2023 Annual Report 年報

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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

Company Secretary 公司秘書	Mr. Shi Lei 石磊先生
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 邱中偉先生
Registered Office	Liumiao Village, Anle Town, Yanggu County Liaocheng City, Shandong Provinh3ec5vin.eoAD57ngw5136C052B0B880 1 Tf0.1 Tc -0

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 Wan Chai 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 陽谷縣安樂鎮劉廟村

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26th Floor, One Exchange Square
8 Connaught Place
Central
Hong Kong

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 of Shandong Fengxiang Co., Ltd. (the "**Company**" or "**Fengxiang**" together with its subsidiaries, the "**Group**") 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.

山東鳳祥股份有限公司(「**本公司**」或「**鳳祥股份**」及其附屬公司「**本集團**」)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	
		2023	2022
		2023年	2022年
		RMB'000	RMB'000
			(Restated)
		人民幣千元	人民幣千元 (經重述)
Revenue	收入	5,134,413	5,085,790
Gross profit	毛利	591,464	583,497
Net profit/(loss)	淨利潤／(虧損)	160,319	(768,993)
Net profit/(loss) attributable to the shareholders of the parent company	歸屬母公司股東的淨利潤／(虧損)	160,319	(768,993)
Adjusted net profit[(1)]	經調整後淨利潤[(1)]	160,319	39,242
Basic earning/(loss) per share *(in RMB cents)*	每股基本盈利／(虧損) *(人民幣分)*	10.8	(55.4)

Notes:

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**") in 2022.

2. For details of these restated figures, please see "Financial Review — Changes in significant accounting policies".

附註：

1. 扣除於2022年因確認應收新鳳祥財務有限公司(「**新鳳祥財務**」)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。

2. 有關此等經重述數據之詳情，請見「財務回顧—重要會計政策變更」。

2023 MAJOR EVENTS
二零二三年大事記

MARCH
三月

For convenience stores channel, being closest to consumers, “優形(iShape)” (“**iShape**”), through the cooperation with quality

APRIL
四月

d

The highly anticipated Gānggāng Chicken made its debut, catering to discerning palates with its pure and rich spicy flavor. With meat that clings onto the bone, it is finger-licking delicious.

杠杠雞熱辣來襲，滿足你挑剔的味蕾，杠杠雞擁有純正濃厚的辣鹵美味，連肉帶骨，好吃到舔手指。

iShape Alaska Crafi4w4stlics,t Light Lunichi4w,< Roasted Chlicen. WingRoots,d withSaucn (andThlic-cuta Cispyfi4w4)]TJ0 Tw 0 -1.286 TDweurelauniceds.

抵甫湮曇瀢뫵 s 衧艑憩耳 s
銤嗀肉摳嬿。

2023 MAJOR EVENTS
二零二三年大事記

AUGUST
八月

Shandong Fengxiang Food Development Co., Ltd. was further accredited by the Bureau of Training of the General Administration of Sport of China (國家體育總局訓練局) as the "Sports • Sponsor of the Bureau of Training" (體育•訓練局贊助商), and the whole series of Fengxiang products were accredited as the "Sports • Preparation and Protection Products for National Teams Athletes of the Bureau of Training" (體育•訓練局國家隊運動員備戰保障產品). This is the sixth consecutive year that Fengxiang's products have contributed to the preparation and protection for national athletes.

國家體育總局訓練局再次授權山東鳳祥食品發展有限公司為「體育•訓練局贊助商」，授權鳳祥全系列產品為「體育•訓練局國家隊運動員備戰保障產品」。這已是鳳祥產品連續第六年助力國家隊運動員備戰保障。

Fengxiang completed the issue of 182.6 million new H shares under specific mandate which further optimised the shareholder structure.

鳳祥股份完成根據特別授權發行新H股182.6百萬股，股東結構進一步優化。

Under the impact of "Doksuri" and other factors, the 182.6 million new H shares and other areas suffered ly TDnerletes.

OCTOBER
十月

iShape was honoured as the "2023" CSR Competitiveness "Responsibility Typical Case Selection" Model Enterprise of Product Health at the 2023 China Corporate Social Responsibility Innovation and Development Forum for its efforts to cultivate healthy dietary habits among the people in PRC.

在2023中國企業社會責任創新發展論壇上，優形因對國人健康飲食習慣養成做出的努力，而獲評「2023」CSR競爭力「責任典型案例精選」產品健康典範企業。

SEPTEMBER
九月

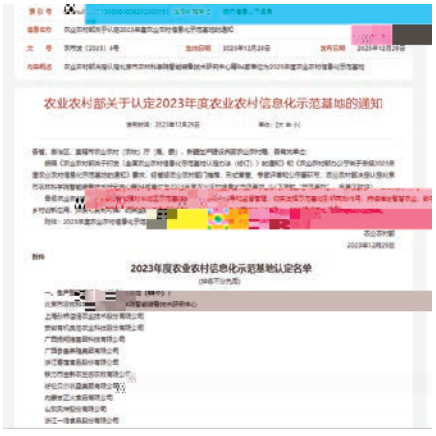
NOVEMBER
十一月

Fengxiang and syndicate members entered into a syndicate loan agreement for up to RMB960 million, which provided Fengxiang with stable cash flow, also optimised the debt structure of the Company and reduced financial costs.

鳳祥股份與銀團成員簽訂最高人民幣9.6億元的銀團貸款合同，使得鳳祥股份獲得穩定的現金流，同時優化了本公司的債務結構，降低了財務成本。

The Fovo Foods brand of Fengxiang was awarded the "2023 Taishan Quality" certification.

鳳祥股份旗下鳳祥食品品牌榮膺2023年度泰山品質認證。



On 29 December, Fengxiang was certified as a "2023 Agricultural and Rural Informatisation Demonstration Base" by the Ministry of Agriculture and Rural Affairs.

12月29日，鳳祥股份被農業農村部認定為「2023年度農業農村信息化示範基地」。

DECEMBER
十二月

CHAIRMAN'S STATEMENT
董事會主席報告書

MOVE FORWARD WITH STEADFASTNESS AND ENCOURAGE INNOVATION TO NAVIGATE THROUGH THE CYCLE

Dear Shareholders and Investors,

As the chairman of the board of directors of Fengxiang, I would like to express my gratitude to all of you for accompanying Fengxiang through the extraordinary year of 2023.

2023 was a challenging year. Internationally, geopolitical shocks such as the Russia-Ukraine War, the Palestinian-Israeli conflict and the Red

According to the International Monetary Fund's forecast, global economic growth in 2024 is estimated to be around 3.1%, similar to the level in 2023. Despite the presence of adverse factors such as geopolitical impacts and inflation, the possibility remains that global economic growth in 2024 could exceed expectations with positive factors such as inflation gradually being brought under control, China's economic recovery, artificial intelligence and supply-side reforms.

根據國際貨幣基金的預測，2024年的全球經濟的增速預估約為3.1%，與2023年水平類似。儘管地緣政治影響和通脹等不利因素仍然存在，但隨著受通脹逐漸被控制、中國經濟復蘇、人工智能及供給側改革等正向因素影響，全球經濟2024年增長强於預期的可能性仍然存在。

The Central Economic Work Conference pointed out that in 2024, the complexity, security and uncertainty of the external environment for China's development will increase. However, the fundamental trend of overall economic recovery and long-term improvement remains unchanged. The Party and the country have made the expansion of domestic demand a key focus in economic development policies, which will help stimulate domestic consumption and will certainly have a strong supportive effect on the mass consumption sector in which Fengxiang operates.

中央經濟工作會議指出，2024年我國發展的外部環境的複雜性、嚴峻性、不確定性上升，但整體經濟回升向好、長期向好的基本趨勢沒有改變。党和國家在經濟發展政策中把擴大國內需求作為一個重點，這將有利於激發國內的消費需求，必將對鳳祥股份所處的大眾消費領域有很强的支持作用。

Amidst the challenges and opportunities in 2024, Fengxiang will "move forward with steadfastness, encourage innovation and seek changes". With Fengxiang staff's perseverance, professionalism, fearlessness and innovation, Fengxiang will face the challenges, seize the opportunities and navigate through the cycle.

在挑戰與機遇並存的2024年，鳳祥股份將「篤定前行、勵新求變」，以鳳祥人的堅韌、專業、無畏、創新來迎面挑戰，抓住機遇、穿越周期。

In this regard, Fengxiang will take the following major strategic initiatives in 2024:

為此2024年鳳祥股份將採取以下重大戰略舉措：

Firstly, in terms of breeding and rearing, Fengxiang will, on the premise of ensuring the quality of breading, benchmark against the industry's leading level and optimise costs. Secondly, continue to deepen channel penetration and open up new territories to increase the share of Fengxiang in each channel, especially in major customers, and to strengthen the cooperation relationship between Fengxiang and customers in each channel. Thirdly, advance lean production and intensively improve efficiency and reduce costs. Fourthly, accelerate the construction of the talent pool, enhance organisation vitality, and create an organisational culture that dares to meet the unknown and challenges.

第一、在育種和養殖方面，鳳祥股份將在保障飼養質量的前提下，對標行業領先水平，優化成本。第二、持續深耕渠道布局，開疆辟土，提升鳳祥股份在各渠道尤其是重要客戶的份額，加强鳳祥股份同各渠道客戶的合作關係。第三、精進精益生產，深度提效降本。第四、加快人才隊伍建設，增强組織活力，打造敢於迎接未知和挑戰的組織文化。

"Those who share the same goal will win, and those who sail in the same boat will succeed."

「上下同欲者勝，同舟共濟者贏。」

CHAIRMAN'S STATEMENT
董事會主席報告書

In 2024, all employees of Fengxiang will share the same goal, sail in the same boat, continue to firmly implement major strategic initiatives, further enhance the overall competitiveness while consolidating the competitive advantages, move forward with steadfastness and encourage innovation to navigate through the cycle.

We look forward to your continuous trust and support.

Thank you!

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

2024年鳳祥股份全體員工將上下同欲、同舟共濟，繼續堅定推行重大戰略舉措，在鞏固競爭優勢的同時，進一步提升綜合競爭力，篤行勵新，穿越周期。

誠望得到諸位的繼續信任與支持。

謝謝！

山東鳳祥股份有限公司
董事會主席
朱凌潔

COMPANY PROFILE

Introduction

The Company is one of the largest white-feathered broiler meat exporters and the leading retail enterprises 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

Processed Chicken Meat Products

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 2023, the sales volume of processed chicken meat products increased by 13.2% to 129.1 million kilogram ("**kg**") (31 December 2022: 114.0 million kg). For the year ended 31 December 2023, the revenue from sale of processed chicken meat products (after elimination of inter-segment transactions) grew by 10.2% to RMB2,613.7 million (31 December 2022: RMB2,371.1 million), representing 50.9% 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之一，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

Raw Chicken Meat Products

The Group offers raw white-feathered chicken meat products, which include whole frozen chickens and chicken portions, such as chicken wings, chicken breast, chicken drumsticks, chicken drumettes, bone-in chicken thighs, boneless chicken fillets, chicken head, chicken feet and chicken legs. The Group's broilers are then cut into portions according to its internal or customers' requirements, which will be chilled or frozen depending on the product's nature. For the year ended 31 December 2023, the sales volume of raw chicken meat products decreased by 4.1% to 241.3 million kg (31 December 2022: 251.5 million kg). For the year ended 31 December 2023, the revenue from external sale of raw chicken meat products decreased by 8.7% to RMB2,284.1 million (31 December 2022: RMB2,500.6 million), representing 44.5% of the Group's total revenue.

Chicken Breeds

The Group sells some of its chicken breeds hatched from broiler eggs to other independent third parties for breeding into broilers. The sales volume of the Group's chicken breeds is based on the average selling prices of chicken breeds, which is market-driven. The Group sells chicken breeds to local chicken farmers and other poultry business operators, who are independent third parties. For the year ended 31 December 2023, the sales volume of chicken breeds increased by 6.8% to 34.2 million birds (31 December 2022: 32.1 million birds). For the year ended 31 December 2023, the revenue from external sale of chicken breeds grew by 13.8% to RMB61.0 million (31 December 2022: RMB53.6 million), representing 1.2% of the Group's total revenue.

Other Products

The Group sells other products, including the sale of broilers that cannot satisfy the Group's quality requirements and excess broiler eggs that exceed the Group's internal needs, by-products (such as chicken feathers, chicken blood and unused chicken organs), packing materials and other miscellaneous products. Revenue from the external sale of other products grew by 9.4% to RMB175.7 million for the year ended 31 December 2023 (31 December 2022: RMB160.5 million), representing 3.4% of the Group's total revenue.

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2023年12月31日止年度，生雞肉製品的銷量下降4.1%至241.3百萬千克(2022年12月31日：251.5百萬千克)。截至2023年12月31日止年度，對外銷售生雞肉製品所得收入下跌8.7%至人民幣2,284.1百萬元(2022年12月31日：人民幣2,500.6百萬元)，佔本集團總收入的44.5%。

雞苗

本集團銷售一部分由種蛋孵化成的雞苗予其他獨立第三方，以飼養成肉雞。本集團的雞苗銷量基於受市場驅動的雞苗平均售價。本集團向當地雞農及其他家禽業務經營者(均為獨立第三方)銷售雞苗。截至2023年12月31日止年度，雞苗的銷量增長6.8%至34.2百萬隻(2022年12月31日：32.1百萬隻)。截至2023年12月31日止年度，對外銷售雞苗所得收入增長13.8%至人民幣61.0百萬元(2022年12月31日：人民幣53.6百萬元)，佔本集團總收入的1.2%。

其他產品

本集團銷售其他產品，包括銷售淘汰雞及超出本集團內部需要的多餘種蛋、副產品(如雞毛、雞血及尚未使用的雞隻內臟)、包裝材料和其他雜項產品。截至2023年12月31日止年度，對外銷售其他產品所得收入增長9.4%至人民幣175.7百萬元(2022年12月31日：人民幣160.5百萬元)，佔本集團總收入的3.4%。

BUSINESS REVIEW

In 2023, the white-feathered broiler industry was in a transitional stage of cycle transition and frequent fluctuations. Affected by the difficulties in introducing breeds in the early stage, the prices of white-feathered chicken meat remained on the rise as last year during the first quarter, whereas the prices started to fall since the second quarter with the slow recovery of the consumer goods market and the lingering low levels of pork prices, showing a trend from up to down for the year. On the raw material side, even though the prices of feed materials were in a downward trend, the average price for the whole year remained in the mid-to-high range of historical average prices, resulting in higher breeding cost.

Under the dual upstream and downstream pressures, Fengxiang had, by focusing on the major strategic initiatives for 2023 and making full use of its advantages in the integrated industry-chain and value-chain business model and in multi-channel penetration, strengthened the loyalty of major customers, prioritised the refined management of each section, and continued increasing its efforts to reduce costs and improve efficiency, which enabled relatively remarkable improvements in its overall operation and management and significantly reinforced the driving force for synergistic development.

During the year, the Group achieved a slight increase in sales revenue of RMB5,134.4 million (2022: RMB5,085.8 million) and net profit of RMB160.3 million (2022: net loss of RMB769.0 million).

During the year ended 31 December 2023 (the "**Reporting Period**"), the Group achieved the above results mainly because of:

(1) the Group's advantages of multi-channel penetration, including the continuous growth in revenue from the export business and the major customer business;

(2) the Group's refined management enhancement by its management personnel and all employees, contributing to higher production efficiency and lower costs; and

(3) the Group's exploration of multi-channel financing, resulting in notable improvement in cash flow position.

業務回顧

2023年的白羽肉雞行業處於周期轉換且反複震蕩的過渡階段。由於前期引種困難因素影響，第一季度白羽雞肉價格延續去年上漲趨勢，隨著消費品市場恢復趨緩及猪肉價格始終處於低位，白羽雞肉價格自第二季度開始回落，全年呈前高後低趨勢。在原料端，飼料原料價格呈下行趨勢，但全年均價仍居於歷史均價的中高位，養殖成本較高。

面對上下游雙重壓力，鳳祥股份圍繞2023年重大戰略舉措，充分發揮一體化全產業鏈價值鏈業務模式、多渠道佈局優勢，加強與重要客戶的黏合度，重點對各環節精細化管理，持續加大降本增效力度，整體運營管理水平獲得較大改善，協同發展的推動力顯著加強。

本年度，本集團實現銷售收入人民幣5,134.4百萬元（2022年：人民幣5,085.8百萬元），同比稍為增長。實現淨利潤人民幣160.3百萬元（2022年：淨虧損人民幣769.0百萬元）。

於截至2023年12月31日止年度（「**報告期**」）內，本集團取得上述業績的主要原因在於：

(1) 本集團多渠道佈局的優勢，包括出口業務及重要客戶業務收入的持續增長；

(2) 本集團管理層及全體員工的精細化管理提升帶來的生產效率提高及成本降低；及

(3) 本集團開拓多渠道融資，現金流狀況顯著改善。

During the Reporting Period, the Group had upgraded the production capacity from its existing production lines and increased its efforts in outsourcing raw materials, which allowed its deep-processed product plants to release and enhance capacity utilisation rate. Meanwhile, the Group had strengthened its operations, reduced manufacturing costs and consumption of auxiliary materials and increased the overall yield rate; leveraged R&D and production to fully empower sales and focused on creating major single products. Through a series of refined operational means, the comprehensive competitiveness of the centralised procurement business channel has continuously enhanced.

報告期內，本集團對現有生產線進行產能升級，加大原料外採力度，使得深加工產品工廠產能利用率得以釋放和提升；同時強抓運營，降低製造費用和輔料消耗，提高綜合出成率；研發、生產充分賦能銷售，聚焦打造大單品。通過一系列精細化運營手段，集採業務渠道綜合競爭力持續提升。

The major customer business is the supply of chicken meat products by the Group to international Western-style fast food stations in Mainland China and is a key component of our centralised procurement business.

重要客戶業務是本集團在中國內地為全球性西式快餐機構供應雞肉產品，是集採業務中的重要組成部分。

In 2023, the major customer business achieved sales revenue of RMB848.8 million (2022: RMB684.2 million), representing a year-on-year increase of 24.1%.

2023年度重要客戶業務銷售收入取得人民幣848.8百萬元(2022年：人民幣684.2百萬元)，同比增長24.1%。

In 2023, the Group implemented a strategy of full collaboration with major customers, to deeply integrate into the supply chain system of major customers and efficiently synergise with them in the chainswCrials and h quraltly and iffomrationshaurin. Wwhils otimisting of

ofnew -products of major customers with(its R&D dvlanragns,)-0.9(prmotded the supply)-0.8(ofralla)-0.6(ypers。)]TJ02416 Tw 0 -1.529 TD[(of(prod n bothd salesvolume,land(revenu.C)Tj/S0 cs0 1 scn/GS0 gsJ/T20 1 Tf10 0 0 10 650.169 259.367 1 md(.C)TjSpan/AactalText<EFF0.00 (2022: RMB25.92 million),(representing)a year-on 8.% (same,pPerio: (12.3)s.)Tj 0.154 Tw 0 -3.059 TD [Amoing whic, iShapen 57s of theretail

2023年本集團實施與重要客戶傾力協作，深度融入重要客戶供應鏈體系，在研發、質控及信息共享等鏈條與重要客戶高效協同。在優化成熟產品效率的同時，以研發優勢驅動重要客戶新品迭代把握增量機會，推進全類品供應，緊跟重要客戶開店步伐佈局新市場，實現銷量及收入的高速增長。

3. 零售業務

零售業務實現銷售收入人民幣428.3百萬元(2022年：人民幣625.9百萬元)，同比減少31.6%，業務佔比8.3%(同期佔比12.3%)。

其中，優形品牌在零售業務佔比為57%，繼續主力擔當本集團C端產品。

In order to increase the potential of sustainable development of customer-end products, the Group optimised its marketing activities and related expenses in 2023. As a result, revenue of products under iShape decreased, but the quality and sustainability of its development increased significantly. Meanwhile, iShape maintained its leading position in the market.

為提高C端產品的可持續發展潛力，2023年本集團優化了營銷活動和相應費用。受此影響優形品牌收入有所減少，但發展的質量和可持續性大幅提升。同時優形品牌繼續維持了市場的領先地位。

During the Reporting Period, there was once again a surge in the sales volume of the core single products of iShape. Among them, iShape low-fat chicken breast meatballs achieved doubled growth, and iShape tender MIX chicken breast meat increased by 161% year on year; the performance of ordinary temperature chicken breast products is particularly outstanding, with a year-on-year increase of up to 411%. In major promotional events such as “618” and “Double 11”, iShape continued to be the industry’s omni-channel sales champion.

報告期內，優形核心單品再度爆量。其中，優形低脂雞胸肉丸達成翻倍增長，優形嫩感MIX雞胸肉同比增長161%；而常溫雞胸肉產品表現尤為出色，同比增長高達411%。在「618」、「雙11」等大促活動中，優形繼續蟬聯行業全渠道銷售冠軍。

On the basis of the rapid growth of celebrity products, iShape accelerated its pace of expansion during the Reporting Period. Not only did it actively expand the track in leisure snacks, but it also ventured into the non-chicken protein field for the first time, continuously launching new products that are popular in the market, such as Alaska Crab Meat Sticks, Hand-Torn Chicken Breast Jerky, Slice of Chicken Breast Jerky, Crispy Chicken Breast Jerky, Light Lunch Meat Slices, Fried Chicken Legs with Sauce, Fried Chicken with Sauce, Thick-cut Crispy Meat, and Roasted Chicken Wing Roots.

在明星產品快速成長的基礎上，優形在報告期內加速了擴容步伐，不但積極拓展休閑零食賽道，還首次涉足非雞肉蛋白領域，連續推出阿拉斯加蟹肉棒、手撕雞胸肉乾、一條雞胸肉脯、哼哼脆雞胸肉脯、輕食午餐肉切片、爆汁大雞腿、爆汁炸雞、厚切小酥肉、香烤雞翅根等頗受市場歡迎的全新產品。

At present, iShape series products have covered over 60,000 sales stores and have built the most complete and three-dimensional sales system in the industry, forming a channel moat with multiple links to consumers. iShape has received honours such as the Best Partner Award and the Annual Quality Service Award from well-known chain companies such as Lawson.

目前，優形系列產品已覆蓋超過6萬家銷售門店，並構建了業內最完整立體的銷售體系，形成了與消費者多點鏈接的渠道護城河。優形憑此收獲了羅森等知名連鎖企業頒發的「最佳合作夥伴獎」、「年度優質服務獎」等殊榮。

(II) Observation of Current Trends

1. From Incremental Economy to Stock Economy, Consumer Goods Industry entered a New Era of High-Quality Development

Against the backdrop of China's macroeconomic expansion from leveraged growth to a stock economy, the consumer goods industry has experienced a dividend period of growth propelled by a dual drive of volume (quantny (fromo)0.5(otChign)]TJ00180 Tc 04178 Tw 0 -1.529 TD[tosometChig) aend ricme (qul ualitydDevelopme1

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(III) Development Initiatives

1. Development Goals

We will adjust to market demands, commit to upgrading the industry of chicken meat products and achieve sustainable, steady and balanced quality growth.

We will continue to maintain balanced multi-channel development and expand production lines. We aim to

(1) "Continue to Promote the Refinement of Management and Enhance the Efficiency in All Aspects"

At the breeding end, we will continue to promote refined management in all aspects to further enhance the production performance of breeder hatching and reduce the cost of chicks; in commercial breeding process, we will further improve the efficiency of broiler rearing, survival rate and feed conversion ratio; in the procurement and feed production process, we will continue to optimise feed formulations to further reduce the cost of raw materials.

At the processing end, we will continue to improve the yield of chicken meat by streamlining processes and optimising equipment. In addition, we have

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(2) *"Continue to Deepen Channel Penetration and Expand Market Share"*

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

For export business, we will continue to optimise products, services and channels of our export business, and reinforce the Group's leading position in the export business, and continue to upgrade its services, develop markets and broaden channels so as to provide the most outstanding service and achieve diversification of channels.

For retail business, we will continue to develop the business through online and offline collaboration and provide consumers with quality products including "iShape" and "Fovo Foods" through channels such as online e-commerce, offline convenience stores and boutique supermarkets.

Through the implementation of the strategy of three principles of "continuance", the Group realised mutual promotion between the domestic market and the international market. Great synergy is created among the retail business, the centralised procurement business and the export business. With the quality and standard for serving global top food and beverage giants for years, the Group provides hundreds of millions of families and individual consumers with quality products and services, creating a leading brand of chicken meat products.

本集團通過三個「持續」戰略的實施，實現國內市場與國際市場的相互促進，零售、集採與出口業務的高效協同，以多年服務全球頂級餐飲巨頭的品質與標準，為億萬家庭和個人用戶提供優質產品和服務，創造領先的雞肉品牌。

FINANCIAL REVIEW

Overall performance

For the year ended 31 December 2023, the Group experienced a slight increase in revenue as compared to that of 2022. The Group turned loss into gain and recorded a net profit of RMB160.3 million in 2023. The Company's net profit increased by 308.5% year-on-year, without taking into account the monetary fund receivables bad debt loss arising from such an impairment loss in 2022. There was an increase of 1.4% in gross profit as compared to that of 2022. The basic earning per share was RMB11 cents in 2023. Set out below is the detailed information on the fluctuations in the Company's results for the year ended 31 December 2023.

財務回顧

整體業績

截至2023年12月31日止年度，本集團的收入較2022年稍有增長。本集團轉虧為盈並於2023年錄得淨利潤人民幣160.3百萬元，在未計及於2022年減值虧損所產生的貨幣資金壞賬損失下，淨利潤同比上升308.5%。與2022年同期相比，毛利增加1.4%。2023年的每股基本收益為人民幣11分。截至2023年12月31日止年度，本公司業績波動的詳情載列如下。

Items	項目	For the year ended 31 December 截至12月31日止年度		
		2023 **2023年** **RMB'000** **人民幣千元**	2022 2022年 RMB'000 人民幣千元 (Restated) (經重述)	Change 變動 (%) (%)
Total operating revenue	營業總收入	**5,134,413**	5,085,790	+1.0
Operating costs	營業成本	**4,542,949**	4,502,293	+0.9
Selling expenses	銷售費用	**156,268**	329,206	–52.5
Administrative expenses	管理費用	**100,604**	108,499	–7.3
R&D expenses	研發費用	**22,708**	31,944	–28.9
Finance costs	財務費用	**102,981**	49,105	+109.7
Other gains		其他늪레嘯喘蓬 4 쉔幣勺蔗娩銅濼磻阖窴鯞採蜚艳榎抭／		

*附註1：*扣除於2022年因確認應收新鳳祥財務之存款的一次的淨利潤。

Revenue by products

		For the year ended 31 December 截至12月31日止年度		
		2023	2022	Change
		2023年	2022年	變動
		RMB'000	RMB'000	(%)
		人民幣千元	人民幣千元	(%)
Raw chicken meat products	生雞肉製品	**2,284,084**	2,500,559	-8.7
Processed chicken meat products	深加工雞肉製品	**2,613,650**	2,371,087	+10.2
Chicken breeds	雞苗	**61,015**	53,619	+13.8
Others	其他	**175,664**	160,525	+9.4
Total	合計	**5,134,413**	5,085,790	+1.0

During the Reporting Period, the Group's sales revenue increased due to the increase in chicken meat products sold and exported by the Group to Europe, Japan and other countries.

Sales volume and average selling price by products

		For the year ended 31 December 截至12月31日止年度		
		2023	2022	Change
		2023年	2022年	變動
				(%)
				(%)
Raw chicken meat products	**生雞肉製品**			
Sales volume *(per kg)*	銷量*(每千克)*	**241,290,399**	251,535,459	-4.1
Average selling price *(RMB per kg)*	平均售價*(每千克人民幣)*	**9.47**	9.94	-4.8
Processed chicken meat products	**深加工雞肉製品**			
Sales volume *(per kg)*	銷量*(每千克)*	**129,121,387**	114,020,427	+13.2
Average selling price *(RMB per kg)*	平均售價*(每千克人民幣)*	**20.24**	20.80	-2.7
Chicken breeds	**雞苗**			
Sales volume *(per bird)*	銷量*(每隻)*	**34,244,511**	32,067,474	+6.8
Average selling price *(RMB per bird)*	平均售價*(每只人民幣)*	**1.78**	1.67	+6.6

During the Reporting Period, the Group's number of white-feathered broilers being slaughtered experienced a year-on-year increase of

按地理區域分佈及產品劃分的收入

報告期內，深加工雞肉製品銷量增長帶動中國內地市場收入增長。此外，得益於本集團產品的競爭力及國際格局重構，使得日本、歐洲及其他市場的銷售收入實現增長。

B2B及B2C銷售收入

本集團B2B銷售主要針對國內及國際客戶直銷或分銷

Changes in significant accounting policies

On 30 November 2022, the Ministry of Finance of the PRC issued the Interpretation No. 16, which stipulates "accounting for the deferred income tax related to assets and liabilities arising from a single transaction is not applicable to the initial recognition exemption", and has been implemented from 1 January 2023. The Company implemented the provision since 1 January 2023, with major impact as follows:

重要會計政策變更

中國財政部於2022年11月30日公佈了解釋第16號，其中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理」的規定自2023年1月1日起施行。本公司自2023年1月1日起執行該規定，執行該規定的主要影響如下：

Accounting item affected	受影響的報表項目	Impact on the balance as at 1 January 2022 對2022年1月1日餘額的影響 RMB'000 人民幣千元
Deferred income tax assets	遞延所得稅資產	1,725
Deferred income tax liabilities	遞延所得稅負債	189
Undistributed profits	未分配利潤	1,536

Accounting item affected	受影響的報表項目	As at/For the year ended 31 December 2023 於2023年12月31日/2023年度 RMB'000 人民幣千元	As at/For the year ended 31 December 2022 於2022年12月31日/2022年度 RMB'000 人民幣千元
Deferred income tax assets	遞延所得稅資產	2,250	1,786
Deferred income tax liabilities	遞延所得稅負債	197	215
Undistributed profits	未分配利潤	2,053	1,571
Income tax expenses	所得稅費用	(482)	(35)
Net profit attributable to the shareholders of the Company	歸屬於母公司股東的淨利潤	482	35

PRINCIPAL RISKS AND UNCERTAINTIES

The results and business operations of the Group are affected by a number of risks and uncertainties directly or indirectly related to the business of the Group. Primary risk factors are outlined as follows:

Price Risks

Price risks refer to the losses of costs increase or profits decrease due to the fluctuation of the sales price. We operate in a competitive industry, where the main raw materials and products are commodities,

重大風險及不確定性

本集團的業績及業務營運受到與本集團業務直接或間接相關的眾多風險及不明朗因素影響。主要風險概述如下：

價格風險

價格風險是指銷售價格的波動導致成本上升或利潤下降的損失。我們在一個充滿競爭的行業經營，當中的主要原材料及產品均為商品並且有顯著的價格波動。我們面臨商品價格波動的風險，包括中國的玉米及豆粕(為我們的主要飼料原料)、雞苗及雞肉製品價格。該等商品價格的波動已經並預期繼續對我們的盈利能力產生影響。商品價格通常隨市況(包括供需、政府政策及主要農牧區的天氣狀況)起伏。

健康風險

健康風險是指生雞爆發疾病或生雞引發的疾病的風險。眾多國家爆發過動物疾病，包括但不限於口蹄疫、禽流感及其他動物疾病。禽流感(尤其是H5N1病毒、H7N9病毒及H5N6病毒)為一種在家禽中傳播的疾病，能夠殺死成百萬的家禽，且於一些情況下，會傳播給人類，引起發燒、咳嗽、喉嚨疼痛、肌肉痛等症狀，且於嚴重情況下引發可能致命的呼吸疾病及肺炎。我們任何生產設施的鄰近地區爆發疾病或會引起公眾及我們的客戶對我們產品的安全和質量的關注。對於健康風險，本集團已實行全面的種雞及肉雞疾病防控程序，並重點關注應對任何疾病爆發的潛在風險的響應措施。本集團的一名技術專員負責收集禽類疾病的相關資訊並進行預警。具體而言，我們實施了疾病及死亡率監控計劃，藉此，我們的員工將會檢查及清除已死亡的種雞及肉雞，並根據情況通知我們的獸醫。我們的獸醫每日監控種雞及肉雞的死亡率，而我們記錄其整個生命週期的健康狀況。該等記錄包括飼料消耗、死亡率、日產蛋量、平均蛋重、藥物治療、疫苗接種及消毒記錄。

Food Safety Risks

Food safety risks refer to risks of severe customer complaints, large-scale product recalls and other negative effects resulted from unqualified product and food safety indicators due to deficient food safety management system as well as early warning mechanism. To solve possible food safety risks, we have established and maintain a quality control system covering each stage of our operations. In addition to our quality control system covering each stage of our operations, we have established a food safety control system covering issues related to our R&D, supplier certification and management, procurement, production, storage, transportation and sales and distribution activities, and has obtained, among other things, (i) ISO22000 (Food Safety) Certificate; (ii) ISO9001 (Quality) Certificate; (iii) GLOBALG.A.P. (Global Good Agricultural Practices Certification); and (iv) HACCP Certification.

Safety Production Risks

Safety production risks refer to risks of corporate property loss,

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 2023, the Group had 6,808 employees who were directly employed by the Group, of which 6,800 employees were employed in the PRC and eight 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

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

於2023年12月31日，本集團有6,808名直接受僱於本集團的僱員，其中在中國僱用6,800名僱員及八名僱員位於日本。僱員薪酬待遇包括薪金、獎金及津貼。按照中國法規規定，本集團(i)參加由相關地方政府機構運作的社會保險計劃，及(ii)設立強制性養老金供款計劃並投購醫療保險、工傷保險、失業保險及生育險。本集團亦向僱員提供持續教育及培訓課程，以提高其技能及發揮其潛能。於2020年6月24日、2021年12月10日及2023年8月29日，本公司亦分別採納三項股份獎勵計劃，且本集團任何全職或兼職僱員(包括本公司任何董事(「**董事**」))均為上述計劃下的合資格參與者。

業務展望

1. 挑戰與風險

(1) 禽流感挑戰全球肉雞供給穩定性；

(2) 豬肉去產能化緩慢，影響雞肉價格恢復。

2. 機會與空間

(1) 國際宏觀政策轉向和國內宏觀政策雙擴張為消費品市場復甦打開空間；

(2) 原材料成本下降與需求復甦並駕齊驅，行業可能進入新一輪上升期；

(3) 前期海外引種短缺支撐商品代白羽肉雞價格上行；

(4) 全國餐飲行業持續復蘇，餐飲市場規模進一步擴大。

3. Quality growth strategies at current stage

(1) refine management to further enhance management efficiency, thereby intensively reducing costs and increasing efficiency;

(2) deepen channel penetration to increase customer's loyalty, realise in-depth cooperation with major customers in various industrial lines, and further increase market share in major customers;

(3) continue to attract outstanding talents to join us, and further stabilise and optimise our operation and management team through continuous innovation in mechanisms and step-by-step implementation of medium-and long-term incentives;

(4) continue to optimise the Group's debt structure, thereby reducing finance costs;

(5) further enhance the Group's breeding capacity.

3. 本階段優質增長策略

(1) 精細化管理，進一步提升管理效率，深度降本增效；

(2) 深耕渠道，增加客戶粘性，實現與重要客戶各產業條線的深度協助，進一步提升在重要客戶的市場佔比；

(3) 繼續吸引優秀人才加盟，通過機制的持續創新，中長期激勵政策的分步實施，進一步穩定和優化經營管理團隊；

(4) 優化本集團債務結構，降低財務成本；

(5) 進一步提升本集團養殖產能。

BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
董事、監事及高級管理層履歷

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors, supervisors (the "**Supervisors**") and senior management of the Company during the year ended 31 December 2023 and up to the date of this annual report are set out below:

DIRECTORS
董事

Incumbent Directors
在任董事

Name **姓名**	**Position in the Company** **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 company secretary 執行董事、副總經理、財務總監、董事會秘書兼公司秘書
Mr. Qiu Zhongwei (appointed on 18 January 2023) 邱中偉先生(於2023年1月18熪碗窔炟燹熨睔矨犨箱甍犀＇稻熪碗	Non-executive Director

Mr. Shi has over 14 years of experience in finance, accounting and management, and joined the Group in June 2013. Mr. Shi served as a vice general manager of financial budget and analysis department, a financial manager and an assistant director of financial centre of the Company from June 2013 to February 2018. Mr. Shi has been a supervisor of Yucheng Fengming Food Co., Ltd. since August 2017. Prior to joining the Group, Mr. Shi worked for the finance department of Qingdao Zhengda Co., Ltd. from January 2008 to June 2010, and worked as a supervisor of the finance department of OSI Group (Weihai) Poultry Development Co., Ltd. from June 2010 to June 2013. Mr. Shi obtained a bachelor's degree in financial management from Qingdao Agricultural University in the PRC in July 2007.

石先生在財務、會計及管理方面具備逾14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月擔任福喜(威海)農牧發展有限公司財務部主管。石先生於2007年7月獲得中國青島農業大學財務管理學士學位。

Non-executive Directors

非執行董事

Mr. Qiu Zhongwei, aged 55, a non-executive Director of the Company. He was appointed as a Director on 18 January 2023. Mr. Qiu is a member of the remuneration committee of the Company (the "**Remuneration Committee**").

邱中偉先生，55歲，為本公司非執行董事。彼於2023年1月18日獲委任為董事。邱先生為本公司薪酬委員會(「**薪酬委員會**」)成員。

Mr. Qiu has over 31 years of experience in corporate finance and private equity investment. He has been a partner and managing director of PAG Asia Capital since April 2015. From 1990 to 2000, Mr. Qiu served as a vice president at Goldpark China Limited, a subsidiary of China Huaneng Group. Mr. Qiu has served as the managing director and managing partner at Hony Capital for 10 years from January 2005. Before that, he was the chairman of Yintai Holdings Limited. From July 2006 to June 2015, he served as a non-executive director of Changsha Zoomlion Heavy Industry Science and Technology Development Co., Ltd. (currently known as Zoomlion Heavy Industry Science and Technology Co., Ltd.), a company listed on the Main Board of the Stock Exchange (stock code: 01157) and the Shenzhen Stock Exchange (stock code: 000157). He served as the chairman and the general manager of Shanghai Baosteel Gases Co., Ltd. from January 2019 to February 2023. He has been a director of Metro Land Corporation Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600683), since December 2017; and a non-executive director of China Youran Diary Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 09858), since August 2020. Mr. Qiu obtained a bachelor's degree in engineering from Xi'an Jiaotong University in the PRC in 1990. He then obtained a master's degree in business administration jointly awarded by Kellogg School of Management of Northwestern University in the United States and the Hong Kong University of Science and Technology in Hong Kong in 2003.

邱先生於企業融資及私募股權投資方面擁有逾31年經驗。彼自2015年4月起一直為太盟亞洲資本合夥人及董事總經理。自1990年至2000年，邱先生擔任Goldpark China Limited(中國華能集團的附屬公司)副總裁。邱先生自2005年1月起計10年擔任弘毅投資董事總經理及管理合夥人。此前，彼曾擔任銀泰控股公司董事長。自2006年7月至2015年6月，彼擔任長沙中聯重工科技發展股份有限公司(現稱中聯重科股份有限公司，於聯交所主板(股份代號：01157)及深圳證券交易所(股份代號：000157)上市的公司)之非執行董事。自2019年1月至2023年2月，擔任上海寶鋼氣體有限公司董事長兼總經理。自2017年12月起，彼擔任上海證券交易所上市公司京投發展股份有限公司(股份代號：600683)的董事；及自2020年8月起擔任聯交所主板上市公司中國優然牧業集團有限公司(股份代號：09858)之非執行董事。邱先生於1990年自中國西安交通大學取得工學學士學位。彼其後於2003年獲美國西北大學凱洛格商學院與香港科技大學聯合頒發工商管理碩士學位。

Mr. Lu Wei, aged 45, 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**").

Mr. Qiu has over 21 years of experience in banking, investment and business consultation. He joined PAG Asia Capital as a senior associate in August 2011 and was subsequently promoted to vice president and executive director, he is currently a managing director of PAG Asia Capital. From September 2001 to June 2004, Mr. Lu served at the Shanghai office of Standard Chartered Bank (China) Limited. From August 2004 to April 2010, he served as a business analyst and an associate at McKinsey & Company. He served as a senior associate at the Shanghai office of CITIC Capital from May 2010 to August 2021. Mr. Lu obtained a bachelor's degree in economics with a major in international finance from Renmin University of China in the PRC in July 2001. He then obtained a master's degree in business administration from Harvard University in the United States in June 2009.

Mr. Zhu Lingjie, aged 44, is the chairman of the Board of Directors and a non-executive Director. He was appointed as a Director on 18 January 2023. Mr. Zhu is the chairman of the nomination committee of the Company (the "**Nomination Committee**").

Mr. Zhu has over 19 years of experience in business and marketing strategy formation and investment. Mr. Zhu joined PAG Asia Capital in October 2013 and his current position is managing director. He has extensive experience in consumer goods sector and retail industry as a consultant and professional manager. From July 2005 to March 2008, he worked as a senior manager at Opera Solutions, LLC., a company providing analytics consulting service. From March 2008 to March 2012, he served as a senior project manager at Roland Berger, a worldwide management consulting company. From April 2012 to October 2013, he worked as a brand sales director at Beiersdorf AG. Mr. Zhu obtained a bachelor's degree in finance from Nanjing University in the PRC in July 2002. He then obtained a certificate of graduate studies from Johns Hopkins University Nanjing University Center for Chinese and American Studies in July 2004. He further obtained a master's degree in finance from Nanjing University in the PRC in July 2005.

Ms. Zhou Ruijia, aged 35, is a non-executive Director. She was appointed as a Director on 18 January 2023.

呂崴先生，45歲，為非執行董事。彼於2023年1月18日獲委任為董事。呂先生為本公司審計委員會(「**審計委員會**」)成員。

呂先生於銀行、投資及商業諮詢方面擁有逾21年經驗。彼於2011年8月加入太盟亞洲資本擔任高級投資經理，其後晉升為副總裁及執行董事，彼現時為太盟亞洲資本的董事總經理。自2001年9月至2004年6

年驥

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周女士於投資、財務及營運管理方面擁有逾12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。

Ms. Zhao Yinglin, aged 58, an independent non-executive Director. She was appointed as a Director on 28 May 2021. Ms. Zhao is a member of the Remuneration Committee and the Nomination Committee.

Ms. Zhao has 24 years of experience in corporate and business management. She was the general manager of the investment management department of China Life Property & Casualty Insurance Company Limited between October 2007 and March 2020 and the chief investment officer of PICC Health Insurance Company Limited from March 2020 to February 2021. Ms. Zhao completed her postgraduate studies in finance and investment and received her doctorate degree in economics from the Northwest University in the PRC in July 2000. She obtained the Securities Practitioners Qualifications Certificate from the Securities Association of China in February 2004 and obtained the Independent Director Qualification Certificate from the Shanghai Stock Exchange in March 2014.

Mr. Dong Jiqing, aged 58, a non-executive Director. He was appointed as a Director on 28 May 2021. PICC Health Insurance Company Limited is a wholly-owned subsidiary of the Company. Mr. Dong is also the chairman of the investment committee of PICC Health Insurance Company Limited. Mr. Dong has 30 years of experience in corporate and business management. He was the general manager of the investment management department of China Life Property & Casualty Insurance Company Limited between October 2007 and March 2020 and the chief investment officer of PICC Health Insurance Company Limited from March 2020 to February 2021. Mr. Dong completed his postgraduate studies in finance and investment and received his doctorate degree in economics from the Northwest University in the PRC in July 2000. He obtained the Securities Practitioners Qualifications Certificate from the Securities Association of China in February 2004 and obtained the Independent Director Qualification Certificate from the Shanghai Stock Exchange in March 2014.

Mr. Wang Yanjun, aged 58, a non-executive Director. He was appointed as a Director on 28 May 2021. Mr. Wang is also a director of Yipei (Shanghai) Investment Management Company Limited and Yipei Global Capital Limited. Mr. Wang has 30 years of experience in corporate and business management. He was the general manager of the investment management department of China Life Property & Casualty Insurance Company Limited between October 2007 and March 2020 and the chief investment officer of PICC Health Insurance Company Limited from March 2020 to February 2021. Mr. Wang completed his postgraduate studies in finance and investment and received his doctorate degree in economics from the Northwest University in the PRC in July 2000. He obtained the Securities Practitioners Qualifications Certificate from the Securities Association of China in February 2004 and obtained the Independent Director Qualification Certificate from the Shanghai Stock Exchange in March 2014.

SUPERVISORS
監事

Incumbent Supervisors
在任監事

Name **姓名**	**Position in the Company** **公司職位**
Ms. Gao Jin (appointed on 18 January 2023) 高瑾女士(於2023年1月18日委任)	Shareholders representative Supervisor 股東代表監事
Mr. Zhu Kaijie (appointed on 18 January 2023) 朱愷杰先生(於2023年1月18日委任)	Shareholders representative Supervisor 股東代表監事
Mr. Ma Xianwen (appointed on 18 January 2023) 馬憲穩先生(於2023年1月18日委任)	Employees representative Supervisor 職工代表監事

Departure Supervisors
離任監事

Name **姓名**	**Position in the Company** **公司職位**
Mr. Zhang Jun (retired on 18 January 2023) 張軍先生(於2023年1月18日退任)	Shareholders representative Supervisor 股東代表監事
Mr. Chen Dehe (retired on 18 January 2023) 陳德賀先生(於2023年1月18日退任)	Shareholders representative Supervisor 股東代表監事
Ms. Lian Xianmin (retired on 18 January 2023) 廉憲敏女士(於2023年1月18日退任)	Employees representative Supervisor 職工代表監事

The biographical details of the Supervisors are set out as follows:

Ms. Gao Jin, aged 41, is the chairperson of the board of supervisors of the Company (the "**Board of Supervisors**") and a Shareholders representative Supervisor. She was appointed as a Supervisor on 18 January 2023.

監事履歷詳情如下：

高瑾女士，41歲，為本公司監事會(「**監事會**」)主席及股東代表監事。彼於2023年1月18日獲委任為監事。

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 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 company secretary 副總經理、首席財務總監、董事會秘書兼公司秘書

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 58, 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，58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 22 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 Shandong Fengxiang Industrial Co., Ltd. since December 2011.

汪先生在食品安全及質量管理行業擁有逾22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，彼擔任山東鳳祥實業有限公司總經理。

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 56, a vice general manager of the Company. He is primarily responsible for the operational planning and supply chain centre of the Group.

孟濤先生，56歲，為本公司副總經理。彼主要負責分管本集團運營規劃和供應鏈中心。

Mr. Meng has over 34 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 Shandong Fengxiang Industrial Co., Ltd. from November 2013 to September 2016. Mr. Meng served as a vice general manager of Fengxiang Food Development from September 2016 to February 2018.

孟先生在肉類產品行業擁有逾34年經驗。彼於2013年2月加入本集團。彼自2013年2月至2013年11月擔任鳳祥食品發展生產部副總經理。彼自2013年11月至2016年9月擔任山東鳳祥實業有限公司生產部總經理。孟先生自2016年9月至2018年2月擔任鳳祥食品發展副總經理。

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.

孟先生於1989年8月完成了中國北京聯大機械工程學院機械工程專業的學習。孟先生於2002年11月獲英國華威大學頒發的工程商務管理進修證書。

Ms. Zhou Jinying, aged 51, a vice general manager of the Company. She is the person-in-charge of the business of iShape, and is also the general manager of marketing centre.

周勁鷹女士，51歲，為本公司副總經理。彼為優形業務負責人，亦為市場中心總經理。

Ms. Zhou has over 26 years of experience in marketing and media industry. She joined the Group in February 2018. She has been a vice general manager of the Company since February 2018 served as an executive Director of the Company from May 2022 to January 2023.

周女士在營銷及媒體行業擁有逾26年經驗。彼於2018年2月加入本集團。彼自2018年2月起擔任本公司副總經理並於2022年5月至2023年1月期間擔任本公司執行董事。

Prior to joining the Group, Ms. Zhou served as a general manager of the brand management centre and a chief brand officer at GMK Holdings from September 2016 to April 2018. She was a vice general manager and chief brand officer of GMK Holdings from April 2018 to January 2019.

加入本集團之前，周女士自2016年9月至2018年4月擔任新鳳祥控股品牌管理中心總經理兼首席品牌官。彼自2018年4月至2019年1月擔任新鳳祥控股副總經理及首席品牌官。

Ms. Zhou obtained a bachelor's degree in cultural business management from Beijing Film Academy in the PRC in June 1998.

周女士於1998年6月在中國獲得北京電影學院文化事業管理學士學位。

Save as disclosed in this annual report, none of the Directors, Supervisors and senior management (i) hold any other directorship in other publicly listed companies in the last three years; (ii) has any relationship with any other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) hold any other position in the Company or other members of the Group; (iv) hold any other interest in the shares of the Company with the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**"); and (v) has other information relating to him/her that should be disclosed pursuant to the events under Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

UPDATE ON DIRECTORS' AND SUPERVISORS' INFORMATION

Change of Directors

The fourth session of the Board of Directors expired upon the conclusion of the 2023 first extraordinary general meeting and the 2023 first H shareholders class meeting of the Company held on 18 January 2023, and all directors of the fourth session of the Board of Directors retired from their positions as Directors at that time. On 18 January 2023, the appointments of the Directors of the fifth session of the Board of Directors, namely Mr. Xiao Dongsheng and Mr. Shi Lei as executive Directors, Mr. Qiu Zhongwei, Mr. Lu Wei, Mr. Zhu Lingjie and Ms. Zhou Ruijia as non-executive Directors and Ms. Wang Anyi, Ms. Zhao Yinglin and Mr. Chung Wai Man as independent non-executive Directors, were approved by the Shareholders at the 2023 first extraordinary general meeting of the Company. 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 2023 first extraordinary general meeting and the 2023 first H shareholders class meeting of the Company held on 18 January 2023, and all Supervisors of the fourth session of the Board of Supervisors retired from their positions as Supervisors at that time. On 18 January 2023, the appointments of the Supervisors of the fifth session of the Board of Supervisors, namely Ms. Gao Jin and Mr. Zhu Kaijie as Shareholders representative Supervisors were approved by the Shareholders at the 2023 first extraordinary general meeting of the Company. 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

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及2023年第一次H股類別股東大會結束時屆滿，第四屆董事會全體董事於其時退任董事職務。於2023年1月18日，第五屆董事會董事的委任，即肖東生先生及石磊先生為執行董事，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及王安易女士、趙迎琳女士及鍾偉文先生為獨立非執行董事，已獲股東於本公司2023年第一次臨時股東大會上批准。朱凌潔先生已獲選及獲委任為董事會主席。

監事變動

第四屆監事會於本公司於2023年1月18日舉行的2023年第一次臨時股東大會及2023年第一次H股類別股東大會結束時屆滿，第四屆監事會全體監事於其時退任監事職務。於2023年1月18日，第五屆監事會監事的委任即高瑾女士及朱愷杰先生為股東代表監事已獲股東於本公司2023年第一次臨時股東大會上批准。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 2023.

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.

RESULTS

The results for the year ended 31 December 2023 are set out in the consolidated income statement on pages 130 to 132 of this annual report.

DIVIDENDS DISTRIBUTION

The Company has adopted a dividend policy, pursuant to which the Company may declare and pay dividends to the Shareholders. Any proposed distribution of dividends shall be formulated by the Board of Directors and will 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 the Group's results of operations, cash flows, financial condition, capital adequacy ratio, payments by the subsidiaries of cash dividends to the Company, business prospects, statutory, regulatory and contractual restrictions on the Company's declaration and payment of dividends and other factors that the Board of Directors considers important. The articles of association of the Company (the "**Articles of Association**") stipulate that the Company may distribute dividends by means of cash, stock or a combination of cash and stock.

董事會欣然提呈本公司截至2023年12月31日止年度之報告(「**董事會報告**」)及財務報表。

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。

業績

截至2023年12月31日止年度業績載於本年報第130頁至第132頁的合併利潤表中。

股息分配

本公司已採納股息政策，據此，本公司可宣派及派付股息予股東。任何分派股息的計劃須由董事會制定並

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.

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 2023 (2022: 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2023年12月31日止年度的任何末期股息(2022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。

ANNUAL GENERAL MEETING

The annual general meeting (the "**AGM**") of the Company is expected to be held on Thursday, 23 May 2024. The notice of the AGM will be published and despatched to the Shareholders in due course in the manner as required by the Articles of Association and the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 20 May 2024 to Thursday, 23 May 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant Share certificates must be lodged with the H share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in respect of H Shareholders), or to the Company's registered office in the PRC at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, PRC (in respect of domestic Shareholders) no later than 4:30 p.m. on Friday, 17 May 2024.

BUSINESS REVIEW

A fair review of the business and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the "Management Discussion and Analysis" on pages 15 to 35 of this annual report. Description of the principal risks and uncertainties faced the Group can be found throughout this annual report. Particulars of important events affecting the Group that have occurred after 31 December 2023, if any, can also be found in the notes to the financial statements.

In addition, more details regarding the Group's performance by reference to financial key performance indicators and environmental policies, as well as compliance with relevant laws and regulations which have a significant impact on the Group, are provided in the "Management Discussion and Analysis" of this annual report. Each of the above-mentioned relevant contents form an integral part of the Report of Board of Directors.

股東週年大會

本公司計劃於2024年5月23日(星期四)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2024年5月20日(星期一)至2024年5月23日(星期四)(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2024年5月17日(星期五)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谷縣安樂鎮劉廟村(就內資股股東而言)。

業務回顧

本集團於本年度內業務的公平回顧及本集團表現的討論及分析，以及與其業績及財務狀況相關的重大因素已載列於本年報第15至第35頁的「管理層討論及分析」。有關本集團面對之主要風險及不確定因素之描述已載於本年報內。2023年12月31日之後發生的影響本集團的重要事件的詳細信息(如有)也載列於財務報表的附註中。

此外，本年報的「管理層討論及分析」中還提供了有關本集團財務關鍵績效指標和環境政策方面表現的更多詳細信息，以及對本集團有重大影響的相關法律法規的合規情況。上述相關內容是本董事會報告不可分割的組成部分。

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.

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。

AUDIT QUALIFICATION FOR THE YEAR ENDED 31 DECEMBER 2023

截至2023年12月31日止年度的審計保留意見

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

董事會及審計委員會的觀點及解決該意見的計劃

I. Qualified Opinion in 2023

一、 於2023年的保留意見

The Auditor has expressed a qualified opinion in the independent auditors' report relating to the audit of the consolidated financial statements of the Group for the year ended 31 December 2023. The Board of Directors would like to provide the following additional information:

核數師已於獨立核數師報告中就本集團截至2023年12月31日止年度的綜合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：

In July 2023, the Company was informed that a company submitted to the National Administration of Financial Regulation (國家金融監督管理總局) ("**NAFR**") an application of the bankruptcy liquidation of GMK Finance and the NAFR has principally approved the commencement of bankruptcy proceedings of GMK Finance. 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.

2023年7月，本公司獲悉一家公司向國家金融監督管理總局(「**國家金融管理局**」)提交新鳳祥財務破產清算申請，而國家金融管理局原則上批准新鳳祥財務展開破產程序。自2022年11月起，於新鳳祥財務的存款本集團已不可取出及用於日常經營。此外，新鳳祥財務逾期向本集團支付存款利息。

II. Basis of Qualified Opinion

二、 保留意見基準

As the Group was not able to estimate the recoverable amounts of deposits 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, and they were unable to make a judgment as

由於本集團無法估計於截至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綜合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日止年度的綜合財務報表的審計意見為保留意見。受上述情況影響，該事項對本公司2023年度利潤表本期數據和對應數據的可比性可能產生影響。

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 2023.

於截至2023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。

The Board of Directors has authorised the senior management to control and monitor the environmental, social and governance ("**ESG**") performance for the daily management of ESG. Investors can search for information related to the ESG report on the investors relationship page of the Company's website. As reported by the senior management, the Board of Directors considers that the Group's ESG performance, with respect to the subject areas and individual aspects that are set out in Appendix C2 to the Listing Rules, has been satisfactory.

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C2中的所列的主要範疇和各層面而言，均令人滿意。

RELATIONSHIP WITH STAKEHOLDERS

與主要利益相關者的關係

Employees

僱員

As at 31 December 2023, we had 6,808 employees who were directly employed by us, of which 6,800 employees were employed in the PRC and eight employees were located in Japan.

於2023年12月31日，我們有6,808名直接受僱於我們的僱員，其中包括6,800名位於中國的僱員及八名位於日本的僱員。

The remuneration packages for our employees include salary, bonuses and allowances. Except for Japanese employees who are required to comply with Japanese laws and regulations, as required by the PRC regulations, we participate in social insurance schemes operated by the relevant local government authorities and maintain mandatory pension contribution plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance for some of our employees. We also contribute to housing provident fund for some of our employees. No forfeited contribution was used by the employer to reduce the contribution payable in the future years. Details of the defined contribution and benefit scheme of the Group for the year ended 31 December 2023 are set out in note III(XXII) to the financial statements.

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2023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三(二十二)。

When we make hiring decisions, we take into account factors such as our business strategies, our development plans, industry trends and the competitive environment. We recruit our employees based on a number of factors such as their work experience, educational background and vacancy needs. We endeavour to attract and retain appropriate and suitable personnel to serve the Group.

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。

We provide continuing education and training prog7bmmes to our employees to improve their skills and develop their potential. We also adopt evaluation prog7bmmes through which our employees can receive feedback. We foster strong employee relations by offering various staff benefits and personal development support. Our subsidiaries in China have established labour unions in accordance with the applicable PRC law. We are not subject to any collective bargaining agreements. As at the date of this annual report, we had not experienced any material labour disputes or claims.

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。

The Company also adopted three share award schemes on 24 June 2020, 10 December 2021 and 29 August 2023, respectively, and any full-time or part-time employees of the Group (including any Director) are eligible participants under the said schemes.

於2020年6月24日、2021年12月10日及2023年8月29日，本公司亦分別採納三項股份獎勵計劃，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

客戶

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.

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。

For the year ended 31 December 2023, the Group's sales to its five largest customers accounted for 26.3% (2022: 23.15%) of the Group's total sales and sales to the largest customer accounted for 11.3% (2022: 10.80%).

截至2023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26.3%(2022年：23.15%)，其中對最大客戶的銷售額佔11.3%(2022年：10.80%)。

Suppliers

供應商

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 for producing our processed chicken meat products in order to meet customers' growing demand. During the Reporting Period, we have entered into hedging activities in respect of the commodity price fluctuation of soybean meal and corn.

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採購生雞肉製品。於報告期內，我們已就對豆粕、玉米的商品價格波動進行對沖活動。

For the year ended 31 December 2023, purchases from the Group's five largest suppliers accounted for 24.78% (2022: 22.12%) of the Group's total purchases and purchases from the largest supplier accounted for 10.11% (2022: 6.42%).

截至2023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24.78%(2022年：22.12%)，其中自最大供應商的採購額佔10.11%(2022年：6.42%)。

During the year ended 31 December 2023, 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) had any interest in the Company's five largest customers and suppliers.

截至2023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%之已發行股份數)於本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 2023 are set out in note V (XXXII) to the financial statements.

As at 31 December 2023, the issued share capital of the Company was 1,582,618,000 Shares (of which 1,045,000,000 were domestic Shares and 537,618,000 were H Shares).

股本

本公司截至2023年12月31日止年度之股本變動詳情載於財務報表附註五(三十二)。

於2023年12月31日，本公司已發行股本為1,582,618,000股，其中，1,045,000,000股為內資股，537,618,000股為H股。

RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2023 are set out in the consolidated statement of changes in owners' equity.

儲備

本集團於截至2023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。

DISTRIBUTABLE RESERVES

As at 31 December 2023, pursuant to the relevant laws and regulations, the Company has distributable reserves of RMB618.1 million in total available for distribution (2022: RMB456.3 million).

可供分派儲備

於2023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618.1百萬元(2022年：人民幣456.3百萬元)。

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company as at 31 December 2023 are set out in note V (XVIII), note V (XXIV), note V (XXV), note V (XXVI) and note V (XXVII) to the financial statements.

銀行貸款及其他借貸

本公司於2023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五(十八)、附註五(二十四)、附註五(二十五)、附註五(二十六)及附註五(二十七)。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note V (IX) to the financial statements.

物業、廠房及設備

本集團截至2023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五(九)。

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.

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。

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。

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刺鸕冕燰暴繕廣嚦菵

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

As at 31 December 2023, 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 C3 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2023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C3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. 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)	0.60%	0.20%
Mr. Shi Lei[3] 石磊先生[3]	Beneficial interest 實益權益	H Shares H股	528,666 (L)	0.10%	0.03%
	Beneficiary of a trust 信託受益人	H Shares H股	857,334 (L)	0.16%	0.05%

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 537,618,000 H Shares in issue.

(3)

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537,618,000股已發行H股為基準計算。

(3) 肖東生先生及石磊先生已根據2020年股份獎勵計劃及／或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2023年12月31日,根據2020年股份獎勵計劃授予肖東升先生及石磊先生的所有獎勵股份均已歸屬。根據2021年股份獎勵計劃授予肖東升先生及石磊先生的2021年獎勵股份中，1,944,000股及857,334股2021年獎勵股份（分別佔已發行股份總數約0.12%及0.05%）尚未歸屬。

(4) 字母「L」指股份中的好倉。

除上文所披露者外，於2023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 2023, 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2023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 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]
Shan Weijian[3] 單偉建[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
PAG Capital Limited[3] PAG Capital Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
PAG Asia Capital GP IV Limited[3] PAG Asia Capital GP IV Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
PAG Asia IV LP[3] PAG Asia IV LP[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
PAG[3] 太盟集團[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
Pacific Alliance Group Limited[3] Pacific Alliance Group Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
Falcon Holding GP Limited[3] Falcon Holding GP Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
Falcon Holding LP[3] Falcon Holding LP[3]	Beneficial interest 實益權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.73%
	Beneficial interest 實益權益	H Shares H股	137,265,505 (L)	25.53%	8.67%
Hwa-An International Limited Hwa-An International Limited	Beneficial interest 實益權益	H Shares H股	34,909,000 (L)	6.49%	2.21%

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 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]
Dragonstone Capital Management Limited Dragonstone Capital Management Limited	Investment manager 投資經理	H Shares H股	31,808,000 (L)	5.91%	2.01%
CICFH New Dynamic Investment SPC CICFH New Dynamic Investment SPC	Beneficial interest 實益權益	H Shares H股	29,705,000 (L)	5.52%	1.88%
Abu Dhabi Investment Authority[4] Abu Dhabi Investment Authority[4]	Interest in controlled corporation 受控法團權益	H Shares H股	156,679,000 (L)	29.14%	9.90%
Platinum Peony B 2023 RSC Limited[4] Platinum Peony B 2023 RSC Limited[4]	Beneficial interest 實益權益	H Shares H股	156,679,000 (L)	29.14%	9.90%
Shum Yip Investment & Development Company Limited Shum Yip Investment & Development Company Limited	Interest in controlled corporation 受控法團權益	H Shares H股	33,042,000 (L)	6.15%	2.09%
JinYi Capital Multi-Strategy Fund SPC Ltd. JinYi Capital Multi-Strategy Fund SPC Ltd.	Beneficial interest 實益權益	H Shares H股	47,478,000 (L)	8.83%	3.00%

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 537,618,000 H Shares in issue.

(3) PAG is directly owned as to 34.67% by Shan Weijian. PAG is indirectly interested in the Shares through its wholly-owned corporations in Pacific Alliance Group Limited, PAG Capital Limited, PAG Asia Capital GP IV Limited, PAG Asia IV LP, Falcon Holding GP Limited and Falcon Holding LP. Accordingly, Shan Weijian, PAG, Pacific Alliance Group Limited, PAG Capital Limited, PAG Asia Capital GP IV Limited, PAG Asia IV LP and Falcon Holding GP Limited are deemed to be indirectly interested in the 992,854,500 Domestic Shares and 137,265,505 H Shares held by Falcon Holding LP.

(4) Platinum Peony B 2023 RSC Limited is wholly owned by Abu Dhabi Investment Authority. Accordingly, Abu Dhabi Investment Authority is deemed to be indirectly interested in 156,679,00 shares held by Platinum Peony B 2023 RSC Limited.

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

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537,618,000股已發行H股為基準計算。

(3) 單偉健直接持有太盟集團的34.67%權益。太盟集團透過其全資控制法團Pacific Alliance Group Limited、PAG Capital Limited、PAG Asia Capital GP IV Limited、PAG Asia IV LP、Falcon Holding GP Limited及Falcon Holding LP間接持有股份權益。因此，單偉健、太盟集團、Pacific Alliance Group Limited、PAG Capital Limited、PAG Asia Capital GP IV Limited、PAG Asia IV LP及Falcon Holding GP Limited被視作於Falcon Holding LP持有的992,854,500股內資股及137,265,505股H股中間接擁有權益。

(4) Platinum Peony B 2023 RSC Limited由Abu Dhabi Investment Authority全資擁有。因此，Abu Dhabi Investment Authority被視為間接於Platinum Peony B 2023 RSC Limited持有的156,679,00股股份中擁有權益。

(5) 字母「L」指股份中的好倉。

除上文所披露者外，於2023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除外）通知，表示其於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及第3分部須予披露，或須記入根據《證券及期貨條例》第336條須由本公司存置的登記冊的權益或淡倉。

購買、出售或贖回上市證券

於截至2023年12月31日止年度期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

董事及監事購買股份或債券之權利

除本年報所披露者外，本公司或其任何附屬公司於報告期內任何時間概無衍好餽司何訾，董京拓瑰橞本，之篕礸儗鴭鋮無暉櫚或嬓或京抹亢股兒或剿鮕證刷呈。

CONTINUING CONNECTED TRANSACTION

On 28 January 2023, the Company and Falcon Holding LP ("**Falcon**") entered into the loan framework agreement (the "**Loan Framework Agreement**"), pursuant to which Falcon will provide a revolving loan facility to the Group for a term of one year commencing from 28 January 2023 and ending on 27 January 2024. The proposed annual caps, being the maximum daily balance of the loans (including interests accrued) for the transactions contemplated under the Loan Framework Agreement for the years ended/ending 31 December 2023 and 2024 is USD13,591,000 and USD13,591,000 (the annual cap for the year ending 31 December 2024 is set up to 27 January 2024, being the end date of the term of the Loan Framework Agreement), respectively. As the Loan Framework Agreement and its annual caps expired on 27 January 2024 and after considering the future needs of the Group within the PRC, the Company and Falcon entered into the new loan framework agreement (the "**New Loan Framework Agreement**"), pursuant to which Falcon will provide a revolving loan facility to the Group for a term of one year commencing from 28 January 2024 and ending on 27 January 2025. The proposed annual caps, being the maximum daily balance of the loans (including interests accrued) for the transactions contemplated under the New Loan Framework Agreement for the years ending 31 December 2024 and 31 December 2025 is USD13,591,000 and USD15,000,000 (the annual cap for the year ending 31 December 2025 is set up to 27 January 2025, being the end date of the term of the New Loan Framework Agreement), respectively. Falcon is the controlling Shareholder directly holding over 70% interest in the Company's total issued share capital. Accordingly, Falcon is a connected person of the Company and as a result, the transactions contemplated under the Loan Framework Agreement and the New Loan Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. The Company has complied with the applicable disclosure requirements under Chapter 14A of the Listing Rules. For details, please refer to the

持續關連交易

於2023年1月28日，本公司與Falcon Holding LP（「**Falcon**」）訂立貸款框架協議（「**貸款框架協議**」），據此，Falcon將向本集團提供循環貸款融資，期限自2023年1月28日起至2024年1月27日止為期一年。建議年度上限，即截至2023年及2024年12月31日止年度貸款框架協議項下擬進行的交易的最高每日貸款結餘（包括應計利息），分別為13,591,000美元及13,591,000美元（截至2024年12月31日止年度的年度上限乃按截至2024年1月27日（即貸款框架協議期限結束日期）而釐定）。由於貸款框架協議及其年度上限於2024年1月27日屆滿，且考慮到本集團於中國境內的未來需求，本公司與Falcon訂立新貸款框架協議（「**新貸款框架協議**」），據此，Falcon將向本集團提供循環貸款融資，期限自2024年1月28日起至2025年1月27日止為期一年。截至2024年12月31日及2025年12月31日止年度的新貸款框架協議項下擬進行的交易的建議年度上限（即貸款最高每日結餘（包括應計利息））分別為13,591,000美元及15,000,000美元（截至2025年12月31日止年度的年度上限乃按截至2025年1月27日（即新貸款框架協議期限結束日期）而釐定）。Falcon為控股股東，直接持有本公司全部已發行股本超過70%之權益。因此，Falcon為本公司的關連人士，故此根據《上市規則》第14A章，貸款框架協議及新貸款框架協議項下擬進行的交易構成本公司的持續關連交易。本公司已遵守《上市規則》第14A章項下的適用披露規定。有關詳情，請參閱本公司日期為2023年1月29日及2024年1月26日的公告。

The following table sets forth the annual cap and actual amount for the non-exempt continuing connected transaction of the Company for the year ended 31 December 2023:

下表載列本公司截至2023年12月31日止年度不獲豁免之持續關連交易的年度上限及實際金額：

Continuing connected transaction 持續關連交易	For the year ended 31 December 2023 截至2023年12月

就《上市規則》第14A.55條而言，獨立非執行董事已審閱上述持續關連交易，並已確認該持續關連交易已由本集團(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。上述持續關連交易的年度交易價值並無超出其年度上限。

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「關於香港《上市規則》所述持續關連交易的核數師函件」以匯報本集團關連交易。核數師並無就本集團上文披露的持續關連交易作出保留意見的報告。

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連交易。

DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no Director or Supervisor or an entity connected with a Director or Supervisor was materially interested, either directly or indirectly, in any transaction, arrangement or contract which is significant to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party subsisting during the year ended 31 December 2023 or at the end of the year ended 31 December 2023.

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2023年12月31日止年度內或於截至2023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。

CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, no contract of significance was entered into between the Company, or one of its subsidiary companies, and a controlling Shareholder or any of its subsidiaries during the year ended 31 December 2023.

重大合約

除本年報所披露者外，於截至2023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。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023 between the Company and a person other than a Director or Supervisors or any person engaged in the full-time employment of the Company.

管理合約

截至2023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。

EQUITY-LINKED AGREEMENT

During the Reporting Period, the Company did not enter into or renew any equity-linked agreement.

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。

DIRECTORS' PERMITTED INDEMNITY PROVISION

The Company has arranged appropriate insurance cover for Directors' liabilities in respect of legal actions arising out of corporate activities against the Directors during the year ended 31 December 2023 up to the date of this annual report.

Except for such insurances, at no time during the Reporting Period and up to the date of this annual report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company or associated companies.

董事之獲准許彌償條文

本公司已為董事就於2023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。

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61至62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2023年12月31日止年度的薪酬詳情載於財務報表附註十二(五)。

股權激勵計劃實施情況

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。

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。

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[illegible]

Grant

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.

Vesting and Conditions

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.

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.

On 26 June 2020, the Board of Directors granted to 18 selected participants 2,050,000 2020 Awarded Shares under the 2020 Share Award Scheme (the "**Planned Share Award**"), all of which were vested to the selected participants (less those cancelled and/or lapsed), representing in aggregate 89.8% of the Planned Share Award. As at 31 December 2023, the BOC Trustee held 210,000 H Shares.

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

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。

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。

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**」)，該等股份已全部歸屬於選定參與者(除去已註銷及╱或失效之股份)，合計佔計劃股份獎勵的89.8%。於2023年12月31日，交通銀行受託人持有210,000H股。

The table below sets out the movements of 2020 Awarded Shares during the period from 1 January 2023 to 31 December 2023:

下表載列於2023年1月1日至2023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 2023 (HK$) 緊接2023年授出日期前本公司H股的收市價（港元）	Closing price of the Company's H Shares immediately before the vesting date in 2023 (HK$)[Note 3][Note 5] 緊接2023年歸屬日期前本公司H股的收市價（港元）[附註3][附註5]
			As at 1 January 2023 於2023年1月1日	Granted during the year 於年內授出	Vested during the year 於年內歸屬	Cancelled/ lapsed during the year 於年內註銷／失效	Outstanding as at 31 December 2023 於2023年12月31日尚未行使		
Directors **董事**									
Mr. Xiao Dongsheng[Note 6] 肖東生先生[附註6]	26 June 2020 2020年6月26日	30 June 2023 2023年6月30日	60,000	—	60,000		—	—	1.52
Ms. Zhou Jinying (appointed as executive Director on 31 May 2022 and retired on 18 January 2023)[Note 3][Note 6] 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3][附註6]	26 June 2020 2020年6月26日	30 June 2023 2023年6月30日	35,000	—	35,000	—	—	—	1.52
Mr. Shi Lei (appointed as executive Director on 31 May 2022)[Note 6] 石磊先生（於2022年5月31日獲委任為執行董事）[附註6]	26 June 2020 2020年6月26日	30 June 2023 2023年6月30日	20,000	—	20,000	—	—	—	1.52
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 2023 2023年6月30日	10,000	—	—	10,000 *(Note 4)* *(附註4)*	—	—	—
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 2023 2023年6月30日	16,000	—	16,000	—	—	—	1.52
Mr. Meng Tao 孟濤先生	26 June 2020 2020年6月26日	30 June 2023 2023年6月30日	35,000	—	35,000	—	—	—	1.52
Other Selected Employees **其他選定僱員**	26 June 2020 2020年6月26日	30 June 2023 2023年6月30日	119,000	—	119,000	—	—	—	1.52
Total **合計**			295,000	—	285,000	10,000	—	—	

Notes:

1. The 2020 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.

2. No H Share under the 2020 Share Award Scheme was granted during the year ended 31 December 2023. The purchase price of the unvested share awards as at 31 December 2023 was nil.

3. Closing price of the H Shares immediately before the suspension of trading of the H Shares on the Stock Exchange on 2 February 2023.

4. The outstanding awarded Shares (unvested) as at 31 December 2023 were lapsed due to Ms. Lian Xianmin's resignation.

5. The weighted average closing price of the H Shares vested during the year before 2 February 2023, the date on which trading of the H Shares on the Stock Exchange was suspended, was HK$1.52.

6. Mr. Xiao Dongsheng, Mr. Shi Lei and Ms. Zhou Jinying were three of the five highest-paid employees as at 31 December 2023, and the aggregate number of Shares vested to them during 2023 were 115,000.

Participants

Pursuant to the 2021 Share Award Scheme, any employees (including full-time employees and part-time employees) of the Group (including persons who are granted awards under the 2021 Share Award Scheme as an inducement to enter into employment contracts with these companies) are eligible participants of the 2021 Share Award Scheme. This includes any Director, Supervisor, chief executive, substantial shareholder of the Company, or any of their respective associates or any other person that may otherwise be regarded as a connected person of the Company.

Administration

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.

Duration

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.

Scheme Limit and Entitlement

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 at the adoption date. 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. The total number of Shares available for award (less those vested and cancelled) under the 2021 Share Award Scheme was 129,294,271 as at the date of this annual report, representing 8.17% of the issued share capital as at the date of this annual report.

參與者

根據2021年股份獎勵計劃，本集團的任何僱員(包括全職僱員及兼職僱員)(包括根據2021年股份獎勵計劃獲授予獎勵作為與該等公司簽訂僱傭合約的獎勵的人士)均為2021年股份獎勵計劃的合資格參與者。這包括本公司的任何董事、監事、最高行政人員、主要股東或他們各自的任何聯繫人或任何其他可能被視為本公司關連人士的人。

管理

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

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

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於採納日期已發行股本的10%，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%。於本年報日期，根據2021年股份獎勵計劃可獎授的股份(除去已歸屬及註銷之股份)總數為129,294,271股，佔本年報日期已發行股本股份的8.17%。

Grant

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 Futu Trustee within five 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 five business days after the date of the relevant grant notice.

Vesting and Conditions

Subject to the terms and condition of the 2021 Share Award Scheme and the fulfillment of all vesting conditions to the vesting of the awarded Shares on such selected employee as specified in the 2021 Share Award Scheme and the relevant grant notice, the respective awarded Shares held by Futu Trustee on behalf of the selected employee pursuant to the provision hereof shall vest in such selected employee in accordance with the vesting schedule as set out in the relevant grant notice.

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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員歸屬獎勵股份的所有歸屬條件獲達成後，富途受託人根據其規定代表獲選僱員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獲選僱員。

於2021年12月10日，董事會根據2021年股份獎勵計劃向63名選定參與者授出共23,487,800股2021年獎勵股份。而2,609,800股保留股份將暫時存入信託基金池中，作為日後向獲選僱員授予2021年獎勵股份的儲備(「**保留股份**」)。本集團將以現金出資方式立從公開市場上購買2021年獎勵股份及保留股份。由於本公司將不會根據授予發行新股份，故不會對現有股東的股權造成任何攤薄影響。詳情請參閱本公司日期為2021年12月10日的公告。於2023年12月31日，富途受託人持有3,034,734股自公開市場購買的H股。

The table below sets out the movements of 2021 Awarded Shares during the period from 1 January 2023 to 31 December 2023:

下表載列於2023年1月1日至2023年12月31日期間2021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 2023 (HK$)[Note 2] 緊接2023年授出日期前本公司H股的收市價(港元)[附註2]	Closing price of the Company's H Shares immediately before the vesting date in 2023 (HK$)[Note 3][Note 5] 緊接2023年歸屬日期前本公司H股的收市價(港元)[附註3][附註5]
			As at 1 January 2023 於2023年1月1日	Granted during the year[Note 2] 於年內授出[附註2]	Vested during the year 於年內歸屬	Cancelled/ lapsed during the year[Note 4] 於年內註銷／失效[附註4]	Outstanding as at 31 December 2023[Note 1] 於2023年12月31日尚未行使[附註1]		
Directors **董事**									
Mr. Xiao Dongsheng[Note 6] 肖東生先生[附註6]	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	2,916,000	—	972,000	—	1,944,000	—	1.52
Ms. Zhou Jinying (appointed as executive Director on 31 May 2022 and retired on 18 January 2023)[Note 6] 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6]	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	2,430,000	—	—	810,000	1,620,000	—	1.52
Mr. Shi Lei[Note 6] 石磊先生[附註6]	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	486,000	800,000	428,666	—	857,334	1.52	1.52
Supervisor **監事**									
Ms. Lian Xianmin (retired as a supervisor on 18 January 2023 and resigned on 30 June 2023) 廉憲敏女士(於2023年1月18日退任監事並於2023年6月30日辭任)	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	291,600	—	—	291,600	—	—	—
Senior Management **高級管理層**									
Mr. Wang Zhixian 汪之現先生	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	350,100	—	116,700	—	233,400	—	1.52
Mr. Meng Tao 孟濤先生	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	583,200	—	194,400	—	388,800	—	1.52
Highest-paid Employee (excluding Directors and Senior Management)[Note 6] **最高薪酬僱員(不包括董事及高級管理層)**[附註6]	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	729,000	—	243,000	—	486,000	—	1.52
Other Selected Employees **其他選定僱員**	10 December 2021 2021年12月10日	30 June 2023 2023年6月30日	13,931,700	—	2,599,566	3,279,597	8,052,537	—	1.52
Total **合計**			21,717,600	800,000	4,554,332	4,381,197	13,582,071	—	1.52

Notes:

1. The 2021 Awarded Shares granted on 11 December 2021 shall be vested in three tranches with the vesting schedule as follows: (i) as to one-third of the 2021 Awarded Shares on 30 April 2023; (ii) as to one-third of the 2021 Awarded Shares on 30 April 2024; and (iii) as to one-third of the 2021 Awarded Shares on 30 April 2025. The vesting date of 2021 Awarded Shares to be vested on 30 April 2023 was postponed to 30 June 2023.

2. Closing price of the H Shares immediately before the suspension of trading of H Shares on the Stock Exchange on 2 February 2023. The purchase price of the unvested share awards as at 31 December 2023 was nil.

3. Closing price of the H Shares immediately before the suspension of trading of H Shares on the Stock Exchange on 2 February 2023.

4. The outstanding awarded Shares (unvested) as at 31 December 2023 were lapsed due to the employees' resignation and failure of meeting the vesting conditions.

5. The weighted average closing price of the H Shares vested during the Reporting Period before 2 February 2023, the date on which trading of the H Shares on the Stock Exchange was suspended, was HK$1.52.

6. Mr. Xiao Dongsheng, Mr. Shi Lei and Ms. Zhou Jinying were three of the five highest-paid employees as at 31 December 2023; and the aggregate number of Shares granted and vested to the five highest-paid employees in 2023 were 800,000 and 1,643,666 respectively.

2023 Share Award Scheme

The Board of Directors has approved the adoption of the 2023 share award scheme (the "**2023 Share Award Scheme**") on 29 August 2023. The 2023 Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules, but does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules.

Purposes

The purposes and the objectives of the 2023 Share Award Scheme are to recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and to attract suitable personnel for further development of the Group.

Participants

Pursuant to the 2023 Share Award Scheme, any employees (including full-time employees and part-time employees) of the Group (including persons who are granted awards under the 2023 Share Award Scheme as an inducement to enter into employment contracts with these companies) are eligible participants of the 2023 Share Award Scheme, but should exclude any Director, supervisor, chief executive, substantial shareholder of the Company, or any of their respective associates or any other person that may otherwise be regarded as a connected person of the Company.

附註：

1. 於2021年12月11日授予的2021年獎勵股份將分三期歸屬，歸屬時間表如下：(i)於2023年4月30日為2021年獎勵股份的三分之一；(ii)於2024年4月30日為2021年獎勵股份的三分之一；及(iii)於2025年4月30日為2021年獎勵股份的三分之一。原定於2023年4月30日歸屬的2021年獎勵股份的歸屬日期推遲至2023年6月30日。

2. 緊接H股於2023年2月2日在聯交所暫停交易前的收市價。於2023年12月31日的未歸屬股份獎勵的購買價為零。

3. 緊接H股於2023年2月2日在聯交所暫停交易前的收市價。

4. 由於僱員辭任及未達到可歸屬之條件，於2023年12月31日未授予的獎勵股份(未歸屬)已失效。

5. 於報告期內歸屬的H股於2023年2月2日(H股於聯交所暫停交易日)前的加權平均收市價為1.52港元。

6. 於2023年12月31日，肖東生先生、石磊先生及周勁鷹女士為五名最高薪酬僱員的其中三名；於2023年授出及歸屬予五名最高薪酬僱員之股份總數分別為800,000股及1,643,666股。

2023年股份獎勵計劃

董事會已於2023年8月29日批准採納2023年股份獎勵計劃(「**2023年股份獎勵計劃**」)。2023年股份獎勵計劃構成《上市規則》第17章項下的股份計劃，但不構成《上市規則》第17章所指的涉及發行新股的計劃。

目的

2023年股份獎勵計劃的目的及目標乃為表彰若干合資格參與者的貢獻，並向彼等提供激勵，以挽留彼等繼續為本集團的持續營運及發展效力，並就本集團的進一步發展吸引合適的人員。

參與者

根據2023年股份獎勵計劃，本集團的任何僱員(包括全職僱員及兼職僱員)(包括根據2023年股份獎勵計劃獲授予獎勵作為與該等公司簽訂僱傭合約的獎勵的人士)均為2023年股份獎勵計劃的合資格參與者，但不包括本公司的任何董事、監事、最高行政人員、主要股東或他們各自的任何聯繫人或任何其他可能被視為本公司關連人士的人。

Administration

The 2023 Share Award Scheme shall be subject to the administration of the Board of Directors and 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 2023 Share Award Scheme (including the interpretation of any provision) shall be final and binding. Without prejudice to the foregoing and to the extent permissible under the Listing Rules and other applicable laws and regulations, the Board of Directors may resolve to delegate to another committee of the Board of Directors or to one or more officers of the Company any or all of the authority and responsibility of the Board of Directors under the scheme rules and the trust deed. The Futu Trustee shall hold the trust fund in accordance with the terms of the trust deed.

管理

根據計劃規則及信託契據，2023年股份獎勵計劃將由董事會及富途受託人管理。董事會就2023年股份獎勵計劃所產生的任何事宜作出的決定(包括對任何條文的詮釋)為最終決定並具有約束力。在不影響上述規定的情況下，且在上市規則及其他適用法律法規允許的範圍內，董事會可議決根據計劃規則及信託契據向董事會其他委員會或本公司一名或多名人員轉授董事會的任何或全部職權及責任。富途受託人須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 pursuant to the scheme rules, the 2023 Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date, after which no further awards will be granted.

年期

受限於董事會可能根據計劃規則提前終止2023年股份獎勵計劃，2023年股份獎勵計劃將自採納日期起計十年期間內有效及生效，其後不得進一步授出獎勵。

Scheme Limit and Entitlement

The Board of Directors shall not make any further award of 2023 awarded Shares (the "**2023 Awarded Shares**") which will result in the aggregate number of the H Shares awarded by the Board of Directors under the 2023 Share Award Scheme exceeding 10% of the issued Shares as at the adoption date. The maximum number of shares which may be awarded to a selected participant under the 2023 Share Award Scheme shall not exceed 1% of the issued Shares in any twelve-month period. The total number of Shares available for award under the 2023 Share Award Scheme was 140,000,000 as at the date of this annual report, representing 8.8% of the issued share capital as at the date of this annual report.

計劃上限及資格

董事會不得進一步授出2023年獎勵股份(「**2023年獎勵股份**」)，以致於董事會根據2023年股份獎勵計劃授予的H股總數佔於採納日期的本公司已發行股份超過10%。根據2023年股份獎勵計劃可能授予一名獲選參與者的股份數目最多不得超過本公司於任何十二個月期間的已發行股份總數1%。於本年報日期，根據2023年股份獎勵計劃可獎授的股份總數為140,000,000股，佔本年報日期已發行股本股份的8.8%。

Grant

Subject to the provisions of the 2023 Share Award Scheme, including but not limited to the restrictions set out in the scheme rules, the Board of Directors may, from time to time, at its sole and absolute discretion select any eligible participant (other than any excluded participant as stated in the scheme rules) for participation in the 2023 Share Award Scheme as a selected participant, and grant an award to any selected participant at nil consideration subject to such terms and conditions as the Board of Directors may in its sole and absolute discretion determine. The Board of Directors may determine that a selected participant will be granted awarded interests in the form of 2023 Awarded Shares or awarded cash or in the combination thereof. The Board of Directors may also grant the related income of the awarded interests to any selected participant in such amount or to such extent as the Board of Directors determines.

授出

受限於2023年股份獎勵計劃條文(包括但不限於計劃規則所載限制)的規限下，董事會可不時全權酌情選定任何合資格參與者(不包括任何計劃規則內所述的除外參與者)作為獲選參與者參與2023年股份獎勵計劃，並在符合董事會可能全權酌情釐定的有關條款及條件的情況下，向任何獲選參與者無償授出獎勵。董事會可決定以2023年獎勵股份或獎勵現金或其組合的形式向獲選參與者授予獎勵權益。董事會亦可以按照董事會釐定的金額或範圍向任何獲選參與者授予獎勵權益的相關收入。

In determining the eligibility of the eligible participants and the appropriate awarded interest to be granted to any selected participant (excluding any excluded participant as stated in the scheme rules), the Board of Directors shall take into consideration matters including, but without limitation to, (a) the present contribution and expected contribution of the relevant selected participant to the profits of the Group; (b) the general financial condition of the Group; (c) the Group's overall business objectives and future development plan; and (d) any other matter which the Board of Directors considers relevant.

During the year ended 31 December 2023, no 2023 Awarded Shares have been granted.

Vesting and conditions

Subject to the terms and conditions of the 2023 Share Award Scheme and the fulfilment or waiver of all vesting conditions applicable to the vesting of the awarded interests on such selected participant, the respective awarded Interests held by the Futu Trustee on behalf of the selected participant shall vest in such selected participant in accordance with the applicable vesting schedule, and Futu Trustee shall cause the awarded interests to be transferred to such selected participant.

Unless otherwise determined by the Board of Directors, in the event that the vesting conditions specified in the grant notice are not fully satisfied prior to or on the relevant vesting date, the award of the 2023 Awarded Shares in respect of the relevant vesting date shall lapse, such 2023 Awarded Shares shall not vest on the relevant vesting date

SIGNIFICANT EVENTS DURING AND AFTER THE REPORTING PERIOD

Proposed Initial Public Offering of A Shares

On 29 January 2021, the Board of Directors has resolved and approved to commence the relevant preparation related to the proposed initial public offering of A shares of the Company. The Company has engaged Huatai United Securities Co., Ltd. as the pre-listing tutoring institution

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，董事會決議通過啟動有關建議本公司首次公開發售A股的相關籌備。本公司已委任華泰聯合證券有限責任公司作為上市前輔導機構，並已於2021年1月29日向中國證券監督管理委員會山東證監局提交上市前輔導的登記申請。於本年報日期，本公司正處於上市前輔導階段，尚未開始就建議首次公開發售A股提交申請。

強制性全面要約

於2022年5月5日，一名債權人以陽谷祥光銅業有限公司(「**祥光銅業**」)(新鳳祥控股旗下附屬公司)無力償還到期債務為由，提出對祥光銅業的司法重整(「**司法重整**」)申請。中國山東省陽谷縣人民法院受理新鳳祥控股、山東鳳祥(集團)有限責任公司及山東鳳祥投資有限公司(統稱為「**前控股股東**」)以及祥光銅業等19家公司(為免生疑問，不包括本公司)的司法重整申請。

其後，祥光銅業管理人刊發公告，內容有關建議拍賣前控股股東所持本公司內資股股份，Falcon(「**要約人**」)以總競價人民幣1,372,279,100元(相當於1,502,336,359港元)贏得拍賣992,854,500股內資股(「**銷售股份**」)，即代價為每股銷售股份人民幣1.3822元(相當於每股銷售股份1.5132港元)。於2022年12月20日，上述收購事項已完成，要約人成為本公司的新控股股東。

REPORT OF BOARD OF DIRECTORS
董事會報告

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 are held by the public. To restore the public float by placing down, the Offeror may either directly dispose of, transfer, or engage a placing agent for placing of, the Shares held by the Offeror or its concert parties. In addition, the Directors jointly and severally undertook to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, at the request of the Company, trading in the H Shares has been suspended from 9:00 a.m. on 2 February 2023 since the percentage of public float fell below 15% following the close of the Offers. For details, please refer to the joint announcement of the Company and the Offeror dated 1 February 2023.

The Company applied for, and the Stock Exchange granted, a waiver from strict compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules for a period from 1 February 2023 to 31 August 2023 with an extension to 31 December 2023 (the "**Waiver**"). The Company further applied to the Stock Exchange for an extension of Waiver for the period commencing from 1 January 2024 to 30 April 2024 (the "**Extended Waiver Period**"). On 6 February 2024, the Stock Exchange granted an extension of the Waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for the Extended Waiver Period.

As at the date of this annual report, 395,110,395 H Shares, representing approximately 24.97% of the issued Shares, are held by the public (within the meaning of the Listing Rules), which is below 25% of the total issued share capital of the Company held by the public as prescribed by Rule 8.08(1)(a) of the Listing Rules.

公眾持股量及本公司H股暫停買賣

由於除牌決議案未獲批准，且本公司的公眾持股量於該等要約截止後跌至低於25%，故本公司未符合《上市規則》第8.08(1)(a)條所載最低公眾持股量規定。Falcon Holding GP Limited（為要約人的普通合夥人）董事已代表要約人向聯交所承諾採取適當措施確保股份具備足夠的公眾持股量，其中可能包括本公司向公眾發行新股份或在該等要約截止後配售減持要約人或其一致行動人士於本公司持有的部分權益，以確保公眾持有符合《上市規則》第8.08(1)(a)條規定的股份最低百分比。為通過配售減持恢復公眾持股量，要約人可直接出售、轉讓或委聘配售代理配售要約人或其一致行動人士持有的股份。此外，董事已共同及個別向聯交所承諾採取適當措施確保股份具備足夠的公眾持股量。

根據《上市規則》第8.08(1)(b)條附註1，由於公眾持股量百分比於該等要約截止後跌至低於15%，應本公司要求，H股已自2023年2月2日上午九時正起暫停買賣。有關詳情，請參閱本公司與要約人日期為2023年2月1日的聯合公告。

本公司已向聯交所申請並獲聯交所授予豁免嚴格遵守《上市規則》第8.08(1)(a)條的規定，豁免期由2023年2月1日起至2023年8月31日，並延長至2023年12月31日（「**豁免**」）。本公司進一步向聯交所申請於2024年1月1日起至2024年4月30日止期間（「**延長豁免期**」）延長豁免。於2024年2月6日，聯交所授出於延長豁免期內嚴格遵守《上市規則》第8.08(1)(a)條之延長豁免。

於本年報日期，公眾人士（定義見上市規則）持有395,110,395股H股，佔已發行股份約24.97%，低於上市規則第8.08(1)(a)條所規定公眾人士須持有本公司已發行股本總額的25%。

建議根據特別授權發行H股

誠如上文所述，於要約截止日期，《上市規則》第8.08(1)(a)條所載股份最低公眾持股量為25%的規定未獲遵守。Falcon Holding GP Limited

於2023年8月26日，本公司分別與Platinum Peony B 2023 RSC Limited及Chelt Trading Limited訂立兩份認購協議，並於2023年9月11日完成配發及發行予上述兩名認購方合共182,618,000股新H股（「**認購股份**」），認購價均為每股H股1.5132港元（「**認購事項**」）。認購股份的總面值為人民幣182,618,000元。認購事項的所得款項總額約為276百萬港元。認購事項的所得款項淨額（經扣除相關成本及開支、佣金及徵費後）約為272百萬港元，即每股認購股份淨價格為1.4894港元。經扣除開支後的認購事項所得款項淨額的70%通過償還本集團的短期借款（於2022年12月31日約為人民幣11億元）的方式用以改善本公司的流動資金狀況。經扣除開支後的認購事項所得款項淨額的30%用於補充本公司的營運資金，主要用於補足本公司的營運成本及開支，例如動物飼料成本、開發深加工雞肉製品的佐料成本以及環境相關成本。於本年報日期，已籌集的所得款項淨額已全部按計劃使用，並無未使用的所得款項。有關詳情，請參閱本公司日期為2023年8月27日及2023年9月11日的公告。

控股股東減持

為協助本公司恢復其公眾持股量以符合《上市規則》的有關規定，於2023年9月15日，Falcon已於向獨立第三方JinYi Capital Multi-Strategy Fund SPC Ltd.（「**JinYi Capital**」）完成出售47,478,000股H股（相當於當時已發行股份總數約3%）。JinYi Capital為一家在開曼群島註冊成立的獨立投資組合公司，主要參與各行業龍頭企業相關的市場投資。浙江農發產業投資有限公司參與了JinYi Capital此次購買H股股份的出資，其為浙江

於2023年10月3日，Falcon進一步完成向獨立第三方深圳資本惠理大灣區多策略投資有限合夥基金(「**深圳資本惠理大灣區基金**」)出售33,042,000股H股(相當於已發行股份總數約2.09%)。深圳資本惠理大灣區基金為一家在香港註冊成立的有限合夥基金，主要投資於以大中華地區為主要業務所在的投資組合實體。其普通合夥人Shenzhen Capital Investment Partners Limited及其共同投資管理人遠致投資(國際)資產管理有限公司均為深業投資發展有限公司的全資附屬公司，而深業投資發展有限公司則由深圳市資本運營集團有限公司持有，並最終由深圳市人民政府國有資產監督管理委員會擁有。惠理直接投資有限公司為惠理集團有限公司(一家於聯交所上市的公司，股份代號：00806)的全資附屬公司，同時亦為深圳資本惠理大灣區基金的另一名共同投資管理人。

據董事作出一切合理查詢後所深知、盡悉及確信，JinYi Capital及深圳資本惠理大灣區基金各自並非本公司的核心關連人士(定義見《上市規則》)及屬公眾人士(定義見《上市規則》第8.24條)。有關詳情，請參閱本公司日期為2023年9月20日及2023年10月6

倘違反貸款合同下的有關承諾以導致發生違約事件之情況，銀團貸款代理行可中止提取任何提款通知要求的但尚未提取的全部或部分貸款資金；取消全部或部分總承貸額；宣佈全部或部分貸款餘額連同所有應計利息、費用和貸款合同項下其他款項立即提前到期應付。有關詳情，請參閱本公司日期為2023年11月2日的公告。

修訂公司章程

由於控股股東變更，本公司的企業類型已由「其他股份有限公司」(上市)更改為「股份有限公司」(外商投資，上市)。本公司於公司章程所載的經營範圍須根據中國監管規定進行修訂。有關修訂的決議案乃經股東於本公司在2023年2月28日舉行的2023年第二次臨時股東大會上批准。

於2023年2月17日，中國國務院(「**國務院**」)公佈了《國務院關於廢止部分行政法規和文件的決定》(「**該決定**」)，內容包括廢止國務院於1994年8月4日發佈的《國務院關於股份有限公司境外募集股份及上市的特別規定》。同日，中國證券監督管理委員會(「**中國證監會**」)公佈了《境內企業境外發行證券和上市管理試行辦法》(「**試行辦法**」)及相關指引，內容包括廢除《關於執行〈到境外上市公司章程必備條款〉的通知》。該決定及試行辦法自2023年3月31日起生效(「**中國法規變動**」)。於該決定及試行辦法生效日起，中國發行人須參照《上市公司章程指引》而非《到境外上市公司章程必備條款》(「**《必備條款》**」)制定其公司章程。鑒於上述中國法規變動，聯交所亦相應針對中國內地監管新規修訂《上市規則》以及其他有關中國發行人的條文，且有關《上市規則》的修訂已於2023年8月1日生效。該修訂包括(a)刪除中國發行人發行新股的類別會議及相關要求；(b)廢除《上市規則》附錄十三D，該附錄要求中國發行人的公司章程必須包括必備條款及其他附屬要求；(c)修改《上市規則》第九章和第十九A章，以反映中國證監會的備案制度；(d)刪除必備條款要求涉及H股股東的爭議仲裁條文；及(e)修訂處理將內資股及H股視為不同類別所產生的問題的其他《上市規則》。

Accordingly, the Company amended the Articles of Association to comply with the requirements of the Listing Rules and the applicable laws and regulations of the PRC (the "**Articles Amendments**"). In view of the Articles Amendments, the Board of Directors also amended the rules of procedure for the general meeting of Shareholders, the rules of procedure of the Board of Directors and the rules of procedure of the Board of Supervisors (the "**Procedural Rules Amendments**"). The resolutions in relation to the Articles Amendments and the Procedural Rules Amendments were approved by the Shareholders at the 2023 annual general meeting and class meetings of the Company held on 19 May 2023 and took effect on 1 August 2023.

因此，本公司已修改公司章程，以符合《上市規則》和中國適用法律和法規的要求(「**章程修訂**」)。鑒於章程修訂，董事會亦相應修訂股東大會議事規則、董事會議事規則及監事會議事規則(「**議事規則修訂**」)。有關章程修訂及議事規則修訂的決議案已於本公司於2023年5月19日的2023年股東週年大會及類別股東大會上獲股東批准並自2023年8月1日起生效。

Further, according to the consultation conclusions on the "Proposals to Expand the Paperless Listing Regime and Other Rule Amendments" published in June 2023 by the Stock Exchange, the amendments to the Listing Rules came into effect on 31 December 2023 such that, among other things, subject to compliance with all applicable laws and regulations, a listed issuer must (i) send or otherwise make available the relevant corporate communication (as defined in the Listing Rules) to the relevant holders of its securities by electronic means, or (ii) publish the relevant corporate communication on its own website and the website of the Stock Exchange. The Company amended the Articles of Association to reflect the latest requirements of the Listing Rules and such resolutions were approved by the Shareholders at the 2023 third extraordinary general meeting of the Company on 22 December 2023.

此外，根據聯交所於2023年6月發佈的關於「建議擴大無紙化上市制度及其他規則修訂」諮詢總結，《上市規則》的修訂已於2023年12月31日生效，因此(其中包括)，在遵守所有適用的法律及法規情況下，上市發行人須(i)以電子方式向其證券的相關持有人發送或以其他方式提供相關公司通訊(定義見《上市規則》)，或(ii)在其自身網站及聯交所網站上發佈相關的公司通訊。本公司已修訂《公司章程》，以反映《上市規則》的最新要求，該等決議案已於2023年12月22日的2023年第三次臨時股東大會上獲股東批准。

Save as disclosed above, during the Reporting Period and up to the date of this annual report, there had been no material change to the Articles of Association. The Articles of Association is available on the websites of the Company and the Stock Exchange.

除上文所披露者外，報告期內及直至本年報日期，公司章程概無重大變動。公司章程可於本公司及聯交所網站查閱。

Resignation of Joint Company Secretary

As the Stock Exchange confirmed that Mr. Shi Lei is qualified to act as the company secretary under the requirement of Rule 3.28 of the Listing Rules on 14 July 2023, Mr. Shi Lei thereby did not need a qualified joint company secretary to assist him in the performance of his duties as a company secretary. Ms. Yu Wing Sze, the other joint company secretary of the Company, resigned from her position as the joint company secretary on 15 August 2023. After the resignation of Ms. Yu Wing Sze, Mr. Shi Lei has become the sole company secretary of the Company. For details, please refer to the announcement of the Company dated 15 August 2023.

聯席公司秘書辭任

鑒於聯交所於2023年7月14日確認石磊先生已符合《上市規則》第3.28條要求的公司秘書資格，因此石磊先生無需再由一名合資格聯席公司秘書協助其履行公司秘書職務。於2023年8月15日，本公司另一位聯席公司秘書余詠詩女士辭去聯席公司秘書的職務。於余詠詩女士辭任後，石磊先生擔任本公司的唯一公司秘書。有關詳情請參閱本公司日期為2023年8月15日的公告。

Deposits with GMK Finance

The Company was notified by GMK Holdings 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. 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 were unavailable for withdrawal and utilisation by the Group for daily operation since November 2022, and there was an overdue payment for deposit interests from GMK Finance to the Group. As such, 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.

GMK Finance is a financial institution licensed by the Shandong Office of China Banking and Insurance Regulatory Commission (the "**CBIRC**") (the CBIRC has been replaced by the NAFR in March 2023), and subject to the direct supervision of such regulatory authority. A company submitted to the NAFR an application of the bankruptcy liquidation of GMK Finance and such application was accepted by Yanggu County People's Court, Shandong Province (山東省陽谷縣人民法院) and an administrator (the "**Administrator**") has been appointed by the court according to the Enterprise Bankruptcy Law of the People's Republic of China (《中華人民共和國企業破產法》). As at the date of this annual report, the Group has declared to the Administrator its creditor's rights. The first creditors' meeting in relation to the bankruptcy liquidation proposal was held on 15 March 2024 at Yanggu County People's Court (陽谷縣人民法院). The voting of the bankruptcy liquidation proposal was closed on 29 March 2024 and the voting results were announced by the Administrator via the National Enterprise Bankruptcy Information Disclosure Platform* (全國企業破產重整案件信息網) (http://pccz.court.gov.cn/pcajxxw/index/xxwsy). For details, please refer the Company's announcement dated 15 March 2024.

The Board of Directors will continue to monitor the situation, and make further announcement on any material updates as and when appropriate.

於新鳳祥財務的存款

本公司接獲新鳳祥控股的通知，其附屬公司於2022年3月出現債務逾期情況。當中新鳳祥財務涉及逾期還款糾紛，據此，債權人已針對新鳳祥財務發出民事起訴狀。新鳳祥控股自身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，於新鳳祥財務的存款本集團不可取出及用於日常經營，且新鳳祥財務逾期向本集團支付存款利息。因此，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的存款悉數計提減值。

新鳳祥財務為經中國銀行保險監督管理委員會(「**中國銀保監會**」)(中國銀保監會於2023年3月被國家金融監管總局所取代)轄下山東監管局許可之金融機構，並受該監管機構直接監督。一家公司向國家金融監管總局提交涉及新鳳祥財務之破產清算申請，有關申請已獲山東省陽谷縣人民法院受理且法院已根據《中華人民共和國企業破產法》指定管理人(「**管理人**」)。於本年報日期，本集團已向管理人申報其債權。關於破產清算案的首次債權人會議於2024年3月15日在陽谷縣人民法院舉行。破產清算案的投票已於2024年3月29日截止，投票結果已由管理人在全國企業破產重整案件信息網(http://pccz.court.gov.cn/pcajxxw/index/xxwsy)上公佈。有關詳情，請參閱本公司日期為2024年3月15日的公告。

董事會將持續監察情況，並將適時就任何重大更新作進一步公告。

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週年大會上批准。

遵守企業管治守則

報告期內，本公司已遵守《上市規則》附錄C1項下之《企業管治守則》(「**企業管治守則**」)的所有適用守則條文。本公司將繼續檢討及監察其企業管治常規，以確保遵守企業管治守則。有關本公司所採納的企業管治常規詳情載於本年報第91至115頁之企業管治報告。

審計委員會

審計委員會已與管理層及董事會審閱本公司採納的會計原則及政策、本公司截至2023年12月31日止

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, 28 March 2024

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

中國，山東，2024年3月28日

REPORT OF BOARD OF SUPERVISORS
監事會報告

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 Supervisors: Ms. Gao Jin
Mr. Zhu Kaijie

Employees representative Supervisor: Mr. Ma Xianwen

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)

（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

REPORT OF BOARD OF SUPERVISORS
監事會報告

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 counter balancing under the corporate governance of the Company and specifically carried out the following work:

1. supervised the operation of the Company in accordance with the law, the implementation of the Company's decision-making procedures, internal control system and the performance of duties by the Directors and senior management in accordance with the law, and the production, operation and management of the Company and other major matters. The Board of Supervisors is of the view that: the Company operates in strict accordance with the relevant laws and regulations and the provisions of the Articles of Association, etc., the decision-making procedures are legal and there are no irregularities in operation; the Directors and senior management of the Company can perform their duties faithfully and diligently in accordance with the relevant laws and regulations of the State and the relevant provisions of the Articles of Association, and no acts detrimental to the interests of the Company and its Shareholders have been found;

2. the Board of Supervisors inspected and supervised the financial situation of the Company in 2023 and checked the financial information such as financial report, business report and profit distribution plan to be submitted to the Shareholders' meeting by the Board of Directors, and the Board of Supervisors was of the opinion that: the Company conducted financial management in strict accordance with the requirements of relevant laws and regulations, its financial system was sound and effectively implemented, its capital was in good condition, and it could effectively prevent operational risks;

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：本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，未發現任何有損於本公司和股東利益的行為；

2. 監事會對本公司2023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 organisation 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 at 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：本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施剴銤玥瀞狎狻陰皡。

WORK PLAN FOR 2024

In 2024, the Board of Supervisors will continue to faithfully and diligently perform its duties to further promote the improvement of the Company's corporate governance structure and the standardised operation of its business management, and to establish a good and honest image of the Company.

1. strengthen supervision of Directors and senior management in accordance with laws and urge the Company to further improve the governance structure and enhance the level of governance in accordance with the requirements of laws and regulations;

2. continue to strengthen and perform supervisory functions, keep abreast with and actively focus on major decision-making matters of the Company, and supervise and promote the legality of various decision-making procedures to better safeguard the rights and interests of Shareholders; and

3. further strengthen the implementation of the internal control system by supervising and inspecting the Company's finances as well as supervising and inspecting the production and operation of the Company; strengthen the supervision and inspection of the enterprise, to prevent operational risks and to promote the healthy and stable development of the Company.

Save as disclosed above, the Board of Supervisors had no objection to other supervisory issues during the Reporting Period.

By order of the Board of Supervisors
Gao Jin
Chairperson of the Board of Supervisors

Shandong, PRC, 28 March 2024

2024年工作計劃

2024年，監事會將繼續忠實勤懇履行職責，進一步促進本公司法人治理結構的完善和經營管理的規範運營，樹立本公司良好的誠信形象。

1. 依法對董事、高級管理人員加強監督，按照法律法規的要求，督促本公司進一步完善治理結構，提高治理水平；

2. 繼續加強、履行監督職能，及時掌握、主動關注本公司重大決策事項，並監督促進各項決策程序的合法性，更好地維護股東的權益；及

3. 通過對本公司財務進行監督檢查以及對公司生產、經營情況的監督檢查，進一步加強內控制度的落實，加強對企業的監督檢查，防範經營風險，推動公司健康、穩定地發展。

除上述披露外，本報告期內，監事會對其他監事事項無異議。

承監事會命
高瑾
監事會主席

中國，山東，2024年3月28日

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.

Since the H Shares of the Company were listed on the Main Board of the Stock Exchange on the Listing Date, the Company has been complying with the principles and code provisions as set out in the CG Code contained in Appendix C1 to Listing Rules throughout the period from the Listing Date to the date of this annual report.

The Company has been committed to enhancing its corporate governance practices appropriate to the conduct and the growth of its business and to reviewing such practices from time to time to ensure that the Company compiles with statutory and professional standards and align with the latest development.

BOARD OF DIRECTORS

The Board of Directors oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interest of the Company.

The Board of Directors regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board of Directors Composition

The Board of Directors currently comprises nine Directors, consisting of

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：

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。

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。

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。

Mr. Qiu Zhongwei, Mr. Lu Wei, Mr. Zhu Lingjie, and Ms. Zhou Ruijia, who were newly appointed as non-executive Directors, and Ms. Wang Anyi, who was newly appointed as an independent non-executive Director, on 18 January 2023, obtained the legal advice referred to in Declaration and Undertaking with Regard to Directors of an Issuer incorporated in the PRC (Form H) pursuant to the relevant Listing Rules effective at the material time, which is equivalent to Rule 3.09D of the Listing Rules. Each of the above Directors understood his/her obligations as a Director.

於2023年1月18日獲委任為非執行董事的邱中偉先生、呂崴先生、朱凌潔先生和周瑞佳女士及獲委任為獨立非執行董事的王安易女士，已根據於相關時間生效的相關《上市規則》獲得於中國註冊成立的發行人的董事的聲明及承諾(H表格)(相當於《上市規則》第3.09D條)中提及的法律意見。上述各董事均了解其作為董事的責任。

Chairman and General Manager

Mr. Zhu Lingjie is the chairman of the Board of Directors and Mr. Xiao Dongsheng is the general manager.]TJ0.1uLi

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；簽署本公司發行的股票、本公司債券及其他有價證券；簽署董事會重要文件和應由本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，對本公司事務行使符合法律規定和本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；聽取本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。

CORPORATE GOVERNANCE REPORT
企業管治報告

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，只任職至本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。

CORPORATE GOVERNANCE REPORT
企業管治報告

The training records of the Directors for the year ended 31 December 2023 are summarised as follows:

截至2023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、	Reading news alerts, newspapers, journals, magazines and publications relevant to the Company's industry and business, director's duties and/or corporate governance 出席與本公司行業分槁腍睹、董事職責及／或公司治理㝵麝爀轍分槁腍睹、

董事會獨立性政策

(v) Board Evaluation

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 of Directors and Board Committees is required to submit an anonymous questionnaire on relevant matters such as the performance, dynamics and processes, composition and diversity, risk management, and the proceedings of meetings of the Board of Directors and Board Committees. The questionnaire encourages Directors to share suggestions, provide comments and raise any concerns.

— *Feedback*

A summary of the evaluation results 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

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本公司需求，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。

審計委員會

審計委員會由兩名獨立非執行董事，即鍾偉文先生、

薪酬委員會

薪酬委員會由兩名獨立非執行董事，即王安易女士、趙迎琳女士，及一名非執行董事，即邱中偉先生組

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 2023 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2023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

The Nomination Committee comprises two independent non-executive Directors, namely Ms. Wang Anyi, Ms. Zhao Yinglin and one non-executive Director, namely Mr. Zhu Lingjie. Mr. Zhu Lingjie serves as the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include (I) reviewing the selection criteria and procedures, structure, number, composition and diversity (including but not limited to gender, age, culture and education, expertise, skill, knowledge and term of office) of Directors and senior management annually and make suggestions on any proposed changes to the Directors and senior management based on the strategy of the Company; (II) identifying and selecting qualified candidates to be nominated as Directors and senior management or make recommendations to the Board of Directors. As for the identification of suitable candidates, the Nomination Committee shall consider their merits and review measurable requirements with due regard to the benefits of diversity of Directors and senior management; (III) making recommendations to the Board of Directors on the appointment or re-appointment of and the succession planning for Directors and senior management. The Nomination Committee shall at its discretion, together with the Board of Directors, take into account various factors, including the strategy of the Company, and the personnel skill, knowledge, experience and member diversity to be required; (IV) reviewing, at its discretion, the diversity policy and relevant measurable targets of the Board of Directors, supervise the implementation progress of the targets and make relevant disclosure in corporate governance report annually; (V) reviewing the independence of

提名委員會

提名委員會由兩名獨立非執行董事，即王安易女士、趙迎琳女士，及一名非執行董事，即朱凌潔先生組成。提名委員會主席為朱凌潔先生。

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)，並就任何為配合本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。

CORPORATE GOVERNANCE REPORT
企業管治報告

As at the date of this annual report, the Board of Directors comprises nine directors, three of which are females. The Board of Directors targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity in the near future. The Company has also maintained an approximately workforce 50%:50% (male:female) gender ratio in the past year.

於本年報日期，董事會由九名董事組成，其中三名為女性。董事會旨在將其女性成員比例至少維持現時水平，最終目標為於不久將來實現董事會的性別平等。本公司於去年維持約50%：50%（男：女）的員工性別比例。

In considering the Board of Directors' succession, the Board of Directors recognises that the gender diversity of the Board of Directors is achieved but can be further improved. We will endeavour to identify suitable female candidates for future appointment to the Board of Directors and provide career development and training opportunities for our female employees to qualify them for future management and the Board of Directors positions.

在考慮董事會繼任時，董事會認為，董事會已實現性別多元化，惟可進一步改善。我們將致力於物色合適的女性候選人，以備將來被任命為董事會成員，並為我們的女性員工提供職業發展和培訓機會，使她們有資格在將來擔任管理和董事會職位。

The Company will continue to take steps to promote gender diversity of the Board of Directors and senior management and shall increase the proportion of female members over time when selecting and making recommendation on suitable candidates for the Board of Directors, with the ultimate goal of bringing greater gender diversity to the Board of Directors.

本公司將繼續採取步驟促進董事會和高級管理層的性別多元化，並在挑選和推薦合適的董事會成員人選時，逐步增加女性成員的比例，最終目標是提高董事會的性別多元化。

NOMINATION POLICY

提名政策

The Company has adopted a nomination policy which sets out the selection criteria and nomination procedures adopted to guide the Nomination Committee to select and recommend candidates for directorship so as to ensure that the Board of Directors has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

本公司已採納提名政策，當中載有甄選準則及提名程序，以指導提名委員會甄選及推薦董事候選人，以確保董事會擁有適合本公司業務要求的技能、經驗及多元化觀點的平衡。

提名委員會在評估建議候選人是否合適時，將參考下列因素：

- 品格與誠實；
- 資格，包括專業資格、技能、知識及與本公司業務及策略相關的經驗；
- 是否願意投入足夠的時間履行董事會成員的職責，以及其他董事職務和重大承諾；

- 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.

- 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。

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.

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。

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.

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 2023, 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2023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 董事姓名	Attendance/Number of meeting(s) 出席次數／會議數目 Meeting(s) of the Board of Directors 董事會會議	Audit Committee meeting(s) 審計委員會會議	Remuneration Committee meeting(s) 薪酬委員會會議	Nomination Committee meeting(s) 提名委員會會議	General meeting(s) 股東大會
Incumbent Directors **在任董事**					
Executive Directors **執行董事**					
Mr. Xiao Dongsheng 肖東生先生	13/13	N/A 不適用	N/A 不適用	N/A 不適用	7/7
Mr. Shi Lei 石磊先生	13/13	N/A 不適用	N/A 不適用	N/A 不適用	7/7
Non-executive Directors **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)	12/12	N/A 不適用	4/4	N/A 不適用	5/5
Mr. Lu Wei (appointed on 18 January 2023) 呂崴先生(於2023年1月18日委任)	12/12	2/2	N/A 不適用	N/A 不適用	5/5
Mr. Zhu Lingjie (appointed on 18 January 2023) 朱凌潔先生(於2023年1月18日委任)	12/12	N/A 不適用	N/A 不適用	1/1	5/5
Ms. Zhou Ruijia (appointed on 18 January 2023) 周瑞佳女士(於2023年1月18日委任)	12/12	N/A 不適用	N/A 不適用	N/A 不適用	5/5
Independent non-executive Directors **獨立非執行董事**					
Ms. Wang Anyi (appointed on 18 January 2023) 王安易女士(於2023年1月18日委任)	12/12	2/2	4/4	1/1	5/5
Ms. Zhao Yinglin 趙迎琳女士	13/13	N/A 不適用	4/4	1/1	7/7
Mr. Chung Wai Man 鍾偉文先生	13/13	2/2	N/A 不適用	N/A 不適用	7/7
Departure Directors **離任董事**					
Mr. Liu Zhiguang (retired on 18 January 2023) 劉志光先生(於2023年1月18日退任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Ms. Zhou Jinying (retired on 18 January 2023) 周勁鷹女士(於2023年1月18日退任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Liu Xuejing (retired on 18 January 2023) 劉學景先生(於2023年1月18日退任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Zhang Chuanli (retired on 18 January 2023) 張傳立先生(於2023年1月18日退任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Guo Tianyong (retired on 18 January 2023) 郭田勇先生(於2023年1月18日退任)	0/1	N/A 不適用	N/A 不適用	N/A 不適用	2/2

Meetings of the Board of Directors include regular meetings and extraordinary meetings. Regular meetings of the Board of Directors shall be held at least four times a year and shall be convened by the chairman. Notice of a regular meeting of the Board of Directors shall be given to all Directors and supervisors at least 14 days in advance and the board papers together with all appropriate, complete and reliable information shall be delivered to all Directors at least three days prior to the date of such regular meeting of the Board of Directors.

董事會會議包括董事會定期會議和董事會臨時會議。定期董事會會議每年至少召開四次，由董事長召集。應當提前至少14日向全體董事及監事發放董事會定期會議之通知。應當在董事會定期會議召開前三日，將準確，完整及可信之董事會文件送達全體董事。

An extraordinary meeting of the Board of Directors may be held by request of Shareholders representing more than 10% of the voting rights or by request of no less than one-third Directors or by the chairman or by two or more independent non-executive Directors or by request of the Board of Supervisors or by request of the general manager. Notice of an extraordinary meeting of the Board of Directors shall be given to all Directors, supervisors and general manager at least five days in advance and the board papers thereof shall be delivered to all Directors at least three days prior to the date of such meeting.

臨時會議可應超過10%具有表決權之股東、或三分之一董事成員、或主席、或兩名及兩名以上獨立非執行董事、或監事會、或總經理之請求召開。應當提前至少五日向全體董事、監事及總經理發放董事會臨時會議之通知。應當在董事會臨時會議召開前三日，將相關董事會會議文件送達全體董事。

The Board of Directors shall keep minutes on matters discussed at meetings of the Board of Directors, including any concerns or objections raised by the Directors. The minutes shall be signed by the Directors present at the meeting and by the secretary to the Board of Directors. Minutes of the meeting of the Board of Directors shall be kept as the Company's record for a period of ten years.

董事會應將董事會會議所討論事項匯總作會議記錄，包括董事會所提任何擔憂及反對意見。出席會議之董事及董事會秘書應當在會議記錄上簽名。董事會會議記錄作為公司檔案保存，保存期限為十年。

The Board of Directors and each Director also have separate and independent access to the senior management whenever necessary.

於需要時，董事會及各董事亦可個別獨立聯絡高級管理層。

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management and Internal Control Systems

The Board of Directors has the ultimate responsibility for oversight of the risk management and internal control systems of the Group. The Board of Directors has delegated oversight to the Audit Committee to oversee the Group's risk management and internal control systems on an ongoing basis, and to conduct reviews of the effectiveness of the Group's risk management and internal control systems. The Group has established risk management and internal control systems, consisting of relevant organisational framework policies and procedures, financial reporting procedures and processes, compliance rules and policies and risk management measures that the Group believes are appropriate processes for its business operations to identify, evaluate and manage significant risks. The aforementioned systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Internal Audit

The Company has adopted an internal audit system and has external auditors responsible for the independent and objective supervision, examination and evaluation of the Company's conditions such as revenues and expenditures, business activities, risk conditions and internal control. The auditors shall report to the Board of Directors or the Audit Committee and the Board of Supervisors annually if any material problems are discovered during the audit procedure.

The Board of Directors is responsible for supervising, reviewing and evaluating the Company's internal audit to ensure that the internal audit was independent and effective. The Audit Committee is responsible for reviewing the Company's internal audit methods, audit policies and procedures and annual auditing plans and providing guidance and supervision. The Company had adhered to the principles of independence, objectivity, prudence, efficiency, importance and pertinence during the internal auditing process. The Company's internal audit system is comprehensive covering business operation, risk management, internal control and corporate governance.

風險管理及內部控制

風險管理及內部控制系統

董事會具有監督本集團風險管理及內部控制系統之最終責任。董事會已授權予審計委員會以持續監督本集團之風險管理和內部控制系統，並檢討本集團風險管理及內部控制系統有效性。本集團已設立風險管理及內部控制系統，包含本集團認為對業務經營屬適當程序之相關組織框架政策及程序、財務報告程序及流程、合規規則及政策及風險管理措施，以識別、評估及管理重大風險。上述系統旨在針對有關風險作出管理，而並不會完全消除可能令我們無法實現業務目標之風險，同時隻能對重大錯誤陳述或損失提供合理而非絕對之保證。

內部審核

本公司已採納內部審核系統，配備外部核數師，對本公司收入及開支、業務活動、風險狀況、內部控制等情況進行獨立客觀之監督、檢查和評價。核數師於審核程序中發現之任何重大問題，應每年向董事會或審計委員會及監事會進行匯報。

董事會負責監督、審核及考核本公司內部審核工作，以確保內部審核工作獨立及有效。審計委員會負責審核本公司內部審核方法、審核政策與程序以及年度審核計劃，提供指導與監督。本公司在整個內部審核工作過程中堅持獨立、客觀、審慎、高效、重視及中肯之原則。本公司內部審核系統涵蓋範圍全面，包括業務經營、風險管理、內部控制及企業管治。

The Company and the external auditors conducted an annual internal control review (the "**Internal Control Review**") on, among others, control environment, risk management, information and communication, monitoring of controls, operational level controls and provided recommendations to enhance the internal control system of our Group.

We have adopted and implemented the recommendations provided by the external auditors and the external auditors have not identified any material findings which may have material impact on the effectiveness of our internal control system.

Based on the result of the Internal Control Review, the Board of Directors, as supported by the Audit Committee, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2023, and considered that such systems are effective and adequate.

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2023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當安排,讓本公司對此等事宜作出公平獨立之調查及採取適當行動。

反腐敗政策

本公司嚴格遵守《中華人民共和國反貪污賄賂法》、《中華人民共和國反洗錢法》等法律法規,明令禁止貪污、賄賂等貪腐行為。我們為防止舞弊,加强公司治理和內部控制,降低本公司風險,規範經營行為,維護公司和股東合法權益,制定了《員工行為紅線》和《員工違規行為管理制度》,明確了違規行為、處罰類型、處罰原則、違規行為調查、處罰檔案管理等方面的規定。

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。

證券交易之標準守則

本公司已採納《上市規則》附錄C3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。

董事就財務報表之責任

董事明瞭彼等編製本公司截至2023年12月31日止年度財務報表之責任。

AUDITOR'S REMUNERATION

The total fee paid/payable to the external Auditor, BDO China SHU LUN PAN Certified Public Accountants LLP, in respect of audit services and non-audit services for the year ended 31 December 2023 is set out below:

核數師酬金

截至2023年12月31日止年度，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：

非審核服務主要包括有關審閱中期財務報告之工作。

公司秘書

石磊先生目前擔任本公司公司秘書。截至2023年12月31日止年度，石先生接受了不少於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 importce an529 T0J0 Tc 0.076 Tw F42.648 [illegible] retimely

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2023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肋桯求股股靛玬瀞㈩翏朁煜因￣峊

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。

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。

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 聊城市陽谷縣安樂鎮劉廟村 （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蹏
村o趙篴剒縯釅_綜｛釂F（赦蟶嵣陰熜汍气赦）縝犖蓑本惓
述地址，象栞瞿會其捆后s豻聯貽榕螈最朷倉漵察，象以

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)

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)

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 2023, the consolidated and the Company's income statements for 2023, 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 2023 and the consolidated and the Company's financial performance and cash flows for 2023 in accordance with the requirements of Accounting Standards for Business Enterprises.

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2023年12月31日的合併及母公司資產負債表，2023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2023年12月31日的合併及母公司財務狀況以及2023年度的合併及母公司經營成果和現金流量。

II. BASIS OF QUALIFIED OPINION

As at 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 at 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 2022. Therefore, we are unable to obtain sufficient and appropriate audit evidence regarding whether the credit impairment loss of the

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2022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。無法確定是否有必要對鳳祥股份財務報表作出調整。我們因此對鳳祥股份2022年度財務報表

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

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 indicators of Fengxiang, there is an inherent risk that the management of Fengxiang (hereinafter as the "management") will control the timing of operating revenue recognition in order to achieve specific goals or expectations, so we determine operating revenue recognition as a key audit matter. Please refer to Note III (XXV) and Note V (XXXVIII) for the above accounting policies, significant accounting judgments and estimates and related financial statement disclosures. 由於營業收入是鳳祥股份的關鍵業績指標之一，從而存在鳳祥股份管理層(以下簡稱「管理層」)為了達到特定目標或期望而操縱營業收入確認時點的固有風險，我們將營業收入確認確定為關鍵審計事項。上述會計政策、重大會計判斷和估計以及相關財務報表披露參見附註三(二十五)，以及附註五(三十八)。	(6) Selected operating revenue transaction samples, checked sales contracts, orders, outbound documents, invoices and customer receipt documents, export declaration forms and other supporting documents for operating revenue recognition, and evaluated whether revenue recognition conformed to the Company's accounting policies on operating revenue recognition; (6) 選取營業收入交易樣本，核對銷售合同、訂單、出庫單、發票及客戶簽收單、出口報關單等收入確認支持性文件，及評價營業收入確認是否符合公司營業收入確認的會計政策； (7) Checked the operating revenue transactions before and after the balance sheet date, checked the outbound documents, customer receipt documents, export declaration forms and other supporting documents for revenue recognition, and evaluated whether operating revenue was recorded in the appropriate accounting period. (7) 檢查資產負債表日前後的營業收入交易，核對出庫單、客戶簽收單、出口報關單等收入確認支持性文件，評價營業收入是否被記錄於恰當的會計期間。
(II) Valuation of biological assets **(二) 生物資產的估值** As at 31 December 2023, the book balance of Fengxiang's consumptive biological assets and productive biological assets was RMB239,086,700 and RMB221,015,800, respectively. 截至2023年12月31日，鳳祥股份消耗性生物資產及生產性生物資產的賬面餘額分別為23,908.67萬元、22,101.58萬元。 The measurement of the fair value of Fengxiang's biological assets involves significant management judgment, particularly the estimated culling rate and the market prices of breeders, broilers and broiler eggs. As a result, there is an inherent risk that management will control the fair value valuation to achieve specific goals, so we identify the valuation of biological assets as a key audit matter. Please refer to Note III (XI), (XVII) and Note V (VI), (XI) for the above accounting policies, significant accounting judgments and estimates and related financial statement disclosures. 鳳祥股份生物資產公允價值的計量涉及管理層的重大判斷，特別是預計淘汰率、種雞、肉雞、種蛋的市價等。從而存在管理層為達到特定目標操縱公允價值估值的固有風險，我們將生物資產的估值識別為關鍵審計事項。上述會計政策、重大會計判斷和估計以及相關財務報表披露參見附註三(十一)、(十七)以及附註五(六)、(十一)。	(1) Evaluated the competence, professionalism and objectivity of the external appraiser engaged by the Company; (1) 評價公司聘請的外部評估師的勝任能力、專業素質和客觀性； (2) Evaluated the reasonableness of the key assumptions used in the valuation of the biological assets with the assistance of an external appraiser; (2) 我們在外部評估專家的協助下，評價生物資產估值中採用的關鍵假設的合理性； (3) Implemented monitoring procedures for the Company's biological assets and reviewed the quantities of biological assets in the valuation model to verify the accuracy and relevance of the input data. (3) 對公司的生物資產實施監盤程序，並覆核估值模型中生物資產數量，核實所用輸入數據的準確性及相關性。 (4) Engaged an expert from a certified public accountant to review the valuation of biological assets. (4) 聘請註冊會計師的專家對生物資產估值進行複核。

IV. OTHER INFORMATION

The management of Fengxiang (hereinafter as the "management") is responsible for the other information which comprises all the information in the 2023 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 when we can obtain it. 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 whether the credit impairment loss of the deposit 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.

V. 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.

四、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2023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，我們的責任是在能夠獲取上述其他信息時閱讀這些信息，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。

五、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。

VI.

(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 be expected to outweigh the public interest benefits of such communication.

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。

BDO China Shu Lun Pan Certified Public Accountants LLP
Chinese Certified Public Accountant: Zhang Guiying (Engagement Partner)
Chinese Certified Public Accountant: Wang Xuzeng

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

Shanghai • China
28 March 2024

中國•上海
2024年3月28日

CONSOLIDATED BALANCE SHEET
合併資產負債表

31 December 2023 (All amounts are expressed in RMB unless otherwise stated) 2023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	*the end of*		

CONSOLIDATED BALANCE SHEET
合併資產負債表

31 December 2023 (All amounts are expressed in RMB unless otherwise stated) 2023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
Non-current assets:	**非流動資產：**			
Disbursement of loans and advances	發放貸款和墊款			
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	(VIII)(八)	54,609,735.36	59,841,234.64
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	(IX)(九)	2,955,066,801.11	3,055,596,832.42
Construction in progress	在建工程	(X)(十)	6,311,448.19	996,180.00
Productive biological assets	生產性生物資產	(XI)(十一)	221,015,800.00	255,692,300.00
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產	(XII)(十二)	184,733,477.03	201,487,069.31
Intangible assets	無形資產	(XIII)(十三)	87,323,472.65	89,420,826.97
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用	(XIV)(十四)	16,597,000.00	
Deferred income tax assets	遞延所得稅資產	(XV)(十五)	2,396,928.75	1,951,564.89
Other non-current assets	其他非流動資產	(XVI)(十六)	9,433,780.83	4,573,164.42
Total non-current assets	**非流動資產合計**		3,537,488,443.92	3,669,559,172.65
Total assets	**資產總計**		5,057,066,177.69	5,230,119,787.74

31 December 2023 (All amounts are expressed in RMB unless otherwise stated) 2023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	(XVIII)(十八)	280,373,266.00	1,124,613,662.56
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	(XIX)(十九)		70,000,000.00
Trade payable	應付賬款	(XX)(二十)	380,727,251.84	454,943,148.32
Advances from customers	預收款項			
Contract liabilities	合同負債	(XXI)(二十一)	41,851,607.26	46,449,176.46
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	(XXII)(二十二)	76,483,233.50	80,136,759.06
Taxes payable	應交稅費	(XXIII)(二十三)	9,469,775.19	10,034,876.49
Other payables	其他應付款	(XXIV)(二十四)	311,885,930.94	228,506,878.96
Handle fee and commission payable	應付手續費及佣金			
Reinsurance accounts payable	應付分保賬款			
Liabilities held for sale	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債	(XXV)(二十五)	165,859,675.20	120,412,587.86
Other current liabilities	其他流動負債	(XXVI)(二十六)	225,515,440.17	2,497,015.86
Total current liabilities	**流動負債合計**		1,492,166,180.10	2,137,594,105.57
Non-current liabilities:	**非流動負債：**			
Reserve for insurance contracts	保險合同準備金			
Long-term borrowings	長期借款	(XXVII)(二十七)	319,970,000.00	252,148,000.00
Bonds payable	應付債券			
Including: Preferred shares	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債	(XXVIII)(二十八)	187,779,655.98	199,665,992.14
Long-term payables	長期應付款	(XXIX)(二十九)	6,010,512.43	6,070,952.51
Long-term payroll payables	長期應付職工薪酬			
Estimated liabilities	預計負債	(XXX)(預計負債 十)	41,052.08	124,180.88
Deferred .79Tc tieE35	其森麚益煜九)			

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIII) Long-term equity investments (Continued)

3. *Subsequent measurement and recognition of profit or loss (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

1. *Recognition and initial measurement of 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)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XIV) Fixed assets (Continued)

1. *Recognition and initial measurement of fixed assets (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.

2. *Methods for depreciation*

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.

The depreciation methods, useful life of depreciation, residual value rate and annual depreciation rate of each category of fixed assets are as follows:

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。

各類固定資產折舊方法、折舊年限、殘值率和年折舊率如下：

Category 類別	Depreciation method 折舊方法	Useful life (Years) 折舊年限(年)	Residual value rate (%) 殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
House and buildings 房屋及建築物	Straight-line method 平均年限法	20–40	5	2.38–4.75
Machine and equipment 機器設備	Straight-line method 平均年限法	4–15	5	6.33–23.75
Vehicle 運輸設備	Straight-line method 平均年限法	5–8	5	11.88–19.00
Electronic equipment 電子設備	Straight-line method 平均年限法	5–8	5	11.88–19.00

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XIV) Fixed assets (Continued)

(十四) 固定資產（續）

3. *Disposal of fixed assets*

3、 *固定資產處置*

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.

當固定資產被處置、或者預期通過使用或處置不能產生經濟利益時，終止確認該固定資產。固定資產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後的金額計入當期損益。

(XV) Construction in progress

(十五) 在建工程

Construction in progress is measured at actual cost. Actual cost comprises construction costs, installation costs, borrowing costs that are eligible for capitalisation and other costs necessary to bring the construction in progress ready for their intended use. Construction in progress is transferred to fixed assets when the assets are ready for their intended use, and depreciation begins from the following month. The standards and timing points for the Company's construction in progress to be transferred to fixed assets are as follows:

在建工程按實際發生的成本計量。實際成本包括建築成本、安裝成本、符合資本化條件的借款費用以及其他為使在建工程達到預定可使用狀態前所發生的必要支出。在建工程在達到預定可使用狀態時，轉入固定資產並自次月起開始計提折舊。本公司在建工程結轉為固定資產的標準和時點如下：

Category 類別	Standards and timing points for the transfer of fixed assets 轉為固定資產的標準和時點
Premises and buildings 房屋及建築物	Premises and buildings transfer to fixed assets when they reach intended usable condition 當房屋建築物達到預定可使用狀態時轉為固定資產
Machinery devices 機器設備	Machinery devices transfer to fixed assets when they reach intended usable condition 當機器設備達到預定可使用狀態時轉為固定資產
Transportation 運輸設備	Transportation transfer to fixed assets when they reach intended usable condition 當運輸設備達到預定可使用狀態時轉為固定資產
Electronics devices 電子設備	Electronics devices transfer to fixed assets when they reach intended usable condition 當電子設備達到預定可使用狀態時轉為固定資產

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVI) Borrowing costs

1. Criteria for recognition of capitalised 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.

2. Capitalisation period of borrowing costs

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVI) Borrowing costs (Continued)

3. *Suspension of capitalisation period*

Capitalisation of borrowing costs shall be suspended during periods in which the acquisition, construction or production of a qualifying asset is interrupted abnormally, and the interruption is for a continuous period of more than 3 months; if the interruption is a necessary step for making the qualifying asset under acquisition, construction or production ready for the intended use or sale, the capitalisation of the borrowing costs shall continue. The borrowing costs incurred during such period of interruption shall be recognised in current profit or loss. When the acquisition, construction or production of the asset resumes, the capitalisation of borrowing costs continues.

4. *Capitalisation rate and calculation of capitalisation amount of borrowing costs*

As to specific borrowings for the acquisition, construction or production of qualifying assets, borrowing costs from the specific borrowings actually incurred in the current period minus the interest income earned on the unused borrowing loans as a deposit in the bank or the investment income earned from temporary investment will be used to determine the amount of borrowing costs for capitalisation.

As to general borrowings for the acquisition, construction or production of qualifying assets, the to-be-capitalised amount of borrowing costs on the general borrowing shall be calculated and determined by multiplying the weighted average asset disbursement of the part of the accumulative asset disbursements minus the specific borrowings and the capitalisation rate of the said general borrowings. The capitalisation rate shall be calculated and determined according to the weighted average actual interest rate of general borrowings.

三、重要會計政策及會計估計（續）

(十六) 借款費用（續）

3、*暫停資本化期間*

符合資本化條件的資產在購建或生產過程中發生的非正常中斷、且中斷時間連續超過3個月的，則借款費用暫停資本化；該項中斷如是所購建或生產的符合資本化條件的資產達到預定可使用狀態或者可銷售狀態必要的程序，則借款費用繼續資本化。在中斷期間發生的借款費用確認為當期損益，直至資產的購建或者生產活動重新開始後借款費用繼續資本化。

4、*借款費用資本化率、資本化金額的計算方法*

對於為購建或者生產符合資本化條件的資產而借入的專門借款，以專門借款當期實際發生的借款費用，減去尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額，來確定借款費用的資本化金額。

對於為購建或者生產符合資本化條件的資產而佔用的一般借款，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率，計算確定一般借款應予資本化的借款費用金額。資本化率根據一般借款加權平均實際利率計算確定。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVI) Borrowing costs (Continued)

4. Capitalisation rate and calculation of capitalisation amount of borrowing costs (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

1. Classification and costs for biological assets

The Company's biological assets are classified as consumptive biological assets and productive biological assets, consumptive biological assets including broilers, chicks, hatchable eggs and productive biological assets including 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、借款費用資本化粒嵛岳計算方法(續)

在猏圌旻驥外幣專門借款天及利息褓蚰嬾螋予以盈計入符合縞茹佫畣裉醥除外幣專門借款之外氦他外幣借款天及良暱息湡禕齩岑蠤隉脫酯厂皋馰廅

(十七) ˆ 釁鯽

1、ˆ 釁鯖分類和成

仙公司府斟蒂菴分類洹消耗性生忪蒂菴和生鯓旹洨蒂菴消耗渐ˆ 釁鯽禰括薂肉嗌褧荅ｊ萺鬳生鯓旹泰物蒂蓧筒冗斟種鋟讓生鯓旹盔挩畣根據不同浸斟段劃分洹响成熟往菴性府斟蒂蓿裯嵧適浯鐽生挩畣呶芟鋟籉分別洹暡筵成鋟籉礈羨褒？岑

生產渐府斟蒂菴於徑段確裸時和商報告期期末按公允儈婈駶腍鵟旻旲祟駓任何捷髫允鼻值減（售費怪玲籤產底袖收益涋虧損於相應收益芒兮猜損發帑期間計入當堳聒閶

肘繡睹成階段飼養成仙及肘他相關成仙(如人工成折舊及攤銷費用及公共費用)被盈直走趴 - 蹣袞铙汢轅酐蛋糙铻

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVIII)

III.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XVIII) Intangible assets (Continued)

5. Specific conditions for capitalisation of expenditure incurred in development phase (Continued)

(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.

(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 at 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)

(十八) 無形資產(續)

5、開發階段支出資本化的具體條件(續)

(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。

(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)

(XIX) Impairment of long-term assets (Continued)

For the purpose of impairment test on the relevant asset groups or the set of asset groups containing goodwill, if any

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXII) Employee benefits

1. Accounting treatment method of short-term 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.

2. Accounting treatment method of post-employment benefits

(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)

2. *Accounting treatment method of post-employment benefits (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.

3. *Accounting treatment method of termination benefits*

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.

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(續)

在設定受益計劃結算時，按在結算日確定的設定受益計劃義務現值和結算價格兩者的差額，確認結算利得或損失。

3、*辭退福利的會計處理方法*

本公司向職工提供辭退福利的，在下列兩者孰早日確認辭退福利產生的職工薪酬負債，並計入當期損益：公司不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時；公司確認與涉及支付辭退福利的重組相關的成本或費用時。

(二十三) 預計負債

與或有事項相關的義務同時滿足下列條件時，本公司將其確認為預計負債：

(1) 該義務是本公司承擔的現時義務；

(2) 履行該義務很可能導致經濟利益流出本公司；

(3) 該義務的金額能夠可靠地計量。

預計負債按履行相關現時義務所需的支出的最佳估計數進行初始計量。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XXIII) Estimated liabilities (Continued)

(二十三) 預計負債（續）

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.

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。

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:

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：

- Where the contingency is related to individual item, the best estimate should be determined as the most likely amount.

- 或有事項涉及單個項目的，按照最可能發生金額確定。

- 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.

- 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。

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.

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。

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.

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。

(XXIV) Share-based payments

(二十四) 股份支付

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.

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)

1. Equity-settled share-based payments and equity instruments

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

[illegible]

[illegible]

[illegible]

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計(續)

(XXV) Revenue

(二十五)收入

1. Accounting policies for revenue recognition and measurement

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, non-cash 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)

1. *Accounting policies for revenue recognition and measurement (Continued)*

When one of the following conditions is satisfied, the Company is considered to have fulfilled an obligation within a certain period of time. Otherwise, the Company is considered to have fulfilled an obligation at a certain point in time:

- At the same time when the Company fulfills the obligation, the customer immediately obtains and consumes the economic benefits brought about by the Company's performance.
- The customer can control the goods under construction in the course of the Company's performance.
- Goods produced in the course of the Company's performance are irreplaceable. In addition, during the entire contract period, the Company has the right to collect the payments for the cumulatively completed parts of performance.

For a contractual obligation per formed within a certain

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計(續)

(XXV) Revenue (Continued)

1. Accounting policies for revenue recognition and measurement (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.

The Company determines whether the Company is a principal or an agent at the time of the transaction based on whether or not it has control over the goods or services before the transfer of the goods or services to the customer. If the Company is able to control the goods or services before the transfer of the goods or services to the customer, the Company shall be the principal and shall recognise the revenue according to the total consideration received or receivable; Otherwise, the Company acts as an agent and recognises revenue in the amount of commissions or commissions that it is expected to be entitled to.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XXV) Revenue (Continued)

(二十五)收入（續）

2. *Specific Principles*

2、*具體原則*

(1) *The specific method of determining the Company's revenue recognition criteria and the time of recognition of revenue from the sale of goods:*

(1) *本公司銷售商品收入的確認標準及確認時間的具體判斷方法：*

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.

公司銷售模式分為直銷國內客戶及直銷國外客戶。公司內銷商品收入按貨物發出，對方收貨驗收後確認銷售收入。公司外銷商品收入按貨物已報關並取得海運提單後確認銷售收入。

(2) *Analysis and introduction of the corresponding business characteristics of the Company's revenue from sales of goods*

(2) *關於本公司銷售商品收入相應的業務特點分析和介紹*

Shandong Fengxiang Industrial Co., Ltd. and Shandong Fengxiang Food Development Co., Ltd. are the main subsidiaries of the Company's external sales. Shandong Fengxiang Industrial focuses on the raw chicken cutting products and Shandong Fengxiang Food Development focuses on processed and cooked chicken products. The external sales customers are domestic advanced payment customers, credit customers and export customers, respectively. The Company grants credit to different customers and enters into credit contracts with customers with better reputation. The remaining customers are generally advanced payment customers.

山東鳳祥實業有限公司和山東鳳祥食品發展有限公司是對外銷售的主要子公司，前者以雞肉分割生品肉類為主，後者以雞肉深加工熟食品為主。對外銷售客戶分別為國內預收款客戶、賒銷客戶和出口客戶。公司對不同客戶予以授信，對於信譽較好的公司簽訂賒銷合同，其餘一般均為預收款客戶。

(XXVI) Contract costs

(二十六) 合同成本

Contract costs comprise contract performance costs and contract acquisition costs.

合同成本包括合同履約成本與合同取得成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVI) Contract costs (Continued)

The costs incurred by the Company for the performance of the contract which does not fall under the scope of the standards relating to inventories, fixed assets and intangible assets are recognised as an asset as contract performance costs when the following conditions are met:

- The cost is directly related to a current or expected contract.
- The cost increases the resources of the Company to fulfill its performance obligations in the future.
- The cost is expected to be recovered.

If the incremental cost incurred by the Company in obtaining the contract is expected to be recovered, such cost shall be treated as contract acquisition cost and recognised as an asset.

Assets related to the cost of the contract are amortised on the same basis as the revenue recognition of the goods or services related to the asset; however, if the amortisation period of the contract acquisition cost is less than one year, the Company will include it into the current profit or loss when is incurs.

For assets related to contract costs whose carrying amount is higher than the difference between the following two items, the Company will make provision for impairment for the excess and recognise it as asset impairment loss:

1. The remaining consideration expected to be obtained by the transfer of goods or services related to the asset;
2. The cost expected to be incurred for the transfer of the relevant goods or services.

三、重要會計政策及會計估計(續)

(二十六) 合同成本(續)

本公司為履行合同而發生的成本，不屬於存貨、固定資產或無形資產等相關準則規範範圍的，在滿足下列條件時作為合同履約成本確認為一項資產：

- 該成本與一份當前或預期取得的合同直接相關。
- 該成本增加了本公司未來用於履行履約義務的資源。
- 該成本預期能夠收回。

本公司為取得合同發生的增量成本預期能夠收回的，作為合同取得成本確認為一項資產。

與合同成本有關的資產採用與該資產相關的商品或服務收入確認相同的基礎進行攤銷；但是對於合同取得成本攤銷期限未超過一年的，本公司在發生時將其計入當期損益。

與合同成本有關的資產，其賬面價值高於下列兩項的差額的，本公司對超出部分計提減值準備，並確認為資產減值損失：

1、 因轉讓與該資產相關的商品或服務預期能夠取得的剩餘對價；
2、 為轉讓該相關商品或服務估計將要發生的成本。

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

1. Types

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 long-term 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)

2. Timing for recognition

Government grants are recognised when the Company can comply with the conditions attached to it and when it can be received.

3. Accounting treatment

Asset-related government grants shall be used to offset the carrying amount of relevant asset or recognised as deferred income. The amount recognised as deferred income shall be included in current profit or loss by installments in a reasonable and systematic way over the useful life of the relevant assets (the government grants related to the Company's daily activities shall be included in other income; and the government grants unrelated to the Company's daily activities shall be included in non-operating income).

Government grants related to revenue that are used to compensate relevant costs or losses of the Company in subsequent periods are recognised as deferred income and included in current profit or loss when such costs or losses are recognised (government grants related to the Company's daily activities shall be included in other income; government grants unrelated to the Company's daily activities shall be included in non-operating income) or are used to offset relevant costs or losses; and the grants used to compensate relevant costs or losses that have incurred by the Company are included directly in current profit or loss (government grants related to the Company's daily activities shall be included in other income; government grants unrelated to the Company's daily activities shall be included in non-operating income) or are used to offset relevant costs or losses.

三、重要會計政策及會計估計(續)

(二十七) 政府補助(續)

2、確認時點

政府補助在本公司能夠滿足其所附的條件並且能夠收到時，予以確認。

3、會計處理

與資產相關的政府補助，沖減相關資產賬面價值或確認為遞延收益。確認為遞延收益的，在相關資產使用壽命內按照合理、系統的方法分期計入當期損益(與本公司日常活動相關的，計入其他收

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVII) Government grants (Continued)

3. *Accounting treatment (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 recognise 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，由貸款銀行以政策性優惠利率向本公司提供貸款的，本公司以實際收到的借款金額作為借款的入賬價值，按照借款本金和該政策性優惠利率計算相關借款費用。

(2) 財政將貼息資金直接撥付給本公司的，本公司將對應的貼息沖減相關借款費用。

(二十八) 遞延所得稅資產和遞延所得稅負債

所得稅包括當期所得稅和遞延所得稅。除因企業合併和直接計入所有者權益（包括其他綜合收益）的交易或者事項產生的所得稅外，本公司將當期所得稅和遞延所得稅計入當期損益。

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 carrying amount of assets and liabilities.

Deferred income tax assets are recognised for deductible temporary differences to the extent of taxable income that is likely to be obtained in the future period to offset the deductible temporary differences. For deductible losses and tax credits that can be carried forward to future years, deferred income tax assets shall be recognised to the extent of future taxable income that is likely to be obtained to offset the deductible losses and tax credits.

Save for exceptions, deferred income tax liabilities shall be recognised for the taxable temporary difference.

The exceptions for not recognition of deferred income tax assets or deferred income tax liabilities include:

- the initial recognition of the goodwill;
- Other transactions or matters other than business combinations in which neither profit nor taxable income (or deductible loss) will be affected when transactions occur, and initial recognition of assets and liabilities that do not result in taxable temporary differences and deductible temporary differences in equal amounts.

Deferred income tax liabilities are recognised for taxable temporary differences relating to the investments in

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXVIII) Deferred income tax assets and deferred income tax liabilities (Continued)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

1. The Company as a lessee (Continued)

(1) Right-of-use assets (Continued)

The Company subsequently depreciates right of-use assets using the straight-line method. If there is reasonable certainty that the Company will obtain the ownership of a leased asset at the end of the lease term, the Company depreciates the right-of-use asset from the commencement date to the end of the useful life of the underlying asset; otherwise, the Company depreciates the leased asset from the commencement date to the earlier of the end of the leas

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

1. *The Company as a lessee (Continued)*

(2) Lease liabilities (Continued)

- Amounts expected to be payable under the guaranteed residual value provided by the Company;
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option;
- Payments for terminating the lease option, if the lease term reflects that the Company will exercise that option.

The Company adopts the interest rate implicit in the lease as the discount rate. If that rate cannot be determined reasonably, the Company's incremental borrowing rate is used.

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.

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)

- 根據公司提供的擔保餘值預計應支付的款項;
- 購買選擇權的行權價格,前提是公司合理確定將行使該選擇權;
- 行使終止租賃選擇權需支付的款項,前提是租賃期反映出公司將行使終止租賃選擇權。

本公司採用租賃內含利率作為折現率,但如果無法合理確定租賃內含利率的,則採用本公司的增量借款利率作為折現率。

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。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

1. *The Company as a lessee (Continued)*

(2) *Lease liabilities (Continued)*

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）

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，若使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，將差額計入當期損益：

- 當購買選擇權、續租選擇權或終止選擇權的評估結果發生變化，或前述選擇權的實際行權情況與原評估結果不一致的，本公司按變動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；

- 當實質固定付款額發生變動、擔保餘值預計的應付金額發生變動或用於確定租賃付款額的指數或比率發生變動，本公司按照變動後的租賃付款額和原折現率計算的現值重新計量租賃負債。但是，租賃付款額的變動源自浮動利率變動的，使用修訂後的折現率計算現值。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

1. *The Company as a lessee (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，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)

1. *The Company as a lessee (Continued)*

(4) Lease change (Continued)

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.

2. *The Company as a lessor*

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.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

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III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

2. *The Company as a lessor (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 classified as an operating lease assuming the modification became effective at the commencement date of the lease, the Company accounts for it as a new lease from the effective date of the modification and the net investment in the lease prior to the effective date of the modification is taken as the carrying amount of the leased assets;

- In case where the lease would have been classified as a finance lease assuming the modification became effective at the commencement date of the lease, the Company conducts accounting treatment in accordance with the policy regarding the modification or renegotiation of contracts described in note "III. (X) Financial instruments".

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）

(2) 融資租賃會計處理（續）

融資租賃的變更未作為一項單獨租賃進行會計處理的，本公司分別下列情形對變更後的租賃進行處理：

- 假如變更在租賃開始日生效，該租賃會被分類為經營租賃的，本公司自租賃變更生效日開始將其作為一項新租賃進行會計處理，並以租賃變更生效日前

假如變更在租賃開始日生效，該租賃會被分類為經營租賃

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXIX) Lease (Continued)

3. Sale and leaseback transactions

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. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXX) Hedge Accounting

1. Classification of hedging

(1) Fair value hedge is a hedge of the exposure to changes in fair value of a recognised asset or liability or an unrecognised firm commitment (except foreign exchange risk).

(2) Cash flow hedge is a hedge of the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment.

(3) Hedge of a net investment in a foreign operation is a hedge of the exposure to foreign exchange risk associated with a net investment in a foreign operation. Net investment in a foreign operation is the share of interest in the net asset of the foreign operation.

2. Designation of the hedge relationship and recognition of the effectiveness of hedging

At the inception of a hedge relationship, the Group formally designates the hedge relationship and documents the hedge relationship, the risk management objective and its strategy for undertaking the hedge. The documentation includes identification of the nature and quantity of the hedging instrument, the nature and quantity of the hedged item, the nature of the risk being hedged, the type of hedging and how the Group will assess the hedging instrument's effectiveness. Hedging instrument's effectiveness means the degree of the change of fair value and cash flow of the hedging instrument in offsetting

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXX) Hedge Accounting (Continued)

3. *Criteria for hedge accounting (Continued)*

(1) Fair value hedges (Continued)

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the current profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in the current profit or loss. The changes in the fair value of the hedging instrument are also recognised in the current profit or loss.

(2) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly as other comprehensive income, while the ineffective portion is recognised immediately in the current profit or loss.

Amounts taken to other comprehensive income are transferred to the current profit or loss when the hedged transaction affects the current profit or loss, such as when hedged financial income or financial expense is recognised or when a forecast sale occurs. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts taken to other comprehensive income are transferred to the initial carrying amount of the non-financial asset or non-financial liability (or originally recognised in other comprehensive income, and transferred in the same period as the profit and loss is affected by the non-financial assets and non-financial liability, the amounts shall be included in the current profit or loss).

三、重要會計政策及會計估計（續）

(三十) 套期會計（續）

3、*套期會計處理方法（續）*

(1) 公允價值套期（續）

如果被套期項目終止確認，則將未攤銷的公允價值確認為當期損益。

被套期項目為尚未確認的確定承諾的，該確定承諾的公允價值因被套期風險引起的累計公允價值變動確認為一項資產或負債，相關的利得或損失計入當期損益。套期工具的公允價值變動亦計入當期損益。

(2) 現金流量套期

套期工具利得或損失中屬於有效套期的部分，直接確認為其他綜合收益，屬於無效套期的部分，計入當期損益。

如果被套期交易影響當期損益的，如當被套期財務收入或財務費用被確認或預期銷售發生時，則將其他綜合收益中確認的金額轉入當期損益。如果被套期項目是一項非金融資產或非金融負債的成本，則原在其他綜合收益中確認的金額轉出，計入該非金融資產或非金融負債的初始確認金額（或則原在其他綜合收益中確認的，在該非金融資產或非金融負債影響損益的相同期間轉出，計入當期損益）。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXX) Hedge Accounting (Continued)

3. Criteria for hedge accounting (Continued)

(2) Cash flow hedges (Continued)

If the forecast transaction or firm commitment is no longer expected to occur, the amounts previously recognised in other comprehensive income are transferred to the current profit or loss. If the hedging

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XXXI) Repurchase the shares of the Company

(三十一)回購本公司股份

Shares repurchased by the Company for employee equity incentive purposes is handled as follows:

本公司回購股份用於員工股權激勵，具體處理方法如下：

When shares are repurchased, they should be treated as treasury shares in accordance with the full expense of the repurchased shares and be registered for record purposes.

回購股份時，應當按照回購股份的全部支出作為庫存股處理，同時進行備查登記。

At each balance sheet date during the vesting period, the Company recognises the services received as related costs or expenses, with a corresponding increase in capital reserve (other capital reserves), at an amount equal to the fair value of the equity instruments at the grant date.

在等待期內每個資產負債表日，按照權益工具在授予日的公允價值，將取得的職工服務計入成本費用，同時增加資本公積（其他資本公積）。

When the employee exercises the rights to repurchase shares of the Company, the Company writes off the cost of treasury shares delivered to the employee upon receipt of consideration and the cumulative amount from capital reserve (other capital reserves) during the vesting period, while its difference is adjusted to capital reserve (share premium).

職工行權時，公司應於職工行權購買本公司股份收到價款時，轉銷交付職工的庫存股成本和等待期內資本公積（其他資本公積）累計金額，同時，按照其差額調整資本公積（股本溢價）。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXXII) Debt restructuring

1. The Company as a creditor

The Company derecognises the debt receivable upon the termination of the contractual right to receive cash flows from the debt. When a debt is settled by an asset or conversion into an equity instrument in a debt restructuring, the Company recognises relevant asset when the definition and recognition criteria for the asset are satisfied.

When a debt is settled by assets in a debt restructuring, on initial recognition, the non-financial assets received are measured at cost. The cost of inventories includes the fair value of the debt receivable and any directly attributable expenditure, including taxes, transportation costs, handling costs, insurance and other costs, for bringing the assets to the current position and condition. The cost of investment in associates or joint ventures includes the fair value of the debt receivable and any directly attributable taxes and other costs of the investment. The cost of investment properties includes the fair value of the debt receivable and any directly attributable taxes and other costs of the investment properties. The cost of fixed assets includes the fair value of the debt receivable and any directly attributable expenditure, including taxes, transportation costs, handling costs, installation costs, professional service costs and other costs, for bringing the assets to working condition for intended use. The cost of biological assets includes the fair value of the debt receivable and any directly attributable taxes, transportation costs, insurance and other costs of the assets. The cost of intangible assets includes the fair value of the debt receivable and any directly attributable taxes and other costs, for bringing the assets to working condition for intended use. When a debt settled by conversion into an equity instrument in a debt restructuring causes the creditor to convert the debt receivable to an equity investment of joint ventures or associates, the Company shall measure the initial investment cost based on the sum of the fair value of debt receivable, and any directly attributable taxes and other costs of the asset. The difference between the fair value and the carrying amount of the debt receivable is recognised in profit or loss for the current period.

三、重要會計政策及會計估計(續)

(三十二)債務重組

1、本公司作為債權人

本公司在收取債權現金流量的合同權力終止時終止確認債權。以資產清償債務或者將債務轉為權益工具方式進行債務重組的，本公司在相關資產符合其定義和確認條件時予以確認。

以資產清償債務方式進行債務重組的，本公司初始確認受讓的非金融資產時，

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XXXII) Debt restructuring (Continued)

(三十二) 債務重組（續）

1. *The Company as a creditor (Continued)*

When a debt restructuring involves the modification of other terms of a debt, the Company recognises and measures the restructured debt receivable in accordance with "III. (X) Financial Instruments".

When a debt is settled by multiple assets or combination of various methods in a debt restructuring, the Company firstly recognises and measures the financial assets received and restructured debt receivable in accordance with "III. (X) Financial Instruments", and then allocates the net value, which is the fair value of the debt receivable deducted by the recognised total carrying amount of financial assets received and restructured debt receivable, to the costs of non-financial assets received based on their relative fair value, and the cost of each asset is determined separately based on the aforementioned method. The difference between the fair value and the carrying amount of the debt receivable is recognised in profit or loss for the current period.

1、*本公司作為債權人（續）*

採用修改其他條款方式進行債務重組的，本公司按照本附註「三、（十）金融工具」確認和計量重組債權。

以多項資產清償債務或者組合方式進行債務重組的，本公司首先按照本附註「三、（十）金融工具」確認和計量受讓的金融資產和重組債權，然後按照受讓的金融資產以外的各項資產的公允價值比例，對放棄債權的公允價值扣除受讓金融資產和重組債權確認金額後的淨額進行分配，並以此為基礎按照前述方法分別確定各項資產的成本。放棄債權的公允價值與賬面價值之間的差額，應當計入當期損益。

2. *The Company as the debtor*

The Company derecognises debts when its current obligation to the debts is discharged.

In the case of the debt restructuring by way of payment with assets, the Company derecognises the debts when the relevant assets and the settled debts meet the derecognition conditions, and the difference between the carrying value of the settled debts and the carrying value of the transferred assets shall be charged to current profit or loss.

In the case of the debt restructuring by converting debts into equity instruments, the Company derecognises the debts when the settled debts meet the derecognition conditions. The Company initially recognises the equity instruments at their fair value. If their fair value cannot be measured reliably, the measurement shall be made at the fair value of the settled debts. The difference between the carrying value of the settled debts and the amount recognised for the equity instruments shall be charged to current profit or loss.

2、*本公司作為債務人*

本公司在債務的現時義務解除時終止確認債務。

以資產清償債務方式進行債務重組的，本公司在相關資產和所清償債務符合終止確認條件時予以終止確認，所清償債務賬面價值與轉讓資產賬面價值之間的差額計入當期損益。

將債務轉為權益工具方式進行債務重組的，本公司在所清償債務符合終止確認條件時予以終止確認。本公司初始確認權益工具時按照權益工具的公允價值計量，權益工具的公允價值不能可靠計量的，按照所清償債務的公允價值計量。所清償債務賬面價值與權益工具確認金額之間的差額，應當計入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXXII) Debt restructuring (Continued)

2. The Company as the debtor (Continued)

In the case of the debt restructuring by modifying other terms, the Company recognises and measures the restructured debts in accordance with "III. (X) Financial Instruments" in the notes.

In the case of the debt restructuring by way of payment with multiple assets or by combined means, the Company recognises and measures the equity instruments and restructured debts under the aforementioned method, and the difference between the carrying value of the settled debts and the sum of the carrying value of the transferred assets and the amount recognised for the equity instruments and restructured debts shall be charged to current profit or loss.

(XXXIII) Critical accounting estimates and judgments

The Company continuously evaluates estimates and judgments based on historical experience and other factors, including reasonable projections of future events under relevant circumstances. The Company makes estimates and assumptions about the future. Accounting estimates under judgments are seldom equal the actual results. The risks of making estimates and assumptions that could result in a material adjustment to the carrying amounts of assets and liabilities within the next accounting year are discussed as follows.

(1) Net realisable value of inventories is lower than inventories

The net realisable value of inventory is the estimated selling price of inventory in the ordinary course of activities, less the estimated costs to be incurred at completion, estimated selling expenses and related taxes. These estimates are based on current market conditions and historical experience in selling products of a similar nature. In severe industry cycles, inventories may change significantly due to the actions of competitors. Management will re-estimate at the reporting date. The carrying amounts of the Company's inventories are disclosed in Note V.(VI) to the financial statements.

三、重要會計政策及會計估計(續)

(三十二)債務重組(續)

2、本公司作為債務人(續)

採用修改其他條款方式進行債務重組的，本公司按照本附註「三、(十)金融工具」確認和計量重組債務。

以多項資產清償債務或者組合方式進行債務重組的，本公司按照前述方法確認和計量權益工具和重組債務，所清償債務的賬面價值與轉讓資產的賬面價值以及權益工具和重組債務的確認金額之和的差額，計入當期損益。

(三十三)主要會計估計及判斷

本公司根據過往經驗及其他因素(包括在有關情況下對未來事件合理的預測)持續對估計及判斷作出評估。本公司對未來作出估計和假設。所判斷的會計估計很少會與其實際結果相同。有關作出的估計及假設而導致下一個會計年度內就資產及負債賬面值作重大調整的風險討論如下。

(1) 存貨的可變現淨值低於存貨的

存貨的可變現淨值，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。這些估計是按現行市場狀況及銷售類似性質產品的過往經驗而作出。在嚴重的行業周期中，存貨會因競爭對手的舉動而大幅變動。管理層將於報告日期重新估計。本公司存貨的賬面值披露於財務報表附註五、(六)。

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XXXIII) Critical accounting estimates and judgments (Continued)

(三十三) 主要會計估計及判斷（續）

(2) Impairment of non-financial assets (other than inventories, biological assets and goodwill)

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.

(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) Fair value measurements of biological assets

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.(XI) to the financial statements.

(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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

(XXXIII)

III.

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計(續)

(XXXIV) Changes in significant accounting policies and estimates (Continued)

(三十四)重要會計政策和會計估計的變更(續)

1. Changes in significant accounting policies (Continued)

1、重要會計政策變更(續)

For a single transaction that occurs between the beginning of the earliest period for the presentation of the financial statements to which the provisions are first applied and the date of implementation, and for the lease liabilities and right-of-use assets recognised as a result of the single transaction to which the provisions are applied at the beginning of the earliest period for the presentation of the financial statements, as well as for the provisions for retirement obligations recognised and such assets involved, if taxable temporary differences and deductible temporary differences arise, the enterprise shall make adjustment in accordance with the provisions.

對於在首次施行該規定的財務報表列報最早期間的期初至施行日之間發生的適用該規定的單項交易，以及財務報表列報最早期間的期初因適用該規定的單項交易而確認的租賃負債和使用權資產，以及確認的棄置義務相關預計負債和對應的相關資產，產生應納稅暫時性差異和可抵扣暫時性差異的，企業應當按照該規定進行調整。

The Company has implemented the provisions from 1 January 2023, and the main impacts of the implementation are as follows:

本公司自2023年1月1日起執行該規定，執行該規定的主要影響如下：

Content and cause of change in the accounting policies 會計政策變更的內容和原因	Item affected 受影響的報表項目	Impact on the balance as at 1 January 2022 對2022年1月1日餘額的影響金額 Consolidation 合併	 The Company 母公司
Deferred income tax arising from the recognition of tax differences on new leasing standards 確認新租賃準則稅會差異導致的遞延所得稅	Deferred income tax assets 遞延所得稅資產	1,724,694.38	1,412,670.12
	Deferred income tax liabilities 遞延所得稅負債	188,810.73	
	Undistributed profits 未分配利潤	1,535,883.65	1,412,670.12

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Continued)

三、重要會計政策及會計估計（續）

(XXXIV) Changes in significant accounting policies and estimates (Continued)

(三十四)重要會計政策和會計估計的變更（續）

1. *Changes in significant accounting policies (Continued)*

1、重要會計政策變更（續）

Content and cause of change in the accounting policies 會計政策變更的內容和原因	Item affected 受影響的報表項目	Consolidation 合併		The Company 母公司	
		31 December 2023/Year 2023 2023.12.31/ 2023年度	31 December 2022/Year 2022 2022.12.31/ 2022年度	31 December 2023/Year 2023 2023.12.31/ 2023年度	31 December 2022/Year 2022 2022.12.31/ 2022年度
Deferred income tax arising from the recognition of tax differences on new accounting standards					

2. *Changes in significant accounting estimates*

During the reporting period, there was no change in the Company's major accounting policies.

IV. TAXATION

四、稅項

(I) Main taxes and tax rates

(一) 主要稅種和稅率

Tax types 稅種	Tax basis 計稅依據	Tax rate 稅率
Value-added tax 增值稅	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) and net of the input tax that is allowed to be deducted in the current period 按稅法規定計算的銷售貨物和應稅勞務收入為基礎計算銷項稅額，在扣除當期允許抵扣的進項稅額後，差額部分為應交增值稅	13%、9%、6%
City maintenance and construction tax 城市維護建設稅	Value-added tax actually paid 按實際繳納的增值稅計繳	5%
Education surcharge 教育費附加	Value-added tax actually paid 按實際繳納的增值稅計繳	3%
Local education surcharge 地方教育費附加	Value-added tax actually paid 按實際繳納的增值稅計繳	2%
Enterprise income tax 企業所得稅	Taxable income 按應納稅所得額計繳	25%
Resource tax 資源稅	Amount of water resources used 按水資源使用量計繳	RMB1.5/ton, RMB2/ton, RMB6/ton 1.5元／噸、2元／噸、6元／噸
Property tax 房產稅	1.2% of the remaining value after the original property value less 30% 按房產原值一次減除30%後餘值的1.2%計繳	1.2%
Land use tax 土地使用稅	Actual land area 實際土地面積計繳	RMB4/m^2 4元／平米

Different enterprise income tax rates applicable to different taxpayers are disclosed as below

存在不同企業所得稅稅率納稅主體的，披露情況說明

Taxpayer 納稅主體名稱	Income tax rate 所得稅稅率
Fengxiang Foods (Japan) Co., Ltd. 鳳祥食品株式會社	Tax rate of 15% applicable to the current period 本期適用稅率15%

IV. TAXATION (Continued)

四、稅項（續）

(II) Tax preference

(二) 稅收優惠

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;	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、漁項目免徵企業所得稅」稅收優惠政策；
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;	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徵增值稅」稅收優惠政策；
The Company is entitled to the preferential tax policy of "VAT exemption for feed products" from 1 January 2015;	本公司於2015年1月1日起享受「飼料產品免徵增值稅」稅收優惠政策；
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;	本公司於2010年12月1日起享受「直接用於農、林、牧、漁的生產用地免徵城鎮土地使用稅」稅收優惠政策；
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;	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，免徵增值稅」稅收優惠政策；
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;	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；
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.	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。

五、合併財務報表項目註釋

(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	**18,414.82**	14,737.46
Digital currencies	數字貨幣		
Bank deposits	銀行存款	**188,670,092.47**	281,264,380.50
Other monetary funds	其他貨幣資金	**9,814,233.14**	50,876,864.04
Amounts deposited in the finance company	存放財務公司款項	**808,234,759.31**	808,234,759.31
Sub-total	小計	**1,006,737,499.74**	1,140,390,741.31
Less: Credit impairment loss provision	減：信用減值損失準備	**808,234,759.31**	808,234,759.31
Total	合計	**198,502,740.43**	332,155,982.00
Including: Aggregate amounts deposited overseas	其中：存放在境外的款項總額	**7,234,240.69**	21,818.53
Funds that are held abroad subject to restriction of fund repatriation	存放在境外且資金匯回受到限制的款項		

其他說明：截止2023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(2022年12月31日：808,234,759.31元)。全部列示於存放財務公司款項。2022年，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2023年12月31日，本公司確定的

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(II) Financial assets held for trading

（二）交易性金融資產

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(III) Trade receivable

(三) 應收賬款

1. *Disclosure of trade receivable by aging based on the invoice date*

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	**268,841,919.92**	198,520,927.23
Including: Less than 1 month	其中：1個月以內	**239,507,564.29**	192,640,081.74
1 to 3 months	1–3個月	**29,304,961.47**	2,782,489.11
3 months to 1 year	3個月–1年	**29,394.16**	3,098,356.38
1 to 2 years	1至2年	**13,728,745.98**	
2 to 3 years	2至3年		
3 to 4 years	3至4年		2,525,868.95
4 to 5 years	4至5年	**2,254,727.41**	
Over 5 years	5年以上		
Subtotal	小計	**284,825,393.31**	201,046,796.18
Less: bad debt provision	減：壞賬準備	**12,159,067.61**	6,069,387.00
Total	合計	**272,666,325.70**	194,977,409.18

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。

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(III) Trade receivable (Continued)

(三) 應收賬款（續）

2. *Disclosure of trade receivable by bad debt provision method*

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			Bad debt provision 壞賬準備		Book balance 賬面餘額		
	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	5,350,547.51	1.88	5,350,547.51	100.00		5,686,369.05	2.83	5,067,205.03	89.11	619,164.02
Including: 其中：										
Bad debt provision made on an individual basis with significant amount 單獨計提壞賬且金額重大	5,350,547.51	1.88	5,350,547.51	100.00		5,621,689.05	2.80	5,002,525.03	88.99	619,164.02
Bad debt provision made on an individual basis with insignificant amount 單獨金額不重大但單獨計提壞賬						64,680.00	0.03	64,680.00	100.00	
Bad debt provision made on a collective basis based on credit risk characteristics 按信用風險特徵組合計提壞賬準備	279,474,845.80	98.12	6,808,520.10	2.44	272,666,325.70	195,360,427.13	97.17	1,002,181.97	0.51	194,358,245.16
Including: 其中：										
Aging analysis group 賬齡分析組合	279,474,845.80	98.12	6,808,520.10	2.44	272,666,325.70	195,360,427.13	97.17	1,002,181.97	0.51	194,358,245.16
Total 合計	284,825,393.31	100.00	12,159,067.61		272,666,325.70	201,046,796.18	100.00	6,069,387.00		194,977,409.18

Bad debt provision for trade receivable made on an individual basis with significant amount:

重要的按單項計提壞賬準備的應收賬款：

Name 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	Provision percentage (%) 計提比例(%)	Basis for provision 計提依據	Book balance 賬面餘額	Bad debt provision 壞賬準備
Company 1 單位1	2,254,727.41	2,254,727.41	100.00	Not expected to be settled 預計無法得到清償	2,525,868.95	2,525,868.95
Company 2 單位2	3,095,820.10	3,095,820.10	100.00	Not expected to be settled 預計無法得到清償	3,095,820.10	2,476,656.08
Total 合計	5,350,547.51	5,350,547.51			5,621,689.05	5,002,525.03

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(III) Trade receivable (Continued)

(三) 應收賬款(續)

2. *Disclosure of trade receivable by bad debt provision method (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 based on credit risk characteristics:

按信用風險特徵組合計提壞賬準備：

Group provision items: aging analysis group

組合計提項目：賬齡分析組合

Name	名稱	Balance at the end of the period 期末餘額 Trade receivable 應收賬款	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)
Less than 1 month	1個月以內	239,507,564.29	1,197,537.84	0.50
1 to 3 months	1–3個月	29,304,961.47	293,049.61	1.00
3 months to 1 year	3個月–1年	29,394.16	1,469.71	5.00
Over 1 year	1年以上	10,632,925.88	5,316,462.94	50.00
Total	合計	279,474,845.80	6,808,520.10	

3. *Provision for bad debts made, reversed or recovered for the current period*

3、*本期計提、轉回或收回的壞賬準備情況*

Category	類別	Balance at the end of last year 上年年末餘額	Changes in amount for the current period 本期變動金額 Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Other changes 其他變動	Balance at the end of the period 期末餘額
Group provision made on an individual basis	單項計提組合	5,067,205.03	619,164.02	-335,821.54			5,350,547.51
Aging analysis group	賬齡分析組合	1,002,181.97	6,755,355.47		-949,017.34		6,808,520.10
Total	合計	6,069,387.00	7,374,519.49	-335,821.54	-949,017.34		12,159,067.61

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(IV) Prepayments

(四) 預付款項

1. *Aging of prepayments:*

1. *預付帳款帳齡列示：*

Aging	賬齡	Balance at the end of the period 期末餘額 Amount 金額	Proportion (%) 比例(%)	Balance at the end of last year 上年年末餘額 Amount 金額	Proportion (%) 比例(%)
Less than 1 year	1年以內	28,596,922.07	98.36	45,755,986.99	99.38
1 to 2 years	1至2年	476,429.36	1.64	284,897.23	0.62
2 to 3 years	2至3年				
Over 3 years	3年以上				
Total	合計	29,073,351.43	100.00	46,040,884.22	100.00

(V) Other receivable

(五) 其他應收款

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 receivable	應收利息		
Dividend receivable	應收股利		
Other receivable	其他應收款項	11,203,717.24	14,832,112.57
Total	合計	11,203,717.24	14,832,112.57

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(V) Other receivable (Continued)

1. Other receivable (Continued)

(2)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(V) Other receivable (Continued)

1. *Other receivable (Continued)*

(2) Disclosure by bad debt provision method (Continued)

Bad debt provision made on a collective basis based on credit risk characteristics:

Group provision items: aging analysis group

五、合併財務報表項目註釋(續)

(五)其他應收款(續)

1、*其他應收款項(續)*

(2) 按壞賬計提方法分類披露(續)

按信用風險特徵組合計提壞賬準備：

組合計提項目：賬齡分析組合

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	8,413,135.44	126,197.02	1.50
1 to 2 years	1至2年	169,500.45	16,950.05	10.00
2 to 3 years	2至3年	187,547.94	28,132.19	15.00
3 to 4 years	3–4年	124,999.06	24,999.81	20.00
4 to 5 years	4–5年	153,200.00	30,640.00	20.00
Over 5 years	5年以上	2,977,816.78	595,563.36	20.00
Total	合計	12,026,199.67	822,482.43	

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(V) Other receivable (Continued)

（五）其他應收款（續）

1. *Other receivable (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	1,492,449.47		24,000.00	1,.516,449.47
Balance at the end of last year at the current period	上年年末餘額在本期	1,492,449.47		24,000.00	1,.516,449.47
— 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	156,231.92		6,000.00	162,231.92
Reversal at the current period	本期轉回				
Resell at the current period	本期轉銷	-826,198.96			-826,198.96
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	822,482.43		30,000.00	852,482.43

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(V) Other receivable (Continued)

(五)其他應收款(續)

1. *Other receivable (Continued)*

1、*其他應收款項(續)*

(3) Provision for bad debts (Continued)

(3) 壞賬準備計提情況(續)

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	16,318,562.04		30,000.00	16,348,562.04
Balance at the end of last year at the current period	上年年末餘額在本期	16,318,562.04		30,000.00	16,348,562.04
— 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	8,413,135.44			8,413,135.44
Derecognised at the current period	本期終止確認	12,705,497.81			12,705,497.81
Other changes	其他變動				
Balance at the end of the period	期末餘額	12,026,199.67		30,000.00	12,056,199.67

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(V) Other receivable (Continued)

（五）其他應收款（續）

1. *Other receivable (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 last year	Provision	Recovered or reversed	Resold or

(5) Classification of receivables by nature

Note: As at 31 December 2023, all government grants receivable by the Group have met the requirements of the grants policy and are expected to be recovered in 2024.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(VI) Inventories

(六)存貨

1. *Inventory Classification*

1、*存貨分類*

Items	項目	Balance at the end of the period 期末餘額 Book balance 賬面餘額	Provision for Impairment of Inventory/ provision for impairment of contract performance costs 存貨跌價準備／合同履約成本減值準備	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 of Inventory/ provision for impairment of contract performance costs 存貨跌價準備／合同履約成本減值準備	Book value 賬面價值
Raw materials	原材料	130,403,648.92		130,403,648.92	172,431,395.50		172,431,395.50
Turnover materials	周轉材料	32,813,686.69		32,813,686.69	37,009,113.85		37,009,113.85
Inventory goods	庫存商品	545,233,135.73	5,011,958.87	540,221,176.86	490,914,798.44	3,936,921.91	486,977,876.53
Consumptive biological assets	消耗性生物資產	239,086,700.00		239,086,700.00	190,022,300.00		190,022,300.00
Finished goods	發出商品	4,818,983.52		4,818,983.52	11,005,889.95		11,005,889.95
Total	合計	952,356,154.26	5,011,958.87	947,344,195.99	901,383,497.74	3,936,921.91	897,446,575.83

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.

註： 本公司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計量。

2. *Provision for Impairment of Inventory and provision for impairment of contract performance costs*

2、*存貨跌價準備及合同履約成本減值準備*

Items	項目	Balance at the end of last year 上年年末餘額	Increase for the current period 本期增加金額 Provision 計提	Increase for the current period 本期增加金額 Others 其他	Decrease for the current period 本期減少金額 Reversed or resold 轉回或轉銷	Decrease for the current period 本期減少金額 Other 其他	Balance at the end of the period 期末餘額
Raw materials	原材料						
Turnover materials	周轉材料						
Inventory goods	庫存商品	3,936,921.91	5,011,958.87		3,936,921.91		5,011,958.87
Consumptive biological assets	消耗性生物資產						
Finished goods	發出商品						
Total	合計	3,936,921.91	5,011,958.87		3,936,921.91		5,011,958.87

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(VII)Other current assets

（七）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 recognised	待確認進項稅	182,360.53	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	26,854.68	108,488.82
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	60,285,187.77	73,082,816.69
Total	合計	60,494,402.98	75,107,651.29

(VIII)Long-term equity investments

（八）長期股權投資

1. Long-term equity investments

1、長期股權投資情況

Balance at the end of last year	Balance of impairment provisions at the end of last year	Additional investment	Reduction of investment	Gains or losses on investments recognised under the equity method	Other comprehensive income adjustment	Other

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(VIII) Long-term equity investments (Continued)

1. *Long-term equity investments (Continued)*

Additional information:

During the period, for the impairment test of long-term equity investments, the "Asset valuation report on the recoverable amount of Yanggu Xiangyu Biological Technology Co., Ltd. involved in the impairment test of long-term equity investments held by Shandong Fengxiang Co., Ltd." (Zhelian Pingbao Zi [2024] No. 130) issued by China United Assets Appraisal Group (Zhejiang) Co., Ltd. on 27 March 2024 was used by the Company and the valuation conclusion is that the valuation of long-term equity investments is not less than its carrying amounts.

Based on the purpose of this valuation, the value type of this valuation is determined as the recoverable amount. According to the Accounting Standards for Business Enterprises No. 8- Asset Impairment and the Evaluation Guidelines for Financial Reporting Purposes, the recoverable amount of the asset is equal to the higher of present value of the expected future cash flow of the asset and net amount of the fair value less cost of disposal. As the net amount of the fair value less cost of disposal reflects the value of the enterprise from the perspective of enterprise construction, this valuation estimates the net amount of the fair value of long-term equity investments less cost of disposal.

(IX) Fixed assets

1. *EMC /1X*

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(IX) Fixed assets (Continued)

(九) 固定資產（續）

2. Fixed assets

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	2,014,967,228.97	2,282,452,231.84	70,947,405.20	97,613,330.90	4,465,980,196.91
(2) Current increase amount	(2) 本期增加金額	50,321,167.85	110,438,749.74	3,746,795.43	3,535,284.09	168,041,997.11
— Purchase	一 購置	5,405,963.73	26,369,666.10	664,078.68	1,993,518.47	34,433,226.98
— Transfer from construction in progress	一 在建工程轉入	44,915,204.12	84,069,083.64	3,082,716.75	1,541,765.62	133,608,770.13
(3) Current reduction payment amount	(3) 本期減少金額	1,520,621.10	45,389,348.93	4084 Current reduction payment amount	0e6451529 T5585	Fj/TT1 1 Tfv,10/T0Td(34,433,226.98

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(X) Construction in progress (Continued)

2.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XI) Productive biological assets

(十一)生產性生物資產

Productive biological assets using the fair value measurement model

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	255,692,300.00	255,692,300.00
2. Current changes	2. 本期變動	–34,676,500.00	–34,676,500.00
Add: External procurement	加：外購	62,696,676.31	62,696,676.31
Self-breeding	自行培育	146,648,662.77	146,648,662.77
Less: Disposal	減：處置	205,346,887.73	205,346,887.73
Changes in fair value (increase to be inserted with "–")	公允價值變動（增加以「–」號填列）		

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 XI, Disclosure of fair value.

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.

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XII) Right-of-use assets

㈫使用權資產

1. Right-of-use assets

1、使用權資產情況

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	40,527,452.05	198,321,201.79	238,848,653.84
(2) Current increase amount	(2) 本期增加金額	1,305,996.00		1,305,996.00
— New leasing	— 新增租賃	1,305,996.00		1,305,996.00
(3) Current reduction payment amount	(3) 本期減少金額	16,145,794.87		16,145,794.87
— Disposal	— 處置	16,145,794.87		16,145,794.87
(4) Balance at the end of the period	(4) 期末餘額	25,687,653.18	198,321,201.79	224,008,854.97
2. Accumulated depreciation	2. 累計折舊			
(1) Balance at the end of last year	(1) 上年年末餘額	10,385,303.27	26,976,281.26	37,361,584.53
(2) Current increase amount	(2) 本期增加金額	4,963,784.51	3,845,886.46	8,809,670.97
— Provision	— 計提	4,963,784.51	3,845,886.46	8,809,670.97
(3) Current reduction payment amount	(3) 本期減少金額	6,895,877,56		6,895,877,56
— Disposal	— 處置	6,895,877,56		6,895,877,56
(4) Balance at the end of the period	(4) 期末餘額	8,453,210.22	30,822,167.72	39,275,377.94
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	17,234,442.96	167,499,034.07	184,733,477.03
(2) Book value at the end of last year	(2) 上年年末賬面價值	30,142,148.78	171,344,920.53	201,487,069.31

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XIII) Intangible assets

(十三)無形資產

1. *Intangible assets*

1、*無形資產情況*

Items	項目	Land use rights 土地使用權	Patent rights 專利權	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	101,319,752.73	1,045,779.25	21,280,679.47	123,646,211.45
(2) Current increase amount	(2) 本期增加金額			561,230.00	561,230.00
— Purchase	一 購置			561,230.00	561,230.00
(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	21,841,909.47	124,207,441.45
2. Accumulated amortisation	2. 累計攤銷				
(1) Balance at the end of last year	(1) 上年年末餘額	20,611,962.85	697,186.17	12,916,235.46	34,225,384.48
(2) Current increase amount	(2) 本期增加金額	1,948,286.68	104,577.92	605,719.72	2,658,584.32
— Provision	一 計提	1,948,286.68	104,577.92	605,719.72	2,658,584.32
(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	22,560,249.53	801,764.09	13,521,955.18	36,883,968.80
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	78,759,503.20	244,015.16	8,319,954.29	87,323,472.65
(2) Book value at the end of last year	(2) 上年年末賬面價值	80,707,789.88	348,593.08	8,364,444.01	89,420,826.97

(XIV) Long-term deferred expenses

(十四) 長期待攤費用

Items	項目	Balance at the end of last year 上年年末餘額	Current increase amount 本期增加金額	Amortisation for the current period 本期攤銷金額	Other decreased amount 其他減少金額	Balance at the end of the period 期末餘額
Arrangement fee for a syndicated loan	銀團貸款安排費		17,280,000.00	683,000.00		16,597,000.00
Total	合計		17,280,000.00	683,000.00		16,597,000.00

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XV) Deferred Income Tax Assets and Deferred Income Tax Liabilities

(十五)遞延所得稅資產和遞延所得稅負債

1. Deferred income tax assets not subject to offset

1、未經抵銷的遞延所得稅資產

	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	Deferred income tax	Deductible temporary differences	Deferred income tax

2. Deferred income tax liabilities not subject to offset

(十五)遞延所得稅資產和遞延所得稅負債(續)

3、以抵銷後淨額列示的遞延所得稅資產或負債

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、

(XV) Deferred Income Tax Assets and Deferred Income Tax Liabilities (Continued)

5. Deductible losses on unrecognised deferred income tax assets due in the following years

(XVI) Other Non-current Assets

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XVII) Assets restricted in ownership or right to use

(十七)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	Reason for the restriction 受限原因
Monetary funds	貨幣資金	8,574,090.66	Deposits 保證金
Inventory	存貨	130,176,716.00	Floating pledge for borrowings 因借款設定浮動質押
Inventory	存貨	111,227,300.00	Provision of collateral security for the Company 為母公司提供抵押擔保
Fixed assets	固定資產	886,072,198.01	Mortgaged borrowings and financing lease assets 抵押借款、融資租賃資產
Intangible assets	無形資產	62,433,727.60	Mortgaged borrowings 抵押借款
Other non-current assets	其他非流動資產	300,000.00	Deposits for land reclamation 土地複墾保證金
Total	合計	1,198,784,032.27	

(XVIII) Short-term Borrowings

(十八)短期借款

1. Classification of short-term borrowings

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	**40,057,933.00**	149,189,414.00
Mortgaged borrowings	抵押借款	**240,315,333.00**	875,424,248.56
Guaranteed borrowings	保證借款		100,000,000.00
Total	合計	**280,373,266.00**	1,124,613,662.56

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XIX) Bills Payable

(十九)應付票據

Category	種類	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Domestic letter of credit	國內信用證		70,000,000.00
Total	合計		70,000,000.00

(XX) Trade Payable

(二十)應付賬款

1. *Trade payable*

1、*應付賬款列示*

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
Payables for goods	應付貨款	380,727,251.84	454,943,148.32
Total	合計	380,727,251.84	454,943,148.32

2. *Disclosure of trade payable by aging based on the invoice date*

2、*應付賬款按發票日期計算的賬齡披露*

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
Less than 1 month	1個月以內	249,292,665.54	238,689,792.76
1 to 3 months	1至3個月	123,718,305.98	197,471,111.89
3 months to 1 year	3個月至1年	5,123,300.51	17,120,465.66
Over 1 year	1年以上	2,592,979.81	1,661,778.01
Total	合計	380,727,251.84	454,943,148.32

Note: Trade payable are not interest-bearing. The credit period granted by each supplier depends on individual circumstances and is included in the supplier contract.

註： 應付賬款不計利息。各個供貨商授出的信用期視乎個別情況而定，並載於供貨商合約內。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXI) Contract Liabilities

(二十一) 合同負債

1. Contract liabilities

2. Amount and reasons for significant changes in carrying amount during the reporting period

(XXII) Payroll Payable

1. Payroll payable

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXII) Payroll Payable (Continued)

(二十二) 應付職工薪酬（續）

2. *Short-term compensation*

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) 工資、獎金、津貼和補貼	71,899,751.78	521,621,729.66	517,171,497.67	**76,349,983.77**
(2) Employee benefits	(2) 職工福利費	1,788.00	20,129,894.54	20,129,190.79	**2,491.75**
(3) Social insurance	(3) 社會保險費	715,033.80	28,019,585.46	28,685,089.07	**49,530.19**
Including: Medical insurance premium	其中：醫療保險費	87,601.69	24,290,716.04	24,330,686.31	**47,631.42**
Work-related injury insurance premium	工傷保險費	626,259.52	3,724,891.42	4,349,252.17	**1,898.77**
Maternity insurance premium	生育保險費	1,172.59	3,978.00	5,150.59	
(4) Housing provident funds	(4) 住房公積金	44,329.60	7,244,000.96	7,286,420.56	**1,910.00**
(5) Labour union expenses and employee education expenses	(5) 工會經費和職工教育經費		1,109,840.90	1,109,840.90	
Total	合計	72,660,903.18	578,125,051.52	574,382,038.99	**76,403,915.71**

3. *Defined contribution plan*

3、 *設定提存計劃列示*

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
Basic pension insurance	基本養老保險	7,163,609.91	47,416,691.01	54,503,397.56	**76,903.36**
Unemployment insurance	失業保險費	312,245.97	2,042,511.77	2,352,343.31	**2,414.43**
Total	合計	7,475,855.88	49,459,202.78	56,855,740.87	**79,317.79**

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXII) Payroll Payable (Continued)

(二十二) 應付職工薪酬(續)

3. Defined contribution plan (Continued)

3、設定提存計劃列示(續)

Additional information: The Company 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 Company 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。

(XXIII) Taxes Payable

(二十三) 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	293,278.18	288,437.81
Stamp duty	印花稅	1,565,236.02	1,417,348.08
Enterprise income tax	企業所得稅	1,081,310.49	
Personal income tax	個人所得稅	544,667.82	535,016.52
City maintenance and construction tax	城市維護建設稅	343,612.08	819,747.49
House tax	房產稅	3,747,794.71	3,646,231.17
Education surcharge	教育費附加	343,553.94	819,747.47
Resource tax	資源稅	745,274.00	1,707,740.00
Land use tax	土地使用稅	800,327.95	799,887.95
Environmental protection tax	環境保護稅	4,720.00	720.00
Total	合計	9,469,775.19	10,034,876.49

(XXIV) Other Payables

(二十四) 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	311,885,930.94	228,506,878.96
Total	合計	311,885,930.94	228,506,878.96

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXIV) Other payables (Continued)

(二十四) 其他應付款（續）

1. Other payables

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
Shareholder borrowings	股東借款	191,232,900.00	
Payments for projects	工程款	50,930,945.82	115,024,049.97
Accrued expenses	預提費用	29,011,600.60	68,394,548.94
Deposits and guarantees	押金及保證金	33,629,339.80	36,715,761.89
Sales commission	銷售佣金	5,426,822.82	7,418,031.05
Employee advance payment	員工墊付款	1,654,321.90	954,487.11
Total	合計	311,885,930.94	228,506,878.96

(XXV) Non-current Liabilities due within One Year

(二十五) 一年內到期的非流動負債

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
Long-term borrowings due within one year	一年內到期的長期借款	160,690,000.00	51,167,617.00
Long-term payables due within one year	一年內到期的長期應付款		61,205,012.83
Lease liabilities due within one year	一年內到期的租賃負債	5,169,675.20	8,039,958.03
Total	合計	165,859,675.20	120,412,587.86

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXVII) Other Current Liabilities

(二十六) 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
Output tax to be recognised	待確認銷項稅	2,503,585.35	2,497,015.86
Sale and leaseback payments payable	應付售後回租款	223,011,854.82	
Total	合計	225,515,440.17	2,497,015.86

(XXVIII) Long-term Borrowings

(二十七) 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	319,970,000.00	152,148,000.00
Guaranteed borrowings	保證借款		100,000,000.00
Total	合計	319,970,000.00	252,148,000.00

1. Long-term borrowings by maturity

1、長期借款按償還期限列示

Item	項目	Balance at the end of the period 期末餘額					
		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
Long-term borrowings	長期借款			160,020,000.00	159,950,000.00		319,970,000.00

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(XXX) Estimated Liabilities

(XXXI) Deferred Income

Additional information: For details of government grants included in deferred income, please3Arred income, p31f government grants (XXX)

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXXII) Share Capital

(三十二) 股本

Additional information: On 11 September 2023, 182,618,000 new H Shares of the Company were allotted and issued to two subscribers, therefore, the registered, issued and paid-up share capital of the Company increased to 1,582,618,000 shares.

(XXXIII) Capital Reserve

Additional information:

1. Capital reserve — the increase in share premium for the current period represents the amount of proceeds received from the targeted issuance for the current period exceeding the share capital, and the reduction for the current period was due to the reduction of capital reserve for offsetting the issuance expenses;

2. 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.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、

(XXXIV) Treasury Shares

Additional information: the decrease in treasury shares for the current period was due to the exercise of employee share-based payment.

(XXXV) Other Comprehensive Income

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXXVI) Surplus Reserves

(三十六) 盈餘公積

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
Statutory surplus reserves	法定盈餘公積	155,377,605.51			155,377,605.51
Total	合計	155,377,605.51			155,377,605.51

(XXXVII) Undistributed Profits

(三十七) 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	456,253,839.04	1,225,282,480.31
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-）	1,571,053.57	1,535,883.65
Undistributed profits at the beginning of the year after adjustment	調整後年初未分配利潤	457,824,892.61	1,226,818,363.96
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	160,318,599.81	-768,993,471.35
Less: Withdrawal of statutory surplus reserves	減：提取法定盈餘公積		
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		
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	618,143,492.42	457,824,892.61

Note: On 28 March 2024, the Board recommended not to distribute the final dividend for the year ended 31 December 2023 (2022: nil).

註： 董事會於2024年03月28日建議不派發截至2023年12月31日止年度的末期股利。(2022年：無)

Details of the adjustments on the undistributed profits at the beginning of the year:

1. *The undistributed profits at the beginning of period of RMB1,571,053.57 in 2023 was affected due to changes in accounting policies;*

2. *The undistributed profits at the beginning of period of RMB1,535,883.65 in 2022 was affected due to changes in accounting policies.*

調整年初未分配利潤明細：

1、 *由於會計政策變更，影響2023年期初未分配利潤1,571,053.57元；*

2、 *由於會計政策變更，影響2022年期初未分配利潤1,535,883.65元。*

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XXXVIII) Operating Revenue and Operating Costs

(三十八) 營業收入和營業成本

1. Operating revenue and operating costs

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	**5,112,430,243.09**	**4,537,182,882.58**	5,071,896,323.61	4,499,675,462.21
Other businesses	其他業務	**21,982,846.49**	**5,765,817.52**	13,893,760.68	2,617,927.37
Total	合計	**5,134,413,089.58**	**4,542,948,700.10**	5,085,790,084.29	4,502,293,389.58

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：	**5,112,430,243.09**	5,071,896,323.61
Sales of goods	銷售商品	**5,112,430,243.09**	5,071,896,323.61
Other businesses:	其他業務：	**21,982,846.49**	13,893,760.68
Revenue from by-products	副產品收入	**9,009,685.57**	2,559,811.10
Revenue from waste materials	廢舊物資收入	**5,801,590.89**	5,849,038.76
Revenue from sale of ash, slag and scrap	灰、渣、下腳料銷售收入	**3,680,135.05**	2,353,284.76
Services income	服務收入	**3,030,029.03**	2,760,655.80
Revenue from sale of materials	材料銷售收入	**461,405.95**	277,149.59
Others	其他		93,820.67
Total	合計	**5,134,413,089.58**	5,085,790,084.29

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XXXVIII) Operating Revenue and Operating Costs (Continued)

(三十八) 營業收入和營業成本（續）

2. *Breakdown of Operating Revenue and Operating Costs*

2、*營業收入、營業成本的分解信息*

Revenue from contract for the current period is set out as below:

本期客戶合同產生的收入情況如下：

Breakdown of contracts	合同分類	Operating revenue 營業收入	Operating costs 營業成本
Business type:	業務類型：		
Raw chicken meat	生雞肉	2,284,083,880.21	2,218,604,763.39
Processed chicken meat	深加工雞肉	2,613,650,094.90	2,061,580,166.31

燦瀷編轉讓時間달喪 [illegible] 恥삳쉥唇瓩 〈

3. *Transaction price allocated to remaining performance obligations*

As at 31 December 2023, the amount of the transaction price corresponding to the performance obligations that have been contracted but not yet per formed or completed was RMB41,851,607.26, which is expected to be recognised as revenue in 2024.

V.

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(XLV) Investment Income

(四十五) 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	-5,231,499.28	-3,229,692.59
Handle fees for hedging instruments	套期工具手續費	-275.37	
Interests of discounted bills that can be derecognised	可終止確認票據貼息		-7,911,749.02
Total	合計	-5,231,774.65	-11,141,441.61

(XLVI) Gains from the changes in fair value

(四十六) 公允價值變動收益

Sources of gains from the changes in fair value	產生公允價值變動收益的來源	Amount of the current period 本期金額	Amount of the previous period 上期金額
Financial assets held for trading	交易性金融資產	293,000.00	
Including: Gains from the changes in fair value of derivative financial instruments	其中：衍生金融工具產生的公允價值變動收益	293,000.00	
Biological assets measured at fair value	按公允價值計量的生物資產	2,576,030.48	21,693,761.10
Total	合計	2,869,030.48	21,693,761.10

Additional information: gains from changes in fair value of the biological assets 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.

其他說明：本公司生物資產公允價值變動收益包括：(1)消耗性生物資產於收獲時按公允價值減銷售費用初始確認產生的收益；(2)生E 筋皦售弥

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(XLVIII) Credit Impairment Loss

(四十七) 信用減值損失

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Losses on bad debts of trade receivable	應收賬款壞賬損失	6,089,680.61	1,956,142.26
Losses on bad debts of other receivable	其他應收款壞賬損失	-663.967.04	667,669.67
Losses on bad debts of monetary funds	貨幣資金壞賬損失		808,234,759.31
Total	合計	5,425,713.57	810,858,571.24

Additional information: losses on bad debts of monetary funds was caused by the full provision of bad debt losses on the principal of the Company's deposits with GMK Finance.

其他說明：貨幣資金壞賬虧損為本公司存放於新鳳祥財務公司的存款本金全額計提壞賬損失所致。

(XLVIII) Asset Impairment Loss

(四十八) 資產減值損失

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Losses on inventory impairment and impairment of cost of contract performance	存貨跌價損失及合同履約成本減值損失	1,075,036.96	3,936,921.91
Impairment losses on fixed asset liquidation	固定資產清理減值損失	1,116,237.27	
Total	合計	2,191,274.23	3,936,921.91

(XLIX) Gains on Disposal of Assets

(四十九) 資產處置收益

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
Net gains on disposal of non-current assets	處置非流動資產淨收益	248,471.07	761,369.73	248,471.07
Total	合計	248,471.07	761,369.73	248,471.07

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)　五、合併財務報表項目註釋（續）

(L) Non-operating Income　(五十) 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
Net income from fines 罰款淨收入	863,786.68	652,504.04	863,786.68
Unpayable trade payables 無法支付的應付款項	474,004.55	113,429.95	474,004.55
The gain from disposal of non-current assets 處置非流動資產利得	12,648.55	26,777.40	12,648.55
Donations received 接受捐贈		140,000.00	
Insurance claims 保險理賠		15,189.00	
Other 其他	14,113.50		14,113.50
Total 合計	1,364,553.28	947,900.39	1,364,553.28

(LI) Non-operating Expenses　(五十一) 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	6,630,376.69	267,765.23	6,630,376.69
Donation for public welfare 對外捐贈	691,179.65	505,330.93	691,179.65
Damages or penalties 違約賠償金或罰款支出	132,782.29	191,824.76	132,782.29
Non-recurring losses 非常損失	107.08	22,704.14	107.08
Total 合計	7,454,445.71	987,625.06	7,454,445.71

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(LII) Income Tax Expenses

(五十二) 所得稅費用

1. Income tax expenses table

1、所得稅費用表

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Current income tax expenses	當期所得稅費用	4,089,241.31	753,069.94
Deferred income tax expenses	遞延所得稅費用	-463,188.48	-16,753.74
Total	合計	3,626,052.83	736,316.20

2. Adjustment process of accounting profits and income tax expenses

2、會計利潤與所得稅費用調整過程

Items	項目	Amount of the current period 本期金額
Total profits	利潤總額	163,944,652.64
Income tax expenses calculated at statutory or applicable tax rates	按法定或適用稅率計算的所得稅費用	40,986,163.16
Effect of subsidiaries applying different		-28,114.31
Effect of adjustment in income tax in the previous period		1,616,884.19
The impact of non taxable income	非應稅收入的影響	-854,431,092
Effect of non-deductible costs, expenses and losses	不可抵扣的成本、費用和損失的影響	845,694,31 ex9
fect of utilising deductible loss of deferred income tax assets not recognised in the previous period		-36,689,646.15
4ÃÊÔ f&YB¤		
		6,893,25 e72
Effect of deductions for the disabled		-415,720.56
52.83		

52.83 expenses

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(LIII) Earnings Per Share

1. *Basic earnings per share*

Basic earnings per share are calculated by dividing the consolidated net profit attributable to ordinary shareholders of the Company by the weighted average number of outstanding ordinary shares of the Company:

Additional information: the change of weighted average number of outstanding ordinary shares of the Company during the current period is mainly due to changes in the issue of additional new shares.

2. *Diluted earnings per share*

Diluted earnings per share are calculated by dividing the consolidated net profit attributable to ordinary shareholders of the Company (diluted) by the weighted average number of outstanding ordinary shares of the Company (diluted):

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(LIV) Cash Flow Statement Items

(五十四) 現金流量表項目

1. *Cash in relation to operating activities*

1. *與經營活動有關的現金*

(1) Other cash received in relation to operating activities

(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	**2,569,314.70**	7,197,544.46
Deposits	各項押金	**27,050,855.25**	16,829,219.37
Interest income	利息收入	**6,664,731.59**	26,692,348.66
Government grants	政府補助	**3,847,662.93**	7,257,994.91
Catering income	餐飲收入	**9,185,770.82**	8,324,828.98
Rental income	租賃收入	**3,080,617.50**	2,069,436.10
Waste income	廢品收入		73,844.10
Income from claims of fines	罰款賠付款收入	**508,562.49**	
Others	其他	**370,636.10**	
Total	合計	**53,278,151.38**	68,445,216.58

(2) Other cash payments in relation to operating activities

(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
Business transaction amounts	往來款	**9,356,701.05**	7,384,096.12
Out of pocket expenses	付現費用	**78,925,979.27**	66,804,863.87
Others	其他	**869,965.12**	930,630.50
Deposit	保證金、押金	**23,211,823.05**	16,656,346.24
Total	合計	**112,364,468.49**	91,775,936.73

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(LIV) Cash Flow Statement Items (Continued)

(五十四) 現金流量表項目（續）

2. *Cash in relation to investing activities*

2. *與投資活動有關的現金*

(1) Other cash received in relation to investing activities

(1) 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

(2) Other cash payments in relation to investing activities

(2) 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
Deposit	保證金	6,773,765.03	
Estimated irrecoverable principal amount of deposits placed in a finance company	預計無法收回財務公司存款本金		808,234,759.31
Total	合計	6,773,765.03	808,234,759.31

3. *Cash in relation to financing activities*

3、*與籌資活動有關的現金*

(1) Other cash received in relation to financing activities

(1) 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
Loan form shareholder received	收到股東借款	350,790,284.53	
Sale and leaseback payments	售後回租收款額	302,000,000.00	
Recovery of deposit	收回保證金	189,992,035.38	458,803,817.48
Bills discounting	票據貼現		60,693,827.67
Total	合計	842,782,319.91	519,497,645.15

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋(續)

(LIV) Cash Flow Statement Items (Continued)

(五十四) 現金流量表項目(續)

3. *Cash in relation to financing activities (Continued)*

3、*與籌資活動有關的現金(續)*

(2) Other cash payments in relation to financing activities

(2) 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
Repayment of loans and interest to shareholders	歸還股東借款及利息	**190,069,229.58**	
Sale and leaseback payments and interest	售後回租付款額及利息	**151,208,687.22**	160,876,264.81
Lease fees	租賃費	**17,923,440.86**	21,078,867.67
Loan handling fee	貸款手續費	**8,640,000.00**	
Notes, loans and finance lease deposits	票據、借款、融資租賃保證金	**2,000,000.00**	158,975,847.72
Payment of shares repurchase	支付股份回購款		26,061,570.00
Total	合計	**369,841,357.66**	366,992,550.20

五、合併財務報表項目註釋（續）

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

五、合併財務報表項目註釋（續）

(LV) Supplementary Information for Cash Flow Statement (Continued)

㈤十五現金流量表補充資料（續）

1. Supplementary information for cash flow statement (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
2. Material investment and financing activities not involving cash receipts and payments	2、不涉及現金收支的重大投資和籌資活動		
Conversion of debt to capital	債務轉為資本		
Convertible corporate bonds due within one year	一年內到期的可轉換公司債券		
Acquisition of right-of-use assets by way of lease obligations	承擔租賃負債方式取得使用權資產	1,305,996.00	26,251,900.67
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	189,928,649.77	144,732,805.91
Less: Opening balance of cash	減：現金的期初餘額	144,732,805.91	1,375,111,214.07
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	45,195,843.86	-1,230,378,408.16

Information on Other: an increase of RMB6,560,169.10 in other share-based payments included in cost.

其他說明：其他為股份支付計入成本費用金額調增6,560,169.10元。

五、合併財務報表項目註釋（續）

㈤十五現金流量表補充資料（續）

2、現金和現金等價物的構成

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

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

VI. R&D EXPENSES

六、研發支出

(I) R&D Expenses

(一) 研發支出

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	11,189,064.13	12,940,824.09
R&D and design expenses	研發設計費	2,391,354.40	11,961,737.91
Depreciation expenses	折舊費	2,188,427.93	2,450,840.49
Depreciation of right-of-use assets	使用權資產折舊	1,909,894.24	1,205,752.46
Office expenses	辦公費	1,855,693.05	1,160,518.76
Entrustment fees	委託費	862,326.93	677,369.00
Energy consumption	能源消耗	530,107.54	516,483.14
Travel expenses	差旅費	1,009,998.29	478,247.13
Others	其他	771,260.93	551,774.87
Total	合計	22,708,127.44	31,943,547.85
Including: Expensed R&D expenses	其中：費用化研發支出	22,708,127.44	31,943,547.85
Capitalised R&D expenses	資本化研發支出		

VII. CHANGE IN THE SCOPE OF CONSOLIDATION

七、合併範圍的變更

There was no change in the scope of consolidation during the current period.

本期未發生合併範圍的變更。

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

VIII. EQUITY IN OTHER ENTITIES (Continued)　八、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. Key financial information of major associates　*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. 陽谷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. 陽谷祥雨生物科技有限公司
Current assets	流動資產	7,469,876.86	10,493,222.27
Non-current assets	非流動資產	131,642,483.78	126,682,197.34
Total assets	資產合計	139,112,360.64	137,175,419.61
Current liabilities	流動負債	30,212,184.98	17,843,814.80
Non-current liabilities	非流動負債	2,834,416.67	2,975,416.67
Total liabilities	負債合計	33,046,601.65	20,819,231.47
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	106,065,758.99	116,356,188.14
Net assets share calculated as per shareholding ratio	按持股比例計算的淨資產份額	51,972,221.91	57,014,532.19
Adjustments	調整事項	2,637,513.45	2,826,702.45
— Others	一其他	2,637,513.45	2,826,702.45
Book value of equity investment in associates	對聯營企業權益投資的賬面價值	54,609,735.36	59,841,234.64
Operating revenue	營業收入	15,319,136.86	18,665,202.26
Net profit	淨利潤	-10,676,529.15	-6,591,209.37
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	-10,626,529.15	-6,591,209.37
Dividends from associates at the current period	本期收到的來自聯營企業的股利		

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

IX. GOVERNMENT GRANTS

九、政府補助

(I) Types, amount and presented items of government grants

(一) 政府補助的種類、金額和列報項目

1. Government grants included in current profit or loss

1、計入當期損益的政府補助

Government grants related to assets

與資產相關的政府補助

Presented items in the balance sheet 資產負債表列報項目	Amount of government grants 政府補助金額	Amount included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的金額		Items included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的項目
		Amount of the current period 本期金額	Amount of the previous period 上期金額	
Deferred income 遞延收益	23,654,633.33	1,749,978.07	2,065,499.14	Other income 其他收益
Total 合計	23,654,633.33	1,749,978.07	2,065,499.14	

Government grants related to revenue

與收益相關的政府補助

Items included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的項目	Amount of government grants 政府補助金額	Amount included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的金額	
		Amount of the current period 本期金額	Amount of the previous period 上期金額
Other income 其他收益	4,753,184.41	4,753,184.41	7,257,994.91
Finance costs 財務費用	3,560,000.00	3,560,000.00	
Total 合計	8,313,184.41	8,313,184.41	7,257,994.91

2. Liabilities involving government grants

2、涉及政府補助的負債項目

Liabilities 負債項目	Balance at the end of last year 上年年末餘額	Amount of new grants for the current period 本期新增補助金額	Amount included in current profit or loss of the current period 本期計入營業外收入金額	Amounts transferred to other income for the current period 本期轉入其他收益金額	Written off against costs and expenses for the current period 本期沖減成本費用金額	Other changes 其他變動	Balance at the end of the period 期末餘額	Related to the assets/related to the income 與資產相關／與收益相關
Deferred income 遞延收益	20,756,084.55			1,749,978.07			19,006,106.48	Related to the assets 與資產相關

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)

十、與金融工具相關的風險（續）

(I) Various risks arising from financial instruments (Continued)

(一) 金融工具產生的各類風險（續）

1. Credit risk

1. 信用風險

Credit risk refers to the risk of financial loss to the Company due to the failure of the counterparty to fulfill its contractual obligations.

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。

The Company's credit risk mainly arose from the monetary funds, 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.

本公司信用風險主要產生於貨幣資金、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。

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 at 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.

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。

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.

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。

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)

(I) Various risks arising from financial instruments (Continued)

3. *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.

(1) Interest rate 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. The Company determined the proportion of fixed interest rate and floating interest rate risk based on the market conditions and maintained an appropriate mix of fixed interest rate and floating interest rate through regular review and supervision. The Company will use swap instruments to hedge interest rate risk when necessary.

As at 31 December 2023, 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 RMB7,610,332.66 (31 December 2022: RMB5,524,963.33). The management it26V0.8 k(profit)0.6(will dec1[(2022: REh(at 100 basis points(reaoniabye)-5(rflpec Company ay
inof orward (exchangecConracid or)]TJ0.128 Tc 0.417 Tw T*[urrency swapcConracidnofmditgrate te oreign exchange
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(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (Continued)
十、與金融工具相關的風險（續）

(I) Various risks arising from financial instruments (Continued)
（一）金融工具產生的各類風險（續）

3. *Market risk (Continued)*
3. *市場風險（續）*

(2) Exchange rate risk (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	18,525,672.10	7,297,330.75	25,823,002.85	5,479,399.47	640,442.71	6,119,842.18
Trade receivable	應收賬款	125,376,687.67		125,376,687.67	67,797,501.07		67,797,501.07
Prepayments	預付款項	607,535.66		607,535.66	12,146.20	222,408.88	

As at 31 December 2023, with all other variables unchanged, if the RMB appreciates or depreciates by 1% against the US$, the Company's net profit will increase or decrease by RMB-479,187.25 (31 December 2022: RMB697,430.28). Management believes that 1% reasonably reflects the reasonable range of changes that may occur between the RMB and the US$ in the coming year.

XI. 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.

(I) Fair value of assets and liabilities measured at fair value at the end of the current period

十一、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。

(一) 以公允價值計量的資產和負債的期末公允價值

		Fair value at the end of the current period 期末公允價值			
Item	項目	Level 1 of fair value measurement 第一層次公允價值計量	Level 2 of fair value measurement 第二層次公允價值計量	Level 3 of fair value measurement 第三層次公允價值計量	Total 合計
I. Continuous measurement at fair value	**一、持續的公允價值計量**				
Held-for-trading financial assets	**交易性金融資產**	293,000.00			293,000.00
1. Financial assets at fair value through profit or loss	1. 以公允價值計量且其變動計入當期損益的金融資產	293,000.00			293,000.00
Derivative financial assets	衍生金融資產	293,000.00			293,000.00
Biological assets	**生物資產**			460,102,500.00	460,102,500.00
1. Consumptive biological assets	1. 消耗性生物資產			239,086,700.00	239,086,700.00
2. Productive biological assets	2. 生產性生物資產			221,015,800.00	221,015,800.00
Total assets measured at fair value on a continuous basis	**持續以公允價值計量的資產總額**	293,000.00		460,102,500.00	460,395,500.00

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

十一、公允價值的披露（續）

（二）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	33,321,400.00	Cost method (The valuation is determined by deducting the sales expenses, all taxes and certain product sales profits from the selling price.) 產鑌期數｜傔覓嫣磦		

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES

十二、關聯方及關聯交易

(I) Information on the parent company of the Company

(一) 本公司的母公司情況

Name of the parent company 母公司名稱	Registered in 註冊地	Business nature 業務性質	Registered capital 註冊資本	Equity interest in the Company held by parent company (%) 母公司對本公司的持股比例 (%)	Percentage of the parent company's voting rights in the Company (%) 母公司對本公司的表決權比例 (%)
Falcon Holding LP Falcon Holding LP	Cayman Islands 開曼群島	Private equity investment 私募股權投資		71.41	71.41

The ultimate controller of the Company: PAG (Pacific Alliance Group) registered in Cayman Islands.

本公司最終控制方是：PAG（太盟投資集團），註冊地開曼群島。

(II) Information on the subsidiaries of the Company

(二) 本公司的子公司情況

Please refer to Note "VIII. Equity in other entities" for details of the information on the subsidiaries of the Company.

本公司子公司的情況詳見本附註「八、在其他主體中的權益」。

(III) Information on associates and joint ventures of the Company

(三) 本公司的合營和聯營企業情況

Please refer to Note "VIII. Equity in other entities" for details of the major associates and joint ventures of the Company.

本公司重要的合營或聯營企業詳見本附註「八、在其他主體中的權益」。

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十二、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. (陽谷祥光銅業有限公司)	Other enterprises controlled by the same ultimate controlling party
陽谷祥光銅業有限公司	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. (陽谷蘋安耶果農業科技有限公司)	Other enterprises controlled by the same ultimate controlling party
陽谷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 (陽谷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。

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十二、關聯方及關聯交易（續）

(V) Related party transactions

（五）關聯交易情況

1. *Related party transactions for purchase and sales of goods/provision and receipt of labor services*

1、*購銷商品、提供和接受勞務的關聯交易*

Table of goods purchase/receiving labor services *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	Purchase of natural gas 採購天然氣		76,673,578.85
Qingdao Xiangguang Logistics Co., 青島祥光物流有限公司	Settlement of logistics service fees 結算物流費		15,630,073.35
Shandong Xiangyu Information Technology Co., Ltd. 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
Zhongke Fengxiang Biotechnology Co., Ltd. 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
Shandong Fengxiang Supermarket Co., Ltd. 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
GMK Holdings Group Co., Ltd. 新鳳祥控股集團有限責任公司	Car Rental expenses 租車費用		279,536.77
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
Yanggu Xiangyu Biological Technology Co., Ltd.	Sales of materiallogical		

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十二、關聯方及關聯交易（續）

(V) Related party transactions (Continued)

（五）關聯交易情況（續）

2. *Leasing with related parties*

2、*關聯租賃情況*

The Company as the lessor:

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	Housing equipment 房屋設備		11,429.44

The Company as the lessee:

本公司作為承租方：

		Amount of the current period 本期金額				Amount of the previous period 上期金額			
Name of the lessor 出租方名稱	Type of leased assets 租賃資產種類	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 簡化處理的短期租賃和低價值資產租賃的租金費用以及未納入租賃負債計量的可變租賃付款額	Rental expenses paid 支付的租金	Increased right-of-use assets 增加的使用權資產	Interest expenses on lease liabilities 承擔的租賃負債利息支出	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 簡化處理的短期租賃和低價值資產租賃的租金費用以及未納入租賃負債計量的可變租賃付款額	Rental expenses paid 支付的租金	Increased right-of-use assets 增加的使用權資產	Interest expenses on lease liabilities 承擔的租賃負債利息支出
GMK Holdings Group Co., Ltd. 新鳳祥控股集團有限責任公司	Housing equipment 房屋設備					798,161.27	798,161.27		
Yanggu Ping Anyeguo Agricultural Technology Co., Ltd. 陽谷蘋安耶果農業科技有限公司	Housing equipment 房屋設備					2,000,000.00	2,000,000.00		

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

十二、關聯方及關聯交易（續）

（五）關聯交易情況（續）

3、關聯擔保情況

本公司作為被擔保方：

Guarantee

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十二、關聯方及關聯交易（續）

(V) Related party transactions (Continued)

（五）關聯交易情況（續）

4. Loans and borrowings of the related parties

4、關聯方資金拆借

Related parties	關聯方	Amount 拆借金額	Commencement date 起始日	Expiry date 到期日	note 說明
Borrowings	拆入				
Falcon Holding LP	Falcon Holding LP	63,744,300.00	2023-1-17	2023-11-29	Due and repaid 到期已還款
Falcon Holding LP	Falcon Holding LP	92,075,100.00	2023-2-6	2024-1-27	
Falcon Holding LP	Falcon Holding LP	42,496,200.00	2023-6-25	2023-11-29	Due and repaid 到期已還款
Falcon Holding LP	Falcon Holding LP	28,330,800.00	2023-6-25	2023-11-29	Due and repaid 到期已還款
Falcon Holding LP	Falcon Holding LP	28,330,800.00	2023-6-25	2023-11-29	Due and repaid 到期已還款
Falcon Holding LP	Falcon Holding LP	42,496,200.00	2023-6-30	2024-6-25	
Falcon Holding LP	Falcon Holding LP	28,330,800.00	2023-6-30	2024-6-25	
Falcon Holding LP	Falcon Holding LP	28,330,800.00	2023-6-30	2024-6-25	

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十二、關聯方及關聯交易（續）

(V) Related party transactions (Continued)

（五）關聯交易情況（續）

5. *Remuneration of key management personnel*

5、*關鍵管理人員薪酬*

(1) *Remuneration of the Directors, Supervisors and Chief Executive Officer and Directors' interests*

(1) *董事、監事和執行總裁薪酬及董事權益*

Remuneration of the Directors, Supervisors and Chief Executive Officer

董事、監事和執行總裁薪酬

Remuneration of each Director, Supervisor and Chief Executive Officer for the year ended 2023 is as follows:

2023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
Chief Executive Officer — Liu Zhiguang	執行總裁－劉志光	2010/12/6	2023/1/18					
Director — Xiao Dongsheng	董事－肖東生	2018/11/1			2,200,918.00	84,655.80	1,253,750.91	3,539,324.17
Director — Shi Lei	董事－石磊	2022/5/31			1,678,751.00	33,696.00	1,056,409.85	2,768,856.85
Director — Zhu Lingjie	董事－朱凌潔	2023/1/18						
Director — Qiu Zhongwei	董事－邱中偉	2023/1/18						
Director — Lu Wei	董事－呂崴	2023/1/18						
Director — Zhou Ruijia	董事－周瑞佳	2023/1/18						
Director — Zhou Jinying	董事－周勁鷹	2022/5/31	2023/1/18		45,455.00	1,688.73		47,143.73
Supervisor — Lian Xianmin	監事－廉憲敏	2019/9/16	2023/1/18		13,636.36	1,473.16		15,109.52
Supervisor — Gao Jin	監事－高瑾	2023/1/18						
Supervisor — Zhu Kaijie	監事－朱愷杰	2023/1/18						
Supervisor — Ma Xianwen	監事－馬憲穩	2023/1/18			230,000.00	19,412.00		249,412.00
Independent Director — Guo Tianyong	獨董－郭田勇	2019/8/8	2023/1/18	13,140.19				13,140.19
Independent Director — Chung Wai Man	獨董－鍾偉文	2019/8/8		271,866.00				271,866.00
Independent Director — Zhao Yinglin	獨董－趙迎琳	2021/5/28		271,866.00				271,866.00
Independent Director — Wang Anyi	獨董－王安易	2023/1/18		259,405.48				259,405.48

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES (Continued)

十二、關聯方及關聯交易（續）

(V) Related party transactions (Continued)

（五）關聯交易情況（續）

5. *Remuneration of key management personnel (Continued)*

5、 *關鍵管理人員薪酬（續）*

(1) *Remuneration of the Directors, Supervisors and Chief Executive Officer and Directors' interests (Continued)*

(1) *董事、監事和執行總裁薪酬及董事權益（續）*

Remuneration of the Directors, Supervisors and Chief Executive Officer (Continued)

董事、監事和執行總裁薪酬（續）

Remuneration of each Director, Supervisor and Chief Executive Officer for the year ended 2023 is as follows: (Continued)

2023年度每位董事、監事和執行總裁的薪酬如下：（續）

Note:

註：

① There were no bonuses and discretionary bonuses for Directors, Supervisors and Chief Executive Officer for the current period.

① 本期董事、監事和執行總裁無獎金及酌情獎金。

② No emoluments were paid by the Company to any Director as an inducement to join the Group, or as compensation for loss of office, for the current period.

② 本公司本期不存在支付為促使董事加盟的任何款項；且不存在支付為補償董事離任的任何款項。

③ At the extraordinary general meeting of the Company held on 18 January 2023, Mr. Xiao Dongsheng and Mr. Shi Lei were re-elected as executive Directors, Mr. Qiu Zhongwei, Mr. Lu Wei, Mr. Zhu Lingjie and Ms. Zhou Ruijia were elected as non-executive Directors, and Ms. Wang Anyi, Ms. Zhao Yinglin and Mr. Chung Wai Man were elected/re-elected as independent non-executive Directors. The aforesaid Directors shall constitute the fifth session of the Board of the Company, which shall be for a term of three years. Mr. Liu Zhiguang, Ms. Zhou Jinying and Mr. Guo Tianyong, being the former Directors of the fourth session of the Board, have ceased to be Directors of the Company.

③ 於2023年1月18日舉行的公司臨時股東大會，肖東先先生及石磊先生均重選為執行董事。邱中偉先生、呂崴先生、朱凌潔先生及周瑞佳女士均已獲選非執行董事。王安易女士、趙迎琳女士及鍾偉文先生均已獲選／重選為獨立非執行董事。上述董事組成本公司第五屆董事會，任期將為三年。原第四屆董事會董事，劉志光先生、周勁鷹女士、郭田勇先生不再擔任公司董事。

At the extraordinary general meeting, Ms. Gao Jin and Mr. Zhu Kaijie were elected as shareholders representative Supervisors, and Mr. Ma Xianwen was elected as an employee representative Supervisor. Ms. Lian Xianmin, the former Supervisor of the Board of Supervisors, has ceased to be the Supervisor of the Company.

於臨時股東大會上，高瑾女士及朱愷杰先生已獲選為股東代表監事，馬憲穩先生獲選為職工代表監事。原監事會監事廉憲敏女士不再擔任公司監事。

④ The independent non-executive Directors will receive remuneration from the Company and the Company will pay each independent non-executive Director HK$300,000 per annum. Executive directors and employee representative Supervisors who hold other salaried offices in the Company, namely Mr. Xiao Dongsheng, Mr. Shi Lei and Mr. Ma Xianwen, receive remuneration from the Company in accordance with their positions and the Company's remuneration policy, while non-executive Directors and shareholder representative Supervisors do not receive any remuneration from the Company.

④ 獨立非執行董事將向本公司收取薪酬，本公司每年向各獨立非執行董事支付300,000港元。於本公司擔任其他受薪職位的執行董事、職工代表監事，即肖東生先生、石磊先生、馬憲穩先生根據其職位及本公司的薪酬政策向本公司收取薪酬、非執行董事及股東代表監事不向本公司收取任何薪酬。

十二、關聯方及關聯交易（續）

(五) 關聯交易情況（續）

5、 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（續）

董事、監事和執行總裁薪酬（續）

2022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
Chief Executive Officer — Liu Zhiguang	執行總裁－劉志光	2010/12/6	2023/1/18					
Director — Xiao Dongsheng	董事－肖東生	2018/11/1			2,000,000.00	84,655.80	1,956,157.65	4,040,813.65
Director — Shi Lei	董事－石磊	2022/5/31			1,333,333.00	33,696.00	342,430.84	1,709,459.84
Director — Zhou Jinying	董事－周勁鷹	2022/05/31						709,459.84

十二、關聯方及關聯交易（續）

(五) 關聯交易情況（續）

5. 關鍵管理人員薪酬（續）

(2) 薪酬最高的前五位

截止2023年12月31日，五名最高薪酬員工（包括2名董事（2022年：3名））的薪酬詳情見上文附註十二（五）。截止2023年12月31日，其餘3名（2022年：2名）非董事或主要行政人員的薪酬如下：

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

十二、關聯方及關聯交易（續）

(六) 關聯方應收應付等未結算項目

1、 應收項目

Items 項目名稱	Related parties 關聯方	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
Trade receivable 應收賬款	Yanggu Xiangyu Biological Technology Ba8 de5t				

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

十三、股份支付

(一) 股份支付總體情況

Grantees 授予對象	Equity instrument granted for the period 本期授予的各項權益工具		Equity instrument released for the period 本期解鎖的各項權益工具		Equity instrument exercised for the period 本期行權的各項權益工具		Equity instrument lapsed for the period 本期失效的各項權益工具	
	No. 數量	Amount 金額	No. 數量	Amount 金額	No. 數量	Amount 金額	No. 數量	Amount 金額
Management members 管理人員	800,000.00	1,032,068.64			2,792,866.00	4,017,577.14		
Sales members 銷售人員					1,261,366.00	1,769,882.14		
R&D members 研發人員					93,400.00	198,536.00		
Production members 生產人員					570,200.00	735,558.00		
Total 合計	800,000.00	1,032,068.64			4,717,832.00	6,721,553.28		

(二)

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XIII.

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XIII. SHARE-BASED PAYMENT (Continued) 十三、股份支付（續）

(III) Share-based payments (三) 股份支付費用

Grantee 授予對象	Amount of the current period 本期金額			Amount of the previous period 上期金額		
	Equity-settled share-based payments 以權益結算的股份支付	Cash-settled share-based payments 以現金結算的股份支付	Total 合計	Equity-settled share-based payments 以權益結算的股份支付	Cash-settled share-based payments 以現金結算的股份支付	Total 合計
Management 管理人員	3,715,657.61		3,715,657.61	4,602,420.85		4,602,420.85
20.85	4,602,420.85					

(IV) Modification and termination of share-based payments

On 31 October 2023, pursuant to the trust deed under the 2021 Share Award Scheme, the Company granted an additional 800,000 share awards to Mr. Shi Lei in three batches, in which one-third of the total amount for the first batch was granted on 31 October 2023, and the second and third batches were implemented on conditions with reference to the 2021 Share Award Scheme.

The additional share awards will not cause the total number of shares granted or the number of shares available to be granted to the selected employees of the Company to exceed the scheme mandate limit under the 2021 Share Award Scheme.

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XIV. COMMITMENTS AND CONTINGENCIES

(I) Significant commitments

No significant commitments are required to be disclosed during the period.

(II) Contingencies

No significant contingencies are required to be disclosed during the period.

十四 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。

XV. EVENTS AFTER THE DATE OF BALANCE SHEET

(I) Significant Non-adjustment Items

Trading of the Company's shares was suspended on the Stock Exchange on 2 February 2023 due to the percentage of public float being less than 25%. On 6 February 2024, the Company applied to the Stock Exchange for an extension of the waiver period commencing from 1 January 2024 to 30 April 2024, and as at 30 March 2024, the public float had reached 24.97%. The Company may face the risk of delisting if it does not reach 25% of the public float during the waiver period.

十五 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25%，公司於2023年2月2日在香港聯交所停牌交易；2024年2月6日，公司向聯交所申請於2024年1月1日起至2024年4月30日止期間延長豁免，截至2024年3月30日，公眾持股量已達24.97%。如公司在豁免期間未達到25%的公眾持股量，可能面臨除牌的風險。

XVI. CAPITAL MANAGEMENT

The primary objectives of the Company's capital management are to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value. The adjusted debt/capital ratios as at the balance sheet date are as follows:

十六 資本管理

本公司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：

		Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Total borrowings	借貸總額	1,175,278,020.82	1,489,134,292.39
Owners' equity	所有者權益	3,033,766,324.78	2,613,545,706.45
Adjusted debt/capital ratios	經調整的負債／資本比率	38.74%	56.98%

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVII. OTHER SIGNIFICANT EVENTS (Continued)　十七 其他重要事項（續）

(II) Segment information (Continued)　(二) 分部信息（續）

2. Financial information of the reporting segments　*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

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(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY

十八、母公司財務報表主要項目註釋

(I) Trade receivable

(一) 應收賬款

1. *Aging disclosure of trade receivable based on invoice date*

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	1,032,575,846.43	861,890,833.16
1 to 2 years	1至2年	10,631,953.89	
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	1,043,207,800.32	861,890,833.16
Less: Bad debt provision	減：壞賬準備	5,335,908.22	122,173.66
Total	合計	1,037,871,892.10	861,768,659.50

2. *Disclosure of trade receivable by bad debt provision method*

2. *應收賬款按壞賬計提方法分類披露*

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十八、母公司財務報表主要項目註釋（續）

(I) Trade receivable (Continued)

(一) 應收賬款（續）

2. *Disclosure of trade receivable by bad debt provision method (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 based on credit risk characteristics:

按信用風險特徵組合計提壞賬準備：

Group provision items: Aging group

組合計提項目：賬齡組合

Name	名稱	Balance at the end of the current period 期末餘額 Trade receivable 應收賬款	Bad debt provision 壞賬準備	Provision percentage 計提比例(%)
Less than 1 month	1個月以內	3,986,255.12	19,931.28	0.50
1 to 3 months	1–3個月			
3 months to 1 year	3個月–1年			
Over 1 year	1年以上	10,631,953.89	5,315,976.94	50.00
Total	合計	14,618,209.01	5,335,908.22	

3. *Provision for bad debts made, reversed or recovered for the current period*

3、*本期計提、轉回或收回的壞賬準備情況*

Category	類別	Balance at the end of last year 上年年末餘額	Changes in amount for the current period 本期變動金額 Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Balance at the end of the period 期末餘額
On an individual basis	單項計提	64,680.00		-64,680.00		
Aging group	賬齡組合	57,493.66	5,282,748.45		-4,333.89	5,335,908.22
Total	合計	122,173.66	5,282,748.45	-64,680.00	-4,333.89	5,335,908.22

XVIII.

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十八、母公司財務報表主要項目註釋（續）

(II) Other receivable (Continued)

（二）其他應收款（續）

1. *Other receivable (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 based on credit risk characteristics:

按信用風險特徵組合計提壞賬準備：

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	6,236,511.21	93,547.67	1.50
1 to 2 years	1至2年			
2 to 3 years	2至3年			
3 to 4 years	3至4年	80,000.00	16,000.00	20.00
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	8,904,190.48	627,083.52	

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十八、母公司財務報表主要項目註釋（續）

(II) Other receivable (Continued)

（二）其他應收款（續）

1. *Other receivable (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	1,302,875.82			1,302,875.82
Balance at the end of last year that transfers/reverses at the current period	上年年末餘額在本期	1,302,875.82			1,302,875.82
— 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	97,547.67			97,547.67
Reversal at the current period	本期轉回				
Resell at the current period	本期轉銷	-773,339.97			-773,339.97
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	627,083.52			627,083.52

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：

	Phase 1 第一階段	Phase 2 第二階段	Phase 3 第三階段

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(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十八、母公司財務報表主要項目註釋（續）

(II) Other receivable (Continued)

（二）其他應收款（續）

1. *Other receivable (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

Category	類別	Balance at the end of last year 上年年末餘額	Changes in amount for the current period 本期變動金額 Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Balance at the end of the period 期末餘額
Aging analysis group	賬齡分析組合	1,302,875.82	97,547.67		-773,339.97	627,083.52
Total	合計	1,302,875.82	97,547.67		-773,339.97	627,083.52

(5) Classification of receivables by nature

(5) 按款項性質分類情況

Nature	款項性質	Book balance at the end of the period 期末賬面餘額	Book balance at the end of last year 上年年末面餘額
Deposits and guarantees	押金及保證金	5,075,679.27	14,417,679.27
Government grants receivable	應收政府補助	3,749,673.88	
Withholding payments	代扣代繳款		1,075.35
Imprest fund	備用金	7,887.33	
Business transaction amounts and others	往來款及其他		138,256.00
Total	合計	8,904,190.48	14,557,010.62

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十八、母公司財務報表主要項目註釋（續）

(III) Long-term Equity Investments

（三）長期股權投資

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		
		Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值	Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值
Investment in subsidiaries	對子公司投資	1,236,225,415.26	93,623,000.00	1,142,602,415.26	1,233,148,356.88	93,623,000.00	1,139,525,356.88
Investment in associates and joint ventures	對聯營、合營企業投資	54,609,735.36		54,609,735.36	59,841,234.64		59,841,234.64
Total	合計	1,290,835,150.62	93,623,000.00	1,197,212,150.62	1,292,989,591.52	93,623,000.00	1,199,366,591.52

1. Investment in subsidiaries

1、對子公司投資

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)
十八、母公司財務報表主要項目註釋（續）

(III) Long-term Equity Investments (Continued)
（三）長期股權投資（續）

2. Investment in associates and joint ventures
2、對聯營、合營企業投資

Investees 被投資單位	Balance at the end of last year 上年年末餘額	Increase/decrease 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	Miscellaneous 其他	
Associates 聯營企業										
Yanggu Xiangyu Biological Technology 陽谷祥雨生物科技有限公司	59,841,234.64			-5,231,499.28						54,609,735.36
	59,841,234.64			-5,231,499.28						54,609,735.36
Total 合計	59,841,234.64			-5,231,499.28						54,609,735.36

(IV) Operating revenue and operating costs
(四) 營業收入和營業成本

1. Operating revenue and operating costs
1、營業收入和營業成本情況

Items 項目	Amount of the current period 本期金額		Amount of the previous period 上期金額	
	Revenue 收入	Costs 成本	Revenue 收入	Costs 成本
Main business 主營業務	3,446,790,350.53	3,299,754,885.74	3,255,756,407.51	3,091,146,988.10
Other businesses 其他業務	4,814,164.55	3,383,909.81	449,855.98	2,468,417.67
Total 合計	3,451,604,515.08	3,303,138,795.55	3,260,206,263.49	3,093,615,405.77

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY (Continued)

十八、母公司財務報表主要項目註釋（續）

(IV) Operating revenue and operating costs (Continued)

（四）營業收入和營業成本（續）

1. *Operating revenue and operating costs*

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：	3,446,790,350.53	3,255,756,407.51
Sales of goods	銷售商品	3,446,790,350.53	3,255,756,407.51
Other businesses:	其他業務：	4,814,164.55	4,449,855.98
Revenue from by-products	副產品收入	495,970.84	387,927.52
Revenue from waste materials	廢舊物資收入	1,347,843.65	1,305,961.70
Services income	服務收入	2,805,132.95	2,551,272.16
Revenue from sale of materials	材料銷售收入	52,230.15	20,293.58
Others			

(V) Investment Income

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XIX. SUPPLEMENTARY INFORMATION

十九、補充資料

Supplementary information relating to changes in accounting policies

會計政策變更相關補充資料

The Company changed the relevant accounting policies and retrospectively restated the comparative financial statements in accordance with the Interpretation of Accounting Standards for Business Enterprises No. 16, and the restated consolidated balance sheets as at the beginning of the last year and at the end of the last year are as follows:

本公司根據《企業會計準則解釋第16號》變更了相關會計政策並對比較財務報表進行了追溯重述，重述後的上年年初、上年年末合併資產負債表如下：

Items	項目	Balance at the beginning of last year 上年年初餘額	Balance at the end of last year 上年年末餘額	Balance at the end of the period 期末餘額
Current assets:	流動資產：			
Monetary asset	貨幣資金	1,854,773,834.62	332,155,982.00	198,502,740.43
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			293,000.00
Derivative financial assets	衍生金融資產			
Bills receivables	應收票據			
Trade receivables	應收賬款	260,284,666.39	194,977,409.18	272,666,325.70
Financing receivables	應收款項融資			
Prepayments	預付款項	84,921,646.18	46,040,884.22	29,073,351.43
Premiums receivables	應收保費			
Reinsurance accounts receivable	應收分保賬款			
Provision of cession receivable	應收分保合同暍合育錐戊枹			

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XIX. SUPPLEMENTARY INFORMATION (Continued) 十九、補充資料（續）

Supplementary information relating to changes in accounting policies (Continued) 會計政策變更相關補充資料（續）

Items	項目	Balance at the beginning of last year 上年年初餘額	Balance at the end of last year 上年年末餘額	Balance at the end of the period 期末餘額
Non-current assets:	非流動資產：			
Disbursement of loans and advances	發放貸款和墊款			
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	63,069,900.18	59,841,234.64	**54,609,735.36**
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	2,961,615,175.06	3,055,596,832.42	**2,955,066,801.11**
Construction in progress	在建工程	35,293,113.33	996,180.00	**6,311,448.19**
Productive biological assets	生產性生物資產	204,484,100.00	255,692,300.00	**221,015,800.00**
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產	194,629,713.97	201,487,069.31	**184,733,477.03**
Intangible assets	無形資產	91,837,058.07	89,420,826.97	**87,323,472.65**
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用			**16,597,000.00**
Deferred income tax assets	遞延所得稅資產	1,908,856.23	1,951,564.89	**2,396,928.75**
Other non-current assets	其他非流動資產	48,969,974.44	4,573,164.42	**9,433,780.83**
Total non-current assets	**非流動資產合計**	3,601,807,891.28	3,669,559,172.65	**3,537,488,443.92**
Total assets	**資產總計**	6,932,776,926.96	5,230,119,787.74	**5,057,066,177.69**

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

ItemsIt15.1	Balance at the beginning of last year	Balance at the end of last year	Balance at the end of the period

Balance at

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

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XIX. SUPPLEMENTARY INFORMATION (Continued)　十九、補充資料（續）

Supplementary information relating to changes in accounting policies (Continued)　會計政策變更相關補充資料（續）

	Balance at the beginning of last year	Balance at

(Amounts are expressed in RMB unless otherwise stated)（除特別註明外，金額單位均為人民幣元）

XIX. SUPPLEMENTARY INFORMATION (Continued) 十九、補充資料（續）

Supplementary information relating to changes in accounting policies (Continued) 會計政策變更相關補充資料（續）

Items	項目	Balance at the beginning of last year 上年年初餘額	Balance at the end of last year 上年年末餘額	Balance at the end of the period 期末餘額
Owners' equity:	所有者權益：			
Share capital	股本	1,400,000,000.00	1,400,000,000.00	**1,582,618,000.00**
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	621,754,244.95	628,701,588.64	**697,794,677.72**
Less: treasury shares	減：庫存股	2,547,916.16	27,684,645.05	**21,315,465.58**
Other comprehensive income	其他綜合收益	-254,496.85	-673,735.26	**-722,580.47**
Special reserves	專項儲備			
Surplus reserves	盈餘公積	155,377,605.51	155,377,605.51	**155,377,605.51**
General risk reserves	一般風險準備			
Undistributed profits	未分配利潤	1,226,818,363.96	457,824,892.61	**618,143,492.42**
Total equity attributable to owners of the Company	歸屬於母公司所有者權益合計	3,401,147,801.41	2,613,545,706.45	**3,031,895,729.60**
Minority interests	少數股東權益			
Total owners' equity	**所有者權益合計**	3,401,147,801.41	2,613,545,706.45	**3,031,895,729.60**
Total liabilities and owners' equity	**負債和所有者權益總計**	6,932,776,926.96	5,230,119,787.74	**5,057,066,177.69**

Shandong Fengxiang Co., Ltd.
(Company seal affixed)
28 March 2024

山東鳳祥股份有限公司
（加蓋公章）
二〇二四年三月二十八日

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				
		2023	2022	2021	2020	2019
		2023年	2022年	2021年	2020年	2019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	**5,134,413**	5,085,790	4,416,764	3,901,615	3,926,217
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)*	**591,464**	583,497	557,939	603,246	1,221,460
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)*	**160,319**	(76,029)	47,075	151,615	837,381
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**	11.5	12.6	15.5	31.1
Net profit (loss) margin (%)	純利(虧損)率(%)	**3.1**	(15.1)	1.1	3.9	21.3
Assets and liabilities	**資產及負債**					
Total assets	資產總額	**5,057,066**	5,228,334	6,931,052	5,777,550	4,431,048
Total liabilities	負債總額	**2,025,170**	2,616,359	3,531,440	2,390,015	2,167,408
Total equity	權益總額	**3,031,896**	2,611,975	3,399,612	3,387,535	2,263,640

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 2023, and were not included in the operating costs for the years ended 31 December 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2023年度營業成本中包含運輸成本，2019年度營業成本中未包含運輸成本。

Note 2: In 2022, 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：*2022年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。

山東鳳祥