



AustAsia Group Ltd.
澳亞集團有限公司*

(Incorporated in the Republic of Singapore with limited liability)
(於新加坡共和國註冊成立的有限公司)

Stock Code 股份代號 : 2425



2022

Annual Report
年度報告

* For identification purpose only 僅供識別



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. TAN Yong Nang (Executive Chairman)
Mr. Edgar Dowse COLLINS (Chief Executive Officer)
Mr. YANG Ku
Ms. GAO Lina

Non-Executive Director

Mr. HIRATA Toshiyuki

Independent Non-Executive Directors

Mr. SUN Patrick
Mr. LI Shengli
Mr. CHANG Pan, Peter

COMPANY SECRETARIES

Singapore Company Secretaries

Ms. CHUA Sook Ping Christina (LLB (Hons))
Ms. CHENG Sai Hong (ACS,ACG)

Hong Kong Secretary

Ms. HO Wing Nga (HKFCG (PE), FCG)

AUTHORISED REPRESENTATIVES UNDER THE LISTING RULES

Mr. Edgar Dowse COLLINS
Ms. CHUA Sook Ping Christina

董事會

執行董事

陳榮南先生 (執行主席)
Edgar Dowse COLLINS先生 (行政總裁)
楊庫先生
高麗娜女士

非執行董事

平田俊行先生

獨立非執行董事

辛定華先生
李勝利先生
張泮先生

公司秘書

新加坡公司秘書

蔡淑萍女士 (LLB (Hons))
鍾賽鳳女士 (ACS,ACG)

香港秘書

何詠雅女士 (HKFCG(PE), FCG)

根據上市規則的授權代表

Edgar Dowse COLLINS先生
蔡淑萍女士

Corporate Information 公司資料

AUDIT COMMITTEE

Mr. SUN Patrick (Chairman)
Mr. CHANG Pan, Peter
Mr. HIRATA Toshiyuki

審計委員會

辛定華先生 (主席)
張泮先生
平田俊行先生

REMUNERATION COMMITTEE

Mr. CHANG Pan, Peter (Chairman)
Mr. SUN Patrick
Mr. TAN Yong Nang

薪酬委員會

張泮先生 (主席)
辛定華先生
陳榮南先生

NOMINATION COMMITTEE

Mr. TAN Yong Nang (Chairman)
Mr. SUN Patrick
Mr. LI Shengli

提名委員會

陳榮南先生 (主席)
辛定華先生
李勝利先生

ESG COMMITTEE

Mr. Edgar Dowse COLLINS (Chairman)
Mr. YANG Ku
Mr. LI Shengli

ESG委員會

Edgar Dowse COLLINS先生 (主席)
楊庫先生
李勝利先生

PRINCIPAL BANKS

DBS Bank Ltd
12 Marina Boulevard Level 45
Marina Bay Financial Centre Tower 3
Singapore 018982

主要往來銀行

星展銀行有限公司
12 Marina Boulevard Level 45
Marina Bay Financial Centre Tower 3
Singapore 018982

DBS Bank (China) Limited, Shanghai Branch
18th Floor, DBS Bank Tower
1318 Lu Jia Zui Ring Road
Pudong New District
Shanghai 200120

星展銀行(中國)有限公司上海分行
上海市
浦東新區
陸家嘴環路1318號
星展銀行大廈18樓
郵編：200120

PT Bank Mandiri (Persero) TBK Shanghai
Branch
Unit 4101 Shanghai Tower
501 Yin Cheng Zhong Road
Pudong New District
Shanghai
China

印度尼西亞曼底利銀行有限責任公司上海分行
中國
上海市
浦東新區
銀城中路501號
上海中心4101室

Corporate Information

公司資料

Malayan Banking Berhad Shanghai Branch
Room 03-04, 6th Floor, BRICS Tower
No. 333 Lujiazui Ring Road
Pudong New District
Shanghai 200120
China

馬來亞銀行有限公司上海分行
中國
上海市
浦東新區
陸家嘴環路333號
金磚大廈6層03-04室
郵編：200120

United Overseas Bank (China) Limited,
Shanghai Pilot Free Trade Zone Sub-branch
Room 602, 6F, No. 116, 128 Yincheng Road, Pilot Free Trade
Zone
Shanghai 200120
China

大華銀行(中國)有限公司上海自貿試驗區支行
中國
上海市
自由貿易試驗區
銀城路116、128號
6層602室
郵編：200120

China Construction Bank Corporation Co.,
Ltd., Dongying Nonggao District Sub-branch
No. 9 Guangbei Road
Agricultural High-tech Zone
Dongying, Shandong Province
China

中國建設銀行股份有限公司東營農高區支行
中國
山東省東營市
農業高新區
廣北路9號

China Citic Bank Corporation Limited, Dongying Branch
No. 128, Fuqian Street
Dongying, Shandong Province

中信銀行股份有限公司東營分行
山東省東營市
府前大街128號

LEGAL ADVISER AS TO LAWS OF THE PRC

Global Law Office
15th Floor Tower 1 China Central Place No. 81, Jianguo Road
Chaoyang District
Beijing 100025
PRC

有關中國法律的法律顧問

環球律師事務所
中國
北京市
朝陽區
建國路81號華貿中心1號寫字樓15層
郵編：100025

Corporate Information 公司資料

AUDITOR

Ernst & Young
27/F, One Taikoo Place
979 King's Road, Quarry Bay
Hong Kong
(Certified Public Accountants and Registered
Public Interest Entity Auditor)

審計師

安永會計師事務所
(執業會計師及註冊公眾利益實體核數師)
香港
鰂魚涌英皇道979號
太古坊一座27樓

COMPLIANCE ADVISER

Anglo Chinese Corporate Finance, Limited
40/F Two Exchange Square
8 Connaught Place, Central
Hong Kong

合規顧問

英高財務顧問有限公司
香港
中環康樂廣場8號
交易廣場第2座40樓

REGISTERED OFFICE

400 Orchard Road
#15-08, Orchard Towers
Singapore 238875

註冊辦事處

400 Orchard Road
#15-08, Orchard Towers
Singapore 238875

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN CHINA

North of Guangqing Road, Ding Zhuang Town, Guangrao County,
Dongying City, Shandong Province
China

總部及中國主要營業地點

中國
山東省東營市
廣饒縣丁莊鎮廣青路北側

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

46th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

香港主要營業地點

香港
灣仔
皇后大道東183號
合和中心46樓

Corporate Information

公司資料

PRINCIPAL SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
Keppel Bay Tower #14-07
Singapore 098632

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre, 183 Queen's Road East
Wan Chai
Hong Kong

STOCK CODE

Stock Code: 2425

WEBSITE

www.austasiadairy.com

主要股份過戶登記處

寶德隆企業與諮詢服務有限公司
1 Harbourfront Avenue
Keppel Bay Tower #14-07
Singapore 098632

香港股份過戶登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號合和中心
17樓1712-1716號舖

股份代號

股份代號：2425

網站

www.austasiadairy.com

Chairman's Statement 主席報告



Dear Shareholders,

On behalf of the board of directors of AustAsia Group Limited and its subsidiaries ("AustAsia" or "the Group"), I am pleased to present the annual results for the year ended 31 December 2022 to the shareholders.

SOLID REVENUE AND VOLUME GROWTH AMID CHALLENGING ENVIRONMENTS

2022 was a year full of challenges for China's economy and businesses. Compared to 2021, the Gross Domestic Product (GDP) increased by only 3% (2021: 8.1%), representing one of the lowest years of economic growth in over 30 years. Particularly, in the 2nd half of 2022, due to the prevailing anti-Covid-19 policies and restrictions, most of Chinese enterprises faced difficulties such as customer demand contraction, supply chain disruptions and weakening growth expectations.

尊敬的各位股東：

本人謹代表澳亞集團有限公司（「澳亞」或「本集團」）董事會，向股東欣然提呈截至2022年12月31日止年度的年度業績。

嚴峻環境下穩健的收入及銷量增長

2022年對中國經濟及企業而言是充滿挑戰的一年。與2021年相比，國內生產總值(GDP)僅增長了3%（2021年：8.1%），為過去三十多年來經濟增長最低的年份之一。尤其是於2022年下半年，由於普遍的Covid-19防控政策及限制，大部分中國企業面臨客戶需求萎縮、供應鏈中斷及增長預期收窄等困難。

Chairman's Statement

主席報告

Even under such circumstances, AustAsia achieved a solid revenue growth of 7.8%, to approximately 563 million US\$, mainly due to a 20.9% increase in raw milk sales volume compared to 2021. This strong volume increase was attributable to a big improvement in milk yield and a larger herd size. For the year 2022, both our raw milk production volume and sales volume reached the highest level in the Group's history. According to Frost & Sullivan, the Group was the 3rd largest raw milk producer in China's dairy farm operating industry in 2022 in terms of raw milk production.

UNPARALLELED OPERATING COMPETITIVENESS WITH DIVERSIFIED CUSTOMER BASE

With deep expertise in large-scale dairy farm operations, we continue to be ranked as No.1 in terms of average milk yield ("AMY") per milkable cow (Ton/Head/Year) for 8 consecutive years. In 2022, our AMY reach 13.3 tons, further solidify our position as one of the most efficient and highest productive dairy farm operators in China. Our product qualities, such as raw milk protein content, fat content, aerobic plate count and somatic cell count are significantly better than the national standards of China and some of developed countries such as the US and the EU.

As we are the only large-scale independent high quality raw milk suppliers in the industry, we have been able to develop and maintain a well-diversified downstream customer base. Such customers include leading national and regional dairy products manufacturers, as well as emerging dairy brands that have gained popularities among younger generations with fresh images. Unlike most of our competitors who are controlled by their respective downstream customers and are restricted from developing outside customers, we believe that our approach of developing and maintaining diversified customers is more sustainable and provides a mutually-beneficiary solution for the long-term development of the dairy products supply chain in China. We will continue to develop new raw milk customers to maximize our output and supply coverage.

即使在此等情況下，澳亞仍實現收入穩健增長7.8%至約563百萬美元，主要由於原料奶銷量較2021年增加20.9%。銷量強勁增長乃歸因於產奶量大幅提高及牛群規模增大。2022年，我們的原料奶產量及銷售量均達到本集團歷史最高水平。根據弗若斯特沙利文的資料，本集團為2022年中國奶牛養殖業第三大原料奶生產商。

得天獨厚的經營競爭優勢及多樣化客戶基礎

憑藉於大規模奶牛養殖業務方面的深厚專業知識，我們每頭成母牛的年平均產奶量(噸/頭/年)連續八年位於第一。於2022年，我們的平均產奶量達到13.3噸，進一步鞏固了我們作為中國最高效及最高產的奶牛養殖運營商之一的地位。我們的產品質量(如原料奶的蛋白質含量、脂肪含量、需氧菌落總數及體細胞數)均明顯優於中國及美國、歐盟等發達國家的國家標準。

由於我們是業內唯一大規模的獨立優質原料奶供應商，我們能夠發展和維持多元化下游客戶群。該等客戶包括領先的國家和地區乳製品製造商，以及憑藉新鮮形象獲得年輕一代青睞的新興乳製品品牌。與大多數受制于其各自下游客戶及受限於開發外部客戶的競爭對手不同，我們相信，我們開發和維持多元化客戶的方式更具可持續性，為中國乳製品供應鏈的長期發展提供了互惠互利的解決方案。我們將繼續開發新的原料奶客戶，最大限度地提高我們的產量和供應覆蓋率。

Chairman's Statement 主席報告

NEW INITIATIVES TO ENHANCE VERTICAL INTEGRATIONS AND IMPROVE PRODUCTIVITIES

Our First in-house pre-mix feed mill has started production in March 2023. This will improve feed quality and help us control feed costs in an environment where the continually increasing feed material costs put great pressure on our operation and profitability.

Over the years, we have made constant investments in improving genetic qualities of our cattle. We believe that animal breeds and genetics are key foundations for dairy and beef cattle farming operations. We were among the first dairy farm operators in China to successfully implement in vitro fertilisation ("IVF") and embryo transfer ("ET") technology in our dairy farms. As compared to the common industry practice of relying on imported frozen bovine semen, the adoption of IVF technology can significantly shorten generation interval, effectively increase pregnancy rates, optimize genetic traits and re-productivity of dairy cows. In 2023, we will build large size core herd centers and expand the genetic improvement program in our farms with ET technology, which can significantly enhance milk yield and cattle health.

BUILD A SUSTAINABLE BUSINESS WITH MINIMAL ENVIRONMENTAL IMPACT

Our vision is to become one of the top 3 dairy farm operators in the world in terms of operational efficiency and eco-sustainability. We are committed to building a sustainable business and operating model that minimizes our impact on the environment. We have set medium to long term sustainability targets. We will continue to improve our operational efficiency such as average milk yield to reduce the GHG emission per ton of raw milk produced. Our continued emphasis on animal welfare will also enable us to raise healthier cows and cattle, which in turn increases productivity and efficient use of resources such as feed and water. We will continue to explore new technologies and build additional facilities that increase resource usage efficiency and waste management. We will also explore the use of green energy such as photovoltaic power generation to generate electricity for our production activities.

加強垂直整合和提高生產力的新舉措

我們的第一家內部預混合飼料廠已於2023年3月投產，此將會提高飼料質量並幫助我們在不斷增加的飼料原料成本給我們的運營和盈利能力帶來巨大壓力下控制飼料成本。

多年來，我們不斷投資改善肉牛的基因質量。我們相信動物品種及遺傳學是奶牛養殖及肉牛養殖業務的立根之本。我們是中國首批在奶牛牧場成功實施體外受精及胚胎移植技術的奶牛牧場運營商之一。相較依賴進口冷凍牛精液的行業慣例而言，採納體外受精技術可大幅縮短奶牛的世代差距、有效提高受孕率、優化遺傳性狀及繁殖能力。於2023年，我們將建設大型核心畜群中心，並採用胚胎移植技術擴大我們農場的基因改良計劃，此舉可顯著提高原料奶產量和肉牛的健康。

建立環境影響最小化且可持續發展的業務

我們的願景是在運營效率和環境可持續性方面成為世界三大奶牛牧場運營商之一。我們致力於建立一個可持續發展的企業，並盡量減少我們運營對環境的影響。我們制定了中長期可持續發展目標。我們將不斷提高我們的運營效率，例如平均產奶量，以減少我們生產的每噸原料奶的溫室氣體排放。我們對畜群福利的持續重視亦將使我們能夠飼養更健康的奶牛及肉牛，從而提高產出及對飼料和水等資源的有效利用。我們將不斷探索新技術，並建設其他設施以提高資源利用率及加強廢物管理能力。我們亦將探索使用光伏發電等綠色能源為我們的生產活動發電。

Chairman's Statement

主席報告

We have forward-looking plan in mind for the use of renewable energy in our farms, 1 photovoltaic power generation project contract and 4 biogas power generation project contracts were signed in 2022, which was our first movement to optimize the energy structure. The photovoltaic and biogas power generation projects can not only enable our farms to use green electricity to reduce GHG emission, but also benefit the society by integrating the green power into the state grid.

In 2022, We have signed a 5-year RMB1.05 billion sustainability-linked club loan ("SLL") to finance the construction of two new dairy farms in Dezhou, Shandong. This SLL is our first sustainability finance which demonstrates our commitment to sustainable development. The loan interest rate is linked to 3 key sustainability performance indicators ("Sustainable KPIs") namely the use of green energy, reduction of GHG emission through upgrading technology and improvement on animal welfare.

Dongying Shenzhou AustAsia Dairy Farm ("DSAA"), one of our dairy farms in Shandong, is the first and only dairy farm in China that has been recognized by the Ministry of Agriculture and Rural Affairs of the PRC in January 2022 as having both zero bovine tuberculosis and zero brucellosis, establishing a benchmark for the industry

SUCCESSFUL LISTING TO SUPPORT FUTURE DEVELOPMENT

In December 2022, we accomplished an important milestone of being listed successfully on the Hong Kong Stock Exchange. The Group now is an independent public company and has direct access to international capital and equity markets. Even though the global and Hong Kong stock markets have been extremely volatile and the immediate share price performances of AustAsia less encouraging, we believe that in longer term, becoming a public company will bring significant benefits and value to the stakeholders, customers and employees of the Group. We have strong belief that with AustAsia's unique and leading position in the industry, with its experienced and dedicated management team and its willingness of striving for best possible operational excellency, we can overcome every short-term difficulties and cyclicity to generate healthy and satisfactory long-term value and return to our shareholders.

我們在牧場使用可再生能源方面有前瞻性計劃，於2022年簽署了1份光伏發電項目合同及4份沼氣發電項目合同，邁出我們優化能源結構的第一步，光伏及沼氣發電項目不僅能讓我們牧場使用上綠電，從而降低溫室氣體排放，還能將綠電併入國家電網造福社會。

我們於2022年簽署了一份5年期人民幣10.5億元可持續發展掛鉤俱樂部貸款（「貸款」）協議，為兩座位於山東德州的新奶牛牧場的建設提供資金。該筆貸款是我們的第一筆可持續發展融資，彰顯我們在可持續發展方面的承諾。貸款利率與3項可持續發展績效目標（「可持續KPIs」）掛鉤，包括綠色能源的使用、通過技術升級減少碳排放及改善動物福利。

東營神州澳亞牧場（我們於山東的奶牛牧場之一），是中國第一個亦是唯一一個於2022年1月獲中華人民共和國農業農村部認定為奶牛無牛結核病小區及奶牛免疫無布魯氏菌病小區的奶牛牧場，樹立了行業標杆

成功上市助力未來發展

2022年12月，我們實現了在香港聯交所成功上市的重要里程碑。本集團現在是一間獨立的上市公司，可以直接進入國際資本和股票市場。儘管全球和香港股票市場發生極大波動，澳亞的近期股價表現不盡如人意，我們相信，從長遠來看，成為一間公眾公司將為本集團的利益相關者、客戶及僱員帶來巨大的利益和價值。我們堅信，憑藉澳亞的獨特和領先的行業地位，及其經驗豐富和敬業的管理團隊以及致力實現最佳卓越運營的意願，我們可以克服每一個短期困難及週期性，為我們的股東創造穩健且令人滿意的長期價值及回報。

Chairman's Statement 主席報告

IN CLOSING

AustAsia is well positioned to continue its growth in the world's largest dairy market by providing premium raw milk to Chinese customers. As we work towards this direction, we are committed to highest level of operating efficiency, high quality standards and sustainable farming practices.

As Chairman of AustAsia, it has been my great honor to work with all stakeholders and I want to thank each and every person for their contribution towards making the Group a success.

I would like to show my appreciation to our business partners, suppliers, staff and shareholders, who have been a part of our development story. We look forward to continuing our trusted long-term relationship with them.

I thank AustAsia's management team and all our employees for their continuous commitment and hard work during hard and uncertain times, especially the period of Covid-19 in which we all experienced difficulties in almost every respect of our lives. I also want to thank my fellow Directors on the Board for their dedicated stewardship of the Group and enabling us to navigate well through 2022. I look forward to continuing this onward journey with all of you.

Chairman of the Board of Directors

TAN YONG NANG

結語

通過向中國客戶提供優質原料奶，澳亞已做好充分準備，繼續在全球最大的乳製品市場實現增長。在朝著這個方向努力的過程中，我們致力於實現最高水平的運營效率、高質量標準和可持續牧業實踐。

作為澳亞的主席，我很榮幸能與所有利益相關者共事，並向每一位為本集團的成功作出貢獻的同事致以謝意。

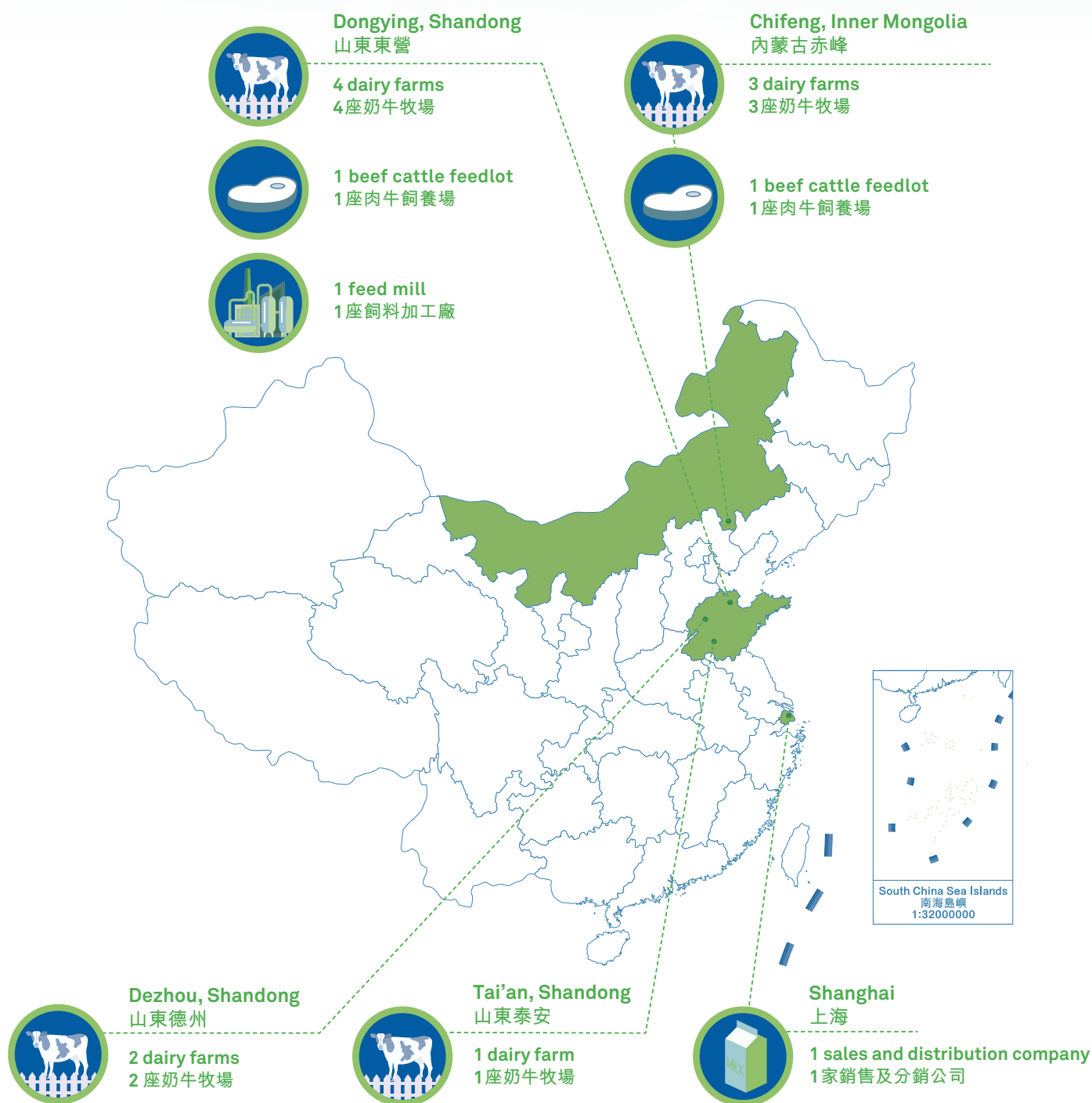
在此，我謹向參與我們發展歷程的業務夥伴、供應商、員工和股東表示感謝。我們期待著繼續與他們保持值得信賴的長期關係。

感謝澳亞的管理團隊及全體員工在艱難和不確定的時期（特別是在Covid-19期間，我們都經歷了生活中幾乎方方面面的困難）的不懈奉獻及辛勤工作。此外，我要感謝董事會的董事同仁對本集團的敬業管理，使我們能夠順利度過2022年。我期待著和諸位繼續共度這段旅程。

董事會主席

陳榮南

Locations of Production Units 生產單位地點



Notes: All entities shown in this map are fully owned by AustAsia Group Ltd.

註：圖中所示的所有實體均由澳亞集團有限公司全資擁有。

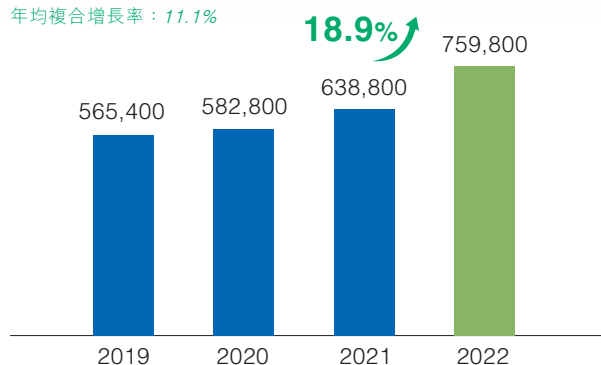
Highlights 摘要

Raw Milk Production volume (tons)

原料奶產量 (噸)

CAGR:

年均複合增長率: 11.1%



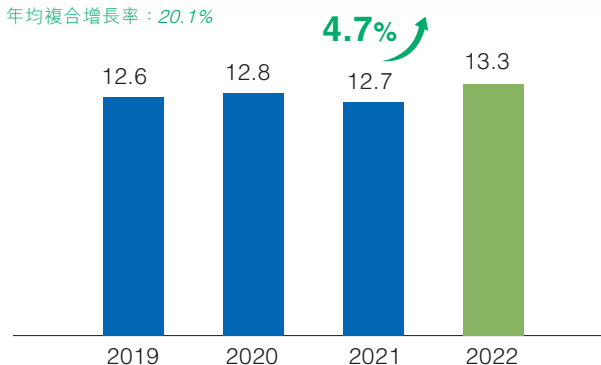
Average Milk Yield per Milkable Cow

(tons/head/year)

每頭成母牛單產 (噸/頭/年)

CAGR:

年均複合增長率: 20.1%

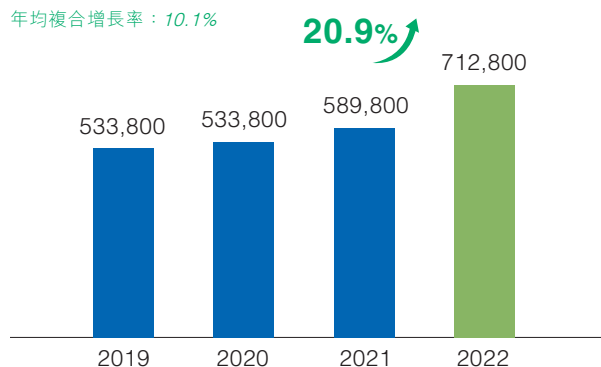


Raw Milk Sales Volume (tons)

原料奶銷量 (噸)

CAGR:

年均複合增長率: 10.1%

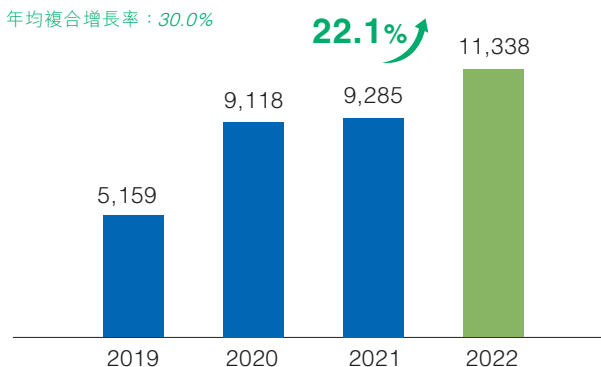


Beef Sales Volume (tons)

肉牛銷量 (噸)

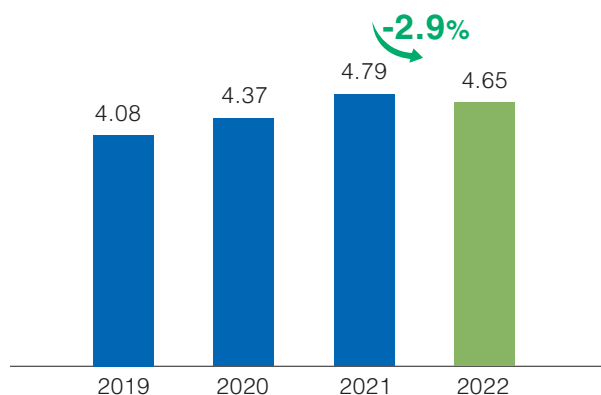
CAGR:

年均複合增長率: 30.0%



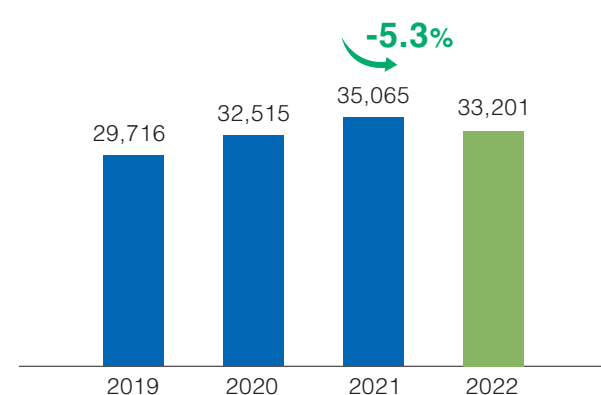
Raw Milk Average Selling Price (RMB/kg)

原料奶銷售單價 (人民幣/千克)



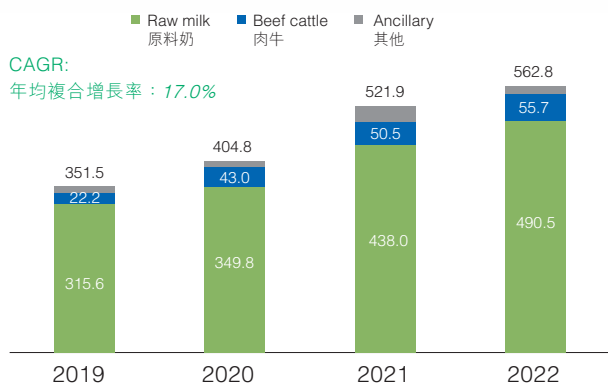
Beef Average Selling Price (RMB/ton)

肉牛銷售單價 (人民幣/噸)

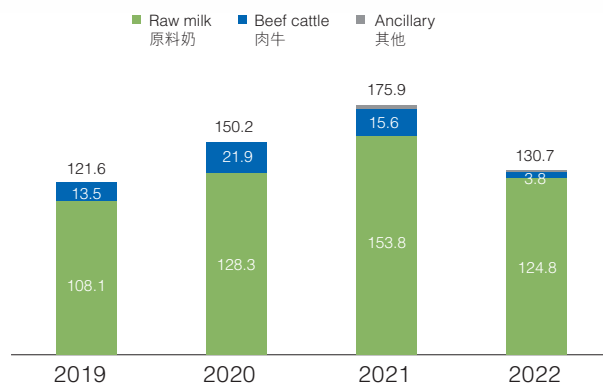


Highlights 摘要

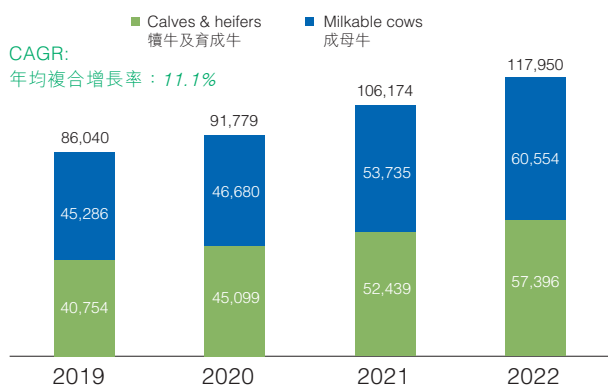
Segment Revenue (USD million) 分部收入 (百萬美元)



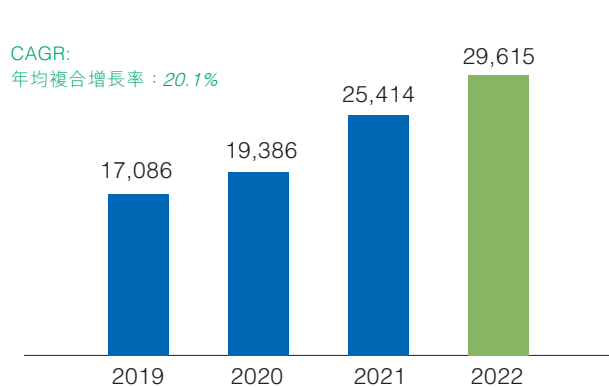
Segment Gross Profit (USD million) 分部毛利 (百萬美元)



Herd Size of Dairy Cows (heads) 奶牛牛群規模 (頭)



Herd Size of Beef Cattle (heads) 肉牛牛群規模 (頭)



Highlights 摘要

FINANCIAL DATA		2022	2021	Change
財務數據		2022年	2021年	
		USD'000	USD'000	變動
		千美元	千美元	
Revenue	收入	562,786	521,921	+7.8%
Gross profit	毛利	130,673	175,897	-25.7%
Profit before tax	稅前利潤	25,443	107,006	-76.2%
Profit for the year	年內利潤	23,394	104,572	-77.6%
Profit attributable to owners of the Company	本公司擁有人應佔利潤	23,394	104,572	-77.6%
Basic earnings per share (USD)	每股基本盈利(美元)	0.04	0.17	-76.5%
			Restated 經重列	
KEY PERFORMANCE INDICATORS		2022	2021	Change
關鍵績效指標		2022年	2021年	
Annualised average milk yield per milkable cow (tons)	每頭成母牛的年平均產奶量(噸)	13.3	12.7	+4.7%
Herd size of dairy cows (heads)	奶牛群規模(頭)	117,950	106,174	+11.1%
Herd size of beef cattle (heads)	肉牛群規模(頭)	29,615	25,414	+16.5%

During the Reporting Year, the increase in the Group's revenue was mainly due to the strong increase in sales volume of raw milk as a result of stronger performance in milk yield and larger herd size. However, as disclosed in the Prospectus, we had expected to record a decrease in profit for 2022 as compared to 2021. During the Reporting Year, profit for the year was USD23.4 million (2021: USD104.6 million), representing a decrease of 77.6% YoY, which was mainly due to:

a) A decrease in gross profit of the Group's business to USD130.7 million (2021: USD175.9 million), representing a decrease of 25.7% or USD45.2 million. The drop in gross profit is mainly due to lower average selling price of raw milk and higher feed costs incurred for the Group's raw milk and beef cattle businesses. Average selling price of raw milk decreased by 7.4% YoY to USD688/ton or RMB4,650/ton during the Reporting Year (2021: USD743/ton or RMB4,789/ton).

於報告年度，本集團的收入增加主要是由於原料奶銷量因產奶量表現強勁及牛群規模擴大而顯著增加。然而，誠如招股章程所披露，較之2021年，我們已預期於2022年錄得利潤下降。於報告年度，年內利潤為23.4百萬美元（2021年：104.6百萬美元），同比下降77.6%，主要是由於：

a) 本集團業務的毛利下降至130.7百萬美元（2021年：175.9百萬美元），下降了25.7%或45.2百萬美元。毛利下降乃主要由於原料奶的平均售價降低及本集團的原料奶與肉牛業務產生的飼料成本增加。於報告年度，原料奶的平均售價同比下降7.4%至688美元／噸或人民幣4,650元／噸（2021年：743美元／噸或人民幣4,789元／噸）。

Highlights 摘要

In 2022, the feed cost per kilogram of raw milk increased to RMB2.44 (2021: RMB2.10), representing a significant increase of 16%, which contributed to the decrease in gross profit compared to 2021. The increase in feed cost is a result of the ongoing geo-political tensions between Ukraine and Russia as well as the on-going Covid-19 outbreak resulting in disruption in supply chains globally, which have a ripple effect on the supply price of the Group's feed.

Sales volume of the Group's ancillary business, which comprises mainly of branded milk products, weakened in 2022 primary due to the spike in Covid-19 infections towards the end of 2022 which led to more people opting to stay home and hence lower demand of milk products from large-scale cafes and milk tea stores and resulted in the Group experiencing a lower sales of branded milk products towards the year end.

- b) Higher losses arising from changes in fair value of other biological assets. The Group recorded a loss of USD23.4 million (2021: USD11.3 million), representing an increase of USD12.1 million. The Group measures its biological assets to derive at market prices based on certain key assumptions such as milk price and feed cost. Changes in the assumptions, which are reviewed by an independent qualified professional valuer and the Group's management periodically, may affect the fair value of the biological assets significantly. The continuing increase in feed cost throughout the year especially in the last quarter of the year resulted in lower valuation of the Group's biological asset which was measured as at 31 December 2022.
- c) During the Reporting Year, the Group recorded a higher finance cost which amounted to USD32.5 million (2021: USD21.6 million), representing a YoY increase of 50.3%. The increase in overall finance cost was mainly a result of i) the continuing hikes of interest rates by the US Federal Reserve resulting in higher borrowing expenses for the Group's loan denominated in USD, ii) higher interest expenses pertaining to lease liabilities mainly as a result of the Group's additional leases of land in connection with Pure Source Farm 3 and iii) additional borrowing drawdown especially in the last two months of the year to meet the expectations of funding needed in relation to Pure Source Farm 3 which was commencing operation in 2023.

於2022年，每千克原料奶的飼料成本增加至人民幣2.44元（2021年：人民幣2.10元），顯著上升了16%，導致毛利較2021年下降。飼料成本增加的原因是俄烏地緣政治的緊張局勢一直持續以及Covid-19疫情導致全球供應鏈中斷，進而對本集團飼料供應價格產生連鎖影響。

於2022年，本集團的其他業務（主要包括品牌乳製品）的銷售量走弱，主要是由於臨近2022年末時出現Covid-19感染高峰導致更多人選擇居家，因此大型咖啡店及奶茶店的乳製品需求降低，進而導致本集團在臨近年末時出現品牌乳製品銷售額下降的情況。

- b) 其他生物資產的公允價值變動導致虧損增加。本集團錄得虧損23.4百萬美元（2021年：11.3百萬美元），增加了12.1百萬美元。本集團基於若干主要假設（例如牛奶價格及飼料成本）計量其生物資產的市場價格。假設（由獨立合資格專業估值師及本集團的管理層定期審閱）的變動可能會顯著影響生物資產的公允價值。年內（尤其是年內的最後一個季度）飼料成本不斷上升導致本集團生物資產的於2022年12月31日計量的估值降低。
- c) 於報告年度，本集團錄得更高的融資成本，為32.5百萬美元（2021年：21.6百萬美元），同比增加了50.3%。整體融資成本增加主要是由於i)美聯儲持續加息導致本集團以美元計價的貸款的借貸開支增加，ii)租賃負債相關的利息開支增加，主要原因是本集團就醇源牧場3新增租賃土地，及iii)提取更多借款（尤其是年內的最後兩個月）以滿足於2023年開始經營的醇源牧場3的相關預期資金需求。

Highlights 摘要

Primarily as a result of the above, compared to an increase in revenue by 7.8%, the Group's profit for the year showed a significant YoY decline of 77.6%, which was representative of the operating environment and factors affecting the results of the Group's operations in the first half of 2022 as disclosed in the Prospectus, which continued to persist through to the end of the Reporting Year, and was largely in line with the decrease in profit from continuing operations recorded in the six months ended 30 June 2022 compared to the same period in 2021 as disclosed in the Prospectus.

BUSINESS AND OPERATIONAL UPDATE

Pure Source Farm 3: the production of raw milk has commenced in January 2023. In view of growing demand of specialty milk to better satisfy diversified customers' needs, we plan to produce A2 raw milk, a specialty milk, in this farm and make it a dedicated farm within our dairy farm portfolio to supply specialty milk.

The construction of our in-house feed mill has completed in February 2023. The feed mill will be able to supply pre-mixed feed, flaked corn and pellets for internal consumption at our dairy farms and beef cattle feedlots in 2023.

CHANGE IN USE OF PROCEEDS FROM THE LISTING

As disclosed in the "Future Plans and Use of Proceeds" section in the Prospectus, the Company intended to use all of the net proceeds of the global offering of the Company's shares conducted in 2022 to build farm facilities and to purchase equipment for Pure Source Farm 4, where construction was at the time expected to commence in April 2023.

The Directors propose to change the use of the net proceeds to pay for contractors and equipment vendors of Pure Source Farm 3, which were originally expected to be satisfied with internally generated cash flows and bank loans. Please see "Report of Directors" pages 82 to 84 for further details and reasons for the change in use of proceeds.

主要由於以上所述，相較於收入增加7.8%，本集團年內的利潤同比明顯下降77.6%，體現了招股章程所披露2022年上半年的經營環境及影響本集團經營業績的因素，並延續至報告年度末，同時與招股章程所披露截至2022年6月30日止六個月較2021年同期錄得持續經營業務利潤下降大體一致。

業務及營運更新

醇源牧場3：已於2023年1月開始生產原料奶。鑒於對特殊奶的需求不斷增長，以更好地滿足客戶的多元化需求，我們計劃在該農場生產A2原料奶（一款特殊奶），並將其打造為我們奶牛牧場組合中供應特殊奶的專用農場。

我們的內部飼料廠已經於2023年2月建設完成。於2023年，該飼料廠將能夠供應預混合飼料、玉米片及草墊供我們的奶牛牧場及肉牛飼養場內部消耗。

變更上市所得款項用途

誠如招股章程「未來計劃及所得款項用途」一節所披露，本公司擬將2022年進行的本公司股份全球發售的所得款項淨額全部用於為醇源牧場4建造牧場設施及購買設備，該等建設當時預計將於2023年4月開始動工。

董事建議變更所得款項淨額用途，用於支付醇源牧場3的承包商及設備供應商，原先乃預計用內部產生的現金流及銀行貸款支付。有關變更所得款項用途的進一步詳情及理由，請參閱82至84頁的「董事會報告書」。

Management Discussion and Analysis

管理層討論及分析

INDUSTRY OVERVIEW

2022 was a year full of challenges for China's economy. Compared to 2021, the Gross Domestic Product (GDP) increased by 3% only (2021: 8.1%), representing one of the lowest growth rates in over 30 years. Per capita GDP of China reached RMB85,700, also increased by 3% compared to 2021. In the 2nd half of 2022, most of Chinese enterprises were facing challenges such as customer demand contraction, supply chain disruptions and weakening expectations.

Unlike the overall economy, the supply of raw milk in Mainland China continued its strong momentum. According to the National Statistical Bureau, total domestic raw milk production volume in 2022 was 39.4 million tons (2021: 36.8 million tons), representing a 6.8% increase and was the 5th year of consecutive growth. In comparison, the volume of imported milk products decreased for the 1st time in more than 10 years by 18%, mainly due to the weaker-than-expected demand and relatively high prices compared to domestic milk products.

The Chinese government has put the development of dairy and dairy farming industries as one of its priorities. In recent years, relevant industrial authorities and ministries have issued policies and directives to promote the self-sufficient growth of dairy product supply chain. Such policies encouraged investments in large-scale and modernized dairy farms, supported vertical integration and consolidations. In early 2022, the Ministry of Agriculture and Rural Affairs (農業農村部) further issued (Action Plan to improve competitiveness of dairy industry in the period of 14th Five – Year) 《「十四五」奶業競爭力提升方案》. The Action Plan stated that by 2025, the domestic raw milk production volume will reach 41 million tons, the annualised average milk yield per milkable cow will reach 9 tons, and the no. of dairy farms with 100 heads of heed or more will account for 75% of total no. of dairy farms. It was estimated that by the end of 2022, there were 6.2 million heads of Holstein dairy cows in China, representing a 10% increase from 2021.

In 2022, due to the global price increases in agricultural, grain and feed products caused by geopolitical conflict between Ukraine and Russia, as well as high inflation of prices of utilities in developed countries, the whole dairy farming industry in China faced significant pressure of rising feed costs. Imported feeds, such as soy bean meal, alfalfa, oat, etc., all experienced double-digit price increases leading to industrial wide margin contraction to China's dairy farm operators.

行業回顧

2022年中國經濟面臨諸多挑戰。與2021年相比，國內生產總值(GDP)僅增長3% (2021年：8.1%)，是30多年來的最低增長率之一。中國的人均GDP達到人民幣85,700元，與2021年相比同樣增長3%。2022年下半年，大部分中國企業面臨客戶需求萎縮、供應鏈中斷及預期減弱等挑戰。

與整體經濟不同，中國內地的原料奶供繼續保持強勁勢頭。根據國家統計局數據，2022年國內原料奶總產量為39.4百萬噸 (2021年：36.8百萬噸)，增長6.8%，連續第5年增長。相比之下，進口奶製品的數量在十餘年來首次下降18%，這主要是由於需求弱於預期以及與國產奶製品相比價格較高。

中國政府把發展乳製品及奶牛養殖業列為重點工作之一。近年來，相關行業主管部門和部委紛紛出台政策及指示，促進乳製品供應鏈的獨立發展。該等政策鼓勵投資大規模和現代化奶牛牧場，支持垂直一體化和合併。2022年初，農業農村部進一步發佈《「十四五」奶業競爭力提升方案》。該行動方案指出，直至2025年，國內原料奶產量將達到41百萬噸，每頭成母牛的年均產奶量將達到9噸，100頭或以上的奶牛牧場數量將佔奶牛牧場總數的75%。預計到2022年底，中國荷斯坦奶牛存欄量為6.2百萬頭，較2021年增長10%。

於2022年，由於烏克蘭與俄羅斯之間的地緣政治衝突導致全球範圍內的農產品、糧食和飼料價格上漲，連同發達國家公用事業價格通脹高企，中國整個奶牛養殖業承受著飼料成本上升的巨大壓力。豆粕、苜蓿、燕麥等進口飼料，都出現了兩位數的價格上漲，給中國的奶牛牧場運營商帶來了行業性的大幅利潤率收縮。

Management Discussion and Analysis

管理層討論及分析

The landscape of beef cattle industry in China was very different from that of dairy. In 2022, for the first time, the total supply of beef cattle exceeded 10 million tons, reaching approximately 10.4 million tons, representing a YoY growth of 11.3%. Additionally, the imported beef cattle volume also showed strong supply growth in 2022 with a YoY increase of 15.5% to 2.69 million tons. China has become the third largest nation in beef production and second largest nation in beef consumption. However, beef consumption in China on a per capita basis was only 7.3 kg of beef in 2022, which was significantly lower compared to all developed countries and some of the developing countries, and ranked out of top 30 of all nations. Similar to dairy farms operators, beef cattle farm operators also faced high feed cost pressure and disruptions to supply chain logistics in 2022.

BUSINESS OVERVIEW

We are one of the top five dairy farm operators in China, ranking third, fourth and fifth among all dairy farm operators in China in terms of sales volume, sales value and production volume of raw milk in 2021. We provide premium raw milk to a well-diversified customer base of downstream dairy product manufacturers. We have a diverse customer base, ranging from leading national and regional dairy product manufacturers (including Mengniu (蒙牛), Bright Dairy (光明), Meiji (明治), Junlebao (君樂寶), New Hope Dairy (新希望乳業), Jiabao (佳寶) and Classykiss (卡士)), to emerging dairy brands (such as Chi Forest (元氣森林) and Honest Dairy (簡愛)), and we are not reliant on our Controlling Shareholders as our downstream customers. We are valued by our customers for our stable supply of high-quality and traceable raw milk in a large scale, which has enabled our customers to promote their various high-end milk product offerings catering to end customers.

We have two main business segments, namely our raw milk business and beef cattle business. We also engage in an ancillary business, namely the sales of milk products under our own brand "AustAsia". Our integrated farming model includes (i) dairy cow breeding and farming, raw milk production, and sales of raw milk, and (ii) beef cattle breeding and farming, and sales of beef cattle. Our business segments are described below:

中國肉牛產業的格局與奶業迥然不同。肉牛供應總量於2022年首次超過10百萬噸，達到約10.4百萬噸，同比增長11.3%。此外，2022年的進口牛肉供應量亦大幅增加，同比增長15.5%至2.69百萬噸。中國已經成為第三大牛肉生產國和第二大牛肉消費國。然而，2022年中國人均牛肉消費僅7.3千克牛肉，與所有發達國家和部分發展中國家相比，明顯偏低，在所有國家中排在前30位。與奶牛牧場運營商類似，肉牛飼養場運營商在2022年同樣面臨著高飼料成本壓力和供應鏈物流中斷。

業務概覽

我們是中國前五大奶牛牧場運營商之一，於2021年，按原料奶的銷量、銷售額及產量計，我們在中國所有奶牛牧場運營商中分別排名第三、第四及第五。我們為多元化的下游乳製品製造商客戶群提供優質原料奶。我們擁有多元化客戶群，覆蓋全國及地區領先的乳製品製造商（包括蒙牛、光明、明治、君樂寶、新希望乳業、佳寶及卡士）及新興乳製品品牌（如元氣森林及簡愛），且我們不依賴控股股東作為下游客戶。我們因能夠大規模穩定供應優質及可溯源的原料奶而受客戶認可，這使我們的客戶能夠推廣其滿足終端客戶需求的各種高端乳製品。

我們的兩個主要業務分部分別為原料奶業務及肉牛業務。我們亦從事其他業務，即我們自有品牌「澳亞牧場」乳製品的銷售。我們的綜合養殖模式包括(i) 奶牛育種及養殖、原料奶生產及銷售；及(ii) 肉牛育種及養殖以及肉牛的銷售。我們的業務分部描述如下：

Management Discussion and Analysis

管理層討論及分析

Raw Milk Business

We breed and raise dairy cows on our large-scale dairy farms, and sell raw milk to downstream dairy product manufacturers in China for further processing into premium dairy products. Our well – diversified customer base includes (i) leading national and regional dairy product manufacturers and (ii) emerging dairy brands.

Beef Cattle Business

We started our beef cattle farming operations in 2018, pursuing the rapidly increasing demand for beef products in China. We raise beef cattle on our large-scale beef cattle feedlots, and sell beef cattle to food service companies in China such as Zuo Ting You Yuan (左庭右院) and premium beef processors for further processing into beef products. Our beef cattle business operates synergistically with our raw milk business. By using steers from our dairy herd for beef cattle stock, we are able to utilise the resources of our raw milk business to develop our beef cattle business.

Ancillary Business

In addition to our two main business segments, we also sell our milk products under our own brand “澳亞牧場 AustAsia” to large-scale cafes, milk tea stores, bakeries and refreshment chains in China.

OPERATIONAL REVIEW

Raw Milk Business

In 2022, 87.2% of our revenue was derived from the raw milk business. We have achieved significant increases in some of the major operating indicators:

- Revenue generated from sales of raw milk was approximately USD491 million, representing an increase of 12% compared to that of 2021;
- The annual milk yield per milkable cow amounted to 13.3 tons (2021: 12.7 tons), representing a YoY growth of 4.7%;
- The total milk production for the year reached approximately 759,800 tons (2021: 638,800 tons), representing a YoY growth of 18.9%;

原料奶業務

我們於自有大規模牧場繁育及飼養奶牛，並將原料奶出售給中國下游乳製品製造商，供其進一步加工成優質乳製品。我們多元化的客戶群包括(i)全國及地區領先的乳製品製造商及(ii)新興乳製品品牌。

肉牛業務

我們於2018年開始肉牛養殖業務，以滿足中國對牛肉產品日益飛速增長的需求。我們於自有大規模肉牛飼養場飼養肉牛，並將肉牛出售給中國的食品服務公司（如左庭右院）和優質牛肉加工企業用於進一步加工成牛肉產品。我們的肉牛業務與原料奶業務協同運作。通過使用我們奶牛群的閹割公牛作為肉牛種群的來源，我們能夠利用我們原料奶業務的資源來發展我們的肉牛業務。

其他業務

除我們的兩個主要業務分部外，我們亦將自有品牌「澳亞牧場」下的乳製品銷售至中國的大型咖啡廳、奶茶店、麵包店及點心連鎖店。

業務回顧

原料奶業務

於2022年，我們87.2%的收入來自原料奶業務。我們在一些主要經營指標上取得了顯著增長：

- 原料奶銷售收入約為491百萬美元，較2021年增長12%；
- 每頭成母牛的年產奶量為13.3噸（2021年：12.7噸），按年增長4.7%；
- 全年牛奶總產量達到約759,800噸（2021年：638,800噸），按年增長18.9%；

Management Discussion and Analysis

管理層討論及分析

The total milk sales volume reached approximately 712,800 tons (2021: 589,800 tons), representing a YoY growth of 20.9%;

On the other hand, the average selling price of raw milk decreased by 7.4% YoY to USD688/ton or RMB4,650/ton during the Reporting Year (2021: USD743/ton or RMB4,789/ton). The decrease in average selling price in USD also contributed by the sustained unfavourable exchange rate of the local currency in Mainland China against USD during the last quarter of the financial year.

As disclosed in the Prospectus, we faced continuous increase in our feeding costs, which reflected both the growth in our operational scale as well as an increase in the price of feed and feed additives in line with the market trend, and had expected feeding costs to continue to be a major component of our cost of sales going forward. During the Reporting Year, facing the significant pressure of feed costs increase, our cost of sales increased by 12.0% from USD438.0 million in 2021 to USD490.5 million in 2022, and our cost of sales before raw milk fair value adjustments increased by 28.7% from USD284.3 million in 2021 to USD365.7 million in 2022. The increase in our cost of sales was in line with the growth in our revenue and the market trend of increasing prices of feed and feed additives. In particular, our direct materials costs mainly consist of feed cost increased by 34.7% from USD202.7 million in 2021 to USD273.0 million in 2022, primarily due to an increase in our consumption as our cow herd expanded and an increase in the procurement costs of feed and feed additives.

We continued to mitigate the impact arising from the increase in feed costs through measures such as optimizing the structure of feed formula, enhancing the absorbance and conversion rate of dairy cows, and leveraging on centralized procurement activities. The direct feed cost per kilogram of raw milk (milking cow only) was RMB2.44/kg (2021: 2.10/kg), representing a YoY increase of RMB0.34/kg, or 16%.

Dairy Farms

As at 31 December 2022, we owned and operated ten large-scale dairy farms in Shandong and Inner Mongolia of the PRC with dairy cows of 117,950 heads (2021: 106,174 heads), including 60,554 heads of milkable cows (2021: 53,735 heads). The aggregate gross land area of our dairy farms was approximately 14,657 mu.

牛奶總銷量達到約712,800噸(2021年: 589,800噸), 按年增長20.9%;

另一方面, 原料奶的平均售價於報告年度同比下降7.4%至688美元/噸或人民幣4,650元/噸(2021年: 743美元/噸或人民幣4,789元/噸)。在本財政年度最後一個季度, 中國內地本幣兌美元的持續不利匯率亦導致以美元計價的平均售價下降。

誠如招股章程所披露, 我們面臨飼料成本的不斷上升, 這反映了我們的經營規模擴大及飼料及飼料添加劑價格隨著市場趨勢上升, 並預期飼料成本在未來將繼續佔據我們銷售成本的主要部分。於報告年度, 面對飼料成本上漲的巨大壓力, 我們的銷售成本由2021年的438.0百萬美元增長12.0%至2022年的490.5百萬美元, 我們原料奶公允價值調整前的銷售成本由2021年的284.3百萬美元增長28.7%至2022年的365.7百萬美元。我們銷售成本的增加與我們收入的增長以及飼料及飼料添加劑價格上升的市場趨勢一致。尤其是, 我們的直接材料成本(主要包括飼料成本)由2021年的202.7百萬美元增加34.7%至2022年的273.0百萬美元, 主要由於隨著牛群的擴大, 我們的消耗量隨之增加, 以及飼料及飼料添加劑的採購成本增加。

我們繼續通過優化飼料配方結構、提高奶牛的吸收率及轉化率、發揮集中採購的作用等措施, 減輕飼料成本上升帶來的影響。每千克原料奶(僅泌乳牛)的直接飼料成本為人民幣2.44元/千克(2021年: 人民幣2.10元/千克), 同比增加人民幣0.34元/千克或16%。

奶牛牧場:

於2022年12月31日, 我們在中國山東及內蒙古擁有及經營十個大規模奶牛牧場, 飼養117,950頭奶牛(2021年: 106,174頭), 包括60,554頭泌乳牛(2021年: 53,735頭)。奶牛牧場的總佔地面積約為14,657畝。

Management Discussion and Analysis

管理層討論及分析

Beef Cattle Business

Our beef cattle business operates synergistically with our raw milk business. By using the dairy herd as the breeder for beef cattle stock, we optimise the resources of our dairy farms and maximise the value creation from the dairy cow breeding and farming value chain. Furthermore, we may leverage our expertise in genetic breeding of dairy cattle to improve the productivity of our beef cattle. By the end of 2022, we owned and operated two large-scale beef cattle feedlots with a total herd size of 29,615 heads of beef cattle (2021: 25,414 heads).

In 2022, revenue from beef cattle business accounted for 9.9% of our total revenue and reached USD55.7 million, representing an increase of 10.3% compared to that of 2021. The total volume of beef cattle sold was 11,338 tons (2021: 9,285 tons), representing a 22.1% of sales volume growth. Due to the difficulties in transportation logistics and periodical Covid-19 related policies, the demand and price of beef cattle showed some instabilities during the year. The average selling price per ton showed a 5.3% decline, from RMB35,065 per ton of 2021, to RMB33,201 per ton. On the other hand, similar to that of dairy farm operations, the costs of beef cattle also increased notably, putting pressure on the gross profit margin of this business segment.

Ancillary Business

In 2022, revenue from the ancillary business was approximately USD16.6 million, accounted for 2.9% of our total revenue. The revenue declined from USD33.4 million in 2021 significantly, mainly due to the Covid-19 related lockdown policies that caused many downstream coffee and milk-tea chains to cease operation.

Breeding

We implement a genetic improvement program to enhance the breed of our dairy cows. As compared to the common industry practice of relying on imported bovine semen, we use in vitro fertilisation (“IVF”) and embryo transfer (“ET”) breeding technology to breed better dairy cows. A high genomic female core herd is the fundamental element for genetic improvement of a dairy cattle breed. With the high genomic female core herd, we can improve the herd genetic traits from both parental sides. The common industry practice used by other large-scale farms only improves the paternal side with semen. As of 31 December 2022, we had a core herd of over 4,400 heads of dairy cows. With the core herd, we also plan to produce embryos for other farms or bull stations to improve their herd genetic value and create high-end bulls. In 2022, we transferred around 9,000 IVF embryos.

肉牛業務

我們的肉牛業務與原料奶業務協同運作。通過將奶牛群用作肉牛群的育種來源，我們優化奶牛牧場資源並實現奶牛育種和養殖價值鏈所創造價值的最大化。此外，我們可利用我們在奶牛遺傳育種方面的專業知識來提高肉牛的產出。截至2022年年底，我們擁有及經營兩個大規模肉牛飼養場，肉牛總存欄量為29,615頭（2021年：25,414頭）。

於2022年，來自肉牛業務的收入佔總收入的9.9%，達到55.7百萬美元，與2021年相比增長10.3%。肉牛總銷量為11,338噸（2021年：9,285噸），增幅達22.1%。由於運輸物流難題及週期性Covid-19相關政策，肉牛的需求及價格於年內呈現一定程度的不穩定性。每噸平均售價由2021年的人民幣35,065元／噸降至人民幣33,201元／噸，降幅為5.3%。另一方面，與奶牛牧場業務相似，肉牛成本亦明顯增加，對該業務分部的毛利率造成壓力。

其他業務

於2022年，其他業務的收入為約16.6百萬美元，佔我們總收入的2.9%。該收入較2021年的33.4百萬美元大幅下降，這主要是由於Covid-19相關封鎖政策造成許多下游咖啡及奶茶連鎖店暫停營業。

育種

我們實施基因改良計劃來優化奶牛品種。相比依賴進口牛精液的常見行業慣例，我們使用體外受精（「體外受精」）和胚胎移植（「胚胎移植」）育種技術來繁育更優良的奶牛。高質量基因組母牛核心畜群是奶牛育種基因改良的基本要素。我們可利用高質量基因組母牛核心畜群來改良公牛和母牛的畜群遺傳性狀。其他大規模牧場使用的常見行業慣例僅利用精液來改良父系基因。截至2022年12月31日，我們擁有超過4,400頭奶牛的核心畜群。我們亦計劃利用核心畜群來為其他牧場或公牛基地生產胚胎，以提升其畜群基因價值及培育高端公牛。於2022年，我們已移植約9,000個體外受精胚胎。

Management Discussion and Analysis

管理層討論及分析

Quality Control

As a raw milk producer and supplier, we put product quality as highest priority. We are certificated by the Standard Quality Food (“SQF”) Programme, which is a rigorous and credible food safety and quality programme that is recognised by retailers, brand owners, and food service providers world-wide. We have completed renewal and new application of SQF certificates from December 2022 to February 2023 and all our dairy farms have been SQF certified (SQF Food Safety Code for Primary Animal Production Edition 9 for Raw Milk) as of 10 February 2023.

We implement a rigorous internal quality control system to ensure high standards of our raw milk and beef cattle. We have established a set of standard operating procedures for each business operation throughout the process of production of raw milk and beef cattle, including breeding and reproduction, feeding, milking, identification and treatment of disease, veterinary assistance, quality control and inventory management. Our internal control policies also cover routine business operation of all business lines and functional departments such as procurement, capital allocation, insurance, dairy farm employees and regulate our business procedures with strict quality control and safety management measures.

Customers

Unlike most of our competitors who only have limited customer base due to their shareholding structure constraints, we are an independent dairy farm operator and have a well-diversified customer base, we serve both leading national and regional dairy product manufacturers such as Mengniu (蒙牛) and Bright Dairy (光明), Meiji (明治), Junlebao (君樂寶), New Hope Dairy (新希望乳業), Jiabao (佳寶) and Classykiss (卡士)), as well as rapidly-growing emerging dairy brands (such as Chi Forest (元氣森林) and Honest Dairy (簡愛)). In 2022, there were 15 active dairy product enterprises as our raw milk customers and top five customers accounted for 75% of our total revenue from sales of raw milk. The number of customers is expected to grow further in 2023.

質量控制

作為原料奶生產商及供應商，我們將產品質量置於首位。我們通過食品安全質量（「SQF」）計劃的認證，該計劃為一項嚴格及可信的食品安全及質量計劃，得到全球零售商、品牌擁有人及食品服務供應商的認可。自2022年12月至2023年2月，我們已完成重續及新申請SQF認證，且截至2023年2月10日，我們所有的奶牛牧場已獲得SQF認證（SQF食品安全標準－初級動物產品生產第9版－原料奶）。

我們實施嚴格的內部質量控制系統，以確保我們的原料奶及肉牛的高標準。我們已為每項業務操作制定一套標準操作程序，貫穿原料奶及肉牛生產的全過程，包括育種與繁殖、飼養、擠奶、疾病識別及治療、獸醫協助、質量控制及存貨管理。我們的內部控制政策亦涵蓋採購、資金配置、保險、牧場僱員等所有業務線及職能部門的日常業務運作，並通過嚴格的質量控制及安全管理措施規範我們的業務程序。

客戶

與我們的大多數競爭對手不同，由於股權架構的限制，其僅擁有有限的客戶群。我們是一家獨立的奶牛牧場運營商並擁有多元化的客戶群。我們為全國及地區領先的乳製品製造商（如蒙牛、光明、明治、君樂寶、新希望乳業、佳寶及卡士）及迅猛發展的新興乳製品品牌（如元氣森林及簡愛）提供服務。於2022年，由於我們的原料奶客戶及五大客戶佔我們原料奶銷售總收入的75%，故有15家活躍的乳製品企業。客戶數量預計將於2023年進一步增長。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

The following table sets forth the details of the Group's consolidated revenue for the years indicated:

		2022 2022年 USD'000 2022年 千美元	2021 2021年 USD'000 2021年 千美元
Types of goods	貨物類型		
Raw milk	原料奶	490,501	438,038
Beef cattle	肉牛	55,708	50,500
Ancillary business		16,577	33,383
		562,786	521,921

During the financial year, the Group's revenue increased by 7.8% YoY to USD562.8 million (2021: USD521.9 million). The increase was mainly due to the strong increase in sales volume of raw milk as a result of stronger performance in milk yield and larger herd size during the Reporting Year.

The following table sets forth the details of sales revenue, sales volume and ASP of raw milk for the years indicated:

		2022 2022年			2021 2021年		
		Sales revenue 銷售收入 USD'000 千美元	Sales volume 銷量 tons 噸	ASP 平均售價 USD/ton 美元/噸	Sales revenue 銷售收入 USD'000 千美元	Sales volume 銷量 tons 噸	ASP 平均售價 USD/ton 美元/噸
Raw milk	原料奶	490,501	712,767	688	438,038	589,769	743

The Group's total revenue of the sales of raw milk increased by 12.0% YoY to USD490.5 million during the financial year (2021: USD438.0 million). The increase was mainly due to the increase in sales volume of raw milk. The increase was partially offset by a decrease in overall average selling price during the Reporting Year.

Average selling price of raw milk decreased by 7.4% YoY to USD688/ton or RMB4,650/ton during the Reporting Year (2021: USD743/ton or RMB4,789/ton).

財務回顧

收入

下表載列本集團於所示年度的綜合收入詳情：

於財政年度內，本集團的收入同比增長7.8%至562.8百萬美元（2021年：521.9百萬美元）。增長主要由於報告年度產奶量表現出色及存欄量基數增加致使原料奶銷量強勢增長所致。

下表載列所示年度原料奶銷售收入、銷量及平均售價的詳情：

於本財政年度，本集團銷售原料奶的總收入同比增加12.0%至490.5百萬美元（2021年：438.0百萬美元）。該增加主要由於原料奶銷量增加。該增加部分被報告年度內整體平均售價下降所抵銷。

於報告年度，原料奶平均售價同比下跌7.4%至688美元/噸或人民幣4,650元/噸（2021年：743美元/噸或人民幣4,789元/噸）。

Management Discussion and Analysis

管理層討論及分析

Total sales volume of raw milk increased by 20.9% YoY to approximately 712.8 thousand tons during the Reporting Year (2021: 589.8 thousand tons), mainly due to the rise in average yield per milkable cow and the contribution of sales volume of raw milk from newly acquired farms in June 2021.

於報告年度，原料奶總銷量同比增長20.9%至約712.8千噸（2021年：589.8千噸），主要由於每頭成母牛平均產奶量上升以及於2021年6月新收購牧場的原料奶銷量貢獻。

The following table sets forth the details of sales revenue, sales volume and ASP of our beef cattles for the years indicated:

下表載列所示年度肉牛銷售收入、銷量及平均售價的詳情：

		2022 2022年			2021 2021年		
		Sales revenue	Sales volume	ASP	Sales revenue	Sales volume	ASP
		銷售收入	銷量	平均售價	銷售收入	銷量	平均售價
		USD'000	tons	USD/ton	USD'000	tons	USD/ton
		千美元	噸	美元／噸	千美元	噸	美元／噸
Beef cattle	肉牛	55,708	11,338	4,913	50,500	9,285	5,439

The Group's total revenue from sales of beef cattle increased by 10.3% year on year to USD55.7 million during the financial year (2021: USD50.5 million). The increase was mainly due to the increase in sales volume of beef cattle. The increase is partially offset by decrease in overall average selling price achieved during the reporting year.

於本財政年度，本集團銷售肉牛的總收入同比增加10.3%至55.7百萬美元（2021年：50.5百萬美元）。該增加主要由於肉牛銷量增加。該增加部分被報告年度內整體平均售價下降所抵銷。

Average selling price of beef cattle drop by 9.7% year on year to USD4,913/ton or RMB33,201/ton during the Reporting Year (2021: USD5,439/ton or RMB35,065/ton).

於報告年度，肉牛平均售價同比下跌9.7%至4,913美元／噸或人民幣33,201元／噸（2021年：5,439美元／噸或人民幣35,065元／噸）。

Total sales volume of beef cattle increased by 22.1% year on year to approximately 11,338 tons during the Reporting Year (2021: 9,285 tons), mainly due to the higher number heads sold during the Reporting Year.

於報告年度，肉牛總銷量同比增長22.1%至約11,338噸（2021年：9,285噸），主要由於報告年度出售的肉牛數量增加。

Sales volume for the Group's ancillary business, which comprises mainly of dairy products, has further weakened during the end of 2022 when the spike in Covid-19 infections resulted in more people opting to stay home and hence resulted in lower demand of milk products from large-scale cafes and milk tea stores.

於2022年末Covid-19感染高峰導致更多人選擇居家，因此大型咖啡店及奶茶店的乳製品需求降低，本集團的其他業務（主要包括乳製品）的銷量進一步走弱。

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Cost of Sales

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

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Costs of sales of raw milk	原料奶的銷售成本	490,501	438,038
Costs of sales of beef cattle	肉牛的銷售成本	55,708	50,500
Costs of sales of ancillary business	其他業務的銷售成本	14,486	30,846
Cost of sales	銷售成本	560,695	519,384

銷售成本

本集團的銷售成本主要由原料奶及肉牛成本組成。下表載列於所示年度銷售成本的明細：

Raw Milk Business

The following table sets forth the breakdown of the cost of sales of the raw milk business for the years indicated:

		2022 2022年 USD'000 千美元		2021 2021年 USD'000 千美元	
		%	%	%	%
Direct Materials	直接材料	273,003	74.7%	202,710	71.3%
Labor Costs	勞工成本	19,502	5.3%	16,501	5.8%
Utilities	公共設施	38,502	10.5%	33,774	11.9%
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,657	4.6%	14,312	5.0%
Transportation fees	運輸費用	18,051	4.9%	16,971	6.0%
Total	合計	365,715	100%	284,268	100.0%

原料奶業務

下表載列於所示年度原料奶業務的銷售成本的明細：

During the Reporting Year, direct materials (mainly from silage, forage grass, corn and soy-bean products) costs of raw milk business amounted to USD273.0 million (2021: USD202.7 million), representing a YoY growth of 34.7%, mainly due to the increase in feed prices and the increase in the number of lactating cows.

於報告年度，原料奶業務的直接材料（主要是青貯、牧草、玉米及豆製品）成本為273.0百萬美元（2021年：202.7百萬美元），同比增長34.7%，主要由於飼料價格上漲及成母牛數量增加。

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Feed prices had significantly increased, globally and domestically as a result of the ongoing geo-political tensions between Ukraine and Russia as well as the on-going COVID-19 outbreak resulting in temporary disruptions in supply chain. The Group implemented various measures to enhance and streamline the procurement process so as to reduce purchasing costs. The Group has partially mitigated the impact of feed price increases on cost of sales through improving the formula by adjusting the feed mix, enhancing the health of cows, raising milk yield and reducing expenditure.

由於烏克蘭與俄羅斯之間地緣政治局勢持續緊張以及持續的COVID-19疫情導致供應鏈暫時中斷，全球及國內飼料價格大幅上漲。本集團採取各種措施加強及簡化採購流程，以降低採購成本。本集團通過調整飼料組合改進配方、增強奶牛健康、提高產奶量及減少支出，從而部分緩解飼料價格上漲對銷售成本的影響。

Beef Cattle Business

The following table sets forth the breakdown of the cost of sales of the beef cattle business for the years indicated:

		2022 2022年		2021 2021年	
		USD'000 千美元	%	USD'000 千美元	%
Direct Materials	直接材料	32,925	78.6%	23,442	81.6%
Labor Costs and Overhead costs	勞工成本及間接成本	6,632	15.8%	3,835	13.3%
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,332	5.6%	1,460	5.1%
Total	合計	41,889	100%	28,737	100%

During the Reporting Year, direct materials (mainly silage, forage grass, corn and soy-bean products) costs of the beef cattle business amounted to USD32.9 million (2021: USD23.4 million), representing a YoY growth of 40.5%, mainly due to the increase in feed prices and the increase in the number of beef cattle lots.

於報告年度，肉牛業務的直接材料（主要是青貯、牧草、玉米及豆製品）成本為32.9百萬美元（2021年：23.4百萬美元），同比增長40.5%，主要由於飼料價格上漲及肉牛群數量增加。

Feed prices had significantly increased, globally and domestically as a result of the ongoing geo-political tensions between Ukraine and Russia as well as the on-going COVID-19 outbreak resulting in disruption in supply chain. The Group implemented various measures to enhance and streamline the procurement process so as to reduce purchasing costs. The Group has lowered cost of sales through improving the formula by adjusting the feed mix, enhancing the health of beef cattle and reducing expenditure.

由於烏克蘭與俄羅斯之間地緣政治局勢持續緊張以及持續的COVID-19疫情導致供應鏈中斷，全球及國內飼料價格大幅上漲。本集團採取各種措施加強及簡化採購流程，以降低採購成本。本集團通過調整飼料組合改進配方、增強肉牛健康及減少支出，從而減少銷售成本。

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Gross Profit

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

		2022 2022年		2021 2021年	
		Gross profit 毛利 USD'000 千美元	Gross profit margin 毛利率	Gross profit 毛利 USD'000 千美元	Gross profit Margin 毛利率
Raw milk	原料奶	124,786	25.4%	153,770	35.1%
Beef cattle	肉牛	3,796	7.0%	19,590	38.8%
Ancillary	其他	2,091	12.6%	2,537	7.6%
Total	合計	130,673	23.2%	175,897	33.7%

毛利

下表載列我們業務於所示年度的毛利及毛利率明細：

In general, when milk prices increase, the Company's profitability will increase correspondingly under normal operation condition.

一般而言，本公司的盈利能力在正常經營狀況下會隨著原料奶價格的增長而相應增長。

During the Reporting Year, gross profit of the Group's dairy farming business amounted to USD124.8 million (2021: USD153.8 million), representing a decrease of 18.8% YoY, which was mainly due to the decrease in sales price of raw milk and higher feed cost incurred. Gross profit margin of the Group's dairy farming business decreases to 25.4% (2021: 35.1%) which was mainly due to lower average selling price of raw milk and increase in feed prices in 2022.

於報告年度，本集團奶牛養殖業務的毛利為124.8百萬美元（2021年：153.8百萬美元），同比減少18.8%，這主要是由於原料奶的售價下降及產生的飼料成本增加。本集團奶牛養殖業務的毛利率減少至25.4%（2021年：35.1%），這主要是由於2022年的原料奶平均售價下降及飼料價格上升。

Losses Arising from Changes in Fair Value Less Costs to Sell of Other Biological Assets

As at 31 December 2022, the biological assets of the Group were valued at USD495.4 million (31 December 2021: USD477.7 million) by an independent qualified professional valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, representing an increase of 3.7% YoY, mainly due to the increase in herd size.

來自其他生物資產公允價值減銷售成本變動的虧損

於2022年12月31日，本集團的生物資產由獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司估價為495.4百萬美元（2021年12月31日：477.7百萬美元），同比增長3.7%，這主要是由於存欄量增加所致。

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Losses arising from changes in the fair value of less cost to sells of other biological assets were USD23.4 million (2021: USD11.3 million). The higher losses are mainly a result of higher feed cost and lower raw milk price used in the assumption to derive the fair value of biological assets. In 2022, the feed cost per kilogram of raw milk increased to RMB2.44 (2021: RMB2.10), representing a significant increase of 16%. Coupled with a lower average selling price of raw milk during the year, contributed to the higher amount of fair value losses recorded for the reporting year of 2022. In 2021, the increase in feed cost is at a smaller percentage to RMB2.10 (2020: RMB1.87), representing an increase of 12%. However, on the other hand, average selling price in 2021 has increased to RMB4,789 from RMB4,371, representing an increase of 10% which help to reduce the overall losses arising from changes in fair value less costs to sell of other biological assets in 2021.

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

During the Reporting Year, the gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest amounted to USD124.8 million (2021: USD153.8 million), representing a decrease of 18.9% YoY, mainly due to the decrease in average selling price and higher feed cost recorded during the financial year.

International Financial Reporting Standards (“IFRS”) required that raw milk harvested was initially measured at fair value less costs to sell, and the difference between the fair value less costs to sell and the actual costs incurred was charged to profit or loss.

Other Income and Gains

During the Reporting Year, other income amounted to USD7.4 million (2021: USD14.0 million) which mainly consisted of government grants, insurance claims, technical service fees and gain from bargain purchase. The higher amount recorded in 2021 was mainly due to a one-off exceptional gain arising from bargain purchase of a subsidiary amounting to USD7.2 million. The higher amount recorded in 2021 was also due to foreign exchange gain recognised amounting to USD0.8 million.

來自其他生物資產公允價值減銷售成本變動的虧損為23.4百萬美元（2021年：11.3百萬美元）。虧損增加乃主要由於推算生物資產公允價值的假設中採用了更高的飼料成本及更低的原料奶價格。於2022年，原料奶的每千克飼料成本增加至人民幣2.44元（2021年：人民幣2.10元），大幅增加了16%。加之年內原料奶的平均售價降低，導致2022報告年度錄得的公允價值虧損增加。於2021年，飼料成本的增加的百分比比較小，增至人民幣2.10元（2020年：人民幣1.87元），增加了12%。然而，另一方面，2021年的平均售價由人民幣4,371元上升至人民幣4,789元，上升了10%，有助於降低2021年來自其他生物資產公允價值減銷售成本變動的整體虧損。

在收穫時按公允價值減銷售成本初步確認原料奶產生的收益

於報告年度，在收穫時按公允價值減銷售成本初步確認原料奶產生的收益為124.8百萬美元（2021年：153.8百萬美元），同比降低18.9%，這主要是由於在財政年度內平均售價降低及飼料成本增加。

《國際財務報告準則》（「《國際財務報告準則》」）規定收穫的原料奶初步按公允價值減銷售成本計量，公允價值減銷售成本與實際產生的成本之間的差額計入損益。

其他收入及收益

於報告年度，其他收入（主要包括政府補助、保險索賠、技術服務費及議價購買收益）為7.4百萬美元（2021年：14.0百萬美元）。於2021年錄得更高的金額乃主要由於議價購買一間附屬公司產生一次性非經常收益7.2百萬美元。2021年錄得更高金額的另一原因是確認外匯收益0.8百萬美元。

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Other Expenses

During the Reporting Year, other expenses amounted to USD6.8 million (2021: USD1.4 million), representing an increase of 386% YoY mainly due to foreign exchange losses and loss on modification of leases recognised during the Reporting Year. The Group has revised the lease tenure of certain lands used for its dairy business and has recognised the associated loss arising from this revision during the Reporting Year.

Finance Costs

During the Reporting Year, the Group recorded a higher finance cost which amounted to USD32.5 million (2021: USD21.6 million), representing a YoY increase of 50.3%. The increase in overall finance cost was mainly a result of i) the continuing hikes of interest rates by the US Federal Reserve resulting in higher borrowing expenses for the Group's loan denominated in USD, ii) higher interest expenses pertaining to lease liabilities mainly as a result of the Group's additional leases of land in connection with Pure Source Farm 3 and iii) additional borrowing drawdown especially in the last two months of the year to meet the expectations of funding needed in relation to Pure Source Farm 3 which was commencing operation in 2023.

Profit before Tax, Profit for the Year and Profit Attributable to Owners of the Company

Profit before tax was USD25.4 million in the Reporting Year, representing a decrease by 76.2% YoY, while profit for the year was USD23.4 million, representing a decrease by 77.6% YoY. Profit attributable to owners of the Company amounted to USD23.4 million during the Reporting Year (2021: USD104.6 million), representing a drop by 77.6% YoY. This was mainly due to:

- a) A decrease in gross profit of the Group's business to USD130.7 million (2021: USD175.9 million), representing a decrease of 25.7% or USD45.2 million. The drop in gross profit is mainly due to lower average selling price of raw milk and higher feed costs incurred for the Group's raw milk and beef cattle businesses. Average selling price of raw milk decreased by 7.4% YoY to USD688/ton or RMB4,650/ton during the Reporting Year (2021: USD743/ton or RMB4,789/ton).

其他開支

於報告年度，其他開支為6.8百萬美元（2021年：1.4百萬美元），同比增加386%，這主要由於在報告年度確認的外匯虧損及修改租賃虧損。於報告年度，本集團已修訂其乳製品業務所用的若干土地的租期並已確認該修訂產生的相關虧損。

融資成本

於報告年度，本集團錄得更高的融資成本，為32.5百萬美元（2021年：21.6百萬美元），同比增加了50.3%。整體融資成本增加主要是由於i)美聯儲持續加息導致本集團以美元計價的貸款的借貸開支增加，ii)租賃負債相關的利息開支增加，主要原因是本集團就醇源牧場3新增租賃土地，及iii)提取更多借款（尤其是年內的最後兩個月）以滿足於2023年開始經營的醇源牧場3的相關預期資金需求。

稅前利潤、年內利潤及本公司擁有人應佔利潤

報告年度的稅前利潤為25.4百萬美元，同比下降76.2%，而年內利潤為23.4百萬美元，同比下降77.6%。於報告年度，本公司擁有人應佔利潤為23.4百萬美元（2021年：104.6百萬美元），同比下降77.6%，主要是由於：

- a) 本集團業務的毛利下降至130.7百萬美元（2021年：175.9百萬美元），下降了25.7%或45.2百萬美元。毛利下降乃主要由於原料奶的平均售價降低及本集團的原料奶與肉牛業務產生的飼料成本增加。於報告年度，原料奶的平均售價同比下降7.4%至688美元／噸或人民幣4,650元／噸（2021年：743美元／噸或人民幣4,789元／噸）。

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In 2022, the feed cost per kilogram of raw milk increased to RMB2.44 (2021: RMB2.10), representing a significant increase of 16%, which contributed to the decrease in gross profit compared to 2021. The increase in feed cost is a result of the ongoing geo-political tensions between Ukraine and Russia as well as the on-going Covid-19 outbreak resulting in disruption in supply chains globally, which have a ripple effect on the supply price of the Group's feed.

Sales volume of the Group's ancillary business which comprises mainly of branded milk products weakened in 2022 primary due to the spike in Covid-19 infections towards the end of 2022 which led to more people opted to stay home and hence lower demand of milk products from large-scale cafes and milk tea stores and resulted in the Group experiencing a lower sales of branded milk products towards the year end.

- b) Higher losses arising from changes in fair value of other biological assets. The Group recorded a loss of USD23.4 million (2021: USD11.3 million), representing an increase of USD12.1 million. The Group measures its biological assets to derive at market prices based on certain key assumptions such as milk price and feed cost. Owing to the continuing increase in feed cost throughout the year especially in the last quarter of the year resulting in lower valuation of the Group's biological asset.

於2022年，每千克原料奶的飼料成本增加至人民幣2.44元（2021年：人民幣2.10元），顯著上升了16%，導致毛利較2021年下降。飼料成本增加的原因是俄烏地緣政治的緊張局勢一直持續以及Covid-19疫情導致全球供應鏈中斷，進而對本集團飼料供應價格產生連鎖影響。

於2022年，本集團的其他業務（主要包括品牌乳製品）的銷售量走弱，主要是由於臨近2022年末時出現Covid-19感染高峰導致更多人選擇居家，因此大型咖啡店及奶茶店的乳製品需求降低，進而導致本集團在臨近年末時出現品牌乳製品銷售額下降的情況。

- b) 其他生物資產的公允價值變動導致虧損增加。本集團錄得虧損23.4百萬美元（2021年：11.3百萬美元），增加了12.1百萬美元。本集團基於若干主要假設（例如牛奶價格及飼料成本）計量其生物資產的市場價格。由於年內（尤其是年內的最後一個季度）飼料成本不斷上升導致本集團生物資產的估值降低。

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During the reporting year, the Group recorded a higher finance cost amounted USD32.5 million (2021: USD21.6 million), representing a YoY increase of 50.3%. The increase in overall finance cost was mainly a result of i) the continuing hikes of interest rates by the US Federal Reserve resulting in higher borrowing expenses for the Group's loan denominated in USD, ii) higher interest expenses pertaining to lease liabilities mainly a result of the Group's additional leases of land in connection with Pure Source Farm 3 and iii) additional borrowing drawdown especially in the last two months of the year to meet the expectations of funding needed in relation to Pure Source Farm 3 that will commence operation in 2023.

Profit for the year in 2022 was also impacted by a tax expense of USD2.0 million recorded by the Group in 2022 which is lower than that in 2021 of USD2.4 million. The lower income tax expense was mainly attributable to a one-off deferred income tax expense recognised in 2021 amounting to USD0.6 million. Excluding the impact from deferred income tax in 2021, the Group recognised an increase of USD0.2 million of income tax during the reporting year. The slight increase in income tax is consistent with the higher revenue generated by the Group in 2022 which resulted in higher withholding taxes arising from the payment of royalty fees by the subsidiaries in Mainland China to the Company.

During the Reporting Year, basic and diluted earnings per Share of the Company (the "Share") was USD0.04 (2021: USD0.17 per Share).

Non-IFRS Financial Measures

To supplement our consolidated financial statements which are presented in accordance with IFRSs, we also use non-IFRS measures as additional financial measures, which are not required by, or presented in accordance with, IFRSs. We believe that such non-IFRS measures facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of certain items described below. We believe that these measures provide useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of these non-IFRS measures may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool and should not be considered in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRSs.

於報告年度，本集團錄得更高的融資成本，為32.5百萬美元（2021年：21.6百萬美元），同比增加了50.3%。整體融資成本增加主要是由於i)美聯儲持續加息導致本集團以美元計價的貸款的借貸開支增加，ii)租賃負債相關的利息開支增加，主要原因是本集團就醇源牧場3新增租賃土地，及iii)提取更多借款（尤其是年內的最後兩個月）以滿足將於2023年開始經營的醇源牧場3的相關預期資金需求。

2022年的年內利潤亦受到本集團在2022年錄得稅項開支2.0百萬美元的影響，該金額低於2021年的2.4百萬美元。所得稅開支減少主要是由於2021年確認的一次性遞延所得稅開支0.6百萬美元。剔除2021年遞延所得稅的影響後，本集團確認於報告年度內所得稅增加0.2百萬美元。所得稅的輕微增加與本集團在2022年產生的較高收入一致，這導致於中國內地的附屬公司向本公司支付特許權使用費而產生的預扣稅增加。

於報告年度，本公司的每股基本及攤薄盈利為0.04美元（2021年：每股0.17美元）。

非《國際財務報告準則》財務計量指標

為補充我們根據《國際財務報告準則》呈列的綜合財務報表，我們亦使用非《國際財務報告準則》計量指標作為額外財務計量指標，而該等指標並非《國際財務報告準則》所規定者或並非根據《國際財務報告準則》呈列。我們認為，該等非《國際財務報告準則》計量指標通過消除下文所述若干項目的潛在影響，為比較不同期間及不同公司之經營業績提供了便利。我們認為，該等計量指標為投資者及其他人士了解和評估我們的綜合經營業績提供了有用資料，正如其幫助管理層了解和評估有關資料一樣。然而，我們所呈列的該等非《國際財務報告準則》計量指標可能無法與其他公司呈列的類似稱謂的計量指標進行比較。使用該等非《國際財務報告準則》計量指標作為分析工具存在局限性，且不應脫離我們根據《國際財務報告準則》報告的經營業績或財務狀況加以考慮或作為其分析的替代。

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We add back share-based payment expenses and listing expenses to derive adjusted net profit from the year. We define EBITDA as profit for the year plus (i) depreciation of property, plant and equipment, (ii) depreciation of right-of-use assets, (iii) amortisation of intangible assets, (iv) interest expenses minus interest income and (v) income tax expenses. We add back share-based payment and listing expenses charged in profit or loss to EBITDA to derive adjusted EBITDA. Share-based payment expenses represent employee benefit expenses incurred in connection which are primarily non-cash in nature.

The following table sets out a reconciliation from profit for the year to non-IFRS measures for the financial years indicated:

我們將以股份為基礎的付款開支及上市開支加回，以得出經調整年內純利。我們將EBITDA定義為年內利潤加上(i)物業、廠房及設備折舊；(ii)使用權資產折舊；(iii)無形資產攤銷；(iv)利息開支減去利息收入；及(v)所得稅開支。我們將以股份為基礎的付款及自損益扣除的上市開支加回至EBITDA，以得出經調整EBITDA。以股份為基礎的付款開支指所招致的僱員福利開支，這一開支主要屬非現金性質。

下表載列於所示財政年度的年內利潤與非《國際財務報告準則》計量指標的對賬：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Profit for the year	年內利潤	23,394	104,572
Add:	加：		
Share based payment expenses	以股份為基礎的付款開支	13,395	16,036
Listing expenses charged in profit or loss	自損益扣除的上市開支	8,914	-
Adjusted net profit (non-IFRS measure)	年內經調整純利(非《國際財務報告準則》計量指標)	45,703	120,608
Profit for the year	年內利潤	23,394	104,572
Add:	加：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,469	18,692
Depreciation of right of use assets	使用權資產折舊	3,241	2,828
Amortisation of intangible assets	無形資產攤銷	356	345
Interest expenses	利息開支	32,527	21,635
Income tax expenses	所得稅開支	2,049	2,434
Less:	減：		
Interest income	利息收入	(488)	(611)
EBITDA (non-IFRS measure)	EBITDA(非《國際財務報告準則》計量指標)	82,548	149,895
Add:	加：		
Share based payment expenses	以股份為基礎的付款開支	13,395	16,036
Listing expenses charged in profit or loss	自損益扣除的上市開支	8,914	-
Adjusted EBITDA (non-IFRS measure)	經調整EBITDA(非《國際財務報告準則》計量指標)	104,857	165,931

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EBITDA (Non-IFRS Measure)

During the Reporting Year, EBITDA has decreased to USD82.5 million (2021: USD149.9 million) which represents a drop of 44.9%. The drop in EBITDA during the Reporting Year is mainly attributable to (i) decrease in overall gross profit by 25.7% during the Reporting Year, (ii) one off listing expenses recognised amounting to USD8.9 million in connection with the Company's initial public offering and global offering and (iii) higher losses from changes in fair value in other biological assets during the reporting year amounting to USD23.4 million (2021: USD11.3 million).

Adjusted EBITDA (Non-IFRS Measure)

During the Reporting Year, adjusted EBITDA has decreased to USD104.9 million (2021: USD165.9 million) which represents a drop of 36.8%. The drop in EBITDA during the Reporting Year is mainly attributable to (i) decrease in overall gross profit by 25.7% during the Reporting Year and (ii) higher losses from changes in fair value in other biological assets during the reporting year amounting to USD23.4 million (2021: USD11.3 million).

Adjusted Net Profit (Non-IFRS Measure)

During the Reporting Year, adjusted net profit decreased to USD45.7 million (2021: 120.6 million) which represents a drop of 62.1%. The drop is largely attributable to (i) overall decrease in gross profit to USD130.7 million (2021: USD175.9 million), which represents a drop of 25.7%, (ii) higher losses from changes in fair value in other biological assets during the Reporting Year amounting to USD23.4 million (2021: USD11.3 million) and (iii) higher financing costs amounting to USD32.5 million (2021: USD21.6 million).

Liquidity and Capital Resources

During the Reporting Year, the Group funded its cash requirements principally through a combination of cash generated from operating activities, bank borrowings and net proceeds from the global offering of the Company.

EBITDA (非《國際財務報告準則》計量指標)

於報告年度，EBITDA減少至82.5百萬美元（2021年：149.9百萬美元），減少44.9%。報告年度內EBITDA減少主要是由於(i)報告年度內整體毛利下降25.7%，(ii)確認有關本公司首次公開發售及全球發售的一次性上市開支8.9百萬美元及(iii)報告年度內其他生物資產公允價值變動產生的虧損增加至23.4百萬美元（2021年：11.3百萬美元）。

經調整EBITDA (非《國際財務報告準則》計量指標)

於報告年度，經調整EBITDA減少至104.9百萬美元（2021年：165.9百萬美元），減少36.8%。報告年度內EBITDA減少主要是由於(i)報告年度內總體毛利下降25.7%及(ii)報告年度內其他生物資產公允價值變動產生的虧損增加至23.4百萬美元（2021年：11.3百萬美元）。

經調整純利 (非《國際財務報告準則》計量指標)

於報告年度，經調整純利減少至45.7百萬美元（2021年：120.6百萬美元），減少62.1%。該減少主要是由於(i)毛利總體下降至130.7百萬美元（2021年：175.9百萬美元），減少25.7%，(ii)報告年度內其他生物資產公允價值變動產生的虧損增加至23.4百萬美元（2021年：11.3百萬美元）及(iii)融資成本增加至32.5百萬美元（2021年：21.6百萬美元）。

流動性及資本資源

於報告年度，本集團主要通過結合經營活動產生的現金、銀行借款及本公司全球發售所得款項淨額為其現金需求撥資。

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The following table sets forth our cash flows for the reporting years indicated: 下表載列我們於所示報告年度的現金流量：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Net cash flows from operating activities	經營活動產生的現金流量淨額	160,750	114,794
Net cash flows used in investing activities	投資活動所用現金流量淨額	(167,293)	(223,643)
Net cash flows from financing activities	融資活動產生的現金流量淨額	44,539	87,556
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	37,996	(21,293)
Effects of foreign exchange rate changes, net	外匯匯率變動的影響淨額	(3,003)	121
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	22,145	43,317
Cash and cash equivalents at the end of the year	年末現金及現金等價物	57,138	22,145

Net Cash Flows from Operating Activities

During the Reporting Year, net cash flows from operating activities was USD160.8 million. For the year ended 31 December 2021, net cash flows from operating activities was USD114.8 million.

經營活動產生的現金流量淨額

於報告年度，經營活動產生的現金流量淨額為160.8百萬美元。截至2021年12月31日止年度，經營活動產生的現金流量淨額為114.8百萬美元。

Net Cash Flows Used in Investing Activities

During the Reporting Year, net cash flows used in investing activities was USD167.3 million, which was mainly attributable to (i) payments for biological assets of USD170.7 million and (ii) payments for purchases of property, plant and equipment of USD92.4 million, partially offset by the proceeds from the disposal of biological assets of USD95.0 million.

投資活動所用現金流量淨額

於報告年度，投資活動所用現金流量淨額為167.3百萬美元，主要來自(i)生物資產付款170.7百萬美元及(ii)購買物業、廠房及設備付款92.4百萬美元，被出售生物資產所得款項95.0百萬美元部分抵銷。

For the year ended 31 December 2021, net cash flows used in investing activities was USD223.6 million, which was mainly attributable to (i) payments for biological assets of USD132.7 million, payments for acquisition of subsidiaries of USD115.5 million and (iii) payments for purchases of property, plant and equipment of USD68.3 million, partially offset by the proceeds from the disposal of biological assets of USD92.0 million.

截至2021年12月31日止年度，投資活動所用現金流量淨額為223.6百萬美元，主要來自(i)生物資產付款132.7百萬美元，(ii)收購附屬公司付款115.5百萬美元及(iii)購買物業、廠房及設備付款68.3百萬美元，被出售生物資產所得款項92.0百萬美元部分抵銷。

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Interest-Bearing Borrowings

計息借款

		2022 2022年			2021 2021年		
		Effective interest 實際利率 rate (%) (%)	Maturity 到期日	USD'000 千美元	Effective interest 實際利率 rate (%) (%)	Maturity 到期日	USD'000 千美元
Current	即期						
Bank loans – secured	銀行貸款 – 有抵押	3.8-5.08	2023	67,104	3.85-5.22	2022	25,056
bank loans – secured	長期銀行貸款即期部分 – 有抵押	4.21-7.29	2023	57,540	4.13-7.3	2022	40,500
				124,644			65,556
Non-current	非即期						
Bank loans – secured	銀行貸款 – 有抵押	4.21-7.29	2024-2028	187,282	4.13-7.3	2023-2026	202,422
				311,926			267,978

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Analysed into:	分析如下：		
Bank loans:	銀行貸款		
Within one year or on demand	一年內或按要求	124,644	65,556
In the second year	第二年	47,931	70,024
In the third to fifth years, inclusive	第三年至第五年 (包含首尾兩年)	128,974	132,398
Above five years	五年以上	10,377	–
		311,926	267,978

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Net Cash Flows Generated from Financing Activities

During the Reporting Year, net cash flows generated from financing activities was USD44.5 million which was mainly attributable to new interest-bearing bank borrowings of USD163.7 million and the gross proceeds received from the initial public offering of the Company's equity amounting to USD25.2 million, partially offset by (i) repayment of interest-bearing bank borrowings of USD98.7 million, (ii) principal portion of lease payments of USD21.7 million, and interest paid of USD21.9 million.

For the year ended 31 December 2021, net cash flows generated from financing activities was USD87.6 million which was mainly attributable to new interest-bearing bank borrowings of USD267.4 million, partially offset by (i) repayment of interest-bearing bank borrowings of USD147.4 million, (ii) principal portion of lease payments of USD14.4 million, and (iii) interest paid of USD13.9 million.

Contingent Liabilities and Pledge of Assets

As at 31 December 2022, certain of the Group's bank and other borrowings had been secured by the pledge of the Group's assets.

The Group's bank loans are secured by:

- (i) As at 31 December 2022, deposits of USD860,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD930,000);
- (ii) As at 31 December 2022, trade receivables of USD48,643,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD40,426,000);
- (iii) As at 31 December 2022, inventories of USD81,575,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD65,504,000);
- (iv) As at 31 December 2022, property, plant and equipment of USD49,735,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD40,530,000);

融資活動所得現金流量淨額

於報告年度，融資活動所得現金流量淨額為44.5百萬美元，主要歸因於新增計息銀行借款163.7百萬美元及自本公司股本首次公開發售收到的所得款項總額25.2百萬美元，被(i)償還計息銀行借款98.7百萬美元，(ii)租賃付款的本金部分21.7百萬美元，及(iii)已付利息21.9百萬美元所部分抵銷。

截至2021年12月31日止年度，融資活動所得現金流量淨額為87.6百萬美元，主要歸因於新增計息銀行借款267.4百萬美元，被(i)償還計息銀行借款147.4百萬美元，(ii)租賃付款的本金部分14.4百萬美元，及(iii)已付利息13.9百萬美元所部分抵銷。

或有負債及資產抵押

於2022年12月31日，本集團的若干銀行及其他借款以本集團的資產設立的質押作抵押。

本集團的銀行貸款以下列各項作抵押：

- (i) 於2022年12月31日，存款860,000美元(2021年12月31日：930,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款；
- (ii) 於2022年12月31日，應收款項48,643,000美元(2021年12月31日：40,426,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款；
- (iii) 於2022年12月31日，存貨81,575,000美元(2021年12月31日：65,504,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款；
- (iv) 於2022年12月31日，物業、廠房及設備49,735,000美元(2021年12月31日：40,530,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款；

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|---|--|
| <p>(v) As at 31 December 2022, biological assets of USD477,057,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD319,248,000);</p> | <p>(v) 於2022年12月31日，生物資產477,057,000美元(2021年12月31日：319,248,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款；</p> |
| <p>(vi) As at 31 December 2022, right-of-use assets of USD1,925,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: Nil);</p> | <p>(vi) 於2022年12月31日，使用權資產1,925,000美元(2021年12月31日：無)已抵押予銀行，以取得本集團獲授的若干銀行借款；</p> |
| <p>(vii) As at 31 December 2022, shares of a subsidiary of USD26,430,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD26,430,000);</p> | <p>(vii) 於2022年12月31日，附屬公司股份26,430,000美元(2021年12月31日：26,430,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款；</p> |
| <p>(viii) As at 31 December 2022, investments in certain subsidiaries of USD336,967,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD336,967,000)</p> | <p>(viii) 於2022年12月31日，若干附屬公司投資336,967,000美元(2021年12月31日：336,967,000美元)已抵押予銀行，以取得本集團獲授的若干銀行借款。</p> |
| <p>(ix) As at 31 December 2022, certain of the Group's bank loans amounting to USD139,558,000 were guaranteed by the Company and certain subsidiaries of the Group (31 December 2021: USD66,170,000).</p> | <p>(ix) 於2022年12月31日，本集團139,558,000美元的部分銀行貸款由本公司和本集團的若干子公司提供擔保(2021年12月31日：66,170,000美元)。</p> |

Loan agreements with covenants relating to specific performance of the controlling shareholder

The Company has certain loan agreements which require the controlling shareholder to maintain (directly or indirectly) at least 30% of share capital of the Company. By the end of the Reporting Year, the outstanding amount of such loans were US\$233.6m, the average tenure for working capital loans is 1 year, and for term loans in the range of 1 – 4.5 years.

The Group did not have any significant contingent liabilities as at 31 December 2022 and 2021.

附帶控股股東特定履約責任相關契諾的的貸款協議

本公司訂有若干貸款協議，要求控股股東(直接或間接)持有本公司最少30%股本。截至報告年度末，該等貸款的未償還金額為233.6百萬美元，營運資金貸款的平均期限為1年，定期貸款的平均期限介乎1至4.5年。

於2022年及2021年12月31日，本集團並無任何重大或有負債。

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Employees

Our success depends on our ability to attract, retain and motivate talented employees. To this end, as part of our human resource strategy, we are committed to building the most competitive talent team in our industry. We primarily recruit our employees through on-campus job fairs, recruitment agencies and online channels. We provide regular training and reviews to our employees to continuously upgrade their skills in line with the industry trends and enhance their performance. Therefore, we can attract and retain talented employees and maintain a stable core management and technical team.

The total employee remuneration expenses (including directors and chief executive's remuneration, pension scheme contributions and share-based payments expenses) for the Reporting Period were approximately USD58.7 million (2021: USD57.4 million), representing an increase of 2.3% YoY.

STRATEGIES AND PROSPECTS

Our mission is to become one of the TOP 3 dairy farm operators in the world in terms of OPERATIONAL EFFICIENCY and ECO-SUSTAINABILITY. We focus on creating long-term value for our stakeholders in a responsible and sustainable way. To achieve our mission, we intend to pursue a comprehensive strategy focused on the following:

Further expand our dairy farms and diversify our customer base

Driven by government policies, consumers' increasing health and nutrition awareness in China, the demand for dairy products has been rapidly increasing, stimulating growth for dairy and raw milk suppliers. In January 2023, Pure Source 3, a newly-built large scale dairy farm has commenced operation, adding A2 special raw milk to our existing portfolio. We will also extend our reach to potential new customers close to the new farm locations, and further diversify our customer base.

僱員

我們的成功取決於我們吸引、保留及激勵優秀僱員的能力。為此，作為人力資源戰略的一部分，我們致力於建立業內最具競爭力的人才團隊。我們主要通過校招、招聘機構及網上渠道招聘僱員。我們為員工提供定期培訓和審查，不斷提升彼等的技能，使其符合行業發展趨勢，同時提高彼等的表現。因此，我們能夠吸引及保留優秀的僱員，維持穩定的核心管理和技術團隊。

於報告期間，僱員薪酬總支出（包括董事及行政總裁的薪酬、退休金計劃供款及以股份為基礎付款開支）約為58.7百萬美元（2021年：57.4百萬美元），同比增長2.3%。

戰略及展望

我們的願景是成為按運營效率及生態可持續計的世界前三大奶牛牧場營運商之一。我們專注於以負責任及可持續的方式為我們的利益相關者創造長期價值。為實現我們的使命，我們計劃實施重點關注以下方面的綜合戰略：

進一步擴大我們的奶牛牧場並多元化我們的客戶群

在中國政府政策支持及消費者健康營養意識不斷提高的推動下，乳製品的需求迅速增長，刺激了乳製品及原料奶供應商的發展。於2023年1月，新建的大型奶牛牧場醇源牧場3已投入營運，為我們的現有組合增添A2特殊原料奶。我們亦將擴大我們的覆蓋範圍至鄰近新牧場所在地的潛在新客戶及進一步多元化我們的客戶群。

Management Discussion and Analysis

管理層討論及分析

Continue to develop our beef cattle business

While China has become the second largest nation in beef consumption, the beef consumption in China on a per capital basis was significantly lower compared to all developed countries and some of the developing countries. Therefore, there remains potential for growth in demand for beef in China as consumer taste continues to change and consumption catches up with other developed and developing countries. We have formed partnerships with food service companies in China such as Zuo Ting You Yuan (左庭右院) and premium beef processors. We plan to further expand and diversify our customer base in order to improve our reputation as a quality beef cattle supplier and to develop a resilient beef cattle business.

Our raw milk and beef cattle businesses work synergistically with each other. The experience, management systems and technologies developed from managing large-scale dairy farms and cow breeding can be transferred and applied to our beef cattle feedlots to enhance business growth. We also enjoy cost efficiencies through economies of scale and optimisation of resources such as land and our team of technical experts.

Enhance in-house integration through genetic breeding technology and feed mill operation to further improve our operational efficiency

Animal breeds and genetics are a key foundation for dairy farming and beef farming operations. Breakthroughs in genetic technology can increase productivity, lower disease and mortality rates, as well as lengthen the lifespans of dairy cows and beef cattle. We plan to build core herd centres and expand the genetic improvement programme in our farms with ET technology, which can enhance milk and beef cattle yields. We plan to use genomic testing and in vitro embryo production technology to rapidly build a core herd of cattle with desired genes and genetic traits, thereby boosting our production capacity and accelerating the genetic improvement of our existing dairy cows and beef cattle. With the support of these new technologies, we expect that our farms will achieve higher operational efficiency, larger production capacity and enhanced product quality. Our in-house pre-mix feed mill started production in March 2023, which will further improve feed quality and help us control feed costs.

繼續發展肉牛業務

儘管中國已經成為第二大牛肉消費國，但與所有發達國家和部分發展中國家相比，中國人均牛肉消費量明顯偏低。因此中國仍具有牛肉需求增長潛力，因為消費者口味不斷變化，消費能力趕上其他發達國家和發展中國家。我們與左庭右院等中國食品服務公司及優質牛肉加工企業建立了合作夥伴關係。我們計劃進一步豐富並多元化我們的客戶群，以提升我們作為優質肉牛供應商的聲譽併發展彈性的肉牛業務。

我們的原料奶與肉牛業務相互產生協同效應。管理大規模牧場及奶牛養殖過程中所獲得的經驗、管理系統及技術可轉移至並應用於我們的肉牛飼養場，以促進業務增長。我們亦通過規模經濟及資源優化（如土地及我們的技術專家團隊）享受成本效益。

發力基因育種技術和飼料營運加強內部整合，進一步提高我們的運營效率

動物品種及遺傳學是奶牛養殖及肉牛養殖業務的立根之本。基因技術的突破可提高適齡牛群的產出，降低疾病及死亡率，並延長奶牛及肉牛的壽命。我們計劃通過胚胎移植技術在我們的牧場建立核心畜群中心並擴大基因改良計劃，這可以提高原料奶及肉牛產量。我們計劃採用基因組檢測及體外胚胎生產技術以快速建立具有理想基因及遺傳性狀的核心畜群，從而提升我們的產能並加快我們的現有奶牛及肉牛的基因改良。在該等新技術的支持下，我們預計我們的牧場將實現更高的運營效率、更大的產能及更高的產品質量。我們的自有預混飼料廠將於2023年3月開始生產，此將進一步改善我們的飼料質量並有助於控制飼料成本。

Management Discussion and Analysis

管理層討論及分析

Build a sustainable business with minimal environmental impact

We are committed to building a sustainable business and operating model that minimises our impact on the environment. We have set medium to long term sustainability targets. We will continue to improve our operational efficiency such as average milk yield to reduce the GHG emission per ton of raw milk produced. Our continued emphasis on animal welfare will also enable us to raise healthier cows and cattle, which in turn increases productivity and efficient use of resources such as feed and water. We will continue to explore new technologies and build additional facilities that increase resource usage efficiency and waste management. We will also explore the use of green energy such as photovoltaic power generation to generate electricity for our production activities.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this annual report, we do not have other plans for material investments and capital assets.

Capital Management

The Group monitors capital using a gearing ratio, which is debt divided by capital. Debt includes interest-bearing bank borrowings, loans from a former shareholder and lease liabilities. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of each reporting period were as follows:

建立環境影響最小化且可持續發展的業務

我們致力於建立可持續發展的業務及運營模式，以盡量減少我們對環境的影響。為此，我們制定了中長期可持續發展目標。我們將不斷提高我們的運營效率，例如平均產奶量，以減少生產的每噸原料奶的溫室氣體排放。我們對畜群福利的持續重視亦將使我們能夠飼養更健康的奶牛及肉牛，從而提高產出及對飼料和水等資源的有效利用。我們將不斷探索新技術，並建設其他設施以提高資源利用率及加強廢物管理能力。我們亦將探索使用光伏發電等綠色能源為我們的生產活動發電。

重大投資及資本資產的未來計劃

除本年度報告所披露者外，我們並無其他重大投資及資本資產計劃。

資本管理

本集團使用資本負債比率（即債務淨額除以資本）監控資本。債務包括計息銀行借款、來自一名前股東貸款及租賃負債。資本包括母公司擁有人應佔權益。於各有關期間末的資本負債比率如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Interest-bearing bank borrowings (current and non-current)	計息銀行借款（流動及非流動）	311,926	267,978
Loans from a former shareholder	來自一名前股東貸款	—	25,540
Lease liabilities (current and non-current)	租賃負債（流動及非流動）	191,041	151,156
Debt	債務	502,967	444,674
Equity attributable to owners of the parent	母公司擁有人應佔權益	800,304	786,192
Gearing ratio	資本負債比率	63%	57%

Management Discussion and Analysis

管理層討論及分析

Foreign Currency Risk

The Group's exposure to foreign currency risk principally relates to the Group's subsidiaries in Mainland China, Singapore and Hong Kong where some of the transactions are denominated in United States Dollar ("USD") and Singapore Dollar ("SGD"). The functional currencies of the Group's subsidiaries in Mainland China, Singapore and Hong Kong are Chinese Renminbi ("RMB"), SGD and Hong Kong Dollar ("HKD"), respectively.

Therefore, the fluctuations in the exchange rates could affect the Group's results of operations. The Group entered into forward currency contracts to hedge foreign currency risk arising from the Group's bank loans denominated in USD as disclosed in note 31 to the financial statements. In the opinion of management, the Group has no significant foreign currency risk.

The following table demonstrates the sensitivity of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities) and the Group's equity to a reasonably possible change in the USD exchange rate against the respective functional currencies of the Group's entities, with all other variables held constant.

外匯風險

本集團面臨的外匯風險主要與本集團於中國內地、新加坡及香港的附屬公司的部分交易以美元（「美元」）及新加坡元（「新元」）列值有關。本集團於中國內地、新加坡及香港的附屬公司的功能貨幣分別為人民幣（「人民幣」）、新元及港元（「港元」）。

因此，匯率波動可能影響本集團的經營業績。本集團簽訂遠期貨幣合約來對沖財務報表附註31所披露的本集團以美元列值的銀行貸款所產生的外匯風險。管理層認為，本集團並無重大外匯風險。

下表顯示本集團稅前利潤（由於貨幣資產及負債的公允價值變動）及本集團權益在所有其他變量保持不變的情況下，對美元兌本集團實體相應功能貨幣的匯率合理潛在變動的敏感度。

		Increase/ (decrease) in USD rate 美元匯率增加 ／(減少) %	Increase/ (decrease) in profit before tax 稅前利潤 增加／(減少) USD'000 千美元	Increase/ (decrease) in equity** 權益增加 ／(減少)** USD'000 千美元
2022	2022年			
If the USD weakens against the RMB	倘美元兌人民幣貶值	(5)	836	836
If the USD strengthens against the RMB	倘美元兌人民幣升值	5	(836)	(836)
2021	2021年			
If the USD weakens against the RMB	倘美元兌人民幣貶值	(5)	326	326
If the USD strengthens against the RMB	倘美元兌人民幣升值	5	(326)	(326)

* Excluding foreign currency translation reserve.

* 不包括外幣換算儲備。

Management Discussion and Analysis

管理層討論及分析

OTHER DISCLOSURES

During the Reporting Year, the Company did not make any advance to any entity.

During the Reporting Year, the Company did not have any breach in relation to loan agreements.

During the Reporting Year, the Company did not have any information about any guarantee regarding the financial performance of a company or business acquired needed to be disclosed.

其他披露

於報告年度，本公司並無向任何實體作出墊款。

於報告年度，本公司並無違反任何相關貸款協議。

於報告年度，本公司並無任何有關就所收購公司或業務的財務表現作出任何擔保的資料須予披露。

Report of Directors

董事會報告書

The Board is pleased to present this report of the Directors together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

GLOBAL OFFERING

The Company was incorporated in Singapore under the Singapore Companies Act as a private company limited by shares named AustAsia Investment Holdings Pte. Ltd. on 17 April 2009. The Company was renamed as AustAsia Group Pte. Ltd. on 22 September 2022. The Company was converted into a public company limited by shares and changed its name from AustAsia Group Pte. Ltd. to AustAsia Group Ltd. on 14 November 2022. The Shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 30 December 2022 (the "Listing Date"). The Prospectus of the Company dated 16 December 2022 has been published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.austasiadairy.com).

PRINCIPAL BUSINESS

The Company has two main business segments, namely raw milk business and beef cattle business. The Company is also engaged in an ancillary business, namely the sales of milk products under our own brand "澳亞牧場 AustAsia". The integrated farming model includes (i) dairy cow breeding and farming, raw milk production, and sales of raw milk, and (ii) beef cattle breeding and farming, and sales of beef cattle.

Analysis of the principal activities of the Group for the year ended 31 December 2022 is set out in note 4 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 1 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated financial statement of profit or loss and other comprehensive income on page 145-147 of this annual report.

董事會欣然提呈此董事會報告及本集團截至2022年12月31日止年度的經審核綜合財務報表。

全球發售

本公司於2009年4月17日根據新加坡《公司法》在新加坡註冊成立為一家私人股份有限公司，名為AustAsia Investment Holdings Pte. Ltd.。本公司於2022年9月22日更名為AustAsia Group Pte. Ltd.。本公司於2022年11月14日改制為一家上市股份有限公司，公司名稱由AustAsia Group Pte. Ltd. 變更為AustAsia Group Ltd.。股份於2022年12月30日（「上市日期」）在香港聯合交易所有限公司（「聯交所」）主板上市。本公司日期為2022年12月16日的招股章程已刊載於聯交所網站(www.hkexnews.hk)及本公司網站(www.austasiadairy.com)。

主要業務

本公司的兩個主要業務分部分別為原料奶業務及肉牛業務。本公司亦從事其他業務，即自有品牌「澳亞牧場」乳製品的銷售。綜合養殖模式包括(i)奶牛育種及養殖、原料奶生產及銷售；及(ii)肉牛育種及養殖以及肉牛的銷售。

有關本集團於截至2022年12月31日止年度的主要業務分析載於綜合財務報表附註4。

附屬公司

有關本公司附屬公司的詳情載於綜合財務報表附註1。

業績

本集團於截至2022年12月31日止年度的業績載於本年報第145至147頁的綜合損益及其他全面收益表。

Report of Directors

董事會報告書

BUSINESS REVIEW

A fair review of the business of the Group and a discussion and analysis of the Group's performance during the year are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. These discussions form part of this report of the Directors.

BOARD OF DIRECTORS

Directors of the Company during the year ended 31 December 2022 and up to the date of this report (i.e. 25 April 2023) are as follows:

Executive Directors

Mr. TAN Yong Nang (Executive Chairman)
Mr. Edgar Dowse COLLINS (Chief Executive Officer)
Mr. YANG Ku
Ms. GAO Lina

Non-Executive Directors

Mr. HIRATA Toshiyuki

Independent Non-Executive Directors ("INED")

Mr. SUN Patrick (appointed with effect from 5 December 2022)
Mr. LI Shengli (appointed with effect from 5 December 2022)
Mr. CHANG Pan, Peter (redesignated as INED on 24 March 2022)

Pursuant to Constitution 34.8, any person so appointed either to fill a casual vacancy or as an additional Director by the Directors shall hold office only until the next annual general meeting, and shall then be eligible for re-election. Mr. SUN Patrick and Mr. LI Shengli will hold office until the next annual general meeting of the Company and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

業務回顧

有關本集團業務的公平審閱及本集團年內表現的討論及分析載於本年報「主席報告書」及「管理層討論及分析」章節。該等討論均為本「董事會報告」之一部分。

董事會

於截至2022年12月31日止年度及直至本報告日期（即2023年4月25日），本公司的董事如下：

執行董事

陳榮南先生（執行主席）
Edgar Dowse COLLINS先生（行政總裁）
楊庫先生
高麗娜女士

非執行董事

平田俊行先生

獨立非執行董事

辛定華先生（自2022年12月5日起獲委任）
李勝利先生（自2022年12月5日起獲委任）
張泮先生（自2022年3月24日起調任獨立非執行董事）

根據組織章程第34.8條，如此委任的任何人士以填補臨時空缺或作為新增董事的任期應僅直至下一屆股東週年大會為止，惟彼等願意接受重選。辛定華先生及李勝利先生的任期將直至本公司下一屆股東週年大會為止，並符合資格於本公司應屆股東週年大會上重選連任。

Report of Directors

董事會報告書

Pursuant to Constitution 34.1, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, Provided That every Director shall be subject to retirement at an annual general meeting at least once every three (3) years. Mr. TAN Yong Nang, Mr. Edgar Dowse COLLINS, Ms GAO Lina, Mr CHANG Pan, Peter, Mr. HIRATA Toshiyuki will retire and offer themselves for re-election at the forthcoming annual general meeting.

Biographical details of the Directors are set out in the section headed "Directors and Senior Management" on pages 97 to 106 of this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of some major risks and uncertainties involved in the Group's operations:

- The business and financial results are sensitive to market prices of raw milk and beef cattle;
- Fluctuations in market prices of raw materials, as well as any disruptions in the supply of raw materials, could have a material adverse effect on financial condition and results of operations;
- The quality of our raw milk and milk yield are influenced by a number of factors, some of which are not fully within our control;
- Fair value adjustments to our biological assets are subject to a number of assumptions which involve unobservable inputs and can adversely affect our results of operations;
- We face significant competition in our businesses and may not be able to compete successfully against our existing competitors and future market entrants;
- Changes in our relationships with our major customers, or in our commercial terms with these customers, may adversely affect our business and results of operations;
- Any major outbreak of diseases at our farms, at neighbouring farms or attributed to livestock generally, could significantly affect our production and supply, and demand for our products;

根據組織章程第34.1條，在每屆股東週年大會上，當時三分之一的董事（或若董事人數並非三(3)的倍數，則為最接近但不少於三分之一的人數）須輪值退任，但前提是每名董事須至少每三(3)年於股東週年大會上退任一次。陳榮南先生、Edgar Dowse COLLINS先生、高麗娜女士、張泮先生、平田俊行先生將於應屆股東週年大會上告退，惟彼等願意接受重選。

董事的履歷詳情載於本年報第97至106頁「董事及高級管理層」一節。

主要風險及不確定因素

本集團經營業務涉及的部分主要風險及不確定因素概述如下：

- 業務及財務業績對原料奶及肉牛的市場價格較為敏感；
- 原材料市場價格的波動及原材料供應的任何中斷均可能對財務狀況及經營業績產生重大不利影響；
- 我們的原料奶質量及產奶量受許多因素影響，其中若干因素是不完全在我們控制範圍內的；
- 我們生物資產的公允價值調整受到多項涉及不可觀察輸入數據的假設的影響，可能對我們的經營業績產生不利影響；
- 我們在業務上面臨重大競爭且可能無法成功與現有競爭對手及未來的市場進入者展開競爭；
- 我們與主要客戶的關係或我們與該等客戶的商業條款的變化均可能會對我們的業務及經營業績產生不利影響；
- 在我們的牧場、鄰近牧場或一般由牲畜引起的任何重大疾病爆發均可能對我們的生產及供應以及對我們產品的需求產生重大影響；

Report of Directors

董事會報告書

- Any actual or perceived food safety issue or product contamination related to our products or the dairy or beef industry generally could harm our reputation, financial condition and results of operations, and subject us to product liability claims and regulatory actions;
- We may not be able to sustain our historical growth rates, and our historical performance may not be indicative of our future growth or financial results;
- We are subject to risks associated with managing future growth and expansion;
- The future growth of our business partly depends on the quality and supply of heifers and bovine semen; and
- Fluctuations in foreign currency exchange rates may lead to volatility in our reported results of operations.
- 與我們的產品或乳製品行業或牛肉行業相關的任何實際或可能發生的食品安全問題或產品污染通常會損害我們的聲譽、財務狀況及經營業績，並使我們面臨產品責任索賠及監管行動；
- 我們可能無法維持我們的歷史增長率，且我們的歷史業績可能無法反映我們未來的增長或財務業績；
- 我們面臨與管理未來增長及擴張相關的風險；
- 我們業務的未來增長部分取決於育成牛及牛精液的質量及供應；及
- 外幣匯率波動或會導致我們的呈報經營業績出現波動。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to building a sustainable business and minimising the Group's operational impact on the environment. The Group endeavours to comply with the relevant laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, waste reduction and energy saving.

During the year ended 31 December 2022, the Group is subject to various environmental protection laws and regulations. For more details, please refer to "Environmental, Social and Governance Report" for Company's environmental and performance in respect of environmental protection, social and corporate governance during year ended 31 December 2022.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

For the year ended 31 December 2022, the Group has complied with the "comply or explain" provisions in the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Listing Rules.

Further details of the Group's environmental, social and governance matters including environmental policies and performance are set out in the "Environmental, Social and Governance Report".

環境政策及表現

本集團致力於建立一個可持續發展企業，並盡量減少本集團運營對環境的影響。本集團致力於遵守環保相關法律及法規並採納有效措施實現資源的有效利用、減少廢棄物及節能。

截至2022年12月31日止年度，本集團須遵守各種環保法律及法規，有關本公司截至2022年12月31日止年度就環保、社會及企業管治方面的環境及表現，請參閱「環境、社會及管治報告」。

環境、社會及管治報告

截至2022年12月31日止年度，本集團遵守上市規則附錄二十七所載環境、社會及管治報告指引中「不遵守就解釋」條文。

有關本集團環境、社會及管治事宜（包括環境政策及表現）的進一步詳情載於「環境、社會及管治報告」。

Report of Directors

董事會報告書

In accordance with Rule 13.91 and the Environmental, Social and Governance Reporting Guide contained in Appendix 27 of the Listing Rules applicable to the financial year ended December 31, 2022, the Company's environmental, social and governance report will be available on our website and the website of the Stock Exchange at the same time as the publication of this annual report.

LEGAL PROCEEDING AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group is subject to legal proceedings, investigations and claims incidental to the conduct of our business from time to time. No member of the Group had been involved in any actual or pending legal, arbitration or administrative proceedings (including any bankruptcy or receivership proceedings) that the Company believe would have a material adverse effect on the business, results of operations, financial condition or reputation and compliance, as a whole, during the year of 2022 and up to the date of this annual report.

During the year ended 31 December 2022 and up to the date of this annual report, the Group had complied with the laws in all material respects, including the requirements under the Singapore Companies Act 1967, the Listing Rules, SFO and the CG Code contained in Appendix 14 to the Listing Rules) for, among other things, the disclosure of information and corporate governance.

KEY RELATIONS WITH STAKEHOLDERS

The Group recognizes the importance of maintaining a good relationship with its stakeholders, including Shareholders, employees, suppliers, business partners are key to the Group success. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Suppliers

The suppliers of the Company are categorised into (i) suppliers of feed and feed additives and (ii) other suppliers (such as suppliers of farming equipment, veterinary medicines, vaccines, frozen semen and packaging service). Feed and feed additives account for a large portion of the Company's procurement. The Company provides the feed and feed additives suppliers with detailed formulations for optimal nutrition for cattle health and milk yield, and purchase these from eligible suppliers to feed dairy cows and beef cattle of the Company.

根據適用於截至2022年12月31日止財政年度的上市規則第13.91條及上市規則附錄27所載的環境、社會及管治報告指引，本公司的環境、社會及管治報告將在本年報刊發的同時刊載於我們及聯交所的網站。

法律程序及遵守法律法規

本集團不時會因本集團的業務開展而面臨法律訴訟、調查及申索。於2022年及直至本年報日期，本集團的成員公司概無捲入任何本公司認為會對其業務、經營業績、財務狀況或聲譽及合規性造成重大不利影響的實際或未決法律、仲裁或行政程序（包括任何破產或接管程序）。

截至2022年12月31日止年度及截至本年報日期，本集團在所有重大方面均遵守法律，包括新加坡1967年《公司法》、上市規則、《證券及期貨條例》及上市規則附錄14所載企業管治守則有關（其中包括）信息披露及公司治理的要求。

與利益相關者的主要關係

本集團深明與其利益相關者（包括股東、僱員、供應商及業務夥伴）維持良好關係的重要性，乃本集團成功的關鍵。本集團將繼續確保有效溝通並與其各自利益相關者維持良好關係。

供應商

本公司的供應商分為(i)飼料及飼料添加劑供應商及(ii)其他供應商（例如養殖設備、獸醫藥物、疫苗、冷凍精液及包裝服務供應商）。飼料及飼料添加劑佔本公司採購的很大一部分。本公司為飼料及飼料添加劑供應商提供詳細的配方，以實現牛群健康及產奶量的最佳營養，並向合格供應商購買飼料及飼料添加劑飼養本公司的奶牛及肉牛。

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The top five suppliers and the largest supplier for the year ended 31 December 2022 accounted for approximately 22.0% and 6.7% of the Group's total trade purchases from continuing operations respectively.

Other than Annona Pte Ltd, an associate of the Controlling Shareholder, none of the Directors, their respective close associates, or any shareholder of the Company who, to the knowledge of the Directors, owns more than 5% of the Company's issued capital, has any interest in any of the Group's five largest suppliers.

Customers

The Company has a well-diversified customer base. Our customers in the raw milk business include leading national and regional dairy product manufacturers.

The sales to top five customers and the largest customer for the year ended 31 December 2022 accounted for approximately 65.0% and 22.8% of our total revenue from continuing operations respectively.

None of the Directors, their respective close associates, or any shareholder of the Company who, to the knowledge of the Directors, owns more than 5% of the Company's issued capital, has any material interest in any of the Group's five largest customers.

During the year ended 31 December 2022, the Group did not experience any significant disputes with its customers or suppliers.

我們的前五大供應商及最大供應商於截至2022年12月31日止年度分別佔本集團持續經營業務貿易採購總額的約22.0%及6.7%。

除Annona Pte. Ltd.(控股股東之聯繫人)外,概無董事、彼等各自的緊密聯繫人或據董事所知擁有本公司已發行股本5%以上任何本公司股東於本集團任何前五大供應商中擁有任何權益。

客戶

本公司擁有多元化的客戶群。我們原料奶業務的客戶包括全國及地區領先的乳製品製造商。

我們於截至2022年12月31日止年度對前五大客戶及最大客戶的銷售額各佔本集團持續經營業務總收入的約65.0%及22.8%。

概無董事、彼等各自的緊密聯繫人或據董事所知擁有本公司已發行股本5%以上任何本公司股東於任何本集團前五大供應商中擁有任何重大權益。

截至2022年12月31日止年度,本集團並無與其客戶或供應商發生任何重大糾紛。

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AAG PERFORMANCE SHARE PLAN

On 3 July 2020, the Company adopted the AAG Performance Share Plan (the “AAG PSP”), which was amended on 5 December 2022 and effective from the Listing Date.

The following is a summary of the principal terms of the AAG PSP:

1. Purpose of the AAG PSP

The purpose of the AAG PSP is to (i) foster an ownership culture within the Group which aligns the interests of the executives and employees of the Group with the interests of Shareholders, (ii) motivate participants to achieve key financial and operational goals of the Company and/or its respective business units and (iii) make total employee remuneration sufficiently competitive to recruit and retain staff having skills that are commensurate with the Company’s ambition to become a world-class company.

2. Eligible Participants

Awards of Shares (“Awards”) may be granted to any employee of the Group (including any executive director of companies in the Group) subject to such employees meeting the relevant criteria set out in the AAG PSP or determined by the Remuneration Committee of the Board.

The AAG PSP is subject to a maximum limit of 40 participants from time to time.

AAG績效股份計劃

於2020年7月3日，本公司採納AAG績效股份計劃（「AAG績效股份計劃」），該計劃於2022年12月5日經修訂，並於上市日期生效。

以下為AAG績效股份計劃的主要條款概要：

1. AAG績效股份計劃的目的

AAG績效股份計劃的目的是(i)在本集團內培養主人翁文化，使本集團高管及僱員的利益與股東利益一致；(ii)激勵參與者實現本公司及／或其各自業務部門的關鍵財務及運營目標；及(iii)使僱員薪酬總額具有足夠的競爭力，以招聘及挽留具備相稱技能的員工，推動本公司成為世界一流的公司。

2. 合資格參與者

股份獎勵（「獎勵」）可授予本集團任何僱員（包括本集團旗下公司的任何執行董事），惟該等僱員須符合AAG績效股份計劃所載的相關標準，或由董事會薪酬委員會釐定的相關標準。

AAG績效股份計劃不時的參與人數上限為40人。

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3. Administration of the AAG PSP

The AAG PSP is administered by the Remuneration Committee, which shall have authority, in its discretion to, among other things, in relation to an Award, where applicable, determine (i) the participant; (ii) the date on which the Award should be granted; (iii) the conditions to the Award (the "Performance Conditions"); (iv) the period during which the Performance Conditions is to be satisfied; (v) the number of Shares which are the subject of the Award; (vi) the schedule for release of Awards; (vii) the retention period; and (viii) any other condition which the Remuneration Committee may determine in relation to that Award. The Company shall be entitled, in its sole discretion, prior to an Award being released, encash such Awards to the extent the Performance Conditions have been met or otherwise waived by the Remuneration Committee. The Company shall in its sole discretion, determine the fair value of such Award if it intends to encash such Award.

The Company may appoint a professional trustee to assist with the administration and vesting of Awards granted pursuant to the AAG PSP. The Company may to the extent permitted by applicable laws and regulations and the Listing Rules direct and procure the trustee to make on-market or off-market purchases of Shares to satisfy the Awards upon vesting (provided that the trustee shall abstain from voting in respect of such Shares unless otherwise required by applicable laws to vote in accordance with the beneficial owner's direction and such a direction is given). The Company shall to the extent permitted by applicable laws and regulations provide sufficient funds to the trustee by whatever means as the Remuneration Committee may in its absolute discretion determine to enable the trustee to satisfy its obligations in connection with the administration and vesting of the Awards.

3. AAG績效股份計劃的管理

AAG績效股份計劃由薪酬委員會管理，委員會有權（其中包括）就獎勵（如適用）酌情決定(i)參與者；(ii)授出獎勵的日期；(iii)獎勵的條件（「績效條件」）；(iv)績效條件達成的期間；(v)獎勵所涉及股份數目；(vi)獎勵發放時間表；(vii)保留期；及(viii)薪酬委員會可能就獎勵釐定的任何其他條件。倘績效條件已獲達成或獲薪酬委員會以其他方式豁免，則本公司有權在獎勵獲發放前全權酌情將有關獎勵兌現。倘本公司擬將有關獎勵兌現，則本公司須全權酌情釐定有關獎勵的公允價值。

本公司可委任一名專業受託人，協助管理和歸屬根據AAG績效股份計劃授予的獎勵。於適用法律法規及上市規則允許的範圍內，本公司可指示及促使受託人於市場上或場外購買股份，以於歸屬後清償獎勵（惟受託人須就該等股份放棄投票，除非適用法律另有規定須根據實益擁有人的指示投票且有關指示已發出）。本公司應在適用法律法規允許的範圍內，以薪酬委員會絕對酌情決定的任何方式向受託人提供充裕的資金，以使受託人能履行其與管理及歸屬獎勵相關的義務。

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4. Vesting Period of the Awards

Awards which are satisfied with the issuance of new Shares may not vest less than 12 months from the date the Award is granted unless otherwise determined by the Remuneration Committee in the case of grants of Awards in the following specific circumstances:

- (i) to new joiners to replace the share awards they forfeited when leaving the previous employer;
- (ii) to participants whose employment is terminated due to death, ill health, serious injury, disability or retirement or upon the occurrence of any event which is not within the Company nor the participant's control, where the release of the Awards may accelerate based on the discretion of the Remuneration Committee;
- (iii) which would have been made earlier but for administrative and compliance reasons and are made in a subsequent batch, in order to put the participants in the same position as they would have been in had the Award been made earlier; and
- (iv) where a corporate event takes place as set out in paragraph (i) below.

5. Limitation on the Size of the AAG PSP

The plan mandate limit (the "Plan Mandate Limit") refers to total number of new Shares in respect of Awards which may be granted pursuant to the AAG PSP after the Listing Date, being (i) 5% of the Shares in issue on the Listing Date or (ii) 5% of the Shares in issue as at the New Approval Date.

At any time during the term, the maximum aggregate number of new Shares which Awards may be granted pursuant to the AAG PSP shall be calculated in accordance with the following formula:

$$X=A-B$$

Where

X = the maximum aggregate number of new Shares in respect of which Awards may be granted pursuant to the AAG PSP;

4. 獎勵歸屬期

通過發行新股償付的獎勵不得於授出獎勵之日起12個月內歸屬，除非薪酬委員會在下列特定情況下授出獎勵時另行決定：

- (i) 向新僱員授出獎勵以代替彼等離開前僱主時被沒收的股份獎勵；
- (ii) 向因身故、健康狀況欠佳、重傷、殘疾或退休或發生超出本公司或參與者控制範圍的任何事件而被終止僱傭的參與者授出獎勵，在此情況下可根據委員會的酌情決定加快獎勵解除；
- (iii) 本應更早授出獎勵，但由於管理及合規方面的原因於後續批次授出，以使參與者處於如獎勵更早授出時其本應處於的同等地位；及
- (iv) 發生下文(i)段所載的法團事項。

5. AAG績效股份計劃的規模限制

計劃授權限額（「計劃授權限額」）指上市日期後根據AAG績效股份計劃可能授予獎勵的新股總數，即(i)於上市日期已發行股份的5%或(ii)於新批准日期已發行股份的5%。

於期限內的任何時間，根據AAG績效股份計劃可能授予獎勵的最高新股總數應按照以下公式計算：

$$X=A-B$$

其中

X = 根據AAG績效股份計劃可能授予獎勵的最高新股總數；

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A = the Plan Mandate Limit; and

B = the maximum aggregate number of new Shares that have been or may be issued upon the vesting of Awards granted pursuant to the AAG PSP, which in the event that there has been a New Approval Date, shall only include those new Shares which may be issued upon the vesting of Awards that have been granted since that most recent New Approval Date.

Shares in respect of (i) Awards which have lapsed in accordance with the terms of the AAG PSP or which have been encashed and (ii) share grants which have lapsed in accordance with the terms of the relevant share plan or which have been encashed will not be counted for the purpose of determining the maximum aggregate number of new Shares in respect of Awards which may be granted pursuant to the AAG PSP.

The Plan Mandate Limit may be renewed (a) every 3 years subject to Shareholders' approval; or (b) within a 3-year period subject to Shareholders' approval and with the relevant persons specified in the Listing Rules abstaining from voting on the relevant resolution and in each case, in accordance with the requirements of the Listing Rules. In any event, the total number of new Shares in respect of which Awards may be granted under the AAG PSP following the date of approval of the renewed limit (the "New Approval Date") under the limit as renewed must not exceed 5% of the Shares in issue as at the New Approval Date. Shares in respect of Awards granted pursuant to the AAG PSP or share grants made pursuant to any other share plan (including those which are outstanding, lapsed, vested, exercised or encashed) prior to the New Approval Date will not be counted for the purpose of determining the maximum aggregate number of new Shares in respect of which Awards may be granted following the New Approval Date under the limit as renewed. For the avoidance of doubt, new Shares issued prior to the New Approval Date pursuant to the vesting of Awards granted under the AAG PSP and pursuant to the vesting or exercise of share grants under any other share plans will be counted for the purpose of determining the number of Shares in issue as at the New Approval Date.

A = 計劃授權限額；及

B = 根據AAG績效股份計劃授予的獎勵獲歸屬後已經或可能發行的最高新股總數，倘存在新批准日期，則僅包括自最近的新批准日期以來已授予的獎勵獲歸屬後可能發行的新股。

就釐定根據AAG績效股份計劃可能授予獎勵的最高新股總數而言，(i)根據AAG績效股份計劃的條款獎勵已失效或已兌現的股份及(ii)根據相關股份計劃的條款股份授予已失效或已兌現的股份，將不計算在內。

計劃授權限額可(a)待股東批准後每3年更新；或(b)待股東批准並且上市規則指定的相關人士(在各種情況下)按上市規則規定放棄就相關決議案投票後，於3年期內更新。在任何情況下，根據AAG績效股份計劃，於更新限額獲批准之日(「新批准日期」)後可根據更新限額授出獎勵的新股總數，不得超過新批准日期已發行股份的5%。與於新批准日期前根據AAG績效股份計劃授出獎勵或根據任何其他股份計劃作出的股份授予(包括未清償、已失效、已歸屬、已行使或已兌現的獎勵)有關之股份，在釐定於新批准日期後根據更新限額可能授出獎勵之最高新股總數時將不予計入。為免生疑問，於新批准日期前因歸屬根據AAG績效股份計劃獲授之獎勵以及因歸屬或行使根據任何其他股份計劃獲授之股份而發行的新股，在釐定於新批准日期的已發行股份數目時將被計算在內。

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6. Large Share Grants and Grants to Connected Persons

In any 12-month period after the Listing Date, the maximum number of new Shares issued (and to be issued) upon:

- (i) the vesting of all Awards granted under the AAG PSP; and
- (ii) the vesting of all share grants made under any other share plans,

(excluding any Awards or share grants lapsed or encashed in accordance with the terms of the AAG PSP or the relevant share plan) to any individual participants shall not exceed 1% of the Shares in issue for the time being. Where any further grant of Awards to a participant under the AAG PSP would result in the breach of this limit, such grant must be separately approved by Shareholders in general meeting in accordance with the Listing Rules.

Any Awards granted to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the Independent Non-Executive Directors.

Where any grant of Awards to a Director or chief executive of the Company (or any of their respective associates) would result in the new Shares issued (and to be issued) upon the:

- (i) vesting of all Awards granted under the AAG PSP; and
- (ii) vesting of all share grants (but excluding any share options) made under any other share plans,

(excluding any Awards and share grants (other than share options) lapsed or encashed in accordance with the terms of the AAG PSP or the relevant share plan) to such person in the 12-month period up to and including the date on which the Award is granted representing in aggregate over 0.1% of the Shares in issue, such further grant of Award under the AAG PSP shall be subject to prior approval by the Shareholders in general meeting in accordance with the Listing Rules.

6. 大額股份授予及向關連人士授予股份

於上市日期後的任何12個月期間，因以下情況而向任何個人參與者發行（及將予發行）的新股的最高數目：

- (i) 根據AAG績效股份計劃授出的所有獎勵均獲歸屬；及
- (ii) 根據任何其他股份計劃授出的所有股份均獲歸屬，

（不包括根據AAG績效股份計劃或有關股份計劃的條款失效或兌現的任何獎勵或股份授予）不得超過當時已發行股份的1%。倘若根據AAG績效股份計劃向參與者進一步授予獎勵會導致違反該限額，則有關授予必須根據上市規則經股東在股東大會上單獨批准。

向本公司董事、最高行政人員或主要股東（或彼等各自的任何聯繫人）授予的任何獎勵必須獲獨立非執行董事批准。

倘向本公司董事或最高行政人員（或彼等各自的任何聯繫人）授予任何獎勵會導致因以下情況而在截至授出獎勵之日（包括該日）的12個月期間內向相關人士發行（及將予發行）的新股：

- (i) 根據AAG績效股份計劃授出的所有獎勵均獲歸屬；及
- (ii) 根據任何其他股份計劃授出的所有股份（惟不包括任何購股權）均獲歸屬，

（不包括根據AAG績效股份計劃或有關股份計劃的條款失效或兌現的任何獎勵及股份授予（購股權除外））合共超過已發行股份的0.1%，則根據AAG績效股份計劃進一步授予獎勵須根據上市規則事先經股東在股東大會上批准。

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Where any grant of Awards to a substantial shareholder of the Company (or any of his respective associates) would result in the new Shares issued (and to be issued) upon the:

- (i) vesting of all Awards granted under the AAG PSP; and
- (ii) vesting or exercise of all share grants made under any other share plans

(excluding any Award and share grants lapsed or encashed in accordance with the terms of the AAG PSP or the relevant share plan) to such person in the 12-month period up to and including the date on which the Award is granted representing in aggregate over 0.1% of the Shares in issue, such further grant of Awards under the AAG PSP shall be subject to prior approval by the Shareholders in general meeting in accordance with the Listing Rules.

7. Term of the AAG PSP

The AAG PSP shall continue in effect for a term of five years from 3 July 2020, provided always that the AAG PSP may continue beyond the above stipulated period with the approval of the Shareholders.

8. Right as Shareholders

Until the participant is registered on the register of members of the Company, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the Shares subject to an Award. Shares when issued or transferred pursuant to an Award shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant issue or transfer date, and shall in all other respects rank pari passu with other existing Shares then in issue.

倘向本公司主要股東（或任何其各自的聯繫人）授予任何獎勵會導致因以下情況而在截至授出獎勵之日（包括該日）的12個月期間內向相關人士發行（及將予發行）的新股：

- (i) 根據AAG績效股份計劃授出的所有獎勵均獲歸屬；及
- (ii) 根據任何其他股份計劃授出的所有股份均獲歸屬或行使，

（不包括根據AAG績效股份計劃或有關股份計劃的條款失效或兌現的任何獎勵及股份授予）合共超過已發行股份的0.1%，則根據AAG績效股份計劃進一步授予獎勵須根據上市規則事先經股東在股東大會上批准。

7. AAG績效股份計劃的期限

AAG績效股份計劃自2020年7月3日起生效，有效期為五年，惟經股東批准，AAG績效股份計劃可在上述規定期限屆滿後繼續有效。

8. 股東權利

參與者於本公司股東名冊登記前，無權就獎勵所涉股份投票或收取股息或享有作為股東的任何其他權利。根據獎勵而發行或轉讓的股份應享有全部權利，包括就當時的現有股份宣派或建議的股息或其他分派（其記錄日期是在相關發行或轉讓日期或之後），並在所有其他方面與當時已發行的其他現有股份享有同等地位。

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9. Adjustments Upon Changes in Capitalisation, Merger or Certain Other Transactions

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation issue, rights issue, subdivision or consolidation of shares or reduction of the share capital of the Company) shall take place, then:

- (i) the class and/or number of Shares which are the subject of an Award have not yet been vested;
- (ii) the class and/or number of Shares in respect of which future Awards may be granted under the AAG PSP; and/or
- (iii) the maximum aggregate number of new Shares which may be issued in respect of Awards granted under the AAG PSP pursuant to the plan mandate limit, shall be adjusted in such manner as the Committee may determine to be appropriate to give the participant the same proportion of the share capital of the Company as that to which such participant were previously entitled (rounded to the nearest whole Share), provided that no adjustment shall be made if as a result, the participant receives a benefit that a Shareholder does not receive. The Committee may, notwithstanding any occurrence of any variation in capital, determine that no adjustment shall be made.

Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for an acquisition or a private placement of securities, or the cancellation of issued Shares purchased or acquired by the Company during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.

9. 資本化、合併或若干其他交易變動後的調整

倘本公司已發行普通股股本發生變動（不論是通過資本化發行、供股、股份分拆或合併或削減本公司股本），則：

- (i) 獎勵所涉及的股份類別及／或數目尚未歸屬；
- (ii) 根據AAG績效股份計劃可能授出的未來獎勵的股份類別及／或數目；及／或
- (iii) 根據計劃授權限額，就根據AAG績效股份計劃所授予獎勵而可能發行的最高新股總數，須按委員會認為適當的方式予以調整，以令參與者在本公司股本中所享有的比例與此前相同（約整至最接近的完整股數），惟倘參與者因此獲得股東未獲得的利益，則不得作出調整。即使發生任何資本變動，委員會仍可決定不作出任何調整。

除非委員會認為調整乃屬適當，否則發行證券作為收購或私人配售證券的對價，或註銷本公司在股東授予的股份購買授權（包括該授權的任何更新）有效期間購買或收購的已發行股份，通常不應視為需要調整的情況。

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10. Corporate Events

If before a vesting date, any of the following occurs:

- (i) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies being approved by Shareholders and/or sanctioned by the court under the Singapore Companies Act;
- (ii) an order being made or a resolution being passed for the winding-up of the Company (other than a winding-up of the Company on the basis or by reason of its insolvency or for amalgamation or reconstruction); or
- (iii) in the event a take-over offer for the Shares becomes or is declared unconditional,

the Committee will consider, at its discretion, whether or not to release any Award, and will take into account all circumstances on a case-by-case basis, including, but not limited to, the contributions made by that participant. If the Committee decides to release any Award, then in determining the number of Shares to be vested in respect of such Award, the Committee will have regard to the proportion of the performance period which has elapsed and the extent to which the Performance Conditions have been satisfied.

10. 法團事項

倘於歸屬日期前，發生下列任何情況：

- (i) 就本公司重組或與另一家或多家公司合併的計劃而提出的妥協或安排，獲股東批准及／或根據新加坡《公司法》獲法院認許；
- (ii) 就本公司清盤作出命令或通過決議案（本公司因無力償債或因合併或重組而進行的清盤除外）；或
- (iii) 倘股份的收購要約成為或被宣佈為無條件，

委員會將酌情考慮是否發放任何獎勵，並將按個別情況考慮所有情況，包括但不限於該參與者作出的貢獻。倘委員會決定發放任何獎勵，則在釐定就該獎勵將予歸屬的股份數目時，委員會將考慮已過履約期間的比例及績效條件的滿足程度。

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11. Modification to the AAG PSP

Save as provided below, the Board may alter any of the terms of the AAG PSP at any time, including but not limited to the method by which a participant accepts the Award and such other minor amendments to benefit the administration of the AAG PSP, provided that such alterations comply with the requirements of the Singapore Companies Act and the Listing Rules, to the extent applicable.

Any alterations to the terms and conditions of the AAG PSP which are of a material nature or any alterations to the specific provisions of the AAG PSP which relate to the matters set out in Rule 17.03 of the Listing Rules to the advantage of participants and changes to the authority of the Board in relation to any alteration of the terms of the AAG PSP, in each case, must be approved by Shareholders in general meeting.

Any changes to the terms of Awards granted must be approved by Board, the Committee, the Independent Non-Executive Directors and/or the Shareholders in general meeting (as the case may be) if the initial grant of such Award was approved by the Board, the Committee, the Independent Non-Executive Directors and/or Shareholders in general meeting (as the case may be), except where the alterations or changes take effect automatically under the existing terms of the AAG PSP. The Committee's determination as to whether any proposed alteration to the terms and conditions of the AAG PSP is material shall be conclusive.

The amended terms and conditions of the AAG PSP and the Awards shall comply with the Listing Rules and the amendments thereto which will come into effect 1 January 2023, including in particular Chapter 17 of the Listing Rules and all applicable laws, rules and regulations.

11. AAG績效股份計劃的修改

除下文所規定者外，董事會可隨時修改AAG績效股份計劃的任何條款，包括但不限於參與者接受獎勵的方式以及有利於管理AAG績效股份計劃的有關其他細微修改，惟該等修改須符合新加坡《公司法》及《上市規則》的要求（以適用者為限）。

對AAG績效股份計劃條款及條件的任何重大修改，或對與《上市規則》第17.03條所載事項相關的AAG績效股份計劃特定條文的任何有利於參與者的修改，及對董事會修改AAG績效股份計劃條款之權限的變更，均須獲股東於股東大會上批准。

倘獎勵的最初授予乃經董事會、委員會、獨立非執行董事及／或股東於股東大會上（視情況而定）批准，則對所授予獎勵條款的任何變更，均須經董事會、委員會、獨立非執行董事及／或股東於股東大會上（視情況而定）批准，有關修改或變更根據AAG績效股份計劃的現有條款自動生效的情況除外。委員會就AAG績效股份計劃的條款及條件的任何建議修改是否屬重大作出的決定為最終決定。

AAG績效股份計劃及獎勵的經修訂條款及條件，須遵守《上市規則》及其將於2023年1月1日生效的修訂條文（尤其包括《上市規則》第十七章）及所有適用法律、規則及法規的規定。

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12. Outstanding Awards Granted under the AAG PSP

During the financial year, there were no awards nor options lapsed.

Details of the Awards granted under the AAG PSP which are outstanding as at 31 December 2022 are set out below:

12. 根據AAG績效股份計劃授予的未行使獎勵

於財政年度，概無獎勵或購股權失效。

於2022年12月31日，根據AAG績效股份計劃授出的未行使獎勵詳情載列如下：

Participant	Date of Grant	Vesting Date	Maximum number of Shares	% of issued Shares ⁽¹⁾
參與者	授出日期	歸屬日期	最高股份數目	佔已發行股份的百分比 ⁽¹⁾
Directors				
董事				
TAN Yong Nang	1 June 2021	30 April 2023	629,000 ⁽²⁾	0.09%
陳榮南	2021年6月1日	2023年4月30日		
	23 March 2022	30 April 2024	566,470 ⁽³⁾	0.08%
	2022年3月23日	2024年4月30日		
Edgar Dowse COLLINS	1 June 2021	30 April 2023	629,000 ⁽²⁾	0.09%
	2021年6月1日	2023年4月30日		
	23 March 2022	30 April 2024	629,000 ⁽²⁾	0.09%
	2022年3月23日	2024年4月30日		
YANG Ku	1 June 2021	30 April 2023	251,600 ⁽²⁾	0.04%
楊庫	2021年6月1日	2023年4月30日		
	23 March 2022	30 April 2024	251,600 ⁽³⁾	0.04%
	2022年3月23日	2024年4月30日		
GAO Lina	23 March 2022	30 April 2024	166,500 ⁽³⁾	0.02%
高麗娜	2022年3月23日	2024年4月30日		
Other participants				
其他參與者				
28 other employees of the Group	1 June 2021	30 April 2023	751,100 ⁽²⁾	0.11%
28名本集團其他僱員	2021年6月1日	2023年4月30日		
36 other employees of the Group	23 March 2022	30 April 2024	910,200 ⁽³⁾	0.13%
36名本集團其他僱員	2022年3月23日	2024年4月30日		

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Notes:

- (1) The calculation is based on the total number of 699,857,112 issued Shares as at 31 December 2022.
- (2) The vesting of these Awards is subject to the achievement of certain key performance indicators during the period from 1 January 2021 to 31 December 2022 and the final number of Shares subject to the Award can vary from 0% to 200% of the initial number of Shares subject to the Award. The maximum potential number of Shares which are subject to the Award has been calculated assuming the achievement of the relevant key performance indicators and based on 200% of the initial number of Shares subject to the Award.

As this is a Share Grant, there is no exercise period nor exercise price.

- (3) The vesting of these Awards is subject to the achievement of certain key performance indicators during the period from 1 January 2022 to 31 December 2023 and the final number of Shares subject to the Award can vary from 0% to 200% of the initial number of Shares subject to the Award. The maximum potential number of Shares which are subject to the Award has been calculated assuming the achievement of the relevant key performance indicators and based on 200% of the initial number of Shares subject to the Award.

附註：

- (1) 該計算乃根據於2022年12月31日的已發行股份總數699,857,112股作出。
- (2) 該等獎勵的歸屬須視乎於2021年1月1日至2022年12月31日期間若干關鍵績效指標的實現情況而定，而獎勵的最終股份數目可以為獎勵的初始股份數目的0%到200%不等。獎勵的股份最高潛在數目是在假設相關關鍵績效指標已實現的情況下，根據獎勵的初始股份數目的200%計算得出。

由於此為股份授予，概無行使期或行權價格。

- (3) 該等獎勵的歸屬須視乎於2022年1月1日至2023年12月31日期間若干關鍵績效指標的實現情況而定，而獎勵的最終股份數目可以為獎勵的初始股份數目的0%到200%不等。獎勵的股份最高潛在數目是在假設相關關鍵績效指標已實現的情況下，根據獎勵的初始股份數目的200%計算得出。

AAG POST-IPO RESTRICTED SHARE UNIT SCHEME

The following is a summary of the principal terms of the AAG post-IPO RSU Scheme (the "RSU Scheme") conditionally approved by the Shareholders and adopted by the Company on 5 December 2022 and effective from the Listing Date.

1. Purpose of the RSU Scheme

The purpose of the RSU Scheme is to attract skilled and experienced personnel, to incentivise them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company.

AAG首次公開發售後受限制股份單位計劃

以下為股東有條件批准並於2022年12月5日獲本公司採納的AAG首次公開發售後受限制股份單位計劃（「受限制股份單位計劃」）的主要條款概要，該計劃將於上市日期生效。

1. 受限制股份單位計劃的目的

受限制股份單位計劃的目的是吸引技術熟練及經驗豐富的人員，激勵彼等留在本集團，並通過向彼等提供獲得本公司股本權益的機會，鼓勵彼等為本集團的未來發展及擴張而努力。

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2. Eligible Participants

The Executive Directors, the executive directors of the Company's subsidiaries, or the full-time employees of the Group who have been employed by the Group for more than 12 months (the "Participants").

3. Administration of the RSU Scheme

The RSU Scheme will be subject to the administration of the Remuneration Committee in accordance with the RSU Scheme. Any decision made by the Remuneration Committee as to all matters arising in relation to the RSU Scheme shall (including the interpretation of any rules therein) be final and binding on all parties.

The Company may appoint a professional trustee to assist with the administration and vesting of awards of RSUs (the "RSU Awards") granted pursuant to the RSU Scheme. The Company may to the extent permitted by the Singapore Companies Act and the Listing Rules direct and procure the trustee to make on-market or off-market purchases of Shares to satisfy the RSU Awards upon vesting, provided that the trustee shall abstain from voting in respect of such Shares unless otherwise required by applicable laws to vote in accordance with the beneficial owner's direction and such a direction is given. The Company shall to the extent permitted by the Singapore Companies Act provide sufficient funds to the trustee by whatever means as the Board may in its absolute discretion determine to enable the trustee to satisfy its obligations in connection with the administration and vesting of the RSU Awards.

4. RSU Awards

The Remuneration Committee may grant a RSU Award to a Participant, which gives that Participant a contingent right to receive Shares (or a cash payment), subject to the satisfaction of relevant vesting conditions as provided under the RSU Scheme and in the Notice of Grant (as defined below).

2. 合資格參與者

執行董事、本公司附屬公司的執行董事或受聘於本集團超過12個月的本集團全職僱員（「參與者」）。

3. 受限制股份單位計劃的管理

受限制股份單位計劃將根據受限制股份單位計劃由薪酬委員會管理。薪酬委員會就與受限制股份單位計劃有關的所有事宜作出的任何決定（包括其中任何規則的詮釋）為最終決定，對所有訂約方均具約束力。

本公司可委任一名專業受託人，協助管理和歸屬根據受限制股份單位計劃授予的受限制股份單位獎勵（「受限制股份單位獎勵」）。於新加坡《公司法》及上市規則允許的範圍內，本公司可指示及促使受託人於市場上或場外購買股份，以於歸屬後清償受限制股份單位獎勵（惟受託人須就該等股份放棄投票，除非適用法律另有規定須根據實益擁有人的指示投票且有關指示已發出）。本公司應在新加坡《公司法》允許的範圍內，以董事會絕對酌情決定的任何方式向受託人提供充裕的資金，以使受託人能夠履行其與管理及歸屬受限制股份單位獎勵相關的義務。

4. 受限制股份單位獎勵

薪酬委員會可向參與者授出獎勵，賦予參與者收取股份（或現金付款）的或然權利，惟須達成受限制股份單位計劃及於授出通知（定義見下文）內規定的相關歸屬條件。

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5. Maximum Number of New Shares to be Granted

The scheme mandate limit (the "Scheme Mandate Limit") refers to the total number of new Shares in respect of which RSUs may be granted pursuant to the RSU Scheme, being (i) 10% of the Shares in issue on the Listing Date or (ii) 10% of the Shares in issue as at the New Approval Date.

The total number of Shares in respect of which RSUs may be granted under the RSU Scheme shall be calculated in accordance with the following formula:

$$X=A-B-C$$

Where:

X = the maximum aggregate number of new Shares in respect to which RSUs may be granted pursuant to the RSU Scheme;

A = the Scheme Mandate Limit;

B = the maximum aggregate number of new Shares that have been or may be issued upon the vesting of RSUs granted pursuant to the RSU Scheme, which in the event there has been a New Approval Date, shall only include those new Shares which may be issued upon the vesting of RSUs that have been granted since the most recent New Approval Date; and

C = the maximum aggregate number of new Shares that have been or may be issued upon the vesting or exercise of any share grants made after the Listing pursuant to any other share schemes, which in the event that there has been a New Approval Date, shall only include those new Shares which may be issued upon the vesting or exercise of share grants that have been granted since that most recent New Approval Date.

Shares in respect of (i) RSUs which have lapsed in accordance with the terms of the RSU Scheme or which have been satisfied by the making of a cash payment and (ii) share grants which have lapsed in accordance with the terms of the relevant share scheme or which have been encashed will not be counted for the purpose of determining the maximum aggregate number of new Shares in respect of which RSUs may be granted pursuant to the RSU Scheme.

5. 將予授出的新股數目上限

計劃授權限額（「計劃授權限額」）指根據受限制股份單位計劃可授出的受限制股份單位的新股總數，即(i)於上市日期已發行股份的10%或(ii)於新批准日期（定義見下文）已發行股份的10%。

根據受限制股份單位計劃可授出的受限制股份單位所涉及的股份總數，乃按照以下公式計算：

$$X=A-B-C$$

其中：

X = 根據受限制股份單位計劃可能授出的受限制股份單位的最高新股總數；

A = 計劃授權限額；

B = 根據受限制股份單位計劃授予的受限制股份單位獲歸屬後已經或可能發行的最高新股總數，倘存在新批准日期，則僅包括自最近的新批准日期以來已授予的受限制股份單位獲歸屬後可能發行的新股；及

C = 於上市後根據任何其他股份計劃授予的任何股份獲歸屬或行使後已經或可能發行的最高新股總數，倘存在新批准日期，則僅包括自最近的新批准日期以來已授予的股份獲歸屬或行使後可能發行的新股。

就釐定根據受限制股份單位計劃可能授予受限制股份單位的最高新股總數而言，(i)根據受限制股份單位計劃的條款受限制股份單位已失效或已通過作出現金付款獲清償的股份及(ii)根據相關股份計劃的條款股份授予已失效或已兌現的股份，將不計算在內。

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The Scheme Mandate Limit may be renewed (a) every 3 years subject to Shareholders' approval; or (b) within a 3-year period subject to Shareholders' approval and with the relevant persons specified in the Listing Rules abstaining from voting on the relevant resolution and in each case, in accordance with the requirements of the Listing Rules. In any event, the total number of new Shares in respect of which RSUs may be granted under the RSU Scheme following the date of approval of the renewed limit (the "New Approval Date") under the limit as renewed must not exceed 10% of the Shares in issue as at the New Approval Date. Shares in respect of RSUs or share grants made pursuant to the RSU Scheme or any other share scheme (including those which are outstanding, lapsed, vested, exercised or encashed) prior to the New Approval Date will not be counted for the purpose of determining the maximum aggregate number of new Shares in respect of which the RSUs may be granted following the New Approval Date under the limit as renewed. For the avoidance of doubt, new Shares issued prior to the New Approval Date pursuant to the vesting of RSUs granted under the RSU Scheme and pursuant to the vesting or exercise of share grants made under any other share schemes of the Company will be counted for the purpose of determining the number of Shares in issue as at the New Approval Date.

6. Large Grants of RSUs and Grants of RSUs to Connected Persons

In any 12-month period, the maximum number of new Shares issued (and to be issued) upon:

- (i) the vesting of all RSUs granted under the RSU Scheme; and
- (ii) the vesting or exercise of all share grants made under any other share schemes

(excluding any RSUs or share grants lapsed or encashed in accordance with the terms of the RSU Scheme or the relevant share scheme) to any individual Participant shall not exceed 1% of the Shares in issue for the time being. Where any further grant of RSUs to a Participant under the RSU Scheme would result in the breach of this limit, such grant must be separately approved by Shareholders in general meeting in accordance with the Listing Rules.

計劃授權限額可(a)待股東批准後每3年更新；或(b)待股東批准並且上市規則指定的相關人士(在各種情況下)按上市規則規定放棄就相關決議案投票後，於3年期內更新。在任何情況下，根據受限制股份單位計劃，於更新限額獲批之日(「新批准日期」)後可根據更新限額授出受限制股份單位的新股總數，不得超過新批准日期已發行股份的10%。與於新批准日期前根據受限制股份單位計劃或任何其他股份計劃授出的受限制股份單位或股份授予(包括未清償、已失效、已歸屬、已行使或已兌現的受限制股份單位或股份授予)有關之股份，在釐定於新批准日期後根據更新限額可授出受限制股份單位之新股的最大總數時將不予計入。為免生疑問，於新批准日期前因歸屬根據受限制股份單位計劃獲授之受限制股份單位以及因歸屬或行使根據本公司任何其他股份計劃獲授之股份而發行的新股，在釐定於新批准日期的已發行股份數目時將被計算在內。

6. 受限制股份單位的大量授出及向關連人士授出受限制股份單位

於任何12個月期間，因以下情況而向任何個人參與者發行(及將予發行)的新股的最高數目：

- (i) 根據受限制股份單位計劃授出的所有受限制股份單位均獲歸屬；及
- (ii) 根據任何其他股份計劃授出的所有股份均獲歸屬或行使

(不包括根據受限制股份單位計劃或有關股份計劃的條款失效或兌現的任何受限制股份單位或股份授予)不得超過當時已發行股份的1%。倘若根據受限制股份單位計劃向參與者進一步授予受限制股份單位會導致違反該限額，則有關授予必須根據上市規則經股東在股東大會上單獨批准。

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Any grant of RSUs to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the Independent Non-Executive Directors.

Where any grant of RSUs to a Director or chief executive of the Company (or any of their respective associates) would result in the new Shares issued (and to be issued) upon the:

- (i) vesting of all RSUs granted under the RSU Scheme; and
- (ii) vesting of all share grants (but excluding share options, if any) granted under any other share schemes,

(excluding any RSUs and share grants (other than share options) lapsed or encashed in accordance with the terms of the RSU Scheme or the relevant share scheme) to such person in the 12-month period up to and including the offer date representing in aggregate over 0.1% of the Shares in issue, such further grant of RSUs under the RSU Scheme shall be subject to prior approval by the Shareholders in general meeting in accordance with the Listing Rules.

Where any grant of RSUs to a substantial shareholder (or any of his respective associates) would result in the new Shares issued (and to be issued) upon the:

- (i) vesting of all RSUs granted under the RSU Scheme; and
- (ii) vesting or exercise of all share grants made under any other share schemes

(excluding any RSUs and share grants lapsed or encashed in accordance with the terms of the RSU Scheme or the relevant share scheme) to such person in the 12-month period up to and including the offer date representing in aggregate over 0.1% of the Shares in issue. such further grant of RSUs under the RSU Scheme shall be subject to prior approval by the Shareholders in general meeting in accordance with the Listing Rules.

向本公司董事、最高行政人員或主要股東（或彼等各自的任何聯繫人）授予任何受限制股份單位必須獲獨立非執行董事批准。

倘向本公司董事或最高行政人員（或彼等各自的任何聯繫人）授予任何受限制股份單位會導致因以下情況而在截至授出之日（包括該日）的12個月期間內向相關人士發行（及將予發行）的新股：

- (i) 根據受限制股份單位計劃授出的所有受限制股份單位均獲歸屬；及
- (ii) 根據任何其他股份計劃授出的所有股份（惟不包括購股權（如有））均獲歸屬，

（不包括根據受限制股份單位計劃或有關股份計劃的條款失效或兌現的任何受限制股份單位及股份授予（購股權除外））合共超過已發行股份的0.1%，有關受限制股份單位計劃項下的進一步授予受限制股份單位必須根據上市規則在股東大會上取得股東的事先批准。

倘向主要股東（或任何其各自的聯繫人）授予任何受限制股份單位會導致因以下情況而在截至授出之日（包括該日）的12個月期間內向相關人士發行（及將予發行）的新股：

- (i) 根據受限制股份單位計劃授出的所有受限制股份單位均獲歸屬；及
- (ii) 根據任何其他股份計劃授出的所有股份均獲歸屬或行使

（不包括根據受限制股份單位計劃或有關股份計劃的條款失效或兌現的任何受限制股份單位及股份授予）合共超過已發行股份的0.1%，有關受限制股份單位計劃項下的進一步授予受限制股份單位必須根據上市規則在股東大會上取得股東的事先批准。

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7. Vesting of RSUs

Subject to and in accordance with the terms of the RSU Scheme and the specific terms applicable to each RSU, an RSU shall vest on the vesting date, which for RSUs to be satisfied with the issuance of new Shares, may not be shorter than 12 months unless otherwise determined by the Remuneration Committee in respect of grantees who are employees, executive Directors or directors of the Company's subsidiaries in the case of grants of RSUs in the following specific circumstances:

- (i) to new joiners to replace the share awards they forfeited when leaving the previous employer;
- (ii) to grantees whose employment is terminated due to death, ill health, serious injury, disability or retirement or upon the occurrence of any event which is not within the control of the Company, where the vesting of the RSUs may accelerate based on the discretion of the Remuneration Committee;
- (iii) which would have been made earlier but for administrative and compliance reasons and are made in a subsequent batch, in order to put the grantees in the same position as they would have been in had the grant of RSUs been made earlier; and
- (iv) where a corporate event takes place as set out in paragraph (13) below (in which case RSUs may be accelerated for all grantees at the sole and absolute discretion of the Company (and not just in respect of grantees who are employees, executive Directors or directors of the Company's subsidiaries)).

7. 受限制股份單位的歸屬

在受限制股份單位計劃的條款及適用於各受限制股份單位的具體條款的規限下並根據前述各條款，受限制股份單位應於歸屬日期歸屬，將通過發行新股償付的受限制股份單位的歸屬期間不得少於12個月，除非薪酬委員會在下列特定情況下授出受限制股份單位時就身為本公司附屬公司僱員、執行董事或董事的承授人另行決定：

- (i) 向新僱員授出受限制股份單位以替代彼等離開前僱主時被沒收的股份獎勵；
- (ii) 向因身故、健康狀況欠佳、重傷、殘疾或退休或發生超出本公司控制範圍的任何事件時而被終止僱傭的承授人授出受限制股份單位，在此情況下可根據薪酬委員會的酌情決定而加速受限制股份單位的歸屬；
- (iii) 本應更早授出受限制股份單位，但由於管理及合規方面的原因於後續批次授出，以使承授人處於如受限制股份單位更早授出時其本應處於的同地位；及
- (iv) 發生下文(13)段所載的法團事項（在此情況下受限制股份單位可由本公司全權及絕對酌情決定加速歸屬予所有承授人（不僅就身為本公司附屬公司僱員、執行董事或董事的承授人而言））。

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8. Term of the RSU Scheme

Subject to the conditions referred to above being satisfied, the RSU Scheme shall be valid and effective for the period commencing on the date Listing (30 December 2022) and expiring on the tenth anniversary (i.e. 30 December 2032) thereof or such earlier date as the Scheme is terminated in accordance with the RSU Scheme (the "Term"), after which period no further RSUs shall be offered or granted but the provisions of the RSU Scheme shall remain in full force and effect in all other respects. Awards granted during the Term shall continue to be valid in accordance with their terms of grant after the end of the Term.

9. Grant of Awards

A grant shall be made to a Participant by a notice (the "Notice of Grant") specifying the terms on which the Award is to be granted, including the date of grant, the number of RSUs underlying the Award, the vesting date, the relevant vesting and/or other performance conditions that must be satisfied in order for the Award to vest in whole or in part and any other terms which the Remuneration Committee has determined shall apply to the Award.

10. Awards to be Personal to the Grantees

An Award shall be personal to the grantee. Before the Award is vested in a grantee pursuant to the RSU Scheme, the Award shall not be assignable or transferable by the grantee and the grantee shall not, without the prior written consent of the Remuneration Committee, in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to the Award, provided that following the grantee's death, an Award may be transferred by will or by the laws of testacy and distribution.

Where permitted by applicable laws and regulations (including the Listing Rules) and subject to the approval of the Stock Exchange, Awards may be transferred to a vehicle (such as a trust or a private company) for the benefit of the grantee and any family members of such grantee that would continue to meet the purpose of the RSU Scheme, provided the terms of the grant of such Award will continue to bind any such transferee with reference to the grantee, where relevant.

8. 受限制股份單位計劃的期限

在滿足上述條件的前提下，受限制股份單位計劃在上市日期（2022年12月30日）起至上市的第十週年（即2032年12月30日）或根據受限制股份單位計劃終止的較早日期止的期間內有效（「期限」），在此期間之後，不得再提供或授予受限制股份單位，但受限制股份單位計劃的規定在所有其他方面仍維持十足效力及作用。於期限內授出的獎勵於期限結束後根據其授出條款繼續有效。

9. 獎勵的授予

獎勵將以通知方式向參與者授出（「授予通知」），當中訂明授予獎勵的條款，包括授予日期、獎勵所涉的受限制股份單位數量、歸屬日期、為使獎勵全部或部分歸屬而須滿足的相關歸屬及／或其他績效條件，以及薪酬委員會確定的適用於獎勵的任何其他條款。

10. 獎勵僅向承授人個人授出

獎勵歸承授人個人所有。獎勵根據受限制股份單位計劃歸屬於承授人前，承授人不得出讓或轉讓，且未經薪酬委員會事先書面同意，承授人不得以任何方式將獎勵出售、轉讓、抵押、按揭、設立產權負擔或就獎勵設立以任何第三方為受益人的任何權益，但在承授人身故後，獎勵可根據遺囑或遺囑及分配法進行轉讓。

倘經適用法律法規（包括上市規則）許可並經聯交所批准，獎勵可轉移至為承授人及該等承授人任何家庭成員的利益而設立的工具（例如信託或私人公司），該工具可持續滿足受限制股份單位計劃目的，前提是授出該獎勵的條款將繼續約束任何此類受讓人（參照承授人，如相關）。

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11. Vesting of Awards

The vesting principles of the RSU Scheme are summarised below:

- (i) An Award shall vest on the relevant vesting date specified in the Notice of Grant. If the vesting of an Award is subject to the satisfaction of performance or other conditions and such conditions are not satisfied in whole or in part, the Award shall lapse automatically in respect of such proportion of underlying RSUs as have not vested.
- (ii) Awards which have vested shall be satisfied as soon as practicable on or after the vesting date and in any event by no later than 10 business days following the vesting date, at the Remuneration Committee's absolute discretion by allotting and issuing or transferring the relevant number of Shares to the grantee credited as fully paid or encashing the relevant Awards, the amount of which shall be determined by the Remuneration Committee at its sole and absolute discretion.
- (iii) If there are administrative and compliance reasons which mean that Awards could not have been made earlier, the Remuneration Committee may decide in its absolute discretion to shorten the vesting period of the Awards so as to put the grantees in the same position as they would have been in had the grant been made earlier.
- (iv) If the Company or any grantee would or might be prohibited by applicable laws, regulations or rules (including any dealing code of the Company) from dealing in the Shares on the vesting date, the date on which the relevant Shares shall be allotted and issued or transferred to the grantee shall occur as soon as possible after the date when such dealing is permitted.

11. 獎勵歸屬

受限制股份單位計劃的歸屬原則概述如下：

- (i) 獎勵須於授予通知指定的相關歸屬日期歸屬。倘獎勵的歸屬須待履行或其他條件達成後，而該等條件並未全部或部分達成，則獎勵將按未歸屬相關受限制股份單位的比例自動失效。
- (ii) 已歸屬的獎勵須於歸屬日期當天或之後在切實可行的範圍內盡快兌現，且無論如何不遲於歸屬日期後十個營業日，兌現方式為薪酬委員會全權酌情向承授人配發及發行或轉讓有關數量的入賬列作繳足的股份，或兌現相關獎勵，其金額將由薪酬委員會全權絕對酌情釐定。
- (iii) 倘因行政及合規原因而意味著無法更早作出獎勵，薪酬委員會可全權酌情決定縮短獎勵歸屬期間，以使承授人處於如獎勵更早授出時其本應處於的同地位。
- (iv) 倘本公司或任何承授人將會或可能被適用法律、法規或規則（包括本公司任何交易守則）禁止於歸屬日期買賣股份，則相關股份的配發及發行或轉讓予承授人，須於有關交易獲准許之日後在切實可行的範圍內盡快進行。

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12. Rights Attaching to the Awards and the Shares

Shares to be allotted and issued or transferred, (as the case may be) pursuant to the RSU Scheme will rank pari passu in all respects with the Shares then in issue except for any rights attaching to Shares by reference to a record date before the date of issue. A grantee shall have no rights in respect of Shares subject to RSUs until the Shares are allotted and issued or transferred to him (as the case may be) under the terms of the RSU Scheme.

13. Lapse and Cancellation of Awards

Subject to the RSU Scheme, an Award (or any part thereof) that has not vested shall lapse automatically on the earliest of:

- (i) the date of termination of the grantee's employment, service or engagement by any member of the Group;
- (ii) the date on which the grantee (1) becomes an officer, director, employee, consultant, adviser, partner of, or a shareholder or other proprietor owning more than 5% interest in any competitor of the Group without the prior written consent of the Board; or (2) knowingly performs any act that may confer any competitive benefit or advantage upon any competitor of the Group without the prior written consent of the Board;
- (iii) the date of the commencement of the winding-up of the Company;
- (iv) the time specified in paragraph (13) below;
- (v) the date on which the grantee (whether intentionally or otherwise) commits a breach of paragraph (9) above;
- (vi) the date on which the grantee is declared bankrupt or enters into any arrangement or compromise with his creditors generally; and

12. 獎勵及股份附帶的權利

根據受限制股份單位計劃將予配發及發行或轉讓的股份(視情況而定)將在所有方面與當時已發行股份享有同等地位,惟依據發行日期之前的記錄日期而附帶於股份的任何權利除外。在承授人根據受限制股份單位計劃的條款獲配發及發行或獲轉讓股份(視情況而定)前,不享有受限制股份單位所涉股份所附帶的權利。

13. 獎勵失效及取消

根據受限制股份單位計劃,尚未歸屬的獎勵(或其任何部分)將於下列時間(以最早發生者為準)自動失效:

- (i) 本集團任何成員公司終止承授人的僱傭、服務或聘用的日期;
- (ii) 承授人(1)未經董事會事先書面同意成為本集團任何競爭對手的高級人員、董事、僱員、諮詢員、顧問、合夥人或擁有本集團任何競爭對手5%以上權益的股東或其他東主之日;或(2)未經董事會事先書面同意在知情的情況下作出任何可能賦予本集團任何競爭對手任何競爭利益或優勢的任何行為之日;
- (iii) 本公司開始清盤的日期;
- (iv) 下文第(13)段規定的時間;
- (v) 承授人(不論是否有意)違反上文第(9)段的日期;
- (vi) 承授人被宣佈破產或與其債權人在總體上訂立任何安排或妥協的日期;及

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- (vii) in respect of an Award which is subject to performance or other vesting condition(s), the date on which the condition(s) to vesting of the Award is not satisfied (save that the Award shall lapse only in respect of such proportion of underlying RSUs as have not vested because of the application of such performance or other vesting condition(s)).

The Remuneration Committee may at any time with the consent of and on such terms as may be agreed with the relevant grantee cancel Awards previously granted but not yet vested and may, at its discretion, make a grant of new RSUs to the same grantee.

14. Corporate Events

In the event of:

- (i) a general offer by way of a takeover or otherwise (other than by way of scheme of arrangement pursuant to sub-paragraph (ii) below) which is made by any person to acquire all of the issued Shares (other than those already owned by the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becoming or being declared unconditional prior to the vesting date of any Award;

or

- (ii) a general offer by any person for the Shares by way of scheme of arrangement which is made to all the Shareholders and which is approved by the necessary number of Shareholders at the requisite meeting(s) prior to the vesting date of any Award; or

- (vii) 就須滿足履約或其他歸屬條件的獎勵而言，獎勵的歸屬條件未獲達成之日（除非獎勵僅就因適用該履約或其他歸屬條件而未歸屬的相關受限制股份單位的比例失效）。

薪酬委員會可經相關承授人同意並按其可能協定的條款，隨時註銷先已授出但尚未歸屬的獎勵，並可酌情向同一承授人授出新的受限制股份單位。

14. 法團事項

在以下情況下：

- (i) 任何人士以收購或以其他方式（根據下文第(ii)分段的債務償還安排除外）作出的全面要約收購，以收購所有已發行股份（由要約人及／或要約人控制的任何人士及／或與要約人聯合行動或一致行動的任何人士已經擁有的股份除外），而該要約在任何獎勵的歸屬日期之前成為或被宣佈為無條件；

或

- (ii) 任何人士以債務償還安排的方式就股份向所有股東提出全面要約，並在任何獎勵的歸屬日期之前在必要的會議上獲得必要數量的股東批准；或

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- (iii) a compromise or arrangement (other than a scheme of arrangement contemplated in sub-paragraph (ii) above) between the Company and the Shareholders and/or the creditors of the Company which is proposed for the purposes of or in connection with a plan for the reconstruction of the Company or its amalgamation with any other company or companies prior to the vesting date of any Award,

the Board shall prior to the offer becoming or being declared unconditional or (in the case of paragraph (ii) or (iii) prior to the date of the relevant meeting(s)), determine in its absolute discretion whether any Award that has not vested shall vest. To the extent that any Award does not vest, it shall lapse automatically on (in the case of paragraph (i)) the date on which the offer closes; (in the case of paragraph (ii)) the record date for determining entitlements under the scheme of arrangement; and (in the case of paragraph (iii)) on the date of the meeting of Shareholders or creditors.

In the event a notice is given by the Company to the Shareholders to convene a general meeting for the purposes of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company prior to the vesting date of any Award, the Company shall give notice thereof to all the grantees on the same day as it despatches to the Shareholders the notice convening the meeting. Notwithstanding any other terms on which the Award was granted, the Award shall vest so as to enable the allotment and issue or transfer, as the case may be of the relevant number of Shares underlying the Award by no later than two business days immediately prior to the date of the proposed general meeting. The Company shall as soon as possible and in any event no later than one business day immediately prior to the date of the proposed general meeting, procure the allotment and issue or transfer of the relevant number of Shares to the grantee which falls to be allotted and issued or transferred on such vesting of the Award or procure that a cash payment (or a combination of Shares and a cash payment) be made to the grantee. Provided that the resolution to voluntarily wind-up the Company is approved, any Award that has not vested shall lapse.

- (iii) 本公司與股東及／或本公司債權人之間的妥協或安排（上文第(ii)分段所述的債務償還安排除外），而提出該妥協或安排是為了或關乎在任何獎勵歸屬日期之前本公司的重組計劃或者與任何一家或多家公司進行合併的計劃，

董事會應在該要約成為或被宣佈為無條件之前，或（如屬第(ii)或(iii)段所述情況，在有關會議日期之前）全權決定任何尚未歸屬的獎勵是否應歸屬。未有歸屬的獎勵將於以下日期自動失效：如屬第(i)段所述情況，則為要約結束之日；如屬第(ii)段所述情況，則為釐定債務償還安排下之權利的記錄日期；及如屬第(iii)段所述情況，則為股東或債權人會議召開之日。

倘本公司於任何獎勵的歸屬日期前向股東發出召開股東大會的通知，以考慮並酌情批准本公司自願清盤的決議案，本公司須於向股東寄發召開大會的通知當日向所有承授人發出通知。不論已授出獎勵的任何其他條款，獎勵須歸屬，以便於不遲於緊接建議股東大會日期前兩個營業日能夠配發及發行或轉讓（視情況而定）獎勵所涉及的有關數目的股份。本公司須盡快且無論如何不遲於緊接建議股東大會日期前一個營業日，促使向承授人配發及發行或轉讓有關數目的股份以供於獎勵歸屬時配發及發行或轉讓，或促使向承授人作出現金付款（或股份與現金付款同時進行）。倘本公司自願清盤的決議案獲批准，則任何尚未歸屬的獎勵將失效。

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15. Reorganisation of Capital Structure

In the event of an alteration in the capital structure of the Company by way of a capitalisation issue, rights issue, subdivision or consolidation of shares or reduction of the share capital of the Company in accordance with applicable laws and the Listing Rules (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company or any of its subsidiaries is a party or in connection with any share option, restricted share or other share schemes of the Company) whilst any Award has not vested or has vested but has not yet been satisfied, the Remuneration Committee may adjust the number of Shares subject to an Award and/or the maximum aggregate number of new Shares which may be issued in respect of Awards granted under the RSU Scheme pursuant to Scheme Mandate Limit as it, in its absolute discretion, thinks fit so that any such adjustments give the grantees the same proportion of the share capital of the Company as that to which such grantees were previously entitled (rounded to the nearest whole Share).

16. Alteration of the RSU Scheme

Save as provided below, the Board may alter any of the terms of the RSU Scheme at any time, including but not limited to the method by which a grantee accepts the Award and such other minor amendments to benefit the administration of the RSU Scheme, provided that such alterations comply with the requirements of the Singapore Companies Act and the Listing Rules, to the extent applicable.

15. 資本結構重組

倘本公司根據適用的法律及《上市規則》，通過資本化發行、供股、股份分拆或合併或削減本公司股本而改變資本結構（不包括因本公司或其任何附屬公司為一方的交易中發行股份作為對價或與任何購股權、受限制股份或本公司其他股份計劃有關的股份發行而導致本公司資本結構的任何改變），則在任何獎勵尚未歸屬或已歸屬但尚未兌現的情況下，薪酬委員會可在其絕對酌情認為合適的情況下調整獎勵所涉股份的數目及／或根據計劃授權限額，調整就根據受限制股份單位計劃所授予獎勵而可能發行的最高新股總數，以使得承授人在本公司股本中所佔的比例與其先前享有的比例相同（約整至最接近的完整股數）。

16. 受限制股份單位計劃的變更

除下文所規定者外，董事會可隨時修改受限制股份單位計劃的任何條款，包括但不限於承授人接受獎勵的方式以及有利於管理受限制股份單位計劃的有關其他細微修改，惟該等修改須符合新加坡《公司法》及《上市規則》的要求（以適用者為限）。

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Any alterations to the terms and conditions of the RSU Scheme which are of a material nature or any alterations to the specific provisions of the RSU Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules to the advantage of grantees and changes to the authority of the Board in relation to any alteration of the terms of the RSU Scheme, in each case, must be approved by Shareholders in general meeting.

Any changes to the terms of the Awards granted must be approved by Board, the Remuneration Committee, the Independent Non-Executive Directors and/or the Shareholders in general meeting (as the case may be) if the initial grant of such Awards was approved by the Board, the Remuneration Committee, the Independent Non-Executive Directors and/or Shareholders in general meeting (as the case may be), except where the alterations or changes take effect automatically under the existing terms of the RSU Scheme. The Remuneration Committee's determination as to whether any proposed alteration to the terms and conditions of the RSU Scheme is material shall be conclusive.

The amended terms and conditions of the RSU Scheme and the Awards shall comply with the Listing Rules and the amendments thereto which will come into effect 1 January 2023, including in particular Chapter 17 of the Listing Rules and all applicable laws, rules and regulations.

對受限制股份單位計劃條款及條件的任何重大修改，或對與《上市規則》第17.03條所載事項相關的受限制股份單位計劃特定條文的任何有利於承授人的修改，及對董事會修改受限制股份單位計劃條款之權限的變更，均須獲股東於股東大會上批准。

倘獎勵的最初授予乃經董事會、薪酬委員會、獨立非執行董事及／或股東於股東大會上（視情況而定）批准，則對所授予獎勵條款的任何變更，均須經董事會、薪酬委員會、獨立非執行董事及／或股東於股東大會上（視情況而定）批准，有關修改或變更根據受限制股份單位計劃的現有條款自動生效的情況除外。薪酬委員會就受限制股份單位計劃的條款及條件的任何建議修改是否屬重大作出的決定為最終決定。

受限制股份單位計劃及獎勵的經修訂條款及條件，須遵守《上市規則》及其將於2023年1月1日生效的修訂條文（尤其包括《上市規則》第十七章）及所有適用法律、規則及法規的規定。

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As at the 31 December 2022, no Award of RSUs has been granted or agreed to be granted by the Company pursuant to the RSU Scheme. The scheme mandate limit is 10% of the shares in issue on the Listing Date, that is the aggregate number of shares which may be issued pursuant to awards granted under the AAG PSP and the RSU Scheme shall not exceed 10% of the shares in issue on the Listing Date (i.e 69,985,711 shares, being 10% of 699,857,112 shares in issue on 30 December 2022), up to the date of this annual report, 69,985,711 shares representing 9.99% of the shares in issue at the date of this annual report.

SHARE CAPITAL

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

As at 31 December 2022, the issued share capital of the Company was 699,857,112 shares. On 30 January 2023, the Company issued 606,000 Share at the offer price of HK\$6.40 per share pursuant to the partial exercise of the over-allotment options by the overall coordinator (on behalf of the international underwriters) in connection with the Global Offering. For further details, please refer to the announcement of the Company dated 20 January 2023. Immediately thereafter and up to the date of this annual report, the issued share capital of the Company was 700,463,112 Shares.

RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2022 are set out in note 33 to the consolidated financial statements.

於2022年12月31日，本公司並無根據受限制股份單位計劃授出或同意授出受限制股份單位。計劃授權限額為上市日期已發行股份的10%，即根據AAG績效股份計劃及受限制股份單位計劃授出的獎勵可能將予發行的股份總數不得超過上市日期已發行股份的10%（即69,985,711股，佔於2022年12月30日已發行股份699,857,112股的10%），直至本年報日期，69,985,711股股份佔本年報日期已發行股份的9.99%。

股本

截至2022年12月31日止年度，本公司股本變動詳情載於綜合財務報表附註31。

於2022年12月31日，本公司已發行股本為699,857,112股股份。於2023年1月30日，根據整體協調人（代表國際承銷商）就全球發售部分行使超額配股權，本公司以每股6.40港元的發售價發行606,000股股份。有關進一步詳情，請參閱本公司日期為2023年1月20日的公告。緊接及直至本年報日期，本公司已發行股本為700,463,112股。

儲備

截至2022年12月31日止年度，本集團儲備變動詳情載於綜合財務報表附註33。

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INTEREST-BEARING BANK BORROWINGS

The Company had bank loans of US\$311,926,000 as at 31 December 2022. Details of bank loans and other borrowings of the Group are set out in the note 29 to the consolidated financial statement.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property and equipment of the Group during the year ended 31 December 2022 are set out in note 15 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 1 to the consolidated financial statements.

DEBENTURE ISSUED

The Group did not issue any debenture during the year ended 31 December 2022.

DIVIDEND

The Board does not recommend the distribution of a final dividend and there is no dividend payment for the year ended 31 December 2022.

CHARITABLE DONATIONS

The Group did not make charitable donations during the year ended 31 December 2022.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "AAG Performance Share Plan" and "AAG post-IPO Restricted Share Unit Scheme" as set out in this report of the Directors, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Group, or existed during the year ended 31 December 2022.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the constitution of the Company or laws of Singapore where the Company is incorporated.

計息銀行借款

於2022年12月31日，本公司有311,926,000美元的銀行貸款。本集團銀行貸款和其他借款詳情載於綜合財務報表附註29。

物業、廠房及設備

截至2022年12月31日止年度，本集團的物業及設備變動詳情載於綜合財務報表附註15。

附屬公司

本公司附屬公司詳情載於綜合財務報表附註1。

已發行債券

截至2022年12月31日止年度，本集團並無發行任何債券。

股息

截至2022年12月31日止年度，董事會不建議派發末期股息及派付股息。

慈善捐贈

截至2022年12月31日止年度，本集團於並無作出慈善捐贈。

股權掛鈎協議

除董事會報告中「AAG績效股份計劃」及「AAG首次公开发售後受限制股份單位計劃」一節所披露者，截至2022年12月31日止年度，本公司概無訂立任何股票掛鈎協議而於截至2022年12月31日止年度亦無任何仍然生效之股票掛鈎協議，從而將會或可能導致本公司發行股份或要求本公司訂立任何將會或可能導致本公司發行股份的協議。

優先購買權

本公司組織章程或本公司註冊地新加坡法律均無優先購買權規定。

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TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

PERMITTED INDEMNITY

Pursuant to the Constitution and subject to the applicable laws and regulations, every Director and other officer shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge his duties or in relation thereto.

Such permitted indemnity provision has been in force for the year ended 31 December 2022. The Company has arranged appropriate liability insurance coverage for the Directors since the Listing Date.

SERVICE AGREEMENTS OF DIRECTORS

Each Director has entered into a letter of appointment in relation to his/her role as a director of the Company, which is subject to termination by the Director or the Company in accordance with the terms of the letter of appointment, the requirements of the Listing Rules and the provisions relating to the retirement and rotation of the Directors under the Constitution.

Directors' service contracts have a term of up to three years and the appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Constitution of the Company.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the total number of employees of the Group was 2,388. In compliance with Rule 3.25 of the Listing Rules and the CG Code as set out in Appendix 14 to the Listing Rules, the Company has established remuneration committee for developing remuneration policy, reviewing the remuneration structure of the Directors and senior management of the Group. Total employee benefit expenses (including Directors' emoluments, salaries, bonus, equity-settled share-based payment expenses) were approximately US\$58.72 million.

稅務寬減及豁免

董事概不知悉股東可因持有本公司證券而獲任何稅務寬減及豁免。

獲准許彌償

根據組織章程，在適用的法律法規規限下，各董事及其他高級人員均有權獲本公司以資產所作彌償，以抵消彼於執行及履行職責或與之相關的職責時所引致或將產生的任何費用、收費、損失、開支及債項。

截至2022年12月31日止年度，有關獲准許彌償條文已生效。本公司已自上市日期起為董事安排適當責任保險。

董事服務協議

每位董事已就其擔任本公司董事訂立委任函，可由董事或本公司根據委任函條款、上市規則規定及組織章程項下有關董事輪值退任的條文終止。

董事服務協議的期限最多為三年及董事的委任須受本公司章程文件項下的董事退任及輪值條文規限。

員工及薪酬政策

於2022年12月31日，本集團員工總數約為2,388名。本公司已根據上市規則第3.25條及上市規則附錄十四所載企業管治守則成立薪酬委員會以制定薪酬政策、檢討董事及本集團高級管理層的薪酬架構。總僱員福利開支（包括董事酬金、工資、獎金、以權益結算以股份為基礎的付款開支）約為58.72百萬美元。

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The remuneration package of the employees including salary, bonus, allowance, benefits in kind (including contributions to pension schemes) and pension or allowance on the retirement. The Company also adopted AAG PSP and RSU Scheme, details of which are set out in the section headed “AAG Performance Share Plan” and “AAG POST-IPO Restricted Share Unit Scheme” as set out in this report of the Directors.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

DIRECTORS' RIGHTS TO ACQUIRE SHARE OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the year, was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed for the year ended 31 December 2022.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective close associates had engaged in or had any interest in any business, apart from the Group's business, which competed or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2022, which would require disclosure under Rule 8.10 of the Listing Rules.

員工薪酬待遇包括工資、獎金、津貼、實物福利(包括退休金計劃供款)及退休金或津貼。本公司亦採納AAG首次公開發售後受限制股份單位計劃及受限制股份單位計劃，詳情載於董事會報告「AAG績效股份計劃」及「AAG首次公開發售後受限制股份單位計劃」一節。

董事概無放棄或同意放棄任何薪酬，本集團亦無向任何董事支付任何酬金作為其加入或加入本集團後的獎勵，或作為離職補償。

獨立非執行董事的獨立性

本公司已收到各獨立非執行董事的年度確認書，確認其獨立性符合上市規則第3.13條的要求。本公司認為全體獨立非執行董事均具有獨立性，並在本年報日期保持獨立性。

董事收購股份或債權證的權利

除於本年報另行披露者外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團的股份或債權證而獲得利益，且董事或其任何配偶或未滿18歲子女概無獲授予任何可認購本公司或任何其他法團的權益或債務證券的權利或已經行使任何有關權利。

管理層合約

截至2022年12月31日止年度，本公司並無就整體或任何重要環節業務方面訂立或存在管理及行政合約。

董事於競爭業務的權益

於截至2022年12月31日止年度內任何時間，董事或彼等各自的緊密聯繫人概無於本集團業務以外從事與本集團業務直接或間接構成競爭或可能構成競爭的業務或於其中擁有任何權益，而須根據上市規則第8.10條作出披露。

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DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉

As at 31 December 2022, the interests and short positions of the Directors and the Chief Executive of the Company in any of the Shares, underlying Shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

於2022年12月31日，本公司董事及最高行政人員於本公司及其相聯法團的任何股份、相關股份及債權證中的權益及淡倉（定義見《證券及期貨條例》第XV部），須根據《證券及期貨條例》第XV部第7及第8分部知會本公司及聯交所（包括其根據《證券及期貨條例》相關規定被當作或視作持有的權益及淡倉），或根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益及／或淡倉；或根據標準守則須知會本公司及聯交所的任何權益及／或淡倉將如下：

Interests in Shares and underlying Shares

於股份及相關股份中的權益

Name of Director or Chief Executive 董事或最高行政人員姓名	Nature of Interest 權益性質	Number of Shares 股份數目	Approximately Percentage ⁽¹⁾ 概約百分比 ⁽¹⁾
TAN Yong Nang 陳榮南	Interests in controlled corporation 受控制公司權益 Beneficial owner 實益擁有人 Interests held jointly with another person 與其他人士共同擁有的權益 Beneficial of trust 信託受益人	28,140,581(L) ⁽²⁾	4.02%
Edgar Dowse COLLINS Edgar Dowse COLLINS	Beneficial owner 實益擁有人	8,095,060(L) ⁽³⁾	1.16%
YANG Ku 楊庫	Beneficial owner 實益擁有人	3,058,200(L) ⁽⁴⁾	0.44%
GAO Lina 高麗娜	Beneficial owner 實益擁有人	166,500(L) ⁽⁵⁾	0.02%

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Notes:

- (L) denotes long position
- (1) The calculation is based on the total number of 699,857,112 issued Shares as at 31 December 2022.
- (2) The shares include of Mr. Tan Yong Nang (i) 15,758,898 shares are held by Great Alpha Investments Limited, which is wholly-owned by Mr. Tan; (ii) the entitlement of Mr. Tan to receive up to 1,195,470 Shares pursuant to the vesting of the Awards granted to him under the AAG PSP, subject to the vesting conditions of those Awards; (iii) 586,213 shares held jointly with Mdm Puah Bee Neo; and (iv) 10,600,000 shares as a founder of a discretionary trust who can influence how the trustee exercise at Mr. Tan's discretion.
- (3) The Shares of Mr. Edgar Dowse COLLINS include the entitlement of Mr. Collins to receive up to 1,258,000 Shares pursuant to the vesting of the Awards granted to him under the AAG PSP, subject to the vesting conditions of those Awards.
- (4) The Shares of Mr. Yang Ku include the entitlement of Mr. Yang to receive up to 503,200 Shares pursuant to the vesting of the Awards granted to him under the AAG PSP, subject to the vesting conditions of those Awards.
- (5) The Shares of Ms. Gao Lina include the entitlement of Ms. Gao to receive up to 166,500 Shares pursuant to the vesting of the Awards granted to her under the AAG PSP, subject to the vesting conditions of those Awards.

附註：

- (L) 指好倉
- (1) 根據2022年12月31日已發行股份總數699,857,112股計算。
- (2) 陳榮南先生的股份包括(i)由陳先生全資擁有之Great Alpha Investments Limited持有的15,758,898股股份；(ii)因根據AAG績效股份計劃授予其的獎勵獲歸屬，陳先生有權獲得最多1,195,470股股份，但須符合該等獎勵的歸屬條件；(iii)與Puah Bee Neo女士共同持有586,213股股份；及(iv)陳先生作為全權信託的創始人以可影響受託人行使其酌情權的方式持有的10,600,000股股份。
- (3) Edgar Dowse COLLINS先生的股份包括因根據AAG績效股份計劃授予其的獎勵獲歸屬，Collins先生有權獲得最多1,258,000股股份，但須符合該等獎勵的歸屬條件。
- (4) 楊庫先生的股份包括因根據AAG績效股份計劃授予其的獎勵獲歸屬，楊先生有權獲得最多503,200股股份，但須符合該等獎勵的歸屬條件。
- (5) 高麗娜女士的股份包括因根據AAG績效股份計劃授予其的獎勵獲歸屬，高女士有權獲得最多166,500股股份，但須符合該等獎勵的歸屬條件。

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SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

於股份及相關股份中的主要股東權益及短倉

As at 31 December 2022, so far as is known to Directors or chief executive of the Company are aware, the following persons (other than the Directors and chief executive of the Company) had or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register kept by the Company pursuant to section 336 of the SFO:

於2022年12月31日，就本公司董事或就最高行政人員所悉，下列人士（除本公司董事或最高行政人員外）擁有或被視為或被當作擁有於股份或相關股份中持有根據《證券及期貨條例》第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉或須記錄在本公司根據《證券及期貨條例》第336條存置的權益或淡倉：

Name of Substantial Shareholders 股東姓名／名稱	Nature of Interest 性質	Number of Shares 股份數目	Approximately Percentage ⁽¹⁾ 概約百分比 ⁽¹⁾
Rangi Management Limited	Beneficial owner	224,099,338(L) ⁽²⁾	32.02%
Rangi Management Limited	實益擁有人		
Fusion Investment Holdings Limited	Interest in controlled entity	224,099,338(L) ⁽²⁾	32.02%
融合投資控股有限公司	受控實體權益		
Morze International Limited	Beneficial owner	62,155,958(L) ⁽⁵⁾	8.88%
Morze International Limited	實益擁有人		
Ms. Rachel Anastasia Kolonas	Settlor/Beneficiary of Trust	62,155,958(L) ⁽⁵⁾	8.88%
Rachel Anastasia Kolonas女士	信託委託人／受益人		
Highvern Trustees Limited	Trustee of Trusts	307,598,171(L) ⁽²⁾⁽⁵⁾	43.95%
Highvern Trustees Limited	信託受託人		
Mr. Renaldo Santosa	Joint investment power	258,982,213(L) ⁽²⁾⁽³⁾	37.01%
Renaldo Santosa先生	holder and beneficiary of Trust 聯合信託投資權力持有人及受益人		
	Beneficial owner	356,860(L) ⁽⁴⁾	0.05%
	實益擁有人		
Ms. Gabriella Santosa	Joint investment power	258,982,213(L) ⁽²⁾⁽³⁾	37.01%
Gabriella Santosa女士	holder and beneficiary of Trust 聯合信託投資權力持有人及受益人		
	Beneficial owner		
	實益擁有人		
MNM Holdings Limited	Interests in controlled corporation	307,598,171(L) ⁽⁶⁾	43.95%
MNM Holdings Limited	受控制公司權益		
Mr. Martin John Hall	Interests in controlled corporation	307,598,171(L) ⁽⁶⁾	43.95%
Martin John Hall先生	受控制公司權益		
Ms. Naomi Julia Rive	Interests in controlled corporation	307,598,171(L) ⁽⁶⁾	43.95%
Naomi Julia Rive女士	受控制公司權益		
Meiji (China) Investment Company, Limited	Beneficial owner	155,451,785(L)	22.21%
明治(中國)投資有限公司	實益擁有人		

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Notes:

(L) denotes long position

(1) The calculation is based on the total number of 699,857,112 issued Shares as at 31 December 2022.

(2) Rangi Management Limited is wholly owned by Fusion Investment Holdings Limited. Tasburgh Limited holds 21,342,875 Shares. The shares in each of Fusion Investment Holdings Limited and Tasburgh Limited are collectively held by Magnus Nominees Limited and Fidelis Nominees Limited as bare trustees on trust for their sole shareholder, Highvern Trustees Limited, as trustee of the Scuderia Trust, which is a reserved power discretionary trust. The Shares held by Rangi Management Limited and Tasburgh Limited are assets of the Scuderia Trust. Mr. Renaldo Santosa and Ms. Gabriella Santosa are appointed as the joint investment power holders of the Scuderia Trust. Under the terms of the Scuderia Trust, they are jointly entitled, as investment power holders, to direct the trustee of the Scuderia Trust, Highvern Trustees Limited, to procure to the best of its ability that the directors of Fusion Investment Holdings Limited and Tasburgh Limited act in accordance with his instructions in relation to the investments of the Scuderia Trust. By virtue of the SFO, each of Mr. Renaldo Santosa, Ms. Gabriella Santosa and Highvern Trustees Limited (as trustee of the Scuderia Trust) is deemed to be interested in the Shares held by Rangi Management Limited and Tasburgh Limited, and Fusion Investment Holdings Limited is deemed to be interested in the Shares held by Rangi Management Limited. Rangi Management Limited is also deemed interested in Japfa Ltd's 11,704,038 Shares in the Company.

The beneficiaries of the Scuderia Trust are Mdm. Farida Gustimego Santosa, her children (Mr. Renaldo Santosa, Ms. Gabriella Santosa, Mr. Mikael Santosa and Mr. Raffaella Santosa) and remoter issue.

Rangi Management Limited has pledged 168,395,300 of its shares to an independent third party financial institution.

(3) Tallowe Services Inc. holds 13,540,000 Shares. Tallowe Services Inc. is wholly owned by Magnus Nominees Limited and Fidelis Nominees Limited as bare trustees for the estate of Mr. Handojo Santosa. Mr. Renaldo Santosa and Ms. Gabriella Santosa are beneficiaries of Mr Handojo Santosa's interest in Tallowe Services Inc.

(4) Mr. Renaldo Santosa holds 356,860 Shares through his client account with a financial institution.

附註：

(L) 指好倉

(1) 根據2022年12月31日已發行股份總數699,857,112股計算。

(2) Rangi Management Limited由融合投資控股有限公司全資擁有。Tasburgh Limited持有21,342,875股股份。Magnus Nominees Limited及Fidelis Nominees Limited(均作為被動受託人)為其唯一股東Highvern Trustees Limited(為Scuderia Trust(一隻保留權力的全權信託)的受託人)的利益，以信託形式共同持有融合投資控股有限公司及Tasburgh Limited的股份。Rangi Management Limited及Tasburgh Limited持有的股份為Scuderia Trust的資產。Renaldo Santosa先生及Gabriella Santosa女士獲委任為Scuderia Trust的聯合投資權力持有人。根據Scuderia Trust的條款，彼等共同有權作為投資權力持有人，指示Scuderia Trust的受託人Highvern Trustees Limited，盡其所能地促使融合投資控股有限公司及Tasburgh Limited的董事按照其就Scuderia Trust投資的指示行事。根據《證券及期貨條例》，Renaldo Santosa先生、Gabriella Santosa女士及Highvern Trustees Limited(作為Scuderia Trust的受託人)均被視作於Rangi Management Limited及Tasburgh Limited持有的股份中擁有權益，而融合投資控股有限公司則被視作於Rangi Management Limited持有的股份中擁有權益。

Scuderia Trust的受益人為Farida Gustimego Santosa女士、其子女(Renaldo Santosa先生、Gabriella Santosa女士、Mikael Santosa先生及Raffaella Santosa先生)以及遠親。

Rangi Management Limited 已將其168,395,300股股份質押予一間獨立的第三方財務機構。

(3) Tallowe Services Inc.持有13,540,000股股份。Tallowe Services Inc.由Magnus Nominees Limited及Fidelis Nominees Limited作為Handojo Santosa先生財產的被動受託人全資擁有。Renaldo Santosa先生及Gabriella Santosa女士為Handojo Santosa先生於Tallowe Services Inc.的權益之受益人。

(4) Renaldo Santosa先生通過其於一家金融機構的客戶賬戶持有356,860股股份。

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(5) The shares in Morze International Limited are held by Magnus Nominees Limited and Fidelis Nominees Limited as bare trustees on trust for their sole shareholder, Highvern Trustees Limited, as trustee of the Capital Two Trust, which is a reserved power discretionary trust. The Shares held by Morze International Limited are assets of the Capital Two Trust. Highvern Trustees Limited is the trustee of Capital Two Trust. Ms. Rachel Anastasia Kolonas is the settlor of Capital Two Trust. By virtue of the SFO, Ms. Rachel Anastasia Kolonas and Highvern Trustees Limited (as trustee of the Capital Two Trust) are each deemed to be interested in the Shares held by Morze International Limited. Ms. Rachel Anastasia Kolonas is Mr. Renaldo Santosa and Ms. Gabriella Santosa's cousin.

The beneficiaries of the Capital Two Trust are Ms. Rachel Anastasia Kolonas, her issue and remoter issue and her aunt, Ms. Tati Santosa.

- (6) Highvern Trustees Limited is a professional trustee.
- (7) MNM Holdings Limited is the holding company of Highvern Trustees Limited, which has an interest in the Shares as trustee of the Scuderia Trust and the Capital Two Trust. MNM Holdings Limited is wholly owned by Martin John Hall and Naomi Julia Rive in equal shareholding proportions. By virtue of the SFO, each of MNM Holdings Limited, Martin John Hall and Naomi Julia Rive is deemed to be indirectly interested in the Shares that Highvern Trustees Limited is interested in.
- (8) Save as disclosed above, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of HKEX or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2023 as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to HKEX and the SFC under the Model Code.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period from the Listing Date to 31 December 2022.

(5) Magnus Nominees Limited及Fidelis Nominees Limited (均作為被動受託人)為其唯一股東Highvern Trustees Limited (為Capital Two Trust (一隻保留權力的全權信託)的受託人)的利益,以信託形式持有Morze International Limited的股份。Morze International Limited所持有的股份為Capital Two Trust的資產。Highvern Trustees Limited為Capital Two Trust的受託人。Rachel Anastasia Kolonas女士是Capital Two Trust的委託人。根據《證券及期貨條例》, Rachel Anastasia Kolonas女士及Highvern Trustees Limited (作為Capital Two Trust的受託人)均被視作於Morze International Limited持有的股份中擁有權益。Rachel Anastasia Kolonas女士是Renaldo Santosa先生及Gabriella Santosa女士的表親。

Capital Two Trust的受益人為Rachel Anastasia Kolonas女士、其後代及遠親以及其姨母Tati Santosa女士。

- (6) Highvern Trustees Limited為專業受託人。
- (7) MNM Holdings Limited為Highvern Trustees Limited的控股公司,該公司作為受託人於Scuderia Trust及Capital Two Trust的股份中擁有權益。MNM Holdings Limited由Martin John Hall及Naomi Julia Rive以同等持股比例全資擁有。根據《證券及期貨條例》, MNM Holdings Limited、Martin John Hall及Naomi Julia Rive均被視作於Highvern Trustees Limited所擁有權益的股份中間接擁有權益。

除上述披露外,於2023年12月31日,概無董事於聯交所或其任何相聯法團(定義見《證券及期貨條例》第XV部)股份、相關股份及債權中擁有記錄於根據《證券及期貨條例》第352條須存置的登記冊,或根據標準守則須知會聯交所及證監會的權益或淡倉。

購買、出售或贖回上市證券

上市日期至2022年12月31日期間,本公司及其附屬公司並無購買、出售或贖回任何本公司上市證券。

Report of Directors

董事會報告書

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, AGREEMENTS & CONTRACTS OF SIGNIFICANCE

Save for the continuing connected transactions as described in the paragraph headed "Continuing Connected Transactions" as set out in this report of the Directors, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company, any of its subsidiaries, fellow subsidiaries or its parent company was a party and in which any Director or any entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the year ended 31 December 2022 under review.

USE OF NET PROCEEDS FROM LISTING

The Company's Shares were successfully listed on Main Board of The Stock Exchange on 30 December 2022 (the "Listing Date") with 30,640,000 Shares issued and net proceeds of approximately HK\$101.4 million raised from the global offering of the Shares on the Stock Exchange (the "Global Offering"). Due to the proximity in time between the completion of the Global Offering and the year end date, the net proceeds from the Global Offering were unutilised as at 31 December 2022.

On 20 January 2023, the over-allotment option as described in the Prospectus was partially exercised by the Overall Coordinators (on behalf of the International Underwriters) with 606,000 additional Shares issued and additional net proceeds of approximately HK\$3.88 million received by the Company. As of the date of this announcement, the total net proceeds of the Global Offering of a total of 31,246,000 Shares of approximately HK\$105.28 million (the "Net Proceeds") remained unutilised.

董事及控股股東於重大交易、協議及合約之權益

除本董事會報告所載「持續關連交易」一段中所述之持續關連交易外，於財政年度末或截至2022年12月31日止回顧年度的任何時間，概無存續本公司、其任何附屬公司、同系附屬公司或其母公司為訂約方，且任何董事或任何與其相關連的實體在當中直接或間接擁有重大權益的有關本集團業務的重大交易、安排或合約。

上市所得款項淨額用途

本公司的股份於2022年12月30日（「上市日期」）在聯交所主板成功上市，已發行30,640,000股股份，股份於聯交所的全球發售（「全球發售」）籌得所得款項淨額約101.4百萬港元。由於全球發售的完成時間臨近年結日，於2022年12月31日全球發售所得款項淨額尚未動用。

於2023年1月20日，整體協調人（代表國際承銷商）已部分行使招股章程所述的超額配股權，以發行606,000股額外股份為本公司額外籌得所得款項淨額約3.88百萬港元。截至本公告日期，全球發售合共31,246,000股股份籌得的總所得款項淨額約105.28百萬港元（「所得款項淨額」）尚未動用。

Report of Directors

董事會報告書

Change in Use of Proceeds

As disclosed in the “Future Plans and Use of Proceeds” section in the Prospectus, the Company intended to use all of the Net Proceeds to build farm facilities and to purchase equipment for Pure Source Farm 4, where construction was at the time expected to commence in April 2023.

The Directors propose to change the use of proceeds to utilise the Net Proceeds for payments to contractors and equipment vendors of Pure Source Farm 3, which were originally expected to be satisfied with internally generated cash flows and bank loans. As disclosed in the Prospectus, Pure Source Farm 3, which is located in Shandong with expected holding capacity for 17,000 dairy cows and expected milking capacity for 7,000 milking cows, commenced development in April 2022 and commenced commercial production in January 2023 as planned. The Net Proceeds will be used to pay for (i) two milking equipment, (ii) 37 vehicle equipment for cow raising and feeding, (iii) cooling equipment and other breeding ancillary equipment and facilities and (iv) cow manure treatment facilities.

Reasons for the Change in Use of Proceeds

As disclosed in the Prospectus, the prices of raw milk have been volatile historically, primarily due to fluctuations in the supply and demand of dairy products, and consumption structure in the downstream dairy market is constantly changing. The Company routinely monitors raw milk prices and demand. While the Directors currently continue to expect an increase in the overall demand for mid-to-high-end dairy products in the longer term, the Directors have considered evolving market conditions. In particular, milk demand over the Chinese New Year celebrations, which is traditionally a period of strong consumer spending, was lower than expected, and an expected surge in milk demand following the long-awaited opening up of China and its relaxation of Covid-19 restrictions has not yet materialised. In light of such recently available data, the Company currently expects the outlook for milk prices and demand to remain muted in the short term. The Company has therefore decided to extend the construction period of Pure Source Farm 4 from April 2023 to Dec 2023, to April 2023 to Dec 2024. Correspondingly, the originally scheduled payments to contractors and equipment suppliers of Pure Source Farm 4 will be postponed until 2024.

所得款項用途變更

誠如招股章程「未來計劃及所得款項用途」一節所披露，本公司擬將所得款項淨額全部用於為醇源牧場4建造牧場設施及購買設備，該等建設當時預計將於2023年4月開始動工。

董事建議變更所得款項用途，將所得款項淨額用於支付醇源牧場3的承包商及設備供應商，原先乃預計用內部產生的現金流及銀行貸款支付。誠如招股章程所披露，位於山東的醇源牧場3(預計存欄量為17,000頭奶牛，預計產奶規模為7,000頭泌乳牛)已於2022年4月開始開發，並按計劃於2023年1月開始商業生產。所得款項淨額將用於支付(i)兩套擠奶設備；(ii)37台奶牛飼養車輛設備；(iii)降溫設備及其他養殖輔助設備和設施及(iv)牛糞處理設施。

所得款項用途變更之理由

誠如招股章程所披露，原料奶價格歷來波動，乃主要由於乳製品的供需波動，下游乳製品市場的消費結構不斷變化。本公司定期監控原料奶價格和需求。儘管董事目前繼續預計中高端乳製品整體需求於較長期內會增長，但董事已考慮不斷變化的市場狀況。特別是，春節歡慶期間(通常是消費支出強勁的時期)的牛奶需求低於預期，而中國期待已久的開放及放寬Covid-19限制後的牛奶需求預期激增尚未出現。鑒於近期可得的數據，本公司目前預計牛奶價格及需求的前景於短期內將持續低迷。因此，本公司決定將醇源牧場4的建設期從2023年4月至2023年12月，延長至2023年4月至2024年12月。相應地，原定支付醇源牧場4的承包商和設備供應商的款項也將推遲到2024年。

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The Directors believe that due to the decision to extend the construction period of Pure Source Farm 4, instead of depositing the Net Proceeds into short-term interest-bearing accounts pending deployment for Pure Source Farm 4, the Net Proceeds would be better utilised to pay for the construction of Pure Source Farm 3 which has completed construction and commenced commercial production in January 2023 as planned. As the construction of Pure Source Farm 3 was originally intended to be financed partly by bank loans, the utilisation of the Net Proceeds on Pure Source Farm 3 will reduce bank borrowings that would otherwise be needed to pay the contractors of and suppliers to Farm 3 and would therefore be a better use of the Company's financial resources.

The revised use of proceeds is set out below:

董事認為由於延長決定醇源牧場4的建設期，而非將所得款項淨額存入短期計息賬戶，以待開發醇源牧場4，所得款項淨額將能更好用於支付建設醇源牧場3的費用，該牧場已按計劃於2023年1月完工並開始商業化生產。由於建設醇源牧場3原擬定部分由銀行貸款撥資，醇源牧場3動用所得款項淨額將減少用於支付牧場3的承包商及供應商的銀行借款，因此將更好地利用本公司的財務資源。

經修訂之所得款項用途載列如下：

Use of Proceeds	Percentage of Total Net Proceeds	Approximate Amount	Actual Usage	Unutilised Net Proceeds	Expected Timeline for Utilisation of Proceeds
			up to 31 December 2022	as at 31 December 2022	
所得款項用途	佔所得款項淨額總數的百分比	概約金額	截至2022年12月31日的實際動用情況	於2022年12月31日之未動用所得款項淨額	預期時間表
(i) two milking equipment 兩套擠奶設備	9.5%	HK\$10.02 million 10.02百萬港元	Nil 零	HK\$10.02 million 10.02百萬港元	Before 30 April 2023 2023年4月30日之前
(ii) 37 vehicle equipment for cow raising and feeding 37台奶牛飼養車輛設備	10.9%	HK\$11.5 million 11.5百萬港元	Nil 零	HK\$11.5 million 11.5百萬港元	Before 30 April 2023 2023年4月30日之前
(iii) cooling equipment and other breeding ancillary equipment and facilities 降溫設備及其他養殖輔助設備和設施	76.0%	HK\$80.04 million 80.04百萬港元	Nil 零	HK\$80.04 million 80.04百萬港元	Before 30 April 2023 2023年4月30日之前
(iv) cow manure treatment facilities 牛糞處理設施	3.6%	HK\$3.72 million 3.72百萬港元	Nil 零	HK\$3.72 million 3.72百萬港元	Before 30 April 2023 2023年4月30日之前
Total 總計	100%	HK\$105.28 million 105.28百萬港元		HK\$105.28 million ¹ 105.28百萬港元 ¹	

¹ After the completion of the partial exercise of the Over-allotment Option on 20 January 2023.

¹ 於2023年1月20日完成部分行使超額配股權後。

Report of Directors

董事會報告書

The Board's views

The Board will closely monitor the utilisation of the Net Proceeds. The Board further confirms that there is no material change in the business of the Group as set out in the Prospectus. The Board considers that the proposed change in use of the Net Proceeds will not have any material adverse impact on the operations of the Group and is in the interests of the Company and the shareholders of the Company as a whole.

CONTINUING CONNECTED TRANSACTIONS

1. Technical Service Agreement

Annona Technical Services Pte. Ltd. ("ATS"), a wholly-owned subsidiary of Japfa Ltd. (a close associate of the controlling shareholder of the Company) entered into an amended and restated technical services agreement (the "Technical Service Agreement") with the Company dated 14 December 2022. ATS has agreed to provide financial solutions (including assisting with certain technical aspects of the financial statements and upgrading the financial management tools to review the Group's business against key performance indicators), debt financing and debt risk solutions (including providing training to the Group's staff on financial, capital expenditure and budget planning, developing balanced capital structure and assisting with managing relationships with debt partners), legal solutions, human resource solutions, strategic solutions and digitalization solutions on a cost-sharing basis (the "Technical Service") to the Group on normal commercial terms and at an arm's length service fee equal to cost plus a 5% mark-up, subject to a yearly cap on the amount payable by the Group to ATS. Technical Service Agreement is for an initial term commencing on the Listing Date (30 December 2022) and expiring on 31 December and thereafter will be automatically renewed for successive terms of three years subject to compliance with the relevant requirements of the Listing Rules, unless either party issues a written notice of non-renewal or either party terminates such agreement by giving six months' written notice.

The proposed maximum annual services fee payable by the Group to ATS for provision of the Technical Services for year 2022, year 2023, and year 2024 will not exceed US\$0.65 million, US\$0.75 million and US\$0.8 million, respectively.

董事會意見

董事會將密切關注所得款項淨額的使用情況。董事會進一步確認，招股章程所述的本集團業務並無發生重大變化。董事會認為，建議變更所得款項淨額用途不會對本集團的運營產生任何重大不利影響，並且符合本公司及本公司股東的整體利益。

持續關連交易

1. 技術服務協議

佳發(本公司控股股東之緊密聯繫人)的全資附屬公司Annona Technical Services Pte. Ltd. (「ATS」)與本公司於2022年12月14日訂立經修訂及重列技術服務協議，ATS已同意按正常商業條款及公平協商的服務費(相當於成本加5%附加費，但受本集團應付ATS款項的年度上限規限)向本集團提供財務解決方案(包括協助財務報表的某些技術方面及升級財務管理工具，從而根據關鍵績效指標審閱本集團的業務)、債務融資及債務風險解決方案(包括為本集團的員工提供財務、資本支出及預算規劃方面的培訓、發展平衡的資本結構以及協助管理與債務夥伴的關係)、法律解決方案、人力資源解決方案、戰略解決方案及數字化解決方案(「技術服務」)。技術服務協議初始期限為自上市日期(2022年12月30日)起至12月31日止，除非任何一方發出拒絕重續的書面通知或任何一方提前六個月發出書面通知終止協議，否則此後將自動重續三年，但須符合上市規則的相關規定。

於2022年、2023年及2024年，本集團就提供技術服務應向ATS支付的建議最高年度服務費將分別不超過0.65百萬美元、0.75百萬美元及0.8百萬美元。

Report of Directors

董事會報告書

For the year ended 31 December 2022, the total amount of service fee payable by the Group in relation to the Technical Services amounted to US\$0.5 million which did not exceed the annual cap of US\$0.65 million.

Japfa Ltd. is a close associate of controlling shareholders (comprising Mr. Renaldo Santosa, Ms. Gabriella Santosa, the Scuderia Trust, Highvern Trustees Limited (as trustee of the Scuderia Trust), Magnus Nominees Limited, Fidelis Nominees Limited, Fusion Investment Holdings Limited, Rangi Management Limited, Tasburgh Limited and Tallowe Services Inc.) of the Company. Accordingly, Japfa Ltd. and its subsidiary ATS are connected persons of the Company under the Listing Rules and the transaction between ATS and the Company constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Further details of the above Technical Services Agreement have been set out in the section "Connected Transactions" in the Prospectus.

2. Supply Agreement

Annona Pte. Ltd., ("Annona") a wholly-owned subsidiary of Japfa Ltd. (a close associate of the controlling shareholder of the Company) entered into a supply agreement (the "Supply Agreement") with the Company dated 14 December 2022, Annona has agreed to supply the feed (such as alfalfa, hay and oats) and other agricultural commodities, premixes and vitamins (the "Goods") on normal commercial terms and on CIF (cost, insurance, freight) at the prevailing market price of similar Goods, subject to an overall trading margin which is capped at 5% of Annona's earnings before interest and tax for each financial year. The Supply Agreement is for a term commencing from the Listing Date (30 December 2022) and expiring on 31 December 2024 and thereafter will be automatically renewed for successive terms of three years subject to compliance with the relevant requirements of the Listing Rules, unless either party terminates such agreement by giving one month's written notice.

The proposed maximum annual purchase amounts payable by the Group to Annona for the supply of the Goods for the year 2022, 2023 and 2024 will not exceed US\$32 million, US\$39 million and US\$42 million, respectively.

截至2022年12月31日止年度，本集團就技術服務應付的服務費總額為0.5百萬美元，不超過年度上限0.65百萬美元。

佳發為本公司控股股東（包括Renaldo Santosa先生、Gabriella Santosa女士、Scuderia Trust、Highvern Trustees Limited（作為Scuderia Trust的受託人）、Magnus Nominees Limited、Fidelis Nominees Limited、融合投資控股有限公司、Rangi Management Limited、Tasburgh Limited及Tallowe Services Inc.）之緊密聯繫人。因此，根據上市規則，佳發及其附屬公司ATS為本公司之關連人士，而ATS與本公司之交易構成上市規則第十四A章項下之本公司持續關連交易。

有關上述技術服務協議之進一步詳情載於招股章程「關連交易」一節。

2. 供應協議

佳發（本公司控股股東之緊密聯繫人）的全資附屬公司Annona Pte. Ltd.（「Annona」）與本公司於2022年12月14日訂立供應協議（「供應協議」），Annona已同意按正常商業條款和到岸價（成本、保險、運費），以類似貨物的現行市場價格供應飼料（如苜蓿、乾草和燕麥）和其他農產品、預混料和維生素（「貨物」），但總體貿易保證金不得超過Annona每個財政年度扣除利息和稅項前盈利的5%。供應協議的期限為自上市日期（2022年12月30日）起至2024年12月31日止，除非任何一方提前一個月發出書面通知終止協議，否則此後將自動重續三年，但須符合上市規則的相關規定。

於2022年、2023年及2024年，本集團就供應貨物應向Annona支付的建議最高年度總採購額將分別不超過32百萬美元、39百萬美元及42百萬美元。

Report of Directors

董事會報告書

For the year ended 31 December 2022, the total amount of purchase amounts payable by the Group in relation to the Goods amounted to approximately US\$33.44 million (the “2022 Transaction Amount”), which exceeded the original the annual cap of US\$32 million (“Original 2022 Cap”) by US\$1.44 million (approximately 4.5%) (the “Exceeded Amount”).

The 2022 Transaction Amount exceeded the Original 2022 Cap for the following reasons:

- (i) During 2022, due to a number of factors outside of the Group’s control, including unexpected expressway closure, regional/municipality lockdowns in the PRC due to COVID-19 policies and unprecedented weather conditions, the Group experienced various unexpected temporary delays to the delivery schedule of imported goods arriving at ports and consequently, to the Group’s farms.
- (ii) As a measure to mitigate potential interruptions to the supply of the goods which are essential to the Group’s farm operations (including the Goods under the Supply Agreement) during 2022, the Group had been asking its suppliers (including Annona) and shipping agents to make transportation arrangements earlier, in order to budget for uncertainties over shipping and transportation times, avoid potential delays of delivery of important feed goods, maintain adequate inventory levels (as part of the Group’s supply chain management as disclosed in the Prospectus) and thereby minimise potential impact to the Group’s operations. Generally, once a supplier books container spaces on vessel freights for the shipment of goods, the delivery time of a shipment is out of the Group’s control.
- (iii) The Group had planned for US\$2.44 million worth of Goods to be shipped from December 2022 to January 2023. Among those orders, US\$1.47 million of such Goods were expected to be shipped and recorded in the Company’s accounts in January 2023.

截至2022年12月31日止年度，本集團就貨物應付的總採購額為約33.44百萬美元（「2022年交易額」），超出原年度上限32百萬美元（「原2022年上限」）的1.44百萬美元或約4.5%（「超出額」）。

2022年交易金額超過原2022年上限的理由如下：

- (i) 2022年，由於若干非本集團能夠控制的因素，包括高速公路意外關閉、中國因COVID-19防疫政策發生區域／市政封鎖及前所未有的天氣狀況，本集團的進口貨物計劃抵港時間發生各種臨時意外交付延遲情況，導致延遲向本集團牧場交貨。
- (ii) 2022年，為緩解對本集團牧場營運至關重要的貨物（包括供應協議下的貨物）供應可能出現的中斷情況，本集團一直要求供應商（包括Annona）及貨運代理盡早安排發貨，以預先考慮航運及運輸時間的不確定性因素，避免潛在的重要飼料貨物延誤交付，維持充足的存貨水平（此乃招股章程所披露本集團供應鏈管理的一部分），從而將對本集團營運的潛在影響降到最低。一般而言，一旦供應商就貨物運輸預訂船運集裝箱艙位，本集團則無法控制貨物交付時間。
- (iii) 本集團曾計劃採購價值2.44百萬美元的貨物，於2022年12月至2023年1月期間付運。該等訂單中1.47百萬美元的貨物預計於2023年1月付運及於本公司賬目內入賬。

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董事會報告書

- (iv) However, in the second half of December 2022, US\$1.47 million worth of Goods which the Group initially expected to be shipped in January 2023 were shipped by Annona in December 2022. The transaction amount of US\$1.47 million was recorded in the Company's accounts for the year 2022.
- (v) The transaction amounts for January to November 2022 under the Supply Agreement were approximately US\$31 million. Had the Goods for US\$1.47 million been shipped (and the relevant transactions recorded in the Company's accounts) in January 2023 as originally expected rather than December 2022, the transaction amounts for the financial year 2022 would have been US\$31.97 million and the Original 2022 Cap would not have been exceeded.

The Group has adopted the following rectification measures with respect to the 2022 Transaction Amount having exceeded the Original 2022 Cap:

- (i) Reducing the maximum transaction amounts for the year 2023 by the Exceeded Amount (i.e. from the original annual cap of US\$39 million to US\$37.5 million) such that, in aggregate, the total transaction amounts for the year 2022 and the year 2023 will not exceed the total annual caps for the year 2022 and the year 2023 as disclosed in the Prospectus.
- (ii) Adopting the following measures to ensure future compliance with the connected transaction requirements under the Listing Rules:
- (a) strengthening the Group's internal controls to ensure that the transaction amounts for continuing connected transactions will not exceed their annual caps, including more frequent reviews of the orders and transaction amounts of continuing connected transactions and relevant factors which affect the transaction amounts (such as timing of shipment and price of the relevant goods and services) and rigorous forecasting of transaction amounts out to the end of the financial year;

- (iv) 然而，2022年12月下旬，本集團最初預計於2023年1月付運的價值1.47百萬美元的貨物已於2022年12月由Annona付運。1.47百萬美元的交易金額於本公司2022年的賬目內入賬。


- (v) 供應協議項下2022年1月至11月的交易金額約為31百萬美元。若1.47百萬美元的貨物按最初預期於2023年1月而非2022年12月付運（及相關交易於本公司賬目內入賬），則2022財政年度的交易金額將為31.97百萬美元，不會超過原2022年上限。

本集團已就2022年交易金額超過原2022年上限採取以下糾正措施：

- (i) 將2023年的最高交易金額減超出金額（即由原年度上限39百萬美元減少至37.5百萬美元），因此，2022年及2023年的合計交易總額將不會超過招股章程所披露的2022年及2023年的年度上限總額。
- (ii) 採取以下措施，確保日後遵守上市規則項下關連交易規定：
- (a) 加強本集團內部控制，確保持續關連交易的交易金額不會超過其年度上限，包括更頻繁審查持續關連交易的訂單及交易金額以及影響交易金額的相關因素（如交貨時間以及相關貨物及服務價格），並嚴謹預測財政年度結束前的交易金額；

Report of Directors

董事會報告書

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- (b) implementing more systematic and frequent communication with counterparties of continuing connected transactions to monitor the transaction amounts and relevant factors which affect the transaction amounts (such as timing of shipment and price of the relevant goods and services); and
- (c) maintaining a list of connected transactions including checking the contracting party in each transaction to confirm whether it is a connected person, checking the transactions that are identified as connected transactions for compliance with the Listing Rules, monitoring the value of transactions that are identified as connected transactions against the threshold for triggering disclosure and independent shareholders' approval requirements under the Listing Rules and ensuring that the relevant business departments are regularly updated in relation to the renewal of connected transactions.
- (b) 與持續關連交易的對手方進行更系統、更頻繁的溝通，監控交易金額及影響交易金額的相關因素（如交貨時間以及相關貨物及服務價格）；及
- (c) 存置關連交易清單，當中包括核對每項交易的訂約方，確定其是否為關連人士；核對識別為關連交易的交易是否符合上市規則；監控識別為關連交易的交易價值是否符合上市規則規定的觸發披露及獨立股東批准規定的最低限額並確保相關業務部門定期更新關連交易重續情況。

Japfa Ltd. ("Japfa") is a close associate of controlling shareholders (comprising Mr. Renaldo Santosa, Ms. Gabriella Santosa, the Scuderia Trust, Highvern Trustees Limited (as trustee of the Scuderia Trust), Magnus Nominees Limited, Fidelis Nominees Limited, Fusion Investment Holdings Limited, Rangi Management Limited, Tasburgh Limited and Tallowe Services Inc.) of the Company. Accordingly, Japfa Ltd. and its subsidiary Annona are connected persons of the Company under the Listing Rules and the transaction between Annona and the Company constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Listing Rule 14A.54 provides that a listed issuer is required to re-comply with the announcement and shareholders' approval requirements before the cap is exceeded. Exceeding the Original 2022 Cap constituted a breach of Listing Rule 14A.54.

佳發（「佳發」）為本公司控股股東（包括 Renaldo Santosa 先生、Gabriella Santosa 女士、Scuderia Trust、Highvern Trustees Limited（作為 Scuderia Trust 的受託人）、Magnus Nominees Limited、Fidelis Nominees Limited、融合投資控股有限公司、Rangi Management Limited、Tasburgh Limited 及 Tallowe Services Inc.）的緊密聯繫人。因此，根據上市規則，佳發及其附屬公司 Annona 為本公司關連人士，Annona 與本公司之間的交易構成上市規則第 14A 章項下本公司之持續關連交易。

上市規則第 14A.54 條規定，在超逾上限前上市發行人須重新遵守公告及股東批准的規定。超逾原 2022 年上限則會違反上市規則第 14A.54 條。

Report of Directors

董事會報告書

The Directors have considered the following factors and have resolved to approve the 2022 Transaction Amount without seeking independent shareholders' approval to ratify the 2022 Transaction Amount:

- (i) As the Company proposes to count the Exceeded Amount toward the annual cap for the year 2023 (such that, in aggregate, the total transaction amounts for the year 2022 and the year 2023 will not exceed the total annual caps for the year 2022 and the year 2023 as set out in the Prospectus), the 2022 Transaction Amount will not prejudice the independent Shareholders.
- (ii) The Exceeded Amount, which resulted in a technical breach of the Listing Rules, was the inadvertent result of the Group's measures to mitigate potential and unexpected disruptions to the supply of goods which are essential for the Group's farm operations. The Group has implemented the rectification measures set out above and will comply with applicable Listing Rules going forward.
- (iii) The Company was listed on the Stock Exchange on 30 December 2022 (at which time Annona became a connected person of the Company and transactions with Annona became connected transactions under the Listing Rules). The transactions for the Exceeded Amount occurred prior to the Company becoming a listed issuer and when both the Company and Annona were subsidiaries of Japfa, a company listed on SGX-ST.
- (iv) In view of the circumstances explained above, convening an extraordinary general meeting (and engaging an independent financial adviser to advise independent Shareholders) within a short period of time of the annual general meeting (which is expected to be held in June of 2023) would be unduly burdensome both administratively and financially on the Company.

Further details of the above Supply Agreement have been set out in the section "Connected Transactions" in the Prospectus and announcement dated 1 March 2023 respectively.

董事已考慮以下因素，並議決在不尋求獨立股東批准修改2022年交易金額的情況下批准2022年交易金額：

- (i) 由於本公司擬將超出金額計入2023年的年度上限（因此，總體而言，2022年及2023年的交易總額將不超過招股章程中所載的2022年及2023年的總年度上限），故2022年交易金額將不會損害獨立股東的利益。
- (ii) 因技術上違反上市規則而導致的超出金額，是本集團為減輕對本集團牧場經營至關重要的貨物供應可能出現的意外中斷而採取的措施所致的意外結果。本集團已實施上述整改措施，並將繼續遵守適用的上市規則。
- (iii) 本公司於2022年12月30日在聯交所上市（當時Annona成為本公司的關連人士，而與Annona進行的交易則根據上市規則成為關連交易）。超出金額的交易在本公司成為上市發行人前發生，當時本公司及Annona均屬佳發（一家新交所上市公司）的附屬公司。
- (iv) 鑒於上述情況，在股東週年大會（預期於2023年6月舉行）後短時間內召開股東特別大會（並委聘獨立財務顧問為獨立股東提供意見）將為本公司帶來不適當的行政及財務負擔。

上述供應協議之進一步詳情分別載於招股章程「關連交易」一節及日期為2023年3月1日之公告。

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董事會報告書

3. Raw Milk Purchase and Sale Agreement

Meiji Dairy (Suzhou) Co., Ltd. (“Meiji Suzhou”), a wholly-owned subsidiary of Meiji (China) Investment Company (controlling shareholder of the Company), entered into an amended and restated a raw milk purchase and sale agreement (the “Raw Milk Agreement”) among Dongying Xianhe AustAsia, Dongying Shenzhou AustAsia and its Xinhua branch company (the “Supply Subsidiaries”) dated 14 December 2022 for the long-term supply of raw milk. The Raw Milk Agreement is for a term commencing from the Listing Date (30 December 2022) and expiring on 31 December 2027.

The proposed maximum annual purchase amounts payable by the Meiji Suzhou (and other subsidiaries of Meiji Co.) for raw milk supplied by the Group to Meiji Suzhou (and other subsidiaries of Meiji Co.) for the year 2023, 2024, 2025, 2026 and 27 will not exceed US\$41 million, US\$47 million, US\$56 million, US\$68 million and US\$77 million, respectively.

For the year ended 31 December 2022, the total amount of payable by the Meiji Suzhou (and other subsidiaries of Meiji Co.) for raw milk supplied by the Group to payable by the Meiji Suzhou (and other subsidiaries of Meiji Co.) amounted to US\$22 million which did not exceed the annual cap of US\$28 million.

Meiji Suzhou is a subsidiary of Meiji (China) Investment Company, the controlling shareholder of the Company. Accordingly, Meiji Suzhou is a connected person of the Company under the Listing Rules and the transaction between Meiji Suzhou and the Company constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Further details of the above Supply Agreement have been set out in the section “Connected Transactions” in the Prospectus.

3. 原料奶買賣協議

明治(中國)投資有限公司(本公司控股股東)的全資附屬公司明治乳業(蘇州)有限公司(「明治蘇州」)與東營仙河澳亞及東營神州澳亞以及其新戶分公司(「供應附屬公司」),已於2022年12月14日訂立經修訂及重列原料奶買賣協議(「原料奶協議」)以長期供應原料奶,原料奶協議自上市日期(2022年12月30日)起至2027年12月31日止屆滿。

於2023年、2024年、2025年、2026年及2027年,明治蘇州(及Meiji Co.的其他附屬公司)就本集團將向明治蘇州(及Meiji Co.的其他附屬公司)供應的原料奶建議最高年度應付採購金額將分別不超過41百萬美元、47百萬美元、56百萬美元、68百萬美元及77百萬美元。

截至2022年12月31日止年度,明治蘇州(及Meiji Co.的其他附屬公司)就本集團將向明治蘇州(及Meiji Co.的其他附屬公司)供應的原料奶應付的總金額為22百萬美元(不超過年度上限28百萬美元)。

明治蘇州為明治(中國)投資有限公司(本公司控股股東)之附屬公司。因此,根據上市規則,明治蘇州為本公司關連人士,明治蘇州與本公司之間的交易構成上市規則第14A章項下本公司之持續關連交易。

上述供應協議之進一步詳情載於招股章程「關連交易」一節。

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4. Annual review on the continuing connected transactions

The Independent Non-executive Directors have reviewed the continuing connected transactions mentioned above pursuant to Rule 14A.55 of the Listing Rules and confirmed that the aforesaid continuing connected transactions had been entered into:

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

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company confirmed to the Board that:

4. 有關持續關連交易之年度審閱

獨立非執行董事已根據上市規則第14A.55條審閱上述持續關連交易，並確認上述持續關連交易乃按以下方式訂立：

- (i) 於本集團日常及一般業務過程中；
- (ii) 按一般或更有利於本集團之商務條款；及
- (iii) 根據有關協議按公平合理且符合股東整體利益之條款。

根據上市規則第14A.56條，董事會已委聘本公司核數師根據香港會計師公會發佈的香港核證委聘準則第3000號（經修訂）「歷史財務資料審核或審閱以外的核證委聘」並參考實務說明第740號「香港上市規則下的持續關連交易的核數師函件」，就本集團持續關連交易作出報告。本公司核數師向董事會確認：

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董事會報告書

The Company's auditor was engaged to report on the above transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group above in accordance with Listing Rules 14A.56. The auditor has the following conclusions in the letter on continuing connected transactions disclosed by the Group:

- (i) nothing has come to their attention that cause them to believe that the aforesaid continuing connected transactions have not been approved by the Board;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that such transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (iii) nothing has come to their attention that causes them to believe that the aforesaid continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) with respect to the aggregate actual transaction amount of each of the aforesaid continuing connected transactions, except for the transaction with Annona Pte. Ltd. which has exceeded the annual cap for the year 2022, nothing has come to their attention that causes them to believe that such actual transaction amounts have exceeded the relevant annual caps as set by the Company.

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團上述交易作出報告。根據上市規則第14A.56條，核數師已就上述本集團披露之持續關連交易，發出函件，並載有其發現和結論。核數師就有關本集團披露之持續關連交易之函件有以下結論：

- (i) 彼等並無得悉任何事項致令其相信上述持續關連交易並未經董事會批准；
- (ii) 就涉及本集團提供商品或服務之交易而言，彼等並無得悉任何事項致令其相信有關交易在所有重大方面並無按照本集團之定價政策進行；
- (iii) 彼等並無得悉任何事項致令其相信上述持續關連交易在所有重大方面並無按照規管該等交易之相關協議訂立；及
- (iv) 就上述各項持續關連交易（除與Annona Pte. Ltd.的交易外，該交易已超過2022年年度上限）之實際交易總額而言，彼等並無得悉任何事項致令其相信該等實際交易金額已超出本公司所設立的相關年度上限。

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RELATED PARTY TRANSACTION

Details of the related party transactions of the Group for the year ended 31 December 2022 are set out in note 38 to the consolidated financial statements in this annual report. Save as disclosed in the note 38 to the consolidated financial statements, the transactions with related parties recorded during the year ended 31 December 2022 do not constitute connected transaction nor continuing connected transaction as defined under the Listing Rules.

The transactions of (i) Technical Services Agreement; (ii) Supply Agreement; and (iii) Raw Milk Purchase and Sale Agreement constituted continuing connected transactions for the Company. Details of which (1) the parties to the transaction and a description of their connected relationship; (2) the transaction date; (3) description of the transaction; (4) principal terms and historical amount; and (5) Listing Rules implications, were disclosed in the section headed “Connected Transactions” of the Prospectus.

MATERIAL LITIGATION

The Company was not involved in any material litigation or arbitration for the year ended 31 December 2022. The Directors are also not aware of any material litigation or claims that were pending or threatened against the Group for the year ended 31 December 2022.

ANNUAL GENERAL MEETING

The annual general meeting will be scheduled on Wednesday, 7 June 2023 (the “AGM”). A notice convening the AGM of the Company will be issued and dispatched to the Shareholders of the Company in due course.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023 (both days inclusive), during which period no transfer of shares will be registered. All transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 1 June 2023.

關聯方交易

本集團截至2022年12月31日止年度的關聯方交易詳情載於本年報綜合財務報表附註38。除綜合財務報表附註38所披露者外，截至2022年12月31日止年度錄得的與關聯方之交易並不構成上市規則定義之關連交易或持續關連交易。

(i)技術服務協議；(ii)供應協議；及(iii)原料奶買賣協議等交易構成本公司之持續關連交易。有關(1)交易各方及概述彼等之關連關係；(2)交易日期；(3)交易概述；(4)主要條款及歷史金額；及(5)上市規則的涵義詳情披露於招股章程「關連交易」一節。

重大訴訟

截至2022年12月31日止年度，本公司並無涉及任何重大訴訟或仲裁。截至2022年12月31日止年度，董事亦不知悉本集團有任何待決或面臨的重大訴訟或申索。

股東週年大會

股東週年大會將於2023年6月7日(星期三)舉行(「股東週年大會」)。本公司召開股東週年大會的通知將適時刊發並寄發予本公司股東。

暫停辦理股份過戶登記手續

為確定出席股東週年大會及於會上投票的權利，本公司將於2023年6月2日(星期五)至2023年6月7日(星期三)(包括首尾兩日)暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。所有本公司過戶文件連同相關股票須於不遲於2023年6月1日(星期四)下午四時三十分送交本公司香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以作登記。

Report of Directors

董事會報告書

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high level of corporate governance practices.

The Company's corporate governance report is set out on pages 116 to 137. Details of each of the Audit Committee, the Remuneration Committee and the Nomination Committee are given in the same report. The Audit Committee has reviewed and discussed with management the annual results and the consolidated financial statements for the year ended 31 December 2022.

PUBLIC FLOAT

As at the date of this report and based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the public float as required under the Listing Rules.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2022 have been audited by Ernst & Young, Certified Public Accountants, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

SIGNIFICANT EVENTS AFTER THE REPORTING YEAR

There is no significant events affecting the Company after the year ended 31 December 2022.

OTHER DISCLOSURES

During the Reporting Year, the Company did not make any advance to any entity.

During the Reporting Year, the Company did not have any breach in relation to loan agreements.

During the Reporting Year, the Company did not have any information about any guarantee regarding the financial performance of a company or business acquired needed to be disclosed.

企業管治常規

本公司致力維持高水平的企業管治常規。

本公司的企業管治報告載於第116至137頁。該報告載有審計委員會、薪酬委員會及提名委員會各自之詳情。審計委員會已審閱及與管理層討論截至2022年12月31日止年度之全年業績及綜合財務報表。

公眾持股量

於本報告日期、根據本公司的公開可得資料及就董事所知，本公司已維持上市規則規定的最低公眾持股量。

核數師

本集團截至2022年12月31日止年度的綜合財務報表已經由安永會計師事務所(執業會計師)審核，安永會計師事務所(執業會計師)將於應屆股東週年大會上退任，並符合資格且願意獲續聘。

報告年度後重大事項

截至2022年12月31日止年度，概無發生影響本公司的重大事項。

其他披露

於報告年度，本公司並無向任何實體作出墊款。

於報告年度，本公司並無違反任何相關貸款協議。

於報告年度，本公司並無任何有關就所收購公司或業務的財務表現作出任何擔保資料須予披露。

Report of Directors

董事會報告書

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this annual report, we do not have other plans for material investments and capital assets.

APPRECIATION

The Company would like to take this opportunity to thank the management and all our employees for the contribution they have made towards the Group's continued progress and to our shareholders, valuable customers, and business partners for their support.

By Order of the Board
AustAsia Group Ltd.
TAN Yong Nang
Executive Chairman

Hong Kong, 1 March 2023

重大投資及資本資產的未來計劃

除本年度報告所披露者外，我們並無其他重大投資及資本資產計劃。

致謝

本公司謹藉此機會感謝管理層及全體僱員對本集團不斷進步所作出的貢獻，並感謝股東、客戶及業務夥伴的支持。

承董事會命
AustAsia Group Ltd.
執行主席
陳榮南

香港，2023年3月1日

Directors and Senior Management 董事及高級管理層

The Board consists of four executive Directors, one non-executive Director and three independent non-executive Directors.

Executive Directors

TAN Yong Nang (陳樂南), aged 62, was appointed as an Executive Director of the Company on 28 July 2010. He was further appointed as the Executive Chairman of the Company on 1 April 2020. Mr. Tan is primarily responsible for strategic planning of the Group and the management of the Board. He oversees the formulation of the Group corporate planning, strategic direction, business and corporate policies. Mr. Tan is the chairman of nomination committee of the Company and a member of remuneration committee of the Company.

Mr. Tan has been serving the Japfa Group for around 16 years. He has been its executive director since June 2009 and chief executive officer since January 2014, where he is in charge of leading the development and execution of the long-term strategy, and responsible for all day-to-day management decisions. Mr. Tan joined the Japfa Group in May 2007 as an assistant to the chief executive officer and chief operating officer of corporate services division before taking on the position of chief operating officer of the Japfa Group in 2011. Mr. Tan is also currently a director of PT Japfa Comfeed Indonesia, Tbk, a subsidiary of Japfa and listed on the Indonesia Stock Exchange (stock code: JPFA).

Prior to joining the Japfa Group, Mr. Tan worked at PAMA (Singapore) Private Limited and PT PAMA Ventura Indonesia, both of which are subsidiaries of The Prudential Insurance Company of America, where he served as, among other roles, a director and a president director. After that, Mr. Tan joined Delifrance Asia Ltd as its chief executive officer, responsible for executing the overall business strategies, facilitating business development and managing the operations of the company. Mr. Tan subsequently joined Li & Fung Group as its project director and chief operating officer.

Mr. Tan obtained a bachelor of arts degree and a master of arts degree from the University of Cambridge in the United Kingdom in June 1983 and March 1987, respectively. He was also registered as a Chartered Financial Analyst with The Institute of Chartered Financial Analysts, US in September 1992. Mr. Tan is currently the president of Leong Fun Chin Education Foundation.

董事會由四名執行董事、一名非執行董事及三名獨立非執行董事組成。

執行董事

陳樂南，62歲，於2010年7月28日獲委任為本公司執行董事。於2020年4月1日，彼進一步獲委任為本公司執行主席。陳先生主要負責本集團戰略規劃及董事會管理。彼負責監督本集團企業規劃、戰略方向、業務及企業政策的制定。陳先生為本公司提名委員會之主席及本公司薪酬委員會之成員。

陳先生于佳發集團任職約16年。自2009年6月起，彼擔任其執行董事，且自2014年1月起擔任行政總裁，負責領導長期戰略的制定及執行，並負責所有日常管理的決策。於2007年5月，陳先生加入佳發集團，並擔任企業服務部行政總裁及首席運營官的助理，之後於2011年擔任佳發集團的首席運營官。陳先生現時亦為PT Japfa Comfeed Indonesia, Tbk (佳發的一家附屬公司，於印度尼西亞證券交易所上市(證券代碼：JPFA))的董事。

在加入佳發集團之前，陳先生曾在PAMA (Singapore) Private Limited和PT PAMA Ventura Indonesia (該兩家公司均為The Prudential Insurance Company of America的附屬公司)任職，其擔任過(其中包括)董事和總裁。此後，陳先生加入Delifrance Asia Ltd，擔任其行政總裁，負責執行整體業務戰略，促進業務發展和管理公司的運營。隨後陳先生加入利豐集團，擔任其項目總監兼首席運營官。

於1983年6月及1987年3月，陳先生分別獲得英國劍橋大學文學學士學位及文學碩士學位。其亦於1992年9月在美國特許金融分析師協會註冊為特許金融分析師。陳先生現為Leong Fun Chin Education Foundation的主席。

Directors and Senior Management 董事及高級管理層

Edgar Dowse COLLINS, aged 56, was appointed as an Executive Director of the Company on 17 April 2009. He has been the chief executive officer of the Company since April 2009. He is primarily responsible for the Group's overall operation and management. Mr. Collins is the chairman of the ESG Committee of the Company. He is also a director of various subsidiaries of the Company.

Mr. Collins has accumulated over 30 years of industry experience having been involved in dairy farming and beef and cattle operations throughout his career. He has been with the dairy division of Japfa Group, since June 1999 and is responsible for the day-to-day operations of the dairy business and in charge of formulating, developing and implementing both strategic and long-term business plans for the dairy operations. From 1991 to 1999, Mr. Collins was the head of operations of PT Santosa Agrindo, one of Japfa's subsidiaries, where he was involved in the development of a cattle and beef business in Indonesia.

Mr. Collins obtained his high school diploma from The King's School, Sydney in December 1985.

YANG Ku (楊庫), aged 54, was appointed as an Executive Director of the Company on 5 August 2020. Mr. Yang has also been the chief operating officer of the Group since October 2015. Mr. Yang is primarily responsible for the management and operations of dairy farms in the PRC. Mr. Yang has more than 30 years of experience in dairy industry. Mr. Yang joined the Group in October 2009 as a general manager where he was responsible for the day-to-day management of farms in the PRC. Mr. Yang is a member of the ESG committee of the Company. He is also a director of various subsidiaries of the Company.

Edgar Dowse COLLINS, 56歲，於2009年4月17日獲委任為本公司執行董事。自2009年4月起，其擔任本公司行政總裁。其主要負責本集團的整體運營及管理。Collins先生為本公司ESG委員會之主席。彼亦為本公司多家附屬公司的董事。

Collins先生在其整個職業生涯中一直從事奶牛養殖及肉牛業務，積累了30多年的行業經驗。自1999年6月起，Collins先生加入佳發集團乳製品部門，負責乳製品業務的日常營運，並負責制定、發展及實施乳製品業務的戰略及長期業務計劃。自1991年至1999年，Collins先生擔任佳發附屬公司之一PT Santosa Agrindo的運營總監，期間參與了印度尼西亞肉牛業務的開發。

於1985年12月，Collins先生獲得悉尼國王學校的高中文憑。

楊庫，54歲，於2020年8月5日獲委任為本公司執行董事。自2015年10月起，楊先生一直擔任本集團首席運營官。楊先生主要負責中國奶牛牧場的管理及運營。楊先生在乳製品行業擁有逾30年的經驗。於2009年10月，楊先生加入本集團並擔任總經理，負責中國牧場的日常管理。楊先生為本公司ESG委員會之成員。彼亦為本公司多家附屬公司的董事。

Directors and Senior Management 董事及高級管理層

Prior to joining the Group, from August 1991 to August 2004, Mr. Yang worked at Teaching Experiment Farm of Ningxia University as a technician, where he was responsible for technical and production management of the chicken, pig and cattle farms. From August 2004 to September 2009, Mr. Yang worked at Mengniu AustAsia Model Dairy Farm Co., Ltd. (內蒙古蒙牛澳亞示範牧場有限責任公司) (now known as Modern Dairy (Helingeer) Co., Ltd. (現代牧業(和林格爾)有限公司)) (“Helingeer Dairy”), a then subsidiary of the Group which was acquired by Modern Farming (Group) Co., Ltd. (現代牧業(集團)有限公司) (“Modern Farm”), a non-wholly owned subsidiary of China Modern Dairy (as defined below) in December 2008 and successively held positions as feeding supervisor (responsible for the management of its feeding division), dairy farm manager (responsible for the management of the dairy farm) and general manager (responsible for the overall management of the company).

Mr. Yang obtained a bachelor's degree in animal husbandry from School of Agriculture, Ningxia University (寧夏大學農學院) (formerly known as Ningxia Agricultural College (寧夏農學院)) in the PRC in July 1991 and a master's degree in animal nutrition and feed science from Chinese Academy of Agricultural Sciences (中國農業科學院) in the PRC in July 2007. Mr. Yang was awarded the certificate of Senior Animal Technician by the Personnel Department of Ningxia Hui Autonomous Region (寧夏回族自治區人事廳) in August 2005.

GAO Lina (高麗娜), aged 66, was appointed as an Executive Director of the Company on 22 December 2021. She is primarily responsible for the management of the Group's external affairs and relationships.

Ms. Gao has over 16 years of extensive experience in dairy industry. Ms. Gao co-founded the Modern Dairy Group (as defined below) and had been the executive director and the chief executive officer of China Modern Dairy Holdings Ltd. (中國現代牧業控股有限公司) (“China Modern Dairy”, together with its subsidiaries, “Modern Dairy Group”), a company listed on the Stock Exchange (stock code: 1117) in November 2008, for nearly 13 years. Ms. Gao retired from these positions with effect from 1 July 2021. Prior to this, Ms. Gao had accumulated significant experience in cross-border trading, resource integration and administrative management. Ms. Gao was the general manager of Taian Foreign General Trade Corporation (泰安市外貿總公司) between October 1993 to June 2005. Ms. Gao was the director general of Tai'an Municipal Trade Promotion Bureau (泰安市招商局) between October 2003 and June 2005.

加入本集團之前，自1991年8月至2004年8月，楊先生在寧夏大學教學實驗農場擔任技術員，負責養雞場、養豬場及養牛場的技術和生產管理。自2004年8月至2009年9月，楊先生任職於被中國現代牧業(定義見下文)的非全資附屬公司現代牧業(集團)有限公司(「現代牧業」)於2008年12月收購的本集團當時的附屬公司內蒙古蒙牛澳亞示範牧場有限責任公司(現稱現代牧業(和林格爾)有限公司，「和林格爾牧業」)，先後擔任飼養主管(負責管理其飼養部門)、奶牛牧場經理(負責管理奶牛牧場)及總經理(負責公司的整體管理)。

於1991年7月，楊先生獲中國寧夏大學農學院(前稱寧夏農學院)畜牧學學士學位，並於2007年7月獲得位於中國的中國農業科學院動物營養與飼料科學碩士學位。於2005年8月，楊先生獲寧夏回族自治區人事廳授予高級畜牧師證書。

高麗娜，66歲，於2021年12月22日獲委任為本公司執行董事。其主要負責管理本集團的外部事務及關係。

高女士於乳製品行業擁有逾16年的豐富經驗。高女士為現代牧業集團(定義見下文)共同創辦人之一，且曾於中國現代牧業控股有限公司(「中國現代牧業」，一家於2008年11月在聯交所上市的公司(股份代號：1117)，連同其附屬公司統稱「現代牧業集團」)擔任了近13年的執行董事兼行政總裁。自2021年7月1日起，高女士退任該等職位。在此之前，高女士於跨境交易、資源整合及行政管理方面積累了豐富的經驗。於1993年10月至2005年6月，高女士擔任泰安市外貿總公司的總經理。於2003年10月至2005年6月，高女士擔任泰安市招商局的董事總經理。

Directors and Senior Management

董事及高級管理層

Over the years, Ms. Gao has received various awards and accolades acknowledging her accomplishments. For example, she was awarded Tai'an City Excellent Entrepreneur in Reforming and Enterprising Endeavours (泰安市改革經營努力優秀企業家) in 2004. Ms. Gao was awarded the Scientific and Technological Progress Award (Class 1 of Promotion Category) (科學技術進步獎推廣類一等獎) by the Ministry of Education of the PRC in January 2013, and Ms. Gao was granted the honour of Top 10 Business Leaders in China Economy (中國經濟十大商業領袖) at the 2014 China Economic Summit Forum & The 12th Annual Meeting of China Economic Characters. Ms. Gao was awarded Best CEO in Institutional Investors – Survey Report on All Asian Management Team 2016 (“機構投資者 – 2016 年全亞洲管理團隊調查報告”中最佳CEO) and 2017 China Financial Market Awards • Best Corporate Leader of the Year (2017 年中國融資大獎 • 年度最佳企業領袖獎). Ms. Gao was awarded the Meritorious Person of the Chinese Dairy Industry (中國奶業功勳人物) by the Dairy Association of China (中國奶業協會) in 2018, the Top Ten Influential Women in China's Economy (中國經濟十大影響力女性) at Boao Enterprise Forum in 2019, 2020 Best Manager & Operator of the Year (年度最佳經理人&操盤手) at the NetEase New Energy Dairy Industry Summit Forum and the Outstanding Contribution Award for the High Quality Development of the Dairy Industry (奶業優質發展突出貢獻獎) by National Dairy Science and Technology Innovation Alliance (國家奶業科技創新聯盟).

Ms. Gao completed an undergraduate course at Tai'an Municipal CPC Party School (中共泰安市委黨校) majoring in economic management in December 1999.

多年來，高女士獲得了多項表彰其成就的獎項及榮譽。例如，於2004年，其獲授予泰安市改革經營努力優秀企業家。於2013年1月，高女士獲中國教育部頒發科學技術進步獎推廣類一等獎，並在2014中國經濟高峰論壇暨第十二屆中國經濟人物年會上獲授予「中國經濟十大商業領袖」的榮譽稱號。高女士獲授予「機構投資者 – 2016年全亞洲管理團隊調查報告」中最佳CEO及2017年中國融資大獎•年度最佳企業領袖獎。高女士於2018年獲中國奶業協會授予中國奶業功勳人物、於2019年獲博鰲企業論壇授予中國經濟十大影響力女性、於2020年獲網易新能量乳製品行業峰會論壇授予年度最佳經理人&操盤手及獲國家奶業科技創新聯盟授予奶業優質發展突出貢獻獎。

於1999年12月，高女士在中共泰安市委黨校完成本科課程，主修經濟管理。

Directors and Senior Management 董事及高級管理層

Non-Executive Directors

HIRATA Toshiyuki (平田俊行), aged 60, was appointed as a Non-executive Director of the Company on 3 July 2020. He is primarily responsible for providing strategic advice and guidance on corporate development, and making recommendations on major operational and management decisions. Mr. Toshiyuki is a member of audit committee of the Company.

Mr. Hirata has around 37 years of experience in confectionery business. He joined Meiji Co., Ltd. ("Meiji Co.") one of our substantial shareholders, in April 1984. He worked at Tokyo sales branch of Meiji Co. until June 1987. He then worked at food international division of Meiji Co. from July 1987 to May 1998. Mr. Hirata subsequently served various positions in Meiji Co., including manager of the administrative affairs under food international division, finance director of Meiji Seika (Singapore) Pte. Ltd. ("Meiji Seika Singapore"), a subsidiary of Meiji Co., manager of Tokai factory planning & administrative department, as well as the associate general manager of confectionery department and general manager of administrative department under the international business unit. Mr. Hirata served as the managing director of Guangzhou Meiji Confectionery Co., Ltd, a subsidiary of Meiji Co., from April 2015 to December 2018, where he was responsible for the company's day-to-day operations. Mr. Hirata is currently the managing director of Meiji Seika Singapore, where he is primarily responsible for overseeing, managing and advising on the company's business development.

Mr. Hirata obtained a bachelor of arts degree in business and commerce from Keio University in Tokyo, Japan in March 1984.

非執行董事

平田俊行，60歲，於2020年7月3日獲委任為本公司非執行董事。其主要負責就企業發展提供戰略性意見及指引，並就重大經營管理決策提出建議。平田俊行先生為本公司審計委員會成員。

平田先生於糖果行業擁有約37年的經驗。於1984年4月，其加入我們的主要股東之一MeijiCo., Ltd. (「Meiji Co.」)。於1987年6月之前，其一直任職於Meiji Co.東京銷售分公司。自1987年7月至1998年5月，其任職於Meiji Co.食品國際部。平田先生隨後於Meiji Co.擔任多個職務，包括食品國際部行政事務經理、Meiji Seika (Singapore) Pte. Ltd. (「Meiji Seika Singapore」，MeijiCo.的附屬公司)財務總監、東海工廠企劃行政部經理、糖果部副總經理及國際事業部行政部總經理。自2015年4月至2018年12月，平田先生擔任Meiji Co.附屬公司廣州明治糖果有限公司的董事總經理，負責公司的日常運營。平田先生目前為Meiji Seika Singapore的董事總經理，主要負責監督、管理及建議公司的業務發展。

於1984年3月，平田先生獲得日本東京慶應義塾大學商業與商務文學學士學位。

Directors and Senior Management

董事及高級管理層

Independent Non-Executive Directors

SUN Patrick (辛定華), aged 64, was appointed as an Independent Non-executive Director of the Company on 5 December 2022. He is primarily responsible for providing strategic advice and guidance and providing independent judgement and advice to the Board. He is the chairman of the audit committee of the Company, and a member of nomination committee and remuneration committee of the Company.

In addition to his position at the Company, Mr. Sun has been an independent non-executive director of Sihuan Pharmaceutical Holdings Group Ltd., a pharmaceutical company and listed on the Stock Exchange (stock code: 0460), since October 2010, an independent non-executive director of Kunlun Energy Company Limited, which is engaged in domestic and international oil-gas exploration and development and listed on the Stock Exchange (stock code: 0135), since February 2016 and an independent non-executive director of Ferretti S.p.A., which is engaged in the design, construction and sale of luxury yachts and listed on the Stock Exchange (stock code: 9638), since December 2021. Additionally, Mr. Sun was an independent non-executive director of Trinity Limited, which is engaged in retailing and wholesales of menswear and listed on the Stock Exchange (in liquidation) (stock code: 891), from October 2008 to November 2020, an independent non-executive director of China NT Pharma Group Company Limited, a pharmaceutical company and listed on the Stock Exchange (stock code: 1011), from March 2010 to December 2019, an independent non-executive director of China Railway Construction Corporation Limited, which is engaged in transportation infrastructure construction services and listed on the Stock Exchange (stock code: 1186) and Shanghai Stock Exchange (stock code: 601186), from October 2014 to December 2021 and an independent non-executive director of CRRC Corporation Limited, which is engaged in manufacturing and distribution of railway transportation equipment and listed on the Stock Exchange (stock code: 1766) and Shanghai Stock Exchange (stock code: 601766), from May 2015 to December 2021.

獨立非執行董事

辛定華，64歲，於2022年12月5日獲委任為本公司獨立非執行董事。其主要負責提供戰略性意見及指引，並向董事會提供獨立判斷及建議。彼為本公司審計委員會主席以及本公司提名委員會及薪酬委員會成員。

除了於本公司任職的職位外，辛先生自2010年10月起擔任四環醫藥控股集團有限公司（一家製藥公司，於聯交所上市（股份代號：0460））的獨立非執行董事、自2016年2月起擔任昆侖能源有限公司（從事境內外油氣勘測開發業務，於聯交所上市（股份代號：0135））的獨立非執行董事，以及自2021年12月起擔任Ferretti S.p.A.（從事豪華遊艇的設計、製造及銷售，並於聯交所上市（股份代號：9638））的獨立非執行董事。此外，辛先生自2008年10月至2020年11月擔任利邦控股有限公司（從事男裝零售及批發業務，於聯交所上市（清算中）（股份代號：891））的獨立非執行董事，自2010年3月至2019年12月擔任中國泰凌醫藥集團有限公司（一家製藥公司，於聯交所上市（股份代號：1011））的獨立非執行董事，自2014年10月至2021年12月擔任中國鐵建股份有限公司（從事運輸基礎設施建設服務，於聯交所（股份代號：1186）及上海證券交易所（證券代碼：601186）上市）的獨立非執行董事，及自2015年5月至2021年12月擔任中國中車股份有限公司（從事鐵路運輸設備的製造及分銷，於聯交所（股份代號：1766）及上海證券交易所（證券代碼：601766）上市）的獨立非執行董事。

Directors and Senior Management 董事及高級管理層

Mr. Sun was the group executive director and head of investment banking for Greater China at Jardine Fleming Holdings Limited from December 1996 to 2000 and the senior country officer and head of investment banking for Hong Kong of JPMorgan Chase from 2000 to March 2002. Subsequent to that, Mr. Sun was an executive director of Sunwah Kingsway Capital Holdings Limited (formerly known as SW Kingsway Capital Holdings Limited) (stock code: 0188) between September 2004 and May 2006 and an executive director and chief executive officer of Value Convergence Holdings Limited (stock code: 0821) from August 2006 to October 2009 (both companies are listed on the Stock Exchange).

Mr. Sun was formerly the chairman of the Chamber of Hong Kong Listed Companies from 2013 to 2015. He was a member of the Takeovers & Mergers Panel and the Takeovers Appeal Committee of SFC from 1995 to 1997 and from 1999 to 2001, respectively. Mr. Sun was a member of the Council and the deputy chairman of the Listing Committee and of the Stock Exchange from 1995 to 2000 and from 2000 to 2002, respectively.

Mr. Sun obtained a bachelor of science degree in economics from Wharton School of the University of Pennsylvania, the United States, in May 1981. Mr. Sun also completed the Stanford Executive Program of Stanford Business School, the United States, in 2000. Mr. Sun is a fellow of the Association of Chartered Certified Accountants, the United Kingdom, and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Sun was an independent non-executive director of Trinity Limited (in liquidation) (stock code:891) from October 2008 until November 2020. Subsequent to Mr. Sun's resignation from Trinity Limited in November 2020, winding up petitions were filed against Trinity Limited and its subsidiary in December 2020 for the failure to pay an outstanding sum of HK\$150,383,631.90. In August 2021, Trinity Limited was ordered by the Supreme Court of Bermuda to be wound up and was in liquidation as of the Latest Practicable Date. Mr. Sun confirmed that (i) there was no wrongful act on his part leading to the winding up of Trinity Limited and (ii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the winding up of Trinity Limited.

自1996年12月至2000年，辛先生擔任Jardine Fleming Holdings Limited大中華區集團執行董事和投資銀行部主管，並自2000年至2002年3月擔任JPMorgan Chase香港地區高級主管兼投資銀行部主管。此後，於2004年9月至2006年5月，辛先生擔任新華滙富金融控股有限公司（前稱為滙富金融控股有限公司）（股份代號：0188）的執行董事，並自2006年8月至2009年10月擔任滙盈控股有限公司（股份代號：0821）的執行董事和行政總裁（兩家公司均於聯交所上市）。

辛先生曾自2013年至2015年擔任香港上市公司商會主席。其自1995年至1997年及1999年至2001年分別擔任證監會收購及合併委員會委員和收購上訴委員會委員。辛先生自1995年至2000年及2000年至2002年分別擔任聯交所理事會成員及上市委員會副主席。

辛先生於1981年5月獲得美國賓夕法尼亞大學沃頓商學院經濟學理學學士學位。辛先生亦於2000年完成了美國斯坦福商學院的斯坦福高管課程。辛先生為英國特許公認會計師公會資深會員及香港會計師公會資深會員。

自2008年10月至2020年11月，辛先生擔任利邦控股有限公司（清算中）（股份代號：891）的獨立非執行董事。繼辛先生於2020年11月從利邦控股有限公司辭職後，利邦控股有限公司及其附屬公司於2020年12月因未能支付未償還款項150,383,631.90港元而提出清盤呈請。於2021年8月，利邦控股有限公司被百慕達最高法院下令清盤，截至最後實際可行日期正在清算中。辛先生確認(i)其並無任何不當行為導致利邦控股有限公司清盤及(ii)其並不知曉因利邦控股有限公司清盤而已經或將要對其提出的任何實際或潛在索賠。

Directors and Senior Management

董事及高級管理層

LI Shengli (李勝利), aged 57, was appointed as an Independent Non-executive Director of the Company on 5 December 2022. Professor Li is primarily responsible for providing strategic advice and guidance and providing independent judgement and advice to the Board. He is a member of nomination committee and ESG committee of the Company.

Since 2003, Professor Li has been with China Agricultural University (中國農業大學), working at various times as an assistant professor and professor. Professor Li is currently the vice president of Dairy Association of China. In 2005, Professor Li obtained a patent on Rubeili (乳倍利), a type of high-energy and high-protein supplementary feed for dairy cows. Over the years, Professor Li has received various awards and accolades acknowledging his accomplishments. For instance, he was awarded the second prize and a prize of the Beijing Science and Technology Award (北京市科學技術獎) in 2000 and 2011, respectively, and was recognised by the Beijing Municipal Government as “Top 10 Scientists with Contribution to the Economic Development in Rural Villages of Beijing” (京郊農村經濟發展“十佳”科技工作者) in 2009. He also received the first prize of Science and Technology Progress Award awarded by the Ministry of Education of the PRC (教育部科技進步獎) in 2012, the first prize for Chinese Agricultural Science Technology Progress awarded by the Ministry of Agriculture of the PRC (中華農業科技進步一等獎) in 2013 and the second prize of National Scientific and Technological Progress Award (國家科學技術進步獎二等獎) in 2014.

李勝利，57歲，於2022年12月5日獲委任為本公司獨立非執行董事。李教授主要負責提供戰略性意見及指引，並向董事會提供獨立判斷及建議。彼為本公司提名委員會及ESG委員會成員。

自2003年起，李教授一直任職於中國農業大學，在不同時期擔任助理教授和教授。李教授現時擔任中國奶業協會副會長。於2005年，李教授獲得乳倍利（一種適用於奶牛的高能高蛋白補充料）專利。多年來，李教授獲得了多項表彰其成就的獎項及榮譽。例如，其於2000年及2011年分別獲得北京市科學技術獎二等獎和獎項，並於2009年被北京市政府評為「京郊農村經濟發展「十佳」科技工作者」。其亦於2012年獲得中國教育部頒發的教育部科技進步獎一等獎，於2013年獲得中國農業部頒發的中華農業科技進步一等獎，並於2014年獲得國家科學技術進步獎二等獎。

Directors and Senior Management 董事及高級管理層

Professor Li has been an independent non-executive director of China Modern Dairy Holdings Ltd., a dairy farm operator and listed on the Stock Exchange (stock code: 1117), since October 2010, an independent director of Zhejiang Yiming Food Co., Ltd. (浙江一鳴食品股份有限公司), which is engaged in dairy farming, manufacturing and sale of dairy products and listed on Shanghai Stock Exchange (stock code: 605179), since September 2018 and an independent director of Xinjiang Tianrun Dairy Co., Ltd. (新疆天潤乳業股份有限公司), which is engaged in manufacturing and sale of dairy products and listed on Shanghai Stock Exchange (stock code: 600419), since February 2020. Additionally, Professor Li was an independent non-executive director of China Zhongdi Dairy Holdings Company Limited, a dairy farm operator which was listed on the Stock Exchange in December 2015 and delisted due to privatisation in June 2021 (previous stock code: 1492), from February 2015 to December 2021 and an independent director of Beijing Scitop Bio-tech Co., Ltd. (北京科拓恒通生物技術股份有限公司), which is engaged in lactic acid bacteria research and listed on Shenzhen Stock Exchange (stock code: 300858), from December 2019 to November 2020.

Professor Li obtained a bachelor's degree in animal husbandry and veterinary science graduated from Shihezi Agricultural College (石河子農學院) (currently known as Shihezi University (石河子大學)) in the PRC in July 1987 and a master's degree in animal husbandry and nutrition from Xinjiang Agricultural University (新疆農業大學) in the PRC in June 1993. He then obtained his doctorate degree in animal nutrition science from China Agricultural University in the PRC in July 1996.

CHANG Pan, Peter (張泮), aged 59, was appointed as an independent Director on 5 August 2020 and was redesignated as an Independent Non-executive Director on 24 March 2022. Mr. Chang is primarily responsible for providing strategic advice and guidance and providing independent judgement and advice to the Board. He is the chairman of remuneration committee of the Company and a member of audit committee of the Company. Mr. Chang has also been appointed as an independent director of Dongying AustAsia, our principal operating subsidiary in the PRC, since October 2010 and subsequently has been appointed as an independent director of several other subsidiaries of the Company in the PRC where his role has been to participate in board meetings of the relevant PRC subsidiaries to provide independent advice and judgement on the operations and management of such subsidiaries on issues relating to the PRC business, strategy and performance as well as relationships with key stakeholder.

李教授自2010年10月起擔任中國現代牧業控股有限公司(一家奶牛牧場運營商,於聯交所上市(股份代號:1117))的獨立非執行董事,自2018年9月起擔任浙江一鳴食品股份有限公司(從事奶牛養殖、乳製品製造及銷售,於上海證券交易所上市(證券代碼:605179))的獨立董事,自2020年2月起擔任新疆天潤乳業股份有限公司(從事乳製品製造及銷售,於上海證券交易所上市(證券代碼:600419))的獨立董事。此外,李教授自2015年2月至2021年12月擔任中國中地乳業控股有限公司(一家於2015年12月於聯交所上市及因私有化於2021年6月退市(原股份代號:1492)的奶牛牧場運營商)的獨立非執行董事,自2019年12月至2020年11月擔任北京科拓恒通生物技術股份有限公司(從事乳酸菌研究,於深圳證券交易所上市(證券代碼:300858))的獨立董事。

李教授於1987年7月獲得中國石河子農學院(現稱石河子大學)畜牧獸醫學學士學位,並於1993年6月獲得中國新疆農業大學動物營養與飼料科學碩士學位。其隨後於1996年7月獲得中國的中國農業大學動物營養學博士學位。

張泮, 59歲, 於2020年8月5日獲委任為獨立董事, 並於2022年3月24日獲重新指定為獨立非執行董事。張先生主要負責提供戰略性意見及指引, 並向董事會提供獨立判斷及建議。彼為本公司薪酬委員會主席及本公司審計委員會成員。張先生亦已自2010年10月起獲委任為我們於中國的主要營運附屬公司東營澳亞的獨立董事, 並隨後獲委任為本公司於中國其他多家附屬公司的獨立董事, 其職責為參與中國相關附屬公司的董事會會議, 就該等附屬公司在與中國業務、戰略和業績以及與主要利益相關方關係有關的問題方面的經營和管理, 提供獨立建議及判斷。

Directors and Senior Management

董事及高級管理層

Mr. Chang is an entrepreneur with extensive experience in corporate management and investments. Since August 2004, Mr. Chang founded several companies under the brand of KAIA Group in Singapore, China and Malaysia which are engaged in property development, new material manufacturing and private equity investments ("KAIA Group"). Mr. Chang has served as the chairman and has been actively involved in the KAIA Group's development over the past years. Prior to founding KAIA Group, Mr. Chang had years of experience spanning across consultancy, property investment and power plants business. Mr. Chang worked at Paclantic Pte Ltd as its director until February 1997, where he was mainly responsible for oversight of company's consultancy and property investment business. From March 1997 to July 2004, Mr. Chang held positions of director, chief executive officer and president of AsiaPower Corporation Limited, a company mainly engaged in power plants management and operation which was voluntarily delisted from the SGX-ST in May 2014 (previous stock code: A03).

Mr. Chang obtained a bachelor of engineering degree from Harbin Institute of Technology (哈爾濱工業大學) in the PRC in July 1984 and a doctor of philosophy (Ph.D) degree from Loughborough University of Technology in the United Kingdom in September 1989. Mr. Chang was elected a graduate of the Institution of Engineering and Technology (formerly the Institution of Production Engineers) in the United Kingdom in October 1990.

Senior Management

TAN Yong Nang, aged 62, is the Executive Chairman of the Company. His biographical details are set out above under the section headed "Directors and Senior Management" in this annual report.

Edgar Dowse COLLINS, aged 55, is the Executive Director and chief executive officer of the Company. His biographical details are set out above under the section headed "Directors and Senior Management" in this annual report.

YANG Ku (楊庫), aged 54, is the Executive Director and chief operating officer of the Company. His biographical details are set out above under the section headed "Directors and Senior Management" in this annual report.

GAO Lina, aged 66, is the Executive Director of the Company. Her biographical details are set out above under the section headed "Directors and Senior Management" in this annual report.

張先生是一位在企業管理及投資方面擁有豐富經驗的企業家。自2004年8月起，張先生在新加坡、中國及馬來西亞以KAIA Group品牌創辦多家公司（「KAIA Group」），這些公司從物業開發、新材料製造和私募股權投資。張先生擔任KAIA Group主席，且多年來一直積極參與其發展。於創辦KAIA Group前，張先生在諮詢、物業投資及電廠業務領域已有多年經驗。於1997年2月之前，張先生任職於Paclantic Pte Ltd，擔任其董事，主要負責監督該公司的諮詢和物業投資業務。自1997年3月至2004年7月，張先生擔任AsiaPower Corporation Limited（一家主要從事電廠管理和運營的公司，於2014年5月於新交所自願退市（原證券代碼：A03））董事、行政總裁和總裁。

張先生於1984年7月獲得中國哈爾濱工業大學工程學學士學位，並於1989年9月獲得英國拉夫堡理工大學哲學博士學位。於1990年10月，張先生獲選為英國工程技術學會（前稱生產工程師學會）研究生。

高級管理層

陳榮南，62歲，本公司執行主席，其履歷詳情載於本年報「董事及高級管理層」一節。

Edgar Dowse COLLINS，55歲，為本公司執行董事兼行政總裁，其履歷詳情載於本年報「董事及高級管理層」一節。

楊庫，54歲，為本公司執行董事兼首席運營官，其履歷詳情載於本年報「董事及高級管理層」一節。

高麗娜，66歲，本公司執行董事，其履歷詳情載於本年報「董事及高級管理層」一節。

Directors and Senior Management 董事及高級管理層

CHEN Yuan (陳遠), aged 53, has been the chief finance officer of the Group since July 2021 and is primarily responsible for the financial and risk management, capital markets, investor relations of the Group.

Mr. Chen has around 18 years of experience spanning across investment banking, securities underwriting, equity capital market and corporate finance. From January 1995 to September 1999, Mr. Chen worked at China Southern Securities Co., Ltd. (南方證券有限公司) as the manager of securities underwriting in international business department, where he was responsible for underwriting and listing of Chinese B shares. From March 2002 to July 2002, Mr. Chen worked at Standard Capital Brokerage Limited as a business development manager. From July 2002 to December 2003, Mr. Chen worked at Polaris Capital (Asia) Limited (formerly known as GC Capital (Asia) Limited) as an associate director of equity capital market division. Mr. Chen joined Piper Jaffray Asia Securities Limited (formerly known as Goldbond Securities Limited) in April 2006 as a director of equity capital market division and was designated as the principal in October 2007, and Mr. Chen subsequently served as the head of Hong Kong equity capital market division from August 2008 to April 2009. From April 2009 to September 2010, Mr. Chen held the positions as managing director and head of institutional sales at China Everbright Limited.

In September 2010, Mr. Chen joined Fufeng Group Limited (“Fufeng Group”), a company listed on the Stock Exchange (stock code: 0546), as the vice general manager, and subsequently served as the executive director and chief financial officer from November 2010 to December 2014, during which he was responsible for matters relating to corporate finance, capital markets, investor relations, corporate development and other financial management. Subsequent to that, Mr. Chen served as the chief financial officer at Hyalroute Communication Group Limited (formerly known as International Telecommunication Group Holdings Limited), a telecom infrastructures provider in Southeast Asia, where he was primarily responsible for formulating the financial strategies and directing financial management functions of the company. Mr. Chen then rejoined Fufeng Group in July 2017 and served as the chief financial officer until June 2021.

陳遠，53歲，自2021年7月起一直擔任本集團首席財務官，主要負責本集團財務及風險管理、資本市場及投資者關係。

陳先生於投資銀行、證券承銷、股權資本市場及企業融資方面擁有約18年經驗。自1995年1月至1999年9月，陳先生於南方證券有限公司擔任國際業務部證券承銷經理，負責中國B股的承銷和上市。自2002年3月至2002年7月，陳先生於衛達證券有限公司擔任業務發展部經理。自2002年7月至2003年12月，陳先生於寶來資本(亞洲)有限公司(前稱為漢宇資本(亞洲)有限公司)擔任股權資本市場部副總監。陳先生於2006年4月加入派傑亞洲證券有限公司(前稱為金榜證券控股有限公司)擔任股權資本市場部總監，並於2007年10月獲指定為負責人。自2008年8月至2009年4月，陳先生隨後擔任香港股權資本市場部主管。自2009年4月至2010年9月，陳先生於中國光大控股有限公司擔任董事總經理兼機構銷售主管。

於2010年9月，陳先生加入阜豐集團有限公司(「阜豐集團」)(一家於聯交所上市的公司，股份代號：0546)擔任副總經理，其後自2010年11月至2014年12月擔任執行董事兼財務總監，彼於該期間負責企業融資、資本市場、投資者關係、企業發展及其他財務管理相關事宜。此後，陳先生於海容通信集團有限公司(一家東南亞的通信網絡基礎設施提供商，前稱為國際通信集團控股有限公司)擔任財務總監，主要負責制定財務戰略並指導該公司的財務管理職能。於2017年7月，陳先生又重新加入阜豐集團，擔任財務總監，直至2021年6月。

Directors and Senior Management

董事及高級管理層

Mr. Chen obtained a bachelor's degree in accounting from Xiamen University (廈門大學) in the PRC in July 1991 and a Master of Business Administration in international banking and finance from Birmingham Business School of the University of Birmingham in the United Kingdom in December 2001.

Mr. Chen ranked as one of the best CFOs by Finance Asia in the Best Companies Polls covering Hong Kong, Mainland China and Taiwan in March 2014.

ZHANG Haicheng (張海成), aged 43, has been the operation general manager of the Group since January 2019 and is primarily responsible for the day-to-day management of dairy farms in the PRC. Mr. Zhang has more than 15 years of experience in dairy farm management and operation. Mr. Zhang joined the Group in September 2009 as a deputy dairy farm manager of Dongying AustAsia, our principal operating subsidiary in the PRC, and successively served in its information division and farm operation manager from August 2010 to April 2013. Mr. Zhang worked as a dairy farm manager at Dongying Shenzhou AustAsia, our other principal operating subsidiaries in the PRC, from May 2013 to December 2014. Mr. Zhang was appointed as the deputy dairy farm manager of the Group in January 2015, and successively promoted to be the general manager in Shandong region in January 2017 and the operation general manager in January 2019.

Prior to joining the Group, Mr. Zhang joined Helingeer Dairy as the information division manager in October 2005. From September 2009 to July 2010, Mr. Zhang worked at Modern Farm as a deputy manager of information division.

Mr. Zhang obtained a college degree in computer and applications from Inner Mongolia University of Technology (內蒙古工業大學) in the PRC in July 2003.

陳先生於1991年7月獲得中國廈門大學會計學學士學位，並於2001年12月獲得英國伯明翰大學伯明翰商學院國際銀行及金融工商管理碩士學位。

陳先生於2014年3月於覆蓋香港、中國內地及台灣的最佳公司評選中被《金融亞洲》評為最佳財務總監之一。

張海成，43歲，自2019年1月起一直擔任本集團運營總經理，主要負責中國奶牛牧場的日常管理。張先生於奶牛牧場管理及經營方面擁有逾15年經驗。張先生於2009年9月加入本集團，擔任我們於中國的主要營運附屬公司東營澳亞的奶牛牧場副經理，並自2010年8月至2013年4月先後任職於信息部及擔任牧場經營經理。張先生自2013年5月至2014年12月擔任我們於中國的其他主要營運附屬公司東營神州澳亞的奶牛牧場經理。張先生於2015年1月獲委任為本集團奶牛牧場副經理，並於2017年1月及2019年1月先後晉升為山東區總經理及運營總經理。

於加入本集團之前，於2005年10月，張先生加入和林格爾牧業擔任信息部經理。自2009年9月至2010年7月，張先生於現代牧業擔任信息部副經理。

張先生於2003年7月獲得中國內蒙古工業大學計算機及應用專科學位。

Directors and Senior Management 董事及高級管理層

SUN Lizhi (孫立志), aged 48, has been the finance controller since he joined the Group in July 2012. He is primarily responsible for the Group's overall financial reporting and accounting operations. Mr. Sun has years of experience in accounting, auditing and financial management.

Since he joined the Group, Mr. Sun has been overseeing and reviewing the financial statements and accounting work of the Group's various subsidiaries in the PRC. Mr. Sun is also in charge of the Group's information technology department, where he is responsible for formulating information management policies and enhancing information management systems, as well as supervising the department's daily work. Mr. Sun assists in overseeing the compliance related matters of the PRC subsidiaries.

Mr. Sun obtained a bachelor's degree in textile engineering from Qingdao University (青島大學) in the PRC in July 1998. Mr. Sun was accredited as a Chinese certified public accountant by Shandong Institute of Certified Public Accountants (山東省註冊會計師協會) in December 2009.

孫立志，48歲，自2012年7月加入本集團以來一直擔任財務總監，其主要負責本集團整體財務申報及會計處理。孫先生於會計、審計及財務管理方面擁有多年經驗。

自孫先生加入本集團起，其一直監督及審閱本集團各中國附屬公司的財務報表及會計工作。孫先生亦主管本集團信息技術部，負責制定信息管理政策及完善信息管理系統，並監督該部門的日常工作。孫先生協助監督中國附屬公司的合規相關事宜。

孫先生於1998年7月獲得中國青島大學紡織工程學士學位。孫先生於2009年12月獲山東省註冊會計師協會認定為中國註冊會計師。

Directors and Senior Management

董事及高級管理層

KANG Kim Liang (江勁樑), aged 53, has been the head of corporate finance of the Group since August 2021 and is primarily responsible for debt capital and banking finance of the Group. Mr. Kang joined the Group in January 2013 and had been managing the Group's corporate finance activities.

Mr. Kang has around 25 years of experience spanning across banking, corporate finance, investment advisory and fund management. Prior to joining the Group, from March 1997 to January 2002, Mr. Kang served as, among other roles, an account manager and later an assistant vice president at the corporate restructuring department of Crédit Industriel et Commercial Singapore Branch, a French cooperative bank, where he was in charge of managing the non-performing loan portfolios. Mr. Kang then successively worked at Clearwater Capital Partners, an asset management firm as an assistant vice president from February 2002 to July 2006, and at Concordia Advisors Singapore Pte. Ltd., a multi-strategy hedge fund, as a distressed debt analyst from July 2006. His focus for both funds were predominantly in distress debts, special situation assets and non-performing loan portfolios in South East and North Asian markets. From November 2009, Mr. Kang successively worked at two advisory firms, namely Alvarez & Marsal Asia Ltd and KordaMentha Pte Ltd respectively, providing corporate advisory services primarily in corporate and debt restructuring. From April 2012, Mr. Kang began serving as a deputy director (finance) at the accounts, finance and control division of TT International Limited, a company listed on the SGX-ST (stock code: T09), where he was responsible for overseeing a spectrum of corporate finance activities including finance strategy, investment management and merger and acquisitions as well as investor relations and corporate governance.

Mr. Kang obtained a bachelor of business degree from Nanyang Technological University in Singapore in May 1993. Mr. Kang also obtained a diploma in life insurance from the Singapore Insurance Institute in Singapore in November 1993.

江勁樑，53歲，自2021年8月起一直擔任本集團的企業融資主管，主要負責本集團的債務資本及銀行融資。江先生於2013年1月加入本集團，一直管理本集團的企業融資活動。

江先生於銀行、企業融資、投資諮詢及基金管理方面擁有約25年經驗。於加入本集團之前，自1997年3月至2002年1月，江先生曾在一家法國合作銀行Crédit Industriel et Commercial Singapore Branch的企業重組部擔任客戶經理及後來的助理副總裁等職務，負責管理不良貸款組合。江先生又先後自2002年2月至2006年7月在一家資產管理公司Clearwater Capital Partners擔任助理副總裁，並自2006年7月起在一家多策略對沖基金Concordia Advisors Singapore Pte. Ltd.擔任不良債務分析員。其對這兩隻基金的關注重心主要為在東南亞和北亞市場的不良債務、特殊情況資產及不良貸款組合。自2009年11月起，江先生先後於兩家諮詢公司（即安邁顧問有限公司及KordaMentha Pte Ltd）工作，主要為企業和債務重組提供企業諮詢服務。自2012年4月起，江先生擔任TT International Limited（一家於新交所上市的公司，證券代碼：T09）的賬戶、融資及控制部副總監（金融），負責監督包括融資戰略、投資管理和併購以及投資者關係和公司治理在內的一系列企業融資活動。

江先生於1993年5月獲得新加坡南洋理工大學商業學士學位。1993年11月，江先生亦於新加坡獲得新加坡保險協會的人壽保險文憑。

Directors and Senior Management 董事及高級管理層

SUN Jingfeng (孫景峰), aged 41, has been the general manager of Inner Mongolia region since January 2017 and is primarily responsible for day-to-day management of dairy farms in Inner-Mongolia region in the PRC. Mr. Sun has more than 11 years of experience in dairy farm management.

Mr. Sun joined the Group in April 2010 as the deputy manager of Dongying AustAsia, our principal operating subsidiary in the PRC, and was in charge of production management. From May 2011 to December 2014, Mr. Sun worked at Tai'an AustAsia, our other principal operating subsidiaries in the PRC, as a dairy farm manager, where he was responsible for the farm's daily operation and management. Mr. Sun was promoted to be a deputy general manager of the Group in January 2015 and was in charge of production management of various farms across the PRC. Mr. Sun was further promoted to be the general manager of Inner Mongolia region in January 2017.

Mr. Sun obtained a college degree in animal nutrition and feed processing from Inner Mongolia Agricultural University (內蒙古農業大學) in the PRC in July 2004.

WU Wenzai (武文在), aged 42, has been the general manager of Shandong region since January 2019 and is primarily responsible for the day-to-day management of farms in Shandong region in the PRC. Mr. Wu has more than 16 years of experience in dairy farm management.

Mr. Wu joined the Group in October 2010 as a deputy dairy farm manager of Dongying AustAsia, our principal operating subsidiary in the PRC and was responsible for production management. From April 2011 to December 2018, Mr. Wu successively held positions at our other principal operating subsidiaries, including a deputy dairy farm manager at Tai'an AustAsia, a deputy general manager at Dongying Xianhe AustAsia and a dairy farm manager at Dongying AustAsia Beef, during which he was responsible for the management of production and daily operations.

Prior to joining the Group, Mr. Wu worked at Modern Farm as a dairy farm manager from July 2005 to July 2009.

Mr. Wu obtained a bachelor of agriculture degree in veterinary medicine from Inner Mongolia Agricultural University (內蒙古農業大學) in the PRC in July 2005.

孫景峰，41歲，自2017年1月起擔任內蒙古地區總經理，主要負責中國內蒙古地區奶牛牧場的日常管理。孫先生於奶牛牧場管理方面擁有逾11年經驗。

孫先生於2010年4月加入本集團，擔任東營澳亞（我們在中國的主要營運附屬公司）的副經理，負責生產管理。自2011年5月至2014年12月，孫先生擔任我們於中國的其他主要營運附屬公司泰安澳亞的奶牛牧場經理，負責牧場的日常經營和管理。孫先生於2015年1月晉升為本集團副總經理，負責全國各牧場的生產管理。孫先生於2017年1月進一步晉升為內蒙古地區總經理。

孫先生於2004年7月獲得中國內蒙古農業大學動物營養與飼料加工專科學位。

武文在，42歲，自2019年1月起擔任山東地區總經理，主要負責中國山東地區牧場的日常管理。武先生於奶牛牧場管理方面擁有逾16年經驗。

武先生於2010年10月加入本集團，擔任我們於中國的主要營運附屬公司東營澳亞的奶牛牧場副經理，負責生產管理。自2011年4月至2018年12月，武先生先後於我們的其他主要營運附屬公司擔任職務，包括泰安澳亞的奶牛牧場副經理、東營仙河澳亞副總經理及東營澳亞肉牛的奶牛牧場經理，彼於該期間負責生產管理和日常經營。

於加入本集團之前，自2005年7月至2009年7月，武先生於現代牧業擔任奶牛牧場經理。

武先生於2005年7月獲得中國內蒙古農業大學獸醫學農學學士學位。

Directors and Senior Management

董事及高級管理層

YU Hongfu (于洪富), aged 43, has been the technical controller for nutrition of the Group since March 2012 and is primarily responsible for oversight of nutrition and feed formula for dairy herd and beef cattle. Mr. Yu has more than 17 years of experience in dairy farming and breeding.

Mr. Yu joined the Group in April 2010 and successively served as a deputy dairy farm manager in our principal operating subsidiaries in the PRC, namely Dongying AustAsia and Tai'an AustAsia, where he was responsible for the management of animal nutrition and feed formulations. In March 2012, Mr. Yu was promoted to be the technical controller for nutrition of the Group.

Prior to joining the Group, from September 2004 to March 2008, Mr. Yu worked at Hellingeer Dairy as a farming and feeding division manager. From March 2008 to December 2012, Mr. Yu worked as a production manager at Modern Dairy (Chabei) Co., Ltd. (現代牧業(察北)有限公司), a subsidiary of Modern Farm.

Mr. Yu obtained a college degree in animal nutrition and feed processing from Inner Mongolia Agricultural University (內蒙古農業大學) in the PRC in July 2004.

WEI Junshuai (衛軍帥), aged 40, has been the technical controller for quality control of the Group since September 2012 and is primarily responsible for oversight of the raw milk quality and cow health. Mr. Wei has more than 15 years of experience in dairy industry.

Mr. Wei joined the Group in October 2009 as a deputy dairy farm manager of Dongying AustAsia and was responsible for the daily operation and management of the dairy farms. Mr. Wei was promoted to be the technical controller for quality control of the Group in September 2012.

Prior to joining the Group, from June 2006 to September 2009, Mr. Wei worked at the veterinary laboratory of Hellingeer Dairy and was successively promoted to be a deputy manager and a general manager of the laboratory, where he was responsible for the raw milk quality control and infectious diseases prevention and control.

Mr. Wei obtained a bachelor of agriculture degree in veterinary medicine from Inner Mongolia Agricultural University (內蒙古農業大學) in the PRC in June 2006. Mr. Wei holds a veterinary qualification which was awarded by Shandong Animal Husbandry and Veterinary Bureau (山東省畜牧獸醫局) in March 2021.

於洪富，43歲，自2012年3月起一直擔任本集團營養技術總監，主要負責監督奶牛群和肉牛的營養及飼料配方。于先生於奶牛養殖及育種方面擁有逾17年經驗。

于先生於2010年4月加入本集團，並先後擔任我們於中國的主要營運附屬公司東營澳亞及泰安澳亞的奶牛牧場副經理，負責動物營養和飼料配方的管理。於2012年3月，于先生晉升為本集團營養技術總監。

於加入本集團之前，自2004年9月至2008年3月，于先生於和林格爾牧業擔任養殖及飼養部經理。自2008年3月至2012年12月，于先生於現代牧業(察北)有限公司(現代牧業的附屬公司)擔任生產經理。

于先生於2004年7月獲得中國內蒙古農業大學動物營養與飼料加工專科學位。

衛軍帥，40歲，自2012年9月起一直擔任本集團質量控制技術總監，主要負責監督原料奶質量及奶牛健康。衛先生於乳製品行業擁有逾15年經驗。

衛先生於2009年10月加入本集團，擔任東營澳亞的奶牛牧場副經理，負責奶牛牧場的日常經營及管理。衛先生於2012年9月晉升為本集團質量控制技術總監。

於加入本集團之前，自2006年6月至2009年9月，衛先生於和林格爾牧業獸醫實驗室任職，並先後晉升為實驗室副經理及總經理，負責原料奶質量控制及傳染病預防及控制。

衛先生於2006年6月獲得中國內蒙古農業大學獸醫學農學學士學位。衛先生持有山東省畜牧獸醫局於2021年3月頒發的執業獸醫資格證。

Directors and Senior Management 董事及高級管理層

MEI Cheng (梅承), aged 44, has been the technical controller for genetic and reproduction since he joined the Group in September 2018. He is primarily responsible for the Group's cattle breeding, reproduction and genetic operations. Mr. Mei has more than 20 years of experience in veterinary medicine and dairy farming.

Prior to joining the Group, Mr. Mei built his career at Guangzhou Huamei Milk Co., Ltd. (廣州市華美牛奶有限公司) from July 2000 to January 2009, where he served as a veterinary, responsible for cattle diseases prevention and control, and was subsequently promoted to be a deputy manager and in charge of the dairy techniques and human resource management. From February 2009 to February 2010, Mr. Mei studied the dairy farm operation and management in North Florida Holsteins farm, a 4,300 milking cow operation located in Florida, United States. From April 2010 to May 2013, Mr. Mei worked at Beijing World Wide Sires Company, Ltd. (北京環球種畜有限責任公司) as a technical manager, where he was in charge of the technical services. From June 2013 to June 2017, Mr. Mei worked at Guangzhou Baiqi Biotechnology Co., Ltd. (廣州百奇生物科技股份有限公司) as a technical manager, where he was in charge of the technical services.

Mr. Mei obtained a bachelor of agriculture degree in veterinary medicine and a master's degree in animal genetics, breeding and reproduction from South China Agricultural University (華南農業大學) in the PRC in July 2000 and June 2006, respectively. Mr. Mei holds a veterinary qualification which was awarded by Guangdong Department of Agriculture (廣東省農業廳) in December 2014.

梅承，44歲，自2018年9月加入本集團以來，一直擔任遺傳與繁殖技術總監，主要負責本集團的肉牛育種、繁殖及遺傳業務。梅先生於獸醫及奶牛養殖方面擁有逾20年經驗。

於加入本集團之前，自2000年7月至2009年1月，梅先生於廣州市華美牛奶有限公司開啟其職業生涯，擔任獸醫，負責牛疾病預防及控制，並隨後晉升為副經理，負責乳製品技術及人力資源管理。自2009年2月至2010年2月，梅先生在North Florida Holsteins牧場學習奶牛牧場的經營及管理，該牧場位於美國佛羅里達州，擁有4,300頭泌乳牛。自2010年4月至2013年5月，梅先生就職於北京環球種畜有限責任公司，擔任技術經理，負責技術服務。自2013年6月至2017年6月，梅先生就職於廣州百奇生物科技股份有限公司，擔任技術經理，負責技術服務。

梅先生分別於2000年7月及2006年6月獲得中國華南農業大學獸醫學農學學士學位及動物遺傳育種與繁殖碩士學位。梅先生持有廣東省農業廳於2014年12月頒發的執業獸醫資格證。

Directors and Senior Management

董事及高級管理層

COMPANY SECRETARIES

Singapore Company Secretaries

Ms. CHUA Sook Ping Christina (蔡淑萍), aged 56, was appointed as the Singapore Company Secretary of the Company on 5 January 2012. Ms. Chua joined Japfa Group in 2010 and currently holds the position of head of legal and compliance in Japfa. Ms. Chua will continue to oversee all legal, compliance and secretarial functions of operations of the Japfa Group and company secretarial affairs of the Group following the completion of the Japfa Distribution and the Global Offering.

Ms. Chua has more than 30 years of experience as a lawyer. She joined Drew & Napier LLC in 1990 and later joined Rajah & Tann LLP in 2007. During her time in practice, Ms. Chua was a director at Drew & Napier LLC and later a partner at Rajah & Tann LLP, and was recommended in the 2003/2004, 2004/2005 and 2006/2007 editions of The Asia Pacific Legal 500 for Mergers & Acquisitions.

She was also named in Who's Who Legal (Singapore) 2007 for Mergers & Acquisitions and the International Tax Review 2004. She was named a highly recommended tax practitioner in Practical Law Company's Which Lawyer? Yearbook Singapore (2008).

Ms. Chua obtained a bachelor's degree in Laws from the National University of Singapore in June 1989 in Singapore. She is an advocate and solicitor of the Supreme Court of Singapore and was admitted to the Singapore Bar in March 1990. She has been a member of the Law Society of Singapore since 1990.

Ms. CHENG Sai Hong (鍾賽鳳), aged 52, was appointed as the Singapore Company Secretary of the Company on 5 January 2012.

Ms. Cheng has also served as the Company Secretary of Japfa since August 2011. Ms. Cheng has over 28 years of corporate secretarial experience which included Singapore listed companies such as Transpac Industrial Holdings Limited (now known as TIH Limited (stock code: T55)) and ComfortDelGro Corporation Limited (stock code: C52).

Ms. Cheng was admitted as an associate of the Singapore Association of the Institute of Chartered Secretaries and Administrators (a division of the Chartered Governance Institute) in January 2009 and an associate of the Chartered Secretaries Institute of Singapore in May 2017.

公司秘書

新加坡公司秘書

蔡淑萍女士，56歲，於2012年1月5日獲委任為本公司新加坡公司秘書。蔡女士於2010年加入佳發集團，目前擔任佳發的法律及合規總監。蔡女士于佳發完成分派及全球發售後將繼續監督佳發集團營運的所有法律、合規及秘書職能及本集團的公司秘書事務。

蔡女士擁有逾30年的律師經驗。彼於1990年加入德尊(新加坡)律師事務所，隨後於2007年加入Rajah & Tann LLP。於執業期間，蔡女士曾擔任德尊(新加坡)律師事務所的董事，之後成為Rajah & Tann LLP的合夥人，並就併購領域獲《亞太法律500強》2003/2004年版、2004/2005年版及2006/2007年版的推薦。

於併購領域，彼亦名列《Who's Who Legal (Singapore)》2007年度榜單及《International Tax Review》2004年度榜單。彼獲《Practical Law Company's Which Lawyer? Yearbook Singapore(2008)》評為極力推薦的稅務執業律師。

蔡女士於1989年6月於新加坡獲得新加坡國立大學法學學士學位。彼現任新加坡最高法院的辯護人及律師，且於1990年3月獲得新加坡律師資格。彼自1990年起成為新加坡律師公會成員。

鍾賽鳳女士，52歲，於2012年1月5日獲委任為本公司新加坡公司秘書。

鍾女士自2011年8月起亦擔任佳發的公司秘書。鍾女士擁有超過28年的公司秘書經驗，曾任職的公司包括Transpac Industrial Holdings Limited(現稱TIH Limited(股份代號:T55))及ComfortDelGro Corporation Limited(股份代號:C52)等新加坡上市公司。

鍾女士於2009年1月獲接納為新加坡特許秘書行政管理人員學會(特許公司治理公會的分部)會員，並於2017年5月獲接納為新加坡特許秘書公會會員。

Directors and Senior Management

董事及高級管理層

Hong Kong Secretary

Ms. HO Wing Nga (何詠雅), was appointed as the Hong Kong Secretary of the Company on 24 March 2022.

Ms. Ho currently serves as the managing director, head of governance services, of Computershare Hong Kong Investor Services Limited. She is currently a joint company secretary and the company secretary of various companies listed on the Stock Exchange. Ms. Ho has over 25 years of experience in corporate secretarial services. She obtained a master's degree in corporate governance from the Hong Kong Polytechnic University in December 2006 and became an associate of The Hong Kong Chartered Governance Institute (the "HKCGI", previously known as the Hong Kong Institute of Chartered Secretaries) in the same month. In March 2015, Ms. Ho became a fellow of both the HKCGI and The Chartered Governance Institute. She is also a holder of the practitioner's endorsement of HKCGI and a member of The Hong Kong Institute of Directors. She is not a "secretary" of the Company as defined in the Singapore Companies Act.

CHANGES TO DIRECTORS' INFORMATION

Save as disclosed in this annual report, the Directors confirm that there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

香港秘書

何詠雅女士於2022年3月24日獲委任為本公司香港秘書。

何女士目前擔任香港中央證券登記有限公司的董事總經理及治理服務主管。彼現為聯席公司秘書及多間聯交所上市公司的公司秘書。何女士擁有超過25年的公司秘書服務經驗。彼於2006年12月獲香港理工大學公司治理碩士學位，並於同月成為了香港公司治理公會（「香港公司治理公會」，前稱香港特許秘書公會）的會員。於2015年3月，何女士成為了香港公司治理公會及特許公司治理公會的資深會員。彼亦持有香港公司治理公會頒授的執業者認可證明，並為香港董事學會會員。何女士並非新加坡《公司法》中所定義的本公司「秘書」。

董事資料變動

除上文所披露者外，董事確認，並無其他須根據上市規則第13.51B(1)條規定予以披露的資料。

Corporate Governance Report

企業管治報告

The board of directors of the Company (the “Board” or “Director(s)”) is pleased to report to its Shareholders on the corporate governance of the Company for the period from 30 December 2022 (the “Listing Date”) to 31 December 2022 (the “Reporting Period”).

The Board is committed to maintaining good corporate governance so as to deliver long-term and sustained value for the Shareholders of the Company. The Board reviews its corporate governance practices from time to time in order to provide an effective Board, prudent risk management and internal control system, transparency and quality disclosure, and accountability towards Shareholders, stakeholders and investors.

CG CODE

The Company has adopted the principles and code provisions of the Corporate Governance Code (the “CG Code”) as set out in the Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) as the basis of the Company’s corporate governance practices. To the best knowledge of the Directors, the CG Code has been applicable to the Company with effect from 30 December 2022.

On 1 March 2023, the Company issued an announcement on the Stock Exchange that transaction amount of approximately US\$33.44 milli with Annona Pte Ltd under the Supply Agreement in FY2022 exceeded the original cap by US\$1.44m (approximately 4.5%) (Goods initially expected to be shipped in January 2023 were shipped by Annona in December 2022). Saved as disclosed about, so far as the Directors are aware, the Company has complied with all the applicable code provisions set out in the CG Code.

本公司董事會（「董事會」或「董事」）欣然向股東呈報本公司於2022年12月30日（「上市日期」）至2022年12月31日（「報告期」）期間的企業管治情況。

董事會致力維持良好的企業管治，為公司股東創造長期及可持續的價值。董事會不時審核其企業管治慣例，以提供一個行之有效的董事會、審慎的風險管理和內部控制系統、透明且優質的披露，以及對股東、利益相關者和投資者的問責制。

企業管治守則

本公司已採納《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「上市規則」）附錄十四所載的《企業管治守則》（「企業管治守則」）的原則及守則條文作為本公司企業管治常規的基礎。據董事所悉，企業管治守則自2022年12月30日起適用於本公司。

於2023年3月1日，本公司於聯交所刊發公告，根據供應協議，於2022財年與Annona Pte Ltd的交易金額約為33.44百萬美元，較原上限超出1.44百萬美元（約4.5%）（最初預計於2023年1月付運的貨物已於2022年12月由Annona付運）。據董事所悉，除上文所披露者外，本公司已遵守企業管治守則所載的所有適用守則條文。

Corporate Governance Report

企業管治報告

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS 遵守董事進行證券交易的標準守則

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in the Appendix 10 to the Listing Rules as its code of conduct regarding Directors’ securities transactions, and the Model Code has been applicable to the Company with effect from the Listing Date.

All Directors have confirmed, following specific enquiry made by the Company, that they have complied with the required standards set out in the Model Code during the Reporting Period.

No incident of non-compliance of the Model Code was noted by the Company during the Reporting Period.

STRATEGY OF THE COMPANY

The Company focus on creating long-term value for our stakeholders in a responsible and sustainable way. To achieve our mission, the Company intends to pursue a comprehensive strategy focused on the following:

- Further expand our dairy farms and diversify our customer base;
- Continue to develop our beef cattle business;
- Upstream integration through genetic breeding technology to further improve our operational efficiency; and
- Build a sustainable business with minimal environmental impact.

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行證券交易的行為守則，且標準守則自上市日期起適用於本公司。

經本公司向各董事作出具體查詢後，全體董事確認，彼等自報告期間起及直至本年報日期止一直遵守標準守則所載規定準則。

於報告期間，本公司概不知悉任何違反標準守則事宜。

本公司策略

本公司專注於以負責任及可持續的方式為我們的利益相關者創造長期價值。為實現我們的使命，我們計劃實施重點關注以下方面的綜合戰略：

- 進一步擴大我們的奶牛牧場並多元化我們的客戶群；
- 繼續發展肉牛業務；
- 通過基因育種技術整合上游，進一步提高我們的運營效率；及
- 建立環境影響最小化且可持續發展的業務。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the businesses, strategic decisions and performance of the Company and its subsidiaries (the "Group") and takes decisions objectively in the best interests of the Company.

All Directors shall ensure that they carry out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

Board Composition

Directors of the Company during the year ended 31 December 2022 and up to the date of this report are as follows:

Executive Directors

Mr. TAN Yong Nang (Executive Chairman)
Mr. Edgar Dowse COLLINS (Chief Executive Officer)
Mr. YANG Ku
Ms. GAO Lina

Non-Executive Directors

Mr. HIRATA Toshiyuku

Independent Non-Executive Director

Mr. SUN Patrick (appointed with effect from 5 December 2022)
Mr. LI Shengli (appointed with effect from 5 December 2022)
Mr. CHANG Pan, Peter (redesignated on 24 March 2022)

As at the date of this annual report, the Board comprises eight (8) Directors, four (4) Executive Directors, one (1) Non-executive Director, and three (3) Independent Non-executive Director. One (1) female Director and seven (7) male Directors, and four (4) Chinese Directors and four (4) non-Chinese Directors.

董事會

本公司由行之有效的董事會領導，董事會檢查本公司及其附屬公司（「本集團」）的業務、戰略性決策及表現，並以本公司最佳利益為依歸，客觀地作出決定。

全體董事須確保彼等始終本著真誠並遵守適用法律及法規，以及按本公司及其股東之利益履行其職責。

董事會組成

截至2022年12月31日年度及直至本報告日期，本公司董事如下：

執行董事

陳榮南先生（執行主席）
Edgar Dowse COLLINS先生（首席執行官）
楊庫先生
高麗娜女士

非執行董事

平田俊行先生

獨立非執行董事

辛定華先生（於2022年12月5日獲委任）
李勝利先生（於2022年12月5日獲委任）
張泮先生（於2022年3月24日調任）

於本年報日期，董事會包括八(8)名董事，即四(4)名執行董事，一(1)名非執行董事，以及三(3)名獨立非執行董事。一(1)名女性董事及七(7)名男性董事，以及四(4)名中國籍董事及四(4)名非中國籍董事。

Corporate Governance Report

企業管治報告

The Board members (including Independent Non-executive Directors) come from a wide range of professional and educational backgrounds, including accounting, corporate finance, management and industry expertise. It brings a diverse and balance set of skills and experience to the Board, contributing to the effective direction of the Group.

The biographies of the Directors are set out from pages 97 to 106 of this annual report under the “Biographies of Directors and Senior Management” section.

To the best knowledge of the Company, there has been no relationship (neither financial, business nor family or other material/relevant relationships) among members of the Board as at the date of this report.

Independent Non-executive Directors

Throughout the Reporting Period and upto the date of this annual report, the Board at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10(A) of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each Independent Non-executive Director a written confirmation of independence pursuant to Rule 3.13 of the Listing Rules and for the Reporting Period. The Company is of the view that all Independent Non-executive Directors to be independent..

Responsibilities of the Directors

The Board is responsible for the overall leadership of the Group, overseeing the Group’s strategic decisions, monitors business and performance, monitor the financial performance, and internal control and risk management system and monitor. To oversee particular aspects of the Company’s affairs, the Board has established Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference.

All Directors have carried out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its shareholders at all times.

董事會成員（包括獨立非執行董事）擁有廣泛專業及教育背景，包括會計、企業財務、管理及行業專長，為董事會帶來多元及均衡的技能及經驗，促進有效引領本集團。

董事之履歷載於本年報第97至106頁「董事及高級管理層履歷」一節。

據本公司所深知，於本報告日期，董事會成員間概無財務、業務聯繫，亦無家庭或其他重大／相關聯繫。

獨立非執行董事

於報告期內及直至本年報日期，董事會始終符合上市規則第3.10(1)、3.10(2)及3.10(A)條有關委任至少三名獨立非執行董事（佔董事會人數的三分之一），其中至少一名人士具有適當專業資格、會計或相關財務管理專業知識的規定。

本公司已收到各獨立非執行董事就報告期間根據上市規則第3.13條發出的確認書。本公司認為全體獨立非執行董事均為獨立

董事職責

董事會負責本集團之整體領導，監督本集團戰略決策，監控業務及表現，監察財務表現及內部控制及風險管理系統。為監督本集團特定事務，董事會已建立審計委員會、薪酬委員會及提名委員會。董事會已向各董事委員會委派各自職權範圍所載的各項職責。

全體董事始終本著真誠並遵守適用法律及法規，以及按本公司及其股東之利益履行其職責。

Corporate Governance Report

企業管治報告

The Independent Non-executive Directors are particularly responsible for bringing an independent judgement on the Board. They take the lead where potential conflicts of interests arise and monitor the Company's performance in achieving agreed corporate goals and objectives and the relevant reporting.

The Company has arranged appropriate insurance coverage in respect of liability arising from legal action against its Directors, and will conduct annual review on such insurance coverage.

Appointment and Re-appointment of the Directors

The procedures and process of appointment, re-election and removal of Directors are laid down in the Constitution. The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and succession planning for Directors and assessing the independence of independent non-executive Directors.

All Directors (including Non-executive Director and Independent Non-executive Directors) have entered into the letters of appointment with the Company and subject to termination in accordance with their respective terms and may be renewed in accordance with the Constitution and the applicable Listing Rules.

Executive Directors' service contracts ranges from one to three years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service agreement). In certain other circumstances, the service contract can also be terminated by us, including but not limited to certain breaches of our Directors' obligations under the contract or certain misconducts. The appointments of our Executive Directors are also subject to the provisions of retirement and rotation of Directors under the Constitution. The salary of each executive Director after each financial year is subject to adjustment as determined by our Company's remuneration committee and approved by a majority of the members of our Board (excluding our Director whose salary is under review).

獨立非執行董事負責為董事會帶來獨立判斷。彼等在出現潛在利益衝突時發揮牽頭引導作用及監管本公司於實現協定企業目標及宗旨以及相關報告方面的表現。

本公司已就針對董事的法律訴訟安排適當責任保險，並將每年審視該保險之保障範圍。

董事委任及續聘

委任、重選及罷免董事的程序及過程已載於組織章程。提名委員會負責審閱董事會的組成、擬定及制定提名及委任董事的相關程序、監察董事的委任及繼任計劃並評估獨立非執行董事的獨立性。

全體董事（包括非執行董事及獨立非執行董事）已與本公司訂立委任函，惟須根據彼等各自任期予以終止委任，並可根據組織章程及適用上市規則重續。

執行董事服務合約自上市日期（可於相關服務協議規定的若干情況下終止）起計介乎一至三年。在其他若干情況下，我們亦可終止服務合約，包括但不限於若干違反合約項下有關董事的責任或若干不當行為。我們的執行董事亦須遵守組織章程有關董事退任及輪值的規定。每名執行董事於各財政年度後的薪金可按本公司薪酬委員會的決定作調整，並經董事會大多數成員批准（薪金正在檢討的董事除外）。

Corporate Governance Report

企業管治報告

All Directors will hold office subject to provision of retirement and rotation of directors under the Constitution. Pursuant to the Constitution 34.1, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three(3) years.

Pursuant to Constitution 34.8, any person so appointed either to fill a casual vacancy or as an additional Director by the Directors shall hold office only until the next annual general meeting after his appointment and shall then be eligible for re-election.

Training and Continuous Professional Development of Directors

Every newly appointed Director shall receive a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the purpose of the Company. Additionally, in preparation for the Listing, Directors have received formal and comprehensive training regarding their responsibilities and obligations under the Listing Rules and relevant laws and regulations as well as the governance policy of the Company.

Our Directors generally keep themselves updated on new laws and regulations as well as changes in the industry and general economic environment. The Company also engages external lawyers to brief the Board on material changes to their statutory duties and to update them on material changes in laws and regulations. External seminars and conferences are arranged for the Directors when appropriate. During the Reporting Period, the Company engaged Freshfields Bruckhaus Deringer to conduct training session for all Director on “Prospectus Liability and Continuing Obligations of a Hong Kong Listed Company and its Directors”.

全體董事的任期均受組織章程有關董事退任及輪值的條文所規限。根據組織章程第34.1條，在每屆股東週年大會上，當時三分之一的董事（或若董事人數並非三(3)的倍數，則為最接近但不少於三分之一的人數）須輪值退任，但前提是每名董事須至少每三(3)年於股東週年大會上退任一次。

根據組織章程第34.8條，任何由董事委任以填補臨時空缺或作為新增董事的人士應任職至其獲委任後的下屆股東週年大會為止，屆時可膺選連任。

董事的培訓及持續專業發展

每名新委任董事於首次委任時均應獲提供正式及全面的就任須知，以確保其妥為了解本公司的宗旨。此外，為籌備上市，董事已就彼等於上市規則及相關法律規定以及本公司管治政策下的責任及義務接受正式及全面的培訓。

我們的董事通常會隨時了解新法律法規以及行業及總體經濟環境變化。本公司亦委聘外部律師向董事會彙報其法定職責的重大變化，並向董事會通報法律法規的重大變化。本公司在適當的時候為董事安排外部研討會及會議。於報告期間，本公司委聘富而德律師事務所律師事務所為所有董事舉辦有關「香港上市公司及其董事的招股章程責任及持續責任」的培訓課程。

Corporate Governance Report

企業管治報告

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and not to be performed by the same individual to avoid power being concentrated in any one individual. Mr. Tan Yong Nang is the Chairman of the Board, and Mr. Edgar Dowse Collins is the chief executive officer.

The roles of the Chairman and the chief executive officer are segregated with a clear division of responsibilities, the role of chairman of the Board is responsible for strategic planning of the Group and the management of the Board, the role of the chief executive officer is responsible for the Group's overall operation and management.

Board Diversity Policy

The Company has a policy of “diversity from inclusiveness – the best person for the job regardless of gender, age, race, religion, social and cultural background”.

主席與首席執行官

《企業管治守則》之守則條文第C.2.1條規定主席與首席執行官的角色應有區分，不應由同一人士兼任，以避免權力集中於任何一位人士。陳榮南先生為董事會主席，Edgar Dowse Collins先生為首席執行官。

主席與首席執行官之職責有所區分且分工明確，董事會主席負責本集團之策略規劃及董事會管理，首席執行官負責本集團之整體營運及管理。

董事會多元化政策

本公司已設立「包容性多元化—無論性別、年齡、種族、宗教、社會及文化背景如何，都是最佳任選」的政策。

Corporate Governance Report

企業管治報告

The Nomination Committee is responsible for ensuring that gender diversity objectives are adopted in board recruitment, board performance evaluation and succession planning processes. It will consider the balance in board composition in terms of skills, experience, independence as well as diversity in carrying out the annual performance assessment on the effectiveness of the Board, the Board committees and individual Directors. The Nomination Committee will periodically identify and, when suitable, recommend suitable candidates to the Board for consideration for appointment as a Director and ensure that there is at least a director of a different gender. The Company will also continue to ensure that gender diversity is considered when recruiting staff at the mid to senior levels so as to develop a pipeline of female management members and potential appointees to the Board in the future, and continue to emphasise training of female talent and provide long-term development opportunities for female staff.

The Company is committed to maintaining a suitable working environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, ethnicity, nationality, religion, age or family status.

Delegation by the Board

To oversee particular aspects of the Company's affairs, the Board has established four Board committees, including the Audit Committee, the Remuneration Committee, the Nomination Committee, and ESG Committee (collectively, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

提名委員會負責確保於董事會招聘、董事會績效評估及繼任計劃過程中秉持性別多元化目標。於對董事會、董事委員會及個別董事的有效性進行年度績效評估時，提名委員會將考慮董事會組成於技能、經驗、獨立性及多元化方面的平衡。提名委員會將定期物色合適候選人，並適時就董事會考量董事人選向其推薦合適候選人及確保至少有一名異性董事。本公司亦將繼續確保在聘用中高層員工時考慮性別多元化，以培養女性管理層成員及未來董事會的潛在獲委任者，並繼續重視女性人才的培訓，為女性員工提供長期發展機會。

本公司致力於在所有業務交易中維繫尊重員工（不論性別）的適宜工作環境，並實現不因性別、身體或精神狀態、種族、國籍、宗教、年齡或家庭狀況而受到騷擾及歧視的工作環境。

董事會授權

為監察本公司特定範疇的事務，董事會已成立董事委員會，包括審計委員會、薪酬委員會、提名委員會及ESG委員會（統稱「董事委員會」）。董事會已授予董事委員會的職責載於其各自的職權範圍。

Corporate Governance Report

企業管治報告

Board meetings, committee meetings and general meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals in accordance with the CG Code. Notices of no less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are sent to the Directors or Board committee members at least 3 days before the meetings, and all Directors have full and timely access to the senior management for any information to enable them to make informed decisions and perform their duties and responsibilities.

Minutes of meetings shall be kept by the company secretary of the Company with copies circulated to all Directors for information and records. Minutes of Board meeting and meetings of board committees are recorded in sufficient detail about the matters considered and decisions reached, including any concerns raised by the Directors or dissenting views expressed. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by the Directors.

Code provision C.2.7 of the CG Code provides that the Chairman should at least annually hold a meeting with the independent non-executive Directors without the presence of other Directors. As Independent Directors were appointed on 5 December 2022 and the Company was only listed on the Stock Exchange on 30 December 2022, shortly before the year ended 31 December 2022, the Chairman did not hold any meeting during the Reporting Period.

董事會會議、董事委員會會議及股東大會

本公司採納根據企業管治守則定期舉行董事會會議的慣例，每年至少舉行四次會議，大約每季舉行一次。本公司就所有定期董事會會議發出不少於十四日的通知，讓全體董事均有機會出席定期會議並討論議程事項。

就其他董事會會議及董事委員會會議而言，一般會發出合理通知。議程及隨附董事會文件於會議前至少3天寄發予董事或董事會委員會成員，全體董事均可充分、適時向高級管理層索取任何資料，以供彼等作出知情決定並履行彼等職責及責任。

會議記錄須由本公司之公司秘書保存，副本將於全體董事間傳閱，以供參考及記錄。董事會會議及董事委員會會議的會議記錄會詳細記錄董事會及董事委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題或發表的異議。各董事會會議及董事委員會會議的會議記錄草擬本將於會議舉行當日後的合理時間內寄送至各董事，以供彼等提出意見。董事會會議記錄可供董事查閱。

企業管治守則守則條文第C.2.7條規定，主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議。由於獨立董事於2022年12月5日獲委任且本公司於2022年12月30日方才於聯交所上市，臨近截至2022年12月31日止年度，故於報告期間主席尚未舉行會議。

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企業管治報告

Code provision C.5.1 of the CG Code provides that Board meetings should be held at least four times a year at approximately quarterly intervals.

As the Audit Committee, Nomination Committee, Remuneration and ESG Committee were established on 5 December 2022 shortly before the listing of the Company on 30 December 2022, no committee meetings were held during the Reporting Period.

A summary of the attendance records of each Director at Board meetings, committee meetings and general meetings from the Listing Date to the date of the annual report is set out below:

企業管治守則守則條文第C.5.1條規定，董事會會議應每年召開至少四次，大約每季一次。

由於審核委員會、提名委員會、薪酬委員會及ESG委員會於本公司在2022年12月30日上市前不久於2022年12月5日成立，故於報告期間並無舉行委員會會議。

以下為每位董事在上市日期至年報日期期間出席董事會、委員會會議及股東大會的記錄概要：

	No. of meetings attended					
	出席會議次數					
	Board	Audit Committee	Remuneration Committee	Nomination Committee*	ESG Committee	General Meeting
	董事會	審計委員會	薪酬委員會	提名委員會*	ESG委員會	股東大會
Executive Directors						
執行董事						
Tan Yong Nang						
陳榮南	1/1	1/1	1/1	-	-	0/0
Edgar Dowse Collins						
Edgar Dowse Collins	1/1	1/1	-	-	1/1	0/0
Yang Ku						
楊庫	1/1	1/1	-	-	1/1	0/0
Gao Lina						
高麗娜	1/1	1/1	-	-	-	0/0
Non-executive Director						
非執行董事						
Hirata Toshiyuki						
平田俊行	1/1	1/1	-	-	-	0/0
Independent Non-executive Directors						
獨立非執行董事						
Sun Patrick						
辛定華	1/1	1/1	1/1	-	-	0/0
Li Shengli						
李勝利	1/1	-	-	-	1/1	0/0
Chang Pan, Peter						
張泮	1/1	1/1	1/1	-	-	0/0

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee, the Nomination Committee and the ESG Committee for overseeing particular aspects of the Company's affairs. Each of these committees is established with defined written terms of reference..

Audit Committee

The Company has established the Audit Committee of the Board in compliance with Rule 3.21 of the Listing Rules and the CG Code as set out in Appendix 14 to the Listing Rules. The Audit Committee comprises three members, including two Independent Non-executive Directors, Mr. Sun Patrick (Chairman) and Mr. CHANG Pan, Peter, and one Non-executive Director, Mr. HIRATA Toshiyuki.

The primary duties of the Audit Committee are to assist the Board in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the Group. The duties and responsibilities include overseeing the financial reporting and reviewing the financial information of the Group, considering issues relating to the external auditors and their appointment and reviewing the internal controls systems of the Group (including financial, operational, compliance, information technology controls and risk management processes). The written terms of reference of the Audit Committee are available for inspection on the websites of the Stock Exchange and the Company.

As the Company was listed on 30 December 2022, shortly before the year ended 31 December 2022, there was no audit committee meeting during the Reporting Period.

董事委員會

董事會已成立審計委員會、薪酬委員會、提名委員會及ESG委員會，以監察本公司特定範疇的事務。該等委員會均按界定的書面職權範圍設立。

審計委員會

本公司已根據上市規則第3.21條及上市規則附錄十四所載《企業管治守則》成立董事會審計委員會。審計委員會由三名成員組成，包括兩名獨立非執行董事辛定華先生（主席）及張泮先生，以及一名非執行董事平田俊行先生。

審計委員會的主要職責為協助董事會履行其與本集團會計及申報常規有關的法定職責及責任。職責及責任包括監督本集團的財務報告及審閱財務資料、考慮與外部審計師及其委任有關的事宜及審查本集團的內部控制系統（包括財務、運營、合規、信息技術控制及風險管理流程）。審計委員會的書面職權範圍於聯交所及本公司網站可供查閱。

由於本公司於2022年12月30日上市，臨近截至2022年12月31日止年度，故本公司於報告期間概無舉行審計委員會會議。

Corporate Governance Report

企業管治報告

Subsequent to 31 December 2022 and to the date of this annual report, one meeting of the Audit Committee was held to discuss and consider the following matters:

- the integrity of the Group's annual accounts for the year ended 31 December 2022 as well as the audit report prepared by the external auditor relating to accounting issues and major findings in course of audit;
- draft results announcement for the year ended 31 December 2022;
- effectiveness and sufficiency of the risk management and internal control systems for the year ended 31 December 2022;
- the continuing connected transactions of the Group during the year of 2022;
- the work scope of audit and reporting obligations of external auditor;
- the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
- the engagement of the external auditor for the year ended 31 December 2022.

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2022 and has met with the independent auditor, Ernst & Young. The Audit Committee considered that the annual results are in compliance with the applicable accounting standards, laws and regulations, and the Company has made appropriate disclosures thereof.

Remuneration Committee

The Company has established the Remuneration Committee of the Board in compliance with Rule 3.25 of the Listing Rules and the CG Code as set out in Appendix 14 to the Listing Rules. The Remuneration Committee comprises three members, including two Independent Non-executive Directors, Mr. CHANG Pan, Peter (Chairman) and Mr. Sun Patrick, and one Executive Director Mr. Tan Yong Nang.

於2022年12月31日後及直至本年報日期，審計委員會舉行了一次會議，以討論及考慮以下事項：

- 本集團截至2022年12月31日止年度的年度賬目的完整性及外部審計師就審計過程的會計問題及重大發現所編製的審計報告；
- 截至2022年12月31日止年度業績公告草擬本；
- 截至2022年12月31日止年度風險管理及內部控制系統的有效性及充足性；
- 本集團於2022年內進行的持續關連交易；
- 外部審計師的審計工作範疇及申報責任；
- 按適用的標準，外部審計師是否獨立客觀及審計程序是否有效；及
- 截至2022年12月31日止年度外部審計師的委聘。

審計委員會已審閱本集團截至2022年12月31日止年度的經審核綜合財務報表，並與獨立審計師安永會計師事務所會面。審計委員會認為年度業績遵循適用的會計準則、法律及法規，且本公司就此已作出適當披露。

薪酬委員會

本公司已根據上市規則第3.25條及上市規則附錄十四所載《企業管治守則》成立董事會薪酬委員會。薪酬委員會由三名成員組成，包括兩名獨立非執行董事張泮先生（主席）及辛定華先生，以及一名執行董事陳榮南先生。

Corporate Governance Report

企業管治報告

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy, review and approve the management's remuneration proposals and to determine or to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management. The written terms of reference of the Remuneration Committee are available for inspection on the websites of the Stock Exchange and the Company.

No remuneration committee meeting during the Reporting Period.

Subsequent to 31 December 2022 and to the date of this annual report, one meeting of the Remuneration Committee was held to discuss and consider the following matters:

- recommended to the Board the remuneration packages of Executive Directors, Non-executive Director and senior management in respect of the year ended 31 December 2022; and
- recommended to the Board the remuneration packages of Independent Non-executive Directors in respect of the year ended 31 December 2022.

Emoluments of Directors and Senior Management

The aggregate amount of the fees, salaries, housing allowances, other allowances, benefits in kind (including contributions to pension schemes) and bonuses and share-based payment expenses paid by the Group to Directors for the year ended 31 December 2022 was approximately US\$15,633,010. Details of the Directors' remuneration are set out in note 9 to the consolidated financial statements.

薪酬委員會的主要職責為就本公司所有董事及高級管理層的薪酬政策及結構以及設立正式及透明的薪酬政策制定程序向董事會提出建議、審查及批准管理層的薪酬方案及釐定個別執行董事及高級管理層的薪酬方案或就此向董事會提出建議。薪酬委員會的書面職權範圍於聯交所及本公司網站可供查閱。

於報告期間概無舉行薪酬委員會會議。

於2022年12月31日後及直至本年報日期，薪酬委員會舉行了一次會議，以討論及考慮以下事項：

- 就截至2022年12月31日止年度向董事會建議執行董事、非執行董事及高級管理層的薪酬待遇；及
- 就截至2022年12月31日止年度向董事會建議獨立非執行董事的薪酬待遇。

董事及高級管理層的酬金

本集團於截至2022年12月31日止年度向董事支付的袍金、薪金、住房津貼、其他津貼、實物福利(包括退休金計劃供款)、獎金及以股份為基礎的付款開支總額約為15,633,010美元。有關董事酬金詳情載於綜合財務報表附註9。

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The level of remuneration is mainly based on the experience, scope of duties, work performance and time committed to the Company, prevailing market rates, salaries paid by comparable companies and remuneration packages elsewhere in the Group. The remuneration payable to the Directors and senior management of the Company fell within the following bands for the year 2022:

薪酬水平主要按照經驗、職責範圍、工作表現及對本公司付出的時間、當前市場薪酬、可資比較公司所付薪金以及本集團其他成員公司的薪酬待遇釐定。2022年應付本公司董事及高級管理層的酬金範疇如下：

		Number of Individuals 人數
US\$0 to US\$150,000	0美元至150,000美元	4
US\$150,001 to US\$300,000	150,001美元至300,000美元	6
US\$30,001 to US\$450,000	30,001美元至450,000美元	1
US\$450,001 to US\$600,000	450,001美元至600,000美元	1
US\$600,001 to US\$750,000	600,001美元至750,000美元	1
US\$750,001 to US\$900,000	750,001美元至900,000美元	1
US\$2,700,001 to US\$2,850,000	2,700,001美元至2,850,000美元	1
US\$5,550,001 to US\$5,700,000	5,550,001美元至5,700,000美元	1
US\$6,450,001 to US\$6,600,000	6,450,001美元至6,600,000美元	1

Nomination Committee

The Company has established the Nomination Committee of the Board as recommended by the CG Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee comprises three members, including one Executive Director, Mr. Tan Yong Nang (Chairman), and two Independent Non-executive Directors, Mr. Sun Patrick and Mr. Li Shengli.

The primary duties of the Nomination Committee are to review structure, size and composition of the Board, identify individuals who are qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship, assess the independence of the independent directors and make recommendations to the Board on the appointment and re-appointment of Directors and succession planning for Directors. The written terms of reference of the Nomination Committee are available for inspection on the websites of the Stock Exchange and the Company.

No Nomination Committee meeting during the Reporting Period.

提名委員會

本公司已根據上市規則附錄十四所載《企業管治守則》的建議成立董事會提名委員會。提名委員會由三名成員組成，包括一名執行董事，陳榮南先生（主席），以及兩名獨立非執行董事，辛定華先生及李勝利先生。

提名委員會的主要職責為審查董事會的結構、規模及組成、物色合資格成為董事會成員的人士及挑選提名擔任董事的人士或就此向董事會提出建議、評估獨立董事的獨立性及就董事的委任及續聘以及董事的繼任計劃向董事會提出建議。提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。

於報告期間概無舉行提名委員會會議。

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In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board diversity policy, details of which will be set out in the section headed "Board Diversity Policy".

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence (for appointment of independent non-executive Directors), and Board diversity aspects, where appropriate, before making recommendation to the Board.

ESG COMMITTEE

The Company has established the ESG Committee of the Board. The ESG Committee comprises three members, including two Executive Directors, Mr. Edgar Dowse COLLINS (chairman) and Mr. Yang Ku, and one Independent Non-executive Director, Mr. LI Shengli.

The primary duties of the ESG Committee are to formulate and review the vision, objectives, strategies, management structure, policies, risk profile and KPIs relating to Environmental, Social and Governance ("ESG"), to review the main trends in ESG, identify the risks and opportunities related to ESG, review the Company's annual ESG report to ensure compliance with the requirements of the Listing Rules and to report to the Board on the foregoing.

於評估董事會的組成時，提名委員會將考慮若干方面以及本公司董事會多元化政策所載董事會多元化相關因素，有關詳情載於「董事會多元化政策」一節。

在物色及甄選合適的董事候選人時，提名委員會在向董事會作出推薦建議前，會考慮候選人的性格、資格、經驗、獨立性（就委任獨立非執行董事而言）及董事會多元化方面（如適用）。

ESG委員會

本公司已成立董事會ESG委員會。ESG委員會由三名成員組成，包括兩名執行董事Edgar Dowse COLLINS先生（主席）及楊庫先生，以及一名獨立非執行董事李勝利先生。

ESG委員會的主要職責為制定和審查與環境、社會及管治（「ESG」）有關的願景、目標、戰略、管理架構、政策、風險狀況和KPI，審查ESG的主要趨勢，確定與ESG有關的風險和機會，審查本公司的年度ESG報告以確保符合上市規則規定，並就上述內容向董事會報告。

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No ESG Committee meeting during the Reporting Period.

於報告期間並無召開ESG委員會會議。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions set out in code provision A.2.1 of the CG Code. The Board recognizes that corporate governance should be the collective responsibility of Directors, which include:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

企業管治職能

董事會負責履行企業管治守則守則條文第A.2.1條載列的企業管治職能。董事會深知企業管治是董事的集體責任，其包括：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管要求方面的政策及做法；
- (d) 制定、審查和監察適用於僱員和董事的行為守則和合規手冊（如有）；及
- (e) 檢討本公司遵守企業管治守則及企業管治報告中的披露情況。

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RISK MANAGEMENT AND INTERNAL CONTROLS

The Company has established risk management systems consisting of appropriate policies and procedures, and we continue to improve these systems. The Company has adopted, among other things, the following risk management measures:

- (i) The Board is responsible for monitoring our internal control system, reviewing its effectiveness, and maintaining the Company's risk at an appropriate and effective level. A review of the Group's risk management and internal control system has been conducted and will be conducted at least annually, which will include a review of all material controls, including financial, operational and compliance controls;
- (ii) The audit department is responsible for the evaluation of the risks faced by the Company on an annual basis, and prepares a risk assessment report based on the evaluation results and submits it to the audit committee and the Board for approval;
- (iii) All departments are required to proactively identify the risks they face and various internal and external factors that affect the occurrence of the risks; and
- (iv) The Company will engage external professional advisors, where necessary, and work with our internal audit and legal team to conduct regular review to ensure the effectiveness of all registrations, licences, permits, filings and approvals.

In preparation for the Listing, the Group engaged an independent internal control consultant and identified certain deficiencies such as investment and financing management, contract management and despatched workers management. The Company had adopted substantially all of the recommendations made by the independent internal control consultant and have improved our internal control system to comply with the Listing Rules.

Post listing, AC reviewed and reported to the Board on the effectiveness of internal control and risk management system of the Group and the Board is of the view that such system is effective and adequate.

風險管理及內部控制

本公司已建立由適當政策及程序構成的風險管理系統，且我們將繼續改進該等系統。本公司已採取（其中包括）以下風險管理措施：

- (i) 董事會負責監控我們的內部控制系統、審查其有效性及將本公司的風險維持在適當及有效的水平。我們已經及將至少每年對本集團風險管理及內部控制系統進行一次審查，有關審查將涵蓋對所有重大控制的審查，包括財務、營運及合規控制；
- (ii) 審計部門負責每年對本公司面臨的風險進行評估及根據評估結果編製風險評估報告，並提交審計委員會及董事會批准；
- (iii) 各部門須主動識別自身面臨的風險以及影響風險發生的各種內外部因素；及
- (iv) 本公司將於必要時委聘外部專業顧問，並與我們的內部審計及法律團隊合作進行定期審查，以確保所有註冊、牌照、許可、備案及批文的有效性。

於籌備上市期間，本集團委聘一名獨立內部控制顧問，識別出於投融資管理、合約管理及勞務派遣管理等方面的若干缺陷。本公司已採納獨立內部控制顧問提出的絕大部分建議，並已改善我們的內部控制系統，以符合上市規則的規定。

上市後，審核委員會已檢討及向董事會匯報本集團內部控制及風險管理制度的有效性，董事會認為相關制度屬有效及充分。

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Anti-Corruption

The Group was not aware of any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering that would have a significant impact on the Group, including but not limited to the Prevention of Corruption Act of Singapore and the Criminal Law of the People's Republic of China.

Whistleblowing Policy

The Company has adopted Whistleblowing policy to enable employees, customers and suppliers to raise their concerns about any possible impropriety in financial reporting, internal control or other matters within the Group in confidence, and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action. The whistleblowing system is available ("Whistleblowing" under "Corporate Governance" of the "Investors" section of www.austasiadairy.com) with various channels (i.e. mail, dedicated hotline or online platform). The outcome of any investigation and follow-up action of all legitimate allegations will be reported to AC by Internal Audit department.

AUDITORS' REMUNERATION

The total fee paid/payable to the external auditors of the Company US\$1,598,000 in respect of audit services and non-audit services for the year ended 31 December 2022 is set out below:

Categories of the services 服務類別		Fee paid/ Payable 已付／應付費用
Audit Services <i>IPO and annual audit services</i>	審計服務首次公開發售及年度 審計服務	US\$1,443,000 1,443,000美元
Non-audit Services <i>Tax advising services and IC</i>	非審計服務稅務建議服務及內部 控制	US\$155,000 155,000美元
Total	總計	US\$1,598,000 1,598,000美元

反貪污

本集團並不知悉任何嚴重違反賄賂、勒索、欺詐及洗黑錢的相關法例及法規（包括但不限於新加坡的防止貪污法以及中華人民共和國刑法）且對本集團有重大影響的情況。

舉報制度

本公司已採納舉報政策，讓僱員、客戶及供應商可在保密情況下就本集團財務匯報、內部控制或其他方面可能發生的不當行為提出關注，並確保公司有適當安排，對此等事宜作出公平獨立的調查及採取適當跟進行動。舉報系統可通過各種渠道（即信件、專用熱線或在線平台）使用（www.austasiadairy.com「投資者關係」一節「企業管治」項下「舉報」）。任何合理舉報事宜的調查結果及跟進行動均由內部審計部向審計委員會匯報。

審計師薪酬

本公司就截至2022年12月31日止年度的審計服務及非審計服務已付／應付外部審計師的總費用1,598,000美元載列如下：

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DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards and for timely financial disclosures under the Listing Rules and any other regulatory requirements.

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

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

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 138 to 144 of this annual report.

COMPANY SECRETARY

Ms. Chua Sook Ping Christina (蔡淑萍) and Ms. Cheng Sai Hong (鍾賽鳳) have been appointed as the Singapore company secretary of the Company. Ms. Ho Wing Nga has been appointed as the Hong Kong secretary of the Company.

All Directors have access to the advice and services of both Singapore secretaries and Hong Kong secretary on corporate governance and board practices and matters. Ms. Cheng is the primary corporate contact person of the Directors.

Company Secretaries generally keep themselves updated on new laws and regulations. During the year ended 31 December 2022, each of the Company Secretaries received no less than 15 hours of relevant professional training to refresh their skills and knowledge.

董事就財務報表的責任

董事確認彼等有責任根據法定要求及適用會計準則編製本集團綜合財務報表，並根據上市規則及任何其他監管規定及時作出財務披露。

管理層已向董事會提供有關必要的解釋及資料，以令董事會對獲提呈予董事會批准的本公司財務報表作出知情評估。

董事並不知悉任何有關可能對本集團按持續基準繼續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。

本公司的獨立審計師就其於綜合財務報表申報責任的聲明載於本年報第138至144頁的獨立審計師報告。

公司秘書

蔡淑萍女士及鍾賽鳳女士已獲委任為本公司新加坡秘書。何詠雅女士已獲委任為本公司香港秘書。

所有董事均可聯繫新加坡秘書及香港秘書，就公司管治及董事會常規及事項尋求其建議及獲取其服務。鍾女士為董事的主要公司聯繫人士。

公司秘書通常會持續了解最新法律及法規。截至2022年12月31日止財政年度，各公司秘書已接受不少於15小時之相關專業培訓以更新其技能及知識。

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DIVIDEND POLICY

Code provision F.1.1 of the CG Code provides that the issuer should have a policy on payment of dividends and should disclose such policy in the annual report. The Company does not have any dividend policy. Any declaration and payment as well as the amount of dividends will be subject to the Constitution of the Company and the Singapore Companies Act. The declaration and payment of any dividends in the future will be determined by our Board of Directors, in its discretion, and will depend on a number of factors, including our results of operations, cash flows, financial condition, operating and capital expenditure requirements. In addition, our shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board. Under the Singapore Companies Act, a Singapore company may only pay a dividend out of profits.

The Board does not recommend the distribution of a final dividend for the year ended 31 December 2022.

COMMUNICATION WITH SHAREHOLDERS

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

The general meeting (the "GM") provides opportunities for communication between the Company and the Shareholders. There is no public general meeting held post the Company's listing on 30 December 2022.

To promote effective communication, the Company maintains a website at www.austasiadairy.com, where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

The Board considers the communication with shareholders is effective during the Reporting Period.

股息政策

企業管治守則的守則條文第F.1.1條規定發行人應制定派息政策並於年報中披露。本公司並無任何股息政策。股息的任何宣派、派付及金額須遵守本公司的組織章程及新加坡《公司法》。日後宣派及派付任何股息將由董事會酌情決定，並視乎多項因素而定，包括我們的經營業績、現金流量、財務狀況、營運及資本開支需要。此外，股東可於股東大會上批准任何股息宣派，惟股息不得超過董事會建議的金額。根據新加坡《公司法》，新加坡公司僅可自利潤中派付股息。

於截至2022年12月31日止年度，董事會不建議分派末期股息。

與股東溝通

本公司認為與股東進行有效的溝通對於提升投資者關係及增加投資者對本集團業務表現及策略的了解至關重要。本公司亦深知公司資料透明及及時披露的重要性，以令股東及投資者作出最佳投資決策。

股東大會（「股東大會」）為本公司及股東提供溝通機會。本公司於2022年12月30日上市後概無舉行公眾股東大會。

為推動有效溝通，本公司運維公司網站 www.austasiadairy.com，有關本公司業務發展及運營的資料及最新情況、財務資料、企業管治常規及其他資料均公開可查。

於報告期間，董事會認為與股東溝通屬有效。

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SHAREHOLDERS' RIGHTS

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

Procedures for Shareholders to Convene Extraordinary General Meeting

Pursuant to the Constitution, an extraordinary general meeting shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than 10 per cent. (10%) of the total number of paid-up Shares (excluding Treasury Shares) carry the right to vote at general meetings of the Company. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company. If within 21 days from the date of the deposit of the Members' requisition duly proceed to convene a general meeting, the Board fails to proceed to convene such meeting, the requisitionists, may themselves, convene a general meeting, but any meeting so convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

Procedures for shareholders to propose a person for election as a director

Shareholders who wish to propose a person other than a retiring Director for election as a Director, Shareholders may lodge a written notice Company's principal place of business in Hong Kong with the Company in accordance with the "Procedures For Shareholders To Propose Persons For Election As Directors" published by the Company on its website at www.austasiadairy.com from time to time.

股東權利

為保障股東利益及權利，本公司將於股東大會上就每項實際獨立之事宜（包括選舉董事）提呈個別決議案。於股東大會上提呈的所有決議案將根據上市規則按股數投票表決，而投票結果將於各股東大會結束後於本公司及聯交所網站刊登。

股東召開股東特別大會之程序

根據組織章程，倘一名或多名於遞呈召開股東特別大會要求之日持有不少於繳足股份總數（不包括庫存股份）百分之十（10%）且該等股份在該遞呈要求當日附有在本公司股東大會上投票的權利，則須召開股東特別大會。相關要求內須列明大會之目的並經遞呈要求人士簽署及送交本公司註冊辦事處。倘董事會於提交股東請求之日起21日內未作出行動召開股東大會，則遞呈要求人士可自行召開大會，而召開任何大會的方式，應盡可能與董事召開股東大會的方式一致。

股東提名人選參選董事的程序

股東如有意提名人選（並非告退董事）參選董事，須根據本公司不時於其網站 www.austasiadairy.com 發佈的「股東提名人選參選董事的程序」，向本公司香港主要營業地點遞交一份書面通知；

Corporate Governance Report

企業管治報告

Procedure in relation to raising enquiry and concerns

Shareholders of the Company wishing to make any enquiry to the Board may do so in writing to the Company since verbal or anonymous ones would not generally be dealt with by the Company.

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the registered office of the Company at 400 Orchard Road, #15-08, Orchard Towers, Singapore 238875, by mail, telephone (+65 65019171) or e-mail (investor@austasiadairy.com).

CHANGES IN CONSTITUTION DOCUMENTS

The Company adopted Constitution on 11 November 2022. From the Listing Date to the date of this annual report, there is no change to the Constitution.

有關提出查詢及關注之程序

本公司股東如欲向董事會提出任何查詢，可以書面方式向本公司提出。本公司通常不會處理口頭或匿名的查詢。

有意向董事會提出有關本公司的查詢的股東可透過郵件、電話(+65 65019171)或電子郵件(investor@austasiadairy.com)將查詢發送至本公司註冊辦事處，地址為400 Orchard Road, #15-08, Orchard Towers, Singapore 238875。

組織章程文件變動

本公司於2022年11月11日採納組織章程，自上市日期至本年報日期，該章程概無變動。

Independent Auditor's Report

獨立核數師報告

Independent auditor's report

To the members of AustAsia Group Ltd.

(Incorporated in the Republic of Singapore with limited liability)

OPINION

We have audited the consolidated financial statements of AustAsia Group Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 145 to 282, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

獨立核數師報告

致澳亞集團有限公司股東

(於新加坡共和國註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第145至282頁的澳亞集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於2022年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已按照國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公允地反映 貴集團於2022年12月31日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥善編製。

意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。就下列各事項而言，我們在該文中提供我們的審計如何處理有關事項的描述。

我們已經履行本報告「核數師就審計綜合財務報表承擔的責任」一節闡述的責任，包括與這些事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯報風險而設計的程序。我們執行審計程序的結果（包括處理下述事項所執行的程序）為我們就隨附的綜合財務報表發表的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Valuation of biological assets

生物資產的估值

The Group's biological assets, including dairy cows, beef cattle and forage plants, are measured at fair value less cost to sell at the end of each reporting period. As at 31 December 2022, the carrying amount of biological assets was US\$550,004,000.

貴集團生物資產(包括奶牛、肉牛及飼料作物)乃以各報告期末的公允價值減銷售成本計量。於2022年12月31日，生物資產的賬面值為550,004,000美元。

We considered the valuation of biological assets as a key audit matter because (i) the carrying amount of such biological assets accounted for approximately 36% of the total assets of the Group as at 31 December 2022; and (ii) significant judgements and assumptions were involved in management's assessment, such as the discount rate, the estimated future market prices of raw milk and beef cattle, the estimated average daily milk yield and the estimated feeding costs. Management has engaged an independent external valuer to assist the Group in the valuation of the biological assets.

我們認為生物資產的估值屬於關鍵審計事項，乃由於(i)該等生物資產的賬面值佔貴集團於2022年12月31日資產總值的約36%；及(ii)管理層評估涉及的重大判斷及假設，例如貼現率、奶牛及肉牛的估計未來市場價格、估計每日平均產奶量及估計飼料成本。管理層已委任一名獨立外部估值師協助貴集團對生物資產進行估值。

The related disclosures are included in notes 2.4, 21 and 40 to the consolidated financial statements.

有關披露載於綜合財務報表附註2.4、附註21及附註40。

Our procedures in relation to the valuation of biological assets included:

我們就生物資產的估值進行的程序包括：

- (1) Understanding, evaluating and testing the Group's internal controls on the determination of the fair value of biological assets;
- (1) 了解、評估並測試貴集團釐定生物資產公允價值的內部監控；
- (2) Evaluating the competency, objectivity and capability of the independent external valuer;
- (2) 評估獨立外部估值師的勝任能力、客觀性及能力；
- (3) Evaluating the valuation methodologies and key assumptions such as discount rate, the estimated future market prices of raw milk and beef cattle, the estimated average daily milk yield and the estimated feeding costs with the assistance of our internal valuation experts; and
- (3) 在外部估值專家的協助下評估估值方法及關鍵假設例如貼現率、奶牛及肉牛的估計未來市場價格、估計每日平均產奶量及估計飼料成本；及
- (4) Evaluating the adequacy of the disclosures.
- (4) 評估披露的充分性。

Independent Auditor's Report 獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT 年報中所載的其他資料

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

貴公司董事須對其他資料負責。其他資料包括年報中的資料，惟綜合財務報表及我們的核數師報告除外。

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

結合我們對綜合財務報表的審計，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審計過程中所得知的情況有重大不符之處，或者似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為這些其他資料有重大錯誤陳述，我們須報告該事實。於此方面，並無任何事項需要報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例編製真實而公允的綜合財務報表，及須對董事認為對編製綜合財務報表以使其不存在由於欺詐或錯誤而導致的重大錯誤陳述而言屬必要的有關內部控制負責。

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

貴公司董事在審計委員會協助下，須負責監督貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載有我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外，別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔責任。

合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計在某一重大錯誤陳述存在時總能發現該重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響使用者依賴該等綜合財務報表所作出的經濟決定，則有關的錯誤陳述被視作重大。

作為根據香港審計準則進行的審計的一部分，我們在整個審計過程中運用專業判斷，並保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計於該等情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價所採用會計政策的恰當性及董事作出的會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

核數師就審計綜合財務報表承擔的責任(續)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營作會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與可能導致對貴集團的持續經營能力產生重大疑慮的事件或情況有關的重大不確定性。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關的披露不足，則須修改我們的意見。我們的結論是基於截至核數師報告日期止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的指導、監督及執行。我們為審計意見承擔全部責任。

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

我們與審計委員會就(其中包括)計劃的審計的範圍及時間安排以及重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷進行溝通。

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

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除威脅或已應用的防範措施(如適用)而採取的行動。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Yin Guo Wei.

核數師就審計綜合財務報表承擔的責任(續)

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們認為不應在報告中描述該事項。

出具本獨立核數師報告的審計項目合夥人是殷國偉。

Ernst & Young
Certified Public Accountants
Hong Kong

1 March 2023

安永會計師事務所
執業會計師
香港

2023年3月1日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2022
截至2022年12月31日止年度

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
REVENUE	收入	5	562,786	521,921
Cost of sales	銷售成本		(560,695)	(519,384)
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	在收穫時按公允價值減銷售成本初步確認原料奶產生的收益	21	124,786	153,770
Gains arising from changes in fair value less cost to sell of beef cattle	來自肉牛公允價值減銷售成本變動的收益	21	3,796	19,590
Gross profit	毛利		130,673	175,897
Other income and gains	其他收入及收益	5	7,441	13,968
Losses arising from changes in fair value less costs to sell of other biological assets	來自其他生物資產公允價值減銷售成本變動的虧損	21	(23,409)	(11,316)
Selling and distribution expenses	銷售及分銷開支		(429)	(540)
Administrative expenses	行政開支		(49,495)	(43,028)
Impairment losses on financial assets	金融資產減值虧損		—	(4,900)
Other expenses	其他開支	6	(6,811)	(1,440)
Finance costs	融資成本	8	(32,527)	(21,635)
PROFIT BEFORE TAX	稅前利潤	7	25,443	107,006
Income tax expense	所得稅開支	11	(2,049)	(2,434)
PROFIT FOR THE YEAR	年內利潤		23,394	104,572
Attributable to: Owners of the parent	以下人士應佔： 母公司擁有人		23,394	104,572

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2022
截至2022年12月31日止年度

	<i>Notes</i> <i>附註</i>	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	歸屬於母公司普通股權益持有人的每股盈利		
	<i>13</i>		
Basic – For profit for the year	基本 – 年內利潤	USD0.04 0.04 美元	USD0.17 (Restated) 0.17 美元 (經重列)
Diluted – For profit for the year	攤薄 – 年內利潤	USD0.04 0.04 美元	USD0.17 (Restated) 0.17 美元 (經重列)

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2022
截至2022年12月31日止年度

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
PROFIT FOR THE YEAR	年內利潤	23,394	104,572
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收益		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	於後續期間可能重新分類至損益的其他全面(虧損)/收益		
Exchange differences	匯兌差額		
Exchange differences on translation of foreign operations	海外業務換算匯兌差額	(70,895)	17,238
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	於後續期間可能重新分類至損益的其他全面(虧損)/收益淨額	(70,895)	17,238
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	於後續期間不會重新分類至損益的其他全面收益/(虧損):		
Equity investment designated at fair value through other comprehensive income:	指定為以公允價值計量且其變動計入其他全面收益的股權投資:		
Changes in fair value	公允價值變動	406	(417)
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	於後續期間不會重新分類至損益的其他全面收益/(虧損)淨額	406	(417)
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	年內其他全面(虧損)/收益，除稅後	(70,489)	16,821
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR	年內全面(虧損)/收益總額	(47,095)	121,393
Attributable to:	以下人士應佔:		
Owners of the parent	母公司擁有人	(47,095)	121,393

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2022
2022年12月31日

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
NON-CURRENT ASSETS				
非流動資產				
Property, plant and equipment	物業、廠房及設備	15	455,906	416,358
Right-of-use assets	使用權資產	16(a)	194,744	161,201
Intangible assets	無形資產	17	474	780
Biological assets	生物資產	21	495,404	477,697
Equity investment designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的股權投資	14	1,222	816
Other long-term assets	其他長期資產	18	9,559	8,071
Long-term receivable	長期應收款項	19	12,203	11,855
Total non-current assets	非流動資產總值		1,169,512	1,076,778
CURRENT ASSETS				
流動資產				
Inventories	存貨	20	187,254	160,665
Biological assets	生物資產	21	54,600	49,217
Trade receivables	應收款項	22	50,392	46,600
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	23	22,385	18,727
Cash and cash equivalents	現金及現金等價物	24	57,138	22,145
Pledged deposits	已抵押存款	24	860	1,103
Total current assets	流動資產總值		372,629	298,457
CURRENT LIABILITIES				
流動負債				
Trade payables	應付款項	25	151,954	79,640
Other payables and accruals	其他應付款項及應計項目	26	68,546	38,410
Share-based payment liability	以股份為基礎的付款負債	27	–	4,587
Loans from a former shareholder	前股東貸款	28	–	6,300
Interest-bearing bank borrowings	計息銀行借款	29	124,644	65,556
Lease liabilities	租賃負債	16(b)	10,870	5,451
Deferred income	遞延收入		689	1,596
Tax payable	應納稅款		583	1,077
Total current liabilities	流動負債總額		357,286	202,617

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2022
2022年12月31日

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
NET CURRENT ASSETS	流動資產淨值		15,343	95,840
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,184,855	1,172,618
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	29	187,282	202,422
Deferred tax liabilities	遞延稅項負債	30	600	600
Deferred income	遞延收入		2,761	3,423
Lease liabilities	租賃負債	16(b)	180,171	145,705
Other payables and accruals	其他應付款項及應計項目	26	13,737	15,036
Loans from a former shareholder	前股東貸款	28	–	19,240
Total non-current liabilities	非流動負債總額		384,551	386,426
Net assets	資產淨值		800,304	786,192
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	31	385,992	308,502
Reserves	儲備	33	414,312	477,690
Total equity	權益總額		800,304	786,192

TAN Yong Nang
陳榮南
Director
董事

Edgar Dowse COLLINS
Edgar Dowse COLLINS
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2022
截至2022年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔							
		Share capital	Share option reserve	Statutory reserve	Foreign currency translation reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Merger reserve	Retained profits	Total equity
		股本	購股權儲備	法定儲備	外幣換算儲備	價值儲備	合併儲備	留存利潤	權益總額
		USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
		(Note 31)	(Notes 32,33)	(Note 33)	(Note 33)	(Note 33)	(Note 33)	(Note 33)	(Note 33)
		(附註31)	(附註32、33)	(附註33)	(附註33)	(附註33)	(附註33)	(附註33)	(附註33)
At 1 January 2022	於2022年1月1日	308,502	18,122	71,943	23,101	(6,715)	(8,409)	379,648	786,192
Profit for the year	年內利潤	-	-	-	-	-	-	23,394	23,394
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):								
Change in fair value of equity investment at fair value through other comprehensive income, net of tax	以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動，除稅後	-	-	-	-	406	-	-	406
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	(70,895)	-	-	-	(70,895)
Total comprehensive income for the year	年內全面收益總額	-	-	-	(70,895)	406	-	23,394	(47,095)
Equity-settled share option arrangements	以權益結算的購股權安排	-	12,814	-	-	-	-	-	12,814
Issuance of shares upon listing on the Hong Kong Stock Exchange	於香港聯交所上市後發行股份	25,210	-	-	-	-	-	-	25,210
Issuance of shares pursuant to share option scheme	根據購股權計劃發行股份	29,097	(29,097)	-	-	-	-	-	-
Capitalisation of listing expenses	資本化上市開支	(2,357)	-	-	-	-	-	-	(2,357)
Transfer from loans from a former shareholder	轉撥自前股東貸款	25,540	-	-	-	-	-	-	25,540
Transfer to statutory reserve	轉撥至法定儲備	-	-	6,343	-	-	-	(6,343)	-
At 31 December 2022	於2022年12月31日	385,992	1,839	78,286	(47,794)	(6,309)	(8,409)	396,699	800,304

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2022
截至2022年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔							
		Share capital	Share option reserve	Statutory reserve	Foreign currency translation reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Merger reserve	Retained profits	Total equity
		股本	購股權儲備	法定儲備	外幣換算儲備	公允價值儲備	合併儲備	留存利潤	權益總額
		USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
		Note							
		附註	(附註31)	(附註32、33)	(附註33)	(附註33)	(附註33)	(附註33)	
At 1 January 2021	於2021年1月1日	308,502	4,992	54,373	5,863	(6,298)	(8,409)	292,646	651,669
Profit for the year	年內利潤	-	-	-	-	-	-	104,572	104,572
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):								
Change in fair value of equity investment at fair value through other comprehensive income, net of tax	以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動，除稅後	-	-	-	-	(417)	-	-	(417)
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	17,238	-	-	-	17,238
Total comprehensive income for the year	年內全面收益總額	-	-	-	17,238	(417)	-	104,572	121,393
Equity-settled share option arrangements	以權益結算的購股權安排	32	13,130	-	-	-	-	-	13,130
Transfer to statutory reserve	轉撥至法定儲備	-	-	17,570	-	-	-	(17,570)	-
At 31 December 2021	於2021年12月31日	308,502	18,122	71,943	23,101	(6,715)	(8,409)	379,648	786,192

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2022
截至2022年12月31日止年度

	Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	稅前利潤	25,443	107,006
Adjustments for:	經以下事項調整：		
Impairment of long-term receivable	長期應收款項減值	19	4,900
Gain from bargain purchase	議價購買收益	5	(7,163)
Provision/(reversal of allowance) for inventory obsolescence	計提/(撥回)陳舊存貨撥備	497	(5)
Amortisation of intangible assets	無形資產攤銷	7	345
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7	18,692
Depreciation of right-of-use assets	使用權資產折舊	7	2,828
Loss on modification of leases	修改租賃虧損	6	–
Net loss/(gain) from changes in fair value of biological assets	生物資產公允價值變動虧損/(收益)淨額	21	(8,846)
Net loss on derivative financial instruments	衍生金融工具虧損淨額	6	63
Finance costs	融資成本	8	21,635
Interest income	利息收入	(348)	(348)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	6	833
Share-based payments	以股份為基礎的付款	12,814	14,205
Unrealised foreign currency loss	未實現的外匯虧損	–	51
Operating cash flows before changes in working capital	營運資金變動前的經營現金流量	121,764	154,196
Increase in inventories	存貨增加	(37,885)	(48,665)
Increase in trade receivables and prepayments, other receivables and other assets	應收款項及預付款項、其他應收款項及其他資產增加	(12,376)	(17,598)
Increase in trade payables and other payables and accruals	應付款項以及其他應付款項及應計項目增加	92,570	26,831
(Decrease)/increase in deferred income	遞延收入(減少)/增加	(1,569)	1,271
Cash flows generated from operations	經營產生的現金流量	162,504	116,035
Income tax paid	已付所得稅	(1,754)	(1,241)
Net cash flows from operating activities	經營活動所得現金流量淨額	160,750	114,794

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2022
截至2022年12月31日止年度

	Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
CASH FLOWS FROM INVESTING ACTIVITIES 投資活動所用現金流量			
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(92,412)	(68,343)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	709	689
Proceeds from disposal of biological assets	出售生物資產所得款項	94,959	92,030
Additions to intangible assets	添置無形資產	(109)	(293)
Purchase capitalisation of biological assets	購買資本化生物資產	(170,683)	(132,745)
Acquisition of a subsidiary	收購一家附屬公司	–	(115,500)
New pledged deposits	新增已抵押存款	(40)	(4)
Decrease in pledged deposits	已抵押存款減少	283	523
Net cash flows used in investing activities	投資活動所用現金流量淨額	(167,293)	(223,643)
CASH FLOWS FROM FINANCING ACTIVITIES 融資活動所得現金流量			
Proceeds from issuance of new shares	發行新股份所得款項	25,210	–
Payments of listing expenses	上市開支款項	(2,236)	–
Loss on derivative financial instruments	衍生金融工具虧損	–	(4,058)
Interest paid	已付利息	(21,877)	(13,932)
Principal portion of lease payments	租賃付款的本金部分	(21,653)	(14,379)
Repayment of interest-bearing bank borrowings	償還計息銀行借款	(98,651)	(147,432)
New interest-bearing bank borrowings	新增計息銀行借款	163,746	267,357
Net cash flows from financing activities	融資活動所得現金流量淨額	44,539	87,556
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加／(減少)淨額	37,996	(21,293)
Effect of foreign exchange rate changes, net	外匯匯率變動的影響，淨額	(3,003)	121
Cash and cash equivalents at beginning of year	年初現金及現金等價物	22,145	43,317
Cash and cash equivalents at end of year	年末現金及現金等價物	57,138	22,145
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等價物結餘分析			
Cash and bank balance	現金及銀行結餘	57,998	23,248
Pledged deposits	已抵押存款	(860)	(1,103)
Cash and cash equivalents as stated in the statements of cash flows	現金流量表所載現金及現金等價物	57,138	22,145

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

1. CORPORATE AND GROUP INFORMATION

AustAsia Group Ltd. (the “Company”) is a limited liability company incorporated and domiciled in Singapore. The registered office of the Company is located at 400 Orchard Road, Singapore 238875. The Company completed its initial public offering and was listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “HKEx”) (stock code: 2425.HK) on 30 December 2022. The principal activity of the Company is investment holding and its subsidiaries are mainly engaged in the production and sales of raw milk, sales of beef cattle and sales of milk products in the People’s Republic of China (“PRC”).

In the opinion of the directors, before 30 December 2022, the immediate holding company of the Company was Japfa Ltd., a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited, and the ultimate holding companies of the Company were Rangi Management Limited and Fusion Investment Holdings Limited, both of which are incorporated and domiciled in the British Virgin Islands. Since 30 December 2022, the Company has ceased to be a subsidiary of Japfa Ltd. However, there is no change in controlling shareholders of the Company comprising Mr. Renaldo Santosa, Ms. Gabriella Santosa, the Scuderia Trust, Highvern Trustees Limited (as trustee of the Scuderia Trust), Magnus Nominees Limited, Fidelis Nominees Limited, Fusion Investment Holdings Limited, Rangi Management Limited, Tasburgh Limited and Tallowe Services Inc (together, the “Controlling Shareholders”).

1. 公司及集團資料

AustAsia Group Ltd. (「本公司」) 為一家於新加坡註冊成立並以新加坡為居籍的有限責任公司。本公司的註冊辦事處位於400 Orchard Road, Singapore 238875。於2022年12月30日，本公司已完成首次公開發售並於香港聯合交易所有限公司（「聯交所」）主板上市（股份代號：2425.HK）。本公司的主要活動為投資控股，其附屬公司主要在中華人民共和國（「中國」）從事原料奶的生產及銷售、肉牛銷售和乳製品銷售。

董事認為，於2022年12月30日前，本公司的直接控股公司為佳發（一家於新加坡註冊成立並以新加坡為居籍，且在新加坡證券交易所有限公司上市的有限責任公司），而本公司的最終控股公司為Rangi Management Limited及融合投資控股有限公司（均於英屬維爾京群島註冊成立並以英屬維爾京群島為居籍）。自2022年12月30日起，本公司不再為佳發的附屬公司。然而，本公司控股股東並無發生變動，其包括Renaldo Santosa先生、Gabriella Santosa女士、Scuderia Trust、Highvern Trustees Limited（作為Scuderia Trust的受託人）、Magnus Nominees Limited、Fidelis Nominees Limited、融合投資控股有限公司、Rangi Management Limited、Tasburgh Limited及Tallowe Services Inc（統稱為「控股股東」）。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

1. CORPORATE AND GROUP INFORMATION 1. 公司及集團資料(續)

(continued)

Information about subsidiaries

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

有關附屬公司的資料

本公司主要附屬公司的詳細資料載列如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營運地點	Issued ordinary/ registered share capital 已發行普通股／ 註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Dongying AustAsia Modern Dairy Farm Co., Ltd 東營澳亞現代牧場有限公司	Shandong, PRC 中國山東	USD35,000,000 35,000,000美元	–	100	Production and sales of raw milk 原料奶生產及銷售
Taian AustAsia Modern Dairy Farm Co., Ltd 泰安澳亞現代牧場有限公司	Shandong, PRC 中國山東	USD30,000,000 30,000,000美元	–	100	Production and sales of raw milk 原料奶生產及銷售
Dongying Xianhe AustAsia Modern Dairy Farm Co., Ltd 東營仙河澳亞現代牧場有限公司	Shandong, PRC 中國山東	USD25,000,000 25,000,000美元	–	100	Production and sales of raw milk 原料奶生產及銷售
Dongying Shenzhou AustAsia Modern Dairy Farm Co., Ltd 東營神州澳亞現代牧場有限公司	Shandong, PRC 中國山東	USD40,000,000 40,000,000美元	–	100	Production and sales of raw milk 原料奶生產及銷售
Dongying AustAsia Beef Co., Ltd 東營澳亞肉牛養殖有限公司	Shandong, PRC 中國山東	USD26,430,000 26,430,000美元	–	100	Production and sales of beef cattle 肉牛生產及銷售
Shanghai AustAsia Food Co., Ltd 上海澳雅食品有限公司	Shanghai, PRC 中國上海	USD3,000,000 3,000,000美元	–	100	Trading, wholesale and distribution of milk products 乳製品貿易、批發及分銷

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1. CORPORATE AND GROUP INFORMATION 1. 公司及集團資料(續)

(continued)

Information about subsidiaries (continued)

有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 營運地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
AIH2 Pte. Ltd. AIH2 Pte. Ltd	Singapore 新加坡	USD127,927,000 127,927,000美元	100	-	Investment holding 投資控股
Chifeng AustAsia Modern Dairy Farm Co., Ltd 赤峰澳亞現代牧場有限公司	Inner Mongolia, PRC 中國內蒙古	USD85,600,000 85,600,000美元	-	100	Production and sales of raw milk and beef cattle 原料奶及肉牛生產及 銷售
Falcon Dairy Holdings Limited Falcon Dairy Holdings Limited	Hong Kong 香港	USD240,100,000 240,100,000美元	100	-	Investment holding 投資控股
Pure Source Dairy Farm Co., Ltd 醇源牧場有限公司	Shandong, PRC 中國山東	USD187,000,000 187,000,000美元	-	100	Production and sales of raw milk 原料奶生產及銷售
Shandong AustAsia Feed Technology Co., Ltd 山東澳亞飼料科技有限公司	Shandong, PRC 中國山東	USD12,000,000 12,000,000美元	-	100	Production and sales of feeding additives 飼料添加劑生產及銷售

The English names of the companies registered in the PRC represent the best efforts made by management of the Company in directly translating the Chinese names of these companies as no English names have been registered.

該等中國公司的英文名稱由本公司管理層盡最大的努力直接翻譯其中文名稱，原因是彼等並無註冊任何官方英文名稱。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group.

董事認為，上表列舉了主要影響本年度業績或構成本集團淨資產主要部分的本公司附屬公司。

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2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which comprise all standards and interpretations approved by the International Accounting Standards Board (the “IASB”), and International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for biological assets and equity investment designated at fair value through other comprehensive income which have been measured at fair value. These financial statements are presented in United States Dollars (“USD”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2022. 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).

2.1 編製基準

該等財務報表乃根據《國際財務報告準則》編製，當中包括經國際會計準則理事會（「國際會計準則理事會」）批准的所有準則及詮釋、經國際會計準則委員會批准的仍生效之國際會計準則及準則詮釋委員會之詮釋、香港公認會計原則及香港《公司條例》的披露規定。該等財務報表已按歷史成本法編製，惟以公允價值計量的生物資產及指定為以公允價值計量且其變動計入其他全面收益的股權投資除外。該等財務報表乃以美元（「美元」）編製，且所有數字均已約整至最接近的千位（除非另有說明）。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）截至2022年12月31日止年度財務報表。附屬公司指本公司直接或間接控制的實體（包括結構性實體）。當本集團因參與被投資方的業務而獲得或有權獲得可變回報，並能夠通過其對被投資方的權力（即賦予本集團現有權力可指導被投資方相關活動的現有權利）影響該等回報時，即取得控制權。

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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.

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

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

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

2.1 編製基準(續)

綜合基準(續)

於一般情況下均存在多數投票權形成控制權之推定。倘本公司直接或間接擁有少於被投資方大多數的投票權或類似權利，則本集團於評估其是否擁有對被投資方的權力時，會考慮所有有關事實及情況，包括：

- (a) 與被投資方的其他投票權持有人訂立的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃就與本公司相同的報告期採用一致的會計政策編製。附屬公司的業績自本集團取得控制權日期起合併，並繼續合併直至該控制權終止日期。

損益及其他全面收益的各個組成部分歸屬於本集團母公司擁有人以及非控股權益，即使此舉引致非控股權益出現虧絀結餘。與本集團成員公司之間的交易有關的所有集團內部資產與負債、權益、收入、支出及現金流量將於合併時悉數撇銷。

倘事實及情況顯示上文所列三項控制元素中有一項或多項元素發生變動，則本集團會重新評估其是否仍然控制被投資方。倘附屬公司的擁有權權益發生變動並無喪失控制權，則有關變動於列賬時列作權益交易。

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) 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 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to IFRS Standards 2018-2020</i>	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41

2.1 編製基準 (續)

綜合基準 (續)

倘本集團失去對附屬公司的控制權，則將終止確認：(i)附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面金額；及(iii)計入權益的累計折算差額；並確認：(i)已收對價的公允價值；(ii)任何保留投資的公允價值；及(iii)由此產生計入損益的任何盈餘或虧絀。先前已於其他全面收益確認的本集團應佔部分，乃按照本集團直接出售相關資產或負債時所規定的相同基準，在適當的情況下重新分類至損益或留存利潤。

2.2 會計政策及披露變動

本集團於本年度的財務報表首次採納以下經修訂《國際財務報告準則》。

《國際財務報告準則》	對概念框架的提述
第3號(修訂本)	
《國際會計準則》	物業、廠房及設備：
第16號(修訂本)	作擬定用途前的所得款項
《國際會計準則》	虧損性合約－
第37號(修訂本)	履約成本
《國際財務報告準則》	《國際財務報告準則》
2018年至2020年週期的年度改進	第1號、《國際財務報告準則》第9號、《國際財務報告準則》第16號隨附之範例及《國際會計準則》第41號(修訂本)

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

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

- (a) Amendments to IFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “Conceptual Framework”) issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations that occurred during the year, the amendments did not have any impact on the financial position and performance of the Group.
- (b) Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by IAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

2.2 會計政策及披露變動(續)

下文載述適用於本集團的經修訂《國際財務報告準則》的性質及影響：

- (a) 《國際財務報告準則》第3號(修訂本)以2018年3月發佈的財務報告概念框架(「概念框架」)之提述取代先前財務報表編製及呈列框架之提述，而無需重大改變其要求。該等修訂本亦為《國際財務報告準則》第3號增加確認原則的例外，實體可參考概念框架釐定資產或負債的構成要素。該例外情況規定，對屬於《國際會計準則》第37號或國際財務報告詮釋委員會第21號範圍內的負債及或有負債，倘該等負債屬單獨產生而非於業務合併中產生，應用《國際財務報告準則》第3號的實體應分別提述《國際會計準則》第37號或國際財務報告詮釋委員會第21號，而非概念框架。此外，該等修訂本澄清或有資產於收購日期不符合確認資格。本集團前瞻性地將該等修訂本應用於2022年1月1日或之後發生的業務合併。由於年內並無發生業務合併，因此該等修訂本對本集團的財務狀況及表現並無產生任何影響。
- (b) 《國際會計準則》第16號(修訂本)禁止實體從物業、廠房及設備項目成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中出售項目所產生的任何所得款項。相反，實體須將出售任何有關項目的所得款項及根據《國際會計準則》第2號存貨釐定的有關項目的成本計入損益。本集團已對2021年1月1日或之後可供使用的物業、廠房及設備項目追溯應用該等修訂本。由於在物業、廠房及設備項目可供使用前並無產生任何出售項目，因此該等修訂本並未對本集團的財務狀況及表現產生任何影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.2 會計政策及披露變動(續)

- (c) Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (c) 《國際會計準則》第37號(修訂本)澄清，就根據《國際會計準則》第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理及監管成本)。一般及行政成本與合約並無直接關聯，除非根據合約明確向對手方收取費用，否則不包括在內。本集團對於2022年1月1日尚未履行所有責任的合約前瞻地應用該等修訂本，並無識別出任何虧損性合約。因此，該等修訂本並未對本集團的財務狀況或表現產生任何影響。
- (d) Annual Improvements to IFRSs 2018-2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that is applicable to the Group are as follows:
- (d) 《國際財務報告準則》2018至2020年之年度改進載列《國際財務報告準則》第1號、《國際財務報告準則》第9號、《國際財務報告準則》第16號隨附之範例及《國際會計準則》第41號(修訂本)。適用於本集團的修訂詳情如下：
- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.
 - 《國際財務報告準則》第9號金融工具：闡明實體於評估新訂或經修訂金融負債條款是否顯著不同於原金融負債的條款時所包含的費用。該等費用僅包括借款人與貸款人之間的已付或已收費用，包括借款人及貸款人代表另一方支付或收取的費用。本集團已自2022年1月1日起前瞻地應用該修訂本。由於本集團的金融負債於年內並無修訂或交換，因此，該修訂本並未對本集團的財務狀況或表現產生任何影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
IFRS 17	<i>Insurance Contracts</i> ¹
Amendments to IFRS 17	<i>Insurance Contracts</i> ^{1,4}
Amendment to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 – Comparative Information</i> ⁵
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> ²
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> ²
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

- 1 Effective for annual periods beginning on or after 1 January 2023
- 2 Effective for annual periods beginning on or after 1 January 2024
- 3 No mandatory effective date yet determined but available for adoption
- 4 As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023
- 5 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of IFRS 17

2.3 已頒佈但尚未生效的《國際財務報告準則》

本集團尚未於該等財務報表中應用以下已發佈但尚未生效的新訂及經修訂《國際財務報告準則》。

《國際財務報告準則》第10號及《國際會計準則》第28號(修訂本)	投資者與其聯營公司或合資企業之間的資產出售或注資 ³
《國際財務報告準則》第16號(修訂本)	售後租回交易中的租賃負債 ²
《國際財務報告準則》第17號	保險合約 ¹
《國際財務報告準則》第17號(修訂本)	保險合約 ^{1,4}
《國際財務報告準則》第17號(修訂本)	首次應用《國際財務報告準則》第17號與《國際財務報告準則》第9號 – 比較信息 ⁵
《國際會計準則》第1號(修訂本)	將負債分類為流動或非流動(「2020年修訂本」) ²
《國際會計準則》第1號(修訂本)	附帶合約的非流動負債(「2022年修訂本」) ²
《國際會計準則》第1號及《國際財務報告準則》實務公告第2號(修訂本)	會計政策的披露 ¹
《國際會計準則》第8號(修訂本)	會計估計的定義 ¹
《國際會計準則》第12號(修訂本)	與單一交易產生的資產及負債有關的遞延稅項 ¹

- 1 於2023年1月1日或之後開始的年度期間生效
- 2 於2024年1月1日或之後開始的年度期間生效
- 3 尚無確定強制生效日期，但可供採納
- 4 由於2020年6月發佈《國際財務報告準則》第17號(修訂本)，《國際財務報告準則》第4號已作出修訂，以延長臨時豁免允許保險公司於2023年1月1日之前開始的年度期間應用《國際會計準則》第39號，而非《國際財務報告準則》第9號
- 5 實體在首次應用《國際財務報告準則》第17號時，可選擇應用本修訂本所列的分類重疊過渡性選擇

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

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

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the IASB issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的《國際財務報告準則》(續)

預計適用於本集團的有關該等《國際財務報告準則》的進一步資料於下文詳述。

《國際會計準則》第1號(修訂本)將負債分類為流動或非流動澄清將負債分類為流動或非流動規定，當中指明釐定實體是否於報告期間後最少十二個月內擁有延遲償還負債的權利。負債的分類不受該實體行使其延遲償還負債權利的可能性的影響。該等修訂本亦澄清被視為償還負債的情況。於2022年，國際會計準則理事會發佈的2022年修訂本進一步澄清於貸款安排產生的債務契約中，只有實體於報告日期或之前必須遵守的契約才會影響負債分類為流動或非流動。此外，2022年修訂本要求當實體於報告日期後十二個月內擁有延遲償還負債的權利時，將於貸款安排產生的負債分類為流動或非流動的實體須作出額外披露，惟該等實體須遵守未來契約。該等修訂本於2024年1月1日或之後開始的年度期間生效並將追溯應用，亦允許提前應用。實體提前應用2020年修訂本時亦須同時應用2022年修訂本，反之亦然。本集團現正評估該等修訂本的影響以及是否需要修訂現有貸款協議。根據初步評估，該等修訂本預期不會對本集團的財務報表造成任何重大影響。

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

Amendments to IAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to IFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的《國際財務報告準則》(續)

《國際會計準則》第1號(修訂本)會計政策的披露要求實體披露彼等的重要會計政策資料而非主要會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可合理預期會影響通用目的財務報表的主要使用者基於該等財務報表作出的決策，則該資料屬重要。《國際財務報告準則》實務公告第2號(修訂本)就如何將重要性概念應用於會計政策披露提供非強制性指引。《國際會計準則》第1號(修訂本)於2023年1月1日或之後開始的年度期間生效，並允許提早應用。由於《國際財務報告準則》實務公告第2號(修訂本)提供的指引並非強制性，因此該等修訂的生效日期並非必要。本集團現正重新審視會計政策披露以確保與該等修訂保持一致。

《國際會計準則》第8號(修訂本)澄清會計估計變更與會計政策變更之間的區別。會計估計的定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦澄清實體如何使用計量方法及輸入數據編製會計估計。有關修訂於2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變更及會計估計變更。可提早應用。預計有關修訂將不會對本集團的財務報表產生任何重大影響。

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

Amendments to IAS 12 narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset provided that sufficient taxable profit is available and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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 that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

2.3 已頒佈但尚未生效的《國際財務報告準則》(續)

《國際會計準則》第12號(修訂本)縮窄《國際會計準則》第12號中初始確認豁免的範圍，因此其不再適用於產生同等應課稅及可扣減暫時差額的交易，例如租賃及退役責任。因此，實體在有足夠應課稅溢利的情況下，須就該等交易產生的暫時差額確認遞延稅項資產及遞延稅項負債。有關修訂於2023年1月1日或之後開始的年度報告期間生效，並將於呈列的最早比較期間開始時應用於與租賃及退役責任有關的交易，而任何累計影響於該日確認為對留存利潤或其他權益部分(如適用)期初結餘的調整。此外，有關修訂應前瞻性地應用於租賃及退役責任之外的交易。可提早應用。預計有關修訂將不會對本集團的財務報表產生任何重大影響。

2.4 主要會計政策概要

業務合併及商譽

業務合併乃以收購法入賬。轉讓對價乃以收購日期的公允價值計量，該公允價值為本集團轉讓的資產於收購日期的公允價值、本集團對被收購方前擁有人承擔的負債及本集團發行以換取被收購方控制權的股本權益的總和。就各業務合併而言，本集團選擇是否以公允價值或應佔被收購方可識別資產淨值的比例，計量於被收購方的屬現時所有權權益且於清盤時賦予其持有人按比例分佔資產淨值的非控股權益。非控股權益的所有其他組成部分均按公允價值計量。收購相關成本於產生時支銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

當所收購的一系列活動及資產包括投入及實質性過程，而兩者對創造產出的能力做出重大貢獻時，則本集團釐定其已收購一項業務。

當本集團收購業務時，會根據合約條款、收購日期的經濟環境及相關條件對所承擔的金融資產及負債進行評估，以進行適當分類及指定。這包括將被收購方主合約中的嵌入式衍生工具分離。

如果業務合併分階段進行，則先前所持股權按收購日期的公允價值重新計量，而就此產生的任何收益或虧損於損益中確認。

收購方將轉讓的任何或有對價按收購日期的公允價值確認。分類為資產或負債的或有對價按公允價值計量，而公允價值變動於損益中確認。分類為權益的或有對價不予重新計量，而後續結算於權益中入賬。

商譽初始按成本計量，即所轉讓對價、已確認非控股權益金額以及本集團先前所持被收購方股權的任何公允價值合共超出所收購可識別資產及所承擔負債之差額。如果該對價及其他項目總額低於所收購資產淨值的公允價值，則差額經重新評估後於損益確認為議價購買收益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Fair value measurement

The Group measures its derivative financial instruments, biological assets and equity investment designated at fair value through other comprehensive income at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

公允價值計量

本集團於各報告期末計量其衍生金融工具、生物資產及指定為以公允價值計量且其變動計入其他全面收益的股權投資。公允價值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付的價格。公允價值計量乃基於假設出售資產或轉讓負債的交易於資產或負債主要市場或(並無主要市場)於資產或負債最具優勢市場進行。本集團必須能夠進入該主要或最具優勢市場。資產或負債的公允價值乃採用市場參與者為資產或負債定價時所用的假設計量,即假設市場參與者依照其最佳經濟利益行事。

非金融資產的公允價值計量計入市場參與者通過使用該資產的最高及最佳用途或通過將該資產出售予將使用其最高及最佳用途的另一市場參與者而產生經濟利益的能力。

本集團使用在各情況下適用的估值技術,並有足夠的數據可用於計量公允價值,以盡量增加使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表內計量或披露公允價值的所有資產及負債,均根據對公允價值計量整體而言屬重大的最低層級輸入數據,在下列公允價值層級內進行分類:

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Fair value measurement (continued)

Level 1 - based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 - based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, biological assets and equity investment), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the assets 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.

公允價值計量(續)

第一級 - 基於相同資產或負債於活躍市場的報價(未經調整)

第二級 - 基於對公允價值計量而言屬重大的最低層級輸入數據可以直接或間接觀察到的估值技術

第三級 - 基於對公允價值計量而言屬重大的最低層級輸入數據乃不可觀察的估值技術

就在財務報表中按經常性基準確認的資產和負債而言，本集團於各報告期末通過重新評估分類(基於對公允價值計量整體而言屬重大的最低層級輸入數據)，確定是否於各層級間發生轉移。

非金融資產減值

倘出現減值跡象，或須對資產進行年度減值測試(存貨、金融資產、生物資產及股權投資除外)，則會估計資產的可收回金額。資產可收回金額是按該資產或現金產生單位之使用價值與其公允價值減銷售成本兩者中之較高金額計算，並就個別資產確定，除非該資產並無產生大致上獨立於其他資產或資產組別的現金流入，在此情況下，則就資產所屬之現金產生單位確定可收回金額。在對現金產生單位進行減值測試時，倘公司資產(例如總部大樓)的部分賬面值能夠在合理一致基礎上進行分配，則將分配至單個現金產生單位，否則將分配至最小的現金產生單位組。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要 (續)

Impairment of non-financial assets (continued)

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 consolidated statement of profit or loss and other comprehensive income 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 reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss and other comprehensive income 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;

非金融資產減值 (續)

減值虧損僅於資產賬面值超過其可收回金額時確認。於評估使用價值時，估計日後現金流量乃按稅前貼現率貼現至其現值，該貼現率反映當前市場對貨幣的時間價值及該資產的特定風險的評估。減值虧損於產生期間自綜合損益及其他全面收益表中在與減值資產的功能一致的相關開支類別中扣除。

於各報告期末，會評估有否跡象顯示先前確認之減值虧損已不再存在或有所減少。倘出現該等跡象，則估計資產的可收回金額。僅於用以確定資產可收回金額之估計有變時撥回該資產先前確認之減值虧損（不包括商譽），惟所撥回金額不可超過過往年度在並無就該資產確認減值虧損的情況下確定之賬面值（扣除任何折舊／攤銷）。撥回的減值虧損於產生期間計入綜合損益及其他全面收益表。

關聯方

以下人士於下列情況下被視為與本集團關聯：

- (a) 倘該方屬以下人士或該人士的近親，且該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團或本集團母公司關鍵管理人員；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

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; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關聯方(續)

或

- (b) 倘該方為符合以下任何條件之實體：
- (i) 該實體及本集團為同一集團的成員公司；
 - (ii) 某一實體為另一實體(或該另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合資企業；
 - (iii) 該實體及本集團均為相同第三方的合資企業；
 - (iv) 某一實體為第三方實體的合資企業且另一實體為該第三方實體的聯營公司；
 - (v) 該實體為以本集團或與本集團有關聯的實體之僱員為受益人的離職後福利計劃；及離職後福利計劃的贊助僱主；
 - (vi) 該實體受(a)項所述人士控制或共同控制；
 - (vii) (a)(i)項所述人士對該實體具有重大影響力或是該實體(或該實體母公司)的關鍵管理人員；及
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供關鍵管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) 2.4 主要會計政策概要(續)

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 consolidated statement of profit or loss and other comprehensive income in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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:

Buildings and site facilities	4.5%-5%
Machinery and equipment	9%-10%
Office furniture and fixtures	18%-20%
Motor vehicles	18%-20%

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.

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括購買價及使資產達至營運狀況及地點以作擬定用途產生之任何直接應佔成本。

物業、廠房及設備項目投入運營後產生之開支,如維修及保養費,一般於產生期間於綜合損益及其他全面收益表中扣除。於符合確認標準的情況下,主要檢查開支作為重置於資產賬面值中資本化。倘物業、廠房及設備的重大部分需要定期更換,則本集團確認該等部分為有明確可使用年期的個別資產,並作出相應折舊。

折舊以直線法按每項物業、廠房及設備於估計可使用年內撇銷成本至剩餘價值計算。就此目的使用的主要年率如下:

樓宇及場地設施	4.5%-5%
機械及設備	9%-10%
辦公傢俱及固定裝置	18%-20%
機動車輛	18%-20%

倘物業、廠房及設備項目各部分可使用年期不同,則該項目的成本按合理基準於各部分之間分配,且各部分分別折舊。至少於各財政年度末審閱及調整(如適用)剩餘價值、可使用年期及折舊方法。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss and other comprehensive income 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 acquired separately and is amortised on a straight-line basis over its finite useful life of 5 years.

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

物業、廠房及設備項目(包括初始確認之任何重大部分)於出售時或估計其使用或出售日後不再產生經濟利益時,將終止確認。於資產終止確認年度,於綜合損益及其他全面收益表確認之出售或報廢的任何收益或虧損,為出售所得款項淨額與有關資產賬面值之間的差額。

在建工程指在建樓宇,其以成本減任何減值虧損列賬,且不計提折舊。成本包括建造期間的直接建造成本和與借款資金有關的資本化借款成本。在建工程於竣工後及可供使用時會重新分類至物業、廠房及設備的適當類別。

無形資產(商譽除外)

單獨收購的無形資產於初始確認時按成本計量。於業務合併中收購的無形資產的成本為於收購日期的公允價值。無形資產的可使用年期評估為有限或無限。有限可使用年期的無形資產隨後於可使用經濟年內攤銷,並於有跡象顯示無形資產可能減值時評估是否減值。有限可使用年期的無形資產的攤銷期間及攤銷方法至少於各財政年度末進行檢討。

軟件

軟件單獨採購並在5年有限可使用年內按直線法攤銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Biological assets

Biological assets are measured on initial recognition and at the end of the reporting period at their fair values less costs to sell, with any resultant gain or loss recognised in the consolidated statement of profit or loss for the period in which it arises. Biological assets comprise dairy cows, beef cattle and forage plants.

Dairy cows and beef cattle

Dairy cows, including milkable cows, heifers and calves, and beef cattle are measured on initial recognition and at the end of each reporting period at their fair values less costs to sell, with any resultant gain or loss recognised in the consolidated statement of profit or loss for the period in which it arises. Costs to sell are the incremental costs directly attributable to the disposal of an asset, mainly transportation costs excluding finance costs and income taxes.

The fair value is determined based on their present location and condition and is determined independently by professional valuers. The fair value of heifers and calves and beef cattle for which there are active markets is determined by reference to the quoted market prices. For milkable cows for which there is no active market, fair value is determined by valuation techniques, for example, discounted cash flow techniques.

The feeding costs and other related costs including the depreciation charge, utility costs and consumables incurred for the raising of heifers and calves are capitalised, until such time as the heifers and calves begin to produce milk.

生物資產

生物資產在初始確認時和報告期末按其公允價值減去銷售成本進行計量，任何由此產生的收益或虧損在其產生期間的綜合損益表內確認。生物資產包括奶牛、肉牛和飼料作物。

奶牛及肉牛

奶牛(包括成母牛、育成牛及犏牛)及肉牛，在初始確認時和各報告期末按其公允價值減去銷售成本進行計量，任何由此產生的收益或虧損在其產生期間於綜合損益表內確認。銷售成本是直接歸屬於資產處置的增量成本，主要為運輸成本，但不包括融資成本和所得稅。

公允價值根據其目前的位置和狀況釐定，並由專業估值師獨立釐定。處於活躍市場時，參照市場報價釐定育成牛、犏牛及肉牛的公允價值。處於非活躍市場時，採用估值技術釐定成母牛的公允價值，如現金流量折現法。

在育成牛及犏牛開始產奶前，飼養成本及其他相關成本(包括折舊費用、公用事業成本及飼養育成牛及犏牛所產生的消耗品)均已資本化。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Biological assets (continued)

Forage plants

The immature corn and sorghum plantation costs consist of field preparation, planting, fertilising and maintenance and an allocation of other related cost. In general, a corn plantation and a sorghum plantation take about six months to reach maturity from the time when the seedlings are planted.

Plantations in initial stages of growth are stated at cost as market-determined prices or values are not available.

Plantations close to harvest and the harvested products of the Group's wet corn and sorghum are measured at fair value less estimated point-of-sale costs. The fair value is determined based on the actual selling prices in the local market at the point of harvest less estimated point-of-sale costs.

Gains or losses arising on initial recognition of plantations at fair value less estimated point-of-sale costs and the change in fair value less costs to sell of plantations at each reporting date are included in the consolidated statement of profit or loss for the period in which they arise.

Upon harvest, the forage plants are transferred to inventories for feeding the dairy cows and beef cattle.

Agricultural produce

Agricultural produce represents raw milk harvested from the Group's biological assets. Raw milk is recognised at the point of harvest at its fair value less costs to sell. A gain or loss arising from agricultural produce at the point of harvest measuring at fair value less costs to sell is included in profit or loss for the period in which it arises.

2.4 主要會計政策概要(續)

生物資產(續)

飼料作物

未成熟玉米和高粱種植成本包括整地、種植、施肥及維護以及其他相關成本的分配。一般而言，玉米種植和高粱種植從播種到成熟大概需要六個月的時間。

由於無法獲得市場定價或價值，處於生長初期的種植物按成本列賬。

即將收穫的種植物以及本集團的濕玉米和高粱的收割產品按公允價值減去估計的銷售點成本進行計量。公允價值根據收穫時當地市場的實際售價減去估計的銷售點成本予以釐定。

按公允價值減估計的銷售點成本初始確認種植物所產生的收益或虧損，及於各報告日期公允價值減種植物銷售成本的變動，均於其產生期間計入損益表。

收穫後，飼料作物轉換為用於飼養奶牛及肉牛的存貨。

農產品

農產品是指本集團的生物資產出產的原料奶，原料奶於出產時按其公允價值減銷售成本確認。農產品於收穫時按公允價值減銷售成本所產生的收益或虧損，須於其產生期間計入損益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	3 to 50 years
Buildings and site facilities	2 to 5 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.

租賃

本集團於合約開始生效時評估一份合約是否屬於或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約屬於或包含租賃。

本集團為承租人

本集團對所有租賃(短期租賃及低價值資產租賃除外)採用單一確認及計量方法。本集團確認租賃負債以作出租賃付款及確認具有相關資產使用權的使用權資產。

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本及於開始日期或之前已作出的租賃付款減任何已收取的租賃優惠。使用權資產於其租期或估計可使用年期(以較短者為準)內按直線法折舊，具體如下：

租賃土地	3至50年
樓宇及場地設施	2至5年

倘租賃資產的所有權於租期屆滿前轉移至本集團或相關成本反映行使購買選擇權，則按照該資產的估計可使用年期計算折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 主要會計政策概要(續)

租賃(續)

本集團為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期按於租期內將作出的租賃付款的現值確認。租賃付款包括固定付款(包括實質上的固定付款)減任何應收租賃優惠、依據某指數或比率而定的可變租賃付款及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定將行使的購買選擇權的行使價及就終止租賃支付的罰款(倘租期反映本集團行使終止租賃的選擇權)。並非依據某指數或比率而定的可變租賃付款於觸發付款的事件或情況發生的期間確認為開支。

於計算租賃付款的現值時，由於租賃中隱含的利率不容易確定，故本集團於租賃開始日期使用其增量借款利率。於開始日期後，增加租賃負債的金額以反映利息增加並就作出的租賃付款扣減租賃負債的金額。此外，如有修訂、租期變動、租賃付款等變動(例如，因指數或利率變動導致的未來租賃付款變動)或購買相關資產的選擇權評估變更，則租賃負債的賬面值會重新計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要 (續)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

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.

租賃 (續)

本集團為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其機器及設備的短期租賃(即自開始日期起計之租期為12個月或以下並且不包括購買選擇權的租賃)。其亦將低價值資產租賃的確認豁免應用於被視為低價值的辦公室設備及筆記本電腦租賃。

短期租賃的租賃付款及低價值資產租賃在租期內按直線法確認為開支。

投資及其他金融資產

初始確認及計量

於初始確認時將金融資產分類為其後按攤銷成本計量的金融資產、按公允價值計量且其變動計入其他全面收益的金融資產，以及以公允價值計量且其變動計入當期損益的金融資產。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法不調整重大財務成分影響的應收款項外，本集團初始按公允價值加上(如果金融資產並非以公允價值計量且其變動計入當期損益)交易成本計量金融資產。並無重大融資成分或本集團已就此應用可行權宜方法的應收款項乃依照下文「收入確認」所載政策根據《國際財務報告準則》第15號確定的交易價格計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

為使金融資產按攤銷成本或以公允價值計量且其變動計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。具有並非純粹為支付本金及利息的現金流量的金融資產，按以公允價值計量且其變動計入當期損益分類及計量，而不論其業務模式為何。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產或兩者兼有。按攤銷成本分類及計量的金融資產，按旨在持有金融資產以收取合約現金流量的業務模式持有，而按以公允價值計量且其變動計入其他全面收益分類及計量的金融資產則按旨在持有以收取合約現金流量及出售的業務模式持有。並非按上述業務模式持有的金融資產，按以公允價值計量且其變動計入當期損益分類及計量。

金融資產的所有一般買賣概於交易日(即本集團承諾買賣資產的日期)確認。一般買賣指須於一般由市場規定或慣例確立的期間內交付資產的金融資產買賣。

後續計量

金融資產之後續計量視以下分類而定：

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Investments and other financial assets (continued)

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 consolidated statement of profit or loss and other comprehensive income when the asset is derecognised, modified or impaired.

Financial assets designated at fair value through other comprehensive income (equity investment)

Upon initial recognition, the Group can elect to classify irrevocably its equity investment as equity investment 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 consolidated statement of profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, 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 investment 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 consolidated statement of profit or loss.

投資及其他金融資產(續)

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並須予以減值。當資產終止確認、修改或減值時，則會在損益及其他全面收益表內確認收益及虧損。

指定為以公允價值計量且其變動計入其他全面收益的金融資產(股權投資)

於初始確認時，倘股權投資符合《國際會計準則》第32號「金融工具：呈列」項下權益的定義且並非持作買賣，本集團可選擇將其股權投資不可撤回地分類為指定為以公允價值計量且其變動計入其他全面收益的股權投資。分類按個別工具基準確定。

該等金融資產的收益及虧損概不會被重新計入綜合損益表。在支付權確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時，股息於綜合損益表內確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此情況下，該等收益於其他全面收益入賬。指定為以公允價值計量且其變動計入其他全面收益的股權投資不受減值評估影響。

以公允價值計量且其變動計入當期損益的金融資產

以公允價值計量且其變動計入當期損益的金融資產按公允價值於財務狀況表列賬，而公允價值的淨變動則於綜合損益表內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 主要會計政策概要(續)

終止確認金融資產

出現以下情形時，金融資產（或一項金融資產的部分或一組同類金融資產的部分（如適用））一般會被終止確認（即自本集團綜合財務狀況表剔除）：

- 從資產收取現金流量的權利已屆滿；或
- 本集團已轉讓從資產收取現金流量的權利，或已根據「過手」安排承擔向第三方無重大延誤全額支付所收現金流量的責任；及(a)本集團已轉讓資產的絕大部分風險及回報，或(b)本集團雖未轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

金融資產減值

本集團就所有並非以公允價值計量且其變動計入當期損益持有的債務工具確認預期信貸虧損撥備。預期信貸虧損基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量差額計量，並按原實際利率近似值貼現。預期現金流量將包括出售所持抵押品或為合約條款組成部分的其他信用增級工具所得現金流量。

一般方法

預期信貸虧損於兩個階段確認。就自初始確認以來信貸風險並無顯著增加的信貸敞口而言，預期信貸虧損乃就未來12個月內可能發生的違約事件而產生的信貸虧損（12個月預期信貸虧損）計提撥備。就自初始確認以來信貸風險顯著增加的信貸敞口而言，須於敞口剩餘年期內就預期信貸虧損計提虧損撥備，而不論違約時間（全期預期信貸虧損）。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要 (續)

Impairment of financial assets (continued)

General approach (continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers 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 and contract assets 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

金融資產減值 (續)

一般方法 (續)

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否顯著增加。進行評估時，本集團比較金融工具於報告日期出現違約之風險與該金融工具於初始確認日期出現違約之風險，並考慮合理及有理據且毋須花費不必要成本或精力即可獲得之資料，包括歷史及前瞻性資料。

如果合約付款逾期90天，本集團視金融資產為違約。然而，於若干情況下，本集團亦可能在計及本集團持有的任何信用增級工具前，於有內部或外部資料顯示本集團可能無法悉數收回未償還合約款項時視金融資產為違約。當概無合理預期可收回合約現金流量時，金融資產將予撇銷。

根據一般方法，按攤銷成本計量的金融資產須計提減值並按下列階段分類以計量預期信貸虧損，惟應收款項及合約資產則採用下述簡化方法計量。

第一階段 — 自初始確認以來信貸風險並無顯著增加及虧損撥備按等同12個月預期信貸虧損金額計量的金融工具

第二階段 — 自初始確認以來信貸風險顯著增加但並非信貸減值金融資產及虧損撥備按等同全期預期信貸虧損金額計量的金融工具

第三階段 — 於報告日期已發生信貸減值（但非購入或原本已發生信貸減值）及虧損撥備按等同全期預期信貸虧損金額計量的金融資產

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

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.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and accruals, derivative financial instruments and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

2.4 主要會計政策概要(續)

金融資產減值(續)

簡化方法

就並無重大融資成分或本集團應用可行權宜方法不調整重大融資成分影響的應收款項而言，本集團應用簡化方法計算預期信貸虧損。根據簡化方法，本集團並不記錄信貸風險的變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗設立撥備矩陣，並根據債務人特定的前瞻性因素及經濟環境作出調整。

金融負債

初始確認及計量

金融負債於初始確認時分類為以公允價值計量且其變動計入當期損益的金融負債、貸款及借款或應付款項(如適用)。

所有金融負債按公允價值進行初始確認，而就貸款及借款及應付款項而言，則扣除直接應佔交易成本。

本集團的金融負債包括應付款項、其他應付款項及應計項目、衍生金融工具及計息銀行借款及其他借款。

後續計量

金融負債之後續計量視以下分類而定：

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要 (續)

Financial liabilities (continued)

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

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 consolidated statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

金融負債 (續)

按攤銷成本計量的金融負債 (貸款及借款)

初始確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟倘貼現影響屬輕微則按成本列賬。收益及虧損於負債終止確認時及於實際利率攤銷過程中於綜合損益表內確認。

攤銷成本於計及收購的任何貼現或溢價及為實際利率組成部分的費用或成本後計算。實際利率攤銷計入綜合損益表的融資成本內。

終止確認金融負債

金融負債於負債的責任解除、取消或屆滿時終止確認。

如果現有金融負債被另一項由同一貸款人提供而絕大部分條款不同的負債所取代，或現有負債的條款經大幅修改，則有關取代或修改視為終止確認原有負債及確認新負債，而相關賬面值的差額會於綜合損益表內確認。

抵銷金融工具

在現時有可執行的合法權利抵銷已確認金額且有意按淨額基準結算，或同時變現資產及償還負債的情況下，金融資產與金融負債方可抵銷，淨額則於財務狀況表呈報。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the consolidated statement of profit or loss.

Current versus non-current classification

Derivative instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows). Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.

Inventories

Inventories mainly include raw materials, low-value consumables and finished goods. Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

衍生金融工具

初始確認與後續計量

本集團採用遠期貨幣合約及利率掉期等衍生金融工具以分別對沖其外匯風險及利率風險。該等衍生金融工具於訂立衍生工具合約日期按公允價值進行初始確認，其後按公允價值重新計量。當公允價值為正時，衍生工具作為資產列賬；當公允價值為負時，衍生工具作為負債列賬。

衍生工具公允價值變動引起的任何收益或虧損均直接計入綜合損益表。

流動與非流動分類

衍生工具分類為流動或非流動或根據事實及情況(即相關合約現金流量)評估分為流動及非流動部分。倘本集團於報告期末後12個月以上的期間預期持有衍生工具作為經濟對沖(且不採用對沖會計法)，則衍生工具被分類為非流動(或分為流動及非流動部分)，與相關項目的分類一致。

存貨

存貨主要包括原材料、低值消耗品及成品奶。存貨按成本及可變現淨值兩者中的較低者入賬。成本乃按加權平均基準確定，而就在製品與成品奶而言，成本包括直接原材料、直接勞動力及適當比例的經常性開支。可變現淨值則按預計售價減完成及出售時所產生的任何估計成本確定。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Cash and cash equivalents

For the purpose of the consolidated statement 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 six 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 consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term 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 the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，及可隨時轉換成已知金額現金、價值變動風險不大且獲得時一般具有不超過六個月短暫到期日的短期高流通投資，再扣除須於要求時償還且屬於本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金及銀行現金，包括定期存款，以及性質與現金類似的資產。

撥備

如果本集團因過往事件須承擔現時的責任（法定或推定），而履行該責任可能導致未來資源外流，且該責任涉及金額能夠可靠估計，則確認撥備。

如果貼現影響重大，則確認為撥備的金額將為報告期末預期須用作履行責任的未來開支現值。貼現現值隨著時間增加的金額計入綜合損益表的融資成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與損益以外確認項目有關的所得稅於損益以外確認，即於其他全面收益或直接於權益確認。

即期稅項資產及負債，乃根據於報告期末已頒佈或實質已頒佈的稅率（及稅法），經計及本集團經營所在國家的現行詮釋及慣例，按預期可自稅務機關退回或向其支付的金額計量。

遞延稅項採用負債法就於報告期末資產及負債稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提撥備。

所有應課稅暫時差額均確認遞延稅項負債，惟以下情況除外：

- 遞延稅項負債乃因在一項並非業務合併交易中初始確認商譽或資產或負債而產生，且於交易時既不影響會計利潤亦不影響應課稅利潤或虧損；及
- 就與於附屬公司、聯營公司及合資企業的投資有關的應課稅暫時差額而言，倘暫時差額撥回時間為可控制，則該等暫時差額於可預見的未來可能不會撥回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要 (續)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

所得稅 (續)

所有可扣減暫時差額、結轉的未使用稅項抵免及任何未使用稅項虧損均確認為遞延稅項資產。若日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時差額、結轉的未使用稅項抵免及未使用稅項虧損，則會確認遞延稅項資產，惟以下情況除外：

- 與可扣減暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初始確認資產或負債而產生，且於交易時既不影響會計利潤亦不影響應課稅利潤或虧損；及
- 就與於附屬公司、聯營公司及合資企業的投資有關的可扣減暫時差額而言，遞延稅項資產僅於暫時差額於可預見的未來有可能撥回且有可能出現暫時差額可用以抵扣應課稅利潤時，方予確認。

於各報告期末審閱遞延稅項資產的賬面值，如不再可能有足夠的應課稅利潤以使用全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。未確認的遞延稅項資產於各報告期末予以重估，並於可能有足夠應課稅利潤用以收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債乃根據於報告期末已頒佈或實質已頒佈的稅率（及稅法），按預期將於變現資產或償付負債期間適用之稅率計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss and other comprehensive income 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 consolidated statement of profit or loss and other comprehensive income by way of a reduced depreciation charge.

2.4 主要會計政策概要(續)

所得稅(續)

當且僅當本集團有可依法強制執行的權利可將即期稅項資產及即期稅項負債抵銷，遞延稅項資產及遞延稅項負債與同一稅務機關向同一應課稅實體或不同應課稅實體(預期於各未來期間將清償或追償大量遞延稅項負債或資產，並計劃按淨額基準清償即期稅項負債及資產，或同時變現資產及償還負債)徵收的所得稅有關，則遞延稅項資產及遞延稅項負債可予抵銷。

政府補助

如果可合理保證將獲得補助及將符合所有附帶條件，則按公允價值確認政府補助。如果該補助與一項開支項目有關，則於擬用作補償之成本支銷期間系統地確認為收入。

倘補助與資產有關，則其公允價值計入遞延收入賬，並於有關資產的預計可使用年期內，每年等額撥往損益及其他全面收益表或從資產賬面值扣減，並以經扣減折舊費用形式撥往損益及其他全面收益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

收入確認

客戶合約收入

客戶合約收入於商品或服務的控制權轉移予客戶時確認，有關金額反映本集團預期就提供該等商品或服務而有權獲得的對價。

當合約中的對價包含可變金額時，估計對價金額為本集團將商品或服務轉移至客戶而有權換取的對價。可變對價於合約開始時進行估計，並受到限制，直至與可變對價的相關不確定性隨後得以解決時，所確認的累計收入金額中極有可能不會發生重大的收入撥回。

當合約載有向客戶提供超過一年的商品或服務轉讓的重大融資利益的融資部分時，則收入按應收金額的現值計量，並採用反映於本集團與客戶之間於合約開始時的單獨融資交易的貼現率進行貼現。倘合約載有向本集團提供超過一年的重大融資利益的融資部分時，則根據該合約確認的收入包括按實際利率法計入合約負債的利息支出。就客戶付款與轉讓承諾貨品或服務之間的期限為一年或更短的合約而言，交易價格不會因重大融資部分的影響而採用《國際財務報告準則》第15號的可行權宜方法作出調整。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要 (續)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) Sales of raw milk

Revenue from these sales is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied.

(b) Sales of beef cattle

Revenue from sales of beef cattle is recognised when the beef cattle are collected by customers.

(c) Sales of milk products

The Group sells milk products to distributors and end customers (collectively referred to as "customers"). Revenue from sales of these products is recognised when the goods have been delivered to customers.

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.

收入確認 (續)

客戶合約收入 (續)

(a) 原料奶銷售

該等銷售收入於商品交付予客戶且符合所有驗收標準時確認。

(b) 肉牛銷售

肉牛銷售收入於客戶領取肉牛時確認。

(c) 乳製品銷售

本集團向分銷商及終端客戶(統稱為「客戶」)銷售乳製品。銷售該等產品的收入於商品交付予客戶時予以確認。

其他收入

利息收入乃以累計基準採用實際利率法確認，方法為應用將金融工具預計年期或較短期間(如適用)的估計未來現金收入準確地貼現為金融資產賬面淨值的貼現率。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 重大會計政策概要(續)

Share-based payments

The Company operates several share-based incentive plans 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 in exchange for equity instruments ("equity-settled transactions") and cash ("cash-settled transactions").

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 a binomial model, further details of which are given in note 32 to the financial statements.

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 consolidated statement of profit or loss and other comprehensive income 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.

以股份為基礎的付款

本公司設有數項股份激勵計劃，目的是向對本集團經營的成功有所貢獻的合資格參與者提供激勵及獎勵。本集團的僱員(包括董事)按以股份為基礎的付款形式收取薪酬，即僱員提供服務作為股權工具的對價(「以權益結算的交易」)及現金對價(「以現金結算的交易」)。

與僱員進行的以權益結算的交易成本參考授出日期的公允價值計算。公允價值由外部估值師使用二項式模型釐定，進一步詳情載於財務報表附註32。

以權益結算的交易成本連同權益相應增幅於表現及／或服務條件達成期間在僱員福利開支內確認。於歸屬日期前在各報告期末就以權益結算的交易確認的累計開支，反映已屆滿歸屬期限的程度及本集團對最終將歸屬的權益工具數目的最佳估計。在某一期間綜合損益及其他全面收益表內的扣除或進賬反映於該期間期初及期末時確認的累計開支的變動。

釐定獎勵於授出日期的公允價值時並無考慮服務及非市場績效條件，惟作為本集團對最終將歸屬的權益工具數目的最佳估計的一部分，將評估達成條件的可能性。授出日期公允價值反映市場績效條件。獎勵所附帶但與服務規定無關的任何其他條件，一概被視為非歸屬條件。除非獎勵中同時存在服務及／或績效條件，否則非歸屬條件會於獎勵的公允價值中反映，並會實時作為開支扣除。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 重大會計政策概要(續)

以股份為基礎的付款(續)

因未能達致非市場表現及／或服務條件而最終未能歸屬的獎勵不會確認開支。倘獎勵包括市場或非歸屬條件，則不論市場或非歸屬條件是否達成，只要所有其他表現及／或服務條件已經達成，有關交易將作為已歸屬處理。

倘權益結算獎勵的條款經修訂，而獎勵的原有條款已達成，則最少須確認一項開支，猶如條款並無修訂。此外，倘任何修訂導致於修訂日期計量的以股份為基礎的付款公允價值總額有所增加或對僱員有利，則就該等修訂確認開支。

倘若權益結算獎勵被註銷，則應被視為已於註銷日期歸屬，任何尚未就獎勵確認的開支，均應立刻確認。此包括於本集團或僱員的控制範圍內的非歸屬條件並未達成時的任何獎勵。然而，若新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵，均應被視為原獎勵的變更，一如前段所述。

計算每股盈利時，未行使購股權的攤薄效應，反映為額外股份攤薄。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 重大會計政策概要(續)

Share-based payments (continued)

The cost of cash-settled transactions is measured initially at fair value at the grant date, taking into account the terms and conditions upon which the instruments were granted, further details of which are given in note 32 to the financial statements. The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The cumulative expense recognised for cash-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 awards that will ultimately vest. The liability is measured at the end of each reporting period up to and including the settlement date, with changes in fair value recognised in the consolidated statement of profit or loss.

Other employee benefits

Pension schemes

The Group participates in the national pension schemes as defined by the laws of the countries in which it operates. In particular, 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. These subsidiaries are required to contribute certain percentages of their payroll costs to the central pension scheme. Companies of the Group located in Singapore and Hong Kong make contributions to the Central Provident Fund scheme in Singapore, and the Hong Kong Mandatory Provident Fund Scheme in Hong Kong, respectively.

The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central pension scheme, and contributions paid to the defined contribution pension scheme for an employee are not available to reduce the Group's future obligations to such defined contribution pension plans even if the employee leaves.

以股份為基礎的付款(續)

以現金結算的交易成本乃經計及授出工具所依據的條款及條件後，於授出日期初步按公允價值計量(詳情載於歷史財務資料附註32)。公允價值乃於直至歸屬日止期間列支，並確認相應負債。在歸屬日之前，於各報告期末為以現金結算的交易確認的累計開支反映了歸屬期已屆滿的部分以及本集團對最終歸屬的獎勵數目的最佳估計。負債於各報告期末直至結算日期(含該日)計量，其公允價值變動於綜合損益表內確認。

其他僱員福利

退休金計劃

本集團已加入其業務所在國的法律規定的國家退休金計劃。具體而言，本集團於中國內地經營的附屬公司的僱員須參與地方市政府運作的中央退休金計劃。該等附屬公司須按其薪金成本的特定百分比向中央退休金計劃供款。本集團位於新加坡及香港的公司分別向新加坡的中央公積金計劃及香港強制性公積金計劃供款。

供款在其根據中央退休金計劃的規則於應付時自綜合損益表扣除，以及即便僱員離職，為僱員的界定供款退休金計劃已付的供款也不得用於減輕本集團向該界定供款退休金計劃負有的未來責任。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Foreign currencies

These financial statements are presented in USD, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

2.4 重大會計政策概要(續)

其他僱員福利(續)

離職福利

離職福利於本集團不可撤回提供該等福利及於本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

借款成本

直接用於收購、興建或生產合資格資產(即需待相當長時間方可達致其擬定用途或可供出售的資產)的借款成本撥充作為該等資產的部分成本。一旦資產基本可供擬定用途或出售,則有關借款成本不再撥充資本。特定借款於用作合資格資產開支前的臨時投資所賺取的投資收入於已資本化的借款成本中扣減。所有其他借款成本均於產生期間支銷。借款成本包括實體就借用資金產生的利息及其他成本。

股息

末期股息將於股東大會上獲股東批准後確認為負債。

外幣

該等財務資料以本公司的功能貨幣美元呈列。本集團各實體自行決定各自的功能貨幣,而各實體的財務報表項目乃以該功能貨幣計量。本集團實體記錄的外幣交易初步按其各自於交易日期的現行功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣的匯率換算。貨幣項目結算或換算產生的差額於綜合損益表內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 重大會計政策概要 (續)

Foreign currencies (continued)

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).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the USD. As at the end of the reporting period, the assets and liabilities of these entities are translated into USD at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into USD 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 foreign currency translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

外幣 (續)

以外幣為單位而按歷史成本計量的非貨幣項目按首次交易日的匯率換算。以外幣為單位而按公允價值計量的非貨幣項目按計量公允價值當日的匯率換算。換算以公允價值計量的非貨幣項目產生的收益或虧損與項目公允價值變動產生的收益或虧損按相同方式確認，即公允價值收益或虧損於其他全面收益或損益確認的項目，其折算差額亦分別於其他全面收益或損益確認。

確定有關資產於初始確認時，終止確認與預付對價有關的非貨幣性資產或非貨幣性負債產生的開支或收入的匯率時，初始交易日期為本集團初始確認因預付對價而產生非貨幣性資產或非貨幣性負債的日期。倘有多筆預付款項或預收款項，本集團就每筆預付對價的付款或收款釐定交易日期。

若干海外附屬公司的功能貨幣為美元以外的貨幣。於報告期末，該等實體的資產及負債按報告期末適用的匯率換算為美元，其損益表按交易日期相若的匯率換算為美元。

所產生的匯兌差額於其他全面收益確認並於外匯交易儲備累計。出售海外業務時，其他全面收益中與該特定海外業務有關的組成部分於綜合損益表內確認。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group includes the renewal period as part of the lease term for leases of farmland due to the significance of these assets to its operations. These leases have a short non-cancellable period (i.e., three to five years) and there will be a significant negative effect on production if a replacement is not readily available.

3. 重大會計判斷和估計

編製本集團的財務報表時，管理層須作出可影響收入、開支、資產與負債呈報金額及其相關披露資料以及或有負債披露資料的判斷、估計及假設。有關該等假設及估計的不確定因素可能引致日後須大幅調整受影響資產或負債的賬面值。

判斷

於應用本集團會計政策的過程中，管理層已作出如下判斷（涉及估計的判斷除外），該等判斷對財務報表中確認的金額產生最重大的影響：

釐定具續租選擇權合約之租賃期限的重大判斷

本集團擁有若干租賃合約，包括延期及終止選擇權。本集團於評估是否行使續租或終止租賃的選擇權時應用判斷。即計及所有為續租或終止租賃的行使創造經濟激勵的相關因素。於生效日期後，倘於本集團控制範圍內發生重大事項或情形變化，並對本集團是否行使續租或終止租賃的選擇權產生影響（例如，重大租賃權益改良構建或對租賃資產進行重大定制），則本集團會重新評估租賃期限。

本集團將續租期限作為農田租賃期限的一部分，因為該等資產對其經營具重要性。該等租賃有一個不可取消的較短期限（即三至五年），倘無現成的替代品，生產將受到重大負面影響。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

3. 重大會計判斷和估計 (續)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

估計不確定因素

下文載述於報告期末有關未來的主要假設及其他估計不確定因素的主要來源，其存在導致下一財政年度的資產及負債賬面值發生重大調整的重大風險。

租賃 – 估計增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，其使用增量借款利率計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近的資產，而以類似抵押作為保證，於類似期間借入所需資金應支付的利率。因此，增量借款利率反映了本集團「必須支付」的金額，在沒有可觀察利率的情況下（例如，對於未進行融資交易的附屬公司）或需要調整以反映租賃條款和條件的情況下（例如，當租賃不以附屬公司的功能貨幣計算時），需要進行估算。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借款利率並須作出若干實體特定的估計（例如附屬公司的獨立信貸評級）。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Estimation of fair value of dairy cows and beef cattle

The Group's dairy cows and beef cattle are measured at fair value less costs to sell. The fair value of dairy cows and beef cattle is determined based on either the market-determined prices as at the end of each reporting period adjusted with reference to the species, age, growing condition, cost incurred and expected yield of the milk to reflect differences in characteristics and/or stages of growth of dairy cows; or the present value of expected net cash flows from the dairy cows and beef cattle discounted at a current market-determined rate, when market-determined prices are unavailable. Any changes in the estimates may affect the fair value of the dairy cows and beef cattle significantly. The independent qualified professional valuer and management review the assumptions and estimates periodically to identify any significant change in fair value of dairy cows and beef cattle. Further details are given in note 21 to the financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 重大會計判斷和估計 (續)

估計不確定因素 (續)

奶牛及肉牛的公允價值估算

本集團的奶牛及肉牛按公允價值減銷售成本計算。奶牛及肉牛的公允價值根據各報告期末的市場定價(經參考奶牛的品種、年齡、生長條件、所產生的成本及預期產奶量調整以反映奶牛的特徵及／或生長階段的差異)釐定；或當無法獲得市場定價時，則根據奶牛及肉牛產生的預期淨現金流量的現值按當前市場利率貼現釐定。估計發生的任何變動均可能對奶牛及肉牛的公允價值產生重大影響。獨立合資格專業估值師和管理層定期審查假設和估計，以確定奶牛及肉牛的公允價值的任何重大變化。詳情載於財務報表附註21。

非金融資產減值(商譽除外)

本集團於各報告期末評估所有非金融資產(包括使用權資產)是否有任何減值跡象。未確定使用年期的無形資產每年進行減值測試及在其他存在有關減值跡象時進行測試。其他非金融資產於有跡象顯示未必能收回賬面值時進行減值測試。當資產或現金產生單位的賬面值超出其可收回金額(即其公允價值減銷售成本與其使用價值兩者之較高者)時，即存在減值。公允價值減銷售成本的計算乃基於從類似資產於公平交易中的具約束力銷售交易的可用數據或可觀察的市場價格減出售資產的增量成本。當計算使用價值時，管理層須估計來自該資產或現金產生單位的預期未來現金流量，並選用合適的貼現率以計算該等現金流量的現值。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Fair value of unlisted equity investment

The unlisted equity investment has been valued based on a market-based valuation technique as detailed in note 40 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of the investment as Level 3. The fair values of the unlisted equity investment at 31 December 2022 was USD1,222,000 (31 December 2021: USD816,000). Further details are included in note 14 to the financial statements.

Impairment of long-term receivable

The impairment of long-term receivable was estimated based on the expected credit loss (“ECL”) assessment prepared by the Group. The ECL of long-term receivable was estimated with three parameters, including exposure at default, probability of default and loss given default with reference to the historical data of the market of the debtors’ and industry. The impairment loss on long-term receivable amounted to USD4,900,000 as at 31 December 2022 (31 December 2021: USD4,900,000). Further details are included in note 19 to the financial statements.

3. 重大會計判斷和估計 (續)

估計不確定因素 (續)

非上市股權投資公允價值

非上市股權投資乃根據基於市場的估值技術估值，詳情載於財務報表附註40。該估值要求本集團決定可比上市公司(同行)並選擇價格倍數。此外，本集團預計非流動性及規模差異的折扣。本集團將該等投資的公允價值分類為第三級。於2022年12月31日的非上市股權投資公允價值為1,222,000美元(2021年12月31日：816,000美元)。詳情載於財務報表附註14。

長期應收款項減值

長期應收款項減值乃根據本集團編製的預期信貸虧損評估估計。長期應收款項的預期信貸虧損使用三個參數(包括違約風險、違約概率及違約損失)並參考債務人及行業市場歷史數據估計。於2022年12月31日的長期應收款項減值虧損為4,900,000美元(2021年12月31日：4,900,000美元)。詳情載於財務報表附註19。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows: (1) raw milk business for the production and sales of raw milk; (2) beef cattle business for raising and sales of beef cattle; and (3) ancillary business for sales of milk products and others.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that other income and expenses, non-lease-related finance costs from the Group's financial instruments as well as head office or corporate administrative expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料

就管理而言，本集團根據其產品和服務分為多個業務部門，並具有以下三個可報告經營分部：(1)生產及銷售原料奶的原料奶業務；(2)飼養及銷售肉牛的肉牛業務；及(3)銷售乳製品及其他的其他業務。

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及表現評估的決定。分部表現乃根據可報告分部利潤／虧損（其為對經調整稅前利潤／虧損的一種計量）予以評估。經調整稅前利潤／虧損與本集團稅前利潤的計量保持一致，惟該等計量不包括其他收入及開支、本集團金融工具產生的非租賃相關融資成本以及總辦事處或公司行政開支。

分部間銷售及轉讓乃參考以當時的現行市場價格向第三方銷售所採用的售價進行交易。

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2022年12月31日4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)
(continued)

Year ended 31 December 2022

截至2022年12月31日止年度

		Raw milk 原料奶 USD'000 千美元	Beef cattle 肉牛 USD'000 千美元	Ancillary 其他 USD'000 千美元	Total 合計 USD'000 千美元
Segment revenue (Note 5)	分部收入(附註5)				
Sales to external customers	銷售予外部客戶	490,501	55,708	16,577	562,786
Intersegment sales	分部間銷售	9,047	–	–	9,047
		499,548	55,708	16,577	571,833
Elimination of intersegment sales	抵銷分部間銷售				(9,047)
Revenue	收入				562,786
Segment results	分部業績	91,868	2,621	1,660	96,149
Finance costs (other than interest on lease liabilities)	融資成本(不包括租賃負債的利息)				(21,841)
Unallocated corporate and administrative expenses	未分配的企業及行政開支				(49,495)
Unallocated other income and expenses	未分配的其他收入及開支				630
Profit before tax	稅前利潤				25,443

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4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(continued)

Year ended 31 December 2021

截至2021年12月31日止年度

		Raw milk 原料奶 USD'000 千美元	Beef cattle 肉牛 USD'000 千美元	Ancillary 其他 USD'000 千美元	Total 合計 USD'000 千美元
Segment revenue (Note 5)	分部收入(附註5)				
Sales to external customers	銷售予外部客戶	438,038	50,500	33,383	521,921
Intersegment sales	分部間銷售	21,295	–	–	21,295
		459,333	50,500	33,383	543,216
Elimination of intersegment sales	抵銷分部間銷售				(21,295)
Revenue	收入				521,921
Segment results	分部業績	137,574	18,370	1,996	157,940
Finance costs (other than interest on lease liabilities)	融資成本(不包括租賃負債的利息)				(15,534)
Unallocated corporate and administrative expenses	未分配的企業及行政開支				(47,928)
Unallocated other income and expenses	未分配的其他收入及開支				12,528
Profit before tax	稅前利潤				107,006

The chief operating decision maker makes decisions according to operating results of each segment. No analysis of segment assets and segment liabilities is presented as the chief operating decision maker does not regularly review such information for the purposes of resource allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

主要經營決策者根據各分部的經營業績進行決策。由於主要經營決策者並未為資源分配和績效評估而定期審查此類信息，因此未呈列對分部資產和分部負債的分析。因此，僅呈列分部收入和分部業績。

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2022年12月31日4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)
(continued)

Other segment information

Year ended 31 December 2022

其他分部資料

截至2022年12月31日止年度

		Raw milk 原料奶 USD'000 千美元	Beef cattle 肉牛 USD'000 千美元	Ancillary 其他 USD'000 千美元	Total 合計 USD'000 千美元
Amounts included in the measure of segment results:	計入分部業績計量的金額：				
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	在收穫時按公允價值減銷售成本初步確認原料奶產生的收益	124,786	-	-	124,786
Gains arising from changes in fair value less cost to sell of beef cattle	來自肉牛公允價值減銷售成本變動的收益	-	3,796	-	3,796
Losses arising from changes in fair value less costs to sell of other biological assets	來自其他生物資產公允價值減銷售成本變動的虧損	22,944	465	-	23,409
Depreciation and amortisation charged to profit or loss	自損益扣除的折舊及攤銷	21,825	3,085	156	25,066
Interest on lease liabilities	租賃負債利息	9,974	710	2	10,686
Selling and distribution expenses	銷售及分銷開支	-	-	429	429
Capital expenditure	資本開支	312,013	65,582	15,377	392,972

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4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(continued)

Other segment information (continued)

Year ended 31 December 2021

其他分部資料(續)

截至2021年12月31日止年度

	Raw milk 原料奶 USD'000 千美元	Beef cattle 肉牛 USD'000 千美元	Ancillary 其他 USD'000 千美元	Total 合計 USD'000 千美元
Amounts included in the measure of segment results:				
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	153,770	-	-	153,770
Gains arising from changes in fair value less cost to sell of beef cattle	-	19,590	-	19,590
Losses arising from changes in fair value less costs to sell of other biological assets	10,829	487	-	11,316
Impairment loss on other receivables, net	-	-	4,900	4,900
Depreciation and amortisation charged to profit or loss	19,636	2,036	193	21,865
Interest on lease liabilities	5,366	733	2	6,101
Selling and distribution expenses	1	-	539	540
Capital expenditure	402,673	41,966	2,253	446,892

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2022年12月31日4. OPERATING SEGMENT INFORMATION 4. 經營分部資料 (續)
(continued)

Geographical information

區域資料

(a) Revenue from external customers

(a) 來自外部客戶的收入

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Mainland China	中國內地	562,786	521,921

The revenue information above is based on the locations of the customers.

上述收入資料乃按客戶所在地劃分。

(b) Non-current assets

(b) 非流動資產

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Mainland China	中國內地	1,156,087	1,064,107

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

上述非流動資產資料乃按資產所在地劃分，不包括金融工具及遞延稅項資產。

Information about major customers

有關主要客戶的資料

The breakdown of revenue from the major customers accounting for over 10% of the Group's revenue during the year is as follows:

年內，收入佔本集團收入10%以上的主要客戶明細如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Customer A	客戶A	128,272	142,762
Customer B	客戶B	113,483	110,919
Customer C	客戶C	59,272	不適用*
		301,027	253,681

* The corresponding revenue did not account for over 10% of the Group's revenue during the year of 2021.

* 於2021年，相應收入並未佔本集團收入的10%以上。

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5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Revenue from contracts with customers	客戶合約收入		
Sales of raw milk	原料奶銷售	490,501	438,038
Sales of beef cattle	肉牛銷售	55,708	50,500
Sales of milk products	乳製品銷售	16,577	33,383
		562,786	521,921
Timing of revenue recognition	收入確認時間		
At a point in time	按時間點	562,786	521,921

Performance obligations

The Group sells raw milk to manufacturers of dairy products, beef cattle to food processing companies and milk products to cafes and other end customers. For sales of raw milk and milk products to its customers, revenue is recognised when control of the goods has been transferred, being at the point the customer received the goods and was satisfied with the quality. For sales of beef cattle to its customers, revenue is recognised upon the acceptance by customers. Payment of the transaction price is determined based on market price. The credit term is normally 30 days from the invoice date for raw milk customers, it is normally 30 to 45 days from the invoice date for milk products customers, and no credit is provided for beef cattle customers.

5. 收入、其他收入及收益

收入分析如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Revenue from contracts with customers	客戶合約收入		
Sales of raw milk	原料奶銷售	490,501	438,038
Sales of beef cattle	肉牛銷售	55,708	50,500
Sales of milk products	乳製品銷售	16,577	33,383
		562,786	521,921
Timing of revenue recognition	收入確認時間		
At a point in time	按時間點	562,786	521,921

履約責任

本集團向乳製品製造商銷售原料奶，向食品加工公司銷售肉牛，向咖啡廳和其他終端客戶銷售乳製品。就向其客戶銷售原料奶及乳製品而言，收入於商品的控制權轉移時（即客戶收到商品並滿意質量的時間點）確認。就向其客戶銷售肉牛而言，收入於客戶接收時確認。交易支付價格乃根據市場價格釐定。原料奶客戶的信貸期一般為發票日期後30天，乳製品客戶的信貸期一般為發票日期後30至45天，並未向肉牛客戶提供信貸。

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5. REVENUE, OTHER INCOME AND GAINS (continued)

5. 收入、其他收入及收益(續)

Performance obligations (continued)

履約責任(續)

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Other income and gains	其他收入及收益		
Gain from bargain purchase	議價購買收益	–	7,163
Government grants	政府補助	2,902	2,847
Insurance claims	保險索賠	1,550	1,596
Foreign exchange gain, net (Note 7)	外匯收益淨額(附註7)	–	822
Technical service fee	技術服務費	1,218	776
Interest income	利息收入	488	611
Scrap sales	廢品銷售	103	97
Others	其他	1,180	56
Total	合計	7,441	13,968

Transaction price allocated to the remaining performance obligation

分配在剩餘履約責任項下的交易價格

In most of the sales contracts, the amount of consideration that the Group has a right to invoice corresponds directly with the value to the customer of each incremental good that the Group transfers to the customer. As permitted by IFRS 15, the transaction price allocated to these unsatisfied performance obligations is not disclosed.

在大多數的銷售合約中，本集團有權開發票的對價金額與本集團轉交給客戶的各增量商品對客戶的價值直接對應。根據《國際財務報告準則》第15號所允許者，分配在該等未達成的履約責任項下的交易價格不予披露。

6. OTHER EXPENSES

6. 其他開支

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Foreign exchange losses, net (Note 7)	外匯虧損淨額(附註7)	3,273	–
Fair value losses on derivative financial instruments	衍生金融工具的公允價值虧損	–	63
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	930	833
Loss on modification of leases	修改租賃虧損	2,091	–
Others	其他	517	544
Total	合計	6,811	1,440

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

7. 稅前利潤

本集團的稅前利潤乃經扣除／(計入)以下各項後得出：

			2022	2021
		<i>Notes</i>	2022年	2021年
		<i>附註</i>	USD'000	USD'000
			千美元	千美元
Costs of sales of raw milk	原料奶的銷售成本		490,501	438,038
Costs of sales of beef cattle	肉牛的銷售成本		55,708	50,500
Costs of sales of milk products	乳製品的銷售成本		14,486	30,846
Cost of sales	銷售成本		560,695	519,384
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15	37,129	33,406
Less: Capitalised in biological assets	減：資本化生物資產		15,660	14,714
Depreciation charged to profit or loss	自損益扣除的折舊		21,469	18,692
Depreciation of right-of-use assets	使用權資產折舊	16	14,776	8,299
Less: Capitalised in biological assets	減：資本化生物資產		11,535	5,471
Depreciation charged to profit or loss	自損益扣除的折舊		3,241	2,828
Amortisation of intangible assets	無形資產攤銷	17	356	345
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃款項		4,233	1,733
Auditors' remuneration	審計師薪酬		1,430	750
Losses arising from changes in fair value less costs to sell of other biological assets	來自其他生物資產公允價值減銷售成本變動的虧損	21	23,409	11,316
Employee benefit expenses (including directors and chief executive's remuneration):	僱員福利開支(包括董事及最高行政人員薪酬)：			
Wages and salaries	工資及薪金		37,878	33,357
Pension scheme contributions	退休金計劃供款		7,444	8,016
Share-based payments expenses	以股份為基礎的付款開支		13,395	16,036
			58,717	57,409
Foreign exchange differences, net	外匯差異淨額	5/6	3,273	(822)

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8. FINANCE COSTS

An analysis of finance costs is as follows:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Interest on bank loans	銀行貸款利息	20,629	13,384
Interest on shareholder's loans	股東貸款利息	1,551	1,447
Interest on lease liabilities	租賃負債利息	10,686	6,101
Interest on contract liabilities	合約負債利息	611	703
		33,477	21,635
Less: Interest expense capitalised	減：資本化利息開支	(950)	–
		32,527	21,635

8. 融資成本

融資成本分析如下：

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事及最高行政人員薪酬

根據上市規則、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條以及公司規例第2部(披露董事利益資料)披露的本年度董事及最高行政人員的薪酬如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Fees	袍金	9	–
Other emoluments:	其他酬金：		
Salaries, pension scheme contributions, housing benefits, other allowances and benefits in kind	薪金、退休金計劃供款、住房福利、其他津貼及實物福利	2,492	2,187
Performance-related bonus	績效獎金	512	612
Share-based payments expenses	以股份為基礎的付款開支	12,617	15,026
		15,621	17,825

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9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

During the year, certain directors were granted share options in respect of their services to the Group under the share option scheme of the Company, further details of which are set out in note 32 to the financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Chang Pan, Peter	張泮	3	-
Sun, Patrick*	辛定華*	3	-
Li Shengli*	李勝利*	3	-
		9	-

* Sun, Patrick and Li Shengli were appointed on 5 December 2022.

There were no other emoluments payable to the independent non-executive directors during the year.

9. 董事及最高行政人員薪酬(續)

於本年度，根據本公司的購股權計劃，若干董事就其對本集團的服務獲授購股權，進一步詳情載於財務報表附註32。該等購股權之公允價值乃於授出日期釐定，並已於歸屬期在綜合損益表內確認，上文董事及最高行政人員之薪酬披露已包括本年度財務報表中的金額。

(a) 獨立非執行董事

於本年度支付予獨立非執行董事的袍金如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Chang Pan, Peter	張泮	3	-
Sun, Patrick*	辛定華*	3	-
Li Shengli*	李勝利*	3	-
		9	-

* 辛定華及李勝利於2022年12月5日獲任命。

於本年度，概無應付予獨立非執行董事的其他酬金。

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9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and the chief executive

2022

(b) 董事及最高行政人員薪酬(續)

2022年

		Salaries, allowances and benefits in kind		Performance-related bonus	Share-based payments expenses	Pension scheme contributions	Total remuneration
		Fees	in kind				
		袍金	實物福利	績效獎金	以股份為基礎的付款開支	退休金計劃供款	合計薪酬
		USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元	千美元	千美元
Executive directors:	執行董事：						
Tan Yong Nang	陳榮南	-	792	-	5,730	7	6,529
Edgar Dowse Collins	Edgar Dowse Collins	-	605	166	4,867	-	5,638
Yang Ku	楊庫	-	407	346	1,964	-	2,717
Gao Lina	高麗娜	-	681	-	56	-	737
Non-executive director:	非執行董事：						
Hirata Toshiyuki	平田俊行	-	-	-	-	-	-
		-	2,485	512	12,617	7	15,621

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9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and the chief executive (continued)

2021

	Fees	Salaries, allowances and benefits in kind	Performance-related bonus	Share-based payments expenses	Pension scheme contributions	Total remuneration
	袍金	薪金、津貼及實物福利	績效獎金	以股份為基礎的付款開支	退休金計劃供款	合計薪酬
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
	千美元	千美元	千美元	千美元	千美元	千美元
Executive directors:	執行董事：					
Tan Yong Nang	–	820	–	6,893	–	7,713
Edgar Dowse Collins	–	637	346	5,827	–	6,810
Yang Ku	–	398	266	2,306	–	2,970
Gao Lina	–	332	–	–	–	332
Non-executive director:	非執行董事：					
Hirata Toshiyuki	–	–	–	–	–	–
	–	2,187	612	15,026	–	17,825

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

9. 董事及最高行政人員薪酬(續)

(b) 執行董事及最高行政人員(續)

2021年

於本年度，概無董事或最高行政人員根據任何安排放棄或同意放棄任何薪酬。

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included 4 directors (2021: 4), whose emoluments are included in the disclosure above. Details of the emoluments of the remaining 1 (2021: 1) individual for the year are as follows:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	560	328
Performance-related bonus	績效獎金	252	63
Share-based payments expenses	以股份為基礎的付款開支	25	-
		837	391

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 僱員人數	
		2022 2022年	2021 2021年
Nil to USD1,000,000	零至1,000,000美元	1	1
USD1,000,001 to USD1,500,000	1,000,001美元至1,500,000美元	-	-
USD1,500,001 to USD2,000,000	1,500,001美元至2,000,000美元	-	-
		1	1

During the year, share options were granted to the highest paid employees in respect of their services to the Group, further details of which are included in note 32 to the financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for each reporting period is included in the above disclosures.

10. 五名最高薪酬僱員

於年內五名最高薪酬僱員包括4名董事(2021年: 4名), 其酬金已在上述披露中。於年內有關剩餘1名(2021年: 1名)個人的酬金載列如下:

薪酬屬於以下範圍的非董事及非最高行政人員的最高薪酬僱員的人數如下:

於年內, 最高薪酬僱員就其為本集團提供的服務獲授購股權, 其詳情載於財務報表附註32。該等購股權的公允價值乃於授出日期釐定, 並已於歸屬期在綜合損益表內確認, 上文披露已包括各報告期間的財務報表中的金額。

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11. INCOME TAX

11. 所得稅

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Current income tax	即期所得稅			
Charge for the year	年內扣除 往年撥備不足／ (超額撥備)		162	37
Under/(over) provision in prior years			2	(10)
Foreign withholding tax	外國預扣稅	(b)	1,885	1,807
Deferred income tax (Note 30)	遞延所得稅 (附註30)	(a)	—	600
Total tax charge for the year	年內稅項總額		2,049	2,434

A reconciliation of the tax expense applicable to profit before tax using the statutory rates to the tax expenses per the consolidated statements of profit or loss at the effective tax rate is as follows:

使用法定稅率將適用於稅前利潤的稅項開支與根據綜合損益表按有效稅率計算的稅項開支進行的對賬如下：

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Profit before tax	稅前利潤		25,443	107,006
Tax at the statutory rates to profits in countries where the company operates	按法定稅率對公司經營所在國家的利潤徵稅	(c)	6,899	27,022
Income not subject to tax	無須課稅收入	(d)	(11,991)	(31,228)
Tax losses not recognized	未確認的稅項虧損		59	—
Non-deductible expenses	不得扣除的費用		5,208	4,435
Tax losses utilised from previous periods	前期使用的稅項虧損		(13)	(192)
Under/(over) provision of taxation in prior years	往年稅項撥備不足／(超額撥備)		2	(10)
Deferred income tax	遞延所得稅	(a)	—	600
Foreign withholding tax	外國預扣稅	(b)	1,885	1,807
			2,049	2,434

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11. INCOME TAX (continued)

Notes:

- (a) During the year ended 31 December 2021, the Group recognized withholding tax of USD600,000 in relation to the dividends declared by its subsidiaries in Mainland China at a tax rate of 5%.
- (b) Foreign withholding tax mainly represents the withholding enterprise income tax when the subsidiaries in Mainland China paid the royalty fees to the Company and the withholding enterprise income tax rate is 10% during the year (2021: 10%).
- (c) The tax charge represents income tax in Mainland China, Singapore and Hong Kong, which is calculated at the prevailing tax rate on the taxable income of the subsidiaries established in these countries and regions. The statutory tax rates are as follows:

		2022 2022年	2021 2021年
Singapore	新加坡	17%	17%
Hong Kong	香港	16.5%	16.5%
Mainland China	中國內地	25%	25%

- (d) The PRC subsidiaries are subject to the law of the PRC Enterprise Income Tax (the "EIT Law") at 25% during the year (2021: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. According to the prevailing tax rules and regulation of the EIT Law, certain subsidiaries of the Group in the PRC are exempted from enterprise income tax for taxable profit engaging in the operation of agricultural business in the PRC for each reporting period.

11. 所得稅(續)

附註：

- (a) 截至2021年12月31日止年度，本集團就其於中國內地的附屬公司宣派的股息，按5%的稅率確認了600,000美元的預扣稅。
- (b) 外國預扣稅主要指附屬公司於中國內地向本公司繳納特許權使用費時的預扣企業所得稅，且於年內的預扣企業所得稅稅率為10%（2021年：10%）。
- (c) 稅項指於中國內地、新加坡及香港所產生的所得稅，該等稅項按照於該等國家和地區設立的附屬公司應課稅收入的現行稅率計算。法定稅率如下：

- (d) 於年內，中國附屬公司須遵守中國《企業所得稅法》按25%的稅率納稅（2021年：25%）。於其他司法管轄區產生的稅款按相關司法管轄區的現行稅率計算。根據《企業所得稅法》現行稅收規則及法規，本集團於中國的部分附屬公司於各報告期間在中國境內經營農業業務產生的應課稅利潤免徵企業所得稅。

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12. DIVIDENDS

No dividend has been paid or declared by the Company to its ordinary shareholders for the year ended 31 December 2022 (2021: Nil).

13. 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 attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 622,234,810 (2021: 621,807,139) in issue during the year, as adjusted to reflect the rights issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year 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, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

12. 股息

截至2022年12月31日止年度，本公司並無向其普通股股東支付或宣派股息（2021年：無）。

13. 母公司普通股權益持有人應佔每股盈利

每股基本盈利基於母公司普通股權益持有人年內應佔利潤及年內發行的622,234,810股（2021年：621,807,139股）普通股加權平均數進行計算，並為反映年內的供股進行了調整。

每股攤薄盈利金額基於母公司普通股權益持有人應佔年內利潤進行計算。計算所用之普通股加權平均數乃用於計算每股基本盈利時的年內已發行普通股數目，加假設因視作行使或轉換所有潛在攤薄普通股為普通股而無償發行之普通股加權平均數。

每股基本及攤薄盈利按以下各項計算：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
<u>Earnings</u>	盈利		
Profit attributable to ordinary equity holders of the parent used in the basic earnings per share calculation	用於計算每股基本盈利之母公司普通股權益持有人應佔利潤	23,394	104,572
Effect of dilution:	攤薄效應：		
Share-based payments	以股份為基礎的付款	(145)	(86)
		23,249	104,486

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13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued) **13. 母公司普通股權益持有人應佔每股盈利(續)**

		2022 2022年	2021 2021年 (Restated) (經重列)
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利的年內已發行普通股加權平均數	622,234,810	621,807,139
Effect of dilution – weighted average number of ordinary shares:	攤薄效應 – 普通股加權平均數：		
Share-based payments	以股份為基礎的付款	1,270,926	1,353,340
		623,505,736	623,160,479

14. EQUITY INVESTMENT DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME **14. 指定為以公允價值計量且其變動計入其他全面收益的股權投資**

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Equity investment designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的股權投資		
Unlisted equity investment, at fair value	以公允價值計量的非上市股權投資		
Food Union AustAsia Holdings Pte. Ltd.	Food Union AustAsia Holdings Pte. Ltd.	1,222	816

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group has no significant influence on the investee.

由於本集團對被投資方無重大影響，故上述股權投資被不可撤銷地指定為以公允價值計量且其變動計入其他全面收益。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings and site facilities 樓宇及 場地設施 USD'000 千美元	Machinery and equipment 機械及設備 USD'000 千美元	Motor vehicles 機動車輛 USD'000 千美元	Office furniture and fixtures 辦公傢俱及 固定裝置 USD'000 千美元	Construction in progress 在建工程 USD'000 千美元	Total 合計 USD'000 千美元
31 December 2022	2022年12月31日						
At 1 January 2022	於2022年1月1日						
Cost	成本	295,483	279,461	4,014	5,948	5,613	590,519
Accumulated depreciation and impairment	累計折舊及減值	(57,788)	(112,194)	(1,173)	(3,006)	-	(174,161)
Net carrying amount	賬面淨值	237,695	167,267	2,841	2,942	5,613	416,358
At 1 January 2022, net of accumulated depreciation and impairment	於2022年1月1日， 已扣除累計折舊及 減值	237,695	167,267	2,841	2,942	5,613	416,358
Additions	添置	2,638	18,639	1,045	921	92,574	115,817
Disposal	出售	(327)	(1,239)	(34)	(39)	-	(1,639)
Depreciation for the year	年內折舊	(11,596)	(24,524)	(358)	(651)	-	(37,129)
Transfer	轉撥	10,504	9,792	-	3	(20,299)	-
Translation differences	折算差額	(18,195)	(16,299)	(110)	(268)	(2,629)	(37,501)
At 31 December 2022, net of accumulated depreciation and impairment	於2022年12月31 日，已扣除累計折 舊及減值	220,719	153,636	3,384	2,908	75,259	455,906
At 31 December 2022	於2022年12月31日						
Cost	成本	284,790	277,683	4,652	6,205	75,259	648,589
Accumulated depreciation and impairment	累計折舊及減值	(64,071)	(124,047)	(1,268)	(3,297)	-	(192,683)
Net carrying amount	賬面淨值	220,719	153,636	3,384	2,908	75,259	455,906

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財務報表附註

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15. PROPERTY, PLANT AND EQUIPMENT (continued) 15. 物業、廠房及設備(續)

		Buildings and site facilities 樓宇及 場地設施 USD'000 千美元	Machinery and equipment 機械及設備 USD'000 千美元	Motor vehicles 機動車輛 USD'000 千美元	Office furniture and fixtures 辦公傢俱及 固定裝置 USD'000 千美元	Construction in progress 在建工程 USD'000 千美元	Total 合計 USD'000 千美元
31 December 2021	2021年12月31日						
At 1 January 2021	於2021年1月1日						
Cost	成本	209,713	217,828	1,752	3,814	1,486	434,593
Accumulated depreciation and impairment	累計折舊及減值	(45,593)	(90,502)	(922)	(2,324)	-	(139,341)
Net carrying amount	賬面淨值	164,120	127,326	830	1,490	1,486	295,252
At 1 January 2021, net of accumulated depreciation and impairment	於2021年1月1日， 已扣除累計折舊及 減值	164,120	127,326	830	1,490	1,486	295,252
Additions	添置	6,858	26,330	455	1,586	29,071	64,300
Additions from business combination	來自業務合併的添置	56,839	21,891	1,880	664	2,116	83,390
Disposal	出售	(226)	(1,200)	(14)	(60)	(22)	(1,522)
Depreciation for the year	年內折舊	(11,072)	(21,175)	(355)	(804)	-	(33,406)
Transfer	轉撥	16,448	10,663	-	11	(27,122)	-
Translation differences	折算差額	4,728	3,432	45	55	84	8,344
At 31 December 2021, net of accumulated depreciation and impairment	於2021年12月31日， 已扣除累計折舊及 減值	237,695	167,267	2,841	2,942	5,613	416,358
At 31 December 2021	於2021年12月31日						
Cost	成本	295,483	279,461	4,014	5,948	5,613	590,519
Accumulated depreciation and impairment	累計折舊及減值	(57,788)	(112,194)	(1,173)	(3,006)	-	(174,161)
Net carrying amount	賬面淨值	237,695	167,267	2,841	2,942	5,613	416,358

As at 31 December 2022, the aggregate carrying amount of USD49,735,000 (31 December 2021: USD40,530,000) was pledged to bank as security for the Group's bank borrowings, as further detailed in note 29 to the financial statements.

於2022年12月31日，49,735,000美元（2021年12月31日：40,530,000美元）的賬面總值已抵押給銀行作為本集團銀行借款的擔保，詳情請參閱財務報表附註29。

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16. LEASES

The Group as a lessee

The Group has lease contracts for various items of leasehold land, buildings and site facilities used in its operations. Leases of land generally have lease terms between 3 and 40 years. Lease terms are negotiated on an individual basis and contain different payment terms and conditions. Leases of buildings and other site facilities generally have lease terms between 2 and 5 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Leasehold land 租賃土地 USD'000 千美元	Buildings and site facilities 樓宇及場地設施 USD'000 千美元	Total 合計 USD'000 千美元
As at 31 December 2020 and 1 January 2021	於2020年12月31日及 2021年1月1日	47,169	87	47,256
Additions	添置	13,909	–	13,909
Additions from business combination	來自業務合併的添置	106,034	–	106,034
Charge for the year	年內扣除	(8,240)	(59)	(8,299)
Translation differences	折算差額	2,299	2	2,301
As at 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	161,171	30	161,201
Additions	添置	79,051	117	79,168
Revision of lease rents	租金修訂	14,864	–	14,864
Revision of lease terms	租期修訂	(30,008)	–	(30,008)
Charge for the year	年內扣除	(14,721)	(55)	(14,776)
Translation differences	折算差額	(15,704)	(1)	(15,705)
As at 31 December 2022	於2022年12月31日	194,653	91	194,744

16. 租賃

本集團作為承租人

本集團就其經營中使用的各種租賃土地、樓宇及場地設施項目擁有租賃合約。土地的租賃通常具有3至40年的租賃期。租賃期限按個別基準協商，並包含不同的支付條款及條件。樓宇及其他場地設施的租賃通常具有2至5年的租賃期。其他設備通常具有12個月或更短的租賃期及／或個別價值較低。一般而言，本集團不得向本集團以外轉讓和轉租租賃資產。

(a) 使用權資產

於年內本集團使用權資產的賬面值和變動情況如下：

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16. LEASES(continued)

The Group as a lessee (continued)

(a) Right-of-use assets (continued)

As at 31 December 2022, the aggregate carrying amount of USD1,925,000 (31 December 2021: Nil) was pledged to bank as security for the Group's bank borrowings, as further detailed in note 29 to the financial statements.

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are as follows:

16. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產(續)

於2022年12月31日，1,925,000美元(2021年12月31日：無)的賬面總值已抵押給銀行作為本集團銀行借款的擔保，詳情請參閱財務報表附註29。

(b) 租賃負債

於年內租賃負債的賬面值和變動情況如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Carrying amount at the beginning of the year	年初的賬面值	151,156	50,335
New leases	新租賃	79,168	11,272
Additions from business combination	來自業務合併的添置	-	95,541
Revision of lease rents	租金修訂	15,181	-
Revision of lease terms	租期修訂	(28,234)	-
Accretion of interest recognised during the year	年內確認的利息增加	10,686	6,101
Payments	付款	(21,653)	(14,379)
Translation differences	折算差額	(15,263)	2,286
Carrying amount at the end of the year	年末的賬面值	191,041	151,156
Analysed into:	分析如下：		
Current portion	流動部分	10,870	5,451
Non-current portion	非流動部分	180,171	145,705

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

租賃負債的到期日分析於財務報表附註41披露。

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16. LEASES(continued)

The Group as a lessee (continued)

(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Interest on lease liabilities	租賃負債利息	10,686	6,101
Depreciation charge of right-of-use assets	使用權資產折舊開支	3,241	2,828
Expense relating to short-term leases	短期租賃相關開支	4,233	1,733
Total amount recognised in profit or loss	於損益確認的總額	18,160	10,662

16. 租賃(續)

本集團作為承租人(續)

(c) 於損益內確認與租賃有關的金額如下：

	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Interest on lease liabilities	10,686	6,101
Depreciation charge of right-of-use assets	3,241	2,828
Expense relating to short-term leases	4,233	1,733
Total amount recognised in profit or loss	18,160	10,662

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17. INTANGIBLE ASSETS

17. 無形資產

Software
軟件
USD'000
千美元

At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	
Cost	成本	2,366
Accumulated amortization	累計攤銷	(1,557)
Net carrying amount at 1 January 2021, net of accumulated amortization	於2021年1月1日賬面淨值， 已扣除累計攤銷	809
Additions	添置	293
Additions from business combination	來自業務合併的添置	4
Amortization provided during the year	年內計提攤銷	(345)
Translation differences	折算差額	19
At 31 December 2021	於2021年12月31日	780
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	
Cost	成本	2,720
Accumulated amortization	累計攤銷	(1,940)
Net carrying amount at 1 January 2022, net of accumulated amortization	於2022年1月1日賬面淨值，已扣除累計 攤銷	780
Additions	添置	109
Amortization provided during the year	年內計提攤銷	(356)
Translation differences	折算差額	(59)
At 31 December 2022	於2022年12月31日	474

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18. OTHER LONG-TERM ASSETS

18. 其他長期資產

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Prepayments for property, plant and equipment	物業、廠房及設備預付款項	9,559	8,071

19. LONG-TERM RECEIVABLE

19. 長期應收款項

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Amounts due from a third party, non-trade	非貿易性應收第三方款項	17,103	16,755
Impairment	減值	(4,900)	(4,900)
		12,203	11,855

The balance of long-term receivable was the shareholder's loans to Food Union AustAsia Holdings Pte. Ltd., with a floating interest rate of 1-year USD LIBOR plus 0.3% per annum. Management classifies it as a non-current receivable based on the repayment plan agreed by the parties. The long-term receivable is repayable beyond twelve months from the end of the reporting period.

As at 31 December 2021 and 2022, the Group assessed that the credit risk had been significantly increased and the Group accumulated allowance amounting to USD4,900,000 for the long-term receivable which was assessed to be in stage 2.

長期應收款項結餘為股東向Food Union AustAsia Holdings Pte. Ltd.提供的貸款，以1年期美元倫敦銀行同業拆息上浮0.3%的浮動年利率計息。管理層根據各方協定的還款計劃將其歸類為非流動應收款項，並須自報告期末起計12個月後償還。

於2021年及2022年12月31日，本集團評估認為信貸風險已大幅增加，因此本集團為被評估為第2階段的長期應收款項計提4,900,000美元撥備。

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20. INVENTORIES

20. 存貨

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Raw materials	原材料	179,314	151,973
Low-value consumables	低值消耗品	6,406	6,246
Finished goods	成品奶	2,031	2,446
		187,751	160,665
Provision for inventories	存貨撥備	(497)	-
		187,254	160,665

As at 31 December 2022, the carrying amount of USD81,575,000 (31 December 2021: USD65,504,000) was pledged as security for the Group's bank borrowings, as further detailed in note 29 to the financial statements.

於2022年12月31日，81,575,000美元（2021年12月31日：65,504,000美元）的賬面值已抵押作為本集團銀行借款的擔保，詳情請參閱財務報表附註29。

21. BIOLOGICAL ASSETS

21. 生物資產

A – Nature of activities

The biological assets of the Group are mainly dairy cows held to produce raw milk and beef cattle held for sale.

The quantity of dairy cows and beef cattle owned by the Group at the end of each reporting period is shown below. The Group's milkable cows are dairy cows held to produce raw milk. Heifers and calves are those dairy cows that have not reached the age at which they can produce milk. Beef cattle are raised for sale. Beef cattle mainly consist of Holstein, Angus and Wagyu.

A – 活動性質

本集團的生物資產主要指為生產原料奶而飼養的奶牛及持作出售的肉牛。

於各報告期末，本集團擁有的奶牛和肉牛的數量如下所示。本集團的成母牛指為生產原料奶而飼養的奶牛。育成牛及犏牛指未達到產奶年齡的奶牛。肉牛乃為銷售而飼養。肉牛主要包括荷斯坦牛、安格斯牛及和牛。

		2022 2022年	2021 2021年
Milkable cows	成母牛	60,554	53,735
Heifers and calves	育成牛及犏牛	57,396	52,439
Beef cattle	肉牛	29,615	25,414
Total	合計	147,565	131,588

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21. BIOLOGICAL ASSETS (continued)

A – Nature of activities (continued)

In general, the heifers are inseminated with semen when heifers reached the age of approximately 14 months old. After a pregnancy term of approximately nine months, a calf is born and the dairy cow begins to produce raw milk and the lactation period begins. A milkable cow is typically milked for approximately 300 days before a dry period of approximately 60 days. In general, holstein will be sold when they reach the age of approximately 480 days, angus are generally sold when they reach the age of approximately 405 days and wagyu will be sold when they reach the age of approximately 600 days.

When a heifer begins to produce raw milk, it is transferred to the category of milkable cows based on the estimated fair value on the date of transfer.

The Group is exposed to a number of risks related to its biological assets. The Group is exposed to the following operating risks:

i. Regulatory and environmental risks

The Group is subject to laws and regulations in the location in which it plantation and breeding take place. The Group has established environmental policies and procedures aimed at complying with local environmental and other laws. Management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage these risks.

ii. Climate, disease and other natural risks

The Group's biological assets are exposed to the risk of damage from climatic changes, diseases and other natural forces. The Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular inspections and disease controls and surveys and insurance.

21. 生物資產(續)

A – 活動性質(續)

一般來說，當育成牛長到約14個月大時，就用精液進行人工授精。經過約9個月的懷孕期，犏牛出生，奶牛開始生產原料奶，泌乳期開始。一頭成母牛通常在約60天的乾奶期之前，會有約300天的擠奶時間。一般來說，荷斯坦牛在年齡達到約480天時將被出售，安格斯牛一般在年齡達到約405天時被出售，和牛在年齡達到約600天時將被出售。

當育成牛開始生產原料奶時，根據轉讓日的估計公允價值，將其轉入成母牛類別。

本集團面臨一系列與生物資產有關的風險。本集團面臨以下經營風險：

i. 監管及環境風險

本集團須遵守其經營種植業和養殖業業務所在地的法律法規。本集團已制定環境政策及程序，旨在遵守地方環境及其他法律。管理層會進行定期審查以識別環境風險並確保制定的體系足以管理該等風險。

ii. 氣候、疾病及其他自然風險

本集團的生物資產面臨因氣候變化、疾病及其他自然因素所產生的損害風險。本集團訂有詳盡的旨在監控及減緩該等風險的流程，包括定期視察、疾病控制、調查及保險。

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21. BIOLOGICAL ASSETS (continued)

B – Value of dairy cows, beef cattle and forage plants

The fair value less costs to sell of dairy cows, beef cattle and forage plants owned by the Group at the end of each reporting period is shown below.

21. 生物資產(續)

B – 奶牛、肉牛及飼料作物的價值

本集團擁有的奶牛、肉牛及飼料作物於各報告期末的公允價值減去銷售成本後的情況如下所示。

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Milkable cows	成母牛	353,201	344,665
Heifers and calves	育成牛及犏牛	142,203	133,032
Beef cattle	肉牛	54,600	49,217
Total	合計	550,004	526,914
Current	即期	54,600	49,217
Non-current	非即期	495,404	477,697
		550,004	526,914

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21. BIOLOGICAL ASSETS (continued)

B – Value of dairy cows, beef cattle and forage plants (continued)

		Heifers and calves 育成牛及犏牛 USD'000 千美元	Milkable cows 成母牛 USD'000 千美元	Beef cattle 肉牛 USD'000 千美元	Total 合計 USD'000 千美元
	於2020年12月31日 的結餘				
Balance at 31 December 2020		106,125	280,177	33,524	419,826
Addition from business combination	來自業務合併的添置	14,037	11,995	–	26,032
Feeding costs and others	飼養成本及其他	116,548	–	36,382	152,930
Transfer	轉撥	(86,697)	86,697	–	–
Decrease due to sales	因銷售而減少	(4,294)	(37,236)	(50,500)	(92,030)
(Loss)/gain arising from changes in fair value less costs to sell	來自公允價值減銷售成本變動的(虧損)/收益	(6,013)	(4,731)	19,590	8,846
Translation differences	折算差額	(6,674)	7,763	10,221	11,310
	於2021年12月31日 的結餘				
Balance at 31 December 2021		133,032	344,665	49,217	526,914
Feeding costs and others	飼養成本及其他	132,939	–	64,939	197,878
Transfer	轉撥	(106,616)	106,616	–	–
Decrease due to sales	因銷售而減少	(3,714)	(35,537)	(55,708)	(94,959)
Gain/(loss) arising from changes in fair value less costs to sell	來自公允價值減銷售成本變動的收益/(虧損)	5,777	(32,317)	3,796	(22,744)
Translation differences	折算差額	(19,215)	(30,226)	(7,644)	(57,085)
	於2022年12月31日 的結餘				
Balance at 31 December 2022		142,203	353,201	54,600	550,004

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31 December 2022
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21. BIOLOGICAL ASSETS (continued)

B – Value of dairy cows, beef cattle and forage plants (continued)

The Group has engaged Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent firm of professional valuers, to assist the Group in assessing the fair values of the Group's dairy cows and beef cattle. The independent valuer and management of the Group held meetings periodically to discuss the valuation techniques and changes in market information to ensure that the valuation was performed properly. The valuation techniques used in the determination of fair values as well as the key inputs used in the valuation models are disclosed in note 40 to the financial statements.

As at 31 December 2022, the Group's dairy cows and beef cattle in the amount of USD477,057,000 (31 December 2021: USD319,248,000) were pledged to banks to secure certain bank borrowings granted to the Group, as further detailed in note 29 to the financial statements.

The aggregate gain or loss arising on initial recognition of raw milk and from the changes in fair value less costs to sell of biological assets is analysed as follows:

21. 生物資產(續)

奶牛、肉牛及飼料作物的價值(續)

本集團聘請了獨立的專業評估公司－仲量聯行企業評估及諮詢有限公司，協助本集團評估本集團的奶牛和肉牛的公允價值。獨立估值師與本集團管理層定期舉行會議，討論估值技術和市場信息的變化，以確保估值的正常進行。用於確定公允價值的估值技術以及估值模型中使用的主要輸入數據於財務報表附註40中披露。

於2022年12月31日，本集團價值為477,057,000美元(2021年12月31日：319,248,000美元)的奶牛及肉牛已抵押予銀行，以擔保授予本集團的若干銀行借款，詳情請參閱財務報表附註29。

原料奶的初始確認及生物資產的公允價值減銷售成本變動所產生的收益或虧損總額分析如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Losses arising from changes in fair value less costs to sell of dairy cows	來自奶牛公允價值減銷售成本變動的虧損	(26,540)	(10,744)
Gains/(losses) arising from changes in fair value less costs to sell of forage plants	來自飼料作物公允價值減銷售成本變動的收益/(虧損)	3,131	(572)
Gains arising from changes in fair value less cost to sell of beef cattle	來自肉牛公允價值減銷售成本變動的收益	3,796	19,590
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	在收穫時按公允價值減銷售成本初步確認原料奶產生的收益	124,786	153,770
		105,173	162,044

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22. TRADE RECEIVABLES

22. 應收款項

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Trade receivables	應收款項	50,392	46,600
Impairment	減值	-	-
		50,392	46,600

For sales of raw milk and milk products, 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 of sales of raw milk is 30 days since the invoice date. The credit period of sales of milk products is generally 30 to 45 days since the invoice date, extending up to 90 days for major customers. 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.

本集團與其客戶之間就銷售原料奶及乳製品的商業條款主要為賒銷，惟新客戶除外，通常新客戶須預付款項。原料奶銷售的信貸期為發票日期後30天。乳製品銷售的信貸期一般為發票日期後30至45天，主要客戶可延長至最多90天。各客戶均有信貸上限。本集團對其未償還應收款項實施嚴格控制，並設有信貸控制部門以將信貸風險降至最低。逾期結餘由高級管理層定期審閱。鑒於上文所述以及本集團應收款項與眾多不同客戶有關的事實，故並無重大集中的信貸風險。本集團並無就其應收款項結餘持有任何抵押品或其他信用增級工具。應收款項不計息。

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22. TRADE RECEIVABLES (continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Within 1 month	一個月內	48,309	45,108
1 to 2 months	1至2個月	1,453	1,337
2 to 3 months	2至3個月	185	98
Over 3 months	3個月以上	445	57
		50,392	46,600

Included in the Group's trade receivables are amounts due from a related party of USD1,833,000 as at 31 December 2022 (31 December 2021: USD1,925,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

As at 31 December 2022, trade receivables of USD48,643,000 (31 December 2021: USD40,426,000) were pledged to banks to secure certain bank borrowings granted to the Group, as further detailed in note 29 to the financial statements.

An impairment analysis is performed at the reporting date using a provision matrix to measure expected credit losses. The expected credit loss rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). As at 31 December 2021 and 31 December 2022, the expected credit loss rate was immaterial. For the trade receivables from customers of farms in China, no loss allowance was accumulated because the risk was assessed to be minimal at the end of reporting period.

22. 應收款項(續)

於報告期末，應收款項(扣除虧損撥備)按發票日期劃分的賬齡分析如下：

	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Within 1 month	48,309	45,108
1 to 2 months	1,453	1,337
2 to 3 months	185	98
Over 3 months	445	57
	50,392	46,600

於2022年12月31日，本集團的應收款項包括應收關聯方款項，其金額為1,833,000美元(2021年12月31日：1,925,000美元)，須按類似於向本集團主要客戶提供的信貸條款償還。

於2022年12月31日，48,643,000美元(2021年12月31日：40,426,000美元)的應收款項已抵押予銀行，以擔保授予本集團的若干銀行借款，詳情請參閱財務報表附註29。

於報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。預期信貸虧損率乃按具有類似虧損模式之多個客戶分類(即按地區、產品類別、客戶類別及評級，以及以信用證或其他信貸保險形式涵蓋)之逾期日數得出。於2021年12月31日及2022年12月31日，預期信貸虧損率並不重大。就中國牧場客戶的應收款項而言，由於在報告期末風險被評估為極小，因此並無累計虧損撥備。

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23. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS 23. 預付款項、其他應收款項及其他資產

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Prepayments	預付款項	20,989	18,311
Deposits and other receivables	按金及其他應收款項	1,396	416
		22,385	18,727

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. At 31 December 2021 and 2022, the Group expected that the credit risk was considered to be low and the expected credit loss rate was immaterial, thus the loss allowance was assessed to be minimal.

列入上述結餘的金融資產與近期並無違約及逾期金額記錄的應收款項有關。於2021年及2022年12月31日，本集團預計信貸風險較低，且預期信貸虧損率並不重大，因此虧損撥備被評定為極少。

24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS 24. 現金及現金等價物以及已抵押存款

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Cash and bank balances	現金及銀行結餘	57,998	23,248
Less: Pledged deposits	減：已抵押存款	(860)	(1,103)
Cash and cash equivalents	現金及現金等價物	57,138	22,145

At the end of the reporting period, the cash and bank balances of the Group were denominated in the following currencies. The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期末，本集團的現金及銀行結餘以下列貨幣計價。人民幣不能自由兌換為其他貨幣，但是根據中國內地《外匯管理條例》和《結匯、售匯及付匯管理規定》，本集團被允許通過獲授權從事外匯業務的銀行將人民幣兌換為其他貨幣。

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24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (continued) 24. 現金及現金等價物以及已抵押存款 (續)

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
RMB	人民幣	34,858	21,872
USD	美元	23,113	1,131
SGD	新元	27	245
Total	合計	57,998	23,248

Cash at banks earns interest at floating rates based on daily bank deposit rates. The cash and bank balances are deposited with creditworthy banks with no recent history of default.

As at 31 December 2022, the bank balances of USD860,000 (31 December 2021: USD1,103,000) were pledged to bank as security for the Group's bank borrowings and the purchase of imported alfalfa, as further detailed in note 29 to the financial statements.

銀行現金根據每日銀行存款利率按浮動利率賺取利息。現金及銀行結餘存入最近並無違約記錄的信譽良好的銀行。

於2022年12月31日，有860,000美元（2021年12月31日：1,103,000美元）的銀行結餘抵押予銀行，作為本集團銀行借款及購買進口苜蓿的擔保，詳情請參閱財務報表附註29。

25. TRADE PAYABLES

25. 應付款項

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Trade payables	應付款項	151,954	79,640

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25. TRADE PAYABLES (continued)

An ageing analysis of the trade payables as at the end of each reporting period, based on the invoice date, is as follows:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Within 2 months	2個月以內	126,981	71,248
2 to 6 months	2至6個月	18,141	6,192
6 to 12 months	6至12個月	5,175	926
Over 1 year	1年以上	1,657	1,274
		151,954	79,640

As at 31 December 2022, the trade payables of USD16,960,000 (31 December 2021: USD4,961,000), which are due to a related party are repayable within 110 days.

The trade payables are non-interest-bearing and are normally settled on the terms of 30-180 day.

25. 應付款項(續)

於各報告期末基於發票日期的應付款項之賬齡分析如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Within 2 months	2個月以內	126,981	71,248
2 to 6 months	2至6個月	18,141	6,192
6 to 12 months	6至12個月	5,175	926
Over 1 year	1年以上	1,657	1,274
		151,954	79,640

於2022年12月31日，16,960,000美元（2021年12月31日：4,961,000美元）的應付款項應於110天內支付予關聯方。

應付款項不計息，且結算期通常為30至180天。

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26. OTHER PAYABLES AND ACCRUALS

26. 其他應付款項及應計項目

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Current	即期			
Other payables	其他應付款項		1,341	996
Accruals	應計項目		5,481	1,794
Payroll payable	應付工資		10,379	11,501
Construction payables	應付建築費		45,789	20,146
Contract liabilities	合約負債	(a)	2,743	1,870
Interest payable	應付利息		2,813	2,103
			68,546	38,410
Non-current	非即期			
Other non-current liability	其他非流動負債	(b)	13,115	13,646
Contract liabilities	合約負債	(a)	622	1,390
			13,737	15,036

Included in the Group's other payables are amounts due to a related party of USD381,000 as at 31 December 2022 (31 December 2021: USD6,000).

於2022年12月31日，本集團其他應付款項包括應付關聯方款項381,000美元（2021年12月31日：6,000美元）。

Notes:

附註：

(a) Contract liabilities**(a) 合約負債**

The contract liabilities of the Group represent only the advances from customers. The following table shows revenue recognized that was included in the balance of contract liabilities at the beginning of each reporting period.

本集團的合約負債僅指客戶預付款項。下表載列於各報告期初計入合約負債結餘的已確認收入。

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Advances from customers	客戶預付款項	1,870	6,589

(b) Other non-current liability**(b) 其他非流動負債**

As at 31 December 2021 and 2022, the balance of other non-current liability represents the deposit from a third party customer purchasing raw milk which will be due in 2024.

於2021年及2022年12月31日，其他非流動負債餘額為第三方客戶的原料奶押金，該押金將於2024年到期。

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27. SHARE-BASED PAYMENT LIABILITY

27. 以股份為基礎的付款負債

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Current	即期		
AAG Share Appreciation Plan	AAG股份增值計劃	—	1,856
AAG Performance Share Plan	AAG績效股份計劃	—	2,731
		—	4,587

28. LOANS FROM A FORMER SHAREHOLDER

28. 前股東貸款

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Current	即期		
Loans from Japfa Ltd.	佳發貸款	—	6,300
Non-current	非即期		
Loans from Japfa Ltd.	佳發貸款	—	19,240

Loans from Japfa Ltd. are non-trade in nature, unsecured, interest-bearing at a rate from 3.67% to 4.67% per annum in 2021. Management classifies the current and non-current portions of the loans based on the repayment plan agreed with Japfa Ltd. on a yearly basis.

As at 31 December 2022, the Company has capitalised all of the outstanding loans from Japfa Ltd., in an aggregate amount of USD25,540,000 by way of the issue of 31,041,673 new shares.

佳發貸款為非貿易性質、無擔保、按2021年年利率3.67%至4.67%計息。管理層每年根據與佳發協定的還款計劃對貸款的即期及非即期部分進行分類。

於2022年12月31日，本公司以發行31,041,673股新股份的方式將總額25,540,000美元的全部未償還佳發貸款資本化。

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29. INTEREST-BEARING BANK BORROWINGS

29. 計息銀行借款

		2022 2022年			2021 2021年		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	USD'000 千美元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	USD'000 千美元
Current	即期						
Bank loans – secured	銀行貸款 – 有抵押	3.8-5.08	2023	67,104	3.85-5.22	2022	25,056
Current portion of long-term bank loans – secured	長期銀行貸款即期部 分 – 有抵押	4.21-7.29	2023	57,540	4.13-7.3	2022	40,500
				124,644			65,556
Non-current	非即期						
Bank loans – secured	銀行貸款 – 有抵押	4.21-7.29	2024-2028	187,282	4.13-7.3	2023-2026	202,422
				311,926			267,978

		2022 2022年 USD'000 千美元		2021 2021年 USD'000 千美元	
Analysed into:	分析為：				
Bank loans:	銀行貸款：				
Within one year or on demand	一年內或按要求	124,644	65,556		
In the second year	第二年	47,931	70,024		
In the third to fifth years, inclusive	第三年至第五年(包含首尾兩年)	128,974	132,398		
Above five years	五年以上	10,377	–		
		311,926	267,978		

Notes:

- (a) The Group's facilities amounted to USD658,944,000 in 2022 (2021: USD407,394,000), of which the unutilized bank facilities were USD304,438,000 in 2022 (2021: USD56,038,000). As at 31 December 2021 and 2022, the Group's facilities are secured by the pledge of certain of the Group's assets.

附註：

- (a) 本集團於2022年的貸款為658,944,000美元(2021年：407,394,000美元)，其中304,438,000美元的銀行貸款於2022年未使用(2021年：56,038,000美元)。於2021年及2022年12月31日，本集團的貸款以本集團的若干資產設立的質押作抵押。

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29. INTEREST-BEARING BANK BORROWINGS (continued)

Notes: (continued)

- (b) The Group's bank loans are secured by:
- (i) As at 31 December 2022, pledged deposits of USD860,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD930,000);
 - (ii) As at 31 December 2022, trade receivables of USD48,643,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD40,426,000);
 - (iii) As at 31 December 2022, inventories of USD81,575,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD65,504,000);
 - (iv) As at 31 December 2022, property, plant and equipment of USD49,735,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD40,530,000);
 - (v) As at 31 December 2022, biological assets of USD477,057,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD319,248,000);
 - (vi) As at 31 December 2022, right-of-use assets of USD1,925,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: Nil);
 - (vii) As at 31 December 2022, shares of a subsidiary of USD26,430,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD26,430,000);
 - (viii) As at 31 December 2022, investments in certain subsidiaries of USD336,967,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2021: USD336,967,000).
 - (ix) As at 31 December 2022, certain of the Group's bank loans amounting to USD139,558,000 were guaranteed by the Company and certain subsidiaries of the Group (31 December 2021: USD66,170,000).

29. 計息銀行借款 (續)

附註：(續)

- (b) 本集團的銀行貸款以下列各項作抵押：
- (i) 於2022年12月31日，已抵押存款860,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：930,000美元)；
 - (ii) 於2022年12月31日，應收款項48,643,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：40,426,000美元)；
 - (iii) 於2022年12月31日，存貨81,575,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：65,504,000美元)；
 - (iv) 於2022年12月31日，物業、廠房及設備49,735,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：40,530,000美元)；
 - (v) 於2022年12月31日，生物資產477,057,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：319,248,000美元)；
 - (vi) 於2022年12月31日，使用權資產1,925,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：無)；
 - (vii) 於2022年12月31日，附屬公司股份26,430,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：26,430,000美元)；
 - (viii) 於2022年12月31日，若干附屬公司投資336,967,000美元已抵押予銀行，以擔保授予本集團的若干銀行借款(2021年12月31日：336,967,000美元)。
 - (ix) 於2022年12月31日，本集團139,558,000美元的部分銀行貸款由本公司和本集團的若干子公司提供擔保(2021年12月31日：66,170,000美元)。

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29. INTEREST-BEARING BANK BORROWINGS (continued)

Notes: (continued)

(c) The bank borrowings are denominated in following currencies:

附註：(續)

(c) 銀行借款以下列貨幣計值：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
USD	美元	41,514	65,368
RMB	人民幣	270,412	202,610
		311,926	267,978

30. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

At 1 January 2021

Deferred tax charged to the consolidated statement of profit or loss during the year (Note 11)

Gross deferred tax liabilities recognised in the consolidated statement of financial position at 31 December 2021

Gross deferred tax liabilities recognised in the consolidated statement of financial position at 31 December 2022

30. 遞延稅項

年內遞延稅項負債及資產的變動如下：

遞延稅項負債

Withholding
taxes
預扣稅
USD'000
千美元Total
合計
USD'000
千美元

於2021年1月1日

年內於綜合損益表扣除的遞延稅項(附註11)

於2021年12月31日的綜合財務狀況表中確認的遞延稅項負債總額

於2022年12月31日的綜合財務狀況表中確認的遞延稅項負債總額

600

600

600

600

600

600

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30. DEFERRED TAX (continued)

Deferred tax liabilities (continued)

Deferred tax assets have not been recognised in respect of the following item:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Tax losses	稅項虧損	10,041	13,147

As at 31 December 2022, certain of the Group's PRC subsidiaries had unused tax losses of USD10,041,000 (31 December 2021: USD13,147,000) incurred by the non-agricultural business in the PRC. These unused tax losses will expire in subsequent 5 years as disclosed in the following table if not utilised. No deferred tax asset has been recognised in relation to such tax losses as it is not probable that taxable profit will be available against which the temporary differences can be utilised.

30. 遞延稅項 (續)

遞延稅項負債 (續)

有關下列項目的遞延稅項資產尚未確認：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Tax losses	稅項虧損	10,041	13,147

於2022年12月31日，本集團若干中國附屬公司由在中國的非農業務產生的未使用稅項虧損為10,041,000美元（2021年12月31日：13,147,000美元）。如下表所披露，這些未使用稅項虧損將在隨後5年內到期（若不利用）。由於取得可用於抵扣暫時差額的應課稅利潤的可能性不大，故尚未就該等稅項虧損確認遞延稅項資產。

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Year 2022	2022年度	-	2,381
Year 2023	2023年度	2,777	3,090
Year 2024	2024年度	5,542	6,054
Year 2025	2025年度	1,486	1,622
Year 2026	2026年度	-	-
Year 2027	2027年度	236	-
		10,041	13,147

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30. DEFERRED TAX (continued)

Deferred tax liabilities (continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. Deferred taxation has not been provided for in the consolidated financial statements in respect of the accumulated profits of the PRC subsidiaries amounting to USD396,978,000 as at 31 December 2022 (31 December 2021: USD415,738,000), as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future because the Group will retain the funding for the development in Mainland China.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

31. SHARE CAPITAL

Shares

		2022 2022年	2021 2021年
Issued and fully paid:	已發行及繳足：		
Number of shares in issue	已發行股份數目	699,857,112	336,111,968
Share capital (USD'000)	股本(千美元)	385,992	308,502

30. 遞延稅項(續)

遞延稅項負債(續)

根據《中華人民共和國企業所得稅法》，於中國內地成立的外資企業須就向外國投資者宣派的股息繳納10%的預扣稅。該規定自2008年1月1日起生效，適用於2007年12月31日後產生的盈利。如中國內地和外國投資者所在的司法管轄區之間存在稅收協定，則可以適用較低的預扣稅率。本集團的適用稅率為5%。因此，本集團須就於中國內地成立的附屬公司自2008年1月1日起產生的盈利所宣派的股息繳納預扣稅。並未就中國附屬公司於2022年12月31日的累積利潤396,978,000美元(2021年12月31日：415,738,000美元)於綜合財務報表計提遞延稅項撥備，乃由於本集團能夠控制撥回暫時差額的時間，且由於本集團將保留在中國內地發展的資金，該等暫時差額於可預見的未來可能不會撥回。

本公司向其股東支付股息不存在任何所得稅後果。

31. 股本

股份

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31. SHARE CAPITAL (continued)

Shares (continued)

A summary of movements in the Company's share capital is as follows:

		Notes 附註	Number of shares in issue 已發行股份數目	Share capital 股本 USD'000 千美元
At 31 December 2020 and 1 January 2021	於2020年12月31日及 2021年1月1日		336,111,968	308,502
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日		336,111,968	308,502
Share split	股份分拆	(a)	285,695,171	—
Issuance of shares upon listing on the Hong Kong Stock Exchange	於香港聯交所 上市後發行股份		30,640,000	22,853
Issuance of shares pursuant to share option scheme	根據購股權計劃發行股份	(b)	16,368,300	29,097
Transfer from loans from a former shareholder	轉撥自前股東貸款	(c)	31,041,673	25,540
At 31 December 2022 and 1 January 2022	於2022年12月31日及2022 年1月1日		699,857,112	385,992

Notes:

- (a) On 5 December 2022, pursuant to the share split, each share in the capital of the Company was sub-divided into 1.85 shares. Upon completion of the share split, the total number of issued shares of the Company increased from 336,111,968 shares to 621,807,139 shares.
- (b) Certain of the options under the Group's share option schemes were settled by issuance of 16,368,300 new shares on 30 December 2022.
- (c) All of the outstanding loans from Japfa Ltd. with an aggregate amount of USD25,540,000 were capitalized by way of issuance of 31,041,673 new shares on 30 December 2022.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

31. 股本(續)

股份(續)

本公司股本變動概要如下：

	Notes 附註	Number of shares in issue 已發行股份數目	Share capital 股本 USD'000 千美元
At 31 December 2020 and 1 January 2021		336,111,968	308,502
At 31 December 2021 and 1 January 2022		336,111,968	308,502
Share split	(a)	285,695,171	—
Issuance of shares upon listing on the Hong Kong Stock Exchange		30,640,000	22,853
Issuance of shares pursuant to share option scheme	(b)	16,368,300	29,097
Transfer from loans from a former shareholder	(c)	31,041,673	25,540
At 31 December 2022 and 1 January 2022		699,857,112	385,992

附註：

- (a) 於2022年12月5日，根據股份分拆，本公司股本中每股股份拆分為1.85股股份。於股份分拆完成後，本公司已發行股份總數由336,111,968股增至621,807,139股。
- (b) 本集團購股權計劃項下若干購股權透過於2022年12月30日發行16,368,300股新股份進行結算。
- (c) 總額25,540,000美元的全部未償還佳發貸款透過於2022年12月30日發行31,041,673股新股份資本化。

普通股持有人有權在由本公司宣派時獲得股息。所有普通股每股擁有一票投票權，不受任何限制。普通股並無面值。

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32. SHARE-BASED PAYMENTS

The Group operated two share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the share options include employees in the Group. The Group adopted the share option scheme ("AAG Share Appreciation Plan") on 6 June 2012. Under the scheme, the Group granted share options for four times on 9 July 2012, 28 November 2013, 30 April 2015 and 29 April 2019. Each option shall vest over a period of 4 years of continuous full-time employment from the date of grant. Options may only be exercised upon the full satisfaction of the dual conditions that: (a) the option has fully vested (and not upon if the option has only partially vested, regardless of whether the exercise is limited to such vested portion) and (b) if the IPO condition has been met.

In July 2020, the Company implemented the "AAG Performance Share Plan" (the "AAG PSP"). The purpose of the AAG PSP is to, inter alia, foster an ownership culture within the AustAsia Group which aligns the interests of executives and employees of the AustAsia Group with the interests of its shareholders and to motivate participants in the AAG PSP to achieve key financial and operational goals of AAG and/or its respective business units. The AAG PSP shall continue in effect for a term of five years, provided always that the AAG PSP may continue beyond the above stipulated period with the approval of the shareholders of the Company.

The aggregate number of shares of the AAG Share Appreciation Plan to be delivered pursuant to the exercise of options on any date, when added to the number of AAG Share Appreciation Plan already issued and that may be issued in respect of all outstanding options granted under this option scheme and all other shares issued under any other share-based incentive schemes that may be implemented by the Group, shall not exceed two per cent of the issued shares of the Group on the day preceding the relevant date of grant. The committee shall have the absolute right to determine the number of shares of the AAG Share Appreciation Plan to which each eligible participant is entitled.

32. 以股份為基礎的付款

本集團實施了兩項購股權計劃，目的是向對本集團經營的成功有所貢獻的合資格參與者提供激勵及獎勵。購股權的合資格參與者包括本集團的僱員。本集團於2012年6月6日採用了購股權計劃（「AAG股份增值計劃」）。根據該計劃，本集團於2012年7月9日、2013年11月28日、2015年4月30日及2019年4月29日授予了四次購股權。各購股權的歸屬期為授權之日起連續全職工作4年。僅在完全滿足以下雙重條件的情況下，方可行使購股權：(a)購股權已完全兌現（而非僅部分購股權兌現，無論是否僅行使該兌現部分購股權）；及(b)滿足首次公開發售的條件。

於2020年7月，本公司實施了「AAG績效股份計劃」。AAG績效股份計劃的目的是（其中包括）在AustAsia Group內部培養主人翁文化，使AustAsia Group高管及僱員的利益與其股東利益保持一致，並激勵AAG績效股份計劃的參與者實現AAG及／或其各自業務部門的關鍵財務及運營目標。AAG績效股份計劃的有效期為5年，但若經本公司股東批准，AAG績效股份計劃可以持續超過上述規定的期限。

根據在任何日期行使購股權而交付的AAG股份增值計劃股份總數，加上已發行的AAG股份增值計劃數量，以及可能就根據該購股權計劃授予的所有未行使的購股權而發行的AAG股份增值計劃的數量，以及根據本集團可能實施的任何其他以股份為基礎的激勵計劃發行的所有其他股份，不得超過相關授予日期前一天本集團已發行股份的百分之二。委員會擁有絕對權以決定每個合資格參與者有權獲得的AAG股份增值計劃股份數目。

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32. SHARE-BASED PAYMENTS (continued)

(a) AAG Share Appreciation Plan

The exercise prices and exercise periods of the AAG Share Appreciation Plan as at the end of each reporting period are as follows:

As at 31 December 2022, the Share Appreciation Plan was settled by the issuance of an aggregate number of 180,800 shares after taking into account the share split and the offering price of HK\$6.40.

As at 31 December 2021

Number of options 購股權數目	Exercise price (USD) 行權價格 (美元)	Exercise period 行使期限
164,666	1.25	2013-12-31 to 2022-9-30 2013年12月31日至2022年9月30日
243,332	1.25	2014-12-31 to 2022-9-30 2014年12月31日至2022年9月30日
42,665	1.25	2015-12-31 to 2022-9-30 2015年12月31日至2022年9月30日
494,500	1.35	2016-12-31 to 2022-9-30 2016年12月31日至2022年9月30日
339,998	1.45	2019-4-29 to 2022-9-30 2019年4月29日至2022年9月30日
1,892,396	1.50	The later of 2020-4-28 to 2022-9-30 and IPO date 2020年4月28日至2022年9月30日及 首次公開發售日期 (以較晚者為準)
3,177,557		

The Group reversed an expense of USD145,000 in 2022 (2021: USD86,000).

32. 以股份為基礎的付款 (續)

(a) AAG 股份增值計劃

於各報告期間末，AAG 股份增值計劃的行權價格及行使期限如下：

於2022年12月31日，股份增值計劃透過發行合共180,800股股份（經計及股份分拆及發售價6.40港元）進行結算。

於2021年12月31日

本集團於2022年保留開支145,000美元（2021年：86,000美元）。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日**32. SHARE-BASED PAYMENTS (continued)****(a) AAG Share Appreciation Plan (continued)**

The following share options were outstanding under the AAG Share Appreciation Plan during 2021:

		Weighted average exercise price 加權平均行權價 USD 美元	Number of options 購股權數目
At 1 January 2021	於2021年1月1日	1.42	4,289,230
Granted during the year	年內授出	-	-
Forfeited during the year	年內沒收	-	-
Exercised during the year	年內行使	1.38	(1,111,673)
Expired during the year	年內到期	-	-
At 31 December 2021	於2021年12月31日	1.44	3,177,557
Exercised during the year	年內行使	1.39	(1,002,697)
Issuance of shares pursuant to share option scheme (Note 31)	根據購股權計劃發行股份 (附註31)	N/A 不適用	(2,174,860)
At 31 December 2022	於2022年12月31日	N/A 不適用	-

(b) AAG Performance Share Plan

Under the terms of the AAG PSP, the directors and employees of the AustAsia Group who have met the relevant criteria set out in the AAG PSP or by the remuneration committee of AAG ("AAG remuneration committee"), are eligible to participate in the AAG PSP. Controlling shareholders (and their associates) of the Company are also eligible to participate in the AAG PSP provided that their participation and actual or maximum number of shares in AAG and terms of any award to be granted to them under the AAG PSP have been duly approved by independent shareholders of the Company.

32. 以股份為基礎的付款 (續)**(a) AAG股份增值計劃 (續)**

於2021年，根據AAG股份增值計劃，下列股份購股權尚未行使：

(b) AAG績效股份計劃

於AAG績效股份計劃條款項下，AustAsia Group的董事及僱員若符合由AAG績效股份計劃或AAG薪酬委員會規定的相關標準，就有資格參與AAG績效股份計劃。本公司的控股股東（及其聯繫人）亦有資格參與AAG績效股份計劃（前提是他們在AAG的參與及持有的AAG股份實際或最大數量，以及根據AAG績效股份計劃授予他們的任何獎勵的條款已獲得本公司獨立股東的正式批准）。

Notes to Financial Statements

財務報表附註

31 December 2022
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32. SHARE-BASED PAYMENTS (continued)

(b) AAG Performance Share Plan (continued)

The ordinary shares which are the subject of the awards are based on 100% of the grant. The shares awarded on the vesting date could range from 0% to 200% depending on the achievement of pre-determined conditions within specified periods. Settlement will be in cash unless the Company has achieved an IPO by the date of settlement, in which event settlement will be in AAG shares.

For equity-settled tranches, the Group applied the binomial option pricing model in measuring the fair value of the share awards at the grant date. The equity-settled tranches are recognised as expenses over the performance period. The equity-settled component referring to this right is recognized as AAG performance share plan reserve in note 33 to the financial statements.

For cash-settled tranches, the Group applied the binomial option pricing model in measuring the fair value of the share awards at the grant date. The fair value is subsequently remeasured based on the fair value of the share awards at each reporting date and recognized as expenses over the performance period. The liability of cash-settled tranches referring to this right is recognized as AAG performance share plan liability.

The Group applied the sum-of-the-part method under the asset-based approach in the valuation of the equity value of the Group by using the income approach in estimating the value of the subsidiaries in Mainland China, and the market approach in estimating the value of the equity interest in FUAA. Based on the fair value of the equity value per share, the Group applied the binomial option pricing model in measuring the fair value of the share awards.

32. 以股份為基礎的付款 (續)

(b) AAG績效股份計劃 (續)

作為獎勵的普通股份是按100%授予計算的。於歸屬日獎勵的股份比例介於0%至200%之間，這取決於先決條件在特定時期內的達成情況。除非本公司在結算日期前實現了首次公開發售，否則將以現金進行結算，若本公司已實現首次公開發售，則將以AAG股份進行結算。

對於權益結算的部分，本集團採用了二項式期權定價模型來衡量於授予日期股份獎勵的公允價值。權益結算部分在業績期內被確認為開支。與該權利有關的權益結算部分在財務報表附註33中被確認為AAG績效股份計劃儲備。

對於現金結算的部分，本集團採用了二項式期權定價模型來衡量於授予日期股份獎勵的公允價值。公允價值隨後根據各報告日期的股份獎勵的公允價值進行重新衡量，並在業績期內確認為開支。與該權利有關的現金結算部分的負債被確認為AAG績效股份計劃負債。

本集團採用了資產基礎法中的部分總和法對本集團的股權價值進行評估，採用收益法對中國內地附屬公司的價值進行估算，採用市場法對FUAA的股本權益價值進行估算。基於每股股權價值的公允價值，本集團隨後採用了二項式期權定價模型來衡量股份獎勵的公允價值。

Notes to Financial Statements
財務報表附註31 December 2022
2022年12月31日

32. SHARE-BASED PAYMENTS (continued)

(b) AAG Performance Share Plan (continued)

The following table illustrates the number and movements of the AAG Performance Share Plan during the year:

		2022 2022年 Number 數量	2021 2021年 Number 數量
Outstanding at 1 January	於1月1日發行在外	9,929,600	9,318,600
Granted during the year	年內授出	682,100	611,000
Exercised during the year	年內行使	(568,600)	-
Issuance of shares pursuant to share option scheme (Note 31)	根據購股權計劃發行股份 (附註31)	(8,750,000)	-
Outstanding at 31 December	於12月31日發行在外	1,293,100	9,929,600

The Group recognized expenses of USD13,525,000 in 2022 (2021: USD15,703,000).

32. 以股份為基礎的付款 (續)

(b) AAG績效股份計劃 (續)

下表列示年內AAG績效股份計劃的數量及變動情況：

本集團於2022年確認13,525,000美元(2021年：15,703,000美元)的開支。

33. RESERVES

Statutory reserve	法定儲備金 AAG股份增值計劃	(a)	78,286	71,943
AAG Share Appreciation Plan (Note 32)	(附註32)		(1,829)	361
Japfa Performance Share Plan	佳發績效股份計劃 AAG績效股份計劃	(b)	1,061	1,046
AAG Performance Share Plan (Note 32)	(附註32)		2,607	16,715
Merger reserve	合併儲備	(c)	(8,409)	(8,409)
Fair value reserve	公允價值儲備	(d)	(6,309)	(6,715)
Foreign currency translation reserve	外幣換算儲備	(e)	(47,794)	23,101
Retained profits	留存利潤		396,699	379,648
			414,312	477,690

33. 儲備

		Notes 附註	2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Statutory reserve	法定儲備金 AAG股份增值計劃	(a)	78,286	71,943
AAG Share Appreciation Plan (Note 32)	(附註32)		(1,829)	361
Japfa Performance Share Plan	佳發績效股份計劃 AAG績效股份計劃	(b)	1,061	1,046
AAG Performance Share Plan (Note 32)	(附註32)		2,607	16,715
Merger reserve	合併儲備	(c)	(8,409)	(8,409)
Fair value reserve	公允價值儲備	(d)	(6,309)	(6,715)
Foreign currency translation reserve	外幣換算儲備	(e)	(47,794)	23,101
Retained profits	留存利潤		396,699	379,648
			414,312	477,690

Notes to Financial Statements

財務報表附註

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33. RESERVES (continued)

Notes:

(a) Statutory reserve

In accordance with the Foreign Enterprise Law applicable to the subsidiaries in the PRC, the subsidiaries are required to make appropriation to Statutory Reserve ("SR"). At least 10% of the statutory profits after tax as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to SR until the cumulative total of the SR reaches 50% of the subsidiaries' registered capital. Subject to approval from the relevant PRC authorities, SR may be used to offset any accrued losses or increase in the registered capital of the subsidiary. SR is not available for dividend distribution to shareholders.

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Balance at 1 January	於1月1日的結餘	71,943	54,373
Transferred from retained profits	留存利潤轉出	6,343	17,570
Balance at 31 December	於12月31日的結餘	78,286	71,943

(b) Japfa Performance Share Plan

The Company's former holding company, Japfa Ltd., operates an equity-settled share based compensation plan. The shares were granted to employees of the Company and its PRC subsidiaries, subject to certain conditions being met. In July 2020, the pre-determined market conditions and the performance period have been modified by the Japfa Remuneration Committee.

During 2019, new shares were granted to employees of the Company and its PRC subsidiaries, subject to their performance at the end of 2018. The fair values of awards granted are determined using the Monte Carlo Simulation Model and the expenses are recognized over the vesting period.

33. 儲備(續)

附註：

(a) 法定儲備金

根據適用於中國境內附屬公司的《外資企業法》，附屬公司須撥備法定儲備金。根據適用的中國會計準則和法規確定的法定稅後利潤的至少10%須用於分配作法定儲備金，直至法定儲備金的累計總額達到附屬公司註冊資本的50%。經中國有關部門批准，法定儲備金可以用於抵銷附屬公司註冊資本的任何累計虧損或增加。法定儲備金不得用於向股東派發股息。

(b) 佳發績效股份計劃

本公司的前控股公司佳發運營以權益結算以股份為基礎的薪酬計劃。符合若干條件的本公司及其中國附屬公司的僱員獲授予該等股份。於2020年7月，佳發薪酬委員會對預先確定的市場條件和業績期進行了修改。

於2019年，本公司及其中國附屬公司的僱員基於其截至2018年末的業績表現獲授予新股。授予獎勵的公允價值乃利用蒙特卡羅模擬模型釐定，且於歸屬期確認開支。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

33. RESERVES (continued)

Notes: (continued)

(b) Japfa Performance Share Plan (continued)

During 2020, new shares were granted to employees of the Company and its PRC subsidiaries, subject to certain conditions being met. The shares awarded on the vesting date could range from 0% to 200%, depending on the level of achievement against pre-set performance conditions within the performance period. The fair values of awards granted are determined using the Monte Carlo Simulation Model and the expenses are recognized over the vesting period.

The following table illustrates the number of shares of the Japfa performance share plan and the movements during the year:

		2022 2022年	2021 2021年
Outstanding at 1 January	於1月1日發行在外	6,471,500	6,207,300
Granted during the year	年內授出	—	264,200
Exercised during the year	年內行使	(6,471,500)	—
Outstanding at 31 December	於12月31日發行在外	—	6,471,500

The expenses of share award recognized amounted to USD15,000 in 2022 (2021: USD419,000).

(c) Merger reserve

The merger reserve represents the difference between the consideration paid and the net assets of a subsidiary restructured under common control. The Group has applied the pooling of interest method for business combination under common control.

(d) Fair value reserve

The fair value reserve represents the present value changes recognized for the Company's equity investment for which the Company has elected to present the value changes in other comprehensive income.

33. 儲備(續)

附註：(續)

(b) 佳發績效股份計劃(續)

於2020年，符合若干條件的本公司及其中國附屬公司的僱員獲授予新股。根據於績效期內達成預設績效條件的程度，於歸屬日獎勵的股份比例介於0%至200%之間。授予獎勵的公允價值乃利用蒙特卡羅模擬模型釐定，且於歸屬期確認開支。

下表列示年內佳發績效股份計劃的股份數量及變動情況：

	2022 2022年	2021 2021年
Outstanding at 1 January	6,471,500	6,207,300
Granted during the year	—	264,200
Exercised during the year	(6,471,500)	—
Outstanding at 31 December	—	6,471,500

於2022年，確認的股份獎勵開支為15,000美元(2021年：419,000美元)。

(c) 合併儲備

合併儲備是指支付的對價與共同控制下重組的附屬公司資產淨值之間的差額。本集團採用權益結合法進行共同控制下的企業合併。

(d) 公允價值儲備

公允價值儲備是指確認為本公司股權投資的現值變動，本公司選擇將該等價值變動計入其他全面收益。

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財務報表附註

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33. RESERVES (continued)

Notes: (continued)

(e) Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of foreign operations whose functional currencies are different from that of the Company's presentation currency.

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Balance at the beginning of year	於年初的結餘	23,101	5,863
Net effect of exchange differences arising from translation of foreign operations	海外業務折算產生的淨匯兌差額的影響	(70,895)	17,238
Balance at the end of year	於年末的結餘	(47,794)	23,101

34. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the year of 2022, the Company had non-cash additions to share capital and deductions to shareholder's loans of USD25,540,000 and USD25,540,000, respectively, in respect of issuing shares to certain shareholders of Japfa Ltd. in exchange for the settlement of the Group's loans from Japfa Ltd.. In addition, the Company had non-cash additions to share capital and deductions to reserve of USD29,097,000 and USD29,097,000, respectively, in respect of settlement of certain share options under the Group's share option schemes.

33. 儲備 (續)

附註：(續)

(e) 外幣換算儲備

外幣換算儲備是指其功能貨幣與本公司列報貨幣不同的海外業務折算時產生的匯兌差額。

34. 綜合現金流量表附註

(a) 主要非現金交易

於2022年，就向佳發的若干股東發行股份以交換償還本集團來自佳發的貸款而言，本公司擁有的非現金增加股本及扣除股東貸款分別為25,540,000美元及25,540,000美元。此外，就結算本集團購股權計劃項下若干購股權而言，本公司擁有的非現金增加股本及扣除儲備分別為29,097,000美元及29,097,000美元。

Notes to Financial Statements

財務報表附註

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34. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

34. 綜合現金流量表附註 (續)

(b) Changes in liabilities arising from financing activities

2022

(b) 融資活動所產生的負債變動

2022年

		Interest-bearing bank borrowings	Lease liabilities	Loans from a shareholder	Other payables and accruals-interest payable
		計息銀行借款	租賃負債	股東貸款	其他應付款項及應計項目
		USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元
At 1 January 2022	於2022年1月1日	267,978	151,156	25,540	2,103
Changes from financing cash flows	融資現金流量變動	65,095	(21,653)	–	(21,877)
New leases	新租賃	–	79,168	–	–
Revision of a lease rent	租金修訂	–	15,181	–	–
Revision of a lease term	租期修訂	–	(28,234)	–	–
Capitalisation of loans from a shareholder	股東貸款資本化	–	–	(25,540)	–
Foreign exchange movement	外匯變動	(21,147)	(15,263)	–	(204)
Interest expense capitalised	資本化利息開支	–	–	–	950
Interest expense	利息開支	–	10,686	–	21,841
At 31 December 2022	於2022年12月31日	311,926	191,041	–	2,813

Notes to Financial Statements

財務報表附註

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34. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

34. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing activities (continued)

2021

		Interest-bearing bank borrowings	Lease liabilities	Loans from a shareholder	Other payables and accruals-interest payable
		計息銀行借款	租賃負債	股東貸款	其他應付款項及應計項目 – 應付利息
		USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元
At 1 January 2021	於2021年1月1日	142,641	50,335	25,540	471
Changes from financing cash flows	融資現金流量變動	119,925	(14,379)	–	(13,932)
Acquisition of subsidiaries	收購附屬公司	–	95,541	–	–
New leases	新租賃	–	11,272	–	–
Foreign exchange movement	外匯變動	5,412	2,286	–	30
Interest expense	利息開支	–	6,101	–	15,534
At 31 December 2021	於2021年12月31日	267,978	151,156	25,540	2,103

(b) 融資活動所產生的負債變動(續)

2021年

(c) Total cash outflow for leases

The total cash outflow for leases included in the statements of cash flows is as follows:

(c) 租賃現金流出總額

計入現金流量表的租賃現金流出總額如下：

		2022	2021
		2022年	2021年
		USD'000	USD'000
		千美元	千美元
Within operating activities	在經營活動中	4,233	1,733
Within financing activities	在融資活動中	21,653	14,379
Total	合計	25,886	16,112

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35. CONTINGENT LIABILITIES

No significant contingent liabilities were recognized within the Group during the year.

36. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans are included in note 29 to the financial statements.

37. COMMITMENTS

The Group had the following capital commitments at the end of each reporting period:

35. 或有負債

於年內，本集團並無確認重大或有負債。

36. 資產抵押

本集團為本集團銀行貸款所抵押資產的詳情載於財務報表附註29。

37. 承擔

本集團於各報告期末有下列資本承擔：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Capital commitments in respect of:	有以下方面的資本承擔：		
Construction in progress	在建工程	17,776	9,971

38. RELATED PARTY TRANSACTIONS

(a) The Group had the following transactions with related parties during the year:

38. 關聯方交易

(a) 本集團於年內與關聯方進行了以下交易：

			2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Entity controlled by the shareholder which has significant influence over the Company	受本公司有重大影響的股東控制的實體			
Sales of products	產品銷售	(i)	22,155	18,592
Entities controlled by the same Controlling Shareholders of the Company	受本公司同一控股股東控制的實體	(ii)		
Purchase of inventories	購置存貨	(iii)	33,440	19,750
Management fee expense	管理費用開支		499	389
Former immediate holding company	前直接控股公司	(iv)		
Interest expense	利息開支	(iv)	1,551	1,447
Recruitment expenses	招募開支		-	142

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38. RELATED PARTY TRANSACTIONS (continued)

(a) The Group had the following transactions with related parties during the year: (continued)

Notes:

- (i) The sales of products to the entity controlled by the shareholder which has significant influence over the Company were made according to the published prices and conditions offered to the major customers of the Group.
- (ii) Before 30 December 2022, these entities were the fellow subsidiaries of the Company. Since 30 December 2022, these entities have changed to be controlled by the same Controlling Shareholders of the Company.
- (iii) The purchase of inventories was mainly related to feed. The transactions have been conducted in accordance with market prices agreed between the parties.
- (iv) The interest expense was mainly related to the loans from Japfa Ltd. Before 30 December 2022, Japfa Ltd. was the immediate holding company of the Company. Since 30 December 2022, the Company has ceased to be a subsidiary of Japfa Ltd. and Japfa Ltd. has changed to be controlled by the same Controlling Shareholders of the Company.

38. 關聯方交易 (續)

(a) 本集團於年內與關聯方進行了以下交易：(續)

附註：

- (i) 向對本公司有重大影響的股東控制的實體作出的產品銷售乃根據向本集團主要客戶提供的公開價格及條件進行。
- (ii) 於2022年12月30日前，該等實體為本公司的同系附屬公司。自2022年12月30日起，該等實體已變為受本公司同一控股股東控制。
- (iii) 購置存貨主要與飼料有關。該等交易乃根據雙方商定的市場價格進行。
- (iv) 利息開支主要與來自佳發的貸款有關。於2022年12月30日前，佳發為本公司的直接控股公司。自2022年12月30日起，本公司不再為佳發的附屬公司，而佳發已變為受本公司同一控股股東控制。

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38. RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel of the Group:

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Short-term employee benefits	短期僱員福利	3,004	2,799
Share-based payments expenses	以股份為基礎的付款開支	12,617	15,026
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	15,621	17,825

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

有關董事及最高行政人員酬金的進一步詳情載於財務報表附註9。

(c) Outstanding balances with related parties

Details of the Group's outstanding balances with related parties as at the end of each reporting period are disclosed in notes 22, 25, 26 and 28 to the financial statements.

(c) 與關聯方的未償付結餘

於各報告期末，本集團與關聯方的未償付結餘的詳情披露於財務報表附註22、25、26及28。

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39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

As at 31 December 2022

Financial assets

39. 按類別劃分的金融工具

於報告期末，各類金融工具的賬面值如下：

於2022年12月31日

金融資產

		Financial assets at fair value through other comprehensive income 以公允價值計量且其變動計入其他全面收益的金融資產 USD'000 千美元	Financial assets at amortised cost 按攤銷成本計量的金融資產 USD'000 千美元	Total 合計 USD'000 千美元
Cash and cash equivalents	現金及現金等價物	—	57,138	57,138
Pledged deposits	已抵押存款	—	860	860
Trade receivables	應收款項	—	50,392	50,392
Deposits and other receivables	按金及其他應收款項	—	1,396	1,396
Long-term receivable	長期應收款項	—	12,203	12,203
Equity investment designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的股權投資	1,222	—	1,222
Total	合計	1,222	121,989	123,211

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(continued)

Financial liabilities

金融負債

		Financial liabilities at fair value through other comprehensive income 以公允價值計量且其變動計入其他全面收益的金融負債 USD'000 千美元	Financial liabilities at amortised cost 按攤銷成本計量的金融負債 USD'000 千美元	Total 合計 USD'000 千美元
Trade payables	應付款項	—	151,954	151,954
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	—	63,058	63,058
Interest-bearing bank borrowings	計息銀行借款	—	311,926	311,926
Lease liabilities	租賃負債	—	191,041	191,041
Total	合計	—	717,979	717,979

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39. FINANCIAL INSTRUMENTS BY CATEGORY 39. 按類別劃分的金融工具(續)

(continued)

As at 31 December 2021

2021年12月31日

Financial assets

金融資產

		Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
		以公允價值計量且其變動計入其他全面收益的金融資產	按攤銷成本計量的金融資產	合計
		USD'000	USD'000	USD'000
		千美元	千美元	千美元
Cash and cash equivalents	現金及現金等價物	–	22,145	22,145
Pledged deposits	已抵押存款	–	1,103	1,103
Trade receivables	應收款項	–	46,600	46,600
Deposits and other receivables	按金及其他應收款項	–	416	416
Long-term receivable	長期應收款項	–	11,855	11,855
Equity investment designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的股權投資	816	–	816
Total	合計	816	82,119	82,935

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(continued)

Financial liabilities		金融負債		
		Financial liabilities at fair value through other comprehensive income	Financial liabilities at amortised cost	Total
		以公允價值計量且其變動計入其他全面收益的金融負債	按攤銷成本計量的金融負債	合計
		USD'000	USD'000	USD'000
		千美元	千美元	千美元
Trade payables	應付款項	–	79,640	79,640
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	–	36,891	36,891
Loans from a former shareholder	前股東貸款	–	25,540	25,540
Interest-bearing bank borrowings	計息銀行借款	–	267,978	267,978
Lease liabilities	租賃負債	–	151,156	151,156
Total	合計	–	561,205	561,205

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財務報表附註

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40. FAIR VALUE MEASUREMENTS

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 cash and cash equivalents, pledged deposits, trade receivables, deposits and other receivables, derivative financial instruments, trade payables, other payables, short-term interest-bearing bank borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of long-term receivable and long-term 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 long-term receivable and interest-bearing bank and other borrowings as at the end of the year were assessed to be insignificant.

40. 公允價值計量

金融資產及負債之公允價值乃按有關工具在交易雙方自願而非受脅迫或清盤銷售的情況下進行當前交易而轉手的金額入賬。下列方法及假設乃用於估計其公允價值：

現金及現金等價物、已抵押存款、應收款項、按金及其他應收款項、衍生金融工具、應付款項、其他應付款項、短期計息銀行借款之公允價值近似於其賬面值，主要由於該等工具的短期到期性質。

長期應收款項及長期計息銀行借款之公允價值已通過使用具有類似條款、信貸風險及剩餘期限的工具當前可用的利率，對預計未來現金流量進行貼現來計算。因本集團自身於年底的長期應收款項以及計息銀行及其他借款的不履約風險而導致的公允價值變動已評估為並不重大。

Notes to Financial Statements

財務報表附註

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40. FAIR VALUE MEASUREMENTS (continued)

The fair values of unlisted equity investments designated at fair value through other comprehensive income have been estimated using the market approach. The market approach indicates the value of a company based on a comparison of the valuation of comparable publicly traded companies and transactions in the similar field of business. This may be done by looking at key value indicators, such as multiples to earnings, book value, sales and cash flows, after taking into consideration relevant adjustment factors to reflect the differences between the subject company and the comparable companies. The Group has adopted the Guideline Company Method (“GCM”) in deciding the fair value of its investment in FUAA. GCM indicates that the market value of the shares of a business by comparing it to publicly traded companies in similar lines of business. The conditions and prospects of companies in similar lines of business depend on common factors such as the overall demand for their products and services. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statements of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of each reporting period.

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with good credit ratings. Derivative financial instruments, including interest rate swaps and forward currency contracts are measured using quoted prices from financial institutions with which the interest rate swaps and forward currency contracts are entered into. The carrying amounts of interest rate swaps and forward currency contracts are the same as their fair values.

40. 公允價值計量 (續)

指定為以公允價值計量且其變動計入其他全面收益的非上市股權投資的公允價值已使用市場法進行估計。市場法根據可比上市公司的估值及類似業務領域的交易比較來表示一家公司的價值。經考慮相關調整因素後，這可通過查看關鍵價值指標，例如盈利倍數、賬面值、銷售額及現金流量實現，以反映標的公司與可比公司之間的差異。本集團已採用指引公司法（「指引公司法」）以確定其於FUAA的投資的公允價值。指引公司法通過將企業與從事類似業務範圍的上市公司進行比較來表示該企業股票的市場價值。從事類似業務範圍的公司的狀況及前景取決於共同因素，例如對其產品及服務的整體需求。董事認為，採用估值技術得出，並於綜合財務狀況表列賬的估計公允價值，以及於其他全面收益列賬的公允價值的相關變動乃屬合理，且於各報告期末屬最佳值。

本集團與多個對手方（主要是信貸評級良好的金融機構）簽訂衍生金融工具。衍生金融工具（包括利率掉期及遠期貨幣合約）採用簽訂利率掉期及遠期貨幣合約的金融機構的報價計量。利率掉期及遠期貨幣合約的賬面值與其公允價值相同。

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40. FAIR VALUE MEASUREMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which were measured in Level 3 as at 31 December 2021 and 2022:

40. 公允價值計量 (續)

以下為於2021年及2022年12月31日對生物資產及於第三級計量的其他金融資產估值所用的重大不可觀察輸入數據的概要：

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements 重大不可觀察輸入數據與公允價值計量之間的相互關係
類型	估值技術	重大不可觀察輸入數據	
Heifers and calves 育成牛及犏牛	The fair value of 14-month-old heifers and calves is determined by reference to the local market selling price. 14個月大育成牛及犏牛的公允價值乃參照當地市場售價釐定。	Estimated local market selling prices of 14-month-old heifers was RMB21,800 and RMB19,500 per head as at 31 December 2022 and 2021, respectively. 於2022年及2021年12月31日，14個月大育成牛的當地市場售價估計分別為每頭人民幣21,800元及人民幣19,500元。	An increase in the estimated local market selling price used would result in increase in the fair value of the heifers and calves, and vice versa. 所採用的估計當地市場售價上升將導致育成牛及犏牛的公允價值增加，反之亦然。
	For the groups of heifers and calves which are younger than 14 months old, incremental costs required to raise the cows from their respective ages at the end of each reporting period up to 14 months were subtracted. 對於不滿14個月的育成牛及犏牛，減去在各報告期末將奶牛從各自年齡飼養至14個月所需的增量成本。	Incremental costs for heifers and calves which are younger than 14 months old ranged from RMB9,755 to RMB18,373 and RMB8,453 to RMB16,882 per head as at 31 December 2022 and 2021, respectively. 於2022年及2021年12月31日，不滿14個月的每頭育成牛及犏牛的增量成本分別介乎人民幣9,755元至人民幣18,373元及人民幣8,453元至人民幣16,882元。	An increase in the incremental costs used would result in a decrease in the fair value of heifers and calves which are younger than 14 months, and vice versa. 所採用的增量成本增加將導致不滿14個月的育成牛及犏牛的公允價值減少，反之亦然。
	For heifers and calves which aged between 14 and 24 months, incremental costs required to raise the heifers from 14 months to their respective ages at the end of each reporting period were added. 對於14至24個月的育成牛及犏牛，增加在各報告期末將育成牛從14個月飼養至各自年齡所需的增量成本。	Incremental costs for heifers and calves which aged between 14 and 24 months were RMB13,242 and RMB12,976 per head as at 31 December 2022 and 2021, respectively. 於2022年及2021年12月31日，14至24個月的育成牛及犏牛的每頭增量成本分別為人民幣13,242元及人民幣12,976元。	An increase in the incremental costs used would result in an increase in the fair value of heifers and calves which aged between 14 and 24 months, and vice versa. 所採用的增量成本增加將導致14至24個月的育成牛及犏牛的公允價值增加，反之亦然。

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40. FAIR VALUE MEASUREMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which were measured in Level 3 as at 31 December 2021 and 2022: (continued)

40. 公允價值計量 (續)

以下為於2021年及2022年12月31日對生物資產及於第三級計量的其他金融資產估值所用的重大不可觀察輸入數據的概要：(續)

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements 重大不可觀察輸入數據與公允價值計量之間的相互關係
類型	估值技術	重大不可觀察輸入數據	
Milkable cows 成母牛	The fair values of milkable cows are determined using the multi-period excess earnings method, which is based on the discounted future cash flows to be generated by such milkable cows. 成母牛的公允價值使用多期超額收益法釐定，該方法乃基於有關成母牛將產生的貼現未來現金流量。	The estimated feeding costs per kilogram (“kg”) of raw milk used in the valuation process ranged from RMB2.27 to RMB3.06 and RMB2.20 to RMB2.70 as at 31 December 2022 and 2021, respectively. 於2022年及2021年12月31日，於估值過程中採用的每千克原料奶的估計飼料成本分別介乎人民幣2.27元至人民幣3.06元及人民幣2.20元至人民幣2.70元。	An increase in the estimated feeding costs per kg of raw milk used would result in a decrease in the fair value of the milkable cows, and vice versa. 所採用的每千克原料奶的估計飼料成本增加將導致成母牛的公允價值減少，反之亦然。
		A milkable cow could have as many as six lactation cycles. Estimated average daily milk yield per head at each lactation cycle ranges from 27kg to 40kg and 25kg to 38kg as at 31 December 2022 and 2021, respectively. 每頭成母牛的泌乳週期多達六次。於2022年及2021年12月31日，每頭處於泌乳週期的成母牛的估計平均每日產奶量分別介乎27千克至40千克及25千克至38千克。	An increase in the estimated average daily milk yield per head used would result in an increase in the fair value of milkable cows, and vice versa. 所採用的每頭成母牛的估計平均每日產奶量增加將導致成母牛的公允價值增加，反之亦然。

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40. FAIR VALUE MEASUREMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which were measured in Level 3 as at 31 December 2021 and 2022: (continued)

40. 公允價值計量 (續)

以下為於2021年及2022年12月31日對生物資產及於第三級計量的其他金融資產估值所用的重大不可觀察輸入數據的概要：(續)

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements 重大不可觀察輸入數據與公允價值計量之間的相互關係
類型	估值技術	重大不可觀察輸入數據	
		<p>Estimated average prices of raw milk per kg ranged from RMB4.49 to RMB5.21 and RMB4.54 to RMB5.26 as at 31 December 2022 and 2021, respectively.</p> <p>於2022年及2021年12月31日，每千克原料奶的估計平均價格分別介乎人民幣4.49元至人民幣5.21元及人民幣4.54元至人民幣5.26元。</p>	<p>An increase in the estimated average price of raw milk would result in an increase in the fair value of milkable cows, and vice versa.</p> <p>原料奶估計平均價格的增加將導致成母牛的公允價值計量增加，反之亦然。</p>
		<p>Discount rates for estimated future cash flows used were 12% and 12% as at 31 December 2022 and 2021, respectively.</p> <p>於2022年及2021年12月31日，所採用的估計未來現金流量貼現率分別為12%及12%。</p>	<p>An increase in the estimated discount rate used would result in a decrease in the fair value of milkable cows, and vice versa.</p> <p>所採用的估計貼現率增加將導致成母牛的公允價值計量減少，反之亦然。</p>

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40. FAIR VALUE MEASUREMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which were measured in Level 3 as at 31 December 2021 and 2022: (continued)

40. 公允價值計量 (續)

以下為於2021年及2022年12月31日對生物資產及於第三級計量的其他金融資產估值所用的重大不可觀察輸入數據的概要：(續)

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements 重大不可觀察輸入數據與公允價值計量之間的相互關係
類型	估值技術	重大不可觀察輸入數據	
Beef cattle 肉牛	The fair values of newborn beef cattle and mature beef cattle were determined by reference to the local market selling prices. 新生肉牛及成熟肉牛的公允價值乃參照當地市場售價釐定。	Estimated local market selling prices of newborn beef cattle per head ranged from RMB2,000 to RMB2,930 and RMB2,000 to RMB2,930 as at 31 December 2022 and 2021, respectively. 於2022年及2021年12月31日，每頭新生肉牛的估計當地市場售價分別介乎人民幣2,000元至人民幣2,930元及人民幣2,000元至人民幣2,930元。	An increase in the estimated local market selling prices of newborn beef cattle used would result in an increase in the fair value of beef cattle, and vice versa. 所採用新生肉牛的估計當地市場售價上升將導致肉牛的公允價值增加，反之亦然。
	The fair value of immature beef cattle was determined by reference to the local market selling prices of newborn beef cattle and mature beef cattle, adjusted by the estimated incremental daily gain in weight at the end of each reporting period. 於各報告期末，未成熟肉牛的公允價值乃參照新生肉牛和成熟肉牛的當地市場售價釐定，並根據估計的日增重增量進行調整。	Estimated local market selling prices of mature beef cattle per head ranged from RMB22,136 to RMB29,880 and RMB21,076 to RMB29,145 as at 31 December 2022 and 2021, respectively. 於2022年及2021年12月31日，每頭成熟肉牛的估計當地市場售價分別介乎人民幣22,136元至人民幣29,880元及人民幣21,076元至人民幣29,145元。	An increase in the estimated local market selling prices of mature beef cattle used would result in an increase in the fair value of beef cattle, and vice versa. 所採用成熟肉牛的估計當地市場售價上升將導致肉牛的公允價值增加，反之亦然。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

40. FAIR VALUE MEASUREMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which were measured in Level 3 as at 31 December 2021 and 2022: (continued)

40. 公允價值計量（續）

以下為於2021年及2022年12月31日對生物資產及於第三級計量的其他金融資產估值所用的重大不可觀察輸入數據的概要：（續）

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements 重大不可觀察輸入數據與公允價值計量之間的相互關係
類型	估值技術	重大不可觀察輸入數據	
		<p>The average daily gain in weight per head ranged from 0.87kg to 1.43kg and 0.87kg to 1.43kg as at 31 December 2022 and 2021, respectively.</p> <p>於2022年及2021年12月31日，每頭平均日增重分別介乎0.87千克至1.43千克及0.87千克至1.43千克。</p>	<p>An increase in the average daily gain in weight per head would result in the increase in the fair value of the immature beef cattle, and vice versa.</p> <p>每頭平均日增重的增加將導致未成熟肉牛的公允價值增加，反之亦然。</p>
Equity investment designated at fair value through other comprehensive income 指定為以公允價值計量且其變動計入其他全面收益的股權投資	The fair value of equity investment designated at fair value through other comprehensive income is estimated using the market approach. Fair value is estimated based on value of comparable listed companies and discounted for lack of liquidity. 指定為以公允價值計量且其變動計入其他全面收益的股權投資的公允價值採用市場法估計。公允價值根據可比較上市公司的估值進行估計，並因缺乏流動性而貼現。	Lack of marketability discount (“LoMD”) 缺乏適銷性折扣	<p>An increase in the LoMD would result in a decrease in the fair value of the unquoted equity investment.</p> <p>缺乏適銷性折扣的增加將導致非上市股權投資的公允價值減少。</p> <p>If the LoMD increases by 1%, the estimated fair value of equity investment will decrease by USD16,000 and USD9,000 as at 31 December 2022 and 2021, respectively.</p> <p>於2022年及2021年12月31日，倘缺乏適銷性折扣增長1%，股權投資的估計公允價值將分別減少16,000美元及9,000美元。</p>

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日**40. FAIR VALUE MEASUREMENTS (continued)****Fair value hierarchy**

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:

Assets:

As at 31 December 2022

40. 公允價值計量 (續)**公允價值層級**

本集團金融工具(不包括賬面值與公允價值合理相若的金融工具)的賬面值及公允價值如下:

資產:

於2022年12月31日

		Fair value measurement using 公允價值計量採用以下基準			
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) USD'000 千美元	Significant observable inputs (Level 2) 重大可觀察輸入 數據(第二級) USD'000 千美元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據(第三級) USD'000 千美元	Total 合計 USD'000 千美元
Equity investment designated at fair value through other comprehensive income	指定為以公允價值 計量且其變動計入 其他全面收益的 股權投資	-	-	1,222	1,222
Biological assets – current	生物資產—流動	-	-	54,600	54,600
Biological assets – non current	生物資產—非流動	-	-	495,404	495,404
		-	-	551,226	551,226

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

40. FAIR VALUE MEASUREMENTS (continued)

Fair value hierarchy (continued)

As at 31 December 2021

40. 公允價值計量 (續)

公允價值層級 (續)

於2021年12月31日

		Fair value measurement using 公允價值計量採用以下基準			
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) USD'000 千美元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) USD'000 千美元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) USD'000 千美元	Total 合計 USD'000 千美元
Equity investment designated at fair value through other comprehensive income	指定為以公允價值 計量且其變動計入 其他全面收益的 股權投資	-	-	816	816
Biological assets – current	生物資產—流動	-	-	49,217	49,217
Biological assets – non current	生物資產—非流動	-	-	477,697	477,697
		-	-	527,730	527,730

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both assets and liabilities.

The movements in fair value measurements of biological assets within Level 3 during the year are disclosed in note 21 to the financial statements.

年內，資產及負債均概無在第一級與第二級公允價值計量之間轉移，亦無第三級的轉入或轉出。

第三級內生物資產的公允價值計量的年內變動於財務報表附註21披露。

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財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES 41. 金融風險管理目標及政策

The Group's principal financial instruments, other than derivatives, comprise bank loans, other interest-bearing loans, cash and short-term deposits. 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 interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's obligations with a floating interest rate. The Group closely monitors its interest rate risk by performing periodic reviews and evaluations of its debt portfolio and gearing ratio. The interest rates and terms of repayment of the bank loans of the Group are disclosed in note 31 to the financial statements. The Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. In the opinion of management, the Group has no significant interest rate risk.

除衍生工具外，本集團的主要金融工具包括銀行貸款、其他計息貸款、現金及短期存款。該等金融工具的主要目的是為本集團的業務運營籌集資金。本集團擁有因其業務而直接產生的多項其他金融資產及負債，例如應收款項及應付款項。

本集團金融工具產生的主要風險為利率風險、外匯風險、信貸風險和流動性風險。董事會審查及議定政策，以管理各項風險，其概述如下。

利率風險

本集團面臨的市場利率變動風險主要與本集團按浮動利率計息的債務有關。本集團通過對其債務組合及資本負債比率進行定期審查及評估，密切監測其利率風險。本集團銀行貸款的利率及償還期限於財務報表附註31中披露。本集團訂立利率掉期，本集團據此同意於特定間隔時間兌換固定利率與可變利率金額之間的差額，該差額乃參考議定後的名義本金金額計算。管理層認為，本集團並無重大利率風險。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

		Increase/ (decrease) in basis points 基點增加/ (減少) %	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) USD'000 千美元	Increase/ (decrease) in equity* 權益增加/ (減少)* USD'000 千美元
2022	2022年			
RMB	人民幣	0.5	1,590	—
RMB	人民幣	(0.5)	(1,590)	—
2021	2021年			
RMB	人民幣	0.5	1,357	—
RMB	人民幣	(0.5)	(1,357)	—

* Excluding retained profits.

Foreign currency risk

The Group's exposure to foreign currency risk principally relates to the Group's subsidiaries in Mainland China, Singapore and Hong Kong where some of the transactions are denominated in United States Dollar ("USD") and Singapore Dollar ("SGD"). The functional currencies of the Group's subsidiaries in Mainland China, Singapore and Hong Kong are Chinese Renminbi ("RMB"), SGD and Hong Kong Dollar ("HKD"), respectively.

41. 金融風險管理目標及政策(續)

利率風險(續)

下表顯示了在所有其他變量保持不變的情況下，本集團稅前利潤(通過對浮動利率借款的影響)和本集團權益對利率合理潛在變動的敏感度。

* 不包括留存利潤。

外匯風險

本集團面臨的外匯風險主要與本集團於中國內地、新加坡及香港的附屬公司的部分交易以美元(「美元」)及新加坡元(「新元」)列值有關。本集團於中國內地、新加坡及香港的附屬公司的功能貨幣分別為人民幣(「人民幣」)、新元及港元(「港元」)。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

41. 金融風險管理目標及政策 (續)

Foreign currency risk (continued)

Therefore, the fluctuations in the exchange rates could affect the Group's results of operations. The Group entered into forward currency contracts to hedge foreign currency risk arising from the Group's bank loans denominated in USD as disclosed in note 31 to the financial statements. In the opinion of management, the Group has no significant foreign currency risk.

The following table demonstrates the sensitivity of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities) and the Group's equity to a reasonably possible change in the USD exchange rate against the respective functional currencies of the Group's entities, with all other variables held constant.

外匯風險 (續)

因此，匯率波動可能影響本集團的經營業績。本集團簽訂遠期貨幣合約來對沖本集團以美元列值的銀行貸款所產生的外匯風險，如財務報表附註31所披露。管理層認為，本集團並無重大外匯風險。

下表顯示本集團稅前利潤（由於貨幣資產及負債的公允價值變動）及本集團權益在所有其他變量保持不變的情況下，對美元兌本集團實體相應功能貨幣的匯率合理潛在變動的敏感度。

		Increase/ (decrease) in USD rate 美元匯率增加 /(減少) %	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) USD'000 千美元	Increase/ (decrease) in equity** 權益增加 /(減少)** USD'000 千美元
2022	2022年			
If the USD weakens against the RMB	倘美元兌人民幣貶值	(5)	836	836
If the USD strengthens against the RMB	倘美元兌人民幣升值	5	(836)	(836)
2021	2021年			
If the USD weakens against the RMB	倘美元兌人民幣貶值	(5)	326	326
If the USD strengthens against the RMB	倘美元兌人民幣升值	5	(326)	(326)

* Excluding foreign currency translation reserve.

* 不包括外幣換算儲備。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at the end of each reporting period.

As at 31 December 2022

41. 金融風險管理目標及政策(續)

信貸風險

本集團僅與獲認可及信譽良好的第三方進行交易。本集團的政策為所有有意按信貸條款進行交易的客戶均須接受信貸審核程序。此外，由於持續對應收款項結餘進行監控，本集團面臨的壞賬風險並不重大。

最高風險及年末階段

下表載列根據本集團信貸政策的信貸質素及最高信貸風險，主要基於逾期資料(除非其他資料可在毋須付出不必要成本或努力下獲得)，及於各報告期末的年末階段分類。

於2022年12月31日

		12-month ECLs	Lifetime ECLs		Simplified approach	Total
		12個月預期信貸虧損	全期預期信貸虧損			
		Stage 1	Stage 2	Stage 3	approach	Total
		第一階段	第二階段	第三階段	簡化方法	合計
		USD'000	USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元	千美元
Trade receivables*	應收款項*	-	-	-	50,392	50,392
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產內的金融資產					
- Normal**	- 正常**	1,396	-	-	-	1,396
Long-term receivable	長期應收款項	-	12,203	-	-	12,203
Pledged deposits	已抵押存款					
- Not yet past due	- 尚未逾期	860	-	-	-	860
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	57,138	-	-	-	57,138
		59,394	12,203	-	50,392	121,989

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2021

41. 金融風險管理目標及政策(續)

最高風險及年末階段(續)

於2021年12月31日

		12-month ECLs		Lifetime ECLs		Simplified approach	Total
		12個月預期信貸虧損	Stage 1	Stage 2	Stage 3		
		USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
		千美元	千美元	千美元	千美元	千美元	千美元
Trade receivables*	應收款項*	-	-	-	46,600	-	46,600
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及、其他資產內的金融資產						
- Normal**	- 正常**	416	-	-	-	-	416
Long-term receivable	長期應收款項	-	11,855	-	-	-	11,855
Pledged deposits	已抵押存款						
- Not yet past due	- 尚未逾期	1,103	-	-	-	-	1,103
Cash and cash equivalents	現金及現金等價物						
- Not yet past due	- 尚未逾期	22,145	-	-	-	-	22,145
		23,664	11,855	-	46,600	-	82,119

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

** 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".

* 就本集團應用減值簡化方法的應收款項，基於撥備矩陣的資料於財務報表附註22披露。

** 計入預付款項、其他應收款項及其他資產內的金融資產，在未逾期且並無資料顯示金融資產的信貸風險自首次確認以來出現大幅增加的情況下，其信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「存疑」。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Maximum exposure and year-end staging (continued)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

At the end of each reporting period, certain concentrations arose from credit risk of the Group's trade receivables due from the Group's five largest customers as follows:

		As at 31 December 2022 於2022年 12月31日	As at 31 December 2021 於2021年 12月31日
Customer A	客戶A	22%	26%
Customer B	客戶B	24%	26%
Customer C	客戶C	7%	10%
Customer D	客戶D	N/A* 不適用*	7%
Customer E	客戶E	N/A* 不適用*	4%
Customer F	客戶F	6%	N/A* 不適用*
Customer G	客戶G	4%	N/A* 不適用*
		63%	73%

* The corresponding trade receivables were not those due from the Group's five largest customers at the end of each reporting period.

Concentrations of credit risk are managed by establishing credit verification procedures. Management determines that there are minimal concentrations of credit risk within the Group as the customers of the Group's trade receivables are recognised and creditworthy.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

41. 金融風險管理目標及政策(續)

最高風險及年末階段(續)

由於本集團僅與獲認可及信譽良好的第三方進行交易，故無需收取抵押品。

於各報告期末，本集團應收其前五大客戶款項產生的若干信貸風險集中情況如下：

* 於各報告期末，應收該等客戶的相應款項並非本集團的前五大客戶。

信貸風險的集中程度乃通過設立信貸核實程序進行管理。管理層認為，由於本集團應收款項的客戶均獲認可且信譽良好，因此本集團的信貸風險集中程度極低。

有關本集團因應收款項所面臨的信貸風險的量化數據詳情於財務報表附註22中披露。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

41. 金融風險管理目標及政策 (續)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of each reporting period, based on the contractual undiscounted payments, is as follows:

Group

流動性風險

本集團採用經常性流動資金計劃工具監察其資金短缺的風險。該工具會考慮其金融工具及金融資產(如應收款項)的到期日以及來自經營業務的預期現金流量。

本集團的金融負債於各報告期末的到期情況(按合約未貼現付款劃分)如下：

本集團

		As at 31 December 2022 於2022年12月31日			
		On demand or less than 1 year 按要求償還 或少於1年 USD'000 千美元	1 to 5 years 1至5年 USD'000 千美元	Over 5 years 超過5年 USD'000 千美元	Total 合計 USD'000 千美元
Lease liabilities	租賃負債	20,899	74,565	238,570	334,034
Interest-bearing bank borrowings	計息銀行借款	145,165	204,599	10,839	360,603
Trade payables	應付款項	151,954	–	–	151,954
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	49,943	14,389	–	64,332
		367,961	293,553	249,409	910,923

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Group (continued)

流動性風險(續)

本集團(續)

As at 31 December 2021

於2021年12月31日

		On demand or less than 1 year 按要求償還或 少於1年 USD'000 千美元	1 to 5 years 1至5年 USD'000 千美元	Over 5 years 超過5年 USD'000 千美元	Total 合計 USD'000 千美元
Lease liabilities	租賃負債	15,313	51,932	224,527	291,772
Interest-bearing bank borrowings	計息銀行借款	80,281	229,014	–	309,295
Loans from a former shareholder	來自一名前股東貸款	8,062	21,033	–	29,095
Trade payables	應付款項	79,640	–	–	79,640
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	23,245	15,685	–	38,930
		206,541	317,664	224,527	748,732

Notes to Financial Statements
財務報表附註31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 41. 金融風險管理目標及政策(續)

Interest rate benchmark reform

As at 31 December 2021 and 2022, the Group had long-term receivables denominated in United States dollars and certain interest-bearing bank borrowings denominated in RMB. The interest rates of these instruments are based on the LIBOR with a tenor of one or six months, which will cease to be published after 30 June 2023. Replacement of the benchmark rates of these instruments from LIBOR to an RFR has yet to commence but it is expected that there will be renegotiations of terms in the future. During the transition, the Group is exposed to the following risks:

- Parties to the contract may not reach agreement in a timely manner as any changes to the contractual terms require the agreement of all parties to the contract
- Additional time may be needed for the parties to the contract to reach an agreement as they may renegotiate terms which are not part of the interest rate benchmark reform (e.g., changing the credit spread of the bank borrowings due to changes in credit risk of the Group).

The information about financial instruments based on an interbank offered rate that has yet to transition to an alternative benchmark rate is as follows:

As at 31 December 2022

利率基準改革

於2021年及2022年12月31日，本集團有以美元計值的長期應收款項及以人民幣計值的若干計息銀行借款。該等工具的利率是基於倫敦銀行同業拆息，期限為一個月或六個月，將於2023年6月30日後停止公佈。尚未開始將該等工具的基準利率從倫敦銀行同業拆息替換為無風險利率，但預計未來將重議條款。過渡期間，本集團面臨以下風險：

- 合約各方可能無法及時達成協議，由於合約條款的任何變更均需經合約各方同意。
- 合約各方可能需要更多時間達成協議，由於其可能會重新協商不屬於利率基準改革的條款（例如，由於本集團信貸風險的變化而改變銀行借款的信貸利差）。

基於銀行同業拆借利率但尚未過渡到替代基準利率的金融工具資料如下：

於2022年12月31日

		Non-derivative financial assets – carrying value 非衍生金融 資產 – 賬面值 USD'000 千美元	Non-derivative financial liabilities – carrying value 非衍生金融 負債 – 賬面值 USD'000 千美元
Long-term receivable	長期應收款項	15,469	–
Interest-bearing bank borrowings	計息銀行借款	–	41,514

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2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate benchmark reform (continued)

As at 31 December 2021

41. 金融風險管理目標及政策(續)

利率基準改革(續)

於2021年12月31日

		Non-derivative financial assets – carrying value 非衍生金融 資產 – 賬面值 USD'000 千美元	Non-derivative financial liabilities – carrying value 非衍生金融 負債 – 賬面值 USD'000 千美元
Long-term receivable	長期應收款項	15,469	–
Loans from a former shareholder	來自一名前股東貸款	–	25,540

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 maximize shareholders' 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 shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year.

資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力，並維持穩健的資本比率，以支持其業務並最大化股東價值。

本集團管理其資本結構，並根據經濟狀況的變化和相關資產的風險特徵對其進行調整。為維持或調整資本結構，本集團可能會調整向股東派付的股息、向股東退還資本或發行新股。本集團不受任何外部施加的資本要求的規限。於有關期間，管理資本的目標、政策或程序並無變動。

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is debt divided by capital. Debt includes interest-bearing bank borrowings, loans from a former shareholder and lease liabilities. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of each reporting period were as follows:

資本管理 (續)

本集團使用資本負債比率(即債務淨額除以資本)監控資本。債務包括計息銀行借款、股東貸款及租賃負債。資本包括母公司擁有人應佔權益。於各有關期間末的資本負債比率如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
Interest-bearing bank borrowings (current and non-current)	計息銀行借款(流動及非流動)	311,926	267,978
Loans from a former shareholder	來自一名前股東貸款	-	25,540
Lease liabilities (current and non-current)	租賃負債(流動及非流動)	191,041	151,156
Debt	債務	502,967	444,674
Equity attributable to owners of the parent	母公司擁有人應佔權益	800,304	786,192
Gearing ratio	資本負債比率	63%	57%

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

於報告期末，本公司的財務狀況表資料如下：

		2022 2022年 USD'000 千美元	2021 2021年 USD'000 千美元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司的投資	554,895	560,443
Equity investment designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的股權投資	1,222	816
Long-term receivable	長期應收款項	12,203	11,855
Total non-current assets	非流動資產總值	568,320	573,114
CURRENT ASSETS	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	29,303	34,773
Cash and cash equivalents	現金及現金等價物	22,921	981
Total current assets	流動資產總值	52,224	35,754
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計項目	216,739	215,513
Share-based payment liability	以股份為基礎的付款負債	-	4,587
Loans from a former shareholder	來自一名前股東貸款	-	6,300
Interest-bearing bank borrowings	計息銀行借款	32,366	23,532
Tax payable	應納稅款	5	5
Total current liabilities	流動負債總額	249,110	249,937
NET CURRENT LIABILITIES	流動負債淨額	(196,886)	(214,183)
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	371,434	358,931
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank borrowings	計息銀行借款	9,148	41,836
Deferred tax liabilities	遞延稅項負債	600	600
Total non-current liabilities	非流動負債總額	9,748	42,436
Net assets	資產淨值	361,686	316,495
EQUITY	權益		
Share capital	股本	385,992	308,502
Reserves	儲備	(24,306)	7,993
Total equity	權益總額	361,686	316,495

Notes to Financial Statements
財務報表附註31 December 2022
2022年12月31日

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 42. 本公司財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司的儲備概要如下：

		Share capital	Fair value reserve of financial assets at fair value through other comprehensive income	Share option reserve	Accumulated losses	Total
		股本	以公允價值計量且其變動計入其他全面收益的金融資產的公允價值儲備	購股權儲備	累計虧損	合計
		USD'000 千美元	USD'000 千美元	USD'000 千美元	USD'000 千美元	USD'000 千美元
At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	308,502	(6,298)	4,668	(765)	306,107
Loss for the year	年內虧損	-	-	-	(1,686)	(1,686)
Other comprehensive loss for the year	年內其他全面虧損	-	(417)	-	-	(417)
Total comprehensive loss for the year	年內全面虧損總額	-	(417)	-	(1,686)	(2,103)
Equity-settled share option arrangements	以權益結算的購股權安排	-	-	12,491	-	12,491
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	308,502	(6,715)	17,159	(2,451)	316,495
Loss for the year	年內虧損	-	-	-	(18,678)	(18,678)
Other comprehensive loss for the year	年內其他全面虧損	-	406	-	-	406
Total comprehensive loss for the year	年內全面虧損總額	-	406	-	(18,678)	(18,272)
Issuance of shares upon listing on the Hong Kong Stock Exchange	於香港聯交所上市發行股份	25,210	-	-	-	25,210
Issuance of shares pursuant to share option scheme	根據購股權計劃發行股份	29,097	-	(29,097)	-	-
Capitalisation of listing expense	上市開支資本化	(2,357)	-	-	-	(2,357)
Transfer from loan from a shareholder	轉撥自來自一名股東的貸款	25,540	-	-	-	25,540
Equity-settled share option arrangements	以權益結算的購股權安排	-	-	15,070	-	15,070
At 31 December 2022	於2022年12月31日	385,992	(6,309)	3,132	(21,129)	361,686

Notes to Financial Statements

財務報表附註

31 December 2022
2022年12月31日

43. EVENTS AFTER EACH REPORTING PERIOD

There are no material subsequent events undertaken by the Company or by the Group after 31 December 2022.

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 1 March 2023.

43. 報告期後事項

於2022年12月31日之後，本公司或本集團無重大期後事項發生。

44. 批准刊發財務報表

財務報表於2023年3月1日獲董事會批准及授權刊發。

Financial Summary

財務概要

		As of December 31, 截至12月31日			
		2022 二零二二年 USD'000 千美元	2021 二零二一年 USD'000 千美元	2020 二零二零年 USD'000 千美元	2019 二零一九年 USD'000 千美元
REVENUE	收入	562,786	521,921	404,792	351,505
Cost of sales	銷售成本	(560,695)	(519,384)	(404,685)	(351,532)
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	在收穫時按公允價值減銷售成本初步確認原料奶產生的收益	124,786	153,770	128,253	108,128
Gains arising from changes in fair value less cost to sell of beef cattle	來自肉牛公允價值減銷售成本變動的收益	3,796	19,590	21,850	13,460
Gross profit	毛利	130,673	175,897	150,210	121,561
Other income and gains	其他收入及收益	7,441	13,968	5,930	4,951
Losses arising from changes in fair value less costs to sell of other biological assets	來自其他生物資產公允價值減銷售成本變動的虧損	(23,409)	(11,316)	(14,163)	(12,047)
Selling and distribution expenses	銷售及分銷開支	(429)	(540)	(632)	(4,193)
Administrative expenses	行政開支	(49,495)	(43,028)	(24,173)	(16,394)
Impairment losses on financial assets	金融資產減值虧損	—	(4,900)	—	—
Other expenses	其他開支	(6,811)	(1,440)	(3,374)	(4,716)
Finance costs	融資成本	(32,527)	(21,635)	(13,605)	(14,405)
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	來自持續經營業務的稅前利潤	25,443	107,006	100,193	74,757
Income tax expense	所得稅開支	(2,049)	(2,434)	(1,114)	(127)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	來自持續經營業務的年內利潤	23,394	104,572	99,079	74,630
Loss for the year/period from a discontinued operation	來自已終止經營業務的年內／期內虧損	—	—	(3,239)	(7,063)
PROFIT FOR THE YEAR/PERIOD	年內／期內利潤	23,394	104,572	95,840	67,567
Attributable to:	以下人士應佔：				
Owners of the parent	母公司擁有人	23,394	104,572	95,840	67,567

Financial Summary

財務概要

As of December 31,
截至12月31日

		2022 二零二二年 USD'000 千美元	2021 二零二一年 USD'000 千美元	2020 二零二零年 USD'000 千美元	2019 二零一九年 USD'000 千美元
Total assets	資產總值	1,542,141	1,375,235	975,439	970,560
Total Liabilities	負債總額	741,837	589,043	323,770	405,012
Total equity	權益總額	800,304	786,192	651,669	565,548
Attributable to Owners of the Company	本公司擁有人應佔	800,304	786,192	651,669	565,548
Non-controlling interests	非控股權益	-	-	-	-

Definitions and Glossary 釋義及詞彙表

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings. 於本年報內，除文義另有所指外，以下詞彙具有下列涵義：

“AAG PSP” 「AAG績效股份計劃」	指	the AAG Performance Share Plan adopted by the Company on 3 July 2020, which was amended on 5 December 2022 本公司於2020年7月3日採納的AAG績效股份計劃，該計劃於2022年12月5日修訂
“Annona” 「Annona」	指	Annona Pte. Ltd., a private company limited by shares incorporated under the laws of Singapore on 3 November 2009 and a wholly-owned subsidiary of Japfa Annona Pte. Ltd.，一家於2009年11月3日根據新加坡法律註冊成立的私人股份有限公司，為佳發的全資附屬公司
“Audit Committee” 「審核委員會」	指	the audit committee of the Board 董事會審核委員會
“Board” or “Board of Directors” 「董事會」	指	the board of directors of the Company 本公司董事會
“CG Code” 「企業管治守則」	指	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載的企業管治守則
“Company” 「本公司」	指	AustAsia Group Ltd., a company incorporated under the laws of Singapore with limited liability on 17 April 2009 AustAsia Group Ltd.，一家於2009年4月17日根據新加坡法律註冊成立的有限公司
“Companies Ordinance” 「《公司條例》」	指	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第622章《公司條例》(經不時修訂或補充)
“Constitution” 「組織章程」	指	the constitution of the Company (as amended from time to time), adopted on 11 November 2022 and effective from the Listing Date 本公司於2022年11月11日採納並於上市日期後生效的組織章程(經不時修訂)

Definitions and Glossary

釋義及詞彙表

“Controlling Shareholders” 「控股股東」	指	has the meaning given to it in the Listing Rules and, unless the context requires otherwise, refers to the group of Controlling Shareholders comprising Mr. Renaldo Santosa, Ms. Gabriella Santosa, the Scuderia Trust, Highvern Trustees Limited (as trustee of the Scuderia Trust), Magnus Nominees Limited, Fidelis Nominees Limited, Fusion Investment Holdings Limited, Rangi Management Limited, Tasburgh Limited and Tallowe Services Inc.
“Director(s)” 「董事」	指	the director(s) of the Company 本公司董事
“ESG” 「ESG」	指	Environmental, Social and Governance 環境、社會及管治
“ESG Report” 「ESG報告」	指	Environmental, Social and Governance Report 環境、社會及管治報告
“Global Offering” 「全球發售」	指	the Hong Kong public offering and the international offering of the Shares 有關股份的香港公開發售及國際發售
“Group”, “we”, “our” or “us” 「本集團」或「我們」	指	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” of “Hong Kong dollars” 「港元」	指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Japfa” 「佳發」	指	Japfa Ltd., a company incorporated in Singapore on 8 October 2008 and listed on the Mainboard of SGX-ST (stock code: UD2) 佳發，一家於2008年10月8日在新加坡註冊成立及於新交所主板上市的公司（證券代碼：UD2）
“Listing” 「上市」	指	The listing of the Shares on the Main Board of the Stock Exchange 股份在聯交所主板上市

Definitions and Glossary

釋義及詞彙表

“Listing Date” 「上市日期」	指	30 December 2022, being the date of listing of the Shares of the Company on the Stock Exchange 2022年12月30日，本公司股份首次於聯交所上市日期
“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time 《香港聯合交易所有限公司證券上市規則》(經不時修訂或補充)
“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules 上市規則附錄十所載上市發行人董事進行證券交易的標準守則
“Nomination Committee” 「提名委員會」	指	the nomination committee of the Board 董事會提名委員會
“PRC” or “China” 「中國」	指	the People’s Republic of China, but for the purposes of this annual report only, except where the context requires, references in this prospectus to PRC or China exclude Hong Kong, Macau and Taiwan 中華人民共和國，但僅就本年報而言，除文義另有所指外，本年報對中國的提述不包括香港、澳門及台灣
“Prospectus” 「招股章程」	指	The prospectus of the Company dated 16 December 2022 本公司日期為2022年12月16日之招股章程
“RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 中國的法定貨幣人民幣
“Remuneration Committee” 「薪酬委員會」	指	the remuneration committee of the Board 董事會薪酬委員會
“RSU” 「受限制股份單位」	指	restricted share units granted under the RSU Scheme 根據受限制股份單位計劃授予的限制性股份單位
“RSU Scheme” 「受限制股份單位計劃」	指	the post-IPO RSU Scheme adopted by the Company on 5 December 2022. 本公司於2022年12月5日採納的首次公開發售後受限制股份單位計劃
“SFO” 「《證券及期貨條例》」	指	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第571章《證券及期貨條例》(經不時修訂或補充)

Definitions and Glossary

釋義及詞彙表

“Shares” 「股份」	指	ordinary shares in the share capital of the Company 本公司股本中的普通股
“Shareholder(s)” 「股東」	指	holder(s) of Shares 股份持有人
“Singapore” 「新加坡」	指	the Republic of Singapore 新加坡共和國
“Singapore Companies Act” 「新加坡《公司法》」	指	the Companies Act 1967 of Singapore, as amended, supplemented or otherwise modified from time to time 新加坡1967年《公司法》，經不時修訂、補充或以其他方式修改
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“U.S.” or “United States” 「美國」	指	the United States of America, its territories and possessions, any state of the United States and the District of Columbia 美利堅合眾國，其領土及屬地，美國任何州及哥倫比亞特區
“US\$” or “USD” 「美元」	指	Dollars, the lawful currency of the U.S. 美國的法定貨幣美元

