基礎。

### Key audit matter

#### 關鍵審核事項

##### *Valuation of dairy cows*

Biological assets of the Group, which represent dairy cows and beef cattle, were measured at fair value less costs to sell amounting to RMB3,214,229,000 as of 31 December 2023. Dairy cows of the Group include milkable cows, heifers and calves, which are raised for the purpose of producing raw milk. Beef cattle are raised to three to six months old and then for sale. The fair value of biological assets as assessed by management was significant to the Company's consolidated financial statements since (i) the carrying values of such biological assets accounted for approximately 37.74% of the total assets of the Group; and (ii) significant estimates were involved in management's fair value assessment. Management engaged an external valuation expert to assist in the valuation of the biological assets as at 31 December 2023.

The accounting policies and disclosures for biological assets are included in note 2.4 *material accounting policies*, note 3 *significant accounting judgements and estimates* and note 16 *biological assets* to the consolidated financial statements.

##### *奶牛估值*

截至2023年12月31日，貴集團的生物資產為人民幣3,214,229,000元。生物資產包括奶牛及肉牛，乃按公平價值減銷售費用計量。貴集團的奶牛包括成母牛、育成牛及犏牛，乃由貴集團餵養，作生產原料奶之用。肉牛餵養至三至六月齡後供出售。由於(i)有關生物資產的賬面值佔貴集團總資產約37.74%；及(ii)重大估計涉及管理層的公平值估計，故經管理層估值的生物資產的公平值對貴公司的綜合財務報表而言屬重大。於2023年12月31日，管理層已委聘外聘估值專家協助對生物資產進行估值。

會計政策及有關生物資產的披露資料載於綜合財務報表附註2.4「重大會計政策」、附註3「重要會計判斷及估計」及附註16「生物資產」。

### How our audit addressed the key audit matter

#### 我們的審核如何處理關鍵審核事項

##### *Valuation of dairy cows*

We assessed the objectivity, independence and competence of the external valuation expert engaged by the Group.

We evaluated the underlying basis and assumptions used by management. In particular, we assessed the assumptions applied to which the outcome of the valuation was most sensitive, including the estimated local market selling price of the relevant dairy cows, feed costs per kilogram of the production of raw milk, daily milk yield at each lactation cycle and local future market prices for raw milk. We checked the computation of the fair value of biological assets.

We also assessed the adequacy of the Group's disclosures relating to the fair value measurement of biological assets.

##### *奶牛估值*

我們評估貴集團委聘的外聘估值專家的客觀性、獨立性及專業勝任能力。

我們評估管理層所採用的相關基礎及假設。特別情況下，我們會評估於估值結果最具敏感度時所應用的假設，包括有關奶牛於當地市場的估計售價、生產每千克原料奶的餵養成本、每個泌奶周期的日產奶量及當地原料奶的日後市價。我們檢查了生物資產公平值的計算。

我們亦評估與生物資產公平值計量有關的貴集團披露的充分性。

# Independent Auditor's Report

## 獨立核數師報告

### Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

### Responsibilities of the directors for the consolidated financial statements

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

### 年報所載列的其他資料

貴公司董事須對其他資料負責。其他資料包括載於年報的資料，惟不包括綜合財務報表及我們就此發出之核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑒證結論。

在我們審核綜合財務報表時，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況有重大不一致，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及按照香港《公司條例》的披露規定編製真實而公平的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司董事在審核委員會協助下履行彼等監管貴集團財務申報流程的責任。

### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

### 核數師就審核綜合財務報表須承擔的責任

我們的目標，是對整體綜合財務報表是否存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向全體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行的審核總能發現存在的某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響該等綜合財務報表之基準使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，我們運用了職業判斷，保持了職業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及取得充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險更高。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。

# Independent Auditor's Report

## 獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則修訂我們的意見。我們的結論是基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審核證據，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審核。我們對審核意見承擔全部責任。

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

我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等事項，包括我們在審核期間識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與他們溝通所有合理地被認為會影響我們獨立性的關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或應用的防範措施。

# Independent Auditor's Report

## 獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Yee Chung Man.

**Ernst & Young**  
*Certified Public Accountants*

Hong Kong  
26 March 2024

從與審核委員會溝通的事項中，我們決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審核項目合夥人是余仲文。

安永會計師事務所  
執業會計師

香港  
2024年3月26日

# Consolidated Statement of Profit or Loss

## 綜合損益表

Year ended 31 December 2023 截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>REVENUE</b>	銷售收入	4	<b>3,383,629</b>	3,176,253
Cost of sales	銷售成本		<b>(2,358,609)</b>	(2,163,571)
Gross profit	毛利		<b>1,025,020</b>	1,012,682
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公平值變動減銷售費用產生的虧損	16	<b>(706,302)</b>	(291,385)
Fair value changes of financial guarantee contracts	融資擔保合約的公平值變動		<b>(124)</b>	(1,584)
Other income and gains	其他收入及收益	4	<b>72,319</b>	46,109
Selling and distribution expenses	銷售及分銷開支		<b>(62,746)</b>	(55,177)
Administrative expenses	行政開支		<b>(166,309)</b>	(140,984)
Reversal of impairment losses on financial and contract assets, net	金融及合約資產之減值虧損撥回淨額		<b>1,651</b>	231
Other expenses	其他開支		<b>(2,545)</b>	(42,001)
Finance costs	融資成本	6	<b>(53,104)</b>	(57,446)
Share of profits and losses of associates	分佔聯營公司損益		<b>(10,174)</b>	(20,372)
<b>PROFIT BEFORE TAX</b>	除稅前溢利	5	<b>97,686</b>	450,073
<b>Income tax expense</b>	所得稅開支	9	<b>(3,074)</b>	—
<b>PROFIT FOR THE YEAR</b>	年內溢利		<b>94,612</b>	450,073
Profit attributable to:	以下各項應佔溢利：			
Owners of the parent	母公司擁有人		<b>86,076</b>	416,460
Non-controlling interests	非控股權益		<b>8,536</b>	33,613
			<b>94,612</b>	450,073
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	母公司普通股權益持有人應佔每股盈利	11		
Basic	基本		<b>RMB0.0104</b> 人民幣0.0104元	RMB0.0499 人民幣0.0499元
Diluted	攤薄		<b>RMB0.0103</b> 人民幣0.0103元	RMB0.0496 人民幣0.0496元



# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

Year ended 31 December 2023 截至2023年12月31日止年度

	Note 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>PROFIT FOR THE YEAR</b>	年內溢利	<b>94,612</b>	450,073
<b>OTHER COMPREHENSIVE INCOME</b>	其他全面收益		
Other comprehensive income that may not be reclassified to profit or loss in subsequent periods:	可能不會於其後期間重新分類至損益的其他全面收益：		
Exchange differences on translation of foreign operations	換算國外業務的匯兌差額	—	301
Net other comprehensive income that may not be reclassified to profit or loss in subsequent periods	可能不會於其後期間重新分類至損益的其他全面收益淨額	—	301
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	將不會於其後期間重新分類至損益的其他全面收益：		
Equity investments designated at fair value through other comprehensive income: Changes in fair value	指定按公平值計入其他全面收益的權益投資： 公平值變動	21(a) <b>4,000</b>	(34,200)
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	將不會於其後期間重新分類至損益的其他全面收益淨額	<b>4,000</b>	(34,200)
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	年內其他全面收益，扣除稅項	<b>4,000</b>	(33,899)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	年內全面收益總額	<b>98,612</b>	416,174
Attributable to:	以下各項應佔：		
Owners of the parent	母公司擁有人	<b>90,076</b>	382,561
Non-controlling interests	非控股權益	<b>8,536</b>	33,613
		<b>98,612</b>	416,174

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2023 2023年12月31日

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	1,945,138	1,703,982
Right-of-use assets	使用權資產	13(a)	595,729	554,068
Other intangible assets	其他無形資產	14	10,893	9,145
Investments in associates	於聯營公司的投資	15	23,353	34,352
Biological assets	生物資產	16	3,122,650	3,052,124
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	20	49,848	—
Other financial assets	其他金融資產	21	61,000	57,000
Cash and bank balances	現金及銀行結餘	22	552,429	—
Long-term receivables	長期應收款項	17	829	2,036
Total non-current assets	非流動資產總額		6,361,869	5,412,707
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	18	1,006,841	880,650
Biological assets	生物資產	16	91,579	66,327
Trade receivables	貿易應收款項	19	303,329	276,856
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	20	79,053	102,048
Other financial assets	其他金融資產	21	130,000	459,000
Restricted bank deposits	受限制銀行存款	22	148,783	199,867
Cash and bank balances	現金及銀行結餘	22	395,457	490,177
Total current assets	流動資產總額		2,155,042	2,474,925
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and bills payables	貿易應付款項及應付票據	23	1,706,705	1,476,138
Other payables and accruals	其他應付款項及預提費用	24	390,779	296,179
Lease liabilities	租賃負債	13(b)	13,380	2,586
Super short-term loan	超短期融資券	25	—	100,000
Interest-bearing bank borrowings	計息銀行借款	25	911,383	795,610
Total current liabilities	流動負債總額		3,022,247	2,670,513
<b>NET CURRENT LIABILITIES</b>	<b>淨流動負債</b>		(867,205)	(195,588)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		5,494,664	5,217,119

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2023 2023年12月31日

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	13	38,553	10,797
Interest-bearing bank borrowings	計息銀行借款	25	1,219,856	944,640
Total non-current liabilities	非流動負債總額		1,258,409	955,437
Net assets	淨資產		4,236,255	4,261,682
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔權益</b>			
Share capital	股本	27	69	69
Treasury shares held under share award scheme	根據股份獎勵計劃持有的 庫存股份		(76,887)	(26,188)
Reserves	儲備	28	4,099,886	4,081,306
			4,023,068	4,055,187
Non-controlling interests	非控股權益		213,187	206,495
Total equity	權益總額		4,236,255	4,261,682

Zhang Jiawang

張家旺

Director

董事

Zhang Ping

張平

Director

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2023 截至2023年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔												
		Share capital	Treasury shares	Share premium account	Contributed surplus	Share option reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Reserve funds	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity	
		附註	股本	庫存股份	股份溢價	實繳盈餘	購股權儲備	公平值儲備	儲備資金	匯兌波動儲備	保留盈利	總計	非控股權益	權益總額
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2021	於2021年12月31日		69	—	2,434,970	491,077	95,558	12,038	608,033	16,316	21,772	3,679,833	209,352	3,889,185
Profit for the year	年內溢利		—	—	—	—	—	—	—	—	416,460	416,460	33,613	450,073
Other comprehensive income for the year:	年內其他全面收益：													
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益的權益投資公平值變動，扣除稅項後		—	—	—	—	—	(34,200)	—	—	—	(34,200)	—	(34,200)
Exchange differences on translation of foreign operations	換算國外業務的匯兌差額		—	—	—	—	—	—	—	301	—	301	—	301
Total comprehensive income for the year	年內全面收益總額		—	—	—	—	—	(34,200)	—	301	416,460	382,561	33,613	416,174
Share purchases for Share Award Scheme	股份獎勵計劃的股份購買	29	—*	(26,188)	—	—	—	—	—	—	—	(26,188)	—	(26,188)
Share Award Scheme	股份獎勵計劃	29	—	—	—	19,687	—	—	—	—	—	19,687	—	19,687
Capital injection from non-controlling interests	非控股權益的注資		—	—	—	—	—	—	—	—	—	—	350	350
Acquisition of non-controlling interests	收購非控股權益		—	—	—	(706)	—	—	—	—	—	(706)	(4,537)	(5,243)
Dividends paid to non-controlling shareholders	已付予非控股股東的股息		—	—	—	—	—	—	—	—	—	—	(32,283)	(32,283)
Transfer from retained profits	轉撥自保留盈利		—	—	—	—	—	—	44,271	—	(44,271)	—	—	—
At 31 December 2022	於2022年12月31日		69	(26,188)	2,434,970 <sup>#</sup>	490,371 <sup>#</sup>	115,245 <sup>#</sup>	(22,162) <sup>#</sup>	652,304 <sup>#</sup>	16,617 <sup>#</sup>	393,961 <sup>#</sup>	4,055,187	206,495	4,261,682

\* Less than RMB1,000.

\* 低於人民幣1,000元。

<sup>#</sup> These reserve accounts comprise the consolidated reserves of RMB4,081,306,000 (2021: RMB3,679,764,000) in the consolidated statement of financial position.

<sup>#</sup> 該等儲備賬戶包括綜合財務狀況表內的綜合儲備人民幣4,081,306,000元(2021年：人民幣3,679,764,000元)。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2023 截至2023年12月31日止年度

	Note 附註	Attributable to owners of the parent 母公司擁有人應佔											
		Share capital 股本	Treasury shares 庫存股份	Share premium account 股份溢價	Contributed surplus 實收盈餘	Share option reserve 購股權儲備	Fair value reserve of financial assets at fair value through other comprehensive income 按公平值計入其他全面收益的金融資產的公平值儲備	Reserve funds 儲備資金	Exchange fluctuation reserve 匯兌波動儲備	Retained profits 保留盈利	Total 總計	Non-controlling interests 非控股權益	Total equity 權益總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	69	(26,188)	2,434,970 <sup>#</sup>	490,371 <sup>#</sup>	115,245 <sup>#</sup>	(22,162) <sup>#</sup>	652,304 <sup>#</sup>	16,617 <sup>#</sup>	393,961 <sup>#</sup>	4,055,187	206,495	4,261,682
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	86,076	86,076	8,536	94,612
Other comprehensive income for the year:	年內其他全面收益：												
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益的權益投資公平值變動，扣除稅項後	-	-	-	-	4,000	-	-	-	4,000	-	-	4,000
Exchange differences on translation of foreign operations	換算國外業務的匯兌差額	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	4,000	-	-	86,076	90,076	8,536	98,612	
Share purchases for Share Award Scheme	股份獎勵計劃的股份購買	29	(66,657)	-	-	-	-	-	-	(66,657)	-	(66,657)	
Share Award Scheme	股份獎勵計劃	29	-	-	32,475	-	-	-	-	32,475	-	32,475	
Shares vested under Share Award Scheme	根據股份獎勵計劃歸屬的股份	- <sup>*</sup>	15,958	524	-	(17,311)	-	-	-	(829)	-	(829)	
Dividends distribution	股息分派	-	-	(87,184)	-	-	-	-	-	(87,184)	-	(87,184)	
Dividends paid to non-controlling shareholders	支付予非控股股東的股息	-	-	-	-	-	-	-	-	-	(1,844)	(1,844)	
Transfer from retained profits	轉撥自保留盈利	-	-	-	-	-	16,983	-	(16,983)	-	-	-	
At 31 December 2023	於2023年12月31日	69	(76,887)	2,348,310 <sup>#</sup>	490,371 <sup>#</sup>	130,409 <sup>#</sup>	(18,162) <sup>#</sup>	669,287 <sup>#</sup>	16,617 <sup>#</sup>	463,054 <sup>#</sup>	4,023,068	213,187	4,236,255

<sup>#</sup> Less than RMB1,000.

\* 低於人民幣1,000元。

<sup>#</sup> These reserve accounts comprise the consolidated reserves of RMB4,099,886,000 (2022: RMB4,081,306,000) in the consolidated statement of financial position.

<sup>#</sup> 該等儲備賬戶包括綜合財務狀況表內的綜合儲備人民幣4,099,886,000元(2022年：人民幣4,081,306,000元)。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2023 截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES		經營活動所得現金流量		
Profit before tax:	除稅前溢利：		97,686	450,073
Adjustments for:	調整：			
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公平值變動減銷售費用產生的虧損	16	706,302	291,385
Fair value changes of financial guarantee contracts	財務擔保合約的公平值變動		124	1,584
Finance costs	融資成本	6	53,104	57,446
Share of profits and losses of associates	分佔聯營公司損益	15	10,174	20,372
Interest income	利息收入		(29,555)	(8,314)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	4	5,141	3,204
Gain on partial disposal of an associate	部分出售一間聯營公司的收益	4	—	(25,741)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5	106,370	106,102
Depreciation of right-of-use assets	使用權資產折舊	5	19,472	5,516
Amortisation of other intangible assets	其他無形資產攤銷	5	1,310	873
Impairment of items of property, plant and equipment	物業、廠房及設備項目減值	4	—	8,179
Impairment of items of inventories	存貨項目減值		3,511	—
Reversal of receivables	應收款項撥回		(1,651)	(231)
Share award expenses	股份獎勵開支	29	32,475	19,687
Provision for litigations and claims	訴訟及索償撥備		—	35,737
Foreign exchange differences, net	外匯差異淨額	4	(354)	2,658
			1,004,109	968,530
Increase in inventories	存貨增加		(129,702)	(106,941)
Increase in biological assets - current	生物資產增加—流動		(121,109)	(45,020)
Increase in trade receivables	貿易應收款項增加		(26,473)	(28,719)
Decrease in deposits and other receivables	按金及其他應收款項減少		5,407	8,047
Decrease in restricted bank deposits	受限制銀行存款減少		9,804	123,322
Increase in trade and bills payables	貿易應付款項及應付票據增加		180,497	224,224
Increase/(decrease) in other payables and accruals	其他應付款項及預提費用增加/(減少)		14,872	(27,574)
Cash generated from operations	經營產生的現金		937,405	1,115,869
Interest received	已收利息		5,953	7,818
Income tax paid	已付所得稅		(3,074)	(618)
Net cash flows from operating activities	經營活動所得現金流量淨額		940,284	1,123,069

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2023 截至2023年12月31日止年度

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b> 投資活動所得現金流量			
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(291,697)	(137,001)
Additions to right-of-use assets	新增使用權資產	(4,391)	(25,732)
Additions to other intangible assets	新增其他無形資產	(870)	(2,804)
Prepayment for biological assets	生物資產預付款	(48,358)	—
Payments for breeding calves and heifers	飼養犏牛及育成牛的付款	(970,429)	(860,069)
Proceeds from disposal of biological assets	出售生物資產的所得款項	358,994	305,259
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	7,312	3,332
Decrease in other financial assets-entrusted loans	其他金融資產—委託貸款減少	—	72,000
Disposal of subsidiaries	出售附屬公司	—	1,454
Payments for previous acquisition of a subsidiary	先前收購一間附屬公司的付款	(5,000)	—
Interest received	已收利息	10,822	—
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產之所得款項	329,000	968,945
Placement of term deposits with original maturity over three months	存入原到期日超過三個月的定期存款	(540,000)	—
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	—	(1,419,000)
Dividends received from an associate	已收一間聯營公司股息	825	—
Proceeds from partial disposal of associates	部分出售聯營公司的所得款項	—	30,065
Net cash flows used in investing activities	投資活動所用現金流量淨額	(1,153,792)	(1,063,551)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b> 融資活動所得現金流量			
New bank loan borrowings	新增銀行借款	2,112,785	2,643,300
Proceeds from issue of a super short-term note	發行超短期融資券的所得款項	—	100,000
Capital injection by non-controlling interests	非控股權益注資	—	350
Repayment of bank loans	償還銀行借款	(1,721,796)	(2,582,218)
Repayment of super short-term note	償還超短期融資券	(100,000)	—
Withdrawal of pledged deposits	提取質押存款	66,700	—
Placement of pledged deposits	存入質押存款	(25,421)	(66,700)
Principal portion of lease payments	租賃付款的本金部分	(18,126)	(2,736)
Acquisition of non-controlling interests	收購非控股權益	—	(5,243)
Payment for purchase of ordinary shares	購買普通股的付款	(53,737)	(38,070)
Dividends paid to non-controlling shareholders	已付予非控股股東的股息	(1,844)	(83,583)
Dividends paid	已付股息	(87,184)	—
Interest paid	已付利息	(52,943)	(63,918)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2023 截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net cash flows from/(used in) financing activities	融資活動所得/(所用) 現金流量淨額		118,434	(98,818)
NET DECREASE IN CASH AND CAS EQUIVALENTS	現金及現金等價物減少淨額		(95,074)	(39,300)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		490,177	531,835
Effect of foreign exchange rate changes, net	匯率變動的影響淨額		354	(2,358)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	22	395,457	490,177
Represented by	指：			
Cash and bank balances	現金及銀行結餘		1,096,669	690,044
Less: restricted bank deposits and term deposits with original maturity over three months	減：受限制銀行存款及原到 期日超過三個月的 定期存款		(701,212)	(199,867)
			395,457	490,177



# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. During the year, the Company's subsidiaries were primarily engaged in the production and distribution of raw milk in the People's Republic of China (the "PRC").

#### INFORMATION ABOUT SUBSIDIARIES

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Registered share capital 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Inner Mongolia Shengmu High-tech Farming Co., Ltd. ("Shengmu High-tech")# (note (i)) 內蒙古聖牧高科牧業有限公司 ("聖牧高科")#(附註(i))	PRC/ Chinese Mainland 中國/ 中國內地	RMB 888,700,000 人民幣 888,700,000元	—	100	Production and distribution of raw milk 生產及分銷 原料奶
Inner Mongolia Shengmu Holding Co., Ltd. ("Shengmu Holding")# (note (ii)) 內蒙古聖牧控股有限公司 ("聖牧控股")#(附註(i))	PRC/ Chinese Mainland 中國/ 中國內地	RMB 280,000,000 人民幣 280,000,000元	—	100	Production and distribution of raw milk 生產及分銷 原料奶
Bayannur Shengmu Pangu Farming Co., Ltd. ("Shengmu Pangu")# (note (i)) 巴彥淖爾市聖牧盤古牧業有限 責任公司("聖牧盤古")#(附註(i))	PRC/ Chinese Mainland 中國/ 中國內地	RMB 80,000,000 人民幣 80,000,000元	—	55	Production and distribution of raw milk 生產及分銷 原料奶

### 1. 公司及集團資料

本公司為一間於開曼群島註冊成立的獲豁免的有限公司。本公司的註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

本公司為一間投資控股公司。於本年度，本公司的附屬公司主要在中華人民共和國("中國")從事生產及分銷原料奶。

#### 有關附屬公司的資料

本公司主要附屬公司的詳情如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION *(continued)*

#### INFORMATION ABOUT SUBSIDIARIES *(Continued)*

# The English names of these companies represent the best effort made by the management of the Company to directly translate their Chinese names as these companies did not register any official English names.

Note:

(i) The entity was registered as a foreign investment enterprise under PRC law.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 2. ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include all International Financial Reporting Standards, International Accounting standards ("IASs") and Interpretations) issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain biological assets, agriculture produce and derivative financial liabilities which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

#### BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

### 1. 公司及集團資料 *(續)*

#### 有關附屬公司的資料 *(續)*

# 該等公司的英文名稱為本公司管理層盡最大努力而對其中文名稱進行的直接翻譯，因為該等公司並無註冊任何正式的英文名稱。

附註：

(i) 該實體根據中國法律註冊為外商投資企業。

上表列出董事認為主要影響本年度業績或構成本集團資產淨值主要部分的本公司附屬公司。董事認為提供其他附屬公司詳情將會導致篇幅冗長。

### 2. 會計政策

#### 2.1 編製基準

該等財務報表乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)(包括所有國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋)及香港公司條例的披露規定編製。該等財務報表乃根據歷史成本慣例編製，惟按公平值計量的若干生物資產、農產品及衍生金融負債除外。除另有指明外，該等財務報表以人民幣(「人民幣」)列示，而所有數值已約整至最接近的千位數。

#### 綜合基準

綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至2023年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能通過對投資對象的權力(例如本集團獲賦予現有或以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

## 2. ACCOUNTING POLICIES (continued)

### 2.1 BASIS OF PREPARATION

#### BASIS OF CONSOLIDATION (Continued)

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill) liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2. 會計政策 (續)

### 2.1 編製基準 (續)

#### 綜合基準 (續)

一般情況下，假設多數投票權形成控制權。倘本公司擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃採用貫徹一致的會計政策就與本公司相同的報告期而編製。附屬公司的業績由本集團取得控制權之日起綜合計算，並繼續綜合計算至該控制權終止之日。

損益及其他全面收益的各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益結餘為負數。所有集團內公司間資產及負債、權益、收入、開支以及與本集團成員公司之間交易有關的現金流量均於綜合賬目時悉數抵銷。

倘事實及情況反映上述三項控制權因素中一項或多項有變，則本集團會重估是否仍然控制投資對象。附屬公司擁有權益的變動(並無失去控制權)，入賬為權益交易。

倘本集團失去對一間附屬公司的控制權，則其取消確認相關資產(包括商譽)及負債、任何非控股權益及匯兌波動儲備；及確認任何保留投資的公平值及任何產生的盈餘或損益中的虧絀。先前於其他全面收益內確認的本集團應佔部分會視乎情況按倘本集團直接出售相關資產或負債所要求的相同基準重新分類為損益或留存收益。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.1 BASIS OF PREPARATION (continued)

#### GOING CONCERN

The Group had net current liabilities of RMB867,205,000 as at 31 December 2023 (2022: net current liabilities of RMB195,588,000). In view of the net current liabilities position, the board of directors has given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern.

Having considered the unutilised banking facilities and cash flow projections for the year ending 31 December 2024, the directors are satisfied that the Group is able to meet in full its financial obligations as they fall due for the foreseeable future. Accordingly, the directors have prepared the consolidated financial statements on a going concern basis.

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

## 2. 會計政策 (續)

### 2.1 編製基準 (續)

#### 持續經營基準

於2023年12月31日，本集團淨流動負債為人民幣867,205,000元(2022年：淨流動負債為人民幣195,588,000元)。鑒於淨流動負債狀況，董事會充分考慮了本集團未來的流動性、經營業績和可用財務資源，以評估本集團是否將有充足的財務資源持續經營。

考慮到截至2024年12月31日止年度的現金流量預測，董事認為，於可預見將來，本集團將可全面履行其到期財務責任。因此，董事已按持續經營基準編製綜合財務報表。

本集團已就本年度的財務報表首次採納下列經修訂國際財務報告準則。

國際會計準則第1號及國際財務報告準則實務報告第2號的修訂	披露會計政策
國際會計準則第8號的修訂	會計估計的定義
國際會計準則第12號的修訂	單一交易中產生的資產及負債相關的遞延稅項
國際會計準則第12號的修訂	國際稅務變革—第二支柱示範規則

## 2. ACCOUNTING POLICIES (continued)

### 2.1 BASIS OF PREPARATION (continued)

#### GOING CONCERN (Continued)

The nature and the impact of the revised IFRSs that are applicable to the Group are described below:

- (a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2. 會計政策 (續)

### 2.1 編製基準 (續)

#### 持續經營基準 (續)

適用於本集團經修訂國際財務報告準則的性質及影響如下：

- (a) 國際會計準則第1號的修訂要求實體披露重要會計政策信息，而非重大會計政策。倘會計政策信息與實體財務報表所載其他信息一併考慮時，在合理預期下可影響通用目的財務報表的主要使用者基於該等財務報表作出的決定，則該等會計政策信息屬重要。國際財務報告準則實務報告第2號的修訂/作出重要性判斷/為如何應用會計政策披露的重要性概念提供非強制性指引。本集團已於財務報表附註2披露重要會計政策信息。該等修訂並無對本集團財務報表中任何項目的計量、確認或呈列造成任何影響。
- (b) 國際會計準則第8號的修訂澄清會計估計變動與會計政策變動之間的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦澄清實體如何使用估值技術及輸入值確定會計估計。由於本集團的方法及政策與該等修訂一致，故該等修訂並無對本集團的財務報表產生影響。
- (c) 國際會計準則第12號與單一交易產生的資產及負債相關之遞延稅項的修訂，縮小了國際會計準則第12號中初始確認例外情況的範圍，使其不再適用於產生相同的應課稅及可扣減暫時差異的交易。因此，實體須對該等交易產生的暫時性差異確認遞延稅項資產(惟須有充足應稅利潤)及遞延稅項負債。預期該等修訂不會對本集團的財務報表產生任何重大影響。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 2. ACCOUNTING POLICIES (continued)

#### 2.1 BASIS OF PREPARATION (continued)

##### GOING CONCERN (Continued)

- (d) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

### 2. 會計政策 (續)

#### 2.1 編製基準 (續)

##### 持續經營基準 (續)

- (d) 國際會計準則第12號的修訂*國際稅收改革－支柱二立法模板*引入了對因實施經濟合作與發展組織發佈的支柱二立法模板而產生的遞延稅款的確認及披露的強制性臨時豁免。該修訂亦引入對受影響實體的披露要求，以幫助財務報表使用者更好地瞭解實體對第二支柱所得稅的敞口，包括在支柱二立法生效期間單獨披露與第二支柱所得稅相關的當前稅收，以及在立法頒佈或實質頒佈但尚未生效期間披露其對第二支柱所得稅敞口的已知或合理估計的資料。本集團已追溯性地應用該修訂。由於本集團不屬於支柱二立法模板規則的範圍內，故該等修訂對本集團沒有任何影響。

## 2. ACCOUNTING POLICIES (continued)

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>1</sup>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> <sup>1</sup>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> <sup>1</sup>
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> <sup>1</sup>
Amendments to IAS 21	<i>Lack of Exchangeability</i> <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>3</sup> No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

## 2. 會計政策 (續)

### 2.3 已頒佈但尚未生效的國際財務報告準則

本集團尚未在該等財務報表中採納下列已頒佈但尚未生效的經修訂國際財務報告準則。本集團擬於該等經修訂國際財務報告準則生效時應用該等國際財務報告準則(如適用)。

國際財務報告準則第10號及國際會計準則第28號的修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
國際財務報告準則第16號的修訂	售後租回的租賃負債 <sup>1</sup>
國際會計準則第1號的修訂	負債分類作流動或非流動(「2020年修訂」) <sup>1</sup>
國際會計準則第1號的修訂	有契約的非流動負債(「2022年修訂」) <sup>1</sup>
國際會計準則第7號及國際財務報告準則第7號的修訂	供應商融資安排 <sup>1</sup>
國際會計準則第21號的修訂	缺乏可兌換性 <sup>2</sup>

<sup>1</sup> 於2024年1月1日或之後開始的年度期間生效

<sup>2</sup> 於2025年1月1日或之後開始的年度期間生效

<sup>3</sup> 未釐定強制性生效日期，惟可供採納

下文載述有關預期將適用於本集團的該等國際財務報告準則的進一步資料。

## 2. ACCOUNTING POLICIES (continued)

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2. 會計政策 (續)

### 2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第10號及國際會計準則第28號的修訂解決了國際財務報告準則第10號與國際會計準則第28號就處理投資者與其聯營公司或合營公司之間的資產出售或投入的規定之間的分歧。該修訂規定，當資產出售或投入構成一項業務時，全面確認下游交易產生的收益或虧損。就涉及不構成一項業務的資產交易而言，交易產生的收益或虧損僅以無關連投資者於該聯營公司及合營公司的權益為限於投資者的損益中確認。該修訂將前瞻性應用。國際財務報告準則第10號及國際會計準則第28號的修訂的前一強制性生效日期已由國際會計準則理事會廢除。然而，該修訂現時可供採用。

國際財務報告準則第16號的修訂明確賣方承租人在衡量售後回租交易中產生的租賃負債時使用的規定，以確保賣方承租人不確認與其保留的使用權有關的任何金額的收益或虧損。該等修訂於2024年1月1日或之後開始的年度期間生效，並應追溯適用於在國際財務報告準則第16號初步適用日期（即2019年1月1日）之後進行的售後回租交易。允許提前應用。預期該等修訂不會對本集團的財務報表產生任何重大影響。



## 2. ACCOUNTING POLICIES (continued)

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

## 2. 會計政策 (續)

### 2.3 已頒佈但尚未生效的國際財務報告準則 (續)

2020年修訂闡明將負債分類為流動或非流動的規定，包括延遲清償權的含義，以及延遲清償權必須在報告期末存在。負債的分類不受實體行使其延遲清償權可能性的影響。該等修訂亦澄清，負債可以用其自身的權益工具清償，以及只有當可轉換負債中的轉換選擇權本身作為權益工具入賬時，負債的條款才不會影響其分類。2022年修訂進一步澄清在貸款安排產生的負債契約中，惟該等實體在報告日或之前必須遵守的契約方會影響該負債的流動或非流動分類。對於實體於報告期後十二個月內必須遵守未來契約的非流動負債，須進行額外披露。該等修訂應追溯應用，並允許提早應用。提前採納2020年修訂的實體須同時採納2022年修訂，反之亦然。本集團目前正在評估該等修訂的影響，以及現有的貸款協議是否須修訂。根據初步評估，預期該等修訂不會對本集團的財務報表產生任何重大影響。

## 2. ACCOUNTING POLICIES *(continued)*

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2. 會計政策 *(續)*

### 2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

國際會計準則第7號及國際財務報告準則第7號的修訂闡明澄清供應商融資安排的特性，並要求額外披露有關安排。該等修訂的披露要求旨在協助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動資金風險的影響。允許提早應用該等修訂。該等修訂就於年度報告期及中期披露期初的比較資料及定量資料提供若干過渡性寬免。該等修訂預期不會對本集團的財務報表產生任何重大影響。

國際會計準則第21號的修訂訂明實體應如何評估某種貨幣是否可兌換為另一種貨幣，以及在缺乏可兌換性的情況下，實體應如何估計於計量日期的即期匯率。該等修訂要求披露讓財務報表使用者能夠了解貨幣不可兌換的影響的資料。允許提早應用。於應用該等修訂時，實體不能重列比較資料。初始應用該等修訂的任何累計影響應於初始應用當日確認為對保留溢利期初結餘的調整或對權益單獨組成部分中累積的匯兌差額累計金額的調整(如適用)。該修訂預期不會對本集團的財務報表產生任何重大影響。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

#### INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

## 2. 會計政策 (續)

### 2.4 重大會計政策

#### 於聯營公司及合營公司的投資

聯營公司是本集團擁有一般不少於20%股份投票權的長期權益，並對其擁有重大影響力的實體。重大影響是參與被投資者的財務及經營決策但不控制或共同控制該等政策的權力。

合營公司為一項合營安排，據此，擁有安排共同控制權的人士均有權享有合營公司的淨資產。共同控制為合約協定共享安排控制權，其僅在相關活動決策必須獲共享控制權的人士一致同意方存在。

按權益會計法，本集團於聯營公司及合營公司的投資，以本集團應佔淨資產減任何減值虧損，於綜合財務狀況表列賬。任何可能存在的相異會計政策已作出相應調整使之貫徹一致。

本集團應佔聯營公司及合營公司收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，倘直接於聯營公司或合營公司的權益確認有關變動，則本集團會於綜合權益變動表確認其應佔任何變動(如適用)。本集團與其聯營公司或合營公司間交易所產生的未變現收益及虧損，將以本集團於聯營公司或合營公司的投資為限予以抵銷，惟未變現虧損為所轉讓資產減值導致則除外。收購聯營公司或合營公司的商譽列為本集團於聯營公司或合營公司投資的一部分。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (Continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

#### BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 於聯營公司及合營公司的投資(續)

倘於聯營公司的投資轉為於合營公司的投資，則保留權益不會重新計量，反之亦然，而該投資繼續按權益法列賬。在所有其他情況下，本集團對聯營公司不再有重大影響或對合營公司不再有共同控制時，按公平值計量及確認任何保留投資。本集團於失去重大影響或共同控制時聯營公司或合營公司的賬面值與保留投資的公平值及出售所得款項之間的任何差額於損益內確認。

當於聯營公司或合營公司的投資被分類為持作出售，其根據國際財務報告準則第5號持作出售及已終止經營業務的非流動資產列賬。

#### 業務合併及商譽

業務合併採用收購法列賬。轉讓代價乃按收購日期的公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方的前度擁有人承擔的負債及本集團發行以換取被收購方控股權的股本權益的總和。就各項業務合併而言，本集團選擇以公平值或被收購方可識別資產淨值的應佔比例，計算於被收購方的非控股權益。非控股權益的一切其他部分乃按公平值計量。收購相關成本於產生時列為開支。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### **BUSINESS COMBINATIONS AND GOODWILL (Continued)**

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### **業務合併及商譽(續)**

當所收購的一組活動及資產包含共同對創造產出的能力有重大貢獻的一項投入及一項實質性程序，本集團認為其已收購一項業務。

本集團收購一項業務時會根據合約條款、收購日的經濟狀況及有關條件評估取得的金融資產及承擔的金融負債，以進行適當分類及指定。此包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併為分階段實現，先前持有的股本權益應按收購日的公平值重新計算，產生的任何收益或虧損在損益中確認。

收購方轉讓的任何或有代價將以收購日的公平值確認。被分類為資產或負債的或有代價按公平值計量並將其變動於損益中確認。或有代價如被分類為權益項目，則不再對其重新計量，後續的結算會計入權益中。

商譽初步按成本計量，即轉讓代價、確認為非控股權益的金額及本集團先前持有的被收購方股權的公平值之和超出所收購可識別資產淨值及所承擔負債的部分。倘該代價及其他項目之和低於所收購淨資產的公平值，有關差額在重估後於損益確認為廉價收購收益。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### BUSINESS COMBINATIONS AND GOODWILL (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

#### FAIR VALUE MEASUREMENT

The Group measures its biological assets and agricultural produce at fair value less costs to sell at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 業務合併及商譽(續)

初步確認後，商譽按成本減任何累計減值虧損計量。如有任何事件或情況變動表明賬面值可能減值，則會每年或更頻繁地對商譽進行減值測試。本集團每年於12月31日進行商譽減值測試。就減值測試而言，於業務合併時收購的商譽自收購日起分配至預期將從合併協同效應受益的本集團各現金產生單位或現金產生單位組別，而不論本集團的其他資產或負債是否已被分配至該等單位或單位組別。

減值通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

倘商譽被分配至某現金產生單位(或現金產生單位組別)，而該單位內的部分業務被出售，與被出售業務有關的商譽將於釐定出售該業務的收益或虧損時計入該業務賬面值。在此等情況下被出售的商譽按被出售業務的相對價值及保留的現金產生單位部分計量。

#### 公平值計量

本集團按各報告期末的公平值減去銷售費用計量其生物資產及農產品。公平值為市場參與者間於計量日期進行的有序交易中，出售資產所收取或轉讓負債所支付之價格。公平值計量假設出售資產或轉讓負債的交易於資產或負債的主要市場或(並無主要市場)於資產或負債的最有利市場進行。本集團必須可於該主要市場或最有利市場進行交易。資產或負債的公平值乃採用市場參與者為資產或負債定價時所用的假設計量，即假設市場參與者按其最佳經濟利益行事。

## 2. ACCOUNTING POLICIES *(continued)*

### 2.4 MATERIAL ACCOUNTING POLICIES

*(continued)*

#### **FAIR VALUE MEASUREMENT** *(Continued)*

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

## 2. 會計政策 *(續)*

### 2.4 重大會計政策 *(續)*

#### **公平值計量** *(續)*

非金融資產的公平值計量計入市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

本集團採用在各情況下適當的估值技術，而其有足夠資料以計量公平值，以盡量使用相關可觀察輸入數據及盡量避免使用不可觀察輸入數據。

所有於財務報表中計量或披露公平值的資產及負債，乃按對整體公平值計量而言屬重大的最低層輸入數據分類至下述的公平值層次：

- 第一層 – 可識別資產或負債於活躍市場的市場報價（未經調整）
- 第二層 – 估值技術所使用對公平值計量而言屬重大的最低層輸入數據乃為直接或間接觀察所得
- 第三層 – 估值技術所使用對公平值計量而言屬重大的最低層輸入數據乃不可觀察

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### **FAIR VALUE MEASUREMENT (Continued)**

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### **IMPAIRMENT OF NON-FINANCIAL ASSETS**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the assets' recoverable amount is estimated. An assets' recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### **公平值計量 (續)**

就於財務報表經常確認的資產及負債而言，本集團於各報告期末按對整體公平值計量而言屬重大的最低層輸入數據重新評估分類，以釐定各層之間有否出現轉移。

#### **非金融資產減值**

倘一項資產(存貨、合約資產、遞延稅項資產、金融資產、投資物業及分類為持作出售的非流動資產／出售組別除外)存在減值跡象，或需要進行年度減值測試，則會估計資產的可收回金額。資產可收回金額按該資產或現金產生單位的使用價值及其公平值減出售成本兩者中的較高金額計算，並按個別資產釐定，除非該資產所產生的現金流入基本上不能獨立於其他資產或資產組別所產生的現金流入，在此情況下，可收回金額將按該資產所屬現金產生單位釐定。

在進行現金產生單位減值測試時，倘能按合理一致的基準作出分配，則企業資產(例如總部大樓)賬面值的一部分會分配至個別現金產生單位，否則分配至最小的現金產生單位組別。

減值虧損僅於資產賬面值超逾其可收回金額時確認。於評估使用價值時，估計日後現金流量乃按稅前貼現率貼現至其現值。稅前貼現率反映當時市場對貨幣時間值的評估及該資產的特有風險。減值虧損於其產生期間的損益賬內在與減值資產的功能一致的相關開支類別中扣除。



**2. ACCOUNTING POLICIES** (continued)**2.4 MATERIAL ACCOUNTING POLICIES**

(continued)

**IMPAIRMENT OF NON-FINANCIAL ASSETS** (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

**RELATED PARTIES**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

**2. 會計政策** (續)**2.4 重大會計政策** (續)**非金融資產減值** (續)

於各報告期間末，會評估是否有跡象顯示先前確認的減值虧損不再存在或可能已減少。倘有該等跡象存在，便會估計可收回金額。先前就資產(商譽除外)確認的減值虧損，僅於用以釐定該資產的可收回金額的估計有變時予以撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應有的賬面值(扣除任何折舊／攤銷)。撥回的減值虧損於其產生期間計入損益賬，惟倘該項資產以重估價值列賬，則減值虧損撥回會按該項重估資產適用的相關會計政策入賬。

**關聯方**

以下人士於下列情況將被視為與本集團有關連：

- (a) 倘該方屬以下人士或該人士的近親，並且該人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 擔任本集團或本集團母公司的主要管理層成員；

或

# Notes to Financial Statements

## 財務報表附註

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### 2. ACCOUNTING POLICIES (continued)

#### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

##### RELATED PARTIES (Continued)

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

### 2. 會計政策 (續)

#### 2.4 重大會計政策 (續)

##### 非金融資產減值(續)

(b) 倘該方為符合下列任何條件的實體：

- (i) 該實體與本集團屬同一集團的成員；
- (ii) 一個實體為另一個實體的聯營公司或合營公司(或為另一個實體的母公司、附屬公司或同系附屬公司)；
- (iii) 該實體與本集團均為同一第三方的合營公司；
- (iv) 一個實體為第三方實體的合營公司，而另一個實體為該第三方實體的聯營公司；
- (v) 該實體是以本集團或本集團關連實體的僱員為受益人的離職後福利計劃；以及為離職後福利計劃供款的僱主；
- (vi) 該實體受(a)項所識別人士控制或共同控制；
- (vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體(或該實體母公司)的主要管理層成員；及
- (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團的母公司。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### **PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION**

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5, as further explained in the accounting policy for "Non-current assets and disposal groups held for sale". The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss and other comprehensive income in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### **物業、廠房及設備與折舊**

除在建工程外，物業、廠房及設備乃以成本減累計折舊及任何減值虧損列賬。當一項物業、廠房及設備項目分類為持作出售或當其為組成分類為持作出售的處置組合的一部分時，其毋須折舊並根據國際財務報告準則第5號入賬，其詳情載於「持作出售的非流動資產及出售組合」會計政策內。物業、廠房及設備項目的成本包括其購買價及將資產運抵指定地點並使其達到預定可使用狀態的任何直接應佔成本。

成本亦可包括由權益轉撥的外幣購買物業、廠房及設備符合作現金流量對沖的任何收益或者虧損。

物業、廠房及設備項目投入運作後產生的支出，如維修保養等，一般於其產生期間於損益及其他全面收益表中扣除。於符合確認條件的情況下，主要檢查開支作為重置成本、資本化為資產賬面值。當物業、廠房及設備的重大部分於期間需要替換，本集團確認該部分為有明確可使用年期的個別資產，並作出相應折舊。

# Notes to Financial Statements

## 財務報表附註

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### 2. ACCOUNTING POLICIES (continued)

#### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

##### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

(Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

	Useful lives 可使用年期	Residual values 剩餘價值
Buildings 建築物	20 years 20年	5%
Machinery and equipment 機械及設備	5-10 years 5-10年	5%
Office and other equipment 辦公及其他設備	5 years 5年	5%
Motor vehicles 運輸工具	5 years 5年	5%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

### 2. 會計政策 (續)

#### 2.4 重大會計政策 (續)

##### 物業、廠房及設備與折舊 (續)

折舊乃按其估計可使用年期以直線法計算，將物業、廠房及設備各項目的成本撇銷至其剩餘價值。就此所使用的主要年率如下：

倘物業、廠房及設備項目的不同部分的可使用年期有別，該項目的成本乃按合理基準分配至不同部分且分別進行折舊。剩餘價值、可使用年期及折舊方法最少須於各財政年度末進行審查及調整(如適用)。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

(Continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

#### BIOLOGICAL ASSETS

Biological assets comprise dairy cows and beef cattle. Dairy cows include milkable cows, heifers and calves which are raised by the Group for the purposes of producing raw milk. Beef cattle are raised by the Group for sale.

Biological assets are measured on initial recognition and at the end of the reporting period at their fair value less costs to sell, with any resultant gain or loss recognised in profit or loss for the year in which it arises. Costs to sell are the incremental costs directly attributable to the disposal of an asset, mainly transportation costs and excluding finance costs and income taxes. The fair value of biological assets is determined based on its present location and condition and is determined independently by professional valuers.

The feeding costs and other related costs including the depreciation charge, utility costs and consumables incurred for the raising of heifers and calves are capitalised, until such time as the heifers and calves begin to produce milk.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 物業、廠房及設備與折舊 (續)

一項物業、廠房及設備項目(包括已作初步確認的任何重要部份)於出售或估計其使用或出售日後不會產生經濟利益時，將終止確認。於資產終止確認的年度因出售或報廢而於損益表內確認的任何收益或虧損，乃有關資產的出售所得款項淨額及賬面值之間的差額。

在建工程按成本扣除任何減值虧損列賬，且不計算折舊。在建工程於落成及可供使用時重新分類為物業、廠房及設備的適當類別。

#### 生物資產

生物資產包括奶牛及肉牛。奶牛包括本集團餵養的成母牛、育成牛及犏牛，作生產原料奶之用。肉牛由本集團餵養，作出售之用。

生物資產於初始確認時及報告期末按公平值減銷售費用計量，所得的任何收益或虧損於產生年度在損益內確認。銷售費用為出售資產直接應佔的增量費用，主要為運輸費用，不包括融資成本及所得稅。生物資產的公平值由專業評估師按其現時所處位置及狀況獨立釐定。

奶牛的飼養成本及其他相關成本(包括飼養育成牛及犏牛所產生的折舊開支、水電成本及消耗物)會被資本化，直至育成牛及犏牛開始產奶。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### AGRICULTURAL PRODUCE

Agricultural produce represents raw milk. Upon harvest, agricultural produce is recognised at its fair value less costs to sell, which is determined based on market prices in the local area. The costs to sell are the incremental costs directly attributable to the sales of the agricultural produce, mainly transportation costs, excluding finance costs and income tax.

#### INTANGIBLE ASSETS (OTHER THAN GOODWILL)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 農產品

農產品指原料奶。農產品於產出時按其公平值減銷售費用確認，並按當地的市場報價釐定。銷售費用指出售農產品直接應佔的增量費用，主要為運輸費用，不包括融資成本及所得稅。

#### 無形資產(商譽除外)

單獨收購的無形資產於初始確認時按成本計量。在業務合併中所收購的無形資產的成本即為收購當日的公平值。無形資產的可使用年期分為有限期或無限期。有限期的無形資產按可使用經濟年期後繼續攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。有使用年限限制的無形資產的攤銷期及攤銷方法至少於每個財政年度末複核一次。

無固定可使用年限的無形資產個別地或按現金產生單位層面每年進行減值測試。該等無形資產不予攤銷。無固定年限的無形資產的可使用年限每年檢查，以確定無固定年限的評估是否仍具支持性。否則，可使用年限由無固定轉為固定的評估變動於往後入賬。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INTANGIBLE ASSETS (OTHER THAN GOODWILL) (Continued)

##### TECHNICAL KNOW-HOW

Technical know-how is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 to 20 years.

##### COMPUTER SOFTWARE

Computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 5 to 10 years.

##### RESEARCH AND DEVELOPMENT COSTS

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 無形資產(商譽除外)(續)

##### 技術知識

技術知識按成本減任何減值虧損列賬，並於估計可使用年期10至20年按直線法攤銷。

##### 電腦軟件

電腦軟件按成本減任何減值虧損列賬，並於估計可使用年期5至10年按直線法攤銷。

##### 研發成本

所有研究成本會於產生時列支於損益表內。

研發新產品項目產生的開支只會在本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產如何產生可能的未來經濟利益、有足夠資源以完成項目並且有能力可靠地計算發展期間的開支的情況下，才會撥作資本及遞延。倘未能符合以上準則，產品開發成本會在產生時計入費用。

遞延開發成本按成本減任何減值虧損列賬，並以直線法在相關產品投入商業生產時起計不超過五至七年期間的商業年期內攤銷。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 2. ACCOUNTING POLICIES (continued)

#### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

##### LEASES

The Group assesses at contract inception whether a contract is/ or contains, a lease. A contract is/ or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### GROUP AS A LESSEE

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

	Useful lives 使用年期
Leasehold land 租賃土地	5 to 50 years 5至50年

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### 2. 會計政策 (續)

#### 2.4 重大會計政策 (續)

##### 租賃

本集團於合約開始時評估合約是否為／或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為／或包含租賃。

##### 本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產在租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何租賃負債的重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本和開始日期或之前作出的租賃付款減任何已收取的租賃優惠。使用權資產在租賃期及資產估計可使用年期(以較短者為準)內按直線法計提折舊如下：

倘於租賃期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年限計算。



**2. ACCOUNTING POLICIES** (continued)**2.4 MATERIAL ACCOUNTING POLICIES**

(continued)

**LEASES** (Continued)**GROUP AS A LESSEE** (Continued)

## (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

**2. 會計政策** (續)**2.4 重大會計政策** (續)**租賃** (續)**本集團作為承租人** (續)

## (b) 租賃負債

租賃負債在租賃開始日期以租賃期內租賃付款的現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、基於指數或利率的可變租賃付款和剩餘價值擔保下的預期支付款項。倘租賃期反映本集團正行使終止租賃權，租賃付款亦包括合理確定將由本集團行使的購買權的行使價和為終止租賃而支付的罰款。並非基於指數或利率的可變租賃付款將在觸發付款的事件或條件所發生期間確認為支出。

於計算租賃付款的現值時，由於租賃內含利率無法確定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在修改、租期的變動、租賃付款變動(例如由指數或利率變動引起的未來租賃付款變動)或購買相關資產選擇權的評估變動，則重新計量租賃負債的賬面值。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### LEASES (Continued)

##### GROUP AS A LESSEE (Continued)

###### (c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

##### GROUP AS A LESSOR

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 租賃 (續)

##### 本集團作為承租人 (續)

###### (c) 短期租賃及低價值資產租賃

本集團對其機械及設備短期租賃 (即自開始日期起租賃期為12個月或以下且不含購買選擇權的租賃) 應用短期租賃確認豁免。其亦對認為屬低價值的辦公設備及筆記本電腦租賃應用低價值資產租賃確認豁免。短期租賃及低價值資產租賃之租賃付款以直線法按租賃期確認為開支。

##### 本集團作為出租人

當本集團作為出租人，其在租賃開始時 (或存在租賃修改時) 將其各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產擁有權所附帶的絕大部分風險及回報的租賃分類為經營租賃。倘合約包括租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配予各部分。租期內的租金收入按直線法入賬，並因其經營性質計入損益表內的銷售收入。磋商及安排經營租賃產生的初始直接成本加至租賃資產的賬面值，並於租期內按租金收入的相同標準確認。或有租金於其賺取期間確認為銷售收入。

凡相關資產擁有權所附帶的絕大部分風險及回報轉移至承租人的租賃，則列為融資租賃。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INVESTMENTS AND OTHER FINANCIAL ASSETS

##### INITIAL RECOGNITION AND MEASUREMENT

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 投資及其他金融資產

##### 初步確認及計量

金融資產於初步確認時分類為其後按攤餘成本計量、按公平值計入其他全面收益計量及按公平值計入損益計量。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用並無調整重大融資成分的影響的可行權宜方法的貿易應收款項外，本集團初步按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項按國際財務報告準則第15號釐定的交易價格計量，價格載於下文「銷售收入確認」。

為使金融資產按攤餘成本或按公平值計入其他全面收益進行分類及計量，需產生就未償還本金的純粹本息付款(「純粹本息付款」)的現金流量。現金流量並非為純粹本息付款的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤餘成本分類及計量的金融資產目的為持有金融資產以收取合約現金流量的業務模式，而按公平值計入其他全面收益分類及計量的金融資產目的為持有金融資產以收取合約現金流量及出售金融資產的業務模式。並未按上述業務模式持有的金融資產按公平值計入損益分類及計量。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

##### INITIAL RECOGNITION AND MEASUREMENT (Continued)

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

##### SUBSEQUENT MEASUREMENT

The subsequent measurement of financial assets depends on their classification as follows:

##### FINANCIAL ASSETS AT AMORTISED COST (DEBT INSTRUMENTS)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

##### FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (DEBT INSTRUMENTS)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 投資及其他金融資產 (續)

##### 初步確認及計量 (續)

須於一般由市場規例或慣例指定的期間內交付資產的金融資產買賣於交易日期(即本集團承諾購入或出售該資產的日期)確認。

##### 後續計量

金融資產於其後作出的計量視乎其類別如下：

##### 按攤餘成本計量的金融資產 (債務工具)

按攤餘成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損計入損益表。

##### 按公平值計入其他全面收益的金融資產 (債務工具)

就按公平值計入其他全面收益的債務工具而言，利息收入、外匯重估及減值虧損或撥回計入損益表，並按與按攤餘成本計量的金融資產相同的方式計量。其餘公平值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公平值變動將重新計入損益表。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

##### FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (EQUITY INVESTMENTS)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

##### FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 投資及其他金融資產 (續)

##### 指定按公平值計入其他全面收益的金融資產 (股權投資)

於初步確認時，本集團可選擇於股權投資符合國際會計準則第32號金融工具：呈報項下的股本定義且並非持作買賣時，將其股權投資不可撤回地分類為指定按公平值計入其他全面收益的股本工具。分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會被重新計入損益表。當確立支付權時，股息於損益表中確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此情況下，該等收益於其他全面收益入賬。指定按公平值計入其他全面收益的股本工具不受減值評估影響。

##### 按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額計入損益表。

該類別包括本集團並無不可撤銷地選擇按公平值計入其他全面收益進行分類的衍生工具及權益投資。股權投資的股息在支付權確立時亦於損益表中確認為其他收入。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

##### FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(Continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

#### DERECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 投資及其他金融資產 (續)

##### 按公平值計入損益的金融資產 (續)

當嵌入混合合約(包含金融負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險;具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義;且混合合約並非透過損益按公平值計量,則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量,且公平值變動計入損益表。僅當合約條款出現變動,大幅改變其他情況下所需現金流量時;或當原分類至按公平值計入損益的金融資產獲重新分類時,方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計入損益的金融資產。

#### 終止確認金融資產

在以下情況下,金融資產(或在適用情況下,金融資產的部分或一組類似金融資產的部分)主要會被終止確認(即自本集團的綜合財務狀況表中剔出):

- 收取該資產所得現金流量的權利已屆滿;或
- 本集團已轉讓其收取該資產所得現金流量的權利,或已根據「轉手」安排在未有對第三方造成重大延誤的情況下承擔全額支付所有現金流量的責任;以及(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報,但已轉讓該項資產的控制權。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### DERECOGNITION OF FINANCIAL ASSETS (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### GENERAL APPROACH

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 終止確認金融資產 (續)

倘本集團已轉讓其收取資產所得現金流量的權利，或已訂立轉手安排，其將評估是否保留該資產的所有權的風險及回報以及保留的程度。倘並無轉讓或保留該資產的絕大部分風險及回報，亦無轉讓有關資產的控制權，而本集團將以本集團持續參與該項已轉讓資產的程度繼續確認該項資產。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債均按可反映本集團所保留的權利及責任的基準計量。

若以本集團就已轉讓資產作出保證的形式繼續參與，則已轉讓資產乃以該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

#### 金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的概約利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸提升措施所得的現金流量。

#### 一般方法

預期信貸虧損分兩個階段確認。就初步確認以來信貸風險並無顯著增加的信貸風險而言，會為未來12個月可能發生的違約事件所產生的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就初步確認以來信貸風險顯著增加的信貸風險而言，須就預期於風險的餘下期限產生的信貸虧損計提虧損撥備，不論違約的時間(整個期間預期信貸虧損)。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### IMPAIRMENT OF FINANCIAL ASSETS (Continued)

##### GENERAL APPROACH (Continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 金融資產減值 (續)

##### 一般方法 (續)

於各報告日期，本集團評估自初步確認以來金融工具的信貸風險有否顯著增加。進行評估時，本集團將於報告日期金融工具發生違約的風險與初步確認日期金融工具發生違約的風險進行比較，並考慮毋須付出不必要的成本或努力即可獲得的合理且有理據的資料，包括歷史及前瞻性資料。本集團認為，當合約付款逾期超過30天時，信用風險就會大幅增加。

如合約付款逾期90天，本集團認為金融資產違約。然而，在若干情況下，如內部或外部資料顯示本集團於考慮本集團持有的任何信貸提升措施前不可能全數收取未償還合約金額，本集團亦可能認為金融資產違約。如並無合理預期收回合約現金流量，則會撇銷金融資產。

按攤餘成本計量的金融資產根據一般方法可予減值，並按以下階段分類以計量預期信用損失，惟應用下文詳述的簡化方法的貿易應收款項除外。



## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### IMPAIRMENT OF FINANCIAL ASSETS (Continued)

##### GENERAL APPROACH (Continued)

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

##### SIMPLIFIED APPROACH

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 金融資產減值(續)

##### 一般方法(續)

- 第一階段 – 自初步確認以來信貸風險未顯著增加的金信工具，其虧損撥備按相等於12個月預期信貸虧損的金額計量
- 第二階段 – 自初步確認以來信貸風險顯著增加但並非信貸減值金融資產的金信工具，其虧損撥備按相等於整個期間預期信貸虧損的金額計量
- 第三階段 – 於報告日期屬信貸減值的金融資產(但並非購買或原始信貸減值)，其虧損撥備按相等於整個期間預期信貸虧損的金額計量。

##### 簡化方法

就不包含重大融資成分的貿易應收款項及合約資產而言或當本集團採用不調整重大融資成分的影響的實際權宜方法時，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變化，而是於各報告日期根據整個期間預期信貸虧損確認虧損撥備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### FINANCIAL LIABILITIES

##### INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, an amount due to the ultimate holding company, derivative financial instruments and interest-bearing bank borrowings.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 金融負債

##### 初步確認及計量

於初步確認時，金融負債乃視情況分類為按公平值計入損益的金融負債、貸款及借款、應付款項或在有效的對沖中指定為對沖工具的衍生工具(如適用)。

所有金融負債初步按公平值確認，如屬貸款及借款及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、應付最終控股公司款項、衍生金融工具及計息銀行及其他借款。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### FINANCIAL LIABILITIES (Continued)

##### SUBSEQUENT MEASUREMENT

The subsequent measurement of financial liabilities depends on their classification as follows:

##### FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 金融負債 (續)

##### 後續計量

金融負債於其後作出的計量視乎其類別如下：

##### 按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債及於初步確認時指定為按公平值計入損益的金融負債。

金融負債如以於近期內購回為目的而產生，則分類為持作買賣的金融負債。此類別亦包括本集團所訂立根據國際財務報告準則第9號所界定未被指定作對沖關係中對沖工具的衍生金融工具。獨立嵌入式衍生工具亦被分類為持作買賣，惟獲指定為實際對沖工具者則除外。持作出售負債的收益或虧損於損益表內確認。於損益表內確認的公平值收益或虧損淨額並無包括就該等金融負債所收取的任何利息。

於初步確認時指定為按公平值計入損益的金融負債於初步確認日期且僅當符合國際財務報告準則第9號的標準時獲指定。指定為按公平值計入損益的負債的收益或虧損於損益表內確認，惟於其他全面收益呈列且其後並無重新分類至損益表的本集團自身信貸風險產生的收益或虧損除外。於損益表內確認的公平值收益或虧損淨額並無包括就該等金融負債所收取的任何利息。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### FINANCIAL LIABILITIES (Continued)

##### FINANCIAL LIABILITIES AT AMORTISED COST (TRADE AND OTHER PAYABLES, AND BORROWINGS)

After initial recognition, trade and other payables and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

##### FINANCIAL GUARANTEE CONTRACTS

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 金融負債 (續)

按攤餘成本列賬的金融負債(貿易及其他應付款項以及借款)

於初步確認後，貿易及其他應付款項以及計息借款其後以實際利率法按攤餘成本計量，惟倘折現的影響並不重大，則於此情況下，按成本列賬。收益及虧損於負債終止確認時計入損益表，以及在實際利率法攤銷過程中確認。

攤餘成本經計及任何收購折讓或溢價及屬於實際利率的組成部分的各項費用或成本後計算。實際利率攤銷計入損益表內的融資成本。

#### 財務擔保合約

本集團發出的財務擔保合約即規定須付款以償付持有人因特定債務人未能根據債務工具條款償還到期款項而招致損失的合約。財務擔保合約初步按公平值確認為負債，並就發出擔保直接產生的交易成本作出調整。於初步確認後，本集團按以下兩項的較高者計量財務擔保合約：(i) 根據「金融資產減值」所載政策釐定的預期信貸虧損撥備；及(ii) 初步確認金額減(如適用)確認的累計收入金額。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### DERECOGNITION OF FINANCIAL LIABILITIES

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

#### OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### DERIVATIVE FINANCIAL INSTRUMENTS

##### INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 終止確認金融負債

倘負債的責任已解除或取消或屆滿，則終止確認金融負債。

倘現有金融負債由同一債權人以條款大為相異的金融負債所取代，或現有負債的條款作出重大修訂，此類交換或修訂將以終止確認原負債並確認新負債處理，有關各賬面值的差額於損益表內確認。

#### 抵銷金融工具

倘現行可予執行的法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債，淨額於財務狀況表內呈報。

#### 衍生金融工具

##### 初步確認及後續計量

本集團使用衍生金融工具(例如遠期貨幣合約及利率掉期)分別對沖其外幣風險及利率風險。該等衍生金融工具最初在訂立衍生合約日期按公平值確認，隨後以公允值重新計量。衍生工具在公平值為正數時列為資產，在公平值為負數時則列為負債。

衍生工具公平值變動所產生的任何收益或虧損，直接列入損益表，惟現金流量對沖的有效部分則在其他全面收益內確認，並於其後當對沖項目影響損益時重新分類至損益。

# Notes to Financial Statements

## 財務報表附註

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## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

#### CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### PROVISIONS

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 存貨

存貨乃按成本值與可變現淨值兩者的較低者入賬。成本以加權平均基準釐定，如屬在產品及產成品，則包括直接材料、直接人工及適當比例的製造費用。可變現淨值乃根據估計售價減估計完成及出售所產生的任何費用計算。

#### 現金及現金等價物

於財務狀況表中的現金及現金等價物包括庫存現金及銀行存款，以及可即時兌換為已知金額現金、所涉價值變動風險不高及持有目的為滿足短期現金承擔且一般於三個月內到期的短期高流動性存款。

就綜合現金流量表而言，現金及現金等價物包括庫存現金及銀行存款，以及上文界定的短期存款，減須按要求償還之銀行透支並構成本集團現金管理的組成部分。

#### 撥備

倘因為過去的事件導致目前存在責任（法律或推斷責任），且日後很可能須流出資源履行有關責任，則確認撥備，惟必須可對有關責任涉及的金額作出可靠估計。

倘本集團預期部分或全部撥備將獲償付，且幾乎肯定可獲償付時，則有關償付確認為獨立資產。撥備相關開支於損益表內扣除償付金額呈列。

倘折現的影響重大，確認為撥備的金額乃預期日後須履行有關責任的開支於報告期末的現值。隨著時間過去而產生的經折讓現值增加數額，計入損益表的融資成本。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INCOME TAX

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 所得稅

所得稅包括即期及遞延稅項。有關在損益以外確認項目的所得稅在損益以外確認，計入其他全面收益或直接計入權益內。

即期稅項資產及負債按預期可獲稅務機關退回或付予稅務機關的金額，根據報告期末已實施或已大致實施的稅率(及稅法)計算，而計算時亦考慮到本集團經營所在國家現行的詮釋及慣例。

遞延稅項乃採用負債法，對於報告期末的資產及負債的稅基及該等項目作財務報告的賬面值的所有暫時性差額作出撥備。

遞延稅項負債就所有應課稅暫時差額予以確認，惟以下情況除外：

- 於交易中初步確認的商譽、資產或負債(並非業務合併且於交易時並不影響會計溢利或應課稅溢利或虧損，且不會產生同等應課稅及可扣減暫時差額)所產生的遞延稅項負債；及
- 就與於附屬公司、聯營公司及合營公司的投資有關的應課稅暫時差額而言，撥回暫時差額的時間可以控制及暫時差額可能不會在可預見將來撥回。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INCOME TAX (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 所得稅 (續)

所有可扣減暫時差額、未動用稅項抵免結轉及任何未動用稅項虧損均確認為遞延稅項資產，惟限於可能有日後應課稅溢利可用以抵銷可扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損，惟以下情況除外：

- 遞延稅項資產涉及因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損且不會產生同等應課稅及可扣減暫時差額者)下初步確認資產或負債所產生的可扣稅暫時差額；及
- 就與於附屬公司、聯營公司及合營公司的投資有關的可予扣減暫時差額，僅於暫時差額可能會在可預見將來撥回及將有應課稅溢利作為抵銷，以動用暫時差額的情況下，才確認遞延稅項資產。

遞延稅項資產的賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認的遞延稅項資產於各報告期末重新評估，並於可能獲得足夠應課稅溢利以收回全部或部分遞延稅項資產的情況下予以確認。

遞延稅項資產及負債乃根據於報告期末已實施或已大致實施的稅率(及稅法)，按變現資產或清償負債的期間預期適用的稅率予以估量。



## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### INCOME TAX (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

Where the Group receives grants of non-monetary assets, the grants are recorded at the fair value of the non-monetary assets and released to the statement of profit or loss over the expected useful lives of the relevant assets by equal annual instalments.

Where the Group receives government loans granted with no or at a below-market rate of interest for the construction of a qualifying asset, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for "Financial liabilities" above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 所得稅 (續)

當及僅當本集團擁有可依法執行的權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及遞延稅項負債與同一稅務機關對同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或收回時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債之不同應課稅實體徵收之所得稅相關，則遞延稅項資產及遞延稅項負債可予抵銷。

#### 政府補貼

倘能合理肯定能收到政府補貼及遵循補貼附帶的所有條款，政府補貼會按公平值確認。倘有關補貼乃與一項開支項目有關，則補貼於擬用作補償的成本支出期間按系統基準確認為收入。

如補貼與資產相關，公平值會計入遞延收入賬目，並按有關資產的預期可使用年期以每年等額分期款項計入損益表，或自該項資產的賬面值中扣除並透過減少折舊開支方式計入損益。

倘本集團收取非貨幣性資產補貼，補貼按非貨幣性資產的公平值入賬並按有關資產的預期可使用年期以每年等額分期款項撥入損益表。

倘本集團就建造合資格資產而收取政府授出的貸款不付息或按低於市場利率計息，則政府貸款的初始賬面值使用實際利率法釐定，進一步詳情誠如上文「金融負債」的會計政策所詮釋。授出的政府貸款的福利不付息或按低於市場利率計算(為所收取的貸款及所得款項的初始賬面值的差額)視作政府補貼及於有關資產的預期可使用年內每年按等同金額分期計入損益表。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### REVENUE RECOGNITION

##### REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

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

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 銷售收入確認

##### 來自客戶合約的銷售收入

當貨品或服務的控制權按反映本集團預期就提供該等貨品或服務而有權獲得的代價的金額轉移至客戶時，確認來自客戶合約的銷售收入。

當合約中的代價包括可變金額時，則估計本集團向客戶轉移貨品或服務而有權獲得的代價金額。可變代價於合約開始時估計並受到約束，直至當與可變代價相關的不穩定因素其後獲得解決，已確認累計銷售收入金額很可能不會出現重大銷售收入回撥。

倘合約中包含就向客戶轉移貨品或服務而為客戶提供超過一年的重大融資利益的融資成分，則銷售收入按應收金額的現值計量，並使用於合約開始時本集團與客戶的單獨融資交易中反映的貼現率折現。倘合約中包含為本集團提供重大融資利益的融資成分，則根據該合約確認的銷售收入包括按實際利率法計算的合約負債所產生的利息開支。就客戶支付款項與轉讓承諾貨品或服務之間的時間為一年或以下的合約而言，不會使用國際財務報告準則第15號的實際權宜方法就重大融資成分的影響調整交易價格。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### REVENUE RECOGNITION (Continued)

##### SALE OF PRODUCTS

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

##### REVENUE FROM OTHER SOURCES

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

##### OTHER INCOME

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

##### CONTRACT ASSETS

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 銷售收入確認 (續)

##### 產品銷售

產品銷售收入乃於資產控制權轉移至客戶時(一般為交付產品時)確認。

##### 其他來源銷售收入

租金收入按租賃年期的時間比例基準確認。並非取決於指數或比率的可變租賃付款於其產生的會計期間確認為收入。

##### 其他收入

利息收入乃採用實際利率法，利用將金融工具於預計年期或更短的期間(倘適用)的估計未來現金收入準確貼現至金融資產賬面淨值的利率按累計基準確認。

在股東收取股息的權利已經確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時確認股息收入。

##### 合約資產

倘本集團於根據合約條款無條件有權收取代價前將貨品或服務轉讓予客戶，則就附帶條件的已賺取代價確認合約資產。合約資產須進行減值評估，有關詳情載於金融資產減值的會計政策。合約資產於收取代價的權利成為無條件時重新分類為貿易應收款項。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### CONTRACT LIABILITIES

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

#### OTHER EMPLOYEE BENEFITS

##### PENSION SCHEME

The employees of the Group's subsidiaries which operates in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

##### SHARE-BASED PAYMENTS

The Company operates a share option scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 合約負債

本集團轉讓相關貨品或服務前收取客戶付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團履行合約(即相關貨品或服務的控制權轉讓予客戶)時確認為銷售收入。

#### 其他僱員福利

##### 退休金計劃

本集團於中國內地營運的附屬公司僱員須參加由當地市政府營辦的中央退休金計劃。該等附屬公司須按支付薪金的若干百分比向中央退休金計劃作出供款。有關供款於根據中央退休金計劃規則作出供款時於損益中扣除。

##### 以股份為基礎的支付

本公司實施一項購股權計劃。本集團的僱員(包括董事)以股份為基礎支付的形式獲得報酬,即僱員提供服務以換取股權工具(「股權結算交易」)。

股權結算交易的成本在業績及/或服務條件獲達成的期間,於僱員福利支出中確認,同時在股權中相應增加。於各個報告期結束時確認的股權結算交易的累計開支,直到歸屬日期,反映歸屬期已過的程度及本集團對最終將歸屬的股權工具數目的最佳估計。一個時期的損益表的支出或入賬指在該時期開始及結束時確認的累計支出的變動。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### SHARE-BASED PAYMENTS (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 以股份為基礎的支付 (續)

於釐定獎勵的授出日期公平值時，不考慮服務及非市場表現條件，但達成條件的可能性被評估為本集團對最終將歸屬的股權工具數目的最佳估計的一部分。市場表現條件反映在授出日期公平值。獎勵所附帶的任何其他條件，但並無相關服務要求，被認為是非歸屬條件。非歸屬條件反映在獎勵的公平值，並導致獎勵的立即支出，除非亦有服務及／或表現條件。

對於因未達成非市場表現及／或服務條件而最終未歸屬的獎勵，不確認任何開支。倘獎勵包括市場或非歸屬條件，只要所有其他表現及／或服務條件獲達成，無論市場或非歸屬條件是否獲達成，該等交易均被視為歸屬。

當股權結算獎勵的條款獲修訂時，倘獎勵的原條款獲滿足，至少要確認一項支出，猶如條款並無獲修訂一樣。此外，任何增加以股份為基礎的支付的總公平值的修訂，或於修訂日期僱員有利的修改，均須確認開支。

倘一項股權結算的獎勵獲取消，其將被視為於取消之日已歸屬，任何尚未確認的獎勵開支將即使獲確認。此包括任何在本集團或僱員控制範圍內的非歸屬條件並無獲達成的獎勵。然而，倘一項新的獎勵被取代獲取消的獎勵，並於授出日期獲指定為替代獎勵，則獲取消的獎勵及新的獎勵被視為對原獎勵的修訂，如前段所述。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### SHARE-BASED PAYMENTS (Continued)

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

#### TERMINATION BENEFITS

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

#### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate has been applied to the expenditure on the individual assets.

#### DIVIDENDS

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

## 2. 會計政策(續)

### 2.4 重大會計政策(續)

#### 以股份為基礎的支付(續)

於計算每股收益時，尚未行使的購股權的攤薄效應反映為額外股份攤薄。

#### 離職福利

離職福利於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

#### 借款成本

購買、建造或生產合資格資產(即須一段頗長時間達至其擬定用途或銷售用途的資產)的直接借款成本乃撥作該等資產的部分成本。當資產大致上可以投入擬定用途或出售後，該等借款成本便不再撥作資本。所有其他借款成本於產生時列作支出。借款成本包括利息及實體產生的與資金借款有關的其他成本。

若已借取非特定用途的資金，並用以取得合資格的資產，則用於個別資產的開支以資本化率予以資本化。

#### 股息

倘於股東大會上獲股東批准，則末期股息確認為一項負債。建議末期股息於財務報表附註披露。由於本公司的公司組織章程大綱及細則授權董事宣派中期股息，故相關股息可同時建議派付及宣派。因此，中期股息會於建議派付及宣派時即時確認為負債。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### FOREIGN CURRENCIES

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 外幣

該等財務報表以人民幣呈列。本集團旗下各實體自行決定其功能貨幣，而各實體財務報表內的項目均以該功能貨幣計量。集團旗下實體錄得的外幣交易初步按交易日期各自的功能貨幣匯率入賬。以外幣定值的貨幣資產及負債按報告期末適用的功能貨幣匯率換算。結算或換算貨幣項目產生的差額於損益表確認。

因貨幣項目結算或換算產生的差額一概於損益表內確認，惟指定為本集團境外業務投資淨額對沖部分的貨幣項目除外。該等差額於其他全面收益確認，直至出售該投資淨額為止，屆時累計金額重新分類至損益表。屬於該等貨幣項目匯兌差額的稅項開支及抵免亦於其他全面收益列賬。

按歷史成本以外幣列值的非貨幣項目按首次交易日期的匯率換算。按公平值以外幣列值的非貨幣項目按釐定公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收益或虧損的處理方法，與該項目公平值變動產生的收益或虧損的確認方法一致（即於其他全面收益或損益確認公平值收益或虧損的項目，其換算差額亦分別於其他全面收益或損益確認）。

## 2. ACCOUNTING POLICIES (continued)

### 2.4 MATERIAL ACCOUNTING POLICIES

(continued)

#### FOREIGN CURRENCIES (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

## 2. 會計政策 (續)

### 2.4 重大會計政策 (續)

#### 外幣 (續)

於釐定終止確認與預付代價有關的非貨幣資產或非貨幣負債時初步確認相關資產、開支或收入的匯率時，初步交易日期為本集團初步確認預付代價產生的非貨幣資產或非貨幣負債之日。如有多次支付或收取預付款項，本集團會釐定各項支付或收取預付代價的交易日期。

若干海外附屬公司的功能貨幣並非人民幣。於報告期末，該等實體的資產與負債均以報告期末的匯率換算為人民幣，而該等公司的損益及其他全面收益表則以交易日期現行的概約匯率換算為人民幣。

就此產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計，惟由非控股權益產生的差額則除外。出售海外業務時，與該特定海外業務有關的儲備累計金額於損益表內確認。

收購海外業務產生的任何商譽及收購時產生的資產及負債的賬面值的公平值調整被視作海外業務的資產及負債並按收市匯率換算。

就綜合現金流量表而言，海外附屬公司的現金流量乃按現金流量日期的匯率換算為人民幣。海外附屬公司於整個年度不斷出現的現金流量，按年內加權平均匯率換算為人民幣。



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### JUDGEMENTS

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### WITHHOLDING TAX ARISING FROM THE DISTRIBUTIONS OF DIVIDENDS

The Group's determination as to whether to accrue for withholding taxes arising from the distributions of dividends from certain subsidiaries according to the relevant tax jurisdictions is subject to judgements on the timing of the payment of the dividends or the amount of profits to be retained by the relevant subsidiary. As at 31 December 2023, the deferred tax liabilities recognised thereon amounted to nil (2022: Nil).

#### ESTIMATION UNCERTAINTY

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

### 3. 重要會計判斷及估計

於編製本集團的財務報表時，管理層須作出判斷、估計及假設，而有關判斷、估計及假設會對銷售收入、開支、資產及負債及其隨附披露的申報金額，以及或有負債披露造成影響。該等假設及估計的不確定性可能引致須對在未來遭受影響的資產或負債的賬面值進行重大調整。

#### 判斷

於應用本集團會計政策的過程中，除該等涉及估計者外，管理層已作出以下對財務報表所確認的金額有最重大影響的判斷：

#### 分派股息產生的預扣稅

本集團就決定是否依照相關稅務司法權區計算若干附屬公司分派股息所產生的預扣稅時，須對分派股息的時間或相關附屬公司保留的溢利款項作出判斷。於2023年12月31日，由此確認的遞延稅項負債為零(2022年：零)。

#### 估計不確定因素

下文載述報告期末存在重大風險極可能導致須對下一個財政年度資產及負債賬面值作出重大調整的有關未來及其他主要估計不確定因素的主要假設。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### ESTIMATION UNCERTAINTY (Continued)

##### FAIR VALUE OF BIOLOGICAL ASSETS

The Group's biological assets are valued at fair value less costs to sell. The fair value of biological assets is determined based on either the market-determined prices as at each year end adjusted with reference to the species, age, growing condition, cost incurred and expected yield of the milk to reflect differences in characteristics and/or stages of growth of biological assets; or the present value of expected net cash flows from the biological assets discounted at a current market-determined rate, when market-determined prices are unavailable. Any changes in the estimates may affect the fair value of the biological assets significantly. The independent qualified professional valuer and management review the assumptions and estimates periodically to identify any significant change in fair value of biological assets. Further details are given in note 16 to the financial statements.

##### FAIR VALUE OF FINANCIAL GUARANTEE CONTRACTS

The financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

The fair value of a financial guarantee contract is determined based on either the credit rating of the warrantee and the risk-free interest rate. The determination of each warrantee and the risk-free interest rate of each guarantee contract involves significant estimate. Any changes in the estimates may affect the fair value of the financial guarantee contracts significantly. The independent qualified professional valuer and management review the assumptions and estimates periodically to identify any significant change in fair value of financial guarantee contracts. Further details are given in note 24 to the financial statements.

### 3. 重要會計判斷及估計

(續)

#### 估計不確定因素(續)

##### 生物資產的公平值

本集團的生物資產乃按公平值減銷售費用估值。生物資產的公平值乃根據於各年末的市場定價並參考物種、年齡、成長狀況、所產生的成本及預期產奶量作出調整以反映生物資產的不同特性及／或生長階段後釐定；或倘未能獲得市場定價，則根據生物資產的預期淨現金流量按現行市場釐定利率貼現的現值釐定。估計的任何變動均可能會顯著影響生物資產的公平值。獨立合資格專業評估師及管理層定期審閱假設及估計以識別生物資產公平值的任何重大變動。進一步詳情載列於財務報表附註16內。

##### 財務擔保合約的公平值

財務擔保合約初步按公平值確認為負債，並就發出擔保直接產生的交易成本作出調整。於初步確認後，本集團按以下兩項的較高者計量財務擔保合約：(i)根據「金融資產減值」所載政策釐定的預期信貸虧損撥備；及(ii)初步確認金額減(如適用)已確認累計收入金額。

財務擔保合約的公平值乃基於被擔保人的信貸評級及無風險利率釐定。釐定各被擔保人及各擔保合約的無風險利率涉及重大估計。估計的任何變動均能大幅影響財務擔保合約的公平值。獨立合資格專業估值師及管理層會定期審閱假設及估計，以識別財務擔保合約公平值的任何大幅變動。進一步詳情載於財務報表附註24。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

#### ESTIMATION UNCERTAINTY *(Continued)*

##### FAIR VALUE OF UNLISTED EQUITY INVESTMENTS

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 21 to the financial statements. The valuation requires the Group to determine the comparable public companies and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level3.

##### IMPAIRMENT OF NON-FINANCIAL ASSETS (OTHER THAN GOODWILL)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

### 3. 重要會計判斷及估計

*(續)*

#### 估計不確定因素*(續)*

##### 非上市股權投資的公平值

非上市股權投資的估值根據市場估值技術進行，詳見財務報表附註21。估值要求本集團確定可比較的上市公司並選擇價格倍數。此外，本集團亦對非流動性及規模差異的折讓作出估計。本集團將該等投資的公平值歸類為第三級。

##### 非金融資產(除商譽外)的減值

本集團在各報告期末評估全部非金融資產(包括使用權資產)是否有任何減值跡象。具無限年期的無形資產須每年及於存在有關跡象的其他時間進行減值測試。其他非金融資產於有跡象顯示賬面值可能無法收回時進行減值測試。倘資產或現金產生單位的賬面值超過其可收回金額時，則存在減值，可收回金額為其公平值減出售成本與其使用價值的較高者。公平值減出售成本按類似資產公平交易中具約束力的銷售交易所得數據或可觀察市場價格減出售資產的增加成本計算。倘進行計算使用價值時，管理層須估計資產或現金產生單位的預期未來現金流量，及選用合適的貼現率以計算該等現金流量現值。

# Notes to Financial Statements

## 財務報表附註

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### 4. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue from contracts with customers	來自客戶合約的銷售收入	3,383,629	3,176,253

#### REVENUE FROM CONTRACTS WITH CUSTOMERS

##### (a) DISAGGREGATED REVENUE INFORMATION

Segment	分部	2023 2023年 Sale of raw milk 銷售原料奶 RMB'000 人民幣千元	2022 2022年 Sale of raw milk 銷售原料奶 RMB'000 人民幣千元
Type of goods	貨品類別		
Sale of products	商品銷售	3,383,629	3,176,253
Geographical market	地區市場		
Chinese Mainland	中國內地	3,383,629	3,176,253
Timing of revenue recognition	收入確認時間		
Goods transferred at a point in time	於某一時間點轉讓的貨品	3,383,629	3,176,253

Revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period amounted to RMB232,000 (2022: RMB55,000).

##### (b) PERFORMANCE OBLIGATION

The performance obligation is satisfied upon delivery of the goods and invoice and payment is generally due within 30 to 90 days from invoice.

### 4. 銷售收入、其他收入及收益

銷售收入的分析如下：

#### 來自客戶合約的銷售收入

##### (a) 銷售收入資料明細

計入報告期初的合約負債中的本報告期確認銷售收入金額為人民幣232,000元(2022年：人民幣55,000元)。

##### (b) 履約責任

履約責任乃於交付商品時達成，發票及付款通常自發票日起計30至90日內到期。

#### 4. REVENUE, OTHER INCOME AND GAINS (continued)

##### INFORMATION ABOUT A MAJOR CUSTOMER

Revenue of RMB3,226,136,000 (2022: RMB2,906,573,000) was derived from sales of raw milk to a single customer, including sales to a group of entities which are known to be under common control of that customer.

#### 4. 銷售收入、其他收入及收益(續)

##### 有關一個主要客戶的資料

銷售收入人民幣3,226,136,000元(2022年：人民幣2,906,573,000元)源自向單一客戶銷售原料奶，包括向已知受該客戶共同控制的一組實體銷售原料奶。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other income and gains	其他收入及收益		
Other income	其他收入		
Beef cattle	肉牛	66,134	147,409
Raw materials	原材料	70,449	12,007
Total other income	其他收入總額	136,583	159,416
Other costs	其他成本		
Beef cattle	肉牛	(66,134)	(147,409)
Raw materials	原材料	(70,721)	(12,374)
Total other costs	其他成本總額	(136,855)	(159,783)
Government grants*	政府補貼*	45,198	12,893
Bank interest income	銀行利息收入	18,733	8,314
Other interest income from financial assets at fair value through profit or loss	按公平值計入損益的金融資產之其他利息收入	10,822	8,945
Foreign exchange differences, net	外匯差異淨額	354	(2,658)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	(5,141)	(3,204)
Impairment loss of items of property, plant and equipment	物業、廠房及設備項目減值虧損	—	(8,179)
Impairment of inventories	存貨減值	(3,511)	—
Gain on partial disposal of an associate	部分出售一間聯營公司的收益	—	25,741
Others	其他	6,136	4,624
Total other income and gains	其他收入及收益總額	72,319	46,109

\* The government grants have been received for the Group's contribution to the development of the local farming industry. There are no unfulfilled conditions or contingencies attaching to these grants.

\* 本集團因對當地乳製品行業的發展有所貢獻，故可收取政府補貼。該等補貼並無附帶任何未達成的條件或或有事項。

# Notes to Financial Statements

## 財務報表附註

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### 5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

### 5. 除稅前溢利

本集團的除稅前溢利於扣除／(計入)以下各項後得出：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	2,358,609	2,163,571
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公平值變動減銷售費用 產生的虧損	706,302	291,385
Fair value changes of financial guarantee contracts	財務擔保合約的公平值變動	124	1,584
Depreciation of property, plant and equipment Less: Capitalised in biological assets	物業、廠房及設備折舊 減：生物資產資本化	171,924 (65,554)	156,160 (50,058)
Depreciation recognised in the consolidated statement of profit or loss and other comprehensive income	於綜合損益及其他全面收益表 確認的折舊	106,370	106,102
Depreciation of right-of-use assets Less: Capitalised in biological assets	使用權資產折舊 減：生物資產資本化	20,847 (1,375)	6,470 (954)
Depreciation recognised in the consolidated statement of profit or loss and other comprehensive income	於綜合損益及其他全面收益表 確認的折舊	19,472	5,516
Amortisation of other intangible assets Less: Capitalised in biological assets	其他無形資產攤銷 減：生物資產資本化	1,513 (203)	1,232 (359)
Amortisation recognised in the consolidated statement of profit or loss and other comprehensive income	於綜合損益及其他全面收益表 確認的攤銷	1,310	873
Research and development costs	研發成本	7,093	7,158
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	14,147	9,654
Auditor's remuneration	核數師薪酬	2,580	2,580
Foreign exchange differences, net	外匯差異淨額	(354)	2,658
Reversal of impairment on financial and contract assets, net	金融及合約資產減值撥回淨額	(1,651)	(231)
Impairment losses of property, plant and equipment	物業、廠房及設備減值虧損	—	8,179

## 5. PROFIT BEFORE TAX (continued)

## 5. 除稅前溢利(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Provision for litigations and claims	訴訟及索償撥備	—	35,737
Gain on partial disposal of an associate	部分出售一間聯營公司的收益	—	(25,741)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	5,141	3,204
Employee benefit expense (including directors' and chief executive's remuneration (note 7)):	僱員福利開支(包括董事及最高行政人員的薪酬(附註7)):		
Salaries and allowances	薪金及津貼	307,407	279,655
Other social insurances and benefits	其他社會保險及福利	24,724	20,393
Equity-settled share option expenses	以股權結算的購股權開支	32,475	19,687
Pension scheme contributions	退休金計劃供款	12,775	10,966
Total	總計	377,381	330,701

There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

概無可供本集團作為僱主降低現有供款水平之已沒收供款。

## 6. FINANCE COSTS

## 6. 融資成本

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on bank loans and other loans	銀行貸款及其他貸款利息	52,295	63,918
Interest on short-term notes	短期融資券利息	648	80
Fair value loss on interest rate swaps	利率掉期公平值虧損	—	(7,172)
Interest on lease liabilities	租賃負債利息	161	620
Total	總計	53,104	57,446

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Fees	袍金	600	600
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,921	5,455
Pension scheme contributions	退休金計劃供款	43	41
Share-based payment expenses	以股份為基礎的付款開支	4,125	2,475
Subtotal	小計	9,089	7,971
Total	總計	9,689	8,571

During the year, certain directors were granted share award, in respect of their services to the Group, under the share award scheme of the Company, further details of which are set out in note 29 to the financial statements. The share award was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

### 7. 董事及最高行政人員薪酬

本年度董事及最高行政人員薪酬乃根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部而披露，並載列如下：

本年度，若干董事根據本公司的股份獎勵計劃，就其為本集團提供的服務獲得股份獎勵，進一步詳情載於財務報表的附註29。股份獎勵於授出日期確定，計入本年度財務報表的金額已載於上述董事及最高行政人員的薪酬披露。



## 7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

### (a) INDEPENDENT NON-EXECUTIVE DIRECTORS

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

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Mr. SUN Yansheng	孫延生先生	200	200
Mr. WU Liang	吳亮先生	200	200
Mr. WANG Liyan	王立彥先生	200	200
Total	總計	600	600

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

## 7. 董事及最高行政人員薪酬(續)

### (a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

年內，概無應付予獨立非執行董事的其他薪酬(2022年：無)。

# Notes to Financial Statements

## 財務報表附註

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### 7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

#### (b) EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS AND THE CHIEF EXECUTIVE

### 7. 董事及最高行政人員薪酬(續)

#### (b) 執行董事、非執行董事及最高行政人員

		Salaries, allowances and benefits Fees	in kind	Pension scheme contributions	Share-based payment expenses 以股份為 基礎的 付款開支	Total remuneration 薪酬總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2023	2023年					
Executive director:	執行董事：					
Mr. ZHANG Jiawang	張家旺先生	—	4,921	43	4,125	9,089
Non-executive directors:	非執行董事：					
Mr. ZHAO Jiejun	趙傑軍先生	—	—	—	—	—
Mr. ZHANG Ping	張平先生	—	—	—	—	—
Mr. LU Minfang	盧敏放先生	—	—	—	—	—
Mr. SUN Qian	孫謙先生	—	—	—	—	—
Ms. SHAO Lijun	邵麗君女士	—	—	—	—	—
Total	總計	—	4,921	43	4,125	9,089
2022	2022年					
Executive director:	執行董事：					
Mr. ZHANG Jiawang	張家旺先生	—	5,455	41	2,475	7,971
Non-executive directors:	非執行董事：					
Mr. ZHAO Jiejun	趙傑軍先生	—	—	—	—	—
Mr. ZHANG Ping	張平先生	—	—	—	—	—
Mr. LU Minfang	盧敏放先生	—	—	—	—	—
Mr. SUN Qian	孫謙先生	—	—	—	—	—
Mr. SHAO Genhuo	邵根夥先生	—	—	—	—	—
Ms. SHAO Lijun	邵麗君女士	—	—	—	—	—
Total	總計	—	5,455	41	2,475	7,971

## 8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (2022: one), details of whose remuneration are set out in note 7 above. Details of the remuneration for the year of the remaining four (2022: four) highest paid employees, who are neither a director nor chief executive of the Company are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	13,148	11,044
Pension scheme contributions	退休金計劃供款	167	129
Share-based payment expenses	以股份為基礎的付款開支	7,003	4,202
Total	總計	20,318	15,375

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

薪酬介乎下列組別的最高薪酬僱員(非董事及非最高行政人員)的人數如下:

		Number of employees 僱員人數	
		2023 2023年	2022 2022年
HKD2,000,001 to HKD2,500,000	2,000,001 港元至 2,500,000 港元	—	—
HKD2,500,001 to HKD3,000,000	2,500,001 港元至 3,000,000 港元	—	1
HKD3,500,001 to HKD4,000,000	3,500,001 港元至 4,000,000 港元	1	—
HKD4,000,001 to HKD4,500,000	4,000,001 港元至 4,500,000 港元	—	—
HKD4,500,001 to HKD5,000,000	4,500,001 港元至 5,000,000 港元	—	2
HKD5,000,001 to HKD5,500,000	5,000,001 港元至 5,500,000 港元	—	—
HKD5,500,001 to HKD6,000,000	5,500,001 港元至 6,000,000 港元	—	1
HKD6,000,001 to HKD6,500,000	6,000,001 港元至 6,500,000 港元	3	—
Total	總計	4	4

# Notes to Financial Statements

## 財務報表附註

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### 9. INCOME TAX

### 9. 所得稅

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current - PRC	即期－中國		
Charge for the year	年內開支	3,074	—
Total tax charge for the year	年內稅項開支總額	3,074	—

A reconciliation of the tax expense/(credit) applicable to profit before tax at the statutory tax rate for the country in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

除稅前溢利適用的稅項開支／(抵免)按本公司及其大多數附屬公司所在國家的法定稅率與按實際稅率計算的稅項開支的調整過程如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	97,686	450,073
Tax at the statutory tax rate (note (i))	按法定稅率計算的稅項(附註(i))	24,422	112,518
Lower tax rate for specific provinces or enacted by local authority (note (iii))	特定省份或地方機構頒佈的較低稅率(附註(iii))	735	667
Income not subject to tax (note(ii))	毋須課稅收入(附註(ii))	(29,485)	(117,348)
Effect of withholding tax at 10% on the interest paid by a PRC subsidiary of the Group	本集團一間中國附屬公司已付利息按10%計提預扣稅的影響	3,074	—
Tax losses not recognised	未確認稅項虧損	4,328	4,163
Tax charge at the Group's effective rate at 3% (2022: nil)	按本集團實際利率3%(2022年：零)計算的稅項開支	3,074	—

**9. INCOME TAX** (continued)

Notes:

- (i) The Company and its subsidiaries incorporated in the Cayman Islands are not subject to any income tax pursuant to the local rules and regulations. Hong Kong profits tax has not been provided as there were no assessable profits arising in Hong Kong during the year. Entities in the PRC were generally subject to the PRC enterprise income tax rate of 25% for the year ended 31 December 2023 (2022: 25%).
- (ii) According to the Enterprise Income Tax Law of the PRC (the "EIT Law"), the Group's income arising from agricultural activities, such as dairy farming and the processing of raw agricultural products, is exempt from income tax.
- (iii) In accordance with "The notice of tax policies relating to the implementation of the Western China Development Strategy" (財政部、海關總署、國家稅務總局《關於延續西部大開發企業所得稅政策的公告》), the Group's taxable income arising from the processing of grass is subject to a preferential tax rate of 15% from 2021 to 2030.

**10. DIVIDENDS**

A final dividend in respect of the year ended 31 December 2022 of HKD1.13 cents (equivalent to RMB0.99 cents) per share was proposed pursuant to a resolution passed by the Board on 28 March 2023 and was approved at the annual general meeting of the Company on 15 June 2023. The aggregate amount of the final dividend declared and paid in the current year amounted to RMB87,184,000 (2022: nil) and was appropriated from the Company's distributable share premium.

A final dividend in respect of the year ended 31 December 2023 of HKD0.23 cents (equivalent to RMB0.21 cents) per share was proposed pursuant to a resolution passed by the Board on 26 March 2024 and subject to the approval of the shareholders at the 2024 annual general meeting. The proposed dividend is not reflected as dividend payable in the consolidated financial statements.

**9. 所得稅** (continued)

附註：

- (i) 本公司及其在開曼群島註冊成立的附屬公司根據當地的規則及規例毋須繳納任何所得稅。本集團並無就香港利得稅計提撥備，此乃由於年內並無在香港產生應課稅溢利。於截至2023年12月31日止年度，在中國的實體一般須按25%（2022年：25%）的稅率繳納中國企業所得稅。
- (ii) 根據《中華人民共和國企業所得稅法》（「企業所得稅法」），本集團來自農業活動（如奶牛養殖及初級農產品的加工）的收入豁免繳納所得稅。
- (iii) 根據財政部、海關總署、國家稅務總局《關於延續西部大開發企業所得稅政策的公告》，本集團來自草料加工的應課稅收入自2021年至2030年須按15%的優惠利率繳稅。

**10. 股息**

根據董事會於2023年3月28日通過的決議案，建議就截至2022年12月31日止年度派發每股1.13港仙（相當於人民幣0.99分）的末期股息，並已於本公司在2023年6月15日舉行的股東週年大會上獲批准。本年度宣派及派付的末期股息總額為人民幣87,184,000元（2022年：無），自本公司可分派的股份溢價中撥付。

根據董事會於2024年3月26日通過的決議案，建議就截至2023年12月31日止年度派發末期股息每股0.23港仙（相當於人民幣0.21分），惟須待股東於2024年股東週年大會上批准。擬派股息並無於綜合財務報表內呈列為應付股息。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The basic earnings per share amount is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent, by the weighted average number of ordinary shares of 8,244,327,000 (2022: 8,352,133,000) in issue during the year.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent of RMB86,076,000 (2022: RMB416,460,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation of 8,244,327,000(2022: 8,352,133,000) shares, plus the weighted average number of ordinary shares which were repurchased by the Company and the shares held under the Company's share award scheme.

### 11. 母公司普通股權益持 有人應佔每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔年內溢利除以於年內已發行普通股的加權平均股數8,244,327,000股(2022年：8,352,133,000股)計算。

每股攤薄盈利乃根據母公司普通股權益持有人應佔年內溢利人民幣86,076,000元(2022年：人民幣416,460,000元)除以加權平均股數計算。用於計算的加權平均股數為計算每股基本盈利時所用的年內已發行普通股數目8,244,327,000股(2022年：8,352,133,000股)，加本公司所購回普通股及根據本公司股份獎勵計劃所持有股份的加權平均數。

		Number of shares 股份數目	
		2023 2023年	2022 2022年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	於計算每股基本盈利時所用的年內已發行普通股加權平均數	8,244,327,000	8,352,133,000
Effect of dilution – weighted average number of ordinary shares: Share award	攤薄效應 – 普通股的加權平均數： 股份獎勵	82,250,000	39,366,000
Total	總計	8,326,577,000	8,391,499,000

## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		Buildings	Machinery and equipment	Office and other equipment	Motor vehicles	Construction in progress	Total
		建築物	機器及設備	辦公及其他設備	運輸工具	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2023</b>	<b>2023年12月31日</b>						
At 1 January 2023	於2023年1月1日						
Cost	原值	2,195,954	470,567	156,605	7,554	21,291	2,851,971
Accumulated depreciation	累計折舊	(771,405)	(284,612)	(88,799)	(3,173)	—	(1,147,989)
Net carrying amount	賬面淨值	1,424,549	185,955	67,806	4,381	21,291	1,703,982
At 1 January 2023, net of accumulated depreciation	於2023年1月1日，扣除累計折舊	1,424,549	185,955	67,806	4,381	21,291	1,703,982
Additions	添置	7,701	91,593	28,633	9,334	289,064	426,325
Reclassification	重新分類	84	—	(84)	—	—	—
Transfers	轉讓	139,418	1,819	7,715	—	(148,952)	—
Disposals	出售	(1,509)	(8,028)	(1,203)	(114)	—	(10,854)
Depreciation provided during the year	年內折舊撥備	(110,517)	(38,869)	(18,031)	(4,507)	—	(171,924)
Transfers to other intangible assets (Note 14)	轉撥至其他無形資產(附註14)	—	—	—	—	(2,391)	(2,391)
At 31 December 2023, net of accumulated depreciation and impairment	於2023年12月31日，扣除累計折舊及減值	1,459,726	232,470	84,836	9,094	159,012	1,945,138
At 31 December 2023	於2023年12月31日						
Cost	原值	2,340,454	526,298	181,904	15,672	159,012	3,223,340
Accumulated depreciation and impairment	累計折舊及減值	(880,728)	(293,828)	(97,068)	(6,578)	—	(1,278,202)
Net carrying amount	賬面淨值	1,459,726	232,470	84,836	9,094	159,012	1,945,138

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 12. PROPERTY, PLANT AND EQUIPMENT 12. 物業、廠房及設備 (續)

(continued)

		Buildings	Machinery and equipment	Office and other equipment	Motor vehicles	Construction in progress	Total
		建築物	機器及設備	辦公及其他設備	運輸工具	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2022</b>	<b>2022年12月31日</b>						
At 1 January 2022	於2022年1月1日						
Cost	原值	2,111,155	442,147	138,804	3,489	1,983	2,697,578
Accumulated depreciation	累計折舊	(663,585)	(254,772)	(77,386)	(2,198)	—	(997,941)
Net carrying amount	賬面淨值	1,447,570	187,375	61,418	1,291	1,983	1,699,637
At 1 January 2022, net of accumulated depreciation	於2022年1月1日，扣除累計折舊	1,447,570	187,375	61,418	1,291	1,983	1,699,637
Additions	添置	26,172	37,183	17,438	4,667	88,377	173,837
Reclassification	重新分類	—	30	—	(30)	—	—
Transfers	轉讓	63,031	717	5,321	—	(69,069)	—
Disposals	出售	(3,291)	(1,801)	(563)	(184)	—	(5,839)
Depreciation provided during the year	年內折舊撥備	(101,707)	(37,659)	(15,431)	(1,363)	—	(156,160)
Impairment	減值	(7,226)	110	(377)	—	—	(7,493)
At 31 December 2022, net of accumulated depreciation and impairment	於2022年12月31日，扣除累計折舊及減值	1,424,549	185,955	67,806	4,381	21,291	1,703,982
At 31 December 2022	於2022年12月31日						
Cost	原值	2,195,954	470,567	156,605	7,554	21,291	2,851,971
Accumulated depreciation and impairment	累計折舊及減值	(771,405)	(284,612)	(88,799)	(3,173)	—	(1,147,989)
Net carrying amount	賬面淨值	1,424,549	185,955	67,806	4,381	21,291	1,703,982

During the year, there was reversal of impairment amount of RMB478,000 due to disposal of property, plant and equipment (2022: impairment amount of RMB8,179,000) was recognised for certain property, plant and equipment. There was no recoverable amount which has been determined at the level of the cash-generating unit based on a value-in-use calculation using cash flow projections. The cash-generating unit mainly consists of property, plant and equipment allocated to the other segments.

本年度，由於出售物業、廠房及設備，故已對若干物業、廠房及設備確認減值撥回金額人民幣478,000元(2022年：減值金額為人民幣8,179,000元)。概無可收回金額，有關金額乃於現金產生單位層面上根據使用現金流預測的使用價值計算而釐定。現金產生單位主要包括分配予其他分部的物業、廠房及設備。



## 13. LEASES

### THE GROUP AS A LESSEE

The Group has lease contracts for various items of plant used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 3 to 50 years. Leases of plant and machinery, motor vehicles and other equipment generally have lease terms of 12 months or less and/or are individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) RIGHT-OF-USE ASSETS

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Leasehold land 租賃土地 RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	519,306
Additions	添置	41,232
Depreciation charge	折舊開支	(6,470)
As at 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	<b>554,068</b>
Additions	添置	<b>52,445</b>
Depreciation charge	折舊開支	<b>(20,847)</b>
Lease modification	租賃變更	<b>10,063</b>
As at 31 December 2023	於2023年12月31日	<b>595,729</b>

## 13. 租賃

### 本集團作為承租人

本集團有用於其業務營運的多個廠房項目的租賃合約。已提前作出一次性付款以向業主收購租期為3至50年的租賃土地。廠房及機器、運輸工具以及其他設備的租期通常為12個月或以下，及／或個別設備的價值較低。一般而言，本集團不得向本集團以外人士轉讓及分租租賃資產。

#### (a) 使用權資產

年內本集團使用權資產的賬面值及變動如下：

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## 財務報表附註

31 December 2023 2023年12月31日

### 13. LEASES (continued)

#### THE GROUP AS A LESSEE (Continued)

##### (b) LEASE LIABILITIES

The carrying amount of lease liabilities and the movements during the year are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	13,383	—
New leases	新租賃	48,054	15,499
Accretion of interest recognised during the year	年內確認的利息增值	161	620
Lease Modification	租賃變更	8,461	—
Payments	付款	(18,126)	(2,736)
Carrying amount at 31 December	於12月31日的賬面值	51,933	13,383
Analysed into:	分析：		
Current portion	即期部分	13,380	2,586
Non-current portion	非即期部分	38,553	10,797

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	161	620
Depreciation charge of right-of-use assets	使用權資產折舊開支	19,472	5,516
Expense relating to short-term leases	與短期租賃有關的開支	13,877	7,885
Expense relating to leases of low-value assets	與低價值資產租賃有關的開支	270	1,769
Total amount recognised in profit or loss	於損益確認的總金額	33,780	15,790

(d) The total cash outflow for leases is disclosed in note 31 to the financial statements.

### 13. 租賃(續)

#### 本集團作為承租人(續)

##### (b) 租賃負債

年內租賃負債的賬面值及變動如下：

(c) 於損益中確認與租賃有關的金額如下：

(d) 租賃現金流出總額於財務報表附註31披露。

## 14. OTHER INTANGIBLE ASSETS

## 14. 其他無形資產

		Technical know-how 技術知識 RMB'000 人民幣千元	Computer software 電腦軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>31 December 2023</b>	<b>2023年12月31日</b>			
Cost at 1 January 2023, net of accumulated amortisation	於2023年1月1日的成本，扣除累計攤銷	—	9,145	9,145
Additions	添置	—	870	870
Transfer from construction in progress (note 12)	自在建工程轉撥(附註12)	—	2,391	2,391
Amortisation provided during the year	年內攤銷撥備	—	(1,513)	(1,513)
At 31 December 2023	於2023年12月31日	—	10,893	10,893
At 31 December 2023	於2023年12月31日			
Cost	原值	15,004	14,778	29,782
Accumulated amortisation and impairment	累計攤銷及減值	(15,004)	(3,885)	(18,889)
Net carrying amount	賬面淨值	—	10,893	10,893

		Technical know-how 技術知識 RMB'000 人民幣千元	Computer software 電腦軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>31 December 2022</b>	<b>2022年12月31日</b>			
Cost at 1 January 2022, net of accumulated amortisation	於2022年1月1日的成本，扣除累計攤銷	—	7,591	7,591
Additions	添置	—	2,804	2,804
Disposal	出售	—	(18)	(18)
Amortisation provided during the year	年內攤銷撥備	—	(1,232)	(1,232)
At 31 December 2022	2022年12月31日	—	9,145	9,145
At 31 December 2022	2022年12月31日			
Cost	原值	15,004	11,598	26,602
Accumulated amortisation and impairment	累計攤銷及減值	(15,004)	(2,453)	(17,457)
Net carrying amount	賬面淨值	—	9,145	9,145

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 15. INVESTMENTS IN ASSOCIATES

### 15. 於聯營公司的投資

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of net assets	應佔資產淨額	23,353	34,352

The Group's trade receivable and payable balances with the associates are disclosed in note 34 to the financial statements.

本集團與聯營公司的貿易應收及應付結餘於財務報表附註34中披露。

Particulars of the associates as at 31 December 2023 are as follows:

於2023年12月31日，聯營公司的詳情如下：

Name	Registered capital	Place of incorporation/ registration and operations 公司成立/ 註冊地點及經營地點	Percentage of equity interests attributable to the Group 本集團應佔 股權百分比	Principal activities 主要業務活動
Food Union Shengmu Dairy Co., Ltd. ("Food Union Shengmu") 富友聯合聖牧乳品有限公司 (「富友聯合聖牧」)	USD 111,000,000 美元	PRC/ Chinese Mainland 中國/ 中國內地	1.85%	Dairy processing 乳製品加工
Inner-Mongolia Mengniu Shengmu High-tech Dairy Co., Ltd. 內蒙古蒙牛聖牧高科 乳品有限公司	RMB 300,000,000 人民幣 300,000,000元	PRC/ Chinese Mainland 中國/ 中國內地	49.00%	Dairy products sales 乳製品銷售
Inner-Mongolia Yiyongmei Dairy Co., Ltd. ("Yiyongmei") 內蒙古益嬰美乳業有限公司 (「益嬰美」)	RMB 250,000,000 人民幣 250,000,000元	PRC/ Chinese Mainland 中國/ 中國內地	8.64%	Dairy processing 乳製品加工
Mudanjiang Liang yuan Technology Co., Ltd. ("Liang yuan") 牡丹江糧源科技有限公司 (「糧源」)	RMB 100,000,000 人民幣 100,000,000元	PRC/ Chinese Mainland 中國/ 中國內地	7.00%	Feed processing 飼料加工

## 15. INVESTMENTS IN ASSOCIATES (continued)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share of the associates' profit and loss for the year	應佔聯營公司的年度損益	(10,174)	(20,372)
Share of the associates' total comprehensive income	應佔聯營公司的全面收益總額	(10,174)	(20,372)
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司投資的總賬面金額	23,353	34,352

The Group's shareholdings in the associates comprise all the equity shares held by the subsidiaries of the Company.

All the above associates have been accounted for using the equity method in these financial statements. The Group has discontinued the recognition of its share of losses of two associates because the share of losses of the associates exceeded the Group's interests in the associate. The amount of the Group's total unrecognised share of losses of cumulatively was RMB3,970,000 (2022: nil).

## 15. 於聯營公司的投資(續)

下表說明本集團非單獨重大的聯營公司的總財務資料：

本集團於聯營公司的持股包括本公司附屬公司所持有的所有股權。

於該等財務報表中，所有上述的聯營公司均採用權益法入賬。本集團已停止確認其於兩間聯營公司的應佔虧損，因為該聯營公司的應佔虧損超過本集團於該等聯營公司的權益。本集團累計未確認的應佔虧損總額為人民幣3,970,000元(2022年：零)。

### 16. BIOLOGICAL ASSETS

#### (a) NATURE OF ACTIVITIES

The biological assets of the Group comprise primarily dairy cows held to produce raw milk and beef cattle raised for sale.

The quantity of biological assets owned by the Group as at 31 December 2023 and 31 December 2022 is shown below.

		2023 2023年 Head 頭	2022 2022年 Head 頭
Milkable cows	成母牛	64,193	64,355
Heifers, calves and beef cattle	育成牛、犏牛及肉牛	83,836	71,989
Total	總計	<b>148,029</b>	136,344

The Group's biological assets include heifers and calves, milkable cows and beef cattle. Heifers and calves are dairy cows that have not had their first calves. In general, heifers are inseminated with semen when they reach the age of approximately 14 months. After approximately 9 months following a successful insemination, a calf is born and the dairy cow begins to produce raw milk and the lactation period begins. The heifers, at this time, will be transferred to the group of milkable cows. A milkable cow is typically milked for approximately 305 days before a dry period of approximately 60 days. The male calves will be sold when born while the female calves will be bred for six months and then transferred to heifers. Beef cattle will be bred for three to six months and then sold for profits. The sale of biological assets is not the Group's principal activity and the proceeds net of cost of sales are recorded as other gains or losses.

The Group is exposed to a number of risks related to its biological assets. In addition to the financial risks disclosed in note 37, the Group is exposed to the following operational risks:

### 16. 生物資產

#### (a) 業務性質

本集團的生物資產主要包括持作生產原料奶的奶牛及飼養作銷售用途的肉牛。

本集團於2023年12月31日及2022年12月31日擁有的生物資產數量顯示如下。

本集團的生物資產包括育成牛及犏牛、成母牛及肉牛。育成牛及犏牛為未產過犏牛的奶牛。一般而言，育成牛在約14個月大時受精。成功受精約9個月後，犏牛出生，而奶牛開始生產原料奶並開始哺乳期。此時育成牛將轉入成母牛群。成母牛在約60天的乾奶期前一般產奶約305天。新生公犏牛將被出售，而母犏牛在餵養六個月後轉入育成牛群。肉牛在飼養3至6個月後出售獲利。出售生物資產並不是本集團的主要業務，故扣除銷售成本的所得款項計作其他項目裡的收益或虧損。

本集團面對有關其生物資產的多種風險。除附註37披露的財務風險外，本集團面對以下經營風險：

### 16. BIOLOGICAL ASSETS *(continued)*

#### (a) NATURE OF ACTIVITIES *(Continued)*

##### (i) REGULATORY AND ENVIRONMENTAL RISKS

The Group is subject to laws and regulations in the location in which it operates breeding. The Group has established environmental policies and procedures which aim at complying with local environmental and other laws. Management performs regular reviews to identify environmental risks to ensure that the systems in place are adequate to manage these risks.

##### (ii) CLIMATE, DISEASE AND OTHER NATURAL RISKS

The Group's biological assets are exposed to the risk of damage from climatic changes, diseases and other natural forces. The Group has extensive processes in place which aim at monitoring and mitigating those risks, including regular inspections, disease control, surveys and insurance.

The Group is exposed to fair value risks arising from changes in the price of the dairy products. The directors of the Company are of the opinion that there are no available derivatives or other contracts which the Group can enter into to manage the risk of a decline in the price of the dairy products.

### 16. 生物資產 *(續)*

#### (a) 業務性質 *(續)*

##### (i) 監管及環境風險

本集團須遵守其進行養植所在地點的法律及法規。本集團已制定旨在遵守當地環境及其他法律的環境政策及程序。管理層進行定期審查以識別環境風險，並確保所制定的制度足以管理該等風險。

##### (ii) 氣候、疾病及其他自然風險

本集團的生物資產面對來自氣候變化、疾病及其他自然力量的破壞風險。本集團已制定大量措施監控並減輕該等風險，包括定期檢查、疾病控制、調查以及保險。

本集團要承受乳製品價格變動帶來的公平值風險。本公司董事認為，本集團並無可用的衍生工具或其他可以訂立的合約用於管理乳製品價格下跌的風險。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 16. BIOLOGICAL ASSETS (continued)

#### (b) VALUE OF BIOLOGICAL ASSETS

The values of the Group's biological assets at the year end were as follows:

		Milkable cows 成母牛 RMB'000 人民幣千元	Heifers, calves and beef cattle 育成牛、犏牛 及肉牛 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>31 December 2023</b>	<b>2023年12月31日</b>			
At 1 January 2023	於2023年1月1日	1,993,986	1,124,465	3,118,451
Additions	添置	—	2,404	2,404
Increase due to raising (feeding costs and others)	因飼喂增加 (飼養成本及其他)	—	1,227,900	1,227,900
Transfer	轉群	733,554	(733,554)	—
Decrease due to sales	因出售減少	(324,562)	(103,662)	(428,224)
Loss arising from changes in fair value less costs to sell	公平值變動減銷售費用 產生的虧損	(472,820)	(233,482)	(706,302)
At 31 December 2023	於2023年12月31日	1,930,158	1,284,071	3,214,229
Current	流動	—	91,579	91,579
Non-current	非流動	1,930,158	1,192,492	3,122,650
		1,930,158	1,284,071	3,214,229

### 16. 生物資產 (續)

#### (b) 生物資產價值

於年末本集團的生物資產價值如下：



## 16. BIOLOGICAL ASSETS (continued)

## (b) VALUE OF BIOLOGICAL ASSETS (Continued)

## 16. 生物資產(續)

## (b) 生物資產價值(續)

		Milkable cows 成母牛 RMB'000 人民幣千元	Heifers, calves and beef cattle 育成牛、 犏牛及肉牛 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>31 December 2022</b>	<b>2022年12月31日</b>			
At 1 January 2022	於2022年1月1日	1,849,254	914,986	2,764,240
Increase due to raising (feeding costs and others)	因飼喂增加 (飼養成本及其他)	—	1,098,759	1,098,759
Transfer	轉群	637,152	(637,152)	—
Decrease due to sales	因出售減少	(274,701)	(178,462)	(453,163)
Loss arising from changes in fair value less costs to sell	公平值變動減銷售費用 產生的虧損	(217,719)	(73,666)	(291,385)
At 31 December 2022	於2022年12月31日	1,993,986	1,124,465	3,118,451
Current	流動	—	66,327	66,327
Non-current	非流動	1,993,986	1,058,138	3,052,124
		1,993,986	1,124,465	3,118,451

The Group's biological assets in the PRC were independently valued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL"), a firm of independent professional qualified valuers not connected with the Group, which has appropriate qualifications and recent experience in the valuation of biological assets.

本集團在中國的生物資產乃由仲量聯行企業評估及諮詢有限公司(「仲量聯行」)獨立估值，而仲量聯行乃為與本集團並無關聯的獨立合資格專業評估師，擁有適當的資格並於估值生物資產方面具有近期經驗。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 16. BIOLOGICAL ASSETS (continued)

#### (c) FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair values of biological assets:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 – based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

### 16. 生物資產(續)

#### (c) 公平值等級

本集團使用下列等級釐定及披露生物資產的公平值：

第一級 – 基於相同資產或負債於活躍市場中所報未調整價格

第二級 – 基於可直接或間接觀察到的所有參考值(對記錄的公平值有重大影響)的估值方法

第三級 – 基於不可觀察到市場數據的任何參考值(不可觀察參考值)(對記錄的公平值有重大影響)的估值方法

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2023	於 2023 年 12 月 31 日	—	—	3,214,229	3,214,229
As at 31 December 2022	於 2022 年 12 月 31 日	—	—	3,118,451	3,118,451

## 16. BIOLOGICAL ASSETS (continued)

## (d) DESCRIPTION OF VALUATION TECHNIQUES USED AND KEY INPUTS TO VALUATION ON BIOLOGICAL ASSETS

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy, as well as the key unobservable inputs used in the valuation.

## 16. 生物資產 (續)

## (d) 評估生物資產所用估值方法及關鍵參考值詳情

下表列示於釐定第三級公平值時所用的估值方法以及估值時所用的關鍵不可觀察輸入值。

Type	Valuation approach	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements 關鍵不可觀察參考值與公平值計量之間的相互關係
類型	估值方法	關鍵不可觀察參考值	
Calves and heifers 犏牛及育成牛	<p>The fair value of the heifers purchased within 6 months prior to each reporting date is determined with adjustment by adding the feeding costs from the purchase date to the reporting date.</p> <p>於各報告日期前6個月內購買的育成牛的公平值乃加上由採購日期起至報告日期之間的飼養成本而予以調整。</p> <p>For the calves and the rest of the heifers, the fair value of 14-month-old heifers is determined by referring to the market price of the actively traded market.</p> <p>就犏牛及其餘育成牛而言，14個月大的育成牛的公平值參考交易活躍市場的市價釐定。</p>	<p>Average market price of the heifers of 14 months of age: RMB19,000 to RMB19,500 for the year ended 31 December 2023 (2022: RMB19,000 to RMB19,500).</p> <p>14個月大的育成牛的平均市價： 截至2023年12月31日止年度為人民幣19,000元至人民幣19,500元（2022：人民幣19,000元至人民幣19,500元）。</p>	<p>The estimated fair value increases when the market price increases.</p> <p>市價增加時，估計公平值增加。</p>

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 16. BIOLOGICAL ASSETS (continued)

#### (d) DESCRIPTION OF VALUATION TECHNIQUES USED AND KEY INPUTS TO VALUATION ON BIOLOGICAL ASSETS (Continued)

### 16. 生物資產 (續)

#### (d) 評估生物資產所用估值方法及關鍵參考值詳情 (續)

Type	Valuation approach	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements 關鍵不可觀察參考值與公平值計量之間的相互關係
類型	估值方法	關鍵不可觀察參考值	
	<p>The fair values of the heifers over 14 months of age are determined by adding the breeding costs required to raise the heifers from 14 months old to the respective specific ages plus the estimated margins that would be required by a raiser.</p> <p>超過14個月大的育成牛的公平值按加上將育成牛從14個月大餵養至各自特定年齡所需的飼養成本，再加上估計飼養者所要求的利潤釐定。</p> <p>The fair values of the heifers under 14 months of age and the fair values of the calves are determined by subtracting the breeding costs required to raise the heifers or calves from the respective specific ages to 14 months old and the margins that would be required by a raiser.</p> <p>小於14個月大的育成牛的公平值及犢牛的公平值乃按分包將育成牛或犢牛從各自特定年齡餵養至14個月大所需的飼養成本及飼養者所要求的利潤釐定。</p>		

## 16. BIOLOGICAL ASSETS (continued)

## 16. 生物資產 (續)

## (d) DESCRIPTION OF VALUATION TECHNIQUES USED AND KEY INPUTS TO VALUATION ON BIOLOGICAL ASSETS (Continued)

## (d) 評估生物資產所用估值方法及關鍵參考值詳情(續)

Type	Valuation approach	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements 關鍵不可觀察參考值與公平值計量之間的相互關係
類型	估值方法	關鍵不可觀察參考值	
Milkable cows 成母牛	The fair values of milkable cows are determined by using the multi-period excess earnings method, which is based on the discounted future cash flows to be generated by such milkable cows.  成母牛的公平值乃使用多期超額盈利法釐定，該方法乃根據該等成母牛將產生的貼現未來現金流釐定。	For the quantity of the milkable cows, assuming the number of the existing milkable cows as at the year end will decrease in the projection period at certain culling rates due to natural or unnatural factors, which include illness, difficult birth, low milk production or completion of all lactation periods, the estimated overall culling rate ranges from over 18% up to 100% along with the increase of the number of the lactation periods.  就成母牛的數量而言，假設現有成母牛數目於預測期間按若干淘汰率由於自然或非自然因素(包括疾病、難產、低產奶量或全部哺乳期結束)而於年末減少。估計整體淘汰率將隨著哺乳期數目增加而上升逾18%至100%。	The estimated fair value decreases when the estimated culling rate increases.  估計淘汰率上升時，估計公平值減少。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 16. BIOLOGICAL ASSETS (continued)

(d) DESCRIPTION OF VALUATION TECHNIQUES USED AND KEY INPUTS TO VALUATION ON BIOLOGICAL ASSETS (Continued)

### 16. 生物資產 (續)

(d) 評估生物資產所用估值方法及關鍵參考值詳情(續)

Type	Valuation approach	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements 關鍵不可觀察參考值與公平值計量之間的相互關係
類型	估值方法	關鍵不可觀察參考值	
	<p>The calving interval (including the dry period and open days) is estimated based on historical data and is assumed to be 400 days (each milkable cow will give birth to a calf every 400 days). This 400-day period is one lactation cycle in this valuation exercise.</p> <p>根據過往數據估計，胎間距(包括乾奶期及間歇期)假設為400天(每頭成母牛將每隔400天誕下一頭犢牛)。此400天期間在此估值中為一個泌奶週期。</p>	<p>A milkable cow could have as many as six lactation periods. The estimated average raw milk production volume per head for the lactation period ranged from 10.5 tonnes to 12.8 tonnes for the year ended 31 December 2023 (2022: 9.5 tonnes to 11.3 tonnes) depending on the number of the lactation periods and the individual physical condition.</p> <p>每頭成母牛最多可經歷六個哺乳期。截至2023年12月31日止年度的估計每個哺乳期內每頭平均原料奶產量介乎10.5噸至12.8噸(2022年：9.5噸至11.3噸)，視乎哺乳期的次數及個體健康狀況而定。</p>	<p>The estimated fair value increases when the estimated raw milk production volume increases.</p> <p>估計原料奶產量增加時，估計公平值增加。</p>
		<p>The estimated feed costs per kilogram of raw milk for the year ended 31 December 2023 ranged from RMB2.20 to RMB2.95 (2022: RMB2.72 to RMB3.00). 截至2023年12月31日止年度每千克原料奶的估計飼養成本為：人民幣2.20元至人民幣2.95元(2022年：人民幣2.72元至人民幣3.00元)。</p>	<p>The estimated fair value decreases when the estimated feed costs per kilogram of raw milk increase.</p> <p>每千克原料奶的估計飼養成本上漲時，估計公平值減少。</p>

## 16. BIOLOGICAL ASSETS (continued)

## 16. 生物資產 (續)

## (d) DESCRIPTION OF VALUATION TECHNIQUES USED AND KEY INPUTS TO VALUATION ON BIOLOGICAL ASSETS (Continued)

## (d) 評估生物資產所用估值方法及關鍵參考值詳情(續)

Type	Valuation approach	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements 關鍵不可觀察參考值與公平值計量之間的相互關係
類型	估值方法	關鍵不可觀察參考值	
		The estimated future local market prices for raw milk per tonne for the year ended 31 December 2023 ranged from RMB3,760 to RMB4,950 per tonne (2022: RMB4,590 to RMB5,103 per tonne). 截至2023年12月31日止年度的估計本地未來每噸原料奶市價：每噸人民幣3,760元至人民幣4,950元(2022年：每噸人民幣4,590元至人民幣5,103元)。	The estimated fair value increases when the estimated future local market price for raw milk increases. 估計未來本地原料奶市價上漲時，估計公平值增加。
		The discount rate was 13.00% for the year ended 31 December 2023 (2022: 14.00%), calculated by using the capital asset pricing model. 使用資本資產定價模型計算，截至2023年12月31日止年度的貼現率為13.00%(2022年：14.00%)。	The estimated fair value decreases when the discount rate increases. 貼現率提高時，估計公平值減少。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 16. BIOLOGICAL ASSETS (continued)

(e) QUANTITY OF THE AGRICULTURAL PRODUCE PRODUCED BY THE GROUP'S BIOLOGICAL ASSETS

		2023 2023年 Tonne 噸	2022 2022年 Tonne 噸
Raw milk	原料奶	726,154	648,551

(f) GAIN ARISING ON INITIAL RECOGNITION OF AGRICULTURAL PRODUCE AT FAIR VALUE LESS COSTS TO SELL AT THE POINT OF HARVEST

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Raw milk	原料奶	3,324,055	3,123,604

### 16. 生物資產 (續)

(e) 本集團生物資產所產生的農產品的數量

(f) 於收獲時按公平值減銷售費用初始確認農產品產生的收益



## 17. LONG TERM RECEIVABLES

## 17. 長期應收款項

		Contract amounts of long term receivables 長期應收款項合約金額		Present value of long term receivables 長期應收款項現值	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	1年內	1,440	4,640	1,207	4,289
1 to 2 years	1至2年	946	1,440	829	1,207
2 to 5 years	2至5年	—	946	—	829
		<b>2,386</b>	7,026	<b>2,036</b>	6,325
Less: Unearned finance income	減：未實現融資收入	(350)	(701)	—	—
Present value of long term receivables	長期應收款項現值	<b>2,036</b>	6,325	<b>2,036</b>	6,325
Portion classified as current assets under other receivables	列作其他應收款項的流動資產 部分	(1,207)	(4,289)	(1,207)	(4,289)
Non-current portion	非即期部分	<b>829</b>	2,036	<b>829</b>	2,036

## 18. INVENTORIES

## 18. 存貨

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Consumables	易耗品	24,714	30,917
Raw materials	原材料	982,127	849,733
Total	總計	<b>1,006,841</b>	880,650

The amount of write-down of inventories recognised as an expense was RMB3,511,000 (2022: nil), which was recognised in revenue, other income and gains (note 4).

確認為開支的存貨撇減金額為人民幣3,511,000元(2022年：零)，乃於銷售收入、其他收入及收益(附註4)中確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 19. TRADE RECEIVABLES

### 19. 貿易應收款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	310,656	284,183
Impairment	減值	(7,327)	(7,327)
Net carrying amount	賬面淨值	303,329	276,856

The Group's trading terms with its customers are mainly on credit. In 2023, the credit period is generally one month, extending up to three months for major customers. However, the Group normally allows a credit limit to its customers credit terms which are adjustable in certain circumstances and closely monitors overdue balances.

本集團主要以信貸方式與其客戶進行買賣。於2023年，信貸期一般為一個月，主要客戶延長至三個月。然而，本集團一般給予客戶一定信用額度（可於若干情況下調整）並密切監控逾期結餘。

The Group does not hold any collateral or other credit enhancements over its trade receivable balances. The trade receivables are non-interest-bearing.

本集團並無就其貿易應收款項結餘持有任何抵押品或作出其他信用升級。該貿易應收款項並無計息。

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

於報告期末，根據發票日期及扣除虧損撥備的貿易應收款項的賬齡分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 3 months	3個月內	302,688	276,639
4 to 6 months	4至6個月	—	217
7 months to 1 year	7個月至1年	228	—
1 to 2 years	1至2年	413	—
Total	總計	303,329	276,856

**19. TRADE RECEIVABLES** (continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At beginning of year	於年初	7,327	7,327
Impairment losses	減值虧損	—	—
At end of year	於年末	7,327	7,327

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. For special cases, management will consider the corresponding expected credit losses separately. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

**19. 貿易應收款項** (續)

貿易應收款項減值虧損撥備變動如下：

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。特殊情況下，管理層將分別考慮相應預期信貸虧損。撥備率乃基於因就具有類似虧損模式的多個客戶分部進行分組（即產品類別、客戶類別及評級、信用證或其他信貸保險形式的保障範圍）而逾期的日數釐定。該計算反映概率加權結果、貨幣時間價值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，逾期超過一年的貿易應收款項將撇銷處理，而不會採取任何強制措施。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

### 20. 預付款項、其他應收款項及其他資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Prepayments	預付款項	85,032	48,782
Deposits and other receivables	按金及其他應收款項	32,866	44,899
Prepaid expenses	預付費用	11,003	8,367
Total	總計	128,901	102,048
Non-current prepayments	非即期預付款項	49,848	—
Current portion	即期部分	79,053	102,048
		128,901	102,048

Deposits and other receivables mainly represent receivables from sales of biological assets, employee loans and financial support to distributors. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings. After applying IFRS 9, an impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. ECLs are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

按金及其他應收款項主要指來自銷售生物資產、僱員借款及對經銷商財務支持之應收款項。倘適用，於各報告日期進行減值分析乃經考慮具有公開信貸評級的可比較公司的違約概率。應用國際財務報告準則第9號後，於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損，本集團經參考過往虧損記錄及透過使用虧損率法對預期信貸虧損進行估計。虧損率將於適當時候作出調整以反映現時情況及預測未來經濟情況。

## 21. OTHER FINANCIAL ASSETS

## 21. 其他金融資產

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Unlisted investment, at fair value through other comprehensive income, non-current	(a)	61,000	57,000
Short term investment deposits	(b)	130,000	459,000
		191,000	516,000
Current	流動	130,000	459,000
Non-current	非流動	61,000	57,000
		191,000	516,000

Note:

- (a) The Group held a 9.12% equity interest in Bayannur Shengmu High-tech Ecological Forage Co., Ltd. ("Shengmu Forage"). The Group designated the equity investment as a financial asset at fair value through other comprehensive income upon initial application of IFRS 9 (2009) on 1 January 2014, as management considered it a strategic investment for the purpose of securing high quality raw materials in the long run. An accumulated increase in fair value for the year ended 31 December 2023 with amounts of RMB4,000,000 (2022: decrease in fair value, RMB34,200,000) had been recognized in other comprehensive income.
- (b) The above short term investment deposits were wealth management products issued by banks in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

附註：

- (a) 本集團持有巴彥淖爾市聖牧高科技生態草業有限公司(「聖牧草業」)9.12%的股權。本集團於2014年1月1日首次應用國際財務報告準則第9號(2009年)時將該股本投資指定為按公平值計入其他全面收益的金融資產，原因為管理層認為此乃一項戰略投資，目的是長期確保高質量原材料。截至2023年12月31日止年度的累計公平值增加人民幣4,000,000元(2022年：公平值減少，為人民幣34,200,000元)，已於其他全面收益表中確認。
- (b) 上述短期投資存款是由中國內地銀行發行的理財產品。有關短期投資存款被強制歸類為按公平值計入損益的金融資產，原因是短期投資存款的合約現金流並非僅為對本金及利息的支付。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 22. CASH AND BANK BALANCES AND RESTRICTED BANK DEPOSITS

### 22. 現金及銀行結餘及受限制銀行存款

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	225,021	420,177
Time deposits with original maturity of more than three months	原到期日超過三個月的定期存款	170,436	70,000
Cash and cash equivalents as stated in the consolidated statement of cash flow	於綜合現金流量表呈列的現金及現金等價物	395,457	490,177
Time deposits with original maturity of more than three months (note (a))	原到期日超過三個月的定期存款(附註(a))	552,429	—
Restricted bank deposits (note (b))	受限制銀行存款(附註(b))	148,783	199,867
		<b>1,096,669</b>	690,044
Less: Restricted bank deposits	減：受限制銀行存款	<b>(148,783)</b>	(199,867)
Cash and bank balances	現金及銀行結餘	<b>947,886</b>	490,177
Analysed as:	分析：		
Current	流動	395,457	490,177
Non-current	非流動	552,429	—
Cash and bank balances	現金及銀行結餘	<b>947,886</b>	490,177

The Group's cash and bank balances and pledged deposits were denominated in the following currencies as follows:

本集團現金及銀行結餘及質押存款以下列貨幣計值：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Euro	歐元	158	154
United States dollars	美元	1,983	3,282
Hong Kong dollars	港元	143	68,670
RMB	人民幣	1,094,385	617,938
Total	總計	<b>1,096,669</b>	690,044

## 22. CASH AND BANK BALANCES AND RESTRICTED BANK DEPOSITS (continued)

Notes:

- (a) Time deposits with original maturity over three months were held within banks and carry interest at prevailing market rates of 3.0% to 3.3% (31 December 2022: 3.0% to 3.3%) per annum as at 31 December 2023. Certain commercial acceptance bills with an aggregate balance of RMB50,000,000 (2022: nil) were secured by the pledging certain of the Group's deposits amounting to RMB50,000,000 (2022: nil).
- (b) As at 31 December 2023, restricted bank deposits mainly included deposits for the issuance of bank acceptance and the bank accounts which were frozen by the Intermediate People's Court of Huhhot, further details are given in note 32 to the financial statements.

The RMB is not freely convertible into other currencies. However, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at the prevailing market interest rates. Time deposits are made for varying periods depending on the cash requirements of the Group and earn interest at the respective time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

## 22. 現金及銀行結餘及受限制銀行存款(續)

附註：

- (a) 於2023年12月31日，存入銀行的原到期日超過三個月的定期存款按每年3.0%至3.3%（2022年12月31日：3.0%至3.3%）的現行市場利率計息。合計結餘人民幣50,000,000元（2022年：零）的若干商業承兌票據通過抵押本集團金額為人民幣50,000,000元（2022年：零）的若干存款作擔保。
- (b) 於2023年12月31日，受限制銀行存款主要包括開具銀行承兌匯票存款及由呼和浩特市中級人民法院凍結的銀行賬戶，有關進一步詳情載於財務報表附註32。

人民幣不能自由轉換為其他貨幣。然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務的銀行將人民幣兌換成其他貨幣。

銀行存款按現行市場利率計息。定期存款的存款期不一，視乎本集團的現金需要而定，並按相關定期存款利率賺取利息。銀行結餘及質押存款乃存於近期並無違約記錄且信譽良好的銀行。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 23. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables of the Group as at the end of the reporting period, based on the invoice date, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 3 months	3個月內	1,031,541	962,344
4 to 6 months	4至6個月	620,504	471,105
7 to 12 months	7至12個月	44,257	26,049
1 to 2 years	1至2年	4,982	16,640
2 to 3 years	2至3年	5,421	—
Total	總計	1,706,705	1,476,138

The trade payables are non-interest-bearing and are normally settled within 90-day terms.

### 23. 貿易應付款項及應付票據

於報告期末本集團的貿易應付款項及應付票據按發票日期的賬齡分析如下：

該等貿易應付款項並無計息，其還款期一般為90日。



## 24. OTHER PAYABLES AND ACCRUALS

## 24. 其他應付款項及預提費用

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Payables for taxes other than corporate income tax	企業所得稅外的應付稅項	(a)	3,700	3,048
Payables for third parties' deposits	應付第三方按金	(a)	16,932	22,376
Long term payables due within one year	於一年內到期的 長期應付款項	(a)	—	28,940
Salary and welfare payables	應付薪金及福利		86,896	62,843
Payables for acquisition of items of property, plant and equipment	收購物業、廠房及設備 項目的應付款項	(a)	190,634	78,620
Payables for acquisition of Bayannur Shengmu High-tech Ecological Food Co., Ltd. ("Ecological Food Shengmu")	收購巴彥淖爾市聖牧高科技生態食品有限公司 (「聖牧生態食品」)的 應付款項	(a)	—	5,000
Contract liabilities	合約負債	(b)	765	1,359
Provision for litigations and claims	訴訟及索償撥備	(d)	84,961	84,961
Financial guarantee contracts	財務擔保合約	(c)	2	2,216
Others	其他	(a)	6,889	6,816
Total	總計		390,779	296,179

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 24. OTHER PAYABLES AND ACCRUALS

(continued)

Notes:

- (a) These payables are non-interest-bearing and have an average term of 90 days.
- (b) Details of contract liabilities as at 31 December 2023 and 31 December 2022 are as follows:

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Short-term advances received from customers – Sales of goods	已收客戶短期預付款項 – 貨品銷售	765 1,359

- (c) The financial guarantee contracts represent guarantees given to banks in connection with facilities granted to Shengmu Forage. As at 31 December 2023, the banking facilities guaranteed by the company were RMB160,000,000 (2022: RMB199,529,000), out of which RMB68,963,000 (2022: RMB142,863,000) was utilised by Shengmu Forage, disclosed in note 32 to the contingent liabilities. The Group has no consideration received from guarantee contracts.

The Group does not provide financial guarantees except for limited circumstances.

The financial guarantee contracts are measured at the higher of the ECL allowance and the amount initially recognised less the cumulative amount of income recognised. The ECL allowance is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the holders (i.e., the banks) for a credit loss that it incurs less any amounts that the Group expects to receive from the debtor (i.e., the associates and external distributors).

The credit exposure of the financial guarantee contracts is classified as stage 1. During the year, there were no transfers between stages (2022: Nil).

- (d) As of 31 December 2023, A civil judgement in relation to certain payment obligations, provision has been made with amounting to RMB84,961,000 for the probable losses, which was reflected in other expenses of the financial statement. Further details are given in note 32 to the financial statements.

### 24. 其他應付款項及預提費用(續)

附註：

- (a) 該等應付款項並無計息，其平均還款期為90日。
- (b) 於2023年12月31日及2022年12月31日合約負債詳情如下：

- (c) 財務擔保合約指就授予聖牧草業融資而向銀行提供之擔保。誠如附註32或有負債所披露，於2023年12月31日，由本公司擔保之銀行授信額度為人民幣160,000,000元(2022年：人民幣199,529,000元)，其中人民幣68,963,000元(2022年：人民幣142,863,000元)由聖牧草業動用。本集團並無自擔保合約收取任何代價。

除個別情況外，本集團並無提供財務擔保。

財務擔保合約按預期信貸虧損撥備及初步確認金額減已確認累計收入金額的較高者計量。預期信貸虧損撥備乃按估計現金缺額計量，乃基於償還持有人(即銀行)所產生信貸虧損之預期付款減本集團預期自債務人(即聯營公司及外部經銷商)收取之任何金額。

財務擔保合約的信貸風險歸類為第1階段。年內，各階段之間並無轉移(2022年：無)。

- (d) 截至2023年12月31日，關於若干付款責任的民事判決，已為可能的虧損作出人民幣84,961,000元的撥備，此反映在財務報表的其他開支中。有關更多詳情，請見財務報表附註32。

## 25. INTEREST-BEARING BANK AND OTHER BORROWINGS

## 25. 計息銀行及其他借款

		2023 2023年			2022 2022年		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
<b>Current</b>	<b>即期</b>						
Bank loans – unsecured	銀行借款—無抵押	0.87-3.26	2024	911,383	0.87-4.15	2023	795,610
Super short-term notes - unsecured	超短期票據—無抵押	—	—	—	3.95	2023	100,000
Total – current	總計—即期			911,383			895,610
<b>Non-current</b>	<b>非即期</b>						
Bank loans – unsecured	銀行借款—無抵押	2.4-3.20	2025-2030	1,219,856	2.6-3.05	2024-2025	944,640
Total – non-current	總計—非即期			1,219,856			944,640
Total	總計			2,131,239			1,840,250

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 25. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

### 25. 計息銀行及其他借款 (續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Analysed into:	分析：		
Bank loans repayable:	應償還銀行借款：		
Within one year or on demand	一年內或按要求	911,383	795,610
In the third to fifth years, inclusive	於第三年至第五年 (首尾兩年包括在內)	1,088,610	944,640
Beyond five years	五年後	131,246	—
Subtotal	小計	2,131,239	1,740,250
Other borrowings repayable:	應償還其他借款：		
Within one year or on demand	一年內或按要求	—	100,000
Subtotal	小計	—	100,000
Total	總計	2,131,239	1,840,250

#### Notes:

- (i) As at 31 December 2023, all of the Group's bank borrowings were denominated in RMB.
- (ii) The super short - term note with an aggregate nominal amount of RMB100,000,000 were issued by the Company on 27 December 2022 in the Inter-bank Bond Market in the PRC according to the approval by National Association of Financial Market Institutional Investors. The super short-term note bear annual interest rate of 3.95% and are repayable in 90 days.

#### 附註：

- (i) 於2023年12月31日，本集團的全部銀行借款均以人民幣計值。
- (ii) 根據全國金融市場機構投資者協會的批准，本公司於2022年12月27日在中國銀行間債券市場發行總面值為人民幣100,000,000元的超短期融資券。該超短期融資券的年利率為3.95%，須於90天內還清。

## 26. DEFERRED TAX

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Chinese Mainland and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008.

At 31 December 2023, no (2022: nil) deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Chinese Mainland. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately RMB2,465,432,000 as at 31 December 2023 (2022: RMB2,360,134,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

The Group also has tax losses arising in Chinese Mainland of RMB33,908,000 (2022: RMB18,189,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of the losses of RMB33,908,000 (2022: RMB18,189,000) as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

## 26. 遞延稅項

根據中國企業所得稅法，倘於中國內地成立的外資企業向海外投資者宣派股息，須按10%稅率繳納。此規定於2008年1月1日生效，並適用於2007年12月31日後賺取的盈利。倘中國內地與海外投資者所在的司法權區之間有稅收協定，則適用的預扣稅率較低。本集團的適用比率為5%或10%。因此，本集團須就於中國內地成立的該等附屬公司因自2008年1月1日起產生的盈利而分派的股息繳納預扣稅。

於2023年12月31日，並無就本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利的應付預扣稅確認遞延稅項(2022年：無)。董事認為，於可預見將來，該等附屬公司不大可能分派該等盈利。未確認遞延稅項負債有關投資於中國內地附屬公司的暫時性總差額於2023年12月31日總計為約人民幣2,465,432,000元(2022年：人民幣2,360,134,000元)。

本公司向股東派付股息並無所得稅影響。

本集團亦擁有中國內地產生之將於一至五年內屆滿以抵銷日後應課稅溢利之稅項虧損人民幣33,908,000元(2022年：人民幣18,189,000元)。

由於虧損人民幣33,908,000元(2022年：人民幣18,189,000元)乃來自錄得虧損已有一段時間之附屬公司且應課稅溢利被認為不大可能用於抵銷可用之稅項虧損，故並無就有關虧損確認遞延稅項資產。

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 27. SHARE CAPITAL

#### SHARES

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Authorised:	法定：		
30,000,000,000 ordinary shares of HKD0.00001 each (2022: 30,000,000,000 ordinary shares of HKD0.00001 each)	30,000,000,000 股每股面值 0.00001 港元的普通股 (2022年：30,000,000,000 股每股面值 0.00001 港元的普通股)	236	236
Issued and fully paid:	已發行及繳足：		
8,381,295,229 (2022: 8,381,295,229) ordinary shares	8,381,295,229 股 (2022年：8,381,295,229 股) 普通股	69	69

### 27. 股本

#### 股份

### 28. RESERVES

#### (a) MOVEMENTS IN COMPONENTS OF EQUITY

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity in the financial statements.

#### (b) CONTRIBUTED SURPLUS

The Group's contributed surplus represents the excess of the net asset value of the subsidiaries acquired by the Company over the nominal amount of the shares issued by the Company as consideration pursuant to the Reorganisation and the warrants exercised.

#### (c) RESERVE FUND

In accordance with the relevant PRC laws and the articles of association of the PRC subsidiaries of the Group, the PRC subsidiaries are required to set up certain statutory reserves, which are non-distributable. The PRC statutory reserves can only be utilised for predetermined means upon approval by the relevant authority.

### 28. 儲備

#### (a) 權益的組成部分變動

本集團於本年度及上年度的儲備及其變動金額載於財務報表之綜合權益變動表。

#### (b) 實繳盈餘

本集團的實繳盈餘指本公司收購的附屬公司的資產淨值超出本公司根據重組作為代價已發行股份及已行使認股權證的面值的部分。

#### (c) 儲備資金

根據中國相關法律及本集團中國附屬公司組織章程細則，中國附屬公司須設立若干不可分派的法定儲備。中國法定儲備僅可在有關權力機構批准的情況下用於預定用途。

**28. RESERVES** (continued)**(d) SHARE OPTION RESERVE**

The share option reserve comprises the share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised or be transferred to retained profits should the related options expire or be forfeited.

**29. SHARE AWARD SCHEME**

On 19 April 2022 (the "Adoption Date" and the "Grant Day I"), the Company adopted a long-term share award scheme (the "Share Award Scheme"), which shall remain effective for ten years, to recognise the contributions by certain employees of the Group and to provide them with incentives in order to: (i) improve the corporate governance structure to achieve sustainable development of the Company; (ii) attract, retain and motivate outstanding talents and build a common interest among shareholders, the Company and employees; (iii) fully motivate the core employees and continue to stimulate high-quality growth of the team performance; and (iv) attract external talents for the Company. The board of directors had approved three batches under the Share Award Scheme with amounting to RMB35,000,000 in 2022, 2023 and 2024 for each batch, respectively, which would vest 50% in the first anniversary of the grant date and remaining 50% in the secondary anniversary of the grant date provided that certain non-market performance and service conditions are met. Upon acceptance of the Share Award Scheme, the grantee shall pay nil to the Company as a consideration for the grant.

The Group does not have a past practice of cash settlement for these share options. The Group accounts for the Share Award Scheme as an equity-settled plan.

**28. 儲備** (續)**(d) 購股權儲備**

購股權儲備包括已授出但尚未行使的購股權，有關情況於財務報表附註2.4以股份為基礎的支付的會計政策中進一步說明。金額將在相關購股權獲行使時轉入股份溢價賬戶，或者於相關購股權到期或被沒收時轉入保留利潤。

**29. 股份獎勵計劃**

於2022年4月19日（「採納日期」及「授出日期」），本公司採納十年內有效的長期股份獎勵計劃（「股份獎勵計劃」），以表彰本集團若干僱員作出之貢獻，並給予彼等獎勵以(i)完善公司治理結構，實現本公司的可持續發展；(ii)吸引、保留和激勵優秀人才，構建股東、公司與員工之間的利益共同體；(iii)充分調動核心員工積極性，持續激勵團隊業績的高質量增長；及(iv)為本公司吸引外部人才。董事會已批准三批股份獎勵計劃，每批金額分別為人民幣35,000,000元，分別在2022年、2023年及2024年，將於授出日期的第一個週年日歸屬50%，其餘50%在授出日期的第二個週年日歸屬，惟須符合若干非市場表現及服務條件。接納股份獎勵計劃時，承授人須向本公司支付零元作為獲授的代價。

本集團過往並無以現金結算該等購股權。本集團將股份獎勵計劃入賬為以股權結算的計劃。

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## 財務報表附註

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### 29. SHARE AWARD SCHEME (continued)

Subject to any early termination as may be determined pursuant to the rules of the Share Award Scheme (the "Scheme Rules"), the Share Award Scheme shall be effective from the Adoption Date and shall remain in full force and effect for a period of ten years from the Adoption Date. Pursuant to the Share Award Scheme, the shares under the Share Award Scheme will comprise existing shares of the Company purchased or to be purchased by the trustee (the "Trustee", a professional and independent trustee appointed by the Company to assist with the administration of the Share Award Scheme) on the open market. The Share Award Scheme shall be subject to the administration of authorised representatives authorised by the Board and the Trustee in accordance with the Scheme Rules.

The board of directors granted the first batch of shares of RMB35,000,000 to 60 selected participants (equivalent to a total of 95,246,531 shares have been granted by the Company to a total of 59 middle and senior management personnel of the Group on the Grant Day I and 13,695,580 shares to Mr. Zhang Jiawang on 30 November 2022) under the Share Award Scheme.

The board of directors granted the second batch of shares of RMB35,000,000 to 67 selected participants (equivalent to a total of 87,388,000 shares granted by the Company to a total of 66 middle and senior management personnel of the Group and 12,566,000 shares to Mr. Zhang Jiawang) on 21 April 2023 under the Share Award Scheme.

The following table discloses the number of shares of the Company granted to selected participants of the Share Award Scheme during the reporting period:

		Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	Granted during the year 年內授出	Forfeited during the year 年內沒收	Vested during the year 年內歸屬	Outstanding as at 31 December 2023 於2023年 12月31日 尚未行使
Share Award Scheme	股份獎勵計劃					
First batch	首批	108,942,111	—	(1,164,059)	(53,889,012)	53,889,040
Second batch	第二批	—	99,954,000	—	—	99,954,000
		108,942,111	99,954,000	(1,164,059)	(53,889,012)	153,843,040

### 29. 股份獎勵計劃(續)

除根據股份獎勵計劃的規則(「計劃規則」)可能決定的任何提前終止外，股份獎勵計劃將自採納日期起生效，並將自採納日期起保持十足效力及作用。根據股份獎勵計劃，股份獎勵計劃的股份將由受託人(「受託人」，本公司為協助管理股份獎勵計劃而委任的專業及獨立受託人)在公開市場上購買或將要購買的本公司現有股份組成。股份獎勵計劃須由董事會及受託人根據計劃規則授權的授權代表管理。

董事會根據股份獎勵計劃向60名選定的參與者授出首批人民幣35,000,000元的股份(相當於本公司於授出日期向本集團合共59名中高級管理人員授出95,246,531股股份，於2022年11月30日向張家旺先生授出13,695,580股股份)。

董事會根據股份獎勵計劃於2023年4月21日向67名選定的參與者授出第二批人民幣35,000,000元的股份(相當於本公司向本集團合共66名中高級管理人員授出合共87,388,000股股份，以及向張家旺先生授出12,566,000股股份)。

下表披露報告期內向股份獎勵計劃選定參與者授出的本公司股份數目：



**29. SHARE AWARD SCHEME** (continued)

During the year ended 31 December 2023, a total of 206,932,000 ordinary shares of the Company were purchased from the open market by the Trustee at a total consideration of HKD72,673,000 (equivalent to RMB 66,657,000).

The Group recognised a share award expense of RMB32,475,000 (for the year ended 31 December 2022: RMB19,687,000) in respect of the Share Award Scheme during the reporting period. A total number of 53,889,000 shares of the first batch of the Share Award Scheme were vested during the year ended 31 December 2023.

**30. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS**

Details of the Group's subsidiary that has material non-controlling interests are set out below:

Shengmu Pangu	聖牧盤古	2023 2023年	2022 2022年
Percentage of equity interest held by non-controlling interests	非控股權益所持權益百分比	45%	45%
Profit for the year allocated to non-controlling interests	分配至非控股權益的年內溢利	16,556	33,801
Dividends paid to non-controlling interests	已付予非控股權益的股息	(1,481)	(32,283)
Accumulated balances of non-controlling interests at the end of the reporting period	於報告期末非控股權益的累計結餘	183,040	167,965

**29. 股份獎勵計劃** (續)

截至2023年12月31日止年度，受託人以總代價72,673,000港元(相當於人民幣66,657,000元)從公開市場購買共計206,932,000股本公司普通股。

於報告期內，本集團就股份獎勵計劃確認股份獎勵開支人民幣32,475,000元(截至2022年12月31日止年度：人民幣19,687,000元)。截至2023年12月31日止年度內歸屬的首批股份獎勵計劃股份總數為53,889,000股。

**30. 擁有重大非控股權益的非全資附屬公司**

擁有重大非控股權益的本集團附屬公司的詳情載列如下：

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### 30. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS *(continued)*

The following tables illustrate the summarised financial information of Shengmu Pangu. The amounts disclosed are before any inter-company eliminations:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	281,574	294,691
Profit for the year	年內溢利	36,790	75,114
Total comprehensive income for the year	年內全面收益總額	36,790	75,114
Current assets	流動資產	221,060	227,547
Biological assets	生物資產	232,618	254,664
Other non-current assets	其他非流動資產	102,008	104,917
Current liabilities	流動負債	(46,854)	(112,172)
Net cash flows from operating activities	經營活動所得現金流量淨額	60,337	115,339
Net cash flows used in investing activities	投資活動所用現金流量淨額	(27,567)	(24,856)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(32,887)	(204,802)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(117)	(114,319)

### 30. 擁有重大非控股權益的非全資附屬公司 *(續)*

下表闡述聖牧盤古的概述財務資料。所披露數額乃屬未進行任何公司間抵消：

### 31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) MAJOR NON-CASH TRANSACTIONS

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB48,054,000 (2022: RMB15,499,000) and RMB48,054,000 (2022: RMB15,499,000), respectively, in respect of lease arrangements for leasehold land.

#### (b) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES:

		Bank loans 銀行借款 RMB'000 人民幣千元	Super short-term notes 超短期融資券 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	1,740,250	100,000	13,383
Changes from financing cash flows	融資現金流量產生之變動	338,694	(100,648)	(18,126)
New Lease	新租賃	—	—	48,054
Lease Modification	租賃變更	—	—	8,461
Interest expense	利息開支	52,295	648	161
At 31 December 2023	於2023年12月31日	2,131,239	—	51,933

		Bank loans 銀行借款 RMB'000 人民幣千元	Super short-term notes 超短期融資券 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	1,679,168	—	—
Changes from financing cash flows	融資現金流量產生之變動	(2,836)	100,000	(2,736)
New Lease	新租賃	—	—	15,499
Interest expense	利息開支	63,918	—	620
At 31 December 2022	於2022年12月31日	1,740,250	100,000	13,383

#### (a) 主要非現金交易

本年度，本集團就租賃土地的租賃安排，對使用權資產及租賃負債的非現金增量分別為人民幣48,054,000元(2022年：人民幣15,499,000元)及人民幣48,054,000元(2022年：人民幣15,499,000元)。

#### (b) 融資活動產生的負債變動：

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## 財務報表附註

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### 31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

#### (c) TOTAL CASH OUTFLOW FOR LEASES

The total cash outflow for leases included in the statement of cash flows is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating activities	經營活動內	(14,147)	(9,654)
Within financing activities	融資活動內	(18,126)	(2,736)
Total	總計	(32,273)	(12,390)

### 32. CONTINGENT LIABILITIES

- (a) For the year ended 31 December 2023, the Group provided guarantees to banks in respect of the bank loans of Shengmu Forage amounting to RMB68,963,000 (2022: RMB142,863,000). Further details are given in note 24.
- (b) On the civil judgement of the Inner Mongolia High People's Court in relation to a claim against Shengmu High-tech, an indirect wholly-owned subsidiary of the Company, and the former directors of the Group, a provision has been made with an amount of RMB84,961,000 for the probable losses as at 31 December 2023 (31 December 2022: RMB84,961,000) to the Group after taking into account the legal advice. The civil judgement of the instance has not been issued by the reporting date.

### 31. 綜合現金流量表附註

(續)

#### (c) 租賃現金流出總額

計入現金流量表的租賃現金流出總額如下：

### 32. 或有負債

- (a) 截至2023年12月31日止年度，本集團為聖牧草業的銀行借款向銀行提供擔保，金額為人民幣68,963,000元(2022年：人民幣142,863,000元)。進一步詳情載於附註24。
- (b) 關於內蒙古高級人民法院就針對聖牧高科，為本公司一間間接全資附屬公司)及本集團前任董事的索賠所下達的民事判決書，本集團經考慮法律意見後於2023年12月31日就可能面臨的損失作出人民幣84,961,000元(2022年12月31日：人民幣84,961,000元)的撥備。截至報告日期，本案的民事判決書尚未下達。

## 33. COMMITMENTS

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

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Land and buildings	土地及樓宇	43,733	4,980

## 33. 承擔

本集團於報告期末的資本承擔如下：

## 34. RELATED PARTY DISCLOSURES

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following significant transactions with related parties:

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Associates:	聯營公司：			
Sales of products	銷售產品	(i)	83,621	67,027
Affiliates of substantial shareholders:	主要股東聯屬公司：			
Purchases of raw materials	購買原材料	(i) (ii)	211,538	115,275
Service charges	服務費	(i) (ii)	1,481	—
Sales of products	銷售產品	(i) (ii)	3,229,483	2,906,573

Notes:

- (i) The considerations were determined with reference to the then prevailing market prices/rates and the prices charged to third parties.
- (ii) The related party transactions also constitute continuing connected transactions as defined in chapter 14A of the Listing Rules.

## 34. 關聯方披露

(a) 除該等財務報表其他部分詳述的交易外，本集團與關聯方有下列重大交易：

附註：

- (i) 代價乃參考當時現行市價／利率及向第三方的要價釐定。
- (ii) 關聯方交易亦構成持續關連交易(定義見上市規則第14A章)。

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### 34. RELATED PARTY DISCLOSURES

(continued)

#### (b) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	21,034	17,952
Pension scheme contributions	退休金計劃供款	248	200
Total	總計	21,282	18,152

Further details of directors' and the chief executive's emoluments are included in note 7 to the financial statements.

### 34. 關聯方披露 (續)

#### (b) 本集團主要管理人員的報酬：

有關董事及最高行政人員薪酬的進一步詳情載於財務報表附註7。

#### (c) OUTSTANDING BALANCES WITH RELATED PARTIES

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<u>Amounts owed by/(owed to) associates included in:</u>	<u>計入下列各項的聯營公司欠債/(欠付聯營公司)的金額包括：</u>		
Trade receivables	貿易應收款項	6,512	7,315
<u>Affiliates of substantial shareholders:</u>	<u>主要股東聯屬公司：</u>		
Trade receivables	貿易應收款項	294,323	251,617
Trade and bills payables	貿易應付款項及應付票據	(3,492)	(742)
Prepayments, deposits and other receivable	預付款項、按金及其他應收款項	31,268	31,268
Other payables and accruals	其他應付款項及預提費用	(28,945)	(28,940)

Those balances with related parties are unsecured, interest-free and have no fixed terms of repayment. Trade receivables and trade payables with related parties have similar credit terms to those offered by/to third parties.

#### (c) 與關聯方的未償還結餘

該等與關聯方的結餘乃為無抵押、不計息且無固定還款期。與關聯方的貿易應收款項及貿易應付款項與由第三方提供/提供給第三方的款項有類似的信用條款。

### 35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2023

#### FINANCIAL ASSETS

		Financial assets at fair value through profit or loss 按公平值計入損益的金融資產 RMB'000 人民幣千元	Financial assets at fair value through comprehensive income 按公平值計入全面收益的金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤餘成本列賬的金融資產 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Long term receivables	長期應收款項	—	—	829	829
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	—	—	34,072	34,072
Restricted bank deposits	受限制銀行存款	—	—	148,783	148,783
Cash and bank balances	現金及銀行結餘	—	—	947,886	947,886
Trade receivables	貿易應收款項	—	—	303,329	303,329
Other financial assets	其他金融資產	130,000	61,000	—	191,000
<b>Total</b>	<b>總計</b>	<b>130,000</b>	<b>61,000</b>	<b>1,434,899</b>	<b>1,625,899</b>

### 35. 金融工具的分類

於報告期末的各類金融工具賬面值如下：

2023年

#### 金融資產

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## 財務報表附註

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### 35. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2023 (Continued)

#### FINANCIAL LIABILITIES

		Financial liabilities at fair value through profit or loss 按公平值計入損益的金融負債	Designated as such upon initial recognition 於初始確認時指定為此	Financial liabilities at amortised cost 按攤餘成本列賬的金融負債	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial liabilities included in other payables and accruals	計入其他應付款項及預提費用的金融負債	—	390,779	390,779	390,779
Trade and bills payables	貿易應付款項及應付票據	—	1,706,705	1,706,705	1,706,705
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	2,131,239	2,131,239	2,131,239
Lease	租賃	—	51,933	51,933	51,933
Financial guarantee contracts included in other payables and accruals	計入其他應付款項及預提費用的財務擔保合約	2	—	—	2
Total	總計	2	4,280,656	4,280,658	4,280,658

### 35. 金融工具的分類(續)

於報告期末的各類金融工具賬面值如下：(續)

2023年(續)

#### 金融負債



### 35. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

### 35. 金融工具的分類(續)

於報告期末的各類金融工具賬面值如下：(續)

2022

2022年

FINANCIAL ASSETS

金融資產

		Financial assets at fair value through profit or loss	Financial assets at fair value through comprehensive income	Financial assets at amortised cost	Total
		按公平值計入損益的金融資產	按公平值計入全面收益的金融資產	按攤餘成本列賬的金融資產	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Long term receivables	長期應收款項	—	—	2,036	2,036
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	—	—	49,189	49,189
Restricted bank deposits	受限制銀行存款	—	—	199,867	199,867
Cash and bank balances	現金及銀行結餘	—	—	490,177	490,177
Trade receivables	貿易應收款項	—	—	276,856	276,856
Other financial assets	其他金融資產	459,000	57,000	—	516,000
<b>Total</b>	<b>總計</b>	<b>459,000</b>	<b>57,000</b>	<b>1,018,125</b>	<b>1,534,125</b>

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### 35. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2022 (Continued)

#### FINANCIAL LIABILITIES

		Financial liabilities at fair value through profit or loss 按公平值計入損益的金融負債	Designated as such upon initial recognition 於初始確認時指定為此 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤餘成本列賬的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial liabilities included in other payables and accruals	計入其他應付款項及預提費用的金融負債	—	—	293,963	293,963
Trade and bills payables	貿易應付款項及應付票據	—	—	1,476,138	1,476,138
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	—	1,840,250	1,840,250
Lease	租賃	—	—	13,383	13,383
Financial guarantee contracts included in other payables and accruals	計入其他應付款項及預提費用的財務擔保合約	—	2,216	—	2,216
<b>Total</b>	<b>總計</b>		<b>2,216</b>	<b>3,623,734</b>	<b>3,625,950</b>

### 35. 金融工具的分類(續)

於報告期末的各類金融工具賬面值如下：(續)

2022年(續)

#### 金融負債

	Financial liabilities at fair value through profit or loss 按公平值計入損益的金融負債	Designated as such upon initial recognition 於初始確認時指定為此 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤餘成本列賬的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial liabilities included in other payables and accruals	—	—	293,963	293,963
Trade and bills payables	—	—	1,476,138	1,476,138
Interest-bearing bank and other borrowings	—	—	1,840,250	1,840,250
Lease	—	—	13,383	13,383
Financial guarantee contracts included in other payables and accruals	—	2,216	—	2,216
<b>Total</b>		<b>2,216</b>	<b>3,623,734</b>	<b>3,625,950</b>

### 36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to the fair values, are as follows:

### 36. 金融工具的公平值及公平值等級

本集團金融工具(賬面值與公平值合理相若者除外)的賬面值及公平值如下：

		Carrying amounts		Fair values	
		As at 31 December		As at 31 December	
		賬面值於十二月三十一日		公平值於十二月三十一日	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Financial assets</b>	<b>金融資產</b>				
Long term receivables	長期應收款項	829	2,036	798	2,000
<b>Financial liabilities</b>	<b>金融負債</b>				
Interest-bearing bank Borrowings	計息銀行借款	2,131,239	1,740,250	2,126,142	1,686,126

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals and guarantees given to banks in connection with facilities granted to an associate approximate to their carrying amounts largely due to the short term maturities of these instruments.

管理層已評估，現金及現金等價物、質押存款、貿易應收款項、貿易應付款項及應付票據、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及預提費用的金融負債以及就聯營公司獲授融資向銀行提供擔保的公平值與其賬面值相若，主要由於該等工具乃於短期內到期。

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### 36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of long term receivables, the non-current portion of interest-bearing bank loans have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

#### FAIR VALUE HIERARCHY

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value:

		Fair value measurement using significant unobservable inputs (Level 3) 使用重大可觀察輸入數據的 公平值計量(第三級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Short-term investment deposits	短期投資存款	130,000	459,000
Unlisted investment, at fair value through other comprehensive income	非上市投資，按公平值計入其他全面收益	61,000	57,000
Total	總計	191,000	516,000

### 36. 金融工具的公平值及公平值等級(續)

金融資產及負債的公平值按當前交易中雙方自願進行交換的金額入賬，強制或清算出售的除外。

以下方法及假設用於估計公平值：

長期應收款項的非流動部分、計息銀行借款的非流動部分的公平值乃採用類似條款、信貸風險及餘下到期日的工具現時可獲得的利率折現預期未來現金流量的方式計算。

#### 公平值等級

下表說明本集團的金融工具的公平值計量等級：

按公平值計量的資產：

### 36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

#### FAIR VALUE HIERARCHY *(Continued)*

##### Liabilities measured at fair value:

		Fair value measurement using significant observable inputs (Level 2) 使用重大可觀察輸入數據的 公平值計量(第二級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial guarantee contracts	財務擔保合約	2	2,216
Total	總計	2	2,216

##### Assets disclosed at fair value:

		Fair value measurement using significant observable inputs (Level 2) 使用重大可觀察輸入數據的 公平值計量(第二級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Long term receivables	長期應收款項	798	2,000

##### Liabilities disclosed at fair value:

		Fair value measurement using significant observable inputs (Level 2) 使用重大可觀察輸入數據的 公平值計量(第二級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借款	2,126,142	1,686,126

#### 公平值等級(續)

##### 按公平值計量的負債：

		Fair value measurement using significant observable inputs (Level 2) 使用重大可觀察輸入數據的 公平值計量(第二級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial guarantee contracts	財務擔保合約	2	2,216
Total	總計	2	2,216

##### 按公平值披露的資產：

		Fair value measurement using significant observable inputs (Level 2) 使用重大可觀察輸入數據的 公平值計量(第二級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Long term receivables	長期應收款項	798	2,000

##### 按公平值披露的負債：

		Fair value measurement using significant observable inputs (Level 2) 使用重大可觀察輸入數據的 公平值計量(第二級)	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借款	2,126,142	1,686,126

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### 36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### FAIR VALUE HIERARCHY (Continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023 and 2022:

	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
	估值方法	重大不可觀察輸入數據	幅度	公平值對輸入數據的敏感度
Short-term investment deposits	Future cash flow method	Expected yield	1.6% to 3.22% (2022: 2.85% to 3.17%)	10% (2022: 10%) increase (decrease) in expected yield would result in increase (decrease) in fair value by RMB153,000 (2022: 54,000)
短期投資存款	未來現金流方法	預期收益率	1.6%至3.22% (2022年：2.85%至3.17%)	預期收益率增加(減少)10% (2022年：10%)，將導致公平值增加(減少)人民幣153,000元 (2022年：人民幣54,000元)
Unlisted investment, at fair value through other comprehensive income	Market approach	Discount for lack of marketability ("DLOM")	20% (2022: 30%)	10% increase/decrease in DLOM would result in decrease/increase in fair value by RMB1,600,000 (2022: RMB2,000,000)
非上市投資，按公平值計入其他全面收益	市場法	無銷路折價 (「無銷路折價」)	20% (2022年：30%)	無銷路折價每增加/減少10%將導致公平值減少/增加人民幣1,600,000元(2022年：人民幣2,000,000元)

### 36. 金融工具的公平值及公平值等級(續)

#### 公平值等級(續)

以下為於2023年及2022年12月31日對金融工具估值的重大不可觀察輸入數據概要連同定量敏感度分析：

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, pledged deposits and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade and bills payables, which arise directly from its operations.

It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

#### INTEREST RATE RISK

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The Group's fair value interest rate risk relates primarily to variable-rate bank borrowings. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The Group's interest rate profile is set out in note 25.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax through the impact on floating-rate borrowings and the Group's equity.

### 37. 財務風險管理目標及 政策

本集團主要金融工具包括計息銀行借款、質押存款及現金及銀行結餘。該等金融工具主要用於為本集團的營運籌集資金。本集團有多種其他金融資產及負債，如貿易應收款項以及貿易應付款項及應付票據(由其營運直接產生)。

本集團一貫之政策，並於整個回顧年度內，並無進行金融工具買賣。

本集團金融工具產生的主要風險有利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及同意管理各該等風險的政策，該等風險概要如下：

#### 利率風險

本集團面對的市場利率變動風險主要與本集團按浮動利率計息的長期債務責任有關。

本集團的公平值利率風險主要與浮息銀行借款有關。目前，本集團並無利率對沖政策。然而，管理層會監察利率風險並在需要時考慮對沖重大利率風險。本集團利率概要載於附註25。

下表顯示在所有其他變量保持不變時，本集團的除稅前溢利透過浮息借款的影響及本集團權益對利率合理可能變動的敏感度。

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### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### 37. 財務風險管理目標及政策(續)

		Increase/ (decrease) in basis points 基點的上浮 /(下降)	(Decrease)/ increase in profit before tax 除稅前溢利的 (下降)/增長 RMB'000 人民幣千元	(Decrease)/ increase in equity* 權益的 (下降)/增長* RMB'000 人民幣千元
<b>2023</b>	<b>2023年</b>			
<b>RMB</b>	<b>人民幣</b>	<b>50</b>	<b>(13,469)</b>	<b>(13,469)</b>
<b>RMB</b>	<b>人民幣</b>	<b>(50)</b>	<b>13,469</b>	<b>13,469</b>
2022	2022年			
RMB	人民幣	50	(14,143)	(14,143)
RMB	人民幣	(50)	14,143	14,143

\* Excluding retained profits

\* 不包括保留盈利

#### FOREIGN CURRENCY RISK

The Group's businesses are principally located in Chinese Mainland and substantially all transactions are conducted in RMB, except for the purchases of imported machinery and equipment. During the year, substantially all of the Group's assets and liabilities were denominated in RMB except that as at 31 December 2023, cash and bank balances of approximately RMB158,000 (2022: RMB154,000), RMB1,983,000 (2022: RMB3,282,000) and RMB143,000 (2022: RMB3,282,000) were denominated in Euro ("EUR"), United States dollars ("USD") and Hong Kong dollars ("HKD"). The fluctuations of the exchange rates of RMB against foreign currencies could slightly affect the Group's results of operations.

The following table demonstrates the sensitivity to a reasonably possible change in the USD exchange rate (2022: EUR exchange rate) with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities):

#### 外幣風險

本集團的業務主要位於中國內地，且絕大部分交易以人民幣進行，惟購買進口機器及設備除外。於年內，本集團的絕大部分資產及負債以人民幣計值，惟於2023年12月31日約人民幣158,000元(2022年：人民幣154,000元)、人民幣1,983,000元(2022年：人民幣3,282,000元)及人民幣143,000元(2022年：人民幣3,282,000元)的現金及銀行結餘以歐元(「歐元」)、美元(「美元」)及港元(「港元」)計值。人民幣對外幣的匯率波動可能略微影響本集團的經營業績。

下表顯示在所有其他變量保持不變時，本集團的除稅前溢利對美元匯率(2022年：歐元匯率)合理可能變動的敏感度(由於貨幣資產及負債的公平值變動)：



### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### FOREIGN CURRENCY RISK *(Continued)*

### 37. 財務風險管理目標及 政策 *(續)*

#### 外幣風險 *(續)*

		Increase/ (decrease) in rate 匯率的增長 ／(下降) %	Increase/ (decrease) in profit before tax 除稅前溢利的 增長／(下降) RMB'000 人民幣千元
2023	2023年	5 (5)	1,045 (1,045)
2022	2022年	5 (5)	4,723 (4,723)

#### CREDIT RISK

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

#### MAXIMUM EXPOSURE AND YEAR-END STAGING

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. For listed debt investments, the Group also monitors them by using external credit ratings. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

#### 信貸風險

本集團僅與獲認同及信譽良好的第三方進行交易。根據本集團的政策，凡有意以信貸形式交易的客戶，均須通過信貸審查。此外，本集團會持續監察應收款項結餘，且本集團所面對的壞賬風險並不重大。

#### 最大風險及年末階段

下表載列基於本集團信貸政策列示的信貸質量及最大信貸風險，其乃主要基於12月31日的逾期資料(除非存在無須付出不必要成本或努力即可獲得的其他資料)及年末階段分類。就上市債務投資而言，本集團亦使用外部信貸評級對其進行監督。所呈列金額為金融資產賬面總值及財務擔保合約的信貸風險。

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### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### MAXIMUM EXPOSURE AND YEAR-END STAGING (Continued)

As at 31 December 2023  
於2023年12月31日

		12-month ECLs 十二個月 預期信貸虧損		Lifetime ECLs 整個期間 預期信貸虧損	Total 總計	
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	—	—	—	310,656	310,656
Long term receivables**	長期應收款項**					
– Normal**	– 正常**	829	—	—	—	829
Financial assets included in prepayments, other receivables and other assets*	計入預付款項、其他應收款項及其他資產的金融資產*					
– Normal*	– 正常*	—	—	—	34,072	34,072
Restricted bank deposits	受限制銀行存款					
– Not yet past due	– 尚未逾期	148,783	—	—	—	148,783
Cash and bank balances	現金及銀行結餘					
– Not yet past due	– 尚未逾期	1,077,886	—	—	—	1,077,886
Guarantees given to banks in connection with facilities granted to associates	為聯營公司獲授信額度而向銀行提供的擔保					
– Not yet past due	– 尚未逾期	68,963	—	—	—	68,963
<b>Total</b>	<b>總計</b>	<b>1,296,461</b>	<b>—</b>	<b>—</b>	<b>344,728</b>	<b>1,641,189</b>

### 37. 財務風險管理目標及政策(續)

#### 最大風險及年末階段(續)

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### MAXIMUM EXPOSURE AND YEAR-END STAGING (Continued)

As at 31 December 2022 於2022年12月31日		12-month ECLs 十二個月 預期信貸虧損		Lifetime ECLs 整個期間 預期信貸虧損		Total 總計
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	—	—	—	284,183	284,183
Long term receivables**	長期應收款項**					
– Normal**	– 正常**	2,036	—	—	—	2,036
Financial assets included in prepayments, other receivables and other assets*	計入預付款項、其他應收 款項及其他資產的 金融資產*					
– Normal*	– 正常*	—	—	—	49,189	49,189
Restricted bank deposits	受限制銀行存款					
– Not yet past due	– 尚未逾期	199,867	—	—	—	199,867
Cash and bank balances	現金及銀行結餘					
– Not yet past due	– 尚未逾期	949,177	—	—	—	949,177
Guarantees given to banks in connection with facilities granted to associates	為聯營公司獲授信額度而 向銀行提供的擔保					
– Not yet past due	– 尚未逾期	142,863	—	—	—	142,863
<b>Total</b>	<b>總計</b>	<b>1,293,943</b>	<b>—</b>	<b>—</b>	<b>333,372</b>	<b>1,627,315</b>

\* For trade receivables, prepayments, deposits and other receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 19 and 20 to the financial statements, respectively.

\*\* The credit quality of long term receivables and the financial assets included in prepayments, other receivables and other assets are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

\* 就本集團應用簡化方法減值的貿易應收款項、預付款項、按金及其他應收款項而言，基於撥備矩陣的資料乃分別於財務報表附註19及20披露。

\*\* 倘長期應收款項及計入預付款項、其他應收款項及其他資產的金融資產並未逾期，且並無資料顯示金融資產信貸風險自初始確認以來顯著增加，則彼等的信貸質素可視作「正常」。否則金融資產的信貸質素被視作「可疑」。

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### MAXIMUM EXPOSURE AND YEAR-END STAGING *(Continued)*

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 19 to the financial statements.

#### LIQUIDITY RISK

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings and projected cash flows from operations.

### 37. 財務風險管理目標及 政策 *(續)*

#### 最大風險及年末階段 *(續)*

由於本集團僅與獲認同及信譽良好的第三方進行交易，故毋須第三方提供任何抵押物。信貸集中風險由客戶／對手方按市場地區及行業類別進行管理。本集團並無任何重大信貸集中風險，乃由於本集團貿易應收款項的客戶基礎廣泛分佈於多個部門及行業。

有關本集團面對的由貿易應收款項產生的信貸風險定量數據的進一步資料披露於財務報表附註19。

#### 流動性風險

本集團旨在透過運用銀行借款以及預計經營所得現金流量在資金的持續性與靈活性之間維持平衡。

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### LIQUIDITY RISK (Continued)

The table below summarises the maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments.

		On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
		按要求	少於1年	1至5年	超過5年	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2023	2023年					
Financial liabilities included in other payables and accruals	計入其他應付款項及預提費用的金融負債	390,779	—	—	—	390,779
Trade and bills payables	貿易應付款項及應付票據	1,706,705	—	—	—	1,706,705
Lease liabilities	租賃負債	—	13,380	38,553	—	51,933
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借款(不包括租賃負債)	—	911,383	1,088,610	131,246	2,131,239
Guarantees given to banks in connection with facilities granted to associates	為聯營公司獲授信額度而向銀行提供的擔保	68,963	—	—	—	68,963
<b>Total</b>	<b>總計</b>	<b>2,166,447</b>	<b>924,763</b>	<b>1,127,163</b>	<b>131,246</b>	<b>4,349,619</b>
2022	2022年					
Financial liabilities included in other payables and accruals	計入其他應付款項及預提費用的金融負債	293,963	—	—	—	293,963
Trade and bills payables	貿易應付款項及應付票據	1,476,138	—	—	—	1,476,138
Lease liabilities	租賃負債	—	2,586	10,797	—	13,383
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借款(不包括租賃負債)	—	895,610	944,640	—	1,840,250
Guarantees given to banks in connection with facilities granted to associates	為聯營公司獲授信額度而向銀行提供的擔保	142,863	—	—	—	142,863
<b>Total</b>	<b>總計</b>	<b>1,912,964</b>	<b>898,196</b>	<b>955,437</b>	<b>—</b>	<b>3,766,597</b>

### 37. 財務風險管理目標及政策(續)

#### 流動性風險(續)

下表概述基於已訂約而未貼現付款，本集團於報告期末的到期金融負債。

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using a gearing ratio, which is total debt divided by the total capital. Total debt includes interest-bearing bank and other borrowings and lease liabilities. Total capital is the equity as shown in the consolidated statement of financial position. The Group's policy is to maintain a healthy gearing ratio. The gearing ratios at the end of the reporting periods were as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (note 25)	計息銀行及其他借款(附註25)	2,131,239	1,840,250
Lease liabilities	租賃負債	51,933	13,383
Total equity	權益總額	4,236,255	4,261,682
Gearing ratio	槓桿比率	51.5%	43.5%

### 37. 財務風險管理目標及政策(續)

#### 資本管理

本集團資本管理的主要目標是保障本集團持續經營及維持穩健資本比率的能力，以支持其業務及為股東創造最大價值。

本集團會根據經濟狀況變化及相關資產的風險特徵管理及調整本集團的資本架構。為維持或調整資本架構，本集團或會調整派付予股東的股息、向股東退還股本或發行新股。本集團並無任何外部資本需求。截至2023年12月31日及2022年12月31日止年度，資本管理的目標、政策或流程並無變化。

本集團使用槓桿比率監察資本，該比率按債務總額除以總資本計算。債務總額包括計息銀行及其他借款和租賃負債。總資本為綜合財務狀況表所示權益。本集團的政策是保持穩健的槓桿比率。報告期末的槓桿比率如下：

### 38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

### 38. 本公司財務狀況表

於報告期末，有關本公司財務狀況表的資料如下：

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司的投資	543,599	491,437
Due from subsidiaries	應收附屬公司款項	2,852,549	2,852,508
Total non-current assets	非流動資產總額	3,396,148	3,343,945
CURRENT ASSETS	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	600	12,469
Cash and bank balance	現金及銀行結餘	32,693	74,021
Due from subsidiaries	應收附屬公司款項	259,082	397,544
Total current assets	流動資產總額	292,375	484,034
CURRENT LIABILITIES	流動負債		
Super short-term notes	超短期票據	—	100,000
Other payables and accruals	其他應付款項及預提費用	20	563
Total current liabilities	流動負債總額	20	100,563
NET CURRENT ASSETS	淨流動資產	292,355	383,471
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	3,688,503	3,727,416
NON-CURRENT LIABILITIES	非流動負債		
Loans from subsidiaries	附屬公司貸款	70,000	—
Total non-current liabilities	非流動負債總額	70,000	—
Net assets	淨資產	3,618,503	3,727,416
EQUITY	權益		
Share capital	股本	69	69
Reserves (note)	儲備(附註)	3,618,434	3,727,347
Total equity	權益總額	3,618,503	3,727,416

# Notes to Financial Statements

## 財務報表附註

31 December 2023 2023年12月31日

### 38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

### 38. 本公司財務狀況表(續)

附註：

本公司的儲備概述如下：

		Share premium account	Share option reserve	Other reserves	Treasury shares held under share award scheme	Accumulated losses	Exchange fluctuation reserve	Total
		股份溢價	購股權儲備	其他儲備	持有的庫存股	累計虧損	匯兌波動儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於2023年1月1日	3,702,140	57,265	131	(26,188)	(132,998)	126,997	3,727,347
Loss for the year and total comprehensive income	年內虧損及全面收益總額	—	—	—	—	(8,242)	—	(8,242)
Shares purchases for share award scheme	股份獎勵計劃的股份購買	—	—	—	(66,657)	—	—	(66,657)
Share Award Scheme	股份獎勵計劃	—	52,161	—	—	—	—	52,161
Dividends distribution	股息分派	(87,184)	—	—	—	—	—	(87,184)
Shares vested under Share Award Scheme	根據股份獎勵計劃歸屬的股份	524	(15,473)	—	15,958	—	—	1,009
At 31 December 2023	於2023年12月31日	3,615,480	93,953	131	(76,887)	(141,240)	126,997	3,618,434

		Share premium account	Share option reserve	Other reserves	Treasury shares held under share award scheme	Accumulated losses	Exchange fluctuation reserve	Total
		股份溢價	購股權儲備	其他儲備	持有的庫存股	累計虧損	匯兌波動儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於2022年1月1日	3,702,140	57,265	131	—	(127,523)	126,997	3,759,010
Loss for the year and total comprehensive income	年內虧損及全面收益總額	—	—	—	—	(5,475)	—	(5,475)
Shares purchased for share award scheme	股份獎勵計劃的股份購買	—	—	—	(26,188)	—	—	(26,188)
At 31 December 2022	於2022年12月31日	3,702,140	57,265	131	(26,188)	(132,998)	126,997	3,727,347



### 38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

The share option reserve comprises the fair value of share options granted which are yet to be exercised. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.

### 39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2024.

### 38. 本公司財務狀況表 *(續)*

購股權儲備包括已授出但尚未行使的購股權的公平值。該金額將於有關購股權獲行使時轉撥至股份溢價內，或倘有關購股權屆滿或被沒收，則將轉撥至累計虧損內。

### 39. 批准財務報表

財務報表於2024年3月26日經董事會批准及授權刊發。

# Financial Summary

## 財務概要

Unit: RMB'000

單位：人民幣千元

For the year ended 31 December  
截至十二月三十一日止年度

		2023 2023年	2022 2022年	2021 2021年	2020 2020年	2019 2019年
Revenue	銷售收入	<b>3,383,629</b>	3,176,253	2,984,616	2,660,823	2,759,369
Profit for the year	年內溢利	<b>94,612</b>	450,073	509,571	460,969	135,696
Of which: Profit attributable to owners of the parent	其中：母公司擁有人應佔溢利	<b>86,076</b>	416,460	471,713	406,680	27,742
Earnings per share attributable to ordinary equity holders of the parent:	母公司普通股權益持有人應佔每股盈利：					
Basic	基本	<b>RMB 人民幣 0.0104元</b>	RMB 人民幣 0.0499元	RMB 人民幣 0.0563元	RMB 人民幣 0.0535元	RMB 人民幣 0.0044元
Diluted	攤薄	<b>RMB 人民幣 0.0103元</b>	RMB 人民幣 0.0496元	RMB 人民幣 0.0563元	RMB 人民幣 0.0535元	RMB 人民幣 0.0044元

At at 31 December  
於十二月三十一日

		2023 2023年	2022 2022年	2021 2021年	2020 2020年	2019 2019年
Total assets	總資產	<b>8,516,911</b>	7,887,632	7,131,585	6,725,226	6,600,253
Total liabilities	總負債	<b>4,280,656</b>	3,625,950	3,242,400	3,305,700	4,189,425
Net assets	淨資產	<b>4,236,255</b>	4,261,682	3,889,185	3,419,526	2,410,828
Of which: equity attributable to owners of the parent:	其中：母公司擁有人應佔權益：	<b>4,023,068</b>	4,055,187	3,679,833	3,196,732	2,186,421



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