



AUSTASIA

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

2023 Interim Report
中期報告

* For identification purpose only 僅供識別

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

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

Non-Executive Directors

Mr. HIRATA Toshiyuki
Ms. GAO Lina (redesignated from Executive Director
on 7 June 2023)
Ms. Gabriella SANTOSA (appointed on 7 June 2023)

Independent Non-executive Directors

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

COMPANY SECRETARIES

Singapore

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

Hong Kong

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

AUTHORISED REPRESENTATIVES UNDER THE LISTING RULES

Mr. Edgar Dowse COLLINS
Ms. CHUA Sook Ping Christina

BOARD COMMITTEES

Audit Committee

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

Remuneration Committee

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

Nomination Committee

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

ESG Committee

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

PRINCIPAL BANKS

DBS Bank Ltd
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
China

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

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

Corporate Information

PRINCIPAL BANKS (CONTINUED)

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

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

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

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
China

AUDITOR

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

COMPLIANCE ADVISER

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

HEADQUARTER AND REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN CHINA

No. 10, Yongguan Road, Yongan Town, Kenli District
Dongying City, Shandong Province
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

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
China

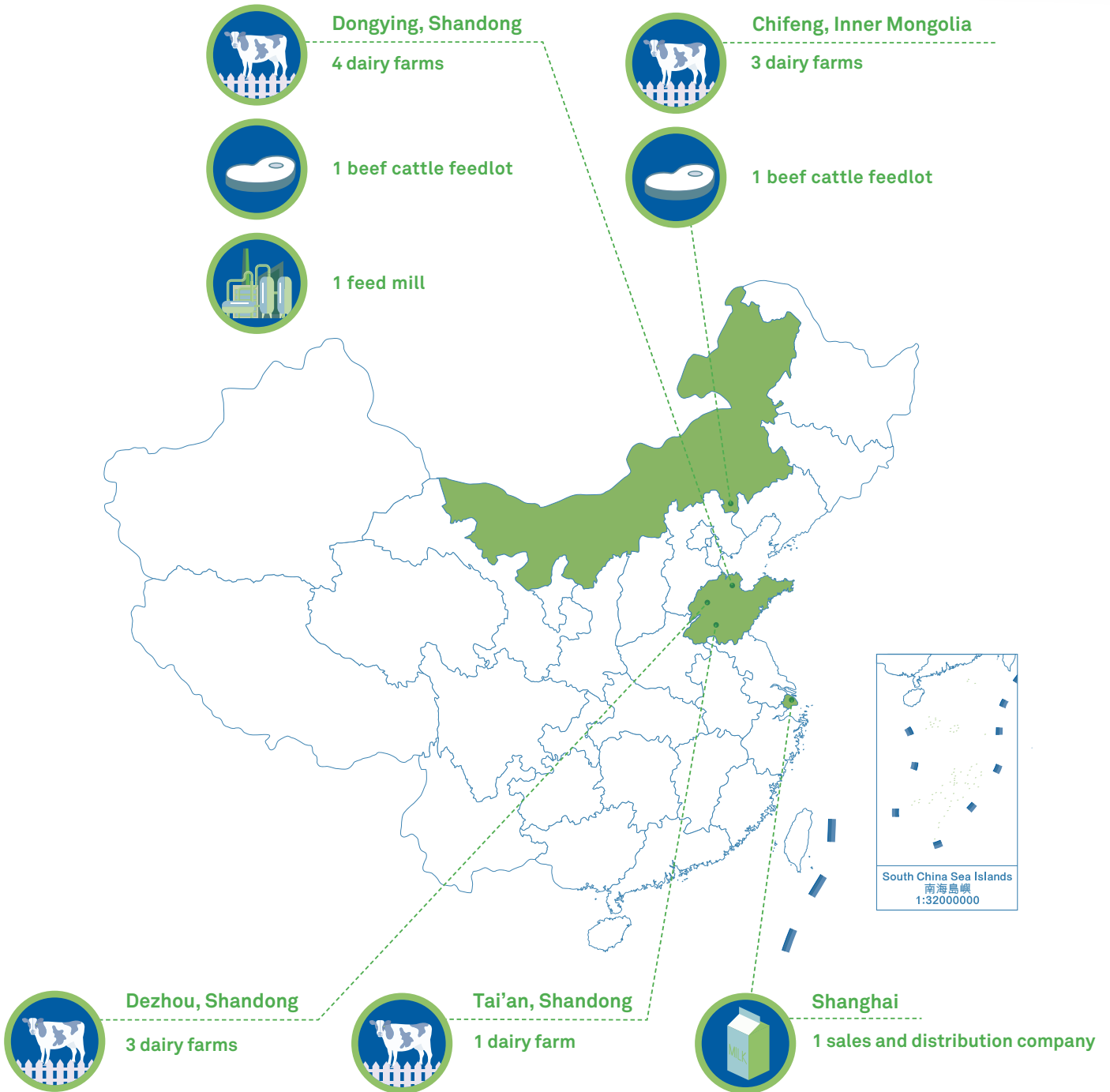
STOCK CODE

Stock Code: 2425

WEBSITE

www.austasiadairy.com

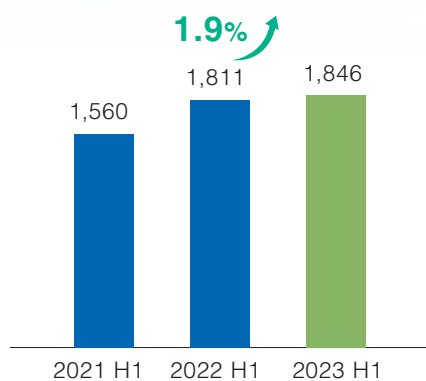
Locations of Production Units



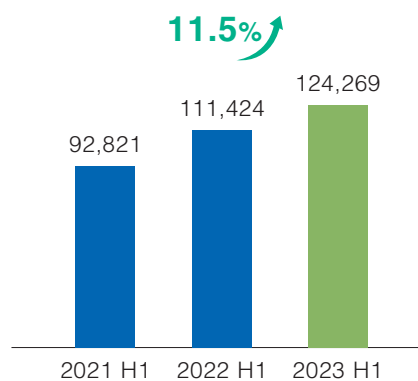
Note: All entities shown in this map are fully owned by AustAsia Group Ltd.

Highlights

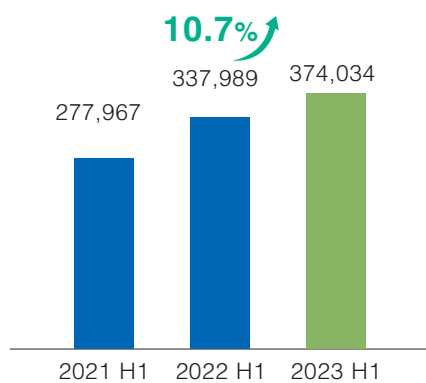
Revenue (RMB million)



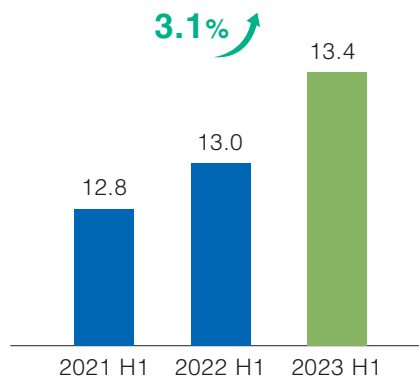
Herd Size of Dairy Cows (Heads)



Raw Milk Sales Volume (Tons)



Annualised Average Milk Yield per Milkable Cow (Tons)



Highlights

FOR THE SIX MONTHS ENDED 30 JUNE

FINANCIAL DATA	2023 RMB'000 (Unaudited)	2022 RMB'000 (Restated) (Audited)	Change
Revenue	1,845,610	1,810,503	+1.9%
Gross profit	312,468	443,109	-29.5%
(Losses)/gains arising from changes in fair value less costs to sell of other biological assets	(414,615)	12,825	-3,332.9%
(Loss)/profit before tax	(303,579)	201,038	-251.0%
(Loss)/profit for the period	(310,479)	194,148	-259.9%
(Loss)/profit attributable to owners of the Company	(310,479)	194,148	-259.9%
Basic earnings per share (RMB)	(0.44)	0.31	-241.9%
KEY PERFORMANCE INDICATORS	2023	2022	Change
Annualised average milk yield per milkable cow (tons)	13.4	13.0	+3.1%
Herd size of dairy cows (heads)	124,269	111,424	+11.5%
Raw milk sales volume (tons)	374,034	337,989	+10.7%

For the Reporting Period, the Group recorded a revenue of approximately RMB1,845.6 million, representing a moderate growth of 1.9% compared to the same period of 2022. This is mainly attributable to:

- (i) a 10.7% growth in the raw milk sales volume;
- (ii) a 7.6% decrease in the raw milk selling price; and
- (iii) a 2.4% decrease in the beef cattle sales volume and a 3.0% decrease in the beef cattle selling price.

The gross profit decreased by 29.5%, from approximately RMB443.1 million to RMB312.5 million. This is mainly caused by:

- (i) the increases in feed material prices. For the Reporting Period, the feed cost for per kg of raw milk increased by approximately 7.1%, from RMB2.38 to RMB2.55; and
- (ii) the increase in cost of sales due to the increase in our dairy cow herd size of 11.5%, which resulted in a corresponding increase in the volume of feed materials used during the Reporting Period.

The Group recorded a net loss of approximately RMB310.5 million, this is mainly attributable to the losses arising from changes in the fair value less costs to sell of other biological assets of RMB414.6 million. The significant losses are mainly due to higher feed cost and lower raw milk price used in the assumption to derive the fair value of biological assets.

During the Reporting Period, the Group's key operational efficiency indicator – annualised average milk yield per milkable cow, continued to improve and reached a new height of 13.4 tons, representing a 3.1% increase.

Highlights

CHANGE OF PRESENTATION CURRENCY

The Board has decided to change its presentation currency from United States Dollars to RMB, considering that (i) the Company's primary subsidiaries were incorporated in the People's Republic of China and their transactions are denominated and settled in RMB; and (ii) to reduce the impact of any fluctuations in the exchange rate of USD against RMB on the Group's consolidated financial statements. The change in presentation currency of the Group has been applied retrospectively in accordance with IAS 8 *Accounting Policies, Change in Accounting Estimates and Errors*. The unaudited interim results for the six months ended 30 June 2023 will be the first set of consolidated financial statements with RMB as its presentation currency and the comparative figures as at 1 January 2022 and 31 December 2022 have been retranslated to RMB and restated accordingly. The change of presentation currency and the restatement of the comparative figures from USD to RMB are not expected to have material impact on the consolidated financial statements of the Group.

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.

As further disclosed in the "ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2022 AND CHANGE IN USE OF PROCEEDS" published on 1 March 2023, the Directors have proposed 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 refer to "USE OF PROCEEDS FROM THE LISTING" in this interim report for further details.

Management Discussion and Analysis

INDUSTRY OVERVIEW

In the first half of 2023, the three-year COVID-19 pandemic is ended in China, and various economic activities began to return to normal. According to the information released by the National Statistical Bureau, China's gross domestic product (GDP) grew by 5.5% year-on-year. Dairy industry, as an important part of modern agriculture and food industry, has also achieved further development. In the first half of 2023, domestic milk production increased by 7.5% over the same period of last year, and the growth rate ranked first among major animal husbandry products. In terms of quality, starting from 2022, China's raw fresh milk, dairy products and infant formula milk powder reach 100%, 99.88% and 99.98% pass rates in random inspections, respectively. The milk fat content of milk protein had reached the level of developed countries. The Chinese government has always listed the development of the dairy industry, the improvement of the milk self-sufficiency rate, and the improvement of the modernization of the dairy farming industry as one of the key tasks. According to the 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》) issued by the Ministry of Agriculture and Rural Affairs (農業農村部) in 2022, by 2025, the domestic raw milk production volume will reach 41 million tons.

In the first half of 2023, while the supply of raw milk continued to grow and the quality of dairy products continued to improve, the domestic raw milk industry faced severe challenges not seen in many years:

- (a) Due to weakening expectations for economic development prospects and macroeconomic recovery, consumer confidence is weak and overall consumption levels have declined. At the same time, due to the end of the epidemic, consumers pay less attention to health consumer goods (including dairy products), and the demand dividend brought about by the COVID-19 pandemic no longer exists;
- (b) The increase in milk prices in the first half of 2021 and 2022 had driven the concentrated look-ahead construction of large-scale farms. According to incomplete statistics from Holstein Magazine, there were 166 new or expanded farm projects nationwide in 2021, with a total herd size of 980,000 heads of dairy cows. In 2022, there were approximately 148 new or under-construction projects, involving over 1 million heads of dairy cows. At the end of 2021, there were approximately 6 million dairy cows of various types in China's farms, and it is expected that the herd size of dairy cows in China's farms will reach approximately 7.5 million heads by 2025, with the compound annual growth rate (CAGR) of approximately 7.4%, resulting in the growth rate in the supply of raw milk being higher than that in the demand for raw milk; and
- (c) Raw material prices for feed remained high. The impact of geopolitical conflicts, rising prices of bulk raw materials and energy, and fluctuations in agricultural production caused by climatic anomalies, coupled with the irrational planting structure of domestic ruminant feedstuffs, had resulted in the increasing feed costs.

As affected by weak demand, rapid increase in supply and huge cost pressure, it was seen a substantial oversupply in the domestic raw milk market in the first half of this year. Raw milk supply enterprises and farms operators generally experienced a decline in gross profit, a significant decrease in efficiency or losses, and the entire industry has been in a cyclical downward phase.

In 2022, China's total beef consumption reached around 10 million tons and has been growing at a relatively fast rate. Compared with the sharp fluctuations in pork and poultry prices, beef prices had remained stable and upward over the past two years. In the first half of 2023, domestic beef cattle market sentiment also entered a downward path with the onset of the traditional off-season for beef consumption. The national wholesale price of beef declined substantially in the second quarter due to the continued low price of pork and the impact of other types of cull cattle.

Management Discussion and Analysis

In recent years, China has vigorously promoted energy conservation and emission reduction in the dairy and beef cattle breeding industry. The dairy industry is required to take the direction of “reducing pollution and carbon, forming cycle of planting and breeding” well to achieve high-quality development of the dairy industry and the harmonious coexistence of man and nature, and to create a sustainable development of the whole industrial chain of the “green ecological” model. Many leading dairy enterprises have continuously invested resources in research and development and innovation in the processes of dairy farming, such as reducing pollution and carbon, standard setting, equipment research and development, model demonstration, etc., so that “sustainable development” has become a highlight and focus in the dairy industry.

BUSINESS OVERVIEW

The Group is mainly engaged in dairy farming business of producing and selling of high-quality raw milk to dairy products manufacturers and processors, and beef cattle farming and fattening business. In 2022, according to Frost & Sullivan, we were the 3rd largest raw milk producer in China with a total raw milk production volume of approximately 760,000 tons.

We provide raw milk to a diversified group of customers, including leading national and regional dairy product manufacturers such as Mengniu, Bright Dairy, Meiji, New Hope Dairy, and emerging dairy brands such as Chi Forest (formerly known as Genki Forest), ClassyKiss and Honest Dairy. We are not reliant on our controlling shareholders as our customers. We provide our customers with stable supply of high quality and traceable raw milk in large scale, to enable our customers to market and develop high-end and innovative dairy products, catering various needs of end customers.

We have two main business segments, namely raw milk business and beef cattle business. We also engage in an ancillary business, namely the sales of milk and feed products under our own AustAsia brands “澳亞牧場” and “澳亞飼料” respectively. In March 2023 our self-owned feed mill commenced production, the feed processed are mainly used internally, with a small portion sold to customers outside the Group.

OPERATIONAL REVIEW

Raw Milk Business

We breed and raise dairy cows in our large-scale and modernized dairy farms. We produce and sell raw milk to downstream dairy product manufacturers and processors. During the Period, we continue to provide high-quality and reliable raw milk to our customers, who further process those raw milk into healthy and high-quality dairy products to satisfy end customers.

During the Reporting Period, 87.4% of our revenue was derived from the raw milk business. We have achieved improvements in some of the important operating indicators:

- (a) revenue generated from sales of raw milk was approximately RMB1,612.3 million, representing an increase of 2.3% compared to the same period of 2022;
- (b) the annualised milk yield per milkable cow (“**AMY**”) reached 13.4 tons (2022: 13.0 tons), representing a YoY growth of 3.1%;
- (c) the total raw milk production volume for the Reporting Period was approximately 408,100 tons (2022: 359,200 tons), representing a YoY growth of 13.6%; and

Management Discussion and Analysis

(d) the total raw milk sales volume was approximately 374,000 tons (2022: 338,000 tons), representing a YoY growth of 10.7%.

However, compared to the same period of last year, the average selling price (“**ASP**”) of raw milk decreased by 7.6%, from RMB4,664/ton to RMB4,311/ton. The drop in ASP mainly attributable to the weaker-than-expected demand for milk and dairy products, as well as the temporary over-supply of raw milk caused by significant increase in new dairy farm and additional dairy cow investments.

At the same time, we experienced continued cost pressure. Compared to the same period of 2022, the feed cost per kg of raw milk increased from RMB2.38 to RMB2.55, representing a 7.1% increase, resulting in further gross profit margin decrease.

To mitigate the cost pressure and reduce the impact of feed cost increase on gross margin, we have adopted systematical and timely review into the whole feeding and milking process, we took measures to adjust the feed formula to strike the optimal balance between milk yield and feed costs. In doing so, our operating teams and nutrients make best effort to switch to compatible additives with similar output enhancement effects and to improve the absorbance level and conversion rate of dairy cows. We also leveraged on our centralized procurement activities. As a result, we have seen notable improvements in both the feed cost per kg of raw milk and the gross margin in the 2nd quarter of the Period.

Dairy Farms

As at 30 June 2023, we owned and operated 11 large-scale modernized dairy farm in Shandong and Inner Mongolia of the PRC. The number of our dairy cow reached 124,269 heads (as at 30 June 2022: 111,424 heads), including 63,943 heads of milkable cows (as at 30 June 2022: 57,383 heads). The aggregate gross land area of our dairy farms was approximately 16,992 Chinese mu. Our newest dairy farm in Shandong – Pure Source Farm 3, commenced trial production in January 2023. Our dairy farms are located strategically, 3 of them are within the “Golden Raw Milk Belt” in Inner Mongolia, where the mild climate, wide grassland, ample natural feed and abundant fresh water provide an ideal farming environment for dairy farms to generate high milk yield with good quality. The remaining 8 dairy farms are located in Shandong with close proximities to both major dairy product processing plants and major dairy consumption markets such as the Beijing-Tianjin region and the down-stream Yangzi River Delta region, including Shanghai.

Milk Yield

During the Reporting Period, the Group recorded AMY of 13.4 tons (2022: 13.0 tons), representing a YoY increase of 3.1%. Our milk yield remains to be the highest in the industry. The continued improvements in milk yield was attributable to in-depth understanding of every details of herd management, accumulated upgrades in our genetic breeding technologies over the years, and increase in dairy cow numbers reaching peak lactation phases.

Beef Cattle Business

Our Beef Cattle farms operate synergistically with our raw milk business. We use our own dairy herd as breeder for beef cattle calves. By doing do, we optimize the value of our dairy farms’ existing resources and maximize the whole breeding value chain. In addition, we capitalize on our expertise in genetic breeding of dairy cattle to improve the quality and productivities of our beef cattle. As at 30 June 2023, we owned and operated 2 large-scale beef cattle feedlots in Shandong and Inner Mongolia, respectively. The total herd size was approximately 35,300 heads.

Management Discussion and Analysis

For the Reporting Period, revenue of beef cattle business was RMB154.2 million, representing a 5.3% of decrease compared to the same period of 2022 RMB162.9 million, and accounted for 8.4% of our total revenue. The total volume of beef cattle sold was 4,817 tons (2022: 4,933 tons), representing a decrease of 2.4%. The average selling price per ton decreased moderately by 3.0%, from approximately RMB33,017/ton to RMB32,012/ton. Similar to raw milk business, the feed cost of beef cattle also increased, putting pressure on the gross profit margin of this business segment.

Ancillary business

For the Reporting Period, revenue from the ancillary business was RMB79.1 million (2022: 71.2 million), representing a 11.0% increase.

Breeding

We have implemented 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. To achieve genetic improvement of dairy cattle breeds, a high genomic female core herd is fundamental. With the high genomic female core herd that our farms were able to provide, we can improve the herd genetic traits from both parental sides, compared to the common industry practices used by most of other large-scale farms operators which only improve the paternal side with semen. As at 30 June 2023, we had a core herd of over 3,390 heads of dairy cows. With this core herd, in addition to in-house breeding, we plan to commercialize the operation of embryos transfer for outside farms within the year. For the Reporting Period, we have successfully transferred about 16,030 IVF embryos.

Milk Quality

We put product quality as highest priority throughout our operations. We are certificated by the Standard Quality Food (“**SQF**”) Program, which is a rigorous and credible food safety and quality program that is recognized by retailers, brand owners, and food service providers world-wide. We implement a rigorous internal quality control system to ensure highest standards of our raw milk and beef cattle. We have established a set of standard operating procedures for each business operating procedure throughout the process of production of raw milk and beef cattle, including breeding and reproduction, feeding, milking, identification and treatment of disease, veterinary assistance, and inventory management.

Customers

Unlike many of our competitors in the dairy farming and raw milk production industry, we are independent to our controlling shareholders and our customer development processes are fully autonomous. We have a well-diversified spectrum of customers. We serve both leading national and regional dairy product manufacturers such as Mengniu, Bright Dairy and Meiji, and fast-growing emerging dairy brands like Chi Forest (formerly known as “**Genki Forest**”), Honest Dairy and ClassyKiss. For the Reporting Period, sales to the 5 largest raw milk customers accounted for 68.7% of our raw milk sales revenue. We have also increased our raw milk customers to 25 from 19 of the same period of last year.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The following table sets forth the details of the Group's consolidated revenue during the Reporting Period indicated:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Raw milk	1,612,331	1,576,367
Beef cattle	154,192	162,889
Ancillary	79,087	71,247
	1,845,610	1,810,503

During the Reporting Period, the Group's revenue increased by 1.9% YoY to RMB1,845.6 million (2022: RMB1,810.5 million). The total raw milk sales volume increased by 10.7%. However, the raw milk selling price dropped by 7.6% and beef cattle selling price dropped by 3.0%.

The following table sets forth the details of sales revenue, sales volume and ASP of raw milk during the Reporting Period indicated:

	Six months ended 30 June					
	2023 (Unaudited)			2022 (Audited)		
	Sales Revenue RMB'000	Sales Volume tons	ASP RMB/ton	Sales Revenue RMB'000	Sales Volume tons	ASP RMB/ton
Raw milk	1,612,331	374,034	4,311	1,576,367	337,989	4,664

The Group's total revenue of the sales of raw milk increased by 2.3% YoY to RMB1,612.3 million during the Reporting Period (2022: RMB1,576.4 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 Period.

Average selling price of raw milk decreased by 7.6% YoY to RMB4,311/ton during the Reporting Period (2022: RMB4,664/ton).

Total sales volume of raw milk increased by 10.7% YoY to approximately 374 thousand tons during the Reporting Period (2022: 338 thousand tons), mainly due to the rise in average yield per milkable cow and the contribution of sales volume of raw milk from newly built Pure Source Farm 3.

Management Discussion and Analysis

The following table sets forth the details of sales revenue, sales volume and ASP of our beef cattles during the Reporting Period indicated:

	Six months ended 30 June					
	2023 (Unaudited)			2022 (Audited)		
	Sales Revenue RMB'000	Sales Volume tons	ASP RMB/ton	Sales Revenue RMB'000	Sales Volume tons	ASP RMB/ton
Beef cattle	154,192	4,817	32,012	162,889	4,933	33,017

The Group's total revenue from sales of beef cattle decreased by 5.3% YoY to RMB154.2 million during the Reporting Period (2022: RMB162.9 million). The decrease was mainly due to the decrease in sales volume and average selling price of beef cattle.

Average selling price of beef cattle dropped by 3.0% YoY to RMB32,012/ton during the Reporting Period (2022: RMB33,017/ton).

Total sales volume of beef cattle decreased by 2.4% YoY to approximately 4,817 tons during the Reporting Period (2022: 4,933 tons), mainly due to less cattle sold during the Reporting Period.

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 Reporting Period indicated:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Costs of sales of raw milk	1,612,331	1,576,367
Costs of sales of beef cattle	154,192	162,889
Costs of sales of ancillary	74,624	63,891
Cost of sales	1,841,147	1,803,147

Management Discussion and Analysis

Raw Milk Business

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

	Six months ended 30 June			
	2023 (Unaudited)		2022 (Audited) (Restated)	
	RMB'000	%	RMB'000	%
Direct Materials	1,008,283	76.3%	850,548	74.1%
Labor Costs	72,425	5.5%	66,397	5.8%
Utilities	118,051	8.9%	120,948	10.6%
Depreciation of property, plant and equipment	68,920	5.2%	53,842	4.7%
Transportation fees	53,530	4.1%	55,515	4.8%
Total	1,321,209	100.0%	1,147,250	100.0%

During the Reporting Period, direct materials (mainly from silage, forage grass, corn and soy-bean products) costs of raw milk business amounted to RMB1,008.3 million (2022: RMB850.5 million), representing a YoY growth of 18.5%, mainly due to the increase in feed prices and the increase in the number of milkable cows.

The feed cost per kg of raw milk increased by 7.1%. 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. Since the Group has adopted measures to lower the feed costs in March 2023, the feed cost per kg of raw milk have started to decrease.

Beef Cattle Business

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

	Six months ended 30 June			
	2023 (Unaudited)		2022 (Audited) (Restated)	
	RMB'000	%	RMB'000	%
Direct Materials	113,946	79.6%	122,361	79.2%
Labor Costs and Overhead costs	20,473	14.3%	24,089	15.6%
Depreciation of property, plant and equipment	8,677	6.1%	8,106	5.2%
Total	143,096	100.0%	154,556	100.0%

Management Discussion and Analysis

During the Reporting Period, direct materials (mainly silage, forage grass, corn and soy-bean products) costs of the beef cattle business amounted to RMB113.9 million (2022: RMB122.4 million), representing a YoY drop of 6.9%, mainly due to the decrease of beef sales volume.

Gross Profit

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

	Six months ended 30 June			
	2023 (Unaudited)		2022 (Audited) (Restated)	
	Gross profit RMB'000	Gross profit margin	Gross profit RMB'000	Gross profit margin
Raw milk	291,122	18.1%	429,117	27.2%
Beef cattle	16,883	10.9%	6,636	4.1%
Ancillary	4,463	5.6%	7,356	10.3%
Total	312,468	16.9%	443,109	24.5%

In general, when milk prices decrease, the Group's profitability will decrease correspondingly under normal operational condition.

During the Reporting Period, gross profit of the Group's raw milk business amounted to RMB291.1 million (2022: RMB429.1 million), representing a decrease of 32.2% 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 raw milk business decreases to 18.1% (2022: 27.2%) which was mainly due to lower average selling price of raw milk and increase in feed prices in 2023.

During the Reporting Period, gross profit of the Group's beef cattle business amounted to RMB16.9 million (2022: RMB6.6 million), representing an increase of 154.4% YoY. As at 30 June 2023, the beef cattle of the Group were revalued at RMB477.5 million (as at 31 December 2022: RMB380.3 million) by an independent qualified professional valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, representing an increase of 25.6%, mainly due to the increase in cattle heads.

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

As at 30 June 2023, the biological assets of the Group were valued at RMB3,416.3 million (as at 31 December 2022: RMB3,450.3 million) by an independent qualified professional valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, representing a decrease of 1.0% YoY in the cattle value in spite of an increase in cattle head size.

Losses arising from changes in the fair value less costs to sell of other biological assets were RMB414.6 million (2022: gains of RMB12.8 million). The significant losses are mainly due to higher feed cost and lower raw milk price used in the assumption to derive the fair value of biological assets.

Management Discussion and Analysis

The estimated feed costs per kg of raw milk used in the valuation process ranged from RMB2.27 to RMB3.06 and RMB2.43 to RMB3.10 as at 31 December 2022 and 30 June 2023, respectively. Estimated average prices of raw milk per kg ranged from RMB4.49 to RMB5.21 and RMB4.34 to RMB5.03 as at 31 December 2022 and 30 June 2023, respectively.

During the six months ended 30 June 2023, the feed cost per kilogram of raw milk increased and coupled with a lower average selling price of raw milk, contributed to the higher amount of fair value losses recorded.

The estimated feed costs per kg of raw milk used in the valuation process ranged from RMB2.20 to RMB2.70 and RMB2.22 to RMB2.94 as at 31 December 2021 and 30 June 2022, respectively. The estimated average prices of raw milk per kg ranged from RMB4.54 to RMB5.26 and RMB4.56 to RMB5.29 as at 31 December 2021 and 30 June 2022, respectively.

During the six months ended 30 June 2022, the slightly increase in feed cost and the slightly increase in average selling price help to get a gain arising from changes in fair value less costs to sell of other biological assets.

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

During the Reporting Period, the gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest amounted to RMB291.1 million (2022: RMB429.1 million), representing a decrease of 32.2% YoY, mainly due to the decrease in average selling price and higher feed cost recorded during the financial period.

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 Period, other income amounted to RMB49.0 million (2022: RMB26.4 million) which mainly consisted of government grants, insurance claims, technical service fees and gain on modification of leases. The higher amount recorded in 2023 was mainly due to the gain from modification of lease term amounting to RMB10.5 million. The government grants increased by RMB8.0 million and the technical service fee increased by RMB3.2 million.

Other Expenses

During the Reporting Period, other expenses amounted to RMB13.2 million (2022: RMB22.0 million), representing a decrease of 40.2% YoY mainly due to the foreign exchange losses recognized in the Reporting Period decreased by RMB7.9 million.

Administrative Expenses

During the Reporting Period, the Group recorded lower administrative expenses of RMB110.0 million, representing a YoY decrease of 33.1%. The decrease in administrative expenses was mainly due to the absent of one-off expenses in relation to listing expenses as well as lower share-based payment expenses incurred during the Reporting Period.

Management Discussion and Analysis

Finance Costs

During the Reporting Period, the Group recorded a higher finance cost which amounted to RMB125.8 million, representing a YoY increase of 34.2%. The increase in overall finance cost was mainly due to (i) higher average bank borrowings for the Reporting Period as a result of additional drawdown in working capital loan and (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 in the second half of 2022.

Loss/Profit before Tax, Loss/Profit for the Period and Loss/Profit Attributable to Owners of the Company

Loss before tax was RMB303.6 million in the Reporting Period, representing a decrease by 251.0% YoY, while loss for the period was RMB310.5 million, representing a decrease by 259.9% YoY. Loss attributable to owners of the Company amounted to RMB310.5 million during the Reporting Period (2022: profit attribute to owners of the Company amounted to RMB194.1 million), representing a drop by 259.9% YoY. This was mainly due to:

- a) A decrease in gross profit of the Group's business to RMB312.5 million (2022: RMB443.1 million), representing a decrease of 29.5% or RMB130.6 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 7.6% YoY to RMB4,311/ton during the Reporting Period (2022: RMB4,664/ton).

During the Reporting Period, the feed cost per kilogram of raw milk increased to RMB2.55 (2022: RMB2.38), representing a significant increase of 7.1%, which contributed to the decrease in gross profit compared to 2022; and

- b) Higher losses arising from changes in fair value less costs to sell of other biological assets. The Group recorded a loss of RMB414.6 million (2022: gains of RMB12.8 million), representing an increase of RMB427.4 million. The Group measures its biological assets to determine the market prices based on certain key assumptions such as milk price and feed cost. Owing to the continuing decrease in average milk selling price and increase of feed costs per kg of raw milk throughout the period, resulting in lower valuation of the Group's biological asset.

During the Reporting Period, basic and diluted losses per Share of the Company (the "Share") was RMB0.44 (2022: RMB0.31 earnings 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.

Management Discussion and Analysis

We add back share-based payment expenses and listing expenses to derive adjusted net profit from the period. We define EBITDA as profit for the period 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 period to non-IFRS measures for the financial periods indicated:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
(Loss)/Profit for the period	(310,479)	194,148
Add:		
Share based payment expenses	5,543	44,654
Listing expenses charged in profit or loss	–	29,567
Adjusted net (loss)/profit (non-IFRS measure)	(304,936)	268,369
(Loss)/Profit for the period	(310,479)	194,148
Add:		
Depreciation of property, plant and equipment	75,348	68,235
Depreciation of right of use assets	11,651	13,463
Amortisation of intangible assets	769	1,207
Interest expenses	125,842	93,768
Income tax expenses	6,900	6,890
Less:		
Interest income	(1,547)	(1,620)
EBITDA (non-IFRS measure)	(91,516)	376,091
Add:		
Share based payment expenses	5,543	44,654
Listing expenses charged in profit or loss	–	29,567
Adjusted EBITDA (non-IFRS measure)	(85,973)	450,312

EBITDA (non-IFRS measure)

During the Reporting Period, EBITDA has decreased to losses of RMB91.5 million (2022: gains of RMB376.1 million) which represents a drop of 124.3%. The drop in EBITDA during the Reporting Period is mainly attributable to (i) decrease in overall gross profit by 29.5% during the Reporting Period, (ii) higher losses from changes in fair value in other biological assets during the reporting period amounting to RMB414.6 million (2022: gains of RMB12.8 million).

Management Discussion and Analysis

Adjusted EBITDA (Non-IFRS Measure)

During the Reporting Period, adjusted EBITDA has decreased to losses of RMB86.0 million (2022: gains of RMB450.3 million) which represents a drop of 119.1%. The drop in EBITDA during the Reporting Period is mainly attributable to (i) decrease in overall gross profit by 29.5% during the Reporting Period, (ii) higher losses from changes in fair value in other biological assets during the reporting period amounting to RMB414.6 million (2022: gains of RMB12.8 million).

Adjusted Net Profit (Non-IFRS Measure)

During the Reporting Period, adjusted net profit decreased to losses of RMB304.9 million (2022: gain of RMB268.4 million) which represents a drop of 213.6%. The drop is largely attributable to (i) decrease in overall gross profit by 29.5% during the Reporting Period, (ii) higher losses from changes in fair value in other biological assets during the reporting period amounting to RMB414.6 million (2022: gain of RMB12.8 million) and (iii) higher financing costs amounting to RMB125.8 million (2022: RMB93.8 million).

Liquidity and Capital Resources

During the Reporting Period, the Group funded its cash requirements principally through a combination of cash generated from operating activities, bank borrowings.

The following table sets forth our cash flows for the reporting periods indicated:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Net cash flows from operating activities	221,160	648,227
Net cash flows used in investing activities	(668,775)	(481,261)
Net cash flows from financing activities	358,504	7,918
Net (decrease)/increase in cash and cash equivalents	(89,111)	174,884
Effects of foreign exchange rate changes, net	3,234	404
Cash and cash equivalents at the beginning of the period	397,946	141,190
Cash and cash equivalents at the end of the period	312,069	316,478

Net Cash Flows from Operating Activities

During the Reporting Period, net cash flows from operating activities was RMB221.2 million. For the six months ended 30 June 2022, net cash flows from operating activities was RMB648.2 million.

Management Discussion and Analysis

Net Cash Flows Used in Investing Activities

During the Reporting Period, net cash flows used in investing activities was RMB668.8 million, which was mainly attributable to (i) payments for biological assets of RMB603.9 million and (ii) payments for purchases of property, plant and equipment of RMB329.3 million, partially offset by the proceeds from the disposal of biological assets of RMB260.7 million.

For the six months ended 30 June 2022, net cash flows used in investing activities was RMB481.3 million, which was mainly attributable to (i) payments for biological assets of RMB576.3 million and (ii) payments for purchases of property, plant and equipment of RMB191.1 million, partially offset by the proceeds from the disposal of biological assets of RMB282.8 million.

Interest-Bearing Bank Borrowings

	30 June 2023			31 December 2022		
	Effective interest rate (%)	Maturity	RMB'000 (Unaudited)	Effective interest rate (%)	Maturity	RMB'000 (Audited) (Restated)
Current						
Bank loans – secured	3.8-5.2	2024	599,907	3.8-5.08	2023	467,346
Current portion of long-term bank loans – secured	3.40-8.94	2024	493,492	4.21-7.29	2023	400,747
			1,093,399			868,093
Non-current						
Bank loans – secured	3.40-8.94	2024-2028	1,575,090	4.21-7.29	2024-2028	1,304,344
			2,668,489			2,172,437

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Analysed into:		
Bank loans:		
Within one year or on demand	1,093,399	868,093
In the second year	568,524	333,818
In the third to fifth years, inclusive	1,006,566	898,253
Above five years	–	72,273
	2,668,489	2,172,437

Management Discussion and Analysis

Net Cash Flows Generated from Financing Activities

During the Reporting Period, net cash flows generated from financing activities was RMB358.5 million which was mainly attributable to new interest-bearing bank borrowings of RMB997.8 million and the gross proceeds received from the initial public offering of the Company's equity amounting to RMB3.4 million, partially offset by (i) repayment of interest-bearing bank borrowings of RMB504.7 million, (ii) principal portion of lease payments of RMB53.1 million, and (iii) interest paid of RMB81.7 million.

For the six months ended 30 June 2022, net cash flows generated from financing activities was RMB7.9 million which was mainly attributable to new interest-bearing bank borrowings of RMB363.5 million, partially offset by (i) repayment of interest-bearing bank borrowings of RMB242.4 million, (ii) principal portion of lease payments of RMB42.5 million, and (iii) interest paid of RMB68.9 million.

Contingent Liabilities and Pledge of Assets

As at 30 June 2023, 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 30 June 2023, pledged deposits of RMB5,960,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB5,949,000);
- (ii) As at 30 June 2023, trade receivables of RMB264,621,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB338,780,000);
- (iii) As at 30 June 2023, inventories of RMB625,096,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB568,134,000);
- (iv) As at 30 June 2023, property, plant and equipment of RMB387,220,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB346,383,000);
- (v) As at 30 June 2023, biological assets of RMB3,531,809,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB3,322,513,000);
- (vi) As at 30 June 2023, right-of-use assets of RMB13,272,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB13,410,000);
- (vii) As at 30 June 2023, shares of a subsidiary of RMB172,833,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB172,833,000);
- (viii) As at 30 June 2023, investments in certain subsidiaries of RMB2,562,141,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB2,439,259,000); and
- (ix) As at 30 June 2023, certain of the Group's bank loans amounting to RMB1,374,748,000 were guaranteed by the Company and certain subsidiaries of the Group (31 December 2022: RMB971,968,000).

Save as disclosed in this interim report, the Group did not have any significant contingent liabilities as at 30 June 2023 and 31 December 2022.

Management Discussion and Analysis

Capital Management

The Group monitors capital using a gearing ratio, which is debt divided by capital. Debt includes interest-bearing bank borrowings 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:

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Interest-bearing bank borrowings (current and non-current)	2,668,489	2,172,437
Lease liabilities (current and non-current)	1,556,499	1,330,524
Debt	4,224,988	3,502,961
Equity attributable to owners of the parent	5,265,062	5,573,801
Gearing ratio	80%	63%

Foreign Currency Risk

The Group's exposure to foreign currency risk principally mainly relates to the Group's subsidiaries in Mainland China and Singapore where some of the transactions are denominated in USD and SGD. In addition, the group has a USD40 million term loan outstanding as at 30 June 2023.

Though the fluctuations in the exchange rates could affect the Group's results of operations, the exposure to foreign currency was immaterial to the Group's size of operation, in the opinion of management, the Group does not face any significant foreign currency risk.

The Group currently does not have a foreign exchange hedging policy. The management of the Group monitors foreign exchange exposure closely and will consider hedging any significant foreign exchange exposure should the need arise.

Material Litigation

The Company was not involved in any material litigation or arbitration during the Reporting Period. The Directors are also not aware of any material litigation or claims that were pending or threatened against the Group for the Reporting Period.

Management Discussion and Analysis

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 RMB188.0 million (2022: RMB185.1 million), representing an increase of 1.6% YoY.

STRATEGIES AND PROSPECTS

Though the economy and dairy industry in China is facing great challenges, we are confident that the long-term prospects of both consumer markets and dairy products are promising and the current difficulties are only short term.

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 focus on creating long-term value for our stakeholders in a responsible and sustainable way. To achieve our vision, we intend to pursue a comprehensive strategy focused on the following:

Further expand our dairy farms and diversify our customer base

We expect that there will be significant small to mid-size and less efficient dairy farms to be made redundant as a result of this round of industrial down turn, while large-scale, highly efficient farm operators like us will come through with better competitive positions. The raw milk market will also restore its supply and demand equilibrium by the 2nd half of 2024. To prepare for long-term raw milk demand growth, Pure Source 3, a newly-built large scale dairy farm has commenced trial operation in January 2023, 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.

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 great 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 expect that the demand for high quality beef products, such as Wagyu beef, will grow significantly. We plan to start our in-house Wagyu heifer selection program, and commence Wagyu IVF embryo production and transplantation in the 2nd half of 2023. We will 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.

Management Discussion and Analysis

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. Advancements 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. We also expect to become industrial leader in commercialization of special and rare cattle breed, such as Wagyu.

Our in-house pre-mix feed mill has started production in March 2023, which will further improve feed quality and help us control feed costs.

Build a sustainable business with minimal environmental impact

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. We are also exploring new technologies to reduce our GHG emissions. More details can be found in our ESG Report published on 25 April 2023.

Actions for the 2nd half of 2023

We expect the operating environments to remain difficult and the consumer confidence remain low for the rest of the year. We have decided to take actions to navigate through this challenging period.

On one hand, we make relentless efforts on developing new customers and expand our customer bases. On the other hand, we continue to take effective measures to lower our feed costs as we have done since March. In addition, to enhance our advanced position in genetic and breeding, we will commence the operation of IVF laboratory, start Wagyu heifer selection, as well as Wagyu IVF productions and transplantations in the 2nd half of the year.

For the whole year, we target to reach a milk yield of 13.5 tons, we believe we will continue to be the highest milk yield dairy farm operator in China.

Management Discussion and Analysis

USE OF PROCEEDS FROM THE LISTING

The Company's Shares were successfully listed on Main Board of The Stock Exchange on 30 December 2022 with 30,640,000 Shares issued and net proceeds of approximately HKD101.4 million raised from the Global Offering of the Shares on the Stock Exchange.

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 HKD3.88 million received by the Company. As of the Date of this interim report, the total net proceeds of the Global Offering of a total of 31,246,000 Shares of approximately HKD105.28 million (the "**Net Proceeds**").

The use of proceeds has been revised and described in the announcement dated 1 March 2023. The table below sets forth a detailed breakdown and description of the use of Net Proceeds as at 30 June 2023:

Use of Proceeds	Percentage of Total Net Proceeds	Approximate Amount	Actual Usage up to 30 June 2023	Unutilised Net Proceeds as at 30 June 2023
(i) two milking equipment	9.50%	HK\$10.02 million	HK\$10.02 million	–
(ii) 37 vehicle equipment for cow raising and feeding	10.90%	HK\$11.50 million	HK\$11.50 million	–
(iii) cooling equipment and other breeding ancillary	76.00%	HK\$80.04 million	HK\$79.21 million	HK\$0.83 million
(iv) cow manure treatment facilities	3.60%	HK\$3.72 million	HK\$3.72 million	–
Total	100.00%	HK\$105.28 million	HK\$104.45 million	HK\$0.83 million

Up to the Date of this report, the unutilised amount of HK\$0.83 million has been fully utilised in August 2023 to pay for the cooling equipment and other breeding ancillary.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

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

Corporate Governance and Other Information

The board of directors of AustAsia Group Ltd. presents the interim report with unaudited condensed consolidated financial statements the Group for the six months ended 30 June 2023, together with comparative figures for the six months ended 30 June 2022.

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

As at 30 June 2023, 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:

Interests in Shares and underlying Shares

Name of Director or Chief Executive	Nature of Interest	Number of Shares	Approximately Percentage ⁽¹⁾
Tan Yong Nang	Interests in controlled corporation Beneficial owner Interests held jointly with another person Beneficial of trust	28,140,581(L) ⁽²⁾	4.02%
Edgar Dowse Collins	Beneficial owner	8,245,060(L) ⁽³⁾	1.18%
Yang Ku	Beneficial owner	3,058,200(L) ⁽⁴⁾	0.44%
Gao Lina	Beneficial owner	166,500(L) ⁽⁵⁾	0.02%
Gabriella Santosa	Joint investment power holder and beneficiary of Trust	258,982,213(L) ⁽⁶⁾⁽⁷⁾	36.97%

Notes:

(L) denotes long position

(1) The calculation is based on the total number of 700,463,112 issued Shares as at 30 June 2023.

(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 Mr. 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.

Corporate Governance and Other Information

- (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.
- (6) 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.

- (7) 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.
- (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 30 June 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.

Corporate Governance and Other Information

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

As at 30 June 2023, 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:

Name of Substantial Shareholders	Nature of Interest	Number of Shares	Approximately Percentage ⁽¹⁾
Rangi Management Limited	Beneficial owner	224,099,338(L) ⁽²⁾	31.99%
Fusion Investment Holdings Limited	Interest in controlled entity	224,099,338(L) ⁽²⁾	31.99%
Morze International Limited	Beneficial owner	62,155,958(L) ⁽⁵⁾	8.87%
Ms. Rachel Anastasia Kolonas	Settlor/Beneficiary of trust	62,155,958(L) ⁽⁵⁾	8.87%
Highvern Trustee Limited	Trustee of trusts	307,598,171(L) ⁽²⁾⁽⁵⁾	43.95%
Mr. Renaldo Santosa	Beneficiary of trusts	258,982,213(L) ⁽²⁾⁽³⁾⁽⁴⁾	36.97%
	Beneficial owner	356,860(L) ⁽⁴⁾	0.05%
Ms. Gabriella Santosa	Beneficiary of trusts	258,982,213(L) ⁽²⁾⁽³⁾	36.97%
MNM Holdings Limited	Interests in controlled corporation	307,598,171(L) ⁽⁶⁾	43.91%
Mr. Martin John Hall	Interests in controlled corporation	307,598,171(L) ⁽⁶⁾	43.91%
Ms. Naomi Julia Rive	Interests in controlled corporation	307,598,171(L) ⁽⁶⁾	43.91%
Meiji (China) Investment Company, Limited	Beneficial owner	155,451,785(L)	22.19%

Notes:

(L) denotes long position

(1) The calculation is based on the total number of 700,463,112 issued Shares as at 30 June 2023.

(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.

Corporate Governance and Other Information

- (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.
- (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, as at 30 June 2023, the Company has not been notified of any other relevant interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Hong Kong 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.

Corporate Governance and Other Information

AAG PERFORMANCE SHARE PLAN

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

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.

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.

A summary of the principal terms of the AAG PSP is set out in the Annual Report 2022.

Details of the Awards granted under the AAG PSP which are outstanding as at 1 January 2023 and at 30 June 2023 are set out below, there is no movement (i.e. granted, exercised, lapsed and cancelled) during the Reporting Period:

Participant	Date of Grant	Vesting Date	Maximum number of Shares	% of issued Shares ⁽¹⁾
Directors				
TAN Yong Nang	1 June 2021	30 April 2023	629,000 ⁽²⁾	0.09%
	23 March 2022	30 April 2024	566,470 ⁽³⁾	0.08%
Edgar Dowse COLLINS	1 June 2021	30 April 2023	629,000 ⁽²⁾	0.09%
	23 March 2022	30 April 2024	629,000 ⁽²⁾	0.09%
YANG Ku	1 June 2021	30 April 2023	251,600 ⁽²⁾	0.04%
	23 March 2022	30 April 2024	251,600 ⁽³⁾	0.04%
GAO Lina	1 June 2021	30 April 2023	166,500 ⁽²⁾	0.02%
	23 March 2022	30 April 2024	166,500 ⁽³⁾	0.02%
Other participants				
28 senior management and other employees of the Group	1 June 2021	30 April 2023	761,000 ⁽²⁾⁽⁴⁾	0.11%
36 senior management and other employees of the Group	23 March 2022	30 April 2024	910,200 ⁽³⁾	0.13%
Total			4,794,370	0.69%

Notes:

(1) The calculation is based on the total number of 700,463,112 issued Shares as at 30 June 2023.

Corporate Governance and Other Information

- (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.
- (4) The amount of 761,000 is an increase from the previous disclosure of 751,100 due to adjustment of parameters and rounding in the Awards approved by the Remuneration Committee and endorsed by the Board in August 2023.

Post 30 June 2023 update: Change of interest of Directors following vesting of FY 2021 Share awards

Share awards granted on 1 June 2021 was vested on 24 August 2023. Change in Interests in Shares and underlying Shares of Directors following the vesting of FY2021 share award are as follows:

Name of Director or Chief Executive	Nature of Interest	Number of Shares	Approximately Percentage ⁽¹⁾
Tan Yong Nang	Interests in controlled corporation Beneficial owner Interests held jointly with another person Beneficial of trust	28,138,581(L) ⁽²⁾	4.02%
Edgar Dowse Collins	Beneficial owner	8,243,060(L) ⁽³⁾	1.18%
Yang Ku	Beneficial owner	3,057,600(L) ⁽⁴⁾	0.44%

Notes:

- (L) denotes long position
- (1) The calculation is based on the total number of 700,463,112 issued Shares as at 24 August 2023.
- (2) The shares include of Mr. Tan Yong Nang (i) 16,385,898 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 566,470 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 Mr. 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 629,000 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 251,600 Shares pursuant to the vesting of the Awards granted to him under the AAG PSP, subject to the vesting conditions of those Awards.

Corporate Governance and Other Information

AAG POST-IPO RESTRICTED SHARE UNIT SCHEME

AAG post-IPO RSU Scheme conditionally approved by the Shareholders and adopted by the Company on 5 December 2022 and effective from the Listing Date.

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.

RSU Scheme shall be valid and effective for the period commencing on the Listing Date (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.

A summary of the principal terms of the RSU Scheme is set out in the Annual Report 2022.

As at 30 June 2023, 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), 69,985,711 shares representing 10% of the shares in issue at the Date of this interim report.

As at 1 January 2023 and 30 June 2023, the number of awards available for grant under the overall scheme mandate limit for both the PSP and RSU schemes is 69,985,711 and 69,985,711 respectively, being 10% of the issued share capital as at 1 January 2023 and 30 June 2023 respectively. The existing plans do not allow for any share awards to service providers. Therefore there is no service provider sublimit.

There were no share awards granted under either the PSP or the RSU schemes of the Company, thus the ratio of shares awarded against weighted average number of shares for the six months ended 30 June 2023 is not meaningful.

* Under Chapter 17 of the Listing Rules, there is in addition to the RSU Scheme limit, an overall 10% limit on all share plans.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The trustee of the AAG Performance Share Plan has pursuant to the terms of the rules and terms of the Trusts and Share Plan, purchased on the Stock Exchange a total of 1,145,000 shares at a total consideration of HKD3,437,119 (RMB3,172,542 equivalent) during the Reporting Period and an additional 1,121,000 shares at a total consideration of HKD2,453,738 (RMB2,245,661 equivalent) post the Reporting Period and up to 4 September 2023.

Save as disclosed in this interim report, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange during the Reporting Period.

Corporate Governance and Other Information

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the principles and code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Part 2 of the Appendix 14 of the Listing Rules as the basis of the Company’s corporate governance practices, and the CG Code has been applicable to the Company with effect from the Listing Date.

To the best knowledge of the Directors, the Company has complied with all the applicable code provisions set out in the CG Code during the Reporting Period.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the Corporate Governance Code, and maintain a high standard of corporate governance practices of the Company.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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.

The provisions under the Listing Rules in relation to compliance with the Model Code by the Directors regarding securities transactions have been applicable to the Company since the Listing Date. All Directors have confirmed, following specific enquiry made by the Company, that they have complied with the guidelines contained 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 and up to the Date of this report.

CHANGES IN THE DIRECTORS’ INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information on Directors since the date of the Company’s Annual Report 2022 are as follows:

1. Ms. Gao Lina, an executive Director, has been re-appointed as a non-executive Director by shareholders at the annual general meeting of the Company held on 7 June 2023; and
2. Ms. Gabriella Santosa has been appointed as a non-executive Director by shareholders at the annual general meeting of the Company held on 7 June 2023.

PUBLIC FLOAT

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

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There is no significant events affecting the Company after the six months ended 30 June 2023 and up to the Date of this report.

Corporate Governance and Other Information

INTERIM DIVIDEND

The Board has resolved not to recommend the payment of an interim dividend for the six months ended 30 June 2023.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system of our Group, review and approve connected transaction (if any) and provide advice and comments to the Board. The audit committee of the Company (the “**Audit Committee**”) consists of one non-executive Director, namely Mr. HIRATA Toshiyuki, and two independent non-executive Directors, namely Messrs. SUN Patrick and CHANG Pan, Peter. Mr. SUN Patrick (being our independent non-executive Director with the appropriate professional qualifications) is the chairman of the Audit Committee.

The Audit Committee had, together with the management of the Company, reviewed the unaudited consolidated financial statements of the Group for the six months ended 30 June 2023 and the accounting principles and policies adopted by the Group.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2023

	<i>Notes</i>	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
REVENUE	4	1,845,610	1,810,503
Cost of sales		(1,841,147)	(1,803,147)
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest		291,122	429,117
Gains arising from changes in fair value less cost to sell of beef cattle		16,883	6,636
Gross profit		312,468	443,109
Other income and gains	5	48,974	26,401
(Losses)/gains arising from changes in fair value less costs to sell of other biological assets		(414,615)	12,825
Selling and distribution expenses		(1,425)	(1,027)
Administrative expenses		(109,972)	(164,489)
Other expenses	5	(13,167)	(22,013)
Finance costs	6	(125,842)	(93,768)
(LOSS)/PROFIT BEFORE TAX	7	(303,579)	201,038
Income tax expense	8	(6,900)	(6,890)
(LOSS)/PROFIT FOR THE PERIOD		(310,479)	194,148
Attributable to:			
Owners of the parent		(310,479)	194,148
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	10		
Basic			
– For (loss)/profit for the period		RMB(0.44)	RMB0.31
Diluted			
– For (loss)/profit for the period		RMB(0.44)	RMB0.31

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2023

	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
(LOSS)/PROFIT FOR THE PERIOD	(310,479)	194,148
OTHER COMPREHENSIVE LOSS		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods		
Exchange differences		
Exchange differences on translation of foreign operations	(4,002)	(12,429)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	(4,002)	(12,429)
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX	(4,002)	(12,429)
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD	(314,481)	181,719
Attributable to:		
Owners of the parent	(314,481)	181,719

Condensed Consolidated Statement of Financial Position

As at 30 June 2023

	Notes	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)	1 January 2022 RMB'000 (Audited) (Restated)
NON-CURRENT ASSETS				
Property, plant and equipment	11	3,322,113	3,175,200	2,654,574
Right-of-use assets		1,563,675	1,356,311	1,027,768
Intangible assets		6,043	3,301	4,970
Biological assets	12	3,416,274	3,450,288	3,045,650
Equity investment designated at fair value through other comprehensive income		8,830	8,511	5,203
Other long-term assets		64,069	66,576	51,461
Long-term receivable		89,428	84,992	75,584
Total non-current assets		8,470,432	8,145,179	6,865,210
CURRENT ASSETS				
Inventories		836,633	1,304,146	1,024,350
Biological assets	12	547,556	380,267	313,794
Trade receivables	13	308,005	350,961	297,110
Prepayments, other receivables and other assets	14	237,267	155,901	119,395
Cash and cash equivalents		312,069	397,946	141,190
Pledged deposits		5,960	5,986	7,032
Total current assets		2,247,490	2,595,207	1,902,871
CURRENT LIABILITIES				
Trade payables	15	792,546	1,058,287	507,760
Other payables and accruals	16	390,681	477,394	244,871
Share appreciation liability		–	–	29,247
Loans from a shareholder		–	–	40,167
Interest-bearing bank borrowings	17	1,093,399	868,093	417,966
Lease liabilities		141,866	75,707	34,757
Deferred income		7,636	4,800	10,178
Tax payable		5,770	4,062	6,870
Total current liabilities		2,431,898	2,488,343	1,291,816
NET CURRENT (LIABILITIES)/ASSETS		(184,408)	106,864	611,055
TOTAL ASSETS LESS CURRENT LIABILITIES		8,286,024	8,252,043	7,476,265

Condensed Consolidated Statement of Financial Position

As at 30 June 2023

	<i>Notes</i>	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)	1 January 2022 RMB'000 (Audited) (Restated)
NON-CURRENT LIABILITIES				
Interest-bearing bank borrowings	17	1,575,090	1,304,344	1,290,581
Deferred tax liabilities		4,335	4,179	3,825
Deferred income		26,904	19,231	21,825
Lease liabilities		1,414,633	1,254,817	928,974
Other payables and accruals	16	–	95,671	95,868
Loans from a former shareholder		–	–	122,669
Total non-current liabilities		3,020,962	2,678,242	2,463,742
Net assets		5,265,062	5,573,801	5,012,523
EQUITY				
Equity attributable to owners of the parent				
Share capital	18	2,435,712	2,432,340	1,892,652
Treasury shares		(3,173)	–	–
Reserves		2,832,523	3,141,461	3,119,871
Total equity		5,265,062	5,573,801	5,012,523

Condensed Consolidated Statement of Changes in Equity

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

	Attributable to owners of the parent								
	Share capital RMB'000 (Note 18)	Treasury shares RMB'000	Share option reserve* RMB'000	Statutory reserve* RMB'000	Foreign currency translation reserve* RMB'000	Fair value reserve of financial assets at fair value through other comprehensive income* RMB'000	Merge reserve* RMB'000	Retained Profits* RMB'000	Total Equity RMB'000
At 1 January 2023 (Restated)	2,432,340	-	11,840	514,777	75,152	(43,367)	(54,866)	2,637,925	5,573,801
Loss for the period (unaudited)	-	-	-	-	-	-	-	(310,479)	(310,479)
Other comprehensive loss for the period: Exchange differences related to foreign operations (unaudited)	-	-	-	-	(4,002)	-	-	-	(4,002)
Total comprehensive loss for the period (unaudited)	-	-	-	-	(4,002)	-	-	(310,479)	(314,481)
Equity-settled share option arrangements (unaudited)	-	-	5,543	-	-	-	-	-	5,543
Issuance of shares pursuant to the exercise of the Over-allotment Option (unaudited)	3,372	-	-	-	-	-	-	-	3,372
Shares repurchased (unaudited)	-	(3,173)	-	-	-	-	-	-	(3,173)
At 30 June 2023 (Unaudited)	2,435,712	(3,173)	17,383	514,777	71,150	(43,367)	(54,866)	2,327,446	5,265,062

* These reserve accounts comprise the consolidated reserves of RMB2,832,523,000 in the interim condensed consolidated statement of financial position as at 30 June 2023.

Condensed Consolidated Statement of Changes in Equity

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

	Attributable to owners of the parent								
	Notes	Share capital RMB'000 (Note 18)	Share option reserve* RMB'000	Statutory reserve* RMB'000	Foreign currency translation reserve* RMB'000	Fair value reserve of financial assets at fair value through other comprehensive income* RMB'000	Merger reserve* RMB'000	Retained profits* RMB'000	Total equity RMB'000
At 1 January 2022 (Restated)		1,892,652	118,350	470,603	107,875	(46,111)	(54,866)	2,524,020	5,012,523
Profit for the period (restated)		-	-	-	-	-	-	194,148	194,148
Other comprehensive loss for the period:									
Exchange differences related to foreign operations (restated)		-	-	-	(12,429)	-	-	-	(12,429)
Total comprehensive income/(loss) for the period (restated)		-	-	-	(12,429)	-	-	194,148	181,719
Equity-settled share option arrangements (restated)		-	37,370	-	-	-	-	-	37,370
At 30 June 2022 (Restated)		1,892,652	155,720	470,603	95,446	(46,111)	(54,866)	2,718,168	5,231,612

* These reserve accounts comprise the consolidated reserves of RMB3,338,960,000 in the interim condensed consolidated statement of financial position as at 30 June 2022.

Condensed Consolidated Statement of Cash Flows

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2023

	<i>Notes</i>	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
(Loss)/profit before tax		(303,579)	201,038
Adjustments for:			
Provision for inventory obsolescence		8,043	–
Provision for impairment of trade receivables	5	2,386	–
Amortisation of intangible assets	7	769	1,207
Depreciation of property, plant and equipment	7	75,348	68,235
Depreciation of right-of-use assets	7	11,651	13,463
Gains on modification of leases	5	(10,520)	–
Net loss/(gain) from changes in fair value of biological assets	12	397,732	(19,461)
Finance costs		125,842	93,768
Interest income		(4,436)	(1,591)
Loss on disposal of items of property, plant and equipment	5	4,432	3,675
Share-based payments	7	5,543	44,654
Operating cash flows before changes in working capital		313,211	404,988
Decrease in inventories		373,241	272,940
Increase in trade receivables and prepayments, other receivables and other assets		(51,918)	(35,992)
Decrease in trade payables and other payables and accruals		(418,699)	(5,532)
Increase in deferred income		10,510	16,332
Cash flows generated from operations		226,345	652,736
Income tax paid		(5,185)	(4,509)
Net cash flows from operating activities		221,160	648,227

Condensed Consolidated Statement of Cash Flows

<i>Notes</i>	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Purchases of items of property, plant and equipment	(329,318)	(191,072)
Proceeds from disposal of items of property, plant and equipment	7,142	2,761
Proceeds from disposal of biological assets	260,741	282,763
Additions to intangible assets	(3,511)	(474)
Purchase capitalisation of biological assets	(603,855)	(576,333)
New pledged deposits	–	(36)
Decrease in pledged deposits	26	1,130
Net cash flows used in investing activities	(668,775)	(481,261)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of IPO issue expenses	–	(1,878)
Proceeds from issue of shares pursuant to the exercise of the over-allotment option	3,372	–
Shares repurchased	(3,173)	–
Interest paid	(81,708)	(68,889)
Principal portion of lease payments	(53,114)	(42,467)
Repayment of interest-bearing bank borrowings	(504,661)	(242,368)
New interest-bearing bank borrowings	997,788	363,520
Net cash flows from financing activities	358,504	7,918
Net movement in cash and cash equivalents	(89,111)	174,884
Effect of exchange rate changes on cash and cash equivalents	3,234	404
Cash and cash equivalents at beginning of period	397,946	141,190
Cash and cash equivalents at end of period	312,069	316,478
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	318,029	322,417
Pledged deposits	(5,960)	(5,939)
Cash and cash equivalents as stated in the statements of cash flows	312,069	316,478

Notes to Condensed Consolidated Financial Statements

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

1. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2023 has been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2022, which have been prepared in accordance with International Financial Reporting Standards (“IFRSs”).

The interim condensed consolidated financial information has been prepared under the historical cost convention, except for equity investments at fair value through profit or loss and biological assets which have been measured at fair value. The interim condensed consolidated financial information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

As at 30 June 2023, the Group had net current liabilities of approximately RMB184,408,000. As at 30 June 2023, the Group had available unutilized banking facilities of RMB1,334,736,000, which will be expired after 30 June 2024. The Directors believe that the Group has sufficient cash flows in the foreseeable future from the operations. Therefore, the financial statements have been prepared on a going concern basis.

Change of presentation currency

For the six months ended 30 June 2023, the Group changed its presentation currency from United States Dollars (“USD”) to RMB, considering that (i) the Company’s primary subsidiaries were incorporated in the People’s Republic of China (“PRC”) and their transactions are denominated and settled in RMB; and (ii) to reduce the impact of any fluctuations in the exchange rate of USD against RMB on the Group’s consolidated financial statements. The change in presentation currency of the Group has been applied retrospectively in accordance with IAS 8 *Accounting Policies, Change in Accounting Estimates and Errors*, and the comparative figures as at 1 January 2022 and 31 December 2022 and for the six months ended 30 June 2022 have been retranslated to RMB and restated accordingly.

Notes to Condensed Consolidated Financial Statements

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2022, except for the adoption of the following new and revised International Financial Reporting Standards ("**IFRSs**") for the first time for the current period's financial information.

IFRS 17	<i>Insurance Contracts</i>
Amendments to IFRS 17	<i>Insurance Contracts</i>
Amendment to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 – Comparative Information</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

The nature and impact of the new and revised IFRSs that are applicable to the Group are described below:

- (a) Amendments to IAS 1 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. The Group has applied the amendments since 1 January 2023. The amendments did not have any impact on the Group's interim condensed consolidated financial information.
- (b) 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 Group has applied the amendments to changes in accounting policies and changes in accounting estimates that occur on or after 1 January 2023. Since the Group's policy of determining accounting estimates aligns with the amendments, the amendments did not have any impact on the financial position or performance of the Group.

Notes to Condensed Consolidated Financial Statements

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

- (c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* 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 Group has applied the amendments on temporary differences related to leases as at 1 January 2023. The amendments did not have any impact on the Group's interim condensed consolidated financial information.
- (d) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. Entities are required to disclose the information relating to their exposure to Pillar Two income taxes in annual periods beginning on or after 1 January 2023, but are not required to disclose such information for any interim periods ending on or before 31 December 2023. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

3. 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, feeds 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.

Notes to Condensed Consolidated Financial Statements

3. OPERATING SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 June 2023

	Raw milk RMB'000 (Unaudited)	Beef cattle RMB'000 (Unaudited)	Ancillary RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Segment revenue (Note 4)				
Sales to external customers	1,612,331	154,192	79,087	1,845,610
Intersegment sales	65,320	–	42,269	107,589
	1,677,651	154,192	121,356	1,953,199
Elimination of intersegment sales				(107,589)
Revenue				1,845,610
Segment results	(160,617)	14,498	3,029	(143,090)
Finance costs (other than interest on lease liabilities)				(86,324)
Unallocated corporate and administrative expenses				(109,972)
Unallocated other income and expenses				35,807
Loss before tax				(303,579)

Notes to Condensed Consolidated Financial Statements

3. OPERATING SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 June 2022

	Raw milk RMB'000 (Audited) (Restated)	Beef cattle RMB'000 (Audited) (Restated)	Ancillary RMB'000 (Audited) (Restated)	Total RMB'000 (Audited) (Restated)
Segment revenue (Note 4)				
Sales to external customers	1,576,367	162,889	71,247	1,810,503
Intersegment sales	37,663	–	–	37,663
	1,614,030	162,889	71,247	1,848,166
Elimination of intersegment sales				(37,663)
Revenue				1,810,503
Segment results	416,350	4,277	6,328	426,955
Finance costs (other than interest on lease liabilities)				(65,816)
Unallocated corporate and administrative expenses				(164,489)
Unallocated other income and expenses				4,388
Profit before tax				201,038

Segment assets and liabilities

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.

Notes to Condensed Consolidated Financial Statements

3. OPERATING SEGMENT INFORMATION (CONTINUED)

Other segment information

Six months ended 30 June 2023

	Raw milk RMB'000 (Unaudited)	Beef cattle RMB'000 (Unaudited)	Ancillary RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
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	291,122	–	–	291,122
Gains arising from changes in fair value less cost to sell of beef cattle	–	16,883	–	16,883
Losses arising from changes in fair value less costs to sell of other biological assets	414,615	–	–	414,615
Depreciation and amortisation charged to profit or loss	75,389	11,375	1,004	87,768
Interest on lease liabilities	37,124	2,385	9	39,518
Selling and distribution expenses	–	–	1,425	1,425
Capital expenditure	1,252,768	226,535	9,626	1,488,929

Six months ended 30 June 2022

	Raw milk RMB'000 (Audited) (Restated)	Beef cattle RMB'000 (Audited) (Restated)	Ancillary RMB'000 (Audited) (Restated)	Total RMB'000 (Audited) (Restated)
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	429,117	–	–	429,117
Gains arising from changes in fair value less cost to sell of beef cattle	–	6,636	–	6,636
Gains arising from changes in fair value less costs to sell of other biological assets	12,825	–	–	12,825
Depreciation and amortisation charged to profit or loss	73,300	9,066	539	82,905
Interest on lease liabilities	25,592	2,359	1	27,952
Selling and distribution expenses	–	–	1,027	1,027
Capital expenditure	815,440	188,694	38,683	1,042,817

Notes to Condensed Consolidated Financial Statements

3. OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information

(a) *Revenue from external customers*

	Six months ended 30 June	
	2023	2022
	RMB'000	RMB'000
	(Unaudited)	(Audited)
		(Restated)
Mainland China	1,845,610	1,810,503

The revenue information above is based on the locations of the customers.

(b) *Non-current assets*

	30 June	31 December
	2023	2022
	RMB'000	RMB'000
	(Unaudited)	(Audited)
		(Restated)
Mainland China	8,372,174	8,051,676

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Notes to Condensed Consolidated Financial Statements

4. REVENUE

An analysis of revenue is as follows:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Revenue from contracts with customers		
Sales of raw milk	1,612,331	1,576,367
Sales of beef cattle	154,192	162,889
Sales of ancillary	79,087	71,247
	1,845,610	1,810,503
Timing of revenue recognition		
At a point in time	1,845,610	1,810,503

Performance obligations

The Group sells raw milk to dairy product manufacturers, beef cattle to food processing companies and milk products to cafes and other end customers, etc. 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 accepted 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 upon the invoice date for raw milk customers and 30 to 45 days upon the invoice date for milk products customers, and no credit is provided for beef cattle customers.

Transaction price allocated to the remaining performance obligation

In most of 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.

Notes to Condensed Consolidated Financial Statements

5. OTHER INCOME AND GAINS AND OTHER EXPENSES

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
<u>Other income and gains</u>		
Government grants	21,130	13,000
Insurance claims	5,430	4,954
Technical service fee	7,280	4,119
Gains on modification of leases	10,520	–
Interest income	1,547	1,620
Others	3,067	2,708
Total	48,974	26,401
<u>Other expenses</u>		
Foreign exchange losses, net (Note 7)	6,079	13,936
Loss on disposal of property, plant and equipment	4,432	3,675
Impairment of trade receivables	2,386	–
Others	270	4,402
Total	13,167	22,013

6. FINANCE COSTS

An analysis of finance costs is as follows:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Interest on bank loans	86,464	59,743
Interest on shareholder's loans	–	4,001
Interest on lease liabilities	39,518	27,952
Interest on contract liabilities	2,189	2,072
	128,171	93,768
Less: Interest expense capitalised	(2,329)	–
Total	125,842	93,768

Notes to Condensed Consolidated Financial Statements

7. (LOSS)/PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	Six months ended 30 June	
		2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Costs of sales of raw milk		1,612,331	1,576,367
Costs of sales of beef cattle		154,192	162,889
Costs of sales of ancillary		74,624	63,891
Cost of sales		1,841,147	1,803,147
Depreciation of property, plant and equipment		134,342	123,065
Less: Capitalised in biological assets		58,994	54,830
Depreciation charged to profit or loss		75,348	68,235
Depreciation of right-of-use assets		52,296	41,718
Less: Capitalised in biological assets		40,645	28,255
Depreciation charged to profit or loss		11,651	13,463
Amortisation of intangible assets		769	1,207
Lease payments not included in the measurement of lease liabilities		12,385	12,577
Auditors' remuneration		200	5,100
Losses/(gains) arising from changes in fair value less costs to sell of other biological assets		414,615	(12,825)
Employee benefit expenses (including directors and chief executive's remuneration):			
Wages and salaries		152,265	114,283
Pension scheme contributions		30,208	26,158
Share-based payment expenses		5,543	44,654
		188,016	185,095
Foreign exchange differences, net	5	6,079	13,936

Notes to Condensed Consolidated Financial Statements

8. INCOME TAX EXPENSE

	Notes	Six months ended 30 June	
		2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Current income tax			
Charge for the period		582	800
Overprovision in prior years		8	14
Foreign withholding tax	(a)	6,310	6,076
Total tax charge for the period		6,900	6,890

Notes:

- (a) 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 six months ended 30 June 2022 and 2023.
- (b) The tax charge represents income tax in Mainland China, Singapore, 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:

	Six months ended 30 June	
	2023	2022
Singapore	17%	17%
Hong Kong	16.5%	16.5%
Mainland China	25%	25%

- (c) The PRC subsidiaries are subject to the law of the PRC Enterprise Income Tax (the "EIT Law") at 25% during the six months ended 30 June 2022 and 2023. 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 from the operation of agricultural business in the PRC during the six months ended 30 June 2022 and 2023.

Notes to Condensed Consolidated Financial Statements

9. DIVIDENDS

No dividends have been paid or declared by the Company during the six months ended 30 June 2022 and 2023.

10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 621,807,139 and 700,412,612 in issue during the six months ended 30 June 2022 and 2023, respectively, as adjusted to reflect the rights issue during the period.

The calculation of the diluted earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, 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:

	Six months ended 30 June	
	2023	2022
	RMB'000	RMB'000
	(Unaudited)	(Audited)
		(Restated)
<hr/>		
<u>Earnings</u>		
(Loss)/profit attributable to ordinary equity holders of the parent used in the basic and diluted earnings per share calculation	(310,479)	194,148
<hr/>		
	Six months ended 30 June	
	2023	2022
	(Unaudited)	(Audited)
		(Restated)
<hr/>		
<u>Shares</u>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	700,412,612	621,807,139
Effect of dilution – weighted average number of ordinary shares:		
Share options	–	448,466
<hr/>		
	700,412,612	622,255,605
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Notes to Condensed Consolidated Financial Statements

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired assets at a cost of RMB290,301,000 (Six months ended 30 June 2022: RMB217,325,000).

Assets (other than those classified as held for sale) with a net book value of RMB11,574,000 were disposed of by the Group during the six months ended 30 June 2023 (Six months ended 30 June 2022: RMB6,436,000), resulting in a net loss on disposal of RMB4,432,000 (Six months ended 30 June 2022: RMB3,675,000).

12. BIOLOGICAL ASSETS

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 as at 31 December 2022 and 30 June 2023 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 that can produce milk. Beef cattle are raised for sale. Beef cattle mainly consist of Holstein, Angus and Wagyu.

	30 June 2023 (Unaudited)	31 December 2022 (Audited)
Milkable cows	63,943	60,554
Heifers and calves	60,326	57,396
Beef cattle	35,309	29,615
Total	159,578	147,565

In general, the heifers are inseminated with semen when heifers reached approximately 14 months old. After an approximately nine months' pregnancy term, a calf is born and the dairy cow begins to produce raw milk and the lactation period begins. A milkable cow is typically milked for approximately 300 days before an approximately 60 days' dry period. In general, Holstein will be sold when the age reaches approximately 480 days, angus are generally sold when the age reaches approximately 405 days and wagyu will be sold when the age reaches 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.

Notes to Condensed Consolidated Financial Statements

12. 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 as at 31 December 2022 and 30 June 2023 is shown below.

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Milkable cows	2,342,280	2,459,901
Heifers and calves	1,073,994	990,387
Beef cattle	477,472	380,267
Forage plants	70,084	–
Total	3,963,830	3,830,555
Current	547,556	380,267
Non-current	3,416,274	3,450,288
	3,963,830	3,830,555

The Group has engaged Jones Lang LaSalle Corporate Appraisal And Advisory Limited, an independent firm of professional valuers, to assist it in assessing the fair values of the Group's dairy cows and beef cattle. The independent valuer and the management of the Group held meetings periodically to discuss the valuation techniques and changes in market information to ensure the valuation was performed properly. The valuation techniques used in the determination of fair values as well as the key inputs used in the valuation models are disclosed in note 22 to the interim condensed consolidated financial information.

As at 30 June 2023, the Group's dairy cows and beef cattle in the amount of RMB3,531,809,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB3,322,513,000), as further detailed in note 17 to the interim condensed consolidated financial information.

Notes to Condensed Consolidated Financial Statements

12. BIOLOGICAL ASSETS (CONTINUED)

B – Value of dairy cows, beef cattle and forage plants (continued)

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:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
(Losses)/gains arising from changes in fair value less costs to sell of dairy cows	(407,819)	14,251
Losses arising from changes in fair value less costs to sell of forage plants	(6,796)	(1,426)
Gains arising from changes in fair value less cost to sell of beef cattle	16,883	6,636
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	291,122	429,117
	(106,610)	448,578

13. TRADE RECEIVABLES

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Trade receivables	310,391	350,961
Impairment	(2,386)	–
	308,005	350,961

Notes to Condensed Consolidated Financial Statements

13. TRADE RECEIVABLES (CONTINUED)

An ageing analysis of the trade receivables as at 31 December 2022 and 30 June 2023, based on the invoice date and net of loss allowance, is as follows:

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Within 1 month	295,155	336,446
1 to 2 months	5,317	10,121
2 to 3 months	3,205	1,292
Over 3 months	4,328	3,102
	308,005	350,961

As at 30 June 2023, included in the Group's trade receivables are amounts due from a related party of RMB15,165,000 (31 December 2022: RMB12,769,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

As at 30 June 2023, trade receivables of RMB264,621,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB338,780,000), as further detailed in note 17 to the interim condensed consolidated financial information.

The movements in the loss allowance for impairment of trade receivables are as follows:

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
At beginning of period/year	–	–
Provision for the period/year	2,386	–
At end of period/year	2,386	–

Notes to Condensed Consolidated Financial Statements

14. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Prepayments	220,908	146,181
Deposits and other receivables	16,359	9,720
	237,267	155,901

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 30 June 2023 and 31 December 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.

15. TRADE PAYABLES

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Trade payables	792,546	1,058,287

An ageing analysis of the trade payables as at 31 December 2022 and 30 June 2023, based on the invoice date, is as follows:

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Within 2 months	462,889	884,365
2 to 6 months	240,193	126,345
6 to 12 months	69,565	36,038
Over 1 year	19,899	11,539
	792,546	1,058,287

As at 30 June 2023, the trade payables of RMB31,833,000 are due to a related party which are repayable within 110 days (31 December 2022: RMB118,119,000).

Notes to Condensed Consolidated Financial Statements

16. OTHER PAYABLES AND ACCRUALS

<i>Notes</i>	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Current		
Other payables	23,107	9,335
Accruals	16,024	38,176
Payroll payable	64,820	72,286
Construction payables	268,117	318,902
Contract liabilities	–	19,104
Interest payable	18,613	19,591
	390,681	477,394
Non-current		
Other non-current liability	–	91,339
Contract liabilities	–	4,332
	–	95,671
	390,681	573,065

Included in the Group's other payables are amounts due to a related party of RMB1,556,000 as at 30 June 2023 (31 December 2022: RMB2,653,000).

Notes to Condensed Consolidated Financial Statements

17. INTEREST-BEARING BANK BORROWINGS

	30 June 2023			31 December 2022		
	Effective interest rate (%)	Maturity	RMB'000 (Unaudited)	Effective interest rate (%)	Maturity	RMB'000 (Audited) (Restated)
Current						
Bank loans – secured	3.8-5.2	2024	599,907	3.8-5.08	2023	467,346
Current portion of long-term bank loans – secured	3.40-8.94	2024	493,492	4.21-7.29	2023	400,747
			1,093,399			868,093
Non-current						
Bank loans – secured	3.40-8.94	2024-2028	1,575,090	4.21-7.29	2024-2028	1,304,344
			2,668,489			2,172,437
			30 June 2023 RMB'000 (Unaudited)			31 December 2022 RMB'000 (Audited) (Restated)
Analysed into:						
Bank loans:						
Within one year or on demand			1,093,399			868,093
In the second year			568,524			333,818
In the third to fifth years, inclusive			1,006,566			898,253
Above five years			–			72,273
			2,668,489			2,172,437

Notes to Condensed Consolidated Financial Statements

17. INTEREST-BEARING BANK BORROWINGS (CONTINUED)

Notes:

- (a) As at 30 June 2023, the Group's facilities amounted to RMB4,542,093,000 (31 December 2022: RMB4,589,279,000), of which the unutilized bank facilities were RMB1,334,736,000 (31 December 2022: RMB2,120,287,000). The Group's facilities are secured by the pledge of certain of the Group's assets.
- (b) The Group's bank loans are secured by:
- (i) As at 30 June 2023, pledged deposits of RMB5,960,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB5,949,000);
 - (ii) As at 30 June 2023, trade receivables of RMB264,621,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB338,780,000);
 - (iii) As at 30 June 2023, inventories of RMB625,096,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB568,134,000);
 - (iv) As at 30 June 2023, property, plant and equipment of RMB387,220,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB346,383,000);
 - (v) As at 30 June 2023, biological assets of RMB3,531,809,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB3,322,513,000);
 - (vi) As at 30 June 2023, right-of-use assets of RMB13,272,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB13,410,000);
 - (vii) As at 30 June 2023, shares of a subsidiary of RMB172,833,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB172,833,000);
 - (viii) As at 30 June 2023, investments in certain subsidiaries of RMB2,562,141,000 were pledged to banks to secure certain bank borrowings granted to the Group (31 December 2022: RMB2,439,259,000);
 - (ix) As at 30 June 2023, certain of the Group's bank loans amounting to RMB1,374,748,000 were guaranteed by the Company and certain subsidiaries of the Group (31 December 2022: RMB971,968,000).

Notes to Condensed Consolidated Financial Statements

18. SHARE CAPITAL

Shares

	30 June 2023 (Unaudited)	31 December 2022 (Audited) (Restated)
Issued and fully paid:		
Number of shares in issue	700,463,112	699,857,112
Share capital (RMB'000)	2,435,712	2,432,340

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital RMB'000 (Restated)
At 31 December 2021 and 1 January 2022	336,111,968	1,892,652
Share split	285,695,171	–
Issuance of shares upon listing on the Hong Kong Stock Exchange	30,640,000	159,164
Issuance of shares pursuant to share option scheme	16,368,300	202,647
Transfer from loans from a former shareholder	31,041,673	177,877
At 31 December 2022 and 1 January 2023	699,857,112	2,432,340
Issuance of shares pursuant to the exercise of the Over-allotment Option (Unaudited)	606,000	3,372
At 30 June 2023 (Unaudited)	700,463,112	2,435,712

19. COMMITMENTS

The Group had the following capital commitments:

	30 June 2023 RMB'000 (Unaudited)	31 December 2022 RMB'000 (Audited) (Restated)
Capital commitments in respect of:		
Construction in progress	29,532	123,803

Notes to Condensed Consolidated Financial Statements

20. RELATED PARTY TRANSACTIONS

- (a) The Group had the following transactions with related parties during the six months ended 30 June 2022 and 2023, respectively:

	Notes	Six months ended 30 June	
		2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Entity controlled by the shareholder which has significant influence over the Company			
Sales of products	(i)	97,218	66,712
Entities controlled by the same Controlling Shareholders of the Company			
Purchase of inventories	(ii)	51,842	77,117
Management fee expense		1,500	1,813
Interest expense		–	3,999
Interest income		1,204	1,124

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) The purchase of inventories was mainly related to feed. The transactions have been conducted in accordance with market prices agreed between the parties.

- (b) Compensation of key management personnel of the Group:

	Six months ended 30 June	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Audited) (Restated)
Short term employee benefits	8,848	8,054
Share-based payment expenses	4,297	41,195
Total compensation paid to key management personnel	13,145	49,249

- (c) Outstanding balances with related parties

Details of the Group's outstanding balances with related parties as at 31 December 2022 and 30 June 2023 are disclosed in notes 13, note 15 and note 16 to the interim condensed consolidated financial information.

Notes to Condensed Consolidated Financial Statements

21. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at 31 December 2022 and 30 June 2023 are as follows:

As at 30 June 2023

Financial assets

	Financial assets at fair value through other comprehensive income RMB'000 (Unaudited)	Financial assets at amortised cost RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Cash and cash equivalents	–	312,069	312,069
Pledged deposits	–	5,960	5,960
Trade receivables	–	308,005	308,005
Deposits and other receivables	–	16,359	16,359
Long-term receivable	–	89,428	89,428
Equity investment designated at fair value through other comprehensive income	8,830	–	8,830
Total	8,830	731,821	740,651

Financial liabilities

	Financial liabilities at amortised cost RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Trade payables	792,546	792,546
Financial liabilities included in other payables and accruals	309,837	309,837
Interest-bearing bank borrowings	2,668,489	2,668,489
Lease liabilities	1,556,499	1,556,499
Total	5,327,371	5,327,371

Notes to Condensed Consolidated Financial Statements

21. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The carrying amounts of each of the categories of financial instruments as at 31 December 2022 and 30 June 2023 are as follows: (continued)

As at 31 December 2022

Financial assets

	Financial assets at fair value through other comprehensive income RMB'000 (Audited) (Restated)	Financial assets at amortised cost RMB'000 (Audited) (Restated)	Total RMB'000 (Audited) (Restated)
Cash and cash equivalents	–	397,946	397,946
Pledged deposits	–	5,986	5,986
Trade receivables	–	350,961	350,961
Deposits and other receivables	–	9,720	9,720
Long-term receivable	–	84,992	84,992
Equity investment designated at fair value through other comprehensive income	8,511	–	8,511
Total	8,511	849,605	858,116

Financial liabilities

	Financial liabilities at amortised cost RMB'000 (Audited) (Restated)	Total RMB'000 (Audited) (Restated)
Trade payables	1,058,287	1,058,287
Financial liabilities included in other payables and accruals	439,167	439,167
Interest-bearing bank borrowings	2,172,437	2,172,437
Lease liabilities	1,330,524	1,330,524
Total	5,000,415	5,000,415

Notes to Condensed Consolidated Financial Statements

22. 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 and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of long-term receivable, long-term interest-bearing bank and other 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, interest-bearing bank and other borrowings as at the year end were assessed to be insignificant.

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which was measured in level 3 as at 31 December 2022 and 30 June 2023:

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements
Heifers and calves	The fair value of 14 months old heifers and calves is determined by reference to the local market selling price.	Estimated local market selling price of 14 months old heifers was RMB21,800 and RMB21,800 per head as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated local market selling price used would result in increase in the fair value measurement of the heifers and calves, and vice versa.
	For age groups of heifers and calves younger than 14 months old, incremental costs required to raise the cows from their respective age as at 31 December 2022 and 30 June 2023 to 14 months were subtracted.	Incremental costs for the age younger than 14 months old ranged from RMB9,755 to RMB18,373 and RMB9,755 to RMB18,373 per head as at 31 December 2022 and 30 June 2023, respectively.	An increase in the incremental costs used would result in a decrease in the fair value measurement of heifers and calves younger than 14 months, and vice versa.
	For heifers and calves between 14 and 24 months, incremental costs required to raise the heifers from 14 months to their respective age as at 31 December 2022 and 30 June 2023 were added.	Incremental costs for heifers and calves between 14 and 24 months were RMB13,242 and RMB13,242 per head as at 31 December 2022 and 30 June 2023, respectively.	An increase in the incremental costs used would result in an increase in the fair value measurement of heifers and calves between 14 and 24 months, and vice versa.

Notes to Condensed Consolidated Financial Statements

22. FAIR VALUE MEASUREMENTS (CONTINUED)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which was measured in level 3 as at 31 December 2022 and 30 June 2023: (continued)

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements
Milkable cows	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.	The estimated feed costs per kg of raw milk used in the valuation process ranged from RMB2.27 to RMB3.06 and RMB2.43 to RMB3.10 as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated feed costs per kg of raw milk used would result in a decrease in the fair value measurement of the milkable cows, and vice versa.
		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 28kg to 40kg as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated average daily milk yield per head used would result in an increase in the fair value measurement of milkable cows, and vice versa.
		Estimated average prices of raw milk per kg ranged from RMB4.49 to RMB5.21 and RMB4.34 to RMB5.03 as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated average price of raw milk would result in an increase in the fair value measurement of milkable cows, and vice versa.
		Discount rate for estimated future cash flows used was 12% and 12% as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated discount rate used would result in a decrease in the fair value measurement of milkable cows, and vice versa.

Notes to Condensed Consolidated Financial Statements

22. FAIR VALUE MEASUREMENTS (CONTINUED)

Below is a summary of significant unobservable inputs to the valuation of biological assets and other financial asset which was measured in level 3 as at 31 December 2022 and 30 June 2023: (continued)

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value measurements
Beef cattle	The fair value of newborn beef cattle and mature beef cattle were determined by reference to the local market selling price.	Estimated local market selling prices of newborn beef cattle per head ranged from RMB2,000 to RMB2,930 and RMB1,780 to RMB3,200 as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated local market selling prices of newborn beef cattle used would result in an increase in the fair value measurement of beef cattle, and vice versa.
		Estimated local market selling prices of mature beef cattle per head ranged from RMB22,136 to RMB29,880 and RMB22,145 to RMB29,880 as at 31 December 2022 and 30 June 2023, respectively.	An increase in the estimated local market selling prices of mature beef cattle used would result in an increase in the fair value measurement of beef cattle, and vice versa.
	The fair value of immature beef cattle was determined by reference to the local market selling price of newborn beef cattle and mature beef cattle, adjusted by the estimated incremental daily gain in weights as at 31 December 2022 and 30 June 2023.	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 30 June 2023, respectively.	An increase in the average daily gain in weight per head would result in the increase in the fair value measurement of the immature beef cattle, and vice versa.
Equity investment designated at fair value through other comprehensive income	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.	Lack of marketability discount ("LoMD")	An increase in the LoMD would result in a decrease in the fair value measurement of the unquoted equity investment.

Notes to Condensed Consolidated Financial Statements

22. FAIR VALUE MEASUREMENTS (CONTINUED)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value
As at 30 June 2023

	Fair value measurement using			Total RMB'000 (Unaudited)
	Quoted prices in active markets (Level 1) RMB'000 (Unaudited)	Significant observable inputs (Level 2) RMB'000 (Unaudited)	Significant unobservable inputs (Level 3) RMB'000 (Unaudited)	
Equity investment designated at fair value through other comprehensive income	–	–	8,830	8,830
Biological assets – current	–	–	547,556	547,556
Biological assets – non current	–	–	3,416,274	3,416,274
	–	–	3,972,660	3,972,660

As at 31 December 2022

	Fair value measurement using			Total RMB'000 (Audited) (Restated)
	Quoted prices in active markets (Level 1) RMB'000 (Audited) (Restated)	Significant observable inputs (Level 2) RMB'000 (Audited) (Restated)	Significant unobservable inputs (Level 3) RMB'000 (Audited) (Restated)	
Equity investment designated at fair value through other comprehensive income	–	–	8,511	8,511
Biological assets – current	–	–	380,267	380,267
Biological assets – non current	–	–	3,450,288	3,450,288
	–	–	3,839,066	3,839,066

23. EVENTS AFTER THE REPORTING PERIOD

There are no material subsequent events undertaken by the Company or by the Group after 30 June 2023 and up to the Date of this interim report.

Definitions and Glossary

In this interim report, unless the context otherwise requires, the following expressions shall have the following meanings.

“AAG PSP”	the AAG Performance Share Plan adopted by the Company on 3 July 2020, which was amended on 5 December 2022
“Annona”	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
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of the Company
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“Company”	AustAsia Group Ltd., a company incorporated under the laws of Singapore with limited liability on 17 April 2009
“Constitution”	the constitution of the Company (as amended from time to time), adopted on 11 November 2022 and effective from the Listing Date
“Controlling Shareholders”	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.
“Date of this interim report” or “Date of this report”	the date of Board approved this interim report or report on 23 August 2023
“Director(s)”	the director(s) of the Company
“Global Offering”	the Hong Kong public offering and the international offering of the Shares
“Group”, “we”, “our” or “us”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Japfa”	Japfa Ltd., a company incorporated in Singapore on 8 October 2008 and listed on the Mainboard of SGX-ST (stock code: UD2)
“Listing”	The listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	30 December 2022, being the date of listing of the Shares of the Company on the Stock Exchange

Definitions and Glossary

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
“PRC” or “China”	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
“Prospectus”	The prospectus of the Company dated 16 December 2022
“Reporting Period”	For the six months ended 30 June 2023
“RMB”	Renminbi, the lawful currency of China
“RSU”	restricted share units granted under the RSU Scheme
“RSU Scheme”	the post-IPO RSU Scheme adopted by the Company on 5 December 2022
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SGD”	Singapore dollars, the lawful currency of Singapore
“Shares”	ordinary shares in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Singapore”	the Republic of Singapore
“Singapore Companies Act”	the Companies Act 1967 of Singapore, as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“US\$” or “USD”	Dollars, the lawful currency of the U.S.

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公司資料

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(首席運營官)

非執行董事

平田俊行先生
高麗娜女士(於2023年6月7日自執行董事調任)
Gabriella SANTOSA女士(於2023年6月7日獲委任)

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

蔡淑萍女士(LLB (Hons))
鍾賽鳳女士(ACS, ACG)

香港

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

董事委員會

審計委員會

辛定華先生(主席)
張泮先生
平田俊行先生

薪酬委員會

張泮先生(主席)
辛定華先生
陳榮南先生

提名委員會

陳榮南先生(主席)
辛定華先生
李勝利先生

ESG委員會

Edgar Dowse COLLINS先生(主席)
楊庫先生
李勝利先生

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

星展銀行(中國)有限公司上海分行
中國
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

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

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

公司資料

主要往來銀行 (續)

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

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

中信銀行股份有限公司東營分行
中國
山東省東營市
府前大街128號

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

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)
中國
香港
鰂魚涌英皇道979號
太古坊一座27樓

合規顧問

英高財務顧問有限公司
中國
香港
中環康樂廣場8號
交易廣場第2座40樓

總部及註冊辦事處

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

中國主要營業地點

中國
山東省東營市
墾利區永安鎮永館路10號

香港主要營業地點

中國
香港
灣仔
皇后大道東183號
合和中心46樓

主要股份過戶登記處

Boardroom Corporate & Advisory Services Pte. Ltd.
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
中國
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

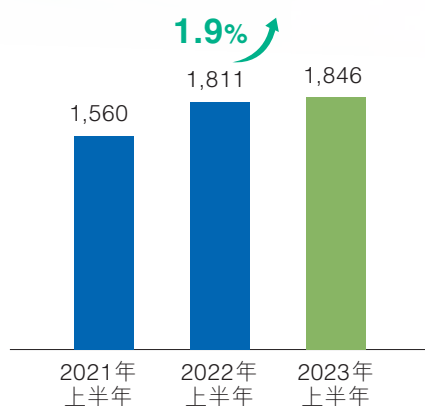
生產單位地點



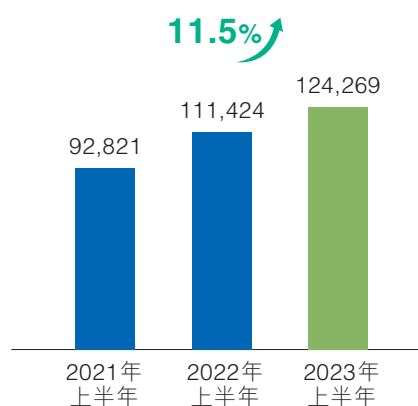
附註：圖中所示的所有實體均由澳亞集團有限公司全資擁有。

摘要

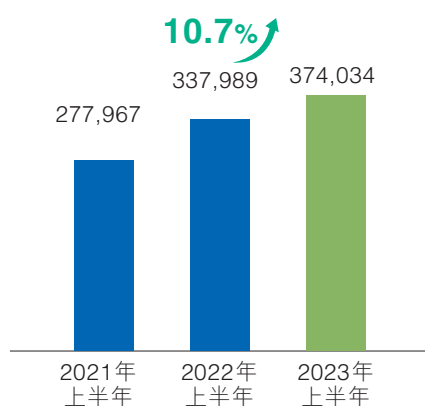
收入(人民幣百萬元)



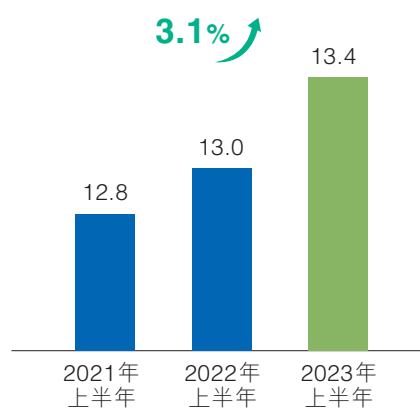
奶牛牛群規模(頭)



原料奶銷量(噸)



每頭成母牛年平均產奶量(噸)



摘要

截至6月30日止六個月

財務數據	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經重列) (經審核)	變動
收入	1,845,610	1,810,503	+1.9%
毛利	312,468	443,109	-29.5%
來自其他生物資產公允價值減銷售成本變動的(虧損)/收益	(414,615)	12,825	-3,332.9%
稅前(虧損)/利潤	(303,579)	201,038	-251.0%
期內(虧損)/利潤	(310,479)	194,148	-259.9%
本公司擁有人應佔(虧損)/利潤	(310,479)	194,148	-259.9%
每股基本盈利(人民幣元)	(0.44)	0.31	-241.9%
關鍵績效指標	2023年	2022年	變動
每頭成母牛的年平均產奶量(噸)	13.4	13.0	+3.1%
奶牛群規模(頭)	124,269	111,424	+11.5%
原料奶銷量(噸)	374,034	337,989	+10.7%

於報告期間，本集團錄得收入約人民幣1,845.6百萬元，較2022年同期略微增長1.9%。此乃主要由於：

- (i) 原料奶銷量增長10.7%；
- (ii) 原料奶售價下降7.6%；及
- (iii) 肉牛銷量減少2.4%及肉牛售價下降3.0%。

毛利由約人民幣443.1百萬元下降29.5%至人民幣312.5百萬元。此乃主要由以下所致：

- (i) 飼料價格上漲。於報告期間，原料奶的每千克飼料成本由人民幣2.38元上漲約7.1%至人民幣2.55元；及
- (ii) 銷售成本增加，乃由於奶牛存欄量增長11.5%，導致於報告期間的飼料用量相應增長。

本集團錄得虧損淨額約人民幣310.5百萬元，主要歸因於其他生物資產公允價值減去銷售成本變動產生的虧損為人民幣414.6百萬元。重大虧損乃主要由於計算生物資產公允價值時，假設飼料成本上升及原料奶價格下降。

於報告期間內，本集團的主要經營效益指標 — 每頭成母牛的年平均產奶量繼續提高並達至13.4噸的新高，增幅為3.1%。

摘要

呈列貨幣變更

董事會已決定將呈列貨幣由美元變更為人民幣，因考慮到(i)本公司的主要附屬公司在中華人民共和國註冊成立及其交易以人民幣計值及結算；及(ii)為減少美元兌人民幣匯率任何波動對本集團綜合財務報表的影響。根據國際會計準則第8號會計政策、會計估計變更及差錯，本集團呈列貨幣的變更已作追溯應用。截至2023年6月30日止六個月的未經審核中期業績將為首套以人民幣作為呈列貨幣的綜合財務報表，而於2022年1月1日及2022年12月31日的比較數字已重新換算為人民幣及相應重列。呈列貨幣的變更以及將比較數字由美元重列為人民幣預計將不會對本集團的綜合財務報表產生重大影響。

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，該建設當時預計將於2023年4月開始動工。

誠如於2023年3月1日刊發的「截至2022年12月31日止年度之全年業績公告及所得款項用途變更」中進一步披露，董事已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。有關進一步詳情，請參閱本中期報告「上市所得款項用途」。

管理層討論與分析

行業概覽

2023年上半年，中國社會結束了歷時三年的「新冠疫情」，各項經濟活動開始恢復正常。根據國家統計局公佈的信息，中國國內生產總值(GDP)同比增長5.5%。奶業作為現代農業和食品工業的重要組成部分，也取得進一步發展。2023年上半年國內牛奶產量比去年同期增長7.5%，增長率位列主要畜牧養殖業品類首位。在質量方面，從2022年起，中國生鮮乳、乳製品和嬰幼兒配方奶粉抽檢合格率分別達到100%、99.88%和99.98%。乳蛋白乳脂肪含量達到發達國家水平。中國政府一直把發展奶業，提高牛奶自給率，提高奶牛養殖業的現代化水平列為重點工作之一。根據2022年農業農村部公佈的《(十四五)奶業競爭力提升方案》，到2025年，國內原料奶產量將達到4,100萬噸。

2023年上半年，在原料奶供應持續增長、乳製品質量不斷提高的同時，國內原料奶行業亦面臨多年未遇的嚴峻挑戰：

- (a) 由於對經濟發展前景和宏觀經濟復甦的預期轉弱，消費者信心不足，整體消費水平下降。同時由於疫情結束，消費者對健康類消費品，包括乳製品的關注度減低，由新冠疫情帶來的需求紅利不再；
- (b) 2021及2022年上半年的奶價上漲，推動了規模化牧場的集中超前建設。據荷斯坦雜誌不完全統計，2021年全國新擴建牧場項目166個，涉及存欄98萬頭，2022年新建或在建項目約148個，涉及存欄超100萬頭。2021年底，我國牧場各類奶牛存欄量約為600萬頭，預計到2025年，中國牧場奶牛存欄量將達到750萬頭左右，複合年增長率(CAGR)約為7.4%，導致原奶供應增速高於原奶需求增速；及
- (c) 飼料原材料價格仍然居高不下，由於地緣政治衝突，大宗原材料和能源價格上漲，氣候異常造成農業產量波動等因素的影響，再加上國內反芻飼料糧原料的種植結構不合理等原因，造成飼料成本持續高企。

需求疲弱，供應增加過快，成本壓力巨大，今年上半年，國內原奶市場出現了明顯的供大於求的局面。原奶供應企業和牧場經營單位普遍出現毛利下跌，效益大幅下降或虧損，整個行業處於週期下行階段。

2022年，中國的牛肉消費總量達到一千萬噸左右，且一直保持較快的增速。相比豬肉和禽類價格的大幅波動，過去兩年，牛肉的價格保持平穩向上。2023年上半年，國內肉牛市場行情也隨著傳統消費淡季的來臨而進入下行通道。受豬肉價格持續低迷和其它類型淘汰牛衝擊，第二季度，全國牛肉批發價出現明顯下滑。

管理層討論與分析

近年來，國家大力推動奶牛和肉牛養殖行業節能減排。要求奶業走好「減污降碳，種養循環」之路，實現奶業的高品質發展和人與自然的和諧共生，並打造全產業鏈可持續發展的「綠色生態」模式。很多奶業龍頭企業不斷投入資源，對奶牛養殖過程中的減污降碳、標準制定、裝備研發、模式示範等環節進行研發創新，使「可持續發展」成為一個亮點和重點。

業務概覽

本集團主要從事奶牛養殖業務，向乳製品製造商及加工企業生產及銷售優質原料奶，以及肉牛養殖及育肥業務。於2022年，根據弗若斯特沙利文的資料，我們是中國第三大原料奶生產商，原料奶總產量約為760,000噸。

我們向多元化的客戶群提供原料奶，包括蒙牛、光明、明治、新希望乳業等全國及地區領先的乳製品製造商及元氣森林、卡士及簡愛等新興乳製品品牌。我們不依賴控股股東作為我們的客戶。我們向客戶提供大規模穩定供應優質及可溯源的原料奶，這使我們的客戶能夠推廣及開發滿足終端客戶各種需求的高端創新乳製品。

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，即分別以我們自有品牌「澳亞牧場」及「澳亞飼料」銷售乳製品及飼料產品。我們自有的飼料廠於2023年3月投產，所加工的飼料主要供內部使用，小部分會出售予本集團以外的客戶。

業務回顧

原料奶業務

我們於大規模和現代化奶牛牧場繁殖及飼養奶牛。我們生產並向下游乳製品製造商及加工企業銷售原料奶。於報告期，我們繼續向客戶提供優質可靠的原料奶，客戶將原料奶進一步加工成健康優質的乳製品，以滿足終端客戶的需求。

於報告期間，我們87.4%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增長：

- (a) 原料奶銷售收入約為人民幣1,612.3百萬元，較2022年同期增長2.3%；
- (b) 每頭成母牛的年化產奶量（「**年化產奶量**」）為13.4噸（2022年：13.0噸），按年增長3.1%；
- (c) 報告期間原料奶總產量約為408,100噸（2022年：359,200噸），按年增長13.6%；及

管理層討論與分析

(d) 原料奶總銷量約為374,000噸(2022年：338,000噸)，按年增長10.7%。

然而，與去年同期相比，原料奶的平均售價(「平均售價」)自人民幣4,664元／噸下降7.6%至人民幣4,311元／噸。平均售價下降主要是由於牛奶及乳製品的需求低於預期，以及新奶牛牧場及新增奶牛投資大幅增加導致原料奶暫時供過於求。

與此同時，我們也面臨著持續的成本壓力。與2022年同期相比，每公斤原料奶的飼料成本自人民幣2.38元增長至人民幣2.55元，增幅達7.1%，導致毛利率進一步下降。

為緩解成本壓力，降低飼料成本上升對毛利率的影響，我們對整個飼養及擠奶過程進行了系統和及時的審查，採取措施調整飼料配方，在產奶量及飼料成本之間取得最佳平衡。在此過程中，我們的運營團隊及營養師盡最大努力改用具有類似增產效果的兼容添加劑，提高奶牛的吸收水平和轉化率。我們還利用集中採購活動。因此，於期內第二季度每公斤原料奶的飼料成本及毛利率均有顯著改善。

奶牛牧場

於2023年6月30日，我們在中國山東及內蒙古擁有並經營11個大規模現代化奶牛牧場。我們的奶牛數量達到124,269頭(於2022年6月30日：111,424頭)，其中成母牛63,943頭(於2022年6月30日：57,383頭)。我們的奶牛牧場總佔地面積約為16,992畝。我們在山東的最新奶牛牧場－醇源牧場3於2023年1月開始試生產。我們的奶牛牧場地理位置優越，其中3個位於內蒙古的「黃金奶源帶」，這裡氣候溫和、草場廣闊、天然飼料充足及淡水資源豐富，為奶牛牧場提供了理想的養殖環境，使產奶量高、質量好。其餘8個奶牛牧場位於山東，毗鄰京津地區及包括上海在內的長江三角洲下游地區等主要乳製品加工廠及主要乳製品消費市場。

產奶量

於報告期間，本集團錄得13.4噸(2022年：13.0噸)的年化產奶量，同比增加了3.1%。我們的產奶量仍然為業內最高。產奶量的持續提升乃歸因於對牛群管理各個細節的深入理解、多年來基因育種技術的不斷升級以及進入泌乳高峰期的奶牛數量的增加。

肉牛業務

我們的肉牛養殖場與原料奶業務協同運作。我們利用自身的奶牛群作為肉牛群的育種來源。通過這種方式，我們優化了奶牛牧場現有資源的價值並將整個育種價值鏈最大化。此外，我們利用自身在奶牛遺傳育種方面的專業知識來提高肉牛的質量及生產效率。於2023年6月30日，我們分別在山東及內蒙古擁有及運營兩個大規模肉牛飼養場。總存欄量約為35,300頭。

管理層討論與分析

於報告期間內，肉牛業務收入為人民幣154.2百萬元，與2022年同期的人民幣162.9百萬元相比下降5.3%，佔總收入的8.4%。肉牛總銷量為4,817噸(2022年：4,933噸)，下降2.4%。每噸平均售價自約人民幣33,017元／噸略下降3.0%至人民幣32,012元／噸。與原料奶業務相似，肉牛的飼料成本亦有所增加，對該業務分部的毛利率造成壓力。

其他業務

於報告期間，其他業務的收入為人民幣79.1百萬元(2022年：人民幣71.2百萬元)，增長11.0%。

育種

我們已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實現奶牛育種基因改良的基本要素。我們可利用我們的牧場可提供的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，而大多數其他大規模牧場運營商使用的常見行業慣例僅利用精液來改良父系基因。於2023年6月30日，我們擁有超過3,390頭奶牛的核心畜群。除內部育種外，我們計劃在年內利用核心畜群將外部牧場的胚胎移植業務商業化。於報告期間內，我們已成功移植約16,030個體外受精胚胎。

牛奶質量

在我們的經營中，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。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程序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、獸醫協助及存貨管理。

客戶

與奶牛養殖及原料奶生產行業的許多競爭對手不同，我們獨立於控股股東且客戶開發流程完全自主。我們擁有多元化的客戶群。我們既服務於蒙牛、光明及明治等全國及地區領先的乳製品製造商，亦服務於元氣森林、簡愛及卡士等快速發展的新興乳製品品牌。於報告期間內，對五大原料奶客戶的銷售額佔我們原料奶銷售收入的68.7%。我們的原料奶客戶也自去年同期的19家增至25家。

管理層討論與分析

財務回顧

收入

下表載列本集團於所示報告期間的綜合收入詳情：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
原料奶	1,612,331	1,576,367
肉牛	154,192	162,889
其他	79,087	71,247
	1,845,610	1,810,503

於報告期間，本集團的收入同比增長1.9%至人民幣1,845.6百萬元（2022年：人民幣1,810.5百萬元）。原料奶總銷量增長10.7%。然而，原料奶售價下跌7.6%且肉牛售價下跌3.0%。

下表載列於所示報告期間原料奶銷售收入、銷量及平均售價的詳情：

	2023年 (未經審核)			2022年 (經審核)		
	銷售收入 人民幣千元	銷量 噸	平均售價 人民幣元／噸	銷售收入 人民幣千元	銷量 噸	平均售價 人民幣元／噸
原料奶	1,612,331	374,034	4,311	1,576,367	337,989	4,664

於報告期間，本集團銷售原料奶的總收入同比增加2.3%至人民幣1,612.3百萬元（2022年：人民幣1,576.4百萬元）。該增加主要由於原料奶銷量增加。該增加部分被報告期間整體平均售價下降所抵銷。

於報告期間，原料奶平均售價同比下跌7.6%至人民幣4,311元／噸（2022年：人民幣4,664元／噸）。

於報告期間，原料奶總銷量同比增長10.7%至約374千噸（2022年：338千噸），主要由於每頭成母牛平均產奶量上升以及新建醇源牧場3的原料奶銷量貢獻。

管理層討論與分析

下表載列於所示報告期間肉牛銷售收入、銷量及平均售價的詳情：

	截至6月30日止六個月					
	2023年 (未經審核)			2022年 (經審核)		
	銷售收入 人民幣千元	銷量 噸	平均售價 人民幣元／噸	銷售收入 人民幣千元	銷量 噸	平均售價 人民幣元／噸
肉牛	154,192	4,817	32,012	162,889	4,933	33,017

於報告期間，本集團銷售肉牛的總收入同比降低5.3%至人民幣154.2百萬元（2022年：人民幣162.9百萬元）。該減少主要由於肉牛銷量及平均售價下降。

於報告期間，肉牛平均售價同比下跌3.0%至人民幣32,012元／噸（2022年：人民幣33,017元／噸）。

於報告期間，肉牛總銷量同比减少2.4%至約4,817噸（2022年：4,933噸），主要由於報告期間出售更少的肉牛。

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。下表載列於所示報告期間銷售成本的明細：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
原料奶的銷售成本	1,612,331	1,576,367
肉牛的銷售成本	154,192	162,889
其他業務的銷售成本	74,624	63,891
銷售成本	1,841,147	1,803,147

管理層討論與分析

原料奶業務

下表載列於所示報告期間原料奶業務的銷售成本的明細：

	截至6月30日止六個月			
	2023年 (未經審核)		2022年 (經審核) (經重列)	
	人民幣千元	%	人民幣千元	%
直接材料	1,008,283	76.3%	850,548	74.1%
勞工成本	72,425	5.5%	66,397	5.8%
公共設施	118,051	8.9%	120,948	10.6%
物業、廠房及設備折舊	68,920	5.2%	53,842	4.7%
運輸費用	53,530	4.1%	55,515	4.8%
合計	1,321,209	100.0%	1,147,250	100.0%

於報告期間，原料奶業務的直接材料(主要是青貯、牧草、玉米及豆製品)成本為人民幣1,008.3百萬元(2022年：人民幣850.5百萬元)，同比增長18.5%，主要由於飼料價格上漲及成母牛數量增加。

原料奶的每千克飼料成本增加7.1%。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。於2023年3月本集團採取措施降低每千克原料奶的飼料成本以來，飼料成本開始下降。

肉牛業務

下表載列於所示報告期間肉牛業務銷售成本的明細：

	截至6月30日止六個月			
	2023年 (未經審核)		2022年 (經審核) (經重列)	
	人民幣千元	%	人民幣千元	%
直接材料	113,946	79.6%	122,361	79.2%
勞工成本及間接成本	20,473	14.3%	24,089	15.6%
物業、廠房及設備折舊	8,677	6.1%	8,106	5.2%
合計	143,096	100.0%	154,556	100.0%

管理層討論與分析

於報告期間，肉牛業務的直接材料（主要是青貯、牧草、玉米及豆製品）成本為人民幣113.9百萬元（2022年：人民幣122.4百萬元），同比下降6.9%，主要由於肉牛銷量下降。

毛利

下表載列我們業務於所示報告期間的毛利及毛利率明細：

	截至6月30日止六個月			
	2023年 (未經審核)		2022年 (經審核) (經重列)	
	毛利 人民幣千元	毛利率	毛利 人民幣千元	毛利率
原料奶	291,122	18.1%	429,117	27.2%
肉牛	16,883	10.9%	6,636	4.1%
其他	4,463	5.6%	7,356	10.3%
合計	312,468	16.9%	443,109	24.5%

一般而言，本集團的盈利能力在正常經營狀況下會隨著原料奶價格的下降而相應下降。

於報告期間，本集團原料奶業務的毛利為人民幣291.1百萬元（2022年：人民幣429.1百萬元），同比減少32.2%，這主要是由於原料奶的售價下降及產生的飼料成本增加。本集團原料奶業務的毛利率減少至18.1%（2022年：27.2%），這主要是由於2023年的原料奶平均售價下降及飼料價格上升。

於報告期間，本集團肉牛業務的毛利為人民幣16.9百萬元（2022年：人民幣6.6百萬元），同比增加154.4%。於2023年6月30日，本集團的肉牛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重新估值為人民幣477.5百萬元（於2022年12月31日：人民幣380.3百萬元），增長25.6%，這主要是由於肉牛數量增加。

來自其他生物資產公允價值減銷售成本變動的虧損

於2023年6月30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人民幣3,416.3百萬元（於2022年12月31日：人民幣3,450.3百萬元），肉牛價值同比減少1.0%，儘管肉牛數量增加。

來自其他生物資產公允價值減銷售成本變動的虧損為人民幣414.6百萬元（2022年：收益人民幣12.8百萬元）。重大虧損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。

管理層討論與分析

於2022年12月31日及2023年6月30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2.43元至人民幣3.10元。於2022年12月31日及2023年6月30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4.34元至人民幣5.03元。

截至2023年6月30日止六個月，每千克原料奶的飼料成本上漲，加之原料奶的平均售價降低，導致錄得的公允價值虧損增加。

於2021年12月31日及2022年6月30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2.20元至人民幣2.70元及人民幣2.22元至人民幣2.94元。於2021年12月31日及2022年6月30日，每千克原料奶的估計平均價格分別介乎人民幣4.54元至人民幣5.26元及人民幣4.56元至人民幣5.29元。

截至2022年6月30日止六個月，飼料成本及平均售價的小幅上升導致其他生物資產公允價值減銷售成本變動產生收益。

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

於報告期間，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人民幣291.1百萬元（2022年：人民幣429.1百萬元），同比降低32.2%，這主要是由於在財政期間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

於報告期間，其他收入（主要包括政府補助、保險索賠、技術服務費及修改租賃收益）為人民幣49.0百萬元（2022年：人民幣26.4百萬元）。於2023年錄得更高的金額乃主要由於修改租期收益人民幣10.5百萬元。政府補助增加人民幣8.0百萬元及技術服務費增加人民幣3.2百萬元。

其他開支

於報告期間，其他開支為人民幣13.2百萬元（2022年：人民幣22.0百萬元），同比減少40.2%，這主要由於在報告期間內確認的外匯虧損減少人民幣7.9百萬元。

行政開支

於報告期間，本集團錄得更低的行政開支為人民幣110.0百萬元，同比減少了33.1%。行政開支減少主要由於於報告期間並不存在與上市開支相關的一次性開支，以及更低的以股份為基礎的付款開支。

管理層討論與分析

融資成本

於報告期間，本集團錄得更高的融資成本為人民幣125.8百萬元，同比增加了34.2%。整體融資成本增加主要是由於(i)本報告期銀行平均借款增加，原因是額外提取了營運資金貸款及(ii)租賃負債相關的利息開支增加，主要原因是本集團於2022年下半年就醇源牧場3新增租賃土地。

稅前虧損／利潤、期內虧損／利潤及本公司擁有人應佔虧損／利潤

報告期間的稅前虧損為人民幣303.6百萬元，同比下降251.0%，而期內虧損為人民幣310.5百萬元，同比下降259.9%。於報告期間，本公司擁有人應佔虧損為人民幣310.5百萬元(2022年：本公司擁有人應佔利潤人民幣194.1百萬元)，同比下降259.9%，主要是由於：

- a) 本集團業務的毛利下降至人民幣312.5百萬元(2022年：人民幣443.1百萬元)，下降了29.5%或人民幣130.6百萬元。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。於報告期間，原料奶的平均售價同比下降7.6%至人民幣4,311元／噸(2022年：人民幣4,664元／噸)。

於報告期間，每千克原料奶的飼料成本增加至人民幣2.55元(2022年：人民幣2.38元)，顯著上升了7.1%，導致毛利較2022年下降；及

- b) 其他生物資產的公允價值減銷售成本變動導致虧損增加。本集團錄得虧損人民幣414.6百萬元(2022年：收益人民幣12.8百萬元)，增加了人民幣427.4百萬元。本集團基於若干主要假設(例如牛奶價格及飼料成本)釐定其生物資產的市場價格。由於期內牛奶的平均售價不斷下降及每千克原料奶的飼料成本上升導致本集團生物資產的估值降低。

於報告期間，本公司的每股基本及攤薄虧損為人民幣0.44元(2022年：每股盈利人民幣0.31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。

管理層討論與分析

我們將以股份為基礎的付款開支及上市開支加回，以得出經調整期內純利。我們將EBITDA定義為期內利潤加上(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期間的期內利潤與非《國際財務報告準則》計量指標的對賬：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
期內(虧損)/利潤	(310,479)	194,148
加：		
以股份為基礎的付款開支	5,543	44,654
自損益扣除的上市開支	—	29,567
經調整淨(虧損)/利潤(非《國際財務報告準則》計量指標)	(304,936)	268,369
期內(虧損)/利潤	(310,479)	194,148
加：		
物業、廠房及設備折舊	75,348	68,235
使用權資產折舊	11,651	13,463
無形資產攤銷	769	1,207
利息開支	125,842	93,768
所得稅開支	6,900	6,890
減：		
利息收入	(1,547)	(1,620)
EBITDA(非《國際財務報告準則》計量指標)	(91,516)	376,091
加：		
以股份為基礎的付款開支	5,543	44,654
自損益扣除的上市開支	—	29,567
經調整EBITDA(非《國際財務報告準則》計量指標)	(85,973)	450,312

EBITDA(非《國際財務報告準則》計量指標)

於報告期間，EBITDA減少至虧損人民幣91.5百萬元(2022年：收益人民幣376.1百萬元)，減少124.3%。報告期間內EBITDA減少主要是由於(i)報告期間內整體毛利下降29.5%，(ii)報告期間內其他生物資產公允價值變動產生的虧損增加至人民幣414.6百萬元(2022年：收益人民幣12.8百萬元)。

管理層討論與分析

經調整EBITDA (非《國際財務報告準則》計量指標)

於報告期間，經調整EBITDA減少至虧損人民幣86.0百萬元(2022年：收益人民幣450.3百萬元)，減少119.1%。報告期間內EBITDA減少主要是由於(i)報告期間內總體毛利下降29.5%，(ii)報告期間內其他生物資產公允價值變動產生的虧損增加至人民幣414.6百萬元(2022年：收益人民幣12.8百萬元)。

經調整純利 (非《國際財務報告準則》計量指標)

於報告期間，經調整純利減少至虧損人民幣304.9百萬元(2022年：收益人民幣268.4百萬元)，減少213.6%。該減少主要是由於(i)報告期間毛利總體下降29.5%，(ii)報告期間內其他生物資產公允價值變動產生的虧損增加至人民幣414.6百萬元(2022年：收益人民幣12.8百萬元)及(iii)融資成本增加至人民幣125.8百萬元(2022年：人民幣93.8百萬元)。

流動性及資本資源

於報告期間，本集團主要通過結合經營活動產生的現金及銀行借款為其現金需求撥資。

下表載列我們於所示報告期間的現金流量：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
經營活動產生的現金流量淨額	221,160	648,227
投資活動所用現金流量淨額	(668,775)	(481,261)
融資活動產生的現金流量淨額	358,504	7,918
現金及現金等價物(減少)/增加淨額	(89,111)	174,884
外匯匯率變動的影響淨額	3,234	404
期初現金及現金等價物	397,946	141,190
期末現金及現金等價物	312,069	316,478

經營活動產生的現金流量淨額

於報告期間，經營活動產生的現金流量淨額為人民幣221.2百萬元。截至2022年6月30日止六個月，經營活動產生的現金流量淨額為人民幣648.2百萬元。

管理層討論與分析

投資活動所用現金流量淨額

於報告期間，投資活動所用現金流量淨額為人民幣668.8百萬元，主要來自(i)生物資產付款人民幣603.9百萬元及(ii)購買物業、廠房及設備付款人民幣329.3百萬元，被出售生物資產所得款項人民幣260.7百萬元部分抵銷。

截至2022年6月30日止六個月，投資活動所用現金流量淨額為人民幣481.3百萬元，主要來自(i)生物資產付款人民幣576.3百萬元，及(ii)購買物業、廠房及設備付款人民幣191.1百萬元，被出售生物資產所得款項人民幣282.8百萬元部分抵銷。

計息銀行借款

	2023年6月30日			2022年12月31日		
	實際利率 (%)	到期日	人民幣千元 (未經審核)	實際利率 (%)	到期日	人民幣千元 (經審核) (經重列)
即期						
銀行貸款－有抵押	3.8-5.2	2024	599,907	3.8-5.08	2023	467,346
長期銀行貸款即期部分－有抵押	3.40-8.94	2024	493,492	4.21-7.29	2023	400,747
			1,093,399			868,093
非即期						
銀行貸款－有抵押	3.40-8.94	2024-2028	1,575,090	4.21-7.29	2024-2028	1,304,344
			2,668,489			2,172,437

	2023年 6月30日 人民幣千元 (未經審核)	2022年 12月31日 人民幣千元 (經審核) (經重列)
分析如下：		
銀行貸款：		
一年內或按要求	1,093,399	868,093
第二年	568,524	333,818
第三年至第五年(包含首尾兩年)	1,006,566	898,253
五年以上	—	72,273
	2,668,489	2,172,437

管理層討論與分析

融資活動所得現金流量淨額

於報告期間，融資活動所得現金流量淨額為人民幣358.5百萬元，主要歸因於新增計息銀行借款人民幣997.8百萬元及自本公司股本首次公開發售收到的所得款項總額人民幣3.4百萬元，部分被(i)償還計息銀行借款人民幣504.7百萬元，(ii)租賃付款的本金部分人民幣53.1百萬元，及(iii)已付利息人民幣81.7百萬元所抵銷。

截至2022年6月30日止六個月，融資活動所得現金流量淨額為人民幣7.9百萬元，主要歸因於新增計息銀行借款人民幣363.5百萬元，部分被(i)償還計息銀行借款人民幣242.4百萬元，(ii)租賃付款的本金部分人民幣42.5百萬元，及(iii)已付利息人民幣68.9百萬元所抵銷。

或有負債及資產抵押

於2023年6月30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2023年6月30日，已抵押存款人民幣5,960,000元(2022年12月31日：人民幣5,949,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (ii) 於2023年6月30日，應收款項人民幣264,621,000元(2022年12月31日：人民幣338,780,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (iii) 於2023年6月30日，存貨人民幣625,096,000元(2022年12月31日：人民幣568,134,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (iv) 於2023年6月30日，物業、廠房及設備人民幣387,220,000元(2022年12月31日：人民幣346,383,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (v) 於2023年6月30日，生物資產人民幣3,531,809,000元(2022年12月31日：人民幣3,322,513,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (vi) 於2023年6月30日，使用權資產人民幣13,272,000元(2022年12月31日：人民幣13,410,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (vii) 於2023年6月30日，附屬公司股份人民幣172,833,000元(2022年12月31日：人民幣172,833,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
- (viii) 於2023年6月30日，若干附屬公司投資人民幣2,562,141,000元(2022年12月31日：人民幣2,439,259,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；及
- (ix) 於2023年6月30日，本集團人民幣1,374,748,000元(2022年12月31日：人民幣971,968,000元)的若干銀行貸款由本公司和本集團的若干附屬公司提供擔保。

除本中期報告所披露者外，於2023年6月30日及2022年12月31日，本集團並無任何重大或有負債。

管理層討論與分析

資本管理

本集團使用資本負債比率（即債務除以資本）監控資本。債務包括計息銀行借款及租賃負債。資本包括母公司擁有人應佔權益。於各報告期末的資本負債比率如下：

	2023年 6月30日 人民幣千元 (未經審核)	2022年 12月31日 人民幣千元 (經審核) (經重列)
計息銀行借款（流動及非流動）	2,668,489	2,172,437
租賃負債（流動及非流動）	1,556,499	1,330,524
債務	4,224,988	3,502,961
母公司擁有人應佔權益	5,265,062	5,573,801
資本負債比率	80%	63%

外幣風險

本集團面臨的外幣風險主要涉及本集團在中國內地及新加坡的附屬公司，其中部分交易以美元及新加坡元計值。此外，於2023年6月30日，本集團有40百萬美元的定期貸款尚未償還。

雖然匯率波動可能會影響本集團的經營業績，但就本集團的經營規模而言，外幣風險並不重大，因此管理層認為本集團不會面臨任何重大的外幣風險。

本集團目前並無外匯對沖政策。本集團管理層會密切監控外匯風險，並將於需要時考慮對沖任何重大外匯風險。

重大訴訟

於報告期間，本公司未涉及任何重大訴訟或仲裁。據董事所知，報告期間內亦無任何針對本集團的未決或面臨威脅的重大訴訟或索償。

管理層討論與分析

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（包括董事及主要行政人員的薪酬、退休金計劃供款及以股份為基礎付款開支）約為人民幣188.0百萬元（2022年：人民幣185.1百萬元），同比增長1.6%。

戰略及展望

雖然中國經濟及乳製品行業面臨著巨大挑戰，但我們認為消費市場及乳製品的長期前景向好及目前的困難僅為短期。

我們的願景是成為全球運營效率及生態可持續性排名前三的奶牛牧場運營商。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

我們預計，在此輪產業衰退中，將有大量效率較低的中小型奶牛牧場被淘汰，而像我們這樣的大型高效牧場經營者則將獲得更好的競爭地位。直至2024年下半年，原料奶市場亦將恢復供需平衡。為應對原料奶需求的長期增長做好準備，於2023年1月，新建的大型奶牛牧場醇源牧場3已投入試營運，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。

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，中國仍具有較大牛肉需求增長潛力，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。

我們預計，高品質牛肉產品（如和牛）的需求將大幅增長。我們計劃啟動自有和牛小母牛選育計劃，並於2023年下半年開始和牛體外人工受孕胚胎生產及轉移。我們將進一步擴大客戶群並使其多樣化，以提升我們作為優質肉牛供應商的聲譽並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。

管理層討論與分析

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。基因技術的進步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。我們亦希望成為特種稀有牛（如和牛）商業化的行業領導者。

我們的自有預混飼料廠已於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。

建立環境影響最小化且可持續發展的業務

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等資源的有效利用。我們亦正在探索減少溫室氣體排放的新技術。更多詳情，請參閱我們刊發日期為2023年4月25日的《環境、社會及管治報告》。

2023年下半年行動

我們預計，今年下半年的經營環境依然艱難，消費者信心依然低迷。我們決定採取行動，渡過難關。

一方面，我們堅持不懈地開發新客戶，擴大客戶群。另一方面，自3月份以來一直採取措施，我們繼續採取有效措施，降低飼料成本。此外，為提高我們在遺傳及育種方面的領先地位，我們將於下半年開始體外人工受孕實驗室的運營，啟動和牛小母牛的選育及和牛體外人工受孕的生產及轉移。

全年，我們的目標是產奶量達到13.5噸，我們認為我們將繼續成為中國產奶量最高的奶牛牧場經營商。

管理層討論與分析

上市所得款項用途

本公司的股份於2022年12月30日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籌得所得款項淨額約101.4百萬港元。

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，已發行606,000股額外股份及本公司額外籌得所得款項淨額約3.88百萬港元。截至本中期報告日期，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」）。

所得款項用途已於日期為2023年3月1日的公告中進行修訂及說明。下表列出於2023年6月30日所得款項淨額用途的詳細明細及說明：

所得款項用途	佔所得款項淨額 總數的百分比	概約金額	直至 2023年6月30日止 的實際動用情況	於2023年6月30日 的未動用所得款項 淨額
(i) 兩套擠奶設備	9.50%	10.02百萬港元	10.02百萬港元	—
(ii) 37台奶牛飼養車輛設備	10.90%	11.50百萬港元	11.50百萬港元	—
(iii) 降溫設備及其他養殖輔助設備	76.00%	80.04百萬港元	79.21百萬港元	0.83百萬港元
(iv) 牛糞處理設施	3.60%	3.72百萬港元	3.72百萬港元	—
總計	100.00%	105.28百萬港元	104.45百萬港元	0.83百萬港元

截至本報告日期，未動用的0.83百萬港元已於2023年8月悉數用於支付降溫設備及其他養殖輔助設備。

重大投資及資本資產的未來計劃

除本中期報告所披露者外，我們並無其他重大投資及資本資產計劃。

企業管治及其他資料

澳亞集團有限公司董事會提呈本集團截至2023年6月30日止六個月的中期報告及未經審核的簡明綜合財務報表，連同截至2022年6月30日止六個月的比較數字。

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

於2023年6月30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淡倉將如下：

於股份及相關股份中的權益

董事或最高行政人員姓名	權益性質	股份數目	概約百分比 ⁽¹⁾
陳榮南	受控制公司權益 實益擁有人 與其他人士共同擁有的權益 信託受益人	28,140,581(L) ⁽²⁾	4.02%
Edgar Dowse Collins	實益擁有人	8,245,060(L) ⁽³⁾	1.18%
楊庫	實益擁有人	3,058,200(L) ⁽⁴⁾	0.44%
高麗娜	實益擁有人	166,500(L) ⁽⁵⁾	0.02%
Gabriella Santosa	聯合投資權力持有人及信託受益人	258,982,213(L) ⁽⁶⁾⁽⁷⁾	36.97%

附註：

(L) 指好倉

(1) 根據2023年6月30日已發行股份總數700,463,112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先生共同持有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。

企業管治及其他資料

- (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。
- (6) 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。Rangi Management Limited亦被視作於Japfa Ltd持有的11,704,038股本公司股份中擁有權益。
- 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。
- (7) 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。
- (8) 除上述披露外，於2023年6月30日，概無董事於香港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香港聯交所及證監會的權益或淡倉。

企業管治及其他資料

於股份及相關股份中的主要股東權益及淡倉

於2023年6月30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條存置的登記冊的權益或淡倉：

主要股東姓名／名稱	權益性質	股份數目	概約百分比 ⁽¹⁾
Rangi Management Limited	實益擁有人	224,099,338(L) ⁽²⁾	31.99%
融合投資控股有限公司	受控實體權益	224,099,338(L) ⁽²⁾	31.99%
Morze International Limited	實益擁有人	62,155,958(L) ⁽⁵⁾	8.87%
Rachel Anastasia Kolonas女士	信託委託人／受益人	62,155,958(L) ⁽⁵⁾	8.87%
Highvern Trustee Limited	信託受託人	307,598,171(L) ⁽²⁾⁽⁵⁾	43.95%
Renaldo Santosa先生	信託受益人	258,982,213(L) ⁽²⁾⁽³⁾⁽⁴⁾	36.97%
	實益擁有人	356,860(L) ⁽⁴⁾	0.05%
Gabriella Santosa女士	信託受益人	258,982,213(L) ⁽²⁾⁽³⁾	36.97%
MNM Holdings Limited	受控制公司權益	307,598,171(L) ⁽⁶⁾	43.91%
Martin John Hall先生	受控制公司權益	307,598,171(L) ⁽⁶⁾	43.91%
Naomi Julia Rive女士	受控制公司權益	307,598,171(L) ⁽⁶⁾	43.91%
明治（中國）投資有限公司	實益擁有人	155,451,785(L)	22.19%

附註：

(L) 指好倉

(1) 根據2023年6月30日已發行股份總數700,463,112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。Rangi Management Limited亦被視作於Japfa Ltd持有的11,704,038股本公司股份中擁有權益。

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。

企業管治及其他資料

- (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。
- (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 Scuderia Trust 及 Capital Two Trust 的受託人於股份中擁有權益。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。
- (8) 除上文所披露者外，於 2023 年 6 月 30 日，本公司並未獲悉於股份或相關股份中須根據《證券及期貨條例》第 XV 部第 2 及第 3 分部的條文向本公司及香港聯交所披露的任何其他相關權益或淡倉，或根據《證券及期貨條例》第 336 條須登記於本公司存置的登記冊的權益或淡倉。

企業管治及其他資料

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，該計劃於2022年12月5日經修訂，並於上市日期生效。

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。

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。

AAG績效股份計劃的主要條款概要載於2022年年報。

於2023年1月1日及2023年6月30日，根據AAG績效股份計劃授出的未行使獎勵詳情載列如下，本報告期內並無任何變動（即已授出、已行使、已失效及已註銷）：

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⁾
董事				
陳榮南	2021年6月1日	2023年4月30日	629,000 ⁽²⁾	0.09%
	2022年3月23日	2024年4月30日	566,470 ⁽³⁾	0.08%
Edgar Dowse COLLINS	2021年6月1日	2023年4月30日	629,000 ⁽²⁾	0.09%
	2022年3月23日	2024年4月30日	629,000 ⁽²⁾	0.09%
楊庫	2021年6月1日	2023年4月30日	251,600 ⁽²⁾	0.04%
	2022年3月23日	2024年4月30日	251,600 ⁽³⁾	0.04%
高麗娜	2022年3月23日	2024年4月30日	166,500 ⁽³⁾	0.02%
其他參與者				
28名本集團高級管理層及其他僱員	2021年6月1日	2023年4月30日	761,000 ⁽²⁾⁽⁴⁾	0.11%
36名本集團高級管理層及其他僱員	2022年3月23日	2024年4月30日	910,200 ⁽³⁾	0.13%
總計			4,794,370	0.69%

附註：

(1) 該計算乃根據於2023年6月30日的已發行股份總數700,463,112股作出。

企業管治及其他資料

- (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。
- (4) 為數761,000較先前披露的751,100有增加，原因是調整了薪酬委員會所批准獎勵中的參數及四捨五入，並於2023年8月獲得董事會批准。

2023年6月30日之後的更新：2021財年股份獎勵歸屬後董事的權益變化

2021年6月1日授予的股份獎勵已於2023年8月24日歸屬。2021財年股份獎勵歸屬後，董事於股份及相關股份中的權益變化如下：

董事或最高行政人員姓名	權益性質	股份數目	概約百分比 ⁽¹⁾
陳榮南	受控制公司權益 實益擁有人 與其他人士共同擁有的權益 信託受益人	28,138,581(L) ⁽²⁾	4.02%
Edgar Dowse Collins	實益擁有人	8,243,060(L) ⁽³⁾	1.18%
楊庫	實益擁有人	3,057,600(L) ⁽⁴⁾	0.44%

附註：

- (L) 指好倉
- (1) 根據2023年8月24日已發行股份總數700,463,112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16,385,898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566,470股股份，但須符合該等獎勵的歸屬條件；(iii)與Puah Bee Neo先生共同持有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629,000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251,600股股份，但須符合該等獎勵的歸屬條件。

企業管治及其他資料

AAG首次公開發售後受限制股份單位計劃

AAG首次公開發售後受限制股份單位計劃已獲股東有條件批准並於2022年12月5日獲本公司採納，該計劃將於上市日期生效。

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。

受限制股份單位計劃的有效期為上市日期（2022年12月30日）起至上市十週年（即2032年12月30日）止或該計劃根據受限制股份單位計劃終止的較早日期（「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。期限結束後，於期限內授予的獎勵應根據其授予條款繼續有效。

受限制股份單位計劃主要條款的概要載於2022年年報。

於2023年6月30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%），69,985,711股股份佔本中期報告日期已發行股份的10%。

於2023年1月1日及2023年6月30日，績效股份計劃及受限制股份單位計劃的整體計劃授權限額項下可供授予的獎勵數量分別為69,985,711份及69,985,711份，分別佔於2023年1月1日及2023年6月30日已發行股本的10%。現有計劃不允許向服務供應商授予任何股份。因此，並無服務供應商分限額。

並無根據本公司的績效股份計劃及受限制股份單位計劃授予任何股份獎勵，因此，截至2023年6月30日止六個月內已獎勵股份與股份加權平均數的比率並無意義。

* 根據上市規則第17章，除受限制股份單位計劃限額外，所有股份計劃的總體限額為10%。

購買、出售或贖回本公司上市證券

於報告期內，AAG績效股份計劃的受託人根據信託及股份計劃規則及條款，於聯交所購買合共1,145,000股股份，總代價為3,437,119港元（相當於人民幣3,172,542元），以及於報告期後至2023年9月4日之期間以2,453,738港元（相當於人民幣2,245,661元）的總代價購買1,121,000股股份。

除本中期報告已披露者外，於報告期內本公司及其附屬公司均未購買、出售或贖回本公司任何於聯交所上市的證券。

企業管治及其他資料

遵守企業管治守則

本公司已採納上市規則附錄十四第2部所載《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，且企業管治守則自上市日期起適用於本公司。

據董事所悉，於本報告期間，本公司已遵守企業管治守則所載的所有適用守則條文。

本公司將繼續定期審閱及監察其企業管治常規，以確保遵守企業管治守則，並保持本公司的高標準企業管治常規。

遵守董事進行證券交易的標準守則

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。

上市規則內有關遵守董事進行證券交易的標準守則之條文自上市日期起已適用於本公司。經本公司作出具體查詢後，全體董事確認，彼等於本報告期間一直遵守標準守則所載指引。

於本報告期間起至本報告日期，本公司概不知悉已發生違反標準守則的事件。

董事資料變動

根據上市規則第13.51B(1)條，自本公司2022年年度報告日期起，董事資料變動情況如下：

1. 執行董事高麗娜女士在本公司於2023年6月7日舉行的股東週年大會上獲股東重新委任為非執行董事；及
2. Gabriella Santosa女士在本公司於2023年6月7日舉行的股東週年大會上獲股東委任為非執行董事。

公眾持股量

根據本公司的公開可得資料及就董事所深知，本公司已維持上市規則規定的公眾持股量。

報告期後重大事件

截至2023年6月30日止六個月及直至本報告日期，本公司並無發生任何重大事件。

企業管治及其他資料

中期股息

董事會已議決不建議派付截至2023年6月30日止六個月的中期股息。

審核委員會

本公司已根據上市規則第3.21條及企業管治守則成立審核委員會，並制定其書面職權範圍。審核委員會的首要職責為審閱及監督本集團財務報告程序及內部控制系統，審閱及批准關連交易（如有）及向董事會提供意見及建議。本公司審核委員會（「**審核委員會**」）由一名非執行董事平田俊行先生以及兩名獨立非執行董事辛定華先生及張泮先生組成。辛定華先生（即我們具備合適專業資質的獨立非執行董事）為審核委員會主席。

審核委員會與本公司管理層已審閱本集團截至2023年6月30日止六個月的未經審核綜合財務報表以及本集團採納的會計原則及政策。

簡明綜合損益及其他全面收益表

簡明綜合損益表

截至2023年6月30日止六個月

	附註	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
收入	4	1,845,610	1,810,503
銷售成本		(1,841,147)	(1,803,147)
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		291,122	429,117
來自肉牛公允價值減銷售成本變動的收益		16,883	6,636
毛利		312,468	443,109
其他收入及收益	5	48,974	26,401
來自其他生物資產公允價值減銷售成本變動的(虧損)/收益		(414,615)	12,825
銷售及分銷開支		(1,425)	(1,027)
行政開支		(109,972)	(164,489)
其他開支	5	(13,167)	(22,013)
融資成本	6	(125,842)	(93,768)
稅前(虧損)/利潤	7	(303,579)	201,038
所得稅開支	8	(6,900)	(6,890)
期內(虧損)/利潤		(310,479)	194,148
以下人士應佔：			
母公司擁有人		(310,479)	194,148
歸屬於母公司普通股權益持有人的每股盈利	10		
基本			
一期內(虧損)/利潤		人民幣(0.44)元	人民幣0.31元
攤薄			
一期內(虧損)/利潤		人民幣(0.44)元	人民幣0.31元

簡明綜合損益及其他全面收益表

簡明綜合全面收益表

截至2023年6月30日止六個月

	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
期內(虧損)/利潤	(310,479)	194,148
其他全面虧損		
於後續期間可能重新分類至損益的其他全面虧損		
匯兌差額		
海外業務換算匯兌差額	(4,002)	(12,429)
於後續期間可能重新分類至損益的其他全面虧損淨額	(4,002)	(12,429)
期內其他全面虧損，除稅後	(4,002)	(12,429)
期內全面(虧損)/收益總額	(314,481)	181,719
以下人士應佔：		
母公司擁有人	(314,481)	181,719

簡明綜合財務狀況表

於2023年6月30日

	附註	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)	2022年1月1日 人民幣千元 (經審核) (經重列)
非流動資產				
物業、廠房及設備	11	3,322,113	3,175,200	2,654,574
使用權資產		1,563,675	1,356,311	1,027,768
無形資產		6,043	3,301	4,970
生物資產	12	3,416,274	3,450,288	3,045,650
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		8,830	8,511	5,203
其他長期資產		64,069	66,576	51,461
長期應收款項		89,428	84,992	75,584
非流動資產總值		8,470,432	8,145,179	6,865,210
流動資產				
存貨		836,633	1,304,146	1,024,350
生物資產	12	547,556	380,267	313,794
應收款項	13	308,005	350,961	297,110
預付款項、其他應收款項及其他資產	14	237,267	155,901	119,395
現金及現金等價物		312,069	397,946	141,190
已抵押存款		5,960	5,986	7,032
流動資產總值		2,247,490	2,595,207	1,902,871
流動負債				
應付款項	15	792,546	1,058,287	507,760
其他應付款項及應計項目	16	390,681	477,394	244,871
股份增值負債		—	—	29,247
股東貸款		—	—	40,167
計息銀行借款	17	1,093,399	868,093	417,966
租賃負債		141,866	75,707	34,757
遞延收入		7,636	4,800	10,178
應納稅款		5,770	4,062	6,870
流動負債總額		2,431,898	2,488,343	1,291,816
流動(負債)/資產淨值		(184,408)	106,864	611,055
資產總值減流動負債		8,286,024	8,252,043	7,476,265

簡明綜合財務狀況表

於2023年6月30日

	附註	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)	2022年1月1日 人民幣千元 (經審核) (經重列)
非流動負債				
計息銀行借款	17	1,575,090	1,304,344	1,290,581
遞延稅項負債		4,335	4,179	3,825
遞延收入		26,904	19,231	21,825
租賃負債		1,414,633	1,254,817	928,974
其他應付款項及應計項目	16	—	95,671	95,868
前股東貸款		—	—	122,669
非流動負債總額		3,020,962	2,678,242	2,463,742
資產淨值		5,265,062	5,573,801	5,012,523
權益				
母公司擁有人應佔權益				
股本	18	2,435,712	2,432,340	1,892,652
庫存股份		(3,173)	—	—
儲備		2,832,523	3,141,461	3,119,871
權益總額		5,265,062	5,573,801	5,012,523

簡明綜合權益變動表

中期簡明綜合權益變動表

截至2023年6月30日止六個月

	母公司擁有人應佔								
	股本 人民幣千元 (附註18)	庫存股份 人民幣千元	購股權儲備* 人民幣千元	法定儲備* 人民幣千元	外幣換算儲備* 人民幣千元	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* 人民幣千元	合併儲備* 人民幣千元	留存利潤* 人民幣千元	權益總額 人民幣千元
於2023年1月1日(經重列)	2,432,340	-	11,840	514,777	75,152	(43,367)	(54,866)	2,637,925	5,573,801
期內虧損(未經審核)	-	-	-	-	-	-	-	(310,479)	(310,479)
期內其他全面虧損:									
與海外業務有關的匯兌差額(未經審核)	-	-	-	-	(4,002)	-	-	-	(4,002)
期內全面虧損總額(未經審核)	-	-	-	-	(4,002)	-	-	(310,479)	(314,481)
以權益結算的購股權安排(未經審核)	-	-	5,543	-	-	-	-	-	5,543
根據行使超額配股權發行股份(未經審核)	3,372	-	-	-	-	-	-	-	3,372
已購回股份(未經審核)	-	(3,173)	-	-	-	-	-	-	(3,173)
於2023年6月30日(未經審核)	2,435,712	(3,173)	17,383	514,777	71,150	(43,367)	(54,866)	2,327,446	5,265,062

* 於2023年6月30日，該等儲備賬目包括中期簡明綜合財務狀況表中人民幣2,832,523,000元的綜合儲備。

簡明綜合權益變動表

中期簡明綜合權益變動表

截至2023年6月30日止六個月

	母公司擁有人應佔								
	附註	股本 人民幣千元 (附註18)	購股權儲備* 人民幣千元	法定儲備* 人民幣千元	外幣換算儲備* 人民幣千元	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* 人民幣千元	合併儲備* 人民幣千元	留存利潤* 人民幣千元	權益總額 人民幣千元
於2022年1月1日(經重列)		1,892,652	118,350	470,603	107,875	(46,111)	(54,866)	2,524,020	5,012,523
期內利潤(經重列)		-	-	-	-	-	-	194,148	194,148
期內其他全面虧損：									
與海外業務有關的匯兌差額(經重列)		-	-	-	(12,429)	-	-	-	(12,429)
期內全面收益/(虧損)總額(經重列)		-	-	-	(12,429)	-	-	194,148	181,719
以權益結算的購股權安排(經重列)		-	37,370	-	-	-	-	-	37,370
於2022年6月30日(經重列)		1,892,652	155,720	470,603	95,446	(46,111)	(54,866)	2,718,168	5,231,612

* 於2022年6月30日，該等儲備賬目包括中期簡明綜合財務狀況表中人民幣3,338,960,000元的綜合儲備。

簡明綜合現金流量表

中期簡明綜合現金流量表

截至2023年6月30日止六個月

	附註	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
經營活動所得現金流量			
稅前(虧損)/利潤		(303,579)	201,038
經以下事項調整：			
計提陳舊存貨撥備		8,043	-
計提應收款項減值撥備	5	2,386	-
無形資產攤銷	7	769	1,207
物業、廠房及設備折舊	7	75,348	68,235
使用權資產折舊	7	11,651	13,463
修改租賃收益	5	(10,520)	-
生物資產公允價值變動虧損/(收益)淨額	12	397,732	(19,461)
融資成本		125,842	93,768
利息收入		(4,436)	(1,591)
出售物業、廠房及設備項目的虧損	5	4,432	3,675
以股份為基礎的付款	7	5,543	44,654
營運資金變動前的經營現金流量		313,211	404,988
存貨減少		373,241	272,940
應收款項及預付款項、其他應收款項及其他資產增加		(51,918)	(35,992)
應付款項以及其他應付款項及應計項目減少		(418,699)	(5,532)
遞延收入增加		10,510	16,332
經營產生的現金流量		226,345	652,736
已付所得稅		(5,185)	(4,509)
經營活動所得現金流量淨額		221,160	648,227

簡明綜合現金流量表

附註	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
投資活動所用現金流量		
購買物業、廠房及設備項目	(329,318)	(191,072)
出售物業、廠房及設備項目所得款項	7,142	2,761
出售生物資產所得款項	260,741	282,763
添置無形資產	(3,511)	(474)
購買資本化生物資產	(603,855)	(576,333)
新增已抵押存款	-	(36)
已抵押存款減少	26	1,130
投資活動所用現金流量淨額	(668,775)	(481,261)
融資活動所得現金流量		
首次公開發售發行開支款項	-	(1,878)
根據行使超額配股權發行股份所得款項	3,372	-
已購回股份	(3,173)	-
已付利息	(81,708)	(68,889)
租賃付款的本金部分	(53,114)	(42,467)
償還計息銀行借款	(504,661)	(242,368)
新增計息銀行借款	997,788	363,520
融資活動所得現金流量淨額	358,504	7,918
現金及現金等價物變動淨額	(89,111)	174,884
匯率變動對現金及現金等價物的影響	3,234	404
期初現金及現金等價物	397,946	141,190
期末現金及現金等價物	312,069	316,478
現金及現金等價物結餘分析		
現金及銀行結餘	318,029	322,417
已抵押存款	(5,960)	(5,939)
現金流量表所載現金及現金等價物	312,069	316,478

簡明綜合財務報表附註

簡明綜合財務報表附註

截至2023年6月30日止六個月

1. 編製基準

截至2023年6月30日止六個月的中期簡明綜合財務資料乃根據國際會計準則（「國際會計準則」）第34號中期財務報告編製。中期簡明綜合財務資料並不包括年度財務報表所要求的所有資料及披露，而應與本集團根據國際財務報告準則（「國際財務報告準則」）編製的截至2022年12月31日止年度之年度綜合財務報表一併閱讀。

除按公允價值計量且其變動計入當期損益的股權投資及按公允價值計量的生物資產外，中期簡明綜合財務資料乃按歷史成本慣例編製。中期簡明綜合財務資料以人民幣（「人民幣」）列示，而除另有指示外，所有價值均湊整至最接近千位。

於2023年6月30日，本集團的流動負債淨額約為人民幣184,408,000元。於2023年6月30日，本集團有未動用銀行信貸人民幣1,334,736,000元，將於2024年6月30日後到期。董事認為，在可預見的未來，本集團的經營活動將產生充足的現金流量。因此，財務報表已按持續經營基準編製。

變更呈列貨幣

截至2023年6月30日止六個月，本集團將其呈列貨幣由美元（「美元」）變更為人民幣，乃考慮到(i)本公司的主要附屬公司於中華人民共和國（「中國」）註冊成立，其交易以人民幣計值及結算；及(ii)減少美元兌人民幣的外匯匯率波動對本集團綜合財務報表的影響。本集團的呈列貨幣變更乃根據國際會計準則第8號「會計政策、會計估計變更及差錯」追溯應用，於2022年1月1日及2022年12月31日以及截至2022年6月30日止六個月的對比數據已重新換算為人民幣並相應重列。

簡明綜合財務報表附註

2. 會計政策及披露變動

編製中期簡明綜合財務資料所採納之會計政策與編製本集團截至2022年12月31日止年度的年度綜合財務報表所應用者一致，惟就本期間財務資料首次採納以下新訂及經修訂的國際財務報告準則（「國際財務報告準則」）除外。

國際財務報告準則第17號	保險合約
國際財務報告準則第17號（修訂本）	保險合約
國際財務報告準則第17號（修訂本）	初次應用國際財務報告準則第17號及國際財務報告準則第9號 – 比較資料
國際會計準則第1號及國際財務報告準則實務說明第2號（修訂本）	會計政策披露
國際會計準則第8號（修訂本）	會計估計定義
國際會計準則第12號（修訂本）	來自單一交易的資產及負債相關遞延稅項
國際會計準則第12號（修訂本）	國際稅收改革 – 支柱二模板規則

適用於本集團的新訂及經修訂的國際財務報告準則的性質及影響描述如下：

- (a) 國際會計準則第1號（修訂本）要求實體披露重大會計政策資料，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，會計政策資料可以合理預期影響通用財務報表的主要使用者根據該等財務報表所作出的決定，該會計政策資料則屬重大。國際財務報告準則實務說明第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。本集團自2023年1月1日起應用該等修訂。該等修訂對本集團的中期簡明綜合財務資料並無任何影響。
- (b) 國際會計準則第8號（修訂本）澄清會計估計變動與會計政策變動之間的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦闡明實體如何使用計量技術及輸入值制定會計估計。本集團對2023年1月1日或之後發生的會計政策變動及會計估計變動採用該等修訂。由於本集團確定會計估計的政策與該等修訂一致，故該等修訂並無對本集團的財務狀況或表現造成任何影響。

簡明綜合財務報表附註

2. 會計政策及披露變動(續)

- (c) 國際會計準則第12號(修訂本)來自單一交易的資產及負債相關遞延稅項縮窄國際會計準則第12號初步確認例外情況的範圍，使其不再適用於產生相等應課稅及可扣減暫時差額的交易，例如租賃及停運責任。因此，實體須就該等交易產生的暫時差額確認遞延稅項資產(倘有足夠的應課稅溢利)及遞延稅項負債。本集團已就2023年1月1日與租賃相關的暫時差額應用該等修訂。該等修訂對本集團的中期簡明合併財務資料無任何影響。
- (d) 國際會計準則第12號(修訂本)國際稅務改革—支柱二模板規則引入強制性暫時豁免確認及披露實施經濟合作暨發展組織所刊發的支柱二模板規則所產生的遞延稅項。該等修訂亦為受影響實體引入披露規定，以協助財務報表使用者更好地了解該等實體須繳納的支柱二所得稅，包括分開披露於支柱二法例生效期間有關支柱二所得稅的即期稅項，及披露於法例頒佈或實質上頒佈但尚未生效期間，有關所須繳納的支柱二所得稅的所知或合理可估計資料。實體須於2023年1月1日或之後開始的年度期間披露所須繳納的支柱二所得稅的有關資料，惟毋須於2023年12月31日或之前終止的任何中期期間披露該等資料。本集團已追溯應用該等修訂本。由於本集團不屬於支柱二模板規則的規管範圍，故該等修訂對本集團並無任何影響。

3. 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、飼料及其他的其他業務。

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。

簡明綜合財務報表附註

3. 經營分部資料 (續)

截至2023年6月30日止六個月

	原料奶 人民幣千元 (未經審核)	肉牛 人民幣千元 (未經審核)	其他 人民幣千元 (未經審核)	合計 人民幣千元 (未經審核)
分部收入 (附註4)				
銷售予外部客戶	1,612,331	154,192	79,087	1,845,610
分部間銷售	65,320	—	42,269	107,589
	1,677,651	154,192	121,356	1,953,199
抵銷分部間銷售				(107,589)
收入				1,845,610
分部業績	(160,617)	14,498	3,029	(143,090)
融資成本 (不包括租賃負債的利息)				(86,324)
未分配的企業及行政開支				(109,972)
未分配的其他收入及開支				35,807
稅前虧損				(303,579)

簡明綜合財務報表附註

3. 經營分部資料(續)

截至2022年6月30日止六個月

	原料奶 人民幣千元 (經審核) (經重列)	肉牛 人民幣千元 (經審核) (經重列)	其他 人民幣千元 (經審核) (經重列)	合計 人民幣千元 (經審核) (經重列)
分部收入(附註4)				
銷售予外部客戶	1,576,367	162,889	71,247	1,810,503
分部間銷售	37,663	—	—	37,663
	1,614,030	162,889	71,247	1,848,166
抵銷分部間銷售				(37,663)
收入				1,810,503
分部業績	416,350	4,277	6,328	426,955
融資成本(不包括租賃負債的利息)				(65,816)
未分配的企業及行政開支				(164,489)
未分配的其他收入及開支				4,388
稅前利潤				201,038

分部資產及負債

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資料，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。

簡明綜合財務報表附註

3. 經營分部資料 (續)

其他分部資料

截至2023年6月30日止六個月

	原料奶 人民幣千元 (未經審核)	肉牛 人民幣千元 (未經審核)	其他 人民幣千元 (未經審核)	合計 人民幣千元 (未經審核)
計入分部業績計量的金額：				
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	291,122	—	—	291,122
來自肉牛公允價值減銷售成本變動的收益	—	16,883	—	16,883
來自其他生物資產公允價值減銷售成本				
變動的虧損	414,615	—	—	414,615
自損益扣除的折舊及攤銷	75,389	11,375	1,004	87,768
租賃負債利息	37,124	2,385	9	39,518
銷售及分銷開支	—	—	1,425	1,425
資本開支	1,252,768	226,535	9,626	1,488,929

截至2022年6月30日止六個月

	原料奶 人民幣千元 (經審核) (經重列)	肉牛 人民幣千元 (經審核) (經重列)	其他 人民幣千元 (經審核) (經重列)	合計 人民幣千元 (經審核) (經重列)
計入分部業績計量的金額：				
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	429,117	—	—	429,117
來自肉牛公允價值減銷售成本變動的收益	—	6,636	—	6,636
來自其他生物資產公允價值減銷售成本				
變動的收益	12,825	—	—	12,825
自損益扣除的折舊及攤銷	73,300	9,066	539	82,905
租賃負債利息	25,592	2,359	1	27,952
銷售及分銷開支	—	—	1,027	1,027
資本開支	815,440	188,694	38,683	1,042,817

簡明綜合財務報表附註

3. 經營分部資料(續)

區域資料

(a) 來自外部客戶的收入

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
中國內地	1,845,610	1,810,503

上述收入資料乃按客戶所在地劃分。

(b) 非流動資產

	截至6月30日止六個月	
	2023年 6月30日 人民幣千元 (未經審核)	2022年 12月31日 人民幣千元 (經審核) (經重列)
中國內地	8,372,174	8,051,676

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。

簡明綜合財務報表附註

4. 收入

收入分析如下：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
客戶合約收入		
原料奶銷售	1,612,331	1,576,367
肉牛銷售	154,192	162,889
其他銷售	79,087	71,247
	1,845,610	1,810,503
收入確認時間		
按時間點	1,845,610	1,810,503

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等。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（即客戶收到商品並接受質量的時間點）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，而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。

分配至剩餘履約責任的交易價格

在大多數的銷售合約中，本集團有權開發票的代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，分配至該等未達成的履約責任的交易價格不予披露。

簡明綜合財務報表附註

5. 其他收入及收益以及其他開支

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
其他收入及收益		
政府補助	21,130	13,000
保險索賠	5,430	4,954
技術服務費	7,280	4,119
修改租賃收益	10,520	–
利息收入	1,547	1,620
其他	3,067	2,708
合計	48,974	26,401
其他開支		
外匯虧損淨額(附註7)	6,079	13,936
出售物業、廠房及設備的虧損	4,432	3,675
應收款項減值	2,386	–
其他	270	4,402
合計	13,167	22,013

6. 融資成本

融資成本分析如下：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
銀行貸款之利息	86,464	59,743
股東貸款之利息	–	4,001
租賃負債利息	39,518	27,952
合約負債之利息	2,189	2,072
	128,171	93,768
減：資本化利息開支	(2,329)	–
合計	125,842	93,768

簡明綜合財務報表附註

7. 稅前(虧損)/利潤

本集團的稅前利潤乃經扣除/(計入)以下各項後得出：

附註	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
原料奶的銷售成本	1,612,331	1,576,367
肉牛的銷售成本	154,192	162,889
其他銷售成本	74,624	63,891
銷售成本	1,841,147	1,803,147
物業、廠房及設備折舊	134,342	123,065
減：資本化生物資產	58,994	54,830
自損益扣除的折舊	75,348	68,235
使用權資產折舊	52,296	41,718
減：資本化生物資產	40,645	28,255
自損益扣除的折舊	11,651	13,463
無形資產攤銷	769	1,207
未計入租賃負債計量的租賃款項	12,385	12,577
核數師薪酬	200	5,100
來自其他生物資產公允價值減銷售成本變動的虧損/(收益)	414,615	(12,825)
僱員福利開支(包括董事及最高行政人員薪酬)：		
工資及薪金	152,265	114,283
退休金計劃供款	30,208	26,158
以股份為基礎的付款開支	5,543	44,654
	188,016	185,095
外匯差異淨額	5	13,936

簡明綜合財務報表附註

8. 所得稅開支

	附註	截至6月30日止六個月	
		2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
即期所得稅			
期內扣除		582	800
往年超額撥備		8	14
外國預扣稅	(a)	6,310	6,076
期內稅項總額		6,900	6,890

附註：

- (a) 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，且於截至2022年及2023年6月30日止六個月的預扣企業所得稅稅率為10%。
- (b) 稅項指於中國內地、新加坡、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：

	截至6月30日止六個月	
	2023年	2022年
新加坡	17%	17%
香港	16.5%	16.5%
中國內地	25%	25%

- (c) 於截至2022年及2023年6月30日止六個月，中國附屬公司須遵守中國《企業所得稅法》按25%的稅率納稅。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截至2022年及2023年6月30日止六個月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。

簡明綜合財務報表附註

9. 股息

截至2022年及2023年6月30日止六個月，本公司並無支付或宣派任何股息。

10. 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應佔期內利潤及截至2022年及2023年6月30日止六個月分別發行的621,807,139股及700,412,612股普通股加權平均數進行計算，並為反映期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期內利潤進行計算。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期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：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
<u>盈利</u>		
用於計算每股基本及攤薄盈利之母公司普通股權益持有人應佔(虧損)/利潤	(310,479)	194,148
	截至6月30日止六個月	
	2023年 (未經審核)	2022年 (經審核) (經重列)
<u>股份</u>		
用於計算每股基本盈利的期內已發行普通股加權平均數	700,412,612	621,807,139
攤薄效應 — 普通股加權平均數：		
購股權	—	448,466
	700,412,612	622,255,605

簡明綜合財務報表附註

11. 物業、廠房及設備

截至2023年6月30日止六個月，本集團按成本人民幣290,301,000元收購資產（截至2022年6月30日止六個月：人民幣217,325,000元）。

截至2023年6月30日止六個月，本集團出售賬面淨值為人民幣11,574,000元（截至2022年6月30日止六個月：人民幣6,436,000元）的資產（分類為持有出售的資產除外），出售虧損淨額為人民幣4,432,000元（截至2022年6月30日止六個月：人民幣3,675,000元）。

12. 生物資產

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2022年12月31日及2023年6月30日，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。

	2023年6月30日 (未經審核)	2022年12月31日 (經審核)
成母牛	63,943	60,554
育成牛及犏牛	60,326	57,396
肉牛	35,309	29,615
合計	159,578	147,565

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。

簡明綜合財務報表附註

12. 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2022年12月31日及2023年6月30日的公允價值減去銷售成本後的情況如下所示。

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
成母牛	2,342,280	2,459,901
育成牛及犏牛	1,073,994	990,387
肉牛	477,472	380,267
飼料作物	70,084	-
合計	3,963,830	3,830,555
即期	547,556	380,267
非即期	3,416,274	3,450,288
	3,963,830	3,830,555

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，協助其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中期簡明綜合財務資料附註22中披露。

於2023年6月30日，本集團價值為人民幣3,531,809,000元(2022年12月31日：人民幣3,322,513,000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，詳情請參閱中期簡明綜合財務資料附註17。

簡明綜合財務報表附註

12. 生物資產(續)

B – 奶牛、肉牛及飼料作物的價值(續)

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：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
來自奶牛公允價值減銷售成本變動的(虧損)/收益	(407,819)	14,251
來自飼料作物公允價值減銷售成本變動的虧損	(6,796)	(1,426)
來自肉牛公允價值減銷售成本變動的收益	16,883	6,636
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	291,122	429,117
	(106,610)	448,578

13. 應收款項

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
應收款項	310,391	350,961
減值	(2,386)	–
	308,005	350,961

簡明綜合財務報表附註

13. 應收款項(續)

於2022年12月31日及2023年6月30日，應收款項(扣除虧損撥備)按發票日期劃分的賬齡分析如下：

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
1個月內	295,155	336,446
1至2個月	5,317	10,121
2至3個月	3,205	1,292
3個月以上	4,328	3,102
	308,005	350,961

於2023年6月30日，本集團的應收款項包括應收關聯方款項，其金額為人民幣15,165,000元(2022年12月31日：人民幣12,769,000元)，須按類似於向本集團主要客戶提供的信貸條款償還。

於2023年6月30日，人民幣264,621,000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(2022年12月31日：人民幣338,780,000元)，詳情請參閱中期簡明綜合財務資料附註17。

應收款項減值虧損撥備的變動情況如下：

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
期／年初	-	-
期／年內撥備	2,386	-
期／年末	2,386	-

簡明綜合財務報表附註

14. 預付款項、其他應收款項及其他資產

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
預付款項	220,908	146,181
按金及其他應收款項	16,359	9,720
	237,267	155,901

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2023年6月30日及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。

15. 應付款項

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
應付款項	792,546	1,058,287

於2022年12月31日及2023年6月30日基於發票日期的應付款項之賬齡分析如下：

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
2個月以內	462,889	884,365
2至6個月	240,193	126,345
6至12個月	69,565	36,038
1年以上	19,899	11,539
	792,546	1,058,287

於2023年6月30日，人民幣31,833,000元（2022年12月31日：人民幣118,119,000元）的應付款項應於110天內支付予關聯方。

簡明綜合財務報表附註

16. 其他應付款項及應計項目

	附註	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
即期			
其他應付款項		23,107	9,335
應計項目		16,024	38,176
應付工資		64,820	72,286
應付建築費		268,117	318,902
合約負債		-	19,104
應付利息		18,613	19,591
		390,681	477,394
非即期			
其他非流動負債		-	91,339
合約負債		-	4,332
		-	95,671
		390,681	573,065

於2023年6月30日，本集團其他應付款項包括應付關聯方款項人民幣1,556,000元（2022年12月31日：人民幣2,653,000元）。

簡明綜合財務報表附註

17. 計息銀行借款

	2023年6月30日			2022年12月31日		
	實際利率(%)	到期日	人民幣千元 (未經審核)	實際利率(%)	到期日	人民幣千元 (經審核) (經重列)
即期						
銀行貸款－有抵押	3.8-5.2	2024	599,907	3.8-5.08	2023	467,346
長期銀行貸款即期部分 －有抵押	3.40-8.94	2024	493,492	4.21-7.29	2023	400,747
			1,093,399			868,093
非即期						
銀行貸款－有抵押	3.40-8.94	2024-2028	1,575,090	4.21-7.29	2024-2028	1,304,344
			2,668,489			2,172,437
				2023年6月30日 人民幣千元 (未經審核)		2022年12月31日 人民幣千元 (經審核) (經重列)
分析為：						
銀行貸款：						
一年內或按要求				1,093,399		868,093
第二年				568,524		333,818
第三年至第五年(包含首尾兩年)				1,006,566		898,253
五年以上				—		72,273
				2,668,489		2,172,437

簡明綜合財務報表附註

17. 計息銀行借款(續)

附註：

- (a) 於2023年6月30日，本集團的貸款為人民幣4,542,093,000元(2022年12月31日：人民幣4,589,279,000元)，其中未使用銀行貸款為人民幣1,334,736,000元(2022年12月31日：人民幣2,120,287,000元)。本集團的貸款以本集團的若干資產設立的質押作抵押。
- (b) 本集團的銀行貸款以下列各項作抵押：
- (i) 於2023年6月30日，存款人民幣5,960,000元(2022年12月31日：人民幣5,949,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (ii) 於2023年6月30日，應收款項人民幣264,621,000元(2022年12月31日：人民幣338,780,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (iii) 於2023年6月30日，存貨人民幣625,096,000元(2022年12月31日：人民幣568,134,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (iv) 於2023年6月30日，物業、廠房及設備人民幣387,220,000元(2022年12月31日：人民幣346,383,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (v) 於2023年6月30日，生物資產人民幣3,531,809,000元(2022年12月31日：人民幣3,322,513,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (vi) 於2023年6月30日，使用權資產人民幣13,272,000元(2022年12月31日：人民幣13,410,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (vii) 於2023年6月30日，附屬公司股份人民幣172,833,000元(2022年12月31日：人民幣172,833,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (viii) 於2023年6月30日，若干附屬公司投資人民幣2,562,141,000元(2022年12月31日：人民幣2,439,259,000元)已抵押予銀行，作為本集團獲授若干銀行借款的擔保；
 - (ix) 於2023年6月30日，本集團人民幣1,374,748,000元(2022年12月31日：人民幣971,968,000元)的若干銀行貸款由本公司和本集團的若干附屬公司提供擔保。

簡明綜合財務報表附註

18. 股本

股份

	2023年6月30日 (未經審核)	2022年12月31日 (經審核) (經重列)
已發行及繳足： 已發行股份數目	700,463,112	699,857,112
股本(人民幣千元)	2,435,712	2,432,340

本公司股本變動概要如下：

	已發行股份數目	股本 人民幣千元 (經重列)
於2021年12月31日及2022年1月1日	336,111,968	1,892,652
股份分拆	285,695,171	—
於香港聯交所上市後發行股份	30,640,000	159,164
根據購股權計劃發行股份	16,368,300	202,647
轉撥自前股東貸款	31,041,673	177,877
於2022年12月31日及2023年1月1日	699,857,112	2,432,340
根據超額配股權行使發行股份(未經審核)	606,000	3,372
於2023年6月30日(未經審核)	700,463,112	2,435,712

19. 承擔

本集團有下列資本承擔：

	2023年6月30日 人民幣千元 (未經審核)	2022年12月31日 人民幣千元 (經審核) (經重列)
有以下方面的資本承擔： 在建工程	29,532	123,803

簡明綜合財務報表附註

20. 關聯方交易

(a) 截至2022年及2023年6月30日止六個月，本集團與關聯方分別進行了以下交易：

	附註	截至6月30日止六個月	
		2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
受本公司有重大影響的股東控制的實體			
產品銷售	(i)	97,218	66,712
受本公司同一控股股東控制的實體			
購置存貨	(ii)	51,842	77,117
管理費用開支		1,500	1,813
利息開支		—	3,999
利息收入		1,204	1,124

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) 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。

(b) 本集團主要管理人員薪酬：

	截至6月30日止六個月	
	2023年 人民幣千元 (未經審核)	2022年 人民幣千元 (經審核) (經重列)
短期僱員福利	8,848	8,054
以股份為基礎的付款開支	4,297	41,195
支付予主要管理人員的薪酬總額	13,145	49,249

(c) 與關聯方的未償付結餘

於2022年12月31日及2023年6月30日，本集團與關聯方的未償付結餘的詳情披露於中期簡明綜合財務資料附註13、附註15及附註16。

簡明綜合財務報表附註

21. 按類別劃分的金融工具

於2022年12月31日及2023年6月30日，各類金融工具的賬面值如下：

於2023年6月30日

金融資產

	以公允價值 計量且其 變動計入其他 全面收益的 金融資產 人民幣千元 (未經審核)	按攤銷 成本計量的 金融資產 人民幣千元 (未經審核)	合計 人民幣千元 (未經審核)
現金及現金等價物	—	312,069	312,069
已抵押存款	—	5,960	5,960
應收款項	—	308,005	308,005
按金及其他應收款項	—	16,359	16,359
長期應收款項	—	89,428	89,428
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	8,830	—	8,830
總計	8,830	731,821	740,651

金融負債

	按攤銷成本 計量的金融負債 人民幣千元 (未經審核)	合計 人民幣千元 (未經審核)
應付款項	792,546	792,546
計入其他應付款項及應計項目的金融負債	309,837	309,837
計息銀行借款	2,668,489	2,668,489
租賃負債	1,556,499	1,556,499
合計	5,327,371	5,327,371

簡明綜合財務報表附註

21. 按類別劃分的金融工具(續)

於2022年12月31日及2023年6月30日，各類金融工具的賬面值如下：(續)

2022年12月31日

金融資產

	以公允價值計量且 其變動計入其他全 面收益的金融資產 人民幣千元 (經審核) (經重列)	按攤銷成本計量的 金融資產 人民幣千元 (經審核) (經重列)	合計 人民幣千元 (經審核) (經重列)
現金及現金等價物	—	397,946	397,946
已抵押存款	—	5,986	5,986
應收款項	—	350,961	350,961
按金及其他應收款項	—	9,720	9,720
長期應收款項	—	84,992	84,992
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	8,511	—	8,511
合計	8,511	849,605	858,116

金融負債

	按攤銷成本 計量的金融負債 人民幣千元 (經審核) (經重列)	合計 人民幣千元 (經審核) (經重列)
應付款項	1,058,287	1,058,287
計入其他應付款項及應計項目的金融負債	439,167	439,167
計息銀行借款	2,172,437	2,172,437
租賃負債	1,330,524	1,330,524
合計	5,000,415	5,000,415

簡明綜合財務報表附註

22. 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、短期計息銀行借款及其他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、長期計息銀行及其他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、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。

以下為於2022年12月31日及2023年6月30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：

類型	估值技術	重大不可觀察輸入數據	重大不可觀察輸入數據與公允價值計量之間的相互關係
育成牛及犏牛	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。	於2022年12月31日及2023年6月30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21,800元。	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。
	對於不滿14個月的育成牛及犏牛，減去於2022年12月31日及2023年6月30日將奶牛從各自年齡飼養至14個月所需的增量成本。	於2022年12月31日及2023年6月30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9,755元至人民幣18,373元。	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。
	對於14至24個月的育成牛及犏牛，增加於2022年12月31日及2023年6月30日將育成牛從14個月飼養至各自年齡所需的增量成本。	於2022年12月31日及2023年6月30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13,242元。	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。

簡明綜合財務報表附註

22. 公允價值計量(續)

以下為於2022年12月31日及2023年6月30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)

類型	估值技術	重大不可觀察輸入數據	重大不可觀察輸入數據與公允價值計量之間的相互關係
成母牛	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。	於2022年12月31日及2023年6月30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2.43元至人民幣3.10元。	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。
		每頭成母牛的泌乳週期多達六次。於2022年12月31日及2023年6月30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28千克至40千克。	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。
		於2022年12月31日及2023年6月30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4.34元至人民幣5.03元。	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。
		於2022年12月31日及2023年6月30日，所採用的估計未來現金流量貼現率分別為12%及12%。	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。

簡明綜合財務報表附註

22. 公允價值計量 (續)

以下為於2022年12月31日及2023年6月30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)

類型	估值技術	重大不可觀察輸入數據	重大不可觀察輸入數據與公允價值計量之間的相互關係
肉牛	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。	於2022年12月31日及2023年6月30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1,780元至人民幣3,200元。	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。
		於2022年12月31日及2023年6月30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22,145元至人民幣29,880元。	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。
	於2022年12月31日及2023年6月30日，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。	於2022年12月31日及2023年6月30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。	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。
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	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。	缺乏適銷性折扣(「缺乏適銷性折扣」)	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。

簡明綜合財務報表附註

22. 公允價值計量 (續)

公允價值層級

下表列示本集團金融工具的公允價值計量層級：

按公允價值計量的資產

於2023年6月30日

	公允價值計量採用以下基準			合計 人民幣千元 (未經審核)
	活躍市場報價 (第一級) 人民幣千元 (未經審核)	重大可觀察 輸入數據 (第二級) 人民幣千元 (未經審核)	重大不可觀察 輸入數據 (第三級) 人民幣千元 (未經審核)	
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	—	—	8,830	8,830
生物資產－流動	—	—	547,556	547,556
生物資產－非流動	—	—	3,416,274	3,416,274
	—	—	3,972,660	3,972,660

於2022年12月31日

	公允價值計量採用以下基準			合計 人民幣千元 (經審核) (經重列)
	活躍市場報價 (第一級) 人民幣千元 (經審核) (經重列)	重大可觀察 輸入數據 (第二級) 人民幣千元 (經審核) (經重列)	重大不可觀察 輸入數據 (第三級) 人民幣千元 (經審核) (經重列)	
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	—	—	8,511	8,511
生物資產－流動	—	—	380,267	380,267
生物資產－非流動	—	—	3,450,288	3,450,288
	—	—	3,839,066	3,839,066

23. 報告期後事項

於2023年6月30日之後及直至本中期報告日期，本公司或本集團無重大期後事項發生。

釋義及詞彙表

於本中期報告內，除文義另有所指外，以下詞彙具有下列涵義：

「AAG績效股份計劃」	指	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」	指	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
「審核委員會」	指	董事會審核委員會
「董事會」	指	本公司董事會
「企業管治守則」	指	上市規則附錄十四所載的企業管治守則
「本公司」	指	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
「組織章程」	指	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）
「控股股東」	指	具有上市規則所賦予的含義，且除文義另有所指外，指由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.組成的一組控股股東
「本中期報告日期」或「本報告日期」	指	董事會於2023年8月23日批准本中期報告或本報告的日期
「董事」	指	本公司董事
「全球發售」	指	有關股份的香港公开发售及國際發售
「本集團」或「我們」	指	本公司及其附屬公司
「港元」	指	香港法定貨幣港元
「香港」	指	中國香港特別行政區
「佳發」	指	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）
「上市」	指	股份在聯交所主板上市
「上市日期」	指	2022年12月30日，本公司股份首次於聯交所上市的日期

釋義及詞彙表

「上市規則」	指	《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)
「標準守則」	指	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
「中國」	指	中華人民共和國，但僅就本年報而言，除文義另有所指外，本中期報告對中國的提述不包括香港、澳門及台灣
「招股章程」	指	本公司日期為2022年12月16日之招股章程
「報告期間」	指	截至2023年6月30日止六個月
「人民幣」	指	中國的法定貨幣人民幣
「受限制股份單位」	指	根據受限制股份單位計劃授予的限制性股份單位
「受限制股份單位計劃」	指	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
「《證券及期貨條例》」	指	香港法例第571章《證券及期貨條例》(經不時修訂或補充)
「新加坡元」	指	新加坡的法定貨幣新加坡元
「股份」	指	本公司股本中的普通股
「股東」	指	股份持有人
「新加坡」	指	新加坡共和國
「新加坡《公司法》」	指	新加坡1967年《公司法》，經不時修訂、補充或以其他方式修改
「聯交所」	指	香港聯合交易所有限公司
「美國」	指	美利堅合眾國，其領土及屬地，美國任何州及哥倫比亞特區
「美元」	指	美國的法定貨幣美元



AUSTASIA

AustAsia Group Ltd.

澳亞集團有限公司