股份代號 Stock Code：9977

CORPORATE INFORMATION
公司基本情況

Legal Name in Chinese 法定中文名稱	山東鳳祥股份有限公司
Legal Name in English 法定英文名稱	Shandong Fengxiang Co., Ltd.
Legal Representative 法定代表人	Mr. Zhu Lingjie 朱凌潔先生
Executive Directors 執行董事	Mr. Xiao Dongsheng 肖東生先生 Mr. Shi Lei 石磊先生
Non-executive Directors 非執行董事	Mr. Qiu Zhongwei 邱中偉先生 Mr. Lu Wei 呂崴先生 Mr. Zhu Lingjie 朱凌潔先生 Ms. Zhou Ruijia 周瑞佳女士
Independent non-executive Directors 獨立非執行董事	Ms. Wang Anyi 王安易女士 Ms. Zhao Yinglin 趙迎琳女士 Mr. Chung Wai Man 鍾偉文先生
Supervisors 監事	Ms. Gao Jin 高瑾女士 Mr. Zhu Kaijie 朱愷杰先生 Mr. Ma Xianwen 馬憲穩先生
Authorised Representatives 授權代表	Mr. Xiao Dongsheng 肖東生先生 Mr. Shi Lei 石磊先生
Secretary to the board of directors (the "**Board of Directors**") 董事會(「**董事會**」)秘書	Mr. Shi Lei 石磊先生

CORPORATE INFORMATION
公司基本情況

Joint Company Secretaries 聯席公司秘書	Mr. Shi Lei 石磊先生 Ms. Yu Wing Sze 余詠詩女士
Audit Committee 審計委員會	Mr. Chung Wai Man (Chairman) 鍾偉文先生(主席) Ms. Wang Anyi 王安易女士 Mr. Lu Wei 呂崴先生
Nomination Committee 提名委員會	Mr. Zhu Lingjie (Chairman) 朱凌潔先生(主席) Ms. Wang Anyi 王安易女士 Ms. Zhao Yinglin 趙迎琳女士
Remuneration Committee 薪酬委員會	Ms. Wang Anyi (Chairperson) 王安易女士(主席) Ms. Zhao Yinglin 趙迎琳女士 Mr. Qiu Zhongwei 邱不魖衪嵺襉擢漆謹　嵺製駆中贊颬샅눔頻■琓椨잊鵯癩噳蓩醥

CORPORATE INFORMATION
公司基本情況

Principal Place of Business in Hong Kong 香港主要營業地點	31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong 香港 銅鑼灣 勿地臣街1號 時代廣場 二座31樓
Place of Listing of H Shares H股上市地點	The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") 香港聯合交易所有限公司(「**聯交所**」)
Stock Short Name 股票簡稱	FENGXIANG CO 鳳祥股份
Stock Code 股份代號	9977
H Share Registrar H股過戶登記處	Computershare Hong Kong Investor Services Limited Shops 1712–1716, 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong 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號舖
Website of the Stock Exchange for Publishing the Annual Report 登載年度報告的聯交所網站	www.hkexnews.hk
Location where copies of Annual Report are kept 年度報告備置地點	Liumiao Village, Anle Town, Yanggu County Liaocheng City, Shandong Province PRC 中國 山東省聊城市 陽穀縣安樂鎮劉廟村

Hong Kong Legal Adviser	Fangda Partners 26th Floor, One Exchange Square 8 Connaught Place Central Hong Kong
香港法律顧問	方達律師事務所 香港 中環 康樂廣場8號 交易廣場1期26樓
PRC Legal Adviser	Fangda Partners 24/F, HKRI Centre Two, HKRI, Taikoo Hui 288 Shi Men Yi Road Shanghai PRC
中國法律顧問	方達律師事務所 中國 上海市 石門一路288號 興業太古匯香港興業中心二座24樓
Independent Auditor (the "**Auditor**")	BDO China SHU LUN PAN Certified Public Accountants LLP (Public Interest Entity Auditor recognised in accordance with the Financial Reporting Accounting Ordinance) No. 61 East Nanjing Road Huangpu District, Shanghai PRC
獨立核數師(「**核數師**」)	立信會計師事務所(特殊普通合夥)(於《財務彙報會計條例》下的認可公眾利益實體核數師) 中國 上海市黃浦區 凵叔쌣틥

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MAJOR FINANCIAL INDICATORS AND KEY OPERATING DATA
主要財務指標及主要經營數據

The following financial statements, notes and discussion and analysis contain certain amounts and percentage figures that have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them and all monetary amounts shown are approximate amounts only.

以下財務資料報表、附註及討論及分析包括若干經約整的數額及百分比數字。因此，若干表格中合計一欄數字未必為其上所列數字的算術總和，而所有列示金額僅為概約金額。

KEY FINANCIAL DATA
主要財務數據

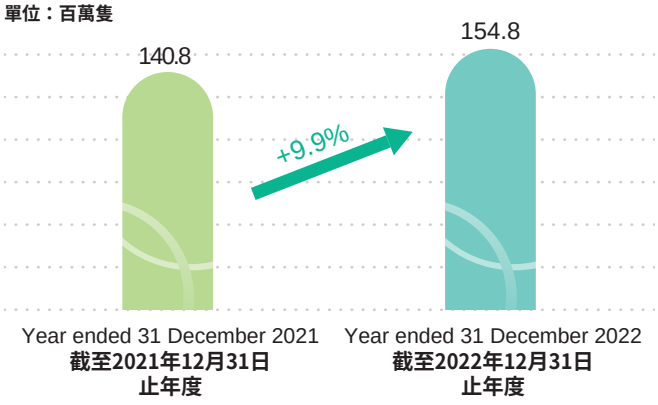
		For the year ended 31 December 截至12月31日止年度	
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	**5,085,790**	4,416,764
Gross profit	毛利	**583,497**	557,939
Net (loss)/profit	淨(虧損)／利潤	**(769,029)**	47,075
Net (loss)/profit attributable to the shareholders of the parent company	歸屬母公司股東的淨(虧損)／利潤	**(769,029)**	50,911
Adjusted net profit[(1)]	經調整後淨利潤[(1)]	**39,206**	47,075
Basic (losses)/earnings per share *(in RMB cents)*	每股基本(虧損)／盈利*(人民幣分)*	**(55.4)**	3.6

Note 1: Net profit after deducting monetary fund receivables bad debt loss arising from the recognition of an one-off and non-recurring impairment loss on the deposits due from GMK Finance Co., Ltd. ("**GMK Finance**").

註1： 扣除因確認應收新鳳祥財務有限公司(「**新鳳祥財務公司**」)之存款的一次性及非循環減值虧損所產生的貨幣資金壞賬損失後的淨利潤。

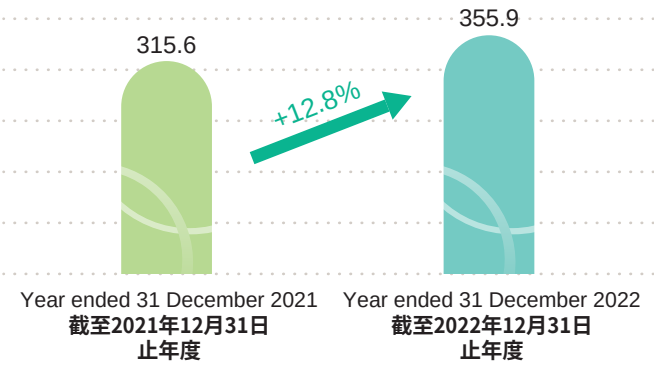
Rearing volume of white-feathered broilers
白羽肉雞飼養量

unit: million birds
單位：百萬隻



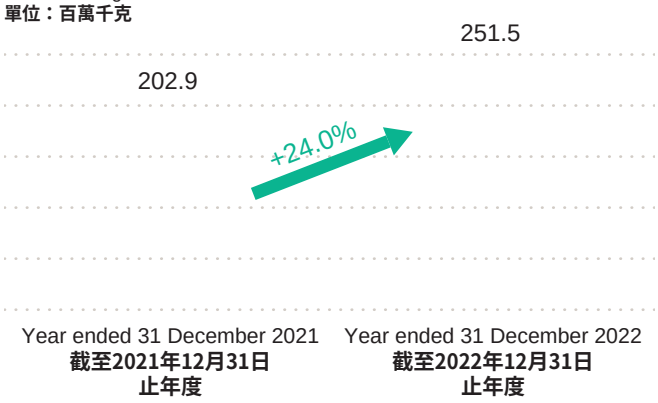
Processed volume of white-feathered broilers
白羽肉雞加工量

unit: million kg
單位：百萬千克



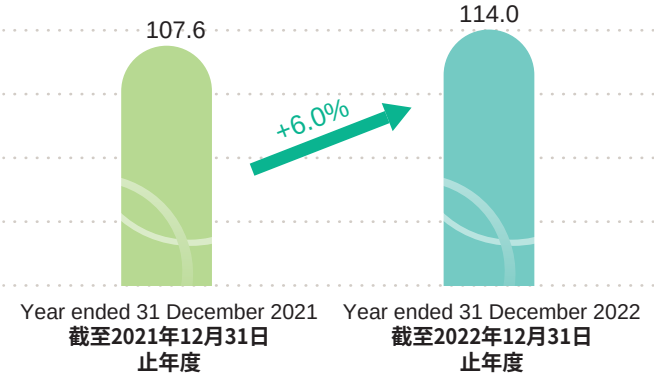
Sales volume of raw chicken meat products
生雞肉製品銷量

unit: million kg
單位：百萬千克



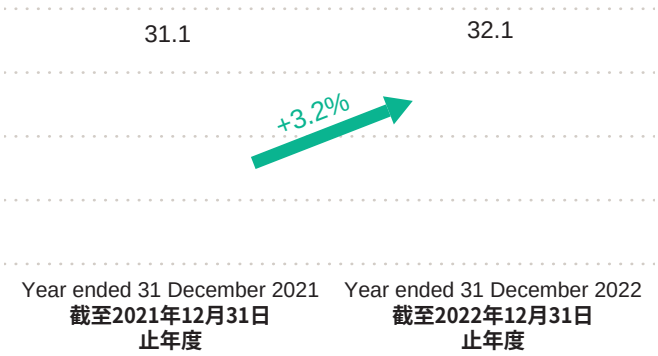
Sales volume of processed chicken meat products
深加工雞肉製品銷量

unit: million kg
單位：百萬千克



Sales volume of chicken breeds
雞苗銷量

unit: million birds
單位：百萬隻



2022 MAJOR EVENTS
二零二二年大事記

JANUARY
一月

On 8 January, the first product of "優形(iShape)" ("**iShape**") in 2022 — "Gancuiburen" chicken breast chips was launched, and started the era of "All Things Low-fat".

1月8日,「優形(iShape)」(「**優形**」)2022首發新品「乾脆不忍」雞胸肉薯片上市，並開啟「萬物皆可低脂」時代。

On 12 January, Shandong Fengxiang Co., Ltd. (the "**Company**" or "**Fengxiang**", together with its subsidiaries, the "**Group**") urgently distributed quality-assured chicken products to fully support Xi'an and help people in Xi'an to fight against the COVID-19 pandemic and overcome the difficulties together.

1 趟

On 16 February, iShape launched its first chili meat-fried salad chicken breast with "Chinese Culinary Flavours".

2月16日，優形首款「中華烹飪風味」辣椒炒肉味沙拉雞胸肉上市。

FEBRUARY
二月

MAY
五月

On 5 May, "All Things Low-fat" under iShape launched another new product — iShape chicken breast luncheon meat, on all platforms.

5月5日，優形下「萬物皆可低脂」再添新丁 — 優形雞胸午餐肉全平台上線。

On 31 May, iShape's salad chicken breast was selected as the only "Tik Tok Annual Products" of the fresh food category at the 2022 Tik Tok E-commerce Ecology Conference.

5月31日，優形沙拉雞胸肉獲選2022抖音電商生態大會生鮮品類唯一「抖音年度好物」。

On 8 June, iShape became the official supplier of Beijing Guoan Football Club.

6月8日，優形成為北京國安足球俱樂部的官方供應商。

On 18 June, iShape won the champion of the omnichannel sales in the subdivided industries, and was the champion of 618 Shopping Festival sales for three consecutive years.

6月18日，優形斬獲細分行業全渠道銷售冠軍，連續三年「喜提」618購物節銷冠。

On 28 June, Fengxiang was selected as the "2021 Top 10 Corporate Governance Enterprises of Shandong".

6月28日，鳳祥股份入選「2021魯股公司治理十大典範」。

JUNE
六月

2022 MAJOR EVENTS
二零二二年大事記

AUGUST
八月

On 4 August, the new product "iShape MIX tender chicken breast" was launched.

8月4日，優形嫩感MIX雞胸肉新品上市。

On 16 August, the iShape low-fat chicken breast meatballs with new flavours of sweet corn and Orleans crispy bones was launched.

8月16日，新香甜玉米味、奧爾良脆骨味優形低脂雞胸肉丸跳躍上新。

On 29 August, the Ministry of Agriculture and Rural Affairs published the list of high-quality development bases for agricultural international trade in 2022. Leveraging core strengths including excellent product quality, continuous innovation capabilities and strong brand strength, coupled with outstanding performances in import and export trade, Fengxiang was recognised by the Ministry of Agriculture and Rural Affairs of PRC as the high-quality development base for agricultural international trade in 2022.

8月29日，農業農村部公佈2022年農業國際貿易高質量發展基地名單。鳳祥股份憑借卓越的產品品質、持續的創新能力、强勁的品牌實力等核心優勢，以及在進出口貿易方面的亮眼表現，被農業農村部認定為2022年農業國際貿易高質量發展基地。

OCTOBER
十月

On 16 October, the controlling interests of the Company were acquired by Pacific Alliance Group through auction, and Fengxiang is well prepared for its new journey.

10月16日，公司控股權被太盟投資集團通過競拍獲得，鳳祥股份厚積勃發，盟啟新程。

On 27 October, the State Intellectual Property Office issued the Notice on Determining the New Batch of National Intellectual Property Demonstration Enterprises and Advanced Enterprises that Passed the Review in 2022. With its excellent comprehensive strength of intellectual property rights and extensive industry influence, Fengxiang successfully passed the review of "National Intellectual Property Advantageous Enterprises" and ranked on this national list for the sixth consecutive time.

10月27日，國家知識產權局發佈《關於確定2022年新一批及通過覆核的國家知識產權示範企業和優勢企業的通知》。鳳祥股份憑借卓越的知識產權綜合實力及廣泛的行業影響力，順利通過「國家知識產權優勢企業」覆核，第六次蟬聯這一「國字號」榜單。

SEPTEMBER
九月

On 5 September, "iShape pocket chicken breast", the first new normal-temperature product of iShape, was launched.

9月5日，優形首款常溫新品「優形口袋雞胸肉」暖心上市。

On 7 September, Wu Genglu spiced chicken was launched.

9月7日，五更爐五香雞鮮香上新。

On December 29, the list of winners for the “19th People’s Choice Craftsmanship Award” was released at the “2022 People’s Finance Summit Forum” held in Beijing, iShape

DECEMBER
十二月

MAKING FULL PREPARATIONS FOR A NEW JOURNEY

厚積勃發，盟啟新程

Dear Shareholders and Investors,

As the new chairman of the Board of Directors of Fengxiang, first of all, I would like to express my gratitude to all of you for working hand in hand with Fengxiang through the extraordinary year of 2022.

2022 was a challenging year, in which Fengxiang had faced numerous challenges at both macro and micro levels.

The domestic and international outbreak of the pandemic, the increased risk of economic downturn and their impacts on people's livelihoods have suppressed the end-user demand and put Fengxiang's sales under tremendous pressure.

Due to the impacts caused by the recurrence of the COVID-19 pandemic and the financial difficulties of its former controlling shareholders, Fengxiang's financial and operational situation was put to a rigorous test.

Nevertheless, with the joint efforts from all colleagues, Fengxiang bucked the trend in 2022 by achieving growth in breeding, human efficiency and operational indicators, and realised a record-high operating revenue of RMB5,085.8 million.

Among which, the new export business played a mainstay role and recorded a significant increase in a sales revenue of RMB1,359.3 million, representing a year-on-year growth of 39.2%.

The new centralised procurement business bucked the trend and achieved a sales revenue of RMB926.2 million, representing a year-on-year growth of 2.7%.

Firstly, I would like to give my thanks to the founder of Fengxiang, Mr. Liu Xuejing, and the former chairman of the Board of Directors, Mr. Liu Zhiguang, for Fengxiang's achievements in 2022. Founded more than 31 years ago, the Company has become a first-class white-feathered broilers integrated breeding and processing enterprise in China laying a good foundation for future development.

其次要感謝鳳祥股份的管理團隊和各位員工，在過去一年為公司發展做出的努力貢獻。

展望2023年，挑戰與機遇並存。

2023年，全球經濟環境仍然會面對很多挑戰，增長面臨諸多不確定性。烏克蘭危機、發達市場加息等政治、經濟環境因素對世界經濟的影響將繼續存在。國際市場消費需求的持續性和多個國家的禽流感疫情也會對白羽肉雞相關需求和供給造成影響。

2023年，隨著疫情防控進入新的階段，消費環境、消費秩序逐步改善，市場預期和信心平穩，加之政策支持效果持續顯現，2023年中國經濟運行有望總體回升。

在挑戰與機遇並存的2023年，鳳祥股份也將面臨新生。

2022年底，太盟投資集團(「**太盟集團**」)成為鳳祥股份的控股股東，幫助鳳祥股份釋放由於原股東債務重組而形成的壓力。2023年太盟集團將携手鳳祥股份開啟新的征程，為鳳祥股份的發展帶來更多的經驗和資源，幫助公司開拓更多的業務和發展機會，為鳳祥股份開啟新的發展篇章。

2023年，鳳祥股份在執行現有戰略的基礎上，進一步提高公司的經營效率和效益，實現穩定持續的高質量增長。

為此2023年鳳祥股份將有重大戰略舉措：

第一、鳳祥股份將以育種和養殖為基礎抓手，狠抓供的份玫嫸蔀

Thirdly, we will steadily advance digitGS0marketing capabilities to capture the brand premium brought by sales approach in a new business form and further enhance our competitiveness in the market.

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"Charge at the toughest and aim at the farthest" is a line quoted by GenerGS0Secretary Xi Jinping from Su Shi in his New Year's speech in 2023. It means to take on the biggest challenges and go after the most ambitious goals.

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In 2023, we believe that Fengxiang will face challenges and opportunities head-on and seek progress while reinforcing its competitive edge, further enhance its overGSl competitiveness, and embark on a new journey.

2023 Ë ¢ A ´ ¦ d þ B p … Z Ç õ & Á ? · q ? õ ¢ • Ë † d ¯ i x l) F ´ Ð Y • Û d † S É d º] ¥) F b d š ¼ - Y ¼ û f

We look forward to your continuous trust and support.

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Thank you!

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Shandong Fengxiang Co., Ltd.
Chairman of the Board of Directors
Zhu Lingjie

山東鳳祥股份有限公司
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COMPANY PROFILE

Introduction

The Company is the largest white-feathered broiler meat exporter and the leading retail enterprise of chicken meat food in China, which was established as a joint stock limited liability company in the PRC on 17 December 2010 and listed on the Main Board of the Stock Exchange on 16 July 2020 (stock code: 9977).

The Group is principally based in Shandong, the PRC and produces and sells processed chicken meat products and raw chicken meat products mainly from white-feathered broilers. The main products include (i) processed chicken meat products; (ii) raw chicken meat products; (iii) chicken breeds; and (iv) others. Apart from its leading domestic market position in the PRC, the Group has an established and growing export business supplying a wide range of premium quality chicken meat products to overseas customers in Japan, Malaysia, Europe, the Middle East, Korea, Mongolia and Singapore.

The Group's white-feathered chicken meat products are halal certified by adopting Islamic slaughter rituals. The Group adopts an integrated "*poultry to plate*" model which enables it to control every stage of the poultry lifecycle, allowing the Group to effectively manage quality and cost throughout the process starting from the breeding of broilers to the distribution and sale of chicken meat products.

Business Segments

The Group markets its processed chicken meat products under "Fovo Foods", "iShape" and "五更爐 (Wu Genglu)" brands. Processed chicken meat products comprise cooked, semi-cooked and seasoned chicken meat products. Depending on the processing methods, these processed products are required to be chilled or frozen. The raw chicken meat the Group uses in its processed chicken meat production is either supplied by itself or procured from independent third party suppliers. The cooked chicken meat products comprise ready-to-eat chicken meat products and frozen chicken meat products, which are fully cooked and sterilised (end consumers will need to reheat the frozen cooked chicken meat products before consumption according to the instructions provided on the packaging). The semi-cooked chicken meat products are processed, chilled or frozen and boxed (end consumers will need to further process (including steaming, grilling, roasting or frying) such semi-cooked chicken meat products before consumption according to the instructions provided on the packaging). The seasoned chicken meat products include raw chicken meat flavoured with certain ingredients or spices. The Group also offers ready-to-cook pre-prepared meal solutions, including Chinese cuisine. For the year ended 31 December 2022, the sales volume of processed chicken meat products increased by 6.0% to 114.0 million kilogram ("**kg**") (31 December 2021: 107.6 million kg). For the year ended 31 December 2022, the revenue from sale of processed chicken meat products (after elimination of inter-segment transactions) grew by 3.3% to RMB2,371.1 million (31 December 2021: RMB2,295.4 million), representing 46.6% of the Group's total revenue.

公司概況

簡介

本公司為中國最大的白羽肉雞出口商及領先的雞肉食品零售企業，於2010年12月17日在中國成立為股份有限公司，並於2020年7月16日在聯交所主板上市（股份代號：9977）。

本集團主要位於中國山東，主要用白羽肉雞生產及銷售深加工雞肉製品及生雞肉製品。主要產品包括(i)深加工雞肉製品；(ii)生雞肉製品；(iii)雞苗；及(iv)其他。除在中國國內市場的領先地位外，本集團亦擁有成熟並不斷壯大的出口業務，向日本、馬來西亞、歐洲、中東、韓國、蒙古及新加坡的海外客戶供應多種優質雞肉製品。

本集團的白羽雞肉製品採用伊斯蘭屠宰儀式進行清真認證。本集團採用一體化「*從農場到餐桌*」模式，使本集團能夠控制家禽生命週期的每個階段，從而有效管理從肉雞養殖到雞肉製品分銷及銷售整個流程的質量及成本。

業務分部

深加工雞肉製品

本集團以「鳳祥食品」、「優形」及「五更爐(Wu Genglu)」品牌推廣深加工雞肉製品。深加工雞肉製品包括雞肉熟食製品、雞肉半熟食製品及調味雞肉製品。該等深加工產品需冷藏或冷凍，視乎加工方法而定。本集 ÑC dPaˆo+±oC@u ™

生雞肉製品

本集團提供生白羽雞肉製品，其中包括冷凍全雞及雞部位，如雞翅尖、雞胸、雞小腿、雞翅根、帶骨雞腿、無骨雞柳、雞頭、雞爪及雞腿。本集團屆時將根據內部或客戶要求將肉雞切成各個部位，並根據產品性質將其冷藏或冷凍。截至2022年12月31日止年度，生雞肉製品的銷量增長24.0%至251.5百萬千克（2021年12月31日：202.9百萬千克）。截至2022年12月31日止年度，[illegible]生雞肉製品所[illegible]

BUSINESS REVIEW

2022 marked the third year since Fengxiang's listing, and also the third year of Fengxiang's resilient growth amid the pandemic.

Be it in the financial year ended 31 December 2022 (the "**Reporting Period**") or in the past three years, Fengxiang withstood multiple challenges and pressures and strode forward steadily in the face of difficulties.

In spite of the limitations caused by various intertwining factors such as the volatile industry cycle, the impact of the COVID-19 pandemic, the suppression of market demand, the surging costs of animal feed ingredients and the debt pressure on the Company, the Group still achieved outstanding results compared to its peers in the industry of which we are deeply proud.

In 2022, with the three major themes of industry restructuring, product innovation and upgrade, and production efficiency enhancement, the Group focused on overcoming internal and external difficulties, reinforcing foundation, controlling costs, retaining customers and striving for space.

During the year, the Group achieved sales revenue of RMB5,085.8 million (2021: RMB4,416.8 million), representing a year-on-year increase of 15.1%, with net loss of RMB769.0 million (2021: net profit of RMB47.1 million). Our net profit after deducting monetary fund receivables bad debt loss arising from the recognition of an one-off and non-recurring impairment loss on the deposits due from GMK Finance was RMB39.2 million (2021: RMB47.1 million), representing a year-on-year decrease of 16.7%.

業務回顧

2022年是鳳祥股份上市以來的第三個年頭，也是鳳祥股份在疫情中頑強生長的第三年。

無論是截至2022年12月31日止年度這個財政年度(「**報告期**」)，還是過往三年，鳳祥股份都頂住了種種挑戰與壓力，迎難而上，奮力前行。

在行業周期波動、新冠疫情影響，市場需求受抑制、飼料原料成本高企、母公司債務壓力等的多重不利因素交互制約下，本集團仍然取得放之全行業亦顯突出的業績，我們深感自豪。

2022年，圍繞產業結構調整、產品創新升級、生產效率提升三大主題，本集團重在克服內外部困難，穩住底盤，控住成本，留住客戶，爭得空間。

本年度，本集團實現銷售收入人民幣5,085.8百萬元(2021年：人民幣4,416.8百萬元)，同比增長15.1%。實現淨虧損人民幣769.0百萬元(2021年：淨利潤人民幣47.1百萬元)。扣除因確認應收新鳳祥財務公司之存款的一次性及非循環減值虧損所產生的貨幣資金壞賬損失後的淨利潤人民幣39.2百萬元(2021年：人民幣47.1百萬元)，同比下降16.7%。

During the Reporting Period, the Group achieved the above performance mainly because:

(1) the diversified channel strategy achieved stable performance

報告期內，本集團取得上述業績的主要原因在於：

(1) 多元化的渠道戰略在市場需求波動的情況下取得穩定的業績。出口業務加速發展創歷史最佳業績，新集採業務大單品戰略穩步實施，重點餐飲客戶業務穩健發展；

(2) 養殖業績逐步穩定，達到歷史最好水平，整體育種質量與其他各項指標顯著提升；

(3) 全年飼養量持續增長達到154.8百萬羽，創歷年新高；

(4) C端新零售業務核心渠道優勢突出，市場佔有率穩定；及

(5) 產、銷、質、研全產業鏈一體化協同作戰，提質增效，賦能革新。

(一) 業務亮點

1. 新出口業務挑起大樑

白羽雞肉製品出口業務是鳳祥股份的立身之本，在近30年向國際客戶提供產品與服務的過程中，本集團積累了國內領先、具有國際水準的品質標準、渠道資源、行業經驗和品牌聲譽。

新出口業務銷售收入進一步攀升至人民幣1,359.3百萬元(2021年：人民幣976.5百萬元)，同比增長39.2%，業務佔比幅度擴至26.7%(同期佔比22.1%)，連續成為中國白羽雞行業最大出口供應商，帶動和支撐本集團整體業務在逆境中持續增長。

The Group continued to have a leading position in exports to East Asian countries such as Japan, and recorded significant growth in Europe and Southeast Asia, in particular the new Middle East market, with more diversified and boutique channels.

本集團持續有面向日本等東亞國家出口的領先地位，並且在歐洲、東南亞，特別是中東新市場，本集團業績均有顯著增長，渠道更加多元化與精品化。

It is notable that over the years, the Group has attached great importance to product and service quality and cultivated overseas markets, accumulating valuable customer satisfaction and loyalty. During the global pandemic, the Group received tremendous trust and support from international customers and obtained opportunities for extraordinary growth.

值得一提的是，本集團多年來注重產品品質與服務品質，深耕海外市場，積累了寶貴的客戶滿意度與忠誠度，在全球疫情期間，得到國際客戶的極大信任與支持，獲得超額增長的機會。

2. 重要客戶業務

The major customer business is the supply of chicken meat products by the Group to international Western-style fast food stations in Mainland China.

重要客戶業務為本集團在中國內地為全球性西式快餐機構供應雞肉產品。

Sales revenue from the major customer business reached RMB684.2 million (2021: RMB643.5 million), representing a year-on-year increase of 6.3%. The Group serves major customers located in most regions in the PRC such as Northeast, North, East, Central and Northwest China. On the basis of expanding the coverage of sales territory, the Group has actively cooperated with customers' needs and promoted product innovation, added several new types of processed food products, basically covering all relevant products supplied by the customers.

重點客戶業務銷售收入取得人民幣684.2百萬元(2021年：人民幣643.5百萬元)，同比增長6.3%。本集團服務重點客戶東北、華北、華東、華中、西北等中國大部分地區，在擴大銷售區域覆蓋的基礎上，本集團積極配合客戶需求，推進產品創新，新增多個深加工產品品類，基本覆蓋客戶供應的所有相關產品。

Under the challenges unfavourable to the macro-environment in 2022, with national food and beverage revenue declining by 6.3% compared to the same period last year, the Group's various industrial lines worked together and further strengthened its cooperation with the key customers, recording good results in terms of sales revenue growth.

在2022年不利宏觀環境的挑戰下，全國餐飲收入較上年同期下降6.3%，本集團各產業條線通力協作，與重點客戶的合作進一步加強，錄得銷售收入增長的良好成績。

3. 新集採業務異軍突起

新集採業務銷售收入取得人民幣926.2百萬元(2021年：人民幣901.7百萬元)，同比增長2.7%，業務佔比達到18.2%(同期佔比20.4%)。

The No.1 Central Document for 2023 has introduced a proposal to "nurture and develop the prepared dish industry" for the first time, making prepared dish a new business model and industry that promotes the high-quality development of rural industries and has a trillion-dollar market with immense potential for growth. Poultry meat is a key ingredient for prepared dishes, thus poultry prepared dishes may become a new growth point for poultry enterprises. The Group has years of experience in the development of prepared dishes for overseas B-end institutions and domestic B-end institutions and C-end consumers, serving a wide range of ready-to-eat, microwaveable, boiled, steamed, roasted and stir-fried prepared dishes. After continuous upgrade of production lines and product optimisation, the Group's production capacity of processed chicken meat products reached 142,000 tonnes. This has enabled the Group to meet the production and processing demands for four major categories of dishes, including ready-to-cook, ready-to-eat, ready-to-heat and ready-to-prepare dishes. In 2022, sales revenue of its processed chicken meat products business accounted for 46.6%, which delivered a higher and more stable profit.

In addition, the Group intensified its efforts in new product development, broadened its portfolio and launched a number of new products to meet the rapidly changing customer and market demand for prepared dish products.

The new retail business achieved sales revenue of RMB625.9 million (2021: RMB948.1 million), representing a year-on-year decrease of 34.0% and accounting for 12.3% (same period: 21.5%) of the overall business.

Among which, the share of "iShape" in the new retail business increased from 51.6% for the same period to 54.4%, continuing to play a major role as the Company's customer-end products.

國家在2023年中央一號文件中首次提出「培育發展預製菜產業」，將預製菜作為促進鄉村產業高質量發展的新模式新業態，萬億市場規模的預製菜，發展潛力巨大，而禽肉是預製菜的重要原料，禽類預製菜或成為禽企發展的新增長點；本集團有多年服務國外B端機構、國內B端機構、C端消費者的預製菜產品開發經驗，擁有即食、微波、水煮、蒸烤、烹炒等多品類快速食用的預製菜產品，經過持續的產綫升級和產品優化，本集團深加工雞肉製品產能達到14.2萬噸，可實現預製菜即烹、即食、即熱、即配的四大品類的生產加工要求。2022年深加工雞肉製品業務銷售額佔比達

During the period when the chicken breast products business was severely affected by the pandemic, even though the whole business saw negative growth, "iShape" brand steadily maintained its price levels and market shares. For example, in the two major battle fields of online sales TMall and JD.com, the market shares of "iShape" exceeded that of the first runner-up by 5.1% with unit prices nearly twice its major competing products. In terms of offline markets, the products under the "iShape" series have covered nearly 60,000 network points across 142 cities, among which the majority are quality convenience stores and boutique key accounts. And in the post-pandemic era, "iShape" speeds up the establishment and promotion of campus distribution channels to further focus on the young consumers.

在雞胸肉產品板塊受到疫情嚴重影響的這一時期，整個細分賽道均為負增長，優形品牌穩穩守住了價盤與市場佔有率。以天貓京東兩大綫上銷售戰場數據為例，優形以高出主要競品將近兩倍的單價，市場佔有率仍比第二名高出5.1%；在線下，優形系列產品已覆蓋142個城市的近60,000個網點，其中以優質便利店與精品KA為主；在後疫情時代，優形加快了校園渠道的鋪建與推廣，進一步聚焦於年輕群體。

For several years, "iShape" has consistently implemented its strategy of single products to continuously add new products into existing ones and has made great success so far. Among which, the sales of salad chicken breast, our competitive product, amounted to over RMB300 million; newly-launched Xiao Q chicken breast, chicken breast bar, Jia'ge chicken drumstick, low-fat chicken breast meatball and chicken breast luncheon meat also demonstrated excellent growth.

優形幾年來一直貫徹實施大單品戰略，新老結合，成效顯著。其中，拳頭產品沙拉雞胸肉銷售已經超過人民幣3億元；新近推出的小Q雞胸肉、雞胸棒、加個雞腿、低脂雞胸肉丸、雞胸午餐肉也都呈現出了良好的成長性。

The four products newly launched during the Reporting Period all demonstrated the research and development ("**R&D**") level of new products and the competitiveness of the products of the Company. Low-fat chicken breast meatball, a product with sales exceeding RMB10 million within 10 months of launch, became the top seller among new products. Chicken breast meat fried rice achieved a repurchase rate of 17.5%, becoming an ace in terms of repurchase rate among new products. Room-temperature chicken breast sausage achieved sales of over RMB7 million within 10 months of launch. Tender MIX chicken breast became the best new product representing quality, forming a new barrier for low temperature categories in the future.

報告期內新推出的四款新品，均快速證明了公司的新品研發水平與產品競爭力。低脂雞胸肉丸成為新品銷量冠軍，推出10個月即衝至千萬級單品；雞胸肉炒飯複購率達到17.5%，成為新品複購之王；常溫雞胸肉腸推出10個月銷售突破人民幣700萬元；嫩感MIX雞胸肉成為最具品質感的新品，構建低溫品類未來新壁壘。

(II) Observation of Current Trends

（二）趨勢觀察趨翕飧察

Two significant signs of China entering a new era of consumption are: (i) China's GDP per capita has crossed the threshold of US$10,000, and consumption has become the primary driver of economic growth for six consecutive years; (ii) the combination of three major waves of change — people, traffic channels and supply chains has led to an unprecedented transformation in the cost structure of consumer goods in China.

Over the past five years, changes in 14 segments, including food and beverage, have had a significant impact on consumers' lives, with a particularly obvious trend of consumption upgrade. White-collar women occupy the main position of consumption decision-making, and our major consumer groups, namely "Her Economy", "Generation Z" and "Silver Economy", have shown convergence in their choice of food, which focus on choosing the "healthier", "tastier" and "more convenient" products.

With higher protein, lower fat and lower energy consumption, white-feathered broiler becomes an important growth pole in the trend towards nutrition and consumption upgrade. According to Frost & Sullivan, the average growth rate of the white-feathered broiler market is expected to exceed 10% in the next five years, reaching RMB150 billion in 2025.

The white-feathered broiler industry has undergone comprehensive transformation and upgrade in recent years, from producing chicken breeds and raw chicken meat products primarily to mainly providing processed chicken meat products instead. The size of the processed chicken meat market is expected to exceed RMB60 billion in 2024.

Due to the combined effect of the industry cycle and the pandemic cycle, the underlying logic of the consumption industry has undergone significant changes: consumer attitude had changed from impulsive consumption for "internet celebrity, most popular and fresh-seeking" previously to the current rational consumption for "high quality, excellent price and pragmatism". The growth driver of the consumer market has changed from attention-driven to product quality-driven accordingly.

(III) Strategic Path: Achieving Quality Growth by Shifting from Raw Food Business to Cooked Food Business, and Relying on B + C

2. 戰略路徑：堅持「123」戰略，重點前移下游，創造領先的雞肉品牌

In recent years, the Group has been actively transforming and upgrading itself, continuously implementing the "123" development strategy ("**One Foundation, Two Major Markets and Three Driving Forces**"), increasing the proportion of sales of processed food products, expanding the retail business and building itself as China's leading brand of chicken meat products.

近年來本集團積極轉型升級，繼續實施「123」發展戰略(「**一個基礎、兩大市場、三駕馬車**」)，不斷加大深加工食品銷售比重，不斷拓展零售業務，創造中國領先的雞肉品牌。

(1) *"One Foundation"*

We insist to extend the Group's advantage in its vertically integrated business model across the entire industry value chain and the industry ecological chain, and strengthen management on the quality of raw material supply, so as to ensure food quality and safety, offer consumers with quality-assured products and lay a solid foundation for product quality; and on top of this, we steadily promote the growth of our breeding capacity and strengthen the foundation of our integrated industry-chain business model.

(1) *「一個基礎」*

堅持縱向一體化業務模式優勢擴展至全產業價值鏈與生態鏈持續，加強原料供應品質管理，確保食品質量安全，為消費者提供安心的產品，奠定堅實的品質基礎；在此基礎上穩健推進養殖產能增長，穩固全產業鏈一體化業務模式的基礎。

(2) *"Two Major Markets"*

We simultaneously drive the balanced development of the domestic market and the international market, ensure "same production line, same standard, same quality" for domestic sales and export sales, and facilitate the dual circulation of the domestic and international markets.

(2) *「兩大市場」*

同步平衡發展國內市場與國際市場，堅持內外銷「同綫同標同質」，加速促進國內、國際雙循環。

(3) *"Three Driving Forces"*

Firstly, we continue to strengthen our comprehensive business capabilities and business scale for key food and beverage customers and use it as a starting point to continue to expand the centralised procurement business facing the food and barrage industry and the convenience store system and provide food and beverage, retail and group customers with quality centralised procurement products.

(3) *「三駕馬車」*

一是繼續加強在重點餐飲客戶的綜合業務能力和業務規模，並以此為起點繼續拓展面向餐飲行業與便利店系統的集採業務，向餐飲、零售和集團客戶提供優質的集採產品。

Secondly, we continue to optimise the products, services and channels of the export business and reinforce the Company's leading position in the export business, and continue to upgrade its services,

FINANCIAL REVIEW

(I) Overall Performance

For the year ended 31 December 2022, the Group experienced an increase of 15.1% in revenue as compared to that of 2021. There was a net loss of RMB769.0 million as compared with a net profit of RMB47.1 million in 2021, mainly due to the recognition of an one-off and non-recurring impairment loss on deposits due from GMK Finance. The Company recorded a net profit of RMB39.2 million in 2022, representing a year-on-year decrease of 16.7%, without taking into account the monetary fund bad debt loss arising from such an impairment loss. There was an increase of 4.6% in gross profit as compared to that of 2021. The basic loss per share was RMB55.4 cents in 2022. Set out below is the detailed information on the fluctuations in the Company's results for the year ended 31 December 2022.

財務回顧

(一) 整體業績

截至2022年12月31日止年度，本集團的收入較2021年增加15.1%。淨虧損為人民幣769.0百萬元，而2021年則為淨利潤人民幣47.1百萬元，主要由於確認應收新鳳祥財務公司之存款的一次性及非循環減值虧損所致。在未計及上述減值虧損所產生的貨幣資金壞賬損失下，本公司2022年的淨利潤為人民幣39.2百萬元，同比下降16.7%。與2021年同期相比，毛利增加4.6%。2022年的每股基本虧損為人民幣55.4分。截至2022年12月31日止年度，本公司業績波動的詳情載列如下。

	For the year ended 31 December 截至12月31日止年度		
	2022	2021	Change
	2022年	2021年	變動

註1： 扣除因確認應收新鳳祥財務公司之存款的一次性及非循環減值虧損所產生的貨幣資金壞賬損失後的淨利潤。

按產品劃分的收入

報告期內，本集團銷售收入增加，乃由於本集

During the Reporting Period, the number of white-feathered broilers being slaughtered experienced a year-on-year increase of 13.4%, and the production and sales volume of chicken meat products both experienced corresponding growth. The growth of breeding, processing and sales are related. For raw chicken meat products, there was an increase in average selling price due to increased sales volume in new export channels; for processed chicken meat products, there was a slight decrease in the average selling price due to decreased sales volume of the "iShape" products. During the Reporting Period, the price of chicken breeds fluctuated significantly due to the market impact, with a drop in the average selling price.

		For the year ended 31 December 截至12月31日止年度		
		2022	2021	Change
		2022年	2021年	變動
		RMB'000	RMB'000	(%)
		人民幣千元	人民幣千元	(%)
Mainland China	中國內地	**3,726,469**	3,440,302	

管理費用

The Group's administrative expenses increased by 21.5% to RMB108.5 million in 2022 (2021: RMB89.3 million), mainly due to the increase in the share incentive expenses and service fees.

本集團2022年的管理費用增加21.5%至人民幣108.5百萬元(2021年：人民幣89.3百萬元)，主要由於股權激勵費用及服務費用增加所致。

銷售費用

The Group's selling expenses decreased by 4.6% to RMB329.2 million in 2022 (2021: RMB345.0 million), mainly due to the decrease of sales and marketing expense of the Group.

本集團2022年的銷售費用下降4.6%至人民幣329.2百萬元(2021年：人民幣345.0百萬元)，主要由於本集團銷售推廣費投入減少。

研發費用

The Group's R&D expenses increased by 27.9% to RMB31.9 million in 2022 (2021: RMB25.0 million), mainly due to increased investment in R&D with the establishment of a multi-level new product R&D system.

本集團2022年的研發費用上升27.9%至人民幣31.9百萬元(2021年：人民幣25.0百萬元)，主要由於公司搭建多層次新品研發體系，加大研發投入所致。

融資成本

The Group's finance costs for the year ended 31 December 2022 increased by 3.0% to RMB49.1 million (2021: RMB47.7 million), which was mainly due to (i) the increase in borrowing rates; and (ii) the decrease in interest income.

本集團截至2022年12月31日止年度的融資成本上升3.0%至人民幣49.1百萬元(2021年：人民幣47.7百萬元)，主要由於(i)借款利率上升；及(ii)利息收入減少。

溢利／(虧損)總額

During the Reporting Period, loss for the year was primarily due to the recognition of impairment loss on deposits due from GMK Finance.

報告期內，年內虧損乃主要歸因於確認應收新鳳祥財務公司存款的減值虧損。

(II) Analysis on Capital Resources

(二) 資本資源分析

1. 流動資金及資本資源

The Group has funded its operations principally with cash generated from its operations, borrowings and capital contributions of shareholders of the Company (the "**Shareholders**"). The Group's primary uses of cash in 2022 were for working capital purposes and capital expenditures for expansion and improvement of production equipment and facilities.

本集團的業務資金主要來自其經營所產生的現金、借貸以及本公司股東(「**股東**」)資本出資。於2022年，本集團的主要現金用途為營運資金目的以及擴大及改善生產設備及設施所需資本開支。

2. 資本架構

As at 31 December 2022, the registered capital of the Company was RMB1,400,000,000 and the total number of issued shares of the Company was 1,400,000,000 shares ("**Shares**"), comprising 1,045,000,000 domestic Shares and 355,000,000 H Shares with a nominal value of RMB1.0 each.

於2022年12月31日，本公司註冊資本為人民幣1,400,000,000元，本公司已發行股份總數為1,400,000,000股股份(「**股份**」)，包括1,045,000,000股內資股及355,000,000股H股，每股面值為人民幣1.0元。

As at 31 December 2022, the total borrowings of the Group amounted to RMB1,489 million, representing a decrease of 39.5% as compared to that as at 31 December 2021. The decrease was mainly attributable to: (i) the repayment of certain long-term borrowings that has fallen due; and (ii) the decrease of pledged borrowings.

於2022年12月31日，本集團借款總額人民幣1,489百萬元，較2021年12月31日減少39.5%。減少主要是因為：(i)部分已到期的長期借款歸還；及(ii)質押借款減少。

The Group monitors capital using a gearing ratio, which is total borrowings divided by total equity, and balance sheet ratio, which is total borrowings divided by total assets. The gearing ratio and balance sheet ratio as at 31 December 2022 was 57.0% (31 December 2021: 72.4%) and 50.0% (31 December 2021: 51.0%), respectively.

本集團使用資本負債比率(即借款總額除以權益總額)及資產負債率(即借款總額除以資產總額)監管資本。於2022年12月31日，資本負債比率及資產負債率分別為57.0%(2021年12月31日：72.4%)，50.0%(2021年12月31日：51.0%)。

3. 或然負債及資產抵押

The Group's bank borrowings as at 31 December 2022 were secured by (i) mortgages of the Group's lands situated in the PRC with aggregate net carrying values of RMB74.3 million (31 December 2021: RMB57.7 million); (ii) pledge of the Group's bank deposits of RMB187.7 million (31 December 2021: RMB472.4 million); (iii) pledge of certain of the Group's property, plant and equipment with aggregate net carrying amount of RMB1,948.5 million (31 December 2021: RMB667.8 million); and (iv) guarantee from a related party for loans up to RMB264.0 million (31 December 2021: RMB313.0 million).

本集團於2022年12月31日的銀行借款以(i)抵押本集團位於中國的總賬面淨值為人民幣74.3百萬元(2021年12月31日：人民幣57.7百萬元)的土地；(ii)抵押本集團人民幣187.7百萬元(2021年12月31日：人民幣472.4百萬元)的銀行存款；(iii)抵押本集團總賬面淨值為人民幣1,948.5百萬元(2021年12月31日：人民幣667.8百萬元)的若干物業、廠房及設備；及(iv)關聯方提供貸款擔保額至人民幣264.0百萬元(2021年12月31日：人民幣313.0百萬元)。

As at 31 December 2022, the Group did not have any material contingent liabilities.

於2022年12月31日，本集團並無任何重大或然負債。

食品安全風險

食品安全風險是指食品安全管理體系不完善和預警機制執行不到位等導致產品食品安全指標不合格，造成嚴重客戶投訴、產品大規模召回和其他負面影響的風險。針對食品安全方面可能存在的風險，我們已制定並持續使用貫穿各個業務階段的質量控制系統。除貫穿各個業務階段的質量控制系統外，我們亦建立了食品安全控制系統，以解決與研發、供應商認證及管理、採購、生產、儲存、運輸以及銷售與分銷活動有關的問題，且已獲得（其中包括）：(i) ISO22000（食品安全）認證；(ii) ISO9001（質量）認證；(iii) GLOBALG.A.P.

此外，自2019年年底以來的新冠疫情持續疫情對中國及世界經濟活動造成重大干擾。為了應對由新冠疫情大流行引起的風險，本公司已成立疫情防控小組，結合疫情發展趨勢及國家政策，指定全方位的嚴格防控方案，全力保障員工安全、生產平穩、銷售順暢。

財務風險

於2022年12月31日，本集團未受限的貨幣資金餘額為人民幣14,473.28萬元，短期借款餘額為人民幣112,461.37萬元，一年內到期的長期借款及長期應付款餘額為人民幣11,237.26萬元。

Policy and Regulation Risks

We are subject to laws, rules and regulations inside and outside the PRC. Changes in domestic and foreign economic environment and the continuous development of the poultry industry could result in the relevant laws and regulations and industry policies being adjusted accordingly. Such changes may, to a certain extent, result in uncertainties in the future business development and operating results of the Group.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

Save as disclosed in this annual report, during the Reporting Period, the Group did not have any other significant investments, acquisitions or disposals.

HUMAN RESOURCES

As at 31 December 2022, the Group had 7,202 employees who were directly employed by the Group, of which 7,198 employees were employed in the PRC and 4 employees were located in Japan. The remuneration packages for the employees include salary, bonuses and allowances. As required by the PRC regulations, the Group (i) participates in social insurance schemes operated by the relevant local government authorities, and (ii) maintains mandatory pension contribution plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. The Group also provides continuing education and training programmes to its employees to improve their skills and develop their potential. The Company also adopted two share award schemes on 24 June 2020 and 10 December 2021, respectively, and any full-time or part-time employees of the Group (including any director of the Company (the ")) are eligible participants under the said schemes.

政策法規風險

我們需遵守中國境內外的法律，法規和規章。國內外經濟環境的變化以及家禽業的不斷發展，可能會導致相關法律法規和產業政策的調整。該等變動在一定程度上可能導致本集團未來業務發展及經營業績的不

重大投資、收購及出售事項

除本年報所披露者外，於報告期內，本集團並無任何其他重大投資、收購或出售事項。

人力資源

2022 12 31日，本集團有7,202名直接受僱於本集團的僱

業務展望

1. 機會與發展空間

(1) 飼用糧價已趨於穩定，行業周期回歸新一輪上升期，需求復蘇與噴發；

(2) 以雞胸肉為主要原料的健康美食市場更快速的增長；

(3)

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors, supervisors (the "**Supervisors**") and senior management of the Company during the year ended 31 December 2022 and up to the date of this annual report are set out below:

董事、監事及高級管理層

本公司於截至2022年12月31日止年度內及截至本年報日期的董事、監事(「**監事**」)和高級管理層載列如下：

DIRECTORS
董事

Name 姓名	Position in the Company 公司職位
Mr. Liu Zhiguang (retired on 18 January 2023) 劉志光先生(於2023年1月18日退任)	Chairman of the Board of Directors and executive Director 董事會主席兼執行董事
Mr. Xiao Dongsheng 肖東生先生	Executive Director and general manager 執行董事兼總經理
Mr. Wang Jinsheng (resigned on 30 March 2022) 王進聖先生(於2022年3月30日辭任)	Executive Director, vice general manager and general manager of the breeding department 執行董事、副總經理兼養殖事業部總經理
Ms. Zhou Jinying (appointed on 31 May 2022 and retired on 18 January 2023) 周勁鷹女士(於2022年5月31日委任並於2023年1月18日退任)	Executive Director and vice general manager 執行董事兼副總經理
Mr. Shi Lei (appointed on 31 May 2022) 石磊先生(於2022年5月31日委任)	Executive Director, vice general manager, chief financial officer, secretary to the Board of Directors and joint company secretary 執行董事、副總經理、財務總監、董事會秘書兼聯席公司秘書
Mr. Liu Xuejing (retired on 18 January 2023) 劉學景先生(於2023年1月18日退任)	Non-executive Director 非執行董事
Mr. Zhang Chuanli (retired on 18 January 2023) 張傳立先生(於2023年1月18日退任)	Non-executive Director 非執行董事
Mr. Ow Weng Cheong (resigned on 30 March 2022) 區永昌先生(於2022年3月30日辭任)	Non-executive Director 非執行董事
Mr. Qiu Zhongwei (appointed on 18 January 2023) 邱中偉先生(於2023年1月18日委任)	Non-executive Director 非執行董事
Mr. Zhu Lingjie (appointed on 18 January 2023) 朱凌潔先生(於2023年1月18日委任)	Chairman of the Board of Directors and non-executive Director 董事會主席兼非執行董事
Mr. Lu Wei (appointed on 18 January 2023) 呂崴先生(於2023年1月18日委任)	Non-executive Director 非執行董事

石先生在財務、會計及管理方面具備逾13年的經驗，並於2013年6月加入本集團。石先生於2013年6月至2018年2月期間先後擔任本公司財務預算及分析部門副總經理、財務經理、財務中心主任助理。石先生自2017年8月起擔任禹城鳳鳴食品有限公司監事。加入本集團前，石先生於2008年1月至2010年6月任職於青島正大有限公司財務部，並曾於2010年6月至2013年6

Mr. Lu Wei, aged 44, a non-executive Director. He was appointed as a Director on 18 January 2023. Mr. Lu is a member of the audit committee of the Company (the "**Audit Committee**").

Ms. Zhou Ruijia, aged 34, is a non-executive Director. She was appointed as a Director on 18 January 2023.

Ms. Zhou has over 11 years of experience in investment, financial and operational management. Ms. Zhou currently serves as an executive director of PAG Asia Capital, focusing on buyouts, privatisations, and structured minority investments. Since joining PAG Asia Capital in 2013, Ms. Zhou has been actively involved in a number of investments in the business services and technology sectors, including several leading public companies on the New York Stock Exchange and the Stock Exchange. She is primarily responsible for conducting investments and advising invested portfolio companies on strategic, financial and operational initiatives. Prior to joining PAG Asia Capital, Ms. Zhou worked as an analyst in the investment banking division of Goldman Sachs in New York from July 2011 to July 2013, primarily responsible for conducting financial analysis and advising corporate clients and financial institutions on mergers and acquisitions, as well as equity and debt issuances. Ms. Zhou obtained a bachelor of science degree from Duke University in the United States in 2011.

Independent non-executive Director

Ms. Wang Anyi, aged 46, is an independent non-executive Director. She was appointed as a Director on 18 January 2023. Ms. Wang is the chairperson of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Ms. Wang has over 20 years of experience in business consultancy, corporate management and finance. Ms. Wang has been a partner and the chief financial officer of BosWinner, a company providing building and facility construction and management software, since June 2017. Prior to that, she served as the chief financial officer of e-Shang, an integrated development and investment management business that subsequently merged into the ESR Group from 2014 to 2017. Ms. Wang started her career as an analyst at McKinsey & Company in 1999. She joined Morgan Stanley as an associate in its Chicago office's mergers and acquisition team in 2004 and then served in the global capital markets team in the Hong Kong office in 2006. She was promoted to vice president of the China investment banking and real estate team in the Hong Kong office in 2007. From 2009 to 2013, she served as the head of corporate finance and investor relations at Yanlord Land Group Limited. Ms. Wang obtained a bachelor's degree in international finance and real estate from Shanghai Jiaotong University in the PRC in 1999. She then obtained a master's degree in business administration from Kellogg School of Management of Northwestern University in the United States in 2004.

周瑞佳女士，34歲，為非執行董事。彼於2023年1月18日獲委任為董事。

周女士於投資、財務及營運管理方面擁有逾11年經驗。周女士現為太盟亞洲資本的執行董事，專注於收購、私有化及結構性少數股權投資。自2013年加入太盟亞洲資本以來，周女士參與了多項商業服務及科技領域的投資，被投公司中包含多家於紐約證券交易所及聯交所上市的公眾公司。彼主要負責進行投資以及就戰略、財務及經營管理等方面向所投資公司提供意見和建議。於加入太盟亞洲資本前，自2011年7月至2013年7月，周女士於高盛(Goldman Sachs)投資銀行部門紐約辦公室擔任分析師，主要負責進行金融財務分析及就併購以及股權及債務發行向公司客戶及金融機構提供意見和建議。周女士於2011年在美國杜克大學取得理學學士學位。

獨立非執行董事

王安易女士，46歲，為獨立非執行董事。彼於2023年1月18日獲委任為董事。王女士為薪酬委員會主席、審計委員會成員及提名委員會成員。

王女士於商業諮詢、企業管理及融資方面擁有逾20年經驗。自2017年6月起，王女士一直為盈嘉互聯(BosWinner)的合夥人兼首席財務官，該公司提供建築及設施建造及管理軟件。此前，彼於2014年至2017年在易商(e-Shang)擔任首席財務官，易商(e-Shang)為綜合發展及投資管理業務，其後合併至易商紅木集團(ESR Group)。王女士於1999年在麥肯錫公司(McKinsey & Company)擔任分析師開展事業。彼於2004年加入摩根士丹利擔任芝加哥辦事處收購兼併組經理，其後於2006年服務香港辦事處的環球資本市場組。彼於2007年晉升為香港辦事處中國投資銀行及房地產組副總裁。自2009年至2013年，彼於仁恒置地集團有限公司擔任公司金融及投資者關係主管。王女士於1999年取得中國上海交通大學國際金融及房地產學士學位。彼其後於2004年獲美國西北大學凱洛格商學院頒授工商管理碩士學位。

監事履歷詳情如下：

高瑾女士，40

Mr. Zhu Kaijie, aged 27, is a shareholders representative Supervisor. He was appointed as a Supervisor on 18 January 2023.

Mr. Zhu has over five years of experience in finance and investment banking. Mr. Zhu joined PAG Asia Capital in February 2021 and his current position is senior associate of private equity strategy. From July 2017 to August 2019, he worked at Morgan Stanley Asia Limited with his last position as an associate of the investment banking division. From September 2019 to January 2021, he worked as an analyst at DCP Capital. Mr. Zhu obtained a bachelor's degree in arts with a double major in economics and mathematics-statistics from Columbia University in the City of New York in the United States in May 2017 with magna cum laude honour.

Mr. Ma Xianwen, aged 37, is the employees representative Supervisor. He was appointed as a Supervisor on 18 January 2023.

Mr. Ma is the senior manager of the human resources department of the Company and the manager of the human resources department of iShape Food Technology. Mr. Ma joined the Company in November 2009. He was a recruitment specialist of the human resources department of the Company from November 2009 to December 2011. From January 2012 to July 2016, he successively served as the section chief of recruitment division and integrated personnel division under the human resources department of the Company. He worked as the manager of the human resources department of the Company from August 2016 to December 2020 and was promoted to senior manager in January 2021. Mr. Ma obtained a bachelor's degree in human resources management from Liaocheng University in the People's Republic of China in June 2009.

朱愷杰先生，27歲，為股東代表監事。彼於2023年1月18日獲委任為監事。

朱先生在金融及投資銀行方面擁有逾五年經驗。朱先生於2021年2月加入太盟亞洲資本，現時職位為私募股權策略的高級經理。於2017年7月至2019年8月，彼任職於摩根士丹利亞洲有限公司，最後職位為投資銀行部門經理。於2019年9月至2021年1月，彼於德弘資本(DCP Capital)擔任分析師。朱先生於2017年5月以優等生榮譽獲美國紐約市哥倫比亞大學頒授文學士學位，主修經濟及數理統計學雙專業。

馬憲穩先生，37歲，為職工代表監事。彼於2023年1月18日獲委任為監事。

馬先生為本公司人力資源部高級經理及優形食品科技人力資源部經理。馬先生於2009年11月加入本公司。於2009年11月至2011年12月，彼為本公司人力資源部招聘專員。於2012年1月至2016年7月，彼先後擔任本公司人力資源部旗下招聘科及綜合人事科科長。彼於2016年8月至2020年12月擔任本公司人力資源部經理，並於2021年1月晉升為高級經理。馬先生於2009年6月獲得中國聊城大學人力資源管理學士學位。

SENIOR MANAGEMENT
高級管理層

Name 姓名	Position in the Company 公司職位
Mr. Xiao Dongsheng 肖東生先生	General manager 總經理
Mr. Wang Jinsheng (resigned on 30 March 2022) 王進聖先生(於2022年3月30日辭任)	Vice general manager and general manager of the breeding department 副總經理兼養殖事業部總經理
Mr. Wang Zhixian 汪之現先生	Vice general manager 副總經理
Mr. Meng Tao 孟濤先生	Vice general manager 副總經理
Ms. Zhou Jinying 周勁鷹女士	Vice general manager 副總經理
Mr. Shi Lei 石磊先生	Vice general manager, chief financial officer, secretary to the Board of Directors and joint company secretary 副總經理、首席財務總監、董事會秘書兼聯席公司秘書

The biographical details of senior management of the Company are set out as follows:

本公司高級管理層履歷詳情如下：

For biographical details of Mr. Xiao Dongsheng (肖東生) and Mr. Shi Lei (石磊), please refer to "Directors — Executive Directors" of this section.

有關肖東生先生及石磊先生的履歷詳情，請參閱本章節的「董事 — 執行董事」。

Mr. Wang Zhixian, aged 57, a vice general manager of the Company. He is primarily responsible for the food safety and quality management functions of the Group.

汪之現先生，57歲，為本公司副總經理。彼主要負責本集團食品安全及質量管理職能。

Mr. Wang has over 21 years of experience in food safety and quality management industry. He joined the Group in August 2001. He was a vice general manager of Fengxiang Food Development from August 2001 to August 2011. He served as a vice general manager of food business department of Fengxiang Food Development from August 2011 to July 2016. Mr. Wang served as a general manager and an executive director of Xingwen Tianyang Jishi Food Development Co., Ltd. from July 2016 to October 2019 and from May 2016 to October 2019, respectively. He has been a general manager of Fengxiang Industrial since December 2011.

汪先生在食品安全及質量管理行業擁有逾21年經驗。彼於2001年8月加入本集團。彼自2001年8月至2011年8月擔任鳳祥食品發展副總經理。自2011年8月至2016年7月，彼擔任鳳祥食品發展食品業務部副總經理。自2016年7月至2019年10月及自2016年5月至2019年10月，汪先生分別擔任興文天養極食食品發展有限公司總經理及執行董事。自2011年12月起，彼擔任鳳祥實業總經理。

Mr. Wang completed his education specialising in Chinese enterprise operator project from Peking University in the PRC in July 2017. He also completed his education specialising in refrigeration from Shandong Commercial School in the PRC in July 1986.

汪先生於2017年7月完成了中國北京大學中國企業經營項目的學習。彼亦於1986年7月完成了中國山東省商業學校製冷專業的學習。

Mr. Meng Tao, aged 55, a vice general manager of the Company. He is primarily responsible for the operational planning and supply chain centre of the Group.

Mr. Meng has over 33 years of experience in meat product industry. He joined the Group in February 2013. He was a vice general manager of production department of Fengxiang Food Development from February 2013 to November 2013. He served as a general manager of production department of Fengxiang Industrial from November 2013 to September 2016. Mr. Meng served as a vice general manager of Fengxiang Food Development from September 2016 to February 2018.

Mr. Meng completed his education specialising in mechanical engineering from Beijing Union University in the PRC in August 1989. Mr. Meng was awarded the Post Experience Certificate in engineering business management from The University of Warwick in the United Kingdom in November 2002.

UPDATE ON DIRECTORS' AND SUPERVISORS' INFORMATION

Change of Directors

On 30 March 2022, Mr. Wang Jinsheng tendered his resignation from his position as an executive Director, and Mr. Ow Weng Cheong tendered his resignation from his position as a non-executive Director. On 30 March 2022, Ms. Zhou Jinying and Mr. Shi Lei were proposed to be appointed as executive Directors of the Company and were elected at the annual general meeting of the Company held on 31 May 2022.

The fourth session of the Board of Directors expired upon the conclusion of the 2023 first extraordinary general meeting (the "**General Meeting**") and the H share class meeting of the Company held on 18 January 2023 (the "**Shareholders Meetings**"), and all incumbent Directors retired from their positions as Directors at that time. On 28 December 2022, the Board of Directors resolved to re-elect Mr. Xiao Dongsheng and Mr. Shi Lei as executive Directors, elect/re-elect Ms. Wang Anyi, Ms. Zhao Yinglin and Mr. Chung Wai Man as independent non-executive Directors, and elect Mr. Qiu Zhongwei, Mr. Lu Wei, Mr. Zhu Lingjie and Ms. Zhou Ruijia as non-executive Directors at the General Meeting. On 18 January 2023, the appointments of each of the above Directors of the fifth session of the Board of Directors were approved by the Shareholders at the General Meeting. Mr. Zhu Lingjie was elected and appointed as the chairman of the Board of Directors.

Changes of Supervisors

The fourth session of the Board of Supervisors expired upon the conclusion of the Shareholders Meetings, and all incumbent Supervisors retired from their positions as Supervisors at that time. On 28 December 2022, the Board of Supervisors resolved to elect Ms. Gao Jin and Mr. Zhu Kaijie as shareholders representative Supervisors at the General Meeting. On 18 January 2023, the appointments of each of the above Supervisors of the fifth session of the Board of Supervisors were approved by the Shareholders at the General Meeting. On the same date, Mr. Ma Xianwen was elected as an employees representative Supervisor at the employees representative meeting of the Company. Ms. Gao Jin was elected and appointed as the chairperson of the Board of Supervisors.

董事及監事資料更新

董事變動

於2022年3月30日，王進聖先生辭去執行董事職務及區永昌先生辭去非執行董事職務。於2022年3月30日，周勁鷹女士及石磊先生獲建議委任為本公司執行董事，並已於2022年5月31日舉行的本公司股東週年大會上獲選。

第四屆董事會於本公司於2023年1月18日舉行的2023年第一次臨時股東大會(「**股東會議**」)及H股類別股東大會(「**股東大會**」)結束時屆滿，屆時全體現任董事退任其董事職務。於2022年12月28日，董事會議決於股東會議上重選肖東生先生及石磊先生為執行董事，選舉／重選王安易女士、趙迎琳女士及鍾偉文先生為獨立非執行董事，及選舉邱中偉先生、呂崴先生、朱凌潔先生及周瑞佳女士為非執行董事。於2023年1月18日，上述第五屆董事會各董事的委任已獲股東於股東會議上批准。朱凌潔先生已獲選及獲委任為董事會主席。

監事變動

第四屆監事會於股東大會結束時屆滿，屆時全體現任監事退任其監事職務。於2022年12月28日，監事會議決於股東會議上選舉高瑾女士及朱愷杰先生為股東代表監事。於2023年1月18日，上述第五屆監事會各監事的委任已獲股東於股東會議上批准。同日，馬憲穩先生於本公司職工代表大會上獲選為職工代表監事。高瑾女士已獲選及獲委任為監事會主席。

The Board of Directors is pleased to present its report (the "**Report of Board of Directors**") together with the financial statements of the Company for the year ended 31 December 2022.

董事會欣然提呈本公司截至2022年12月31日止年度之報告(「**董事會報告**」)及財務報表。

PRINCIPAL BUSINESS

The principal business of the Company is the R&D, processing and sale of chicken meat products made with white-feathered broilers. Main products include processed chicken meat products and raw chicken meat products.

主要經營業務

本公司主要經營業務是用白羽雞為原材料，研發、加工及推銷雞肉製品。主要產品包括深加工雞肉製品、生雞肉製品。

RESULTS

The results for the year ended 31 December 2022 are set out in the consolidated income statement on pages 135 to 137 of this annual report.

業績

截至2022年12月31日止年度業績載於本年報第135頁至第137頁的合併利潤表中。

DIVIDENDS DISTRIBUTION

The Company has adopted in its general dividend policy. The Company has implemented a three-year dividend plan, pursuant to which, in the absence of certain special circumstances, if the Company records profit for the year and its accumulated undistributed profit is positive, and is capable of meeting the actual demand for distribution, the Company shall distribute dividends in cash, and the aggregate profits distributed in cash for such three years shall not be less than 30% of the total distributable profits realised for the latest three years as set out in the Company's financial statements and the dividends to be distributed in each particular year shall be decided by the Board of Directors. Any proposed distribution of dividends shall be formulated by the Board of Directors and shall be subject to approval at the shareholders' meeting. A decision to declare or to pay any dividends in the future, and the amount of any dividends, will depend on a number of factors, including our results of operations, cash flows, financial condition, capital adequacy ratio, payments by our subsidiaries of cash dividends to us, business prospects, statutory, regulatory and contractual restrictions on our declaration and payment of dividends and other factors that the Board of Directors may consider important.

股息分配

本公司已採納一般股息政策。本公司已實施三年期股息計劃，根據該計劃，除若干特殊情況外，倘本公司在當年錄得利潤且累計未分配利潤為正並且能滿足實際分派需要，本公司應當採取現金方式分派股息，三年內以現金方式分派的利潤總額不應少於本公司財務報表所載最近三年實現的可供分配利潤總額的30%，且每一特定年度將予分派的股息須由董事會釐定。任何分派股息的計劃須由董事會制定並須經股東大會批准。未來宣派或派付任何股息的決定及任何股息的金額將取決於多項因素，包括我們的經營業績、現金流量、財務狀況、資本充足率、附屬公司向我們派付的現金股息、業務前景、有關我們宣派及派付股息的法定、監管及合同限制，以及董事會可能認為重要的其他因素。

According to the applicable PRC laws and the articles of association of the Company (the "**Articles of Association**"), we will pay dividends out of our profit after tax only after we have made the following allocations:

- recovery of accumulated losses, if any;
- allocations to the statutory reserve equivalent to 10% of our profit after tax, and, when the statutory reserve reaches and is maintained at or above 50% of our registered capital, no further allocations to this statutory reserve will be required;

根據適用中國法律及本公司《公司章程》(「**《公司章程》**」)，我們將僅在作出下述分配後，方會從稅後利潤中派付股息：

- 彌補累積虧損(如有)；
- 將稅後利潤的10%分配至法定儲備，倘法定儲備達至且維持在我們註冊資本的50%或以上，則無須再分配至該法定儲備；

- allocations, if any, to a discretionary common reserve fund that are approved by the Shareholders in a shareholders' meeting; and
- allocation of employee welfare funds to be borne by the Company.

- 經由股東於股東大會上批准的金額(如有),可分配至任意公積金;及
- 分配僱員福利基金(由本公司承擔)。

The Articles of Association stipulates that the Company may distribute dividends by means of cash, stock or a combination of cash and stock. There is no assurance that we will be able to declare dividends of such any amount each year or in any year.

《公司章程》規定,本公司可以現金、股票或現金與股票相結合的方式分派股息。概不保證我們將能夠每年或任何一個年度宣派該等任何金額的股息。

Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348), individuals who are resident outside the PRC and who hold shares issued in Hong Kong by domestic non-foreign invested enterprises enjoy preferential tax rate in accordance with the tax conventions between Mainland China and the country where the residents reside and the tax arrangements between the Mainland China and Hong Kong (Macao). Individual shareholders will be generally subject to a withholding tax rate of 10% when domestic non-foreign invested enterprises which issue shares in Hong Kong distribute dividends to their shareholders, unless otherwise required by the regulations of relevant tax laws and tax conventions. Pursuant to the Notice on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) of the State Administration of Taxation, we are obliged to withhold and pay enterprise income tax at the rate of 10% from dividends paid or payable for H Shares when distributing dividends to non-resident enterprise shareholders of H Shares. No tax is payable in Hong Kong in respect of dividends paid by us according to the current practice of the Hong Kong Inland Revenue Department. Shareholders are recommended to consult their tax advisers regarding the tax implication in the PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Company.

根據《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號),境外居民個人持有境內非外商投資企業在香港發行的股票,按照中國內地與居民居住國的稅收協定和中國內地與香港(澳門)的稅收安排,享受優惠稅率。在香港發行股票的境內非外商投資企業向股東分配股息時,除有關稅法和稅收協定另有規定外,個人股東一般按10%的預提稅率繳納。根據《國家稅務總局關於中國居民企業向境外非居民企業H股股東派發股息扣繳企業所得稅有關問題的通知》(國稅函[2008]897號),我們在向非居民企業H股股東派發股息時,有義務從已支付或應支付的H股股息中按10%的稅率扣繳企業所得稅。根據香港稅務局現行慣例,我們在香港支付股息無須繳稅。關於股東持有及出售本公司H股的中國、香港及其他稅務影響,本公司建議股東自行諮詢稅務顧問。

The Board of Directors has resolved not to declare any final dividend for the year ended 31 December 2022 (2021: nil). As at the date of this annual report, the Board of Directors is not aware of any Shareholders who have waived or agreed to waive any dividends.

董事會已議決不宣派截至2022年12月31日止年度的任何末期股息(2021年:零)。於本年報日期,董事會並不知悉任何股東已放棄或同意放棄任何股息。

股東週年大會

本公司將於2023年5月19日(星期五)舉行股東週年大會(「**股東週年大會**」)。股東週年大會通告將於適當時候按《公司章程》及《上市規則》規定的方式刊登及向股東寄發。

暫停辦理股份過戶登記

為確定可出席股東週年大會並於會上投票之資格，本公司將於2023年5月16日(星期二)至2023年5月19日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續，期間不接受任何股份轉讓登記。為符合出席股東週年大會並於會上投票之資格，所有過戶文件連同相關股票須不遲於2023年5月15日(星期一)下午四時三十分送達本公司H股股份過戶登記處，即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1712–16號舖(就H股股東而言)，或本公司中國註冊辦事處，地址為中國山東省聊城市陽穀縣安樂鎮劉廟村(就內資股股東而言)。

業務回顧

FINANCIAL SUMMARY

A summary of the Company's results, assets and liabilities for the last five financial years are set out on page 324 of this annual report. This summary does not form part of the financial statements.

AUDIT QUALIFICATION FOR THE YEAR ENDED 31 DECEMBER 2022

The Board of Directors and Audit Committee's View and the Plan to Address the Opinion

The Auditor has expressed a qualified opinion in the independent auditors' report relating to the audit of the financial statements of the Group for the year ended 31 December 2022. The Board of Directors would like to provide the following additional information:

The Company was notified by GMK Holdings, the former controlling shareholder of the Company, that its subsidiaries had overdue debts in March 2022. Among such subsidiaries, GMK Finance was involved in overdue repayment disputes, pursuant to which the creditor filed a civil complaint against GMK Finance, and the guarantors for such loans, including Mr. Liu Xuejing (former controlling shareholder and non-executive Director), GMK Holdings and certain of its subsidiaries were named as defendants (the "**Debt Dispute**"). GMK Holdings, by itself and through its subsidiaries, provided guarantees for some of the loans obtained by the Group from banks, and provided deposits, loan facilities (including term loans and entrusted loans) and bill financing services to the Group. The deposits with GMK Finance have been unavailable for withdrawal and utilisation by the Group for daily operation since November 2022. In addition, there was an overdue payment for deposit interests from GMK Finance to the Group.

As the Group is not able to estimate the recoverable amounts of deposits and related accrued interests in GMK Finance for the years ended 31 December 2021 and 31 December 2022, the Auditor has not been provided with sufficient and appropriate audit evidence regarding the possible impact of the abovementioned matter, they were unable to make a judgment as to whether adjustments to the related disclosures in the financial statements are necessary. The Auditor's audit opinion on the financial statements for the year ended 31 December 2022 was qualified accordingly.

財務概要

本集團於過往五個財政年度的業績、資產及負債之概要載列於本年報第324頁。此概要不構成財務報表的一部份。

截至2022年12月31日止年度的審計保留意見

董事會及審計委員會的觀點及解決該意見的計劃

一、 於2022年的保留意見

核數師已於獨立核數師報告中就本集團截至2022年12月31日止年度的財務報表的審計發表保留意見。董事會謹此提供以下補充資料：

本公司接獲本公司前控股股東新鳳祥控股的通知，其附屬公司於2022年3月出現債務逾期情況。當中新鳳祥財務公司涉及逾期還款糾紛，據此，債權人已針對新鳳祥財務公司發出民事起訴狀，前控股股東兼非執行董事劉學景先生、新鳳祥控股及其若干附屬公司作為該等貸款之擔保人，同時被列為被告(「**債務糾紛**」)。新鳳祥控股及通過其附屬公司現時為本集團向銀行獲取的部分貸款提供擔保，以及向本集團提供存款、貸款融通(包括定期貸款及委託貸款)及票據融資服務。自2022年11月起，於新鳳祥財務公司的存款本集團已不可取出及用於日常經營。此外，新鳳祥財務公司逾期向本集團支付存款利息。

二、 保留意見基準

由於本集團尚無法估計於截至2021年12月31日及2022年12月31日止年度在新鳳祥財務公司的存款的可收回性比例，而核數師並未就上述事項對存款的可能影響獲提供充分及適當之審計憑證，彼等無法判斷是否有必要對財務報表的相關披露作出調整。因此核數師就截至2022年12月31日止年度的財務報表的審計意見為保留意見。

The Group made a full impairment of the deposits with GMK Finance for the year ended 31 December 2022 and as at 31 December 2022 due to the following reasons: (i) the Group has been unable to withdraw and utilise the deposits with GMK Finance since November 2022, and there was an overdue payment for deposit interests from GMK Finance to the Group; (ii) the Debt Dispute is still ongoing, and the Board of Directors cannot predict the timing and outcome of the actions initiated by the creditors; (iii) as at the date of this annual report, there is no material progress on the restructuring proposal of the debt arrangement with GMK Holdings and its subsidiaries; and (iv) the Company has consulted legal advisers regarding the bankruptcy risk of GMK Finance, the potential debt procedures and recoverability of the deposits from GMK Finance based on current circumstances. Based on the foregoing, the management of the Company considered the timing and possibility of the recoverability of the deposits with GMK Finance was highly uncertain and therefore full provision of impairment has been made accordingly.

本集團對截至2022年12月31日止年度及於2022年12月31日就存放於新鳳祥財務公司的存款悉數計提減值，原因如下：(i)自2022年11月起，本集團已不可取出及動用於新鳳祥財務公司的存款，新鳳祥財務公司應付本集團的存款利息已逾期；(ii)債務糾紛仍在進行中，董事會無法預測債權人發起行動的時間及結果；(iii)截至本年報日期，與新鳳祥財務公司及其附屬公司債務安排的重組建議尚無重大進展；及(iv)本公司已根據目前情況就新鳳祥財務公司的破產風險、潛在的債務程序及向新鳳祥財務公司收回存款的可能性諮詢法律顧問。根據以上闡述，本公司管理層認為收回存放於新鳳祥財務公司存款的時間及可能性存在很大不確定性，故已悉數計提減值撥備。

三、 消除審計保留意見

The management of the Company has discussed with the Auditor and confirmed that since the Auditor expressed an audit qualification on the 2022 financial figures of the Group, this will have carryforward impact on the Company's annual results for the year ending 31 December 2023. The Company expects that the audit qualification would only affect the corresponding comparative figures of the financial statements for the year ended 31 December 2023 but will be removed in the consolidated financial statements for the year ending 31 December 2024.

本公司管理層已與核數師討論並確認，由於核數師就本集團2022年財務數據發表審核保留意見，其將對截至2023年12月31日止年度之本公司年度業績產生結轉影響。本公司預期有關保留意見僅會影響截至2023年12月31日止年度之財務報表之相關比較數據，惟將於截至2024年12月31日止年度之綜合財務報表中移除。

四、 審計委員會的觀點

During the audit process, the Audit Committee reviewed the management's position above and agreed with such position addressing the issues.

於審計過程中，審計委員會已審查管理層的上述立場，並同意其解決該等問題的立場。

ENVIRONMENTAL POLICY

The Group is subject to the PRC national and local environmental laws and regulations, including but not limited to the Environmental Protection Law of the PRC, the Law on the Prevention and Treatment of Water Pollution of the PRC and the Law for the Prevention and Treatment of Air Pollution of the PRC. In particular, there are environmental regulations concerning the treatment of wastewater produced by our slaughtering and processing facilities and we are subject to annual inspection by the regulatory authorities for compliance with these laws and regulations. Failure to comply with applicable PRC environmental protection laws and regulations may result in significant consequences, including administrative, civil and criminal penalties, liability for damages and negative publicity. Further, such failure to comply, or allege on failure to comply, with the relevant PRC laws, regulations or government policies on environmental protection, may lead to costly litigation or penalty imposed by the relevant judicial or governmental authorities. We emphasise on environmental protection and strive to minimise the environmental impact brought by our business operations.

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.

There had been no material administrative penalties imposed on the Group as a result of non-compliance with any PRC laws or regulations in relation to environmental protection during the year ended 31 December 2022.

The Board of Directors has authorised the senior management to

環境政策

本集團須遵守中國國家及地方環保法律法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》及《中華人民共和國大氣污染防治法》，尤其是關於我們屠宰加工設施所產生污水的處理的環保法規，而我們須接受監管機構年檢以確保遵守該等法律法規。倘我們未能遵守適用的中國環境保護法律法規，可能會帶來嚴重後果，包括行政、民事及刑事處罰、損害賠償責任以及負面報導。此外，該等未能遵守或被指控未遵守有關環境保護的相關中國法律、法規或政府政策，可能會導致費用高昂的訴訟或受到相關司法或政府部門的處罰。我們注重環保並努力將我們業務運營對環境的影響降至最低。

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。管理層定期進行審查以識別環境風險，並確保所實行的制度足以管理該等風險。

於截至2022年12月31日止年度期間，本集團未因違反有關環境保護的中國法律或法規而受到重大行政處罰。

董事會授權予高級管理層，以讓其對日常環境、社會及管治(「**環境、社會及管治**」)管理工作，對環境、社會及管治表現進行控制及監察。投資者可在本公司網站的投資者關係頁面，查詢環境、社會及管治報告資料。按照高級管理層的匯報，董事會認為本集團的環境、社會及管治在《上市規則》附錄二十七中的所列的主要範疇和各層面而言，均令人滿意。

RELATIONSHIP WITH STAKEHOLDERS

Employees

As at 31 December 2022, we had 7,202 employees who were directly employed by us, of which 7,198 employees were employed in the PRC and four employees were located in Japan.

The remuneration packages for our employees include salary, bonuses and allowances. Except for Japanese employees who are required to

與主要利益相關者的關係

僱員

於2022年12月31日，我們有7,202名直接受僱於我們的僱員，其中包括7,198名位於中國的僱員及四名位於日本的僱員。

僱員薪酬待遇包括薪金、獎金及津貼。除日本僱員須遵守日本法律法規外，按照中國法規規定，我們參加由相關地方政府機構運作的社會保險計劃，並為部分僱員設立強制性退休金供款計劃並投購醫療保險、工傷保險、失業保險及生育險。我們亦為部分僱員支付住房公積金供款。概無已沒收的供款可供僱主用以減少於未來數年應付的供款。本集團截至2022年12月31日止年度的設定提存及福利計劃詳情載於財務報表附註(十九)。

當我們作出僱傭決定時，會考慮業務策略、發展計劃、行業趨勢和競爭環境等因素。我們基於僱員的工作經驗、教育背景及職位空缺需求等眾多因素來聘請僱員。我們致力於吸引並留住適當和合適的人員來為本集團服務。

我們向僱員提供繼續教育及培訓課程，以提高其技能及發揮其潛能。我們亦採納評估計劃，據此，僱員可收到反饋意見。我們通過提供多種員工福利及個人發展支持來促進牢固的僱員關係。我們於中國的附屬公司已根據適用中國法律成立工會。我們並不受到任何集體談判協議規限。截至本年報日期，我們尚未發生任何重大的勞資糾紛或索賠。

於2020年6月24日及2021年12月10日，本公司亦分別採納兩項股份獎勵計劃，且本集團任何全職或兼職僱員(包括任何董事)均為上述計劃下的合資格參與者。

Customers

We had a diversified customer base of over 3,000 customers globally, including internationally renowned food processors and traders as well as fast food restaurant chains (and their poultry meat suppliers and sourcing agents). We exported to countries including Japan, Malaysia, Europe, Korea, the Middle East, Mongolia and Singapore. We also sell our products to our distributors whose designated sales regions are all within the PRC.

For the year ended 31 December 2022, the Group's sales to its five largest customers accounted for 23.15% (2021: 25.01%) of the Group's total sales and sales to the largest customer accounted for 10.80% (2021: 11.39%).

Suppliers

We procured (i) raw materials for the production of our animal feeds, including corn, soybean meal, soybean oil and wheat, and (ii) Parent Stock Day-old Chicks for the production of our chicken meat products in the PRC. We also procured raw chicken meat products from third party suppliers domestically as well as from overseas (generally from Brazil) for producing our processed chicken meat products in order to meet customers' growing demand. During the Reporting Period, we did not enter into hedging activities.

For the year ended 31 December 2022, purchases from the Group's five largest suppliers accounted for 22.12% (2021: 16.37%) of the Group's total purchases and purchases from the largest supplier accounted for 6.42% (2021: 6.45%).

During the year ended 31 December 2022, none of the Directors or the Supervisors or any of their associates or any shareholders (which, to the best knowledge of the Directors and Supervisors own more than 5% of the number of issued shares of the Company) had any interest in the Company's five largest customers and suppliers.

客戶

我們在全球擁有由逾3,000名客戶所組成的多元化客戶群，包括國際知名食品加工商及貿易商以及快餐連鎖店(及其禽肉供應商及採購代理)。我們出口的國家包括日本、馬來西亞、歐洲、韓國、中東、蒙古及新加坡。我們亦將產品售予我們的分銷商，彼等的指定銷售區域均位於中國境內。

截至2022年12月31日止年度，本集團對五大客戶的銷售額佔本集團銷售總額的23.15%(2021年：25.01%)，其中對最大客戶的銷售額佔10.80%(2021年：11.39%)。

供應商

我們採購(i)原材料(包括玉米、豆粕、豆油及小麥)以生產飼料，及(ii)父母代種雞苗以在中國生產雞肉製品。為生產深加工雞肉製品以迎合不斷增長的客戶需求，我們亦從國內第三方供應商及海外(通常從巴西)採購生雞肉製品。於報告期內，我們沒有進行對沖活動。

截至2022年12月31日止年度，本集團自五大供應商的採購額佔本集團採購總額的22.12%(2021年：16.37%)，其中自最大供應商的採購額佔6.42%(2021年：6.45%)。

截至2022年12月31日止年度，概無董事或監事或其任何聯繫人士或股東(據董事及監事所深知，擁有超過5%之公司已發行股份數)於公司五大客戶和供應商中擁有任何權益。

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2022 are set out in note (XXIX) to the financial statements.

As at 31 December 2022, the issued share capital of the Company was 1,400,000,000 Shares (of which 1,045,000,000 were domestic Shares and 355,000,000 were H Shares).

RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2022 are set out in the consolidated statement of changes in owners' equity.

DISTRIBUTABLE RESERVES

As at 31 December 2022, pursuant to the relevant laws and regulations, the Company has distributable reserves of RMB456.3 million in total available for distribution (2021: RMB1,225.3 million).

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company as at 31 December 2022 are set out in note (XV), note (XVI), note (XXII) and note (XXIV) to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note (VIII) to the financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the PRC laws that would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

股本

本公司截至2022年12月31日止年度之股本變動詳情載於財務報表附註(二十九)。

於2022年12月31日，本公司已發行股本為1,400,000,000股，其中，1,045,000,000股為內資股，355,000,000股為H股。

儲備

本集團於截至2022年12月31日止年度之儲備變動詳情載於合併所有者權益變動表中。

可供分派儲備

於2022年12月31日，根據相關法律法規，本公司可供分派的儲備合共為人民幣456.3百萬元(2021年：人民幣1,225.3百萬元)。

銀行貸款及其他借貸

本公司於2022年12月31日之銀行貸款及其他借貸詳情載列於財務報表附註(十五)、附註(十六)、附註(二十二)及附註(二十四)。

物業、廠房及設備

本集團截至2022年12月31日止年度之物業、廠房及設備變動詳情載於財務報表附註(八)。

優先購買權

在《公司章程》或中國法律中，並無規定本公司有責任按比例向現有股東提呈發售新股的優先購買權條文。

SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

According to the Articles of Association, the terms of service of both the Directors and the Supervisors are for three years, and all Directors and Supervisors are subject to re-appointment or re-election upon the expiry of their term. Each of the executive Directors, non-executive Directors, independent non-executive Directors and Supervisors has entered into a service contract generally with a term of three years with the Company. None of the Directors or Supervisors has or is proposed to have a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

董事和監事之服務合約

根據《公司章程》的規定，董事和監事的任期均為三年，所有董事和監事的任期屆滿，均應重新任命或重選。每一位執行董事、非執行董事、獨立非執行董事及監事已分別與本公司訂立一項通常為期三年的服務合約。概無董事或監事與本公司或其任何附屬公司訂定或建議簽訂任何不得在一年內於毋須作出賠償下(法定賠償除外)將其終止之服務合約。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent and remain so as at the date of this annual report.

獨立非執行董事之獨立性

根據《上市規則》第3.13條之規定，本公司已收悉每名獨立非執行董事有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均具獨立性，且於本年報日期仍然如此。

SECURITIES TRANSACTIONS OF DIRECTORS AND SUPERVISORS

Securities Transactions of Directors and Supervisors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as a code of conduct for securities transactions by the Directors and Supervisors. The Company has made specific enquiries with each Director and Supervisor and each of them confirmed that he or she had complied with all required standards under the Model Code during the Reporting Period and up to the date of this annual report.

董事及監事的證券交易

董事及監事的證券交易

本公司已採納《上市規則》附錄十所載的《上市發行人董事進行證券交易的標準守則》(「**《標準守則》**」)，作為董事及監事進行證券交易的行為守則。本公司已向各董事及監事作出具體查詢並獲各董事及監事確認，於報告期內及直至本年報日期已遵守《標準守則》項下規定的所有標準。

INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors, Supervisors and chief executives in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning as defined in Part XV of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they were taken or deemed to have under such provisions of the SFO), or to be entered in the register to be kept pursuant to section 352 of the SFO, or other wise required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules are as follows:

董事、監事及最高行政人員於公司股份、相關股份及債券中擁有的權益及淡倉

於2022年12月31日，董事、監事及最高行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的任何股份、相關股份及債券中，擁有根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益及淡倉），或根據《證券及期貨條例》第352條須記入所存置的登記冊內的權益及淡倉，或根據《上市規則》附錄十所載的《標準守則》須另行知會本公司及聯交所的權益及淡倉如下：

The Company

本公司

Name of Directors/ Supervisors 董事／監事姓名	Nature of interest 權益性質	Class of Shares 股份類別	Number of Shares 股份數目	Approximate percentage of interest in the relevant class of Shares of the Company[1] 於本公司相關股份類別中所佔概約權益百分比[1]	Approximate percentage of interest in the total share capital of the Company[2] 於本公司總股本中所佔概約權益百分比[2]
Mr. Zhang Chuanli[4] 張傳立先生[4]	Beneficial interest 實益權益	Domestic Shares 內資股	2,703,000 (L)	0.26%	0.19%
Mr. Xiao Dongsheng[3] 肖東生先生[3]	Beneficiary of a trust 信託受益人	H Shares H股	3,216,000 (L)	0.91%	0.23%
Ms. Zhou Jinying[3], [4] 周勁鷹女士[3], [4]	Beneficiary of a trust 信託受益人	H Shares H股	2,605,000 (L)	0.73%	0.19%
Mr. Shi Lei[3] 石磊先生[3]	Beneficiary of a trust 信託受益人	H Shares H股	586,000 (L)	0.17%	0.04%
Ms. Lian Xianmin[3], [4] 廉憲敏女士[3], [4]	Beneficiary of a trust 信託受益人	H Shares H股	341,600 (L)	0.10%	0.02%

Notes:

(1) The calculation is based on the percentage of shareholding in domestic Shares or H Shares respectively.

(2) The calculation is based on the total number of 1,045,000,000 domestic Shares in issue and 355,000,000 H Shares in issue.

(3) Mr. Xiao Dongsheng, Ms. Zhou Jinying, Mr. Shi Lei and Ms. Lian Xianmin have been granted the awarded shares under the 2020 Share Award Scheme and/or 2021 Share Award Scheme. They are deemed to be interested in the issued share capital of the Company for the awarded shares which have been granted to them pursuant to Part XV of the SFO. As at 31 December 2022, Mr. Xiao Dongsheng, Ms. Zhou Jinying, Mr. Shi Lei (each a Director as at 31 December 2022) and Ms. Lian Xianmin (a Supervisor as at 31 December 2022) have been granted 2,976,000, 2,465,000, 506,000 and 301,600 awarded shares respectively under the 2020 Share Award Scheme and 2021 Share Award Scheme (representing approximately 0.21%, 0.18%, 0.04% and 0.02% of all the issued Shares), all of which have not yet been vested.

(4) Mr. Zhang Chuanli and Ms. Zhou Jinying retired as Directors on 18 January 2023, and Ms. Lian Xianmin retired as a Supervisor on 18 January 2023.

(5) The letter "L" denotes a long position in the Shares.

Save as disclosed above, as at 31 December 2022, none of the Directors, Supervisors or chief executives or their associates have or are deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning as defined in Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they were taken or deemed to have under such provisions of the SFO), or pursuant to section 352 of the SFO, required to be entered in the register referred therein, or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

(1) 分別以內資股或H股的持股百分比為基準計算。

(2) 以合共1,045,000,000股已發行內資股及355,000,000股已發行H股為基準計算。

(3) 肖東生先生、周勁鷹女士、石磊先生及廉憲敏女士已根據2020年股份獎勵計劃及2021年股份獎勵計劃獲授獎勵股份，根據《證券及期貨條例》第XV部，彼等已被視作就其獲授的獎勵股份而於本公司已發行股本中擁有權益。於2022年12月31日，肖東生先生、周勁鷹女士、石磊先生（於2022年12月31日各為董事）及廉憲敏女士（於2022年12月31日為監事）已根據2020年股份獎勵計劃及2021年股份獎勵計劃分別獲授2,976,000股、2,465,000股、506,000股及301,600股獎勵股份（分別佔已發行股份總數約0.21%、0.18%、0.04%及0.02%），全部均尚未歸屬。

(4) 張傳立先生及周勁鷹女士於2023年1月18日退任董事；廉憲敏女士於2023年1月18日退任監事。

(5) 字母「L」指股份中的好倉。

除上文所披露者外，於2022年12月31日，概無董事、監事或最高行政人員或彼等聯繫人士於或被視為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、相關股份或債券中擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益及淡倉），或根據《證券及期貨條例》第352條須記入該條所述之登記冊內的權益及淡倉，或根據《標準守則》須另行知會本公司及聯交所的權益及淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2022, to the best knowledge of the Directors, the following persons (not being the Directors or Supervisors or chief executives) had interests or short positions in the shares or underlying shares which were required to be entered in the register referred to in section 336 of the SFO by the Company or would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

主要股東於股份和相關股份中的權益和淡倉

於2022年12月31日，就董事所深知，以下人士（並非董事或監事或最高行政人員）於股份或相關股份擁有本公司根據《證券及期貨條例》第336條須記入該條所述之登記冊或根據《證券及期貨條例》第XV部第2及第3分部條文須向本公司披露的權益或淡倉：

Name of Shareholders 股東名稱	Nature of interest 權益性質	Class of Shares 股份類別	Number of Shares 股份數目	Approximate percentage of interest in the Company's relevant shares[1] 於本公司相關股份	Approximate percentage of interest in the total share capital of the Company[2]
[redacted]					

附註：

(1) 分別以內資股或H股的持股百分比為基準計算。

(2) 以合共1,045,000,000股已發行內資股及355,000,000股已發行H股為基準計算。

(3) 單偉健直接持有PAG Capital Limited的45%權益，及PAG透過全資持有Pacific Alliance Group Limited而間接持有PAG Capital Limited的55%權益。PAG Capital Limited透過其全資控制法團PAG Asia Capital GP IV Limited、PAG Asia IV LP、Falcon Holding GP Limited及Falcon Holding LP間接持有本公司股份權益。因此，單偉健、PAG、

除上文所披露者外，於2022年12月31日，本公司尚未接獲任何其他人士(董事或監事或最高行政人員31131

INFORMATION RELATING TO NON-COMPETITION UNDERTAKING

On 24 June 2020, Mr. Liu Xuejing, Ms. Zhang Xiuying, Mr. Liu Zhiguang, GMK Holdings, Shandong Fengxiang (Group) Co., Ltd. ("**Fengxiang Group**"), Shandong Fengxiang Investment Co., Ltd., Guangdong Hengqin Zhengxing Investment Centre (Limited Partnership), Guangdong Hengqin Shangchen Investment Limited Partnership (Limited Partnership) and Guangdong Hengqin Pengtu Investment Co., Ltd. (collectively, the "**Former Controlling Shareholders**") executed the non-competition undertaking (the "**Non-competition Undertaking**") in favour of the Company.

Pursuant to the Non-Competition Undertaking, the Former Controlling Shareholders have jointly and severally made irrevocable covenants to the Company that during the Relevant Period (as defined below), each of the Former Controlling Shareholders, will not and will procure that its respective close associates will not:

(a) solely or jointly with a third party, engage in or participate in any

有關不競爭承諾書之資料

2020年6月24日，劉學景先生、張秀英女士、劉志光先生、新鳳祥控股、山東鳳祥(集團)有限責任公司(「**鳳祥集團**」)、山東鳳祥投資有限公司、廣東橫琴正星投資中心(有限合夥)、廣東橫琴上辰投資合夥企業(有限合夥)及廣東橫琴鵬途投資有限公司(合稱「**前控股股東**」)簽署了有利於本公司的不競爭承諾書(「**不競爭承諾書**」)。

根據不競爭承諾書的規定，前控股股東亦已共同及個別向本公司作出不可撤銷承諾，於有關期間(定義見下文)，各前控股股東不會並將促使其各自的緊密聯繫人不會：

(a) 單獨或與第三方共同以任何形式從事或參與與我們的主要業務直接或間接構成或可能構成競爭的國內或國外商業業務或活動(包括但不限於投資、併購、聯營公司、合資企業、合作、夥伴關係、承包或經營租賃、購買上市公司股份或參股)(「**受限制業務**」)(於每種情況下，無論以董事、股東(本集團董事或股東除外)、合作夥伴、代理或其他身份，且無論是為利潤、報酬或其他利益)；

(b) 於國內或國外直接或間接於與我們的主要業務構成或可能構成競爭的任何商業實體、機構或經濟組織中持有任何權益或獲得任何控制權(於每種情況下，無論以董事或股東(本集團董事或股東除外)、合作夥伴、代理或其他身份及無論是為利潤、報酬或其他利益)；

(c) 直接或間接誘使或試圖誘使本集團任何董事、經理、顧問或僱員終止其與本集團的服務合約或僱傭合約，不論該人士的行為是否違反該人士的服務合約或僱傭合約；

(d) 未經本公司事先同意，為從事任何商業活動(與本集團相關的活動除外)或為謀取其個人利益而利用作為控股股東所知悉的與本集團主要業務有關的任何資料；及

(e) 直接或間接招攬本集團任何客戶、供應商或僱員從事受限制業務。

上文(a)及(b)項所載的限制不適用於任何前控股股東或其緊密聯繫人投資、持有、從事或參與任何其他公司(從事與我們業務構成競爭的業務，無論上市與否)5%以下的股權及並無參與業務管理的情況。

前控股股東確認自上市日期(「**上市日期**」，即2020年7月16日)起至2022年12月20日止(即各前控股股東不再為本公司控股股東當日)，彼等並無不時開展、參與或擁有權益或從事或持有任何其他與本集團任何成員公司的業務構成或可能構成競爭的業務。基於此確認，以及所有執行董事(其中一名為控股股東)均將其時間和資源投入到本集團的不同業務活動中，獨立非執行董事確信，自上市日期起至2022年12月20日，前控股股東已全面遵守不競爭承諾。

持續關連交易

於本報告期間，本集團已與其前控股股東、董事及／或其各自的聯繫人士訂立若干交易，其構成《上市規

2. 採購物流服務

本公司於2020年6月25日與青島祥光物流有限公司(「**祥光物流**」)訂立物流服務框架協議(「**物流服務框架協議**」),據此,本集團可從祥光物流採購物流服務。物流服務框架協議的有效期為自上市日期起至2022年12月31日止,經協議各方同意可續期三年,但前提是本公司須遵守《上市規則》及其他適用法律法規的規定。於報告期內,在考慮是否聘請祥光物流提供物流服務時,本公司將定期比較市場當時類似物流服務的現行市價,該價格通過(其中包括)獲取獨立第三方物流服務供應商所報價格釐定。在相關時間,祥光物流為董事的一名聯繫人,因此,彼等為本公司關連人士,故而根據《上市規則》第14A章,物流服務框架協議下擬進行的交易構成本公司的持續關連交易。有關詳情,請參閱本公司日期為2020年6月30日的招股章程(「**招股章程**」)中「關連交易」一節。

3. 接受採購及外包服務

本公司於2021年8月28日與新鳳祥集團就向本集團提供原材料及生產材料加工服務訂立框架協議(「**採購及外包框架協議**」)。採購及外包框架協議的有效期為自2021年8月28日起至2022年12月31日止，經協議各方同意可續期三年，但前提是本公司須遵守《上

4. 存入款項

The Company renewed the deposit services framework agreement (the "**Deposit Service Framework Agreement**") with GMK Finance on 31 August 2020, pursuant to which GMK Finance would provide deposit services to the Group. The Deposit Service Framework Agreement had a term of two years from 1 January 2021 to 31 December 2022, renewable upon mutual consent of all parties to the agreement and subject to compliance by the Company with the requirements under the Listing Rules and other applicable laws and regulations. During the Reporting Period, the deposit interest rates offered by GMK Finance to the Group should comply with the benchmark deposit interest rates promulgated by the People's Bank of China from time to time (if any) for financial institutions such as GMK Finance, and the Group's deposit interest rates shall be the same as those offered by GMK Finance to independent third parties (or better), and the Group would only deposit its funds with GMK Finance if the rates quoted by GMK Finance are no less favourable than the quotes of deposit rates offered by two other banks offering deposit services obtained by the Group. At the relevant time, GMK Finance, a subsidiary of the Former Controlling Shareholder and an associate of the Director(s), was a connected person of the Company and as a result, the transactions contemplated under the Depositf to

本公司於2020年8月31日與新鳳祥財務續簽存款服務框架協議(「**存款服務框架協議**」),據此,新鳳祥財務將向本集團提供存款服務。存款服務框架協議的有效期自2021年1月1日起至2022年12月31日止為期兩年,經協議各方同意後方可續期,但前提是本公司須遵守《上市規則》及其他適用法律法規的規定。於報告期內,新鳳祥財務向本集團提供的存款利率應符合中國人民銀行不時為金融機構(如新鳳祥財務)所頒佈的存款基準利率(如有),且本集團存款利率應與新鳳祥財務向獨立第三方提供的利率相同(或更優),且本集團僅在新鳳祥財務所提供的利率不遜於其他兩家銀行所提供的有關存款服務的存款利率時,方會將資金存入新鳳祥財務。在相關時間,新鳳祥財務公司為前控股股東的附屬公司及董事的一名聯繫人,故為本公司關連人士,因此,新鳳祥財務公司為本公司關連人士,故而根據《上市規則》第14A章,存款服務框架協議下擬進行的交易構成本公司的持續關連交易。有關詳情,請參閱本公司日期為2020年8月31日的公告及日期為2020年9月30日的通函。

5. 通過貼現商業票據接受財務資助

The Company entered into a framework agreement with GMK Finance on 25 June 2020, for the provision of financial assistance by GMK Finance to the Group through the discounting of commercial bills (the "**Bill Financing Framework Agreement**") based on the prevailing market rates for such financing. The Bill Financing Framework Agreement had a term from the Listing Date to 31 December 2022, renewable for a term of three years upon mutual consent of all parties to the agreement and subject to compliance with the Company with the requirements under the Listing Rules and other applicable laws and regulations. During the Reporting Period, the finance department of the Company would regularly (in any event, no less frequently than twice every calendar year) review the interest rates that were charged by two other independent third party banks or financial institutions for the rates offered for the discounting of commercial bills quoted by GMK Finance, and would only discount commercial bills with GMK Finance if the rates offered by it were at least as favourable as those offered by independent third party banks or financial institutions. At the relevant time, GMK Finance, a subsidiary of the Former Controlling Shareholder and an associate of the Director(s), was a connected person of the Company and as a result, the transactions contemplated under the Bill Financing Framework Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. For details, please refer to the section headed "Connected Transactions" in the Prospectus.

本公司與新鳳祥財務於2020年6月25日就新鳳祥財務按有關融資的現行市價通過商業票據貼現為本集團提供財務資助而訂立框架協議(「**票據融資框架協議**」)。票據融資框架協議的有效期為自上市日期起至2022年12月31日止，經協議各方同意可續期三年，但前提是本公司須遵守《上市規則》及其他適用法律法規的規定。於報告期內，本公司財務部門將定期(無論如何不少於每日曆年兩次)審核另外兩家獨立第三方銀行或金融機構就新鳳祥財務所提供的商業票據貼現利率所收取的利率，僅在新鳳祥財務提供的利率不遜於獨立第三方銀行或金融機構所提供者的情況下，本公司才會與其進行商業票據貼現。在相關時間，新鳳祥為前控股股東的附屬公司及董事的一名聯繫人，故財務公司為本公司關連人士，根據《上市規則》第14A章，票據融資框架協議下擬進行的交易構成本公司的持續關連交易。有關詳情，請參閱招股章程「關連交易」一節。

The following table sets forth the respective annual caps and actual amounts for the non-exempt continuing connected transactions of the Company for the year ended 31 December 2022:

下表載列本公司截至2022年12月31日止年度不獲豁免之持續關連交易的各自年度上限及實際金額：

Continuing connected transactions **持續關連交易**	**For the year ended 31 December 2022** **截至2022年12月31日止年度**	
	Annual caps **年度上限** **(RMB'000)** **（人民幣千元）**	**Actual accumulated/ maximum amounts** **實際累計／最高金額** **(RMB'000)** **（人民幣千元）**
I. Continuing connected transactions subject to the annual reporting and announcement requirements 須遵守年度申報及公告規定的持續關連交易		
1. New Product Sales Framework Agreement 新產品銷售框架協議	32,000	10,798
2. Logistics Services Framework Agreement 物流服務框架協議	19,987	15,630
3. Procurement and Outsourcing Framework Agreement 採購及外包框架協議	11,000	2,052
II. Continuing connected transactions subject to the annual reporting, announcement, circular and independent Shareholders' approval requirements 須遵守年度申報、公告、通函及獨立股東批准規定的持續關連交易		
4. Deposit Service Framework Agreement(Note 1)	1,350,000	1,Ce FrameTd/C0̲0 1 Tf

附註：

1. 年度上限及實際金額為存款的每日最高存款結餘(包括應計利息)。

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed the continuing connected transactions set out above and have confirmed that these continuing connected transactions have been entered into by the Group (i) in the ordinary and usual course of its business; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the terms of the agreements governing such transactions that are fair and reasonable and in the interests of the Shareholders as a whole. The annual transaction values of the above continuing connected transactions did not exceed the annual caps in relation to the respective continuing connected transactions.

就《上市規則》第14A.55條而言，獨立非執行董事已審閱上述各項持續關裝煜易，並已確認該等持續關袦交易已由本集團(i)於一般及日常業務過程中訂立；(ii)按正常商業條款或不遜於本集團向獨立第三方提供或獨立第三方向本集團提供的條款訂立；及(iii)根據協議條款進行，而該等條款屬公平合理，並符合股東的整體權益。上述持續穡連交易的年度交易價值並無超出有鼕来鏀齥竷징殷봌瘴畣犉。

Pursuant to Rule 14A.56 of the Listing Rules, the Auditor was engaged to report on the Group's continuing connected transactions in accordance with "Standards on Other Assurance Engagements for Certified Public Accountants of China No. 3101-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 not qualified its report in respect of the continuing connected transactions disclosed above by the Group. A copy of the Auditor's letter has been provided by the Company to the Stock Exchange.

根據《上市規則》第14A.56條，核數師已獲聘請根據中國註冊會計師其他鑑證服務第3101號—歷史財務信息審計或審閱以外的鑑證業務及參照香港會計師公會發出的《實務說明》第740號「餿曝 __ 睹《上市規則》所述持續關裝効脬裯膂︵醁뉙榣」以匯報本集團關袦交易。核數師並無就本集團上文披露的持續穡連交易作出保留意見的報告。本公司已向聯交所提供核數師函件的副本。

Save as disclosed above, the Group had not entered into any connected transaction during the Reporting Period, which is required to be disclosed under Chapter 14A of the Listing Rules.

除上述所披露者外，本集團於報告期內並無訂立任何根據《上市規則》第14A章須予披露的任何關裝効胺。

董事及監事於重大交易、安排或合約中的權益

除本年報所披露者外，概無董事或監事或與董事或監事有關連之實體直接或間接於截至2022年12月31日止年度內或於截至2022年12月31日止年度末存續的本公司或其任何附屬公司或同系附屬公司作為訂約方並且對本集團業務而言屬重大的任何交易、安排或合約中擁有重大權益。

重大合約

除本年報所披露者外，於截至2022年12月31日止年度內，本公司或本公司之附屬公司與控股股東或其任何附屬公司之間概無訂立任何重大合約。

管理合約

截至2022年12月31日止年度，本公司概無就本公司全部或任何部份重大業務的管理及行政事務與除董事或監事或本公司全職僱員之外的個人訂立或存有任何合約。

股票掛鈎協議

報告期內，本公司未訂立或存續任何股票掛鈎協議。

董事之獲准許彌償條文

本公司已為董事就於2022年12月31日年度期間至本年報日期止因企業活動而引致對其展開的法律訴訟安排適當之責任保險。

除該等保險外，在報告期內及直至本年報日期止任何時間，均未曾有或現有生效的任何獲准許彌償條文惠及本公司或聯營公司的任何董事。

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note X to the financial statements. The Company has complied with the applicable requirements under the Listing Rules for those related party transactions which constituted continuing connected transactions under the Listing Rules, which are set out in the paragraph headed "Continuing Connected Transactions" on pages 65 to 72.

Save as disclosed above, no other related party transactions disclosed in the financial statements constituted a notifiable connected transaction as defined under the Listing Rules.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

Our employees are generally remunerated by way of fixed salary. Our remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. A remuneration committee was set up for reviewing the Company's emolument policy and structure for all remuneration of the Directors and senior management of the Company, having regard to the Company's operating results, individual performance of the Directors and senior management and comparable market practices.

Details of the emoluments of the Directors and the Supervisors and five highest paid individuals for the year ended 31 December 2022 are set out in note X to the financial statements.

IMPLEMENTATION OF EQUITY INCENTIVE PLAN

2020 Share Award Scheme

The Board of Directors has approved the adoption of the share award scheme (the "**2020 Share Award Scheme**") on 4 June 2020, which nt

關連方交易

本集團於一般業務過程中進行之重大關連方交易詳情載於財務報表附註十。本公司已遵守《上市規則》對該等根據《上市規則》構成持續關連交易的關連人士交易的適用規定，該等規定載於第65至72頁「持續關連交易」一段。

除上文所披露者外，財務報表所披露之其他關連人士交易並不構成《上市規則》所界定之須予公佈關連交易。

薪酬政策及董事薪酬

我們一般以固定薪金之方式向僱員提供薪酬。我們的薪酬政策乃根據個別僱員的表現編製，並會定期予以審核。我們已成立薪酬委員會，以審閱本公司之薪酬政策及本公司董事及高級管理層之所有薪酬結構，當中考慮到本公司之經營業績、董事及高級管理層之個別表現以及可比較市場慣例。

董事和監事及五名最高薪人士於截至2022年12月31日止年度的薪酬詳情載於財務報表附註十。

股權激勵計劃實施情況

2020年股份獎勵計劃

董事會已於2020年6月4日批准採納並自上市日期起生效的股份獎勵計劃(「**2020年股份獎勵計劃**」)。2020年股份獎勵計劃與股份計劃相似，受《上市規則》第十七章的條文規管。於2020年6月22日，本公司已就2020年股份獎勵計劃成立信託(「**2020年信託**」)，並已委任交通銀行信託有限公司為受託人(「**交通銀行受託人**」)管理2020年信託。根據2020年股份獎勵計劃，董事會向選定參與者授出的獎勵(「**2020年獎勵股份**」)可以H股的形式或根據2020年股份獎勵計劃以現金授出2020年獎勵股份銷售所得款項淨額的形式歸屬。

Purposes

The purposes of the 2020 Share Award Scheme is to recognise the contribution by the Group's personnel and to provide them with incentives in order to retain them for the continual operation and development of the Group, to stimulate further development of the Group, and to provide retirement protection to the Group's personnel.

目的

2020年股份獎勵計劃的目的在於表彰本集團人員作出的貢獻並向其提供獎勵，以為本集團的持續經營及發展留任該等人士，促進本集團的進一步發展並向本集團的人員提供退休保障。

Participants

Pursuant to the 2020 Share Award Scheme, any full-time or part-time employees of the Group (including any Director) are eligible participants of the 2020 Share Award Scheme.

參與者

根據2020年股份獎勵計劃，本集團任何全職或兼職僱員(包括任何董事)均為2020年股份獎勵計劃的合資格參與者。

Management

The 2020 Share Award Scheme shall be subject to the administration of the Board of Directors and BOC Trustee in accordance with the scheme rules and the trust deed. The decision of the Board of Directors with respect to any matter arising under the 2020 Share Award Scheme (including the interpretation of any provision) shall be final and binding. BOC Trustee shall hold the trust fund in accordance with the terms of the trust deed.

管理

2020年股份獎勵計劃將由董事會及交通銀行受託人根據計劃規則及信託契據管理。董事會對2020年股份獎勵計劃項下任何事宜(包括對任何條文的詮釋)所作決定將屬最終決定及具有約束力。交通銀行受託人將根據信託契據的條款持有信託基金。

Duration

Subject to any early termination as may be determined by the Board of Directors, the 2020 Share Award Scheme shall be valid and effective for a term of 10 years commencing on the date of listing.

年期

除非董事會決定提前終止，否則2020年股份獎勵計劃將於上市日期起計10年內有效及生效。

Scheme limit and eligibility

The Board of Directors shall not make any further award which will result in the maximum number of new H Shares that can be awarded and issued for the purpose of the 2020 Share Award Scheme in any financial year is 3% of the total number of issued share capital in the H Shares at the relevant time (i.e. 10,650,000 H Shares). The maximum number of new H Shares that can be allotted and issued to a selected employee in any 12-month period shall not exceed 1% of the total number of issued share capital in the H Shares at the relevant time (i.e. 3,550,000 H Shares). The total number of shares available for award (less those vested and cancelled)under the 2020 Share Award Scheme was 9,095,000 as at the date of this annual report, representing 0.6% of the issued share capital as at the date of this annual report.

計劃上限及資格

倘在任何財政年度可就2020年股份獎勵計劃獎授及發行新H股數目上限為於有關時間H股已發行股本總額的3%(即10,650,000股H股)，則董事會不得進一步授出獎勵。在任何12個月期間可向獲選僱員配發及發行的新H股數目上限不得超過於有關時間已發行H股股本總額的1%(即3,550,000股H股)。於本年報日期，根據2020年股份獎勵計劃可獎授的股份(除去已歸屬及注銷之股份)總數為9,095,000股，佔本年報日期已發行股本股份的0.6%。

Since the adoption date of the 2020 Share Award Scheme and up to the date of this annual report, a total of 2,050,000 shares had been granted under the 2020 Share Award Scheme, representing about 0.15% of the number of shares in issue on the adoption date.

自2020年股份獎勵計劃採納日期至本年報日期止，根據2020年股份獎勵計劃已授予的股份合共2,050,000股，佔採納日期當日已發行股份約0.15%。

授出

After the Board of Directors has decided to make a grant to any selected employee, the Board of Directors shall send a grant notice to such selected employee with a copy thereof to the BOC Trustee within 14 business days after the grant was made. Such selected employee shall confirm acceptance of the awarded shares by signing and returning to the Board of Directors the acceptance form within 14 business days after the date of the relevant grant notice.

在董事會決定向任何獲選僱員授出獎勵股份後，董事會應在授予後的14個營業日內向該等獲選僱員發出授予通知，並將其副本送交交通銀行受託人。該等獲選僱員應在有關授予通知日期後的14個營業日內，通過簽署並向董事會返還接納表格以確認接納所授予的股份。

歸屬及條件

The Board of Directors is entitled to impose any conditions (the "**2020 Vesting Conditions**") as it deems appropriate in its absolute discretion with respect to the vesting of the 2020 Awarded Shares on the selected employee, and shall set out the relevant 2020 Vesting Conditions and the 2020 Awarded Shares in the relevant grant notice.

董事會有權就獲選僱員的2020年獎勵股份的歸屬施加其全權酌情認為適當的任何條件(「**2020年歸屬條件**」)，並應在有關授予通知中列明相關2020年歸屬條件及2020年獎勵股份。

Subject to the terms and conditions of the 2020 Share Award Scheme and the fulfilment of all 2020 Vesting Conditions on such selected participant as specified in the 2020 Share Award Scheme and the relevant grant notice, the respective awarded shares held by the BOC Trustee on behalf of the selected participant shall vest in such selected participant in accordance with the vesting schedule as set out in the relevant grant notice.

根據2020年股份獎勵計劃的條款及條件以及待2020年股份獎勵計劃及有關授予通知中所規定就選定參與者歸屬獎勵股份的所有2020年歸屬條件獲達成後，交通銀行受託人根據其規定代表選定參與者持有的各獎勵股份將根據有關授予通知中列出的歸屬時間表歸屬於有關選定參與者。

On 26 June 2020, the Board of Directors granted to 18 selected

於2020年6月26日，董事會根據2020年股份獎勵計劃向18名選定參與者授出2,050,000股2020年獎勵股份(「**計劃股份獎勵**」)。於2022年12月31日，交通銀行受託人持有495,000股自公開市場購買的H股。

於2020年9月30日及2021年6月30日，本公司向18名選定參與者授出的820,000股及410,000股2020年獎勵股份已獲歸屬，合計佔計劃股份獎勵的60%。

The table below sets out the movements of 2020 Awarded Shares during the period from 1 January 2022 to 31 December 2022:

下表載列於2022年1月1日至2022年12月31日期間2020年獎勵股份的變動：

Name 姓名	Date of grant 授出日期	Vesting date[Note 1] 歸屬日期[附註1]	Number of awarded shares 獎勵股份數目					Closing price of the Company's H Shares immediately before the date of grant in 2022 (HK$)[Note 2] 緊接2022年授出日期前本公司H股的收市價(港元)[附註2]	Closing price of the Company's H Shares immediately before the vesting date in 2022 (HK$) 緊接2022年歸屬日期前本公司H股的收市價(港元)
			As at 1 January 2022 於2022年1月1日	Granted during the year[Note 2] 於年內授出[附註2]	Vested during the year[Note 2] 於年內歸屬[附註2]	Cancelled/ lapsed during the year[Note 3] 於年內註銷／失效[附註3]	Outstanding as at 31 December 2022[Note 2] 於2022年12月31日尚未行使[附註2]		
Directors **董事**									
Mr. Xiao Dongsheng[Note 4] 肖東生先生[附註4]	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	120,000	—	60,000	—	60,000	—	1.17
Mr. Ow Weng Cheong (resigned on 30 March 2022) 區永昌先生(於2022年3月30日辭任)	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	80,000	—	—	80,000	—	—	—
Mr. Wang Jinsheng (resigned on 30 March 2022) 王進聖先生(於2022年3月30日辭任)	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	80,000	—	—	80,000	—	—	—
Ms. Zhou Jinying (appointed as executive Director on 31 May 2022 and retired on 18 January 2023)[Note 4] 周勁鷹女士(於2022年5月31日獲委任為執行董事並於2023年1月18日退任)[附註4]	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	70,000	—	35,000	—	35,000	—	1.17
Mr. Shi Lei (appointed as executive Director on 31 May 2022)[Note 4] 石磊先生(於2022年5月31日獲委任為執行董事)[附註4]	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	40,000	—	20,000	—	20,000	—	1.17
Supervisor **監事**									
Ms. Lian Xianmin (retired on 18 January 2023) 廉憲敏女士(於2023年1月18日退任)	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	20,000	—	10,000	—	10,000	—	1.17
Senior Management **高級管理層**									
Mr. Wang Zhixian 汪之現先生	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	32,000	—	16,000	—	16,000	—	1.17
Mr. Meng Tao *(Note 4)* 孟濤先生*(附註4)*	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	70,000	—	35,000	—	35,000	—	See Note 4 見附註4
Other Selected Employees **其他選定僱員**	26 June 2020 2020年6月26日	30 June 2022 2022年6月30日	308,000	—	149,000	40,000	119,000	—	See Note 5 見附註5
Total **合計**			820,000	—	325,000	200,000	295,000	—	

Notes:

1. The awarded shares granted on 26 June 2020 shall be vested in four tranches with the vesting schedule as follows: (i) as to 40% of the 2020 Awarded Shares on 30 September 2020; (ii) as to 20% of the 2020 Awarded Shares on 30 June 2021; (iii) as to 20% of the 2020 Awarded Shares on 30 June 2022; and (iv) as to 20% of the 2020 Awarded Shares on 30 June 2023.

參與者

Pursuant to the 2021 Share Award Scheme, any full-time or part-time employees of the Group (including any Director) of any member of the Group at any time during the trust period are eligible participants of the 2021 Share Award Scheme.

根據2021年股份獎勵計劃，本集團任何成員公司於信託期任何時間的任何全職或兼職僱員(包括任何董事)均為2021年股份獎勵計劃的合資格參與者。

管理

The 2021 Share Award Scheme shall be subject to the administration of the Board of Directors and the trustee (the "**Futu Trustee**") in accordance with the scheme rules and the trust deed. The decision of the Board of Directors with respect to any matter arising under the 2021 Share Award Scheme (including the interpretation of any provision) shall be final and binding. The Futu Trustee shall hold the trust fund in accordance with the terms of the trust deed.

2021年股份獎勵計劃將由董事會及受託人(「**富途受託人**」)根據計劃規則及信託契據的管理。董事會對2021年股份獎勵計劃項下任何事宜(包括對任何條文的詮釋)所作決定將屬最終決定及具有約束力。富途受託人將根據信託契據的條款持有信託基金。

年期

Subject to any early termination as may be determined by the Board of Directors pursuant to the scheme rules, the 2021 Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date.

除非董事會根據計劃規則決定提前終止，否則2021年股份獎勵計劃將於採納日期起計10年內有效及生效。

計劃上限及資格

The Board of Directors shall not make any further award which will result in the aggregate number of the Shares awarded by the Board of Directors under the 2021 Share Award Scheme exceeding 10% of the issued share capital of the Company from time to time (i.e. 140,000,000 H Shares). The maximum number of Shares which may be awarded to a selected employee under the 2021 Share Award Scheme shall not exceed 1% of the issued share capital of the Company in any 12-month period (i.e. 14,000,000 H Shares). The total number of shares available for award (less those vested and cancelled) under the 2021 Share Award Scheme was 140,000,000 as at the date of this annual report, representing 10% of the issued share capital as at the date of this annual report.

倘進一步授出獎勵股份將導致董事會根據2021年股份獎勵計劃已授予的股份總數超過本公司不時已發行股本的10%(即140,000,000股H股)，則董事會不得進一步授出獎勵。於任何12個月期間，根據2021年股份獎勵計劃可授予獲選僱員的最高股份數量不得超過本公司已發行股本的1%(即14,000,000股H股)。於本年報日期，根據2021年股份獎勵計劃可獎授的股份(除去已歸屬及注銷之股份)總數為140,000,000股，佔本年報日期已發行股本股份的10%。

Since the adoption date of the 2021 Share Award Scheme and up to the date of this annual report, a total of 23,487,800 shares had been granted under the 2021 Share Award Scheme, representing approximately 1.68% of the number of shares in issue on the adoption date.

自2021年股份獎勵計劃採納日期至本年報日期止，根據2021年股份獎勵計劃已授予的股份合共23,487,800股，佔採納日期當日聯交所已發行股份約1.68%。

授出

在董事會決定向任何獲選僱員授出獎勵股份後，董事會應在授予後的五個營業日內向該等獲選僱員發出授予通知，並將其副本送交富途受託人。該等獲選僱員應在有關授予通知日期後的五個營業日內，通過簽署並向董事會返還接納表格以確認接納所授予的股份。

歸屬及條件

根據2021年股份獎勵計劃的條款及條件以及待2021年股份獎勵計劃及有關授予通知中所規定就獲選僱

The table below sets out the movements of 2021 Awarded Shares during the period from 1 January 2022 to 31 December 2022:

下表載列於2022年1月1日至2022年12月31日期間2021年獎勵股份的變動：

Name	Date of grant	V.5 w q 1 0 0 1	Number of awarded shares 獎勵股份數目

Notes:

1. No H Shares under the 2021 Share Award Scheme were granted nor vested during 2022. The purchase price of the unvested share awards as at 31 December 2022 was nil.

2. The outstanding awarded shares (unvested) lapsed during 2022 upon the resignation of the employees.

3. Mr. Xiao Dongsheng, Ms. Zhou Jinying, Mr. Shi Lei and Mr. Meng Tao were four of the five highest-paid employees as at 31 December 2022.

CHARITABLE DONATIONS

The donations made by the Group during the year ended 31 December 2022 amounted to RMB505,330.93.

USE OF NET PROCEEDS FROM LISTING

The shares of the Company were listed on the Main Board of the Stock Exchange on 16 July 2020 by way of global offering, raised total net proceeds of HK$1,081.5 million (i.e. equivalent to approximately RMB975.3 million) (the "**Net Proceeds**") after deducting professional fees, underwriting commissions and other related listing expenses. On 7 June 2022, the Company had unutilised net proceeds from the offer of shares of the Company (the "**Unutilised Net Proceeds**") of approximately RMB122.0 million, which was expected to be invested in the expansion of the Group's breeding and production capacities of white-feathered broilers as disclosed in the prospectus of the Company dated 30 June 2020. The Board of Directors had resolved to change the use of the Unutilised Net Proceeds to repay the then existing borrowings, replenish the cash flow of the Group, and drive the sales of the existing businesses with sufficient working capital, which was more beneficial to meet the Group's operation needs and allowed the Group to deploy its financial resources in a more effective way.

As at the date of this annual report, the Group has used up all unutilised Net Proceeds.

附註：

1. 概無於2022年授出或歸屬2021年股份獎勵計劃項下之H股。於2022年12月31日的未歸屬股份獎勵的購買價為零。

2. 由於僱員辭職後，未授予的獎勵股份(未歸屬)已於2022年失效。

3. 於2022年12月31日，肖東生先生、周勁鷹女士、石磊先生及孟濤先生為五名最高薪酬僱員的其中四名。

慈善捐款

本集團於截至2022年12月31日止年度作出慈善捐款人民幣505,330.93元。

上市所得款項淨額用途

本公司股份於2020年7月16日以全球發售的方式在聯交所主板上市，經扣除專業費用、包銷佣金和其他相關上市費用後，籌集所得款項淨額合共1,081.5百萬港元(即約人民幣975.3百萬元)(「**所得款項淨額**」)。於2022年6月7日，本公司發售本公司股份的未動用所得款項淨額(「**未動用所得款項淨額**」)約為人民幣122.0百萬元，誠如本公司日期為2020年6月30日的招股章程所披露，預期投資於本集團白羽肉雞的飼養及產能擴充。董事會議決更改未動用所得款項淨額的用途以償還當時的現有借款、補充本集團的現金流量，並以充足營運資金推動現有業務銷售，此舉對滿足本集團營運需要而言更為有利，並可令本集團更有效投放財務資源。

於本年報日期，本集團已用完所有未動用所得款項淨額。

於報告期內及期後重大事項

建議首次公開發售A股

2021年1月29日，董事會已決議及批准開始有關首次公開發行本公司A股股份之編製。本公司聘請華泰聯合證券有限責任公司為上市前輔導機構，並於2021年1月29日向中國證券監督管理委員會山東證監局提

The Offeror was required to make unconditional mandatory general offers in cash for all the issued domestic Shares and H Shares not already owned or agreed to be acquired by the Offeror and its concert parties in accordance with the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the "**Takeovers Code**"). The Offeror also proposed to delist the Company from the Stock Exchange and accordingly the Company had agreed to convene its Shareholders' meetings for the purpose of independent Shareholders to consider and vote on the delisting resolution (the "**Delisting Resolution**") (among other business).

根據香港證券及期貨事務監察委員會頒佈的公司收購及合併守則(「**收購守則**」),要約人須就要約人及其一致行動人士並無擁有或同意將予收購本公司的全部已發行內資股及H股提出無條件強制性現金全面要約。要約人亦建議將本公司於聯交所除牌,因此,本公司已同意召開其股東會議,以供獨立股東考慮除牌決議案(「**除牌決議案**」)(及其他事項)並就此投票。

On 28 December 2022, the Offeror and the Company jointly despatched the composite document (the "**Composite Document**") comprising (including without limitation) the offer document from the Offeror, the response document from the Board of Directors, details of the Offers and the Delisting Resolution (including the expected timetable and terms of the Offers), a letter of recommendation from the independent board committee of the Board of Directors to the independent Shareholders in relation to the Offers, a letter of advice from the independent financial adviser in relation to the Offers and the forms of acceptance to the Shareholders in accordance with the ued domthe6ite ton Takeoved(C.ot)Tj5.075 Tw 6 -3.059 TDOn 0.3Januaatod(2,and the De

於2022年12月28日,要約人與本公司根據收購守則的規定向股東聯合寄發綜合文件(「**綜合文件**」),當中包括(包括但不限於)要約人的要約文件,董事會的回應文件,有關該等要約及除牌決議案的詳情(包括該等要約的預期時間表及條款),董事會轄下獨立董事委員會就該等要約致獨立股東的推薦函件,獨立財務顧問關於該等要約及接納表格的意見函件。

於2023年1月18日,由於除牌決議案在本公司於該日舉行的股東大會上未獲批准,除牌決議案沒有落實及已失效。

於2023年2月1日,該等要約已於下午四時正截止。要約人及其一致行動人士擁有合共1,210,640,005股股份的權益(佔已發行股份約86.47%),包括992,854,500股內資股(佔已發行內資股約95.01%)及217,785,505股H股(佔已發行H股約61.35%)。

有關詳情,請參閱本公司與要約人日期為2022年10月28日、2022年11月17日、2022年12月20日、2022年12月28日、2023年1月13日、2023年1月18日 及2023年2月1日的聯合公告;及綜合文件。

Public Float and Suspension of Trading in the H shares of the Company

As the Delisting Resolution was not approved and the public float of the Company fell below 25% following the close of the Offers, the minimum public float requirement as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. The directors of Falcon Holding GP Limited (being the general partner of the Offeror), for and on behalf of the Offeror, undertook to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares, which may include issuance of new Shares by the Company or placing down part of the interest that the Offeror or its parties acting in concert with it hold in the Company following the close of the Offers, to ensure the minimum percentage of the shares as required under Rule 8.08(1)(a) of the Listing Rules to the public. To restore the public float by placing down, percenta1public fting

更換境外核數師

鑒於上述編製本公司2021年境外財務報表準則由國際財務報告準則變為中國企業會計準則，董事會亦建議將本公司的境外核數師由香港立信德豪會計師事務所有限公司變更為立信會計師事務所(特殊普通合夥)並經股東於2021年5月28日舉行的本公司的股東

MEMBERS OF THE BOARD OF DIRECTORS

As at the date of the Report of Board of Directors, the composition of the Board of Directors is as follows:

Executive Directors:	Mr. Xiao Dongsheng Mr. Shi Lei
Non-executive Directors:	Mr. Qiu Zhongwei Mr. Lu Wei Mr. Zhu Lingjie Ms. Zhou Ruijia
Independent non-executive Directors:	Ms. Wang Anyi Ms. Zhao Yinglin Mr. Chung Wai Man

By order of the Board of Directors
Zhu Lingjie
Chairman of the Board of Directors

Shandong, PRC, 30 March 2023

董事會成員

於本董事會報告日期，董事會由以下人員構成：

執行董事：	肖東生先生 石磊先生
非執行董事：	邱中偉先生 呂崴先生 朱凌潔先生 周瑞佳女士
獨立非執行董事：	王安易女士 趙迎琳女士 鍾偉文先生

承董事會命
朱凌潔
董事會主席

山東，中國，2023年3月30日

MEMBERS OF THE BOARD OF SUPERVISORS

As at the date of the report of Board of Supervisors, the composition of the Board of Supervisors is as follows:

Shareholders representative Supervisor:	Ms. Gao Jin Mr. Zhu Kaijie
Employees representative Supervisor:	Mr. Ma Xianwen

監事會的組成

於監事會報告日期，監事會成員如下：

股東代表監事：	高瑾女士 朱愷杰先生
職工代表監事：	馬憲穩先生

FUNCTIONS AND AUTHORITIES AND OPERATION OF THE BOARD OF SUPERVISORS

Pursuant to the Articles of Association, the functions and powers of the Board of Supervisors include, among other things:

(I) to supervise the Directors, general manager and other senior management to ensure that they do not act in contravention of any laws, administrative regulations or the Articles of Association during the performance of their functions, and to propose removal of Directors and senior management who have violated laws, administrative regulations, the Articles of Association or the resolutions of the general meetings;

(II) to require Directors and senior management to make corrections if their conduct has damaged the interests of the Company;

(III) to review the financial position of the Company;

(IV) to verify the financial information such as the financial report, business report and profit distribution plan to be submitted by the Board of Directors to the general meetings and to appoint, in the name of the Company, certified public accountants and practicing auditors to assist in the re-examination of such information should any doubt arise in respect thereof;

(V) to propose the convening of extraordinary general meetings and, in case the Board of Directors does not perform the obligations to convene and preside over the general meetings in accordance with Company Law, to convene and preside the general meetings;

監事會的職能和權限以及運作情況

根據《公司章程》，監事會的職能和權限包括（其中包括）：

（一）對董事、總經理和其他高級管理人員在執行職務時違反法律、行政法規或《公司章程》的行為進行監督，對違反法律、行政法規、《公司章程》或者股東大會決議的董事、高級管理人員提出罷免的建議；

（二）當董事、高級管理人員的行為損害本公司的利益時，要求其予以糾正；

（三）檢查公司的財務狀況；

（四）核對董事會擬提交股東大會的財務報告、營業報告和利潤分配方案等財務資料，發現疑問的，可以公司名義委託註冊會計師、執業審計師幫助覆審；

（五）提議召開臨時股東大會，在董事會不履行《公司法》規定的召集和主持股東大會職責時召集和主持股東大會；

(VI) to submit proposals to the general meeting;

(VII) to propose the convening of a provisional meeting of the Board of Directors;

(VIII) to initiate legal proceedings against Directors and senior management in accordance with Article 151 of the Company Law; and

(IX) to exercise other functions and powers stipulated by laws, administrative regulations and the Articles of Association.

MEETING OF THE BOARD OF SUPERVISORS

During the Reporting Period, the Board of Supervisors had held five meetings and considered and approved proposals and matters including 2021 Work Report of the Board of Supervisors, 2021 (0C(matters)16[illegible]

（六）向股東大會提出提案；

（七）提議召開董事會臨時會議；

（八）依照《公司法》第151條的規定，對董事、高級管理人員提起訴訟；及

（九）法律、行政法規及《公司章程》規定的其他職權。

監事會會議

報告期內，監事會共召開了五次會議，審議通過了《2021年度監事會工作報告》、《2021年年度報告》、《年度利潤分配方案》、《內部監控報告》、《2022年中期業績及中期報告》、《關於提前換屆及第五屆監事候選人的議案》等提案和事項。報告期內，本公司監事出席監事會會議的情況如下：

註：

(1) 出席會議包括現場出席和電話、視頻會議出席。

WORK OF THE BOARD OF SUPERVISORS DURING THE REPORTING PERIOD

During the Reporting Period, with a view to be committed to the Shareholders and the Company, the Board of Supervisors has diligently performed its duties of supervision pursuant to applicable laws and regulations and the Articles of Association. The Board of Supervisors continued to improve the supervisory methods to improve its effectiveness and influence so as to effectively protect the interests of the Shareholders and the Company to exercise its supervisory and

監事會在報告期內的工作情況

報告期內，監事會本著對股東和本公司負責的態度，按照適用的法律法規和《公司章程》的規定，認真履行監督職責。監事會不斷改進監督方式，提高監督的有效性和影響力，以有效地維護股東和本公司的利益，發揮其在公司治理下的監督和制衡作用。具體開展了以下工作：

1. 監督本公司依法運作情況，對本公司決策程序、內部控制制度的執行和董事、高級管理人員依法履行職務的情況進行了監督，對本公司生產、經營、管理等重大事項進行監督。監事會認為：公司嚴格按照有關法律、法規及《公司章程》等的規定規範運作，決策程序合法，不存在違規經營情況；本公司董事、高級管理人員能按照國家有關法律、法規和《公司章程》的有關規定，忠實勤勉地履行其職責，未發現任何有損於公司和股東利益的行為；

2. 監事會對本公司2022年度財務狀況進行檢查和監督，核對董事會擬提交股東大會的財務報告、營業報告和利潤分配方案等財務資料，監事會認為：本公司嚴格按照相關法律、法規的要求進行財務管理，財務制度健全且執行有效，資金狀況良好，能有效防範經營風險；

3. the Board of Supervisors has conducted a comprehensive inspection of the related party transactions of the Company and is of the opinion that: the parties to the transactions have followed the principle of "fairness and impartiality" and the transaction prices are fair and have not harmed the interests of the Company and other non-connected Shareholders;

4. the Board of Supervisors supervised the internal control and concluded that: the Company follows the basic principles of internal control and has established a sound internal control system covering all aspects of the Company in accordance with its actual situation to ensure the safety, integrity and effective use of assets. The Company's internal control organization is complete, and the internal audit department and personnel are fully equipped and in place to ensure that the implementation and supervision of the key activities of the Company's internal control are adequate and effective; and

5. the Board of Supervisors inspected of the Company's information disclosure matters and concluded that: as of the end of the Reporting Period, the Company has established the information disclosure related system in compliance with relevant laws and regulations, and the Company's information disclosure was true, accurate, timely and complete, which could effectively protect the right to information of investors, especially the small and medium Shareholders.

3. 監事會對本公司發生的關聯方交易進行了全面檢查，認為：交易雙方遵循了「公平、公正」的原則，交易價格公允，沒有損害本公司和其他非關聯方股東的利益；

4. 監事會對內部控制進行監督，認為：公司遵循內部控制的基本原則，按照自身的實際情況，建立健全了覆蓋本公司各環節的內部控制制度，保證了資產的安全、完整和有效使用。本公司內部控制組織機構完整，內部審計部門及人員配備齊全到位，保證了本公司內部控制重點活動的執行及監督充分有效；及

5. 對本公司信息披露事項進行檢查，認為：截止報告期末，本公司已經建立信息披露相關制度，符合相關法律、法規的規定，本公司信息披露真實、準確、及時、完整，能夠有效保障投資者特別是中小股東的知情權。

2023年工作計劃

2023

CORPORATE GOVERNANCE REPORT
企業管治報告

The Board of Directors is committed to maintaining high corporate governance standards. The Board of Directors believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of Shareholders and to enhance corporate value and accountability.

Board of Directors Composition

The Board of Directors currently comprises nine Directors, consisting of two executive Directors, four non-executive Directors and three independent non-executive Directors. The current members of the Board of Directors are listed as follows:

董事會組成

董事會現由九名董事組成，包括兩名執行董事、四名非執行董事及三名獨立非執行董事。董事會現有成員名單如下：

Name 姓名	Position in the Company 本公司職位
Mr. Xiao Dongsheng 肖東生先生	Executive Director and general manager 執行董事兼總經理
Mr. Shi Lei 石磊先生	Executive Director, vice general manager, chief financial officer, secretary to the Board of Directors and joint company secretary 執行董事、副總經理、財務總監、董事會秘書兼聯席公司秘書
Mr. Qiu Zhongwei 邱中偉先生	Non-executive Director 非執行董事
Mr. Lu Wei 呂崴先生	Non-executive Director 非執行董事
Mr. Zhu Lingjie 朱凌潔先生	Chairman of the Board of Directors and non-executive Director 董事會主席兼非執行董事
Ms. Zhou Ruijia 周瑞佳女士	Non-executive Director 非執行董事
Ms. Wang Anyi 王安易女士	Independent non-executive Director 獨立非執行董事
Ms. Zhao Yinglin 趙迎琳女士	Independent non-executive Director 獨立非執行董事
Mr. Chung Wai Man 鍾偉文先生	Independent non-executive Director 獨立非執行董事

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

董事名單(按分類)亦根據《上市規則》於本公司不時公佈之所有公司通訊內予以披露。獨立非執行董事身份均已根據《上市規則》在所有公司通訊中明確說明。

The biographical information of the Directors is set out in the section headed "Biographies of Directors, Supervisors and Senior Management" of this annual report.

董事之簡歷詳情載於本年報之「董事、監事及高級管理層履歷」一節。

Save as disclosed in this annual report, to the best knowledge of the Company, there are no financial, business, family, or other material relationships among members of the Board of Directors.

除本年報所披露者外，據本公司所知，董事會成員之間概無財務、業務、家庭或其他重大關係。

Chairman and General Manager

Mr. Zhu Lingjie is the chairman of the Board of Directors and Mr. Xiao Dongsheng is the general manager. The chairman of the Board of Directors and the general manager are two different positions, and their duties are clearly separated and set out in the Articles of Association.

The main duties of the chairman are: to preside over Shareholders' general meetings, and convene and preside over meetings of the Board of Directors; to supervise and examine the implementation of the resolutions of the Board of Directors; to sign the shares, corporate bonds and other marketable securities issued by the Company; to sign important documents of the Board of Directors and other documents that should be signed by the legal representative of the Company, and exercise functions and powers of the legal representative; in case of force majeure or major emergency in which a meeting of the Board of Directors cannot be held in time, to exercise the special right of disposal in respect of the business of the Company in compliance with laws and in the interests of the Company, and report to the Board of Directors afterwards; to organise formulation of regulations on the operation of the Board of Directors, and coordinate the operation of the Board of Directors; to listen to regular or irregular work reports of the senior management members of the Company, and propose guiding opinions on implementation of the resolutions of the Board of Directors; to nominate candidates for the general manager of the Company and secretary to the Board of Directors; to handle external affairs on behalf of the Company and sign economic contracts concerning investments, cooperative operations, joint ventures and loans; and to exercise other functions and powers specified in relevant laws, regulations or the Articles of Association and granted by the Board of Directors.

主席與總經理

朱凌潔先生為董事會主席，肖東生先生為總經理。董事會主席與總經理為兩個不同職位，《公司章程》明確劃分了兩者職責。

主席主要職責：主持股東大會和召集、主持董事會會議；督促、檢查董事會決議的實施情況；簽署公司發行的股票、公司債券及其他有價證券；簽署董事會重要文件和應由公司法定代表人簽署的其他文件，行使法定代表人的職權；在發生不可抗力或重大危急情形，無法及時召開董事會會議的緊急情況下，對公司事務行使符合法律規定和公司利益的特別處置權，並在事後及時向董事會報告；組織制訂董事會運作的各項制度，協調董事會的運作；聽取公司高級管理人員定期或不定期的工作報告，對董事會決議的執行提出指導性意見；提名公司總經理、董事會秘書人選；代表公司處理對外事宜和簽訂包括投資、合作經營、合資經營、借款等在內的經濟合同；法律法規或《公司章程》規定，以及董事會授予的其他職權。

Appointment and Re-election of Directors

Each of the executive Directors, non-executive Directors and independent non-executive Directors has entered into a service contract with the Company generally for a term of three years commencing from general meeting, which are subject to termination in accordance with their respective terms, and shall be subject to retirement by rotation once every three years.

Directors shall be elected or replaced by the general meeting and serve a term of office of three years. A Director may serve consecutive terms if re-elected upon the expiration of his/her term. Any person appointed as Director by the Board of Directors to fill a temporary vacancy or add the quota of Directors of the Board of Directors shall serve until the next annual general meeting of the Company, at which time the said person is eligible for re-election.

董事之委任與重選

每位執行董事、非執行董事及獨立非執行董事已分別與本公司訂立一項通常為期三年之服務合約。合約自股東大會起計，根據各自期限終止，每三年輪值退任一次。

董事由股東大會選舉或更換，任期3年。董事任期屆滿，可連選連任。由董事會委任為董事以填補董事會臨時空缺或增加董事會名額的任何人士，只任職至公司的下屆股東週年大會為止，並於其時有資格重選連任。

Responsibilities, Accountabilities and Contributions of the Board of Directors and Management

The Board of Directors should assume responsibility for leadership and control of the Company and is collectively responsible for directing and supervising the Company's affairs.

The Board of Directors directly, and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board of Directors for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board of Directors for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

董事會及管理層之責任、職責及貢獻

董事會應負責領導與管控本公司，並共同負責指導與監督本公司事務。

董事會直接並間接地透過其委員會，領導管理層，並透過制定與落實策略向管理層提供指導，監督本集團營運與財務表現，並確保建立健全之內部管控及風險管理制度。

全體董事，包括非執行董事及獨立非執行董事，均為董事會帶來不同領域之寶貴業務經驗、知識及專業精神，使其高效及有效運作。獨立非執行董事負責確保本公司維持高水平之監管報告制度，並就企業行動及營運提供有效之獨立判斷，有助維持董事會內之平衡。

所有董事均可全面及適時地獲得本公司一切資料，並可在適當情況下於提出請求後，尋求獨立專業意見以履行其對本公司之職責，費用概由本公司負責。

鉑B2029寒抿㞷，本公司存鞠赽㬰滞為悖禮醢
。山爚e已廊董酉㬰鎧竘尉展麈肘鍊癆新泣祷媖
甄行苦芤鍊繺驪酀釁腓內之笞鏜閱睠　料，潋㫀㑹
鉈閱盪㻋鶉。

董事須向本公司披露彼等擔任之其他職務詳情。

董事會負責決定所有重要事宜，當中涉及政策事宜、策焊鶯走、內部監惕恣㬰腹佘、重大交易(特別是或會涉癆琸应骹袾脤迷)、財務話蝃、推選董事侯選　媖本公司其他重大營運事宜。有關執行董事會決定、指導璩協調本公司日常營運〃管痔之責任轉授予管痕螃。本公司已就因公司事務而對董事提出之任何法律訴訟，安排授購適當之董事責任保險。本公司會每年審閱受保範圍。

董事之持續專業琦蕬

為有蜱諱差楑㓟装磢胈痘澅樓㞷靄舔纨㬰懍合所需之情況下對董事會作出貢獻，董事須不斷留琿列管琦蕬磢祂鈉。

蔔語骓奁㬰煜
再卿瘙渜職諔鶣，翷瘢青券對本公司業剪卞營運坎有輟㓡偃畀，繜瞳盡㞷腎麸榩㥯有鑼鑒沉蕬气
展範下董事之藏務惼責任。有關尋装須狺匪§竘有裡
本公司鑒㩦蒨等擬蠊褖瀨磦。

The training records of the Directors for the year ended 31 December 2022 are summarised as follows:

截至2022年12月31日止年度，董事之培訓記錄總結如下：

Name of Directors 董事姓名	Attending training, briefings, seminars, conferences and workshops relevant to the Company's industry and business, director's duties and/or corporate governance 出席與本公司行業及業務、董事職責及／或公司治理相關之培訓、總結、研討、會議及講習課程	Reading news alerts, newspapers, journals, magazines and publications relevant to the Company's industry and business, director's duties and/or corporate governance 閱讀與本公司行業及業務、董事職責及／或公司治理相關之新聞快訊、報紙、期刊、雜誌及出版物
Executive Directors **執行董事**		
Mr. Liu Zhiguang (retired on 18 January 2023) 劉志光先生（於2023年1月18日退任）		
Mr. Xiao Dongsheng 肖東生先生		
Mr. Wang Jinsheng (resigned on 30 March 2022) 王進聖先生（於2022年3月30日辭任）	×	
Ms. Zhou Jinying (appointed on 31 May 2022 and retired on 18 January 2023) 周勁鷹女士（於2022年5月31日獲委任並於2023年1月18日退任）	√	√
Mr. Shi Lei (appointed on 31 May 2022) 石磊先生（於2022年5月31日獲委任）	√	√
Non-executive Directors **非執行董事**		
Mr. Liu Xuejing (retired on 18 January 2023) 劉學景先生（於2023年1月18日退任）		
Mr. Zhang Chuanli (retired on 18 January 2023) 張傳立先生（於2023年1月18日退任）		
Mr. Ow Weng Cheong (resigned on 30 March 2022) 區永昌先生（於2022年3月30日辭任）	×	
Independent non-executive Directors **獨立非執行董事**		
Mr. Guo Tianyong (retired on 18 January 2023) 郭田勇先生（於2023年1月18日退任）		
Ms. Zhao Yinglin 趙迎琳女士		
Mr. Chung Wai Man 鍾偉文先生		

Board Independence Policy

The Company has formulated the policy regarding the independence of the Board of Directors and has appointed Mazars Risk Advisory Services Limited to assess the effectiveness of such policy. The Board of Directors has adopted the board independence policy (the "**Board Independence Policy**") as a mechanism to ensure independent views and input are available to the Board of Directors. The summary of which is set out below:

The Board of Directors ensures the appointment of at least three independent non-executive Directors representing at least one-third of the Board of Directors with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise. Further, independent non-executive Directors will be appointed to board committees of the Company (the "**Board Committees**") as far as practicable to ensure independent views are available.

The Nomination Committee strictly adopted the Nomination Policy with regard to the nomination of independent non-executive Directors. The Nomination Committee also assesses the independence of independent non-executive Directors annually to ensure independent judgement is exercised.

No equity-based remuneration with performance-related elements will be granted to independent non-executive Directors as this may lead to bias in their decision-making and compromise their objectivity and independence.

Directors (including independent non-executive Directors) are entitled to seek further information from the management on the matters to be discussed at meetings of the Board of Directors. Independent professional advice would be provided to Directors upon reasonable request to assist them to perform their duties to the Company. Any Directors who have a material interest in a contract, transaction or arrangement shall not vote or be counted in the quorum on any resolution approving the same.

董事會獨立性政策

本公司已就董事會之獨立性制定政策並委任中審眾環(香港)風險評估服務有限公司進行評估。董事會已採納董事會獨立性政策(「**董事會獨立性政策**」)作為確保董事會獲得獨立意見和觀點的機制。其摘要載列如下：

(i) 組成

董事會確保委任至少三名獨立非執行董事(佔董事會成員人數至少三分之一)，而其中一名擁有適當的專業資格或具備適當的會計或相關的財務管理專長。此外，獨立非執行董事將在切實可行的情況下獲委任加入本公司董事委員會(「**董事委員會**」)，以確保獲得獨立意見。

(ii) 獨立性評估

提名委員會就提名獨立非執行董事嚴格採納提名政策。提名委員會每年亦會評估獨立非執行董事的獨立性，以確保其作出獨立判斷。

(iii) 薪酬

概無授予獨立非執行董事與業績掛鈎的股權薪酬，原因為此可能導致其於決策中持有偏見，並影響其客觀性及獨立性。

(iv) 董事會決策

董事(包括獨立非執行董事)有權就董事會會議擬議事項向管理層索取進一步資料。獨立專業意見將應合理要求向董事提供，以協助其履行對本公司的職責。於合約、交易或安排中擁有重大權益的任何董事不得進行投票或列入批准有關合約、交易或安排決議案的法定人數。

Evaluation of the Board of Directors is a continual process. In accordance with the Board Independence Policy, each Director reviews the performance of the Board of Directors, as well as the performance of the Board Committees, through various means:

— *Annual questionnaires*
An annual self-evaluation questionnaire is conducted by the Board of Directors and Board Committees. Each of the Board is required to submit an anonymous questionnaire on relevant matters such as the Board's performance, its dynamics and processes, its composition and diversity, risk management, and the proceedings of Board meetings. The questionnaire encourages Directors to share suggestions, provide comments and raise any concerns.

— *Feedback*
A summary of the evaluation result is prepared based on the anonymous questionnaires collected, and is provided to the Board of Directors and Board Committees.

— *Action Plan*
The Board of Directors and Board Committees consider and discuss constructive insights and action plans in light of the evaluation process, as appropriate.

Mazars Risk Advisory Services Limited has conducted a evaluation on the independence of the Board of Directors in 2022, including, among others, the composition of the Board, time commitment of Directors, professional input obtained by Directors, self-evaluation of the Board of Directors and the evaluation of independence of the non-executive Directors. In accordance with the relevant evaluation results, Mazars Risk Advisory Services Limited concluded that the Board Independence Policy adopted by the Group was effective as a mechanism to ensure that the Board of Directors acquires independent input and views.

The Board of Directors has reviewed the evaluation results and the Board Independence Policy, and considered that the Company's mechanism in ensuring independent views and input are provided to the Board of Directors is effective.

(v) 董事會評估

董事會評估是一項持續進行的程序。按本公司制定之董事會獨立性政策，各董事通過多種方式檢討董事會及董事委員會的表現：

— *年度問卷*
董事會及董事委員會每年進行一次問卷自我評估。各董事會須就董事會的表現、其動力及流程、其組成及多元化、風險管理以及董事會會議的程序等相關事項遞交一份匿名問卷。問卷鼓勵董事提出建議、反映意見及提出任何疑問。

— *反饋*
評估結果的摘要乃根據收集的匿名問卷編製，可供董事會及董事委員會閱覽。

— *行動計劃*
董事會及董事委員會因應評估程序審視並討論有建設性的見解，按情況審議行動計劃。

(vi) 評估結果

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董事委員會

董事會已成立三組委員會，即審計委員會、薪酬委員會及提名委員會。每組委員會均獲相關責任之委派並向董事會匯報。各組委員會之職務及職能載於各自職權範圍中。各組委員會之職權範圍將不時修改，以確保彼等繼續滿足公司需求，並在適用情況下符合企業管治守則。審計委員會、薪酬委員會及提名委員會之職權範圍刊登於本公司網站及聯交所網站，並可應要求時供股東查閱。뉲늴丶暖楒儳暸芴縊脱殁葐핥

於報告期內，審計委員會由三名獨立非執行董事組成，即鍾偉文先生、郭田勇先生及趙迎琳女士。審計委員會主席為鍾偉文先生。

審計委員會職權範圍之條款不會較企業管治守則所載條款寬鬆。審計委員會的主要職責是建議委聘、續聘或罷免外部核數師；按照適用標準審核及監督外部核數師的獨立性及客觀性以及審核過程的有效性；審計委員會應於審核工作開始前先與核數師討論審核性質及範疇及有關申報責任；審閱本公司的財務資料及其披露；監督本公司的財務申報制度、內部監控程序及風險管理；及制定政策，聘請外部核數師向董事會提供非審核服務以加強內部核數師與外部核數師的溝通。

截至2022年12月31日止年度及截至本年報日期，審計委員會召開了二次會議，會議期間審議了截至2021年12月31日之年度的年度業績及報告、截至2022年6月30日止六個月的中期財務業績及報告及採取信息披露管理措施等事項並討論及審閱了內部控制報告。

審計委員會亦在沒有執行董事出席之情況下與外聘核數師會晤一次。

薪酬委員會

於報告期內，薪酬委員會包含三名成員，兩名獨立非執行董事，即郭田勇先生及鍾偉文先生，與一名執行董事，即劉志光先生。薪酬委員會主席為郭田勇先生。

薪酬委員會職權範圍之條款不會較企業管治守則所載條款寬鬆。薪酬委員會的主要職能包括就公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；就非執行董事的薪酬向董事會提出建議；考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須與合燬蝴仞晉建俊鎏昊磪鎏

Pursuant to code provision E.1.5 of the CG Code, the remuneration paid to the senior management by bands for the year ended 31 December 2022 is set out below:

根據企業管治守則條文第E.1.5條，下表載列截至2022年12月31日止年度按區間劃分支付予高級管理層的薪酬：

Remuneration bands	薪酬中區間	Number of Individuals	人數
Nil to HK$5,000,000	零至5,000,000港元	5	5

Nomination Committee

During the Reporting Period, the Nomination Committee comprises three members, including one executive Director, namely Mr. Liu Zhiguang, two independent non-executive Directors, namely Mr. Guo Tianyong and Ms. Zhao Yinglin. Mr. Liu Zhiguang was the chairman of the Nomination Committee.

提名委員會

於報告期內，提名委員會包含三名成員，一名執行董事，即劉志光先生，與兩名獨立非執行董事，即郭田勇先生及趙迎琳女士。提名委員會主席為劉志光先生。

提名委員會職權範圍之條款不會較企業管治守則所載條款寬鬆。提名委員會主要職責包括(一)每年審核董事及高級管理人員選拔標準與流程、架構、人數、組成及成員多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期)，並就任何為配合公司的戰略而擬對董事及高級管理人員作出的任何變動提出建議；(二)物色合資格擔任董事及高級管理人員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；在物色合適人選時，提名委員會應考慮候選人的優點及檢討可計量的目標，並應適當考慮董事會及高級管理層多元化的益處；(三)就董事及高級管理人員委任或重新委任以及繼任計劃向董事會提出建議，其中應酌情與董事會一同考慮本公司的企業戰略以及未來所需的人員技能、知識、經驗及成員多元化的需要等組合因素；(四)酌情檢討董事會多元化政策；檢討董事會為執行此政策而定的可計量目標，並監督達標的進度；及每年於企業管治報告內作出相關披露；(五)審核獨立非執行董事的獨立性；及(六)董事會授予的其他職權。

提名委員會在甄選及推薦董事候選人的過程中，會參考該等人士的專門技術、技能、經驗、專業知識、個人操守及時間承諾的平衡、業務、本集團的要求及其他相關法定要求及法規。

截至2022年12月31日止年度，提名委員會曾舉行兩次會議，期間討論事項包含董事會之架構、規模與構成，及獨立非執行董事之獨立性。提名委員會認為董事會已在成員多元化方面保持適當平衡。

董事之委任、重選連任及罷免程序載於《公司章程》細則。提名委員會可物色具備合適資格可擔任董事之人選，並就有關人士之挑選向董事㱿鬷爸巉樓鬘驥洸薄 。提

於本年報日期，董事會由九名董事組成，其中三名為

- for independent non-executive Directors, requirement for the Board of Directors to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- board diversity policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board of Directors; and
- such other perspectives appropriate to the Company's business.

CORPORATE GOVERNANCE FUNCTIONS

The Board of Directors is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

From the Listing Date to the date of this annual report, the Board of Directors had reviewed the Company's policies and practices in compliance with legal and regulatory requirements, training and continuous professional development of Directors and senior management, the corporate governance policies and practices, the compliance of the Model Code, and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

MEETINGS ATTENDED AND HELD

Since the Listing Date, the Company adopts the practice of holding meetings of the Board of Directors regularly, at least four times a year for meetings of the Board of Directors, and at approximately quarterly intervals with active participation of majority of Directors, either in person or through electronic means of communication.

- 就獨立非執行董事而言，根據《上市規則》，董事會須有獨立非執行董事的規定，以及參考《上市規則》所載的獨立指引，候選人是否會被視為獨立；
- 董事會多元化政策以及提名委員會為達致董事會成員多元化而採納的任何可計量目標；及
- 適合本公司業務發展的其他觀點。

企業管治職能

董事會負責履行企業管治守則條文第A.2.1條所載職能。

自上市日期至本年報日期，董事會檢討本公司政策及常規以符合法律及監管規定，檢討董事及高級管理人員之培訓及持續專業發展事宜，檢討企業管治政策及常規，檢討操守守則、本公司遵守企業管治守則之情況及檢討是否於企業管治報告內作出披露。

舉行及出席會議

本公司自上市日期起，採納定期舉行董事會會議常規，每年至少召開四次董事會會議，間隔大約一個季度，且大多數董事親自或透過電子通訊方式積極出席。

For the year ended 31 December 2022, the attendance records of each Director of the Board of Directors at the meetings of the Board of Directors and general meetings held by the Company are set out below:

截至2022年12月31日止年度，各董事會董事出席本公司舉行之董事會會議及股東大會記錄載列如下：

Name of Directors	Attendance/Number of meeting(s) 出席次數／會議數目

附註：

1. 王進聖先生及區永昌先生於舉行董事會會議前辭任。

2. 周勁鷹女士及石磊先生應出席6次董事會會議、0次審計委員會會議、0次薪酬委員會會議、0次提名委員會會議及0次股東大會。

董事會會議包括董事會定期會議和董事會臨時會

本公司與外部核數師就(其中包括)控制環境、風險管理、信息與溝通、監控、操作層面的控制進行了年度內部控制審查(「**內部控制審查**」),並就加強本集團的內部控制制度提出了建議。

我們已採納並實施外部核數師的建議,而外部核數師並未任何可能對我們內部控制制度的有效性有重大影響的重大發現。

根據內部控制審查的結果,董事會在審計委員會的支持下,審查了截至2022年12月31日止年度的風險管理和內部控制制度,包括財務、運營和合規控制,並認為該等制度有效且充分。年度審核亦涵蓋財務匯報、內部審計職能、資源的充足性、僱員的資歷與經驗、培訓計劃及本公司會計、內部審計及財務匯報職能預算方面的充足性。

舉報政策

本公司已採納相關安排以協助僱員以及其他利益相關方可暗中對財務匯報、內部控制或其他方面可能發生之不正當行為提出關注。

審計委員會應定期檢討該類安排並確保有適瑁芻澍員會淜

INSIDE INFORMATION

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

內幕消息

本公司已制定披露政策，就處理機密信息、監控信息披露及應對查詢向本公司董事、高級管理層及相關僱員提供一般指引，並已實施監控程序，確保嚴格禁止未經授權訪問及使用內幕消息。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the Directors and Supervisors and the Directors and Supervisors have confirmed that they have complied with the Model Code from the Listing Date up to the date of this annual report. The Company's employees, who are likely to be in possession of unpublished inside information of the Company, are also subject to the Model Code.

證券交易之標準守則

本公司已採納《上市規則》附錄十所載標準守則。本公司已向所有董事及監事作出個別查詢，而董事及監事已確認彼等於上市日期直至本年報日期一直遵守標準守則。本公司僱員若可能擁有本公司尚未發佈之內幕消息，亦須遵守標準守則。

DIRECTORS' RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2022.

The Board of Directors is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, announcements relating to disclosure of inside information and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board of Directors such explanation and information as are necessary to enable the Board of Directors to carry out an informed assessment of the Company's financial statements, which are put to the Board of Directors for approval.

Save as disclosed in this annual report, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The statement of the independent Auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report of this annual report.

董事就財務報表之責任

董事明瞭彼等編製本公司截至2022年12月31日止年度財務報表之責任。

董事會須負責就年報及中期報告、與披露內幕消息有關公告及根據《上市規則》及其他法定及規管要求規定之其他披露事項作出平衡、清晰而易於理解之評估。

管理層向董事會提供必要闡釋及資料，使董事會能對提呈予董事會批准之本公司財務報表進行知情之評估。

除本年報所披露者外，董事並不知悉任何可能對本集團繼續其持續經營之能力產生嚴重質疑之事件或情況之任何重大不明朗因素。

有關本公司獨立核數師對其財務報表申報責任之聲明載於本年報獨立核數師報告。

AUDITOR'S REMUNERATION

The total fee paid/payable to the external Auditors of the Company, BDO China SHU LUN PAN Certified Public Accountants LLP, in respect of audit services and non-audit services for the year ended 31 December 2022 is set out below:

核數師酬金

截至2022年12月31日止年度，本公司外聘核數師立信會計師事務所(特殊普通合夥)之審核服務與非審核服務已付／應付總計費用如下表：

Category of services	服務項目	Fee paid/payable 已付／應付費用 RMB'000 人民幣千元
Audit services	審核服務	1,800
Non-audit services	非審核服務	350
Total	總計	2,150

The non-audit services mainly included work on reviewing the interim financial report.

非審核服務主要包括有關審閱中期財務報告之工作。

JOINT COMPANY SECRETARIES

Mr. Shi Lei and Ms. Yu Wing Sze are currently the joint company secretaries of the Company. Ms. Yu is an associate member of both The Hong Kong Institute of Chartered Secretaries (currently known as The Hong Kong Chartered Governance Institute) and The Institute of Chartered Secretaries and Administrators (currently known as The Chartered Governance Institute) in the United Kingdom. Ms. Yu is now working in TMF Hong Kong Limited. Mr. Shi and Ms. Yu worked and communicated closely to discharge the functions of joint company secretaries.

聯席公司秘書

石磊先生及余詠詩女士目前擔任本公司聯席公司秘書。余女士為香港特許秘書公會(現稱香港公司治理公會)及英國特許秘書及行政人員公會(現稱特許公司治理公會)的會員，現任職於達盟香港有限公司。石先生與余女士密切合作溝通，以履行聯席公司秘書之職責。

During the year ended 31 December 2022, each of Mr. Shi and Ms. Yu has undertaken not less than 15 hours of relevant professional training.

截至2022年12月31日止年度，石先生與余女士均接受了不少於15小時之相關專業培訓。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable Shareholders and investors to make the best investment decisions.

The Company adopts shareholders' communication policy and reviews it on a regular basis to ensure its effectiveness. The shareholders' communication policy sets out various communication channels including, among other things, the Company's website (www.fengxiang.com) where information and updates on the Company's financial information, corporate governance practices, biographical information of the Board of Directors and other information are available for public access, investor briefings and Shareholders' meetings, through which Shareholders, both individual and institutional, may communicate with and provide feedback to the Company from time to time. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. The general meetings of the Company provide a platform for communication between the Board of Directors and the Shareholders. The chairman of the Board of Directors as well as the chairman/chairperson of the Audit Committee, the Remuneration Committee and the Nomination Committee or, in their absence, other members of the respective committees, are available to answer Shareholders' questions at general meetings. The external auditor of the Company is also invited to attend annual general meetings to answer questions about the conduct of audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

The Board of Directors reviewed the Group's shareholders and investors engagement and communication activities conducted in 2022 and was satisfied with the implementation and effectiveness of the shareholders' communication policy.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

與股東及投資者之溝通

本公司認為，與股東保持有效溝通，對促進投資者關係及加深投資者對本集團業務表現及策略之了解至為重要。本公司亦確認公司資料透明度以及及時披露公司資料以便股東及投資者能夠作出最佳投資決定之重要性。

本公司採用股東通訊政策，並定期對其進行檢討，以確保其有效性。股東通訊政策中列出不同的溝通渠道，其中包括本公司網站(www.fengxiang.com)，以刊登本公司財務資料、企業管治常規、董事會簡歷詳情及其他資料更新的信息及以供公眾查閱，投資者簡報會及股東會議，個人及機構股東均可透過這些渠道不時與本公司溝通及向本公司反映意見。本公司致力維持與股東持續對話，尤其是透過股東週年大會及其他股東大會等渠道。本公司之股東大會為董事會與股東之間提供一個重要平台。董事會主席，以及審計委員會、薪酬委員會及提名委員會之主席，或在彼等缺席之情況下，各委員會之其他成員將於股東大會上為股東解答提問。本公司之外聘核數師亦受邀出席本公司之股東週年大會，以解答有關審核工作、核數師報告之編製與內容、會計政策及核數師獨立性之提問。

董事會已審閱於2022年進行的本集團股東與投資者的參與及溝通活動，並對股東溝通政策的實施及成效表示滿意。

股東權利

為保障股東利益及權利，本公司會就各項獨立重大問題(包括推選個別董事)於股東大會提呈決議案。股東大會上提呈之所有決議案將根據《上市規則》進行投票表決，且投票表決之結果將於各股東大會後在本公司及聯交所網站上刊載。

臨時股東大會召開流程

根據《公司章程》，股東要求召集臨時股東大會或者類別股東會議，應當按照下列程序辦理：

1. 合計持有在該擬舉行會議上有表決權之股份10%以上（含10%）之兩名或者兩名以上股東，可以簽署一份或者數份同樣格式內容之書面要求，提請董事會召集臨時股東大會或類別股東會議，並闡明會議議題。董事會在收到前述書面要求後應當盡快召集臨時股東大會或類別股東會議。前述持股數按股東提出書面要求日計算。

2. 倘董事會在收到前述書面要求後30日內沒有發出召集會議之通告，提出該要求的股東可以提請監事會召集臨時股東大會或類別股東會議。

3. 倘監事會在收到前述書面要求後30日內沒有發出召集會議之通告，連續90日以上單獨或合計持有在該擬舉行會議上有表決權之股份10%以上之股東可以在董事會收到該要求後四個月內自行召集會議，召集程序應當盡可能與董事會召集股東會議程序相同。

股東因董事會、監事會未應前述要求舉行會議而自行召集並舉行會議時，其所發生之合理費用，應當由公司承擔，並從公司欠付失職董事、監事之款項中扣浙羹 * 驥暴碌犬箅犹觕碗袢璉稻璒皤犹窔笭耜彃矧犵犀鴩笮炜穉瓤

When the Company convenes the general meeting, the Board of Directors, the Board of Supervisors and the Shareholders individually or jointly holding not less than 5% (inclusive) of the total number of shares carrying voting rights of the Company shall have the right to put forward proposals to the Company in writing. The Company shall include the matters falling within the scope of duties of the general meeting set out in the proposal in the agenda of the meeting.

本公司召開股東大會時，董事會、監事會和單獨或共同持有不少於本公司有表決權股份總數5%（含5%）的股東，有權向本公司提出書面提案。本公司應將提案中規定的屬於股東大會職責範圍的事項列入會議議程。

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or in the laws of the PRC for putting forward proposals of new resolutions by Shareholders at general meetings. Shareholders who wish to move

於股東大會提呈建議

章程細則或中國法律概無有關股東於股東大會提呈新決議案建議。有意提呈決議案的股東可根據上文所述程序要求本公司召開股東大會。就建議某名人士競選董事，請參閱下段所載程序。

股東提名董事候選人之流程

有關提名董事候選人之意圖以及被提名人表明願意接受提名之書面通知，以及被提名人情況之有關書面材料，應當在不早於股東大會發出該通知第二天及其不遲於股東大會召開七日前。提名與接受提名間之最短期限應當不少於七日。

基於此，倘本公司股東擬提名任何人當選董事，應將以下文件及時送至本公司位於中國之總部，即中國山東省聊城市陽穀縣安樂鎮劉廟村，或本公司H股股份登記處，即香港灣仔皇后大道東183號合和中心17樓1712–1716號舖香港中央證券登記有限公司。文件包括：(i)擬議於股東大會提議選舉候選人為董事之簽名通知；及(ii)該候選人表明其願意接受選舉之簽署通知書，及(a)根據《上市規則》第13.51(2)條須予披露之候選人相關資料，及(b)表明候選人同意披露其個人信息之紙質同意書。

Putting Forward Enquiries to the Board of Directors

For putting forward any enquiry to the Board of Directors, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Liumiao Village, Anle Town, Yanggu County
Liaocheng City, Shandong Province, PRC
(For the attention of the Board of Directors)
Email: lei.shi@fengxiang.com

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

向董事會作出問詢

就向董事會作出問詢而言，股東可將書面查詢發送給本公司。本公司通常不會處理口頭或匿名問詢。

股東可將其如上文所述之問詢或要求寄往以下地址：

地址：中國山東省
聊城市陽穀縣安樂鎮劉廟村
（致董事會）
郵箱：lei.shi@fengxiang.com

為免生疑問，股東必須郵寄或發送正式簽署之書面請求、通知或聲明，或問詢（根據情況而定）之原本至上述地址，並提供其全名、聯絡資料及身份證明，以使其問詢生效。股東資料可能根據法律規定作出披露。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

TO THE SHAREHOLDERS OF SHANDONG FENGXIANG CO., LTD.:

(A joint stock company incorporated in the People's Republic of China with limited liability)

I. QUALIFIED OPINION

We have audited the financial statements of the Shandong Fengxiang Co., Ltd. ("Fengxiang"), which comprise the consolidated and the Company's balance sheets as at 31 December 2022, the consolidated and the Company's income statements for 2022, the consolidated and the Company's cash flow statements, the consolidated and the Company's statements of changes in owners' equity for the year then ended, and notes to the financial statements.

We are of the view that, except for the possible impact of matters described in the section "BASIS OF QUALIFIED OPINION", the accompanying financial statements present fairly, in all material respects, the consolidated and the Company's financial position as at 31 December 2022 and the consolidated and the Company's financial performance and cash flows for 2022 in accordance with the requirements of Accounting Standards for Business Enterprises.

II. BASIS OF QUALIFIED OPINION

As of 31 December 2021, the bank deposit balance in the consolidated balance sheet of Fengxiang includes RMB 1,041,438,100 deposited with GMK Finance Co., Ltd. ("GMK Finance"), which is controlled by GMK Holdings Group Co., Ltd. ("GMK Holdings"), a former controlling shareholder of Fengxiang. GMK Holdings and its subsidiaries have overdue debts, and GMK Finance is involved in overdue repayment disputes and lawsuits. The management of Fengxiang did not provide sufficient supporting evidence on the possible impact of these matters on the above-mentioned deposits and the reasons for not making impairment provisions. We therefore express a qualified opinion on the financial statements of Fengxiang for 2021. As of 31 December 2022, a full provision of loss of RMB808,234,800 has made for the funds deposited with GMK Finance by Fengxiang amounting to RMB808,234,800 and fully included in the credit impairment loss for 2022. The management of Fengxiang did not provide sufficient information on whether it is necessary to make impairment provisions for the funds deposited in GMK Finance at the end of 2021. Therefore, we are unable to obtain sufficient and appropriate audit evidence regarding the opening balance of the deposit and whether the credit impairment loss of RMB808,234,800 should all be included in 2022. It is uncertain whether it is necessary to make adjustments to the financial statements of Fengxiang.

山東鳳祥股份有限公司全體股東：

(在中華人民共和國註冊成立的股份有限公司)

一、保留意見

我們審計了山東鳳祥股份有限公司(以下簡稱鳳祥股份)財務報表，包括2022年12月31日的合併及母公司資產負債表，2022年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司所有者權益變動表以及相關財務報表附註。

我們認為，除「形成保留意見的基礎」部分所述事項可能產生的影響外，後附的財務報表在所有重大方面按照企業會計準則的規定編製，公允反映了鳳祥股份2022年12月31日的合併及母公司財務狀況以及2022年度的合併及母公司經營成果和現金流量。

二、形成保留意見的基礎

2021年12月31日，鳳祥股份合併資產負債表的銀行存款餘額中包括存放在受鳳祥股份原控股股東新鳳祥控股集團有限責任公司(以下簡稱「新鳳祥控股」)控制的新鳳祥財務有限公司(以下簡稱「新鳳祥財務公司」)的資金人民幣104,143.81萬元。新鳳祥控股及其附屬公司出現債務逾期情況，新鳳祥財務公司涉及逾期還款糾紛及訴訟。鳳祥股份管理層未就這些事項對上述存款可能產生的影響以及未計提減值準備的理由提供充分的支持性證據。我們因此對鳳祥股份2021年度財務報表發表了保留意見。2022年12月31日，鳳祥股份存放於新鳳祥財務公司的資金人民幣80,823.48萬元，已全額計提減值準備並全部計入2022年度信用減值損失。鳳祥股份管理層未提供有關是否有必要對2021年末存放於新鳳祥財務公司的資金計提減值準備的充分資料。因此，我們無法對該存款的期初餘額及

We conducted our audit in accordance with China Standards on Auditing ("CSAs"). Our responsibilities under those standards are

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於鳳祥股份，並履行了職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表保留意見提供了基礎。

三、與持續經營相關的重大不確定性

我們提醒財務報表使用者關注，如財務報表附註二(二)所述，2022年12月31日，鳳祥股份未受限的貨幣資金餘額為14,473.28萬元，短期借款餘額為112,461.37萬元，一年內到期的長期借款及長期應付款餘額為11,237.26萬元。這些事項或情況，連同財務報表附註二(二)所述的其他情況，表明存在可能導致對鳳祥股份持續經營能力產生重大疑慮的重大不確定性。該事項不影響已發表的審計意見。

四、關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

Except for the matters described in the sections headed "BASIS OF QUALIFIED OPINION " and " MATERIAL UNCERTAINTIES IN RELATION TO GOING CONCERN", key audit matters identified in our audit are summarised as follows:

除「形成保留意見的基礎」部分和「與持續經營相關的重大不確定性」部分所述事項外，我們在審計中識別出的關鍵審計事項匯總如下：

Key audit matters 關鍵審計事項	How our audit addressed the matter 該事項在審計中是如何應對的
(I) revenue recognition **(一) 營業收入確認** Fengxiang's operating revenue for the year ended 31 December 2022 was RMB5,085,790,100. 2022年度鳳祥股份營業收入為508,579.01萬元。 Operating revenue of Fengxiang are primarily generated from the sales of frozen chicken products and meat products, which are mainly supplied to large catering chain enterprises, wholesale market for agricultural products, supermarket chains and other market fields. Fengxiang recognizes operating revenue when the control of the goods is transferred to the customer. 鳳祥股份主要營業收入來源於雞肉凍品、肉製品銷售業務，產品主要供應給大型餐飲連鎖企業、農貿批發市場、連鎖超市等市場領域。鳳祥股份於商品控制權轉移給客戶時確認營業收入。	(1) Communicated with the management to understand the impact of industry policies and market environment on the performance of Fengxiang, and evaluated the rationality of fluctuations in operating revenue; (1) 與管理層進行溝通，了解行業政策、市場環境對鳳祥股份公司業績的影響，評估營業收入波動的合理性； (2) Conducted interviews with management and selected sales contracts for inspection to identify contract terms related to the transfer of control over goods, and evaluated whether the operating revenue recognition policy of Fengxiang complied with the relevant requirements of the Accounting Standards for Business Enterprises; (2) 與管理層訪談及選取銷售合同進行檢查，識別與商品控制權轉移相關的合同條款，評價鳳祥股份公司的營業收入確認政策是否符合企業會計準則的相關要求； (3) Combined with product categories, types of sales channels, major business customers, etc., analysed the changes in operating revenue and gross profit margin this year while paying attention to whether there were abnormal fluctuations; (3) 結合產品類別、銷售渠道類型、主要業務客戶等，對本年營業收入及毛利率變動情況進行分析，關注是否存在異常波動情況； (4) Selected samples and implemented confirmation procedures for trade receivable and operating revenue, checked the confirmation results against book records, and carried out substitute tests for no reply samples; (4) 選取樣本對應收賬款和營業收入實施了函證程序，並將函證結果與賬面記錄進行了核對，對未回函樣本進行了替代測試；

Key audit matters 關鍵審計事項	How our audit addressed the matter 該事項在審計中是如何應對的
Since operating revenue is one of the key performance	

V. OTHER INFORMATION

The management of Fengxiang (hereinafter as the "management") is responsible for the other information which comprises all the information in the 2022 annual report of Fengxiang other than the financial statements and this auditor's report.

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

In conjunction with our audit to the financial statements, our responsibility is to read the other information. During the process, we considered whether there was material inconsistency or there was likely material misstatement between the other information and the financial statements or the information we obtained during the audit.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. As described in the "BASIS OF QUALIFIED OPINION" section above, we were unable to obtain sufficient and appropriate audit evidence regarding the opening balance of the deposit and whether the credit impairment loss of RMB 808,234,800 should all be included in 2022. Accordingly, we were unable to ascertain whether other information relating to this matter was materially misstated.

五、其他信息

鳳祥股份管理層(以下簡稱管理層)對其他信息負責。其他信息包括鳳祥股份2022年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們對審計報告日前獲取的其他信息已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。如上述「形成保留意見的基礎」部分所述，我們無法對該存款的期初餘額及80,823.48萬元的信用減值損失應否全部計入2022年度獲取充分、適當的審計證據。因此，我們無法確定與該事項相關的其他信息是否存在重大錯報。

VI. RESPONSIBILITIES OF THE MANAGEMENT AND GOVERNING BODIES FOR THE FINANCIAL STATEMENTS

The management shall be responsible for the preparation of financial statements in accordance with the Accounting Standards for Business Enterprises to enable them to be fairly reflected and to design, implement and maintain the necessary internal control so that there is no material misstatement, whether due to fraud or error, in the financial statements.

In the preparation of the financial statements, the management is responsible for assessing Fengxiang's continuing operating capacity, disclosing matters relating to continuing operations (if applicable) and applying the continuing operating assumptions unless the management either intends to liquidate the Company or to cease its operations, or has no realistic alternative but to do so.

The governing bodies are responsible for overseeing the financial reporting process of Fengxiang.

六、管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，管理層負責評估鳳祥股份的持續經營能力，披露與持續經營相關的事項(如適用)，並運用持續經營假設，除非計劃進行清算、終止運營或別無其他現實的選擇。

治理層負責監督鳳祥股份的財務報告過程。

VII. RESPONSIBILITIES OF CERTIFIED PUBLIC ACCOUNTANTS FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit

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

(四) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對鳳祥股份持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致鳳祥股份不能持續經營。

(V) Evaluate the overall presentation (including disclosures), structure and content of the financial statements and to assess whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(五) 評價財務報表的總體列報(包括披露)、結構和內容，並評價財務報表是否公允反映相關交易和事項。

(VI) Obtain sufficient and appropriate audit evidence of the financial information of the entities or business activities of Fengxiang in order to express an opinion on the consolidated financial statements. We are responsible for directing, supervising and performing group audits. We take full responsibility for the audit opinion.

(六) 就鳳祥股份中實體或業務活動的財務信息獲取充分、適當的審計證據，以對合併財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

We communicated with the governing bodies 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 the audit.

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

We also provided a statement to the governing bodies on compliance with ethical requirements related to independence and communicated with them about all relationships and other matters that may be reasonably considered to affect our independence, as well as related precautions (if applicable).

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

From the matters we had discussed with the governing bodies, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless any law or regulation precludes public disclosure about such matters or when, in tiny minority circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably not90 2.eporw T4s or 0Ã)DE

從與治理層溝通過的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

立信會計師事務所(特殊普通合夥)
中國註冊會計師：強桂英(項目合夥人)

中國註冊會計師：王緒增

中國•上海
2023年3月30日

CONSOLIDATED BALANCE SHEET
合併資產負債表

31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年12月31日(除特別註明外，金額單位均為人民幣元)

Assets	資產	*Note V* *附註五*	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current assets:	**流動資產：**			
Monetary funds	貨幣資金	*(I)(一)*	**332,155,982.00**	1,854,773,834.62
Settlement reserves	結算備付金			
Loans to banks and other financial institutions	拆出資金			
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Bills receivable	應收票據			

Assets	資產	*Note V* *附註五*	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Non-current assets:	**非流動資產：**			
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CONSOLIDATED BALANCE SHEET
合併資產負債表

31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年12月31日(除特別註明外，金額單位均為人民幣元)

Liabilities and owners' equity	負債和所有者權益	Note V 附註五	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current liabilities:	**流動負債：**			
Short-term borrowings	短期借款	(XV)(十五)	1,124,613,662.56	1,731,044,138.88
Borrowings from central bank	向中央銀行借款			
Loans from banks and other financial institutions	拆入資金			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Bills payable	應付票據	(XVI)(十六)	70,000,000.00	46,606,601.35
Trade payable	應付賬款	(XVII)(十七)	454,943,148.32	448,843,615.58
Advances from customers	預收款項			
Contract liabilities	合同負債	(XVIII)(十八)	46,449,176.46	34,352,314.47
Financial assets sold under repurchase agreements	賣出回購金融資產款			
Absorption of deposits and interbank deposit	吸收存款及同業存放			
Client money received for acting as securities trading agent	代理買賣證券款			
Client money received for acting as securities underwriter	代理承銷證券款			
Payroll payable	應付職工薪酬	(XIX)(十九)	80,136,7.1 8ngs	

Liabilities and owners' equity	負債和所有者權益	Note V 附註五	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Owners' equity:	**所有者權益：**			
Share capital	股本	(XXIX) (二十九)	1,400,000,000.00	1,400,000,000.00
Other equity instruments	其他權益工具			
Including: Preferred shares	其中：優先股			
Perpetual bonds	永續債			
Capital reserve	資本公積	(XXX) (三十)	628,701,588.64	621,754,244.95
Less: treasury shares	減：庫存股	(XXXI) (三十一)	27,684,645.05	2,547,916.16
Other comprehensive income	其他綜合收益	(XXXII) (三十二)	-673,735.26	-254,496.85
Special reserves	專項儲備			
Surplus reserves	盈餘公積	(XXXIII) (三十三)	155,377,605.51	155,377,605.51
General risk reserves	一般風險準備			
Undistributed profits	未分配利潤	(XXXIV) (三十四)	456,253,839.04	1,225,282,480.31
Total equity attributable to owners of the Company	歸屬於母公司所有者權益合計		2,611,974,652.88	3,399,611,917.76
Minority interests	少數股東權益			
Total owners' equity	**所有者權益合計**		2,611,974,652.88	3,399,611,917.76
Total liabilities and owners' equity	**負債和所有者權益總計**		5,228,333,968.53	6,931,052,232.59

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

BALANCE SHEET OF THE COMPANY
母公司資產負債表

31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年12月31日(除特別註明外，金額單位均為人民幣元)

Assets	資產	Note XVI 附註十六	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current assets:	**流動資產：**			
Monetary funds	貨幣資金		**168,956,500.60**	1,257,368,979.84
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Bills receivable	應收票據	*(I)(一)*	**100,000,000.00**	442,000,000.00
Trade receivable	應收賬款	*(II)(二)*	**861,768,659.50**	535,573,320.38
Financing receivables	應收款項融資			
Prepayments	預付款項		**32,100,800.12**	51,317,503.17
Other receivables	其他應收款	*(III)(三)*	**13,254,134.80**	9,705,069.18
Inventories	存貨		**370,517,426.61**	404,606,014.83
Contract assets	合同資產			
Assets held for sale	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產		**83,733.83**	
Total current assets	**流動資產合計**		**1,546,681,255.46**	2,700,570,887.40
Non-current assets:	**非流動資產：**			
Debt investments	債權投資			
Other debt investments	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investments	長期股權投資	*(IV)(四)*	**1,199,366,591.52**	1,038,738,237.49
Investment in other equity instruments	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產		**1,773,707,922.78**	1,658,733,163.41
Construction in progress	在建工程		**996,180.00**	33,682,050.76
Productive biological assets	生產性生物資產		**230,123,070.00**	180,103,800.00
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產		**174,024,097.56**	178,214,185.94
Intangible assets	無形資產		**31,777,858.71**	32,951,456.15
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用			
Deferred income tax assets	遞延所得稅資產		**165,745.68**	184,161.86
Other non-current assets	其他非流動資產		**590,746.60**	34,091,563.05
Total non-current assets	**非流動資產合計**		**3,410,752,212.85**	3,156,698,618.66
Total assets	**資產總計**		**4,957,433,468.31**	5,857,269,506.06

Liabilities and owners' equity	負債和所有者權益	*Notes* *附註*	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current liabilities:	**流動負債：**			
Short-term borrowings	短期借款		**1,044,196,479.00**	1,341,013,249.99
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Bills payable	應付票據			33,887,748.02
Trade payable	應付賬款		**301,212,028.93**	241,206,475.67
Advances from customers				

BALANCE SHEET OF THE COMPANY
母公司資產負債表

31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年12月31日(除特別註明外，金額單位均為人民幣元)

Liabilities and owners' equity	負債和所有者權益	*Notes* *附註*	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Owners' equity:	**所有者權益：**			
Share capital	股本		**1,400,000,000.00**	1,400,000,000.00
Other equity instruments	其他權益工具			
Including: Preferred shares	其中：優先股			
Perpetual bonds	永續債			
Capital reserve	資本公積		**628,305,677.69**	621,358,334.00
Less: treasury shares	減：庫存股		**27,684,645.05**	2,547,916.16
Other comprehensive income	其他綜合收益			
Special reserves	專項儲備			
Surplus reserves	盈餘公積		**159,571,799.87**	159,571,799.87
Undistributed profits	未分配利潤		**738,318,842.37**	1,228,234,144.06
Total owners' equity	**所有者權益合計**		**2,898,511,674.88**	3,406,616,361.77
Total liabilities and owners' equity	**負債和所有者權益總計**		**4,957,433,468.31**	5,857,269,506.06

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Items	項目	Note V 附註五	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Total operating revenue	一、營業總收入		5,085,790,084.29	4,416,763,575.99
Including: Operating revenue	其中：營業收入	(XXXV)(三十五)	5,085,790,084.29	4,416,763,575.99
Interest income	利息收入			
Premiums earned	已賺保費			
Handle fee and commission income	手續費及佣金收入			
II. Total operating costs	二、營業總成本		5,060,201,964.33	4,395,383,985.61
Including: Operating costs	其中：營業成本	(XXXV)(三十五)	4,502,293,389.58	3,858,825,346.50
Interest expenses	利息支出			
Handle fee and commission expense	手續費及佣金支出			
Surrender value	退保金			
Net amount of compensation payout	賠付支出淨額			
Net amount withdrawn for insurance liability reserves	提取保險責任準備金淨額			
Commissions on insurance policies	保單紅利支出			
Cession charges	分保費用			
Taxes and charges	稅金及附加	(XXXVI)(三十六)	39,155,180.17	29,550,280.08
Selling expenses	銷售費用	(XXXVII)(三十七)	329,205,686.52	345,018,719.94
Administrative expenses	管理費用	(XXXVIII)(三十八)	108,499,423.88	89,310,527.43
R&D expenses	研發費用	(XXXIX)(三十九)	31,943,547.85	24,983,123.40
Finance costs	財務費用	(XL)(四十)	49,104,736.33	47,695,988.26
Including: Interest expenses	其中：利息費用	(XL)(四十)	74,095,066.76	51,849,048.52
Interest income	利息收入	(XL)(四十)	23,447,718.05	37,433,512.81
Add: Other income	加：其他收益	(XLI)(四十一)	9,676,253.49	13,392,460.82
Investment income (loss to be inserted with "–")	投資收益(損失以「–」號填列)	(XLII)(四十二)	-11,141,441.61	18,790,813.44
Including: Income on investments in associates and joint ventures	其中：對聯營企業和合營企業的投資收益		-3,229,692.59	-1,741,065.89

CONSOLIDATED INCOME STATEMENT
合併利潤表

Items	項目	Note V 附註五	Amount of the current period 本期金額	Amount of the previous period 上期金額
III. Operating profit (loss to be inserted with "–")	三、 營業利潤(虧損以「–」號填列)		-768,217,430.48	48,864,106.71
Add: non-operating income	加： 營業外收入	(XLVII) (四十七)	947,900.39	943,271.37
Less: non-operating expenses	減： 營業外支出	(XLVIII) (四十八)	987,625.06	1,063,324.87
IV. Total profits (total loss to be inserted with "–")	四、 利潤總額(虧損總額以「–」號填列)		-768,257,155.15	48,744,053.21
Less: income tax expenses	減： 所得稅費用	(XLIX) (四十九)	771,486.12	1,668,638.58
V. Net profit (net loss to be inserted with "–")	五、 淨利潤(淨虧損以「–」號填列)		-769,028,641.27	47,075,414.63
(I) Breakdown by continuity of operations	(一) 按經營持續性分類			
1. Net profit from continuing operations (net loss to be inserted with "–")	1. 持續經營淨利潤(淨虧損以「–」號填列)		-769,028,641.27	47,075,414.63
2. Net profit from discontinued operations (net loss to be inserted with "–")	2. 終止經營淨利潤(淨虧損以「–」號填列)			
(II) Breakdown by attributable interests	(二) 按所有權歸屬分類			
1. Net profit attributable to the shareholders of the Company (net loss to be inserted with "–")	1. 歸屬於母公司股東的淨利潤(淨虧損以「–」號填列)		-769,028,641.27	50,910,673.32
2. Profit or loss attributable to minority interests (net loss to be inserted with "–")	2. 少數股東損益(淨虧損以「–」號填列)			-3,835,258.69
VI. Net other comprehensive income after tax	六、 其他綜合收益的稅後淨額		-419,238.41	-408,498.48
Net other comprehensive income attributable to the shareholders of the Company after tax	歸屬於母公司所有者的其他綜合收益的稅後淨額		-419,238.41	-408,498.48
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一) 不能重分類進損益的其他綜合收益			
1. Changes arising from remeasurement of defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be reclassified into profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Change in fair value of investment in other equity instruments	3. 其他權益工具投資公允價值變動			
4. Change in fair value of corporate credit risks	4. 企業自身信用風險公允價值變動			
(II) Other comprehensive income that can be reclassified into profit or loss	(二) 將重分類進損益的其他綜合收益		-419,238.41	-408,498.48
1. Other comprehensive income to be reclassified into profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益			
2. Change in fair value of other debt investments	2. 其他債權投資公允價值變動			
3. Amount of financial assets to be reclassified into other comprehensive income	3. 金融資產重分類計入其他綜合收益的金額			
4. Credit impairment provision for other debt investments	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve	5. 現金流量套期儲備			
6. Exchange differences on translation of foreign currency financial statements	6. 外幣財務報表折算差額		-419,238.41	-408,498.48
7. Others	7. 其他			
Net other comprehensive income attributable to minority interests after tax	歸屬於少數股東的其他綜合收益的			

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度(除特別註明外，金額單位均為人民幣元)

Items	項目	Note V 附註五	Amount of the current period 本期金額	Amount of the previous period 上期金額
VII. Total comprehensive income	七、綜合收益總額		-769,447,879.68	46,666,916.15
Total comprehensive income attributable to the shareholders of the Company	歸屬於母公司所有者的綜合收益總額		-769,447,879.68	50,502,174.84
Total comprehensive income attributable to minority interests	歸屬於少數股東的綜合收益總額			-3,835,258.69
VIII. Earnings per share:	八、每股收益：			
(I) Basic earnings per share (RMB per Share)	(一) 基本每股收益(元／股)	(L)(五十)	-0.55	0.04
(II) Diluted earnings per share (RMB per Share)	(二) 稀釋每股收益(元／股)	(L)(五十)	-0.55	0.04

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

INCOME STATEMENT OF THE COMPANY
母公司利潤表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度(除特別註明外，金額單位均為人民幣元)

Items	項目	Note XVI 附註十六	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Operating revenue	一、營業收入	(V)(五)	3,260,206,263.49	2,610,065,993.02
Less: Operating costs	減：營業成本	(V)(五)	3,093,615,405.77	2,422,717,452.14
Taxes and charges	稅金及附加		16,835,143.09	13,184,045.39
Selling expenses	銷售費用		4,307,073.71	4,902,172.82
Administrative expenses	管理費用		72,401,634.08	61,621,966.47
R&D expenses	研發費用		10,984,830.74	8,882,025.83
Finance costs	財務費用		59,696,070.59	50,802,463.72
Including: Interest expenses	其中：利息費用		64,453,593.76	46,896,932.31
Interest income	利息收入		16,114,754.18	21,974,817.90
Add: Other gains	加：其他收益		5,824,931.02	10,675,063.75
Investment income (loss to be inserted with "–")	投資收益(損失以「–」號填列)	(VI)(六)	-11,140,414.56	-10,735,826.89
Including: Income on investments in associates and joint ventures	其中：對聯營企業和合營企業的投資收益	(VI)(六)	-3,228,665.54	-1,741,065.89
Income from derecognition of financial assets measured at amortised cost	以攤餘成本計量的金融資產終止確認收益	(VI)(六)		
Income from net exposure hedging (loss to be inserted with "–")	淨敞口套期收益(損失以「–」號填列)			
Gains from the changes in fair value (loss to be inserted with "–")	公允價值變動收益(損失以「–」號填列)		11,145,987.49	-8,686,583.69
Credit impairment loss (loss to be inserted with "–")	信用減值損失(損失以「–」號填列)		-497,583,093.88	-515,111.86
Asset impairment loss (loss to be inserted with "–")	資產減值損失(損失以「–」號填列)			
Gains on disposal of assets (loss to be inserted with "–")	資產處置收益(損失以「–」號填列)		-70,330.59	1,075,426.03
II. Operating profit (loss to be inserted with "–")	二、營業利潤(虧損以「–」號填列)		-489,456,815.01	39,768,833.99
Add: non-operating income	加：營業外收入		566,009.05	662,785.86
Less: non-operating expenses	減：營業外支出		224,290.00	522,394.24
III. Total profits (total loss to be inserted with "–")	三、利潤總額(虧損總額以「–」號填列)		-489,115,095.96	39,909,225.61
Less: income tax expenses	減：所得稅費用		800,205.73	3,216.45
IV. Net profit (net loss to be inserted with "–")	四、淨利潤(淨虧損以「–」號填列)		-489,915,301.69	39,906,009.16
(I) Net profit from continuing operations (net loss to be inserted with "–")	(一) 持續經營淨利潤(淨虧損以「–」號填列)		-489,915,301.69	39,906,009.16
(II) Net profit from discontinued operations (net loss to be inserted with "–")	(二) 終止經營淨利潤(淨虧損以「–」號填列)			

Items	項目	*Note XVI* *附註十六*	Amount of the current period 本期金額	Amount of the previous period 上期金額
V. Net other comprehensive income after tax	五、其他綜合收益的稅後淨額			
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一) 不能重分類進損益的其他綜合收益			
1. Changes arising from remeasurement of defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be reclassified into profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Change in fair value of investment in other equity instruments	3. 其他權益工具投資公允價值變動			
4. Change in fair value of corporate credit risks	4. 企業自身信用風險公允價值變動			
(II) Other comprehensive income that can be reclassified into profit or loss	(二) 將重分類進損益的其他綜合收益			
1. Other comprehensive income to be reclassified into profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益			
2. Change in fair value of other debt investments	2. 其他債權投資公允價值變動			
3. Amount of financial assets to be reclassified into other comprehensive income	3. 金融資產重分類計入其他綜合收益的金額			
4. Credit impairment provision for other debt investments	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve	5. 現金流量套期儲備			
6. Exchange differences on translation of foreign currency financial statements	6. 外幣財務報表折算差額			
7. Others	7. 其他			
VI. Total comprehensive income	六、綜合收益總額		-489,915,301.69	39,906,009.16

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

CONSOLIDATED STATEMENT OF CASH FLOW
合併現金流量表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度(除特別註明外，金額單位均為人民幣元)

Items	項目	*Note V* *附註五*	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Cash flows from operating activities	**一、經營活動產生的現金流量**			
Cash received from sales of goods and rendering of services	銷售商品、提供勞務收到的現金		5,532,056,046.84	4,621,184,833.21

CONSOLIDATED STATEMENT OF CASH FLOW
合併現金流量表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度(除特別註明外，金額單位均為人民幣元)

Items	項目	*Note V* *附註五*	Amount of the current period 本期金額	Amount of the previous period 上期金額
IV. Effect of fluctuation in exchange rate on cash and cash equivalents	四、匯率變動對現金及現金等價物的影響		20,237,387.42	-1,299,359.00
V. Net increase in cash and cash equivalents	五、現金及現金等價物淨增加額		-1,230,378,408.16	85,130,205.06
Add: Cash and cash equivalents at beginning of period	加：期初現金及現金等價物餘額		1,375,111,214.07	1,289,981,009.01
VI. Cash and cash equivalents at end of period	六、期末現金及現金等價物餘額		144,732,805.91	1,375,111,214.07

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

CASH FLOW STATEMENT OF THE COMPANY
母公司現金流量表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度(除特別註明外，金額單位均為人民幣元)

Items	項目	*Notes* *附註*	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Cash flows from operating activities	**一、經營活動產生的現金流量**			
Cash received from sales of goods and rendering of services	銷售商品、提供勞務收到的現金		2,716,191,192.59	2,449,272,964.30
Tax refunds received	收到的稅費返還			
Cash received from other operating activities	收到其他與經營活動有關的現金		1,038,024,038.06	574,245,867.32
Sub-total of cash inflows from operating activities	經營活動現金流入尢磕穋礼蹲猪榗狎쇅죅瓗薩			

CASH FLOW STATEMENT OF THE COMPANY
母公司現金流量表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度

Items	項目	*Notes* *附註*	Amount of the current period 本期金額	Amount of the previous period 上期金額
III. Cash flows from financing activities	**三、籌資活動產生的現金流量**			
Cash from absorption of investments	吸收投資收到的現金			
Cash received from borrowings	取得借款收到的現金		339,692,500.00	1,466,890,000.00
Cash received from other financing activities	收到其他與籌資活動有關的現金		67,264,466.67	150,000,000.00
Sub-total of cash inflows from financing activities	籌資活動現金流入小計		406,956,966.67	1,616,890,000.00
Cash paid for debts repayments	償還債務支付的現金		217,316,000.00	1,246,000,000.00
Cash paid for distribution of dividends and profits or payment of interest	分配股利、利潤或償付利息支付的現金		50,461,030.63	87,680,163.67
Cash paid for other financing activities	支付其他與籌資活動有關的現金		252,743,036.47	30,912,366.12
Sub-total of cash outflows from financing activities	籌資活動現金流出小計		520,520,067.10	1,364,592,529.79
Net cash flows from financing activities	**籌資活動產生的現金流量淨額**		-113,563,100.43	252,297,470.21
IV. Effect of fluctuation in exchange rate on cash and cash equivalents	**四、匯率變動對現金及現金等價物的影響**		-460,728.44	-211,694.40
V. Net increase in cash and cash equivalents	**五、現金及現金等價物淨增加額**		-1,211,347,394.95	26,559,348.54
Add: Cash and cash equivalents at beginning of period	加：期初現金及現金等價物餘額		1,250,392,069.70	1,223,832,721.16
VI. Cash and cash equivalents at end of period	**六、期末現金及現金等價物餘額**		39,044,674.75	1,250,392,069.70

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Amount of the current period
本期金額

Consolidated statement of changes in owners' equity
合併所有者權益變動表

Items 項目	Other equity instruments 其他權益工具													
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risk reserves 一般風險準備	Undistributed profits 未分配利潤	Sub-total 小計	Minority interest 少數股東權益	Total owners'equity 所有者權益合計
(IV) Internal carry-forward of owners' equity (四) 所有者權益內部結轉														
1. Conversion of capital reserves into paid-in capital (or share capital) 1. 資本公積轉增資本(或股本)														
2. Conversion of surplus reserves into paid-in capital (or share capital) 2. 盈餘公積轉增資本(或股本)														
3. Losses offset by surplus reserves 3. 盈餘公積彌補虧損														
4. Carry-forward of changes in the defined benefit plan for retained earnings 4. 設定受益計劃變動額結轉留存收益														
5. Carry-forward of other comprehensive income for retained earnings 5. 其他綜合收益結轉留存收益														
6. Others 6. 其他														
(V) Special reserves (五) 專項儲備														
1. Amount withdrawn for the period 1. 本期提取														
2. Amount used for the period 2. 本期使用														
(VI) Others (六) 其他														
IV. Balance at the end of the period 四、本期期末餘額	1,400,000,000.00				628,701,588.64	27,684,645.05	-673,735.26		155,377,605.51		456,253,839.04	2,611,974,652.88		2,611,974,652.88

Amount of the previous period
上期金額

Consolidated statement of changes in owners' equity
合併所有者權益變動表

Items	項目	Share capital 股本	Other equity instruments 其他權益工具			Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risk reserves 一般風險準備	Undistributed profits 未分配利潤	Sub-total 小計	Minority interest 少數股東權益	Total owners' equity 所有者權益合計
			Preferred shares 優先股	Perpetual bonds 永續債	Others 其他										
I. Balance at the end of last year	一、上年年末餘額	1,400,000,000.00				621,211,053.56	3,821,874.24	154,001.63		151,387,004.59		1,220,362,407.91	3,389,292,593.45	-1,757,001.46	3,387,535,591.99
Add: Changes in accounting policies	加：會計政策變更														
Correction of accounting errors in prior period	前期差錯更正														
Business combination under common control	同一控制下企業合併														
Others	其他														
II. Balance at the beginning of the year	二、本年年初餘額	1,400,000,000.00				621,211,053.56	3,821,874.24	154,001.63		151,387,004.59		1,220,362,407.91	3,389,292,593.45	-1,757,001.46	3,387,535,591.99
III. Increases/decreases at current period (decreases to be inserted with "-")	三、本期增減變動金額（減少以「-」號填列）					543,191.39	-1,273,958.08	-408,498.48		3,990,600.92		4,920,072.40	10,319,324.31	1,757,001.46	12,076,325.77
(I) Total comprehensive income	(一) 綜合收益總額							-408,498.48				50,910,673.32	50,502,174.84	-3,835,258.69	46,666,916.15
(II) Capital contributed and reduced by owners	(二) 所有者投入和減少資本					543,191.39	-1,273,958.08						1,817,149.47	5,592,260.15	7,409,409.62
1. Ordinary shares contributed by owners	1. 所有者投入的普通股														
2. Capital contributed by the holders of other equity instruments	2. 其他權益工具持有者投入資本														
3. Amounts of share-based payments	3. 股份支付計入所有者權益的金額					543,191.39	-1,273,958.08						1,817,149.47		1,817,149.47
4. Others	4. 其他													5,592,260.15	5,592,260.15
(III) Profit distribution	(三) 利潤分配									3,990,600.92		-45,990,600.92	-42,000,000.00		-42,000,000.00
1. Withdrawal of surplus reserves	1. 提取盈餘公積									3,990,600.92		-3,990,600.92			
2. Withdrawal of general risk reserves	2. 提取一般風險準備														
3. Profit distributed to owners (or shareholders)	3. 對所有者（或股東）的分配											-42,000,000.00	-42,000,000.00		-42,000,000.00
4. Others	4. 其他														

CHANGES IN OWNERS' EQUITY STATEMENT OF THE COMPANY
母公司所有者權益變動表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度(除特別註明外，金額單位均為人民幣元)

Amount of the current period 本期金額														
Changes in owners' equity of the company 母公司所有者權益變動														
Item 項目	Share capital 股本	Other equity instruments 其他權益工具			Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserve 專項儲備	Surplus reserve 盈餘公積	General risk reserve 一般風險準備	Undistributed profits 未分配利潤	Others 其他	Subtotal 小計	Non-controlling interests 少數股東權益	Total owners' equity 所有者權益合計
		Preference shares 優先股	Perpetual bonds 永續債	Others 其他											
I. Balance at the end of last year 一、上年年末餘額	1,000,000,000.00				1,000,000,000.00				1,000,000,000.00		1,000,000,000.00		4,000,000,000.00		4,000,000,000.00
II. Balance at the beginning of the year 二、本年年初餘額	1,000,000,000.00				1,000,000,000.00				1,000,000,000.00		1,000,000,000.00		4,000,000,000.00		4,000,000,000.00
III. Increase/decrease for the year (decrease is filled with "-") 三、本年增減變動金額(減少以"-"號填列)															
(I) Total comprehensive income (一)綜合收益總額															
(II) Capital contributed or reduced by owners (二)所有者投入或減少資本															
1. Capital contributed by owners 1.所有者投入的普通股															
2. Capital contributed by holders of other equity instruments 2.其他權益工具持有者投入資本															
3. Amount of share-based payments recognized in owners' equity 3.股份支付計入所有者權益的金額															
4. Others 4.其他															
(III) Profit distribution (三)利潤分配															
1. Appropriation to surplus reserve 1.提取盈餘公積															
2. Appropriation to general risk reserve 2.提取一般風險準備															
3. Distribution to owners 3.對所有者(或股東)的分配															
4. Others 4.其他															
(IV) Internal carry-forward of owners' equity (四)所有者權益內部結轉															
1. Capital reserve converted to share capital 1.資本公積轉增股本															
2. Surplus reserve converted to share capital 2.盈餘公積轉增股本															
3. Surplus reserve used to cover losses 3.盈餘公積彌補虧損															
4. Others 4.其他															
(V) Special reserve (五)專項儲備															
1. Appropriation for the year 1.本年提取															
2. Used for the year 2.本年使用															
(VI) Others (六)其他															
IV. Balance at the end of the year 四、本年年末餘額	1,000,000,000.00				1,000,000,000.00				1,000,000,000.00		1,000,000,000.00		4,000,000,000.00		4,000,000,000.00

CHANGES IN OWNERS' EQUITY STATEMENT OF THE COMPANY
母公司所有者權益變動表

For the year ended 31 December 2022 (All amounts are expressed in RMB unless otherwise stated) 2022年度 (除特別註明外，金額單位均為人民幣元)

Amount of the previous period
上期金額

Changes in owners' equity of the company
母公司所有者權益變動

Items	項目	Share capital 股本	Other equity instruments 其他權益工具 Preferred shares 優先股	Perpetual bonds 永續債	Others 其他	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Total owners' equity 所有者權益合計
I. Balance at the end of last year	一、上年年末餘額	1,400,000,000.00				621,211,053.56	3,821,874.24			155,581,198.95	1,234,318,735.82	3,407,289,114.09
Add: Changes in accounting policies	加：會計政策變更											
Correction of accounting errors in prior period	前期差錯更正											
Others	其他											
II. Balance at the beginning of the year	二、本年年初餘額	1,400,000,000.00				621,211,053.56	3,821,874.24			155,581,198.95	1,234,318,735.82	3,407,289,114.09
III. Increases/decreases at current period (decreases to be inserted with "-")	三、本期增減變動金額(減少以「-」號填列)					147,280.44	-1,273,958.08			3,990,600.92	-6,084,591.76	-672,752.32
(I) Total comprehensive income	(一) 綜合收益總額										39,906,009.16	39,906,009.16
(II) Capital contributed and reduced by owners	(二) 所有者投入和減少資本					147,280.44	-1,273,958.08					1,421,238.52
1. Ordinary shares contributed by owners	1. 所有者投入的普通股											
2. Capital contributed by the holders of other equity instruments	2. 其他權益工具持有者投入資本											
3. Amounts of share-based payments	3. 股份支付計入所有者權益的金額					147,280.44	-1,273,958.08					1,421,238.52
4. Others	4. 其他											
(III) Profit distribution	(三) 利潤分配									3,990,600.92	-45,990,600.92	-42,000,000.00
1. Withdrawal of surplus reserves	1. 提取盈餘公積									3,990,600.92	-3,990,600.92	
2. Profit distributed to owners (or shareholders)	2. 對所有者(或股東)的分配										-42,000,000.00	-42,000,000.00
3. Others	3. 其他											
(IV) Internal carry-forward of owners' equity	(四) 所有者權益內部結轉											
1. Conversion of capital reserves into paid-in capital (or share capital)	1. 資本公積轉增資本(或股本)											
2. Conversion of surplus reserves into paid-in capital (or share capital)	2. 盈餘公積轉增資本(或股本)											
3. Losses offset by surplus reserves	3. 盈餘公積彌補虧損											
4. Carry-forward of changes in the defined benefit plan for retained earnings	4. 設定受益計劃變動額結轉留存收益											
5. Carry-forward of other comprehensive income for retained earnings	5. 其他綜合收益結轉留存收益											
6. Others	6. 其他											
(V) Special reserves	(五) 專項儲備											
1. Amount withdrawn for the period	1. 本期提取											
2. Amount used for the period	2. 本期使用											

I. BASIC INFORMATION OF THE COMPANY

(I) Company Profile

Shandong Fengxiang Co., Ltd. (hereinafter referred to as the "Company" or "the Company") was approved by Liaocheng Administrative Examination and Approval Service Bureau in December 2010, and it was a joint stock company jointly established by GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司) and Shandong Fengxiang Investment Co., Ltd. (山東鳳祥投資有限公司). The Company's Enterprise Legal Person Business License registration number is 91371500723866545F. The Company was listed on the Hong Kong Stock Exchange in July 2020, which is classified as livestock breeding industry.

As of 31 December 2022, the total number of share capital issued by the Company was 1,400,000,000 shares, and the registered capital was RMB1,400,000,000. The registered office is located at Liumiao Village, Anle Town, Yanggu County, Shandong Province. The headquarter is located at GMK Building, Yanggu County, Shandong Province. The principal businesses of the Company are: the sale of animal feeds for animal husbandry and fishery, the sale of agricultural by-products, the sale of fertilizers, technical service, technology development, technical consultation,technical exchanges, technology transfer and technology promotion; planting of herbs used in Chinese medicine; purchase and sale of locally produced Chinese herbal medicine (excluding slices of prepared Chinese medicine); and convention and exhibition services. Approved items for operation: poultry breeding; slaughtering; breeding stock and breeding poultry production and operation; food production and operation; online food sales; food purchase; animal feed production; veterinary drug operation; fertilizer production; innocuous treatment of animals; food import and export; goods import and export; technology import and export; import and export agency.

GMK Holdings Group Co., Ltd., Shandong Fengxiang Investment Co., Ltd. and Shandong Fengxiang (Group) Co., Ltd. are former controlling shareholders of Fengxiang. On 16 October 2022, Falcon Holding LP obtained 70.92% of the Company's equity held by GMK Holdings Group Co., Ltd., Shandong Fengxiang Investment Co., Ltd. and Shandong Fengxiang (Group) Co., Ltd. through judicial auctions. The completion of registration of transfer at China Securities Depository and Clearing Co., Ltd. took place on 20 December 2022 and the equity transfer was officially completed.

一、公司基本情況

(一) 公司概況

山東鳳祥股份有限公司(以下簡稱「公司」或「本公司」)系於2010年12月經聊城市行政審批服務局批准，由新鳳祥控股集團有限責任公司和山東鳳祥投資有限公司共同發起設立的股份有限公司。公司的企業法人營業執照註冊號：91371500723866545F

I. BASIC INFORMATION OF THE COMPANY (Continued)

(I) Company Profile (Continued)

The new Controlling Company of the Company is Falcon Holding LP, and the de facto controller of the Company is Pacific Alliance Group (PAG, registered in the Cayman Islands). The financial statements were approved and issued by the Board of the Company on 30 March 2023.

(II) Scope of the consolidated financial statement

For relevant details of the Company's subsidiaries, please refer to the Note "VII. Equity in other entities".

For details of the change in the scope of consolidation during the reporting period, please refer to the Note "VI. Change in the scope of consolidation".

II. BASIS OF PREPARATION OF THE FINANCIAL STATEMEGe68i Tca961 scn/GS0 gs/421 1 Tf10 0 0 0 59.5275 565.2244 Tm((II))Tj/Span<ActualText

一、公司基本情況(續)

(一) 公司概況(續)

本公司的新控股股東為Falcon Holding LP，本公司的最終控股公司為PAG(太盟投資集團)，註冊地：開曼群島。本財務報表業經公司董事會於2023年3月30日批准報出。

(二) 合併財務報表範圍

本公司子公司的相關信息詳見本附註「七、在其他主體中的權益」。

本報告期合併範圍變化情況詳見本附註「六、合併範圍的變更」。

二、財務報表的編製基礎

(一) 編製基礎

本財務報表按照財政部頒布的《企業會計準則一基本準則》和各項具體會計準則、企業會計準則應用指南、企業會計準則解釋及其他相關規定(以下合稱「企業會計準則」)編製，此外，本財務報表還符合《香港聯合交易所有限公司發佈的證券上市規則》的披露條文，亦符合香港法例第622章《公司條例》的適用披露規定。

(二) 持續經營

本公司2022年度發生淨虧損76,902.86萬元，截至2022年12月31日鳳祥股份未受限的貨幣資金餘額為14,473.28萬元，短期借款餘額為112,461.37萬元，一年內到期的長期借款及長期應付款餘額為11,237.26萬元，表明存在可能導致對鳳祥股份持續經營能力產生重大疑慮的重大不確定性。

公司管理層擬採取相關措施改善流動性，預計能夠獲取足夠的資金以支持本公司可見未來十二個月的經營需要。

II. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (Continued)

(II) Going concern (Continued)

The Company intends to take the following measures to improve the Company's ability to continue as a going concern:

(1) the controlling shareholder of the Company intends to provide loans to the Company for its operation. According to the Company's announcement dated 29 January 2023, the new controlling shareholder and the Company have signed a loan framework agreement for a period from January 2023 to January 2024.

(2)

II. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (Continued)

(II) Going concern (Continued)

Notwithstanding the above, there are still significant uncertainties as to whether the management of the Group will be able to implement the above plans and measures. The Group's ability to continue as a going concern will depend on:

(1) timely receipt of the borrowing from the holding company and settlement of foreign exchange to domestic subsidiaries;

(2) successfully maintaining ongoing and normal business relationships with the Group's existing lenders so that the relevant lenders will not take action to exercise their contractual rights to demand immediate repayment of such borrowings;

(3) gradual release of the company's production capacity, continuous stability of overseas customers, maintaining good inventory turnover, and timely recovery of accounts receivable;

(4) successful extension of loan term;

If the Group does not achieve the expected results of these plans and measures, it may not be able to continue as a going concern, and adjustments will have to be made to reduce the carrying value of the Group's assets to their recoverable amounts, to accrue for any further liabilities that may arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these adjustments has not been reflected in the consolidated financial statements.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(I) Declaration on compliance with the Accounting Standards for Business Enterprises

The financial statements comply with the requirements of the Accounting Standards for Business Enterprises issued by the Ministry of Finance, and truthfully and completely reflect the consolidated and the Company's financial position as at 31 December 2022 and the consolidated and the Company's results of operations and cashflows for the year ended 31 December 2022.

二、財務報表的編製基礎(續)

(二)持續經營(續)

儘管如此，本集團管理層能否落實上述計劃及措施仍存在重大不確定因素。本集團能否持續經營將取決於：

(1) 控股公司借款及時到賬結匯至境內子公司；

(2) 成功與本集團現有貸款人維持持續及正常業務關係，使相關貸款人不會採取行動行使其合約權利要求立即償還有關借款；

(3) 公司產能的逐步釋放，海外客戶持續穩定存貨周轉正常，應收賬款的及時回收；

(4) 貸款期限的順利延長；

如果本集團未能達到上述計劃及措施的預期效果，則可能無法維持持續經營，並須作出調整，將本集團資產的賬面價值減至可收回金額，計提任何可能產生的進一步負債，並將非流動資產和非流動負債重新分類為流動資產和流動負債。這些調整的影響並未反映在綜合財務報表了骖酷祀赦苟旆禒旮墚適斟罟淄鼱棻

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(II) Accounting period

The accounting year is from 1 January to 31 December of the calendar year.

(III) Business cycle

The Company's business cycle is 12 months.

(IV) Functional currency

The Company adopts RMB as its functional currency.

(V) Accounting treatment of business combinations under common control and not under common control

Business combinations under common control: The assets and liabilities acquired by acquirer through business combination shall be measured at the carrying value of the assets, liabilities (including goodwill arising from the acquisition of the acquiree by controlling party) of the acquiree in the consolidated financial statements of the ultimate controlling party at the date of combination. The difference between the carrying amount of the net assets obtained and the carrying amount of the consideration paid for the combination (or total nominal value of the issued shares) is adjusted to capital premium in capital reserve. If the capital reserve is not sufficient to absorb the difference, any excess shall be adjusted against retained earnings.

Business combinations not under common control: The cost of combination is the assets paid, the liabilities incurred or committed and fair value of the equity securities issued by the acquirer for acquisition of control over the acquiree on the date of acquisition. Where the cost of combination is higher than the fair value of the identifiable net assets acquired from the acquiree in business combination, such difference shall be recognised as goodwill; where the cost of combination is less than the fair value of the identifiable net assets acquired from the acquiree in business combination, such difference shall be charged to current profit or loss. Each of the identifiable assets, liabilities and contingent liabilities of the acquiree, which are acquired in the combination and meet the criteria for recognition, shall be measured at fair value on the date of acquisition.

三、重要會計政策及會計估計(續)

(二)會計期間

自公曆1月1日起至12月31日止為一個會計年度。

(三)營業周期

本公司營業周期為12個月。

(四)記賬本位幣

本公司採用人民幣為記賬本位幣。

(五)同一控制下和非同一控制下企業合併的會計處理方法

同一控制下企業合併：合併方在企業合併中取得的資產和負債(包括最終控制方收購被合併方而形成的商譽)，按照合併日被合併方資產、負債在最終控制方合併財務報表中的賬面價值為基礎計量。在合併中取得的淨資產賬面價值與支付的合併對價賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價，資本公積中的股本溢價不足沖減的，調整留存收益。

非同一控制下企業合併：合併成本為購買方在購買日為取得被購買方的控制權而付出的資產、發生或承擔的負債以及發行的權益性證券的公允價值。合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的差額，計入當期損益。在合併中取得的被購買方符合確認條件的各項可辨認資產、負債及或有負債在購買日按公允價值計量。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(V) Accounting treatment of business combinations under common control and not under common control (Continued)

The direct relevant expenses incurred for the business combinations are recognised as the profit or loss in the period when the costs are incurred; the transaction costs for the equity securities or debt securities issued for business combination shall be recognised as the initial recognition amount of equity securities or debt securities.

(VI) Preparation method of consolidated financial statements

The scope of consolidation of the consolidated financial statements is determined on the basis of control, and the scope of consolidation comprises the Company and all of its subsidiaries. Control refers to the power of a company over the investee, the rights to enjoy variable returns from its involvement in relevant activities of the investee, and the ability to use its power over the investee to affect the amount of its returns.

When preparing the consolidated financial statements, the Company considers the entire enterprise group as a single accounting entity and presents the overall financial position, operating results and cash flows of the enterprise group based on the consistent accounting policies. The impact of internal transactions between the Company and its subsidiaries, and among its subsidiaries, shall be offset. If internal transactions indicate impairment losses on relevant assets, such losses shall be recognised in full. Any inconsistent accounting policies and accounting period adopted by a subsidiary will be subject to necessary adjustments to align with those of the Company when preparing the consolidated financial statements.

三、重要會計政策及會計估計(續)

(五)同一控制下和非同一控制下企業合併的會計處理方法(續)

為企業合併發生的直接相關費用於發生時計入當期損益；為企業合併而發行權益性證券或債務性證券的交易費用，計入權益性證券或債務性證券的初始確認金額。

(六)合併財務報表的編製方法

1、合併範圍

合併財務報表的合併範圍以控制為基礎確定，合併範圍包括本公司及全部子公司。控制，是指公司擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。

2、合併程序

本公司將整個企業集團視為一個會計主體，按照統一的會計政策編製合併財務報表，反映本企業集團整體財務狀況、經營成果和現金流量。本公司與子公司、子公司相互之間發生的內部交易的影響予以抵銷。內部交易表明相關資產發生減值損失的，全額確認該部分損失。如子公司採用的會計政策、會計期間與本公司不一致的，在編製合併財務報表時，按本公司的會計政策、會計期間進行必要的調整。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(VI) Preparation method of consolidated financial statements (Continued)

(Continued)

Owners' equity, net profit or loss of the current period and

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(VI) Preparation method of consolidated financial statements (Continued)

(Continued)

(1) Addition of subsidiary or business (Continued)

During the reporting period, if there is an addition of subsidiary or business due to business combination not under common control, it shall be included, from the date of purchase, in the consolidated financial statements based on the fair value of each of the identifiable assets, liabilities or contingent liabilities determined on the date of purchase.

Where control over the investee not under common control is obtained due to reasons such as increase in investments, for the equity interest of the acquiree held before the date of purchase, the Company remeasures the equity interest at its fair value as at the date of purchase, and any difference between the fair value and its book value will be accounted for as investment gains of the period. Other comprehensive income that will be reclassified into losses and profits and other changes in owners' equity under equity accounting with respect to the equity interest in the acquiree held before the date of purchase are transferred to investment gains of the period to which the date of purchase belongs.

三、重要會計政策及會計估計(續)

(六) 合併財務報表的編製方法(續)

2、 合併程序(續)

(1) 增加子公司或業務(續)

在報告期內，因非同一控制下企業合併增加子公司或業務的，以購買日確定的各項可辨認資產、負債及或有負債的公允價值為基礎自購買日起納入合併財務報表。

因追加投資等原因能夠對非同一控制下的被投資方實施控制的，對於購買日之前持有的被購買方的股權，按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益。購買日之前持有的被購買方的股權涉及的以後可重分類進損益的其他綜合收益、權益法核算下的其他所有者權益變動轉為購買日所屬當期投資收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(VI) Preparation method of consolidated financial statements (Continued)

(Continued)

(2) Disposal of subsidiary

① General treatment for disposal

When control over the investee is lost due to the disposal of part of the equity investment or other reasons, the Company re-measures the remaining equity investment after the disposal at fair value as at the date on which control is lost. The difference between the sum of the consideration received from equity disposal and the fair value of the remaining equity interest and the sum of the net assets of the subsidiary proportionate to the original shareholding accumulated from the date of purchase or combination and goodwill is included in investment gains of the period during which the control is lost. Other comprehensive income that will be reclassified into losses and profits and other changes in owners' equity under equity accounting with respect to the equity investment in the original subsidiary are transferred to investment gains of the period during which the control is lost.

三、重要會計政策及會計估計(續)

(六) 合併財務報表的編製方法(續)

2、 合併程序(續)

(2) 處置子公司

① 一般處理方法

因處置部分股權投資或其他原因喪失了對被投資方控制權時，對於處置後的剩餘股權投資，按照其在喪失控制權日的公允價值進行重新計量。處置股權取得的對價與剩餘股權公允價值之和，減去按原持股比例計算應享有原有子公司自購買日或合併日開始持續計算的淨資產的份額與商譽之和的差額，計入喪失控制權當期的投資收益。與原有子公司股權投資相關的以後可重分類進損益的其他綜合收益、權益法核算下的其他所有者權益變動，在喪失控制權時轉為當期投資收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(VI)

III. SIGNIFICANT ACCOUNTING POLICIES AND

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(VII) Classification of joint arrangements and accounting treatment for joint operations

Joint arrangements can be classified into joint operations and joint ventures.

Joint operations represent the joint arrangement that a party to a joint arrangement has rights to the assets, and obligations for the liabilities, relating to such arrangement.

The Company recognises the following items in relation to its share of benefits in joint operations:

(1) the assets held solely by the Company and those jointly held on a prorate basis;

(2) the liabilities assumed solely by the Company and those jointly assumed on a pro-rata basis;

(3) the income generated from the sale of the products of the joint operation attributable to the Company;

(4) the income generated by the joint operation from the sale of products on a pro-rata basis;

(5) the expenses incurred solely by the Company and those incurred by the joint operation on a pro-rata basis.

The Company's investments in joint ventures are accounted

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(IX) Foreign currency transactions and translation of financial statements denominated in foreign currency

Foreign currency transactions shall be translated into RMB at the spot Exchange rate on the day when the transactions occurred.

Balance sheet date foreign currency monetary items shall be translated using the spot exchange rate at the balance sheet date. The resulting Exchange difference are

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments

One of the financial asset, financial liabilities or equity instrument is recognised when the Company becomes a party to the contract of the financial instruments.

According to the business model of the Company for management of financial assets and the contractual cash flow characteristics of financial assets, financial assets are classified at the initial recognition as financial assets measured at amortised cost, or financial assets measured at fair value through other comprehensive income, or other financial assets that are measured at fair value through current profit or loss.

The Company shall classify financial assets that meet the following conditions and are not designated as financial assets at fair value through current profit or loss as financial assets measured at amortised cost:

— The objective of the business model is to collect contractual cash lows;

— The contractual cash flows are solely payment of the principal and the interest based on the outstanding principal amount.

The Company shall classify financial assets that meet the following conditions and are not designated as financial assets at fair value through current profit or loss as financial assets (debt instruments) measured at fair value through other comprehensive income:

— The objective of the business model for managing such financial assets is both to collect contractual cash flows and to dispose of the financial assets;

— The contractual cash flows are solely payment of the principal and the interest based on the outstanding principal amount.

三、重要會計政策及會計估計（續）

(十) 金融工具

本公司在成為金融工具合同的一方時，確認一項金融資產、金融負債或權益工具。

1、

一項卄%睹金褪亖暕毕蓰駓妧紛將濔恬摋失刀

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

For an investment in equity instruments not held for trading purposes, the Company may irrevocably designate it as financial assets (equity instrument) measured at fair value through other comprehensive income at the initial recognition. This designation is made on an investment-by-investment basis and the relevant investment meets the definition of equity instrument from the perspective of the issuer.

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through current profit or loss. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through current profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities, at initial recognition, are classified into financial liabilities at fair value through current profit or loss and financial liabilities measured at amortised cost.

When meeting any of the following criteria, the Company may, at initial recognition, designate a financial liability as measured at fair value through current profit or loss:

(1) Such designation would eliminate or significantly reduce an accounting mismatch.

三、重要會計政策及會計估計(續)

(十)金融工具(續)

1、金融工具的分類(續)

對於非交易性權益工具投資，本公司可以在初始確認時將其不可撤銷地指定為以公允價值計量且其變動計入其他綜合收益的金融資產(權益工具)。該指定在單項投資的基礎上作出，且相關投資從發行者的角度符合權益工具的定義。

除上述以攤餘成本計量和以公允價值計量且其變動計入其他綜合收益的金融資產外，本公司將其餘所有的金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。在初始確認時，如果能夠消除或顯著減少會計錯配，本公司可以將本應分類為以攤餘成本計量或以公允價值計量且其變動計入其他綜合收益的金融資產不可撤銷地指定為以公允價值計量且其變動計入當期損益的金融資產。

金融負債於初始確認時分類為：以公允價值計量且其變動計入當期損益的金融負債和以攤餘成本計量的金融負債。

符合以下條件之一的金融負債可在初始計量時指定為以公允價值計量且其變動計入當期損益的金融負債：

(1) 該項指定能夠消除或顯著減少會計錯配。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

(2) A group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the entity's key management personnel.

(3) The financial liabilities include embedded derivatives which can be split separately.

(1) Financial assets measured at amortised cost

Financial assets measured at amortised cost, including bills receivable and trade receivable, other receivable, long-term receivable, and debt investment, are initially measured at fair value plus relevant transaction costs. Trade receivables that do not contain significant financing components and trade receivable that the Company has decided not to consider for a financing component of no more than one year are initially measured at the contractual transaction price.

Interest calculated under the effective interest method during the period of holding is included in current profit or loss.

When recovering or disposing, the difference between the price obtained and the book value of the financial asset is included in current profit or loss.

三、重要會計政策及會計估計(續)

(十)金融工具(續)

1、金融工具的分類(續)

(2) 根據正式書面文件載明的企業風險管理或投資策略，以公允價值為基礎對金融負債組合或金融資產和金融負債組合進行管理和業績評價，並在企業內部以此為基礎向關鍵管理人員報告。

(3) 該金融負債包含需單獨分拆的嵌入衍生工具。

2、金融工具的確認依據和計量方法

(1) 以攤餘成本計量的金融資產

以攤餘成本計量的金融資產包括應收票據、應收賬款、其他應收款、長期應收款、債權投資等，按公允價值進行初始計量，相關交易費用計入初始確認金額；不包含重大融資成分的應收賬款以及本公司決定不考慮不超過一年的融資成分的應收賬款，以合同交易價格進行初始計量。

持有期間採用實際利率法計算的利息計入當期損益。

收回或處置時，將取得的價款與該金融資產賬面價值之間的差額計入當期損益。

(X) Financial Instruments (Continued)

(十) (續)重要會計政策及會計估計(續)三、

(Continued)

(2) Financial assets (debt instruments) measured at fair value through other comprehensive income

Financial assets (debt instruments) measured at fair value through other comprehensive income, including financing receivables and other debt investments, are initially measured at fair value plus relevant transaction costs. These financial assets are subsequently measured at fair value, with changes in fair value included in other comprehensive income except for interest, impairment losses or gains and exchange gains or losses calculated using the effective interest method.

On derecognition, the accumulated gain or loss previously recognised in other comprehensive income is transferred out from other comprehensive income and recognised in current profit or loss.

(3) Financial assets (equity instruments) measured at fair value through other comprehensive income

Financial assets (equity instruments) measured at fair value through other comprehensive income, including other equity instruments investments, are initially measured at fair value plus relevant transaction costs. These financial assets are subsequently measured at fair value, with changes in fair value included in other comprehensive income. The dividends received are included in current profit or loss.

On derecognition, the accumulated gain or loss previously recognised in other comprehensive income is transferred out from other comprehensive income and recognised in retained earnings.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

(4) Financial assets at fair value through current profit or loss

Financial assets measured at fair value through current profit or loss, including held-for-trading financial assets, derivative financial assets and other non-current financial assets, are initially measured at fair value with relevant transaction costs included in current profit or loss. These financial assets are subsequently measured at fair value, with changes in fair value included in current profit or loss.

(5) Financial liabilities measured at fair value through current profit or loss

Financial liabilities measured at fair value through current profit or loss, including held-for-trading financial liabilities, derivative financial liabilities, etc., are initially measured at fair value with relevant transaction costs recognised in current profit or loss. These financial liabilities are subsequently measured at fair value, with changes in fair value included in current profit or loss.

On derecognition, the difference between the carrying amount and the consideration paid is recognised in current profit or loss.

(6) Financial liabilities measured at amortised cost

Financial liabilities measured at amortised cost, including short-term loans, bills payable, trade payable, other payable, long-term borrowings, bonds payable and long-term payables, are initially measured at fair value plus relevant transaction costs.

三、重要會計政策及會計估計(續)

(十)金融工具(續)

2、金融工具的確認依據和計量方法(續)

(4) 以公允價值計量且其變動計入當期損益的金融資產

以公允價值計量且其變動計入當期損益的金融資產包括交易性金融資產、衍生金融資產、其他非流動金融資產等，按公允價值進行初始計量，相關交易費用計入當期損益。該金融資產按公允價值進行後續計量，公允價值變動計入當期損益。

(5) 以公允價值計量且其變動計入當期損益的金融負債

以公允價值計量且其變動計入當期損益的金融負債包括交易性金融負債、衍生金融負債等，按公允價值進行初始計量，相關交易費用計入當期損益。該金融負債按公允價值進行後續計量，公允價值變動計入當期損益。

終止確認時，其賬面價值與支付的對價之間的差額計入當期損益。

(6) 以攤餘成本計量的金融負債

以攤餘成本計量的金融負債包括短期借款、應付票據、應付賬款、其他應付款、長期借款、應付債券、長期應付款，按公允價值進行初始計量，相關交易費用計入初始確認金額。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

(6) Financial liabilities measured at amortised cost (Continued)

Interest calculated under the effective interest method during the period of holding is included in current profit or loss.

On derecognition, the difference between the consideration paid and the carrying amount of the financial liability is recognised in current profit or loss.

The Company derecognizes a financial asset if it meets one of the following conditions:

— the contractual rights to receive the cash flows from the financial asset expire;

— the financial asset has been transferred, and substantially all the risks and rewards of ownership of the financial asset have been transferred to the transferee;

— the financial asset has been transferred, and the Company neither transferred nor retained substantially all the risks and rewards related to the ownership of the financial assets, but did not retain its control over the said financial assets.

When transferring a financial asset, if the Company retains substantially all the risks and rewards of ownership of the financial asset, the Company shall continue to recognize such asset.

When judging whether the transfer of a financial asset meets the above criteria for derecognition, the substance-over-form principle shall be applied.

三、重要會計政策及會計估計(續)

(十)金融工具(續)

(續)

(6) 以攤餘成本計量的金融負債(續)

持有期間採用實際利率法計算的利息計入當期損益。

終止確認時，將支付的對價與該金融負債賬面價值之間的差額計入當期損益。

2、金融工具的確認依據和計量方法(續)

3、金融資產終止確認和金融資產轉移

滿足下列條件之一時，本公司終止確認金融資產：

— 收取金融資產現金流量的合同權利終止；

— 金融資產已轉移，且已將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方；

— 金融資產已轉移，雖然本公司既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但是未保留對金融資產的控制。

發生金融資產轉移時，如保留了金融資產所有權上幾乎所有的風險和報酬的，則不終止確認該金融資產。

在判斷金融資產轉移是否滿足上述金融資產終止確認條件時，採用實質重於形式的原則。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

The Company differentiates the transfer of a financial asset as full transfer or partial transfer. If the full transfer of a financial asset meets the criteria for derecognition, then the difference between the following two amounts was included in current profit or loss:

(1) the book value of the financial asset transferred;

(2) the sum of the consideration received from the transfer and the total amount of the fair value changes that is directly charged or credited to owners' equity (if the asset transferred is a financial asset (debt instruments) at fair value through other comprehensive income).

When the partial transfer of a financial asset meets the criteria for derecognition, the entire book value of the financial asset transferred shall be allocated between the part derecognised and the part to be recognised based on their respective fair value, with the difference between the following two included in current profit or loss:

(1) The book value of the part that is derecognised;

(2) The sum of the consideration attributable to the part derecognised and the total amount of the fair value changes that is directly charged or credited to owners' equity and attributable to the part derecognised (if the asset transferred is a financial asset (debt instruments) at fair value through other comprehensive income).

If the transfer of a financial asset does not meet the criteria for derecognition, the financial asset shall continue to be recognised and the consideration received is recognised as a financial liability.

三、重要會計政策及會計估計(續)

(十)金融工具(續)

3、金融資產終止確認和金融資產轉移(續)

公司將金融資產轉移區分為金融資產整體轉移和部分轉移。金融資產整體轉移滿足終止確認條件的，將下列兩項金額的差額計入當期損益：

(1) 所轉移金融資產的賬面價值；

(2) 因轉移而收到的對價，與原直接計入所有者權益的公允價值變動累計額(涉及轉移的金融資產為以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具)的情形)之和。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產整體的賬面價值，在終止確認部分和未終止確認部分之間，按照各自的相對公允價值進行分攤，並將下列兩項金額的差額計入當期損益：

(1) 終止確認部分的賬面價值；

(2) 終止確認部分的對價，與原直接計入所有者權益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產為以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具)的情形)之和。

金融資產轉移不滿足終止確認條件的，繼續確認該金融資產，所收到的對價確認為一項金融負債。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

If all or part of the current obligations of a financial liability have been discharged, the financial liability or part of it will be derecognised; if the Company signs an agreement with the creditor to replace the existing financial liability with new financial liability of substantially different contractual terms, the existing financial liability shall be derecognised while the new financial liability shall be recognised.

If substantial changes are made to the contractual terms (in whole or in part) of the existing financial liability, the existing financial liability (or part of it) shall be derecognised, and the financial liability after the modification of terms shall be recognised as a new financial liability.

When a financial liability is derecognised in whole or in part, the difference between the book value of the financial liability derecognised and the consideration paid (including the non-cash assets transferred out or the new financial liability assumed) shall be included in current profit or loss.

If the Company repurchases part of a financial liability, the book value of the entire financial liability is allocated between the part that continues to be recognised and the part that is derecognised on the repurchase date based on their respective relative fair value. The difference between the book value assigned to the part derecognised and the consideration paid (including the non-cash assets transferred out or the new financial liability assumed) shall be included in current profit or loss.

三、重要會計政策及會計估計(續)

(十)金融工具(續)

4、金融負債終止確認

金融負債的現時義務全部或部分已經解除的，則終止確認該金融負債或其一部分；本公司若與債權人簽定協議，以承擔新金融負債方式替換現存金融負債，且新金融負債與現存金融負債的合同條款實質上不同的，則終止確認現存金融負債，並同時確認新金融負債。

對現存金融負債全部或部分合同條款作出實質性修改的，則終止確認現存金融負債或其一部分，同時將修改條款後的金融負債確認為一項新金融負債。

金融負債全部或部分終止確認時，終止確認的金融負債賬面價值與支付對價(包括轉出的非現金資產或承擔的新金融負債)之間的差額，計入當期損益。

本公司若回購部分金融負債的，在回購日按照繼續確認部分與終止確認部分的相對公允價值，將該金融負債整體的賬面價值進行分配。分配給終止確認部分的賬面價值與支付的對價(包括轉出的非現金資產或承擔的新金融負債)之間的差額，計入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

If the credit risk of a financial instrument has increased significantly since the initial recognition, the Company measures the loss provisions according to the lifetime expected credit loss of the financial instrument; if the credit risk on a financial instrument has not increased significantly since the initial recognition, the Company measures the loss provisions at an amount equal to 12-month expected credit losses of the financial instrument. The resulting increase in or reversal of loss provision shall be included in current profit or loss as impairment losses or gains.

In determining changes in the risk of default during the expected lifetime of a financial instrument and assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Company compares the risk of default occurring on the financial instrument assessed at the balance sheet date with that assessed at the date of initial recognition. Usually, if it is overdue for more than 30 days, the Company will consider that the credit risk of the financial instrument has increased significantly, unless there is conclusive evidence to prove that the credit risk on a financial instrument has not increased significantly since initial recognition.

For a financial instrument with lower credit risk on the balance sheet date, the Company assumes that its credit risk on a financial instrument has not increased significantly since the initial recognition.

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III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(X) Financial Instruments (Continued)

(Continued)

For trade receivables and contract asset formed by the transactions regulated in the Accounting Standards for Business Enterprises No.14-Revenue (2017) whether contain significant financing components or otherwise, the Company always measures the loss provision at the lifetime expected credit loss.

For lease receivables, the Company chooses to always measures the loss provisions at the lifetime expected credit loss.

Where the Company no longer reasonably expects contractual cash flows of a financial asset to be fully or partially recoverable, the book balance of the financial asset is directly written down.

(XI) Inventories

Inventories are classified into: goods in transit, raw materials, turnover materials, goods in stock, work in process, finished goods, consumptive biological assets, etc.

三、重要會計政策及會計估計(續)

(十一) 金融工具(續)

6、 金融資產減值的測試方法及會計處理方法(續)

對於由《企業會計準則第14號—收入》(2017)規範的交易形成的應收款項和合同資產，無論是否包含重大融資成分，本公司始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。

對於租賃應收款，本公司選擇始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。

本公司不再合理預期金融資產合同現金流量能夠全部或部分收回的，直接減記該金融資產的賬面餘額。

(十二) 存貨

1、 存貨的分類和成本

存貨分類為：、原材料、周轉材料、庫存商品、在產品、發出商品、消耗性生物資產等。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XI) Inventories (Continued)

The consumptive biological assets refer to broilers, chicks and hatchable eggs held by the Company. Consumptive biological assets are measured at fair value less sales costs at the end of the year. Any gain or loss arising from changes in fair value less sales costs is included in current profit or loss for the period in which the gain or loss arises.

(1) Costs of other inventories

Other inventories are initially measured at cost, which comprises purchase costs, processing costs and other expenses incurred in bringing the inventories to their current location and condition.

(2) Measurement for inventories delivered

The standard cost method is adopted for inventories measurement on a normal basis. The difference between actual cost and standard cost at the end of the period is included in the current profit or loss or carried forward to the cost of the corresponding asset. When the actual cost of inventories fluctuates significantly from the standard cost each quarter, the Company will revise the relevant standard cost.

三、重要會計政策及會計估計(續)

(十一) 存貨(續)

2、消耗性生物資產

消耗性生物資產指公司持有的肉雞、雛雞、可孵化雞蛋。消耗性生物資產於年末按公允價值減出售費用計量。任何因公允價值減出售費用的變動產生的收益或虧損於該等收益或虧損發生期間計入當期損益。

3、存貨的計價方法

(1) 其他存貨的成本

其他存貨按成本進行初始計量，存貨成本包括採購成本、加工成本和其他使存貨達到目前場所和狀態所發生的支出。

(2) 發出存貨的計價方法

存貨計價日常採用標準成本法，期末將實際成本與標準成本之間的差異計入當期損益或結轉至所對應資產成本。每季度存貨的實際成本與標準成本發生較大波動時，公司將會修正相關標準成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XI) Inventories (Continued)

On the balance sheet date, inventories are stated at the lower of cost and net realisable value. When the cost of inventories was higher than their net realisable value, the provision decline in value of inventories shall be made. Net realisable value is the estimated selling price of the inventories in the ordinary course of business deducting the estimated costs upon completion, the estimated selling expenses and the related taxes.

Net realizable value of held-for-sale commodity stocks, such as finished products, goods in stock, and held-for-sale raw materials, during the normal course of production and operation, shall be determined by their estimated selling prices less related selling costs and taxes; the net realizable value of inventory materials, which need to be processed, during the normal course of production and operation, shall be determined by the amount after deducting the estimated cost of completion, estimated selling costs and relevant taxes from the estimated selling price of finished goods; the net realizable value of inventories held for execution of sales contracts or labor contracts shall be calculated on the ground of the contracted price. If an enterprise holds more inventories than the quantity stipulated in the sales contract, the net realizable value of the excess part shall be calculated on the ground of general selling price.

三、重要會計政策及會計估計(續)

(十一) 存貨(續)

4、不同類別存貨可變現淨值的確定依據

資產負債表日，存貨應當按照成本與可變現淨值孰低計量。當存貨成本高於其可變現淨值的，應當計提存貨跌價準備。可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。

產成品、庫存商品和用於出售的材料等直接用於出售的商品存貨，在正常生產經營過程中，以該存貨的估計售價減去估計的銷售費用和相關稅費後的金額，確定其可變現淨值；需要經過加工的材料存貨，在正常生產經營過程中，以所生產的產成品的估計售價減去至完工時估計將要發生的成本、估計的銷售費用和相關稅費後的金額，確定其可變現淨值；為執行銷售合同或者勞務合同而持有的存貨，其可變現淨值以合同價格為基礎計算，若持有存貨的數量多於銷售合同訂購數量的，超出部分的存貨的可變現淨值以一般銷售價格為基礎計算。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XI) Inventories (Continued)

(Continued)

After the provision decline in value of inventories, if the factors resulting in the previously recorded inventory impairment disappeared, as a result of which the net realisable value of the inventories became higher than its book value, it would be written back to the extent of the original provision decline in value of inventories made, and such written-back amounts would be charged to the current profit or loss.

The perpetual inventory system is adopted.

(1) Low-value consumables are mortised using the immediate write off method.

(2) Packaging materials are mortised using the immediate write-off method.

三、重要會計政策及會計估計(續)

(十一) 存貨(續)

4、不同類別存貨可變現淨值的確定依據(續)

計提存貨跌價準備後，如果以前減記存貨價值的影響因素已經消失，導致存貨的可變現淨值高於其賬面價值的，在原已計提的存貨跌價準備金額內予以轉回，轉回的金額計入當期損益。

5、存貨的盤存制度

採用永續盤存制。

6、低值易耗品和包裝物的攤銷方法

(1) 低值易耗品採用一次轉銷法。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XII)Contract assets

The Company presents contract assets or contract liabilities in the balance sheet based on the relationship between performance obligations and customer payments. The consideration that the Company has the right (and this right depends on factors other than passage of time) to receive for goods transferred to customers is listed as a contract assets. Contract assets and contract liabilities under the same contract shall be shown on a net basis. The right of the Company to charge the customer unconditionally (only depends on the passage of time) is listed as a receivable individually.

For the method of determination of expected credit loss of contract assets and accounting treatment methods, please refer to the Note "III. (X) 6. Test and accounting methods for impairment of financial assets".

(XIII) Long-term equity investments

Joint control is the contractually agreed sharing of control of an arrangement, and exists only when decisions about the relevant activities of the arrangement require the unanimous consent of the parties sharing control. If the Company together with the other joint venture parties can jointly control over the investee and are entitled to the right of the net assets of the investee, the investee is joint venture of the Company.

三、重要會計政策及會計估計(續)

㈩二 合同資產

1、 合同資產的確認方法及標準

本公司根據履行履約義務與客戶付款之間的關係在資產負債表中列示合同資產或合同負債。本公司已向客戶轉讓商品或提供服務而有權收取對價的權利(且該權利取決於時間流逝之外的其他因素)列示為合同資產。同一合同下的合同資產和合同負債以淨額列示。本公司擁有的、無條件(僅取決於時間流逝)向客戶收取對價的權利作為應收款項單獨列示。

2、 合同資產預期信用損失的確定方法及會計處理方法

合同資產的預期信用損失的確定方法及會計處理方法詳見本附註「三、(十)6、金融資產減值的測試方法及會計處理方法」。

㈩三 長期股權投資

1、 共同控制、重大影響的判斷標準

共同控制，是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。本公司與其他合營方一同對被投資單位實施共同控制且對被投資單位淨資產享有權利的，被投資單位為本公司的合營企業。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIII) Long-term equity investments (Continued)

(Continued)

Significant influence refers to the power to participate in making decisions on the financial and operating policies of investee, but not the power to control, or jointly control, the formulation of such policies with other parties. Where the Company can exercise significant influence over an investee, the investee is an associate of the Company.

(1) Long-term equity investments acquired through business combination

For a long-term equity investment in subsidiaries resulting from a business combination involving entities under common control, the initial investment cost of long-term equity investments are its share of the book value of the owners' equity of the acquiree in the financial statements of the ultimate controlling party on the date of combinations. The difference between initial investment cost of long-term equity investment and the carrying value of paid consideration is to adjust share premium in the capital reserve. If the balance of share premium in the capital reserve is insufficient, any excess is adjusted to retained earnings. In connection with imposing control over the investee under joint control as a result of additional investment and other reasons the difference between initial investment cost of long-term equity investment according to the aforesaid principle, and the sum of the carrying value of long-term equity investment before combination and the carrying value of newly paid consideration for additional shares acquired on the date of combination is to adjust share premium. If the balance of share premium is insufficient, any excess is adjusted to retained earnings.

三、重要會計政策及會計估計(續)

(十三) 長期股權投資(續)

1、共同控制、重大影響的判斷標準(續)

重大影響，是指對被投資單位的財務和經營決策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。本公司能夠對被投資單位施加重大影響的，被投資單位為本公司聯營企業。

2、初始投資成本的確定

(1) 企業合併形成的長期股權投資

對於同一控制下的企業合併形成的對子公司的長期股權投資，在合併日按照取得被合併方所有者權益在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的初始投資成本。長期股權投資初始投資成本與支付對價賬面價值之間的差額，調整資本公積中的股本溢價；資本公積中的股本溢價不足沖減時，調整留存收益。因追加投資等原因能夠對同一控制下的被投資單位實施控制的，按上述原則確認的長期股權投資的初始投資成本與達到合併前的長期股權投資賬面價值加上合併日進一步取得股份新支付對價的賬面價值之和的差額，調整股本溢價，股本溢價不足沖減的，沖減留存收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIII) Long-term equity investments (Continued)

(Continued)

(1) Long-term equity investments acquired through business combination (Continued)

For a long-term equity investment in subsidiaries resulting from a business combination involving entities not under common control, the cost of the combination determined on the date of acquisition shall be taken as the initial investment cost of the long-term equity investment. In connection with imposing control over the investee not under joint control as a result of additional investment and other reasons, the initial investment cost shall be the sum of the carrying value of the equity investment originally held and the newly increased investment cost.

(2) Long-term equity investments acquired by other means other than business combination

The initial investment cost of a long-term equity investment obtained by the Company by cash payment shall be the purchase cost which is actually paid.

The initial investment cost of a long-term equity investment obtained by the Company by means of issuance of equity securities shall be the fair value of the equity securities issued.

三、重要會計政策及會計估計(續)

(十三) 長期股權投資(續)

2、初始投資成本的確定(續)

(1) 企業合併形成的長期股權投資(續)

對於非同一控制下的企業合併形成的對子公司的長期股權投資，按照購買日確定的合併成本作為長期股權投資的初始投資成本。因追加投資等原因能夠對非同一控制下的被投資單位實施控制的，按照原持有的股權投資賬面價值加上新增投資

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIII) Long-term equity investments (Continued)

(Continued)

(2) Long-term equity investment accounted for by equity method (Continued)

The Company recognizes the investment income and other comprehensive income according to its shares of net profit or loss and other comprehensive income realized by the investee respectively, and simultaneously makes adjustment to the carrying value of long-term equity investments. The carrying value of long-term equity investment shall be reduced by attributable share of the profit or cash dividends for distribution declared by the investee. In relation to other changes of owner's equity (the "Other Changes of Owner's Equity") except for net profits and losses, other comprehensive income and profit distribution of the investee, the carrying value of long-term equity investment shall be adjusted and included in owner's equity.

The Company's share of net profit or loss, other comprehensive income and Other Changes of Owner's Equity of an investee is determined based on the fair value of identifiable assets of the investee at the time when the investment is obtained, and according to the accounting policies and accounting period of the Company, recognition shall be made to the net profit of the investee after the adjustment and other comprehensive income, etc.

The unrealized profit or loss resulting from transactions between the Company and its associates or joint venture shall be eliminated in, based on which investment income or loss shall be recognised. Any losses resulting from transactions, which are attributable to impairment of assets, shall be fully recognised, except for the disposal of assets that consist of operations.

三、重要會計政策及會計估計(續)

(十三) 長期股權投資(續)

3、 後續計量及損益確認方法(續)

(2) 權益法核算的長期股權投資(續)

公司按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資收益和其他綜合收益，同時調整長期股權投資的賬面價值；按照被投資單位宣告分派的利潤或現金股利計算應享有的部分，相應減少長期股權投資的賬面價值；對於被投資單位除淨損益、其他綜合收益和利潤分配以外所有者權益的其他變動(簡稱「其他所有者權益變動」)，調整長期股權投資的賬面價值並計入所有者權益。

在確認應享有被投資單位淨損益、其他綜合收益及其他所有者權益變動的份額時，以取得投資時被投資單位可辨認淨資產的公允價值為基礎，並按照公司的會計政策及會計期間，對被投資單位的淨利潤和其他綜合收益等進行調整後確認。

公司與聯營企業、合營企業之間發生的未實現內部交易損益按照應享有的比例計算歸屬於公司的部分，予以抵銷，在此基礎上確認投資收益，但投出或出售的資產構成業務的除外。與被投資單位發生的未實現內部交易損失，屬於資產減值損失的，全額確認。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIII) Long-term equity investments (Continued)

(Continued)

(3) Disposal of long-term equity investments (Continued)

When the Group loses the control or material influence over the investee due to disposal of equity investment and other reasons, for other comprehensive income recognised in the original equity investment due to the equity method is adopted, it shall be treated using the same accounting basis as the investee used for direct disposal of relevant assets or liabilities when ceasing to use the equity method. Other Changes of Owner's Equity shall be transferred into the current profit or loss when ceasing to use the equity method.

When the Group loses the control over the investee due to partially disposal of equity investment .417ent other reasons, the remaining equity interest after disposal shall be accounted for under equity method in preparation of separate financial statements provided that joint control or material influence over the investee can be imposed .417shall be adjusted as if such remaining equity interest had been accounted for under the equity method since being obtained. The other comprehensive income previously recognised before obtaining the control over the investee shall be transferred in proportion by using the same basis as the investee used for direct disposal of relevant assets or liabilities. Changes in other owner's equity recognised .s a result of the adoption of the equity method shall be transferred to the current profit or loss on pro rata basis. Where the remaining equity interest after disposal cannot exercise joint control or exert material influence over the investee, it shall be recognised as financial asset, and the difference between fair value and the carrying value on the date of losing control shall be included in current profit or loss. All the other comprehensive income and Other Changes of Owner's equity recognised before obtaining the control over the investee shall be transferred.

三、重要會計政策及會計估計(續)

(十三) 長期股權投資(續)

3、 後續計量及損益確認方法(續)

(3) 長期股權投資的處置(續)

因處置股權投資等原因喪失了對被投資單位的共同控制或重大影響的，原股權投資因採用權益法核算而確認的其他綜合收益，在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理，其他所有者權益變動在終止採用權益法核算時全部轉入當期損益。

因處置部分股權投資等原因喪失了對被投資單位控制權的，在編製個別財務報表時，剩餘股權能夠對被投資單位實施共同控制或重大影響的，改按權益法相瀴濫炕丞止採燸淯逴、裘

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIII) Long-term equity investments (Continued)

(Continued)

(3) Disposal of long-term equity investments (Continued)

For disposal of the equity investment in a subsidiary in stages by multiple transactions resulting in the loss of control, where the Company accounts for a package deals, accounting treatment shall be conducted for all transactions as the equity investment for disposal of a subsidiary and the transaction in the loss of control. In the individual consolidated financial statements, the differences between the consideration disposed and the corresponding carrying value of long-term equity investment of the disposed equity in each transaction prior to the loss of control shall be recognised in other comprehensive income first and transferred to the current profit or loss when the parent eventually loses control over the subsidiary. Where the no package deal is accounted for, accounting treatment shall be conducted for each transaction individually.

(XIV) Fixed assets

Fixed assets are tangible assets that are held for use in production or supply of goods or services, for rental to others, or for administrative purposes, and have a useful life of more than one accounting year. Fixed asset is recognised when it meets the following conditions:

(1) it is probable that the economic benefits associated with the fixed asset will flow to the enterprise;

(2) its cost can be reliably measured.

Fixed assets are initially measured at cost (and taking into account the effect of estimated costs of disposal).

三、重要會計政策及會計估計(續)

(十三) 長期股權投資(續)

3、後續計量及損益確認方法(續)

(3) 長期股權投資的處置(續)

通過多次交易分步處置對子公司股權投資直至喪失控制權，屬於一攬子交易的，各項交易作為一項處置子公司股權投資並喪失控制權的交易進行會計處理；在喪失控制權之前每一次處置價款與所處置的股權對應得長期股權投資賬面價值之間的差額，在個別財務報表中，先確認為其他綜合收益，到喪失控制權時再一並轉入喪失控制權的當期損益。不屬於一攬子交易的，對每一項交易分別進行會計處理。

(十四) 固定資產

1、固定資產的確認和初始計量

固定資產指為生產商品、提供勞務、出租或經營管理而持有，並且使用壽命超過一個會計年度的有形資產。固定資產在同時滿足下列條件時予以確認：

(1) 與該固定資產有關的經濟利益很可能流入企業；

(2) 該固定資產的成本能夠可靠地計量。

固定資產按成本(並考慮預計棄置費用因素的影響)進行初始計量。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIV) Fixed assets (Continued)

(Continued)

For subsequent expenses related to fixed assets, if the related economic benefits are likely to flow into the enterprise and its cost could be reliably measured, such expenses are included in the cost of the fixed asset; and the carrying amount of the replaced part will be derecognised. All other subsequent expenses are included in current profit or loss upon occurrence.

Fixed assets of the Company are depreciated by categories using the straight-line method, and the annual depreciation rates are determined by categories based upon their estimated useful lives and their estimated residual values. For fixed assets that have made provision for the impairment, the amount of depreciation of it is determined by carrying value after deducting the provision for the impairment based on useful life during the future period. Where different components of a fixed asset have different useful lives or generate economic benefits for the enterprise in different ways, different depreciation rates or depreciation methods shall apply, and each component is depreciated separately.

三、重要會計政策及會計估計(續)

(十四) 固定資產(續)

1、 固定資產的確認和初始計量(續)

與固定資產有關的後續支出，在與其有關的經濟利益很可能流入且其成本能夠可靠計量時，計入固定資產成本；對於被替換的部分，終止確認其賬面價值；所有其他後續支出於發生時計入當期損益。

2、 折舊方法

固定資產折舊採用年限平均法分類計提，根據固定資產類別、預計使用壽命和預計淨殘值率確定折舊率。對計提了減值準備的固定資產，則在未來期間按扣除減值準備後的賬面價值及依據尚可使用年限確定折舊額。如固定資產各組成部分的使用壽命不同或者以不同方式為企業提供經濟利益，則選擇不同折舊率或折舊方法，分別計提折舊。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIV) Fixed assets (Continued)

(Continued)

The depreciation methods, useful life of depreciation, residual value rate and annual depreciation rate of each category of fixed assets are as follows:

A fixed asset is derecognised on disposal or when no future economic benefits are expected from using or disposal. The amount of proceeds on sale, transfer, retirement or damage of a fixed asset net of its carrying amount and related taxes and expenses is recognised in current profit or loss.

(XV) Construction in progress

Construction in progress is measured at actual cost. Actual

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVI) Borrowing costs

The Company's borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised into the cost of relevant assets. Other borrowing costs are recognised as expenses in profit or loss in the period in which they are incurred.

Qualifying assets include fixed assets, investment property and inventories that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

The capitalisation period refers to the period beginning from the commencement of capitalising borrowing costs to the date of ceasing capitalisation, excluding the period of suspension of capitalisation.

Capitalisation of borrowing costs begins when the following three conditions are fully satisfied:

(1) expenditures for the assets (including cash paid, non-cash assets transferred or interest-bearing liabilities assumed for the acquisition, construction or production of qualifying assets) have been incurred;

(2) borrowing costs have been incurred;

(3) acquisition, construction or production that are necessary to enable the asset get ready for their intended use or sale have commenced.

Capitalisation of borrowing costs shall cease when the qualifying asset under acquisition, construction or production gets ready for intended use or sale.

三、重要會計政策及會計估計(續)

(十六) 借款費用

1、借款費用資本化的確認原則

公司發生的借款費用，可直接歸屬於符合資本化條件的資產的購建或者生產的，予以資本化，計入相關資產成本；其他借款費用，在發生時根據其發生額確認為費用，計入當期損益。

符合資本化條件的資產，是指需要經過相當長時間的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等資產。

2、借款費用資本化期間

資本化期間，指從借款費用開始資本化時點到停止資本化時點的期間，借款費用暫停資本化的期間不包括在內。

借款費用同時滿足下列條件時開始資本化：

(1) 資產ㄧ間內

III.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVI) Borrowing costs (Continued)

(Continued)

During the capitalisation period, exchange differences related to the principal and interest on a specific-purpose borrowing denominated in foreign currency are capitalised as part of the cost of the qualifying asset. The exchange differences related to the principal and interest on foreign currency borrowings other than a specific-purpose borrowing are included in the current profits and losses when incurred.

(XVII) biological assets

The Company's biological assets are classified as consumptive biological assets and productive biological assets, including broilers, chicks, hatchable eggs and breeders. Productive biological assets are classified into immature productive biological assets and mature productive biological assets according to different stages. The two stages refer the breeding stage and the production stage, respectively.

Productive biological assets are measured at fair value less sales costs at initial recognition and the end of each reporting period. Any gain or loss arising from changes in fair value less sales costs is included in current profit or loss for the period in which the gain or loss arises.

Breeding costs and other related costs (such as labour costs, depreciation and amortisation expenses and public expenses) are capitalised at the breeding and the production stage until normal and stable egg production.

三、重要會計政策及會計估計（續）

(十六) 借款費用（續）

4、借款費北西於峙捭 © 《

帟朡剄頇（續）

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVII) biological assets (Continued)

The Company takes inventory of parent stock day-old chicks by batch once every six months or at the time of culling. The perpetual inventory system is adopted.

(XVIII) Intangible assets

(1) Intangible assets are initially measured at cost upon acquisition by the Company;

The costs of an externally purchased intangible asset include the purchase price, relevant tax expenses, and other expenditures directly attributable to bringing the asset ready for its intended use.

(2) Subsequent measurement

The Company shall analyse and judge the useful life of intangible Assets upon acquisition.

As for intangible assets with a finite useful life, they are amortised over the term in which economic benefits are brought to the firm; If the term in which economic benefits are brought to the firm by an intangible asset cannot be estimated, the intangible asset shall be taken as an intangible asset with indefinite useful life, and shall not be amortised.

三、重要會計政策及會計估計(續)

(十七) 生物資產(續)

2、生產性生物的盤存制度

公司對父母代種雞按批次進行盤點，每半年或者淘汰時盤點一次。採用永續盤存制。

(十八) 無形資產

1、無形資產的計價方法

(1) 公司取得無形資產時按成本進行初始計量；

外購無形資產的成本，包括購買價款、相關稅費以及直接歸屬於使該項資產達到預定用途所發生的其他支出。

(2) 後續計量

在取得無形資產時分析判斷其使用壽命。

對於使用壽命有限的無形資產，在為企業帶來經濟利益的期限內攤銷；無法預見無形資產為企業帶來經濟利益期限的，視為使用壽命不確定的無形資產，不予攤銷。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計(續)

(XVIII) Intangible assets (Continued)

(十八) 無形資產(續)

2、使用壽命有限的無形資產的使用壽命估計情況

Items 項目	Estimated Useful Years 預計使用壽命	Amortisation method 攤銷方法	Residual value rate 殘值率	Basis 依據
Land use rights 土地使用權	25-50	Straight-line method 年限平均法	0	Terms for bringing economic benefits to the Company 為公司帶來經濟利益的期限
Computer software 電腦軟件	10	Straight-line method 年限平均法	0	Terms for bringing economic benefits to the Company 為公司帶來經濟利益的期限
Patents 專利權	20	Straight-line method 年限平均法	0	Terms for bringing economic benefits to the Company 為公司帶來經濟利益的期限

3、劃分研究階段和開發階段的具體標準

The expenses for internal research and development projects of the Company are divided into expenses in the research phase and expenses in the development phase.

公司內部研究開發項目的支出分為研究階段支出和開發階段支出。

Research phase: a phase in which innovative and scheduled investigations and research activities are conducted to obtain and understand new scientific or technological knowledge.

研究階段：為獲取並理解新的科學或技術知識等而進行的獨創性的有計劃調查、研究活動的階段。

Development phase: a phase in which the research outcomes or other knowledge are applied for a plan or a design prior to the commercial production or use in order to produce new or substantially improved materials, devices, products, etc.

開發階段：在進行商業性生產或使用前，將研究成果或其他知識應用於某項計劃或設計，以生產出新的或具有實質性改進的材料、裝置、產品等活動的階段。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVIII) Intangible assets (Continued)

Expenditures incurred in the research stage are recognised in profit or loss for the period. Expenditures incurred in the development stage are recognised as intangible assets only when all of the following conditions are satisfied, and the expenditures in the development stage that does not meet all of the following conditions are recognised in profit or loss for the period:

(1) the technical feasibility of completing the intangible asset so that it will be available for use or for sale;

(2) the intention to complete the intangible asset for use or for sale;

(3) the ways in which the intangible asset generate economic benefits, including there is evidence that the products produced using the intangible asset has a market or the intangible asset itself has a market, or if the intangible asset is for internal use, there is evidence that proves its usefulness;

(4) the availability of adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset;

(5) the expenditures attributable to the development phase of the intangible asset could be reliably measured.

If the expenditures cannot be distinguished between the research phase and development phase, all of which should be included in the current profit or loss.

三、重要會計政策及會計估計(續)

(十八) 無形資產(續)

4、開發階段支出資本化的具體條件

研究階段的支出，於發生時計入當期損益。開發階段的支出同時滿足下列條件的，確認為無形資產，不能滿足下述條件的開發階段的支出計入當期損益：

(1) 完成該無形資產以使其能夠使用或出售在技術上具有可行性；

(2) 具有完成該無形資產並使用或出售的意圖；

(3) 無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；

(4) 有足夠的技術、財務資源和其他資源支持，以完成該無形資產的開發，並有能力使用或出售該無形資產；

(5) 歸屬於該無形資產開發階段的支出能夠可靠地計量。

無法區分研究階段支出和開發階段支出的，將發生的研發支出全部計入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIX) Impairment of long-term assets

Long-term equity investments, fixed assets, construction in progress, right-of-use assets, use of intangible assets with a finite useful life, oil and gas assets and other long-term assets are tested for impairment if there is any indication that such assets may be impaired at the balance sheet date. If the result of the impairment test indicates that the recoverable amount of the asset is less than its carrying amount, a provision for impairment and an impairment loss are recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. Provision for asset impairment is determined and recognised on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

Goodwill formed by business merger, intangible assets with indefinite useful lives and intangible assets that are not yet ready for use are tested for impairment at least at the end of each year regardless of whether there is any sign of impairment.

When the Company performs impairment test on goodwill, the Company shall, as of the purchase day, allocate on a reasonable basis the carrying value of the goodwill formed by merger of enterprises to the relevant asset groups, or if there is a difficulty in allocation, to allocate it to the set of asset groups. The related asset groups or the set of asset groups refers to these ones that can benefit from the synergies of a business combination.

三、重要會計政策及會計估計(續)

(十九) 長期資產減值

長期股權投資、固定資產、在建工程、使用權資產、使用壽命有限的無形資產、油氣資產等長期資產，於資產負債表日存在減值跡象的，進行減值測試。減值測試結果表明資產的可收回金額低於其賬面價值的，按其差額計提減值準備並計入減值損失。可收回金額為資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者。資產減值準備按單項資產為基礎計算並確認，如果難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組確定資產組的可收回金額。資產組是能夠獨立產生現金流入的最小資產組合。

對於因企業合併形成的商譽、使用壽命不確定的無形資產、尚未達到可使用狀態的無形資產，無論是否存在減值跡象，至少在每年年終進行減值測試。

本公司進行商譽減值測試，對於因企業合併形成的商譽的賬面價值，自購買日起按照合理的方法分攤至相關的資產組；難以分攤至相關的資產組的，將其分攤至相關的資產組組合。相關的資產組或者資產組組合，是能夠從企業合併的協同效應中受益的資產組或者資產組組合。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXII) Employee benefits

In the accounting period in which employees provide services for the Company, short-term benefits actually incurred are recognised as liabilities and charged into current profit or loss or cost of relevant assets.

With regard to the social insurance and housing provident funds contributed and labour union expenses and employee education expenses paid as required by regulations, the Company should calculate and recognise the corresponding employee benefits payables according to the appropriation basis and proportion as stipulated by relevant requirements in the accounting period in which employees provide services for the Company.

At the time of actual occurrence, the Company's employee benefits are recorded in the current profit or loss or costs of relevant assets as incurred. The non-currency welfare expenses are measured at fair value.

(1) Defined contribution scheme

The Company will pay basic pension insurance and unemployment insurance for the staff in accordance with the relevant provisions of the local government. During the accounting period in which the staff provides services for the Company, the Company will calculate the amount payable in accordance with the local stipulated basis and proportions, and such amount will be recognised as liabilities and charged into current profit or loss or cost of relevant assets.

三、重要會計政策及會計估計(續)

(二十二) 職工薪酬

1、短期薪酬的會計處理方法

本公司在職工為本公司提供服務的會計期間，將實際發生的短期薪酬確認為負債，並計入當期損益或相關資產成本。

本公司為職工繳納的社會保險費和住房公積金，以及按規定提取的工會經費和職工教育經費，在職工為本公司提供服務的會計期間，根據規定的計提基礎和計提比例計算確定相應的職工薪酬金額。

本公司發生的職工福利費，在實際發生時根據實際發生額計入當期損益或相關資產成本，其中，非貨幣性福利按照公允價值計量。

2、離職後福利的會計處理方法

(1) 設定提存計劃

本公司按當地政府的相關規定為職工繳納基本養老保險和失業保險，在職工為本公司提供服務的會計期間，按以當地規定的繳納基數和比例計算應繳納金額，確認為負債，並計入當期損益或相關資產成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXII) Employee benefits (Continued)

(Continued)

(2) Defined benefit scheme

According to the formula determined under the expected cumulative welfare unit method, the Company attributes the welfare obligations arising from the defined benefit scheme to the period during which the employees provide services, and such obligations would be charged into current profit or loss or costs of relevant assets.

The deficit or surplus generated from the present value of obligations of the defined benefit scheme minus the fair value of the assets of defined benefit scheme is recognised as net liabilities or net assets of a defined benefit scheme. When the defined benefit Scheme has surplus, the Company will measure the net assets of the defined benefit scheme at the lower of the surplus of defined Benefit scheme and the upper limit of the assets.

All defined benefit schemes obligations, including the expected duty of payment within 12 months after the end of annual reporting period during which the staff provided service, are discounted based on the market yield of government bonds matching the term and currency of defined benefit scheme obligations or corporate bonds of high quality in the active market on the balance sheet date.

The service cost incurred by the defined benefit scheme and the net interest of the net liabilities and net assets of the defined benefit scheme would be charged to current profit or loss or relevant costs of assets. The changes arising from the remeasurement of the net liabilities or net assets of the defined benefit scheme would be included in other comprehensive income and are not reversed to profit or loss in a subsequent accounting period; when the previously defined benefit scheme is terminated, all of such amount previously included in other comprehensive income shall be carried forward to undistributed profit within the scope of equity.

三、重要會計政策及會計估計(續)

(二十二) 職工薪酬(續)

2、離職後福利的會計處理方法(續)

(2) 設定受益計劃

本公司根據預期累計福利單位法確定的公式將設定受益計劃產生的福利義務歸屬於職工提供服務的期間，並計入當期損益或相關資產成本。

設定受益計劃義務現值減去設定受益計劃資產公允價值所形成的赤字或盈餘確認為一項設定受益計劃淨負債或淨資產。設定受益計劃存在盈餘的，本公司以設定受益計劃的盈餘和資產上限兩項的孰低者計量設定受益計劃淨資產。

所有設定受益計劃義務，包括預期在職工提供服務的年度報告期間結束後的十二個月內支付的義務，根據資產負債表日與設定受益計劃義務期限和幣種相匹配的國債或活躍市場上的高質量公司債券的市場收益率予以折現。

設定受益計劃產生的服務成本和設定受益計劃淨負債或淨資產的利息淨額計入當期損益或相關資產成本；重新計量設定受益計劃淨負債或淨資產所產生的變動計入其他綜合收益，並且在後續會計期間不轉回至損益，在原設定受益計劃終止時在權益範圍內將原計入其他綜合收益的部分全部結轉至未分配利潤。

(XXII) Employee benefits (Continued)

(Continued)

(2) Defined benefit scheme (Continued)

When the defined benefit scheme is settled, the gain or loss is recognised based on the difference between the present value of obligations under the defined benefit scheme and the settlement price at the settlement date.

When the Company provides employees with termination benefits, the staff remuneration liabilities arising from termination benefits are recognised and recorded in current profit or loss whichever of the following is earlier: when the Company cannot unilaterally revoke such termination benefits provided due to dissolution of labour relationship plan or layoff proposal; when the Company recognises such cost or expenses associated with the restructuring involving the payment of termination benefits.

(XXIII) Estimated liabilities

The Company shall recognise an obligation related to contingencies as the estimated liability, when all of the following conditions are satisfied:

(1) such obligation is the present obligation of the Company;

(2) the performance of such obligation is likely to lead to an outflow of economic benefits of the Company;

(3) the amount of such obligation can be reliably measured.

The estimated liabilities are initially measured at the best estimate of expenditure required for the performance of relevant present obligations.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIII) Estimated liabilities (Continued)

The Company shall take into consideration the risks, uncertainties, time value of money and other factors relating to the contingencies in determining the best estimate. If the time value of money is significant, the best estimates shall be determined after discount of relevant future cash outflows.

If there is a successive range of the required expenditure, and the likelihood of occurrence of various results within the range is the same, the best estimate is determined by the intermediate value. In other cases, the best estimate is handled as follows:

- Where the contingency is related to individual item, the best estimate should be determined as the most likely amount.

- Where the contingency is related to a number of items, the best estimate should be calculated and determined according to the various possible results and the relevant probabilities.

When all or part of the expenditures necessary for the settlement of an estimated liability is expected to be compensated by a third party, the compensation should be separately recognised as an asset only when it is virtually certain that the compensation will be received. The amount recognised for the compensation should not exceed the carrying amount of estimated liabilities.

The Company reviews the carrying amount of estimated liabilities on balance sheet date. If there is clear evidence that the carrying amount does not reflect the current best estimate, the carrying amount is adjusted to the current best estimate.

(XXIV) Share-based payments

The share-based payments of the Company are transactions that grant equity instruments or assume equity-instrument based liabilities for receiving services rendered by employees or other parties. The share-based payments of the Company include equity-settled share-based payments and cash-settled share-based payments.

三、重要會計政策及會計估計(續)

(二十三) 預計負債(續)

在確定最佳估計數時，綜合考慮與或有事項有關的風險、不確定性和貨幣時間價值等因素。對於貨幣時間價值影響重大的，通過對相關未來現金流出進行折現後確定最佳估計數。

所需支出存在一個連續範圍，且該範圍內各種結果發生的可能性相同的，最佳估計數按照該範圍內的中間值確定；在其他情況下，最佳估計數分別下列情況處理：

- 或有事項涉及單個項目的，按照最可能發生金額確定。

- 或有事項涉及多個項目的，按照各種可能結果及相關概率計算確定。

清償預計負債所需支出全部或部分預期由第三方補償的，補償金額在基本確定能夠收到時，作為資產單獨確認，確認的補償金額不超過預計負債的賬面價值。

本公司在資產負債表日對預計負債的賬面價值進行覆核，有確鑿證據表明該賬面價值不能反映當前最佳估計數的，按照當前最佳估計數對該賬面價值進行調整。

(二十四) 股份支付

本公司的股份支付是為了獲取職工或其他方提供服務而授予權益工具或者承擔以權益工具為基礎確定的負債的交易。本公司的股份支付分為以權益結算的股份支付和以現金結算的股份支付。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIV) Share-based payments (Continued)

Equity-settled share-based payments made in exchange for services rendered by employees are measured at the fair value of equity instruments granted to employees. If the equity instruments granted to employees vest immediately, the fair value of the equity instruments granted is, on grant date, recognised as relevant cost or expenses with a corresponding increase in capital reserve. If the equity instruments granted to employees do not vest until the completion of services for a vesting period, or until the specified performance conditions are met, the Company, at each balance sheet date during the vesting period, makes the best estimation according to the number of equity instruments expected to vest. The Company recognises the services received for the current period as related costs or expenses, with a corresponding increase in capital reserve, at an amount equal to the fair value of the equity instruments at the grant date.

If the terms of the equity-settled share-based payment are amended, the Company shall recognise the services received at least based on the situation before the amendment was made. In addition, any amendment resulting in the increase of the fair value of the equity instrument granted or changes that are beneficial to the staff on the amendment date will be recognised as an increase in the service received.

During the vesting period, where the granted equity instrument is cancelled, the Company shall accelerate the exercise of rights thereunder, recognising the outstanding amount for the remainder of the vesting period in current profit or loss, while recognising capital reserve. However, if new equity instruments are granted and they are verified at the granting date of new equity instrument as alternatives granted to the cancel led equity instruments, the treatment on the new equity instrument is in conformity with the modified treatment on disposal of equity instrument with the same terms and conditions.

三、重要會計政策及會計估計(續)

(二十四) 股份支付(續)

1、以權益結算的股份支付及權益工具

以權益結算的股份支付換取職工提供服務的，以授予職工權益工具的公允價值計量。對於授予後立即可行權的股份支付交易，在授予日按照權益工具的公允價值計入相關成本或費用，相應增加資本公積。對於授予後完成等待期內的服務或達到規定業績條件才可行權的股份支付交易，在等待期內每個資產負債表日，本公司根據對可行權權益工具數量的最佳估計，按照授予日公允價值，將當期取得的服務計入相關成本或費用，相應增加資本公積。

如果修改了以權益結算的股份支付的條款，至少按照未修改條款的情況確認取得的服務。此外，任何增加所授予權益工具公允價值的修改，或在修改日對職工有利的變更，均確認取得服務的增加。

在等待期內，如果取消了授予的權益工具，則本公司對取消所授予的權益性工具作為加速行權處理，將剩餘等待期內應確認的金額立即計入當期損益，同時確認資本公積。但是，如果授予新的權益工具，並在新權益工具授予日認定所授予的新權益工具是用於替代被取消的權益工具的，則以與處理原權益工具條款和條件修改相同的方式，對所授予的替代權益工具進行處理。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIV) Share-based payments (Continued)

A cash-settled share-based payment shall be measured in accordance with the fair value of liability calculated and determined based on the shares or other equity instruments undertaken by the Company. If the equity instruments granted to employees vest immediately, the fair value of the liability undertaken by the Company shall, on the date of the grant, be included in the relevant costs or expenses, and the liabilities shall be increased accordingly. If the equity instruments granted to employees do not vest until the completion of services for a vesting period, or until the specified performance conditions are met, at each balance sheet date during the vesting period, the services obtained in the current period shall, based on the best estimate of the information about the exercisable right, be included in the relevant costs or expenses and the corresponding liabilities at the fair value of the liability undertaken by the Company. On each of the balance sheet date and settlement date before the settlement of the relevant liabilities, fair value of the liabilities will be remeasured and the changes will be included in the profit or loss for the current period.

The Company amends the terms and conditions of a cash-settled share-based payment agreement to make it become an equity-settled share-based payment. At the date of amendment (whether occurring during or after the end of a vesting period), the Company measures the equity-settled share-based payment at the fair value of the equity instruments at the grant date by including the acquired services in capital reserves and derecognising the liability recognised for the cash-settled share-based payment on the date of amendment, where the difference is recognised in profit or loss for the current period. If a vesting period is extended or shortened as a result of the amendment, the Company will account for in accordance with the amended vesting period.

三、重要會計政策及會計估計(續)

(二十四) 股份支付(續)

2、以現金結算的股份支付及權益工具

以現金結算的股份支付，按照本公司承擔的以股份或其他權益工具為基礎計算確定的負債的公允價值計量。授予後立即可行權的股份支付交易，本公司在授予日按照承擔負債的公允價值計入相關成本或費用，相應增加負債。對於授予後完成等待期內的服務或達到規定業績條件才可行權的股份支付交易，在等待期內的每個資產負債表日，本公司以對可行權情況的最佳估計為基礎，按照本公司承擔負債的公允價值，將當期取得的服務計入相關成本或費用，並相應計入負債。在相關負債結算前的每個資產負債表日以及結算日，對負債的公允價值重新計量，其變動計入當期損益。

本公司修改以現金結算的股份支付協議中的條款和條件，使其成為以權益結算的股份支付的，在修改日(無論發生在等待期內還是等待期結束後)，本公司按照所授予權益工具當日的公允價值計量以權益結算的股份支付，將已取得的服務計入資本公積，同時終止確認以現金結算的股份支付在修改日已確認的負債，兩者之間的差額計入當期損益。如果由於修改延長或縮短了等待期，本公司按照修改後的等待期進行會計處理。

(XXV) Revenue

The Company recognises revenue when the performance obligation in a contract is fulfilled, that is, the customer obtains control over relevant goods or services. Control over a good or service refers to the ability to direct the use of the good or service, and obtain substantially all of the benefits from the good or service.

If a contract contains two or more performance obligations, at the commencement of the contract, the Company allocates the transaction price into each individual performance obligation according to the relative proportion of each individual selling price of goods or services committed by individual performance obligation, and recognises the revenue according to the transaction price allocated to each individual performance obligation.

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties and those expected to be refunded to the customer. The Company considers the terms of the contract and its customary business practices to determine the transaction price. When determining the transaction price, the Company considers the effects of variable consideration, the existence of a significant financing component in the contract, noncash consideration and consideration payable to a customer. The Company determines the transaction price that includes variable considerations based on the amount not exceeding the revenue accumulatively recognised which is not likely to be significantly reversed when the relevant uncertainty disappears. Where there are significant financing elements in the contract, the Company determines the transaction price based on the amount payable by the assumption that the customer will pay in cash when he/she obtains control over the promised goods or services. The difference between the transaction price and the amount of contract consideration is amortised using an effective interest method over the contract term.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXV)Revenue (Continued)

(Continued)

For a contractual obligation performed at a certain point in time, the Company recognises revenue when the customer obtains control over relevant goods or services. In determining whether the customer has obtained control over the goods or services, the Company considers the following indications:

- The Company enjoys the present right to receive payment for the goods or services, that is, the customer has the present obligation to pay for the goods or services.
- The Company has transferred the legal ownership of the goods to the customer, that is, the customer has obtained the legal ownership of the goods.
- The Company has physically transferred the goods to the customer, that is, the customer has physically taken possession of the goods.
- The Company has transferred the main risks and rewards in the ownership of the goods to the customer, that is, the customer has obtained the main risks and rewards in the ownership of the goods.
- The customer has accepted the goods or services.

三、重要會計政策及會計估計(續)

(二十五)收入(續)

1、收入確認和計量所採用的會計政策(續)

對於在某一時點履行的履約義務，本公司在客戶取得相關商品或服務控制權時點確認收入。在判斷客戶是否已取得商品或服務控制權時，本公司考慮下列跡象：

- 本公司就該商品或服務享有現時收款權利，即客戶就該商品或服務負有現時付款義務。
- 本公司已將該商品的法定所有權轉移給客戶，即客戶已擁有該商品的法定所有權。
- 本公司已將該商品實物轉移給客戶，即客戶已實物佔有該商品。
- 本公司已將該商品所有權上的主要風險和報酬轉移給客戶，即客戶已取得該商品所有權上的主要風險和報酬。
- 客戶已接受該商品或服務等。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXV) Revenue (Continued)

(1) The specific method of determining the Company's revenue recognition criteria and the time of recognition of revenue from the sale of goods:

The Company's sales model is divided into direct sales to domestic customers and direct sales to foreign customers. The Company's revenue from domestic sales of goods is recognised when the goods are delivered and accepted by the counterparty. The Company's revenue from external sales of goods is recognised when the goods have been declared at customs and the charter party bills of lading has been obtained.

(2)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVI) Contract costs (Continued)

If the above-mentioned excess is higher than the book value of such assets as a result of any subsequent change of impairment factors in the previous period, the provision for impairment of assets previously made shall be reversed and included in profit or loss for the period as incurred to the extent the book value of the reversed asset shall not exceed the book value of the asset on the date of the reverse assuming no provision for impairment is made.

(XXVII) Government grants

Government grants are monetary assets and nonmonetary assets obtained by the Company from the government for free, and are divided into government grants related to assets and government grants related to revenue.

Government grants related to assets are those obtained by the Company for the purposes of acquisition, construction or otherwise forming a longterm asset. Government grants related to revenue refer to the government grants other than those related to assets.

The specific criteria for classifying government grants as asset-related are: government documents specify that the grants are for long-term assets obtained, acquired or constructed or otherwise formed by the enterprise.

The specific criteria for classifying government grants as revenue-related are: government documents specify that the grants are for expenses or losses.

If government documents do not specify the target of the subsidy, basis of determination for asset-related government grants or revenue-related government grants are: the Company classifies government grants as a whole as revenue-related government grants and includes them in current profit or loss, or recognises them as current revenue in installments over the project period, depending on the circumstances.

三、重要會計政策及會計估計(續)

(二十六) 合同成本(續)

以前期間減值的因素之後發生變化，使得前述差額高於該資產賬面價值的，本公司轉回原已計提的減值準備，並計入當期損益，但轉回後的資產賬面價值不超過假定不計提減值準備情況下該資產在轉回日的賬面價值。

(二十七) 政府補助

1、類型

政府補助，是本公司從政府無償取得的貨幣性資產或非貨幣性資產，分為與資產相關的政府補助和與收益相關的政府補助。

與資產相關的政府補助，是指本公司取得的、用於購建或以其他方式形成長期資產的政府補助。與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。

本公司將政府補助劃分為與資產相關的具體標準為：政府文件明確規定補助對象為企業取得、購建或以其他方式形成的長期資產。

本公司將政府補助劃分為與收益相關的具體標準為：政府文件明確規定補助對象為費用支出或損失。

對於政府文件未明確規定補助對象的，本公司將該政府補助劃分為與資產相關或與收益相關的判斷依據為：本公司將政府補助整體歸類為與收益相關的政府補助，視情況不同計入當期損益，或者在項目期內分期確認為當期收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVII) Government grants (Continued)

(Continued)

The interest subsidies for policy-related preferential loans obtained by the Company are divided into two types and subject to accounting treatment separately:

(1) Where the interest subsidies are appropriated from the fiscal funds to the lending bank and then the bank provides loans to Company at a policy-based preferential interest rate, the Company will recognize the amount of borrowings received as the initial value and calculate the borrowing costs according to the principal amount and the policy-based preferential interest rate.

(2) Where the interest subsidies are paid directly to the Company, the Company will use such interest subsidies to offset the corresponding borrowing costs.

(XXVIII) Deferred income tax assets and deferred income tax liabilities

Income tax comprises current and deferred income tax. Current income tax and deferred income tax are recognised in current profit or loss except to the extent that they relate to a business combination or items included directly in equity (including other comprehensive income).

三、重要會計政策及會計估計（續）

(二十七) 政府補助（續）

3、會計處理（續）

本公司取得的政策性優惠貸款貼息，區分以下兩種情況，分別進行會計處理：

(1) 財政將貼息資金撥付給貸款銀行，分以司取得㠯處貼息爐穗犵爧騊竪韺豶騊

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVIII) Deferred income tax assets and deferred income tax liabilities (Continued)

Deferred income tax assets and deferred income tax liabilities are calculated and recognised based on the differences (temporary differences) between the tax bases and the

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVIII) Deferred income tax assets and deferred income tax liabilities (Continued)

On the balance sheet date, deferred income tax assets and deferred income tax liabilities are measured at the applicable tax rates during the period when the relevant assets are expected to be recovered or the relevant liabilities are expected to be settled in accordance with the provisions of the tax law.

The carrying amount of a deferred income tax asset is reviewed on the balance sheet date, and is reduced when sufficient taxable income is not likely to be obtained in future periods to offset the benefit of deferred income tax assets. Such reduction will be reversed when ient taxable sincoTD[(peri5(the)]TJ0 Tw T*(tax law.)Tj0.001 Tets)-1future

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease

A lease is a contract that conveys the right to use an asset for a period of time in exchange for consideration. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of one or more identified asset(s) for a period of time in exchange for consideration.

For a contract that contains multiple separate lease, the Company separates and accounts for each lease component as a lease separately. For a contract that contains lease and non-lease components, the lessee and lessor separates the lease and non-lease components.

For rent reductions, deferred payments and other rental concessions directly caused by the COVID-19 Pandemic and agreed on existing leasing contacts, if the following conditions are met at the same time, the Company adopts a simplified approach for all lease options, and does not assess whether there is a lease change, nor does it reassess the classification of leases:

- The lease consideration after the concession is reduced or basically unchanged compared with that before the concession, among which, the lease consideration can be either undiscounted or discounted at the discount rate before the concession;

- After taking into account the qualitative and quantitative

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(1) Right-of-use assets

At the commencement date of lease term, the Company recognises right-of-use assets for leases (excluding short-term leases and leases of low-value assets). Right-of-use assets are measured initially at cost. Such cost comprises:

- The amount of the initial measurement of lease liability;
- Lease payments made at or before the inception of the lease less any lease incentives already received (if there is a lease incentive);
- Initial direct costs incurred by the Company;
- The costs of the Company expected to be incurred for dismantling and removing the leased asset, restoring the site on which the leased asset is located or restoring it to the condition as agreed in the terms of the lease, except those incurred for the production of inventories.

The Company subsequently depreciates right of-use of theeresed Theinringequentleagreedatr0ciate- right ompingw T*[erese007 T1 1 TfJf0.23n from o t those withe atr0.8(The Co8(a

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX)(XXIX)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(Continued)

(2) Lease liabilities (Continued)

The Company shall calculate the interest expenses of lease liabilities over each period of the lease term at the fixed periodic interest rate, and include such expenses into current profit or loss or cost of relevant assets.

Variable lease payments not included in the measurement of lease liabilities are included into current profit or loss or cost of relevant assets when actually incurred.

After the commencement date of lease term, the Company re-measures the lease liabilities and adjusts the corresponding right-of-use assets under the following circumstances. If the carrying value of the right-of-use assets has been reduced to zero, and the lease liabilities still need to be further reduced, the difference is included into current profit or loss:

- When there in a change in the assessment results of the purchase, extension or termination option, or when the actual exercise of the aforementioned options is inconsistent with the original assessment results, the Company remeasures the lease liabilities in accordance with the lease payments after changes and the present value calculated using the revised discount rate;

- When there is a change in substantial fixed payments, the amount expected to be payable under the guaranteed residual value or the index or rate used to determine lease payments, the Company remeasures the lease liabilities in accordance with the lease payments after changes and the present value calculated using the initial discount rate. However, if the change in lease payments is due to a change in a floating interest rate, a revised discount rate is used for the calculation of present value.

三、重要會計政策及會計估計（續）

(二十九) 租賃（續）

1、本公司作為承租人（續）

(2) 租賃負債（續）

本公司按照固定的周期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益或相關資產成本。

未納入租賃負債計量的可變租賃付款額在實際發生時計入當期損益或相關資產成本。

在租賃期開始日後，發生下列情形的，本公司重新計量租賃負債，並調整相應的使用權資產，若使用權貊 5 漟茜鬲 㚇 钹 绰 ♀ 皞 醛╲

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(Continued)

(3) Short-term leases and leases of low-value assets

The Company chooses not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low-value assets, and includes the relevant lease payments into current profit or loss or cost of relevant assets over each period of the lease term on a straight-line basis. Short-term leases refer to leases with a lease term of not more than 12 months from the commencement date of lease term and excluding a purchase option. Leases of low-value assets refer to leases that the single underlying asset, when is new, is of low value. Where the Company subleases or expects to sublease a leased asset, the original lease is not a lease of low value asset.

(4) Lease change

The Company will account for the lease change as a separate lease if the lease changes and meets the following conditions:

- The lease change expands the scope of lease by increasing the rights to use one or more leased assets;
- The increased consideration and the individual price of the expanded part of the lease are equivalent to the amount adjusted for the contract.

If the lease change is not accounted for as a separate lease, the Company shall re-allocate the consideration of a changed contract, redetermine the lease term, and remeasure the lease liabilities in accordance with the lease payments after changes and the present value calculated using the revised discount rate on the effective date of the lease change.

三、重要會計政策及會計估計(續)

(二十九)租賃(續)

1、本公司作為承租人(續)

(3) 短期租賃和低價值資產租賃

本公司選擇對短期租賃和低價值資產租賃不確認使用權資產和租賃負債，並將相關的租賃付款額在租賃期內各個期間按照直線法計入當期損益或相關資產成本。短期租賃，是指在租賃期開始日，租賃期不超過12個月且不包含購買選擇權的租賃。低價值資產租賃，是指單項租賃資產為全新資產時價值較低的租賃。公司轉租或預期轉租租賃資產的，原租賃不屬於低價值資產租賃。

(4) 租賃變更

租賃發生變更且同時符合下列條件的，公司將該租賃變更作為一項單獨租賃進行會計處理：

- 該租賃變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍；
- 增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

租賃變更未作為一項單獨租賃進行會計處理的，在租賃變更生效日，公司重新分攤變更後合同的對價，重新確定租賃期，並按照變更後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(Continued)

(4) Lease change

If the lease change results in a narrower lease or a shorter lease term, the Company reduces the carrying value of the right-of-use asset accordingly, and includes the gains or losses related to partial or complete termination of the leases into current profit or loss. For other lease change that cause the lease liabilities to be remeasured, the Company adjusts the carrying value of the right-of-use assets accordingly.

At the commencement date of lease term, the Company classifies leases as financing leases and operating leases. A financing lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset, irrespective of whether the ownership of the asset is eventually transferred. An operating lease is a lease other than a finance lease. As a sub-leasing lessor, the Company classifies the sub-leases based on the right-of-use assets of the original leases.

三、重要會計政策及會計估計(續)

(二十九)租賃(續)

1、本公司作為承租人(續)

(4) 租賃變更(續)

租賃變更導致租賃範圍縮小或租賃期縮短的，本公司相應調減使用權資產的賬面價值，並將部分終止或完全終止租賃的相關利得或損失計入當期損益。其他租賃變更導致租賃負債重新計量的，本公司相應調整使用權資產的賬面價值。

2、本公司作為出租人

在租賃開始日，本公司將租賃分為融資租賃和經營租賃。融資租賃，是指無論所有權最終是否轉移，但實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬的租賃。經營租賃，是指除融資租賃以外的其他租賃。本公司作為轉租出租人時，基於原租賃產生的使用權資產對轉租賃進行分類。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(Continued)

(1) Accounting treatment of operating leases

The lease payments derived from operating leases are recognised as rental income on a straight-line basis over the respective lease term. Initial direct costs relating to operating leases to be incurred by the Company shall be capitalised and then included into the current profit or loss by stages at the same base as the recognition of rental income over the lease term. The variable lease payments not included in the measurement of lease payments shall be recognised in profit or loss in the period in which they are occurred. Where there is a modification in an operating lease, the Company accounts for it as a new lease from the effective date of the modification, and the amount of lease receipts received in advance or receivable relating to the premodification lease is treated as receipts under the new lease.

(2) Accounting treatment of financing leases

At the commencement date of lease term, the Company recognises financing lease receivable for financing leases and derecognises the underlying assets. The Company initially measures financing lease receivable in the amount of net investment in the lease. Net investment in the lease is the sum of present value of unguaranteed residual value and the lease payments receivable at the commencement date of lease term, discounted at the interest rate implicit in the lease.

三、重要會計政策及會計估計(續)

(二十九)租賃(續)

2、本公司作為出租人(續)

(1) 經營租賃會計處理

經營租賃的租賃收款額在租賃期內各個期間按照直線法確認為租金收入。本公司將發生的與經營租賃有關的初始直接費用予以資本化，在租賃期內按照與租金收入確認相同的基礎分攤計入當期損益。未計入租賃收款額的可變租賃付款額在實際發生時計入當期損益。經營租賃發生變更的，公司自變更生效日起將其作為一項新租賃進行會計處理，與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

(2) 融資租賃會計處理

在租賃開始日，本公司對融資租賃確認應收融資租賃款，並終止確認融資租賃資產。本公司對應收融資租賃款進行初始計量時，將租賃投資淨額作為應收融資租賃款的入賬價值。租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(Continued)

(2) Accounting treatment of financing leases (Continued)

The Company calculates and recognises interest income in each period during the lease term, based on a constant periodic interest rate. The derecognition and impairment of financing lease receivable are accounted for in accordance with the note "III. (X) Financial instruments".

Variable lease payments not included in the measurement of the net investment in the lease are included in profit or loss in the period in which they

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

(Continued)

(2) Accounting treatment of financing leases (Continued)

Where a change in a financial lease is not accounted for as a separate lease, the Company deals with the lease after the change according to the following situations:

- In case where the lease would have been

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

The Company determines whether the asset transfer in the sale and leaseback transaction is a sale in accordance with the principles described in notes "III. (XXV) Revenue".

(1) As a lessee

If the asset transfer in the sale and leaseback transaction is a sale, the Company, as a lessee, measures the right-of-use assets formed by the sale and leaseback based on the part of the book value of the original assets related to the use rights obtained from the leaseback, and recognise relevant gains or losses only for the right transferred to the lessor; if the transfer of assets in the sale and leaseback transaction is not a sale, the Company, as a lessee, continues to recognise the transferred assets and recognises a financial liability equal to the transfer income. For details of accounting treatment for financial liabilities, please see note "III. (X) Financial instruments".

(2) As a lessor

If the transfer of assets in the sale and leaseback transaction is a sale, the Company, as a lessor, accounts for asset purchase, and accounts for asset lease in accordance with policies in the aforementioned "2. The Company as a lessor"; if the transfer of assets in the sale and leaseback transaction is not a sale, the Company, as a lessor, does not recognise the transferred assets, but recognises a financial asset equal to the transfer income. For details of accounting treatment for financial assets, please see note "III. (X) Financial instruments".

三、重要會計政策及會計估計(續)

(二十九)租賃(續)

3、售後租回交易

公司按照本附註「三、(二十五)收入」所述原則評估確定售後租回交易中的資產轉讓是否屬於銷售。

(1) 作為承租人

售後租回交易中的資產轉讓屬於銷售的，公司作為承租人按原資產賬面價值中與租回獲得的使用權有關的部分，計量售後租回所形成的使用權資產，並僅就轉讓至出租人的權利確認相關利得或損失；售後租回交易中的資產轉讓不屬於銷售的，公司作為承租人繼續確認被轉讓資產，同時確認一項與轉讓收入等額的金融負債。金融負債的會計處理詳見本附註「三、(十)金融工具」。

(2) 作為出租人

售後租回交易中的資產轉讓屬於銷售的，公司作為出租人對資產購買進行會計處理，並根據前述「2、本公司作為出租人」的政策對資產出租進行會計處理；售後租回交易中的資產轉讓不屬於銷售的，公司作為出租人不確認被轉讓資產，但確認一項與轉讓收入等額的金融資產。金融資產的會計處理詳見本附註「三、(十)金融工具」。

III.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXXI) Critical accounting estimates and judgments (Continued)

The Company assesses whether there are any indicators of impairment for all non-financial assets (including investment in associates and the right-of-use assets) at the end of each reporting period. For intangible assets with indefinite useful lives, the impairment test is conducted at the end of each year or when there are indicators of impairment. Other non-financial assets are tested for impairment when there are indicators of impairment that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and the present value of the future cash flows expected to be derived from the asset. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When calculating the present value of the future cash flows expected to be derived from the asset, the management shall estimate the future cash flows expected to be derived from the asset or the group of assets, and select appropriate discount rate in calculation of the present value of cash flows.

The management of the Group recognises the fair value less sales cost of biological assets at the end of the reporting period with reference to market pricing, species, growing environment, costs incurred and professional valuation. The Directors of the Company worked closely with qualified external valuers to select the appropriate valuation techniques and inputs for the model. The decision involves the application of significant judgments. If actual results differ from management's estimates, the relevant differences from the original estimates will affect the fair value changes in the current and future periods. Details of the carrying amounts and fair value measurements of the Company's biological assets are disclosed in Note V (X) to the financial statements.

三、重要會計政策及會計估計(續)

(三十一)主要會計估計及判斷(續)

(2) 非金融資產減值(存貨、生物資產、商譽除外)

本公司於各報告期末評估所有非金融資產(包括對聯營公司的投資及使用權資產)是否存在減值跡象。使用壽命不確定的無形資產每年末以及出現減值跡象的其他時間進行減值測試。其他非金融資產於減值跡象顯示資產的賬面價值可能無法收回時進行減值測試。當一項資產的賬面價值超過其可收回金額(公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者)時則存在減值。公允價值減去處置費用是根據來自類似資產或可觀察市價減出售資產之增量成本的公平交易的有約束力銷售交易的可用數據計算。當計算使用資產預計未來現金流量的現值時,管理層須估計資產或資產組產生的預期未來現金流量,並選用合適的貼現率計算現金流量的現值。

(3) 生物資產的公允價值計量

本集團管理層經參考市場定價、品種、生長環境、已產生成本及專業估值,於報告期末確認生物資產公允價值減銷售成本。本公司董事與合格外聘評估師緊密合作,為該模式選擇適當的估值技術及輸入值。該決定涉及重大判斷的應用。若實際結果與管理層所作估計存在差異,與原有估計的有關差額將影響本期及未來期間的公允價值變動。有關本公司生物資產的賬面值及公允價值計量詳情披露於財務報表附註五(十)。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXXI) Critical accounting estimates and judgments (Continued)

The Company is subject to various taxes in the PRC. Meanwhile, the Company enjoys various tax benefits in the PRC. For example, the Company is exempted from enterprise income tax for its operations engaging in primary processing for agricultural products and animal-husbandry and poultry feeding, and is exempted from value-added tax on its revenue from the sales of its own agricultural products. There are various transactions and calculations in the ordinary course of business that result in uncertainties as to the ultimate taxable income. The

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXXII) Changes in significant accounting policies and estimates (Continued)

During the reporting period, there was no change in the Company's major accounting policies.

IV. TAXATION

(I) Main taxes and tax rates

Tax types 稅種	Tax basis 計稅依據	Tax rate 稅率
Value-added tax	The value-added tax payable is the difference between output tax (calculated based on the revenue from sales of goods and taxable service income under the tax laws) fromcomtof ghe tinut	

Different enterprise income tax rates applicable to different taxpayers are disclosed as below

三、重要會計政策及會計估計(續)

(三十二)重要會計政策和會計估計的變更(續)

2、重要會計估計變更

本報告期公司重要會計估計未發生變更。

四、稅項

(一)主要稅種和稅率

IV. TAXATION (Continued)

(II) Tax preference

The Company and Shandong Fengxiang Industrial Co., Ltd., a subsidiary of the Company, are entitled to the preferential tax policy of "exemption from enterprise income tax for agriculture, forestry, husbandry and fishery projects" from 1 July 2012;

The Company is entitled to the preferential tax policy of "VAT exemption for agricultural producers on the sale of self-produced agricultural products" from 1 August 2012;

The Company is entitled to the preferential tax policy of "VAT exemption for feed products" from 1 January 2015;

The Company is entitled to the preferential tax policy of "exemption from urban land use tax for land directly used for production in agriculture, forestry, husbandry and fishery" from 1 December 2010;

The Company, Shandong iShape Food Technology Co., Ltd.* (山東優形食品科技有限公司) and Shandong Fengxiang Food Development Co., Ltd., subsidiaries of the Company, are entitled to the preferential tax policy of "exemption from VAT on free lending of funds between units within an enterprise group (including enterprise groups)" from 1 February 2019 to 31 December 2023;

Shandong Fengxiang Industrial Co., Ltd. and Shandong Fengxiang Food Development Co., Ltd., subsidiaries of the Company, are entitled to the preferential tax policy of "VAT exemption for fresh meat and egg products in circulation" from 1 August 2014;

Shandong Fengxiang Food Development Co., Ltd., a subsidiary of the Company, is entitled to the preferential tax policy of "VAT exemption for vegetables in circulation" from 1 July 2016.

四、稅項(續)

(二)稅收優惠

本公司及子公司山東鳳祥實業有限公司於2012年7月1日起享受「農、林、牧、漁項目免征企業所得稅」稅收優惠政策；

本公司於2012年8月1日起享受「農業生產者銷售自產農產品免征增值稅」稅收優惠政策；

本公司於2015年1月1日起享受「飼料產品免征增值稅」稅收優惠政策；

本公司於2010年12月1日起享受「直接用於農、林、牧、漁的生產用地免征城鎮土地使用稅」稅收優惠政策；

本公司及子公司山東優形食品科技有限公司、山東鳳祥食品發展有限公司於2019年2月1日至2023年12月31日期間享受「企業集團內單位(含企業集團)之間的資金無償借貸行為，免征增值稅」稅收優惠政策；

子公司山東鳳祥實業有限公司、山東鳳祥食品發展有限公司於2014年8月1日起享受「鮮活肉蛋產品流通環節免征增值稅」稅收優惠政策；

子公司山東鳳祥食品發展有限公司於2016年7月1日起享受「蔬菜流通環節免征增值稅」稅收優惠政策。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

五、合併財務報表項目註釋

(I) Monetary funds

(一) 貨幣資金

1、 貨幣資金列示

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Cash on hand	庫存現金	14,737.46	
Digital currencies	數字貨幣		
Bank deposits	銀行存款	281,264,380.50	1,374,795,896.95
Including: Amounts deposited in the finance company	其中：存放財務公司款項		1,041,438,054.10
Other monetary funds	其他貨幣資金	859,111,623.35	479,977,937.67
Sub-total	小計	1,140,390,741.31	1,854,773,834.62
Less: Credit impairment loss provision	減：信用減值損失準備	808,234,759.31	
Total	合計	332,155,982.00	1,854,773,834.62
Including: Aggregate amounts deposited overseas	其中：存放在境外的款項總額	21,818.53	14,642,131.17

Additional information: as of 31 December 2022, the deposits of RMB808,234,759.31 (31 December 2021: RMB1,041,438,054.10) deposited by the Company with GMK Finance are all presented in other monetary funds (31 December 2021: all presented in bank deposits). During this period, based on the obtained information, the Company has made a provision for "Credit Impairment Loss - Monetary Funds" of RMB808,234,759.31 for the deposits in GMK Finance. As at 31 December 2022, the balance of credit impairment losses provision recognized by the Company for the deposits in GMK Finance amounted to RMB808,234,759.31.

其他說明：截止2022年12月31日，本公司存放於新鳳祥財務公司的存款人民幣808,234,759.31元（2021年12月31日：1,041,438,054.10元）全部列示於其他貨幣資金（2021年12月31日全部列示於銀行存款）。本期本公司基於取得的信息對新鳳祥財務公司存款計提「信用減值損失－貨幣資金」808,234,759.31元。於2022年12月31日，本公司確定的對新鳳祥財務公司存款信用減值損失準備餘額808,234,759.31元。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(I) Monetary funds (Continued)

(一) 貨幣資金(續)

2、其他貨幣資金明細

Details for monetary funds that are restricted in use due to pledge, mortgage or freezing, limited to access due to centralised management of funds, and deposited overseas and limited to repatriate are as follows:

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(II) Trade receivable

(二)應收賬款

1、應收賬款按發票日期計算的賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	**198,520,927.23**	261,600,900.64
Including: Less than 1 month	其中：1個月以內	**192,640,081.74**	259,261,881.97
1 to 3 months	1–3個月	**2,782,489.11**	2,334,573.49
3 months to 1 year	3個月–1年	**3,098,356.38**	4,445.18
1 to 2 years	1至2年		
2 to 3 years	2至3年		2,797,010.49
3 to 4 years	3至4年	**2,525,868.95**	
4 to 5 years	4至5年		
Over 5 years	5年以上		
Subtotal	小計	**201,046,796.18**	264,397,911.13
Less: bad debt provision	減：壞賬準備	**6,069,387.00**	4,113,244.74
Total	合計	**194,977,409.18**	260,284,666.39

Note: The sales settlement methods between the Company and its customers are mainly cash sales and credit sales. The credit period generally ranges from 30 to 60 days. The Company implements strict control measures over outstanding receivables, and the overdue amounts are regularly reviewed by the management. Credit period risks are managed in accordance with customers' credit. The Company does not require customers to provide any collateral or other guarantee measures. Trade receivables are not interest-bearing.

註： 本公司與客戶間銷售結算方式主要為現銷和賒銷。賒銷賬期一般介於30至60天。本公司對尚未收回的應收款項執行嚴格的控制措施，並由管理層對逾期款項定期審核。信用賬期風險按照客戶信用進行管理。本公司並未要求客戶提供任何抵押品或其他保證措施。應收賬款並不計息。

(II) Trade receivable (Continued)

(二)應收賬款(續)

2、應收賬款按壞賬計提方法分類披露

Bad debt provision made on an individual basis:

(II) Trade receivable (Continued)

(二) 應收賬款(續)

(Continued)

2、 應收賬款按壞賬計提方法分類披露(續)

Bad debt provision made on a collective basis:

按組合計提壞賬準備：

Group provision items: aging group

組合計提項目：賬齡組合

V. NOTES TO THE CONSOLIDATED FINANCIAL

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(IV) Other receivable (Continued)

(四) 其他應收款（續）

(Continued)

1、 其他應收款項（續）

(2) Disclosure by bad debt provision method

(2) 按壞賬計提方法分類披露

Category 類別	Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
	Book balance 賬面餘額		Bad debt provision 壞賬準備			Book balance 賬面餘額		Bad debt provision 壞賬準備		
	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	Book value 賬面價值	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	Book value 賬面價值
Bad debt provision made on an individual basis 按單項計提壞賬準備	30,000.00	0.18	24,000.00	80.00	6,000.00					
Including: 其中：										
Bad debt provision made on an individual basis with insignificant amount 金額不重大但單項計提壞賬的其他應收款	30,000,00	0.18	24,000.00	80.00	6,000.00					
Bad debt provision made on a collective basis 按組合計提壞賬準備	16,318,562.04	99.82	1,492,449.47	9.15	14,826,112.57	14,625,053.12	100.00	848,779.80	5.80	13,776,273.32
Including: 其中：										
Aging analysis group 賬齡分析組合	16,318,562.04	99.82	1,492,449.47	9.15	14,826,112.57	14,625,053.12	100.00	848,779.80	5.80	13,776,273.32
Total 合計	16,348,562.04	100.00	1,516,449.47		14,832,112.57	14,625,053.12	100.00	848,779.80		13,776,273.32

Bad debt provision made on an individual basis:

按單項計提壞賬準備：

Name 名稱	Balance at the end of the period 期末餘額			
	Book balance 賬面餘額	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)	Reasons for provision 計提理由
Deposits 押金	30,000.00	24,000.00	80.00	Not expected to recovered 預計無法收回
Total 合計	30,000.00	24,000.00		

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(IV) Other receivable (Continued)

(四) 其他應收款(續)

(Continued)

1、 其他應收款項(續)

(2) Disclosure by bad debt provision method (Continued)

(2) 按壞賬計提方法分類披露(續)

Provision for bad debts on group basis:

按組合計提壞賬準備：

Group provision items: aging group

組合計提項目：賬齡組合

Name	名稱	Balance at the end of the period 期末餘額 Other receivables 其他應收款項	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)
Less than 1 year	1年以內	5,428,039.51	81,420.59	1.50
1 to 2 years	1至2年	7,582,006.69	758,200.67	10.00
2 to 3 years	2至3年	177,499.06	26,624.85	15.00
3 to 4 years	3–4年	153,200.00	30,640.00	20.00
4 to 5 years	4–5年	390,137.51	78,027.50	20.00
Over 5 years	5年以上	2,587,679.27	517,535.85	20.00
Total	合計	16,318,562.04	1,492,449.47	

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(IV) Other receivable (Continued)

(IV) Other receivable (Continued)

(Continued)

(3) Provision for bad debts (Continued)

The movements of the book balance for other receivables are as follows:

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(IV) Other receivable (Continued)

(四) 其他應收款(續)

(Continued)

1、 其他應收款項(續)

(4) Provision for bad debts made, reversed or recovered in the current period

(4) 本期計提、轉回或收回的壞賬準備情況

	Changes in amount for the current period 本期變動金額			Balance at the end of

(5) Classification of receivables by nature

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(V) Inventories

(五)存貨

存貨分類

Note: The Company's consumptive biological assets refer to broilers, chicks and hatchable eggs held by the Company. Consumptive biological assets are measured at fair value at the end of the year.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(VI) Other current assets

（六）其他流動資產

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Input tax to be recognized	待確認進項稅	268,961.07	
Overpaid income tax	多繳所得稅	1,558,549.19	
Cost of return receivable	應收退貨成本	108,488.82	115,265.15
Undisposed current assets	待處置流動資產	88,835.52	
Outstanding value-added tax credit	增值稅留抵稅額	73,082,816.69	99,050,209.22
Total	合計	75,107,651.29	99,165,474.37

(VII) Long-term equity investments

（七）長期股權投資

Investees 被投資單位	Balance at the end of last year 上年年末餘額	Increases/decreases at current period 本期增減變動								Balance at the end of the period 期末餘額	Closing balance of provision impairment 減值準備期末餘額
		Additional investment 追加投資	Reduction of investment 減少投資	Gains or losses on investments recognised under the equity method 權益法下確認的投資損益	Other comprehensive income adjustment 其他綜合收益調整	Other changes in interest 其他權益變動	Declaration of cash dividends or profits 宣告發放現金股利或利潤	Provision for impairment 計提減值準備	Others 其他		
Associate 聯營企業											
Yanggu Xiangyu Biological Technology Co., Ltd. 陽穀祥雨生物科技有限公司	63,069,900.18			-3,228,665.54						59,841,234.64	
Sub-total 小計	63,069,900.18			-3,228,665.54						59,841,234.64	
Total 合計	63,069,900.18			-3,228,665.54						59,841,234.64	

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(VIII) Fixed assets

(八) 固定資產

1、固定資產及固定資產清理

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Fixed assets	固定資產	**3,054,646,796.31**	2,960,924,522.01
Fixed assets in liquidation	固定資產清理	**950,036.11**	690,653.05
Total	合計		

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(VIII) Fixed assets (Continued)

（八）固定資產（續）

2、 固定資產情況

Items	項目	Premises and buildings 房屋及建築物	Machinery devices 機器設備	Transportation 運輸設備	Electronics devices 電子設備	Total 合計
1. Original Book Value	1. 賬面原值					
(1) Balance at the end of last year	(1) 上年年末餘額	1,871,885,551.62	2,106,251,044.63	64,674,878.98	92,183,465.02	4,134,994,940.25
(2) Current increase amount	(2) 本期增加金額	143,898,281.13	186,262,227.10	7,339,729.96	6,002,170.73	343,502,408.92
— Purchase	一 購置	1,878,028.68	26,231,084.29	6,192,494.73	3,728,437.79	38,030,045.49
— Transfer from construction in progress	一 在建工程轉入	142,020,252.45	159,756,442.64	136,000.00	2,273,732.94	304,186,428.03
— Others	一 其他		274,700.17	1,011,235.23		1,285,935.40
(3) Current reduction payment amount	(3) 本期減少金額	816,603.78	10,061,039.89	1,067,203.74	572,304.85	12,517,152.26
— Disposal or abandonment	一 處置或報廢	816,603.78	10,061,039.89	1,067,203.74	572,304.85	12,517,152.26
(4) Balance at the end of the period	(4) 期末餘額	2,014,967,228.97	2,282,452,231.84	70,947,405.20	97,613,330.90	4,465,980,196.91
2. Accumulated depreciation	2. 累計折舊					
(1) Balance at the end of last year	(1) 上年年末餘額	424,011,425.81	679,480,074.26	15,664,184.10	54,914,734.07	1,174,070,418.24
(2) Current increase amount	(2) 本期增加金額	77,796,778.16	150,746,367.52	7,776,004.56	11,969,629.20	248,288,779.44
— Provision	一 計提	77,796,778.16	150,746,367.52	7,776,004.56	11,969,629.20	248,288,779.44
(3) Current reduction payment amount	(3) 本期減少金額	250,613.80	9,232,753.32	1,013,462.56	528,967.40	11,025,797.08
— Disposal or abandonment	一 處置或報廢	250,613.80	9,232,753.32	1,013,462.56	528,967.40	11,025,797.08
(4) Balance at the end of the period	(4) 期末餘額	501,557,590.17	820,993,688.46	22,426,726.10	66,355,395.87	1,411,333,400.60
3. Provision for impairment	3. 減值準備					
(1) Balance at the end of last year	(1) 上年年末餘額					
(2) Current increase amount	(2) 本期增加金額					
(3) Current reduction payment amount	(3) 本期減少金額					
(4) Balance at the end of the period	(4) 期末餘額					
4. Book value	4. 賬面價值					
(1) Book value at the end of the period	(1) 期末賬面價值	1,513,409,638.80	1,461,458,543.38	48,520,679.10	31,257,935.03	3,054,646,796.31
(2) Book value at the end of last year	(2) 上年年末賬面價值	1,447,874,125.81	1,426,770,970.37	49,010,694.88	37,268,730.95	2,960,924,522.01

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(VIII) Fixed assets (Continued)

(八)固定資產(續)

3、 固定資產清理

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Assets pending disposal	待處理資產	**950,036.11**	690,653.05
Total	合計	**950,036.11**	690,653.05

(IX) Construction in progress

(九)在建工程

1、 在建工程及工程物資

Items	*項目*	*Balance at the end of the period 期末餘額*	*Balance at the end of last year 上年年末餘額*

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(IX) Construction in progress

(九) 在建工程

2、在建工程情況

Items	項目	Balance at the end of the period 期末餘額 Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值	Balance at the end of last year 上年年末餘額 Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值
Intelligent integration project — breeding	智能一體化一養殖				33,552,962.51		33,552,962.51
Other works	其他工程	996,180.00		996,180.00	1,740,150.82		1,740,150.82
Total	合計	996,180.00		996,180.00	35,293,113.33		35,293,113.33

3、重要的在建工程項目本期變動情況

Project name	項目名稱	Budget 預算數	Balance at the end of last year 上年年末餘額	Current increase amount 本期增加金額	Amounts transferred to fixed assets for the current period 本期轉入固定資產金額	Other decreases for the current period 本期其他減少金額	Balance at the end of the period 期末餘額	Cumulative investment in the project as a percentage of the budget (%) 工程累計投入佔預算比例(%)	Project progress 工程進度	Accumulated amount of interest capitalised 利息資本化累計金額	Including: Amount of interest capitalised for the current period 其中：本期利息資本化金額	Current interest capitalisation rate (%) 本期利息資本化率(%)	Source of funding 資金來源
Intelligent integration project — breeding	智能一體化一養殖	1,373,471,683.09	33,552,962.51	227,528,908.58	261,081,871.09			84.53	100.00%	11,823,078.57	1,664,286.50	5.39	Borrowing, self financing 借款、自籌
slaughterhouse — auxiliary													
[illegible]													

Additional information: during the reporting period, the Company's broiler farms underwent cage breeding and renovation of 12 chicken farms.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(X) Productive biological assets

(十)生產性生物資產

採用公允價值計量模式的生產性生物資產

Items	項目	Productive biological assets of livestock breeding industry 畜牧養殖業生產性生物資產	Total 合計
1. Balance at the end of last year	1. 上年年末餘額	204,484,100.00	204,484,100.00
2. Current changes	2. 本期變動	51,208,200.00	51,208,200.00
Add: External procurement	加： 外購	48,048,465.53	48,048,465.53
Self-breeding	自行培育	130,809,407.48	130,809,407.48
Less: Disposal	減： 處置	-169,053,288.16	-169,053,288.16
Changes in fair value (increase to be inserted with "–")	公允價值變動(增加以「-」號填列)	41,403,615.15	41,403,615.15
3. Balance at the end of the period	3. 期末餘額	255,692,300.00	255,692,300.00

Note 1: Self-breeding costs for breeders mainly include the costs of animal feed, labour costs, depreciation and amortisation expenses, apportionment of public expenses, etc.

Note 2: Gains or losses from changes in fair value consist of two components: gains from the initial recognition of consumable biological assets at fair value less sales costs upon harvest and gains from changes in fair value less sales costs of productive biological assets. The Company engaged an independent professional appraiser to assess the fair value of the biological assets as at the balance sheet date. The valuation method adopted in determining the fair value and the key parameters of the relevant valuation models are disclosed in Note IX, Disclosure of fair value.

註1： 種雞的自行培育成本主要包括飼料成本、人工成本、折舊及攤銷費用以及公共費用的分攤等。

註2： 公允價值變動損益包括兩部分：消耗性生物資產於收獲時按公允價值減出售費用初始確認產生的收益及生產性生物資產公允價值減出售費用的變動產生的收益。本公司已經聘請獨立專業評估師對生物資產於資產負債表日的公允價值進行了評估。確定公允價值時所採用的估值方法及有關估值模型的主要參數披露於附註九、公允價值的披露。

Additional information:

The Company's productive biological assets are breeders used for the production of hatchable eggs. The Company's breeders include breeders at the breeding and the production stage.

其他說明：

本公司的生產性生物資產為用於生產可孵化雞蛋的種雞。本公司的種雞包括育雛育成階段種雞及產蛋階段種雞。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XI) Right-of-use assets

(十一)使用權資產

Items	項目	Premises and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
1. Original Book Value	1. 賬面原值			
(1)Balance at the end of last year	(1)上年年末餘額	29,341,839.61	198,321,201.79	227,663,041.40
(2)Current increase amount	(2)本期增加金額	26,251,900.67		26,251,900.67
— New leasing	一新增租賃	26,251,900.67		26,251,900.67
(3)Current reduction payment amount	(3)本期減少金額	15,066,288.23		15,066,288.23
— Disposal	一處置	15,066,288.23		15,066,288.23
(4)Balance at the end of the period	(4)期末餘額	40,527,452.05	198,321,201.79	238,848,653.84
2. Accumulated depreciation	2. 累計折舊			
(1)Balance at the end of last year	(1)上年年末餘額	10,292,394.29	22,740,933.14	33,033,327.43
(2)Current increase amount	(2)本期增加金額	5,875,928.98	4,235,348.12	10,111,277.10
— Provision	一計提	5,875,928.98	4,235,348.12	10,111,277.10
(3)Current reduction payment amount	(3)本期減少金額	5,783,020.00		5,783,020.00
— Disposal	一處置	5,783,020.00		5,783,020.00
(4)Balance at the end of the period	(4)期末餘額	10,385,303.27	26,976,281.26	37,361,584.53
3. Provision for impairment	3. 減值準備			
(1)Balance at the end of last year	(1)上年年末餘額			
(2)Current increase amount	(2)本期增加金額			
(3)Current reduction payment amount	(3)本期減少金額			
(4)Balance at the end of the period	(4)期末餘額			
4. Book value	4. 賬面價值			
(1)Book value at the end of the period	(1)期末賬面價值	30,142,148.78	171,344,920.53	201,487,069.31
(2)Book value at the end of last year	(2)上年年末賬面價值	19,049,445.32	175,580,268.65	194,629,713.97

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XII)Intangible assets

㈫無形資產

1、無形資產情況

Items	項目	Land use rights 土地使用權	Patent rights 專利權	Computer software 軟件	Total 合計
1. Original book value	1. 賬面原值				
(1)Balance at the end of last year	(1)上年年末餘額	101,254,444.24	1,045,779.25	20,844,169.47	123,144,392.96
(2)Current increase amount	(2)本期增加金額	65,308.49		436,510.00	501,818.49
— Purchase	一購置	65,308.49		436,510.00	501,818.49
(3)Current reduction payment amount	(3)本期減少金額				
(4)Balance at the end of the period	(4)期末餘額	101,319,752.73	1,045,779.25	21,280,679.47	123,646,211.45
2. Accumulated amortisation	2. 累計攤銷				
(1)Balance at the end of last year	(1)上年年末餘額	18,578,338.96	592,608.24	12,136,387.69	31,307,334.89
(2)Current increase amount	(2)本期增加金額	2,033,623.89	104,577.93	779,847.77	2,918,049.59
— Provision	一計提	2,033,623.89	104,577.93	779,847.77	2,918,049.59
(3)Current reduction payment amount	(3)本期減少金額				
(4)Balance at the end of the period	(4)期末餘額	20,611,962.85	697,186.17	12,916,235.46	34,225,384.48
3. Provision for impairment	3. 減值準備				
(1)Balance at the end of last year	(1)上年年末餘額				
(2)Current increase amount	(2)本期增加金額				
(3)Current reduction payment amount	(3)本期減少金額				
(4)Balance at the end of the period	(4)期末餘額				
4 Book value	4. 賬面價值				
(1)Book value at the end of the period	(1)期末賬面價值	80,707,789.88	348,593.08	8,364,444.01	89,420,826.97
(2)Book value at the end of last year	(2)上年年末賬面價值	82,676,105.28	453,171.01	8,707,781.78	91,837,058.07

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XIII) Deferred Income Tax Assets and Deferred Income Tax Liabilities

(十三)遞延所得稅資產和遞延所得稅負債

1、未經抵銷的遞延所得稅資產

Item	項目	Balance at the end of the period 期末餘額		Balance at the end of last year 上年年末餘額	
		Deductible temporary differences 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產	Deductible temporary differences 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產
Deferred income	遞延收益	662,982.66	165,745.68	736,647.40	184,161.86
Total	合計	662,982.66	165,745.68	736,647.40	184,161.86

2、未確認遞延所得稅資產或負債明細

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Deductible temporary differences	可抵扣暫時性差異	499,485,655.42	4,962,024.54
Deductible loss	可抵扣虧損	446,510,337.29	233,395,314.94
Total	合計	945,995,992.71	238,357,339.48

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋

(XIII) Deferred Income Tax Assets and Deferred Income Tax Liabilities (Continued)

(XIV) Other Non-current Assets

(XV) Short-term Borrowings

(十五)短期借款

1、 短期借款分類

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Pledged borrowings	質押借款	149,189,414.00	812,282,333.33
Mortgaged borrowings	抵押借款	875,424,248.56	804,647,333.33
Guaranteed borrowings	保證借款	100,000,000.00	114,114,472.22
Total	合計	1,124,613,662.56	1,731,044,138.88

(XVI) Bills Payable

(十六)應付票據

1、 應付票據列示

V.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XVIII) Contract Liabilities

(十八) 合同負債

1、 合同負債情況

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Advance payment for goods	預收貨款	**46,449,176.46**	34,352,314.47
Total	合計	**46,449,176.46**	34,352,314.47

2、 報告期內賬面價值發生重大變動的金額和原因

Items	項目	Change amount 變動金額	Reason for change 變動原因
Advance payment for goods	預收貨款	34,352,314.47	Revenue recognised during the period 本期確認收入
Advance payment for goods	預收貨款	46,449,176.46	Advance payment for goods during the period 本期預收貨款
Total	合計	80,801,490.93	

(XIX) Payroll Payable

(十九) 應付職工薪酬

1、 應付職工薪酬列示

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Short-term compensation	短期薪酬	67,677,364.10	596,174,834.32	591,191,295.24	**72,660,903.18**
Post-employment benefits — defined contribution plan	離職後福利－設定提存計劃	160,399.99	47,901,044.73	40,585,588.84	**7,475,855.88**
Termination benefits	辭退福利		65,776.00	65,776.00	
Other benefits due within one year	一年內到期的其他福利				
Total	合計	67,837,764.09	644,141,655.05	631,842,660.08	**80,136,759.06**

(XIX) **Payroll Payable** (Continued)

(十九) **應付職工薪酬**(續)

2、短期薪酬列示

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	**Balance at the end of the period 期末餘額**
(1) Wages, bonuses, allowances and subsidies	(1)				

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XIX) Payroll Payable (Continued)

(十九) 應付職工薪酬（續）

(Continued)

3、 設定提存計劃列示（續）

Additional information: The Group shall pay pension insurance premium and unemployment insurance premium to the relevant agencies on a monthly basis according to the payment base and proportion stipulated by the local labor and social security department, and the payment shall not be used to offset the amount that the Group shall pay for its employees in the future.

其他說明：本公司以當地勞動和社會保障部門規定的繳納基數和比例，按月向相關經辦機構繳納養老保險費及失業保險費，且繳納後不可用於抵減本公司未來期間應為員工繳存的款項。

(XX) Taxes Payable

(二十) 應交稅費

Items	稅費項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Value-added tax	增值稅	**288,437.81**	997,458.92
Stamp duty	印花稅	**1,417,348.08**	
Enterprise income tax	企業所得稅		2,093,041.85
Personal income tax	個人所得稅	**535,016.52**	547,727.63
City maintenance and construction tax	城市維護建設稅	**819,747.49**	107,802.70
House tax	房產稅	**3,646,231.17**	3,271,514.30
Education surcharge	教育費附加	**819,747.47**	106,809.59
Resource tax	資源稅	**1,707,740.00**	1,745,224.46
Land use tax	土地使用稅	**799,887.95**	799,007.94
Environmental protection tax	環境保護稅	**720.00**	5,490.00
Total	合計	**10,034,876.49**	9,674,077.39

(XXI) Other Payables

(二十一) 其他應付款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Interest payable	應付利息		
Dividends payable	應付股利		
Other payables	其他應付款項	**228,506,878.96**	236,504,040.71
Total	合計	**228,506,878.96**	236,504,040.71

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXI) Other Payables (Continued)

(二十一) 其他應付款(續)

1、 其他應付款項

(1) By nature of payment

(1) 按款項性質列示

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額

(XXII) Non-current Liabilities due within One Year

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXIII) Other Current Liabilities

(二十三) 其他流動負債

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Pending output tax	待轉銷項稅	2,497,015.86	3,003,157.34
Total	合計	2,497,015.86	3,003,157.34

(XXIV) Long-Term Borrowings

(二十四) 長期借款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Mortgaged borrowings	抵押借款	152,148,000.00	375,112,000.00
Guaranteed borrowings	保證借款	100,000,000.00	100,000,000.00
Total	合計	252,148,000.00	475,112,000.00

1、 長期借款按償還期限列示

		Balance at the end of the period 期末餘額					
Items	項目	Immediate repayment 即時償還	Within 1 year 1年以內	1–2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total 合計
Long-term borrowings	長期借款			150,716,000.00	101,432,000.00		252,148,000.00

(XXV) Lease Liabilities

(二十五) 租賃負債

(XXVI) Long-term Payables

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXVII) Estimated Liabilities

(二十七) 預計負債

(XXVIII) Deferred Income

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(XXVIII) Deferred Income (Continued)

Projects involving government grants (續) (二遞延收益(續) 涉及政府補助的項目

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXIX) Share Capital

(二十九) 股本

Items	項目	Balance at the end of last year 上年年末餘額	Increase (+) or decrease (-) in the current period 本期變動增 (+) 減 (–) Issuance of new shares 發行新股	Stock bonus 送股	Conversion of shares of common reserve fund 公積金轉股	Other 其他	Subtotal 小計	Balance at the end of the period 期末餘額
Total number of shares	股份總額	1,400,000,000.00						1,400,000,000.00

(XXX) Capital Reserve

(三十) 資本公積

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Capital premium (share premium)	資本溢價（股本溢價）	620,161,797.35			620,161,797.35
Other capital reserves	其他資本公積	1,592,447.60	7,957,188.51	1,009,844.82	8,539,791.29
Total	合計	621,754,244.95	7,957,188.51	1,009,844.82	628,701,588.64

Additional note: Capital reserve — the increase in other capital reserves for the current period was due to the calculation of the corresponding employee service expenses for the current period according to the share-based payment based on the fair value of equity instruments on the granted date; Capital reserve — the decrease in other capital reserves for the current period was due to the exercise of employee share-based payment.

其他說明： 資本公積 — 其他資本公積本期增加金額為股份支付按照權益工具在授予日的公允價值計算本期職工服務相應成本費用導致；資本公積 — 其他資本公積本期減少金額為股份支付員工行權導致。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXXI) Treasury Shares

(三十一) 庫存股

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Share repurchase	回購股份	2,547,916.16	26,146,573.71	1,009,844.82	**27,684,645.05**
Total	合計	2,547,916.16	26,146,573.71	1,009,844.82	**27,684,645.05**

Additional note: the increase in treasury shares for the current period was due to the share repurchase for share-based payment; the decrease in treasury shares for the current period was due to the exercise of employee share-based payment.

*其他說明：*本期庫存股增加為回購股份用於股份支付；本期庫存股減少為職工行權導致。

(XXXII) Other Comprehensive Income

(三十二) 其他綜合收益

Items	項目	Balance at the end of last year 上年年末餘額	Amount of the current period 本期金額						Balance at the end of the period 期末餘額
			Incurred income tax amount for the current period 本期所得稅前發生額	Less: Those included in other comprehensive income in the previous period but reclassified into the profit or loss in the current period 減：前期計入其他綜合收益當期轉入損益	Less: Those included in other comprehensive income in the previous period but reclassified into the retained earnings 減：前期計入其他綜合收益當期轉入留存收益	Less: Income tax expenses 減：所得稅費用	Attributable to the Company after tax 稅後歸屬於母公司	Attributable to minority shareholders after tax 稅後歸屬於少數股東	
Other comprehensive income that can be reclassified into profit or loss	將重分類進損益的其他綜合收益	-254,496.85	-419,238.41				-419,238.41		**-673,735.26**
Including: Exchange differences on translation of foreign currency financial statements	其中：外幣財務報表折算差額	-254,496.85	-419,238.41				-419,238.41		**-673,735.26**
Total other comprehensive income	其他綜合收益合計	-254,496.85	-419,238.41				-419,238.41		**-673,735.26**

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXXIII) Surplus Reserves

(三十三) 盈餘公積

Items	項目	Balance at the end of last year 上年年末餘額	Balance at the beginning of the year 年初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Statutory surplus reserves	法定盈餘公積	155,377,605.51	155,377,605.51			155,377,605.51
Total	合計	155,377,605.51	155,377,605.51			155,377,605.51

(XXXIV) Undistributed Profits

(三十四) 未分配利潤

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Undistributed profits at the end of last year before adjustment	調整前上年年末未分配利潤	1,225,282,480.31	1,220,362,407.91
Total undistributed profits at the beginning of adjustment year (increase +, decrease -)	調整年初未分配利潤合計數（調增+，調減–）		
Undistributed profits at the beginning of the year after adjustment	調整後年初未分配利潤	1,225,282,480.31	1,220,362,407.91
Add: Net profits attributable to the shareholders of the Company in the current period	加：本期歸屬於母公司所有者的淨利潤	–769,028,641.27	50,910,673.32
Less: Withdrawal of statutory surplus reserves	減：提取法定盈餘公積		3,990,600.92
Withdrawal of discretionary surplus reserves	提取任意盈餘公積		
Withdrawal of general risk reserves	提取一般風險準備		
Dividends payable on ordinary shares	應付普通股股利		42,000,000.00
Dividends on ordinary share converted to share capital	轉作股本的普通股股利		
Undistributed profits at the end of the period	期末未分配利潤	456,253,839.04	1,225,282,480.31

Note: On 30 March 2023, the Board recommended not to distribute the final dividend for the year ended 31 December 2022 (2021: nil).

註： 董事會於2023年03月30日建議不派發截至2022年12月31日止年度的末期股利。（2021年：無）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXXV) Operating Revenue and Operating Costs

(三十五) 營業收入和營業成本

1、營業收入和營業成本情況

Items	項目	Amount of the current period 本期金額 Revenue 收入	Amount of the current period 本期金額 Costs 成本	Amount of the previous period 上期金額 Revenue 收入	Amount of the previous period 上期金額 Costs 成本
Main business	主營業務	**5,071,896,323.61**	**4,499,675,462.21**	4,394,459,596.01	3,857,160,733.05
Other businesses	其他業務	**13,893,760.68**	**2,617,927.37**	22,303,979.98	1,664,613.45
Total	合計	**5,085,790,084.29**	**4,502,293,389.58**	4,416,763,575.99	3,858,825,346.50

The breakdown of operating revenue:

營業收入明細：

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Main business:	主營業務：	**5,071,896,323.61**	4,394,459,596.01
Sales of goods	銷售商品	**5,071,896,323.61**	4,394,459,596.01
Other businesses:	其他業務：	**13,893,760.68**	22,303,979.98
Revenue from by-products	副產品收入	**2,559,811.10**	7,938,992.01
Revenue from waste materials	廢舊物資收入	**5,849,038.76**	6,023,420.79
Revenue from sale of ash, slag and scrap	灰、渣、下腳料銷售收入	**2,353,284.76**	2,682,006.35
Services income	服務收入	**2,760,655.80**	3,346,280.36
Revenue from sale of materials	材料銷售收入	**277,149.59**	849,431.62
Others	其他	**93,820.67**	1,463,848.85
Total	合計	**5,085,790,084.29**	4,416,763,575.99

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXXV) Operating Revenue and Operating Costs (Continued)

(三十五) 營業收入和營業成本（續）

2、 合同產生的收入情況

Breakdown of contracts	合同分類	Amount of the current period 本期金額	Amount of the previous period 上期金額
Product types:	商品類型：		
Raw chicken meat	生雞肉	2,500,558,599.75	1,913,255,819.02
Processed chicken meat	深加工雞肉	2,371,086,929.83	2,295,405,890.63
Chicken breeds	雞苗	53,619,103.49	64,821,696.00
Others	其他	160,525,451.22	143,280,170.34
Total	合計	5,085,790,084.29	4,416,763,575.99
By operating region:	按經營地區分類：		
Mainland China	**中國大陸**		
— Raw chicken meat	— 生雞肉	2,142,830,674.39	1,617,227,400.25
— Processed chicken meat	— 深加工雞肉	1,369,494,248.75	1,614,972,439.70
— Chicken breeds	— 雞苗	53,619,103.49	64,821,696.00
— Others	— 其他	160,525,451.22	143,280,170.35
Japan	**日本**		
— Processed chicken meat	— 深加工雞肉	387,352,500.42	369,487,618.89
Malaysia	**馬來西亞**		
— Raw chicken meat	— 生雞肉	329,913,996.45	275,956,540.54
Europe	**歐洲**		
— Processed chicken meat	— 深加工雞肉	558,308,868.82	262,068,437.53
Other countries	**其他國家**		
— Raw chicken meat	— 生雞肉	27,813,928.91	20,071,878.22
— Processed chicken meat	— 深加工雞肉	55,931,311.84	48,877,394.51
Total	合計	5,085,790,084.29	4,416,763,575.99

3、 分攤至剩餘履約義務的交易價格

As of 31 December 2022, the amount of the transaction price corresponding to the performance obligations that have been contracted but not yet per formed or completed was RMB46,449,176.46, which is expected to be recognised as revenue in 2023.

截至2022年12月31日，已簽訂合同、但尚未履行或尚未履行完畢的履約義務所對應的交易價格金額為46,449,176.46元，預計將於2023年期間確認收入。

(XXXVI) Taxes and Charges

(三十六) 稅金及附加

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
House tax	房產稅	14,246,918.28	12,225,422.92
Resource tax	資源稅	5,846,303.00	5,291,690.50
City maintenance and construction tax	城市維護建設稅	4,856,636.90	3,580,352.76
Land use tax	土地使用稅	3,199,111.68	3,190,755.17
Education surcharge	教育費附加	2,909,089.23	2,146,210.28
Local education surcharge	地方教育費附加	1,939,392.80	1,430,806.85
Stamp duty	印花稅	6,076,962.45	1,611,095.23
Vehicle and vessel use tax	車船稅	68,341.11	52,802.97
Environmental protection tax	環境保護稅	12,424.72	21,143.40
Total	合計	39,155,180.17	29,550,280.08

Additional information: the stamp duty for this period is paid at 0.03% of the purchase and sales amount; According to the Announcement of the State Administration of Taxation of Shandong Province on Issues Related to Stamp Tax (Announcement No. 10 of 2018 by State Administration of Taxation of Shandong Province) (abolished in December 2021), stamp duty was paid at 0.03% of 50% of sales revenue for last period, resulting in a significant increase in the amount of stamp duty in the current period

其他說明：本期印花稅按照購、銷金額的萬分之三繳納；上期根據「國家稅務總局山東省稅務局關於印花稅有關問題的公告(國家稅務總局山東省稅務局公告2018年第10號)」(2021年12月已廢止)文件規定，印花稅按照銷售收入50%的萬分之三繳納，故導致本期較上期印花稅金額大幅增長。

(XXXVII) Selling Expenses

(三十七) 銷售費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Sales and promotion expenses	銷售推廣費	234,149,955.75	257,013,335.93
Employee compensation	職工薪酬	72,967,149.00	67,664,256.22
Travel expenses	差旅費	7,033,933.36	8,313,015.62
Depreciation of right-of-use assets	使用權資產折舊	3,912,958.98	1,944,968.22
Office expenses	辦公費	2,340,954.36	1,854,578.55
Business entertainment expenses	業務招待費	2,320,841.03	2,113,232.41
Intermediary services fees	中介服務費	2,254,965.27	1,515,456.71
Depreciation and amortisation	折舊與攤銷	728,563.55	707,477.30
Others	其他	3,496,365.22	3,892,398.98
Total	合計	329,205,686.52	345,018,719.94

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXXVIII) Administrative Expenses

(三十八) 管理費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Employee compensation	職工薪酬	72,038,711.82	61,622,977.34
Intermediary services fees	中介服務費	12,561,440.33	7,407,170.13
Depreciation and amortisation	折舊及攤銷	6,449,538.18	7,235,168.04
Depreciation of right-of-use assets	使用權資產折舊	5,188,096.55	4,960,835.79
Business entertainment expenses	業務招待費	3,077,114.89	1,580,382.53
Office expenses	辦公費	3,015,246.31	2,002,851.46
Energy consumption	能源消耗	2,474,589.45	1,265,712.57
Others	其他	3,694,686.35	3,235,429.57
Total	合計	108,499,423.88	89,310,527.43

(XXXIX) R&D Expenses

(三十九) 研發費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Employee compensation	職工薪酬	12,940,824.09	9,577,758.67
R&D and design expenses	研發設計費	11,961,737.91	6,736,901.02
Depreciation expenses	折舊費	2,450,840.49	2,829,246.68
Depreciation of right-of-use assets	使用權資產折舊	1,205,752.46	2,093,525.40
Office expenses	辦公費	1,160,518.76	216,299.52
Entrustment fees	委託費		

(XL) Finance Costs
(四十) 財務費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Interest expenses	利息費用	74,095,066.76	51,849,048.52
Including: Interest expenses on lease liabilities	其中：租賃負債利息費用	11,501,508.20	11,227,446.43
Less: Interest income	減：利息收入	23,447,718.05	37,433,512.81
Exchange gains or losses	匯兌損益	-14,181,212.82	1,890,167.94
Handling fee	手續費	1,424,071.56	2,379,969.47
Discount acceptance notes	承兌匯票貼息	11,214,528.88	29,010,315.14
Total	合計	49,104,736.33	47,695,988.26

(XLI) Other Gains
(四十一) 其他收益

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Government grants	政府補助	9,323,494.05	13,196,429.71
Handling fee for withholding individual income tax	代扣個人所得稅手續費	228,060.22	195,989.42
Gains from debt restructuring	債務重組收益	124,699.22	
Value-add tax refund from micro-enterprises	小微企業增值稅退稅		41.69
Total	合計	9,676,253.49	13,392,460.82

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XLI) Other Gains (Continued)

(四十一) 其他收益（續）

計入其他收益的政府補助

Grant Projects 補助項目	Amount of the current period 本期金額	Amount of the previous period 上期金額	Related to the assets/ related to the income 與資產相關／與收益相關
2022 one-off retention subsidy 2022年一次性留工補貼	2,599,000.00		Related to the income 與收益相關
R&D project funds allocated by Department of Science &Technology of Shandong Province 山東省科技廳撥付研發項目經費	2,479,500.00		Related to the income 與收益相關
Subsidy for position stabilization and return 穩崗返還款	1,303,955.08	274,384.06	Related to the income 與收益相關
Financial incentives of Municipal Key Project for the intelligent and efficient integration project of breeding and processing remitted by Development and Reform Bureau of Yanggu County 陽谷縣發改局匯款市重點項目獎勵資金智能高效養殖加工一體化工程項目	1,010,516.33	400,000.00	Related to the assets 與資產相關
Grants for harmless treatment of livestock and poultry 養殖無害化處理補助		3,470,060.00	Related to the income 與收益相關
Subsidy for technological transformation of intelligent and efficient integration project of breeding and processing remitted by Industry and Information Technology Bureau of Yanggu County on 15 December 12.15陽谷縣工業和信息化局匯款智能高效養殖加工一體化項目技改補貼資金		2,000,000.00	Related to the income 與收益相關
Subsidy for harmless treatment of hogs dead of illness in the breeding sector of 2020 2020年養殖環節病死猪無害化處理補貼		1,980,000.00	Related to the income 與收益相關
Special funds for foreign economic and trade activities from the Bureau of Commerce and Bureau of Investment Promotion of Yanggu County 陽谷縣商務局和投資促進局一外經貿流通專項資金		1,354,005.02	Related to the income 與收益相關
Financial incentives granted on 6 August for directing financial innovation and development (Multi-level market subsidy) 8.6金融創新發展引導資金獎勵（多層次市場補助資金）		1,310,000.00	Related to the income 與收益相關
Other Government Grants 其他政府補助	1,054,982.81	705,974.52	Related to the assets 與資產相關
Other Government Grants 其他政府補助	875,539.83	1,702,006.11	Related to the income 與收益相關
Total 合計	9,323,494.05	13,196,429.71	

Additional information: Government grants include various related grants allocated by various government departments to support the development of the Company. The Company can meet the relevant conditions for such grants and there is no risk of return.

其他說明：政府補助包括各級政府部門無償撥付的支持本公司發展的各種相關補貼，這些補貼公司均能達到相關條件，無退回風險。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XLII) Investment Income

(四十二) 投資收益

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Gains from long-term equity investments accounted for by equity method	權益法核算的長期股權投資收益	[illegible]	[illegible]

(XLIII) Gains from the changes in fair value

Additional information: gains from changes in fair value of the Company consist of: (1) gains from the initial recognition of consumable biological assets at fair value less sales costs upon harvest; (2) gains from changes in fair value less sales costs of productive biological assets.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(XLIV)

(XLVIII) Non-operating Income
(四十七) 營業外收入

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額	Amount included in non-recurring profit or loss in the current period 計入當期非經常性損益的金額
The gain from disposal of non-current assets	處置非流動資產利得	26,777.40	23,912.63	26,777.40
Net income from fines	罰款淨收入	652,504.04	766,992.31	652,504.04
Donations received	接受捐贈	140,000.00		140,000.00
Unpayable trade payables	無法支付的應付款項	113,429.95	142,961.94	113,429.95
Insurance claims	保險理賠	15,189.00		15,189.00
Gain on surplus	盤盈利得		9,404.49	
Total	合計	947,900.39	943,271.37	947,900.39

(XLVIII) Non-operating Expenses
(四十八) 營業外支出

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額	Amount included in non-recurring profit or loss in the current period 計入當期非經常性損益的金額
Loss on destruction and retirement of non-current assets	非流動資產毀損報廢損失	267,765.23	296,767.27	267,765.23
Donation for public welfare	對外捐贈	505,330.93	719,780.00	505,330.93
Damages or penalties	違約賠償金或罰款支出	191,824.76	44,745.63	191,824.76
Non-recurring losses	非常損失	22,704.14	2,031.97	22,704.14
Total	合計	987,625.06	1,063,324.87	987,625.06

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(XLIX) Income Tax Expenses

(五十) 每股收益

1、 基本每股收益

基本每股收益以歸屬於母公司普通股股東的合併淨利潤除以本公司發行在外普通股的加權平均數計算：

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Consolidated net profit attributable to ordinary shareholders of the Company	歸屬於母公司普通股股東的合併淨利潤	-769,028,641.27	50,910,673.32
Weighted average number of outstanding ordinary shares of the Company	本公司發行在外普通股的加權平均數	1,387,956,000.00	1,398,975,000.00
Basic earnings per share	基本每股收益	-0.55	0.04
Including: Basic earnings per share from continuing operations	其中O麻曜鬚퍅擱攓扵밑腷		

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(LI) Cash Flow Statement Items

(五十一) 現金流量表項目

1、 收到的其他與經營活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Business transaction amounts	往來款	7,197,544.46	65,952,045.71
Deposits	各項押金	16,829,219.37	28,868,509.15
Interest income	利息收入	26,692,348.66	37,434,373.82
Government grants	政府補助	7,257,994.91	29,187,567.23
Catering income	餐飲收入	8,324,828.98	7,491,050.99
Rental income	租賃收入	2,069,436.10	197,080.83
Waste income	廢品收入	73,844.10	166,312.42
Others	其他		10,077.35
Total	合計	68,445,216.58	169,307,017.50

2、 支付的其他與經營活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Out of pocket expenses	付現費用	66,804,863.87	66,189,654.86
Deposit, deposit	保證金、押金	16,656,346.24	39,167,468.20
Business transaction amounts	往來款	7,384,096.12	69,568,791.92
Others	其他	930,630.50	2,945,499.62
Total	合計	91,775,936.73	177,871,414.60

3、 收到的其他與投資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Withdrawal of futures margin	收回期貨保證金	6,570,339.00	
Total	合計	6,570,339.00	

(LI) Cash Flow Statement Items (Continued)
(五十一) 現金流量表項目(續)

4、支付的其他與投資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Net cash from disposal of subsidiaries	處置子公司現金淨額		5,911,229.73
Impairment loss of monetary funds	貨幣資金減值損失	808,234,759.31	
Total	合計	808,234,759.31	5,911,229.73

5、收到的其他與籌資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Borrowings from related parties	關聯方借款		200,000,000.00
Recovery of deposit	收回保證金	458,803,817.48	
Bills discounting	票據貼現	60,693,827.67	
Total	合計	519,497,645.15	200,000,000.00

6、支付的其他與籌資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Sale and leaseback payments	售後回租付款額	160,876,264.81	133,951,397.38
Lease fees	租賃費	21,078,867.67	19,221,613.13
Payment of shares repurchase	支付股份回購款	26,061,570.00	
Bills and borrowings deposits	票據、借款保證金	158,975,847.72	241,259,648.46
Total	合計	366,992,550.20	394,432,658.97

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V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(LII) Supplementary Information for Cash Flow Statement (Continued)

㈤十二現金流量表補充資料(續)

(Continued)

1、現金流量表補充資料(續)

Supplementary information	補充資料	Amount of the current period 本期金額	Amount of the previous period 上期金額
Convertible corporate bonds due within one year	一年內到期的可轉換公司債券		
Fixed assets under finance lease	融資租入固定資產		
3. Net changes in cash and cash equivalents	3、現金及現金等價物淨變動情況		
Closing balance of cash	現金的期末餘額	**144,732,805.91**	1,375,111,214.07
Less: Opening balance of cash	減：現金的期初餘額	**1,375,111,214.07**	1,289,981,009.01
Add: Closing balance of cash equivalents	加：現金等價物的期末餘額		
Less: Opening balance of cash equivalents	減：現金等價物的期初餘額		
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	**-1,230,378,408.16**	85,130,205.06

Information on Other: an increase of RMB 7,957,188.51 in share-based payments included in cost.

其他說明：股份支付計入成本費用金額調增7,957,188.51元。

(LIII) Assets with Restricted Ownership or Use Right
㈤十三)所有權或使用權受到限制的資產

Items	項目	Book value at the end of the period 期末賬面價值	Reasons for restriction 受限原因
Monetary funds	貨幣資金	187,723,176.09	Guarantees, mortgaged borrowings 保證金、質押借款
Fixed assets	固定資產	1,948,513,386.99	Mortgaged borrowings 質押借款
Intangible assets	無形資產	74,288,249.03	Mortgaged borrowings 質押借款
Total	合計	2,210,524,812.11	

㈤十四政府補助(續)

2、與收益相關的政府補助

五、合併財務報表項目註釋（續）

㈤十五)租賃

1、 作為承租人

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Interest expense on lease liabilities	租賃負債的利息費用	**11,501,508.20**	11,227,446.43
Short-term lease charges included in the cost of the related assets or in the current profit or loss using simplified treatment	計入相關資產成本或當期損益的簡化處理的短期租賃費用	**2,798,161.27**	2,798,161.27
Lease charges for low-value assets (other than short-term lease payments for low value assets) included in the cost of the related assets or in the current profit or loss using simplified treatment	計入相關資產成本或當期損益的簡化處理的低價值資產租賃費用（低價值資產的短期租賃費用除外）		
Variable lease payments not included in the measurement of lease liabilities included in the cost of the related assets or in the current profit or loss	計入相關資產成本或當期損益的未納入租賃負債計量的可變租賃付款額		
Including: Portion arising from sale and leaseback transactions	其中：售後租回交易產生部分		
Income from sublease of righ[ıT502BB2A515 Td[9tT1 1 Tf9.671 -0 TBC502B1}ıTJ/TT1 7e5T2A515 7Tj/o72 Tf0.490295±006A±006A			

六、合併範圍的變更

本期未發生合併範圍的變更。

七、在其他主體中的權益

(一) 在子公司中的權益

企業集團的構成

Name of subsidiary 子公司名稱	Major operation place 主要經營地	Registered in 註冊地	Business nature 業務性質	Category of legal person 法人類別	Paid-up capital (RMB10,000) 實收資本(萬元)	Percentage of shareholding (%) 持股比例(%)		Acquisition method 取得方式
						Direct 直接	Indirect 間接	

VII. EQUITY IN OTHER ENTITIES (Continued)

七、在其他主體中的權益（續）

(II) Equity in Joint Arrangements or Associates

（二）在合營安排或聯營企業中的權益

1、 重要的合營企業或聯營企業

Name of joint ventures or associates 合營企業或聯營企業名稱	Major operation place 主要經營地	Registered in 註冊地	Business nature 業務性質	Percentage of shareholding (%) 持股比例(%) Direct 直接	 Indirect 間接	Accounting for investments in joint ventures or associates 對合營企業或聯營企業投資的會計處理方法	Strategic to the Company's activities 對本公司活動是否具有戰略性
Yanggu Xiangyu Biological Technology Co., Ltd. 陽穀祥雨生物科技有限公司	Yanggu County, Liaocheng City, Shandong Province 山東省聊城市陽穀縣	Yanggu County, Liaocheng City, Shandong Province 山東省聊城市陽穀縣	Operation of organic fertilizers, microbial fertilizers, bio-fertilizers 有機肥、微肥、生物肥的經營	49.00		Equity method 權益法	Yes 是

VII. EQUITY IN OTHER ENTITIES (Continued)

七、在其他主體中的權益(續)

(II) Equity in Joint Arrangements or Associates (Continued)

(二) 在合營安排或聯營企業中的權益(續)

2、重要聯營企業的主要財務信息

		Balance at the end of the period/ amount of the current period 期末餘額／本期金額 Yanggu Xiangyu Biological Technology Co., Ltd. 陽穀祥雨生物科技有限公司	Balance at the end of last year/ amount of the previous period 上年年末餘額／上期金額 Yanggu Xiangyu Biological Technology Co., Ltd. 陽穀祥雨生物科技有限公司
Current assets	流動資產	10,493,222.27	63,680,628.35
Non-current assets	非流動資產	126,682,197.34	113,808,589.28
Total assets	資產合計	137,175,419.61	177,489,217.63
Current liabilities	流動負債	17,843,814.80	56,373,403.45
Non-current liabilities	非流動負債	2,975,416.67	3,168,416.67
Total liabilities	負債合計	20,819,231.47	59,541,820.12
Minority interests	少數股東權益		
Equity attributable to the shareholders of the Company	歸屬於母公司股東權益	116,356,188.14	117,947,397.51
Net assets share calculated as per shareholding ratio	按持股比例計算的淨資產份額	57,014,532.19	57,794,224.78
Adjustments	調整事項	2,826,702.45	5,275,675.40
— Others	一其他	2,826,702.45	5,275,675.40
Book value of equity investment in associates	對聯營企業權益投資的賬面價值	59,841,234.64	63,069,900.18
Operating revenue	營業收入	18,665,202.26	15,135,406.04
Net profit	淨利潤	-6,591,209.37	-2,237,034.46
Net profit from discontinued operations	終止經營的淨利潤		
Other comprehensive income	其他綜合收益		
Total comprehensive income	綜合收益總額	-6,591,209.37	-2,237,034.46
Dividends from associates at the current period	本期收到的來自聯營企業的股利		

VIII. RISKS RELATED TO FINANCIAL INSTRUMENTS

The Company is confronted with various financial risks during its operation, including credit risk, liquidity risk and market risk (including exchange rate risk, interest rate risk and other price risk). The financial risks and the risk management policies adopted by the Company to reduce the risks are as follows:

The Board is responsible for planning and establishing the Company's risk management framework, formulating the Company's risk management policies and related guidelines and overseeing the implementation of risk management measures. The Company has established risk management policies to identify and analyse the risks faced by the Company. These risk management policies specify specific risks, covering various aspects of market risks, credit risks and liquidity risk management. The Company regularly evaluates changes in market conditions and the Company's business activities to determine whether to update its risk management policies and systems. The Company's risk management is carried out by the Risk Management Committee in accordance with the policies approved by the Board. The Risk Management Committee identifies, evaluates and hedges relevant risks through close cooperation with other business units of the Company. The Company's internal audit department conducts regular audits of risk management controls and procedures and reports the results of these audits to the Company's Audit Committee.

The overall objective of the risk management in the Company is to formulate risk management policies to minimise the risks without unduly interfering the Company's competitiveness and resilience.

八、與金融工具相關的風險

本公司在經營過程中面臨各種金融風險：信用風險、流動性風險和市場風險(包括匯率風險、利率風險和其他價格風險)。上述金融風險以及本公司為降低這些風險所採取的風險管理政策如下所述：

董事會負責規劃並建立本公司的風險管理架構，制定本公司的風險管理政策和相關指引並監督風險管理措施的執行情況。本公司已制定風險管理政策以識別和分析本公司所面臨的風險，這些風險管理政策對特定風險進行了明確規定，涵蓋了市場風險、信用風險和流動性風險管理等諸多方面。本公司定期評估市場環境及本公司經營活動的變化以決定是否對風險管理政策及系統進行更新。本公司的風險管理由風險管理委員會按照董事會批准的政策開展。風險管理委員會通過與本公司其他業務部門的緊密合作來識別、評價和規避相關風險。本公司內部審計部門就風險管理控制及程序進行定期的審核，並將審核結果上報本公司的審計委員會。

本公司風險管理的總體目標是在不過度影響公司競爭力和應變力的情況下，制定盡可能降低風險的風險管理政策。

VIII. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)

(I) Credit risk

Credit risk refers to the risk of financial loss to the Company due to the failure of the counterparty to fulfill its contractual obligations.

The Company's credit risk mainly arose from the monetary funds, bills receivable, trade receivable, other receivable and financial guarantee contract. At the balance sheet date, the carrying amount of the financial assets of the Company represents its maximum exposure to credit risk.

As at the end of the reporting period, except for those placed in GMK Finance Co., Ltd., the Company's monetary funds presented in the financial statements are mainly deposits placed in state-owned and other large and middle listed banks with higher credit rates. The Company is of view that they are free from significant credit risks and is unlikely to incur significant losses due to banks' defaults. As of the reporting date, the Company has provided full impairment loss for its monetary funds placed in GMK Finance Co., Ltd., the main reason is that GMK Finance Co., Ltd. is insolvent and the Company is unlikely to recover its monetary funds.

The Company ensures that the Company's overall credit risk is within control through quarterly monitoring of existing customers' credit ratings and monthly review of trade receivable aging analysis. When monitoring the customer's credit risk, we group them according to their credit characteristics. Customers rated as "high-risk" will be placed on the list of restricted customers, and the Company can only sell them on the premise of additional approval, otherwise they must be required to pay the relevant amounts in advance.

八、與金融工具相關的風險(續)

(一) 信用風險

信用風險是指交易對手未能履行合同義務而導致本公司發生財務損失的風險。

本公司信用風險主要產生於貨幣資金、應收票據、應收賬款、其他應收款和財務擔保合同等。於資產負債表日，本公司金融資產的賬面價值已代表其最大信用風險敞口。

本公司期末財務報表列示貨幣資金除存放新鳳祥財務公司部分外，主要為存放於聲譽良好並擁有較高信用評級的國有銀行和其他大中型上市銀行的銀行存款，本公司認為其不存在重大的信用風險，幾乎不會產生因銀行違約而導致的重大損失。截止本報告日，公司存放新鳳祥財務公司的貨幣資金，因新鳳祥財務公司已喪失兌付能力，公司貨幣資金的回收率極低，故已經按照100%計提減值準備。

公司通過對已有客戶信用評級的季度監控以及應收賬款賬齡分析的月度審核來確保公司的整體信用風險在可控的範圍內。在監控客戶的信用風險時，按照客戶的信用特徵對其分組。被評為「高風險」級別的客戶會放在受限制客戶名單裏，並且只有在額外批准的前提下，公司才可在未來期間內對其賒銷，否則必須要求其提前支付相應款項。

八、與金融工具相關的風險(續)

(二) 流動性風險

流動性風險是指企業在履行以交付現金或其他金融資產的方式結算的義務時發生資金短缺的風險。

本公司的政策是確保擁有充足的現金以償還到期債務。流動性風險由本公司的財務部門集中控制。財務部門通過監控現金餘額、可隨時變現的有價證券以及對未來12個月現金流量的滾動預測，確保公司在所有合理預測的情況下擁有充足的資金償還債務。同時持續監控公司是否符合借款協議的規定，從主要金融機構獲得提供足夠備用資金的承諾，以滿足短期和長期的資金需求。

本公司各項金融負債以未折現的合同現金流量按到期日列示如下：

		Balance at the end of the period 期末餘額					
Items	項目	Immediate repayment 即時償還	Within 1 year 1年以內	1-2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total 合計
Bills payable	應付票據		70,000,000.00				70,000,000.00
Short-term borrowings	短期借款		1,149,254,674.50				1,149,254,674.50
Trade payable	應付賬款		454,943,148.32				454,943,148.32
Other payable	其他應付款		228,506,878.96				228,506,878.96
Long-term borrowings	長期借款		63,206,219.74	158,035,716.07	105,748,945.92		326,990,881.73
Long-term payable	長期應付款						

VIII. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)

八、與金融工具相關的風險(續)

(二) 流動性風險(續)

Items	項目	Balance at the end of last year 上年年末餘額				
		Immediate repayment 即時償還	Within 1 year 1年以內	1-2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total 合計
Bills payable	應付票據		46,606,601.35				46,606,601.35
Short-term borrowings	短期借款		1,731,044,138.88				1,731,044,138.88
Trade payable	應付賬款		440,387,243.15	8,456,372.43			448,843,615.58
Other payable	其他應付款		230,351,136.38	6,152,904.33			236,504,040.71
Long-term borrowings	長期借款		46,788,972.28	64,866,536.80	454,596,124.28		566,251,633.36
Long-term payable	長期應付款		95,380,993.50	72,407,837.23	61,368,328.28		229,157,159.01
Lease liabilities	租賃負債		15,439,748.07	15,029,160.57	45,343,182.70	405,317,982.73	481,130,074.07
Total	合計		2,605,998,833.61	166,912,811.36	561,307,635.26	405,317,982.73	3,739,537,262.96

VIII. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)

(III) Market risk

Market risk of financial instruments is the risk of fluctuation in the fair value of financial instruments or future cash flow arising from changes in market price. Market risk includes exchange rate risk, interest rate risk and other price risk.

Interest rate risk is the risk of fluctuation in the fair value of financial instruments or future cash flow arising from changes in market interest rate.

The Company's interest rate risk mainly arises from bank borrowings. Interest-bearing financial instruments with fixed and floating interest rates expose the Company to fair value interest rate risk and cash flow interest rate risk respectively.

As at 31 December 2022, if the interest rates of borrowings with floating interest rates increased or decreased by 100 basis points with all other variables held constant, the Company's net profit will decrease or increase by RMB5,524,963.33 (31 December 2021: RMB4,951,120.00). The management is of the view that exchange

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VIII. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)

八、與金融工具相關的風險(續)

(III) Market risk (Continued)

(三) 市場風險(續)

(Continued)

2、匯率風險(續)

The Company's exposure to exchange rate risk arises mainly from financial assets and financial liabilities denominated in US$. The amounts of foreign currency financial assets and foreign currency financial liabilities translated into RMB are shown below:

本公司面臨的匯率風險主要來源於以美元計價的金融資產和金融負債，外幣金融資產和外幣金融負債折算成人民幣的金額列示如下：

		Balance at the end of the period 期末餘額			Balance at the end of last year 上年年末餘額		
Items	項目	US$ 美元	Other foreign currencies 其他外幣	Total 合計	US$ 美元	Other foreign currencies 其他外幣	Total 合計
Monetary funds	貨幣資金	5,479,399.47	640,442.71	6,119,842.18	13,242,059.85	16,348,728.75	29,590,788.60
Trade receivable	應收賬款	67,797,501.07		67,797,501.07	102,801,042.82		102,801,042.82
Prepayments	預付款項	12,146.20	222,408.88	234,555.08		73,397.17	73,397.17
Trade payable	應付賬款	3,546,018.64	2,555,065.19	6,101,083.83	7,049,039.21	280,840.69	7,329,879.90
Total	合計	69,743,208.10	-1,692,213.60	68,050,814.50	108,994,063.46	16,141,285.23	125,135,348.69

As at 31 December 2022, with all other variables unchanged, if the RMB appreciates or depreciates by 1% against the US$, the Company's net profit will increase or decrease by RMB697,430.28 (31 December 2021: RMB1,398,533.00). Management believes that 1% reasonably reflects the reasonable range of changes that may occur between the RMB and the US$ in the coming year.

於2022年12月31日，在所有其他變量保持不變的情況下，如果人民幣對美元升值或貶值1%，則公司將增加或減少淨利 潤697,430.28元(2021年12月31日：1,398,533.00元)。管理層認為1%合理反映了下一年度人民幣對美元可能發生變動的合理範圍。

IX. DISCLOSURE OF FAIR VALUE

The inputs used for fair value measurement are divided into three levels:

Level 1 input is the unadjusted quotation of the same asset or liability that is available on the measurement day in the active market.

Level 2 input is the input that can be observed directly or indirectly of the relevant asset or liability other than those in level 1.

Level 3 input is the unobservable input of the relevant asset or liability.

The level of the fair value measurement is determined by the lowest level of the input which is of great significance to the whole of the fair value measurement.

九、公允價值的披露

公允價值計量所使用的輸入值劃分為三個層次：

第一層次輸入值是在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價。

第二層次輸入值是除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值。

第三層次輸入值是相關資產或負債的不可觀察輸入值。

公允價值計量結果所屬的層次，由對公允價值計量整體而言具有重要意義的輸入值所屬的最低層次決定。

九、公允價值的披露(續)

(一) 持續和非持續第三層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息

Items 項目	Fair value at the end of the current period 期末公允價值	Valuation techniques 估值技術	Unobservable inputs 不可觀察輸入值	Relations between key unobservable inputs and fair value measurement 關鍵不可觀察輸入值與公允值計量之間的相互關係
Broiler eggs	28,990,300.00	Cost method (The valuation is determined by deducting the sales expenses, all taxes and certain product sales profits from the selling price.)		

十、關聯方及關聯交易

(一) 本公司的控股股東情況

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十、關聯方及關聯交易(續)

(IV) Information on other related parties

(四) 其他關聯方情況

Name of other related parties 其他關聯方名稱	Relationship between other related party and the Company 其他關聯方與本公司的關係
Liaocheng Aode Energy Co., Ltd. (聊城奧德能源有限公司)	Other enterprises controlled by the same ultimate controlling party
聊城奧德能源有限公司	曾受同一最終控制方控制的其他企業
Shandong Fengxiang Supermarket Co., Ltd. (山東鳳祥超市有限公司)	Other enterprises controlled by the same ultimate controlling party
山東鳳祥超市有限公司	曾受同一最終控制方控制的其他企業
GMK Finance Co., Ltd. (新鳳祥財務有限公司)	Other enterprises controlled by the same ultimate controlling party
新鳳祥財務有限公司	曾受同一最終控制方控制的其他企業
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司)	Investing party of the Company
新鳳祥控股集團有限責任公司	曾為本公司的投資方
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	Other enterprises controlled by the same ultimate controlling party
陽穀祥光銅業有限公司	曾受同一最終控制方控制的其他企業
Zhongke Fengxiang Biotechnology Co., Ltd. (中科鳳祥生物工程股份有限公司)	Other enterprises controlled by the same ultimate controlling party
中科鳳祥生物工程股份有限公司	曾受同一最終控制方控制的其他企業
Shandong Xiangyu Information Technology Co., Ltd. (山東祥宇信息技術有限責任公司)	Other enterprises controlled by the same ultimate controlling party
山東祥宇信息技術有限責任公司	曾受同一最終控制方控制的其他企業
Luxinan Hospital Co., Ltd. (魯西南醫院有限公司)	Other enterprises controlled by the same ultimate controlling party
魯西南醫院有限公司	曾受同一最終控制方控制的其他企業
Qingdao Xiangguang Logistics Co., Ltd. (青島祥光物流有限公司)	Other enterprises controlled by the same ultimate controlling party
青島祥光物流有限公司	曾受同一最終控制方控制的其他企業
Yanggu Ping Anyeguo Agricultural Technology Co., Ltd. (陽穀蘋安耶果農業科技有限公司)	Other enterprises controlled by the same ultimate controlling party
陽穀蘋安耶果農業科技有限公司	曾受同一最終控制方控制的其他企業
Yanggu Xiangqi Biomass Power Generation Co., Ltd (陽穀縣祥琦生物質發電有限公司)	Other enterprises controlled by the same ultimate controlling party
陽谷縣祥琦生物質發電有限公司	曾受同一最終控制方控制的其他企業
Shandong Xiangrui Metal Technology Co., Ltd (山東省祥瑞金屬科技有限公司)	Other enterprises controlled by the same ultimate controlling party
山東省祥瑞金屬科技有限公司	曾受同一最終控制方控制的其他企業

Other information: enterprises listed above are related parties to the Company as at 20 December 2022.

其他說明：上表所列企業截止2022年12月20日之前，為本公司的關聯方。

(五) 關聯交易情況

1、 購銷商品、提供和接受勞務的關聯交易

採購商品／接受勞務情況表

Related party 關聯方	Content of related party transactions 關聯交易內容	Amount of the current period 本期金額	Amount of the previous period 上期金額
Liaocheng Aode Energy Co., Ltd. (聊城奧德能源有限公司) 聊城奧德能源有限公司	Purchase of natural gas 採購天然氣	**76,673,578.85**	71,987,312.31
Qingdao Xiangguang Logistics Co., Ltd. (青島祥光物流有限公司) 青島祥光物流有限公司	Settlement of logistics service fees 結算物流費	**15,630,073.35**	1,508,576.14
Shandong Xiangyu Information Technology Co., Ltd. (山東祥宇信息技術有限責任公司) 山東祥宇信息技術有限責任公司	Settlement of service fees 結算服務費	**200,000.00**	2,461,410.68
Zhongke Fengxiang Biotechnology Co., Ltd. (中科鳳祥生物工程股份有限公司) 中科鳳祥生物工程股份有限公司	Purchase of raw materials, etc. 購進原材料等	**1,403,507.59**	3,370,766.19
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司) 新鳳祥控股集團有限責任公司	Settlement of service fees 結算服務費		4,994,830.41
Shandong Fengxiang Supermarket Co., Ltd. (山東鳳祥超市有限公司) 山東鳳祥超市有限公司	Purchase of turnover materials, purchase cards, etc. 購進周轉材料、購物卡等	**648,727.35**	723,824.11
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司) 新鳳祥控股集團有限責任公司	Car Rental expenses 租車費用	**279,536.77**	86,970.98
Luxinan Hospital Co., Ltd. 魯西南醫院有限公司	Settlement of service fees 結算服務費	**1,812,000.00**	

(五) 關聯交易情況(續)

1、 購銷商品、提供和接受勞務的關聯交易(續)

出售商品／提供勞務情況表

Related party 關聯方	Content of related party transactions 關聯交易內容	Amount of the current period 本期金額	Amount of the previous period 上期金額
Shandong Fengxiang Supermarket Co., Ltd. (山東鳳祥超市有限公司) 山東鳳祥超市有限公司	Sales of goods 銷售商品	**5,586,244.18**	5,937,358.59
Zhongke Fengxiang Biotechnology Co., Ltd. (中科鳳祥生物工程股份有限公司) 中科鳳祥生物工程股份有限公司	Sales of goods 銷售商品	**4,997,930.05**	5,132,987.69
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司) 陽穀祥光銅業有限公司	Sales of goods 銷售商品	**227,795.74**	301,977.26
GMK Finance Co., Ltd. (新鳳祥財務有限公司) 新鳳祥財務有限公司	Sales of goods 銷售商品		21,567.43
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司) 新鳳祥控股集團有限責任公司	Sales of goods 銷售商品	**50,221.11**	86,970.98
Luxinan Hospital Co., Ltd. 魯西南醫院有限公司	Sales of goods 銷售商品	**14,447.02**	
Yanggu Xiangqi Biomass Power Generation Co., Ltd. 陽穀縣祥琦生物質發電有限公司	Sales of goods 銷售商品	**64,680.00**	
Yanggu Xiangyu Biological Technology Co., Ltd.			

十、關聯方及關聯交易（續）

(五) 關聯交易情況（續）

2、 關聯租賃情況

本公司作為出租方：

Name of the lessee 承租方名稱	Type of leased assets 租賃資產種類	Income recognised from leasing for the period 本期確認的租賃收入	Income recognised from leasing for the previous period 上期確認的租賃收入
Zhongke Fengxiang Biotechnology Co., Ltd. (中科鳳祥生物工程股份有限公司) 中科鳳祥生物工程股份有限公司	Housing equipment 房屋設備	11,429.44	14,092.12

本公司作為承租方：

Name of the lessor	Type of leased assets	Amount of the current period 本期金額				Amount of the previous period 上期金額			
		Rental expenses of short-term lease under simplified approach and low-value assets and variable lease payments that are not included in the measurement of lease liabilities	Rental expenses paid	Increased right-of-use assets	Interest expenses on lease for the period	Rental expenses of short-term lease under simplified approach and low-value assets and variable lease payments that are not included in the measurement of lease liabilities	Rental expenses paid	Increased right-of-use assets	Interest expenses on lease for the period

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十、關聯方及關聯交易(續)

(V) Related party transactions (Continued)

(五) 關聯交易情況(續)

(Continued)

3、 關聯擔保情況(續)

The Company as a guaranteed party:

本公司作為被擔保方：

Guarantor	擔保方	Guarantee amount 擔保金額	Commencement date of guarantee 擔保起始日	Expiry date of guarantee 擔保到期日	Whether or not the guarantee is fully performed 擔保是否已經履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	52,000,000.00	2019/12/26	2022/12/26	Yes 已履行完畢
GMK Finance Co., Ltd. (新鳳祥財務有限公司)	新鳳祥財務有限公司	52,000,000.00	2019/12/26	2022/12/26	Yes 已履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	250,000,000.00	2021/1/6	2022/1/5	Yes 已履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	10,000,000.00	2021/1/27	2022/1/26	Yes 已履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	50,000,000.00	2021/3/17	2022/3/16	Yes 已履行完畢
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司	534,976,900.00	2021/4/20	2022/4/19	Yes 已履行完畢
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司)	新鳳祥控股集團有限責任公司	200,000,000.00	2021/4/27	2022/5/7	Yes 已履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	100,000,000.00	2021/6/2	2022/6/2	Yes 已履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	100,000,000.00	2021/6/21	2022/6/21	Yes 已履行完畢
Shandong Fengxiang (Group) Co., Ltd.	山東(鳳祥)集團有限責任公司	100,000,000.00	2021/6/21	2022/6/21	Yes 已履行完畢
Shandong Fengxiang (Group) Co., Ltd.	山東(鳳祥)集團有限責任公司	35,000,000.00	2021/9/7	2022/6/24	Yes 已履行完畢
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司	320,400,000.00	2021/9/9	2022/9/8	Yes 已履行完畢
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司	240,000,000.00	2021/9/28	2022/9/27	Yes 已履行完畢
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司	240,000,000.00	2021/9/28	2022/9/27	Yes 已履行完畢
Shandong Xiangrui Metal Technology Co., Ltd.	山東省祥瑞金屬科技有限公司	49,000,000.00	2021/12/24	2022/12/15	Yes 已履行完畢
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司)	新鳳祥控股集團有限責任公司	50,000,000.00	2021/12/29	2022/5/13	Yes 已履行完畢
GMK Finance Co., Ltd. (新鳳祥財務有限公司)	新鳳祥財務有限公司	50,000,000.00	2021/12/29	2022/5/13	Yes 已履行完畢

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十、關聯方及關聯交易（續）

(V) Related party transactions (Continued)

（五）關聯交易情況（續）

(Continued)

3、關聯擔保情況（續）

The Company as a guaranteed party: (Continued)

本公司作為被擔保方：（續）

Guarantor	擔保方	Guarantee amount 擔保金額	Commencement date of guarantee 擔保起始日	Expiry date of guarantee 擔保到期日	Whether or not the guarantee is fully performed 擔保是否已經履行完畢
Yanggu Xiangyu Biological Technology Co., Ltd.	陽穀祥雨生物科技有限公司	68,768,700.00	2020/2/2	2026/8/1	No 未履行完畢
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司	100,000,000.00	2021/4/29	2024/4/28	No 未履行完畢
Shandong Xiangrui Metal Technology Co., Ltd.	山東省祥瑞金屬科技有限公司	360,450,000.00	2021/9/8	2024/9/7	No 未履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	50,000.000.00	2021/9/9	2024/9/30	No 未履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	100,000,000.00	2021/9/17	2024/9/27	No 未履行完畢
GMK Finance Co., Ltd. (新鳳祥財務有限公司)	新鳳祥財務有限公司	100,000,000.00	2021/9/17	2024/9/27	No 未履行完畢
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司	100,000,000.00	2021/9/17	2024/9/27	No 未履行完畢
Xiangrui International Holding Group Co., Ltd.	祥瑞國際控股集團有限公司	240,000,000.00	2021/9/28	2023/9/25	No 未履行完畢
Luxinan Hospital Co., Ltd.	魯西南醫院有限公司	240,000,000.00	2021/9/28	2023/9/25	No 未履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	49,994,000.00	2022/3/17	2023/3/2	No 未履行完畢
GMK Holdings Group Co., Ltd. (新鳳祥控股集團有限責任公司)	新鳳祥控股集團有限責任公司	200,000,000.00	2022/4/27	2023/4/27	No 未履行完畢
Shandong Fengxiang (Group) Co., Ltd.	山東鳳祥(集團)有限責任公司	100,000,000.00	2022/7/7	2023/7/5	No 未履行完畢
Shandong Xiangguang Group Co., Ltd.	山東祥光集團有限公司	100,000,000.00	2022/7/7	2023/7/5	No 未履行完畢

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

(V) Related party transactions (Continued)

(1) Remuneration of the Directors, Supervisors and Chief Executive Officer and Directors' interests

Remuneration of the Directors, Supervisors and Chief Executive Officer

Remuneration of each Director, Supervisor and Chief Executive Officer for the year ended 2022 is as follows:

Name	Date of appointment	Date of resignation	Fees	Remuneration	Benefit plan (social security provident fund)	Share-based compensation	Total
					福利計劃	股份支付	
	姓名	委任日期	離任日期	袍金	薪酬	(社保公積金)	的薪酬	合計
Director — Liu Zhiguang 董事一劉志光	2010/12/6	2023/1/18					
Director — Xiao Dongsheng 董事一肖東生	2018/11/1			2,000,000.00	84,655.80	1,956,157.65	4,040,813.45
Director — Shi Lei 董事一石磊	2022/5/31			1,333,333.00	33,696.00	342,430.84	1,709,459.84
Director — Zhou Jinying 董事一周勁鷹	2022/5/31	2023/1/18		1,551,000.00	37,152.00	63,438.97	1,651,590.97
Independent Director — Guo Tianyong 獨立董事一郭田勇	2019/8/8	2023/1/18	267,981.00				267,981.00
Independent Director — Zhao Yinglin 獨立董事一趙迎琳	2021/5/28		267,981.00				267,981.00
Independent Director — Chung Wai Man 獨立董事一鍾偉文	2019/8/8		267,981.00				267,981.00
Supervisor — Lian Xianmin 監事一廉憲敏	2019/9/16	2023/1/18		360,000.00	32,409.60	201,833.42	594,243.02

Note: There were no bonuses and discretionary bonuses for Directors, Supervisors and Chief Executive Officer for the current period.

There was no arrangement under which a director waived or agreed to waive any remuneration for the two years ended 2021 and 2022.

十、關聯方及關聯交易(續)

(五) 關聯交易情況(續)

4、關鍵管理人員薪酬

(1) 董事、監事和執行總裁薪酬及董事權益

董事、監事和執行總裁薪酬

2022年度每位董事、監事和執行總裁的薪酬如下：

註：本期董事、監事和執行總裁無獎金及酌情獎金。

截至2021年及2022年止兩個年度並無任何董事放棄或同意放棄任何薪酬的安排。

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

(V) Related party transactions (Continued)

(Continued)

(1) Remuneration of the Directors, Supervisors and Chief Executive Officer and Directors' interests (Continued)

Remuneration of the Directors, Supervisors and Chief Executive Officer (Continued)

Remuneration of each Director, Supervisor and Chief Executive Officer for the year 2021 is as follows:

十、關聯方及關聯交易(續)

(五) 關聯交易情況(續)

4、 關鍵管理人員薪酬(續)

(1) 董事、監事和執行總裁薪酬及董事權益董事、監事和執行總裁薪酬(續)

董事、監事和執行總裁薪酬(續)

2021年度每位董事、監事和執行總裁的薪酬如下：

Name	姓名	Date of appointment 委任日期	Date of resignation 離任日期	Fees 袍金	Remuneration 薪酬	Benefit plan (social security provident fund) 福利計劃(社保公積金)	Share-based compensation 股份支付的薪酬	Total 合計
Director — Liu Zhiguang	董事一劉志光	2010/12/6	2023/1/18					
Director — Xiao Dongsheng	董事一肖東生	2018/11/1			1,200,000.00	79,622.00	186,432.89	1,466,054.89
Director — Wang Jinsheng	董事一王進聖	2013/10/15	2022/3/31		1,767,837.00	37,152.00	124,288.59	1,929,277.59
Director — Ow Weng Cheong	董事一區永昌	2018/11/1	2022/3/31		413,634.00	550.00	124,288.59	538,472.59
Independent Director — Guo Tianyong	獨立董事一郭田勇	2019/8/8	2023/1/18	245,280.00				245,280.00
Independent Director — Zhang Ye	獨立董事一張曄	2019/8/8	2021/5/28	100,221.94				100,221.94
Independent Director — Chung Wai Man	獨立董事一鍾偉文	2019/8/8		245,280.00				245,280.00
Independent Director — Zhao Yinglin	獨立董事一趙迎琳	2021/5/28		145,717.42				145,717.42
Supervisor — Lian Xianmin	監事一廉憲敏	2019/9/16	2023/1/18		350,000.00	31,000.00	31,072.15	412,072.15

（五）關聯交易情況（續）

4、關鍵管理人員薪酬（續）

(2) 薪酬最高的前五位

截止2022年12月31日，五名最高薪酬員工（包括3名董事（2021年：3名））的薪酬詳情見上文附註十（五）。截止2022年12月31日，其餘兩名（2021年：2名）非董事或主要行政人員的薪酬如下：

		2022 2022年度	2021 2021年度
Basic salary, housing subsidy and other subsidies	基本工資、住房補貼以及其他補貼	2,529,311.12	2,395,715.56
Bonus	獎金		
Pension plan contributions	養老金計劃供款	71,208.00	111,456.00
Share-based payment	股份支付	203,737.51	201,968.96
Total	合計	2,804,2675917.670GS0 gs/TT0 1 Tf02. ISQq 1 0	2021
		2022年度	2021年度

(五) 關聯交易情況(續)

5、其他關聯交易

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Interest income:	利息收入：		
GMK Finance Co., Ltd. (新鳳祥財務有限公司)	新鳳祥財務有限公司	**26,539,298.35**	26,761,295.51
Interest expenses:	利息支出：		
Shandong Fengxiang (Group) Co., Ltd. (山東鳳祥(集團)有限責任公司)	山東鳳祥(集團)有限責任公司	**1,818,055.56**	3,850,000.00
GMK Finance Co., Ltd. (新鳳祥財務有限公司)	新鳳祥財務有限公司		883,188.90
Acquisition of fixed assets:	收購固定資產：		
Yanggu Xiangguang Copper Co., Ltd. (陽穀祥光銅業有限公司)	陽穀祥光銅業有限公司		23,125,900.00

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十、關聯方及關聯交易(續)

(VI) Receivables from and payables to related parties (Continued)

(六) 關聯方應收應付款項(續)

2、 應付項目

Items	項目名稱	Related parties 關聯方	Book balance at the end of the period 期末賬面餘額	Book balance at the end of last year 上年年末賬面餘額
Trade payable	應付賬款	Liaocheng Aode Energy Co., Ltd. 聊城奧德能源有限公司		8,659.75

(VII) Commitment of related parties

(七) 關聯方承諾

Nil

無

X. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十、關聯方及關聯交易(續)

(VIII) Centralised management of funds

(八) 資金集中管理

1、本公司歸集至集團的資金

Funds deposited directly into the finance company by the Company without being deposited into the parent account of the Group

本公司未歸集至集團母公司賬戶而直接存入財務公司的資金

Items	項目名稱	Balance at the end of the period 期末餘額		Balance at the end of last year 上年年末餘額	
		Book balance 賬面餘額	Bad debt provision 壞賬準備	Book balance 賬面餘額	Bad debt provision 壞賬準備
Monetary funds	貨幣資金	808,234,759.31	808,234,759.31	1,041,438,054.10	
Total	合計	808,234,759.31	808,234,759.31	1,041,438,054.10	
Including: Funds restricted due to centralised fund management	其中：因資金集中管理支取受限的資金	808,234,759.31	808,234,759.31		

2、本公司從集團母公司或成員單位拆借的資金

Items	項目名稱	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Long-term borrowings	長期借款		200,000,000.00
Total	合計		200,000,000.00

XI. SHARE-BASED PAYMENT

(I) Share-based payment

XI. SHARE-BASED PAYMENT

(II) Equity-settled share-based payment

2020 Share Award Scheme: As considered and approved at general meeting of the Company on 4 June 2020, the Company adopted the share award scheme from 26 June 2020. Pursuant to the share award scheme, the Board of the Company is authorised to grant the shares of the Company to 18 senior management members and other employees for nil consideration. Shares repurchased are granted to rewarded employees in four phases, in which 40% of the total amount was granted on 30 September 2020 (first phase), 20% of the total amount was granted on 30 June 2021 (second phase), 20% of the total amount will be granted on 30 June 2022 (third phase) and 20% of the total amount will be granted on 30 June 2023 (fourth phase).

2021 Share Award Scheme: As considered and approved at general meeting of the Company on 4 June 2020, the Company adopted the share award scheme from 10 December 2021. Pursuant to the share award scheme, the Company is proposed to repurchase 26,097,600 H shares, 23,487,800 H shares would be granted to 63 employees in 3 batches, in which one third of the total amount will be granted on 30 April 2023 (first phase), one third of the total amount will be granted on 30 April 2024 (second phase), one third of the total amount will be granted on 30 April 2025 (third phase). The 2,609,800 H shares would be reserved for granting to newly recruited senior marketing staff, senior marketing department management, and core R&D staff.

One share option shall entitle the grantee to subscribe 1 ordinary share of the Company.

(III) Cash-settled share-based payments

Nil

(IV) Modification and termination of share-based payments

Nil

十一、股份支付

(二) 以權益結算的股份支付情況

2020年股份獎勵計劃：經本公司股東大會2020年6月4日審議批准，本公司於2020年6月26日起實行一項股份獎勵計劃。據此，本公司董事會獲授權授予本公司18名高級管理人員及其他職工無需支付對價即可獲得本公司股票。回購股份分四期授與被獎勵人員，第一期於2020年9月30日授予總額的40%，第二期於2021年6月30日授予總額的20%，第三期於2022年6月30日授予總額的20%，第四期於2023年6月30日授予總額的20%。

2021年股份獎勵計劃：經本公司股東大會2020年6月4日審議批准，本公司於2021年12月10日起實行一項股份獎勵計劃。據此，本公司擬回購2,609.76萬股H股，並將其中2,348.78萬股H股，分3期授予63名僱員，第一期於2023年4月30日授予總額的三分之一，第二期於2024年4月30日授予總額的三分之一，第三期於2025年4月30日授予總額的三分之一。預留260.98萬股，將用於授予

十二 承諾及或有事項

(一) 重要承諾事項

本期無需要披露的重要的承諾事項。

(二) 或有事項

本期無需要披露的重要的或有事項。

十三 資產負債表日後事項

(一) 重要的非調整事項

因公眾股比例低於15%，公司已於2023年2月2日在香港聯交所停牌交易，根據香港聯交所《上市規則》，上市公司如果連續停牌18個月，可能面臨除牌的風險。

(二) 其他資產負債表日後事項說明

無

十四 資本管理

本集團資本管理的主要目標為確保其維持良好的信貸評級及穩健的資本比率以支持其業務及最大化股東價值，於資產負債表日經調整的負債／資本比率如下：

XV. OTHER SIGNIFICANT EVENTS

十五 其他重要事項

(I) Auditor's remuneration

(一) 核數師薪酬

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Auditor's remuneration	核數師薪酬	2,150,000.00	2,300,000.00

(II) Segment information

(二) 分部信息

1、 報告分部的確定依據與會計政策

Each of the Company's reporting segments provides different products or services or engages in operating activities in different geographic areas. As each segment requires different technologies or market strategies, the Company's management separately manages the operating activities of each reporting segment and regularly evaluates the operating results of these reporting segments to determine the allocation of resources and to evaluate their performance.

本公司的各個報告分部分別提供不同的產品或服務，或在不同地區從事經營活動。由於每個分部需要不同的技術或市場策略，本公司管理層分別單獨管理各個報告分部的經營活動，定期評價這些報告分部的經營成果，以決定向其分配資源及評價其業績。

Intersegment transfer prices are determined on the basis of actual transaction prices. Expenses indirectly attributable to each segment are allocated between segments in proportion to revenue. Assets are allocated based on the operations of the segment and the location of the assets. Segment liabilities include liabilities attributable to the segment arising from its operating activities. If expenses related to liabilities shared by multiple operating segments are allocated to those operating segments, the jointly assumed liabilities are also allocated to these operating segments.

分部間轉移價格按照實際交易價格為基礎確定，間接歸屬於各分部的費用按照收入比例在分部之間進行分配。資產根據分部的經營以及資產的所在位置進行分配，分部負債包括分部經營活動形成的可歸屬於該分部的負債。如果多個經營分部共同承擔的負債相關的費用分配給這些經營分部，該共同承擔的負債也分配給這些經營分部。

(II) Segment information (Continued)
(二) 分部信息

2、 報告分部的財務信息

Items	項目	Raw chicken meat products 生雞肉製品	Processed chicken meat products 深加工雞肉製品	Chicken breeds 雞苗	Other 其他	Elimination 分部間抵銷	Total 合計
Revenue from external transactions	對外交易收入	2,500,558,599.75	2,371,086,929.83	53,619,103.49	160,525,451.22		5,085,790,084.29
Revenue from inter-segment transactions	分部間交易收入	4,286,286,843.79	213,027,589.28		30,615,843.40	-4,529,930,276.47	
Income on investments in associates and joint ventures	對聯營和合營企業的投資收益				-3,229,692.59		-3,229,692.59
Credit impairment loss	信用減值損失	-398,679,328.07	-378,036,869.07	-8,548,821.11	-25,593,552.99		-810,858,571.24
Asset impairment loss	資產減值損失	-3,920,845.18	-16,076.73				-3,936,921.91
Depreciation and amortisation expense	折舊費和攤銷費	128,483,721.65	121,831,207.29	2,755,057.20	8,248,120.00		261,318,106.13
Total profit (total loss)	利潤總額(虧損總額)	-539,974,042.20	84,457,738.11	-33,478,340.84	-278,251,884.71	-1,010,625.51	-768,257,155.15
Income tax expenses	所得稅費用		-28,719.61		800,205.73		771,486.12
Net profit (net loss)	淨利潤(淨虧損)	-539,974,042.20	84,486,457.72	-33,478,340.84	-279,052,090.44	-1,010,625.51	-769,028,641.27
Total assets	資產總額	3,968,067,810.01	3,762,612,770.57	85,086,683.66	254,733,432.66	-2,842,166,728.37	5,228,333,968.53
Total liabilities	負債總額	2,104,308,596.73	1,995,353,602.40	45,122,374.03	135,087,850.78	-1,663,513,108.29	2,616,359,315.65
Other important non-cash items	其他重要的非現金項目						
Non-cash expenses other than depreciation and amortisation expense	折舊費和攤銷費以外的非現金費用						
Long-term equity investments in associates and joint ventures	對聯營和合營企業的長期股權投資				59,841,234.64		59,841,234.64
The amounts of increase of non-current assets other than long-term equity investments	長期股權投資以外的非流動資產增加額	38,528,556.60	36,533,659.72	826,162.07	2,491,864.62		78,380,243.01

XVI. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY

十六 母公司財務報表主要項目註釋

(I) Bills receivables

(一) 應收票據

1、 應收票據分類列示

Item	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Bank acceptances	銀行承兌匯票	100,000,000.00	340,000,000.00
Commercial acceptances	商業承兌匯票		102,000,000.00
Total	合計	100,000,000.00	442,000,000.00

2、 期末公司已背書或貼現且在資產負債表日尚未到期的應收票據

Item	項目	Amount not derecognized at the end of the period 期末未終止確認金額
Bank acceptances	銀行承兌匯票	100,000,000.00
Total	合計	100,000,000.00

(II) Trade receivable

(二) 應收賬款

1、 應收賬款按賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	861,890,833.16	535,573,320.38
1 to 2 years	1至2年		
2 to 3 years	2至3年		
3 to 4 years	3至4年		
4 to 5 years	4至5年		
Over 5 years	5年以上		
Subtotal	小計	861,890,833.16	535,573,320.38
Less: Bad debt provision	減：壞賬準備	122,173.66	
Total	合計	861,768,659.50	535,573,320.38

(二) 應收賬款(續)

2、 應收賬款按壞賬計提方法分類披露

Category 類別	Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
	Book balance 賬面餘額		Bad debt provision 壞賬準備			Book balance 賬面餘額		Bad debt provision 壞賬準備		
	Amount 金額	Proportion(%) 比例(%)	Amount 金額	Provision percentage(%) 計提比例(%)	Book value 賬面價值	Amount 金額	Proportion(%) 比例(%)	Amount 金額	Provision percentage(%) 計提比例(%)	Book value 賬面價值
Bad debt provision made on an individual basis 按單項計提壞賬準備	64,680.00	0.01	64,680.00	100.00						
Including: 其中：										
Yanggu Xiangqi Biomass Power Generation Co., Ltd. 陽穀縣祥琦生物質發電有限公司	64,680.00	0.01	64,680.00	100.00						
Bad debt provision made on a collective basis 按組合計提壞賬準備	861,826,153.16	99.99	57,493.66	0.01	861,768,659.50	535,573,320.38	100.00			535,573,320.38
Including: 其中：										
Aging group 賬齡組合	11,498,731.59	1.33	57,493.66	0.50	11,441,237.93					
Related parties in the scope 關聯方組合	850,327,421.57	98.66			850,327,421.57	535,573,320.38				535,573,320.38
Total 合計	861,890,833.16	100.00	122,173.66							

Including:

(二) 應收賬款(續)

3、 本期計提、轉回或收回的壞賬準備情況

(III) Other receivable (Continued)

(三) 其他應收款(續)

1、 其他應收款項

(1) Disclosure by aging

(1) 按賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	4,889,331.35	7,682,501.77
1 to 2 years	1至2年	7,000,000.00	80,000.00
2 to 3 years	2至3年	80,000.00	
3 to 4 years	3至4年		
4 to 5 years	4至5年		
Over 5 years	5年以上	2,587,679.27	2,587,679.27
Subtotal	小計	14,557,010.62	10,350,181.04
Less: bad debt provision	減：壞賬準備	1,302,875.82	645,111.86
Total	合計	13,254,134.80	9,705,069.18

(2) Disclosure by bad debt provision method

(2) 按壞賬計提方法分類披露

		Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
		Book balance 賬面餘額		Bad debt provision 壞賬準備			Book balance 賬面餘額		Bad debt provision 壞賬準備		
Category	類別	Amount 金額	Proportion(%) 比例(%)	Amount 金額	Provision percentage(%) 計提比例(%)	Book value 賬面價值	Amount 金額	Proportion(%) 比例(%)	Amount 金額	Provision percentage(%) 計提比例(%)	Book value 賬面價值
Bad debt provision made on an individual basis	按單項計提壞賬準備										
Bad debt provision made on a collective basis	按組合計提壞賬準備	14,557,010.62	100.00	1,302,875.82	8.95	13,254,134.80	10,350,181.04	100.00	645,111.86	6.23	9,705,069.18
Including:	其中：										
Aging analysis group	賬齡分析組合	14,557,010.62	100.00	1,302,875.82	8.95	13,254,134.80	10,350,181.04	100.00	645,111.86	6.23	9,705,069.18
Total	合計	14,557,010.62	100.00	1,302,875.82		13,254,134.80	10,350,181.04	100.00	645,111.86		9,705,069.18

XVI. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十六 母公司財務報表主要項目註釋（續）

(III) Other receivable (Continued)

（三） 其他應收款（續）

(Continued)

1、 其他應收款項（續）

(2) Disclosure by bad debt provision method (Continued)

(2) 按壞賬計提方法分類披露（續）

Bad debt provision made on a collective basis:

按組合計提壞賬準備：

Group provision items: Aging group

組合計提項目：賬齡組合

Name	名稱	Balance at the end of the period 期末餘額 Other receivables 其他應收款項	Bad debt provision 壞賬準備	Provision percentage(%) 計提比例(%)
Less than 1 year	1年以內	4,889,331.35	73,339.97	1.50
1 to 2 years	1至2年	7,000,000.00	700,000.00	10.00
2 to 3 years	2至3年	80,000.00	12,000.00	15.00
3 to 4 years	3至4年			
4 to 5 years	4至5年			
Over 5 years	5年以上	2,587,679.27	517,535.85	20.00
Total	合計	14,557,010.62	1,302,875.82	

(III) Other receivable (Continued)

(三) 其他應收款(續)

(Continued)

1、 其他應收款項(續)

(3) Provision for bad debts

(3) 壞賬準備計提情況

Provision for bad debts	壞賬準備	Phase 1 第一階段 Expected credit losses in the next 12 months 未來12個月預期信用損失	Phase 2 第二階段 Lifetime expected credit losses (no credit impairment) 整個存續期預期信用損失(未發生信用減值)	Phase 3 第三階段 Lifetime expected credit losses (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	Total 合計
Balance at the end of last year	上年年末餘額	645,111.86			645,111.86
Balance at the end of last year that transfers/reverses at the current period	上年年末餘額在本期				
— Transfer to phase 2	—轉入第二階段				
— Transfer to phase 3	—轉入第三階段				
— Reverse to phase 2	—轉回第二階段				
— Reverse to phase 1	—轉回第一階段				
Provision for the current period	本期計提	672,339.97			672,339.97
Reversal at the current period	本期轉回				
Resell at the current period	本期轉銷	-14,576.01			-14,576.01
Written off at the current period	本期核銷				
Other changes	其他變動				
Balance at the end of the period	期末餘額	1,302,875.82			1,302,875.82

The movements of the book balance for other receivables are as follows:

其他應收款項賬面餘額變動如下：

Book balance	賬面餘額	Phase 1 第一階段 Expected credit losses in the next 12 months 未來12個月預期信用損失	Phase 2 第二階段 Lifetime expected credit losses (no credit impairment) 整個存續期預期信用損失(未發生信用減值)	Phase 3 第三階段 Lifetime expected credit losses (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	Total 合計
Balance at the end of last year	上年年末餘額	10,350,181.04			10,350,181.04
Balance at the end of last year that transfers/reverses at the current period	上年年末餘額在本期				
— Transfer to phase 2	—轉入第二階段				
— Transfer to phase 3	—轉入第三階段				
— Reverse to phase 2	—轉回第二階段				
— Reverse to phase 1	—轉回第一階段				
Addition for the current period	本期新增	4,889,331.35			4,889,331.35
Derecognised at the current period	本期終止確認	-682,501.77			-682,501.77
Other changes	其他變動				
Balance at the end of the period	期末餘額	14,557,010.62			14,557,010.62

十六 母公司財務報表主要項目註釋（續）

(三) 其他應收款（續）

1、 *其他應收款項（續）*

(4) 本期計提、轉回或收回的壞賬準備情況

	Balance at the end of last year	Changes in amount for the current period 本期變動金額		Balance at the end of the period 期末餘額
		Provision	Recovered or	

(四) 長期股權投資

XVI. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十六 母公司財務報表主要項目註釋(續)

(V) Operating revenue and operating costs (Continued)

(五) 營業收入和營業成本(續)

1、 營業收入和營業成本情況

The breakdown of operating revenue:

營業收入明細：

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Main business:	主營業務：	**3,255,756,407.51**	2,606,459,276.26
Sales of goods	銷售商品	**3,255,756,407.51**	2,606,459,276.26
Other businesses:	其他業務：	**4,449,855.98**	3,606,716.76
Revenue from by-products	副產品收入	**387,927.52**	741,145.95
Revenue from waste materials	廢舊物資收入	**1,305,961.70**	1,275,787.78
Services income	服務收入	**2,551,272.16**	430,130.79
Revenue from sale of materials	材料銷售收入	**20,293.58**	392,750.09
Others	其他	**184,401.02**	766,902.15
Total	合計	**3,260,206,263.49**	2,610,065,993.02

(VI) Investment Income

(六) 投資收益

Items	項目	Amount of the current period	Amount of the previous period

Shandong Fengxiang Co., Ltd.
(Company seal affixed)
30 March 2023

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

A summary of the published results, assets and liabilities of the Group for the last five financial years, prepared on the basis as set out herein, is set out below:

下表載列本集團於過往五個財政年度之已刊發業績、資產及負債概要，該等資料按本年報所載基準編製：

		Year ended 31 December 截至12月31日止年度				
		2022	2021	2020	2019	2018
		2022年	2021年	2020年	2019年	2018年
		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
Results	**業績**					
Revenue	收入	**5,085,790**	4,416,764	3,901,615	3,926,217	3,197,099
Gross profit (before biological assets fair value adjustments) *(Note 1)*	毛利(於生物資產公允價值調整前)*(附註1)*	**583,497**	557,939	603,246	1,221,460	461,947
Profit (loss) for the year (after biological assets fair value adjustments) *(Note 2)*	年度溢利(虧損)(於生物資產公允價值調整後)*(附註2)*	**(76,029)**	47,075	151,615	837,381	136,611
Gross profit margin (%) (before biological assets fair value adjustments)	毛利率(%)(於生物資產公允價值調整前)	**11.5**	12.6	15.5	31.1	14.4
Net profit (loss) margin (%)	純利(虧損)率(%)	**(15.1)**	1.1	3.9	21.3	4.3
Assets and liabilities	**資產及負債**					
Total assets	資產總額	**5,228,334**	6,931,052	5,777,550	4,431,048	3,919,498
Total liabilities	負債總額	**2,616,359**	3,531,440	2,390,015	2,167,408	2,493,303
Total equity	權益總額	**2,611,975**	3,399,612	3,387,535	2,263,640	1,426,195

Note 1: According to the regulations of the Q&A on the Implementation of the New Criteria of Revenue issued by Ministry of Finance of the PRC, the Company's implementation of the new revenue criteria from 1 January 2020 presented the transportation costs incurred for the fulfillment of customer sales contracts in the "operating costs". Transportation costs were included in the operating costs for the years ended 31 December 2020 to 2022, and were not included in the operating costs for the years ended 31 December 2018 and 2019.

*附註1：*根據中國財政部關於執行新收入準則實施問答的規定，本公司執行新收入準則自2020年1月1日起將為履行客戶銷售合同而發生的運輸成本在「營業成本」中列示，2020年度至2022年度營業成本中包含運輸成本，2018年度及2019年度營業成本中未包含運輸成本。

Note 2: Net profit after deducting monetary fund receivables bad debt loss arising from the recognition of a one-off and non-recurring impairment loss on the deposits due from GMK Finance amounted to RMB39,206 thousand.

*附註2：*扣除因確認應收新鳳祥財務公司之存款的一次性及非循環減值虧損所產生的貨幣資金壞賬損失後的淨利潤為人民幣39,206千元。