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Application Proof of



ANJOY FOODS GROUP CO., LTD.

安井食品集團股份有限公司

(the “Company”)

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

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ANJOY FOODS GROUP CO., LTD. 安井食品集團股份有限公司

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

[REDACTED]

Number of [REDACTED] under the : [REDACTED] H Shares (subject to the
[REDACTED] [REDACTED])

Number of [REDACTED] : [REDACTED] H Shares (subject to
reallocation)

Number of [REDACTED] : [REDACTED] H Shares (subject to
reallocation and the [REDACTED])

Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus
brokerage of 1.0%, SFC transaction
levy of 0.0027%, Hong Kong Stock
Exchange trading fee of 0.00565% and
AFRC transaction levy of 0.00015%
(payable in full on [REDACTED] in
Hong Kong dollars and subject to
refund)

Nominal value : RMB1.00 per H Share
[REDACTED] : [REDACTED]

Joint Sponsors, [REDACTED]

Goldman Sachs 高盛

CICC 中金公司

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The [REDACTED] is expected to be determined by agreement between the [REDACTED] (on behalf of the [REDACTED]) and our Company on the [REDACTED]. The [REDACTED] is expected to be on or around [REDACTED] (Hong Kong time) and, in any event, not later than 12:00 noon [REDACTED] (Hong Kong time). The [REDACTED] will not be more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED] unless otherwise announced. If, for any reason, the [REDACTED] is not agreed by 12:00 noon [REDACTED] (Hong Kong time) between the [REDACTED] (on behalf of the [REDACTED]) and our Company, the [REDACTED] will not proceed and will lapse.

The [REDACTED], on behalf of the [REDACTED], may, where considered appropriate and with the consent of our Company, reduce the number of [REDACTED] and/or the indicative [REDACTED] range below that is stated in this Document (being HK\$[REDACTED] per [REDACTED] to HK\$[REDACTED] per [REDACTED]) at any time prior to the morning of the last day for lodging [REDACTED] under the [REDACTED]. In such case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] will be published on the website of our Company at www.anjoyfood.com and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging [REDACTED] under the [REDACTED], and the [REDACTED] will be canceled and relaunched at the revised number of [REDACTED] and/or the revised [REDACTED] and the requirements under Rule 11.13 of the Listing Rules (which include the issue of a supplemental document or a new document (as appropriate)), as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging [REDACTED] under the [REDACTED]. Details of the arrangement will then be announced by us as soon as practicable. For further details, see “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” in this Document.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (on behalf of the [REDACTED]) if certain events occur prior to 8:00 a.m. on the [REDACTED]. For details, see “[REDACTED]” in this Document.

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[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

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IMPORTANT NOTICE TO PROSPECTIVE [REDACTED]

This Document is issued by us solely in connection with the [REDACTED] and the [REDACTED] and does not constitute an [REDACTED] to sell or a solicitation of an [REDACTED] to buy any security other than the [REDACTED] by this Document pursuant to the [REDACTED]. This Document may not be used for the purpose of making, and does not constitute, an [REDACTED] or [REDACTED] in any other jurisdiction or in any other circumstances. No action has been taken to permit a [REDACTED] of the [REDACTED] in any jurisdiction other than Hong Kong and no action has been taken to permit the distribution of this Document in any jurisdiction other than Hong Kong. The distribution of this Document for purposes of a [REDACTED] and the [REDACTED] and sale of the [REDACTED] in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

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SUMMARY

This summary aims to give you an overview of the information contained in this Document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire Document before you decide to [REDACTED] in the [REDACTED].

There are risks associated with any [REDACTED]. Some of the particular risks in [REDACTED] in the [REDACTED] are set out in the section headed “Risk Factors”. You should read that section carefully before you decide to [REDACTED] in the [REDACTED]. Various expressions used in this section are defined in the sections headed “Definitions” and “Glossary of Technical Terms” in this Document.

OVERVIEW

Our Vision

Strive for excellence to become a world-leading food enterprise. (不斷追求進步,成為世界領先的食品企業).

Our Mission

Deliver health and joy by making delicious food simple for all. (傳遞健康快樂,讓美味更簡單).

Who We Are

We are a leading quick-frozen food company in China, dedicated to providing delicious, quality and convenient food products for various consumption occasions, whether at home, in restaurants or on the go. We are the largest quick-frozen food company in China in terms of revenue in 2023, with a market share of 6.2%, according to Frost & Sullivan. Specifically within the quick-frozen food industry, we ranked first in the quick-frozen flavored and processed food market in China in 2023, with a market share of 12.7%, approximately four times the size of the second largest player. We ranked first in the quick-frozen prepared dishes market in China in 2023, with a market share of 4.9%, exceeding the market shares of the second through fourth-ranked players combined.

We place paramount importance on food quality and safety, adhering to our business philosophy of “food for the people,” (“食以民為天”) which places customers at the heart of our operations and demands rigorous attention to product quality. Guided by this philosophy, we have developed a comprehensive product portfolio across three categories, namely quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products. Our products are strategically positioned across diverse market segments and price points to meet varying customer needs. We have established a robust brand portfolio anchored by our flagship “Anjoy (安井)” brand, complemented by our proprietary brands “Frozen-food Master (frozen food master)” and “Anjoy Xiaochu (安井小廚)”, alongside our strategically acquired brands including “Honghu Temptation (洪湖誘惑)”, “Liuwu (柳屋)” and “Kung Fu Food (功夫食品)”.

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The following diagram illustrates our diversified and extensive product portfolio across three categories:



Since our inception in 2001, our core management team, comprising industry pioneers, has demonstrated exceptional vision in anticipating customer needs and navigating market dynamics. Their expertise has enabled us to successfully capitalize on critical growth opportunities in the quick-frozen food industry. We have achieved sustained growth through various economic and industry cycles, with our product sales volume growing at a CAGR of approximately 20% between 2013 and 2023. Through our differentiated development strategies, we have become the leader in this fast-growing market.

The following chart sets forth our journey to achieve market leadership:

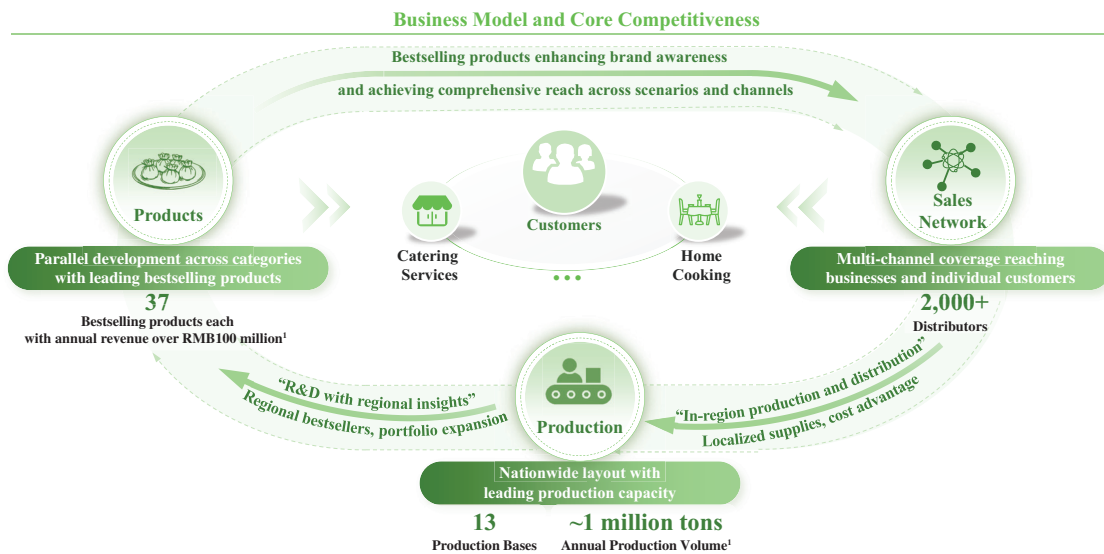


Note: (1) Since 2022. Source: Frost & Sullivan.

SUMMARY

Our Core Competitiveness

Our market leadership is anchored in and reinforced by a flywheel effect created by our industry-leading capabilities in product development, sales network development and production capacity. As illustrated by the following diagram, our continual launches of bestselling products across categories have formed a strong product portfolio that meets diverse market demand while maintaining high quality and enhancing brand awareness. The strength of our product development has generated tremendous momentum across our sales channels. We have built an extensive national sales network reaching both businesses and individual customers, covering catering and home cooking scenarios, mainly through cooperation with our loyal and well-established distributors. Our ability to meet nationwide demand while exploring regional opportunities and to continually launch bestselling products is underpinned by our regional market insights and the economies of scale from our in-region production model and leading production capacity.



Note: (1) For the year ended December 31, 2023.

Products. Leveraging our strong product development capabilities, we have continually launched bestselling products. In 2023, we had 37 bestselling products, each generating revenue exceeding RMB100 million. Our Lock-Fresh product line, introduced in 2019, exemplifies our successful product development. This product line features fresh-keeping small packages. It was specifically designed for individual customers and has successfully expanded our presence in the retail market. Our Lock-Fresh product line has demonstrated exceptional market performance, generating over RMB1.0 billion in revenue in 2022 and maintaining strong momentum with 17.6% revenue growth from 2022 to 2023, followed by 23.3% growth in the nine months ended September 30, 2024 compared to the same period in 2023, while sustaining consistent and remarkable profitability.

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Sales Network. Our strong product portfolio has enabled us to forge deeper connections with our distributors and direct sales customers, while continually expanding our sales network and market penetration. Our multichannel sales network, anchored by our distributors, has achieved comprehensive coverage across China, reaching both businesses and individual customers under varied consumption scenarios. In particular, we have empowered our distributors to grow with us and have built a loyal and well-established distribution network. As of September 30, 2024, over 760 distributors had worked with us for more than five years, contributing RMB6.4 billion in revenue for the nine months ended September 30, 2024, which accounted for over 70% of our total revenue from distributors in the same period. The average annual revenue generated per distributor was RMB5.8 million in 2023, significantly higher than that of other leading industry players in China, according to Frost & Sullivan.

Production. Building upon our nationwide sales network, we have strategically established production bases in regions where business scale has reached critical mass to meet regional sales demand, implementing an in-region production model. This approach enables us to optimize logistics costs, respond swiftly to market changes and, together with our economies of scale, create competitive advantages in costs that allow us to offer more quality products at competitive prices. As of September 30, 2024, we operated 13 production bases with total annual production capacity over one million tons. To further strengthen our product development capabilities, we have implemented the approach of “R&D with regional insights” (產地研). This approach enables us to rapidly launch new products featuring local ingredients, culinary styles and the potential to appeal to the taste of nationwide consumers.

We have continuously delivered strong financial performance with robust growth and profitability at an industry-leading scale of operations during the Track Record Period. Our revenue increased by 15.4% from RMB12,105.6 million in 2022 to RMB13,964.9 million in 2023. Our revenue also increased by 7.7% from RMB10,209.8 million in the nine months ended September 30, 2023 to RMB10,995.5 million in the nine months ended September 30, 2024. Our net profit margin was 9.2% in 2022, 10.7% in 2023, 11.2% in the nine months ended September 30, 2023 and 9.7% in the same period in 2024.

OUR BRANDS AND PRODUCTS

We are engaged in the R&D, production and sales of quick-frozen food products, focusing on quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products. During the Track Record Period, our product portfolio comprised over 400 types of products, positioning us as one of the companies with the most extensive product range in the quick-frozen food industry, according to Frost & Sullivan. After more than 20 years of business operations and development, we have built significant brand influence and recognition among our customers. Our “Anjoy (安joy)” brand has been recognized as a “Well-known Trademark of China” by the State Administration for Industry and Commerce since 2010.

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- In the quick-frozen flavored and processed product category, our products primarily include those under “Anjoy (安井®)” brand, such as fish tofu, fish balls, stuffed meat balls and pork sausage.
- In the quick-frozen prepared dishes category, we adopt a multi-brand strategy to feature our “Anjoy (安井®)”, “Frozen-food Master (食品先生®)”, “Anjoy Xiaochu (爱开炒®)”, “Honghu Temptation (洪湖诱惑®)” and “Liuwu (柳武®)” brands. Our products primarily include prepared dishes such as crayfish, fried crispy strips, shrimp paste, beef/lamb rolls, egg dumplings and pickled fish.
- In the quick-frozen flour and rice product category, our main products include “Anjoy (安井®)” branded products such as shumai, steamed buns, Chinese pancakes and brown sugar cakes.

We offer delicious, quality and convenient food products to our customers through our diversified product portfolio, which seamlessly fits into various key consumption scenarios. For restaurants and other catering businesses, especially those specialized in hot pot, malatang, barbecue and oden, we supply them with quality quick-frozen foods through our sales network, helping them maintain consistency in food quality and improve cooking efficiency. For households, we reach individual customers through supermarkets, convenience stores, new retail and e-commerce platforms, addressing household demand for quick and convenient cooking. These bestselling products have strengthened our brand recognition and forged stronger connections with end customers, driving sustained growth for our distributors and us.

The following table sets forth a breakdown of our revenue by product category in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Quick-frozen flavored and processed products . . .	6,296,764	52.0	7,002,194	50.1	4,913,312	48.1	5,588,228	50.8
Quick-frozen prepared dishes	3,015,913	24.9	3,916,311	28.0	3,100,526	30.4	3,325,936	30.2
Quick-frozen flour and rice products.	2,402,293	19.8	2,532,713	18.1	1,852,577	18.1	1,812,255	16.5
Others ⁽¹⁾	390,648	3.3	513,660	3.8	343,352	3.4	269,046	2.5
Total	12,105,618	100.0	13,964,878	100.0	10,209,767	100.0	10,995,465	100.0

Note:

(1) Others primarily include sales of agricultural by-products.

SUMMARY

SALES NETWORK

We have built an extensive sales network that effectively sells our products and reaches a diverse customer base across China. We have also expanded our sales network into overseas markets. The following table sets forth a breakdown of our revenue by sales channel in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Distributors	9,757,738	80.6	11,318,764	81.1	8,282,080	81.1	9,032,210	82.1
Key accounts ⁽¹⁾	973,499	8.0	843,010	6.0	590,103	5.8	598,435	5.4
Targeted enterprise customers ⁽²⁾	808,416	6.7	1,049,547	7.5	810,740	7.9	693,928	6.3
New retail and e-commerce platforms ⁽³⁾	565,965	4.7	753,557	5.4	526,844	5.2	670,892	6.2
Total	12,105,618	100.0	13,964,878	100.0	10,209,767	100.0	10,995,465	100.0

Notes:

- (1) Key accounts primarily include national and regional supermarkets.
- (2) Targeted enterprise customers primarily include chain catering companies, snack companies and other corporate customers.
- (3) New retail and e-commerce platforms primarily include retailers that adopt an online-offline integrated approach, as well as self-operated stores on mainstream e-commerce platforms.

BRANDING AND MARKETING

We have strong brand-building and marketing capabilities. Our brand-building and marketing efforts during the Track Record Period were comprehensive, responsive, practical and effective. Our selling and distribution expenses amounted to RMB873.0 million, RMB925.8 million, RMB623.9 million and RMB689.7 million, accounting for 7.2%, 6.6%, 6.1% and 6.3% of our revenue in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively. The proportion of our selling and distribution expenses to revenue was much lower than the industry average during the same periods, according to Frost & Sullivan, demonstrating the high efficiency of our brand-building and marketing efforts. Visual marketing is one of our most effective brand building approaches. Based on industry characteristics, development stages, channel strategies and target audience features, we have constructed a unique, systematic visual marketing communication system and created

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proprietary visual symbols. In channel development, we adopt an advertising coverage strategy that encompasses both modern retail formats and traditional markets, combining product displays at points of sale with outdoor advertising.

PRODUCTION

As of September 30, 2024, we operated 12 domestic production bases and one overseas production base. Our production bases are strategically located to address regional sales demand, allowing us to effectively improve procurement and logistics efficiency, optimize production and inventory management, and respond quickly to the needs of local customers. Our actual production volume was 870,656 tons, 986,996 tons, 714,372 tons and 756,315 tons in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively, representing overall utilization rates of 92.2%, 91.1%, 86.0% and 88.1% during these respective periods.

RESEARCH AND DEVELOPMENT

We believe that R&D of products and production technology is crucial to our success and sustainable growth. We adhere to a “market orientation and technology innovation” approach, focusing on meeting customers’ demands for delicious, quality and convenient food products at competitive prices. Our market insights and R&D capabilities enable us to continually launch new products, upgrade our product portfolio, create bestsellers, ensure product quality and cost efficiency, and meet evolving consumer demand and industry trends. Our R&D activities are anchored by our Xiamen and Wuxi R&D centers and complemented by R&D departments at our production bases across the country, forming a nationwide layout of R&D capabilities. Our R&D center has been recognized as a National Enterprise Technology Center (國家級企業技術中心), making it the first and the only R&D center in the quick-frozen surimi product industry to receive this recognition as of September 30, 2024. Our technology and production capabilities further empower us to continually launch competitive products. For example, our innovations in surimi production technology have streamlined the production process while enhancing both protein retention and raw material utilization.

CUSTOMERS AND SUPPLIERS

Our customers primarily are distributors, key accounts, targeted enterprise companies, new retail platforms and individual end customers. In 2022, 2023 and the nine months ended September 30, 2024, revenue from sales to our top five customers in aggregate accounted for 8.0%, 6.4% and 6.7% of our total revenue, respectively, and revenue from sales to our largest customer accounted for 2.3%, 1.9% and 1.8% of our total revenue for the same periods. Our Directors are of the view that there is no customer concentration risk as no revenue from sales to a single customer was more than 5% of our total revenue in each year or period during the Track Record Period.

SUMMARY

Our suppliers primarily consist of raw materials suppliers for meat, surimi, crayfish, fresh fish, flour, vegetable and condiments, as well as contract manufacturers. In 2022, 2023 and the nine months ended September 30, 2024, purchases from our top five suppliers in aggregate accounted for 12.0%, 11.3% and 11.5% of our total purchases, respectively, and purchases from our largest supplier accounted for 4.6%, 3.9% and 3.8% of our total purchases for the same periods. Our Directors are of the view that there is no supplier concentration risk as no purchase from a single supplier was more than 5% of our total purchases in each year or period during the Track Record Period.

FOOD SAFETY AND QUALITY CONTROL

We place paramount importance on food quality and safety. Our comprehensive quality control system has received both domestic and international quality system certifications. We have established a rigorous quality management system supported by advanced food safety testing capabilities and dedicated quality control personnel. Our digitalized quality control system enables full-process traceability from raw material sourcing through production, packaging, logistics and customer receipt, ensuring comprehensive quality assurance. Since our inception, we maintain a sound food safety record and continue to prioritize safety and quality.

We participate in the formulation and revision of industry standards, promoting regulated and healthy industry growth. We participated in the establishment of industry standards for quick-frozen food terminology in China. In 2021, as the initiator and primary drafting entity, we collaborated with national research institutes to establish international standards for frozen surimi, highlighting our significant ability to shape industry’s best practice.

OUR STRENGTHS

We believe that the following strengths contribute to our leading market position, ensuring our success and distinguishing us from our competitors:

- China’s Largest Quick-Frozen Food Company;
- Comprehensive Sales Network With Deep Multichannel Penetration;
- Diversified Product Portfolio Across Categories Anchored by Bestsellers;
- In-Region Production and Economies of Scale Yielding Cost Advantage;
- Advanced Digitalization Capabilities Empowering Decision-Making and End-to-End Operational Efficiency; and
- Visionary and Experienced Management Team and Strong Corporate Culture.

See “Business — Our Strengths.”

SUMMARY

OUR STRATEGIES

To achieve our vision and mission, we intend to pursue the following strategies:

- Strengthen Our Leading Position;
- Expand Our Sales Network;
- Enhance Digitalization and Intelligent Production;
- Expand Our Overseas Presence; and
- Attract, Develop and Motivate Talent.

See “Business — Our Strategies.”

COMPETITIVE LANDSCAPE

China’s quick-frozen food industry is highly competitive and fragmented, with the top five players holding a combined market share of approximately 15.0% by revenue in 2023. We compete with a broad range of competitors in the industry, particularly in quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products.

In 2023, we ranked first in both China’s quick-frozen flavored and processed food market and quick-frozen prepared dishes market, and fourth in the quick-frozen flour and rice product market in terms of revenue. Leveraging our continuously expanding product portfolio highlighted by nationwide bestsellers, a comprehensive sales network with deep multichannel coverage, and excellent digitalization capabilities that boost operational efficiency, we believe we are well-prepared to excel in industry competition and remain at the forefront of the quick-frozen food industry.

SUMMARY OF HISTORICAL AND FINANCIAL INFORMATION

The following tables set forth summary financial data from our financial information during the Track Record Period, extracted from the Accountants’ Report set out in Appendix I to this Document. The summary financial data set forth below should be read together with, and is qualified in its entirety by reference to, our financial statements in this Document, including the related notes. Our financial information was prepared in accordance with IFRS.

SUMMARY

Consolidated Statements of Profit or Loss

The following table sets forth a summary of our consolidated statements of profit or loss for the periods indicated:

	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	<i>(RMB in thousands)</i>		<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue	12,105,618	13,964,878	10,209,767	10,995,465
Cost of sales	(9,545,090)	(10,807,721)	(8,004,600)	(8,568,076)
Gross profit	2,560,528	3,157,157	2,205,167	2,427,389
Other income and gains, net .	243,266	290,377	222,202	146,011
Selling and distribution expenses	(873,000)	(925,754)	(623,851)	(689,735)
Administrative expenses	(375,471)	(426,785)	(272,350)	(400,470)
Research and development expenses	(93,328)	(94,471)	(67,437)	(71,330)
Other expenses	(11,347)	(58,965)	(7,828)	(6,354)
Finance costs	(12,376)	(14,215)	(10,195)	(7,359)
(Impairment losses)/reversal of impairment losses on financial assets	(11,457)	4,413	2,028	(12,010)
Share of (loss)/profit of an associate	(4)	4,452	2,895	3,549
Profit before taxation	1,426,811	1,936,209	1,450,631	1,389,691
Income tax expense	(309,307)	(435,049)	(310,320)	(327,683)
Profit for the year/period . .	1,117,504	1,501,160	1,140,311	1,062,008
Profit attributable to:				
Owners of the parent	1,101,030	1,478,067	1,121,688	1,047,071
Non-controlling interests . .	16,474	23,093	18,623	14,937
	1,117,504	1,501,160	1,140,311	1,062,008

SUMMARY

Non-IFRS Measure

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted net profit (non-IFRS measure) as additional financial measure, which is not required by, or presented in accordance with IFRS. We believe this non-IFRS measure facilitates comparisons of operating performance from year to year and company to company by eliminating potential impacts of certain items. We believe this measure provides useful information to [REDACTED] and others in understanding and evaluating our combined results of operations in the same manner as they help our management. However, such non-IFRS measure we presented may not be directly comparable to similar measures presented by other companies. The use of this non-IFRS measure should not be considered as a substitute for analysis of, our results of operations or financial condition as reported under IFRS.

We define adjusted net profit (non-IFRS measure) as the profit for the year/period adjusted by adding back share-based payment expenses. The following table reconciles our adjusted net profit (non-IFRS measure) for the periods presented to the most directly comparable financial measures calculated and presented in accordance with IFRS, which is net profit for the periods:

	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	(RMB in thousands)		(Unaudited)	(Unaudited)
Profit for the year/period.	1,117,504	1,501,160	1,140,311	1,062,008
Add:				
– Share-based payment expenses ⁽¹⁾	33,460	19,208	291	83,147
Adjusted net profit				
<i>(non-IFRS measure)</i>	<u>1,150,964</u>	<u>1,520,368</u>	<u>1,140,602</u>	<u>1,145,155</u>

Note:

- (1) Share-based payment expenses represent the employee benefit expenses incurred in connection with our award to key employees.

Our adjusted net profit (non-IFRS measure) increased by 32.1% from RMB1,151.0 million in 2022 to RMB1,520.4 million in 2023, in line with our business growth. Our adjusted net profit (non-IFRS measure) remained relatively stable at RMB1,140.6 million and RMB1,145.2 million in the nine months ended September 30, 2023 and 2024, respectively.

SUMMARY

Key Items of the Consolidated Statements of Financial Position

The following table sets forth selected information from our consolidated statement of financial position as of the dates indicated, which has been extracted from our audited consolidated financial statements included in Appendix I to this Document.

	As of December 31,		As of September 30,
	2022	2023	2024
	(RMB in thousands)		(Unaudited)
Total current assets	10,292,160	10,426,345	9,532,849
Total non-current assets	5,850,555	6,874,083	6,958,031
Total assets	16,142,715	17,300,428	16,490,880
Total current liabilities	3,862,752	4,006,063	3,032,204
Total non-current liabilities	380,954	393,782	379,744
Total liabilities	4,243,706	4,399,845	3,411,948
Net current assets	6,429,408	6,420,282	6,500,645
NET ASSETS	11,899,009	12,900,583	13,078,932
EQUITY			
Share capital	293,294	293,294	293,294
Treasury shares	(47,053)	(45,714)	(108,593)
Reserves	11,433,043	12,380,443	12,590,175
Non-controlling interests	219,725	272,560	304,056
Total equity	11,899,009	12,900,583	13,078,932

Our net current assets remained relatively stable at RMB6,429.4 million and RMB6,420.3 million as of December 31, 2022 and 2023, respectively.

Our net current assets remained relatively stable at RMB6,420.3 million and RMB6,500.6 million as of December 31, 2023 and September 30, 2024, respectively.

Our net assets increased by 8.4% from RMB11,899.0 million as of December 31, 2022 to RMB12,900.6 million as of December 31, 2023, primarily due to the profit for the year of RMB1,501.2 million, partially offset by the final 2022 dividend of RMB330.5 million and 2023 interim dividend of RMB221.4 million that were paid in 2023.

Our net assets increased by 1.4% from RMB12,900.6 million as of December 31, 2023 to RMB13,078.9 million as of September 30, 2024, primarily due to the profit for the period of RMB1,140.3 million, partially offset by the final 2023 dividend of RMB518.6 million and 2024 interim dividend of RMB403.1 million that were paid in 2024.

SUMMARY

Summary of the Consolidated Statements of Cash Flow

The following table sets forth a summary of our cash flows for the periods indicated:

	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	(RMB in thousands)		(Unaudited)	(Unaudited)
Net cash flows generated from operating activities	1,361,327	1,907,058	1,154,116	1,540,181
Net cash flows (used in)/ generated from investing activities	(4,749,238)	266,009	994,469	(2,861,574)
Net cash flows generated from/(used in) financing activities	5,421,382	(705,392)	(328,469)	(1,193,331)
Cash and cash equivalents at beginning of year/period . . .	1,024,626	3,057,910	3,057,910	4,527,451
Effect of foreign exchange differences, net	(187)	1,866	1,076	410
Cash and cash equivalents at end of year/period	3,057,910	4,527,451	4,879,102	2,013,137

Selected Financial Ratios

The following table sets forth our key financial ratios for the periods indicated or as of the dates indicated:

	As of/For the Year ended December 31,		As of/For the Nine Months ended September 30,
	2022	2023	2024
			(Unaudited)
Gross profit margin (%)	21.2	22.6	22.1
Net profit margin (%)	9.2	10.7	9.7
Current ratio	2.7	2.6	3.1
Adjusted net profit margin (non-IFRS measure)	9.5	10.9	10.4

See “Financial Information — Key Financial Ratios” for calculation of the above financial ratios.

SUMMARY

RISK FACTORS

Our business and the [REDACTED] involve certain risks as set out in “Risk Factors” in this Document. You should read that section in its entirety carefully before you decide to [REDACTED] in our Shares. We believe the most significant risks we face include but are not limited to the following: (i) our business is subject to changes in customer tastes and market demand; (ii) we face significant competition in the industry in which we operate and if we are unable to compete effectively, our business, financial condition and results of operations may be materially and adversely affected; (iii) failure to develop and introduce new products could materially and adversely impact our competitiveness, performance and prospects for future growth; (iv) we rely on distributors to place our products into the market and we may not be able to manage our distributors effectively; (v) our business depends on brand recognition. Any failure to maintain or effectively promote our brands could materially and adversely impact our business, financial condition and results of operations; and (vi) any failure to maintain our product quality or food safety could have a material adverse effect on our business, financial condition and results of operations.

See “Risk Factors.”

SINGLE LARGEST SHAREHOLDER

As of the Latest Practicable Date, the total issued share capital of our Company was held as to approximately 25.00% by Guoli Minsheng, which was in turn held by Ms. Hang Jianying as to approximately 29.94% and Ms. Lu Qiuwen as to approximately 25.15%, respectively. Ms. Hang Jianying and Ms. Lu Qiuwen entered into the Acting in Concert Agreement on September 10, 2023 and they held in aggregate of approximately 55.09% equity interests in Guoli Minsheng, and they are regarded as the “*de facto* controllers” of the Company pursuant to the PRC Company Law and the Administration Measures on Takeover of Listed Companies promulgated by the CSRC. Guoli Minsheng operates substantive investment business and focuses on equity investment in unlisted and listed enterprises since its establishment on November 6, 2000 with investments in various sectors.

Immediately following the completion of the [REDACTED] and assuming no new Shares are issued pursuant to the [REDACTED] and under the 2023 Share Option Incentive Plan, Guoli Minsheng will hold approximately [REDACTED]% of our issued share capital. Accordingly, Guoli Minsheng will continue to be our Single Largest Shareholder upon the completion of the [REDACTED].

SUMMARY

LISTING ON THE SHANGHAI STOCK EXCHANGE

Since February 2017, our A Shares have been listed on the Shanghai Stock Exchange (stock code: 603345). Our Directors confirmed that we had no instance of non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects since our listing on the Shanghai Stock Exchange and, to the best knowledge of our Directors after having made all reasonable enquiries, there was no material matter that should be brought to investors’ attention in relation to our compliance record on the Shanghai Stock Exchange. Based on the filings on the website of the Shanghai Stock Exchange and the information available in the public domain, our PRC Legal Advisor is of the view that the above confirmation of our Directors with regard to our compliance record is accurate and reasonable. Based on the independent due diligence conducted by the Joint Sponsors and our PRC Legal Advisor’s view above, nothing has come to the Joint Sponsors’ attention that would cause them to cast reasonable doubt on our Directors’ confirmation with regard to the compliance record of the Company on the Shanghai Stock Exchange in any material respect.

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] range), we estimate that we will receive net [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] and other estimated expenses in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised. In line with our strategies, we intend to use our [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]% or HK\$[REDACTED] million, for expanding our sales and distribution network;
- Approximately [REDACTED]% or HK\$[REDACTED] million, for strengthening our procurement capabilities, optimizing our supply chain and building a global supply chain platform;
- Approximately [REDACTED]% or HK\$[REDACTED] million, for digitalizing our business operations;
- Approximately [REDACTED]% or HK\$[REDACTED] million, for product development and technological innovation; and
- Approximately [REDACTED]%, or HK\$[REDACTED] million, will be allocated to working capital and general corporate purposes.

See “Future Plans and Use of [REDACTED].”

SUMMARY

[REDACTED]

SUMMARY

DIVIDENDS AND DIVIDEND POLICY

Pursuant to the Articles of Association, which were adopted and effective in August 2024, we target to declare cash dividends that account for not less than 40% of the distributable profits realized in that year, subject to we have sufficient working capital and there are no material adverse changes in the Company’s external business environment and operating conditions. We declared dividends of RMB330.5 million, RMB740.1 million and RMB403.1 million with respect to the years ended December 31, 2022 and 2023 and the six months ended June 30, 2024, respectively. As of the Latest Practicable Date, we had paid the abovementioned dividends in full.

RECENT DEVELOPMENTS

In November 2024, we declared the interim dividends of RMB277.5 million for the nine months ended September 30, 2024.

Our Directors have confirmed that up to the date of this Document there has been no material adverse change in our financial or trading position or prospects since September 30, 2024, being the end date of the periods reported in Appendix I to this Document, and there has been no event since September 30, 2024 which would materially affect the information shown in the Accountants’ Report set out in Appendix I to this Document.

[REDACTED]

[REDACTED] represent professional fees, [REDACTED] and other fees incurred in connection with the [REDACTED]. We estimate that our [REDACTED] will be approximately RMB[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range) and no exercise of the [REDACTED]), representing [REDACTED]% of the gross [REDACTED] (based on the mid-point of our indicative [REDACTED] for the [REDACTED] and assuming that the [REDACTED] is not exercised) of the [REDACTED]. We expect to incur [REDACTED] of approximately RMB[REDACTED] million, of which approximately RMB[REDACTED] million is expected to be recognized in the consolidated statements of profit or loss as administrative expenses and approximately RMB[REDACTED] million is expected to be recognized as a deduction in equity directly upon the [REDACTED]. By nature, our [REDACTED] are composed of (i) [REDACTED] of approximately RMB[REDACTED] million and (ii) non-[REDACTED]-related expenses of approximately RMB[REDACTED] million, which consist of fees and expenses of legal advisors and Reporting Accountants of approximately RMB[REDACTED] million and other fees and expenses of approximately RMB[REDACTED] million.

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this Document.

“2023 Share Option Incentive Plan”	the share option incentive plan approved and adopted by the Shareholders on October 13, 2023, as amended, supplemented or otherwise modified from time to time, the principal terms of which are set out in “Statutory and General information — 2023 Share Option Incentive Plan” in Appendix IV to this Document
“A Share(s)”	ordinary share(s) issued by our Company with a nominal value of RMB1.00 each, which is/are traded in Renminbi and listed on the Shanghai Stock Exchange
“A Shareholders”	holders of the A Share(s)
“Accountants’ Report”	the accountants’ report prepared by Ernst & Young, details of which are set out in Appendix I to this Document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC” or “Accounting and Financial Reporting Council”	The Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

DEFINITIONS

“China”, “Mainland China” or “PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Document only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	Anjoy Foods Group Co., Ltd. (安井食品集團股份有限公司) (formerly known as Fujian Anjoy Foods Co., Ltd. (福建安井食品股份有限公司)), a PRC company established as a limited liability company on December 24, 2001 with the name of Xiamen Huashun Minsheng Food Co., Ltd. (廈門華順民生食品有限公司) and converted into a joint stock limited company on March 7, 2011, the A Shares of which have been listed on the Shanghai Stock Exchange (stock code: 603345)
“Compliance Advisor”	Ping An of China Capital (Hong Kong) Company Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company

DEFINITIONS

“ESG”	Environmental, Social and Governance
“Extreme Conditions”	extreme conditions in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period

[REDACTED]

“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries
“Guoli Minsheng”	Fujian Guoli Minsheng Technology Development Co., Ltd. (福建國力民生科技發展有限公司), a limited liability company incorporated under the laws of PRC on November 6, 2000, a promoter and a substantial shareholder of the Company and our Single Largest Shareholder

[REDACTED]

“Guide”	the Guide for New Listing Applicants issued by the Stock Exchange
“H Share(s)”	share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and traded in HK dollars and to be listed on the Hong Kong Stock Exchange

[REDACTED]

“H Shareholders”	holders of the H Share(s)
“HK dollars” or “HK\$”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

[REDACTED]

DEFINITIONS

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a subsidiary of Hong Kong Exchanges and Clearing Limited
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[REDACTED]

“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards and interpretation issued by the International Accounting Standards Committee
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“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Hong Kong Listing Rules
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[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors” the joint sponsors as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”

“Latest Practicable Date” January 10, 2025 being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong Stock Exchange

[REDACTED]

“Listing Rules” or “Hong Kong Listing Rules” the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time

“Main Board” the stock exchange market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with GEM of the Hong Kong Stock Exchange

“Nomination Committee” the nomination committee of the Board

“Overseas Listing Trial Measures” the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法)

DEFINITIONS

[REDACTED]

“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法)
“PRC Legal Advisor”	Tian Yuan Law Firm, our legal advisor as to PRC laws

[REDACTED]

DEFINITIONS

[REDACTED]

“Province”	each being a province or, where the context requires, a provincial-level autonomous region or municipality under the direct supervision of the central government of the PRC
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and CSDCC for the establishment of mutual market access between Hong Kong and Shanghai, including Southbound Trading and Northbound Trading
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program to be developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and CSDCC for the establishment of mutual market access between Hong Kong and Shenzhen
“Single Largest Shareholder”	refers to Guoli Minsheng, see “Relationship with our Single Largest Shareholder”
[REDACTED]	
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy Committee”	the strategy committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Sustainability Committee”	the sustainability committee of the Board
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-back issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the periods comprising the financial years ended December 31, 2022 and 2023 and the nine months ended September 30, 2024
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar”, “US\$” or “USD”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

DEFINITIONS

[REDACTED]

“%”

per cent

Certain amounts and percentage figures included in this Document 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.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiary) have been included in this Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

Unless otherwise stated, 1,160,900 repurchased A Shares which are held as treasury shares by the Company as at the Latest Practicable Date have been included in the total number of issued shares of the Company as at the Latest Practicable Date and immediately after completion of the [REDACTED]. For details of the repurchased A Shares, see “Appendix IV — Changes in the Share Capital of our Company.”

* *For identification purpose only*

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains explanations of certain terms used in this Document in connection with our Group and our business. The meaning of these terms may not necessarily correspond to standard industry meaning or the usage of these terms.

“app”	a program designed to run on a mobile device or a website
“BI system”	Business Intelligence system, a comprehensive solution designed to effectively integrate existing data within an enterprise, quickly and accurately provide reports, and offer decision-making support to help the enterprise make informed business decisions
“CAGR”	compound annual growth rate
“CRM”	customer relationship management
“EDI”	electronic data interchange
“ERP”	enterprise resource planning, a business process management software that allows an organization to use a system of integrated applications to manage the business and digitalize back-office functions relating to technology, services, and human resources
“first and second-tier cities”	for the purpose of this Document, include Beijing, Shanghai, Guangzhou, Shenzhen, Chengdu, Chongqing, Hangzhou, Wuhan, Xi’an, Tianjin, Suzhou, Nanjing, Zhengzhou, Changsha, Dongguan, Shenyang, Qingdao, Hefei, Foshan, Ningbo, Kunming, Fuzhou, Wuxi, Xiamen, Jinan, Dalian, Harbin, Wenzhou, Shijiazhuang, Quanzhou, Nanning, Changchun, Nanchang, Guiyang, Jinhua, Changzhou, Jiaxing, Nantong, Xuzhou, Taiyuan, Zhuhai, Zhongshan, Baoding, Lanzhou, Taizhou, Shaoxing, Yantai and Langfang
“GDP”	gross domestic product
“HACCP”	Hazard Analysis Critical Control Points, a food safety risk management system which focuses on identifying and controlling food safety hazards

GLOSSARY OF TECHNICAL TERMS

“ISO”	the International Organization for Standardization, a non-governmental organization based in Geneva, Switzerland, for assessing the quality systems of business organizations
“ISO 14001”	a standard published by ISO, prescribing specific requirements for an environmental management system in an organization
“ISO 22000”	a standard published by ISO, prescribing specific requirements for a food safety management system in an organization
“ISO 45001”	a standard published by ISO, prescribing specific requirements for an occupational health and safety management system in an organization
“ISO 9001”	a standard published by ISO, prescribing specific requirements for a quality management system in an organization
“IT”	information technology
“KA-Link”	a digital tool designed to link us with supermarkets to facilitate our cooperation
“lower-tier cities”	for the purpose of this Document, all cities, suburban and rural areas, as well as urban areas of the cities in China that are not the first and second-tier cities
“malatang”	a popular street food and is commonly found in food stalls and restaurants across China and in other countries with Chinese communities
“MES”	manufacturing execution system
“OA”	office automation
“oden”	a traditional dish in which various ingredients are simmered in soy sauce-flavored broth, and is commonly found in convenience stores
“PLC”	programmable logic controller

GLOSSARY OF TECHNICAL TERMS

“R&D”	research and development
“SRM”	supplier relationship management
“sq.m.”	square meter
“surimi”	a paste primarily made from fish. It can also be used as a primary ingredient of a number of East Asian foods
“TMS”	transportation management system
“WMS”	warehouse management system

FORWARD-LOOKING STATEMENTS

We have included in this Document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

This Document contains certain forward-looking statements relating to our Company, our subsidiaries and consolidated affiliated entities that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this Document, the words “aim”, “anticipate”, “believe”, “could”, “expect”, “going forward”, “intend”, “may”, “ought to”, “plan”, “project”, “seek”, “should”, “will”, “would” and the negative of these words and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this Document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks, uncertainties and other factors facing our Group which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our ability to successfully implement our business plans and strategies;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- general political and economic conditions of jurisdictions in which we operate;
- our business operations and prospects;
- our capital expenditure plans;
- weather, natural disasters and climate change;
- the actions and developments of our competitors;
- our financial condition and performance;
- capital market developments;
- our dividend policy;
- any changes in the laws, rules and regulations of the central and local governments in the PRC and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business and business plans; and
- various business opportunities that we may pursue.

RISK FACTORS

An [REDACTED] in our H Shares involves various risks. You should carefully consider all the information in this Document and in particular the risks and uncertainties described below before making an [REDACTED] in our Shares.

The occurrence of any of the following events could materially and adversely affect our business, financial condition and results of operations. If any of these events occurs, the [REDACTED] price of our H Shares could decline and you may lose all or part of your [REDACTED]. You should seek professional advice from your relevant advisers regarding your prospective [REDACTED] in the context of your particular circumstances.

RISKS RELATING TO OUR INDUSTRY AND BUSINESS

Our business is subject to changes in customer tastes and market demand.

Our success is dependent on our ability to anticipate, recognize, comprehend and respond to evolving customer tastes and market demand, which are subject to factors beyond our control, such as changes in preferences and disposable income. We are committed to offering a broad portfolio of quick-frozen food products, including quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products, that align with the evolving tastes and preferences of customers. We regularly introduce new products, such as the Lock-Fresh product line, to meet these demands through continual market research, involving stakeholders across our value chain and closely monitoring shifting market trends. See “Business — Our Brands and Products.” However, introducing and developing new products requires significant investment, and unsuccessful endeavors may result in additional costs and impact on our overall business and financial performance. The end markets for our products are characterized and defined by rapidly changing customer tastes and dining preferences. Our success thus depends on the ability to adequately respond and adapt to customer demand in a timely and cost-effective manner, through continual improvement of our products and services. There is no guarantee that we will continue to successfully introduce new products to the market or swiftly respond to changes in customer preferences, and failure to adapt to market changes may have a material adverse effect on our business, financial condition and results of operations.

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We face significant competition in the industry in which we operate and if we are unable to compete effectively, our business, financial condition and results of operations may be materially and adversely affected.

The industry in which we operate is intensely competitive with respect to, among other things, brand recognition, consistent food quality, services and prices. Our competitors come from a variety of geographic markets, including domestic and international quick-frozen food products providers. Many of our competitors provide products comparable to those we offer and may further upgrade their products. Our competitors may have longer operating histories, greater brand recognition, better supplier relationships, larger customer bases or greater financial, technological or marketing resources than we do. As a result, our competitors may be able to respond more quickly and effectively to new or changing opportunities, technologies, standards or customer requirements than us and may have the ability to initiate or adapt to significant industry evolution or regulatory changes. Our competitors may have more advanced facilities or equipment, develop more advanced or efficient technologies, acquire more customers, have more professional staff or offer more competitive prices.

Our ability to effectively compete will depend on various factors, including the successful implementation of our development strategy and our ability to continuously source quality food ingredients as raw materials, expand our product portfolio, and enhance our operational efficiency. If we are unable to stay competitive or compete successfully with our competitors, we may experience decreases in market share and sales volume, and may have to reduce our prices or make other concessions, thereby materially and adversely affecting our business, financial condition and results of operations.

Failure to develop and introduce new products could materially and adversely impact our competitiveness, performance and prospects for future growth.

Our success depends to a large extent on our ability to provide customers with new, attractive products tailored to their needs on a timely basis at favorable profit margins. By closely monitoring market trends, soliciting feedback from customers and leveraging industry insights, we strive to maximize the likelihood of developing successful and popular products. We have placed significant emphasis on developing our products, recognizing that continuous product development is crucial for meeting the evolving preferences and standards of customers. For example, we made certain investment in R&D and marketing in relation to our Lock-Fresh product line. See “Business — Our Brands and Products — Category Leading Bestselling Products.” In 2022 and 2023 and the nine months ended September 30, 2023 and 2024, our research and development expenses amounted to RMB93.3 million, RMB94.5 million, RMB67.4 million and RMB71.3 million, respectively. We may continue investing resources in R&D in order to offer products with high quality and moderate prices as well as remain competitive in this rapidly evolving industry.

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However, the process of developing and introducing new products is complex and uncertain. In addition, the commercial success of new products is subject to many factors that are not entirely within our control, including our ability to carry out effective and efficient analysis of market demand, deliver the products in a timely manner and offer satisfactory after-sales services for new products. If our new products cannot achieve commercially sustainable results, we may be unable to achieve the desired revenue and profit return, or even recoup initial investments. We may also sell new products to new markets, the success of which is dependent on various factors such as market conditions, competition landscape, regulatory environment, supply chain, customer demand and the positioning of our new products, as well as our ability to offer such products at competitive terms and prices. There can be no assurance that we will be able to successfully satisfy customer demand on a sustainable and profitable basis.

We rely on distributors to place our products into the market and we may not be able to manage our distributors effectively.

Our distributors are an important part of our sales network. As of December 31, 2022 and 2023 and September 30, 2024, there were 1,836, 1,964 and 2,069 distributors in our distribution network, respectively, and the revenue from sales to distributors accounted for 80.6%, 81.1% and 82.1% of our total revenue, respectively. Although we will continue to grow our revenue from sales to key accounts, targeted enterprise customers, new retail and e-commerce platforms in the future, we expect that our distributors will remain an important component of our sales network. See “Business — Sales Network — Distributors.”

Our distributors may not be able to market and sell our products successfully or maintain their competitiveness as a result of various factors. If the sales volumes of our products are not maintained at a satisfactory level, our distributors may not place orders for our new products, may reduce orders for our existing products or ask for a discount on the purchase price. The loss of our distributors or reduced orders from them could materially and adversely affect our sales volume and revenue.

In addition, while we enter into distribution agreements with our distributors, we cannot ensure strict adherence to agreement terms or immediate detection of contractual breach. Contractual breach by our distributors, including failing to fulfill their obligations or violating the terms of contracts such as engaging in cross-channel or cross-region sales, may cause cannibalization and unhealthy competition which could have negative consequences for our business. These consequences may include reputational damage, reduced sales volumes, costly litigation or additional costs incurred in finding replacement distributors due to early termination. If we fail to successfully maintain our relationships with a certain number of distributors or our distributors fail to operate successfully, our ability to effectively sell our products could be materially and negatively impacted.

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Our business depends on brand recognition. Any failure to maintain or effectively promote our brands could materially and adversely impact our business, financial condition and results of operations.

We believe that our “Anjoy” trademark and brand name have played a crucial role in our business growth and success, gaining recognition among customers, end customers and suppliers. We also use other trademarks and brand names to market our quick-frozen food products, relying on our reputation for quality offerings. As a result, it is essential for us to maintain and improve our brand recognition and image, as this allows us to distinguish our products and remain competitive in the market.

The factors that are crucial for us to maintain and enhance the awareness, recognition and popularity of our brands include, but are not limited to, the following:

- maintaining the desirable tastes, high quality and safety of our products, and our diversified product portfolio;
- increasing brand awareness through marketing and brand promotion activities;
- maintaining stable relationships with our suppliers, distributors, key accounts, targeted enterprise customers as well as new retail and e-commerce platforms;
- maintaining or improving customer satisfaction with our products; and
- ensuring compliance with relevant laws and regulations.

As we continue to expand business scale, extend our geographic reach and enrich our product portfolio, it may become difficult for us to achieve the above factors. Moreover, our brand reputation and image could be negatively impacted by unfavorable publicity, including product liability claims, legal disputes, customer complaints or negative product reviews, regardless of their validity. Should we fail to maintain our brand awareness, recognition and popularity in existing markets, or struggle to establish our brands in new markets, our business, financial condition and results of operations may be materially and adversely affected.

Any failure to maintain our product quality or food safety could have a material adverse effect on our business, financial condition and results of operations.

The safety and quality of our products is crucial to our overall success and reputation. Consistently maintaining food safety and quality relies on the effectiveness of our quality control systems. Our products generally reach end customers after various phases, including transportation, warehousing and delivery. As such, our food safety and product quality are affected by various factors, including the quality of raw materials, hygiene of production facilities and the methods we use to store and transport our products. Although we have adopted stringent management measures throughout the entire production and operation process, including the procurement of raw materials, production and sales, we cannot assure you that we will be able to effectively detect and avoid all food safety-related incidents, which

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may materially and adversely affect our business, financial condition and results of operations. We implement comprehensive testing procedures throughout our production process. However, any failure in maintaining these rigorous testing standards or obtaining accurate test results could materially and adversely affect our product quality assurance.

In addition, we are also required to comply with the laws and regulations related to food safety and product quality. If we fail to detect safety or quality issues or if we are found to be in violation of the laws and regulations, we may be subject to liability claims, reduced customer satisfaction and the imposition of penalties by relevant authorities, which could in turn affect our long-term success.

Failure to procure raw materials that are consistent with our requirements or standards in a timely manner, or at all, may materially and adversely affect our business, financial condition and results of operations.

Procuring safe and quality food ingredients at competitive prices and in a timely manner is crucial for our business. The ability to maintain consistent food safety and quality across our product offerings relies on sourcing from reliable suppliers that meet our quality specifications and can provide sufficient quantities of ingredients. We cannot guarantee that our current suppliers will consistently meet our stringent quality control requirements in the future.

The availability, variety and prices of food ingredients are subject to fluctuations and volatility influenced by factors beyond our control including, among others, seasonal variations, climate conditions, natural disasters, general economic conditions, global demand, government policies and regulations, and exchange rate fluctuations. These circumstances could reduce our suppliers’ ability to maintain the same level of product quality and quantity at reasonable prices in the future. Additionally, they may face increased production costs, rising labor expenses and other costs that they may pass on to us, potentially leading to higher costs for the goods supplied. As such, we cannot guarantee that we will be able to maintain consistently favorable procurement prices for our food ingredients. While we expect our suppliers to comply with their contracts there may be contingent failures or delays in their performance of contracts. Occurrences of incidents or events beyond their control may also be obstacles to them fulfilling their obligations. Although we source raw materials from multiple regions to reduce risks, our ability to respond to catastrophic events may be limited.

In addition, our relationships with suppliers may deteriorate or become unstable. If any of our suppliers fail to perform adequately or cannot provide quality food ingredients to us at reasonable prices and in a timely manner, we cannot guarantee that we are able to secure alternative suppliers on favorable terms in a timely manner or at all. Such a failure could increase our food costs, lead to ingredient shortages, and potentially require us to substitute certain ingredients, which could impact the taste of our products. Significant changes in product taste could result in a significant reduction in revenue during the affected period and materially and adversely affect our business, financial condition and results of operations.

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Failure to maintain competitive pricing strategies may have a material adverse effect on our business, financial condition and results of operations.

Our primary objective is to provide customers with quality quick-frozen food products at competitive prices. To achieve this, we rely on comprehensive market research and competitive analysis to determine our pricing strategy. We consider multiple factors and carefully tailor our pricing to meet the diverse needs of our customer base. See “Business — Sales Network — Pricing Policy”. However, we cannot guarantee the consistent adoption of a competitive pricing strategy for our products. Market research results may occasionally prove inaccurate feedback, leading to a misalignment between our pricing strategy and market trends. This misalignment can diminish our profit margins and dampen sales volumes and revenue. Even if we initially price our products appropriately, we may find it necessary to offer discounts to enhance brand awareness and drive sales.

Any failure to execute effective sales and marketing strategies or adjust such strategies according to market changes may materially and adversely affect our business, financial condition and results of operations.

We aim to increase the sales of our products, achieve broader market acceptance, and maintain customer loyalty, which, to some extent, will depend on the successful execution of our sales and marketing strategy. During the Track Record Period, we invested resources primarily in strengthening brand image and product visibility. See “Business — Branding and Marketing.” Our selling and distribution expenses amounted to RMB873.0 million, RMB925.8 million, RMB623.9 million and RMB689.7 million in 2022 and 2023 and the nine months ended September 30, 2023 and 2024, respectively.

In particular, for new products, we may conduct promotional activities and incur sales and marketing expenditure to stimulate customer demand after the product launch, which may affect our profitability. Going forward, we plan to continually invest in brand promotion activities to further enhance customer awareness of our brand. However, we cannot assure you that our sales and marketing strategies will always be effective. Any failure to execute our sales and marketing strategies in a cost-effective manner could have a negative impact on our profitability. In addition, we may need to adjust our sales and marketing strategies in response to the debut of new products or rapid changes in customer preferences and demand in the quick-frozen food industry. Failure to do so in a timely manner may result in a decline in product sales and market share. Both of these could have a material adverse effect on our business, financial condition and results of operations.

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Moreover, as customer preferences change over time and new sales channels emerge, we might not be able to promptly identify or capitalize on such market opportunities. Any failure in hiring and retaining qualified sales and marketing personnel to execute our strategies effectively or timely adjusting our strategies to respond to market trends may result in a loss of market share, decrease in revenue and damage to our business.

Our success depends on our key management and other highly qualified personnel with specialized skills and industry knowledge.

Our future success is reliant on the continuous and exceptional performance of our key management and other highly qualified personnel who play a crucial role in successfully implementing our growth strategy and maintaining our brand’s strength. Our ability to compete effectively depends to some extent on our ability to retain and motivate existing key management and other highly qualified personnel, and attract new ones. We may need to offer higher compensation and other benefits to attract and retain key personnel, and our compensation and benefits payments may increase unexpectedly or at a rate greater than expected. If we lose the services of any member of our management or qualified personnel we may not be able to locate suitable or qualified replacements in a timely manner and/or at reasonable cost, or at all. Our failure to attract and retain key management or qualified personnel and any increase in employee benefit expenses to retain such personnel could have a negative impact on our ability to maintain our competitive position and grow our business, and may have a material adverse effect on our business, financial condition and results of operations.

Our key employees are subject to confidentiality terms and non-compete arrangements. However, we cannot guarantee that such terms or arrangements can be fully enforced. If any of our management or other key personnel joins or establishes a competing business we may lose some of our customers, which may have a material adverse effect on our business, financial condition and results of operations.

We may face inadequate production capacity issues and if we fail to effectively implement our future production expansion plans, our results of operation may be materially and adversely affected.

As of September 30, 2024, we operated 12 domestic production bases and one overseas production base. Our geographically dispersed production network exposes us to risks including coordinating production across locations, maintaining consistent quality standards across bases and managing regional operational variations. See “Business — Production.” The demand for and sales of certain products may sharply increase during our marketing campaigns and peak production seasons, which in turn may cause production capacity to be unable to satisfy sales requirements. We cannot guarantee that the existing capacity of our production bases will meet market demand in the future and our production capacity may at times be insufficient.

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We aim to expand our production capacity in line with the growth of our business to facilitate our long-term business development to meet growing customer demand. See “Business — Production — Our Production Bases.” The feasibility of our production expansion plan is limited by various factors, such as (i) the availability of suitable locations to establish production premises, (ii) the location of convenient logistics for new production bases, (iii) the availability of adequate management and financial resources and (iv) our ability to hire, train and retain skilled personnel. We may have initially invested significant resources in planning, locating, negotiations and construction, and failure to achieve our production expansion plan may cause us to be unable to satisfy customers’ demand and recoup the costs incurred, and may hinder our business prospects. The delay or cancellation of our expansion could also subject us to disputes with various counterparties including, but not limited to, general contractors and subcontractors, equipment suppliers, financiers and relevant governmental authorities. As a consequence, our business, financial condition and results of operations may be materially and adversely affected.

In addition, to achieve our expansion plan and optimize our production efficiency, we continue to upgrade our existing equipment, purchase new production equipment and improve production techniques. We also allocate human resources and other resources to managing these operational needs. We cannot guarantee that such investments, maintenance and upgrades can be carried out successfully or generate positive cash flows or profitable returns within a short period of time, or at all. Such investments, maintenance and upgrades may become ineffective or obsolete as a result of updates in technology or industry standards, which could result in a material adverse effect on our business, financial condition and results of operations.

Moreover, our production and operations rely on a consistent and sufficient supply of utilities, including electricity, water, and gas. Any disruptions in the supply of electricity, water, or gas could halt our production and potentially lead to the loss of our products. This, in turn, could impair our ability to meet sales orders and negatively affect our business operations. Any mechanical failures or even prolonged mechanical maintenance could disrupt our production process and lead to additional costs for repairs or replacements. There is no guarantee that we could always maintain the efficient operation of our production bases. Any such disruptions could adversely affect our business and financial performance. Events such as stoppages, fires, earthquakes, natural disasters, pandemics, extreme weather conditions, force majeure or other calamities at or near our facilities could significantly disrupt our operations. Any failure to implement adequate measures to mitigate the impact caused by these unforeseen events, or to effectively respond to such events, could harm our business, financial stability, and operational results. Although our production and operating activities or financial performance had not been affected by such incidents during the Track Record Period and up to the Latest Practicable Date, they may cause interruption of our production in the future, and may materially and adversely affect our business, financial condition and results of operations.

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We may encounter difficulties in maintaining, optimizing or expanding our sales network, and may not be able to effectively manage any overlap or potential competition among our distributors and across different sales channels.

We have established a multichannel sales network across the national market, including distributors, key accounts, targeted enterprise customers, new retail and e-commerce platforms. While developing and managing strong relationships with our business partners across these various channels is a priority for us, we cannot guarantee long-term and in-depth cooperation with our existing sales channels. If we fail to meet their expectations, our cooperation may be terminated. Such termination could adversely impact our access to end customers, business, financial condition and results of operations. Furthermore, as part of our growth strategy, we are continually expanding into new sales channels. However, establishing relationships with new business partners can be time-consuming and may involve additional costs. The failure to successfully expand into new sales channels could result in a loss of competitive advantages to competitors or lead to customer attrition, limiting our future development potential. Successfully integrating new channels into our existing multichannel sales network depends on several factors including, among others, the availability of sufficient management and financial resources, the ability to recruit, train, and retain skilled personnel, and the capacity to adjust our supply chain and other operational systems to accommodate the expansion of sales network. Failure to effectively expand our sales network could curtail the scale of our future growth and have a material adverse impact on our business prospects.

We cannot guarantee that our measures to manage overlap or potential competition among our sales channels will be effective. As a result, the expansion of our sales network may not lead to proportionate expansion of our revenue. Furthermore, adverse competition and cannibalization among our sales channels may have a negative impact on the stability of our sales network, which may have a material and adverse effect on our business, financial condition and results of operations.

We rely on our business partners and third-party service providers.

Strategic business relationships are, and will continue to be, an important factor in the growth and success of our business. We have alliances and partnerships with other companies to enhance our commercialization capabilities. In addition, we need to continue to identify and negotiate opportunities to collaborate with other industry participants, such as those who can provide contract manufacture and logistics services. If we are unable to maintain the existing relationships with our business partners, or if we fail to identify and negotiate additional relationships that are essential to our future expansion or success on commercially acceptable terms or at all, we may incur increased costs to develop and provide these capabilities on our own, and our business, financial condition and results of operations could be materially and adversely affected. However, collaboration with third parties is subject to challenges and risks, some of which are beyond our control. There is also risk of potential disputes with partners in the future. Moreover, if our existing partner agreements were to be terminated, we may be unable to timely find alternative agreements on terms and conditions commercially acceptable to us. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

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In addition, we work with a broad range of third-party service providers. These third parties are subject to risks similar to ours relating to business interruption, systems and employee failures, and cybersecurity and data protection, and are also subject to their own legal, regulatory and market risks. While we have procedures in place for assessing risks along with selecting, managing and monitoring our relationships with third-party service providers, suppliers and business partners, we do not have control over their business operations or governance and compliance systems, practices and procedures, which may increase our financial, legal, operational and reputational risk. If we are unable to effectively manage our relationships with third-party service providers, suppliers and business partners, or for any reason our third-party service providers, suppliers or business partners fail to satisfactorily fulfill their commitments and responsibilities, our business, financial condition and results of operations could suffer. Upon expiry of existing contracts with third parties, we may not be able to renew such contracts on terms commercially favorable to us, if at all, or find an appropriate substitute in a timely manner, in which case our business, financial condition and results of operations may be materially and adversely affected.

We rely on third-party logistics providers to deliver our products, and risks associated with logistics may adversely impact our business, financial condition and results of operations.

We partner with third-party providers of logistics services to deliver our products efficiently. In 2022 and 2023 and the nine months ended September 30, 2023 and 2024, our logistics costs amounted to RMB241.7 million, RMB266.4 million, RMB184.3 million and RMB169.2 million, respectively, representing 2.5%, 2.5%, 2.3% and 1.9% of our total cost of sales, respectively. To ensure the optimized quality and condition of our products, we have set standards to the third-party providers of logistics. See “Business — Logistics, Warehousing and Inventory Management.” Notably, our business depends heavily on maintaining an uninterrupted cold chain, with temperature-controlled environments required throughout our storage and distribution network. Any disruption to our cold chain infrastructure, including equipment malfunction, power outages at cold storage facilities or failure of temperature monitoring systems could lead to product spoilage and inventory losses. However, we cannot guarantee that the third-party logistics providers will always be able to satisfy our stringent quality control requirements.

The services provided by our third-party logistics providers may be suspended, canceled or delayed for various reasons beyond our control, including improper handling by our logistics service providers, labor disputes or strikes, acts of war or terrorism, outbreaks of epidemics, earthquakes and other natural disasters, which could cause interruption to the sales or delivery of our products. Disputes with or a termination of our contractual relationships with one or more of our logistics companies could result in delayed delivery of products or increased costs. Failure to maintain or develop good relationships with logistics companies or find suitable replacements in a timely manner may inhibit our ability to offer products in sufficient quantities, on a timely basis or at prices acceptable to our customers. In addition, any improper handling of our products by the logistics providers could also result in product damage, which may in turn lead to product recalls, product liabilities, increased costs and damage to our

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reputation, which may in turn materially and adversely affect our business, financial condition and results of operations. Any increase in the service costs of our logistics providers may also lead to an increase to our logistic expenses, which may in turn negatively affect our business, financial condition and results of operations.

We may be susceptible to industry-wide food safety concerns, which could impose a material and adverse impact on our business, financial condition and results of operations even though such concerns are not attributable to our fault.

The food industry is subject to concerns over food safety and quality. There have been various reports and negative news in relation to food safety and quality incidents in the food industry in the past. Even though the reports and allegations were not targeted at us, the food industry could be negatively impacted by such incidents. The following downturn in the whole industry could take a long time to recover. A public perception that we, or other industry participants, do not provide satisfactory products with safety and quality, even if factually incorrect or based on isolated incidents, could damage our reputation, diminish the value of our brand, undermine the trust and credibility we have established and have a negative impact on our ability to attract and retain customers, and our business, financial condition and results of operations may be materially and adversely affected.

Any failure to offer quality after-sales services may materially and adversely affect our business, financial condition and results of operations.

As we continue to grow our operations and support our customer base, we need to be able to continue to provide quality after-sales services. We may be unable to modify the future scope of our after-sales support to compete with changes in the after-sales services provided by our competitors. If we are unable to provide efficient after-sales services, our business may be harmed. Our ability to attract new customers is dependent on our business reputation and on positive recommendations from our existing customers. Any failure to offer quality support services, or a market perception that we do not offer quality support services, would harm our business.

According to the distribution agreements, distributors are generally not allowed to return our products after receipt other than for limited reasons such as defective products, in which case we will be responsible for the costs incurred from product return. See “Business — After-Sales Service — Product Return and Recalls.” If we experience any deterioration in the quality of our products, we will incur higher costs associated with product returns. For our certain customers, we allow product returns that have not been sold to end-customer. We may also be required by law to adopt new or amend existing product return policies from time to time. While these policies improve customers’ experience and promote their loyalty, which may in turn help us acquire and retain customers, they also subject us to additional costs and expenses which we may not recoup through increased revenue. We cannot guarantee that our product return policy will not be misused, which may increase our costs and may materially and adversely affect our business, financial condition and results of operations. If we revise

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these policies to reduce our costs and expenses, our customers may be dissatisfied, which may result in the loss of existing customers or failure to acquire new ones at the pace desired, which may materially and adversely affect our business, financial condition and results of operations.

Any reduction or discontinuation of the government grants or preferential tax treatment may adversely impact our business, financial condition and results of operations.

During the Track Record Period, we benefited from certain government grants. During the Track Record Period, the government grants related to income have been received to reward for our contribution to the local economic growth. We also received certain government grants related to the investments in fixed assets. In 2022, 2023 and the nine months ended September 30, 2023 and 2024, we received government grants of RMB128.3 million, RMB141.0 million, RMB109.2 million and RMB36.0 million, respectively. However, we may not be able to continue to enjoy similar government grants in the future.

In addition, we and some of our subsidiaries are entitled to preferential tax treatment. See “Financial Information — Description of Major Components of Our Results of Operations — Income Tax Expense.” Preferential tax treatments granted to us by PRC governmental authorities are subject to review and may be adjusted or revoked at any time in the future. We cannot guarantee that the preferential tax treatments to which our PRC subsidiaries are currently entitled will be successfully renewed. There can be no assurance that the local tax authorities will not, in the future, change their position and discontinue any of our current tax treatments. The discontinuation of any of our current tax treatments could materially increase our tax obligations and adversely impact our net income.

If we fail to effectively manage our inventory, our business, financial condition and results of operations may be materially and adversely affected.

Our inventory primarily includes finished goods, raw materials and goods in transit. As of December 31, 2022 and 2023 and September 30, 2024, we had inventories of RMB3,136.8 million, RMB3,566.7 million and RMB2,800.1 million, respectively. Maintaining an optimal level of inventory is important for the success of our business. We consider factors such as historical data, number of orders from customers and assessment of customer demand, so as to arrange production and maintain a reasonable level of inventory. Nevertheless, we cannot guarantee that such policies will continue to be extensive in managing our inventory risk.

Meanwhile, we may be exposed to inventory obsolescence and inventory shortage risks as a result of a variety of factors beyond our control, including but not limited to, changes of customer needs and the inherent uncertainty of the success of product launches. Inventory levels in excess of demand may result in inventory write-offs, which would have an adverse effect on our profitability. Our provision for impairment of inventories amounted to RMB44.8 million, RMB35.4 million and RMB24.1 million as of December 31, 2022 and 2023 and September 30, 2024, respectively. We may misjudge market demand. If we underestimate the demand for our products, we may not be able to produce a sufficient number of products to meet such unanticipated demand, which could result in delays in the delivery of our products.

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Any of the above may materially and adversely affect our business, financial condition and results of operations. As we plan to continue to expand our offerings, we may continue to face challenges in effectively managing our inventory.

We are exposed to changes in our financial assets at fair value through profit or loss (“FVTPL”).

Our results of operations are affected by changes in our financial assets at FVTPL. As of December 31, 2022 and 2023, and September 30, 2024, our financial assets at FVTPL amounted to RMB672.3 million, RMB1,033.2 million and RMB3,121.8 million, respectively. The fair values of wealth management products included in financial assets at fair value through profit or loss have been estimated using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks. Factors beyond our control, including but not limited to, general economic conditions, changes in market interest rates and stability of the capital markets, can influence and cause adverse changes to the estimates we use, and thereby affect the fair value. The investment income on financial assets at FVTPL is recorded under other income and gains, net in our profit or loss. In 2022 and 2023 and the nine months ended September 30, 2023 and 2024, we recorded unrealized fair value gains on financial assets at FVTPL of RMB2.5 million, RMB9.2 million, RMB4.2 million and RMB10.7 million, respectively. With the fluctuation of changes in fair value of financial assets at FVTPL, we may not generate fair value gain in the future, which may materially affect our business, financial condition and results of operations.

We may be exposed to credit risks related to our trade receivables and bills receivables.

We have established various contractual arrangements with different counterparties as part of our regular business operations. We generally assess the business relationship and credit background of our customers before granting them a credit term. As of December 31, 2022 and 2023 and September 30, 2024, our trade and bills receivables amounted to RMB737.0 million, RMB572.1 million and RMB693.3 million, respectively. However, we cannot guarantee that our customers or other parties will make timely payments to us. Delays in payment from these entities may negatively impact our liquidity position and working capital efficiency, increase finance costs, and adversely affect our business operations and financial performance. Our trade and bills receivables turnover days were 19.3 days, 17.1 days and 15.8 days in 2022 and 2023 and the nine months ended September 30, 2024, respectively. For certain customers, such as our distributors, we have engaged in credit sales with them during the Track Record Period and we usually grant credit terms of 30 days. In addition, we impose a credit limit on such customers. Our management regularly reviews the recoverability of overdue balances for trade and bills receivables and may provide for impairment when appropriate. We cannot guarantee that all of our counterparties are creditworthy and reputable and will not default on us in the future, despite our efforts to conduct credit assessments on them. As a result, we are exposed to risks that our counterparties may fail to fulfill their obligations to us under our contracts.

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We recognized a certain scale of goodwill during the Track Record Period. If we determine our goodwill to be impaired, it would adversely affect our financial condition and results of operations.

Our goodwill amounted to RMB806.5 million, RMB770.4 million and RMB770.4 million as of December 31, 2022, 2023 and September 30, 2024, respectively. Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses. We generally determine whether goodwill is impaired on an annual basis. In evaluating the potential for impairment of goodwill, our management makes a number of assumptions, such as the continuity of the acquired businesses, their future operating performance, business trends, and market and economic conditions. This requires us to make subjective assumptions, and there are inherent uncertainties relating to this analysis and our management’s judgment in assessing the recoverability of the goodwill. If any of the assumptions does not materialize, or if the performance of the acquired business is not consistent with such assumptions, we may be required to write-off part or all of our goodwill and record an impairment loss. Any significant impairment of goodwill could substantially affect our reported earnings in the periods when recognized. In addition, impairment charges would negatively affect our financial ratios which may limit our ability to obtain external financings.

We are subject to various risks relating to third-party payments.

During the Track Record Period, certain of our customers settled payments with us through third-party payment arrangements (the “**Third-Party Payment Arrangements**”). In 2022, 2023 and the nine months ended September 30, 2024, the aggregate amount settled with the Relevant Customers under the Third-Party Payment Arrangements, except for those settled through the accounts of the operators (or their spouses) in the case of sole proprietorships, was RMB814.9 million, RMB947.0 million and RMB169.7 million, respectively, representing 6.7%, 6.8% and 1.5% of our total revenue for the same periods. The aggregate amount settled with all Relevant Customers under the Third-Party Payment Arrangement was RMB4,640.2 million, RMB4,867.6 million and RMB2,013.3 million, respectively, representing 38.3%, 34.9% and 18.3% of our total revenue for the same periods. See “Business — Our Customers — Third-Party Payment Arrangements.” We are subject to various risks relating to such Third-party Payment Arrangements, including possible claims from third-party payers for the return of funds, and possible claims from liquidators of third-party payers. In the event of any claims from third-party payers or their liquidators, or legal proceedings (whether civil or criminal) instituted or brought against us in respect of third-party payments, we may have to expend financial and managerial resources to defend against such claims and legal proceedings, and our business, financial condition and results of operations may as a result be adversely affected.

RISK FACTORS

We may infringe intellectual property rights of third parties, which can lead to time-consuming and costly intellectual property infringement claims.

We cannot be certain that our operations or any aspects of our business do not or will not infringe upon or otherwise violate trademarks, patents, copyrights, know-how or other IP rights held by third parties. We may also, from time to time in the future, be subject to legal proceedings and claims relating to the IP rights of others. In addition, there may be third-party trademarks, patents, copyrights, know-how or other IP rights that are infringed upon by our products, services or other aspects of our business without our knowledge. Holders of such IP rights may seek to enforce such IP rights against us in the PRC or other jurisdictions. If any third-party infringement claims are brought against us, we may be forced to divert our management’s time and other resources from our business and operations to defend these claims, regardless of their merits.

If we were found to have violated the IP rights of others, we may be subject to liability for our infringement activities or may be prohibited from using such intellectual properties, and we may incur licensing fees or be forced to develop alternatives of our own. As a result, our business, financial condition and results of operations may be materially and adversely affected.

We may not be able to protect our intellectual property rights, and our ability to compete could be harmed if our intellectual property rights are infringed by third parties.

We cannot guarantee that we can prevent third parties from infringing upon our IP rights. Unauthorized use of our IP, unfair competition, defamation or other violations of our rights by our users, employees and/or third parties may harm our brand and reputation, and the expenses incurred in protecting our IP rights may materially and adversely affect our business. We may, from time to time, be required to institute litigation, arbitration or other proceedings to enforce our IP rights, which would likely be time-consuming and expensive to resolve and would divert our management’s time and attention regardless of its outcome, materially and adversely affecting our business, financial condition and results of operations.

Our measures to enforce or defend our IP rights may not always be successful. Preventing any unauthorized use of our intellectual properties is difficult and costly and the steps we take may be inadequate to prevent the misappropriation of our intellectual properties. In the event that we resort to litigation to enforce our IP rights, such litigation could result in substantial costs and a diversion of our managerial and financial resources. In addition, our trade secrets may be leaked or otherwise become available to, or be independently discovered by, our competitors. Any failure in protecting or enforcing our IP rights may have a material and adverse effect on our business, financial condition and results of operations.

RISK FACTORS

Any failure or perceived failure to comply with data security laws, or other concerns about our practices or policies with respect the collection, use, storage, retention, transfer, disclosure and other processing of data, could subject us to potential liabilities.

Our business operations involve various activities related to data, including the collection, use, storage, retention, transfer, disclosure, and other processing of data. As such, we are subject to numerous data security laws, such as the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》), the PRC Cyber Security Law (《中華人民共和國網絡安全法》), the PRC Data Security Law (《中華人民共和國數據安全法》) and the Cybersecurity Review Measures (《網絡安全審查辦法》). See “Regulatory Overview — Laws and Regulations on Information Security and Data Privacy.”

As data security laws continue to evolve, we may be required to comply with additional regulatory requirements regarding data protection and security. Although we have implemented stringent internal control policies, we cannot guarantee that our data may not be abused by our employees or leaked by intention or negligence to third parties, which may cause damage to our customers. Any failure to comply with data security laws, or concerns about our practices and policies related to data collection, use, storage, retention, transfer, disclosure, and cybersecurity, may result in negative publicity, claims, litigation or investigations imposed by applicable authorities, and materially and adversely affect our business, financial condition and results of operations.

Our performance depends on favorable labor relations with our employees, and any deterioration in relationships with our employees, shortage of labor or increase in labor costs may have an adverse effect on our business, financial condition and results of operations.

As the production and sale of our quick-frozen food products are labor-intensive, our ability to hire, train, retain, and motivate employees is crucial to our success. We are committed to providing fair and equal opportunities to our employees in terms of evaluating their performance and intend to offer them competitive wages and incentives. However, we may be subject to claims, investigations and negative publicity in relation to safety of production, workplace environment or occupational hazards, especially when our employees, third-party service providers and the public suffer from injuries or casualties at our facilities or during the transportation of our products, which may cause a deterioration in labor relations with our employees.

In addition, we may also encounter difficulties offering wages satisfactory to our employees. Failure to offer satisfactory wages may lead to the resignation of our employees or a shortage of labor. The increase in labor costs and the shortage of labor may materially and adversely affect our business, financial condition and results of operations.

RISK FACTORS

We may be subject to additional contributions of social insurance and housing provident funds and late payments and fines imposed by relevant governmental authorities.

During the Track Record Period, we did not make full social insurance and housing provident fund contributions for certain employees in accordance with the relevant PRC laws and regulations. See “Business — Employees — Social Insurance and Housing Provident Funds.” As of the Latest Practicable Date, as advised by our PRC Legal Advisor, no competent government authorities imposed administrative actions, fines or penalties on us with respect to this incident or required us to settle the outstanding amount of social insurance payments and housing provident fund contributions. However, there can be no assurance that the competent government authorities will not require us to settle the outstanding amount within the specified time limit or impose late payment penalties on us, which may adversely affect our financial position and results of operations.

Our operations are subject to inherent operational risks and occupational hazards, which could cause us to incur substantial costs, damage to reputation and loss of future business.

Due to the nature of our business, we engage or may engage in certain inherently hazardous activities. While we are committed to ensure our business operations is in compliance with requisite safety requirements and standards, we cannot assure you that we are free from risks surrounding these activities, such as geological catastrophes, and liquid leakages, equipment failure, industrial accidents, fire and explosions. These hazards can cause personal injury and loss of life, damage to or destruction of property and equipment.

In 2023, a casualty-causing safety incident occurred at our quick-frozen crayfish workshop in Qianjiang, which was resulted from a failure to observe our standard operating procedures. Following the incident, we were fined RMB360,000, and two responsible individuals of our Group received a combined fine of RMB84,480. These fines had been fully settled, and we had implemented various workplace safety measures to prevent similar incidents. As advised by our PRC Legal Advisor: (i) the incident constitutes a general safety incident, rather than a material safety incident, under the applicable PRC laws and regulations, and (ii) the aforementioned acts are not deemed as material illegal or unlawful acts under the relevant PRC laws and regulations. Save for this incident, during the Track Record Period, we did not experience any material safety incidents or receive any safety-related administrative penalties. In light of the foregoing and taking into account the view of our PRC Legal Advisor, we do not believe such safety incident will have material adverse impact on our business and results of operations.

However, we cannot assure you that incidents of a similar nature will not occur in the future. Potential industrial accidents leading to significant property loss or personal injury may subject us to claims and lawsuits, and we may be liable for medical expenses and other payments to the employees and their families as well as fines or penalties. As a result, our reputation, brands, business, results of operations and financial condition may be materially and adversely affected.

RISK FACTORS

We may be involved in lawsuits, claims, disputes, regulatory investigations or legal proceedings in our ordinary course of business.

From time to time, we may be involved in lawsuits, claims, disputes, regulatory investigations or legal proceedings in our ordinary course of business. These may concern issues relating to, among others, breach of contract, employment or labor disputes, antitrust, and infringement of intellectual property rights. If we fail in defending against any such claims, we may be subject to substantial damages to compensate the claimants. Any claims, disputes or legal proceedings initiated by us, or brought against us, with or without merit, may result in substantial costs and diversion of resources and may materially harm our reputation. Furthermore, lawsuits, claims, disputes, regulatory investigations or legal proceedings against us may be due to defective supplies sold to us by our suppliers, who may not be able to indemnify us in a timely manner, or at all, for any costs that we incur as a result of such lawsuits, claims, disputes, regulatory investigations or legal proceedings. For details, see “Business — Legal Proceedings and Compliance — Legal Proceedings.”

Our employees and business partners may engage in intentional or negligent misconduct, or violate our internal policies and laws, which could impair the quality of our service, cause us to lose customers or subject us to liabilities.

We risk compromising the quality of our products if our employees and business partners do not perform in accordance with our standards. We have internal policies and guidelines to monitor and ensure the products delivered to our customers are of satisfactory standard. In addition, we have adopted and strictly implemented a series of internal procedures. Nevertheless, we cannot guarantee that our employees and business partners will not engage in any intentional or negligent misconduct.

Furthermore, we may be exposed to the risks of fraud or other unlawful activities committed by our employees and business partners. Fraud or other unlawful activities by our employees and business partners may include making unauthorized misrepresentation to our customers, misappropriating third-party IP and other proprietary rights, misusing sensitive customer information and engaging in bribery or other unlawful payments. In any such event, we could incur liability to our customers or any other third parties.

Any claims could subject us to costly litigation and affect our business, financial condition and results of operations, and may distract the attention of our management regardless of whether the claims have merit. Any claims could result in complaints from our customers or other third parties, regulatory or legal liabilities or damages to our reputation.

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Any adverse publicity involving the quick-frozen food industry, our brands, customers, suppliers, business partners, directors, officers or employees will harm our reputation, which may materially and adversely affect our business and results of operations.

Our success depends on our ability to build and maintain the brand image for our existing and new products as well as our corporate reputation. Our advertising, marketing and promotion programs may not have the desired impact on our brand image or on consumer preferences and demand for our products.

Adverse publicity related to the entire quick-frozen food industry or other companies operating in this industry may result in customers’ and end customers’ having a negative perception of our brands and influence consumer demand for our products, and our business and prospects may be materially and adversely affected as a result.

In addition, claims regarding product safety, quality and/or ingredient content issues, our environmental impact and the sustainability of our operations, or allegations of product contamination, even if false or unfounded, could tarnish the image of our brands and may cause customers to choose alternative products. Customer demand for our products could also significantly diminish if we or our suppliers, business partners, directors, officers or employees fail to preserve the quality of our products, act or are perceived to act in an unethical, illegal or socially irresponsible manner, including with respect to the sourcing, content or sale of our products, service and treatment of our customers.

Furthermore, our brand image or perceived product quality and food safety could be adversely affected by litigation, unfavorable reports in the media, studies in general and regulatory or other governmental inquiries, and proposed or new legislation affecting the quick-frozen food industry. Negative postings or comments on social media or networking websites about our Company or any one of our brands, even if inaccurate or malicious, could generate negative publicity that might damage the reputation of our brands or our Company. Business incidents, whether isolated or recurring and whether originating from us or our customers, suppliers, logistics service providers or other business partners, that erode consumer trust can significantly reduce brand value or potentially trigger boycotts of our products and have a negative impact on consumer demand for our products as well as our reputation and results of operations. The impact of such incidents may be exacerbated if they receive considerable publicity, including rapidly through social or digital media (including for malicious reasons) or result in litigation or other proceedings.

We are required to obtain and maintain various licenses, approvals and permits, the failure to obtain or renew any of which may have a material adverse effect on us.

Our business requires us to obtain and renew, from time to time, various approvals, licenses, registrations and permits. For instance, in addition to business licenses, we are required to obtain food production permits and food trading permits (or record filings) for our food production and trading operations. These approvals, licenses and permits are granted based on satisfactory compliance with relevant laws and regulations, including the Food Safety

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Law of the PRC (《中華人民共和國食品安全法》). These approvals, licenses and permits are subject to examination or verification by the relevant authorities and some of which have a fixed validity period subject to renewal. However, we cannot guarantee that we will be able to renew them in a timely manner upon their expiration.

Furthermore, as our business expands or if we make acquisitions in the future, there is a risk that we may encounter difficulties in obtaining the necessary licenses, approvals or permits. Additionally, the approvals, licenses, registrations and permits issued to us may be suspended or revoked in the event of noncompliance or alleged noncompliance with the terms and conditions or as a result of regulatory actions. Any failure to timely renew expired approvals or obtain required licenses, registrations or permits, as well as the suspension or revocation of any previously issued approvals, licenses, registrations and permits, or incidents of any noncompliance, may increase our operational costs and hinder our operations.

Failure to comply with laws and regulations may subject us to fines or penalties or incur costs that could materially and adversely affect the success of our business.

We are subject to a range of laws and regulations imposed by the PRC government concerning food safety, environmental protection, health, fire safety, data protection and privacy, property and labor. Failure to comply with applicable laws and regulations could expose us to costs or liabilities, including monetary damages, fines, disruptions to our production capabilities, suspension of business operations, an impact on our financial performance, as well as adverse publicity, which could materially and adversely affect our business, financial condition and results of operations. For example, we are subject to the food safety laws and regulations. See “— Any failure to maintain our product quality or food safety could have a material adverse effect on our business, financial condition and results of operations.”

We are also subject to a wide range of PRC environmental laws and regulations that aim to regulate emissions and their impact on air, land, and water. Failure to comply with environmental laws and regulations, or any future changes to them, could lead to alleged harm to employees or others in close proximity to our production bases. Significant costs associated with environmental compliance, remediation, compensatory requirements, or penalties and restrictions imposed by PRC governmental authorities or courts may materially and adversely affect our business, financial condition and results of operations.

Our historical results of operations and financial performance may not be indicative of future performance.

We commenced business operations in 2001 and experienced rapid growth during the Track Record Period. Our revenue increased from RMB12,105.6 million in 2022 to RMB13,964.9 million in 2023. Our revenue also increased from RMB10,209.8 million in the nine months ended September 30, 2023 to RMB10,995.5 million in the nine months ended September 30, 2024. Our gross profit margins remained relatively stable at 21.2%, 22.6%, 21.6% and 22.1% in 2022 and 2023 and the nine months ended September 30, 2023 and 2024,

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respectively. Eliminating impact of share-based payment expenses, we generated an adjusted net profit (non-IFRS measure) of RMB1,151.0 million, RMB1,520.4 million, RMB1,140.6 million and RMB1,145.2 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively. See “Financial Information — Non-IFRS Measure.”

Although our revenue experienced a significant increase during the Track Record Period, there is no assurance that we will be able to maintain our product sales and our historical growth rate, or achieve a higher growth rate in the future. There are certain risks that may impact our ability to sustain the same level of growth or maintain our revenue, gross profit margin, and net profit. These risks include, among others, customer demand for our products, fluctuations in the raw materials cost, supply chain management, competition in the industry, and our reputation or brand image. Additionally, unforeseen operational difficulties may arise. Failure to address these risks and challenges effectively may have an impact on our growth and profitability. Therefore, our historical results of operations may not be indicative of our future performance.

We may not be successful in implementing our business plans and strategies effectively or at all, which could materially and adversely affect our business, financial condition and results of operations.

Our business plans and strategies rely on assumptions about future events that carry risks and uncertainties. If these assumptions prove incorrect, it could impact the viability of our plans. We cannot guarantee successful implementation of our strategies, especially as we expand internationally. Failure to execute our plans effectively may hinder our growth, competitiveness, and ability to seize market opportunities. Additionally, unforeseen factors such as regulatory changes, labor availability, and customer demand shifts could materially and adversely affect our results. Our strategies may also increase operating costs and cash outflows. If we cannot implement our plans successfully or achieve desirable outcomes, we may face significant challenges in recouping costs, resulting in a material adverse impact on our business, financial condition, and results of operations.

We may require additional funding to finance our operations, which may not be available on favorable terms or at all.

Historically, we have financed our cash requirements through a combination of equity and debt financing, as well as cash generated from our operations. However, to support our ongoing operations, capital expenditures, investment plans, and other funding needs, we may need to seek external financing to supplement our internal sources of liquidity in the future.

We cannot guarantee that we will be able to obtain bank loans, renew existing credit facilities or secure equity financing in the future on favorable terms, or at all. In the event we seek to raise equity capital, it may result in the dilution of existing shareholders’ ownership. If we are unable to secure adequate funding on favorable terms, or at all, it may hinder our ability to finance our existing operations, as well as develop or expand our business.

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Our insurance coverage may be insufficient to cover all of our potential losses.

As of the Latest Practicable Date, we have obtained insurance policies that we consider customary for daily operations, aligning with standard commercial practices in China. See “Business — Insurance.” We cannot assure you that our insurance will provide adequate coverage for all the risks in connection with our business operations. If we were to incur substantial losses and liabilities that are not covered by our insurance policies, we may be required to bear our losses to the extent that our insurance coverage is insufficient. As a result, we could suffer significant costs and diversion of our resources, which could have a material and adverse effect on our business, financial condition and results of operations.

Any significant disruption in our technology infrastructure or our failure to maintain the satisfactory performance, security and integrity of our technology infrastructure would materially and adversely affect our business, financial condition and results of operations.

It is crucial to maintain the proper functioning of our technology infrastructure as we heavily rely on it to operate our business. We rely on various technology systems critical to our quick-frozen food operations, including the electronic data interchange (“EDI”) system for production process monitoring and quality control, supplier relationship management (“SRM”) system for supplier management and raw material procurement, warehouse management system (“WMS”) for cold storage warehouse management and transportation management system (“TMS”) for temperature-controlled logistics tracking. However, we cannot guarantee that our business operations will not be disrupted by system failures. These systems are vulnerable to damage or interruption from power surges and outages, facility damage, physical theft, computer and telecommunications failures, inadequate redundancy, software upgrade failures and human error. Any design defects or damage to these systems could require significant investments to fix or replace, disrupt our operations, result in the loss or corruption of critical financial and operating data, and harm our reputation. As such, any significant disruption or malfunction in these systems could affect our production scheduling, inventory management, and temperature monitoring, which could materially and adversely affect our business, financial condition and results of operations.

Our acquisition and investment activities and other strategic transactions may present managerial, integration, operational and financial risks, which may prevent us from realizing the full intended benefit of the acquisitions we undertake.

We may continually and actively seek strategic opportunities for acquisitions of or investments in businesses, products, technologies, production capacity or know-how that we believe would benefit our product development, R&D capabilities, technology and distribution network. We cannot guarantee that we could successfully execute our expansion and acquisition plans and complete the relevant transactions as expected. In addition, our ability to grow through acquisitions and investments depends upon our ability to identify and integrate suitable targets and to obtain necessary financing at reasonable terms. In particular, acquisitions may involve significant risks and uncertainties, including, but not limited to: (i) difficulties in integrating acquired companies, personnel or products into our business,

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particularly the different quality management, customer service and other business functions; (ii) delays or failures in realizing the benefits of acquisitions and investments; (iii) diversion of our management’s time and attention from other business concerns; (iv) higher than anticipated costs of integration; or (v) difficulties in retaining key employees of acquired businesses. Furthermore, we may also discover deficiencies in internal controls, data adequacy and integrity, product quality and regulatory compliance and liabilities in the businesses we have acquired which we did not uncover prior to such acquisitions. Consequently, we may become subject to penalties, lawsuits or other liabilities. Any difficulties in the integration of acquired businesses or products, or unexpected penalties, lawsuits or liabilities in connection with such businesses or products, could materially and adversely affect our business, financial condition and results of operations.

Any future occurrence of force majeure events, natural disasters or outbreaks of contagious diseases may materially and adversely affect our business, financial condition and results of operations.

Our business could be materially and adversely affected by natural disasters, health epidemics and pandemics such as SARS, Ebola, Zika or COVID-19, acts of war, terrorism or other force majeure events, which may disrupt our supply chain, damage infrastructure, and hinder workforce productivity. Natural disasters such as snowstorms, earthquakes, fires, and floods can cause physical damage to our production facilities, equipment, and inventory which could result in production delays, inventory shortages and obsolete, which could increase our impairment and costs for repairs and replacements. Restrictions on travel and trade imposed during such events can also disrupt the flow of goods and materials, leading to delays in receiving essential inputs for production. Additionally, these events can lead to power outages, communication interruptions, and transportation disruptions, further hampering business operations.

RISKS RELATING TO OUR BUSINESS IN THE JURISDICTION WHERE WE OPERATE

Changes in economic, political and social conditions, as well as government policies, laws and regulations, and industry practice guidelines could have a material and adverse effect on our business, financial condition and results of operations.

Our business, financial condition and results of operations may be influenced by the economic, regulatory, political and social conditions in the country where we operate. Governments worldwide have implemented, and may continue to introduce, among others, various policies and measures to encourage the economic growth and guide the allocation of resources. The quick-frozen food industry in general is affected by macro-economic factors, including international, national, regional and local economic conditions, trade relationships, employment levels, customer demand and discretionary spending. Any changes in these factors may have material and adverse effect on our business, financial condition and results of operations.

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We may be subject to the approval, filing or other requirements of the CSRC or other PRC governmental authorities in connection with overseas offerings and future capital raising activities.

As the PRC laws and regulations in relation to overseas issuance and listing of shares develop, we may be required to make filings with or report to CSRC or other PRC regulatory authorities for our future capital raising activities. On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) and their implementation guidelines. The Overseas Listing Trial Measures, which came into effect on March 31, 2023, mainly provide the scope of activities subject to the filing requirement, the entities subject to filing obligations, and the filing procedures. For more details, see “Regulatory Overview — Regulations on Overseas Securities Offering and Listing.” We are required to file with the CSRC in accordance with the Overseas Listing Trial Measures after our application for the [REDACTED] is submitted, and there is uncertainty as to whether we will be able to complete the filing procedures or obtain approval for this [REDACTED] in a timely manner or at all, the failure of which may restrict our ability to complete the proposed [REDACTED] and have a material and adverse effect on our financial performance and business prospects.

On February 24, 2023, the CSRC, the MOF, the National Administration of State Secrets Protection of China, and the National Archives Administration of China published the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the “**Archives Rules**”), which came into effect on March 31, 2023. The Archives Rules require that, in relation to the overseas securities offering and listing activities of domestic enterprises, either in direct or indirect form, such domestic enterprises, as well as securities companies and securities service institutions providing relevant securities services, are required to strictly comply with relevant requirements on confidentiality and archives management, establish a sound confidentiality and archives system, and take necessary measures to implement their confidentiality and archives management responsibilities. Any failure to comply with Archives Rules may materially affect our business, financial condition and results of operations.

We are closely monitoring how they will affect our operations and our future financing. In addition, if the CSRC or other PRC regulatory authorities in the future promulgate new rules or explanations imposing further requirements that we obtain their approvals or complete the required filing or other regulatory procedures for this [REDACTED] or future capital raising activities, there can be no assurance that we will be able to obtain a waiver of such approval requirements, if and when procedures are established to obtain such a waiver.

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The CSRC or other PRC regulatory authorities also may take actions requiring us, or making it advisable for us, to halt this [REDACTED] or future capital raising activities before settlement and delivery of the Shares [REDACTED] hereby. Consequently, if you engage in market [REDACTED] or other activities in anticipation of and prior to settlement and delivery, you do so at the risk that settlement and delivery may not occur.

We are subject to the currency exchange regulatory system.

The PRC government imposes supervision on the convertibility of RMB into foreign currencies. We receive the vast majority of our revenue in RMB. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency, or otherwise satisfy our foreign currency denominated obligations. Under the existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and [REDACTED] and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements. However, approval from or registration with competent government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demand, we may not be able to pay dividends in foreign currencies to our Shareholders. Further, we cannot assure you that new regulations will not be promulgated in the future that would have the effect of further restricting the remittance of RMB into or out of China.

You should assess the legal protections you are entitled to under legal system in the jurisdictions where we operate.

We are subject to the different applicable laws and regulations of the countries and regions where we operate. Our business and operations in China are subject to primarily written statutes, and prior court decisions offer limited precedential value. Furthermore, we cannot assure you that we can predict the effect of future legal developments in countries and regions where we operate, including the promulgation of new laws and changes in existing laws. In addition, legal proceedings may incur significant costs, divert our resources, and negatively affect our management’s focus on strategic planning and execution, which may materially and adversely impact our operational efficiency and overall business performance.

You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management.

We are a company incorporated under the laws of the PRC and the majority of our assets and subsidiaries are located in the PRC. The majority of our Directors, Supervisors and senior management reside within the PRC. The assets of these Directors, Supervisors and senior management also may be located within the PRC. As a result, it may be difficult and time-consuming to effect service of process upon us or most of our Directors, Supervisors and

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senior management outside the PRC. In addition, [REDACTED] may also experience difficulties in enforcing judgments if there is a lack of reciprocal recognition and enforcement of judicial rulings and awards of other jurisdictions.

Further, although we will be subject to the Listing Rules and the Takeovers Code upon the [REDACTED] of our H Shares on the Stock Exchange, the holders of H Shares will not be able to bring actions on the basis of violations of the Listing Rules and must rely on the Stock Exchange to enforce its rules. Moreover, the Takeovers Code does not have the force of law and provides only standards of commercial conduct considered acceptable for takeover and merger transactions and share repurchases in Hong Kong.

Changes in international trade policies, geopolitics and trade protection measures, export control and economic or trade sanctions may affect our business, financial condition and results of operations.

Our business operations and financial performance can be influenced by various factors related to international trade policies, geopolitics, trade protection measures, export controls, and economic or trade sanctions. These factors are subject to frequent changes and uncertainties, often driven by political, economic, and social dynamics beyond our control. Such changes can have an impact on trade agreements, tariffs, customs duties, and other aspects of international trade, potentially resulting in increased operational costs and affecting our market access. Additionally, alterations in trade protection measures, such as the imposition of anti-dumping duties, countervailing duties, or safeguard measures, may lead to higher costs or restrictions on our exports. Moreover, export controls and economic or trade sanctions can impose limitations on our ability to export products or conduct business in specific markets. Non-compliance with these controls and sanctions can result in legal penalties, reputational harm, and the loss of export privileges.

We are a PRC enterprise and we are subject to PRC tax on our global income, and any gains on the sales of our H Shares by [REDACTED] and dividends paid to [REDACTED] on our H Shares may be subject to PRC tax.

Under the current PRC tax laws and regulations, non-PRC individuals and non-PRC enterprises are subject to different tax obligations with respect to dividends paid to them by us and any gains realized upon the sale or other disposition of our H Shares.

Non-PRC individuals are generally subject to PRC individual income tax under the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) with respect to PRC source income or gains at a rate of 20%. We are required to withhold related tax from dividend payments paid to non-PRC resident individuals, unless specifically exempted by the tax authority of the State Council or reduced or eliminated by an applicable tax treaty. However, pursuant to the Circular on Certain Policy Questions Concerning Individual Income Tax issued by the MOF and SAT (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》) on May 13, 1994, dividends and bonuses income gained by foreign individuals from foreign-invested enterprises is exempted from individual income tax for the time being.

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According to the Circular Declaring that Individual Income Tax Continues to Be Exempted over Individual Income from Transfer of Shares issued by the MOF and the STA (《財政部、國家稅務總局關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) effective as of March 30, 1998, income from individuals’ transfer of stocks of listed companies continued to be temporarily exempted from individual income tax. On February 3, 2013, the State Council approved and promulgated the Notice of Suggestions to Deepen the Reform of System of Income Distribution (《國務院批轉發展改革委等部門關於深化收入分配制度改革若干意見的通知》). On February 8, 2013, the General Office of the State Council promulgated the Circular Concerning Allocation of Key Works to Deepen the Reform of System of Income Distribution (《國務院辦公廳關於深化收入分配制度改革重點工作分工的通知》). According to these two documents, the PRC government is planning to cease foreign individuals’ tax exemption for their dividends and bonuses income obtained from foreign-invested enterprises, and the MOF and the SAT should be responsible for making and implementing details of such plan. However, relevant implementation rules or regulations have not been promulgated by the MOF and the SAT. Considering the situations, non-resident individual holders of our H Shares should be aware that they may be obligated to pay PRC income tax on dividend and bonuses income realized from the H Shares.

As of the Latest Practicable Date, no aforesaid provisions had expressly provided whether individual income tax shall be levied from non-PRC individuals on the transfer of shares in PRC enterprises [REDACTED] on overseas stock exchanges, and there is no assurance that the PRC tax authorities will not change these practices, which could result in levying income tax on non-PRC individuals on gains from the sale of our H shares.

For non-PRC enterprises that do not have establishments or premises in China, and for those that have establishments or premises in China but whose income is not related to such establishments or premises, under the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementation regulations, dividends paid by us and gains realized by such foreign enterprises upon the sale or other disposition of our H Shares are subject to PRC enterprise income tax at a 10% rate. In accordance with the Circular on Issues Relating to Withholding of Enterprise Income Tax by PRC Resident Enterprises on Dividends Paid to Overseas Non-PRC Resident Enterprise Shareholders of H Shares (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No. 897) issued by SAT on November 6, 2008, the withholding tax rate for dividends payable to non-PRC enterprise holders of H Shares will be 10% and we intend to withhold tax at a rate of 10% from dividends paid to non-PRC enterprise holders of our H Shares (including [REDACTED]). Non-PRC enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty or arrangement will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities’ approval.

Despite the arrangements mentioned above, the interpretation and application of applicable PRC tax laws and regulations by the competent tax authorities will be in accordance with the then effective laws and regulations and may change, and new taxes may be imposed, which in either case may adversely affect the value of your [REDACTED] in our H Shares.

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RISKS RELATING TO THE [REDACTED]

Our A Shares are listed on the Shanghai Stock Exchange, and the characteristics of the A Share and H Share markets may differ.

Our A Shares are listed on the Shanghai Stock Exchange. Following the [REDACTED], our A Shares will continue to be traded on the Shanghai Stock Exchange and our H Shares will be [REDACTED] on the Stock Exchange. Under current PRC laws and regulations, without the approval from the relevant regulatory authorities, our H Shares and A Shares are neither interchangeable nor fungible, and there is no [REDACTED] or settlement between the H Share and A Share markets. With different trading characteristics, the H Share and A Share markets have divergent [REDACTED], liquidity and investor bases, as well as different levels of retail and institutional investor participation. As a result, the [REDACTED] performance of our H Shares and A Shares may not be comparable. Nonetheless, fluctuations in the price of our A Shares may adversely affect the price of our H Shares, and *vice versa*. Furthermore, due to the different characteristics of the H Share and A Share markets, the historical prices of our A Shares may not be indicative of the performance of our H Shares. You should therefore not place undue reliance on the trading history of our A Shares when evaluating the [REDACTED] decision in our H Shares.

There has been no prior public market for our H Shares and the liquidity and market price of our H Shares may be volatile.

There was no public market for our H Shares prior to the [REDACTED]. There can be no guarantee that a public market for our H Shares with adequate liquidity and [REDACTED] volume will develop and be sustained following the completion of the [REDACTED]. In addition, the [REDACTED] of our H Shares is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the [REDACTED]) and us, which may not be indicative of the market price of our H Shares following the completion of the [REDACTED]. If an active public market for our H Shares does not develop following the completion of the [REDACTED], the market price and liquidity of our H Shares may be materially and adversely affected.

The liquidity, [REDACTED] volume and market price of our H Shares following the [REDACTED] may be volatile, which could result in substantial losses to you.

The [REDACTED] price of our H Shares may be volatile and could fluctuate widely in response to factors beyond our control, including general market conditions of the securities markets in Hong Kong, Mainland China, the United States and elsewhere in the world. In particular, the performance and fluctuation of the market prices of other companies with business operations located mainly in Mainland China that have [REDACTED] their securities in Hong Kong may affect the volatility in the price of and [REDACTED] volumes for our H Shares. A number of Mainland China-based companies have [REDACTED] their securities, and some are in the process of preparing for [REDACTED] their securities, in Hong Kong. Some of these companies have experienced significant volatility, including significant price declines after their [REDACTED]. The [REDACTED] performances of the securities of these

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companies at the time of or after their [REDACTED] may affect the overall [REDACTED] sentiment towards Mainland China-based companies [REDACTED] in Hong Kong and consequently may impact the [REDACTED] performance of our H Shares. These factors may significantly affect the market price and volatility of our H Shares, regardless of our actual operating performance.

Our historical dividends may not be indicative of our future dividend policy, and there can be no assurance whether and when we will pay dividends in the future.

We have declared dividends in the past. We protect our Shareholders’ interest by ensuring a consistent dividend policy. However, there is no assurance that dividends of any amount will be declared or distributed by us in any year in the future. Under the applicable laws and regulations of China and the Articles of Association, the payment of dividends may be subject to certain limitations, and the calculation of our profit under the Accounting Standards for Business Enterprises may differ in certain respects from the calculation under IFRS. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the applicable laws and regulations of China. See “Financial Information — Dividends and Dividend Policy.” No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our historical dividends should not be taken as indicative of our dividend policy in the future.

A future or perceived significant increase in the supply of our H Shares in public markets could cause the market price of our H Shares to decrease significantly, and dilute shareholdings of holders of H Shares.

The market price of our H Shares could decline as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. Future sales, or anticipated sales, of substantial amounts of our securities, including any future [REDACTED], could also materially and adversely affect our ability to raise capital at a specific time and on terms favorable to us. In addition, our Shareholders may experience dilution in their holdings if we issue more securities in the future. New shares or shares-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares.

You will incur immediate and substantial dilution if the [REDACTED] of the [REDACTED] is higher than the net tangible asset value per Share.

The [REDACTED] of our [REDACTED] is higher than the net tangible asset value per Share immediately prior to the [REDACTED]. Therefore, purchasers of our [REDACTED] in the [REDACTED] will experience an immediate dilution. Existing Shareholders will receive an increase in the [REDACTED] adjusted consolidated net tangible assets value per share of their shares. See Unaudited [REDACTED] Financial Information in Appendix II to this Document.

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You should not place any reliance on any information released by us in connection with the listing of our A Shares on the Shanghai Stock Exchange.

As our A Shares are listed on the Shanghai Stock Exchange, we have been subject to periodic reporting and other information disclosure requirements in China. As a result, from time to time, we publicly release our financial and operational information on the Shanghai Stock Exchange or other media outlets designated by the CSRC. However, the information announced by us in connection with our A Shares is based on the regulatory requirements of the securities authorities, industry standards and market practices in China, which are different from those applicable to the [REDACTED]. The presentation of financial and operational information for the Track Record Period disclosed on the Shanghai Stock Exchange or other media outlets may not be directly comparable to the financial and operational information contained in this Document. As a result, prospective [REDACTED] in our H Shares should be reminded that, in making their [REDACTED] decisions as to whether to purchase our H Shares, they should rely only on the financial, operating and other information included in this Document and the [REDACTED]. By [REDACTED] to purchase our H Shares in the [REDACTED], you will be deemed to have agreed that you will not rely on any information other than that contained in this Document, the [REDACTED] and any formal announcements.

Certain facts, forecasts and statistics derived from external sources contained in this Document may not be reliable and the market opportunity estimates may not be accurate.

We have derived certain facts and other statistics in this Document, particularly those relating to the general economy and quick-frozen food industry, from information provided by official government sources and other third-party sources. We have not independently verified information and statistics from official government sources, and there can be no assurance as to the accuracy and reliability of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other data problems, the statistics herein may be inaccurate. You should consider carefully how much weight or importance you should attach to or place on such facts or statistics.

Market opportunity estimates included in this Document, including our ability to capture a meaningful share of the relevant markets, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The variables that go into the calculation of our market opportunity are subject to change over time, and there can be no assurance that our market opportunity estimates will materialize as anticipated. Any expansion in our market depends on a number of factors, including the cost, performance, and perceived value associated with our business and those of our competitors. Even if the market in which we compete meets the size estimates and growth forecasted in this Document, our business could fail to grow at similar rates, if at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is inherently subject to certain risks and uncertainties.

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[REDACTED] should read the entire Document carefully and should not consider any particular statements in this Document or in published media reports without carefully considering the risks and other information contained in this Document.

The [REDACTED] is being made solely on the basis of the information and representations contained in this Document, which are true and accurate to the best of our knowledge and belief. Any information not contained in this Document should not be relied upon in making an [REDACTED] decision with respect to the securities being [REDACTED]. Prior to the publication of this Document, there has been coverage in the media regarding us and the [REDACTED], which may have contained, among other things, certain financial information, projections, valuations and other forward-looking information about us and the [REDACTED]. [REDACTED] should be aware that information and opinions published by third-party sources may have been based on outdated, incomplete, or inaccurate information. These sources may also have conflicts of interest, and their opinions may not be independent or objective. The media’s coverage of our Company and the [REDACTED] may be influenced by a wide range of factors, including the bias of individual journalists, the preferences of media outlets, and the demand of advertisers.

Forward-looking statements contained in this Document are subject to risks and uncertainties.

This Document contains certain statements and information that are forward-looking and uses forward-looking terminology such as “anticipate,” “believe,” “could,” “going forward,” “intend,” “plan,” “project,” “seek,” “expect,” “may,” “ought to,” “should,” “would” or “will” and similar expressions. You are cautioned that reliance on any forward-looking statement involves risks and uncertainties and that any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. In light of these and other risks and uncertainties, the inclusion of forward-looking statements in this Document should not be regarded as representations or warranties by us that our plans and objectives will be achieved, and these forward-looking statements should be considered in light of various important factors, including those set forth in this section. Subject to the requirements of the Listing Rules, we do not intend publicly to update or otherwise revise the forward-looking statements in this Document, whether as a result of new information, future events or otherwise. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this Document are qualified by reference to this cautionary statement.

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In preparation for the [REDACTED], we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and exemption from compliance with the Companies (Winding up and Miscellaneous Provisions) Ordinance:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, our Company must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 of the Listing Rules may be waived by having regard to, among other considerations, our arrangements for maintaining regular communication with the Hong Kong Stock Exchange.

Our headquarters are based, and most of the business operations and assets of our Group, are managed and conducted in the PRC. Our executive Directors ordinarily reside in the PRC, and they play very important roles in our Company’s business operations. It is in our best interests for them to be based in places where our Group has significant operations. We consider it practically difficult and commercially unreasonable for us to arrange for two executive Directors to ordinarily reside in Hong Kong, either by means of relocation of our existing executive Directors or appointment of additional executive Directors. Therefore, our Company does not have, or does not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with Rules 8.12 and 19A.15 of the Listing Rules subject to the following conditions:

- (a) We have appointed Mr. Liu Mingming (劉鳴鳴), the Chairman of the Board and executive Director, and Mr. Ng Tung Ching Raphael (吳東澄), the joint company secretary, as our authorized representatives (the “**Authorized Representatives**”) pursuant to Rule 3.05 of the Listing Rules. The Authorized Representatives will act as our Company’s principal channel of communication with the Hong Kong Stock Exchange. The Authorized Representatives will be readily contactable by phone and email to promptly deal with inquiries from the Hong Kong Stock Exchange, and will also be available to meet with the Hong Kong Stock Exchange to discuss any matter within a reasonable period of time upon request of the Hong Kong Stock Exchange. Our Company has provided contact details of the Authorized Representatives to the Stock Exchange and will inform the Stock Exchange promptly in respect of any change in the authorized representatives;
- (b) When the Hong Kong Stock Exchange wishes to contact our Directors on any matter, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) and

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senior management team promptly at all times. Our Company will also inform the Hong Kong Stock Exchange promptly in respect of any changes in the Authorized Representatives. We have provided the Hong Kong Stock Exchange with the contact details (i.e., mobile phone number, office phone number, email address and fax number, if applicable) of all Directors to facilitate communication with the Hong Kong Stock Exchange. Our Directors will also provide the phone number of the place of his/her accommodation to the Authorized Representatives in the event that any Director expects to travel or otherwise be out of office;

- (c) All Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Hong Kong Stock Exchange within a reasonable period of time;
- (d) We have appointed Ping An of China Capital (Hong Kong) Company Limited as our Compliance Advisor upon the [REDACTED] pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED]. The Compliance Advisor will always have access to our Authorized Representatives, Directors, Supervisors and members of our senior management, who will act as the additional channel of communication with the Hong Kong Stock Exchange when the Authorized Representatives are not available. The contact details of the Compliance Advisor have been provided to the Hong Kong Stock Exchange;
- (e) The Authorized Representatives, Directors and other officers of our Company will provide promptly such information and assistance as the Compliance Advisor may reasonably require in connection with the performance of the Compliance Advisor’s duties as set forth in Chapter 3A of the Listing Rules. There will be adequate and efficient means of communication between our Company, Authorized Representatives, Directors and other officers of our Company and the Compliance Advisor, and, to the extent reasonably practicable and legally permissible, we will keep the Compliance Advisor informed of all communications and [REDACTED] between the Hong Kong Stock Exchange and us; meetings between the Hong Kong Stock Exchange and our Directors could be arranged through our Authorized Representatives or the Compliance Advisor, or directly with our Directors within a reasonable time frame. We will inform the Hong Kong Stock Exchange as soon as practicable in respect of any change of Authorized Representatives and/or the Compliance Advisor; and
- (f) The Company has designated staff members as the communication officer at the Company’s headquarters after the [REDACTED] who will be responsible for maintaining day-to-day communication with the Authorized Representatives, and the Company’s professional advisors in Hong Kong, including our legal advisor in

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Hong Kong and the Compliance Advisor, to keep abreast of any correspondences and/or inquiries from the Hong Kong Stock Exchange and report to the executive Directors to further facilitate communication between the Hong Kong Stock Exchange and the Company.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARY

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Hong Kong Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Hong Kong Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a Member of The Hong Kong Chartered Governance Institute;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Hong Kong Stock Exchange considers the following factors in assessing the “relevant experience” of the individual:

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Our Company has appointed Mr. Liang Chen (梁晨) (“**Mr. Liang**”), our Board secretary, as one of our joint company secretaries. The Company believes that it would be in the best interests of the Company and the corporate governance of the Group to have Mr. Liang as its joint company secretary, who has been the Board secretary since February 2011 and has extensive experience and familiarity with the Company’s compliance matters, capital operation, investor relationship management and corporate governance. Mr. Liang has the necessary nexus to the Board and close working relationship with management of the Company in order to perform the duties of a joint company secretary and to take the necessary actions

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in the most effective and efficient manner. However, Mr. Liang presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Mr. Ng Tung Ching Raphael (吳東澄) (“**Mr. Ng**”), an associate member of The Hong Kong Chartered Governance Institute, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary. Mr. Ng will provide assistance to Mr. Liang for an initial period of three years from the [REDACTED] to enable Mr. Liang to acquire the “relevant experience” under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Since Mr. Liang does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Liang may be appointed as a joint company secretary of our Company. Pursuant to paragraph 13 of Chapter 3.10 under the Guide for New Listing Applicants, the waiver will be for a fixed period of time (the “**Waiver Period**”) and on the following conditions: (i) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (ii) the waiver can be revoked if there are material breaches of the Listing Rules by the applicant. The waiver is valid for an initial period of three years from the [REDACTED], and is granted on the condition that Mr. Ng will work closely with Mr. Liang to jointly discharge the duties and responsibilities as company secretary and assist Mr. Liang in acquiring the relevant experience as required under Rules 3.28 and 8.17 of the Listing Rules. Mr. Ng will also assist Mr. Liang in organizing Board meetings and Shareholders’ meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. Mr. Ng is expected to work closely with Mr. Liang and will maintain regular contact with Mr. Liang, the Directors, the Supervisors and the senior management of our Company. The waiver will be revoked immediately if Mr. Ng ceases to provide assistance to Mr. Liang as a joint company secretary for the three-year period after the [REDACTED] or where there are material breaches of the Listing Rules by our Company. In addition, Mr. Liang will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance his knowledge of the Listing Rules during the three-year period from the [REDACTED]. Mr. Liang will also be assisted by (a) Compliance Advisor of our Company, particularly in relation to compliance with the Listing Rules; and (b) the Hong Kong legal advisor of our Company, on matters concerning our Company’s ongoing compliance with the Listing Rules and the applicable laws and regulations.

Before the expiration of the initial three-year period, the qualifications of Mr. Liang will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied. We will demonstrate that Mr. Liang, having benefited from the assistance of Mr. Ng for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

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WAIVER AND EXEMPTION IN RELATION TO THE 2023 SHARE OPTION INCENTIVE PLAN

Rule 17.02(1)(b) of the Listing Rules requires a [REDACTED] applicant to, *inter alia*, disclose in the document full details of all outstanding options and awards and their potential dilution effect on the shareholdings upon [REDACTED] as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding options or awards.

Paragraph 27 of Appendix D1A to the Listing Rules requires a [REDACTED] applicant to disclose, *inter alia*, particulars of any capital of any member of the group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement, provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees.

Under section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the document must state the matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the number, description and amount of any shares in or debentures of the company which any person has, or is entitled to be given, an option to subscribe for, together with the particulars of the option, that is to say, (a) the period during which it is exercisable; (b) the price to be paid for shares or debentures subscribed for under it; (c) the consideration (if any) given or to be given for it or for the right to it; and (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures must be specified in the document.

Pursuant to paragraphs 6 to 7 of Chapter 3.6 of the Guide for New Listing Applicants, the Hong Kong Stock Exchange would normally grant waivers from disclosing the names and addresses of certain grantees if the applicant could demonstrate that such disclosures would be irrelevant or unduly burdensome, subject to certain conditions specified therein.

As of the Latest Practicable Date, our Company had granted outstanding options under the 2023 Share Option Incentive Plan to 1,410 grantees (the “**Grantee(s)**”) to subscribe for an aggregate of 11,176,200 A Shares, representing approximately [REDACTED]% of the total number of Shares in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan. Among the outstanding options, two Directors (Mr. Huang Jianlian and Dr. Zheng Yanan), three members of senior management (Mr. Huang Qingsong, Ms. Tang Yi and Mr. Liang Chen), nine other connected persons of the Company, and 1,396 Grantees who are

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employees of our Group and are not Directors, Supervisors, members of senior management, consultants or connected persons of the Company were granted options to subscribe for 160,000 A Shares, 220,000 A Shares, 409,000 A Shares, and 10,387,200 A Shares, respectively. Save for the aforementioned, no options were granted to any Director, Supervisor, member of senior management, connected person or consultant of our Company. No options under the 2023 Share Option Incentive Plan will be further granted after [REDACTED] and all granted options have been granted to specific individuals under the 2023 Share Option Incentive Plan.

We have applied to (i) the Hong Kong Stock Exchange for a waiver from strict compliance with the requirements under Rule 17.02(1)(b) and paragraph 27 of Appendix D1A to the Listing Rules and (ii) the SFC for a certificate of exemption from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance pursuant to section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in connection with the disclosure of certain details relating to the 2023 Share Option Incentive Plan and the Grantees in this Document on the ground that the waiver and the exemption will not prejudice the interest of the [REDACTED] public and full compliance with such disclosure requirements would be unduly burdensome for our Company for the following reasons:

- (a) given that 1,410 Grantees are involved for the grant of outstanding options under the 2023 Share Option Incentive Plan, our Directors consider that it would be unduly burdensome to disclose in this Document full details of all the options granted by us to each of the Grantees, which would significantly increase the cost and time required for information compilation and document preparation for strict compliance with such disclosure requirements as the Company would need to collect and verify the addresses of a large number of the Grantees to meet the disclosure requirement;
- (b) the disclosure of the personal details of each Grantee, including their names, addresses for the Grantees and the number of options granted, may require obtaining consent from all the Grantees in order to comply with personal data privacy laws and principles and it would be unduly burdensome for our Company to obtain such consents given the number of the Grantees;
- (c) the grant and exercise in full of the options under the 2023 Share Option Incentive Plan will not cause any material adverse impact to the financial position of our Group;
- (d) there will not be any new H Shares issued under the 2023 Share Option Incentive Plan as the foregoing plan is an A-share incentive scheme;

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- (e) our Directors consider that non-compliance with the above disclosure requirements would not prevent our Company from providing potential [REDACTED] with sufficient information for an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Group;
- (f) full disclosure of details of the Grantees (which include their names and addresses), as well as the options granted to each of them, would provide the Group’s competitors with the Group’s employees’ compensation details and facilitate their soliciting activities which may impact the Group’s ability to recruit and retain valuable personnel;
- (g) material information on the options under the 2023 Share Option Incentive Plan has been disclosed in “Appendix IV — Statutory and General Information — 2023 Share Option Incentive Plan” to provide prospective [REDACTED] with sufficient information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the options in making their [REDACTED] decision, and such information includes:
 - (i) a summary of the terms of the 2023 Share Option Incentive Plan;
 - (ii) the aggregate number of A Shares subject to the outstanding options and the percentage in our total issued Shares of which such number represents;
 - (iii) the potential dilutive effect and the impact on earnings per Share upon full exercise of the options and the issue of new Shares in respect of the options immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the 2023 Share Option Incentive Plan, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]); and
 - (iv) the details of the outstanding options granted under the 2023 Share Option Incentive Plan by the range of underlying A Shares, including date of grant, vesting period, exercise price and the percentage of our Company’s total issued share capital represented upon completion of the [REDACTED].

In light of the above, our Directors believe that the grant of the waiver and exemption sought under this [REDACTED] and the non-disclosure of the required information will not hinder potential [REDACTED] from making an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group and will not prejudice the interest of the public [REDACTED].

WAIVERS AND EXEMPTION

The Stock Exchange [has granted] to us a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix D1A to the Listing Rules with respect to the options granted under the 2023 Share Option Incentive Plan, subject to the conditions that:

- (a) the grant of a certificate of exemption from strict compliance with the relevant Companies (Winding Up and Miscellaneous Provisions) Ordinance requirements by the SFC;
- (b) on an individual basis, full details of the outstanding options granted by the Company under the 2023 Share Option Incentive Plan to each of the Directors, Supervisors, members of the senior management, consultants and connected persons of the Company, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix D1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, be disclosed in this Document;
- (c) in respect of the options granted by our Company under the 2023 Share Option Incentive Plan to the remaining Grantees other than those referred to in subparagraph (b) above (the “**Other Grantee(s)**”), the following details will be disclosed in this Document, on an aggregate basis, and categorized into lots based on numbers of A Shares underlying each individual Grantee, being (i) less than 10,000 A Shares; (ii) 10,000 to 50,000 A Shares; and (iii) more than 50,000 A Shares, and for each lots of A Shares: (i) the number of the Other Grantees and the number of A Shares underlying the options, (ii) date of grant, vesting period, and exercise price of the options granted, and (iii) the percentage of our Company’s total issued share capital represented by such lots upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the 2023 Share Option Incentive Plan, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]);
- (d) the aggregate number of A Shares underlying the outstanding options and the percentage of our Company’s total issued share capital represented by such number of A Shares as of the Latest Practicable Date will be disclosed in this Document;
- (e) a summary of the principal terms of the 2023 Share Option Incentive Plan will be disclosed in the section headed “Appendix IV — Statutory and General Information — 2023 Share Option Incentive Plan” in this Document;
- (f) the particulars of this waiver are set out in this Document; and
- (g) a full list of all the Grantees with outstanding options over A Shares under the 2023 Share Option Incentive Plan, containing all details as required under Rule 17.02(1)(b) of and paragraph 27 of Appendix D1A to the Listing Rules and

WAIVERS AND EXEMPTION

paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance be made available for public inspection in accordance with “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display — Document Available for Inspection” in Appendix V to this Document.

The SFC [has granted] us a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance with respect to the options granted under the 2023 Share Option Incentive Plan, subject to the conditions that:

- (a) on an individual basis, full details of the outstanding options granted by the Company under the 2023 Share Option Incentive Plan to each of the Directors, Supervisors, members of the senior management, consultants and connected persons of our Company, are disclosed in this Document, and such details include all the particulars required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance;
- (b) with respect to the options granted to the Other Grantees, the following details will be disclosed in this Document, on an aggregate basis, and categorized into lots based on numbers of A Shares underlying each individual Grantee, being (i) less than 10,000 A Shares; (ii) 10,000 to 50,000 A Shares; and (iii) more than 50,000 A Shares, and for each lots of A Shares: (i) the number of the Other Grantees and the number of A Shares underlying the options, (ii) date of grant, vesting period, and exercise price of the options granted, and (iii) the percentage of our Company’s total issued share capital represented by such lots upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the 2023 Share Option Incentive Plan, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]);
- (c) a full list of all the Grantees with outstanding options over A Shares under the 2023 Share Option Incentive Plan, containing all details as required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, be made available for public inspection in accordance with “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display — Document Available for Inspection” in Appendix V to this Document;
- (d) the particulars of the exemption be set forth in this Document; and
- (e) this Document will be issued on or before [REDACTED].

WAIVERS AND EXEMPTION

[REDACTED]

WAIVERS AND EXEMPTION

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. Liu Mingming (劉鳴鳴)	No. 76, Yunhai Villa, Huangcuo Siming District Xiamen, Fujian Province PRC	Chinese
Mr. Zhang Gaolu (章高路)	Room 104, Building 1 Wangjiangyuan Community 197 Jiangbin West Avenue Taijiang District Fuzhou, Fujian Province PRC	Chinese
Mr. Zhang Qingmiao (張清苗)	Huxi Living Area (1st and 2nd Floors Upper Left Unit of Yuan Liu Er Lou) 6 Xinghua Road Siming District Xiamen, Fujian Province PRC	Chinese
Mr. Huang Jianlian (黃建聯)	Unit 3-102, Building 3, Block 4 Green Garden New City Haicang District Xiamen, Fujian Province PRC	Chinese

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

Name	Address	Nationality
Non-executive Directors		
Dr. Zheng Yanan (鄭亞南)	Unit 17, Block 1, Lijing Garden Shunyi District Beijing PRC	Chinese
Mr. Dai Fan (戴凡)	Room 102, Unit 2, Building 1 Fucheng Garden 89 Bei Si Huan East Road Chaoyang District Beijing PRC	Chinese (Hong Kong)
Independent Non-executive Directors		
Dr. Zhao Bei (趙蓓)	Room 701, Baicheng Building 28 Xiamen University Siming District Xiamen, Fujian Province PRC	Chinese
Ms. Zhang Mei (張梅)	No. 107, Block 15, Fulu Fang 3 Gongmao Road, Jinyu Village Shangjie Town, Minhou County Fuzhou, Fujian Province PRC	Chinese
Mr. Zhang Yueping (張躍平)	Room 601, Building 4 240 Lvling Road Siming District Xiamen, Fujian Province PRC	Chinese
Dr. Liu Xiaofeng (劉曉峰)	Flat E, 30/F, Pine Mansion Harbour View Gardens 26 Taikoo Wan Road Taikoo Shing Hong Kong	Chinese (Hong Kong)

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

SUPERVISORS

Name	Address	Nationality
Mr. Zhang Guangxi (張光璽)	No. 137 Xi Dao Kou Fengtai District Beijing PRC	Chinese
Mr. Zhang Wei (張偉)	Room 227-1001, Dong Hai Wan Maluan Bay Metro Community Fulian Erli Haicang District Xiamen, Fujian Province PRC	Chinese
Ms. Wang Xiaojiao (王小嬌)	Room 521, Unit 5, Building 1 Yang Yun Apartment Xiayang South Road Haicang District Xiamen, Fujian Province PRC	Chinese

For further details on our Directors and Supervisors, see the section headed “Directors, Supervisors and Senior Management”.

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors and [REDACTED]

Goldman Sachs (Asia) L.L.C.

68/F, Cheung Kong Center
2 Queen’s Road Central
Hong Kong

China International Capital Corporation

Hong Kong Securities Limited

29/F, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

[REDACTED]

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

Legal Advisors to our Company

As to Hong Kong and U.S. laws

Davis Polk & Wardwell

10/F, The Hong Kong Club Building
3A Chater Road
Central
Hong Kong

As to PRC laws

Tian Yuan Law Firm

Suite 509, Tower A, Corporate Square
35 Financial Street
Xicheng District
Beijing, PRC

**Legal Advisors to the Joint Sponsors and
the [REDACTED]**

As to Hong Kong and U.S. laws

Clifford Chance

27/F, Jardine House
One Connaught Place
Central
Hong Kong

As to PRC laws

Haiwen & Partners

20/F, Fortune Financial Center
5 Dong San Huan Central Road
Chaoyang District
Beijing, PRC

**Reporting Accountants and
Independent Auditor**

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

Industry Consultant

**Frost & Sullivan (Beijing) Inc.,
Shanghai Branch Co.**

Suite 2504, Wheelock Square
1717 Nanjing West Road
Shanghai, China

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

Compliance Advisor

Ping An of China Capital (Hong Kong)

Company Limited

Units 3601, 07 & 11-13

36/F, The Center

99 Queen’s Road Central

Hong Kong

[REDACTED]

CORPORATE INFORMATION

Registered Office	No. 2508, Xinyang Road Haicang District Xiamen, Fujian Province PRC
Headquarters and Principal Place of Business in the PRC	No. 2508, Xinyang Road Haicang District Xiamen, Fujian Province PRC
Principal Place of Business in Hong Kong	46/F, Hopewell Centre 183 Queen’s Road East Wanchai Hong Kong
Company’s Website	<u>www.anjoyfood.com</u> <i>(The information contained in this website does not form part of this Document)</i>
Joint Company Secretaries	Mr. Liang Chen (梁晨) No. 2508, Xinyang Road Haicang District Xiamen, Fujian Province PRC Mr. Ng Tung Ching Raphael (吳東澄) <i>(Associate Member of The Hong Kong Chartered Governance Institute)</i> 46/F, Hopewell Centre 183 Queen’s Road East Wanchai Hong Kong
Authorized Representatives	Mr. Liu Mingming (劉鳴鳴) No. 2508, Xinyang Road Haicang District Xiamen, Fujian Province PRC Mr. Ng Tung Ching Raphael (吳東澄) 46/F, Hopewell Centre 183 Queen’s Road East Wanchai Hong Kong

CORPORATE INFORMATION

Audit Committee	Ms. Zhang Mei (張梅) (<i>Chairperson</i>) Mr. Dai Fan (戴凡) Dr. Zhao Bei (趙蓓)
Nomination Committee	Mr. Zhang Yueping (張躍平) (<i>Chairperson</i>) Mr. Liu Mingming (劉鳴鳴) Ms. Zhang Mei (張梅)
Remuneration and Evaluation Committee	Dr. Zhao Bei (趙蓓) (<i>Chairperson</i>) Mr. Zhang Gaolu (章高路) Mr. Zhang Yueping (張躍平)
Strategy Committee	Mr. Liu Mingming (劉鳴鳴) (<i>Chairperson</i>) Mr. Zhang Qingmiao (張清苗) Mr. Huang Jianlian (黃建聯)
Sustainability Committee	Mr. Liu Mingming (劉鳴鳴) (<i>Chairperson</i>) Mr. Zhang Qingmiao (張清苗) Dr. Zheng Yanan (鄭亞南) Mr. Huang Jianlian (黃建聯) Mr. Zhang Yueping (張躍平)

[REDACTED]

Principal Banks	China Everbright Bank, Xiamen Branch Floor 1-7, Mingfang Building No. 160 Hubin Middle Road Siming District Xiamen, Fujian Province PRC China Construction Bank, Xiamen Xinyang Sub-branch Floor 1-2, West Side No. 19 Xincheng Road, Xinyang Street Haicang District Xiamen, Fujian Province PRC
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INDUSTRY OVERVIEW

The information and statistics set out in this section and other sections of this Document were extracted from the F&S Report, a market research report prepared by Frost & Sullivan, an independent global consulting firm that was commissioned by the Company, and from various official government publications and available resources from public market research. The Company engaged Frost & Sullivan to prepare the F&S Report in connection with the [REDACTED]. The information from official government sources has not been independently verified by us, the Joint Sponsors, the [REDACTED], any of the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of their respective directors and advisers, or any other persons or parties involved in the [REDACTED] (other than Frost & Sullivan), and no representation is given as to its accuracy. For discussion of risks related to the Group’s industry, see “Risk Factors — Risks Relating to Our Industry and Business” in this Document.

OVERVIEW OF GLOBAL QUICK-FROZEN FOOD INDUSTRY

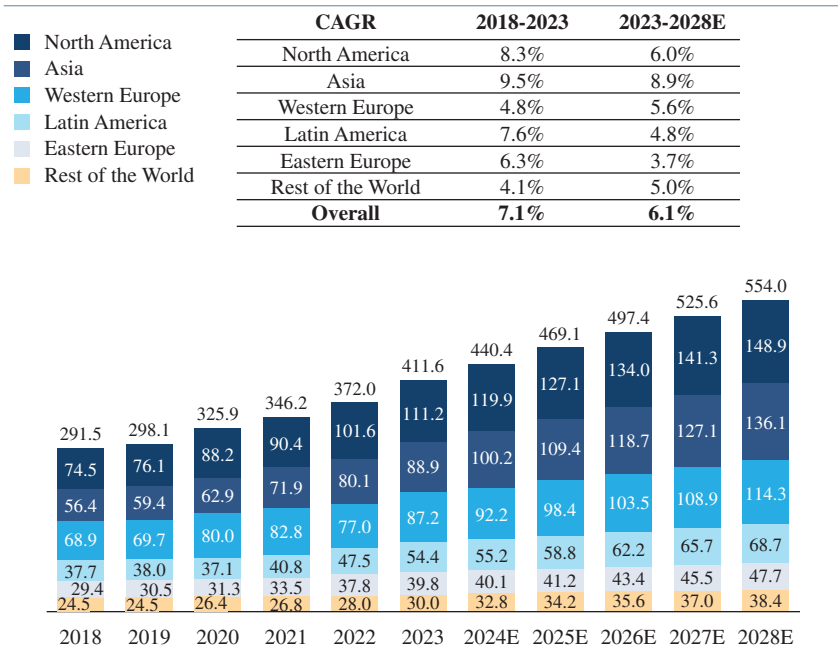
Quick-frozen food refers to pre-packaged food, designed for dining settings, that is made from major raw materials such as aquatic ingredients, meat, grains, powdered ingredients and beans to which water, oil, condiments and other auxiliary materials are added, and which is processed through washing, cutting, seasoning, marinating, cooking and quick-freezing process. The quick-freezing process rapidly lowers the food’s thermal center temperature to below -18°C. Quick-frozen food should be stored, transported, and sold at such temperature.

In recent years, the global quick-frozen food industry has witnessed significant growth, building on an already robust foundation. From 2018 to 2023, the market size of the global quick-frozen food industry grew at a CAGR of 7.1%, reaching USD411.6 billion by 2023. Looking ahead, the global quick-frozen food industry is expected to grow steadily, driven by factors such as increasing penetration among customers, diversification of product categories, technological advancements and enhanced infrastructure. From 2023 to 2028, the global quick-frozen food industry is expected to grow at a CAGR of 6.1%. On a regional scale, North America, Asia and Western Europe represent the largest regional markets globally. In 2023, the Asian quick-frozen food market reached USD88.9 billion and is expected to lead the growth rate among the markets of all regions at a CAGR of 8.9% over the next five years.

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Market Size of Quick-Frozen Food Industry in the World, by Revenue, breakdown by region

USD Billion, 2018-2028E



Source: Frost & Sullivan

Overview of the Major Markets for Quick-Frozen Food

The global quick-frozen food industry is at varying development stages across different countries. China is the world’s second-largest market for quick-frozen food products, which remains in a growth phase, with substantial room for expansion. Southeast Asia as an emerging market is developing rapidly, showing swift increases in both market size and industry concentration. For countries such as United Kingdom, the United States and Japan, quick-frozen food industries in these countries have reached a mature stage which is characterized by steady growth and high market concentration.

Market Size and Industry Concentration of Quick-frozen Food Industry in Selected Countries and Regions

Country / Region	Market Size of Quick-frozen Food Industry (2023)	CAGR of Market Size (2023-2028E)	Market Share of Top Five Companies (in terms of Revenue in 2023)
United States	USD61.1 Billion	7.4%	~ 43%
China	USD30.9 Billion	10.0%	~ 15%
Germany	USD16.5 Billion	4.6%	~ 35%
United Kingdom	USD11.4 Billion	5.3%	~ 40%
Japan	USD9.7 Billion	2.8%	~ 70%
Southeast Asia	USD10.0 Billion	14.4%	< 5%
– Indonesia	USD3.0 Billion	14.1%	< 8%
– Philippines	USD1.1 Billion	13.6%	< 5%
– Thailand	USD1.0 Billion	15.1%	< 7%

Source: Frost & Sullivan

INDUSTRY OVERVIEW

- ***Quick-frozen food industry in China.*** With a market size of USD30.9 billion in 2023, China represents the second largest market in this industry, and the quick-frozen food industry in China is still in its growth phase compared to mature markets. With recovery in growth of the catering industry, rising individual customer and household consumption, and increasing penetration among both businesses and individual customers, China’s quick-frozen food industry is projected to grow rapidly at a CAGR of 10.0% from 2023 to 2028. On the other hand, the industry remains relatively fragmented, with the top five market players holding only 15% market share in terms of revenue in 2023 — far below the concentration rates of mature markets (i.e. 43% in the United States, 40% in the United Kingdom, and 70% in Japan). This suggests considerable potential for further market consolidation. Per capita consumption of quick-frozen food in China was 9.8 kilograms in 2023, substantially lower than in mature markets (i.e. 62.2 kilograms in the United States, 44.9 kilograms in the United Kingdom, and 24.6 kilograms in Japan).
- ***Quick-frozen food industry in Southeast Asia.*** Southeast Asia’s quick-frozen food industry as a late starter experienced rapid growth reaching a market size of approximately USD10 billion in 2023, and is projected to grow at a CAGR of 14.4% from 2023 to 2028. Meanwhile, the industry remains highly fragmented, with the top five market players holding a combined market share of below 5% in terms of revenue in 2023. There is no dominant local company, suggesting significant opportunities for further consolidation. The region’s large population and rising trend for convenient dining make it particularly receptive to quick-frozen food products, especially those popular in China. The substantial halal food market, especially in Indonesia — home to the world’s largest halal food consumption population — presents a unique opportunity, as quick-frozen foods are produced with consistent process and quality. Furthermore, Southeast Asia’s established reputation in the halal food sector is likely to enhance the recognition of major market players in the global halal market.
- ***Quick-frozen food industry in mature markets.*** In countries such as the United States, the United Kingdom and Japan, the quick-frozen food industry is well-established, characterized by its large market size and high market concentration. In recent years, the overseas expansion of Chinese brands and culture has led to a steady increase in the penetration of Chinese cuisine globally. The global market for Chinese cuisine restaurants is witnessing rapid growth at a CAGR of 8.2% from 2023 to 2028. As a result, the export market for quick-frozen flavored and processed products is expected to enter a phase of accelerated growth. In the catering industry, catering businesses specialized in hot pot and malatang are leading the overseas expansion, with robust momentum in global markets. The overseas hot pot catering market is projected to reach USD63.8 billion by 2028, with a CAGR of 9.8% from 2023 to 2028, presenting significant growth opportunities for quick-frozen flavored and processed products in conjunction with the global expansion of hot pot and similar culinary styles. The global quick-frozen food market is witnessing a rising acceptance of quick-frozen food among businesses and individual customers, with the customer base progressively expanding beyond Chinese communities, demonstrating sustained growth potential.

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Different regions around the world offer different food ingredients, which enable global procurement and production, which creates cost advantages for developing localized operations. This presents an opportunity for companies to develop high-end products by sourcing raw materials from premium production regions.

OVERVIEW OF CHINA’S QUICK-FROZEN FOOD INDUSTRY

Quick-frozen food in China mainly includes quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products, along with others such as quick-frozen soup products.

- ***Quick-frozen flavored and processed products.*** Quick-frozen flavored and processed products refer to pre-packaged food that is made from aquatic ingredients and/or meat as the main raw materials, combined with other ingredients such as grains, beans and eggs, plus condiments. Quick-frozen flavored and processed products are mainly produced through seasoning and shaping process, followed by quick-freezing.
- ***Quick-frozen prepared dishes.*** Quick-frozen prepared dishes refer to pre-packaged dish products that are made from aquatic ingredients and/or meat as the main raw materials, combined with other ingredients and condiments. Quick-frozen prepared dishes products undergo pre-processing (such as cutting, mixing, marinating, kneading, shaping and seasoning) and/or pre-cooking (such as frying, deep-frying, baking, boiling or steaming) process, followed by quick-freezing process. They mainly include semi-finished and finished dish products which require heating or cooking before final consumption.
- ***Quick-frozen flour and rice products.*** Quick-frozen flour and rice products refer to pre-packaged food that is made from grains such as wheat, rice, corn and other cereal products as the main raw materials, combined with other ingredients and condiments. They are processed through pre-cooking and quick-freezing.

Market Size of China’s Quick-Frozen Food Industry

Compared to markets with well-established quick-frozen food industries such as Japan and the United States, China’s quick-frozen food industry is in the development phase. The industry experienced rapid growth from 2018 to 2023 at a 13.6% CAGR, reaching RMB217.7 billion in 2023. China’s quick-frozen food industry is set for continued expansion, driven by several factors including growing demand from the catering businesses, increased household consumption due to increasing penetration among individual customers, improved product quality and nutrition and enhanced cold chain infrastructure. With a projected CAGR of 10.0% from 2023 to 2028, the industry is expected to outpace other food and beverage related industries such as staple food, snacks, oil, condiments and liquid milk, indicating strong growth potential.

INDUSTRY OVERVIEW

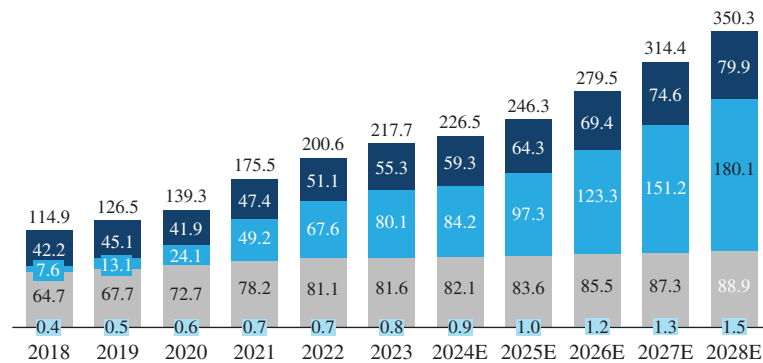
Overview of China’s Quick-Frozen Food Industry

Market Size of China’s Quick-Frozen Food, in Terms of Revenue, Breakdown by Product Category

Market Size of Quick-Frozen Food Industry in China, in terms of Revenue, breakdown by product category

RMB Billion, 2018-2028E

	CAGR	2018-2023	2023-2028E
Quick-Frozen Flavored and Processed Products		5.6%	7.6%
Quick-Frozen Prepared Dishes		60.1%	17.6%
Quick-Frozen Flour and Rice Products		4.7%	1.7%
Others		17.3%	13.1%
Overall		13.6%	10.0%



Source: Frost & Sullivan

Driving Factors for China’s Quick-Frozen Food Industry

Increasing Chain Rate in China’s Catering Market

The chain rate in China increased from 12.8% in 2018 to 21.5% in 2023. While this rate remains lower than those of mature markets (approximately 55% in the United States and approximately 50% in Japan), it is expected to continue rising. These restaurant chains encompass diverse Chinese catering formats, including hot pot, malatang and barbecue, all of which generate significant demand for standardized and prepared ingredients. Quick-frozen food companies are well-positioned to meet the needs of these restaurant chains by providing quality products that ensure consistent taste across multiple locations.

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Group Catering Businesses’ Pursuit of Standardization, Quality, and Efficiency

The group catering market, with a market size of RMB1,972.8 billion in 2023, is characterized by suppliers primarily offering meals and services in a group setting. This market has witnessed rapid growth in recent years, with a projected CAGR of 10.0% from 2023 to 2028. Group catering requires a high level of standardization and quality assurance, particularly regarding food safety, consistent quality, and operational efficiency, all of which align seamlessly with the characteristics of quick-frozen food. Accordingly, the quick-frozen food industry is expected to benefit significantly from the expansion of the group catering market.

Growth of Western Cuisine

In 2023, China’s western cuisine market reached RMB862.2 billion, accounting for 16.3% of the overall catering market. From 2023 to 2028, this market is expected to grow at a CAGR of 10.7%, outpacing the overall China’s catering market. This growth is driven by Western dishes becoming more localized, menu options diversifying, and expanding into lower-tier cities. Additionally, the widespread use of quick-frozen foods in western cuisine restaurants is driving the growth of the quick-frozen food industry.

Increasing Penetration Among Individual Customers in the Household Consumption Scenarios

Quick-frozen foods offer significant convenience and variety, effectively addressing the time constraints faced by household customers in an increasingly fast-paced lifestyle. This growing demand is further supported by the rise in disposable income, as Chinese residents’ per capita disposable income grew from RMB28,228 in 2018 to RMB39,218 in 2023, at a CAGR of 6.8%. As purchasing power increases, customers are seeking greater variety, better quality, more convenient and better tasting options, which has led to higher adoption of quick-frozen food products in households, making them an essential part of daily life.

Enhanced Cold Chain Infrastructure as a Solid Foundation

China’s quick-frozen food industry has experienced steady growth, driven by improvements on the supply side, including the availability of raw materials, advancements in technologies, and the development of cold chain infrastructure. China is the largest producer of pork and a major producer of poultry and aquatic ingredients, ensuring a stable and sufficient supply of raw materials for quick-frozen food production. Advancements in technologies, such as automation and smart technologies, have enabled companies to swiftly respond to evolving market demand. Cold chain infrastructure, particularly the expansion of refrigerated trucks, has laid a solid foundation for the development of the quick-frozen food industry. From 2018 to 2023, the number of refrigerated trucks increased from 180,000 to 432,000, supporting the industry’s growth. This infrastructure improvement contributed to the expansion of the cold chain logistics market, which grew from RMB289 billion in 2018 to RMB517 billion in 2023, with a CAGR of 12.3%. The enhanced cold chain infrastructure has

INDUSTRY OVERVIEW

improved transportation efficiency, reduced product losses, and established a more reliable distribution network. As a result, improvements on the supply side have led to higher efficiency and lower operational costs for quick-frozen food companies, which resulted in more affordable products for end customers. At the same time, the increased efficiency and broader distribution network have expanded the variety and accessibility of products, providing customers with more choices, further promoting the growth of the quick-frozen food industry.

Future Industry Opportunities

- ***Industry consolidation expected to increase:*** As customer demands diversify and market competition intensifies, coupled with encouragement of M&A policies and the emergence of M&A opportunities, the consolidation of the quick-frozen food industry is expected to accelerate. In the past five years, the market share of the top five companies in the quick-frozen flavored and processed products industry increased from around 16% in 2018 to 22% in 2023. Companies that rely on single channel or product category may face growth limitations, struggling to meet the increasingly varied needs of customers. In contrast, companies with a comprehensive product portfolio and omni-channel strategies will be able to expand further. These businesses, with strong supply chain integration, innovation capabilities, and widespread market reach, can better respond to market changes and leverage synergies between products and channels to enhance overall competitiveness.
- ***Expansion into global market:*** The global quick-frozen food industry is at varying stages of development across different countries. As demand for quick-frozen foods continues to grow worldwide, the internationalization of Chinese quick-frozen food products presents significant opportunities for future expansion. This shift reflects the increasing global demand for convenient and high-quality quick-frozen food, positioning Chinese companies to tap into international markets and fuel further growth in the global industry.
- ***Diversified consumption scenarios:*** The quick-frozen food industry is experiencing transformation, with an expanding presence across diverse consumption scenarios. In addition to traditional household and restaurant settings, there has been rapid expansion in venues such as tourist attractions, community convenience stores, canteens, and discount stores. At the same time, growing consumer awareness of food safety has led to increased demand for healthier, nutritious choices, making quick-frozen foods more popular.
- ***Nationwide product expansion and seasonal products available year-round:*** The quick-frozen food industry is increasingly expanding its geographic coverage, with regional specialties now available across the country. Additionally, seasonal festival foods are being offered year-round, driven by growing consumer demand for diverse, convenient catering options that cater to different tastes and occasions. This shift highlights the industry’s adaptability to evolving customer preferences, offering a wider range of products to suit various geographical and seasonal needs.

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Competitive Landscape of China’s Quick-Frozen Food Industry

The Group ranked first in China’s quick-frozen food industry, maintaining a dominant position with a market share of approximately 6.2% in 2023.

The following chart presents China’s top five quick-frozen food companies in terms of the revenue from quick-frozen food in 2023:

Ranking	Company name	Market share
1	The Group	6.2%
2	Company A	3.3%
3	Company B	3.1%
4	Company C	1.4%
5	Company D	1.0%

Source: Public information or filings of respective companies, Frost & Sullivan

Notes:

- (1) Company A is a private company established in 1997, with headquarter located in Zhengzhou, China. The company main products include quick-frozen dumpling, sweet dumplings, and other related food products.
- (2) Company B is a listed company established in 1992, with headquarter located in Zhengzhou, China. The company’s main products include quick-frozen dumplings, rice dumplings, and other related food products.
- (3) Company C is a private company established in 1978, with headquarter located in Hong Kong, China. The company’s main products include quick-frozen dumplings, steamed buns, and other related food products.
- (4) Company D is a private company established in 1975, with headquarter located in Taiwan, China. The company’s main products include quick-frozen meatballs, sausages and other related food products.

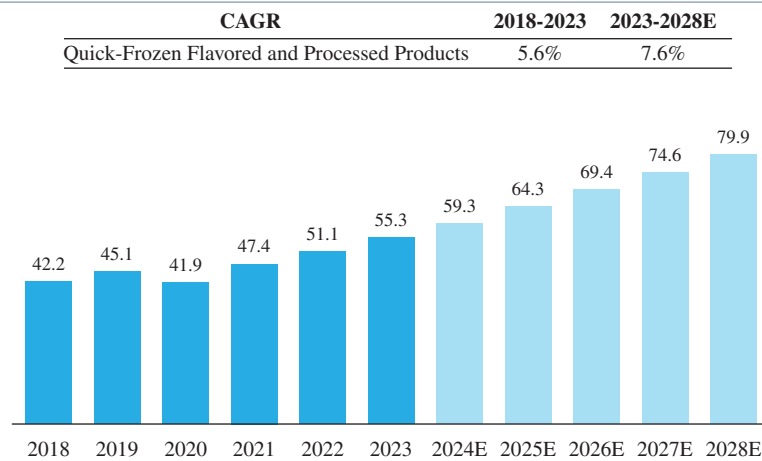
China’s Quick-Frozen Flavored and Processed Products Industry

China’s quick-frozen flavored and processed products industry has shown strong growth in recent years. In 2020, the restaurant businesses had limited operating hours due to public health incidents, coupled with production disruptions on the supply side, which limited the industry’s growth that year. Between 2018 and 2023, the industry’s market size grew at a CAGR of 5.6%, reaching RMB55.3 billion in 2023. China’s quick-frozen flavored and processed products industry is expected to grow rapidly with a projected CAGR of 7.6% from 2023 to 2028, driven by several factors including increasing diversification of dining options like hot pot, malatang and barbecue, and increasing demand for premium products.

INDUSTRY OVERVIEW

Market Size of Quick-Frozen Flavored and Processed Products Industry in China, in terms of Revenue

RMB Billion, 2018-2028E



Source: Frost & Sullivan

Competitive Landscape of China’s Quick-Frozen Flavored and Processed Products Industry

In 2023, the Group ranked first in China’s quick-frozen flavored and processed products industry in terms of the revenue. The following chart presents China’s top five quick-frozen flavored and processed products companies in terms of the revenue in 2023:

Ranking	Company name	Market share
1	The Group	12.7%
2	Company D	2.8%
3	Company E	2.3%
4	Company F	2.2%
5	Company G	2.0%

Source: Public information or filings of respective companies, Frost & Sullivan

Notes:

- (1) Company E is a listed company established in 2005, with headquarter located in Fuzhou, China. The company’s main products include quick-frozen meatballs, fish balls, and other related food products.
- (2) Company F is a private company established in 2004, with headquarters located in Zhangzhou, China. The company’s main products include frozen meatballs, sausages, and other related food products.
- (3) Company G is a listed company founded in 2005, with headquarters located in Weifang, China. The company’s main products include frozen meatballs, sausages, and other related food products.

INDUSTRY OVERVIEW

Future Trend of China’s Quick-Frozen Flavored and Processed Products Industry

- *Enhanced popularity and market penetration in both catering and household consumption.* In the catering industry, the increasing penetration rate of chain operations has driven increased demand for standardized and safety-compliant catering solutions. Quick-frozen flavored and processed products effectively address these requirements through customized solutions for chain restaurants, leading to enhanced market penetration. For individual customers, the growing prevalence of new retail and e-commerce platforms has significantly broadened the market reach of quick-frozen flavored and processed products, enabling access to a wider customer base, and, as a result, driving the increase of the household consumption.
- *The quick-frozen flavored and processed products with high quality at competitive prices have significant expansion potential.* Customer demand for quality quick-frozen flavored and processed food products at competitive prices continues to rise, driven by increasing emphasis on nutritional value and food safety. The growing chain rate and increasing average customer spending in certain scenarios, such as hot pot, are stimulating demand for these products. In addition, the rapid development of new consumption scenarios in China, including tourist attractions, community convenience stores, canteens, and discount stores, is fostering customer habits for quick-frozen food products such as roasted pork sausage. The lock-fresh product line represents an example of the upgrade trend in quick-frozen flavored and processed food products.

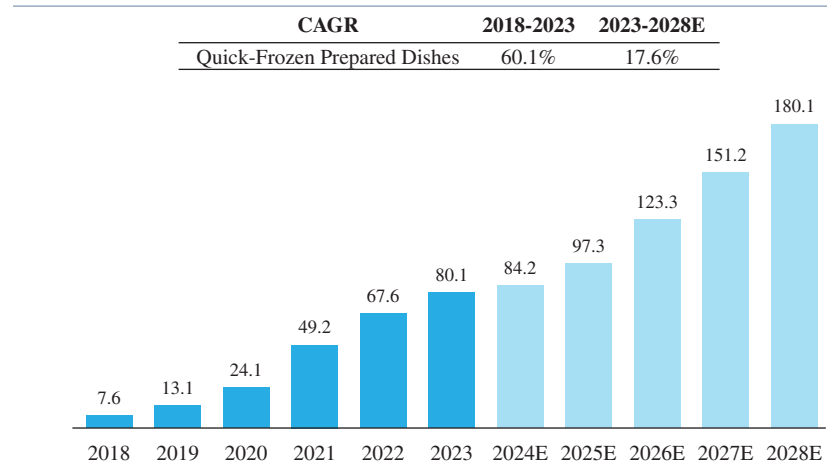
China’s Quick-Frozen Prepared Dishes Industry

China’s quick-frozen prepared dishes industry is in its early stages but has seen dramatic growth, with a CAGR of 60.1% from 2018 to 2023, reaching RMB80.1 billion by 2023. Fast growing quick-frozen prepared dishes industry is primarily driven by the escalating demand from both catering businesses and individual customers. Catering businesses, that are characterized by chain operations that emphasize standardization and efficiency, have seen increased demand for quick-frozen prepared dishes alongside the rising penetration rate of chain operations. For individual customer, there is an emerging need for convenient cooking amidst a fast-paced lifestyle which has led to a growing preference for quick-frozen prepared dishes in household consumption. The Chinese market shows stronger acceptance of new products, particularly prepared dishes such as seasoned crayfish-related products and seasoned chicken products. The industry is projected to maintain strong growth with a CAGR of 17.6% from 2023 to 2028.

INDUSTRY OVERVIEW

Market Size of Quick-Frozen Prepared Dishes Industry in China, in terms of Revenue

RMB Billion, 2018-2028E



Source: Frost & Sullivan

Competitive Landscape of China’s Quick-Frozen Prepared Dishes Industry

The Group ranked first in China’s quick-frozen prepared dishes industry in terms of revenue in 2023. The following chart presents China’s top five quick-frozen prepared dishes companies in 2023:

Ranking	Company name	Market share
1	The Group	4.9%
2	Company H	1.7%
3	Company I	1.6%
4	Company J	1.3%
5	Company K	0.9%

Source: Public information or filings of respective companies, Frost & Sullivan

Notes:

- (1) Company H is a private company established in 1993, with headquarter located in Chengdu, China. The company’s main products include quick-frozen crispy pork, spicy beef, and other related food products.
- (2) Company I is a listed company founded in 2001, with headquarter located in Zhanjiang, China. The company’s main products include quick-frozen flavored fish, crayfish, and other related food products.
- (3) Company J is a private company established in 2006, with headquarter located in Xiamen, China. The company’s main products include quick-frozen garlic-flavored spareribs, short ribs and other related food products.
- (4) Company K is a private company founded in 2006, with headquarter located in Putian, China. The company’s main products include quick-frozen oyster sauce beef strips, black fish fillets, and other related food products.

INDUSTRY OVERVIEW

The Future Trend of China’s Quick-Frozen Prepared Dishes Industry

China’s quick-frozen prepared dishes industry remains in its early stages. The industry was fragmented, with the top five companies holding only 10.4% of China’s market share in terms of revenue in 2023, highlighting significant room for improvement compared to mature markets. As demand for quality products and industry standards rises, companies committed to excellence are likely to gain competitive advantages. The introduction of national standards for China’s quick-frozen prepared dishes industry marks a significant regulatory shift, establishing a strong foundation for sustained growth.

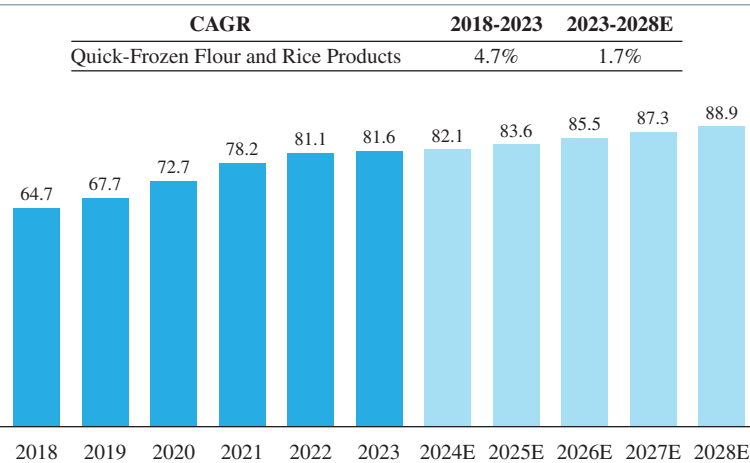
While product quality is a primary focus, supply chain and distribution capabilities are gaining importance. Quick-frozen prepared dishes stand out from other quick-frozen food products through their diverse taste profiles and greater product variety. As the industry matures and companies expand nationwide, efficient supply chains and distribution networks become increasingly crucial.

China’s Quick-Frozen Flour and Rice Products Industry

China’s quick-frozen flour and rice products industry has entered matured phase in recent years, showing distinct trends between traditional and emerging products. The industry’s market size grew at a CAGR of 4.7% from 2018 to 2023, reaching RMB81.6 billion by 2023. Several factors are expected to drive continued steady growth, including diversification of new products, consumer preferences, and expanding consumption scenarios. The industry expects a CAGR of 1.7% from 2023 to 2028. Traditional products like dumplings, sweet dumplings, and rice dumplings have reached maturity in the industry due to their deep integration into Chinese food culture and long development cycle, resulting in a stage for stable development. In contrast, emerging products like shumai and Chinese pancakes are experiencing relatively faster growth. These innovative offerings cater to evolving customer preferences, contributing to sustained demand and reflecting a shift toward more diversified product offerings in the industry.

Market Size of Quick-Frozen Flour and Rice Products Industry in China, in terms of Revenue

RMB Billion, 2018-2028E



INDUSTRY OVERVIEW

Competitive Landscape of China’s Quick-frozen Flour and Rice Products Industry

The Group ranked fourth in China’s quick-frozen flour and rice products industry in terms of revenue in 2023, while it ranked first in terms of revenue from emerging quick-frozen flour and rice products, which refers to quick-frozen flour and rice products other than traditional ones, namely dumplings, sweet dumplings, and rice dumplings, in the same year.

The following chart presents China’s top five quick-frozen flour and rice products companies in terms of revenue in 2023:

Ranking	Company name	Market share
1	Company A	8.7%
2	Company B	7.1%
3	Company C	3.7%
4	The Group	3.1%
5	Company L	1.5%

Source: Public information or filings of respective companies, Frost & Sullivan

Note:

- (1) Company L is a listed company established in 2012, with headquarter located in Zhengzhou, China. The company’s main products include quick-frozen Chinese fried dough, steamed buns and other related food products.

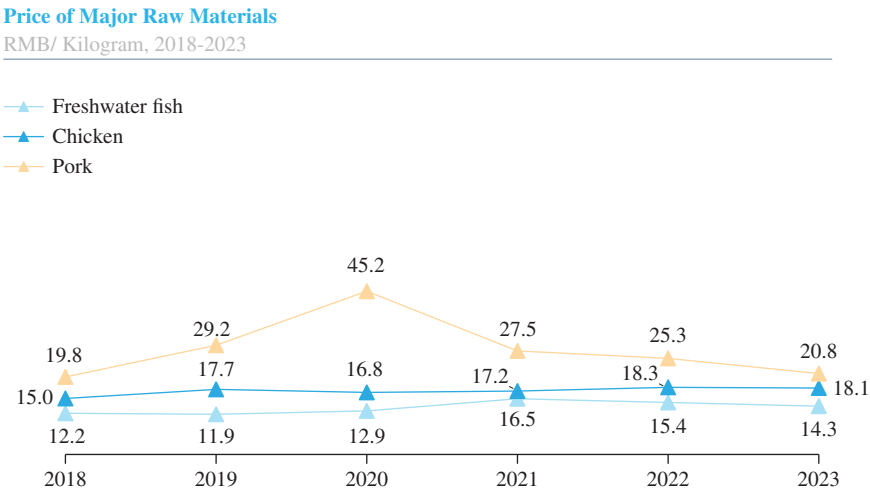
The Future Trend of China’s Quick-Frozen Flour and Rice Products Industry

The quick-frozen flour and rice products industry is increasingly characterized by diversification and innovation. Traditional quick-frozen flour and rice products such as dumplings, sweet dumplings, and rice dumplings have reached a mature stage after years of development. Meanwhile, emerging quick-frozen flour and rice products, such as Chinese pancake and shumai, are gaining popularity among customers due to their unique appeal and potential to tap into new market segments. These emerging quick-frozen flour and rice products are becoming key growth drivers of the industry, offering significant development opportunities. Furthermore, advancements and innovation in production processes are expected to expand the variety of quick-frozen flour and rice products, catering to customers’ evolving and diverse preferences.

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Historical Price Trends of Major Raw Materials

The chart below shows the price trends of major raw materials in the quick-frozen food industry. Due to the impact of public health incidents on fish farming, the supply of freshwater fish was reduced, leading to an increase in prices in 2021. By 2023, the price of freshwater fish reached RMB14.3 per kilogram. Chicken prices remained relatively stable throughout the period from 2018 to 2023, reaching RMB18.1 per kilogram in 2023. Pork prices, however, experienced fluctuations during the period. The outbreak of African swine fever in 2018 reduced the supply of live hogs, driving its price to a peak in 2020. As supply of pork subsequently recovered and demand weakened, pork prices declined, eventually decreasing to RMB20.8 per kilogram in 2023.



Source: Ministry of Commerce of the People’s Republic of China, Frost & Sullivan

SOURCE OF INFORMATION

In connection with the [REDACTED], we engaged Frost & Sullivan, an independent market research consultant, to conduct an analysis of, and to prepare a report about, the global quick-frozen food industry, China’s quick-frozen food industry, China’s quick-frozen flavored and processed products industry, China’s quick-frozen prepared dishes food industry and China’s quick-frozen flour and rice food industry. Frost & Sullivan is an independent global consulting firm, which was founded in 1961 in New York. It offers industry research and market strategies, and provides growth consulting and corporate training. In connection with the market research services provided, we have paid a fee of RMB500,000 to Frost & Sullivan, which we believe to be consistent with market rates.

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In compiling and preparing the Frost & Sullivan Report, Frost & Sullivan adopted the following assumptions: (i) the global social, economic and political environment is likely to remain stable in the five years from 2024 to 2028 (the “**Forecast Year**”), (ii) purchasing power is expected to continue to rise rapidly in emerging regions and to grow steadily in developed regions, (iii) the impact of the public health incidents is phased and temporary, China’s economy shows long-term positive fundamentals, and (iv) related industry drivers such as growing purchasing power and other key drivers are likely to drive the quick-frozen food industry in the Forecast Year.

Except as otherwise noted, all the data and forecasts contained in this section are derived from the Frost & Sullivan Report. Frost & Sullivan has prepared the Frost & Sullivan Report based on detailed primary research which involved discussing the status of quick-frozen food industry with certain leading industry participants and secondary research which involved reviewing company reports, independent research reports and data based on its own research database. Our Directors confirm that, after taking reasonable care, there has been no material adverse change in the overall market information since the date of the Frost & Sullivan Report that would materially qualify, contradict or have an impact on such information.

REGULATORY OVERVIEW

REGULATORY OVERVIEW

We are subject to a variety of PRC laws, rules and regulations affecting many aspects of our business. This section summarizes the principal PRC laws, rules and regulations that we believe are relevant to our business and operations.

LAWS AND REGULATIONS ON FOREIGN INVESTMENT

On December 29, 1993, the Standing Committee of the National People’s Congress (the “NPCSC”) issued the Company Law of PRC (《中華人民共和國公司法》) (the “**PRC Company Law**”), which was last amended on December 29, 2023. The PRC Company Law regulates the establishment, operation and management of corporate entities in China and classifies companies into limited liability companies and limited companies by shares.

On March 15, 2019, the National People’s Congress (the “NPC”) promulgated the Law of the PRC on Foreign Investment (《中華人民共和國外商投資法》) (the “**Foreign Investment Law**”), which became effective on January 1, 2020. On December 26, 2019, the State Council promulgated the Regulations on Implementing the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) (the “**Implementing Regulations of Foreign Investment Law**”), which came into effect on January 1, 2020. On September 6, 2024, the National Development and Reform Commission (the “NDRC”) and the Ministry of Commerce of the PRC (the “MOFCOM”) promulgated the Special Administrative Measures for Foreign Investment Access (Negative List) (Edition 2024) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “**Negative List**”), which became effective on November 1, 2024.

Pursuant to the Foreign Investment Law, the Implementing Regulations of Foreign Investment Law and the Negative List, the PRC implements a system of pre-entry national treatment plus negative list management for foreign investment. The Negative List specifies the areas in which investment is restricted, and foreign investors must meet the conditions set out in the Negative List to invest in those areas; areas outside the Negative List are managed in accordance with the principle of consistency between domestic and foreign investment.

In addition, according to the Negative List and the Provisions on the Administration of Foreign-Invested Telecommunications Enterprises (《外商投資電信企業管理規定》) promulgated by the State Council on December 11, 2001 and updated on March 29, 2022, the final foreign ownership of foreign-invested value-added telecommunications enterprises (except e-commerce business, domestic multi-party communication business, storage-and-forwarding business or call center business) is capped at 50%.

On December 30, 2019, the MOFCOM and the State Administration for Market Regulation (the “SAMR”) promulgated the Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》), which came into effect on January 1, 2020. According to the Measures for the Reporting of Foreign Investment Information, the foreign investors or foreign-invested enterprises shall submit investment information to the commerce authorities pursuant to the measures for carrying out investment activities directly or indirectly in PRC.

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LAWS AND REGULATIONS RELATING TO FOOD OPERATION

Food Safety

On February 28, 2009, the NPCSC promulgated the Food Safety Law, which came into effect on June 1, 2009 and was last revised by the NPCSC on April 29, 2021. On July 20, 2009, the State Council promulgated the Implementing Regulations of the Food Safety Law of the PRC (《中華人民共和國食品安全法實施條例》) (the “**Implementing Regulations of the Food Safety Law**”), which was last revised by the State Council on October 11, 2019 and came into effect on December 1, 2019. According to the Food Safety Law and the Implementing Regulations of the Food Safety Law, food producers and operators shall, in accordance with laws, regulations and food safety standards, engage in production and operation activities, establish a sound food safety management system, and take effective measures to prevent and control food safety risks, thus ensuring food safety.

According to the Food Safety Law, supervision duties related to food safety shall be undertaken by the State Council and its relevant departments. The State Council shall establish a food safety committee. The food safety supervision and administration departments under the State Council shall exercise supervision and administration over food production and operation activities. The health administrative department under the State Council shall organize the implementation of risk monitoring and risk assessment of food safety and shall formulate and issue national food safety standards in concert with the food safety supervision and administration departments under the State Council. The standardization administrative department under the State Council shall provide the reference codes for these national standards. Food safety standards are mandatory standards. No mandatory food standards other than food safety standards shall be formulated. Other relevant departments under the State Council shall carry out relevant food safety work.

Furthermore, the State has established a food safety traceability system. According to the relevant laws and regulations above, food producers and operators shall establish a whole process food safety traceability system, and truthfully record and keep information on procurement inspection, pre-delivery examination, food sales, etc. in accordance with the requirements, so as to ensure the traceability of food products. The food safety supervision and administration departments under the State Council shall establish a coordination mechanism for whole-process food safety traceability in collaboration with the agriculture administrative department and other related departments under the State Council.

On March 18, 2024, six departments, including the State Administration for Market Regulation, have jointly issued the “Notice on Enhancing the Safety Supervision of Prepared Dishes and Promoting the High-quality Development of the Industry” (《關於加強預製菜食品安全監管促進產業高質量發展的通知》). This notice, for the first time, clarifies the scope of prepared dishes and specifies the safety requirements at the national level. It provides strong support for supervision and regulatory enforcement, further promoting the healthy development of the prepared dishes industry and safeguarding food safety for the people.

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According to the “Notice on Enhancing the Safety Supervision of Prepared Dishes and Promoting the High-quality Development of the Industry”, prepared dishes are made from one or more edible agricultural products and their processed forms as raw materials, with or without the use of seasonings and other auxiliary materials, and without the addition of preservatives. They are industrially pre-processed (such as stirring, marinating, tumbling, shaping, stir-frying, frying, baking, boiling, steaming, etc.) and may or may not be accompanied by seasoning packs. These pre-packaged dishes comply with the storage, transportation, and sales conditions indicated on the product label and are intended to be consumed after heating or cooking. They do not include staple food products such as quick-frozen grain and rice products, convenience foods, boxed meals, covered dishes, steamed buns, pastries, roujiamo, bread, hamburgers, sandwiches, pizzas, etc.

In addition to defining the scope of prepared meals, the notice also puts forward general requirements for promoting the standardization system construction of prepared meals, strengthening food safety supervision of prepared meals, and promoting the high-quality development of the prepared meal industry in a coordinated manner.

Food Production and Operation Licensing

On January 2, 2020, the SAMR promulgated the Administrative Measures of Food Production Licensing (《食品生產許可管理辦法》) (the “**Administrative Measures of Food Production Licensing**”), which came into effect on March 1, 2020. According to the provisions of the Administrative Measures of Food Production Licensing, the food production license is subject to the principle of one license for one entity, which means a food producer shall obtain a food production license to engage in food production activities. The market supervision authorities shall implement classified licensing for food production. The SAMR shall be responsible for formulating general rules and detailed rules on reviewing food production licensing and shall adjust food categories according to the needs of supervision and management.

On June 15, 2023, the SAMR promulgated the Measures for the Administration of Food Operation Licensing and Registration (《食品經營許可和備案管理辦法》), which came into effect on December 1, 2023. According to the Measures for the Administration of Food Operation Licensing and Registration, the SAMR shall be responsible for guiding the national administration of food operation licensing and registration. In addition to certain statutory circumstances, anyone plans to engage in food sales and provide catering services within the territory of the PRC shall obtain a food operation permit in accordance with the law. Whoever sells prepackaged food only shall report to the local market regulatory department of the county or above where it is located for recordation. Food operators engaging in food operation activities at different operation sites shall obtain food operation licenses or make registration for record separately in accordance with the law. An application for a food operation permit shall be filed based on the main business form of the food trader and the category of the business item.

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According to the Food Safety Law, the Implementing Regulations of the Food Safety Law, the Administrative Measures of Food Production Licensing and the Measures for the Administration of Food Operation Licensing and Registration, the State implements a licensing system for the food production and operation and food additives. Enterprises engaging in food production, sales and catering services shall obtain a license in accordance with the law. The food production permit is valid for five years. Where the production or operation conditions of a food producer or operator change and no longer satisfy the requirements for food production or operation, the food producer or operator shall immediately take corrective measures and shall re-apply for the license in accordance with the law if necessary. For packaging materials with direct contact with food and other food-related products with higher risks, the production licensing shall be implemented in accordance with the relevant administrative provisions of the State on production licenses for industrial products. Food producers and operators engaging in food production and operation activities without obtaining a food production permit or those engaging in the production activities of food additives without obtaining a food additive production license, may be subject to confiscation of illegal gains, illegally produced and operated food and food additive products and tools, facilities and raw materials used for illegal production and operation. In addition, they may be subject to fines, orders of suspension of production and/or operation, detention and even criminal penalties.

On November 29, 2021, the SAMR promulgated the SAMR Announcement on Matters relating to the Record- filing for the Sale of Only Pre-packaged Food (《市場監管總局關於僅銷售預包裝食品備案有關事項的公告》), which stipulates that an entity trading in food but only for sale of pre-packaged food shall apply for the record-filing when registering for market entity registration. The record-filing formalities shall be completed before carrying out such businesses. Those who have obtained food operation licenses are not required to go through the record- filing before the expiration of their food operation licenses.

Food Recall System

On March 11, 2015, the China Food and Drug Administration (currently merged into the SAMR) promulgated the Administrative Measures for Food Recall (《食品召回管理辦法》, the “**Administrative Measures for Recall**”) which became effective on September 1, 2015 and amended on October 23, 2020.

According to the Administrative Measures for Recall, where food operators find that the food involved thereby is unsafe, they must immediately suspend the operations, inform relevant food producers and operators of the suspension of production and operation, recommend consumers stop eating, and take necessary measures to prevent and control food safety risks. Food producers knowing that any food produced and traded thereby is unsafe must voluntarily recall such food. Food producers and operators must faithfully record the name, trademark, specification, production date, batch number, quantity and other contents of unsafe food subject to the suspension of production and operation, recall and disposal. Records must be kept for at least two years.

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Where food operators violate the Food Safety Law and the Administrative Measures for Food Recall and do not immediately suspend operation or voluntarily recall unsafe food, follow the prescribed time limit to activate recall procedures, recall unsafe food products in accordance with the recall plan or dispose of unsafe food products, the food and drug administrative authorities shall issue warnings to them and impose fines between RMB5,000 and RMB30,000 on them.

LAWS AND REGULATIONS ON FEED PRODUCTION

According to the Regulations on Administration of Feed and Feed Additives (《飼料和飼料添加劑管理條例》), which became effective on May 29, 1999 and latest amended on March 1, 2017, and the Measures for the Administration of Feed and Feed Additives Production Licensing (《飼料和飼料添加劑生產許可管理辦法》), which became effective on July 1, 2012 and latest amended on January 7, 2022, applicants for the establishment of feed, including single ingredient feed, concentrated feed, compound feed and concentrate supplement, production enterprises shall file applications with the feed administration departments under people’s governments of provinces, autonomous regions and municipalities directly under the central government for a production license. Such production license is valid for a period of five years.

LAWS AND REGULATIONS ON ONLINE RETAIL BUSINESS

According to the E-Commerce Law of the PRC (《中華人民共和國電子商務法》) which was promulgated by the NPCSC on August 31, 2018 and became effective on January 1, 2019, e-commerce operators refer to natural persons, legal persons and unincorporated organizations that engage in business activities of selling commodities or offering services through the internet and other information networks, including e-commerce platform operators, intraplatform business operators and other e-commerce operators that sell commodities or offer services through a self-built website or other network services. An e-commerce operator shall, in business operation, abide by the principles of voluntariness, equality, fairness and good faith, observe the law and business ethics, fairly participate in market competition, perform obligations in aspects including protection of consumer rights and interests, environment, intellectual property rights, cybersecurity and individual information, assume responsibility for quality of products or services and accept the supervision by the government and the public.

E-commerce operators shall complete the market entity registration (unless no such registration is required by laws and administrative regulations) and obtain the relevant administrative licenses for conducting those operational activities which are required by law to obtain administrative licenses. Commodities sold or services offered by e-commerce operators shall meet the requirements to protect personal and property safety and the environmental protection requirements, and e-commerce operators shall not sell or provide any commodity or service prohibited by laws and administrative regulations. E-commerce operators shall (including without limitation): (i) continuously display its business license information and administrative license, or relevant information which indicates that it does not need to complete the market entity registration in a prominent position on its homepage; (ii) disclose information about commodities or services in a comprehensive, truthful, accurate and timely

REGULATORY OVERVIEW

manner so as to safeguard the consumers’ right to know and right of choice; (iii) deliver commodities or services according to its commitment or the ways and time limits as agreed upon with consumers, and bear the risks and responsibilities when commodities are in transit; and (iv) bring the tie-in sales of commodities or services to consumers’ attention in significant manner and shall not set tie-in commodities or services as default options. Where an e-commerce operator ceases to engage in e-commerce business, it shall continuously announce relevant information in a prominent position on its homepage 30 days in advance.

According to the Administrative Measures for the Supervision on Online Trading (《網絡交易監督管理辦法》) which was promulgated by the SAMR on March 15, 2021 and became effective on May 1, 2021, e-commerce operators shall obtain relevant administrative licenses required by law.

LAWS AND REGULATIONS RELATING TO FOREIGN TRADE

The Foreign Trade Law of the People’s Republic of China (《中華人民共和國對外貿易法》), the “**Foreign Trade Law**”) governs the order of foreign trade. The Foreign Trade Law was promulgated by NPCSC on May 12, 1994, and amended on April 6, 2004, November 7, 2016, and December 30, 2022, respectively. In the latest 2022 amendments, the NPCSC deleted the requirements of Filling Records for foreign trade operators.

According to the Customs Law of the People’s Republic of China (《中華人民共和國海關法》), the “**Customs Law**”) which was promulgated by NPCSC on January 22, 1987, became effective on July 1, 1987, and latest amended on April 29, 2021, where a consignee or consignor of import or export goods or a Customs clearing enterprise go through Customs declaration procedures, they shall file for record with the Customs in accordance with law.

According to the Announcement of General Administration of Customs on Matters Related to the Merger of Enterprise Customs Declaration and Inspection Qualification (《海關總署關於企業報關報檢資質合併有關事項的公告》), the enterprise filed for record with the Customs could acquire the import and export inspection and quarantine record and consignee or consignor record at the same time.

Pursuant to the Regulations of PRC Customs on Administration of Recordation of Declaration Entities (《中華人民共和國海關報關單位備案管理規定》), which was promulgated by the General Administration of Customs on November 19, 2021 and effective from January 1, 2022, customs declaration entities refer to the consignees and consignors of import and export goods and customs declaration enterprises recorded with the customs. If the consignees and consignors of import and export goods and customs declaration enterprises apply for recordation, they shall obtain the qualification of market entities; among them, if the consignees and consignors of import and export goods apply for recordation, they shall also obtain the recordation of the foreign trade operators. The recordation of the customs declaration entities is valid for a long period of time, while the temporary recordation is valid for one year, after the expiry re-application of recordation can be made.

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LAWS AND REGULATIONS RELATING TO PRODUCT QUALITY

According to the Product Quality Law of the PRC (《中華人民共和國產品質量法》) promulgated by the NPCSC on February 22, 1993 and most recently amended on December 29, 2018 and effective from the same date, producers shall be responsible for the quality of their products and sellers shall adopt measures to maintain the quality of products for sale. Where a defective product causes physical injury or damage to a third-party’s property, the victim may claim compensation from the manufacturer or the seller of the product. If the seller pays compensation and it is the manufacturer that should bear the liability, the seller has a right of recourse against the manufacturer, and *vice versa*, if the manufacturer pays compensation and it is the seller that is liable, the manufacturer has a right of recourse.

LAWS AND REGULATIONS ON CONSUMER RIGHTS AND BENEFITS

The principal legal provisions for the protection of consumer interests are set out in the PRC Consumer Rights and Interests Protection Law (the “**Consumer Protection Law**”) (《中華人民共和國消費者權益保護法》), which was promulgated on October 31, 1993, and came into effect on January 1, 1994, and was subsequently amended in 2009 and 2013. Pursuant to the Consumer Protection Law, business operators must guarantee that the commodities they sell satisfy the requirements for personal or property safety, provide consumers with authentic information about the commodities, and guarantee the quality, function, usage, and term of validity of the commodities. Failure to comply with the Consumer Protection Law may subject business operators to civil liabilities such as refunding purchase prices, replacing or repairing the commodities, mitigating the damages, compensation, and restoring the reputation, and subject the business operators or the responsible individuals to criminal penalties if business operators commit crimes by infringing the legitimate rights and interests of customers.

LAWS AND REGULATIONS ON INFORMATION SECURITY AND DATA PRIVACY

On May 28, 2020, the NPC approved the Civil Code of the PRC (《中華人民共和國民法典》) (the “**Civil Code**”), which has come into effect on January 1, 2021. Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual that need to obtain personal information of others shall obtain such information legally and ensure the security of such information, and shall not illegally collect, use, process or transmit personal information of others, or illegally purchase, sell, provide or make public personal information of others.

On November 7, 2016, the NPCSC promulgated the PRC Cyber Security Law (《中華人民共和國網絡安全法》), the “**Cyber Security Law**”), which became effective on June 1, 2017. The Cyber Security Law requires network operators to perform certain functions related to cybersecurity protection and strengthen the network information management. For instance, under the Cyber Security Law, when collecting and using personal information, in accordance with the Cyber Security Law, network operator shall abide by the “lawful, justifiable and necessary” principles. Network operator shall collect and use personal information by announcing rules for collection and use, expressly notify the purpose, methods and scope of

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such collection and use, and obtain the consent of the person whose personal information is to be collected. Network operator shall not disclose, tamper with or destroy personal information that it has collected, or disclose such information to others without prior consent of the person whose personal information has been collected, unless such information has been processed to prevent specific person from being identified and such information from being restored.

On June 10, 2021, the NPCSC promulgated the PRC Data Security Law (《中華人民共和國數據安全法》), which became effective on September 1, 2021. It stipulates that each organization or individual collecting data shall adopt legal and proper methods, and shall not steal or obtain data by other illegal methods, and the data processing activities shall comply with laws and regulations, respect social mores and ethics, comply with commercial ethics and professional ethics, be honest and trustworthy, perform obligations to protect data security, and undertake social responsibility. Besides, it is necessary to establish and improve a whole-process data security management system in accordance with the provisions of laws and regulations, organize and carry out data security education and training, and adopt corresponding technical measures and other necessary measures to ensure data security. The use of the Internet and other information networks to carry out data processing activities shall perform the above-mentioned data security protection obligations on the basis of the network security level protection system.

On August 20, 2021, the NPCSC issued the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》) (the “**PIPL**”), which integrates the scattered rules with respect to personal information rights and privacy protection. The PIPL aims to protect the rights and interests of personal information, regulate the processing of personal information, safeguard the orderly and free flow of personal information in accordance with the law, and promote the rational use of personal information. The PIPL establishes a comprehensive system of rules for the processing of personal information, including that the processing of personal information shall have a clear and reasonable purpose, that the processing of sensitive information is subject to additional protection, that the provision of personal information to outsiders and the entrusted processing of personal information requires the signing of a special agreement to ensure security, that the preservation, deletion, disclosure and automated decision-making of personal information should comply with special rules, and that processors of personal information should have appropriate organizational, institutional and technical measures in place. The PIPL provides four compliance approaches for the cross-border transfer of personal information, namely, passing the data cross-border transfer security assessment organized by the Cyberspace Administration of China (the “**CAC**”), entering into a contract with the overseas recipient under the standard contract formulated by the CAC, applying for Personal Information Protection Certification (《個人信息保護認證》), and complying with international treaties or agreements concluded by China or to which it is a party. Processing of personal information in violation of the provisions of the PIPL or failure to comply with the relevant personal information protection obligations will result in the relevant entity being subject to warnings, fines, suspension of business for rectification, revocation of business permits and business licenses, and/or even being pursued for criminal liability.

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With regard to data processing activities closely related to national security, public interests and personal rights and interests as mentioned in the forementioned laws, provisions such as the Critical Information Infrastructure Protection Regulations (《關鍵信息基礎設施安全保護條例》), the Measures for Cross-border Data Transfer Security Assessment (《數據出境安全評估辦法》), and the Measures for the Standard Contract for the Cross-border Transfer of Personal Information (《個人信息出境標準合同辦法》) have been introduced in succession to strengthen data regulation in terms of the identity of data processors, data types and special data processing activities.

On December 28, 2021, a number of departments, including the Ministry of State Security, jointly issued the Cybersecurity Review Measures (《網絡安全審查辦法》), which came into effect on February 15, 2022. The Cybersecurity Review Measures stipulate that critical information infrastructure operators procuring network products and services and network platform operators conducting data processing activities that influence or may influence national security should be subject to rigorous cybersecurity review by the Cybersecurity Review Office set up by the CAC. In addition, network operators holding the personal information of more than 1 million users and newly listing on foreign markets must report for cybersecurity review with the Cybersecurity Review Office. If network products and services, data-processing activities or foreign listing acts affect or may affect national security, the Network Security Review Office, after reporting to the Central Cyberspace Affairs Commission for approval, may conduct a cybersecurity review in accordance with the provisions of the Cybersecurity Review Measures. Pursuant to the Cybersecurity Review Measures, any violation is subject to penalties under the Cybersecurity Law and the Data Security Law, including government enforcement actions and investigations, fines, penalties, and suspension of non-compliant operations.

On September 24, 2024, the State Council of China promulgated the Administration Regulations on Cyber Data Security (《網絡數據安全管理條例》), which will come into effect on 1 January 2025. According to the Administration Regulations on Cyber Data Security, where network data handlers carry out network data processing activities that affect or may affect national security, they shall undergo a national security review in accordance with relevant national regulations.

On 22 March 2024, the CAC promulgated the Provisions on Facilitating and Regulating Cross-Border Data Flows (《促進和規範數據跨境流動規定》), which came into effect on the date of publication. The Provisions on Facilitating and Regulating Cross-Border Data Flows update the Measures for Cross-border Data Transfer Security Assessment and the Measures for the Standard Contract for the Cross-border Transfer of Personal Information previously implemented by the CAC, clarifying the criteria for declaring the important data cross-border transfer security assessment, and proposing that a data processor does not need to declare the security assessment of cross-border data transfer if the data processor has not been notified by the relevant department or region or has been publicly released as important data.

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REGULATIONS ON OVERSEAS SECURITIES [REDACTED] AND [REDACTED]

On February 17, 2023, the China Securities Regulatory Commission (the “CSRC”) promulgated Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “Overseas Listing Trial Measures”) and five supporting guidelines, which came into effect on March 31, 2023.

Pursuant to the Overseas Listing Trial Measures, PRC domestic companies that seek to offer and list securities in overseas markets, either directly or indirectly, are required to fulfill the filing procedure with the CSRC and report the relevant information through filing reports and legal opinions. The Overseas Listing Trial Measures provides that an overseas listing or [REDACTED] is explicitly prohibited, if any of the following: (i) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) the intended securities offering and listing may endanger national security as scrutinized and determined in accordance with law by competent authorities under the State Council; (iii) the domestic company intending to make the securities offering and listing, or the controlling shareholder(s) and the actual controller of such company, have committed relevant crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the domestic company intending to make the securities offering and listing is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the domestic company’s controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or actual controller.

The Overseas Listing Trial Measures also provides that the overseas securities offering and listing will be deemed as an indirect overseas offering by PRC domestic companies if (i) 50% or more of any of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent fiscal year are accounted for by PRC domestic companies; and (ii) the issuer’s principal business activities are conducted in the PRC, or its principal place(s) of business are located in the PRC, or the senior executives responsible for its business operations and management are mostly Chinese citizens or persons domiciled in the PRC. Where an issuer submits an application for offering or listing to competent overseas regulators or overseas stock exchanges, such issuer must file with the CSRC within three business days after such application is submitted to the overseas regulators. The Overseas Listing Trial Measures also requires subsequent reports to be filed with the CSRC on any material events, such as change of control, investigation or punishment taken by overseas securities regulatory authorities or other competent authorities, change of listing status or listing plate, or voluntary or forced delisting of the issuer(s) who have completed overseas [REDACTED] and listings.

If domestic companies fail to fulfill the above-mentioned filing procedures or offer and list in an overseas market against the prohibited circumstances, they would be ordered to rectify, warned, and fined between RMB1 million and RMB10 million. The directly liable personnel would be warned and fined between RMB0.5 million and RMB5 million. The

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controlling shareholders and actual controllers of such domestic companies that organize or instruct the aforementioned violations would be warned and fined between RMB1 million and RMB10 million. The directly liable personnel would be fined between RMB0.5 million and RMB5 million. The securities companies and securities service providers failing to supervise the domestic companies for compliance of relevant rules would be warned and fined between RMB0.5 million and RMB5 million. The directly liable personnel would be warned and fined between RMB0.2 million and RMB2 million. Also, if there are any false records, misleading statement or any material omission in the filing documents, the domestic companies would be ordered to rectify, warned, and fined between RMB1 million and RMB10 million. The directly liable personnel would be imposed warnings and fined between RMB0.5 million and RMB5 million. The controlling shareholders and actual controllers of such domestic companies who organize or instruct the aforementioned violations or conceal the relevant matters leading to the occurrence of the aforementioned violations would be warned and fined between RMB1 million and RMB10 million. The directly liable personnel would be fined between RMB0.5 million and RMB5 million. The securities companies or securities service providers who fail to act with due diligence, make false records, misleading statements or material omissions in the documents produced and issued domestically, or in the documents produced and issued overseas which led to disruption of the domestic market order and infringement on the lawful rights and interests of domestic investors, would be, amongst others, fined up to 10 times of the service fees or between RMB0.5 million and RMB5 million if there are no service fees or the service fees are less than RMB0.5 million. The directly liable personnel would be warned and fined between RMB0.2 million and RMB2 million.

On February 24, 2023, the CSRC and other three relevant government authorities jointly promulgated the Provisions on Strengthening the Confidentiality and Archives Administration of Overseas Securities Issuance and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), the “**Archives Rules**”). Pursuant to the Archives Rules where a domestic enterprise provides or publicly discloses any document or material that involving state secrets and working secrets of state agencies to the relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, it shall report to the competent department with the examination and approval authority for approval in accordance with the law, and submit to the secrecy administration department of the same level for filing. The working papers formed within the territory of the PRC by the securities companies and securities service agencies that provide corresponding services for the overseas issuance and listing of domestic enterprises shall be kept within the territory of the PRC, and cross-border transfer shall go through the examination and approval formalities in accordance with the relevant provisions of the State.

LAWS AND REGULATIONS ON ENVIRONMENTAL PROTECTION

The Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), the “**Environmental Protection Law**”) was promulgated and effective on December 26, 1989, and amended on April 24, 2014. This legislation has been formulated for the purpose of protecting and improving both the living environment and the ecological environment, preventing and controlling pollution, other public hazards and safeguarding people’s health.

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According to the provisions of the Environmental Protection Law, in addition to other relevant laws and regulations of the PRC, the Ministry of Environmental Protection and its local counterparts take charge of administering and supervising said environmental protection matters. According to the provisions of the Environmental Protection Law, the environmental impact statement shall be made for any such construction project and construction projects which have not carried out environmental impact assessment shall not commence construction.

Installations for the prevention and control of pollution in construction projects must be designed, built and commissioned together with the principal part of the project. Installations for the prevention and control of pollution shall not be dismantled or left idle without authorization.

The Environmental Protection Law makes it clear that the liabilities for any violation of said law include, fine, rectification within a time limit, compulsory ceasing of operations, compulsory shutout or closedown, restitution, or even criminal punishment.

Environmental Impact Assessment and Completion Acceptance

According to the Environmental Impact Assessment Law of the People’s Republic of China (《中華人民共和國環境影響評價法》) promulgated by the NPCSC on October 28, 2002, and latest amended on December 29, 2018, and the Regulations on the Administration of Construction Project Environmental Protection (《建設項目環境保護管理條例》) promulgated by the State Council on November 29, 1998 and amended on July 16, 2017 and effective on October 1, 2017, and the Interim Measures for the Acceptance Examination of Environmental Protection Facilities of Construction Projects (《建設項目竣工環境保護驗收暫行辦法》) promulgated by the Ministry of Environmental Protection (currently known as the Ministry of Ecology and Environment) on November 20, 2017, the State implements classified management on the environmental impact assessment of construction projects in accordance with the degree of impact of construction projects on the environment. Construction entities shall organize the preparation of environmental impact report, environmental impact statement, or filling in environmental impact registration form in accordance with the degree of impact of construction projects on the environment. According to the Regulations on the Administration of Construction Project Environmental Protection, where a construction entity put the construction project into production or use while the complementary environmental protection facilities of a construction project are not constructed or have not undergone acceptance inspection or do not pass acceptance inspection, the ecological environment authorities at the county level or above shall order it to make correction within a stipulated period and impose a fine ranging from RMB200,000 to RMB1 million; where correction is not made within the stipulated period, a fine ranging from RMB1 million to RMB2 million shall be imposed; for the person-in-charge and other responsible personnel, a fine ranging from RMB50,000 to RMB200,000 shall be imposed; where the construction project causes significant environmental pollution or ecological damage, the production or use shall be suspended, or the project shall be closed down upon approval by the competent government.

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Pollutant Discharge Permit

According to the Law on Prevention and Control of Water Pollution of the PRC (《中華人民共和國水污染防治法》) promulgated on May 11, 1984 and most recently amended on June 27, 2017, and the Environmental Protection Law, and the Administrative Measures for Pollutant Discharge Permit (《排污許可管理辦法》) promulgated by the Ministry of Ecology and Environment on April 1, 2024, the Ministry of Ecology and Environment and its local counterparts at or above county level shall take charge of the administration and supervision on the matters of prevention and control of water pollution. The State implements a pollutant discharge permit management system and enterprises and other production operators that are included in the classification management catalog of pollutant discharge permits for stationary pollution sources shall apply for and obtain a pollutant discharge permit, and the pollutant discharge entities that are not included in the scope are not required to apply for a pollutant discharge permit for the time being.

Pursuant to the Law on the Prevention and Control of Environmental Pollution Caused by Solid Waste of the PRC (《中華人民共和國固體廢物污染環境防治法》), which was promulgated by the NPCSC in 1995 and was latest amended on April 29, 2020, all enterprises and individuals generating or engaging in the collection, storage, transport, utilization or disposal of solid wastes shall adopt measures to prevent or reduce environmental pollution by solid wastes and shall bear liability for any resulting environmental pollution in accordance with the law. In accordance with the Catalog of Classified Management of Pollutant Discharge Permits for Stationary Pollution Sources (2019 Version) (《固定污染源排污許可分類管理名錄(2019年版)》) promulgated by the Ministry of Ecology and Environment on December 20, 2019, the State implements key management, simplified management and registration management of pollutant discharge permits based on factors such as the amount of pollutants generated and discharged, the degree of impact on the environment. The pollutant discharge entity that generates or discharges very small amount of pollutants and has small impact on the environment shall be implemented registration management, and is not required to apply for a pollutant discharge license, but shall fill in the pollutant discharge registration form on the national pollutant discharge license management information platform.

LAWS AND REGULATIONS ON LANDS AND HOUSES

According to the Civil Code of the PRC, which became effective on January 1, 2021, the owner has the right to possess, use, benefit and dispose of his/her movable and immovable properties. The lessee may sublet the leased property to a third party with the consent of the lessor. If the lessee sublets, the lease contract between the lessee and the lessor continues to be valid. If the lessee sublets without the lessor’s consent, the lessor has the right to terminate the lease. In addition, if there is a change of ownership of the leased property during the period of the lessee’s occupation under the lease contract, this will not affect the validity of the lease contract.

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According to the Land Administration Law of PRC (《中華人民共和國土地管理法》), the “**Land Administration Law**”), as promulgated by the NPCSC on June 25, 1986, latest amended on August 26, 2019, the land can be classified by use into agricultural land, construction land, and unused land. The construction land can be further classified into state-owned and collectively managed construction land, and land users may obtain the land use right of the construction land according to the Land Administration Law. The registration of ownership and use rights of land shall be carried out in accordance with the laws and administrative regulations on the registration of immovable property. The planning period of the general land use plan shall be prescribed by the State Council. General land use plans are subject to a hierarchy of approvals. Amendments to the approved general land use plan shall be approved by the original approving authority. Without such approval, the uses of land determined in the general land use plan shall not be modified. The State has established a land survey system, a land statistics system and a national land management information system to dynamically monitor land utilization.

According to the Urban and Rural Planning Law of the PRC (《中華人民共和國城鄉規劃法》), as promulgated by the NPCSC on October 28, 2007, latest amended on April 23, 2019, a construction work planning permit must be obtained from the competent urban and rural planning government authority for the construction of any structure, fixture, road, pipeline or other engineering projects within an urban or rural planning area. After obtaining a construction work planning permit, subject to certain exceptions, a construction enterprise must apply for a construction work commencement permit from the construction authority under the local people’s government at the county level or above in accordance with the Construction Law of the PRC (《中華人民共和國建築法》) promulgated by the NPCSC, on November 1, 1997 and latest amended on April 23, 2019. According to the Rules on the Administration of Construction Quality (《建設工程質量管理條例》) which was promulgated by the State Council on January 30, 2000 and latest amended on April 23, 2019, and the Administrative Measures for Filing of the Inspection and Acceptance on Construction Completion of Buildings and Municipal Infrastructures (《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》) which was promulgated by the former Ministry of Construction on April 4, 2000 and latest amended on October 19, 2009, upon the completion of a construction project and before it is delivered for use, the construction enterprise shall organize the design, construction, and project supervision entities, as well as other relevant entities, to conduct an acceptance inspection. They must then submit the acceptance inspection report, along with the approval and licensed use documents issued by the departments of planning, public security, fire prevention, environmental protection, and so on, to the construction administrative department or other relevant departments for record-filing.

On December 1, 2010, the Ministry of Housing and Urban-Rural Development promulgated the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), which became effective on February 1, 2011. According to such measures, the lessor and the lessee are required to complete property leasing registration and filing formalities within 30 days from execution of the property lease contract with the development authorities or real estate authorities of the municipality or county where the leased property is located. If a company fails to do as aforesaid, it may be ordered to rectify within a stipulated period, and if such company fails to rectify, a fine ranging from RMB1,000 to RMB10,000 may be imposed on each lease agreement.

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LAWS AND REGULATIONS ON LABOR

According to the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) (the “**Labor Contract Law**”), which was implemented on January 1, 2008 and amended on December 28, 2012, labor contracts must be concluded in writing if labor relationships are to be or have been established between enterprises or institutions and the laborers. Enterprises and institutions are forbidden to force the laborers to work beyond the time limit and the employers must pay laborers compensation for working overtime in accordance with national regulations. Labor wages must not be lower than local minimum wage standards and must be paid to the laborers in a timely manner. According to the Labor Law of the PRC (《中華人民共和國勞動法》) effective as of January 1, 1995, as amended on August 27, 2009 and December 29, 2018, enterprises and institutions must establish and perfect their system of workplace safety and sanitation, strictly abide by state rules and standards and educate laborers regarding the same. Workplace safety and sanitation facilities must comply with state-fixed standards.

Production Safety Law

Pursuant to the Law on Work Safety of the PRC (《中華人民共和國安全生產法》) (the “**Law on Work Safety**”), effective on November 1, 2002 and amended on August 27, 2009, August 31, 2014 and June 10, 2021 respectively, enterprises engaged in production activities must strengthen safety production management, establish and improve the responsibility system for safe production and ensure a safe production environment. The State establishes and implements a system for the accountability of production safety accidents. If the company fails to comply with the provisions of the Law on Work Safety, the supervisory authority on production safety may issue a rectification order, impose a fine, order the company to cease production and operation, or revoke the relevant permit.

Regulations on Social Insurance and Housing Fund

According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) effective as of July 1, 2011 and as amended on December 29, 2018, the Regulations on Occupational Injury Insurance (《工傷保險條例》) effective as of January 1, 2004 and as amended on December 20, 2010, the Regulations on Unemployment Insurance (《失業保險條例》) effective as of January 22, 1999, the Interim Measures concerning Maternity Insurance for Enterprise Employees (《企業職工生育保險試行辦法》) effective as of January 1, 1995, the Interim Regulations concerning the Levy of Social Insurance (《社會保險費徵繳暫行條例》) effective as of January 22, 1999 and as amended on March 24, 2019 and the Regulations concerning the Administration of Housing Fund (《住房公積金管理條例》) effective as of April 3, 1999, and amended on March 24, 2002 and March 24, 2019, enterprises and institutions in the PRC must provide their employees with welfare schemes covering pension insurance, unemployment insurance, maternity insurance, occupational injury insurance and medical insurance, as well as a housing fund and other welfare plans.

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LAWS AND REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

Trademarks

Trademarks are protected by the PRC Trademark Law (《中華人民共和國商標法》) which was promulgated in 1982 and subsequently amended in 1993, 2001, 2013 and 2019, respectively, as well as the Implementation Regulation of the PRC Trademark Law (《中華人民共和國商標法實施條例》) promulgated in 2002 and amended in 2014 by the State Council. The Trademark Office under National Intellectual Property Administration (the “NIPA”) handles trademark registrations and grants a term of ten years to registered trademarks which may be renewed for consecutive ten-year periods upon request by the trademark owner. The trademark registrant may, by concluding a trademark licensing contract, authorize other persons to use the registered trademark. The licensor shall supervise the quality of the goods for which the licensee uses the licensor’s registered trademark, and the licensee shall guarantee the quality of the goods for which the registered trademark is used. The party authorized to use another’s registered trademark must indicate the name of the licensee and the place of origin on the goods that bear the registered trademark. When granting others use of the registered trademarks, the licensor shall file the trademark license with the Trademark Office for their records, and the Office shall announce the same. Without putting the trademark license on record, the trademark may not be used to defend a *bona fide* third party.

Patents

According to the Patent Law of the PRC (《中華人民共和國專利法》), the “**Patent Law**”), promulgated by the NPCSC on March 12, 1984, and latest revised on October 17, 2020 and came into effect on June 1, 2021, and the Rules for the Implementation of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) promulgated by the State Council on June 15, 2001, latest amended on December 11, 2023 and became effective on January 20, 2024, the patent administrative department under the State Council is responsible for administration of patent-related work nationwide. The patent administration departments of province or autonomous regions or municipal governments are responsible for administering patents within their respective jurisdictions. The PRC Patent Law and its implementation rules divide patents into three types, “invention,” “utility model” and “design.” Invention patents are valid for twenty years, while design patents are valid for fifteen years and utility model patents are valid for ten years, from the date of application. The patentee shall pay an annual fee commencing from the year in which the patent right is granted. The PRC patent system adopts a “first come, first file” principle, which means that where more than one person files a patent application for the same invention, a patent will be granted to the person who files the application first. A third-party player must obtain consent or a proper license from the patent owner to use the patent. Otherwise, the use constitutes an infringement of the patent rights.

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Domain Names

The Measures for the Administration of Internet Domain Names (the “**Domain Name Measures**”, 《互聯網域名管理辦法》) was promulgated by the Ministry of Industry and Information Technology of the PRC (the “**MIIT**”) in 2017, which adopts “first to file” rule to allocate domain names to applicants, and provide that the MIIT shall supervise the domain names services nationwide and publicize the PRC domain name system. After completion of the registration procedures, the applicant will become the holder of the relevant domain name.

The Copyright

The PRC has enacted various laws and regulations relating to copyright protection. The Copyright Law of the PRC (《中華人民共和國著作權法》), which was promulgated on September 7, 1990, latest amended on November 11, 2020 and became effective from June 1, 2021 by the NPCSC, provides that PRC citizens, legal persons, or other organizations, whether published or not, enjoy copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology, and computer software. The term “copyright” includes moral rights and economic rights, and anyone who commits copyright infringement is subject to civil liability.

Where the right licensed is an exclusive licensing right, the contracts shall be made in writing, except in cases where works are to be published by newspapers and periodicals according to the Implementing Regulations of the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》), which was promulgated by State Council on August 2, 2002, latest amended on January 30, 2013 and became effective on March 1, 2013. Any person, who concludes an exclusive licensing contract or assignment contract with a copyright owner, may submit, for filing, the contractual documents to the copyright administrative department.

The Regulations on Computer Software Protection (《計算機軟件保護條例》), which was promulgated on June 4, 1991, amended on January 30, 2013 and became effective on March 1, 2013 by the State Council, stipulates that Chinese residents, legal entities or other organizations enjoy copyright in the software which they have developed, whether published or not, and a software copyright owner may register it with the software registration institution recognized by the copyright administration department of the State Council. The Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》), promulgated by the National Copyright Administration on February 20, 2002 with immediate effect, regulates registration of software copyright, exclusive licensing contracts for software copyright and transfer contracts. The Copyright Protection Center of China (the “**CPCC**”) is the designated software registration authority. The CPCC grants registration certificates to computer software copyright applicants which conform to the provisions of both the Regulations on Computer Software Protection and the Measures for the Registration of Computer Software Copyright.

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The PRC is also a signatory to some major international conventions on the protection of copyright. For example, the PRC became a member of the Berne Convention for the Protection of Literary and Artistic Works in October 1992, the Universal Copyright Convention in October 1992, and the Agreement on Trade-Related Aspects of Intellectual Property Rights in December 2001. According to these conventions, a qualified foreign copyright owner may enjoy certain copyright in China and a copyright owner in China may also acquire specific foreign copyright protection.

LAWS AND REGULATIONS ON FOREIGN EXCHANGE

Pursuant to the Foreign Exchange Administrative Regulations of the PRC (《中華人民共和國外匯管理條例》), as amended in August 5, 2008, the RMB is generally freely convertible for current account items, including the distribution of dividends, trade and service related foreign exchange transactions, but not for capital account items, such as direct investment, loan, repatriation of investment and investment in securities outside the PRC, unless the prior approval of the State Administration of Foreign Exchange (the “SAFE”) or its designated banks is obtained.

According to the Notice of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) promulgated on June 9, 2016, the settlement of foreign exchange receipts under the capital account (including but not limited to foreign exchange capital and external debts and funds recovered from overseas listing) may convert from foreign currency into RMB on a self-discretionary basis. The ratio of the discretionary exchange rate of foreign exchange receipts under the domestic capital account is tentatively set at 100%. The SAFE may adjust the above ratio in due course according to the balance of payment status.

According to the Notice of the State Administration of Foreign Exchange on Further Promoting Cross-border Trade and Investment Facilitation (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》) which was promulgated on October 23, 2019 and amended by SAFE Notice on Further Deepening the Reform to Facilitate Cross-border Trade and Investment (《國家外匯管理局關於進一步深化改革促進跨境貿易投資便利化的通知》) which was promulgated on December 4, 2023, foreign-invested enterprises engaged in noninvestment business are permitted to settle foreign exchange capital in RMB and make domestic equity investments with such RMB funds according to the law on the condition that the current Special Administrative Measures for Access of Foreign Investment (Negative List) are not violated and the relevant domestic investment projects are genuine and in compliance with laws.

REGULATORY OVERVIEW

LAWS AND REGULATIONS ON TAXES

Enterprise Income Tax

Under the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (the “EIT Law”), which became effective on January 1, 2008 and was latest amended on December 29, 2018, and the Regulations on the Implementation of EIT Law (《中華人民共和國企業所得稅法實施條例》) which was promulgated by the State Council on December 6, 2007, came into effect on January 1, 2008 and was latest amended on November 22, 2024, enterprises are classified as resident enterprises and non-resident enterprises. Enterprises which are established in China in accordance with PRC laws or established pursuant to foreign laws with their “de facto management bodies” located in the PRC are deemed a “resident enterprise” and subject to an enterprise income tax rate of 25% on their global income. Non-resident enterprises are subject to (i) an enterprise income tax rate of 25% on their income generated by their establishments or places of business in the PRC and their income derived outside the PRC which are effectively connected with their establishments or places of business in the PRC; and (ii) an enterprise income tax rate of 10% on their income derived from the PRC but not connected with their establishments or places of business located in the PRC. Non-resident enterprises without establishment or place of business in the PRC are subject to an enterprise income tax of 10% on their income derived from the PRC. High and new technology enterprises that need the support of the country are entitled to enjoy the reduced enterprise income tax rate of 15%.

Value-Added Tax (“VAT”)

According to the Provisional Regulations on Value-Added Tax of the PRC (《中華人民共和國增值稅暫行條例》), which was promulgated on December 13, 1993 and latest amended on November 19, 2017, together with the Detailed Rules for the Implementation of the Provisional Regulations of the PRC on Value-added Tax (《中華人民共和國增值稅暫行條例實施細則》), which was promulgated on December 25, 1993, came into effect on the same day and was amended on December 15, 2008 and October 28, 2011 with effect from November 1, 2011, entities and individuals engaged in selling goods or labor services of processing, repair or maintenance, selling services, intangible assets or immovables within the PRC or importing goods to the PRC are subject to the payment of value-added tax. Pursuant to the Notice of the Ministry of Finance of the PRC and the SAT on Adjusting Value-Added Tax Rates (《財政部、稅務總局關於調整增值稅稅率的通知》) effective on May 1, 2018, a taxpayer who was previously subject to a 17% tax rate on VAT-taxable sales activities shall have the applicable tax rate adjusted to 16%. According to the Announcement on Relevant Policies for Deepening Value-Added Tax Reform (《關於深化增值稅改革有關政策的公告》), which came into effect on April 1, 2019, for VAT-taxable sales or imported goods of a VAT general taxpayer previously subject to VAT tax rate of 16%, the tax rate shall be adjusted to 13%.

REGULATORY OVERVIEW

REGULATIONS ON DIVIDEND DISTRIBUTION

The principal regulations governing dividends distributions by companies is the PRC Company Law. PRC companies are required to set aside as general reserves at least 10% of their after-tax profit, until the cumulative amount of their reserves reaches 50% of their registered capital. PRC companies are not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

The Group’s history traces back to December 2001, when the Company was established as a limited liability company under the laws of the PRC with the name of Xiamen Huashun Minsheng Food Co., Ltd. (廈門華順民生食品有限公司). After over 20 years of development, we have become the largest quick-frozen food company in China in terms of revenue in 2023, and ranked first in the quick-frozen flavored and processed food market in China in 2023 and in the quick-frozen prepared dishes market in China in 2023, according to Frost & Sullivan.

Since February 2017, our A Shares have been listed on the Shanghai Stock Exchange with the stock code of 603345. For details, see “— Corporate Development and Major Shareholding Changes” below.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following is a summary of our Group’s key corporate and business development milestones:

Year	Event
2001	In December, we started our business and operation in Xiamen, Fujian.
2010	In October, our “Anjoy” trademark was recognized as a “Well-known Trademark of China” by the State Administration for Industry and Commerce.
2011	In March, our Company was converted into a joint stock company with limited liability.
2012	In December, our new production base in Wuxi was put into operation.
2013	In August, we were awarded with Industry Leading Brand in Chinese Frozen Food by the Steering Committee of the Sixth China Frozen Food Industry Conference.
2014	In November, we were recognized as a National Key Leading Enterprise in Agricultural Industrialization.
2015	In December, our R&D center was recognized as a National Enterprise Technology Center.
2016	In December, we were awarded with Most Influential Aquatic Products Enterprise and Brand by China Aquatic Products Processing and Marketing Alliance.
2017	In February, our A Shares were listed on the Shanghai Stock Exchange. In March, our R&D laboratory in Xiamen was accredited as a “CNAS National Laboratory” by China National Accreditation Service for Conformity Assessment.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Event
2018	In July, we conducted public issuance of the 2018 Convertible Bonds of RMB500 million.
2020	In July, we conducted public issuance of the 2020 Convertible Bonds of RMB900 million. We became the largest quick-frozen food company in China in terms of annual revenue for the first time, according to Frost & Sullivan.
2021	In March, we expanded our footprints into the overseas market by acquiring a majority interest in Oriental Food Express Limited, the UK’s leading producer of Chinese quick-frozen food cuisines with the brand “Kung Fu Food”.
2022	In March, we completed a private placement of A Shares, raising net proceeds of over RMB5,600 million.
2023	Our annual production capacity exceeded one million tons for the first time.
2024	In March, we were recognized as “The Top Chinese Prepared Dish Company in 2024” by the Hurun Research Institute.

OUR PRINCIPAL SUBSIDIARIES

As of the Latest Practicable Date, we had 11 principal subsidiaries and all of them were established in the PRC. The following table sets forth the detailed information of these principal subsidiaries as of the Latest Practicable Date:

Name of Subsidiary	Date of Establishment and Commencement of Business	Equity Interest Attributable to our Group	Registered Capital	Principal Activities
		(%)	(RMB in million)	
Wuxi Huashun Minsheng Foods Co., Ltd. (無錫華順民生食品有限公司) (“Wuxi Huashun”).	December 9, 2005	100.00	500	Food processing and production
Wuxi Anjoy Foods Marketing Co., Ltd. (無錫安井食品營銷有限公司) (“Wuxi Anjoy Marketing”).	November 5, 2007	100.00	312	Food wholesaling and retailing
Taizhou Anjoy Foods Co., Ltd. (泰州安井食品有限公司) (“Taizhou Anjoy”).	March 28, 2011	100.00	965	Food processing and production
Liaoning Anjoy Foods Co., Ltd. (遼寧安井食品有限公司) (“Liaoning Anjoy”).	July 23, 2013	100.00	635	Food processing and production

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Subsidiary	Date of Establishment and Commencement of Business	Equity Interest Attributable to our Group	Registered Capital	Principal Activities
		(%)	(RMB in million)	
Sichuan Anjoy Foods Co., Ltd. (四川安井食品有限公司) (“Sichuan Anjoy”).	May 3, 2016	100.00	810	Food processing and production
Hubei Anjoy Foods Co., Ltd. (湖北安井食品有限公司) (“Hubei Anjoy”).	November 27, 2017	100.00	500	Food processing and production
Henan Anjoy Foods Co., Ltd. (河南安井食品有限公司) (“Henan Anjoy”)	October 18, 2018	100.00	930	Food processing and production
Guangdong Anjoy Foods Co., Ltd. (廣東安井食品有限公司) (“Guangdong Anjoy”)	May 26, 2020	100.00	766	Food processing and production
Shandong Anjoy Foods Co., Ltd. (山東安井食品有限公司) (“Shandong Anjoy”)	April 2, 2021	100.00	655	Food processing and production
Honghu Xinhongye Food Co., Ltd. (洪湖市新宏業食品有限公司) (“Honghu Xinhongye”).	October 25, 2017	90.00 ⁽¹⁾	80	Food processing and production
Hubei New Liuwu Foodstuff Group Co., Ltd. (湖北新柳伍食品集團有限公司) (“Hubei New Liuwu”) . .	July 23, 2019	70.00 ⁽²⁾	260	Food processing and production

Notes:

- (1) As of the Latest Practicable Date, Honghu Xinhongye was held by us as to 90% and by Mr. Xiao Huabing (肖華兵), the founder and a director of Honghu Xinhongye, as to 10%.
- (2) As of the Latest Practicable Date, Hubei New Liuwu was held by us as to 70% and by Mr. Liu Zhonghu (柳忠虎), the founder, chairman of the board of directors and general manager of Hubei New Liuwu, as to 30%.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

Incorporation of our Company in December 2001

In December 2001, our Company was established with an initial registered share capital of RMB2 million contributed by Guoli Minsheng and other then shareholder. The shareholding structure of our Company as of the date of the establishment was as follows:

Name of the Shareholder	Amount of Registered Capital (RMB)	Approximate Percentage of Shareholding (%)
Guoli Minsheng ⁽¹⁾	1,500,000	75.00
Chen Yongshan (陳永山) ⁽²⁾	500,000	25.00
Total	2,000,000	100.00

Notes:

- (1) Guoli Minsheng is an investment company focusing on equity investment in unlisted and listed enterprises. For the information of Guoli Minsheng, see “Relationship with our Single Largest Shareholder”.
- (2) Chen Yongshan (陳永山) was then the general manager of the Company and is an Independent Third Party as of the Latest Practicable Date.

Conversion into a Joint Stock Company

Upon the completion of several rounds of share transfers and capital injection, the registered capital of our Company reached RMB70 million. In March 2011, our Company was converted into a joint stock company with limited liability. After the conversion, the shareholding structure of our Company was as follows:

Name of the Shareholder	Number of Shares Held	Approximate Percentage of Shareholding (%)
Guoli Minsheng	42,359,400	60.50
Liu Mingming (劉鳴鳴)	12,415,700	17.74
Zhang Qingmiao (張清苗)	5,250,000	7.50
Lv Wenbin (呂文斌) ⁽¹⁾	4,199,900	6.00
Huang Jianlian (黃建聯)	2,887,500	4.13
Huang Qingsong (黃清松)	2,887,500	4.13
Total	70,000,000	100.00

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) Lv Wenbin is an Independent Third Party as of the Latest Practicable Date.
- (2) For the background of the remaining individual shareholders, see “Directors, Supervisors and Senior Management”.

Shares Capital Increases prior to the Listing on the Shanghai Stock Exchange

Prior to the listing on the Shanghai Stock Exchange, the Company went through several rounds of share capital increases, and received investment from external investors including private equity fund and professional equity investment institutions. The consideration for the share transfers and/or investments was determined based on arm’s length negotiations between the relevant parties after taking into account, among others, our then valuation and the business operations and financial performance of our Group.

After the aforesaid share transfers and share capital increases and immediately prior to the listing on the Shanghai Stock Exchange, the shareholding structure of our Company was as follows:

Name of the Shareholder	Number of Shares Held	Approximate Percentage of Shareholding (%)
Guoli Minsheng	93,190,600	57.51
Liu Mingming	27,314,500	16.86
Zhang Qingmiao	11,550,000	7.13
Lv Wenbin	9,239,900	5.70
Huang Jianlian	6,352,500	3.92
Huang Qingsong	6,352,500	3.92
Shenzhen Xiushui Investment Co., Ltd. (深圳秀水投資有限公司) ⁽¹⁾	4,070,000	2.51
Shenzhen Tongsheng Chuangye Investment Enterprise (Limited Partnership) (深圳市同盛創業投資企業(有限合夥)) ⁽¹⁾	3,960,000	2.45
Total	162,030,000	100.00

Note:

- (1) Each of Shenzhen Xiushui Investment Co., Ltd. and Shenzhen Tongsheng Chuangye Investment Enterprise (Limited Partnership) is an Independent Third Party as of the Latest Practicable Date.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Listing on the Shanghai Stock Exchange in February 2017

As approved by the CSRC, our Company completed the initial public offering and listing of our A Shares on the Shanghai Stock Exchange (stock code: 603345) in February 2017, under which a total of 54,010,000 new A Shares were issued. Immediately following this offering, our registered share capital increased to RMB216.04 million, and the shareholding structure of our Company was as follows:

Name of the Shareholder	Number of Shares Held	Approximate Percentage of Shareholding (%)
Guoli Minsheng	93,190,600	43.14
Liu Mingming	27,314,500	12.64
Zhang Qingmiao	11,550,000	5.35
Lv Wenbin	9,239,900	4.28
Huang Jianlian	6,352,500	2.94
Huang Qingsong	6,352,500	2.94
Shenzhen Xiushui Investment Co., Ltd.	4,070,000	1.88
Shenzhen Tongsheng Chuangye Investment Enterprise (Limited Partnership)	3,960,000	1.83
Other Public Shareholders	54,010,000	25.00
Total	216,040,000	100.00

Since February 2017, our A Shares have been listed on the Shanghai Stock Exchange (stock code: 603345). Our Directors confirmed that we had no instance of non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects since our listing on the Shanghai Stock Exchange and, to the best knowledge of our Directors after having made all reasonable enquiries, there was no material matter that should be brought to investors’ attention in relation to our compliance record on the Shanghai Stock Exchange. Based on the filings on the website of the Shanghai Stock Exchange and the information available in the public domain, our PRC Legal Advisor is of the view that the above confirmation of our Directors with regard to our compliance record is accurate and reasonable. Based on the independent due diligence conducted by the Joint Sponsors and our PRC Legal Advisor’s view above, nothing has come to the Joint Sponsors’ attention that would cause them to cast reasonable doubt on our Directors’ confirmation with regard to the compliance record of the Company on the Shanghai Stock Exchange in any material respect.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Issuance of 2018 Convertible Bonds and Redemption

To satisfy funding needs of our Company for the construction of quick-frozen foods production line, in July 2018, we conducted public issuance of convertible bonds of RMB500,000,000.00 at a par value of RMB100 (the “**2018 Convertible Bonds**”) and the 2018 Convertible Bonds were listed on Shanghai Stock Exchange (bond code: 113513) on July 31, 2018. The conversion period is from the first trading day after six months from the date of completion of the issuance of the 2018 Convertible Bonds to the maturity date of the 2018 Convertible Bonds, i.e., from January 18, 2019 to July 11, 2024 with the initial conversion price as RMB35.46 per A Share, which was adjusted to RMB35.08 per A Share effective on June 19, 2019 after declaration of dividends for 2018. During the conversion period, the Company has the right to redeem part or all of the 2018 Convertible Bonds at its principal amount together with accrued and unpaid interest if, among others, during the conversion period, if at least fifteen trading day in thirty consecutive trading days the closing price of the A Shares is not lower than 130% of the conversion price. On June 10, 2019, the Board resolved to exercise Company’s redemption right as triggered under the aforementioned situation and redeem all the outstanding 2018 Convertible Bonds after close of market on July 4, 2019.

As of July 4, 2019, the 2018 Convertible Bonds in the amount of RMB496,160,000.00 had been converted into 14,026,649 A Shares. The outstanding 2018 Convertible Bonds in the amount of RMB3,840,000.00 were redeemed by the Company on July 5, 2019 at the price of RMB3,853,061.57. Our registered share capital increased to RMB230,066,649 following the conversion and redemption of the 2018 Convertible Bonds. The 2018 Convertible Bonds were delisted on Shanghai Stock Exchange on July 5, 2019.

Restricted Shares Issued under the Restricted Shares Incentive Plan

In November 2019, the Company adopted the 2019 Restricted Shares Incentive Plan to establish and improve the Company’s long-term incentive and restraint mechanism. Under the 2019 Restricted Shares Incentive Plan, 6,608,000 restricted A Shares were granted to 255 grantees including connected persons of the Company. Following the completion of the CSDCC registration of the restricted A Shares granted under the 2019 Restricted Shares Incentive Plan, our registered share capital increased to RMB236,674,649. As of the Latest Practicable Date, there was no outstanding restricted A Shares granted under the 2019 Restricted Shares Incentive Plan and the restricted A Shares granted pursuant to the 2019 Restricted Shares Incentive Plan have all been released from the restriction period and have become A Shares with unlimited conditions of sale.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Issuance of 2020 Convertible Bonds and Redemption

To satisfy funding needs of our Company for the construction of various quick-frozen foods production lines of Hubei Anjoy, Henan Anjoy and Liaoning Anjoy, in July 2020, we conducted public issuance of convertible bonds of RMB900,000,000.00 at a par value of RMB100 (the “**2020 Convertible Bonds**”) and the 2020 Convertible Bonds were listed on Shanghai Stock Exchange (bond code: 113592) on July 31, 2020. The conversion period is from the first trading day after six months from the date of completion of the issuance of the 2020 Convertible Bonds to the maturity date of the 2020 Convertible Bonds, i.e., from January 14, 2021 to July 7, 2026 with the initial conversion price as RMB115.90 per A Share. During the conversion period, the Company has the right to redeem part or all of the 2020 Convertible Bonds at its principal amount together with accrued and unpaid interest if, among others, during the conversion period, if at least fifteen trading day in thirty consecutive trading days the closing price of the A Shares is not lower than 130% of the conversion price. On February 3, 2021, the Board resolved to exercise Company’s redemption right as triggered under the aforementioned situation and redeem all the outstanding 2020 Convertible Bonds after close of market on March 5, 2021.

As of March 5, 2021, the 2020 Convertible Bonds in the amount of RMB898,298,000.00 had been converted into 7,749,711 A Shares. The outstanding 2020 Convertible Bonds in the amount of RMB1,702,000.00 were redeemed by the Company on March 8, 2021 at the price of RMB1,706,256.70. Our registered share capital increased to RMB244,424,360 following the conversion and redemption of the 2020 Convertible Bonds. The 2020 Convertible Bonds were delisted on Shanghai Stock Exchange on March 8, 2021.

Private Placement of A Shares in 2022

In November 2021, our Company obtained approval from the CSRC for a private placement of A Shares, the purpose of which was to fund the quick-frozen food production line construction project and quick-frozen food new construction project. The 48,884,872 new A Shares issued in this private placement were priced at RMB116.08 each, which was determined based on various factors, including the average price of the 20 trading days prior to the pricing date and the subscription of the shares by potential investors. The 48,884,872 new A Shares were eventually placed to 19 investors, including 18 institutional investors who are Independent Third Parties and Mr. Xiao Huabing (肖華兵), the founder and a director of Honghu Xinhongye, raising net proceeds of approximately RMB5,634.57 million, out of which we have utilized approximately RMB3,745.78 million as of September 30, 2024. Following the completion of this private placement of A Shares, our registered share capital increased to RMB293,294,232 in March 2022.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR SINGLE LARGEST SHAREHOLDER

As of the Latest Practicable Date, the total issued Shares of our Company was held as to approximately 25.00% by Guoli Minsheng, our Single Largest Shareholder, which was in turn held by Ms. Hang Jianying as to approximately 29.94% and Ms. Lu Qiuwen as to approximately 25.15%, respectively. On September 10, 2023, Ms. Hang Jianying and Ms. Lu Qiuwen entered into a concert party agreement (the “**Acting in Concert Agreement**”), pursuant to which they agreed to act in concert in shareholders’ meetings of Guoli Minsheng for five years from the date of the agreement, and Ms. Hang Jianying’s decision shall prevail if there is any disagreement between Ms. Hang Jianying and Ms. Lu Qiuwen. Ms. Hang Jianying and Ms. Lu Qiuwen are regarded as the “*de facto* controllers” (實際控制人) of the Company pursuant to the PRC Company Law and the Administration Measures on Takeover of Listed Companies (上市公司收購管理辦法) promulgated by the CSRC since then. In addition, Guoli Minsheng has voluntarily undertaken not to sell any Share in any means held by them from January 25, 2024 to January 24, 2029.

ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and up to the Latest Practicable Date, we did not conduct any major acquisition, disposal or merger which would fall within the scope of Rule 4.05A of the Listing Rules.

REASONS FOR THE [REDACTED]

Our Company seeks to be [REDACTED] on the Hong Kong Stock Exchange as the [REDACTED] will present us with an opportunity to promote our Group’s internationalization strategy and overseas business layout, enhance overseas financing capability of our Company and further improve our comprehensive competitiveness. The [REDACTED] will expand our [REDACTED] base, provide further capital for the development and expansion of our business, broaden our access to capital markets and provide an additional fundraising platform for our Company should the need arise, further strengthen our business profile and market position in the food industry, and enhance our international presence. We aim to continue strengthening our competitive edge in existing business and maintain leading position in the industry, explore more profit growth opportunities, reinforce competitive advantages in domestic and overseas markets, attract talents with global visions and international perspectives and implement our long-term growth strategies for our continuous business development. We currently intend to use the net [REDACTED] from the [REDACTED] for expanding our sales and distribution network; strengthening our procurement capabilities, optimizing our supply chain and building a global supply chain platform; digitalizing our business operations; product development and technological innovation; and working capital and general corporate purposes. See “Business — Our Strategies” and “Future Plans and Use of [REDACTED]” for more details.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

2023 SHARE OPTION INCENTIVE PLAN

Our Company adopted the 2023 Share Option Incentive Plan on October 13, 2023. The purpose of the 2023 Share Option Incentive Plan is to promote our long-term incentive mechanism, attract and retain outstanding talents, and effectively combine the interests of Shareholders, the Company and the employees. See “Appendix IV — Statutory and General Information — 2023 Share Option Incentive Plan” for details.

PUBLIC FLOAT

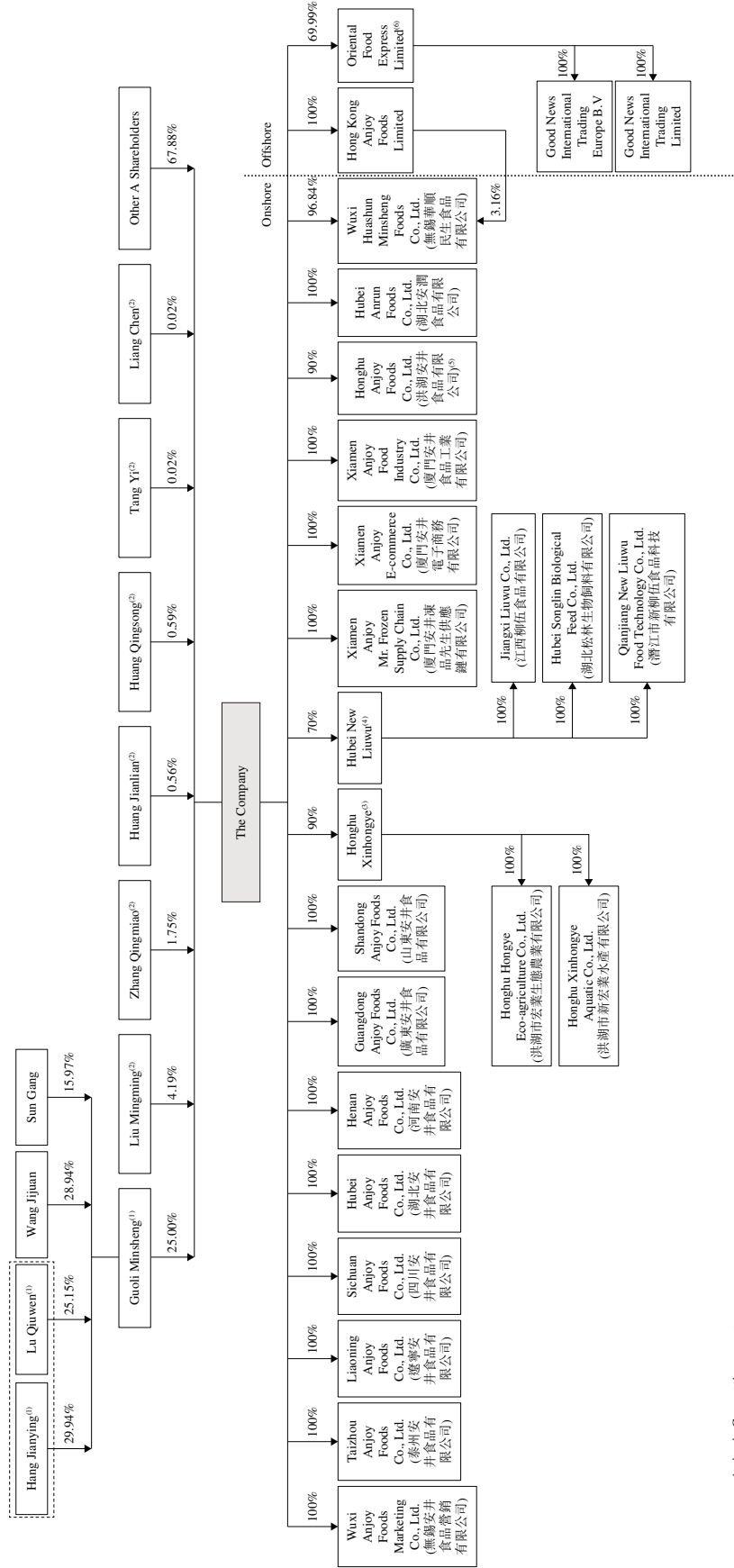
Upon [REDACTED], to the best knowledge of the Company, a total number of [REDACTED] A Shares, representing approximately [REDACTED]% of our Company’s total issued Shares (excluding the treasury shares), held by Guoli Minsheng, Mr. Liu Mingming, Mr. Zhang Qingmiao, Mr. Huang Jianlian, Mr. Huang Qingsong, Ms. Tang Yi and Mr. Liang Chen, will not be considered as part of the public float since they will be considered as our Company’s core connected persons (as defined under the Listing Rules).

[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR CORPORATE STRUCTURE IMMEDIATELY PRIOR TO THE COMPLETION OF THE [REDACTED]

The following chart illustrates our corporate and shareholding structure immediately prior to the [REDACTED]:



----- Acting in Concert Agreement

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

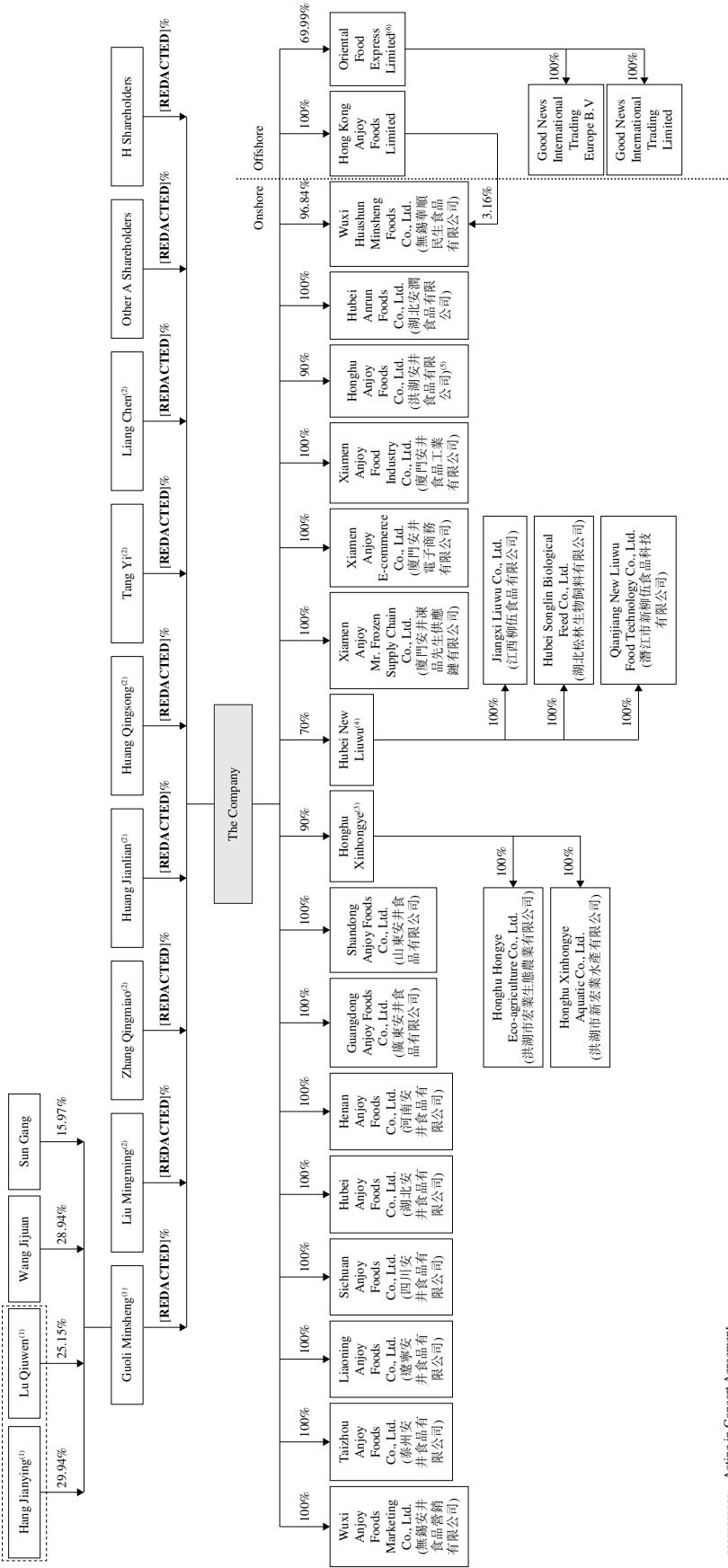
Notes:

- (1) Ms. Hang Jianying and Ms. Lu Qiuwen entered into the Acting in Concert Agreement on September 10, 2023 and they held in aggregate of approximately 55.09% equity interests in Guoli Minsheng. Ms. Hang Jianying and Ms. Lu Qiuwen are regarded as the “*de facto* controllers” of the Company pursuant to the PRC Company Law and the Administration Measures on Takeover of Listed Companies promulgated by the CSRC.
- (2) Each of the relevant Shareholders is a director and/or member of senior management of the Company, see “Directors, Supervisors and Senior Management” in this Document for details of each of them.
- (3) As of the Latest Practicable Date, Honghu Xinhongye was held by us as to 90% and by Mr. Xiao Huabing (肖華兵), the founder and a director of Honghu Xinhongye, as to 10%.
- (4) As of the Latest Practicable Date, Hubei New Liuwu was held by us as to 70% and by Mr. Liu Zhonghu (柳忠虎), the founder and a director of Honghu New Liuwu, as to 30%.
- (5) As of the Latest Practicable Date, Honghu Anjoy Foods Co., Ltd. (洪湖安井食品有限公司) was held by us as to 90% and by Mr. Xiao Huabing, the founder and a director of Honghu Xinhongye, as to 10%.
- (6) As of the Latest Practicable Date, Oriental Food Express Limited was held by us as to 69.99% and by Mr. Dakun Wang, the chief executive officer of Oriental Food Express Limited, as to 30.01%.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR CORPORATE STRUCTURE IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

The following chart illustrates our corporate and shareholding structure immediately following the completion of the [REDACTED], assuming that the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]:



----- Acting in Concert Agreement

Notes (1) to (6): Please refer to the sub-section headed “— Our Corporate Structure Immediately Prior to the Completion of the [REDACTED]” above for details.

BUSINESS

OVERVIEW

Our Vision

Strive for excellence to become a world-leading food enterprise. (不斷追求進步,成為世界領先的食品企業).

Our Mission

Deliver health and joy by making delicious food simple for all. (傳遞健康快樂,讓美味更簡單).

Who We Are

We are a leading quick-frozen food company in China, dedicated to providing delicious, quality and convenient food products for various consumption occasions, whether at home, in restaurants or on the go. We are the largest quick-frozen food company in China in terms of revenue in 2023, with a market share of 6.2%, according to Frost & Sullivan. Specifically within the quick-frozen food industry, we ranked first in the quick-frozen flavored and processed food market in China in 2023, with a market share of 12.7%, approximately four times the size of the second largest player. We ranked first in the quick-frozen prepared dishes market in China in 2023, with a market share of 4.9%, exceeding the market shares of the second through fourth-ranked players combined.

We place paramount importance on food quality and safety, adhering to our business philosophy of “food for the people,” (“食以民為天”) which places customers at the heart of our operations and demands rigorous attention to product quality. Guided by this philosophy, we have developed a comprehensive product portfolio across three categories, namely quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products. Our products are strategically positioned across diverse market segments and price points to meet varying customer needs. We have established a robust brand portfolio anchored by our flagship “Anjoy (安井)” brand, complemented by our proprietary brands “Frozen-food Master (食品先生)” and “Anjoy Xiaochu (安井小廚)”, alongside our strategically acquired brands including “Honghu Temptation (洪湖誘惑)”, “Liuwu (柳伍)” and “Kung Fu Food (功夫食品)”.

BUSINESS

The following diagram illustrates our diversified and extensive product portfolio across three categories:



Since our inception in 2001, our core management team, comprising industry pioneers, has demonstrated exceptional vision in anticipating customer needs and navigating market dynamics. Their expertise has enabled us to successfully capitalize on critical growth opportunities in the quick-frozen food industry. We have achieved sustained growth through various economic and industry cycles, with our product sales volume growing at a CAGR of approximately 20% between 2013 and 2023. Through our differentiated development strategies, we have become the leader in this fast-growing market.

The following chart sets forth our journey to achieve market leadership:

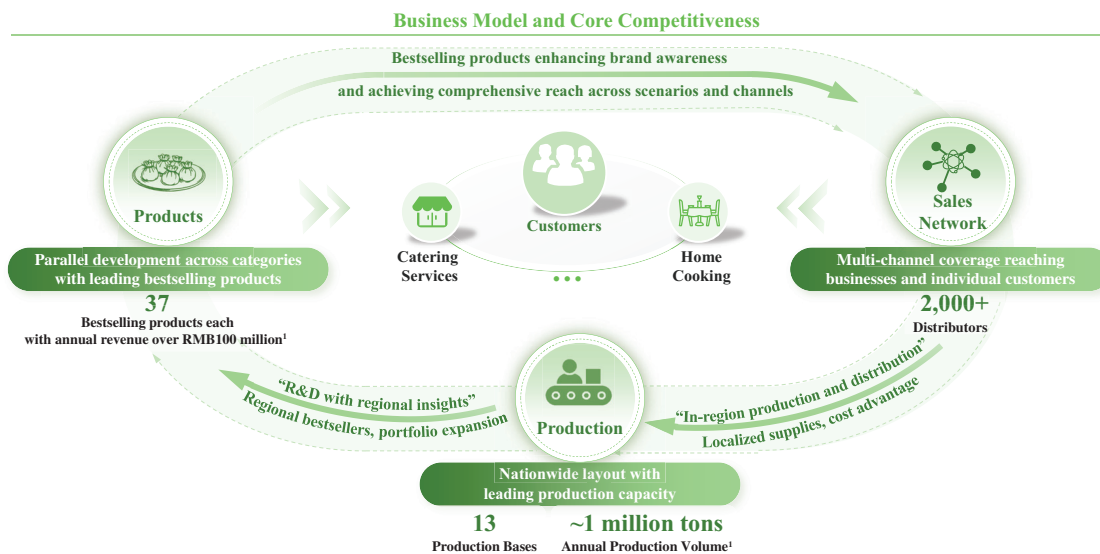


Note: (1) Since 2022. Source: Frost & Sullivan.

BUSINESS

Our Core Competitiveness

Our market leadership is anchored in and reinforced by a flywheel effect created by our industry-leading capabilities in product development, sales network development and production capacity. As illustrated by the following diagram, our continual launches of bestselling products across categories have formed a strong product portfolio that meets diverse market demand while maintaining high quality and enhancing brand awareness. The strength of our product development has generated tremendous momentum across our sales channels. We have built an extensive national sales network reaching both businesses and individual customers, covering catering and home cooking scenarios, mainly through cooperation with our loyal and well-established distributors. Our ability to meet nationwide demand while exploring regional opportunities and to continually launch bestselling products is underpinned by our regional market insights and the economies of scale derived from our in-region production model and leading production capacity.



Note: (1) For the year ended December 31, 2023.

Products. Leveraging our strong product development capabilities, we have continually launched bestselling products. In 2023, we had 37 bestselling products, each generating revenue exceeding RMB100 million. Our Lock-Fresh product line, introduced in 2019, exemplifies our successful product development. This product line features fresh-keeping small packages. It was specifically designed for individual customers and has successfully expanded our presence in the retail market. Our Lock-Fresh product line has demonstrated exceptional market performance, generating over RMB1.0 billion in revenue in 2022 and maintaining strong momentum with 17.6% revenue growth from 2022 to 2023, followed by 23.3% revenue growth in the nine months ended September 30, 2024 compared to the same period in 2023, while sustaining consistent and remarkable profitability.

BUSINESS

Sales Network. Our strong product portfolio has enabled us to forge deeper connections with our distributors and direct sales customers, while continually expanding our sales network and market penetration. Our multichannel sales network, anchored by our distributors, has achieved comprehensive coverage across China, reaching both businesses and individual customers for varied consumption scenarios. In particular, we have empowered our distributors to grow with us and have built a loyal and well-established distribution network. As of September 30, 2024, over 760 distributors had worked with us for more than five years, contributing RMB6.4 billion in revenue for the nine months ended September 30, 2024, which accounted for over 70% of our total revenue from distributors in the same period. The average annual revenue generated per distributor was RMB5.8 million in 2023, significantly higher than that of other leading industry players in China, according to Frost & Sullivan.

Production. Building upon our nationwide sales network, we have strategically established production bases in regions where business scale has reached critical mass to meet regional sales demand, implementing an in-region production model. This approach enables us to optimize logistics costs, respond swiftly to market changes and, together with our economies of scale, create costs advantages that allow us to offer more quality products at competitive prices. As of September 30, 2024, we operated 13 production bases with total annual production capacity of over one million tons. To further strengthen our product development capabilities, we have implemented the approach of “R&D with regional insights” (產地研). This approach enables us to rapidly launch new products featuring local ingredients, culinary styles and the potential to appeal to the taste of nationwide consumers.

We have continuously delivered strong financial performance with robust growth and profitability at an industry-leading scale of operations during the Track Record Period. Our revenue increased by 15.4% from RMB12,105.6 million in 2022 to RMB13,964.9 million in 2023. Our revenue also increased by 7.7% from RMB10,209.8 million in the nine months ended September 30, 2023 to RMB10,995.5 million in the nine months ended September 30, 2024. Our net profit margin was 9.2% in 2022, 10.7% in 2023, 11.2% in the nine months ended September 30, 2023 and 9.7% in the same period in 2024.

OUR STRENGTHS

China’s Largest Quick-Frozen Food Company

We are the largest quick-frozen food company in China in terms of revenue in 2023, with a market share of 6.2%, according to Frost & Sullivan. Specifically within the quick-frozen food industry, we ranked first in the quick-frozen flavored and processed food market in China in 2023, with a market share of 12.7%, approximately four times the size of the second largest player; we ranked first in the quick-frozen prepared dishes market in China in 2023, with a market share of 4.9%, surpassing the market shares of the second through fourth-ranked players combined. Our operational excellence is demonstrated by our sustained growth trajectory. Over the past decade, our annual product sales volume has increased more than sixfold, from approximately 150,000 tons in 2013 to approximately 933,000 tons in 2023, representing a CAGR of approximately 20%.

BUSINESS

The quick-frozen food industry presents significant growth opportunities. According to Frost & Sullivan, driven by continuous development of cold chain logistics infrastructure, increasing restaurant chain penetration and rising customer demand for convenience, the size of China’s quick-frozen food market reached RMB217.7 billion in 2023 and is expected to grow at a CAGR of 10.0% from 2023 to 2028, making it one of the fastest-growing sectors in China’s consumer goods industry. The market remains fragmented, with the top five players holding a combined market share of approximately 15.0% in 2023, compared with approximately 43.0% in the United States, 40.0% in the United Kingdom and 70.0% in Japan, presenting substantial consolidation opportunities.

We have consistently developed products that are widely used in both catering and home cooking scenarios. Leveraging our strong product portfolio, we have steadily increased our brand recognition and have become one of the most influential and renowned companies in China’s quick-frozen food industry, according to Frost & Sullivan. We have also played a leading role in driving industry development and promoting best practices within China’s quick-frozen food industry. During the Track Record Period, we participated in the formulation and revision of three international standards and 16 national standards. As an industry leader with comprehensive capabilities, we are well-positioned to capitalize on the consolidation opportunities and further expand our market share amid the industry’s rapid development.

Comprehensive Sales Network With Deep Multichannel Penetration

Our comprehensive multichannel coverage strategy has enabled us to build and empower our loyal and well-established distributors. This extensive coverage is complemented by strategic direct engagement with targeted enterprise customers, key accounts, new retail and e-commerce platforms, allowing us to swiftly adapt to evolving market trends. Through these diverse channels, we have achieved comprehensive coverage across both businesses and individual customers.

Strong Distribution Network

Leveraging our strong brand and competitive product portfolio, we have established an extensive distribution network that provides both nationwide coverage and deep regional market penetration. We remain committed to providing comprehensive support to our distributors, from sales network development and maintenance to brand promotion and marketing, as well as data analysis and management tools. Through our dedicated support and services, we have built strong relationships with our distributors based on shared values, mutual trust and deep cooperation. As of September 30, 2024, over 760 distributors had worked with us for more than five years, contributing RMB6.4 billion in revenue for the nine months ended September 30, 2024, which accounted for over 70% of our total revenue from distributors in the same period. Our distribution network has enabled us to achieve comprehensive coverage across China, reaching all first and second-tier cities, as well as over 250 lower-tier cities.

BUSINESS

Our sales team works closely with distributors to expand their coverage of points of sale, continually increasing our network density and market penetration. Specifically, we support our distributors in developing points of sale, thereby building a comprehensive sales network to reach customers. Our sales team proactively assists distributors in organizing influential marketing events such as order fairs while strengthening distributor-customer relationships through carefully curated product offerings and targeted promotional campaigns that enhance their sales performance. We execute our brand visibility strategy in collaboration with our distributors. The distinctive storefront designs and visual presentation featuring the Anjoy brand identity and visual elements strengthen our brand awareness as well as the overall sales performance.

We empower our distributors with digital tools, helping them improve operational efficiency and facilitating their decision-making in sales, marketing, inventory management and performance review through data analysis. Our “Anjoy Home” customer relationship management (“CRM”) system is customized according to distributors’ needs and is frequently upgraded based on their feedback. The system enables distributors to streamline their operations through features such as online ordering, logistics tracking and sales analytics.

Strategic Direct Engagement with Sales Channels

Complementing our distribution network, we strategically engage with various sales channels to capture emerging market opportunities and strengthen our market presence. We provide products well-suited to market demand to targeted enterprise customers, including chain catering companies and food companies, promptly addressing their specific needs. For example, we launched customized products with a leading chain catering company specialized in malatang. In the nine months ended September 30, 2024, the revenue from sales to this leading chain catering company specialized in malatang amounted to approximately RMB100 million. Our partnerships with targeted enterprise customers have expanded our sales network while broadening our product portfolio. We also connect directly with end customers through new retail and e-commerce platforms, capturing online retail opportunities and gathering firsthand customer feedback. This direct engagement helps us to continually enhance our product development and marketing strategies. Driven by our deep understanding of these sales channels and strong presence on major platforms, our revenue from sales to new retail and e-commerce platforms grew by 33.1% from 2022 to 2023 and by 27.4% from the nine months ended September 30, 2023 to the same period in 2024.

Diversified Product Portfolio Across Categories Anchored by Bestsellers

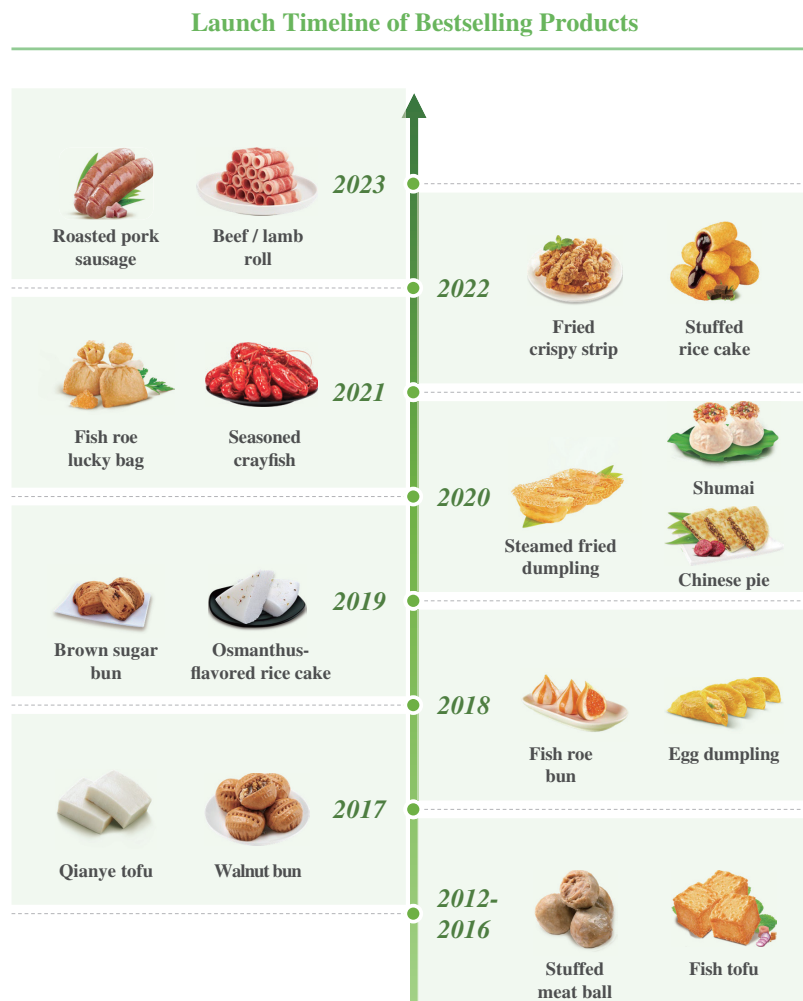
Drawing on our deep understanding of the quick-frozen food industry and keen insight into customer preferences, we have developed a diversified and extensive product portfolio across three categories to meet evolving customer needs. We strategically entered into the fast-growing quick-frozen prepared dishes market, pursuing parallel development across three product categories. As a result of our focused efforts and rapid development, we have achieved a leadership position and were recognized as The Top Chinese Prepared Dish Company in 2024 (2024最具實力中國預製菜生產企業) by the Hurun Research Institute.

BUSINESS

Our industry-leading product development capabilities, built on our successful track record of launching bestselling products, enable us to consistently introduce popular products for both nationwide and regional markets. During the Track Record Period, we offered over 400 types of products across three categories, positioning us as one of the companies with the most extensive product offerings in the quick-frozen food industry, according to Frost & Sullivan. To cater to diverse needs across different regions and consumption scenarios, we offer differentiated flavors and multiple packaging options, forming a comprehensive product portfolio that enhances brand awareness and deepens channel penetration.

Our product development strategy focuses on creating and promoting bestselling products through our extensive sales network. We have developed bestselling products that have maintained popularity for over a decade, such as fish tofu, stuffed meat balls and brown sugar cakes. These bestselling products have strengthened our brand recognition and forged stronger connections with customers, driving sustained growth for our distributors and us. In 2023, we had 37 products each generating annual revenue exceeding RMB100 million, including four products exceeding RMB500 million, demonstrating our strong product development and commercialization capabilities.

The following chart illustrates the launch timeline of a selection of our bestselling products:



BUSINESS

Our extensive product portfolio and continual launches of bestsellers are based on our strong R&D capabilities. We implement an “R&D with regional insights” approach, which allows us to customize product flavors and ingredients for different regions while maintaining consistency in our main product categories nationwide. We have successfully introduced products tailored to regional preferences, such as roe-stuffed fried fish balls in South China and tender fish balls in Central China, which have been well-received in their respective markets.

Our R&D activities are anchored by our Xiamen and Wuxi R&D centers and supported by R&D departments at our production bases across the country. These R&D centers and departments form a nationwide layout of R&D capabilities that strongly support our product development and production capabilities. Our R&D center has been recognized as a National Enterprise Technology Center (國家級企業技術中心), making it the first and the only R&D center in the quick-frozen surimi product industry to receive this recognition as of September 30, 2024. We have also established key laboratories at our production bases across the country.

In-Region Production and Economies of Scale Yielding Cost Advantage

Centered on our in-region production and distribution strategy, we have progressively established a nationwide layout of production bases. Our production bases leverage regional supply chains while maintaining proximity to customers, enabling us to quickly adapt to changing customer tastes and industry trends, minimize logistics costs and achieve economies of scale that translate into significant cost advantages.

As of September 30, 2024, we operated 12 domestic production bases and one overseas production base in the United Kingdom. Our production processes feature digital traceability and real-time production management. Through our nationwide production bases, we have established an efficient in-region operation model where each domestic production facility serves markets within a 500-kilometer radius, reducing logistics costs while enabling efficient sales channel penetration and rapid adjustments to production plans and product development strategies based on market feedback. Our strategy of in-region production and distribution reduces transportation distances among raw material suppliers, production bases, distributors and end customers, enhancing cold chain logistics efficiency. Our logistics costs as a percentage of revenue were 2.0% in 2022 and 1.9% in 2023, significantly lower than industry averages, according to Frost & Sullivan. Following our strategy of in-region production and distribution, we continue to introduce regional specialty products to optimize production capacity utilization. In 2023, we achieved an industry-leading production utilization rate of 91.1%. Our commitment to technological advancement drives continual improvements in production processes, as evidenced by our over 400 patents as of the Latest Practicable Date.

BUSINESS

In 2023, our total annual production capacity was over one million tons. Our industry-leading scale provides cost advantages in procuring key raw materials. According to Frost & Sullivan, the average purchase prices of our fresh fish and surimi in 2023 were significantly lower than market averages. Through acquisitions of companies including Honghu Xinhongye and Hubei New Liuwu, we expanded vertically into the raw material supply chain, ensuring stable supplies of quality surimi and crayfish for our production.

These cost advantages enable us to offer customers quality products at competitive prices, which deepen our sales coverage and enlarge sales volume, further enhancing our economies of scale and creating a virtuous cycle. Our financial performance during the Track Record Period demonstrates these advantages, with our gross profit margin rising from 21.2% in 2022 to 22.6% in 2023, positioning us as an industry leader in the quick-frozen food industry, according to Frost & Sullivan.

Advanced Digitalization Capabilities Empowering Decision-Making and End-to-End Operational Efficiency

We are committed to achieving comprehensive digital management and operations. Through in-house R&D as well as utilization and customization of external technologies, we digitalize and optimize processes from strategy formulation to business execution, enhancing the timeliness and accuracy of decision-making and overall management. Our Business Intelligence (BI) system enables real-time analysis of information across multiple areas, including products, customers, regional markets and marketing strategies on the sales side, as well as cost analysis and meticulous management on the production side. Our improved decision-making capabilities strengthen collaboration with distributors, enhance production efficiency and improve quality control processes. For example, we adjust marketing strategies and promotion plans based on sales data. Our digitalized quality control system enables full-process traceability from raw material sourcing, through production, packaging and logistics, to customer receipt, ensuring comprehensive quality monitoring. In 2023, we were recognized as one of the “Top 100 Benchmark Smart Factories in China,” one of only two companies in the food industry to attain this achievement.

Digitalized Distributor Management

We empower distributors through our proprietary “Anjoy Home” CRM system and Fastsell order management system. The “Anjoy Home” CRM system enables our distributors to manage online orders and track logistics, facilitating their sales management and decision-making. The system also integrates the sales network with our internal decision management platform, making our production and sales planning more efficient. Additionally, our distributors can opt to use our Fastsell system, which assists them in connecting with downstream business partners and securing orders promptly.

BUSINESS

Digitalized Production Management

Our self-developed Enterprise Data Integration (EDI) system integrates seamlessly with our production process, automatically generating production plans and specifying process parameters. The system rigorously monitors and ensures product quality, enhances production safety and comprehensively increases production efficiency. Leveraging the EDI system, we have increased overall labor productivity by more than 10% and reduced training time for new staff by approximately 70%. In 2023, we became the first company in China’s quick-frozen food industry to earn “intelligent production capability maturity level III” certification from the China Electronics Standardization Institute, demonstrating our excellence in production management.

Digitalized Logistics Management

Through our digital logistics system, we strictly manage and control warehousing, storage, delivery processes to minimize spoilage and risks. Our logistics tracking system enables real-time monitoring of temperature and humidity in refrigerated trucks and cold storage facilities while tracking geographical location and responsible personnel at each transportation stage. This real-time monitoring is crucial for ensuring product quality.

Visionary and Experienced Management Team and Strong Corporate Culture

Our Chairman, Mr. Liu Mingming, and general manager, Mr. Zhang Qingmiao, are visionary and determined entrepreneurs, each having over 30 years of industry experience and profound understanding of the quick-frozen food industry. Under their leadership, we have developed a professional and stable management team with extensive experience and industry insights. Many team members have contributed to drafting and formulating standards for the quick-frozen food industry. Our core management team, with its industry expertise, strategic vision, leadership and execution capabilities, has led us to become a leading quick-frozen food company in China.

We believe our continual efforts in team building support our long-term growth. We have introduced comprehensive talent development and incentive programs which, combined with our vibrant corporate culture, enhanced employee retention and engagement. We were among the first companies in China’s quick-frozen food industry to implement employee stock ownership incentives. As of September 30, 2024, approximately 10% of our employees had received share option incentives.

BUSINESS

We have cultivated strong entrepreneurial values and work ethic throughout our organization. Our corporate culture has fostered team bonding and motivation, laying the foundation for rapid and sustainable business expansion while empowering us to create long-term value for both customers and the quick-frozen food industry. This entrepreneurial spirit has enabled us to successfully incubate two quick-frozen food brands, “Frozen-food Master” and “Anjoy Xiaochu”, which focus on quick-frozen prepared dishes and have rapidly grown to expand our product portfolio.

OUR STRATEGIES

We are committed to becoming the world’s leading quick-frozen food company. Our aim is to strengthen our leading position and enhance profitability in China’s quick-frozen food market while expanding our presence in overseas markets. To accomplish this, we plan to implement the following strategies:

Strengthen Our Leading Position

As Chinese customers increasingly embrace quick-frozen food and their demand for convenience rises, we will maintain our focus on developing our three main product categories. We plan to deepen market penetration through our core products while expanding and optimizing our product portfolio with sustained innovation, further increasing our market share and enhancing our brand awareness. We will also capitalize on rapid growth opportunities in the quick-frozen food industry and actively explore new product types such as Western-style dishes. We plan to pursue strategic acquisitions of or investment in brands with international presence or establish joint ventures to develop Western cuisine products, to capture China’s growing Western food market. Our strategy is to penetrate upstream markets and distribution networks in the Western food market, fostering synergies between our Chinese and Western culinary businesses.

Expand Our Sales Network

The breadth, depth and strength of our sales network are crucial for our future success. We aim to strengthen our distributor partnerships, continue supporting distributors through product development and attract more distributors to expand our market reach. We also plan to expand our direct engagements with key accounts, targeted enterprise customers, new retail and e-commerce platforms, developing products well-suited to market demand to meet their unique needs across various consumption scenarios. By offering customized marketing support based on channel-specific insights, we plan to continue empowering our distribution network and improving market reach to end customers, increasing brand awareness and customer perception.

BUSINESS

Enhance Digitalization and Intelligent Production

We plan to further digitalize key aspects of our business to enhance operational efficiency. We plan to continue enhancing our digitalized management system, enabling distributors to make informed business decisions and optimize their operations with real-time data. We plan to enhance digital integration with our direct customers, such as large supermarkets and chain catering companies, to improve operational efficiency. On the production side, we plan to continue advancing our intelligent production capabilities, leveraging data analysis, intelligent production equipment and Internet of Things systems to optimize production efficiency and ensure product quality.

Expand Our Overseas Presence

As China’s global influence expands and the global demand for Chinese cuisine grows, the quick-frozen Chinese food sector presents significant new opportunities. We plan to focus on expanding into high-growth, less concentrated markets or large-scale markets. We believe the significant growth potential in overseas Chinese cuisine consumption, which presents opportunities to establish a global presence and promote authentic Chinese culinary experiences worldwide. We plan to develop a global supply chain platform to optimize costs and ensuring stable supply. Through global procurement initiatives, we aim to reduce costs and secure quality raw materials, particularly for those core categories such as surimi, shrimp and other aquatic ingredients.

Furthermore, we plan to accelerate our international expansion through equity partnerships and/or strategic acquisitions, targeting growth in emerging product categories. We will evaluate potential targets for overseas investments or acquisitions primarily based on their scale, financial performance, customer base, brand equity and sales network production capability. As of the Latest Practicable Date, we had not identified any specific investments or acquisition targets.

Attract, Develop and Motivate Talent

We plan to continue investing in human capital through a talent development strategy that focuses on internal training supplemented by external recruitment. We remain committed to offering career guidance and professional training to create a supportive working environment that fosters creativity and intrapreneurship among our employees.

BUSINESS

OUR BRANDS AND PRODUCTS

We are engaged in the R&D, production and sales of quick-frozen food products, focusing on quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products. During the Track Record Period, our product portfolio comprised over 400 types of products, positioning us as one of the companies with the most extensive product range in the quick-frozen food industry, according to Frost & Sullivan. After more than 20 years of business operations and development, we have built significant brand influence and recognition among our customers. Our “Anjoy (安井®)” brand has been recognized as a “Well-known Trademark of China” by the State Administration for Industry and Commerce since 2010.

- In the quick-frozen flavored and processed product category, our products primarily include those under “Anjoy (安井®)” brand, such as fish tofu, fish balls, stuffed meat balls and pork sausage.
- In the quick-frozen prepared dishes category, we adopt a multi-brand strategy to feature our “Anjoy (安井®)”, “Frozen-food Master (食品先生®)”, “Anjoy Xiaochu (安井炒厨®)”, “Honghu Temptation (洪湖诱惑®)” and “Liuwu (柳伍®)” brands. Our products primarily include prepared dishes such as crayfish, fried crispy strips, shrimp paste, beef/lamb rolls, egg dumplings and pickled fish.
- In the quick-frozen flour and rice product category, our main products include “Anjoy (安井®)” branded products such as shumai, steamed buns, Chinese pancakes and brown sugar cakes.

We offer delicious, quality and convenient food products to our customers through our diversified product portfolio, which seamlessly fits into various key consumption scenarios. For restaurants and other catering businesses, especially those specialized in hot pot, malatang, barbecue and oden, we supply them with quality quick-frozen foods through our sales network, helping them maintain consistency in food quality and improve cooking efficiency. For households, we reach individual customers through supermarkets, convenience stores, new retail and e-commerce platforms, addressing household demand for quick and convenient cooking. These bestselling products have strengthened our brand recognition and forged stronger connections with end customers, driving sustained growth for us and our distributors. In 2023, we had 37 products each generating annual revenue exceeding RMB100 million, including four products exceeding RMB500 million, demonstrating our strong product development and commercialization capabilities.

BUSINESS

The following table sets forth a breakdown of our revenue by product category in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Quick-frozen flavored and processed products . . .	6,296,764	52.0	7,002,194	50.1	4,913,312	48.1	5,588,228	50.8
Quick-frozen prepared dishes	3,015,913	24.9	3,916,311	28.0	3,100,526	30.4	3,325,936	30.2
Quick-frozen flour and rice products.	2,402,293	19.8	2,532,713	18.1	1,852,577	18.1	1,812,255	16.5
Others ⁽¹⁾	390,648	3.3	513,660	3.8	343,352	3.4	269,046	2.5
Total	12,105,618	100.0	13,964,878	100.0	10,209,767	100.0	10,995,465	100.0

Note:

(1) Others primarily include sales of agricultural by-products.

The following table sets forth a breakdown of our sales volume and average selling price of our key products by category for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Volume	Average selling price ⁽¹⁾	Volume	Average selling price ⁽¹⁾	Volume	Average selling price ⁽¹⁾	Volume	Average selling price ⁽¹⁾
	<i>(tons)</i>	<i>(RMB in thousands per ton)</i>	<i>(tons)</i>	<i>(RMB in thousands per ton)</i>	<i>(tons)</i>	<i>(RMB in thousands per ton)</i>	<i>(tons)</i>	<i>(RMB in thousands per ton)</i>
Quick-frozen flavored and processed products	450,592	14.0	500,755	14.0	356,921	13.8	410,883	13.6
Quick-frozen prepared dishes .	148,339	20.3	196,859	19.9	150,081	20.7	185,746	17.9
Quick-frozen flour and rice products	224,245	10.7	235,384	10.8	171,980	10.8	179,430	10.1

Note:

(1) Calculated by dividing the revenue generated from sales during a certain year/period by the sales volume in that same year/period.









BUSINESS

Our Main Products

Quick-Frozen Flavored and Processed Products

As our main product category, our quick-frozen flavored and processed products are primarily made from aquatic products and meat. During the Track Record Period, we offered over 140 types of quick-frozen flavored and processed products. These products are consumed across various culinary scenarios primarily including hot pot, barbecue and malatang, and generally have a shelf life of 12 months.

The following table sets forth the details of our representative product types in quick-frozen flavored and processed product category as of September 30, 2024:

Product	Product picture	Illustrative photo of finished dish	Range of net weight per individual package/unit
Fish tofu (魚豆腐)			120g-6,000g
Stuffed fish ball (包心魚丸)			240g-6,000g
Fish roe bun (魚籽包)			240g-2,500g
Crab-flavored stick (仿蟹肉)			240g-1,000g

BUSINESS









Product	Product picture	Illustrative photo of finished dish	Range of net weight per individual package/unit
Stuffed meat ball (撒尿肉丸)			240g-6,000g
Roasted pork sausage (火山石烤腸)			500g-4,000g
Chewy fish flavor plate (Q魚味板)			680g-2,500g
Crab steak (蟹味排)			120g-2,500g
Pork meatball (貢丸)			150g-6,000g

BUSINESS

Quick-Frozen Prepared Dishes

Our quick-frozen prepared dishes offer a variety of pre-processed and/or precooked and flavored ingredients in our ready-to-heat and ready-to-cook packs. During the Track Record Period, we offered over 210 types of quick-frozen prepared dishes. Our quick-frozen prepared dishes are suitable for quickly and easily preparing dishes in various settings, including restaurants, other catering businesses, and home cooking. Furthermore, our quick-frozen prepared dishes provide customers with various flavors and choices, allowing for effortless meal preparation even without cooking skills. These products generally have a shelf life of 12 to 24 months.

The following table sets forth the details of our representative product types in quick-frozen prepared dishes category as of September 30, 2024:

Product	Product picture	Illustrative photo of finished dish	Range of weight per individual package/unit
Crayfish tail (蝦尾)			110g-12,500g
Seasoned crayfish (調味蝦)			400g-3,500g
Fried crispy strip (小酥肉)			200g-1,000g
Shrimp paste (蝦滑)			150g-500g

BUSINESS









Product	Product picture	Illustrative photo of finished dish	Range of weight per individual package/unit
Beef roll (牛肉卷)			150-5,000g
Lamb roll (羊肉卷)			150-5,000g
Egg dumpling (蛋餃)			165g
Pickled fish (酸菜魚)			410g-650g
Stuffed lotus root (藕盒)			800g
Sticky rice chicken in lotus leaf (荷香糯米雞)			155g-930g
Qianye tofu (千夜豆腐)			400g-2,500g

BUSINESS









Quick-Frozen Flour and Rice Products

Our quick-frozen flour and rice products primarily focus on quick-frozen leavened products such as steamed buns, brown sugar cakes and walnut buns. During the Track Record Period, we offered over 120 types of quick-frozen flour and rice products. Our quick-frozen flour and rice products meet a wide range of cooking needs while providing convenience and versatility. Our product line caters to diverse consumption scenarios, being available through breakfast restaurants and Chinese culinary restaurants, while also enabling customers to effortlessly prepare staple foods in their home kitchens. The straightforward preparation process makes them an ideal choice for customers seeking delicious and quality breakfast during busy mornings. These products generally have a shelf life of 12 months.

The following table sets forth the details of our representative product types in quick-frozen flour and rice product category as of September 30, 2024:

Product	Product picture	Illustrative photo of finished dish	Range of weight per individual package/unit
Shumai (燒麥)			240g-2,500g
Steamed bun (奶香饅頭)			240g-7,000g
Brown sugar cake (紅糖發糕)			400g-700g
Chinese pancake (手抓餅)			400g-2,250g

BUSINESS

Product	Product picture	Illustrative photo of finished dish	Range of weight per individual package/unit
Steamed fried dumpling (蒸煎餃)			280g-1,000g
Chinese pie (餡餅)			298g-560g
Walnut bun (核桃包)			288g-360g
Osmanthus flavored rice cake (桂花糕)			300g

Category Leading Bestselling Products

We have developed multiple bestselling product lines that demonstrate our market leadership across various geographic regions and distribution channels. We maintain our competitive edge while continually expanding our product portfolio to cater to end customers' requirements. We continuously expand our product portfolio and launch bestselling products, such as stuffed meat balls, egg dumplings, shumai, fried crispy strips and shrimp paste, to meet the growing and changing demand of our customers. In 2023, we had 37 products each generating annual revenue of more than RMB100 million, including four products surpassing RMB500 million, demonstrating our strong product development and commercialization capabilities.

BUSINESS

We take into account customer preferences and needs to initiate our product development and generally focus on expanding bestselling products which have achieved initial market acceptance. The sustained growth of our strategic bestselling products has also driven the rapid growth of other products, further supporting our overall revenue growth. For example, building upon our bestselling sticky rice shumai, we expanded our product portfolio with purple rice shumai and “three-treasure” shumai to serve different distribution channels and consumption scenarios. We have also launched paper-thin wrapper shumai with various flavors, including black pepper beef and pork with diced vegetables.

To successfully launch bestselling products, we need to develop products excelling across quality, price competitiveness, availability and channel acceptance, which is made possible through multiple aspects:

- Our loyal and well-established distribution network enables rapid and effective product launches across the country;
- Our nationwide production bases facilitate in-region sourcing and production, optimizing product freshness, distribution efficiency and maintaining cost-effectiveness through economies of scale;
- We maintain product quality excellence and continue to innovate to ensure customer satisfaction and keeping abreast with market trends;
- Our vertically integrated supply chain ensures a stable supply of key raw materials and mitigates cost volatility;
- The established equity of our “Anjoy” brand has become synonymous with quality and deliciousness; and
- Our digitalization further enhances operational efficiency and strengthens quality control and food safety.

Case Study: The Lock-Fresh Product Line

The success of our Lock-Fresh product line demonstrates our ability to leverage market insights and comprehensive capabilities to create a bestselling product line. Drawing on our insights into customer preferences and needs, we introduced the Lock-Fresh product line in 2019. The Lock-Fresh product line was designed to meet the demand for quality hot pot ingredients that balance nutrition, taste and freshness for home cooking.

BUSINESS

Our production capabilities enabled the rapid scaling of our Lock-Fresh product line to meet the growing market demand, while our multichannel sales network ensured the accessibility of our Lock-Fresh product line, contributing significantly to the popularity of this product line. Meanwhile, our commitment to quality was reflected in the use of advanced preserving technologies, such as filling packs with nitrogen to maintain freshness, ensuring that our products consistently meet customer expectations for quality. The brand equity of “Anjoy” further solidified the market acceptance of our Lock-Fresh product line.

Since the introduction of the first Lock-Fresh product, we have developed over 20 Lock-Fresh products. The Lock-Fresh product line includes various offerings such as fish roe bun, stuffed meat ball and fish tofu, focusing on enhanced protein quality. The success of the Lock-Fresh product line has reinforced our leadership in the quick-frozen flavored and processed food market and exemplified how strategic product launches can drive overall sales growth. Our Lock-Fresh product line has demonstrated exceptional market performance, generating over RMB1.0 billion in revenue in 2022 and maintaining strong momentum with 17.6% revenue growth from 2022 to 2023, followed by 23.3% growth in the nine months ended September 30, 2024 compared to the same period in 2023, while sustaining consistent and remarkable profitability. We believe that our Lock-Fresh product line enhances our customer coverage and increases our brand awareness among customers. The following graphic sets forth an illustration of our Lock-Fresh products:



BUSINESS

Case Study: Beef and Lamb Rolls

Our efforts in the beef and lamb roll series under the brand “Frozen-food Master” illustrate our strategic approach to product development and the application of capabilities to build market leadership in high-potential segments. Our decision to enter into this segment was driven by identification of a clear demand for delicious, quality and convenient ingredients for various dining scenarios. Meanwhile, the quick-frozen beef and lamb roll market remains in a high-growth phase. The following graphics set forth an illustration of our beef and lamb roll products:



Beef rolls (牛肉卷)



Lamb rolls (羊肉卷)

The rapid growth in the sales of beef and lamb roll products is driven by our integrated business model enabling us to provide quality products at competitive prices. Our strategically located production bases across China enable in-region processing and distribution, reducing transportation costs. In addition, we enjoy the benefit of significant operational efficiency offered by the established sales channels for our quick-frozen food products, selling through traditional channels including wholesale markets and supermarkets, as well as emerging channels such as new retail and e-commerce platforms. We also maintain strong supply chain control from production base to the points of sale. By leveraging our strengths in channel management, marketing and regional sales, we have captured significant market share.

BUSINESS

SALES NETWORK

We have built an extensive sales network that effectively sells our products and reaches a diverse customer base across China. We have also expanded our sales network into overseas markets. During the Track Record Period, the revenue from sales via our overseas sales network was immaterial. The following table sets forth a breakdown of our revenue by sales channel in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Distributors	9,757,738	80.6	11,318,764	81.1	8,282,080	81.1	9,032,210	82.1
Key accounts ⁽¹⁾	973,499	8.0	843,010	6.0	590,103	5.8	598,435	5.4
Targeted enterprise customers ⁽²⁾	808,416	6.7	1,049,547	7.5	810,740	7.9	693,928	6.3
New retail and e-commerce platforms ⁽³⁾	565,965	4.7	753,557	5.4	526,844	5.2	670,892	6.2
Total	12,105,618	100.0	13,964,878	100.0	10,209,767	100.0	10,995,465	100.0

Notes:

- (1) Key accounts primarily include national and regional supermarkets.
- (2) Targeted enterprise customers primarily include chain catering companies, snack companies and other corporate customers.
- (3) New retail and e-commerce platforms primarily include retailers that adopt an online-offline integrated approach, as well as self-operated stores on mainstream e-commerce platforms.

Distributors

We primarily sell our products to distributors, who in turn distribute our products to catering businesses, wholesale markets, supermarkets, e-commerce platforms and other points of sale. We believe that distributors are critical to our business in terms of setting up our downstream sales channels, maximizing the coverage of product distribution, driving the growth of our results of operations and in line with industry norm, according to Frost & Sullivan. Our distributors are our customers, and we maintain a buyer/seller relationship with them. In 2022 and 2023 and the nine months ended September 30, 2023 and 2024, the revenue from sales to distributors amounted to RMB9,757.7 million, RMB11,318.8 million, RMB8,282.1 million and RMB9,032.2 million, respectively, representing 80.6%, 81.1%, 81.1% and 82.1% of our total revenue for the same periods.

BUSINESS

Our distribution network has penetrated deeply into the China market. As of September 30, 2024, we cooperated with 2,069 distributors and had gradually expanded the distribution network to overseas markets.

Distributor Selection

We have established comprehensive policies for the acquisition of new distributors. The selection criteria for potential distributors encompass an evaluation of their experience in quick-frozen food industry, channel resources, financial robustness, commitment and entrepreneurial passion. Moreover, we underscore the importance of the distributors’ hardware infrastructure, including refrigeration storage and cold chain transportation, to guarantee extensive channel reach, depth of market penetration and food safety.

Distributor Management

We place great importance on the maintenance and daily management of our distribution network. Our sales personnel regularly visit distributors, offer support and advice and discuss their sales performance, to understand distributors’ business conditions and specific needs, thereby enhancing our distributor management and maintaining good relationships with them. As of September 30, 2024, our sales and marketing team had 3,896 sales personnel.

We enter into annual agreements with distributors to specify their designated sales regions, channels and targets, and conduct regular assessments of our distributors based on their sales performance by product category. Our distributors may use sub-distributors. We do not enter into agreements or directly establish relationships with the sub-distributors. We monitor market trends and promptly formulate appropriate marketing and procurement plans in advance, which facilitates dynamic market management and ensures that our products are neither in excess nor out of stock. We formulate and implement stringent policies to prevent existing employees from working for or owning equity in any of our distributors. If any of our former employees becomes an employee of our distributors, or holds equity in our distributors, we require such relevant distributors to notify us. In addition, our internal control policy ensures the equal treatment of our distributors. To the best knowledge of our Directors, as of the Latest Practicable Date, all our distributors were Independent Third Parties and none of our distributors were controlled by any of our employees during the Track Record Period and up to the Latest Practicable Date. To the best knowledge of our Directors, during the Track Record Period, none of our distributors had any business, employment, family or financing relationships with any of our Directors, Supervisors, substantial Shareholders, senior management and employees.

BUSINESS

Distributor Empowerment

We support the development of our distributors through various measures, which we believe can strengthen our partnership with distributors and drive mutual growth, including but not limited to:

- *Exploring Sales Channels.* We assist distributors with developing downstream sales channels by helping them establish connections with points of sale, creating a comprehensive network. With our support, distributors have expanded into diverse dining channels as well as emerging e-commerce platforms, including community group buying, thereby broadening and deepening their reach.
- *Digitalized Channel Management.* To enhance the operational efficiency of our distributors, we have implemented digitalized channel management. Considering that distributors vary in management skills and data analysis skills, we introduced the “Anjoy Home” CRM system, a digital mobile platform for distributors. This system provides dynamic reports, making it easier for distributors to streamline ordering processes and refine procurement strategies.
- *Brand Advertising.* We support distributors’ sales efforts with advertising of our brands and products. Beyond outdoor advertisements and storefront arrangements, we help distributors conduct online advertisement campaigns such as shooting and posting short videos. This approach helps attract customer attention, creates brand recognition and strengthens brand positioning.
- *Order Fairs.* We assist distributors with organizing order fairs for end customers to enhance their interactions with end customers and provide a platform for their business expansion. During these events, we introduce customized product combinations tailored to regional consumption patterns and seasonal trends, boosting sales and reinforcing cooperation with distributors.

Low Channel Stuffing Risk

We believe that our sales reflect the actual demand from end customers, thus minimizing the risk of channel stuffing and inventory backlog within the distribution network, as (i) we generally do not allow returns of products sold to distributors, except for limited reasons such as defective products; and (ii) the majority of our product categories generally have a shelf life of 12 months and quick-frozen food products require relatively high storage costs.

BUSINESS

Number of Distributors and Movement

The following table sets forth the movement of the number of our distributors for the periods indicated:

	Year ended December 31,		Nine months ended September 30,
	2022	2023	2024
Number of distributors at the beginning of the period	1,652	1,836	1,964
Number of newly added distributors for the period ⁽¹⁾	336	454	455
Number of terminated distributors for the period ⁽²⁾	(152)	(326)	(350)
Number of distributors at the end of the period	<u>1,836</u>	<u>1,964</u>	<u>2,069</u>

Notes:

- (1) New distributors refer to distributors who entered into distribution agreements with us during a particular period.
- (2) Terminated distributors refer to distributors who ceased to have distribution relationships with us during a particular period.

During the Track Record Period, we continually expanded our distribution network and successfully developed a significant number of new distributors. In 2022 and 2023 and the nine months ended September 30, 2024, we had 336, 454 and 455 new distributors, respectively. In adhering to our distributor management standards, in 2022 and 2023 and the nine months ended September 30, 2024, we ceased collaborations with 152, 326 and 350 distributors, respectively, who did not conduct active transactions with us within a specified time frame due to shifted business strategies, market exits or other reasons, did not strictly follow our management policies for distributors or did not meet our expected sales performance. During the Track Record Period and up to the Latest Practicable Date, we had no material unresolved disputes with terminated distributors.

We empower our distributors to grow and gradually become industry leaders in their respective regions. Among our 2,069 distributors as of September 30, 2024, we had collaborated with over 760 distributors for more than five years. The revenue from sales to these distributors was RMB6.4 billion for the nine months ended September 30, 2024, representing over 70% of our total revenue from sales to distributors in the same period. The average annual revenue generated per distributor was RMB5.8 million in 2023, significantly higher than that of the leading industry players in China, according to Frost & Sullivan.

BUSINESS

Standard Terms With Distributors

We typically enter into standard distribution agreements, the nature of which is sales and purchase agreements, with our distributors. Revenue is recognized when control of the products is transferred, being the point at which the products are delivered and accepted by the distributors. The salient terms of our standard distribution agreements during the Track Record Period are set out below:

- *Term.* The agreement generally has a term of one year.
- *Payment and credit terms.* We generally provide a credit term of 30 days to a majority of our distributors.
- *Sales and performance target.* We determine the incentive amount based on distributors’ sales performance to encourage distributors to achieve or overachieve annual sales targets and promote the sales of our new products.
- *Logistics.* We generally engage logistics companies to deliver our products to the addresses designated by distributors.
- *Transfer of risk.* The risks transfer to the distributors after they confirm receipt of our products.
- *Product return.* We generally do not allow product returns from distributors other than for limited reasons such as defective products, which is in line with industry norm, according to Frost & Sullivan.
- *Termination.* We generally have the right to terminate the agreement with distributors who breach their distribution agreement.

We typically do not mandate any minimum purchase requirements for our distributors. In addition, we do not dictate the selling prices for our distributors, allowing them to set prices based on their own business judgment. We believe that our standard distribution agreements enable us to sufficiently incentivize the distributors to actively market and sell our products and provide us with sufficient control over the distribution network.

We did not rely on any single distributor or a small number of distributors during the Track Record Period. See “— Our Customers.”

BUSINESS

Key Accounts

Key accounts primarily include national and regional supermarkets, such as RT-Mart (大潤發), Yonghui Superstores (永輝超市), Walmart, Wumart (物美) and Rainbow Department Store (天虹). During the Track Record Period, revenue from sales to key accounts amounted to RMB973.5 million, RMB843.0 million, RMB590.1 million and RMB598.4 million in 2022 and 2023 and the nine months ended September 30, 2023 and 2024, respectively, representing 8.0%, 6.0%, 5.8% and 5.4% of our total revenue for the same periods.

We focus on promoting our brand image through unified marketing activities with supermarkets to carry out various product promotions. For example, by aligning with holiday themes, we organize various in-store activities to boost sales through key accounts. In addition, we also participate in live-streaming sales events organized by our key accounts, thereby reinforcing our position in the online retail.

The sales approach to key accounts is categorized into two models. The first model involves standard sales governed by sales contracts, under which products are delivered in line with the purchase orders detailed within the contract, followed by settlement in accordance with the agreed terms. The second model operates on a consignment basis, with products being delivered according to the terms of the consignment contract and revenue being recognized upon receipt of the proof of the sales to end customers.

The salient terms of the agreements with our key accounts during the Track Record Period are set out below:

- *Term.* The agreement generally has a term of one year and automatically renews unless terminated by either party.
- *Minimum purchase requirement.* We generally do not set any minimum purchase requirements.
- *Payment.* The payments are generally settled on monthly basis. We generally grant a credit term of 15 to 60 days upon the invoice.
- *Price policy.* We generally sell our products at prices that have been agreed.
- *Logistics.* We are generally responsible for delivering our products to locations designated by the key accounts.
- *Product return.* We generally allow product returns that have not been sold to end customers.
- *Termination.* Either party generally has the right to terminate the contract if the other party breaches the contract and fails to rectify such breach within a reasonable period of time.

BUSINESS

Targeted Enterprise Customers

Our targeted enterprise customers primarily include chain catering companies, snack companies and other corporate customers. During the Track Record Period, revenue from sales to targeted enterprise customers increased from RMB808.4 million in 2022 to RMB1,049.5 million in 2023, and decreased from RMB810.7 million in the nine months ended September 30, 2023 to RMB693.9 million in the nine months ended September 30, 2024, representing 6.7%, 7.5%, 7.9% and 6.3% of our total revenue for the same periods.

Leveraging our diverse product portfolio and premium product quality, we have attracted customers from the catering and other specialty channels. We have established long-term partnerships with renowned chain catering companies, including Zhangliang Malatang, Bantianyao Grilled Fish, Xiabuxiabu, Haidilao, Fish with You. We customize products and solutions to meet the differentiated needs of customers. For example, we offer customized products for a leading chain catering company specialized in malatang. In the nine months ended September 30, 2024, the revenue from sales to this leading chain catering company specialized in malatang was approximately RMB100 million.

The salient terms of our standard agreements with targeted enterprise customers during the Track Record Period are set out below:

- *Duration.* The agreement generally has a term of one year.
- *Minimum purchase requirements.* We generally do not set any minimum purchase requirements.
- *Pricing policy.* We sell our products to targeted enterprise customers at prices agreed in specific sales order.
- *Payment.* Both parties review the invoices and generally settle the payments on a monthly basis.
- *Logistics.* We are generally responsible for arranging delivery of our products to locations designated by targeted enterprise customers within the time frame specified in the agreement after we receive the purchase order.
- *Confidentiality.* All confidential information provided by either party shall be used solely for the purposes of fulfilling the obligations and enforcing the rights as set out in the agreements and generally shall not be disclosed to any third party.
- *Product return.* We generally allow product returns that have not been sold to end customers.
- *Termination.* Both parties have the right to terminate the contract if the other party breaches the agreement.

BUSINESS

New Retail and E-commerce Platforms

We have been actively expanding our online multichannel development to adapt to changing customer habits and industry trends. In 2022 and 2023 and the nine months ended September 30, 2023 and 2024, revenue from sales via new retail and e-commerce platforms was RMB566.0 million, RMB753.6 million, RMB526.8 million and RMB670.9 million, respectively, representing 4.7%, 5.4%, 5.2% and 6.2% of our total revenue for the same periods. We capture customer attention through targeted digital marketing tactics, including social media campaigns on these platforms. We plan to further expand our business on these platforms to offer differentiated products to customers and provide more targeted product portfolio recommendations based on customer purchasing behavior, thereby increasing customer traffic and driving sales.

New Retail Platforms

We have been actively expanding our cooperation with new retail platforms, such as Freshippo (盒馬鮮生), Dingdong (叮咚買菜), JD Supermarkets (京東超市) and Guoquan (鍋圈) since 2022. These new retail platforms typically offer both online and offline shopping experiences for end customers, leveraging technologies to enhance convenience. These platforms often incorporate e-commerce, mobile apps and data analytics to offer personalized shopping experiences, online order placements and various delivery options, including home delivery and in-store collection. New retail platforms primarily prioritize the sales of our products suitable for individual customers such as Lock-Fresh products and certain quick-frozen prepared dishes.

We collaborate with these platforms from time to time to customize our products, such as unique packaging designs or platform-specific features, strengthening the partnerships and tapping into their established customer bases, potentially increasing our market reach and sales volume. For example, we jointly developed differentiated products with JD Supermarkets, such as hot pot packs and breakfast packs, aligning with the shopping habits of end customers who shop on its platform.

The salient terms of our standard agreements with new retail platforms during the Track Record Period are set out below:

- *Term.* The agreement generally has a term of one year.
- *Minimum purchase requirements.* We generally do not set any minimum purchase requirements.
- *Pricing policy.* We sell our products to new retail platforms at prices agreed in specific sales order.

BUSINESS

- *Payment.* We generally deliver our products to new retail platforms before they make payments. We generally grant certain credit terms to them.
- *Logistics.* We are generally responsible for arranging delivery of our products to locations designated by the new retail platforms.
- *Product return.* We generally allow product returns that have not been sold to end customers.
- *Termination.* Both parties have the right to terminate the contract if the other party breaches the agreement and fails to rectify such breach within a reasonable period of time.

E-Commerce Platforms

We have strengthened our cooperation with e-commerce platforms such as Tmall, JD.com and Pinduoduo, and participated in important shopping festivals and promotional events. To further our customer reach and offer a more flexible shopping experience, we have established multiple online sales outlets, including our self-operated stores on Douyin and Kuaishou. We are proactively exploring the online livestreaming sales and have established our live streaming sales channel. For example, our sales personnel introduce our products and interact with our end-customers through live stream sessions in our self-operated store on Douyin. We also collaborate with popular social e-commerce platforms to extend our online customer reach by leveraging their e-commerce features and traffic. Customers place orders by clicking the embedded links in live-streaming or short promotional videos. We follow the general policies of respective e-commerce platforms.

Coordination Between Sales Channels

We typically assess from a holistic perspective to manage our sales channels and optimize our resource investments across multichannel network. Any sales conducted by distributors outside their designated geographic areas, or any cross-channel sales among different sales channels and platforms without our prior consent, are considered cannibalization. We have taken measures to address the risk of sales channel cannibalization, primarily including distribution network management, penalty mechanism and product differentiation.

- ***Distribution Network Management.*** We monitor the sales activities of our distributors to prevent unauthorized sales outside their designated regions or channels. By allocating specific geographic regions and channels to our distributors, we aim to minimize competition among them. The distribution agreements we enter into with distributors typically specify the designated geographic regions and channels, and generally prohibit the distributors from selling products outside these designated regions and channels without our prior written consent.

BUSINESS

- ***Penalty Mechanism.*** We are entitled to terminate the distribution agreements with distributors that repeatedly engage in severe cannibalization or cross channel or cross region sales.
- ***Product Differentiation.*** By clearly defining our product offerings in terms of packaging and specifications, we enhance our sales channel management and minimize the risk of cannibalization across sales channels, ensuring that each brand and product portfolio thrives in its respective market.

During the Track Record Period, we did not identify any material instances of cross-regional or cross-channel sales, underscoring the effectiveness of our approach to minimize cannibalization across different sales channels and different geographic areas.

Pricing Policy

We determine the selling prices of our products based on a range of factors, such as the product positioning, production cost, the level of competition, the sales channels and a fair profit level for our distributors and direct sales customers in our sales network. We adopt a pricing strategy of “high quality at moderate prices”, ensuring our products are of superior quality and competitive prices. Our distributors and direct sales customers shall not take any actions that may materially disrupt the prices of our products. See “— Sales Network.”

OUR CUSTOMERS

Our customers primarily are distributors, key accounts, targeted enterprise companies, new retail platforms and individual end customers. In 2022, 2023 and the nine months ended September 30, 2024, revenue from sales to our top five customers in aggregate accounted for 8.0%, 6.4% and 6.7% of our total revenue, respectively, and revenue from sales to our largest customer accounted for 2.3%, 1.9% and 1.8% of our total revenue for the same periods. Our Directors are of the view that there is no customer concentration risk as no revenue from sales to a single customer was more than 5% of our total revenue in each year or period during the Track Record Period.

During the Track Record Period, all of our top five customers were Independent Third Parties of the Group. None of our Directors and Supervisors, their close associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital) has any interest in any of our top five customers in each year or period during the Track Record Period that is required to be disclosed under the Listing Rules.

BUSINESS

Third-Party Payment Arrangements

Background and Implications Relating to Third-Party Payment Arrangements

During the Track Record Period, certain of our customers (individually or collectively, the “**Relevant Customer(s)**”) settled payments with us through accounts that do not belong to the contractual parties under the corresponding sales and purchase agreements (the “**Third Party Payment Arrangements**”). We typically required the Relevant Customers and their designated third-party payors to provide us with written confirmation of delegation before entering into Third-Party Payment Arrangements (the “**Written Delegation**”). According to the Written Delegation, the designated third-party payors are authorized by the Relevant Customers to settle payments with us and the Relevant Customers shall bear the liabilities of any economic dispute caused by the Third Party Payment Arrangements. In 2022, 2023 and the nine months ended September 30, 2024, the aggregate amount settled with the Relevant Customers under the Third-Party Payment Arrangements, except for those settled through the accounts of the operators (or their spouses) in the case of sole proprietorships, was RMB814.9 million, RMB947.0 million and RMB169.7 million, respectively, representing 6.7%, 6.8% and 1.5% of the total revenue for the same periods. The aggregate amount settled with all Relevant Customers under the Third-Party Payment Arrangements was RMB4,640.2 million, RMB4,867.6 million and RMB2,013.3 million, respectively, representing 38.3%, 34.9% and 18.3% of the total revenue for the same periods. No single Relevant Customer made material contribution to our revenue in any year or period during the Track Record Period.

As of the Latest Practicable Date, we had ceased all Third-Party Payment Arrangements, except through the accounts of the operators (or their spouses) in the case of sole proprietorships. We allow our customers who are the operators (or their spouses) of sole proprietorships to settle payment with us through their personal accounts, considering that, as advised by our PRC Legal Advisor, these operators of sole proprietorships assume unlimited personal liabilities for the payment obligations thereunder with their personal assets or family assets, as applicable.

The Relevant Customers during the Track Record Period were distributors primarily in the form of sole proprietorships, limited liability companies (owned by either individuals or legal entities) and, in limited cases, partnerships. Based on the representations of the Relevant Customers and to the best knowledge of our Directors, the Relevant Customers mainly utilized Third-Party Payment Arrangements either because they preferred using their affiliated persons’ accounts for convenience, or because they would like to avoid the cumbersomeness of corporate accounts and maintain operational flexibility. To the best of our knowledge, the designated third-party payors primarily consisted of persons affiliated with the Relevant Customers, such as controlling shareholders, family members or employees of the Relevant Customers. According to the Frost & Sullivan, it is a common commercial practice for businesses in the quick-frozen food industry in China to settle payments through third-party payors with their suppliers or customers for convenience and flexibility.

BUSINESS

During the Track Record Period, we did not initiate any Third-Party Payment Arrangements, and the Third-Party Payment Arrangements were arranged based on the Relevant Customers’ requests. We did not provide any discount, commission, rebate or other benefits to any of the Relevant Customers or the designated third-party payors to facilitate or incentivize the Third-Party Payment Arrangements. To the best of our knowledge, during the Track Record Period, the relevant payments were based on *bona fide* underlying transactions and valid contractual relationships. The pricing and payment terms we provided to the Relevant Customers were in line with those provided to customers not involved in the Third-Party Payment Arrangements. During the Track Record Period, to the best knowledge of our Directors, all Relevant Customers and the designated third-party payors who settled payments under the Third-Party Payment Arrangements were Independent Third Parties.

To the best of our knowledge, we were not the subject of any investigations, enquiries, penalties or surcharges as a result of our involvement in the Third-Party Payment Arrangements during the Track Record Period and up to the Latest Practicable Date. In addition, we had not encountered any refund requests, actual or pending disputes or disagreements due to Third-Party Payment Arrangements or any material claims against us in relation to the Third-Party Payment Arrangements during the Track Record Period and up to the Latest Practicable Date.

As advised by our PRC Legal Advisor, (i) (a) the content of such Written Delegation signed by both the Relevant Customers and the relevant third-party payors is legal and valid, and it has legal binding force on the relevant third-party payors, and, therefore, our Group has the right to receive the payments made by the third-party payors based on such executed Written Delegation, and (b) the risks were low for our Group to be found obligated to return funds to such Relevant Customers or their designated third-party payors under the Third-Party Payment Arrangements; (ii) the Third-Party Payment Arrangements during the Track Record Period do not contravene the mandatory provisions of the Civil Code of the PRC or other relevant applicable PRC laws and regulations currently in effect; (iii) the likelihood that we would be imposed any administrative penalties for being deemed as violating relevant PRC laws and regulations related to tax evasion in connection with aforementioned Third-Party Payment Arrangements is remote; and (iv) the risk of the Third-Party Payment Arrangements being deemed as constituting the crime of money laundering under Article 191 of the Criminal Law of the PRC (《中華人民共和國刑法》) for the purpose of disguising or concealing the source and nature of proceeds or gains is low.

Enhanced Internal Control Measures and Cessation of Third-party Payment Arrangements

During the Track Record Period, we implemented internal control measures to monitor and manage the Third-Party Payment Arrangements. We required the Relevant Customers to communicate with us the relevant information, including, among others, the reasons for the Third-Party Payment Arrangements and the identity of the involved third-party payors. We required the Relevant Customers to provide us with the Written Delegation, which specifies that the designated third-party payors are authorized by the Relevant Customers to settle payments with us and that the Relevant Customers shall bear the liabilities of any economic dispute caused by the Third Party Payment Arrangements.

BUSINESS

To prevent the recurrence of, and mitigate the potential risks from, the Third-Party Payment Arrangements, we have implemented enhanced internal control measures, including, among others:

- (i) we started to implement Third-Party Payment Arrangements rectification measures and informed our employees of the enhanced internal control measures; and
- (ii) we amended our standard forms of sales and purchase agreements, pursuant to which we only allow payments either (a) directly from the accounts of the customers; or (b) through the accounts of the operators (or their spouses) in the case of sole proprietorships.

Our Directors consider that the rectification of the Third-Party Payment Arrangements did not have, nor will have, any material adverse effect on the Group, taking into account its relationship with its customers, liquidity, business operation and financial performance, as (i) substantially all of the Relevant Customers cooperated with our rectification process; (ii) the rectification of Third-Party Payment Arrangements did not affect the payment settlement arrangement from our Relevant Customers to us; and (iii) we continued to generate positive net cash from our operating activities before and after the rectification of Third-party Payment Arrangements.

BRANDING AND MARKETING

We have strong brand-building and marketing capabilities. Our brand-building and marketing efforts during the Track Record Period were comprehensive, responsive, practical and effective. Through the efforts of a professional and experienced marketing team, we have achieved both brand awareness and sales success. Our selling and distribution expenses amounted to RMB873.0 million, RMB925.8 million, RMB623.9 million and RMB689.7 million, accounting for 7.2%, 6.6%, 6.1% and 6.3% of our revenue in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively. The proportion of our selling and distribution expenses to revenue was much lower than the industry average during the same periods, according to Frost & Sullivan, demonstrating the high efficiency of our brand-building and marketing efforts.

Brand Value and Culture

Our brand maintains a “high quality at moderate prices” market positioning, reflecting our brand philosophy that famous brands can serve the mass market. The brand name “ANJOY” was derived from “ENJOY,” signifying an attitude towards enjoying delicious food and life. Our trademark features a Chinese red fan design with green as the main color scheme, reflecting our brand image of being “green, healthy and safe.” The brand design uses “green plaid” as a visual element to showcase a homey, warm, and harmonious brand image. We maintain consistent visual style across our office environment, employee uniforms, product packaging and promotional materials, and extend the green-color theme to various sub-brands. For example, “Frozen-food Master” uses dark green, strengthening the integrity of the brand

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series and maintaining unified recognition of the brand family. Through more than two decades of development, Anjoy has established a distinctive brand image. We adhere to the business philosophy of “food for the people” (“食以民為天”) and pursue the mission of delivering health and joy by making delicious food simple for all, focusing on customer needs and remaining dedicated to providing delicious, quality and convenient food products.

Brand Building

Visual marketing is one of our most effective brand building approaches. Based on industry characteristics, development stages, channel strategies and target audience features, we have constructed a unique, systematic visual marketing communication system and created proprietary visual symbols. In channel development, we adopt an advertising coverage strategy that encompasses both modern retail formats and traditional markets, combining product displays at points of sale with outdoor advertising. We increase customer-facing promotional activities, including advertisements on supermarket exterior walls, store signage, bus bodies and street signs, constantly enhancing brand awareness.

Meanwhile, we have established a comprehensive marketing system covering multiple communication channels, enhancing brand attraction among young consumers. Additionally, we empower distributors to adapt to the short-video trend by upgrading promotion from traditional static visual displays like pictures and posters to dynamic video content for mobile internet. This mutually beneficial approach enhances our brand image while accelerating market promotion of our products through distributors.

Marketing Activities

To strengthen brand awareness, we have launched various marketing initiatives:

In 2022, based on our “parallel development across three product categories” strategy, we focused on incubating a signature bestselling product in each category. Through precise market positioning and efficient resource investments, we successfully launched bestselling products through product presentations, point-of-sale displays, deep cooperation with sales channels, and themed activities. Combined with precise, comprehensive market promotion, we successfully achieved annual revenue exceeding RMB100 million for our fried crispy strip product and approached a similar milestone for our pickled fish product in 2022, while cultivating new products such as roasted pork sausage and stuffed rice cake.

In 2023, leveraging the Zibo barbecue phenomenon, where Zibo street barbecue became a nationwide sensation, we actively adapted to market developments and deeply developed the barbecue consumption scenario. We increased the promotion of meatballs and other products suitable for barbecue scenario across all regions and channels, which led to increased popularity and significant growth in our meatball product sales. This helped increase our related product sales and solidify our leading position in the quick-frozen prepared dishes market.

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In 2024, we focused on products such as roasted pork sausage, deploying sausage grills at tourist attractions, children’s amusement parks, and other leisure venues. We also capitalized on the development opportunities in the retail market during nighttime by deploying or upgrading “Anjoy Sausage” food stalls in night markets, pedestrian streets, and other areas to achieve both brand awareness and sales success. Simultaneously, we continued to promote distributors’ digital upgrades through empowering them to adapt to the online economy and establishing a nationwide private social media-based marketing network to help distributors expand in new sales channels. The following graphics illustrate the sausage grills, “Anjoy Sausage” food stalls and the outdoor and indoor advertisements we deploy during marketing activities:



PRODUCTION

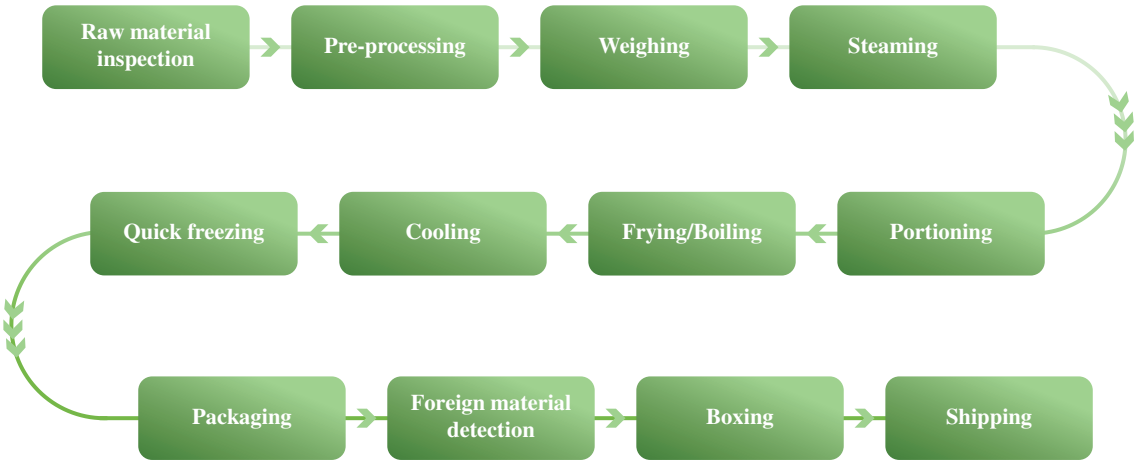
Our value chain operations are underpinned by our premium production capacity. By procuring quality raw materials and adhering to standardized production processes with stringent quality control measures, we are dedicated to offering delicious, quality and convenient products to customers.

Production Process

We constantly refine our production process and advance the development of techniques that preserve the freshness and flavor of our products and cater to customer preferences. Our production process is highly standardized and streamlined. Our production bases are equipped with advanced machinery and equipment, promoting intelligent production.

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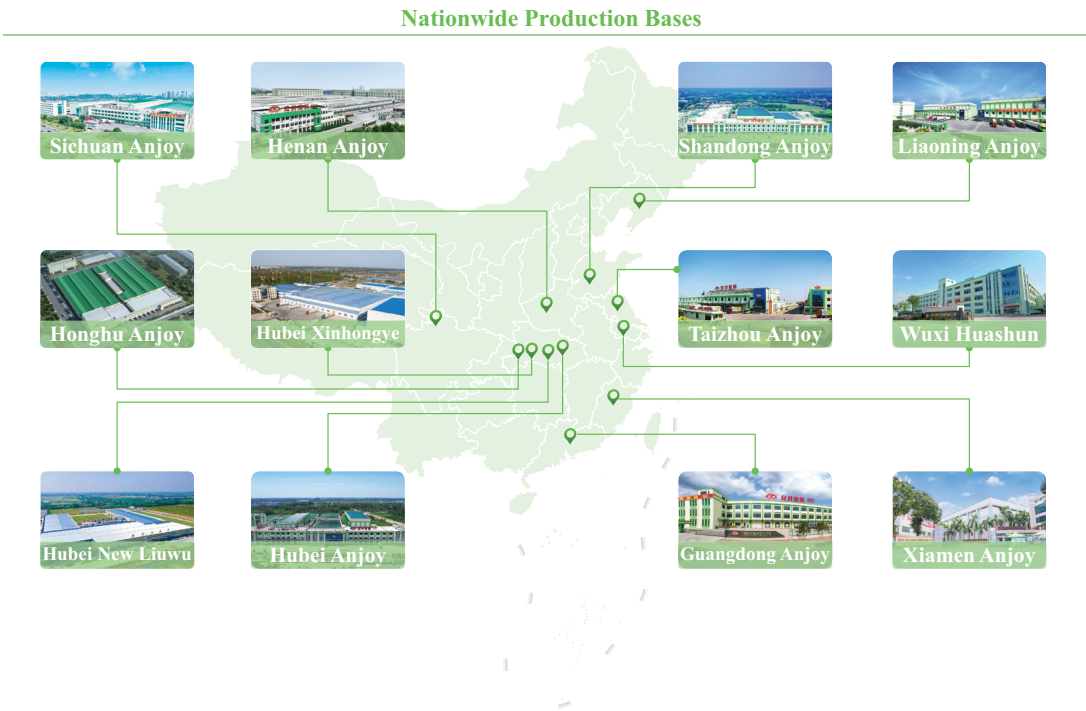
The following flowchart sets forth the key steps of our production process:



Our Production Bases

As of September 30, 2024, we operated 12 domestic production bases and one overseas production base. Our production bases are strategically located to address regional sales demand, allowing us to effectively improve procurement and logistics efficiency, optimize production and inventory management, and respond quickly to the needs of local customers.

The following map illustrates the network of our domestic production bases as of September 30, 2024:



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In addition to the 12 domestic production bases, as of September 30, 2024, we operated one overseas production base in the United Kingdom that primarily produced dumplings and other food products.

Our production model is sales-driven, utilizing our Business Intelligence System to capture and analyze production data from previous years of operations. Leveraging big data, we formulate production plans that are both responsive and strategic. Our operations department, on a monthly basis, synthesizes historical data, market feedback and information on promotional activities to draft a production plan for the upcoming month. In line with this plan, our information system automatically generates a list of raw materials that we need and we procure such raw materials based on market demand, pricing trends and planned usage accordingly. We plan our production based on predictions of customer orders. Prior to peak consumption times, such as the Chinese New Year, our production capacity allows us to accommodate the anticipated surge in demand.

The following table sets forth a breakdown of our production capacity and utilization rate by our product category for the periods indicated:

	Year ended December 31,						Nine months ended September 30,					
	2022			2023			2023			2024		
	Designed capacity ⁽¹⁾	Actual production ⁽²⁾	Utilization rate (%) ⁽³⁾	Designed capacity ⁽¹⁾	Actual production ⁽²⁾	Utilization rate (%) ⁽³⁾	Designed capacity ⁽¹⁾	Actual production ⁽²⁾	Utilization rate (%) ⁽³⁾	Designed capacity ⁽¹⁾	Actual production ⁽²⁾	Utilization rate (%) ⁽³⁾
(tons, except for percentage)												
Quick-frozen flavored and processed products.	520,185	453,918	87.3	607,547	511,479	84.2	455,660	359,364	78.9	486,438	391,654	80.5
Quick-frozen prepared dishes	141,106	125,896	89.2	143,761	163,056	113.4	131,891	124,730	94.6	133,565	142,105	106.4
Quick-frozen rice and flour products.	199,635	217,617	109.0	209,197	229,476	109.7	156,897	165,191	105.3	151,874	170,696	112.4
Others ⁽⁴⁾	83,017	73,224	88.2	123,165	82,985	67.4	86,174	65,088	75.5	86,174	51,859	60.2
Total/overall⁽⁵⁾	943,943	870,656	92.2	1,083,670	986,996	91.1	830,622	714,372	86.0	858,051	756,315	88.1

Notes:

- (1) The designed capacity for the year/period is calculated based on the following assumptions: (i) all production lines function at full capacity; (ii) our production facilities operate 250 days per year; (iii) our production facilities operate eight hours per day.
- (2) The actual production during the year/period is the total volume of the products produced during that year/period.
- (3) The utilization rate during the year/period equals the actual production volume divided by the designed production capacity during the same year/period. The utilization rate of certain years/periods for our quick-frozen prepared dishes and quick-frozen rice and flour products exceeded 100.0%, primarily because our relevant production facilities operated more than one shift (eight hours) per day in response to the increased demand in the relevant years/periods.
- (4) Others primarily include agricultural by-products.
- (5) Some of our products can be further used in our production process.

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Production Expansion Plan

In order to facilitate our sustainable business development in this growing market, we plan to gradually expand our production capacity according to market demand. We plan to fund our production expansion plans primarily with the proceeds from our business operations and our proprietary funds. The table below sets forth the details of our major production expansion plans:

Production Base	Product Category	Newly Expanded Designed Annual Production Capacity	Estimated Year of Completion	Estimated Investment	Status as of the Latest Practicable Date
		('000 tons)		(RMB in millions)	
Henan production base (III) . .	Quick-frozen food products	140.0	2025	730.0	Under construction
Taizhou production base (III) .	Quick-frozen food products	100.0	2025	520.0	Under construction
Sichuan production base (III) .	Quick-frozen prepared dishes	100.0	2028	700.0	Planning
Xiamen production base	Quick-frozen food products	140.0	2029	1,000.0	Planning

Contract Manufacture

To better meet market demand and ensure adequate supplies for our diversified product portfolio, we cooperate with reliable contract manufacturers to produce supplies, the production of which generally necessitates abundant supply of fresh local raw materials and extensive manual handling, such as shrimp paste and stuffed lotus roots.

We maintain rigorous standards for selecting contract manufacturers, taking into account various factors, including their qualifications, management systems, production facilities and hygiene standards. We have a robust contract manufacturer product quality management system. Our quality control and procurement departments work in tandem to effectively oversee our contract manufacturers, guaranteeing that the products they supply conform to our quality criteria. Before commencing collaboration with contract manufacturers, we undertake a comprehensive evaluation of their business licenses, permits, production licenses, external product inspection reports, management system certifications, product certifications and other relevant documentation.

During the Track Record Period, we did not rely on any single contract manufacturer and maintained good relationships with our contract manufacturers. We engage contract manufacturers based on our demands and their production capabilities. In addition, we require contract manufacturers to adhere to our internal guidelines and policies, as well as relevant national standards, throughout the procurement of raw materials and all critical production processes involved in the manufacturing of our products.

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The table below sets forth a breakdown of the production volume by producer during the Track Record Period:

	Year Ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Production volume	%	Production volume	%	Production volume	%	Production volume	%
	(Tons, except for percentage)							
Internal production ⁽¹⁾	870,656	95.0	986,996	93.8	714,372	94.3	756,315	93.1
Contract manufacturer production	45,342	5.0	64,721	6.2	43,204	5.7	55,917	6.9
Total	915,998	100.0	1,051,716	100.0	757,576	100.0	812,232	100.0

Note:

- (1) Some of our products produced can be further used in our production process.

Contract manufacturers will remain a supplementary approach to cater to, for example, short-term demand spikes or product requirements from specific designated areas when feasible. The salient terms of the standard agreements with our contract manufacturers during the Track Record Period are set forth below:

- *Term.* The term of the agreements is generally one year and renewed automatically.
- *Payment.* We are generally granted a credit term of 15 days after receipt of invoice.
- *Delivery.* Contract manufacturers are responsible for delivery of products to the addresses designated by us. We bear the delivery fees. Contract manufacturers shall guarantee the cold chain logistics for delivery and temperature control over products in transit.
- *Inspection and Warranty.* We are entitled to inspect the production bases or facilities and supervise the production by the contract manufacturers. Contract manufacturers warrant that all products must meet our specifications in all material respects.
- *Breach.* Contract manufacturers are responsible for any product quality and food safety issues.
- *Confidentiality.* All confidential information provided by either party shall be used solely for the purposes of fulfilling the obligations and enforcing the rights as set out in the agreements and generally shall not be disclosed to any third party.

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RESEARCH AND DEVELOPMENT

We believe that R&D of products and production technology is crucial to our success and sustainable growth. We adhere to a “market orientation and technology innovation” approach, focusing on meeting customers’ demands for delicious, quality and convenient food products at competitive prices. Our market insights and R&D capabilities enable us to continually launch new products, upgrade our product portfolio, create more bestsellers, ensure product quality and cost efficiency, and meet evolving consumer demand and industry trends.

R&D Capabilities

Our R&D activities are anchored by our Xiamen and Wuxi R&D centers and complemented by R&D departments at our production bases across the country, forming a nationwide layout of R&D capabilities. Our R&D center has been recognized as a National Enterprise Technology Center (國家級企業技術中心), making it the first and, as of September 30, 2024, the only R&D center in the quick-frozen surimi product industry to receive this recognition. We have also established key laboratories, including the Ministry of Agriculture and Rural Affairs’ Key Laboratory for Frozen Prepared Aquatic Products Processing (農業農村部冷凍調理水產品加工重點實驗室), the National R&D Sub-center for Frozen Prepared Aquatic Products Processing Technology (國家冷凍調理水產品加工技術研發分中心), the National R&D Sub-center for Surimi and Surimi Products Processing Technology (國家魚糜及魚糜製品加工技術研發分中心), the Marine Nutritional Food Deep Processing Technology R&D Centre (海洋營養食品精深加工技術研發中心) and the Key Laboratory Platform for Frozen and Processed Aquatic Products Processing in Fujian Province (福建省冷凍調理水產品加工重點實驗室等重點實驗室平台). Our R&D laboratory in the Xiamen R&D Center is accredited as a CNAS National Laboratory by China National Accreditation Service for Conformity Assessment. Each R&D department at our production bases is equipped with technical teams and laboratories, forming multi-dimensional business capabilities in product development, fundamental research, industrial applications and testing verification. As of September 30, 2024, our R&D team comprised 513 dedicated employees. As of the Latest Practicable Date, we had 402 patents in China. We are committed to leading industry development through technological innovation and strong technical capabilities.

We have built strong industry-academia-research partnerships with renowned food science and engineering universities and research institutions, including Jiangnan University, to jointly advance innovation in quick-frozen food technology. These collaborations have significantly enhanced our ability to develop new products and improve production processes. We have successively led a sub-project under the “12th Five-Year Plan” Science and Technology Support Program, three sub-projects under the “13th Five-Year Plan” and the “14th Five-Year Plan” National Key R&D Program’s special project, a “14th Five-Year Plan” National Key R&D Program’s key special project on food production and agricultural product logistics technology support, all promulgated by the Ministry of Science and Technology, and more than 10 other national level R&D projects. With these experiences and resources, we maintain a strong capacity for technological innovation. Our robust R&D and technological expertise enable us to develop premium products while ensuring consistent quality and taste throughout our entire product portfolio.

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The following graphics illustrate our R&D laboratories:



We have consistently invested in R&D. In 2022 and 2023 and the nine months ended September 30, 2023 and 2024, our research and development expenses were RMB93.3 million, RMB94.5 million, RMB67.4 million and RMB71.3 million, respectively.

Technology and Production Capabilities

Our technology and production capabilities support our efforts to continually launch competitive products.

For example, our innovations in surimi production technology have streamlined the production process while enhancing both protein retention and raw materials utilization. We are also committed to enhancing production technologies. In 2023, we achieved three major innovations in the production technology for our frozen surimi-based products:

- We adopted a dynamic rinsing method combined with a pre-dehydration process, replacing the conventional time-consuming static rinsing process. This efficiently removes impurities from the surimi and avoids dehydration of the materials.
- We developed a rinsing water reuse technology and applied it to different stages of fish rinsing, achieving an approximately 30% reduction in wastewater output from the processing of surimi.
- We were the first in the industry to implement a dual fine-filtration processing model for frozen surimi. By adopting this model, we significantly enhance the overall yield and quality of the surimi.

Our in-house produced high-grade frozen surimi is distinguished by its minimal impurities, preserved protein content and notable whiteness. In 2023, we displayed our locally produced, premium frozen surimi at an international industry event, where it attracted extensive acclaim from industry participants.

By leveraging our comprehensive understanding of food safety, cooking and industrial production, we have successfully developed a suite of technologies that enhance our production capabilities. Our major technologies also include quick-freezing methods, which allow us to preserve the fresh flavors and authentic taste of the food.

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Product R&D

Our approach to product R&D is guided by a philosophy of “rapid response, continuous improvement and balanced innovation,” and our sales planning is driven by market trends. When developing products, we follow our strategy of “one generation in the market, one in development and one in reserve.”

Benefiting from our extensive experience in the food industry, we have gained a deep understanding of consumer demand which drives our product development to align with market trends and cater to consumer preferences. The process for developing and launching a new product begins with gathering ideas from various sources, such as corporate strategy, market feedback and distributor information. We then conduct comprehensive market research that encompasses various stakeholders throughout the value chain, such as catering businesses, wholesale markets, supermarkets, new retail and e-commerce platforms and individual consumers, to assess competition and potential growth. Following this research, we identify and cultivate potential pipeline products that have a competitive edge regarding the supply and cost of raw materials. Additionally, we collect feedback from our distributors and other customers on product suggestions, regional tastes, product demands and pricing considerations. Small and medium-scale trials are conducted to refine the product’s formulation and production feasibility. The products are launched into the market only after the trials have proved successful based on the positive feedback from distributors and direct sales customers. After product launch, we continuously conduct product surveys and gather feedback from distributors and direct sales customers to upgrade our products.

Responding to increasing consumer demand for health and nutrition, we continue to develop advanced production processes and formulations to produce healthier and more nutritious products, thereby enhancing product quality.

Through thorough research and product planning, combined with our deep production technology expertise, we are able to efficiently launch new products or upgrade existing ones to quickly respond to market demand. We have benefited from our product R&D capabilities. Our roasted pork sausage, developed in 2024, won first place in its category in the 2024 China New Ingredients (Media) Awards (2024中國新食材(媒體)). Through R&D and upgrades, we have overcome a series of innovative packaging challenges to launch our popular Lock-Fresh product line that maintains freshness and offers convenience.

Unique “R&D With Regional Insights” Strategy Maximizing Regional Advantages

We adopt an “R&D with regional insights” strategy, setting up R&D departments at our production bases to align with the unique consumer demand for products of each region and create offerings that are attuned to local preferences. Upon receiving a positive market response, we then consider expanding these products nationwide. This approach ensures that our new products can be launched in bulk, driving our continual growth. For example, we have successfully launched regionally tailored products such as roe-stuffed fried fish balls in South China and tender fish balls in Central China. These products, carefully designed to incorporate local culinary preferences, garnered significant market acceptance and customer appreciation upon their introduction.

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DIGITALIZATION

We value our information technology infrastructure and have digitalized our core operations to enhance operational efficiency across all our business activities, including supply chain and production management, distributor management and business intelligence as well as management. As a result of digitalizing various aspects of our business processes, we have gained heightened operational efficiency, reduced our operational costs and improved our customer experience. Our information technology (“IT”) team is responsible for developing and maintaining IT systems in line with our business expansion. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any IT system failure or downtime that had a material adverse effect on our business operations.

Digitalized Supply Chain Management

We strictly regulate the management and control of the warehousing, storage, delivery, distribution and other processes of goods through the digital logistics system to reduce losses and avoid food safety risks. Our comprehensive IT system, which underpins our entire business, coupled with our digital data analysis capabilities, allows us to effectively harness the vast quantities of operational and sales data at our disposal.

We utilize the SRM system to support business transactions and communications between us and our suppliers, including placing orders, managing inventories and measuring supplier performance. We also utilize the WMS to manage, control and monitor our warehouse operations. Primary functions of the WMS include identifying inventory records, shipment details, stock locations and warehouse capacity. We also integrate the WMS with other systems such as enterprise resource planning (“ERP”) and SRM to streamline information flows and increase productivity. Meanwhile, we have the TMS in place to optimize the planning, execution and tracking of our products throughout the supply chain.

Digitalized Production Management

We utilize the manufacturing execution system (“MES”) to support our production process. The system enables real-time monitoring of the production process by recording the progress of each production line and transmitting production-related data, including volume, time and labor, to a centralized database. The system is able to monitor production loading and capacity, order scheduling and production planning. In addition, this system boosts production efficiency at our production facilities, through quality management, energy management, and environmental and waste management. Data collected from our production process feeds into our ERP system for further consolidation, analysis and reporting.

Our self-developed EDI system integrates with ERP, programmable logic controller (“PLC”), electronic weighing and other systems to create a digital production and operations platform for our production bases. Our PLC empowers the production through automatic control. We have established an EDI system with Supervisory Control and Data Acquisition (“SCADA”) that serves as the intermediary data processing layer and have facilitated the

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digitalization and transition to paperless operations for certain segments of the production process. In 2022, the EDI system with SCADA rolled out across our Company, capable of producing over 90 different types of electronic reports, which was estimated to save approximately one million sheets of paper used annually for reports.

The EDI system facilitates the flow of production-related information, enables precise documentation throughout the production process and substantially eases the operations for our staff. Concurrently, the system equips management with clear, visual reports, enabling prompt insights into production metrics and data, thereby underpinning stringent quality control of our products.

Digitalized Distributor Management

Since the implementation of our CRM system in 2018, we have enhanced our ability to manage orders from distributors effectively. The CRM system allows for customer ordering, receivables management, new product display, product promotions, logistics tracking and data analysis, which centralize the customer information management and optimize our sales process. The CRM system provides a variety of scenarios and solution services, including electronic signing of contracts, statements of account and expense letters, as well as the transmission of product quality inspection reports. The CRM system encompasses a prompt response mechanism that addresses inquiries, schedules appointments, handles complaints and gathers post-service reviews, ensuring that our engagement with distributors is both proactive and responsive. This approach not only improves our operational efficiency but also strengthens our relationships with distributors by providing them with timely and attentive service. In addition, leveraging advanced encryption technologies and security safeguards, we have implemented stringent measures to ensure the security and privacy of customer data and to prevent data breaches and unauthorized access. We offer our distributors a digital sales platform for supply chain management, Fastsell (快銷通), which assists them with connecting with downstream business partners and securing orders promptly.

Digitalized Business Intelligence

We have adopted a series of business management information systems, such as our financial management system, collaborative work system, business data analysis system and training management system, with the aim of ensuring our operational efficiency. For example, we utilize ERP system to retrieve and analyze our operational data to support decision-making and increase productivity and profitability. The ERP system covers various aspects of our operations, including production, financial accounting, forecast and planning, purchasing, order management, enterprise performance management and human capital management. We also adopt the Business Intelligence system, which is able to effectively integrate our existing business data to quickly and accurately provide reports and decision-making insights, and facilitate informed operational decisions.

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In addition, we introduced our KA-Link system in 2022 to provide an efficient data processing solution for our key accounts, ensuring timely and accurate integration with their systems. Our KA-Link system enables automatic integration of orders, sales, and acceptance data with major key accounts. It allows us to better serve different key accounts.

OUR SUPPLIERS

Our suppliers primarily consist of raw materials suppliers for meat, surimi, crayfish and fresh fish, flour, vegetable and condiments, as well as contract manufacturers. We maintain stable relationships with our suppliers to ensure the stability of material supplies and delivery.

Raw Materials Procurement

We make procurement decisions based on historical sales performance and predicted customer demand. Meanwhile, our procurement team purchases raw materials by leveraging their deep knowledge of regional resources. The pricing of raw materials is primarily determined based on the competitive negotiation between our suppliers and us. We engage in price discussions with our suppliers regularly. We leverage our economies of scale to reduce procurement cost of raw materials, achieving price competitiveness.

To secure a stable supply of key raw materials and enhance our competitive edge in the quick-frozen prepared dishes market, we have strategically acquired upstream businesses and partnerships. This includes the establishment of a production base in Honghu, Hubei, which prioritizes the development of aquatic prepared dishes and further strengthens our advantages in quick-frozen prepared dishes. In addition, through acquisitions, we bolstered our supply of surimi, one of the primary raw materials of our products, and increased our production capacity and process efficiency in surimi and aquatic prepared dishes, such as quick-frozen flavored crayfish.

The prices of our raw materials may fluctuate with market conditions attributed to various factors, such as supply and demand and our bargaining power. We do not engage in hedging activities related to the risk in connection with the price of our raw materials and may face price fluctuations. We collaborate with multiple suppliers to reduce the risks of raw material shortage. See “Risk Factors — Risks Relating to Our Industry and Business — Failure to supply raw materials that are consistent with our requirements or standards in a timely manner, or at all, may materially and adversely affect our business, financial condition and results of operations.”

Supplier Selection and Management

We have established a series of policies, including the “Supplier Quality Assessment and Control System” and the “Procurement Control Procedures,” which set out our management requirements for suppliers, such as potential supplier evaluation and admission, supplier identification and auditing, supplier assessment and supplier screening. We conduct assessments on suppliers in terms of raw material quality, management standardization, logistics and distribution capabilities and financial management abilities.

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Supplier Selection

Potential suppliers are required to provide us with their business licenses, basic company information and qualifications. Potential suppliers are also required to provide product samples for our testing and assessment. We also conduct site visits to our suppliers’ production bases or operational premises. Selected suppliers are then admitted into our list of qualified suppliers. We generally consider corporate social responsibility factors during the supplier admission process and prioritize suppliers who have passed Quality System Certification ISO 9001, Food Safety Management System Certification ISO 22000, the Environmental System Certification and the Occupational Health Management Certification.

Supplier Management

We implement dynamic supplier management, conducting comprehensive annual performance assessments of suppliers’ supply capacities, product quality and financial condition. We require suppliers who fail to satisfy our assessment to take measures to solve relevant issues or terminate the cooperation if necessary. In addition, we quantify and prioritize supplier risks by considering factors such as the previous year’s raw material costs, the inherent hazards of the raw materials and the frequency of incidents. For suppliers that pose a higher risk for high-volume and quality-sensitive products, we allocate staff at the suppliers’ facilities or conduct on-site inspections, ensuring that the most concerning vulnerability is addressed, quality standards are consistently met and any issues are promptly addressed. We keep abreast of industry trends and dynamically adjust our procurement in accordance with national standards and risk detection requirements.

Salient Terms With Suppliers

The salient terms of our standard supply agreements during the Track Record Period are set out below:

- *Specification.* We provide the specification, price, quality and quantity of the raw materials in the supply agreements upon negotiation with suppliers.
- *Payment.* We typically are required to settle the payment between 30 and 60 days upon the receipt of invoice.
- *Logistics.* Our suppliers are generally responsible for arranging delivery of our raw materials to locations designated by us.
- *Return arrangements.* We are entitled to return the products if the raw materials are defective, and the suppliers are responsible for any fees incurred by the return.

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Major Suppliers

Our suppliers primarily consist of raw material suppliers and contract manufacturers. In 2022, 2023 and the nine months ended September 30, 2024, purchases from our top five suppliers in aggregate accounted for 12.0%, 11.3% and 11.5% of our total purchases, respectively, and purchases from our largest supplier accounted for 4.6%, 3.9% and 3.8% of our total purchases for the same periods. Our Directors are of the view that there is no supplier concentration risk as no purchase from a single supplier was more than 5% of our total purchases in each year or period during the Track Record Period.

During the Track Record Period, all of our top five suppliers were Independent Third Parties of the Group. None of our Directors and Supervisors, their close associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital) have any interest in any of our top five suppliers in each year or period during the Track Record Period that is required to be disclosed under the Listing Rules.

OVERLAPPING OF OUR CUSTOMERS AND SUPPLIERS

Among our top five suppliers in each of 2022, 2023 and the nine months ended September 30, 2024, five were our customers. These customer-suppliers primarily purchase agricultural by-products produced by us, mainly freshwater surimi, for their production. Our aggregate sales to these overlapping customer-suppliers amounted to RMB20.3 million, RMB28.4 million and RMB18.6 million in 2022, 2023 and the nine months ended September 30, 2024, accounting for 0.2%, 0.2% and 0.2% of our total sales in the same periods, respectively. In the meantime, these customer-suppliers primarily supply food products and ingredients to us, primarily shrimp paste and seawater surimi. According to Frost & Sullivan, considering the comparative advantages of food ingredients from different production regions, it is not uncommon for a company in the quick-frozen food industry to buy and sell different types of food ingredients or products from/to the same supplier-customer. The purchases from these overlapping customer-suppliers of the respective year or period in aggregate amounted to RMB522.7 million, RMB745.6 million and RMB485.9 million in 2022, 2023 and the nine months ended September 30, 2024, accounting for 6.3%, 7.9% and 7.7% of our total procurement in the same periods, respectively.

Negotiations of the terms of our sales to and purchases from these customer-suppliers were conducted on an individual basis, and the sales and purchases were not inter-conditional with each other. For each of the overlapping customer-suppliers, the key terms of our sales of products to such customers and our purchases of products from such suppliers are in line with those of our other customers and suppliers. Save as disclosed above, to the best of our knowledge, none of our five largest suppliers during each year or period of the Track Record Period was a customer of us. None of our five largest customers during each year or period of the Track Record Period was a supplier of us.

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LOGISTICS, WAREHOUSING AND INVENTORY MANAGEMENT

Logistics and Warehousing

As of September 30, 2024, we had engaged 44 logistics providers. They are responsible for delivering food products and raw materials to our distributors, direct sales customers or warehouses. During the Track Record Period, our logistics costs were RMB241.7 million, RMB266.4 million, RMB184.3 million and RMB169.2 million, representing 2.5%, 2.5%, 2.3% and 1.9% of our total cost of sales, which is significantly lower than the industry average, according to Frost & Sullivan. Our warehouses located at our 12 production bases in China provide storage facilities at appropriate temperatures with storage conditions in accordance with our requirements. We have formulated stringent requirements for the storage of food products and raw materials at our warehouses, including those with respect to product unloading, recording, shelving, labeling and sanitary and hygiene requirements.

Temperature, hygiene and physical storage of products are among the key aspects of our logistics quality control. To protect and prolong products’ integrity, we have implemented cold chain logistics for delivery. We require that the temperature control over products in transit be maintained below certain temperatures according to national food safety standards. We set and implement stringent safety policies and quality control measures during the transportation of food products and raw materials to ensure timely delivery and maintain the quality and freshness of our products and raw materials. Pursuant to the agreements we entered into with these logistics providers, we require that vehicles used for us be thoroughly cleaned, sanitized and equipped with intelligent sensors. In addition, we have established a digitization system for our warehousing and logistics management, which offer different solutions tailored to the unique needs and is capable of monitoring and tracing our products. This digital integration also ensures the efficient management and monitoring of our inventory and the speedy and precise delivery to our customers. Through the digitalized system, we are able to monitor the temperature and humidity of each batch of raw materials and products in transit.

Inventory

Our inventories primarily consist of finished goods, raw materials and goods in transit. Our inventory levels are determined by our sales and production plans. We stock up on certain raw materials based on production needs and seasonal fluctuations. During the Track Record Period, we did not experience any material shortage or obsolescence of inventory. See “Risk Factors — Risks Relating to Our Industry and Business — If we fail to effectively manage our inventory, our business, financial condition and results of operations may be materially and adversely affected.”

We focus on optimizing our inventory management, and we have developed and implemented a stringent inventory management system. Different categories, specifications and values of inventory are stored separately according to technical storage requirements, preventing any potential mixing.

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FOOD SAFETY AND QUALITY CONTROL

We strive to promote regulated and healthy industry growth alongside with our business growth. During the Track Record Period, we participated in the formulation and revision of three international standards and 16 national standards. For example, we participated in the establishment of global and national standards for frozen surimi and industry standards for quick-frozen food terminology in China. In 2021, as the initiator and primary drafting entity, we collaborated with national research institutes to establish international standards for frozen surimi, highlighting our significant position in the upstream supply chain.

We enforce a range of national food safety standards and have an in-house food safety management system to regulate the safety and quality of our products. We have designated food safety quality control personnel, responsible for testing raw materials, in-process products, finished products and the production environment, maintaining and upgrading quality control systems and ensuring production compliance.

Raw Material Quality Control

To maintain the quality of our raw materials, we have instituted a supplier selection, assessment and elimination system and have compiled a qualified supplier list. Our selections and evaluations of suppliers are comprehensive, taking into consideration aspects such as product quality, production capacity, working conditions and supply chain management proficiency. We also conduct site visits to our suppliers periodically. We only purchase raw materials from suppliers on the qualified supplier list. In addition, we also introduced a supplier relationship management system to regulate the management of suppliers.

We adhere to stringent standard operating procedures for the admission of raw materials. All raw materials received at our production facilities undergo inspection, and only those that comply with national standards and our internal procurement criteria are approved for use. If any raw materials fall short of the stipulated standards in the procurement agreements, we have the right to return the products.

Production Process Quality Control

We adhere to food safety laws and regulations and enforce stringent quality control measures throughout the entire production process, including the inspection of raw materials, pre-treatment, processing, product inspection and packaging. Our production bases have obtained certificates, including ISO 22000, ISO 9001, ISO 14001, ISO 45001, HACCP and accreditation by China National Accreditation Service for Conformity Assessment.

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Our production facilities are designed in compliance with relevant guidelines, and all plants and equipment undergo regular cleaning and maintenance by appointed staff who adhere to our standards. All production staff are required to complete relevant technical training prior to commencing their duties. Our EDI system can realize real-time production process recording and can ascertain the flow of our processes to reduce quality deviations caused by human error. We continue to pay attention to product and environmental hygiene and carry out sampling inspections of process products and final products at a high frequency. In addition, we have implemented a comprehensive risk contingency plan to address any food safety incidents that may arise during the production process.

We have been taking continual measures to provide more accurate and reliable food safety test results. We utilize precision measurement equipment to help enhance the level of food safety testing. We also regularly verify the testing methods and analyze the impact of procedural steps and experimental environments on the test outcomes.

Logistics and Storage Quality Control

We leverage the services of third-party logistics service providers to deliver our products while also implementing stringent quality control requirements to ensure the promptness and quality of delivery. We have comprehensively strengthened logistics cold chain management and control. Before loading, vehicles are pre-cooled according to the temperature required by national food safety standards. Each vehicle is equipped with a temperature sensor to monitor the vehicle temperature throughout the process, and we are able to track the real-time location of the vehicles.

We maintain our warehouses in clean, well-ventilated and organized conditions. Our storage facilities are typically equipped to accommodate room temperature, cool temperature and freezing temperature conditions, with the temperature and humidity levels being monitored in real time to align with the specific storage requirements of our products.

AFTER-SALES SERVICE

We maintain a committed customer service team to guarantee prompt replies to our customers’ enquiries, which we believe improves customer confidence in our products. We employ multiple feedback channels such as customer service hotlines and online support. Our customer service team documents all queries, feedback and complaints, along with the outcomes of any subsequent investigations or resolutions. When handling customer complaints, we pledge to engage and coordinate with customers promptly and to initiate quality investigation procedures when required. Upon investigating customer complaints that stem from raw material suppliers or other third parties, we promptly request that these parties address and rectify the issues. Subsequently, we convey our responses and/or solutions to the customers who raised the complaints.

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Product Return and Recalls

According to the distribution agreements, distributors are generally not allowed to return our products after receipt unless due to limited reasons such as defective products, in which case we will be responsible for the costs incurred from product return. We implement full traceability management and develop traceability and recall control procedures. We have also formulated product recall procedures to ensure compliance with food safety requirements under relevant laws and regulations.

During the Track Record Period and up to the Latest Practicable Date, (i) we were not subject to any material administrative or other penalties from any governmental authority in connection with product quality or food safety, (ii) we were not ordered to undertake any mandatory product recalls as required by any government authorities, which could have a material adverse effect on our business, financial condition and results of operations, (iii) we did not experience any incidents related to material product liability exposure, and (iv) we did not receive any material complaints from customers in connection with product quality. During the Track Record Period, we did not conduct any material product recalls that could have adversely affected our business and results of operation. See “Risk factors — Risks Relating to Our Industry and Business — Any failure to offer quality after-sales services may materially and adversely affect our business, financial condition and results of operations.”

COMPETITION

China’s quick-frozen food industry is highly competitive and fragmented, with the top five players holding a combined market share of approximately 15.0% by revenue in 2023. We compete with a broad range of competitors in the industry, particularly in quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products.

In 2023, we ranked first in both China’s quick-frozen flavored and processed food market and quick-frozen prepared dishes market, and fourth in the quick-frozen flour and rice product market in terms of revenue. Leveraging our continuously broadening product portfolio highlighted by nationwide bestsellers, a comprehensive sales network with deep multichannel coverage, and excellent digitalization capabilities that boost operational efficiency, we believe we are well-prepared to excel in industry competition and remain at the forefront of the quick-frozen food industry. See “Industry Overview.”

INTELLECTUAL PROPERTY

Our intellectual property rights primarily consist of trademarks, copyrights, patents and domain names. As of the Latest Practicable Date, we had 361 registered trademarks, 15 software copyrights, four copyrights of works, 402 patents and nine domain names in China. We also protect our intellectual property rights through a series of confidentiality agreements or provisions with our key employees, suppliers, outsourcing partners and other business partners. We undertake a proactive approach to managing our intellectual property portfolio. We actively take actions when we are aware of a potential infringement of our intellectual property rights.

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During the Track Record Period and up to the Latest Practicable Date, we had not experienced material threatened or pending disputes relating to the infringement (i) by us of any intellectual property rights owned by third parties, or (ii) by any third parties of any intellectual property rights owned by us.

DATA SECURITY

We process customers’ personal information in our daily operations, but only to the extent necessary for the sale and delivery of our products and services in conformity with the relevant laws and regulations. Sales and delivery of products through e-commerce platforms involve certain customer privacy information, such as personal information, contact information and user addresses. Based on the privacy protection rules of the corresponding e-commerce platforms, we can only obtain limited information about customers through the store operation system, and our use of such information is solely for the purpose of providing products or services to the customers. We also sell our products through self-owned online stores, under which circumstances we have access to customers’ network identity information, addresses and encrypted contact information through the store operation system on the corresponding e-commerce platform. Such information is used for account registration and product delivery purposes. We present our privacy policy to customers before processing their personal information. The policy states that we will follow the principles of legality, legitimacy, and necessity in collecting and processing personal information and ensure we have a legitimate reason for doing so. We will only store personal information for as long as necessary for the purposes stated in the privacy policy (unless mandatory storage is required by PRC laws and regulations) and will anonymize or delete personal information at the end of the storage period.

We highly value the protection of the privacy and personal information of our customers, and also treat and process customers’ personal information with high prudence. We have institutional and technical safeguards to ensure information security. Our “Anjoy Home” CRM system operates on Level II Information Security Protection and had obtained the Registration Certificate for Graded Protection of Information System Security. In addition, with database audits, high-strength firewalls and security reinforcement provided by established security vendors, we regularly organize tests and perform security scans on our systems. We have also provided employees with training on information security regulations to ensure the safety of relevant business information. During the Track Record Period, we have not experienced any major IT system failures or data and network security incidents.

PROPERTIES

Our corporate headquarters is located in Xiamen, Fujian Province, China. As of the Latest Practicable Date, we had 81 owned properties in China and leased 60 properties in China.

As of the Latest Practicable Date, none of the properties held or leased by us had a carrying amount of 15% or more of our consolidated total assets. According to section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice, this Document is exempt from the requirements of section 342(1)(b) of the Companies

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(Winding up and Miscellaneous Provisions) Ordinance to include all interests in land or buildings in a valuation report as described under paragraph 34(2) of the Third Schedule to the Companies (Winding up and Miscellaneous Provisions) Ordinance.

Owned Properties

As of the Latest Practicable Date, we owned 32 parcels of land with an aggregate area of 1,888,603.88 sq.m, and 81 buildings with an aggregate gross floor area of approximately 1,420,234.39 sq.m. in China, which were used primarily for warehousing, production and office purposes. As of the Latest Practicable Date, four buildings we owned, with an aggregate gross floor area of 177,828.02 sq.m., were under construction.

For two of our properties (the “**Relevant Buildings**”) with an aggregate gross floor area of approximately 141,422.98 sq.m. used primarily as factories, representing approximately 9.96% of our owned properties, we have not passed the required fire safety inspection and acceptance as well as the completion inspection and acceptance (“**Acceptance Related Procedures**”) as of the Latest Practicable Date. Our PRC Legal Advisor has advised us that, with respect to each building that was put into use before we complete the Acceptance Related Procedures, we may be ordered to take remedial measures, and the relevant governmental authorities may impose fines on us.

We have obtained written confirmation from the competent governmental authority, which confirmed that (i) there are no substantive legal obstacles in completing Acceptance Related Procedures for the Relevant Buildings. Until these procedures are completed, we can continue to use the Relevant Buildings as they currently are; (ii) our aforementioned failures in completing the Acceptance Related Procedures do not constitute violation of relevant laws and regulations in any material aspects; (iii) we have not been subject to any administrative penalties by the competent governmental authority in this respect since the beginning of the Track Record Period; and (iv) the relevant competent governmental authority will not impose any administrative penalties against us.

Based on the foregoing, our PRC Legal Advisor is of the view that the likelihood that we would be imposed any material administrative penalties due to the aforementioned failure in completing the Acceptance Related Procedures is remote, and such defect will not have a material adverse effect on the Group’s business operations.

As of the Latest Practicable Date, we were not aware of any actual or contemplated actions, claims or investigations by any relevant governmental authorities or third parties against us with respect to the aforementioned failure in completing the Acceptance Related Procedures. On this basis and having considered confirmations from the relevant governmental authorities and our PRC Legal Advisor’s advice, our Directors believe that the delay in completing the Acceptance Related Procedures will not materially affect our business, results of operations or prospects.

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Leased Properties

As of the Latest Practicable Date, we leased 60 properties with an aggregate gross floor area of 48,347.70 sq.m. for purposes of our production and offices in China. As of the same date, we had also leased five properties with an aggregate gross floor area of 2,675 sq.m. for purposes of our production and offices outside of China. As of the Latest Practicable Date, we had certain non-compliant incidents involving our leased properties in China, mainly regarding the absence of valid title certificate, inconsistency with the permitted usage and the non-registration of lease agreements.

Absence of Valid Title Certificate

As of the Latest Practicable Date, the lessors of five properties with an aggregate gross floor area of approximately 798.34 sq.m, which represented approximately 1.65% of the aggregate leased gross floor area, had not provided the title certificate or document evidencing the right to lease. As advised by our PRC Legal Advisor, without valid real estate ownership certificates or proof of authorizations from the relevant lessor or property owner, we may not be entitled to use the leased property or may be affected by third parties’ claims or challenges against the relevant lease.

Our PRC Legal Advisor is of the view that such lack of title certificate in our leased properties will not have a material adverse effect on our business operations, on the grounds that: (i) such leased properties are used for offices, are highly replaceable, and we do not have material reliance on them; and (ii) as of the Latest Practicable Date, we have never been forced by any third party to cease using any such properties.

In light of the above, our Directors believe that the above lack of title certificate will not materially affect our business, results of operation or prospects.

Inconsistency With Permitted Usage

As of the Latest Practicable Date, the current usage of certain leased properties used as our offices with an aggregate gross floor area of 3,837.42 sq.m, which represented approximately 7.94% of the aggregate leased gross floor area, is inconsistent with their permitted usage. As advised by our PRC Legal Advisor, with respect to the leased properties with usage defects, administrative penalties may be imposed on the owners if the properties are leased for the usage inconsistent with their permitted usage, and our usage of the aforesaid leased properties may be interrupted. However, as a tenant, we are not subject to any administrative penalties in this regard.

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Our PRC Legal Advisor is of the view that such inconsistency with permitted usage in our leased properties will not have a material adverse effect on our business operations, on the grounds that: (i) as of the Latest Practicable Date, we have never been forced to cease using any properties due to inconsistency with permitted usage; (ii) these properties are located in different cities and leased from different landlords, and the likelihood of all such properties being affected simultaneously is remote; and (iii) such leased properties are primarily used for our offices and are highly replaceable, and we do not have material reliance on them.

As of the Latest Practicable Date, we had not been subject to any administrative penalties imposed by the competent authorities, nor had we received any penalties or investigation notices from the competent authorities for such inconsistency with permitted usage. On this basis and having considered our PRC Legal Advisor’s advice, our Directors believe that the likelihood of our business and results of operations being materially and adversely affected by these inconsistency with permitted usage is remote.

Lack of Lease Agreement Registration

According to applicable PRC laws and regulations, the lessor and the lessee to a lease agreement are required to file the lease agreement with relevant government authorities within 30 days after the execution of the lease agreement. As of the Latest Practicable Date, all of the lease agreements had not been registered with relevant authorities. As advised by our PRC Legal Advisor, the absence of registrations will not affect the validity of the lease agreements, nor will it materially and adversely affect the Group’s business and results of operations.

INSURANCE

We do not maintain any business interruption insurance or product liability insurance. We also do not maintain key person life insurance, insurance policies covering damages to our network infrastructure or information technology systems or any insurance policies for our properties. We procured insurance policies by type that we consider appropriate, such as accidental injury insurance for certain workers at our production bases, and amount that we consider sufficient, and evaluated such insurance policies from time to time based on our past experience and changes in industry developments. As of the Latest Practicable Date, we had not made nor been the subject of any material insurance claims. However, we may not be able to obtain or purchase adequate insurance for losses and liabilities arising from various operational risks. See “Risk Factors — Risks Relating to Our Industry and Business — Our insurance coverage may be insufficient to cover all of our potential losses.”

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EMPLOYEES

As of September 30, 2024, we had a total of 17,101 full-time employees in mainland China and overseas. Among the 17,101 employees, 154 were employed at our subsidiaries in the United Kingdom, covering all business functions. The table below sets forth the number of employees by business function as of September 30, 2024:

Function	Number	Percentage
Production	11,654	68.1
Sales and marketing	3,896	22.8
Administrative	932	5.4
R&D	513	3.0
Finance	106	0.6
Total	<u>17,101</u>	<u>100.0</u>

Attracting and retaining qualified employees is important to our success. We recruited employees primarily through employment websites, on-campus recruitment and internal referrals. We emphasize the importance of training and development for our employees. We provide induction training to new joiners on various aspects including our corporate culture, internal regulations and policies, occupational safety and food safety. Furthermore, we offer online or on-site ongoing training sessions conducted by internal and external experts to improve our employees within their respective practice areas. Additionally, we have management training programs, which encompass training for individuals in pivotal roles, ensuring that our leaders are well-equipped to drive our success.

We offer competitive remuneration packages to our employees, including salary and allowances and performance-based bonuses. We have developed a performance evaluation system to assess the performance of our employees annually, which forms the basis for determining the salary levels, bonuses and promotions any employee may receive.

We have always striven to provide our employees with comprehensive social benefits, a diverse work environment and a wide range of career development opportunities. We are committed to providing a safe and healthy workplace, which is backed by strict policies, robust team member education and safety recognition awards, along with continued investments in technology. We support the physical health and well-being of our team members by providing an array of programs that help our people maintain optimal health level of health. We believe that everyone deserves respect.

We have established labor unions for our employees. We believe that we generally maintain a good working relationship with our employees and labor unions. During the Track Record Period, we did not experience any significant labor disputes or any difficulty in recruiting staff for our operations.

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Social Insurance and Housing Provident Funds

As required by the laws and regulations in the PRC, we participate in various employee social security plans that are administered by local governments, including housing provident fund, pension insurance, medical insurance, maternity insurance, work-related injury insurance and unemployment insurance. During the Track Record Period, we did not make adequate contributions to the social insurance and housing provident funds with respect to certain of our employees as required by the relevant PRC laws and regulations, primarily because (i) we maintain a relatively large labor force with relatively high mobility in order to meet increased staffing needs for labor-intensive production orders during peak seasons, such as crayfish processing in summer, (ii) certain employees were unwilling to pay the social insurance and housing provident funds in full as it requires additional contributions from our employees, and (iii) certain employees prefer to participate in the rural social security contribution plans in their resident places or their hometowns.

As advised by our PRC Legal Advisor, pursuant to applicable PRC laws and regulations, if an employer fails to make social insurance contributions in full, the relevant authorities could order the employer to pay, within a prescribed time limit, the outstanding amount with an additional late payment penalty at the daily rate of 0.05%, and if the employer fails to make the overdue contributions within such time limit, a fine equal to one to three times the outstanding amount may be imposed. Additionally, pursuant to applicable PRC laws and regulations, if the employer fails to register and establish an account for housing provident fund contributions, the authority could order the employer to correct it within a prescribed time limit, where failure to do so at the expiration of the time limit shall result in a fine of not less than RMB10,000 nor more than RMB50,000 being imposed. Where an employer is overdue in the payment and deposit of, or underpays, the housing provident fund, the authority could order it to make the payment and deposit within a prescribed time limit, and where the payment and deposit has not been made after the expiration of the time limit, an application may be made to a court in China for compulsory enforcement.

Our Directors believe that the incident described above would not have a material adverse effect on our business, financial condition and results of operations, considering that during the Track Record Period and up to the Latest Practicable Date, (i) as advised by our PRC Legal Advisor, we did not receive any notification from the relevant authorities requiring us to pay for the shortfalls with respect to social insurance and housing provident funds, nor did we receive any material employee complaint or have any material disputes with employees concerning their payment of social insurance and housing provident funds; (ii) no material administrative penalty was imposed on us with respect to the payment of social insurance and housing provident funds during the Track Record Period and as of the Latest Practicable Date; and (iii) if we receive a notice from relevant authorities requiring us to rectify, pay or make up social insurance and housing provident funds within a specified period, we will promptly comply with the requirements of such notice. In addition, pursuant to the Urgent Notice on Enforcing the Requirement of the Executive Meeting of the State Council and Stabilizing the Levy of Social Insurance Payment (關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知) promulgated on September 21, 2018 by the Ministry of Human Resources

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and Social Security, administrative authorities are prohibited from collectively recovering enterprises’ historical social insurance arrears. Based on the foregoing, our PRC Legal Advisor is of the view that the likelihood that we would be required by relevant authorities to pay the shortfall for social insurance and housing provident fund contributions or being subject to material administrative penalties due to our failure to provide full social insurance and housing provident fund contributions within the stipulated period for our employees is remote.

We have taken the following internal control measures to prevent future occurrences of such non-compliance:

- *Human Resource Management Policies.* Enhance our human resources management policies, which explicitly require social insurance and housing provident fund contributions to be made in accordance with applicable local requirements;
- *Training.* Strengthen the training of our personnel, including training on various compliance-related topics for our employees;
- *Increasing Awareness of Developments in the Law.* Regularly keep abreast of the latest developments in PRC laws and regulations relating to social insurance and housing provident funds;
- *Internal Control Measures.* Establish an internal control team to monitor our ongoing compliance with the social insurance and housing provident fund contributions regulations and oversee the implementation of any necessary measures; and
- *Consultation.* Consult our PRC legal counsel on a regular basis for advice on relevant PRC laws and regulations to keep us abreast of relevant regulatory developments; and actively communicate with relevant social insurance and housing fund local authorities to ensure we have the most updated information about the relevant laws and regulations concerning social insurance and housing provident fund.

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in this Document, we had not been and were not involved in any material noncompliance incidents in relation to social insurance and housing provident funds that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

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OCCUPATIONAL HEALTH AND SAFETY

We are subject to the PRC laws and regulations in respect of employee health and safety. We attach great importance to the occupational health and safety (“OHS”) management of our employees. We have established a safety production management committee, with each production base setting up a safety production department, staffed with dedicated safety management personnel. The safety production management committee formulates and publishes a series of internal management policies and guidelines to continuously promote the construction of our production safety management system. We regularly evaluate our equipment and production facilities to ensure their safety for our operations. We also conduct periodic and annual OHS publicity and education training for employees to strengthen their awareness and knowledge on safety procedures and accident prevention from time to time.

In addition, we have established systems such as the “Occupational Health Management System,” which set out detailed regulations on occupational disease prevention, hazard assessment and hazard notification for projects. These measures aim to prevent, control and reduce occupational hazards, ensuring the health of our employees. Since 2023, we have been advancing the implementation of digitalized management for occupational health through our proprietary software system. By leveraging digitalization and process standardization, we ensure the effective enforcement of occupational health-related regulations. We conduct regular occupational health examinations for employees exposed to occupational hazards and provide personal protective equipment such as earmuffs, earplugs and dust masks. We have also formulated the “Labor Protection Equipment Management System,” which specifies the requirements for wearing protective gear for each position. Visual guides for protective gear requirements are posted in each area to facilitate employee understanding. We also conduct training on the correct use of protective equipment to prevent and reduce production accidents.

We have implemented preventive measures to enhance operational safety and risk management, including: (i) improving the safety production responsibility system and engaging technical experts to validate our safety protocols and operational procedures; (ii) maintaining stringent oversight of production facilities and safety equipment to ensure inherent operational security; (iii) conducting risk identification, hazard assessment and risk evaluation to develop appropriate control measures in accordance with risk-graded control requirements; (iv) providing safety production education and training to elevate enterprise-wide safety competencies; and (v) regularly conducting emergency response drills to strengthen our incident management capabilities. Our Internal Control consultant conducted a review and, upon its review, has found no internal control deficiency based on the work performed in relation to the sufficiency and effectiveness of the enhanced internal control measures.

Save as disclosed in “Risk Factors — Risks Relating to Our Industry and Business — Our operations are subject to inherent operational risks and occupational hazards, which could cause us to incur substantial costs, damage to reputation and loss of future business”, during the Track Record Period and up to the Latest Practicable Date, we did not experience any material accidents involving personal injury or property damage, and we were not subject to any material claims, lawsuits, penalties or disciplinary actions as a result of any material accidents.

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LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

From time to time, we may become involved in legal proceedings in the ordinary course of our business. During the Track Record Period and up to the Latest Practicable Date, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any pending or threatened legal, arbitral or administrative proceedings against us or our Directors that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

Non-Compliance

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material incidents of non-compliance. Our Directors are of the view that we had complied, in all material respects, with all relevant laws and regulations in the PRC during the Track Record Period and up to the Latest Practicable Date.

ENVIRONMENTAL, SOCIAL RESPONSIBILITY AND GOVERNANCE

We consider environmental, social and governance (“**ESG**”) matters essential to our long-term and sustainable development. Focusing on economic, employee, environmental and social responsibilities, we are committed to steadily enhancing our ESG governance system, improving our ESG practices as well as performance and contributing to the well-being of communities and society through various ESG measures.

Corporate Governance

To effectively manage ESG issues, we have established a top-down ESG governance framework.

ESG Policies

In order to effectively manage our sustainable development performance, we formulated policies on our material ESG topics, including food safety, information security, occupational health, environmental protection and business ethics. These ESG policies show our commitment to relevant topics and provide a general guide to our sustainable development efforts.

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ESG Risks and Opportunities

We identify, prioritize and strategically address relevant ESG risks that can have a significant impact on our operations, supply chain and communities in which we operate. We catch relevant ESG opportunities by addressing by such ESG risks. We have identified the following ESG topics as material:

- *Food Safety and Quality.* We are subject to risks of food safety incidents including contamination and food-borne illnesses, which could result in administrative or criminal penalties and negatively affect our reputation. Consequently, we are required to consistently enhance our food safety guidelines and policies, as well as conduct rigorous inspections and checks. Additionally, we provide comprehensive training on proper food safety practices to our employees to mitigate these risks.
- *Supply Chain Management.* Responsible sourcing and robust supply chain management are critical in guaranteeing consistent food quality and sustainability throughout our supply chain.
- *Environmental Protection.* We are subject to relevant environmental laws and regulations. See “Regulatory Overview — Laws and Regulations on Environmental Protection.”
- *Energy Management.* Implementing effective energy management is instrumental in reducing energy consumption, which in turn leads to cost savings on energy bills, a reduction in environmental impact and an enhancement of energy security. Moreover, it ensures adherence to regulations and standards and establishes a framework for ongoing improvement and sustainability. We conduct energy conservation and consumption reduction management in the utilization of electricity, water and natural gas, aiming to enhance resource use efficiency and reduce energy consumption.
- *Food Waste.* Food production and consumption patterns exert pressure on natural resources and the environment. As a food company, we place a strong emphasis on minimizing food waste and integrating waste reduction strategies into our operations. Our efforts are directed towards the efficient utilization of natural resources, reducing our environmental footprint, curtailing food waste and advocating for sustainable food production and consumption.
- *Packaging Management.* Packaging management is integral to our operations, serving to maintain product quality and safety while also aiding in the prevention of food waste. Nonetheless, the use of unsustainable packaging materials can contribute to considerable environmental challenges. In response to this issue, we have adopted and implemented measures aimed at promoting the use of sustainable packaging materials.

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- *Employment Compliance.* Compliance with employment laws, fair recruitment rules and regulations is imperative to prevent and address workplace discrimination. It is crucial to have a comprehensive understanding of these obligations and to pinpoint areas necessitating additional action and training to ensure adherence. Non-compliance could result in industrial disputes or tribunal claims, which could have significant legal and financial impact for the firm.
- *Occupational Health and Safety.* Occupational health and safety are centered on safeguarding employees in the workplace from accidents, injuries and exposure to hazardous substances. The enterprise is accountable for ensuring a secure working environment for all staff by offering appropriate training, safety equipment and other essential resources. Inadequate implementation of policies and safety measures or ineffective policies and safety measures can result in injuries, reduced productivity due to the absence or departure of skilled labor and potential workers' compensation claims.
- *Information Security.* Inadequate data security may result in the loss or theft of critical information, potentially resulting in negative impact on business and reputational damage. We are required to enforce robust protections over customer data to prevent information security vulnerabilities.
- *Business Ethics.* Adherence to ethical business standards entails the comprehensive protection of the rights and interests of all stakeholders and the provision of a transparent and reliable environment for both internal and external partners. Breaches of ethics business standards can obstruct fair competition in the market, diminish our brand value and erode customer trust. Such violations may also lead to loss of market share or growth opportunities, while escalating the costs associated with litigation, penalties and fines. Furthermore, they increase the uncertainty of future development and can reduce the efficiency of business operations.

The transition to a lower-carbon economy presents significant opportunities for the society as a whole. With the widespread adoption and implementation of new technologies, we anticipate an increase in our energy efficiency. This improvement positions us favorably in the eyes of end customers and business partners, particularly when compared to competitors who may be less environmentally conscious. Concurrently, as consumers are shifting towards healthier eating habits, the demand for healthy food is expected to rise. Our established reputation for quality food ingredients places us in an advantageous position to capture a larger market share. This expansion is likely to contribute to an increase in our brand's popularity, sales and profit margins.

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Environmental Protection

We recognize the importance of environmental protection and sustainability, and have adopted professional environmental measures to improve our environmental performance and ensure that we comply with relevant PRC environmental laws and regulations.

Environmental Protection Measures

We comply with environmental protection laws and regulations in the PRC in material aspect, including the Environmental Protection Law, the Environmental Impact Assessment Law, the Law on the Prevention and Control of Atmospheric Pollution, the Water Pollution Prevention and Control Law, the Water Law and the Law on the Prevention and Control of Environment Pollution Caused by Solid Wastes. We have established internal environmental management systems, such as the Environmental Management System/Manual (環境管理制度/手冊), the Hazardous Waste Pollution Control Management System (危險廢物污染規範管理制度), the Emergency Response Plan for Sudden Environmental Incidents (突發環境事件應急預案), the Risk Assessment for Sudden Environmental Incidents (突發環境事件風險評估), the Emergency Resources Investigation System for Sudden Environmental Incidents (突發環境事件應急資源調查制度) and the Wastewater Treatment Plant Operating Procedures (污水處理站操作規程), further consolidating our environmental management.

As of the Latest Practicable Date, one of our construction projects commenced operations without completing the required environmental protection examination procedure. According to our PRC Legal Advisors, it is required by the relevant PRC laws and regulations to complete environmental protection acceptance examination prior to operation commence for construction projects, failure to comply with which may result in fines and potential suspension of operations. However, we have received written confirmation from the competent local environmental protection bureau confirming that: (i) we have been orderly proceeding with the work related to the environmental protection acceptance examination; and (ii) no environmental protection violation incidents have occurred, nor have any administrative penalties been imposed on us for violating environmental protection laws and regulations since the beginning of the Track Record Period. Based on the foregoing, as advised by our PRC Legal Advisors, the likelihood that we would be imposed any material administrative penalties in this respect is remote, and the lack of completion of the environmental protection acceptance examination procedure will not have a material adverse effect on the Group’s operation. Having considered confirmations from the relevant governmental authorities and our PRC Legal Advisor’s advice, our Directors believe that the lack of completion of the environmental protection acceptance examination procedure will not materially affect our business, results of operations or prospects.

BUSINESS

To mitigate the environmental impact of our business operations, we have taken various measures as follows:

- *Paperless Office.* Our digitalized management tools includes features such as online approval workflows, digital seals, electronic contracts and optimized business travel processes, enabling us to transition into digital operations, moving away from traditional paper-based methods.
- *Electricity Conservation.* We apply scientific approaches to the use of office equipment to conserve electricity. These include significant reductions in the standby power consumption of essential devices. Additionally, we enforce a light-out policy during lunch breaks and after hours. We also adhere to a minimum indoor temperature of 26°C during the summer to ensure the efficient use of air conditioning.
- *Waste Segregation:* Our waste segregation initiatives focus on educating our employees about proper separation techniques to ensure accurate sorting and disposal of recyclables, hazardous waste, and other types of waste.
- *Water Conservation.* We have implemented gray water recycling and installed sensor-activated taps to save water and maintain hygiene. Prompt reporting and repairs of any leaks are mandatory.
- *Sustainable Transportation.* We advocate for green, low-carbon travel options. We encourage walking or cycling within our premises as the preferred means of commuting to promote a healthier and more environmentally friendly approach to transportation.

In addition, we are formulating environmental protection management and control procedures. These procedures are designed to identify key environmental risks and issues, offering guidance on the management and resolution of matters related to ESG concerns.

Energy Use and Carbon Emissions

We recognize that optimizing energy and greenhouse gas (“**GHG**”) emissions management is fundamental for us to effectively manage climate change risks, and energy consumption is closely linked to the GHG emissions.

BUSINESS

Based on the following historical data on energy consumption, GHG emissions and our production forecasts, we expect to continually explore measures to reduce our carbon footprint by using clean energy, improving our energy efficiency and monitoring GHG emissions. The table below sets forth our energy consumption and emissions during the periods indicated:

Indicators	Year ended December 31,		Nine months ended September 30,
	2022	2023	2024
Energy consumption			
Comprehensive energy consumption (ton of standard coal)	100,712	104,847	89,011
Comprehensive energy consumption intensity (ton of standard coal/ton of qualified product output)	0.1102	0.1086	0.1137
Consumption of purchased electricity (million watt-hours)	382.2	414.2	371.4
Consumption of purchased steam (tons).	378,764.7	397,590.0	324,026.0
Consumption of purchased natural gas (million cubic meters)	14.7	13.4	10.5
Consumption of purchased water (million tons)	4.6	4.9	4.4
Emission			
Waste water (million cubic meters)	2.5	3.6	2.9
Solid waste (tons)	12,956.6	14,311.1	12,518.0
Waste gas (tons)	16.1	9.0	9.0

Social Responsibility

Leveraging our resources and expertise, we have been and will continue to be committed to fulfilling our social responsibilities in various aspects.

- *Industrial Activities.* We actively participate in industrial activities, including formulating and developing international, national, industrial and organizational standardization. See “— Research and Development.”
- *Education.* We are dedicated to supporting educational initiatives, pooling resources from universities and the community to cultivate talent for society and the industry. In 2022, we donated RMB1.0 million to Honghu Education Foundation (洪湖市教育基金會). Additionally, in 2022, we provided approximately 150 internship positions for students from remote and disadvantaged areas, such as Qujing Agricultural School (曲靖農業學校) and Wenshan Agricultural School (文山農業學校) in Yunnan Province.

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- *Aquaculture and Agriculture.* During the Track Record Period, we provided farmers at Dongwan Village, Shakou Town, Honghu (洪湖市沙口鎮東灣村) with free technical guidance and consultation on the aquaculture and agriculture as well as free medications.

Employees

- *Compliance Employment.* We firmly believe that talent is an important resource for our development. We comply with the Labor Law of the PRC (《中華人民共和國勞動法》), the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), the Provisions on Prohibition of Child Labor (《禁止使用童工規定》), the Law of the PRC on Protection of Minors (《中華人民共和國未成年人保護法》), Law of the People’s Republic of China on the Protection of Rights and Interests of Women (《中華人民共和國婦女權益保護法》) and other laws and regulations in all material aspects. We have formulated internal policies to standardize employment practices and procedures, including the recruitment and hiring as well as onboarding and offboarding, in accordance with relevant laws and regulations.
- *Talent Retention and Development.* We are committed to investing in training and career development programs and have established a comprehensive training system covering management, sales and marketing, skills, technology and other talent.
- *Diversity, Equality and Inclusion.* We commit to fostering a fair and equal working environment and adhere to a transparent recruitment and promotion policy, ensuring equal opportunities for all employees in areas such as recruitment, advancement, welfare protection and career development. Our recruitment processes strictly forbid the employment of individuals under the age of sixteen, with rigorous age verification checks in place to prevent any instance of child labor. We strive to protect the health and legal rights of female employees in terms of compensation and benefits, and provide a comfortable working environment and fair development opportunities. For example, we have clarified the legal rights and interests of female employees regarding vacation in our internal policies. Meanwhile, we insist on the protection of equal employment opportunities for migrant workers and people with disabilities, promoting the inclusion of retired servicemen in employment, and supporting all employees to achieve personal career development.

LICENSE, APPROVALS AND PERMITS

As advised by our PRC legal advisor, up to the Latest Practicable Date, we have obtained all requisite licenses, approvals and permits from relevant authorities that are material for our operations in the PRC and such licenses, approvals and permits are valid and effective.

BUSINESS

RISK MANAGEMENT AND INTERNAL CONTROL

We have established and currently maintain risk management and internal control systems consisting of policies and procedures that we consider to be appropriate for our business operations. We are dedicated to continually improving these systems. We have adopted and implemented comprehensive risk management policies in various aspects of our business operations such as legal and compliance, financial reporting and internal control. Our Board of Directors is responsible for the establishment and updating of our internal control systems, while our senior management monitors the daily implementation of the internal control procedures and measures with respect to each subsidiary and functional department.

Legal and Compliance Risk Management

We set up internal legal positions and engaged external legal advisers to supervise and manage our legal and compliance matters. This includes overseeing daily business operations, providing legal guidance to subsidiaries and reviewing the legality of contracts.

To maintain our reputation and uphold our integrity, we have instituted an anti-bribery and corruption policy, mandating that our employees, distributors, suppliers and other business partners engage in business activities in a lawful and ethical manner. We require our suppliers to commit in writing to abstain from non-compliance or bribery. Our anti-bribery and corruption policy also provides whistle blowing contact details including hotline and email address. Information of the whistle blowers are strictly confidential.

In addition, we adopt various policies to ensure compliance with the Listing Rules, including but not limited to aspects related to risk management, connected transactions and information disclosure.

Financial Reporting Risk Management

Our finance department comprehensively manages our financial operations. It is primarily responsible for the formulation of our financial strategy, budgeting, fund management and financial reporting. We have established a series of systems, such as accounting management systems, key accounting policies and estimates management and group-wide financial reporting disclosure management systems, to regulate the management of accounting personnel, processes, internal control and audits, accounting policies and estimates. We also have various procedures in place to standardize the preparation, approval, submission and disclosure of financial statements and reports.

BUSINESS

Internal Control

We have established an internal audit management system, specifying the scope of internal control review and evaluation, the content and process of internal control evaluation reports and supervision and management. We have set up an audit department under the Audit Committee to perform internal audit and investigation functions, evaluating the company’s internal controls, including those related to the IT systems. The audit department is also responsible for the compliance, audit and supervision of various economic activities of the company and each department to prevent operational risks and protect the safety and integrity of company assets. Additionally, our audit department conducts annual offline audits of each subsidiary, focusing on areas including contracts, guarantees, funds and procurement.

AWARDS AND ACHIEVEMENTS

We have received various honors and awards in recognition of, among others, our scale, innovation and products. The following table sets forth our major awards:

Year	Award/recognition	Awarding body
2024	National Key Leading Enterprise in Agricultural Industrialization (農業產業化國家重點龍頭企業)	Ministry of Agriculture and Rural Affairs of the PRC (中華人民共和國農業農村部)
2024, 2023, 2022	Top 500 Service Industry Enterprises in China (中國服務業企業500強)	China Enterprise Confederation, China Enterprise Directors Association (中國企業聯合會、中國企業家協會)
2024	Key Contributor Enterprise in the First Year of the Three-Year Action Plan for New Breakthroughs in Comprehensive Revitalization (全面振興新突破三年行動首戰之年突出貢獻企業)	The Communist Party of China Liaoning Provincial Committee, Liaoning Provincial People’s Government (中共遼寧省委, 遼寧省人民政府)
2024	The Top Chinese Prepared Dish Company in 2024 (2024最具實力中國預製菜生產企業)	Hurun Research Institute (胡潤研究院)

BUSINESS

Year	Award/recognition	Awarding body
2023	Provincial Key Leading Enterprise in Agricultural Industrialization (農業產業化省級重點龍頭企業)	Office of the Rural Work Leading Group of the Sichuan Provincial Committee of the Communist Party of China (中共四川省委農村工作領導小組辦公室)
2023	Key Enterprise in Sichuan Province for Promoting Rural Revitalization through Agricultural Product Processing (四川省農產品加工助推鄉村振興重點企業)	Sichuan Provincial Economic and Information Department (四川省經濟和信息化廳)
2023	2023 Liaoning Province Provincial-Level Digital Workshop (2023年遼寧省省級數字化車間)	Department of Industry and Information Technology of Liaonong Province (遼寧省工業和信息化廳)
2023	Jiangsu Province Quality Credit AA Grade Enterprise (江蘇省質量信用AA級企業)	Jiangsu Market Supervision Administration, Jiangsu Development and Reform Commission (江蘇省市場監督管理局、江蘇省發展和改革委員會)
2023	2023 Fujian Province Top 100 Production Enterprises (2023年福建省製造業企業100強)	Fujian Provincial Federation of Enterprises and Entrepreneurs, Fujian Radio and Television Group, Fujian Academy of Social Sciences (福建省企業與企業家聯合會、福建省廣播影視集團、福建社會科學院)
2022	Provincial Key Leading Enterprise in Agricultural Industrialization (農業產業化省重點龍頭企業)	Henan Provincial People’s Government (河南省人民政府)

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Year	Award/recognition	Awarding body
2022	2022 Hubei Province Pilot Demonstration Enterprise for Integration of Informatization and Industrialization (2022年湖北省信息化和工業化融合試點示範企業)	Office of Department of Economy and Information Technology of Hubei Province (湖北省經濟和信息化廳辦公室)
2022	Xiamen Supply Chain Innovation and Application Pilot Enterprise (廈門市供應鏈創新與應用試點企業)	Xiamen Municipal Bureau of Commerce (廈門市商務局)

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

OVERVIEW

Upon [REDACTED], our Board will consist of ten Directors, comprising four executive Directors, two non-executive Directors and four independent non-executive Directors. Our Directors are appointed for a term of three years and are eligible for re-election upon expiry of their term of office. The independent non-executive Directors shall not hold office for more than six consecutive years pursuant to the relevant PRC laws and regulations.

Our Supervisory Committee consists of three Supervisors including two employee representative Supervisors. Our Supervisors are elected for a term of three years and may be subject to re-election.

All of our Directors, Supervisors and senior management members meet the qualification requirements under the relevant PRC laws and regulations and the Hong Kong Listing Rules for their respective positions.

BOARD OF DIRECTORS

The following table sets forth the key information about our Directors.

Name	Age	Position/Title	Time of Joining our Group	Date of Appointment as a Director	Responsibilities
Executive Directors					
Mr. Liu Mingming (劉鳴鳴)	[62]	Chairman of the Board and executive Director	April 2002	April 2002	Overall formulation and decision-making of the major business policies and strategic objectives of the Group
Mr. Zhang Gaolu (章高路)	[48]	Deputy chairman of the Board and executive Director	April 2017	April 2017	Advising on and participating in the decision-making of the overall formulation of strategic objectives and strategic development of the Group
Mr. Zhang Qingmiao (張清苗)	[55]	Executive Director and general manager	September 2007	September 2007	Formulation of business strategies, management of the administrative affairs and presiding over the daily operation and internal system management of the Group

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position/Title	Time of Joining our Group	Date of Appointment as a Director	Responsibilities
Mr. Huang Jianlian (黃建聯)	[53]	Executive Director and deputy general manager	September 2007	September 2024	Overall management of the production system, coordinating and planning the procurement, quality control, production safety and techniques of the Group
Non-executive Directors					
Dr. Zheng Yanan (鄭亞南)	[70]	Non-executive Director	May 2023	May 2023	Overseeing our Group’s management and providing advice on strategic development
Mr. Dai Fan (戴凡)	[67]	Non-executive Director	May 2023	May 2023	Overseeing our Group’s management and providing advice on strategic development
Independent Non-executive Directors					
Dr. Zhao Bei (趙蓓)	[66]	Independent non-executive Director	May 2023	May 2023	Providing independent advice and judgment to the Board
Ms. Zhang Mei (張梅)	[53]	Independent non-executive Director	May 2023	May 2023	Providing independent advice and judgment to the Board
Mr. Zhang Yueping (張躍平)	[53]	Independent non-executive Director	May 2023	May 2023	Providing independent advice and judgment to the Board
Dr. Liu Xiaofeng (劉曉峰)	[62]	Independent non-executive Director	November 2024	November 2024 ^{Note}	Providing independent advice and judgment to the Board

Note: The appointment will become effective upon the [REDACTED].

Executive Directors

Mr. Liu Mingming (劉鳴鳴), aged [62], joined our Group in April 2002 and has served as a Director and the chairman of the Board since April 2002. Mr. Liu was re-designated as our executive Director in November 2024. Mr. Liu is responsible for the overall formulation and decision-making of the major business policies and strategic objectives of the Group. Mr. Liu is also serving as chairman of the board or executive director in certain of our subsidiaries.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Liu have over 35 years’ experience in business management. Mr. Liu served as a lecturer in the department of civil engineering at Zhengzhou Industrial University (鄭州工業大學) (merged into Zhengzhou University (鄭州大學) in 2000) from 1984 to 1988. He also served as a business manager at Huanghe International Leasing Co., Ltd. (黃河國際租賃有限公司) from August 1988 to July 1995. From July 1995 to August 1998, Mr. Liu served as the vice general manager at Henan Jianye (Group) Co., Ltd. (河南建業(集團)有限公司). From 1999 to 2002, Mr. Liu served as the chairman of Fujian Spring Real Estate Co., Ltd. (福建春天房地產有限公司).

In 2017, Mr. Liu was awarded as Outstanding Entrepreneur of Liaoning Province (遼寧省優秀企業家). Mr. Liu was also a deputy to the 13th Liaoning Provincial People’s Congress (遼寧省第十三屆人民代表大會) in 2018. Mr. Liu was named as the Top 10 Entrepreneurial Leaders of Listed Companies in China (中國上市公司十大創業領袖人物) in 2020 by Securities Times (證券時報) and he has been the chairman of the council to the Listed Company Association of Xiamen (廈門上市公司協會) since March 2023.

Mr. Liu was (i) the legal representative, the chairman and a director of Henan Chuntian Culture Advertising Co., Ltd., the business license of which was revoked in September 1998, (ii) the legal representative, the chairman and a director of Henan Youhe Business Co., Ltd., the business license of which was revoked in September 1998, (iii) the legal representative, the chairman and a director of Fujian Spring Real Estate Co., Ltd., the business license of which was revoked in January 2003, and (iv) the legal representative, the chairman and a director of Henan Jianye Decoration Engineering Co. Ltd., the business license of which was revoked in December 2003. As of the time of the revocation, the aforementioned companies were not insolvent, had any outstanding liabilities nor was involved in any pending claims. To the best knowledge of our Directors, the reason for revocation of business license of the aforementioned companies was cessation of business, which has not resulted in any punishment or fines imposed by any competent authorities, nor has it resulted in any outstanding or potential claims or liabilities against the aforementioned companies and Mr. Liu, and there is no material matter that should be brought to the attention of the Stock Exchange or the Shareholders in this regard.

Mr. Liu obtained a bachelor’s degree of engineering from Tongji University (同濟大學) in the PRC in July 1984.

Mr. Zhang Gaolu (章高路), aged [48], joined our Group in April 2017 and has served as the deputy chairman of the Board since April 2017. Mr. Zhang was re-designated as our executive Director in November 2024. Mr. Zhang is responsible for advising on and participating in the decision-making of the overall formulation of strategic objectives and strategic development of the Group. Mr. Zhang is also serving as executive director and general manager of a wholly-owned subsidiary of our Company.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Zhang has over 20 years’ experience in private equity investment and extensive management expertise. Mr. Zhang has been working at Guoli Minsheng, our Single Largest Shareholder, since November 2000, where he consecutively served as the deputy general manager and deputy chairman of the board and is currently serving as the chairman of the board and general manager of Guoli Minsheng. He has also been serving as a director of Addisino Co., Ltd. (航天工業發展股份有限公司, previously known as Chinascholars Group Co., Ltd. (神州學人集團股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 000547), since July 2006. Mr. Zhang has been serving as the executive director and manager of Beijing Huihuang Venture Capital Consulting Co., Ltd. (北京輝煌創業投資顧問有限公司) since July 2015.

Mr. Zhang has been a member of the 13th Fujian Provincial Committee of the Chinese People’s Political Consultative Conference (福建省政協第十三屆委員會) and the deputy director of the Committee on Economic Affairs since 2023. He has also been the vice chairman of the 12th Fujian Provincial Federation of Industry and Commerce (Chamber of Commerce) (第十二屆福建省工商業聯合會(總商會)) since 2022.

Mr. Zhang graduated from Nanjing University of Science and Technology (南京理工大學) in the PRC in July 1996.

Mr. Zhang Qingmiao (張清苗), aged [55], joined our Group as the general manager of our Company in September 2007. Mr. Zhang was re-designated as our executive Director in November 2024. Mr. Zhang is responsible for formulation of business strategies, management of the administrative affairs and presiding over the daily operation and internal system management of the Group. Mr. Zhang is also serving as chairman/deputy chairman of the board, general manager, or director in certain of our subsidiaries.

Mr. Zhang has over 30 years’ experience in business development and management. Mr. Zhang served as an order reviewer at Fujian Ocean Industrial Co., Ltd. (福建省海洋實業股份有限公司) from July 1990 to December 1991. He also served as the manager of the export department at Xiamen Huashun Food Industry Co., Ltd. (廈門華順食品工業有限公司) from January 1992 to August 1998. Mr. Zhang served as the general manager of Wuxi Huashun Food Industry Co., Ltd. (無錫華順食品工業有限公司) from September 1998 to July 2005. From August 2005 to August 2007, Mr. Zhang served as the general manager of Wuxi Huashun Minsheng Food Co., Ltd. (無錫華順民生食品有限公司).

Mr. Zhang has been a member of the standing council of China Aquatic Products Processing and Marketing Alliance (中國水產流通與加工協會) since October 2012 and the chairman of Fujian Provincial Aquatic Products Processing and Marketing Alliance (福建省水產加工流通協會) since October 2020. Mr. Zhang has also been serving as a council member of the Chinese Institute of Food Science and Technology (中國食品科學技術學會) and vice chairman of the Frozen and Refrigerated Food Division since October 2011. In 2023, Mr. Zhang won the Chinese Institute of Food Science and Technology’s Outstanding Contribution to Science and Technology Innovation Award (中國食品科學技術學會科技創新突出貢獻獎) and was recognized as Fujian Province High-Caliber Personnel (Level A) (福建省高層次A類人才), and he was also recognized as Xiamen High-Caliber Personnel (Level A) (廈門高層次A類人才) in 2024. In December 2023, Mr. Zhang was appointed as an industry professor at the School of Food, Jiangnan University (江南大學); in September 2024, he was appointed as an expert and thesis reviewer for the master’s degree thesis committee of the MBA program at the School of Management, Xiamen University (廈門大學).

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Zhang obtained a bachelor’s degree of science and a master’s degree of business administration from Xiamen University (廈門大學) in the PRC in July 1990 and December 2002, respectively. Mr. Zhang obtained the qualification of a senior economist from the Fujian Provincial Department of Human Resources and Social Security (福建省人力資源和社會保障廳) in December 2011.

Mr. Huang Jianlian (黃建聯), aged [53], joined our Group in September 2007 and has been the deputy general manager of our Company since February 2011. Mr. Huang was appointed as a Director in September 2024 and was re-designated as our executive Director in November 2024. Mr. Huang is responsible for the overall management of the production system, coordinating and planning the procurement, quality control, production safety and techniques of the Group. Mr. Huang also holds positions as the general manager or director in certain subsidiaries of our Group.

Prior to joining our Group, Mr. Huang served as a unit director of Xiamen Huashun Food Industry Co., Ltd. (廈門華順食品工業有限公司) from July 1993 to September 2001. He was the director in charge of Xiamen Jinguanshun Food Co., Ltd. (廈門金冠順食品有限公司) from September 2001 to August 2002 and Fujian Fuhua Food Co., Ltd. (福建馥華食品有限公司) from March 2003 to September 2007. He has also been the supervisor of Fujian Fuhua Food Co., Ltd. (福建馥華食品有限公司) since April 2007.

Mr. Huang has extensive experience and expertise in the food industry especially in the fields of aquatic product processing. Mr. Huang has been an executive council member of the fourth council of the Food Equipment and Intelligent Manufacturing Division under the Chinese Institute of Food Science and Technology (中國食品科學技術學會食品裝備與智能製造分會) since October 2021, and currently he also serves as the deputy director of both the National Food Industry Standardization Technical Committee Aquatic Products Processing Sub-Technical Committee (全國食品工業標準化技術委員會水產品加工分技術委員會) and the National Fisheries Standardization Committee Aquatic Products Processing Technical Committee (全國水產標準化技術委員會水產品加工分技術委員會), as well as a member of the National Technical Committee for Aquatic Products Standardization (全國水產標準化技術委員會) and the National Technical Committee for Standardization of Meat, Poultry, and Egg Products (全國肉禽蛋製品標準化技術委員會). In addition, Mr. Huang has been a member of the Expert Committee on National Aquatic Product Processing Technology Research and Development System (國家水產品加工技術研發體系專家委員會) since June 2023. In July 2024, he was appointed as an enterprise (industry) expert for the doctor of professional studies in biology and medicine at Jiangnan University (江南大學). Mr. Huang was recognized as Fujian Province High-Caliber Personnel (Level A) (福建省高層次A類人才) in 2023 and Xiamen High-Caliber Personnel (Level A) (廈門高層次A類人才) in 2024.

Mr. Huang obtained a bachelor’s degree in food engineering from Nanchang University (南昌大學) in the PRC in July 1993. Mr. Huang obtained the qualification of senior engineer from Xiamen Municipal Human Resources and Social Security Bureau (廈門市人力資源與社會保障局) in February 2023.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Non-executive Directors

Dr. Zheng Yanan (鄭亞南), aged [70], joined our Group as a Director in May 2023 and was re-designated as our non-executive Director in November 2024. Dr. Zheng is mainly responsible for overseeing our Group’s management and providing advice on strategic development through participation in the Board.

Dr. Zheng has extensive experience in various leadership roles within the corporate and equity investment sector. Dr. Zheng has served as the chairman of the board of Pacific Securities Co., Ltd. (太平洋證券股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601099), since July 2009. He has also served as the executive director and manager of Chinascholars Equity Investment Co., Ltd. (神州學人股權投資有限公司) since March 2018, a director of Unicom Innovation Equity Investment Management (Chengdu) Co., Ltd. (聯通創新股權投資管理(成都)有限公司) (currently known as Lianchuang Innovation Private Equity Fund Management (Chengdu) Co., Ltd. (聯創創新私募基金管理(成都)有限公司)) since April 2017, the executive director of Beijing Huixingda Investment Consulting Co., Ltd. (北京匯興達投資諮詢有限公司) from November 2011 then as the supervisor since June 2016, the executive director and general manager of Xinrong Zhihui Technology Development Co., Ltd. (新榮智匯科技發展有限公司) since March 2014, a director of Beijing Oulian Products Security Technology Service Co., Ltd. (歐聯產品安全技術服務(北京)有限公司) since March 2006, and the chairman of the board of Dahua Dalu Investment Co., Ltd. (大華大陸投資有限公司) since October 2007.

Dr. Zheng obtained a bachelor’s degree of economics from Peking University (北京大學) in the PRC in July 1982, a master’s degree of economics from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in the PRC in December 1985, and a doctoral degree of management from Wuhan University of Technology (武漢理工大學) in the PRC in June 2004.

Mr. Dai Fan (戴凡), aged [67], joined our Group as a Director in May 2023 and was re-designated as our non-executive Director in November 2024. Mr. Dai is mainly responsible for overseeing our Group’s management and providing advice on strategic development through participation in the Board.

Mr. Dai has been serving as a director of Guoli Minsheng since August 2023. He worked at Howden Group, a company engaging in provision of mission critical air and gas handling products and services, for more than 25 years from May 1994 to September 2022. From May 1994 to December 2007, Mr. Dai worked at Howden Fedco Ltd., Howden Engineering (S.E. Asia) Ltd. and Howden Burton Corblin Asia Ltd. in Hong Kong as the regional sales manager. He then joined Howden Hua Engineering Co., Ltd. as the general sales manager of compressors in January 2008. From August 2001 to January 2010, he was also a director of Newworld International Investments Limited, a company engaging in investment business. He served as a director at Wuxi Huashun Food Industry Co., Ltd. (無錫華順食品工業有限公司) from September 1998 to November 2010.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Dai graduated from Yangzhou Industrial College (揚州工業專科學校) (currently known as Yangzhou University (揚州大學)) in the PRC in July 1982, majoring in heating and industrial ventilation engineering, and he obtained a master’s degree of business administration from The University of Dundee in the United Kingdom in December 1993.

Independent Non-executive Directors

Dr. Zhao Bei (趙蓓), aged [66], joined our Group as an independent Director in May 2023 and was re-designated as our independent non-executive Director in November 2024. Dr. Zhao is responsible for supervising and providing independent judgment to our Board.

Dr. Zhao has over 20 years of teaching experience in the field of management studies. Dr. Zhao was a lecturer in the Department of Finance and Banking from 1986 to 1988, an associate professor from 1996 to 1997 and has been a professor and PhD supervisor since 2005 at the School of Management of Xiamen University (廈門大學). Dr. Zhao served as a Doctoral Demonstrator at The University of Hong Kong from 1997 to 2003. Prior to that, Dr. Zhao served as personal financial manager at Royal Bank of Canada Centre. From 1988 to 1996, Dr. Zhao consecutively held teaching positions at various universities in Canada, including Saint Mary’s University, Acadia University, Algoma University and Mount Allison University.

Dr. Zhao serves as (i) an independent director of Xiamen King Long Motor Group Co., Ltd. (廈門金龍汽車集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600686), since September 2020, and (ii) an independent director of Contemporary Amperex Technology Co., Ltd. (寧德時代新能源科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300750), since August 2023. She also serves as an independent director of Hrain Biotechnology Co., Ltd. (上海恒潤達生生物科技股份有限公司) since June 2021, and an independent director of Zhongqiao Sports Co., Ltd. (中喬體育股份有限公司) since November 2021.

Previously, Dr. Zhao was (i) an independent director of Fujian Septwolves Industry Co., Ltd. (福建七匹狼實業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002029), from April 2017 to July 2022, (ii) an independent director of Huaxia Eye Hospital Group Co., Ltd. (華廈眼科醫院集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301267), from December 2019 to December 2022, and (iii) an independent non-executive director of Asia Television Holdings Limited, a company listed on the Stock Exchange (stock code: 0707) from June 2005 to October 2015.

Dr. Zhao obtained a bachelor’s degree of economics from Xiamen University (廈門大學) in the PRC in July 1982, a master’s degree of business administration from Dalhousie University in Canada in February 1986, and a doctoral degree of management in The University of Hong Kong in December 2003.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Zhang Mei (張梅), aged [53], joined our Group as an independent Director in May 2023 and was re-designated as our independent non-executive Director in November 2024. Ms. Zhang is responsible for supervising and providing independent judgment to our Board.

Ms. Zhang has been an accounting professor at Fujian Jiangxia University (福建江夏學院) (formerly known as Fujian Economic Management Cadres College (福建經濟管理幹部學院)) since July 1993. Ms. Zhang has been serving as an independent director of Strait Innovation Internet Co., Ltd. (海峽創新互聯網股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300300), since November 2020. She also serves as a director of Fujian Anxi Rural Commercial Bank Co., Ltd. (福建安溪農村商業銀行股份有限公司) since July 2020.

Previously, Ms. Zhang was (i) an independent director of Fujian Boss Software Corp. (福建博思軟件股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300525), from July 2018 to June 2024, (ii) an independent director of Fujian Nanping Sun Cable Co., Ltd. (福建南平太陽電纜股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002300), from May 2019 to May 2024, and (iii) an independent director of Fujian Apex Software Co., Ltd. (福建頂點軟件股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603383), from July 2022 to May 2024.

Ms. Zhang was accredited as a non-practicing member of The Fujian Institute of Certified Public Accountants (福建省註冊會計師協會) in December 2009 and a Certified Public Valuer by China Appraisal Society (中國資產評估協會) in June 1999.

Ms. Zhang obtained a bachelor’s degree of accounting and a master’s degree of accounting from Fuzhou University (福州大學) in the PRC in July 1993 and March 2005, respectively.

Mr. Zhang Yueping (張躍平), aged [53], joined our Group as an independent Director in May 2023 and was re-designated as our independent non-executive Director in November 2024. Mr. Zhang is responsible for supervising and providing independent judgment to our Board.

Mr. Zhang has been working at Fujian Institute of Oceanography (福建海洋研究所) since 1992 and is currently a researcher of the Department of Marine Biology of Fujian Institute of Oceanography (福建海洋研究所), specializing in marine biology research. Mr. Zhang serves as the chairman of the supervisory board of the Xiamen Ocean and Fisheries Society (廈門市海洋與水產學會) since February 2023. He also serves as a member of the 9th standing council of Fujian Society of Fisheries (福建省水產學會) since April 2021.

Mr. Zhang obtained a bachelor’s degree of science from Xiamen University (廈門大學) in the PRC in July 1992.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Dr. Liu Xiaofeng (劉曉峰), aged [62], has been appointed as an independent non-executive Director with effect from the [REDACTED], primarily responsible for supervising and providing independent judgment to our Board.

Currently, Dr. Liu has been an independent non-executive director of the following companies listed on the Hong Kong Stock Exchange: (i) Logory Logistics Technology Co., Ltd. (合肥維天運通信息科技股份有限公司) (stock code: 2482) since October 2021; (ii) Sunfonda Group Holdings Limited (stock code: 1771) since May 2017; (iii) Kunlun Energy Company Limited (stock code: 0135) since April 2004; and (iv) China Risun Group Limited (stock code: 1907) since October 2024.

Previously, Dr. Liu was (i) an independent non-executive director of Cinda International Holdings Limited (stock code: 0111) from July 2016 to July 2024; (ii) an independent non-executive director of AAG Energy Holdings Limited (stock code: 2686) from August 2018 to July 2023; (iii) an independent non-executive director of Honghua Group Limited (stock code: 0196) from January 2008 to November 2021; (iv) an independent non-executive director of Hisense Home Appliances Group Co., Ltd. (海信家電集團股份有限公司) (formerly known as Hisense Kelon Electrical Holdings Co., Ltd. (海信科龍電器股份有限公司)) (stock code: 0921) from September 2017 to August 2018; and (v) an independent non-executive director of Haier Electronics Group Co., Ltd., a company previously listed on the Stock Exchange and delisted in December 2020, from June 2007 to June 2014.

Dr. Liu has over 30 years of experience in corporate finance and has served in a number of international financial institutions since 1993. Dr. Liu was an independent director at UBS Securities Co., Ltd. from June 2016 to June 2022. Prior to that, Dr. Liu, worked at China Resources Capital Holdings Company Limited as the managing director from March 2010 to January 2016, at DBS Asia Capital Limited as the managing director and Head of China from September 2005 to August 2009, at N.M. Rothschild & Sons (HK) Limited as the head of China investment banking department from February 2003 to March 2005, at J.P. Morgan Securities (Asia Pacific) Limited as the vice-president of the investment banking department from April 2000 to January 2003, and at N.M. Rothschild & Sons Limited and N.M. Rothschild & Sons (HK) Limited from October 1993 to April 2000, where his last position was the director of corporate finance department.

Dr. Liu obtained a bachelor’s degree in political economics from the Southwestern University of Finance and Economics (西南財經大學) (formerly known as Sichuan Economic College (四川財經學院)) in the PRC in July 1983. He obtained a master’s degree in development studies from the University of Bath, United Kingdom in December 1987. Dr. Liu also obtained a master’s degree and a doctorate degree from the Faculty of Economics, University of Cambridge, United Kingdom in October 1988 and May 1994, respectively.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

SUPERVISORY COMMITTEE

The following table sets out the key information about our Supervisors.

Name	Age	Position/Title	Time of Joining our Group	Date of Appointment as a Supervisor	Responsibilities
Mr. Zhang Guangxi (張光璽)	[53]	Chairman of the Supervisory Committee	May 2023	May 2023	Supervising the finance of our Group and exercising supervision over the Directors and senior management
Mr. Zhang Wei (張偉)	[38]	Employee Supervisor	January 2008	May 2023	Supervising the finance of our Group and exercising supervision over the Directors and senior management
Ms. Wang Xiaojiao (王小嬌)	[45]	Employee Supervisor	October 2018	May 2024	Supervising the finance of our Group and exercising supervision over the Directors and senior management

Mr. Zhang Guangxi (張光璽), aged [53], was appointed as the chairman of the Supervisory Committee in May 2023. Mr. Zhang is responsible for supervising the finance of our Group and exercising supervision over the Directors and senior management.

Mr. Zhang has served as the finance director of Dahua Dalu Investment Co., Ltd. (大華大陸投資有限公司) since October 2007. He has been the supervisor of Chinascholars Equity Investment Co., Ltd. (神州學人股權投資有限公司) since March 2014 and the supervisor of Unicom Innovation Equity Investment Management (Chengdu) Co., Ltd. (聯通創新股權投資管理(成都)有限公司) (currently known as Lianchuang Innovation Private Equity Fund Management (Chengdu) Co., Ltd. (聯創創新私募基金管理(成都)有限公司)) since August 2022. He was a supervisor of Addisino Co., Ltd. (航天工業發展股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000547), from June 2011 to November 2022.

Mr. Zhang was the supervisor of Sanhe Tiancheng Technology and Trading Co., Ltd., the business license of which was revoked in January 2008. As of the time of the revocation, the aforementioned company was not insolvent, had any outstanding liabilities nor was involved in any pending claims. To the best knowledge of our Directors, the reason for revocation of business license of the aforementioned company was cessation of business, which has not resulted in any punishment or fines imposed by any competent authorities, nor has it resulted in any outstanding or potential claims or liabilities against the aforementioned company and Mr. Zhang, and there is no material matter that should be brought to the attention of the Stock Exchange or the Shareholders in this regard.

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Mr. Zhang obtained a bachelor’s degree in accounting from China Central Radio and Television University (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) in the PRC in January 2007.

Mr. Zhang Wei (張偉), aged [38], joined our Group in January 2008 and was elected as an employee Supervisor in May 2023. Mr. Zhang is responsible for supervising the finance of our Group and exercising supervision over the Directors and senior management.

From January 2008 to February 2018, Mr. Zhang worked at the logistics department (formerly known as the storage and transportation division under the internal affairs department) of our Company where his last position is the department manager. He then consecutively served as the manager of production department and the manager of procurement department of our Company from February 2018 to May 2019. Mr. Zhang has been serving as the manager of administration department of our Company since May 2019, responsible for human resources management.

Mr. Zhang graduated from the Professional Online Education Program in food quality and safety from Jiangnan University (江南大學) in the PRC in January 2022.

Ms. Wang Xiaojiao (王小嬌), aged [45], joined our Group in October 2018 and was elected as an employee Supervisor in May 2024. Ms. Wang is responsible for supervising the finance of our Group and exercising supervision over the Directors and senior management.

Ms. Wang has worked at the general affairs department of the Company since October 2018, successively serving as a junior staff from October 2018 to December 2018, a staff from January 2019 to June 2021, a chief officer from July 2021 to May 2024, and a senior officer since June 2024. Prior to joining our Group, she served as a clerk in the admissions office at Fujian Huaxia Advanced Technical School (福建華夏高級技工學校) from June 2010 to September 2018.

Ms. Wang obtained a vocational secondary school degree in pre-primary education from Fujian Anxi Overseas Chinese Vocational College (福建省安溪華僑職業中專) in the PRC in June 1998.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

The following table sets forth the key information about our senior management.

Name	Age	Position/Title	Time of Joining our Group	Date of Appointment as a Member of Senior Management	Responsibilities
Mr. Zhang Qingmiao (張清苗)	[55]	Executive Director and general manager	April 2005	September 2007	Formulation of business strategies, management of the administrative affairs and presiding over the daily operation and internal system management of the Group
Mr. Huang Jianlian (黃建聯)	[53]	Executive Director and deputy general manager	September 2007	February 2011	Overall management of the production system, coordinating and planning the procurement, quality control, production safety and techniques of the Group
Mr. Huang Qingsong (黃清松)	[56]	Deputy general manager	September 2007	February 2011	Marketing and sales management of the main business, planning and establishing the marketing system of the Group based on the development strategy
Ms. Tang Yi (唐奕)	[49]	Chief financial officer	July 2010	February 2011	Overall financial management and budgeting of the Group
Mr. Liang Chen (梁晨)	[41]	Board secretary, manager of the securities department and deputy manager of the administration department of the Company	March 2010	February 2011	Corporate governance, internal control, investor relations, information disclosure of the Group and capital market affairs and providing support and assistance to meetings of the Board and shareholders

Note: Mr. Liang Chen, our Board secretary, manager of the securities department and deputy manager of the administration department of the Company, is the nephew of Mr. Liu Mingming. Saved as disclosed above, each of our senior management members had no relationship with other Directors, Supervisors or senior management members of our Company as of the Latest Practicable Date.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Zhang Qingmiao (張清苗), aged [55], is an executive Director and the general manager of our Company. For the biography of Mr. Zhang, please refer to “— Board of Directors — Executive Directors” in this section.

Mr. Huang Jianlian (黃建聯), aged [53], is an executive Director and the deputy general manager of our Company. For the biography of Mr. Huang, please refer to “— Board of Directors — Executive Directors” in this section.

Mr. Huang Qingsong (黃清松), aged [56], has been the deputy general manager of our Company since February 2011. Mr. Huang also serves as the executive director and general manager of Wuxi Anjoy Food Marketing Co., Ltd. (無錫安井食品營銷有限公司), a wholly-owned subsidiary of our Company.

Mr. Huang joined Wuxi Huashun Food Industry Co., Ltd. (無錫華順食品工業有限公司) in September 1998 and served as the deputy general manager from April 2002 to November 2010. From July 1996 to May 1997, Mr. Huang worked at Xiamen Xiangyu Free Trade Zone Guangyuan International Trade Company (廈門象嶼保稅區廣源國際貿易公司). Mr. Huang worked at Xiamen International Seamen Club (廈門國際海員俱樂部) from September 1993 to June 1996.

Mr. Huang was accredited as a senior economist by the Fujian Provincial Department of Human Resources and Social Security (福建省人力資源和社會保障廳) in February 2015 and he was awarded the business marketing qualification certificate by Xiamen Personnel Bureau (廈門市人事局) in December 1997.

Mr. Huang obtained a bachelor’s degree in business management from Huaqiao University (華僑大學) in the PRC in July 1990.

Ms. Tang Yi (唐奕), aged [49], joined our Group in July 2010 as a finance manager at Wuxi Huashun Food Industry Co., Ltd. (無錫華順食品工業有限公司) and has served as the chief financial officer of our Group since February 2011. Ms. Tang also holds positions as finance director or supervisor in certain subsidiaries of our Group.

Ms. Tang served as a finance manager at Wuxi Huashun Food Industry Co., Ltd. (無錫華順食品工業有限公司) from September 2001 to November 2010. Ms. Tang served as a finance manager at Lida Technology (Wuxi) Co., Ltd. (力達科技(無錫)有限公司) from September 1999 to August 2001 and Wuxi Xinkexin Special Welding Materials Co., Ltd. (無錫新科信特種焊材有限公司) from September 1998 to September 1999.

Ms. Tang graduated from Donghua University (東華大學) (formerly known as China Textile University (中國紡織大學)) in the PRC majoring in accounting in July 2003. Ms. Tang was accredited as a senior economist by the Jiangsu Provincial Department of Personnel (江蘇省人事廳) in December 2008.

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Mr. Liang Chen (梁晨), aged [41], joined our Group in March 2010 and has been the Board secretary since February 2011. He was a Director from January 2015 to April 2017 and resigned as a Director due to other work arrangement within our Group. Mr. Liang is also serving as supervisor or director in certain subsidiaries of our Group.

Mr. Liang has served as an independent director of Xin Hee Co., Ltd. (欣賀股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 003016), since August 2022, and an independent director of Ligao Foods Co., Ltd. (立高食品股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300973), since November 2023.

Mr. Liang has extensive experience and qualifications in capital operation, investor relation management and corporate governance of listed companies. In August 2013, Mr. Liang obtained the board secretary qualification certificate from the Shanghai Stock Exchange. In October 2022, he acquired the independent director qualification certificate from the Shenzhen Stock Exchange. Mr. Liang was engaged as the supervisor of CPC member conduct and integrity at the CSRC Xiamen Bureau (中國證監會廈門證監局) for the period from December 2022 to December 2025. In April 2023, he was appointed as a member of the independent directors committee and deputy secretary-general of The Listed Company Association of Xiamen (廈門上市公司協會) for a five-year term. Mr. Liang has been a member of the Xiamen Haicang District Committee of the Chinese People’s Political Consultative Conference (廈門市海滄區政協委員會) since December 2021.

Mr. Liang was named as the Outstanding Board Secretaries of Main Board Listed Companies in China (中國主板上市公司優秀董秘) in 2019 and 2020 by Securities Times (證券時報), and he was consecutively awarded the New Fortune Gold Medal Board Secretary (新財富金牌董秘) by New Fortune magazine in 2023 and 2024. In 2024, he also received the “Golden Quality Award — Outstanding Board Secretary” (上海證券報金品質獎—優秀董秘獎) jointly presented by Shanghai Securities News and China Securities Journal and was recognized as Xiamen High-Caliber Personnel (Level B) (廈門高層次B類人才).

Mr. Liang obtained a bachelor’s degree in law from Taiyuan University of Technology (太原理工大學) in the PRC in July 2006. Mr. Liang obtained a master’s degree in constitutional law and administrative law from Zhengzhou University (鄭州大學) in the PRC in June 2010.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SENIOR MANAGEMENT

Prior to the Track Record Period, there were several incidents involving our Directors and senior management members, primarily due to inadvertent oversight, unintentional actions, and/or unfamiliarity with the relevant disclosure requirements, who were subject to administrative regulatory measures by the Xiamen Regulatory Bureau of the CSRC (“CSRC Xiamen Bureau”) and/or self-disciplinary action or self-regulatory measure by the Shanghai Stock Exchange (“SHSE”) and/or the Shenzhen Stock Exchange (“SZSE”), details of which are as follows: (i) on March 18, 2020, the CSRC Xiamen Bureau took the administrative regulatory measure of regulatory interview on Mr. Liu Mingming (“Mr. Liu”), the Chairman of the Board

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

and executive Director, in relation to his sale of Shares without disclosing his share reduction plan in advance in accordance with the applicable regulations and rules; on April 9, 2020, the SHSE took the self-regulatory measure of verbal warning against Mr. Liu on the same matter. On November 29, 2021, the SHSE took the self-disciplinary action of public criticism against Mr. Liu for failing to cease disposal of Shares held by him upon reaching the relevant stop-trading threshold and untimely filing of the report on the simplified shareholding changes in accordance with the then effective regulations and rules which were amended afterwards; on December 27, 2021, the CSRC Xiamen Bureau took the administrative regulatory measure of regulatory interview on Mr. Liu in relation to the aforementioned incident; (ii) in May and October 2007, the SZSE took the self-disciplinary action of public criticism against, amongst others, Mr. Zhang Gaolu (“Mr. Zhang”), the deputy Chairman of the Board and executive Director, being a director of Chinascholars Group Co., Ltd. (“Chinascholars”), for (a) Chinascholars’ untimely disclosure of an investment made by one of its subsidiaries in November 2006, and (b) untimely disclosure of the change of *de facto* controller of Chinascholars in June 2006. In November 2011, the SZSE took the self-disciplinary action of public criticism against Guoli Minsheng, in which Mr. Zhang was the then *de facto* controller and a director, for short-swing trading of the listed shares of Chinascholars by Guoli Minsheng in July 2011 within the six-month restriction period after participation of Chinascholars’ private placement in April 2011; (iii) on July 27, 2020, the CSRC Xiamen Bureau took the administrative regulatory measure of issuance of caution letters to Mr. Huang Jianlian, the executive Director and deputy general manager of our Company, and Mr. Huang Qingsong, the deputy general manager of our Company, respectively, for their early sale of Shares within the 15-day restriction period in accordance with the applicable regulations and rules after disclosing their respective share reduction plans; on December 2, 2020, the SHSE took the self-disciplinary action of public criticism against Mr. Huang Jianlian and Mr. Huang Qingsong in relation to the aforementioned incident; and (iv) on July 9, 2019, the SHSE took the self-regulatory measure of verbal warning against Mr. Liang Chen, our Board secretary, for operational errors in the reporting system relating to the Company’s information disclosure matters from August 2018 to May 2019.

As at the Latest Practicable Date and to our best knowledge, (i) all such incidents have been concluded, (ii) there has not been any further regulatory request to, action against or correspondence with our Group or the relevant Directors or senior management members from or by the SHSE, the SZSE and/or the CSRC Xiamen Bureau, and (iii) other than disclosed above, Mr. Liu, Mr. Zhang, Mr. Huang Jianlian, Mr. Huang Qingsong and Mr. Liang Chen have not been imposed any other penalties or involved in any other investigation, hearing or proceeding brought or instituted by any securities regulatory authority or stock exchange, relating to the aforementioned incidents.

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Notwithstanding the above incidents, our Board is of the view that such administrative regulatory measures, self-disciplinary actions and self-regulatory measures do not impugn the integrity or suitability of Mr. Liu, Mr. Zhang, Mr. Huang Jianlian, Mr. Huang Qingsong and Mr. Liang Chen to serve as our Directors and/or senior management members of the Company under Rules 3.08 and 3.09 of the Listing Rules, based on the following factors:

- all such incidents took place before the Track Record Period and each of Mr. Liu, Mr. Zhang, Mr. Huang Jianlian, Mr. Huang Qingsong and Mr. Liang Chen has not experienced any similar incident since the commencement of the Track Record Period and as of the Latest Practicable Date;
- all non-compliant conducts involved in such incidents were unintentional and primarily due to inadvertent oversight, unfamiliarity with and/or mistaken interpretation of the relevant disclosure requirements, and did not involve findings of fraud and dishonesty on the part of each of Mr. Liu, Mr. Zhang, Mr. Huang Jianlian, Mr. Huang Qingsong and Mr. Liang Chen or raise concern on their respective integrity; and once being aware of the non-compliant conducts, the relevant individuals took rectification measures as appropriate, including attending training sessions and making the relevant disclosure;
- as advised by our PRC Legal Advisor, none of the administrative regulatory measures of regulatory interview and issuance of caution letters taken by the CSRC Xiamen Bureau, the self-disciplinary action of public criticism and the self-regulatory measure of verbal warning taken by the SHSE or SZSE constitutes a major or severe administrative regulatory measure or self-disciplinary action or self-regulatory measure, nor do they constitute administrative penalties or public censure under the PRC securities regulatory laws, regulations or rules on each of Mr. Liu, Mr. Zhang, Mr. Huang Jianlian, Mr. Huang Qingsong and Mr. Liang Chen; furthermore, given that the securities regulatory authority or the stock exchange has already taken administrative regulatory measures, self-disciplinary actions or self-regulatory measures regarding the aforementioned non-compliant conducts of the relevant Directors and senior management members, and they have also taken appropriate rectification measures, including attending training sessions and making relevant disclosures, the possibility that the securities regulatory authority or the stock exchange takes further measure or action against the relevant Directors and senior management members in respect of the aforementioned non-compliant conducts is remote;
- as advised by our PRC Legal Advisor, the administrative regulatory measures, the self-disciplinary actions and self-regulatory measure in relation to all such incidents would not impair, and there has not been any rulings made by the competent authorities that affect, the suitability of each of Mr. Liu, Mr. Zhang, Mr. Huang Jianlian, Mr. Huang Qingsong and Mr. Liang Chen to serve as a director and/or

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senior management member of a PRC company (including listed companies) or as a Director and/or senior management member of the Company, pursuant to the PRC Company Law, the PRC Securities Law and other PRC laws and regulations; and

- specifically, in relation to the incidents involving directors’ and senior management’s untimely filing and disclosure of their dealings in the Company’s securities, our Group had put in place a technical restriction setup for trading action during relevant period to avoid the mistaken actions of the sale and/or purchase of the Company’s shares by the directors, supervisors, and senior management of our Company. The Group has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules as part of its securities trading rules and procedures. In addition to the regular training sessions to keep the Directors and senior management members of the Company abreast of the laws and regulations applicable to the Company and the duties as a Director, the Company will arrange to send notice to all Directors, Supervisors and relevant employees to remind them of the blackout period and the [REDACTED] restriction prior to the commencement of such period to prevent any breach of the relevant Listing Rules by such persons.

GENERAL

Save as disclosed above, none of the Directors, Supervisors or members of senior management of our Company has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Document.

Save as disclosed above, none of the Directors, Supervisors or members of the senior management of our Company is related to any other Directors, Supervisors and members of the senior management of our Company.

Save as disclosed herein, to the best knowledge, information and belief of our Directors and Supervisors having made all reasonable inquiries, there was no other matter with respect to the appointment of our Directors or Supervisors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors or Supervisors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

JOINT COMPANY SECRETARIES

Mr. Liang Chen (梁晨) has been appointed as our joint company secretary in November 2024. For his biographical details, see “— Senior Management” in this section.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Ng Tung Ching Raphael (吳東澄) has been appointed as our joint company secretary in November 2024. Mr. Ng is the assistant vice president of Governance Services of Computershare Hong Kong Investor Services Limited. He is a seasoned professional with over 14 years of extensive experience in the legal and company secretarial domains, specializing in corporate governance and compliance.

Mr. Ng obtained his bachelor’s degree in law from Manchester Metropolitan University, a master’s degree in Chinese business law from The Chinese University of Hong Kong and a master’s degree in professional accounting and corporate governance from The City University of Hong Kong. Mr. Ng is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute in the United Kingdom. He also possesses the practitioner’s endorsement from HKCGI.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, our Company has formed five Board committees, namely the Audit Committee, the Remuneration and Assessment Committee, the Nomination Committee, the Strategy Committee and the Sustainability Committee.

Audit Committee

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of the Corporate Governance Code. The Audit Committee consists of three Directors, namely Ms. Zhang Mei, Mr. Dai Fan and Dr. Zhao Bei. Ms. Zhang Mei holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules and serves as the chairperson of the Audit Committee. The primary duties of the Audit Committee include, but not limited to, reviewing the Company’s financial information and its disclosure, monitoring and evaluating internal and external audit work and internal controls.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with paragraph B.3 of the Corporate Governance Code. The Nomination Committee consists of three Directors, namely Mr. Zhang Yueping, Mr. Liu Mingming and Ms. Zhang Mei. Mr. Zhang Yueping serves as the chairperson of the Nomination Committee. The primary duties of the Nomination Committee include, but not limited to, developing standards and procedures for the election of our Board members, chief executive officer and members of the senior management, and selecting and examining the qualifications of the candidates for our Board members, chief executive officer and members of the senior management.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Remuneration and Evaluation Committee

We have established a Remuneration and Evaluation Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The Remuneration and Evaluation Committee consists of three Directors, namely Dr. Zhao Bei, Mr. Zhang Gaolu and Mr. Zhang Yueping. Dr. Zhao Bei serves as the chairperson of the Remuneration and Evaluation Committee. The primary duties of the Remuneration and Evaluation Committee include, but not limited to, formulating evaluation standard for Directors and senior management and implementation of the evaluation, and formulating and reviewing the remuneration policies and plans for Directors and senior management.

Strategy Committee

We have established a Strategy Committee. The Strategy Committee consists of three Directors, namely Mr. Liu Mingming, Mr. Zhang Qingmiao and Mr. Huang Jianlian. Mr. Liu Mingming serves as the chairperson of the Strategy Committee. The primary duties of the Strategy Committee include, but not limited to, conducting research and making recommendations on our Company’s long-term development plan, business strategies and objectives and development policies, and major strategic investment and financing programs.

Sustainability Committee

We have established a Sustainability Committee. The Sustainability Committee consists of five Directors, namely Mr. Liu Mingming, Mr. Zhang Qingmiao, Dr. Zheng Yanan, Mr. Huang Jianlian and Mr. Zhang Yueping. Mr. Liu Mingming serves as the chairperson of the Sustainability Committee. The primary duties of the Sustainability Committee include, but not limited to, conducting research and making recommendations on sustainable development and ESG work of our Group.

CONFIRMATIONS FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in November 2024, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) that he or she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his or her independence at the time of his/her appointments.

COMPENSATION OF DIRECTORS AND SUPERVISORS

Our Directors and Supervisors receive compensation in the form of fees, salaries, performance-related bonuses, pension scheme contributions, and equity-settled share-based payment expenses.

For the years ended December 31, 2022 and 2023 and the nine months ended September 30, 2024, the aggregate amount of remuneration paid or payable to our Directors amounted to RMB7.0 million, RMB10.8 million and RMB10.5 million, respectively.

For the years ended December 31, 2022 and 2023 and the nine months ended September 30, 2024, the aggregate amount of remuneration paid or payable to our Supervisors amounted to RMB1.0 million, RMB1.5 million and RMB1.1 million, respectively.

Under the current compensation arrangement, we estimate the total compensation before taxation to be accrued to our Directors and our Supervisors for the year ending December 31, 2025, to be approximately RMB15.1 million.

The total emoluments for the remaining individuals among the five highest paid individuals amounted to RMB3.0 million, RMB4.8 million and RMB5.5 million for the years ended December 31, 2022 and 2023 and the nine months ended September 30, 2024, respectively.

During the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of our Company or any of our subsidiaries.

During the Track Record Period, none of our Directors or Supervisors waived any remuneration. Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors, Supervisors or the five highest paid individuals during the Track Record Period.

For additional information on Directors’ remuneration during the Track Record Period as well as information on the highest paid individuals, please see Note 10 to the Accountants’ Report set out in Appendix I to this Document. For the details of the share options that were granted to our Directors, supervisors, and senior management, see “Statutory and General Information — 2023 Share Option Incentive Plan” in Appendix IV for further details.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

CORPORATE GOVERNANCE

Our Company aims to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code set out in Appendix C1 to the Listing Rules after the [REDACTED].

BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we [have adopted] the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the board diversity policy, we seek to achieve board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural and educational background, and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, finance and accounting and corporate governance in addition to industry experience in food industry. We have four independent non-executive Directors with different industry backgrounds, representing more than one-third of the members of our Board. Our Company has evaluated the structure, size and composition of our Board, and is of the opinion that the structure of our Board is reasonable, and the experience and skills of the Directors in various aspects and fields can enable our Company to maintain a high standard of operations.

Besides, we particularly recognize the importance of gender diversity. Pursuant to our board diversity policy, we aim to continue to have at least 10% female representation in the Board and the current composition of the Board satisfies this target gender ratio with two female Directors. We have taken, and will continue to take, steps to promote gender diversity at all levels of our Company, including but without limitation to our Board and senior management levels. Going forward, we will continue to work to enhance gender diversity of our Board when selecting and recommending suitable candidates for Board appointments. Our Company also intends to promote gender diversity at the mid to senior level so that our Company can maintain a balanced gender ratio at different levels. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the [REDACTED], our Nomination Committee will examine the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISOR

We have appointed Ping An of China Capital (Hong Kong) Company Limited as our Compliance Advisor pursuant to Rules 3A.19 and 3A.23 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will advise our Company in certain circumstances including:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- (c) where we propose to use the [REDACTED] from the [REDACTED] in a manner different from that detailed in this Document or where our business activities, developments or results deviate from any forecast, estimate or other information in this Document; and
- (d) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or [REDACTED] volume of its [REDACTED] securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Advisor will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Advisor will also inform our Company of any new or amended laws and regulations in Hong Kong applicable to us, and advise us on all other applicable requirements under the Listing Rules, laws, rules, code and guidelines.

The term of the appointment will commence on the [REDACTED] and is expected to end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

OUR SINGLE LARGEST SHAREHOLDER

As of the Latest Practicable Date, the total issued Shares of our Company was held as to approximately 25.00% by Guoli Minsheng, which was in turn held by Ms. Hang Jianying as to approximately 29.94% and Ms. Lu Qiuwen as to approximately 25.15%, respectively. Ms. Hang Jianying and Ms. Lu Qiuwen entered into the Acting in Concert Agreement on September 10, 2023 and they held in aggregate of approximately 55.09% equity interests in Guoli Minsheng, and they are regarded as the “*de facto* controllers” of the Company pursuant to the PRC Company Law and the Administration Measures on Takeover of Listed Companies promulgated by the CSRC. Guoli Minsheng operates substantive investment business and focuses on equity investment in unlisted and listed enterprises since its establishment on November 6, 2000 with investments in various sectors.

Immediately following the completion of the [REDACTED] and assuming no new Shares are issued pursuant to the [REDACTED] and under the 2023 Share Option Incentive Plan, Guoli Minsheng will hold approximately [REDACTED]% of our issued share capital. Accordingly, Guoli Minsheng will continue to be our Single Largest Shareholder upon the completion of the [REDACTED].

INDEPENDENCE FROM OUR SINGLE LARGEST SHAREHOLDER

Having considered the following factors, our Directors are satisfied that we are able to carry out our business independently from our Single Largest Shareholder and its close associates upon and after the [REDACTED].

Management Independence

Our management and operational decisions are made by the Board in a collective manner. Upon [REDACTED], our Board will consist of ten Directors, including four executive Directors, two non-executive Directors and four independent non-executive Directors.

Our Directors have relevant experience to ensure the proper functioning of the Board. We further believe that our Directors and members of the senior management are able to perform their roles in our Company in managing our business independently from our Single Largest Shareholder and its close associates for the following reasons:

- (a) among all our executive Directors and senior management, except for Mr. Zhang Gaolu who is the chairman of the board of directors of Guoli Minsheng, all other executive Directors and senior management have no other relationship with our Single Largest Shareholder and its close associates. They have substantial experience in the industry and have been with our Group in management capacity for a number of years as further described in the section headed “Directors, Supervisors and Senior Management”, which will enable them to discharge their duties independently from the Single Largest Shareholder. Specifically, when performing his duty as one of the executive Directors of the Company, Mr. Zhang Gaolu has been devoting and will continue to allocate adequate amount of time and efforts to the management and operation of our Group and would bear the best interests of the Company and the Shareholders as a whole;

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

- (b) our independent non-executive Directors have extensive experience in different areas. We believe that they will be able to exercise their independent judgment and will be able to provide impartial opinions in the decision-making process of our Board to protect the interests of our Shareholders;
- (c) each of our Directors is aware of his or her fiduciary duties as a director, which requires, among other things, that he or she acts for our Company’s best interests and he or she must not allow any conflict between his or her duties as a Director and his or her personal interests;
- (d) our Company is an A-share listed company and has established internal control mechanisms to identify related party transactions and connected transactions to ensure that our Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions. Where a Board meeting or Shareholders’ meeting is held to consider a proposed transaction in which our Directors or Single Largest Shareholder or any of their respective close associates have a material interest, the relevant Directors or our Single Largest Shareholder and its close associates shall abstain from voting on the relevant resolutions and shall not be counted towards the quorum for the voting; and
- (e) we have adopted a series of corporate governance measures to manage potential conflicts of interest, if any, between our Group and our Single Largest Shareholder, which would enhance our independent management. For further information, see “— Corporate Governance Measures” below.

Operational Independence

Our Company has full rights to make all decisions regarding, and to carry out, our own business operations independently. We hold and enjoy the benefit of all relevant permits and licenses necessary to carry out our business in all material respects. Our Group has sufficient assets, capital, equipment, technology and employees to operate its business independently from our Single Largest Shareholder. We also have a core management team led by the chairman of our Board to operate the business independently from our Single Largest Shareholder and/or its close associates. In addition, our organizational structure is made up of individual departments, each with specific areas of responsibilities. We have also established a set of internal control measures to facilitate the effective operation of our business.

Based on the above, our Directors are satisfied that we have been operating independently from our Single Largest Shareholder and/or its close associates during the Track Record Period and will continue to operate independently of the business of our Single Largest Shareholder upon [REDACTED].

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

Financial Independence

Our Group has its own internal control, accounting, funding, reporting and financial management system as well as accounting and finance department. Moreover, our Group opens and manages bank accounts independently, and has never shared any bank account with our Single Largest Shareholder. Our Group has independent taxation registration according to the relevant laws, and makes tax payments independently according to the applicable PRC taxation laws and regulations. Our Group has never made any tax payment jointly with Single Largest Shareholder or any other entities controlled by it.

As of the Latest Practicable Date, our Group does not rely on our Single Largest Shareholder and/or its close associates for any provision of financial assistance. Our Directors confirm that as of the Latest Practicable Date, on one hand, none of the Single Largest Shareholder or its close associates had provided any loans, guarantees or pledges to our Group and, on the other hand, our Group did not provide any loans, guarantees or pledges to our Single Largest Shareholder.

Based on the above, our Directors are of the view that we are able to maintain financial independence from our Single Largest Shareholder and its close associates.

RULE 8.10 OF THE LISTING RULES

As of the Latest Practicable Date, none of our Single Largest Shareholder or Directors had any interest in any business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

CORPORATE GOVERNANCE MEASURES

Our Directors believe that there are adequate corporate governance measures in place to manage the potential conflict of interests between our Single Largest Shareholder and our Group and to safeguard the interests of our Shareholders taken as a whole for the following reasons:

- where a Shareholders’ meeting is to be held for considering proposed transactions in which our Single Largest Shareholder or its close associates have a material interest, our Single Largest Shareholder will not vote on the resolutions and shall not be counted in the quorum in the voting;
- our Group has established internal control mechanisms to identify connected transactions. Upon the [REDACTED], if any transaction is proposed between our Group and our Single Largest Shareholder and its close associates, we will comply with the requirements of the Articles of Association and the Listing Rules, including, where appropriate, the reporting, annual review by the independent non-executive Directors, announcement and independent Shareholders’ approval;

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

- our Board consists of a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors, with independent non-executive Directors representing not less than one-third of our Board to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to perform their duties. They will review whether there is any conflict of interests between our Group and our Single Largest Shareholder and provide impartial and professional advice to protect the interests of our minority Shareholders;
- where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company’s expenses; and
- we have appointed Ping An of China Capital (Hong Kong) Company Limited as our Compliance Advisor, who will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to directors’ duties and corporate governance, and inform us on a timely basis of any amendment or supplement to the Listing Rules or applicable laws and regulations in Hong Kong.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Company and our Single Largest Shareholder, and to protect our minority Shareholders’ interests after the [REDACTED].

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] and assuming no new Shares are issued under the 2023 Share Option Incentive Plan, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED], the following persons will have an interest and/or short position in our Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company:

Shareholder	Capacity/ Nature of interest	Description of Shares	As of the Latest Practicable Date		Immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED] and no new Shares are issued under the 2023 Share Option Incentive Plan)		
			Number of Shares ⁽¹⁾	Approximate percentage of shareholding in our Company	Number of Shares ⁽¹⁾	Approximate percentage of shareholding in our A Shares	Approximate percentage of shareholding in our Company
Guoli Minsheng . .	Beneficial owner	A Shares	73,321,219	25.00%	73,321,219	25.00%	[REDACTED]%

Note:

- All interests stated are long positions in the Shares.

Save as disclosed above and in the section headed “Appendix IV — Statutory and General Information — Further Information about our Directors, Supervisors, Chief Executive and Substantial Shareholders — Interests of the substantial shareholders in other members of our Group”, our Directors are not aware of any person who will, immediately following completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan), have any interest and/or short position in the Shares or underlying Shares of our Company which will be required to be disclosed to our Company and the Hong Kong Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who are, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company or any other member of our Group. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

SHARE CAPITAL

This section presents certain information regarding our share capital before and upon completion of the [REDACTED].

BEFORE THE [REDACTED]

As of the Latest Practicable Date, the issued share capital of our Company was 293,294,232 A Shares of nominal value of RMB1.00 each, all of which are listed on the Shanghai Stock Exchange.

Description of Shares	Number of Shares	Percentage of issued share capital (%)
A Shares in issue.....	293,294,232	100.00
Total	293,294,232	100.00

UPON COMPLETION OF THE [REDACTED]

Immediately following completion of the [REDACTED], assuming that the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan, the issued share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the enlarged issued share capital (%)
A Shares in issue.....	293,294,232	[REDACTED]
H Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

Immediately following completion of the [REDACTED], assuming that the [REDACTED] is fully exercised and no new Shares are issued under the 2023 Share Option Incentive Plan, the issued share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the enlarged issued share capital (%)
A Shares in issue.....	293,294,232	[REDACTED]
H Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

SHARE CAPITAL

OUR SHARES

Our H Shares in issue upon completion of the [REDACTED], and our A Shares, are ordinary Shares in our share capital and are considered as one class of Shares. Shanghai-Hong Kong Stock Connect has established a stock connect mechanism between mainland China and Hong Kong. Our A Shares can be subscribed for and traded by mainland Chinese investors, qualified foreign institutional investors or qualified foreign strategic investors and must be traded in Renminbi. As our A Shares are eligible securities under the Northbound Trading Link, they can also be subscribed for and traded by Hong Kong and other overseas investors pursuant to the rules and limits of Shanghai-Hong Kong Stock Connect. Our H Shares can be subscribed for or [REDACTED] by Hong Kong and other overseas [REDACTED] and qualified domestic institutional [REDACTED]. If our H Shares are eligible securities under the Southbound Trading Link, they can also be subscribed for and [REDACTED] by mainland Chinese [REDACTED] in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

RANKING

Our H Shares and our A Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this Document. All dividends in respect of our H Shares are to be paid by us in Hong Kong dollars whereas all dividends in respect of our A Shares are to be paid by us in Renminbi. In addition to cash, dividends may also be distributed in the form of Shares. Holders of our H Shares will receive share dividends in the form of H Shares, and holders of our A Shares will receive share dividends in the form of A Shares.

NO CONVERSION OF OUR A SHARES INTO H SHARES FOR [REDACTED] AND [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Our A Shares and our H Shares are generally neither interchangeable nor fungible, and the market prices of our A Shares and our H Shares may be different after the [REDACTED]. The Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境内未上市股份申请“全流通”业务指引》) announced by the CSRC are not applicable to companies dual [REDACTED] in the PRC and on the Hong Kong Stock Exchange. As of the Latest Practicable Date, there were no relevant rules or guidelines from the CSRC providing that A shareholders may convert A shares held by them into H shares for [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange.

SHARE CAPITAL

APPROVAL FROM HOLDERS OF A SHARES REGARDING THE [REDACTED]

We have obtained approval from our holders of A Shares to issue H Shares and seek the [REDACTED] of H Shares on the Hong Kong Stock Exchange. Such approval was obtained at the general meeting of our Company held on December 20, 2024 upon, among other things, the following major terms:

(1) Size of the [REDACTED]

The proposed number of H Shares to be [REDACTED] initially shall not exceed [REDACTED]% of the total issued share capital as enlarged by the H Shares to be issued pursuant to the [REDACTED] (before the exercise of the [REDACTED]). The number of H Shares to be issued pursuant to the full exercise of the [REDACTED] shall not exceed [REDACTED]% of the total number of H Shares to be [REDACTED] initially under the [REDACTED].

(2) Method of [REDACTED]

The method of [REDACTED] shall be by way of a [REDACTED] in Hong Kong and an [REDACTED] to institutional and professional investors.

(3) Target investors

The H Shares shall be issued to overseas institutional investors, enterprises and individual investors, qualified domestic institutional investors and other investors in compliance with regulatory requirements.

(4) [REDACTED] basis

The [REDACTED] of the H Shares will be determined after due consideration of the interests of existing Shareholders, the acceptance of [REDACTED], domestic and overseas capital markets and issuance risks, and in accordance with international practices through the demands for orders and book building process.

(5) Validity period

The [REDACTED] of H Shares and [REDACTED] of H Shares on the Hong Kong Stock Exchange shall be completed within 18 months from the date when the Shareholders' meeting was held on December 20, 2024.

There are no other approved [REDACTED] plans for any other shares except for the [REDACTED].

SHARE CAPITAL

SHAREHOLDERS’ GENERAL MEETING

For details of circumstances under which our Shareholders’ general meeting is required, see “Appendix III — Summary of Articles of Association”.

SHARES SCHEMES

As at the Latest Practicable Date, all the outstanding options under the 2023 Share Option Plan has been granted to 1,410 grantees to subscribe for 11,176,200 A Shares. No options under the 2023 Share Option Incentive Plan will be further granted and all granted options have been granted to specific individuals under the 2023 Share Option Incentive Plan. For details, see “Appendix IV — Statutory and General Information — 2023 Share Option Incentive Plan.”

FINANCIAL INFORMATION

You should read the following discussion and analysis in conjunction with our consolidated financial statements, included in the Accountants’ Report in Appendix I, together with the respective accompanying notes. Our consolidated financial information has been prepared in accordance with the International Financial Reporting Standards (“IFRS”).

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties, many of which we cannot control or foresee. In evaluating our business, you should carefully consider all of the information provided in this Document, including the sections headed “Risk Factors” and “Our Business,” and elsewhere in this Document. For further details, see “Forward-Looking Statements.”

OVERVIEW

We are a leading quick-frozen food company in China, dedicated to providing delicious, quality and convenient food products for various consumption occasions, whether at home, in restaurants or on the go. We are engaged in the R&D, production and sales of quick-frozen food products, focusing on quick-frozen flavored and processed products, quick-frozen prepared dishes and quick-frozen flour and rice products. During the Track Record Period, our product portfolio comprised over 400 types of products, positioning us as one of the companies with the most extensive product range in the quick-frozen food industry, according to Frost & Sullivan. After more than 20 years of business operations and development, we have built significant brand influence and recognition among our customers. Our “Anjoy (安joy)” brand has been recognized as a “Well-known Trademark of China” by the State Administration for Industry and Commerce since 2010.

We experienced robust growth during the Track Record Period. Our revenue increased by 15.4% from RMB12,105.6 million in 2022 to RMB13,964.9 million in 2023. Our revenue also increased by 7.7% from RMB10,209.8 million in the nine months ended September 30, 2023 to RMB10,995.5 million in the nine months ended September 30, 2024. Our gross profit increased by 23.3% from RMB2,560.5 million in 2022 to RMB3,157.2 million in 2023. Our gross profit also increased by 10.1% from RMB2,205.2 million in the nine months ended September 30, 2023 to RMB2,427.4 million in the nine months ended September 30, 2024. Our net profit increased by 34.3% from RMB1,117.5 million in 2022 to RMB1,501.2 million in 2023. Our net profit subsequently decreased from RMB1,140.3 million in the nine months ended September 30, 2023 to RMB1,062.0 million in the nine months ended September 30, 2024. Eliminating the impact of share-based payment expenses, we generated an adjusted net

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profit (non-IFRS measure) of RMB1,151.0 million, RMB1,520.4 million, RMB1,140.6 million and RMB1,145.2 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively. See “— Non-IFRS Measure.”

BASIS OF PRESENTATION

The historical financial information has been prepared in accordance with IFRS accounting standards, which comprise all accounting standards and interpretations approved by the International Accounting Standards Board (the “IASB”).

All IFRS accounting standards effective for the accounting period commencing from January 1, 2024, together with the relevant transitional provisions, have been early adopted by our Group in the preparation of the historical financial information consistently throughout the Track Record Period and in the period covered by the interim financial information.

The historical financial information has been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. See Note 2 to the Accountants’ Report included in Appendix I to this Document.

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, materially affected by a number of factors, including the following:

Customer Demand for Our Products

Our results of operations have been and will continue to be dependent on customer demand for our quick-frozen food products. China’s quick-frozen food industry experienced rapid growth from 2018 to 2023 at a 13.6% CAGR, reaching RMB217.7 billion in 2023, according to Frost & Sullivan. We are expected to continue to benefit from the rising customer demand for quick-frozen food products alongside China’s continuous macroeconomic growth. Customer demand is driven by a number of factors. These factors primarily include (i) growing demand from the catering businesses, (ii) increased household consumption driven by increasing penetration among individual customers, (iii) improved product quality and nutrition, and (iv) enhanced cold chain infrastructure. As a leading quick-frozen food brand in China, we believe that our strong brand value, popular and diverse products, proven track record of strong business growth, and our ability to innovate and adapt to evolving customer preferences well-position us to capture the opportunities in China’s growing quick-frozen food industry.

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Our Sales Network and Geographical Coverage

We have a nationwide sales network that deeply penetrates the Chinese market. Our sales network includes (i) distributors, (ii) key accounts, (iii) targeted enterprise customers, and (iv) new retail and e-commerce platforms. We believe that distributors are critical to our business in terms of setting up sales channels, maximizing the coverage of product distribution, and driving the growth of our results of operations. Our well-established and stable sales network is key to our performance. As of December 31, 2022 and 2023 and September 30, 2024, there were 1,836, 1,964 and 2,069 distributors in our distribution network, respectively. See “Business — Sales Network — Distributors.” We maintain a buyer/seller relationship with them. In 2022, 2023 and the nine months ended September 30, 2023 and 2024, revenue from sales to distributors amounted to RMB9,757.7 million, RMB11,318.8 million, RMB8,282.1 million and RMB9,032.2 million, respectively, representing 80.6%, 81.1%, 81.1% and 82.1% of our total revenue for the same periods. In addition, we sell some of our products to overseas markets, such as Europe and the United States, mainly via distributors.

We maintain customer stickiness and increase penetration by providing customers with delicious, quality and convenient food products. Our capability of effectively attracting new customers and deepening our penetration will be the foundation for our continuous growth.

Our Product Portfolio

Our comprehensive product offerings with quality are critical to our results of operations. We have built a well recognized portfolio of products across three main product categories, namely (i) quick-frozen flavored and processed products, (ii) quick-frozen prepared dishes, and (iii) quick-frozen flour and rice products. During the Track Record Period, our product portfolio included over 400 product types. According to Frost & Sullivan, China’s quick-frozen food industry is still in the growth stage as a whole.

We also strive to create a pipeline of bestselling products. In the second half of 2019, we launched our Lock-Fresh product line, which has already gained a significant competitive advantage in the industry. In particular, our Lock-Fresh product line recorded high growth while maintaining robust profitability during the Track Record Period. The Lock-Fresh product line is a premium product line of quick-frozen flavored and processed products that is designed to meet the demand for quality hot pot ingredients of the household market. Since the introduction of the first Lock-Fresh product line in 2019, we have developed over 20 products under the Lock-Fresh product line with regular upgrades. The products under the Lock-Fresh product line are generally of higher gross profit margins. This product line has demonstrated exceptional market performance, generating revenue of over RMB1.0 billion in the nine months ended September 30, 2024 and maintaining strong momentum with 23.3% revenue growth in the nine months ended September 30, 2024 compared to the same period in 2023, while maintaining robust profitability. This success is attributable to our precise grasp of industry consumption trends and our proactive efforts in new product development and promotion.

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The results of our operations are also substantially affected by the product mix and pricing. As we develop new products and upgrade existing products in response to changing consumer preferences and social trends, the change in product mix within our product portfolio and their sales volume will affect our results of operations due to varied margins across products. We engage in pricing negotiations with our customers across sales channels, and generally take into account a number of factors, including our cost of sales, prevailing market prices, prices of our major competitors in the region, and the market positioning of the specific products.

As a result, we believe that our sustainable growth depends on our capability of continuously optimizing and enriching our product portfolio with quality product selection that caters to evolving customer needs.

Our Ability to Efficiently Manage Our Supply Chain and Enhance Operational Efficiency

We believe our long-term growth depends in part on our ability to continue to efficiently manage the supply chain. A majority of our cost of sales is costs of raw materials. Our costs of raw materials amounted to RMB6,602.1 million, RMB7,189.9 million, RMB5,420.9 million and RMB5,522.2 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively, representing 69.2%, 66.5%, 67.7% and 64.5% of our total cost of sales for the same periods. Our ability to maintain a stable and efficient supply chain and our ability to purchase raw materials at competitive prices are essential for our cost control, profitability and cash flow.

We are committed to digitalizing our business operations to improve our operational efficiency. Our IT systems such as ERP system, SRM system, CRM system, TMS and proprietary sales management system allows us to monitor the supply and demand dynamics from procurement-end to sales-end. In this way, we are able to analyze customers’ preferences and demands, and communicate to our suppliers to timely adjust procurement and production plans. Our EDI system can realize a real-time production process recording and ascertain the flow of our processes to reduce quality deviations caused by human error, which improved our production efficiency. Our digital logistics system, namely TMS, allows us to strictly manage and control warehousing, storage, delivery processes to minimize spoilage, which has enhanced transportation efficiency through route optimization.

Our Branding and Marketing

We have strong brand-building and marketing capabilities. Our brand-building and marketing efforts during the Track Record Period were comprehensive, responsive, practical and effective. The proportion of our selling and distribution expenses to revenue was much lower than the industry average during the same periods, according to Frost & Sullivan, demonstrating the high efficiency of our brand-building and marketing activities. We believe that visual marketing is one of our most effective means of brand building. For example, we advertise on product displays at points of sale with outdoor advertising. We increase customer-facing promotional activities, which include public transport various outdoor advertising formats, enhancing brand awareness. See “Business — Branding and Marketing.”

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Our selling and distribution expenses amounted to RMB873.0 million, RMB925.8 million, RMB623.9 million and RMB689.7 million, accounting for 7.2%, 6.6%, 6.1% and 6.3% of our revenue in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively. We expect the absolute amounts of our selling and distribution expenses will continue to increase along with our business growth in the future. However, as we expand the scale and scope of our business, we expect to make continuous improvement to our selling and distribution efficiency and benefit from economies of scale.

Seasonality

Our business and operating results are subject to seasonal fluctuations because of several factors including weather and holidays. We typically experience sales peaks during winter. In particular, we generate a substantial amount of our revenue from sales of quick-frozen food products, such as fish tofu, fish balls, beef balls, as well as beef and lamb rolls, which are generally more popular during cold seasons. To offset the impacts of seasonality to a certain extent, we have enriched our product mix to include roasted pork sausage, shumai, steamed buns and crayfish products, among others, and expect to meet the needs for more diverse dining scenarios.

IMPACT OF COVID-19 PANDEMIC

On January 30, 2020, the International Health Regulations Emergency Committee of the World Health Organization declared the novel coronavirus disease 2019 (the “**COVID-19**”) outbreak a public health emergency of international concern, and on March 11, 2020, the World Health Organization declared the global COVID-19 outbreak a pandemic. The COVID-19 virus continued to spread rapidly worldwide in 2022, including where we have business operations and where our customers, suppliers and business partners are located. To contain the virus spread within our office premises and production facilities and protect the well-being of our employees, we adopted various mitigation measures, such as remote working, social distancing and mask wearing, and other site-specific precautionary measures. Our production, supply chain and daily operations had not been materially adversely affected during the Track Record Period. As the COVID-19 pandemic has since subsided, we do not anticipate further adverse impact by the pandemic on our business and financial performance.

MATERIAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments relating to accounting items. The estimates and assumptions we use and the judgments we make in applying our accounting policies have a significant impact on our financial position and results of operations. Our management continually evaluates such estimates, assumptions and judgments based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There has not been any material deviation between our management’s estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes in these estimates and assumptions in the foreseeable future.

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Set forth below are discussions of the accounting policies that we believe are of critical importance to us or involve the most significant estimates, assumptions and judgments used in the preparation of our financial statements. Other significant accounting policies, estimates, assumptions and judgments, which are important for understanding our financial condition and results of operations, are set forth in detail in Note 2 and 3 to the Accountants’ Report in Appendix I to this Document.

Revenue Recognition

Revenue From Contracts With Customers

Revenue from contracts with customers is recognized when control of goods or services is transferred to the customers at an amount that reflects the consideration to which our Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which our Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Some contracts for the sale of quick-frozen foods provide customers with volume rebates, giving rise to variable consideration.

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognized.

Other Income

Interest income is recognized on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

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Property, Plant and Equipment and Depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalized in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, our Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Category	Principal annual rate
Buildings	3.0%-9.5%
Machinery equipment.	9.0%-32.0%
Motor vehicles	18.0%-32.0%
Office equipment	18.0%-32.0%
Other equipment	9.0%-19.2%
Leasehold improvements	20.0%-33.3%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in the statements of profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalized borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

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Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by our Group, liabilities assumed by our Group to the former owners of the acquiree and the equity interests issued by our Group in exchange for control of the acquiree. For each business combination, our Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

Our Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When our Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of our Group’s previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognized in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Our Group performs its annual impairment test of goodwill as of the end of each year. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our Group’s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of our Group are assigned to those units or groups of units.

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Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair Value Measurement

Our Group measures its certain of financial assets and equity investments at fair value at the end of each year or period during the Track Record Period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by our Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Our Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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For assets and liabilities that are recognized in the Historical Financial Information on a recurring basis, our Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each year or period during the Track Record Period.

Income Tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in OCI or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each year or period during the Track Record Period, taking into consideration interpretations and practices prevailing in the countries in which our Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each year or period during the Track Record Period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except that deferred tax is not recognized for the Pillar Two income taxes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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Deferred tax assets are recognized for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are reassessed at the end of each of the reporting period and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if our Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

The following table sets forth a summary of our consolidated statements of profit or loss for the periods indicated:

	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	<i>(RMB in thousands)</i>		<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue	12,105,618	13,964,878	10,209,767	10,995,465
Cost of sales	(9,545,090)	(10,807,721)	(8,004,600)	(8,568,076)
Gross profit	2,560,528	3,157,157	2,205,167	2,427,389
Other income and gains, net .	243,266	290,377	222,202	146,011
Selling and distribution expenses	(873,000)	(925,754)	(623,851)	(689,735)
Administrative expenses	(375,471)	(426,785)	(272,350)	(400,470)
Research and development expenses	(93,328)	(94,471)	(67,437)	(71,330)
Other expenses	(11,347)	(58,965)	(7,828)	(6,354)
Finance costs	(12,376)	(14,215)	(10,195)	(7,359)
(Impairment losses)/reversal of impairment losses on financial assets	(11,457)	4,413	2,028	(12,010)
Share of (loss)/profit of an associate	(4)	4,452	2,895	3,549
Profit before taxation	1,426,811	1,936,209	1,450,631	1,389,691
Income tax expense	(309,307)	(435,049)	(310,320)	(327,683)
Profit for the year/period . .	1,117,504	1,501,160	1,140,311	1,062,008

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NON-IFRS MEASURE

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted net profit (non-IFRS measure) as additional financial measure, which is not required by, or presented in accordance with IFRS. We believe this non-IFRS measure facilitates comparisons of operating performance from year to year and company to company by eliminating potential impacts of certain items. We believe this measure provides useful information to [REDACTED] and others in understanding and evaluating our combined results of operations in the same manner as they help our management. However, such non-IFRS measure we presented may not be directly comparable to similar measures presented by other companies. The use of this non-IFRS measure should not be considered as substitute for analysis of our results of operations or financial condition as reported under IFRS.

We define adjusted net profit (non-IFRS measure) as the profit for the year/period adjusted by adding back share-based payment expenses. The following table reconciles our adjusted net profit (non-IFRS measure) for the periods presented to the most directly comparable financial measures calculated and presented in accordance with IFRS, which is net profit for the periods:

	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	(RMB in thousands)		(Unaudited)	(Unaudited)
Profit for the year/period.	1,117,504	1,501,160	1,140,311	1,062,008
Add:				
– Share-based payment expenses ⁽¹⁾	33,460	19,208	291	83,147
Adjusted net profit				
<i>(non-IFRS measure)</i>	<u>1,150,964</u>	<u>1,520,368</u>	<u>1,140,602</u>	<u>1,145,155</u>

Note:

- (1) Share-based payment expenses represent the employee benefit expenses incurred in connection with our award to key employees.

Our adjusted net profit (non-IFRS measure) increased by 32.1% from RMB1,151.0 million in 2022 to RMB1,520.4 million in 2023, in line with our business growth. Our adjusted net profit (non-IFRS measure) remained relatively stable at RMB1,140.6 million and 1,145.2 million in the nine months ended September 30, 2023 and 2024, respectively.

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DESCRIPTION OF MAJOR COMPONENTS OF OUR RESULTS OF OPERATIONS

Revenue

We experienced overall revenue growth during the Track Record Period. We primarily derive revenue from sales of quick-frozen food, which include (i) quick-frozen flavored and processed products, (ii) quick-frozen prepared dishes, and (iii) quick-frozen flour and rice products.

Revenue by Product Category

We offer a wide selection of quick-frozen food products across three main product categories. The following table sets forth a breakdown of our revenue by product category in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
(RMB in thousands, except for percentage)								
					(Unaudited)		(Unaudited)	
Quick-frozen flavored and processed products . . .	6,296,764	52.0	7,002,194	50.1	4,913,312	48.1	5,588,228	50.8
Quick-frozen prepared dishes	3,015,913	24.9	3,916,311	28.0	3,100,526	30.4	3,325,936	30.2
Quick-frozen flour and rice products.	2,402,293	19.8	2,532,713	18.1	1,852,577	18.1	1,812,255	16.5
Others ⁽¹⁾	390,648	3.3	513,660	3.8	343,352	3.4	269,046	2.5
Total.	12,105,618	100.0	13,964,878	100.0	10,209,767	100.0	10,995,465	100.0

Note:

(1) Others primarily include sales of agricultural by-products.

Our overall revenue growth across quick-frozen food product categories throughout the Track Record Period was mainly attributable to (i) the increasing customer demand for our products due to our enhanced brand recognition and continuous efforts to expand and upgrade our product portfolio, (ii) our expanding sales network, and (iii) the acquisition of Hubei New Liuwu, which result enriched our product portfolio with crayfish products and contributed to an increase in our overall product sales.

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The sales volume of all product categories generally increased throughout the Track Record Period. The following table sets forth a breakdown of our sales volume and average selling price of our key products by category for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Volume	Average selling price ⁽¹⁾	Volume	Average selling price ⁽¹⁾	Volume	Average selling price ⁽¹⁾	Volume	Average selling price ⁽¹⁾
	(tons)	(RMB in thousands per ton)	(tons)	(RMB in thousands per ton)	(tons)	(RMB in thousands per ton)	(tons)	(RMB in thousands per ton)
Quick-frozen flavored and processed products	450,592	14.0	500,755	14.0	356,921	13.8	410,883	13.6
Quick-frozen prepared dishes	148,339	20.3	196,859	19.9	150,081	20.7	185,746	17.9
Quick-frozen flour and rice products	224,245	10.7	235,384	10.8	171,980	10.8	179,430	10.1

Note:

- (1) Calculated by dividing the revenue generated from sales during a certain year/period by the sales volume in that same year/period.

Revenue by Sales Channel

During the Track Record Period, we primarily sold our products through our distributors. We collaborate with distributors to sell and distribute our products. Our other sales channels include (i) key accounts, (ii) targeted enterprise customers, and (iii) new retail and e-commerce platforms.

The following table sets forth a breakdown of our revenue by sales channel in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
	(RMB in thousands, except for percentage)				(Unaudited)		(Unaudited)	
Distributors	9,757,738	80.6	11,318,764	81.1	8,282,080	81.1	9,032,210	82.1
Key accounts ⁽¹⁾	973,499	8.0	843,010	6.0	590,103	5.8	598,435	5.4
Targeted enterprise customers ⁽²⁾	808,416	6.7	1,049,547	7.5	810,740	7.9	693,928	6.3
New retail and e-commerce platforms ⁽³⁾	565,965	4.7	753,557	5.4	526,844	5.2	670,892	6.2
Total	12,105,618	100.0	13,964,878	100.0	10,209,767	100.0	10,995,465	100.0

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Notes:

- (1) Key accounts primarily include national and regional supermarkets.
- (2) Targeted enterprise customers primarily include chain catering companies, snack companies and other corporate customers.
- (3) New retail and e-commerce platforms primarily include retailers that adopt an online-offline integrated approach, as well as self-operated stores on mainstream e-commerce platforms.

During the Track Record Period, the majority of our revenue was derived from sales to distributors. The revenue from sales to distributors increased from RMB9,757.7 million in 2022 to RMB11,318.8 million in 2023, and from RMB8,282.1 million in the nine months ended September 30, 2023 to RMB9,032.2 million in the nine months ended September 30, 2024, primarily due to (i) our expanding network of distributors and (ii) an increase in sales volume of products to distributors. Our number of distributors increased from 1,836 as of December 31, 2022 to 1,964 as of December 31, 2023 and further to 2,069 as of September 30, 2024.

Our other sales channels include (i) key accounts, (ii) targeted enterprise customers, and (iii) new retail and e-commerce platforms.

- Key accounts primarily include national and regional supermarkets. Our revenue from sales to key accounts decreased by 13.4% from RMB973.5 million in 2022 to RMB843.0 million in 2023, primarily due to the reduced foot traffic and closures of some retail stores by certain supermarket customers, resulting in a decrease in sales volume. Our revenue from sales to key accounts remained relatively stable at RMB590.1 million and RMB598.4 million in the nine months ended September 30, 2023 and 2024, respectively.
- Our targeted enterprise customers primarily include chain catering companies, snack companies and other corporate customers. Our revenue from sales to targeted enterprise customers increased by 29.8% from RMB808.4 million in 2022 to RMB1,049.5 million in 2023, primarily due to (i) our efforts in acquiring new targeted enterprise customers, and (ii) the acquisition of Hubei New Liuwu, which resulted in an increase in sales to targeted enterprise customers. Our revenue from sales to targeted enterprise customers subsequently decreased by 14.4% from RMB810.7 million in the nine months ended September 30, 2023 to RMB693.9 million in the nine months ended September 30, 2024, primarily due to a decrease in sales of products to certain customers in this channel, which were affected by the sluggish external demand of their products.

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- New retail and e-commerce platforms primarily include retailers that adopt an online-offline integrated approach, as well as self-operated stores on mainstream e-commerce platforms. During the Track Record Period, our revenue from sales to new retail and e-commerce platforms increased by 33.1% from RMB566.0 million in 2022 to RMB753.6 million in 2023, and by 27.4% from RMB526.8 million in the nine months ended September 30, 2023 to RMB670.9 million in the nine months ended September 30, 2024, primarily due to (i) our efforts to expand business presence on new retail and e-commerce platforms, and (ii) the increasing popularity of new retail and e-commerce platforms among consumers as these platforms typically leverage technologies to enhance convenience and operational efficiency.

Cost of Sales

Our cost of sales primarily consisted of costs of raw materials and manufacturing overhead. Our cost of sales amounted to RMB9,545.1 million, RMB10,807.7 million, RMB8,004.6 million and RMB8,568.1 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively.

The following table sets forth a breakdown of our cost of sales by nature in absolute amount and as a percentage of our total cost of sales for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Raw materials	6,602,130	69.2	7,189,877	66.5	5,420,898	67.7	5,522,242	64.5
Manufacturing overhead. .	1,171,036	12.3	1,343,194	12.4	980,619	12.3	1,189,063	13.9
Outsourcing service costs .	995,763	10.4	1,361,431	12.6	953,697	11.9	1,130,493	13.2
Direct labor expenses . . .	534,485	5.6	646,842	6.0	465,066	5.8	557,061	6.5
Logistics costs	241,676	2.5	266,377	2.5	184,320	2.3	169,217	1.9
Total.	9,545,090	100.0	10,807,721	100.0	8,004,600	100.0	8,568,076	100.0

Our cost of sales increased from RMB9,545.1 million in 2022 to RMB10,807.7 million in 2023, and from RMB8,004.6 million in the nine months ended September 30, 2023 to RMB8,568.1 million in the nine months ended September 30, 2024, primarily due to an increase in the costs of raw materials, which was mainly attributed to an increase in our sales volume, partially offset by an overall decrease in the market prices of certain key raw materials, such as pork and chicken.

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Other Income and Gains, Net

Our other income and gains, net primarily included government grants and interest income. The government grants related to income have been received to reward our contribution to the local economic growth. We also received certain government grants related to the investments in fixed assets. The following table sets forth a breakdown of our other income and gains, net for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Other Income								
Government grants	128,273	52.7	140,989	48.6	109,160	49.1	36,010	24.7
Interest income	88,677	36.5	105,424	36.3	82,100	36.9	65,678	45.0
Income from sales of								
scrap, net	12,989	5.3	13,635	4.7	9,019	4.1	15,375	10.5
Subtotal	229,939	94.5	260,048	89.6	200,279	90.1	117,063	80.2
Gains, net								
Gain on disposal of								
financial assets at fair								
value through profit or								
loss	7,738	3.2	16,519	5.7	13,094	5.9	14,433	9.9
Unrealized fair value								
gains on financial assets								
at fair value through								
profit or loss	2,500	1.0	9,162	3.2	4,223	1.9	10,678	7.3
Others	3,089	1.3	4,648	1.5	4,606	2.1	3,837	2.6
Subtotal	13,327	5.5	30,329	10.4	21,923	9.9	28,948	19.8
Total	243,266	100.0	290,377	100.0	222,202	100.0	146,011	100.0

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Selling and Distribution Expenses

Our selling and distribution expenses primarily consisted of (i) employee benefit expenses, (ii) advertising expenses, and (iii) marketing and promotion expenses. Our selling and distribution expenses amounted to RMB873.0 million, RMB925.8 million, RMB623.9 million and RMB689.7 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively, accounting for 7.2%, 6.6%, 6.1% and 6.3% of our revenue for the same periods.

The following table sets forth a breakdown of our selling and distribution expenses in absolute amount and as a percentage of our total selling and distribution expenses for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Employee benefit								
expenses	323,655	37.1	337,237	36.4	247,029	39.6	261,322	37.9
Advertising expenses . . .	202,352	23.2	195,915	21.2	123,063	19.7	135,178	19.6
Marketing and promotion								
expenses	143,979	16.5	185,211	20.0	116,652	18.7	140,339	20.3
Logistics expenses	112,417	12.9	113,780	12.3	76,652	12.3	91,187	13.2
Outsourcing service fees .	46,930	5.4	29,793	3.2	19,186	3.1	19,762	2.9
Travel expenses	33,855	3.8	44,661	4.8	28,992	4.6	30,103	4.4
Others ⁽¹⁾	9,812	1.1	19,157	2.1	12,277	2.0	11,844	1.7
Total	873,000	100.0	925,754	100.0	623,851	100.0	689,735	100.0

Note:

- (1) Others primarily include office related expenses, depreciation, conference expenses, and right-of-use asset amortization.

Administrative Expenses

Our administrative expenses primarily consisted of (i) employee benefit expenses, (ii) taxes and surcharges, and (iii) amortization of long-term assets. Our administrative expenses amounted to RMB375.5 million, RMB426.8 million, RMB272.4 million and RMB400.5 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively, accounting for 3.1%, 3.1%, 2.7% and 3.6% of our revenue for the same periods.

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The following table sets forth a breakdown of our administrative expenses in absolute amount and as a percentage of our total administrative expenses for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Employee benefit								
expenses	192,853	51.4	227,344	53.3	145,100	53.3	162,412	40.6
Taxes and surcharges . . .	37,429	10.0	44,937	10.5	32,129	11.8	38,699	9.7
Amortization of long-term								
assets	27,322	7.3	38,315	9.0	28,794	10.6	28,210	7.0
Share-based payment								
expenses	33,460	8.9	19,208	4.5	291	0.1	83,147	20.8
Office related expenses . .	18,228	4.9	22,337	5.2	15,563	5.7	15,821	4.0
Depreciation of fixed								
assets	16,332	4.3	16,055	3.8	11,880	4.4	19,913	5.0
Business development								
expenses	9,978	2.7	11,071	2.6	7,849	2.9	6,702	1.7
Amortization of right-of-								
use assets	9,057	2.4	10,092	2.4	7,699	2.8	8,411	2.1
Repairs consumables . . .	8,118	2.2	11,464	2.7	5,503	2.0	13,549	3.4
Transportation expenses . .	3,215	0.9	4,137	1.0	2,599	1.0	2,800	0.7
Travel expenses	1,297	0.3	2,659	0.6	1,795	0.7	1,971	0.5
Others ⁽¹⁾	18,182	4.7	19,166	4.4	13,148	4.7	18,835	4.5
Total	375,471	100.0	426,785	100.0	272,350	100.0	400,470	100.0

Note:

(1) Others primarily include professional and consulting fees and property insurance fees.

Research and Development Expenses

Our research and development expenses primarily consisted of (i) employee benefit expenses, (ii) raw materials and consumables used, and (iii) depreciation and amortization. Our research and development expenses amounted to RMB93.3 million, RMB94.5 million, RMB67.4 million and RMB71.3 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively, accounting for 0.8%, 0.7%, 0.7% and 0.6% of our revenue for the same periods.

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The following table sets forth a breakdown of our research and development expenses in absolute amount and as a percentage of our total research and development expenses for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Employee benefit expenses	46,736	50.1	48,212	51.0	34,325	50.9	35,248	49.4
Raw materials and consumables used	34,636	37.1	34,456	36.5	24,616	36.5	26,231	36.8
Depreciation and amortization	8,216	8.8	7,429	7.9	5,435	8.1	6,287	8.8
Others ⁽¹⁾	3,740	4.0	4,374	4.6	3,061	4.5	3,564	5.0
Total	93,328	100.0	94,471	100.0	67,437	100.0	71,330	100.0

Note:

- (1) Others primarily include office related expenses, travel expenses, conference expenses, training fees, repair fees and professional consulting fees.

Finance Costs

Our finance costs include (i) interest on bank and other borrowings, and (ii) interest on lease liabilities. Our finance costs amounted to RMB12.4 million, RMB14.2 million, RMB10.2 million and RMB7.4 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively.

The following table sets forth a breakdown of our finance costs in absolute amount and as a percentage of our total finance costs for the periods indicated:

	Year ended December 31,				Nine months ended September 30,			
	2022		2023		2023		2024	
	Amount	%	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentage)</i>								
					<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Interest on bank and other borrowings	12,150	98.2	14,081	99.1	10,093	99.0	7,201	97.9
Interest on lease liabilities	226	1.8	134	0.9	102	1.0	158	2.1
Total	12,376	100.0	14,215	100.0	10,195	100.0	7,359	100.0

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(Impairment Losses)/Reversal of Impairment Losses on Financial Assets

We recorded certain impairment losses on and reversal of impairment losses on trade receivables. Our impairment losses on financial assets amounted to RMB11.5 million and RMB12.0 million in 2022 and the nine months ended September 30, 2024, respectively. We recorded a reversal of impairment losses on financial assets of RMB2.0 million and RMB4.4 million in the nine months ended September 30, 2023 and 2023, respectively.

Other Expenses

Our other expenses primarily consisted of (i) loss on disposal of items of property, plant and equipment, (ii) impairment loss of non-financial assets, and (iii) donations. Our other expenses amounted to RMB11.3 million, RMB59.0 million, RMB7.8 million and RMB6.4 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively.

Income Tax Expense

Our income tax expense amounted to RMB309.3 million, RMB435.0 million, RMB310.3 million and RMB327.7 million in 2022, 2023 and the nine months ended September 30, 2023 and 2024, respectively. We are subject to varying tax rates in different jurisdictions. See Note 12 of the Accountant’s Report in Appendix I to this Document.

PRC

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of the Group’s PRC subsidiaries is 25% unless subject to tax exemption set out below.

Pursuant to an announcement [2021] No. 8 “The Announcement on the Implementation and Supporting of Preferential Income Tax Policies for Small-scaled minimal profit enterprise and Individual Industrial and Commercial Households Development” issued by MOF and National Tax Bureau on April 7, 2021, for Small-scaled minimal profit enterprise with an annual taxable income below RMB1,000,000 (RMB1,000,000 included), the taxable income is reduced by 12.5%, and the enterprise income tax is paid at the tax rate of 20%, the Small-scaled minimal profit enterprise with an annual taxable income between RMB1,000,000 and RMB3,000,000 (RMB3,000,000 included) is entitled to a preferential tax treatment with only 50% income taxable at the preferential EIT rate of 20%. Pursuant to an announcement [2023] No. 12 “The Announcement on the Implementation of Preferential Income Tax Policies for Small-scaled minimal profit enterprise and Individual Industrial and Commercial Households” issued by MOF and National Tax Bureau on August 2, 2023, for Small-scaled minimal profit enterprise, the tax relief policy extended to December 12, 2027. That is, for Small-scaled minimal profit enterprise whose annual taxable income does not exceed RMB1,000,000, the taxable income is reduced by 12.5%, and the enterprise income tax is paid at the tax rate of 20%, from January 1, 2022 to September 30, 2024. Certain subsidiaries which meet the criteria of “small-scaled minimal profit enterprise” are eligible for preferential tax rate of 20%.

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Pursuant to an announcement [2020] 560 issued by Sichuan Economic and Information Technology Industry Development and Regulation Bureau, the main business of the company’s subsidiary, Sichuan Anjoy Foods Co., Ltd. is in line with the encouraged industries in the “Guiding Catalogue for Industrial Structure Adjustment (2019 Edition)”, allowing it to enjoy a reduced enterprise income tax rate of 15%.

Pursuant to the Regulations for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China, the income from the agricultural products processing projects of the company’s subsidiaries Anshan Anrun Food Co., Ltd., Hubei Anrun Food Co., Ltd., Honghu Xinhongye, Hubei New Liuwu, and the subsidiary companies Honghu Hongye Eco-agriculture Company Co., Ltd., Qianjiang New Liuwu Foods Science and Technology Co., Ltd., and Hubei Songlin Biological Feed Co., Ltd. are exempted from enterprise income tax.

Hong Kong

No Hong Kong profit tax has been provided for the subsidiary incorporated in Hong Kong as no assessable profits have been generated in Hong Kong in each year or period during the Track Record Period.

United Kingdom

Before April 1, 2023, Oriental Food Express Limited, the UK corporation tax has been provided at the rate of 19% on the estimated assessable profits arising in UK. From April 1, 2023, the corporation tax main rate for non-ring fence profits increased to 25% for profits above GBP250,000. A small profits rate of 19% was also applicable to the companies with profits of GBP50,000 or less. Companies with profits between GBP50,000 and GBP250,000 will pay tax at the main rate, reduced by a marginal relief. Certain subsidiaries of our Group are the qualifying entities under the UK corporation tax rates regime.

Our Group is within the scope of the Pillar Two model rules published by the Organization for Economic Co-operation and Development. While Hong Kong is in the process of seeking consultation on the implementation of the global minimum tax and domestic minimum top-up tax, it is expected that the new regime will come into effect for the Group’s financial year beginning on January 1, 2025. Of the jurisdictions in which Oriental Food Express Limited operates, the UK enacted the Pillar Two legislation which is effective and is applicable to the Group for the year beginning on January 1, 2024. Our Group have undertaken a preliminary assessment of the Pillar Two tax implications for the jurisdictions in which our Group operates and have enacted Pillar Two legislation. Based on the preliminary assessment and current financials, our Group does not expect to have any material Pillar Two exposure (including current tax) arising in these jurisdictions during the nine months ended September 30, 2024. Our Group has also applied the Amendments to IAS 12, “International Tax Reform — Pillar Two Model Rules,” temporary mandatory exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

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As of the Latest Practicable Date, we did not have any dispute with any tax authority. During the Track Record Period and up to the Latest Practicable Date, we have not been subject to any tax investigation, enquiries, penalties or surcharges.

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

Nine Months Ended September 30, 2024 Compared With Nine Months Ended September 30, 2023

Revenue

Our revenue increased by 7.7% from RMB10,209.8 million in the nine months ended September 30, 2023 to RMB10,995.5 million in the nine months ended September 30, 2024, primarily due to the increase in sales of quick-frozen flavored and processed products.

- Our revenue from sales of quick-frozen flavored and processed products increased by 13.7% from RMB4,913.3 million in the nine months ended September 30, 2023 to RMB5,588.2 million in the nine months ended September 30, 2024, primarily due to an increase in sales volume. The overall sales volume of quick-frozen flavored and processed products increased from 356,921 tons in the nine months ended September 30, 2023 to 410,883 tons in the nine months ended September 30, 2024. In particular, the Lock-Fresh product line continued to gain popularity among customers, and its sales recorded a revenue growth of 23.3% from the nine months ended September 30, 2023 to the same period in 2024. However, there was a decrease in sales price of crayfish products in line with the decrease in market price in 2024.
- Our revenue from sales of quick-frozen prepared dishes increased by 7.3% from RMB3,100.5 million in the nine months ended September 30, 2023 to RMB3,325.9 million in the nine months ended September 30, 2024, primarily due to an increase in sales volume of certain popular products, such as shrimp paste, beef and lamb rolls. The overall sales volume of quick-frozen prepared dishes increased from 150,081 tons in the nine months ended September 30, 2023 to 185,746 tons in the nine months ended September 30, 2024.
- Our revenue from sales of quick-frozen flour and rice products remained relatively stable at RMB1,852.6 million and RMB1,812.3 million in the nine months ended September 30, 2023 and 2024, respectively.
- Our revenue from sales of other products decreased by 21.7% from RMB343.4 million in the nine months ended September 30, 2023 to RMB269.0 million in the nine months ended September 30, 2024, primarily due to a decrease in sales of certain agricultural by-products.

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Cost of Sales

Our cost of sales increased by 7.0% from RMB8,004.6 million in the nine months ended September 30, 2023 to RMB8,568.1 million in the nine months ended September 30, 2024, primarily due to an increase in costs of raw materials and manufacturing overhead, which is largely in line with the increase in sales volume, partially offset by a decrease in market prices of raw materials across product categories.

Gross Profit and Gross Profit Margin

Our gross profit increased by 10.1% from RMB2,205.2 million in the nine months ended September 30, 2023 to RMB2,427.4 million in the nine months ended September 30, 2024. Our gross profit margin increased from 21.6% in the nine months ended September 30, 2023 to 22.1% in the nine months ended September 30, 2024, primarily due to (i) the decrease in certain key raw material prices across main product categories in the nine months ended September 30, 2024. In particular, our average procurement price of chicken decreased by 18.3% from the nine months ended September 30, 2023 to the same period of 2024; and (ii) change in product mix as we optimized our product portfolio. For instance, the products under the Lock-Fresh product line are generally of higher gross profit margins, and recorded a revenue growth of 23.3% in the nine months ended September 30, 2024 compared to the same period in 2023.

Other Income and Gains, Net

Our other income and gains, net decreased by 34.3% from RMB222.2 million in the nine months ended September 30, 2023 to RMB146.0 million in the nine months ended September 30, 2024, primarily due to a decrease in government grants.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 10.5% from RMB623.9 million in the nine months ended September 30, 2023 to RMB689.7 million in the nine months ended September 30, 2024, primarily due to an increase in marketing and promotion expenses and logistics expenses, which is largely in line with our business growth. Our selling and distribution expenses as a percentage of our revenue remained relatively stable at 6.1% and 6.3% in the nine months ended September 30, 2023 and 2024, respectively.

Administrative Expenses

Our administrative expenses increased by 47.0% from RMB272.4 million in the nine months ended September 30, 2023 to RMB400.5 million in the nine months ended September 30, 2024, primarily due to an increase in share-based payment expenses. Our administrative expenses as a percentage of our revenue increased from 2.7% in the nine months ended September 30, 2023 to 3.6% in the nine months ended September 30, 2024.

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Research and Development Expenses

Our research and development expenses increased by 5.8% from RMB67.4 million in the nine months ended September 30, 2023 to RMB71.3 million in the nine months ended September 30, 2024, primarily due to an increase in raw materials and consumables used in the product development process. Our research and development expenses as a percentage of our revenue also remained relatively stable at 0.7% and 0.6% in the nine months ended September 30, 2023 and 2024, respectively.

Finance Costs

Our finance costs decreased by 27.5% from RMB10.2 million in the nine months ended September 30, 2023 to RMB7.4 million in the nine months ended September 30, 2024, primarily due to a decrease in interest on bank and other borrowings, which was attributable to a decrease in interest-bearing bank and other borrowings in the nine months ended September 30, 2024.

(Impairment Losses)/Reversal of Impairment Losses on Financial Assets

We recorded a reversal of impairment losses on financial assets of RMB2.0 million in the nine months ended September 30, 2023, primarily due to a decrease in the balance of certain trade receivables as of September 30, 2023. We subsequently recorded impairment losses on financial assets of RMB12.0 million in the nine months ended September 30, 2024, primarily due to an increase in the balance of certain trade receivables as of September 30, 2024.

Other Expenses

Our other expenses decreased by 17.9% from RMB7.8 million in the nine months ended September 30, 2023 to RMB6.4 million in the nine months ended September 30, 2024, primarily due to a decrease in loss on disposal of items of property, plant and equipment.

Income Tax Expense

Our income tax expense increased by 5.6% from RMB310.3 million in the nine months ended September 30, 2023 to RMB327.7 million in the nine months ended September 30, 2024, primarily due to an increase in taxable income.

Profit for the Period

As a result of the foregoing, our profit for the period decreased by 6.9% from RMB1,140.3 million in the nine months ended September 30, 2023 to RMB1,062.0 million in the nine months ended September 30, 2024.

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Year Ended December 31, 2023 Compared With Year Ended December 31, 2022

Revenue

Our revenue increased by 15.4% from RMB12,105.6 million in 2022 to RMB13,964.9 million in 2023, primarily due to the increase in sales of quick-frozen flavored and processed products.

- Our revenue from sales of quick-frozen flavored and processed products increased by 11.2% from RMB6,296.8 million in 2022 to RMB7,002.2 million in 2023, primarily due to (i) our efforts to develop our sales network, in particular with respect to distributors as well as and new retail and e-commerce platforms, and (ii) our continuous efforts to launch new products and upgrade existing ones. The overall sales volume of quick-frozen flavored and processed products increased from 450,592 tons in 2022 to 500,755 tons in 2023. In particular, the Lock-Fresh product line continued to gain popularity among customers, and its sales recorded a revenue growth of 17.6% from 2022 to 2023.
- Our revenue from sales of quick-frozen prepared dishes increased by 29.9% from RMB3,015.9 million in 2022 to RMB3,916.3 million in 2023, primarily due to (i) the acquisition of Hubei New Liuwu, which enriched our product portfolio with crayfish products and contributed to an increase in our overall product sales, and (ii) the increase in sales of popular products, such as shrimp paste and Qianye tofu. The overall sales volume of quick-frozen prepared dishes increased from 148,339 tons in 2022 to 196,859 tons in 2023.
- Our revenue from sales of quick-frozen flour and rice products increased by 5.4% from RMB2,402.3 million in 2022 to RMB2,532.7 million in 2023, primarily due to our continuous efforts in the product development to expand bestsellers into product lines. For example, building upon our bestselling sticky rice shumai products, we expanded our product offerings with purple rice shumai and “three-treasure” shumai. We have also launched paper-thin wrapper shumai with various flavors, including black pepper beef and pork with diced vegetables. The overall sales volume of quick-frozen flour and rice products increased from 224,245 tons in 2022 to 235,384 tons in 2023.
- Our revenue from sales of other products increased by 31.5% from RMB390.6 million in 2022 to RMB513.7 million in 2023, primarily due to the acquisition of Hubei New Liuwu, which contributed to an increase in our sales of agricultural by-products.

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Cost of Sales

Our cost of sales increased by 13.2% from RMB9,545.1 million in 2022 to RMB10,807.7 million in 2023, primarily due to an increase in costs of raw materials and outsourcing service cost, which is largely in line with the increase in sales volume, partially offset by a decrease in market price of raw materials across product categories.

Gross Profit and Gross Profit Margin

Our gross profit increased by 23.3% from RMB2,560.5 million in 2022 to RMB3,157.2 million in 2023. Our gross profit margin increased from 21.2% in 2022 to 22.6% in 2023, primarily due to (i) the decrease in certain key raw material prices across main product categories in 2023. In particular, our average procurement price of chicken decreased by 5.6% from 2022 to 2023; and our average procurement price of pork decreased by 14.8% from 2022 to 2023; and (ii) change in product mix as we optimized our product portfolio. For instance, the products under the Lock-Fresh product line are generally of higher gross profit margins, and recorded a revenue growth of 17.6% from 2022 to 2023.

Other Income and Gains, Net

Our other income and gains, net increased by 19.4% from RMB243.3 million in 2022 to RMB290.4 million in 2023, primarily due to (i) an increase in government grants in 2023, and (ii) an increase in interest income.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 6.0% from RMB873.0 million in 2022 to RMB925.8 million in 2023, primarily due to an increase in marketing and promotion expenses attributable to our increased marketing activities on the new retail and e-commerce platforms. Our selling and distribution expenses as a percentage of our revenue decreased from 7.2% in 2022 to 6.6% in 2023.

Administrative Expenses

Our administrative expenses increased by 13.7% from RMB375.5 million in 2022 to RMB426.8 million in 2023, primarily due to (i) an increase in the employee benefit expenses resulting from the enhanced remuneration for administrative personnel, and (ii) an increase in amortization of long-term assets. Our administrative expenses as a percentage of our revenue remained relatively stable at 3.1% in 2022 and 2023.

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Research and Development Expenses

Our research and development expenses remained relatively stable at RMB93.3 million and RMB94.5 million in 2022 and 2023, respectively. Our research and development expenses as a percentage of our revenue also remained relatively stable at 0.8% and 0.7% in 2022 and 2023, respectively.

Finance Costs

Our finance costs increased by 14.5% from RMB12.4 million in 2022 to RMB14.2 million in 2023, primarily due to an increase in interest expense on bank and other borrowings.

(Impairment Losses)/Reversal of Impairment Losses on Financial Assets

Our impairment losses on financial assets amounted to RMB11.5 million in 2022, and we subsequently reversed the impairment losses on financial assets of RMB4.4 million in 2023 primarily due to a decrease in the balance of certain trade receivables as of December 31, 2023.

Other Expenses

Other expenses increased from RMB11.3 million in 2022 to RMB59.0 million in 2023, primarily due to an increase in impairment losses of goodwill.

Income Tax Expense

Our income tax expense increased by 40.6% from RMB309.3 million in 2022 to RMB435.0 million in 2023, primarily due to an increase in taxable income. The effective tax rate remained relatively stable at 21.7% and 22.5% in 2022 and 2023, respectively.

Profit for the Year

As a result of the foregoing, our profit for the year increased by 34.3% from RMB1,117.5 million in 2022 to RMB1,501.2 million in 2023.

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DISCUSSION OF KEY ITEMS OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth selected information from our consolidated statement of financial position as of the dates indicated, which has been extracted from our audited consolidated financial statements included in Appendix I to this Document.

	As of December 31,		As of September 30,
	2022	2023	2024
	(RMB in thousands)		(Unaudited)
Total current assets	10,292,160	10,426,345	9,532,849
Total non-current assets	5,850,555	6,874,083	6,958,031
Total assets	16,142,715	17,300,428	16,490,880
Total current liabilities	3,862,752	4,006,063	3,032,204
Total non-current liabilities	380,954	393,782	379,744
Total liabilities	4,243,706	4,399,845	3,411,948

Non-Current Assets and Liabilities

The following table sets forth our non-current assets and liabilities as of the dates indicated:

	As of December 31,		As of September 30,
	2022	2023	2024
	(RMB in thousands)		(Unaudited)
Non-current assets			
Property, plant and equipment	4,139,075	5,166,525	5,297,480
Right-of-use assets	368,625	382,562	431,076
Goodwill	806,500	770,407	770,407
Other Intangible assets	339,873	305,047	278,160
Investment in an associate	9,496	15,096	13,213
Other non-current assets	43,629	80,065	46,964
Deferred tax assets	143,357	154,381	120,731
Total non-current assets	5,850,555	6,874,083	6,958,031

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	As of December 31,		As of
	2022	2023	September 30,
			2024
	(RMB in thousands)		(Unaudited)
Non-current liabilities			
Deferred income	118,459	132,121	125,523
Interest-bearing bank and other			
borrowings	2,266	1,465	759
Lease liabilities	1,420	2,175	4,538
Deferred tax liabilities	211,482	248,881	246,778
Other payables and accruals	47,327	9,140	2,146
Total non-current liabilities	380,954	393,782	379,744

Property, Plant and Equipment

Our property, plant and equipment primarily consisted of buildings and machinery equipment. Our property, plant and equipment increased by 24.8% from RMB4,139.1 million as of December 31, 2022 to RMB5,166.5 million as of December 31, 2023, and further increased by 2.5% to RMB5,297.5 million as of September 30, 2024, primarily due to an increase in ongoing construction of our production bases in Guangdong Province, Shandong Province and Hubei Province.

Right-of-use Assets

Our right-of-use assets primarily consisted of (i) leasehold land, and (ii) office premises and plant. Our right-of-use assets increased by 3.8% from RMB368.6 million as of December 31, 2022 to RMB382.6 million as of December 31, 2023, and further increased by 12.7% to RMB431.1 million as of September 30, 2024, primarily due to our acquisition of land-use rights.

Goodwill

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses. We generally determine whether goodwill is impaired on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires us to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Our Group performs its annual impairment test of goodwill as of December 31. As of September 30, 2024, there were no events or changes in circumstances indicating that the cash-generating units may be impaired. As of December 31, 2022, 2023 and September 30, 2024, our goodwill amounted to RMB806.5 million, RMB770.4 million and RMB770.4 million, respectively.

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Other Intangible Assets

Other intangible assets primarily include software, trademarks and patent rights. They were acquired by our Group and are stated at cost less accumulated amortization (where the estimated useful life is finite) and impairment losses. As of December 31, 2022, 2023 and September 30, 2024, our intangible assets amounted to RMB339.9 million, RMB305.0 million and RMB278.2 million, respectively.

Net Current Assets

The following table sets forth our current assets and liabilities as of the dates indicated:

	As of December 31,		As of September 30,	As of November 30,
	2022	2023	2024	2024
			(RMB in thousands)	
			(Unaudited)	(Unaudited)
Current assets				
Inventories	3,136,836	3,566,705	2,800,073	3,161,173
Trade and bills receivables . . .	736,997	572,084	693,263	739,853
Prepayments, other receivables and other assets	241,987	278,852	347,581	329,767
Financial assets at fair value through profit or loss	672,325	1,033,242	3,121,782	3,377,897
Restricted cash and time deposits	2,446,105	448,011	557,013	560,730
Cash and cash equivalents . . .	3,057,910	4,527,451	2,013,137	1,846,863
Total current assets	10,292,160	10,426,345	9,532,849	10,016,283
Current liabilities				
Trade and bills payables	1,327,301	1,288,469	1,178,278	1,344,772
Other payables and accruals . .	1,885,979	2,229,172	1,630,124	1,701,805
Due to related parties — trade payables	—	7,751	1,818	3,511
Interest-bearing bank and other borrowings	489,905	326,341	112,119	112,097
Lease liabilities	3,584	1,563	4,190	3,485
Tax payables	155,983	152,767	105,675	106,509
Total current liabilities	3,862,752	4,006,063	3,032,204	3,272,179
Net current assets	6,429,408	6,420,282	6,500,645	6,744,104

Our net current assets remained relatively stable at RMB6,429.4 million and RMB6,420.3 million as of December 31, 2022 and 2023, respectively.

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Our net current assets remained relatively stable at RMB6,420.3 million and RMB6,500.6 million as of December 31, 2023 and September 30, 2024, respectively.

Our net current assets increased by 3.7% from RMB6,500.6 million as of September 30, 2024 to RMB6,744.1 million as of November 30, 2024, primarily due to (i) an increase in inventories of RMB361.1 million, and (ii) an increase in financial assets at fair value through profit or loss of RMB256.1 million, partially offset by an increase in trade and bills payables of RMB166.5 million and a decrease in cash and cash equivalents of RMB166.3 million.

Inventories

Our inventories primarily consisted of finished goods, raw materials and goods in transit. The following table sets out a breakdown of our inventories as of the dates indicated:

	As of December 31,		As of September 30,
	2022	2023	2024
	(RMB in thousands)		(Unaudited)
Raw materials	1,007,407	936,086	889,246
Work in progress	7,167	3,531	11,017
Semi-finished goods	243,939	292,385	126,142
Finished goods	1,133,514	1,449,414	1,066,530
Goods in transit	789,559	920,699	731,250
Provision for impairment of inventories.	(44,750)	(35,410)	(24,112)
Total	<u>3,136,836</u>	<u>3,566,705</u>	<u>2,800,073</u>

Our inventories increased by 13.7% from RMB3,136.8 million as of December 31, 2022, to RMB3,566.7 million as of December 31, 2023, primarily due to an increase in production volume to support our business expansion. Our inventories subsequently decreased by 21.5% from RMB3,566.7 million as of December 31, 2023 to RMB2,800.1 million as of September 30, 2024, primarily due to seasonality, as we typically maintain a reduced inventory level as of September 30, which is not our peak season.

The following table sets forth our inventory turnover days for the periods indicated:

	Year ended December 31,		Nine months ended September 30,
	2022	2023	2024
			(Unaudited)
Inventory turnover days ⁽¹⁾	106.1	113.2	101.7

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Note:

- (1) Inventory turnover days are calculated using the average of opening balance and closing balance of inventories for a year/period divided by cost of sales for the relevant year/period and multiplied by the number of days during such period (i.e. 365 days for a fiscal year and 365 days divided by 4 and multiplied by 3 for the nine months ended September 30, 2024).

Our inventory turnover days increased from 106.1 days in 2022 to 113.2 days in 2023, primarily due to the consolidation of inventory of Hubei New Liuwu and its procurement of raw materials is affected by seasonality and thus of relatively slower turnover. Our inventory turnover days decreased from 113.2 days in 2023 to 101.7 days in the nine months ended September 30, 2024, primarily due to seasonality, as we typically maintain a reduced inventory level as of September 30, which is not our peak season.

As of November 30, 2024, RMB2,077.2 million, or 74.2% of inventories as of September 30, 2024, had been used, consumed or sold.

Trade and Bills Receivables

Our trade and bills receivables primarily consisted of trade receivables, and bills receivable. The following table sets out a breakdown of our trade and bills receivables as of the dates indicated:

	As of December 31,		As of
	2022	2023	September 30,
			2024
	<i>(RMB in thousands)</i>		
	<i>(Unaudited)</i>		
Trade receivables	784,461	615,493	746,032
Bills receivable	239	2,723	2,452
Impairment	(47,703)	(46,132)	(55,221)
Total	<u>736,997</u>	<u>572,084</u>	<u>693,263</u>

For certain customers, such as our distributors, we have engaged in credit sale with them during the Track Record Period and we usually grant credit terms of 30 days. In addition, we impose a credit limit on such customers. We seek to maintain strict control over our outstanding receivables. Our finance department is responsible for minimizing credit risks. Overdue balances are reviewed regularly by senior management.

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The following table sets out an aging analysis of our trade and bills receivable as of the dates indicated:

	As of December 31,		As of September 30,
	2022	2023	2024
	(RMB in thousands)		(Unaudited)
Within one year	736,823	568,908	680,193
One year to two years	174	3,176	13,006
Two years to three years	—	—	64
Total	736,997	572,084	693,263

Our trade and bills receivables decreased by 22.4% from RMB737.0 million as of December 31, 2022, to RMB572.1 million as of December 31, 2023, primarily due to the enhanced efforts in following up with our customers in relation to payments. Our trade and bills receivables increased by 21.2% from RMB572.1 million as of December 31, 2023 to RMB693.3 million as of September 30, 2024, primarily due to relaxation of receivables management practice in light of the market conditions.

The following table sets forth our trade and bills receivables turnover days for the periods indicated:

	Year ended December 31,		Nine months ended September 30,
	2022	2023	2024
			(Unaudited)
Trade and bills receivables turnover days ⁽¹⁾	19.3	17.1	15.8

Note:

- (1) Trade and bills receivables turnover days are calculated using the average of opening balance and closing balance of trade and bills receivables for a year/period divided by revenue for the relevant year/period and multiplied by the number of days during such period (i.e. 365 days for a fiscal year and 365 days divided by 4 and multiplied by 3 for the nine months ended September 30, 2024).

Our trade and bills receivables turnover days decreased from 19.3 days in 2022 to 17.1 days in 2023, primarily due to the enhanced efforts in following up with our customers in relation to payments in 2023. Our trade and bills receivables turnover days further decreased from 17.1 days in 2023 to 15.8 days in the nine months ended September 30, 2024, primarily due to a higher balance of trade and bills receivables at year end, which is our sales peak.

As of November 30, 2024, RMB485.5 million, or 70.0% of our trade and bills receivables as of September 30, 2024, had been settled.

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Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets primarily consisted of (i) value added tax recoverable, (ii) prepayments, and (iii) deposits. The following table sets out a breakdown of our prepayments, other receivables and other assets as of the dates indicated:

	As of December 31,		As of September 30,
	2022	2023	2024
	(RMB in thousands)		(Unaudited)
Prepayments	79,276	70,625	65,874
Deposits	14,163	13,052	9,409
Dividend receivable	—	—	5,042
Corporate income tax recoverable	3,152	11,850	22,895
Value added tax recoverable	133,499	175,798	227,563
Others	18,194	10,370	20,025
Impairment	(6,297)	(2,843)	(3,227)
Total	<u>241,987</u>	<u>278,852</u>	<u>347,581</u>

Our prepayments, other receivables and other assets increased by 15.2% from RMB242.0 million as of December 31, 2022 to RMB278.9 million as of December 31, 2023, primarily due to an increase in value added tax recoverable of RMB42.3 million. Our prepayments, other receivables and other assets further increased by 24.6% from RMB278.9 million as of December 31, 2023 to RMB347.6 million as of September 30, 2024, primarily due to an increase in value added tax recoverable of RMB51.8 million.

Financial Assets at Fair Value Through Profit or Loss

Our financial assets at fair value through profit or loss during the Track Record Period mainly represented wealth management products. See Note 26 to the Accountant’s Report included in Appendix I to this Document. The current financial product portfolio could be subject to the impact of macroeconomic environment conditions, and we monitor the portfolio mix closely. See “Risk Factors — Risks Relating to Our Business and Industry — We are exposed to changes in our financial assets at fair value through profit or loss (“FVTPL”).” We had financial assets at fair value through profit or loss of RMB672.3 million, RMB1,033.2 million and RMB3,121.8 million as of December 31, 2022, 2023 and September 30, 2024, respectively.

We have adopted a comprehensive set of internal policies and guidelines to manage our investments. Our finance department is responsible for proposing, analyzing and evaluating potential investment in such products. Our management, including our finance department, has extensive experience in managing the financial aspects of an enterprise’s operations. Upon the

FINANCIAL INFORMATION

[REDACTED], we intend to continue our investments strictly in accordance with our internal control policy, Articles of Association and, to the extent that such investment is a notifiable transaction under Chapter 14 of the Listing Rules, the Company will comply with the relevant requirements under Chapter 14 of the Listing Rules, including the announcement, reporting and/or shareholders’ approval requirements (if applicable).

Our investment strategy related to such products focuses on minimizing the financial risks by reasonably and conservatively matching the maturities of the portfolio to anticipated operating cash needs, while generating desirable investment returns. To control our risk exposure, we make investment decisions related to low risk wealth management products, after thoroughly considering a number of factors, including, but not limited to, macro-economic environment, general market conditions, risk control and credit of issuing financial institutions, our own working capital conditions, and the expected profit or potential loss of the investment.

Trade and Bills Payables

Our trade and bills payables represent our obligation to pay for goods or services that have been purchased from suppliers in the ordinary course of business, and consisted of (i) bills payables, and (ii) trade payables.

The trade payables are typically settled within 60 days. The following table sets out an aging analysis of our trade payables and bills payables as of the dates indicated:

	As of December 31,		As of
	2022	2023	September 30,
			2024
	(RMB in thousands)		(Unaudited)
Within one year	1,318,870	1,266,540	1,171,329
Over one year	8,431	21,929	6,949
Total	<u>1,327,301</u>	<u>1,288,469</u>	<u>1,178,278</u>

The following table sets forth our trade and bills payables turnover days for the periods indicated:

	Year ended December 31,		Nine months
	2022	2023	ended
			September 30,
			2024
			(Unaudited)
Trade and bills payables turnover			
days ⁽¹⁾	50.2	44.2	39.4

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Note:

- (1) Trade and bills payables turnover days are calculated using the average of opening balance and closing balance of trade payables for a year/period divided by cost of sales for the relevant year/period and multiplied by the number of days during such period (i.e. 365 days for a fiscal year and 365 days divided by 4 and multiplied by 3 for the nine months ended September 30, 2024).

Our trade and bills payables turnover days decreased from 50.2 days in 2022 to 44.2 days in 2023, primarily due to the enhanced settlement, which was partially offset by the increased procurement volume to meet our expanding sales volume. Our trade and bills payables turnover days further decreased from 44.2 days in 2023 to 39.4 days in the nine months ended September 30, 2024, primarily due to further settlement with our suppliers.

As of November 30, 2024, RMB804.0 million, or 68.2% of our trade and bills payables as of September 30, 2024, had been settled.

Other Payables and Accruals (Current)

Our other payables and accruals (current) primarily consisted of (i) contract liabilities, (ii) deposits, and (iii) other payables for property, plant, and equipment. The following table sets out a breakdown of our other payables and accruals (current) as of the dates indicated:

	As of December 31,		As of
	2022	2023	September 30,
			2024
	<i>(RMB in thousands)</i>		<i>(Unaudited)</i>
Current			
Contract liabilities	439,211	629,522	407,026
Deposits	352,631	289,020	279,377
Other payables for property, plant, and equipment	284,230	507,865	369,735
Sales rebates allowance	244,981	249,227	171,997
Staff salaries, bonuses and welfare payables	200,893	243,720	140,971
Other tax payables	126,607	145,413	132,125
Accrued expenses	104,153	90,701	65,194
Other payables-restricted stock repurchase	47,053	—	—
Others	86,220	73,704	63,699
Total	1,885,979	2,229,172	1,630,124

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Our other payables and accruals (current) increased by 18.2% from RMB1,886.0 million as of December 31, 2022 to RMB2,229.2 million as of December 31, 2023, primarily due to (i) an increase in other payables for property, plant, and equipment, and (ii) an increase in contract liabilities. Our other payables and accruals (current) subsequently decreased by 26.9% from RMB2,229.2 million as of December 31, 2023 to RMB1,630.1 million as of September 30, 2024, primarily due to (i) a decrease in contract liabilities, and (ii) a decrease in other payables for property, plant, and equipment, (iii) a decrease in staff salaries, bonuses and welfare payables, and (iv) a decrease in sales rebates allowance.

Amounts due to Related Parties

Our amounts due to related parties primarily represented amounts due to Beihai Heyuan Foods Co., Ltd (“Beihai Heyuan”) for the purchase of shrimp paste products. Our amounts due to related parties amounted to RMB7.8 million as of December 31, 2023, primarily due to the purchase of shrimp paste products from Beihai Heyuan in 2023. Our amounts due to related parties subsequently decreased by 76.9% from RMB7.8 million as of December 31, 2023 to RMB1.8 million as of September 30, 2024, primarily due to the settlement of payables in relation to the purchase of shrimp paste products from Beihai Heyuan in 2023.

LIQUIDITY AND CAPITAL RESOURCES

We have historically funded our cash requirements principally from proceeds from our business operations, capital contribution from shareholders and proceeds from external debts and other fundraising activities. After the [REDACTED], we intend to finance our future capital requirements through cash generated from our business operations and the net [REDACTED] from the [REDACTED]. We do not anticipate any changes to the availability of financing to fund our operations in the future.

Cash Flow

The following table sets forth a summary of our cash flows for the periods indicated:

	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	(RMB in thousands)		(Unaudited)	(Unaudited)
Net cash flows generated from				
operating activities	1,361,327	1,907,058	1,154,116	1,540,181
Net cash flows (used in)/				
generated from investing				
activities	(4,749,238)	266,009	994,469	(2,861,574)

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	Year ended December 31,		Nine Months ended September 30,	
	2022	2023	2023	2024
	<i>(RMB in thousands)</i>		<i>(Unaudited)</i>	<i>(Unaudited)</i>
Net cash flows generated from/(used in) financing activities	5,421,382	(705,392)	(328,469)	(1,193,331)
Cash and cash equivalents at beginning of year/period . . .	1,024,626	3,057,910	3,057,910	4,527,451
Effect of foreign exchange differences, net	(187)	1,866	1,076	410
Cash and cash equivalents at end of year/period	3,057,910	4,527,451	4,879,102	2,013,137

Net Cash Flows Generated From Operating Activities

In the nine months ended September 30, 2024, our net cash flows generated from operating activities were RMB1,540.2 million, which represents our profit before taxation of RMB1,389.7 million, as adjusted by non-cash and non-operating items, primarily comprising the depreciation of property, plant and equipment of RMB331.0 million, partially offset by an increase in trade and bills receivables of RMB132.8 million.

In 2023, our net cash flows generated from operating activities were RMB1,907.1 million, which primarily represents our profit before taxation of RMB1,936.2 million.

In 2022, our net cash flows generated from operating activities were RMB1,361.3 million, which represents our profit before taxation of RMB1,426.8 million, partially offset by a decrease in trade and bills payables of RMB129.0 million.

Net Cash Flows Generated From/(Used in) Investing Activities

In the nine months ended September 30, 2024, our net cash flows used in investing activities were RMB2,861.6 million, primarily attributable to (i) the purchases of financial assets at fair value through profit or loss of RMB7,272.5 million, and (ii) the purchase of items of property, plant and equipment of RMB670.9 million, partially offset by the proceeds from disposal of financial assets at fair value through profit or loss of RMB5,185.3 million.

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In 2023, our net cash flows generated from investing activities were RMB266.0 million, primarily attributable to (i) the proceeds from disposal of financial assets at fair value through profit or loss of RMB2,651.0 million, and (ii) the proceeds from disposal of time deposits of RMB2,539.4 million, partially offset by (i) the purchases of financial assets at fair value through profit or loss of RMB3,006.0 million, (ii) the purchase of items of property, plant and equipment of RMB1,415.4 million, and (iii) the purchases of time deposits of RMB546.4 million.

In 2022, our net cash flows used in investing activities were RMB4,749.2 million, primarily attributable to (i) the purchases of time deposits of RMB2,346.3 million, and (ii) the purchases of financial assets at fair value through profit or loss of RMB2,100.0 million.

Net Cash Flows Generated From/(Used in) Financing Activities

In the nine months ended September 30, 2024, our net cash flows used in financing activities were RMB1,193.3 million, primarily attributable to (i) the dividends paid of RMB921.8 million, and (ii) repayment of interest-bearing bank and other borrowings of RMB697.7 million, partially offset by the proceeds from interest-bearing bank and other borrowings of RMB483.0 million.

In 2023, our net cash flows used in financing activities were RMB705.4 million, primarily attributable to (i) the repayment of interest-bearing bank and other borrowings of RMB679.2 million, and (ii) the dividends paid of RMB552.0 million, partially offset by the proceeds from interest-bearing bank and other borrowings of RMB564.5 million.

In 2022, our net cash flows generated from financing activities were RMB5,421.4 million, primarily attributable to the issue of shares of RMB5,674.6 million, partially offset by the dividends paid of RMB205.0 million.

INDEBTEDNESS

The following table sets forth the breakdown of our indebtedness as of the dates indicated:

	As of December 31,		As of September 30,	As of November 30,
	2022	2023	2024	2024
			(RMB in thousands)	
			(Unaudited)	(Unaudited)
Current				
Interest-bearing bank and				
other borrowings	489,905	326,341	112,119	112,097
Lease liabilities	<u>3,584</u>	<u>1,563</u>	<u>4,190</u>	<u>3,485</u>

FINANCIAL INFORMATION

	As of December 31,		As of September 30,	As of November 30,
	2022	2023	2024	2024
			(RMB in thousands)	
			(Unaudited)	(Unaudited)
Non-current				
Interest-bearing bank and				
other borrowings	2,266	1,465	759	576
Lease liabilities	1,420	2,175	4,538	34,471
Total	497,175	331,544	121,606	150,629

Our Directors confirmed that there has not been any material adverse change in our indebtedness since November 30, 2024 to the date of this Document. As of the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to obtain future financing, nor was there any material default on our indebtedness or breach of covenant during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, except for bank borrowings, we did not have plans for other material external debt financing.

Interest-Bearing Bank and Other Borrowings

As of December 31, 2022, 2023, September 30, 2024 and November 30, 2024, we had borrowings of RMB492.2 million, RMB327.8 million, RMB112.9 million and RMB112.7 million, respectively, mainly representing unsecured bank loans primarily to supplement our working capital. Our borrowings are all denominated in Renminbi. The effective interest rate on our bank loans ranged from 1.7% to 4.7% during the Track Record Period. As of the Latest Practicable Date, our unutilized banking facilities amounted to RMB2,472.4 million.

Our Directors confirm that, there was no material covenant on any of our outstanding debt as of the Latest Practicable Date, and there was no breach of any covenants during the Track Record Period and up to the Latest Practicable Date. Our Directors further confirm that we did not experience any unusual difficulty in obtaining bank loans and other borrowings, default in payment of bank loans and other borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date.

Lease Liabilities

As of December 31, 2022, 2023, September 30, 2024 and November 30, 2024, our total lease liabilities (including current and non-current portions) amounted to RMB5.0 million, RMB3.7 million, RMB8.7 million and RMB38.0 million, respectively.

Our lease liabilities decreased by 26.0% from RMB5.0 million as of December 31, 2022 to RMB3.7 million as of December 31, 2023, primary due to payments of lease liabilities. Our lease liabilities subsequently increased from RMB3.7 million as of December 31, 2023 to

FINANCIAL INFORMATION

RMB8.7 million as of September 30, 2024, primarily due to the increased number of leased properties in light of our business expansion in the UK. Our lease liabilities further increased from RMB8.7 million as of September 30, 2024 to RMB38.0 million as of November 30, 2024, primarily due to newly leased warehouses.

Contingent Liabilities

We did not have any material contingent liabilities as of December 31, 2022 and 2023, and September 30, 2024, respectively.

Indebtedness Statement

Except as disclosed above, as of November 30, 2024, being the latest practicable date for determining our indebtedness, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, liabilities under acceptance or other similar indebtedness, hire purchase commitments, guarantees or other material contingent liabilities. Our Directors have confirmed that there is no material change in our indebtedness since November 30, 2024 and up to the Latest Practicable Date.

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios for the periods indicated or as of the dates indicated:

	As of/For the Year ended December 31,		As of/For the Nine Months ended September 30,
	2022	2023	2024
			(Unaudited)
Gross profit margin (%) ⁽¹⁾	21.2	22.6	22.1
Net profit margin (%) ⁽²⁾	9.2	10.7	9.7
Current ratio ⁽³⁾	2.7	2.6	3.1
Adjusted net profit margin (non-IFRS measure) ⁽⁴⁾	9.5	10.9	10.4

Notes:

- (1) Gross profit margin equals gross profit for the year/period divided by revenues for the respective year/period and multiplied by 100%.
- (2) Net profit margin equals profit for the year/period divided by revenues for the respective year/period and multiplied by 100%.
- (3) Current ratio equals total current assets divided by total current liabilities as of the relevant dates.
- (4) Adjusted net profit margin (non-IFRS measure) equals adjusted profit for the year/period (as a non-IFRS measure) divided by revenue and multiplied by 100%. See “— Non-IFRS Measure.”

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Current Ratio

Our current ratio remained relatively stable at 2.7 and 2.6 in 2022 and 2023, respectively.

Our current ratio increased from 2.6 in 2023 to 3.1 in the nine months ended September 30, 2024, primarily due to a decrease in our total current liabilities, which was mainly attributable to (i) a decrease in other payables and accruals of RMB599.0 million, (ii) a decrease in interest-bearing bank and other borrowings of RMB214.2 million, and (iii) a decrease in trade and bills payables of RMB110.2 million; partially offset by a decrease in our total current assets.

CAPITAL EXPENDITURES

During the Track Record Period, our capital expenditures primarily consisted of (i) purchase of items of property, plant and equipment, and (ii) purchase of other intangible assets. The following table sets forth our capital expenditure for the periods indicated:

	Year ended December 31,		Nine months ended September 30,	
	2022	2023	2023	2024
			(RMB in thousands)	
			(Unaudited)	(Unaudited)
Purchase of items of property, plant and equipment	1,038,061	1,415,423	936,574	670,898
Purchase of other intangible assets	5,311	5,493	4,397	3,286
Total	<u>1,043,372</u>	<u>1,420,916</u>	<u>940,971</u>	<u>674,184</u>

In 2022, 2023 and the nine months ended September 30, 2023 and 2024, our capital expenditures amounted to RMB1,043.4 million, RMB1,420.9 million, RMB941.0 million and RMB674.2 million, respectively. We funded these expenditures mainly with cash generated from our operations and proceeds from financing activities.

Following the [REDACTED], we will continue to incur capital expenditures to grow our business. We plan to fund our planned capital expenditures primarily with cash flows generated from our operations, bank borrowings, and the net [REDACTED] received from the [REDACTED]. See “Future Plans and Use of [REDACTED].” We may adjust our capital expenditures for any given year according to our development plans or in light of market conditions and other factors we believe to be appropriate.

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CAPITAL COMMITMENTS

During the Track Record Period, our capital commitments were primarily related to the purchase of property, plant and equipment. See Note 41 to the Accountant’s Report in Appendix I to this Document. As of December 31, 2022, 2023 and September 30, 2024, the total amount of our capital commitments was RMB284.2 million, RMB507.9 million and RMB369.7 million, respectively.

RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. For details about our related party transactions during the Track Record Period, see Note 42 of Appendix I to this Document.

Our Directors are of the view that each of the related party transactions set out in Note 42 to the Accountant’s Report in Appendix I to this Document was conducted in the ordinary course of business on an arm’s-length basis and with normal commercial terms between the relevant parties. Our Directors are also of the view that our related party transactions during the Track Record Period would not distort our track record results or make our historical results not reflective of our future performance.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet arrangements. We also have not entered into any financial guarantees or other commitments to guarantee the payment obligations of third parties. In addition, we have not entered into any derivative contracts that are indexed to our equity interests and classified as owners’ equity. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or R&D services with us.

FINANCIAL RISKS DISCLOSURE

We are exposed to a variety of financial risks, including credit risk, liquidity risk, interest rate and foreign currency risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance. See Note 45 of Appendix I to this Document.

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Foreign Currency Risk

We have transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units’ functional currencies. In addition, we have currency exposures from our cash and cash equivalent. The management of the Company consider our exposure to foreign currency risk not significant.

Interest Rate Risk

Our bank balances, other than short-term and long-term bank deposits, expose to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate. The directors of the Company consider our exposure to interest rate risk in respect of bank balances, long-term bank deposits and interest-bearing bank and other borrowings is not significant as most of them are at fixed interest rate.

Credit Risk

We trade only with recognized and creditworthy third parties. It is our policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and our exposure to bad debts is not significant.

Liquidity Risk

We monitor and maintain a level of cash and bank balances deemed adequate by our management to finance the operations and mitigate the effects of fluctuations of cash flows.

Capital Management

The primary objectives of our capital management are to safeguard our ability to continue as a going concern and to maintain healthy capital ratios in order to support our business and maximize equity holders’ value.

We manage our capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, we may adjust the dividend payment to equity holders, return capital to equity holders or issue new shares. We are not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2022, 2023 and the nine months ended September 30, 2024.

We monitor capital using a gearing ratio, which is debt divided by the adjusted capital plus debt. Debt includes interest-bearing borrowings and lease liabilities. Capital includes equity attributable to owners of the parent.

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DIVIDENDS AND DIVIDEND POLICY

Pursuant to the Articles of Association, which were adopted and effective in August 2024, we target to declare cash dividends that account for not less than 40% of the distributable profits realized in that year, subject to we have sufficient working capital and there are no material adverse changes in the Company’s external business environment and operating conditions. We declared dividends of RMB330.5 million, RMB740.1 million and RMB403.1 million with respect to the years ended December 31, 2022 and 2023 and the six months ended June 30, 2024, respectively. As of the Latest Practicable Date, we had paid the abovementioned dividends in full.

WORKING CAPITAL CONFIRMATION

Our Directors are of the opinion that, taking into account the net [REDACTED] from the [REDACTED] and the financial resources available to us, including cash and cash equivalents, we have sufficient working capital for our present requirements, that is at least 12 months from the date of this Document.

DISTRIBUTABLE RESERVES

As of September 30, 2024, we had approximately RMB4,314.2 million of retained earnings available for distribution to our shareholders.

[REDACTED]

[REDACTED] represent professional fees, [REDACTED] and other fees incurred in connection with the [REDACTED]. We estimate that our [REDACTED] will be approximately RMB[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range) and no exercise of the [REDACTED]), representing [REDACTED]% of the gross [REDACTED] (based on the mid-point of our indicative [REDACTED] for the [REDACTED] and assuming that the [REDACTED] is not exercised) of the [REDACTED]. We expect to incur [REDACTED] of approximately RMB[REDACTED] million, of which approximately RMB[REDACTED] million is expected to be recognized in the consolidated statements of profit or loss as administrative expenses and approximately RMB[REDACTED] million is expected to be recognized as a deduction in equity directly upon the [REDACTED]. By nature, our [REDACTED] are composed of (i) [REDACTED] of approximately RMB[REDACTED] million and (ii) non-[REDACTED]-related expenses of approximately RMB[REDACTED] million, which consist of fees and expenses of legal advisors and Reporting Accountants of approximately RMB[REDACTED] million and other fees and expenses of approximately RMB[REDACTED] million.

UNAUDITED [REDACTED] ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

See “Appendix II — Unaudited [REDACTED] Financial Information.”

FINANCIAL INFORMATION

NO MATERIAL ADVERSE CHANGE

Our Directors have confirmed that up to the date of this Document there has been no material adverse change in our financial or trading position or prospects since September 30, 2024, being the end date of the periods reported in Appendix I to this Document, and there is no event since September 30, 2024 that would materially affect the information as set out in the Accountants’ Report in Appendix I to this Document.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that, except as otherwise disclosed in this Document, as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

See “Business — Our Strategies” for a detailed discussion of our future plans.

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] range), we estimate that we will receive net [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] and other estimated expenses in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised. In line with our strategies, we intend to use our [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]% or HK\$[REDACTED] million, for expanding our sales and distribution network. In particular:
 - o approximately [REDACTED]% of the net [REDACTED], or HK\$[REDACTED] million, is expected to be used to strengthen our domestic sales and distribution network. We will continue to empower our distributors and capture new market opportunities. Leveraging our rich industry experience, we intend to continually provide dedicated services and support to distributors in developing downstream customers, organizing various marketing activities, and promoting their sales growth. We also plan to further expand our customer base of targeted enterprise customers, such as chain restaurants, and develop customized products to meet their needs. In addition, we plan to further develop our partnerships with new retail and e-commerce platforms by investing resources to enrich our product offerings and better reach individual customers through these platforms;
 - o approximately [REDACTED]% of the net [REDACTED], or HK\$[REDACTED] million, is expected to be used to strengthen our overseas sales channels and distribution network. We plan to conduct brand-building and marketing activities in overseas markets. By collaborating with well-established distributors in overseas markets, we plan to expand sales coverage to local supermarkets, restaurants and other areas where local communities typically gather. We also plan to establish strategic partnerships or business relationships with catering companies that have overseas operations or are preparing for overseas market expansion. We plan to establish a dedicated sales team to explore market opportunities and serve such customers. We will also develop new products based on consumer demand in overseas markets to cater to their local tastes and preferences;

FUTURE PLANS AND USE OF [REDACTED]

- o approximately [REDACTED]% of the net [REDACTED], or HK\$[REDACTED] million, is expected to be used to acquire or invest in suitable target companies, so as to enhance our sales and distribution network. In particular, we evaluate potential targets based on a number of factors, including (i) market position in the food sector, (ii) brand value and product portfolio, (iii) sales network and customer base, and (iv) product development capabilities. We believe that acquiring market players of such caliber will align with our overall business growth strategy. As of the Latest Practicable Date, we had not identified any investment or acquisition target.
- Approximately [REDACTED]% or HK\$[REDACTED] million, for strengthening our procurement capabilities, optimizing our supply chain and building a global supply chain platform. In particular:
 - o approximately [REDACTED]% of the net [REDACTED], or HK\$[REDACTED] million, is expected to be used to further enhance our procurement capabilities, strengthen cooperation with suppliers, and develop our global supplier network. We plan to explore strategic cooperative relationships, so as to establish a stable and diversified supply chain; and
 - o approximately [REDACTED]% of the net [REDACTED], or HK\$[REDACTED] million, is expected to be used to enhance our global production capabilities. We may establish new production base(s), and/or acquire or invest in suitable target companies, so as to enhance our production and supply chain capabilities. In particular, we evaluate potential targets based on a number of factors, including (i) market position in the food sector, (ii) supply chain resources and capabilities, (iii) production technology and (iv) licenses qualifications and permits. As of the Latest Practicable Date, we had not identified any investment or acquisition target.
- Approximately [REDACTED]% or HK\$[REDACTED] million, for digitalizing our business operations. For instance, we intend to strengthen our production infrastructure with intelligent production equipment and digitalization tools: We plan to invest in implementing advanced technologies, such as intelligent production and warehousing capabilities. We also plan to enhance our digitalization capabilities by developing and upgrading our digital systems. We will enhance data analytics capabilities, so as to support our business decision making. For instance, we plan to further improve (i) our “Anjoy Home” CRM system and Fastsell system to provide better support for our distributors; (ii) the KA-Link system to better serve key accounts and assist our sales teams in optimizing product marketing and sales strategies; and (iii) our EDI system by enhancing its production process monitoring and quality control capabilities to further improve our production efficiency.

FUTURE PLANS AND USE OF [REDACTED]

- Approximately [REDACTED]% or HK\$[REDACTED] million, for product development and technological innovation. We plan to invest in the research and development of new products and the upgrade of existing products, so as to meet evolving consumer demand and taste preferences. We intend to optimize and upgrade our existing product portfolio, in order to seize market opportunities and meet consumer demand for convenient and quality food options. We also plan to continue to implement the strategy of “R&D with regional insights” by enhancing our regional research and development capabilities.
- Approximately [REDACTED]%, or HK\$[REDACTED] million, will be allocated to working capital and general corporate purposes.

If the [REDACTED] is set at the high-end of the [REDACTED] range or the low-end of the [REDACTED] range, the net [REDACTED] of the [REDACTED] will increase or decrease by approximately HK\$[REDACTED] million, respectively. To the extent our net [REDACTED] from the [REDACTED] (including the net [REDACTED] from the exercise of the [REDACTED]) are either more or less than expected, we will increase or decrease the intended use of our net [REDACTED] for the above purposes on a pro rata basis.

If any part of our development plan does not proceed as planned for reasons such as changes in government policies that would render the development of any of our projects not viable, or the occurrence of force majeure events, we will carefully evaluate the situation and may reallocate the net [REDACTED] from the [REDACTED].

To the extent that the net [REDACTED] of the [REDACTED] are not immediately used for the above purposes, we will only deposit those net [REDACTED] into short-term interest-bearing accounts with licensed commercial banks and/or other authorized financial institutions (as defined under the SFO or applicable laws and regulations in other jurisdictions). In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.

[REDACTED]

[REDACTED]

[REDACTED]

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APPENDIX I

ACCOUNTANTS’ REPORT

ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF ANJOY FOODS GROUP CO., LTD, GOLDMAN SACHS (ASIA) L.L.C. AND CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

Introduction

We report on the historical financial information of Anjoy Foods Group Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-95, which comprises the consolidated statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2022 and 2023 (the “Relevant Periods”), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2022 and 2023 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-95 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [●] (the “Document”) in connection with the [REDACTED] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

DIRECTORS’ RESPONSIBILITY FOR THE HISTORICAL FINANCIAL INFORMATION

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

REPORTING ACCOUNTANTS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants’ Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance

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ACCOUNTANTS’ REPORT

with the basis of preparation set out in note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the financial position of the Group and the Company as at 31 December 2022 and 2023 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

REVIEW OF INTERIM FINANCIAL INFORMATION

We have reviewed the interim financial information of the Group which comprises the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for each of the nine months ended 30 September 2023 and 2024, and the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 September 2024 and other explanatory information (the “Interim Financial Information”). The directors of the Company are responsible for the preparation of the Interim Financial Information in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information, for the purposes of the accountants’ report, is not prepared, in all material respects, in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

APPENDIX I**ACCOUNTANTS’ REPORT**

REPORT ON MATTERS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**Adjustments**

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

Dividends

We refer to note 13 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Relevant Periods.

Certified Public Accountants

Hong Kong

[●]

APPENDIX I

ACCOUNTANTS’ REPORT

I. HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the “Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

		Year ended 31 December		Nine months ended 30 September	
		2022	2023	2023	2024
	Notes	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
CONTINUING OPERATIONS					
REVENUE	5	12,105,618	13,964,878	10,209,767	10,995,465
Cost of sales		(9,545,090)	(10,807,721)	(8,004,600)	(8,568,076)
Gross profit		2,560,528	3,157,157	2,205,167	2,427,389
Other income and gains, net . . .	6	243,266	290,377	222,202	146,011
Selling and distribution expenses		(873,000)	(925,754)	(623,851)	(689,735)
Administrative expenses		(375,471)	(426,785)	(272,350)	(400,470)
Research and development expenses		(93,328)	(94,471)	(67,437)	(71,330)
Other expenses	7	(11,347)	(58,965)	(7,828)	(6,354)
Finance costs	9	(12,376)	(14,215)	(10,195)	(7,359)
(Impairment losses)/reversal of impairment losses on financial assets		(11,457)	4,413	2,028	(12,010)
Share of (loss)/profit of an associate		(4)	4,452	2,895	3,549
PROFIT BEFORE TAX	8	1,426,811	1,936,209	1,450,631	1,389,691
Income tax expense	12	(309,307)	(435,049)	(310,320)	(327,683)
PROFIT FOR THE YEAR/PERIOD		1,117,504	1,501,160	1,140,311	1,062,008
Profit attributable to:					
Owners of the parent		1,101,030	1,478,067	1,121,688	1,047,071
Non-controlling interests		16,474	23,093	18,623	14,937
		1,117,504	1,501,160	1,140,311	1,062,008
EARNINGS PER SHARE					
ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT					
Basic					
– For profit for the year/period (RMB).	14	3.89	5.04	3.83	3.58
Diluted					
– For profit for the year/period (RMB).	14	3.87	5.04	3.82	3.58

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i> <i>(Unaudited)</i>	<i>RMB’000</i> <i>(Unaudited)</i>
PROFIT FOR THE				
YEAR/PERIOD	<u>1,117,504</u>	<u>1,501,160</u>	<u>1,140,311</u>	<u>1,062,008</u>
OTHER COMPREHENSIVE				
(LOSS)/INCOME				
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:				
Exchange differences on translation of foreign operations.	<u>(979)</u>	<u>3,210</u>	<u>1,796</u>	<u>1,864</u>
TOTAL COMPREHENSIVE				
INCOME FOR THE				
YEAR/PERIOD	<u>1,116,525</u>	<u>1,504,370</u>	<u>1,142,107</u>	<u>1,063,872</u>
Total comprehensive income				
attributable to:				
Owners of the parent	<u>1,100,345</u>	<u>1,480,313</u>	<u>1,122,945</u>	<u>1,048,376</u>
Non-controlling interests	<u>16,180</u>	<u>24,057</u>	<u>19,162</u>	<u>15,496</u>
	<u>1,116,525</u>	<u>1,504,370</u>	<u>1,142,107</u>	<u>1,063,872</u>

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		As at 30 September
	Notes	2022	2023	2024
		RMB'000	RMB'000	RMB'000 (Unaudited)
NON-CURRENT ASSETS				
Property, plant and equipment	15	4,139,075	5,166,525	5,297,480
Right-of-use assets	16(a)	368,625	382,562	431,076
Goodwill	17	806,500	770,407	770,407
Other intangible assets	18	339,873	305,047	278,160
Investment in an associate	19	9,496	15,096	13,213
Other non-current assets	20	43,629	80,065	46,964
Deferred tax assets	22	143,357	154,381	120,731
Total non-current assets		5,850,555	6,874,083	6,958,031
CURRENT ASSETS				
Inventories	23	3,136,836	3,566,705	2,800,073
Trade and bills receivables	24	736,997	572,084	693,263
Prepayments, other receivables and other assets	25	241,987	278,852	347,581
Financial assets at fair value through profit or loss	26	672,325	1,033,242	3,121,782
Restricted cash and time deposits	27	2,446,105	448,011	557,013
Cash and cash equivalents	27	3,057,910	4,527,451	2,013,137
Total current assets		10,292,160	10,426,345	9,532,849
CURRENT LIABILITIES				
Trade and bills payables	29	1,327,301	1,288,469	1,178,278
Other payables and accruals	30	1,885,979	2,229,172	1,630,124
Due to related parties – trade payables	31	–	7,751	1,818
Interest-bearing bank and other borrowings	28	489,905	326,341	112,119
Lease liabilities	16(b)	3,584	1,563	4,190
Tax payables		155,983	152,767	105,675
Total current liabilities		3,862,752	4,006,063	3,032,204
NET CURRENT ASSETS		6,429,408	6,420,282	6,500,645
TOTAL ASSETS LESS CURRENT LIABILITIES				
		12,279,963	13,294,365	13,458,676

APPENDIX I

ACCOUNTANTS’ REPORT

		As at 31 December		As at 30 September
	Notes	2022	2023	2024
		RMB'000	RMB'000	RMB'000 (Unaudited)
NON-CURRENT LIABILITIES				
Deferred income	32	118,459	132,121	125,523
Interest-bearing bank and other borrowings	28	2,266	1,465	759
Lease liabilities	16(b)	1,420	2,175	4,538
Deferred tax liabilities	22	211,482	248,881	246,778
Other payables and accruals	30	47,327	9,140	2,146
Total non-current liabilities		380,954	393,782	379,744
NET ASSETS		11,899,009	12,900,583	13,078,932
EQUITY				
Share capital	33	293,294	293,294	293,294
Treasury shares		(47,053)	(45,714)	(108,593)
Reserves	35(a)	11,433,043	12,380,443	12,590,175
Non-controlling interests		219,725	272,560	304,056
Total equity		11,899,009	12,900,583	13,078,932

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended 31 December 2022

	Attributable to owners of the parent							
	Share capital	Capital reserve*	Statutory reserve*	Exchange fluctuation reserves*	Treasury shares	Retained earnings*	Non-controlling interests	Total equity
	RMB'000 (note 33)	RMB'000 (note 35)	RMB'000 (note 35)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2022	244,424	2,419,919	138,325	(987)	(104,660)	2,376,400	70,369	5,143,790
Profit for the year	–	–	–	–	–	1,101,030	16,474	1,117,504
Other comprehensive income for the year:								
Exchange differences on translation of foreign operations	–	–	–	(685)	–	–	(294)	(979)
Total comprehensive (loss)/income for the year	–	–	–	(685)	–	1,101,030	16,180	1,116,525
Issue of shares	48,885	5,625,671	–	–	–	–	–	5,674,556
Share issue expenses	–	(39,982)	–	–	–	–	–	(39,982)
Capital injection from non-controlling equity holders	–	–	–	–	–	–	7,222	7,222
Share awards arrangements (note 35)	–	24,394	–	–	–	–	–	24,394
Vesting of restricted A-shares	–	–	–	–	57,221	–	–	57,221
Forfeiting of restricted A-shares	(15)	(729)	–	–	386	–	–	(358)
Final 2021 dividend	–	–	–	–	–	(205,013)	–	(205,013)
Transfer from retained profits	–	–	9,581	–	–	(9,581)	–	–
Acquisition of a subsidiary (note 37)	–	–	–	–	–	–	128,515	128,515
Others	–	(5,300)	–	–	–	–	(2,561)	(7,861)
As at 31 December 2022	293,294	8,023,973	147,906	(1,672)	(47,053)	3,262,836	219,725	11,899,009

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ACCOUNTANTS’ REPORT

Year ended 31 December 2023

	Attributable to owners of the parent								
	Share capital	Capital reserve*	Statutory reserve*	Exchange fluctuation reserves*	Treasury shares	Retained earnings*	Total	Non-controlling interests	Total equity
	RMB'000 (note 33)	RMB'000 (note 35)	RMB'000 (note 35)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2023	293,294	8,023,973	147,906	(1,672)	(47,053)	3,262,836	11,679,284	219,725	11,899,009
Profit for the year	–	–	–	–	–	1,478,067	1,478,067	23,093	1,501,160
Other comprehensive income for the year:									
Exchange differences on translation of foreign operations	–	–	–	2,246	–	–	2,246	964	3,210
Total comprehensive income for the year	–	–	–	2,246	–	1,478,067	1,480,313	24,057	1,504,370
Vesting of restricted shares	–	–	–	–	47,053	–	47,053	–	47,053
Capital injection from non-controlling equity shareholders	–	–	–	–	–	–	–	28,778	28,778
Share-based payment arrangements (note 35)	–	19,208	–	–	–	–	19,208	–	19,208
Repurchase of A-shares	–	–	–	–	(45,714)	–	(45,714)	–	(45,714)
Final 2022 dividend	–	–	–	–	–	(330,543)	(330,543)	–	(330,543)
2023 Interim dividend	–	–	–	–	–	(221,437)	(221,437)	–	(221,437)
Others	–	(141)	–	–	–	–	(141)	–	(141)
As at 31 December 2023	293,294	8,043,040	147,906	574	(45,714)	4,188,923	12,628,023	272,560	12,900,583

APPENDIX I

ACCOUNTANTS’ REPORT

Nine months ended 30 September 2023 (Unaudited)

	Attributable to owners of the parent						
	Share capital	Capital reserve*	Statutory reserve*	Exchange fluctuation reserves*	Treasury shares	Retained earnings*	Non-controlling interests
	RMB'000 (note 33)	RMB'000 (note 35)	RMB'000 (note 35)	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2023	293,294	8,023,973	147,906	(1,672)	(47,053)	3,262,836	219,725
Profit for the period	–	–	–	–	–	1,121,688	18,623
Other comprehensive income for the period:							
Exchange differences on translation of foreign operations	–	–	–	1,257	–	–	539
Total comprehensive income for the period	–	–	–	1,257	–	1,121,688	19,162
Vesting of restricted shares	–	–	–	–	47,053	–	–
Capital injection from non-controlling equity shareholders	–	–	–	–	–	–	23,889
Share-based payment arrangements	–	150	–	–	–	–	–
Final 2022 dividend	–	–	–	–	–	(330,543)	–
2023 Interim dividend	–	–	–	–	–	(221,437)	–
As at 30 September 2023	293,294	8,024,123	147,906	(415)	–	3,832,544	262,776
						12,297,452	12,560,228

Attributable to owners of the parent

* These reserve accounts comprise the consolidated reserves of RMB11,433,043,000, RMB12,380,443,000 and RMB12,590,175,000 in the consolidated statements of financial position as at 31 December 2022, 2023 and 30 September 2024, respectively.

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December		Nine months ended 30 September	
		2022	2023	2023	2024
	Notes	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
CASH FLOWS FROM					
OPERATING ACTIVITIES					
Profit before tax:		1,426,811	1,936,209	1,450,631	1,389,691
Adjustments for:					
Depreciation of property, plant and equipment	15	314,442	373,476	330,934	330,997
Depreciation of right-of-use assets	16(a)	11,428	12,383	9,186	10,946
Amortisation of other intangible assets	18	28,363	40,008	30,062	29,987
Interest income	6	(88,677)	(105,424)	(82,100)	(65,678)
Gain on disposal of financial assets at fair value through profit or loss	6	(7,738)	(16,519)	(13,094)	(14,433)
Unrealised fair value gains on financial assets at fair value through profit or loss	6	(2,500)	(9,162)	(4,223)	(10,678)
Loss on disposal of items of property, plant and equipment and right-of-use assets	7	8,021	20,849	6,370	4,478
Finance costs	9	12,376	14,215	10,195	7,359
Impairment of property, plant and equipment	7	1,023	–	–	–
Impairment of inventories . . .	8	45,029	29,255	4,994	1,141
Impairment losses/(reversal of impairment losses) on financial assets, net		11,457	(4,413)	(2,028)	12,010
Share-based payment expenses	34	33,460	19,208	291	83,147
Share of profit and loss of an associate.		4	(4,452)	(2,895)	(3,549)
Impairment of goodwill	7	–	36,093	–	–
		1,793,499	2,341,726	1,738,323	1,775,418
(Increase)/decrease in inventories		(382,717)	(460,272)	(211,930)	770,923
(Increase)/decrease in trade and bills receivables		(41,513)	116,005	221,303	(132,805)
Increase in prepayments, other receivables and other assets . .		(18,131)	(24,847)	(46,073)	(58,068)
Decrease in other non-current assets		3,970	2,845	2,792	952
Decrease in restricted cash and time deposits		7,571	25,685	27,193	8,827

APPENDIX I

ACCOUNTANTS’ REPORT

	<i>Note</i>	Year ended 31 December		Nine months ended 30 September	
		2022	2023	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)	<i>RMB'000</i> (Unaudited)
Decrease in trade and bills payables		(128,977)	(38,832)	(165,631)	(110,191)
Increase/(decrease) in other payables and accruals		273,422	272,694	(171,650)	(413,973)
(Decrease)/increase in deferred income		(1,439)	282	40	810
Increase/(decrease) in due to related parties – trade		–	7,751	9,839	(5,933)
Cash generated from operations		1,505,685	2,243,037	1,404,206	1,835,960
Interest received		51,750	84,750	63,633	58,494
Income tax paid		(196,108)	(420,729)	(313,723)	(354,273)
Net cash flows generated from operating activities		<u>1,361,327</u>	<u>1,907,058</u>	<u>1,154,116</u>	<u>1,540,181</u>
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from disposal of items of property, plant and equipment		3,054	4,023	630	1,782
Purchase of items of property, plant and equipment		(1,038,061)	(1,415,423)	(936,574)	(670,898)
Purchase of other intangible assets		(5,311)	(5,493)	(4,397)	(3,286)
Purchases of financial assets at fair value through profit or loss		(2,100,000)	(3,006,000)	(2,506,000)	(7,272,526)
Purchases of time deposits		(2,346,258)	(546,365)	(346,224)	(527,000)
Purchases of right-of-use assets – land use rights		(29,699)	(23,542)	–	(55,504)
Receipt of government grants for property, plant and equipment		39,200	48,597	47,799	40,406
Proceeds from disposal of financial assets at fair value through profit or loss		1,485,083	2,651,000	2,291,000	5,185,337
Proceeds from disposal of time deposits		50,000	2,539,448	2,432,104	416,355
Income from disposal of financial assets at fair value through profit or loss		7,953	19,764	16,131	23,760
Investment in an associate		(9,500)	–	–	–
Acquisition of subsidiaries, net of cash	37	<u>(805,699)</u>	<u>–</u>	<u>–</u>	<u>–</u>
Net cash flows (used in)/generated from investing activities		<u>(4,749,238)</u>	<u>266,009</u>	<u>994,469</u>	<u>(2,861,574)</u>

APPENDIX I

ACCOUNTANTS’ REPORT

		Year ended 31 December		Nine months ended 30 September	
	Note	2022	2023	2023	2024
		RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from interest-bearing bank and other borrowings . . .		661,800	564,500	535,500	483,000
Repayment of interest-bearing bank and other borrowings . . .		(661,146)	(679,213)	(530,434)	(697,738)
Principal portion of lease payments		(4,414)	(4,746)	(2,954)	(2,908)
Share issue expenses.		(36,963)	—	—	—
Dividends paid.		(205,013)	(551,980)	(330,543)	(921,791)
Interest paid for interest-bearing bank and other borrowings . . .		(14,274)	(17,017)	(12,816)	(7,015)
Issue of shares.		5,674,556	—	—	—
Capital injection from non-controlling equity shareholders		7,222	28,778	12,778	16,000
Repurchase of ordinary stocks . .		(386)	(45,714)	—	(62,879)
Net cash flows generated from/ (used in) financing activities. .		5,421,382	(705,392)	(328,469)	(1,193,331)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS.					
		2,033,471	1,467,675	1,820,116	(2,514,724)
Cash and cash equivalents at beginning of year/period		1,024,626	3,057,910	3,057,910	4,527,451
Effect of foreign exchange differences, net		(187)	1,866	1,076	410
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD.					
		3,057,910	4,527,451	4,879,102	2,013,137
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS					
Cash and bank balances	27	2,356,097	4,527,451	4,689,102	2,013,137
Non-pledged time deposits with original maturity of less than three months when acquired . .	27	701,813	—	190,000	—
Cash and cash equivalents as stated in the statements of cash flows and the statements of financial position		3,057,910	4,527,451	4,879,102	2,013,137

APPENDIX I

ACCOUNTANTS’ REPORT

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December		As at 30 September
	Notes	2022	2023	2024
		RMB'000	RMB'000	RMB'000 (Unaudited)
NON-CURRENT ASSETS				
Property, plant and equipment	15	234,000	215,524	206,162
Right-of-use assets	16(a)	17,714	17,170	16,154
Other intangible assets	18	6,890	8,727	9,522
Other non-current assets	20	4,082	2,790	2,012
Investments in subsidiaries	21	6,144,429	6,447,429	8,861,935
Total non-current assets		6,407,115	6,691,640	9,095,785
CURRENT ASSETS				
Inventories	23	232,868	178,820	141,350
Trade and bills receivables	24	21	2	404
Prepayments, other receivables and other assets	25	12,928	17,015	6,383
Amounts due from related parties		2,798,574	2,857,447	269,870
Financial assets at fair value through profit or loss	26	50,109	101,597	1,272,563
Restricted cash and time deposits	27	574,430	202,801	364,924
Cash and cash equivalents	27	134,825	244,571	164,447
Total current assets		3,803,755	3,602,253	2,219,941
CURRENT LIABILITIES				
Trade and bills payable	29	120,625	101,214	72,676
Other payables and accruals	30	821,567	1,001,834	1,891,526
Amounts due to related parties	31	—	260	1,569
Amounts due to subsidiaries		10,686	13,421	4,222
Lease liabilities	16(b)	1,205	727	311
Tax payable		—	—	12,966
Total current liabilities		954,083	1,117,456	1,983,270
NET CURRENT ASSETS		2,849,672	2,484,797	236,671
TOTAL ASSETS LESS CURRENT LIABILITIES				
		9,256,787	9,176,437	9,332,456
NON-CURRENT LIABILITIES				
Deferred income	32	28,024	20,935	18,231
Lease liabilities non-current	16(b)	423	829	595
Deferred tax liabilities	22	6,384	40,907	41,678
Other financial liabilities		13,601	6,902	—
Total non-current liabilities		48,432	69,573	60,504
NET ASSETS		9,208,355	9,106,864	9,271,952
EQUITY				
Share capital		293,294	293,294	293,294
Treasury shares		(47,053)	(45,714)	(108,593)
Reserves	35(b)	8,962,114	8,859,284	9,087,251
Total equity		9,208,355	9,106,864	9,271,952

APPENDIX I

ACCOUNTANTS’ REPORT

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE AND GROUP INFORMATION

The Company is a joint stock company with limited liability established in the People’s Republic of China (hereinafter referred to as “PRC”). The registered office of the Company is located at No. 2508, Xinyang Road, Haicang District, Xiamen. The Company’s A shares have been listed on the Shanghai Stock Exchange since 22 February 2017.

In the opinion of the directors, the controlling shareholders of the Company are Fujian Guoli Minsheng Technology Development Co., Ltd. (福建國力民生科技發展有限公司).

During the Relevant Periods, the Company and its subsidiaries (together as the “Group”) were involved in the operation of a franchised retail network and trading of home meal and other food related products in Mainland China.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies. The particulars of principal subsidiaries are set out below:

Name*	Place and date of incorporation/ registration and business	Normal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
無錫華順民生食品有限公司 (Wuxi Huashun Minsheng Foods Co., Ltd.) (i)	PRC/Mainland China 9 December 2005	RMB500,000,000	96.84%	3.16%	Food processing and production
無錫安井食品營銷有限公司 (Wuxi Anjoy Foods Marketing Co., Ltd.) (i)	PRC/Mainland China 5 November 2007	RMB312,000,000	100%	–	Food wholesaling and retailing
泰州安井食品有限公司 (Taizhou Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 28 March 2011	RMB965,000,000	100%	–	Food processing and production
香港安井食品有限公司 (Hong Kong Anjoy Foods Limited) (ii)	Hong Kong 24 February 2012	USD4,000,000	100%	–	Investment
遼寧安井食品有限公司 (Liaoning Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 23 July 2013	RMB635,000,000	100%	–	Food processing and production
四川安井食品有限公司 (Sichuan Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 3 May 2016	RMB810,000,000	100%	–	Food processing and production
湖北安井食品有限公司 (Hubei Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 27 November 2017	RMB500,000,000	100%	–	Food processing and production
河南安井食品有限公司 (Henan Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 18 October 2018	RMB930,000,000	100%	–	Food processing and production
廣東安井食品有限公司 (Guangdong Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 26 May 2020	RMB766,000,000	100%	–	Food processing and production
山東安井食品有限公司 (Shandong Anjoy Foods Co., Ltd.) (i)	PRC/Mainland China 2 April 2021	RMB655,000,000	100%	–	Food processing and production

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ACCOUNTANTS’ REPORT

Name*	Place and date of incorporation/ registration and business	Normal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
湖北安潤食品有限公司 (Hubei Anrun Foods Co., Ltd.) (i)	PRC/Mainland China 13 April 2021	RMB20,000,000	100%	–	Food processing and production
廈門安井凍品先生供應鏈有限公司 (Xiamen Anjoy Mr. Frozen Supply Chain Co., Ltd.) (i)	PRC/Mainland China 18 November 2020	RMB50,000,000	100%	–	Food wholesaling and retailing
洪湖市新宏業食品有限公司 (Honghu Xinhongye Food Co., Ltd.) (i)	PRC/Mainland China 25 October 2017	RMB80,000,000	90%	–	Food processing and production
洪湖市新宏業水產有限公司 (Honghu Xinhongye Aquatic Co., Ltd.) (i)	PRC/Mainland China 4 December 2017	RMB2,000,000	–	90%	Food processing and production
洪湖市宏業生態農業有限公司 (Honghu Hongye Eco-agriculture Co., Ltd.) (i)	PRC/Mainland China 31 October 2017	RMB2,000,000	–	90%	Food processing and production
Oriental Food Express Limited (v)	England 10 May 2011	GBP1,416	69.99%	–	Food production and retailing
Good News International Trading Europe B.V (v)	Holland 4 January 2021	EUR1,000	–	69.99%	Food wholesaling and retailing
Good News International Trading Limited (v)	England 1 February 2019	GBP100	–	69.99%	Food wholesaling and retailing
洪湖安井食品有限公司 (Honghu Anjoy Foods Co., Ltd.) (iii)	PRC/Mainland China 15 March 2022	RMB670,000,000	90%	–	Food processing and production
湖北新柳伍食品集團有限公司 (Hubei New Liuwu Foodstuff Group Co., Ltd.) (i)	PRC/Mainland China 23 July 2019	RMB260,000,000	70%	–	Food processing and production
潛江市新柳伍食品科技有限公司 (Qianjiang New Liuwu Food Technology Co., Ltd.) (i)	PRC/Mainland China 15 December 2021	RMB80,000,000	–	70%	Food processing and production
湖北松林生物飼料有限公司 (Hubei Songlin Biological Feed Co., Ltd.) (i)	PRC/Mainland China 4 January 2022	RMB5,000,000	–	70%	Food processing and production
江西柳伍食品有限公司 (Jiangxi Liuwu Co., Ltd. (iv)	PRC/Mainland China 14 November 2023	RMB20,000,000	–	70%	Food processing and production
廈門安井電子商務有限公司 (Xiamen Anjoy E-commerce Co., Ltd.) (iv)	PRC/Mainland China 11 January 2023	RMB10,000,000	100%	–	Food wholesaling and retailing
廈門安井食品工業有限公司 (Xiamen Anjoy Food Industry Co., Ltd.) (iv)	PRC/Mainland China 1 February 2023	RMB610,000,000	100%	–	Food processing and production

* The English names of the PRC companies above represent management’s best efforts in translating the Chinese names of these companies as no English names have been registered.

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The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results during the Relevant Periods or formed a substantial portion of the net assets of the Group.

Notes:

- (i) The statutory financial statements of these companies for the years ended 31 December 2022 and 2023 prepared in accordance with the PRC Generally Accepted Accounting Principles (“PRC GAAP”) were audited by BDO China SHU LUN PAN Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)).
- (ii) The statutory financial statements of this company for the years ended 31 December 2022 and 2023 prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) were audited by IP YING HO Certified Public Accountants LLP (葉永豪會計師事務所).
- (iii) The statutory financial statements of this company for the years ended 31 December 2023 prepared in accordance with the PRC GAAP were audited by BDO China SHU LUN PAN Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)).
- (iv) No audited statutory financial statements of these companies have been prepared for these companies for the year ended 31 December 2023 as they were established in 2023.
- (v) No audited statutory financial statements of these companies have been prepared for these companies as there is no statutory requirement to issue statutory financial statements at its place of incorporation.

2. ACCOUNTING POLICIES

2.1 Basis of Preparation

The Historical Financial Information has been prepared in accordance with IFRS accounting standards, which comprise all accounting standards and interpretations approved by the International Accounting Standards Board (the “IASB”).

All IFRS accounting standards effective for the accounting period commencing from 1 January 2024, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information consistently throughout the Relevant Periods and in the period covered by the Interim Financial Information.

The Historical Financial Information has been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the Relevant Periods and the nine months ended 30 September 2023 and 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

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

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

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

2.2 Issued but not yet Effective International Financial Reporting Standards

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

IFRS 18	<i>Presentation and Disclosure in Financial Statements³</i>
IFRS 19	<i>Subsidiaries without Public Accountability: Disclosures³</i>
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments²</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
Amendments to IAS 21	<i>Lack of Exchangeability¹</i>
Annual Improvement to IFRS Accounting Standards — Volume 11	<i>Amendments to IFRS 1, IFRS7, IFRS9, IFRS10 and IAS 7²</i>

1 Effective for annual periods beginning on or after 1 January 2025

2 Effective for annual periods beginning on or after 1 January 2026

3 Effective for annual/reporting periods beginning on or after 1 January 2027

4 No mandatory effective date yet determined but available for adoption

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRSs. IFRS 18 and the consequential amendments to other IFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of IFRS 18 on the presentation and disclosure of the Group’s financial statements.

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IFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRSs. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with IFRSs. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply IFRS 19. Some of the Company’s subsidiaries are considering the application of IFRS 19 in their specified financial statements.

Amendments to IFRS 9 and IFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening retained profits (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

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

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group’s financial statements.

Annual Improvements to IFRS Accounting Standards — Volume 11 set out amendments to IFRS 1, IFRS 7 (and the accompanying Guidance on implementing IFRS 7), IFRS 9, IFRS 10 and IAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

IFRS 7 Financial Instruments: Disclosures: The amendments have updated certain wording in paragraph B38 of IFRS 7 and paragraphs IG1, IG14 and IG20B of the Guidance on implementing IFRS 7 for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the Guidance on implementing IFRS 7 does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

IFRS 9 Financial Instruments: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 of IFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of IFRS 9 and Appendix A of IFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

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IFRS 10 *Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of IFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of IFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

IAS 7 *Statement of Cash Flows*: The amendments replace the term “cost method” with “at cost” in paragraph 37 of IAS 7 following the prior deletion of the definition of “cost method”. Earlier application is permitted. The amendments are not expected to have any impact on the Group’s financial statements.

2.3 Material Accounting Policies

Investments in an associate

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group’s investment in an associate is stated in the consolidated statement of financial position at the Group’s share of net assets under the equity method of accounting, less any impairment losses.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group’s previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

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After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its certain of financial assets and equity investments at fair value at the end of each of the Relevant Periods and 30 September 2024. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Historical Financial Information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the Relevant Periods.

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Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statements of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each of the Relevant Periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statements of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Category	Principal annual rate
Buildings	3.0%-9.5%
Machinery equipment	9.0%-32.0%
Motor vehicles	18.0%-32.0%
Office equipment	18.0%-32.0%
Other equipment	9.0%-19.2%
Leasehold improvements	20.0%-33.3%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statements of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Software

Software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 2 to 10 years based on the Group’s past experiences and different purposes on usages of the software and the authorised period for such uses.

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Trademarks and patent rights

Trademarks and patent rights acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Trademarks and patent rights with finite useful lives are stated at their cost less any impairment losses and are amortised on a straight-line basis over their estimated useful lives of 10 years. The Group determines their useful lives with reference to the estimated periods that the Group intends to derive future economic benefits from the use of the assets.

Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred. When no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises and plant	3-5 years
Leasehold land	50 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

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(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of warehouses and office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of office equipment that are considered to be of low value.

Lease payments on short-term leases of warehouses as the cost of sales on a straight-line basis over the lease term. Lease payments on short-term leases of office premises and leases of low-value assets are mainly recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

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

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

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Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group’s consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for financial assets measured at amortised cost (including cash and cash equivalents, restricted cash and time deposits, trade and bills receivables and other receivables). ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 60 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

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Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statements of profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has the right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statements of profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including short-term bank deposits and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of each of the Relevant Periods and 30 September 2024 of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statements of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in OCI or directly in equity.

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Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except that deferred tax is not recognised for the Pillar Two income taxes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each of the reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

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Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Sale of quick frozen foods

Revenue from the sale of home meal and other food related products is recognised at the point in time when control of the asset is transferred to the customer.

Some contracts for the sale of quick frozen foods provide customers with volume rebates, giving rise to variable consideration.

Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates restricted A share incentive scheme and share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration in exchange for equity instruments (“equity-settled transactions”).

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The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the closing price for employees and the Black-Scholes formula for executives respectively. The fair value of share option for employees and executives is determined by an external valuer using the Black-Scholes formula. Since there are no cash settlement alternatives, the Group accounts for the Restricted A-share Incentive Schemes and Share Option Scheme as an equity-settled share option scheme, further details of which are given in note 34 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statements of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Foreign currencies

These Historical Financial Information is presented in RMB, which is the Company’s functional currency. Each entity in the Group determines its own functional currency and items included in the Historical Financial Information of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

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The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests.

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group’s Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgement

In the process of applying the Group’s accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the Historical Financial Information:

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

The Group has amounts of unrecognised tax losses as at 31 December 2022, 2023 and 30 September, 2024 were Nil, RMB535,000 and RMB3,695,000, respectively. These losses related to subsidiaries that have a history of losses, have not expired, and may not be used to offset taxable income elsewhere in the Group. The subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward. Further details on deferred taxes are disclosed in note 22 to the financial statements.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision matrix is initially based on the Group’s historical observed default rates. The Group calibrated the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products, consumer price index, deposit reserve ratio, inflation rate and rate of unemployment) are expected to deteriorate over the next year which can lead to an increased number of defaults in the retail sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of a customer’s actual default in the future. The information about the ECLs on the Group’s trade receivables is disclosed in note 24 to the Historical Financial Information.

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Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at 31 December 2022, 2023 and 30 September 2024. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm’s length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate to calculate the present value of those cash flows. The carrying amounts of property, plant and equipment, right-of-use assets, other intangible assets, investments in an associate and other non-current assets are set out in notes 15, 16, 18, 19 and 20 to the Historical Financial Information.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill were RMB806,500,000, RMB770,407,000, and RMB770,407,000 as at 31 December 2022, 2023 and 30 September 2024. Further details are given in note 17 to the Historical Financial Information.

4. OPERATING SEGMENT INFORMATION

The Group manages its businesses as a whole by the most senior executive management for the purposes of resource allocation and performance assessment. The Group’s chief operating decision maker is the chief executive officer of the Group who reviews the Group’s consolidated results of operations for the purpose of making decisions about resource allocation and performance assessment. Accordingly, no reportable segment information is presented.

Geographical information

Since over 99% of the Group’s revenue and operating profits are derived from customers based in Mainland China and over 99% of the Group’s identifiable assets and liabilities are in Mainland China, no further geographical information in accordance with IFRS 8 *Operating Segments* is presented.

Information about major customers

No sales to a single customer accounted for 10% or more of the Group’s revenue during the Relevant Periods and nine months ended 30 September 2023 and 2024.

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5. REVENUE

An analysis of revenue is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Revenue from contracts with customers				
Sale of food products	<u>12,105,618</u>	<u>13,964,878</u>	<u>10,209,767</u>	<u>10,995,465</u>
Timing of revenue recognition				
Goods are satisfied at a point in time	<u>12,105,618</u>	<u>13,964,878</u>	<u>10,209,767</u>	<u>10,995,465</u>

The following table shows the amounts of revenue recognised in the Relevant Periods and the nine months ended 30 September 2023 and 2024 that were included in the contract liabilities at the beginning of each reporting period:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Revenue recognised that was included in contract liabilities at the beginning of the period:				
Sale and rebate allowance of food products	<u>504,909</u>	<u>683,328</u>	<u>589,180</u>	<u>791,601</u>

Performance obligations

Information about the Group’s performance obligations is summarised below:

Sale of food products

The performance obligation is satisfied when control of the food products is transferred to the customers and payment is generally due within 60 days from delivery, except for new customers, where payment in advance is normally required. Some contracts provide customers with volume rebates which gives rise to variable consideration.

The Group has no revenue contract that has an original expected duration of more than one year. Thus, management applied practical expedient under IFRS15 and did not disclose the aggregate amount of the transaction price allocated to the performance obligation that are unsatisfied or partially satisfied as of the end of 31 December 2022 and 2023 and 30 September 2024.

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6. OTHER INCOME AND GAINS, NET

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Other income				
Government grants related to				
– income (i)	115,573	125,278	97,451	22,419
– assets (ii)	12,700	15,711	11,709	13,591
Interest income	88,677	105,424	82,100	65,678
Income from sales of scrap, net . . .	12,989	13,635	9,019	15,375
Total other income	<u>229,939</u>	<u>260,048</u>	<u>200,279</u>	<u>117,063</u>
Gains, net				
Foreign exchange gains, net	–	25	94	–
Unrealised fair value gains on financial assets at fair value through profit or loss	2,500	9,162	4,223	10,678
Gain on disposal of financial assets at fair value through profit or loss	7,738	16,519	13,094	14,433
Others	3,089	4,623	4,512	3,837
Total gains, net	<u>13,327</u>	<u>30,329</u>	<u>21,923</u>	<u>28,948</u>
Total other income and gains, net . .	<u>243,266</u>	<u>290,377</u>	<u>222,202</u>	<u>146,011</u>

- (i) The government grants related to income have been received to reward for the Group’s contribution to the local economic growth. These grants related to income are recognised in the consolidated statements of profit or loss upon receipt of these rewards and the related conditions associated with the rewards, if any, are met. There are no unfulfilled conditions or other contingencies attaching to these grants.
- (ii) The Group has received certain government grants related to the investments in production plants and related to income. The grants related to assets were net off the book value of related assets or recognised in the consolidated statements of profit or loss over the useful lives of relevant assets. Details of these grants related to assets are set out in note 32 to the Historical Financial Information.

7. OTHER EXPENSES

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Donations	1,309	485	162	161
Foreign exchange losses, net	85	–	–	812
Loss on disposal of items of property, plant and equipment and right-of-use assets	8,021	20,849	6,370	4,478
Bank charges	797	788	594	491
Impairment loss of non-financial assets	1,023	36,093	–	–
Others	112	750	702	412
Total	<u>11,347</u>	<u>58,965</u>	<u>7,828</u>	<u>6,354</u>

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8. PROFIT BEFORE TAX

The Group’s profit before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December		Nine months ended 30 September	
		2022	2023	2023	2024
		RMB’000	RMB’000	RMB’000 (Unaudited)	RMB’000 (Unaudited)
Cost of goods sold		7,597,894	8,551,308	6,374,595	6,652,734
Depreciation of property, plant and equipment	15	314,442	373,476	330,934	330,997
Depreciation of right-of-use assets	16(a)	11,428	12,383	9,186	10,946
Interest on lease liabilities . . .	16(c)	226	134	102	158
Lease payments not included in the measurement of lease liabilities		12,584	14,892	12,956	13,840
Amortisation of other intangible assets*	18	28,363	40,008	30,062	29,987
Employee benefit expense (including directors’, chief executive’s and supervisors’ remuneration as set out in note 10):					
Wages and salaries		1,236,787	1,396,672	1,096,855	1,065,344
Share-based payment expenses	34	33,460	19,208	291	83,147
Pension scheme contributions, social welfare and other welfare**		165,898	191,659	134,860	160,792
Other employee benefits		73,648	125,177	94,142	74,529
Research and development cost***		93,328	94,471	67,437	71,330
(Reversal of impairment)/ impairment on financial assets		11,457	(4,413)	(2,028)	12,010
Impairment of inventories . . .	23	45,029	29,255	4,994	1,141
Impairment of property, plant and equipment		1,023	–	–	–
Impairment loss on goodwill . .		–	36,093	–	–
Auditor’s remuneration		2,050	2,050	–	–
Loss on disposal of items of property, plant and equipment and right-of-use assets	7	8,021	20,849	6,370	4,478
Government grants	6	(128,273)	(140,989)	(109,160)	(36,010)
Foreign exchange differences, net	6 & 7	85	(25)	(94)	812
Bank interest income	6	(88,677)	(105,424)	(82,100)	(65,678)
Finance costs	9	12,376	14,215	10,195	7,359

* The amortisation of other intangible assets is included in administrative expenses and selling and distribution expenses in the consolidated statements of profit or loss.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of pension scheme contributions.

*** Research and development cost include expenses relating to depreciation of property, plant and equipment, depreciation of right-of-use assets and staff costs, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.

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9. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Interest on bank and other borrowings	12,150	14,081	10,093	7,201
Interest on lease liabilities	226	134	102	158
	<u>12,376</u>	<u>14,215</u>	<u>10,195</u>	<u>7,359</u>

10. DIRECTORS’ AND CHIEF EXECUTIVE’S REMUNERATION

Details of the emoluments paid or payable to the directors and the chief executive of the Company for their services provided to the Group during the Relevant Periods and the nine months ended 30 September 2023 and 2024 are as follows:

		Year ended 31 December 2022					
		Fees	Salaries	Performance-related bonuses	Pension scheme contributions	Equity-settled share-based payment expenses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Chief executive, executive Directors and non-executive directors:							
Chief executive:							
Mr. Mingming Liu . . .	<i>i</i>	—	1,700	660	19	—	2,379
Executive Directors and non-executive directors:							
Mr. Qingmiao Zhang . .	<i>i</i>	—	1,664	660	19	549	2,892
Mr. Yongzhuang Bian .	<i>iv</i>	—	—	—	—	—	—
Mr. Gaolu Zhang	<i>ii</i>	—	785	650	19	—	1,454
Subtotal		—	4,149	1,970	57	549	6,725
Independent non-executive directors:							
Mr. Youmei Chen	<i>v</i>	80	—	—	—	—	80
Mr. Junyi Weng	<i>iii</i>	80	—	—	—	—	80
Ms. Dongyun Lin	<i>iii</i>	80	—	—	—	—	80
Subtotal		240	—	—	—	—	240
Supervisor:							
Ms. Zhihua Gu	<i>ii</i>	—	368	144	19	—	531
Mr. Yi Lin	<i>ii</i>	—	119	16	9	—	144
Ms. Yanping Cui	<i>iv</i>	—	305	—	—	—	305
Subtotal		—	792	160	28	—	980
Total		<u>240</u>	<u>4,941</u>	<u>2,130</u>	<u>85</u>	<u>549</u>	<u>7,945</u>

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Year ended 31 December 2023							
	Notes	Fees	Salaries	Performance-related bonuses	Pension scheme contributions	Equity-settled share-based payment expenses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Chief executive, executive Directors and non-executive directors:							
Chief executive:							
Mr. Mingming Liu . . .	<i>i</i>	—	2,700	960	—	—	3,660
Executive Directors and non-executive directors:							
Mr. Qingmiao Zhang . .	<i>i</i>	—	2,700	960	20	9	3,689
Mr. Yongzhuang Bian .	<i>iv</i>	—	—	—	—	—	—
Mr. Gaolu Zhang	<i>ii</i>	—	1,780	660	20	—	2,460
Mr. Fan Dai	<i>vi</i>	—	590	—	—	—	590
Mr. Yanan Zheng	<i>vi</i>	—	—	—	—	133	133
Subtotal		—	7,770	2,580	40	142	10,532
Independent non-executive directors:							
Mr. Youmei Chen	<i>v</i>	40	—	—	—	—	40
Mr. Junyi Weng	<i>iii</i>	40	—	—	—	—	40
Ms. Dongyun Lin	<i>iii</i>	40	—	—	—	—	40
Ms. Mei Zhang	<i>vi</i>	48	—	—	—	—	48
Ms. Bei Zhao	<i>vi</i>	48	—	—	—	—	48
Mr. Yueping Zhang . . .	<i>vi</i>	48	—	—	—	—	48
Subtotal		264	—	—	—	—	264
Supervisor:							
Ms. Zhihua Gu	<i>ii</i>	—	184	144	8	—	336
Mr. Yi Lin	<i>ii</i>	—	65	17	4	—	86
Ms. Yanping Cui	<i>iv</i>	—	153	—	—	—	153
Ms. Runan Zheng	<i>vi</i>	—	101	—	3	—	104
Mr. Guangxi Zhang . . .	<i>vi</i>	—	632	—	—	—	632
Mr. Wei Zhang	<i>vi</i>	—	115	25	7	—	147
Subtotal		—	1,250	186	22	—	1,458
Total		264	9,020	2,766	62	142	12,254

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Nine months ended 30 September 2023 (Unaudited)							
	Notes	Fees	Salaries	Performance-related bonuses	Pension scheme contributions	Equity-settled share-based payment expenses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Chief executive, executive Directors and non-executive directors:							
Chief executive:							
Mr. Mingming Liu . . .	<i>i</i>	—	1,116	960	—	—	2,076
Executive Directors and non-executive directors:							
Mr. Qingmiao Zhang . .	<i>i</i>	—	1,245	960	15	9	2,229
Mr. Yongzhuang Bian .	<i>iv</i>	—	—	—	—	—	—
Mr. Gaolu Zhang	<i>ii</i>	—	765	660	15	—	1,440
Mr. Fan Dai	<i>vi</i>	—	75	—	—	—	75
Mr. Yanan Zheng	<i>vi</i>	—	—	—	—	—	—
Subtotal		—	3,201	2,580	30	9	5,820
Independent non-executive directors:							
Mr. Youmei Chen	<i>v</i>	40	—	—	—	—	40
Mr. Junyi Weng	<i>iii</i>	40	—	—	—	—	40
Ms. Dongyun Lin	<i>iii</i>	40	—	—	—	—	40
Ms. Mei Zhang	<i>vi</i>	—	—	—	—	—	—
Ms. Bei Zhao	<i>vi</i>	—	—	—	—	—	—
Mr. Yueping Zhang . . .	<i>vi</i>	—	—	—	—	—	—
Subtotal		120	—	—	—	—	120
Supervisor:							
Ms. Zhihua Gu	<i>ii</i>	—	184	144	8	—	336
Mr. Yi Lin	<i>ii</i>	—	55	17	4	—	76
Ms. Yanping Cui	<i>iv</i>	—	153	—	—	—	153
Ms. Runan Zheng	<i>vi</i>	—	101	—	2	—	103
Mr. Guangxi Zhang . . .	<i>vi</i>	—	96	—	—	—	96
Mr. Wei Zhang	<i>vi</i>	—	115	25	4	—	144
Subtotal		—	704	186	18	—	908
Total		120	3,905	2,766	48	9	6,848

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Nine months ended 30 September 2024 (Unaudited)							
	Notes	Fees	Salaries	Performance-related bonuses	Pension scheme contributions	Equity-settled share-based payment expenses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Chief executive, executive Directors and non-executive directors:							
Chief executive:							
Mr. Mingming Liu	<i>i</i>	—	1,158	2,220	—	—	3,378
Executive Directors and non-executive directors:							
Mr. Qingmiao Zhang	<i>i</i>	—	1,153	2,220	15	—	3,388
Mr. Yongzhuang Bian	<i>iv</i>	—	—	—	—	—	—
Mr. Gaolu Zhang	<i>ii</i>	—	765	1,480	15	—	2,260
Mr. Fan Dai	<i>vi</i>	—	257	420	—	—	677
Mr. Yanan Zheng	<i>vi</i>	—	—	—	—	598	598
Mr. Jianlian Huang	<i>viii</i>	—	—	—	—	—	—
Subtotal		—	3,333	6,340	30	598	10,301
Independent non-executive directors:							
Ms. Mei Zhang	<i>vi</i>	72	—	—	—	—	72
Ms. Bei Zhao	<i>vi</i>	53	—	—	—	—	53
Mr. Yueping Zhang	<i>vi</i>	72	—	—	—	—	72
Subtotal		197	—	—	—	—	197
Supervisor:							
Ms. Runan Zheng	<i>vi</i>	—	70	18	3	—	91
Mr. Guangxi Zhang	<i>vi</i>	—	336	420	—	—	756
Mr. Wei Zhang	<i>vi</i>	—	178	25	9	—	212
Ms. Xiaojiao Wang	<i>vii</i>	—	28	12	3	—	43
Subtotal		—	612	475	15	—	1,102
Total		197	3,945	6,815	45	598	11,600

Notes:

- (i) Mr. Mingming Liu and Mr. Qingmiao Zhang were appointed in February 2011.
- (ii) Mr. Gaolu Zhang, Ms. Zhihua Gu, Mr. Yi Lin were appointed in April 2017. Ms. Zhihua Gu, Mr. Yi Lin were retired in May 2023.
- (iii) Mr. Junyi Weng, and Ms. Dongyun Lin were appointed in May 2017 and retired in May 2023.
- (iv) Mr. Yongzhuang Bian and Ms. Yanping Cui were appointed in September 2017. Ms. Yanping Cui was retired in May 2023. Mr. Yongzhuang Bian resigned in September 2024.
- (v) Mr. Youmei Chen was appointed in December 2017 and retired in May 2023.
- (vi) Ms. Mei Zhang, Ms. Bei Zhao, Mr. Yueping Zhang, Mr. Yanan Zheng, Mr. Fan Dai, Ms. Runan Zheng, Mr. Guangxi Zhang and Mr. Wei Zhang were appointed in May 2023. Ms. Runan Zheng was retired in May 2024.
- (vii) Ms. Xiaojiao Wang was appointed in May 2024.
- (viii) Mr. Jianlian Huang was appointed in September 2024.

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There was no arrangement under which a director, a supervisor or the chief executive waived or agreed to waive any remuneration during the reporting periods.

The fair value of the restricted A-shares incentive scheme and share option scheme, which has been recognised in the consolidated statements of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated statements of profit or loss for each of the Relevant Periods and the nine months ended 30 September 2023 and 2024 are included in the above directors’ and chief executive’s remuneration disclosures.

11. FIVE HIGHEST PAID EMPLOYEES

The five individuals with the highest emoluments in the Group for the years ended 31 December 2022 and 2023, and the nine months ended 30 September 2023 and 2024 include two, two, two and two directors and the chief executive, respectively, details of whose remuneration are set out in note 10 above. Details of the remuneration for the years ended 31 December 2022 and 2023, and the nine months ended 30 September 2023 and 2024 of the remaining two, two, two and two highest paid employees who are neither a director nor chief executive of the Company are as follows:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB’000	RMB’000	RMB’000 (Unaudited)	RMB’000 (Unaudited)
Salaries, allowances and benefits in kind	2,120	3,219	1,274	2,358
Performance-related bonuses	840	1,320	1,320	1,920
Equity-settled share option expense	–	266	–	1,196
Pension scheme contributions	37	38	26	29
	<u>2,997</u>	<u>4,843</u>	<u>2,620</u>	<u>5,503</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees			
	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
			(Unaudited)	(Unaudited)
HK\$500,001 to HK\$1,000,000	–	–	–	–
HK\$1,000,001 to HK\$1,500,000 . . .	–	–	–	–
HK\$1,500,001 to HK\$2,000,000 . . .	2	–	2	–
HK\$2,000,001 to HK\$2,500,000 . . .	–	2	–	–
HK\$2,500,001 to HK\$3,000,000 . . .	–	–	–	–
HK\$3,000,001 to HK\$3,500,000 . . .	–	–	–	2
	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

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12. INCOME TAX

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Current – PRC				
Charge for the year.	308,154	409,069	258,973	295,711
Under/(over) provision in prior years	111	(254)	(409)	426
Deferred income tax (note 22)	1,042	26,234	51,756	31,546
Total	<u>309,307</u>	<u>435,049</u>	<u>310,320</u>	<u>327,683</u>

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

PRC corporate income tax

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of the Group’s PRC subsidiaries is 25% unless subject to tax exemption set out below.

Pursuant to an announcement [2021] No. 8 “The Announcement on the Implementation and Supporting of Preferential Income Tax Policies for Small-scaled minimal profit enterprise and Individual Industrial and Commercial Households Development” issued by MOF and National Tax Bureau on 7 April 2021, for Small-scaled minimal profit enterprise with an annual taxable income below RMB1,000,000 (RMB1,000,000 included), the taxable income is reduced by 12.5%, and the enterprise income tax is paid at the tax rate of 20%, the Small-scaled minimal profit enterprise with an annual taxable income between RMB1,000,000 and RMB3,000,000 (RMB3,000,000 included) is entitled to a preferential tax treatment with only 50% income taxable at the preferential EIT rate of 20%. Pursuant to an announcement [2023] No. 12 “The Announcement on the Implementation of Preferential Income Tax Policies for Small-scaled minimal profit enterprise and Individual Industrial and Commercial Households” issued by MOF and National Tax Bureau on 2 August 2023, for Small-scaled minimal profit enterprise, the tax relief policy extended to 12 December 2027. That is, for Small-scaled minimal profit enterprise whose annual taxable income does not exceed RMB1,000,000, the taxable income is reduced by 12.5%, and the enterprise income tax is paid at the tax rate of 20%, from 1 January 2022 to 30 September 2024. Certain subsidiaries which meet the criteria of “Small-scaled minimal profit enterprise” are eligible for preferential tax rate of 20%.

Pursuant to an announcement [2020] 560 issued by Sichuan Economic and Information Technology Industry Development and Regulation Bureau, the main business of the company’s subsidiary, Sichuan Anjoy Foods Co., Ltd. is in line with the encouraged industries in the “Guiding Catalogue for Industrial Structure Adjustment (2019 Edition)”, allowing it to enjoy a reduced enterprise income tax rate of 15%.

Pursuant to the Regulations for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China, the income from the agricultural products processing projects of the company’s subsidiaries Anshan Anrun Food Co., Ltd., Hubei Anrun Food Co., Ltd., Honghu Xinhongye Food Co., Ltd., Hubei New Liuwu Foodstuff Group Co., Ltd., and the subsidiary companies Honghu Hongye Eco-agriculture Company Co., Ltd., Qianjiang New Liuwu Food Technology Co., Ltd., and Hubei Songlin Biological Feed Co., Ltd. are exempted from enterprise income tax.

HK profit tax

No Hong Kong profit tax has been provided for the subsidiary incorporated in Hong Kong as no assessable profits have been generated in Hong Kong during each of the Relevant Periods and the period ended 30 September 2023 and 2024.

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UK corporation tax

Before 1 April 2023, Oriental Food Express Limited, the UK corporation tax has been provided at the rate of 19% on the estimated assessable profits arising in UK. From 1 April 2023, the corporation tax main rate for non-ring fence profits increased to 25% for profits above GBP250,000. A small profits rate of 19% was also applicable to the companies with profits of GBP50,000 or less. Companies with profits between GBP50,000 and GBP250,000 will pay tax at the main rate, reduced by a marginal relief. Certain subsidiaries of the Group are the qualifying entities under the UK corporation tax rates regime.

The Group is within the scope of the Pillar Two model rules published by the Organization for Economic Co-operation and Development. While Hong Kong is in the process of seeking consultation on the implementation of the global minimum tax and domestic minimum top-up tax, it is expected that the new regime will come into effect for the Group’s financial year beginning on January 1, 2025. Of the jurisdictions in which Oriental Food Express Limited operates, UK enacted Pillar Two legislation which is effective and is applicable to the Group for the year beginning on January 1, 2024. The Group has undertaken a preliminary assessment of the Pillar Two tax implications for the jurisdictions in which the Group operates and have enacted Pillar Two legislation. Based on the preliminary assessment and current financials, the Group does not expect to have any material Pillar Two exposure (including current tax) arising in these jurisdictions during the nine months ended September 30, 2024. The Group has also applied the Amendments to IAS 12, “International Tax Reform — Pillar Two Model Rules”, temporary mandatory exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled and/or operate to the tax expense at the effective tax rates is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Profit before tax	1,426,811	1,936,209	1,450,631	1,389,691
Tax at the PRC EIT rate of 25% . . .	356,703	484,052	362,658	347,423
Effect of different tax rate	(8,315)	(13,434)	(11,199)	(10,929)
Adjustments in respect of current tax of previous years	111	(254)	(409)	426
Expenses not deductible for tax . . .	5,310	15,710	2,461	21,916
Research and development super deduction and disabled individuals super deduction	(13,983)	(13,280)	(8,788)	(8,737)
Income not subject to tax	(30,519)	(38,280)	(34,390)	(26,111)
Tax losses utilized from previous period	—	—	(13)	—
Tax losses not recognized	—	535	—	3,695
Tax charge at the Group’s effective rate	<u>309,307</u>	<u>435,049</u>	<u>310,320</u>	<u>327,683</u>

13. DIVIDENDS

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Interim – (2023: CNY0.755 cent 2024: CNY1.380 cent) per ordinary share	—	221,437	221,437	403,144
Proposed final – (2022: CNY1.127 cent 2023: CNY1.775 cent) per ordinary share	<u>330,543</u>	<u>518,647</u>	<u>—</u>	<u>—</u>

The proposed final dividend for the period is subject to the approval of the Company’s shareholders at the annual general meeting.

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14. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year or period attributable to owners of the parent, adjusted to reflect the cash dividends distributed to the restricted A-shares scheme and the weighted average number of ordinary shares of 282,987,000, 293,118,000, 293,086,000 and 292,197,000 during the years ended 31 December 2022 and 2023 and the nine months ended 30 September 2023 and 2024, respectively.

(a) Basic

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
			(Unaudited)	(Unaudited)
Profit attributable to owners of the parent (RMB'000)	1,101,030	1,478,067	1,121,688	1,047,071
Less: Cash dividends distributed to the restricted A-shares scheme (RMB'000)	(1,313)	—	—	—
Adjusted profit attributable to ordinary equity owners of the parent, used in the basic earnings per share calculation (RMB'000)	1,099,717	1,478,067	1,121,688	1,047,071
Weighted average number of ordinary shares used in the basic earnings per share calculation ('000)	282,987	293,118	293,086	292,197
Basic earnings per share (RMB cents)	3.89	5.04	3.83	3.58

(b) Diluted

The calculation of the diluted earnings per share amount is based on the profit for the year or period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year or period, as used in the basic earnings per share calculation, and the weighted average number of restricted ordinary shares with a contingent non-market performance condition assumed to have been released upon vesting of all dilutive potential ordinary shares. The Group has excluded the share option scheme from the diluted earnings per share calculation for the year ended 31 December 2023 and the nine months ended 30 September 2024 as it has an anti-dilutive effect on the basic earnings per share amounts presented.

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
			(Unaudited)	(Unaudited)
Profit attributable to owners of the parent (RMB'000)	1,101,030	1,478,067	1,121,688	1,047,071
Weighted average number of ordinary shares used in the basic earnings per share calculation ('000)	282,987	293,118	293,086	292,197
Adjustment for the restricted A-shares	1,519	157	208	—
Weighted average number of ordinary shares used in the diluted earnings per share calculation ('000)	284,506	293,275	293,294	292,197
Diluted earnings per share (RMB cents)	3.87	5.04	3.82	3.58

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15. PROPERTY, PLANT AND EQUIPMENT

Group	Buildings	Machinery equipment	Motor vehicles	Office equipment	Other equipment	Construction in progress	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2022								
At 1 January 2022:								
Cost	1,880,615	1,762,487	35,650	60,414	72,692	315,613	46,802	4,174,273
Accumulated depreciation and impairment . . .	(328,732)	(492,915)	(20,664)	(36,706)	(33,752)	—	(25,933)	(938,702)
Net carrying amount	<u>1,551,883</u>	<u>1,269,572</u>	<u>14,986</u>	<u>23,708</u>	<u>38,940</u>	<u>315,613</u>	<u>20,869</u>	<u>3,235,571</u>
At 1 January 2022, net of accumulated depreciation and impairment	1,551,883	1,269,572	14,986	23,708	38,940	315,613	20,869	3,235,571
Additions	—	182,304	3,908	14,388	7,246	654,952	24,483	887,281
Transfers	147,306	83,565	—	—	1,579	(232,450)	—	—
Acquisition of subsidiaries (note 37).	179,305	136,901	3,985	2,615	683	22,972	—	346,461
Disposals	(810)	(40,533)	(1,117)	(2,043)	(1,608)	—	(11,637)	(57,748)
Depreciation provided during the year	(94,170)	(181,020)	(6,154)	(11,995)	(10,518)	—	(10,585)	(314,442)
Disposals of depreciation	259	26,491	860	1,919	1,471	—	11,637	42,637
Impairment provided during the year . .	—	(997)	—	(1)	(25)	—	—	(1,023)
Disposals of impairment	—	312	—	1	25	—	—	338
At 31 December 2022, net of accumulated depreciation and impairment	<u>1,783,773</u>	<u>1,476,595</u>	<u>16,468</u>	<u>28,592</u>	<u>37,793</u>	<u>761,087</u>	<u>34,767</u>	<u>4,139,075</u>
At 31 December 2022:								
Cost	2,206,416	2,124,724	42,426	75,374	80,592	761,087	59,648	5,350,267
Accumulated depreciation and impairment	(422,643)	(648,129)	(25,958)	(46,782)	(42,799)	—	(24,881)	(1,211,192)
Net carrying amount	<u>1,783,773</u>	<u>1,476,595</u>	<u>16,468</u>	<u>28,592</u>	<u>37,793</u>	<u>761,087</u>	<u>34,767</u>	<u>4,139,075</u>

As at 31 December 2022, certain of the Group’s buildings with an aggregate net carrying amount of approximately RMB78,502,000 were pledged to secure other borrowings granted to the Group (note 28).

As at 31 December 2022, the Group has obtained the property ownership certificates for all buildings except for the buildings with a carrying amount of RMB243,149,000 in which the Group is in the process of obtaining the certificates.

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Group	Buildings	Machinery equipment	Motor vehicles	Office equipment	Other equipment	Construction in progress	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2023								
At 1 January 2023:								
Cost	2,206,416	2,124,724	42,426	75,374	80,592	761,087	59,648	5,350,267
Accumulated depreciation and impairment . . .	(422,643)	(648,129)	(25,958)	(46,782)	(42,799)	—	(24,881)	(1,211,192)
Net carrying amount	<u>1,783,773</u>	<u>1,476,595</u>	<u>16,468</u>	<u>28,592</u>	<u>37,793</u>	<u>761,087</u>	<u>34,767</u>	<u>4,139,075</u>
At 1 January 2023, net of accumulated depreciation and impairment	1,783,773	1,476,595	16,468	28,592	37,793	761,087	34,767	4,139,075
Additions	72	300,965	8,014	19,779	8,039	1,070,258	20,305	1,427,432
Transfers	602,536	161,524	—	2,853	892	(767,805)	—	—
Disposals	(2,110)	(63,477)	(2,270)	(1,769)	(335)	—	(12,742)	(82,703)
Depreciation provided during the year	(116,604)	(215,267)	(6,598)	(14,201)	(9,096)	—	(11,710)	(373,476)
Disposals of depreciation	506	38,531	1,999	1,592	259	—	12,742	55,629
Disposals of impairment	—	568	—	—	—	—	—	568
At 31 December 2023, net of accumulated depreciation and impairment	<u>2,268,173</u>	<u>1,699,439</u>	<u>17,613</u>	<u>36,846</u>	<u>37,552</u>	<u>1,063,540</u>	<u>43,362</u>	<u>5,166,525</u>
At 31 December 2023:								
Cost	2,806,914	2,523,736	48,170	96,237	89,188	1,063,540	67,211	6,694,996
Accumulated depreciation and impairment	(538,741)	(824,297)	(30,557)	(59,391)	(51,636)	—	(23,849)	(1,528,471)
Net carrying amount	<u>2,268,173</u>	<u>1,699,439</u>	<u>17,613</u>	<u>36,846</u>	<u>37,552</u>	<u>1,063,540</u>	<u>43,362</u>	<u>5,166,525</u>

As at 31 December 2023, certain of the Group’s buildings with an aggregate net carrying amount of approximately RMB126,918,000 were pledged to secure other borrowings granted to the Group (note 28).

As at 31 December 2023, the Group has obtained the property ownership certificates for all buildings except for the buildings with a carrying amount of RMB166,772,000 in which the Group is in the process of obtaining the certificates.

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Group	Buildings	Machinery equipment	Motor vehicles	Office equipment	Other equipment	Construction in progress	Leasehold improvements	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
30 September 2024								
At 1 January 2024:								
Cost	2,806,914	2,523,736	48,170	96,237	89,188	1,063,540	67,211	6,694,996
Accumulated depreciation and impairment . . .	(538,741)	(824,297)	(30,557)	(59,391)	(51,636)	—	(23,849)	(1,528,471)
Net carrying amount	<u>2,268,173</u>	<u>1,699,439</u>	<u>17,613</u>	<u>36,846</u>	<u>37,552</u>	<u>1,063,540</u>	<u>43,362</u>	<u>5,166,525</u>
At 1 January 2024, net of accumulated depreciation and impairment	2,268,173	1,699,439	17,613	36,846	37,552	1,063,540	43,362	5,166,525
Additions	1,389	238,618	4,242	13,025	4,115	204,498	5,893	471,780
Transfers	530,973	25,242	—	—	—	(556,215)	—	—
Disposals	—	(22,826)	(1,475)	(1,388)	(510)	—	(1,445)	(27,644)
Depreciation provided during the year	(114,354)	(181,243)	(5,400)	(13,122)	(7,184)	—	(9,694)	(330,997)
Disposals of depreciation	—	13,365	1,350	1,194	462	—	1,445	17,816
At 30 September 2024, net of accumulated depreciation and impairment	<u>2,686,181</u>	<u>1,772,595</u>	<u>16,330</u>	<u>36,555</u>	<u>34,435</u>	<u>711,823</u>	<u>39,561</u>	<u>5,297,480</u>
At 30 September 2024:								
Cost	3,339,276	2,764,770	50,937	107,874	92,793	711,823	71,659	7,139,132
Accumulated depreciation and impairment	(653,095)	(992,175)	(34,607)	(71,319)	(58,358)	—	(32,098)	(1,841,652)
Net carrying amount	<u>2,686,181</u>	<u>1,772,595</u>	<u>16,330</u>	<u>36,555</u>	<u>34,435</u>	<u>711,823</u>	<u>39,561</u>	<u>5,297,480</u>

As at 30 September 2024, certain of the Group’s buildings and motor vehicles with aggregate net carrying amount of approximately RMB75,767,000 were pledged to secure bank and other borrowings granted to the Group, respectively (note 28).

As at 30 September 2024, the Group has obtained the property ownership certificates for all buildings except for the buildings with a carrying amount of RMB302,336,000 in which the Group is in the process of obtaining the certificates.

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Company	Buildings	Machinery equipment	Motor vehicles	Office equipment	Other equipment	Construction in progress	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2022								
At 1 January 2022:								
Cost	190,049	254,388	9,260	12,881	10,245	3,935	317	481,075
Accumulated depreciation and impairment . . .	(79,196)	(130,876)	(6,686)	(9,188)	(7,650)	—	(9)	(233,605)
Net carrying amount	<u>110,853</u>	<u>123,512</u>	<u>2,574</u>	<u>3,693</u>	<u>2,595</u>	<u>3,935</u>	<u>308</u>	<u>247,470</u>
At 1 January 2022, net of accumulated depreciation and impairment	110,853	123,512	2,574	3,693	2,595	3,935	308	247,470
Additions.	—	11,987	382	7,135	1,767	197	5,401	26,869
Depreciation provided during the year	(8,195)	(21,660)	(738)	(2,148)	(653)	—	(636)	(34,030)
Disposals.	—	(12,881)	(212)	(4,880)	(499)	—	—	(18,472)
Disposals of depreciation	<u>—</u>	<u>10,112</u>	<u>167</u>	<u>1,410</u>	<u>474</u>	<u>—</u>	<u>—</u>	<u>12,163</u>
At 31 December 2022, net of accumulated depreciation and impairment	<u>102,658</u>	<u>111,070</u>	<u>2,173</u>	<u>5,210</u>	<u>3,684</u>	<u>4,132</u>	<u>5,073</u>	<u>234,000</u>
At 31 December 2022:								
Cost	190,049	253,494	9,430	15,136	11,513	4,132	5,718	489,472
Accumulated depreciation and impairment . . .	(87,391)	(142,424)	(7,257)	(9,926)	(7,829)	—	(645)	(255,472)
Net carrying amount	<u>102,658</u>	<u>111,070</u>	<u>2,173</u>	<u>5,210</u>	<u>3,684</u>	<u>4,132</u>	<u>5,073</u>	<u>234,000</u>

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Company	Buildings	Machinery equipment	Motor vehicles	Office equipment	Other equipment	Construction in progress	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2023								
At 1 January 2023:								
Cost	190,049	253,494	9,430	15,136	11,513	4,132	5,718	489,472
Accumulated depreciation and impairment . . .	(87,391)	(142,424)	(7,257)	(9,926)	(7,829)	—	(645)	(255,472)
Net carrying amount	<u>102,658</u>	<u>111,070</u>	<u>2,173</u>	<u>5,210</u>	<u>3,684</u>	<u>4,132</u>	<u>5,073</u>	<u>234,000</u>
At 1 January 2023, net of accumulated depreciation and impairment	102,658	111,070	2,173	5,210	3,684	4,132	5,073	234,000
Additions	—	9,788	1,801	3,958	3,616	3,180	—	22,343
Depreciation provided during the year	(8,194)	(20,277)	(741)	(2,190)	(849)	—	(1,127)	(33,378)
Disposals	—	(12,160)	(932)	(2,474)	(370)	—	—	(15,936)
Disposals of depreciation	—	6,963	850	335	347	—	—	8,495
Transfers	—	5,459	—	—	99	(5,558)	—	—
At 31 December 2023, net of accumulated depreciation and impairment	<u>94,464</u>	<u>100,843</u>	<u>3,151</u>	<u>4,839</u>	<u>6,527</u>	<u>1,754</u>	<u>3,946</u>	<u>215,524</u>
At 31 December 2023:								
Cost	190,049	256,581	10,299	16,620	14,858	1,754	5,718	495,879
Accumulated depreciation and impairment . . .	(95,585)	(155,738)	(7,148)	(11,781)	(8,331)	—	(1,772)	(280,355)
Net carrying amount	<u>94,464</u>	<u>100,843</u>	<u>3,151</u>	<u>4,839</u>	<u>6,527</u>	<u>1,754</u>	<u>3,946</u>	<u>215,524</u>

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Company	Buildings	Machinery equipment	Motor vehicles	Office equipment	Other equipment	Construction in progress	Leasehold improvements	Total
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
30 September 2024								
At 1 January 2024:								
Cost	190,049	256,581	10,299	16,620	14,858	1,754	5,718	495,879
Accumulated depreciation and impairment . . .	(95,585)	(155,738)	(7,148)	(11,781)	(8,331)	—	(1,772)	(280,355)
Net carrying amount	<u>94,464</u>	<u>100,843</u>	<u>3,151</u>	<u>4,839</u>	<u>6,527</u>	<u>1,754</u>	<u>3,946</u>	<u>215,524</u>
At 1 January 2024, net of accumulated depreciation and impairment	94,464	100,843	3,151	4,839	6,527	1,754	3,946	215,524
Additions.	1,389	4,471	107	3,307	1,701	8,516	371	19,862
Depreciation provided during the year	(7,158)	(13,531)	(737)	(1,862)	(1,239)	—	(912)	(25,439)
Disposals.	—	(7,688)	—	(1,672)	(55)	—	—	(9,415)
Disposals of depreciation	—	5,245	—	331	54	—	—	5,630
Transfers	<u>—</u>	<u>3,075</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(3,075)</u>	<u>—</u>	<u>—</u>
At 30 September 2024, net of accumulated depreciation and impairment	<u>88,695</u>	<u>92,415</u>	<u>2,521</u>	<u>4,943</u>	<u>6,988</u>	<u>7,195</u>	<u>3,405</u>	<u>206,162</u>
At 30 September 2024:								
Cost	191,438	256,439	10,406	18,255	16,504	7,195	6,089	506,326
Accumulated depreciation and impairment . . .	(102,743)	(164,024)	(7,885)	(13,312)	(9,516)	—	(2,684)	(300,164)
Net carrying amount	<u>88,695</u>	<u>92,415</u>	<u>2,521</u>	<u>4,943</u>	<u>6,988</u>	<u>7,195</u>	<u>3,405</u>	<u>206,162</u>

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ACCOUNTANTS’ REPORT

16. LEASES

The Group as a lessee

The Group has lease contracts for items of office premises and plant used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of office premises and plant generally have lease terms between 3 and 5 years.

(a) Right-of-use assets

The carrying amounts of right-of-use assets and the movements during the year of 2022 and 2023 and the nine months of 2024 are as follows:

Group	Leasehold land	Office premises and plant	Total
	RMB'000	RMB'000	RMB'000
As at 1 January 2022	309,544	9,623	319,167
Additions	28,140	–	28,140
Acquisition of a subsidiary (note 37)	32,746	–	32,746
Depreciation charge	(7,360)	(4,068)	(11,428)
As at 31 December 2022 and 1 January 2023	363,070	5,555	368,625
Additions	23,096	3,224	26,320
Depreciation charge	(8,487)	(3,896)	(12,383)
As at 31 December 2023 and 1 January 2024	377,679	4,883	382,562
Additions	52,362	7,241	59,603
Depreciation charge	(7,585)	(3,361)	(10,946)
Disposal	–	(143)	(143)
As at 30 September 2024 (Unaudited)	422,456	8,620	431,076

As at 31 December 2022, 2023 and 30 September 2024, the Group has respectively obtained the land use right certificates for all leasehold lands except for the leasehold land with a carrying amount of RMB3,724,500, RMB3,648,000 and RMB3,705,000 in which the Group is in the process of obtaining the certificates.

As at 31 December 2022, 2023 and 30 September 2024, certain of the Group’s leasehold land with an aggregate net carrying amount of approximately RMB45,714,000, RMB44,631,000 and RMB31,926,000 were pledged to secure bank borrowings granted to the Group (note 28).

Company	Leasehold land	Office premises and plant	Total
	RMB'000	RMB'000	RMB'000
As at 1 January 2022	16,636	2,878	19,514
Depreciation charge	(500)	(1,300)	(1,800)
As at 31 December 2022 and 1 January 2023	16,136	1,578	17,714
Additions	–	1,208	1,208
Depreciation charge	(500)	(1,252)	(1,752)
As at 31 December 2023 and 1 January 2024	15,636	1,534	17,170
Depreciation charge	(375)	(641)	(1,016)
As at 30 September 2024 (Unaudited)	15,261	893	16,154

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(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the the year of 2022 and 2023 and the nine months of 2024 are as follows:

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
At beginning of year/period	9,192	5,004	3,738
New leases	–	2,805	7,241
Accretion of interest recognised during the year/period	226	134	158
Covid-19-related rent concessions from lessors	(92)	–	–
Payments	(4,322)	(4,205)	(2,266)
Disposal	–	–	(143)
At end of year/period	<u>5,004</u>	<u>3,738</u>	<u>8,728</u>
Analysed into:			
Within one year or on demand	3,584	1,563	4,190
In the second year	710	1,197	3,461
In the third to fifth years, inclusive	<u>710</u>	<u>978</u>	<u>1,077</u>
	<u>5,004</u>	<u>3,738</u>	<u>8,728</u>

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
At beginning of year/period	2,916	1,628	1,556
New leases	–	1,207	–
Accretion of interest recognised during the year/period	79	39	25
Payments	(1,367)	(1,318)	(675)
At end of year/period	<u>1,628</u>	<u>1,556</u>	<u>906</u>
Analysed into:			
Within one year or on demand	1,205	727	311
In the second year	423	313	321
In the third to fifth years, inclusive	<u>–</u>	<u>516</u>	<u>274</u>
	<u>1,628</u>	<u>1,556</u>	<u>906</u>

The maturity analysis of lease liabilities is disclosed in note 43 to the Historical Financial Information.

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(c) The amounts recognised in profit or loss in relation to leases are as follows:

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Interest on lease liabilities	226	134	158
Depreciation charge of right-of-use assets	11,428	12,383	10,946
Expense relating to short-term leases	12,534	14,843	13,840
Expense relating to leases of low-value assets	50	49	—
Covid-19-related rent concessions from lessors	(92)	—	—
Total amount recognized in profit or loss	<u>24,146</u>	<u>27,409</u>	<u>24,944</u>

(d) The total cash outflows for leases are disclosed in note 38(c) to the Historical Financial Information.

17. GOODWILL

RMB'000

At 1 January 2022	
Cost	462,368
Accumulated impairment	—
Net carrying amount	<u>462,368</u>
Cost at 1 January 2022, net of accumulated impairment	462,368
Acquisition of a subsidiary (note 37)	344,132
Accumulated impairment	—
At 31 December 2022	<u>806,500</u>
At 31 December 2022:	
Cost	806,500
Accumulated impairment	—
Net carrying amount	<u>806,500</u>
Cost at 1 January 2023, net of accumulated impairment	806,500
Impairment during the year	(36,093)
At 31 December 2023	<u>770,407</u>
At 31 December 2023:	
Cost	806,500
Accumulated impairment	(36,093)
Net carrying amount	<u>770,407</u>
Cost at 1 January 2024, net of accumulated impairment	770,407
Impairment during the year	—
At 30 September 2024 (Unaudited)	<u>770,407</u>
At 30 September 2024: (Unaudited)	
Cost	806,500
Accumulated impairment	(36,093)
Net carrying amount	<u>770,407</u>

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Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating unit (“CGU”) of for impairment testing.

- Wuxi Anjoy Food Marketing Co., Ltd cash-generating unit;
- Honghu Xinhongye and subsidiaries cash-generating unit (note (i));
- Oriental Food and subsidiaries cash-generating unit (note (ii)) and
- Hubei New Liuwu and subsidiaries cash-generating unit (note (iii)).

Notes:

- (i) Honghu Xinhongye Food Co., Ltd., Honghu Xinhongye Aquatic Company Co., Ltd. and Honghu Hongye Eco-agriculture Company Co., Ltd. have been identified as Honghu Xinhongye and subsidiaries cash-generating unit. Honghu Xinhongye and subsidiaries cash-generating unit were acquired by Group in August 2021 and became a subsidiary of the Group since then.
- (ii) Oriental Food Express Limited, Good News International Trading Europe B.V, Good News International Trading Limited have been identified as Oriental Food and subsidiaries cash-generating unit. Oriental Food and subsidiaries cash-generating unit were acquired by Group in September 2021 and became a subsidiary of the Group since then.
- (iii) Hubei New Liuwu Foodstuff Group Co., Ltd., Qianjiang New Liuwu Food Technology Co., Ltd., Hubei Songlin Biological Feed Co., Ltd., and Jiangxi Liuwu Co., Ltd. have been identified as Hubei New Liuwu and subsidiaries cash-generating unit. Hubei New Liuwu and subsidiaries cash-generating unit were acquired by Group in August 2022 and became a subsidiary of the Group since then.

Honghu Xinhongye and subsidiaries cash-generating unit

The recoverable amount of Honghu Xinhongye and subsidiaries cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections are 10.20% and 10.00% as at 31 December 2022 and 2023. The growth rate used to extrapolate the cash flows of the foods production and processing unit beyond the five-year period are 0% and 0% as at 31 December 2022 and 2023, which is also an estimate of the long-term rate of inflation.

Oriental Food and subsidiaries cash-generating unit

The recoverable amount of Oriental Food and subsidiaries cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections are 14.00% and 13.90% as at 31 December 2022 and 2023. The growth rate used to extrapolate the cash flows of the foods production and processing unit beyond the five-year period are 0% and 0% as at 31 December 2022 and 2023, which is also an estimate of the long-term rate of inflation.

Hubei New Liuwu and subsidiaries cash-generating unit

The recoverable amount of Hubei New Liuwu and subsidiaries cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections are 10.00% and 9.70% as at 31 December 2022 and 2023. The growth rate used to extrapolate the cash flows of the foods products production and processing unit beyond the five-year period are 0% and 0% as at 31 December 2022 and 2023, which is also an estimate of the long-term rate of inflation.

The management made the impairment test of CGUs with the assistance of external valuers.

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The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Wuxi Anjoy Food Marketing Co., Ltd.	1,059	1,059	1,059
Honghu Xinhongye and subsidiaries cash-generating unit	441,352	441,352	441,352
Oriental Food and subsidiaries cash-generating unit	19,957	19,957	19,957
Hubei New Liuwu and subsidiaries cash-generating unit	344,132	308,039	308,039

The carrying amount of Hubei New Liuwu and subsidiaries cash-generating unit was impaired by RMB36,093,000 during the year ended 31 December 2023. Consequently, the carrying amount of goodwill was written down by RMB36,093,000. The impairment loss recognised was included in “Other expenses” in the consolidated statement of profit or loss. The recoverable amount of the cash-generating unit was RMB308,039,000 as at 31 December 2023. The impairment was attributable to the overall decline in the crayfish industry which led to a decrease in demand and selling prices.

The Group performs its annual impairment test of goodwill as at 31 December. As at 30 September 2024, there are no events or changes in circumstances indicate that the carrying value of Honghu Xinhongye and subsidiaries cash-generating unit and Oriental Food and subsidiaries cash-generating unit may be impaired; and Hubei New Liuwu and subsidiaries cash-generating unit may be further impaired.

Assumptions were used in the value in use calculation of CGU as at the end of 31 December 2022 and 2023. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill of CGU:

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rates — The discount rates used are before tax and reflect specific risks relating to the CGU.

Long-term growth rates — The basis used to determine the value assigned to the long-term growth rates are the forecast price indices during the budget year from where the main business are located.

The values assigned to the key assumptions on market development of the CGU and discount rates are consistent with external information sources.

Sensitivity analysis of goodwill

The recoverable amounts of Honghu Xinhongye and subsidiaries are estimated to exceed the carrying amounts by RMB443,000,000 and RMB287,000,000 as of December 31, 2022 and 2023, respectively. No impairment was recognised accordingly.

The following table illustrates the change in assumptions used in the impairment testing review, in isolation, would have led to the Honghu Xinhongye and subsidiaries’ recoverable amount to be equal to its carrying value as of December 31, 2022 and 2023:

	As at 31 December			
	2022		2023	
	From	To	From	To
Pre-tax discount rate	10.2%	13.1%	10.0%	11.9%
Average sales growth rate	4.7%	(2.9%)	4.0%	(1.3%)
Gross profit margin	11.3%	9.1%	11.0%	9.4%

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The recoverable amounts of Oriental Food and subsidiaries are estimated to exceed the carrying amounts by RMB23,880,000 and RMB10,940,000 as of December 31, 2022 and 2023, respectively. No impairment was recognised accordingly.

The following table illustrates the change in assumptions used in the impairment testing review, in isolation, would have led to the Oriental Food and subsidiaries’ recoverable amount to be equal to its carrying value as of December 31, 2022 and 2023:

	As at 31 December			
	2022		2023	
	From	To	From	To
Pre-tax discount rate	14.0%	18.5%	13.9%	16.4%
Average sales growth rate	20.2%	8.2%	12.7%	6.1%
Gross profit margin	21.7%	20.0%	19.4%	18.5%

The recoverable amounts of Hubei New Liuwu and subsidiaries are estimated to exceed the carrying amounts by RMB10,730,000 as of December 31, 2022, respectively. No impairment was recognised accordingly.

The following table illustrates the change in assumptions used in the impairment testing review, in isolation, would have led to the Hubei New Liuwu and subsidiaries’ recoverable amount to be equal to its carrying value as of December 31, 2022:

	As at 31 December	
	2022	
	From	To
Pre-tax discount rate	10.0%	10.1%
Average sales growth rate	9.3%	9.1%
Gross profit margin	11.5%	11.4%

18. OTHER INTANGIBLE ASSETS

Group

	Software	Trademarks	Patent rights	Total
	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2022				
At 1 January 2022:				
Cost	18,870	190,901	3,211	212,982
Accumulated amortisation	(13,407)	(8,745)	(315)	(22,467)
Net carrying amount	<u>5,463</u>	<u>182,156</u>	<u>2,896</u>	<u>190,515</u>
Cost at 1 January 2022, net of accumulated amortization	5,463	182,156	2,896	190,515
Additions	5,010	—	—	5,010
Acquisition of subsidiaries	711	167,000	5,000	172,711
Amortisation provided during the year	<u>(3,308)</u>	<u>(24,582)</u>	<u>(473)</u>	<u>(28,363)</u>
At 31 December 2022, net of accumulated amortisation	<u>7,876</u>	<u>324,574</u>	<u>7,423</u>	<u>339,873</u>
At 31 December 2022:				
Cost	24,591	357,901	8,211	390,703
Accumulated amortisation	<u>(16,715)</u>	<u>(33,327)</u>	<u>(788)</u>	<u>(50,830)</u>
Net carrying amount	<u>7,876</u>	<u>324,574</u>	<u>7,423</u>	<u>339,873</u>

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	Software	Trademarks	Patent rights	Total
	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2023				
Cost at 1 January 2023, net of accumulated amortization	7,876	324,574	7,423	339,873
Additions	5,182	–	–	5,182
Amortisation provided during the year	(3,490)	(35,716)	(802)	(40,008)
At 31 December 2023, net of accumulated amortization	<u>9,568</u>	<u>288,858</u>	<u>6,621</u>	<u>305,047</u>
At 31 December 2023:				
Cost	22,602	357,901	8,211	388,714
Accumulated amortisation	(13,034)	(69,043)	(1,590)	(83,667)
Net carrying amount	<u>9,568</u>	<u>288,858</u>	<u>6,621</u>	<u>305,047</u>
30 September 2024 (Unaudited)				
Cost at 1 January 2024, net of accumulated amortisation	9,568	288,858	6,621	305,047
Additions	3,100	–	–	3,100
Amortisation provided during the period	(2,599)	(26,787)	(601)	(29,987)
At 30 September 2024, net of accumulated amortisation	<u>10,069</u>	<u>262,071</u>	<u>6,020</u>	<u>278,160</u>
At 30 September 2024:				
Cost	25,702	357,901	8,211	391,814
Accumulated amortisation	(15,633)	(95,830)	(2,191)	(113,654)
Net carrying amount	<u>10,069</u>	<u>262,071</u>	<u>6,020</u>	<u>278,160</u>

Company

	Software	Trademarks	Patent rights	Total
	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2022				
At 1 January 2022:				
Cost	16,864	745	192	17,801
Accumulated amortisation	(12,055)	(745)	(188)	(12,988)
Net carrying amount	<u>4,809</u>	<u>–</u>	<u>4</u>	<u>4,813</u>
Cost at 1 January 2022, net of accumulated amortization	4,809	–	4	4,813
Additions	4,869	–	–	4,869
Amortisation provided during the year	(2,788)	–	(4)	(2,792)
At 31 December 2022, net of accumulated amortisation	<u>6,890</u>	<u>–</u>	<u>–</u>	<u>6,890</u>
At 31 December 2022:				
Cost	21,733	745	192	22,670
Accumulated amortisation	(14,843)	(745)	(192)	(15,780)
Net carrying amount	<u>6,890</u>	<u>–</u>	<u>–</u>	<u>6,890</u>

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	Software	Trademarks	Patent rights	Total
	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2023				
Cost at 1 January 2023, net of accumulated amortization	6,890	—	—	6,890
Additions	4,931	—	—	4,931
Amortisation provided during the year	(3,094)	—	—	(3,094)
At 31 December 2023, net of accumulated amortization	<u>8,727</u>	<u>—</u>	<u>—</u>	<u>8,727</u>
At 31 December 2023:				
Cost	20,173	745	192	21,110
Accumulated amortisation	(11,446)	(745)	(192)	(12,383)
Net carrying amount	<u>8,727</u>	<u>—</u>	<u>—</u>	<u>8,727</u>
30 September 2024 (Unaudited)				
Cost at 1 January 2024, net of accumulated amortisation	8,727	—	—	8,727
Additions	3,085	—	—	3,085
Amortisation provided during the period	(2,290)	—	—	(2,290)
At 30 September 2024, net of accumulated amortisation	<u>9,522</u>	<u>—</u>	<u>—</u>	<u>9,522</u>
At 30 September 2024:				
Cost	23,258	745	192	24,195
Accumulated amortisation	(13,736)	(745)	(192)	(14,673)
Net carrying amount	<u>9,522</u>	<u>—</u>	<u>—</u>	<u>9,522</u>

19. INVESTMENT IN AN ASSOCIATE

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Beihai Heyuan Foods Co., Ltd	<u>9,496</u>	<u>15,096</u>	<u>13,213</u>

In November 2022, the Group the acquired 19% equity interest in Beihai Heyuan Foods Co., Ltd (“Beihai Heyuan”), a domestic company with principal activity of food production and selling, at a cash consideration of RMB9,500,000. As the voting power of Beihai Heyuan is determined by subscribed capital contribution under its articles of association, the Group has the power to participate in the financial and operating policy decisions and therefore can exercise significant influence over Beihai Heyuan.

The following table illustrates the aggregate financial information of the Group’s associate that is not individually material:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Share of the associate’s (loss)/profit for the year/period	(4)	5,600	(1,883)
Share of the associate’s total comprehensive (loss)/income	(4)	5,600	(1,883)
Aggregate carrying amount of the Group’s investments in an associate	<u>9,496</u>	<u>15,096</u>	<u>13,213</u>

The Group’s trade receivable balances due from the associate are disclosed in note 24 to the financial statements.

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20. OTHER NON-CURRENT ASSETS

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Prepayment for property, plant and equipment . .	39,832	79,113	45,468
Prepayment for other intangible assets	2,844	—	—
Others	953	952	1,496
	<u>43,629</u>	<u>80,065</u>	<u>46,964</u>

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Prepayment for property, plant and equipment . .	669	1,967	1,423
Prepayment for other intangible assets	2,844	—	—
Others	569	823	589
	<u>4,082</u>	<u>2,790</u>	<u>2,012</u>

21. INVESTMENTS IN SUBSIDIARIES

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Investments, at cost	<u>6,144,429</u>	<u>6,447,429</u>	<u>8,861,935</u>

The directors assessed the subsidiaries’ forecast and were of the opinion that no impairment was needed for the investments in subsidiaries as at the end of each of the Relevant Periods and the nine months ended 30 September 2024.

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22. DEFERRED TAX

Group

The movements in deferred tax assets during the years ended 31 December 2022, 2023 and the nine months ended 30 September 2024 are as follows:

	Losses available for offsetting against future taxable profits	Restricted stock	Lease liability	Impairment of financial assets	Deferred income	Unrealised profits	Accrued expenses	Sales rebates	Other	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	2,202	59,009	1,946	8,908	23,649	27,256	10,387	39,735	2,885	175,977
Deferred tax credited/(charged) to the consolidated statements of profit or loss during the year . . .	9,102	(29,686)	(869)	199	5,153	18,430	(2,814)	10,447	840	10,802
Deferred tax credited to Capital reserve	–	3,014	–	–	–	–	–	–	–	3,014
Acquisition of a subsidiary (note 37)	18	–	–	1,015	2,680	36	–	–	1,675	5,424
Gross deferred tax assets at 31 December 2022	<u>11,322</u>	<u>32,337</u>	<u>1,077</u>	<u>10,122</u>	<u>31,482</u>	<u>45,722</u>	<u>7,573</u>	<u>50,182</u>	<u>5,400</u>	<u>195,217</u>
At 1 January 2023	11,322	32,337	1,077	10,122	31,482	45,722	7,573	50,182	5,400	195,217
Deferred tax (charged)/credited to the consolidated statements of profit or loss during the year . . .	(3,449)	(32,196)	(595)	109	(2,363)	10,564	(80)	2,844	168	(24,998)
Deferred tax charged to Capital reserve	–	(141)	–	–	–	–	–	–	–	(141)
Gross deferred tax assets at 31 December 2023	<u>7,873</u>	<u>–</u>	<u>482</u>	<u>10,231</u>	<u>29,119</u>	<u>56,286</u>	<u>7,493</u>	<u>53,026</u>	<u>5,568</u>	<u>170,078</u>
At 1 January 2024	7,873	–	482	10,231	29,119	56,286	7,493	53,026	5,568	170,078
Deferred tax credited/(charged) to the consolidated statements of profit or loss during the period . .	8,186	–	77	1,053	146	(22,539)	(2,693)	(15,990)	(2,156)	(33,916)
Gross deferred tax assets at 30 September 2024 (Unaudited)	<u>16,059</u>	<u>–</u>	<u>559</u>	<u>11,284</u>	<u>29,265</u>	<u>33,747</u>	<u>4,800</u>	<u>37,036</u>	<u>3,412</u>	<u>136,162</u>

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As at 31 December 2022, 2023 and 30 September 2024, deferred tax assets have not been recognised in respect of tax losses of Nil, RMB10,692,000, RMB16,539,000 arising in Mainland China, respectively, which will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of the tax losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised. Deferred tax assets have not been recognised in respect of the following items:

	31 December 2022	31 December 2023	30 September 2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Tax losses	—	10,692	16,539
	—	10,692	16,539
	—	—	—

The movements in deferred tax liabilities during the years ended 31 December 2022, 2023 and the nine months ended 30 September 2024 are as follows:

	Accelerated tax depreciation	Unrealised gains from financial assets at fair value through profit or loss	Capitalization of interest on convertible corporate bonds	Fair value gain arising from acquisition of subsidiaries	Right of use assets	Other	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	122,175	28,056	5,145	49,451	1,847	527	207,201
Deferred tax charged/(credited) to the consolidated statements of profit or loss during the year	14,839	550	(279)	(6,739)	(859)	4,332	11,844
Acquisition of a subsidiary (note 37)	—	—	—	44,297	—	—	44,297
Gross deferred tax liabilities at 31 December 2022.	<u>137,014</u>	<u>28,606</u>	<u>4,866</u>	<u>87,009</u>	<u>988</u>	<u>4,859</u>	<u>263,342</u>
At 1 January 2023	137,014	28,606	4,866	87,009	988	4,859	263,342
Deferred tax charged/(credited) to the consolidated statements of profit or loss during the year	12,400	1,479	(279)	(9,540)	(310)	(2,514)	1,236
Gross deferred tax liabilities at 31 December 2023.	<u>149,414</u>	<u>30,085</u>	<u>4,587</u>	<u>77,469</u>	<u>678</u>	<u>2,345</u>	<u>264,578</u>
At 1 January 2024	149,414	30,085	4,587	77,469	678	2,345	264,578
Deferred tax charged/(credited) to the consolidated statements of profit or loss during the period	6,006	35	(210)	(7,124)	(116)	(961)	(2,370)
Gross deferred tax liabilities at 30 September 2024 (Unaudited)	<u>155,420</u>	<u>30,120</u>	<u>4,377</u>	<u>70,345</u>	<u>562</u>	<u>1,384</u>	<u>262,208</u>

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For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statements of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Net deferred tax assets recognised in the consolidated statements of financial position . .	143,357	154,381	120,731
Net deferred tax liabilities recognised in the consolidated statements of financial position . .	211,482	248,881	246,777

Company

The movements in deferred tax assets during the years ended 31 December 2022, 2023 and the nine months ended 30 September 2024 are as follows:

	Losses available for offsetting against future taxable profits	Restricted stock	Lease liabilities	Impairment of financial assets	Deferred income	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	–	41,638	720	57	6,323	317	49,055
Deferred tax credited/(charged) to the statements of profit or loss during the year	8,932	(21,904)	(326)	(11)	683	18	(12,608)
Deferred tax credited to Capital reserve	–	3,014	–	–	–	–	3,014
Gross deferred tax assets at 31 December 2022	8,932	22,748	394	46	7,006	335	39,461
At 1 January 2023	8,932	22,748	394	46	7,006	335	39,461
Deferred tax (charged)/credited to the statements of profit or loss during the year	(8,932)	(22,607)	(5)	(35)	(1,772)	6	(33,345)
Deferred tax charged to Capital reserve	–	(141)	–	–	–	–	(141)
Gross deferred tax assets at 31 December 2023	–	–	389	11	5,234	341	5,975
At 1 January 2024	–	–	389	11	5,234	341	5,975
Deferred tax (charged)/credited to the statements of profit or loss during the period	–	–	(163)	6	(676)	(22)	(855)
Gross deferred tax assets at 30 September 2024 (Unaudited)	–	–	226	17	4,558	319	5,120

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The movements in deferred tax liabilities during the years ended 31 December 2022, 2023 and the nine months ended 30 September 2024 are as follows:

	Accelerated tax depreciation	Unrealised gains from financial assets at fair value through profit or loss	Right-of-use assets	Others	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2022.	12,216	28,056	710	–	40,982
Deferred tax charged/(credited) to the statements of profit or loss during the year	<u>3,442</u>	<u>(4)</u>	<u>(328)</u>	<u>1,753</u>	<u>4,863</u>
Gross deferred tax liabilities at 31 December 2022.	<u>15,658</u>	<u>28,052</u>	<u>382</u>	<u>1,753</u>	<u>45,845</u>
At 1 January 2023.	15,658	28,052	382	1,753	45,845
Deferred tax charged to the statements of profit or loss during the year	<u>298</u>	<u>372</u>	<u>1</u>	<u>366</u>	<u>1,037</u>
Gross deferred tax liabilities at 31 December 2023.	<u>15,956</u>	<u>28,424</u>	<u>383</u>	<u>2,119</u>	<u>46,882</u>
At 1 January 2024.	15,956	28,424	383	2,119	46,882
Deferred tax charged/(credited) to the statements of profit or loss during the period	<u>1,019</u>	<u>(209)</u>	<u>(161)</u>	<u>(733)</u>	<u>(84)</u>
Gross deferred tax liabilities at 30 September 2024 (Unaudited)	<u>16,975</u>	<u>28,215</u>	<u>222</u>	<u>1,386</u>	<u>46,798</u>

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Company for financial reporting purposes:

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Net deferred tax assets recognised in the statements of financial position	<u>–</u>	<u>–</u>	<u>–</u>
Net deferred tax liabilities recognised in the statements of financial position	<u>6,384</u>	<u>40,907</u>	<u>41,678</u>

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23. INVENTORIES

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Raw materials	1,007,407	936,086	889,246
Work in progress	7,167	3,531	11,017
Semi-finished goods	243,939	292,385	126,142
Finished goods	1,133,514	1,449,414	1,066,530
Goods in transit	789,559	920,699	731,250
Provision for impairment of inventories	(44,750)	(35,410)	(24,112)
	<u>3,136,836</u>	<u>3,566,705</u>	<u>2,800,073</u>

For the year ended 31 December 2022, 2023 and the nine months ended 30 September 2024, the impairment of inventories recognised in cost of sales amounted to RMB45,029,000, RMB29,255,000 and RMB1,141,000, respectively.

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Raw materials	164,392	88,180	86,186
Work in progress	575	497	379
Semi-finished goods	40,809	39,985	20,310
Finished goods	37	378	879
Goods in transit	<u>27,055</u>	<u>49,780</u>	<u>33,596</u>
	<u>232,868</u>	<u>178,820</u>	<u>141,350</u>

24. TRADE AND BILLS RECEIVABLES

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Trade receivables	784,461	615,493	746,032
Bills receivable	239	2,723	2,452
Impairment	(47,703)	(46,132)	(55,221)
Net carrying amount	<u>736,997</u>	<u>572,084</u>	<u>693,263</u>

The Group’s trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group’s trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

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An ageing analysis of the trade and bills receivables as at 31 December 2022, 2023 and 30 September 2024, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Within one year	736,823	568,908	680,193
1 to 2 years	174	3,176	13,006
2 to 3 years	—	—	64
Total	<u>736,997</u>	<u>572,084</u>	<u>693,263</u>

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
At beginning of year/period	31,267	47,703	46,132
Impairment loss, net	16,951	(1,008)	11,650
Amount written off as uncollectible	(515)	(563)	(2,561)
At end of year/period	<u>47,703</u>	<u>46,132</u>	<u>55,221</u>

	As at 31 December 2022			
	Carrying amount		Impairment losses	
	RMB'000	Rate %	RMB'000	Rate %
Provision on a separate basis	6,353	0.81	6,353	100.00
Provision according to credit risk characteristics	<u>778,108</u>	<u>99.19</u>	<u>41,350</u>	<u>5.31</u>
Total	<u>784,461</u>	<u>100.00</u>	<u>47,703</u>	<u>6.08</u>

	As at 31 December 2023			
	Carrying amount		Impairment losses	
	RMB'000	Rate %	RMB'000	Rate %
Provision on a separate basis	16,099	2.62	13,797	85.70
Provision according to credit risk characteristics	<u>599,394</u>	<u>97.38</u>	<u>32,335</u>	<u>5.39</u>
Total	<u>615,493</u>	<u>100.00</u>	<u>46,132</u>	<u>7.50</u>

	As at 30 September 2024			
	Carrying amount		Impairment losses	
	RMB'000 (Unaudited)	Rate %	RMB'000 (Unaudited)	Rate %
Provision on a separate basis	14,171	1.90	12,011	84.76
Provision according to credit risk characteristics	<u>731,861</u>	<u>98.10</u>	<u>43,210</u>	<u>5.87</u>
Total	<u>746,032</u>	<u>100.00</u>	<u>55,221</u>	<u>7.36</u>

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An impairment analysis is performed at each reporting date. The Group identifies the receivables that are credit-impaired (but that are not purchased or originated credit-impaired) among the receivables, considering the observable information, such as the debtors being in major financial difficulties, in breach of the contract stipulations or in bankruptcy. The ECL allowance is measured by estimating the cash shortfalls, which are based on the expected payments to the Group. For the year ended 31 December 2022, 2023 and nine months ended 30 September 2023, 2024, the Group has recorded ECLs of RMB6,353,000, RMB13,797,000 and RMB12,011,000 for credit impaired trade receivables with a gross carrying amount of RMB6,353,000, RMB16,099,000 and RMB14,171,000, respectively.

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. The Group considers the overall characteristics of the shared credit risk and the days past due of the trade receivables to measure the expected credit losses. Majority of the receivables were neither past due nor impaired and relate to diversified customers for whom there was no recent history of default.

The ECLs below incorporate forward-looking information. Information about the credit risk exposure on the Group’s trade receivables that are not credit impaired using a provision matrix as of 31 December 2022, 2023 and 30 September 2024 is as follows:

	Current	Past due			Total
		Within 9 months	9 to 21 months	Over 21 months	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2022					
Expected credit loss rate . .	5.00%	10.00%	50.00%	100.00%	5.31%
Gross carrying amount . . .	753,225	23,357	345	1,181	778,108
Expected credit losses . . .	<u>37,661</u>	<u>2,336</u>	<u>172</u>	<u>1,181</u>	<u>41,350</u>
At 31 December 2023					
Expected credit loss rate . .	5.00%	10.00%	50.00%	100.00%	5.39%
Gross carrying amount . . .	583,816	13,630	334	1,614	599,394
Expected credit losses . . .	<u>29,191</u>	<u>1,363</u>	<u>167</u>	<u>1,614</u>	<u>32,335</u>
At 30 September 2024 (Unaudited)					
Expected credit loss rate . .	5.00%	10.00%	50.00%	100.00%	5.87%
Gross carrying amount . . .	660,445	70,271	4,040	1,141	735,897
Expected credit losses . . .	<u>33,022</u>	<u>7,027</u>	<u>2,020</u>	<u>1,141</u>	<u>43,210</u>

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Trade receivables	21	2	404
Net carrying amount	<u>21</u>	<u>2</u>	<u>404</u>

An ageing analysis of the trade receivables as at 31 December 2022, 2023 and 30 September 2024, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Within 1 month	21	2	404

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The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December 2022	As at 31 December 2023	As at 30 September 2023	As at 30 September 2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
At beginning of year/period	177	1	1	–
Impairment loss, net	(176)	(1)	12	21
At end of year/period	<u>1</u>	<u>–</u>	<u>13</u>	<u>21</u>

The impairment as of 31 December 2022, 2023 and 30 September 2024 is determined as follows:

		Past due			
	Current	Within 9 months	9 to 21 months	Over 21 months	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2022					
Expected credit loss rate	4.55%	–	–	–	4.55%
Gross carrying amount	22	–	–	–	22
Expected credit losses	<u>1</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>1</u>
At 31 December 2023					
Expected credit loss rate	–	–	–	–	–
Gross carrying amount	2	–	–	–	2
Expected credit losses	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
At 30 September 2024 (Unaudited)					
Expected credit loss rate	4.94%	–	–	–	4.94%
Gross carrying amount	425	–	–	–	425
Expected credit losses	<u>21</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>21</u>

25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Prepayments	79,276	70,625	65,874
Deposits	14,163	13,052	9,409
Dividend receivable	–	–	5,042
Corporate income tax recoverable	3,152	11,850	22,895
Value added tax recoverable	133,499	175,798	227,563
Others	<u>18,194</u>	<u>10,370</u>	<u>20,025</u>
	248,284	281,695	350,808
Impairment	<u>(6,297)</u>	<u>(2,843)</u>	<u>(3,227)</u>
	<u>241,987</u>	<u>278,852</u>	<u>347,581</u>

The Group has applied the general approach to providing impairment for ECLs prescribed by IFRS 9, which permits either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition.

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An impairment analysis is performed at the end of the reporting period to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Prepayments	9,329	6,777	5,079
Deposits	90	100	60
Corporate income tax recoverable	2,753	9,387	236
Value added tax recoverable	1	–	–
Others	937	796	1,056
	13,110	17,060	6,431
Impairment	(182)	(45)	(48)
	12,928	17,015	6,383

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at the end of each of the Relevant Periods and nine months ended 30 September 2024, the loss allowance was assessed to be minimal.

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Wealth management products (i)	672,325	1,033,242	3,121,782

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Wealth management products (i)	50,109	101,597	1,272,563

- (i) The Group and the Company entered into a series of wealth management products with banks in Mainland China. The expected rates of return ranged from 0.25% to 4.30% per annum during the year of 2022 and 2023 and the nine months of 2024.

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27. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND TIME DEPOSITS

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Cash on hand and cash at bank	2,356,097	4,527,451	2,013,137
Short-term bank deposits	701,813	—	—
Cash and cash equivalents	<u>3,057,910</u>	<u>4,527,451</u>	<u>2,013,137</u>
Time deposits with original maturities over three months	2,383,185	422,885	540,714
Restricted cash	<u>62,920</u>	<u>25,126</u>	<u>16,299</u>
Restricted cash and time deposits	<u>2,446,105</u>	<u>448,011</u>	<u>557,013</u>

The cash and cash equivalents and restricted cash and time deposits are denominated in the following currencies:

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Cash and cash equivalents denominated in			
RMB	3,032,935	4,500,269	1,986,921
USD	2,314	36	139
HKD	1,634	8,378	1,628
EUR	1,957	4,858	2,394
GBP	<u>19,070</u>	<u>13,910</u>	<u>22,055</u>
	<u>3,057,910</u>	<u>4,527,451</u>	<u>2,013,137</u>
Restricted cash and time deposits			
RMB	2,446,105	438,866	557,013
GBP	<u>—</u>	<u>9,145</u>	<u>—</u>
	<u>2,446,105</u>	<u>448,011</u>	<u>557,013</u>

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Cash at bank	<u>134,825</u>	<u>244,571</u>	<u>164,447</u>
Cash and cash equivalents	<u>134,825</u>	<u>244,571</u>	<u>164,447</u>
Restricted cash and time deposits	<u>574,430</u>	<u>202,801</u>	<u>364,924</u>

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The cash and cash equivalents and restricted cash and time deposits are denominated in the following currencies:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Cash and cash equivalents denominated in RMB	134,825	244,571	164,447
	<u>134,825</u>	<u>244,571</u>	<u>164,447</u>
Restricted cash and time deposits			
RMB	574,430	202,801	364,924
	<u>574,430</u>	<u>202,801</u>	<u>364,924</u>

Cash and cash equivalents earn interest at floating rates based on daily bank deposit rates. The term of the bank deposit is within one year, depending on the cash management of the Group. The bank balances and deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

Restricted cash of RMB62,920,000, RMB25,126,000 and of RMB16,299,000 at 31 December 2022, 31 December 2023, 30 September 2024, respectively was reserved for bank acceptance guarantees in accordance with relevant regulations issued by Ministry of Commerce of PRC.

The RMB is not freely convertible into other currencies, however, under the Regulations on the Foreign Exchange Control of the PRC and the Administrative Regulations on Settlements, Sales and Payments in Foreign Exchange, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

28. INTEREST-BEARING BANK AND OTHER BORROWINGS

Group

	As at 31 December						As at 30 September		
	2022			2023			2024		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000 (Unaudited)
Current									
Bank loans – secured	3.65-4.72	2023	119,128	3.20-3.85	2024	100,105	3.07-3.70	2025	70,067
Bank loans – unsecured	3.10-4.10	2023	369,870	2.90-3.65	2024	225,259	2.90-3.85	2025	41,039
Current portion of long term bank loans – unsecure	1.69	2023	907	1.69	2024	977	1.69	2025	1,013
			<u>489,905</u>			<u>326,341</u>			<u>112,119</u>
Non-current									
Bank loans – unsecured	1.69	2026	2,266	1.69	2026	1,465	1.69	2026	759
			<u>2,266</u>			<u>1,465</u>			<u>759</u>

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The carrying amounts of borrowings are denominated in the following currencies:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Current			
Bank loans – secured			
RMB	119,128	100,105	70,067
Bank loans – unsecured			
RMB	369,870	225,259	41,039
Current portion of long term bank loans – unsecured			
GBP	907	977	1,013
	489,905	326,341	112,119
Non-current			
Bank loans – unsecured			
GBP	2,266	1,465	759
	2,266	1,465	759

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Analysed into:			
Bank loans and overdrafts repayable:			
Within one year or on demand	489,905	326,341	112,119
In the second year	907	977	759
In the third to four years, inclusive	907	488	–
Beyond four years	452	–	–
	492,171	327,806	112,878

As at 31 December 2022, the Group’s secured bank borrowings of RMB119,128,000 were secured by plant and equipment and right-of use assets with the carrying amount of RMB78,502,000 and RMB45,714,000, respectively.

As at 31 December 2023, the Group’s secured bank borrowings of RMB23,528,000 were guaranteed by Mr. Liu Zhonghu and the Group’s secured bank borrowings of RMB100,105,000 were secured by plant and equipment and right-of use assets with the carrying amount of RMB126,918,000 and RMB44,631,000, respectively.

As at 30 September 2024, the Group’s secured bank borrowings of RMB70,067,000 were secured by plant and equipment and right-of use assets with the carrying amount of RMB75,767,000 and RMB31,926,000, respectively.

29. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as at 31 December 2022, 2023 and 30 September 2024, based on the invoice date, is as follows:

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Within 1 year	1,318,870	1,266,540	1,171,329
Over 1 year	8,431	21,929	6,949
	1,327,301	1,288,469	1,178,278

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Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Within 1 year.	119,788	96,003	72,133
Over 1 year.	837	5,211	543
	<u>120,625</u>	<u>101,214</u>	<u>72,676</u>

Trade payables are non-interest-bearing and normally settled within 60 days.

30. OTHER PAYABLES AND ACCRUALS

Group

	Notes	As at 31 December		As at 30 September
		2022	2023	2024
		RMB'000	RMB'000	RMB'000 (Unaudited)
Other payables for property, plant, and equipment.	(iii)	284,230	507,865	369,735
Contract liabilities.	(i)	439,211	629,522	407,026
Sales rebates allowance	(i)	244,981	249,227	171,997
Staff salaries, bonuses and welfare payables		234,491	245,866	143,117
Other tax payables		126,607	145,413	132,125
Other payables-restricted stock repurchase	(iv)	47,053	—	—
Accrued expenses		104,153	90,701	65,194
Deposits		352,631	289,020	279,377
Others	(ii)	99,949	80,698	63,699
		<u>1,933,306</u>	<u>2,238,312</u>	<u>1,632,270</u>
Current		1,885,979	2,229,172	1,630,124
Non-current.		47,327	9,140	2,146
		<u>1,933,306</u>	<u>2,238,312</u>	<u>1,632,270</u>

(i) Details of contract liabilities and sales rebate allowances are as follows:

		As at 1 January	As at 31 December		As at 30 September
		2022	2022	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)
Sales rebate allowances	182,333	244,981	249,227	171,997	
Sale of food products.	263,456	439,211	629,522	407,026	

Contract liabilities include advances from customers for the sale of food products. Sales rebate allowances are provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. The increase in contract liabilities in 2023 and 2022 was mainly due to the increase in short-term advances received from customers. The decrease in contract liabilities in 2024 mainly due to the fact that the end of September was still in the off-season for the dealer channel, and dealers had not yet begun to pre-pay for goods due to seasonal influences.

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- (ii) Other payables are non-interest-bearing and have an average term of three months.
- (iii) Other payables for property, plant, and equipment include the unpaid obligations incurred by the group for the acquisition of assets intended for long-term use. Due to the rapid development of the group in recent years, the purchase payments for factories and equipment have increased.
- (iv) Other payables-restricted stock repurchase include the partial fulfillment of the conditions for the release of the final 30% of the restricted stocks initially granted under the 2019 Restricted Stock Incentive Plan.

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Contract liabilities (i)	649,837	852,161	1,639,769
Other tax payables	97,285	118,459	223,490
Other payables-restricted stock repurchase	47,053	—	—
Staff salaries, bonuses and welfare payables	18,702	19,308	12,978
Other payables for property, plant, and equipment	4,422	2,282	5,538
Deposits	435	405	47
Accrued expenses	1,715	1,252	1,254
Others	15,719	14,869	8,450
	835,168	1,008,736	1,891,526
Current	821,567	1,001,834	1,891,526
Non-current	13,601	6,902	—
	835,168	1,008,736	1,891,526

- (i) Details of contract liabilities are as follows:

	As at 1 January	As at 31 December		As at 30 September
	2022	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)
Sale of food products	469,034	649,837	852,161	1,639,769

31. DUE TO RELATED PARTIES – TRADE PAYABLES

An ageing analysis of the trade payables due to related parties as at 31 December 2022, 2023 and 30 September 2024, based on the invoice date, is as follows:

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Within 1 year	—	7,751	1,818
Over 1 year	—	—	—
	—	7,751	1,818

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	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Within 1 year.	–	260	1,569
Over 1 year.	–	–	–
	–	260	1,569
	–	–	–

32. DEFERRED INCOME

Group

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Government grants	118,459	132,121	125,523

Movements in government grants of the Group during the Relevant Periods are as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
At beginning of year/period	99,211	118,459	132,121
Government grants received	49,919	49,122	43,230
Transfers to other income	(12,700)	(15,711)	(13,591)
Offset with property, plant and equipment	(17,971)	(19,749)	(36,237)
	118,459	132,121	125,523

The Group received government grants for capital expenditure incurred for property, plant and equipment. The amounts are deferred and amortised over the estimated useful lives of the respective assets. At the same time, the group has also received some government subsidies related to daily operating activities.

Company

	As at 31 December		As at 30 September
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (Unaudited)
Government grants	28,024	20,935	18,231

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Movements in government grants of the Company during the Relevant Periods are as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
At beginning of year/period	25,292	28,024	20,935
Government grants received	10,184	14,917	2,980
Credited to the consolidated statements of profit or loss during the year/period	(7,452)	(22,006)	(5,684)
	<u>28,024</u>	<u>20,935</u>	<u>18,231</u>

33. SHARE CAPITAL

Shares

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Issued and fully paid:			
293,294,232 shares with nominal value of RMB1.00 each	<u>293,294</u>	<u>293,294</u>	<u>293,294</u>

A summary of movements in the Company’s issued paid-in capital during the Relevant Periods and nine months ended 30 September 2024 is as follows:

Share capital	Notes	Number of shares in issue	Total
			RMB'000
At 1 January 2022.		244,424,360	244,424
Issue of ordinary shares	a	48,884,872	48,885
Repurchase and Forfeiture of restricted A shares	b	(15,000)	(15)
At 31 December 2022 and 1 January 2023.		<u>293,294,232</u>	<u>293,294</u>
At 31 December 2023 and 1 January 2024.		<u>293,294,232</u>	<u>293,294</u>
At 30 September 2024 (Unaudited)		<u>293,294,232</u>	<u>293,294</u>

Notes:

- (a) On 10 March 2022, the Company issued 48,884,872 new shares with a nominal value of RMB1.00 each in the non-public offering at an issue price of RMB116.08 per share. The total funds raised amounted to RMB5,674,556,000. After deducting the issuance expenses related to the raised funds totalling RMB39,982,000 (excluding VAT), the actual net funds raised by the company were RMB5,634,574,000.
- (b) On 18 May 2022, the Company repurchased and forfeited 15,000 shares (with a nominal value of RMB1.00 each) granted to two participants under the Restricted A-share Incentive Schemes who no longer satisfying the incentive conditions, resulting in a repurchase payment of RMB386,000.

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34. SHARE-BASED PAYMENT

Restricted A-shares incentive schemes

The Group operated share incentive schemes (the “Restricted A-share Incentive Schemes”) for the purpose of further refining the corporate governance structure of the Group, facilitating the establishment of the restricted incentive mechanism, fully motivating the directors and key personnel of the Group, as well as balancing the interests of the shareholders, the Group and management for the long-term development of the Group.

The Restricted A-share incentive schemes 2019 (“Plan I”) was approved by the shareholders of the Company. On 13 November 2019, the relevant resolutions were considered and passed at the Company’s 31st meeting of the 3rd session of the board of directors, pursuant to which the date of grant for Plan I was set on 13 November 2019. On 13 November 2019 (the date of grant), 6,320,000 restricted A-shares were granted to 231 eligible participants of Plan I at an exercise price of RMB26.97 per share. The share incentive participants include executive directors and the members of senior management of the Company and core technical and management personnel of the Company and its subsidiaries.

On 1 January 2020, two participants forfeited the rights, and a total of 229 participants purchased 6,310,000 shares with the payment of RMB170,181,000. The fair value of restricted shares granted for employees is determined by closing price of RMB59.70 per share at the grant date. The fair value of restricted shares granted for executives is determined by an external valuer using the Black-Scholes formula for executives which is RMB37.41 per share. Since there are no cash settlement alternatives, the Group accounts for the restricted shares granted under Plan I as an equity-settled plan.

The shares granted under Plan I shall be locked up immediately upon grant. The restricted A-shares granted to the participants shall be subject to various lock-up periods of 1 year, 2 years and 3 years after the date of registration. The restricted A-share held by the participants shall be unlocked in three tranches in the proportions of 40%, 30% and 30% of the total number of the restricted A-shares granted upon the expiry of each lock-up period. Where the performance target at company level has been achieved, the participants are only entitled to unlock the restricted A-shares upon achieving the benchmarks of “Pass” or above in their performance target for the preceding year according to the Company’s administrative measures in respect of the remuneration and performance appraisal.

The Restricted A-shares incentive schemes 2020 (“Plan II”) was approved by the shareholders of the Company. On 14 July 2020, the relevant resolutions were considered and passed at the Company’s 4th meeting of the 4th session of the board of directors, pursuant to which the date of grant for Plan II was set on 14 July 2020.

On 14 July 2020 (the date of grant), pursuant to Plan II, 300,000 restricted shares were granted to 27 eligible participants of the Plan II at an exercise price of RMB66.31 per share. The share incentive participants include executive directors and the members of core marketing, technical and management personnel of the Company and its subsidiaries.

On 4 September 2020, one participant forfeited the rights, a total of 26 participants purchased 298,000 shares with the payment of RMB19,760,000. The fair value of each restricted share is determined by closing price of RMB134.68 per share at the grant date. Since there are no cash settlement alternatives, the Group accounts for the restricted shares granted under Plan II as an equity-settled plan.

The restricted shares granted under Plan II shall be locked up immediately upon grant. The restricted A-shares granted to the participants shall be subject to various lock-up periods of 1 year, 2 years after the date of registration. The restricted A-share held by the participants shall be unlocked in two tranches in the proportions of 50% and 50% of the total number of the restricted A-shares granted upon the expiry of each lock-up period. Where the performance target at company level has been achieved, the participants are only entitled to unlock the restricted A-shares upon achieving the benchmarks of reach or above in their performance target for the preceding year according to the Company’s administrative measures in respect of the remuneration and performance appraisal.

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The following restricted A-shares were outstanding under the Restricted A-share Incentive Schemes during the year ended 31 December 2022 and 2023:

Plan I

	Year ended 31 December		Year ended 31 December	
	2022		2023	
	Weighted average exercise price	Number of restricted A-shares	Weighted average exercise price	Number of restricted A-shares
	<i>RMB per share</i>	<i>'000</i>	<i>RMB per share</i>	<i>'000</i>
At 1 January	26.97	3,786	26.97	1,878
Forfeited during the year.	26.97	(15)	—	—
Vested during the year	26.97	(1,893)	26.97	(1,878)
At 31 December	26.97	1,878	—	—

Plan II

	Year ended 31 December	
	2022	
	Weighted average exercise price	Number of restricted A-shares
	<i>RMB per share</i>	<i>'000</i>
At 1 January	66.31	149
Vested during the year	66.31	(149)
At 31 December	—	—

Share Option Schemes

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations.

The Share Option Scheme was approved by 2023 second extraordinary general meeting on 13 October 2023. The company’s 6th meeting of the 5th board of directors and the 6th meeting of the 5th board of supervisors approved the adjustment of the participants, number of grants, and exercise price due to the distribution of cash dividends on 25 October 2023. The share option granted to the participants shall be subject to various lock-up periods of 1 year, 2 years, 3 years after the date of grant. The share option held by the participants shall be unlocked in three tranches in the proportions of 40%,30% and 30% of the total number of the share option granted upon the expiry of each lock-up period.

The total number of share options granted was 11,395,000 shares for 1,458 participants with the exercise price of RMB105.275 per share. On 7 December 2023, two participants forfeited the rights, and a total of 1,456 participants were registered with 11,389,000 share options. The fair value of share option for employees and executives is determined by an external valuer using the Black-Scholes formula. Since there are no cash settlement alternatives, the Group accounts for the Share Option Scheme as an equity-settled share option scheme.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

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The following share options were outstanding under the Share Option Scheme during the year ended 31 December 2023 and nine months ended 30 September 2024:

	Year ended 31 December		Nine months ended 30 September (Unaudited)	
	2023		2024	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
	RMB per share	'000	RMB per share	'000
At 1 January	—	—	105.275	11,389
Granted during the year	105.275	11,395	—	—
Forfeited during the year	105.275	(6)	—	—
At the end of the period	105.275	<u>11,389</u>	105.275	<u>11,389</u>

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a Black-Scholes formula, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2023
Historical volatility (%)	12.57%, 14.87%, 14.66%
Risk-free interest rate (%)	1.50%, 2.10%, 2.75%
Expected life of options (year)	3
Weighted average share price (RMB per share)	114.90
Weighted average fair value of the options (RMB)	17.01

The Group recognised share-based payment expenses of RMB33,460,000, RMB19,208,000, RMB291,000 and RMB83,147,000 in profit or loss for the years ended 31 December 2022, 2023 and nine months ended 30 September 2023 and 2024, respectively.

35. RESERVES

(a) Group

The amounts of the Group’s reserves and the movements therein are presented in the consolidated statements of changes in equity in the Historical Financial Information.

(i) Statutory reserve

In accordance with the Company Law of the PRC, companies registered in the PRC are required to allocate 10% of the statutory after tax profits to the statutory reserve until the cumulative total of the reserve reaches 50% of the companies registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the companies. The statutory reserve is not available for dividend distribution to equity holders of the PRC companies.

(ii) Capital reserve

The capital reserve of the Group included the excess of the consideration received for subscription of the registered capital of the Company and the effect of implementation and unlocking of restricted shares and share option schemes. Details of the movement in capital reserve are set out in the consolidated statements of changes in equity of the Historical Financial Information.

(iii) Exchange fluctuation reserve

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial information of entities of which the functional currency is not RMB.

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(b) Company

	Share Capital	Capital reserve	Statutory surplus reserve	Treasury shares	Retained profits	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2022	244,424	2,424,234	137,066	(104,660)	740,643	3,441,707
Profit for the year	–	–	–	–	255,830	255,830
Issue of shares	48,885	5,625,671	–	–	–	5,674,556
Share issue expenses	–	(39,982)	–	–	–	(39,982)
Equity-settled restricted						
A-shares arrangements	–	24,394	–	–	–	24,394
Vesting of restricted shares	–	–	–	57,221	–	57,221
Forfeiting of restricted						
shares	(15)	(729)	–	386	–	(358)
Final 2021 dividend	–	–	–	–	(205,013)	(205,013)
Transfer from retained						
profits	–	–	9,581	–	(9,581)	–
As at 31 December 2022	<u>293,294</u>	<u>8,033,588</u>	<u>146,647</u>	<u>(47,053)</u>	<u>781,879</u>	<u>9,208,355</u>
As at 1 January 2023	293,294	8,033,588	146,647	(47,053)	781,879	9,208,355
Profit for the year	–	–	–	–	430,083	430,083
Vesting of restricted shares	–	–	–	47,053	–	47,053
Share option arrangements	–	19,208	–	–	–	19,208
Repurchase of A-shares	–	–	–	(45,714)	–	(45,714)
Final 2022 dividend	–	–	–	–	(330,543)	(330,543)
2023 interim dividend	–	–	–	–	(221,437)	(221,437)
Others	–	(141)	–	–	–	(141)
As at 31 December 2023	<u>293,294</u>	<u>8,052,655</u>	<u>146,647</u>	<u>(45,714)</u>	<u>659,982</u>	<u>9,106,864</u>
As at 1 January 2024	293,294	8,052,655	146,647	(45,714)	659,982	9,106,864
Profit for the period	–	–	–	–	1,066,611	1,066,611
Share option arrangements	–	83,147	–	–	–	83,147
Repurchase of A-shares	–	–	–	(62,879)	–	(62,879)
Final 2023 dividend	–	–	–	–	(518,647)	(518,647)
2024 interim dividend	–	–	–	–	(403,144)	(403,144)
As at 30 September 2024						
(Unaudited)	<u>293,294</u>	<u>8,135,802</u>	<u>146,647</u>	<u>(108,593)</u>	<u>804,802</u>	<u>9,271,952</u>

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36. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group’s subsidiaries that have material non-controlling interests are set out below:

	As at 31 December		As at 30 September
	2022	2023	2024
			(Unaudited)
Percentage of equity interest held by non-controlling interests:			
Honghu Xinhongye	10%	10%	10%
Hubei New Liuwu	30%	30%	30%
	<u> </u>	<u> </u>	<u> </u>

	Year ended 31 December		Nine months ended 30 September
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
			(Unaudited)

Profit for the year/period allocated to non-controlling interests:			
Honghu Xinhongye	7,115	6,637	2,098
Hubei New Liuwu	<u>9,010</u>	<u>15,650</u>	<u>12,232</u>

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
			(Unaudited)

Accumulated balances of non-controlling interests at the reporting date:			
Honghu Xinhongye	62,886	69,523	71,621
Hubei New Liuwu	<u>137,525</u>	<u>153,175</u>	<u>165,407</u>

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

	Honghu Xinhongye	Hubei New Liuwu
	RMB’000	RMB’000
2022		
Revenue	1,598,538	313,757
Total expenses	1,527,390	283,723
Profit for the year	71,148	30,034
Total comprehensive income for the year	<u>71,148</u>	<u>30,034</u>
Current assets	663,967	627,167
Non-current assets	456,278	618,442
Current liabilities	396,162	733,478
Non-current liabilities	<u>95,221</u>	<u>53,715</u>
Net cash flows used in operating activities	(83,049)	(95,172)
Net cash flows used in investing activities	(62,987)	(94,620)
Net cash flows from financing activities	<u>180,295</u>	<u>156,925</u>
Net increase/(decrease) in cash and cash equivalents	<u>34,259</u>	<u>(32,867)</u>

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	Honghu Xinhongye	Hubei New Liuwu
	RMB'000	RMB'000
2023		
Revenue	1,441,581	1,158,126
Total expenses	1,365,465	1,099,045
Profit for the year	76,116	59,081
Total comprehensive income for the year.	76,116	59,081
Current assets	688,985	771,408
Non-current assets.	435,277	633,798
Current liabilities	357,016	839,183
Non-current liabilities	62,269	48,525
Net cash flows from/(used in) operating activities	80,960	(124,419)
Net cash flows used in investing activities.	(28,068)	(69,510)
Net cash flows (used in)/from in financing activities	(34,282)	183,527
Net increase/(decrease) in cash and cash equivalents	18,610	(10,402)

	Honghu Xinhongye	Hubei New Liuwu
	RMB'000	RMB'000
30 September 2024 (Unaudited)		
Revenue	1,000,416	907,238
Total expenses	987,106	873,328
Profit for the year	13,310	33,910
Total comprehensive income for the year.	13,310	33,910
Current assets	530,023	699,939
Non-current assets.	405,749	600,743
Current liabilities	160,954	703,962
Non-current liabilities	56,530	45,312
Net cash flows (used in)/from operating activities	(189,668)	173,569
Net cash flows used in investing activities.	(11,403)	(31,889)
Net cash flows used in financing activities.	(224,911)	(85,336)
Net (decrease)/increase in cash and cash equivalents	(425,982)	56,344

37. BUSINESS COMBINATIONS

Hubei New Liuwu and subsidiaries

In April 2022, the Company entered into a share purchase agreement with third parties to acquire 70% equity interests of Hubei New Liuwu and subsidiaries with the consideration of RMB644,000,000. Hubei New Liuwu and subsidiaries are primarily engaged in crayfish farming and processing business. The acquisition was made as part of the Group’s strategy to enhance its raw material productions. The acquisition was consummated in August 2022.

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The fair values of the identifiable assets and liabilities of Hubei New Liuwu and subsidiaries as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition
		RMB'000
Property, plant and equipment	15	346,461
Right-of-use assets	16(a)	32,746
Other intangible assets	18	172,711
Cash and cash equivalents		55,912
Trade receivables		164,713
Inventories		385,063
Prepayments, other receivables and other assets		47,875
Other non-current assets		12,595
Deferred tax assets		5,424
Trade payables		(158,380)
Interest-bearing bank and other borrowings		(80,077)
Other liabilities		(512,363)
Deferred tax liabilities		(44,297)
Total identifiable net assets at fair value		428,383
Non-controlling interests		(128,515)
Goodwill on acquisition		344,132
Total consideration		644,000
Satisfied by cash		644,000

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	RMB'000
Cash consideration	(644,000)
Cash and cash equivalents acquired	55,912
Net outflow of cash and cash equivalents included in cash flows from investing activities	(588,088)

The fair values of the trade receivables as at the date of acquisition amounted to RMB164,713,000. The gross contractual amounts of trade receivables were RMB174,303,000 of which RMB9,590,000 are expected to be uncollectible.

Since the acquisition, Hubei New Liuwu and subsidiaries contributed RMB311,245,000 to the Group’s revenue and caused a profit of RMB30,034,000 to the consolidated profit of the Group for the year ended 31 December 2022.

Had the combination taken place at the beginning of 2022, the revenue and the profit of the Group for the year would have been RMB12,968,381,000 and RMB1,153,763,000, respectively.

As part of the purchase agreement, the transferors promised that the net profit of Hubei New Liuwu for the fiscal years of 2022, 2023, and 2024 would not be less than RMB70,000,000, RMB80,000,000 and RMB90,000,000, respectively, and the proportion of non-recurring gains and losses in the corresponding net profit amount for 2022, 2023 and 2024 should not exceed 20% respectively.

If Hubei New Liuwu fails to achieve the corresponding performance commitment for a particular fiscal year, and the actual net profit of Hubei New Liuwu for that year is less than 80% (excluding the exact amount) of the corresponding performance commitment amount for that year, then the transferors agreed to compensate the Group at an amount to be calculated based on the performance commitment.

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Given the continuous expansion of the crayfish market, Hubei New Liuwu has a large production capacity and continues to innovate in product research and development. On the date of signing the agreement, the Group expected Hubei New Liuwu to achieve the agreed performance goals in the future.

The Group reviewed the performance of Hubei New Liuwu at the end of each reporting period and expected that no compensation would be paid by the transferors.

38. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transaction

During the years ended 31 December 2022, 2023 and nine months ended 30 September 2023 and 2024, the Group had non-cash additions to right-of-use assets and lease liabilities of Nil, RMB2,805,000, RMB1,597,000 and RMB7,241,000 respectively, in respect of lease agreements.

(b) Changes in liabilities arising from financing activities

Year ended 31 December 2022

	Bank and other borrowings	Lease liabilities	Other payables – restricted stock repurchase
	RMB'000	RMB'000	RMB'000
At 1 January 2022	411,038	9,192	104,660
Changes from financing cash flows	(13,620)	(4,322)	–
Acquisition of a subsidiary	80,077	–	–
Accretion of interest recognised during the year	14,676	226	–
Vesting of restricted A-shares	–	–	(57,221)
Covid-19-related rent concessions from lessors	–	(92)	–
Forfeiting of restricted A-shares	–	–	(386)
At 31 December 2022	<u>492,171</u>	<u>5,004</u>	<u>47,053</u>

Year ended 31 December 2023

	Bank and other borrowings	Lease liabilities	Other payables – restricted stock repurchase	Dividends Payable
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	492,171	5,004	47,053	–
Changes from financing cash flows	(131,730)	(4,205)	–	(221,437)
Increase arising from non-cash changes	(50,000)	–	–	–
New leases	–	2,805	–	–
Accretion of interest recognised during the year	17,365	134	–	–
Dividends declared	–	–	–	221,437
Vesting of restricted A-shares	–	–	(47,053)	–
At 31 December 2023	<u>327,806</u>	<u>3,738</u>	<u>–</u>	<u>–</u>

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Nine months ended 30 September 2023 (Unaudited)

	Bank and other borrowings	Lease liabilities	Other payables – restricted stock repurchase	Dividends Payable
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023.	492,171	5,004	47,053	–
Changes from financing cash flows	(7,750)	(2,613)	–	–
New leases	–	1,597	–	–
Accretion of interest recognised during the period	13,126	102	–	–
Dividends declared	–	–	–	221,437
Vesting of restricted A-shares	–	–	(47,053)	–
At 30 September 2023 (Unaudited)	<u>497,547</u>	<u>4,090</u>	<u>–</u>	<u>221,437</u>

Nine months ended 30 September 2024 (Unaudited)

	Bank and other borrowings	Lease liabilities
	RMB'000	RMB'000
At 1 January 2024.	327,806	3,738
Changes from financing cash flows	(221,753)	(2,266)
New leases	–	7,241
Accretion of interest recognised during the period	6,825	158
Disposal	–	(143)
At 30 September 2024 (Unaudited)	<u>112,878</u>	<u>8,728</u>

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statements of cash flows is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Within operating activities.	22,205	28,133	12,956	13,840
Within investing activities	28,140	23,515	–	52,362
Within financing activities.	4,322	4,205	2,613	2,266
	<u>54,667</u>	<u>55,853</u>	<u>15,569</u>	<u>68,468</u>

39. CONTINGENT LIABILITIES

As at 31 December 2022, 2023 and 30 September 2024, neither the Group nor the Company had any significant contingent liabilities.

40. PLEDGE OF ASSETS

Details of the Group’s interest-bearing borrowings, which are secured by the assets of the Group, are included in note 28 to the Historical Financial Information.

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41. COMMITMENTS

The Group had the following capital commitments at the end of each of the Relevant Periods:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Contracted, but not provided for purchase of property, plant and equipment	284,230	507,865	369,735

42. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with related parties during the years ended 31 December 2022, 2023 and nine months ended 30 September 2023 and 2024:

(a) Transactions with related parties:

	Year ended 31 December		Nine months ended 30 September	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Sale of goods proceeds				
Beihai Heyuan Foods Co., Ltd. (i)	NA	6,639	4,365	5,960
Purchase of goods				
Beihai Heyuan Foods Co., Ltd. (i)	NA	264,472	138,846	220,999

- (i) Beihai Heyuan has been identified as a related party of the Group since November 2023. Honghu Xinhongye Food Co., Ltd., a subsidiary of the Company held 19% equity of Beihai Heyuan Foods Co., Ltd. since its formation in November 2022 with significant influence. Then, Xiaohuabin (a key management personnel of the Group), the legal person, director and general manager of Honghu Xinhongye Food Co., Ltd which held the rest of 10% equity. Taking a role of chairman of Beihai Heyuan since November 2023.

The sales to the related parties were made according to the published prices and conditions offered to the major customers. The purchases from the related parties were conducted in the ordinary course of business and based on commercial terms mutually agreed by the counterparties.

(b) Compensation of key management personnel of the Group

Compensation of key management personnel of the Group, which comprises the remuneration of the directors, is disclosed in note 10 and note 11 to the Historical Financial Information.

(c) Outstanding balances with related parties

	Year ended 31 December		As at 30 September
	2022	2023	2024
	RMB'000	RMB'000	RMB'000 (Unaudited)
Trade payables			
Beihai Heyuan Foods Co., Ltd.	NA	7,651	1,718
Other payables			
Beihai Heyuan Foods Co., Ltd.	NA	100	100

Amounts due to a related party were trade in nature, unsecured, interest-free and repayable within 15 days.

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43. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at 31 December 2022, 2023 and 30 September 2024 are as follows:

31 December 2022

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	672,325	—	672,325
Trade and bills receivables	—	736,997	736,997
Financial assets included in prepayments, other receivables and other assets	—	26,060	26,060
Restricted cash and time deposits	—	2,446,105	2,446,105
Cash and cash equivalents	—	3,057,910	3,057,910
Total	<u>672,325</u>	<u>6,267,072</u>	<u>6,939,397</u>

Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Trade and bills payables	—	1,327,301	1,327,301
Financial liabilities included in other payables and accruals	—	874,415	874,415
Interest-bearing bank and other borrowings	—	492,171	492,171
Total	<u>—</u>	<u>2,693,887</u>	<u>2,693,887</u>

31 December 2023

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	1,033,242	—	1,033,242
Trade and bills receivables	—	572,084	572,084
Financial assets included in prepayments, other receivables and other assets	—	20,579	20,579
Restricted cash and time deposits	—	448,011	448,011
Cash and cash equivalents	—	4,527,451	4,527,451
Total	<u>1,033,242</u>	<u>5,568,125</u>	<u>6,601,367</u>

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Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Trade and bills payables	—	1,288,469	1,288,469
Financial liabilities included in other payables and accruals	—	954,591	954,591
Interest-bearing bank and other borrowings . .	—	327,806	327,806
Due to related parties – trade payables	—	7,751	7,751
Total	—	2,578,617	2,578,617
	=	=	=

30 September 2024 (Unaudited)

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	3,121,782	—	3,121,782
Trade and bills receivables	—	693,263	693,263
Financial assets included in prepayments, other receivables and other assets	—	31,249	31,249
Restricted cash and time deposits	—	557,013	557,013
Cash and cash equivalents	—	2,013,137	2,013,137
	3,121,782	3,294,662	6,416,444
	=	=	=

Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Trade and bills payables	—	1,178,278	1,178,278
Financial liabilities included in other payables and accruals	—	771,103	771,103
Interest-bearing bank and other borrowings . .	—	112,878	112,878
Due to related parties – trade payables	—	1,818	1,818
	—	2,064,077	2,064,077
	=	=	=

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group’s financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts			Fair values		
	As at 31 December 2022	As at 31 December 2023	As at 30 September 2024	As at 31 December 2022	As at 31 December 2023	As at 30 September 2024
	RMB’000	RMB’000	RMB’000 (Unaudited)	RMB’000	RMB’000	RMB’000 (Unaudited)
Financial assets						
Financial assets at fair value through profit or loss.	<u>672,325</u>	<u>1,033,242</u>	<u>3,121,782</u>	<u>672,325</u>	<u>1,033,242</u>	<u>3,121,782</u>
Financial liabilities						
Interest-bearing bank loans	<u>2,266</u>	<u>1,465</u>	<u>759</u>	<u>2,172</u>	<u>1,412</u>	<u>732</u>

Management has assessed that the fair values of cash and cash equivalents, restricted cash and time deposits, trade receivables, financial assets included in prepayments, other receivables and other assets, current interest-bearing bank borrowings, trade payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

The fair values of the non-current interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group’s own non-performance risk for interest-bearing bank borrowings as at 31 December 2022, 2023 and 30 September 2024, were assessed to be insignificant.

The fair values of wealth management products included in financial assets at fair value through profit or loss have been estimated using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The Group’s corporate finance team is responsible for determining the policies and procedures for the fair value management of financial instruments. The corporate finance team reports directly to the chief financial officer and the board of directors. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the board of directors for annual financial reporting.

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Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group’s financial instruments:

Assets measured at fair value:

	Fair value measurement using			Total
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	
	RMB’000	RMB’000	RMB’000	RMB’000
As at 31 December 2022				
Financial assets at fair value through profit or loss.	–	672,325	–	672,325
	=	=	=	=
As at 31 December 2023				
Financial assets at fair value through profit or loss.	–	1,033,242	–	1,033,242
	=	=	=	=
As at 30 September 2024 (Unaudited)				
Financial assets at fair value through profit or loss.	–	3,121,782	–	3,121,782
	=	=	=	=

The movements in fair value measurements within Level 3 during the Relevant Periods are as follows:

	31 December 2022	31 December 2023	30 September 2024
	RMB’000	RMB’000	RMB’000 (Unaudited)
Other financial liabilities			
At the beginning of year/period	511	–	–
Purchase of equity rights from non-controlling shareholders	(511)	–	–
At end of year/period.	–	–	–
	=	=	=

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

Liabilities for which fair values are disclosed:

	Fair value measurement using			Total
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	
	RMB’000	RMB’000	RMB’000	RMB’000
As at 31 December 2022				
Interest-bearing bank borrowings. . .	–	2,172	–	2,172
	=	=	=	=
As at 31 December 2023				
Interest-bearing bank borrowings. . .	–	1,412	–	1,412
	=	=	=	=
As at 30 September 2024 (Unaudited)				
Interest-bearing bank borrowings. . .	–	732	–	732
	=	=	=	=

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial instruments comprise bank and other interest-bearing borrowings, cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group’s operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group’s financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units’ functional currencies. In addition, the Group has currency exposures from its cash and cash equivalent. The management of the Company consider the Group’s exposure to foreign currency risk not significant.

Interest rate risk

The Group’s bank balances, other than short-term and long-term bank deposits, expose to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate. The directors of the Company consider the Group’s exposure to interest rate risk in respect of bank balances, interest-bearing bank and other borrowings is not significant as most of them are at fixed interest rate.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group’s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group’s exposure to bad debts is not significant.

Maximum exposure and year/period-end staging as at 31 December 2022, 2023 and 30 September 2024.

The table below shows the credit quality and the maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year/period-end staging classification as at 31 December 2022, 2023 and 30 September 2024. The amounts presented are gross carrying amounts for financial assets.

31 December 2022	12-month ECLs		Lifetime ECLs		Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Trade and bills receivables*	239	–	–	784,461	784,700
Financial assets included in prepayments, other receivables and other assets					
– Normal**	31,719	–	–	–	31,719
– Doubtful	–	638	–	–	638
Restricted cash and time deposits					
– Not yet past due.	2,446,105	–	–	–	2,446,105
Cash and cash equivalents					
– Not yet past due.	3,057,910	–	–	–	3,057,910
	<u>5,535,973</u>	<u>638</u>	<u>–</u>	<u>784,461</u>	<u>6,321,072</u>

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31 December 2023	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade and bills receivables*	2,723	–	–	615,493	618,216
Financial assets included in prepayments, other receivables and other assets					
– Normal**	22,862	–	–	–	22,862
– Doubtful	–	560	–	–	560
Restricted cash and time deposits					
– Not yet past due.	448,011	–	–	–	448,011
Cash and cash equivalents					
– Not yet past due.	4,527,451	–	–	–	4,527,451
	<u>5,001,047</u>	<u>560</u>	<u>–</u>	<u>615,493</u>	<u>5,617,100</u>
30 September 2024 (Unaudited)	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade and bills receivables*	2,452	–	–	746,032	748,484
Financial assets included in prepayments, other receivables and other assets					
– Normal**	33,916	–	–	–	33,916
– Doubtful	–	560	–	–	560
Restricted cash and time deposits					
– Not yet past due.	557,013	–	–	–	557,013
Cash and cash equivalents					
– Not yet past due.	2,013,137	–	–	–	2,013,137
	<u>2,606,518</u>	<u>560</u>	<u>–</u>	<u>746,032</u>	<u>3,353,110</u>

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 24 to the Historical Financial Information.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

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Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management of the Group to finance the operations and mitigate the effects of fluctuations of cash flows.

The maturity profile of the Group’s financial liabilities as at 31 December 2022, 2023 and 30 September 2024, based on the contractual undiscounted payments, is as follows:

31 December 2022	On demand or within one year	1 to 2 years	2 to 3 years	Over 3 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Lease liabilities	3,682	782	290	434	5,188
Interest-bearing bank loans and other borrowings . .	497,309	937	922	455	499,623
Trade and bills payables . .	1,327,301	–	–	–	1,327,301
Financial liabilities included in other payables and accruals . .	874,287	128	–	–	874,415
Total	2,702,579	1,847	1,212	889	2,706,527
31 December 2023	On demand or within one year	1 to 2 years	2 to 3 years	Over 3 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Lease liabilities	1,638	1,226	644	350	3,858
Interest-bearing bank loans and other borrowings . .	331,253	992	490	–	332,735
Trade and bills payables . .	1,288,469	–	–	–	1,288,469
Financial liabilities included in other payables and accruals . .	954,591	–	–	–	954,591
Due to related parties – trade payables	7,751	–	–	–	7,751
Total	2,583,702	2,218	1,134	350	2,587,404
30 September 2024 (Unaudited)	On demand or within one year	1 to 2 years	2 to 3 years	Over 3 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Lease liabilities	4,363	3,523	1,090	–	8,976
Interest-bearing bank loans and other borrowings . .	114,194	763	–	–	114,957
Trade and bills payables . .	1,178,278	–	–	–	1,178,278
Financial liabilities included in other payables and accruals . .	771,103	–	–	–	771,103
Due to related parties – trade payables	1,818	–	–	–	1,818
Total	2,069,756	4,286	1,090	–	2,075,132

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Capital management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise equity holders’ value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to equity holders, return capital to equity holders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022, 2023 and nine months ended 30 September 2024.

The Group monitors capital using a gearing ratio, which is debt divided by the adjusted capital plus debt. Debt includes interest-bearing borrowings and lease liabilities. Capital includes equity attributable to owners of the parent. The gearing ratios as at 31 December 2022, 2023 and nine months ended 30 September 2024 were as follows:

	As at 31 December		As at 30 September
	2022	2023	2024
	RMB’000	RMB’000	RMB’000 (Unaudited)
Interest-bearing borrowings	492,171	327,806	112,878
Lease liabilities	5,004	3,738	8,728
Debt	497,175	331,544	121,606
Equity attributable to owners of the parent.	11,679,284	12,628,023	12,774,876
Gearing ratio	4.1%	2.6%	0.9%

46. EVENTS AFTER THE REPORTING PERIODS

On 25 October 2024, the Board of Directors of the company approved the adjustment of the share option scheme price due to the distribution of cash dividends. The grant price for the initial and reserved share option scheme has been adjusted from 105.275 yuan per share to 102.12 yuan per share. The adjustment of the exercise price of the share option scheme granted for the first time under this incentive plan will not have a material impact on the Group’s financial condition and operations, nor will it harm the interests of the Company and its shareholders. It will also not affect the continuation of the implementation of this incentive plan.

On 29 November 2024, the Company held the 16th meeting of the 5th Board of Directors and declared the dividend for the nine months ended 30 September 2024. On 16 January 2025, the Company announced the interim dividends of RMB277,527,000 for the nine months ended 30 September 2024.

III. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies comprising the Group in respect of any period subsequent to 30 September 2024.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

This Appendix mainly provides investors with an overview of the Articles of Association. As the following information is in summary form, it does not contain all the information that may be important to investors.

SHARES AND REGISTERED CAPITAL

The shares of the Company shall be issued in an open, fair and equal manner. Each share of the same class shall rank *pari passu* with each other. Shares of a class in each issuance shall be issued under the same terms and at the same price. Each of the shares shall be subscribed for at the same price by any subscriber.

INCREASE, DECREASE, REPURCHASE AND TRANSFER OF SHARES

Increase and Decrease of Shares

According to the operation and development needs of the Company, subject to the laws, regulations and the Articles of Association, the Company may increase the capital by the following ways upon approval of resolutions at the Shareholders’ meeting:

- (1) public issuance of shares;
- (2) non-public issuance of shares;
- (3) allotment of new shares or distribution of bonus shares to existing Shareholders;
- (4) the conversion of reserve funds into share capital;
- (5) other methods approved by the securities regulatory authorities where the company’s stocks are listed, as stipulated by laws, administrative regulations.

When the Company issues convertible corporate bonds, the issuance, conversion procedures and arrangements of the convertible corporate bonds, as well as the changes in the Company’s share capital resulting from the conversion, shall be handled in accordance with the provisions of national laws, administrative regulations, departmental rules, and other documents, as well as the terms set forth in the Company’s convertible corporate bond prospectus.

For the Company to increase capital by issuing new shares, after approval in accordance with the provisions of the Articles of Association., the procedures stipulated by the relevant laws, administrative regulations, departmental rules, normative documents, and the listing rules of the stock exchange where the Company’s shares are listed shall be followed.

The Company may reduce its registered capital. When reducing its registered capital, the Company shall follow the procedures stipulated by the PRC Company Law, as well as other relevant regulations and the provisions of the Articles of Association.

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Repurchase of Shares

The Company may, in accordance with the provisions of laws, administrative regulations, departmental rules, and the Articles of Association, repurchase its own shares under the following circumstances:

- (1) reducing the Company's registered capital;
- (2) merging with other companies holding the Company's shares;
- (3) using the shares as an employee stock ownership plan or equity incentive plan;
- (4) purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders' meeting upon their request;
- (5) use of shares for conversion of convertible corporate bonds issued by the Company;
- (6) necessary for the Company to maintain its value and protect the interests of the Shareholders;
- (7) other circumstances permitted by laws, administrative regulations, departmental rules, and regulatory rules of the stock exchange where the Company's shares are listed.

Except for the aforesaid circumstances, the Company shall not repurchase its own shares.

A resolution shall be passed at the Shareholders' meeting when the Company is to repurchase its own shares under the circumstances (1) and (2) set out above. In case of the circumstances stipulated in (3), (5), and (6) above, a resolution of the Company's Board shall be passed by at least two-thirds of the Directors attending the Board meeting provided that it complies with the securities regulatory rules of the stock exchange where the company's shares are listed.

After the Company has repurchased its own shares in accordance with the circumstances hereof, the shares so repurchased under the circumstance set out in (1) above shall be canceled within ten days from the date of purchase; the shares so repurchased under the circumstance set out in (2) or (4) above shall be transferred or canceled within six months; and the shares held in total by the Company after the repurchase under any of the circumstances set out in (3), (5) or (6) above shall not exceed 10% of the Company's total issued shares, and such shares shall be transferred or canceled within three years.

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Transfer of Shares

The Company’s shares can be transferred according to the law. All transfers of H Shares shall be effected by instruments of transfer in writing in a general or common form or in any other form acceptable to the Board of Directors, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. The instruments of transfer may be signed by hand only or (where the transferor or transferee is a corporation) stamped with the corporation’s chop. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong or its nominee, the instruments of transfer may be signed by hand or in a machine imprinted format. All instruments of transfer shall be deposited with the legal address of the Company or such places as the Board of Directors may designate from time to time.

The shares issued by the Company before the public offering of A-shares shall not be transferred within one year from the date of listing and trading of the Company’s stocks on the stock exchange. If laws, administrative regulations, or the State Council’s securities regulatory authority has other provisions regarding the transfer of shares held by the Company’s Shareholders or actual controllers, those provisions shall prevail.

The Directors, Supervisors and senior management of the Company shall notify the Company of their holdings of shares in the Company and the changes therein. The annual transfer of shares during the term of office as determined at the time of their assumption of office shall not exceed 25% of their total holdings of shares of the Company. The shares of the Company held by them shall not be transferred within one year from the date on which the Company’s shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year from their departure from the Company. Where the listing rules of the place where the Company’s shares are listed provide otherwise in respect of the restrictions on the transfer of overseas listed shares, such rules shall prevail. If the shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee may not exercise the pledge right within such restricted transfer period. Holding Company stocks on behalf of others in violation of laws or administrative regulations is prohibited.

SHAREHOLDERS AND SHAREHOLDERS’ MEETINGS

Shareholders

The Company shall establish a register of Shareholders based on the certificates provided by the securities registration authority and the register of Shareholders is sufficient evidence to prove that the Shareholders hold the shares of the Company. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

Shareholders of the Company enjoy the following rights:

- (1) to receive dividends and other forms of interest distributions in proportion to the shares they hold;
- (2) to file a petition of, to convene, hold and attend the Shareholders' meetings either in person or by proxy and exercise their corresponding voting right according to laws;
- (3) to supervise, present suggestions on or make inquiries about the business operations of the Company;
- (4) to transfer, donate or pledge their shares in accordance with laws, administrative regulations and the Articles of Association;
- (5) to inspect and copy the Articles of Association, register of Shareholders, minutes of Shareholders' meetings, resolutions of the Board meetings, resolutions of the meetings of Supervisory Committee, financial and accounting reports; the Shareholders who individually or collectively hold 3% or more of the Company's Shares for 180 consecutive days or more may inspect the accounting books and vouchers of the Company;
- (6) to participate in the distribution of the remaining properties of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;
- (7) to request the Company to purchase their shares for the Shareholders who object to the Company's resolution on merger or division made by the Shareholders' meetings; and
- (8) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory rules of the stock exchange where the Company's shares are listed and the Articles of Association.

In the event that any resolution of the Shareholders' meeting or resolution of the Board of Directors violates laws or administrative regulations, the Shareholder is entitled to request the People's Court to deem it as invalid. In the event that the convening procedure or voting method of the Shareholders' meeting or the Board meeting violates any of laws, administrative regulations or the Articles of Association, or any resolution of which violates the Articles of Association, the Shareholder is entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted, except where there are only some minor defects in the convening procedures or the voting method of the Shareholders' meeting or the Board of Directors, which do not materially affect the resolution.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

Shareholders of the Company shall assume the following obligations:

- (1) to abide by the laws, administrative regulations and the Articles of Association;
- (2) to pay subscription monies according to the shares subscribed and the method of subscription;
- (3) not to withdraw the shares unless required by the laws and regulations;
- (4) not to abuse their Shareholders' rights to jeopardize the interests of the Company or other Shareholders, and not to abuse the status of the Company as an independent legal entity and the limited liability of Shareholders to jeopardize the interests of any creditors of the Company. Where any Shareholder of the Company abuses the Shareholders' rights and incur losses to the Company or other Shareholders, such Shareholder shall be liable for the damages according to laws. Where Shareholders of the Company abuse the Company's status as an independent legal entity and the limited liability of Shareholders for the purposes of evading debts, thereby materially impairing the interests of the creditors of the Company, such Shareholders shall be jointly and severally liable for the debts owed by the Company;
- (5) other obligations imposed by the laws, administrative regulations and the Articles of Association.

General Provisions for Shareholders' Meetings

The Shareholders' meeting is the organ of authority of the Company, which exercises the following powers in accordance with applicable laws and regulations:

- (1) to elect or replace the Directors and Supervisors (other than the employee representatives) and to decide on matters relating to the remuneration of Directors and Supervisors;
- (2) to examine and approve reports of the Board of Directors;
- (3) to examine and approve reports of the Supervisory Committee;
- (4) to examine and approve the Company's profit distribution plans and loss recovery plans;
- (5) to make resolutions on any increase or decrease of the Company's registered capital;
- (6) to make resolutions on the issue of corporate bonds by the Company;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (7) to make resolutions on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;
- (8) to amend the Articles of Association;
- (9) to make resolutions on the appointment and dismissal of accounting firms by the Company;
- (10) to examine and approve the provision of guarantees stipulated in Article 41 of the Company's Articles of Association;
- (11) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;
- (12) to examine and approve matters relating to changes in the use of proceeds;
- (13) to examine and approve the equity incentive plans and employee stock ownership plans;
- (14) to examine other matters as required by the laws, administrative regulations, departmental rules, the Articles of Association of the Company or the securities regulatory rules of the place where the Company's shares are listed, which shall be decided by the Shareholders' meeting.

The powers of the aforementioned Shareholders' meeting shall not be exercised by the Board of Directors or other institutions and individuals through authorization. The Shareholders' meeting may authorize the Board of Directors to make resolutions regarding the issuance of corporate bonds.

The following provision of guarantees to third parties by the Company are subject to the consideration and approval by the Shareholders' meeting:

- (1) a single guarantee that exceeds 10% of the Company's latest audited net assets;
- (2) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;
- (3) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;
- (4) any guarantee provided to a party with an asset-liability ratio of over 70%;

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

- (5) in accordance with the principle of cumulative calculation of guarantee amounts over a continuous 12-month period, the amount of guarantee has exceeded 30% of the Company’s latest audited total assets;
- (6) the guarantee to be provided to Shareholders, beneficial controllers and their related parties;
- (7) other circumstances that require approval by the Shareholders’ meeting as stipulated by the CSRC and the stock exchange (based on the exchange where the Company is approved for public issuance of shares and listing).

For guarantee matters within the authority of the Board of Directors, in addition to being passed by more than half of all Directors, they should also be agreed upon by more than two-thirds of the Directors attending the Board meeting. Guarantees mentioned in the preceding item (5) should be passed by more than two-thirds of the voting rights held by Shareholders attending the meeting. When the Shareholders’ meeting deliberates on guarantee proposals provided for Shareholders, actual controllers, and their related parties, such Shareholders or Shareholders under the control of the actual controller shall not participate in the vote on that item, and the vote must be passed by more than half of the voting rights held by other Shareholders attending the meeting.

Shareholders’ meetings are divided into annual meetings and extraordinary meetings. The annual meeting is convened once every year and shall be held within six months after the end of the previous accounting year.

The Company shall convene an extraordinary meeting within two months from the date of the occurrence of any of the following circumstances:

- (1) where the number of Directors is less than the minimum number stipulated by the PRC Company Law or less than two-thirds of the number prescribed in the Articles of Association;
- (2) where the uncovered losses of the Company reach one-third of its paid-in share capital;
- (3) where it is requested by a Shareholder individually or Shareholders collectively holding more than 10 percent of the Company’s shares;
- (4) the Board of Directors considers it necessary;
- (5) the Supervisory Committee proposes that such a meeting shall be held;
- (6) other circumstances conferred by the laws, administrative regulations, departmental rules, the provisions of the regulatory rules of the stock exchange where the Company’s shares are listed and the Articles of Association.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

If an extraordinary meeting is convened in accordance with the provisions of the regulatory rules of the stock exchange where the Company’s shares are listed, the actual convening date of the extraordinary general meeting may be adjusted based on the approval progress of the securities exchange where the Company’s shares are listed.

Convening of Shareholders’ Meetings

Independent Directors shall have the right to propose to the Board of Directors to convene extraordinary Shareholders’ meetings. When an Independent Director proposes to convene an extraordinary Shareholders’ meeting, the Board of Directors shall issue written feedback on consent or non-consent to the convening of the extraordinary Shareholders’ meeting within 10 days from the receipt of the proposal according to the laws, administrative regulations and the Articles of Association. If the Board of Directors gives consent to convene an extraordinary Shareholders’ meeting, it shall, within five days from the passing of the Board of Directors resolution, issue a notice on convening the extraordinary Shareholders’ meeting. If the Board of Directors does not give consent to convene an extraordinary Shareholders’ meeting, the Board of Directors shall state the reason and issue an announcement.

The Supervisory Committee shall have the right to propose the convening of extraordinary Shareholders’ meetings and submit such proposal in writing to the Board of Directors. In accordance with the laws, administrative regulations and the Articles of Association, the Board of Directors shall issue written feedback on consent or non-consent to the convening of the extraordinary Shareholders’ meetings within 10 days from the receipt of the proposal. If the Board of Directors gives consent to convene an extraordinary Shareholders’ meeting, it shall, within five days from the passing of the Board of Directors resolution, issue a notice on convening the extraordinary Shareholders’ meeting. Any changes to the original proposal in the notice shall obtain the consent of the Supervisory Committee. If the Board of Directors does not give consent to convene an extraordinary Shareholders’ meeting or does not issue feedback within 10 days from the receipt of the proposal, the Board of Directors shall be deemed as unable to perform or failed to perform the duties of convening an extraordinary Shareholders’ meeting. In such cases, the Supervisory Committee may proceed to convene and chair the extraordinary Shareholders’ meeting on its own.

Shareholders that, either individually or jointly, hold over 10% of shares of the Company have the right to propose to the Board of Directors for the convening of an extraordinary Shareholders’ meeting, and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations, and the Articles of Association, issue written feedback on consent or non-consent to the convening of the extraordinary Shareholders’ meeting within 10 days from the receipt of the proposal. In event that the Board of Directors agrees to convene an extraordinary Shareholders’ meeting, a notice of the meeting shall be provided within five days of such resolution by the Board of Directors. Alterations to the original proposals in the notice shall be approved by the relevant Shareholders. In the event that the Board of Directors disagrees with the convening of an extraordinary Shareholders’ meeting, or fails to provide any feedback within 10 days after receiving the proposal, Shareholders that, either individually or jointly, hold over 10% of

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shares of the Company have the right to propose to the Supervisory Committee for the convening of an extraordinary Shareholders’ meeting, and such proposal shall be made in writing to the Supervisory Committee. In event that the Supervisory Committee agrees to convene an extraordinary Shareholders’ meeting, a notice of the meeting shall be issued within five days of receipt of such request. Alterations to the original proposals in the notice shall be approved by the relevant Shareholders. In event that the Supervisory Committee did not provide a notice of the extraordinary Shareholders’ meeting within the specified timeframe, the Supervisory Committee shall be considered to be unwilling to convene and preside over the meeting. The Shareholders that, either individually or jointly, hold over 10% of shares of the Company for a period of 90 consecutive days or more may at their sole discretion convene and preside over the extraordinary Shareholders’ meeting.

Where the Supervisory Committee or Shareholders decide to convene an extraordinary Shareholders’ meeting on its/their own, it/they shall notify the Board of Directors in writing and file relevant evidential documents with the Shanghai Stock Exchange. The Shareholders who convene the extraordinary Shareholders’ meeting shall hold no less than 10% shares of the Company when any resolution is made at such meeting. The Supervisory Committee or the convening Shareholders shall, when the notice of the extraordinary Shareholders’ meeting or announcement of resolutions of the extraordinary Shareholders’ meeting is issued, submit relevant evidential documents to the Shanghai Stock Exchange.

For the Shareholders’ meetings convened by the Supervisory Committee or Shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall provide the register of Shareholders as at the date of record.

The necessary expenses for the Shareholders’ meetings convened by the Supervisory Committee or Shareholders on their own shall be borne by the Company.

Notice of Shareholders’ Meeting

The convener shall notify all Shareholders by way of written form (including announcements) 21 days prior to the convening of the annual meeting, and each Shareholder shall be notified by way of written form (including announcements) 15 days prior to the convening of the extraordinary meeting. When calculating the start of the commencement period, the Company should not include the day the meeting is held.

The notice of a Shareholders’ meeting shall include the following:

- (1) the time, place, form and duration of the meeting;
- (2) matters and proposals submitted to the meeting for consideration;
- (3) in plain language: all Shareholders have the right to attend the Shareholders’ meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a Shareholder of the Company;

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- (4) the shareholding registration date of the Shareholders entitled to attend the meeting;
- (5) voting time and voting procedures on the Internet or in other ways;
- (6) name and telephone number of the permanent contact person for conference affairs;
- (7) other contents conferred by the laws, administrative regulations, departmental rules, the provisions of the regulatory rules of the stock exchange where the Company’s shares are listed and the Articles of Association.

The notice and supplementary notice of the Shareholders’ meeting shall fully and completely disclose all the specific contents of all proposals. Where an Independent Director is required to express opinions on matters to be discussed, the opinions and reasons of the Independent Directors shall be disclosed at the same time when the notice of Shareholders’ meeting and the supplementary notice are issued.

Proposals at Shareholders’ Meetings

The Board of Directors, the Supervisory Committee and Shareholders who individually or jointly hold more than 1% of the shares of the Company shall have the right to put forward proposals to the Company at the Shareholders’ meeting. Shareholders who individually or collectively hold more than 1% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the Shareholders’ meeting. The convener shall issue a supplementary notice of the Shareholders’ meeting within 2 days after receiving the proposal, and announce the contents of the interim proposal. The interim proposal shall have a clear agenda and specific matters for resolution. However, this does not apply if the interim proposal violates the provisions of laws, administrative regulations, or the company’s articles of association, or if it is not within the scope of the Shareholders’ meeting’s authority.

Proxy for the Shareholders’ Meeting

A Shareholder may attend and vote at the Shareholders’ meeting in person or by proxy.

Individual Shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents or proof that can indicate their identity, as well as their stock account card. Proxies attending the meeting shall present their personal identity cards and the power of attorney from the Shareholder.

Corporate Shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the written power of attorney legally issued by the legal representative of the legal person Shareholder, except for Shareholders who are a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the company are listed or its proxy.

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Shareholders of a partnership enterprise that is not a legal person should attend the meeting in person as the natural person managing partner or the appointed representative of a non-natural person managing partner, or through an agent appointed by the individuals. When a natural person managing partner or an appointed representative of a non-natural person managing partner attends the meeting, they should present their personal identification and valid proof of their qualifications as a managing partner or appointed representative. Proxies authorized to attend the meeting shall present their personal identification and the written power of attorney legally issued by the natural person managing partner or the appointed representative of a non-natural person managing partner of that Shareholder's entity.

If the Shareholder is a Recognized Clearing House, the Shareholder may authorize one or more persons it deems fit to act as its proxy at any meeting or any meeting of creditors; however, if more than two person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may act on behalf of the Recognized Clearing House as if such person were an individual Shareholder of the Company.

If the power of attorney is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document, together with the instrument appointing the voting proxy, shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting.

The power of attorney issued by a Shareholder to appoint another person to attend a meeting shall contain the following particulars:

- (1) name of the proxy;
- (2) whether the proxy has any voting rights;
- (3) instructions to vote for, against or abstain from voting on each matter to be considered that are included on the agenda of the Shareholders' general meeting, respectively;
- (4) date of issuance and date of expiry of the power of attorney;
- (5) signature (or seal) of the principal. If the principal is a corporate Shareholder, the seal of the corporate shall be affixed.

The power of attorney should state whether the proxy may vote as he/she wishes if the Shareholder does not give specific instructions.

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Voting at the Shareholders’ Meeting

Resolutions at Shareholders’ meeting are divided into ordinary resolutions and special resolutions. An ordinary resolution at a Shareholders’ meeting shall be passed by more than half of the voting rights held by the Shareholders present at the Shareholders’ meeting (including proxies). A special resolution at a Shareholders’ meeting shall be passed by at least two-thirds of the voting rights held by the Shareholders present at the Shareholders’ meeting (including proxies).

Shareholders (including their proxies) shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where material issues affecting the interests of minority Shareholders are considered at the Shareholders’ meeting, the votes of minority Shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner. The shares held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of Shareholders present at the Shareholders’ meeting.

If any Shareholder, under applicable laws and regulations and Hong Kong Stock Exchange Listing Rules of the Hong Kong Stock Exchange, is required to abstain from voting on any particular matter being considered or is restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

If a Shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the Shareholders’ meeting for thirty-six months after the purchase.

When the Shareholders’ meeting discusses matters related to related party transactions, the related Shareholders may attend the meeting and can, in accordance with the meeting procedures, explain their views to the attending Shareholders, but they should not participate in the voting. The number of shares they represent with voting rights is not counted in the valid total votes; the announcement of the Shareholders’ meeting resolution should fully disclose the voting situation of the non-related Shareholders.

The following matters shall be passed by ordinary resolutions at the Shareholders’ meeting:

- (1) work reports of the Board of Directors and the Supervisory Committee;
- (2) plans for the distribution of profits and for recovery of losses proposed by the Board;
- (3) the election and removal of the members of the Board of Directors and the Supervisory Committee and their remuneration and payment method;

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- (4) the annual report of the Company;
- (5) any other matters other than those shall be passed by special resolutions as required by laws, administrative regulations, regulatory rules of the stock exchange where the Company’s shares are listed, or the Articles of Association.

The following matters shall be passed as special resolutions of a Shareholders’ general meeting:

- (1) the increase or reduction of the registered capital of the Company;
- (2) the division, spin-off, change of company form, merger, dissolution and liquidation of the Company;
- (3) any amendment to the Articles of Association of the Company;
- (4) the purchase or sale of significant assets or the provision of guarantee to others within a year, where the amount exceeds 30% of the Company’s audited total assets for the latest period;
- (5) share option incentive plan;
- (6) change the form of the company;
- (7) adjust or change the profit distribution policy determined by the Articles of Association of the Company;
- (8) any other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association of the Company, which have a significant impact on the Company if to be passed by an ordinary resolution of a Shareholders’ meeting and which are deemed necessary to be passed as a special resolution.

DIRECTORS AND THE BOARD OF DIRECTORS

Directors

Directors of the Company may include executive Directors, non-executive Directors and Independent Directors (The term ‘Independent Director’ has the same meaning as ‘Independent Non-executive Director’ in the Hong Kong Listing Rules). Non-executive Directors refer to Directors who do not hold management positions in the Company. Independent Director refers to a person who meets the regulatory requirements of the stock exchange where the Company’s shares are listed. The qualification, nomination, election procedures and powers of independent non-executive Directors and other related matters shall be implemented in accordance with laws, administrative regulations and securities regulatory rules of the stock exchange where the Company’s shares are listed.

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The Company’s Board of Directors does not have any Directors who are representatives of the employees. Directors are elected or replaced by the Shareholders’ meeting and may be removed from office by the Shareholders’ meeting before the expiration of their term, in accordance with the relevant laws, regulations, and listing rules of the stock exchange where the Company’s shares are listed, through an ordinary resolution (provided that any claims for compensation that the removed Director may have under any contract are not affected thereby). The term of office for a Director is three years, and they may be re-elected upon expiration of their term. The term of office for a Director is calculated from the date of assumption of office until the expiration of the current Board’s term. If Directors are not timely re-elected upon the expiration of their term, the outgoing Directors shall continue to perform their duties in accordance with the provisions of laws, administrative regulations, departmental rules, and these articles until the newly elected directors assume office. Directors may concurrently hold positions as the general manager or other senior management personnel, but the total number of Directors who concurrently hold positions as the general manager or other senior management personnel shall not exceed one-half of the total number of Directors.

A Director may resign prior to expiry of his/her term of office. A resigning Director shall submit a written resignation report to the Board of Directors. The Board of Directors shall disclose the relevant information within two days. Where the resignation of the Director will render the number of Directors to fall below the statutory quorum, or the resignation of an Independent Director resulting in the number of Independent Directors being less than one-third of the Board members, the absence of accounting professionals among the Independent Directors, or the proportion of Independent Directors in the Board’s special committees not complying with laws and regulations, the original Director shall continue to perform director duties pursuant to the provisions of laws, administrative regulations, departmental rules and the Articles of Association prior to appointment of his/her replacement. The Company shall complete the election of a replacement for the Independent Director within sixty days from the date of resignation to ensure that the composition of the Board of Directors and its special committees complies with laws and regulations, the securities regulatory rules of the stock exchange where the Company’s shares are listed, and the provisions of the Articles of Association. Except for the circumstances listed in the preceding paragraph, the resignation of a Director shall take effect upon the delivery of the resignation report to the Board of Directors.

Board of Directors

The Board of Directors consists of 10 Directors, including one Chairman. Among the Board members, there are four Independent Directors. The Board of Directors has established five special committees: the Strategy Committee, the Nomination Committee, the Audit Committee, the Remuneration and Assessment Committee and the Sustainable Development Committee. All members of the special committees are composed of Directors.

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The Board of Directors shall be accountable to the Shareholders’ meetings and shall exercise the following functions and powers:

- (1) to convene Shareholders’ meetings, and submit work reports to the Shareholders’ general meeting;
- (2) to implement the resolutions of Shareholders’ meetings;
- (3) to resolve on the Company’s business plans and investment plans;
- (4) to formulate the Company’s profit distribution plan and the plan for recovery of losses;
- (5) to formulate the Company’s plans for increase or reduction of registered capital, issuance of bonds or other securities and listing plan;
- (6) to formulate the Company’s plans for significant acquisition, acquisition of the Company’s shares or merger, division, dissolution and change of company form;
- (7) to decide, within the scope of the mandate granted by the Shareholders’ meeting, on the Company’s external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions, etc;
- (8) to decide on the establishment of the Company’s internal management organizations;
- (9) to decide on the appointment or dismissal of the general manager, secretary to the Board and other senior management members of the Company, and to decide on their remunerations, incentives and penalties; to decide on the appointment or dismissal of senior management members such as the deputy general manager or chief financial officer of the Company based on the nominations by the general manager, and to decide on their remunerations, incentives and penalties;
- (10) to formulate the basic management system of the Company;
- (11) to formulate the proposals for any amendment to the Articles of Association;
- (12) to manage information disclosure of the Company;
- (13) to propose to the Shareholders’ meeting on appointment or change of the accounting firms which provide audit services to the Company;

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- (14) to listen to work reports of the general manager of the Company and inspect his/her work; and
- (15) any other functions and powers stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, conferred by the Shareholders' meeting or the Articles of Association.

The Board of Directors shall convene at least four regular meetings each year, convened by the Chairman, with written notice to all Directors and Supervisors at least 14 days prior to the meeting.

Any Shareholder(s) holding 1/10 or more of the voting rights, one-third or more of the Directors or the Supervisory Committee may propose the holding of an extraordinary meeting of the Board of Directors. The Chairman shall convene and preside over a Board meeting within 10 days from receipt of such proposal.

The notice method and time limit for convening an extraordinary meeting of the Board are: written notice shall be given at least 5 days before the meeting; however, in case of urgent reasons, the meeting can be convened at any time through oral, telephone, or other similar means.

Except as otherwise provided in the Articles of Association, the Board meeting shall be held upon the attendance of more than half of Directors, and the resolutions made by the Board of Directors must be passed by more than half of all Directors of the Company. Voting on Board resolutions is conducted on a one-person-one-vote basis.

If any Director has connection with the enterprise or individual involved in the resolution made at a Board meeting, such Director shall submit a written report to the Board of Directors in a timely manner. The said Director shall not vote on the said resolution for himself/herself or on behalf of another Director. The Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the meetings is less than three, the issue shall be submitted to the Shareholders' general meeting for consideration. If there are any additional restrictions on Directors' participation in and voting at Board meetings in accordance with laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Directors shall attend Board meetings in person. If any Director cannot attend the meeting for any reason, he/she may authorize in writing another Director to act on his/her behalf. The power of attorney shall set out the name of the proxy, the matters represented, scope of authorization and validity period, and shall be signed or sealed by the appointing Director. The appointed Director who attends the meeting shall exercise the Director's duties within the scope of authorization. If a Director does not attend a Board meeting in person and does not appoint a proxy to attend the meeting, he/she shall be deemed to have waived the voting rights at the meeting.

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Chairman’s Office Meeting

The Company establishes a Chairman’s Office Meeting, which is composed of all non-Independent Directors, the general manager, deputy general managers, the secretary of the Board, and the chief financial officer. During the intervals between Board meetings, the Chairman’s Office Meeting exercises the authority granted by the Board.

General Manager and Other Senior Management Members

The Company establishes one General Manager, who are appointed or dismissed by the Board of Directors.

The General Manager, Deputy General Managers, Chief Financial Officer, and Secretary to the Board of Directors are senior management members of the Company.

The term of office of the general manager shall be three years, renewable upon re-appointment.

The general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:

- (1) to be in charge of the Company’s production, operation and management, and to organize and implement the resolutions of the Board of Directors and report on works to the Board of Directors;
- (2) to organize and implement the Company’s annual plan and investment proposals;
- (3) to draft plans for the establishment of the Company’s internal management organizations;
- (4) to draft the Company’s basic management system;
- (5) to formulate specific rules and regulations for the Company;
- (6) to request the Board of Directors to appoint or dismiss senior management members of the Company, excluding the general manager;
- (7) to request the Chairman’s Office Meeting to appoint or dismiss management personnel of the company, excluding those appointed or dismissed by the Board of Directors;
- (8) to decide on the appointment or dismissal of company management personnel, excluding those to be decided by the Board of Directors or the Chairman’s Office Meeting;

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- (9) to determine significant transaction matters, excluding those that must be approved by the Shareholders' meeting, Board of Directors, or Chairman's Office Meeting as stipulated by the articles of association and relevant company policies;
- (10) to establish the salary system for employees of the company and its subsidiaries (excluding senior management), and submit it to the Chairman's Office Meeting for approval and implementation;
- (11) to decide on the job levels, salaries, benefits, reward and punishment policies and plans for other company employees, excluding those to be decided by the Board of Directors; and
- (12) to exercise other authorities granted by the Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors.

Senior management members shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders. Any senior management member who violates any law, administrative regulation, departmental rules or the Articles of Association in the performance of his/her duties and thereby causes losses to the Company shall be liable for compensation.

SUPERVISORS AND SUPERVISORY COMMITTEE

Supervisors

The Directors, general manager and other senior management members shall not act concurrently as Supervisors. Supervisors must comply with laws, administrative regulations, and the Articles of Association, and bear fiduciary obligations and diligence obligations towards the Company. They shall not abuse their authority to accept bribes or other illegal income and shall not misappropriate the properties of the Company.

Each Supervisor shall serve for a term of three years. Upon expiry of the term, the Supervisor may be re-appointed upon re-election.

Supervisors may be in attendance at Board meetings, and raise questions or suggestions pertaining to Board resolutions.

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Supervisory Committee

The Company’s Supervisory Committee consists of three Supervisors, including one Chairman who is elected by a majority vote of all Supervisors. The Supervisory Committee includes one Shareholder representatives and two employee representatives. The employee representatives sitting on the Supervisory Committee shall be democratically elected by the Company’s employees.

The meetings of the Supervisory Committee shall be presided over and chaired by the Chairman of the Supervisory Committee. If the Chairman of the Supervisory Committee is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a Supervisor nominated by more than half of the Supervisors.

The Supervisory Committee shall exercise the following functions and powers:

- (1) to examine the securities issuance documents and regular reports prepared by the Board of Directors, propose written examination suggestions and sign written confirmation opinions;
- (2) to review the Company’s financial position;
- (3) to supervise the Directors and senior management members’ acts in performing their duties in the Company, and to propose a removal of any Director or senior management member in violation of any laws, administrative regulations, the Articles of Association or resolutions adopted at the Shareholders’ meeting;
- (4) to demand any Director or senior management member who acts in a manner which is harmful to the Company’s interest to rectify such behaviour;
- (5) to propose to convene an extraordinary Shareholders’ meeting, and to convene and preside over Shareholders’ meetings where the Board of Directors fails to perform its duty to do so as required by the PRC Company Law;
- (6) to submit proposals to Shareholders’ meetings;
- (7) to initiate legal proceedings against any Director or senior management member according to the Article 189 of PRC Company Law;
- (8) to investigate into unusual operation of the Company and if necessary, to engage accounting firms, law firms or other professional institutions to assist in its work at the expenses of the Company.

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Meetings of the Supervisory Committee

The Supervisory Committee shall convene a meeting at least once every six months. Notice of the meeting shall be delivered in written form to all Supervisors at least 10 days prior to the meeting. Supervisors may propose to convene extraordinary meetings of the Supervisory Committee. For an extraordinary meeting of the Supervisory Committee, written notice shall be given at least 3 days prior to the meeting. However, in case of urgent circumstances, the meeting can be noted at any time through oral, telephone, or other similar means. Resolutions of the Supervisory Committee shall be passed by more than half of the members of the Supervisory Committee. Each Supervisor has one vote.

FINANCIAL AND ACCOUNTING SYSTEM

The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions stipulated by the relevant authorities of the PRC. The Company shall adopt the Gregorian calendar year for its fiscal year, i.e. the fiscal year shall be from January 1 to December 31.

The Company shall submit and disclose its annual financial reports to the CSRC and the stock exchange within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange within two months from the end of the first half of each fiscal year.

The aforesaid annual financial reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and requirements of the CSRC and the stock exchange.

The Company will not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

The Company is required to allocate 10% of its profits into its statutory reserve fund when distributing each year’s after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

Where the statutory reserve fund of the Company is insufficient to make up the losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the provisions in the preceding paragraph.

Subject to a resolution of the Shareholders’ meeting, after allocation has been made to the Company’s statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund. After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to Shareholders in proportion to their shareholdings.

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No profit shall be distributed in respect of the shares of the Company which are held by the Company.

The Company shall appoint one or more collection agents for H Shareholders in Hong Kong. The collection agents shall collect on behalf of the relevant H Shareholders the dividends distributed and other funds payable by the Company in respect of the H shares, and hold such monies in their custody pending payment to the H Shareholders concerned. The collection agents appointed by the Company shall meet the requirements of the laws, regulations and the securities regulatory rules of the place where the Company’s shares are listed.

Reserve funds of the Company are used for recovering losses of the Company and expanding scale of operation of the Company or conversion into its capital. Where the reserve fund of the Company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions. If there are still losses, the registered capital can be reduced to offset the losses. When reducing registered capital to offset losses, the Company shall not distribute to Shareholders, nor shall it exempt Shareholders from the obligation to contribute capital or pay for shares.

In accordance with the provisions of the preceding paragraph, when reducing registered capital, the provisions of Article 177 of the Articles of Association shall not apply, but the Company shall announce the reduction of registered capital in newspapers or the National Enterprise Credit Information Publicity System within thirty days from the date the Shareholders’ meeting resolves to reduce the registered capital.

After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of statutory reserve funds and discretionary reserve funds reaches 50% of the Company’s registered capital. When statutory reserve funds are converted into capital, the retained portion of such reserve funds shall not be less than 25% of the Company’s registered capital before the increase.

The Company may distribute profits in the form of cash, shares, or a combination of both. The profit distribution shall not exceed the scope of the cumulative distributable profits and shall not harm the Company’s ability to continue operations. Provided that the net profit attributable to the Shareholders of the parent company for the current year is positive, the Company shall conduct at least one profit distribution per fiscal year, and the Board of Directors may propose to the Company to conduct interim cash or stock distributions based on the Company’s profitability and funding needs. If the Company’s audit report for the most recent fiscal year is either a non-unqualified opinion or an unqualified opinion with a significant uncertainty paragraph related to going concern, and the asset-liability ratio exceeds 80% at the end of the reporting period with a negative net cash flow from operating activities, the Company may forgo profit distribution.

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INTERNAL AUDIT

The Company has implemented an internal audit system and established the internal audit department equipped with full-time auditors to conduct internal audit and supervision on the Company’s financial revenues and expenditures and economic activities.

The internal audit system of the Company and the duties of the auditors shall be implemented upon approval by the Board. The person in charge of audit shall be accountable and report to the Board.

APPOINTMENT OF ACCOUNTING FIRM

The Company shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one year and can be re-appointed.

Securities service institutions engaged in securities investment consulting services shall be approved by the State Council’s securities regulatory authority; without approval, they shall not provide services for securities trading and related activities. For engaging in other securities service businesses, they shall file with the State Council’s securities regulatory authority and the relevant departments of the State Council.

The engagement or dismissal of an accounting firm by the Company must be decided by an ordinary resolution of the Shareholders’ meeting. The Board of Directors shall not appoint an accounting firm before the approval of the Shareholders’ meeting.

The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the Shareholders’ meeting.

If the Company removes or no longer re-appoints the accounting firm, it shall notify such accounting firm ten days in advance. When Shareholders vote for the removal of such accounting firm, such accounting firm shall be entitled to state its opinions at the Shareholders’ meeting. Where the accounting firm resigns its office, it shall make clear to the Shareholders’ meeting whether or not there are irregularities in the Company.

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MERGER, DIVISION, CAPITAL INCREASE AND REDUCTION OF THE COMPANY

Merger of the Company may take the form of absorption or establishment of a new company.

In the case of merger by absorption, a company absorbs any other company, and the absorbed company shall be dissolved. Merger by establishment of a new company shall refer to the establishment of a new company as a result of the merger of two or more companies and dissolution of the merger parties.

In the event of a merger, the merger parties shall enter into a merger agreement, and formulate a balance sheet and an inventory list for assets. The Company shall notify its creditors within 10 days from passing of the resolution on merger, and make an announcement within 30 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 174 of the Articles of Association. Creditors may require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.

At the time of merger, the claims and debts of the merger parties shall be succeeded by the company which subsists after the merger or the newly-established company.

When the Company undergoes a division, its assets shall be divided accordingly. In the event of a division, a balance sheet and an inventory list for assets shall be prepared. The Company shall notify its creditors within 10 days from passing of the resolution on division, and make an announcement within 30 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 174 of the Articles of Association.

The debts of the Company prior to the division shall be assumed jointly and severally by the companies arising from the division, unless provided otherwise in a written agreement reached by the Company and the creditors in respect of repayment of the debts prior to the division.

Where the Company needs to reduce its registered capital, it shall formulate a balance sheet and an inventory list for assets.

The Company shall notify its creditors within 10 days from passing of the resolution on reduction of registered capital, and make an announcement within 30 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 174 of the Articles of Association. The creditors shall have the right to require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

In the event of change in registration matters due to merger or division, the Company shall complete change registration formalities with the company registration authority pursuant to the law; where the Company is dissolved, the Company shall apply for deregistration pursuant to the law; where a new company is established, company establishment formalities shall be completed pursuant to the law.

If the Company increase or reduce its registered capital, the Company shall complete change registration formalities with the company registration authority pursuant to the law.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company shall be dissolved for the following reasons:

- (1) A Shareholders’ meeting has resolved on dissolution of the Company;
- (2) expiry of term of business stipulated in the Articles of Association or occurrence of any other trigger for dissolution stipulated in the Articles of Association;
- (3) dissolution is required due to the merger or division of the Company;
- (4) the Company’s business license is cancelled or the Company is ordered to be closed down or deregistered pursuant to the law; or
- (5) the People’s Court orders dissolution in accordance with Article 231 of the PRC Company Law.

When the Company is dissolved pursuant to items (1) and (2) above and has not yet distributed its assets to the Shareholders, it may continue to exist by amending the Articles of Association or through a resolution of the Shareholders’ meeting. Any amendment to the Articles of Association in accordance with the preceding paragraph must be approved by at least two-thirds of the voting rights represented at the Shareholders’ meeting. If the company is dissolved pursuant to items (1), (2), (4) and (5) above, it shall be liquidated. The Directors are the obligors for the Company’s liquidation and shall establish a liquidation group to commence liquidation within 15 days from the emergence of the cause for dissolution. The liquidation group shall be composed of persons determined by the Directors or the Shareholders’ meeting. If a liquidation group is not established for liquidation within the prescribed time or if the established liquidation group fails to carry out liquidation, the interested parties may apply to the People’s Court to appoint relevant personnel to form a liquidation group for liquidation. In the event of dissolution pursuant to items (3) above, the liquidation shall be handled by the parties involved in the merger or division in accordance with the contract signed at the time of the merger or division.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

The liquidation group shall exercise the following functions and powers during the period of liquidation:

- (1) to liquidate the Company's assets and compile a balance sheet and a property inventory separately;
- (2) to inform creditors by notice or announcement;
- (3) to deal with the outstanding businesses of the Company relating to liquidation;
- (4) to pay off the taxes owed and the taxes arising during liquidation;
- (5) to clear credits and debts;
- (6) to handle the remaining assets of the Company after all the debts are paid off;
- (7) to participate in civil proceedings on behalf of the Company.

The liquidation group shall notify all creditors within 10 days after its establishment and shall make announcements within 60 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 174 of the Articles of Association. The creditors shall declare their rights to the liquidation group within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.

The creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation group shall register the creditor's rights. The liquidation group shall not pay off any debts to any creditors during the period of declaration of creditor's rights.

After the liquidation group has liquidated the assets of the Company and has compiled a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the Shareholders' meeting or the People's Court for confirmation.

The Company's assets shall be used respectively for payment of liquidation expenses, employees' wages, social security premiums and statutory compensation, and payment of tax in arrears and the Company's debts; the residual assets thereafter shall be distributed in accordance with the shareholding type and percentage of the Shareholders.

During the liquidation period, the Company shall subsist but shall not engage in business activities unrelated to liquidation. The Company's assets shall not be distributed to Shareholders prior to making repayment pursuant to the provisions of the preceding paragraph.

APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

After the liquidation group has liquidated the assets of the Company and compiled a balance sheet and a property inventory, if it discovers that the Company’s assets are insufficient to repay its debts in full, it shall immediately apply to the people’s court for bankruptcy declaration in accordance with the law.

After the people’s court accepts the application for bankruptcy, the liquidation group shall hand over the liquidation matters to the bankruptcy administrator designated by the People’s Court.

Following the completion of the liquidation of the Company, the liquidation group shall formulate a liquidation report, submit it to the Shareholders’ meeting or the People’s Court for confirmation, deliver it to the company registry, apply for the cancellation of the Company’s registration and publicly announce the Company’s termination.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

Under any of the following circumstances, the Company shall amend the Articles of Association:

- (1) Following the revision of the PRC Company Law or relevant laws, administrative regulations and the securities regulatory rules of the place where the Company’s shares are listed, the matters stipulated in the Articles of Association contradict the provisions of the revised laws, administrative regulations and the securities regulatory rules of the place where the Company’s shares are listed;
- (2) There is any change to the Company’s particulars which result in inconsistency with the matters set out in the Articles of Association; or
- (3) The Shareholders’ Meeting has decided on making amendments to the Articles of Association.

If the amendment to the Articles of Association adopted by resolution of the Shareholders’ meeting is subject to the approval of the competent authority, it shall be reported to the competent authority for approval; if it involves matters of company registration, the registration of the changes shall be made with the company registration authority in accordance with the law.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR GROUP

Incorporation of our Company

Our Company was established as a limited liability company in the PRC on December 24, 2001 with the name of Xiamen Huashun Minsheng Food Co., Ltd. (廈門華順民生食品有限公司), and was converted into a joint stock limited company on March 7, 2011, under the laws of the PRC. Since February 22, 2017, our A Shares have been listed on the main board of the Shanghai Stock Exchange with the stock code of 603345.

Our registered office is located at No. 2508, Xinyang Road, Haicang District, Xiamen, Fujian Province, PRC. Our registered place of business in Hong Kong is 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. We have been registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance and Mr. Ng Tung Ching Raphael (吳東澄) will be our authorized representative for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in “Regulatory Overview” and Appendix III to this Document, respectively.

Changes in the Share Capital of our Company

Save as disclosed in the section headed “History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes” and the below, there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

A repurchase mandate for the repurchase of A Shares for the purpose of our Company’s employee share incentive scheme(s) and shareholding plan(s) was approved by the sixth meeting of the fifth session of the Board on October 25, 2023. The repurchase mandate was valid for 12 months from the date of approval of the repurchase mandate by the Board. As of Latest Practicable Date, the repurchase of A Shares was conducted under the repurchase mandate with a total of 1,160,900 A Shares pursuant to centralized bidding trading transactions conducted since October 25, 2023, at a range of price from RMB68.66 per A Share to RMB126.28 per A Share. Upon completion of the repurchase, the repurchased A Shares are held under our Company stock repurchase account as treasury shares and do not carry any shareholders’ rights, including but not limited to voting rights at the Shareholders’ meeting and dividend rights.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants’ Report in Appendix I to this Document.

The following sets out the changes in the share capital of the Company’s subsidiaries during the two years immediately preceding the date of this Document:

- On September 6, 2023, Honghu Anjoy Food Co., Ltd. (洪湖安井食品有限公司) increased its registered capital from RMB200 million to RMB670 million.
- On November 14, 2023, Jiangxi Liuwu Food Co., Ltd. (江西柳伍食品有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB20 million.
- On April 18, 2024, Xiamen Anjoy Food Industry Co., Ltd. (廈門安井食品工業有限公司) increased its registered capital from RMB200 million to RMB354 million.
- On April 22, 2024, Taizhou Anjoy Foods Co., Ltd. (泰州安井食品有限公司) increased its registered capital from RMB660.4938 million to RMB965 million.
- On April 22, 2024, Liaoning Anjoy Food Co., Ltd. (遼寧安井食品有限公司) increased its registered capital from RMB486 million to RMB635 million.
- On April 22, 2024, Sichuan Anjoy Foods Co., Ltd. (四川安井食品有限公司) increased its registered capital from RMB450 million to RMB600 million.
- On April 23, 2024, Henan Anjoy Foods Co., Ltd. (河南安井食品有限公司) increased its registered capital from RMB550 million to RMB930 million.
- On April 24, 2024, Guangdong Anjoy Food Co., Ltd. (廣東安井食品有限公司) increased its registered capital from RMB500 million to RMB766 million.
- On April 29, 2024, Shandong Anjoy Food Co., Ltd. (山東安井食品有限公司) increased its registered capital from RMB400 million to RMB655 million.
- On July 4, 2024, Sichuan Anjoy Foods Co., Ltd. (四川安井食品有限公司) increased its registered capital from RMB600 million to RMB810 million.
- On July 4, 2024, Xiamen Anjoy Food Industry Co., Ltd. (廈門安井食品工業有限公司) increased its registered capital from RMB354 million to RMB610 million.

Save as disclosed above, there had been no other alterations of share capital of our subsidiaries within the two years preceding the date of this Document.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Resolutions of our Shareholders

Pursuant to the Shareholders’ meeting held on December 20, 2024, the following resolutions, among others, were duly passed:

- (a) the [REDACTED] by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be [REDACTED] before the exercise of the [REDACTED] shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and granting the [REDACTED] the [REDACTED] of no more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with relevant laws and regulations and upon the request from the Hong Kong Stock Exchange and relevant PRC regulatory authorities; and
- (d) authorization to the Board and its authorized person(s) to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) was entered into by our Group within the two years preceding the date of this Document and is or may be material:

- (a) [REDACTED]












Intellectual Property Rights

Save as disclosed below, as of the Latest Practicable Date, there were no other intellectual property rights which are or may be material in relation to our business.

APPENDIX IV STATUTORY AND GENERAL INFORMATION


Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Registered owner	Registration No.	Place of registration
1. . . .		the Company	577893	PRC
2. . . .		the Company	1502301	PRC
3. . . .		the Company	6269092	PRC
4. . . .		the Company	6269114	PRC
5. . . .		the Company	6269091	PRC
6. . . .		the Company	24619775	PRC
7. . . .		the Company	7660375	PRC
8. . . .		the Company	301771335	Hong Kong
9. . . .		the Company	32196253	PRC
10. . . .		the Company	8615215	PRC
11. . . .		the Company	30354463	PRC
12. . . .	安井	the Company	69819725	PRC
13. . . .	安井	the Company	8653696	PRC
14. . . .	安井	the Company	8653751	PRC

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Trademark	Registered owner	Registration No.	Place of registration
15. . .		the Company	301785592	Hong Kong
16. . .		the Company	8202075	PRC
17. . .	AN JING	the Company	4103569	PRC
18. . .	AN JING	the Company	4103568	PRC
19. . .	丸之尊	the Company	18162352	PRC
20. . .		the Company	70365095	PRC
21. . . .		the Company	32435251	PRC
22. . .		the Company	27148162	PRC
23. . .		the Company	30963084	PRC
24. . . .	呷咪饺	the Company	16415688	PRC
25. . .	天妇罗	the Company	16512041	PRC
26. . . .	霞糕	the Company	16433265	PRC
27. . . .	虾糕	the Company	16433243	PRC
28. . .	干夜	the Company	7649867	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Trademark	Registered owner	Registration No.	Place of registration
29. . .		the Company	12782813	PRC
30. . .		the Company	12782934	PRC
31. . .		the Company	11553253	PRC
32. . .		the Company	42473669	PRC
33. . .		the Company	42477071	PRC
34. . .		the Company	42471706	PRC
35. . .		the Company	70385252	PRC
36. . .		Xiamen Anjoy Mr. Frozen Supply Chain Co., Ltd. (廈門安井凍品先生供應鏈有限公司) (“ Anjoy Mr. Frozen ”)	33172256	PRC
37. . .		Anjoy Mr. Frozen	33156889	PRC
38. . .		Anjoy Mr. Frozen	49036466	PRC
39. . .		Hubei New Liuwu	62789963	PRC
40. . .		Honghu Xinhongye	29180866	PRC
41. . .		Honghu Xinhongye	20673682	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

Patents

As of the Latest Practicable Date, we had registered the ownership of and/or had the right to use the following patents which we consider to be or may be material to our business:

No.	Patent	Patent Owner	Patent category	Place of Registration
1. . . .	A high-quality minced fish dough and preparation method thereof (一種優質魚糜面皮及其製作方法)	the Company; Liaoning Anjoy; Taizhou Anjoy; Sichuan Anjoy	Invention Patent	PRC
2. . . .	Quick-frozen prepared food forming and shaping integrated line (速凍調製食品成型定型一體線)	the Company; Liaoning Anjoy; Taizhou Anjoy; Sichuan Anjoy	Invention Patent	PRC
3. . . .	A plant globulin source auxiliary material and preparation method thereof (一種植物球蛋白源輔料及其製備方法)	the Company; Liaoning Anjoy; Taizhou Anjoy; Sichuan Anjoy	Invention Patent	PRC
4. . . .	A method for improving the gel of surimi products based on sulfhydryl oxidation by sulfhydryl protease (一種基於巰基蛋白酶巰基氧化改善魚糜製品凝膠的方法)	the Company; Taizhou Anjoy	Invention Patent	PRC
5. . . .	A device to ensure the safety of the screw rod lifting system for the cover of a high-temperature water tank (一種確保高溫水槽整體罩子絲桿升降系統安全性的裝置)	the Company; Taizhou Anjoy; Liaoning Anjoy	Invention Patent	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Owner	Patent category	Place of Registration
6. . . .	A powder sifting machine and powder sifting method to prevent dust spillage (一種防粉塵溢散的篩粉機及篩粉方法)	the Company; Taizhou Anjoy; Liaoning Anjoy	Invention Patent	PRC
7. . . .	A continuous multi-layer food smearing device (一種連續式多層塗抹食品裝置)	the Company; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy	Invention Patent	PRC
8. . . .	An equipment for preparing food with shaped patterns (一種具有造型花紋的調製食品的製作設備)	the Company; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy	Invention Patent	PRC
9. . . .	An automatic suction and separation device and method for flexible strip food (一種柔性條狀食品自動吸取分離設備及方法)	the Company; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy	Invention Patent	PRC
10. . .	Fermented glutinous rice milk for rice wine and fish balls prepared therefrom (一種米酒酒釀乳及所製備的魚丸)	the Company; Taizhou Anjoy; Sichuan Anjoy; Liaoning Anjoy; Henan Anjoy; Hubei Anjoy	Invention Patent	PRC
11. . .	A process for improving the yield of surimi in frozen surimi processing (一種冷凍魚糜加工中提高魚糜得率的工藝方法)	the Company	Invention Patent	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Owner	Patent category	Place of Registration
12. . .	A new type of fully intelligent anti-clogging steam water delivery valve (一種新型全智能防堵塞蒸汽輸水閥)	the Company; Henan Anjoy; Wuxi Huashun; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy; Hubei Anjoy; Guangdong Anjoy	Utility Model	PRC
13. . .	A mesh belt continuous sterilization device (一種網帶連續消殺裝置)	the Company; Henan Anjoy; Wuxi Huashun; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy; Hubei Anjoy; Guangdong Anjoy; Shandong Anjoy	Utility Model	PRC
14. . .	A kind of hidden stop alarm device for the sinking mesh belt of the water boiling tank (一種水煮槽下沉網帶的偷停報警裝置)	the Company; Henan Anjoy; Wuxi Huashun; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy; Hubei Anjoy; Guangdong Anjoy; Shandong Anjoy	Utility Model	PRC
15. . .	A solid product screening and slag removal device (一種固體產品篩選除渣裝置)	the Company; Sichuan Anjoy; Taizhou Anjoy; Liaoning Anjoy; Henan Anjoy; Hubei Anjoy; Guangdong Anjoy	Utility Model	PRC
16. . .	A water boiling tank that can automatically remove oil and residue (一種能自動除油、渣的水煮槽)	the Company; Taizhou Anjoy; Liaoning Anjoy; Wuxi Huashun; Sichuan Anjoy; Hubei Anjoy; Henan Anjoy; Guangdong Anjoy	Utility Model	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Owner	Patent category	Place of Registration
17. . .	A water boiling line device (一種水煮式流水線裝置)	the Company; Taizhou Anjoy; Wuxi Huashun; Henan Anjoy; Liaoning Anjoy; Hubei Anjoy; Sichuan Anjoy; Guangdong Anjoy	Utility Model	PRC
18. . .	A sensible heat recovery device for refrigeration system (一種製冷系統的顯熱回收裝置)	the Company; Wuxi Huashun; Liaoning Anjoy	Utility Model	PRC
19. . .	An auxiliary device for an open frying machine (一種開放式油炸機輔助裝置)	the Company; Wuxi Huashun; Taizhou Anjoy; Liaoning Anjoy; Sichuan Anjoy; Henan Anjoy; Hubei Anjoy	Utility Model	PRC
20. . .	Grouting device and pastry grouting equipment (注漿裝置及糕點注漿設備)	Wuxi Huashun	Utility Model	PRC
21. . .	An automatic material recovery device (一種自動撒料回收裝置)	Wuxi Huashun	Utility Model	PRC
22. . .	Packaging bags (Anjoy Xiaochu series) (包裝袋(安井小廚系列))	the Company	Design	PRC
23. . .	Packaging bags (steamed and fried dumplings series) (包裝袋(蒸煎餃系列))	the Company	Design	PRC
24. . .	Packaging bags (Chinese pancakes series) (包裝袋(手抓餅系列))	the Company	Design	PRC
25. . .	Packaging bags (roasted pork sausage series) (包裝袋(火山石烤腸系列))	the Company	Design	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Owner	Patent category	Place of Registration
26. . .	Packaging bags (2.5kg steamed buns) (包裝袋(水晶包2.5千克))	the Company	Design	PRC
27. . .	Packaging bags (siumai series) (包裝袋(紙皮燒麥系列))	the Company	Design	PRC
28. . .	Packaging bags (480g meat rolls) (包裝袋(多肉花卷480克))	the Company	Design	PRC
29. . .	Packaging bags (400g black pepper beef puff pastry) (包裝袋(黑椒牛肉酥皮餡餅, 400克))	the Company	Design	PRC
30. . .	Packaging bags (soup dumplings, 1kg) (包裝袋(灌湯小籠包,1千克))	the Company	Design	PRC
31. . .	Packaging bags (1kg new series of balls) (包裝袋(1千克丸之尊新版系列))	the Company	Design	PRC
32. . .	Packaging bags (original flavored wheat shaped sausage) (包裝袋(原味麥穗腸))	the Company	Design	PRC
33 . . .	Packaging bag (Crabweibao series) (包裝袋(蟹味寶系列))	the Company	Design	PRC
34 . . .	Packaging bags (cheese bags, fish roe attached series) (包裝袋(芝士包、魚籽福袋系列))	the Company	Design	PRC
35 . . .	Packaging bag (intestine series, 200 grams) (包裝袋(腸類系列,200克))	the Company	Design	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Owner	Patent category	Place of Registration
36 . . .	Packaging bags (240g series) (包裝袋(240克系列))	the Company	Design	PRC
37 . . .	Walnut Bun (核桃包)	the Company	Design	PRC
38 . . .	Fish roe grilled (魚籽燒)	the Company	Design	PRC
39 . . .	Ball (丸子)	the Company	Design	PRC
40 . . .	Hot pot ingredients (flowering sausage with flowers on both ends series) (火鍋料 (開花腸兩端開花系列))	the Company	Design	PRC
41 . . .	Fish roe fried fish balls (魚籽炸魚蛋)	the Company	Design	PRC
42 . . .	Fish Tofu (魚豆腐)	the Company	Design	PRC
43 . . .	Brown sugar cake (紅糖發糕)	the Company	Design	PRC
44 . . .	Old-style steamed buns (老面饅頭)	the Company	Design	PRC
45 . . .	Dumplings (three) (餃(三))	the Company	Design	PRC
46 . . .	Hot pot ingredients (flowering kiss sausage one end blooming series) (火鍋料 (開花親親腸一端開花系列))	the Company	Design	PRC
47 . . .	Packing box (Marunozun) (包裝箱(丸之尊))	the Company	Design	PRC
48 . . .	Packing box (general box series) (包裝箱 (通用箱系列))	the Company	Design	PRC
49 . . .	Crab sticks (V-shaped crab sticks) (蟹肉棒 (V形蟹柳))	the Company	Design	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Owner	Patent category	Place of Registration
50 . . .	Packing box (Anjing Kitchen) (包裝箱(安井小廚))	the Company	Design	PRC
51 . . .	Packaging box (single frozen lobster tail) (包裝盒(單凍龍蝦尾))	the Company	Design	PRC

Copyrights

As of the Latest Practicable Date, our Group owned the following copyrights which we consider to be material to our business:

No.	Name	Registered owner	Place of Registration
1.	AGV mission Management system V1.0 (AGV任務管理系統V1.0)	the Company	PRC
2.	AI-based visionary inspection system V1.0 (基於AI的視覺檢測系統V1.0)	the Company	PRC
3.	Boiling line control system V1.0 (水煮線控制系統V1.0)	the Company	PRC
4.	Round-shaped switching conveying control system V1.0 (回形切换輸送控制系統V1.0)	the Company	PRC
5.	Chopping machine control system V1.0 (斬拌機控制系統V1.0)	the Company	PRC
6.	Material wizard picking system [abbr. material wizard] V1.0 (物料精靈領料系統[簡稱:物料精靈]V1.0)	the Company	PRC
7.	Android PDA binding system V1.0 (安卓PDA綁定寶系統V1.0)	the Company	PRC
8.	Android production ingredient weighing system V1.0 (安卓生產配料稱量系統V1.0)	the Company	PRC
9.	Food production MES system V1.0 (食品生產MES系統V1.0)	the Company	PRC
10.	Anjoy Home system [abbr. Anjoy Home] V1.0 (安井之家系統[簡稱:安井之家]V1.0)	the Company	PRC

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No.	Name	Registered owner	Place of Registration
11.	Xiao-wan-tong (Jade rabbit welcoming spring) (小丸童(玉兔迎春))	the Company	PRC
12.	La Dang Jia + graphic trademark logo (辣當家+圖形商標標識)	Wuxi Huashun	PRC

Domain Names

As of the Latest Practicable Date, our Group had registered the following domain names which we consider to be or may be material to our business:

No.	Domain name	Registered Owner	Expiry Date
1.	ajxt.net	the Company	November 11, 2033
2.	anjoyfood.com	the Company	August 21, 2033
3.	anjoyfood.com.cn	the Company	September 30, 2033
4.	hhxhysp.cn	Honghu Xinhongye	February 4, 2029
5.	newliuwu.com	Hubei New Liuwu	August 19, 2025
6.	hbliuwu.com	Hubei New Liuwu	December 15, 2026

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FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS

Interests of our Directors, Supervisors and chief executive in the Company and our associated corporations

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan), so far as our Directors are aware, none of our Directors, Supervisors and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules:

Name	Position	Nature of Interest	Description of Shares	Number of Shares	Approximate Percentage of Shareholding in the A Shares Immediately after Completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan)	Approximate Percentage of Shareholding in the Total Share Capital Immediately after Completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan)
					(%)	(%)
Mr. Liu Mingming . . .	Chairman of the Board and executive Director	Beneficial owner	A Shares	12,286,114	[4.19]	[REDACTED]
Mr. Zhang Qingmiao . . .	Executive Director and general manager	Beneficial owner	A Shares	5,125,300	[1.75]	[REDACTED]
Mr. Huang Jianlian	Executive Director and deputy general manager	Beneficial owner	A Shares	1,710,150 ⁽¹⁾	[0.58]	[REDACTED]
Dr. Zheng Yanan	Non-executive Director	Beneficial owner	A Shares	80,000 ⁽²⁾	[0.03]	[REDACTED]

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Notes:

- (1) Out of the 1,710,150 A Shares, Mr. Huang Jianlian has been granted outstanding options to subscribe for 80,000 A Shares under the 2023 Share Option Incentive Plan.
- (2) Dr. Zheng Yanan has been granted outstanding options to subscribe for 80,000 A Shares under the 2023 Share Option Incentive Plan.

Interests of the substantial shareholders in the Shares

Save as disclosed in “Substantial Shareholder”, immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] and assuming no new Shares are issued under the 2023 Share Option Incentive Plan, our Directors are not aware of any other person (not being a Director, Supervisor or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

Interests of the substantial shareholders in other members of our Group

Name of the Subsidiary	Name of Shareholder	Percentage of Interest in the Subsidiary (%)
Honghu Anjoy Food Co., Ltd. (洪湖安井食品有限公司)	Xiao Huabing (肖華兵) ⁽¹⁾	10.00
Honghu Xinhongye Food Co., Ltd. (洪湖市新宏業食品有限公司)	Xiao Huabing ⁽¹⁾	10.00
Hubei New Liuwu Foodstuff Co., Ltd. (湖北新柳伍食品集團有限公司)	Liu Zhonghu (柳忠虎) ⁽²⁾	30.00
Oriental Food Express Limited	Dakun Wang ⁽³⁾	30.01

Notes:

- (1) Mr. Xiao Huabing is the founder and a director of Honghu Xinhongye.
- (2) Mr. Liu Zhonghu is the founder and a director of Honghu New Liuwu.
- (3) Mr. Dakun Wang is the chief executive officer of Oriental Food Express Limited.

So far as set out above and save as disclosed in the Document, our Directors are not aware of any persons (other than our Directors, Supervisors or chief executive) will, immediately following the completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

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Particulars of Directors’ and Supervisors’ Service Contracts

Each of the Directors and Supervisors [has] entered into a service contract or a letter of appointment with our Company.

Save as disclosed above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors or Supervisors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

Remuneration of Directors and Supervisors

Save as disclosed in “Directors, Supervisors and Senior Management” and Note 10 to the Accountants’ Report set out in Appendix I to this Document for the two financial years ended December 31, 2022 and 2023 and the nine months ended September 30, 2024, none of our Directors or Supervisors received other remunerations of benefits in kind from us.

Disclaimers

- (a) save as disclosed in this section, none of our Directors, Supervisors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (b) save as disclosed in the section headed “Substantial Shareholders”, none of our Directors or Supervisors is aware of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (without taking into account any H Shares which may be allotted and [REDACTED] pursuant to the exercise of the [REDACTED]), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;
- (c) none of our Directors, Supervisors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group for each year/period during the Track Record Period; and

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- (d) none of our Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to the business of our Group taken as a whole. None of our Directors, Supervisors or any of the parties listed in “Qualifications of Experts” of this Appendix is:
- i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - ii. materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business.

2023 SHARE OPTION INCENTIVE PLAN

Summary

As of the date of this Document, options representing 11,176,200 A Shares under the 2023 Share Option Incentive Plan remained outstanding. No options under the 2023 Share Option Incentive Plan will be further granted and all granted options have been granted to specific individuals under the 2023 Share Option Incentive Plan. Pursuant to Rule 17.02(1)(b) of the Listing Rules, the 2023 Share Option Incentive Plan does not need to be approved by the Shareholders after [REDACTED]. In addition, given the 2023 Share Option Incentive Plan will not involve the grant of new Shares or options over new Shares after [REDACTED] and given all material terms of the 2023 Share Option Incentive Plan have been clearly set out in this Document, the options granted to specified participants before [REDACTED] as set out above may continue to be valid after [REDACTED], although the terms of the 2023 Share Option Incentive Plan do not comply with the provisions of Chapter 17 of the Listing Rules, as provided for under Rule 17.02(1)(b) of the Listing Rules.

We have applied to the Stock Exchange and the SFC, respectively, for, (i) a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix D1A to the Listing Rules; and (ii) an exemption under section 342 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with the disclosure requirements of paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance. For more details, see “Waivers and Exemption”.

The following is a summary of the principal terms of the 2023 Share Option Incentive Plan, which was adopted by the Company and took effect on October 13, 2023.

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(a) Purpose

In order to further improve the corporate governance structure of the Company, establish and improve the Company’s long-term incentive and restraint mechanism, attract and retain the Company’s core management personnel and key talents, fully mobilize their enthusiasm and creativity, effectively enhance the cohesion of the core team and core competitiveness of the Company, effectively combine the interests of the shareholders, the Company and the core team, so as to enable all parties to pay attention to the Company’s long-term development, and to ensure the realization of the development strategy and business objectives of the Company. On the premise of fully safeguarding the interests of shareholders and in accordance with the principle of reciprocity between earnings and contributions, the plan is formulated in accordance with the PRC Company Law, the PRC Securities Law, the Administrative Measures on Equity Incentives for Listed Companies, the Shanghai Stock Exchange Listing Rules and other relevant laws, administrative regulations and standardized documents, as well as the provisions of the Articles of Association of the Company.

(b) Type of Awards

The 2023 Share Option Incentive Plan provides for awards of share options.

(c) Scope of Participants

Directors, senior management and production, marketing and technical backbones serving in the Company (including its subsidiaries). For those who fall within the scope of the incentive targets under the 2023 Share Option Incentive Plan, the Remuneration and Evaluation Committee shall draw up a list of names, which shall be verified and determined by the Supervisory Committee of the Company.

(d) Administration

The Shareholders’ meeting is the highest authority of the 2023 Share Option Incentive Plan. The Board is the managing authority of the 2023 Share Option Incentive Plan. The Supervisory Committee and independent non-executive Directors are the supervising authorities of the 2023 Share Option Incentive Plan.

(e) Source of Shares

The source of the underlying shares of the 2023 Share Option Incentive Plan shall be A Shares of the Company issued by the Company to the incentive recipients and/or repurchased from the secondary market.

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(f) Maximum Number of Shares

The total number of options of the 2023 Share Option Incentive Plan is 12,000,000, representing 12,000,000 A Shares accounting for 4.09% of the total A Shares in issue on the date of publication of this plan. The total number of A Shares involved with all incentive plans of the Company shall not exceed 10% of the total outstanding share capital of our Company. The maximum number of Shares granted to any participant under the 2023 Share Option Incentive Plan shall not exceed 1% of the total outstanding share capital of our Company.

(g) Date of Grant

After the 2023 Share Option Incentive Plan has been considered and approved by the general meeting of the Company, the Company will convene the Board meeting to make the initial grant of options to the incentive recipients in accordance with the relevant regulations and complete the registration, announcement and other relevant procedures within 60 days (if there are conditions for the granting of options, the period shall be counted from the fulfillment of such conditions). If the Company fails to complete the aforesaid work within 60 days, it shall promptly disclose the reasons for such failure and announce the termination of the implementation of the 2023 Share Option Incentive Plan, and the period during which interests may not be granted under the Administrative Measures on Equity Incentives for Listed Companies shall not be counted as part of the 60 days.

The authorization date of the reserved portion of stock options shall be confirmed by the Board of the Company within 12 months after the Shareholders’ meeting.

The authorization date shall be determined by the Board after the 2023 Share Option Incentive Plan had been considered and approved by the Shareholders’ meeting, and the authorization date must be a trading day. If the date determined in accordance with the above principles is a non-trading day, the authorization date shall be postponed to the first trading day thereafter.

(h) Vesting Period

The vesting period for the initial grant of options under the 2023 Share Option Incentive Plan is below:

- as to 40% of the aggregate number of options between the first trading day following the 12th month after the registration date (the “**Registration Date**”) and the first trading day following the 24th month after the Registration Date;
- as to 30% of the aggregate number of options between the first trading day following the 24th months after the Registration Date and the first trading day following the 36th month after the Registration Date; and
- as to 30% of the aggregate number of options between the first trading day following the 36th months after the Registration Date and the first trading day following the 48th month after the Registration Date.

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The vesting period for the reserved grant of options under the 2023 Share Option Incentive Plan is below:

- as to 50% of the aggregate number of options between the first trading day following the 12th month after the Registration Date and the first trading day following the 24th month after the Registration Date; and
- as to 50% of the aggregate number of options between the first trading day following the 24th months after the Registration Date and the first trading day following the 36th month after the Registration Date.

After the vesting period, the options granted under the 2023 Share Option Incentive Plan are exercisable on a trading day, other than: (i) within thirty days before the publication of the Company’s annual report or interim report, or if the publication is postponed, within thirty days before the original scheduled publication date; (ii) within ten days prior to the publication of the Company’s quarterly report, earnings forecast and preliminary results; (iii) within the period from the date of occurrence of a significant event that may have a significant impact on the trading price of the Company’s A Shares and its derivatives or the date of entering the decision-making process to the date of disclosure in accordance with the law; and (iv) other periods stipulated by CSRC and Shanghai Stock Exchange.

(i) Exercise Price

The initial exercise price of the options granted under the 2023 Share Option Incentive Plan (including the reserved options) is RMB106.03 per A Share. The exercise price will be adjusted upon the occurrence of certain events, including among others, increase in the share capital by way of capitalization of capital reserves, issue of bonus shares, subdivision of shares, issue of new shares or payment of dividends. As at the Latest Practicable Date, the exercise price is RMB102.12 per A Share.

(j) Rights and Obligations of our Company

- (1) The Company has the right to interpret and implement the 2023 Share Option Incentive Plan and evaluate the grantees according to the relevant provisions of the 2023 Share Option Incentive Plan;
- (2) The Company has the right to require the incentive recipients to work for the Company in accordance with the requirements of the positions for which they have been hired. If the incentive recipients are unable to perform the jobs for which they have been hired or fail to pass the assessment, or if the incentive recipients have seriously harmed the Company’s interests or reputation due to violating the law, breach of professional ethics, disclosure of the Company’s confidentiality, violation of the Company’s rules and regulations, or breach of duty or malfeasance of duty, the Board of the Company may, with the approval of the Board of the Company, cancel the incentive recipients’ unexercised stock options;

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- (3) The Company withholds and pays on behalf of the incentive recipients the personal income tax and other taxes payable by the incentive recipients in accordance with the relevant provisions of related tax laws and regulations;
- (4) The Company undertakes not to provide loans and any other form of financial assistance, including guaranteeing loans, to the participants for the purpose of acquiring the relevant options under the 2023 Share Option Incentive Plan;
- (5) The Company shall fulfill the declaration and disclosure obligations in relation to the 2023 Share Option Incentive Plan in a timely manner according to the relevant regulations;
- (6) The Company shall actively cooperate with the grantees who meet the exercise conditions to exercise their options in accordance with the 2023 Share Option Incentive Plan and the relevant regulations of the CSRC, the Shanghai Stock Exchange and securities depository and clearing institution. However, if the grantee fails to exercise his/her options for the reasons that are attributable to the CSRC, the Shanghai Stock Exchange or securities depository and clearing institution, our Company shall not be liable for the losses caused to such grantee; and
- (7) Other rights and obligations stipulated by laws, regulations, departmental rules, normative documents and the 2023 Share Option Incentive Plan.

Outstanding Options Granted

As at the Latest Practicable Date, all the outstanding options under the 2023 Share Option Plan has been granted to 1,410 grantees to subscribe for 11,176,200 A Shares, representing approximately [REDACTED]% in the total number of Shares in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan). Among the outstanding options granted, two Directors, three members of senior management, nine other connected persons of the Company, and 1,396 grantees who are employees of our Group and are not Directors, member of senior management, consultants or connected persons of the Company were granted outstanding options to subscribe for 160,000 A Shares, 220,000 A Shares, 409,000 A Shares, and 10,387,200 A Shares, respectively.

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The table below sets forth the details of the outstanding options granted to Directors, member of senior management or connected persons of the Company and other employees of the Group under the 2023 Share Option Incentive Plan:

Name	Address	Position	Date of Grant	Vesting Period	Exercise Price	Number of A Shares Underlying the Outstanding Options Granted under the 2023 Share Option Incentive Plan	Approximate Percentage in the Issued Shares Immediately after the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan)
Directors							
Mr. Huang Jianlian . .	Unit 3-102, Building 3, Block 4, Green Garden New City, Haicang District, Xiamen, Fujian Province, PRC	Executive Director and deputy general manager	October 25, 2023	(Note 1)	RMB102.12	80,000	[REDACTED]%
Dr. Zheng Yanan . . .	Unit 17, Block 1, Lijing Garden, Shunyi District, Beijing PRC	Non-executive Director	October 25, 2023	(Note 1)	RMB102.12	80,000	[REDACTED]%
Senior Management							
Mr. Huang Qingsong .	Room 213, No. 241, Yuhou South Lane, Siming District, Xiamen, Fujian Province, PRC	Deputy general manager	October 25, 2023	(Note 1)	RMB102.12	80,000	[REDACTED]%
Mr. Liang Chen . . .	Room 101, Building 9, Block 4, Lvyuan Xincheng, Haicang District, Xiamen, Fujian Province, PRC	Board secretary	October 25, 2023	(Note 1)	RMB102.12	70,000	[REDACTED]%
Ms. Tang Yi	Room 1504, No. 900, Jiefang East Road, Liangxi District, Wuxi, Jiangsu Province, PRC	Chief financial officer	October 25, 2023	(Note 1)	RMB102.12	70,000	[REDACTED]%

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Name	Address	Position	Date of Grant	Vesting Period	Exercise Price	Number of A Shares Underlying the Outstanding Options Granted under the 2023 Share Option Incentive Plan	Approximate Percentage in the Issued Shares Immediately after the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan)
Connected Persons							
Ms. Pang Ke (龐珂)	Room 1102, No. 121, Mianhua Lane, Beitang District, Wuxi, Jiangsu Province, China	Director of Wuxi Huashun	October 25, 2023	(Note 1)	RMB102.12	60,000	[REDACTED]%
Mr. Jiang Meng (江猛)	No. 121-1, Jiaotong Road, Chengguan Town, Luoshan County, Henan Province, PRC	General manager of Henan Anjoy	October 25, 2023	(Note 1)	RMB102.12	60,000	[REDACTED]%
Mr. Jiang Heng (江恒)	No. 6, Hulou Group, Dalingxia Village, Gaotou Township, Yongding District, Longyan, Fujian Province, PRC	General manager of Taizhou Anjoy	October 25, 2023	(Note 1)	RMB102.12	60,000	[REDACTED]%
Mr. Xiao Huabing (肖華兵)	No. 4, Taima Lake Fishery, Binhu, Honghu, Hubei Province, PRC	Director of Honghu Xinhongye	October 25, 2023	(Note 1)	RMB102.12	60,000	[REDACTED]%
Ms. Gu Zhihua (顧治華)	Room 601, No. 136 Yuexiu Garden, Binhu District, Wuxi, Jiangsu Province, PRC	Supervisor of Wuxi Anjoy Marketing	October 25, 2023	(Note 1)	RMB102.12	50,000	[REDACTED]%
Ms. Ruan Dongna (阮東娜)	Room 202, No. 20-3, Sha Po Wei, Siming District, Xiamen, Fujian Province, PRC	Supervisor of Taizhou Anjoy	October 25, 2023	(Note 1)	RMB102.12	46,000	[REDACTED]%

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Name	Address	Position	Date of Grant	Vesting Period	Exercise Price	Number of A Shares Underlying the Outstanding Options Granted under the 2023 Share Option Incentive Plan	Approximate Percentage in the Issued Shares Immediately after the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan)
Mr. Lian Huizhang (連惠章)	Room 18-401, No. 174, Da Xue Road, Siming District, Xiamen, Fujian, PRC	Supervisor of Wuxi Huashun	October 25, 2023	(Note 1)	RMB102.12	46,000	[REDACTED]%
Mr. Lin Yi (林毅)	1-703, No. 34, Xiagang Xincun, Siming District, Xiamen, Fujian Province, PRC	Supervisor of Henan Anjoy	October 25, 2023	(Note 1)	RMB102.12	15,000	[REDACTED]%
Mr. Du Cheng (杜成)	Group 2, Qifang Village, Qifang Town, Zaoyang, Hubei Province, PRC	Second-level deputy manager of the statistics department at Sichuan Anjoy	October 25, 2023	(Note 1)	RMB102.12	12,000	[REDACTED]%
Other							
11 employees with outstanding options to acquire more than 50,000 A Shares	–	–	October 25, 2023	(Note 1)	RMB102.12	716,000	[REDACTED]%
254 employees with outstanding options to acquire between 10,000 and 50,000 A Shares	–	–	October 25, 2023	(Note 1)	RMB102.12	5,732,000	[REDACTED]%
1,131 employees with outstanding options to acquire less than 10,000 A Shares	–	–	October 25, 2023	(Note 1)	RMB102.12	3,939,200	[REDACTED]%

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Notes:

- (1) The outstanding options under the 2023 Share Option Incentive Plan shall be vested in accordance with the vesting period as follows: (i) as to 40% of the aggregate number of options between the first trading day following the 12th month after December 7, 2023 and the first trading day following the 24th month after the Registration Date; (ii) as to 30% of the aggregate number of options between the first trading day following the 24th months after the Registration Date and the first trading day following the 36th month after the Registration Date; and (iii) as to 30% of the aggregate number of options between the first trading day following the 36th months after the Registration Date and the first trading day following the 48th month after the Registration Date.
- (2) Among the 11,176,200 A Shares underlying the outstanding options granted pursuant to the grant agreements entered into on the date of grant as shown in the table above, the options for subscribing [4,470,480] A Shares are expected to be exercisable by the grantees within six months from the [REDACTED]. The Company may issue up to [4,470,480] A Shares for the purpose of satisfying the exercise of such options within six months from the [REDACTED] pursuant to Rule 10.08(4) of the Listing Rules.

Assuming full vesting and exercise of all outstanding options, the shareholding of our Shareholders immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no new Shares are issued under the 2023 Share Option Incentive Plan) will be diluted by approximately [REDACTED]%.

There is no consequent impact on the earnings per ordinary share for the two years ended December 31, 2022 and 2023 and the nine months ended September 30, 2024 and immediately following completion of the [REDACTED] as the options would not be included in the calculation of diluted earnings per Share due to anti-dilution.

OTHER INFORMATION

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries under the laws of the PRC.

Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against any member of our Group, that would have a material and adverse effect on our Group’s results of operations or financial conditions, taken as a whole.

Compliance Advisor

Our Company has appointed Ping An of China Capital (Hong Kong) Company Limited as the compliance advisor in compliance with Rule 3A.19 of the Hong Kong Listing Rules.

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Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

Promoters

The promoters of the Company are all of the 6 then shareholders of our Company as of February 9, 2011 immediately before our conversion into a joint stock limited liability company. Within the two years immediately preceding the date of this Document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] and the related transactions described in this Document.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer on each of the purchaser and seller is 0.1% of the consideration for or, if higher, the fair value of the H Shares being sold or transferred.

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since September 30, 2024 (being the date to which the latest consolidated financial statements of our Group were prepared).

Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to “Appendix III — Summary of Articles of Association” to this Document.

Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this Document as mentioned in “Appendix I — Accountants’ Report — Note 42 Related Party Transactions”.

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Qualification of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this Document are as follows:

Name	Qualification
Goldman Sachs (Asia) L.L.C.	A licensed corporation under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) regulated activities under the SFO
Tian Yuan Law Firm	Legal advisor to our Company as to PRC law
Ernst & Young.	Certified Public Accountants Registered Public Interest Entity Auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Consents of Experts

Each of the experts as referred to “Qualifications of Experts” of this Appendix has given and has not withdrawn their respective written consents to the issue of this Document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Joint Sponsors’ Independence

Each of the Joint Sponsors satisfies the independence criteria applicable to the sponsor set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Joint Sponsors, the Joint Sponsors’ fees payable by us to each of the Joint Sponsors in respect of their services as sponsors in connection with the [REDACTED] on the Stock Exchange is US\$300,000.

Binding Effect

This Document shall have the effect, if an [REDACTED] is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Bilingual Document

The English and Chinese language versions of this Document are being published separately, in reliance upon the exemption provided under section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

Save as disclosed in this Document:

- (a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;
- (e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- (f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;
- (g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (h) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (i) save for the A Shares that are listed on the Shanghai Stock Exchange, and save for the H Shares to be issued in connection with the [REDACTED], none of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange, nor is any listing or permission to deal being or proposed to be sought;
- (j) our Company has no outstanding convertible debt securities or debentures;
- (k) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (l) our Company has adopted a code of conduct regarding Directors’ and Supervisors’ securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

APPENDIX V

**DOCUMENTS DELIVERED TO THE REGISTRAR OF
COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY**

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to a copy of this Document and delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) a copy of the material contract referred to in “Statutory and General Information — Further Information about our Business — Summary of Material Contract” in Appendix IV to this Document; and
- (b) the written consents referred to in “Statutory and General Information — Other Information — Consents of Experts” in Appendix IV to this Document.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the Hong Kong Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.anjoyfood.com during a period of 14 days from the date of this Document:

- (a) the Articles of Association;
- (b) the Accountants’ Report from Ernst & Young, the text of which is set out in Appendix I to this Document;
- (c) the audited consolidated financial statements of our Group for the years ended December 31, 2022 and 2023 and the unaudited consolidated financial statements of our Group for the nine months ended September 30, 2024;
- (d) the report from Ernst & Young on the unaudited [REDACTED] financial information of our Group, the text of which is set out in Appendix II to this Document;
- (e) the material contract referred to in “Appendix IV — Statutory and General Information — Further Information about our Business — Summary of Material Contract”;
- (f) the written consents referred to in “Appendix IV — Statutory and General Information — Other Information — Consents of Experts”;
- (g) the service contracts and letters of appointment referred to in “Appendix IV — Statutory and General Information — Further Information about our Directors, Supervisors, Chief Executive and Substantial Shareholders — Particulars of Directors’ and Supervisors’ Service Contracts”;

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**DOCUMENTS DELIVERED TO THE REGISTRAR OF
COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY**

- (h) the legal opinions issued by Tian Yuan Law Firm, our PRC Legal Advisor, in respect of, among other things, the general corporate matters and property interests of our Group under the PRC law;
- (i) the industry report issued by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. referred to in “Industry Overview”;
- (j) the PRC Company Law, the PRC Securities Law, the Overseas Listing Trial Measures and the Shanghai Stock Exchange Listing Rules, together with unofficial English translations thereof; and
- (k) the terms of the 2023 Share Option Incentive Plan.

DOCUMENT AVAILABLE FOR INSPECTION

A copy of a full list of all the Grantees under the 2023 Share Option Incentive Plan will be made available for public inspection at our Company’s Hong Kong legal advisor’s office in Hong Kong at 10/F, The Hong Kong Club Building, 3A Chater Road, Central, Hong Kong, during normal business hours up to and including the date which is 14 days from the date of this Document.