



China Modern Dairy Holdings Ltd.

中國現代牧業控股有限公司

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

Stock Code 股份代號：1117



连续10年荣获世界食品品质评鉴大会金奖

2023

ANNUAL REPORT 年報



突破無止境， 創新贏未來。

Breakthroughs beyond limits, innovation embraces victories

CORPORATE PROFILE

公司簡介

China Modern Dairy Holdings Limited (the “**Company**” or “**Modern Dairy**” together with its subsidiaries, the “**Group**”) is the leading dairy farming operator and raw milk producer in the People’s Republic of China (the “**PRC**”). Modern Dairy operates 42 dairy farming companies in the PRC with dairy cows over 450,000 heads and annualized milk yield of over 2.59 million tons. The Group is a leading dairy farming operator and raw milk producer in terms of herd size in the PRC. The Company initiated the production model of “Zero-distance Integration of Forage Grass Planting, Cows Breeding and Milk Processing within Two Hours”, which is the first in the PRC that applies integrated production model with SGS certification. Modern Dairy’s products have been awarded the Gold Prize of Monde Selection which is generally regarded as the “Nobel Prize” in the food industry, for the past ten consecutive years. In recent years, our business segment has expanded to feed and forage, intelligent e-commerce platform and dairy cows breeding.

中國現代牧業控股有限公司（「**本公司**」或「**現代牧業**」，連同其附屬公司「**本集團**」），為中華人民共和國（「**中國**」）乳牛畜牧營運商及原料奶生產商的翹楚。現代牧業於中國經營42家乳牛牧場公司，擁有逾45萬頭乳牛，年化產奶量達259萬噸以上。按畜群大小計算，本集團是中國乳牛畜牧營運商及原料奶生產商的行業翹楚。本公司首創「種養加一體化、零距離2小時」的生產模式，是中國首家一體化生產模式並通過SGS認證的企業。現代牧業的產品於過去十年連續在素有食品業「諾貝爾獎」之稱的世界食品品質評鑒大會中獲得金獎。近年，我們的業務板塊已擴展至飼草料、數智平台及乳牛種業。



“Raise healthy cows, safeguard each and every drop of milk”

「牧育健康牛，守護每一滴好牛奶」

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摘要

YEAR ENDED 31 DECEMBER

截至12月31日止年度

		2023 2023年	2022 2022年	Change 變動
(All amounts in Renminbi ("RMB") millions unless otherwise stated)				
(除特別列明外，所有金額以人民幣「人民幣」百萬元列示)				
FINANCIAL DATA		財務數據		
Revenue	收入	13,458	12,295	+9.5%
Cash EBITDA ^(Note 1)	現金EBITDA ^(附註1)	2,496	2,740	-8.9%
Profit for the Year	年內溢利	185	580	-68.1%
Net Cash from Operating Activities	經營活動所得現金淨額	5,449	1,577	+245.5%
Net Free Cash Inflow (Outflow) ^(Note 2)	自由現金流入(流出)淨額 ^(附註2)	1,568	(2,414)	N/A 不適用
Net Asset Value per Share (RMB) ^(Note 3)	每股資產淨值(人民幣元) ^(附註3)	1.42	1.42	-
Earning per Share (Basic) (RMB cents)	每股盈利(基本)(人民幣分)	2.23	7.16	-68.9%
KEY OPERATING DATA		主要經營數據		
Total Raw Milk Sold (ten thousand tons)	生鮮奶總銷量(萬噸)	255	233	+9.4%
Herd Size (heads)	畜群規模(頭)	450,562	405,358	+11.2%
Average Milk Yield (tonnes/head • year)	平均成乳牛單產(噸/頭•年)	12.6	12.2	+3.3%

Notes:

- Cash EBITDA is defined as earnings before finance costs and tax having added back: i) depreciation and amortisation charged to profit and loss; ii) other gains and losses, net; iii) impairment losses under expected credit loss model, net of reversal; and iv) loss arising from changes in fair value less costs to sell of dairy cows.
- Free cash flow is defined as the net cash generated from operating activities less the net cash outflow from investing activities.
- Equity attributable to owners of the Company at the year end divided by the number of ordinary shares in issue as at 31 December 2023 and 31 December 2022, respectively.

附註：

- 現金EBITDA定義為在加回以下項目後的除融資成本及稅項前盈利：i)計入損益的折舊與攤銷；ii)其他收益及虧損淨額；iii)預期信貸虧損模型下減值虧損，扣除撥回；及iv)乳牛公平值變動減乳牛銷售成本產生的虧損。
- 自由現金流定義為經營活動所得現金淨額減投資活動現金淨流出。
- 本公司擁有人應佔權益除以年末(定義為截至2023年12月31日及截至2022年12月31日)已發行普通股股數。

DIVIDEND

The Board recommended the payment of a final dividend of RMB0.0045 per ordinary share (2022: RMB0.0142).

股息

董事會建議派發期末股息每股普通股人民幣0.0045元(2022年：人民幣0.0142元)。



HIGHLIGHTS:

With the corporate vision of “establishing a whole dairy value chain, innovating with digital intelligence, and becoming a global dairy farming leader”, while focusing on the core business of raw milk and driven by digitalization and ecological approaches, the Group’s businesses cover the entire dairy value chain of the dairy industry’s upstream sectors, including breeding, forage plantation, feeds, dairy farming and dairy value chain e-commerce platform. With an excellent management team, leading scientific research and innovation, highly digitized intelligent value chain and efficient cost control, Modern Dairy has achieved organic synergy between its core raw milk business and new value chain businesses, which has empowered the overall business of our Group to develop stably and robustly.

- **Strong Growth in Core Business:** Raw milk production, being the core business of the Group, has performed solidly. During the year, both the average annualised milk yield (“AMY”) per milking cow and the total milk yield have reached record highs, and there has also been a significant increase in the herd size and sales revenue from raw milk. As of 31 December 2023, the Group had invested in and operated 42 dairy farming companies in mainland China, and the number of dairy cows reached 450,562 heads, representing a yoy increase of 11.2%. The AMY per milkable dairy cow reached an industry-leading level of 12.6 tons as of 31 December 2023, representing a yoy increase of 3.3%, and is expected to grow continuously. Total raw milk sold reached 2.55 million tons during the year, representing a yoy increase of 9.4%, with sales revenue amounting to RMB10,264 million, representing a yoy increase of 3.2%.

亮點摘要：

本集團以「佈局產業鏈，數智創新，做全球牧業引領者」為企業願景，以原料奶生產為業務核心，以數智化和生態化為引領，業務貫穿乳業全產業鏈條，覆蓋上游的「種業、草業、飼料、奶牛養殖及產業鏈互聯網交易平台」。現代牧業憑藉優秀的管理團隊，領先的科研創新，高度的產業鏈數智化，高效的成本控制，原料奶核心業務與產業鏈新業務形成有機協同，讓本集團整體業務持續穩健發展。

- **核心業務增長強勁：**本集團的核心業務原料奶生產發展穩固。年內，每頭成乳牛平均年化單產及總產奶量雙雙創歷史新高，畜群規模及原料奶銷售收入也錄得明顯增長。截至2023年12月31日，本集團在中國內地投資及營運合共42個牧場公司，飼養共450,562頭乳牛，同比增加11.2%，每頭成乳牛的平均年化產量達12.6噸，同比增長3.3%，處於行業領先水平，預期產量將持續增長；年內生鮮乳總銷量達255萬噸，同比增長9.4%，相應的原料奶銷售收入達人民幣102.64億元，同比增長3.2%。



HIGHLIGHTS

摘要

- **Strong Development of New Business:** Along with last year's successful acquisition of Aiyangniu (an e-commerce platform company) and development of new businesses including Liangyuan Technology, Modern Feed, Modern Grassland and Meng Yuan Genetics etc., the Group's businesses have expanded to the operation of value chain e-commerce platform, forage and feed production and premium cow semen sectors. These new businesses collectively contributed sales revenue of RMB3,195 million for the Group during the year, representing a yoy increase of 35.9%. These new businesses have brought new sources of profit to the Group, and strengthened the vertical layout and security of industry value chains, while synergizing with the core business to build an industry-leading digital intelligence technology economic moat.
- **Initial Results of Fund Controls:** During the year, the Group persistently strengthened its internal cost reduction and efficiency improvement control measures and actively explored external upstream and downstream synergies to cope with the operational pressure from the industry. Moreover, the Group timely adjusted its working capital management strategy by reducing investment expenses, and recorded net free cash inflow of approximately RMB1,568 million (2022: net outflow of approximately RMB2,414 million), representing a yoy turnaround and effectively helping the Group control the scale of interest-bearing borrowings. As of 31 December 2023, the Group's interest-bearing borrowings amounted to RMB11,497 million, a year-on-year decrease of 7.8%.
- **Stable Rating Outlook:** During the year, Modern Dairy was again assigned a "BBB" investment grade credit rating by Standard & Poor's with a stable outlook, making it the first Chinese dairy farming enterprise in the People's Republic of China ("China" or "PRC"), to receive such a rating, which fully demonstrates the capital market's confidence in the Company's performance in terms of sustained growth and financial stability. The credit rating affirms the international credit rating agency's recognition of the Company's and China's large-scale dairy farming model, and also facilitates the Company to secure more competitive financing terms.
- **新業務發展強勁：**本集團去年成功收購數字平台公司愛養牛的同時又發展糧源科技、現代飼料、現代草業及蒙元種業等新業務，目前集團業務已擴展至產業鏈網上交易平台、飼草料、優選牛種種業等新領域。新業務年內為集團貢獻銷售收入達人民幣31.95億元，同比增加35.9%。新業務不但為集團帶來新盈利增長點，更強化了集團產業鏈的縱向佈局及安全性，亦協同核心業務鑄就了行業數智科技的護城河。
- **資金管控成效初顯：**年內，本集團對內持續加強降本增效管控措施，對外積極挖掘上下游協同潛力，以應對行業經營壓力。同時本集團適時調整了營運資金管理策略，減少投資開支，錄得自由現金淨流入約人民幣15.68億元(2022年：淨流出約人民幣24.14億元)，同比轉正，有效助力了本集團管控有息借款規模。截至2023年12月31日，本集團有息借款規模人民幣114.97億元，同比減少了7.8%。
- **評級展望穩定：**年內，現代牧業再獲標準普爾給予「BBB」投資級的信用評級，評級展望為穩定，是國內首家獲得此評級的中華人民共和國(「中國」)奶牛養殖企業，充分說明資本市場對本公司在業績持續增長及穩健財務等多方面表現的信心。該信用評級亦印證了國際信用評級機構對本公司乃至中國規模化養殖模式的肯定，同時亦有助本公司能取得更具競爭力的融資條款。



- Excellent Product Quality:** Modern Dairy abides by the mission of “raising healthy cows, safeguarding every drop of good milk”. From forage grass planting, cows breeding to milk processing, the Group utilises digital intelligence to carry out 24/7 all weather monitoring of each link in the whole dairy value chain to ensure the quality and safety of raw milk. As a result, the Group’s farms were certified as the “High Quality Milk Project”. Our branded pure milk has been awarded the Gold Prize of the Monde Selection for ten consecutive years. In response to customer demands, Modern Dairy launched a speciality milk track and arranged A2 milk exclusive farms to provide more high-quality and safe milk products for consumers.
- 產品質量卓越：**現代牧業一直恪守「牧育健康牛，守護每一滴好奶」的使命，從種植、養殖、加工，乃至利用數智化方法對全產業鏈的各個環節，實施24小時的全天候監測，確保了原奶的品質及安全，為此，本集團旗下牧場獲得「優質乳工程」認證。另外現代牧業品牌純牛奶亦連續十年獲世界食品品質評鑒大會金獎。為回應消費者所需，現代牧業展開特色奶賽道，佈局A2奶專屬牧場，致力為消費者的健康增添更多高品質高安全的奶品。



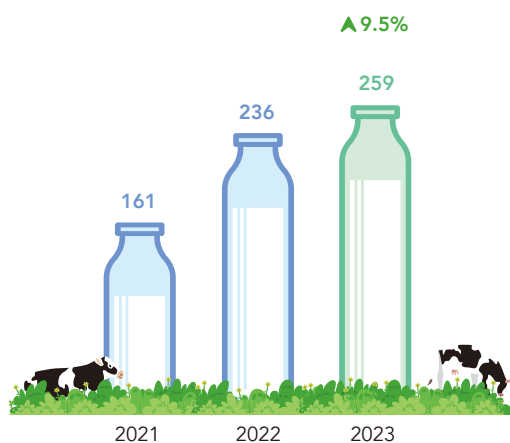
- Excellent ESG Performance:** ESG is an integral part of our core competitiveness. We keep focusing on the dual synergy of “ecological industrialisation • industrial ecologicalisation” development, which integrated economic development and environmental conservation to the Group’s business. During the year, the Group has been awarded the “Green Development Typical Case” by the China Dairy Industry Association. The Group’s domestically pioneered medium-temperature anaerobic fermentation and waste treatment system is an excellent case of low-carbon emission and has been successfully included in the report of the United Nations Global Compact. Our pioneering practice in resource utilisation was also selected for inclusion in the COP28 “2023 Corporate Climate Action Case Studies”.
- ESG表現卓越：**ESG是我們核心競爭力的一部分。我們持續關注「生態產業化•產業生態化」的雙向發展協同效益，將經濟發展和生態環境保護融合於業務中。年內，現代牧業獲得了中國乳製品工業協會頒發的「綠色發展典型案例」獎，是國內首創中溫厭氧發酵糞污處理系統作為低碳減排的優秀案例，該案例亦成功入選聯合國全球契約組織報告，我們的資源化利用先鋒實踐更被選入COP28《2023企業氣候行動案例集》。



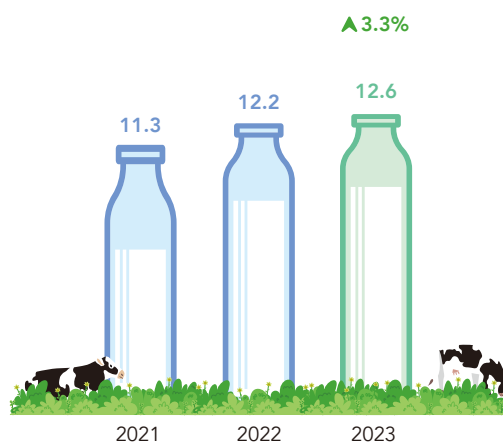
HIGHLIGHTS

摘要

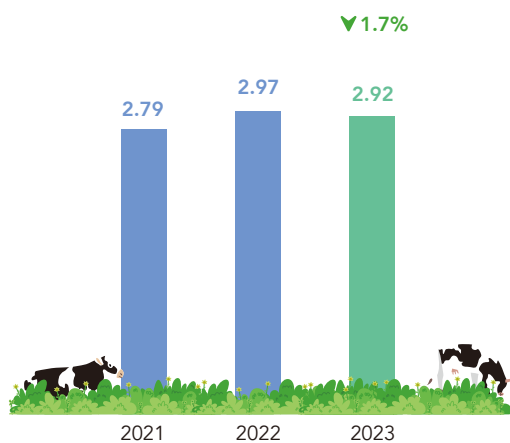
Production of Raw Milk ('0,000 tons)
原奶產量(萬噸)



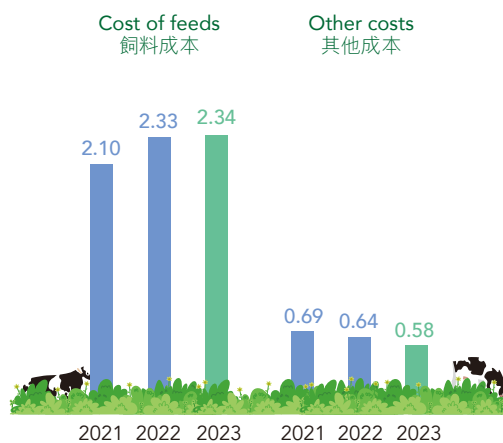
Unit Yield per Milkable Cow (tonnes/head • year)
成乳牛單產(噸/頭•年)



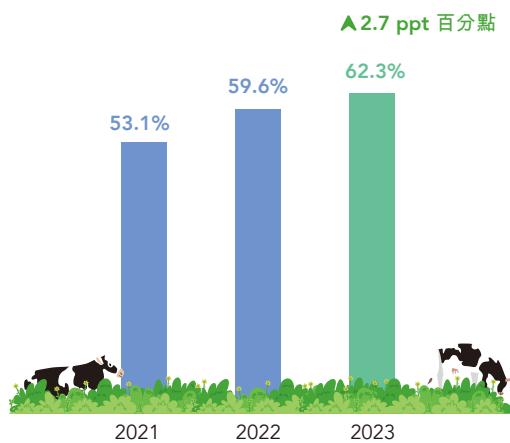
Unit Cost of Sales of Raw Milk (RMB/kg)
公斤奶銷售成本(人民幣/公斤)



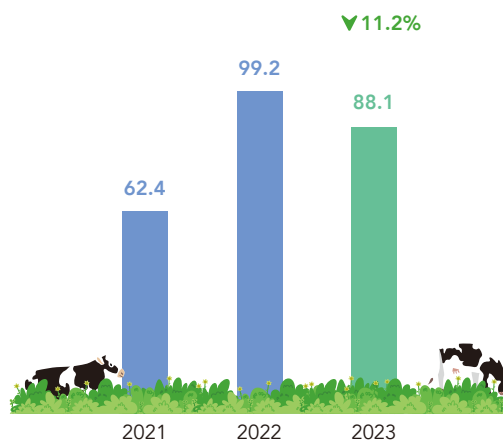
Cost of Sales (RMB/kg)
銷售成本明細(人民幣/公斤)



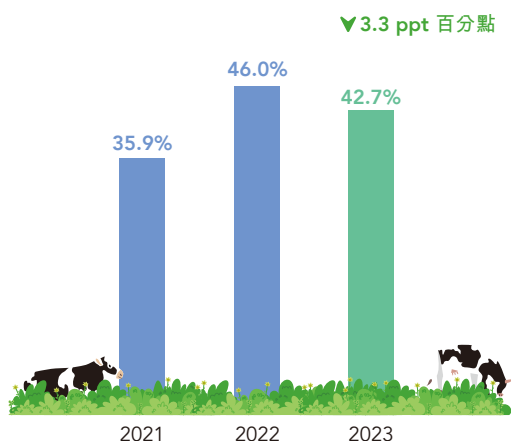
Gearing Ratio (%)
資產負債比率 (%)



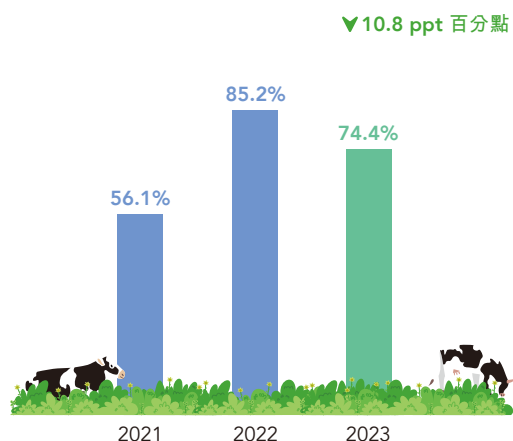
Net Interest-bearing Liabilities (RMB100 million)
淨有息負債規模(億元)



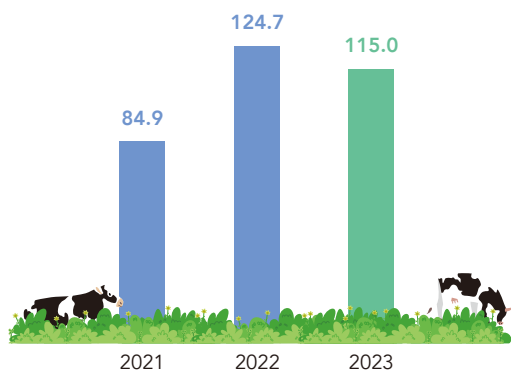
Net Interest-bearing Gearing Ratio (%)
淨有息負債比率 (%)



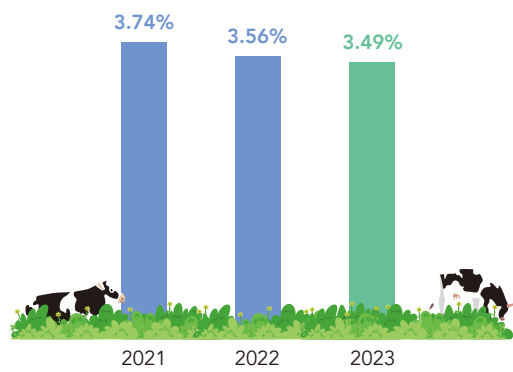
Net Leverage Ratio (%)
淨槓杆比率 (%)



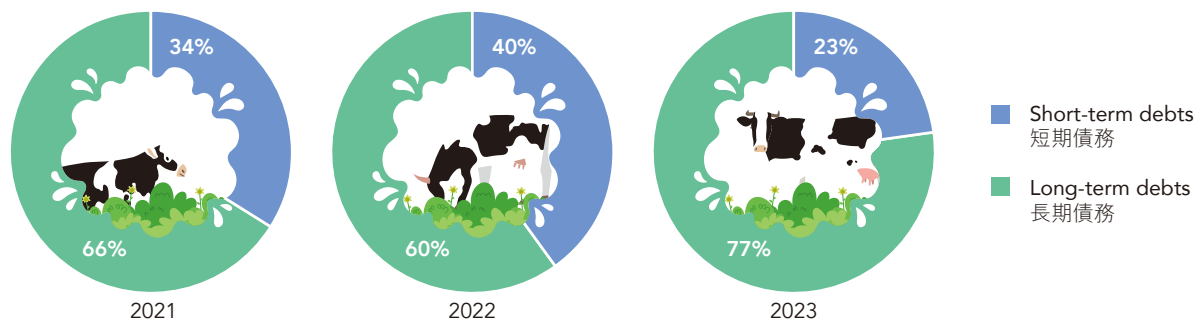
Control the scale of interest-bearing liabilities
(RMB100 million)
控制有息負債規模 (億元)



Steady decline in financing costs (%)
融資成本率穩步下降 (%)



Optimization of interest-bearing debt structure
有息債務結構優化



企業文化全景圖

CORPORATE CULTURE PANORAMA



使命

Mission

牧育健康牛

Raise healthy cows,

守護每一滴好奶

safeguard each and every drop of milk

願景

Vision

佈局產業鏈 數智創新

Deploy the whole industry chain,
innovate with digital intelligence,

做全球牧業引領者

and be a global dairy farming leader

核心價值觀

Core Values

1

安全健康第一
Safety and health come first

敬畏生命 棄漠視風險
健康防疫 棄麻痺大意
質量優先 絕不妥協
節能減碳 棄跑冒滴漏

Respect life and never neglect risks.
Fight the virus, be healthy, be cautious.
Quality comes first, never be compromised.
Save energy, reduce carbon footprint and waste.

2

高效執行
高標準
Execute with high
standards and efficiency

尊重科學 創新領先
主動擔當 說到做到
棄放空炮 等靠要
快速反應 注意細節

Respect science and lead innovation.
Be proactive and responsible,
and be true to our words.
Make concrete steps and be proactive.
Respond quickly and be attentive to details.

3

讓牛人綻放
Unleash our potentials

敢用牛人 不論資排輩
重獎牛人 棄平均主義
善於賦能 彼此成就
棄只挑毛病 相互拆台

Value talents from all walks of life.
Reward talents based on merits.
Good at empowering and be successful together.
Say no to bias and backstabbing.

4

誠信立事
正直立本
Be honest and credible

堅持原則 幹實事
棄逐利盲從 搞投機
公平公正 棄暗箱操作
用事實和資料說話

Uphold principles and be pragmatic.
Stop speculation and opportunism.
Be fair and open.
Speak with truth and substance.



企業精神

Enterprise Spirit

天生要強 與自己較勁
Born to be strong and go beyond ourselves

文化理念

Culture Concept

經營理念

Operational concept

高標高質高效、
共商共贏共建綠色可持續發展的
全產業鏈生態圈。

High standards, high quality and efficiency
Put heads together to achieve win-win results
and build a green and sustainable development
of the whole industry chain ecosystem

管理理念

Management concept

效率第一、成本領先；
群策群力、勇擔當、敢作為；
公平、公正、公開；
賦能團隊、彼此成就。

Efficiency-first and cost-advantages
Teamwork and courage to take responsibility and act
Fairness, justice and openness
Empower the team and achieve mutual success

質安理念

Quality and safety concept

追求卓越品質，
共建友好環境，
堅持生命至上，
恪守廉潔底線。

Excellent quality
Friendly environment
Life supremacy
Bottom lines of incorruptibility

人才理念

Talent concept

樹行業成立最快、
專業最強、價值最優、
最受尊重的牛人；

Committed to cultivating the fastest-growing,
most professional, most valuable and
most respected talents in the industry

創新理念

Innovation concept

創新驅動未來，
以價值為導向，宣導全員參與、
敢為人先的革新將神，
引導行業高品質發展。

Innovation drives the future forward,
and take value growth as the direction,
advocate the innovative spirit of full participation and
daring to be the first so as to lead the high-quality
development of the industry



FARM MAP AND SNAPSHOT OF THE GROUP

集團牧場位置圖及剪影

內蒙大區

Inner Mongolia Region

- 和林牧場
Helin Farm
- 和林一牧
Helin Farm I
- 和林二牧
Helin Farm II
- 託縣牧場
Tuoxian Farm
- 賽罕牧場
Saihan Farm
- 正緣牧場
Zhengyuan Farm
- 正緣四牧
Zhengyuan Farm IV
- 雲南一牧
Yunnan Farm I
- 雲南二牧
Yunnan Farm II
- 洪雅牧場
Hongya Farm

西北大區

Northwest Region

- 寶雞牧場
Baoji Farm
- 吳忠牧場
Wuzhong Farm
- 阜民豐牧場
Fuminfeng Farm
- 昌吉牧場
Changji Farm
- 伊磊牧場
Yilei Farm
- 鑫源牧場
Xinyuan Farm

巴盟大區

Bayan Nur Region

- 磴口牧場
Dengkou Farm
- 朝凱牧場
Zhaokai Farm
- 牧豐牧場
Mufeng Farm
- 沙金牧場
Shajin Farm
- 烏蘭布和三牧
Ulan Buh Farm III

塞北大區

Saibei Region

- 塞北一牧
Saibei Farm I
- 塞北二牧
Saibei Farm II
- 塞北三牧
Saibei Farm III
- 塞北四牧
Saibei Farm IV
- 塞北五牧
Saibei Farm V
- 通遼牧場
Tongliao Farm

東北大區

Northeast Region

- 烏蘭牧場
Wulan Farm
- 雙城牧場
Shuangcheng Farm
- 尚志牧場
Shangzhi Farm
- 大慶一牧
Daqing Farm I
- 大慶二牧
Daqing Farm II
- 葛根塔拉牧場
Gegentala Farm

察北大區

Chabei Region

- 察北一牧
Chabei Farm I
- 察北二牧
Chabei Farm II
- 恆盛牧場
Hengsheng Farm

華北大區

Northern China Region

- 衡水一牧
Hengshui Farm I
- 衡水二牧
Hengshui Farm II
- 新樂牧場
Xinle Farm
- 唐山牧場
Tangshan Farm

華中大區

Central China Region

- 商河牧場
Shanghe Farm
- 臨沂牧場
Linyi Farm
- 汶上牧場
Wenshang Farm
- 蘭考一牧
Lankao Farm I
- 蘭考二牧
Lankao Farm II
- 宿遷牧場
Suqian Farm

華東大區

Eastern China Region

- 蚌埠牧場
Bengbu Farm
- 馬鞍山牧場
Maanshan Farm
- 合肥牧場
Hefei Farm

南海諸島
South China
Sea Islands



Snapshot of farm 牧場剪影



Annual harvest of silage 年度收割青貯



Holstein cows 荷斯坦奶牛



Snapshot of farm

牧場剪影



Snapshot of farm
牧場剪影

Saibei Farm 塞北牧場



PRODUCTS OF THE GROUP AND ASSOCIATES

集團及聯營公司產品

A2 SERIES

A2系列

DNA MILK

DNA牛奶

A2 genotype dairy cows, screened by DNA detection, contains rare A2 β casein which is naturally compatible with the human body and facilitates nutrient absorption. The supply is limited due to its scarcity. DNA檢測層層篩選A2基因型奶牛，含有珍稀A2 β 酪蛋白，自然親和人體，有助於營養吸收，數量稀少，限量供應。



30-MINUTE-BEFORE-SLEEP MILK

睡前30分牛奶

To have a glass of milk before going to bed and to fall asleep easily. Helpful to calm down, relieve stress and improve sleep quality by adding GABA nutrition which is needed by human body.

睡前一杯奶，輕鬆說晚安。補充人體所需GABA，晚上喝有助於平復情緒，緩解壓力，提升睡眠質量。

LACTOSE MILK SERIES

軟牛奶系列

DREAMCAP 200% HIGH CALCIUM LACTOSE MILK

夢幻鈣200%高鈣軟牛奶

Lactose-free, gentle on the stomach. Each box is rich in 500mg of high calcium, which helps to strengthen bones and teeth. With added vitamin D, it enhances calcium absorption.

無乳糖，呵護腸胃。每盒富含500mg高鈣，助力骨骼和牙齒健康。添加維生素D，增強鈣的吸收效果。



HOLSTEIN SERIES

荷斯坦系列

HOLSTEIN PURE MILK

荷斯坦純牛奶

Holstein pure milk, from a good selection of Holstein cows, contains 3.2g of high-quality milk protein per 100ml for everyday nutrition with a rich and favourable taste.

甄選優質荷斯坦奶源，每100毫升含3.2克優質乳蛋白，補充營養每一天，味道香醇，口感濃厚。





GOLD-AWARD SERIES 金獎系列

PREMIUM-PACKAGED PURE MILK

尊貴裝純牛奶

China Aerospace Special Edition, witnessing the historical moment of China's aerospace. Made from 100% fresh milk, retaining the natural taste of milk. Each 100ml contains 3.2g of high-quality milk protein, every drop is rich in original nutrition.

中國航天特別版產品，見證著中國航天的歷史時刻。選用100%生牛乳奶源，保留牛奶自然本味。每100毫升含3.2g優質乳蛋白，每一滴都是優質原生營養。

GOLD AWARD HIGH CALCIUM MILK

金獎高鈣牛奶

High in calcium from good dairy farms. Each 100ml contains 3.2g of high-quality milk protein. Vitamin D is added to facilitate calcium absorption. It is nutritious, pure and rich in taste. It has won the Gold Award of Monde Selection for four consecutive years.

高鈣源自好牧場，每100毫升含鈣125毫克，特別加入維生素D，促進鈣的吸收，營養豐富，純正香濃。連續四年榮獲世界食品品質評鑒大會金獎。



GOLD AWARD PURE MILK

金獎純牛奶

It is produced by self-owned farms with high-quality milk sources. It has won the Gold Award of Monde Selection for four consecutive years.

自家牧場，優質奶源，連續四年榮獲世界食品品質評鑒大會金獎。

GOLD AWARD 2-HOUR PURE MILK

金獎2小時純牛奶

SGS-certified fresh milk, collected from pasture and processed within 2 hours. Sourced from Holstein cows. It has won the Gold Award of Monde Selection for ten consecutive years.

由SGS見證，從牧場完成生牛乳的採集到開始加工控制在2小時以內。選自荷斯坦奶牛品種，連續十年榮獲世界食品品質評鑒大會金獎。



MAJOR AWARDS AND ACHIEVEMENTS

主要獎項及殊榮

01

Gold Prize of Monde Selection 世界食品品質評鑒大會金獎

Modern Dairy was awarded the Gold Prize of Monde Selection for the tenth consecutive year, symbolizing that our premium quality branded milk was widely recognized by consumers.

現代牧業連續10年榮獲世界食品品質評鑒大會金獎，標誌著我們高質量的品牌奶廣泛獲得消費者的青睞。

02

Top 20 Leading Agricultural Industrialization Enterprises in Anhui Province 《安徽省農業產業化龍頭企業20強》

Modern Dairy was awarded the title of “**Top 20 Leading Agricultural Industrialization Enterprises in Anhui Province**”, which signified recognition and acknowledgment of the Company’s achievements and contributions in the field of agricultural industrialization in Anhui Province, and highlighted the Company’s position as one of the leading operators in promoting and advancing agricultural practices and technologies in Anhui Province.

現代牧業獲得《安徽省農業產業化龍頭企業20強》的稱號，意味著現代牧業在安徽省農業產業化領域的成就和貢獻得到了認可和肯定，亦突出了本公司在推動和推進安徽省農業實踐和技術方面的領先地位。

03

BBB Investment Grade Rating Assigned by Standard & Poor’s 標普授予投資級BBB評級

Modern Dairy was again assigned a “**BBB**” investment grade rating by Standard & Poor’s, with a stable outlook. Modern Dairy became the first dairy farming company in the world having been assigned an international credit rating of investment grade. This fully affirms the recognition received by the Company for China’s large-scale farming model from international credit rating agencies. Such grading established a positive image for the industry in the international capital market.

現代牧業再次獲得標普授予投資級BBB評級，評級展望為穩定。現代牧業作為全球首家獲得國際信用評級為投資級的奶牛養殖企業。這充分印證了國際信用評級機構對本公司乃至中國規模化養殖模式的肯定，為業界在國際資本市場中樹立了良好形象。

04

Green Development Typical Case 綠色發展典型案例

Modern Dairy was awarded the “**Green Development Typical Case**” from the China Dairy Industry Association which recognised outstanding contributions in the field of green development in China.

現代牧業獲得中國乳製品工業協會「綠色發展典型案例」獎，意味著在我國的綠色發展領域做出了突出貢獻。



05

National Core Breeding Farm For Dairy Cows 「國家奶牛核心育種場」授牌

Tongliao farm, one of our dairy farms was awarded the title of “National Core Breeding Farm for Dairy Cattle”, which affirms the development direction and achievements of the Group in the breeding industry.

集團旗下通遼牧場獲「國家奶牛核心育種場」授牌，肯定了本集團在種業方面的正確發展方向及所取得的成果。

06

Transformation from Digitalization 數字化轉型

Modern Dairy was honored with the “2023 CDI China Digital Enterprise TOP20” award and “2023 Dingge Award for Digital Transformation Pioneer List” by the Annual Jury Committee, symbolizing our success in digitalization transformation.

現代牧業榮獲「2023CDI中國數字化企業TOP20」及「2023•鼎革獎數字化轉型先鋒榜」年度評委會大獎，標誌着我們在數字化轉型的成功。

07

ESG Achievement ESG獎項

Modern Dairy was honored with the “2023 Netease New Energy Annual ESG Pioneer Enterprise Award”, and was listed on the “2023 Bloomberg Green Finance ESG50 Annual Environmental Rankings”. Our pioneering practice in resources utilization was selected for inclusion in the COP28 “2023 Corporate Climate Action Case Studies”.

現代牧業榮獲2023年網易新能量「年度ESG先鋒企業獎」大獎及榮登「2023彭博綠金ESG50評選年度環境榜單」。我們的資源化利用先鋒實踐入選COP28《2023企業氣候行動案例集》。

08

“Modern No. 1” Genomic Liquid Phase “Chip” 自主研發「現代1號」基因組液相「芯片」

Meng Yuan Genetics independently developed “Modern No. 1” Genomic Liquid Phase “Chip”, filling in the domestic commercial dairy cows genomic “chip” market. We have completed the preliminary construction of the milk production trait prediction model, which is the first genomic reference population model in China that can be used for predicting dairy cow-related traits.

蒙元種業自主研發「現代1號」基因組液相「芯片」填補國內商業化奶牛基因組「芯片」的空白。我們完成了產奶性狀預測模型的初步構建，該預測模型為國內首個可用於奶牛產奶相關性狀預測的基因組參考群模型。



MAJOR AWARDS AND ACHIEVEMENTS 主要獎項及殊榮

09

Employer Branding Award for DEI DEI僱主品牌大獎

In December 2023, Modern Dairy was honored with the “2023 Employer Branding Award for DEI (Diversity, Equity, and Inclusion)”. We place great importance on the management philosophy of corporate diversity, equity, and inclusion (DEI). Building a DEI culture within the Group helps enhance personnel management capabilities and strengthens the Company’s brand development.

2023年12月，現代牧業榮膺「2023年度DEI僱主品牌大獎」，我們非常重視企業多元(Diversity)、公平(Equity)及包容(Inclusion)文化的管理理念。企業DEI建設有助企提升人員管理水平與能力，強化公司的品牌建設。

10

Team Building with the Spirit of the Gobi 築夢戈壁魂 • 聚力贏未來

In October 2023, more than 200 core members of our Group, along with the talents of the Mengniu milk source division, gathered in Dunhuang with the belief of “Born to be Strong”. We embarked on the challenging journey of the Xuanzang’s Road – Gobi Challenge. The race lasted for 3 days and 2 nights, covering a total distance of 88 km. It was not only an extreme challenge but also a remarkable feat. Facing the interwoven sand dunes, relentless winds and sands, and the boundless expanse of the desert, we overcame each obstacle one by one. The Gobi Challenge not only allowed us to embody the culture of resilience, but also strengthened our unity, power and resilience.

2023年10月，本集團二百多名中堅連同蒙牛奶源事業部骨幹齊聚敦煌，大家懷著「天生要強」的信念，深入戈壁，成功完成玄奘之路 - 戈壁挑戰賽。賽程三日兩夜，全程88公里，這是一場極限挑戰也是個壯舉。面對著縱橫交錯的沙丘，無情的風沙，浩瀚無涯的大漠，我們也一一克服了。戈壁挑戰賽不僅讓我們踐行了要強的文化，更讓我們更團結，更有力量，更加強大。



CHAIRMAN'S STATEMENT 主席致辭



Mr. ZHAO Jiejun

趙傑軍先生

Chairman of the Board

董事會主席

Dear Shareholders,

2023 is a year full of challenges. The macro economy was complex and volatile, but there were also rare opportunities.

During the year, as Modern Dairy enhanced our core competitiveness and continued to work hard and diligently in the raw milk business in pursuit of perfection, we managed to maintain our leading advantages in terms of industrial costs and scale. In terms of our new business, we sought to expand and further improve the layout of the value chain, maximizing synergy and profits on the basis of improving the security of the Group's supply chain.

各位股東：

2023年，是充滿挑戰的一年。宏觀經濟複雜多變，同時亦存在著難得機遇。

年內，現代牧業勤練「內功」，在原料奶業務上我們持續勤奮深耕，力臻完美，繼續保持行業成本領先和規模化的優勢。在新業務上謀求拓展，我們進一步完善產業鏈佈局，在提升集團供應鏈安全的基礎上，我們將協同效益最大化，盈利最大化。

CHAIRMAN'S STATEMENT

主席致辭

With an excellent management team, leading scientific research and innovation, a highly digitized intelligent value chain and efficient cost control, Modern Dairy has achieved highly efficient synergy between its core raw milk business and new value chain businesses during the year. Despite the challenging external environment, the Group's overall business recorded robust growth, with revenue increasing by 9.5% yoy to RMB13.4 billion and profits amounting to RMB185 million. We rewarded our shareholders for their support with a dividend payout ratio of approximately 20% for four consecutive years.

In 2023, our raw milk production has demonstrated solid performance, with the herd size reaching more than 450,000 heads and total sales reaching 2.55 million tons, a yoy increase of 9.4%. The average annualised milk yield per milkable dairy cow reached an industry-leading level of 12.6 tons, representing a yoy increase of 3.3%. We abide by the mission of "raising healthy cows, safeguarding every drop of good milk". Most of our farms were certified as "High Quality Milk Project", and our branded pure milk has been awarded the Gold Prize of the Monde Selection for ten consecutive years. In response to the diverse needs of consumers, Modern Dairy deployed forces on the speciality milk track and set up A2 milk exclusive farms to provide more high-quality and safe milk products for consumers.

The new businesses initiated previously have entered the right track one after another with milestones being achieved one by one, such as Aiyangniu becoming the largest e-commerce platform in the domestic dairy value chain, land resources under the control of Modern Grassland exceeding 1 million acres, Modern Feed ranking among the top two in the dairy cattle feed industry nationwide and the "Modern No. 1" genomic phase "chip" independently developed by Meng Yuan Genetics filling the domestic gap. The strong development of such new businesses has not only brought new sources of profits to the Group, it also strengthened the vertical layout and security of the industry value chains of the Group, while synergizing with our core business to strengthen the Group's industry-leading digital intelligence technology economic moat.

年內，現代牧業憑藉優秀的管理團隊，領先的科研創新，高度的產業鏈數智化和高效的成本控制，實現了原料奶核心業務與產業鏈新業務的高效協同。在具有挑戰的外部環境下，集團整體業務仍錄得穩健增長，收入同比增長9.5%達人民幣134億元，盈利達人民幣1.85億元，更連續四年以約20%的派息比率回贈股東們的支持。

2023年，我們的原料奶生產發展穩固，畜群規模達到45萬多頭，總銷量達255萬噸，同比增長9.4%。每頭成乳牛的平均年化產量達12.6噸，同比增長3.3%，處於行業領先水平。我們一向恪守「牧育健康牛，守護每一滴好奶」的使命，旗下大部分牧場已獲得「優質乳工程」認證，我們的品牌純牛奶亦連續十年獲世界食品品質評鑒大會金獎。為回應消費者多樣化的需求，現代牧業已佈局特色奶賽道，建立A2奶專屬牧場，致力為消費者的健康增添更多高品質高安全的奶品。

早前佈局的新業務已陸續進入賽道，實現了一個又一個里程碑：愛養牛已成為國內奶產業鏈電商第一平台、現代草業可控土地資源超100萬畝、現代飼料躍居奶牛飼料行業全國前二、蒙元種業自主研發「現代1號」基因組液相「芯片」填補國內空白。新業務的強勁發展，不但為集團帶來新盈利增長點，更強化了集團產業鏈的縱向佈局及安全性，與集團的核心業務協同，強化了集團在行業數智科技的護城河。



By upholding the corporate spirit of “born to be strong, leap beyond ourselves” and on the basis of expanding and strengthening our own business, Modern Dairy is continuously committed to deploying forces for and developing its value chain vertically and horizontally, empowering innovation with digital intelligence and setting a benchmark for the industrial peers with an aim to provide customers with high-quality fresh raw milk, offer high-end and reliable milk sources to dairy manufacturers and help manufacturers produce healthy and diversified products as a return to consumers. Modern Dairy will continue to actively undertake the responsibility of revitalizing the national dairy industry through leading the industry transformation into a sustainable development model of digital intelligence innovations while achieving low-carbon environmental protection, and will also keep improving the ecology of the whole value chain to develop ourself into one of the world's leading and socially responsible dairy farming groups.

Finally, I would like to express my sincere gratitude to the management and our employees for their contributions over the past year, as well as our partners and shareholders for their trust and long-term support. Modern Dairy's ability to achieve success steadily relies on the hard work of all members of the Group, and we hope to continue to work with all of you together in the future to create new chapters by building on past achievements.

Zhao Jiejun
Chairman

Hong Kong, 25 March 2024

現代牧業將繼續秉持「天生要強，與自己較量」的企業精神，致力在做大做強本業的基礎上，縱橫佈局產業鏈，數智賦能創新，樹立標竿，為客戶提供優質生鮮原料奶，向乳品生產商提供高端可靠奶源，助力生產商出品健康多元化產品，回饋廣大消費者。現代牧業將繼續積極承擔國家奶業振興之責，引領行業邁向數智創新、勵行低碳環保的可持續發展模式，並繼續完善全產業鏈生態，打造全球領先、具社會責任的牧業集團。

最後，我由衷地感謝管理層和各位員工在過去一年的貢獻，感謝合作夥伴及股東們的信任和長期支持。現代牧業能穩中求勝、有此成績離不開集團各位成員的辛勤付出，希望在未來能繼續與諸位攜手，繼往開來創造新的篇章。

主席
趙傑軍

香港，二零二四年三月二十五日



CEO'S STATEMENT

總裁報告書



Mr. SUN Yugang,
孫玉剛先生
Chief Executive Officer
總裁

Dear Shareholders,

On behalf of the management of China Modern Dairy Holdings Ltd. and its subsidiaries, I am pleased to present the annual results of Modern Dairy for the year ended 31 December 2023 to the shareholders.

尊敬的各位股東：

本人謹代表中國現代牧業控股有限公司與其附屬公司管理層，欣然向各位股東呈報現代牧業截至2023年12月31日止年度的全年業績。



2023 was a year of perseverance and progress. In the face of various challenges and pressures, we remained steadfast, worked pragmatically and resolutely implemented the cost-orientated strategies by upholding the corporate spirit of "born to be strong and leap beyond ourselves". We led the industry in nine aspects (performance, output, cost, technology, dairy value chain, safety and quality, social responsibility, sustainable development and brand reputation) and achieved leap-forward development in terms of low operating costs, high economic benefits, high performance achievement, high employee happiness index and high-quality development.

Striving for progress and reaching new heights in performance.

This year, Modern Dairy produced more than 2.5 million tons of high-quality raw milk, continuing to lead the industry in terms of costs. New businesses brought new impetus, such as Liangyuan Technology, Aiyangniu, Modern Grassland, Modern Feed and Meng Yuan Genetics have been taking significant strides in their development. Our entire-value-chain synergized successfully, leading to satisfactory completion of the tasks and goals assigned by the Board. Modern Dairy has achieved dazzling and industry-leading performance.

2023年，是接續奮鬥、砥礪前行的一年。面對諸多挑戰與壓力，全體現代牧業人秉承「天生要強，與自己較勁」的企業精神，久久為功，實幹篤行，堅定執行成本領先策略，取得「業績、產量、成本、技術、產業鏈、安全質量、社會責任、可持續發展及品牌聲量」九大維度引領行業，實現了低運營成本、高經濟效益、高績效達成、高員工幸福指數、高質量發展的「一低四高」跨越式發展。

海闊憑魚躍，業績攀新高。這一年，現代牧業為社會貢獻了超250萬噸優質原奶，成本持續領先行業；新業務如虎添翼，糧源科技、愛養牛、現代草業、現代飼料及蒙元種業業務發展迅速，各領風騷。全產業鏈協同發力，圓滿完成董事會下達的各項任務目標！現代牧業的業績耀眼奪目！現代牧業的成績行業領先！



CEO'S STATEMENT

總裁報告書

Bracing against the wind and tide, and heading for the lead.

This year, Modern Dairy has made great strides in strategy, culture and action consensus. We successfully drew the long-term strategic blueprint "Green Leadership 2030 Success Portrait", lighting up the road to development. We solemnly released the five cultural concepts of "operation, management, quality and safety, talent and innovation" to illuminate the future for paving the way out of the dilemma. We organized the Gobi Challenge event to highlight the power of belief and persistence and to build momentum for the journey ahead.

Promoting digital intelligence with low carbon footprint, safeguarding the greenery landscape.

This year, Modern Dairy has been seeking transformation in "green" and development in "digital intelligence". With SAP as the core, we integrated peripheral full-business chain systems such as ERP, OA and SRM to open a new era of "digital cattle farming". We took the lead in releasing industry-leading dual carbon targets, and we were selected into the COP28 "2023 Corporate Climate Action Case Collection" and were listed on the 2023 Bloomberg Green ESG50 annual environmental list, promoting the green, low-carbon and sustainable development process of the entire industry. We have also established the first public welfare brand in the animal husbandry industry, "Dairy Farming For Good", to help revitalize rural areas.

Seeking benefits for employees and striving to be the best employer.

This year, Modern Dairy focused on improving the efficiency of human resources, comprehensively carrying out talent training, accurate performance matching mechanisms and launching a one-stop health and welfare platform. The Group's overall level of commitment was high, and the Group is the only animal husbandry group winning the "2023 DEI Employer Brand Award", truly allowing its employees to live a happy life of wealth, prestige, status and respect.

Looking back on 2023, our nearly 9,000 employees had been painting the great dream of "revitalizing China's dairy industry" on the industrial chain track. This has made the morale to achieve Modern Dairy's ambition of "breakthroughs beyond limits, innovation embraces victories" even higher.

風勁逐潮頭，牧業勇爭先。這一年，現代牧業在戰略、文化、行動共識上留下濃墨重彩的筆畫：成功繪製遠期戰略藍圖——綠色引領2030成功畫像，為發展之路點亮燈塔；隆重發佈「經營、管理、質安、人才、創新」五大文化理念，為破局之徵照亮前途；燃動戈壁，以要強詮釋相信和堅持的力量，為逐夢之旅蓄能儲勢。

推數智低碳，護綠水青山。這一年，現代牧業在「綠色」上謀轉型，在「數智」上謀發展。以SAP為核心，集成ERP、OA、SRM等外圍全業務鏈條系統，開啓「數字養牛」新時代；率先發佈行業領先的雙碳目標，入選COP28《2023企業氣候行動案例集》，榮登2023彭博綠金ESG50評選年度環境榜單，推動全行業綠色低碳可持續發展進程；成立畜牧業首個公益品牌—「牧益社會」，助力鄉村振興。

謀員工福利，做最佳僱主。這一年，現代牧業注重人效提升、全面開展人才培養、精準匹配績效機制、上線一站式健康福利平台，集團總體敬業度水平處於高績效地帶，成為行業唯一榮膺「2023年度DEI僱主品牌大獎」的牧業集團，真正讓員工過上有票子、有面子、有位子、有尊嚴的幸福生活！

回望2023年，近9,000名現代人在產業鏈賽道上一筆一畫地描繪著「振興中國奶業」的偉大夢想，現代牧業「突破無止境，創新贏未來」的鬥志更加昂揚。



The year 2024 is not only a critical year for fully implementing the spirit of the 20th National Congress of the Communist Party of China, but also the first year for the implementation of the "Green Leadership 2030 Success Portrait". Modern Dairy will unswervingly promote Chinese-style modernization and implement the new development concepts in a complete, accurate and comprehensive manner. Specifically, we will continue to pay attention to six aspects (the country, society, win-win partners, employees, shareholders and technology), and deeply focus on five major tasks (strengthening farming, expanding forage, creating an efficient platform, improving breeding and genetics and adding value by deep processing), aiming at striding forward towards "555 Goals" and the grand blueprint of "achieving first-class technology and talents, creating first-class industry leadership". Moreover, we will focus on profit and quality upgrading, and adhere to the main tone of "reducing costs, increasing yields, unifying patterns for input and output; strengthening the system building, ensuring strict compliance and leading by green example". We will make endless breakthroughs and innovate to win the future by fully implementing the "44621" Action Plan, adhering to "4 Constants" as the business strategy, "4 Effects" as the management goals, promoting "6JIAN" as a guarantee for action and sticking to "Two Bottom Lines". In this way, we will create a striving system of "moving towards the first", accelerate the construction of a new development pattern, promote high-quality development, and strengthen our determination to achieve success in 2024.

Practice enriches knowledge, more knowledge leads to better practice. There will inevitably be difficulties along the way of marching forward. But we are ready for a protracted war. I always firmly believe that we are the best team, a team that can fight tough battles and win battles, because we have strategic goals with clear directions and precise paths and we have emulous employees who dare to break through and surpass ourselves. We will surely be able to make progress while maintaining stability, reinforcing stability through advancement and adhere to the principle of "establishing the new before abolishing the old" amidst the great changes of times, thus helping China's dairy industry to achieve stability and long-term development.

Sun Yugang
Chief Executive Officer

Hong Kong, 25 March 2024

喜看今朝，2024年不僅是全面貫徹落實黨的二十大精神的關鍵之年，更是實施綠色引領2030成功畫像的開局之年。現代牧業將堅定不移推進中國式現代化，完整、準確、全面貫徹新發展理念。做到：持續關注國家、社會、共贏夥伴、員工、股東和技術6個層面，深度聚焦牧業做強、飼草做大、平台高效、育種做精、深加工增值5大業務，向著「555目標」和成就技術&人才樹一流、行業引領創一流的宏偉藍圖闊步前行。同時，我們將聚焦利潤、品質升級，堅持「降成本、增單產、統進統出做樣板；強體系、嚴合規、綠色引領樹標桿」的主基調，突破無止境、創新贏未來，全面踐行「44621」行動綱領，堅持以「4不變」為經營策略，以「4效」為管理目標，推「6JIAN」為行動保障，堅守「2大底線」，打造邁向第一的奮鬥系統，加快構建新發展格局，推動高質量發展，堅定2024必勝的決心。

行之力則知愈進，知之深則行愈達。前行路上，有風有雨是常態。但我們已經做好了打持久戰的準備！我始終堅信，我們是最好的團隊，是能打硬仗、能打勝仗的團隊，因為我們有方向明確、路徑精準的戰略目標，有敢於破局、超越自我的要強牛人，就一定能在時代巨變中穩中求進、以進促穩、先立後破，助力中國奶業行穩致遠。

總裁
孫玉剛

香港，二零二四年三月二十五日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The board of Directors (the “**Board**”) of China Modern Dairy Holdings Limited (“**Modern Dairy**” or the “**Company**”) is pleased to present the audited annual results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2023 (the “**year**” or “**2023**”).

INDUSTRY OVERVIEW

In 2023, China’s dairy industry achieved high-quality development despite many challenges and pressures arising from slow market recovery and high costs for the dairy industry, with the support of national policies and technological innovations. According to statistics of the National Bureau of Statistics, China’s raw milk production reached 41.97 million tons in 2023, representing an increase of 6.7% year-on-year, which was the fourth consecutive year of maintaining a growth rate of more than 6%. At the same time, China’s dairy cow annual yield also increased to 9.2 tons, representing an increase of 5.7% year-on-year (“yoy”). However, the price of raw milk showed a continuous downward trend, resulting in a continuous decline in the profitability of dairy farming.

On the international market, China’s import of dairy products declined in both volume and value in 2023. China imported a total of 3.058 million tons of various dairy products, representing a decrease of 10.0% yoy, which was also the second consecutive year of decline in China’s dairy product imports since 2015. The import value was USD12.082 billion, representing a decrease of 13.3% yoy. Among them, the import volume of whole milk powder was 777,100 tons, representing a decrease of 24.9% yoy. The import value was USD2.923 billion, representing a decrease of 34% yoy. The average price was USD33,762/ton, representing a decrease of 12.1% yoy. These data reflected the stage imbalance of domestic raw milk supply and demand, which has also led dairy companies to reduce their reliance on external dairy products.

中國現代牧業控股有限公司(「**現代牧業**」或「**本公司**」)之董事會(「**董事會**」)欣然提呈本公司及其附屬公司(「**本集團**」)截至2023年12月31日止年度(「**本年度**」或「**2023年**」)之經審核年度業績。

行業概覽

2023年，我國奶業面對市場回暖緩慢，奶業成本維持高位的諸多挑戰和壓力，依靠國家政策和技術創新的支持，實現了高質量發展。據國家統計局統計，2023年我國原料奶產量達到4,197萬噸，同比增加6.7%，是連續第四年保持6%以上的增長率。同時，我國奶牛年單產也提高到9.2噸，同比增加5.7%。然而，原料奶價格卻呈現持續下滑的趨勢，導致奶牛養殖的利潤率不斷降低。

在國際市場上，2023年我國乳製品的進口量和進口額都出現了下降。我國共進口各類乳製品305.8萬噸，同比減少10.0%，這也是自2015年以來中國乳製品進口量連續第二年下降；進口額為120.82億美元，同比減少13.3%。其中，大包粉的進口量為77.71萬噸，同比減少24.9%；進口額為29.23億美元，同比減少34%；平均價格為33,762美元/噸，同比下降12.1%。這些數據反映了國內原奶階段性供需失衡的局面，也導致乳企降低了對外部乳製品的依賴。



In terms of policies, on 13 February 2023, the Central Committee of the Communist Party of China and the State Council issued the “Opinions on Promoting the Key Work of Rural Revitalization in an All-round Way in 2023”, which was the 20th Central No. 1 document since the 21st century to guide the work of “agriculture, rural areas and farmers”. The document emphasized the need to strengthen the support of agricultural science and technology and equipment, promote the breakthrough of key core technologies in agriculture, implement seed industry revitalization actions, and promote the green development of agriculture. At the same time, in April 2023, the Ministry of Agriculture and Rural Affairs also issued the “China Agricultural Outlook Report (2023–2032)”, which reviewed and forecasted the market situation of China’s main agricultural products. The report predicts that in the next 10 years, China’s milk production and consumption will both increase significantly, dairy product imports will continue to increase, and the price of fresh milk will generally show a fluctuating upward trend. In addition, in December 2023, the National Food Safety Standard Review Committee solicited opinions on 21 national food safety standards (drafts for comments), including the national standards for “Ultra-high Temperature Sterilized Milk” and “Sterilized Milk”. “Ultra-pasteurized milk” and other specialty milk products are also expected to have their first national standards. The introduction of these policies and standards will provide more powerful guarantee and guidance for the development of China’s dairy industry.

Faced with multiple difficulties of raw milk’s stage oversupply, price decline, cost increase, etc., China’s dairy farming industry is in the most difficult situation in more than a decade. Under such circumstances, innovation is the key to breaking through the predicament. The upstream animal husbandry industry will continue to support the genetic evaluation and breeding of bulls by accelerating the “seed source” independent process, improve feed conversion efficiency by developing feed resources, and vigorously develop intelligent dairy farming to improve production efficiency and quality. With the help of these innovative measures, China’s dairy industry will be able to enhance its own competitiveness and sustainable development capabilities, and provide consumers with dairy products of higher quality.

在政策方面，2023年2月13日，中共中央國務院發佈了《關於做好2023年全面推進鄉村振興重點工作的意見》，這是21世紀以來第20個指導「三農」工作的中央一號文件。文件強調要加強農業科技和裝備的支撐，推動農業關鍵核心技術的攻關，深入實施種業振興行動，推進農業綠色發展。同時，4月農業農村部也發佈了《中國農業展望報告(2023–2032)》，對中國主要農產品市場形勢進行了回顧和展望。報告預計，未來10年，我國奶類產量和消費量都將明顯增長，乳製品進口將繼續增加，生鮮乳價格將總體呈現波動上行的趨勢。此外，2023年12月，食品安全國家標準評審委員會就21項食品安全國家標準(徵求意見稿)公開徵求意見，其中包括《高溫殺菌乳》《滅菌乳》的國標制定。「超巴奶」等特色奶，也有望迎來首個國家標準。這些政策和標準的出台，將為我國奶業的發展提供更有力的保障和指導。

面對原料奶階段性供過於求、價格下跌、成本上升等多重困難，我國奶牛養殖業正處於十多年來最艱難的局面。在這種情況下，創新是突破困境的關鍵。上游牧業將持續通過加快「種源」自主進程，支撐種公牛的遺傳評估和培育；通過持續開發飼料資源，提高飼料轉化效率；通過大力發展智能化養殖，提高生產效率和品質。借助這些創新舉措，我國奶業將能夠提升自身的競爭力和可持續發展能力，為消費者提供更優質的奶類產品。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL PERFORMANCE

During the year, the Group firmly implemented the three-year strategic plan, implemented cost-orientated strategies, focused on “three-JIAN (diligence, simplification, synergism) (in Chinese pinyin: Qín Jiǎn, Jiǎn Huà, Jiǎn Shǎo)”, reduced four types of expenditures, and implemented eight major initiatives, with the aim to achieve low operating costs, accomplish high operating indicators, attain high economic efficiency, and secure high reward for employees. Thanks to the concerted efforts of the management and all employees, the performance of the Group’s main operating indicators was better than expected. The average annualised milk yield (“AMY”) of milkable cow was 12.6 tons per head (2022: 12.2 tons per head), representing a yoy increase of 3.3%. And the total milk yield was 2,588 thousand tons (2022: 2,364 thousand tons) during the year, representing an increase of 9.5% yoy.

During the year, the Group’s sales revenue recorded RMB13,458.2 million (2022: RMB12,295.1 million), representing a yoy increase of 9.5%. Among which, the sales revenue of raw milk amounted to RMB10,263.7 million (2022: RMB9,945.1 million), representing a yoy increase of 3.2%. The sales revenue of the new business segments amounted to RMB3,194.6 million (2022: RMB2,350.0 million), representing a yoy increase of 35.9%.

DAIRY FARMS

Leveraging on the world’s first model of “integration of forage planting, cow breeding and milk processing”, Modern Dairy is currently a leading dairy farming operator and raw milk producer in the PRC in terms of herd size and volume of annual production. With farms spreading across the nation, we are equipped with unique geographical advantages. Most of our dairy farms are located at regions with fine climate and ample feed supply, and are adjacent to processing plants of dairy products to ensure that procedures from the milking to processing could be completed in the shortest time and the nutritional value and freshness could be maintained at the highest level.

The Group continues to renovate the cowshed equipment and improve the ventilation system; adjust the feed formula and increase the frequency of feeding; enhance the dryness level of the bedding materials and improve the bedding comfortability by applying drying technologies; and increase the frequency of sink cleaning to ensure healthy drinking water. By doing so, the Group continuously improves and enhances comfortability for milkable cows so as to raise milk production.

經營表現

年內，本集團堅定執行三年戰略規劃，貫徹成本領先戰略，抓三「JIAN」(勤儉，簡化，減少)，降四費，落八大舉措。以實現低成本營運，高質營運指標，高經濟效益及為員工帶來豐盛回報。本集團在管理層及上下員工的努力下，主要營運指標表現均優於預期，年內成乳牛的平均年化產量錄得每頭12.6噸(2022年：12.2噸／頭)，同比增長3.3%。年內產奶量達到258.8萬噸(2022年：236.4萬噸)，同比增長9.5%。

年內，本集團錄得銷售收入人民幣13,458.2百萬元(2022年：人民幣12,295.1百萬元)，同比增長9.5%。其中原料奶銷售收入達人民幣10,263.7百萬元(2022年：人民幣9,945.1百萬元)，同比增長3.2%。新業務板塊錄得收入達人民幣3,194.6百萬元(2022年：人民幣2,350.0百萬元)，同比增長35.9%。

牧場概況

依託全球首創的「牧草種植、奶牛養殖、牛奶加工一體化」模式，就畜群規模和年產量，現代牧業是目前中國乳牛畜牧營運商及原料奶生產商的行業翹楚。作為全國性牧場，我們具備得天獨厚的地理優勢，牧場多處於優良氣候及飼料供應充足的區域，加上臨近乳品加工廠，可確保原料奶從擠奶到加工能於最短時間內完成並保持其最高營養價值及鮮度。

本集團持續對牛舍設備進行了改造，改善通風環境；調整飼餵配方、增加推料頻次；利用烘乾技術提高臥床墊料的乾爽標準，提高臥床舒適度；提高水槽清洗頻次，保證牛隻飲水健康，不斷提升和改善成乳牛的舒適度提升產奶量。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group is continuously exploring the application of emerging technologies in farm production. By using collars and pedometers, we can discover the estrus and illnesses state of cows, thereby improving the breeding and health standards of the cows. Through image recognition technology, we monitor the feeding and identify the risks, enabling a timely detection and automated supervision. Through the “Pasture Security Cloud Management Platform”, we can oversee potential hazards and monitor dangerous work, ensuring that all farm operations comply with safety regulations and improve the safety management standards of farm production. Each farm is equipped with modern cowshed equipment, logistics systems, environmental protection facilities, 24/7 intelligent monitoring systems, and with veterinarians stationed in farms to make sure that each cow inhabits in a comfortable and healthy environment and produces high-quality raw milk.

Herd Scale

		2023 2023年 Heads 頭	2022 2022年 Heads 頭
Dairy cows	乳牛		
Milkable cows	奶牛	218,711	199,793
Heifers and calves	小乳牛及小牛	231,851	205,565
Total	總計	450,562	405,358

As at 31 December 2023, the Group invested and operated a total of 42 dairy farming companies with 450,562 dairy cows in mainland China (2022: 405,358 heads), representing a yoy increase of 11.2%. The Group is a leading dairy farming operator and raw milk producer in terms of herd size in the PRC. The proportion of milkable cows to the total number of dairy cows decreased by 0.8 percentage points to 48.5% in 2023 (2022: 49.3%) yoy, mainly due to the significant increase in the number of the Group’s heifers and calves in the stage of expansion, resulting in the decrease of the proportion of milkable cows. The Group will continue to optimize and adjust the herd structure so as to achieve sustainable, healthy and stable development.

本集團不斷探索新興技術在牧場生產的應用。通過使用項圈和計步器，實現牛隻發情揭發、疾病揭發，從而提高牧場繁殖和牛隻健康水準。通過圖像識別技術實現推料監控、風險識別等，做到及時揭發和自動監管。通過「牧安雲管理平台」實現隱患管理和危險工作管理，保障牧場各項工作符合安全規定，提高牧場生產安全管理水準。每個牧場均具備現代化的牛舍設備，物流系統，環保設施，24/7智能監控系統及駐場獸醫。務求讓每頭牛都能有舒適的生活環境，健康生活，生產優質原奶。

畜群規模

於2023年12月31日，本集團在中國內地投資及營運合共42個牧場公司，飼養共450,562頭乳牛（2022年：405,358頭），同比增長11.2%，按畜群大小計算，本集團是中國領先的乳牛畜牧公司及原料奶生產商。2023年，成乳牛佔乳牛總數比例為48.5%（2022年：49.3%），同比減少0.8個百分點，主要是本集團處於階段性擴張期，後備牛群規模增長相對較多，使得成乳牛佔比出現下降。本集團將不斷優化調整牛群結構，實現可持續及健康穩定的發展。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Milk Yield

During the year, the Group recorded AMY of 12.6 tons per milkable cow (2022: 12.2 tons), representing a yoy increase of 3.3%. The total annual milk production of the Group grew by 9.5% yoy to 2.588 million tons (2022: 2.364 million tons). The increase in milk yield was attributable to effective herd management, genetic improvement over generations, and an increase in the number of cows reaching peak stage of lactation. Milk yield is affected by a number of factors, including the frequency of lactation, breed, comfort level, health, genetics and feed mix. The Company has been conducting research on each factor, inviting foreign and domestic cow experts to regularly station and give guidance at the farms, and through interactive sharing amongst industry experts and staff training, to improve milk yield and cow health.

OVERVIEW OF OPERATING STRATEGIES

Based on the broad outlook of the dairy industry and the current market situation, we will implement the business strategy of “One-Focus, Three- Shifts, Three-Focuses”. One focus: to focus on cost leadership strategy and bring into play our core competitive advantages in cost reduction and efficiency. Three shifts: Firstly, we will shift from a single strong dairy industry to a full value chain and further improve the layout of the whole industry chain. Secondly, we will shift from simply building our own farms to diversifying our farming operation model and efficiently integrating industry resources. Thirdly, we will shift from upgrading the processing side to upgrading the raw milk side, and increase the production of specialty milk. Three focuses: focus on scientific standardisation of dairy feeding management; focus on promoting the process of digital intelligence innovation and focus on promoting low-carbon green transformation development.

產奶量

年內，本集團錄得成乳牛的年化單產平均每頭為12.6噸(2022年：12.2噸)，同比增加3.3%。本集團年總產奶量達258.8萬噸(2022年：236.4萬噸)，同比增加9.5%。產奶量的提升受益於有效的畜群管理、一代代改善乳牛基因以及更多奶牛達泌乳高峰期。產奶量亦受多項因素所影響，其中包括奶牛的泌乳胎次、品種、生活舒適程度、健康情況、基因及飼料結構等。本公司對每項因素亦不斷進行研究，邀請國內外牛隻專家定期駐牧場指導，透過行業內專家相互交流，培訓人才等方式，提升產奶量及牛隻健康。

營運策略概覽

基於奶業的廣泛前景和當前市場形勢，我們將實施「一－聚焦，三－轉變，三－著重」的經營策略。一個聚焦：聚焦成本領先戰略，發揮降本增效核心競爭力優勢。三個轉變：一是從單一做強奶業向打造全價值鏈轉變，進一步完善全產業鏈佈局。二是從單純的自建牧場向牧場運營模式多樣化轉變，高效整合行業資源。三是從加工端升級向原奶端升級轉變，增加特色奶生產。三個著重：著重科學規範奶牛飼育管理；著重推進數智化創新進程；著重促進低碳綠色轉型發展。



Focus on Cost-lead Strategies

In response to the huge pressure on the farming industry brought about by the continued rise in the prices of major bulk materials in recent years, we need to adopt a three-pronged approach. The first is to expand the size of the herd and continue to improve yields, thereby diluting unit costs. Secondly, we will strengthen cost management, and through accurate grasp of market trends, close linkage adjustment between formula and market price of materials, and implementation of precision feeding and effective farms management, we will smooth out the impact of rising feed prices, reduce the unit cost of one kilogram of raw milk sold, and continue to maintain unit feed cost of one kilogram of raw milk output at the leading level in the industry. Thirdly, we will increase our operational management efforts, tap potential and cut costs, vigorously implement benchmarking improvements, save other cash costs and improved efficiency. We are committed to our cost leadership strategy, adhering to the concept of “all costs can be reduced”, and will continue to dig deeper to reduce unit costs so as to achieve our industry-leading cost strategy.

Further Improving the Whole Industrial Chain

In 2023, the whole industrial chain had been completed. We will continue to develop new fields such as intelligent e-commerce platform, feed business, grass farming and breeding industry to form a whole industry chain layout with raw milk as the core which is multi-faceted and multi-services. Through the four diversifications of “business diversification, customer diversification, product diversification and service diversification”, the Group has been able to cope with and mitigate the fluctuations of the raw milk market cycle and enhance its anti-risk capability.

Promote the Diversification of Ranching Operation Mode

Actively promote the light asset operation model, implement leasing operation, entrusted management, technology export, etc., implement the diversification of ranch operation model, innovation and transformation, efficient integration of industry resources, reduce ranch capital expenditure, enhance return on assets, and effectively export the Company’s advanced management experience. At the same time, provide high-quality employment for rural workers and help revitalise the countryside.

聚焦成本領先戰略

針對近年來主要大宗物料價格持續攀升，給養殖業帶來的巨大壓力，我們要三管齊下。一是擴大牛群規模，繼續提升單產，從而攤薄單位成本。二是加強成本費用管理，通過準確把握市場節點、配方與物料市價緊密聯動調整、精準飼餵高效牧場管理，平抑飼料價格上漲的影響，降低公斤奶銷售成本，持續保持公斤奶飼料成本處於行業領先水平。三是加大經營管理力度，挖潛節流，大力推行對標改善，節約其他現金成本，提升效益。堅定走成本領先戰略，秉承著「一切成本皆可降」的理念，繼續深挖潛力，降低單位成本，從而實現成本行業領先戰略。

進一步完善全產業鏈

2023年全產業鏈已構建完成，我們要在做好奶業主業的同時，開展多種經營，繼續開拓數智平台、飼料業務、草業、育種及業等新領域，形成以原奶為核心，多方面、多軍種大兵團作戰的全產業鏈佈局，通過「經營多樣化、客戶多樣化、產品多樣化、服務多樣化」四個多樣化，應對和減弱原奶市場週期波動，增強集團抗風險能力。

推進牧場運營模式多樣化

積極推行輕資產運營模式，實施租賃經營、委託管理、技術輸出等，實施牧場運行模式多樣化，創新轉型，高效整合行業資源，降低牧場資本開支，提升資產回報率，有效輸出公司先進管理經驗。同時，提供農村勞動高質量就業，助力鄉村振興。



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Accelerate the Share of Specialty Milk Matching

Customise the layout of farms according to market demand and increase the proportion of specialty milk production. Change the past situation of upgrading dairy products at the processing end and shift to upgrading raw milk end in a timely manner. Actively develop specialty milks, including A2, organic milk and selenium-rich milk, to match the dairy upgrade, raise the integrated milk price, improve the gross margin of the raw milk business and enhance profitability.

Focus on Scientific Standardisation of Dairy Cows Feeding Management

We actively carry out scientific feeding and breeding actions, improve breeding techniques, enhance cow survival rate and improve overall cow health; continue to optimise cow genetics and enhance herd fitness; improve barn environment and raise feeding standards, benchmarking with advanced farms at home and abroad to achieve sustainable and stable improvement in unit yield. We insist on the concept of "good cows naturally produce good milk" and attach great importance to the quality of raw milk, with the quality of raw milk passing rate at 100% as an important measurement target for raw milk quality and a lifeline for the long-term development of the Company.

Focus on Advancing the Digital Intelligence Innovation Process

We strive to create digital intelligent pastures. Give full play to the Aiyangniu platform to disintermediate procurement and transparently compare prices among multiple parties, effectively reducing procurement costs. Make good use of the Yunyangniu platform to provide targeted AIoT intelligent solutions to realise the systematic integration of cows from breeding, feeding, health management to milk production modules. With its competitive advantages in IoT services, big data analysis and artificial intelligence analysis, it will integrate into the ecological sharing platform of Aiyangniu Technology and promote the digital vision of Modern Dairy to be implemented as soon as possible.

加快特色奶匹配佔比

根據市場需求進行定制化牧場佈局，加大特色奶產量佔比。改變過去乳製品升級在加工端的狀況，及時轉向原奶端升級。積極開發特色奶，包括A2、有機奶、富硒奶等，匹配乳業升級，提升綜合奶價，提高原奶業務的毛利率，增強盈利能力。

著重科學規範奶牛飼育管理

積極開展科學飼育行動，改良育種技術，提升奶牛存活率，提高奶牛整體健康水平；持續優化牛隻基因，增強牛群體質；改善牛舍環境，提高飼養水平，向國內外先進牧場對標，實現單產的持續穩定提升。堅持「好牛自然產好奶」理念，高度重視原奶產品質量，將原奶合格率保持在100%作為原奶產品質量的重要衡量目標與企業長遠發展的生命線。

著重推進數智化創新進程

努力打造數字化智慧牧場。充分發揮愛養牛平台作用，採購去中間化，透明化多方比價，有效地降低採購成本。運用好雲養牛平台，提供有針對性AIoT智能解決方案，實現牛隻從繁殖、飼餵、健康管理到產奶模塊的系統性集成，憑藉其在物聯網服務、大數據分析、人工智能分析等方面的競爭優勢，融入愛養牛科技的生態共享平台，促進現代牧業數字化願景盡快落地。



ENVIRONMENTAL PROTECTION AND EPIDEMIC PREVENTION

The Company's various milk quality indicators are better than the EU standards. Food safety indicators are set in the raw milk production process, and the whole process is strictly monitored to ensure that the raw milk quality meets the standards. Since Mengniu increased its stake in the Company, the Group and Mengniu have enhanced cooperation in product testing, unified inspection standards and processes, improved testing efficiency and product quality. The Group strictly complies with relevant laws and regulations for epidemic prevention management, conducts health rating management for dairy cows, cautiously controls the environment of farms, refines the management of farms, provides epidemic prevention and protection for dairy cows, and establishes quarantine and health check plans for cows, to ensure the health of cows.

Based on resource recycling, the Group has built a green recycling industrial chain of "forage planting – cow breeding – fertilizer treatment – biogas power generation – fertilizer back to the field". Each farm is equipped with large-scale biogas power generation facilities and comprehensive utilization facilities for biogas fertilizer, which absorbs, digests and environmentally treats the manure. For sustainable development, the Group will continue to implement high-standard environmental protection policies and implement rigorous epidemic prevention measures in our farms.

Carbon Dioxide Peaking & Neutrality Project

The Company always takes green and sustainable development as its core concept. It has fully launched the dual-carbon project, and started to carry out carbon inventory and certification work to further determine the goal and vision of carbon emission reduction. At the same time, various departments are actively implementing green action measures for carbon reduction, helping to achieve the overall goal of "carbon peaking and carbon neutrality".

Last year, Modern Dairy launched the Dual-carbon Project, and has also set a quantitative target for carbon intensity emissions by 2035. Modern Dairy has labelled farms with over 10,000 cows and ultra-large-scale farms with low carbon emission intensity as models and stars of "carbon emission reduction" into the strategic plan, aiming to provide strong evidence for the synergistic development of low-carbon and quality improvement and efficiency enhancement and boost the confidence in the sustainable development of the industry.

Taking 2021 as the base year, the Group aims to have its unit carbon emissions to be reduced by 7%, 15% and 20% by end of 2025, 2030 and 2035, respectively.

環境保護與疫控

本公司的各項牛奶品質指標均優於歐盟標準，在原奶生產過程中設置食品安全指標，全程進行監控，確保原奶優質達標。自蒙牛增持本公司後，本集團與蒙牛加強在產品檢測的協同，統一檢驗標準和流程，提高檢測效率，繼續提高產品質量。本集團嚴格遵守相關法律法規的要求進行防疫管理，對奶牛進行健康評級管理，嚴控牧場環境，細化牧場出入管理、生產區防疫防護管理，為奶牛制定檢疫和健康檢查計劃，保障奶牛的健康。

本集團立足資源循環利用，構建一條「飼草種植－奶牛養殖－糞污處理－沼氣發電－糞肥還田」的綠色循環產業鏈。每期牧場都配建了大型沼氣發電設施和沼肥綜合利用設施，將糞污吸收、消化並進行無害化處理。為實現可持續發展，本集團將繼續奉行高標準的環保政策，並對我們的牧場實施嚴格的防疫措施。

雙碳項目

本公司始終將綠色可持續發展作為核心理念，全面開啓雙碳項目，着手開展碳盤查和認證工作，以進一步確定碳減排目標與願景。同時，各部門積極踐行減碳綠色行動舉措，助力實現「碳達峰、碳中和」的總目標。

去年，現代牧業啓動「雙碳項目」，設定了至2035年碳強度排放的定量目標。同時，公司將碳排放強度低的萬頭牧場和超大規模牧場樹立成為「碳減排」的典型和明星納入戰略計劃，為低碳和提質增效可協同發展提供有力佐證，堅定行業可持續發展的信心。

以2021年為基準年，本集團2025年、2030年及2035年的單位碳排放量分別目標降低值為7%、15%及20%。



MANAGEMENT DISCUSSION AND ANALYSIS

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LAUNCH OF "FRESH" ESG STRATEGIES

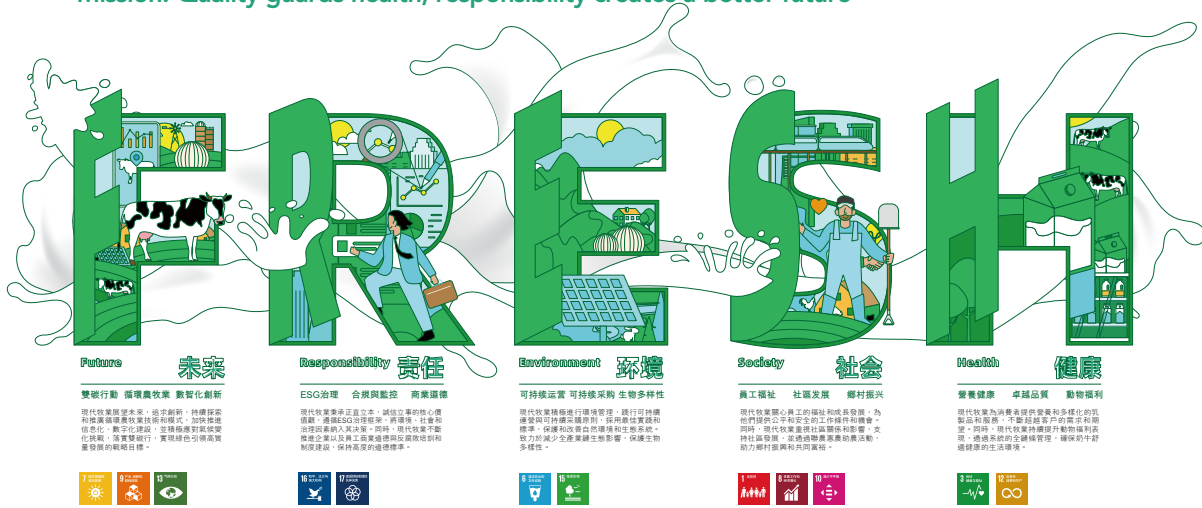
「FRESH」可持續發展戰略發佈

願景：綠色引領，和諧共生

使命：品質守護健康，責任創造美好未來

Vision: Green leads, harmonious coexistence

Mission: Quality guards health, responsibility creates a better future



In March 2024, we unveiled the "FRESH" sustainable development strategies with "Green leads, harmonious coexistence" as our core principle. The Group will focus on implementing green actions based on five key strategies: Future, Responsibility, Environment, Society, and Health.

2024年3月本公司發佈了以「綠色引領，和諧共生」為核心的「FRESH」可持續發展戰略。集團將圍繞著未來(Future)、責任(Responsibility)、環境(Environment)、社會(Society)、健康(Health)五大戰略實踐綠色行動。

We are actively pursuing the dual carbon goals, aiming to become a pioneer in the green and low-carbon sector. We are exploring new and improved resource recycling models, constructing globally leading digitalized ecological farms, enhancing our sustainable development governance system, and achieving top-tier ESG performance. Our goal is to empower the sustainable development of the Company, establish environmentally friendly green dairy farms, actively shoulder more social responsibilities, drive rural economic development, and create a "Happiness-oriented" enterprise that provides consumers with high-quality nutrition, outstanding products, and excellent services.

我們積極落實雙碳目標，做綠色低碳的先行者，探索更優的資源迴圈新模式，構建全球領先的數智化生態牧場，完善可持續發展治理體系，創造一流的ESG業績，賦能企業可持續發展，打造環境友好的綠色牧場標杆，積極承擔更多社會責任，帶動鄉村經濟發展，創建「幸福型」的企業，為消費者帶來優質營養、卓越產品和一流的服務。

With "FRESH" as our guiding principle, we deeply integrate scientific technology with the entire dairy value chain, collaborate with upstream and downstream operators, and wholeheartedly compose a new chapter in the sustainable development of Modern Dairy.

我們以「FRESH」作為行動綱領，將科學技術與奶業全產業鏈深度融合，攜手上下游夥伴，全力譜寫現代牧業可持續發展新樂章。



FINANCIAL OVERVIEW

Sales Revenue

Business Analysis

The following table sets forth the details of the consolidated revenue for the years ended 31 December:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Raw milk business	原料奶業務	10,263,657	9,945,090
New business	新業務	3,194,566	2,350,001
Consolidated revenue	合併收入	13,458,223	12,295,091

During the year, the Group recorded sales revenue of RMB13,458.2 million (2022: RMB12,295.1 million), representing a yoy increase of 9.5%. Among which, the sales revenue of raw milk amounted to RMB10,263.7 million (2022: RMB9,945.1 million), representing a yoy increase of 3.2%. The sales revenue of the new business segments amounted to RMB3,194.6 million (2022: RMB2,350.0 million), representing a yoy increase of 35.9%.

Raw Milk Business

The following table sets forth the details of sales revenue, sales volume and average selling price ("ASP") of raw milk for the years indicated:

		2023 2023年			2022 2022年		
		Sales revenue 銷售收入 RMB'000 人民幣千元	Sales volume 銷售量 tons 噸	ASP 平均售價 RMB/ton 人民幣元/噸	Sales revenue 銷售收入 RMB'000 人民幣千元	Sales volume 銷售量 tons 噸	ASP 平均售價 RMB/ton 人民幣元/噸
Raw milk	原料奶	10,263,657	2,546,924	4,030	9,945,090	2,327,351	4,273

財務概況

銷售收入

業務分析

下表載列截至該年12月31日止年度合併收入明細：

年內，本集團錄得銷售收入人民幣13,458.2百萬元(2022年：人民幣12,295.1百萬元)，同比增長9.5%。其中原料奶銷售收入達人民幣10,263.7百萬元(2022年：人民幣9,945.1百萬元)，同比增長3.2%。新業務板塊錄得收入達人民幣3,194.6百萬元(2022年：人民幣2,350.0百萬元)，同比增長35.9%。

原料奶業務

下表載列所示年度的原料奶的銷售收入、銷售量及平均售價詳情：

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The Group's total revenue of the sales of raw milk increased by 3.2% yoy to RMB10,263.7 million during the year (2022: RMB9,945.1 million). The increase was mainly due to the increase in sales volume of raw milk.

ASP of raw milk has decreased by 5.6% yoy to RMB4.03/kg during the year (2022: RMB4.27/kg). This was mainly due to the downward trend of selling prices in the domestic raw milk market.

Total sales volume of raw milk increased by 9.4% yoy to approximately 2.55 million tons during the year (2022: 2.33 million tons), mainly due to the increase in the number of milkable cows and the rise in AMY per milkable cow.

New Business

New Business refers to the Group's feeds and forage and intelligent e-commerce platform, etc. During the year, total sales revenue of the New Business segments amounted to RMB3,194.6 million (2022: RMB2,350.0 million), representing a yoy increase of 35.9%. Among the New Business segments, sales revenue generated from the feeds and forage business amounted to RMB2,537.8 million (2022: RMB1,851.3 million), representing a yoy increase of 37.1%, while revenue from the intelligent e-commerce platform business for livestock industry achieved RMB656.8 million (2022: RMB498.7 million), representing a yoy increase of 31.7%. The management expects that the New Business segments will continue to grow and contribute profits to the Group.

COST OF SALES

The Group's cost of sales primarily consisted of cost of raw milk and feeds sales. The following table sets forth the breakdown of the cost of sales of our products for the years indicated:

年內，原料奶銷售總收入為人民幣10,263.7百萬元(2022年：人民幣9,945.1百萬元)，同比增長3.2%，主要是由於本集團原料奶銷量同比增長。

年內，原料奶平均售價為人民幣4.03元/公斤(2022年：人民幣4.27元/公斤)，同比下降5.6%。主要由於國內原料奶市場價格下行所影響。

年內，原料奶總銷量約為255萬噸(2022年：233萬噸)，同比增加9.4%。主要是由於成乳牛規模的增長以及每頭奶牛的年化單產有所提升所致。

新業務

新業務是指飼草料及數智平台業務等。於年內，新業務板塊合共錄得收入人民幣3,194.6百萬元(2022年：人民幣2,350.0百萬元)，同比增長35.9%。其中飼草料銷售業務錄得銷售收入人民幣2,537.8百萬元(2022年：人民幣1,851.3百萬元)，同比增長37.1%。畜牧業數智平台業務實現收入人民幣656.8百萬元(2022年：人民幣498.7百萬元)，同比增長31.7%。管理層預期新業務板塊將持續增長並為本集團帶來利潤貢獻。

銷售成本

本集團銷售成本主要包括原料奶成本和飼料銷售成本。下表載列本集團產品於所示年度的銷售成本明細：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Raw milk business	原料奶業務	7,350,674	6,850,047
New Business	新業務	2,979,536	2,178,065
Total cost of sales	合計銷售成本	10,330,210	9,028,112



During the year, the Group's cost of sales amounted to RMB10,330.2 million (2022: RMB9,028.1 million), representing a yoy increase of 14.4%, mainly due to the increase in sales scale of raw milk and New Business.

Raw Milk Business

During the year, the cost of sales of raw milk business amounted to RMB7,350.7 million (2022: RMB6,850.0 million), representing a yoy growth of 7.3%, mainly due to the increase in the sales volume of raw milk.

During the year, the prices of key bulk feeds remained at a high level. The Group implemented various measures to streamline the procurement process so as to reduce purchasing costs. The Group has effectively alleviated the impact arising from the increase in the prices of certain feeds through improving the formula, adjusting the feed mix, enhancing the health of cows and raising AMY per milkable cow. During the year, the Group kept the average feed cost of raw milk before inter-segment offset at RMB2.34/kg (2022: RMB2.33/kg), approximately the same as the last year. And the Group has broadened sources of income and reduced other expenditure concurrently. During the year, the Group kept other costs of raw milk at RMB0.58/kg (2022: RMB0.64/kg), representing a significant decrease. As a result, during the year, the Group kept the average unit cost of raw milk before inter-segment offset at RMB2.92/kg (2022: RMB2.97/kg). The Group's cost-control ability maintains at an industry-leading level.

New Business

During the year, the cost of sales of New Business amounted to RMB2,979.5 million (2022: RMB2,178.1 million), representing a yoy increase of 36.8%, mainly due to the growth in sales scale of New Business, which is in line with the growth in sales revenue of New Business.

年內，本集團銷售成本人民幣10,330.2百萬元(2022年：人民幣9,028.1百萬元)，同比增長14.4%，主要由於原料奶業務和新業務的銷售規模增長所致。

原料奶業務

年內，原料奶業務的銷售成本人民幣7,350.7百萬元(2022年：人民幣6,850.0百萬元)，同比增長7.3%，主要是由於原料奶銷量增長所致。

年內，主要大宗飼料價格高企，本集團多措並舉，簡化採購流程，降低採購成本；通過優化飼餵配方、調整飼料結構、持續提升牛隻健康和每頭奶牛的平均年化產量，有效平抑了部分飼料價格上漲帶來的影響。年內，本集團於內部分部間抵消前的原料奶飼料成本平均為人民幣2.34元/公斤(2022年：人民幣2.33元/公斤)，同比相約。同時本集團開源節流降低其他運營成本，年內原料奶其他成本為人民幣0.58元/公斤(2022年：人民幣0.64元/公斤)，顯著降低。最終年內本集團於內部分部間抵消前原料奶的平均單位成本人民幣2.92元/公斤(2022年：人民幣2.97元/公斤)，成本控制能力保持行業領先水平。

新業務

年內，新業務的銷售成本人民幣2,979.5百萬元(2022年：人民幣2,178.1百萬元)，同比增長36.8%，主要是由於新業務銷售規模的增長，增幅與新業務的銷售收入增長相約。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Overall Gross Profit and Profitability

The following table sets forth the breakdown of gross profit and gross profit margin of our business for the years indicated:

綜合毛利及盈利能力

下表載列本集團業務於所示年度的毛利及毛利率明細：

		2023 2023年		2022 2022年	
		Gross profit		Gross profit	
		Gross profit	margin	Gross profit	margin
		毛利	毛利率	毛利	毛利率
		RMB'000		RMB'000	
		人民幣千元		人民幣千元	
Raw milk business	原料奶業務	2,912,983	28.4%	3,095,043	31.1%
New Business	新業務	215,030	6.7%	171,936	7.3%
Total	合計	3,128,013	23.2%	3,266,979	26.6%

The Company's financial performance is highly correlated with market prices and costs of raw milk and also affected by the milk yield of each milkable cow. In general, when milk prices increase, the Company's profitability will increase correspondingly under normal operation condition. When milk yield improves, the unit cost of sales of raw milk will correspondingly decrease.

本公司的財務表現與市場奶價及成本呈高相關性，亦受每頭成乳牛的產奶量影響。一般而言，在正常營運下，當奶價上升，本公司的盈利能力亦會同時增加；當產奶量提高，原料奶的單位銷售成本便會相對減少。

The gross profit of the Group's raw milk business amounted to RMB2,913.0 million (2022: RMB3,095.0 million), representing a decrease of 5.9% yoy, which was mainly due to the fact that the gross profit contributed by the increase in the sales volume of raw milk cannot fully offset the decrease in gross profit caused by the decrease in the ASP of raw milk. Although the average unit cost of raw milk has decreased, it was not enough to offset the decrease in the ASP of raw milk, causing the gross profit margin of the Group's raw milk business to decrease by 2.7% yoy to 28.4% (2022: 31.1%). The gross profit of the Group's New Business was RMB215.0 million (December 2022: RMB171.9 million), representing an increase of 25.1% yoy, which was mainly due to the increase in the sales revenue of new business.

本集團原料奶業務毛利額為人民幣2,913.0百萬元(2022年：人民幣3,095.0百萬元)，同比減少5.9%，主要是原料奶銷售量的增長所貢獻的毛利額無法完全抵補原料奶平均售價下降導致的毛利額減少所致。雖然原料奶的平均單位成本有所下降，但不足以抵補原料奶平均售價的下降，致使本集團原料奶業務毛利率同比減少2.7個百分點至28.4%(2022年：31.1%)。本集團新業務毛利額為人民幣215.0百萬元(2022年12月：人民幣171.9百萬元)，同比增長25.1%，主要由於新業務銷售收入規模增長所致。



Losses Arising from Changes in Fair Value Less Costs to Sell of Dairy Cows

Losses arising from changes in the fair value of dairy cows less costs to sell dairy cows were RMB1,280.4 million during the year (31 December 2022: RMB988.2 million), representing an increase of 29.6% yoy, mainly due to the decrease in market price of beef, the decrease in selling price of raw milk and the increase in the herd size during the year.

Gains Arising on Initial Recognition of Raw Milk at Fair Value Less Costs to Sell at the Point of Harvest

During the year, the gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest amounted to RMB2,678.0 million (2022: RMB2,887.5 million), representing a decrease of 7.3% yoy, mainly due to the decrease in the ASP of raw milk.

International Financial Reporting Standards requires that raw milk harvested was initially measured at fair value less costs to sell, and the difference between the fair value less costs to sell and the actual costs incurred was booked to profit or loss account.

Other Income

During the year, other income amounted to RMB221.1 million (2022: RMB201.6 million), representing an increase of 9.7% yoy, which mainly consisted of government grants and interest income, of which interest income accounted for RMB67.5 million (2022: RMB60.4 million), while the government grants amounted to RMB127.5 million (2022: RMB109.9 million). Government grants mainly consisted of subsidies for agricultural projects and subsidies for the operations of the Group.

乳牛公平值變動減乳牛出售成本產生的虧損

年內，乳牛公平值變動減乳牛出售成本所產生的虧損為人民幣1,280.4百萬元(2022年12月31日：人民幣988.2百萬元)，同比增加29.6%，主要由於年內牛肉市場價格下降、原料奶售價下降及畜群規模增長等影響所致。

於原料奶收穫時按公平值減銷售成本初始確認產生的收益

年內，於原料奶收穫時按公平值減銷售成本初始確認產生的收益為人民幣2,678.0百萬元(2022年：人民幣2,887.5百萬元)，同比減少7.3%，主要是由於原料奶平均售價下降所致。

國際財務報告準則要求按公平值減銷售成本初始計量已收穫的原料奶，而公平值減銷售成本與所產生的實際成本之間的差異計入損益內。

其他收入

年內，其他收入為人民幣221.1百萬元(2022年：人民幣201.6百萬元)，同比增長9.7%，主要包括政府補貼、利息收入等，其中利息收入為人民幣67.5百萬元(2022年：人民幣60.4百萬元)，政府補貼為人民幣127.5百萬元(2022年：人民幣109.9百萬元)。政府補貼主要包括對農業項目的補貼及對本集團營運提供補助。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operating Expenses

經營開支

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Selling and distribution costs	銷售及分銷成本	377,784	369,887
Administrative expenses	行政開支	852,386	730,203
Total operating expenses	經營開支總額	1,230,170	1,100,090

The total operating expenses was RMB1,230.2 million during the year (2022: RMB1,100.1 million), representing an increase of 11.8% yoy. The analysis is as follows:

年內，經營開支總額為人民幣1,230.2百萬元(2022：人民幣1,100.1百萬元)，同比增長11.8%。分析如下：

- Selling and distribution costs

- 銷售及分銷開支

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Transportation costs and others	運輸費及其他	356,712	352,349
Taxes and surcharges	稅金及附加	21,072	17,538
Total selling and distribution costs	銷售及分銷開支總額	377,784	369,887

Selling and distribution costs mainly consisted of transportation costs for the raw milk business, transportation costs and other expenses (mainly salaries and other daily expenses of the sales department) for new business, as well as taxes and surcharges related expenses. During the year, the Group's selling and distribution costs stood at RMB377.8 million (2022: RMB369.9 million), which was basically the same as last year. Among these, 1) transportation costs for the raw milk business were RMB234.9 million (2022: RMB207.5 million), a yoy increase of RMB27.4 million or 13.2%, which was mainly due to the increase in the Group's raw milk sales volume; and 2) transportation costs and other expenses for new business were RMB121.8 million (2022: RMB144.8 million), a yoy decrease of RMB23.0 million or 15.9%, which was mainly due to the slowdown in economic growth and the recovery of market logistics capacity, resulting in a reduction in overall bulk logistics costs.

銷售及分銷開支主要包括原料奶業務的運輸費用、新業務的運輸費用及其他費用(主要為銷售部門的薪酬及其他日常開支費用等)，以及稅金及附加費用。年內，本集團錄得銷售及分銷開支為人民幣377.8百萬元(2022年：人民幣369.9百萬元)，同比基本持平。其中：1)原料奶業務的運輸費用人民幣234.9百萬元(2022年：人民幣207.5百萬元)，同比增加人民幣27.4百萬元或增長13.2%，主要是由於本集團原料奶銷售量增長所致；2)新業務的運輸費用及其他費用人民幣121.8百萬元(2022年：人民幣144.8百萬元)，同比減少人民幣23.0百萬元或減少15.9%，主要是經濟增速放緩，市場物流運力恢復，帶動整體大宗物流費用降低所致。



- **Administrative expenses**

Administrative expenses mainly included remuneration of management staff (including equity-based share award expenses) and depreciation charges of office buildings, staff quarters and facilities, and other daily administrative expenses. During the year, the Group's administrative expenses amounted to RMB852.4 million (2022: RMB730.2 million), representing an increase of RMB122.2 million or 16.7% yoy, which was mainly due to the following: 1) the Group has equipped some of the new farms that were gradually put into production with experienced management personnel and necessary resources to ensure stable operations in the early stages, thus increasing administrative expenses. There was a certain lag in the release of the production capacity and benefits of these new farms, but the Group expects that these new farms will continue to contribute to the Group's performance after reaching full production capacity; 2) there is an impact of the different periods during which the administrative expenses of companies acquired by the Group are included in the Group's consolidated financial statements in the respective years; and 3) with the expansion of the Group's business scale, in order to match the Group's strategic development needs, the number of management personnel has been appropriately increased and investment in informatization and digital intelligence construction has been increased, resulting in a corresponding increase in administrative expenses. During the year, the Group was honored with the "2023 CDI China Digital Enterprise TOP20" award and "Dingge Award for Digital Transformation Pioneer List" by the annual jury committee, symbolizing the Group's success in digitalization transformation. The Group is committed to establishing a sound talent development and incentive system to safeguard the realization of the Group's strategic objectives. During the year, the Group achieved a significant increase in major operating indicators, which was far beyond expectations and had brought satisfactory incentive results.

- **行政開支**

行政開支主要包括管理人員薪酬(含以股權結算的股份獎勵開支)及辦公樓、職工宿舍與設施折舊費用及其他日常行政開支費用等。年內，本集團錄得行政開支人民幣852.4百萬元(2022年：人民幣730.2百萬元)，同比增加人民幣122.2百萬元或16.7%，主要是由於：1)本集團為部分逐步投產的新牧場配備了經驗豐富的管理人員及必要的資源，以保障在初期能夠穩定運營，因而增加了行政開支。這些新牧場產能及效益釋放存在一定的滯後性，但本集團預期這些新牧場在完全達產後將會為本集團持續帶來業績貢獻；2)本集團併購公司的行政開支在相應年度計入本集團合併財務報表的期間段不同所帶來的影響；3)隨着本集團業務規模的擴大，為匹配集團的戰略發展需要，適當增加了管理人員數量及增加了信息化、數智化建設的投入，相應行政開支增長。年內本集團榮獲2023CDI中國數字化企業TOP20及鼎革獎數字化轉型先鋒榜年度評委會大獎，標誌着本集團在數字化轉型所取得的成功。本集團致力於建立健全人才發展與激勵體系，為本集團戰略目標的實現保駕護航。年內，本集團主要生產運營指標取得大幅增長，遠超預期，達到了令人滿意的激勵效果。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

預期信貸虧損模型下減值虧損，扣除撥回

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Impairment losses recognised in respect of:	就下列各項確認的減值虧損：		
Trade receivables	應收貿易賬款	17,216	1,965
Other receivables	其他應收款項	62	30
Total	合計	17,278	1,995

During the year, the impairment losses under expected credit loss model, net of reversal of the Group amounted to RMB17,278 thousand (2022: RMB1,995 thousand). The Group has assessed the corresponding expected credit loss of its trade receivables based on the principle of prudence, resulting an increase in expected credit losses based on the expected credit loss model. However, it does not indicate the ultimate actual losses.

年內，本集團預期信貸虧損模型下減值虧損，扣除撥回為人民幣1,727.8萬元(2022年：人民幣199.5萬元)。主要是由於本集團基於謹慎原則評估本集團的應收貿易賬款的預期信貸虧損，並根據預期信貸虧損模型計提預期信貸虧損額增加所致，但並不表示是最終實際損失。



Other Gains and Losses, Net

During the year, net gains arising from other gains and losses amounted to RMB5.2 million (2022: net losses of RMB376.7 million) mainly consisting of net amount of foreign exchange (gains)/losses, fair value (gain)/loss on derivative financial instruments. The breakdown of other gains and losses is as follows:

其他收益及虧損淨額

年內，本集團錄得其他收益及虧損所產生的收益淨額為人民幣5.2百萬元(2022年：虧損淨額人民幣376.7百萬元)，主要包括外匯(收益)/虧損淨額、衍生金融工具的公平值(收益)/虧損等。其他收益及虧損明細如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other gains and losses, net:	其他收益及虧損淨額：		
Net foreign exchange loss	外匯虧損淨額	77,638	377,346
Loss/(gains) on disposal of property, plant and equipment	出售物業、廠房及設備的虧損/(收益)	12,081	(15,322)
Loss/(gains) on termination of lease agreements	終止租賃協議的虧損/(收益)	10	(3,652)
Loss on disposal of other intangible assets	處置其他無形資產的虧損	12,386	165
Gain on disposal of assets classified as held for sale	處置分類為持作出售的資產的收益	(4,470)	-
Loss on disposal of a subsidiary	處置一間子公司的損失	215	-
Impairment losses of property, plant and equipment	物業、廠房及設備減值虧損	-	1,895
Gain on remeasurement of previously held interests	重新計量之前持有的權益的收益	(5,050)	-
Fair value gain on structured deposits	結構性存款的公允價值收益	-	(2,465)
Fair value loss/(gain) on derivative financial instruments	衍生金融工具的公平值虧損/(收益)		
Foreign currency forward contracts	外匯遠期合約	59,371	2,172
Foreign currency option contracts	外匯期權合約	(74,430)	(53,321)
Capped and floored cross currency swap	封頂封底交叉貨幣掉期	(80,640)	69,844
Changes in other liabilities	其他負債變動	(4,034)	-
Others	其他	1,750	-
Total	合計	(5,173)	376,662



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance Costs

During the year, the Group's finance costs amounted to RMB521.2 million (2022: RMB379.6 million), representing an increase of 37.3% yoy. Among which, 1) the financial costs for interest-bearing borrowings were RMB433.1 million (2022: RMB368.9 million), a yoy increase of 17.4%, which was mainly due to the growth in the average size of interest-bearing borrowings, and the average financing cost rate of the Group's interest-bearing borrowings continued to decline; and 2) the financial costs for lease liabilities were RMB72.4 million (2022: RMB36.8 million), a yoy increase of 96.7%, which was mainly due to the increase in the scale of lease liabilities.

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The Group's cash EBITDA amounted to RMB2,495.8 million during the year (2022: RMB2,740.2 million), representing a decrease of 8.9% yoy. The cash EBITDA margin was 18.5% (2022: 22.3%), with a yoy decrease of 3.8 percentage point ("ppt").

Taking into account the above factors, profit attributable to owners of the Company amounted to RMB175.2 million during the year (2022: RMB562.5 million), with a yoy decrease of 68.9%.

During the year, basic earnings per share of the Company (the "Share") was RMB2.23 cents (2022: RMB7.16 cents per Share). Diluted earnings per Share was RMB2.21 cents (2022: RMB7.13 cents per Share).

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 December 2023, the net gearing ratio, which was calculated on the basis of the amount of total interest-bearing borrowings less cash and deposit assets as a percentage of the total equity, was 74.4% (as at 31 December 2022: 85.2%) with a yoy decrease of 10.8 ppt.

As at 31 December 2023, the Group's available and unutilised credit facilities were approximately RMB6,989.0 million (as at 31 December 2022: RMB5,759.9 million). Having considered (i) cash flow forecast from operating activities of continuing operation; (ii) existing financial resources and gearing level of the Group, the Directors believe that the Group's financial resources are sufficient to meet its debt repayment, day-to-day operations, contracted capital expenditures as at 31 December 2023.

財務開支

年內，本集團財務開支為人民幣521.2百萬元(2022年：人民幣379.6百萬元)，同比增長37.3%，其中：1)有息借款的財務開支為人民幣433.1百萬元(2022年：368.9百萬元)，同比增長17.4%，主要是由於平均有息借款的規模增長所致，本集團有息借款的平均融資成本率保持持續下降趨勢；2)租賃負債的財務開支為人民幣72.4百萬元(2022年：36.8百萬元)，同比增長96.7%，主要是租賃負債規模的增長所致。

本公司擁有人應佔溢利

年內，本集團的現金EBITDA為人民幣2,495.8百萬元(2022年：人民幣2,740.2百萬元)，同比減少8.9%。現金EBITDA利潤率18.5%(2022年：22.3%)，同比減少3.8個百分點。

經計及上述因素後，年內，本公司擁有人應佔溢利為人民幣175.2百萬元(2022年：人民幣562.5百萬元)，同比減少68.9%。

年內，每股本公司股份(「股份」)基本盈利為人民幣2.23分(2022年：每股人民幣7.16分)。每股攤薄盈利為人民幣2.21分(2022年：每股人民幣7.13分)。

流動資金、財務資源及槓桿比率

於2023年12月31日，淨槓桿比率(按有息借款總額減現金及存款類資產佔總權益百分比基準計算)為74.4%(於2022年12月31日：85.2%)，同比減少10.8個百分點。

於2023年12月31日，本集團的可動用及未動用信貸融資額度約人民幣6,989.0百萬元(於2022年12月31日：人民幣5,759.9百萬元)。經考慮(i)持續經營業務的經營活動預測現金流量；(ii)本集團的現有財務資源及槓桿水平，董事相信，本集團有充足財務資源清還債務，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。



Operating Activities

During the year, the Group's net cash inflow generated from operating activities amounted to RMB5,449.0 million (2022: net cash inflow of RMB1,577.1 million), which increased by RMB3,871.9 million yoy. The Group has adjusted its working capital management strategy in a timely manner to reduce the occupation of working capital, resulting in an increase in the net cash inflow generated from operating activities.

Investing Activities

During the year, the Group's net cash outflow from investing activities amounted to RMB3,881.1 million (2022: net cash outflow of RMB3,991.5 million), which is decreased by RMB110.4 million yoy, mainly due to the adjustment of the merger and acquisition strategies during the year, resulting in a decrease in the consideration paid for equity acquisitions compared to the previous year.

Financing Activities

During the year, the Group's net cash outflow generated from financing activities amounted to RMB1,633.9 million (2022: net cash inflow of RMB2,588.2 million), mainly due to fine tuning of financing strategies which led to the increase of net repayment of interest-bearing borrowings.

經營活動

於本年度內，本集團的經營活動所產生的現金流量淨流入為人民幣5,449.0百萬元(2022年：淨流入人民幣1,577.1百萬元)，同比增加人民幣3,871.9百萬元。本集團適時調整了營運資金管理策略，減少營運資金佔用，帶來經營活動所產生的現金流量淨流入的增加。

投資活動

於本年度內，本集團的投資活動現金流量淨流出為人民幣3,881.1百萬元(2022年：淨流出人民幣3,991.5百萬元)，同比減少人民幣110.4百萬元，主要是由於年內調整併購策略，相關股權收購對價付款同比減少所致。

融資活動

於本年度內，本集團的融資活動所產生的現金流量淨流出為人民幣1,633.9百萬元(2022年：淨流入人民幣2,588.2百萬元)，主要是由於本集團調整融資策略，相關淨償還有息借款增加所致。



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INTEREST-BEARING BORROWINGS

As at 31 December 2023, the total interest-bearing borrowings of the Group was RMB11,496.7 million (2022: RMB12,470.9 million), representing a yoy decrease of 7.8%.

Details are set out as below:

有息借款

於2023年12月31日，本集團的有息借款總額為人民幣11,496.7百萬元(2022年：人民幣12,470.9百萬元)，同比減少7.8%。

各項借款分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Borrowings:	借款：		
Bank borrowings	銀行借款	7,390,443	8,583,585
Other borrowings	其他借款	547,225	293,819
Long term bonds	長期債券	3,559,003	3,493,016
Short term debenture	短期融資券	-	100,522
		11,496,671	12,470,942
Carrying value repayable:	應償還賬面值：		
Within one year	一年以內	2,595,271	4,989,334
Between one to two years	一至二年內	2,364,698	1,852,203
Between two to five years	二至五年內	6,163,635	4,955,736
Over five years	五年以上	373,067	673,669
		11,496,671	12,470,942



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The following is an analysis of the respective borrowings:

- Bank borrowings**

During the year, the annual interest rate of bank borrowings varied from 1.50% to 8.16% (2022: from 1.65% to 8.16%).

The table below sets forth the short-term and long-term bank borrowings as at 31 December 2023:

各項借款分析如下：

- 銀行借款**

於本年度內，銀行借款的年利率變幅為1.50%至8.16%(2022年：1.65%至8.16%)。

下表列載於2023年12月31日的短期及長期銀行借款：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Bank borrowings:	銀行借款：		
Unsecured borrowings	無抵押借款	5,949,895	7,071,053
Secured borrowings	有抵押借款	1,440,548	1,512,532
		7,390,443	8,583,585
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	2,206,484	4,831,164
Between one to two years	一年至兩年內	2,364,698	1,772,370
Between two to five years	兩年至五年內	2,634,750	1,453,997
Over five years	五年以上	184,511	526,054
		7,390,443	8,583,585



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• Other borrowings

During the year, the annual interest rate of other borrowings varied from 3.35% to 7.65% (2022: from 3.59% to 12.00%).

The table below sets forth the short-term and long-term other borrowings as at 31 December 2023:

• 其他借款

於本年度內，其他借款的年利率變幅為3.35%至7.65%(2022年：3.59%至12.00%)。

下表列載於2023年12月31日的短期及長期其他借款：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other borrowings:	其他借款：		
Unsecured borrowings	無抵押借款	531,807	268,403
Secured borrowings	有抵押借款	15,418	25,416
		547,225	293,819
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	353,251	22,704
Between one to two years	一年至兩年內	-	79,833
Between two to five years	兩年至五年內	5,418	43,667
Over five years	五年以上	188,556	147,615
		547,225	293,819

• Long term bonds

• 長期債券

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	35,536	34,944
Between two to five years	兩年至五年內	3,523,467	3,458,072
		3,559,003	3,493,016



GROUP STRUCTURE

Save for disclosed in this report, during the year, there was no material change in the structure of the Group.

CAPITAL STRUCTURE

As at 31 December 2023, the total number of ordinary shares in issue of the Company was 7,915,662,048 shares (31 December 2022: 7,915,662,048 shares).

As at 31 December 2023, the net assets attributable to owners of the Company amounted to approximately RMB11,201.0 million (31 December 2022: approximately RMB11,264.1 million), the net borrowings of the Group (total interest-bearing borrowings less cash and deposit assets) amounted to approximately RMB8,813.2 million (31 December 2022: approximately RMB9,921.7 million).

CONTINGENT LIABILITIES AND PLEDGE OF ASSETS

As at 31 December 2023, no buildings and equipment of the Company (31 December 2022: nil) were pledged as security for the Group's borrowings.

As at 31 December 2023, biological assets with carrying value of RMB695.4 million (31 December 2022: RMB831.8 million), no time deposits (31 December 2022: RMB131.4 million), trade receivables of RMB12.9 million (31 December 2022: RMB19.7 million) and properties of RMB24.0 million (31 December 2022: RMB127.0 million) were pledged as security for the Group's borrowings.

Except as disclosed above, the Group did not have any significant contingent liabilities as at 31 December 2023 and 2022.

本集團架構

除本報告披露者外，於年內本集團架構並無發生任何重大變動。

資本架構

於2023年12月31日，本公司已發行普通股股份總數為7,915,662,048股(2022年12月31日：7,915,662,048股)。

於2023年12月31日，本公司擁有人應佔淨資產約為人民幣11,201.0百萬元(2022年12月31日：約人民幣11,264.1百萬元)，本集團淨借款(有息借款總額減現金及存款類資產)約為人民幣8,813.2百萬元(2022年12月31日：約人民幣9,921.7百萬元)。

或然負債及資產抵押

於2023年12月31日，本公司無樓宇及設備(於2022年12月31日：無)被抵押作本集團借款的擔保。

於2023年12月31日，生物資產的賬面值為人民幣695.4百萬元(2022年12月31日：人民幣831.8百萬元)、無定期存款(2022年12月31日：人民幣131.4百萬元)、應收賬款人民幣12.9百萬元(2022年12月31日：人民幣19.7百萬元)以及不動產人民幣24.0百萬元(2022年12月31日：人民幣127.0百萬元)已抵押作本集團借款的擔保。

除上文所披露者外，於2023年及2022年12月31日，本集團並無任何重大或然負債。



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CAPITAL COMMITMENTS

As at 31 December 2023, the Group's capital commitments in relation to the acquisition of property, plant and equipment amounted to RMB281.1 million (31 December 2022: RMB261.8 million) with an increase of RMB19.3 million.

MATERIAL ACQUISITIONS AND DISPOSALS

During the year, the Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures.

SIGNIFICANT INVESTMENTS

Saved as disclosed elsewhere in this report, the Group had no significant investments during the year.

PLANS FOR MATERIAL INVESTMENTS OR CAPITAL

Saved as disclosed elsewhere in this report, the Group does not have any concrete plans for material investments and capital assets.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as otherwise disclosed in this report, our Directors have confirmed that, as of 31 December 2023, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Saved as disclosed elsewhere in this report, no other material events occurred during the year and up to the date of this report.

資本承諾

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諾為人民幣281.1百萬元(2022年12月31日：人民幣261.8百萬元)，同比增加人民幣19.3百萬元。

重大收購及出售

本集團年內並無任何重大收購或出售附屬公司、聯營公司或合營公司。

重大投資

除本報告其他部分所披露外，於本年度內，本集團並無重大投資。

重大投資或資本計劃

除本報告其他部分所披露者外，本集團並無任何重大投資及資本資產的具體計劃。

基於上市規則的持續披露責任

除本報告另有披露外，董事確認截至2023年12月31日，本公司未有基於香港聯合交易所有限公司證券上市規則(「上市規則」)第13.13至第13.19條需要披露的事項。

除本報告其他部分所披露外，於本年度內及截至本報告日期，概無發生其他重大事項。



FINANCIAL MANAGEMENT POLICIES

The Group mainly operates its business in mainland China, and the foreign exchange risks related to its operations are not significant. Even so, the Group still strictly monitors and controls potential financial risks. The Group's major financial instruments include equity instruments at FVTOCI, trade and other receivables, pledged bank deposits, bank balances and cash, trade and other payables, bank borrowings, other borrowings, long term bonds, short term debenture and derivative financial instruments. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk.

The Group was primarily subject to foreign currency risk from the movement of the exchange rates between RMB against USD. We manage the foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into foreign currency option contracts or capped and floored cross currency swap, when necessary, to manage its foreign exchange exposure.

We manage the interest rate risk (if any) by performing regular reviews of the Group's net interest rate exposures and may enter into interest rate swap contracts, when necessary, to manage its interest rate exposure.

For credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action if necessary is taken to recover overdue debts.

The management believes the risks associated with the financial instruments were properly managed and didn't pose material impact to the Group's operation.

財務管理政策

本集團主要於中國內地經營業務，與營運有關的外匯風險並不重大，雖然如此，本集團然嚴密把控潛在的財務風險。本集團的主要金融工具包括按公允價值計量且其變動計入的權益工具、貿易及其他應收款項、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、銀行借款、其他借款、長期債券、短期債券及衍生金融工具、風險與這些金融工具相關的包括市場風險(貨幣風險和利率風險)、信用風險和流動性風險。

本集團主要可能需面對承受人民幣兌美元匯率變動的外匯風險。我們通過定期審查集團的淨外匯風險，並可能在必要時簽訂外幣期權合約或上下限交叉貨幣掉期來管理其外匯風險。

我們通過定期審查集團的利率風險淨敞口，並可能在必要時訂立利率掉期合約以管理其利率風險(如有)。

就信貸風險而言，本集團管理層已委派一個團隊負責釐定信貸限額及信貸審批。在接納任何新客戶前，本集團使用內部信用評分系統評估潛在客戶的信用質量，並按客戶界定信用額度。每年審查兩次客戶的交易額度和評分，本監控程式已行之有效，在必要時將採取跟進行動以收回逾期債務如適用。

管理層認為與金融工具相關的風險已得到妥善管理，對本集團的經營沒有構成重大影響。



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HUMAN RESOURCES AND REMUNERATION OF EMPLOYEES

As at 31 December 2023, the Group had approximately 8,873 employees (31 December 2022: 8,455 employees) in the PRC and Hong Kong. As a result of continuous expansion of the Group's business scale, the number of employees increased during the year, and the total staff costs of the Group amounted to (excluding equity-settled share award expense) approximately RMB1,087.0 million (2022: RMB976.0 million).

A defined contribution plan is a pension plan under which the Group pays fixed contributions to publicly administered pension insurance plans on a mandatory basis. Payments to defined contribution retirement benefit under the state-managed retirement benefit schemes in the PRC (the "**State-managed Retirement Benefit Schemes**") are charged as an expense when employees have rendered service entitling them to the contribution. The PRC employees of the Group are eligible members of the State-managed Retirement Benefit Schemes operated by the government of the PRC. The employees of the PRC subsidiaries of the Company are required to contribute in accordance with employee pension insurance and other insurance benefits requirements on monthly basis to the State-managed Retirement Benefit Schemes to fund the benefits. The only obligation of the Group with respect to the State-managed Retirement Benefit Schemes is to make the required contributions under the schemes. Employees in Hong Kong are provided with retirement benefits, under the Mandatory Provident Fund scheme and medical insurance.

In 2023, based on the needs of business development, the Group formulated a human resources strategy consisted of five key initiatives, i.e. reshaping cultural strength, upgrading organizational management, accelerating echelon construction, deepening talent recruitment and innovating performance incentives. Its industry-first "four-wheel drivers" leadership model and "diamond" professional power model, through attracting, retaining and cultivating the Company's elite professionals, aimed to create capable generalists, build a first-class talent supply chain system and realize the talent-driven strategy. Moreover, the Group strictly abided by various relevant laws and regulations and offered standardized salary, performance evaluation policies and diversified welfare policies to attract and retain employees, striving to provide all employees with the remuneration and benefits they deserve and being committed to achieving the Group's strategic goals together.

人力資源及僱員薪酬

於2023年12月31日，本集團於中國及香港擁有約8,873名僱員(2022年12月31日：8,455名)。由於本集團業務規模的不斷擴大，相應僱員數量增長，於年內本集團總員工成本(不含以股權結算的股份獎勵開支)約為人民幣1,087.0百萬元(2022年：人民幣976.0百萬元)。

界定供款計劃屬退休金計劃，由本集團向公開管理的退休金保險計劃作出強制性固定供款。向中國的國家管理退休福利計劃(「**國家管理退休福利計劃**」)項下界定供款退休福利所作的供款於僱員已提供可使其享有供款的服務時作為開支扣除。本集團的中國僱員為中國政府營辦的國家管理退休福利計劃的合資格成員。本公司於中國的附屬公司的員工須按員工養老保險及其他險金的要求每月向國家管理退休福利計劃作出供款以撥付有關福利。本集團於國家管理退休福利計劃的唯一責任為根據有關計劃作出規定的供款。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，並提供醫療保險。

本集團2023年度基於業務發展需求，為之匹配合適的人力資源戰略，圍繞「重塑文化力量、升級組織管理、加速梯隊建設、深化人才招聘、革新績效激勵」五項重點舉措，行業首發四驅領導力模型和鑽石專業力模型，通過吸引、保留、培養公司精英型專才，打造有本事有能力的通才，建設一流的人才供應鏈體系，實現人才驅動戰略。另外，本集團嚴格遵守各種相關法律法規，並提供規範化的薪酬、績效政策以及多樣化的福利政策以吸引和保留員工，努力為全體員工提供應當享有的薪酬與福利，致力於共同實現集團的戰略目標。



SOCIAL RESPONSIBILITY

Upholding the principle of “safety and quality come first”, the Group is proactive when it comes to fulfilling its social responsibility. The Group devotes great effort to strike a balance between business growth and social responsibility, so as to convey the Group’s care and blessing to all stakeholders. The Group is committed to improving the quality of its products by providing consumers with a commitment to provide healthy, safe, nutritious and high-quality dairy products. Meanwhile, it adheres to the production principle of energy conservation and environmental protection.

The Group actively promotes the economic development of the surrounding areas where the farms are located and increases the income of local residents. The Group actively implements the precise poverty alleviation policy, responds to the call of poverty alleviation, and is devoted to poverty alleviation within the industry and society. Firstly, the contracts of silage planting were signed with local farmers in the farming areas to reduce the impact of natural disasters on crop harvest and simultaneously solve the local employment problem. The Group’s farms provide multiple jobs throughout the country, effectively alleviating the pressure of surplus rural labor force and increasing the income of local farmers. The Group also undertakes social responsibility and promotes local economic development through measures such as making direct donation of materials, money and paying visits to nursing homes. During the year, the Group has made charitable and other donations amounted to approximately RMB5.04 million.

PROSPECTS

With the corporate vision of “establishing a whole dairy value chain, innovating with digital intelligence, and becoming a global dairy farming leader”, the Group will focus on “three-JIAN (diligence, simplification, synergism) (in Chinese pinyin: Qín Jiǎn, Jiǎn Huà, Jiǎn Shǎo)”, reduce four types of expenditures, and implement eight major initiatives. All departments are cohesive and eager to actively respond to internal and external challenges. During the year, the Group adhered to the operational strategy of “One-Low, Four-High”, which refers to low operating costs, high economic benefits, high performance achievements, a high employee happiness index and high-quality development. We will continue to solidify our conventional core business of raw milk production and concurrently and dynamically fine tune the New Business segments in response to any headwind.

社會責任

本集團積極履行社會責任，秉持安全質量為先的原則，努力在發展業務與社會責任之間取得平衡，讓廣大持份者感受到本集團傳遞的關愛和幸福。本集團踐行為消費者提供健康安全、營養豐富、品質優異乳品的承諾，致力提升產品質量，同時秉承實現節能環保的生產原則。

本集團積極帶動牧場所在週邊經濟發展，增加當地居民收入。本集團積極落實精準扶貧政策，響應扶貧號召，做好行業扶貧，社會扶貧。首先，主動與牧場所在地農戶簽訂青貯種植合同，減少自然災害對百姓農作物收穫的影響。同時解決當地人員就業問題，本集團的牧場在全國各地提供多個崗位，有效緩解農村剩餘勞動力壓力，增加當地農民收入。本集團也以直接捐贈物資、捐贈金錢、探訪養老院等多種方式，承擔社會責任，促進當地經濟發展。年內，本集團作出的慈善及其他捐款約為人民幣5.04百萬元。

展望

本集團在「佈局產業鏈，數智創新，做全球牧業引領者」的企業願景下，圍繞「抓三JIAN(勤儉，簡化，減少)、降四費、落八大」的三大策略，各部門上下同心，踔厲奮發，積極應對內外部挑戰。年內，本集團堅持「一低四高」的營運策略，即低即低運營成本、高經濟效益、高績效達成、高員工幸福指數及高質量發展。我們持續鞏固傳統原料奶生產核心業務，並同時動態調整新的業務板塊以應對任何挑戰。



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Modern Dairy will adhere to the full dairy value chain layout, highly emphasizing the combination of ecology and technology, continuously upgrading various nodes in the cycle from “a blade of grass to a glass of milk”. Meanwhile, we will fully leverage the complementary synergies of breeding, feed, forage, intelligent e-commerce platforms and raw milk business to enhance the Group’s comprehensive business capabilities, corporate management level, operational performance and risk resilience.

In 2024, Modern Dairy will spare no effort to build the “striving system towards to be the first” and adopt “Breakthrough Beyond Limits, Innovation Embraces Victories” as our motto. While ensuring safety and maintaining integrity, we will benchmark against the best, explore growth opportunities, and inspire talented individuals. We are committed to our principles of strategies, cost-leading, full dairy value chain layout, and prioritizing talents, while driving high-quality development through innovation. It will provide a strong guarantee for the continuous expansion and upgrading of the domestic Chinese dairy consumption market and lead the industry in achieving a substantial development.

In the future, guided by the “Five-Year Leading Plan”, Modern Dairy will continue adhering to “technological innovation”. We will enhance digitalization throughout our entire value chain, speed up our transition to green practices, ensure a smooth succession of talents, and promote industry collaboration. Our aim is to provide higher-quality raw milk to our downstream partners and contribute to the industry’s high-quality development.

We expect that the herd size of dairy cows of the Group could reach more than 500,000 heads by 2025, with an annual milk yield of 3.6 million tons. Modern Dairy will continue to actively undertake the responsibility of revitalizing the national dairy industry through leading the industry towards a sustainable development model of digital intelligence innovations and low-carbon environmental protection, and will also keep improving the ecology of the whole dairy value chain to build itself into one of the world’s leading and socially responsible dairy farming groups.

現代牧業將堅持全產業鏈佈局，高度重視「生態與科技」的結合，持續升級「從一棵草到一杯奶」循環中的各個節點。同時，我們會充分發揮育種、飼料、草業、數智平台與核心原料奶業務的互補協同效益，提升本集團的綜合業務能力、企業管理水平、經營業績以及抗風險能力。

2024年，現代牧業將全力打造「邁向第一的奮鬥系統」，並以「突破無止境，創新贏未來」為行動綱領。在保安全和守廉潔的底線思維下，強對標、挖增長、激牛人；堅守戰略規劃不變，成本領先不變、全產業鏈佈局不變、人才至上不變的理念，以創新驅動高質量發展，為國內乳製品消費市場持續擴大和升級提供有力保障，領跑行業，實現長足發展。

未來，在「五年領跑計畫」的指引下，現代牧業將繼續堅持以「科技創新」為引領，提升全產業鏈數智化水準，加快綠色轉型，實現人才的傳承和行業的融通發展；為下游夥伴提供更高品質的原奶，為行業高品質發展打造新動能。

我們預期至2025年本集團奶牛存欄可達至50萬頭以上，爭取年產鮮奶達360萬噸的目標。現代牧業將繼續積極承擔國家奶業振興之責，引領行業邁向數智創新、勵行低破環保的可持續發展模式，並繼續完善全產業鏈生態，打造全球領先及具社會責任的牧業集團之一。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. SUN Yugang, aged 43, is an executive Director of the Company and chief executive officer of the Group. Mr. Sun was a manager of the finance and investment department of Inner Mongolia Mengniu Dairy (Group) Co., Ltd. between May 2002 and March 2007. Mr. Sun was the chief financial officer, executive director and vice president of the Company from March 2007 to September 2016. Mr. Sun re-joined the Group in November 2019 as an executive Director of the Group. He was promoted to the chief executive officer of the Group on 30 June 2022. Mr. Sun graduated from Inner Mongolia Finance and Economics College, majoring in accounting. Mr. Sun received his master of business administration degree from China Europe International Business School in 2023. Mr. Sun has extensive management and operation experience in corporate finance, international financing, corporate governance, investment, mergers and acquisitions and the dairy industry.

Mr. ZHU Xiaohui, aged 53, has been appointed as a non-executive Director of the Company and the vice president of the Group on 1 July 2021, and has been re-designated as an executive Director of the Company and the chief financial officer of the Group on 30 November 2021 and has been in charge of finance, procurement, information and compliance management since January 2024. Mr. Zhu joined Fuyuan International in August 2014 and served as the vice president of Fuyuan International from August 2014 to December 2018, the senior vice president of Fuyuan International from December 2018 to June 2019 and the vice president and the secretary of the board of directors of Fuyuan International since March 2020. Prior to joining Fuyuan International, Mr. Zhu had spent approximately 18 years with COFCO Group and approximately 4 years with Dalian Wanda Group Inc., Ltd serving as senior management positions. Mr. Zhu has over 30 years of experience in corporate governance, financial management, financing, investment, mergers and acquisitions, and management of large enterprises, and also has extensive operation and management experience in the dairy farming industry. Mr. Zhu graduated from Guangdong University of Foreign Studies with a bachelor's degree in international business administration and the University of International Business and Economics with a master's degree in business administration.

執行董事

孫玉剛先生，43歲，為本公司執行董事兼本集團的總裁。孫先生於2002年5月至2007年3月期間為內蒙古蒙牛乳業(集團)股份有限公司財務及投資部經理。孫先生於2007年3月至2016年9月期間為本公司首席財務官、執行董事及副總裁。孫先生於2019年11月重新加入本集團擔任本集團執行董事。彼於2022年6月30日獲晉升為集團總裁。孫先生畢業於內蒙古財經學院，主修會計。孫先生於2023年獲得中歐國際工商學院工商管理碩士學位。孫先生於企業財務、國際融資、企業管治、投併購及乳品業擁有豐富的管理及運營經驗。

朱曉輝先生，53歲，於2021年7月1日獲委任為本公司非執行董事兼本集團副總裁，並於同年11月30日調任為本公司執行董事兼本集團首席財務官，2024年1月分管財務、採購、信息及合規管理工作。朱先生於2014年8月加入富源國際，自2014年8月至2018年12月任富源國際副總裁，自2018年12月至2019年6月任富源國際高級副總裁，自2020年3月起任富源國際副總裁兼董事會秘書。加入富源國際前，朱先生曾於中糧集團任高級職位約18年，於大連萬達集團股份有限公司任職高管約4年。朱先生於企業管治、財務管理、融資及投併購以及大型企業管理方面擁有逾30年經驗，亦於牧業擁有豐富的經營及管理經驗。朱先生畢業於廣東外語外貿大學及對外經濟貿易大學，分別獲授國際企業管理學士學位及工商管理碩士學位。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

NON-EXECUTIVE DIRECTORS

Mr. ZHAO Jiejun, aged 47, joined the Group as a non-executive Director of the Company in January 2019 and was appointed as the vice chairman of the board of directors of the Company in July 2021. He was redesignated to the chairman of the board of directors of the Company on 1 February 2023. Mr. Zhao is currently the vice president and the head of milk sourcing and animal husbandry industry chain business unit of Mengniu Group, and is responsible for strengthening and collaborating the management of animal husbandry industry segment. Mr. Zhao has served successively as regional manager, sales director, general manager of operation and general manager of planning and logistics of Mengniu Group. Mr. Zhao also currently serves as a non-executive director of China Shengmu Organic Milk Limited (stock code: 1432. HK). Mr. Zhao has almost 20 years of experience in the dairy industry and, with profound leadership, he specializes in both sales management, supply chain management and dairy farms segment management. Mr. Zhao has in-depth knowledge of the PRC dairy market and great foresight in the PRC dairy industry. Mr. Zhao graduated from Beijing University of Aeronautics and Astronautics with a master's degree in information engineering and management.

Mr. ZHANG Ping, aged 59, joined the Group as a non-executive Director of the Company in March 2016. Mr. Zhang Ping joined Mengniu Group in 2014 and was appointed as an executive director of China Mengniu Dairy Company Limited (stock code: 2319.HK) in December 2021. He is currently a vice president and the chief financial officer of Mengniu Group. Mr. Zhang Ping is also a non-executive director of Yashili International Holdings Ltd (former stock code: 1230. HK) and China Shengmu Organic Milk Limited (stock code: 1432. HK), and a non-independent director of Shanghai Milkground Food Tech Company Limited (stock code: 600882.SH) which is listed on the Shanghai Stock Exchange. Mr. Zhang Ping is also a director of a number of Mengniu's subsidiaries, including its major subsidiaries Inner Mongolia Mengniu Dairy (Group) Company Limited and Inner Mongolia Tegaoxin 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 Ping worked in Swire Beverages group companies as manager responsible for internal audit and system development, finance director, general manager of bottler manufacturing company and chief executive officer of Coca-Cola Bottlers Manufacturing Holdings Limited. Mr. Zhang Ping graduated from the Beijing Information Science and Technology University with a Master's Degree in Management Engineering.

* For identification purposes only

非執行董事

趙傑軍先生，47歲，於2019年1月加入本集團出任本公司的非執行董事，於2021年7月彼獲委任為本公司董事會副主席，並於2023年2月1日再調任為本公司董事會主席。趙先生現為蒙牛集團副總裁，奶源及牧業產業鏈負責人，並強化協同牧業板塊管理。趙先生歷任蒙牛集團銷售大區經理、銷售總監、營運總經理及規劃及物流總經理。趙先生目前亦擔任中國聖牧有機奶業有限公司(股份代號：1432.HK)的非執行董事。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、供應鏈管理及牧場板塊管理。趙先生對中國的乳製品市場有深入瞭解，並對中國乳製品行業有敏銳的洞察力。趙先生畢業於北京航空航天大學，取得信息工程與管理碩士學位。

張平先生，59歲，於2016年3月加入本集團出任本公司的非執行董事。張平先生於二零一四年加入蒙牛集團，並於2021年12月獲委任為中國蒙牛乳業有限公司(股份代號：2319.HK)的執行董事。現任蒙牛集團副總裁兼首席財務官。張平先生亦為雅士利國際控股有限公司(前股份代號：1230.HK)以及中國聖牧有機奶業有限公司(股份代號：1432.HK)的非執行董事，及在上海證券交易所上市的上海妙可藍多食品科技股份有限公司(股份代號：600882)之非獨立董事。張平先生亦是蒙牛多家附屬公司，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。張平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。張平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。



DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. CHEN Yiyi, aged 49, joined the Group as a non-executive Director in February 2023. Mr. Chen is also a vice president and head of strategic management of Mengniu Group, and is responsible for the strategic and investment management. Before joining Mengniu Group, Mr. Chen worked for many well-known international companies such as Nestle SA, International Paper Co, Tetra Pak Sidel, China Resources Enterprise and listed companies in Hong Kong and Mainland China for 25 years serving as the national commercial manager, North Asia regional director, vice chief strategy officer, president and executive director and other senior management positions. Having served in the fast-moving consumer goods industry such as dairy and retail industry for many years, Mr. Chen has had extensive experience in industrial operation integration, strategic planning management, corporate cooperation and mergers and acquisitions and industry-wide vision and international business experience. Mr. Chen graduated from Fudan University with Bachelor's degree in law.

Ms. GAN Lu, aged 41, joined the Group as a non-executive Director of the Company in April 2020. Ms. Gan is the chief investment officer of Beijing Hosen Capital Management, LLP ("**Hosen Capital**"), one of the first private equity management institutions registered with the China National Development and Reform Commission pursuant to the new equity investment regulations. Ms. Gan is also the person-in-charge of the office of Hosen Capital in Hong Kong. Ms. Gan joined Hosen Capital in 2018. Ms Gan has over 14 years experience in the financial and investment sectors. Before joining Hosen Capital, Ms. Gan worked for the Hong Kong office of New Hope Group Co., Ltd, for four years as head of its Hong Kong office and chief investment officer of its financial division. Ms. Gan also worked for China International Capital Corporation Limited (CICC) in Beijing and Hong Kong for six years as the head of the Hong Kong operations support coordination department. Ms. Gan graduated from The University of Hong Kong with a master's degree in business administration.

陳易一先生，49歲，於2023年2月加入本集團擔任非執行董事。陳先生同時為蒙牛集團副總裁，集團戰略管理負責人，負責戰略和投資管理。加入蒙牛集團前，陳先生25年來先後服務於雀巢、國際紙業、利樂西得樂、華潤創業等多家知名國際企業及香港和內地上市公司，並分別擔任全國商務經理、北亞區總監、戰略副總裁，總裁及執行董事等高級管理職務。陳先生在快消品包括乳業及零售業服務多年，在產業運營整合、戰略規劃管理及企業合作併購領域擁有豐富的經驗，具備全行業視野和國際業務經驗。陳先生畢業於復旦大學，擁有法學學士學位。

甘璐女士，41歲，於2020年4月加入本集團出任本公司的非執行董事。甘女士為北京厚生投資管理中心(「**厚生投資**」)(根據新股權投資法規向中國國家發展改革委委員會登記的首批私募股權管理機構之一)的投資總監。甘女士亦是厚生投資香港辦公室的負責人。甘女士於2018年加入厚生投資。甘女士在金融投資領域擁有逾十四年經驗。加入厚生投資前，甘女士曾在新希望集團有限公司香港辦公室任其香港辦公室負責人兼金融事業部投資總監工作四年。甘女士亦曾在中國國際金融股份有限公司北京和香港分部工作六年，擔任香港營運支持協調部負責人。甘女士畢業於香港大學，獲工商管理碩士學位。



DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Shengli, aged 58, is an independent non-executive Director of the Company. Mr. Li is currently an independent non-executive director of AUSTASIA GROUP PTE. LTD. (stock code: 2425. HK). Mr. Li graduated from Shihezi Agricultural College with a bachelor's degree in animal husbandry and veterinary science in July 1987. He then obtained his doctorate degree in animal nutrition science from China Agricultural University in July 1996. Since 2003, Mr. Li has been with China Agricultural University, working as an assistant professor and professor in multiple times. Mr. Li is currently the vice-director (Animal Nutrition) of the State Key Laboratories, director of the Sino-US Dairy Research Center of China Agricultural University, director of the Sino-Dutch Dairy Development Center, chief scientist in national dairy products industry technology system, a specialist to the China School Milk Programme and a specialist in the Cattle and Poultry Research Centre of Beijing Sanyuan Breeding Technology Co., Ltd. Mr. Li is a specialist to the Working Committee of National Dairy Herd Improvement Programme (DHI) of the Dairy Association of China and the chairman of China Institute of Animal Husbandry and Veterinary Cattle Chapter. Up to October 2022, Mr. Li served as an independent director of Xinjiang Tianrun Dairy Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600419). In 2007, Mr. Li obtained a patent on Rubeili (乳倍利), a type of high-energy and high-protein supplementary feed for dairy cows. Mr. Li was awarded the second prize and a prize of the Beijing Science and Technology Award in 2000 and 2007, respectively, and was recognized by the Beijing Municipal Government as "Top 10 Scientists with Contribution to the Economic Development in Rural Villages of Beijing" in 2009. He also received the first prize for advancement in science and technology awarded by the Education Department in 2012, the first prize for Chinese Agricultural Science awarded by the Ministry of Agriculture in 2013 and the second prize of National Scientific and Technological Progress Award in 2014.

獨立非執行董事

李勝利先生，58歲，為本公司的獨立非執行董事。李先生目前擔任澳亞集團有限公司(股份代號：2425.HK)的獨立非執行董事。李先生於1987年7月在石河子農學院畢業，持有畜牧獸醫科學的學士學位。彼繼而於1996年7月獲頒發中國農業大學的動物營養學博士學位。自2003年以來，李先生一直在中國農業大學多次擔任副教授及教授。李先生現為國家重點實驗室(動物營養學)副主任、中國農業大學中美乳品研究中心主任、中荷奶業發展中心主任、國家奶牛產業技術體系首席科學家、國家學生飲用奶計劃專家及北京三元種業科技股份有限公司畜牧研究院專家。李先生為中國奶業協會全國奶牛生產性能測定工作委員會專家及中國畜牧獸醫學會養牛分會理事長。直至2022年10月李先生為新疆天潤乳業股份有限公司(上海證券交易所上市，股份代號：600419)的獨立董事。於2007年，李先生獲得乳倍利專利，而乳倍利為餵飼乳牛所用的一種高能量及高蛋白質補充劑。李先生於2000年及2007年分別獲頒發北京市科學技術獎的二等獎及獎項，於2009年獲北京市政府評選為「對北京農村經濟發展作出貢獻的「十佳」科學家」，並於2012年獲得教育部科技進步一等獎，2013年獲得農業部中華農業科技獎一等獎及2014年獲得國家科技進步二等獎。



DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. LEE Kong Wai Conway, aged 69, is an independent non-executive Director of the Company. Mr. Lee is currently an independent non-executive director of West China Cement Limited (stock code: 2233. HK), Chaowei Power Holdings Limited (stock code: 0951. HK), NVC International Holdings Limited (stock code: 2222. HK), GCL New Energy Holdings Limited (stock code: 0451. HK) and Intchains Group Limited (a company listed on NASDAQ Stock Market, stock code: ICG). Mr. Lee was an independent non-executive director of Guotai Junan Securities Limited Co., Ltd (stock code: 2611. HK), GOME Retail Holdings Limited (stock code: 0493.HK) and WH Group Limited (stock code: 0288. HK) until 30 November 2023, 21 September 2023 and June 2022, respectively. He was also an independent non-executive director of Yashili International Holdings Limited (stock code: 1230. HK, whose shares have been delisted since 5 July 2023), a subsidiary of Mengniu. Mr. Lee is a member of the Institute of Chartered Accountants in England and Wales, The Chartered Accountants, Australia and New Zealand, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. Lee was a member of Chinese People's Political Consultative Conference of Hunan Province from 2008 to 31 December 2017. Mr. Lee has over 30 years of experience in public accounting and auditing, corporate finance, merger and acquisition and initial public offerings. From September 1980 to September 2009, Mr. Lee served as a partner of Ernst & Young and held key leadership positions in his development of the firm in China.

李港衛先生，69歲，為本公司的獨立非執行董事。李先生現時為中國西部水泥有限公司(股份代號：2233.HK)、超威動力控股有限公司(股份代號：0951.HK)、雷士國際控股有限公司(股份代號：2222.HK)、協鑫新能源控股有限公司(股份代號：0451.HK)、聰鏈集團公司(在美國納斯達克證券市場上市，股份代號：ICG)的獨立非執行董事。直至2023年11月30日彼亦為國泰君安證券股份有限公司(股份代號：2611.HK)的獨立非執行董事，及直至2023年9月21日擔任國美零售控股有限公司(股份代號：0493.HK)的獨立非執行董事，以及直至2022年6月彼為萬洲國際有限公司(股份代號：0288.HK)的獨立非執行董事。彼亦曾為蒙牛附屬公司雅士利國際控股有限公司(1230.HK，其股份已於本2023年7月5日退市)的獨立非執行董事。李先生為特許會計師公會 – 英格蘭及韋爾斯會員、澳大利亞及新西蘭特許會計師公會會員、英國特許會計師公會會員、香港會計師公會會員及澳門註冊會計師公會會員。從2008年至2017年12月31日止，李先生為中國人民政治協商會議湖南省委員。李先生於執業會計及審核、公司財務、合併及收購以及首次公開發售方面積逾30年經驗。於1980年9月至2009年9月，李先生曾任安永合夥人，並於其會計師行在中國的發展擔任重要的領導職位。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. CHOW Ming Sang, aged 51, has been appointed as an independent non-executive Director of the Company on 1 July 2021. Mr. Chow was the general manager of the Risk and Control Department of the Tahoe Group (the shares of which are listed on the Shenzhen Stock Exchange with stock code: 000732. SZ) from October 2018 to June 2019, overseeing the company's risk management and corporate governance of all business sectors like residential, commercial, hotel, education, insurance, medical, estate management and ageing care. Mr. Chow is currently the managing director of Beijing Xinshi Anye Management Consulting Co., Ltd. and an independent non-executive director of Teamway International Group Holdings Limited (stock code: 1239. HK) and Redco Healthy Living Company Limited (stock code: 2370. HK). He was an independent non-executive director of China Rundong Auto Group Limited (delisted, prior stock code: 1365. HK) until August 2020.

Mr. Chow obtained his bachelor degree in Business Administration (Accounting) from Hong Kong University of Science and Technology in 1995. Mr. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Certified Internal Auditor. Mr. Chow has over 27 years working experience in various industries in auditing, corporate governance and risk management advisory where he was the advisory partner of Ernst & Young (China) Advisory Limited since 2007 and was responsible for managing the Risk Advisory sub-service line's strategic growth and development in various regions of Mainland China since 2011. From 2014 to 2016, Mr. Chow became the Committee member of The Internal Controls General Standards Committee of The Ministry of Finance (PRC) (中國財政部內部控制標準委員會委員), the only Hong Kong resident and Big Four partner being appointed as a committee member. Mr. Chow is also involved in promoting innovation where he acts as start-up coach of over 20 incubators and accelerators in China and Hong Kong to assist young entrepreneurs in enhancing their business from financial and strategic development perspectives.

周明笙先生，51歲，於2021年7月1日被委任為本公司獨立非執行董事。周先生於2018年10月至2019年6月擔任泰禾集團(其股份於深圳證券交易所上市，股份代號：000732.SZ)的風險控制部總經理，監督該公司在住宅、商業、酒店、教育、保險、醫療、物業管理及養老等所有業務領域的風險管理和企業管治。周先生現時擔任北京信實安業管理諮詢有限公司董事總經理、Teamway International Group Holdings Limited(股份代號：1239.HK)以及力高健康生活有限公司(股份代號：2370.HK)獨立非執行董事。直至2022年8月彼亦擔任中國潤東汽車集團有限公司(已退市，前股份代號：1365.HK)獨立非執行董事。

周先生於1995年獲得香港科技大學工商管理(會計)學士學位。周先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員及註冊內部審計師。周先生於審計、企業管治及風險管理諮詢等多個行業擁有逾27年工作經驗，其自2007年起擔任安永(中國)企業諮詢有限公司的諮詢合夥人，自2011年起負責管理中國大陸多個地區風險諮詢分部的戰略增長及發展。自2014年至2016年，周先生擔任中國財政部內部控制標準委員會委員，為唯一獲委任為該委員會委員的香港人士及四大會計師事務所合夥人。周先生亦參與推動創新，在中國及香港擔任20多家創業孵化基地的創業導師，協助年輕創業者從財務和戰略發展角度提升業務。



SENIOR MANAGEMENT

Mr. GUO Wenju, aged 53, is the secretary of the Party Committee of the Group. Mr. Guo joined the Group in July 2021. He served as the deputy secretary of the Party Committee in Mengniu Group from March 2010 to June 2017, and served as the deputy secretary of the Party Committee and secretary of the disciplinary committee in Mengniu Group from July 2017 to December 2020. In 2017, he obtained a master's degree from the graduate school of the Central Party School.

Mr. HAN Chunlin, aged 51, is the vice president and the head of the second operation center of the Group. Mr. Han is also a director of Modern Farming (Group) Co., Ltd. and Helinger Modern Farming Co., Ltd., both of which are subsidiaries of the Company. Mr. Han joined the Group in September 2008 and was appointed as executive director of the Company on 14 November 2008 until 1 April 2020. From February 2006 to July 2008, Mr. Han served as the deputy general manager of marketing in Crayon Xiaoxin (Fujian) Food Co., Ltd. From January 1999 to September 2004, Mr. Han worked as a marketing manager in the liquid milk department of Inner Mongolia Mengniu. Before that, Mr. Han worked as the branch manager of the milk powder department of Inner Mongolia Yili Industrial Group Co., Ltd. from July 1994 to January 1999. Mr. Han has over 17 years of experience in the Chinese catering industry and has extensive experience in marketing and ranching operations. Mr. Han obtained a bachelor's degree in biology from Inner Mongolia University, China in July 1994, and a master's degree in agricultural promotion from China Agricultural University in 2015.

Mr. ZHANG Xue, aged 56, is the vice president of the Group, the chief engineer of the technical department of the Group. Before joining the Group in 2021, Mr. Zhang has been working in ranch technical positions and ranch management for nearly 30 years. He served as the vice president and chief operating officer of Fuyuan International from October 2013 to August 2021, responsible for the overall technology and operations of Fuyuan International. Mr. Zhang has extensive experience in ranch operation and management and is proficient in ranch design, dairy farming and professional technical management in all aspects of the industrial chain. He is one of the famous ranch management experts in China. Mr. Zhang obtained a doctorate degree in animal nutrition from the Bingen Institute, Germany in 2001.

高級管理層

郭文舉先生，53歲，為本集團黨委書記，郭先生於2021年7月加入本集團。2010年3月至2017年6月在蒙牛集團擔任黨委副書記，2017年7月至2020年12月在蒙牛集團擔任黨委副書記、紀委書記。2017年獲中央黨校研究生院碩士學位。

韓春林先生，51歲，為本集團副總裁、運營二中心負責人。韓先生亦為本公司附屬公司現代牧業(集團)有限公司及和林格爾現代牧業有限公司的董事，韓先生於2008年9月加盟本集團並於同年11月14日獲委任為本公司執行董事直至2020年4月1日止。韓先生於2006年2月至2008年7月期間在蠟筆小新(福建)食品有限公司出任營銷副總經理。於1999年1月至2004年9月，韓先生於內蒙古蒙牛的液態奶部門出任營銷經理。在此之前，韓先生於1994年7月至1999年1月在內蒙古伊利實業集團股份有限公司的奶粉部門出任分廠經理。韓先生於中國飲食業積逾17年經驗，有豐富營銷及牧場營運經驗。韓先生於1994年7月獲中國內蒙古大學頒發生物學士學位，韓先生於2015年獲中國農業大學頒發農業推廣碩士學位。

張學先生，56歲，為本集團副總裁、集團技術部總工程師。張先生於2021年加入本集團，在此之前一直從事牧場技術崗位和牧場管理工作近30年。2013年10月至2021年8月擔任富源國際副總裁、首席運營官，負責富源國際技術和運營全面工作，張先生有豐富的牧場運營管理經驗，精通牧場設計和奶牛養殖及產業鏈各方面專業技術管理工作，是國內著名的牧場管理專家之一。張先生於2001年獲得德國賓根學院動物營養專業博士學位。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. SONG Weizheng, aged 43, is the vice president of the Group and the acting CEO of Modern Forage. Mr. Song joined the Group in January 2020 and was in-charge-of the procurement center of the Group, and in August 2021, he was in charge of procurement and sales. He was in charge of procurement, sales and engineering management and in charge of Modern Forage from January 2023 and January 2024, respectively. Before joining the Group, Mr. Song worked in Mengniu Group from December 2001 to December 2019 as the head of the quality inspection department, the head of the production department, the manager of the milk source department, the general manager of the milk source region, and the general manager of the big dairy unified procurement. Mr. Song has extensive experience in procurement and sales. Mr. Song obtained a master's degree in bioengineering from Inner Mongolia University in July 2010.

Ms. YUAN Li, aged 48, is the vice president and head of human resources & administration of the Group. Ms. Yuan joined the Group in July 2021. Before joining the Group, she served as manager, deputy director, director of operation management department, project director of sharing center, and general manager of human resources center of milk source business department of Mengniu Group Headquarters Human Resources Center. She has participated in and successfully led important projects such as organizational reform at all levels, human resources system construction, mechanism innovation, and process optimization of Mengniu Group for many times. She has rich theoretical and practical experience in the field of human resources management. Ms. Yuan obtained a master's degree from Inner Mongolia University of Technology in 2014.

Mr. ZHAO Zunyang, aged 45, is the vice president and the head of the first operation center of the Group. Mr. Zhao joined the Group in April 2010 and served as deputy general manager of the ranch, chief nutritionist and assistant vice president of the Group. Mr. Zhao was promoted to the vice president of the Group on 1 January 2024. Before joining the Group, Mr. Zhao had experience in state-owned enterprises, foreign enterprises and American ranches in the industry. He was proficient in dairy cow nutrition technology and had rich experience in ranch operation and management. Mr. Zhao received a bachelor's degree in animal husbandry from China Agricultural University in July 2000, a master's degree in animal nutrition from China Agricultural University in June 2003 and a doctorate in dairy nutrition from Virginia Tech University in the United States in May 2008.

宋維政先生，43歲，為本集團副總裁、現代飼草執行總裁。宋先生於2020年1月加入本集團，分管集團採購中心工作，2021年8月分管採購和銷售工作，2023年1月分管採購、銷售和工程管理工作，2024年1月分管現代飼草工作。加入本集團前宋先生於2001年12月至2019年12月於蒙牛集團任職質檢處長，生產處長，奶源部經理，奶源大區總經理，大牧業統採總經理等職務，對採銷有豐富經驗。宋先生於2010年7月獲得內蒙古大學生物工程碩士學位。

袁麗女士，48歲，為本集團副總裁、人力及行政負責人。袁女士於2021年7月加入本集團。加入本集團前歷任蒙牛集團總部人力資源中心人事薪酬部經理、副總監、運營管理部總監、共享中心項目總監、奶源事業部人力資源中心總經理等職務。曾多次參與並成功主導過蒙牛集團各級組織變革、人力資源體系構建及機制革新、流程優化等重要項目，在人力資源管理領域具有豐富的理論和實踐經驗。袁女士2014年獲內蒙古工業大學碩士學位。

趙遵陽先生，45歲，為本集團副總裁、運營一中心負責人，趙先生於2010年4月加入本集團，曾擔任牧場副總經理、集團總營養師、助理副總裁。趙先生於2024年1月1日獲晉升為本集團副總裁。加入集團前，趙先生曾在行業內的國企、外企以及美國牧場有從業經歷，精通奶牛營養技術，同時有豐富的牧場運營管理經驗。趙先生於2000年7月獲得中國農業大學畜牧專業學士學位，2003年6月獲得中國農業大學動物營養專業碩士學位，2008年5月獲得美國弗吉尼亞理工大學奶牛營養專業博士學位。



DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. MA Lijun, aged 50, is the vice president and the head of safety and quality of the Group. Mr. Ma joined the Group in February 2024. Before joining the Group, he served as director of quality inspection of the Quality Center, deputy director of the Finished Product Quality Management Center, director of the Quality Management Review Center, senior director of the Quality Management Review Department and senior director of the Inspection Management Department of Mengniu Group. He has rich professional knowledge and practical experience in the field of safety and quality management. Mr. Ma received a bachelor's degree in food science and engineering from Inner Mongolia Agricultural University in 1999.

馬利軍先生，50歲，為本集團副總裁、安全質量負責人，馬先生於2024年2月加入本集團。加入本集團前歷任蒙牛集團質量中心質檢部長、成品質量管理中心副主任、質量管理評審中心總監、質量管理評審部高級總監、檢驗管理部高級總監等職務。在安全質量管理領域有豐富的專業知識和實踐經驗。馬先生於1999年獲內蒙古農業大學食品科學與工程學士學位。



CORPORATE GOVERNANCE REPORT

企業管治報告

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Modern Dairy Holdings Ltd. (the “**Company**”) and the management of the Company and its subsidiaries (collectively, the “**Group**”) are committed to upholding a high standard of corporate governance to safeguard the interests of the shareholders of the Company (the “**Shareholder(s)**”) and the Company as a whole.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code (“**CG Code**”) as set out in Part 2 of Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Company has, throughout the year and up to the date of this announcement, complied with the code provisions set out in the CG Code except for the deviation from code provisions C.1.6.

Code provision C.1.6 of the CG Code provides that non-executive Directors should attend general meetings and develop a balanced understanding of the views of the shareholders of the Company. One non-executive Director was not able to attend the annual general meeting and extraordinary general meeting of the Company held on 6 June 2023 due to his other business engagements.

Save as disclosed above, the Board has reviewed the Company’s corporate governance practices and is satisfied that the Company has been in compliance with all applicable code provisions of the CG Code.

THE BOARD

Role of Directors

The Company is headed by the Board which assumes the responsibility for leadership and control and be collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs. The Board is accountable to the shareholders of the Company (“**Shareholders**”) for managing the Company in a responsible and effective manner. Every Director is committed to act in the best interest of the Company and to contribute their expertise and knowledge to the Company. The Board formulate strategic and holistic strategies, and monitors the Group’s performance on behalf of the Shareholders.

中國現代牧業控股有限公司(「本公司」)董事(「董事」)會(「董事會」)及本公司及其附屬公司(統稱「本集團」)管理層致力於維持高標準之企業管治，以維護本公司股東(「股東」)及本公司之整體利益為目標。

企業管治常規

本公司已採納載於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄C1第二部所載的企業管治守則(「企業管治守則」)中的守則條文。於整個年度及直至本公告日期，本公司已遵守載於企業管治守則的守則條文，惟守則條文第C.1.6條的偏離除外。

企業管治守則的守則條文第C.1.6條規定，非執行董事應出席股東大會，對本公司股東的意見有公正的了解。一名非執行董事由於其他公務而無法出席本公司於2023年6月6日舉行的股東週年大會及股東特別大會。

除上文所披露者外，董事會已檢討本公司之企業管治常規並確信本公司已遵守企業管治守則之所有適用守則條文。

董事會

董事之角色

本公司以負責領導及監控的董事會為首，並共同負責指導並監督本公司事務以促使本公司成功發展。董事會向本公司股東(「股東」)負責，以負責任及有效之方式管理本公司。每名董事均致力為本公司之最佳利益行事並以其專業技能及知識為本公司作出貢獻。董事會規劃戰略性及整體策略，並代表股東監察本集團之表現。



The Board determines the objectives, strategies and policies of the Group. In addition, the Board monitors and controls operating and financial performance in pursuit of the Group's strategic objectives. The day-to-day management of the Group's business is delegated to the chief executive officer and the management of the Group under the supervision of the executive Directors of the Company. In addition, the Board has also delegated various responsibilities to the board committees of the Company (the "Board Committees"). Matters reserved for the Board and Board Committees are those affecting the Group's overall strategic policies, financial objectives, dividend policy, changes in accounting policies, material acquisition and disposal of assets, investments and other significant matters.

For the year, the Board has polished the Group's Corporate Culture Panorama which aligns with the Group's mission, vision, core value and strategy. Leading by enterprise spirit "Born to be strong and go beyond ourselves", the Directors and the management team promote the corporate culture, sharing the same vision and philosophy, together we strive for the better future of the Company.

As at 31 December 2023, the Board comprised nine Directors, including two executive Directors, namely, Mr. Sun Yugang, Mr. Zhu Xiaohui, four non-executive Directors, namely, Mr. Zhao Jiejun, Mr. Zhang Ping, Ms. Gan Lu and Mr. Chen Yiyi and three independent non-executive Directors, namely, Mr. Li Shengli, Mr. Lee Kong Wai, Conway, and Mr. Chow Ming Sang.

All Directors are aware of their collective and individual responsibilities to the Shareholders and have exercised their duties of care, skill and diligence. Comprehensive directors and officers liability insurance coverage is in place to provide protection to the Company, the Directors and senior management.

The Company has maintained on its website (www.moderndairyir.com) (the "Company Website") and the website of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) (the "HKEX Website") an updated list of its Directors identifying their roles and functions. Composition of the Board, by category of directors, is explicitly identified in all the Company's corporate communications.

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.

董事會決定本集團的目標、策略及政策。此外，董事會監察及控制本集團在實踐策略性目標時的經營及財務表現。本集團的總裁及管理層獲授權在本公司執行董事監督下負責本集團業務的日常管理。此外，董事會亦授權本公司董事委員會（「董事委員會」）履行不同職責。保留予董事會及董事委員會的事項包括影響本集團整體策略性政策、財務目標、股息政策、會計政策的變動、重大資產收購及出售、投資及其他重大事項。

年內，董事會已更新本集團的企業文化全景圖，銜接著集團的使命、願景、核心價值及策略。本著「天生要強•與自己較量」的企業精神行事，董事會及管理層推動企業文化，集團上下一心為共同的願景與理念，為公司的未來共同奮鬥。

於2023年12月31日，董事會由九名董事組成：兩名執行董事（孫玉剛先生及朱曉輝先生）、四名非執行董事（趙傑軍先生、張平先生、甘璐女士及陳易一先生）及三名獨立非執行董事（李勝利先生、李港衛先生及周明笙先生）。

全體董事均知悉彼等對股東所須承擔之共同及個別責任，彼等均以謹慎、專業及盡責之態度履行其董事職責。本公司已購買全面董事及管理人員責任保險，為本公司、董事及高級管理人員提供保障。

本公司已在其網站(www.moderndairyir.com)（「公司網站」）和香港交易及結算所有限公司網站(www.hkexnews.hk)（「香港交易所網站」）上備存經更新的董事名單並明確其角色和職能。董事會的組成（按董事類別）已在本公司的所有公司通訊中有明確表述。

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。



CORPORATE GOVERNANCE REPORT 企業管治報告

The biographical details of the Board members are set out in the “Directors and Senior Management” on pages 55 to 63 of this annual report.

Non-executive Directors

The non-executive Directors and the independent non-executive Directors give the Board the benefit of their skills, expertise, varied background and experiences. Through active participation in Board meetings and serving on various Board Committees, the non-executive Directors and the independent non-executive Directors bring in independent judgment and make valuable contributions to the effective direction and strategic decision making of the Group.

Each of the non-executive Directors is appointed for a specific term of 3 years, subject to retirement by rotation under the Articles of Association.

Independence of Independent Non-executive Directors

Each of the independent non-executive Directors is appointed for a specific term of 3 years, subject to retirement by rotation under the Articles of Association. Mr. Lee Kong Wai, Conway and Mr. Chow Ming Sang, two of the independent non-executive Directors, have the appropriate accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The Board has received from each independent non-executive Director a written annual confirmation of their independence and is satisfied with their independence in accordance with the Listing Rules. The Company considers that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules. The number of independent non-executive Directors of the Company is three and represents at least one-third of the Board as required under Rules 3.10(1) and 3.10A of the Listing Rules.

董事會成員之履歷詳情載於本年報第55至63頁「董事及高級管理層」。

非執行董事

非執行董事及獨立非執行董事之技能、專業知識、不同的背景及經驗為董事會帶來裨益。透過積極參與董事會會議及為董事會轄下各委員會服務，非執行董事及獨立非執行董事均對本集團之業務方向及策略性決策帶來獨立判斷及作出寶貴貢獻。

各非執行董事有指定任期為期三年，須根據組織章程細則輪值退任。

獨立非執行董事之獨立性

各獨立非執行董事有指定任期為期三年，須根據組織章程細則輪值退任。兩名獨立非執行董事李港衛先生及周明笙先生擁有上市規則第3.10(2)條規定之適當會計或相關財務管理專業技能。董事會已接獲各獨立非執行董事就彼等之獨立性所作之書面年度確認，並根據上市規則信納彼等之獨立性。本公司認為全體獨立非執行董事均符合上市規則第3.13條所載之獨立指引。本公司之獨立非執行董事之人數為三名和至少為董事會之三分之一，均符合上市規則第3.10(1)及3.10A條規定。



Mr. Lee Kong Wai, Conway holds five listed issuer directorships as the date of this annual report. As advised by Mr. Lee that he is a full time professional director and has high attendance for all kind of board meetings, such that the Company believes Mr. Lee can devote sufficient time to the Board and each of Board Committee he engaged with listed issuers and in compliance with Appendix C1 C.1.6 to the Listing Rules. As independent non-executive Directors with in-depth understanding of the Company's operations and business, Mr. Li Shengli and Mr. Lee Kong Wai have expressed objective views and given independent guidance to the Company over the years, and they continue demonstrating a firm commitment to their roles. Although Mr. Li Shengli and Mr. Lee Kong Wai, Conway have served as independent non- executive Directors for more than 9 years, the Board considers that the long service of Mr. Li Shengli and Mr. Lee Kong Wai, Conway would not affect their exercise of independent judgement and is satisfied that Mr. Li Shengli and Mr. Lee Kong Wai, Conway have the required character, integrity and experience to continue fulfilling the role of independent non-executive Directors.

Corporate Governance Functions

The Board is responsible for determining the policies for corporate governance of the Company and performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (c) to review and monitor the training and continuous professional development of Directors and senior management;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- (e) to review existing employee incentive schemes of the Company; and
- (f) to review the Company's compliance with Appendix C1 to the Listing Rules (CG Code) and Appendix C2 (Environmental, Social and Governance Reporting Guide).

李港衛先生於本年報日出任五家上市發行人董事職位。誠如李先生告知彼為全職專業董事並於各種董事會會議具高出席率，因此本公司相信李先生可將足夠的時間投入到上市發行人的董事會及各個董事委員會中，並遵守上市規則附錄C1第C.1.6條。多年來，李勝利先生和李港衛先生作為獨立非執行董事對公司經營和業務有深入了解，對本公司表達了客觀的看法，給予了獨立的指導並繼續表現對本公司的堅定支持。儘管李勝利先生及李港衛先生已擔任獨立非執行董事超過9年，董事會仍認為李勝利先生及李港衛先生的長期服務不會影響其作出獨立判斷，並信納李勝利先生及李港衛先生具有要求的品格，正直並具有繼續履行獨立非執行董事職責的經驗。

企業管治職能

董事會負責釐定本公司之企業管治政策及履行企業管治職責，其中包括：

- (a) 制定及檢討本公司之企業管治政策及常規；
- (b) 檢討及監察本公司遵守法律及監管規定的政策及常規；
- (c) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (d) 制定、檢討及監察適用於僱員及董事的操守守則及合規手冊(如有)；
- (e) 檢討本公司現有僱員激勵計劃；及
- (f) 檢討本公司是否符合上市規則附錄C1(企業管治守則)及附錄C2(環境、社會及管治報告指引)。



CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, the Board has fulfilled the corporate governance functions by reviewing the Company's corporate governance practices.

Chairman of the Board ("Chairman") and Chief Executive Officer ("CEO")

The Chairman is responsible for ensuring that the Board is functioning properly, with good corporate governance practices and procedures. The Chairman also steers the Board and the Company towards its corporate goals.

The CEO is responsible for the effective implementation of the overall strategies and initiatives adopted by the Board as well as the daily operation of the Group. For the year, the CEO was Mr. Sun Yugang, the executive Director. Mr. Lu Minfang resigned as non-executive Director and Chairman of the Board, and Mr. Zhao Jiejun, the non-executive Director was promoted by the Board as the Chairman of the Board, both changes took effect from 1 February 2023.

With the support of the CEO and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues brought up at Board meetings and that they receive adequate and reliable information in relation to matters discussed at Board meetings and also other affairs of the Group on a monthly basis in order to enable the Directors to assess the Group's performance, position and prospects in sufficient details.

COMPANY SECRETARY

During the year, the company secretary of the Company has undertaken not less than 15 hours of the relevant professional training to update his skills and knowledge. The company secretary is responsible for facilitating the Board process, as well as communication among Board members, with Shareholders and management.

All Directors have access to the advice and service of the Company Secretary to ensure that the Board procedures, all applicable rules and regulations are followed.

年內，董事會已通過檢討本公司的企業管治常規履行企業管治職能。

董事會主席(「主席」)及總裁(「總裁」)

主席負責確保董事會按良好之企業管治常規及措施正常運作。主席亦引領董事會及本公司向企業目標邁進。

總裁負責有效實施董事會採納之整體策略及創新措施以及本集團之日常營運。年內，集團總裁為執行董事孫玉剛先生。盧敏放先生於2023年2月1日辭任非執行董事及董事會主席，同日非執行董事趙傑軍先生獲董事會晉升為董事會主席。

在總裁及公司秘書之支持下，主席尋求確保全體董事正確了解關於在董事會會議上提出之事宜，並每月獲得有關於董事會會議上討論之事宜及本集團其他事務之充足和可靠之資料，以使董事能詳細評估本集團的表現、狀況及前景。

公司秘書

年內，本公司公司秘書已接受不少於15小時的相關專業培訓以更新其技能及知識。公司秘書負責促進董事會程序以及董事會成員之間、與股東及管理層的溝通。

全體董事均可獲得公司秘書的建議與服務，以確保遵守董事會程序、所有適用規則與法規。



BOARD PROCEDURES

During the year ended 31 December 2023, the Board has held four meetings to discuss the overall strategy as well as the operations and financial performance of the Group. The Directors participated in person or through electronic means of communication. Details of the Directors' attendance at the Board and Board Committee meetings and the annual general meeting and extraordinary general meeting of the Company held on 6 June 2023 are set out as follows:

董事會程序

截至2023年12月31日止年度，董事會舉行四次會議，討論整體策略以及本集團之業務及財務表現。董事可親身或透過電子通訊方式與會。董事出席董事會、董事委員會會議及本公司於2023年6月6日舉行的股東週年大會及股東特別大會情況的詳情載列如下：

Name of Director	董事姓名	Number of Board meetings, Board Committee meetings and general meetings attended/held during the year				
		General Meeting 股東大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors		執行董事				
Mr. Sun Yugang (Chief Executive Officer)	孫玉剛先生(總裁)	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Zhu Xiaohui (Chief Financial Officer)	朱曉輝先生(首席財務官)	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Directors		非執行董事				
Mr. Lu Minfang ^{Note 1}	盧敏放先生 ^{附註1}	N/A 不適用	1/4	N/A 不適用	N/A 不適用	1/1
Mr. Zhang Ping	張平先生	1/1	4/4	2/2	1/1	N/A 不適用
Mr. Zhao Jiejun (Chairman of the Board) ^{Note 1}	趙傑軍先生(董事會主席) ^{附註1}	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chen Yiyi ^{Note 2}	陳易一先生 ^{附註2}	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Gan Lu	甘璐女士	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors		獨立非執行董事				
Mr. Li Shengli	李勝利先生	1/1	4/4	N/A 不適用	1/1	N/A 不適用
Mr. Lee Kong Wai, Conway	李港衛先生	1/1	4/4	2/2	N/A 不適用	1/1
Mr. Chow Ming Sang	周明笙先生	1/1	4/4	2/2	1/1	1/1

Notes:

附註：

- (1) Mr. Lu Minfang resigned as non-executive Director and Chairman of the Board on 1 February 2023 and Mr. Zhao Jiejun was redesignated as the Chairman of the Board on the same date.
- (2) Mr. Chen Yiyi was appointed as a non-executive Director on 1 February 2023.

- (1) 盧敏放先生於2023年2月1日辭任非執行董事及董事會主席，同日趙傑軍先生獲調任為董事會主席。
- (2) 陳易一先生於2023年2月1日獲委任為非執行董事。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board and each Director have separate and independent access to the Company's senior management for information and may make inquiries if necessary. Directors of the Company who considers it necessary to seek independent professional advice in order to perform his/her duties as a Director of the Company may convene, or request the Company Secretary to convene, a meeting of the Board to approve the consultation of independent legal or other professional advisor for advice at Company's expenses. For regular Board meetings, an agenda and accompanying board papers of the meeting are sent to all Directors before the proposed date of a meeting. Additional Board meetings, if necessary, are arranged and held as and when required. During the year, the Chairman met with the non-executive Directors and the independent non-executive Directors without the presence of other executive Directors to exchange views on matters concerning the business development, management and corporate governance of the Group.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them. The Board recognizes the importance and benefits of conducting regular evaluation of its performance. An internal Board evaluation would conduct annually in the form of questionnaire or other methods with the aim of soliciting valuable feedback, improving the effectiveness and enhancing accountability of the Board.

Every Director is entitled to access the advice and services of the Company Secretary with a view to ensure that the Board procedures, and all applicable rules and regulations, are complied with. All minutes are kept by the Company Secretary and are open for inspection by any Director during normal office hours with reasonable advance notice.

董事會及各董事可個別及獨立地向本公司高級管理層索取資料並可必要時作出查詢。本公司董事在履行其作為本公司董事之職責而認為需尋求獨立專業建議時可召開或要求公司秘書召開董事會會議，以批准向獨立法律或其他專業顧問徵求意見，費用由本公司承擔。就例行董事會會議而言，會議之議事日程及隨附之董事會文件將於會議預定日期前送呈全體董事。於需要時會安排及舉行附加董事會會議(如需要)。年內，主席在其他執行董事未出席的情況下與非執行董事及獨立非執行董事會面，就本集團的業務發展、管理及企業管治等事宜交換意見。

董事會須定期檢討董事履行對本公司的責任所作出的貢獻及有否投入足夠的時間。董事會深明對其績效進行定期評估的重要性及裨益。董事會每年均會以問卷形式或其他方式進行董事會內部評估，旨在徵求寶貴的反饋意見，以提高董事會的效率並加強問責性。

各董事均有權為確保遵守董事會程序以及所有適用規則及規例而獲得公司秘書之建議及服務。所有會議記錄均由公司秘書保存，並可於提供合理之事先通知後在任何正常辦公時間內供任何董事查閱。



Appointment, Re-election of Directors and Removal

In accordance with the CG Code and the Articles of Association, all Directors (including independent non-executive Directors) are subject to retirement by rotation once every three years. Each Director has entered into a letter of appointment with the Company for a term of three years. The Directors are subject to retirement by rotation and re-election at each annual general meeting of the Company in accordance with article 17.18 of the articles of association of the Company. Directors appointed as an addition to the Board or to fill a casual vacancy on the Board will be subject to re-election by the Shareholders at the following annual general meeting or the following general meeting of the Company after the appointment and be subject to election at such meeting pursuant to Article 17.2 of the Articles of Association. Also, when an independent non-executive Director proposed for re-election has served the Company for more than nine years, his or her re-election will be subject to a separate resolution to be approved at the annual general meeting.

DIVERSITY POLICY

The Board has adopted board diversity policy (available on the Company Website), which sets out the approach to diversity of Board members. In determining the Board's composition, the Company considers a range of diversity elements, including but not limited to gender, age, cultural and education, professional experience, skills and knowledge. All appointments of the Board will be made based on meritocracy and objective criteria while taking into full account of the interest of Board's diversity. The Company highly recognizes the benefits of having a diverse Board with various insights from different perspectives. The Nomination Committee has primary responsibility for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board.

董事之委任、重選及罷免

根據企業管治守則及組織章程細則，全體董事(包括獨立非執行董事)均須每三年輪值退任一次。各董事已與本公司訂立為期三年的委任函。根據本公司組織章程細則第17.18條，董事須於本公司各屆股東週年大會輪值退任及重選。獲委任為董事會新增成員或填補董事會臨時空缺的董事，將須於獲委任後的本公司下屆股東週年大會或下屆股東大會上由股東重選並根據組織章程細則第17.2條的規定在該次會議上進行選舉。另外，倘提名重選的獨立非執行董事在本公司任職超過九年，其重選將須於股東週年大會上通過獨立決議案批准後方可作實。

多元化政策

董事會已採納董事會多元化政策(可於公司網站上查閱)，其中載有董事會成員多元化之方針。本公司在釐定董事會成員組合時，會從多方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並以客觀準則考慮人選，充分顧及董事會多元化的裨益。本公司高度認同多元化董事會的好處，該董事會擁有來自不同角度的各種見解。提名委員會主要負責物色及提名合適的合資格人選成為董事會成員，以供董事會批准。



CORPORATE GOVERNANCE REPORT 企業管治報告

As at date of this report, the Board comprises nine Directors with one lady and eight gentlemen with different backgrounds and professionalism. Three of the Directors are independent non executive Directors, each of whom promoting a critical review and control 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.

In 2023, the Company's gender ratio of the workforce (including senior management) is 67.62%:32.38% (male to female) (2022: 67.32%:32.68%), maintaining a good and healthy gender ratio of the workforce. The Company endeavours to eliminate gender discrimination, supports gender equality, and protects the legal rights and benefits of female employees. The Company follows all internationally recognised human rights policies stated in the United Nations Universal Declaration of Human Rights, the International Bill of Human Rights and other core conventions of the International Labor Organization. The Company treats employees with different nationalities, ethnicities, races, genders, religious beliefs and cultural backgrounds equally and fairly, prohibits the employment and use of child labour, respects and protects the legitimate rights and interests of all employees. For details, please refer to the Company's ESG Report.

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

CONTINUOUS PROFESSIONAL DEVELOPMENT

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 shall be 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. For newly appointed Director, an induction package will be given to ensure that he has a proper understanding of the operations, business and governance policies of the Group.

於本報告日期，董事會由一名女士及八名男士各具不同背景及專業的九名董事所組成，當中，三名為獨立非執行董事，彼等負責促進董事會管理過程中的批判性檢討及監控角色。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。

2023年，本公司員工性別比例為67.62%：32.38%（男女比例）（2022年：67.32%：32.68%），保持了良好、健康的員工性別比例。本公司致力消除性別歧視，支持性別平等，保護女性員工的合法權益。本公司遵循聯合國《世界人權宣言》、《國際人權公約》和國際勞工組織核心公約等國際公認的人權政策，堅持平等對待不同國籍、民族、種族、性別、宗教信仰和文化背景的員工，堅決禁止僱傭和使用童工，尊重和保護所有員工的合法權益，詳情請參考本公司ESG報告。

董事會將不時檢討多元化政策，以確保其有效性。

持續專業發展

根據企業管治守則之守則條文第C.1.4條規定，全體董事應參與持續專業發展，發展及更新其知識及技能，以確保彼等向董事會作出知情及恰當之貢獻。本公司應負責為全體董事安排適當之培訓，費用由本公司承擔。本集團持續向董事提供上市規則及其他適用監管規定的最新發展的更新資料，以確保合規和增強董事對良好企業管治常規的意識。對於新委任董事，本集團將提供入職培訓，以確保其適當了解本集團之經營、業務及管治政策。



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

根據董事所提供的記錄，董事於截至2023年12月31日止年度所接受的培訓概述如下：

Directors	董事	Attending briefings, seminars, conference and/or reading materials relevant to the director's duties and responsibilities	出席說明會、研討會、會議及／或閱覽有關董事職責的讀物
Executive Directors	執行董事		
Mr. Sun Yugang (<i>Chief Executive Officer</i>)	孫玉剛先生(總裁)		✓
Mr. Zhu Xiaohui (<i>Chief Financial Officer</i>)	朱曉輝先生(首席財務官)		✓
Non-executive Directors	非執行董事		
Mr. Lu Minfang ^{Note}	盧敏放先生 ^{附註}		✓
Mr. Zhang Ping	張平先生		✓
Mr. Zhao Jiejun	趙傑軍先生		✓
Mr. Chen Yiyi	陳易一先生		✓
Ms. Gan Lu	甘璐女士		✓
Independent Non-executive Directors	獨立非執行董事		
Mr. Li Shengli	李勝利先生		✓
Mr. Lee Kong Wai, Conway	李港衛先生		✓
Mr. Chow Ming Sang	周明笙先生		✓

Note: Mr. Lu Minfang resigned as non-executive Director and Chairman of the Board on 1 February 2023.

附註：盧敏放先生於2023年2月1日辭任非執行董事及董事會主席。



BOARD COMMITTEES

In order to oversee particular aspects of the Group, the Company had established five Board Committees under the Board, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee, Sustainability Committee, and the Strategy and Development Committee with the defined terms of reference in line with the CG Code. Except the terms of reference of Sustainability Committee and the Strategy and Development Committee, the terms of reference are published on the HKEX Website and Company Website. The Board Committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice in appropriate circumstances upon request. Details of these Board committees including their composition, major responsibilities and functions and work performed are as follows:

REMUNERATION COMMITTEE

The chairman of the Remuneration Committee is Mr. Li Shengli and other members are Mr. Zhang Ping and Mr. Chow Ming Sang. The Remuneration Committee is chaired by an independent non-executive Director and the majority being independent non-executive Directors of the Company.

The primary functions of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for the remuneration for all the Directors and senior management of the Group, and make recommendations of the remuneration packages for all the executive Directors, non-executive Directors and the senior management to the Board.

The Company's emolument policy is to ensure that the remuneration offered to employees including executive Directors and senior management of the Group is based on the skills, knowledge, responsibilities and involvement in the Company's and the Group's affairs, and to uphold a fair and competitive remuneration assessment mechanism. The remuneration packages are also determined by reference to the Company's performance and profitability, remuneration level in the industry and the prevailing market conditions. The emolument policy for independent non-executive Directors, mainly comprising Directors' fees, is subject to annual assessment with reference to the market standard. Individual Directors and senior management would not be involved in deciding their own remuneration. The Remuneration Committee has been provided with sufficient resources to discharge its duties.

董事委員會

為監督本集團在特定方面的事務，本公司已於董事會轄下設立五個董事委員會，即審核委員會、薪酬委員會、提名委員會、可持續發展委員會以及戰略及發展委員會，界定職權範圍與企業管治守則相符。除可持續發展委員會以及戰略及發展委員會的職權範圍外，職權範圍於香港交易所網站及公司網站內公佈。董事委員會獲提供足夠資源以履行其職務，並能在適當情況下應要求尋求獨立專業意見。有關該等董事委員會之詳情(包括其組成、主要責任及職能)及所進行之工作如下：

薪酬委員會

薪酬委員會主席為李勝利先生，其他成員為張平先生及周明笙先生。薪酬委員會由獨立非執行董事出任主席，其大部分成員為本公司獨立非執行董事。

薪酬委員會之基本職能乃就本集團全體董事及高級管理層之本公司薪酬政策及結構向董事會提供建議，就所有執行董事、非執行董事及高級管理層之薪酬組合向董事會提供建議。

本公司之薪酬政策旨在確保向僱員(包括本集團執行董事及高級管理層)提供之薪酬乃基於其技能、知識、職責及參與本公司及本集團事務而釐定，並堅持公平競爭的薪酬考核機制。薪酬組合亦參照本公司之業績及盈利狀況、行業薪酬水平以及當前市場狀況而釐定。獨立非執行董事之薪酬政策(主要包括董事袍金)須參照市場標準每年進行評估。個別董事及高級管理層不會參與其各自薪酬之釐定。薪酬委員會已獲提供足夠資源履行其職責。



During the year, the Remuneration Committee has held two meetings and reviewed, discussed and approved the remuneration for the executive Directors and senior management of the Group to ensure that the level of remuneration is linked to their level of responsibilities undertaken, reviewed the remuneration policy and made recommendation to the Board for the remuneration for the non-executive Directors for its approval. Remuneration Committee has also reviewed the remuneration policy and employee incentive schemes of the Company, as well as reviewing and approving matters relating to share scheme of the Company under chapter 17 of Listing Rules.

The remuneration of the members of the senior management (excluding Directors) by band for the year ended 31 December 2023 is set out below:

Remuneration bands (HK\$) 酬金範圍(港元)	Number of persons 成員人數
0-5,500,000	1
5,500,001-6,000,000	2
6,000,001-6,500,000	0
6,500,001-7,000,000	0

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in notes 12 and 13 to the consolidated financial statements.

Audit Committee

As at 31 December 2023, the Audit Committee comprised two independent non-executive Directors, namely, Mr. Lee Kong Wai, Conway and Mr. Chow Ming Sang and one non-executive Director, Mr. Zhang Ping. Mr. Lee Kong Wai, Conway and Mr. Chow Ming Sang possess the relevant professional qualifications required under the Listing Rules. The chairman of the Audit Committee is Mr. Lee Kong Wai, Conway.

年內，薪酬委員會舉行兩次會議，並審閱、討論及批准本集團執行董事及高級管理層之酬金以確保薪酬水平與彼等承擔的責任水平掛鉤並審閱薪酬政策，並就非執行董事之薪酬向董事會提供建議以供其審批。薪酬委員會亦審閱本公司的薪酬政策及僱員激勵計劃及審視和批准與上市規則第17章規定本公司的股份計劃有關的事項。

高級管理層成員(不含董事)截至2023年12月31日止年度之酬金範圍如下：

根據上市規則附錄D2須就董事酬金以及五名最高薪酬人士披露之進一步詳情，載於綜合財務報表附註12及13。

審核委員會

於2023年12月31日，審核委員會由兩名獨立非執行董事李港衛先生及周明笙先生以及一名非執行董事張平先生組成。李港衛先生及周明笙先生擁有上市規則所規定的相關專業資格。審核委員會主席為李港衛先生。



CORPORATE GOVERNANCE REPORT 企業管治報告

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 three meetings during the year. 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;
- reviewed the external auditor's management letter and the management's response;
- 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 connected and continuing connected transactions entered into by the Group or subsisting during the financial year before recommending them to the Board for approval;
- reviewed the strategies for the development of environmental, social and governance of the Group;
- reviewed the utilisation of annual caps on certain continuing connected transactions of the Group; and

審核委員會的主要職責為監察本集團之財務申報系統、風險管理系統及內部監控程序，並按適用標準審閱及監察外聘核數師之獨立性及客觀性以及審核程序之有效性。審核委員會已獲提供足夠資源履行其職責。

審核委員會於年內舉行三次會議。審核委員會於年內完成的重要工作包括：

- 審閱本集團的年報、中期財務資料及年度綜合財務報表；
- 審閱主要會計及核數事宜；
- 審閱外聘核數師的資格、獨立性及表現；
- 審閱外聘核數師的管理函件及管理層回應；
- 根據企業管治守則向董事會報告有關審核委員會的事宜；
- 協助董事會評估財務申報流程及內部監控系統的有效性；
- 審閱本集團內部監控及風險管理系統的合適性及有效性以及內部審計職能的有效性，包括就有關關連人士之識別以及相關政策的制定提供意見；
- 審閱於財政年度由本集團訂立或存續之關連及持續關連交易後再向董事會作出建議以供批准；
- 審閱本集團環境、社會及管治發展策略；
- 審閱本集團若干持續關連交易之年度上限使用度；及



- reviewed adequacy and effectiveness of the Group's systems of anti-corruption policy and whistle-blowing mechanism, and reviewed the arrangements that employees of the Company and those who deal with the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal controls or other matters.
- 審閱本集團反貪污政策及舉報機制的充分性及有效性及審閱本公司僱員及與本公司有往來的人員可以私下使用的安排，以對財務報告、內部控制或其他事項中可能存在的不當行為提出疑慮。

Nomination Committee

Currently, the Nomination Committee comprises one non-executive Director Mr. Zhao Jiejun and two independent non-executive Directors, namely, Mr. Lee Kong Wai, Conway and Mr. Chow Ming Sang. Mr. Zhao Jiejun was redesignated by the Board as the chairman of the Nomination Committee along with the resignation of Mr. Lu Minfang who resigned on 1 February 2023.

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; assess the independence of independent non-executive directors; and make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive. The Nomination Committee has been provided with sufficient resources to discharge its duties.

During the year, the Nomination Committee held one meetings and has reviewed and recommended the structure, diversity, size and composition (including skills, knowledge and experience) of the Board. It reviewed the independence of the independent non-executive Directors. It also made recommendations to the Board on retiring Directors for re-election at the annual general meeting held on 6 June 2023.

The terms of reference of the nomination committee are available on the Company Website and the HKEX Website.

提名委員會

目前，提名委員會由一名非執行董事趙傑軍先生以及兩名獨立非執行董事李港衛先生及周明笙先生組成。趙傑軍先生獲董事會調任為提名委員會主席以接任於2023年2月1日退任的盧敏放先生。

提名委員會之主要職責為最少每年檢討董事會之架構、規模及組成(包括技巧、知識及經驗)及就任何建議變動向董事會作出推薦建議，以補足本公司之企業策略；物色適當之合資格人士成為董事會成員及進行甄選或就甄選獲提名董事擔任董事職務向董事會作出推薦建議；評估獨立非執行董事之獨立性；以及就委任或重新委任董事及董事繼任計劃(特別是董事會主席及總裁)向董事會作出推薦建議。提名委員會已獲提供足夠資源履行其職責。

年內，提名委員會舉行一次會議，並檢討董事會之架構、多元性、規模及組成(包括技能、知識及經驗)及作出推薦建議。其亦檢討獨立非執行董事之獨立性，並就於2023年6月6日舉行的股東週年大會上重選的退任董事向董事會提出推薦建議。

提名委員會的職權範圍可於公司網站及香港交易所網站查閱。



Nomination Policy

The Company adopted a nomination policy for directorship (the "Nomination Policy", available on the Company Website) in 2018 which supplemental to the Terms of Reference of the Nomination Committee of the Board (the "**Nomination Committee**"). It aims at setting out the processes and criteria for the nomination of a candidate for directorship in the Company and ensures 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.

Strategy and Development Committee

The Strategy and Development Committee comprised one executive Director, Mr. Sun Yugang, three non-executive Directors, namely, Mr. Zhao Jiejun, Mr. Chen Yiyi and Ms. Gan Lu, and one independent non-executive Director, Mr. Li Shengli. The Strategy and Development Committee is chaired by Mr. Zhao Jiejun.

The principal duties of the Strategy and Development Committee include advising on long-term development strategies and significant investments of the Group, and conducting studies and making recommendations on important matters that would affect the development of the Company.

Sustainability Committee

The principal responsibilities of the Sustainability Committee include evaluating and making decisions on the Group's sustainability, environmental, social and governance development strategies, reviewing the Group's sustainability strategies, objectives and risk identification and monitoring the performance of implementing ESG strategies.

Members of the Sustainability Committee comprise Mr. Sun Yugang and Mr. Zhu Xiaohui (executive Directors), Mr. Zhang Ping (non-executive Director) and Mr. Li Shengli and Mr. Lee Kong Wai, Conway (independent non-executive Directors). Mr. Zhang Ping is the chairman of the Sustainability Committee.

提名政策

本公司於2018年採納董事提名政策(「**提名政策**」，可於公司網站上查閱)，補充董事會提名委員會(「**提名委員會**」)職權範圍。其旨在列明提名本公司董事候選人之程序及標準，並確保董事會成員的所有提名屬公平及透明，從而促進構建董事會，以平衡符合本公司業務規定的技能、經驗及多元發展。

戰略及發展委員會

戰略及發展委員會由一名執行董事(孫玉剛先生)、三名非執行董事(即趙傑軍先生、陳易一先生及甘璐女士)及一名獨立非執行董事(李勝利先生)組成。趙傑軍先生擔任戰略及發展委員會主席。

戰略及發展委員會的主要職責包括就本集團的長期發展策略及重大投資，及對影響本公司發展的重要事宜進行研究及作出建議。

可持續發展委員會

可持續發展委員會的主要職責包括評估及決策本集團的可持續發展、環境、社會及管治發展策略；審議本集團可持續發展戰略、目標及風險識別；監督ESG策略落實績效。

可持續發展委員會成員由執行董事孫玉剛先生及朱曉輝先生、非執行董事張平先生及獨立非執行董事李勝利先生及李港衛先生組成。張平先生為可持續發展委員會主席。



AUDITOR'S REMUNERATION

The Group's external auditors are Deloitte Touche Tohmatsu. The Audit Committee is responsible for the appointment of external auditors and reviewing the non-audit services (including any potential conflict of interest) performed by the external auditors. The amount of fees charged by the auditor generally depends on the scope and volume of the auditor's work. For the year, the remuneration to the auditor of the Company were approximately RMB2.9 million (2022: RMB3.0 million) for audit services and RMB1.52 million for non-audit services, including RMB1.35 million for interim review and RMB0.17 million for other service (2022: RMB1.79 million, including RMB1.4 million for interim review and RMB0.39 million for other service).

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE ACCOUNTS

The Directors acknowledge their responsibility to prepare the consolidated financial statements that give a true and fair view of the state of affairs of the Group. Meanwhile, the Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. In preparing the consolidated financial statements for the year ended 31 December 2023, the requirements of the International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively "IFRSs") issued by the International Accounting Standards Board and the applicable laws were complied with.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as going concern. The Board has prepared the consolidated financial statements on a going concern basis.

The reporting responsibilities of external auditors of the Company are disclosed in "Independent Auditor's Report" on pages 125 to 131 of this annual report.

Pursuant to code provision D.1.2 of the CG Code, the management of the Company has provided all members with monthly updates giving a fair and understandable assessment of the Company's performance, financial position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge his duties under Rule 3.08 and Chapter 3 of the Listing Rules during the year.

核數師酬金

本集團的外聘核數師為德勤•關黃陳方會計師行。審核委員會負責委任外聘核數師及審閱外聘核數師提供的非審核服務(包括任何潛在利益衝突)。核數師之酬金一般根據核數師之工作範疇及數量而釐定。年內，就本公司核數師提供之核數服務酬金約為人民幣2.9百萬元(2022年：人民幣3.0百萬元)及非審核服務酬金人民幣1.52百萬元，包括中期審閱的人民幣1.35百萬元及其他服務的人民幣0.17百萬元(2022年：人民幣1.79百萬元，包括中期審閱的人民幣1.4百萬元及其他服務的人民幣0.39百萬元)。

董事與核數師關於賬目之責任

董事確認彼等有責任編製真實公允地反映本集團狀況之綜合財務報表。同時，董事亦負責確保選擇及貫徹應用適當之會計政策；及所作之判斷及估計為審慎合理。於編製截至2023年12月31日止年度之綜合財務報表時，已遵守國際會計準則理事會頒佈之國際財務報告準則、國際會計準則及詮釋(統稱「國際財務報告準則」)之規定及適用法例。

董事會並不知悉與可能對本集團持續經營能力造成重大疑問之事件或狀況有關之任何重大不明朗因素。董事會已按持續經營基準編製綜合財務報表。

本公司外聘核數師之報告責任於本年報第125至131頁「獨立核數師報告」內披露。

根據企業管治守則的守則條文第D.1.2條，本公司管理層已於年內每月向全體成員提供最新資料，就本公司之表現、財務狀況及前景詳細提供公正及易於理解之評估，使全體董事會及各董事能根據上市規則第3.08條及第3章履行其職責。



RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for annually reviewing the effectiveness of the risk management and internal control system of the Group. The scope of the review is determined and recommended by the Audit Committee. The review covers all material controls, including financial, operational and compliance controls and risk management functions. Such review also considers the adequacy of resources, qualifications and experience of the staff of the Company in relation to its accounting and financial reporting function, and their training programmes and budget. Risk management and internal control review reports are circulated to the Audit Committee members and the Board in accordance with the approved scope.

During the year, the Group has complied with Code Provision D.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. The major features of the risk management and internal control systems are set out as below:

Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitoring of the residual risks.

The Board together with senior management monitor and assess risk regularly, boost related management standards and evaluate investment projects. Based on the risk assessments conducted for the year under review, no significant risk was identified.

風險管理及內部監控

董事會負責每年檢討本集團風險管理及內部監控系統之有效性。檢討範圍由審核委員會決定及建議。該檢討涵蓋所有重要監控範圍，包括財務監控、運作監控、合規監控及風險管理職能。該檢討亦考慮本公司會計及財務報告部門之人力資源是否充裕以及是否有足夠具備所需資格及經驗之員工、員工培訓計劃及預算。根據已批准之範疇，將風險管理及內部監控檢討報告傳送予審核委員會成員及董事會。

年內，本集團已遵守企業管治守則的守則條文第D.2條，建立適當及有效的風險管理及內部監控系統。風險管理及內部監控系統的主要特點載於下文：

風險管理系統

本集團採納的風險管理系統管理與其業務及營運相關的風險。該系統包括以下階段：

- 識別：識別風險歸屬、業務目標及可能影響目標實現的風險。
- 評估：分析風險的可能性及影響，並據此評估風險組合。
- 管理：考慮風險回應措施，確保與董事會有效溝通並持續監控剩餘風險。

董事會連同高級管理層定期監控及評估風險，推進相關管理標準及評估投資項目。基於就回顧年度所作風險評估，並無識別重大風險。



Internal Control System

The Company has in place an internal control system. The framework of the system enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follow:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

內部監控系統

本公司設有內部監控系統。該系統框架使本集團能夠實現有關運營有效性及效率、財務報告可靠性以及遵守適用法律及法規的目標。該框架的組成部分列示如下：

- 監控環境：為於本集團進行內部監控提供基礎的一套準則、程序及架構。
- 風險評估：為識別及分析風險以實現本集團目標制定動態而反覆更新的程序，為釐定如何管理風險提供基礎。
- 監控活動：根據政策及程序確立的行動，以確保管理層減低風險以致達成目標的指示獲得履行。
- 資訊及溝通：為本集團提供進行日常監控所需資訊的內部及外部溝通。
- 監控：持續及獨立評估以確定內部監控的各組成部分是否存在及運作正常。



CORPORATE GOVERNANCE REPORT 企業管治報告

Internal Audit

Internal audit is an independent function reporting to the Audit Committee and senior management of the Group. It provides an independent and objective assurance to safeguard the Group's operations. It effectuates a systematic and disciplined approach to evaluate and improve the Group's process on risk management, internal control and governance. The risk based audit plans ensure that high risk areas of the Group's operations and resources are specifically attended to ad hoc reviews are conducted on areas of concern where necessary.

The Board, through the Audit Committee, reviews the adequacy of resources, training programmes, budget, qualifications and experience of the accounting, internal audit and financial reporting staff in accordance with the requirements of the Listing Rules. The Audit Committee and the Board review the effectiveness of the risk management and internal control systems of the Group and fulfill the requirement of the CG Code regarding risk management and internal control systems in general. During the year, the internal audit department has conducted audit on farms at different regions of the Group and reported to the senior management. The internal audit department of the Group has also reviewed the connected transaction of the Group and report to Audit Committee.

Based on the internal control reviews conducted for the year, no significant control deficiency was identified, and the financial internal control system, and risk management system, procedures and policies are in place.

The Audit Committee is satisfied that the risk management system and internal control system maintained by the Group are sufficient to provide reasonable, but not absolute, assurance that the Group's assets are safeguarded against loss from unauthorized use or disposition, and that transactions are properly authorized and proper accounting records are properly maintained.

內部審核

內部審核為向審核委員會及本集團高級管理層報告的獨立職能，提供獨立及客觀核證以保障本集團的營運。其採取有序自律的方法評估及改善本集團的風險管理、內部監控及管治流程。審核計劃以風險作基礎，確保重點關注本集團營運及資源中的高風險領域。必要時會就關注範疇進行特別檢討。

董事會根據上市規則規定透過審核委員會檢討資源、培訓課程、預算、會計資格及經驗、內部審核及財務報告員工是否充足。審核委員會及董事會檢討本集團風險管理及內部監控系統的成效，並大致符合與風險管理及內部監控系統有關的企業管治守則規定。年內，內部審核部門已就本集團不同區域的牧場進行審核並向高級管理層報告。本集團內部審核部門亦就本集團的關連交易作出審閱並向審核委員會報告。

根據於年內進行的內部監控審閱，並無發現任何重大監控缺陷，財務及內部監控，風險管理系統、程序和政策均行之有效。

審核委員會信納本集團所保持的風險管理系統與內部監控系統足以提供合理但非絕對的保證，即保障本集團的資產免遭未經授權使用或處置所帶來的損失、交易經正式授權以及妥善存置適當的會計記錄。



Handling and Dissemination of Inside Information

The Group has formulated an internal code on Information Disclosure 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
- information that needs to be disclosed and the criteria thereof
- duties of the parties responsible for information disclosure
- procedures for the circulation, review and disclosure of information
- confidentiality of the undisclosed information
- information communication system with investors, securities analysts and the media, etc.
- accountability and handling measures

The senior management has reviewed the risk management and internal control system of the Group for the year and considered them to be effective and adequate.

The Group will continue to enhance the system to cope with the changes in the business environment.

處理及發佈內幕消息

本集團已制訂關於信息披露的內部守則確保本集團信息披露真實、準確、完整、及時並符合證券及期貨條例及上市規則要求。內部守則在以下方面進行了詳細規定。

- 信息披露的基本原則
- 需要披露的信息及其標準
- 負責信息披露人員的職責
- 傳閱、審閱及披露信息的程序
- 未披露信息的保密
- 與投資者、證券分析師及媒體等各方的信息交流制度
- 問責及處理措施

高級管理層已檢討本集團於年內的風險管理及內部監控系統，並認為其有效且充足。

本集團將繼續改進該系統以應對業務環境之變化。



DIVIDEND POLICY

The Company adopted a dividend policy on 17 December 2018 (the “**Dividend Policy**”). Under 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 profits, operating results, cash flow, financial condition, contractual restrictions, capital requirements and other factors of the Company which the Directors consider relevant, and the interests of the shareholders of the Company. The remaining profit 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 and the Articles of Association of the Company, as well as subject to the approval of shareholders of the Company.

MECHANISMS ENSURING INDEPENDENT VIEWS 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.

Composition of the Board and Board Committees

The Board endeavours to ensure the appointment of at least three independent non-executive directors (“**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.

股息政策

本公司已於2018年12月17日採納股息政策(「**股息政策**」)。根據股息政策，股息宣派及派付應由董事會全權酌情決定。本公司分派股息的能力將取決於(其中包括)本公司的溢利、經營業績、現金流量、財務狀況、合約限制、資本要求及董事認為相關的其他因素以及本公司股東的利益。餘下溢利將用於本集團發展及營運。

本公司分派股息亦受限於開曼群島適用法例、香港法例、上市規則及本公司組織章程細則項下的任何限制，並須經本公司股東批准。

確保董事會獲得獨立觀點的機制

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。

董事會及董事委員會的組成

董事會致力確保委任至少三名獨立非執行董事(「**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(或上市規則可能不時規定的更高門檻)。除了遵守上市規則對若干董事委員會的組成規定外，獨立非執行董事將在切實可行的情況下獲委任至其他董事委員會，以確保獲得獨立意見。



Independence Assessment

The Nomination Committee must strictly adhere 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.

The Board reviews the implementation and effectiveness of the above mechanisms on an annual basis.

ANTI-CORRUPTION POLICY

The Company attaches great importance to the construction of clean government and anti-corruption work. We have established management systems and set up the discipline inspection office to implement various requirements on anti-corruption work to strictly manage corruption issues and ensure that every member of the Company adheres to the bottom line of business ethics. The Company has perfected the 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.

獨立性評估

提名委員會必須嚴格遵守上市規則所載有關獨立非執行董事提名及委任的提名政策及獨立性評估標準。倘其個人資料有任何可能對其獨立性產生重大影響的變動，則各獨立非執行董事亦須在切實可行範圍內盡快通知本公司。

提名委員會獲授權每年參考上市規則所載的獨立性準則評估所有獨立非執行董事的獨立性，以確保彼等能夠持續作出獨立判斷。

報酬

不會向獨立非執行董事授予與業績相關的基於股權的薪酬(例如購股權或贈款)，因為這可能會導致其決策出現偏見並損害其客觀性及獨立性。

董事會每年均會檢討上述機制的執行及成效。

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，設立紀檢辦公室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。公司完善反腐敗政策，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 among the Group from all levels. All employees are well aware and supported about the importance of anti-corruption. The Group has along well established whistle-blowing policy so encourage and allow employees to raise concerns about possible improprieties in matters of financial reporting, compliance, and other malpractices at the earliest. Employees can raise concerns, in confidence, about possible improprieties such as misconduct and malpractice in any matter related to the Group. 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-related trainings are conducted annually among all farms and subsidiaries. During the year, all employees have received anti-corruption training, including seminars, online training and publicity articles. The Group will reviewed the mechanism and whistle-blowing policy annually and to ensure its effectiveness.

COMMUNICATION WITH SHAREHOLDERS

Effective Communication

The Company discloses relevant information to Shareholders through the Company's annual report and consolidated financial statements, the interim report, as well as the annual general meeting. The section under "CEO's Statement" and "Management Discussion and Analysis" of the annual report facilitate the Shareholders' understanding of the Company's activities. The annual general meeting allows the Directors to meet and communicate with the Shareholders. The Company's consolidated financial statements and each of the required disclosure of information are dispatched within the prescribed period imposed by laws and regulations.

To manage its relationship with the investment community, the Group meets regularly with the press and financial analysts and participates frequently in other conferences and presentations.

To further promote effective communication, the corporate website is maintained to disseminate Company announcements and other relevant financial and non-financial information electronically on a timely basis.

舉報機制

本集團始終在其各級秉承誠信守法的精神。所有僱員均深知並支持反腐敗的重要性。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、合規及其他不當行為方面可能存在的不當行為提出疑慮。僱員可以私下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相關培訓。年內，所有僱員均接受了反腐敗培訓，包括研討會、在線培訓及宣傳文章。本集團將每年檢討該機制及舉報政策，以確保其有效性。

與股東溝通

有效溝通

本公司透過本公司之年報及綜合財務報表、中期報告以及股東週年大會向股東披露有關資料。年報中「總裁報告書」以及「管理層討論及分析」兩節幫助股東了解本公司之業務。股東週年大會讓董事可與股東會面及溝通。本公司之綜合財務報表及各項規定之資料披露於法律及法規規定之限期內發出。

為管理與投資群體之關係，本集團定期與媒體及財務分析人員會面，並經常參與其他會議及發佈會。

為進一步促進有效溝通，本公司已設立公司網站，以電子方式及時發佈本公司公告以及其他有關財務及非財務之資料。



Shareholders may at any time send their written enquiries and concerns to the Company, either by post or facsimiles, together with his/her contact details, such as postal address, email address or fax number, via the company secretary whose contact details are as follows:

The Company Secretary

China Modern Dairy Holdings Ltd.
Room A, 32/F., COFCO Tower
262 Gloucester Road
Causeway Bay, Hong Kong
Telephone: (852) 2851-0525
Fax: (852) 2851-6980

SHAREHOLDERS RIGHTS

Procedure for Shareholders to Convene an Extraordinary General Meeting

Pursuant to the Articles of Association, any one or more Shareholders holding not less than one-tenth of the issued share capital of the Company carrying the right of voting at general meetings may require an extraordinary general meeting by a written requisition to the Board or the Company Secretary either via personal delivery or mail (Attn: Board of Directors/Company Secretary, at Room A, 32nd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong "Hong Kong Principal Office") or via email (info@moderndairyir.com). The Board shall proceed duly within 21 days from the date of deposit of the requisition to convene a general meeting to be held within a further 21 days.

股東可隨時通過公司秘書以郵寄或傳真方式將其書面查詢及疑慮連同聯繫方式(例如郵寄地址、電子郵件地址或傳真號碼)發送至本公司，其聯繫方式如下：

公司秘書

中國現代牧業控股有限公司
香港銅鑼灣
告士打道262號
中糧大廈32樓A室
電話：(852) 2851-0525
傳真：(852) 2851-6980

股東權利

股東召開股東特別大會之程序

根據組織章程細則，凡持有有權於股東大會上投票之本公司已發行股本不少於十分之一之任何一名或多名股東，可透過個人遞交或郵寄(收件人：董事會／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(「香港總辦事處」))或透過電郵(info@moderndairyir.com)向董事會或公司秘書遞交召開股東特別大會之書面要求。董事會須於有關要求提交日期起計21日內，正式召開股東大會，而有關大會須於其後21日內舉行。



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 Hong Kong Principal Office, (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 seven days (or such other period as determined and announced by the Board). 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, once valid notice is received.

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 Hong Kong Office. The Company Secretary forwards communications relating to matters within the Board's purview to the Board.

Procedures for Making Proposals at Shareholder's Meeting

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 pursuant to the following address via personal delivery, mail or courier to: Attention: Shareholder Communication, Board of Directors, Hong Kong Office.

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.

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香港總辦事處。可發出上述通知的期間須為七日(或由董事會決定及宣佈的其他期間)。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。本公司於接獲有效請求書後，將採取適當行動及作出必要安排。

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香港辦事處之公司秘書。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。有關建議須透過個人遞交、郵寄或速遞按以下地址寄交董事會，收件人為香港辦事處董事會股東通訊。

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。



Voting by Way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the annual general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the annual general meeting pursuant to article 14.6 of the Articles of Association. The relevant details of the proposed resolutions, including biographies of each Director standing for re-election, will be included in the circular to Shareholders dispatched together with this annual report. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the code of conduct regarding securities transactions by Directors adopted by the Company during the year.

INVESTOR RELATIONS

The Company adopts a proactive policy in promoting investor relations and communications. When the Company announces its interim and annual results, management will normally meet with institutional investors, financial analysts and financial media, provide briefings on the business progress and recent developments of the Company. The Company has regularly participated in investor summits and conferences to enhance communication with the investment community. Investors are welcomed to send their enquiries to our investor relation at info@moderndairyir.com or browse the Company's website (<http://www.moderndairyir.com>) for latest update information of the Group. Therefore, the Company has reviewed the implementation and effectiveness of the above shareholders' communication policy conducted during the year and is satisfied that the policy has been implemented effectively.

投票表決

根據上市規則第13.39(4)條，股東在股東週年大會上之所有表決必須按股數投票方式進行。根據組織章程細則第14.6條，股東週年大會主席將會要求以投票方式對會上提呈之每項決議案進行表決。隨同本年報寄發之股東通函將載有所提呈決議案之有關詳情，包括參加膺選連任之各董事之履歷。本公司將按上市規則第13.39(5)條規定的方式公佈投票表決結果。

董事進行之證券交易

本公司已採納一套有關董事進行之證券交易之行為守則，其條款嚴謹程度不遜於載於上市規則附錄C3的上市發行人董事進行證券交易的標準守則所載之規定標準。經向全體董事作出特定查詢後，全體董事確認，彼等於年內已遵守本公司就董事進行之證券交易之行為守則所載之規定標準。

投資者關係

本公司採取積極政策促進投資者關係與溝通。在本公司公佈其中期及年度業績時，管理層一般會與機構投資者、金融分析師及金融媒體會晤，提供有關本公司業務進展與近期發展的簡要介紹。本公司已定期參加投資者峰會及會議，以加強與投資社區的交流。本公司歡迎投資者致函info@moderndairyir.com詢問我們的投資者關係或瀏覽本公司網站(<http://www.moderndairyir.com>)了解本集團的最新更新資料。因此，本公司於年內已檢討以上股東溝通政策的實施和有效性，並滿意該政策已得到有效執行。



REPORT OF THE DIRECTORS

董事會報告書

The board of directors of the Company (the “**Board**”) is pleased to present its report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**” or “**we/us**”) for the year ended 31 December 2023 (the “**year**” or “**2023**”) which were approved by the Board on 25 March 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries is production and sale of raw milk to customers for processing into dairy products, and trading, production, and the sales of feeds business. The Group also engaged in new business areas such as feed business, intelligent e-commerce platforms and forage grass planting (the “**New Business**”).

The particulars of the subsidiaries are set out in note 47 to the consolidated financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group for the year and the state of affairs of the Company and the Group as at that date are set out in the consolidated financial statements and the notes on pages 132 to 298.

BUSINESS REVIEW

The business review of the Group, including a fair review of the Group’s business, a description of the principal risks and uncertainties faced the Group, particulars of important events affecting the Group that have occurred since the end of the financial year, an indication of likely future development in the Group’s business, key performance indicators, environmental policies and performance, and the Group’s key relationships with its employees, customers and suppliers and others that have a significant impact on the Group and on which the Group’s success depends, is set out in the sections of this annual report headed “CEO’s Statement”, “Management Discussion and Analysis”, “Corporate Governance Report” and in the notes to the financial statements.

本公司董事會(「**董事會**」)欣然提呈其報告連同本公司及其附屬公司(統稱為「**本集團**」或「**我們**」)截至2023年12月31日止年度(「**本年度**」或「**2023年**」)之經審核綜合財務報表，該等報表於2024年3月25日已獲董事會批准。

主要業務

本公司的主要業務為投資控股，而其附屬公司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以及交易、生產及銷售飼料，本集團同時開拓飼料業務、數智平台及草業等新業務(「**新業務**」)。

附屬公司的詳情載於綜合財務報表附註47。

綜合財務報表

本集團於年內的業績及本公司和本集團於該日的財務狀況載於第132至298頁之綜合財務報表及其附註。

業務回顧

本集團的業務回顧載於本年報的「總裁報告書」、 「管理層討論及分析」、「企業管治報告」及財務報表附註，內容包括對本集團業務的中肯審視、對本集團面臨的主要風險及不確定因素的概述、財政年度末起所發生的影響本集團的重要事件的詳情、對本集團可能日後業務發展的預測、主要表現指標、環境保護政策及表現，以及本集團與其僱員、顧客及供應商的重要關係以及與其他對本集團有重要影響(而本集團的興盛繫於該等人士)的人士的關係。



Other than financial performance, the Group believes that a high standard of corporate social responsibility is essential for building up a good corporate and social relationship and motivating staff and creating a sustainable return to the Group. We are committed to contributing to the sustainability of the environment and community in which we conduct business and where our stakeholders live.

SHARE CAPITAL

Details of the movement in the share capital of the Company during the year are set out in note 36 to the consolidated financial statements.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's main operations are carried out by the Company's subsidiaries operating in the PRC while the Company itself is incorporated in Cayman Islands its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The Group's operations are mainly regulated by the applicable laws and regulations of Cayman Islands, Hong Kong and PRC. For the year ended 31 December 2023 and up to the date of this report, the Board was not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Company.

Please refer to the discussions in this report and the "Corporate Governance Report" for further details on the Group's compliance with the relevant laws and regulations.

CORPORATE GOVERNANCE

In view of the Board, the Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules the year under review. Details of the Company's work in corporate governance during the year are disclosed in the "Corporate Governance Report" on pages 64 to 89 of this annual report.

除財務表現外，本集團認為高標準的企業社會責任對建立良好的企業社會關係及激勵員工以及為本集團創造可持續回報至關重要。我們致力於促進我們的業務及利益相關者所在地的環境及社區的可持續發展。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註36。

遵守法律及法規

本集團的主要營運由本公司在中國營運的附屬公司進行，而本公司本身於開曼群島註冊成立，其股份在香港聯合交易所有限公司（「香港聯交所」）主板上市。本集團的營運主要受開曼群島、香港及中國的適用法律法規監管。於截至2023年12月31日止年度及直至本報告日期，董事會並不知悉任何不遵守相關法律及法規並對本公司造成重大影響的情況。

有關本集團遵守相關法律及法規的進一步詳情，請參閱本報告的討論及「企業管治報告」。

企業管治

董事認為，本公司已於回顧年度應用原則並遵守上市規則附錄C1所載的企業管治守則全部守則條文。有關本公司年內企業管治工作的詳情，於本年報第64至89頁的「企業管治報告」中披露。



REPORT OF THE DIRECTORS 董事會報告書

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group strictly endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental technologies to ensure our products meet the required standards and ethics. A discussion on the Group's environmental policies and performance is contained in the Environmental, Social and Governance Report ("**ESG Report**") prepared in accordance with the ESG Reporting Guide of Stock Exchange will be released separately in April 2024.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Save as disclosed in this report, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year, except that the trustee of the share award scheme of the Company, pursuant to the rules of which, purchased on the open market of the Main Board of the Hong Kong Stock Exchange a total of 62,123,000 (2022: 9,200,000 shares) ordinary shares of the Company as restricted shares at a consideration of approximately HK\$48,488,000 (equivalent to RMB44,470,000) (2022: HK\$10,962,000 (equivalent to RMB9,073,000)).

PROPOSED FINAL DIVIDEND

The Board has recommended the payment of a final dividend of RMB0.0045 (2022: RMB0.0142) per ordinary share for the year ended 31 December 2023. Upon shareholders' approval at the forthcoming annual general meeting of the Company, which will be held on Wednesday, 12 June 2024 (the "**2024 AGM**"), the proposed final dividend will be paid on or about Friday, 28 June 2024 to shareholders whose names appear on the register of members of the Company on Thursday, 20 June 2024. Currently, the Company is not aware of any arrangement under which a Shareholder has waived or agreed to waive any dividends.

No interim dividend was paid during the year (2022: nil).

環境保護政策及表現

本集團竭力嚴格遵守有關環境保護的法律及法規及採用有效的環保技術，以確保我們的產品符合規定的標準及規範。根據聯交所的環境、社會及管治報告指引編製的環境、社會及管治報告（「**ESG報告**」）中包含了有關本集團環境政策及表現的討論，並將於2024年4月另行發佈。

購買、出售或贖回本公司之上市證券

除在本報告披露外，於年內，本公司或其任何附屬公司概無購買、贖回或出售本公司之上市證券，惟本公司之股份獎勵計劃之受託人根據計劃之規則於香港聯交所主板公開市場購買合共62,123,000股(2022年：9,200,000股)本公司普通股作為限制性股份，代價約為48,488,000港元(相當於人民幣44,470,000元)(2022年：10,962,000港元(相當於人民幣9,073,000元))。

擬派期末股息

董事會建議派發截至2023年12月31日止年度的期末股息每股普通股人民幣0.0045元(2022年：人民幣0.0142元)。待將於2024年6月12日(星期三)舉行的應屆本公司股東週年大會(「**2024年股東週年大會**」)上獲股東批准後，擬派期末股息將於2024年6月28日(星期五)或前後派付予於2024年6月20日(星期四)名列本公司股東名冊的股東。目前，本公司並不知悉股東已根據任何安排放棄或同意放棄任何股息。

於年內並無派發中期股息(2022年：無)。



CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 6 June 2024 to Wednesday, 12 June 2024, both days inclusive, for the purpose of ascertaining shareholders' eligibility to attend and vote at 2024 AGM. In order to be eligible to attend and vote at 2024 AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2024.

The register of members of the Company will be closed from Tuesday, 18 June 2024 to Thursday, 20 June 2024, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at the same address as set out above not later than 4:30 p.m. on Monday, 17 June 2024.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately RMB5.04 million (2022: RMB6.71 million).

RELATIONSHIPS WITH EMPLOYEES

The employees of the Group are one of the most important assets and stakeholders of the Group and their contribution and support are values at all times. The Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Other fringe benefits, mandatory provident fund, share options, restricted share award, employee partnership program and cash-based incentive award are provided to retain loyal employees with the aim to form a professional staff and management team that can bring the Group to different levels of success.

暫停辦理股份過戶登記

本公司將於2024年6月6日(星期四)至2024年6月12日(星期三)(包括首尾兩日)期間暫停辦理股份過戶登記，以確定股東出席2024年股東週年大會並於會上投票的資格。為符合資格出席2024年股東週年大會並於會上投票，所有過戶文件連同相關股票須不遲於2024年6月5日(星期三)下午四時三十分送交本公司股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，以進行登記。

本公司將於2024年6月18日(星期二)至2024年6月20日(星期四)(包括首尾兩日)暫停辦理股份過戶登記以釐定股東獲派建議末期股息之資格。為確立獲派建議末期股息的資格，所有股份過戶文件連同有關股票須不遲於2024年6月17日(星期一)下午四時三十分遞交至本公司股份過戶登記分處香港中央證券登記有限公司的上述相同地址，以進行登記。

捐款

本集團於年內作出的慈善及其他捐款約為人民幣5.04百萬元(2022年：人民幣6.71百萬元)。

與僱員的關係

本集團僱員為本集團最重要資產及持份者之一，彼等的貢獻及支持一直為本集團帶來重要價值。本集團根據行業標準及僱員之個別表現定期檢討補償及福利政策，並提供其他額外福利、強制性公積金、購股權、限制性獎勵股份、員工合夥人計劃及以現金為基礎的獎勵以挽留忠誠僱員，旨在組成一支專業的員工及管理團隊，為公司達成不同層面的成功。



REPORT OF THE DIRECTORS 董事會報告書

RELATIONSHIPS WITH SUPPLIERS

The Company adopts an open, fair and impartial procurement policies, and takes the lead in formulating industry standards as a win-win approach for a healthy development of the dairy industry. The quality and safety of feed are always our primary consideration. We have established long-term cooperation relationship with a number of suppliers, and strived to ensure that they are in compliance with our undertaking on quality and ethics. We require the suppliers to observe our undertaking on integrity. We have stringent requirements in supplier selection and that they must satisfy the qualification requirements in quality, safety, nutrients, historical record and overall performance etc. and pass our constant examination and evaluation before becoming our qualified suppliers.

RELATIONSHIPS WITH CUSTOMERS

To provide high quality products and services to customers are always our mission. Customers' need and demand are always our top consideration. With the increase of income and the popularization of health concepts, the demand of dairy products is increasingly augmented with a growing tendency for diversified products.

We, together with Mengniu Group expand the sales network and increase sale forms, setting up outlets in large supermarkets. By doing so, we hope to gradually develop customers, deliver our fresh milk products in time, and meet consumers' demand.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all loss or liabilities (to the fullest extent permitted by the Companies Law of the Cayman Islands) which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability coverage for the Directors and officers of the Company.

與供應商的關係

本公司採納公開、公平、公正的採購政策，引領制定行業標準，為乳業健康發展締造雙贏途徑。飼料的品質和安全是我們的一貫首要的考慮因素，我們已與多家供應商建立了長期合作關係，並盡力確保其遵守我們對質素及道德的承諾，並要求供應商遵守我們的廉潔承諾。我們對供應商的選擇要求是嚴格的，供應商必須要滿足品質、安全、營養成分、歷史記錄、整體業績等方面的資格要求，且必須經過我們常設的評估，方可成為我們合格的供應商。

與客戶的關係

為客戶提供高品質的產品和服務是我們的使命，客戶的需要和需求始終是我們的首要考慮因素。隨著我國居民收入水準的提高和健康觀念的普及，奶製品需求量日益增大，需求形式的多樣性也更加明顯。

我們與蒙牛集團也拓寬銷售網絡、豐富銷售形式，於大型超市參與商超促銷。我們希望能藉此舉逐步培養客戶，保證奶品及時送達、新鮮到家，滿足消費者需求。

獲准許的彌償條文

根據本公司的組織章程細則，每名董事有權就其於或因履行職責或其他有關事宜而可能蒙受或產生的所有損失或責任(在開曼群島公司法許可的最大範圍內)，自本公司的資產中獲得彌償。本公司已為董事及本公司主要行政人員購買適當之董事及主要行政人員責任保險。



REMUNERATION OF THE DIRECTORS

The remuneration of each Director is determined with reference to the duties, responsibilities, performance of the Directors, the results of the Group and the prevailing market rate.

Details of the remuneration of the Directors are set out in note 12 to the consolidated financial statements.

CORPORATE GOVERNANCE PRACTICES

Details of the Company's corporate governance practices are set out in page 64 of this annual report.

DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 136 and note 49 to the consolidated financial statements. The Company's distributable reserves, calculated in accordance with the Companies Law of Cayman Islands, amounted to approximately RMB7,650.1 million as at 31 December 2023 (2022: RMB7,762.63 million).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 299 to 300.

PROPERTY, PLANT AND EQUIPMENT

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

INTEREST-BEARING BORROWINGS

Particulars of the interest-bearing borrowings of the Group as at 31 December 2023 are set out in notes 28, 29, 30 and 31 to the consolidated financial statements of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

The turnover attributable to the Group's primary customers, Mengniu Group, accounted for approximately 70.7% (2022: 74.8%) of the Group's total turnover for the year. The Group's five largest customers contributed in aggregate 78.4% (2022: 81.6%) of the Group's total turnover for the year.

During the year, the five largest suppliers of the Group in aggregate represented 12.8% (2022: 15.2%) of the Group's total purchases. Purchases from the largest supplier accounted for approximately 3.1% (2022: 5.5%) of the Group's total purchases.

董事的薪酬

各董事的薪酬乃參考董事的職務、責任、表現及本集團的業績以及現行市價而釐定。

董事的薪酬詳情載於綜合財務報表附註12。

企業管治常規

本公司的企業管治常規詳情載於本年報第64頁。

可分派儲備

本集團及本公司於年內的儲備變動詳情載於第136頁綜合權益變動表及綜合財務報表附註49。於2023年12月31日，本公司的可分派儲備按開曼群島公司法計算約為人民幣7,650.1百萬元(2022年：人民幣7,762.63百萬元)。

財務摘要

本集團於過去五個財政年度的業績及資產和負債摘要載於第299至300頁。

物業、廠房及設備

本集團物業、廠房及設備的變動詳情載於綜合財務報表附註16。

有息借款

本集團於2023年12月31日之有息借款詳情載於本年報綜合財務報表附註28、29、30及31。

主要客戶及供應商

年內，本集團主要客戶蒙牛集團應佔營業額佔本集團總營業額約70.7%(2022年：74.8%)。年內，本集團五大客戶合共佔本集團總營業額78.4%(2022年：81.6%)。

年內，本集團五大供應商合共佔本集團總採購額的12.8%(2022年：15.2%)。最大供應商的採購額佔本集團總採購額約3.1%(2022年：5.5%)。



REPORT OF THE DIRECTORS

董事會報告書

Save as disclosed under the paragraph headed “Continuing Connected Transactions” and the interest in Mengniu of Mr. Lu Minfang, Mr. Zhang Ping, Mr. Zhao Jiejun and Mr. Chen Yiyi as disclosed in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” below of this report, none of the Directors or any of their associates or any shareholder (which, to the best knowledge of the Directors, owns more than 5% of the Company’s share capital) had any beneficial interest in the Group’s top five largest customers and suppliers.

DIRECTORS

The Directors during the year ended 31 December 2023 and up to the date of this report were:

Executive Directors

Mr. Sun Yugang (*Chief Executive Officer*)
Mr. Zhu Xiaohui (*Chief Financial Officer*)

Non-executive Directors

Mr. Lu Minfang (*Chairman of the Board*, resigned on 1 February 2023)
Mr. Zhao Jiejun (*Vice Chairman of the Board*, re-designated as Chairman of the Board on 1 February 2023)
Mr. Zhang Ping
Mr. Chen Yiyi (appointed on 1 February 2023)
Ms. Gan Lu

Independent Non-executive Directors

Mr. Li Shengli
Mr. Lee Kong Wai, Conway
Mr. Chow Mang Sang

By virtue of Article 17.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Article 17.18 of the Articles of Association of the Company, Mr. Zhui Xiaohui, Ms. Gan Lu and Mr. Chow Ming Sing retire by rotation and, being eligible, offer themselves for re-election at the forthcoming 2024 AGM as at the date of this report.

除本報告「持續關連交易」一段所披露者以及下文「董事及主要行政人員於股份、相關股份及債券的權益及淡倉」一節所披露盧敏放先生、張平先生、趙傑軍先生及陳易一先生於蒙牛的權益外，董事、彼等的任何聯繫人或任何股東（據董事所深知擁有本公司股本5%以上者）概無擁有本集團五大客戶及供應商的任何實益權益。

董事

於截至2023年12月31日止年度及直至本報告日期，擔任董事之人士如下：

執行董事

孫玉剛先生（總裁）
朱曉輝先生（首席財務官）

非執行董事

盧敏放先生（董事會主席，於2023年2月1日辭任）
趙傑軍先生（董事會副主席，於2023年2月1日獲調任為董事會主席）
張平先生
陳易一先生（於2023年2月1日獲委任）
甘璐女士

獨立非執行董事

李勝利先生
李港衛先生
周明笙先生

根據組織章程細則第17.2條，董事會有權不時及隨時委任任何人士為董事以填補臨時空缺或加入董事會。如此獲委任的任何董事僅應出任至本公司下屆股東週年大會並屆時符合資格膺選連任。

根據本公司組織章程細則第17.18條，於本報告日期，朱曉輝先生、甘璐女士及周明笙先生將於即將舉行之2024年股東週年大會上輪值告退，惟彼等符合資格且願意膺選連任。



Long Servicing INEDs

There is no independent non-executive Directors who has served the Board for more than 9 years and re-election of each of them will be subject to a separate resolution to be approved by the Shareholders pursuant to the Listing Rules.

The Company considers that all the independent non-executive Directors are independent pursuant to the criteria set out in Rule 3.13 of the Listing Rules and that a confirmation of independence has been received from each of them.

Biographical Details of Directors and Senior Management

Biographical details of the Directors and the senior management of the Group as at the date of this annual report are set out on pages 55 to 63.

Directors' Services Contracts

None of the Directors being proposed for re-election at the 2024 AGM has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

RELATED PARTIES TRANSACTION

Save as disclosed under the paragraph headed "Continuing Connected Transaction" from page 108 to 117 in this report, none of the "Related Parties Transactions" as disclosed in note 46 to the consolidated financial statements for the year under review constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

獨立非執行董事長期服務

並無為董事會服務超過9年且其各自的重選將須待股東根據上市規則批准獨立決議案後方可作實的獨立非執行董事。

本公司認為根據上市規則第3.13條所載的標準，所有獨立非執行董事均屬獨立，且已收到各獨立非執行董事獨立性確認書。

董事及高級管理層之履歷詳情

本集團董事及高級管理層於本年報日期之履歷詳情載於本年報第55至63頁。

董事服務合約

擬於2024年股東週年大會重選的董事，概無與本公司或其任何附屬公司訂立不可於一年內在免付賠償的情況下(法定賠償除外)終止的服務合約。

關聯方交易

除載於本報告第108至117頁「持續關連交易」一段所披露外，概無「關聯方交易」(於回顧年度綜合財務報表附註46披露)構成上市規則下須予披露非豁免關連交易或非豁免持續關連交易。



REPORT OF THE DIRECTORS 董事會報告書

DIRECTORS' INTERESTS – LONG AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of the Directors and the chief executives of the Company and their respective associates in the shares, underlying shares and debentures of the Company or 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")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long Positions in the Shares and Underlying Shares of the Company

董事權益 – 於股份、相關股份及債券的好倉及淡倉

於2023年12月31日，董事及本公司主要行政人員及彼等各自的聯繫人於本公司或其相聯法團(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、相關股份及債券中，擁有根據證券及期貨條例第352條須登記於本公司存置的登記冊的權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及香港聯交所的權益及淡倉如下：

於本公司股份及相關股份的好倉

Name of Director 董事姓名	Nature of interest 權益性質	Number of Shares or underlying Shares 股份或相關股份數目	Approximate percentage of shareholding interest 股權概約百分比
Mr. Sun Yugang 孫玉剛先生	Beneficial owner 實益持有人	12,038,287	0.15%
Mr. Zhu Xiaohui 朱曉輝先生	Beneficial owner 實益持有人	6,808,593	0.09%



Interest in Associated Corporation

Long positions in the shares of the associated corporation are set out below:

於相聯法團的權益

於相聯法團股份的好倉如下：

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Number of shares in associated corporation 於相聯法團的股份數目	Approximate percentage of shareholdings interest 股權概約百分比
Mr. Zhao Jiejun 趙傑軍先生	China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	2,184,481	0.06%
Mr. Zhang Ping 張平先生	China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	1,856,272	0.05%
Mr. Chen Yiyi ^{Note} 陳易一先生 ^{附註}	China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	2,197,904	0.06%

Note:

Mr. Zhang Ping, Mr. Zhao Jiejun and Mr. Chen Yiyi are non-executive Directors of the Company. Mr. Zhang Ping is also the executive director and chief financial officer of Mengniu Group. Mr. Zhao Jiejun is the vice president and the head of milk sourcing and animal husbandry industry chain business unit of Mengniu Group. Mr. Chen Yiyi, is a vice president and head of strategy management of Mengniu Group, and is responsible for the strategic and investment management of Mengniu Group. As at the date of this report, Mengniu holds 56.36% of the issued share capital of the Company.

Saved as disclosed above, as at 31 December 2023, none of the Directors and the chief executives of the Company and their respective associates had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

附註：

張平先生、趙傑軍先生及陳易一先生均為本公司的非執行董事。張平先生亦為蒙牛集團的執行董事兼首席財務官。趙傑軍先生為蒙牛集團副總裁，及奶源及牧業產業鏈負責人。陳易一先生為蒙牛集團副總裁，集團戰略管理負責人，負責戰略和投資管理。於本報告日期，蒙牛持有本公司已發行股本56.36%。

除上文所披露者外，於2023年12月31日，董事及本公司主要行政人員及彼等各自的聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須登記於本公司存置的登記冊的任何權益及淡倉，或根據標準守則須知會本公司及香港聯交所的任何權益及淡倉。



REPORT OF THE DIRECTORS 董事會報告書

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS

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 had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONVERTIBLE SECURITIES, WARRANTS, OPTIONS OR SIMILAR RIGHTS

There is no conversion or subscription rights under any convertible securities, warrants or options or similar rights issued or granted by the Company or any of its subsidiaries during the year or subsisted at the end of the year. In addition, no equity-linked agreements were entered into by the Company, or existed during the year.

EVENTS AFTER THE REPORTING PERIOD

Deemed Disposal of Equity Interest in a Subsidiary

Reference is made to the announcement dated 1 February 2024 (the "Announcement", terms used in this section shall have the same meanings as defined in the Announcement), that Modern Farming Wuhe, China Agricultural, Anhui Suida and Modern Farming entered into, among others, the Capital Injection Agreement, pursuant to which, China Agricultural subscribed for approximately 25.4% of the enlarged registered capital of Modern Farming Wuhe by way of Capital Injection in cash for the sum of RMB600 million into Modern Farming Wuhe on 8 February 2024.

Proposed Issuance of Option Shares and Unlisted Options under Specific Mandate

The Company and China Agricultural also entered into the Option Agreement, pursuant to which the Company agreed to grant an option to China Agricultural to subscribe for the Option Shares. The grant of option is subject to approval by the shareholders at the forthcoming general meeting.

Saved as disclosed above, no other material events occurred during the year and up to the date of this report.

MANAGEMENT CONTRACTS

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

董事於交易、安排或合約的權益

概無任何本公司或其任何附屬公司屬於其中一方而董事擁有直接或間接重大權益並於本年度結束時或本年度任何時間仍然生效與本集團業務有關之重大交易、安排或合約。

可換股證券、認股權證、購股權或類似權利

於本年度內及本年度結束時，本公司及其任何附屬公司概無發行或授出任何附帶兌換或認購權的可換股證券、認股權證或購股權或類似權利。此外，本公司概無訂立或於本年度存續的股權掛鈎協議。

匯報期後事項

視作出售附屬公司的股權

茲提述日期為2024年2月1日的公告（「該公告」，本節所用詞彙的含義應與該公告所界定者相同），現代牧業五河、中墾基金、安徽穗達與現代牧業（集團）訂立（其中包括）注資協議，據此，中墾基金於2024年2月8日以向現代牧業五河現金注資人民幣600百萬元的方式認購現代牧業五河經擴大註冊資本的約25.4%。

建議根據特別授權發行購股權股份及非上市購股權

本公司亦與中墾基金訂立購股權協議，據此，本公司同意向中墾基金授予購股權以認購購股權股份。授予購股權須待股東於應屆股東大會上批准。

除上文所披露者外，於年內及截至本報告日期，概無發生其他重大事項。

管理合約

於年內，本集團並無訂立亦不存在任何有關整體或任何重大業務部分管理及行政之合約。



EQUITY-LINKED AGREEMENTS

Save for the share incentive scheme as set out below, the Company has not entered into any equity-linked agreement during the year ended 31 December 2023.

SHARE OPTIONS

Share Option Scheme adopted on 17 November 2011 (“Share Option Scheme I”)

The Company unconditionally adopted a share option scheme on 17 November 2011, which expired on 16 November 2014. All the outstanding share options were cancelled as a result of the acceptance of the mandatory cash offer made by Mengniu which was completed on 21 March 2017.

Share Option Scheme adopted on 5 June 2014 (“Share Option Scheme II”)

The Company unconditionally adopted a share option scheme on 5 June 2014, which was terminated on 9 September 2016. All the outstanding share options were cancelled as a result of the acceptance of the mandatory cash offer made by Mengniu which was completed on 21 March 2017.

Share Option Scheme adopted on 30 September 2016 (“Share Option Scheme III”)

The Company unconditionally adopted a share option scheme on 30 September 2016. All the outstanding share options were cancelled as a result of the acceptance of the mandatory cash offer made by Mengniu which was completed on 21 March 2017 and no new share option has been granted under Share Option Scheme III since.

As at the date of this report, there was no outstanding share options under the Share Option Scheme I, Share Option Scheme II and Share Option Scheme III.

SHARE AWARD SCHEMES

The Company operates a restricted share award scheme which was adopted by the Company on 9 September 2016 (the “Share Award Scheme I”), and on 26 March 2018 the Company adopted a new share award scheme (the “Share Award Scheme II”) which shall remain effective for ten years. The goal of the share award schemes are to motivate the employees to maximize the value of and share the results with the Company in order to achieve sustainable development of the Group.

股本掛鈎協議

除下文所載的股權激勵計劃外，本公司於截至2023年12月31日止年度並無訂立任何股本掛鈎協議。

購股權

於2011年11月17日採納的購股權計劃(「購股權計劃I」)

本公司於2011年11月17日無條件地採納一項購股權計劃，其於2014年11月16日屆滿。由於由蒙牛提出的強制性現金要約獲接納，所有尚未行使購股權獲註銷。該現金要約於2017年3月21日完成。

於2014年6月5日採納的購股權計劃(「購股權計劃II」)

本公司於2014年6月5日無條件採納一項購股權計劃，其於2016年9月9日終止。由於由蒙牛提出的強制性現金要約獲接納，所有尚未行使購股權獲註銷。該現金要約於2017年3月21日完成。

於2016年9月30日採納的購股權計劃(「購股權計劃III」)

本公司於2016年9月30日無條件採納一項購股權計劃。由於由蒙牛提出的強制性現金要約獲接納，所有尚未行使購股權獲註銷。該現金要約於2017年3月21日完成。自此，購股權計劃III項下並無授予新的購股權。

於本報告日期，購股權計劃I、購股權計劃II及購股權計劃III項下並無尚未行使的購股權。

股份獎勵計劃

本公司運作其於2016年9月9日採納的限制性股份獎勵計劃(「股份獎勵計劃I」)，及本公司於2018年3月26日採納另一新股份獎勵計劃(「股份獎勵計劃II」)，股份獎勵計劃II將維持十年有效。股份獎勵計劃旨在激勵僱員為本公司創造最大價值及與本公司僱員分享成果，以令本集團實現可持續發展。



REPORT OF THE DIRECTORS

董事會報告書

Share Award Scheme I

As at 31 December 2023, there were no outstanding awarded shares being unvested (2022: nil). For the avoidance of doubt, any restricted share granted prior to 26 March 2018, shall for all purposes continue to be administered and take effect in accordance with the rules of Share Award Scheme I.

Share Award Scheme II

As the total contributed amount of the Share Award Scheme I has reached its limit in 2017, the Company adopted Share Award Scheme II on 26 March 2018.

(a) The purpose of the Share Award Scheme II

The purpose of the Share Award Scheme II is to recognise and motivate the contribution of certain members of management of the Group and to provide incentives and help the Group in retaining its existing members of management and to provide them with a direct economic interest in attaining the long-term business objectives of the Group.

(b) Eligible Participants

The eligible participants include all members of the middle and senior management of any member of the Group.

(c) Maximum number of shares available under the Share Award Scheme II

The maximum number of Shares which may be purchased by the scheme trustee each year is set at 1% of the number of issued ordinary shares of the Company at the preceding annual general meeting.

The maximum number of share award that may be granted under the Share Award Scheme II in aggregate shall be such number of Shares held or to be held by the scheme trustee from time to time.

As at 31 December 2023, the total number of Shares held by the scheme trustee was 91,039,793.

The Share Award Scheme II shall be subject to the administration of the Board and the scheme trustee in accordance with the scheme rules and the trust deed between the Company and the scheme trustee. The scheme trustee is an independent third party to the Company.

股份獎勵計劃I

於2023年12月31日，概無發行在外尚未歸屬的獎勵股份(2022年：無)。為免生疑問，2018年3月26日之前所授予的任何限制性股份將繼續按照股份獎勵計劃I規則繼續管理和生效。

股份獎勵計劃II

由於股份獎勵計劃I的供款總額已於2017年達到上限，所以本公司於2018年3月26日採納股份獎勵計劃II。

(a) 股份獎勵計劃II的目的

股份獎勵計劃II旨在表揚及激勵本集團若干管理層成員的貢獻，提供獎勵及協助本集團挽留其現有管理層成員，並為彼等提供實現本集團長期業務目標的直接經濟利益。

(b) 合資格參與者

合資格參與者包括本集團任何成員公司的所有中高級管理人員。

(c) 股份獎勵計劃II項下可獲得的最高股份數目

計劃受託人每年可購買的股份數目上限為本公司於上屆股東週年大會上已發行普通股數目的1%。

根據股份獎勵計劃II可授出的股份獎勵總數最多為計劃受託人不時持有或將持有的股份數目。

於2023年12月31日，計劃受託人持有的股份總數為91,039,793股。

根據計劃規則及本公司與計劃受託人之間的信託契約，股份獎勵計劃II須由董事會及計劃受託人管理。計劃受託人為本公司的獨立第三方。



(d) **Maximum entitlement of each eligible participant under the Share Award Scheme II**

There is no specific limit on the maximum entitlement of each participant under the Share Award Scheme II. Accordingly, the maximum entitlement of each participant is subject to the limits imposed under the Listing Rules.

(e) **Vesting and Payment**

Subject to the terms and condition of the Share Award Scheme II, upon fulfillment of all vesting conditions (if any) as specified in the scheme rules of the Share Award Scheme II (the “**Scheme Rules**”) and the grant notice (as the case may be), the respective awarded shares (the “**Awarded Shares**”) held by the scheme trustee pursuant to the provision of the Scheme Rules shall vest in such selected participants (the “**Selected Participants**”) on such date(s) determined in accordance with the vesting schedule as set out in the grant notice or otherwise as communicated by the Company to the Selected Participant. The Awarded Shares will be transferred to such Selected Participant (or his nominee) by the scheme trustee on the vesting date.

Within the 12 months following the vesting date (the “**Lock-up Period**”), a Selected Participant may only dispose of up to fifty percent (50%) of the Awarded Shares vested to such Selected Participant on the Vesting Date (the “**Vested Shares**”); and subject to the above, a Selected Participant may dispose of his/her remaining Vested Shares at any time following the expiry of Lock-Up Period.

Selected Participants are not required to pay purchase price for the Awarded Shares granted under the Share Award Scheme II.

(f) **Period of the Share Award Scheme II**

The Share Award Scheme II shall be effective from the adoption date, being 26 March 2018, and shall continue in full force and effect for an initial term of ten (10) years.

(d) **股份獎勵計劃II項下每名合資格參與者的最高配額**

股份獎勵計劃II項下每名參與者的最高配額並無特定限制。因此，每名參與者的最高配額受限於上市規則所施加的限制。

(e) **歸屬及付款**

根據股份獎勵計劃II的條款及條件，待股份獎勵計劃II的計劃規則(「**計劃規則**」)及授出通知(視情況而定)所列的所有歸屬條件(如有)達成後，計劃受託人根據計劃規則的規定持有的相應獎勵股份(「**獎勵股份**」)應於根據授出通知中所載的歸屬時間表或本公司向有關經選定參與者(「**經選定參與者**」)傳達的其他方式確定的日期向經選定參與者歸屬。獎勵股份將於歸屬日期由計劃受託人轉讓予經選定參與者(或其代名人)。

於歸屬日期後的12個月內(「**禁售期**」)，經選定參與者最多僅能出售於歸屬日期歸屬於該經選定參與者的獎勵股份(「**歸屬股份**」)的百分之五十(50%)；以及根據上述規定，經選定參與者可於禁售期屆滿後隨時出售其剩餘的歸屬股份。

經選定參與者毋須為根據股份獎勵計劃II授出的獎勵股份支付購買價。

(f) **股份獎勵計劃II的期限**

股份獎勵計劃II自採納日期(即2018年3月26日)起生效，並將於十(10)年的初始期限內繼續完全有效。



MOVEMENT OF THE SHARE AWARD DURING THE YEAR

Details of the Awarded Shares and their movements during the year are set out below:

本年度股份獎勵的變動

年內獎勵股份詳情及變動如下：

Type of Grantees 獲授予人類別	Name of Grantee or Type 股份承授人名稱或類別	Date of Grant 授出日期	No. of Share Award			Cancelled/ Lapsed/ 已註銷/ 失效	No. of Share Award		Share Award Vesting Date 股份獎勵歸屬日期		Average Purchase Price of Awards (vested) 平均購買價 (已歸屬部分) (HK\$) (港元)	Closing Price Immediately Before the Date of Grant 緊接授予日期前的收盤價 (HK\$) (港元)	Weighted Average Closing Price Immediately Before the Vesting Date 緊接歸屬日期前的加權平均收盤價 (HK\$) (港元)
			Outstanding as of 1.1.2023 於2023年1月1日 尚未行使 股份獎勵	During the year 年內	Granted 已授予		Vested 已歸屬	Outstanding Unvested as at 31.12.2023 於2023年12月31日 尚未歸屬的 股份獎勵	By batch: First 50%	By batch: Second 50%			
Directors 董事	Sun Yugang	12/4/2022	4,994,000	—	(2,497,000)	—	2,497,000	12/4/2023	12/4/2024	1.34	1.24	1.34	
	孫玉剛	28/4/2023	—	5,610,000	—	—	5,610,000	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用	
	Zhu Xiaohui	12/4/2022	2,997,000	—	(1,498,500)	—	1,498,500	12/4/2023	12/4/2024	1.34	1.24	1.34	
	朱曉輝	28/4/2023	—	3,273,000	—	—	3,273,000	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用	
Other Grantees 其他獲授予人	Five highest paid individuals in aggregate (excluding Directors) 五名最高薪酬人士合計 (不包括董事)	12/4/2022	12,087,000	—	(6,043,500)	—	6,043,500	12/4/2023	12/4/2024	1.34	1.24	1.34	
		28/4/2023	—	13,323,000	—	—	13,323,000	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用	
	Other employees 其他僱員	12/4/2022	32,149,000	—	(15,550,000)	(1,573,500)	15,025,500	12/4/2023	12/4/2024	1.34	1.24	1.34	
		25/12/2022	4,415,000	—	(2,163,500)	(121,500)	2,130,000	12/4/2023	12/4/2024	N/A不適用	0.94	N/A不適用	
		28/4/2023	—	47,676,000	—	(1,216,000)	46,460,000	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用	
			56,642,000	69,882,000	(27,752,500)	(2,911,000)	95,860,500						

During the year, the Board granted a total of 69,882,000 Awarded Shares under the Share Award Scheme II to 148 middle and senior management personnel of the Group, and of which 5,610,000 and 3,273,000 were granted to Mr. Sun Yugang and Mr. Zhu Xiaohui, respectively, both are executive director of the Company. The fair value of an Awarded Share as at 28 April 2023, being the date of grant, was HK\$0.95 per share. The fair values of Awarded Shares were determined based on the market price of the Company's Shares at the grant date.

For details of the Share Award Scheme II, please refer to the Company's announcement dated 27 March 2018. Further details of the share award schemes are also set out in note 38 to the consolidated financial statements.

年內，董事會根據股份獎勵計劃II向本集團148名中高層管理人員授予合共69,882,000股獎勵股份，其中向本公司執行董事孫玉剛先生及執行董事朱曉輝先生分別授予5,610,000及3,273,000股獎勵股份。於2023年4月28日(即授予日期)，獎勵股份的每股公平值為0.95港元。獎勵股份的公平值此乃根據本公司股份在授予日的市場價格釐定。

有關股份獎勵計劃II之詳情，請參閱本公司日期為2018年3月27日的公告。有關股份獎勵計劃之進一步詳情亦載於綜合財務報表附註38。



DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Other than as disclosed under the section headed "Share Options" and "Share Award Schemes" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other corporate.

UPDATE ON INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Mr. Lee Kong Wai, Conway, an independent non-executive Director of the Board, resigned as an independent non-executive director of GOME Retail Holdings Limited, a company listed in Hong Kong (stock code: 493.HK) with effect from 21 September 2023.

Save for disclosed above, there were no changes in the information of Directors since the date of this report and the Company's announcement, in relation to, among others, the resignation, appointment and re-designation of Directors, which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

There is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

董事購買股份或債券之權利

除上文「購股權」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本年度任何時間概無作出任何安排，使董事或本公司主要行政人員有權認購本公司或其任何相聯法團（定義見證券及期貨條例）之證券，或透過收購本公司或任何其他法團之股份或債券而獲益。

根據上市規則第13.51B(1)條作出的董事資料更新

董事會獨立非執行董事李港衛先生於2023年9月21日辭任國美零售控股有限公司（一間於香港上市的公司，股份代號：493. HK）的獨立非執行董事。

除上述所披露者外，自本報告日期及本公司就（其中包括）董事辭任、委任及調任等事宜發佈的公告後，董事的資料概無任何變更，所以根據上市規則第13.51B(1)條並無須予披露事項。

概無其他資料須根據上市規則第13.51B(1)條予以披露。



REPORT OF THE DIRECTORS 董事會報告書

DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO

As at 31 December 2023 the interests or short positions of substantial Shareholders, other than the Directors or the chief executives of the Company and their respective associates, in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be maintained under Section 336 of the SFO were as follows:

根據證券及期貨條例的股東須予披露權益及淡倉

於2023年12月31日，主要股東(董事或本公司主要行政人員及彼等各自的聯繫人除外)於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第336條須登記於登記冊的權益或淡倉如下：

Name of substantial shareholders	Capacity/Nature of interest	Number of Shares	Percentage of the Company's issued Share Capital ⁽³⁾ 佔本公司已發行股本百分比 ⁽³⁾
主要股東名稱	身份／權益性質	股份數目	
China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	Beneficial interest 實益權益	1,246,079,369 (L) ⁽¹⁾	15.74%
	Interest in controlled corporation (through Future Discovery Limited) 受控制法團權益 (透過Future Discovery Limited)	3,214,962,513 (L) ⁽²⁾	40.62%
Central Huijin Investment Ltd. 中央匯金投資有限責任公司	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益 (透過中銀國際金融產品有限公司)	568,181,818 (L)	7.18%
	Interest in controlled corporation (through Nam Tung (Macao) Investment Limited) 受控制法團權益 (透過澳門南通信託投資有限公司)	568,181,818 (S)	7.18%
Bank of China Limited 中國銀行股份有限公司	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益 (透過中銀國際金融產品有限公司)	1,500,000 (L)	0.02%
	Interest in controlled corporation (through Nam Tung (Macao) Investment Limited) 受控制法團權益 (透過澳門南通信託投資有限公司)	568,181,818 (S)	7.18%
	Interest in controlled corporation (through Nam Tung (Macao) Investment Limited) 受控制法團權益 (透過澳門南通信託投資有限公司)	1,500,000 (L)	0.02%



REPORT OF THE DIRECTORS

董事會報告書

Name of substantial shareholders	Capacity/Nature of interest	Number of Shares	Percentage of the Company's issued Share Capital ⁽³⁾ 佔本公司已發行股本百分比 ⁽³⁾
主要股東名稱	身份／權益性質	股份數目	
BOC International Holdings Limited 中銀國際控股有限公司	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益 (透過中銀國際金融產品有限公司)	568,181,818 (L) 568,181,818 (S)	7.18% 7.18%
BOCI Financial Products Limited 中銀國際金融產品有限公司	Beneficial interest 實益權益	568,181,818 (L) 568,181,818 (S)	7.18% 7.18%
New Hope Dairy Co., Ltd. 新希望乳業股份有限公司	Interest in controlled corporation (through GGG Holdings Limited) 受控制法團權益(透過GGG Holdings Limited)	635,345,763 (L)	8.03%
New Century Ltd.	Interest in controlled corporation (through GGG Holdings Limited) 受控制法團權益(透過GGG Holdings Limited)	635,345,763 (L)	8.03%
Liu Chang	Interest in controlled corporation (through GGG Holdings Limited) 受控制法團權益(透過GGG Holdings Limited)	635,345,763 (L)	8.03%
GGG Holdings Limited	Beneficial interest 實益權益	635,345,763 (L)	8.03%
MGD Holdings	Interest in controlled corporation (through Daher Capital LTD and DFG Limited) 受控制法團權益(透過Daher Capital LTD and DFG Limited)	400,000,000 (L)	5.05%

Notes:

Among which up to 568,181,818 Shares have been lent to BOCI Financial Products Limited pursuant to a securities lending agreement dated June 8, 2023 entered into between Mengniu as lender and BOCI Financial Products Limited as borrower. As at the date of this report, the number of Shares that had been lent to BOCI Financial Products Limited was 568,181,818. Among which 3,214,962,513 Shares were held through Future Discovery Limited, a subsidiary of Mengniu.

- (1) Future Discovery Limited is a subsidiary of Mengniu.
 (2) Based on 7,915,662,048 Shares in issue as at 31 December 2023.
 (3) (S) Indicates a short position.
 (4) (L) Indicates a long position.

附註：

其中最多568,181,818股股份已根據由蒙牛(作為貸款人)與中銀國際金融產品有限公司(作為借款人)所訂立日期為2023年6月8日的借股協議借予中銀國際金融產品有限公司。於本報告日期，借予中銀國際金融產品有限公司之股份數目為568,181,818股。其中3,214,962,513股股份透過蒙牛的附屬公司Future Discovery Limited持有。

- (1) Future Discovery Limited為蒙牛的附屬公司。
 (2) 基於2023年12月31日已發行的7,915,662,048股股份。
 (3) (S)指淡倉。
 (4) (L)指好倉。



REPORT OF THE DIRECTORS

董事會報告書

Save as disclosed above, the Company had not been notified of any other interests or short positions in the shares or underlying shares representing 5% or more of the issued share capital of the Company or as recorded in the register required to be maintained under Section 336 of the SFO as at 31 December 2023.

CONTINUING CONNECTED TRANSACTIONS

During the year, the Group conducted the following transactions with certain connected persons of the Company including Mengniu, the controlling shareholder of the Company, and its subsidiaries (collectively the “**Mengniu Group**”) and Mengniu’s associates. These transactions constituted connected transaction or continuing continued transactions and are subject to reporting requirements under Chapter 14A of the Listing Rules.

Off-Take Agreement

The Company started to sell raw milk to Mengniu Group in 2006, and in 23 October 2008 following arm’s length negotiations, Modern Farming entered into an off-take agreement (the “**Off-Take Agreement**”) with Inner Mongolia Mengniu Dairy (Group) Company Limited (“**Inner Mongolia Mengniu**”), pursuant to which the Company shall supply raw milk to Inner Mongolia Mengniu.

Date:	24 October 2008
Parties:	(i) Modern Farming, a non-wholly owned subsidiary of the Company (ii) Inner Mongolia Mengniu, a non-wholly owned subsidiary of Mengniu
Nature of the Transaction:	Modern Farming shall supply raw milk to Inner Mongolia Mengniu.
Committed Purchase:	Both parties shall start to discuss estimates of annual supply three months prior to the beginning of each calendar year.

Should the parties fail to reach an agreed amount, Modern Farming shall be entitled to require Inner Mongolia Mengniu to purchase, subject to certain limitations, all of its raw milk production in the upcoming calendar year.

除上文所披露者外，於2023年12月31日，本公司並不知悉於佔本公司已發行股本5%或以上的股份或相關股份中擁有或根據證券及期貨條例第336條須登記於存置的登記冊內的任何其他權益或淡倉。

持續關連交易

年內，本集團與本公司若干關連人士開展以下交易，包括蒙牛(本公司控股股東)及其附屬公司(統稱為「**蒙牛集團**」)以及蒙牛的聯繫人。該等交易構成了關連交易或持續關連交易並須遵守上市規則第14A章的申報規定。

承購供應協議

本公司於2006年開始向蒙牛集團出售原奶，而於2008年10月23日經公平磋商後，現代牧業(集團)與內蒙古蒙牛乳業(集團)股份有限公司(「**內蒙古蒙牛**」)訂立承購供應協議(「**承購供應協議**」)，據此，本公司須向內蒙古蒙牛供應原奶。

日期：	2008年10月24日
訂約方：	(i) 現代牧業(集團)(本公司的非全資附屬公司) (ii) 內蒙古蒙牛(蒙牛的非全資附屬公司)
交易性質：	現代牧業(集團)須向內蒙古蒙牛供應原奶。
承諾購買：	訂約雙方須於各曆年開始前三個月開始討論估計年度供應量。

倘訂約方未能達成協定金額，現代牧業(集團)有權要求內蒙古蒙牛在若干限制下購買其於下一個曆年的全部原奶產量。



Right to sell to other parties:	Modern Farming may sell up to 30% of its raw milk produced daily at each dairy farm to third parties at its discretion, except to two of Mengniu's competitors. Other than the aforesaid, the Off-Take Agreement contains no other restrictions on Modern Farming's sales of raw milk to third parties or development of its own dairy products.	向其他訂約方出售的權利：	除蒙牛的兩名競爭對手外，現代牧業(集團)可酌情向第三方出售其各畜牧場每日生產的原奶的30%。除上述者外，承購供應協議並無載有現代牧業(集團)向第三方銷售原奶或其開發自家乳品的其他限制。
Pricing:	The pricing of the raw milk sold to Inner Mongolia Mengniu is determined through a formula which is calculated with reference to a base price with upward adjustment for meeting certain quality standards, such as the level of fat and protein content and other upward adjustments if the Modern Farming's farms are within an agreed proximity to Mengniu Group's dairy processing plants. The base price is based on the price which Mengniu Group at the relevant time offers to buy raw milk from other mid-to-large-scale dairy farms (which can offer raw milk of comparable quality) or, if there are no such mid-to-large-scale dairy farms in such region, other comparable dairy farms in nearby regions with adjustments (reflecting the prices in different regions).	定價：	向內蒙古蒙牛出售原奶的價格乃透過公式釐定，公式乃參考基本價格、達致若干質量標準(如脂肪及蛋白含量水平等)時的上調及其他上調(倘現代牧業(集團)的牧場處於蒙牛集團乳品加工廠的協定鄰近範圍內)計算。基本價格乃按蒙牛集團在有關時間提出向其他能提供可比較質量原奶的大中型畜牧場或(倘在該地區並無上述大中型畜牧場)鄰近地區的其他可資比較畜牧場購買原奶的價格，另加調整以反映不同地區的價格。



REPORT OF THE DIRECTORS

董事會報告書

The base price and upward adjustment payable by Mengniu Group under the Off-Take Agreement shall not be lower than the base price and upward adjustment it pays respectively to other mid-to-large-scale dairy farms in the same region (other than short-term reward programs offered to milk suppliers that only account for a small portion of Mengniu Group's total raw milk purchases). Inner Mongolia Mengniu also grants Modern Farming an option to sell to Inner Mongolia Mengniu the same amount of raw milk at the same terms and prices Inner Mongolia Mengniu offers to any third party suppliers.

Term: The Off-Take Agreement shall be for an term of 10 years commencing from 24 October 2008 and was automatically extended for another 10 years on 24 October 2018 in the absence of any force majeure or events of default to 23 October 2028.

Details of the Off-Take Agreement have been disclosed in the Company's announcement dated 23 May 2013. The Off-Take Agreement was automatically extended on 24 October 2018 for another ten years in accordance with its terms.

Based on the terms of the Off-Take Agreement as well as the raw milk sales agreement signed by the newly acquired dairy farming companies of the Group, the Off-Take Agreement is applicable to such newly acquired dairy farming companies (except Fuyuan International).

The aggregate sales amount pursuant to the Off-take Agreement during the year ended 31 December 2023 amounted to approximately RMB7,791,587,000 (2022: RMB7,455,042,000).

蒙牛集團根據承購供應協議應付的基本價格及上調不得低於其分別向相同地區內的其他大中型畜牧場支付的基本價格及上調，惟向牛奶供應商提供的短期回贈計劃（僅佔蒙牛集團原奶採購總額的小部分）除外。內蒙古蒙牛亦授予現代牧業（集團）一項選擇權，以按內蒙古蒙牛向任何第三方供應商提供原奶的相同條款及價格向內蒙古蒙牛銷售相同金額的原奶。

年期： 承購供應協議由2008年10月24日起計為期10年，在並無發生任何不可抗力或違約事件的情況下，於2018年10月24日屆滿自動延長10年至2028年10月23日。

有關承購供應協議的詳情，於本公司日期為2013年5月23日的公告內披露。承購供應協議已根據其條款自動於2018年10月24日延長十年。

本集團根據承購供應協議相關條款，結合本集團新近收購的牧場公司已簽訂的原奶銷售協議，新近收購的牧場公司（除富源國際）已為承購供應協議所涵蓋。

於截至2023年12月31日止年度，根據承購供應協議的銷售總額約達人民幣7,791,587,000元（2022年：人民幣7,455,042,000元）。



Renewal of Supply Agreement with Keniule

Modern Farming (Wuhe) Co., Ltd. (“**Modern Faming Wuhe**”), a company incorporated in the PRC and a non-wholly owned subsidiary of the Company, entered into the Supply Agreement with Keniule, pursuant to which Modern Faming Wuhe agreed to supply, and Keniule Dairy Products Co., Ltd. (“**Keniule**”), a company incorporated in the PRC with limited liability and an associate of Mengniu, Keniule agreed to purchase, fresh raw milk produced by Modern Farming Wuhe from time to time during the term.

(I)

Date: 28 December 2022.

Parties: (i) Modern Farming Wuhe as the supplier; and
(ii) Keniule as the purchaser.

Duration: From 1 January 2023 to 31 December 2023.

Principal Terms: Modern Farming Wuhe agreed to supply, and Keniule agreed to purchase, fresh raw milk produced by Modern Farming Wuhe during the term

Pricing: The price of the fresh raw milk supplied under the Supply Agreement shall be negotiated and determined between the parties on the grounds of fairness and by reference to (i) the price of fresh raw milk of the same or substantially similar quality standards at which Modern Farming Wuhe supplies to its major customers in the same region; and (ii) the market guidance prices published by dairy associations in the East China region in 2023.

Maximum transaction amount: The maximum transaction amount in respect of the supply and purchase of fresh raw milk during the term under the Supply Agreement is RMB80,000,000.

重續與可牛了的供應協議

現代牧業(五河)有限公司(「**現代牧業五河**」)(一家於中國註冊成立的公司，且為本公司的非全資附屬公司)與可牛了訂立供應協議，據此，現代牧業五河同意供應而可牛了乳製品有限公司(「**可牛了**」)(一家於中國註冊成立的有限公司，且為蒙牛的聯繫人)同意購買現代牧業五河於期限內不時生產的生鮮乳。

(I)

日期：2022年12月28日。

訂約方：(1) 現代牧業五河(作為供應方)；及
(2) 可牛了(作為買方)。

期限：2023年1月1日至2023年12月31日。

主要條款：現代牧業五河同意供應而可牛了同意購買現代牧業五河於期限內不時生產的生鮮乳。

定價：根據供應協議所供應生鮮乳的價格將按公平原則基準磋商釐定，並參照(i)現代牧業五河於相同地區供應相同或實質性類似質量標準生鮮乳予其主要客戶的價格；及(ii)華東地區乳業協會於2023年公佈的市場指導價。

最高交易金額：根據供應協議於有效期內供應及購買生鮮乳的最高交易金額為人民幣80,000,000元。



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Details of the Supply Agreement with Keniule have been disclosed in the Company's announcement dated 28 December 2022.

The sales amount pursuant to the Supply Agreement the period 1 January 2023 to 31 December 2023 was RMB6,777,000 (2022: 32,944,000).

Milk Supply Agreement between Fuyuan International and Inner Mongolia Mengniu

Fuyuan International entered into a milk supply agreement on February 27, 2014 ("Milk Supply Agreement 2014") with Inner Mongolia Mengniu Dairy (Group) Co., Ltd. ("Inner Mongolia mengniu"), a subsidiary of Mengniu, pursuant to which Inner Mongolia Mengniu agreed to purchase fresh raw milk from Fuyuan International and its subsidiaries, and Fuyuan International agreed to supply fresh raw milk it produces to Inner Mongolia Mengniu. Fuyuan International has become the subsidiary of the Company on 29 November 2021, and therefore, the transactions between the Fuyuan International and Inner Mongolia Mengniu under the Milk Supply Agreement 2014 will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Date: 27 February 2014

Parties: (1) Fuyuan International
(2) Inner Mongolia Mengniu

Duration: From 27 February 2014 to 28 February 2034

Pricing policy: The final purchase price of fresh raw milk shall be calculated with reference to a base price on the basis of regions, adjusted based on the quality standards of the fresh raw milk supplied (such as level of fat and protein content, acidity and microbial content). The base price will be adjusted in accordance with movements in market price. Inner Mongolia Mengniu undertakes that the base price payable under the Milk Supply Agreement 2014 shall not be lower than the price it pays for purchasing fresh raw milk of the same physicochemical indices from any third party in the area where Fuyuan International is located.

有關與可牛了的供應協議的詳情，已於本公司日期為2022年12月28日的公告中披露。

根據供應協議，2023年1月1日至2023年12月31日期間的銷售額為人民幣6,777,000元(2022年：人民幣32,944,000元)。

富源國際與內蒙古蒙牛之間的原奶供應協議

富源國際於2014年2月27日與蒙牛的附屬公司內蒙古蒙牛乳業(集團)股份有限公司(「內蒙古蒙牛」)訂立原奶供應協議(「2014年原奶供應協議」)，據此，內蒙古蒙牛同意向富源國際及其附屬公司購買生鮮原奶，而富源國際同意向內蒙古蒙牛供應其生產的生鮮原奶。富源國際於2021年11月29日已成為本公司的附屬公司，因此，2014年原奶供應協議項下富源國際與內蒙古蒙牛的交易將構成本公司於上市規則第十四A章項下的持續關連交易。

日期：2014年2月27日

訂約方：(1) 富源國際
(2) 內蒙古蒙牛

期限：2014年2月27日至2034年2月28日

定價政策：生鮮原奶之最終購買價將按地區參照基礎價計算，並根據所供應生鮮原奶之質量標準(如脂肪及蛋白質含量、酸度及微生物含量水平)進行調整。基礎價隨市場價格的變化進行調整。內蒙古蒙牛承諾根據2014年原奶供應協議應付的基礎價不得低於其向富源國際所處地區之任何第三方購買相同理化指標之生鮮原奶所支付之價格。



Settlement terms: (1) Fuyuan International shall issue an invoice for the confirmed settlement amount of the previous month to Inner Mongolia Mengniu before the 10th day of each month; and (2) Inner Mongolia Mengniu shall pay the invoiced amount to the designated account of Fuyuan International before the 30th day of each month.

Details of the Milk Supply Agreement 2014 have been disclosed in the Company's announcement dated 29 November 2021.

The aggregate sales amount pursuant to the Milk Supply Agreement 2014 from 1 January 2023 to 31 December 2023 amounted to approximately RMB1,726,820,000 (2022: RMB1,746,468,000).

Fuyuan International was acquired by the Company on 29 November 2021 and become a non-wholly owned subsidiary of the Company then.

Farm Supplies Framework Agreement with Aiyangniu

Modern Farming, an indirect non-wholly owned subsidiary of the Company, entered into the Farm Supplies Framework Agreement with Inner Mongolia Aiyangniu Technology Co., Ltd., a company incorporated in the PRC with limited liability and an indirect non-wholly owned subsidiary of Mengniu ("Aiyangniu Technology"), in relation to the supply of Farm Supplies by the Aiyangniu Technology Group to the Modern Farming.

Date: 28 December 2022.

Parties: (i) Modern Farming as the buyer; and
(ii) Aiyangniu Technology as the supplier.

Duration: For a term commencing from 1 January 2023 to 31 December 2023.

結算條款：(1)富源國際將於每月第十日前就上一個月已確認之結算金額向內蒙古蒙牛開具發票；及(2)內蒙古蒙牛將於每月第三十日前向富源國際之指定賬戶支付發票金額。

有關2014年原奶供應協議的詳情已於本公司日期為2021年11月29日的公告中披露。

於2023年1月1日至2023年12月31日，根據2014年原奶供應協議的銷售總額約人民幣1,726,820,000元(2022年：人民幣1,746,468,000元)。

富源國際於2021年11月29日被本公司收購，成為本公司的非全資附屬公司。

與愛養牛的牧場物資框架協議

本公司的間接非全資附屬公司現代牧業(集團)與內蒙古愛養牛科技有限公司(「愛養牛科技」)(一家於中國註冊成立的有限公司，為蒙牛的間接非全資附屬公司)訂立了牧場物資框架協議，內容有關愛養牛科技集團向現代牧業(集團)提供牧場物資。

日期：2022年12月28日。

訂約方：(i) 現代牧業(集團)(作為買方)；及
(ii) 愛養牛科技(作為供應商)。

期限：自2023年1月1日起至2023年12月31日止。



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董事會報告書

- Principal Terms:** The Modern Farming group agrees to purchase, and the Aiyangniu Technology group agrees to supply and deliver to designated farms of Modern Farming group, farm supplies which shall meet the quality requirements as set out in the framework supply agreement.
- 主要條款：** 現代牧業集團同意購買牧場物資，且愛養牛科技集團同意供應及運送牧場物資至現代牧業集團的指定牧場，指定的牧場物資須符合框架供應協議所載的質量要求。
- Pricing:** The price payable by the Modern Farming Group to the Aiyangniu Technology Group shall be determined by reference to the lowest quoted price at which the Modern Farming Group could obtain from independent third parties (whether local or overseas) for the same types of Farm Supplies. For this purpose, the Modern Farming Group will seek quotations from at least two independent third parties offering Farm Supplies of the same types and quality standards each time before a purchase order is placed with the Aiyangniu Technology Group.
- 定價：** 現代牧業集團向愛養牛科技集團應付的價格應參考現代牧業集團就同類牧場物資向獨立第三方(無論為本地或海外)取得的最低報價釐定。就此而言，現代牧業集團將於每次向愛養牛科技集團下達採購訂單前向至少兩名提供同類且質量標準相同的牧場物資的獨立第三方尋求報價。
- Annual Capacity:** The annual cap in respect of the transactions contemplated under the framework supply agreement commencing from 1 January 2023 to 31 December 2023 is RMB200,000,000.
- 年度上限：** 自2023年1月1日起至2023年12月31日止，框架供應協議項下擬進行的交易的年度上限為人民幣200,000,000元。
- Details of the Farm Supplies Framework Agreement with Aiyangniu Technology have been disclosed in the Company's announcement dated 28 December 2022. The Farm Supplies Framework Agreement has been consolidated into a new framework agreement entered into with Aiyangniu Technology on 20 December 2023 with a term from 1 January 2024 to 31 December 2024. Details of the new framework agreement have been disclosed in the Company's announcement dated 20 December 2023.
- 有關與愛養牛科技的牧場物資框架協議的詳情，已於本公司日期為2022年12月28日的公告中披露。牧場物資框架協議已被併入於2023年12月20日與愛養牛科技訂立的一份新框架協議，期限自2024年1月1日起至2024年12月31日止。有關新框架協議的詳情，已於本公司日期為2023年12月20日的公告中披露。
- The aggregate sales amount pursuant to the framework supply agreement the year ended 31 December 2023 amounted to approximately RMB124,516,000 (2022: RMB116,914,000).
- 於截至2023年12月31日止年度，根據框架供應協議的銷售總額約達人民幣124,516,000元(2022年：人民幣116,914,000元)。



Intelligent IoT Software and Hardware Procurement and Supply Framework Agreement with Yunyangniu Technology

Modern Farming, an indirect non-wholly owned subsidiary of the Company, and Inner Mongolia Yunyangniu Technology Co., Ltd. (formerly known as Hainan Yunyangniu Technology Co., Ltd.) (“**Yunyangniu Technology**”, a company incorporated in the PRC with limited liabilities) (being a non-wholly-owned subsidiary of Modern Dairy and an indirect non-wholly-owned subsidiary of Mengniu) entered into the Intelligent IoT Software and Hardware Procurement and Supply Framework Agreement in relation to the supply of intelligent IoT software and hardware and the provision of supporting services by Yunyangniu Technology Group to Modern Farming Group.

Date: 10 February 2023.

Parties: (i) Modern Farming (as the purchaser)
(ii) Yunyangniu Technology (as the supplier)

Duration: From 10 February 2023 to 31 December 2023

Principal Terms: Modern Farming Group agrees to purchase, and Yunyangniu Technology Group agrees to supply and deliver to the designated farms of Modern Farming Group, the intelligent IoT software and hardware which shall meet the relevant specifications, along with supporting services.

與雲養牛科技的智能物聯網軟硬件採供框架協議

本公司的間接非全資附屬公司現代牧業(集團)與內蒙古雲養牛科技有限公司(前名為海南雲養牛科技有限公司)(「**雲養牛科技**」)(一家於中國註冊成立的有限公司，為現代牧業(集團)的非全資附屬公司及蒙牛的間接非全資附屬公司)訂立了智能物聯網軟硬件採供框架協議，內容有關雲養牛科技集團向現代牧業集團供應智能物聯網軟硬件及提供配套服務。

日期：2023年2月10日。

訂約方：(i) 現代牧業(集團)(作為買方)
(ii) 雲養牛科技(作為供應商)

期限：自2023年2月10日起至2023年12月31日止

主要條款：現代牧業集團同意購買智能物聯網軟硬件，且雲養牛科技集團同意供應及運送智能物聯網軟硬件至現代牧業集團的指定牧場並提供配套服務，指定的智能物聯網軟硬件須符合相關質量要求。



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Pricing:	The price payable by Modern Farming Group to Yunyangniu Technology Group shall be determined by way of price inquiry and comparison, and with reference to the lowest quotation that Modern Farming Group could obtain from independent suppliers (whether domestic or foreign) for the intelligent IoT software and hardware with the same standards and specifications and similar quality. Yunyangniu Technology Group will assist Modern Farming Group to estimate its specific needs of relevant software and hardware according to the relevant business needs and requirements (including, but not limited to, standards, quantities, specifications and quality). Modern Farming Group will seek price quotation from at least three independent sizeable suppliers with relevant qualifications, and will determine the purchase price through price consultation with suppliers to ensure that the price and terms of the provision of software and hardware equipment by Yunyangniu Technology Group to Modern Farming Group are no less favorable than those offered by other independent suppliers. The price mentioned above refers to the on-site price.	定價：	現代牧業集團向雲養牛科技集團應付的價格，應參考現代牧業集團支付給相同標準、規格及品質相約的智慧物聯網軟硬件的獨立供應商(無論是國內或國外)所提供的最低報價並通過詢比價方式來釐定。雲養牛科技集團將協助現代牧業集團根據其相關業務需要及要求(包括但不限於標準、數量、規格及質量)，來估算有關軟硬件的具體需求，現代牧業集團將向至少三具有相關資質及具規模的獨立供應商進行詢價，通過與供應商詢價來釐定購買價格，以確保雲養牛科技集團向現代牧業集團提供的軟硬件設備的供應價格及條款不遜於其他獨立供應商所提供的價格及條款。上述所述價格均以到場價格為基準。
Specifications:	The intelligent IoT software and hardware supplied by Yunyangniu Technology Group shall (i) satisfy the quality standards as specified in the purchase orders; and (ii) comply with national and local laws and regulations of the PRC.	質量要求：	雲養牛科技集團提供的智能物聯網軟硬件應(i)符合於購買訂單內註明的質量標準；(ii)遵守中國國家及地方法例及法規。
Annual Cap:	The maximum transaction amount in respect of the transactions contemplated under the intelligent IoT software and hardware procurement and supply framework agreement commencing from 10 February 2023 to 31 December 2023 is RMB50,000,000.	年度上限：	自2023年2月10日起至2023年12月31日止，智能物聯網軟硬件採供框架協議項下擬進行的交易的交易金額上限為人民幣50,000,000元。



Details of the Intelligent IoT Software and Hardware Procurement and Supply Framework Agreement with Yunyangniu Technology have been disclosed in the Company's announcement dated 10 February 2023. The Intelligent IoT Software and Hardware Procurement and Supply Framework Agreement has been consolidated into a new framework agreement entered into with Aiyangniu Technology on 20 December 2023 with a term from 1 January 2024 to 31 December 2024. Details of the new framework agreement have been disclosed in the Company's announcement dated 20 December 2023.

From 10 February 2023 to 31 December 2023, the total sales amount under the intelligent IoT software and hardware procurement and supply framework agreement reached approximately RMB11,292,000.

Save as disclosed above, there are no other continuing connected transactions of the Company that are subjected to be reported in this report in accordance with the Listing Rules.

Reviewed By Audit Committee

The Audit Committee (consists of three independent non-executive Directors) have reviewed these transactions and confirmed that the non-exempt continuing connected transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 14A.56 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Board engaged the auditor of the Company to report the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this Annual Report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

有關與雲養牛科技的智能物聯網軟硬件採供框架協議的詳情，已於本公司日期為2023年2月10日的公告中披露。智能物聯網軟硬件採供框架協議已被併入於2023年12月20日與愛養牛科技訂立的一份新框架協議，期限自2024年1月1日起至2024年12月31日止。有關新框架協議的詳情，已於本公司日期為2023年12月20日的公告中披露。

自2023年2月10日起至2023年12月31日止，根據智能物聯網軟硬件採供框架協議的銷售總額約達人民幣11,292,000元。

除上文所披露者外，本公司概無其他持續關連交易須根據上市規則在本報告內作出呈報。

審核委員會審核

審核委員會(由三名獨立非執行董事組成)已審閱該等交易，並確認非豁免持續關連交易如下訂立：

- (a) 在本集團的日常業務過程中訂立；
- (b) 按正常商業條款或更好的條款；及
- (c) 按照公平合理且符合股東整體利益的相關協議進行。

根據香港聯合交易所有限公司證券上市規則(「上市規則」)第14A.56條，董事會已委聘本公司核數師按照香港審驗應聘準則3000「歷史財務資料審計或審閱以外的審驗應聘」及參照香港會計師公會頒佈之實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」匯報本集團之持續關連交易。核數師已按照上市規則第14A.56條刊發其載有本集團於本年報所披露持續關連交易之審驗結果之無保留意見函件。本公司已將核數師函件副本呈交香港聯交所。



REPORT OF THE DIRECTORS 董事會報告書

CONNECTED TRANSACTIONS

On 17 March 2023, Aiyangniu Technology entered into a equity transfer agreement with the shareholders of Yunyangniu Technology (the “**Sellers**”), pursuant to which the Sellers agreed to sell the entire equity interests in Yunyangniu Technology at a total consideration of RMB19,080,000 (“**Acquisition**”). The Acquisition was completed during the year, and Yunyangniu Technology become wholly-owned by the Aiyangniu Technology, which is in turn owned by Modern Farming and Inner Mongolia Mengniu as to 75% and 25%.

Inner Mongolia Mengniu (a subsidiary of Mengniu) was one of the Sellers that had transferred 20% of its equity in Yunyangniu Technology to Aiyanniu Technology. Therefore, the Acquisition constituted a connected transaction of the Company. For details, please refer to the announcement of the Company dated 17 March 2023.

The Directors confirmed that the Company has complied with the requirements of Chapter 14A of the Listing Rules in respect of all of its continuing connected transactions and connected transactions.

Details of the above continuing connected transactions and connected transactions have been disclosed in accordance with Chapter 14A of the Listing Rules and are set out in the announcements of the Company which are available at the Hong Kong Stock Exchange’s website and the Company’s website at www.moderndairyir.com.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group adopts a comprehensive risk management framework. Risk management policies and procedures are regularly reviewed and updated to react changes in dairy product quality, food safety, production, animal disease, environment pollution, market developments and financial risks. The Audit Committee reviews risk-related policies and scrutinizes that management has performed its duty to have effective risk management and internal control systems necessary for monitoring and controlling risks arising from the Group’s business activities, changing external risks and regulatory environment, and report to the Board on the above.

關連交易

於2023年3月17日，愛養牛科技與雲養牛科技股東（「賣方」）訂立股權轉讓協議，據此，賣方同意出售雲養牛科技全部股權，總代價為人民幣19,080,000元（「收購事項」）。收購事項於年內完成，雲養牛科技變成由愛養牛科技全資擁有，愛養牛科技分別由現代牧業（集團）及內蒙古蒙牛擁有75%及25%。

內蒙古蒙牛（蒙牛的附屬公司）為賣方之一，轉讓了其於雲養牛科技的20%股權予愛養牛科技。因此，收購事項構成本公司的關連交易。詳情請參閱本公司日期為2023年3月17日的公告。

董事確認，本公司已就其所有持續關連交易及關連交易遵守上市規則第14A章之規定。

有關上述持續關連交易及關連交易的詳情已根據上市規則第14A章披露，並載於本公司的公告，該等公告可於香港聯交所網站及本公司網站 www.moderndairyir.com 查閱。

主要風險及不確定因素

本集團採用全面風險管理框架。風險管理政策及程序獲定期檢討並更新以應對乳品質量、食品安全、生產、動物疾病、環境污染、市場開發及財務風險變動。審核委員會檢討風險相關政策及仔細檢查管理層是否已履行其職責，設立對監控及控制本集團業務活動、外部風險及監管環境變動產生的風險而言屬必要的風險管理及內部監控制度，並向董事會就上述情況作出報告。



Strategic Risks

The Directors maintain a strategic plan based on the knowledge on the dairy industry. The Group will invest in good grass plantation, good dairy cows, quality milk production and promotion of integrated operation that based on the strategic plan in order to cope with the market demand and expectation. The Group will closely review and monitor its short and long-term strategies and strives for the best interests to its shareholders.

Operational Risks

Operational risk is concerned with possible losses caused by failure of internal processes, people, system or external events, such risk is mitigated by and controlled by establishing sound internal control, setting out clear lines of responsibility, proper segregation of duties and effective internal reporting. Management regularly reviews the Group's operations to ensure that the Group's risk of losses, whether financial or otherwise, resulting from fraud, errors, omissions and other operational and compliance matters, are adequately managed.

Financial Risks

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into currency forward contracts or currency option contracts, when necessary, to manage its foreign exchange exposure. Furthermore, with aim to tackle the risk of interest rate fluctuation, the management regularly reviews and assesses the Group's exposure to interest rate movement and may consider entering into interest rate swap contracts or other hedging strategies when necessary.

The principal financial risks are set out in Notes 40 and 41 to the consolidated financial statements headed "Capital Risk Management" and "Financial Instrument".

AUDIT COMMITTEE

The Audit Committee comprises two independent non-executive Directors, namely Mr. Lee Kong Wai, Conway and Mr. Chow Ming Sang and one non-executive Director, Mr. Zhang Ping. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Company, and discussed the risk management and internal control systems and financial reporting matters including the review of the audited results for the year ended 31 December 2023.

策略風險

董事根據乳品行業知識維持策略計劃。本集團將投資優質草場、奶牛、乳製品及根據策略計劃推進綜合化經營以滿足市場需求及預期。本集團將密切檢討及監控短長期策略並致力為股東帶來最佳利益。

營運風險

營運風險有關內部程序失效、人員、制度或外部事項造成的可能損失，此風險透過建立健全的內部監控、明確責任範圍、適當的職責分離及有效的內部報告予以降低及控制。管理層定期檢討本集團營運以確保本集團虧損(不論是財務或其他方面)、欺詐所導致、錯誤、疏忽或其他營運及合規事宜的風險得到充分管理。

財務風險

本集團通過定期審查外匯風險淨額，並可能訂立貨幣遠期合約或貨幣期權合約(如需要)，以管理其外匯風險。此外，為應對利率波動的風險，管理層定期檢討及評估本集團的利率變動風險，並可考慮在必要時訂立利率掉期合約或其他對沖策略。

主要財務風險載於綜合財務報表附註40「資本風險管理」及41「金融工具」。

審核委員會

審核委員會由兩名獨立非執行董事李港衛先生及周明笙先生以及一名非執行董事張平先生組成。審核委員會已與管理層審閱本公司採納的會計原則及慣例，並討論了風險管理及內部監控制度及財務報告事宜，包括審閱截至2023年12月31日止年度的經審核業績。



REPORT OF THE DIRECTORS

董事會報告書

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws in the Cayman Islands, which would oblige the Company to offer new shares on pro-rata basis to existing Shareholders.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the shares of the Company.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

EVENTS AFTER THE REPORTING YEAR

(1) Deemed Disposal of Equity Interest in a Subsidiary; and (2) Proposed Issuance of Unlisted Options under Specific Mandate

Deemed Disposal of Equity Interest in a Subsidiary

Reference is made to the announcement dated 1 February 2024 (the "**Announcement**", terms used in this section shall have the same meanings as defined in the Announcement), that Modern Farming Wuhe, China Agricultural, Anhui Suida and Modern Farming entered into the Capital Injection Agreement and other Transaction Documents, pursuant to which China Agricultural has conditionally agreed to subscribe for approximately 25.4% of the enlarged registered capital of Modern Farming Wuhe by way of Capital Injection in cash for the sum of RMB600 million into Modern Farming Wuhe.

優先購買權

組織章程細則或開曼群島法律並無任何優先購買權條文，規定本公司須按比例向現有股東提呈發售新股份。

稅項減免

本公司不知悉股東因持有本公司股份而可獲任何稅項減免。

公眾持股量

根據本公司獲得的公開資料及據董事所知悉，於本年報日期，本公司一直維持上市規則內所指定之公眾持股量。

本匯報年度後事項

(1)視作出售附屬公司的股權；及(2)建議根據特別授權發行非上市購股權

視作出售附屬公司的股權

茲提述日期為2024年2月1日的公告（「該公告」，本節所用詞彙的含義應與該公告所界定者相同），現代牧業五河、中墾基金、安徽穗達與現代牧業（集團）訂立注資協議等交易文件，據此，中墾基金有條件同意以向現代牧業五河現金注資人民幣600百萬元的方式認購現代牧業五河經擴大註冊資本的約25.4%。



Proposed Issuance of Unlisted Options under Specific Mandate

Reference is made to the Announcement that, the Company and China Agricultural entered into the Option Agreement, pursuant to which the Company agreed to grant an option to China Agricultural to subscribe for the Option Shares. Pursuant to the Option Agreement, the exercise of Option is subject to the following thresholds, whichever is lower: (i) the total subscription amount of the Option Shares by China Agricultural shall not exceed RMB600 million (or the equivalent amount in HK\$); or (ii) the total number of Option Shares subscribed by China Agricultural shall not exceed 6% of the total number of Shares of the Company in issue at the time of the exercise of Option.

Financial Effects of the Capital Injection

Upon completion of the Capital Injection, Modern Farming Wuhe's total registered capital will be increased to RMB529,275,411.15 and its equity interest will be owned as to approximately 66.1% by Modern Farming, 25.4% by China Agricultural and approximately 8.5% by Anhui Suida respectively. Hence, the Group's interest in Modern Farming Wuhe will be diluted from approximately 88.6% to approximately 66.1% after the Completion. Upon Completion, Modern Farming Wuhe will remain as a subsidiary of the Company and its financial results will continue to be consolidated in the Company's consolidated financial statements. The Directors do not expect to recognize any material gain/loss from the transactions contemplated under the Capital Injection Agreement. The actual amount of gain/loss from the Capital Injection to be recorded by the Company (if any) will be subject to review by the auditor of the Company.

The resolutions of approving the grant of the Option and the issue of Option Shares upon exercise thereof will be put forward at the 2024 AGM. A circular containing, among other things, further details of the grant of the Option, the issue of Option Shares upon exercise thereof and other information as required under the Listing Rules will be despatched to the shareholders of the Company in April 2024.

The Directors consider that the Capital Injection can enhance the working capital and expand the capital base of the Group, as well as provide capital support and is necessary for the operations and development of the Group to satisfy its business needs and growth, and to achieve financial efficiency.

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 report.

建議根據特別授權發行非上市購股權

茲提述該公告，本公司與中墾基金訂立購股權協議，據此，本公司同意向中墾基金授予購股權以認購購股權股份。根據購股權協議，購股權的行使須符合以下門檻(以較低者為準)：(i)中墾基金作出的購股權股份總認購額不得超過人民幣600百萬元(或等值港元)；或(ii)中墾基金認購的購股權股份總數不得超過行使購股權時本公司已發行股份總數的6%。

注資的財務影響

待注資完成後，現代牧業五河的註冊資本總額將增加至人民幣529,275,411.15元，現代牧業(集團)、中墾基金及安徽穗達將分別擁有其約66.1%、25.4%及約8.5%的股權。因此，完成後，本集團於現代牧業五河的權益將由約88.6%攤薄至約66.1%。完成後，現代牧業五河仍將作為本公司的附屬公司，其財務業績將繼續併入本公司的綜合財務報表。董事預期不會因注資協議下擬進行的交易確認任何重大收益／虧損。本公司將實際錄得的注資收益／虧損金額(如有)將由本公司核數師審核。

有關批准授予購股權和行權後發行購股權股份的決議將在2024年股東週年大會上提呈。包含授予購股權的進一步細節、行權後發行購股權股份及根據上市規則所需的其他資訊的通函將於2024年4月寄送給公司股東。

董事認為注資可增強本集團的營運資金及擴大資本基礎，並為本集團提供資金支持以滿足其業務需求及增長，對其業務營運及發展至關重要，以及實現財務效率。

除本報告披露者外，本集團於2023年12月31日後至本報告披露日概無重大事項發生。



REPORT OF THE DIRECTORS

董事會報告書

AUDITORS

The consolidated financial statements for the years ended 31 December 2023 and 2022 were audited by Deloitte Touche Tohmatsu.

Deloitte Touche Tohmatsu will retire as auditors of the Company and, is eligible to, offer themselves for re-appointment. A resolution for the re-appointment of Deloitte Touche Tohmatsu as auditors of the Company will be proposed at the forthcoming 2024 AGM. The Company has not changed its auditor in the past 3 years.

On behalf of the Board

Zhao Jiejun

Chairman

Hong Kong, 25 March 2024

核數師

截至2023年及2022年12月31日止年度的綜合財務報表由德勤•關黃陳方會計師行審核。

德勤•關黃陳方會計師行將退任本公司核數師職務並符合資格願意膺選連任。於應屆2024年股東週年大會上將提呈續聘德勤•關黃陳方會計師行為本公司核數師的決議案。本公司於過去3年並無更換其核數師。

代表董事會

主席

趙傑軍

香港，2024年3月25日



BOARD OF DIRECTORS

Executive Directors

Mr. Sun Yugang (*Chief Executive Officer*)
Mr. Zhu Xiaohui (*Chief Financial Officer*)

Non-Executive Directors

Mr. Zhao Jiejun (*Chairman of the Board*)
Mr. Zhang Ping
Mr. Chen Yiyi
Ms. Gan Lu

Independent Non-Executive Directors

Mr. Li Shengli
Mr. Lee Kong Wai, Conway
Mr. Chow Ming Sang

AUDIT COMMITTEE

Mr. Lee Kong Wai, Conway (*Chairman*)
Mr. Zhang Ping
Mr. Chow Ming Sang

REMUNERATION COMMITTEE

Mr. Li Shengli (*Chairman*)
Mr. Zhang Ping
Mr. Chow Ming Sang

NOMINATION COMMITTEE

Mr. Zhao Jiejun (*Chairman*)
Mr. Lee Kong Wai, Conway
Mr. Chow Ming Sang

STRATEGY AND DEVELOPMENT COMMITTEE

Mr. Zhao Jiejun (*Chairman*)
Mr. Sun Yugang
Mr. Chen Yiyi
Mr. Li Shengli
Ms. Gan Lu

SUSTAINABILITY COMMITTEE

Mr. Zhang Ping (*Chairman*)
Mr. Sun Yugang
Mr. Zhu Xiaohui
Mr. Li Shengli
Mr. Lee Kong Wai, Conway

SENIOR MANAGEMENT

Mr. Guo Wenju
Mr. Han Chunlin
Mr. Zhang Xue
Mr. Song Weizheng
Ms. Yuan Li
Mr. Zhao Zunyang
Mr. Ma Lijun

COMPANY SECRETARY

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

HEADQUARTERS

Economic and Technological Development Zone
Maanshan City, Anhui Province
PRC

董事會

執行董事

孫玉剛先生(*總裁*)
朱曉輝先生(*首席財務官*)

非執行董事

趙傑軍先生(*董事會主席*)
張平先生
陳易一先生
甘璐女士

獨立非執行董事

李勝利先生
李港衛先生
周明笙先生

審核委員會

李港衛先生(*主席*)
張平先生
周明笙先生

薪酬委員會

李勝利先生(*主席*)
張平先生
周明笙先生

提名委員會

趙傑軍先生(*主席*)
李港衛先生
周明笙先生

戰略及發展委員會

趙傑軍先生(*主席*)
孫玉剛先生
陳易一先生
李勝利先生
甘璐女士

可持續發展委員會

張平先生(*主席*)
孫玉剛先生
朱曉輝先生
李勝利先生
李港衛先生

高級管理層

郭文舉先生
韓春林先生
張學先生
宋維政先生
袁麗女士
趙遵陽先生
馬利軍先生

公司秘書

李國發先生(*CPA, ACG, HKACG*)

總辦事處

中國
安徽省馬鞍山市
經濟技術開發區



CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HONG KONG OFFICE

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Finance Limited
PO Box 1093
Queensgate House
Grand Cayman, KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17/F, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

LEGAL ADVISORS

As to Hong Kong Law

Cleary Gottlieb Steen & Hamilton (Hong Kong)

As to PRC Law

Commerce & Finance Law Offices

As to Cayman Islands Law

Maples and Calder

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL BANKERS

China Construction Bank Maanshan Branch
Agricultural Development Bank of China
China Minsheng Bank
China Construction Bank (Asia)
Rabobank Hong Kong
Westpac Banking Corporation

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1117

WEBSITE AND CONTACT

<http://www.moderndairyir.com>
Enquiry: (+852) 2850-6252

註冊辦事處

Maples Corporate Services Limited
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Cayman Islands

香港辦事處

香港銅鑼灣告士打道262號
中糧大廈32樓A室

股份過戶登記總處

Maples Finance Limited
PO Box 1093
Queensgate House
Grand Cayman, KY1-1102
Cayman Islands

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716室

法律顧問

香港法律

佳利(香港)律師事務所

中國法律

通商律師事務所

開曼群島法律

Maples and Calder

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師

主要銀行

中國建設銀行馬鞍山分行
中國農業發展銀行
中國民生銀行
中國建設銀行(亞洲)
荷蘭合作銀行香港分行
西太平洋銀行

股份代號

香港聯合交易所有限公司：1117

網址及聯絡

<http://www.moderndairyir.com>
諮詢：(+852) 2850-6252



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE MEMBERS OF CHINA MODERN DAIRY HOLDINGS LTD.
(Incorporated in the Cayman Islands with limited liability)

致中國現代牧業控股有限公司股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Modern Dairy Holdings Ltd. (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 132 to 298, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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**”) 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.

KEY AUDIT MATTERS

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

意見

我們已審核載於第132至298頁中國現代牧業控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，該等綜合財務報表包括於2023年12月31日的綜合財務狀況表，及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及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及其他說明性資料)。

我們認為，綜合財務報表已根據國際財務報告準則(「**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日的綜合財務狀況以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。我們在該等準則下的責任在我們的報告的「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會的「職業會計師道德守則」(「**守則**」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在整體審核綜合財務報表及就此達致意見時處理該等事項，而不會就此等事項單獨發表意見。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter 關鍵審核事項

Fair value of milkable cows 奶牛公平值

We identified the fair value of milkable cows as a key audit matter due to the significance of the balance on the consolidated statement of financial position at 31 December 2023 and the significant degree of estimates made by the management in determining such fair values.

The Group reported milkable cows of Renminbi (“RMB”) 7,385 million as at 31 December 2023. These biological assets are measured at fair value less costs to sell at the end of the reporting period.

As disclosed in Notes 4 and 44 to the consolidated financial statements, 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. The management's estimation is primarily based on the discount rate, the estimated future market price of raw milk, the estimated average daily milk yield at each lactation cycle and the estimated feed costs per kilogram (“kg”) of raw milk. The management has engaged an independent valuer to assist in assessing the fair values of milkable cows.

Details of milkable cows and the related estimation uncertainty on their fair values are set out in Notes 4, 22 and 44 to the consolidated financial statements.

我們將奶牛的公平值分辨為關鍵審核事項，乃由於於2023年12月31日的綜合財務狀況表結餘的重要性以及管理層於釐定其公平值時進行具相當程度的估計。

於2023年12月31日，貴集團報告人民幣（「人民幣」）7,385百萬元的奶牛。此等生物性資產以公平值減報告期末出售成本計量。

誠如綜合財務報表附註4及44所披露，奶牛的公平值乃按多期超額盈利法釐定，其乃根據該等奶牛產生的未來貼現現金流量釐定。管理層估計主要基於貼現率、估計未來原料奶市價、各哺乳期的估計平均每日產奶量及每千克（「千克」）原料奶估計飼養成本。管理層已委聘獨立估值師協助其評估奶牛的公平值。

奶牛及有關其公平值的估計未知數詳情載於綜合財務報表附註4、22及44。

關鍵審核事項(續)

How our audit addressed the key audit matter 我們在審核中處理關鍵審核事項的方法

Our procedures in relation to the fair value of milkable cows included:

- Understanding and evaluating the Group's design and implementation of relevant control over the fair value determination of milkable cows;
- Evaluating the independent valuer's objectivity, qualifications and competence;
- Involving our internal valuation specialists to assess the appropriateness of the valuation methodologies and comparing the discount rate applied in the discounted future cash flows calculation against independent benchmark data;
- Comparing the key assumptions, including the estimated future market price of raw milk, the estimated average daily milk yield at each lactation cycle and the estimated feed costs per kg of raw milk to historical and industry data; and
- Comparing the actual results for the current year with management's cash flow projections prepared in the previous review to evaluate the reasonableness of management's budgeting process.

我們就評估奶牛公平值的程序包括：

- 了解及評估 貴集團設計及實施釐定奶牛公平值的相關控制措施；
- 評估獨立估值師的客觀性、資格及能力；
- 加入我們的內部估值專家評估估值方法的恰當性並將未來貼現現金流量計算應用的貼現率與獨立對標數據進行比較；
- 比較過往及行業數據的主要假設，包括估計未來原料奶市價、各哺乳期的估計平均每日產奶量及每千克原料奶估計飼養成本；及
- 將本年度的實際結果與管理層在上一次審查中編製的管理層現金流量預測進行比較，以評估管理層預算過程的合理性。



KEY AUDIT MATTERS (continued)

關鍵審核事項(續)

Key audit matter
關鍵審核事項

How our audit addressed the key audit matter
我們在審核中處理關鍵審核事項的方法

Impairment assessment of goodwill arising from the acquisition of ADH Companies
收購ADH公司產生的商譽的減值評估

We identified the impairment assessment of goodwill arising from the acquisition of Asia Dairy Holdings and Asia Dairy Holdings II (“ADH Companies”), as a key audit matter due to the significance of the balance and the significant degree of estimates and underlying assumptions made by the management in determining the recoverable amount of ADH Companies.

The Group reported goodwill, net of impairment, of RMB1,012 million relating to the acquisition of ADH Companies as at 31 December 2023.

As disclosed in Notes 4 and 18 to the consolidated financial statements, goodwill impairment assessment requires an estimation of the recoverable amount of the cash-generating unit to which goodwill has been allocated and the Group determines the recoverable amount of cash-generating unit based on a value in use calculation. The management's estimation is primarily based on the estimated future market price of raw milk, the estimated average daily milk yield at each lactation cycle, the estimated feed costs per kg of raw milk, the discount rate and the growth rate used to extrapolate the cash flows beyond the budget period.

我們將產生自收購Asia Dairy Holdings及Asia Dairy Holdings II (「ADH公司」)商譽的減值評估識別為關鍵審核事項，乃由於重大結餘以及管理層於釐定ADH公司的可收回金額時進行相當程度估計及相關假設。

於2023年12月31日，貴集團報告有關收購ADH公司的商譽(扣除減值)為人民幣1,012百萬元。

誠如綜合財務報表附註4及18所披露，商譽減值評估需要估計獲分配商譽的現金產生單位的可收回金額，貴集團基於使用價值計算釐定現金產生單位的可收回金額。管理層的估計主要基於預計未來原料奶市場價格、預計各泌乳週期平均日產乳量、預計每公斤原料奶飼料成本、折現率及用於推斷超出預算期間的現金流量的增長率。

Our procedures in relation to the impairment assessment of goodwill arising from the acquisition of ADH Companies included:

- Understanding and evaluating the Group's design and implementation of relevant control over the impairment assessment of goodwill;
- Comparing discount rate applied to cash flow projections and the growth rate used to extrapolate cash flows beyond the budget period against independent benchmark data with the assistance of our internal valuation specialists;
- Comparing the key assumptions including the estimated future market price of raw milk, estimated average daily milk yield at each lactation cycle and the estimated feed costs per kg of raw milk by comparing to historical and industry data; and
- Comparing the actual results for the current year with management's cash flow projections prepared in the previous review to evaluate the reasonableness of management's budgeting process.

我們就收購ADH公司產生的商譽的減值評估的程序包括：

- 了解及評估 貴集團設計及實施商譽減值評估的相關控制措施；
- 在我們內部估值專家的協助下，將現金流量預測所採用的折現率與用於推斷預算期間外現金流量的增長率與獨立基準數據進行比較；
- 比較過往及行業數據的主要假設，包括估計未來原料奶市價、各哺乳期的估計平均每日產奶量及每千克原料奶估計飼養成本；及
- 將本年度的實際結果與管理層在上一次審查中編製的管理層現金流量預測進行比較，以評估管理層預算過程的合理性。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

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

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

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

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

其他資料

貴公司董事須對其他資料承擔責任。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的核數師報告。

我們對綜合財務報表提出的意見並無涵蓋其他資料，而我們不會對其他資料發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或是否存在重大錯誤陳述。倘若我們基於已進行的工作認為其他資料出現重大錯誤陳述，我們須報告有關事實。就此，我們毋須作出報告。

董事及肩負管治責任者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財務報告準則及香港公司條例的披露規定編製真實而公平地反映情況的綜合財務報表，及落實董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會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，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

肩負管治責任者負責監督 貴集團的財務報告流程。



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

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

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

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

核數師就審核綜合財務報表須承擔的 責任

我們的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們根據委聘的協定條款僅向閣下整體報告，不作其他用途。我們並不就本報告的內容對任何其他人士承擔任何義務或接受任何責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核的過程中，我們在整個審核中運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及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該等風險，以及獲取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、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估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的合理性。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表須承擔的 責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘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注意綜合財務報表中的相關披露。倘有關披露不足，則修訂我們意見。我們結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。我們負責集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

我們與肩負管治責任者就(其中包括)審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺失。

我們亦向肩負管治責任者作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及(如適用)為消除威脅所採取的行動或已應用的防範措施。



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

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

The engagement partner on the audit resulting in the independent auditor's report is Lung, Wing Hung David.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
25 March 2024

**核數師就審核綜合財務報表須承擔的
責任(續)**

從與肩負管治責任者溝通的事項中，我們釐定對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具獨立核數師報告的審核項目合夥人為龍永雄。

德勤•關黃陳方會計師行
執業會計師
香港
2024年3月25日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE 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
Revenue	收入	5	13,458,223	12,295,091
Cost of sales	銷售成本	8	(13,008,256)	(11,915,660)
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	於原料奶收獲時按公平值減銷售成本初始確認產生的收益	22	2,678,046	2,887,548
Gross profit	毛利		3,128,013	3,266,979
Loss arising from changes in fair value less costs to sell of dairy cows	乳牛公平值變動減乳牛銷售成本產生的虧損	22	(1,280,373)	(988,215)
Other income	其他收入	7	221,126	201,559
Impairment losses under expected credit loss ("ECL") model, net of reversal	預期信貸虧損 (「預期信貸虧損」) 模型下減值虧損， 扣除撥回	10	(17,278)	(1,995)
Other gains and losses, net	其他收益及虧損淨額	8	5,173	(376,662)
Selling and distribution costs	銷售及分銷開支		(377,784)	(369,887)
Administrative expenses	行政開支		(852,386)	(730,203)
Other expenses	其他開支		(72,309)	(42,386)
Share of results of associates and a joint venture	應佔聯營公司及合營企業業績		(3,939)	15,410
Profit before finance costs and tax	除融資成本及稅項前溢利	8	750,243	974,600
Finance costs	融資成本	9	(521,247)	(379,559)
Profit before tax	除稅前溢利		228,996	595,041
Income tax expense	所得稅開支	11	(43,562)	(14,775)
Profit for the year	年內溢利		185,434	580,266
Other comprehensive (expense) income:	其他全面(開支)/收入：			
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類為損益的項目：</i>			
Fair value loss on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收入 (「按公平值計入其他全面收入」)的權益工具投資 公平值虧損		(48,887)	(14,573)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類為 損益的項目：</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額		4,839	21,332
Other comprehensive (expense) income for the year, net of income tax	年內其他全面(開支)收入， 扣除所得稅		(44,048)	6,759
Total comprehensive income for the year	年內全面收入總額		141,386	587,025



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE 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
Profit for the year attributable to:	以下各方應佔年內溢利：			
Owners of the Company	本公司擁有人		175,159	562,497
Non-controlling interests	非控股權益		10,275	17,769
			185,434	580,266
Total comprehensive income for the year attributable to:	以下各方應佔年內全面收入總額：			
Owners of the Company	本公司擁有人		131,091	569,067
Non-controlling interests	非控股權益		10,295	17,958
			141,386	587,025
Earnings per share (RMB)	每股盈利(人民幣)	15		
Basic	基本		2.23 cents分	7.16 cents分
Diluted	攤薄		2.21 cents分	7.13 cents分



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AT 31 DECEMBER 2023 於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
NON-CURRENT ASSETS				
非流動資產				
Property, plant and equipment	物業、廠房及設備	16	6,264,934	5,702,907
Right-of-use assets	使用權資產	17	2,198,546	1,256,949
Goodwill	商譽	18	2,417,915	2,406,658
Other intangible assets	其他無形資產	19	40,866	45,258
Interests in associates and a joint venture	於聯營公司及合營企業的權益	20	771,047	458,917
Equity instruments at FVTOCI	按公平值計入其他全面收入的 權益工具	21	57,342	106,229
Biological assets	生物資產	22	11,927,977	10,631,171
Prepayments	預付款項	24	12,914	29,936
Derivative financial instruments	衍生金融工具	25	117,991	19,154
Pledged bank deposits	已質押銀行存款	26	32,089	–
Bank balances	銀行結餘	26	677,843	236,281
Deferred tax assets	遞延稅項資產	11	6,677	827
			24,526,141	20,894,287
CURRENT ASSETS				
流動資產				
Inventories	存貨	23	2,940,968	3,379,346
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項 以及預付款項	24	1,935,932	2,183,907
Derivative financial instruments	衍生金融工具	25	460	22,202
Pledged bank deposits	已質押銀行存款	26	9,913	187,339
Bank balances	銀行結餘	26	1,963,627	2,125,628
			6,850,900	7,898,422
Assets classified as held for sale	分類為持作出售的資產	16	17,203	28,644
			6,868,103	7,927,066
CURRENT LIABILITIES				
流動負債				
Derivative financial instruments	衍生金融工具	25	3,017	14,388
Trade and other payables	應付貿易賬款及其他應付款項	27	5,534,188	3,288,701
Tax payable	應課稅項		42,309	5,004
Bank borrowings	銀行借款	28	2,206,484	4,831,164
Other borrowings	其他借款	29	353,251	22,704
Short term debenture	短期融資券	30	–	100,522
Long term bonds	長期債券	31	35,536	34,944
Lease liabilities	租賃負債	32	238,925	111,392
Other liabilities	其他負債	33	9,856	4,573
Contract liabilities	合約負債	34	26,648	43,204
Deferred income	遞延收入	35	12,570	11,563
			8,462,784	8,468,159



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AT 31 DECEMBER 2023 於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
NET CURRENT LIABILITIES	流動負債淨額		(1,594,681)	(541,093)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		22,931,460	20,353,194
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	36	675,869	675,869
Reserves	儲備		10,525,116	10,588,248
Equity attributable to owners of the Company	本公司擁有人應佔權益		11,200,985	11,264,117
Non-controlling interests	非控股權益		641,779	379,183
TOTAL EQUITY	總權益		11,842,764	11,643,300
NON-CURRENT LIABILITIES	非流動負債			
Derivative financial instruments	衍生金融工具	25	17,342	43,646
Other payables	其他應付款項	27	5,201	–
Bank borrowings	銀行借款	28	5,183,959	3,752,421
Other borrowings	其他借款	29	193,974	271,115
Long term bonds	長期債券	31	3,523,467	3,458,072
Lease liabilities	租賃負債	32	1,781,170	956,653
Other liabilities	其他負債	33	160,531	–
Deferred tax liabilities	遞延稅項負債	11	13,389	22,454
Deferred income	遞延收入	35	209,663	205,533
			11,088,696	8,709,894
			22,931,460	20,353,194

The consolidated financial statements on pages 132 to 298 were approved and authorised for issue by the board of directors on 25 March 2024 and are signed on its behalf by:

載於第132至298頁的綜合財務報表於2024年3月25日經董事會批准及授權刊發並代表簽署：

Zhao Jiejun

趙杰軍

Director

董事

Sun Yugang

孫玉剛

Director

董事



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Other reserve	Statutory reserve	Share award reserve	Shares held under the Share Award Scheme 股份獎勵計劃項下持有的	Fair value through other comprehensive income reserve 按公平值計入其他全面收入儲備	Translation reserve	Retained earnings	Sub-total	Non-controlling interests	Total
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元 (Note 36) (附註36)	法定儲備 RMB'000 人民幣千元 (Note 36) (附註36)	股份獎勵儲備 RMB'000 人民幣千元	股份 RMB'000 人民幣千元	收入儲備 RMB'000 人民幣千元	換算儲備 RMB'000 人民幣千元	保留盈利 RMB'000 人民幣千元	小計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	675,869	6,896,336	920,109	241,302	20,266	(86,531)	(22,978)	(40)	2,220,598	10,864,931	249,803	11,114,734
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	562,497	562,497	17,769	580,266
Other comprehensive (expense) income for the year	年內其他全面(開支)收入	-	-	-	-	-	-	(14,412)	20,982	-	6,570	189	6,759
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	-	-	-	-	-	-	(14,412)	20,982	562,497	569,067	17,958	587,025
Share purchase for the Share Award Scheme (as defined in Note 38)	就股份獎勵計劃的股份購買(定義見附註38)	-	-	-	-	-	(13,300)	-	-	-	(13,300)	-	(13,300)
Vesting of award shares (Note 38)	獎勵股份歸屬(附註38)	-	-	-	-	(37,776)	36,272	-	-	1,504	-	-	-
Recognition of equity-settled share-based payments (Note 38)	確認按股權結算以股份支付的付款(附註38)	-	-	-	-	44,950	-	-	-	-	44,950	-	44,950
Equity transactions related to interest free loans	有關免息貸款的股權交易	-	-	2,859	-	-	-	-	-	-	2,859	(2,859)	-
Dividends distribution (Note 14)	股息分派(附註14)	-	(204,390)	-	-	-	-	-	-	-	(204,390)	-	(204,390)
Acquisition of subsidiaries (Note 39)	收購附屬公司(附註39)	-	-	-	-	-	-	-	-	-	-	76,481	76,481
Establishment of non-wholly-owned subsidiaries	成立非全資附屬公司	-	-	-	-	-	-	-	-	-	-	37,800	37,800
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	36,690	-	-	-	-	(36,690)	-	-	-
At 31 December 2022	於2022年12月31日	675,869	6,691,946	922,968	277,992	27,440	(63,559)	(37,390)	20,942	2,747,909	11,264,117	379,183	11,643,300
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	175,159	175,159	10,275	185,434
Other comprehensive (expense) income for the year	年內其他全面(開支)收入	-	-	-	-	-	-	(48,826)	4,758	-	(44,068)	20	(44,048)
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	-	-	-	-	-	-	(48,826)	4,758	175,159	131,091	10,295	141,386
Share purchase for the Share Award Scheme (Note 38)	就股份獎勵計劃的股份購買(附註38)	-	-	-	-	-	(47,409)	-	-	-	(47,409)	-	(47,409)
Vesting of award shares (Note 38)	獎勵股份歸屬(附註38)	-	-	-	-	(27,475)	33,066	-	-	(5,591)	-	-	-
Recognition of equity-settled share-based payments (Note 38)	確認按股權結算以股份支付的付款(附註38)	-	-	-	-	50,049	-	-	-	-	50,049	-	50,049
Equity transactions related to interest free loans	有關免息貸款的股權交易	-	-	(1,727)	-	-	-	-	-	-	(1,727)	1,727	-
Dividends distribution (Note 14)	股息分派(附註14)	-	(111,997)	-	-	-	-	-	-	-	(111,997)	-	(111,997)
Injection of capital from non-controlling interests (Note 33)	非控股權益注資(附註33)	-	-	(83,139)	-	-	-	-	-	-	(83,139)	214,850	131,711
Establishment of non-wholly-owned subsidiaries	成立非全資附屬公司	-	-	-	-	-	-	-	-	-	-	35,724	35,724
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	54,694	-	-	-	-	(54,694)	-	-	-
At 31 December 2023	於2023年12月31日	675,869	6,579,949	838,102	332,686	50,014	(77,902)	(86,216)	25,700	2,862,783	11,200,985	641,779	11,842,764



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年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
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	228,996	595,041
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment charged to profit or loss	自損益扣除的物業、廠房及設備折舊	377,146	352,032
Depreciation of right-of-use assets charged to profit or loss	自損益扣除的使用權資產折舊	66,712	42,520
Amortisation of other intangible assets	其他無形資產攤銷	9,249	4,207
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模型下減值虧損，扣除撥回	17,278	1,995
Impairment loss on property, plant and equipment, net	物業、廠房及設備的減值虧損淨額	-	1,895
Interest income	利息收入	(67,505)	(60,393)
Government grants released to income	撥至收入的政府補貼	(89,582)	(78,506)
Finance costs	融資成本	521,247	379,559
Share of results of associates and a joint venture	應佔聯營公司及合營企業業績	3,939	(15,410)
(Gain) loss on fair value changes of derivative financial instruments	衍生金融工具公平值變動(收益)虧損	(95,699)	18,695
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損(收益)	12,081	(15,322)
Gain on disposal of assets classified as held for sale	出售分類為持作出售的資產的收益	(4,470)	-
Gain on remeasurement of previously held interests	重新計量之前持有的權益的收益	(5,050)	-
Loss on disposal of other intangible assets	出售其他無形資產虧損	12,386	165
Loss on liquidation of a subsidiary	清算附屬公司的虧損	215	-
Loss (gain) on termination of lease agreements	終止租賃協議的虧損(收益)	10	(3,652)
Gains on fair value changes of structured deposits	結構性存款公平值變動收益	-	(2,465)
Net foreign exchange loss	外匯虧損淨額	75,583	380,181
Equity-settled share-based payments	按股權結算以股份支付的付款	50,049	44,950
Loss arising from changes in fair value less costs to sell of dairy cows	乳牛公平值變動減乳牛銷售成本產生的虧損	1,280,373	988,215
Loss on provisions	撥備虧損	1,249	-
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	2,394,207	2,633,707
Decrease (increase) in inventories	存貨減少(增加)	417,320	(940,089)
Decrease (increase) in trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項減少(增加)	172,100	(585,679)
Increase in trade and other payables	應付貿易賬款及其他應付款項增加	2,460,338	399,185
(Decrease) increase in contract liabilities	合約負債(減少)增加	(16,556)	37,861
Increase in deferred income	遞延收入增加	42,928	52,283
Cash generated from operations	業務產生的現金	5,470,337	1,597,268
Income taxes paid	已付所得稅	(21,368)	(20,160)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	5,448,969	1,577,108



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE 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
INVESTING ACTIVITIES	投資活動			
Interest received	已收利息		56,165	49,228
Purchases of property, plant and equipment	購入物業、廠房及設備		(1,019,478)	(1,112,602)
Purchases of other intangible assets	購入其他無形資產		(12,134)	(8,272)
Payments for right-of-use assets	使用權資產付款		(36,031)	(34,243)
Purchases of biological assets	購入生物資產		(20,280)	(232,070)
Addition in biological assets in relation to feeding and other related costs	有關飼養及其他相關成本的生物資產增置		(3,240,715)	(2,714,285)
Placement of pledged bank deposits	存入已質押銀行存款		(36,506)	(14,748)
Withdrawal of pledged bank deposits	提取已質押銀行存款		181,843	5,886
Placement of term deposits with original maturity over three months and restricted bank deposits	存入原到期日超過三個月的定期存款及受限制銀行存款		(531,540)	(229,359)
Withdrawal of term deposits with original maturity over three months and restricted bank deposits	提取原到期日超過三個月的定期存款及受限制銀行存款		199,082	150,000
Placement of structured deposits	存入結構性存款		(137,000)	(1,293,000)
Withdrawal of structured deposits	提取結構性存款		137,064	1,295,465
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		15,865	85,720
Proceeds from sales of assets classified as held for sale	銷售分類為持作出售的資產所得款項		16,197	-
Proceeds from disposal of dairy cows	出售乳牛所得款項		1,048,581	1,060,659
Government grants received	已收政府補貼		51,791	49,386
Investment in associates and a joint venture	聯營公司及合營企業投資		(321,334)	(86,641)
Net cash outflow on business combination in current year	本年度業務合併現金流出淨額	39	(1,679)	(398,019)
Net cash outflow on business combination in prior years	過往年度業務合併現金流出淨額		(204,435)	(378,700)
Net cash outflow on asset acquisitions in prior years	過往年度資產收購現金流出淨額		-	(1,750)
Purchases of equity instruments at FVTOCI	購入按公平值計入其他全面收入的權益工具		-	(118,147)
Loans to associates	向聯營公司貸款		(94,600)	(68,000)
Loan repayment from associates	聯營公司償還貸款		68,000	-
Loan repayment from a third party	第三方償還貸款		-	2,000
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額		(3,881,144)	(3,991,492)



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年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
FINANCING ACTIVITIES	融資活動		
Dividends paid	已派股息	(111,997)	(204,390)
Interest paid	已付利息	(427,587)	(384,625)
New bank borrowings raised	新籌得銀行借款	5,665,179	8,099,765
Repayment of bank borrowings	償還銀行借款	(6,898,014)	(4,467,747)
New other borrowings raised	新籌得其他借款	305,942	183,365
Repayment of other borrowings	償還其他借款	(58,859)	(584,486)
Proceeds on issue of short term debenture	發行短期融資券所得款項	-	100,000
Repayments of short term debenture	償還短期融資券	(100,000)	-
Repayments of leases liabilities	償還租賃負債	(135,874)	(66,650)
Payment for repurchase of ordinary shares	購回普通股付款	(47,409)	(13,300)
Receipts arising from net settlement of interest rate swaps	利率掉期淨額結算產生的收入	1,210	5,760
Gross cash inflow from foreign currency option contracts	外匯期權合約的總現金流入	-	264,256
Gross cash outflow from foreign currency option contracts	外匯期權合約的總現金流出	-	(270,800)
Receipts arising from net settlement of currency option contracts	貨幣期權合約淨額結算產生的收入	38,995	-
Gross cash inflow from capped and floored cross currency swap ("CFCCS")	封頂封底交叉貨幣掉期 ("CFCCS")的總現金流入	59,017	55,753
Gross cash outflow from CFCCS	CFCCS的總現金流出	(77,214)	(77,214)
Gross cash inflow from foreign currency forward contracts	外匯遠期合約的總現金流入	290,601	135,640
Gross cash outflow from foreign currency forward contracts	外匯遠期合約的總現金流出	(296,966)	(137,812)
Payments arising from net settlement of foreign currency forward contracts	外匯遠期合約淨額結算產生的付款	(50,449)	-
Acquisition of non-controlling interests	收購非控股權益	(20,894)	(20,894)
Payments for acquisition of original non-controlling interests in an acquired subsidiary	收購被收購附屬公司原非控股權益的付款	-	(43,680)
Dividends paid to the original shareholders of an acquired subsidiary	向被收購附屬公司原股東派付股息	-	(17,155)
Addition of other liabilities	其他負債增置	68,289	-
Dividends paid to non-controlling shareholders	向非控股股東派付股息	(5,341)	(5,341)
Capital contribution from non-controlling shareholders	來自非控股股東的出資	167,435	37,800
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(1,633,936)	2,588,245
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(66,111)	173,861



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年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
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物	1,924,409	1,737,683
Effect of foreign exchange rate changes	匯率變動的影響	1,440	12,865
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於12月31日的現金及 現金等價物	1,859,738	1,924,409
Represented by Bank balances and cash	以以下各項呈列 銀行結餘及現金	2,641,470	2,361,909
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	(781,732)	(437,500)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

1. GENERAL INFORMATION

China Modern Dairy Holdings Ltd. (the “**Company**”) was incorporated and registered in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. Its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 26 November 2010. The registered office of the Company is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KYI-1104, Cayman Islands.

As at 31 December 2023, China Mengniu Dairy Co., Ltd. (“**Mengniu**”) and its wholly-owned subsidiary together owned 56.36% of the issued share capital of the Company. Mengniu and its subsidiaries are hereinafter collectively referred to as “**Mengniu Group**”.

The principal activity of the Company is investment holding and its subsidiaries are mainly engaged in production and sales of milk, trading, production and sales of feeds. The Company and its subsidiaries are hereinafter collectively referred to as the “**Group**”.

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

1. 一般資料

中國現代牧業控股有限公司(「**本公司**」)為一間根據開曼群島公司法在開曼群島註冊成立及登記的獲豁免有限公司，其股份已自2010年11月26日起在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司的註冊辦事處位於Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KYI-1104, Cayman Islands。

於2023年12月31日，中國蒙牛乳業有限公司(「**蒙牛**」)及其全資附屬公司共同擁有本公司已發行股本的56.36%。蒙牛及其附屬公司於下文統稱「**蒙牛集團**」。

本公司的主要業務為投資控股，而其附屬公司則主要從事生產及銷售牛奶、買賣、生產及銷售飼料。本公司及其附屬公司於下文統稱「**本集團**」。

綜合財務報表以人民幣(「**人民幣**」)列值，該貨幣亦為本公司的功能貨幣。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

(a) New and amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	Insurance Contracts
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International Tax Reform- Pillar Two Model Rules
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies

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

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及修訂

(a) 於本年度強制生效的新訂國際財務報告準則及修訂

於本年度，本集團已首次應用由國際會計準則理事會(「國際會計準則理事會」)頒佈並於2023年1月1日開始的本集團年度期間強制生效的以下新訂國際財務報告準則及修訂，以編製綜合財務報表：

國際財務報告準則第17號(包括國際財務報告準則第17號的2020年6月及2021年12月的修訂)	保險合約
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	與單一交易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	國際稅務改革- 第二支柱範本規則
國際會計準則第1號及國際財務報告準則實務聲明書第2號的修訂	會計政策的披露

本年度採用新訂國際財務報告準則及修訂，對本集團本年度及過往年度的財務狀況及業績及／或此等綜合財務報表中的披露並無重大影響。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

(b) Amendments to IFRSs in issue but not yet effective

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

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

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

Except as described below, the directors of the Company (the “**Directors**”) anticipate that the application of all other amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及修訂(續)

(b) 已頒佈惟尚未生效的國際財務報告準則的修訂

本集團並無提早應用以下已頒佈惟尚未生效的國際財務報告準則的修訂：

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銷售或投入 ¹
國際財務報告準則第16號的修訂	售後回租中的租賃責任 ²
國際會計準則第1號的修訂	負債分類為流動或非流動 ²
國際會計準則第1號的修訂	有契約的非流動負債 ²
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 ²
國際會計準則第21號的修訂	缺乏交換性 ³

¹ 於待定日期或之後開始的年度期間生效。

² 於2024年1月1日或之後開始的年度期間生效。

³ 於2025年1月1日或之後開始的年度期間生效。

除下文所述者外，本公司董事(「**董事**」)預期應用國際財務報告準則的所有其他修訂於可見將來不會對綜合財務報表造成重大影響。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

(b) Amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements

The amendments add a disclosure objective to IAS 7 *Statement of Cash flows* stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 *Financial Instruments: Disclosures* was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

The term ‘supplier finance arrangements’ is not defined. Instead, the amendments describe the characteristics of an arrangement for which an entity would be required to provide the information.

To meet the disclosure objective, an entity will be required to disclose in aggregate for its supplier finance arrangements:

- The terms and conditions of the arrangements;
- The carrying amount and associated line items presented in the entity's statement of financial position, of the liabilities that are part of the arrangements, and the non-cash changes in the carrying amounts of these financial liabilities;
- The carrying amount, and associated line items for which the suppliers have already received payment from the finance providers;
- Ranges of payment due dates for both those financial liabilities that are part of a supplier finance arrangement and comparable trade payables that are not part of a supplier finance arrangement; and liquidity risk information.

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及修訂(續)

(b) 已頒佈惟尚未生效的國際財務報告準則的修訂(續)

國際會計準則第7號及國際財務報告準則第7號的修訂供應商融資安排

該等修訂向國際會計準則第7號現金流量表增加了一項披露目標，規定實體必須披露有關其供應商融資安排的資料，以便財務報表使用者能夠評估這些安排對該實體負債及現金流量的影響。此外，國際財務報告準則第7號金融工具：披露經修訂，以於規定中加入供應商融資安排作為範例，披露有關實體面臨的集中流動性風險的資料。

「供應商融資安排」一詞未經界定。相反，該等修訂描述了要求實體提供資料的安排的特徵。

為了實現披露目標，實體將須披露其供應商融資安排的總結資料：

- 安排的條款及條件；
- 實體財務狀況表中列報的賬面金額及相關項目、構成安排一部分的負債以及這些金融負債賬面金額的非現金變動；
- 供應商已從融資提供者收到付款的賬面金額以及相關行項目；
- 屬於供應商融資安排一部分的金融負債及不屬於供應商融資安排一部分的可比較應付貿易賬款的付款到期日範圍；以及流動資金風險資料。



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綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

(b) Amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements (continued)

The amendments, which contain specific transition reliefs for the first annual reporting period in which an entity applies the amendments, are applicable for annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted.

The application of the amendments is not expected to have impact on the financial position or performance of the Group but may affect the disclosures of liabilities, cash flows and the Group’s exposure to liquidity risk related to the supplier finance arrangements entered into by the Group. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

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

3.1 Basis of preparation of consolidated financial statements

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

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及修訂(續)

(b) 已頒佈惟尚未生效的國際財務報告準則的修訂(續)

國際會計準則第7號及國際財務報告準則第7號的修訂供應商融資安排(續)

該等修訂包含實體應用該等修訂的第一個年度報告期間的具體過渡減免，適用於2024年1月1日或之後開始的年度報告期間。允許提前應用。

應用該等修訂預計不會對本集團的財務狀況或業績產生影響，但可能會影響與本集團所訂立供應商融資安排相關的負債、現金流量以及本集團面臨的流動資金風險的披露。應用的影響(如有)將在本集團日後的綜合財務報表中披露。

3. 綜合財務報表的編製基準及重大會計政策資料

3.1 綜合財務報表的編製基準

綜合財務報表已按國際會計準則理事會頒佈的國際財務報告準則編製。就編製綜合財務報表而言，倘該等資料可合理預期會影響主要使用者的決定，則該等資料被視為重大資料。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定的適用披露。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

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

3.1 Basis of preparation of consolidated financial statements (continued)

In preparation of the consolidated financial statements for the year ended 31 December 2023, the Directors have given careful consideration to the future liquidity of the Group in light of the fact that the Group's current liabilities exceeded its current assets by RMB1,594,681,000 (2022: RMB541,093,000). Taking into account, (i) the available credit facilities of approximately RMB6,989,029,000 which remain unutilised as at 31 December 2023 and of which, an amount of RMB1,000,000,000 is from Inner Mongolia Mengniu Dairy (Group) Company Limited ("Inner Mongolia Mengniu"), a subsidiary of Mengniu, and the remaining facilities are from licensed banks; (ii) the expected net cash inflows generated from the Group's operations for the next twelve months, the Directors are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for biological assets, which are measured at fair value less costs to sell and certain financial instruments, which are measured at fair values at the end of each reporting period as explained in the accounting policies set out in Note 3.2.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.1 綜合財務報表的編製基準(續)

在編製截至2023年12月31日止年度的綜合財務報表時，鑒於本集團的流動負債超出其流動資產人民幣1,594,681,000元(2022年：人民幣541,093,000元)，董事已審慎考慮本集團的未來流動資金狀況。經考慮(i)於2023年12月31日的可供動用信貸融資約人民幣6,989,029,000元並未動用(其中人民幣1,000,000,000元來自蒙牛的附屬公司內蒙古蒙牛乳業(集團)股份有限公司(「內蒙古蒙牛」)，剩餘融資來自持牌銀行)；(ii)未來十二個月本集團營運產生的預期現金流入淨額，董事信納本集團將能夠在可見將來在到期時充分履行其財務責任。因此，綜合財務報表根據持續經營基準編製。

綜合財務報表乃根據歷史成本基準編製，惟按公平值減銷售成本計量的生物資產及按各報告期末的公平值計量的若干衍生金融工具除外(如附註3.2所載會計政策所闡釋)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

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

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

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

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料

綜合基準

綜合財務報表載有本公司以及由本公司及其附屬公司控制的實體(包括結構性實體)的財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對被投資者行使權力；
- 因參與被投資者的業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制被投資者。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售的附屬公司的收入及開支，自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及各項其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

如有需要，將會就附屬公司的財務報表作出調整，使其會計政策與本集團的會計政策貫徹一致。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

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

3.2 Material accounting policy information (continued)

Basis of consolidation (continued)

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

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

綜合基準(續)

集團內的所有資產、負債、權益、收入、開支及與本集團成員公司間的交易相關的現金流量已於綜合賬目時全額抵銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指現時擁有的權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

本集團於現有附屬公司的權益變動

本集團於附屬公司的權益變動，若沒有導致本集團喪失對附屬公司的控制權，則作為權益交易進行會計處理。本集團相關權益組成部分及非控股權益的賬目金額進行調整，以反映其於附屬公司中相關權益的變動，包括依本集團與非控股權益的權益比例重新歸屬本集團與非控股權益的相關儲備。

非控股權益調整金額與支付或收到代價的公平值之間的任何差額均直接於權益中確認並歸屬於本公司擁有人。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3.2 Material accounting policy information (continued)

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

業務合併

業務是一組綜合活動及資產，包括一項投入及一項實質性過程，共同對創造產出的能力作出重大貢獻。倘收購過程對繼續生產產出的能力至關重要，包括具備執行相關過程所必需的技能、知識或經驗的有組織勞動力，或對持續生產產出的能力有重大貢獻，則被認為屬實質性及被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代。

業務收購乃採用收購法入賬。業務合併轉讓之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方的前擁有人產生之負債，以及本集團為換取被收購方之控制權而發行之權益於收購日期之公平值總和。收購相關成本一般於產生時在損益中確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

3.2 Material accounting policy information (continued)

Business combinations (continued)

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Conceptual Framework for Financial Reporting* (the “**Conceptual Framework**”) except for transactions and events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, in which the Group applies IAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities are recognised and measured in accordance with IAS 12 *Income Taxes*;
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16 *Leases*) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

業務合併(續)

所取得的可辨認資產及所承擔的負債必須符合財務報告概念框架(「**概念框架**」)對資產及負債的定義，不包括在國際會計準則第37號撥備、或然負債及或然資產或國際財務報告詮釋委員會第21號徵費範圍內的交易及事件，其中本集團採用國際會計準則第37號或國際財務報告詮釋委員會第21號範圍下而非概念框架識別其在業務合併中承擔的負債。或然資產不予確認。

於收購日期，所收購之可識別資產及所承擔之負債按其公平值進行確認，惟以下情況除外：

- 遞延所得稅資產或負債根據國際會計準則第12號所得稅確認及計量；
- 租賃負債按剩餘租賃款項(定義見國際財務報告準則第16號租賃)的現值確認及計量，猶如所收購的租賃於收購日期為新租賃，惟(a)租期於收購日期後12個月內結束；或(b)相關資產價值較低的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並作出調整以反映與市場條款相比的有利或不利租賃條款。



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

3.2 Material accounting policy information (continued)

Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

業務合併(續)

商譽是以轉讓代價、於被收購方之任何非控股權益金額及收購方先前持有被收購方權益之公平值(如有)之總和，超出所收購之可識別資產及所承擔之負債於收購日期的金額淨值之差額計算。倘經重估後，所收購可識別資產及所承擔之負債的金額淨值超過轉讓代價、於被收購方之任何非控股權益金額及收購方先前持有被收購方權益之公平值(如有)之總和，則差額即時於損益確認為議價購買收益。

屬現有所有權權益且於清盤時賦予其持有人權利按比例分佔有關附屬公司資產淨值的非控股權益初步按非控股權益按比例分佔被收購方可識別資產淨值的已確認數額或公平值計量。

商譽

業務收購所產生的商譽按收購業務當日(見上文會計政策)確定的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽分配予預期會因合併的協同效益而受惠的本集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，其指就內部管理目的監控商譽的最低水平且不超過經營分部。



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

3.2 Material accounting policy information (continued)

Goodwill (continued)

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

Investments in associates and joint ventures

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

商譽(續)

每年及當單位出現可能減值跡象時更頻密地對獲分配商譽的現金產生單位(或現金產生單位組別)進行減值測試。就於某一報告期間自收購所產生的商譽而言，已獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末之前進行減值測試。倘可收回金額低於其賬面值，則先分配減值虧損以減少任何商譽的賬面值，再按該單位(或現金產生單位組別)內每項資產的賬面值按比例分配至其他資產。

於聯營公司及合營企業的投資

聯營公司及合營企業的業績及資產以及負債採用權益會計法計入該等綜合財務報表。權益會計法所用聯營公司及合營企業的財務報表按本集團於類似情況下就同類交易及事件採用的一致會計政策編製。根據權益法，於聯營公司或合營企業的投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔聯營公司或合營企業損益及其他全面收入作出調整。該聯營公司/合營企業資產淨值(損益及其他全面收入除外)變動不予入賬，除非該等變動導致本集團持有的所有權出現變動。當本集團應佔聯營公司或合營企業的虧損超出本集團於該聯營公司或合營企業的權益(包括實質上構成本集團於聯營公司或合營企業的投資淨額一部分的任何長期權益)時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表聯營公司或合營企業支付款項的情況下，方會確認額外虧損。



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

3.2 Material accounting policy information (continued)

Investments in associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in Note 5.

Leases

Definition of a lease

For contracts entered into or modified on or after the date of initial application of IFRS 16, or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

於聯營公司及合營企業的投資(續)

聯營公司或合營企業投資自被投資者成為聯營公司或合營企業該日起使用權益法入賬。於收購於聯營公司或合營企業的投資時，投資成本超出本集團應佔被投資方的可識別資產及負債的公平值淨額的任何部分確認為商譽，計入該投資的賬面值。本集團應佔可識別資產及負債的公平值淨額超出投資成本的任何部分，經重新評估後即時於收購投資期間在損益確認。

當集團實體與本集團的聯營公司或合營企業進行交易時，與該聯營公司或合營企業進行交易而產生的損益僅在聯營公司或合營企業權益與本集團無關的情況下，方會於本集團的綜合財務報表中確認。

客戶合約收入

本集團與客戶合約相關的會計政策資料請參閱附註5。

租賃

租賃的定義

就於初次應用國際財務報告準則第16號日期或之後訂立或修訂或業務合併產生的合約而言，本集團根據國際財務報告準則第16號於開始、修訂日期或收購日期(視何者合適而定)的定義評估合約是否屬於或包含租賃。除非合約條款及條件其後改變，否則不得重新評估該合約。



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

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability; and
- any lease payments made at or before the commencement date, less any lease incentives received.

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

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments); and
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；及
- 於開始日期或之前所作的任何租賃付款，減任何已收取的租賃優惠。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債任何重新計量作出調整。

租賃負債

於租賃開始日期，本集團按當日未支付的租賃付款現值確認及計量租賃負債。於計算租賃付款的現值時，倘租賃所含的利率不能即時釐定，則本集團會於租賃開始日期使用增量借款利率。

租賃款項包括：

- 固定付款(包括實質固定付款)；及
- 基於指數或利率之可變租賃款項(初步使用於開始日期之指數或利率計量)。



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

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

反映市場租金變動的可變租賃付款初步使用於開始日期的市場租金計量。不會依賴指數或利率的可變租賃付款不計入租賃負債及使用權資產計量，並在觸發付款的事件或條件出現的期間內確認為開支。

在開始日期後，租賃負債透過利息增加及租賃付款進行調整。

外幣

編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)所進行的交易乃按交易日期的當時匯率入賬。於報告期末，以外幣計值的貨幣項目乃按該日當時匯率重新換算。以公平值計量的外幣計值非貨幣項目按釐定公平值當日的匯率重新換算。當非貨幣項目的公平值收益或虧損在其他全面收入中確認時，該收益或虧損的任何匯兌部分亦在其他全面收入中確認。以外幣按歷史成本計量的非貨幣項目不予重新換算。

結算及再換算貨幣項目產生的匯兌差額，於其產生期間在損益中確認。



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

3.2 Material accounting policy information (continued)

Foreign currencies (continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Government grants

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

外幣(續)

就綜合財務報表的呈列而言，本集團海外業務的資產與負債乃按於各報告期末的通行匯率換算為本集團的呈列貨幣(即人民幣)。收入及開支項目乃按該期間的平均匯率換算，除非匯率於該期間內出現大幅波動，在此情況下，將採用交易日的匯率換算。所產生的匯兌差額(如有)於其他全面收入內確認，累計於權益下換算儲備內(歸屬於非控股權益(如適用))。

收購海外業務所獲得之可識別資產之商譽及公平值調整被視為該海外業務之資產及負債，並按各報告期末之現行匯率換算。所產生之匯兌差額於其他全面收入確認。

政府補貼

政府補貼在合理保證本集團將符合其所附帶條件以及將獲發補貼時方會予以確認。

政府補貼按系統基準於本集團確認補貼擬補償的相關成本為開支的期間在損益內確認。具體而言，主要條件為本集團應購買、興建或以其他方式收購非流動資產的政府補貼於綜合財務狀況表確認為遞延收入，然後在有關資產的可使用年期內有系統及合理地轉撥至損益。



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

3.2 Material accounting policy information (continued)

Government grants (continued)

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

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

A government grant related to a biological asset measured at its fair value less costs to sell was recognised in profit or loss when, and only when, the conditions attaching to the government grant are met.

Share-based payments

Equity-settled share-based payment transactions

Shares granted to employees

Equity-settled share-based payments to employees providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration of all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share award reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share award reserve.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

政府補貼(續)

用作補償已產生開支或虧損或旨在為本集團提供即時資助(而無未來相關成本)的與收入有關的應收政府補貼，於應收期間於損益中確認。有關補貼已呈列於「其他收入」。

低於市場利率的政府貸款的好處在於會被視為政府補貼，按收到的所得款項與基於現行市場利率的貸款公平值之間的差額計量。

與按公平值減去銷售成本計量的生物資產相關的政府補貼，與且僅當政府補貼所附條件滿足時，計入當期損益。

以股份支付的付款

按股權結算以股份支付的付款交易

授予僱員的股份

授予提供類似服務的僱員的按股權結算以股份支付的付款乃按授出日期權益工具的公平值計量。

於授出日期未計及所有非市場歸屬條件而釐定的按股權結算以股份支付的付款的公平值於歸屬期內根據本集團對將最終歸屬權益工具的估計以直線法支銷，並增加相應的權益(股份獎勵儲備)。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，修訂其對預期歸屬的權益工具的估計數目。修訂原先估計的影響(如有)在損益中確認以使累計開支反映經修訂的估計，並對股份獎勵儲備作出相應調整。



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

3.2 Material accounting policy information (continued)

Share-based payments (continued)

Equity-settled share-based payment transactions (continued)

Shares granted to employees (continued)

When the award shares are vested, the amount previously recognised in share award reserve and the amount of the relevant treasury shares included in equity under the heading of shares held under the share award scheme is reversed and the differences arising from the reversal is adjusted to retained earnings.

Taxation

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

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

以股份支付的付款(續)

按股權結算以股份支付的付款交易(續)

授予僱員的股份(續)

於獎勵股份歸屬時，撥回先前於股份獎勵儲備確認的金額及計入根據股份獎勵計劃持有的股份項下權益的相關庫存股份金額，且撥回產生的差額調整至保留盈利。

稅項

所得稅支出指即期及遞延所得稅支出總和。

即期應付稅項按年內應課稅溢利計算。由於其他年度的應課稅或可扣稅收入或開支及毋須課稅或不可扣稅的項目，故應課稅溢利與除稅前溢利(虧損)不同。本集團的即期稅項負債按報告期末已頒佈或實際上已頒佈稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延所得稅負債通常對所有應課稅暫時差額進行確認。遞延稅項資產一般按可能有應課稅溢利用作扣減可動用可扣減暫時差額為限，就所有該等可扣減暫時差額確認。倘若暫時差額由不影響應課稅溢利或會計溢利的交易中初次確認(業務合併除外)資產及負債所產生且交易發生時不產生同等應課稅及可抵扣暫時性差異，則不會確認該等遞延稅項資產及負債。此外，倘暫時差額乃因初次確認商譽而產生，亦不會確認遞延稅項負債。



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

3.2 Material accounting policy information (continued)

Taxation (continued)

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

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

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

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項(續)

遞延稅項負債乃就與附屬公司及聯營公司投資以及於合營企業的權益有關的應課稅暫時差額確認，惟倘本集團能夠控制暫時差額的撥回及暫時差額於可見將來可能不會撥回則除外。與此類投資及利息相關的可抵扣暫時性差額產生的遞延稅項資產僅在很可能有足夠的應課稅溢利可用於利用暫時差額的利益且預期在可預見的未來將轉回的情況下確認。

遞延稅項資產的賬面值於報告期末進行檢討，並扣減至不再有足夠應課稅溢利可供收回全部或部分資產。

遞延稅項負債及資產按預期於結算負債或變現資產期間適用的稅率計量，所根據的稅率(及稅法)乃於報告期末已頒佈或已實際頒佈。

遞延稅項負債及資產的計量反映本集團預期於報告期末將要收回其資產或結算其負債賬面值的方式所產生的稅務後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易遞延稅項而言，本集團首先確定稅項扣減是否歸因於使用權資產或租賃負債。



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

3.2 Material accounting policy information (continued)

Taxation (continued)

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項(續)

就稅項扣減歸因於租賃負債的租賃交易而言，本集團將國際會計準則第12號規定分別應用於租賃負債及相關資產。本集團以很可能獲得用來抵扣可扣減暫時差額的應課稅溢利為限，確認與租賃負債相關的遞延稅項資產，並就所有應課稅暫時差額確認遞延稅項負債。

當有合法執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一應課稅實體徵收之所得稅有關，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益中確認，惟在其與於其他全面收入或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。在業務合併的初始會計處理產生即期稅項或遞延稅項時，稅務影響計入業務合併的會計處理中。

物業、廠房及設備

物業、廠房及設備指用於生產或提供貨品或服務，或出於行政目的而持有的有形資產(下文所述的永久業權土地及在建物業除外)。物業、廠房及設備乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內入賬。



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

3.2 Material accounting policy information (continued)

Property, plant and equipment (continued)

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes (classified as construction in progress) are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備(續)

永久業權土地不折舊，並按成本減去後續累計減值虧損計量。

就生產、供應或行政用途而在建築的物業(分類為在建工程)按成本減任何已確認減值虧損入賬。成本包括使資產達到能夠按照管理層擬定的方式經營所必要的位置及條件而直接應佔的任何成本。與其他物業資產一樣，當該等資產達到擬定用途時開始折舊。

折舊的確認旨在於估計可使用年期內按直線法撇銷物業、廠房及設備(不包括永久業權土地及在建工程)的成本減該等項目的剩餘價值。估計可使用年期、剩餘價值及折舊方法於報告期末作檢討，按預測基準計入任何估計變動的影響。

任何物業、廠房及設備項目在出售時或預期繼續使用資產不會有未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值之間的差額釐定，並於損益中確認。



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

3.2 Material accounting policy information (continued)

Intangible assets

Intangible assets acquired separately

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

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3. 綜合財務報表的編製基準及重大會計政策資料^(續)

3.2 重大會計政策資料^(續)

無形資產

獨立收購之無形資產

獨立收購而具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產之攤銷按資產估計可使用年期以直線法確認。本集團於各報告期末檢討估計可使用年期及攤銷方法，而任何估計變更之影響會按未來適用法入賬。

業務合併中收購之無形資產

業務合併中收購之無形資產與商譽分開確認，並初步按收購當日之公平值（被視為成本）確認。

於初步確認後，業務合併所收購具有有限使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損呈報，基準與單獨收購無形資產相同。



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

3.2 Material accounting policy information (continued)

Biological assets

The Group's biological assets comprise dairy cows. Dairy cows, including milkable cows, heifers and calves, are measured on initial recognition and at the end of the reporting period at their fair value less costs to sell, with any resulting gain or loss recognised in profit or loss for the year in which it arises.

The feeding costs and other related costs including staff costs, depreciation charge, utility costs and consumables incurred for raising of heifers and calves are capitalised, until such time as the heifers and calves begin to produce milk.

Agricultural produce

Agricultural produce represents raw milk. Raw milk is recognised at the point of harvest at its fair value less costs to sell. A gain or loss arising from agricultural produce at the point of harvest measuring at fair value less costs to sell is included in profit or loss for the period in which it arises.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

生物資產

本集團的生物資產由乳牛組成。乳牛(包括奶牛、小母牛及小牛)於初步確認時及報告期末按公平值減銷售成本計量，任何所得收益或虧損於產生年度於損益中確認。

飼養成本及其他相關成本(包括飼養小母牛及小牛所產生的員工成本、折舊開支、水電成本及消費品成本)予以資本化，直至小母牛及小牛開始產奶。

農產品

農產品指原料奶。原料奶於獲取時按公平值減銷售成本確認。獲取時按公平值減銷售成本計量的農產品產生的收益或虧損於其產生期間計入損益內。

金融工具

金融資產及金融負債於一間集團實體成為工具合約條文訂約方時確認。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產及金融負債初步按公平值計量，惟產生自與客戶合約的應收貿易賬款(初步按國際財務報告準則第15號客戶合約收入計量)除外。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)的金融資產或金融負債除外)直接應佔的交易成本於初步確認時於金融資產或金融負債(如適用)的公平值中加入或減去。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益中確認。

實際利率法乃計算金融資產或金融負債的攤銷成本以及於有關期間分配利息收入及利息開支的方法。實際利率乃於初步確認時按金融資產或金融負債的預計可使用年期或(如適用)較短期間內準確貼現估計未來現金收入及款項(包括構成實際利率不可或缺部分的所有已付或已收費用及積分、交易成本及其他溢價或貼現)至賬面淨值的利率。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

All other financial assets of the Group are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產

金融資產的分類及其後計量

滿足下列條件的金融資產其後按攤銷成本計量：

- 於目的為收取合約現金流量的業務模式下持有金融資產；及
- 合約條款於特定日期產生的現金流量純粹為支付本金及尚未償還本金的利息。

本集團所有其他金融資產其後按公平值計入損益的方式計量，惟以下情況另當別論，於初始確認金融資產時，倘權益投資並非持作買賣，亦非由收購方在國際財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，則本集團可能會不可撤銷地選擇於其他全面收入中呈列有關權益投資的其後公平值變動。

倘屬以下情況，金融資產為持作買賣：

- 收購金融資產的主要目的為於短期內出售；或
- 於初步確認時，其為本集團整體管理的已識別金融工具組合的一部分，並具有短期賺取利潤的近期實際模式；或
- 其屬並非指定及有效作為對沖工具的衍生工具。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。



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綜合財務報表附註

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

(iii) Financial assets at FVTPL

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(ii) 指定為按公平值計入其他全面收入的權益工具

按公平值計入其他全面收入的權益工具投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收入確認並於按公平值計入其他全面收入的儲備中累計，而毋須作減值評估。累計收益或虧損將不會重新分類至出售權益投資的損益，並將轉撥至保留盈利。

當本集團確立獲得股息的權利時，該等權益工具投資的股息於損益中確認，惟股息明確表示收回部分投資成本則除外。股息計入損益「其他收入」項下。

(iii) 按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收入的方式計量或指定為按公平值計入其他全面收入的方式計量的金融資產，按公平值計入損益的方式計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，任何公平值收益或虧損則於損益中確認。於損益內確認之淨盈虧包括金融資產所收取之任何股息或利息，並計入「其他收益及虧損淨額」科目。



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綜合財務報表附註

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments

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

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

The Group always recognises lifetime ECL for trade receivables.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值
本集團就根據國際財務報告準則第9號須予進行減值評估的金融資產(包括應收貿易賬款及其他應收款項、已質押銀行存款及銀行結餘)進行預期信貸虧損模式項下減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具的預期年期內所有可能發生的違約事件產生的預期信貸虧損。反之，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期將於報告日期後12個月內可能發生的違約事件產生的部分全期預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特有的因素、整體經濟狀況以及對報告日期當時狀況及未來狀況預測的評估作出調整。

本集團始終就應收貿易賬款確認全期預期信貸虧損。

就所有其他工具而言，本集團計量虧損撥備等於12個月預期信貸虧損，除非自初始確認起信貸風險顯著增加，在此情況下，本集團確認全期預期信貸虧損。評估全期預期信貸虧損是否應確認乃基於自初始確認以來發生違約或風險的可能性顯著增加。



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綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments (continued)

(i) Significant increase in credit risk

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

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值(續)

(i) 信貸風險顯著增加

於評估信貸風險自初始確認以來是否已顯著增加時，本集團將於報告日期金融工具存在的違約風險與於初始確認日期金融工具存在的違約風險進行比較。在進行該評估時，本集團會計及合理可靠的定量及定性資料，包括過往經驗及毋須承擔過多成本或付出過多精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否顯著增加時會計及下列資料：

- 金融工具外部(倘可獲得)或內部信貸評級實際或預期出現嚴重降級；
- 外部市場信貸風險指標出現顯著惡化，例如信貸息差大幅擴大、債務人的信貸違約掉期價格大幅上升；
- 預期將導致債務人還債能力大幅下降的業務、財務或經濟狀況的現有或預測不利變化；
- 債務人經營業績的實際或預期顯著惡化；



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綜合財務報表附註

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments (continued)

(i) Significant increase in credit risk (continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值(續)

(i) 信貸風險顯著增加(續)

- 導致債務人還債能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變化。

不論上述評估的結果如何，本集團認為，倘合約付款逾期超過30日，則信貸風險自初始確認以來已顯著增加，惟本集團有合理可靠的資料加以證明則當別論。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值(續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上文為何，本集團都認為，已於金融資產逾期超過90日後發生違約，除非本集團有合理及具理據資料來顯示更加滯後的違約標準更為恰當。

(iii) 信貸減值金融資產

金融資產在一項或以上事件(對該金融資產估計未來現金流量構成不利影響)發生時維持信貸減值。金融資產維持信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或借款人的重大財務困難；
- 違反合約(如違約或逾期事件)；



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments (continued)

(iii) Credit-impaired financial assets (continued)

- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值(續)

(iii) 信貸減值金融資產(續)

- 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- 借款人將可能陷入破產或其他財務重組；或
- 由於財務困難導致於金融資產活躍市場消失。

(iv) 撇銷政策

當資料顯示對手方處於嚴重財困及無實際收回可能時，例如對手方被清盤或已進入破產程序時（以較早者為準），本集團則撇銷金融資產。經考慮法律意見後（倘合適），遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments (continued)

(v) Measurement and recognition of ECL

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

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. The ECL on these assets are assessed individually or collectively with appropriate groupings.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量取決於違約概率、違約虧損率(即違約時的虧損程度)及違約風險承擔。違約概率及違約虧損率的評估乃基於過往數據及前瞻性資料作出。預期信貸虧損的預估反映無偏概率加權金額，以各自發生違約的風險為權重釐定。本集團在考慮過往信貸虧損經驗及無需過度成本或努力即可獲得的前瞻性資料的情況下，使用撥備矩陣估計飼料應收貿易賬款的預期信貸虧損。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量(按於初始確認時釐定的實際利率貼現)之間的差額。該等資產的預期信貸虧損單獨或通過適當分組集體評估。



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綜合財務報表附註

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 Financial Instruments (continued)

(v) Measurement and recognition of ECL (continued)

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

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

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號金融工具須予進行減值評估的金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

對於集體評估，本集團在制定分組時考慮了以下特點：

- 逾期狀態；
- 債務人的性質、規模及行業；及
- 可用的外部信用評級。

利息收入根據金融資產的賬面總值計算，惟金融資產為信貸減值的情況除外，在此情況下，利息收入按金融資產的攤銷成本計算。

本集團通過調整所有金融工具的賬面值於損益內確認其減值收益或虧損，惟相應調整於虧損撥備賬中確認的應收貿易賬款除外。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost, exchange differences are recognised in profit or loss in the 'other gains and losses, net' line item;
- For financial assets measured at FVTPL, exchange differences are recognised in profit or loss in the 'other gains and losses, net' line item as part of fair value gain/(loss) on financial assets;
- For equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the FVTOCI reserve.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

外匯損益

外幣計值金融資產的賬面金額以報告期末的即期匯率換算為外幣金額。具體來說：

- 對於按攤銷成本計量的金融資產，匯兌差額計入損益中的「其他收益及虧損淨額」項目；
- 對於按公平值計入損益的金融資產，匯兌差額作為金融資產公平值收益／(虧損)的一部分，計入損益中的「其他收益及虧損淨額」項目；
- 對於按公平值計入其他全面收入的權益工具，匯兌差額在其他全面收入中計入按公平值計入其他全面收入儲備。

取消確認金融資產

本集團僅於資產收取現金流量的合約權利已到期，或金融資產已轉讓及本集團已將其於金融資產所有權的絕大部分風險及回報轉移予另一實體時取消確認金融資產。

於取消確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價之和的差額於損益中確認。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets (continued)

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

取消確認金融資產(續)

於取消確認本集團於初步確認時按公平值計入其他全面收入計量的權益工具投資時，先前在按公平值計入其他全面收入儲備中累計的累計收益或虧損不會重新分類至損益，但轉撥至保留盈利。

金融負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排的實質及金融負債與權益工具的定義分類為金融負債或權益。

權益工具

權益工具指證明在扣除所有負債後實體於資產的剩餘權益的任何合約。本公司發行的權益工具按扣除直接發行成本後的已收所得款項確認。

購回本公司本身的權益工具直接於權益內確認及扣減。不會於損益內就購買、出售、發行或註銷本公司本身的權益工具確認收益或虧損。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Compound instruments

The component parts of the compound instruments are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole, and is not subsequently remeasured.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

複合工具

根據合約安排的實質以及金融負債及權益工具的定義，將複合工具的組成部分分別分類為金融負債及權益。

於發行日期，負債部分(包括任何嵌入式非股權衍生工具特徵)的公平值透過計量不具有相關權益部分的類似負債的公平值來估計。權益部分依照複合工具整體的公平值減去負債部分的金額釐定，且不再進行後續重新計量。

金融負債

所有金融負債均採用實際利率法按攤銷成本或按公平值計入損益作後續計量。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, bank borrowings, other borrowings, short term debenture and long term bonds are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

按公平值計入損益的金融負債

當金融負債(i)是在國際財務報告準則第3號適用的業務合併中收購方的或然代價，(ii)為交易而持有或(iii)被指定為按公平值計入損益時，金融負債分類為按公平值計入損益。

倘屬以下情況，金融負債為持作買賣：

- 收購金融負債的主要目的為於短期內購回；或
- 於初步確認時，其為本集團整體管理的已識別金融工具組合的一部分，並具有短期賺取利潤的近期實際模式；或
- 屬於衍生工具，但屬於財務擔保合約或指定有效套期工具的衍生工具除外。

按攤銷成本計量的金融負債

金融負債(包括應付貿易賬款及其他應付款項、銀行借款、其他借款、短期融資券及長期債券)其後使用實際利率法按攤銷成本計量。

取消確認金融負債

本集團僅在其責任獲免除、取消或終止時，方會取消確認金融負債。取消確認金融負債的賬面值與已付及應付代價的差額於損益中確認。



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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Foreign exchange gains and losses

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

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

外匯損益

對於於每個報告期末以攤銷成本計量的外幣金融負債，外匯損益根據該工具的攤銷成本釐定。該等外匯損益在損益的「其他收益及虧損淨額」行項目中確認。

外幣計值金融負債的公平值採用該外幣確定，並以報告期末的即期匯率換算。對於按公平值計入損益計量的金融負債，外匯成分構成公平值損益的一部分，並於損益確認。

衍生金融工具

衍生工具於訂立衍生工具合約日期初步按公平值確認，其後於報告期末重新計量公平值，所產生的收益或虧損於損益確認。

如果衍生工具的剩餘期限超過12個月且在12個月內不會變現或結算，則該工具列示為非流動資產或非流動負債。其他衍生工具以流動資產或流動負債列示。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Offsetting a financial asset and a financial liability

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

嵌入式衍生工具

嵌入非衍生工具主合約中且不屬於國際財務報告準則第9號範圍內的金融資產的衍生工具，當符合衍生工具的定義，其風險及特徵與主合約的風險及特徵並不密切相關，且主合約不按公平值計入損益的方式計量時，將被視為單獨的衍生工具。

一般來說，單一工具中與主合約分離的多個嵌入式衍生工具被視為單一複合嵌入式衍生工具，除非該等衍生工具涉及不同的風險敞口且易於分離且彼此獨立。

金融資產與金融負債抵銷

金融資產與金融負債在且僅當本集團目前具有合法可執行權利抵銷已確認金額並打算以淨額結算，或同時變現資產及清償負債時，才會抵銷並在綜合財務狀況表中呈列淨額。



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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

4. 估計不確定性的主要來源

於應用本集團的會計政策(於附註3闡述)時，董事須就資產及負債不易由其他來源得出的賬面值作出判斷、估計及假設。估計及有關假設乃基於過往經驗和被視為屬相關的其他因素作出。實際結果可能與該等估計有所不同。

估計及相關假設會持續進行檢討。倘對會計估計的修訂僅影響對估計作出修訂的期間，則於修訂有關估計的期間內確認，或倘修訂對當前及未來期間均有影響，則於修訂期間及未來期間確認。

於報告期末，極有可能導致下一個財政年度的資產及負債賬面值出現重大調整的涉及未來的主要假設及估計不確定性的其他主要來源如下。



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綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Fair value measurements of biological assets

The Group's biological assets are measured at fair value less costs to sell at the end of the reporting period. The Group uses valuation techniques that include inputs that are not based on market observable data to estimate the fair value of biological assets. For heifers and calves, the fair value is determined based on the 14 months old heifers' local market selling prices and adjusted by estimated feeding costs for heifers and calves older or younger than 14 months. For milkable cows, the fair value is determined by using the multi-period excess earning method with key inputs including the discount rate, the estimated feed costs per kilogram ("kg") of raw milk, estimated average daily milk yield at each lactation cycle and the estimated future market price of raw milk. Any changes in the inputs may affect the fair value of the Group's biological assets significantly. The carrying amount of the Group's biological assets as at 31 December 2023 was RMB11,927,977,000 (2022: RMB10,631,171,000). Further details are set out in Notes 22 and 44.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGUs to which goodwill has been allocated, which is the higher of its value in use and fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs, a suitable pre-tax discount rate and the growth rate used to extrapolate the cash flows beyond the budget period in order to calculate the present value. Where the actual future cash flows are less than expected or when there is a downward revision to the estimated future cash flows due to changes in facts and circumstances, further impairment loss may arise.

As at 31 December 2023, the carrying amount of goodwill is RMB2,417,915,000 (2022: RMB2,406,658,000), net of accumulated impairment loss of RMB213,429,000 (2022: RMB213,429,000). Details of the impairment test are disclosed in Note 18.

4. 估計不確定性的主要來源(續)

生物資產的公平值計量

本集團的生物資產於報告期末按公平值減銷售成本計量。於估計生物資產的公平值時，本集團採用包括並非根據可觀察市場數據的輸入數據的估值技術。就小母牛及小牛而言，公平值乃根據十四個月大的小母牛本地市場售價而釐定，並經大於或小於十四個月的小母牛及小牛的估計飼養成本調整。就奶牛而言，公平值乃使用多期超額收益法及關鍵輸入數據(包括貼現率、每千克(「千克」)原料奶的估計飼養成本、各哺乳期的估計平均每日產奶量及原料奶的估計本地未來市價)釐定。輸入數據的任何變動均可能顯著影響本集團生物資產的公平值。於2023年12月31日，本集團生物資產的賬面值為人民幣11,927,977,000元(2022年：人民幣10,631,171,000元)。進一步詳情載於附註22及44。

商譽的估計減值

釐定商譽是否減值須對獲分配商譽的現金產生單位的可收回款項作出估計，以其使用價值及公平值減出售成本的較高者為準。使用價值計算要求本集團估計預期產生自現金產生單位的未來現金流量及合適的稅前貼現率及用於推斷超預算期間現金流量的增長率以計算現值。倘實際的未來現金流量低於預期或由於事實及情況變動而對估計的未來現金流量作下調修訂時，則可能會出現進一步的減值虧損。

於2023年12月31日，商譽的賬面值為人民幣2,417,915,000元(2022年：人民幣2,406,658,000元)，扣除累計減值虧損人民幣213,429,000元(2022年：人民幣213,429,000元)。減值測試的詳情披露於附註18。



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5. REVENUE

(i) Disaggregation of revenue from contracts with customers

5. 收入

(i) 客戶合約收入細分

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Segments	Types of goods or service		
分部	商品或服務類型		
Raw milk business	Raw milk	10,263,657	9,945,090
原料奶業務	原料奶		
Offline feed business	Feeds	2,537,792	1,851,325
線下飼料業務	飼料		
Digital intelligence platform business	Feeds and farm supplies	605,278	498,676
數智平台業務	飼料及牧場物資		
Digital intelligence platform business	Platform and other services	51,496	-
數智平台業務	平台及其他服務		
		13,458,223	12,295,091
Timing of revenue recognition	收入確認時間		
At a point in time	時間點	13,436,007	12,295,091
Overtime	隨著時間的推移	22,216	-
		13,458,223	12,295,091
Geographical markets	地理市場		
Mainland China	中國內地	13,173,701	11,944,167
Other countries	其他國家	284,522	350,924
		13,458,223	12,295,091



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5. REVENUE (continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies

For the sales of raw milk, revenue is recognised when control of the raw milk has been transferred, being at the point the customer received and accepted the raw milk, the normal credit term of which is 30 days. For the sales of feeds and farm supplies, revenue is recognised when control of the feeds and farm supplies has been transferred, being at the point the customers received the feeds and farm supplies or at the point being despatched, depending on the terms of the contracts, the normal credit term is generally 30 to 90 days.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

Sales of raw milk, feeds and farm supplies are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

(iv) Information about major customers

Revenue from customers contributing over 10% of the total sales of the Group is as follows:

5. 收入(續)

(ii) 客戶合約的履約義務及收入確認政策

就銷售原料奶而言，收入於已轉移原料奶控制權時獲確認(即客戶收到並接受原料奶時)，一般信貸期為30天。就銷售飼料及牧場物資而言，收入於已轉移飼料及牧場物資控制權時獲確認(即客戶收到飼料及牧場物資時或發出時(取決於合約條款))，一般信貸期為30至90天。

(iii) 分配至客戶合約餘下履約義務的交易價格

原料奶、飼料及牧場物資的銷售期限為一年或更短。在國際財務報告準則第15號允許的情況下，未披露分配至該等未獲滿足合約的交易價格。

(iv) 有關主要客戶的資料

對本集團銷售總額貢獻10%以上的客戶收入如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Customer A Raw milk	客戶A 原料奶	9,518,407	9,201,510



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6. SEGMENT INFORMATION

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the “CODM”), in order to allocate resources and assess performance. From July 2022, the Group commenced the business of digital intelligence platform after acquisition of Inner Mongolia Ai Yang Niu Technology Co., Ltd. (“Aiyangniu”) on 28 June 2022, which was considered as a new reportable segment by the CODM during the current year. Prior year segment disclosures have been represented to conform with the current year’s presentation. Information reported to the CODM for the purposes of resources allocation and assessment of segment performance focuses on the types and channels of goods and services delivered.

The Group’s reportable segments under IFRS 8 are as follows:

- Raw milk business – raising and breeding dairy cows to produce and sell raw milk.
- Offline feed business – trading, production and sales of feeds offline.
- Digital intelligence platform business – sales of feeds and farm supplies online through digital intelligence platform and provision of platform and other services.

6. 分部資料

國際財務報告準則第8號經營分部規定根據主要營運決策者(「主要營運決策者」)定期審閱的有關本集團組成部分的內部報告識別經營分部，以分配資源及評估表現。自2022年7月起，本集團於2022年6月28日收購內蒙古愛養牛科技有限公司(「愛養牛」)後開始數智平台業務，於本年度被主要營運決策者視為新的呈報分部。上一年度分部披露已作重列以與本年度的呈列一致。為分配資源及評估分部表現而向主要營運決策者報告的資料集中於所交付貨物及服務的類型及渠道。

本集團於國際財務報告準則第8號下的呈報分部如下：

- 原料奶業務 – 飼養及養殖奶牛以生產及銷售原料奶。
- 線下飼料業務 – 線下買賣、生產及銷售飼料。
- 數智平台業務 – 通過數智平台線上銷售飼料及牧場物資以及提供平台及其他服務。



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6. SEGMENT INFORMATION (continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 December 2023

6. 分部資料(續)

分部收入及業績

以下為按呈報分部呈列的本集團的收入及業績分析：

截至2023年12月31日止年度

		Raw milk business 原料奶 業務 RMB'000 人民幣千元	Offline feed business 線下飼料 業務 RMB'000 人民幣千元	Digital intelligence platform business 數智平台 業務 RMB'000 人民幣千元	Total reportable segments 呈報分部 總額 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Segment revenue	分部收入						
External sales	對外銷售	10,263,657	2,537,792	656,774	13,458,223	-	13,458,223
Inter-segment sales	分部間銷售	-	2,199,157	108,797	2,307,954	(2,307,954)	-
		10,263,657	4,736,949	765,571	15,766,177	(2,307,954)	13,458,223
Segment profit	分部溢利	499,487	37,008	2,812	539,307	(14,959)	524,348
Unallocated share of results of associates	未分配應佔聯營公司業績						17,097
Unallocated other income	未分配其他收入						12,551
Unallocated other gains and losses	未分配其他收益及虧損						23,763
Unallocated expenses	未分配開支						(348,763)
Profit before tax	除稅前溢利						228,996



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

6. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

For the year ended 31 December 2022

6. 分部資料(續)

分部收入及業績(續)

截至2022年12月31日止年度

		Raw milk business 原料奶 業務 RMB'000 人民幣千元	Offline feed business 線下飼料 業務 RMB'000 人民幣千元	Digital intelligence platform business 數智平台 業務 RMB'000 人民幣千元	Total reportable segments 呈報分部 總額 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Segment revenue	分部收入						
External sales	對外銷售	9,945,090	1,851,325	498,676	12,295,091	-	12,295,091
Inter-segment sales	分部間銷售	-	1,807,085	74,977	1,882,062	(1,882,062)	-
		9,945,090	3,658,410	573,653	14,177,153	(1,882,062)	12,295,091
Segment profit	分部溢利	1,264,352	51,668	19,228	1,335,248	(9,278)	1,325,970
Unallocated share of results of associates	未分配應佔 聯營公司業績						15,018
Unallocated other income	未分配其他收入						8,255
Unallocated other gains and losses	未分配其他收益及 虧損						(369,429)
Unallocated expenses	未分配開支						(384,773)
Profit before tax	除稅前溢利						595,041

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit before tax earned by each segment without allocation of central administration expenses, corporate income and expenses, certain other gains and losses and share of results of associates that are not directly attributable to operating segments. This is the measure reported to the CODM for the purposes of resources allocation and assessment of segment performance. Inter-segment revenue is charged at prices agreed between group entities, which are determined by reference to the prices offered to third party customers.

經營分部的會計政策與附註3所述本集團的會計政策相同。分部溢利指各分部所賺取的除稅前溢利，未分配中央行政開支、企業收入及開支、若干其他收益及虧損及應佔聯營公司業績（並非直接歸屬於經營分部）。此乃報告給主要營運決策者用於資源分配及分部表現評估的措施。分部間收入按集團實體之間協定的價格扣除，有關價格乃參考向第三方客戶提供的價格釐定。



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6. SEGMENT INFORMATION (continued)

Segment assets and liabilities

The CODM makes decisions according to operating results of each segment. No analysis of segment assets and segment liabilities is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

Other segment information

For the year ended 31 December 2023

6. 分部資料(續)

分部資產及負債

主要營運決策者根據各分部的經營業績作出決策。由於主要營運決策者不會出於資源分配及表現評估之目的而定期審閱此類資料，因此未呈列分部資產及分部負債分析。因此，僅呈列分部收入及分部業績。

其他分部資料

截至2023年12月31日止年度

	Raw milk business 原料奶 業務 RMB'000 人民幣千元	Offline feed business 線下飼料 業務 RMB'000 人民幣千元	Digital intelligence platform business 數智平台 業務 RMB'000 人民幣千元	Total reportable segments 呈報分部 總額 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss:						
Depreciation and amortisation charged to profit or loss	394,407	36,391	2,170	432,968	20,139	453,107
Impairment losses of trade and other receivables	-	159	16,933	17,092	186	17,278
Loss on disposal of property, plant and equipment	12,075	6	-	12,081	-	12,081
Loss on disposal of other intangible assets	-	-	12,386	12,386	-	12,386
Finance costs	490,463	26,949	3,835	521,247	-	521,247



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6. SEGMENT INFORMATION (continued)

Other segment information (continued)

For the year ended 31 December 2022

6. 分部資料(續)

其他分部資料(續)

截至2022年12月31日止年度

	Raw milk business 原料奶 業務 RMB'000 人民幣千元	Offline feed business 線下飼料 業務 RMB'000 人民幣千元	Digital intelligence platform business 數智平台 業務 RMB'000 人民幣千元	Total reportable segments 呈報分部 總額 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss:	計入分部損益計量的金額：					
Depreciation and amortisation charged to profit or loss	370,880	16,236	1,348	388,464	10,295	398,759
Impairment losses of trade and other receivables	-	1,520	445	1,965	30	1,995
Impairment losses on property, plant and equipment	1,895	-	-	1,895	-	1,895
Loss (gain) on disposal of property, plant and equipment	5,978	-	-	5,978	(21,300)	(15,322)
Gain on termination of lease agreements	(3,652)	-	-	(3,652)	-	(3,652)
Loss on disposal of other intangible assets	165	-	-	165	-	165
Finance costs	362,455	16,233	871	379,559	-	379,559



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6. SEGMENT INFORMATION (continued)

Geographical information

The Group's operations are located in Mainland China and the United States of America ("USA").

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

6. 分部資料(續)

地區資料

本集團的業務位於中國內地及美國(「美國」)。

有關本集團來自外部客戶的收入資料乃按營運地點呈列。有關本集團非流動資產的資料乃按資產的地理位置呈列。

		Revenue from external customers 來自外部客戶的收入		Non-current assets (Note) 非流動資產(附註)	
		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
Mainland China	中國內地	13,103,259	11,877,865	23,508,297	20,429,080
USA	美國	354,964	417,226	125,902	102,716
		13,458,223	12,295,091	23,634,199	20,531,796

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註：非流動資產不包括金融工具及遞延稅項資產。

7. OTHER INCOME

7. 其他收入

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest income	利息收入	67,505	60,393
Government grants related to	就以下各項授出的政府補貼		
- Assets (Note 35)	- 資產(附註35)	89,582	78,506
- Others (Note)	- 其他(附註)	37,934	31,391
		127,516	109,897
Others	其他	26,105	31,269
		221,126	201,559

Note: These government grants are unconditional government subsidies received by the Group from relevant government bodies for the purpose of giving immediate financial support to the Group's operation.

附註：該等政府補貼為本集團從有關政府部門收取的無條件政府補貼，旨在為本集團的營運提供即時財政支持。



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8. PROFIT BEFORE FINANCE COSTS AND TAX

Profit before finance costs and tax is arrived at after charging (crediting):

8. 除融資成本及稅項前溢利

除融資成本及稅項前溢利乃扣除(計入)下列各項後計算得出：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of sales:	銷售成本：		
Breeding costs to produce raw milk	生產原料奶的養殖成本	7,350,674	6,850,047
Raw milk fair value adjustments included in cost of sales	計入銷售成本的原料奶公平值調整	2,678,046	2,887,548
Cost of feeds and farm supplies sold	已售出飼料及牧場物資成本	2,962,537	2,178,065
Cost of platform and other services	平台及其他服務成本	16,999	-
		13,008,256	11,915,660
Other gains and losses, net:	其他收益及虧損淨額：		
Net foreign exchange loss	外匯虧損淨額	77,638	377,346
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備的虧損(收益)	12,081	(15,322)
Loss (gain) on termination of lease agreements	終止租賃協議的虧損(收益)	10	(3,652)
Loss on disposal of other intangible assets	出售其他無形資產的虧損	12,386	165
Gain on disposal of assets classified as held for sale	出售分類為持作出售的資產的收益	(4,470)	-
Loss on liquidation of a subsidiary	清算附屬公司的虧損	215	-
Impairment losses of property, plant and equipment	物業、廠房及設備的減值虧損	-	1,895
Gain on remeasurement of previously held interests (Note 20)	重新計量之前持有的權益的收益(附註20)	(5,050)	-
Fair value gain on structured deposits	結構性存款的公平值收益	-	(2,465)
Fair value loss (gain) on derivative financial instruments:	衍生金融工具的公平值虧損(收益)：		
Foreign currency forward contracts	外匯遠期合約	59,371	2,172
Foreign currency option contracts	外匯期權合約	(74,430)	(53,321)
CFCCS	CFCCS	(80,640)	69,844
Changes in other liabilities (Note 33(i))	其他負債變動(附註33(i))	(4,034)	-
Others	其他	1,750	-
		(5,173)	376,662



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8. PROFIT BEFORE FINANCE COSTS AND TAX (continued)

Profit before finance costs and tax is arrived at after charging (crediting): (continued)

8. 除融資成本及稅項前溢利(續)

除融資成本及稅項前溢利乃扣除(計入)下列各項後計算得出：(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	652,610	656,706
Depreciation of right-of-use assets	使用權資產折舊	152,552	73,924
Amortisation of other intangible assets	其他無形資產攤銷	9,249	4,207
Less: capitalised in biological assets	減：生物資產資本化金額	(361,304)	(336,078)
Depreciation and amortisation charged to profit or loss	扣除自損益的折舊及攤銷	453,107	398,759
Short-term lease expense	短期租賃開支	25,238	39,687
Less: capitalised in biological assets	減：生物資產資本化金額	(10,662)	(16,577)
Short-term lease expense charged to profit or loss	扣除自損益的短期租賃開支	14,576	23,110
Employee benefits expense:	僱員福利開支：		
Salaries and allowances	薪金及津貼	1,004,636	907,665
Retirement benefit schemes contributions	退休福利計劃供款	82,346	68,368
Equity-settled share award expense	以股權結算的股份獎勵開支	50,049	44,950
Less: capitalised in biological assets	減：生物資產資本化金額	(309,840)	(272,379)
Employee benefits charged to profit or loss	扣除自損益的僱員福利	827,191	748,604
Auditors' remuneration	核數師薪酬	4,250	4,400



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9. FINANCE COSTS

9. 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 expenses on:	利息開支：		
Bank borrowings	銀行借款	330,525	277,311
Long term bonds	長期債券	82,744	79,117
Short term debenture	短期融資券	986	522
Other borrowings	其他借款	18,855	11,920
Lease liabilities	租賃負債	72,402	36,840
Total borrowing cost	借款成本總額	505,512	405,710
Fair value loss (gain) on interest rate swaps	利率掉期公平值虧損(收益)	15,735	(26,151)
		521,247	379,559

10. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

10. 預期信貸虧損模型下減值虧損，扣除撥回

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Impairment losses recognised in respect of:	就下列各項確認的減值虧損：		
Trade receivables	應收貿易賬款	17,216	1,965
Other receivables	其他應收款項	62	30
		17,278	1,995

Details of impairment assessment are set out in Note 41.

減值評估詳情載列於附註41。



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11. INCOME TAX EXPENSE AND DEFERRED TAXATION

Income tax expense

11. 所得稅開支及遞延稅項

所得稅開支

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current tax:	即期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	18,634	11,295
Other jurisdiction	其他司法權區	3,897	1,820
Under provision in respect of prior years:	過往年度的撥備不足：		
PRC Enterprise Income Tax	中國企業所得稅	36,142	5,969
Deferred tax:	遞延稅項：	(15,111)	(4,309)
		43,562	14,775

The Company is incorporated as an exempted company and as such is not subject to Cayman Islands taxation.

本公司作為獲豁免公司註冊成立，因此不受開曼群島稅項的約束。

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from Hong Kong.

並無就香港稅項作出撥備，原因為本集團於香港並無產生收入亦無源自香港之收入。



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11. INCOME TAX EXPENSE AND DEFERRED TAXATION (continued)

Income tax expense (continued)

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the statutory income tax rate of the PRC subsidiaries is 25% for both years.

Taxation arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

According to the prevailing tax rules and regulation of the EIT Law, 49 subsidiaries of the Group is exempted from enterprise income tax for taxable profit from the operation of agricultural business in the PRC for the year ended 31 December 2023 (2022: 42 subsidiaries).

Pursuant to the PRC EIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. 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 China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. Deferred taxation has not been provided for in the consolidated financial statements in respect of the accumulated profits of the PRC subsidiaries amounting to RMB5,348,821,000 as at 31 December 2023 (31 December 2022: RMB4,448,225,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

11. 所得稅開支及遞延稅項(續)

所得稅開支(續)

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於中國的附屬公司於兩個年度的法定所得稅率為25%。

其他司法權區產生的稅項乃根據有關司法權區現行稅率計算。

根據企業所得稅法現行稅務規則及法規，截至2023年12月31日止年度，本集團的49間附屬公司(2022年：42間附屬公司)於中國經營農業業務產生的應課稅溢利獲豁免繳納企業所得稅。

根據中國企業所得稅法，於中國內地成立的外資企業向外商投資者宣派股息須繳納10%的預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外商投資者所在司法權區訂立了稅項條約，則可調低預扣稅稅率。本集團的適用比率為5%或10%。於2023年12月31日，並未就中國附屬公司累計溢利人民幣5,348,821,000元(2022年12月31日：人民幣4,448,225,000元)於綜合財務報表就遞延稅項作出撥備，乃由於本集團能夠控制撥回暫時差額的時間及該等暫時差額於可見將來可能不會獲撥回。



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11. INCOME TAX EXPENSE AND DEFERRED TAXATION (continued)

Income tax expense (continued)

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

11. 所得稅開支及遞延稅項(續)

所得稅開支(續)

以下是本年度所得稅開支與綜合損益及其他全面收益表內除稅前溢利的對賬：

		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	228,996	595,041
Tax at applicable income tax rate at 25% (2022: 25%)	按適用所得稅稅率25%計算的稅項(2022年：25%)	57,249	148,760
Effect of tax exemption granted to agricultural entities	農業實體免稅待遇的影響	(261,171)	(377,081)
Effect of unutilised losses incurred from agricultural business and other non-deductible expenses	農業業務產生未動用虧損及其他不可扣稅開支的影響	202,376	234,352
Effect of different tax rates of entities operating in other jurisdictions	於其他司法權區經營的實體的不同稅率的影響	(2,615)	(234)
Effect of tax losses not recognised	未確認稅項虧損的影響	12,497	6,817
Utilisation of tax losses previously not recognised	動用過往未確認稅項虧損	(916)	(3,808)
Under provision in respect of prior years	過往年度的撥備不足	36,142	5,969
Income tax expense	所得稅開支	43,562	14,775



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11. INCOME TAX EXPENSE AND DEFERRED TAXATION (continued)

Income tax expense (continued)

As at 31 December 2023, the Group's PRC subsidiaries had unused tax losses of RMB124,598,000 (2022: RMB109,898,000) incurred by non-agricultural business in the PRC. These unused tax losses as at 31 December 2023 will expire in year 2024 to year 2028 as disclosed in the following table if not utilised. No deferred tax asset has been recognised in relation to such tax losses as it is not probable that taxable profit will be available against which the tax losses can be utilised.

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
2023	2023年	-	31,624
2024	2024年	592	592
2025	2025年	11,882	15,547
2026	2026年	34,867	34,867
2027	2027年	27,268	27,268
2028	2028年	49,989	-
		124,598	109,898

Deferred taxation

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	6,677	827
Deferred tax liabilities	遞延稅項負債	(13,389)	(22,454)
		(6,712)	(21,627)

11. 所得稅開支及遞延稅項(續)

所得稅開支(續)

於2023年12月31日，本集團的中國附屬公司就中國的非農業業務產生的未動用稅項虧損為人民幣124,598,000元(2022年：人民幣109,898,000元)。倘於2023年12月31日該等未動用稅項虧損未獲動用，其將於2024年至2028年屆滿，如下表所披露。由於可能不會獲得應課稅溢利而可動用稅項虧損，因此並無就有關稅項虧損確認遞延稅項資產。

遞延稅項

就於綜合財務狀況表中的呈列而言，若干遞延稅項資產及負債已經抵銷。以下是出於財務報告目的對遞延稅項結餘的分析：

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11. INCOME TAX EXPENSE AND DEFERRED TAXATION (continued)

Deferred taxation (continued)

11. 所得稅開支及遞延稅項(續)

遞延稅項(續)

		Temporary difference of property, plant and equipment 物業、廠房及設備的暫時差額 RMB'000 人民幣千元	Fair value adjustments upon acquisition 收購時作出公平值調整 RMB'000 人民幣千元 (Note i) (附註i)	ECL provision 預期信貸虧損撥備 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元 (Note ii) (附註ii)	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	(15,062)	(4,977)	-	1,508	(18,531)
Acquisition of subsidiaries	收購附屬公司	-	(6,563)	-	345	(6,218)
Exchange adjustments	匯兌調整	(1,290)	-	-	103	(1,187)
Credit (charge) to profit or loss	計入損益(自損益扣除)	2,284	2,351	491	(817)	4,309
At 31 December 2022	於2022年12月31日	(14,068)	(9,189)	491	1,139	(21,627)
Exchange adjustments	匯兌調整	(216)	-	-	20	(196)
Credit to profit or loss	計入損益	2,544	5,858	4,273	2,436	15,111
At 31 December 2023	於2023年12月31日	(11,740)	(3,331)	4,764	3,595	(6,712)

Notes:

- The deferred tax for fair value adjustments related to the fair value adjustments of certain freehold land, property, plant and equipment upon acquisition of subsidiaries.
- Others mainly comprised the temporary differences arising from leases in the PRC and accrued expenses, inventory capitalization adjustment etc., due to the temporary differences under federal and state income tax in the USA.

附註：

- 公平值調整的遞延稅項與收購附屬公司時某些永久業權土地、物業、廠房及設備的公平值調整有關。
- 其他主要包括因美國聯邦及州所得稅暫時差額導致的中國租約及預提費用、存貨資本化調整等產生的暫時差額。



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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Details of the directors' and the chief executive's emoluments are as follows:

12. 董事及主要行政人員酬金

董事及主要行政人員酬金詳情如下：

		2023 2023年				
		Directors' fees	Salaries, allowances and benefits-in-kind	Performance related bonuses	Retirement benefits scheme contributions	Total
		董事袍金	薪金、津貼及實物福利	表現掛鈎花紅	退休福利計劃供款	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 (Note iv) (附註iv)	人民幣千元	人民幣千元
Executive directors	執行董事					
Mr. Sun Yugang (Note iii)	孫玉剛先生(附註iii)	-	2,385	3,450	132	5,967
Mr. Zhu Xiaohui (Note iii)	朱曉輝先生(附註iii)	-	1,540	2,200	132	3,872
Non-executive directors	非執行董事					
Mr. Zhao Jiejun	趙傑軍先生	-	-	-	-	-
Mr. Zhang Ping	張平先生	-	-	-	-	-
Mr. Chen Yiyi (Note ii)	陳易一先生(附註ii)	-	-	-	-	-
Mr. Lu Minfang (Note ii)	盧敏放先生(附註ii)	-	-	-	-	-
Ms. Gan Lu	甘璐女士	-	-	-	-	-
Independent non-executive directors	獨立非執行董事					
Mr. Lee Kong Wai Conway	李港衛先生	217	-	-	-	217
Mr. Li Shengli	李勝利先生	200	-	-	-	200
Mr. Chow Ming Sang	周明笙先生	217	-	-	-	217
		634	3,925	5,650	264	10,473



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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Details of the directors' and the chief executive's emoluments are as follows: (continued)

12. 董事及主要行政人員酬金(續)

董事及主要行政人員酬金詳情如下：(續)

		2022 2022年				
Directors' fees		Salaries, allowances and benefits-in-kind	Performance related bonuses	Retirement benefits scheme contributions	Total	
董事袍金		薪金、津貼及實物福利	表現掛鈎花紅	退休福利計劃供款	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	
		(Note iv) (附註iv)				
Executive directors		執行董事				
Mr. Sun Yugang (Note iii)	孫玉剛先生(附註iii)	-	2,147	4,200	108	6,455
Mr. Zhu Xiaohui (Note iii)	朱曉輝先生(附註iii)	-	1,535	2,280	108	3,923
Non-executive directors		非執行董事				
Mr. Lu Minfang	盧敏放先生	-	-	-	-	-
Mr. Zhang Ping	張平先生	-	-	-	-	-
Mr. Zhao Jiejun	趙傑軍先生	-	-	-	-	-
Ms. Gan Lu	甘璐女士	-	-	-	-	-
Independent non-executive directors		獨立非執行董事				
Mr. Lee Kong Wai Conway	李港衛先生	205	-	-	-	205
Mr. Li Shengli	李勝利先生	200	-	-	-	200
Mr. Chow Ming Sang	周明笙先生	205	-	-	-	205
		610	3,682	6,480	216	10,988



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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

The emoluments disclosed above for executive directors were for the management of the affairs of the Company and the Group.

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

Notes:

- i. No directors waived or agreed to waive any remuneration during the year ended 31 December 2023 (2022: nil).
- ii. Mr. Lu Minfang resigned from his position of non-executive director with effect from 1 February 2023, while Mr. Chen Yiyi was appointed as a non-executive director on the same day.
- iii. Certain directors were granted share awards 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 38. During the year, the equity-settled share-based payments relating to the share awards granted to Mr. Sun Yugang who is also the chief executive and Mr. Zhu Xiaohui were RMB4,377,000 (2022: RMB3,172,000) and RMB2,586,000 (2022: RMB2,170,000), respectively. The equity-settled share-based payments relating to the share award granted to these directors are not included in the details of emoluments above.
- iv. Performance related bonuses are determined based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.

12. 董事及主要行政人員酬金(續)

上文所披露執行董事酬金是管理本公司及本集團事務的酬金。

上文所列獨立非執行董事的酬金為彼等作為本公司董事的服務酬金。

附註：

- i. 截至2023年12月31日止年度，概無董事放棄或同意放棄任何薪酬(2022年：無)。
- ii. 盧敏放先生辭任非執行董事職務，自2023年2月1日起生效，陳易一先生同日獲委任為非執行董事。
- iii. 根據本公司的股份獎勵計劃，若干董事就其為本集團提供的服務獲授股份獎勵，詳情載於附註38。年內，與向孫玉剛先生(亦為主要行政人員)及朱曉輝先生授出的股份獎勵有關的按股權結算以股份支付的付款分別為人民幣4,377,000元(2022年：人民幣3,172,000元)及人民幣2,586,000元(2022年：人民幣2,170,000元)。與授予該等董事的股份獎勵有關的按股權結算以股份支付的付款不包括在上述酬金詳情中。
- iv. 表現掛鈎花紅乃基於本集團表現、相關個人於本集團的表現及可資比較市場數據而釐定。



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13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals of the Group during the year included two (2022: two) directors of the Company, details of whose remuneration are included in the disclosures in Note 12 above. Details of the remuneration of the remaining three (2022: three) highest paid individuals for 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
Salaries, allowances and benefits-in-kind	薪金、津貼及實物福利	4,586	4,478
Performance related bonuses	表現掛鈎花紅	3,358	6,474
Retirement benefits scheme contributions	退休福利計劃供款	395	335
Equity-settled share award expense	按股權結算股份獎勵開支	6,644	5,235
		14,983	16,522

No remuneration was paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office for the year ended 31 December 2023 (2022: nil).

The number of the highest paid employees who are not the directors nor chief executive of the Company whose remuneration (including equity-settled share-based payments) fell within the following bands in Hong Kong dollars ("HKD") is as follows:

		2023 2023年	2022 2022年
HKD4,500,001 to HKD5,000,000	4,500,001港元至5,000,000港元	1	-
HKD5,500,001 to HKD6,000,000	5,500,001港元至6,000,000港元	2	1
HKD6,000,001 to HKD6,500,000	6,000,001港元至6,500,000港元	-	1
HKD6,500,001 to HKD7,000,000	6,500,001港元至7,000,000港元	-	1
		3	3

13. 五名最高薪酬人士

本集團年內五名最高薪酬人士包括本公司兩名(2022年：兩名)董事，其薪酬詳情披露於上文附註12。年內其餘三名(2022年：三名)最高薪酬人士的薪酬詳情如下：

截至2023年12月31日止年度，本集團概無向董事或五名最高薪酬人士支付任何薪酬，作為加盟本集團或加盟後的獎勵或作為離任補償(2022年：無)。

以港元(「港元」)計值的薪酬(包括按股權結算以股份支付的付款)屬以下範圍的非本公司董事及非主要行政人員最高薪酬僱員人數如下：



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13. FIVE HIGHEST PAID EMPLOYEES (continued)

Certain non-director and non-chief executive highest paid employees were granted share awards, in respect of their services to the Group under the share award scheme of the Company. Details of the share award scheme are set out in Note 38.

14. DIVIDENDS

During the year, a final dividend of RMB0.0142 per share in respect of the year ended 31 December 2022 (2022: RMB0.026 per share in respect of the year ended 31 December 2021) was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared and paid in the current year amounted to RMB111,997,000 (2022: RMB204,390,000) and was appropriated from the Company's distributable share premium.

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2023 of RMB0.0045 per share has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming general meeting.

13. 五名最高薪酬人士(續)

根據本公司的股份獎勵計劃，若干非董事及非主要行政人員的最高薪酬僱員就其對本集團的服務獲授股份獎勵。股份獎勵計劃詳情載於附註38。

14. 股息

年內，就截至2022年12月31日止年度向本公司擁有人宣派及派付每股人民幣0.0142元(2022年：就截至2021年12月31日止年度之每股人民幣0.026元)之末期股息。本年度宣派及派付的末期股息總額為人民幣111,997,000元(2022年：人民幣204,390,000元)，並自本公司可分派的股份溢價中撥付。

於報告期末後，董事建議就截至2023年12月31日止年度派發末期股息每股人民幣0.0045元，且有關股息須待股東於應屆股東大會上批准後方可作實。



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15. EARNINGS PER SHARE

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

15. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit	溢利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	175,159	562,497
Profit for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利的溢利	175,159	562,497
		2023 2023年 Shares 股	2022 2022年 Shares 股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利的普通股加權平均數	7,861,049,217	7,859,032,978
Effect of dilutive potential ordinary shares: Share awards	攤薄潛在普通股的影響：股份獎勵	51,084,645	25,269,600
		7,912,133,862	7,884,302,578

The number of shares adopted in the calculation of the basic earnings per share has been arrived at after adjusting the effect of shares repurchased by the Company and the shares held under the Company's share award scheme.

計算每股基本盈利所採納的股份數目於調整本公司回購股份及本公司股份獎勵計劃所持股份的影響後得出。



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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Freehold land 永久業權土地 RMB'000 人民幣千元	Buildings 樓宇 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Plant and equipment 廠房及設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本						
Balance at 1 January 2022	於2022年1月1日的結餘	48,211	6,779,126	22,977	2,391,859	141,485	9,383,658
Additions	添置	-	128,623	59,839	251,867	595,409	1,035,738
Transfer	轉撥	-	266,061	2,861	55,438	(324,360)	-
Reclassification	重新分類	-	(62,915)	142,926	(80,011)	-	-
Acquired on business combination	業務合併時收購	-	73,989	3,848	18,042	1,871	97,750
Exchange adjustments	匯兌調整	5,150	7,374	315	9,247	604	22,690
Disposals	出售	-	(27,767)	(8,728)	(239,482)	-	(275,977)
Reclassified as held for sale (Note)	重新分類為持作出售(附註)	(26,620)	(8,258)	-	-	-	(34,878)
Balance at 31 December 2022	於2022年12月31日的結餘	26,741	7,156,233	224,038	2,406,960	415,009	10,228,981
Additions	添置	-	77,527	70,004	312,788	780,034	1,240,353
Transfer	轉撥	-	401,416	4,933	137,782	(544,131)	-
Reclassification	重新分類	-	(28,754)	134,800	(106,046)	-	-
Acquired on business combination	業務合併時收購	-	-	-	588	-	588
Exchange adjustments	匯兌調整	453	1,047	65	1,939	114	3,618
Disposals	出售	-	(25,631)	(38,032)	(99,068)	-	(162,731)
Balance at 31 December 2023	於2023年12月31日的結餘	27,194	7,581,838	395,808	2,654,943	651,026	11,310,809
Accumulated depreciation	累計折舊						
Balance at 1 January 2022	於2022年1月1日的結餘	-	(2,640,573)	(3,750)	(1,243,568)	-	(3,887,891)
Charge for the year	年內開支	-	(399,836)	(30,779)	(226,091)	-	(656,706)
Reclassification	重新分類	-	18,990	(68,327)	49,337	-	-
Exchange adjustments	匯兌調整	-	(2,760)	(230)	(5,608)	-	(8,598)
Eliminated on disposals	出售撤銷	-	7,999	4,384	132,450	-	144,833
Reclassified as held for sale (Note)	重新分類為持作出售(附註)	-	6,234	-	-	-	6,234
Balance at 31 December 2022	於2022年12月31日的結餘	-	(3,009,946)	(98,702)	(1,293,480)	-	(4,402,128)
Charge for the year	年內開支	-	(371,033)	(51,420)	(230,157)	-	(652,610)
Reclassification	重新分類	-	9,510	(83,199)	73,689	-	-
Exchange adjustments	匯兌調整	-	(692)	(45)	(1,239)	-	(1,976)
Eliminated on disposals	出售撤銷	-	16,805	36,260	78,524	-	131,589
Balance at 31 December 2023	於2023年12月31日的結餘	-	(3,355,356)	(197,106)	(1,372,663)	-	(4,925,125)
Impairment	減值						
Balance at 1 January 2022	於2022年1月1日的結餘	-	(113,459)	-	(69,338)	-	(182,797)
Charge for the year	年內開支	-	(1,532)	-	(363)	-	(1,895)
Eliminated on disposals	出售撤銷	-	-	-	60,746	-	60,746
Balance at 31 December 2022	於2022年12月31日的結餘	-	(114,991)	-	(8,955)	-	(123,946)
Charge for the year	年內開支	-	-	-	-	-	-
Eliminated on disposals	出售撤銷	-	1,533	-	1,663	-	3,196
Balance at 31 December 2023	於2023年12月31日的結餘	-	(113,458)	-	(7,292)	-	(120,750)
Carrying amounts	賬面值						
Balance at 31 December 2023	於2023年12月31日的結餘	27,194	4,113,024	198,702	1,274,988	651,026	6,264,934
Balance at 31 December 2022	於2022年12月31日的結餘	26,741	4,031,296	125,336	1,104,525	415,009	5,702,907



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16. PROPERTY, PLANT AND EQUIPMENT

(continued)

Note: In 2022, certain land and buildings of Haykingdom International, Inc (“**Haykingdom**”) were classified as non-current assets held for sale as the Group ceased operations at two non-major locations in the USA and has initiated actions to locate a buyer, and expects to sell the land and buildings in 2023. In 2023, part of the land and building were sold, and a gain of RMB4,470,000 (Note 8) was recognized in other gains and losses. The remaining land and buildings were still classified as held for sale as at 31 December 2023 as the Group remains committed to its plan to sell the assets by taking actions actively to locate a buyer, and expects to sell these assets in 2024. These assets are presented separately in the consolidated statement of financial position at its carrying amount of RMB17,203,000 (2022: RMB28,644,000) as at 31 December 2023 and the net proceeds of disposal are expected to exceed the carrying amount of the relevant assets.

Depreciation is charged using straight-line method over the expected useful life other than freehold land and construction in progress, after taking into account its estimated residual value, at the following rates per annum:

Buildings	4.75%-9.50%
Motor vehicles	9.50%-19.00%
Plant and equipment	9.50%-19.00%

As at 31 December 2023, the Group’s properties of RMB23,991,000 (2022: RMB126,988,000) were pledged to secure bank and other borrowings of the Group (Notes 28 and 29).

16. 物業、廠房及設備(續)

附註：於2022年，Haykingdom International, Inc (「**Haykingdom**」)的若干土地及樓宇被分類為持作出售的非流動資產，原因是本集團已停止在美國兩個非主要地點的業務並已開始尋找買家，預計於2023年出售土地及樓宇。2023年，已出售部分的土地及樓宇，並於其他收益及虧損中確認收益人民幣4,470,000元(附註8)。於2023年12月31日，餘下土地及樓宇仍被歸類為持作出售，因為本集團仍然致力於透過積極尋找買家來出售該等資產的計劃，並預計於2024年出售該等資產。於2023年12月31日，該等資產以其賬面值人民幣17,203,000元(2022年：人民幣28,644,000元)於綜合財務狀況表中單獨列報，出售所得款項淨額預期超過相關資產的賬面值。

折舊於預期可使用年期(永久業權土地及在建工程除外)內並計及其估計剩餘價值後使用直線法按下列年利率計提：

樓宇	4.75%-9.50%
汽車	9.50%-19.00%
廠房及設備	9.50%-19.00%

於2023年12月31日，本集團金額為人民幣23,991,000元(2022年：人民幣126,988,000元)的物業已質押以擔保本集團的銀行及其他借款(附註28及29)。



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17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Leased machinery and equipment 租賃機械及設備 RMB'000 人民幣千元	Leased farms 租賃牧場 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本					
Balance at 1 January 2022	於2022年1月1日的結餘	744,507	10,442	48,993	-	803,942
Additions	添置	98,353	1,786	-	439,682	539,821
Termination of leases (Note)	終止租賃(附註)	(3,279)	-	(48,993)	-	(52,272)
Acquired on business combination	業務合併時收購	4,075	3,456	-	92,040	99,571
Balance at 31 December 2022	於2022年12月31日的結餘	843,656	15,684	-	531,722	1,391,062
Additions	添置	210,479	455	-	883,303	1,094,237
Termination of leases	終止租賃	(1,869)	-	-	-	(1,869)
Acquired on business combination	業務合併時收購	-	1,408	-	-	1,408
Balance at 31 December 2023	於2023年12月31日的結餘	1,052,266	17,547	-	1,415,025	2,484,838
Accumulated depreciation	累計折舊					
Balance at 1 January 2022	於2022年1月1日的結餘	(62,284)	(816)	(15,678)	-	(78,778)
Charge for the year	年內開支	(52,180)	(1,508)	(2,554)	(17,682)	(73,924)
Eliminated on termination of leases (Note)	終止租賃時撇銷(附註)	357	-	18,232	-	18,589
Balance at 31 December 2022	於2022年12月31日的結餘	(114,107)	(2,324)	-	(17,682)	(134,113)
Charge for the year	年內開支	(80,518)	(2,830)	-	(69,204)	(152,552)
Eliminated on termination of leases	終止租賃時撇銷	373	-	-	-	373
Balance at 31 December 2023	於2023年12月31日的結餘	(194,252)	(5,154)	-	(86,886)	(286,292)
Carrying amounts	賬面值					
Balance at 31 December 2023	於2023年12月31日的結餘	858,014	12,393	-	1,328,139	2,198,546
Balance at 31 December 2022	於2022年12月31日的結餘	729,549	13,360	-	514,040	1,256,949

Note: During the year 2022, the Group negotiated with the lessors and early terminated certain leases. The Group derecognised the right-of-use assets of RMB33,683,000 and lease liabilities of RMB37,335,000, resulting in gain of RMB3,652,000 in profit or loss.

附註：於2022年，本集團與出租人磋商並提前終止若干租賃。本集團終止確認使用權資產人民幣33,683,000元及租賃負債人民幣37,335,000元，導致損益中出現收益人民幣3,652,000元。



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17. RIGHT-OF-USE ASSETS (continued)

17. 使用權資產(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Expense relating to short-term leases	有關短期租賃的開支	25,238	39,687
Variable lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量的可變租賃付款	-	136
Total cash outflow for leases	租賃現金流出總額	227,812	167,194

Right-of-use assets are depreciated on a straight-line basis over the lease terms.

使用權資產按租期以直線法折舊。

The Group leases land, property, farms, machinery and equipment to operate its business. These leases are typically made for fixed terms of 2 to 50 years. Lease terms are negotiated on an individual basis and contain different payment terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

本集團租賃土地、物業、牧場、機械及設備以經營其業務。該等租賃通常固定期限為2至50年。租賃條款乃按個別基準磋商，包含不同付款條款及條件。釐定租賃期及評估不可撤銷期間的長度時，本集團應用合約的定義並確定合約的可執行期限。

The Group's lease agreements do not contain any extension, early termination option or purchase option for lessee.

本集團的租賃協議不包含任何承租人的任何延長、提早終止權或購買權。

As at 31 December 2023, leasehold lands with a carrying amount of RMB23,133,000 (31 December 2022: RMB23,855,000) were pledged to other borrowings of the Group (Note 29).

於2023年12月31日，賬面值為人民幣23,133,000元(2022年12月31日：人民幣23,855,000元)的永久業權土地已作抵押，作為本集團的其他借款的擔保(附註29)。

The Group regularly entered into short-term leases for land, property, machinery, motor vehicles and office equipment. As at 31 December 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in Note 8.

本集團定期就土地、物業、機械、汽車及辦公設備訂立短期租賃。於2023年及2022年12月31日，短期租賃組合與短期租賃開支於附註8所披露的短期租賃組合相若。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

18. GOODWILL

18. 商譽

		Modern Farming 現代牧業(集團) RMB'000 人民幣千元	ADH Companies ADH公司 RMB'000 人民幣千元	Fuyuan 富源 RMB'000 人民幣千元	Aiyangniu 愛養牛 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本						
Balance at 1 January 2022	於2022年1月1日的結餘	310,426	1,225,460	695,329	-	57,805	2,289,020
Arising on acquisition of subsidiaries (Note 39)	收購附屬公司時產生 (附註39)	-	-	-	231,647	95,532	327,179
Exchange adjustments	匯兌調整	-	-	3,888	-	-	3,888
Balance at 31 December 2022	於2022年12月31日的結餘	310,426	1,225,460	699,217	231,647	153,337	2,620,087
Arising on acquisition of a subsidiary (Note 39)	收購附屬公司時產生 (附註39)	-	-	-	-	10,472	10,472
Exchange adjustments	匯兌調整	-	-	785	-	-	785
Balance at 31 December 2023	於2023年12月31日的結餘	310,426	1,225,460	700,002	231,647	163,809	2,631,344
Impairment	減值						
Balance at 1 January 2022, 31 December 2022 and 31 December 2023	於2022年1月1日、 2022年12月31日及 2023年12月31日的結餘	-	(213,429)	-	-	-	(213,429)
Carrying amounts	賬面值						
Balance at 31 December 2023	於2023年12月31日的結餘	310,426	1,012,031	700,002	231,647	163,809	2,417,915
Balance at 31 December 2022	於2022年12月31日的結餘	310,426	1,012,031	699,217	231,647	153,337	2,406,658

The Group's goodwill of RMB310,426,000 arose from acquisition of Modern Farming (Group) Co., Ltd. ("Modern Farming") in 2009, RMB1,225,460,000 arose from acquisition of the Asia Dairy Holdings and Asia Dairy Holdings II ("ADH Companies") in 2015 and RMB695,329,000 arose from acquisition of Inner Mongolia Fuyuan International Industrial (Group) Co. Ltd. ("Fuyuan") in 2021.

本集團的商譽金額為人民幣310,426,000元，因於2009年收購現代牧業(集團)有限公司(「現代牧業(集團)」)而產生。本集團的商譽金額為人民幣1,225,460,000元，因於2015年收購Asia Dairy Holdings及Asia Dairy Holdings II(「ADH公司」)而產生。本集團的商譽金額為人民幣695,329,000元，因於2021年收購內蒙古富源國際實業(集團)有限公司(「富源」)而產生。



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18. GOODWILL (continued)

During the years ended 31 December 2023 and 2022, the Group acquired certain subsidiaries which resulted in goodwill arising on acquisitions, further details of which are set out in Note 39.

For the purpose of impairment testing, goodwill allocated to each of the CGU or group of CGUs are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Modern Farming	現代牧業(集團)	310,426	310,426
ADH Companies	ADH公司	1,012,031	1,012,031
Fuyuan dairy farming	富源奶牛養殖	630,271	630,271
Fuyuan feeds – China	富源飼料 – 中國	22,680	22,680
Fuyuan feeds – USA	富源飼料 – 美國	47,051	46,266
Aiyangniu	愛養牛	231,647	231,647
Others	其他	163,809	153,337
		2,417,915	2,406,658

The recoverable amount of each CGU or group of CGUs has been determined based on value-in-use calculation using cash flow projections based on financial budgets or forecasts approved by senior management covering a five-year period.

Assumptions were used in the value-in-use calculation of each CGU or group of CGUs. The following describes each key assumptions the management has based on in preparing the cash flow projections for the purpose of impairment test:

- The estimated future market price of raw milk, the estimated average daily milk yield at each lactation cycle and estimated feed costs per kg of raw milk for dairy farming; and the estimated revenue and costs for feeds – such assumptions are based on the CGU's or group of CGUs' past performance and management's expectations for the market development.

18. 商譽(續)

截至2023年及2022年12月31日止年度，本集團收購若干附屬公司，導致收購產生商譽，進一步詳情載列於附註39。

就減值測試而言，分配予各現金產生單位或現金產生單位組別的商譽如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Modern Farming	310,426	310,426
ADH Companies	1,012,031	1,012,031
Fuyuan dairy farming	630,271	630,271
Fuyuan feeds – China	22,680	22,680
Fuyuan feeds – USA	47,051	46,266
Aiyangniu	231,647	231,647
Others	163,809	153,337
	2,417,915	2,406,658

各現金產生單位或現金產生單位組別的可收回金額乃根據使用價值計算確定，該計算使用基於財務預算或高級管理層批准的五年期預測的現金流量預測。

各現金產生單位或現金產生單位組別的使用價值計算採用了假設。以下描述了管理層為進行減值測試而編製現金流量預測時所依據的各項關鍵假設：

- 原料奶的估計未來市場價格、每個泌乳週期的估計平均日產奶量及奶牛養殖每公斤原料奶的估計飼料成本；及飼料的估計收入及成本 – 該等假設基於現金產生單位或現金產生單位組別過去的業績及管理層對市場發展的預期。



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18. GOODWILL (continued)

- Discount rates – the discount rates used are before tax and reflect specific risks relating to the relevant CGU or group of CGUs.
- Growth rates – the growth rates used to extrapolate the cash flows beyond the five-year period are based on the estimated growth rate of each CGU, taking into account the industry growth rate, past experience and the medium or long term growth target of each CGU or group of CGUs.

The discount rates applied to cash flow projections and the growth rates used to extrapolate cash flows beyond the budget period are as follows:

18. 商譽(續)

- 貼現率 – 所使用的貼現率是稅前並反映與相關現金產生單位或現金產生單位組別相關的特定風險。
- 增長率 – 用於推斷超過5年的現金流量增長率是基於每個現金產生單位的估計增長率，並已考慮每個現金產生單位或現金產生單位組別的行業增長率、過往經驗及中長期增長目標。

適用於現金流量預測的貼現率及用於推斷超出預算期間的現金流量增長率如下：

		Discount rate (%) 貼現率(%)		Growth rate (%) 增長率(%)	
		2023 2023年	2022 2022年	2023 2023年	2022 2022年
Modern Farming	現代牧業(集團)	12.5	12.5	2.5	2.5
ADH Companies	ADH公司	12.5	12.5	2.5	2.5
Fuyuan dairy farming	富源奶牛養殖	12.5	12.5	2.5	2.5
Fuyuan feeds – China	富源飼料 – 中國	9.3	9.2	2.5	2.5
Fuyuan feeds – USA	富源飼料 – 美國	10.5	10.0	2.5	2.5
Aiyangniu	愛養牛	14.8	14.4	2.5	2.5
Others	其他	11.0-12.5	12.5	2.5	2.5

During the year ended 31 December 2023, management of the Group determines that there is no impairment on goodwill, hence no further impairment loss was recognised (2022: nil).

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of the CGU or group of CGUs to exceed its recoverable amount as at 31 December 2023 and 2022.

於截至2023年12月31日止年度，本集團管理層認定商譽並無出現減值，故並無確認進一步的減值虧損(2022年：無)。

管理層認為，任何該等假設的任何合理可能變化均不會導致現金產生單位或現金產生單位組別的賬面金額超過截至2023年及2022年12月31日的可收回金額。



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19. OTHER INTANGIBLE ASSETS

19. 其他無形資產

		Computer software 電腦軟件 RMB'000 人民幣千元	Distribution channels and customer relationships 分銷渠道及客戶關係 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本				
Balance at 1 January 2022	於2022年1月1日的結餘	3,831	-	-	3,831
Acquired on acquisition of subsidiaries	收購附屬公司時收購	460	26,251	10,870	37,581
Additions	添置	6,031	-	2,241	8,272
Disposals	出售	(394)	-	-	(394)
Balance at 31 December 2022	於2022年12月31日的結餘	9,928	26,251	13,111	49,290
Acquired on acquisition of a subsidiary	收購附屬公司時收購	-	-	5,109	5,109
Additions	添置	11,583	-	551	12,134
Disposals	出售	(188)	-	(12,910)	(13,098)
Balance at 31 December 2023	於2023年12月31日的結餘	21,323	26,251	5,861	53,435
Amortisation	攤銷				
Balance at 1 January 2022	於2022年1月1日的結餘	(54)	-	-	(54)
Charge for the year	年內開支	(862)	(2,625)	(720)	(4,207)
Eliminated on disposals	出售撇銷	229	-	-	229
Balance at 31 December 2022	於2022年12月31日的結餘	(687)	(2,625)	(720)	(4,032)
Charge for the year	年內開支	(2,942)	(5,250)	(1,057)	(9,249)
Eliminated on disposals	出售撇銷	34	-	678	712
Balance at 31 December 2023	於2023年12月31日的結餘	(3,595)	(7,875)	(1,099)	(12,569)
Carrying amounts	賬面值				
Balance at 31 December 2023	於2023年12月31日的結餘	17,728	18,376	4,762	40,866
Balance at 31 December 2022	於2022年12月31日的結餘	9,241	23,626	12,391	45,258



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19. OTHER INTANGIBLE ASSETS (continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Computer software	5–10 years
Distribution channels and customer relationships	5 years
Others	10 years

19. 其他無形資產(續)

上述無形資產的使用壽命有限。該等無形資產在下列期間內按直線法攤銷：

電腦軟件	5–10年
分銷渠道及客戶關係	5年
其他	10年

20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE

20. 於聯營公司及合營企業的權益

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of investments in associates (Notes i & ii)	於聯營公司的投資成本 (附註i及ii)	599,676	288,657
Cost of investment in a joint venture	於合營企業的投資成本	27,000	27,000
Share of post-acquisition profits and other comprehensive income in associates	分佔聯營公司的收購後溢利及 其他全面收入	142,558	142,868
Share of post-acquisition profits and other comprehensive income in a joint venture	分佔合營企業的收購後溢利及 其他全面收入	1,813	392
		771,047	458,917



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20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (continued)

Details of the Group's material associate at the end of the reporting period are as follows:

20. 於聯營公司及合營企業的權益(續)

本集團重要聯營公司於報告期末的詳情如下：

Name of company 公司名稱	Place of establishment 成立地點	Proportion of ownership interest 擁有權益比例		Voting rights 投票權		Principal activity 主要業務
		31/12/2023 2023年12月31日 %	31/12/2022 2022年12月31日 %	31/12/2023 2023年12月31日 %	31/12/2022 2022年12月31日 %	
Modern Farming (Bengbu) Co., Ltd. ("Bengbu") (Note iii) 現代牧業(蚌埠)有限公司(「蚌埠」)(附註iii)	The PRC 中國	49.18	49.18	49.00	49.00	Liquid milk producing business 生產液態奶業務

Notes:

- i. During the current year, Modern Farming and its subsidiary invested RMB308,659,000 to seven entities. Modern Farming can exercise significant influence over these entities because it has the power to appoint director under the articles of association and hence the investments in these entities were accounted for by using the equity method.

Modern Farming also made additional proportionate investment of RMB11,000,000 in two existing associates.

附註：

- i. 於本年度，現代牧業(集團)及其附屬公司向七個實體投資了人民幣308,659,000元。現代牧業(集團)能夠對該等實體施加重大影響，因為其有權根據公司章程任命董事，因此使用權益法入賬於該等實體的投資。

現代牧業(集團)亦向按比例兩家現有聯營公司再投資人民幣11,000,000元。



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20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (continued)

Notes: (continued)

- ii. Modern Farming made investment of RMB8,640,000 for 48% equity interest in Inner Mongolia Yunyangniu Technology Co., Ltd. (“Yunyangniu”) in March 2022. In March 2023, Aiyangniu, a non-wholly owned subsidiary of the Company which is owned by Modern Farming and Inner Mongolia Mengniu as to 75% and 25%, entered into an equity transfer agreement with Modern Farming, Inner Mongolia Mengniu and other sellers (the “Sellers”), pursuant to which the Sellers agreed to sell, Aiyangniu agreed to purchase, 100% equity interests in Yunyangniu at a total consideration of RMB19,080,000, among which RMB8,640,000 was payable to Modern Farming and RMB10,440,000 was payable to Inner Mongolia Mengniu and other sellers.

Upon the completion of the above transaction in April 2023, Yunyangniu became a non-wholly owned subsidiary of the Company. Details of the acquisition are disclosed in Note 39. The 48% equity interests previously held by Modern Farming was remeasured at fair value at the date of acquisition and the excess of RMB5,050,000 of the fair value over the carrying value was credited to profit or loss.

- iii. For Bengbu, the proportion of ownership interest owned by Modern Farming is 50% and the voting rights held by Modern Farming is 49%.

Summarised financial information of the material associate

Summarised financial information in respect of each of the Group’s material associate is set out below. The summarised financial information below represents amounts shown in the associate’s financial statements prepared in accordance with IFRSs.

20. 於聯營公司及合營企業的權益(續)

附註：(續)

- ii. 現代牧業(集團)於2022年3月以人民幣8,640,000元投資內蒙古雲養牛科技有限公司(「雲養牛」)以獲得48%股權。愛養牛(本公司的非全資附屬公司，由現代牧業(集團)與內蒙古蒙牛各持有75%及25%權益)於2023年3月與現代牧業(集團)、內蒙古蒙牛及其他賣方(「賣方」)訂立股權轉讓協議，據此，賣方同意出售及愛養牛同意購買雲養牛的全部股權，總代價為人民幣19,080,000元(其中應向現代牧業(集團)支付的代價人民幣8,640,000元以及應向內蒙古蒙牛及其他賣方支付的代價人民幣10,440,000元)。

於上述交易在2023年4月完成後，雲養牛成為本公司的非全資附屬公司。收購的詳情於附註39披露。現代牧業(集團)之前持有的48%股權按照購買日的公平值重新計量，公平值高於賬面價值的差額人民幣5,050,000元計入損益。

- iii. 對於蚌埠，現代牧業(集團)擁有的股權比例為50%，現代牧業(集團)持有的投票權為49%。

重要聯營公司的財務資料概要

下文載列本集團各重大聯營公司的財務資料概要。以下財務資料概要為聯營公司根據國際財務報告準則編製的財務報表所示金額。



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20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (continued)

Summarised financial information of the material associate (continued)

This associate is accounted for using the equity method in these consolidated financial statements.

Bengbu

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	487,124	492,147
Non-current assets	非流動資產	87,511	103,905
Current liabilities	流動負債	108,314	171,180
Non-current liabilities	非流動負債	2,649	4,891
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	1,114,937	1,062,076
Profit and total comprehensive income for the year	年內溢利及全面收入總額	43,692	51,740
Adjustments due to the difference between the carrying value and fair value of the Group's remaining interests in Bengbu on the date of disposal	於出售日期本集團於蚌埠餘下權益的賬面值與公平值之間差額導致的調整	(4,690)	(874)
		39,002	50,866

20. 於聯營公司及合營企業的權益(續)

重要聯營公司的財務資料概要(續)

於該等綜合財務報表中，該聯營公司採用權益法入賬。

蚌埠



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20. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (continued)

Bengbu (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net assets of Bengbu	蚌埠淨資產	463,672	419,981
Proportion of Modern Farming's ownership interest in Bengbu	現代牧業(集團)於蚌埠的擁有權權益比例	50%	50%
The Group's share of net asset of Bengbu	本集團分佔蚌埠淨資產	231,836	209,990
Goodwill	商譽	33	33
Fair value adjustments	公平值調整	-	2,345
		231,869	212,368

Information of associates and joint venture that are not individually material

個別並非重大的聯營公司及合營企業的資料

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
The Group's share of profit of other associates and a joint venture	本集團應佔其他聯營公司及合營企業的溢利	(23,440)	(10,023)
Carrying amount of the Group's interests in other associates and a joint venture	本集團於其他聯營公司及合營企業的權益賬面值	539,178	246,549



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21. EQUITY INSTRUMENTS AT FVTOCI

21. 按公平值計入其他全面收入的權益工具

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Listed:	上市：		
– Equity securities	– 權益證券	22,082	67,461
Unlisted:	非上市：		
– Equity investments	– 權益投資	35,260	38,768
Total	總計	57,342	106,229

The Directors have elected to designate these equity instruments at FVTOCI as the investments are not held for trading purpose.

董事已選擇指定按公平值計入其他全面收入計量該等權益工具，因為該等投資並非出於交易目的而持有。

22. BIOLOGICAL ASSETS

A – Nature of activities

The biological assets of the Group are dairy cows held to produce raw milk.

The quantity of dairy cows owned by the Group at end of the reporting period is shown below. The Group's milkable cows are dairy cows held for milk production. Heifers and calves are those dairy cows that have not reached the age that can produce milk.

22. 生物資產

A – 業務性質

本集團的生物資產為持有作生產原料奶的乳牛。

以下是本集團於報告期末擁有的乳牛數量。本集團的奶牛是養來產奶的乳牛。小母牛及小牛都是未滿產奶年齡的乳牛。

		2023 2023年 Heads 頭	2022 2022年 Heads 頭
Milkable cows	奶牛	218,711	199,793
Heifers and calves	小母牛及小牛	231,851	205,565
Total dairy cows	乳牛總計	450,562	405,358



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

22. BIOLOGICAL ASSETS (continued)

A – Nature of activities (continued)

The Group is exposed to fair value risks arising from changes in price of raw milk. The Group does not anticipate that the price of the raw milk will decline significantly in the foreseeable future and the Directors are of the view that there is no available derivative or other contracts which the Group can enter into to manage the risk of a decline in the price of the raw milk.

In general, the heifers are inseminated with semen when heifers reached approximately 14 months old. After an approximately nine months' pregnancy term, a calf is born and the dairy cow begins to produce raw milk and the lactation period begins. A milkable cow is typically milked for approximately 340 days before a dry period of approximately 60 days.

When a heifer begins to produce raw milk, it is transferred to the category of milkable cows based on the estimated fair value on the date of transfer.

The Group is exposed to a number of risks related to its biological assets. The Group is exposed to the following operating risks:

i. Regulatory and environmental risks

The Group is subject to laws and regulations in the location in which it operates plantation and breeding. The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws. Management performs regular reviews to identify environmental risks and 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 aimed at monitoring and mitigating those risks, including regular inspections and disease controls and surveys and insurance.

22. 生物資產(續)

A – 業務性質(續)

本集團要承受原料奶價格變動帶來的公平值風險。據本集團預計，在可預見的將來原料奶價格不會大幅下跌。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原料奶價格下跌的風險。

一般情況下，小母牛於長至約十四個月大時進行配種。約九個月的孕期過後，小牛出生，奶牛開始生產原料奶及哺乳期開始。奶牛通常會擠奶約340天，之後進入約60天的乾乳期。

當小母牛開始產原料奶時，乃按轉撥日期的估計公平值轉撥至奶牛類別。

本集團面臨與其生物資產有關的多種風險。本集團面臨以下運營風險：

i. 法規及環境風險

本集團須遵守其開展農場種植及育種活動所在地的法律及法規。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。管理層進行定期檢查以識別環境風險及確保現有系統足以管理該等風險。

ii. 氣候、疾病及其他自然風險

本集團的生物資產面臨遭受氣候變化、疾病及其他自然因素損害的風險。本集團已擴展監察及減輕該等風險的程序，包括定期檢查及疾病控制與調查及保險。



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22. BIOLOGICAL ASSETS (continued)

B – Quantity of the agricultural produce of the Group's biological assets

		2023 2023年 kg 千克	2022 2022年 kg 千克
Volume of milk sold	奶銷量	2,546,924,000	2,327,351,000

C – Value of dairy cows

The fair value less costs to sell of dairy cows at end of the reporting period is set out below:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Milkable cows	奶牛	7,384,921	6,570,971
Heifers and calves	小母牛及小牛	4,543,056	4,060,200
Total dairy cows	乳牛總計	11,927,977	10,631,171

22. 生物資產(續)

B – 本集團生物資產的農業生產的數量

C – 乳牛的價值

報告期末的乳牛公平值減銷售成本載列如下：



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22. BIOLOGICAL ASSETS (continued)

C – Value of dairy cows (continued)

22. 生物資產(續)

C – 乳牛的價值(續)

		Heifers and calves	Milkable cows	Total
		小母牛及小牛	奶牛	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2022	於2022年1月1日的結餘	3,344,700	6,060,224	9,404,924
Acquired on acquisition of subsidiaries (Note 39)	收購附屬公司時收購(附註39)	114,174	215,077	329,251
Increase due to purchase	收購導致增加	154,570	–	154,570
Feeding cost and other related costs	飼養成本及其他相關成本	2,855,704	–	2,855,704
Transfer	轉撥	(3,156,661)	3,156,661	–
Decrease due to disposal	出售導致減少	(188,395)	(936,668)	(1,125,063)
Gain (loss) arising from changes in fair value less costs to sell	公平值變動減銷售成本產生的收益(虧損)	936,108	(1,924,323)	(988,215)
Balance at 31 December 2022	於2022年12月31日的結餘	4,060,200	6,570,971	10,631,171
Increase due to purchase	收購導致增加	104,840	–	104,840
Feeding cost and other related costs	飼養成本及其他相關成本	3,502,389	–	3,502,389
Transfer	轉撥	(3,389,482)	3,389,482	–
Decrease due to disposal	出售導致減少	(200,042)	(830,008)	(1,030,050)
Gain (loss) arising from changes in fair value less costs to sell	公平值變動減銷售成本產生的收益(虧損)	465,151	(1,745,524)	(1,280,373)
Balance at 31 December 2023	於2023年12月31日的結餘	4,543,056	7,384,921	11,927,977

The Group has engaged Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent firm of professional valuer, to assist it in assessing the fair values of the Group's dairy cows. The independent valuer and the management of the Group held meetings periodically to discuss the valuation techniques and changes in market information to ensure the valuation was performed properly. The valuation techniques used in the determination of fair values as well as the key inputs used in the valuation models are disclosed in Note 44.

本集團已委聘仲量聯行企業評估及諮詢有限公司(獨立專業估值公司)協助其評估本集團乳牛的公平值。獨立估值師與本集團管理層定期舉行會議，討論估值技術及市場資料變動，以確保估值妥為進行。釐定公平值所用估值技術及估值模型所用主要輸入數據披露於附註44。



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22. BIOLOGICAL ASSETS (continued)

C – Value of dairy cows (continued)

As at 31 December 2023, the Group's dairy cows with carrying amount of RMB695,354,000 (2022: RMB831,830,000) were pledged to banks to secure certain bank borrowings of the Group (Note 28).

The aggregate gain or loss arising on initial recognition of raw milk and from the changes in fair value less costs to sell of dairy cows is analysed as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	於原料奶收獲時按公平值減銷售成本初始確認產生的收益	2,678,046	2,887,548
Loss arising from changes in fair value less costs to sell of dairy cows	乳牛公平值變動減乳牛銷售成本產生的虧損	(1,280,373)	(988,215)
		1,397,673	1,899,333

22. 生物資產(續)

C – 乳牛的價值(續)

於2023年12月31日，本集團賬面值為人民幣695,354,000元(2022年：人民幣831,830,000元)的奶牛已抵押予銀行，作為本集團的若干銀行借款的擔保(附註28)。

以下分析初步確認原料奶和乳牛公平值變動減銷售成本產生的合計收益或虧損：

23. INVENTORIES

23. 存貨

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Feeds to be consumed	將消耗的飼料	2,484,855	2,601,037
Feeds held for sale	持作銷售的飼料	409,330	591,049
Others	其他	46,783	187,260
		2,940,968	3,379,346



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24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

24. 應收貿易賬款及其他應收款項以及預付款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	1,549,119	1,633,165
Bills receivable	應收票據	6,657	14,268
Less: allowance for credit losses	減：信貸虧損撥備	(19,107)	(1,965)
		1,536,669	1,645,468
Prepayments for feeds, materials, insurance and others	飼料、材料、保險及其他的預付款項	198,359	337,218
Prepayments for property, plant and equipment	物業、廠房及設備的預付款項	12,914	29,936
Input value added tax recoverable	可收回進項增值稅	4,666	8,364
Receivables from the original shareholders of an acquired subsidiary	新收購附屬公司原始股東的應收款項	-	30,000
Short term entrusted loans to associates (Note)	向聯營公司提供短期委託貸款(附註)	94,786	68,620
Guarantee deposit receivables	應收保證金	29,624	11,236
Receivables from selling biological assets	出售生物資產應收款項	36,785	61,915
Others	其他	35,043	21,086
		1,948,846	2,213,843
Analysed as:	按下列分析：		
Current	即期	1,935,932	2,183,907
Non-current	非即期	12,914	29,936
		1,948,846	2,213,843

Note: As at 31 December 2023 and 2022, the Group granted entrusted loans to certain associates with the annual interest rate of 5% which will mature in 1 year.

附註：於2023年及2022年12月31日，本集團向若干聯營公司授予委託貸款，年利率為5%，期限為一年。

As at 1 January 2022, trade receivables from contracts with customers amounted to RMB1,044,160,000.

於2022年1月1日，來自客戶合約的應收貿易賬款為人民幣1,044,160,000元。

As at 31 December 2023, the Group's trade receivables with carrying amount of RMB12,925,000 (2022: RMB19,697,000) were pledged to secure certain other borrowings (2022: bank and other borrowings) of the Group (Notes 28 and 29).

於2023年12月31日，本集團賬面值為人民幣12,925,000元(2022年：人民幣19,697,000元)的應收貿易賬款已質押以擔保本集團的若干其他借款(2022年：銀行及其他借款)(附註28及29)。



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24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

Trade receivables at the end of the reporting period principally represent receivables from sales of raw milk, feeds and farm supplies. The Group allows a credit period of 30 days to its customers of raw milk and no more than 90 days to its customers of feeds and farm supplies.

The following is an aged analysis of trade receivables and bills receivable, net of allowance for credit losses, presented based on the invoice dates at the end of the reporting period, which approximated the respective revenue recognition dates at the end of the reporting period:

24. 應收貿易賬款及其他應收款項以及預付款項(續)

報告期末的應收貿易賬款主要指銷售原料奶、飼料及牧場物資的應收款項。本集團給予其原料奶客戶30天的信貸期及其飼料及牧場物資客戶不多於90天的信貸期。

於報告期末按發票日期(與報告期末有關收入確認日期相若)呈列的應收貿易賬款及應收票據(扣除信貸虧損撥備)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
Trade receivables	應收貿易賬款		
– within 30 days	– 30天以內	1,360,978	1,295,769
– beyond 30 days but within 90 days	– 超過30天但90天以內	126,007	244,447
– beyond 90 days but within 1 year	– 超過90天但一年以內	43,027	90,984
Bills receivable	應收票據		
– within 30 days	– 30天以內	572	7,094
– beyond 30 days but within 90 days	– 超過30天但90天以內	6,085	7,174
		1,536,669	1,645,468

Details of impairment assessment of trade and other receivables are set out in Note 41.

應收貿易賬款及其他應收款項的減值評估詳情載於附註41。



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25. DERIVATIVE FINANCIAL INSTRUMENTS

25. 衍生金融工具

		Assets 資產		Liabilities 負債	
		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	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
Interest rate swaps (Note i)	利率掉期(附註i)	-	16,945	-	-
Foreign currency forward contracts (Note ii)	外匯遠期合約 (附註ii)	460	-	(3,017)	-
Foreign currency option contracts (Note ii)	外匯期權合約 (附註ii)	-	5,257	(17,342)	(58,034)
CFCCS (Note iii)	CFCCS(附註iii)	117,991	19,154	-	-
		118,451	41,356	(20,359)	(58,034)
Analysed as:	分析為：				
Current	流動	460	22,202	(3,017)	(14,388)
Non-current	非流動	117,991	19,154	(17,342)	(43,646)
		118,451	41,356	(20,359)	(58,034)

Notes:

i. Key terms of the interest rate swaps are as follows:

Nominal amounts
名義金額

At 31 December 2022

於2022年12月31日

United States dollars ("USD") 80,000,000

80,000,000美元(「美元」)

USD42,300,000

42,300,000美元

The Group entered into several interest rate swaps contracts with certain banks as an economic hedge of the risk of interest rate fluctuation arising from certain bank borrowings at floating interest rate. The fair value changes of the swaps were presented within finance costs.

附註：

i. 利率掉期主要條款如下：

Swaps
掉期

From London Inter Bank Offered Rate ("LIBOR") to 0.66%-0.945%

自倫敦銀行同業拆息(「倫敦銀行同業拆息」)至0.66%至0.945%

From LIBOR+1% to 1.50%-1.90%

自倫敦銀行同業拆息+1%至1.50%至1.90%

本集團與若干銀行訂立若干利率掉期合約，以對若干按浮動利率的銀行借款產生的利率波動風險進行經濟對沖。掉期的公平值變動於融資成本內呈列。



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25. DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

- ii. Key items of the foreign currency forward contracts and the foreign currency option contracts are as follows:

Nominal amounts 名義金額				Forward exchange rates 遠期匯率
<i>At 31 December 2023</i>				
<i>於2023年12月31日</i>				
USD60,000,000				RMB7.0775 to RMB7.2497: USD1
60,000,000美元				人民幣7.0775元至人民幣7.2497元：1美元
Nominal amounts 名義金額	Type 類型	Position 好倉／淡倉	Prices 價格	
<i>At 31 December 2023</i>				
<i>於2023年12月31日</i>				
USD100,000,000*	Call	Long	RMB6.8850: USD1	
100,000,000美元*	認購	好倉	人民幣6.8850元：1美元	
	Put	Short	RMB6.8850: USD1	
	認沽	淡倉	人民幣6.8850元：1美元	
	Call	Short	RMB7.1500: USD1	
	認購	淡倉	人民幣7.1500元：1美元	
<i>At 31 December 2022</i>				
<i>於2022年12月31日</i>				
USD282,300,000*	Call	Long	RMB6.7315 to RMB6.9550: USD1	
282,300,000美元*	認購	好倉	人民幣6.7315元至人民幣6.9550元：1美元	
	Put	Short	RMB6.7315 to RMB6.9550: USD1	
	認沽	淡倉	人民幣6.7315元至人民幣6.9550元：1美元	
	Call	Short	RMB7.1000 to RMB7.1500: USD1	
	認購	淡倉	人民幣7.1000元至人民幣7.1500元：1美元	

* These are currency call/put option portfolios.

The Group entered into several foreign currency forward contracts and foreign currency option contracts with certain banks as an economic hedge of the currency risk arising from certain of its bonds and bank borrowings denominated in USD. The fair value changes of the foreign currency forward contracts and the foreign currency option contracts were recognised in other gains and losses.

25. 衍生金融工具(續)

附註：(續)

- ii. 外匯遠期合約及外匯期權合約主要項目如下：

* 該等為貨幣認購／認沽期權組合。

本集團與若干銀行訂立若干外匯遠期合約及外匯期權合約，以對若干以美元計值的債券及銀行借款產生的貨幣風險進行經濟對沖。外匯遠期合約及外匯期權合約的公平值變動於其他收益及虧損中確認。



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25. DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

iii. Major items of the CFCCS contracts are as follows:

The Company entered into several CFCCS contracts with banks as an economic hedge of the risk arising from the USD Bonds (as defined in Note 31) in the amount of USD400,000,000. The fair value changes of the CFCCS contracts were recognised in other gains and losses.

According to the CFCCS contracts, at termination date, if the spot rate is equal to or less than the cap strike rate agreed (the "Cap Rate"), and equal to or greater than the floor strike rate (the "Floor"), the Company will exchange RMB for USD at an exchange rate of 6.478; if the spot rate is greater than the Cap Rate, the Company will exchange RMB for USD at an exchange rate of $(6.478 + (\text{spot rate} - \text{Cap Rate}))$; if the spot rate is less than the Floor Rate, the Company will exchange RMB for USD at an exchange rate of $(6.478 + (\text{spot rate} - \text{Floor Rate}))$. At the same time, the Company will receive interest on USD nominal amount at the interest rate of 2.125% and pay interest on RMB nominal amount (translated from USD to RMB at the rate of 6.478) at the interest rate of fixed rate agreed (the "Fixed Rate") semi-annually until the termination date.

Nominal amount
名義金額

At 31 December 2023 and 2022
於2023年及2022年12月31日

USD400,000,000
400,000,000美元

Fixed Rate 固定利率	2.84% - 3.12%
Floor Rate 下限匯率	6.00
Cap Rate 上限匯率	7.00 - 7.20

The valuation techniques used in determination of fair values of the interest rate swaps, foreign currency forward contracts, foreign currency options and CFCCS are disclosed in Note 44.

25. 衍生金融工具(續)

附註：(續)

iii. CFCCS合約的主要項目如下：

本公司與銀行訂立多份CFCCS合約，以其400,000,000美元的美元債券(定義見附註31)產生的風險進行經濟對沖。CFCCS合約的公平值變動計入其他收益及虧損。

根據CFCCS合約，於終止日期，當即期匯率等於或低於約定的上限匯率(「上限匯率」)，且等於或高於下限匯率(「下限匯率」)，本公司將以6.478的匯率將人民幣兌換成美元；當即期匯率大於上限匯率，本公司將以 $(6.478 + (\text{即期匯率} - \text{上限匯率}))$ 的匯率將人民幣兌換成美元；當即期匯率低於下限匯率，本公司將以 $(6.478 + (\text{即期匯率} - \text{下限匯率}))$ 的匯率將人民幣兌換成美元。同時，本公司將以2.125%的利率收取美元名義金額的利息並按約定的固定利率(「固定利率」)每半年支付一次人民幣名義金額的利息(按6.478美元換算為人民幣)，直至終止日期。

釐定利率掉期、外匯遠期合約、外匯期權及CFCCS公平值所使用的估值技術均披露於附註44。



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26. PLEDGED BANK DEPOSITS AND BANK BALANCES

26. 已質押銀行存款及銀行結餘

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Pledged bank deposits	已抵押銀行存款		
Current	流動	9,913	187,339
Non-current	非流動	32,089	—
		42,002	187,339

Note: The pledged bank deposits carry interest at prevailing market rates ranging from 0.00% to 1.45% (31 December 2022: 0.25% to 1.35%) per annum and represent deposits pledged for bank borrowings, letter of credit and bills payable.

附註：已質押銀行存款按每年介乎0.00%至1.45%(2022年12月31日：0.25%至1.35%)的現行市場利率計息，並作為銀行借款、信用證及應付票據的質押存款。



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26. PLEDGED BANK DEPOSITS AND BANK BALANCES (continued)

26. 已質押銀行存款及銀行結餘(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Bank balances	銀行結餘		
Restricted bank deposits (Note i)	受限制銀行存款(附註i)	-	89,081
Term deposits with original maturity over three months (Note ii)	原到期日超過三個月的定期存款(附註ii)	781,732	348,419
Cash and cash equivalents as stated in the consolidated statement of cash flows (Note iii)	綜合現金流量表所示現金及現金等價物(附註iii)	1,859,738	1,924,409
		2,641,470	2,361,909
Analysed as:	分析為：		
Current	流動	1,963,627	2,125,628
Non-current	非流動	677,843	236,281
		2,641,470	2,361,909

Notes:

- i. As at 31 December 2022, bank deposits RMB89,081,000 can be used only to finance the Group's investments in new dairy farms and the balances were all used in 2023.
- ii. Term deposits with original maturity over three months were held within banks and carry interest at prevailing market rate of 3.10% to 3.55% (31 December 2022: 3.30% to 3.55%) per annum at 31 December 2023.
- iii. Cash and cash equivalents comprise cash at banks and term deposits with original maturity of three months or less which are held within banks and carry interest at prevailing market rate of 0.01% to 1.90% (31 December 2022: 0.01% to 2.10%) per annum at 31 December 2023.

附註：

- i. 於2022年12月31日，銀行存款人民幣89,081,000元僅可用作本集團投資新奶牛場的資金，結餘於2023年已全部用完。
- ii. 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3.10%至3.55%(2022年12月31日：3.30%至3.55%)的現行市場利率計息。
- iii. 於2023年12月31日，現金及現金等價物包括銀行現金及存入銀行按現行市場利率每年0.01%至1.90%(2022年12月31日：0.01%至2.10%)計息的原到期日為三個月或以內的定期存款。



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26. PLEDGED BANK DEPOSITS AND BANK BALANCES (continued)

The Group's pledged bank deposits and bank balances that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

26. 已質押銀行存款及銀行結餘(續)

以有關集團實體的功能貨幣以外的貨幣計值的本集團已質押銀行存款及銀行結餘載列如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
USD	美元	76,577	73,711
Euro ("EUR")	歐元(「歐元」)	419	378
HKD	港元	15,665	12,430
Australian dollar ("AUD")	澳元(「澳元」)	3,023	2,939



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27. TRADE AND OTHER PAYABLES

27. 應付貿易賬款及其他應付款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	1,373,517	2,064,492
Trade payables under supplier finance arrangements (Note i)	供應商融資安排下的應付貿易賬款(附註i)	3,022,045	84,486
Bills payables (Note ii)	應付票據(附註ii)	41,870	67,921
		4,437,432	2,216,899
Payable for acquisition of property, plant and equipment	購買物業、廠房及設備應付款項	481,547	277,694
Accrued staff costs	應計員工成本	358,533	314,268
Receipts in advance from disposal of dairy cows	就出售乳牛的預收款項	8,418	15,017
Guarantee deposit	保證金	159,955	123,742
Payables for acquisition of subsidiaries	收購附屬公司應付款項	29,101	263,536
Payables for acquisition of non-controlling interests	收購非控股權益應付款項	-	20,894
Dividends payable to non-controlling shareholders	應向非控股股東派付的股息	-	5,341
Others	其他	64,403	51,310
		5,539,389	3,288,701
Analysed as:	分析為：		
Current	即期	5,534,188	3,288,701
Non-current	非即期	5,201	-
		5,539,389	3,288,701



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27. TRADE AND OTHER PAYABLES (continued)

Notes:

- i. These supplier finance arrangements permit certain suppliers of the Group to be paid a discounted amount by certain financial companies earlier than the due date. As the arrangements do not permit the Group to extend payment terms from financial companies by paying financial companies later than the credit period which the Group would have paid its suppliers, the Group considers amounts payable to financial companies should be classified as trade payables. In the consolidated statement of cash flows, settlements of these trade payables are included within operating cash flows based on the nature of the arrangements.
- ii. Bills payables are with maturities within twelve months from the respective issuance dates.

The credit period granted by suppliers for trade purchases is generally within 180 days (2022: 120 days). The following is an aged analysis of trade payables based on invoice dates at the end of the reporting period:

27. 應付貿易賬款及其他應付款項(續)

附註：

- i. 該等供應商融資安排允許本集團若干供應商在到期日前由若干財務公司向其支付貼現金額。由於該等安排不允許本集團透過晚於本集團向其供應商付款的信貸期向財務公司付款以向財務公司獲得付款期延長，因此本集團認為應付財務公司的款項應分類為應付貿易賬款。於綜合現金流量表中，該等應付票據的結算根據安排的性質計入經營現金流量。
- ii. 應付票據於各自發行日期起計十二個月內到期。

供應商授予採購賬款的信貸期一般為180天(2022年：120天)。以下為根據發票日期於報告期末的應付貿易賬款的賬齡分析：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
within 120 days	120天以內	3,936,553	2,076,387
beyond 120 days but within 180 days	超過120天但180天以內	420,756	36,237
beyond 180 days but within 360 days	超過180天但360天以內	26,751	14,606
beyond 360 days but within 720 days	超過360天但720天以內	11,502	21,748
		4,395,562	2,148,978



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28. BANK BORROWINGS

28. 銀行借款

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Bank borrowings:	銀行借款：		
Unsecured	無抵押	5,949,895	7,071,053
Secured (Note)	有抵押(附註)	1,440,548	1,512,532
		7,390,443	8,583,585
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	2,206,484	4,831,164
Between one to two years	一年至兩年內	2,364,698	1,772,370
Between two to five years	兩年至五年內	2,634,750	1,453,997
Over five years	五年以上	184,511	526,054
		7,390,443	8,583,585
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示 一年內到期款項	(2,206,484)	(4,831,164)
		5,183,959	3,752,421

Note: Certain bank borrowings as at 31 December 2023 and 2022 were secured by property, plant and equipment, biological assets, trade receivables, bank deposits and equity interests in subsidiaries owned by the Group as set out in Notes 16, 22, 24, 26 and 47, respectively.

附註：於2023年及2022年12月31日的若干銀行借款由本集團擁有的物業、廠房及設備、生物資產、應收貿易賬款、銀行存款及於附屬公司的股權(分別載於附註16、22、24、26及47)作抵押。

The bank borrowings comprise:

銀行借款包括：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Fixed-rate borrowings	定息借款	6,233,012	7,050,995
Variable-rate borrowings	浮息借款	1,157,431	1,532,590
		7,390,443	8,583,585



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28. BANK BORROWINGS (continued)

In June 2020, the Company entered into a facility agreement with several banks, under which the Group was allowed to borrow USD200,000,000 loan from the banks at floating interest rate determined as LIBOR+1.65% per annum and the upfront fee amounted to USD3,600,000 (equivalent to RMB25,145,000). The Group withdrew USD200,000,000 (equivalent to RMB1,368,862,000) in 2020, partially repaid USD60,000,000 (equivalent to RMB387,612,000) in 2021 and repaid USD15,000,000 (equivalent to RMB103,359,000) in 2022, and repaid USD125,000,000 (equivalent to RMB865,500,000) in 2023, and the effective interest rate is 3.88% per annum (2022: 3.49%) as at 31 December 2023.

In February 2023, the Company entered into a facility agreement with several banks, under which the Group was allowed to borrow USD130,000,000 loan which will mature in February 2026 at floating interest rate determined as Secured Overnight Financing Rate (“SOFR”) +1.5% per annum and the upfront fee amounted to USD1,350,000. The Group withdrew the net borrowing of USD128,650,000 (equivalent to RMB890,773,000) after deduction of the upfront fee in March 2023, and repaid USD40,000,000 (equivalent to RMB282,232,000) in 2023, and the effective interest rate is 7.52% per annum as at 31 December 2023.

Save as set out above, the effective interest rates of the Group’s bank borrowings equal to contractual interest rates. The effective interest rates per annum are as follows:

		2023 2023年	2022 2022年
Fixed-rate borrowings	定息借款	1.65%-8.16%	1.65%-8.16%
Variable-rate borrowings	浮息借款	1.50%-6.85%	1.65%-6.85%

Interest rate of variable-rate borrowings are determined based on the benchmark lending rate and loan prime rate announced by the People’s Bank of China, the LIBOR and the SOFR.

28. 銀行借款(續)

於2020年6月，本公司與若干銀行訂立融資協議，據此，本集團獲准自銀行借入貸款200,000,000美元，每年按倫敦銀行同業拆息+1.65%的浮動利率及為數3,600,000美元(相當於人民幣25,145,000元)的前期付款計息。本集團於2020年提取200,000,000美元(相當於人民幣1,368,862,000元)，2021年部分償還60,000,000美元(相當於人民幣387,612,000元)、2022年償還15,000,000美元(相當於人民幣103,359,000元)及2023年償還125,000,000美元(相當於人民幣865,500,000元)，且2023年12月31日的實際年利率為3.88%(2022年：3.49%)。

於2023年2月，本公司與若干銀行訂立融資協議，據此，本集團獲准借入貸款130,000,000美元，將於2026年2月到期，每年按有抵押隔夜融資利率(「有抵押隔夜融資利率」)+1.5%的浮動利率及為數1,350,000美元的前期付款計息。本集團於2023年3月提取了經扣除前期付款後的借款淨額128,650,000美元(相當於人民幣890,773,000元)並於2023年償還40,000,000美元(相當於人民幣282,232,000元)，且2023年12月31日的實際年利率為7.52%。

除上述者外，本集團銀行借款的實際利率等同於合約利率。以下為實際年利率：

浮息借款的利率乃根據中國人民銀行公佈的貸款基準利率及貸款最優惠利率、倫敦銀行同業拆息及有抵押隔夜融資利率而釐定。



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28. BANK BORROWINGS (continued)

The Group's bank borrowings denominated in currency other than the functional currencies of the relevant group entities are set out below:

28. 銀行借款(續)

以有關集團實體的功能貨幣以外的貨幣計值的本集團銀行借款載列如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
USD	美元	636,807	1,048,268

29. OTHER BORROWINGS

29. 其他借款

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other borrowings:	其他借款：		
- From Mengniu (Note 46(c))	- 來自蒙牛(附註46(c))	255,998	35,785
- From a state-owned enterprise (Note i)	- 來自一間國有企業(附註i)	194,349	147,615
- Others	- 其他	96,878	110,419
		547,225	293,819
Unsecured	無抵押	531,807	268,403
Secured (Note ii)	有抵押(附註ii)	15,418	25,416
		547,225	293,819
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	353,251	22,704
Between one to two years	一年至兩年內	-	79,833
Between two to five years	兩年至五年內	5,418	43,667
Over five years	五年以上	188,556	147,615
		547,225	293,819
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示一年內到期款項	(353,251)	(22,704)
Amounts shown under non-current liabilities	非流動負債項下所示金額	193,974	271,115



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29. OTHER BORROWINGS (continued)

Notes:

- i: Pursuant to an investment agreement entered into between the Group and an enterprise owned by a local government of Inner Mongolia (the "SOE") in regard to the establishment of a target company, the SOE invested RMB172,431,000 and RMB47,291,000 respectively in 2022 and 2023 to the target company, the objective of which is to invest in newly constructed dairy farms in local area with certain conditions attaching to it. The SOE is entitled to a fixed return of 2% per annum from its investment and will not share any variable returns from the target company. The investment period for each individual dairy farm should not exceed 7 years from the date the amount is invested. Upon the end of the investment period the target company will withdraw the capital from the relevant farm and the Group is obliged to return the portion of investment amount to the SOE. In addition, the SOE has the right to request the Group to purchase its investment in the target company in any particular invested farm upon the occurrence of certain contingent events. The target company has been accounted for as a wholly-owned subsidiary of the Company and the investment from the SOE is regarded as borrowings granted to the Group in the consolidated financial statements to reflect the economic substance of the arrangement as the SOE does not expose to any risks or entitle to any rewards (including profit distribution) as equity holder of the target company but receives fixed return. The borrowings with preferential interest rate are initially measured at fair value based on prevailing market interest rate and the difference of RMB26,735,000 and RMB6,349,000 between proceeds received and the fair value of the loan on initial recognition is treated as government grants respectively in 2022 and 2023.
- ii: Certain other borrowings as at 31 December 2023 are secured by property, plant and equipment, leasehold lands and trade receivables owned by the Group as set out in Notes 16, 17 and 24, respectively.

Other than the borrowings set out in Note i above, the Group's other borrowings are loans with fixed interest rates from 3.35% to 7.65% (31 December 2022: 3.59% to 12.00%) per annum as at 31 December 2023.

29. 其他借款(續)

附註：

- i: 根據本集團與內蒙古地方政府所屬企業(「國有企業」)就設立目標公司簽訂的投資協議，國有企業於2022年及2023年分別向目標公司投資人民幣172,431,000元及人民幣47,291,000元，目的是在當地投資新建牧場並在其中附有若干條件。國有企業有權從其投資中獲得每年2%的固定回報，且不會分享目標公司的任何可變回報。單個牧場的投資期限不應超過自投資金額之日起計的7年。直至投資期結束，目標公司將從相關牧場撤資，本集團有義務將部分投資金額退還予國有企業。此外，在某些或然事件發生時，國有企業有權要求本集團購買其於目標公司在任何特定投資牧場的投資。目標公司已作為本公司的全資附屬公司入賬，來自國有企業的投資在綜合財務報表中被視為授予本集團的借款以反映該安排的經濟實質，因為國有企業不承擔任何風險，也不享有任何作為目標公司股東的回報(包括利潤分配)，而是獲得固定回報。優惠利率借款按現行市場利率的公平值進行初始計量，收到的所得款項與借款初始確認時的公平值之間的差額人民幣26,735,000元及人民幣6,349,000元於2022年及2023年分別作為政府補貼處理。
- ii: 於2023年12月31日的若干其他借款由本集團擁有的物業、廠房及設備、永久業權土地及應收貿易賬款(分別載於附註16、17及24)作抵押。

除上文附註i所載的借款外，本集團的其他借款為於2023年12月31日固定年利率為3.35%至7.65%(2022年12月31日：3.59%至12.00%)的貸款。



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30. SHORT TERM DEBENTURE

30. 短期融資券

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Short term debenture	短期融資券	-	100,522

On 15 November 2022, Modern Farming issued short term debenture at a principal amount of RMB100,000,000 with a term of three months, bearing a fixed interest rate of 4.00% per annum. The short term debenture was repaid in February 2023.

於2022年11月15日，現代牧業(集團)發行了短期融資券，其本金為人民幣100,000,000元，為期三個月，固定利率為每年4.00%。短期融資券在2023年2月償還。

31. LONG TERM BONDS

31. 長期債券

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	35,536	34,944
Between two to five years	兩年至五年內	3,523,467	3,458,072
		3,559,003	3,493,016
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示一年內到期款項	(35,536)	(34,944)
Amounts shown under non-current liabilities	非流動負債項下所示金額	3,523,467	3,458,072

On 15 July 2021, the Company issued bonds in an aggregate principal amount of USD500 million which will mature on 14 July 2026 (the "USD Bonds"). The net proceeds of the USD Bonds amounted to USD495,165,000 (equivalent to RMB3,200,760,000) after deducting the underwriting discounts and commissions. The USD Bonds bear interest at the rate of 2.125% per annum, payable semi-annually in arrears. The Company intended to use the proceeds from the USD Bonds for refinancing and general corporate purposes. The carrying amount repayable within one year at the balance sheet date represented interest payable.

於2021年7月15日，本公司發行本金總額為500百萬美元、將於2026年7月14日到期的債券(「美元債券」)。扣除包銷折扣及佣金後，美元債券的所得款項淨額為495,165,000美元(相當於人民幣3,200,760,000元)。美元債券按年利率2.125%計息，每半年支付一次。本公司擬將美元債券所得款項用於再融資及一般企業用途。於資產負債表日期的一年內應償還賬面值指應付利息。



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32. LEASE LIABILITIES

32. 租賃負債

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	238,925	111,392
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年的期間內	182,095	111,165
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年的期間內	459,817	272,505
Within a period of more than five years	超過五年的期間內	1,139,258	572,983
		2,020,095	1,068,045
Less: Amount due for settlement within 12 months shown under current liabilities	減：於流動負債項下列示 12個月內結算款項	(238,925)	(111,392)
Amount due for settlement after 12 months shown under non-current liabilities	於非流動負債項下列示 12個月後結算款項	1,781,170	956,653

The lease liabilities are measured at the present value of the lease payments that are not yet paid. The incremental borrowing rates applied to lease liabilities range from 3.22% to 5.90% (31 December 2022: from 3.38% to 5.90%) per annum as at 31 December 2023.

租賃負債按未支付的租賃付款現值計量。於2023年12月31日，就租賃負債所應用增量借款利率介乎每年3.22%至5.90%(2022年12月31日：介乎3.38%至5.90%)。

In May 2022, a subsidiary of the Group leases a parcel of land for the period from January 2022 to December 2024. According to the lease agreement, the total rent of RMB9,816,000 is borne by the local government. As such, no lease liabilities have been recognised for this lease. The fair value of the lease payments subsidised by the local government amounting to RMB9,371,000 at the commencement date was recognised as government grants and the same amount was included in the cost of right-of-use assets correspondingly.

2022年5月，本集團的一間附屬公司從2022年1月至2024年12月租賃了一塊土地。根據租賃協議，當地政府全部補貼了人民幣9,816,000元的總租金。因此，並無就此項租賃確認任何租賃負債。地方政府補貼的租賃付款在租賃期開始日的公平值為人民幣9,371,000元，被確認為政府補貼，相同金額相應計入使用權資產成本。



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33. OTHER LIABILITIES

33. 其他負債

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Provision for obligation to return dairy cows (Note i)	退還奶牛義務的撥備 (附註i)	92,242	-
Commitment to non-controlling interests (Note ii)	對非控股權益的承諾 (附註ii)	68,289	-
Litigation provision (Note 39(b))	訴訟撥備(附註39(b))	9,856	4,573
		170,387	4,573
Analysed as:	分析為：		
Current	流動	9,856	4,573
Non-current	非流動	160,531	-
		170,387	4,573



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33. OTHER LIABILITIES (continued)

Notes:

- i. In August 2021, the Group entered into an agreement with a third party (the “**Third Party**”) to lease certain dairy cows from the Third Party for a period of 20 years (the “**Lease Period**”). Pursuant to the agreement, the Group is required to return the dairy cows according to the agreed number and age composition in the agreement to the Third Party at the end of the Lease Period. On 30 September 2023, the leased dairy cows have been delivered to the Group, the provision for the obligation to return dairy cows of RMB96,276,000 has been recognised accordingly. During the year ended 31 December 2023, change in provision of the above obligation of RMB4,034,000 was recognised in profit or loss.
- ii. In December 2023, Modern Farming (Wuhe) Co., Ltd. (“**Modern Farming Wuhe**”, the then wholly-owned subsidiary of Modern Farming), Anhui Suida Rongyao Equity Investment Fund Partnership (Limited Partnership) (“**Anhui Suida**”) and Modern Farming entered into a capital injection agreement, pursuant to which Anhui Suida has agreed to subscribe for approximately 11.4% equity interest of Modern Farming Wuhe by way of capital injection in cash of RMB200 million. The capital injection was completed on 28 December 2023. The injection of capital from non-controlling interests contains liability components and equity component, which are classified separately in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. At the date of issue, the liability components, mainly represented the obligation to make up the corresponding shortfall to the extent that Anhui Suida is unable to exit its investment at the agreed amount through the sales of equity to a third party in the event of the specific circumstances and events of the agreement and the obligation to pay the dividends of Modern Farming Wuhe in respect of the years ending 31 December 2024 and 2025, are measured at fair values. The difference of RMB131,711,000 between the total capital injection of RMB200,000,000 and the fair value of the financial liabilities of RMB68,289,000 is recognised in equity at initial recognition.

33. 其他負債(續)

附註：

- i. 於2021年8月，本集團與第三方(「**第三方**」)訂立協議，向第三方租賃若干奶牛，為期20年(「**租賃期**」)。根據協議，本集團須於租賃期結束時向第三方退還協議中協定的數目及日齡構成的奶牛。於2023年9月30日，出租奶牛已交付予本集團，因此已確認退還奶牛義務的撥備人民幣96,276,000元。於截至2023年12月31日止年度，上述義務撥備變動人民幣4,034,000元已於損益中確認。
- ii. 於2023年12月，現代牧業(五河)有限公司(「**現代牧業五河**」，現代牧業(集團)當時的全資附屬公司)、安徽穗達榮耀股權投資基金合夥企業(有限合夥)(「**安徽穗達**」)與現代牧業(集團)訂立一份注資協議，據此安徽穗達以現金注資人民幣200百萬元的方式認購現代牧業五河股權的約11.4%。注資事項已於2023年12月28日完成。非控股權益注資包括了負債部分及權益部分，根據已訂合約安排的具體內容及金融負債與權益工具的定義單獨分類。於發行當日，負債部分主要為安徽穗達於發生協議中的特定情況及事件時無法透過向第三方出售股權的方式依約定金額退出投資時，需補足相應缺口的義務，而截至2024年及2025年12月31日止年度現代牧業五河的股息派付義務以公平值計量。總注資人民幣200,000,000元與金融負債公平值人民幣68,289,000元之間的差額人民幣131,711,000元於初始確認時於權益中確認。



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34. CONTRACT LIABILITIES

34. 合約負債

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Sales of raw milk	銷售原料奶	1,224	462
Sales of feeds	銷售飼料	25,424	42,742
		26,648	43,204

As at 1 January 2022, contract liabilities amounted to RMB5,343,000.

於2022年1月1日，合約負債為人民幣5,343,000元。

35. DEFERRED INCOME

35. 遞延收入

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current	即期	12,570	11,563
Non-current	非即期	209,663	205,533
		222,233	217,096



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35. DEFERRED INCOME (continued)

35. 遞延收入(續)

		Arising from government grants 政府補貼所產生 RMB'000 人民幣千元
Balance at 1 January 2022	於2022年1月1日的結餘	184,562
Addition	添置	111,040
Release to income	撥至收入	(78,506)
At 31 December 2022	於2022年12月31日	217,096
Addition	添置	94,719
Release to income	撥至收入	(89,582)
At 31 December 2023	於2023年12月31日	222,233

Deferred income represents government grants obtained in relation to (i) compensations of the capital expenditure incurred for addition of property, plant and equipment and right-of-use assets, which are recognised over the useful life of the related assets; (ii) the purchase of inventories, which are credited to the profit or loss over the periods in which the inventories were consumed and (iii) purchase of biological assets measured at fair value less costs to sell, which are credited to the profit or loss, when the conditions attaching to the government grant are met.

遞延收入指以下各項獲得的政府補貼：(i)購買額外物業、廠房及設備以及使用權資產的資本支出的補償(於有關資產的可使用年內確認)；(ii)購買存貨(於存貨消耗的期間內計入損益)及(iii)購買按其公平值減銷售成本計量的生物資產(於政府補貼所附條件滿足時計入損益)。



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36. SHARE CAPITAL AND RESERVES

Share capital

36. 股本及儲備

股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HKD'000 千港元
Ordinary shares of HKD0.10 each Authorised At 1 January 2022, 31 December 2022 and 2023	每股0.10港元的普通股 法定 於2022年1月1日、2022年及 2023年12月31日	10,000,000	1,000,000
Issued and fully paid At 1 January 2022, 31 December 2022 and 2023	已發行及繳足 於2022年1月1日、2022年及 2023年12月31日	7,915,662	791,566
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Presented as	呈列為	675,869	675,869



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36. SHARE CAPITAL AND RESERVES (continued)

Other reserve

36. 股本及儲備(續)

其他儲備

		Other reserve 其他儲備 RMB'000 人民幣千元 (Note) (附註)
Balance at 1 January 2022	於2022年1月1日的結餘	920,109
Equity transactions related to interest free intra-group loans	有關集團內部貸款的權益交易	2,859
At 31 December 2022	於2022年12月31日	922,968
Equity transactions related to interest free intra-group loans	有關集團內部貸款的權益交易	(1,727)
Injection of capital from non-controlling interests	非控股權益注資	(83,139)
At 31 December 2023	於2023年12月31日	838,102

Note: Other reserve mainly represented the contribution from the owners of the Company for the operation of the Group.

附註：其他儲備主要指本公司擁有人對本集團營運作出的出資。

Statutory reserve

In accordance with the articles of association of the subsidiaries established in the PRC and relevant PRC laws and regulations, these subsidiaries are required to transfer at least 10% of their profit after tax, which is determined in accordance with the Accounting Standards for Business Enterprises and Financial Regulations applicable in the PRC to a statutory reserve until the balance of such fund has reached 50% of the registered capital of the respective subsidiaries. Statutory reserve can only be used to offset accumulated losses or to increase capital of the relevant subsidiaries.

法定儲備

根據在中國設立的附屬公司的公司章程及中國相關法律法規，該等附屬公司須將至少10%的稅後利潤(根據適用於中國的企業會計準則和財務法規確定)轉入法定儲備，直至基金餘額達到各附屬公司註冊資本的50%。法定儲備僅可用於抵銷相關附屬公司的累計虧損或增加資本。



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37. RETIREMENT BENEFITS PLANS

The PRC employees of the Group are eligible members of the state-managed retirement benefit schemes operated by the government of the PRC. The employees of the PRC subsidiaries of the company are required to contribute in accordance with employee pension insurance requirements on monthly basis to the state-managed retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the state-managed retirement benefit schemes is to make the required contributions under the schemes.

Other subsidiaries in jurisdictions outside of the PRC contribute to statutory retirement plans on behalf of their employees which in many cases are managed by the government in those jurisdictions. Those subsidiaries make periodic contributions to the statutory retirement plans as required and contributions are generally determined as a percentage of employees' basic salaries or a fixed amount per employee per calendar year depending on laws and regulations of the jurisdiction.

At 31 December 2023 and 2022, the Group had no forfeited contributions under the above retirement benefit schemes which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2023 and 2022 under such schemes which may be used by the Group to reduce the contribution payable in future years.

The retirement benefit cost incurred are disclosed in Note 8.

37. 退休福利計劃

本集團的中國僱員為中國政府營辦的國家管理退休福利計劃的合資格成員。本公司於中國的附屬公司的員工須按員工養老保險的要求每月向國家管理退休福利計劃作出供款以撥付有關福利。本集團於國家管理退休福利計劃的唯一責任為根據有關計劃作出規定的供款。

中國以外司法權區的其他附屬公司代表其僱員向法定退休計劃供款，該等計劃在許多情況下由有關司法權區的政府管理。該等附屬公司按規定定期向法定退休計劃供款，供款一般按僱員基本薪金的百分比或每名僱員每個曆年的固定金額(視乎司法權區的法律及法規而定)釐定。

於2023年及2022年12月31日，本集團並無上述退休福利計劃項下被沒收的供款，本集團可能會使用該等供款來降低現有供款水平。根據該計劃，於2023年及2022年12月31日亦無可供本集團用於減少未來年度應付供款的被沒收供款。

產生的退休福利成本在附註8中披露。



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38. SHARE-BASED PAYMENT TRANSACTIONS

On 26 March 2018 (the “**Adoption Date**”), the Company adopted a share award scheme (the “**Share Award Scheme**”) to motivate and award the contribution of certain members of management and eligible employees of the Group. Subject to any early termination as may be determined by the board of directors, the Share Award Scheme is valid and effective for a period of 10 years commencing on the Adoption Date.

The shares to be awarded under the Share Award Scheme (the “**Award Shares**”) will be acquired by the Company through Dairy Fortune Limited (“**Dairy Fortune**”) which is 100% owned by Dairy Fortune (PTC) Limited (the “**Trustee**”) from the open market by cash contributed by the Group under the directions of the Company and will be held in trust for the relevant selected participants until such shares are vested. The maximum number of shares which may be purchased by the Trustee is set at no more than 1% of the number of issued ordinary shares of the Company at the preceding annual general meeting. Based on the trust arrangements among the Company, the sole shareholder of the Trustee and the Trustee, the Company is able to control the Trustee and its subsidiary, Dairy Fortune, pursuant to IFRS 10 *Consolidated Financial Statements*. Therefore, the Group accounts for the Trustee and Dairy Fortune as consolidated structured entities. The ordinary shares of the Company held by Dairy Fortune are accounted for as a debit to the Group’s reserve and are presented under the heading of “shares held under the Share Award Scheme” in the consolidated statement of changes in equity.

38. 以股份支付的付款交易

於2018年3月26日(「**採納日期**」)，本公司採納一項股份獎勵計劃(「**股份獎勵計劃**」)，以激勵及獎勵本集團若干管理層成員及合資格僱員的貢獻。除董事會可能釐定的任何提早終止外，股份獎勵計劃有效期十年，自採納日期起生效。

根據股份獎勵計劃將獎勵的股份(「**獎勵股份**」)由本公司透過Dairy Fortune (PTC) Limited(「**受託人**」)100%擁有的Dairy Fortune Limited(「**Dairy Fortune**」)按照本公司指示以本集團注資的現金從公開市場上收購，並將以信託方式為相關選定參與者持有，直至將有關股份歸屬。受託人可購入的股份數目上限設定為不得超過本公司於上一屆股東週年大會上已發行普通股數目的1%。根據本公司、受託人的唯一股東及受託人之間的信託安排，本公司根據國際財務報告準則第10號綜合財務報表能夠控制受託人及其附屬公司Dairy Fortune。因此，本集團將受託人及Dairy Fortune入賬列為綜合架構實體。Dairy Fortune所持本公司普通股入賬列為本集團儲備借記，並列示於綜合權益變動表的「股份獎勵計劃項下所持有的股份」項下。



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38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

During the current year, Dairy Fortune purchased 62,123,000 (2022: 9,200,000) ordinary shares from the open market at a total consideration of approximately HKD48,488,000 (equivalent to RMB44,470,000) (2022: HKD10,962,000 (equivalent to RMB9,073,000)). In addition, the Group retained a total number of 3,323,871 (2022: 4,112,062) vested shares as a consideration of approximately HKD3,357,000 (equivalent to RMB2,939,000) (2022: HKD5,222,000 (equivalent to RMB4,227,000)) for paying the individual income tax on behalf of those selected participants under the Share Award Scheme during the current year. The retained vested shares were considered as repurchase from those selected participants and the Group remits the cash value of the repurchased equity instruments to the tax authority on behalf of those selected participants to settle the individual income tax in relation to the share-based payment.

Share Award -i

On 25 March 2021, a total number of 23,200,000 Award Shares (“Share Award -i”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 11,600,000 Award Shares will be vested on 31 March 2022 (the “Award Shares A”), the remaining Award Shares of 11,600,000 will be vested on 31 March 2022 with one year lock-up period beginning from the vesting date (the “Award Shares B”).

The following table discloses movements of the Award Shares A and Award Shares B during the prior year:

Categories 類別	Outstanding as at 1 January 2022 於2022年 1月1日 尚未行使	Forfeited during the year 年內沒收	Vested during the year 年內歸屬	Outstanding as at 31 December 2022 於2022年 12月31日 尚未行使
	Award Shares A 獎勵股份A	10,348,000	(61,000)	(10,287,000)
Award Shares B 獎勵股份B	10,348,000	(61,000)	(10,287,000)	-
	20,696,000	(122,000)	(20,574,000)	-

38. 以股份支付的付款交易(續)

於本年度內，Dairy Fortune從公開市場購買62,123,000股普通股(2022年：9,200,000股)，總代價約為48,488,000港元(相當於人民幣44,470,000元(2022年：10,962,000港元(相當於人民幣9,073,000元)))。此外，本集團本年度根據股份獎勵計劃代該等選定參與者支付個人所得稅時，保留合共3,323,871股歸屬股份(2022年：4,112,062股)作為代價約3,357,000港元(相當於人民幣2,939,000元)(2022年：5,222,000港元(相當於人民幣4,227,000元))。保留的歸屬股份被視為從該等選定參與者回購，本集團代該等選定參與者將回購股權工具的現金價值寄回予以稅務機關，以結算與以股份支付的付款有關的個人所得稅。

股份獎勵 -i

於2021年3月25日，合共23,200,000股獎勵股份(「股份獎勵-i」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，11,600,000股獎勵股份將於2022年3月31日歸屬(「獎勵股份A」)，而餘下11,600,000股獎勵股份將於2022年3月31日歸屬，自歸屬日期起一年禁售期(「獎勵股份B」)。

下表披露獎勵股份A及獎勵股份B於上一年度的變動：

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38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Share Award -i (continued)

A total number of 20,574,000 shares of Award Shares A and Award Shares B were vested during the year ended 31 December 2022, and the difference of RMB3,530,000 between the share award reserve of RMB29,140,000 and shares held under the Share Award Scheme of RMB25,610,000 for the shares vested was recognised in retained earnings.

Share Award -ii

On 9 December 2021, a total number of 8,565,000 Award Shares (“Share Award -ii”) were granted to the selected participants. If certain performance and service conditions are met, out of the total shares granted, 4,282,500 Award Shares will be vested on 31 March 2022 (the “Award Shares C”). The remaining Award Shares of 4,282,500 will be vested on 31 March 2022 with one year lock-up period beginning from the vesting date (the “Award Shares D”).

The following table discloses movements of the Award Shares C and Award Shares D during the prior year:

Categories 類別		Outstanding	Forfeited	Vested	Outstanding
		as at 1 January 2022 於2022年 1月1日 尚未行使			during the year 年內沒收
Award Shares C	獎勵股份C	4,282,500	-	(4,282,500)	-
Award Shares D	獎勵股份D	4,282,500	-	(4,282,500)	-
		8,565,000	-	(8,565,000)	-

A total number of 8,565,000 shares of Award Shares C and Award Shares D were vested during the year ended 31 December 2022, and the difference of RMB2,026,000 between the share award reserve of RMB8,636,000 and shares held under the Share Award Scheme of RMB10,662,000 for the shares vested was recognised in retained earnings.

38. 以股份支付的付款交易 (續)

股份獎勵 -i (續)

於截至2022年12月31日止年度，合共20,574,000股獎勵股份A及獎勵股份B獲歸屬，股份獎勵儲備人民幣29,140,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣25,610,000元股份之間的差額金額人民幣3,530,000元於保留盈利確認。

股份獎勵 -ii

於2021年12月9日，合共8,565,000股獎勵股份(「股份獎勵-ii」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，4,282,500股獎勵股份將於2022年3月31日歸屬(「獎勵股份C」)。餘下4,282,500股獎勵股份將於2022年3月31日歸屬，自歸屬日期起一年禁售期(「獎勵股份D」)。

下表披露獎勵股份C及獎勵股份D於上一個年度的變動：

於截至2022年12月31日止年度，合共8,565,000股獎勵股份C及獎勵股份D獲歸屬，股份獎勵儲備人民幣8,636,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣10,662,000元股份之間的差額人民幣2,026,000元於保留盈利確認。



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38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Share Award –iii

On 12 April 2022, a total number of 52,549,000 Award Shares (“Share Award –iii”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 26,274,500 Award Shares will be vested on the first anniversary of the grant date (the “Award Shares E”), the remaining Award Shares of 26,274,500 will be vested on the second anniversary of the grant date (the “Award Shares F”).

The following table discloses movements of the Award Shares E and Award Shares F during the reporting period:

Categories		Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	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
Award Shares E	獎勵股份E	26,124,500	(535,500)	(25,589,000)	-
Award Shares F	獎勵股份F	26,124,500	(1,060,000)	-	25,064,500
		52,249,000	(1,595,500)	(25,589,000)	25,064,500

Categories		Outstanding as at 1 January 2022 於2022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	Outstanding as at 31 December 2022 於2022年 12月31日 尚未行使
Award Shares E	獎勵股份E	-	26,274,500	(150,000)	26,124,500
Award Shares F	獎勵股份F	-	26,274,500	(150,000)	26,124,500
		-	52,549,000	(300,000)	52,249,000

38. 以股份支付的付款交易 (續)

股份獎勵 –iii

於2022年4月12日，合共52,549,000股獎勵股份(「股份獎勵 –iii」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，26,274,500股獎勵股份將於授出日期的第一個週年歸屬(「獎勵股份E」)，而餘下26,274,500股獎勵股份將於授出日期的第二個週年歸屬(「獎勵股份F」)。

下表披露獎勵股份E及獎勵股份F於報告期間的變動：



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38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Share Award -iii (continued)

The fair values of Award Shares E and Award Shares F were HKD32,318,000 (equivalent to RMB26,304,000) and HKD32,318,000 (equivalent to RMB26,304,000), respectively, which were determined based on the market price of the Company's shares at the grant date.

A total number of 25,589,000 shares of Award Shares E were vested during the current year, and the difference of RMB4,870,000 between the share award reserve of RMB25,618,000 and shares held under the Share Award Scheme of RMB30,488,000 for the shares vested was recognised in retained earnings.

Share Award -iv

On 25 November 2022, a total number of 4,415,000 Award Shares ("Share Award -iv") were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 2,207,500 Award Shares will be vested on 12 April 2023 (the "Award Shares G"), the remaining Award Shares of 2,207,500 will be vested on 12 April 2024 (the "Award Shares H").

38. 以股份支付的付款交易 (續)

股份獎勵 -iii (續)

獎勵股份E及獎勵股份F的公平值分別為32,318,000港元(相當於人民幣26,304,000元)及32,318,000港元(相當於人民幣26,304,000元)，此乃根據本公司股份在授予日的市場價格釐定。

於本年度，合共25,589,000股獎勵股份E獲歸屬，股份獎勵儲備人民幣25,618,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣30,488,000元股份之間的差額人民幣4,870,000元於保留盈利確認。

股份獎勵 -iv

於2022年11月25日，合共4,415,000股獎勵股份(「股份獎勵-iv」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，2,207,500股獎勵股份將於2023年4月12日歸屬(「獎勵股份G」)，而餘下2,207,500股獎勵股份將於2024年4月12日歸屬(「獎勵股份H」)。



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38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Share Award –iv (continued)

The following table discloses movements of the Award Shares G and Award Shares H during the reporting period:

Categories 類別		Outstanding	Forfeited	Vested	Outstanding
		as at 1 January 2023 於2023年 1月1日 尚未行使			during the year 年內沒收
Award Shares G	獎勵股份G	2,207,500	(44,000)	(2,163,500)	-
Award Shares H	獎勵股份H	2,207,500	(77,500)	-	2,130,000
		4,415,000	(121,500)	(2,163,500)	2,130,000

Categories 類別		Outstanding	Granted	Forfeited	Outstanding
		as at 1 January 2022 於2022年 1月1日 尚未行使			during the year 年內授出
Award Shares G	獎勵股份G	-	2,207,500	-	2,207,500
Award Shares H	獎勵股份H	-	2,207,500	-	2,207,500
		-	4,415,000	-	4,415,000

The fair values of Award Shares G and Award Shares H were HKD2,075,000 (equivalent to RMB1,895,000) and HKD2,075,000 (equivalent to RMB1,895,000), respectively, which were determined based on the market price of the Company's shares at the grant date.

A total number of 2,163,500 shares of Award Shares G were vested during the current year, and the difference of RMB721,000 between the share award reserve of RMB1,857,000 and shares held under the Share Award Scheme of RMB2,578,000 for the shares vested was recognised in retained earnings.

38. 以股份支付的付款交易(續)

股份獎勵 –iv(續)

下表披露獎勵股份G及獎勵股份H於報告期間的變動：

獎勵股份G及獎勵股份H的公平值分別為2,075,000港元(相當於人民幣1,895,000元)及2,075,000港元(相當於人民幣1,895,000元)，此乃根據本公司股份在授予日的市場價格釐定。

於本年度，合共2,163,500股獎勵股份G獲歸屬，股份獎勵儲備人民幣1,857,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣2,578,000元股份之間的差額人民幣721,000元於保留盈利確認。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Share Award –v

On 28 April 2023, a total number of 69,882,000 Award Shares (“Share Award –v”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 34,941,000 Award Shares will be vested on the first anniversary of the grant date (the “Award Shares I”), the remaining Award Shares of 34,941,000 will be vested on the second anniversary of the grant date (the “Award Shares J”).

The following table discloses movements of the Award Shares I and Award Shares J during the reporting period:

Categories 類別		Outstanding	Granted	Forfeited	Outstanding
		as at 1 January 2023 於2023年 1月1日 尚未行使			during the year 年內授出
Award Shares I	獎勵股份I	-	34,941,000	(608,000)	34,333,000
Award Shares J	獎勵股份J	-	34,941,000	(608,000)	34,333,000
		-	69,882,000	(1,216,000)	68,666,000

The fair values of Award Shares I and Award Shares J were HKD33,893,000 (equivalent to RMB29,896,000) and HKD33,893,000 (equivalent to RMB29,896,000), respectively, which were determined based on the market price of the Company’s shares at the grant date.

38. 以股份支付的付款交易 (續)

股份獎勵 –v

於2023年4月28日，合共69,882,000股獎勵股份(「股份獎勵 –v」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，34,941,000股獎勵股份將於授出日期的第一個週年歸屬(「獎勵股份I」)，而餘下34,941,000股獎勵股份將於授出日期的第二個週年歸屬(「獎勵股份J」)。

下表披露獎勵股份I及獎勵股份J於報告期間的變動：

獎勵股份I及獎勵股份J的公平值分別為33,893,000港元(相當於人民幣29,896,000元)及33,893,000港元(相當於人民幣29,896,000元)，此乃根據本公司股份在授予日的市場價格釐定。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

38. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Share Award –v (continued)

A summary of the share award expense of the Group recognised during the reporting period is as follows:

38. 以股份支付的付款交易 (續)

股份獎勵 –v(續)

本集團於報告期內確認的股份獎勵開支概要如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Share Award –i	股份獎勵 –i	–	10,784
Share Award –ii	股份獎勵 –ii	–	6,727
Share Award –iii	股份獎勵 –iii	19,255	26,841
Share Award –iv	股份獎勵 –iv	2,641	598
Share Award –v	股份獎勵 –v	28,153	–
Total	總計	50,049	44,950



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION

Year ended 31 December 2023:

As detailed in Note 20, Aiyangniu, a non-wholly owned subsidiary of the Company, acquired 100% equity interests in Yunyangniu in April 2023 and since then Yunyangniu became a non-wholly owned subsidiary of the Company. This acquisition has been accounted for as acquisition of business using the acquisition method.

The Directors believe that the acquisition can further leverage the advantages of synergy between Yunyangniu and the Group as a leading dairy farming operator within the industrial chain and enhance the Group's capability to provide services on dairy farm-related information technology solutions and artificial intelligence of things solutions for agriculture and animal husbandry through the Group's existing ecological sharing platform to downstream customers.

Consideration transferred and goodwill arising on acquisition:

		RMB'000 人民幣千元
Cash consideration	現金代價	10,440
Add: fair value of the equity interest in Yunyangniu previously held by the Group	加：本集團之前持有雲養牛股權的公平值	8,640
Less: recognised amounts of net assets acquired	減：所收購資產淨值的確認金額	(8,608)
Goodwill arising on acquisition	收購時產生的商譽	10,472

Goodwill arose from the acquisition of Yunyangniu because the acquisition was expected to result in benefits of synergies, revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Goodwill arising on the acquisition is not expected to be deductible for tax purposes.

39. 業務合併

截至2023年12月31日止年度：

誠如附註20所詳述，本公司非全資附屬公司愛養牛於2023年4月收購雲養牛的全部股權，自此雲養牛成為本公司的非全資附屬公司。此收購事項已使用收購法入賬為業務收購。

董事相信，收購事項可進一步發揮雲養牛與本集團(作為奶業領軍企業)的產業鏈協同優勢，並通過本集團現有的生態共享平台，提升本集團為下游客戶提供農牧業牧場相關信息技術解決方案及人工智能物聯網解決方案服務的能力。

轉讓代價及收購產生的商譽：

收購雲養牛產生了商譽，因為預計收購將帶來協同效應、收入增長及未來市場發展的裨益。該等裨益不與商譽分開確認，因為不符合可辨認無形資產的確認標準。

預計收購事項產生的商譽均不可用於抵稅。



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綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION (continued)

Year ended 31 December 2023: (continued)

Assets acquired and liabilities recognised at the date of acquisition

39. 業務合併(續)

截至2023年12月31日止年度：(續)

於收購日期收購的資產及確認的負債

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	588
Right-of-use assets	使用權資產	1,408
Other intangible assets	其他無形資產	5,109
Inventories	存貨	54
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項	3,973
Bank balances and cash	銀行結餘及現金	8,761
Trade and other payables	應付貿易賬款及其他應付款項	(10,098)
Lease liabilities	租賃負債	(1,187)
		8,608

The receivables acquired with a fair value of RMB1,421,000 at the date of acquisition had gross contractual amounts of RMB1,421,000. At acquisition date, it is estimated that there are no contractual cash flows that will not be collected.

所收購的應收款項於收購日期的公平值為人民幣1,421,000元，其合約總額為人民幣1,421,000元。估計於收購日期並無不能收取的合約現金流量。

Net cash outflow on acquisition of Yunyangniu

收購雲養牛的現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	10,440
Less: cash and cash equivalents acquired	減：取得的現金及現金等價物	(8,761)
		1,679



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION (continued)

Year ended 31 December 2023: (continued)

Impact of acquisition on the results of the Group

Included in the profit for the year is loss of RMB4,995,000 incurred by Yunyangniu. Revenue for the year included RMB15,126,000 from Yunyangniu.

Had the acquisition of Yunyangniu been completed on 1 January 2023, revenue for the year of the Group would have been RMB13,458,310,000 and profit for the year would have been RMB183,380,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2023, nor is it intended to be a projection of future results.

In determining the 'pro-forma' profit of the Group had Yunyangniu been acquired at the beginning of the current year, the Directors calculated depreciation of property, plant and equipment, right-of-use assets and other intangible assets based on the recognised amounts of property, plant and equipment, right-of-use assets and other intangible assets at the date of the acquisition.

39. 業務合併(續)

截至2023年12月31日止年度：(續)

收購事項對本集團業績的影響

年內溢利包括雲養牛產生的虧損人民幣4,995,000元。年內收入包括來自雲養牛的人民幣15,126,000元。

倘於2023年1月1日完成對雲養牛的收購，本集團的年內收入將為人民幣13,458,310,000元，而年內溢利將為人民幣183,380,000元。備考資料僅供說明之用，並不必然表示倘收購於2023年1月1日完成，本集團實際會實現的收入及經營業績，亦無意作為對未來業績的預測。

在釐定倘於本年度初已收購雲養牛的情況下本集團的「備考」溢利時，董事已根據物業、廠房及設備、使用權資產及其他無形資產於收購日期的已確認金額計算物業、廠房及設備、使用權資產及其他無形資產的折舊。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022:

During the year ended 31 December 2022, the Group has acquired certain subsidiaries as set out below. These acquisitions have been accounted for as acquisition of businesses using the acquisition method.

Consideration transferred and goodwill arising on acquisition:

		Mufeng 牧豐	Yilei 伊磊	Aiyangniu 愛養牛	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
		(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)	
Purchase consideration	購買代價	105,486	66,000	287,775	459,261
Plus: non-controlling interests	加：非控股權益	53,189	4,583	18,709	76,481
Less: recognised amounts of net assets acquired	減：所收購資產淨值的 確認金額	(110,810)	(22,916)	(74,837)	(208,563)
Goodwill arising on acquisition	收購產生的商譽	47,865	47,667	231,647	327,179

These acquired subsidiaries are principally engaged in business of dairy farming and sale of feedstuffs, additives and veterinary medicine. These acquisitions were made as part of the Group's strategy to strengthen its position in dairy farming industry, and further leverage the industrial chain synergy advantages.

39. 業務合併(續)

截至2022年12月31日止年度：

於截至2022年12月31日止年度，本集團已收購下列若干附屬公司。該等收購事項已使用收購法入賬為業務收購。

轉讓代價及收購產生的商譽：

該等被收購的附屬公司主要從事奶牛養殖以及飼料、添加劑及獸藥銷售業務。作出的該等收購行動屬於本集團加強其在奶牛養殖行業的地位、進一步發揮產業鏈協同優勢的戰略的一部分。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022: (continued)

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Notes:

(a) Acquisition of Dengkou Jinmahu Mufeng Dairy Farming Co., Ltd. ("Mufeng")

Modern Farming acquired 52% equity interests in Mufeng on 21 March 2022.

Acquisition-related costs amounting to RMB372,000 have been excluded from the consideration transferred and have been recognised as an expense in 2022.

Assets acquired and liabilities recognised at the date of acquisition

39. 業務合併(續)

截至2022年12月31日止年度：(續)

預計該等收購事項產生的商譽均不可用於抵稅。

附註：

(a) 收購磴口縣金馬湖牧豐奶牛養殖有限公司(「牧豐」)

現代牧業(集團)於2022年3月21日收購牧豐的52%股權。

收購相關成本人民幣372,000元不計入轉讓代價，並已於2022年確認為開支。

於收購日期收購的資產及確認的負債

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	85,864
Right-of-use assets	使用權資產	4,075
Other intangible assets	其他無形資產	296
Biological assets	生物資產	207,881
Inventories	存貨	35,442
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項	30,647
Bank balances and cash	銀行結餘及現金	271
Pledged bank deposits	已質押銀行存款	1,000
Trade and other payables	應付貿易賬款及其他應付款項	(128,299)
Bank borrowings	銀行借款	(74,680)
Other borrowings	其他借款	(48,193)
Lease liabilities	租賃負債	(3,494)
		110,810

The receivables acquired with a fair value of RMB28,215,000 at the date of acquisition had gross contractual amounts of RMB28,215,000. At acquisition date, it is estimated that there are no contractual cash flows that will not be collected.

所收購的應收款項於收購日期的公平值為人民幣28,215,000元，其合約總額為人民幣28,215,000元。估計於收購日期並無不能收取的合約現金流量。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022: (continued)

Notes: (continued)

(a) Acquisition of Dengkou Jinmahu Mufeng Dairy Farming Co., Ltd. ("Mufeng") (continued)

Non-controlling interests

The non-controlling interests of 48% equity interests in Mufeng recognised at the acquisition date amounted to RMB53,189,000 was measured by reference to the proportionate share of recognised amounts of net assets of Mufeng.

Goodwill arising on acquisition

Goodwill arose from the acquisition of Mufeng because the acquisition was expected to result in benefits of synergies, revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Net cash outflow on acquisition of Mufeng

39. 業務合併(續)

截至2022年12月31日止年度：(續)

附註：(續)

(a) 收購磴口縣金馬湖牧豐奶牛養殖有限公司(「牧豐」)(續)

非控股權益

於收購日期確認牧豐48%股權的非控股權益為人民幣53,189,000元，乃參照牧豐資產淨值確認金額的比例計量。

收購產生的商譽

收購牧豐產生了商譽，因為預計收購將帶來協同效應、收入增長及未來市場發展的裨益。該等裨益不與商譽分開確認，因為不符合可辨認無形資產的確認標準。

收購牧豐的現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	105,486
Less: cash and cash equivalents acquired	減：取得的現金及現金等價物	(271)
		105,215



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39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022: (continued)

Notes: (continued)

(b) Acquisition of Datong Yilei Second Animal Husbandry Co., Ltd. ("Yilei")

Modern Farming acquired 80% equity interests in Yilei on 6 May 2022.

Acquisition-related costs amounting to RMB462,000 have been excluded from the consideration transferred and have been recognised as an expense in 2022.

Assets acquired and liabilities recognised at the date of acquisition

39. 業務合併(續)

截至2022年12月31日止年度：(續)

附註：(續)

(b) 收購大同伊磊二牧牧業有限公司(「伊磊」)

現代牧業(集團)於2022年5月6日收購伊磊的80%股權。

收購相關成本人民幣462,000元不計入轉讓代價，並已於2022年確認為開支。

於收購日期收購的資產及確認的負債

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	10,194
Right-of-use assets	使用權資產	92,040
Biological assets	生物資產	121,370
Inventories	存貨	31,094
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項	44,339
Bank balances and cash	銀行結餘及現金	3,498
Trade and other payables	應付貿易賬款及其他應付款項	(102,820)
Other liabilities (Note)	其他負債(附註)	(4,573)
Bank borrowings	銀行借款	(57,043)
Other borrowings	其他借款	(24,185)
Lease liabilities	租賃負債	(90,998)
		22,916

Note: Yilei has been the respondent of an ongoing arbitration proceeding, the claimant accused that Yilei failed to supply goods to it in accordance with the terms of contract and the claimed compensation was approximately RMB43,313,000. Provisions of RMB4,573,000 was recognised under other liabilities in respect of this ongoing arbitration at the date of acquisition. Yilei had received a conclusive arbitral award from the arbitration commission during the current year and an additional provision of RMB5,283,000 was recognised in profit or loss.

The receivables acquired with a fair value of RMB42,742,000 at the date of acquisition had gross contractual amounts of RMB42,742,000. At acquisition date, it is estimated that there are no contractual cash flows that will not be collected.

附註：伊磊是一項正在進行的仲裁程序的被申請人，當中申索人控訴伊磊未能按照合約條款向其供應貨物，被要求的賠償為約人民幣43,313,000元。已於收購日期就本次進行中仲裁於其他負債項下確認撥備人民幣4,573,000元。伊磊於本年度已收到仲裁委員會的最終仲裁裁決，額外撥備人民幣5,283,000元計入損益。

所收購的應收款項於收購日期的公平值為人民幣42,742,000元，其合約總額為人民幣42,742,000元。估計於收購日期並無不能收取的合約現金流量。



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39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022: (continued)

Notes: (continued)

(b) Acquisition of Datong Yilei Second Animal Husbandry Co., Ltd. ("Yilei") (continued)

Non-controlling interests

The non-controlling interests of 20% equity interests in Yilei at the acquisition date amounted to RMB4,583,000 was measured by reference to the proportionate share of recognised amounts of net assets of Yilei.

Goodwill arising on acquisition

Goodwill arose on the acquisition of Yilei because of the expected enhancement of the Group's position in dairy farming industry and enhancement of operation efficiency. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Net cash outflow on acquisition of Yilei

Cash consideration	現金代價	66,000
Consideration payable	應付代價	(38,000)
Consideration paid	已付代價	28,000
Less: cash and cash equivalents acquired	減：取得的現金及現金等價物	(3,498)
		24,502

(c) Acquisition of Inner Mongolia Ai Yang Niu Technology Co., Ltd. ("Aiyangniu")

Pursuant to the Company's announcement dated 15 March 2022, Modern Farming entered into an equity transfer agreement with certain sellers (the "Sellers") and Aiyangniu on 15 March 2022, pursuant to which the Sellers agreed to sell, and Modern Farming agreed to purchase, 75% equity interests in Aiyangniu at a total consideration of RMB287,775,000. The above transaction constituted a connected transaction of the Company and was completed on 28 June 2022.

Acquisition-related costs in relation to the acquisition of Aiyangniu amounting to RMB2,331,000 have been excluded from the consideration transferred and have been recognised as an expense in 2022.

39. 業務合併(續)

截至2022年12月31日止年度：(續)

附註：(續)

(b) 收購大同伊磊二牧牧業有限公司(「伊磊」)(續)

非控股權益

於收購日期確認伊磊20%股權的非控股權益為人民幣4,583,000元，乃參照伊磊資產淨值確認金額的比例計量。

收購產生的商譽

收購伊磊產生了商譽，是因為預期會提升本集團在奶牛養殖行業的地位及提高經營效率。該等裨益不與商譽分開確認，因為不符合可辨認無形資產的確認標準。

收購伊磊的現金流出淨額

	RMB'000 人民幣千元
Cash consideration	66,000
Consideration payable	(38,000)
Consideration paid	28,000
Less: cash and cash equivalents acquired	(3,498)
	24,502

(c) 收購內蒙古愛養牛科技有限公司(「愛養牛」)

根據本公司日期為2022年3月15日的公告，現代牧業(集團)與若干賣方(「賣方」)及愛養牛於2022年3月15日訂立股權轉讓協議，據此，賣方同意出售而現代牧業(集團)同意購買愛養牛的75%股權，總代價為人民幣287,775,000元。上述交易構成本公司的關連交易並於2022年6月28日完成。

與收購愛養牛有關的收購相關成本人民幣2,331,000元不計入轉讓代價，並已於2022年確認為開支。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022: (continued)

Notes: (continued)

(c) Acquisition of Inner Mongolia Ai Yang Niu Technology Co., Ltd. ("Aiyangniu") (continued)

Assets acquired and liabilities recognised at the date of acquisition

39. 業務合併(續)

截至2022年12月31日止年度：(續)

附註：(續)

c) 收購內蒙古愛養牛科技有限公司(「愛養牛」)(續)

於收購日期收購的資產及確認的負債

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	1,692
Right-of-use assets	使用權資產	3,456
Other intangible assets	其他無形資產	37,285
Inventories	存貨	20,032
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項	136,083
Deferred tax assets	遞延稅項資產	345
Bank balances and cash	銀行結餘及現金	19,473
Pledged bank deposits	已質押銀行存款	4,454
Trade and other payables	應付貿易賬款及其他應付款項	(111,066)
Tax payable	應課稅項	(4,177)
Bank borrowings	銀行借款	(22,721)
Lease liabilities	租賃負債	(3,456)
Deferred tax liabilities	遞延稅項負債	(6,563)
		74,837

The receivables acquired from Aiyangniu with a fair value of RMB129,678,000 at the date of acquisition had gross contractual amounts of RMB130,191,000. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to RMB513,000.

Non-controlling interests

The non-controlling interests of 25% equity interests in Aiyangniu recognised at the acquisition date amounted to RMB18,709,000 was measured by reference to the proportionate share of recognised amounts of net assets of Aiyangniu.

Goodwill arising on acquisition

Aiyangniu is mainly engaged in feed business. Goodwill arose on the acquisition of Aiyangniu because the acquisition was expected to leverage the industrial chain synergy advantages. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

愛養牛在所收購應收款項於收購日期的公平值為人民幣129,678,000元，其合約總額為人民幣130,191,000元。預期收不回的合約現金流量於收購日期的最佳估計為人民幣513,000元。

非控股權益

於收購日期確認愛養牛25%股權的非控股權益為人民幣18,709,000元，乃參照愛養牛資產淨值確認金額的比例計量。

收購產生的商譽

愛養牛主要從事飼料業務。收購愛養牛產生了商譽，是因為此次收購有望發揮產業鏈協同優勢。該等裨益不與商譽分開確認，因為不符合可辨認無形資產的確認標準。



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39. BUSINESS COMBINATION (continued)

Year ended 31 December 2022: (continued)

Notes: (continued)

- (c) Acquisition of Inner Mongolia Ai Yang Niu Technology Co., Ltd. ("Aiyangniu") (continued)
Net cash outflow on acquisition of Aiyangniu

39. 業務合併(續)

截至2022年12月31日止年度：(續)

附註：(續)

- c) 收購內蒙古愛養牛科技有限公司(「愛養牛」)(續)
收購愛養牛的現金流出淨額

RMB'000
人民幣千元

Purchase consideration	購買代價	287,775
Less: cash and cash equivalents acquired	減：取得的現金及現金等價物	(19,473)
		268,302

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 December 2022 is profit of RMB21,252,000, loss of RMB3,783,000, and profit of RMB15,731,000 attributable to the additional business generated by Mufeng, Yilei, and Aiyangniu, respectively. Revenue for the year ended 31 December 2022 included RMB149,926,000, RMB65,902,000 and RMB497,754,000 generated from Mufeng, Yilei and Aiyangniu, respectively.

Had the acquisition of Mufeng, Yilei and Aiyangniu, been completed on 1 January 2022, revenue for the year ended 31 December 2022 of the Group would have been RMB12,374,630,000, RMB12,329,813,000 and RMB12,670,422,000, respectively and profit for the year ended 31 December 2022 would have been RMB582,570,000, RMB576,219,000 and RMB597,150,000, respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2022, nor is it intended to be a projection of future results.

In determining the 'pro-forma' profit of the Group had Mufeng, Yilei and Aiyangniu been acquired on 1 January 2022, the Directors calculated depreciation of property, plant and equipment, right-of-use assets and other intangible assets based on the recognised amounts of property, plant and equipment, right-of-use assets and other intangible assets at the date of the acquisition.

收購事項對本集團業績的影響

截至2022年12月31日止年度的溢利已包括牧豐、伊磊及愛養牛產生的新增業務分別應佔的溢利人民幣21,252,000元、虧損人民幣3,783,000元及溢利人民幣15,731,000元。截至2022年12月31日止年度的收入包括牧豐、伊磊及愛養牛分別產生的人民幣149,926,000元、人民幣65,902,000元及人民幣497,754,000元。

倘於2022年1月1日完成收購牧豐、伊磊及愛養牛，本集團截至2022年12月31日止年度的收入將分別為人民幣12,374,630,000元、人民幣12,329,813,000元及人民幣12,670,422,000元，而截至2022年12月31日止年度的溢利將分別為人民幣582,570,000元、人民幣576,219,000元及人民幣597,150,000元。備考資料僅供說明之用，並不必然表示倘收購於2022年1月1日完成，本集團實際會實現的收入及經營業績，亦無意作為對未來業績的預測。

在釐定倘於2022年1月1日已收購牧豐、伊磊及愛養牛的情況下本集團的「備考」溢利時，董事已根據物業、廠房及設備、使用權資產及其他無形資產於收購日期的已確認金額計算物業、廠房及設備、使用權資產及其他無形資產的折舊。



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40. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which mainly includes bank borrowings, other borrowings, short term debenture, long term bonds and lease liabilities as disclosed in Notes 28, 29, 30, 31 and 32 respectively, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital, share premium and reserves.

The Group's management reviews the capital structure on a regular basis. As part of the review, the management considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the issues of new shares and the issue of new debt or the redemption of existing debt.

40. 資本風險管理

本集團的資金管理旨在確保本集團旗下實體的持續經營能力，同時透過優化債務及股本結餘為利益相關者謀求最大回報。本集團的整體策略較去年保持不變。

本集團的資本架構由債務淨額(主要包括銀行借款、其他借款、短期融資券、長期債券及租賃負債(分別披露於附註28、29、30、31及32)，扣除銀行結餘及現金)及本公司擁有人應佔權益(包括已發行股本、股份溢價及儲備)組成。

本集團的管理層定期檢討資本架構。作為檢討的一環，管理層會考慮資本成本及各類資本涉及的風險。本集團透過發行新股份及發行新債務或贖回現有債務等方式保持整體資本架構的平衡。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS

Categories of financial instruments

41. 金融工具

金融工具類別

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets:			
Financial assets at amortised cost	金融資產： 按攤銷成本計量的金融資產	4,416,379	4,387,573
Equity instruments at FVTOCI	按公平值計入其他全面收入的 權益工具	57,342	106,229
Derivative financial instruments	衍生金融工具	118,451	41,356
Financial liabilities:			
Financial liabilities at amortised cost	金融負債： 按攤銷成本計量的金融負債	16,661,463	15,417,637
Derivative financial instruments	衍生金融工具	20,359	58,034
Commitment to non-controlling interests	對非控股權益的承諾	68,289	-

Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, trade and other receivables, pledged bank deposits, bank balances, trade and other payables, bank borrowings, other borrowings, long term bonds, short term debenture, derivative financial instruments and certain other liabilities. Details of these financial instruments are disclosed in the respective notes.

The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

金融風險管理的目標及政策

本集團的主要金融工具包括按公平值計入其他全面收入的權益工具、應收貿易賬款及其他應收款項、已質押銀行存款、銀行結餘、應付貿易賬款及其他應付款項、銀行借款、其他借款、長期債券、短期融資券、衍生金融工具及若干其他負債。該等金融工具的詳情於各項附註中披露。

該等金融工具涉及的風險包括市場風險(貨幣風險、利息風險及其他價格風險)、信貸風險及流動資金風險。下文載有如何降低有關風險的政策。管理層會監管有關風險，確保及時有效地採取相應措施。



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41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Market risk

(i) Currency risk

As at the end of the reporting period, the Group had the following major monetary items and intra-group balances denominated in foreign currency:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
USD denominated items	美元計值項目		
- pledged bank deposits and bank balances	- 已質押銀行存款以及銀行結餘	76,577	73,711
- bank borrowings	- 銀行借款	(636,807)	(1,048,268)
- long term bonds	- 長期債券	(3,559,003)	(3,493,016)
- intra-group balances	- 集團內結餘	(102,412)	112,644

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into foreign currency forward contracts, foreign currency option contracts or CFCCS, when necessary, to manage its foreign exchange exposure.

Sensitivity analysis

2023: 2% (2022: 2%) is the sensitivity rate changes which represented management's assessment of the reasonably possible change in foreign exchange rates.

41. 金融工具(續)

金融風險管理的目標及政策(續)

市場風險

(i) 貨幣風險

截至報告期末，本集團擁有以下以外幣計值的主要貨幣項目及集團內部結餘：

本集團通過定期審查外匯風險淨額，並可能訂立外幣遠期合約、外幣期權合約或CFCCS(如需要)，以管理其外匯風險。

敏感度分析

於2023年，2%(2022年：2%)的敏感率變動代表管理層對外匯匯率合理可能變動的評估。



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41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Market risk (continued)

(i) Currency risk (continued)

Sensitivity analysis (continued)

The Group was primarily subject to foreign currency risk from the movement of the exchange rates between RMB against USD. The sensitivity analysis below includes USD denominated monetary items that are not associated with a foreign currency forward contract, a foreign currency option contract or CFCCS, as the Group uses these derivative contracts as an economic hedge of its currency risk on USD denominated monetary items and its net exposure to variability in changes in foreign currency rate is insignificant. At the end of the reporting period, if the exchange rate had been strengthened in RMB against USD by 2% and all other variables were held constant, the Group's post-tax profit for the reporting period would increase/(decrease) as follow:

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
	517	(3,724)

For a 2% weakening of the RMB against USD, there would be an equal and opposite impact on the post-tax profit.

41. 金融工具(續)

金融風險管理的目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

本集團主要面臨來自人民幣兌美元匯率波動的外幣風險。以下敏感度分析包括與外幣遠期合約、外幣期權合約或CFCCS無關的以美元計值的貨幣項目，因為本集團使用該等衍生工作合約作為其美元計值貨幣項目的貨幣風險的經濟對沖且其對外幣匯率變動的風險淨額並不重大。於報告期末，倘人民幣兌美元升值2%，而所有其他可變因素維持不變，則本集團於報告期間的除稅後溢利將有如下增加/(減少)：

倘人民幣兌美元貶值2%，則將對除稅後溢利產生同等相反的影響。



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41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Market risk (continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to term deposits, fixed-rate bank borrowings, other borrowings, short term debenture, long term bonds and lease liabilities. The Group's cash flow interest rate risk is mainly due to fluctuations in the prevailing market interest rates on bank balances, pledged bank deposits and bank borrowings which carry interest at variable interest rates.

The Group manages its interest rate risk by performing regular reviews of the Group's net interest rate exposures and may enter into interest rate swap contracts, when necessary, to manage its interest rate exposure.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable interest rate bank borrowings that are not associated to an interest rate swap contract. Bank balances and pledged bank deposits are excluded from the sensitivity analysis since they are not considered sensitive to fluctuation in interest rate. The analysis is prepared assuming the variable interest rate bank borrowings outstanding at the end of the reporting period were outstanding for the whole year. A 50 (2022: 50) basis points increase or decrease represented management's assessment of the reasonably possible change in interest rates.

Sensitivity analysis

At the end of reporting period, if interest rates had been increased/decreased by 50 (2022: 50) basis points and all other variables were held constant, the Group's post-tax profit would have decreased/increased by RMB5,704,000 (2022: RMB2,272,000) for the current year.

41. 金融工具(續)

金融風險管理的目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團面臨與定期存款、定息銀行借款、其他借款、短期融資券、長期債券及租賃負債有關的公平值利率風險。本集團的現金流量利率風險主要來自銀行結餘、已質押銀行存款及按浮動利率計息銀行借款的現行市場利率波動。

本集團通過定期審查利率風險淨額，並可能訂立利率掉期合約(如需要)，以管理其利率風險。

以下敏感度分析乃根據與利率掉期合約無關的浮息銀行借款的利率風險釐定。由於銀行結餘及已質押銀行存款對利率波動並不敏感，故不在敏感度分析的考慮範圍內。該分析乃根據假設於報告期末仍未償還的浮息銀行借款於整個年度未償還而編製。50個基點(2022年：50個基點)的上下波幅代表管理層對合理可能發生的利率波動的評估。

敏感度分析

於報告期末，倘利率增加/減少50個基點(2022年：50個基點)，而所有其他可變因素維持不變，則本集團於本年度的除稅後溢利將減少/增加人民幣5,704,000元(2022年：人民幣2,272,000元)。



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41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Market risk (continued)

(iii) Other price risk

The Group is exposed to equity price risk mainly through its investments in listed equity securities measured at FVTOCI.

Sensitivity analysis

The sensitivity analysis has been determined based on the exposure to the fair value of equity price risk at the reporting date.

If the prices of the investments in listed equity securities had been 10% (2022: 10%) higher/lower, the other comprehensive income would increase/decrease by RMB2,208,000 (2022: RMB6,746,000).

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group holds an insurance to credit risks of certain trade receivables of feeds. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances individually or collectively with appropriate groupings. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

41. 金融工具(續)

金融風險管理的目標及政策(續)

市場風險(續)

(iii) 其他價格風險

本集團主要因按公平值計入其他全面收入計量的上市權益證券投資而面對股本價格風險。

敏感度分析

敏感度分析乃根據面對的股本價格風險於報告日期的公平值而釐定。

倘上市權益證券投資的價格上漲／下跌10%(2022年：10%)，則其他全面收入將增加／減少人民幣2,208,000元(2022年：人民幣6,746,000元)。

信貸風險及減值評估

本集團面臨因對手方未能履行義務而給本集團造成經濟損失的最大信貸風險來自綜合財務狀況表所列的各項已確認金融資產的賬面值。本集團就飼料若干應收貿易賬款的信貸風險購有保險。本集團並無持有任何抵押品或其他信用增級措施以覆蓋與其金融資產相關的信用風險。

客戶合約產生之應收貿易賬款

為盡量降低信貸風險，本集團管理層已指定團隊負責決定信貸額度及信貸批核。接納任何新客戶前，本集團利用內部信貸評分系統對潛在客戶的信貸質素進行評估並且釐定其信貸額度。客戶應佔的限額與評級每年審閱兩次。已制定其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團按預期信貸虧損模式個別或通過適當分組集體地對貿易結餘進行減值評估。就此而言，董事認為本集團的信貸風險已大幅減少。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers

(continued)

The Group has concentration of credit risk as approximately 57.14% (31 December 2022: 52.06%) of total trade receivables as at 31 December 2023 was due from Customer A (31 December 2022: Customer A).

Bank balances and pledged bank deposits

The credit risks on pledged bank deposits and bank balances are limited because the counterparties are reputable banks with high credit ratings and/or authorised banks in the PRC.

Approximately 21%, 13% and 11% of total pledged bank deposits and bank balances were deposited in bank A, bank B and bank C respectively as at 31 December 2023 (31 December 2022: 20%, 15% and 14% of total pledged bank deposits and bank balances were deposited in bank C, bank D and bank A respectively).

Other receivables

The management makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2023, the Group recognised loss allowance of other receivables of RMB62,000(2022: RMB30,000).

Other than the concentration of credit risks of trade receivables, pledged bank deposits and bank balances mentioned above, the Group does not have any other significant concentration of credit risk.

41. 金融工具(續)

金融風險管理的目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生之應收貿易賬款(續)

本集團存在信貸風險集中的情況，原因為於2023年12月31日的應收貿易賬款總額中約57.14%(2022年12月31日：52.06%)為應收客戶A(2022年12月31日：客戶A)的款項。

銀行結餘及已質押銀行存款

已質押銀行存款及銀行結餘的信貸風險有限，原因為交易對手方為高信貸評級的信譽良好的銀行及／或中國的認可銀行。

於2023年12月31日，約21%、13%及11%的總已質押銀行存款及銀行結餘分別存於銀行A、銀行B及銀行C(2022年12月31日：20%、15%及14%的總已質押銀行存款及銀行結餘分別存於銀行C、銀行D及銀行A)。

其他應收款項

管理層基於歷史支付記錄、過往經驗以及合理及支持性前瞻性資訊對其他應收款項的可回收性作出定期個別評估。管理層相信，該等款項的信貸風險自初次確認後概無重大增加，且本集團已按12個月預期信貸虧損作出減值撥備。於截至2023年12月31日止年度，本集團確認其他應收款項虧損撥備人民幣62,000元(2022年：人民幣30,000元)。

除上述應收貿易賬款、已質押銀行存款及銀行結餘的信貸風險集中情況外，本集團並無任何其他重大信貸集中風險。



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Credit risk and impairment assessment (continued)

Other receivables (continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 應收貿易賬款	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約的風險較低，且並無任何逾期款項	Lifetime ECL - not credit-impaired 全期預期信貸虧損 - 無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 透過內部編製的資料或外部來源顯示信貸風險自初始確認以來顯著增加	Lifetime ECL - not credit-impaired 全期預期信貸虧損 - 無信貸減值	Lifetime ECL - not credit-impaired 全期預期信貸虧損 - 無信貸減值
Loss 損失	There is evidence indicating that the asset is credit-impaired 有證據顯示資產已發生信貸減值	Lifetime ECL - credit-impaired 全期預期信貸虧損 - 信貸減值	Lifetime ECL - credit-impaired 全期預期信貸虧損 - 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重的財務困難且本集團不認為日後可收回有關款項	Amount is written off 撇銷金額	Amount is written off 撇銷金額

41. 金融工具(續)

金融風險管理的目標及政策(續)

信貸風險及減值評估(續)

其他應收款項(續)

本集團內部信貸風險評級包括以下類別：



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Credit risk and impairment assessment (continued)

Other receivables (continued)

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

41. 金融工具(續)

金融風險管理的目標及政策(續)

信貸風險及減值評估(續)

其他應收款項(續)

下表詳列本集團根據預期信貸虧損評估的金融資產信貸風險：

	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount 2023	Gross carrying amount 2022
	附註	內部信貸評級	12個月或全期預期信貸虧損	賬面總值2023年	賬面總值2022年
				RMB'000	RMB'000
				人民幣千元	人民幣千元
Financial assets at amortised costs					
按攤銷成本計量的金融資產					
Pledged bank deposits	26	N/A	12m ECL	42,002	187,339
已質押銀行存款		不適用	12個月預期信貸虧損		
Bank balances	26	N/A	12m ECL	2,641,470	2,361,909
銀行結餘		不適用	12個月預期信貸虧損		
Other receivables	24	Low risk	12m ECL	196,238	192,857
其他應收款項		低風險	12個月預期信貸虧損		
Bills receivable	24	Low risk	12m ECL	6,657	14,268
應收票據		低風險	12個月預期信貸虧損		
Trade receivables (Note)					
應收貿易賬款(附註)					
- raw milk	24	Low risk	Lifetime ECL (individual assessment, not credit-impaired)	976,705	922,754
- 原料奶		低風險	全期預期信貸虧損(個別評估, 無信貸減值)		
- feeds	24	Low risk	Lifetime ECL (collective assessment, not credit-impaired)	538,412	710,411
- 飼料		低風險	全期預期信貸虧損(集體評估, 無信貸減值)		
- feeds	24	Loss	Lifetime ECL (individual assessment, credit-impaired)	34,002	-
- 飼料		損失	全期預期信貸虧損(個別評估, 信貸減值)		

Note: For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group performs impairment assessment under ECL model on trade receivables individually or collectively with appropriate groupings, of which these receivables are grouped based on shared credit risk characteristics by reference to past due information for the customers.

附註：就應收貿易賬款，本集團已應用國際財務報告準則第9號內的簡化方法以全期預期信貸虧損計量虧損撥備。本集團在預期信貸虧損模型下對應收貿易賬款進行個別或通過適當分組集體地(其中該等應收款項按照共同的信貸風險特徵參照客戶的過往逾期資料)進行減值評估。



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綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Credit risk and impairment assessment (continued)

Other receivables (continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

41. 金融工具(續)

金融風險管理的目標及政策(續)

信貸風險及減值評估(續)

其他應收款項(續)

下表列示根據簡化方法已確認應收貿易賬款於全期預期信貸虧損的變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	-	-	-
New financial assets originated:	源生的新金融資產：	1,965	-	1,965
As at 31 December 2022	於2022年12月31日	1,965	-	1,965
Changes for trade receivables recognised as at January 1, 2023:	於2023年1月1日確認的應收貿易賬款變動：			
Impairment loss recognised	已確認減值虧損	-	5,955	5,955
Transfer	轉移	(497)	497	-
Write-offs	撤銷	-	(74)	(74)
New financial assets originated:	源生的新金融資產：	-	11,261	11,261
As at 31 December 2023	於2023年12月31日	1,468	17,639	19,107

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

倘有資料顯示債務人面對嚴重財務困難且收回款項的機率不大(如債務人遭清盤或啟動破產程序，以較早者為準)，本集團將撤銷應收貿易賬款。



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綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Liquidity risk

The Group had net current liabilities of RMB1,594,681,000 as at 31 December 2023 (31 December 2022: RMB541,093,000). The Directors closely monitor the cash flows of the Group and, upon maturity, would arrange the renewal and refinancing of the borrowing facilities, when necessary, to ensure the Group has sufficient funds to enable the Group to meet its financial obligations. In addition, taking into account, (i) the available credit facilities of approximately RMB6,989,029,000 which remain unutilised as at 31 December 2023, of which an amount of RMB1,000,000,000 is from Inner Mongolia Mengniu, a subsidiary of Mengniu, and the remaining facilities are from licensed banks; (ii) the expected net cash inflows generated from the Group's operations for the next twelve months, the Directors are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

The Group finances their operations by using a combination of borrowings and equity. Adequate lines of credit, including a facility of RMB1,000,000,000 from Inner Mongolia Mengniu are maintained to ensure necessary funds are available when required. The Directors monitor the liquidity position of the Group on a periodical basis to ensure the availability of sufficient liquid funds to meet all obligations. With reference to the existing unutilised facilities, the Directors consider the liquidity and source of funds for the daily operation and capital expenditure are sufficient.

41. 金融工具(續)

金融風險管理的目標及政策(續)

流動資金風險

本集團於2023年12月31日的流動負債淨額為人民幣1,594,681,000元(2022年12月31日：人民幣541,093,000元)。董事密切監控本集團的現金流量狀況，並於到期時將會安排對銀行融資進行續期及再融資(如需要)，以確保本集團擁有充足的備用資金使本集團能夠應付其財務責任。此外，經考慮(i)於2023年12月31日的可供動用信貸融資約人民幣6,989,029,000元並未動用(其中人民幣1,000,000,000元來自內蒙古蒙牛(蒙牛的附屬公司)，剩餘融資來自持牌銀行)；(ii)未來十二個月本集團營運產生的預期現金流入淨額，董事信納本集團將能夠在可見將來在到期時充分履行其財務責任。

本集團結合借款及股權為其營運提供資金。為確保於有需要時可取得必需的資金，已備有充裕的信貸額(包括來自內蒙古蒙牛的融資人民幣1,000,000,000元)。董事定期監察本集團的流動資金水平，以確保可取得足夠的流動資金履行所有責任。經參考現有未動用融資，董事認為，日常經營及資本開支所需的流動資金及資金來源充足。



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41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial liabilities. The tables have been drawn up based on the undiscounted gross (inflows) and outflows on those derivatives that require gross settlement. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial liabilities is prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

41. 金融工具(續)

金融風險管理的目標及政策(續)

流動資金風險(續)

下表詳列本集團餘下非衍生金融負債的合約到期情況。該表根據本集團可能被要求支付的最早日期的金融負債未貼現現金流量而編製。表中金額包括利息及本金現金流量。倘利息流量為浮息利率，則未貼現金額由報告期末利率得出。

此外，下表詳列本集團就其衍生金融負債流動資金分析。該表的編製基準是該等需要總額結算的衍生工具的未貼現總(流入)及流出。倘應償還金額並未確定，所披露金額乃參考於報告期末時現有孳息曲線列示的預測利率而釐定。本集團衍生金融負債流動資金分析乃根據合約到期情況編製，由於管理層認為合約到期情況對瞭解衍生工具現金流量的時間至關重要。



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41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Liquidity risk (continued)

41. 金融工具(續)

金融風險管理的目標及政策(續)

流動資金風險(續)

		Interest rates	Within 180 days	181 days to 365 days	1-2 years	Over 2 years	Total undiscounted cash flows	Carrying amount
		利率	180天內	至365天內	1至2年	超過2年	現金流量總額	賬面值
		%	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
As at 31 December 2023	於2023年12月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易賬款及其他應付款項		4,563,322	596,269	2,081	3,120	5,164,792	5,164,792
Fixed interest rate bank borrowings	定息銀行借款	1.65-8.16	1,189,256	1,026,641	2,444,978	1,939,196	6,600,071	6,233,012
Variable interest rate bank borrowings	浮息銀行借款	1.50-6.85	42,340	100,796	80,706	1,103,883	1,327,725	1,157,431
Fixed interest rate other borrowings	定息其他借款	3.35-7.65	264,867	92,966	4,186	226,011	588,030	547,225
Fixed interest rate long term bonds	定息長期債券	2.13	38,463	38,045	76,299	3,693,948	3,846,755	3,559,003
Lease liabilities	租賃負債	3.22-5.90	180,683	65,817	194,127	2,390,058	2,830,685	2,020,095
Other liabilities	其他負債		-	-	9,109	10,650	19,759	19,759
			6,278,931	1,920,534	2,811,486	9,366,866	20,377,817	18,701,317
Derivatives-gross settlement	衍生工具 - 以總額結算							
Foreign currency option contracts	外幣期權合約							
- inflow	- 流入		-	-	-	(24,700)	(24,700)	(24,700)
- outflow	- 流出		-	-	-	42,042	42,042	42,042
Foreign currency forward contracts	外幣遠期合約							
- inflow	- 流入		(212,481)	-	-	-	(212,481)	(211,593)
- outflow	- 流出		215,511	-	-	-	215,511	214,610



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FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

41. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

Liquidity risk (continued)

41. 金融工具(續)

金融風險管理的目標及政策(續)

流動資金風險(續)

		Interest rates	Within 180 days	181 days to 365 days	1-2 years	Over 2 years	Total undiscounted cash flows	Carrying amount
		利率	180天內	至365天內	1至2年	超過2年	現金流量總額	賬面值
		%	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
As at 31 December 2022	於2022年12月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易賬款及其他應付款項		2,221,314	725,381	-	-	2,946,695	2,946,695
Fixed interest rate bank borrowings	定息銀行借款	1.65-8.16	1,872,524	1,718,037	1,779,113	2,045,188	7,414,862	7,050,995
Variable interest rate bank borrowings	浮息銀行借款	1.65-6.85	1,381,708	13,534	63,839	107,030	1,566,111	1,532,590
Fixed interest rate other borrowings	定息其他借款	3.59-12.00	10,161	13,328	83,143	198,166	304,798	293,819
Fixed interest short term debenture	定息短期融資券	4.00	101,000	-	-	-	101,000	100,522
Fixed interest rate long term bonds	定息長期債券	2.13	37,822	37,205	75,232	3,632,353	3,782,612	3,493,016
Lease liabilities	租賃負債	3.38-5.90	62,736	51,460	118,728	1,294,484	1,527,408	1,068,045
			5,687,265	2,558,945	2,120,055	7,277,221	17,643,486	16,485,682
Derivatives-gross settlement	衍生工具 - 以總額結算							
Foreign currency option contracts	外幣期權合約							
- inflow	- 流入		(15,964)	-	-	(23,679)	(39,643)	(39,643)
- outflow	- 流出		30,352	-	-	67,325	97,677	97,677

Note: The amounts included above for variable interest rate borrowings are subject to change if changes in variable interest rates differ from these estimates of interest rates determined at the end of the reporting period.

附註：倘浮動利率的變化與報告期末釐定的利率估計有差異，則上述浮息借款包括的金額會有所不同。



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42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

42. 融資活動所產生負債的對賬

下表詳列本集團融資活動所產生負債的變動，包括現金及非現金變動。融資活動所產生的負債為現金流量已經或未來現金流量將於本集團綜合現金流量表中分類為融資活動所產生的現金流量的該等負債。

		Bank borrowings (Note 28)	Long term bonds (Note 31)	Short term debenture (Note 30)	Other borrowings (Note 29)	Lease liabilities (Note 32)	Derivative financial instruments (Note 25)	Other liabilities - commitment to non-controlling interests (附註33)	Total
		銀行借款 (附註28)	長期債券 (附註31)	短期融資券 (附註30)	其他借款 (附註29)	租賃負債 (附註32)	衍生金融工具 (附註25)	其他負債—對非控股權益的承諾 (附註33)	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	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 2022	於2022年1月1日	4,666,016	3,191,719	-	637,004	567,512	48,551	-	9,110,802
Financing cash flows	融資現金流量	3,369,955	(69,723)	100,000	(427,483)	(93,127)	(24,417)	-	2,855,205
Acquired on business combination	業務合併時收購	154,444	-	-	72,378	97,948	-	-	324,770
New leases entered	新訂立租賃	-	-	-	-	496,207	-	-	496,207
Eliminated on termination of leases	終止租賃時撤銷	-	-	-	-	(37,335)	-	-	(37,335)
Foreign exchange	外匯	115,859	291,903	-	-	-	-	-	407,762
Interest expenses	利息開支	277,311	79,117	522	11,920	36,840	-	-	405,710
Fair value adjustments	公平值調整	-	-	-	-	-	(7,456)	-	(7,456)
At 31 December 2022	於2022年12月31日	8,583,585	3,493,016	100,522	293,819	1,068,045	16,678	-	13,555,665
Financing cash flows	融資現金流量	(1,541,884)	(73,829)	(101,508)	234,551	(166,543)	(34,806)	68,289	(1,615,730)
Acquired on business combination	業務合併時收購	-	-	-	-	1,187	-	-	1,187
New leases entered	新訂立租賃	-	-	-	-	1,046,490	-	-	1,046,490
Eliminated on termination of leases	終止租賃時撤銷	-	-	-	-	(1,486)	-	-	(1,486)
Foreign exchange	外匯	18,217	57,072	-	-	-	-	-	75,289
Interest expenses	利息開支	330,525	82,744	986	18,855	72,402	-	-	505,512
Fair value adjustments	公平值調整	-	-	-	-	-	(79,964)	-	(79,964)
At 31 December 2023	於2023年12月31日	7,390,443	3,559,003	-	547,225	2,020,095	(98,092)	68,289	13,486,963



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43. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2023, the Group entered into certain new lease agreements for the use of leased properties, lands, and farms. On the lease commencement, the Group recognised right-of-use assets of RMB1,046,490,000 (2022: RMB505,578,000), lease liabilities of RMB1,046,490,000 (2022: RMB496,207,000) and deferred income of nil (2022: RMB9,371,000), respectively.

In addition, during the year ended 31 December 2023, other receivable of RMB30,000,000 was offset by the same amount of consideration payable to the seller of Yilei according to the agreement.

During the year ended 31 December 2022, trade receivables of RMB38,961,000 was offset by the same amount of consideration payable to the seller of Zhongyuan Muye Company Limited (“**Zhongyuan**”) according to a supplementary agreement.

44. FAIR VALUE MEASUREMENTS

Fair value of the Group’s biological assets, financial assets and financial liabilities that are measured at fair value less costs to sell or fair value on a recurring basis

The Group’s biological assets are measured at fair value less costs to sell, certain financial instruments are measured at fair values at the end of each reporting period. The Directors have set up a valuation team, which is headed up by the chief financial officer of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market observable data to the extent it is available. Where Level 1 and Level 2 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The valuation team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The chief financial officer reports the valuation team’s findings to the Directors semi-annually to explain the cause of fluctuations in the fair value of the assets and liabilities.

43. 重大非現金交易

於截至2023年12月31日止年度，本集團訂立有關租賃物業、土地及牧場使用的若干新租賃協議。租賃開始時，本集團分別確認使用權資產、租賃負債及遞延收入人民幣1,046,490,000元（2022年：人民幣505,578,000元）、人民幣1,046,490,000元（2022年：人民幣496,207,000元）及零（2022年：人民幣9,371,000元）。

此外，於截至2023年12月31日止年度，其他應付款項人民幣30,000,000元被根據協議應付伊磊賣方的相同金額代價所抵銷。

於截至2022年12月31日止年度，應收貿易賬款人民幣38,961,000元被根據補充協議應付中元牧業有限公司（「**中元**」）賣方的相同金額代價所抵銷。

44. 公平值計量

按經常性基準以公平值減銷售成本或公平值計量的本集團生物資產、金融資產及金融負債的公平值

本集團的生物資產按公平值減出售成本計量，若干金融工具於各報告期末按公平值計量。董事已成立估值團隊，由本公司首席財務官領導，以釐定適當的估值技術及公平值計量的輸入數據。

估計資產或負債的公平值時，本集團使用可用市場可觀察數據。倘第一級及第二級的輸入數據不可用，本集團會委聘第三方合資格估值師進行估值。估值團隊與合資格外聘估值師緊密合作，為模型確立合適的估值方法及輸入數據。首席財務官每半年向董事呈報估值團隊的發現以闡釋資產及負債公平值波動的原因。



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44. FAIR VALUE MEASUREMENTS (continued)

Fair value of the Group's biological assets, financial assets and financial liabilities that are measured at fair value less costs to sell or fair value on a recurring basis (continued)

The following table gives information about how the fair values of these assets and liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Level 1, 2 and 3) based on the degree to which the inputs to the fair value measurements is observable.

Fair value hierarchy

44. 公平值計量(續)

按經常性基準以公平值減銷售成本或公平值計量的本集團生物資產、金融資產及金融負債的公平值(續)

下表提供有關根據公平值計量的輸入數據的可觀察程度如何釐定該等資產及負債的公平值(特別是所使用的估值方法及輸入數據), 及公平值計量所劃分的公平值級別水平(第二及三級)的資料。

公平值級別

Assets (liabilities)		Fair value as at 31 December 2023 於2023年 12月31日 的公平值 RMB'000 人民幣千元	Fair value as at 31 December 2022 於2022年 12月31日 的公平值 RMB'000 人民幣千元	Fair value hierarchy 公平值級別
Biological assets	生物資產	11,927,977	10,631,171	Level 3 第三級
Derivative financial instruments	衍生金融工具			
– Interest rate swaps	– 利率掉期	–	16,945	Level 2 第二級
– Foreign currency option contracts	– 外匯期權合約	–	5,257	Level 2 第二級
– Foreign currency forward contracts	– 外匯遠期合約	460	–	Level 2 第二級
– CFCCS	– CFCCS	117,991	19,154	Level 2 第二級
Equity instruments at FVTOCI	按公平值計入其他全面 收入的權益工具			
– Listed equity securities	– 上市權益證券	22,082	67,461	Level 1 第一級
– Unlisted equity investments	– 非上市權益投資	35,260	38,768	Level 3 第三級
Derivative financial instruments	衍生金融工具			
– Foreign currency option contracts	– 外匯期權合約	(17,342)	(58,034)	Level 2 第二級
– Foreign currency forward contracts	– 外匯遠期合約	(3,017)	–	Level 2 第二級
Other liabilities	其他負債			
– Commitment to non-controlling interests	– 對非控股權益的承諾	(68,289)	–	Level 3 第三級



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44. FAIR VALUE MEASUREMENTS (continued)

Valuation techniques used in fair value measurements

The following table shows the valuation techniques used in measuring level 2 and level 3 fair values, as well as the significant unobservable inputs used in the valuation models:

44. 公平值計量(續)

公平值計量使用的估值方法

下表列示計量第二級及第三級公平值時所用的估值方法，以及估值模型所用的重大不可觀察輸入數據：

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Foreign currency forward contracts 外幣遠期合約	Discounted cash flow 貼現現金流量 Future cash flows are estimated based on forward exchange rates (from observable exchange rate at the end of reporting period) and contracted exchange rates, discounted at a rate that reflects the credit risk of various counterparties. 未來現金流量乃根據遠期利率(來自報告期末的可觀察利率)及合約匯率估計，按反映多名對手方的信貸風險的利率貼現。	N/A 不適用	N/A 不適用
Foreign currency option contracts 外幣期權合約	Garman-Kohlhagen model Garman-Kohlhagen模型	N/A 不適用	N/A 不適用
Interest rate swaps 利率掉期	Discounted cash flow 貼現現金流量 Future cash flows are estimated based on forward interest rates (from observable interest rate at the end of reporting period) and contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties. 未來現金流量乃根據遠期利率(來自報告期末的可觀察利率)及合約利率估計，按反映多名對手方的信貸風險的利率貼現。	N/A 不適用	N/A 不適用



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44. FAIR VALUE MEASUREMENTS (continued)

Valuation techniques used in fair value measurements

(continued)

44. 公平值計量(續)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
CFCCS	Garman-Kohlhagen model and	N/A	N/A
CFCCS	Discounted cash flow Garman-Kohlhagen模型及貼現現金流量 Since it is fixed-to-fixed cross currency swap, future cash flows are estimated based on the contract. Different cash flows in different currencies are discounted via the corresponding curves, and netted into the same currency as at the valuation date. 由於是固定至固定的跨貨幣掉期，未來現金流量乃根據合約估計。不同貨幣的不同現金流量通過相應的曲線貼現，並在估值日以相同的貨幣淨額計算。	不適用	不適用
Unlisted equity investments 非上市權益投資	Market approach 市場法	Fair value is estimated based on value of comparable listed companies and discounted for lack of liquidity. 公平值乃按可資比較上市公司的價值作出估計及就流動性不足貼現。	An increase/decrease in the discount for lack of liquidity would result in a decrease/increase in the fair value measurement of the unquoted equity investments. 流動性不足貼現增加/減少可導致未報價權益投資公平值計量減少/增加。



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44. FAIR VALUE MEASUREMENTS (continued)

Valuation techniques used in fair value measurements

(continued)

44. 公平值計量(續)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Heifers and calves 小母牛及小牛	The fair value of 14 months old heifers is determined by reference to the local market selling price. 十四個月的小母牛公平值乃參考當地市場售價釐定。	Average local market selling prices of the heifers of 14 months old were estimated at RMB21,300 per head at 31 December 2023 (2022: RMB22,000). 於2023年12月31日，十四個月的小母牛的平均當地市場售價估計為每頭人民幣21,300元(2022年：人民幣22,000元)。	An increase in the estimated local market selling price used would result in an increase in the fair value measurement of the heifers and calves, and vice versa. 所用的估計當地市場售價增加將導致小母牛及小牛公平值計量增加，反之亦然。
	The fair values of heifers and calves at age- group less than 14 months are determined by subtracting the estimated feeding costs required to raise the cows from their respective age at the end of the reporting period to 14 months plus the margins that would normally be required by a raiser. Conversely, the fair values of heifers at age group older than 14 months are determined by adding the estimated feeding costs required to raise the heifers from 14 months old to their respective age at the end of the reporting period plus the margins that would normally be required by a raiser. 在小於十四個月的年歲組別的小母牛及小牛的公平值乃經減去將牛隻由其各自於報告期末的歲數培育至十四個月所須的估計飼養成本，加培育商一般所須利潤而釐定。相反地，在大於十四個月的年歲組別的小母牛的公平值乃經加上將小母牛由十四個月培育至其各自於報告期末的歲數所須的估計飼養成本，加培育商一般所須利潤而釐定。	Estimated average feeding costs per head plus margin that would normally be required by a raiser for heifers and calves younger than 14 months old are RMB17,869 at 31 December 2023 (2022: RMB19,287); average estimated feeding costs per head plus margin that would normally be required by a raiser for heifers older than 14 months old are RMB17,976 at 31 December 2023 (2022: RMB19,415). 於2023年12月31日，就小於十四個月的小母牛及小牛而言，每頭牛估計平均飼養成本加培育商一般所須利潤為人民幣17,869元(2022年：人民幣19,287元)；於2023年12月31日，就大於十四個月的小母牛而言，每頭牛平均估計飼養成本加培育商一般所須利潤為人民幣17,976元(2022年：人民幣19,415元)。	An increase in the estimated feeding costs plus the margin that would normally be required by a raiser used would result in an increase/decrease in the fair value measurement of the heifers and calves older/younger than 14 months old, and vice versa. 所用的估計飼養成本加培育商一般所須利潤增加將導致大於/小於十四個月的小母牛及小牛公平值計量增加/減少，反之亦然。



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44. FAIR VALUE MEASUREMENTS (continued)

Valuation techniques used in fair value measurements

(continued)

44. 公平值計量(續)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Milkable cows 奶牛	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. 奶牛公平值透過使用多期超額收益法(基於將由有關奶牛產生的貼現未來現金流量)釐定。	The estimated feed costs per kg of raw milk used in the valuation process range from RMB2.01 to RMB2.13 as at 31 December 2023 (2022: range from RMB2.13 to RMB2.30), based on the historical average feed costs per kg of raw milk after taking into consideration of inflation. 截至2023年12月31日止年度，估值過程中使用的每公斤原料奶估計飼養成本為人民幣2.01元至人民幣2.13元(2022年：人民幣2.13元至人民幣2.30元)，乃基於每公斤原料奶的歷史平均飼養成本並計及通貨膨脹釐定。	An increase in the estimated feed costs per kg of raw milk used would result in a decrease in the fair value measurement of the milkable cows, and vice versa. 所用的每公斤原料奶估計飼養成本增加可導致奶牛公平值計量下降，反之亦然。
		A milkable cow could have as many as six lactation cycles. Estimated average daily milk yield at each lactation cycle ranges from 33.50 kg to 35.70 kg as at 31 December 2023 (2022: 32.36kg to 34.56 kg), depending on the number of the lactation cycles and the individual physical condition. 奶牛有六個哺乳期。於2023年12月31日，各哺乳期的估計平均每日產奶量介乎33.50公斤至35.70公斤(2022年：32.36公斤至34.56公斤)，視哺乳期數目以及個別身體狀況而定。	An increase in the estimated daily milk yield per head used would result in an increase in the fair value measurement of the milkable cows, and vice versa. 所用的估計每頭牛每日產奶量增加可導致奶牛公平值計量提高，反之亦然。



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44. FAIR VALUE MEASUREMENTS (continued)

Valuation techniques used in fair value measurements

(continued)

44. 公平值計量(續)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Milkable cows (continued) 奶牛(續)		<p>Estimated future market price for raw milk range from RMB3.91 to RMB4.15 per kg at 31 December 2023 (2022: RMB4.27 to RMB4.38 per kg).</p> <p>於2023年12月31日，估計未來原料奶市價為每公斤人民幣3.91元至4.15元(2022年：每公斤人民幣4.27元至4.38元)。</p>	<p>An increase in the estimated average selling price of raw milk used would result in a much higher percentage increase in the fair value measurement of the milkable cows, and vice versa.</p> <p>所用的原料奶估計平均售價增加可導致奶牛公平值計量的極大比例增加，反之亦然。</p>
		<p>Discount rate for estimated future cash flow used is 12.50% at 31 December 2023 (2022: 12.50%).</p> <p>於2023年12月31日，所用估計未來現金流量的貼現率為12.50%(2022年：12.50%)。</p>	<p>An increase in the estimated discount rate used would result in a decrease in the fair value measurement of the milkable cows, and vice versa.</p> <p>所用的估計貼現率增加可導致奶牛公平值計量下降，反之亦然。</p>



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44. FAIR VALUE MEASUREMENTS (continued)

Valuation techniques used in fair value measurements

(continued)

44. 公平值計量(續)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Commitment to non-controlling interests 對非控股權益的承諾	Black-Scholes Option Pricing Model (The obligation to make up the corresponding shortfall is considered as put option granted to Anhui Suida) 布萊克-舒爾斯期權定價模型 (彌補相應缺口的義務被視為授予安徽穗達的認沽期權)	Volatility of 30.62% was estimated based on median of historical volatilities of the comparable companies for a period from 31 December 2023 to maturity date. 根據可比較公司2023年12月31日至到期日期間的歷史波動率中位數估計，波動率為30.62%。	An increase in the volatility would result in an increase in the obligation, and vice versa. 波動率的增加將導致義務的增加，反之亦然。
		Risk-free interest rate of 3.14% was estimated based on the Hong Kong Govt BVAL Curve with maturity matching to the expected maturity date. 3.14%的無風險利率乃根據香港政府BVAL曲線估算，期限與預期到期日相符。	An increase in the risk-free interest would result in a decrease in the obligation, and vice versa. 無風險利率的增加將導致義務的減少，反之亦然。
		Dividend yield of 3.29% 股息收益率3.29%	An increase in dividend yield would result in an increase in the obligation, and vice versa. 股息收益率的增加將導致義務的增加，反之亦然。
	Discounted cash flow 貼現現金流量	The fair value of obligation to pay the dividends are estimated based on profit estimation of Modern Farming Wuhe in respect of the years ending 31 December 2024 and 2025. 支付股息義務的公平值乃根據現代牧業五河截至2024年及2025年12月31日止年度的溢利預測估計。	An increase in the profit estimation would result in an increase in the obligation. 溢利預測的增加將導致義務的增加。



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44. FAIR VALUE MEASUREMENTS (continued) Reconciliation of Level 3 fair value measurements

44. 公平值計量(續) 第三級公平值計量的對賬

		Equity instruments at FVTOCI 按公平值計入 其他全面收入的 權益工具 RMB'000 人民幣千元
Balance at 1 January 2022	於2022年1月1日的結餘	2,655
Additions	添置	45,495
Total losses in other comprehensive income	於其他全面收入的虧損總額	(9,382)
At 31 December 2022	於2022年12月31日	38,768
Total losses in other comprehensive income	於其他全面收入的虧損總額	(3,508)
At 31 December 2023	於2023年12月31日	35,260

The reconciliations for fair value measurements of the biological assets are disclosed in Note 22.

生物資產公平值計量的對賬披露於附註22。

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of the long term bonds was USD440,961,500 (equivalent to RMB3,123,198,000) (31 December 2022: USD424,362,500 (equivalent to RMB2,955,515,000)) which was classified as Level 1 of the fair value hierarchy based on quoted prices in active markets and its carrying amount amounted to USD502,492,000 (equivalent to RMB3,559,003,000) (31 December 2022: USD501,539,000 (equivalent to RMB3,493,016,000)) as at 31 December 2023.

並非按經常基準以公平值計量的金融資產及金融負債的公平值

長期債券的公平值為440,961,500美元(相當於人民幣3,123,198,000元)(2022年12月31日: 424,362,500美元(相當於人民幣2,955,515,000元))，根據於活躍市場上的報價被分類為公平值級別的第一級，其於2023年12月31日的賬面值為502,492,000美元(相當於人民幣3,559,003,000元)(2022年12月31日: 501,539,000美元(相當於人民幣3,493,016,000元))。

The Directors consider that the carrying amounts of other financial assets and financial liabilities measured at amortised cost in the consolidated financial statements approximate their fair values.

董事認為綜合財務報表內按攤銷成本計量的其他金融資產及金融負債的賬面值與其公平值相若。



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45. CAPITAL COMMITMENTS

45. 資本承擔

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Capital expenditure contracted but not provided for in respect of acquisition of property, plant and equipment	就收購物業、廠房及設備已訂約但未計提撥備的資本開支	281,130	261,798

46. RELATED PARTY TRANSACTIONS

46. 關聯方交易

(a) Other than as disclosed elsewhere in the consolidated financial statements, during the current year, the Group entered into the following transactions with related parties:

(a) 除綜合財務報表其他部分所披露者外，於本年度，本集團與關聯方訂立以下交易：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Mengniu Group	蒙牛集團		
Sales of raw milk	銷售原料奶	9,518,407	9,201,510
Purchase of liquid milk	採購液態奶	2,350	690
Purchase of feeds	採購飼料	8,496	60,144
Associates and a joint venture	聯營公司及合營企業		
Sales of feeds	銷售飼料	44,557	10,549
Sales of biological assets	銷售生物資產	-	84,115
Purchase of feeds	採購飼料	48,188	26,634
Purchase of power and utilities	採購能源及公用設施	44,034	39,182
Purchase of raw materials	採購原材料	5,785	6,550
Purchase of equipment	採購設備	-	11,084

The sales and purchase prices were determined on mutually agreed terms based on prices offered to independent third parties.

買賣價格乃根據向獨立第三方提供的價格按雙方協定的條款釐定。



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46. RELATED PARTY TRANSACTIONS (continued)

(b) Other than as disclosed elsewhere in the consolidated financial statements, at the end of the reporting period, the Group had the following balances with related parties:

46. 關聯方交易 (續)

(b) 除綜合財務報表其他部分所披露者外，於報告期末，本集團與關聯方有下列結餘：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Mengniu Group	蒙牛集團		
Trade receivables	應收貿易賬款		
– raw milk	– 原料奶	874,274	849,273
Prepayments	預付款項		
– liquid milk	– 液態奶	–	3,118
Trade and other payables	應付貿易賬款及其他應付款項		
– liquid milk	– 液態奶	47	–
– feeds	– 飼料	19	–
– outsourced research and development	– 外包研發	6,242	–
Trade payables under supplier finance arrangements	供應商融資安排下的應付貿易賬款	2,860,604	–
Associates and a joint venture	聯營公司及合營企業		
Trade and other receivables	應收貿易賬款及其他應收款項		
– feeds	– 飼料	21,954	9,398
– biological assets	– 生物資產	36,785	61,915
Prepayments	預付款項		
– equipment	– 設備	–	2,677
Trade and other payables	應付貿易賬款及其他應付款項		
– feeds	– 飼料	4,609	23,390
– power and utilities	– 能源及公用設施	3,293	6,591
– raw materials	– 原材料	3,186	1,878
– equipment	– 設備	–	10,029



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46. RELATED PARTY TRANSACTIONS (continued)

(c) Other borrowings

Category	As at 1 January 2023 於2023年 1月1日 RMB'000 人民幣千元	Drawdown during the year 年內籌集 RMB'000 人民幣千元	Interest expense accrued during the year 年內累計 利息開支 RMB'000 人民幣千元	Repayment during the year 年內償還 RMB'000 人民幣千元	As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	
Mengniu loans	蒙牛貸款	35,785	255,000	5,449	(40,236)	255,998

	As at 1 January 2022 於2022年1月1日 RMB'000 人民幣千元	Addition due to acquisition of subsidiaries 因收購附屬公司 而增加 RMB'000 人民幣千元	Drawdown during the year 年內籌集 RMB'000 人民幣千元	Interest expense during the year 年內利息開支 RMB'000 人民幣千元	Repayment during the year 年內償還 RMB'000 人民幣千元	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	
Mengniu loans	蒙牛貸款	495,466	69,269	35,749	5,216	(569,915)	35,785

Mengniu loans carry interests at fixed rates from 3.35% to 3.90% (31 December 2022: 3.85% to 5.70%) per annum as at 31 December 2023.

於2023年12月31日，蒙牛貸款按固定年利率3.35%至3.90%(2022年12月31日：3.85%至5.70%)計息。



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46. RELATED PARTY TRANSACTIONS (continued)

(d) Compensation of key management personnel

The emoluments of key management during the reporting period are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	11,822	11,239
Performance related bonuses	表現掛鈎花紅	10,916	17,060
Recognition of equity-settled share-based payments	確認按股權結算以股份支付的付款	16,882	13,935
Retirement benefits scheme contributions	退休福利計劃供款	921	776
		40,541	43,010

46. 關聯方交易 (續)

(d) 主要管理人員的薪酬

以下是主要管理人員於報告期間的酬金：

47. SUBSIDIARIES

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

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立/ 成立/業務地點	Paid up capital at 31 December 2023 於2023年12月31日 已繳足資本	Equity interest attributable to the Company 本公司應佔股權				Principal activities 主要活動
			2023 2023年		2022 2022年		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Modern Farming (Notes i) 現代牧業(集團)(附註i)	The PRC 中國	RMB3,774,696,441 人民幣3,774,696,441元	-	98.36	-	98.36	Production of milk 生產牛奶
Modern Farming (Shanghe) Co., Ltd. (Note ii) 現代牧業(商河)有限公司(附註ii)	The PRC 中國	RMB840,000,000 人民幣840,000,000元	-	98.36	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶
Modern Farming (Zhangjiakou) Co., Ltd. (Note ii) 現代牧業(張家口)有限公司(附註ii)	The PRC 中國	RMB430,000,000 人民幣430,000,000元	-	98.36	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶

47. 附屬公司

於2023年12月31日，本公司的主要附屬公司詳情如下：



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47. SUBSIDIARIES (continued)

47. 附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立/ 成立/業務地點	Paid up capital at 31 December 2023 於2023年12月31日 已繳足資本	Equity interest attributable to the Company 本公司應佔股權				Principal activities 主要活動
			2023 2023年		2022 2022年		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Modern Farming (Baoji) Co., Ltd. (Note ii) 現代牧業(寶雞)有限公司(附註ii)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	98.36	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶
Modern Farming Wuhe (Note ii & Note 33 (ii)) 現代牧業五河(附註ii及附註33(ii))	The PRC 中國	RMB394,818,853 人民幣394,818,853元	-	87.15	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶
Modern Farming (Shuangcheng) Co., Ltd. (Note ii) 現代牧業(雙城)有限公司(附註ii)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	-	98.36	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶
Modern Farming (Chabei) Co., Ltd. (Note ii) 現代牧業(察北)有限公司(附註ii)	The PRC 中國	RMB90,000,000 人民幣90,000,000元	-	98.36	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶
Zhongyuan (Notes ii & iii) 中元(附註ii及iii)	The PRC 中國	RMB380,000,000 人民幣380,000,000元	-	98.36	-	98.36	Breeding dairy cows and production of milk 飼養奶牛及生產牛奶
Fuyuan (Notes i & iii) 富源(附註i & iii)	The PRC 中國	RMB1,522,400,000 人民幣1,522,400,000元	-	99.07	-	99.07	Production of milk 生產牛奶
Modern Grass Industry Co., Ltd. (Note ii) 現代草業有限公司(附註ii)	The PRC 中國	RMB328,965,800 人民幣328,965,800元	-	98.49	-	98.36	Feed business 飼料業務
Aiyangniu (Note ii) 愛養牛(附註ii)	The PRC 中國	RMB40,000,000 人民幣40,000,000元	-	73.77	-	73.77	Digital intelligence platform business 數智平台業務



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47. SUBSIDIARIES (continued)

Notes:

- The entity was established in the PRC and became a sino-foreign investment enterprise.
- These entities were established in the PRC as domestic companies and owned by Modern Farming.
- As at 31 December 2023, 100.00% (2022: 100.00%) of equity interests in Zhongyuan and 56.65% (2022: 56.65%) of equity interests in Fuyuan were pledged to bank borrowings of the Group (Note 28).

None of the subsidiaries had issued any debt securities at the end of year 2023 and 2022 except for Modern Farming which has issued short term debenture at a principal amount of RMB100,000,000 during the year ended 31 December 2022, as detailed in Note 30.

48. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly-owned subsidiary of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持所有權權益及投票權比例		Profit for the year allocated to non-controlling interests 分配至非控股權益的年內溢利		Accumulated non-controlling interests 累計非控股權益	
		2023 2023年	2022 2022年	2023 RMB'000 人民幣千元	2022 RMB'000 人民幣千元	2023 RMB'000 人民幣千元	2022 RMB'000 人民幣千元
		Modern Farming 現代牧業(集團)	The PRC 中國	1.64%	1.64%	2,566	15,096

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

47. 附屬公司(續)

附註：

- 該實體在中國成立，並成為中外投資企業。
- 該等實體在中國成立，作為國內公司，由現代牧業(集團)擁有。
- 於2023年12月31日，中元的100.00%(2022年：100.00%)股權及富源的56.65%(2022年：56.65%)股權已被質押作為本集團銀行借款的擔保(附註28)。

除現代牧業(集團)於截至2022年12月31日止年度已發行本金人民幣100,000,000元短期融資券(詳見附註30)外，於截至2023年及2022年12月31日止年度結束時附屬公司均未發行任何債務證券。

48. 擁有重大非控股權益的非全資附屬公司的詳情

下表載列擁有重大非控股權益的本集團非全資附屬公司的詳情：

有關擁有重大非控股權益的本集團附屬公司的財務資料概要如下。下文財務資料概要指集團公司間抵銷前的金額。



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48. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (continued)

Modern Farming and its subsidiaries

48. 擁有重大非控股權益的非全資附屬公司的詳情(續)

現代牧業(集團)及其附屬公司

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	7,192,884	8,283,631
Non-current assets	非流動資產	23,741,808	20,195,963
Current liabilities	流動負債	(8,738,926)	(8,940,036)
Non-current liabilities	非流動負債	(9,425,133)	(7,439,860)
Equity attributable to owners of the Company	本公司擁有人應佔權益	12,128,854	11,720,515
Non-controlling interests of Modern Farming attributable to outside shareholders	外部股東應佔的現代牧業(集團)非控股權益	179,504	175,762
Non-controlling interests of Modern Farming's subsidiaries	現代牧業(集團)附屬公司的非控股權益	462,275	203,421



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48. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (continued)

Modern Farming and its subsidiaries (continued)

48. 擁有重大非控股權益的非全資附屬公司的詳情(續)

現代牧業(集團)及其附屬公司(續)

		Year ended 31/12/2023 截至2023年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2022 截至2022年 12月31日 止年度 RMB'000 人民幣千元
Revenue	收入	13,458,223	12,295,091
Expenses	開支	13,273,848	11,467,320
Profit attributable to owners of the Company	本公司擁有人應佔溢利	174,100	810,002
Profit attributable to non-controlling interests of Modern Farming attributed to outside shareholders	外部股東應佔現代牧業(集團)非控股權益應佔的溢利	2,566	15,096
Profit attributable to non-controlling interests of Modern Farming's subsidiaries	現代牧業(集團)附屬公司非控股權益應佔的溢利	7,709	2,673
Net cash inflow from operating activities	經營活動現金流入淨額	5,460,305	1,585,679
Net cash outflow from investing activities	投資活動現金流出淨額	(3,854,375)	(3,923,505)
Net cash (outflow) inflow from financing activities	融資活動現金(流出)流入淨額	(1,666,723)	2,742,035
Net cash inflow	現金流入淨額	(60,793)	404,209



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49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the financial position of the Company at the end of the reporting period includes:

49. 本公司的財務狀況表及儲備

於報告期末有關本公司財務狀況的資料包括：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
NON-CURRENT ASSETS			
	非流動資產		
Investments in subsidiaries	投資於附屬公司	9,551,553	9,398,519
Amounts due from subsidiaries	應收附屬公司款項	3,191,055	3,792,622
Derivative financial instruments	衍生金融工具	117,991	19,154
Bank balances	銀行結餘	32,089	-
		12,892,688	13,210,295
CURRENT ASSETS			
	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	15	581
Bank balances and cash	銀行結餘及現金	87,866	92,969
Derivative financial instruments	衍生金融工具	460	18,260
		88,341	111,810
CURRENT LIABILITIES			
	流動負債		
Other payables	其他應付款項	287	571
Amounts due to subsidiaries	應付附屬公司款項	388,555	437,534
Long term bonds	長期債券	35,536	34,944
Bank borrowings	銀行借款	-	867,009
Derivative financial instruments	衍生金融工具	3,017	14,388
		427,395	1,354,446
NET CURRENT LIABILITIES	流動負債淨額	(339,054)	(1,242,636)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	12,553,634	11,967,659



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

49. 本公司的財務狀況表及儲備(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
CAPITAL AND RESERVES			
Share capital	資本及儲備 股本	675,869	675,869
Reserves	儲備	7,700,149	7,790,072
TOTAL EQUITY		8,376,018	8,465,941
NON-CURRENT LIABILITIES			
Bank borrowings	非流動負債 銀行借款	636,807	-
Derivative financial instruments	衍生金融工具	17,342	43,646
Long term bonds	長期債券	3,523,467	3,458,072
		4,177,616	3,501,718
		12,553,634	11,967,659

Zhao Jiejun
趙傑軍
Director
董事

Sun Yugang
孫玉剛
Director
董事



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2023 截至2023年12月31日止年度

49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movements in equity

49. 本公司的財務狀況表及儲備(續)

權益變動

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Share award reserve 股份獎勵儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2022	於2022年1月1日的結餘	675,869	6,896,336	1,382,199	20,266	(67,675)	8,906,995
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	-	(245,342)	(245,342)
Vesting of award shares	獎勵股份歸屬	-	-	-	(37,776)	1,504	(36,272)
Recognition of equity-settled share-based payments	確認按股權結算以股份支付的付款	-	-	-	44,950	-	44,950
Dividends recognised as distribution	確認為分派的股息	-	(204,390)	-	-	-	(204,390)
Balance at 31 December 2022	於2022年12月31日的結餘	675,869	6,691,946	1,382,199	27,440	(311,513)	8,465,941
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	-	5,091	5,091
Vesting of award shares	獎勵股份歸屬	-	-	-	(27,475)	(5,591)	(33,066)
Recognition of equity-settled share-based payments	確認按股權結算以股份支付的付款	-	-	-	50,049	-	50,049
Dividends recognised as distribution	確認為分派的股息	-	(111,997)	-	-	-	(111,997)
Balance at 31 December 2023	於2023年12月31日的結餘	675,869	6,579,949	1,382,199	50,014	(312,013)	8,376,018

50. EVENT AFTER THE REPORTING PERIOD

Reference is made to the announcement dated 1 February 2024, that Modern Farming Wuhe, China Agricultural Reclamation Industry Development Fund (Limited Partnership) ("China Agricultural"), Anhui Suida and Modern Farming entered into a capital injection agreement on 1 February 2024, pursuant to which China Agricultural subscribed for 25.4% of the enlarged registered capital of Modern Farming Wuhe by way of capital injection in cash for the sum of RMB600 million.

50. 匯報期後事項

茲提述日期為2024年2月1日的公告，現代牧業五河、中國農墾產業發展基金(有限合夥)(「中墾基金」)、安徽穗達與現代牧業(集團)於2024年2月1日訂立注資協議，據此，中墾基金同意以現金注資人民幣600百萬元的方式認購現代牧業五河經擴大註冊資本的25.4%。



FINANCIAL SUMMARY

財務概要

The following is a summary of the published audited consolidated financial statement of China Modern Dairy Holdings Limited and its subsidiaries for the respective years.

以下為中國現代牧業控股有限公司及其附屬公司於相關年度的已刊發經審核綜合財務報表的概要。

RESULTS

For the year ended 31 December

業績

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	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	13,458,223	12,295,091	7,078,470	6,020,247	5,514,210
Profit before finance costs and tax	除融資成本及稅項前溢利	750,243	974,600	1,233,354	1,103,028	727,208
Finance costs	融資成本	(521,247)	(379,559)	(198,132)	(318,624)	(376,795)
Profit before tax	除稅前溢利	228,996	595,041	1,035,222	784,404	350,413
Income tax expense	所得稅開支	(43,562)	(14,775)	(2,023)	(639)	(556)
Profit for the year	年內溢利	185,434	580,266	1,033,199	783,765	349,857
Profit for the year attributable to:	以下各方年內應佔溢利：					
Owners of the Company	本公司擁有人	175,159	562,497	1,018,832	770,010	341,270
Non-controlling interests	非控股權益	10,275	17,769	14,367	13,755	8,587
		185,434	580,266	1,033,199	783,765	349,857
Earnings per share (RMB)	每股盈利(人民幣)					
Basic (cents)	基本(分)	2.23	7.16	14.43	12.07	5.54
Diluted (cents)	攤薄(分)	2.21	7.13	14.39	12.04	5.52



FINANCIAL SUMMARY

財務概要

As at 31 December

於12月31日

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Assets and liabilities	資產及負債					
Property, plant and equipment	物業、廠房及設備	6,264,934	5,702,907	5,312,970	3,317,719	3,455,068
Right-of-use assets	使用權資產	2,198,546	1,256,949	725,164	303,849	320,161
Goodwill	商譽	2,417,915	2,406,658	2,075,591	1,322,457	1,371,266
Other intangible assets	其他無形資產	40,866	45,258	3,777	-	-
Interest in associates	於聯營公司權益	771,047	458,917	353,278	289,860	215,392
Equity instruments at FVTOCI	按公平值計入其他全面 收入的權益工具	57,342	106,229	2,655	5,080	3,959
Prepayments	預付款項	12,914	29,936	54,238	-	-
Derivative financial instruments	衍生金融工具	117,991	19,154	67,537	-	-
Pledged bank deposits	已質押銀行存款	32,089	-	127,043	122,706	-
Bank balances	銀行結餘	677,843	236,281	201,881	20,637	-
Biological assets	生物資產	11,927,977	10,631,171	9,404,924	7,101,243	7,459,359
Deferred tax assets	遞延稅項資產	6,677	827	2,337	-	-
Net current liabilities	流動負債淨額	(1,594,681)	(541,093)	(723,466)	(1,881,191)	(3,537,886)
Total assets less current liabilities	總資產減流動負債	22,931,460	20,353,194	17,607,929	10,602,360	9,287,319
Non-current liabilities	非流動負債	(11,088,696)	(8,709,894)	(6,493,195)	(2,563,916)	(2,079,618)
NET ASSETS	資產淨值	11,842,764	11,643,300	11,114,734	8,038,444	7,207,701
Capital and reserves	資本及儲備					
Share capital	股本	675,869	675,869	675,869	555,535	551,007
Share premium and reserves	股份溢價及儲備	10,525,116	10,588,248	10,189,062	7,341,388	6,530,510
Equity attributable to owners of the Company	本公司擁有人應佔權益	11,200,985	11,264,117	10,864,931	7,896,923	7,081,517
Non-controlling interests	非控股權益	641,779	379,183	249,803	141,521	126,184
TOTAL EQUITY	總權益	11,842,764	11,643,300	11,114,734	8,038,444	7,207,701





MODERN FARMING
现代牧业

China Modern Dairy Holdings Ltd.

中國現代牧業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1117



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