凤祥食品

山東鳳祥股份有限公司
Shandong Fengxiang Co., Ltd.

(A joint stock company incorporated in
the People's Republic of China with limited liability)
（於中華人民共和國註冊成立的股份有限公司）
股份代號 Stock Code： 9977

ANNUAL REPORT 2024 年報

CONTENTS
目錄

02 CORPORATE INFORMATION
公司基本情況

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

08 2024 MAJOR EVENTS
二零二四年大事記

12 CHAIRMAN'S STATEMENT
董事會主席報告書

15 MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

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

46 REPORT OF BOARD OF DIRECTORS
董事會報告

79 REPORT OF BOARD OF SUPERVISORS
監事會報告

84 CORPORATE GOVERNANCE REPORT
企業管治報告

110 INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

116 CONSOLIDATED BALANCE SHEET
合併資產負債表

120 BALANCE SHEET OF THE COMPANY
母公司資產負債表

123 CONSOLIDATED INCOME STATEMENT
合併利潤表

126 INCOME STATEMENT OF THE COMPANY
母公司利潤表

128 CONSOLIDATED STATEMENT OF CASH FLOW
合併現金流量表

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

132 CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY
合併所有者權益變動表

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

138 NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024
二〇二四年度財務報表附註

312 FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

Corporate Information
公司基本情況

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

Company Secretary 公司秘書	Mr. Shi Lei 石磊先生
Audit Committee 審計委員會	Mr. Chung Wai Man (Chairman) 鍾偉文先生(主席) Ms. Wang Anyi 王安易女士 Mr. Lu Wei 呂崴先生
Nomination Committee 提名委員會	Mr. Zhu Lingjie (Chairman) 朱凌潔先生(主席) Ms. Wang Anyi 王安易女士 Ms. Zhao Yinglin 趙迎琳女士
Remuneration Committee 薪酬委員會	Ms. Wang Anyi (Chairperson) 王安易女士(主席) Ms. Zhao Yinglin 趙迎琳女士 Mr. Qiu Zhongwei 邱中偉先生
Registered Office 註冊辦事處	Liumiao Village, Anle Town, Yanggu County Liaocheng City, Shandong Province PRC 中國 山東省聊城市 陽谷縣安樂鎮劉廟村
Headquarters in the People's Republic of China (the "**PRC**" or "**China**") 中華人民共和國(「**中國**」)總部	Liumiao Village, Anle Town, Yanggu County Liaocheng City, Shandong Province PRC 中國 山東省聊城市 陽谷縣安樂鎮劉廟村
Company's Website 公司網站	www.fengxiang.com

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

Hong Kong Legal Adviser	Fangda Partners 26th Floor, One Exchange Square 8 Connaught Place Central Hong Kong
香港法律顧問	方達律師事務所 香港 中環 康樂廣場8號 交易廣場1期26樓
PRC Legal Adviser	Fangda Partners 24/F, HKRI Centre Two, HKRI, Taikoo Hui 288 Shi Men Yi Road Shanghai PRC
中國法律顧問	方達律師事務所 中國 上海市 石門一路288號 興業太古匯香港興業中心二座24樓
Independent Auditor (the "**Auditor**")	BDO China SHU LUN PAN Certified Public Accountants LLP (Public Interest Entity Auditor recognised in accordance with the Financial Reporting Accounting Ordinance) No. 61 East Nanjing Road Huangpu District Shanghai PRC
獨立核數師(「**核數師**」)	立信會計師事務所(特殊普通合夥)(於《財務彙報會計條例》下的認可公眾利益實體核數師) 中國 上海市 黃浦區 南京東路61號
Principal Bankers	Shanghai Pudong Development Bank Co., Ltd. (Liaocheng Branch) China Minsheng Banking Corp., Ltd. (Liaocheng Branch) Agricultural Bank of China Limited (Yanggu Sub-Branch)
主要往來銀行	上海浦東發展銀行股份有限公司聊城分行 中國民生銀行股份有限公司聊城分行 中國農業銀行股份有限公司陽谷縣支行

Major Financial Indicators and Key Operating Data
主要財務指標及主要經營數據

The following financial statements, notes and discussion and analysis of Shandong Fengxiang Co., Ltd. (the "**Company**" or "**Fengxiang**" together with its subsidiaries, the "**Group**") contain certain amounts and percentage figures that have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them and all monetary amounts shown are approximate amounts only.

山東鳳祥股份有限公司(「**本公司**」或「**鳳祥股份**」及其附屬公司「**本集團**」)以下財務資料報表、附註及討論及分析包括若干經約整的數額及百分比數字。因此，若干表格中合計一欄數字未必為其上所列數字的算術總和，而所有列示金額僅為概約金額。

KEY FINANCIAL DATA
主要財務數據

		For the year ended 31 December 截至12月31日止年度	
		2024	2023
		2024年	2023年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	**5,504,651**	5,134,413
Gross profit	毛利	**660,099**	591,464
Net profit	淨利潤	**280,867**	160,319
Net profit attributable to the shareholders of the parent company	歸屬母公司股東的淨利潤	**280,867**	160,319
Adjusted net profit[1]	經調整後淨利潤[1]	**198,048**	160,319
Basic earning per share *(in RMB cents)*	每股基本盈利(*人民幣分*)	**17.9**	10.8

Note:

1. Net profit after deducting the reversal of monetary fund receivables bad debt and the corresponding tax and interests arising from the liquidation of GMK Finance Co., Ltd. ("**GMK Finance**").

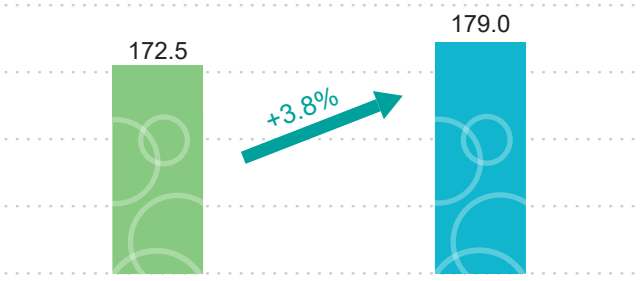
附註：

1. 扣除新鳳祥財務有限公司(「**新鳳祥財務**」)清算產生的貨幣資金壞賬撥回及相關稅費以及利息後的淨利潤。

KEY OPERATING DATA
主要經營數據

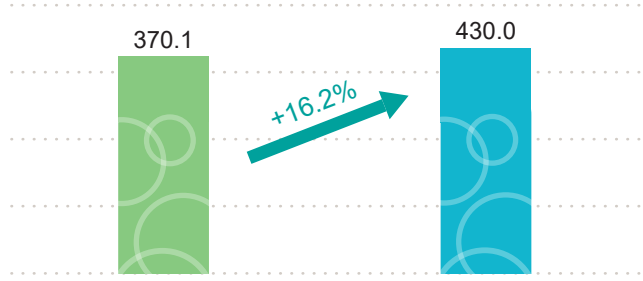
Rearing volume of white-feathered broilers
白羽肉雞飼養量

unit: million birds
單位：百萬隻



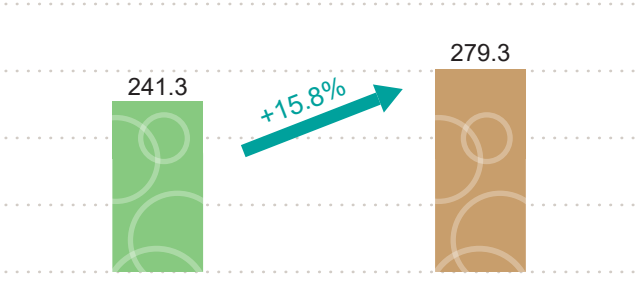
Processed volume of white-feathered broilers
白羽肉雞加工量

unit: million kg
單位：百萬千克



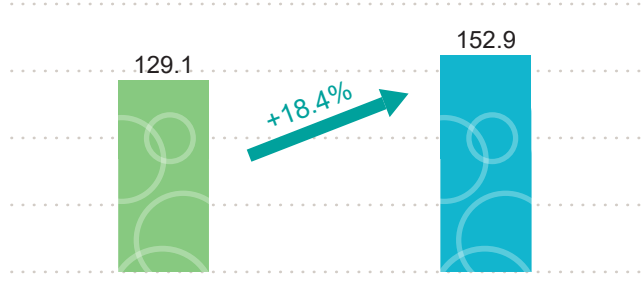
Sales volume of raw chicken meat products
生雞肉製品銷量

unit: million kg
單位：百萬千克



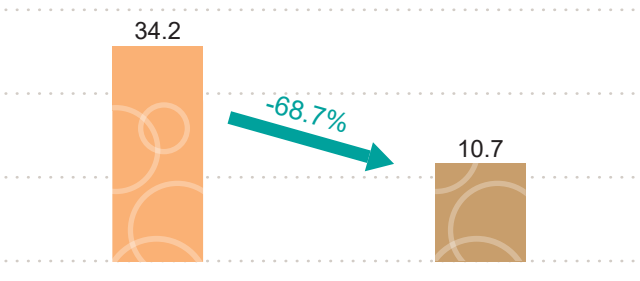
Sales volume of processed chicken meat products
深加工雞肉製品銷量

unit: million kg
單位：百萬千克



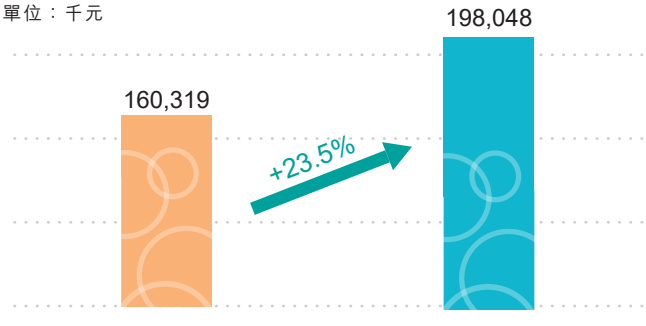
Sales volume of chicken breeds
雞苗銷量

unit: million birds
單位：百萬隻



Adjusted net profit[1]
經調整後淨利潤[1]

unit: thousand
單位：千元



Note:
附註：

1. Net profit after deducting the reversal of monetary fund receivables bad debt and the corresponding tax and interests arising from the liquidation of GMK Finance.
扣除新鳳祥財務清算產生的貨幣資金壞賬撥回及相關稅費以及利息後的淨利潤。

2024 Major Events
二零二四年大事記

JANUARY
一月

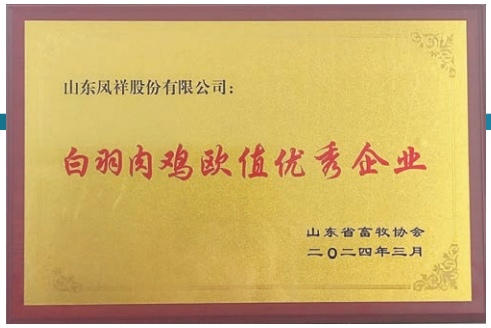
In January, the "優形(iShape)" ("**iShape**") chicken breast brand won the grand prize — the 2023 Excellent New Consumer Brand at the China Retail Eco Conference and 2024 Future Retail New Year Celebration.

1月，在中國零售圈大會暨2024未來零售跨年盛典上，「優形(iShape)」(「**優形**」)雞胸肉品牌斬獲全場大獎 — 2023年度卓越新消費品牌。

MARCH
三月

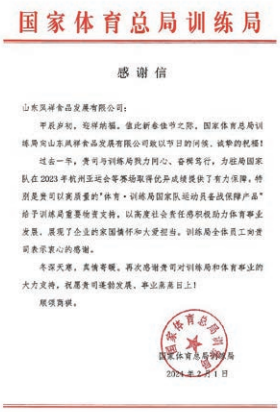
In March, Shandong Fengxiang Food Development Co., Ltd. was awarded "Liangzhilong 2024 12th China Food Ingredients E-commerce Festival Quality Enterprise Recommendation".

3月，山東鳳祥食品發展有限公司獲得「良之隆2024第十二屆中國食材電商節優質企業推薦」榮譽。



In March, at the Second Wuyue Forum of Broiler Industry and Shandong Broiler High Quality Development Conference, the Company was awarded the honourary title of "Outstanding Enterprise of White-feathered Broiler European Index" by virtue of its excellent breeding performance.

3月，在第二屆肉雞產業五岳論壇暨山東肉雞高質量發展大會上，本公司憑藉優異的養殖成績，獲得「白羽肉雞歐指優秀企業」的榮譽稱號。


国家体育总局训练局

感谢信

山东凤祥食品发展有限公司：

平顺岁初，迎祥纳福。值此新春佳节之际，国家体育总局训练局向山东凤祥食品发展有限公司致以节日的问候，诚挚的祝福！

过去一年，贵司与训练局携力同心、奋楫笃行，为驻局国家队在2023年杭州亚运会等赛场取得优异成绩提供了有力保障，特别是贵司打赢质量的"体育·训练局国家队运动员备战保障产品"给予训练局重要物资支持，以高度社会责任感积极助力体育事业发展，展现了企业的家国情怀和大爱担当。训练局全体员工向贵司表示衷心的感谢。

冬深天寒，真情考暖。再次感谢贵司对训练局和体育事业的大力支持，祝愿贵司蒸蒸日上，事业高高日上！

顺颂商祺，

国家体育总局训练局

2024年2月1日

In February, Shandong Fengxiang Food Development Co., Ltd. received a gratitude letter from the Training Bureau of the General Administration of Sport of China. The letter specifically pointed out that "鳳祥食品 (Fovo Foods)" ("**Fovo Foods**") had given important material support to the Training Bureau with high-quality "Sports • Training Bureau National Team Athletes' Preparation and Assurance Products", and actively contributed to the development of the sports industry with high sense of social responsibility, demonstrating the enterprise's family and national sentiment and its great love and responsibility.

2月，山東鳳祥食品發展有限公司收到了來自於國家體育總局訓練局的感謝信。信中特別指出，「鳳祥食品(Fovo Foods)」(「**鳳祥食品**」)以高質量的「體育 • 訓練局國家隊運動員備戰保障產品」給予訓練局重要的物資支持，以高度社會責任感積極助力體育事業發展，展現了企業的家國情懷和大愛擔當。

FEBRUARY
二月

APRIL
四月

In April, the Company held the Fengxiang Postdoctoral Research Project Review Meeting passing the opening report of the project of Research on Drug Resistance Mechanism of Common Poultry Pathogenic Bacteria and Research and Development of Highly Efficient Green Antimicrobial Agent. The Company relied on the close cooperation with various scientific research institutions and universities, maximised the advantages of postdoctoral research station, attracted more doctors who master key technologies into the station, deepened the development of the integration of industry and education platform, so as to boost the high-quality development of white-feathered broilers industry.

4月，本公司召開鳳祥博士後科研課題評審會，通過了《禽常見病原菌耐藥機制研究及高效綠抗菌劑的研發》課題開題報告。本公司依託與各科研機構、高校的緊密合作，最大化發揮博士後科研工作站的平台優勢，吸引更多掌握關鍵技術的博士進站，深化產教融合發展，助推白羽肉雞產業高質量發展。

JUNE
六月

In June, the black garlic flavoured chicken nugget was successfully developed and supplied to customers in bulk. The crispy squid ink-flavoured breadcrumb is wrapping around the crispy and juicy chicken breast with black shell and white meat, the colour of which forms a strong visual aesthetics. Its crunchy and tender meat with light garlic aroma whets people's appetite and brings back memories.

6月，黑蒜風味雞塊開發成功並批量供應客戶。鮮香酥脆墨魚汁面包糠，包裹住脆彈爆汁的雞胸肉，酷黑外殼，白色肉質，黑白分明形成強烈視覺美感，酥脆嫩滑和淡淡蒜香讓人胃口大開，回味無窮。

In May, Fengxiang supported the 2024 Yanggu County Staff Half Marathon. With product attributes of being low-calorie, delicious, convenient and ready-to-eat, iShape easily garnered fans from runners and brought the dual support of health and deliciousness to the vast participants.

5月，鳳祥股份助力2024陽穀縣職工半程馬拉松賽，優形憑藉輕卡美味、便捷即食等產品屬性，輕鬆圈粉實力跑友，將健康與美味的雙重支持帶給廣大參賽者。

MAY
五月

In May, Fengxiang invited the "Promote Law into Enterprises" legal lecture team of the People's Court in Yanggu County to carry out special training activities on integrity in practice with the theme of "Guard the Bottom Line of the Law, Prevent Job-related Crimes". Fengxiang has promoted the modernisation of the corporate governance system and governance capabilities on the trail of law, and comprehensively enhanced the enterprise's ability to resist risks.

5月，鳳祥股份邀請陽穀縣人民法院「送法進企」法律宣講組來公司開展了主題為「守住法律底線，預防職務犯罪」的廉潔從業專題培訓活動，鳳祥股份在法治軌道上推進公司治理體系和治理能力現代化，全面提升企業抗風險能力。

AUGUST
8月

In August, during the traditional folk festival "God of Wealth Festival", the inaugural "Fengxiang Cup" Liaocheng God of Wealth Cultural Festival was held at the Shanxi-Shaanxi Guild Hall in Liaocheng. Fengxiang endeavoured to promote the integration of traditional culture into chicken food consumption, allowing people to deeply experience the essence and charm of excellent traditional culture.

8月，在民間傳統節日「財神節」，「鳳祥杯」聊城首屆財神文化節在聊城山陝會館舉行。鳳祥股份努力促進將傳統文化融入到雞肉食品消費，讓人們能更深刻地感受優秀傳統文化的內涵和魅力。

SEPTEMBER
9月

In September, Fengxiang communicated with international clients and further strengthened strategic partnerships. Fengxiang's international production craftsmanship technology and meticulous on-site quality management level left a profound impression on customers.

9月，鳳祥股份同國際客戶交流溝通，進一步鞏固戰略合作夥伴關係。鳳祥股份國際化的生產工藝技術以及精益求精的現場質量管理水平，給客戶留下了深刻印象。

荣誉证书

国家体育总局训练局授权山东凤祥食品发展有限公司为"体育·训练局赞助商"。

有效期：2024年8月26日至2028年8月25日

编号：202417

二〇二四年八月二十六日

荣誉证书

国家体育总局训练局授权山东凤祥食品发展有限公司生产或向中国市场（包括香港、澳门和台湾地区）提供的生、熟鸡肉制品（凤祥食品、优形、天养极食、五更炉、凤祥、不忍各系列产品）为"体育·训练局国家队运动员备战保障产品"。

有效期：2024年8月26日至2028年8月25日

编号：202418

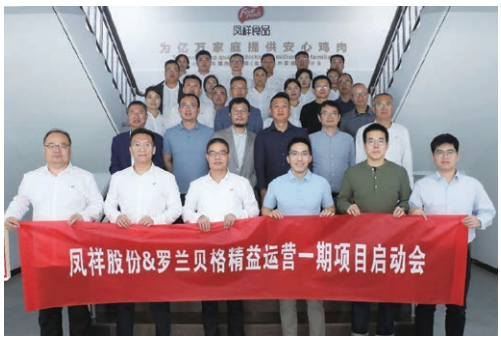
二〇二四年八月二十六日

In August, Shandong Fengxiang Food Development Co., Ltd. received two certificates of honours from the Bureau of Training of the General Administration of Sport of China (國家體育總局訓練局), namely "Sports • Preparation and Protection Products" for National Teams Athletes of the Training Bureau and "Sports • Sponsor of the Training Bureau". Since 2018, Fovo Foods has been selected by the Bureau of Training of the General Administration of Sport of China to support Chinese athletes in international competitions and have earned the national team's trust.

8月，山東鳳祥食品發展有限公司收到國家體育總局訓練局頒發的「體育 • 訓練局國家隊運動員備戰保障產品」、「體育 • 訓練局贊助商」榮譽證書。自2018年開始，國家體育總局訓練局就為征戰國際賽事的中國運動員選擇鳳祥食品，鳳祥食品也深得國家隊的信賴。

AUGUST
8月

OCTOBER
10月



In October, Fengxiang officially launched its Lean Operation Project. Leveraging on the experience of leading international management consulting company, the project focuses on the optimisation and upgrading of Fengxiang's factories, and is dedicated to progressively achieving the improvement and implementation of critical metrics such as production processes, cost control, and talent development, thereby empowering Fengxiang's high-quality development.

10月，鳳祥股份精益運營項目正式拉開帷幕。該項目借助國際領先管理諮詢公司經驗，聚焦鳳祥股份各工廠的優化升級，致力於逐步實現生產流程、成本控制、人才培養等關鍵指標的改善與落地，賦能鳳祥股份高質量發展。

DECEMBER
12月

In December, Fengxiang awarded the "Fengxiang Scholarship" to 50 outstanding university students.

Fengxiang has been constantly deepening its commitment to public welfare, ranging from rural revitalisation to the support for vulnerable groups. The Company has been steadfastly upholding its social responsibilities and driving societal development through positive contributions.

12月，鳳祥股份向50名優秀大學生發放「鳳祥」獎學金。

鳳祥股份持續深耕社會公益，從助力鄉村振興到幫扶弱勢群體，切實肩負起社會責任，為社會發展注入溫暖力量。

In December, new products, 五更爐(Wu Genglu) ("**Wu Genglu**") Roast Chicken in Double-stewed Soup and Two-Pepper Roast Chicken were launched and expanded the product series of Wu Genglu brand. The Wu Genglu team has actively explored markets beyond Liaocheng and expanded its nationwide presence, aiming to extend its brand strength across the country.

12月，「五更爐(Wu Genglu)」(「**五更爐**」)老湯燒雞、雙椒雞新品上市，豐富了五更爐品牌產品系列。五更爐團隊積極開發聊城以外市場，布局全國，把品牌優勢擴大到全國範圍。

DECEMBER
12月

Chairman's Statement
董事會主席報告書

PRINCIPLED AND INNOVATIVE, POISED TO RISE

Dear Shareholders and Investors,

As the chairman of the Board of Directors of Fengxiang, on behalf of the Company, I would like to express my sincere gratitude to all of you for your continued trust and support throughout the year of 2024.

In 2024, the global economy faced a sluggish growth due to inflationary pressures, geopolitical conflicts and trade tensions. However, the global economy demonstrated certain resilience, driven by robust performance in emerging markets and developing economies, alongside improved inflation conditions. In 2024, domestic economy encountered issues such as weak domestic demand and low expectations due to changes in the external environment and concentrated emergence of deep-seated structural conflicts accumulated in the domestic economy over time. Meanwhile, driven by the Chinese government's active promotion of industrial upgrading, unswerving and comprehensive deepening of reforms and expansion of opening-up, as well as the steady development of new productive forces, the domestic economy has maintained overall stability and made incremental progress, and the major objectives of economic and social development for the whole year were accomplished smoothly.

2024 marked a year for Fengxiang to deepen its structural adjustments. Adhering to the work deployment outlined at the beginning of the year, the Company saw notable improvements in its breeding indicators, further consolidating its market position in core business channels. It achieved record-high production capacity and sales volume, enhanced supply chain synergy, and optimised internal operational efficiency. It recorded operating revenue of RMB5,504.7 million, and a net profit of RMB280.9 million.

Specifically, the export business continued to strengthen its leading position and recorded sales revenue of RMB1,676.4 million, representing a year-on-year increase of 20.1%. The major customer business generated revenue of RMB1,026.2 million, representing a year-on-year increase of 20.9%.

In 2024, Fengxiang restored the public float to over 25% through measures such as share issuance, thereby fulfilling the resumption guidance and further optimising its equity structure.

Looking forward to 2025, challenges and opportunities will coexist.

守正出新，聚勢騰飛

尊敬的各位股東、投資人：

作為鳳祥股份董事會主席，我謹代表本公司衷心感謝各位在2024年的持續信任與支持。

2024年，受通脹壓力、地緣政治衝突、國際貿易緊張局勢等影響，全球經濟增速放緩，同時，受新興市場與發展中經濟體的強勁表現、通脹形式改善等影響，全球經濟展現出一定韌性。2024年，受外部環境變化、國內長期積累的一些深層次結構性矛盾集中顯現等原因，國內經濟展現出內需不振、預期偏弱等問題，同時，受中國政府積極推進產業升級、堅定不移全面深化改革擴大開放、新質生產力穩步發展等影響，國內經濟總體平穩、穩中有進，全年經濟社會發展主要目標任務順利完成。

2024年，是鳳祥股份深化結構調整的一年，本公司切實落實年初的工作部署，養殖指標顯著改善，核心業務渠道市場地位得到進一步鞏固，產能、銷量持續突破新高，供應鏈協同能力進一步提升，內部運營效率全面優化，營業收入達人民幣5,504.7百萬元，實現淨利潤人民幣280.9百萬元。

其中，出口業務繼續強化領先地位，銷售收入達人民幣1,676.4百萬元，同比增長20.1%；重要客戶業務收入人民幣1,026.2百萬元，同比增長20.9%。

2024年，鳳祥股份通過增發等方式使得公眾持股量恢復至25%以上，達成復牌指引，股權結構進一步優化。

展望2025年，挑戰與機遇並存。

The global economy in 2025 still faces adjustment pressures due to high costs, elevated debt levels, and intensifying protectionism. Meanwhile, driven by the prosperous development of emerging markets and developing economies alongside easing inflationary pressures, the International Monetary Fund (IMF) forecasts that the global economy is expected to grow by 3.3% in 2025, slightly higher than 2024. Global trade is expected to show signs of recovery.

受高成本、高債務以及保護主義加劇等因素影響，2025年全球經濟仍面臨調整壓力。同時受新興市場和發展中經濟體繁榮發展，通脹壓力緩解等因素，國際貨幣基金組織(IMF)預測，2025年全球經濟有望實現3.3%的增長，略高於2024年，全球貿易有望呈現復蘇態勢。

The Chinese Government Work Report states that in 2025, changes unseen in a century are unfolding across the world at a faster pace, and the external environment of our country's development has become more complex and severe. Domestically, the foundation for economic recovery remains unstable, with insufficient effective demand, particularly weak consumption. Nevertheless, the fundamental trend of our country's long-term economic improvement remains unchanged and will not change. In 2025, the Chinese government will vigorously stimulate consumption, enhance investment efficiency, and comprehensively expand domestic demand. These measures will significantly boost domestic consumption demand and provide robust momentum for the sustained development of Fengxiang.

中國政府工作報告指出，2025年，世界百年變局加速演進，我國發展的外部環境更趨複雜嚴峻，從國內看，經濟回升向好基礎還不穩固，有效需求不足，特別是消費不振，但我國經濟長期向好的基本趨勢沒有改變也不會改變。2025年，中國政府將大力提振消費、提高投資效益，全方位擴大國內需求，這也將有力的提升國內消費需求，為鳳祥股份的持續發展提供強有力的動力。

In 2025 where opportunities and challenges coexist, Fengxiang will uphold the spirit of ownership, maintain the quality system, talent system, and management system, and leverage its advantages in capital, brand, and customer to achieve rapid and leapfrog development and improvement.

在機遇與挑戰並存的2025年，鳳祥股份將秉持主人翁精神，堅守質量體系、人才體系、管理體系，集聚資本優勢、品牌優勢、客戶優勢，實現快速、跨越性的發展和提升。

In this regard, Fengxiang will adopt the following major strategic initiatives in 2025:

為此2025年，鳳祥股份將採取如下主要戰略舉措：

Firstly, innovate development models and accelerate capacity expansion and penetration to boost supply chain acceleration.

第一、創新發展模式，加快產能擴充佈局，助推供應鏈加速。

Secondly, continuously optimise breeding and rearing management and continue improving white-feathered chicken breeding performance, focusing on cost optimisation in meat production to ensure overall efficiency of the supply chain.

第二、持續優化養殖和育種環節管理，繼續提高白羽雞飼養成績，聚焦造肉成本優化，保證供應鏈整體效益輸出。

Thirdly, continuously deepen channel penetration, strengthen Fengxiang's market share across all channels, particularly with major customers, and reinforce relationships with customers in all channels.

第三、持續深耕渠道佈局，提升鳳祥股份在各渠道尤其是重要客戶的份額，加強鳳祥股份在各渠道客戶的合作關係。

Fourthly, strengthen efficiency enhancement, cost control, and technology-driven innovation, refine the key elements in production while empowering the Group through digitalisation and artificial intelligence driven advancements, thereby building lean capabilities and intelligent competitiveness.

第四、強化效率提升、成本控制及技術驅動革新，精益生產中關鍵要素，同時，圍繞數智化、人工智能內生進化為本集團賦能，構築精益能力和智能化護城河。

Fifthly, continuously advance the building of talent team through internal cultivation, market-oriented recruitment, and differentiated incentive mechanisms to foster a professional team that is suitable for future business in a multi-dimensional way.

第五、持續推動人才隊伍建設，通過內部沉澱、市場化引才及構建差異化激勵機制，多維度培育適配未來業務的專業團隊。

"Nothing can separate people with common goals and ideals, not even mountains and seas."

「志合者，不以山海為遠。」

In 2025, Fengxiang will unite its workforce and uphold "integrity" to fortify the foundation for development and "innovation" to activate the momentum for growth. Fengxiang will seize structural opportunities amidst fierce market competition, and break new grounds amidst changes. We firmly believe that with the unwavering support of our shareholders and partners, Fengxiang is poised to gather momentum for growth and will continue to write a new chapter of high-quality development!

2025年，鳳祥股份將凝聚全員之力，以「守正」築牢發展根基，以「出新」激活增長動能，在激烈的市場競爭中把握結構性機遇，於變局中開新局。我們堅信，在各位股東與合作夥伴的鼎力支持下，鳳祥股份必能聚勢騰飛，續寫高質量發展新篇章！

This report is hereby submitted. We look forward to your continuous trust and support.

謹此報告，誠望得到諸位的繼續信任與支持。

Thank you.

謝謝。

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

山東鳳祥股份有限公司
董事會主席
朱凌潔

COMPANY PROFILE

Introduction

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

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

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

公司概況

簡介

本公司為中國最大的白羽肉雞出口商及領先的雞肉食品零售企業之一，於2010年12月17日在中國成立為股份有限公司，並於2020年7月16日(「**上市日期**」)在聯交所主板上市(股份代號：9977)。

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

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

Business Segments

Processed Chicken Meat Products

The Group markets its processed chicken meat products under Fovo Foods, iShape and Wu Genglu brands. Processed chicken meat products comprise cooked, semi-cooked and seasoned chicken meat products. Depending on the processing methods, these processed products are required to be chilled or frozen. The raw chicken meat the Group uses in its processed chicken meat production is either supplied by itself or procured from independent third party suppliers. The cooked chicken meat products comprise ready-to-eat chicken meat products and frozen chicken meat products, which are fully cooked and sterilised (end consumers will need to reheat the frozen cooked chicken meat products before consumption according to the instructions provided on the packaging). The semi-cooked chicken meat products are processed, chilled or frozen and boxed (end consumers will need to further process (including steaming, grilling, roasting or frying) such semi-cooked chicken meat products before consumption according to the instructions provided on the packaging). The seasoned chicken meat products include raw chicken meat flavoured with certain ingredients or spices. The Group also offers ready-to-cook pre-prepared meal solutions, including Chinese cuisine. For the year ended 31 December 2024, the sales volume of processed chicken meat products increased by 18.4% to 152.9 million kilogram ("**kg**") (31 December 2023: 129.1 million kg). For the year ended 31 December 2024, the revenue from sale of processed chicken meat products (after elimination of inter-segment transactions) grew by 13.1% to RMB2,955.4 million (31 December 2023: RMB2,613.7 million), representing 53.7% of the Group's total revenue.

Raw Chicken Meat Products

The Group offers raw white-feathered chicken meat products, which include whole frozen chickens and chicken portions, such as chicken wings, chicken breast, chicken drumsticks, chicken drumettes, bone-in chicken thighs, boneless chicken fillets, chicken head, chicken feet and chicken legs. The Group's broilers are then cut into portions according to its internal or customers' requirements, which will be chilled or frozen depending on the product's nature. For the year ended 31 December 2024, the sales volume of raw chicken meat products increased by 15.8% to 279.3 million kg (31 December 2023: 241.3 million kg). For the year ended 31 December 2024, the revenue from external sale of raw chicken meat products increased by 2.6% to RMB2,343.4 million (31 December 2023: RMB2,284.1 million), representing 42.6% of the Group's total revenue.

業務分部

深加工雞肉製品

本集團以鳳祥食品、優形及五更爐品牌推廣深加工雞肉製品。深加工雞肉製品包括雞肉熟食製品、雞肉半熟食製品及調味雞肉製品。該等深加工產品需冷藏或冷凍，視乎加工方法而定。本集團於深加工雞肉生產中所使用的生雞肉由其自身供應，或向獨立第三方供應商採購。雞肉熟食製品包括即食雞肉製品及冷凍雞肉製品，均已完全煮熟並消毒(最終消費者於食用前需根據包裝上的指示重新加熱冷凍雞肉熟食製品)。雞肉半熟食製品已經加工、冷藏或冷凍及包裝(最終消費者於食用前需根據包裝上的指示進一步加工(包括清蒸、炙烤、燒烤或油炸)雞肉半熟食製品)。調味雞肉製品採用生雞肉與若干原料或香辛料調製而成。本集團亦提供預先加工的即烹肉類食品，包括中式菜餚。截至2024年12月31日止年度，深加工雞肉製品的銷量增長18.4%至152.9百萬千克(「**千克**」)(2023年12月31日：129.1百萬千克)。截至2024年12月31日止年度，銷售深加工雞肉製品所得收入(於對銷分部間交易後)增長13.1%至人民幣2,955.4百萬元(2023年12月31日：人民幣2,613.7百萬元)，佔本集團總收入的53.7%。

生雞肉製品

本集團提供生白羽雞肉製品，其中包括冷凍全雞及雞部位，如雞翅尖、雞胸、雞小腿、雞翅根、帶骨雞腿、無骨雞柳、雞頭、雞爪及雞腿。本集團屆時將根據內部或客戶要求將肉雞切成各個部位，並根據產品性質將其冷藏或冷凍。截至2024年12月31日止年度，生雞肉製品的銷量上升15.8%至279.3百萬千克(2023年12月31日：241.3百萬千克)。截至2024年12月31日止年度，對外銷售生雞肉製品所得收入上升2.6%至人民幣2,343.4百萬元(2023年12月31日：人民幣2,284.1百萬元)，佔本集團總收入的42.6%。

Chicken Breeds

The Group sells some of its chicken breeds hatched from broiler eggs to other independent third parties for breeding into broilers. The sales volume of the Group's chicken breeds is based on the average selling prices of chicken breeds, which is market-driven. The Group sells chicken breeds to local chicken farmers and other poultry business operators, who are independent third parties. For the year ended 31 December 2024, the sales volume of chicken breeds decreased by 68.7% to 10.7 million birds (31 December 2023: 34.2 million birds). For the year ended 31 December 2024, the revenue from external sale of chicken breeds dropped by 55.8% to RMB27.0 million (31 December 2023: RMB61.0 million), representing 0.5% of the Group's total revenue.

Other Products

The Group sells other products, including the sale of broilers that cannot satisfy the Group's quality requirements and excess broiler eggs that exceed the Group's internal needs, by-products (such as chicken feathers, chicken blood and unused chicken organs), packing materials and other miscellaneous products. Revenue from the external sale of other products grew by 1.8% to RMB178.9 million for the year ended 31 December 2024 (31 December 2023: RMB175.7 million), representing 3.2% of the Group's total revenue.

BUSINESS REVIEW

In 2024, the white-feathered chicken industry exhibited features of both supply-demand imbalance and structural adjustment. For domestic markets, the pressure on the industry was significant throughout the year, with supply across the entire industry chain being released gradually. The demand side was constrained by a weak recovery in domestic consumption, with the progress of recovery across various channels being slower than expected, resulting in persistently sluggish end-consumption. The widening gap between supply and demand led to a downward shift in price levels, continuous compression on the industry's profit margins, and risk of overcapacity requiring urgent discharge. At the same time, due to the impact of avian influenza, supply gaps emerged in certain international regions, allowing Chinese white-feathered chicken enterprises to seize international market share, resulting in a significant year-on-year increase in export volumes. On the raw materials front, the decline in prices of animal feed ingredients has optimised breeding costs.

雞苗

本集團銷售一部分由種蛋孵化成的雞苗予其他獨立第三方，以飼養成肉雞。本集團的雞苗銷量基於受市場驅動的雞苗平均售價。本集團向當地雞農及其他家禽業務經營者(均為獨立第三方)銷售雞苗。截至2024年12月31日止年度，雞苗的銷量下降68.7%至10.7百萬隻(2023年12月31日：34.2百萬隻)。截至2024年12月31日止年度，對外銷售雞苗所得收入下降55.8%至人民幣27.0百萬元(2023年12月31日：人民幣61.0百萬元)，佔本集團總收入的0.5%。

其他產品

本集團銷售其他產品，包括銷售淘汰雞及超出本集團內部需要的多餘種蛋、副產品(如雞毛、雞血及尚未使用的雞隻內臟)、包裝材料和其他雜項產品。截至2024年12月31日止年度，對外銷售其他產品所得收入增長1.8%至人民幣178.9百萬元(2023年12月31日：人民幣175.7百萬元)，佔本集團總收入的3.2%。

業務回顧

2024年白羽雞行業呈現既有供需失衡與結構調整並行的特徵。就國內市場而言，全年行業壓力顯著，全產業鏈供給量逐級釋放，需求端受國內消費弱復甦制約，各渠道恢復進度比預期慢，終端消費持續疲軟。供需剪刀差擴大導致價格中樞下移，行業盈利空間被持續壓縮，產能過剩風險極待出清。與此同時，受禽流感影響，國際部分區域供應缺口呈現，中國白羽雞企業搶佔國際市場份額，出口量同比大幅增長。在原料端，飼料原料價的下跌優化養殖成本。

Facing pressure, Fengxiang had, by focusing on the major strategic initiatives for 2024 and fully leveraging its advantages in the integrated industry-chain and value-chain business model and in multi-channel penetration, persistently consolidated the industry-leading position in the export market, strengthened the loyalty of major customers, prioritised the refined management of each section, and continued increasing its efforts to reduce costs and improve efficiency, which enabled relatively remarkable improvements in its overall operation and management and significantly reinforced the driving force for synergistic development.

面對壓力，鳳祥股份圍繞2024年重大戰略舉措，充分發揮一體化全產業鏈價值鏈業務模式、多渠道佈局優勢，持續鞏固行業領先的出口市場地位，加強與重要客戶的黏合度，重點對各環節精細化管理，持續加大降本增效力度，整體運營管理水平獲得較大改善，協同發展的推動力顯著加強。

During the year, the Group achieved sales revenue of RMB5,504.7 million (2023: RMB5,134.4 million), representing a year-on-year increase of 7.2%, and net profit of RMB280.9 million (2023: RMB160.3 million), representing a year-on-year increase of 75.2%.

本年度，本集團實現銷售收入人民幣5,504.7百萬元(2023年：人民幣5,134.4百萬元)，同比增長7.2%。實現淨利潤人民幣280.9百萬元(2023年：人民幣160.3百萬元)，同比增長75.2%。

During the year ended 31 December 2024 (the "**Reporting Period**"), excluding the effect of the reversal of monetary fund receivables bad debt and the corresponding tax and interests arising from the liquidation of GMK Finance, the Group achieved the above results mainly attributable to:

截至2024年12月31日止年度(「**報告期**」)內，扣除新鳳祥財務清算產生的貨幣資金壞賬撥回及相關稅費以及利息的影響，本集團取得上述業績的主要原因在於：

(1) an increase in sales volume of raw chicken meat products and processed chicken meat products; and

(1) 本集團生雞肉製品和深加工雞肉製品銷量的提升；及

(2) increased production efficiency and lower costs due to refined management of the Group's management and all employees.

(2) 本集團管理層及全體員工的精細化管理提升致使生產效率提高及成本降低。

(I) Business Highlights

(一) 業務亮點

1. Export Business Continued to Lead

1. 出口業務持續領先

In 2024, sales revenue of the export business further rose to RMB1,676.4 million (2023: RMB1,396.0 million), representing a year-on-year increase of 20.1%, and its share of the overall business increased to 30.5% (same period: 27.2%).

2024年，出口業務的銷售收入進一步攀升至人民幣1,676.4百萬元(2023年：人民幣1,396.0百萬元)，同比增長20.1%，業務佔比幅度擴至30.5%(同期佔比27.2%)。

During the Group's provision of products and services to international customers for nearly 30 years, it has accumulated domestically-leading and international quality standard, channel resources, industry experience and brand reputation and has continuously become the largest exporter in the white-feathered chicken industry in China, driving and supporting the continuous growth of the overall business of the Group.

本集團在近30年向國際客戶提供產品與服務的過程中積累了國內領先、具有國際水準的品質標準、渠道資源、行業經驗和品牌聲譽，並連續成為中國白羽雞行業最大出口商，帶動和支撐了本集團整體業務的持續增長。

During the Reporting Period, the supply of white-feathered chicken meat in some countries and regions was affected by the disruption of avian influenza epidemic. The Group accurately identified and strategically seized market opportunities, efficiently optimised internal resource allocation, transformed market opportunities into unique competitive advantages and consolidated its market position. During the Reporting Period, on the basis of continuous consolidation of its original channels, the Group opened up new channels such as aviation and high-end chain channel, and expanded trader resources, making its channels more diversified and refined. In particular, the revenue from Europe increased by 19.5%, further expanding its advantage of industry leadership.

報告期內，受禽流感疫情擾動，部分國家和地區白羽雞肉供應受到影響。本集團準確識別並戰略性錨定市場契機，高效優化內部資源配置，將市場機會轉化為企業獨特的競爭優勢，鞏固市場地位。報告期內，本集團原有的渠道持續鞏固，新開拓航空、高端連鎖等渠道，並擴充了貿易商資源，渠道更加多元化與精品化。其中，在歐洲地區收入增長19.5%，行業領先優勢進一步擴大。

2. *Centralised Procurement Business Continued to Grow*

2. *集採業務持續增長*

The centralised procurement business achieved overall sales revenue of RMB1,351.4 million (2023: RMB1,136.2 million), representing a year-on-year increase of 18.9%, and its share of the overall business achieved 24.6% (same period: 22.1%).

集採業務整體銷售收入取得人民幣1,351.4百萬元(2023年：人民幣1,136.2百萬元)，同比增長18.9%，業務佔比達到24.6%(同期佔比22.1%)。

During the Reporting Period, the Group strengthened investment in research and development ("**R&D**") and optimised resource allocation, drove the R&D direction with sales strategy and accelerated the pace of new product iteration, achieving rapid growth in the sales of new products. At the same time, the Group optimised the collaborative management of the supply chain and coordinated the upgrading of existing production lines, thereby improving production capacity and efficiency. In the food processing sector, the Group implemented a comprehensive whole-process cost control system, optimised the assessment system, resulting in the continuous improvement in cost control efficiency and leading to the continuous enhancement of the comprehensive competitiveness of its centralised procurement business channel.

報告期內，本集團強化研發投入與優化資源配置，以銷售策略驅動研發方向，加速新品迭代節奏，新品銷量實現較快增長。同時優化供應鏈協同管理，對現有產線統籌升級，產能及效率得以提高。在食品加工環節，實施全方位、全過程成本管控體系，優化考核體系，成本管控效能力持續提高，集採業務渠道綜合競爭力持續提升。

During the Reporting Period, the Group continued to promote the extension of the industrial chain to downstream high value-added segments, with proportion of the revenue from processed products in the total revenue increased to 53.7%, further strengthening its resistance against market cycles.

於報告期內，本集團持續推動產業鏈向下游高附加值延伸，深加工產品收入佔總收入比例提高至53.7%，抗周期能力持續加強。

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

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

In 2024, the major customer business achieved sales revenue of RMB1,026.2 million (2023: RMB848.8 million), representing a year-on-year increase of 20.9%.

During the Reporting Period, the Group continued to closely collaborate with major customers, deeply integrated into the supply chain system of major customers and efficiently synergised with major customers in the sections of R&D, quality control and information sharing. While optimising the processing procedures and techniques of mature products, the Group seized incremental opportunities by driving the iteration of new products of major customers with its R&D advantages, promoted the supply of all types of products, followed major customers' steps in opening shops to gain a foothold in new markets, and achieved rapid growth in both sales and revenue.

3. *Retail Business Actively Adjusted*

The retail business achieved sales revenue of RMB384.6 million (2023: RMB428.3 million), representing a year-on-year decrease of 10.2%, and its share of the overall business was 7.0% (same period: 8.3%).

Among which, iShape accounted for 59.2% of the retail business and continued to play a key role in the Group's customer-end products.

In order to increase the potential of sustainable development of customer-end products, the Group optimised its marketing activities and related expenses in 2024. As a result, revenue of products under iShape decreased, but iShape maintained its leading position in the market and the quality and sustainability of its development further increased.

In terms of the online channel, the year-on-year increase in iShape's market share on Tmall continued to outperform the platform's industry index. Meanwhile, iShape also achieved sound growth on several new platforms such as Pinduoduo and Douyin. In terms of the offline channel, iShape cooperated with large membership chain stores to customise a variety of new products and launch in domestic stores. At the same time, iShape further developed diversified channels, which helped it in forming a channel moat with multiple links to consumers.

2024年度重要客戶業務銷售收入取得人民幣1,026.2百萬元(2023年:人民幣848.8百萬元),同比增長20.9%。

報告期內,本集團持續與重要客戶傾力協作,深度融入重要客戶供應鏈體系,在研發、質控及信息共享等環節與重要客戶高效協同。在優化成熟產品加工流程和工藝的同時,以研發優勢驅動重要客戶新品迭代,把握增量機會,推進全類品供應,緊跟重要客戶開店步伐佈局新市場,實現銷售及收入的高速增長。

3. *零售業務積極調整*

零售業務實現銷售收入人民幣384.6百萬元(2023年:人民幣428.3百萬元),同比減少10.2%,業務佔比7.0%(同期佔比8.3%)。

其中,優形在零售業務佔比為59.2%,繼續主力擔當本集團C端產品。

為提高C端產品的可持續發展潛力,2024年本集團優化了營銷活動和相應費用。受此影響並優行品牌收入有所減少,但優形繼續維持了市場的領先地位,發展質量和可持續性進一步提升。

在線上,優形在保持天貓市場份額同比增長跑贏平台行業指數的同時,在拼多多、抖音等多個新型平台均達成良好增長。在線下,優形與大型連鎖會員店達成合作,定製各類新品並在國內門店上市。同時,優形進一步開發多樣化渠道,進一步幫助優形形成了與消費者多點鏈接的渠道護城河。

(II) Observation of Current Trends

1. *Companies with Integrated Industry-Chain Embraces Rapid Development Opportunities as China Consumer Goods Industry has entered a New Era of High-Quality Development*

Against the backdrop of China's macroeconomic expansion from leveraged growth to a stock economy, the consumer goods industry has experienced a dividend period of growth propelled by a dual drive of volume (quantity, from nothing to something) and price (quality, from something to something premium) and has transitioned to a stage of pursuing high-quality development which corresponds to the development stages of such industry, the industry concentration has been further increased.

For white-feathered broiler industry, companies with integrated industry-chain that achieve full-chain control gain advantages in quality, cost, and efficiency. With stable supply and consistent quality assurance, they are easier to earn the trust of major customers. Additionally, their ability to extend downstream into deep processing enhances their anti-cyclical resilience, positioning them to be more competitive amid increasing industry concentration and consumption upgrade trends. Meanwhile, brand value drives more efficient sales, generates profits for partners, and earns consumer recognition. Establishing ESG compliance systems and setting up sustainability goals can help enhance industry standards and corporate image, and products are more likely to be favoured by the high-end market. In this process, the market share of high-quality companies with integrated industry chain is expected to experience steady growth.

2. *Catering Chain Integration Rate Continues to Rise, and Quality Supply Chain Companies Usher in Growth Opportunities*

Driven by the trend of catering branding, the catering chain integration rate of China is expected to further increase in 2024, marking the continuous acceleration in chain integration process within China's catering industry. As chain catering brands have an increasing demand for standardised ingredients and stable supply, white-feather chicken, with its high level of industrialisation and easy portioning and processing, has become a core ingredient for chain catering enterprises such as KFC and McDonald's, directly driving the growth of demand for processed chicken meat.

(二) 趨勢觀察

1. *中國消費品行業進入高質量發展的新時代，全產業鏈公司迎來快速發展機遇*

中國宏觀經濟從加槓桿擴張到存量經濟的背景下，消費品行業經歷了從量(數量，從無到有)和價(品質，從有到優)兩輪驅動的增長紅利期，轉入到追求高質量發展階段，與行業發展階段相對應的，行業集中度進一步提高。

於白羽肉雞行業而言，全產業鏈公司全鏈條可控性帶來的質量、成本和效率優勢，憑藉穩定供給和品質保障，更容易獲得大客戶信任。疊加向下游深加工延伸的抗周期能力，使其在行業集中度提升和消費升級趨勢中更具競爭力。同時，品牌價值將促進企業更高效率的銷售，為合作夥伴獲利，贏得消費者認可。而建立ESG合規體系建設、設立可持續發展目標有助於提升行業標準和公司形象，產品也更容易獲得高端市場的青睞。在此過程中，優質的行業全產業鏈公司的市場佔有率將呈現穩定增長趨勢。

2. *餐飲連鎖化持續提升，優質供應鏈公司迎來增長機遇*

在餐飲品牌化趨勢的帶動下，2024年國內餐飲連鎖化率預計進一步提升，國內餐飲行業的連鎖化進程持續加快。連鎖餐飲品牌對食材的標準化、穩定供應需求增強，白羽雞憑藉工業化程度高、易於分割加工的特點，成為連鎖餐飲(如肯德基、麥當勞)的核心食材，直接帶動深加工雞肉需求增長。

Large-scale chain catering enterprises tend to establish long-term strategic partnerships with high-quality white-feather broiler enterprises to ensure supply chain stability and food safety. High-quality supply chain companies maintain higher quality standards has automated and digitalised processing factories with the involvement of high technology and can meet large-scale and customised procurement needs of catering institutions making them more likely to secure long-term collaborations with chain catering giants. As the catering chain integration rate continues to rise, high-quality supply chain companies are set to embrace growth opportunities.

大型連鎖餐飲傾向於與優質的白羽雞企業建立長期戰略合作，以確保供應鏈穩定性和食品安全。優質供應鏈企業具有更高的質量標準，具有高技術投入的自動化、信息化的加工設施，同時滿足餐飲機構規模化、定製化的採購需求，這也更易獲得連鎖餐飲巨頭的長期合作。餐飲連鎖化率的繼續提升，優質供應鏈公司將迎來增長機遇。

(III) Development Initiatives

1. Development Goals:

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

We will continue to consolidate balanced multi-channel development and expand production lines. We aim to maintain our industry leadership in the export business and enhance profitability and international influence. We will increase customers' loyalty, actively understand customer needs, continuously enhance product quality, launch new products, and increase our market share.

We will continue to enhance the quality of breeding and drive the growth in breading and chicken meat processing capacity steadily, and ensure the healthy enhancement of supply chain management capabilities.

We will continue to accelerate the construction of talent pool, increase organisational vitality, accumulate organisational core competencies, and create an organisational culture that dares to meet the unknown and challenges.

2. Development Measures:

In 2025, the Group will adhere to the three principles of "continuous" and further enhance the Group's operating efficiency and effectiveness, to realise steady and sustainable high quality growth and create a leading chicken meat brand of China.

(三) 發展舉措

1. 發展目標：

適應市場需求，致力於雞肉製品的產業升級，實現持續、穩定、平衡的高質量增長。

繼續鞏固多渠道的平衡發展，拓展產品線。保持出口業務的行業領先，提升贏利水平與國際影響力。不斷增加客戶黏性，主動了解客戶需求，不斷提升產品質量，推出新品，提高市場佔有份額。

繼續穩定提高養殖質量，穩定推進養殖及雞肉加工產能增長，確保供應鏈管理水平的健康提升。

持續加快人才隊伍建設，增強組織活力，沉澱組織核心能力，打造敢於迎接未知和挑戰的組織文化。

2. 發展舉措：

2025年，本集團將繼續堅持三個持續，進一步提高本集團的經營效率和效益，實現穩定持續的高質量增長，創造中國領先的雞肉品牌。

(1) "Continue to Promote the Refinement of Management and Efficiency with All Aspects Improving Steadily":

At the breeding end, we will continue to promote refined management in all aspects. We will further enhance the breeding ability of breeder chicken and improve the quality of chicken breeds; in the commercial breeding process, we will further improve the efficiency of broiler rearing, survival rate and feed conversion ratio; we will continuously innovate feed formulations to reduce the cost of raw materials.

At the processing end, we will continue to improve the yield of chicken meat by continuously optimising craftsmanship process and equipment; we have improved production technology to enhance the comprehensive utilisation rate of raw materials, optimised raw material allocation to increase the turnover rate of direct raw materials supply, and reduced processing costs through energy management in our plants. Meanwhile, we will continue to increase the proportion of processed chicken meat products.

At the R&D end, we proactively understand customer needs, and will continue to introduce new products, optimise the efficiency of existing products.

At the operation end, through the integration of upper and lower links of operations, we facilitate the allocation and optimisation of orders, warehousing and logistics to further improve production efficiency and optimise warehousing costs to realise the optimisation of production efficiency.

At the sales end, we continue to expand the coverage of various channels, deeply explore opportunities from new customers, follow the pace of our customers, and layout new markets and new products for major customers, so as to realise increase of business volume and revenue of various channels.

The Group will leverage digitalisation and artificial intelligence-driven endogenous evolution to empower the Group to build capabilities and a moat featuring intelligence. The Group will also make use of information technology and digital means to assist the Group in effectively tracking and analysing the indicators in the process of production and operation through big data management system, so as to provide effective assistance for the implementation of refined management.

(1)「持續推動精細化管理，各環節效率穩固提升」：

養殖端，持續在各個環節推動精細化管理。進一步提升種雞的生產性能，提高雞苗質量；在商品代養殖環節，進一步提升肉雞飼養效率、出欄成活率及料肉比；不斷創新飼料配方，進一步降低原料成本。

加工端，通過工藝過程及設備的持續優化，提升雞肉產出率；通過生產技術改良以提升原料的綜合利用率、通過原料調撥的優化提升原料生品直供周轉率、通過工廠能耗管理降低加工成本等。同時，持續提升深加工雞肉製品產品比例。

研發端，主動了解客戶需求，不斷推出新品，優化現有產品的效率。

運營端，通過上下環節營運的整合，提升訂單、倉儲及物流的分配和優化，進一步提高生產效率及優化倉儲成本，實現優化生產效率。

銷售端，繼續擴大渠道覆蓋，深挖新客戶機會，緊隨客戶步伐，布局重要客戶新市場和新產品，從而實現各渠道業務的增量增收。

本集團將圍繞數智化、人工智能內生進化為本集團賦能，構築精益能力和智能化護城河，持續利用信息化、數字化手段，通過大數據管理系統協助本集團對生產經營過程中的指標進行有效追蹤及分析，為實施精細化管理提供有效幫助。

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

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

For centralised procurement business, we will continue to strengthen our comprehensive business capabilities and business scale for major customers and use it as a starting point to continue to expand the centralised procurement business facing the catering industry and the convenience store system. We will further broaden the coverage of various channels, and expand business development opportunities with new channels and customers.

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

(3) "Continue to Accelerate the Construction of Talent Pool and Increase Organisational Vitality":

Talent is the primary resource for enterprise development, and competition among enterprises is ultimately a competition for talent. In order to achieve the goal of high-quality development, enterprises need to be supported by quality talent team. Therefore, in the face of a domestic market filled with complexities and uncertainties and an international environment full of changes and conflicts, the Group will take practical and effective measures to continue to accelerate the construction of talent pool, increase organisational vitality, accelerate organisational upgrading and improvement, accumulate organisational core competencies, and create an organisational culture that dares to meet the unknown and challenges.

(2)「持續深耕渠道佈局，擴大市場佔有率」：

出口業務，繼續優化出口業務的產品、服務和渠道，強化本集團在出口業務的領先地位，繼續升級服務，開發市場，拓寬渠道，實現服務的極致化與渠道的多元化。

集採業務，繼續加強在重點客戶的綜合業務能力和業務規模，並以此為起點繼續拓展面向餐飲行業與便利店系統的集採業務。繼續拓寬渠道覆蓋，拓展新渠道和客戶的業務發展機會。

零售業務，繼續線上線下協力發展，通過線上電商、線下便利店及精品商超等渠道，向消費者提供「優形」、「鳳祥食品」等優質的產品。

(3)「持續加快人才隊伍建設，增強組織活力」：

人才是企業發展的第一資源，企業間的競爭歸根結底是人才的競爭。企業要實現高質量發展目標，需要高素質的人才隊伍作支撐。因此，面對複雜與未知疊加的國內市場、充滿變化和衝突的國際環境，本集團將採取切實有效措施，持續加快人才隊伍建設，增強組織活力，加快組織更新和提升，沉澱組織核心能力，打造敢於迎接未知和挑戰的組織文化。

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

本集團通過三個「持續」戰略的實施，實現國內市場與國際市場的相互促進，出口、集採與零售業務的高效協同，以多年服務全球頂級餐飲巨頭的品質與標準，為億萬家庭和個人用戶提供優質產品和服務，創造領先的雞肉品牌。

FINANCIAL REVIEW

財務回顧

Overall performance

整體業績

For the year ended 31 December 2024, the Group experienced a slight increase in revenue as compared to that of 2023. The Group recorded a net profit of RMB280.9 million in 2024 (2023: RMB160.3 million). Adjusted net profit[1] increased by 23.5% year-on-year. There was an increase of 11.6% in gross profit as compared to that of 2023. The basic earning per share was RMB17.9 cents in 2024. Set out below is the detailed information on the fluctuations in the Company's results for the year ended 31 December 2024.

截至2024年12月31日止年度，本集團的收入較2023年稍有增長。本集團於2024年錄得淨利潤人民幣280.9百萬元(2023年：人民幣160.3百萬元)，經調整後淨利潤[1]同比上升23.5%。與2023年同期相比，毛利增加11.6%。2024年的基本每股收益為人民幣17.9分。截至2024年12月31日止年度，本公司業績波動的詳情載列如下。

Items	項目	For the year ended 31 December 截至12月31日止年度 2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元	Change 變動 (%) (%)
Total operating revenue	營業總收入	**5,504,651**	5,134,413	+7.2
Operating costs	營業成本	**4,844,553**	4,542,949	+6.6
Selling expenses	銷售費用	**163,969**	156,268	+4.9
Administrative expenses	管理費用	**130,750**	100,604	+30.0
R&D expenses	研發費用	**25,623**	22,708	+12.8
Finance costs	財務費用	**52,133**	102,981	–49.4
Other gains	其他收益	**3,759**	6,698	–43.9
Gain on changes in fair value	公允價值變動收益	**(10,483)**	2,869	N/A
Total profit	利潤總額	**258,216**	163,945	+57.5
Net profit	淨利潤	**280,867**	160,319	+75.2
Adjusted net profit[1]	經調整後淨利潤[1]	**198,048**	160,319	+23.5
Gross profit	毛利潤	**660,099**	591,464	+11.6
Gross profit margin	毛利率	**12.0%**	11.5%	+4.1
Net profit margin	淨利潤率	**5.1%**	3.1%	+63.4

Note:

1. Net profit after deducting the reversal of monetary fund receivables bad debt and the corresponding tax and interests arising from the liquidation of GMK Finance.

附註：

1. 扣除新鳳祥財務清算產生的貨幣資金壞賬撥回及相關稅費以及利息後的淨利潤。

Revenue by products

按產品劃分的收入

		For the year ended 31 December 截至12月31日止年度		
		2024 **2024年** **RMB'000** **人民幣千元**	2023 2023年 RMB'000 人民幣千元	Change 變動 (%) (%)
Raw chicken meat products	生雞肉製品	**2,343,404**	2,284,084	+2.6
Processed chicken meat products	深加工雞肉製品	**2,955,393**	2,613,650	+13.1
Chicken breeds	雞苗	**26,964**	61,015	–55.8
Others	其他	**178,890**	175,664	+1.8
Total	合計	**5,504,651**	5,134,413	+7.2

During the Reporting Period, the Group's sales revenue increased due to the increase in the sales volume of raw chicken meat products and processed chicken meat products of the Group.

報告期內，本集團銷售收入增加，乃由於本集團生雞肉製品、深加工雞肉製品銷量增加所致。

Sales volume and average selling price by products

按產品劃分的銷量、平均售價

		For the year ended 31 December 截至12月31日止年度		
		2024 **2024年**	2023 2023年	Change 變動 (%) (%)
Raw chicken meat products	**生雞肉製品**			
Sales volume *(per kg)*	銷量(*每千克*)	**279,313,828**	241,290,399	+15.8
Average selling price *(RMB per kg)*	平均售價(*每千克人民幣*)	**8.39**	9.47	–11.4
Processed chicken meat products	**深加工雞肉製品**			
Sales volume *(per kg)*	銷量(*每千克*)	**152,938,912**	129,121,387	+18.4
Average selling price *(RMB per kg)*	平均售價(*每千克人民幣*)	**19.32**	20.24	–4.5
Chicken breeds	**雞苗**			
Sales volume *(per bird)*	銷量(*每隻*)	**10,710,204**	34,244,511	–68.7
Average selling price *(RMB per bird)*	平均售價(*每只人民幣*)	**2.52**	1.78	+41.3

During the Reporting Period, the Group's number of white-feathered broilers being processed experienced a year-on-year increase of 16.2%, and the production and sales volume of processed chicken meat products both experienced corresponding growth. The growth of breeding, processing and sales are related.

報告期內，本集團白羽肉雞加工量同比增長16.2%，深加工雞肉製品的產銷量均保持相應增長，養殖、加工、銷售增長關係相匹配。

Revenue by geographic territory and products

按地理區域分佈及產品劃分的收入

		For the year ended 31 December 截至12月31日止年度		
		2024	2023	Change
		2024年	2023年	變動
		RMB'000	RMB'000	(%)
		人民幣千元	人民幣千元	(%)
Mainland China	中國內地	**3,828,207**	3,738,375	+2.4
Japan	日本	**411,624**	412,575	–0.2
Malaysia	馬來西亞	**298,221**	177,507	+68.0
Europe	歐洲	**826,627**	691,772	+19.5
Other countries	其他國家	**139,972**	114,184	+22.6
Total	合計	**5,504,651**	5,134,413	+7.2

During the Reporting Period, the Company's revenue growth in the Mainland China market was driven by an increase in sales volume of processed chicken meat products. Also, in light of the competitiveness of the Group's products and the re-structuring of the international landscape, growth was achieved in sales revenue from Europe and other markets.

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

B2B and B2C sales revenue

B2B及B2C銷售收入

The Group's B2B sales are mainly direct sales or distribution of products to domestic and international customers, primarily food service or industrial customers, fast food restaurants, and food retailers. B2C sales are primarily through online and offline platforms to the end consumers.

本集團B2B銷售主要針對國內及國際客戶直銷或分銷產品，主要針對食品服務或工業客戶、速食餐廳、及食品零售商；B2C銷售主要通過線上及線下平台向最終消費者銷售產品。

		For the year ended 31 December 截至12月31日止年度		
		2024	2023	Change
		2024年	2023年	變動
		RMB'000	RMB'000	(%)
		人民幣千元	人民幣千元	(%)
B2B	B2B	**5,120,025**	4,706,065	+8.8
B2C	B2C	**384,626**	428,348	–10.2
Including: Online	其中：線上	**127,848**	146,856	–12.9
Offline	線下	**256,778**	281,492	–8.8
Total	合計	**5,504,651**	5,134,413	+7.2

During the Reporting Period, the Group further expanded its B2B customer base and achieved growth in sales volume. Revenue from the B2B business increased by 8.8% and accounted for 93.0% (2023: 91.7%) of the total revenue, representing an increase of 1.3%. As the Company strategically prioritised the supply of chicken meat to B2B business in 2024, which led to a reduction in the supply of chicken meat to B2C business and a decline in its production volume, sales volume of the products under the iShape and Fovo Foods series declined, resulting in a decrease of 10.2% in revenue from the B2C business. Revenue from the B2C business reached 7.0% (2023: 8.3%) of the total revenue, representing a decrease of 1.3%.

報告期內，本集團B2B端客戶範圍進一步擴大，並且銷量增長，收入增長8.8%，B2B端業務收入佔比達到93.0%(2023年：91.7%)，提高1.3%。由於本公司於2024年策略性優先供應肉源予B2B端，導致B2C端肉源減少、產量下降，B2C端的優形、鳳祥食品系列產品銷量均下降，B2C端收入下降10.2%。B2C端業務收入佔比為7.0%(2023年：8.3%)，降低1.3%。

Operating costs

During the Reporting Period, the Group's operating costs increased by 6.6% to RMB4,844.6 million (2023: RMB4,542.9 million), mainly due to an increase in the rearing volume of white-feathered broilers and an increase in the volume of chicken processed by the Group.

營業成本

報告期內，本集團營業成本上升6.6%至人民幣4,844.6百萬元(2023年：人民幣4,542.9百萬元)，主要由於本集團白羽肉雞飼養量增加及鷄肉加工量增加所致。

Administrative expenses

During the Reporting Period, the Group's administrative expenses increased by 30.0% to RMB130.7 million (2023: RMB100.6 million), mainly due to the enhancement in management efficiency of the Group and improvement in the performance and remuneration of the employees.

管理費用

報告期內，本集團管理費用上升30.0%至人民幣130.7百萬元(2023年：人民幣100.6百萬元)，主要由於本集團管理效率提升，員工績效薪酬提升。

Selling expenses

During the Reporting Period, the Group's selling expenses increased by 4.9% to RMB164.0 million (2023: RMB156.3 million), mainly due to an increase in the sales volume of chicken meat products of the Group.

銷售費用

報告期內，本集團銷售費用增長4.9%至人民幣164.0百萬元(2023年：人民幣156.3百萬元)，主要由於本集團雞肉產品銷量增加。

R&D expenses

During the Reporting Period, the Group's R&D expenses increased by 12.8% to RMB25.6 million (2023: RMB22.7 million), mainly due to an increase in the Group's R&D projects and the improvement in R&D personnel's performance and remuneration.

研發費用

報告期內，本集團研發費用增長12.8%至人民幣25.6百萬元(2023年：人民幣22.7百萬元)，主要由於本集團研發項目增加及研發人員績效薪酬提升。

Finance costs

During the Reporting Period, the Group's finance costs decreased by 49.4% to RMB52.1 million (2023: RMB103.0 million), which was mainly due to (i) the decrease in borrowing rates; and (ii) the decrease in amount financed due to the improvement in profitability of the Group.

融資成本

報告期內，本集團融資成本下降49.4%至人民幣52.1百萬元(2023年：人民幣103.0百萬元)，主要由於(i)借款利率下降；及(ii)本集團盈利能力提升，融資金額下降。

Total profit

During the Reporting Period, the Group's net profit increased by 75.2% to RMB280.9 million (2023: net profit of RMB160.3 million), which was mainly due to (i) an increase in sales volume of the Group's export business; and (ii) the receipt of the assets recovered after the liquidation of GMK Finance and relevant taxes thereof.

利潤總額

報告期內，本集團淨利潤增長75.2%至人民幣280.9百萬元(2023年：淨利潤人民幣160.3百萬元)，主要由於(i)本集團出口業務銷量增長；及(ii)收到新鳳祥財務清算收回的資產及相關稅費。

Analysis on Capital Resources

資本資源分析

Liquidity and capital resources

The Group has funded its operations principally with cash generated from its operations, borrowings and shareholders' capital contributions. The Group's primary uses of cash in 2024 were for working capital purposes and capital expenditures for expansion and improvement of production equipment and facilities.

流動資金及資本資源

本集團的業務資金主要來自其經營所產生的現金、借貸以及股東資本出資。於2024年，本集團的主要現金用途為營運資金目的以及擴大及改善生產設備及設施所需資本開支。

Capital structure

As at 31 December 2024, the registered capital of the Company was RMB1,583,348,000 and the total number of issued shares of the Company (the "**Shares**") was 1,583,348,000 Shares, comprising 1,045,000,000 domestic Shares ("**Domestic Shares**") and 538,348,000 H Shares ("**H Shares**") with a nominal value of RMB1.0 each. During the Reporting Period, the Group allotted and issued 730,000 new H Shares under the share award scheme adopted by the Company on 29 August 2023 (amended and restated on 6 June 2024).

資本架構

於2024年12月31日，本公司註冊資本為人民幣1,583,348,000元，本公司已發行股份(「**股份**」)總數為1,583,348,000股股份，包括1,045,000,000股內資股(「**內資股**」)及538,348,000股H股(「**H股**」)，每股面值為人民幣1.0元。於報告期內，本集團根據本公司於2023年8月29日採納的股份獎勵計劃(於2024年6月6日經修訂及重述)配發及發行730,000股新H股。

As at 31 December 2024, the total borrowings of the Group amounted to RMB999.1 million, representing a decrease of 15.0% as compared to that as at 31 December 2023. The decrease was mainly attributable to: (i) repayment of certain long-term borrowings that has fallen due; and (ii) less borrowing needs as a result of the Company's improved profitability.

於2024年12月31日，本集團借款總額為人民幣999.1百萬元，較2023年12月31日減少15.0%。減少主要是因為：(i)部分已到期的長期借款歸還；及(ii)公司盈利能力提升，借款需求減少。

The Group monitors capital using a gearing ratio, which is total borrowings divided by total equity, and balance sheet ratio, which is total borrowings divided by total assets. The gearing ratio and balance sheet ratio as at 31 December 2024 was 30.2% (31 December 2023: 38.7%) and 36.8% (31 December 2023: 40.0%), respectively.

本集團使用資本負債比率(即借款總額除以權益總額)及資產負債率(即借款總額除以資產總額)監管資本。於2024年12月31日，資本負債比率及資產負債率分別為30.2%(2023年12月31日：38.7%)及36.8%(2023年12月31日：40.0%)。

Contingent liabilities and pledge of assets

The Group's bank borrowings as at 31 December 2024 were secured by (i) mortgages of the Group's lands situated in the PRC with aggregate net carrying amount of RMB76.7 million (31 December 2023: RMB62.4 million); (ii) pledge of the Group's bank deposits of RMB25.1 million (31 December 2023: RMB8.6 million); (iii) pledge of certain of the Group's property, plant and equipment with aggregate net carrying amount of RMB1,508.1 million (31 December 2023: RMB886.10 million); and (iv) pledge of the Group's inventories with aggregate net carrying amount of RMB128.2 million (31 December 2023: RMB241.4 million).

As at 31 December 2024, the Group did not have any material contingent liabilities.

PRINCIPAL RISKS AND UNCERTAINTIES

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

Price Risks

Price risks refer to the losses of costs increase or profits decrease due to the fluctuation of the sales price. We operate in a competitive industry, where the main raw materials and products are commodities, all of which have been subject to significant price fluctuations. We are exposed to the risk of fluctuations of commodity prices, including prices of corn and soybean meals (which are our primary animal feed ingredients), chicken breeds and poultry products in China. Fluctuations in these commodity prices have had and are expected to continue to have an effect on our profitability. Commodity prices generally fluctuate with market conditions, including supply and demand, government policies and weather conditions in major agricultural and farming regions.

或然負債及資產抵押

本集團於2024年12月31日的銀行借款以(i)抵押本集團位於中國的總賬面淨值為人民幣76.7百萬元(2023年12月31日：人民幣62.4百萬元)的土地；(ii)抵押本集團人民幣25.1百萬元(2023年12月31日：人民幣8.6百萬元)的銀行存款；(iii)抵押本集團總賬面淨值為人民幣1,508.1百萬元(2023年12月31日：人民幣886.10百萬元)的若干物業、廠房及設備；及(iv)抵押本集團總賬面淨值為人民幣128.2百萬元(2023年12月31日：人民幣241.4百萬元)的存貨。

於2024年12月31日，本集團並無任何重大或然負債。

重大風險及不確定性

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

價格風險

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

Health Risks

Health risks refer to the risks of outbreak of diseases among or attributed to chicken. A lot of countries have encountered animal diseases, including but not limited to, foot-and-mouth disease, avian influenza and other animal diseases. Avian influenza, in particular H5N1 virus, H7N9 virus and H5N6 virus, is a type of disease which spreads through poultry and is capable of killing millions of poultry and may, in some circumstances, be transmitted to humans, causing symptoms such as fever, cough, sore throat, muscle aches and, in severe cases, breathing problems and pneumonia that may be fatal. Outbreak of diseases in neighbouring areas of any of our production facilities could raise concerns of the public and our customers on the safety and quality of our products. To solve health risks, the Group has implemented comprehensive procedures to prevent diseases among our breeders and broilers and focuses on reaction measures in response to any potential risk of disease outbreak. The chicken farms are constructed in stages and tailor-made according to the Company's own standards and requirements to ensure effective quality control, with procurement and installation of designed facilities according to prescribed standards of temperature, humidity and ventilation. This requires thorough planning to maintain operational stability. The Group has a technical specialist responsible for collecting information relating to livestock disease and providing early warning. In particular, we implemented a disease and mortality rate monitoring programme whereby our staff will check and remove dead breeders and broilers and will inform our veterinarians accordingly. Our veterinarians monitor the mortality rate of breeders and broilers on a daily basis and we maintain records of their health conditions throughout their lifespan. Such records include feed consumption, mortality, daily egg production, average egg weight, medication, vaccinations and disinfection records.

健康風險

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

Food Safety Risks

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

食品安全風險

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

Safety Production Risks

Safety production risks refer to risks of corporate property loss, temporary production suspensions or tarnished reputation due to production safety accidents caused by deficient safety management system or inadequate accident preventive measures. The Group has formulated food safety and management system manuals and procedure documents in accordance with the requirements of Food Safety Law of the PRC, GB/T27341-2009 Hazard Analysis and Critical Control Point (HACCP) System — General Requirements for Food Production Enterprises and other laws and regulations and relevant industry standards. Further, the results of our bacteria tests on our chicken meat products have complied with the Fresh and Frozen Poultry Product National Standards of the PRC and we procure our raw materials, Parent Stock Day-old Chicks and frozen chicken meat products from third party suppliers that have obtained the necessary licences and permits.

安全生產風險

安全生產風險是指安全管理制度不健全或事故防範措施不到位，導致生產安全事故，造成企業財產損失、生產暫時中止或聲譽受損的風險。本集團亦已根據《中華人民共和國食品安全法》的規定、GB/T27341-2009危害分析與關鍵控制點(HACCP)體系 — 食品生產企業通用要求以及其他法律法規及相關行業標準制定食品安全及管理體系指南及程序文件。此外，雞肉製品細菌測試結果符合中國鮮、凍禽產品國家標準，我們從已獲得所需牌照及許可證的第三方供應商採購原材料、父母代種雞苗及冷凍雞肉製品。

Epidemic Risks

Epidemic risks are the major risks faced by the development of animal husbandry. Outbreaks of health epidemics such as COVID-19, the severe acute respiratory syndrome, Middle East Respiratory Syndrome as well as the Ebola virus could materially and adversely affect our business operations. The Group will continue to monitor closely the development of the epidemics, assess and react actively its impacts on the Group's financial position and operating results, and ensure hygiene measures have been adopted. All personnel entering and exiting the breeder and broiler farms are required to undergo a disinfection process and be logged, and our staff are prohibited from bringing their uniforms out of the enclosed farm area to minimise the chance of introducing bacteria from the external environment.

疫病風險

疫病風險是畜牧行業發展中面臨的主要風險。衛生疫情(例如新冠疫情、嚴重急性呼吸系統綜合症、中東呼吸綜合症及埃博拉病毒)爆發亦會對我們的業務營運造成重大不利影響。本集團將繼續密切監察疫情的進展情況，並評估及積極回應其對本集團財務狀況及經營業績的影響，並確保已採取衛生措施。所有人員在進入種雞場及肉雞場所在封閉區域前均需穿上本集團提供的制服及鞋子。我們禁止員工將其制服帶離封閉場區以將由外部環境帶入細菌的幾率降至最低。

Policy and Regulation Risks

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

政策法規風險

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

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

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

重大投資、收購及出售事項

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

HUMAN RESOURCES

As at 31 December 2024, the Group had 6,473 employees who were directly employed by the Group, of which 6,469 employees were employed in the PRC and four employees were located in Japan. The remuneration packages for the employees include salary, bonuses and allowances. The bonus is based on business performance. As required by the PRC regulations, the Group (i) participates in social insurance schemes operated by the relevant local government authorities, and (ii) maintains mandatory pension contribution plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. The Group also provides continuing education and training programmes to its employees to improve their skills and develop their potential. The Company currently has two share award schemes adopted on 10 December 2021 (as amended on 6 June 2024) (the "**2021 SAS**") and 29 August 2023 (as amended on 6 June 2024) (the "**2023 SAS**"), respectively. The employee participants of the 2021 SAS shall only include connected persons of the Company (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) while the employee participants of the 2023 SAS shall exclude such connected persons.

人力資源

於2024年12月31日，本集團有6,473名直接受僱於本集團的僱員，其中在中國僱用6,469名僱員及4名僱員位於日本。僱員薪酬待遇包括薪金、獎金及津貼。獎金乃根據業務表現而定。按照中國法規規定，本集團(i)參加由相關地方政府機構運作的社會保險計劃，及(ii)設立強制性養老金供款計劃並投購醫療保險、工傷保險、失業保險及生育險。本集團亦向僱員提供持續教育及培訓課程，以提高其技能及發揮其潛能。本公司目前設有兩項股份獎勵計劃，分別於2021年12月10日(於2024年6月6日經修訂)(「**2021年股份獎勵計劃**」)及2023年8月29日(於2024年6月6日經修訂)(「**2023年股份獎勵計劃**」)採納。2021年股份獎勵計劃的僱員參與者僅包括本公司關連人士(定義見《香港聯合交易所有限公司證券上市規則》(「**上市規則**」))，而2023年股份獎勵計劃的僱員參與者不包括該等關連人士。

BUSINESS OUTLOOK

1. Challenges and Risks:

(1) due to the impact of intensifying industry competition and weak consumption recovery, the prices of products remained low;

(2) continuous international trade disputes and frequent international conflicts adversely affect the export business.

2. Opportunities and Potential Development:

(1) the Central Economic Work Conference has put "vigorously boosting consumption and comprehensively expanding domestic demand" as the primary task of economic work in 2025. Meanwhile, the dual expansion of macro policies will open up space for the recovery of the consumer market;

(2) structural opportunities in the industry will provide sustained growth impetus for enterprises with diversified channels;

(3) cost-effectiveness of white-feather broiler protein will continue to be a substitute for other animal proteins;

(4) application of digital intelligence and artificial intelligence in production will broaden room for high-quality enterprises to reduce costs and increase efficiency.

3. Quality Growth Strategies at Current Stage:

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

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

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

(4) explore new development models, match the increase in market demand through flexible expansion of production capacity, and consolidate the competitive position in the industry;

(5) explore the application of intelligence in breeding, production, management, etc., to help the enterprise to reduce costs and increase efficiency.

業務展望

1. 挑戰與風險：

(1) 因行業競爭加劇、消費復甦乏力等影響，導致產品價格低位運行；

(2) 國際貿易爭端不斷、國際衝突頻傳等，對出口業務產生不利影響。

2. 機會與空間：

(1) 中央經濟工作會議把「大力提振消費，全方位擴大國內需求」列為2025年經濟工作任務之首位，同時，宏觀政策雙擴張為消費市場復甦打開空間；

(2) 行業結構性機遇為渠道多元化的企業提供持續增長動力；

(3) 白羽肉雞蛋白質性價比優勢持續形成對其他動物蛋白的替代；

(4) 數智化、人工智能在生產中的應用，為優質企業降本增效提升空間。

3. 本階段優質增長策略：

(1) 精細化管理，進一步提升管理效率，深度降本增效；

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

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

(4) 探索新的發展模式，通過產能彈性擴張匹配市場需求增量，鞏固行業競爭位勢；

(5) 探索養殖、生產、管理等智能化的應用，助能企業降本增效。

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層

The directors (the "**Directors**"), supervisors (the "**Supervisors**") and senior management of the Company during the year ended 31 December 2024 and up to the date of this annual report are set out below:

本公司於截至2024年12月31日止年度內及截至本年報日期的董事(「**董事**」)、監事(「**監事**」)和高級管理層載列如下:

DIRECTORS
董事

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

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

董事的履歷詳情載列如下：

Executive Directors

執行董事

Mr. Xiao Dongsheng, aged 53, an executive Director and the general manager of the Company. He was appointed as a Director on 1 November 2018. He is primarily responsible for the sales and marketing functions of the Group. He is also a director of Shandong iShape Food Technology Co., Ltd. and Fengxiang Foods (Japan) Co., Ltd, an executive director of Shandong Fengxiang Industrial Co., Ltd., a director of Shandong Xiangyuan Food Co., Ltd.* (山東祥鳶食品有限公司), the chairman of Shandong Xiangteng Food Co., Ltd.* (山東祥騰食品有限公司) and a chairman of Shandong Xiangshengyuan Food Co., Ltd.* (山東祥昇源食品有限公司).

肖東生先生，53歲，為本公司執行董事兼總經理。彼於2018年11月1日獲委任為董事。彼主要負責本集團銷售及營銷職能。彼亦為山東優形食品科技有限公司及鳳祥食品株式会社的董事、山東鳳祥實業有限公司的執行董事、山東祥鳶食品有限公司董事、山東祥騰食品有限公司董事長、山東祥昇源食品有限公司董事長。

Mr. Xiao has over 27 years of experience in corporate and business management. He joined the Group in December 2010. He has been a general manager and the general manager of international marketing centre of Shandong Fengxiang Food Development Co., Ltd. ("**Fengxiang Food Development**") since December 2011. He has also been a general manager of Shandong iShape Food Technology Co., Ltd. since June 2019 and the chairman and general manager of Shandong Xiangteng Co., Ltd.* (山東祥騰有限公司) since February 2025. Mr. Xiao obtained a bachelor's degree in engineering from Nanjing University of Chemical Technology (currently known as Nanjing Tech University) in the PRC in July 1994 and the EMBA completion certificate from Tsinghua University PBC School of Finance in March 2024.

肖先生在企業及業務管理方面擁有逾27年經驗。彼於2010年12月加入本集團。自2011年12月起，彼於山東鳳祥食品發展有限公司(「**鳳祥食品發展**」)擔任總經理兼國際營銷中心總經理。自2019年6月起，彼亦於山東優形食品科技有限公司擔任總經理，自2025年2月起擔任山東祥騰有限公司董事長、總經理。肖先生於1994年7月獲得中國南京化工學院(現稱南京工業大學)工學學士學位，及於2024年3月獲得清華大學五道口金融學院EMBA結業證書。

Mr. Shi Lei, aged 39, an executive Director, the vice general manager, chief financial officer, the secretary to the Board of Directors and the company secretary of the Company. He was appointed as a Director on 31 May 2022. He is primarily responsible for the finance, IT business, legal matters and securities of the Group.

石磊先生，39歲，為本公司執行董事、副總經理、財務總監、董事會秘書兼公司秘書。彼於2022年5月31日獲委任為董事。彼主要負責本集團的財務、IT業務、法務、證券等事宜。

Mr. Shi has over 15 years of experience in finance, accounting and management, and joined the Group in June 2013. Mr. Shi served as a vice general manager of financial budget and analysis department, a financial manager and an assistant director of financial centre of the Company from June 2013 to February 2018. Mr. Shi has been a supervisor of Yucheng Fengming Food Co., Ltd. since August 2017, a director of Shandong Xiangteng Food Co., Ltd.* (山東祥騰食品有限公司) since 28 February 2025, and a director of Shandong Xiangshengyuan Food Co., Ltd.* (山東祥昇源食品有限公司) since 21 March 2025. Prior to joining the Group, Mr. Shi worked for the finance department of Qingdao Zhengda Co., Ltd. from January 2008 to June 2010, and worked as a supervisor of the finance department of OSI Group (Weihai) Poultry Development Co., Ltd. from June 2010 to June 2013. Mr. Shi obtained a bachelor's degree in financial management from Qingdao Agricultural University in the PRC in July 2007, and then obtained a master's degree in business administration from China Europe International Business School of Shanghai Jiao Tong University in the PRC in November 2024.

石先生在財務、會計及管理方面具備逾15年的經驗，並於2013年6月加入本集團。石先生於2013年6月至2018年2月期間先後擔任本公司財務預算及分析部門副總經理、財務經理、財務中心主任助理。石先生自2017年8月起擔任禹城鳳鳴食品有限公司監事，自2025年2月28日起擔任山東祥騰食品有限公司董事，自2025年3月21日起擔任山東祥昇源食品有限公司董事。加入本集團前，石先生於2008年1月至2010年6月任職於青島正大有限公司財務部，並曾於2010年6月至2013年6月擔任福喜(威海)農牧發展有限公司財務部主管。石先生於2007年7月獲得中國青島農業大學財務管理學士學位，其後於2024年11月獲得中國上海交通大學中歐國際工商學院頒發的工商管理碩士學位。

Non-executive Directors

Mr. Qiu Zhongwei, aged 56, a non-executive Director of the Company. He was appointed as a Director on 18 January 2023. Mr. Qiu is a member of the remuneration committee of the Company (the "**Remuneration Committee**").

Mr. Qiu has over 32 years of experience in corporate finance and private equity investment. He has been a partner and managing director of PAG Asia Capital since April 2015. From 1990 to 2000, Mr. Qiu served as a vice president at Goldpark China Limited, a subsidiary of China Huaneng Group. Mr. Qiu has served as the managing director and managing partner at Hony Capital for 10 years from January 2005. Before that, he was the chairman of Yintai Holdings Limited. From July 2006 to June 2015, he served as a non-executive director of Changsha Zoomlion Heavy Industry Science and Technology Development Co., Ltd. (currently known as Zoomlion Heavy Industry Science and Technology Co., Ltd.), a company listed on the Main Board of the Stock Exchange (stock code: 01157) and the Shenzhen Stock Exchange (stock code: 000157). He served as the chairman and the general manager of Shanghai Baosteel Gases Co., Ltd. from January 2019 to February 2023. He has been a director of Metro Land Corporation Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600683), since December 2017; and a non-executive director of China Youran Diary Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 09858), since August 2020. Mr. Qiu obtained a bachelor's degree in engineering from Xi'an Jiaotong University in the PRC in 1990. He then obtained a master's degree in business administration jointly awarded by Kellogg School of Management of Northwestern University in the United States and the Hong Kong University of Science and Technology in Hong Kong in 2003.

Mr. Lu Wei, aged 46, a non-executive Director. He was appointed as a Director on 18 January 2023. Mr. Lu is a member of the audit committee of the Company (the "**Audit Committee**").

Mr. Qiu has over 22 years of experience in banking, investment and business consultation. He joined PAG Asia Capital as a senior associate in August 2011 and was subsequently promoted to vice president and executive director, he is currently a managing director of PAG Asia Capital. From September 2001 to June 2004, Mr. Lu served at the Shanghai office of Standard Chartered Bank (China) Limited. From August 2004 to April 2010, he served as a business analyst and an associate at McKinsey & Company. He served as a senior associate at the Shanghai office of CITIC Capital from May 2010 to August 2021. Mr. Lu obtained a bachelor's degree in economics with a major in international finance from Renmin University of China in the PRC in July 2001. He then obtained a master's degree in business administration from Harvard University in the United States in June 2009.

非執行董事

邱中偉先生，56歲，為本公司非執行董事。彼於2023年1月18日獲委任為董事。邱先生為本公司薪酬委員會(「**薪酬委員會**」)成員。

邱先生於企業融資及私募股權投資方面擁有逾32年經驗。彼自2015年4月起一直為太盟亞洲資本合夥人及董事總經理。自1990年至2000年，邱先生擔任Goldpark China Limited(中國華能集團的附屬公司)副總裁。邱先生自2005年1月起計10年擔任弘毅投資董事總經理及管理合夥人。此前，彼曾擔任銀泰控股公司董事長。自2006年7月至2015年6月，彼擔任長沙中聯重工科技發展股份有限公司(現稱中聯重科股份有限公司，於聯交所主板(股份代號：01157)及深圳證券交易所(股份代號：000157)上市的公司)之非執行董事。自2019年1月至2023年2月，擔任上海寶鋼氣體有限公司董事長兼總經理。自2017年12月起，彼擔任上海證券交易所上市公司京投發展股份有限公司(股份代號：600683)的董事；及自2020年8月起擔任聯交所主板上市公司中國優然牧業集團有限公司(股份代號：09858)之非執行董事。邱先生於1990年自中國西安交通大學取得工學學士學位。彼其後於2003年獲美國西北大學凱洛格商學院與香港科技大學聯合頒發工商管理碩士學位。

呂崴先生，46歲，為非執行董事。彼於2023年1月18日獲委任為董事。呂先生為本公司審計委員會(「**審計委員會**」)成員。

呂先生於銀行、投資及商業諮詢方面擁有逾22年經驗。彼於2011年8月加入太盟亞洲資本擔任高級投資經理，其後晉升為副總裁及執行董事，彼現時為太盟亞洲資本的董事總經理。自2001年9月至2004年6月，呂先生曾於渣打銀行(中國)有限公司上海辦事處任職。自2004年8月至2010年4月，彼於麥肯錫公司(McKinsey & Company)擔任商業分析員及諮詢顧問。自2010年5月至2021年8月，彼擔任中信資本(CITIC Capital)上海辦事處高級投資經理。呂先生於2001年7月取得中國人民大學國際金融專業經濟學學士學位。彼其後於2009年6月自美國哈佛大學取得工商管理碩士學位。

Mr. Zhu Lingjie, aged 45, is the chairman of the Board of Directors and a non-executive Director. He was appointed as a Director on 18 January 2023. Mr. Zhu is the chairman of the nomination committee of the Company (the "**Nomination Committee**").

Mr. Zhu has over 20 years of experience in business and marketing strategy formation and investment. Mr. Zhu joined PAG Asia Capital in October 2013 and his current position is managing director. He has extensive experience in consumer goods sector and retail industry as a consultant and professional manager. From July 2005 to March 2008, he worked as a senior manager at Opera Solutions, LLC., a company providing analytics consulting service. From March 2008 to March 2012, he served as a senior project manager at Roland Berger, a worldwide management consulting company. From April 2012 to October 2013, he worked as a brand sales director at Beiersdorf AG. Mr. Zhu obtained a bachelor's degree in finance from Nanjing University in the PRC in July 2002. He then obtained a certificate of graduate studies from Johns Hopkins University Nanjing University Center for Chinese and American Studies in July 2004. He further obtained a master's degree in finance from Nanjing University in the PRC in July 2005.

Ms. Zhou Ruijia, aged 36, is a non-executive Director. She was appointed as a Director on 18 January 2023.

Ms. Zhou has over 13 years of experience in investment, financial and operational management. Ms. Zhou currently serves as an executive director of PAG Asia Capital, focusing on buyouts, privatisations, and structured minority investments. Since joining PAG Asia Capital in 2013, Ms. Zhou has been actively involved in a number of investments in the business services and technology sectors, including several leading public companies on the New York Stock Exchange and the Stock Exchange. She is primarily responsible for conducting investments and advising invested portfolio companies on strategic, financial and operational initiatives. Prior to joining PAG Asia Capital, Ms. Zhou worked as an analyst in the investment banking division of Goldman Sachs in New York from July 2011 to July 2013, primarily responsible for conducting financial analysis and advising corporate clients and financial institutions on mergers and acquisitions, as well as equity and debt issuances. Ms. Zhou obtained a bachelor of science degree from Duke University in the United States in 2011.

朱凌潔先生，45歲，為董事會主席兼非執行董事。彼於2023年1月18日獲委任為董事。朱先生為本公司提名委員會(「**提名委員會**」)主席。

朱先生於商業及營銷策略制定及投資經驗方面擁有超過20年。朱先生於2013年10月加入太盟亞洲資本，彼現時職位為董事總經理。彼作為顧問及職業經理人，在消費品界別及零售業界方面積累豐富經驗。於2005年7月至2008年3月，彼於Opera Solutions, LLC.擔任高級經理，該公司提供分析顧問服務。於2008年3月至2012年3月，彼於羅蘭貝格(Roland Berger)擔任高級項目經理，該公司為一間全球管理諮詢公司。於2012年4月至2013年10月，彼於拜爾斯多夫(Beiersdorf AG)擔任品牌銷售總監。朱先生於2002年7月取得中國南京大學金融學學士學位。彼其後於2004年7月取得南京大學 — 約翰斯•霍普金斯大學中美文化研究中心的研究生證書，並於2005年7月取得中國南京大學金融學碩士學位。

周瑞佳女士，36歲，為非執行董事。彼於2023年1月18日獲委任為董事。

周女士於投資、財務及營運管理方面擁有逾13年經驗。周女士現為太盟亞洲資本的執行董事，專注於收購、私有化及結構性少數股權投資。自2013年加入太盟亞洲資本以來，周女士參與了多項商業服務及科技領域的投資，被投公司中包含多家於紐約證券交易所及聯交所上市的公眾公司。彼主要負責進行投資以及就戰略、財務及經營管理等方面向所投資公司提供意見和建議。於加入太盟亞洲資本前，自2011年7月至2013年7月，周女士於高盛(Goldman Sachs)投資銀行部門紐約辦公室擔任分析師，主要負責進行金融財務分析及就併購以及股權及債務發行向公司客戶及金融機構提供意見和建議。周女士於2011年在美國杜克大學取得理學學士學位。

Independent non-executive Director

Ms. Wang Anyi, aged 48, is an independent non-executive Director. She was appointed as a Director on 18 January 2023. Ms. Wang is the chairperson of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Ms. Wang has over 22 years of experience in business consultancy, corporate management and finance. Ms. Wang was a partner and the chief financial officer of BosWinner, a company providing building and facility construction and management software, from June 2017 to December 2023. Prior to that, she served as the chief financial officer of e-Shang, an integrated development and investment management business that subsequently merged into the ESR Group from 2014 to 2017. Ms. Wang started her career as an analyst at McKinsey & Company in 1999. She joined Morgan Stanley as an associate in its Chicago office's mergers and acquisition team in 2004 and then served in the global capital markets team in the Hong Kong office in 2006. She was promoted to vice president of the China investment banking and real estate team in the Hong Kong office in 2007. From 2009 to 2013, she served as the head of corporate finance and investor relations at Yanlord Land Group Limited. Ms. Wang obtained a bachelor's degree in international finance and real estate from Shanghai Jiaotong University in the PRC in 1999. She then obtained a master's degree in business administration from Kellogg School of Management of Northwestern University in the United States in 2004.

獨立非執行董事

王安易女士，48歲，為獨立非執行董事。彼於2023年1月18日獲委任為董事。王女士為薪酬委員會主席、審計委員會成員及提名委員會成員。

王女士於商業諮詢、企業管理及融資方面擁有逾22年經驗。於2017年6月至2023年12月，王女士為盈嘉互聯(BosWinner)的合夥人兼首席財務官，該公司提供建築及設施建造及管理軟件。此前，彼於2014年至2017年在易商(e-Shang)擔任首席財務官，易商(e-Shang)為綜合發展及投資管理業務，其後合併至易商紅木集團(ESR Group)。王女士於1999年在麥肯錫公司(McKinsey & Company)擔任分析師開展事業。彼於2004年加入摩根士丹利擔任芝加哥辦事處收購兼併組經理，其後於2006年服務香港辦事處的環球資本市場組。彼於2007年晉升為香港辦事處中國投資銀行及房地產組副總裁。自2009年至2013年，彼於仁恒置地集團有限公司擔任公司金融及投資者關係主管。王女士於1999年取得中國上海交通大學國際金融及房地產學士學位。彼其後於2004年獲美國西北大學凱洛格商學院頒授工商管理碩士學位。

Ms. Zhao Yinglin, aged 59, an independent non-executive Director. She was appointed as a Director on 28 May 2021. Ms. Zhao is a member of the Remuneration Committee and the Nomination Committee.

趙迎琳女士，59歲，為獨立非執行董事。彼於2021年5月28日獲委任為董事。趙女士為薪酬委員會成員及提名委員會成員。

Ms. Zhao has 25 years of experience in corporate and business management. She was the general manager of the investment management department of China Life Property & Casualty Insurance Company Limited between October 2007 and March 2020 and the chief investment officer of PICC Health Insurance Company Limited from March 2020 to February 2021. Ms. Zhao completed her postgraduate studies in finance and investment and received her doctorate degree in economics from the Northwest University in the PRC in July 2000. She obtained the Securities Practitioners Qualifications Certificate from the Securities Association of China in February 2004 and obtained the Independent Director Qualification Certificate from the Shanghai Stock Exchange in March 2014.

趙女士在企業及業務管理方面有25年經驗。彼自2007年10月至2020年3月在中國人壽財產保險股份有限公司任投資管理部總經理，自2020年3月至2021年2月在中國人民健康保險股份有限公司任首席投資執行官。趙女士於2000年7月在西北大學經濟管理學院完成金融與投資專業學習，並獲得研究生學歷，經濟學博士學位。彼於2004年2月獲中國證券業協會證券從業人員資格證書；於2014年3月獲上海證券交易所獨立董事資格證書。

Mr. Chung Wai Man, aged 61, an independent non-executive Director. He was appointed as a Director on 8 August 2019. Mr. Chung is the chairman of the Audit Committee.

鍾偉文先生，61歲，為獨立非執行董事。彼於2019年8月8日獲委任為董事。鍾先生為審計委員會主席。

Mr. Chung has over 31 years of experience in accounting, taxation and finance. Mr. Chung has served as an independent non-executive director of Net Pacific Financial Holdings Limited (stock code: 5QY) since June 2018, the shares of which are listed on the Singapore Exchange Limited, E Lighting Group Holdings Limited (stock code: 08222) since September 2014, the shares of which are listed on GEM of the Stock Exchange, Shanghai MicroPort MedBot (Group) Co., Ltd. (stock code: 02252) since July 2024, the share of which are listed on the Main Board of the Stock Exchange and Zhongmiao Holdings (Qingdao) Co., Ltd. (stock code: 01471) since August 2024, the share of which are listed on the Main Board of the Stock Exchange.

鍾先生在會計、稅務及金融方面擁有逾31年經驗。鍾先生自2018年6月至今擔任利通太平洋金融控股有限公司(股份代號：5QY)之獨立非執行董事，該股份於新加坡交易所有限公司上市，自2014年9月至今擔任壹照明集團控股有限公司(股份代號：08222)之獨立非執行董事，該公司的股份於聯交所GEM上市，自2024年7月至今擔任上海微創醫療機器人(集團)股份有限公司(股份代號：02252)之獨立非執行董事，該公司的股份於聯交所主板上市，自2024年8月至今擔任眾淼控股(青島)股份有限公司(股份代號：01471)之獨立非執行董事，該公司的股份於聯交所主板上市。

Mr. Chung obtained a bachelor's degree in social sciences from University of Hong Kong in December 1989 and a master's degree in international business management from City University of Hong Kong in November 1998. Mr. Chung has been an associate member of the Hong Kong Institute of Certified Public Accountants since April 1995 and a fellow of The Association of Chartered Certified Accountants in the United Kingdom since November 1999.

鍾先生於1989年12月獲得香港大學社會科學學士學位及於1998年11月獲得香港城市大學國際商業管理碩士學位。鍾先生自1995年4月起一直為香港會計師公會會員，自1999年11月起一直為英國特許公認會計師公會資深會員。

SUPERVISORS
監事

Name 姓名	Position in the Company 公司職位
Ms. Gao Jin 高瑾女士	Shareholders representative Supervisor 股東代表監事
Mr. Zhu Kaijie 朱愷杰先生	Shareholders representative Supervisor 股東代表監事
Mr. Ma Xianwen 馬憲穩先生	Employees representative Supervisor 職工代表監事

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

Ms. Gao Jin, aged 42, is the chairperson of the board of supervisors of the Company (the "**Board of Supervisors**") and a shareholders representative Supervisor. She was appointed as a Supervisor on 18 January 2023.

Ms. Gao has over 12 years of experience in professional accounting and tax advisory services. Ms. Gao joined PAG Asia Capital in April 2019 and her current position is vice president. From August 2005 to October 2014, she served as a manager at KPMG Advisory (China) Ltd.. From November 2014 to June 2015, she worked as a senior manager at WTS Consulting (Shanghai) Ltd. From July 2015 to February 2019, she served as a director at Sinopharm Capital Management Co., Ltd. (currently known as Sinopharm Capital Management Limited Company). Since June 2020, she has been a supervisor at Shenzhen Xin Jiao Cultural Information Consulting Co., Ltd.. From June 2021 to March 2023, she served as a director at Mingya Insurance Brokers Co., Ltd. Since April 2022, she concurrently serves as a manager at Chengdu Xuyu Education Consulting Co., Ltd. and Chengdu Fanshun Education Consulting Co., Ltd.. Ms. Gao obtained a bachelor's degree in accounting from Fudan University in the PRC in July 2005. Ms. Gao has been a certified public accountant in the PRC since December 2006 and a certified tax advisor in the PRC since August 2009.

監事履歷詳情如下：

高瑾女士，42歲，為本公司監事會(「**監事會**」)主席及股東代表監事。彼於2023年1月18日獲委任為監事。

高女士於專業會計及稅務顧問服務方面有逾12年經驗。高女士於2019年4月加入太盟亞洲資本，現時職位為副總裁。於2005年8月至2014年10月，彼於畢馬威企業諮詢(中國)有限公司擔任經理。於2014年11月至2015年6月，彼擔任偉拓商務諮詢(上海)有限公司之高級經理。於2015年7月至2019年2月，彼於國藥資本管理有限公司(現稱上海健壹私募基金管理有限公司)擔任董事。自2020年6月起，彼一直擔任深圳鑫教文化信息諮詢有限公司之監事。自2021年6月至2023年3月，彼擔任明亞保險經紀股份有限公司之董事。自2022年4月起，彼同時擔任成都煦予教育諮詢有限公司及成都梵順教育諮詢有限公司之經理。高女士於2005年7月在中國復旦大學取得會計學學士學位。高女士自2006年12月起成為中國註冊公共會計師，並自2009年8月起成為中國註冊稅務顧問。

Mr. Zhu Kaijie, aged 29, is a Shareholders representative Supervisor. He was appointed as a Supervisor on 18 January 2023.

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

Mr. Ma Xianwen, aged 39, is the employees representative Supervisor. He was appointed as a Supervisor on 18 January 2023.

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

朱愷杰先生，29歲，為股東代表監事。彼於2023年1月18日獲委任為監事。

朱先生在金融及投資銀行方面擁有逾七年經驗。朱先生於2021年2月加入太盟亞洲資本，現時職位為私募股權策略的副總裁。於2017年7月至2019年8月，彼任職於摩根士丹利亞洲有限公司，最後職位為投資銀行部門經理。於2019年9月至2021年1月，彼於德弘資本擔任分析師。朱先生於2017年5月以優等生榮譽獲美國紐約市哥倫比亞大學頒授文學士學位，主修經濟及數理統計學雙專業。

馬憲穩先生，39歲，為職工代表監事。彼於2023年1月18日獲委任為監事。

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

SENIOR MANAGEMENT
高級管理層

Name 姓名	Position in the Company 公司職位
Mr. Xiao Dongsheng 肖東生先生	General manager 總經理
Mr. Wang Zhixian 汪之現先生	Vice general manager 副總經理
Mr. Meng Tao 孟濤先生	Vice general manager 副總經理
Ms. Zhou Jinying 周勁鷹女士	Vice general manager 副總經理
Mr. Shi Lei 石磊先生	Vice general manager, chief financial officer, secretary to the Board of Directors and company secretary 副總經理、首席財務總監、董事會秘書兼公司秘書

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

本公司高級管理層履歷詳情如下：

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

有關肖東生先生及石磊先生的履歷詳情，請參閱本章節的「董事 — 執行董事」。

Mr. Wang Zhixian, aged 59, a vice general manager of the Company. He is primarily responsible for the food safety and quality management functions of the Group.

汪之現先生，59歲，為本公司副總經理。彼主要負責本集團食品安全及質量管理職能。

Mr. Wang has over 23 years of experience in food safety and quality management industry. He joined the Group in August 2001. He was a vice general manager of Fengxiang Food Development from August 2001 to August 2011. He served as a vice general manager of food business department of Fengxiang Food Development from August 2011 to July 2016. He has been a general manager of Shandong Fengxiang Industrial Co., Ltd. since December 2011.

汪先生在食品安全及質量管理行業擁有逾23年經驗。彼於2001年8月加入本集團。彼自2001年8月至2011年8月擔任鳳祥食品發展副總經理。自2011年8月至2016年7月，彼擔任鳳祥食品發展食品業務部副總經理。自2011年12月起，彼擔任山東鳳祥實業有限公司總經理。

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

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

Mr. Meng Tao, aged 57, a vice general manager of the Company. He is primarily responsible for the operational planning and supply chain centre of the Group.

孟濤先生，57歲，為本公司副總經理。彼主要負責分管本集團運營規劃和供應鏈中心。

Mr. Meng has over 35 years of experience in meat product industry. He joined the Group in February 2013. He was a vice general manager of production department of Fengxiang Food Development from February 2013 to November 2013. He served as a general manager of production department of Shandong Fengxiang Industrial Co., Ltd. from November 2013 to September 2016. Mr. Meng served as a vice general manager of Fengxiang Food Development from September 2016 to February 2018.

孟先生在肉類產品行業擁有逾35年經驗。彼於2013年2月加入本集團。彼自2013年2月至2013年11月擔任鳳祥食品發展生產部副總經理。彼自2013年11月至2016年9月擔任山東鳳祥實業有限公司生產部總經理。孟先生自2016年9月至2018年2月擔任鳳祥食品發展副總經理。

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

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

Ms. Zhou Jinying, aged 52, a vice general manager of the Company. She is the person-in-charge of the business of iShape, and is also the general manager of marketing centre.

周勁鷹女士，52歲，為本公司副總經理。彼為優形業務負責人，亦為市場中心總經理。

Ms. Zhou has over 27 years of experience in marketing and media industry. She joined the Group in February 2018. She has been a vice general manager of the Company since February 2018 served as an executive Director of the Company from May 2022 to January 2023.

周女士在營銷及媒體行業擁有逾27年經驗。彼於2018年2月加入本集團。彼自2018年2月起擔任本公司副總經理並於2022年5月至2023年1月期間擔任本公司執行董事。

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

加入本集團之前，周女士自2016年9月至2018年4月擔任新鳳祥控股集團有限責任公司(「**新鳳祥控股**」)品牌管理中心總經理兼首席品牌官。彼自2018年4月至2019年1月擔任新鳳祥控股副總經理及首席品牌官。

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

周女士於1998年6月在中國獲得北京電影學院文化事業管理學士學位。

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

除本年度報告所披露者外，董事、監事及高級管理人員(i)並無於過往三年於其他公眾上市公司擔任任何其他董事職務；(ii)與本公司任何其他董事、監事、高級管理人員、主要股東或控股股東概無任何關係；(iii)並無於本公司或本集團其他成員公司擔任任何職位；(iv)並無於本公司股份中擁有《證券及期貨條例》(「《**證券及期貨條例**》」)第XV部所界定之權益；及(v)並無其他有關彼等之資料須根據《上市規則》第13.51(2)(h)至13.51(2)(v)條所述事項予以披露。

UPDATE ON DIRECTORS' AND SUPERVISORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information of the Directors since the publication of the annual report of the Company for the year ended 31 December 2023 and up to the date of this annual report are set out below:

Mr. Xiao Dongsheng has been a director of Shandong Xiangyuan Food Co., Ltd.* (山東祥鳶食品有限公司) since August 2024, the chairman and general manager of Shandong Xiangteng Food Co., Ltd.* (山東祥騰食品有限公司) since February 2025 and the chairman of Shandong Xiangshengyuan Food Co., Ltd.* (山東祥昇源食品有限公司) since March 2025, and obtained the EMBA completion certificate from Tsinghua University PBC School of Finance in March 2024.

Mr. Shi Lei has been a director of Shandong Xiangteng Food Co., Ltd.* (山東祥騰食品有限公司) since 28 February 2025, a director of Shandong Xiangshengyuan Food Co., Ltd.* (山東祥昇源食品有限公司) since 21 March 2025, and obtained a master's degree in business administration from China Europe International Business School of Shanghai Jiao Tong University in the PRC in November 2024.

Mr. Chung Wai Man was appointed as an independent non-executive director of Shanghai MicroPort MedBot (Group) Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 02252) on 18 July 2024. Mr. Chung was also appointed as an independent non-executive director of Zhongmiao Holdings (Qingdao) Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 01471) on 5 August 2024.

Save as disclosed above, there is no other information required to be disclosed under Rule 13.51B(1) of the Listing Rules.

董事及監事資料更新

根據《上市規則》第13.51B(1)條，自本公司截至2023年12月31日止年度的年報刊發後及直至本年度報告日期，董事資料的變動載列如下：

肖東生先生自2024年8月起擔任山東祥鳶食品有限公司董事，自2025年2月起擔任山東祥騰食品有限公司董事長、總經理，自2025年3月起擔任山東祥昇源食品有限公司董事長，及於2024年3月獲得清華大學五道口金融學院EMBA結業證書。

石磊先生自2025年2月28日起擔任山東祥騰食品有限公司董事，自2025年3月21日起擔任山東祥昇源食品有限公司董事，及於2024年11月獲得中國上海交通大學中歐國際工商學院頒發的工商管理碩士學位。

鍾偉文先生於2024年7月18日獲委任為上海微創醫療機器人(集團)股份有限公司(一家於聯交所主板上市的公司，股份代號：02252)的獨立非執行董事。鍾先生亦自2024年8月5日獲委任眾淼控股(青島)股份有限公司(一家於聯交所主板上市的公司，股份代號：01471)的獨立非執行董事。

除上文所披露者外，並無其他資料須根據《上市規則》第13.51B(1)條予以披露。

Report of Board of Directors
董事會報告

The Board of Directors is pleased to present its report (the "**Report of Board of Directors**") together with the financial statements of the Company for the year ended 31 December 2024.

董事會欣然提呈本公司截至2024年12月31日止年度之報告(「**董事會報告**」)及財務報表。

PRINCIPAL BUSINESS

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

主要經營業務

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

RESULTS

The results for the year ended 31 December 2024 are set out in the consolidated income statement on pages 123 to 125 of this annual report.

業績

截至2024年12月31日止年度業績載於本年報第123頁至第125頁的合併利潤表中。

DIVIDENDS DISTRIBUTION

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

股息分配

本公司已採納股息政策，據此，本公司可宣派及派付股息予本公司股東(「**股東**」)。任何分派股息的計劃須由董事會制定並須經股東大會批准。未來宣派或派付任何股息的決定及任何股息的金額將取決於多項因素，包括本集團的經營業績、現金流量、財務狀況、資本充足率、附屬公司向本公司派付的現金股息、業務前景、有關本公司宣派及派付股息的法定、監管及合同限制，以及董事會可能認為重要的其他因素。本公司章程(「**《公司章程》**」)規定，本公司可以現金、股票或現金與股票相結合的方式分派股息。

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

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

The Board of Directors has resolved not to declare any final dividend for the year ended 31 December 2024 (2023: nil). As at the date of this annual report, the Board of Directors is not aware of any Shareholders who have waived or agreed to waive any dividends.

董事會已議決不宣派截至2024年12月31日止年度的任何末期股息(2023年:零)。於本年報日期,董事會並不知悉任何股東已放棄或同意放棄任何股息。

ANNUAL GENERAL MEETING

The annual general meeting (the "**AGM**") of the Company is expected to be held on Friday, 23 May 2025. The notice of the AGM will be published and despatched to the Shareholders in due course in the manner as required by the Articles of Association and the Listing Rules.

股東週年大會

本公司計劃於2025年5月23日(星期五)舉行股東週年大會(「**股東週年大會**」)。股東週年大會通告將於適當時候按《公司章程》及《上市規則》規定的方式刊登及向股東寄發。

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant Share certificates must be lodged with the H share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in respect of H Shareholders), or to the Company's registered office in the PRC at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, PRC (in respect of domestic Shareholders) no later than 4:30 p.m. on Monday, 19 May 2025.

暫停辦理股份過戶登記

為確定可出席股東週年大會並於會上投票之資格，本公司將於2025年5月20日(星期二)至2025年5月23日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續，期間不接受任何股份轉讓登記。為符合出席股東週年大會並於會上投票之資格，所有過戶文件連同相關股票須不遲於2025年5月19日(星期一)下午四時三十分送達本公司H股股份過戶登記處，即香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–16號舖(就H股股東而言)，或本公司中國註冊辦事處，地址為中國山東省聊城市陽谷縣安樂鎮劉廟村(就內資股股東而言)。

BUSINESS REVIEW

A fair review of the business and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the "Management Discussion and Analysis" on pages 15 to 34 of this annual report. Description of the principal risks and uncertainties faced the Group can be found throughout this annual report. Particulars of important events affecting the Group that have occurred after 31 December 2024, if any, can also be found in the notes to the financial statements.

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

業務回顧

本集團於本年度內業務的公平回顧及本集團表現的討論及分析，以及與其業績及財務狀況相關的重大因素已載列於本年報第15至第34頁的「管理層討論及分析」。有關本集團面對之主要風險及不確定因素之描述已載於本年報內。2024年12月31日之後發生的影響本集團的重要事件的詳細信息(如有)也載列於財務報表的附註中。

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

FINANCIAL SUMMARY

A summary of the Company's results, assets and liabilities for the last five financial years are set out on page 312 of this annual report. This summary does not form part of the financial statements.

財務概要

本集團於過往五個財政年度的業績、資產及負債之概要載列於本年報第312頁。此概要不構成財務報表的一部份。

ENVIRONMENTAL POLICY

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

The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws. Management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage these risks.

There had been no material administrative penalties imposed on the Group as a result of non-compliance with any PRC laws or regulations in relation to environmental protection during the year ended 31 December 2024.

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

環境政策

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

本集團已制定旨在遵守當地環境及其他法律的環境政策及程序。管理層定期進行審查以識別環境風險，並確保所實行的制度足以管理該等風險。

於截至2024年12月31日止年度期間，本集團未因違反有關環境保護的中國法律或法規而受到重大行政處罰。

董事會授權予高級管理層，以讓其對日常環境、社會及管治(「**環境、社會及管治**」)管理工作，對環境、社會及管治表現進行控制及監察。投資者可在本公司網站的投資者關係頁面，查詢環境、社會及管治報告資料。按照高級管理層的匯報，董事會認為本集團的環境、社會及管治在《上市規則》附錄C2中的所列的主要範疇和各層面而言，均令人滿意。

RELATIONSHIP WITH STAKEHOLDERS

Employees

As at 31 December 2024, we had 6,473 employees who were directly employed by us, of which 6,469 employees were employed in the PRC and four employees were located in Japan.

The remuneration packages for our employees include salary, bonuses and allowances. Except for Japanese employees who are required to comply with Japanese laws and regulations, as required by the PRC regulations, we participate in social insurance schemes operated by the relevant local government authorities and maintain mandatory pension contribution plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance for some of our employees. We also contribute to housing provident fund for some of our employees. No forfeited contribution was used by the employer to reduce the contribution payable in the future years. Details of the defined contribution and benefit scheme of the Group for the year ended 31 December 2024 are set out in note III (XXII) to the financial statements.

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

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

The Company currently adopted the 2021 SAS and 2023 SAS. The employee participants of the 2021 SAS shall only include connected persons of the Company (as defined under the Listing Rules) while the employee participants of the 2023 SAS shall exclude such connected persons.

與主要利益相關者的關係

僱員

於2024年12月31日，我們有6,473名直接受僱於我們的僱員，其中包括6,469名位於中國的僱員及四名位於日本的僱員。

僱員薪酬待遇包括薪金、獎金及津貼。除日本僱員須遵守日本法律法規外，按照中國法規規定，我們參加由相關地方政府機構運作的社會保險計劃，並為部分僱員設立強制性退休金供款計劃並投購醫療保險、工傷保險、失業保險及生育險。我們亦為部分僱員支付住房公積金供款。概無已沒收的供款可供僱主用以減少於未來數年應付的供款。本集團截至2024年12月31日止年度的設定提存及福利計劃詳情載於財務報表附註三(二十二)。

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

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

本公司目前設有2021年股份獎勵計劃及2023年股份獎勵計劃。2021年股份獎勵計劃的僱員參與者僅包括本公司關連人士(定義見上市規則)，而2023年股份獎勵計劃的僱員參與者不包括該等關連人士。

Customers

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

For the year ended 31 December 2024, the Group's sales to its five largest customers accounted for 27.53% (2023: 26.30%) of the Group's total sales and sales to the largest customer accounted for 11.91% (2023: 11.30%).

Suppliers

We procured (i) raw materials for the production of our animal feeds, including corn, soybean meal, soybean oil and wheat, and (ii) Parent Stock Day-old Chicks for the production of our chicken meat products in the PRC. We also procured raw chicken meat products from third party suppliers domestically as well as from overseas for producing our processed chicken meat products in order to meet customers' growing demand. During the Reporting Period, we have entered into hedging activities in respect of the commodity price fluctuation of soybean meal and corn.

For the year ended 31 December 2024, purchases from the Group's five largest suppliers accounted for 29.18% (2023: 24.78%) of the Group's total purchases and purchases from the largest supplier accounted for 16.98% (2023: 10.11%).

During the year ended 31 December 2024, none of the Directors or the Supervisors or any of their associates or any Shareholders (which, to the best knowledge of the Directors and Supervisors own more than 5% of the number of issued Shares) had any interest in the Company's five largest customers and suppliers.

客戶

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

截至2024年12月31日止年度，本集團對五大客戶的銷售額佔本集團銷售總額的27.53%(2023年：26.30%)，其中對最大客戶的銷售額佔11.91%(2023年：11.30%)。

供應商

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

截至2024年12月31日止年度，本集團自五大供應商的採購額佔本集團採購總額的29.18%(2023年：24.78%)，其中自最大供應商的採購額佔16.98%(2023年：10.11%)。

截至2024年12月31日止年度，概無董事或監事或其任何聯繫人士或股東(據董事及監事所深知，擁有超過5%之已發行股份數)於本公司五大客戶和供應商中擁有任何權益。

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2024 are set out in note V (XXXI) to the financial statements.

As at 31 December 2024, the issued share capital of the Company was 1,583,348,000 Shares (of which 1,045,000,000 were Domestic Shares and 538,348,000 were H Shares).

股本

本公司截至2024年12月31日止年度之股本變動詳情載於財務報表附註五(三十一)。

於2024年12月31日，本公司已發行股本為1,583,348,000股，其中，1,045,000,000股為內資股，538,348,000股為H股。

RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2024 are set out in the consolidated statement of changes in owners' equity.

儲備

本集團於截至2024年12月31日止年度之儲備變動詳情載於合併所有者權益變動表中。

DISTRIBUTABLE RESERVES

As at 31 December 2024, pursuant to the relevant laws and regulations, the Company has distributable reserves of RMB880.3 million in total available for distribution (2023: RMB618.1 million).

可供分派儲備

於2024年12月31日，根據相關法律法規，本公司可供分派的儲備合共為人民幣880.3百萬元(2023年：人民幣618.1百萬元)。

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company as at 31 December 2024 are set out in note V (XVIII), note V (XXIV), note V (XXV), note V (XXVI) and note V (XXVIII) to the financial statements.

銀行貸款及其他借貸

本公司於2024年12月31日之銀行貸款及其他借貸詳情載列於財務報表附註五(十八)、附註五(二十四)、附註五(二十五)、附註五(二十六)及附註五(二十八)。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2024 are set out in note V (IX) to the financial statements.

物業、廠房及設備

本集團截至2024年12月31日止年度之物業、廠房及設備變動詳情載於財務報表附註五(九)。

PRE-EMPTIVE RIGHTS

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

優先購買權

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

SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

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

董事和監事之服務合約

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

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

獨立非執行董事之獨立性

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

SECURITIES TRANSACTIONS OF DIRECTORS AND SUPERVISORS

Securities Transactions of Directors and Supervisors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as a code of conduct for securities transactions by the Directors and Supervisors. The Company has made specific enquiries with each Director and Supervisor and each of them confirmed that he or she had complied with all required standards under the Model Code during the Reporting Period and up to the date of this annual report.

董事及監事的證券交易

董事及監事的證券交易

本公司已採納《上市規則》附錄C3所載的《上市發行人董事進行證券交易的標準守則》(「**《標準守則》**」)，作為董事及監事進行證券交易的行為守則。本公司已向各董事及監事作出具體查詢並獲各董事及監事確認，於報告期內及直至本年報日期已遵守《標準守則》項下規定的所有標準。

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

As at 31 December 2024, the interests and short positions of the Directors, Supervisors and chief executives in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning as defined in Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they were taken or deemed to have under such provisions of the SFO), or to be entered in the register to be kept pursuant to section 352 of the SFO, or other wise required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 to the Listing Rules are as follows:

董事、監事及最高行政人員於公司股份、相關股份及債券中擁有的權益及淡倉

於2024年12月31日，董事、監事及最高行政人員於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)的任何股份、相關股份及債券中，擁有根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益及淡倉)，或根據《證券及期貨條例》第352條須記入所存置的登記冊內的權益及淡倉，或根據《上市規則》附錄C3所載的《標準守則》須另行知會本公司及聯交所的權益及淡倉如下：

The Company

本公司

Name of Directors/ Supervisors 董事／監事姓名	Nature of interest 權益性質	Class of Shares 股份類別	Number of Shares 股份數目	Approximate percentage of interest in the relevant class of Shares of the Company[1] 於本公司相關股份類別中所佔概約權益百分比[1]	Approximate percentage of interest in the total share capital of the Company[2] 於本公司總股本中所佔概約權益百分比[2]
Mr. Xiao Dongsheng[3] 肖東生先生[3]	Beneficial interest 實益權益	H Shares H股	2,244,000 (L)	0.42%	0.14%
	Beneficiary of a trust 信託受益人	H Shares H股	972,000 (L)	0.18%	0.06%
Mr. Shi Lei[3] 石磊先生[3]	Beneficial interest 實益權益	H Shares H股	957,332 (L)	0.18%	0.06%
	Beneficiary of a trust 信託受益人	H Shares H股	428,668 (L)	0.08%	0.03%

Notes:

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

(2) The calculation is based on the total number of 1,045,000,000 Domestic Shares in issue and 538,348,000 H Shares in issue.

(3) Mr. Xiao Dongsheng and Mr. Shi Lei have been granted the awarded shares under the 2020 Share Award Scheme and/or 2021 Share Award Scheme. They are deemed to be interested in the issued share capital of the Company for the awarded Shares which have been granted to them pursuant to Part XV of the SFO. As at 31 December 2024, all of the awarded Shares to Mr. Xiao Dongsheng and Mr. Shi Lei under the 2020 Share Award Scheme were vested. Out of the 2021 Awarded Shares granted to Mr. Xiao Dongsheng and Mr. Shi Lei, 972,000 and 428,668 awarded Shares under the 2021 SAS (representing approximately 0.12% and 0.05% of all the issued Shares), have not yet been vested, respectively.

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

Save as disclosed above, as at 31 December 2024, none of the Directors, Supervisors or chief executives or their associates have or are deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning as defined in Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they were taken or deemed to have under such provisions of the SFO), or pursuant to section 352 of the SFO, required to be entered in the register referred therein, or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

(1) 分別以內資股或H股的持股百分比為基準計算。

(2) 以合共1,045,000,000股已發行內資股及538,348,000股已發行H股為基準計算。

(3) 肖東生先生及石磊先生已根據2020年股份獎勵計劃及／或2021年股份獎勵計劃獲授獎勵股份，根據《證券及期貨條例》第XV部，彼等已被視作就其獲授的獎勵股份而於本公司已發行股本中擁有權益。於2024年12月31日，根據2020年股份獎勵計劃授予肖東升先生及石磊先生的所有獎勵股份均已歸屬。根據2021年股份獎勵計劃授予肖東升先生及石磊先生的獎勵股份中，972,000股及428,668股獎勵股份(分別佔已發行股份總數約0.12%及0.05%)尚未歸屬。

(4) 字母「L」指股份中的好倉。

除上文所披露者外，於2024年12月31日，概無董事、監事或最高行政人員或彼等聯繫人士於或被視為於本公司或其相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份或債券中擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益及淡倉)，或根據《證券及期貨條例》第352條須記入該條所述之登記冊內的權益及淡倉，或根據《標準守則》須另行知會本公司及聯交所的權益及淡倉。

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

As at 31 December 2024, to the best knowledge of the Directors, the following persons (not being the Directors or Supervisors or chief executives) had interests or short positions in the Shares or underlying Shares which were required to be entered in the register referred to in section 336 of the SFO by the Company or would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

主要股東於股份和相關股份中的權益和淡倉

於2024年12月31日，就董事所深知，以下人士(並非董事或監事或最高行政人員)於股份或相關股份擁有本公司根據《證券及期貨條例》第336條須記入該條所述之登記冊或根據《證券及期貨條例》第XV部第2及第3分部條文須向本公司披露的權益或淡倉：

Name of Shareholders 股東名稱	Nature of interest 權益性質	Class of Shares 股份類別	Number of Shares 股份數目	Approximate percentage of interest in the relevant class of shares of the Company[1] 於本公司相關股份類別中所佔概約權益百分比[1]	Approximate percentage of interest in the total share capital of the Company[2] 於本公司總股本中所佔概約權益百分比[2]
Shan Weijian[3] 單偉建[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
PAG Capital Limited[3] PAG Capital Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
PAG Asia Capital GP IV Limited[3] PAG Asia Capital GP IV Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
PAG Asia IV LP[3] PAG Asia IV LP[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
PAG[3] 太盟集團[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
Pacific Alliance Group Limited[3] Pacific Alliance Group Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
Falcon Holding GP Limited[3] Falcon Holding GP Limited[3]	Interest in controlled corporation 受控法團權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Interest in controlled corporation 受控法團權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
Falcon Holding LP[3] Falcon Holding LP[3]	Beneficial interest 實益權益	Domestic Shares 內資股	992,854,500 (L)	95.01%	62.71%
	Beneficial interest 實益權益	H Shares H股	137,265,505 (L)	25.50%	8.67%
Hwa-An International Limited Hwa-An International Limited	Beneficial interest 實益權益	H Shares H股	34,909,000 (L)	6.46%	2.20%

Name of Shareholders 股東名稱	Nature of interest 權益性質	Class of Shares 股份類別	Number of Shares 股份數目	Approximate percentage of interest in the relevant class of shares of the Company[1] 於本公司相關股份類別中所佔概約權益百分比[1]	Approximate percentage of interest in the total share capital of the Company[2] 於本公司總股本中所佔概約權益百分比[2]
Dragonstone Capital Management Limited Dragonstone Capital Management Limited	Investment manager 投資經理	H Shares H股	31,808,000 (L)	5.91%	2.01%
CICFH New Dynamic Investment SPC CICFH New Dynamic Investment SPC	Beneficial interest 實益權益	H Shares H股	29,705,000 (L)	5.52%	1.88%
Abu Dhabi Investment Authority[4] Abu Dhabi Investment Authority[4]	Interest in controlled corporation 受控法團權益	H Shares H股	156,679,000 (L)	29.10%	9.90%
Platinum Peony B 2023 RSC Limited[4] Platinum Peony B 2023 RSC Limited[4]	Beneficial interest 實益權益	H Shares H股	156,679,000 (L)	29.10%	9.90%
Shum Yip Investment & Development Company Limited Shum Yip Investment & Development Company Limited	Interest in controlled corporation 受控法團權益	H Shares H股	33,042,000 (L)	6.14%	2.09%
JinYi Capital Multi-Strategy Fund SPC Ltd. JinYi Capital Multi-Strategy Fund SPC Ltd.	Beneficial interest 實益權益	H Shares H股	47,478,000 (L)	8.82%	3.00%

Notes:

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

(2) The calculation is based on the total number of 1,045,000,000 Domestic Shares in issue and 538,348,000 H Shares in issue.

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

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

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

附註：

(1) 分別以內資股或H股的持股百分比為基準計算。

(2) 以合共1,045,000,000股已發行內資股及538,348,000股已發行H股為基準計算。

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

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

(5) 字母「L」指股份中的好倉。

Save as disclosed above, as at 31 December 2024, the Company has not been notified by any other person (excluding the Directors or Supervisors or chief executives), who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO, or required to be entered in the register kept by the Company under section 336 of the SFO.

除上文所披露者外，於2024年12月31日，本公司尚未接獲任何其他人士(董事或監事或最高行政人員除外)通知，表示其於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及第3分部須予披露，或須記入根據《證券及期貨條例》第336條須由本公司存置的登記冊的權益或淡倉。

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES

購買、出售或贖回上市證券

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities, including treasury shares.

於截至2024年12月31日止年度期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券(包括庫存股份)。

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

董事及監事購買股份或債券之權利

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

除本年報所披露者外，本公司或其任何附屬公司於報告期內任何時間概無訂立任何安排，致使董事或監事可藉購買本公司或任何其他法人團體之股份或債券而獲益，以及並無董事或監事或其配偶或18歲以下之子女獲授予任何權利以認購本公司或任何其他法人團體之股本或債務證券，或已行使任何該等權利。

ISSUANCE OF DEBENTURES

債券發行

During the year ended 31 December 2024, no issuance of debentures was made by the Company.

於截至2024年12月31日止年度期間，本公司並無發行債券。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

董事於競爭業務之權益

As at 31 December 2024, none of the Directors is interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

於2024年12月31日，概無董事於本集團業務之外與本集團業務構成或可能構成直接或間接競爭的任何業務中擁有利益。

CONTINUING CONNECTED TRANSACTION

As the loan framework agreement (the "**Loan Framework Agreement**") entered into between the Company and Falcon Holding LP ("**Falcon**") on 28 January 2023 expired on 27 January 2024 and after considering the future needs of the Group within the PRC, the Company and Falcon entered into the new loan framework agreement (the "**New Loan Framework Agreement**") on 26 January 2024, pursuant to which Falcon will provide a revolving loan facility to the Group for a term of one year commencing from 28 January 2024 and ending on 27 January 2025. The proposed annual caps, being the maximum daily balance of the loans (including interests accrued) for the transactions contemplated under the New Loan Framework Agreement for the years ending 31 December 2024 and 31 December 2025 is USD13,591,000 and USD15,000,000 (the annual cap for the year ending 31 December 2025 is set up to 27 January 2025, being the end date of the term of the New Loan Framework Agreement), respectively. Falcon is the controlling Shareholder directly holding over 70% interest in the Company's total issued share capital. Accordingly, Falcon is a connected person of the Company and as a result, the transactions contemplated under the Loan Framework Agreement and the New Loan Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. The Company has complied with the applicable disclosure requirements under Chapter 14A of the Listing Rules. For details, please refer to the Company's announcements dated 29 January 2023 and 26 January 2024.

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

持續關連交易

由於本公司與Falcon Holding LP(「**Falcon**」)於2023年1月28日訂立的貸款框架協議(「**貸款框架協議**」)於2024年1月27日屆滿,且考慮到本集團於中國境內的未來需求,於2024年1月26日,本公司與Falcon訂立新貸款框架協議(「**新貸款框架協議**」),據此,Falcon將向本集團提供循環貸款融資,期限自2024年1月28日起至2025年1月27日止為期一年。截至2024年12月31日及2025年12月31日止年度的新貸款框架協議項下擬進行的交易的建議年度上限(即貸款最高每日結餘(包括應計利息))分別為13,591,000美元及15,000,000美元(截至2025年12月31日止年度的年度上限乃按截至2025年1月27日(即新貸款框架協議期限結束日期)而釐定)。Falcon為控股股東,直接持有本公司全部已發行股本超過70%之權益。因此,Falcon為本公司的關連人士,故此根據《上市規則》第十四A章,貸款框架協議及新貸款框架協議項下擬進行的交易構成本公司的持續關連交易。本公司已遵守《上市規則》第十四A章項下的適用披露規定。有關詳情,請參閱本公司日期為2023年1月29日及2024年1月26日的公告。

除上述所披露者外,本集團於報告期內及直至本年報日期並無訂立任何根據《上市規則》第十四A章須予披露的任何關連交易。

The following table sets forth the annual cap and actual amount for the non-exempt continuing connected transaction of the Company for the year ended 31 December 2024:

下表載列本公司截至2024年12月31日止年度不獲豁免之持續關連交易的年度上限及實際金額：

Continuing connected transaction 持續關連交易	For the year ended 31 December 2024 截至2024年12月31日止年度	
	Annual cap 年度上限 (USD'000) (美元千元)	Actual maximum daily balance 最高每日結餘 (USD'000) (美元千元)
Continuing connected transaction subject to the annual reporting and announcement requirements 須遵守年度申報及公告規定的持續關連交易		
Loan Framework Agreement 貸款框架協議	13,591	13,297

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed the continuing connected transaction set out above and have confirmed that the continuing connected transaction has been entered into by the Group (i) in the ordinary and usual course of its business; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the terms of the agreements governing such transaction that are fair and reasonable and in the interests of the Shareholders as a whole. The Company followed its pricing policy in the New Loan Framework Agreement during the Reporting Period and the annual transaction value of the above continuing connected transaction did not exceed its annual cap.

就《上市規則》第14A.55條而言，獨立非執行董事已審閱上述持續關連交易，並已確認該持續關連交易已由本集團(i)於一般及日常業務過程中訂立；(ii)按正常商業條款或不遜於本集團向獨立第三方提供或獨立第三方向本集團提供的條款訂立；及(iii)根據協議條款進行，而該等條款屬公平合理，並符合股東的整體權益。於報告期內，本公司已按照新貸款框架協議中的定價政策，且上述持續關連交易的年度交易價值並無超出其年度上限。

Pursuant to Rule 14A.56 of the Listing Rules, the Auditor was engaged to report on the Group's continuing connected transaction in accordance with "Standards on Other Assurance Engagements for Certified Public Accountants of China No. 3101 — Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has not qualified its report in respect of the continuing connected transaction disclosed above by the Group.

根據《上市規則》第14A.56條，核數師已獲聘請根據中國註冊會計師其他鑑證服務第3101號—歷史財務信息審計或審閱以外的鑑證業務及參照香港會計師公會發出的《實務説明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」以匯報本集團關連交易。核數師並無就本集團上文披露的持續關連交易作出保留意見的報告。

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

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

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

Save as disclosed in this annual report, no Director or Supervisor or an entity connected with a Director or Supervisor was materially interested, either directly or indirectly, in any transaction, arrangement or contract which is significant to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party subsisting during the year ended 31 December 2024 or at the end of the year ended 31 December 2024.

董事及監事於重大交易、安排或合約中的權益

除本年報所披露者外，概無董事或監事或與董事或監事有關連之實體直接或間接於截至2024年12月31日止年度內或於截至2024年12月31日止年度末存續的本公司或其任何附屬公司或同系附屬公司作為訂約方並且對本集團業務而言屬重大的任何交易、安排或合約中擁有重大權益。

CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, no contract of significance was entered into between the Company, or one of its subsidiary companies, and a controlling Shareholder or any of its subsidiaries during the year ended 31 December 2024.

重大合約

除本年報所披露者外，於截至2024年12月31日止年度內，本公司或本公司之附屬公司與控股股東或其任何附屬公司之間概無訂立任何重大合約。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2024 between the Company and a person other than a Director or Supervisors or any person engaged in the full-time employment of the Company.

管理合約

截至2024年12月31日止年度，本公司概無就本公司全部或任何部份重大業務的管理及行政事務與除董事或監事或本公司全職僱員之外的個人訂立或存有任何合約。

EQUITY-LINKED AGREEMENT

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

股票掛鈎協議

報告期內，本公司未訂立或存續任何股票掛鈎協議。

DIRECTORS' PERMITTED INDEMNITY PROVISION

The Company has arranged appropriate insurance cover for Directors' liabilities in respect of legal actions arising out of corporate activities against the Directors during the year ended 31 December 2024 up to the date of this annual report.

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

董事之獲准許彌償條文

本公司已為董事就於2024年12月31日年度期間至本年報日期止因企業活動而引致對其展開的法律訴訟安排適當之責任保險。

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

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note XII to the financial statements. The Company has complied with the applicable requirements under the Listing Rules for those related party transactions which constituted continuing connected transactions under the Listing Rules, which are set out in the paragraph headed "Continuing Connected Transaction" on pages 59 to 60.

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

關連方交易

本集團於一般業務過程中進行之重大關連方交易詳情載於財務報表附註十二。本公司已遵守《上市規則》對該等根據《上市規則》構成持續關連交易的關連人士交易的適用規定，該等規定載於第59至60頁「持續關連交易」一段。

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

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

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

Details of the emoluments of the Directors and the Supervisors and five highest paid individuals for the year ended 31 December 2024 are set out in note XII (IV) to the financial statements.

薪酬政策及董事薪酬

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

董事和監事及五名最高薪人士於截至2024年12月31日止年度的薪酬詳情載於財務報表附註十二(四)。

IMPLEMENTATION OF EQUITY INCENTIVE PLAN

2020 Share Award Scheme

The Board of Directors approved the adoption of the 2020 Share Award Scheme ("**2020 SAS**") on 4 June 2020, which was effective from 16 July 2020, being the date on which dealings in H Shares first commenced on the Stock Exchange. The 2020 SAS is analogous to a share scheme and subject to the provisions of Chapter 17 of the Listing Rules. On 22 June 2020, the Company established a trust in connection with the 2020 SAS (the "**2020 Trust**") and appointed Bank of Communications Trustee Limited (the "**BOC Trustee**") as trustee to administer the 2020 Trust. Pursuant to the 2020 SAS, the grant of awarded Shares (the "**2020 Awarded Shares**") by the Board of Directors to the selected participants may vest in the form of H Shares or the net sale proceeds of the 2020 Awarded Shares in cash in accordance with the 2020 SAS.

股權激勵計劃實施情況

2020年股份獎勵計劃

董事會已於2020年6月4日批准採納2020年股份獎勵計劃(「**2020年股份獎勵計劃**」)，其自2020年7月16日(即H股首次開始於聯交所買賣的日期)起生效。2020年股份獎勵計劃與股份計劃相似，受《上市規則》第十七章的條文規管。於2020年6月22日，本公司已就2020年股份獎勵計劃成立信託(「**2020年信託**」)，並已委任交通銀行信託有限公司為受託人(「**交通銀行受託人**」)管理2020年信託。根據2020年股份獎勵計劃，董事會向選定參與者授出的獎勵股份(「**2020年獎勵股份**」)可以H股的形式或根據2020年股份獎勵計劃以現金授出2020年獎勵股份銷售所得款項淨額的形式歸屬。

Purposes

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

目的

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

Participants

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

參與者

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

Administration

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

管理

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

Duration

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

年期

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

Scheme Limit and Entitlement

The Board of Directors shall not make any further award which will result in the maximum number of new H Shares that can be awarded and issued for the purpose of the 2020 SAS in any financial year is 3% of the total number of issued share capital in the H Shares at the relevant time. The maximum number of new H Shares that can be allotted and issued to a selected employee in any 12-month period shall not exceed 1% of the total number of issued share capital in the H Shares at the relevant time.

計劃上限及資格

倘在任何財政年度可就2020年股份獎勵計劃獎授及發行新H股數目上限為於有關時間H股已發行股本總額的3%，則董事會不得進一步授出任何獎勵。在任何12個月期間可向獲選僱員配發及發行的新H股數目上限不得超過於有關時間已發行H股股本總額的1%。

Grant

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

授出

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

Vesting and Conditions

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

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

Movements of 2020 Awarded Shares

On 26 June 2020, the Board of Directors granted to 18 selected participants 2,050,000 2020 Awarded Shares under the 2020 Share Award Scheme (the "**Planned Share Award**"), all of which were vested to the selected participants (less those cancelled and/or lapsed), representing in aggregate 89.8% of the Planned Share Award. The 2020 Awarded Shares were vested in four tranches with the vesting schedule as follows: (i) as to 40% of the 2020 Awarded Shares on 30 September 2020; (ii) as to 20% of the 2020 Awarded Shares on 30 June 2021; (iii) as to 20% of the 2020 Awarded Shares on 30 June 2022; and (iv) as to 20% of the 2020 Awarded Shares on 30 June 2023.

No H Shares under the 2020 SAS were granted or vested during the Reporting Period. There are also no outstanding awards during the Reporting Period.

On 24 August 2024, the Board of Directors resolved to terminate the 2020 SAS with effect from 26 August 2024. As at the date of this annual report, there are no shares available for award under the 2020 SAS and the BOC Trustee disposed all Shares (being 210,000 H Shares) remaining in the trust fund on the market within such period as stipulated in the notice of termination.

歸屬及條件

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

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

2020年獎勵股份之變動

於2020年6月26日,董事會根據2020年股份獎勵計劃向18名選定參與者授出2,050,000股2020年獎勵股份(「**計劃股份獎勵**」),該等股份已全部歸屬於選定參與者(除去已註銷及/或失效之股份),合計佔計劃股份獎勵的89.8%。2020年獎勵股份分四期歸屬,歸屬時間表如下:(i)於2020年9月30日為2020年獎勵股份的40%;(ii)於2021年6月30日為2020年獎勵股份的20%;(iii)於2022年6月30日為2020年獎勵股份的20%;及(iv)於2023年6月30日為2020年獎勵股份的20%。

於報告期內,概無根據2020年股份獎勵計劃授出或歸屬的H股。於報告期內,亦無尚未行使的獎勵。

於2024年8月24日,董事會決議終止2020年股份獎勵計劃,自2024年8月26日起生效。於本年報日期,概無根據2020年股份獎勵計劃可獎授的股份且交通銀行受託人於終止通知所規定的期間內,於市場上出售信託基金餘下所有股份(即210,000股H股)。

Proposed Amendments to 2021 SAS and 2023 SAS

The Company proposed to make amendments to the 2021 SAS and 2023 SAS (the "**Share Schemes**"), including but not limited to: (i) to allow the amended Share Schemes to involve the grant of awarded Shares by new H Shares and/or existing H Shares in issue; (ii) to adopt the scheme mandate limit (i.e. the total number of H Shares which may be acquired (whether by subscription as new H Shares and/or purchase/acceptance of existing H Shares in issue) in respect of all awards and/or options to be granted under relevant schemes of the Company, which shall not exceed 10% of the issued Shares as at 6 June 2024, being the date on which the Company amended the respective scheme rules of the Share Schemes) (the "**Scheme Mandate Limit**"); (iii) to specify that the total number of H Shares which may be acquired (whether by subscription as new H Shares and/or purchase/acceptance of existing H Shares in issue) in respect of all awards and/or options to be granted under the relevant schemes of the Company under the Scheme Mandate Limit as "refreshed" shall not exceed 10% of the total number of issued Shares as at the date of approval of the refreshing of the Scheme Mandate Limit by the Shareholders; (iv) to require approval by the Shareholders for refreshment of the Scheme Mandate Limit after three years from the date of the Shareholders' approval for the last refreshment (or as the case may be, the date of amendment, being 6 June 2024); (v) to require approval by independent Shareholders for refreshment of the Scheme Mandate Limit within a three-year period from the date of the Shareholders' approval for the last refreshment (or as the case may be, the date of amendment, being 6 June 2024); (vi) to allow the Company to grant an award to any selected participant at nil or such consideration subject to such terms and conditions as the Board of Directors may in its sole and absolute discretion determine; and (vii) to include other amendments for house-keeping purposes and to better align the wording among the amended Share Schemes and with that of the Listing Rules.

The amended Share Schemes constitute share schemes involving issue of new Shares by the Company under Chapter 17 of the Listing Rules. The resolution in relation to the amendments was approved by the Shareholders at the annual general meeting of the Company on 5 June 2024.

Due to the amendment to the Share Schemes, the Scheme Mandate Limit of the Relevant Schemes shall not exceed 10% of the issued Shares as at 6 June 2024 (being the date on which the Company amended the Share Schemes) (i.e.158,261,800). As at 31 December 2024, the number of awards available for grant under the Scheme Mandate Limit was 155,305,832, and the total number of Shares available for issue (less those vested and cancelled) under the Scheme Mandate Limit was 158,261,800 as at the date of this annual report, representing approximately 9.99% of the issued share capital as at the date of this annual report.

建議修訂2021年股份獎勵計劃及2023年股份獎勵計劃

本公司建議對2021年股份獎勵計劃及2023年股份獎勵計劃(「**股份計劃**」)作出修訂，包括但不限於：(i)允許經修訂股份計劃涉及以新H股及／或現有已發行H股授予獎勵股份；(ii)採納計劃授權限額(即根據本公司相關計劃項下將授出的所有獎勵及／或購股權而可能取得(無論是透過認購新H股及／或購買／接納現有已發行H股)的H股總數不得超過於2024年6月6日(即本公司修訂股份計劃相關計劃規則的日期)已發行股份的10%)(「**計劃授權限額**」)；(iii)訂明就按照「經更新」計劃授權限額就本公司相關計劃下將予授出的所有獎勵及／或購股權而可能取得(無論是透過認購新H股及／或購買／接納現有已發行H股)的H股總數，不得超過股東批准更新計劃授權限額當日已發行股份總數的10%；(iv)須由股東批准自股東批准上次更新計劃授權限額之日(或(視情況而定)修訂日期(即2024年6月6日))起三年後更新該限額；(v)須由獨立股東批准自股東批准上次更新計劃授權限額之日(或(視情況而定)修訂日期(即2024年6月6日))起三年內更新該限額；(vi)允許本公司無償或以董事會可按於其全權絕對酌情釐定之條款及條件的規限下所釐定的代價向任何獲選參與者授予獎勵；及(vii)為輕微修訂目的而納入其他修訂，並使經修訂股份計劃的措辭與《上市規則》的措辭更趨一致。

根據《上市規則》第十七章，經修訂股份計劃構成涉及本公司發行新股的股份計劃。有關修訂的決議案已於2024年6月5日舉行的本公司股東週年大會上獲股東批准。

由於股份計劃的修訂，相關計劃的計劃授權限額不得超過於2024年6月6日(即本公司修訂股份計劃當日)已發行股份的10%(即158,261,800股)。於2024年12月31日，計劃授權限額項下可授出的獎勵數目為155,305,832份，及於本年報日期，計劃授權限額項下可授出的股份(除去已歸屬及註銷之股份)總數為158,261,800股，佔本年報日期已發行股本股份的約9.99%。

The total number of Shares that may be issued in respect of awards granted under the Relevant Schemes during the Reporting Period divided by the weighted average number of Shares of the relevant class in issue for the Reporting Period is 0.19%.

根據相關計劃於報告期內授出的獎勵所涉及可能發行的股份總數除以報告期內已發行的相關類別股份的加權平均數為0.19%。

2021 Share Award Scheme

2021年股份獎勵計劃

The Board of Directors approved the adoption of the 2021 SAS on 10 December 2021 and amended the 2021 SAS on 29 August 2023 and 6 June 2024. Pursuant to the 2021 SAS, the grant of 2021 awarded Shares (the "**2021 Awarded Shares**") by the Board of Directors to the selected participants may vest in the form of awarded Shares or awarded cash or in the combination thereof.

董事會已於2021年12月10日批准採納2021年股份獎勵計劃及於2023年8月29日及2024年6月6日修訂2021年股份獎勵計劃。根據2021年股份獎勵計劃，董事會向選定參與者授出的2021年獎勵股份(「**2021年獎勵股份**」)可以獎勵股份或獎勵現金或其兩者結合的形式歸屬。

Purposes

目的

The purpose and objective of the 2021 SAS are to recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

2021年股份獎勵計劃的目的及目標乃為表彰若干合資格參與者的貢獻，並向彼等提供獎勵，以挽留彼等繼續為本集團的持續營運及發展效力，並就本集團的進一步發展吸引合適的人員。

Participants

參與者

Pursuant to the 2021 SAS, any employees (including full-time employees and part-time employees) of the Group (including persons who are granted awards under the 2021 SAS as an inducement to enter into employment contracts with any member of the Group) are eligible participants of the 2021 SAS. For the avoidance of doubt, this includes employee of any members of the Group, who are also a Director, Supervisor, chief executive, substantial shareholder of the Company, or any of their respective associates or any other person that may otherwise be regarded as a connected person of the Company.

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

Administration

管理

The 2021 SAS shall be subject to the administration of the Board of Directors and the trustee, the Futu Trustee, in accordance with the scheme rules and the trust deed. The decision of the Board of Directors with respect to any matter arising under the 2021 SAS (including the interpretation of any provision) shall be final and binding. Without prejudice to the foregoing and to the extent permissible under the Listing Rules and other applicable laws and regulations, the Board of Directors may resolve to delegate to another committee of the Board of Directors or to one or more officers of the Company any or all of the authority and responsibility of the Board of Directors under the scheme rules and the trust deed. The Futu Trustee shall hold the trust fund in accordance with the terms of the trust deed.

2021年股份獎勵計劃將由董事會及受託人富途受託人根據計劃規則及信託契據進行管理。董事會對2021年股份獎勵計劃項下任何事宜(包括對任何條文的詮釋)所作決定將屬最終決定及具有約束力。在不影響上述規定的情況下，且在《上市規則》及其他適用法律法規允許的範圍內，董事會可議決根據計劃規則及信託契據向董事會其他委員會或本公司一名或多名高級職員轉授董事會的任何或全部職權及責任。富途受託人須根據信託契據的條款持有信託基金。

Duration

Subject to any early termination as may be determined by the Board of Directors pursuant to the scheme rules, the 2021 SAS shall be valid and effective for a term of 10 years commencing on the adoption date, after which no further awards will be granted. As at 31 December 2024, the remaining life of the 2021 SAS is approximately six years.

Scheme Limit and Entitlement

The Board of Directors shall not make any further award which will result in the aggregate number of the Shares awarded by the Board of Directors under the relevant schemes (i.e. the Share Schemes and any other schemes (excluding the 2020 SAS) involving subscription for new H Shares and/or purchase/acceptance of existing H Shares in issue adopted and to be adopted by the Company from time to time) (the "**Relevant Schemes**") exceeding 10% of the issued share capital of the Company as at 6 June 2024, being the date on which the Company amended the Share Schemes. The maximum number of Shares which may be awarded to a selected participant under the 2021 SAS shall not exceed 1% of the issued share capital of the Company in any 12-month period.

Grant

Subject to the provisions of the 2021 SAS, including but not limited to the restrictions set out in the scheme rules, the Board of Directors may, from time to time, at its sole and absolute discretion select any eligible participant (other than any excluded participant as stated in the scheme rules) for participation in the 2021 SAS as a selected participant, and grant an award to any selected participant at nil or such consideration subject to such terms and conditions as the Board of Directors may in its sole and absolute discretion determine. The Board of Directors may determine that a selected participant will be granted awarded interests in the form of awarded Shares or awarded cash or in the combination thereof. The Board of Directors may also grant the related income of the awarded interests to any selected participant in such amount or to such extent as the Board of Directors determines.

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

年期

除非董事會根據計劃規則決定提前終止，否則2021年股份獎勵計劃將於採納日期起計10年內有效及生效，其後不得進一步授出獎勵。於2024年12月31日，2021年股份獎勵計劃的剩餘年期為約六年。

計劃上限及資格

倘進一步授出獎勵將導致董事會根據相關計劃(即股份計劃以及本公司不時已採納及將採納涉及認購新H股及╱或購買╱接納現有已發行H股的任何其他計劃(不包括2020年股份獎勵計劃))(「**相關計劃**」)已授予的股份總數超過本公司於2024年6月6日(即本公司修訂股份計劃的日期)已發行股本的10%，則董事會不得進一步授出獎勵。根據2021年股份獎勵計劃可能授予一名獲選參與者的股份數目最多不得超過本公司於任何十二個月期間的已發行股本1%。

授出

受限於2021年股份獎勵計劃條文(包括但不限於計劃規則所載限制)的規限下，董事會可不時全權酌情選定任何合資格參與者(不包括任何計劃規則內所述的除外參與者)作為獲選參與者參與2021年股份獎勵計劃，並在符合董事會可能全權酌情釐定的有關條款及條件的情況下，向任何獲選參與者無償或以特定代價授出獎勵。董事會可決定以獎勵股份或獎勵現金或其組合的形式向獲選參與者授予獎勵權益。董事會亦可以按照董事會釐定的金額或範圍向任何獲選參與者授予獎勵權益的相關收入。

於釐定合資格參與者的資格及將授予任何獲選參與者(不包括任何計劃規則內所述的除外參與者)的適當獎勵權益時，董事會將考慮的事宜包括但不限於(a)相關獲選參與者對本集團溢利的現時貢獻及預期貢獻；(b)本集團的整體財務狀況；(c)本集團的整體業務目標及未來發展計劃；及(d)董事會認為相關的任何其他事宜。

Vesting and Conditions

Subject to the terms and conditions of the 2021 SAS and the fulfilment or waiver of all vesting conditions applicable to the vesting of the awarded interests on such selected participant, the respective awarded interests held by the Futu Trustee on behalf of the selected participant shall vest in such selected participant in accordance with the applicable vesting schedule, and the Futu Trustee shall cause the awarded interests to be transferred to such selected participant and/or a vehicle controlled by him/her (such as a trust or a private company) for the benefit of the selected participant and any family members of such selected participant.

Unless otherwise determined by the Board of Directors, in the event that the vesting conditions specified in the grant notice are not fully satisfied prior to or on the relevant vesting date, the award of the 2021 Awarded Shares in respect of the relevant vesting date shall lapse, such 2021 Awarded Shares shall not vest on the relevant vesting date and shall remain as part of the trust fund and the selected participant shall have no claims against the Company, the Board of Directors, the trust or Futu Trustee.

Movements of 2021 Awarded Shares

On 10 December 2021, an aggregate of 23,487,800 2021 Awarded Shares were granted to 63 selected participants by the Board of Directors under the 2021 SAS, and 2,609,800 reserved Shares were kept for the time being in the pool of the trust fund as reserve for future grants of 2021 Awarded Shares to the selected employees (the "**Reserved Shares**"). The 2021 Awarded Shares and the Reserved Shares shall be acquired by subscription as new H Shares and/or purchase/acceptance of existing H Shares in issue. For details, please refer to the Company's announcements dated 10 December 2021, 29 August 2023 and 21 May 2024. As at 1 January 2024, the then scheme mandate limit of 2021 SAS shall not exceed 10% of the issued Shares as at the adoption date (i.e. 140,000,000), and the total number of awards available for grant (less those vested and cancelled) under the then scheme mandate limit of the 2021 SAS was 129,294,271.

As at 31 December 2024, the Futu Trustee held 1,517,368 H Shares.

歸屬及條件

在2021年股份獎勵計劃的條款及條件的規限下以及待達成或豁免適用於該獲選參與者歸屬獎勵權益之所有歸屬條件後，富途受託人代表該獲選參與者持有的相關獎勵權益將根據適用歸屬時間表歸屬予該獲選參與者，及富途受託人須促使獎勵權益轉移予有關獲選參與者及╱或為獲選參與者及其任何家庭成員的利益而設立且由有關獲選參與者控制的實體(如信託或私人公司)。

除非董事會另行釐定，倘於相關歸屬日期前或當日未能悉數滿足授出通告中規定的歸屬條件，則於有關歸屬日期獎勵的2021年獎勵股份將失效，該等2021年獎勵股份將不會在相關歸屬日期歸屬並將繼續作為信託基金的一部分，且獲選參與者將不得向本公司、董事會、信託或富途受託人提出申索。

2021年獎勵股份之變動

於2021年12月10日，董事會根據2021年股份獎勵計劃向63名選定參與者授出共23,487,800股2021年獎勵股份。而2,609,800股保留股份已暫時存入信託基金池中，作為日後向獲選僱員授予2021年獎勵股份的儲備(「**保留股份**」)。2021年獎勵股份及保留股份應通過認購新H股及╱或購買╱接納現有已發行H股的方式購入。詳情請參閱本公司日期為2021年12月10日、2023年8月29日及2024年5月21日的公告。於2024年1月1日，2021年股份獎勵計劃的當時計劃授權限額不得超過於採納日期已發行股份的10%(即140,000,000股)，及2021年股份獎勵計劃的當時計劃授權限額項下可供授出的獎勵總數(扣除已歸屬及已註銷的獎勵)為129,294,271份。

於2024年12月31日，富途受託人持有1,517,368股H股。

The table below sets out the movements of 2021 Awarded Shares during the period from 1 January 2024 to 31 December 2024:

下表載列於2024年1月1日至2024年12月31日期間2021年獎勵股份的變動：

Name 姓名	Date of grant 授出日期	Vesting date[Note 1] 歸屬日期[附註1]	Number of awarded shares 獎勵股份數目 As at 1 January 2024 於2024年1月1日	Granted during the Reporting Period[Note 2] 於報告期內授出[附註2]	Vested during the Reporting Period[Note 2] 於報告期內歸屬[附註2]	Cancelled/ lapsed during the Reporting Period[Note 4] 於報告期內註銷／失效[附註4]	Outstanding as at 31 December 2024[Note 1] 於2024年12月31日尚未行使[附註1]	Closing price of the Company's H Shares immediately before the date of grant in 2024 (HK$)[Note 2] 緊接2024年授出日期前本公司H股的收市價(港元)[附註2]	Closing price of the Company's H Shares immediately before the vesting date in 2024 (HK$)[Note 3][Note 5] 緊接2024年歸屬日期前本公司H股的收市價(港元)[附註3][附註5]
Directors **董事**									
Mr. Xiao Dongsheng 肖東生先生	10 December 2021 2021年12月10日	30 June 2024 2024年6月30日	1,944,000	—	972,000	—	972,000	—	1.52
Mr. Shi Lei 石磊先生	10 December 2021 2021年12月10日	30 June 2024 2024年6月30日	857,334	—	428,666	—	428,668	—	1.52
Senior Management **高級管理層**									
Mr. Wang Zhixian 汪之現先生	10 December 2021 2021年12月10日	30 June 2024 2024年6月30日	233,400	—	116,700	—	116,700	—	1.52
Mr. Meng Tao 孟濤先生	10 December 2021 2021年12月10日	30 June 2024 2024年6月30日	388,800	—	194,400	194,400	—	—	1.52
Highest-paid employee (excluding Directors and Senior Management)[Note 6] **最高薪酬僱員(不包括董事及高級管理層)**[附註6]	10 December 2021 2021年12月10日	30 June 2024 2024年6月30日	567,000	—	283,500	283,500	—	—	1.52
Other Selected Employees **其他選定僱員**	10 December 2021 2021年12月10日	30 June 2024 2024年6月30日	9,591,537	—	2,478,066	7,113,471	—	—	1.52
Total **合計**			13,582,071	—	4,473,332	7,591,371	1,517,368	—	1.52

Notes:

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

2. No H Shares under the 2021 SAS were granted during the Reporting Period. The purchase price of the vested share awards during the Reporting Period was nil.

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

4. 2,473,231 outstanding awarded Shares (unvested) were lapsed on 30 June 2024 due to the employees' resignation and failure of meeting the vesting conditions. 5,118,140 outstanding awarded Shares (unvested) were cancelled on 24 July 2024, some of which were substituted by new grants of 2,955,968 awarded Shares under the 2023 SAS on the same day, to gradually differentiate the eligible participants of the 2021 Share Award Scheme and the 2023 SAS. The purchase price of the cancelled share awards during the Reporting Period was nil.

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

6. Mr. Xiao Dongsheng, Mr. Shi Lei and Mr. Meng Tao were three of the five highest-paid employees as at 31 December 2024; and the aggregate number of Shares granted and vested to the five highest-paid employees in 2024 were nil and 1,878,566 respectively.

附註：

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

2. 於報告期內，概無根據2021年股份獎勵計劃授出的H股。於報告期內的歸屬股份獎勵的購買價為零。

3. 緊接H股於2023年2月2日在聯交所暫停交易前的收市價。

4. 由於僱員辭任及未達到可歸屬之條件，於2024年6月30日未授予的2,473,231股獎勵股份(未歸屬)已失效。於2024年7月24日未授予的5,118,140股獎勵股份(未歸屬)已註銷，部分獎勵股份已於同日由2023年股份獎勵計劃項下新授予的2,955,968股獎勵股份替代，以逐步區分2021年股份獎勵計劃及2023年股份獎勵計劃的合資格參與者。於報告期內已註銷股份獎勵的購買價為零。

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

6. 於2024年12月31日，肖東生先生、石磊先生及孟濤先生為五名最高薪酬僱員的其中三名；於2024年授出及歸屬予五名最高薪酬僱員之股份總數分別為無及1,878,566股。

2023 Share Award Scheme

The Board of Directors approved the adoption of the 2023 SAS on 29 August 2023 and amended the 2023 SAS on 6 June 2024. Pursuant to the 2023 SAS, the grant of 2023 awarded Shares (the "**2023 Awarded Shares**") by the Board of Directors to the selected participants may vest in the form of awarded Shares or awarded cash or in the combination thereof.

Purposes

The purpose and the objective of the 2023 SAS are to recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

Participants

Pursuant to the 2023 SAS, any employees (including full-time employees and part-time employees) of the Group (including persons who are granted awards under the 2023 SAS as an inducement to enter into employment contracts with any member of the Group) are eligible participants of the 2023 SAS. For the avoidance of doubt, this should exclude any Director, Supervisor, chief executive, substantial shareholder of the Company, or any of their respective associates or any other person that may otherwise be regarded as a connected person of the Company.

Administration

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

Duration

Subject to any early termination as may be determined by the Board of Directors pursuant to the scheme rules, the 2023 SAS shall be valid and effective for a term of 10 years commencing on the adoption date, after which no further awards will be granted. As at 31 December 2024, the remaining life of the 2023 SAS is approximately nine years.

2023年股份獎勵計劃

董事會已於2023年8月29日批准採納2023年股份獎勵計劃及於2024年6月6日修訂2023年股份獎勵計劃。根據2023年股份獎勵計劃，董事會向選定參與者授出的2023年獎勵股份(「**2023年獎勵股份**」)可以獎勵股份或獎勵現金或其兩者結合的形式歸屬。

目的

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

參與者

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

管理

根據計劃規則及信託契據，2023年股份獎勵計劃將由董事會及富途受託人管理。董事會就2023年股份獎勵計劃所產生的任何事宜作出的決定(包括對任何條文的詮釋)為最終決定並具有約束力。在不影響上述規定的情況下，且在《上市規則》及其他適用法律法規允許的範圍內，董事會可議決根據計劃規則及信託契據向董事會其他委員會或本公司一名或多名高級職員轉授董事會的任何或全部職權及責任。富途受託人須根據信託契據的條款持有信託基金。

年期

受限於董事會可能根據計劃規則提前終止2023年股份獎勵計劃，2023年股份獎勵計劃將自採納日期起計十年期間內有效及生效，其後不得進一步授出獎勵。於2024年12月31日，2023年股份獎勵計劃的剩餘年期為約九年。

Scheme Limit and Entitlement

The Board of Directors shall not make any further award which will result in the aggregate number of the Shares awarded by the Board of Directors under the Relevant Schemes exceeding 10% of the issued Shares as at 6 June 2024, being the date on within the Company amended the Share Schemes. The maximum number of Shares which may be awarded to a selected participant under the 2023 SAS shall not exceed 1% of the issued share capital of the Company in any 12-month period.

計劃上限及資格

倘董事會根據相關計劃授出的股份總數超逾於2024年6月6日(即本公司修訂股份計劃當日)的已發行股份的10%，則董事會不得作進一步授予。根據2023年股份獎勵計劃可能授予一名獲選參與者的股份數目最多不得超過本公司於任何十二個月期間的已發行股本1%。

Grant

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

授出

受限於2023年股份獎勵計劃條文(包括但不限於計劃規則所載限制)的規限下，董事會可不時全權酌情選定任何合資格參與者(不包括任何計劃規則內所述的除外參與者)作為獲選參與者參與2023年股份獎勵計劃，並在符合董事會可能全權酌情釐定的有關條款及條件的情況下，向任何獲選參與者無償或以特定代價授出獎勵。董事會可決定以獎勵股份或獎勵現金或其兩者結合的形式向獲選參與者授予獎勵權益。董事會亦可以按照董事會釐定的金額或範圍向任何獲選參與者授予獎勵權益的相關收入。

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

於釐定合資格參與者的資格及將授予任何獲選參與者(不包括任何計劃規則內所述的除外參與者)的適當獎勵權益時，董事會將考慮的事宜包括但不限於(a)相關獲選參與者對本集團溢利的現時貢獻及預期貢獻；(b)本集團的整體財務狀況；(c)本集團的整體業務目標及未來發展計劃；及(d)董事會認為相關的任何其他事宜。

Vesting and conditions

Subject to the terms and conditions of the 2023 SAS and the fulfilment or waiver of all vesting conditions applicable to the vesting of the awarded interests on such selected participant, the respective awarded interests held by the Futu Trustee on behalf of the selected participant shall vest in such selected participant in accordance with the applicable vesting schedule, and the Futu Trustee shall cause the awarded interests to be transferred to such selected participant and/or a vehicle controlled by him/her (such as a trust or a private company) for the benefit of the selected participant and any family members of such selected participant.

歸屬及條件

在2023年股份獎勵計劃的條款及條件的規限下以及待達成或豁免適用於該獲選參與者歸屬獎勵權益之所有歸屬條件後，富途受託人代表該獲選參與者持有的相關獎勵權益將根據適用歸屬時間表歸屬予該獲選參與者，及富途受託人須促使獎勵權益轉移予有關獲選參與者及╱或為獲選參與者及其任何家庭成員的利益而設立且由有關獲選參與者控制的實體(如信託或私人公司)。

Unless otherwise determined by the Board of Directors, in the event that the vesting conditions specified in the grant notice are not fully satisfied prior to or on the relevant vesting date, the award of the 2023 Awarded Shares in respect of the relevant vesting date shall lapse, such 2023 Awarded Shares shall not vest on the relevant vesting date and shall remain as part of the trust fund and the selected participant shall have no claims against the Company, the Board of Directors, the trust or Futu Trustee.

除非董事會另行釐定，倘於相關歸屬日期前或當日未能悉數滿足授出通告中規定的歸屬條件，則於有關歸屬日期獎勵的2023年獎勵股份將失效，該等2023年獎勵股份將不會在相關歸屬日期歸屬並將繼續作為信託基金的一部分，且獲選參與者將不得向本公司、董事會、信託或富途受託人提出申索。

Movements of 2023 Awarded Shares

No Shares were granted or vested during the year ended 31 December 2024.

As at 1 January 2024, the then scheme mandate limit of 2023 SAS shall not exceed 10% of the issued Shares as at the adoption date (i.e. 140,000,000), and the total number of awards available for grant (less those vested and cancelled) under the then scheme mandate limit of the 2023 SAS was 140,000,000.

As at 31 December 2024, the Futu Trustee held 14,272,968 H Shares.

To gradually differentiate the eligible participants of the Share Schemes, so that the employee participants of the 2021 SAS shall only include connected persons of the Company (as defined under the Listing Rules) while the employee participants of the 2023 SAS shall exclude such connected persons, on 24 July 2024, the Company (i) cancelled the 2,955,968 awarded Shares granted to, yet unvested in, certain selected participants who were non-connected persons of the Company ("**Non-connected Grantees**") under the 2021 SAS and (ii) substituted such cancelled grants under the 2021 SAS by new grants of 2,955,968 awarded Shares to such Non-connected Grantees under the 2023 SAS (subject to acceptance by the grantees). The new grants of 2,955,968 awarded Shares was satisfied partly by issuance of 730,000 new H Shares and partly by existing H Shares in issue under the 2023 SAS within the Scheme Mandate Limit. Subsequent to the new grants of 2,955,968 awarded Shares, the number of Shares available for future grants under the Relevant Schemes is 155,305,832. For details, please refer to the announcement of the Company dated 24 July 2024.

2023年獎勵股份之變動

截至2024年12月31日止年度，概無股份獲授出或歸屬。

於2024年1月1日，2023年股份獎勵計劃的當時計劃授權限額不得超過於採納日期已發行股份的10%(即140,000,000股)，及2023年股份獎勵計劃的當時計劃授權限額項下可供授出的獎勵總數(扣除已歸屬及已註銷的獎勵)為140,000,000份。

於2024年12月31日，富途受託人持有14,272,968股H股。

為逐步區分股份計劃的合資格參與者，以便2021年股份獎勵計劃的僱員參與者僅包含本公司關連人士(定義見《上市規則》)，而該等關連人士應排除在2023年股份獎勵計劃的僱員參與者外，於2024年7月24日，本公司(i)註銷2021年股份獎勵計劃項下授予若干並非本公司關連人士的獲選參與者(「**非關連承授人**」)但尚未歸屬之2,955,968股獎勵股份及(ii)由向2023年股份獎勵計劃項下的該等非關連承授人新授予2,955,968股獎勵股份，替代2021年股份獎勵計劃項下已註銷的授予(惟須待承授人接納後方可作實)。新授出的2,955,968股獎勵股份在計劃授權限額內部分通過發行730,000股新H股滿足，部分通過2023年股份獎勵計劃項下已發行的現有H股滿足。於新授出2,955,968股獎勵股份後，根據相關計劃可供日後授出的股份數目為155,305,832股。有關詳情請參閱本公司日期為2024年7月24日的公告。

The table below sets out the movements of 2023 Awarded Shares during the period from 1 January 2024 to 31 December 2024:

下表載列於2024年1月1日至2024年12月31日期間2023年獎勵股份的變動：

Name 姓名	Date of grant 授出日期	Vesting date[Note 1] 歸屬日期[附註1]	Number of awarded shares 獎勵股份數目 As at 1 January 2024 於2024年1月1日	Granted during the Reporting Period[Note 2] 於報告期內授出[附註2]	Vested during the Reporting Period[Note 2] 於報告期內歸屬[附註2]	Cancelled/ lapsed during the Reporting Period 於報告期內註銷／失效	Outstanding as at 31 December 2024[Note 1] 於2024年12月31日尚未行使[附註1]	Closing price of the Company's H Shares immediately before the date of grant in 2024 (HK$)[Note 3] 緊接2024年授出日期前本公司H股的收市價(港元)[附註3]	Closing price of the Company's H Shares immediately before the vesting date in 2024 (HK$)[Note 4] 緊接2024年歸屬日期前本公司H股的收市價(港元)[附註4]	Fair value per awarded share (HK$)[Note 6] 每股獎勵股份的公允價值(港元)[附註6]
Senior Management 高級管理層										
Mr. Meng Tao 孟濤先生	24 July 2024 2024年7月24日	–	–	194,400	–	–	194,400	1.52	–	1.52
Highest-paid employee (excluding Directors and Senior Management)[Note 5] 最高薪酬僱員(不包括董事及高級管理層)[附註5]	24 July 2024 2024年7月24日	–	–	283,500	–	–	283,500	1.52	–	1.52
Other Selected Employees 其他選定僱員	24 July 2024 2024年7月24日	–	–	2,478,068	–	–	2,478,068	1.52	–	1.52
Total 合計		–	–	2,955,968	–	–	2,955,968	1.52	–	1.52

Notes:

1. The 2023 Awarded Shares granted on 24 July 2024 shall be vested on or before 30 June 2025.
2. No H Shares under the 2023 SAS were vested or cancelled/lapsed during the Reporting Period. The purchase price of the granted share awards during the Reporting Period was nil.
3. Closing price of the H Shares immediately before the suspension of trading of H Shares on the Stock Exchange on 2 February 2023.
4. The weighted average closing price of the H Shares vested during the Reporting Period was nil.
5. Mr. Meng Tao was one of the five highest-paid employees as at 31 December 2024; and the aggregate number of Shares granted and vested to the five highest-paid employees in 2024 were 477,900 and nil respectively.
6. The fair value of the 2023 Awarded Shares was assessed in accordance with China Accounting Standards of Business Enterprises by reference to the market price of the H Shares on the grant date, which is the price immediately before the suspension of trading of H Shares on the Stock Exchange on 2 February 2023.

附註：

1. 於2024年7月24日授予的2023年獎勵股份將於2025年6月30日或之前歸屬。
2. 於報告期內，概無根據2023年股份獎勵計劃歸屬或註銷／失效的H股。於報告期內的授予股份獎勵的購買價為零。
3. 緊接H股於2023年2月2日在聯交所暫停交易前的收市價。
4. 於報告期內歸屬的H股加權平均收市價為零。
5. 於2024年12月31日，孟濤先生為五名最高薪酬僱員的其中一名；於2024年授出及歸屬予五名最高薪酬僱員之股份總數分別為477,900股及零。
6. 2023年獎勵股份的公允價值是根據中國企業會計準則，參考授出日期當天的市場價格進行評估，即H股於2023年2月2日在聯交所暫停交易前的價格。

CHARITABLE DONATIONS

The donations made by the Group during the year ended 31 December 2024 amounted to RMB372,032.00.

慈善捐款

本集團於截至2024年12月31日止年度作出慈善捐款人民幣372,032.00元。

SIGNIFICANT EVENTS DURING AND AFTER THE REPORTING PERIOD

Proposed Initial Public Offering of A Shares

On 29 January 2021, the Board of Directors has resolved and approved to commence the relevant preparation related to the proposed initial public offering of A shares of the Company. The Company has engaged Huatai United Securities Co., Ltd. as the pre-listing tutoring institution and submitted the registration application for pre-listing tutoring with the Shandong Supervisory Commission (山東證監局) of the China Securities Regulatory Commission (中國證券監督管理委員會) on 29 January 2021. As at the date of this annual report, the Company is under pre-listing tutoring procedure and has not commenced filing the application for the proposed initial public offering of A shares.

Change of Overseas Auditors

In view of the change to the standards in the preparation of the Company's overseas financial statements in 2021 from International Financial Reporting Standards to China Accounting Standards for Business Enterprises, the Board of Directors also proposed to change the Company's overseas auditor from BDO Limited to BDO China SHU LUN PAN Certified Public Accountants LLP, which was approved by the Shareholders at the annual general meeting of the Company held on 28 May 2021.

Loan Agreement with Covenant relating to Specific Performance of the Controlling Shareholder

On 2 November 2023, the Company, as the borrower, and syndicate members, as the lender (the "**Lender**"), entered into a working capital syndicate loan agreement (the "**Loan Agreement**") in relation to the provision of a working capital loan facility by the Lender to the Company in an aggregate maximum principal amount of RMB960 million, for a loan granting period commencing from the date of signing of the Loan Agreement to 31 May 2024. The loan was used to repay loans and for the Company's daily working capital.

Pursuant to the Loan Agreement, the Company undertakes that (i) no change of control of the controlling Shareholder shall occur during the term of the loan (change of control refers to the existing controller's loss of control in the Company and their direct and indirect consolidated shareholdings being less than 50% through share transfers, bond market transactions, capital increases and share enlargements, mergers and acquisitions and concerted party agreements); or (ii) no external pledge of the equity of the Company held by the controlling Shareholder shall be made, except where it has been considered and approved by the syndicate loan agent.

於報告期內及期後重大事項

建議首次公開發售A股

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

更換境外核數師

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

附有控股股東特定履行契諾的貸款合同

於2023年11月2日，本公司作為借款人與銀團成員作為貸款人(「**貸款人**」)，就貸款人向本公司提供總計本金最高額人民幣960百萬元的流動資金貸款額度訂立一份流動資金銀團貸款合同(「**貸款合同**」)，貸款發放期間從貸款合同簽署之日起至2024年5月31日止。貸款已用於償還貸款及企業日常經營資金。

根據貸款合同，本公司承諾(i)於貸款期間不得發生控股股東控制權變更(控制權變化指的是通過股權轉讓、債券市場買賣、增資擴股、收購合併和一致行動人協議使得現有的控制人失去對本公司的控制權及直接和間接合併持股低於50%)；或(ii)控股股東持有的本公司股權不得對外質押，經銀團貸款代理行審批通過的除外。

If violation of the relevant undertakings under the Loan Agreement occurs and leads to an event of default, the syndicate loan agent may cease the drawing of all or part of the loan funds that has been requested in a drawdown notice but not yet been drawn; cancel all or part of the total commitments; declare that all or part of the loan balance, together with all accrued interest, expenses and other amounts under the Loan Agreement be immediately due and payable in advance. For details, please refer to the announcement of the Company dated 2 November 2023.

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

Public Float and Suspension of Trading in the H Shares

公眾持股量及暫停買賣H股

Upon completion of the acquisition of the Domestic Shares by Falcon on 20 December 2022, Falcon was required to make unconditional mandatory general offers in cash for all the issued Domestic Shares and H Shares not already owned or agreed to be acquired by Falcon and its concert parties (the "**Offers**") in accordance with the Code on Takeovers and Mergers (the "**Takeovers Code**") issued by the Securities and Futures Commission of Hong Kong. Falcon also proposed to delist the Company from the Stock Exchange. On 28 December 2022, Falcon and the Company jointly despatched the composite document comprising (including without limitation) the offer document from Falcon, the response document from the Board of Directors, details of the Offers and the delisting resolution to the Shareholders in accordance with the requirements of the Takeovers Code.

於2022年12月20日Falcon完成收購內資股後，根據香港證券及期貨事務監察委員會頒佈的公司收購及合併守則(「**收購守則**」)，Falcon須就Falcon及其一致行動人士並無擁有或同意將予收購全部已發行內資股及H股提出無條件強制性現金全面要約(「**要約**」)。Falcon亦建議將本公司於聯交所除牌。於2022年12月28日，Falcon與本公司根據收購守則的規定向股東聯合寄發綜合文件，當中包括(包括但不限於)Falcon的要約文件、董事會的回應文件、有關要約及除牌決議案的詳情。

As the delisting resolution was not approved at the relevant general meetings of the Company held on 18 January 2023, and the public float of the Company fell below 25% following the close of the Offers, the minimum public float requirement as set out in Rule 8.08(1)(a) of the Listing Rules was not satisfied. Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, at the request of the Company, trading in the H Shares has been suspended from 9:00 a.m. on 2 February 2023 since the percentage of public float fell below 15% following the close of the Offers. On 25 April 2023, the Company received the guidance for the resumption of trading issued by the Stock Exchange (the "**Resumption Guidance**"), which includes, among others, restoring the minimum public float required under Rule 8.08(1)(a) of the Listing Rules.

由於除牌決議案在本公司於2023年1月18日舉行的相關股東大會上未獲批准，且本公司的公眾持股量於要約截止後跌至低於25%，故本公司未符合《上市規則》第8.08(1)(a)條所載最低公眾持股量規定。根據《上市規則》第8.08(1)(b)條附註1，由於公眾持股量百分比於要約截止後跌至低於15%，應本公司要求，H股自2023年2月2日上午九時正起暫停買賣。於2023年4月25日，本公司接獲聯交所發出的恢復買賣的指引(「**復牌指引**」)，當中包括恢復《上市規則》第8.08(1)(a)條項下規定的最低公眾持股量。

In order to satisfy the Resumption Guidance, the Company had taken appropriate steps to restore its public float and resume the trading in H Shares as soon as practicable. The Company completed subscriptions of a total 182,618,000 H Shares with two subscribers on 11 September 2023. Falcon further completed sales of a total 80,520,000 H Shares with two purchasers on 15 September 2023 and 3 October 2023, respectively. Subsequently on 24 July 2024, the Company issued and allotted 730,000 new H Shares under the 2023 SAS to satisfy part of the awards granted to the non-connected grantees and therefore complied with the requirements of Rule 8.24 of the Listing Rules and was counted towards the public float of the Company.

為滿足復牌指引，本公司採取適當措施恢復其公眾持股量，務求在切實可行情況下盡快恢復H股買賣。本公司於2023年9月11日與兩名認購方完成認購合共182,618,000股H股。Falcon分別於2023年9月15日及2023年10月3日與兩名買方進一步完成出售合共80,520,000股H股。其後於2024年7月24日，本公司於2023年股份獎勵計劃下發行及配發了730,000股新H股以滿足部分向非關連承授人授予的獎勵，因此符合《上市規則》第8.24條的規定，並計入本公司的公眾持股量。

Upon completion of the above steps, the Company's public float restored to over 25% and has satisfied the minimum public float requirement as set out in Rule 8.08(1)(a) of the Listing Rules since then. Given that the Company fulfilled the Resumption Guidance, the trading in H Shares of the Company has been resumed with effect from 9:00 a.m. on 31 July 2024. For details, please refer to the announcement of the Company dated 30 July 2024.

完成上述步驟後，本公司的公眾持股量恢復至25%以上，本公司自此遵守《上市規則》第8.08(1)(a)條項下規定的最低公眾持股量。由於本公司已符合復牌指引，本公司H股自2024年7月31日上午九時正起恢復買賣。有關詳情，請參閱本公司日期為2024年7月30日的公告。

Amendments to the Articles of Association

修訂公司章程

On 29 December 2023, the amendments to the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "**PRC Company Law**") were adopted and took effect on 1 July 2024. The new PRC Company Law makes changes to the current PRC Company Law, including optimisation of corporate governance, enhancement in protection for minority shareholders, and strengthening of responsibilities and fiduciary duties of controlling shareholders, directors, supervisors and senior management members. Listed issuers are required to make any necessary changes to their constitutional documents in accordance with the latest amendments to the PRC Company Law before the effective date.

於2023年12月29日，《中華人民共和國公司法》(「**中國公司法**」)修訂獲採納，並於2024年7月1日生效。新中國公司法對現行中國公司法作出改動，包括優化公司治理、加強對中小股東的保護以及加強控股股東、董事、監事及高級管理人員的責任及授信責任。上市發行人須於生效日期前根據中國公司法的最新修訂對其憲章文件作出任何必要更改。

Meanwhile, given that the Company's daily business operation will involve cargo transportation, the Company is required to include (i) road transportation of goods (excluding dangerous goods) and (ii) motor vehicle repair and maintenance in its scope of business in accordance with the Regulations of the People's Republic of China on Road Transportation (《中華人民共和國道路運輸條例》). As a result, the scope of business as stated in the Articles of Association shall be amended and such amendments are subject to the review by the company registration authority.

同時，由於本公司日常業務經營中會涉及貨物運輸，因此本公司根據《中華人民共和國道路運輸條例》，需要將(i)道路貨物運輸(不含危險貨物)及(ii)機動車修理和維護納入其經營範圍。所以，公司章程所述的經營範圍應予以修改，而該等修訂以公司登記機關的審核為準。

Based on the foregoing, the Company proposed to amend the Articles of Association in order to (i) reflect the change in business scope of the Company; (ii) reflect the latest amendments in the PRC Company Law in the Articles of Association; and (iii) make other consequential, tidy-up and housekeeping amendments (the "**Articles Amendments**").

鑒於上述原因，本公司建議修訂《公司章程》，以(i)反映本公司的經營範圍變動；(ii)於《公司章程》中反映中國公司法的最新修訂；及(iii)作出其他相應、整理及內部管理修訂(「**公司章程修訂**」)。

In view of the Articles Amendments, the Board of Directors and the Board of Supervisors proposed to amend the rules of procedure for the general meeting, the rules of procedure for the Board of Directors and the rules of procedure for the Board of Supervisors (the "**Procedural Rules Amendments**").

鑒於公司章程修訂，董事會及監事會建議修訂股東大會議事規則、董事會議事規則及監事會議事規則(「**議事規則修訂**」)。

The resolutions in relation to the Articles Amendments and the Procedural Rules Amendments were approved by the Shareholders at the annual general meeting of the Company on 5 June 2024.

有關公司章程修訂及議事規則修訂的決議案已於2024年6月5日於本公司股東週年大會上獲股東批准。

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

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

Deposits with GMK Finance

於新鳳祥財務的存款

In March 2022, the Company was notified by GMK Holdings, the former controlling shareholder of the Company that its subsidiaries had overdue debts. Among such subsidiaries, GMK Finance was involved in overdue repayment disputes, pursuant to which civil complaints were being filed against it by the plaintiffs and the guarantors for the debts concerned in those cases, GMK Holdings and/or certain of its subsidiaries were also named as defendants. The judicial restructuring was then filed against Yanggu Xiangguang Copper Co., Ltd. ("**Xiangguang Copper**"), a subsidiary of GMK Holdings with the Liaocheng Intermediate People's Court, Shandong Province, PRC, by a creditor on the ground that Xiangguang Copper was unable to repay the debts falling due. The People's Court of Yaanggu County, Shandong Province, PRC, as appointed to hear the case, subsequently accepted the application of judicial restructuring of 19 companies, including GMK Holdings, Shandong Fengxiang (Group) Co., Ltd. and Shandong Fengxiang Investment Co., Ltd. (each a former controlling shareholder) and Xiangguang Copper (but for the avoidance of doubt, does not include the Company). The first creditors' meeting was held on 15 March 2024 at Yanggu County People's Court.

於2022年3月，本公司接獲本公司前控股股東新鳳祥控股的通知，其附屬公司出現債務逾期情況。於該等附屬公司中，新鳳祥財務涉及逾期還款糾紛，據此，該等案件有關的原告及債務擔保人已針對新鳳祥財務發出民事起訴狀，新鳳祥控股及／或其若干附屬公司亦被列為被告。隨後，一名債權人以陽穀祥光銅業有限公司(「**祥光銅業**」)(新鳳祥控股旗下附屬公司)無力償還到期債務為由，向中國山東省聊城市中級人民法院提出對祥光銅業的司法重整申請。中國山東省陽谷縣人民法院受命審理此案，其後受理新鳳祥控股、山東鳳祥(集團)有限責任公司及山東鳳祥投資有限公司(各為一名前控股股東)以及祥光銅業等19家公司(為免生疑問，不包括本公司)的司法重整申請。首次債權人會議於2024年3月15日在陽谷縣人民法院舉行。

Pursuant to the court order, the Xiangguang Copper No. 1 Reorganisation Services Trust* (祥光銅業1號重整服務信託) ("**Trust 1**") and Xiangguang Copper No. 2 Reorganisation Services Trust* (祥光銅業2號重整服務信託) ("**Trust 2**") serve as management platforms for the assets and shareholding interests of the above said companies, respectively, the corresponding trust units (the "**Trust Units**") of which, shall be used as liquidation distribution to the creditors. Both trusts are jointly held by Kunlun Trust Co., Ltd.* (昆侖信託有限責任公司) and Yunnan International Trust Co. Ltd* (雲南國際信託有限公司).

根據法院命令，祥光銅業1號重整服務信託(「**信託1**」)與祥光銅業2號重整服務信託(「**信託2**」)分別作為上述公司的資產及股權權益的管理平台，其相應的信託份額(「**信託份額**」)應用作向債權人作出的清算分配。兩項信託均由昆侖信託有限責任公司及雲南國際信託有限公司共同持有。

The Company was informed by the administrator that according to the court order, the Company would be entitled to receive the relevant liquidation assets of (i) cash amounting to RMB27,786,153.44, (ii) 679,686,612.67 Trust Units under Trust 1, with corresponding value of its underlying assets being RMB138,246,740.07; and (iii) 679,686,612.67 Trust Units under Trust 2, with corresponding value of its shareholding interests held being RMB27,458,480.71, and the Trust Units under Trust 2 were realised. There is no guarantee that the remaining Trust Units can be realised due to the uncertainty of the liquidity and market value of the Trust Units. For details, please refer to the Company's announcements dated 15 March 2024 and 19 December 2024.

本公司接獲管理人通知，根據法院命令，本公司將有權收取相關清算資產，包括(i)現金人民幣27,786,153.44元，(ii)信託1項下的679,686,612.67份信託份額，其對應底層資產價值為人民幣138,246,740.07元；及(iii)信託2項下的679,686,612.67份信託份額，其對應持有股權權益價值為人民幣27,458,480.71元，而信託2項下的信託份額已變現。由於信託份額的流動性及市值存在不確定性，因此無法保證餘下信託份額能夠變現。有關詳情，請參閱本公司日期為2024年3月15日及2024年12月19日的公告。

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the Reporting Period, the Company has complied with all the applicable code provisions of the Corporate Governance Code (the "**CG Code**") under Appendix C1 to the Listing Rules. The Company will continue to review and monitor its corporate governance practice to ensure the compliance of the CG Code. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 84 to 109 of this annual report.

遵守企業管治守則

報告期內，本公司已遵守《上市規則》附錄C1項下之《企業管治守則》(「**企業管治守則**」)的所有適用守則條文。本公司將繼續檢討及監察其企業管治常規，以確保遵守企業管治守則。有關本公司所採納的企業管治常規詳情載於本年報第84至109頁之企業管治報告。

AUDIT COMMITTEE

The Audit Committee has reviewed together with the management and the Board of Directors the accounting principles and policies adopted by the Company, the audited annual results and the financial statements of the Company for the year ended 31 December 2024. The Audit Committee also recommended and submitted the annual results and the financial statements for the year ended 31 December 2024 to the Board of Directors for approval.

審計委員會

審計委員會已與管理層及董事會審閱本公司採納的會計原則及政策、本公司截至2024年12月31日止年度的經審計年度業績及財務報表。審計委員會亦已向董事會建議及提交截至2024年12月31日止年度的年度業績及財務報表以獲批准。

AUDITOR

The financial statements of the Group for the year ended 31 December 2024 have been audited by BDO China SHU LUN PAN Certified Public Accountants LLP.

核數師

本集團截至2024年12月31日的財務報表已經立信會計師事務所(特殊普通合夥)審計。

MEMBERS OF THE BOARD OF DIRECTORS

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

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

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

Shandong, PRC, 28 March 2025

董事會成員

於本董事會報告日期，董事會由以下人員構成：

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

承董事會命
朱凌潔
董事會主席

中國，山東，2025年3月28日

MEMBERS OF THE BOARD OF SUPERVISORS

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

Shareholders representative Supervisors: Ms. Gao Jin
Mr. Zhu Kaijie

Employees representative Supervisor: Mr. Ma Xianwen

監事會的組成

於監事會報告日期，監事會成員如下：

股東代表監事： 高瑾女士
朱愷杰先生

職工代表監事： 馬憲穩先生

FUNCTIONS AND AUTHORITIES AND OPERATION OF THE BOARD OF SUPERVISORS

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

(I) to supervise the actions of the Directors, general manager and other senior management during the performance of their functions, and to propose removal of Directors and senior management who have violated laws, administrative regulations, the Articles of Association or the resolutions of the general meetings;

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

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

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

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

監事會的職能和權限以及運作情況

根據《公司章程》，監事會的職能和權限包括（其中包括）：

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

（二）當董事、高級管理人員的行為損害本公司的利益時，要求其予以糾正；

（三）檢查本公司的財務狀況；

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

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

(VI) to submit proposals to the general meeting;

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

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

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

（六）向股東大會提出提案；

（七）提議召開董事會臨時會議；

（八）依照《公司法》的規定，對董事、高級管理人員提起訴訟；及

（九）法律、行政法規及《公司章程》規定的其他職權。

MEETING OF THE BOARD OF SUPERVISORS

During the Reporting Period, the Board of Supervisors had held three meetings and considered and approved proposals and matters including 2023 Work Report of the Board of Supervisors, 2023 Annual Report, Annual Profit Distribution Plan, Internal Control Report and 2024 Interim Results and Interim Report. The attendance of the Supervisors of the Company at meetings of the Board of Supervisors during the Reporting Period is listed below:

監事會會議

報告期內，監事會共召開了三次會議，審議通過了《2023年度監事會工作報告》、《2023年年度報告》、《年度利潤分配方案》、《內部監控報告》及《2024年中期業績及中期報告》等提案和事項。報告期內，本公司監事出席監事會會議的情況如下：

Supervisors	監事	Number of meetings attended[(1)]/Number of attendance required 出席會議次數[(1)]／需出席會議次數
Ms. Gao Jin	高瑾女士	3/3
Mr. Zhu Kaijie	朱愷杰先生	3/3
Mr. Ma Xianwen	馬憲穩先生	3/3

Note:

(1) Attendance in meetings includes on-site attendance and attendance by way of telephone and video conference.

附註：

(1) 出席會議包括現場出席和電話、視頻會議出席。

WORK OF THE BOARD OF SUPERVISORS DURING THE REPORTING PERIOD

During the Reporting Period, with a view to be committed to the Shareholders and the Company, the Board of Supervisors has diligently performed its duties of supervision pursuant to applicable laws and regulations and the Articles of Association. The Board of Supervisors continued to improve the supervisory methods to improve its effectiveness and influence so as to effectively protect the interests of the Shareholders and the Company to exercise its supervisory and counter balancing under the corporate governance of the Company and specifically carried out the following work:

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

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

監事會在報告期內的工作情況

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

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

2. 監事會對本公司2023年度財務狀況進行檢查和監督，核對董事會擬提交股東大會的財務報告、營業報告和利潤分配方案等財務資料，監事會認為：本公司嚴格按照相關法律、法規的要求進行財務管理，財務制度健全且執行有效，資金狀況良好，能有效防範經營風險；

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

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

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

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

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

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

WORK PLAN FOR 2025

In 2025, the Board of Supervisors will continue to faithfully and diligently perform its duties to further promote the improvement of the Company's corporate governance structure and the standardised operation of its business management, and to establish a good and honest image of the Company.

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

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

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

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

2025年工作計劃

2025年，監事會將繼續忠實勤懇履行職責，進一步促進本公司法人治理結構的完善和經營管理的規範運營，樹立本公司良好的誠信形象。

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

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

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

除上述披露外，本報告期內，監事會對其他監事事項無異議。

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

Shandong, PRC, 28 March 2025

承監事會命
高瑾
監事會主席

中國，山東，2025年3月28日

Corporate Governance Report
企業管治報告

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

董事會始終致力維持高水平之企業管治標準。董事會相信，在為本公司提供框架以保障股東利益及提升企業價值和問責方面，高水平企業管治標準必不可少。

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

於上市日期，本公司H股於聯交所主板上市，自上市日期至本年報日期，本公司始終遵循《上市規則》附錄C1所載之企業管治守則原則及守則條文。

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

本公司始終致力提升適合本公司業務操守及發展之企業管治常規，並不時檢討該等常規，以確保本公司符合法定及專業標準，以及參照標準之最新發展。

BOARD OF DIRECTORS

董事會

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

董事會監察本集團業務、策略決策及表現，並客觀地作出決策以符合本公司最佳利益。

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

董事會定期檢討董事於履行其對本公司職責時所須作出之貢獻，以及其是否投入足夠時間以履行該等職責。

Board of Directors Composition

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

董事會組成

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

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

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

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

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

董事之簡歷詳情載於本年報之「董事、監事及高級管理層履歷」一節。

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

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

Chairman and General Manager

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

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

主席與總經理

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

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

The principal duties of general manager are: take charge of production, operation and management matters of the Company and report to the Board of Directors; organise the implementation of resolutions of the Board of Directors, annual business plans and investment plans of the Company; draft the Company's basic management system and plans for the establishment of the internal management structure of the Company; formulate the specific rules of the Company; propose to the Board of Directors to appoint or dismiss the deputy general manager, financial officer and other senior management members; appoint or dismiss management personnel and general staff other than those that should be appointed or dismissed by the Board of Directors, propose policies on the salaries, welfares, rewards and penalties related to the employees of the Company; propose the convening of a provisional meeting of the Board of Directors; decide on other issues of the Company within the authority granted by the Board of Directors; decide on the loan (both within the annual budget and extra-annual budget), external investment, sale of assets, acquisition, lease, mortgage, pledge or any other matters in relation to asset disposal and guarantee with an amount of less than 10% of the Company's audited total assets for the latest period; and exercise other functions and powers conferred in the Articles of Association and by the Board of Directors.

總經理主要職責：主持本公司的生產經營管理工作，並向董事會報告工作；組織實施董事會決議、本公司年度經營計劃和投資方案；擬訂本公司的基本管理制度和內部管理機構設置方案；制定本公司具體規章；提請董事會聘任或者解聘副總經理、財務負責人等其他高級管理人員；聘任或者解聘除應由董事會聘任或者解聘以外的負責管理人員及一般員工，擬定本公司職工的工資、福利、獎懲制度；提議召開董事會臨時會議；在董事會授權的範圍內，決定本公司的其他事項；決定單項金額為本公司最近一期經審計總資產的10%以下的貸款(包括年度預算內和年度預算外)、對外投資、資產出售、收購、租賃、抵押、質押及其他資產處置和擔保及其他事項；《公司章程》和董事會授予的其他職權。

Independent Non-Executive Directors

獨立非執行董事

Since the Listing Date to the date of this annual report, the Board of Directors at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board of Directors with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

從上市日期至本年報日期，董事會一直遵守《上市規則》有關規定，委任至少三名獨立非執行董事，佔董事會至少三分之一，其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識。

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent and remain so as at the date of this annual report.

本公司已根據《上市規則》第3.13條所載之獨立性指引，自各獨立非執行董事接獲有關彼之獨立性之年度書面確認書。本公司認為所有獨立非執行董事均具獨立性，且於本年報日期仍然如此。

Appointment and Re-election of Directors

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

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

董事之委任與重選

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

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

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

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

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

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

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

董事會及管理層之責任、職責及貢獻

董事會應負責領導與管控本公司，並共同負責指導與監督本公司事務。

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

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

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

The Directors shall disclose to the Company details of other offices held by them.

董事須向本公司披露彼等擔任之其他職務詳情。

The Board of Directors reserves for its decisions on all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, election of director candidates and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board of Directors, directing and coordinating the daily operation and management of the Company are delegated to the management. The Company has arranged appropriate insurance coverage on Directors' liabilities in respect of any legal action taken against them arising out of corporate activities. The insurance coverage would be reviewed by the Company on an annual basis.

董事會負責決定所有重要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易(特別是或會涉及利益衝突之事宜)、財務資料、推選董事侯選人及本公司其他重大營運事宜。有關執行董事會決定、指導及協調本公司日常營運及管理之責任轉授予管理層。本公司已就因公司事務而對董事提出之任何法律訴訟，安排授購適當之董事責任保險。本公司會每年審閱受保範圍。

Continuous Professional Development of Directors

董事之持續專業發展

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board of Directors remains informed and relevant.

為有效履行其責任及確保於具備全面資訊及切合所需之情況下對董事會作出貢獻，董事須不斷留意監管發展及變動。

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company's key plant sites and meetings with senior management of the Company.

每名新委任董事均會於首次接受委任時獲得正式且全面之入職介紹，以確保其對本公司業務及營運均有適當認知，以及完全知悉《上市規則》及有關監管規定規範下董事之職務及責任。有關就任須知還包括考察本公司主要廠房場地，並與本公司高級管理層會面。

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading materials on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

董事應參與適當的持續專業發展以建立及更新自身的知識及技能。本公司將為董事安排內部舉辦之簡介會，並將於適當時向董事發出相關議題之閱讀資料。本公司鼓勵全體董事出席相關培訓課程，而費用概由本公司承擔。

During 2024, the Company organised training sessions conducted by the legal advisers for all Directors. The training sessions covered a wide range of relevant topics including directors' duties and responsibilities, continuing connected transaction, disclosure of interests and regulatory updates. In addition, relevant reading materials including compliance manual/legal and regulatory updates/seminar handouts have been provided to the Directors for their reference and studying.

於2024年期間，本公司安排法律顧問為全體董事提供多次培訓課程。該等培訓課程覆蓋多個相關話題，包括董事職責、持續關連交易、權益披露以及監管更新。此外，已向董事提供包括合規手冊／最新法律及監管諮詢／研討會講義在內之相關閱讀材料，供彼等參閱及研習。

The training records of the Directors for the year ended 31 December 2024 are summarised as follows:

截至2024年12月31日止年度，董事之培訓記錄總結如下：

Name of Directors 董事姓名	Attending training, briefings, seminars, conferences and workshops relevant to the Company's industry and business, director's duties and/or corporate governance 出席與本公司行業及業務、董事職責及／或公司治理相關之培訓、總結、研討、會議及講習課程	Reading news alerts, newspapers, journals, magazines and publications relevant to the Company's industry and business, director's duties and/or corporate governance 閱讀與本公司行業及業務、董事職責及／或公司治理相關之新聞快訊、報紙、期刊、雜誌及出版物
Executive Directors **執行董事**		
Mr. Xiao Dongsheng 肖東生先生	√	√
Mr. Shi Lei 石磊先生	√	√
Non-executive Directors **非執行董事**		
Mr. Qiu Zhongwei 邱中偉先生	√	√
Mr. Lu Wei 呂崴先生	√	√
Mr. Zhu Lingjie 朱凌潔先生	√	√
Ms. Zhou Ruijia 周瑞佳女士	√	√
Independent non-executive Directors **獨立非執行董事**		
Ms. Wang Anyi 王安易女士	√	√
Ms. Zhao Yinglin 趙迎琳女士	√	√
Mr. Chung Wai Man 鍾偉文先生	√	√

Board Independence Policy

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

(i) Composition

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

(ii) Independence Assessment

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

(iii) Compensation

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

(iv) Board Decision Making

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

董事會獨立性政策

本公司已就董事會之獨立性制定政策並進行評估。董事會已採納董事會獨立性政策(「**董事會獨立性政策**」)作為確保董事會獲得獨立意見和觀點的機制。其摘要載列如下:

(i) 組成

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

(ii) 獨立性評估

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

(iii) 薪酬

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

(iv) 董事會決策

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

(v) Board Evaluation

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

— *Annual questionnaires*

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

— *Feedback*

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

— *Action Plan*

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

(vi) Evaluation Results

The Company has conducted an evaluation on the independence of the Board of Directors in 2024, including, among others, the composition of the Board of Directors, time commitment of Directors, professional input obtained by Directors, self-evaluation of the Board of Directors and the evaluation of independence of the non-executive Directors. In accordance with the relevant evaluation results, the Company concluded that the Board Independence Policy adopted by the Group was effective as a mechanism to ensure that the Board of Directors acquires independent input and views.

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

(v) 董事會評估

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

— *年度問卷*

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

— *反饋*

評估結果的摘要乃根據收集的匿名問卷編製，可供董事會及董事委員會閱覽。

— *行動計劃*

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

(vi) 評估結果

本公司對2024年度董事會之獨立性進行評估，工作內容主要包括董事會之組成、董事投入時間、董事獲得專業意見、董事會自我評估、及非執行董事獨立性評估等，而按有關之評估審查結果，本公司認為本集團所採納之董事會獨立性政策均為有效，以作為確保董事會獲得獨立意見和觀點的機制。

董事會檢討了評估結果及董事會獨立性政策，並認為本公司在確保向董事會提供獨立意見及觀點的機制均為有效。

BOARD COMMITTEES

The Board of Directors has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, each of which has been delegated responsibilities and reports back to the Board of Directors. The roles and functions of these committees are set out in their respective terms of reference. The terms of reference of each of these committees will be revised from time to time to ensure that they continue to meet the needs of the Company and to ensure compliance with the CG Code where applicable. The terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

董事委員會

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

Audit Committee

The Audit Committee comprises two independent non-executive Directors, namely Mr. Chung Wai Man, Ms. Wang Anyi and one non-executive Director, namely Mr. Lu Wei. Mr. Chung Wai Man serves as the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to make recommendations on the appointment, re-appointment and removal of the external auditors; to review and monitor the independence and objectiveness of the external auditors and the effectiveness of the audit procedure in accordance with applicable standards; the Audit Committee shall discuss the nature and scope of audit and the reporting requirements with the auditors before the commencement of audit; to review the financial information of the Company and its disclosure; to oversee the financial reporting system, internal control procedure and risk management of the Company; to enhance the communication between internal auditors and external auditors; and to develop a policy on engaging external auditors to supply non-audit services to our Board of Directors.

During the year ended 31 December 2024, the Audit Committee held two meetings, during which matters such as the annual results and report for the year ended 31 December 2023, the interim financial results and report for the six months ended 30 June 2024, and adoption of information disclosure and management measures, etc. were considered and internal control reports were discussed and reviewed.

The Audit Committee also met the external auditors once without the presence of the executive Directors.

審計委員會

審計委員會由兩名獨立非執行董事，即鍾偉文先生、王安易女士，及一名非執行董事，即呂崴先生組成。審計委員會主席為鍾偉文先生。

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

截至2024年12月31日止年度，審計委員會召開了兩次會議，會議期間審議了截至2023年12月31日之年度的年度業績及報告、截至2024年6月30日止六個月的中期財務業績及報告及採取信息披露管理措施等事項並討論及審閱了內部控制報告。

審計委員會亦在沒有執行董事出席之情況下與外聘核數師會晤一次。

Remuneration Committee

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

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include to make recommendations to the Board of Directors on the remuneration policies and package of all Directors and senior management of the Company and the proper and transparent procedures for the formulation of remuneration policies; to review and approve the remuneration proposals of the management with reference to the corporate targets and objectives set by the Board of Directors; to make recommendations to the Board of Directors on remuneration package of individual executive directors and senior management members; this shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; to make recommendations to the Board of Directors on the remuneration of non-executive Directors; to take into account the salary levels of comparable companies, time commitment and responsibilities and employment terms of other positions of the Group; to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that the compensation is in compliance with contractual terms. In the event of any inconsistency with contractual terms, the compensation shall also be fair and reasonable but not excessive; to review and approve the compensation arrangement for dismissal or removal of Directors for misconduct to ensure that it is in compliance with the contractual terms. In the event of any inconsistency with contractual terms, the compensation shall also be reasonable and appropriate; to ensure that no Director or any of their associates participate in the decision of their own remuneration; to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, including any grants of options or awards to directors or senior management, and to make disclosure and give explanation in the corporate governance report on the appropriateness to approve such material matters (if any); and other duties commissioned by the Board of Directors.

During the year ended 31 December 2024, the Remuneration Committee held one meeting, during which matters such as emolument policy and structure of the Company, Directors' remuneration packages and other related matters were discussed.

薪酬委員會

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

薪酬委員會職權範圍之條款不會較企業管治守則所載條款寬鬆。薪酬委員會的主要職能包括就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；就非執行董事的薪酬向董事會提出建議；考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；確保任何董事或其任何連繫人不得參與釐定他自己的薪酬；檢討及／或批准《上市規則》第17章股份計劃的相關事宜，包括向董事或高級管理層授出任何期權或獎勵，以及就所批准的重大事宜(如有)是否適當，在企業管治報告中作出披露及解釋；及董事會授予的其他職權。

截至2024年12月31日止年度，薪酬委員會曾舉行一次會議，期間討論事項包含本公司之薪酬政策與架構、董事之薪酬待遇及其他相關事宜。

Pursuant to code provision E.1.5 of the CG Code, the remuneration paid to the senior management by bands for the year ended 31 December 2024 is set out below:

根據企業管治守則條文第E.1.5條，下表載列截至2024年12月31日止年度按區間劃分支付予高級管理層的薪酬：

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

Nomination Committee

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

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

提名委員會

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

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

The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the balance of expertise, skills, experience, professional knowledge, personal integrity and time commitments of such individuals, business, requirements of the Group and other relevant statutory requirements and regulations.

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

During the year ended 31 December 2024, the Nomination Committee held one meeting, during which matters such as structure, size and composition of the Board of Directors and the independence of the independent non-executive Directors were discussed. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board of Directors is maintained.

截至2024年12月31日止年度，提名委員會曾舉行一次會議，期間討論事項包含董事會之架構、規模與構成，及獨立非執行董事之獨立性。提名委員會認為董事會已在成員多元化方面保持適當平衡。

The procedures for the appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee will identify individuals suitably qualified to become Directors and make recommendations to the Board of Directors on the selection of individuals. The Nomination Committee will determine the composition of members of the Board of Directors based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee will also make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for Directors (in particular the chairman of the Board of Directors and the general manager), taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future.

董事之委任、重選連任及罷免程序載於《公司章程》細則。提名委員會可物色具備合適資格可擔任董事之人選，並就有關人士之挑選向董事會提出建議。提名委員會在委任董事會成員候選人時將會考慮多項因素，包括並不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期等。提名委員會亦可根據本公司企業戰略並綜合未來發展所需技能、知識、經驗及多樣性，就董事之委任或重新委任以及董事(尤其是董事會主席與總經理)之繼任計劃向董事會提出建議。

BOARD DIVERSITY POLICY

董事會多元化政策

The Board of Directors has adopted a board diversity policy which sets out the objective and approach to achieve and maintain diversity on the Board of Directors. The board diversity policy provides that the Company should endeavour to ensure that the members of the Board of Directors have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of the Group's business strategy. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, age, gender, cultural and education background, ethnicity and length of service. The Nomination Committee shall review this policy and the measurable objectives at least annually, and as appropriate, to ensure the continued effectiveness of the Board of Directors.

董事會採用董事會多元化政策，載有實現及維持董事會多元化的目標與方針。董事會多元化政策規定，本公司應盡最大努力確保董事會成員具備支持本集團業務策略執行所必需的適當平衡的技能、經驗及多元化觀點。根據董事會多元化政策，我們尋求通過考慮若干因素(包括但不限於專業經驗、技能、知識、年齡、性別、文化和教育背景、種族及服務年限)來實現董事會多元化。提名委員會應至少每年檢討該政策與可計量目標，並於適用情況下，確保董事會持續行之有效。

As at the date of this annual report, the Board of Directors comprises nine directors, three of which are females. The Board of Directors targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity in the near future. The Company has also maintained an approximately workforce 48%:52% (male:female) gender ratio in the past year.

於本年報日期，董事會由九名董事組成，其中三名為女性。董事會旨在將其女性成員比例至少維持現時水平，最終目標為於不久將來實現董事會的性別平等。本公司於去年維持約48%：52%(男：女)的員工性別比例。

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

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

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

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

NOMINATION POLICY

提名政策

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

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

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

提名委員會在評估建議候選人是否合適時，將參考下列因素：

- character and integrity;
- 品格與誠實；
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- 資格，包括專業資格、技能、知識及與本公司業務及策略相關的經驗；
- willingness to devote adequate time to discharge duties as a member of the Board of Directors and other directorships and significant commitments;
- 是否願意投入足夠的時間履行董事會成員的職責，以及其他董事職務和重大承諾；

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

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

CORPORATE GOVERNANCE FUNCTIONS

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

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

企業管治職能

董事會負責履行企業管治守則條文第A.2.1條所載職能。

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

MEETINGS ATTENDED AND HELD

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

舉行及出席會議

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

For the year ended 31 December 2024, the attendance records of each Director of the Board of Directors at the meetings of the Board of Directors and general meetings held by the Company are set out below:

截至2024年12月31日止年度，各董事會董事出席本公司舉行之董事會會議及股東大會記錄載列如下：

Name of Directors 董事姓名	Attendance/Number of meeting(s) 出席次數／會議數目 Meeting(s) of the Board of Directors 董事會會議	Audit Committee meeting(s) 審計委員會會議	Remuneration Committee meeting(s) 薪酬委員會會議	Nomination Committee meeting(s) 提名委員會會議	General meeting(s) 股東大會
Executive Directors **執行董事**					
Mr. Xiao Dongsheng 肖東生先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Shi Lei 石磊先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Directors **非執行董事**					
Mr. Qiu Zhongwei 邱中偉先生	4/4	N/A 不適用	1/1	N/A 不適用	1/1
Mr. Lu Wei 呂崴先生	4/4	2/2	N/A 不適用	N/A 不適用	1/1
Mr. Zhu Lingjie 朱凌潔先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1
Ms. Zhou Ruijia 周瑞佳女士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive Directors **獨立非執行董事**					
Ms. Wang Anyi 王安易女士	4/4	2/2	1/1	1/1	1/1
Ms. Zhao Yinglin 趙迎琳女士	4/4	N/A 不適用	1/1	1/1	1/1
Mr. Chung Wai Man 鍾偉文先生	4/4	2/2	N/A 不適用	N/A 不適用	1/1

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

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

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

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

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

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

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

於需要時，董事會及各董事亦可個別獨立聯絡高級管理層。

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management and Internal Control Systems

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

Internal Audit

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

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

風險管理及內部控制

風險管理及內部控制系統

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

內部審核

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

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

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

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

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

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

Based on the result of the Internal Control Review, the Board of Directors, as supported by the Audit Committee, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2024, and considered that such systems are effective and adequate. The annual review also covered the financial reporting, internal audit function, adequacy of resources, staff qualifications and experiences, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

根據內部控制審查的結果,董事會在審計委員會的支持下,審查了截至2024年12月31日止年度的風險管理和內部控制制度,包括財務、運營和合規控制,並認為該等制度有效且充分。年度審核亦涵蓋財務匯報、內部審計職能、資源的充足性、僱員的資歷與經驗、培訓計劃及本公司會計、內部審計及財務匯報職能預算方面的充足性。

WHISTLEBLOWING POLICY

舉報政策

The Company has adopted arrangements to facilitate employees and other stakeholders to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters.

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

The Audit Committee shall review such arrangement regularly and ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

審計委員會應定期檢討該類安排並確保有適當安排,讓本公司對此等事宜作出公平獨立之調查及採取適當行動。

ANTI-CORRUPTION POLICY

反腐敗政策

The Company strictly complies with the Anti-Corruption and Bribery Law of the People's Republic of China, the Anti-Money Laundering Law of the People's Republic of China and other laws and regulations, which expressly prohibit corrupt practices such as corruption and bribery. To prevent fraud, strengthen corporate governance and internal control, reduce corporate risks, regulate business practices and protect the legitimate rights and interests of the Company and its shareholders, we have developed the "Employee Behaviour Red Line" and "Employee Non-Compliance Management System", which clearly define the violations, types of penalties, principles of penalties, investigation of violations and management of penalty files.

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

INSIDE INFORMATION

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

內幕消息

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

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules. Specific enquiries have been made to all the Directors and Supervisors and the Directors and Supervisors have confirmed that they have complied with the Model Code from the Listing Date up to the date of this annual report. The Company's employees, who are likely to be in possession of unpublished inside information of the Company, are also subject to the Model Code.

證券交易之標準守則

本公司已採納《上市規則》附錄C3所載標準守則。本公司已向所有董事及監事作出個別查詢，而董事及監事已確認彼等於上市日期直至本年報日期一直遵守標準守則。本公司僱員若可能擁有本公司尚未發佈之內幕消息，亦須遵守標準守則。

DIRECTORS' RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2024.

董事就財務報表之責任

董事明瞭彼等編製本公司截至2024年12月31日止年度財務報表之責任。

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

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

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

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

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

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

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

有關獨立核數師對其財務報表申報責任之聲明載於本年報獨立核數師報告。

AUDITOR'S REMUNERATION

The total fee paid/payable to the external Auditor, BDO China SHU LUN PAN Certified Public Accountants LLP, in respect of audit services and non-audit services for the year ended 31 December 2024 is set out below:

核數師酬金

截至2024年12月31日止年度，外聘核數師立信會計師事務所(特殊普通合夥)之審核服務與非審核服務已付／應付總計費用如下表：

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

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

非審核服務主要包括有關審閱中期財務報告之工作。

COMPANY SECRETARY

Mr. Shi Lei is currently the company secretary of the Company. During the year ended 31 December 2024, Mr. Shi has undertaken not less than 15 hours of relevant professional training.

公司秘書

石磊先生目前擔任本公司公司秘書。截至2024年12月31日止年度，石先生接受了不少於15小時之相關專業培訓。

ARRANGEMENT FOR ISSUING CORPORATE COMMUNICATIONS ELECTRONICALLY

The Company has adopted an arrangement for the electronic dissemination of corporate communications ("**Corporate Communications**"), which refer to any documents issued or to be issued by the Company for the purpose of providing information to its Shareholders or prompting them to take action, including but not limited to (a) copies of directors' reports, annual accounts and auditors' reports and, where applicable, summary financial reports; (b) interim reports and interim report summaries (where applicable); (c) notices of meeting; (d) listing documents; (e) circulars; and (f) proxy forms. Please note that all Corporate Communications in English and Chinese are only available on the Company's website (https://www.fengxiang.com) and the Stock Exchange website (www.hkexnews.hk), with no printed versions provided. Shareholders should proactively check the Company's and the Stock Exchange websites to stay informed about the release of Corporate Communications. To ensure timely receipt of Actionable Corporate Communications (as defined in the Listing Rules), the Company recommends that Shareholders provide their email addresses to the Company. The method for providing email addresses is detailed in the Shareholder notification letter and reply slip published on the Company's website. If the Company has not received a valid email address from a shareholder, the Company shall send actionable Corporate Communications in printed form until the H Share Registrar (Computershare Hong Kong Investor Services Limited) receives a valid email address from such Shareholder. If Shareholders wish to receive the printed version of Corporate Communications, please complete and return the reply slip in accordance with the instructions contained in the Shareholder notification letter and reply slip.

以電子方式發佈公司通訊之安排

本公司已採用以電子方式發佈公司通訊(「**公司通訊**」)之安排,該公司通訊是指本公司為向其股東提供資訊或提醒其採取行動而發佈或將要發佈的任何文件,包括但不限於(a)董事報告、年度賬目以及審計報告副本以及(如適用)財務摘要報告;(b)中期報告及其中期報告摘要(如適用);(c)會議通知;(d)上市文件;(e)通函和(f)委任表格。請注意,所有公司通訊的英文版和中文版僅在本公司網站(https://www.fengxiang.com)和聯交所網站(www.hkexnews.hk)上提供,不設印刷本,股東應主動查看本公司和聯交所網站以留意公司通訊的發佈。為確保及時收到可供採取行動的公司通訊(定義見《上市規則》),本公司建議股東向本公司提供電子郵件地址,提供電子郵件地址的方式載於本公司網站發佈的股東通知信函及回條。如果本公司沒有收到股東的有效電子郵件地址,直至H股過戶登記處(香港中央證券登記有限公司)收到股東有效的電子郵件地址前,本公司將以印刷本形式發送可供採取行動的公司通訊。若股東希望收取公司通訊之印刷版,請根據股東通知信函及回條所載有關指示填妥並交回回條。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

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

與股東及投資者之溝通

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

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

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

The Board of Directors reviewed the Group's shareholders and investors engagement and communication activities conducted in 2024 and was satisfied with the implementation and effectiveness of the shareholders' communication policy.

董事會已審閱於2024年進行的本集團股東與投資者的參與及溝通活動，並對股東溝通政策的實施及成效表示滿意。

SHAREHOLDERS' RIGHTS

股東權利

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

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

Procedures for Shareholders to Convene Extraordinary General Meeting

According to the Articles of Association, if Shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed:

1. Two or more Shareholders jointly holding more than 10% (inclusive) of Shares with voting rights at the general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board of Directors to convene the extraordinary general meeting or class meeting, and specify the topics of the meeting. The Board of Directors shall convene the extraordinary general meeting or class meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated on the day when the Shareholders tender the written request.

2. If the Board of Directors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the Shareholders tendering the said request may request the Board of Supervisors to convene an extraordinary general meeting or class meeting.

3. If the Board of Supervisors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the Shareholders individually or jointly holding more than 10% of Shares with voting rights at the meeting to be convened for 90 consecutive days may by themselves convene a meeting within four months after the Board of Directors receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board of Directors convenes the general meeting.

Where the Shareholders convene a meeting because the Board of Directors or the Board of Supervisors fails to convene the meeting pursuant to the aforesaid provision, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting Directors or supervisors.

臨時股東大會召開流程

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

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

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

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

股東因董事會、監事會未應前述要求舉行會議而自行召集並舉行會議時，其所發生之合理費用，應當由本公司承擔，並從本公司欠付失職董事、監事之款項中扣除。

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

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

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or in the laws of the PRC for putting forward proposals of new resolutions by Shareholders at general meetings. Shareholders who wish to move forward a resolution may request the Company to convene a general meeting in accordance with the procedures mentioned above. For proposing a person for election as a Director, please refer to the procedures set out in the paragraph below.

於股東大會提呈建議

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

Procedures for Shareholders to Nominate Candidates of Directors

Written notices specifying the intention to nominate a person for election as a Director and acceptance of such nomination by such person, as well as the written information on such person, shall be sent to the Company no earlier than the day after dispatch of the notice of the general meeting and no later than seven days prior to the date of such meeting. The minimum length of period during the nomination and acceptance of such nomination shall not be less than seven days.

股東提名董事候選人之流程

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

Based on this, if a Shareholder of the Company intends to propose any person for election as a Director, the following documents shall be effectively delivered to the Company's headquarter in the PRC at Liumiao Village, Anle Town, Yanggu County, Liaocheng City, Shandong Province, the PRC or the Company's H Share share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, including: (i) the signed notice of the intention to propose the candidate for election as a Director in general meeting; and (ii) the signed notice of the candidate indicating his or her willingness to accept the election, together with (a) information about the candidate required to be disclosed under Rule 13.51(2) of the Listing Rules, and (b) the written consent indicating the consent of the candidate to release his or her personal information.

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

Putting Forward Enquiries to the Board of Directors

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

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

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

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

向董事會作出問詢

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

股東可將其如上文所述之問詢或要求寄往以下地址：

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

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

Independent Auditor's Report
獨立核數師報告

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

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

山東鳳祥股份有限公司全體股東：

(在中華人民共和國註冊成立的股份有限公司)

I. AUDIT OPINION

We have audited the financial statements of the Shandong Fengxiang Co., Ltd. ("Fengxiang"), which comprise the consolidated and the Company's balance sheets as at 31 December 2024, the consolidated and the Company's income statements for 2024, the consolidated and the Company's cash flow statements, the consolidated and the Company's statements of changes in owners' equity for the year then ended, and notes to the financial statements.

We are of the view that, the accompanying financial statements present fairly, in all material respects, the consolidated and the Company's financial position as at 31 December 2024 and the consolidated and the Company's financial performance and cash flows for 2024 in accordance with the requirements of Accounting Standards for Business Enterprises.

一、審計意見

我們審計了山東鳳祥股份有限公司(以下簡稱鳳祥股份)財務報表，包括2024年12月31日的合併及母公司資產負債表，2024年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司所有者權益變動表以及相關財務報表附註。

我們認為，後附的財務報表在所有重大方面按照企業會計準則的規定編製，公允反映了鳳祥股份2024年12月31日的合併及母公司財務狀況以及2024年度的合併及母公司經營成果和現金流量。

II. BASIS OF AUDIT OPINION

We conducted our audit in accordance with China Standards on Auditing ("CSAs"). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of Fengxiang in accordance with the Code of Ethics for Professional Accountants of the Chinese Institute of Certified Public Accountants ("CICPA Code"), and we have fulfilled our other ethical responsibilities in accordance with the CICPA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

二、形成審計意見的基礎

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

III. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

三、關鍵審計事項

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

Key audit matters identified in our audit are summarised as follows: 我們在審計中識別出的關鍵審計事項匯總如下：

Key audit matters 關鍵審計事項	How our audit addressed the matter 該事項在審計中是如何應對的
(I) Revenue recognition **(一) 營業收入確認** Fengxiang's operating revenue for the year ended 31 December 2024 was RMB5,504,651,300. 2024年度鳳祥股份營業收入為550,465.13萬元。 Operating revenue of Fengxiang are primarily generated from the sales of frozen chicken products and meat products, which are mainly supplied to large catering chain enterprises, wholesale market for agricultural products, supermarket chains and other market fields. Fengxiang recognises operating revenue when the control of the goods is transferred to the customer. 鳳祥股份主要營業收入來源於雞肉凍品、肉製品銷售業務，產品主要供應給大型餐飲連鎖企業、農貿批發市場、連鎖超市等市場領域。鳳祥股份於商品控制權轉移給客戶時確認營業收入。	(1) Communicated with the management to understand the impact of industry policies and market environment on the performance of Fengxiang, and evaluated the rationality of fluctuations in operating revenue; (1) 與管理層進行溝通，了解行業政策、市場環境對鳳祥股份公司業績的影響，評估營業收入波動的合理性； (2) Conducted interviews with management and selected sales contracts for inspection to identify contract terms related to the transfer of control over goods, and evaluated whether the operating revenue recognition policy of Fengxiang complied with the relevant requirements of the Accounting Standards for Business Enterprises; (2) 與管理層訪談及選取銷售合同進行檢查，識別與商品控制權轉移相關的合同條款，評價鳳祥股份公司的營業收入確認政策是否符合企業會計準則的相關要求； (3) Understood, evaluated and tested the internal control systems related to revenue recognition and tested the effectiveness of the implementation of key internal controls; (3) 了解、評估並測試了與收入確認相關的內部控制制度，測試了關鍵內部控制執行的有效性； (4) Combined with product categories, types of sales channels, major business customers, etc., analysed the changes in operating revenue and gross profit margin this year while paying attention to whether there were abnormal fluctuations; (4) 結合產品類別、銷售渠道類型、主要業務客戶等，對本年營業收入及毛利率變動情況進行分析，關注是否存在異常波動情況； (5) Selected samples and implemented confirmation procedures for trade receivable and operating revenue, checked the confirmation results against book records, and carried out substitute tests for no reply samples; (5) 選取樣本對應收賬款和營業收入實施了函證程序，並將函證結果與賬面記錄進行了核對，對未回函樣本進行了替代測試；

Key audit matters 關鍵審計事項	How our audit addressed the matter 該事項在審計中是如何應對的
Since operating revenue is one of the key performance indicators of Fengxiang, there is an inherent risk that the management of Fengxiang (hereinafter as the "management") will control the timing of operating revenue recognition in order to achieve specific goals or expectations, so we determine operating revenue recognition as a key audit matter. Please refer to Note III (XXV) and Note V (XXXVII) for the above accounting policies, significant accounting judgments and estimates and related financial statement disclosures. 由於營業收入是鳳祥股份的關鍵業績指標之一，從而存在鳳祥股份管理層(以下簡稱「管理層」)為了達到特定目標或期望而操縱營業收入確認時點的固有風險，我們將營業收入確認確定為關鍵審計事項。上述會計政策、重大會計判斷和估計以及相關財務報表披露參見附註三(二十五)，以及附註五(三十七)。	(6) Selected operating revenue transaction samples, checked sales contracts, orders, outbound documents, invoices and customer receipt documents, export declaration forms and other supporting documents for operating revenue recognition, and evaluated whether revenue recognition conformed to the Company's accounting policies on operating revenue recognition; (6) 選取營業收入交易樣本，核對銷售合同、訂單、出庫單、發票及客戶簽收單、出口報關單等收入確認支持性文件，及評價營業收入確認是否符合公司營業收入確認的會計政策； (7) Checked the operating revenue transactions before and after the balance sheet date, checked the outbound documents, customer receipt documents, export declaration forms and other supporting documents for revenue recognition, and evaluated whether operating revenue was recorded in the appropriate accounting period. (7) 檢查資產負債表日前後的營業收入交易，核對出庫單、客戶簽收單、出口報關單等收入確認支持性文件，評價營業收入是否被記錄於恰當的會計期間。
(II) Valuation of biological assets **(二) 生物資產的估值** As at 31 December 2024, the book balance of Fengxiang's consumptive biological assets and productive biological assets was RMB228,094,800 and RMB204,930,000, respectively. 截至2024年12月31日，鳳祥股份消耗性生物資產及生產性生物資產的賬面餘額分別為22,809.48萬元、20,493.00萬元。 The measurement of the fair value of Fengxiang's biological assets involves significant management judgment, particularly the estimated culling rate and the market prices of breeders, broilers and broiler eggs. As a result, there is an inherent risk that management will control the fair value valuation to achieve specific goals, so we identify the valuation of biological assets as a key audit matter. Please refer to Note III (XI), (XVII) and Note V (VI), (XI) for the above accounting policies, significant accounting judgments and estimates and related financial statement disclosures. 鳳祥股份生物資產公允價值的計量涉及管理層的重大判斷，特別是預計淘汰率、種雞、肉雞、種蛋的市價等。從而存在管理層為達到特定目標操縱公允價值估值的固有風險，我們將生物資產的估值識別為關鍵審計事項。上述會計政策、重大會計判斷和估計以及相關財務報表披露參見附註三(十一)、(十七)以及附註五(六)、(十一)。	(1) Evaluated the competence, professionalism and objectivity of the external appraiser engaged by the Company; (1) 評價公司聘請的外部評估師的勝任能力、專業素質和客觀性； (2) Evaluated the reasonableness of the key assumptions used in the valuation of the biological assets with the assistance of an external appraiser; (2) 我們在外部評估專家的協助下，評價生物資產估值中採用的關鍵假設的合理性； (3) Implemented monitoring procedures for the Company's biological assets and reviewed the quantities of biological assets in the valuation model to verify the accuracy and relevance of the input data. (3) 對公司的生物資產實施監盤程序，並覆核估值模型中生物資產數量，核實所用輸入數據的準確性及相關性。 (4) Engaged an expert from a certified public accountant to review the valuation of biological assets. (4) 聘請註冊會計師的專家對生物資產估值進行複核。

IV. OTHER INFORMATION

The management of Fengxiang (hereinafter as the "management") is responsible for the other information which comprises all the information in the 2024 annual report of Fengxiang other than the financial statements and this auditor's report.

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

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

If, based on the work we have performed on other information obtained prior to the date of the audit report, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

四、其他信息

鳳祥股份管理層(以下簡稱管理層)對其他信息負責。其他信息包括鳳祥股份2024年年度報告中涵蓋的信息,但不包括財務報表和我們的審計報告。

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

結合我們對財務報表的審計,我們的責任是在能夠獲取上述其他信息時閱讀這些信息,在此過程中,考慮其他信息是否與財務報表或我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們對審計報告日前獲取的其他信息已執行的工作,如果我們確定其他信息存在重大錯報,我們應當報告該事實。在這方面,我們無任何事項需要報告。

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

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

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

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

五、管理層和治理層對財務報表的責任

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

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

治理層負責監督鳳祥股份的財務報告過程。

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

六、註冊會計師對財務報表審計的責任

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report containing audit opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that audits carried out in accordance with the audit standards will always detect a material misstatement when it exists. Misstatements may be caused by fraud or error and are generally considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

As part of an audit in accordance with the auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also performed the following works:

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

(I) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks; and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(一)識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。

(II) Understand the internal control related to the audit to design the appropriate audit procedures, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

(二)了解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。

(III) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

(三)評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

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

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

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

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

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

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

We communicated with the governing bodies regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.

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

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

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

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

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

BDO China Shu Lun Pan Certified Public Accountants LLP
Chinese Certified Public Accountant: Qiang Guiying (Engagement Partner)
Chinese Certified Public Accountant: Jia Guangyu

立信會計師事務所(特殊普通合夥)
中國註冊會計師:強桂英(項目合夥人)
中國註冊會計師:賈廣宇

Shanghai • China
28 March 2025

中國 • 上海
2025年3月28日

Consolidated Balance Sheet
合併資產負債表

31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年12月31日(除特別註明外，金額單位均為人民幣元)

Assets	資產	Note V 附註五	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current assets:	**流動資產：**			
Monetary funds	貨幣資金	(I)(一)	**354,959,490.25**	198,502,740.43
Settlement reserves	結算備付金			
Loans to banks and other financial institutions	拆出資金			
Financial assets held for trading	交易性金融資產	(II)(二)	**2,477,721.15**	293,000.00
Derivative financial assets	衍生金融資產			
Bills receivable	應收票據			
Trade receivable	應收賬款	(III)(三)	**327,026,990.42**	272,666,325.70
Financing receivables	應收款項融資			
Prepayments	預付款項	(IV)(四)	**31,319,968.36**	29,073,351.43
Premiums receivables	應收保費			
Reinsurance accounts receivable	應收分保賬款			
Provision of cession receivable	應收分保合同準備金			
Other receivables	其他應收款	(V)(五)	**3,755,059.70**	11,203,717.24
Financial assets held under resale agreements	買入返售金融資產			
Inventories	存貨	(VI)(六)	**969,066,420.78**	947,344,195.99
Contract assets	合同資產			
Assets held for sale	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產	(VII)(七)	**41,598,485.33**	60,494,402.98
Total current assets	**流動資產合計**		**1,730,204,135.99**	1,519,577,733.77

Assets	資產	*Note V* *附註五*	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Non-current assets:	**非流動資產:**			
Disbursement of loans and advances	發放貸款和墊款			
Debt investments	債權投資			
Other debt investments	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investments	長期股權投資	*(VIII)*(八)	**46,293,129.65**	54,609,735.36
Investment in other equity instruments	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產	*(IX)*(九)	**2,844,168,195.00**	2,955,066,801.11
Construction in progress	在建工程	*(X)*(十)	**2,699,664.21**	6,311,448.19
Productive biological assets	生產性生物資產	*(XI)*(十一)	**204,930,000.00**	221,015,800.00
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產	*(XII)*(十二)	**207,659,678.22**	184,733,477.03
Intangible assets	無形資產	*(XIII)*(十三)	**87,437,666.47**	87,323,472.65
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用	*(XIV)*(十四)	**10,837,000.00**	16,597,000.00
Deferred income tax assets	遞延所得稅資產	*(XV)*(十五)	**64,563,635.54**	2,396,928.75
Other non-current assets	其他非流動資產	*(XVI)*(十六)	**36,108,838.22**	9,433,780.83
Total non-current assets	**非流動資產合計**		**3,504,697,807.31**	3,537,488,443.92
Total assets	**資產總計**		**5,234,901,943.30**	5,057,066,177.69

Consolidated Balance Sheet (Continued)
合併資產負債表(續)

31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年12月31日(除特別註明外，金額單位均為人民幣元)

Liabilities and owners' equity	負債和所有者權益	Note V 附註五	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current liabilities:	**流動負債：**			
Short-term borrowings	短期借款	*(XVIII)*(十八)	**633,645,701.02**	280,373,266.00
Borrowings from central bank	向中央銀行借款			
Loans from banks and other financial institutions	拆入資金			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Bills payable	應付票據			
Trade payable	應付賬款	*(XIX)*(十九)	**399,453,303.68**	380,727,251.84
Advances from customers	預收款項			
Contract liabilities	合同負債	*(XX)*(二十)	**23,608,417.12**	41,851,607.26
Financial assets sold under repurchase agreements	賣出回購金融資產款			
Absorption of deposits and interbank deposit	吸收存款及同業存放			
Client money received for acting as securities trading agent	代理買賣證券款			
Client money received for acting as securities underwriter	代理承銷證券款			
Payroll payable	應付職工薪酬	*(XXI)*(二十一)	**111,593,922.85**	76,483,233.50
Taxes payable	應交稅費	*(XXII)*(二十二)	**10,820,390.45**	9,469,775.19
Other payables	其他應付款	*(XXIII)*(二十三)	**142,816,372.10**	311,885,930.94
Handle fee and commission payable	應付手續費及佣金			
Reinsurance accounts payable	應付分保賬款			
Liabilities held for sale	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債	*(XXIV)*(二十四)	**186,806,811.11**	165,859,675.20
Other current liabilities	其他流動負債	*(XXV)*(二十五)	**11,686,120.91**	225,515,440.17
Total current liabilities	**流動負債合計**		**1,520,431,039.24**	1,492,166,180.10
Non-current liabilities:	**非流動負債：**			
Reserve for insurance contracts	保險合同準備金			
Long-term borrowings	長期借款	*(XXVI)*(二十六)	**159,950,000.00**	319,970,000.00
Bonds payable	應付債券			
Including: Preferred shares	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債	*(XXVII)*(二十七)	**203,550,003.46**	187,779,655.98
Long-term payables	長期應付款	*(XXVIII)*(二十八)	**25,681,131.01**	6,010,512.43
Long-term payroll payables	長期應付職工薪酬			
Estimated liabilities	預計負債	*(XXIX)*(二十九)	**746,197.22**	41,052.08
Deferred income	遞延收益	*(XXX)*(三十)	**17,256,128.42**	19,006,106.48
Deferred income tax liabilities	遞延所得稅負債	*(XV)*(十五)	**847,939.26**	196,941.02
Other non-current liabilities	其他非流動負債			
Total non-current liabilities	**非流動負債合計**		**408,031,399.37**	533,004,267.99
Total liabilities	**負債合計**		**1,928,462,438.61**	2,025,170,448.09

Liabilities and owners' equity	負債和所有者權益	Note V 附註五	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Owners' equity:	所有者權益：			
Share capital	股本	*(XXXI)*(三十一)	**1,583,348,000.00**	1,582,618,000.00
Other equity instruments	其他權益工具			
Including: Preferred shares	其中：優先股			
Perpetual bonds	永續債			
Capital reserve	資本公積	*(XXXII)* (三十二)	**689,489,082.02**	697,794,677.72
Less: treasury shares	減：庫存股	*(XXXIII)* (三十三)	**19,859,452.99**	21,315,465.58
Other comprehensive income	其他綜合收益	*(XXXIV)* (三十四)	**-926,064.45**	-722,580.47
Special reserves	專項儲備			
Surplus reserves	盈餘公積	*(XXXV)* (三十五)	**174,085,722.37**	155,377,605.51
General risk reserves	一般風險準備			
Undistributed profits	未分配利潤	*(XXXVI)* (三十六)	**880,302,217.74**	618,143,492.42
Total equity attributable to owners of the Company	歸屬於母公司所有者權益合計		**3,306,439,504.69**	3,031,895,729.60
Minority interests	少數股東權益			
Total owners' equity	**所有者權益合計**		**3,306,439,504.69**	3,031,895,729.60
Total liabilities and owners' equity	**負債和所有者權益總計**		**5,234,901,943.30**	5,057,066,177.69

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Balance Sheet of the Company
母公司資產負債表

31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年12月31日(除特別註明外，金額單位均為人民幣元)

Assets	資產	Note XVIII 附註十八	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current assets:	**流動資產：**			
Monetary funds	貨幣資金		**76,083,562.46**	60,897,435.15
Financial assets held for trading	交易性金融資產		**1,521,854.07**	293,000.00
Derivative financial assets	衍生金融資產			
Bills receivable	應收票據	*(I)*(一)	**11,000,000.00**	
Trade receivable	應收賬款	*(II)*(二)	**1,058,067,360.55**	1,037,871,892.10
Financing receivables	應收款項融資			
Prepayments	預付款項		**13,698,827.70**	15,911,810.57
Other receivables	其他應收款	*(III)*(三)	**96,795.58**	8,277,106.96
Inventories	存貨		**376,745,202.42**	379,578,657.76
Contract assets	合同資產			
Assets held for sale	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產			
Total current assets	**流動資產合計**		**1,537,213,602.78**	1,502,829,902.54
Non-current assets:	**非流動資產：**			
Debt investments	債權投資			
Other debt investments	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investments	長期股權投資	*(IV)*(四)	**1,190,072,488.74**	1,197,212,150.62
Investment in other equity instruments	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產		**1,607,342,634.04**	1,724,453,649.35
Construction in progress	在建工程		**2,280,898.05**	202,247.30
Productive biological assets	生產性生物資產		**176,599,700.00**	206,316,500.00
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產		**165,967,139.71**	170,157,228.09
Intangible assets	無形資產		**32,410,079.70**	30,989,098.32
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用		**10,837,000.00**	16,597,000.00
Deferred income tax assets	遞延所得稅資產		**2,848,447.41**	2,287,774.07
Other non-current assets	其他非流動資產		**3,222,774.47**	1,230,666.00
Total non-current assets	**非流動資產合計**		**3,191,581,162.12**	3,349,446,313.75
Total assets	**資產總計**		**4,728,794,764.90**	4,852,276,216.29

Liabilities and owners' equity	負債和所有者權益	*Notes* *附註*	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Current liabilities:	**流動負債:**			
Short-term borrowings	短期借款		**542,594,588.00**	280,373,266.00
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Bills payable	應付票據			
Trade payable	應付賬款		**192,115,792.76**	242,654,734.82
Advances from customers	預收款項			
Contract liabilities	合同負債		**514,510.81**	521,193.29
Payroll payable	應付職工薪酬		**44,624,099.00**	24,415,818.94
Taxes payable	應交稅費		**3,555,122.56**	3,608,933.31
Other payable	其他應付款		**53,355,482.99**	260,952,237.31
Liabilities held for sale	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債		**177,136,093.42**	162,563,730.22
Other current liabilities	其他流動負債		**10,304,503.81**	210,107,950.57
Total current liabilities	**流動負債合計**		**1,024,200,193.35**	1,185,197,864.46
Non-current liabilities:	**非流動負債:**			
Long-term borrowings	長期借款		**159,950,000.00**	319,970,000.00
Bonds payable	應付債券			
Including: Preferred shares	其中:優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債		**174,858,586.38**	176,845,276.14
Long-term payables	長期應付款		**20,003,262.05**	
Long-term payroll payables	長期應付職工薪酬			
Estimated liabilities	預計負債			
Deferred income	遞延收益		**16,505,087.09**	17,947,025.15
Deferred income tax liabilities	遞延所得稅負債			
Other non-current liabilities	其他非流動負債			
Total non-current liabilities	**非流動負債合計**		**371,316,935.52**	514,762,301.29
Total liabilities	**負債合計**		**1,395,517,128.87**	1,699,960,165.75

Balance Sheet of the Company (Continued)
母公司資產負債表(續)

31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年12月31日(除特別註明外，金額單位均為人民幣元)

Liabilities and owners' equity	負債和所有者權益	Notes 附註	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Owners' equity:	所有者權益：			
Share capital	股本		**1,583,348,000.00**	1,582,618,000.00
Other equity instruments	其他權益工具			
Including: Preferred shares	其中：優先股			
Perpetual bonds	永續債			
Capital reserve	資本公積		**689,093,171.07**	697,398,766.77
Less: treasury shares	減：庫存股		**19,859,452.99**	21,315,465.58
Other comprehensive income	其他綜合收益			
Special reserves	專項儲備			
Surplus reserves	盈餘公積		**178,279,916.73**	159,571,799.87
Undistributed profits	未分配利潤		**902,416,001.22**	734,042,949.48
Total owners' equity	所有者權益合計		**3,333,277,636.03**	3,152,316,050.54
Total liabilities and owners' equity	負債和所有者權益總計		**4,728,794,764.90**	4,852,276,216.29

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Consolidated Income Statement
合併利潤表

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Items	項目	Note V 附註五	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Total operating revenue	一、營業總收入		5,504,651,337.10	5,134,413,089.58
Including: Operating revenue	其中：營業收入	(XXXVII)(三十七)	5,504,651,337.10	5,134,413,089.58
Interest income	利息收入			
Premiums earned	已賺保費			
Handle fee and commission income	手續費及佣金收入			
II. Total operating costs	二、營業總成本		5,252,593,699.41	4,961,345,122.93
Including: Operating costs	其中：營業成本	(XXXVII)(三十七)	4,844,552,688.12	4,542,948,700.10
Interest expenses	利息支出			
Handle fee and commission expense	手續費及佣金支出			
Surrender value	退保金			
Net amount of compensation payout	賠付支出淨額			
Net amount withdrawn for insurance liability reserves	提取保險責任準備金淨額			
Commissions on insurance policies	保單紅利支出			
Cession charges	分保費用			
Taxes and charges	稅金及附加	(XXXVIII)(三十八)	35,565,953.43	35,835,395.18
Selling expenses	銷售費用	(XXXIX)(三十九)	163,969,332.68	156,267,671.50
Administrative expenses	管理費用	(XL)(四十)	130,749,785.11	100,603,868.48
R&D expenses	研發費用	(XLI)(四十一)	25,622,936.18	22,708,127.44
Finance costs	財務費用	(XLII)(四十二)	52,133,003.89	102,981,360.23
Including: Interest expenses	其中：利息費用	(XLII)(四十二)	62,841,191.66	91,163,646.84
Interest income	利息收入	(XLII)(四十二)	5,922,965.00	6,171,284.58
Add: Other income	加：其他收益	(XLIII)(四十三)	3,758,804.24	6,697,839.32
Investment income (loss to be inserted with "–")	投資收益(損失以「–」號填列)	(XLIV)(四十四)	-6,687,000.03	-5,231,774.65
Including: Income on investments in associates and joint ventures	其中：對聯營企業和合營企業的投資收益	(XLIV)(四十四)	-6,124,189.39	-5,231,499.28
Income from derecognition of financial assets measured at amortised cost	以攤餘成本計量的金融資產終止確認收益			
Exchange gain (loss to be inserted with "–")	匯兑收益(損失以「–」號填列)			
Income from net exposure hedging (loss to be inserted with "–")	淨敞口套期收益(損失以「–」號填列)			
Gains from the changes in fair value (loss to be inserted with "–")	公允價值變動收益(損失以「–」號填列)	(XLV)(四十五)	-10,482,907.63	2,869,030.48
Credit impairment loss (loss to be inserted with "–")	信用減值損失(損失以「–」號填列)	(XLVI)(四十六)	47,709,888.83	-5,425,713.57
Asset impairment loss (loss to be inserted with "–")	資產減值損失(損失以「–」號填列)	(XLVII)(四十七)	-19,651,760.06	-2,191,274.23
Gains on disposal of assets (loss to be inserted with "–")	資產處置收益(損失以「–」號填列)	(XLVIII)(四十八)	9,874.15	248,471.07

Consolidated Income Statement (Continued)
合併利潤表(續)

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Items	項目	Note V 附註五	Amount of the current period 本期金額	Amount of the previous period 上期金額
III. Operating profit (loss to be inserted with "–")	三、 營業利潤(虧損以「–」號填列)		266,714,537.19	170,034,545.07
Add: non-operating income	加： 營業外收入	(XLIX)(四十九)	1,814,901.81	1,364,553.28
Less: non-operating expenses	減： 營業外支出	(L)(五十)	10,313,463.01	7,454,445.71
IV. Total profits (total loss to be inserted with "–")	四、 利潤總額(虧損總額以「–」號填列)		258,215,975.99	163,944,652.64
Less: income tax expenses	減： 所得稅費用	(LI)(五十一)	-22,650,866.19	3,626,052.83
V. Net profit (net loss to be inserted with "–")	五、 淨利潤(淨虧損以「–」號填列)		280,866,842.18	160,318,599.81
(I) Breakdown by continuity of operations	(一) 按經營持續性分類			
1. Net profit from continuing operations (net loss to be inserted with "–")	1. 持續經營淨利潤(淨虧損以「–」號填列)		280,866,842.18	160,318,599.81
2. Net profit from discontinued operations (net loss to be inserted with "–")	2. 終止經營淨利潤(淨虧損以「–」號填列)			
(II) Breakdown by attributable interests	(二) 按所有權歸屬分類			
1. Net profit attributable to the shareholders of the Company (net loss to be inserted with "–")	1. 歸屬於母公司股東的淨利潤(淨虧損以「–」號填列)		280,866,842.18	160,318,599.81
2. Profit or loss attributable to minority interests (net loss to be inserted with "–")	2. 少數股東損益(淨虧損以「–」號填列)			
VI. Net other comprehensive income after tax	六、 其他綜合收益的稅後淨額		-203,483.98	-48,845.21
Net other comprehensive income attributable to the shareholders of the Company after tax	歸屬於母公司所有者的其他綜合收益的稅後淨額		-203,483.98	-48,845.21
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一) 不能重分類進損益的其他綜合收益			
1. Changes arising from remeasurement of defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be reclassified into profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Change in fair value of investment in other equity instruments	3. 其他權益工具投資公允價值變動			
4. Change in fair value of corporate credit risks	4. 企業自身信用風險公允價值變動			
(II) Other comprehensive income that can be reclassified into profit or loss	(二) 將重分類進損益的其他綜合收益		-203,483.98	-48,845.21
1. Other comprehensive income to be reclassified into profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益			
2. Change in fair value of other debt investments	2. 其他債權投資公允價值變動			
3. Amount of financial assets to be reclassified into other comprehensive income	3. 金融資產重分類計入其他綜合收益的金額			
4. Credit impairment provision for other debt investments	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve	5. 現金流量套期儲備			
6. Exchange differences on translation of foreign currency financial statements	6. 外幣財務報表折算差額		-203,483.98	-48,845.21
7. Others	7. 其他			
Net other comprehensive income attributable to minority interests after tax	歸屬於少數股東的其他綜合收益的稅後淨額			

Items	項目	*Note V* *附註五*	Amount of the current period 本期金額	Amount of the previous period 上期金額
VII. Total comprehensive income	七、綜合收益總額		280,663,358.20	160,269,754.60
Total comprehensive income attributable to the shareholders of the Company	歸屬於母公司所有者的綜合收益總額		280,663,358.20	160,269,754.60
Total comprehensive income attributable to minority interests	歸屬於少數股東的綜合收益總額			
VIII. Earnings per share:	八、每股收益：			
(I) Basic earnings per share (RMB per Share)	(一)基本每股收益(元/股)	*(LII)(五十二)*	0.18	0.11
(II) Diluted earnings per share (RMB per Share)	(二)稀釋每股收益(元/股)	*(LII)(五十二)*	0.18	0.11

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Income Statement of the Company
母公司利潤表

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Items	項目	*Note XVIII* *附註十八*	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Operating revenue	一、營業收入	*(V)(五)*	3,417,219,710.62	3,451,604,515.08
Less: Operating costs	減：營業成本	*(V)(五)*	3,047,818,330.67	3,303,138,795.55
Taxes and charges	稅金及附加		14,360,072.61	15,978,934.39
Selling expenses	銷售費用		4,539,122.82	4,085,132.66
Administrative expenses	管理費用		70,283,075.80	58,797,123.09
R&D expenses	研發費用		5,010,307.33	5,043,819.60
Finance costs	財務費用		74,940,975.50	89,243,434.44
Including: Interest expenses	其中：利息費用		59,761,278.76	83,710,826.07
Interest income	利息收入		580,171.48	2,945,228.05
Add: Other gains	加：其他收益		2,188,490.90	5,414,671.74
Investment income (loss to be inserted with "–")	投資收益(損失以「–」號填列)	*(VI)(六)*	-6,687,000.03	-5,231,774.65
Including: Income on investments in associates and joint ventures	其中：對聯營企業和合營企業的投資收益		-6,124,189.39	-5,231,499.28
Income from derecognition of financial assets measured at amortised cost	以攤餘成本計量的金融資產終止確認收益			
Income from net exposure hedging (loss to be inserted with "–")	淨敞口套期收益(損失以「–」號填列)			
Gains from the changes in fair value (loss to be inserted with "–")	公允價值變動收益(損失以「–」號填列)		-25,185,522.48	24,676,815.78
Credit impairment loss (loss to be inserted with "–")	信用減值損失(損失以「–」號填列)		26,121,284.60	-4,537,942.26
Asset impairment loss (loss to be inserted with "–")	資產減值損失(損失以「–」號填列)		-4,867,360.96	-320,457.97
Gains on disposal of assets (loss to be inserted with "–")	資產處置收益(損失以「–」號填列)			
II. Operating profit (loss to be inserted with "–")	二、營業利潤(虧損以「–」號填列)		191,837,717.92	-4,681,412.01
Add: non-operating income	加：營業外收入		320,043.38	914,914.98
Less: non-operating expenses	減：營業外支出		5,637,266.04	2,631,424.25
III. Total profits (total loss to be inserted with "–")	三、利潤總額(虧損總額以「–」號填列)		186,520,495.26	-6,397,921.28
Less: income tax expenses	減：所得稅費用		-560,673.34	-507,594.35
IV. Net profit (net loss to be inserted with "–")	四、淨利潤(淨虧損以「–」號填列)		187,081,168.60	-5,890,326.93
(I) Net profit from continuing operations (net loss to be inserted with "–")	(一)持續經營淨利潤(淨虧損以「–」號填列)		187,081,168.60	-5,890,326.93
(II) Net profit from discontinued operations (net loss to be inserted with "–")	(二)終止經營淨利潤(淨虧損以「–」號填列)			

Items	項目	*Note XVIII* *附註十八*	Amount of the current period 本期金額	Amount of the previous period 上期金額
V. Net other comprehensive income after tax	五、其他綜合收益的稅後淨額			
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一) 不能重分類進損益的其他綜合收益			
1. Changes arising from remeasurement of defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be reclassified into profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Change in fair value of investment in other equity instruments	3. 其他權益工具投資公允價值變動			
4. Change in fair value of corporate credit risks	4. 企業自身信用風險公允價值變動			
(II) Other comprehensive income that can be reclassified into profit or loss	(二) 將重分類進損益的其他綜合收益			
1. Other comprehensive income to be reclassified into profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益			
2. Change in fair value of other debt investments	2. 其他債權投資公允價值變動			
3. Amount of financial assets to be reclassified into other comprehensive income	3. 金融資產重分類計入其他綜合收益的金額			
4. Credit impairment provision for other debt investments	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve	5. 現金流量套期儲備			
6. Exchange differences on translation of foreign currency financial statements	6. 外幣財務報表折算差額			
7. Others	7. 其他			
VI. Total comprehensive income	六、綜合收益總額		187,081,168.60	-5,890,326.93
VII. Earning per share:	七、每股收益：			
(I) Basic earning per share (RMB per Share)	(一) 基本每股收益(元/股)			
(II) Diluted earning per share (RMB per Share)	(二) 稀釋每股收益(元/股)			

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Consolidated Statement of Cash Flow
合併現金流量表

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Items	項目	Note V 附註五	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Cash flows from operating activities	**一、經營活動產生的現金流量**			
Cash received from sales of goods and rendering of services	銷售商品、提供勞務收到的現金		5,805,932,399.86	5,401,453,135.91
Net increase in customer deposits and interbank deposits	客戶存款和同業存放款項淨增加額			
Net increase in borrowings from central bank	向中央銀行借款淨增加額			
Net increase in placement from other financial institutions	向其他金融機構拆入資金淨增加額			
Cash received from premiums of original insurance contracts	收到原保險合同保費取得的現金			
Net cash received from reinsurance business	收到再保業務現金淨額			
Net increase in insured's deposits and investments	保戶儲金及投資款淨增加額			
Cash received from interests, fees and commissions	收取利息、手續費及佣金的現金			
Net increase in loans from banks and other financial institutions	拆入資金淨增加額			
Net increase of repurchased business capital	回購業務資金淨增加額			
Net cash received from agent sales of securities	代理買賣證券收到的現金淨額			
Tax refunds received	收到的稅費返還		114,111,787.79	91,576,822.73
Cash received from other operating activities	收到其他與經營活動有關的現金	*(LIII)(五十三)*	67,698,357.81	53,278,151.38
Sub-total of cash inflows from operating activities	經營活動現金流入小計		5,987,742,545.46	5,546,308,110.02
Cash paid for goods purchased and services received	購買商品、接受勞務支付的現金		4,533,894,130.47	4,406,640,283.68
Net increase of customer loans and advances	客戶貸款及墊款淨增加額			
Net increase of deposits in central bank and interbank	存放中央銀行和同業款項淨增加額			
Cash paid for claim settlements on original insurance contracts	支付原保險合同賠付款項的現金			
Net increase in loans to banks and other financial institutions	拆出資金淨增加額			
Cash paid for interests, fees and commissions	支付利息、手續費及佣金的現金			
Cash paid for policy dividends	支付保單紅利的現金			
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		619,943,112.10	627,455,872.33
Cash paid for taxes	支付的各項稅費		83,807,043.13	47,857,610.03
Cash paid for other operating activities	支付其他與經營活動有關的現金	*(LIII)(五十三)*	140,342,181.20	112,364,468.49
Sub-total of cash outflows from operating activities	經營活動現金流出小計		5,377,986,466.90	5,194,318,234.53
Net cash flows generated from operating activities	**經營活動產生的現金流量淨額**		609,756,078.56	351,989,875.49
II. Cash flows from investing activities	**二、投資活動產生的現金流量**			
Cash received from disposal of investments	收回投資收到的現金			
Cash received from gains on investments	取得投資收益收到的現金			
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		2,400,258.43	5,076,138.85
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Cash received from other investing activities	收到其他與投資活動有關的現金	*(LIII)(五十三)*	82,274,488.68	
Sub-total of cash inflows from investing activities	投資活動現金流入小計		84,674,747.11	5,076,138.85
Cash paid to acquire and construct fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		192,380,977.19	241,638,605.40
Cash paid for investments	投資支付的現金			
Net increase in pledge loans	質押貸款淨增加額			
Net cash paid to acquire subsidiaries and other business units	取得子公司及其他營業單位支付的現金淨額			
Cash paid for other investing activities	支付其他與投資活動有關的現金	*(LIII)(五十三)*	28,799,800.00	6,773,765.03
Sub-total of cash outflows from investing activities	投資活動現金流出小計		221,180,777.19	248,412,370.43

Items	項目	*Note V* *附註五*	Amount of the current period 本期金額	Amount of the previous period 上期金額
Net cash flows from investing activities	**投資活動產生的現金流量淨額**		**-136,506,030.08**	-243,336,231.58
III. Cash flows from financing activities	**三、 籌資活動產生的現金流量**			
Cash from absorption of investments	吸收投資收到的現金		**731,048.00**	252,851,086.99
Including: Cash received by subsidiaries from investment by minority shareholders	其中：子公司吸收少數股東投資收到的現金			
Cash received from borrowings	取得借款收到的現金		**972,490,065.28**	900,000,000.00
Cash received from other financing activities	收到其他與籌資活動有關的現金	*(LIII)*(五十三)	**36,000,000.00**	842,782,319.91
Sub-total of cash inflows from financing activities	籌資活動現金流入小計		**1,009,221,113.28**	1,995,633,406.90
Cash paid for debts repayments	償還債務支付的現金		**791,030,000.00**	1,635,864,000.00
Cash paid for distribution of dividends and profits or payment of interest	分配股利、利潤或償付利息支付的現金		**43,288,819.79**	47,687,008.72
Including: Dividends and profits paid to minority shareholders by subsidiaries	其中：子公司支付給少數股東的股利、利潤			
Cash paid for other financing activities	支付其他與籌資活動有關的現金	*(LIII)*(五十三)	**523,399,715.05**	369,841,357.66
Sub-total of cash outflows from financing activities	籌資活動現金流出小計		**1,357,718,534.84**	2,053,392,366.38
Net cash flows from financing activities	**籌資活動產生的現金流量淨額**		**-348,497,421.56**	-57,758,959.48
IV. Effect of fluctuation in exchange rate on cash and cash equivalents	**四、 匯率變動對現金及現金等價物的影響**		**15,141,289.55**	-5,698,840.57
V. Net increase in cash and cash equivalents	**五、 現金及現金等價物淨增加額**		**139,893,916.47**	45,195,843.86
Add: Cash and cash equivalents at beginning of period	加：期初現金及現金等價物餘額		**189,928,649.77**	144,732,805.91
VI. Cash and cash equivalents at end of period	**六、 期末現金及現金等價物餘額**		**329,822,566.24**	189,928,649.77

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Cash Flow Statement of the Company
母公司現金流量表

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Items	項目	*Notes* *附註*	Amount of the current period 本期金額	Amount of the previous period 上期金額
I. Cash flows from operating activities	**一、經營活動產生的現金流量**			
Cash received from sales of goods and rendering of services	銷售商品、提供勞務收到的現金		**3,361,761,481.41**	3,062,705,301.28
Tax refunds received	收到的稅費返還			
Cash received from other operating activities	收到其他與經營活動有關的現金		**46,100,358.77**	159,542,962.30
Sub-total of cash inflows from operating activities	經營活動現金流入小計		**3,407,861,840.18**	3,222,248,263.58
Cash paid for goods purchased and services received	購買商品、接受勞務支付的現金		**2,750,023,853.34**	3,066,184,531.34
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		**155,568,612.89**	154,218,423.91
Cash paid for taxes	支付的各項稅費		**15,110,846.85**	17,768,554.93
Cash paid for other operating activities	支付其他與經營活動有關的現金		**45,623,141.30**	155,318,293.78
Sub-total of cash outflows from operating activities	經營活動現金流出小計		**2,966,326,454.38**	3,393,489,803.96
Net cash flows generated from operating activities	**經營活動產生的現金流量淨額**		**441,535,385.80**	-171,241,540.38
II. Cash flows from investing activities	**二、投資活動產生的現金流量**			
Cash received from disposal of investments	收回投資收到的現金			
Cash received from gains on investments	取得投資收益收到的現金			
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		**1,084,175.63**	4,506,620.85
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Cash received from other investing activities	收到其他與投資活動有關的現金		**36,339,861.83**	
Sub-total of cash inflows from investing activities	投資活動現金流入小計		**37,424,037.46**	4,506,620.85
Cash paid to acquire and construct fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		**63,363,885.50**	151,631,534.81
Cash paid for investments	投資支付的現金			
Net cash paid to acquire subsidiaries and other business units	取得子公司及其他營業單位支付的現金淨額			
Cash paid for other investing activities	支付其他與投資活動有關的現金		**4,000,000.00**	4,945,146.02
Sub-total of cash outflows from investing activities	投資活動現金流出小計		**67,363,885.50**	156,576,680.83
Net cash flows from investing activities	**投資活動產生的現金流量淨額**		**-29,939,848.04**	-152,070,059.98

Items	項目	*Notes* *附註*	Amount of the current period 本期金額	Amount of the previous period 上期金額
III. Cash flows from financing activities	**三、籌資活動產生的現金流量**			
Cash from absorption of investments	吸收投資收到的現金		731,048.00	252,851,086.99
Cash received from borrowings	取得借款收到的現金		811,932,152.78	1,088,280,166.64
Cash received from other financing activities	收到其他與籌資活動有關的現金		35,000,000.00	734,610,121.76
Sub-total of cash inflows from financing activities	籌資活動現金流入小計		847,663,200.78	2,075,741,375.39
Cash paid for debts repayments	償還債務支付的現金		710,030,000.00	1,375,864,000.00
Cash paid for distribution of dividends and profits or payment of interest	分配股利、利潤或償付利息支付的現金		41,410,264.23	41,898,572.66
Cash paid for other financing activities	支付其他與籌資活動有關的現金		487,466,401.09	322,294,058.18
Sub-total of cash outflows from financing activities	籌資活動現金流出小計		1,238,906,665.32	1,740,056,630.84
Net cash flows from financing activities	**籌資活動產生的現金流量淨額**		-391,243,464.54	335,684,744.55
IV. Effect of fluctuation in exchange rate on cash and cash equivalents	**四、匯率變動對現金及現金等價物的影響**		153,042.69	3,110,224.76
V. Net increase in cash and cash equivalents	**五、現金及現金等價物淨增加額**		20,505,115.91	15,483,368.95
Add: Cash and cash equivalents at beginning of period	加：期初現金及現金等價物餘額		54,528,043.70	39,044,674.75
VI. Cash and cash equivalents at end of period	**六、期末現金及現金等價物餘額**		75,033,159.61	54,528,043.70

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Consolidated Statement of Changes in Owners' Equity
合併所有者權益變動表

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Amount of the current period
本期金額

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

Items 項目	Other equity instruments 其他權益工具				Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risk reserves 一般風險準備	Undistributed profits 未分配利潤	Sub-total 小計	Minority interest 少數股東權益	Total owners' equity 所有者權益合計
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他										
I. Balance at the end of last year 一、上年年末餘額	1,582,618,000.00				697,794,677.72	21,315,465.58	-722,580.47		155,377,605.51		618,143,492.42	3,031,895,729.60		3,031,895,729.60
Add: Changes in accounting policies 加：會計政策變更														
Correction of accounting errors in prior period 前期差錯更正														
Business combination under common control 同一控制下企業合併														
Others 其他														
II. Balance at the beginning of the year 二、本年年初餘額	1,582,618,000.00				697,794,677.72	21,315,465.58	-722,580.47		155,377,605.51		618,143,492.42	3,031,895,729.60		3,031,895,729.60
III. Increase/decreases at current period (decreases to be inserted with "-") 三、本期增減變動金額(減少以「-」號填列)	730,000.00				-9,305,595.70	-1,456,012.59	-203,483.98		18,708,116.86		262,150,725.32	274,543,775.09		274,543,775.09
(I) Total comprehensive income (一)綜合收益總額							-203,483.98				280,666,842.18	280,663,358.20		280,663,358.20
(II) Capital contributed and reduced by owners (二)所有者投入和減少資本	730,000.00				-9,305,595.70	-1,456,012.59						-6,119,583.11		-6,119,583.11
1. Ordinary shares contributed by owners 1. 所有者投入的普通股	730,000.00				-5,182,354.51							-4,452,354.51		-4,452,354.51
2. Capital contributed by the holders of other equity instruments 2. 其他權益工具持有者投入資本														
3. Amounts of share-based payments 3. 股份支付計入所有者權益的金額					-3,123,241.19	-1,456,012.59						-1,667,228.60		-1,667,228.60
4. Others 4. 其他														
(III) Profit distribution (三)利潤分配									18,708,116.86		-18,708,116.86			
1. Withdrawal of surplus reserves 1. 提取盈餘公積									18,708,116.86		-18,708,116.86			
2. Withdrawal of general risk reserves 2. 提取一般風險準備														
3. Profit distributed to owners (or shareholders) 3. 對所有者(或股東)的分配														
4. Others 4. 其他														

Amount of the current period
本期金額

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

Items 項目	Other equity instruments 其他權益工具				Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risk reserves 一般風險準備	Undistributed profits 未分配利潤	Sub-total 小計	Minority interest 少數股東權益	Total owners' equity 所有者權益合計
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他										
(IV) Internal carry-forward of owners' equity (四) 所有者權益內部結轉														
1. Conversion of capital reserves into paid-in capital (or share capital) 資本公積轉增資本(或股本)														
2. Conversion of surplus reserves into paid-in capital (or share capital) 盈餘公積轉增資本(或股本)														
3. Losses offset by surplus reserves 盈餘公積彌補虧損														
4. Carry-forward of changes in the defined benefit plan for retained earnings 設定受益計劃變動額結轉留存收益														
5. Carry-forward of other comprehensive income for retained earnings 其他綜合收益結轉留存收益														
6. Others 其他														
(V) Special reserves (五) 專項儲備														
1. Amount withdrawn for the period 本期提取														
2. Amount used for the period 本期使用														
(VI) Others (六) 其他														
IV. Balance at the end of the period 四、本期期末餘額	1,583,346,000.00				689,489,082.02	19,859,462.99	-926,064.45		174,085,722.37		880,302,217.74	3,306,439,504.69		3,306,439,504.69

Amount of the previous period
上期金額

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

Items 項目	Other equity instruments 其他權益工具				Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risk reserves 一般風險準備	Undistributed profits 未分配利潤	Sub-total 小計	Minority interest 少數股東權益	Total owners' equity 所有者權益合計
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他	Capital reserve 資本公積								
I. Balance at the end of last year 一、上年年末餘額	1,400,000,000.00				628,701,588.64	27,684,645.05	-673,735.26		155,377,605.51		456,253,839.04	2,611,974,652.88	2,611,974,652.88
Add: Changes in accounting policies 加：會計政策變更											1,571,053.57	1,571,053.57	1,571,053.57
Correction of accounting errors in prior period 前期差錯更正													
Business combination under common control 同一控制下企業合併													
Others 其他													
II. Balance at the beginning of the year 二、本年年初餘額	1,400,000,000.00				628,701,588.64	27,684,645.05	-673,735.26		155,377,605.51		457,824,892.61	2,613,545,706.45	2,613,545,706.45
III. Increases/decreases at current period (decreases to be inserted with "-") 三、本期增減變動金額(減少以「-」號填列)	182,618,000.00				69,093,088.08	-9,369,179.47	-48,845.21			160,318,598.81	418,350,023.15	418,350,023.15	418,350,023.15
(I) Total comprehensive income (一) 綜合收益總額							-48,845.21			160,318,598.81	160,269,754.60	160,269,754.60	160,269,754.60
(II) Capital contributed and reduced by owners (二) 所有者投入和減少資本	182,618,000.00				69,093,088.08	-9,369,179.47					258,080,268.55	258,080,268.55	258,080,268.55
1. Ordinary shares contributed by owners 1. 所有者投入的普通股	182,618,000.00				68,903,174.79						251,521,174.79	251,521,174.79	251,521,174.79
2. Capital contributed by the holders of other equity instruments 2. 其他權益工具持有者投入資本													
3. Amounts of share-based payments 3. 股份支付計入所有者權益的金額					189,914.29	-9,369,179.47					6,559,093.76	6,559,093.76	6,559,093.76
4. Others 4. 其他													
(III) Profit distribution (三) 利潤分配													
1. Withdrawal of surplus reserves 1. 提取盈餘公積													
2. Withdrawal of general risk reserves 2. 提取一般風險準備													
3. Profit distributed to owners (or shareholders) 3. 對所有者(或股東)的分配													
4. Others 4. 其他													

Amount of the previous period
上期金額

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

Items 項目	Other equity instruments 其他權益工具				Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risk reserves 一般風險準備	Undistributed profits 未分配利潤	Sub-total 小計	Minority interest 少數股東權益	Total owners' equity 所有者權益合計
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他									
(IV) Internal carry-forward of owners' equity (四) 所有者權益內部結轉													
1. Conversion of capital reserves into paid-in capital (or share capital) 1. 資本公積轉增資本(或股本)													
2. Conversion of surplus reserves into paid-in capital (or share capital) 2. 盈餘公積轉增資本(或股本)													
3. Losses offset by surplus reserves 3. 盈餘公積彌補虧損													
4. Carry-forward of changes in the defined benefit plan for retained earnings 4. 設定受益計劃變動額結轉留存收益													
5. Carry-forward of other comprehensive income for retained earnings 5. 其他綜合收益結轉留存收益													
6. Others 6. 其他													
(V) Special reserves (五) 專項儲備													
1. Amount withdrawn for the period 1. 本期提取													
2. Amount used for the period 2. 本期使用													
(VI) Others (六) 其他													
IV. Balance at the end of the period 四、本期期末餘額	1,382,618,000.00				697,794,677.72	21,315,465.58	-722,580.47		155,377,605.51		618,143,492.42	3,031,895,729.80	3,031,895,729.80

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

Changes in Owners' Equity Statement of the Company
母公司所有者權益變動表

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Items 項目	Amount of the current period 本期金額										
	Changes in owners' equity of the company 母公司所有者權益變動										
	Other equity instruments 其他權益工具										
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Total owners' equity 所有者權益合計
I. Balance at the end of last year	1,582,618,000.00				697,398,766.77	21,315,465.58			159,571,799.87	734,042,949.48	3,152,316,050.54
Add: Changes in accounting policies											
Correction of accounting errors in prior period											
Others											
II. Balance at the beginning of the year	1,582,618,000.00				697,398,766.77	21,315,465.58			159,571,799.87	734,042,949.48	3,152,316,050.54
III. Increases/decreases at current period (decreases to be inserted with "-")	730,000.00				-3,095,695.70	-1,456,012.59			18,708,116.86	168,373,051.74	180,961,585.49
(I) Total comprehensive income										187,081,168.60	187,081,168.60
(II) Capital contributed and reduced by owners	730,000.00				-3,095,695.70	-1,456,012.59					-6,119,583.11
1. Ordinary shares contributed by owners	730,000.00				-5,182,354.51						-4,452,354.51
2. Capital contributed by the holders of other equity instruments					-3,123,241.19	-1,456,012.59					-1,667,228.60
3. Amounts of share-based payments											
4. Others											
(III) Profit distribution									18,708,116.86	-18,708,116.86	
1. Withdrawal of surplus reserves									18,708,116.86	-18,708,116.86	
2. Profit distributed to owners (or shareholders)											
3. Others											
(IV) Internal carry-forward of owners' equity											
1. Conversion of capital reserves into paid-in capital (or share capital)											
2. Conversion of surplus reserves into paid-in capital (or share capital)											
3. Losses offset by surplus reserves											
4. Carry-forward of changes in the defined benefit plan for retained earnings											
5. Carry-forward of other comprehensive income for retained earnings											
6. Others											
(V) Special reserves											
1. Amount withdrawn for the period											
2. Amount used for the period											
(VI) Others											
IV. Balance at the end of the period	1,583,348,000.00				693,093,171.07	19,859,452.99			178,279,916.73	902,416,001.22	3,333,277,636.03

Changes in Owners' Equity Statement of the Company (Continued)

母公司所有者權益變動表(續)

For the year ended 31 December 2024 (All amounts are expressed in RMB unless otherwise stated) 2024年度(除特別註明外，金額單位均為人民幣元)

Amount of the previous period

上期金額

Items 項目	Changes in owners' equity of the company 母公司所有者權益變動										
	Other equity instruments 其他權益工具										
	Share capital 股本	Preferred shares 優先股	Perpetual bonds 永續債	Others 其他	Capital reserve 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Total owner's equity 所有者權益合計
I. Balance at the end of last year	1,400,000,000.00				628,305,677.69	27,694,645.05			159,571,799.87	738,318,942.37	2,898,511,674.88
Add: Changes in accounting policies										1,614,494.04	1,614,494.04
Correction of accounting errors in prior period											
Others											
II. Balance at the beginning of the year	1,400,000,000.00				628,305,677.69	27,694,645.05			159,571,799.87	739,933,276.41	2,900,126,168.92
III. Increases/decreases at current period (decreases to be inserted with "-")	182,618,000.00				69,093,080.08	-6,393,179.47				-5,890,326.93	252,189,941.62
(I) Total comprehensive income										-5,890,326.93	-5,890,326.93
(II) Capital contributed and reduced by owners	182,618,000.00				69,093,080.08	-6,393,179.47					258,080,259.55
1. Ordinary shares contributed by owners	182,618,000.00				68,903,174.79						251,521,174.79
2. Capital contributed by the holders of other equity instruments											
3. Amounts of share-based payments					189,914.29	-6,393,179.47					6,559,093.76
4. Others											
(III) Profit distribution											
1. Withdrawal of surplus reserves											
2. Profit distributed to owners (or shareholders)											
3. Others											
(IV) Internal carry-forward of owners' equity											
1. Conversion of capital reserves into paid-in capital (or share capital)											
2. Conversion of surplus reserves into paid-in capital (or share capital)											
3. Losses offset by surplus reserves											
4. Carry-forward of changes in the defined benefit plan for retained earnings											
5. Carry-forward of other comprehensive income for retained earnings											
6. Others											
(V) Special reserves											
1. Amount withdrawn for the period											
2. Amount used for the period											
(VI) Others											
IV. Balance at the end of the period	1,582,618,000.00				697,398,766.77	21,315,466.58			159,571,799.87	734,042,949.48	3,152,316,050.54

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

後附財務報表附註為財務報表的組成部分。

Person-in-charge of the Company:
Zhu Lingjie

公司負責人：
朱凌潔

Chief Accountant:
Shi Lei

主管會計工作負責人：
石磊

Head of the Accounting Department:
Shen Sanxing

會計機構負責人：
沈三興

I. BASIC INFORMATION OF THE COMPANY

一、公司基本情況

(I) Company Profile

（一）公司概況

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

山東鳳祥股份有限公司(以下簡稱「公司」或「本公司」)系於2010年12月經聊城市行政審批服務局批准，由新鳳祥控股集團有限責任公司和山東鳳祥投資有限公司共同發起設立的股份有限公司。公司的企業法人營業執照註冊號：91371500723866545F。2020年7月在香港聯合證券交易所上市。所屬行業分類為畜牧養殖業。

As at 31 December 2024, the total number of share capital issued by the Company was 1,583,348,000 shares, and the registered capital was RMB1,583,348,000. The registered office is located at Liumiao Village, Anle Town, Yanggu County, Shandong Province. The headquarter is located at Liumiao Village, Anle Town, Yanggu County, Shandong Province. The principal businesses of the Company are: the sale of animal feeds for animal husbandry and fishery, the sale of agricultural by-products, the sale of fertilisers, technical service, technology development, technical consultation, technical exchanges, technology transfer and technology promotion; planting of herbs used in Chinese medicine; purchase and sale of locally produced Chinese herbal medicine (excluding slices of prepared Chinese medicine); and convention and exhibition services. Approved items for operation: poultry breeding; slaughtering; breeding stock and breeding poultry production and operation; food production and operation; online food sales; food purchase; animal feed production; veterinary drug operation; fertiliser production; innocuous treatment of animals; food import and export; goods import and export; technology import and export; import and export agency.

截至2024年12月31日止，本公司累計發行股本總數158,334.80萬股，註冊資本為158,334.80萬元，註冊地：山東省陽谷縣安樂鎮劉廟村，總部地址：山東省陽谷縣安樂鎮劉廟村。本公司主要經營活動為：畜牧漁業飼料銷售，農副產品銷售，肥料銷售，技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；中草藥種植；地產中草藥(不含中藥飲片)購銷；會議及展覽服務。許可項目：家禽飼養；家禽屠宰；種畜禽生產；種畜禽經營；食品生產；食品經營；食品互聯網銷售；糧食收購；飼料生產；獸藥經營；肥料生產；動物無害化處理；食品進出口；貨物進出口；技術進出口；進出口代理。

I. BASIC INFORMATION OF THE COMPANY (CONTINUED)

一、公司基本情況(續)

(I) Company Profile (Continued)

(一) 公司概況(續)

GMK Holdings Group Co., Ltd., Shandong Fengxiang Investment Co., Ltd. and Shandong Fengxiang (Group) Co., Ltd. are former controlling shareholders of the Company. On 16 October 2022, Falcon Holding LP obtained 70.92% of the Company's equity held by GMK Holdings Group Co., Ltd., Shandong Fengxiang Investment Co., Ltd. and Shandong Fengxiang (Group) Co., Ltd. through judicial auctions. The completion of registration of transfer at China Securities Depository and Clearing Co., Ltd. took place on 20 December 2022 and the equity transfer was officially completed. The new controlling shareholder of the Company is Falcon Holding LP. In February 2023, the new controlling shareholder completed the tender offer, increasing its shareholding to 86.48%. In September 2023, the Company completed the issuance of new H shares under specific mandate with an additional share capital of 182,618,000 shares. After the completion of the issuance, the registered capital of the Company is RMB1,582,618,000, with the controlling shareholder holding 76.5%. In September 2023 and October 2023, the controlling shareholder sold 33,042,000 H shares and 47,478,000 H shares respectively, and thus the controlling shareholder's shareholding was 71.41% after the completion of the reduction. In July 2024, the Company issued 730,000 new H shares. Upon the issuance, the registered capital of the Company was RMB1,583,348,000 with the controlling shareholder holding 71.38%.

新鳳祥控股集團有限責任公司、山東鳳祥投資有限公司、山東鳳祥(集團)有限責任公司為本公司原控股股東,2022年10月16日,Falcon Holding LP通過司法拍賣獲得新鳳祥控股集團有限責任公司、山東鳳祥投資有限公司、山東鳳祥(集團)有限責任公司持有的本公司70.92%股權,2022年12月20日完成了在中國證券登記結算有限責任公司的登記過戶,股權正式完成交割。本公司的新控股股東為Falcon Holding LP,2023年2月,新控股股東完成要約收購,持股比例增加至86.48%。2023年9月,公司完成根據特別授權發行新H股,增發股本182,618,000股,增發完成後,公司註冊資本為158,261.80萬元,控股股東持股比例為76.5%。2023年9月、2023年10月,控股股東分別出售H股33,042,000股、47,478,000股,減持完成後控股股東持股比例為71.41%。2024年7月,公司發行新H股730,000股,增發後公司註冊資本為158,334.80萬元,控股股東持股比例71.38%。

The de facto controller of the Company is Pacific Alliance Group (PAG, registered in the Cayman Islands). The financial statements were approved and issued by the Board of the Company on 28 March 2025.

本公司的最終控股公司為PAG(太盟投資集團),註冊地:開曼群島。本財務報表業經公司董事會於2025年3月28日批准報出。

II. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

二、財務報表的編製基礎

(I) Basis of preparation

(一) 編製基礎

The financial statements are prepared in accordance with the Accounting Standard for Business Enterprises issued by the Ministry of Finance and respective specific accounting standards, application guidelines for accounting standards for business enterprises, interpretation for accounting standards for business enterprises, and other relevant regulations (hereinafter collectively referred to as the "Accounting Standards for Business Enterprises"). In addition, the financial statements also comply with the disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the applicable disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

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

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

二、財務報表的編製基礎(續)

(II) Going concern

(二)持續經營

The financial statements are prepared on a going concern basis.

本財務報表以持續經營為基礎編制。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

三、重要會計政策及會計估計

Notes to specific accounting policies and accounting estimates:

具體會計政策和會計估計提示：

The following disclosures cover the specific accounting policies and accounting estimates formulated by the Company according to the characteristics of its production and operation. Please refer to Note "III. (XI) Inventories", "III. (XVII) Biological assets" and Note "III. (XXV) Revenue".

以下披露內容已涵蓋了本公司根據實際生產經營特點制定的具體會計政策和會計估計。詳見本附註「三、(十一)存貨」、「三、(十七)生物資產」、「三、(二十五)收入」。

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

(一)遵循企業會計準則的聲明

The financial statements comply with the requirements of the Accounting Standards for Business Enterprises issued by the Ministry of Finance, and truthfully and completely reflect the consolidated and the Company's financial position as at 31 December 2024 and the consolidated and the Company's results of operations and cashflows for the year ended 31 December 2024.

本財務報表符合財政部頒佈的企業會計準則的要求，真實、完整地反映了本公司2024年12月31日的合併及母公司財務狀況以及2024年度的合併及母公司經營成果和現金流量。

(II) Accounting period

(二)會計期間

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

自公曆1月1日起至12月31日止為一個會計年度。

(III) Business cycle

(三)營業周期

The Company's business cycle is 12 months.

本公司營業周期為12個月。

(IV) Functional currency

(四)記賬本位幣

The Company adopts RMB as its functional currency.

本公司採用人民幣為記賬本位幣。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(五)同一控制下和非同一控制下企業合併的會計處理方法

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

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

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(VI) Preparation method of consolidated financial statements

(六)合併財務報表的編製方法

1. *Judging criteria for control*

1、*控制的判斷標準*

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

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

2. *Consolidation procedures*

2、*合併程序*

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

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

Owners' equity, net profit or loss of the current period and comprehensive income attributable to minority shareholders of the current period of subsidiaries are stated separately under owners' equity in the consolidated balance sheet, net profit in the consolidated income statement and total comprehensive income respectively. Loss of the current period assumed by minority shareholders of a subsidiary in excess of minority shareholders' share of owners' equity in that subsidiary at the beginning of the period is offset against minority interests.

子公司所有者權益、當期淨損益和當期綜合收益中屬於少數股東的份額分別在合併資產負債表中所有者權益項目下、合併利潤表中淨利潤項目下和綜合收益總額項目下單獨列示。子公司少數股東分擔的當期虧損超過了少數股東在該子公司期初所有者權益中所享有份額而形成的餘額，沖減少數股東權益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(六)合併財務報表的編製方法(續)

2. *Consolidation procedures (Continued)*

2、合併程序(續)

(1) Addition of subsidiary or business

(1) 增加子公司或業務

During the reporting period, if there is an addition of subsidiary or business due to business combination under common control, the operating results and cash flow of the subsidiary or business combination from the beginning of the period to the end of the reporting period will be included in the consolidated financial statements, and the amounts at the beginning of the period in the consolidated financial statements and relevant items in the comparative statements will also be adjusted as if the reporting entity after combination had been existing since the control of the ultimate controlling party started.

在報告期內,因同一控制下企業合併增加子公司或業務的,將子公司或業務合併當期期初至報告期末的經營成果和現金流量納入合併財務報表,同時對合併財務報表的期初數和比較報表的相關項目進行調整,視同合併後的報告主體自最終控制方開始控制時點起一直存在。

Where control over the investee under common control is obtained due to reasons such as increase in investments, for equity investment held before the control over the acquiree is obtained, profit or loss, other comprehensive income and other changes in net assets recognised from the later of the acquisition of the original equity interest and the date when the acquirer and the acquiree are placed under common control until the date of combination are offset against retained profit at the beginning of the period of the comparative financial statements or profit or loss of the period respectively.

因追加投資等原因能夠對同一控制下的被投資方實施控制的,在取得被合併方控制權之前持有的股權投資,在取得原股權之日與合併方和被合併方同處於同一控制之日孰晚日起至合併日之間已確認有關損益、其他綜合收益以及其他淨資產變動,分別沖減比較報表期間的期初留存收益或當期損益。

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(六)合併財務報表的編製方法(續)

2. *Consolidation procedures (Continued)*

2、合併程序(續)

(1) Addition of subsidiary or business (Continued)

(1) 增加子公司或業務(續)

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

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

(2) Disposal of subsidiary

(2) 處置子公司

① General treatment for disposal

① 一般處理方法

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(六)合併財務報表的編製方法(續)

2. *Consolidation procedures (Continued)*

2、合併程序(續)

(2) Disposal of subsidiary (Continued)

(2) 處置子公司(續)

② Stepwise disposal of subsidiary

② 分步處置子公司

In respect of stepwise disposal of equity investment in a subsidiary through multiple transactions until control is lost, if the terms, conditions and economic effects of the transactions of equity investment in the subsidiary satisfy one or more of the following conditions, the transactions are normally accounted for as a package of transactions:

通過多次交易分步處置對子公司股權投資直至喪失控制權的,處置對子公司股權投資的各項交易的條款、條件以及經濟影響符合以下一種或多種情況,通常表明該多次交易事項為一攬子交易:

i. these transactions are entered into simultaneously or after considering the effects of each other;

i. 這些交易是同時或者在考慮了彼此影響的情況下訂立的;

ii. these transactions constitute a complete commercial result as a whole;

ii. 這些交易整體才能達成一項完整的商業結果;

iii. one transaction is conditional upon at least one of the other transaction;

iii. 一項交易的發生取決於其他至少一項交易的發生;

iv. one transaction is not economical on its own but is economical when considering together with other transactions.

iv. 一項交易單獨看是不經濟的,但是和其他交易一並考慮時是經濟的。

Where the transactions constitute a package of transactions, the Company accounts for the transactions as a transaction of disposal of a subsidiary resulting in the loss of control; the difference between the amount received each time for disposal before control is lost and the net assets of such subsidiary corresponding to the disposal of investment is recognised as other comprehensive income in the consolidated financial statements, and upon loss of control, is transferred to profit or loss of the period during which control is lost.

各項交易屬於一攬子交易的,將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理;在喪失控制權之前每一次處置價款與處置投資對應的享有該子公司淨資產份額的差額,在合併財務報表中確認為其他綜合收益,在喪失控制權時一並轉入喪失控制權當期的損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(六)合併財務報表的編製方法(續)

2. *Consolidation procedures (Continued)*

2、合併程序(續)

(2) Disposal of subsidiary (Continued)

(2) 處置子公司(續)

② Stepwise disposal of subsidiary (Continued)

② 分步處置子公司(續)

Where the transactions do not constitute a package of transactions, before the loss of control, the transactions are accounted for based on partial disposal of equity investment in a subsidiary that does not involve loss of control; when control is lost, they are accounted for using the general method for disposal of subsidiaries.

各項交易不屬於一攬子交易的，在喪失控制權之前，按不喪失控制權的情況下部分處置對子公司的股權投資進行會計處理；在喪失控制權時，按處置子公司一般處理方法進行會計處理。

(3) Purchase of minority interests in subsidiary

(3) 購買子公司少數股權

For the difference between the long-term equity investment newly acquired due to the purchase of minority interests and the share of net assets of the subsidiary that the Company is entitled to calculated according to the new shareholding accumulated from the date of purchase or date of combination, share premium of the capital reserve in the consolidated balance sheet will be adjusted; where share premium of the capital reserve is insufficient for the write-down, retained profit will be adjusted.

因購買少數股權新取得的長期股權投資與按照新增持股比例計算應享有子公司自購買日或合併日開始持續計算的淨資產份額之間的差額，調整合併資產負債表中的資本公積中的股本溢價，資本公積中的股本溢價不足沖減的，調整留存收益。

(4) Partial disposal of equity investment in subsidiary without loss of control

(4) 不喪失控制權的情況下部分處置對子公司的股權投資

For the difference between the consideration received from disposal and the net assets of the subsidiary that the Company is entitled to corresponding to the long-term equity investment disposed accumulated from the date of purchase of date of combination, share premium of the capital reserve in the consolidated balance sheet will be adjusted; where share premium of the capital reserve is insufficient for the write-down, retained profit will be adjusted.

處置價款與處置長期股權投資相對應享有子公司自購買日或合併日開始持續計算的淨資產份額之間的差額，調整合併資產負債表中的資本公積中的股本溢價，資本公積中的股本溢價不足沖減的，調整留存收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(七)合營安排分類及共同經營會計處理方法

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

合營安排分為共同經營和合營企業。

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

共同經營,是指合營方享有該安排相關資產且承擔該安排相關負債的合營安排。

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

本公司確認與共同經營中利益份額相關的下列項目:

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

(1) 確認本公司單獨所持有的資產,以及按本公司份額確認共同持有的資產;

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

(2) 確認本公司單獨所承擔的負債,以及按本公司份額確認共同承擔的負債;

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

(3) 確認出售本公司享有的共同經營產出份額所產生的收入;

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

(4) 按本公司份額確認共同經營因出售產出所產生的收入;

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

(5) 確認單獨所發生的費用,以及按本公司份額確認共同經營發生的費用。

The Company's investments in joint ventures are accounted for using the equity method. Please refer to the Note "III. (XIII) Long-term Equity Investment" for details.

本公司對合營企業的投資採用權益法核算,詳見本附註「三、(十三)長期股權投資」。

(VIII) Recognition standard for cash and cash equivalents

(八)現金及現金等價物的確定標準

Cash represents the Company's cash on hand and deposits that can be used readily for payments. Cash equivalents represent investments that satisfy four conditions, namely short-term, highly liquid, readily convertible to known amounts of cash, and subject to an insignificant risk of changes in value.

現金,是指本公司的庫存現金以及可以隨時用於支付的存款。現金等價物,是指本公司持有的期限短、流動性強、易於轉換為已知金額的現金、價值變動風險很小的投資。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(九)外幣業務和外幣報表折算

1. Foreign currency transactions

1、外幣業務

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

外幣業務採用交易發生日的即期匯率作為折算匯率將外幣金額折合成人民幣記賬。

Balance sheet date foreign currency monetary items shall be translated using the spot exchange rate at the balance sheet date. The resulting Exchange difference are recognised in profit or loss for the current period, except for those differences related to a specific-purpose borrowing denominated in foreign currency for acquisitions and construction of the qualified assets, which should be capitalised as cost of the borrowings.

資產負債表日外幣貨幣性項目餘額按資產負債表日即期匯率折算，由此產生的匯兑差額，除屬於與購建符合資本化條件的資產相關的外幣專門借款產生的匯兑差額按照借款費用資本化的原則處理外，均計入當期損益。

2. Translation of financial statements denominated in foreign Currency

2、外幣財務報表的折算

For the translation of financial statements of foreign operation denominated in foreign currency, the assets and liabilities in the balance sheets are translated at the spot exchange rates on the balance sheet date; except for "retained earnings" items, all items under owner's equity are translated at the spot exchange rates when incurred. The income and expense items in the income statement are translated at the annual average exchange rates on the transaction dates.

資產負債表中的資產和負債項目，採用資產負債表日的即期匯率折算；所有者權益項目除「未分配利潤」項目外，其他項目採用發生時的即期匯率折算。利潤表中的收入和費用項目，採用全年平均匯率折算。

On disposal of foreign operations, exchange differences in financial statements denominated in foreign currencies related to the foreign operation shall be transferred from owner's equity items to profit or loss to profit or loss from disposal for the current period.

處置境外經營時，將與該境外經營相關的外幣財務報表折算差額，自所有者權益項目轉入處置當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments

(十)金融工具

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

本公司在成為金融工具合同的一方時,確認一項金融資產、金融負債或權益工具。

1. Classification of financial instruments

1、金融工具的分類

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

根據本公司管理金融資產的業務模式和金融資產的合同現金流量特徵,金融資產於初始確認時分類為:以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產和以公允價值計量且其變動計入當期損益的金融資產。

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

本公司將同時符合下列條件且未被指定為以公允價值計量且其變動計入當期損益的金融資產,分類為以攤餘成本計量的金融資產:

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

— 業務模式是以收取合同現金流量為目標;

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

— 合同現金流量僅為對本金和以未償付本金金額為基礎的利息的支付。

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

本公司將同時符合下列條件且未被指定為以公允價值計量且其變動計入當期損益的金融資產,分類為以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具):

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

— 業務模式既以收取合同現金流量又以出售該金融資產為目標;

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

— 合同現金流量僅為對本金和以未償付本金金額為基礎的利息的支付。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

1. *Classification of financial instruments (Continued)*

1、金融工具的分類(續)

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

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

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

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

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

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

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

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

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

(1) 該項指定能夠消除或顯著減少會計錯配。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

1. *Classification of financial instruments (Continued)*

1、金融工具的分類(續)

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

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

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

(3) 該金融負債包含需單獨分拆的嵌入衍生工具。

2. *Recognition basis and measurement method of financial instruments*

2、金融工具的確認依據和計量方法

(1) Financial assets measured at amortised cost

(1) 以攤餘成本計量的金融資產

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

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

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

持有期間採用實際利率法計算的利息計入當期損益。

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

收回或處置時,將取得的價款與該金融資產賬面價值之間的差額計入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

2. *Recognition basis and measurement method of financial instruments (Continued)*

2、*金融工具的確認依據和計量方法(續)*

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

(2) *以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具)*

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

以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具)包括應收款項融資、其他債權投資等，按公允價值進行初始計量，相關交易費用計入初始確認金額。該金融資產按公允價值進行後續計量，公允價值變動除採用實際利率法計算的利息、減值損失或利得和匯兑損益之外，均計入其他綜合收益。

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

終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入當期損益。

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

(3) *以公允價值計量且其變動計入其他綜合收益的金融資產(權益工具)*

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

以公允價值計量且其變動計入其他綜合收益的金融資產(權益工具)包括其他權益工具投資等，按公允價值進行初始計量，相關交易費用計入初始確認金額。該金融資產按公允價值進行後續計量，公允價值變動計入其他綜合收益。取得的股利計入當期損益。

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

終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入留存收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

2. *Recognition basis and measurement method of financial instruments (Continued)*

2、*金融工具的確認依據和計量方法(續)*

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

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

(4) 以公允價值計量且其變動計入當期損益的金融資產

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

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

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

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

(5) 以公允價值計量且其變動計入當期損益的金融負債

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

終止確認時，其賬面價值與支付的對價之間的差額計入當期損益。

(6) Financial liabilities measured at amortised cost

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

(6) 以攤餘成本計量的金融負債

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

2. *Recognition basis and measurement method of financial instruments (Continued)*

2、*金融工具的確認依據和計量方法(續)*

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

(6) 以攤餘成本計量的金融負債(續)

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

持有期間採用實際利率法計算的利息計入當期損益。

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

終止確認時，將支付的對價與該金融負債賬面價值之間的差額計入當期損益。

3. *Derecognition of financial asset and financial asset transfers*

3、*金融資產終止確認和金融資產轉移*

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

滿足下列條件之一時，本公司終止確認金融資產：

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

— 收取金融資產現金流量的合同權利終止；

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

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

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

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

If the Company and the counterparty modify or renegotiate the contract and it constitutes a substantial amendment, the recognition of the original financial asset shall be terminated, and a new financial asset shall be recognised in accordance with the amended terms.

本公司與交易對手方修改或者重新議定合同而且構成實質性修改的，則終止確認原金融資產，同時按照修改後的條款確認一項新金融資產。

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

3. *Derecognition of financial asset and financial asset transfers (Continued)*

3、*金融資產終止確認和金融資產轉移(續)*

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

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

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

(1) 所轉移金融資產的賬面價值;

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

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

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

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

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

(1) 終止確認部分的賬面價值;

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

4. Derecognition of financial liabilities

4、金融負債終止確認

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

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

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

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

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

5. *Determination of fair value of financial assets and financial liabilities*

As for financial instruments with an active market, their fair values are determined by quoted prices in the active market. As for financial instruments without an active market, their fair values are determined by using valuation techniques. At the time of valuation, the Company adopts valuation techniques that are applicable in the current circumstances and sufficiently supported by available data and other information, and selects inputs that are consistent with the characteristics of the assets or liabilities considered by the market participants in the transactions of the relevant assets or liabilities, and prioritises the use of relevant observable inputs. Unobservable inputs are used only if the relevant observable inputs are unavailable or not reasonably available.

5、*金融資產和金融負債的公允價值的確定方法*

存在活躍市場的金融工具,以活躍市場中的報價確定其公允價值。不存在活躍市場的金融工具,採用估值技術確定其公允價值。在估值時,本公司採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術,選擇與市場參與者在相關資產或負債的交易中所考慮的資產或負債特徵相一致的輸入值,並優先使用相關可觀察輸入值。只有在相關可觀察輸入值無法取得或取得不切實可行的情況下,才使用不可觀察輸入值。

6. *Test and accounting methods for impairment of financial instruments*

The Company shall dispose of financial assets measured at amortised cost, financial assets (debt instruments) measured at fair value through other comprehensive income and financial guarantee contracts, etc. as impairment on the basis of expected credit losses.

The probability-weighted amount of the difference in present value between the contractual cash flow of receivable from contracts and the cash flow expected to be received, weighted with the risk of default, will be measured by taking into account reasonable and valid information on, among other things, past events, current status and the forecast of future economic conditions to recognise the expected credit losses.

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

6、*金融工具減值的測試方法及會計處理方法*

本公司對以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具)和財務擔保合同等以預期信用損失為基礎進行減值會計處理。

本公司考慮有關過去事項、當前狀況以及對未來經濟狀況的預測等合理且有依據的信息,以發生違約的風險為權重,計算合同應收的現金流量與預期能收到的現金流量之間差額的現值的概率加權金額,確認預期信用損失。

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

6. *Test and accounting methods for impairment of financial instruments (Continued)*

6、*金融工具減值的測試方法及會計處理方法(續)*

For lease receivables formed by the transactions regulated in the Accounting Standards for Enterprises No. 21 — Leasing, the Company chooses to always measure the loss provisions at an amount equal to the lifetime expected credit loss. For other financial instruments, the Company evaluates the changes in the credit risk on relevant financial instruments since the initial recognition on the balance sheet date.

對於由《企業會計準則第21號—租賃》規範的交易形成的租賃應收款，本公司選擇始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。對於其他金融工具，本公司在每個資產負債表日評估相關金融工具的信用風險自初始確認後的變動情況。

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

本公司通過比較金融工具在資產負債表日發生違約的風險與在初始確認日發生違約的風險，以確定金融工具預計存續期內發生違約風險的相對變化，以評估金融工具的信用風險自初始確認後是否已顯著增加。通常逾期超過30日，本公司即認為該金融工具的信用風險已顯著增加，除非有確鑿證據證明該金融工具的信用風險自初始確認後並未顯著增加。

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

如果金融工具於資產負債表日的信用風險較低，本公司即認為該金融工具的信用風險自初始確認後並未顯著增加。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

6. *Test and accounting methods for impairment of financial instruments (Continued)*

6、*金融工具減值的測試方法及會計處理方法(續)*

If the credit risk of a financial instrument has increased significantly since the initial recognition, the Company measures the loss provisions according to the lifetime expected credit loss of the financial instrument; if the credit risk on a financial instrument has not increased significantly since the initial recognition, the Company measures the loss provisions at an amount equal to 12-month expected credit losses of the financial instrument. The resulting increase in or reversal of loss provision shall be included in current profit or loss as impairment losses or gains. The loss provision of financial assets (debt instruments) measured at fair value through other comprehensive income shall be recognised in other comprehensive income and the impairment losses or gains shall be included in the current profit or loss without deducting the book value of such financial assets in the balance sheet.

如果該金融工具的信用風險自初始確認後已顯著增加,本公司按照相當於該金融工具整個存續期內預期信用損失的金額計量其損失準備;如果該金融工具的信用風險自初始確認後並未顯著增加,本公司按照相當於該金融工具未來12個月內預期信用損失的金額計量其損失準備。由此形成的損失準備的增加或轉回金額,作為減值損失或利得計入當期損益。對於以公允價值計量且其變動計入其他綜合收益的金融資產(債務工具),在其他綜合收益中確認其損失準備,並將減值損失或利得計入當期損益,且不減少該金融資產在資產負債表中列示的賬面價值。

If there is objective evidence that a receivable has been credit impaired, the Company shall make individual provision for the impairment of the receivable.

如果有客觀證據表明某項應收款項已經發生信用減值,則本公司在單項基礎上對該應收款項計提減值準備。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(X) Financial Instruments (Continued)

(十)金融工具(續)

6. *Test and accounting methods for impairment of financial instruments (Continued)*

6、*金融工具減值的測試方法及會計處理方法(續)*

In addition to the aforesaid receivables of which bad debt provision is made on an individual basis, the Company divides other financial instruments into several combinations according to credit risk characteristics, and recognises their expected credit loss on the basis of combination. The basis for classification and determination of the combinations for making provision for expected credit loss of bills receivable, trade receivables, financing receivables, other receivables, contract assets, long-term receivables, etc. is as follows:

除單項計提壞賬準備的上述應收款項外，本公司依據信用風險特徵將其餘金融工具劃分為若干組合，在組合基礎上確定預期信用損失。本公司對應收票據、應收賬款、應收款項融資、其他應收款、合同資產、長期應收款等計提預期信用損失的組合類別及確定依據如下：

Item 項目	Basis for determination of combination 組合的確定依據	Basis for determination 確定依據
Related party combination 關聯方組合	Related parties included within the scope of consolidation 納入合併範圍內的關聯方	No credit loss is expected to be incurred based on historical credit loss experience, along with current conditions and future economic forecasts. 參考歷史信用損失經驗，結合當前狀況以及未來經濟狀況的預測，預期無信用損失
Aged analysis combination 賬齡分析組合	This includes receivables that are not part of the above combination. The Company makes its best estimate on the provision for receivables based on historical experience and classifies credit risk portfolio with reference to the aging of receivables. 包括除上述組合之外的應收款項，本公司根據以往的歷史經驗對應收款項計提比例作出最佳估計，參考應收款項的賬齡進行信用風險組合分類。	The Company utilizes aging to assess the expected credit losses of this combination. This combination with similar risk characteristics aging information reflects its repayment capability when the receivables become due. As at the balance sheet date, the Company recognizes the expected credit losses for this combination based on the impairment matrix. 本公司利用賬齡來評估該類組合的預期信用損失。該類組合具有相同的風險特徵賬齡信息能反映這類組合與應收款項到期時的償付能力。於資產負債表日，本公司基於減值矩陣確認該組合的預期信用損失。

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XI) Inventories

(十一) 存貨

1. Classification for inventories

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

1、存貨的分類和成本

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

2. Consumptive biological assets

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

2、消耗性生物資產

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

3. Valuation of inventories

3、存貨的計價方法

(1) Costs of other inventories

(1) 其他存貨的成本

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

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

(2) Measurement for inventories delivered

(2) 發出存貨的計價方法

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

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

4. Inventory system

The perpetual inventory system is adopted.

4、存貨的盤存制度

採用永續盤存制。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XI) Inventories (Continued)

(十一) 存貨(續)

5. *Amortisation of low-value consumables and packaging materials*

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

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

5、*低值易耗品和包裝物的攤銷方法*

(1) 低值易耗品採用一次轉銷法。

(2) 包裝物採用一次轉銷法。

6. *Recognition criteria and methods for inventory depreciation provision*

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

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

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

6、*存貨跌價準備的確認標準和計提方法*

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XII) Contract assets

(十二)合同資產

1. *Recognition and standard of contract assets*

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

1、*合同資產的確認方法及標準*

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

2. *Method of determination of expected credit loss of contract assets and accounting treatment methods*

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

2、*合同資產預期信用損失的確定方法及會計處理方法*

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

(XIII) Long-term equity investments

(十三)長期股權投資

1. *Joint control or significant influence criterion*

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

1、*共同控制、重大影響的判斷標準*

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

1. *Joint control or significant influence criterion (Continued)*

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

1、*共同控制、重大影響的判斷標準(續)*

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

2. *Determination of initial investment cost*

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

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

2、*初始投資成本的確定*

(1) *企業合併形成的長期股權投資*

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

2. *Determination of initial investment cost (Continued)*

2、初始投資成本的確定(續)

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

(1) 企業合併形成的長期股權投資(續)

For a long-term equity investment in subsidiaries resulting from a business combination involving entities not under common control, the cost of the combination determined on the date of acquisition shall be taken as the initial investment cost of the long-term equity investment. In connection with imposing control over the investee not under joint control as a result of additional investment and other reasons, the initial investment cost shall be the sum of the carrying value of the equity investment originally held and the newly increased investment cost.

對於非同一控制下的企業合併形成的對子公司的長期股權投資,按照購買日確定的合併成本作為長期股權投資的初始投資成本。因追加投資等原因能夠對非同一控制下的被投資單位實施控制的,按照原持有的股權投資賬面價值加上新增投資成本之和作為初始投資成本。

(2) Long-term equity investments acquired by other means other than business combination

(2) 通過企業合併以外的其他方式取得的長期股權投資

The initial investment cost of a long-term equity investment obtained by the Company by cash payment shall be the purchase cost which is actually paid.

以支付現金方式取得的長期股權投資,按照實際支付的購買價款作為初始投資成本。

The initial investment cost of a long-term equity investment obtained by the Company by means of issuance of equity securities shall be the fair value of the equity securities issued.

以發行權益性證券取得的長期股權投資,按照發行權益性證券的公允價值作為初始投資成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

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

3、後續計量及損益確認方法

(1) Long-term equity investment accounted for by cost method

(1) 成本法核算的長期股權投資

Long-term equity investments in subsidiaries are accounted for using cost method unless the investments meet the conditions of held-for-sale. Except for the actual consideration paid for the acquisition of investment or the declared but not yet distributed cash dividends or profits which are included in the consideration, investment gains is recognised as the Company's share of the cash dividends or profits declared by the investee.

公司對子公司的長期股權投資，採用成本法核算，除非投資符合持有待售的條件。除取得投資時實際支付的價款或對價中包含的已宣告但尚未發放的現金股利或利潤外，公司按照享有被投資單位宣告發放的現金股利或利潤確認當期投資收益。

(2) Long-term equity investment accounted for by equity method

(2) 權益法核算的長期股權投資

Long-term equity investments in associates and jointly ventures are accounted for using equity method. Where the initial investment cost of a long-term equity investment exceeds the Company's share of the fair value of the investee's identifiable net assets at the acquisition date, no adjustment shall be made to the initial investment cost; where the initial investment cost is less than the Company's share of the fair value of the investee's identifiable net assets at the acquisition date, the difference shall be charged to current profit or loss and the cost for long-term equity investment shall be adjusted.

對聯營企業和合營企業的長期股權投資，採用權益法核算。初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的差額，不調整長期股權投資的初始投資成本；初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的差額，計入當期損益，同時調整長期股權投資的成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

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

3、後續計量及損益確認方法(續)

(2) Long-term equity investment accounted for by equity method (Continued)

(2) 權益法核算的長期股權投資(續)

The Company recognises the investment income and other comprehensive income according to its shares of net profit or loss and other comprehensive income realised by the investee respectively, and simultaneously makes adjustment to the carrying value of long-term equity investments. The carrying value of long-term equity investment shall be reduced by attributable share of the profit or cash dividends for distribution declared by the investee. In relation to other changes of owner's equity (the "Other Changes of Owner's Equity") except for net profits and losses, other comprehensive income and profit distribution of the investee, the carrying value of long-term equity investment shall be adjusted and included in owner's equity.

公司按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額,分別確認投資收益和其他綜合收益,同時調整長期股權投資的賬面價值;按照被投資單位宣告分派的利潤或現金股利計算應享有的部分,相應減少長期股權投資的賬面價值;對於被投資單位除淨損益、其他綜合收益和利潤分配以外所有者權益的其他變動(簡稱「其他所有者權益變動」),調整長期股權投資的賬面價值並計入所有者權益。

The Company's share of net profit or loss, other comprehensive income and Other Changes of Owner's Equity of an investee is determined based on the fair value of identifiable assets of the investee at the time when the investment is obtained, and according to the accounting policies and accounting period of the Company, recognition shall be made to the net profit of the investee after the adjustment and other comprehensive income, etc.

在確認應享有被投資單位淨損益、其他綜合收益及其他所有者權益變動的份額時,以取得投資時被投資單位可辨認淨資產的公允價值為基礎,並按照公司的會計政策及會計期間,對被投資單位的淨利潤和其他綜合收益等進行調整後確認。

The unrealised profit or loss resulting from transactions between the Company and its associates or joint venture shall be eliminated in, based on which investment income or loss shall be recognised. Any losses resulting from transactions, which are attributable to impairment of assets, shall be fully recognised, except for the disposal of assets that consist of operations.

公司與聯營企業、合營企業之間發生的未實現內部交易損益按照應享有的比例計算歸屬於公司的部分,予以抵銷,在此基礎上確認投資收益,但投出或出售的資產構成業務的除外。與被投資單位發生的未實現內部交易損失,屬於資產減值損失的,全額確認。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

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

3、後續計量及損益確認方法(續)

(2) Long-term equity investment accounted for by equity method (Continued)

(2) 權益法核算的長期股權投資(續)

The Company discontinues recognising its share of net losses of the investee after the carrying amount of the long-term equity investment and any long-term interest that is in substance forms part of the Company's net investment in the associate or the joint venture is reduced to zero, except to the extent that the Company has an obligation to assume additional losses. Where net profits are subsequently made by the associate or joint venture, the Company resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

公司對合營企業或聯營企業發生的淨虧損，除負有承擔額外損失義務外，以長期股權投資的賬面價值以及其他實質上構成對合營企業或聯營企業淨投資的長期權益減記至零為限。合營企業或聯營企業以後實現淨利潤的，公司在收益分享額彌補未確認的虧損分擔額後，恢復確認收益分享額。

(3) Disposal of long-term equity investments

(3) 長期股權投資的處置

When long-term equity investments are disposed of, the difference between the carrying amount and the actual proceeds received should be charged to current profit or loss.

處置長期股權投資，其賬面價值與實際取得價款的差額，計入當期損益。

For the certain long-term equity investment treated under the equity method, where the remaining equity continues to be accounted for using the equity method, the other comprehensive income previously recognised under the equity method shall be transferred in proportion by using the same basis as the investee used for direct disposal of relevant assets or liabilities. Other Changes of Owner's Equity shall be transferred in proportion into current profit or loss.

部分處置權益法核算的長期股權投資，剩餘股權仍採用權益法核算的，原權益法核算確認的其他綜合收益採用與被投資單位直接處置相關資產或負債相同的基礎按相應比例結轉，其他所有者權益變動按比例結轉入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

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

3、後續計量及損益確認方法(續)

(3) Disposal of long-term equity investments (Continued)

(3) 長期股權投資的處置(續)

When the Group loses the control or material influence over the investee due to disposal of equity investment and other reasons, for other comprehensive income recognised in the original equity investment due to the equity method is adopted, it shall be treated using the same accounting basis as the investee used for direct disposal of relevant assets or liabilities when ceasing to use the equity method. Other Changes of Owner's Equity shall be transferred into the current profit or loss when ceasing to use the equity method.

因處置股權投資等原因喪失了對被投資單位的共同控制或重大影響的,原股權投資因採用權益法核算而確認的其他綜合收益,在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理,其他所有者權益變動在終止採用權益法核算時全部轉入當期損益。

When the Group loses the control over the investee due to partially disposal of equity investment and other reasons, the remaining equity interest after disposal shall be accounted for under equity method in preparation of separate financial statements provided that joint control or material influence over the investee can be imposed and shall be adjusted as if such remaining equity interest had been accounted for under the equity method since being obtained. The other comprehensive income previously recognised before obtaining the control over the investee shall be transferred in proportion by using the same basis as the investee used for direct disposal of relevant assets or liabilities. Changes in other owner's equity recognised as a result of the adoption of the equity method shall be transferred to the current profit or loss on pro rata basis. Where the remaining equity interest after disposal cannot exercise joint control or exert material influence over the investee, it shall be recognised as financial asset, and the difference between fair value and the carrying value on the date of losing control shall be included in current profit or loss. All the other comprehensive income and Other Changes of Owner's equity recognised before obtaining the control over the investee shall be transferred.

因處置部分股權投資等原因喪失了對被投資單位控制權的,在編製個別財務報表時,剩餘股權能夠對被投資單位實施共同控制或重大影響的,改按權益法核算,並對該剩餘股權視同自取得時即採用權益法核算進行調整,對於取得被投資單位控制權之前確認的其他綜合收益採用與被投資單位直接處置相關資產或負債相同的基礎按比例結轉,因採用權益法核算確認的其他所有者權益變動按比例結轉入當期損益;剩餘股權不能對被投資單位實施共同控制或施加重大影響的,確認為金融資產,其在喪失控制之日的公允價值與賬面價值間的差額計入當期損益,對於取得被投資單位控制權之前確認的其他綜合收益和其他所有者權益變動全部結轉。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIII) Long-term equity investments (Continued)

(十三) 長期股權投資(續)

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

3、後續計量及損益確認方法(續)

(3) Disposal of long-term equity investments (Continued)

(3) 長期股權投資的處置(續)

For disposal of the equity investment in a subsidiary in stages by multiple transactions resulting in the loss of control, where the Company accounts for a package deals, accounting treatment shall be conducted for all transactions as the equity investment for disposal of a subsidiary and the transaction in the loss of control. In the individual consolidated financial statements, the differences between the consideration disposed and the corresponding carrying value of long-term equity investment of the disposed equity in each transaction prior to the loss of control shall be recognised in other comprehensive income first and transferred to the current profit or loss when the parent eventually loses control over the subsidiary. Where the no package deal is accounted for, accounting treatment shall be conducted for each transaction individually.

通過多次交易分步處置對子公司股權投資直至喪失控制權，屬於一攬子交易的，各項交易作為一項處置子公司股權投資並喪失控制權的交易進行會計處理；在喪失控制權之前每一次處置價款與所處置的股權對應得長期股權投資賬面價值之間的差額，在個別財務報表中，先確認為其他綜合收益，到喪失控制權時再一並轉入喪失控制權的當期損益。不屬於一攬子交易的，對每一項交易分別進行會計處理。

(XIV) Fixed assets

(十四) 固定資產

1. *Recognition and initial measurement of fixed assets*

1、固定資產的確認和初始計量

Fixed assets are tangible assets that are held for use in production or supply of goods or services, for rental to others, or for administrative purposes, and have a useful life of more than one accounting year. Fixed asset is recognised when it meets the following conditions:

固定資產指為生產商品、提供勞務、出租或經營管理而持有，並且使用壽命超過一個會計年度的有形資產。固定資產在同時滿足下列條件時予以確認：

(1) it is probable that the economic benefits associated with the fixed asset will flow to the enterprise;

(1) 與該固定資產有關的經濟利益很可能流入企業；

(2) its cost can be reliably measured.

(2) 該固定資產的成本能夠可靠地計量。

Fixed assets are initially measured at cost (and taking into account the effect of estimated costs of disposal).

固定資產按成本(並考慮預計棄置費用因素的影響)進行初始計量。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIV) Fixed assets (Continued)

(十四) 固定資產(續)

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

For subsequent expenses related to fixed assets, if the related economic benefits are likely to flow into the enterprise and its cost could be reliably measured, such expenses are included in the cost of the fixed asset; and the carrying amount of the replaced part will be derecognised. All other subsequent expenses are included in current profit or loss upon occurrence.

1、*固定資產的確認和初始計量(續)*

與固定資產有關的後續支出,在與其有關的經濟利益很可能流入且其成本能夠可靠計量時,計入固定資產成本;對於被替換的部分,終止確認其賬面價值;所有其他後續支出於發生時計入當期損益。

2. *Methods for depreciation*

Fixed assets of the Company are depreciated by categories using the straight-line method, and the annual depreciation rates are determined by categories based upon their estimated useful lives and their estimated residual values. For fixed assets that have made provision for the impairment, the amount of depreciation of it is determined by carrying value after deducting the provision for the impairment based on useful life during the future period. Where different components of a fixed asset have different useful lives or generate economic benefits for the enterprise in different ways, different depreciation rates or depreciation methods shall apply, and each component is depreciated separately.

2、*折舊方法*

固定資產折舊採用年限平均法分類計提,根據固定資產類別、預計使用壽命和預計淨殘值率確定折舊率。對計提了減值準備的固定資產,則在未來期間按扣除減值準備後的賬面價值及依據尚可使用年限確定折舊額。如固定資產各組成部分的使用壽命不同或者以不同方式為企業提供經濟利益,則選擇不同折舊率或折舊方法,分別計提折舊。

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

各類固定資產折舊方法、折舊年限、殘值率和年折舊率如下:

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XIV) Fixed assets (Continued)

(十四) 固定資產(續)

3. Disposal of fixed assets

3、固定資產處置

A fixed asset is derecognised on disposal or when no future economic benefits are expected from using or disposal. The amount of proceeds on sale, transfer, retirement or damage of a fixed asset net of its carrying amount and related taxes and expenses is recognised in current profit or loss.

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

(XV) Construction in progress

(十五) 在建工程

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

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

Category 類別	Standards and timing points for transfer to fixed assets/intangible assets 轉為固定資產／無形資產的標準和時點
Fixed assets 固定資產	Fixed assets transfer to fixed assets when they reach intended usable condition 當固定資產達到預定可使用狀態時轉為固定資產
Intangible assets 無形資產	Intangible assets transfer to intangible assets when they reach intended usable condition 當無形資產達到預定可使用狀態時轉為無形資產

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XVI) Borrowing costs

(十六) 借款費用

1. *Criteria for recognition of capitalised borrowing costs*

1、*借款費用資本化的確認原則*

The Company's borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised into the cost of relevant assets. Other borrowing costs are recognised as expenses in profit or loss in the period in which they are incurred.

公司發生的借款費用,可直接歸屬於符合資本化條件的資產的購建或者生產的,予以資本化,計入相關資產成本;其他借款費用,在發生時根據其發生額確認為費用,計入當期損益。

Qualifying assets include fixed assets, investment property and inventories that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

符合資本化條件的資產,是指需要經過相當長時間的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等資產。

2. *Capitalisation period of borrowing costs*

2、*借款費用資本化期間*

The capitalisation period refers to the period beginning from the commencement of capitalising borrowing costs to the date of ceasing capitalisation, excluding the period of suspension of capitalisation.

資本化期間,指從借款費用開始資本化時點到停止資本化時點的期間,借款費用暫停資本化的期間不包括在內。

Capitalisation of borrowing costs begins when the following three conditions are fully satisfied:

借款費用同時滿足下列條件時開始資本化:

(1) expenditures for the assets (including cash paid, non-cash assets transferred or interest-bearing liabilities assumed for the acquisition, construction or production of qualifying assets) have been incurred;

(1) 資產支出已經發生,資產支出包括為購建或者生產符合資本化條件的資產而以支付現金、轉移非現金資產或者承擔帶息債務形式發生的支出;

(2) borrowing costs have been incurred;

(2) 借款費用已經發生;

(3) acquisition, construction or production that are necessary to enable the asset get ready for their intended use or sale have commenced.

(3) 為使資產達到預定可使用或者可銷售狀態所必要的購建或者生產活動已經開始。

Capitalisation of borrowing costs shall cease when the qualifying asset under acquisition, construction or production gets ready for intended use or sale.

當購建或者生產符合資本化條件的資產達到預定可使用或者可銷售狀態時,借款費用停止資本化。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XVI) Borrowing costs (Continued)

(十六) 借款費用(續)

3. *Suspension of capitalisation period*

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

3、*暫停資本化期間*

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

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

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

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

4、*借款費用資本化率、資本化金額的計算方法*

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XVI) Borrowing costs (Continued)

(十六) 借款費用(續)

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

4、*借款費用資本化率、資本化金額的計算方法(續)*

During the capitalisation period, exchange differences related to the principal and interest on a specific-purpose borrowing denominated in foreign currency are capitalised as part of the cost of the qualifying asset. The exchange differences related to the principal and interest on foreign currency borrowings other than a specific-purpose borrowing are included in the current profits and losses when incurred.

在資本化期間內,外幣專門借款本金及利息的匯兑差額,予以資本化,計入符合資本化條件的資產的成本。除外幣專門借款之外的其他外幣借款本金及其利息所產生的匯兑差額計入當期損益。

(XVII) biological assets

(十七) 生物資產

1. *Classification and costs for biological assets*

1、*生物資產的分類和成本*

The Company's biological assets are classified as consumptive biological assets and productive biological assets, consumptive biological assets including broilers, chicks, hatchable eggs and productive biological assets including breeders. Productive biological assets are classified into immature productive biological assets and mature productive biological assets according to different stages. The two stages refer the breeding stage and the production stage, respectively.

本公司生物資產分類為消耗性生物資產和生產性生物資產,消耗性生物資產包括:肉雞、雛雞、可孵化雞蛋,生產性生物資產包括:種雞。生產性生物資產根據不同的階段劃分為未成熟生產性生物資產和成熟生產性生物資產,兩個階段分別為育雛育成階段及產蛋階段。

Productive biological assets are measured at fair value less sales costs at initial recognition and the end of each reporting period. Any gain or loss arising from changes in fair value less sales costs is included in current profit or loss for the period in which the gain or loss arises.

生產性生物資產於初始確認時和各報告期期末按公允價值減出售費用計量。任何因公允價值減出售費用的變動產生的收益或虧損於相應收益或虧損發生期間計入當期損益。

Breeding costs and other related costs (such as labour costs, depreciation and amortisation expenses and public expenses) are capitalised at the breeding and the production stage until normal and stable egg production.

育雛育成階段飼養成本及其他相關成本(如人工成本、折舊及攤銷費用及公共費用)被資本化,直到能夠開始正常穩定產蛋為止。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

(XVII) biological assets (Continued)

2. *Inventory system of productive biological assets*

The Company takes inventory of parent stock day-old chicks by batch once every six months or at the time of culling. The perpetual inventory system is adopted.

(XVIII) Intangible assets

1. *Measurement of intangible assets*

(1) Intangible assets are initially measured at cost upon acquisition by the Company

The costs of an externally purchased intangible asset include the purchase price, relevant tax expenses, and other expenditures directly attributable to bringing the asset ready for its intended use.

(2) Subsequent measurement

The Company shall analyse and judge the useful life of intangible Assets upon acquisition.

As for intangible assets with a finite useful life, they are amortised over the term in which economic benefits are brought to the firm; If the term in which economic benefits are brought to the firm by an intangible asset cannot be estimated, the intangible asset shall be taken as an intangible asset with indefinite useful life, and shall not be amortised.

三、重要會計政策及會計估計(續)

(十七) 生物資產(續)

2、*生產性生物的盤存制度*

公司對父母代種雞按批次進行盤點，每半年或者淘汰時盤點一次。採用永續盤存制。

(十八) 無形資產

1、*無形資產的計價方法*

(1) 公司取得無形資產時按成本進行初始計量

外購無形資產的成本，包括購買價款、相關稅費以及直接歸屬於使該項資產達到預定用途所發生的其他支出。

(2) 後續計量

在取得無形資產時分析判斷其使用壽命。

對於使用壽命有限的無形資產，在為企業帶來經濟利益的期限內攤銷；無法預見無形資產為企業帶來經濟利益期限的，視為使用壽命不確定的無形資產，不予攤銷。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XVIII) Intangible assets (Continued)

(十八) 無形資產(續)

2. *Estimate of useful life for the intangible assets with finite useful life*

2、*使用壽命有限的無形資產的使用壽命估計情況*

Items 項目	Estimated Useful Years 預計使用壽命	Amortisation method 攤銷方法	Residual value rate 殘值率	Basis 依據
Land use rights	25–50	Straight-line method	0	Terms for bringing economic benefits to the Company
土地使用權		年限平均法		為公司帶來經濟利益的期限
Computer software	10	Straight-line method	0	Terms for bringing economic benefits to the Company
電腦軟件		年限平均法		為公司帶來經濟利益的期限
Patents	20	Straight-line method	0	Terms for bringing economic benefits to the Company
專利權		年限平均法		為公司帶來經濟利益的期限

3. *Scope of Depositing of R&D Expenses*

3、*研發支出的歸集範圍*

The expenditures incurred during the research and development of the Company include benefits of relevant R&D employees, R&D and design expenses, depreciation expenses, etc., which shall be deposited with the following method:

公司進行研究與開發過程中發生的支出包括從事研發活動的人員的相關職工薪酬、研發設計費用、相關折舊攤銷費用等相關支出,並按以下方式進行歸集:

Labor expenses refer to the total labor costs of R&D employees, including annual salaries, five insurances, housing provident fund and salary surcharges made.

人員人工費用是指從事研究開發人員全部人工成本,包括全年工資薪金、五險一金、以及提取的工資附加費。

Office expenses, traveling expenses and others refer to the office and traveling expenses incurred for R&D.

辦公費、差旅費及其他等,為研發人員為研發事項發生的辦公、差旅費用。

Depreciation expenses and amortisation of intangible assets refer to the depreciation and rental expenses of the premises of the R&D institution, and equipment and instruments purchased for R&D activities.

折舊費用及無形資產攤銷是指研發機構所在場地,及為執行研究開發活動而購置的儀器和設備的折舊費用、租賃費用等。

Other relevant expenses refer to other relevant expenses for R&D projects.

其他相關費用是指為實施研究開發項目而支出的其他相關費用。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XVIII) Intangible assets (Continued)

(十八) 無形資產(續)

4. *Specific criteria for the division of research phase and development Phase*

The expenses for internal research and development projects of the Company are divided into expenses in the research phase and expenses in the development phase.

Research phase: a phase in which innovative and scheduled investigations and research activities are conducted to obtain and understand new scientific or technological knowledge.

Development phase: a phase in which the research outcomes or other knowledge are applied for a plan or a design prior to the commercial production or use in order to produce new or substantially improved materials, devices, products, etc.

4、*劃分研究階段和開發階段的具體標準*

公司內部研究開發項目的支出分為研究階段支出和開發階段支出。

研究階段：為獲取並理解新的科學或技術知識等而進行的獨創性的有計劃調查、研究活動的階段。

開發階段：在進行商業性生產或使用前，將研究成果或其他知識應用於某項計劃或設計，以生產出新的或具有實質性改進的材料、裝置、產品等活動的階段。

5. *Specific conditions for capitalisation of expenditure incurred in development phase*

Expenditures incurred in the research stage are recognised in profit or loss for the period. Expenditures incurred in the development stage are recognised as intangible assets only when all of the following conditions are satisfied, and the expenditures in the development stage that does not meet all of the following conditions are recognised in profit or loss for the period:

(1) the technical feasibility of completing the intangible asset so that it will be available for use or for sale;

(2) the intention to complete the intangible asset for use or for sale;

(3) the ways in which the intangible asset generate economic benefits, including there is evidence that the products produced using the intangible asset has a market or the intangible asset itself has a market, or if the intangible asset is for internal use, there is evidence that proves its usefulness;

(4) the availability of adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset;

5、*開發階段支出資本化的具體條件*

研究階段的支出，於發生時計入當期損益。開發階段的支出同時滿足下列條件的，確認為無形資產，不能滿足下述條件的開發階段的支出計入當期損益：

(1) 完成該無形資產以使其能夠使用或出售在技術上具有可行性；

(2) 具有完成該無形資產並使用或出售的意圖；

(3) 無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；

(4) 有足夠的技術、財務資源和其他資源支持，以完成該無形資產的開發，並有能力使用或出售該無形資產；

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XVIII) Intangible assets (Continued)

(十八)無形資產(續)

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

5、開發階段支出資本化的具體條件(續)

(5) the expenditures attributable to the development phase of the intangible asset could be reliably measured.

(5) 歸屬於該無形資產開發階段的支出能夠可靠地計量。

If the expenditures cannot be distinguished between the research phase and development phase, all of which should be included in the current profit or loss.

無法區分研究階段支出和開發階段支出的,將發生的研發支出全部計入當期損益。

(XIX) Impairment of long-term assets

(十九)長期資產減值

Long-term equity investments, fixed assets, construction in progress, right-of-use assets, use of intangible assets with a finite useful life, oil and gas assets and other long-term assets are tested for impairment if there is any indication that such assets may be impaired at the balance sheet date. If the result of the impairment test indicates that the recoverable amount of the asset is less than its carrying amount, a provision for impairment and an impairment loss are recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. Provision for asset impairment is determined and recognised on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

長期股權投資、固定資產、在建工程、使用權資產、使用壽命有限的無形資產、油氣資產等長期資產,於資產負債表日存在減值跡象的,進行減值測試。減值測試結果表明資產的可收回金額低於其賬面價值的,按其差額計提減值準備並計入減值損失。可收回金額為資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者。資產減值準備按單項資產為基礎計算並確認,如果難以對單項資產的可收回金額進行估計的,以該資產所屬的資產組確定資產組的可收回金額。資產組是能夠獨立產生現金流入的最小資產組合。

Goodwill formed by business merger, intangible assets with indefinite useful lives and intangible assets that are not yet ready for use are tested for impairment at least at the end of each year regardless of whether there is any sign of impairment.

對於因企業合併形成的商譽、使用壽命不確定的無形資產、尚未達到可使用狀態的無形資產,無論是否存在減值跡象,至少在每年年終進行減值測試。

When the Company performs impairment test on goodwill, the Company shall, as at the purchase day, allocate on a reasonable basis the carrying value of the goodwill formed by merger of enterprises to the relevant asset groups, or if there is a difficulty in allocation, to allocate it to the set of asset groups. The related asset groups or the set of asset groups refers to these ones that can benefit from the synergies of a business combination.

本公司進行商譽減值測試,對於因企業合併形成的商譽的賬面價值,自購買日起按照合理的方法分攤至相關的資產組;難以分攤至相關的資產組的,將其分攤至相關的資產組組合。相關的資產組或者資產組組合,是能夠從企業合併的協同效應中受益的資產組或者資產組組合。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

For the purpose of impairment test on the relevant asset groups or the set of asset groups containing goodwill, if any evidence shows that the impairment of asset groups or set of asset groups related to goodwill is possible, an impairment test will be made firstly on the asset groups or set of asset groups not containing goodwill, thus calculating the recoverable amount and comparing it with the relevant carrying value so as to recognise the corresponding impairment loss. Then, the Company will conduct impairment tests on the asset groups or set of asset groups that includes goodwill and compare its carrying value against its recoverable amount. If the recoverable amount is lower than its carrying value, the amount of impairment loss is first offset against the carrying value of the goodwill allocated to the asset groups or set of asset groups, then, based on the proportion of the carrying value of other assets in the asset groups or set of asset groups other than goodwill, offset against the carrying value of other assets proportionally.

Once the above asset impairment loss is recognised, it will not be reversed in subsequent accounting periods.

(十九) 長期資產減值(續)

在對包含商譽的相關資產組或者資產組組合進行減值測試時，如與商譽相關的資產組或者資產組組合存在減值跡象的，先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，並與相關賬面價值相比較，確認相應的減值損失。然後對包含商譽的資產組或者資產組組合進行減值測試，比較其賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

上述資產減值損失一經確認，在以後會計期間不予轉回。

(XX) Long-term deferred expenses

Long-term prepaid expenses are expenses which have occurred but will benefit over 1 year and shall be amortised over the current period and subsequent periods.

The amortisation period and amortisation method for each expense are: evenly amortised over the benefit period.

(二十) 長期待攤費用

長期待攤費用為已經發生但應由本期和以後各期負擔的分攤期限在一年以上的各項費用。

各項費用的攤銷期限及攤銷方法為：受益期內平均攤銷。

(XXI) Contract liabilities

The Company has presented contract assets or contract liabilities in the balance sheet based on the connection between the fulfilment of performance obligations and payment of the customers. A contract liability represents the obligation to transfer goods or services to a customer for that the Company has received a consideration or an amount of consideration that is due from the customer. A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

(二十一) 合同負債

本公司根據履行履約義務與客戶付款之間的關係在資產負債表中列示合同資產或合同負債。本公司已收或應收客戶對價而應向客戶轉讓商品或提供服務的義務列示為合同負債。同一合同下的合同資產和合同負債以淨額列示。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXII) Employee benefits

(二十二) 職工薪酬

1. *Accounting treatment method of short-term benefits*

1、短期薪酬的會計處理方法

In the accounting period in which employees provide services for the Company, short-term benefits actually incurred are recognised as liabilities and charged into current profit or loss or cost of relevant assets.

本公司在職工為本公司提供服務的會計期間,將實際發生的短期薪酬確認為負債,並計入當期損益或相關資產成本。

With regard to the social insurance and housing provident funds contributed and labour union expenses and employee education expenses paid as required by regulations, the Company should calculate and recognise the corresponding employee benefits payables according to the appropriation basis and proportion as stipulated by relevant requirements in the accounting period in which employees provide services for the Company.

本公司為職工繳納的社會保險費和住房公積金,以及按規定提取的工會經費和職工教育經費,在職工為本公司提供服務的會計期間,根據規定的計提基礎和計提比例計算確定相應的職工薪酬金額。

At the time of actual occurrence, the Company's employee benefits are recorded in the current profit or loss or costs of relevant assets as incurred. The non-currency welfare expenses are measured at fair value.

本公司發生的職工福利費,在實際發生時根據實際發生額計入當期損益或相關資產成本,其中,非貨幣性福利按照公允價值計量。

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

2、離職後福利的會計處理方法

(1) Defined contribution scheme

(1) 設定提存計劃

The Company will pay basic pension insurance and unemployment insurance for the staff in accordance with the relevant provisions of the local government. During the accounting period in which the staff provides services for the Company, the Company will calculate the amount payable in accordance with the local stipulated basis and proportions, and such amount will be recognised as liabilities and charged into current profit or loss or cost of relevant assets.

本公司按當地政府的相關規定為職工繳納基本養老保險和失業保險,在職工為本公司提供服務的會計期間,按以當地規定的繳納基數和比例計算應繳納金額,確認為負債,並計入當期損益或相關資產成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXII) Employee benefits (Continued)

(二十二) 職工薪酬(續)

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

2、離職後福利的會計處理方法(續)

(2) Defined benefit scheme

(2) 設定受益計劃

According to the formula determined under the expected cumulative welfare unit method, the Company attributes the welfare obligations arising from the defined benefit scheme to the period during which the employees provide services, and such obligations would be charged into current profit or loss or costs of relevant assets.

本公司根據預期累計福利單位法確定的公式將設定受益計劃產生的福利義務歸屬於職工提供服務的期間，並計入當期損益或相關資產成本。

The deficit or surplus generated from the present value of obligations of the defined benefit scheme minus the fair value of the assets of defined benefit scheme is recognised as net liabilities or net assets of a defined benefit scheme. When the defined benefit Scheme has surplus, the Company will measure the net assets of the defined benefit scheme at the lower of the surplus of defined Benefit scheme and the upper limit of the assets.

設定受益計劃義務現值減去設定受益計劃資產公允價值所形成的赤字或盈餘確認為一項設定受益計劃淨負債或淨資產。設定受益計劃存在盈餘的，本公司以設定受益計劃的盈餘和資產上限兩項的孰低者計量設定受益計劃淨資產。

All defined benefit schemes obligations, including the expected duty of payment within 12 months after the end of annual reporting period during which the staff provided service, are discounted based on the market yield of government bonds matching the term and currency of defined benefit scheme obligations or corporate bonds of high quality in the active market on the balance sheet date.

所有設定受益計劃義務，包括預期在職工提供服務的年度報告期間結束後的十二個月內支付的義務，根據資產負債表日與設定受益計劃義務期限和幣種相匹配的國債或活躍市場上的高質量公司債券的市場收益率予以折現。

The service cost incurred by the defined benefit scheme and the net interest of the net liabilities and net assets of the defined benefit scheme would be charged to current profit or loss or relevant costs of assets. The changes arising from the remeasurement of the net liabilities or net assets of the defined benefit scheme would be included in other comprehensive income and are not reversed to profit or loss in a subsequent accounting period; when the previously defined benefit scheme is terminated, all of such amount previously included in other comprehensive income shall be carried forward to undistributed profit within the scope of equity.

設定受益計劃產生的服務成本和設定受益計劃淨負債或淨資產的利息淨額計入當期損益或相關資產成本；重新計量設定受益計劃淨負債或淨資產所產生的變動計入其他綜合收益，並且在後續會計期間不轉回至損益，在原設定受益計劃終止時在權益範圍內將原計入其他綜合收益的部分全部結轉至未分配利潤。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXII) Employee benefits (Continued)

(二十二) 職工薪酬(續)

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

2、離職後福利的會計處理方法(續)

(2) Defined benefit scheme (Continued)

(2) 設定受益計劃(續)

When the defined benefit scheme is settled, the gain or loss is recognised based on the difference between the present value of obligations under the defined benefit scheme and the settlement price at the settlement date.

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

3. *Accounting treatment method of termination benefits*

3、辭退福利的會計處理方法

When the Company provides employees with termination benefits, the staff remuneration liabilities arising from termination benefits are recognised and recorded in current profit or loss whichever of the following is earlier: when the Company cannot unilaterally revoke such termination benefits provided due to dissolution of labour relationship plan or layoff proposal; when the Company recognises such cost or expenses associated with the restructuring involving the payment of termination benefits.

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

(XXIII) Estimated liabilities

(二十三) 預計負債

The Company shall recognise an obligation related to contingencies as the estimated liability, when all of the following conditions are satisfied:

與或有事項相關的義務同時滿足下列條件時,本公司將其確認為預計負債:

(1) such obligation is the present obligation of the Company;

(1) 該義務是本公司承擔的現時義務;

(2) the performance of such obligation is likely to lead to an outflow of economic benefits of the Company;

(2) 履行該義務很可能導致經濟利益流出本公司;

(3) the amount of such obligation can be reliably measured.

(3) 該義務的金額能夠可靠地計量。

The estimated liabilities are initially measured at the best estimate of expenditure required for the performance of relevant present obligations.

預計負債按履行相關現時義務所需的支出的最佳估計數進行初始計量。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIII) Estimated liabilities (Continued)

(二十三) 預計負債(續)

The Company shall take into consideration the risks, uncertainties, time value of money and other factors relating to the contingencies in determining the best estimate. If the time value of money is significant, the best estimates shall be determined after discount of relevant future cash outflows.

在確定最佳估計數時，綜合考慮與或有事項有關的風險、不確定性和貨幣時間價值等因素。對於貨幣時間價值影響重大的，通過對相關未來現金流出進行折現後確定最佳估計數。

If there is a successive range of the required expenditure, and the likelihood of occurrence of various results within the range is the same, the best estimate is determined by the intermediate value. In other cases, the best estimate is handled as follows:

所需支出存在一個連續範圍，且該範圍內各種結果發生的可能性相同的，最佳估計數按照該範圍內的中間值確定；在其他情況下，最佳估計數分別下列情況處理：

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

- 或有事項涉及單個項目的，按照最可能發生金額確定。

- Where the contingency is related to a number of items, the best estimate should be calculated and determined according to the various possible results and the relevant probabilities.

- 或有事項涉及多個項目的，按照各種可能結果及相關概率計算確定。

When all or part of the expenditures necessary for the settlement of an estimated liability is expected to be compensated by a third party, the compensation should be separately recognised as an asset only when it is virtually certain that the compensation will be received. The amount recognised for the compensation should not exceed the carrying amount of estimated liabilities.

清償預計負債所需支出全部或部分預期由第三方補償的，補償金額在基本確定能夠收到時，作為資產單獨確認，確認的補償金額不超過預計負債的賬面價值。

The Company reviews the carrying amount of estimated liabilities on balance sheet date. If there is clear evidence that the carrying amount does not reflect the current best estimate, the carrying amount is adjusted to the current best estimate.

本公司在資產負債表日對預計負債的賬面價值進行覆核，有確鑿證據表明該賬面價值不能反映當前最佳估計數的，按照當前最佳估計數對該賬面價值進行調整。

(XXIV) Share-based payments

(二十四) 股份支付

The share-based payments of the Company are transactions that grant equity instruments or assume equity-instrument based liabilities for receiving services rendered by employees or other parties. The share-based payments of the Company include equity-settled share-based payments and cash-settled share-based payments.

本公司的股份支付是為了獲取職工或其他方提供服務而授予權益工具或者承擔以權益工具為基礎確定的負債的交易。本公司的股份支付分為以權益結算的股份支付和以現金結算的股份支付。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIV) Share-based payments (Continued)

(二十四) 股份支付(續)

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

1、*以權益結算的股份支付及權益工具*

Equity-settled share-based payments made in exchange for services rendered by employees are measured at the fair value of equity instruments granted to employees. If the equity instruments granted to employees vest immediately, the fair value of the equity instruments granted is, on grant date, recognised as relevant cost or expenses with a corresponding increase in capital reserve. If the equity instruments granted to employees do not vest until the completion of services for a vesting period, or until the specified performance conditions are met, the Company, at each balance sheet date during the vesting period, makes the best estimation according to the number of equity instruments expected to vest. The Company recognises the services received for the current period as related costs or expenses, with a corresponding increase in capital reserve, at an amount equal to the fair value of the equity instruments at the grant date.

以權益結算的股份支付換取職工提供服務的,以授予職工權益工具的公允價值計量。對於授予後立即可行權的股份支付交易,在授予日按照權益工具的公允價值計入相關成本或費用,相應增加資本公積。對於授予後完成等待期內的服務或達到規定業績條件才可行權的股份支付交易,在等待期內每個資產負債表日,本公司根據對可行權權益工具數量的最佳估計,按照授予日公允價值,將當期取得的服務計入相關成本或費用,相應增加資本公積。

If the terms of the equity-settled share-based payment are amended, the Company shall recognise the services received at least based on the situation before the amendment was made. In addition, any amendment resulting in the increase of the fair value of the equity instrument granted or changes that are beneficial to the staff on the amendment date will be recognised as an increase in the service received.

如果修改了以權益結算的股份支付的條款,至少按照未修改條款的情況確認取得的服務。此外,任何增加所授予權益工具公允價值的修改,或在修改日對職工有利的變更,均確認取得服務的增加。

During the vesting period, where the granted equity instrument is cancelled, the Company shall accelerate the exercise of rights thereunder, recognising the outstanding amount for the remainder of the vesting period in current profit or loss, while recognising capital reserve. However, if new equity instruments are granted and they are verified at the granting date of new equity instrument as alternatives granted to the cancel led equity instruments, the treatment on the new equity instrument is in conformity with the modified treatment on disposal of equity instrument with the same terms and conditions.

在等待期內,如果取消了授予的權益工具,則本公司對取消所授予的權益性工具作為加速行權處理,將剩餘等待期內應確認的金額立即計入當期損益,同時確認資本公積。但是,如果授予新的權益工具,並在新權益工具授予日認定所授予的新權益工具是用於替代被取消的權益工具的,則以與處理原權益工具條款和條件修改相同的方式,對所授予的替代權益工具進行處理。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIV) Share-based payments (Continued)

(二十四) 股份支付(續)

2. Cash-settled share-based payments and equity instruments

2、以現金結算的股份支付及權益工具

A cash-settled share-based payment shall be measured in accordance with the fair value of liability calculated and determined based on the shares or other equity instruments undertaken by the Company. If the equity instruments granted to employees vest immediately, the fair value of the liability undertaken by the Company shall, on the date of the grant, be included in the relevant costs or expenses, and the liabilities shall be increased accordingly. If the equity instruments granted to employees do not vest until the completion of services for a vesting period, or until the specified performance conditions are met, at each balance sheet date during the vesting period, the services obtained in the current period shall, based on the best estimate of the information about the exercisable right, be included in the relevant costs or expenses and the corresponding liabilities at the fair value of the liability undertaken by the Company. On each of the balance sheet date and settlement date before the settlement of the relevant liabilities, fair value of the liabilities will be remeasured and the changes will be included in the profit or loss for the current period.

以現金結算的股份支付，按照本公司承擔的以股份或其他權益工具為基礎計算確定的負債的公允價值計量。授予後立即可行權的股份支付交易，本公司在授予日按照承擔負債的公允價值計入相關成本或費用，相應增加負債。對於授予後完成等待期內的服務或達到規定業績條件才可行權的股份支付交易，在等待期內的每個資產負債表日，本公司以對可行權情況的最佳估計為基礎，按照本公司承擔負債的公允價值，將當期取得的服務計入相關成本或費用，並相應計入負債。在相關負債結算前的每個資產負債表日以及結算日，對負債的公允價值重新計量，其變動計入當期損益。

The Company amends the terms and conditions of a cash-settled share-based payment agreement to make it become an equity-settled share-based payment. At the date of amendment (whether occurring during or after the end of a vesting period), the Company measures the equity-settled share-based payment at the fair value of the equity instruments at the grant date by including the acquired services in capital reserves and derecognising the liability recognised for the cash-settled share-based payment on the date of amendment, where the difference is recognised in profit or loss for the current period. If a vesting period is extended or shortened as a result of the amendment, the Company will account for in accordance with the amended vesting period.

本公司修改以現金結算的股份支付協議中的條款和條件，使其成為以權益結算的股份支付的，在修改日(無論發生在等待期內還是等待期結束後)，本公司按照所授予權益工具當日的公允價值計量以權益結算的股份支付，將已取得的服務計入資本公積，同時終止確認以現金結算的股份支付在修改日已確認的負債，兩者之間的差額計入當期損益。如果由於修改延長或縮短了等待期，本公司按照修改後的等待期進行會計處理。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXV) Revenue

(二十五)收入

1. *Accounting policies for revenue recognition and measurement*

1、收入確認和計量所採用的會計政策

The Company recognises revenue when the performance obligation in a contract is fulfilled, that is, the customer obtains control over relevant goods or services. Control over a good or service refers to the ability to direct the use of the good or service, and obtain substantially all of the benefits from the good or service.

本公司在履行了合同中的履約義務,即在客戶取得相關商品或服務控制權時確認收入。取得相關商品或服務控制權,是指能夠主導該商品或服務的使用並從中獲得幾乎全部的經濟利益。

If a contract contains two or more performance obligations, at the commencement of the contract, the Company allocates the transaction price into each individual performance obligation according to the relative proportion of each individual selling price of goods or services committed by individual performance obligation, and recognises the revenue according to the transaction price allocated to each individual performance obligation.

合同中包含兩項或多項履約義務的,本公司在合同開始日,按照各單項履約義務所承諾商品或服務的單獨售價的相對比例,將交易價格分攤至各單項履約義務。本公司按照分攤至各單項履約義務的交易價格計量收入。

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties and those expected to be refunded to the customer. The Company considers the terms of the contract and its customary business practices to determine the transaction price. When determining the transaction price, the Company considers the effects of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer. The Company determines the transaction price that includes variable considerations based on the amount not exceeding the revenue accumulatively recognised which is not likely to be significantly reversed when the relevant uncertainty disappears. Where there are significant financing elements in the contract, the Company determines the transaction price based on the amount payable by the assumption that the customer will pay in cash when he/she obtains control over the promised goods or services. The difference between the transaction price and the amount of contract consideration is amortised using an effective interest method over the contract term.

交易價格是指本公司因向客戶轉讓商品或服務而預期有權收取的對價金額,不包括代第三方收取的款項以及預期將退還給客戶的款項。本公司根據合同條款,結合其以往的習慣做法確定交易價格,並在確定交易價格時,考慮可變對價、合同中存在的重大融資成分、非現金對價、應付客戶對價等因素的影響。本公司以不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額確定包含可變對價的交易價格。合同中存在重大融資成分的,本公司按照假定客戶在取得商品或服務控制權時即以現金支付的應付金額確定交易價格,並在合同期間內採用實際利率法攤銷該交易價格與合同對價之間的差額。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXV) Revenue (Continued)

(二十五)收入(續)

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

1、*收入確認和計量所採用的會計政策(續)*

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

滿足下列條件之一的，屬於在某一時段內履行履約義務，否則，屬於在某一時點履行履約義務：

- At the same time when the Company fulfills the obligation, the customer immediately obtains and consumes the economic benefits brought about by the Company's performance.
- 客戶在本公司履約的同時即取得並消耗本公司履約所帶來的經濟利益。
- The customer can control the goods under construction in the course of the Company's performance.
- 客戶能夠控制本公司履約過程中在建的商品。
- Goods produced in the course of the Company's performance are irreplaceable. In addition, during the entire contract period, the Company has the right to collect the payments for the cumulatively completed parts of performance.
- 本公司履約過程中所產出的商品具有不可替代用途，且本公司在整個合同期內有權就累計至今已完成的履約部分收取款項。

For a contractual obligation per formed within a certain period of time, the Company recognises revenue by the progress in performance over that period of time, except where the progress cannot be reasonably determined. The Company considers the nature of the goods or services and adopts the output method or the input method to determine the progress in performance. If the progress in performance cannot be reasonably determined, but the incurred costs are expected to be compensated, the Company should recognise revenue on the basis of the incurred costs till the progress in performance can be reasonably determined.

對於在某一時段內履行的履約義務，本公司在該段時間內按照履約進度確認收入，但是，履約進度不能合理確定的除外。本公司考慮商品或服務的性質，採用產出法或投入法確定履約進度。當履約進度不能合理確定時，已經發生的成本預計能夠得到補償的，本公司按照已經發生的成本金額確認收入，直到履約進度能夠合理確定為止。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXV) Revenue (Continued)

(二十五)收入(續)

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

1、*收入確認和計量所採用的會計政策(續)*

For a contractual obligation performed at a certain point in time, the Company recognises revenue when the customer obtains control over relevant goods or services. In determining whether the customer has obtained control over the goods or services, the Company considers the following indications:

對於在某一時點履行的履約義務,本公司在客戶取得相關商品或服務控制權時點確認收入。在判斷客戶是否已取得商品或服務控制權時,本公司考慮下列跡象:

- The Company enjoys the present right to receive payment for the goods or services, that is, the customer has the present obligation to pay for the goods or services.
- 本公司就該商品或服務享有現時收款權利,即客戶就該商品或服務負有現時付款義務。
- The Company has transferred the legal ownership of the goods to the customer, that is, the customer has obtained the legal ownership of the goods.
- 本公司已將該商品的法定所有權轉移給客戶,即客戶已擁有該商品的法定所有權。
- The Company has physically transferred the goods to the customer, that is, the customer has physically taken possession of the goods.
- 本公司已將該商品實物轉移給客戶,即客戶已實物佔有該商品。
- The Company has transferred the main risks and rewards in the ownership of the goods to the customer, that is, the customer has obtained the main risks and rewards in the ownership of the goods.
- 本公司已將該商品所有權上的主要風險和報酬轉移給客戶,即客戶已取得該商品所有權上的主要風險和報酬。
- The customer has accepted the goods or services.
- 客戶已接受該商品或服務等。

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

本公司根據在向客戶轉讓商品或服務前是否擁有對該商品或服務的控制權,來判斷從事交易時本公司的身份是主要責任人還是代理人。本公司在向客戶轉讓商品或服務前能夠控制該商品或服務的,本公司為主要責任人,按照已收或應收對價總額確認收入;否則,本公司為代理人,按照預期有權收取的佣金或手續費的金額確認收入。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXV) Revenue (Continued)

(二十五)收入(續)

2. *Revenue recognition methods and measurement approaches disclosed by business type*

2、*按照業務類型披露具體收入確認方式及計量方法*

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

(1) 本公司銷售商品收入的確認標準及確認時間的具體判斷方法：

The Company's sales model is divided into direct sales to domestic customers and direct sales to foreign customers. The Company's revenue from domestic sales of goods is recognised when the goods are delivered and accepted by the counterparty. The Company's revenue from external sales of goods is recognised when the goods have been declared at customs and the charter party bills of lading has been obtained.

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

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

(2) 關於本公司銷售商品收入相應的業務特點分析和介紹

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

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

(XXVI) Contract costs

(二十六) 合同成本

Contract costs comprise contract performance costs and contract acquisition costs.

合同成本包括合同履約成本與合同取得成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXVI) Contract costs (Continued)

(二十六) 合同成本(續)

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

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

- The cost is directly related to a current or expected contract.
- 該成本與一份當前或預期取得的合同直接相關。
- The cost increases the resources of the Company to fulfill its performance obligations in the future.
- 該成本增加了本公司未來用於履行履約義務的資源。
- The cost is expected to be recovered.
- 該成本預期能夠收回。

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

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

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

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

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

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

1. The remaining consideration expected to be obtained by the transfer of goods or services related to the asset;
1、 因轉讓與該資產相關的商品或服務預期能夠取得的剩餘對價;
2. The cost expected to be incurred for the transfer of the relevant goods or services.
2、 為轉讓該相關商品或服務估計將要發生的成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXVI) Contract costs (Continued)

If the above-mentioned excess is higher than the book value of such assets as a result of any subsequent change of impairment factors in the previous period, the provision for impairment of assets previously made shall be reversed and included in profit or loss for the period as incurred to the extent the book value of the reversed asset shall not exceed the book value of the asset on the date of the reverse assuming no provision for impairment is made.

(二十六) 合同成本(續)

以前期間減值的因素之後發生變化，使得前述差額高於該資產賬面價值的，本公司轉回原已計提的減值準備，並計入當期損益，但轉回後的資產賬面價值不超過假定不計提減值準備情況下該資產在轉回日的賬面價值。

(XXVII) Government grants

(二十七) 政府補助

1. Types

1、類型

Government grants are monetary assets and nonmonetary assets obtained by the Company from the government for free, and are divided into government grants related to assets and government grants related to revenue.

政府補助，是本公司從政府無償取得的貨幣性資產或非貨幣性資產，分為與資產相關的政府補助和與收益相關的政府補助。

Government grants related to assets are those obtained by the Company for the purposes of acquisition, construction or otherwise forming a long-term asset. Government grants related to revenue refer to the government grants other than those related to assets.

與資產相關的政府補助，是指本公司取得的、用於購建或以其他方式形成長期資產的政府補助。與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。

The specific criteria for classifying government grants as asset-related are: government documents specify that the grants are for long-term assets obtained, acquired or constructed or otherwise formed by the enterprise.

本公司將政府補助劃分為與資產相關的具體標準為：政府文件明確規定補助對象為企業取得、購建或以其他方式形成的長期資產。

The specific criteria for classifying government grants as revenue-related are: government documents specify that the grants are for expenses or losses.

本公司將政府補助劃分為與收益相關的具體標準為：政府文件明確規定補助對象為費用支出或損失。

If government documents do not specify the target of the subsidy, basis of determination for asset-related government grants or revenue-related government grants are: the Company classifies government grants as a whole as revenue-related government grants and includes them in current profit or loss, or recognises them as current revenue in installments over the project period, depending on the circumstances.

對於政府文件未明確規定補助對象的，本公司將該政府補助劃分為與資產相關或與收益相關的判斷依據為：本公司將政府補助整體歸類為與收益相關的政府補助，視情況不同計入當期損益，或者在項目期內分期確認為當期收益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXVIII) Government grants (Continued)

(二十八) 政府補助(續)

2. *Timing for recognition*

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

2、*確認時點*

政府補助在本公司能夠滿足其所附的條件並且能夠收到時,予以確認。

3. *Accounting treatment*

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

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

3、*會計處理*

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

與收益相關的政府補助,用於補償本公司以後期間的相關成本費用或損失的,確認為遞延收益,並在確認相關成本費用或損失的期間,計入當期損益(與本公司日常活動相關的,計入其他收益;與本公司日常活動無關的,計入營業外收入)或沖減相關成本費用或損失;用於補償本公司已發生的相關成本費用或損失的,直接計入當期損益(與本公司日常活動相關的,計入其他收益;與本公司日常活動無關的,計入營業外收入)或沖減相關成本費用或損失。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXVII) Government grants (Continued)

(二十七) 政府補助(續)

3. *Accounting treatment (Continued)*

3、*會計處理(續)*

The interest subsidies for policy-related preferential loans obtained by the Company are divided into two types and subject to accounting treatment separately:

本公司取得的政策性優惠貸款貼息,區分以下兩種情況,分別進行會計處理:

(1) Where the interest subsidies are appropriated from the fiscal funds to the lending bank and then the bank provides loans to Company at a policy-based preferential interest rate, the Company will recognise the amount of borrowings received as the initial value and calculate the borrowing costs according to the principal amount and the policy-based preferential interest rate.

(1) 財政將貼息資金撥付給貸款銀行,由貸款銀行以政策性優惠利率向本公司提供貸款的,本公司以實際收到的借款金額作為借款的入賬價值,按照借款本金和該政策性優惠利率計算相關借款費用。

(2) Where the interest subsidies are paid directly to the Company, the Company will use such interest subsidies to offset the corresponding borrowing costs.

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

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

(二十八) 遞延所得稅資產和遞延所得稅負債

Income tax comprises current and deferred income tax. Current income tax and deferred income tax are recognised in current profit or loss except to the extent that they relate to a business combination or items included directly in equity (including other comprehensive income).

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(二十八) 遞延所得稅資產和遞延所得稅負債(續)

Deferred income tax assets and deferred income tax liabilities are calculated and recognised based on the differences (temporary differences) between the tax bases and the carrying amount of assets and liabilities.

遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值的差額(暫時性差異)計算確認。

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

對於可抵扣暫時性差異確認遞延所得稅資產,以未來期間很可能取得的用來抵扣可抵扣暫時性差異的應納稅所得額為限。對於能夠結轉以後年度的可抵扣虧損和稅款抵減,以很可能獲得用來抵扣可抵扣虧損和稅款抵減的未來應納稅所得額為限,確認相應的遞延所得稅資產。

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

對於應納稅暫時性差異,除特殊情況外,確認遞延所得稅負債。

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

不確認遞延所得稅資產或遞延所得稅負債的特殊情況包括:

- the initial recognition of the goodwill;
- 商譽的初始確認;
- Other transactions or matters other than business combinations in which neither profit nor taxable income (or deductible loss) will be affected when transactions occur, and initial recognition of assets and liabilities that do not result in taxable temporary differences and deductible temporary differences in equal amounts.
- 既不是企業合併、發生時也不影響會計利潤和應納稅所得額(或可抵扣虧損),且初始確認的資產和負債未導致產生等額應納稅暫時性差異和可抵扣暫時性差異的交易或事項。

Deferred income tax liabilities are recognised for taxable temporary differences relating to the investments in subsidiaries, associates and joint ventures, except where the Company is able to control the timing of the reversal of the temporary difference, and it is probable that the temporary difference will not be reversed in the foreseeable future. When it is probable that the temporary differences relating to the investments in subsidiaries, associates and joint ventures will be reversed in the foreseeable future and that taxable income is likely to be obtained in the future to offset the deductible temporary differences, deferred income tax assets will be recognised.

對與子公司、聯營企業及合營企業投資相關的應納稅暫時性差異,確認遞延所得稅負債,除非本公司能夠控制該暫時性差異轉回的時間且該暫時性差異在可預見的未來很可能不會轉回。對與子公司、聯營企業及合營企業投資相關的可抵扣暫時性差異,當該暫時性差異在可預見的未來很可能轉回且未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額時,確認遞延所得稅資產。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(二十八) 遞延所得稅資產和遞延所得稅負債(續)

On the balance sheet date, deferred income tax assets and deferred income tax liabilities are measured at the applicable tax rates during the period when the relevant assets are expected to be recovered or the relevant liabilities are expected to be settled in accordance with the provisions of the tax law.

資產負債表日，對於遞延所得稅資產和遞延所得稅負債，根據稅法規定，按照預期收回相關資產或清償相關負債期間的適用稅率計量。

The carrying amount of a deferred income tax asset is reviewed on the balance sheet date, and is reduced when sufficient taxable income is not likely to be obtained in future periods to offset the benefit of deferred income tax assets. Such reduction will be reversed when sufficient taxable income is likely to be obtained.

資產負債表日，本公司對遞延所得稅資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

When the Company has a legal right to set-off and intends either to settle on a net basis or to acquire the income tax asset and settle the income tax liability simultaneously, current income tax assets and current income tax liabilities shall be presented as the net amount after offsetting.

當擁有以淨額結算的法定權利，且意圖以淨額結算或取得資產、清償負債同時進行時，當期所得稅資產及當期所得稅負債以抵銷後的淨額列報。

On the balance sheet date, deferred income tax assets and deferred income tax liabilities are presented in their net amount after offsetting when all of the following conditions are met:

資產負債表日，遞延所得稅資產及遞延所得稅負債在同時滿足以下條件時以抵銷後的淨額列示：

- When the taxable entity has the legal right to set off current income tax assets and current income tax liabilities on a net basis;

- 納稅主體擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利；

- When the deferred income tax assets and deferred income tax liabilities are related to income tax to be paid by the same entity liable to pay tax to the same tax authority, or related to different entities liable to pay tax but the relevant entities intend to settle on a net basis or to acquire the income tax assets and settle the income tax liabilities simultaneously in the future period in which significant deferred income tax assets and liabilities would be reversed.

- 遞延所得稅資產及遞延所得稅負債是與同一稅收征管部門對同一納稅主體徵收的所得稅相關或者是對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease

(二十九)租賃

A lease is a contract that conveys the right to use an asset for a period of time in exchange for consideration. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of one or more identified asset(s) for a period of time in exchange for consideration.

For a contract that contains multiple separate lease, the Company separates and accounts for each lease component as a lease separately. For a contract that contains lease and non-lease components, the lessee and lessor separates the lease and non-lease components.

租賃,是指在一定期間內,出租人將資產的使用權讓與承租人以獲取對價的合同。在合同開始日,本公司評估合同是否為租賃或者包含租賃。如果合同中一方讓渡了在一定期間內控制一項或多項已識別資產使用的權利以換取對價,則該合同為租賃或者包含租賃。

合同中同時包含多項單獨租賃的,本公司將合同予以分拆,並分別各項單獨租賃進行會計處理。合同中同時包含租賃和非租賃部分的,承租人和出租人將租賃和非租賃部分進行分拆。

1. The Company as a lessee

1、本公司作為承租人

(1) Right-of-use assets

(1) 使用權資產

At the commencement date of lease term, the Company recognises right-of-use assets for leases (excluding short-term leases and leases of low-value assets). Right-of-use assets are measured initially at cost. Such cost comprises:

在租賃期開始日,本公司對除短期租賃和低價值資產租賃以外的租賃確認使用權資產。使用權資產按照成本進行初始計量。該成本包括:

- The amount of the initial measurement of lease liability;
- 租賃負債的初始計量金額;
- Lease payments made at or before the inception of the lease less any lease incentives already received (if there is a lease incentive);
- 在租賃期開始日或之前支付的租賃付款額,存在租賃激勵的,扣除已享受的租賃激勵相關金額;
- Initial direct costs incurred by the Company;
- 本公司發生的初始直接費用;
- The costs of the Company expected to be incurred for dismantling and removing the leased asset, restoring the site on which the leased asset is located or restoring it to the condition as agreed in the terms of the lease, except those incurred for the production of inventories.
- 本公司為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本,但不包括屬於為生產存貨而發生的成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

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

1、本公司作為承租人(續)

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

(1) 使用權資產(續)

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

本公司後續採用直線法對使用權資產計提折舊。對能夠合理確定租賃期屆滿時取得租賃資產所有權的，本公司在租賃資產剩餘使用壽命內計提折舊；否則，租賃資產在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。

The Company determines whether the right-of use assets have been impaired in accordance with the principles described in the note "III. (XIX) Impairment of long-term assets" and conducts accounting treatment for impairment loss identified.

本公司按照本附註「三、(十九)長期資產減值」所述原則來確定使用權資產是否已發生減值，並對已識別的減值損失進行會計處理。

(2) Lease liabilities

(2) 租賃負債

At the commencement date of lease term, the Company recognises lease liabilities for leases (excluding short-term leases and leases of low-value assets). Lease liabilities are initially measured based on the present value of outstanding lease payments. Lease payments include:

在租賃期開始日，本公司對除短期租賃和低價值資產租賃以外的租賃確認租賃負債。租賃負債按照尚未支付的租賃付款額的現值進行初始計量。租賃付款額包括：

- Fixed payments (including in-substance fixed payments), less any lease incentives (if there is a lease incentive);
- 固定付款額(包括實質固定付款額)，存在租賃激勵的，扣除租賃激勵相關金額；
- Variable lease payment that are based on an index or a rate;
- 取決於指數或比率的可變租賃付款額；

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

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

1、本公司作為承租人(續)

(2) Lease liabilities (Continued)

(2) 租賃負債(續)

- Amounts expected to be payable under the guaranteed residual value provided by the Company;
- 根據公司提供的擔保餘值預計應支付的款項;
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option;
- 購買選擇權的行權價格,前提是公司合理確定將行使該選擇權;
- Payments for terminating the lease option, if the lease term reflects that the Company will exercise that option.
- 行使終止租賃選擇權需支付的款項,前提是租賃期反映出公司將行使終止租賃選擇權。

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

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

The Company shall calculate the interest expenses of lease liabilities over each period of the lease term at the fixed periodic interest rate, and include such expenses into current profit or loss or cost of relevant assets.

本公司按照固定的周期性利率計算租賃負債在租賃期內各期間的利息費用,並計入當期損益或相關資產成本。

Variable lease payments not included in the measurement of lease liabilities are included into current profit or loss or cost of relevant assets when actually incurred.

未納入租賃負債計量的可變租賃付款額在實際發生時計入當期損益或相關資產成本。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

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

1、*本公司作為承租人(續)*

(2) Lease liabilities (Continued)

(2) 租賃負債(續)

After the commencement date of lease term, the Company re-measures the lease liabilities and adjusts the corresponding right-of-use assets under the following circumstances. If the carrying value of the right-of-use assets has been reduced to zero, and the lease liabilities still need to be further reduced, the difference is included into current profit or loss:

在租賃期開始日後，發生下列情形的，本公司重新計量租賃負債，並調整相應的使用權資產，若使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，將差額計入當期損益：

- When there in a change in the assessment results of the purchase, extension or termination option, or when the actual exercise of the aforementioned options is inconsistent with the original assessment results, the Company remeasures the lease liabilities in accordance with the lease payments after changes and the present value calculated using the revised discount rate;

- 當購買選擇權、續租選擇權或終止選擇權的評估結果發生變化，或前述選擇權的實際行權情況與原評估結果不一致的，本公司按變動後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債；

- When there is a change in substantial fixed payments, the amount expected to be payable under the guaranteed residual value or the index or rate used to determine lease payments, the Company remeasures the lease liabilities in accordance with the lease payments after changes and the present value calculated using the initial discount rate. However, if the change in lease payments is due to a change in a floating interest rate, a revised discount rate is used for the calculation of present value.

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

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

1、本公司作為承租人(續)

(3) Short-term leases and leases of low-value assets

The Company chooses not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low-value assets, and includes the relevant lease payments into current profit or loss or cost of relevant assets over each period of the lease term on a straight-line basis. Short-term leases refer to leases with a lease term of not more than 12 months from the commencement date of lease term and excluding a purchase option. Leases of low-value assets refer to leases that the single underlying asset, when is new, is of low value. Where the Company subleases or expects to sublease a leased asset, the original lease is not a lease of low value asset.

(3) 短期租賃和低價值資產租賃

本公司選擇對短期租賃和低價值資產租賃不確認使用權資產和租賃負債,將相關的租賃付款額在租賃期內各個期間按照直線法計入當期損益或相關資產成本。短期租賃,是指在租賃期開始日,租賃期不超過12個月且不包含購買選擇權的租賃。低價值資產租賃,是指單項租賃資產為全新資產時價值較低的租賃。公司轉租或預期轉租租賃資產的,原租賃不屬於低價值資產租賃。

(4) Lease change

The Company will account for the lease change as a separate lease if the lease changes and meets the following conditions:

- The lease change expands the scope of lease by increasing the rights to use one or more leased assets;
- The increased consideration and the individual price of the expanded part of the lease are equivalent to the amount adjusted for the contract.

If the lease change is not accounted for as a separate lease, the Company shall re-allocate the consideration of a changed contract, redetermine the lease term, and remeasure the lease liabilities in accordance with the lease payments after changes and the present value calculated using the revised discount rate on the effective date of the lease change.

(4) 租賃變更

租賃發生變更且同時符合下列條件的,公司將該租賃變更作為一項單獨租賃進行會計處理:

- 該租賃變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍;
- 增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

租賃變更未作為一項單獨租賃進行會計處理的,在租賃變更生效日,公司重新分攤變更後合同的對價,重新確定租賃期,並按照變更後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

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

1、本公司作為承租人(續)

(4) Lease change (Continued)

(4) 租賃變更(續)

If the lease change results in a narrower lease or a shorter lease term, the Company reduces the carrying value of the right-of-use asset accordingly, and includes the gains or losses related to partial or complete termination of the leases into current profit or loss. For other lease change that cause the lease liabilities to be remeasured, the Company adjusts the carrying value of the right-of-use assets accordingly.

租賃變更導致租賃範圍縮小或租賃期縮短的，本公司相應調減使用權資產的賬面價值，並將部分終止或完全終止租賃的相關利得或損失計入當期損益。其他租賃變更導致租賃負債重新計量的，本公司相應調整使用權資產的賬面價值。

2. *The Company as a lessor*

2、本公司作為出租人

At the commencement date of lease term, the Company classifies leases as financing leases and operating leases. A financing lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset, irrespective of whether the ownership of the asset is eventually transferred. An operating lease is a lease other than a finance lease. As a sub-leasing lessor, the Company classifies the sub-leases based on the right-of-use assets of the original leases.

在租賃開始日，本公司將租賃分為融資租賃和經營租賃。融資租賃，是指無論所有權最終是否轉移，但實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬的租賃。經營租賃，是指除融資租賃以外的其他租賃。本公司作為轉租出租人時，基於原租賃產生的使用權資產對轉租賃進行分類。

(1) Accounting treatment of operating leases

(1) 經營租賃會計處理

The lease payments derived from operating leases are recognised as rental income on a straight-line basis over the respective lease term. Initial direct costs relating to operating leases to be incurred by the Company shall be capitalised and then included into the current profit or loss by stages at the same base as the recognition of rental income over the lease term. The variable lease payments not included in the measurement of lease payments shall be recognised in profit or loss in the period in which they are occurred. Where there is a modification in an operating lease, the Company accounts for it as a new lease from the effective date of the modification, and the amount of lease receipts received in advance or receivable relating to the premodification lease is treated as receipts under the new lease.

經營租賃的租賃收款額在租賃期內各個期間按照直線法確認為租金收入。本公司將發生的與經營租賃有關的初始直接費用予以資本化，在租賃期內按照與租金收入確認相同的基礎分攤計入當期損益。未計入租賃收款額的可變租賃付款額在實際發生時計入當期損益。經營租賃發生變更的，公司自變更生效日起將其作為一項新租賃進行會計處理，與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

2. *The Company as a lessor (Continued)*

2、本公司作為出租人(續)

(2) Accounting treatment of financing leases

(2) 融資租賃會計處理

At the commencement date of lease term, the Company recognises financing lease receivable for financing leases and derecognises the underlying assets. The Company initially measures financing lease receivable in the amount of net investment in the lease. Net investment in the lease is the sum of present value of unguaranteed residual value and the lease payments receivable at the commencement date of lease term, discounted at the interest rate implicit in the lease.

在租賃開始日，本公司對融資租賃確認應收融資租賃款，並終止確認融資租賃資產。本公司對應收融資租賃款進行初始計量時，將租賃投資淨額作為應收融資租賃款的入賬價值。租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。

The Company calculates and recognises interest income in each period during the lease term, based on a constant periodic interest rate. The derecognition and impairment of financing lease receivable are accounted for in accordance with the note "III. (X) Financial instruments".

本公司按照固定的周期性利率計算並確認租賃期內各個期間的利息收入。應收融資租賃款的終止確認和減值按照本附註「三、(十)金融工具」進行會計處理。

Variable lease payments not included in the measurement of the net investment in the lease are included in profit or loss in the period in which they are occurred.

未納入租賃投資淨額計量的可變租賃付款額在實際發生時計入當期損益。

When a financial lease is changed and the following conditions are simultaneously met, the Company accounts for the lease change as a separate lease:

融資租賃發生變更且同時符合下列條件的，本公司將該變更作為一項單獨租賃進行會計處理：

- The change expands the scope of lease by adding the right to use one or more leased assets;
- 該變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍；
- The increased consideration and the individual price of the expanded part of the lease are equivalent to the amount adjusted for the contract.
- 增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

2. *The Company as a lessor (Continued)*

2、本公司作為出租人(續)

(2) Accounting treatment of financing leases (Continued)

(2) 融資租賃會計處理(續)

Where a change in a financial lease is not accounted for as a separate lease, the Company deals with the lease after the change according to the following situations:

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

- In case where the lease would have been classified as an operating lease assuming the modification became effective at the commencement date of the lease, the Company accounts for it as a new lease from the effective date of the modification and the net investment in the lease prior to the effective date of the modification is taken as the carrying amount of the leased assets;

- 假如變更在租賃開始日生效,該租賃會被分類為經營租賃的,本公司自租賃變更生效日開始將其作為一項新租賃進行會計處理,並以租賃變更生效日前的租賃投資淨額作為租賃資產的賬面價值;

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

- 假如變更在租賃開始日生效,該租賃會被分類為融資租賃的,本公司按照本附註「三、(十)金融工具」關於修改或重新議定合同的政策進行會計處理。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXIX) Lease (Continued)

(二十九)租賃(續)

3. *Sale and leaseback transactions*

3、*售後租回交易*

The Company determines whether the asset transfer in the sale and leaseback transaction is a sale in accordance with the principles described in notes "III. (XXV) Revenue".

公司按照本附註「三、(二十五)收入」所述原則評估確定售後租回交易中的資產轉讓是否屬於銷售。

(1) As a lessee

(1) 作為承租人

If the asset transfer in the sale and leaseback transaction is a sale, the Company, as a lessee, measures the right-of-use assets formed by the sale and leaseback based on the part of the book value of the original assets related to the use rights obtained from the leaseback, and recognise relevant gains or losses only for the right transferred to the lessor; After the commencement date of lease term, the subsequent measurement of the right-of-use asset and lease liability, as well as lease modifications are detailed in Note "III. (XXIX) Leases 1. The Company as a lessee". When conducting subsequent measurement of the lease liability arising from a sale and leaseback transaction, the Company confirms that the method for determining either the lease payment amount or the modified lease payment amount will not result in recognizing gains or losses related to the right-of-use obtained from the leaseback. If the transfer of assets in the sale and leaseback transaction is not a sale, the Company, as a lessee, continues to recognise the transferred assets and recognises a financial liability equal to the transfer income. For details of accounting treatment for financial liabilities, please see note "III. (X) Financial instruments".

售後租回交易中的資產轉讓屬於銷售的,公司作為承租人按原資產賬面價值中與租回獲得的使用權有關的部分,計量售後租回所形成的使用權資產,並僅就轉讓至出租人的權利確認相關利得或損失;在租賃期開始日後,使用權資產和租賃負債的後續計量及租賃變更詳見本附註「三、(二十九)租賃1、本公司作為承租人」。在對售後租回所形成的租賃負債進行後續計量時,公司確定租賃付款額或變更後租賃付款額的方式不會導致確認與租回所獲得的使用權有關的利得或損失。售後租回交易中的資產轉讓不屬於銷售的,公司作為承租人繼續確認被轉讓資產,同時確認一項與轉讓收入等額的金融負債。金融負債的會計處理詳見本附註「三、(十)金融工具」。

(2) As a lessor

(2) 作為出租人

If the transfer of assets in the sale and leaseback transaction is a sale, the Company, as a lessor, accounts for asset purchase, and accounts for asset lease in accordance with policies in the aforementioned "2. The Company as a lessor"; if the transfer of assets in the sale and leaseback transaction is not a sale, the Company, as a lessor, does not recognise the transferred assets, but recognises a financial asset equal to the transfer income. For details of accounting treatment for financial assets, please see note "III. (X) Financial instruments".

售後租回交易中的資產轉讓屬於銷售的,公司作為出租人對資產購買進行會計處理,並根據前述「2、本公司作為出租人」的政策對資產出租進行會計處理;售後租回交易中的資產轉讓不屬於銷售的,公司作為出租人不確認被轉讓資產,但確認一項與轉讓收入等額的金融資產。金融資產的會計處理詳見本附註「三、(十)金融工具」。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXX) Hedge Accounting

(三十) 套期會計

1. *Classification of hedging*

1、*套期保值的分類*

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

(1) 公允價值套期，是指對已確認資產或負債，尚未確認的確定承諾(除外匯風險外)的公允價值變動風險進行的套期。

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

(2) 現金流量套期，是指對現金流量變動風險進行的套期，此現金流量變動源於與已確認資產或負債、很可能發生的預期交易有關的某類特定風險，或一項未確認的確定承諾包含的外匯風險。

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

(3) 境外經營淨投資套期，是指對境外經營淨投資外匯風險進行的套期。境外經營淨投資，是指企業在境外經營淨資產中的權益份額。

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

2、*套期關係的指定及套期有效性的認定*

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

在套期關係開始時，本公司對套期關係有正式的指定，並準備了關於套期關係、風險管理目標和套期策略的正式書面文件。該文件載明了套期工具性質及其數量、被套期項目性質及其數量、被套期風險的性質、套期類型、以及本公司對套期工具有效性的評估。套期有效性，是指套期工具的公允價值或現金流量變動能夠抵銷被套期風險引起的被套期項目公允價值或現金流量變動的程度。

The hedge is assessed by the Company for effectiveness on an ongoing basis and judged whether it meets the requirements for the effectiveness of using hedge accounting throughout the accounting periods for which the hedging relationship was designated. Provided the discontent of the requirements, the application of a hedge shall be terminated.

本公司持續地對套期有效性進行評價，判斷該套期在套期關係被指定的會計期間內是否滿足運用套期會計對於有效性的要求。如果不滿足，則終止運用套期關係。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXX) Hedge Accounting (Continued)

(三十) 套期會計(續)

2. *Designation of the hedge relationship and recognition of the effectiveness of hedging (Continued)*

2、*套期關係的指定及套期有效性的認定(續)*

The application of hedge accounting shall meet the following requirements on the effectiveness of the hedge:

運用套期會計,應當符合下列套期有效性的要求:

(1) There is an economic relationship between the hedged item and the hedging instrument.

(1) 被套期項目與套期工具之間存在經濟關係。

(2) The effect of credit risk does not dominate the value changes that result from that economic relationship.

(2) 被套期項目與套期工具經濟關係產生的價值變動中,信用風險的影響不佔主導地位。

(3) The appropriate hedge ratio will not cause the imbalance of relative weight between the hedged item and the hedging instrument, thus generating accounting results inconsistent with the hedge accounting objectives. If the hedge ratio is no longer inappropriate, but the hedge risk management objectives do not change, the amount of the hedged item or the hedging instrument shall be adjusted, so that the hedge ratio can re-meet the requirements on the effectiveness.

(3) 採用適當的套期比率,該套期比率不會形成被套期項目與套期工具相對權重的失衡,從而產生與套期會計目標不一致的會計結果。如果套期比率不再適當,但套期風險管理目標沒有改變的,應當對被套期項目或套期工具的數量進行調整,以使得套期比率重新滿足有效性的要求。

3. *Criteria for hedge accounting*

3、*套期會計處理方法*

(1) Fair value hedges

(1) 公允價值套期

The change in the fair value of a hedging derivative is recognised in the current profit or loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as a part of the carrying amount of the hedged item and is also recognised in the current profit or loss.

套期衍生工具的公允價值變動計入當期損益。被套期項目的公允價值因套期風險而形成的變動,計入當期損益,同時調整被套期項目的賬面價值。

For fair value hedges relating to financial instruments carried at amortised cost, the adjustment to carrying amount is amortised through the current profit or loss over the remaining term to maturity. Any adjustment to the carrying amount of a hedged financial instrument for which the effective interest method is used is amortised to the current profit or loss. Amortisation may begin as soon as an adjustment exists and shall begin no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

就與按攤餘成本計量的金融工具有關的公允價值套期而言,對被套期項目賬面價值所作的調整,在調整日至到期日之間的剩餘期間內進行攤銷,計入當期損益。按照實際利率法的攤銷可於賬面價值調整後隨即開始,並不得晚於被套期項目終止針對套期風險產生的公允價值變動而進行的調整。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXX) Hedge Accounting (Continued)

(三十) 套期會計(續)

3. *Criteria for hedge accounting (Continued)*

3、套期會計處理方法(續)

(1) Fair value hedges (Continued)

(1) 公允價值套期(續)

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

如果被套期項目終止確認,則將未攤銷的公允價值確認為當期損益。

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

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

(2) Cash flow hedges

(2) 現金流量套期

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXX) Hedge Accounting (Continued)

(廿) 套期會計(續)

3. *Criteria for hedge accounting (Continued)*

3、套期會計處理方法(續)

(2) Cash flow hedges (Continued)

If the forecast transaction or firm commitment is no longer expected to occur, the amounts previously recognised in other comprehensive income are transferred to the current profit or loss. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, the amounts previously recognised in other comprehensive income remain in there until the forecast transaction or firm commitment affects the current profit or loss.

(2) 現金流量套期(續)

如果預期交易或確定承諾預計不會發生,則以前計入其他綜合收益中的套期工具累計利得或損失轉出,計入當期損益。如果套期工具已到期、被出售、合同終止或已行使(但並未被替換或展期),或者撤銷了對套期關係的指定,則以前計入其他綜合收益的金額不轉出,直至預期交易或確定承諾影響當期損益。

(3) Hedges of a net investment in a foreign operation

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a similar way to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised in other comprehensive income while any gains or losses relating to the ineffective portion are recognised in the current profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to the current profit or loss.

(3) 境外經營淨投資套期

對境外經營淨投資的套期,包括作為淨投資的一部分的貨幣性項目的套期,其處理與現金流量套期類似。套期工具的利得或損失中被確定為有效套期的部分計入其他綜合收益,而無效套期的部分確認為當期損益。處置境外經營時,任何計入其他綜合收益的累計利得或損失轉出,計入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXI) Repurchase the shares of the Company

(二十一)回購本公司股份

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

本公司回購股份用於員工股權激勵，具體處理方法如下：

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

回購股份時，應當按照回購股份的全部支出作為庫存股處理，同時進行備查登記。

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXXII) Debt restructuring

(三十二)債務重組

1. *The Company as a creditor*

1、*本公司作為債權人*

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

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

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

以資產清償債務方式進行債務重組的,本公司初始確認受讓的非金融資產時,以成本計量。存貨的成本,包括放棄債權的公允價值和使該資產達到當前位置和狀態所發生的可直接歸屬於該資產的稅金、運輸費、裝卸費、保險費等其他成本。對聯營企業或合營企業投資的成本,包括放棄債權的公允價值和可直接歸屬於該資產的稅金等其他成本。投資性房地產的成本,包括放棄債權的公允價值和可直接歸屬於該資產的稅金等其他成本。固定資產的成本,包括放棄債權的公允價值和使該資產達到預定可使用狀態前所發生的可直接歸屬於該資產的稅金、運輸費、裝卸費、安裝費、專業人員服務費等其他成本。生物資產的成本,包括放棄債權的公允價值和可直接歸屬於該資產的稅金、運輸費、保險費等其他成本。無形資產的成本,包括放棄債權的公允價值和可直接歸屬於使該資產達到預定用途所發生的稅金等其他成本。將債務轉為權益工具方式進行的債務重組導致債權人將債權轉為對聯營企業或合營企業的權益性投資的,本公司按照放棄債權的公允價值和可直接歸屬於該資產的稅金等其他成本計量其初始投資成本。放棄債權的公允價值與賬面價值之間的差額計入當期損益。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXXII) Debt restructuring (Continued)

(三十二)債務重組(續)

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

1、*本公司作為債權人(續)*

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

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

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

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

2. *The Company as the debtor*

2、*本公司作為債務人*

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

本公司在債務的現時義務解除時終止確認債務。

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

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

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

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

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXXII) Debt restructuring (Continued)

(三十二)債務重組(續)

2. *The Company as the debtor (Continued)*

2、本公司作為債務人(續)

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

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

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

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

(XXXIII) Segment Reporting

(三十三)分部報告

The Company determines its operating segments based on its internal organizational structure, management requirements and internal reporting system, identifies reporting segment on the basis of operating segments, and discloses segment information.

本公司以內部組織結構、管理要求、內部報告制度為依據確定經營分部,以經營分部為基礎確定報告分部並披露分部信息。

An operating segment is a component of the Company that meets the following conditions simultaneously: (1) the component is able to generate revenues and incur expenses in its daily activities; (2) the Company's management is able to regularly evaluate the operating results of the component to make decisions on allocating resources and assessing performance; (3) the Company can obtain financial information regarding the financial position, operating results and cash flows of the component. Two or more operating segments with similar economic characteristics and meeting certain criteria may be aggregated into a single operating segment.

經營分部是指本公司內同時滿足下列條件的組成部分:(1)該組成部分能夠在日常活動中產生收入、發生費用;(2)本公司管理層能夠定期評價該組成部分的經營成果,以決定向其配置資源、評價其業績;(3)本公司能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。兩個或多個經營分部具有相似的經濟特徵,並且滿足一定條件的,則可合並為一個經營分部。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXXV) Critical accounting estimates and judgments

(三十四)主要會計估計及判斷

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

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

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

(1) 存貨的可變現淨值低於存貨的

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

存貨的可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。這些估計是按現行市場狀況及銷售類似性質產品的過往經驗而作出。在嚴重的行業周期中，存貨會因競爭對手的舉動而大幅變動。管理層將於報告日期重新估計。本公司存貨的賬面值披露於財務報表附註五、(六)。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXXV) Critical accounting estimates and judgments (Continued)

(三十四)主要會計估計及判斷(續)

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

The Company assesses whether there are any indicators of impairment for all non-financial assets (including investment in associates and the right-of-use assets) at the end of each reporting period. For intangible assets with indefinite useful lives, the impairment test is conducted at the end of each year or when there are indicators of impairment. Other non-financial assets are tested for impairment when there are indicators of impairment that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and the present value of the future cash flows expected to be derived from the asset. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When calculating the present value of the future cash flows expected to be derived from the asset, the management shall estimate the future cash flows expected to be derived from the asset or the group of assets, and select appropriate discount rate in calculation of the present value of cash flows.

(2) 非金融資產減值(存貨、生物資產、商譽除外)

本公司於各報告期末評估所有非金融資產(包括對聯營公司的投資及使用權資產)是否存在減值跡象。使用壽命不確定的無形資產每年末以及出現減值跡象的其他時間進行減值測試。其他非金融資產於減值跡象顯示資產的賬面價值可能無法收回時進行減值測試。當一項資產的賬面價值超過其可收回金額(公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者)時則存在減值。公允價值減去處置費用是根據來自類似資產或可觀察市價減出售資產之增量成本的公平交易的有約束力銷售交易的可用數據計算。當計算使用資產預計未來現金流量的現值時,管理層須估計資產或資產組產生的預期未來現金流量,並選用合適的貼現率計算現金流量的現值。

(3) Fair value measurements of biological assets

The management of the Group recognises the fair value less sales cost of biological assets at the end of the reporting period with reference to market pricing, species, growing environment, costs incurred and professional valuation. The Directors of the Company worked closely with qualified external valuers to select the appropriate valuation techniques and inputs for the model. The decision involves the application of significant judgments. If actual results differ from management's estimates, the relevant differences from the original estimates will affect the fair value changes in the current and future periods. Details of the carrying amounts and fair value measurements of the Company's biological assets are disclosed in Note V.(XI) to the financial statements.

(3) 生物資產的公允價值計量

本集團管理層經參考市場定價、品種、生長環境、已產生成本及專業估值,於報告期末確認生物資產公允價值減銷售成本。本公司董事與合格外聘評估師緊密合作,為該模式選擇適當的估值技術及輸入值。該決定涉及重大判斷的應用。若實際結果與管理層所作估計存在差異,與原有估計的有關差額將影響本期及未來期間的公允價值變動。有關本公司生物資產的賬面值及公允價值計量詳情披露於財務報表附註五、(十一)。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

(XXXIV) Critical accounting estimates and judgments (Continued)

(三十四)主要會計估計及判斷(續)

(4) Income tax and value-added tax

The Company is subject to various taxes in the PRC. Meanwhile, the Company enjoys various tax benefits in the PRC. For example, the Company is exempted from enterprise income tax for its operations engaging in primary processing for agricultural products and animal-husbandry and poultry feeding, and is exempted from value-added tax on its revenue from the sales of its own agricultural products. There are various transactions and calculations in the ordinary course of business that result in uncertainties as to the ultimate taxable income. The Company recognises the related tax based on best estimates. If the tax outcome of the matter differs from the initial recorded amount, such difference will affect the current profit or loss. In addition, the realisation of income tax and value-added taxes is dependent on the Company's capability to generate sufficient taxable income in the future. The aforesaid estimates, income tax rates and future profitability will result in adjustments to the value of tax assets and liabilities.

(4) 所得稅及增值稅

本公司在國內應繳納多種稅項。同時，本公司在中國享有多種稅收優惠，例如，本公司涉及的農產品初加工以及畜牧及家禽飼養業務免徵企業所得稅，出售自產農產品的收入免徵增值稅。在日常業務過程中存在多項交易及計算方式，導致不能準確確定最終應納稅所得額。本公司根據最佳估計確認相關稅項，若該事項的最終結果與初始記錄金額存在差異，則有關差額將影響當期損益。此外，所得稅及增值稅的變現取決於本公司日後是否具有產生足夠應納稅收入的能力。上述估計事項、所得稅稅率以及未來盈利能力將導致對稅項資產及負債價值作出調整。

(XXXV) Changes in significant accounting policies and estimates

(三十五)重要會計政策和會計估計的變更

1. Changes in significant accounting policies

1、重要會計政策變更

(1) Implementation of Accounting Standards for Business Enterprises Interpretation No.17

(1) 執行《企業會計準則解釋第17號》

The MOF issued the Accounting Standards for Business Enterprises Interpretation No. 17 (Cai Kuai [2023] No.21, hereinafter referred to as "Interpretation No. 17") on 25 October 2023.

財政部於2023年10月25日公布了《企業會計準則解釋第17號》(財會[2023]21號，以下簡稱「解釋第17號」)。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(三十五)重要會計政策和會計估計的變更(續)

1. Changes in significant accounting policies (Continued)

1、重要會計政策變更(續)

(1) Implementation of Accounting Standards for Business Enterprises Interpretation No.17 (Continued)

(1) 執行《企業會計準則解釋第17號》(續)

① Classification of Current and Non-current Liabilities

① 關於流動負債與非流動負債的劃分

Interpretation No. 17 specifies that:

解釋第17號明確:

- If a company does not have the substantive right to defer settlement of liabilities for more than one year after the balance sheet date, such liabilities shall be classified as current liabilities.

- 企業在資產負債表日沒有將負債清償推遲至資產負債表日後一年以上的實質性權利的,該負債應當歸類為流動負債。

- For liabilities arising from corporate loan arrangements, the right of a company to defer the settlement of liabilities to more than one year after the balance sheet date may depend on its performance of covenants as stipulated in the loan arrangement (hereinafter referred to as the covenants). A company, in determining whether or not it has a substantive right to defer settlement of the liability, shall only take into account the covenants that should have been complied with on or before the balance sheet date, and shall not take into account the covenants that should be complied with by the company after the balance sheet date.

- 對於企業貸款安排產生的負債,企業將負債清償推遲至資產負債表日後一年以上的權利可能取決於企業是否遵循了貸款安排中規定的條件(以下簡稱契約條件),企業在判斷其推遲債務清償的實質性權利是否存在時,僅應考慮在資產負債表日或者之前應遵循的契約條件,不應考慮企業在資產負債表日之後應遵循的契約條件。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(三十五)重要會計政策和會計估計的變更(續)

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

1、重要會計政策變更(續)

(1) Implementation of Accounting Standards for Business Enterprises Interpretation No.17 (Continued)

(1) 執行《企業會計準則解釋第17號》(續)

① Classification of Current and Non-current Liabilities (Continued)

① 關於流動負債與非流動負債的劃分(續)

- Settlement of a liability for the purpose of division of a liability based on liquidity means that the company discharges the liability by transferring cash, other economic resources (such as goods or services) or the company's own equity instruments to the counterparty. If the terms of the liability result in the company settling the liability by delivering its own equity instruments at the option of the counterparty, and if the company classifies the above option as an equity instrument and recognizes it separately as an equity component of a compound financial instrument in accordance with the requirements of the Accounting Standards for Business Enterprises No. 37 — Presentation of Financial Instruments, the terms of the liability shall not affect the liquidity classification of the liability.

- 對負債的流動性進行劃分時的負債清償是指，企業向交易對手方以轉移現金、其他經濟資源(如商品或服務)或企業自身權益工具的方式解除負債。負債的條款導致企業在交易對手方選擇的情況下通過交付自身權益工具進行清償的，如果企業按照《企業會計準則第37號 — 金融工具列報》的規定將上述選擇權分類為權益工具並將其作為複合金融工具的權益組成部分單獨確認，則該條款不影響該項負債的流動性劃分。

This provision is effective from 1 January 2024. When implementing this provision for the first time, a company shall make adjustments to the information for comparable period in accordance with this provision. The implementation of this provision has no significant impact on the financial condition and results of operation of the Company.

該解釋規定自2024年1月1日起施行，企業在首次執行該解釋規定時，應當按照該解釋規定對可比期間信息進行調整。執行該規定未對本公司財務狀況和經營成果產生重大影響。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(三十五)重要會計政策和會計估計的變更(續)

1. Changes in significant accounting policies (Continued)

1、重要會計政策變更(續)

(1) Implementation of Accounting Standards for Business Enterprises Interpretation No.17 (Continued)

(1) 執行《企業會計準則解釋第17號》(續)

② Disclosures Regarding Suppliers Financing Arrangements

② 關於供應商融資安排的披露

Interpretation No. 17 specifies that a company in making disclosure in notes shall summarize and disclose information about supplier financing arrangements, to assist users of the statements in assessing the impact of these arrangements on the liabilities, cash flows and exposure to liquidity risk of the company. The impact of supplier financing arrangements should also be considered when identifying and disclosing information about liquidity risk. The disclosure requirement applies only to supplier financing arrangements. A supplier financing arrangement is a transaction with the following characteristics: one or more financing providers providing funds for the payment of company's amounts due to its suppliers, with an agreement that the company shall make repayment to the finance providers in accordance with terms and conditions of the arrangement on or after the date the company receives payment from its suppliers. The supplier financing arrangement shall extend the payment period for the company or advance the collection period for the suppliers of the business enterprise compared to the original due date of payment.

解釋第17號要求企業在進行附註披露時,應當匯總披露與供應商融資安排有關的信息,以有助於報表使用者評估這些安排對該企業負債、現金流量以及該企業流動性風險敞口的影響。在識別和披露流動性風險信息時也應當考慮供應商融資安排的影響。該披露規定僅適用於供應商融資安排。供應商融資安排是指具有下列特徵的交易:一個或多個融資提供方提供資金,為企業支付其應付供應商的款項,並約定該企業根據安排的條款和條件,在其供應商收到款項的當天或之後向融資提供方還款。與原付款到期日相比,供應商融資安排延長了該企業的付款期,或者提前了該企業供應商的收款期。

This provision is effective from 1 January 2024. When implementing this provision for the first time, a company is not necessary to disclose information related to the comparable period and some information at the beginning of the period. The implementation of this provision has no significant impact on the financial condition and results of operation of the Company.

該解釋規定自2024年1月1日起施行,企業在首次執行該解釋規定時,無需披露可比期間相關信息及部分期初信息。執行該規定未對本公司財務狀況和經營成果產生重大影響。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

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

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

(1) Implementation of Accounting Standards for Business Enterprises Interpretation No.17 (Continued)

③ Accounting Treatment for Sale and Leaseback Transactions

Interpretation No. 17 specifies that when a lessee subsequently measures a lease liability arising from sale and leaseback, the manner of which it determines the amount of the lease payments or the amount of the lease payments after the change shall not result in the recognition of a gain or loss relating to the right of use acquired in connection with the leaseback. A company shall make retrospective adjustments to sale and leaseback transactions initiated after the date of initial implementation of the Accounting Standards for Business Enterprises No. 21 — Leasing when implementing this provision for the first time. The implementation of this provision has no significant impact on the financial condition and results of operation of the Company.

三、重要會計政策及會計估計(續)

(二十五)重要會計政策和會計估計的變更(續)

1、*重要會計政策變更(續)*

(1) 執行《企業會計準則解釋第17號》(續)

③ 關於售後租回交易的會計處理

解釋第17號規定，承租人在對售後租回所形成的租賃負債進行後續計量時，確定租賃付款額或變更後租賃付款額的方式不得導致其確認與租回所獲得的使用權有關的利得或損失。企業在首次執行該規定時，應當對《企業會計準則第21號 — 租賃》首次執行日後開展的售後租回交易進行追溯調整。執行該規定未對本公司財務狀況和經營成果產生重大影響。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(二十五)重要會計政策和會計估計的變更(續)

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

1、重要會計政策變更(續)

(2) Implementation of the Interim Provisions on the Accounting Treatment of Enterprise Data Resources

(2) 執行《企業數據資源相關會計處理暫行規定》

The Ministry of Finance issued the Interim Provisions on the Accounting Treatment of Enterprise Data Resources (Cai Kuai [2023] No. 11) on 1 August 2023. These provisions apply to the relevant accounting treatment of data resources that meet the recognition criteria for intangible assets or inventory under the relevant enterprise accounting standards, as well as data resources that are legally owned or controlled by the enterprise, expected to bring economic benefits to the enterprise, but do not meet the conditions for asset recognition and have not been recognized. The provisions also specify requirements for the disclosure of data resources.

財政部於2023年8月1日發佈了《企業數據資源相關會計處理暫行規定》(財會[2023]11號),適用於符合企業會計準則相關規定確認為無形資產或存貨等資產的數據資源,以及企業合法擁有或控制的、預期會給企業帶來經濟利益的、但不滿足資產確認條件而未予確認的數據資源的相關會計處理,並對數據資源的披露提出了具體要求。

These provisions have come into effect on 1 January 2024. Enterprises should adopt the prospective application method. Expenditures related to data resources that have been expensed and included in profit or loss prior to the implementation of these provisions will not be adjusted. The implementation of these provisions has not had a significant impact on the Company's financial position and operating results.

該規定自2024年1月1日起施行,企業應當採用未來適用法,該規定施行前已經費用化計入損益的數據資源相關支出不再調整。執行該規定未對本公司財務狀況和經營成果產生重大影響。

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

三、重要會計政策及會計估計(續)

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

(二十五)重要會計政策和會計估計的變更(續)

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

1、*重要會計政策變更(續)*

(3) *Implementation of the Interpretation No. 18 of the Enterprise Accounting Standards "Regarding the Accounting Treatment of Warranty-type Quality Assurances That Do Not Constitute a Separate Performance Obligation"*

(3) *執行《企業會計準則解釋第18號》「關於不屬於單項履約義務的保證類質量保證的會計處理」的規定*

The Ministry of Finance issued Interpretation No. 18 of the Enterprise Accounting Standards (Cai Kuai [2024] No. 24, hereinafter referred to as the "Interpretation No. 18") on 6 December 2024. This interpretation has come into effect immediately upon issuance, and enterprises may choose to apply it in advance starting from the year of release.

財政部於2024年12月6日發佈了《企業會計準則解釋第18號》(財會[2024]24號，以下簡稱「解釋第18號」)，該解釋自印發之日起施行，允許企業自發佈年度提前執行。

The Interpretation No. 18 stipulates that when accounting for the estimated liabilities arising from warranty-type quality assurances that do not constitute a separate performance obligation, enterprises should follow the relevant provisions of Enterprise Accounting Standards No. 13 — Contingencies and, based on the determined estimated liability amount, debit accounts such as "cost of goods sold" or "other business costs" and credit the "estimated liabilities" account. Corresponding items should be presented in the statement of profit and loss under "operating costs" and in the balance sheet under "other current liabilities", "non-current liabilities due within one year", "estimated liabilities", etc.

解釋第18號規定，在對因不屬於單項履約義務的保證類質量保證產生的預計負債進行會計核算時，應當根據《企業會計準則第13號 — 或有事項》有關規定，按確定的預計負債金額，借記「主營業務成本」、「其他業務成本」等科目，貸記「預計負債」科目，並相應在利潤表中的「營業成本」和資產負債表中的「其他流動負債」、「一年內到期的非流動負債」、「預計負債」等項目列示。

When an enterprise applies this interpretation for the first time, if the warranty-type quality assurance was previously accrued under "selling expenses" or other accounts, retrospective adjustments should be made in accordance with changes in accounting policies. The implementation of this interpretation has not had a significant impact on the Company's financial position and operating results.

企業在首次執行該解釋內容時，如原計提保證類質量保證時計入「銷售費用」等的，應當按照會計政策變更進行追溯調整。執行該規定未對本公司財務狀況和經營成果產生重大影響。

2. *Changes in significant accounting estimates*

2、*重要會計估計變更*

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

本報告期公司重要會計估計未發生變更。

IV. TAXATION 四、稅項

(I) Main taxes and tax rates (一)主要稅種和稅率

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

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

存在不同企業所得稅稅率納稅主體的,披露情況說明

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

IV. TAXATION (CONTINUED)

四、稅項(續)

(II) Tax preference

(二)稅收優惠

The Company and Shandong Fengxiang Industrial Co., Ltd., a subsidiary of the Company, are entitled to the preferential tax policy of "exemption from enterprise income tax for agriculture, forestry, husbandry and fishery projects" from 1 July 2012.

本公司及子公司山東鳳祥實業有限公司於2012年7月1日起享受「農、林、牧、漁項目免徵企業所得稅」稅收優惠政策。

The Company is entitled to the preferential tax policy of "VAT exemption for agricultural producers on the sale of self-produced agricultural products" from 1 August 2012.

本公司於2012年8月1日起享受「農業生產者銷售自產農產品免徵增值稅」稅收優惠政策。

The Company is entitled to the preferential tax policy of "VAT exemption for feed products" from 1 January 2015.

本公司於2015年1月1日起享受「飼料產品免徵增值稅」稅收優惠政策。

The Company is entitled to the preferential tax policy of "exemption from urban land use tax for land directly used for production in agriculture, forestry, husbandry and fishery" from 1 December 2010.

本公司於2010年12月1日起享受「直接用於農、林、牧、漁的生產用地免徵城鎮土地使用稅」稅收優惠政策。

The subsidiaries, Shandong Fengxiang Industrial Co., Ltd. and Shandong Fengxiang Food Development Co., Ltd., have been enjoying the VAT exemption policy for the "circulation of fresh meat and egg products exempting from VAT" since 1 January 2015 and 1 May 2016, respectively;

子公司山東鳳祥實業有限公司自2015年1月1日、山東鳳祥食品發展有限公司於2016年5月1日起享受「鮮活肉蛋產品流通環節免徵增值稅」稅收優惠政策。

Shandong Fengxiang Food Development Co., Ltd., a subsidiary of the Company, is entitled to the preferential tax policy of "VAT exemption for vegetables in circulation" from 1 July 2016.

子公司山東鳳祥食品發展有限公司於2016年7月1日起享受「蔬菜流通環節免徵增值稅」稅收優惠政策。

The Company, Shandong iShape Food Technology Co., Ltd. and Shandong Fengxiang Food Development Co., Ltd., subsidiaries of the Company, are entitled to the preferential tax policy of "exemption from VAT on free lending of funds between units within an enterprise group (including enterprise groups)" from 1 January 2024 to 31 December 2027;

本公司及子公司山東優形食品科技有限公司、山東鳳祥食品發展有限公司於2024年1月1日至2027年12月31日期間享受「企業集團內單位(含企業集團)之間的資金無償借貸行為,免征增值稅」稅收優惠政策。

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

(I) Monetary funds (一)貨幣資金

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Cash on hand	庫存現金	**20,756.26**	18,414.82
Digital currencies	數字貨幣		
Bank deposits	銀行存款	**329,358,750.01**	188,670,092.47
Other monetary funds	其他貨幣資金	**25,579,983.98**	9,814,233.14
Amounts deposited in the finance company	存放財務公司款項		808,234,759.31
Sub-total	小計	**354,959,490.25**	1,006,737,499.74
Less: Credit impairment loss provision	減:信用減值損失準備		808,234,759.31
Total	合計	**354,959,490.25**	198,502,740.43
Including: Aggregate amounts deposited overseas	其中:存放在境外的款項總額	**5,785,090.60**	7,234,240.69
Funds that are held abroad subject to restriction of fund repatriation	存放在境外且資金匯回受到限制的款項		

Additional information: In 2022, based on the obtained information, the Company has made a provision for "Credit Impairment Loss — Monetary Funds" of RMB808,234,759.31 for the deposits in GMK Finance Co., Ltd. (the "Finance Company"). As at 31 December 2024, as the Finance Company has completed the bankruptcy liquidation procedure, the Company has recovered the bankruptcy settlement assets of RMB56,607,439.29, and has written off unrecovered deposits of the Finance Company of $751,627,320.02.

其他說明:2022年,本公司基於取得的信息對新鳳祥財務公司(以下簡稱財務公司)存款計提「信用減值損失 — 貨幣資金」808,234,759.31元。於2024年12月31日,財務公司已完成破產清算程序,公司已收回破產清償資產56,607,439.29元,核銷未收回財務公司存款751,627,320.02元。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(II) Financial assets held for trading

(二)交易性金融資產

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Financial assets at fair value through current profit or loss	以公允價值計量且其變動計入當期損益的金融資產	**2,477,721.15**	293,000.00
Including: Investment in debt instruments	其中：債務工具投資		
Investment in equity instruments	權益工具投資		
Derivative financial assets	衍生金融資產		293,000.00
Trust Units	信托份額	**2,477,721.15**	
Financial assets designated at fair value through current profit or loss	指定為以公允價值計量且其變動計入當期損益的金融資產		
Including: Investment in debt instruments	其中：債務工具投資		
Others	其他		
Total	合計	**2,477,721.15**	293,000.00

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(III) Trade receivable

(三)應收賬款

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

1、應收賬款按發票日期計算的賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	**328,700,351.15**	268,841,919.92
Including: Less than 1 month	其中:1個月以內	**323,472,086.79**	239,507,564.29
1 to 3 months	1–3個月	**5,135,323.29**	29,304,961.47
3 months to 1 year	3個月–1年	**92,941.07**	29,394.16
1 to 2 years	1至2年	**4,008,200.37**	13,728,745.98
2 to 3 years	2至3年	**13,727,773.99**	
3 to 4 years	3至4年		
4 to 5 years	4至5年		2,254,727.41
Over 5 years	5年以上	**2,254,727.41**	
Subtotal	小計	**348,691,052.92**	284,825,393.31
Less: bad debt provision	減:壞賬準備	**21,664,062.50**	12,159,067.61
Total	合計	**327,026,990.42**	272,666,325.70

Note: The sales settlement methods between the Company and its customers are mainly cash sales and credit sales. The credit period generally ranges from 30 to 60 days. The Company implements strict control measures over outstanding receivables, and the overdue amounts are regularly reviewed by the management. Credit period risks are managed in accordance with customers' credit. The Company does not require customers to provide any collateral or other guarantee measures. Trade receivables are not interest-bearing.

註: 本公司與客戶間銷售結算方式主要為現銷和賒銷。賒銷賬期一般介於30至60天。本公司對尚未收回的應收款項執行嚴格的控制措施,並由管理層對逾期款項定期審核。信用賬期風險按照客戶信用進行管理。本公司並未要求客戶提供任何抵押品或其他保證措施。應收賬款並不計息。

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

(III) Trade receivable (Continued)
(三) 應收賬款(續)

2. Disclosure of trade receivable by bad debt provision method
2、應收賬款按壞賬計提方法分類披露

Category 類別	Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
	Book balance 賬面餘額		Bad debt provision 壞賬準備		Book value 賬面價值	Book balance 賬面餘額		Bad debt provision 壞賬準備		Book value 賬面價值
	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	
Bad debt provision made on an individual basis 按單項計提壞賬準備	19,990,701.77	5.73	19,990,701.77	100.00		5,350,547.51	1.88	5,350,547.51	100.00	
Including: 其中：										
Bad debt provision made on an individual basis with significant amount 單獨計提壞賬且金額重大	19,990,701.77	5.73	19,990,701.77	100.00		5,350,547.51	1.88	5,350,547.51	100.00	
Bad debt provision made on a collective basis based on credit risk characteristics 按信用風險特徵組合計提壞賬準備	328,700,351.15	94.27	1,673,360.73	0.51	327,026,990.42	279,474,845.80	98.12	6,808,520.10	2.44	272,666,325.70
Including: 其中：										
Aging analysis group 賬齡分析組合	328,700,351.15	94.27	1,673,360.73	0.51	327,026,990.42	279,474,845.80	98.12	6,808,520.10	2.44	272,666,325.70
Total 合計	348,691,052.92	100.00	21,664,062.50		327,026,990.42	284,825,393.31	100.00	12,159,067.61		272,666,325.70

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

重要的按單項計提壞賬準備的應收賬款：

Name 名稱	Balance at the end of the period 期末餘額				Balance at the end of last year 上年年末餘額	
	Book balance 賬面餘額	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)	Basis for provision 計提依據	Book balance 賬面餘額	Bad debt provision 壞賬準備
Company 1 單位1	14,640,154.26	14,640,154.26	100.00	Not expected to be settled 預計無法得到清償		
Company 2 單位2	2,254,727.41	2,254,727.41	100.00	Not expected to be settled 預計無法得到清償	2,254,727.41	2,254,727.41
Company 3 單位3	3,095,820.10	3,095,820.10	100.00	Not expected to be settled 預計無法得到清償	3,095,820.10	3,095,820.10
Total 合計	19,990,701.77	19,990,701.77			5,350,547.51	5,350,547.51

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(III) Trade receivable (Continued)

(三)應收賬款(續)

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

2、應收賬款按壞賬計提方法分類披露(續)

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

按信用風險特徵組合計提壞賬準備:

Group provision items: aging analysis group

組合計提項目:賬齡分析組合

Name	名稱	Balance at the end of the period 期末餘額 Trade receivable 應收賬款	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)
Less than 1 month	1個月以內	**323,472,086.79**	**1,617,360.45**	**0.50**
1 to 3 months	1–3個月	**5,135,323.29**	**51,353.23**	**1.00**
3 months to 1 year	3個月–1年	**92,941.07**	**4,647.05**	**5.00**
Over 1 year	1年以上			
Total	合計	**328,700,351.15**	**1,673,360.73**	

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

3、本期計提、轉回或收回的壞賬準備情況

Category	類別	Balance at the end of last year 上年年末餘額	Changes in amount for the current period 本期變動金額 Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Other changes 其他變動	Balance at the end of the period 期末餘額
Group provision made on an individual basis	單項計提組合	5,350,547.51	9,326,191.29			5,313,962.97	**19,990,701.77**
Aging analysis group	賬齡分析組合	6,808,520.10	1,673,360.73		-1,494,557.13	-5,313,962.97	**1,673,360.73**
Total	合計	12,159,067.61	10,999,552.02		-1,494,557.13		**21,664,062.50**

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(IV) Prepayments

(四)預付款項

1. *Aging of prepayments:*

1. *預付款項按賬齡列示：*

Aging	賬齡	Balance at the end of the period 期末餘額 Amount 金額	Proportion (%) 比例(%)	Balance at the end of last year 上年年末餘額 Amount 金額	Proportion (%) 比例(%)
Less than 1 year	1年以內	**31,049,652.06**	**99.14**	28,596,922.07	98.36
1 to 2 years	1至2年	**270,316.30**	**0.86**	476,429.36	1.64
2 to 3 years	2至3年				
Over 3 years	3年以上				
Total	合計	**31,319,968.36**	**100.00**	29,073,351.43	100.00

(V) Other receivable

(五)其他應收款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Interest receivable	應收利息		
Dividend receivable	應收股利		
Other receivable	其他應收款項	**3,755,059.70**	11,203,717.24
Total	合計	**3,755,059.70**	11,203,717.24

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

(V) Other receivable (Continued)
(五)其他應收款(續)

1. Other receivable
1、其他應收款項

(1) Disclosure by aging
(1) 按賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	**2,689,017.56**	8,413,135.44
1 to 2 years	1至2年	**730,382.69**	199,500.45
2 to 3 years	2至3年	**199,500.45**	187,547.94
3 to 4 years	3至4年	**172,997.94**	124,999.06
4 to 5 years	4至5年	**44,999.06**	153,200.00
Over 5 years	5年以上	**163,200.00**	2,977,816.78
Subtotal	小計	**4,000,097.70**	12,056,199.67
Less: bad debt provision	減：壞賬準備	**245,038.00**	852,482.43
Total	合計	**3,755,059.70**	11,203,717.24

(2) Disclosure by bad debt provision method
(2) 按壞賬計提方法分類披露

		Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
		Book balance 賬面餘額		Bad debt provision 壞賬準備			Book balance 賬面餘額		Bad debt provision 壞賬準備		
Category	類別	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	Book value 賬面價值	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	Book value 賬面價值
Bad debt provision made on an individual basis	按單項計提壞賬準備	**30,000.00**	**0.75**	**30,000.00**	**100.00**		30,000.00	0.25	30,000.00	100.00	
Including:	其中：										
Bad debt provision made on an individual basis with insignificant amount	金額不重大但單項計提壞賬的其他應收款	**30,000.00**	**0.75**	**30,000.00**	**100.00**		30,000.00	0.25	30,000.00	100.00	
Bad debt provision made on a collective basis based on credit risk characteristics	按信用風險特徵組合計提壞賬準備	**3,970,097.70**	**99.25**	**215,038.00**	**5.42**	**3,755,059.70**	12,026,199.67	99.75	822,482.43	6.84	11,203,717.24
Including:	其中：										
Aging analysis group	賬齡分析組合	**3,970,097.70**	**99.25**	**215,038.00**	**5.42**	**3,755,059.70**	12,026,199.67	99.75	822,482.43	6.84	11,203,717.24
Total	合計	**4,000,097.70**	**100.00**	**245,038.00**		**3,755,059.70**	12,056,199.67	100.00	852,482.43		11,203,717.24

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(V) Other receivable (Continued)

(五)其他應收款(續)

1. *Other receivable (Continued)*

1、其他應收款項(續)

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

(2) 按壞賬計提方法分類披露(續)

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

按信用風險特徵組合計提壞賬準備：

Group provision items: aging analysis group

組合計提項目：賬齡分析組合

Name	名稱	Balance at the end of the period 期末餘額 Other receivables 其他應收款項	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)
Less than 1 year	1年以內	**2,689,017.56**	**40,335.26**	**1.50**
1 to 2 years	1至2年	**730,382.69**	**73,038.27**	**10.00**
2 to 3 years	2至3年	**169,500.45**	**25,425.07**	**15.00**
3 to 4 years	3至4年	**172,997.94**	**34,599.59**	**20.00**
4 to 5 years	4至5年	**44,999.06**	**8,999.81**	**20.00**
Over 5 years	5年以上	**163,200.00**	**32,640.00**	**20.00**
Total	合計	**3,970,097.70**	**215,038.00**	

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

(V) Other receivable (Continued)
(五)其他應收款(續)

1. *Other receivable (Continued)*
1、其他應收款項(續)

(3) Provision for bad debts
(3) 壞賬準備計提情況

Provision for bad debts 壞賬準備	Phase 1 第一階段 Expected credit losses in the next 12 months 未來12個月預期信用損失	Phase 2 第二階段 Lifetime expected credit losses (no credit impairment) 整個存續期預期信用損失(未發生信用減值)	Phase 3 第三階段 Lifetime expected credit losses (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	Total 合計
Balance at the end of last year 上年年末餘額	822,482.43		30,000.00	852,482.43
Balance at the end of last year at the current period 上年年末餘額在本期				
— Transfer to phase 2 — 轉入第二階段				
— Transfer to phase 3 — 轉入第三階段				
— Reverse to phase 2 — 轉回第二階段				
— Reverse to phase 1 — 轉回第一階段				
Provision for the current period 本期計提	119,542.71			119,542.71
Reversal at the current period 本期轉回				
Resell at the current period 本期轉銷	-726,987.14			-726,987.14
Written off at the current period 本期核銷				
Other changes 其他變動				
Balance at the end of the period 期末餘額	215,038.00		30,000.00	245,038.00

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(V) Other receivable (Continued)

(五)其他應收款(續)

1. *Other receivable (Continued)*

1、其他應收款項(續)

(3) Provision for bad debts (Continued)

(3) 壞賬準備計提情況(續)

The movements of the book balance for other receivables are as follows:

其他應收款項賬面餘額變動如下：

Book balance 賬面餘額	Phase 1 第一階段 Expected credit losses in the next 12 months 未來12個月預期信用損失	Phase 2 第二階段 Lifetime expected credit losses (no credit impairment) 整個存續期預期信用損失(未發生信用減值)	Phase 3 第三階段 Lifetime expected credit losses (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	Total 合計
Balance at the end of last year 上年年末餘額	12,026,199.67		30,000.00	12,056,199.67
Balance at the end of last year at the current period 上年年末餘額在本期				
— Transfer to phase 2 — 轉入第二階段				
— Transfer to phase 3 — 轉入第三階段				
— Reverse to phase 2 — 轉回第二階段				
— Reverse to phase 1 — 轉回第一階段				
Addition for the current period 本期新增	2,689,017.56			2,689,017.56
Derecognised at the current period 本期終止確認	10,745,119.53			10,745,119.53
Other changes 其他變動				
Balance at the end of the period 期末餘額	3,970,097.70		30,000.00	4,000,097.70

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

(V) Other receivable (Continued)
(五)其他應收款(續)

1. *Other receivable (Continued)*
1、其他應收款項(續)

(4) Provision for bad debts made, reversed or recovered in the current period

(4) 本期計提、轉回或收回的壞賬準備情況

Category 類別	Balance at the end of last year 上年年末餘額	Changes in amount for the current period 本期變動金額				Balance at the end of the period 期末餘額
		Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Other changes 其他變動	
Bad debt provision made on an individual basis 按單項計提壞賬準備	30,000.00					30,000.00
Bad debt provision made on a collective basis 按組合計提壞賬準備	822,482.43	119,542.71		-726,987.14		215,038.00
Total 合計	852,482.43	119,542.71		-726,987.14		245,038.00

(5) Classification of receivables by nature

(5) 按款項性質分類情況

Nature 款項性質	Book balance at the end of the period 期末賬面餘額	Balance at the end of last year 上年年末賬面餘額
Deposits and guarantees 押金及保證金	3,577,828.08	7,451,840.86
Employee advance payment 員工代墊款	148,269.62	78,837.33
Government grants receivable 應收政府補助	264,000.00	4,465,521.48
Withholding social security payments 代扣代繳款		10,000,000
Others 其他	10,000.00	50,000.00
Sub-total 小計	4,000,097.70	12,056,199.67

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(VI) Inventories

(六) 存貨

1. Inventory Classification

1、存貨分類

Items	項目	Balance at the end of the period 期末餘額			Balance at the end of last year 上年年末餘額		
		Book balance 賬面餘額	Provision for Impairment of Inventory/ provision for impairment of contract performance costs 存貨跌價準備／合同履約成本減值準備	Book value 賬面價值	Book balance 賬面餘額	Provision for Impairment of Inventory/ provision for impairment of contract performance costs 存貨跌價準備／合同履約成本減值準備	Book value 賬面價值
Raw materials	原材料	152,288,569.85		152,288,569.85	130,403,648.92		130,403,648.92
Turnover materials	周轉材料	36,930,960.71		36,930,960.71	32,813,686.69		32,813,686.69
Inventory goods	庫存商品	546,754,576.86	14,784,399.10	531,970,177.76	545,233,135.73	5,011,958.87	540,221,176.86
Consumptive biological assets	消耗性生物資產	228,094,800.00		228,094,800.00	239,086,700.00		239,086,700.00
Finished goods	發出商品	19,781,912.46		19,781,912.46	4,818,983.52		4,818,983.52
Total	合計	983,850,819.88	14,784,399.10	969,066,420.78	952,356,154.86	5,011,958.87	947,344,195.99

Note: The Company's consumptive biological assets refer to broilers, chicks and hatchable eggs held by the Company. Consumptive biological assets are measured at fair value at the end of the year.

註： 本公司消耗性生物資產指公司持有的肉雞、雛雞、可孵化雞蛋。消耗性生物資產於年末按公允價值計量。

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

2、存貨跌價準備及合同履約成本減值準備

Items	項目	Balance at the end of last year 上年年末餘額	Increase for the current period 本期增加金額		Decrease for the current period 本期減少金額		Balance at the end of the period 期末餘額
			Provision 計提	Others 其他	Reversed or resold 轉回或轉銷	Other 其他	
Raw materials	原材料						
Turnover materials	周轉材料						
Inventory goods	庫存商品	5,011,958.87	14,784,399.10		5,011,958.87		14,784,399.10
Consumptive biological assets	消耗性生物資產						
Finished goods	發出商品						
Total	合計	5,011,958.87	14,784,399.10		5,011,958.87		14,784,399.10

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

(VII) Other current assets
(七)其他流動資產

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Input tax to be recognised	待確認進項稅	**237,688.43**	182,360.53
Cost of return receivable	應收退貨成本	**120,814.66**	26,854.68
Outstanding value-added tax credit	增值稅留抵稅額	**41,239,982.24**	60,285,187.77
Total	合計	**41,598,485.33**	60,494,402.98

(VIII) Long-term equity investments
(八)長期股權投資

1. *Long-term equity investments*
1、長期股權投資情況

Investees 被投資單位	Balance at the end of last year 上年年末餘額	Balance of impairment provisions at the end of last year 減值準備上年年末餘額	Additional investment 追加投資	Reduction of investment 減少投資	Gains or losses on investments recognised under the equity method 權益法下確認的投資損益	Other comprehensive income adjustment 其他綜合收益調整	Other changes in interest 其他權益變動	Declaration of cash dividends or profits 宣告發放現金股利或利潤	Provision for impairment 計提減值準備	Others 其他	Balance at the end of the period 期末餘額	Closing balance of provision impairment 減值準備期末餘額
Associate 聯營企業												
Yanggu Xiangyu Biological Technology Co., Ltd. 陽谷祥雨生物科技有限公司	54,609,735.36				-6,124,189.39				2,192,416.32		**46,293,129.65**	**2,192,416.32**
Total 合計	54,609,735.36				-6,124,189.39				2,192,416.32		**46,293,129.65**	**2,192,416.32**

2. *Impairment test on long-term equity investments*

During the current period, the Company conducted an impairment test on its long-term equity investments, determined the recoverable amount based on the net amount of the fair value less the costs of disposal, and recognized an asset impairment loss of RMB2,192,416.32.

2、長期股權投資的減值測試情況

本期，本公司對長期股權投資行了減值測試，按公允價值減去處置費用後的淨額確定其可收回金額，確認資產減值損失2,192,416.32元。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(VIII) Long-term equity investments (Continued)

(八)長期股權投資(續)

2. *Impairment test on long-term equity investments (Continued)*

The Company utilized the evaluation report titled "Fair Value Evaluation Project of the 49% Equity Interest in Yanggu Xiangyu Biological Technology Co., Ltd., a Long-term Equity Investment Held by Shandong Fengxiang Co., Ltd. for the Purpose of Preparing Financial Reports" (Zhe Lian Ping Bao Zi [2025] No. 84) issued by China United Assets Appraisal Group (Zhejiang) Co., Ltd. on 17 March 2025 to confirm the fair value of its long-term equity investments. As of 31 December 2024, the pricing information for the fair value of the long-term equity investments mainly derive from the land transfer information of Yanggu County, the "Handbook of Common Methods and Parameters for Assets Appraisal" (published by China Machine Press in 2011), "Valuation: Measuring and Managing the Value of Companies (3rd Edition)" (written by [US]] Copeland,T., etc., translated by Hao Shaolun and Xie Guanping, published by Electronic Industry Press), as well as the notice forwarded by the State-owned Assets Supervision and Administration Commission of Shandong Province regarding "Notice of Shandong Provincial Development and Reform Commission on Integrating and Reducing the Transaction Service Charges for State-owned Assets of Enterprises". The valuation conclusion is that the fair value of the 49% equity interest in Yanggu Xiangyu Biological Technology Co., Ltd., a long-term equity investment held by Shandong Fengxiang Co., Ltd. for the purpose of financial reporting, is RMB46.3859 million. The Company calculated the costs of disposal to be RMB92,800, determined the recoverable amount to be RMB46.2931 million based on the net amount of the fair value less the costs of disposal, and recognized an asset impairment loss of RMB2.1924 million.

2、*長期股權投資的減值測試情況(續)*

本公司對於長期股權投資的公允價值確認利用了中聯資產評估集團(浙江)有限公司於2025年3月17日出具的《山東鳳祥股份有限公司因編製財務報告目的涉及持有的長期股權投資陽谷祥雨生物科技有限公司49%股權公允價值評估項目》(浙聯評報字[2025]第84號的評估報告)，截至2024年12月31日，長期股權投資的公允價值的取價信息主要來之於陽谷縣土地出讓信息，《資產評估常用方法與參數手冊》(機械工業出版社2011年版)，《價值評估：公司價值的衡量與管理(第3版)》([美]Copeland,T.等著，郝紹倫，謝關平譯，電子工業出版社)以及山東省國資委轉發《山東省發展和改革委員會關於整合降低企業國有資產交易服務收費標準的通知》的通知。評估結論為：山東鳳祥股份有限公司因財務報告目的涉及長期股權投資陽谷祥雨生物科技有限公司49%股權的公允價值為4,638.59萬元。本公司測算處置費用9.28萬元，按公允價值減去處置費用後的淨額確定其可收回金額4,629.31萬元，確認資產減值損失219.24萬元。

(IX) Fixed assets

(九)固定資產

1. *Fixed assets and fixed assets in liquidation*

1、*固定資產及固定資產清理*

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Fixed assets	固定資產	**2,844,168,195.00**	2,953,597,120.86
Fixed assets in liquidation	固定資產清理		1,469,680.25
Total	合計	**2,844,168,195.00**	2,955,066,801.11

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

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(IX) Fixed assets (Continued)

(九)固定資產(續)

2. Fixed assets

2、固定資產情況

Items	項目	Premises and buildings 房屋及建築物	Machinery devices 機器設備	Transportation 運輸設備	Electronics devices 電子設備	Total 合計
1. Original Book Value	1. 賬面原值					
(1) Balance at the end of last year	(1) 上年年末餘額	2,063,767,775.72	2,347,501,632.65	74,216,098.63	99,220,356.33	4,584,705,863.33
(2) Current increase amount	(2) 本期增加金額	25,902,618.16	120,026,604.23	754,151.01	13,397,518.24	160,080,891.64
— Purchase	— 購置	4,516,905.95	56,008,942.99	754,151.01	6,669,403.16	67,949,403.11
— Transfer from construction in progress	— 在建工程轉入	21,385,712.21	64,017,661.24		6,728,115.08	92,131,488.53
(3) Current reduction payment amount	(3) 本期減少金額	717,223.00	29,076,151.53	2,369,724.82	4,900,406.16	37,063,505.51
— Disposal or abandonment	— 處置或報廢	717,223.00	29,076,151.53	2,369,724.82	4,900,406.16	37,063,505.51
(4) Balance at the end of the period	(4) 期末餘額	2,088,953,170.88	2,438,452,085.35	72,600,524.82	107,717,468.41	4,707,723,249.46
2. Accumulated depreciation	2. 累計折舊					
(1) Balance at the end of last year	(1) 上年年末餘額	583,295,743.38	942,358,985.20	30,046,070.36	75,407,943.53	1,631,108,742.47
(2) Current increase amount	(2) 本期增加金額	84,880,470.86	157,548,997.31	8,161,248.90	7,878,018.81	258,468,735.88
— Provision	— 計提	84,880,470.86	157,548,997.31	8,161,248.90	7,878,018.81	258,468,735.88
(3) Current reduction payment amount	(3) 本期減少金額	391,162.38	21,567,553.68	2,251,238.58	4,487,413.89	28,697,368.53
— Disposal or abandonment	— 處置或報廢	391,162.38	21,567,553.68	2,251,238.58	4,487,413.89	28,697,368.53
(4) Balance at the end of the period	(4) 期末餘額	667,785,051.86	1,078,340,428.83	35,956,080.68	78,798,548.45	1,860,880,109.82
3. Provision for impairment	3. 減值準備	2,674,944.64				2,674,944.64
(1) Balance at the end of last year	(1) 上年年末餘額	2,674,944.64				2,674,944.64
(2) Current increase amount	(2) 本期增加金額					
(3) Current reduction payment amount	(3) 本期減少金額					
(4) Balance at the end of the period	(4) 期末餘額	2,674,944.64				2,674,944.64
4. Book value	4. 賬面價值					
(1) Book value at the end of the period	(1) 期末賬面價值	1,418,493,174.38	1,360,111,656.52	36,644,444.14	28,918,919.96	2,844,168,195.00
(2) Book value at the end of last year	(2) 上年年末賬面價值	1,480,472,032.34	1,405,142,647.45	44,170,028.27	23,812,412.80	2,953,597,120.86

Additional information: during the current period, the company has fully provided for impairment of the factory of No. 3 Feed Factory, which is expected to no longer be in use.

其他說明：本期，公司將預計不再使用的飼料三廠廠房全額計提減值準備。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(IX) Fixed assets (Continued)

(九)固定資產(續)

3. *Fixed assets in liquidation*

3、固定資產清理

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Assets pending disposal	待處理資產		2,585,917.52
Less: Provision for impairment of assets pending disposal	減：待處理資產減值準備		1,116,237.27
Total	合計		1,469,680.25

(X) Construction in progress

(十)在建工程

1. *Construction in progress and working materials*

1、在建工程及工程物資

Items	項目	Balance at the end of the period 期末餘額			Balance at the end of last year 上年年末餘額		
		Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值	Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值
Construction in progress	在建工程	2,699,664.21		2,699,664.21	6,311,448.19		6,311,448.19
Working materials	工程物資						
Total	合計	2,699,664.21		2,699,664.21	6,311,448.19		6,311,448.19

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

(X) Construction in progress (Continued)
(十)在建工程(續)

2. Details of construction in progress
2、在建工程情況

Items	項目	Balance at the end of the period 期末餘額 Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值	Balance at the end of last year 上年年末餘額 Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值
Informatization transformation	信息化改造	**115,000.00**		**115,000.00**			
Other works	其他工程	**2,584,664.21**		**2,584,664.21**	475,492.90		475,492.90
Equipment under installation	在安裝設備				5,835,955.29		5,835,955.29
Total	合計	**2,699,664.21**		**2,699,664.21**	6,311,448.19		6,311,448.19

3. Changes in significant construction in progress projects during the period
3、重要的在建工程項目本期變動情況

Project name	項目名稱	Budget 預算數	Balance at the end of last year 上年年末餘額	Current increase amount 本期增加金額	Amounts transferred to fixed assets for the current period 本期轉入固定資產金額	Other decreases for the current period 本期其他減少金額	Balance at the end of the period 期末餘額	Cumulative investment in the project as a percentage of the budget (%) 工程累計投入佔預算比例(%)	Project progress 工程進度	Accumulated amount of interest capitalised 利息資本化累計金額	Including: Amount of interest capitalised for the current period 其中：本期利息資本化金額	Current interest capitalisation rate (%) 本期利息資本化率(%)	Source of funding 資金來源
2024 Modification project of broiler farms	2024年肉雞場改造項目	32,332,600.00		32,779,920.07	32,779,920.07			101.38	Completed 已完工				Self financing 自籌資金
Precooked nine chicken nugget project	腌制九塊雞項目	16,290,000.00	273,245.60	16,217,595.45	16,490,841.05			101.23	Completed 已完工				Self financing 自籌資金
Freezer renovation project	速凍機改造項目	12,133,500.00		10,934,586.66	10,934,586.66			90.12	Completed 已完工				Self financing 自籌資金
Informationalization transformation	信息化改造	9,626,000.00		7,733,712.00	7,618,712.00		115,000.00	80.34	80.00%				Self financing 自籌資金
Modification of new steaming and roasting process lines in catering factories	餐飲工廠新增蒸烤綫改造項目	15,830,000.00		5,102,709.09	5,102,709.09			95.49	Completed 已完工				Self financing 自籌資金
Total	合計		273,245.60	72,768,523.27	72,926,768.87		115,000.00						

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XI) Productive biological assets

(十一)生產性生物資產

Productive biological assets using the fair value measurement model

採用公允價值計量模式的生產性生物資產

Items	項目	Productive biological assets of livestock breeding industry 畜牧養殖業生產性生物資產	Total 合計
1. Balance at the end of last year	1. 上年年末餘額	221,015,800.00	221,015,800.00
2. Current changes	2. 本期變動	-16,085,800.00	-16,085,800.00
Add: External procurement	加：外購	64,751,923.84	64,751,923.84
Self-breeding	自行培育	141,069,318.96	141,069,318.96
Less: Disposal	減：處置	202,924,442.30	202,924,442.30
Changes in fair value	公允價值變動	18,982,600.50	18,982,600.50
3. Balance at the end of the period	3. 期末餘額	204,930,000.00	204,930,000.00

Note 1: Self-breeding costs for breeders mainly include the costs of animal feed, labour costs, depreciation and amortisation expenses, apportionment of public expenses, etc.

註1： 種雞的自行培育成本主要包括飼料成本、人工成本、折舊及攤銷費用以及公共費用的分攤等。

Note 2: Gains or losses from changes in fair value consist of two components: gains from the initial recognition of consumable biological assets at fair value less sales costs upon harvest and gains from changes in fair value less sales costs of productive biological assets. The Company engaged an independent professional appraiser to assess the fair value of the biological assets as at the balance sheet date. The valuation method adopted in determining the fair value and the key parameters of the relevant valuation models are disclosed in Note XI, Disclosure of fair value.

註2： 公允價值變動損益包括兩部分：消耗性生物資產於收獲時按公允價值減出售費用初始確認產生的收益及生產性生物資產公允價值減出售費用的變動產生的收益。本公司已經聘請獨立專業評估師對生物資產於資產負債表日的公允價值進行了評估。確定公允價值時所採用的估值方法及有關估值模型的主要參數披露於附註十一、公允價值的披露。

Additional information:

其他說明：

The Company's productive biological assets are breeders used for the production of hatchable eggs. The Company's breeders include breeders at the breeding and the production stage.

本公司的生產性生物資產為用於生產可孵化雞蛋的種雞。本公司的種雞包括育雛育成階段種雞及產蛋階段種雞。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XII) Right-of-use assets

(十二)使用權資產

1. Right-of-use assets

1、使用權資產情況

Items	項目	Premises and buildings 房屋及建築物	Land use rights 土地使用權	Machine and equipment 機器設備	Total 合計
1. Original Book Value	1. 賬面原值				
(1) Balance at the end of last year	(1) 上年年末餘額	25,687,653.18	198,321,201.79		224,008,854.97
(2) Current increase amount	(2) 本期增加金額	12,986,971.94		21,634,364.75	34,621,336.69
— New leasing	— 新增租賃	12,986,971.94		21,634,364.75	34,621,336.69
(3) Current reduction payment amount	(3) 本期減少金額	2,971,679.93			2,971,679.93
— Disposal	— 處置	2,971,679.93			2,971,679.93
(4) Balance at the end of the period	(4) 期末餘額	35,702,945.19	198,321,201.79	21,634,364.75	255,658,511.73
2. Accumulated depreciation	2. 累計折舊				
(1) Balance at the end of last year	(1) 上年年末餘額	8,453,210.22	30,822,167.72		39,275,377.94
(2) Current increase amount	(2) 本期增加金額	5,303,582.39	4,155,206.95	2,103,341.02	11,562,130.36
— Provision	— 計提	5,303,582.39	4,155,206.95	2,103,341.02	11,562,130.36
(3) Current reduction payment amount	(3) 本期減少金額	2,838,674.79			2,838,674.79
— Disposal	— 處置	2,838,674.79			2,838,674.79
(4) Balance at the end of the period	(4) 期末餘額	10,918,117.82	34,977,374.67	2,103,341.02	47,998,833.51
3. Provision for impairment	3. 減值準備				
(1) Balance at the end of last year	(1) 上年年末餘額				
(2) Current increase amount	(2) 本期增加金額				
(3) Current reduction payment amount	(3) 本期減少金額				
(4) Balance at the end of the period	(4) 期末餘額				
4. Book value	4. 賬面價值				
(1) Book value at the end of the period	(1) 期末賬面價值	24,784,827.37	163,343,827.12	19,531,023.73	207,659,678.22
(2) Book value at the end of last year	(2) 上年年末賬面價值	17,234,442.96	167,499,034.07		184,733,477.03

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XIII) Intangible assets

(十三)無形資產

1. Intangible assets

1、無形資產情況

Items	項目	Land use rights 土地使用權	Patent rights 專利權	Software 軟件	Total 合計
1. Original book value	1. 賬面原值				
(1) Balance at the end of last year	(1) 上年年末餘額	101,319,752.73	1,045,779.25	21,841,909.47	124,207,441.45
(2) Current increase amount	(2) 本期增加金額			2,803,712.00	2,803,712.00
— Purchase	— 購置			2,803,712.00	2,803,712.00
(3) Current reduction payment amount	(3) 本期減少金額				
(4) Balance at the end of the period	(4) 期末餘額	101,319,752.73	1,045,779.25	24,645,621.47	127,011,153.45
2. Accumulated amortisation	2. 累計攤銷				
(1) Balance at the end of last year	(1) 上年年末餘額	22,560,249.53	801,764.09	13,521,955.18	36,883,968.80
(2) Current increase amount	(2) 本期增加金額	1,948,286.70	104,577.93	636,653.55	2,689,518.18
— Provision	— 計提	1,948,286.70	104,577.93	636,653.55	2,689,518.18
(3) Current reduction payment amount	(3) 本期減少金額				
(4) Balance at the end of the period	(4) 期末餘額	24,508,536.23	906,342.02	14,158,608.73	39,573,486.98
3. Provision for impairment	3. 減值準備				
(1) Balance at the end of last year	(1) 上年年末餘額				
(2) Current increase amount	(2) 本期增加金額				
(3) Current reduction payment amount	(3) 本期減少金額				
(4) Balance at the end of the period	(4) 期末餘額				
4. Book value	4. 賬面價值				
(1) Book value at the end of the period	(1) 期末賬面價值	76,811,216.50	139,437.23	10,487,012.74	87,437,666.47
(2) Book value at the end of last year	(2) 上年年末賬面價值	78,759,503.20	244,015.16	8,319,954.29	87,323,472.65

(XIV) Long-term deferred expenses

(十四) 長期待攤費用

Items	項目	Balance at the end of last year 上年年末餘額	Current increase amount 本期增加金額	Amortisation for the current period 本期攤銷金額	Other decreased amount 其他減少金額	Balance at the end of the period 期末餘額
Arrangement fee for a syndicated loan	銀團貸款安排費	16,597,000.00	5,760,000.00			**10,837,000.00**
Total	合計	16,597,000.00	5,760,000.00			**10,837,000.00**

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

(XV) Deferred Income Tax Assets and Deferred Income Tax Liabilities
(十五)遞延所得稅資產和遞延所得稅負債

1. *Deferred income tax assets not subject to offset*
1、未經抵銷的遞延所得稅資產

Item	項目	Balance at the end of the period 期末餘額		Balance at the end of last year 上年年末餘額	
		Deductible temporary differences 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產	Deductible temporary differences 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產
Lease liabilities	租賃負債	214,677,552.36	53,669,388.10	192,842,665.03	48,210,666.26
Deferred income	遞延收益	723,693.18	180,923.30	589,317.92	147,329.50
Provision for credit impairment	信用減值準備	1,287,952.09	321,988.02		
Provision for asset impairment	資產減值準備	748,806.47	187,201.62		
Taxation differences on financial assets held for trading	交易性金融資產稅會差異	52,257,574.01	13,064,393.50		
Deductible loss	可抵扣虧損	192,307,490.62	48,076,872.66		
Total	合計	462,003,068.73	115,500,767.20	193,431,982.95	48,357,995.76

2. *Deferred income tax liabilities not subject to offset*
2、未經抵銷的遞延所得稅負債

Item	項目	Balance at the end of the period 期末餘額		Balance at the end of last year 上年年末餘額	
		Taxable temporary difference 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債	Taxable temporary difference 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債
Right-of-use assets	使用權資產	207,140,283.65	51,785,070.92	184,632,032.08	46,158,008.03
Total	合計	207,140,283.65	51,785,070.92	184,632,032.08	46,158,008.03

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

(XV) Deferred Income Tax Assets and Deferred Income Tax Liabilities (Continued)
(十五)遞延所得稅資產和遞延所得稅負債(續)

3. *Deferred income tax assets or liabilities presented in net amount after offsetting*
3、以抵銷後淨額列示的遞延所得稅資產或負債

Item	項目	As at the end of the period 期末		As at the end of last year 上年年末	
		Amount of offsetting between deferred income tax assets and liabilities 遞延所得稅資產和負債互抵金額	Balance of deferred income tax assets or liabilities after offsetting 抵銷後遞延所得稅資產或負債餘額	Amount of offsetting between deferred income tax assets and liabilities 遞延所得稅資產和負債互抵金額	Balance of deferred income tax assets or liabilities after offsetting 抵銷後遞延所得稅資產或負債餘額
Deferred income tax assets	遞延所得稅資產	**50,937,131.66**	**64,563,635.54**	45,961,067.01	2,396,928.75
Deferred income tax liabilities	遞延所得稅負債	**50,937,131.66**	**847,939.26**	45,961,067.01	196,941.02

4. *Unrecognised deferred income tax assets*
4、未確認遞延所得稅資產明細

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Deductible temporary differences	可抵扣暫時性差異	**123,035,546.91**	687,224,505.49
Deductible loss	可抵扣虧損	**355,347,289.06**	159,246,618.73
Total	合計	**478,382,835.97**	846,471,124.22

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

(XV) Deferred Income Tax Assets and Deferred Income Tax Liabilities (Continued)
(十五)遞延所得稅資產和遞延所得稅負債(續)

5. Deductible losses on unrecognised deferred income tax assets due in the following years
5、未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

Year	年份	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額	Remarks 備註
2024	2024年度		33,856,824.85	
2025	2025年度	**63,602,603.68**	63,602,603.68	
2026	2026年度	**7,363,858.24**	7,973,748.88	
2027	2027年度	**51,345,240.56**	51,345,240.56	
2028	2028年度	**2,468,200.76**	2,468,200.76	
2029	2029年度	**230,567,385.82**		
Total	合計	**355,347,289.06**	159,246,618.73	

(XVI) Other Non-current Assets
(十六)其他非流動資產

Item	項目	Balance at the end of the period 期末餘額			Balance at the end of last year 上年年末餘額		
		Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值	Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值
Prepayment for acquisition of long term assets	預付長期資產購置款	**35,808,838.22**		**35,808,838.22**	9,133,780.83		9,133,780.83
Deposits for land reclamation	土地復墾保證金	**300,000.00**		**300,000.00**	300,000.00		300,000.00
Total	合計	**36,108,838.22**		**36,108,838.22**	9,433,780.83		9,433,780.83

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XVII) Assets restricted in ownership or right to use

(十七)所有權或使用權受到限制的資產

Items	項目	At the end of the period 期末 Book balance 賬面餘額	Book value 賬面價值	Restricted Types 受限類型	Restrictions 受限情況	At the end of last year 上年年末 Book balance 賬面餘額	Book value 賬面價值	Restricted Types 受限類型	Restrictions 受限情況
Monetary funds	貨幣資金	25,136,924.01	25,136,924.01	Deposits 保證金	Deposits 保證金	8,574,090.66	8,574,090.66	Deposits 保證金	Deposits 保證金
Inventory	存貨	128,169,890.00	128,169,890.00	Mortgage 質押	Floating pledge for borrowings 因借款設定浮動質押	130,176,716.00	130,176,716.00	Mortgage 質押	Floating pledge for borrowings 因借款設定浮動質押
Fixed assets	固定資產	2,324,918,202.93	1,508,144,952.79	Pledge 抵押	Pledge for borrowings 借款抵押	1,393,400,273.71	886,072,198.01	Pledge 抵押	Pledge for borrowings 借款抵押
Intangible assets	無形資產	101,114,816.20	76,670,071.49	Pledge 抵押	Pledge for borrowings 借款抵押	83,146,757.79	62,433,727.60	Pledge 抵押	Pledge for borrowings 借款抵押
Other non-current assets	其他非流動資產	300,000.00	300,000.00	Deposits 保證金	Deposits for land reclamation 土地複墾保證金	300,000.00	300,000.00	Deposits 保證金	Deposits for land reclamation 土地複墾保證金
Inventory	存貨					111,227,300.00	111,227,300.00	Pledge 抵押	Pledge for borrowings 借款抵押
Total	合計	2,579,639,833.14	1,738,421,838.29			1,726,825,138.16	1,198,784,032.27		

(XVIII) Short-term Borrowings

(十八)短期借款

1. *Classification of short-term borrowings*

1、短期借款分類

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Pledged borrowings	質押借款	**93,050,463.00**	40,057,933.00
Mortgaged borrowings	抵押借款	**480,530,833.00**	240,315,333.00
Credit borrowings	信用借款	**60,064,405.02**	
Total	合計	**633,645,701.02**	280,373,266.00

Additional information: Shandong Fengxiang Industrial Co., Ltd., a subsidiary of the Company, pledged trade receivable of RMB53.5 million from 30 December 2024 to 30 December 2026 to provide pledge guarantee for borrowings of RMB30.0 million.

其他說明：本公司的子公司山東鳳祥實業有限公司，質押2024年12月30日至2026年12月30日的應收賬款5,350萬元，為3,000萬元借款提供質押擔保。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XIX) Trade Payable

(十九)應付賬款

1. *Trade payable*

1、應付賬款列示

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Payables for goods	應付貨款	**399,453,303.68**	380,727,251.84
Total	合計	**399,453,303.68**	380,727,251.84

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

2、應付賬款按發票日期計算的賬齡披露

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 month	1個月以內	**276,333,730.06**	249,292,665.54
1 to 3 months	1至3個月	**117,068,390.02**	123,718,305.98
3 months to 1 year	3個月至1年	**3,087,379.34**	5,123,300.51
Over 1 year	1年以上	**2,963,804.26**	2,592,979.81
Total	合計	**399,453,303.68**	380,727,251.84

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

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

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

(XX) Contract Liabilities
(二十)合同負債

1. *Contract liabilities*
1、合同負債情況

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Advance receipts for goods	預收貨款	**23,608,417.12**	41,851,607.26
Total	合計	**23,608,417.12**	41,851,607.26

(XXI) Payroll Payable
(二十一)應付職工薪酬

1. *Payroll payable*
1、應付職工薪酬列示

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Short-term compensation	短期薪酬	76,403,915.71	602,810,765.56	567,699,885.19	**111,514,796.08**
Post-employment benefits — defined contribution plan	離職後福利 — 設定提存計劃	79,317.79	54,359,843.27	54,360,034.29	**79,126.77**
Termination benefits	辭退福利		1,048,508.46	1,048,508.46	
Other benefits due within one year	一年內到期的其他福利				
Total	合計	76,483,233.50	658,219,117.29	623,108,427.94	**111,593,922.85**

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

(XXI) Payroll Payable (Continued)
(二十一) 應付職工薪酬(續)

2. Short-term compensation
2、短期薪酬列示

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
(1) Wages, bonuses, allowances and subsidies	(1) 工資、獎金、津貼和補貼	76,349,983.77	534,657,850.76	503,523,540.73	**107,484,293.80**
(2) Employee benefits	(2) 職工福利費	2,491.75	25,719,490.33	25,721,982.08	
(3) Social insurance	(3) 社會保險費	49,530.19	29,504,846.85	29,504,439.27	**49,937.77**
Including: Medical insurance premium	其中：醫療保險費	47,631.42	27,060,105.82	27,059,719.80	**48,017.44**
Work-related injury insurance premium	工傷保險費	1,898.77	2,440,062.44	2,440,040.88	**1,920.33**
Maternity insurance premium	生育保險費		4,678.59	4,678.59	
(4) Housing provident funds	(4) 住房公積金	1,910.00	8,053,591.92	8,055,501.92	
(5) Labour union expenses and employee education expenses	(5) 工會經費和職工教育經費		4,874,985.70	894,421.19	**3,980,564.51**
Total	合計	76,403,915.71	602,810,765.56	567,699,885.19	**111,514,796.08**

3. Defined contribution plan
3、設定提存計劃列示

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Basic pension insurance	基本養老保險	76,903.36	52,129,983.48	52,130,193.72	**76,693.12**
Unemployment insurance	失業保險費	2,414.43	2,229,859.79	2,229,840.57	**2,433.65**
Annuity	企業年金繳費				
Total	合計	79,317.79	54,359,843.27	54,360,034.29	**79,126.77**

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XXI) Payroll Payable (Continued)

(二十一) 應付職工薪酬(續)

3. *Defined contribution plan (Continued)*

3、*設定提存計劃列示(續)*

Additional information: The Company shall pay pension insurance premium and unemployment insurance premium to the relevant agencies on a monthly basis according to the payment base and proportion stipulated by the local labor and social security department, and the payment shall not be used to offset the amount that the Company shall pay for its employees in the future.

其他說明：本公司以當地勞動和社會保障部門規定的繳納基數和比例，按月向相關經辦機構繳納養老保險費及失業保險費，且繳納後不可用于抵減本公司未來期間應為員工繳存的款項。

(XXII) Taxes Payable

(二十二) 應交稅費

Items	稅費項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
House tax	房產稅	**3,829,847.70**	3,747,794.71
Enterprise income tax	企業所得稅	**3,392,752.22**	1,081,310.49
Stamp duty	印花稅	**1,525,790.02**	1,565,236.02
Land use tax	土地使用稅	**793,093.17**	800,327.95
Resource tax	資源稅	**607,346.00**	745,274.00
Personal income tax	個人所得稅	**433,531.40**	544,667.82
Value-added tax	增值稅	**192,007.73**	293,278.18
City maintenance and construction tax	城市維護建設稅	**19,507.68**	343,612.08
Education surcharge	教育費附加	**19,464.53**	343,553.94
Environmental protection tax	環境保護稅	**7,050.00**	4,720.00
Total	合計	**10,820,390.45**	9,469,775.19

(XXIII) Other Payables

(二十三) 其他應付款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Interest payable	應付利息		
Dividends payable	應付股利		
Other payables	其他應付款項	**142,816,372.10**	311,885,930.84
Total	合計	**142,816,372.10**	311,885,930.94

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XXIII) Other Payables (Continued)

(二十三) 其他應付款(續)

1. *Other payables*

1、*其他應付款項*

(1) By nature of payment

(1) 按款項性質列示

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Accrued expenses	預提費用	**56,668,724.72**	29,011,600.60
Payments for projects	工程款	**42,504,136.57**	50,930,945.82
Deposits and guarantees	押金及保證金	**30,602,281.92**	33,629,339.80
Sales commission	銷售佣金	**10,802,076.42**	5,426,822.82
Employee advance payment	員工墊付款	**2,239,152.47**	1,654,321.90
Shareholder borrowings	股東借款		191,232,900.00
Total	合計	**142,816,372.10**	311,885,930.94

(XXIV) Non-current Liabilities due within One Year

(二十四) 一年內到期的非流動負債

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Long-term borrowings due within one year	一年內到期的長期借款	**160,459,959.00**	160,690,000.00
Long-term payables due within one year	一年內到期的長期應付款	**14,689,444.66**	
Lease liabilities due within one year	一年內到期的租賃負債	**11,657,407.45**	5,169,675.20
Total	合計	**186,806,811.11**	165,859,675.20

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

(XXV) Other Current Liabilities
(二十五) 其他流動負債

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Output tax to be recognised	待確認銷項稅	1,381,617.10	2,503,585.35
Sale and leaseback payments payable	應付售後回租款	10,304,503.81	223,011,854.82
Total	合計	11,686,120.91	225,515,440.17

(XXVI) Long-term Borrowings
(二十六) 長期借款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Mortgaged borrowings	抵押借款	159,950,000.00	319,970,000.00
Total	合計	159,950,000.00	319,970,000.00

1. Long-term borrowings by maturity
1、長期借款按償還期限列示

Item	項目	Balance at the end of the period 期末餘額					
		Immediate repayment 即時償還	Within 1 year 1年以內	1–2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total 合計
Long-term borrowings	長期借款			159,950,000.00			159,950,000.00

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

(XXVII) Lease Liabilities
(二十七) 租賃負債

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Lease liabilities	租賃負債	**203,550,003.46**	187,779,655.98
Total	合計	**203,550,003.46**	187,779,655.98

1. Lease liabilities by maturity
1、租賃負債按償還期限列示

		Balance at the end of the period 期末餘額					
Item	項目	Immediate repayment 即時償還	Within 1 year 1年以內	1–2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total 合計
Lease liabilities	租賃負債			16,921,977.98	16,242,804.27	170,385,221.21	203,550,003.46

(XXVIII) Long-term Payables
(二十八) 長期應付款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Long-term payables	長期應付款	**25,681,131.01**	6,010,512.43
Total	合計	**25,681,131.01**	6,010,512.43

1. Long-term payables
1. 長期應付款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Payables to sale-and-leaseback transactions	應付售後回租款項	**21,168,750.00**	
Less: Unrealised financial charges	減:未實現融資費用	**1,165,487.95**	
Subtotal	小計	**20,003,262.05**	
Land lease payments	土地租賃費	**5,677,868.96**	6,010,512.43
Total	合計	**25,681,131.01**	6,010,512.43

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XXIV) Estimated Liabilities

(二十九) 預計負債

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額	Reason 形成原因
Returned goods payable	應付退貨款	41,052.08	324,183.51	225,314.37	**139,921.22**	Accrued return expense 預提退貨費
Anticipated litigation compensation	預計訴訟賠償		606,276.00		**606,276.00**	Outstanding anticipated litigation compensation 未結訴訟預計賠款
Total	合計	41,052.08	930,459.51	225,314.37	**746,197.22**	

(XXX) Deferred Income

(三十) 遞延收益

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額	Reason 形成原因
Government grants	政府補助	19,006,106.48		1,749,978.06	**17,256,128.42**	Fiscal appropriation 財政撥款
Total	合計	19,006,106.48		1,749,978.06	**17,256,128.42**	

Additional information: For details of government grants included in deferred income, please refer to the Note IX, Government grants.

其他說明：計入遞延收益的政府補助詳見附註九，政府補助。

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

(XXXI) Share Capital
(三十一) 股本

Items	項目	Balance at the end of last year 上年年末餘額	Increase (+) or decrease (-) in the current period 本期變動增(+)減(–) Issuance of new shares 發行新股	Stock bonus 送股	Conversion of shares of common reserve fund 公積金轉股	Other 其他	Subtotal 小計	Balance at the end of the period 期末餘額
Total number of shares	股份總額	1,582,618,000.00	730,000				730,000	**1,583,348,000.00**

Additional information: the increase in treasury shares for the current period was due to the Company's repurchase of shares for intended equity incentive purposes, and the decrease in treasury shares for the current period was due to the exercise of employee share-based payment.

其他說明:本期增加庫存股為公司回購股份擬用於股權激勵導致,本期庫存股減少為職工行權導致。

(XXXII) Capital Reserve
(三十二) 資本公積

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Capital premium (share premium)	資本溢價(股本溢價)	689,064,972.14		5,182,354.51	**683,882,617.63**
Other capital reserves	其他資本公積	8,729,705.58	2,561,898.39	5,685,139.58	**5,606,464.39**
Total	合計	697,794,677.72	2,561,898.39	10,867,494.09	**689,489,082.02**

Additional information:

1. Capital reserve — the decrease in share premium for the current period was due to the reduction of capital reserve for offsetting the issuance expenses;

2. Capital reserve — the increase in other capital reserves for the current period was due to the calculation of the corresponding employee service expenses for the current period according to the share-based payment based on the fair value of equity instruments on the granted date; Capital reserve — the decrease in other capital reserves for the current period was due to the exercise of employee share-based payment.

其他說明:

1、資本公積 — 股本溢價,本期減少金額為增發費用沖減資本公積導致;

2、資本公積 — 其他資本公積本期增加金額為股份支付按照權益工具在授予日的公允價值計算本期職工服務相應成本費用;資本公積 — 其他資本公積本期減少金額為股份支付職工行權導致。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XXXIII) Treasury Shares

(三十三) 庫存股

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Balance at the end of the period 期末餘額
Share repurchase	回購股份	21,315,465.58	4,229,126.99	5,685,139.58	**19,859,452.99**
Total	合計	21,315,465.58	4,229,126.99	5,685,139.58	**19,859,452.99**

Additional information: the increase in treasury shares for the current period was due to the Company's repurchase of shares for intended equity incentive purposes, and the decrease in treasury shares for the current period was due to the exercise of employee share-based payment.

其他說明：本期增加庫存股為公司回購股份擬用於股權激勵導致，本期庫存股減少為職工行權導致。

(XXXIV) Other Comprehensive Income

(三十四) 其他綜合收益

Items	項目	Balance at the end of last year 上年年末餘額	Amount of the current period 本期金額					Balance at the end of the period 期末餘額
			Incurred income tax amount for the current period 本期所得稅前發生額	Less: Those included in other comprehensive income in the previous period but reclassified into the profit or loss in the current period 減：前期計入其他綜合收益當期轉入損益	Less: Income tax expenses 減：所得稅費用	Attributable to the Company after tax 稅後歸屬於母公司	Attributable to minority shareholders after tax 稅後歸屬於少數股東	Less: Those included in other comprehensive income in the previous period but reclassified into the retained earnings 減：前期計入其他綜合收益當期轉入留存收益	
2. Other comprehensive income that can be reclassified into profit or loss	2.將重分類進損益的其他綜合收益	-722,580.47	-203,483.98			-203,483.98			**-926,064.45**
Exchange differences on translation of foreign currency financial statements	外幣財務報表折算差額	-722,580.47	-203,483.98			-203,483.98			**-926,064.45**
Total other comprehensive income	其他綜合收益合計	-722,580.47	-203,483.98			-203,483.98			**-926,064.45**

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

(XXXV) Surplus Reserves
(三十五) 盈餘公積

Items	項目	Balance at the end of last year 上年年末餘額	Increase in current period 本期增加	Decrease in current period 本期減少	**Balance at the end of the period 期末餘額**
Statutory surplus reserves	法定盈餘公積	155,377,605.51	18,708,116.86		**174,085,722.37**
Total	合計	155,377,605.51	18,708,116.86		**174,085,722.37**

(XXXVI) Undistributed Profits
(三十六) 未分配利潤

Items	項目	**Amount of the current period 本期金額**	Amount of the previous period 上期金額
Undistributed profits at the end of last year before adjustment	調整前上年年末未分配利潤	**618,143,492.42**	456,253,839.04
Total undistributed profits at the beginning of adjustment year (increase +, decrease -)	調整年初未分配利潤合計數（調增+，調減-）		1,571,053.57
Undistributed profits at the beginning of the year after adjustment	調整後年初未分配利潤	**618,143,492.42**	457,824,892.61
Add: Net profits attributable to the shareholders of the Company in the current period	加：本期歸屬於母公司所有者的淨利潤	**280,866,842.18**	160,318,599.81
Less: Withdrawal of statutory surplus reserves	減：提取法定盈餘公積		
Withdrawal of discretionary surplus reserves	提取任意盈餘公積	**18,708,116.86**	
Withdrawal of general risk reserves	提取一般風險準備		
Dividends payable on ordinary shares	應付普通股股利		
Dividends on ordinary share converted to share capital	轉作股本的普通股股利		
Undistributed profits at the end of the period	期末未分配利潤	**880,302,217.74**	618,143,492.42

Note: On 28 March 2025, the Board recommended not to distribute the final dividend for the year ended 31 December 2024 (2023: nil).

註：董事會於2025年03月28日建議不派發截至2024年12月31日止年度的末期股利(2023年：無)。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XXXVII) Operating Revenue and Operating Costs

(三十七) 營業收入和營業成本

1. *Operating revenue and operating costs*

1、營業收入和營業成本情況

Items	項目	Amount of the current period 本期金額 Revenue 收入	Amount of the current period 本期金額 Costs 成本	Amount of the previous period 上期金額 Revenue 收入	Amount of the previous period 上期金額 Costs 成本
Main business	主營業務	**5,480,874,452.33**	**4,837,961,288.03**	5,112,430,243.09	4,537,182,882.58
Other businesses	其他業務	**23,776,884.77**	**6,591,400.09**	21,982,846.49	5,765,817.52
Total	合計	**5,504,651,337.10**	**4,844,552,688.12**	5,134,413,089.58	4,542,948,700.10

The breakdown of operating revenue:

營業收入明細：

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Main business:	主營業務：	**5,480,874,452.33**	5,112,430,243.09
Sales of goods	銷售商品	**5,480,874,452.33**	5,112,430,243.09
Other businesses:	其他業務：	**23,776,884.77**	21,982,846.49
Revenue from by-products	副產品收入	**7,610,476.74**	9,009,685.57
Services income	服務收入	**5,922,399.20**	3,030,029.03
Revenue from sale of ash, slag and scrap	灰、渣、下脚料銷售收入	**5,126,038.84**	3,680,135.05
Revenue from waste materials	廢舊物資收入	**4,938,932.12**	5,801,590.89
Revenue from sale of materials	材料銷售收入	**179,037.87**	461,405.95
Total	合計	**5,504,651,337.10**	5,134,413,089.58

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

(XXVII) Operating Revenue and Operating Costs (Continued)
(二十七) 營業收入和營業成本(續)

2. *Breakdown of Operating Revenue and Operating Costs*
2、營業收入、營業成本的分解信息

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

本期客戶合同產生的收入情況如下：

Breakdown of contracts	合同分類	Operating revenue 營業收入	Operating costs 營業成本
Business type:	業務類型：		
Raw chicken meat	生雞肉	**2,343,404,468.58**	2,394,259,835.61
Processed chicken meat	深加工雞肉	**2,955,393,062.85**	2,261,572,973.79
Chicken breeds	雞苗	**26,963,795.00**	28,681,769.55
Others	其他	**178,890,010.67**	160,038,109.17
Total	合計	**5,504,651,337.10**	4,844,552,688.12
By time of transferring products:	按商品轉讓時間分類：		
At a certain point in time	在某一時點確認	**5,504,651,337.10**	4,844,552,688.12
Within a certain period of time	在某一時段內確認		
Total	合計	**5,504,651,337.10**	4,844,552,688.12
By operating region:	按經營地區分類：		
Mainland China	**中國大陸**	**3,828,206,545.23**	3,536,398,404.31
— Raw chicken meat	— 生雞肉	**1,999,932,877.51**	2,120,813,478.77
— Processed chicken meat	— 深加工雞肉	**1,622,419,862.05**	1,226,865,046.82
— Chicken breeds	— 雞苗	**26,963,795.00**	28,681,769.55
— Others	— 其他	**178,890,010.67**	160,038,109.17
Japan	**日本**	**411,624,383.10**	308,166,881.96
— Processed chicken meat	— 深加工雞肉	**411,624,383.10**	308,166,881.96
Malaysia	**馬來西亞**	**298,221,335.87**	240,510,571.39
— Raw chicken meat	— 生雞肉	**298,221,335.87**	240,510,571.39
Europe	**歐洲**	**826,627,162.81**	658,765,942.65
— Processed chicken meat	— 深加工雞肉	**826,627,162.81**	658,765,942.65
Other countries	**其他國家**	**139,971,910.09**	100,710,887.81
— Raw chicken meat	— 生雞肉	**45,250,255.20**	32,935,785.45
— Processed chicken meat	— 深加工雞肉	**94,721,654.89**	67,775,102.36
Total	合計	**5,504,651,337.10**	4,844,552,688.12

3. *Transaction price allocated to remaining performance obligations*
3、分攤至剩餘履約義務的交易價格

As at 31 December 2024, the amount of the transaction price corresponding to the performance obligations that have been contracted but not yet per formed or completed was RMB23,608,417.12, which is expected to be recognised as revenue in 2025.

截至2024年12月31日，已簽訂合同、但尚未履行或尚未履行完畢的履約義務所對應的交易價格金額為23,608,417.12元，預計將于2025年期間確認收入。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XXXVIII) Taxes and Charges

(三十八) 稅金及附加

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
House tax	房產稅	**15,179,548.87**	14,853,160.89
Stamp duty	印花稅	**6,043,762.69**	5,693,219.99
City maintenance and construction tax	城市維護建設稅	**3,849,575.06**	3,554,802.05
Resource tax	資源稅	**3,379,032.50**	4,883,129.50
Land use tax	土地使用稅	**3,172,372.67**	3,200,871.64
Education surcharge	教育費附加	**2,301,156.87**	2,124,885.79
Local education surcharge	地方教育費附加	**1,534,104.65**	1,416,590.56
Vehicle and vessel use tax	車船稅	**76,969.37**	74,841.73
Environmental protection tax	環境保護稅	**29,430.75**	33,893.03
Total	合計	**35,565,953.43**	35,835,395.18

(XXXIX) Selling Expenses

(三十九) 銷售費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Sales and promotion expenses	銷售推廣費	**73,900,456.56**	67,363,960.51
Employee compensation	職工薪酬	**67,091,213.92**	67,615,822.70
Travel expenses	差旅費	**9,750,059.57**	9,528,109.09
Intermediary services fees	中介服務費	**3,526,203.07**	2,728,874.11
Business entertainment expenses	業務招待費	**3,305,108.63**	3,125,452.10
Depreciation of right-of-use assets	使用權資產折舊	**2,165,005.30**	1,864,567.90
Office expenses	辦公費	**1,257,639.08**	1,452,549.29
Depreciation and amortisation	折舊及攤銷	**559,647.90**	653,663.52
Others	其他	**2,413,998.65**	1,934,672.28
Total	合計	**163,969,332.68**	156,267,671.50

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

(XL) Administrative Expenses
(四十)管理費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Employee compensation	職工薪酬	**90,441,775.97**	66,701,584.50
Intermediary services fees	中介服務費	**10,743,838.24**	10,409,423.67
Business entertainment expenses	業務招待費	**9,933,810.35**	4,082,760.38
Depreciation and amortisation	折舊及攤銷	**5,911,605.14**	6,371,858.05
Depreciation of right-of-use assets	使用權資產折舊	**3,587,713.11**	3,886,445.87
Office expenses	辦公費	**2,935,102.62**	2,649,881.31
Energy consumption	能源消耗	**2,714,483.97**	2,629,244.17
Others	其他	**4,481,455.71**	3,872,670.53
Total	合計	**130,749,785.11**	100,603,868.48

(XLI) R&D Expenses
(四十一)研發費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Employee compensation	職工薪酬	**13,004,223.34**	11,189,064.13
R&D and design expenses	研發設計費	**3,447,167.97**	2,391,354.40
Depreciation expenses	折舊費	**2,190,071.76**	2,188,427.93
Office expenses	辦公費	**1,973,697.91**	1,855,693.05
Depreciation of right-of-use assets	使用權資產折舊	**1,745,323.60**	1,909,894.24
Travel expenses	差旅費	**987,937.85**	1,009,998.29
Entrustment fees	委託費	**905,241.29**	862,326.93
Energy consumption	能源消耗	**485,676.70**	530,107.54
Others	其他	**883,595.76**	771,260.93
Total	合計	**25,622,936.18**	22,708,127.44

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

(XLII) Finance Costs
(四十二) 財務費用

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Interest expenses	利息費用	**62,841,191.66**	91,163,646.84
Including: Interest expenses on lease liabilities	其中：租賃負債利息費用	**11,566,459.73**	11,221,883.29
Less: Interest income	減：利息收入	**5,922,965.00**	6,171,284.58
Exchange gains or losses	匯兑損益	**-17,030,462.42**	13,023,128.66
Handling fee	手續費	**12,177,392.43**	1,061,312.85
Discount acceptance notes	承兑匯票貼息	**67,847.22**	3,904,556.46
Total	合計	**52,133,003.89**	102,981,360.23

(XLIII) Other Gains
(四十三) 其他收益

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Government grants	政府補助	**3,559,411.52**	6,503,162.48
Handling fee for withholding individual income tax	代扣個人所得税手續費	**199,213.07**	147,179.22
Direct exemption for VAT	直接減免的增值税	**179.65**	47,497.62
Total	合計	**3,758,804.24**	6,697,839.32

Additional information: For details of government grants, please refer to the Note IX, Government grants.

其他説明：政府補助的具體信息，請見附註九，政府補助。

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

(XLIV) Investment Income
(四十四) 投資收益

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Gains from long-term equity investments accounted for by equity method	權益法核算的長期股權投資收益	-6,124,189.39	-5,231,499.28
Discount interest of the bills that can be derecognized	可終止確認票據貼息	-442,087.50	
Handle fees for hedging instruments and interest income	套期工具手續費及利息收入	-120,723.14	-275.37
Total	合計	-6,687,000.03	-5,231,774.65

(XLV) Gains from the changes in fair value
(四十五) 公允價值變動收益

Sources of gains from the changes in fair value	產生公允價值變動收益的來源	Amount of the current period 本期金額	Amount of the previous period 上期金額
Financial assets held for trading	交易性金融資產		293,000.00
Including: Gains from the changes in fair value of derivative financial instruments	其中:衍生金融工具產生的公允價值變動收益		293,000.00
Biological assets measured at fair value	按公允價值計量的生物資產	-10,482,907.63	2,576,030.48
Total	合計	-10,482,907.63	2,869,030.48

Additional information: gains from changes in fair value of the biological assets of the Company consist of: (1) gains from the initial recognition of consumable biological assets at fair value less sales costs upon harvest; (2) gains from changes in fair value less sales costs of productive biological assets.

其他說明:本公司生物資產公允價值變動收益包括:(1)消耗性生物資產于收穫時按公允價值減銷售費用初始確認產生的收益;(2)生產性生物資產公允價值減銷售費用的變動產生的收益。

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(XLVI) Credit Impairment Loss

(四十六) 信用減值損失

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Losses on bad debts of trade receivable	應收賬款壞賬損失	**9,504,994.89**	6,089,680.61
Losses on bad debts of other receivable	其他應收款壞賬損失	**-607,444.43**	-663,967.04
Losses on credit impairment of monetary funds	貨幣資金信用減值損失	**-56,607,439.29**	
Total	合計	**-47,709,888.83**	5,425,713.57

Additional information: reversal of losses on credit impairment of monetary funds was caused by the recovery of assets from the liquidation of GMK Finance Co., Ltd. during the current period.

其他說明：貨幣資金信用減值損失轉回為本期收回新鳳祥財務有限公司破產清償資產導致。

(XLVII) Asset Impairment Loss

(四十七) 資產減值損失

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Losses on inventory impairment and impairment of cost of contract performance	存貨跌價損失及合同履約成本減值損失	**14,784,399.10**	1,075,036.96
Impairment losses on fixed asset liquidation	固定資產減值損失	**2,674,944.64**	1,116,237.27
Impairment losses on long-term equity investments	長期股權投資減值損失	**2,192,416.32**	
Total	合計	**19,651,760.06**	2,191,274.23

(XLVIII) Gains on Disposal of Assets

(四十八) 資產處置收益

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額	Amount included in non-recurring profit or loss in the current period 計入當期非經常性損益的金額
Net gains on disposal of non-current assets	處置非流動資產淨收益	**9,874.15**	248,471.07	9,874.15
Total	合計	**9,874.15**	248,471.07	9,874.15

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

(XLIX) Non-operating Income
(四十九) 營業外收入

Items 項目	Amount of the current period 本期金額	Amount of the previous period 上期金額	Amount included in non-recurring profit or loss in the current period 計入當期非經常性損益的金額
Insurance claims 保險理賠	**936,164.00**		936,164.00
Gains from disposal of non-current assets 處置非流動資產利得	**570,637.38**	12,648.55	570,637.38
Net income from fines 罰款淨收入	**239,411.86**	863,786.68	239,411.86
Unpayable trade payables 無法支付的應付款項	**17,393.98**	474,004.55	17,393.98
Other 其他	**51,294.59**	14,113.50	51,294.59
Total 合計	**1,814,901.81**	1,364,553.28	1,814,901.81

(L) Non-operating Expenses
(五十) 營業外支出

Item 項目	Amount of the current period 本期金額	Amount of the previous period 上期金額	Amount included in non-recurring profit or loss in the current period 計入當期非經常性損益的金額
Expenses for liquidated damages or fines 違約賠償金或罰款支出	**1,441,788.54**	132,782.29	1,441,788.54
Litigation compensation 訴訟賠償	**1,944,613.64**		1,944,613.64
Loss on destruction and retirement of non-current assets 非流動資產毀損報廢損失	**6,604,769.00**	6,630,376.69	6,604,769.00
Non-recurring losses 非常損失	**259.83**	107.08	259.83
Donation for public welfare 對外捐贈	**322,032.00**	691,179.65	322,032.00
Total 合計	**10,313,463.01**	7,454,445.71	10,313,463.01

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(LI) Income Tax Expenses

(五十一) 所得稅費用

1. Income tax expenses table

1、所得稅費用表

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Current income tax expenses	當期所得稅費用	**38,864,842.36**	4,089,241.31
Deferred income tax expenses	遞延所得稅費用	**-61,515,708.55**	-463,188.48
Total	合計	**-22,650,866.19**	3,626,052.83

2. Adjustment process of accounting profits and income tax expenses

2、會計利潤與所得稅費用調整過程

Items	項目	Amount of the current period 本期金額
Total profits	利潤總額	258,215,975.99
Income tax expenses calculated at statutory or applicable tax rates	按法定或適用稅率計算的所得稅費用	64,553,994.00
Effect of subsidiaries applying different tax rates	子公司適用不同稅率的影響	2,198.49
Effect of adjustment in income tax in the previous period	調整以前期間所得稅的影響	35,471,898.27
The impact of non taxable income	非應稅收入的影響	-938,373,810.08
Effect of non-deductible costs, expenses and losses	不可抵扣的成本、費用和損失的影響	904,048,398.98
Effect of utilising deductible loss of deferred income tax assets not recognised in the previous period	使用前期未確認遞延所得稅資產的可抵扣虧損的影響	-4,456,705.98
Effect of deductible temporary difference or deductible loss of deferred income tax assets not recognised in the current period	本期未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響	-83,412,431.63
Effect of deductions for the disabled	殘疾人加計扣除的影響	-484,408.24
Income tax expenses	所得稅費用	-22,650,866.19

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(LII) Earnings Per Share

(五十二)每股收益

1. Basic earnings per share

1、基本每股收益

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

基本每股收益以歸屬於母公司普通股股東的合併淨利潤除以本公司發行在外普通股的加權平均數計算:

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Consolidated net profit attributable to ordinary shareholders of the parent company	歸屬於母公司普通股股東的合並淨利潤	**280,866,842.18**	160,318,599.81
Weighted average number of outstanding ordinary shares of the Company	本公司發行在外普通股的加權平均數	**1,567,529,192.33**	1,488,380,527.00
Basic earnings per share	基本每股收益	**0.18**	0.11
Including: Basic earnings per share from continuing operations	其中:持續經營基本每股收益	**0.18**	0.11
Basic earnings per share from discontinued operations	終止經營基本每股收益		

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

其他說明:本公司發行在外普通股的加權平均數本期變動主要由於增發新股變動導致。

2. Diluted earnings per share

2、稀釋每股收益

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

稀釋每股收益以歸屬於母公司普通股股東的合並淨利潤(稀釋)除以本公司發行在外普通股的加權平均數(稀釋)計算:

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Consolidated net profit attributable to ordinary shareholders of the parent company (diluted)	歸屬於母公司普通股股東的合並淨利潤(稀釋)	**280,866,842.18**	160,318,599.81
Weighted average number of outstanding ordinary shares of the Company (diluted)	本公司發行在外普通股的加權平均數(稀釋)	**1,572,124,024.33**	1,501,881,527.00
Diluted earnings per share	稀釋每股收益	**0.18**	0.11
Including: Diluted earnings per share from continuing operations	其中:持續經營稀釋每股收益	**0.18**	0.11
Diluted earnings per share from discontinued operations	終止經營稀釋每股收益		

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(LIII) Cash Flow Statement Items

(五十三) 現金流量表項目

1. *Cash in relation to operating activities*

1. *與經營活動有關的現金*

(1) Other cash received in relation to operating activities

(1) 收到的其他與經營活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Deposits	各項押金	**38,828,881.71**	27,050,855.25
Government grants	政府補助	**9,320,954.94**	3,847,662.93
Catering income	餐飲收入	**7,741,202.30**	9,185,770.82
Interest income	利息收入	**5,922,965.00**	6,664,731.59
Rental income	租賃收入	**3,091,420.36**	3,080,617.50
Income from claims of fines	罰款、賠付款收入	**1,573,461.21**	508,562.49
Business transaction amounts	往來款	**789,902.56**	2,569,314.70
Others	其他	**429,569.73**	370,636.10
Total	合計	**67,698,357.81**	53,278,151.38

(2) Other cash payments in relation to operating activities

(2) 支付的其他與經營活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Out of pocket expenses	付現費用	**106,684,439.12**	78,925,979.27
Guarantees and deposits	保證金、押金	**31,263,344.14**	23,211,823.05
Business transaction amounts	往來款	**1,904,813.37**	9,356,701.05
Others	其他	**489,584.57**	869,965.12
Total	合計	**140,342,181.20**	112,364,468.49

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(LIII) Cash Flow Statement Items (Continued)

(五十三) 現金流量表項目(續)

2. *Cash in relation to investing activities*

2. *與投資活動有關的現金*

(1) Other cash received in relation to investing activities

(1) 收到的其他與投資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Cash received from liquidation of finance companies	財務公司破產清償收回現金	**27,786,153.44**	
Amounts received on disposal of trust assets	處置信托資產收回款項	**26,393,660.65**	
Deposit for letters of credit	信用證保證金	**22,561,530.33**	
Deposit for futures securities	期貨證券保證金	**3,059,525.13**	
Deposit for foreign currency hedge	外匯套期保證金	**2,473,619.13**	
Total	合計	**82,274,488.68**	

(2) Other cash payments in relation to investing activities

(2) 支付的其他與投資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Deposit	保證金	**28,799,800.00**	6,773,765.03
Total	合計	**28,799,800.00**	6,773,765.03

3. *Cash in relation to financing activities*

3、*與籌資活動有關的現金*

(1) Other cash received in relation to financing activities

(1) 收到的其他與籌資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Loan form shareholder received	收到股東借款		350,790,284.53
Sale and leaseback payments	售後回租收款額	**35,000,000.00**	302,000,000.00
Recovery of deposit	收回保證金	**1,000,000.00**	189,992,035.38
Total	合計	**36,000,000.00**	842,782,319.91

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(LIII) Cash Flow Statement Items (Continued)

(五十三) 現金流量表項目(續)

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

3、*與籌資活動有關的現金(續)*

(2) Other cash payments in relation to financing activities

(2) 支付的其他與籌資活動有關的現金

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Repayment of loans and interest to shareholders	歸還股東借款及利息	**201,841,418.95**	190,069,229.58
Sale and leaseback payments and interest	售後回租付款額及利息	**261,589,612.49**	151,208,687.22
Lease fees and deposits	租賃付款額及保證金	**24,319,455.34**	17,923,440.86
Loan handling fee	貸款手續費	**13,800,000.00**	8,640,000.00
Notes, loans and finance lease deposits	票據、借款、融資租賃保證金	**13,040,000.00**	2,000,000.00
H shares issuance costs	H股增發費用	**4,376,285.67**	
Payment of shares repurchase	支付股份回購款	**4,432,942.60**	
Total	合計	**523,399,715.05**	369,841,357.66

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

(LIV) Supplementary Information for Cash Flow Statement
(五十四)現金流量表補充資料

1. Supplementary information for cash flow statement
1、現金流量表補充資料

Supplementary information	補充資料	Amount of the current period 本期金額	Amount of the previous period 上期金額
1. Reconciliation of net profits to cash flows from operating activities	1. 將淨利潤調節為經營活動現金流量		
Net profits	淨利潤	**280,866,842.18**	160,318,599.81
Add: Credit impairment loss	加:信用減值損失	**-47,709,888.83**	5,425,713.57
Provision for asset impairment	資產減值準備	**19,651,760.06**	2,191,274.23
Depreciation of fixed assets	固定資產折舊	**258,468,735.88**	255,668,772.59
Depreciation of right-of-use assets	使用權資產折舊	**11,562,130.36**	8,809,670.97
Amortisation of intangible assets	無形資產攤銷	**2,689,518.18**	2,658,584.32
Amortisation of long-term deferred expenses	長期待攤費用攤銷	**5,760,000.00**	683,000.00
Losses on disposal of fixed assets, intangible assets and other long-term assets (income to be inserted with "–")	處置固定資產、無形資產和其他長期資產的損失(收益以「–」號填列)	**-9,874.15**	-248,471.07
Obsolescence losses on fixed assets (income to be inserted with "–")	固定資產報廢損失(收益以「–」號填列)	**6,034,131.62**	6,617,728.14
Losses from changes in fair value (income to be inserted with "–")	公允價值變動損失(收益以「–」號填列)	**10,482,907.63**	-2,869,030.48
Finance costs (income to be inserted with "–")	財務費用(收益以「–」號填列)	**45,535,611.46**	108,091,331.96
Loss on investments (income to be inserted with "–")	投資損失(收益以「–」號填列)	**6,687,000.03**	5,231,774.65
Decrease in deferred income tax assets (increase to be inserted with "–")	遞延所得稅資產減少(增加以「–」號填列)	**-62,166,706.79**	-445,363.86
Increase in deferred income tax liabilities (decrease to be inserted with "–")	遞延所得稅負債增加(減少以「–」號填列)	**650,998.24**	-17,824.62
Decrease in inventories (increase to be inserted with "–")	存貨的減少(增加以「–」號填列)	**-31,494,665.02**	-49,897,620.16
Decrease in operating receivables (increase to be inserted with "–")	經營性應收項目的減少(增加以「–」號填列)	**-43,034,269.70**	-47,905,453.66
Increase in operating payables (decrease to be inserted with "–")	經營性應付項目的增加(減少以「–」號填列)	**143,356,402.69**	-108,882,980.00
Others	其他	**2,425,444.72**	6,560,169.10
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	**609,756,078.56**	351,989,875.49

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

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

㈤十四現金流量表補充資料(續)

1. Supplementary information for cash flow statement (Continued)

1、現金流量表補充資料(續)

Supplementary information	補充資料	Amount of the current period 本期金額	Amount of the previous period 上期金額
2. Material investment and financing activities not involving cash receipts and payments	2. 不涉及現金收支的重大投資和籌資活動		
Conversion of debt to capital	債務轉為資本		
Convertible corporate bonds due within one year	一年內到期的可轉換公司債券		
Acquisition of right-of-use assets by way of lease obligations	承擔租賃負債方式取得使用權資產	34,621,336.69	1,305,996.00
3. Net changes in cash and cash equivalents	3. 現金及現金等價物淨變動情況		
Closing balance of cash	現金的期末餘額	329,822,566.24	189,928,649.77
Less: Opening balance of cash	減：現金的期初餘額	189,928,649.77	144,732,805.91
Add: Closing balance of cash equivalents	加：現金等價物的期末餘額		
Less: Opening balance of cash equivalents	減：現金等價物的期初餘額		
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	139,893,916.47	45,195,843.86

Information on Other: an increase of RMB2,425,444.72 in other share-based payments included in cost.

其他說明：其他為股份支付計入成本費用金額調增2,425,444.72元。

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

(LIV) Supplementary Information for Cash Flow Statement (Continued)
(五十四)現金流量表補充資料(續)

2. *Composition of Cash and Cash Equivalents*
2、現金和現金等價物的構成

Items 項目		Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
I. Cash	一、現金	**329,822,566.24**	189,928,649.77
Including: Cash on hand	其中:庫存現金	**20,756.26**	18,414.82
Digital currency that can be used readily for payments	可隨時用於支付的數字貨幣		
Bank deposits that can be used readily for payments	可隨時用於支付的銀行存款	**32,935,870.01**	188,670,092.47
Other monetary funds that can be used readily for payments	可隨時用於支付的其他貨幣資金	**443,059.97**	1,240,142.48
Amounts that can be used for payments from Central Bank Deposits	可用於支付的存放中央銀行款項		
Interbank deposits	存放同業款項		
Interbank Offer	拆放同業款項		
II. Cash Equivalents	二、現金等價物		
Including: Debt investments due within three months	其中:三個月內到期的債券投資		
III. Cash and cash equivalents balance at the end of the period	三、期末現金及現金等價物餘額	**329,822,566.24**	189,928,649.77
Including: Cash and cash equivalents held but not available for use by the parent company or other intra-group subsidiaries	其中:持有但不能由母公司或集團內其他子公司使用的現金和現金等價物		

Monetary funds not classified as cash and cash equivalents:

不屬於現金及現金等價物的貨幣資金:

Items 項目		Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額	Reasons for not classified as cash and cash equivalents 不屬於現金及現金等價物的理由
Other monetary funds	其他貨幣資金	**25,136,924.01**	8,574,090.66	Deposits 保證金
Total	合計	**25,136,924.01**	8,574,090.66	

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

五、合併財務報表項目註釋(續)

(LV) Lease

(五十五)租賃

1. As a lessee

1、作為承租人

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Interest expense on lease liabilities	租賃負債的利息費用	**11,566,459.73**	11,221,883.29
Short-term lease charges included in the cost of the related assets or in the current profit or loss using simplified treatment	計入相關資產成本或當期損益的簡化處理的短期租賃費用	**4,962,907.65**	5,801,293.10
Lease charges for low-value assets (other than short-term lease payments for low value assets) included in the cost of the related assets or in the current profit or loss using simplified treatment	計入相關資產成本或當期損益的簡化處理的低價值資產租賃費用(低價值資產的短期租賃費用除外)		
Variable lease payments not included in the measurement of lease liabilities included in the cost of the related assets or in the current profit or loss	計入相關資產成本或當期損益的未納入租賃負債計量的可變租賃付款額		
Including: Portion arising from sale and leaseback transactions	其中：售後租回交易產生部分		
Income from sublease of right-to-use assets	轉租使用權資產取得的收入		
Total cash outflow related to leases	與租賃相關的總現金流出	**29,282,362.99**	23,724,733.96
Gains or losses arising from sale and leaseback transactions	售後租回交易產生的相關損益		
Cash inflows from sale and leaseback transactions	售後租回交易現金流入		
Cash outflows from sale and leaseback transactions	售後租回交易現金流出		

VI. R&D EXPENSES 六、研發支出

(I) R&D Expenses (一)研發支出

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Employee compensation	職工薪酬	**13,004,223.34**	11,189,064.13
R&D and design expenses	研發設計費	**3,447,167.97**	2,391,354.40
Depreciation expenses	折舊費	**2,190,071.76**	2,188,427.93
Office expenses	辦公費	**1,973,697.91**	1,855,693.05
Depreciation of right-of-use assets	使用權資產折舊	**1,745,323.60**	1,909,894.24
Travel expenses	差旅費	**987,937.85**	1,009,998.29
Entrustment fees	委託費	**905,241.29**	862,326.93
Energy consumption	能源消耗	**485,676.70**	530,107.54
Others	其他	**883,595.76**	771,260.93
Total	合計	**25,622,936.18**	22,708,127.44
Including: Expensed R&D expenses	其中：費用化研發支出	**25,622,936.18**	22,708,127.44
Capitalised R&D expenses	資本化研發支出		

VII. CHANGE IN THE SCOPE OF CONSOLIDATION 七、合併範圍的變更

(I) Other Reasons for Change in Scope of Consolidation (一)其他原因的合併範圍變動

During the period, the Company established subsidiaries: Liaocheng Youjing Enterprise Management Consulting Co., Ltd.* (聊城優璟企業管理諮詢有限公司) and Liaocheng Youshen Enterprise Management Consulting Co., Ltd.* (聊城優深企業管理諮詢有限公司), each with a registered capital of RMB10,000. As of 31 December 2024, no capital has been actually contributed.

本公司本期設立子公司聊城優璟企業管理諮詢有限公司、聊城優深企業管理諮詢有限公司，註冊資本均為1萬元，截至2024年12月31日，均未實繳出資。

During the period, the Company's subsidiary, Shandong Fengxiang Food Development Co., Ltd., established a new subsidiary, Shandong Xiangyuan Food Co., Ltd.* (山東祥鳶食品有限公司), with a registered capital of RMB10 million. The company is located in Weifang City, Shandong Province, and primarily engages in food processing.

本公司的子公司山東鳳祥食品發展有限公司，本期新設立子公司山東祥鳶食品有限公司，註冊資本1,000萬元，註冊地山東省濰坊市，主營食品加工業務。

VIII. EQUITY IN OTHER ENTITIES 八、在其他主體中的權益

(I) Equity in Subsidiaries (一)在子公司中的權益

Constitution of the enterprise group *企業集團的構成*

Name of subsidiary 子公司名稱	Registered capital (RMB10,000) 註冊資本（萬元）	Major operation place 主要經營地	Registered in 註冊地	Business nature 業務性質	Category of legal person 法人類別	Percentage of shareholding (%) 持股比例(%) Direct 直接	Indirect 間接	Acquisition method 取得方式
Shandong Fengxiang Industrial Co., Ltd.	61,950.00	Yanggu County, Shandong Province	Yanggu County, Shandong Province	Production and sale of frozen meat products	Limited liability company	100.00		Set up
山東鳳祥實業有限公司		山東省陽谷縣	山東省陽谷縣	速凍肉製品生產、銷售	有限責任公司			設立
Shandong Fengxiang Food Development Co., Ltd.	41,223.89	Yanggu County, Shandong Province	Yanggu County, Shandong Province	Production and sale of frozen food	Limited liability company	100.00		Set up
山東鳳祥食品發展有限公司		山東省陽谷縣	山東省陽谷縣	速凍食品生產、銷售等	有限責任公司			設立
Shandong iShape Food Technology Co., Ltd.	22,000.00	Yanggu County, Shandong Province	Yanggu County, Shandong Province	Production and sale of frozen food	Limited liability company	100.00		Set up
山東優形食品科技有限公司		山東省陽谷縣	山東省陽谷縣	速凍食品生產、銷售等	有限責任公司			設立
Fengxiang Foods (Japan) Co., Ltd.	300.31	Japan	Japan	Consulting	Limited liability company	100.00		Set up
鳳祥食品株式會社		日本	日本	諮詢	有限責任公司			設立
Liaocheng Youjing Enterprise Management Consulting Co., Ltd. (聊城優璟企業管理諮詢有限公司)	1.00	Liaocheng City, Shandong Province	Liaocheng City, Shandong Province	Consulting	Limited liability company	100.00		Set up
聊城優璟企業管理諮詢有限公司		山東省聊城市	山東省聊城市	諮詢	有限責任公司			設立
Liaocheng Youshen Enterprise Management Consulting Co., Ltd. (聊城優深企業管理諮詢有限公司)	1.00	Liaocheng City, Shandong Province	Liaocheng City, Shandong Province	Consulting	Limited liability company	100.00		Set up
聊城優深企業管理諮詢有限公司		山東省聊城市	山東省聊城市	諮詢	有限責任公司			設立
Yucheng Fengming Food Co., Ltd.	3,300.00	Yanggu County, Shandong Province	Yucheng City, Shandong Province	Production and sale of frozen food	Limited liability company		100.00	Set up
禹城鳳鳴食品有限公司		山東省陽谷縣	山東省禹城市	速凍食品生產、銷售等	有限責任公司			設立
Shandong Xiangyuan Food Co., Ltd. (山東祥鳶食品有限公司)	1,000.00	Weifang City, Shandong Province	Weifang City, Shandong Province	Production and sale of frozen food	Limited liability company		100.00	Set up
山東祥鳶食品有限公司		山東省濰坊市	山東省濰坊市	速凍食品生產、銷售等	有限責任公司			設立

Additional information: as at 31 December 2024, no issuance of share capital and debentures were made by the Company's subsidiaries.

其他說明：截至2024年12月31日，本公司的子公司無已發行的股本和債券。

(II) Equity in Joint Arrangements or Associates (二)在合營安排或聯營企業中的權益

1. Major joint ventures or associates *1、重要的合營企業或聯營企業*

Name of joint ventures or associates 合營企業或聯營企業名稱	Major operation place 主要經營地	Registered in 註冊地	Business nature 業務性質	Percentage of shareholding (%) 持股比例(%) Direct 直接	Indirect 間接	Accounting for investments in joint ventures or associates 對合營企業或聯營企業投資的會計處理方法	Strategic to the Company's activities 對本公司活動是否具有戰略性
Yanggu Xiangyu Biological Technology Co., Ltd.	Yanggu County, Shandong Province	Yanggu County, Shandong Province	Operation of organic fertilisers, microbial fertilisers, bio-fertilisers	49.00		Equity method	Yes
陽谷祥雨生物科技有限公司	山東省陽谷縣	山東省陽谷縣	有機肥、微肥、生物肥的經營			權益法	是

VIII. EQUITY IN OTHER ENTITIES (CONTINUED) 八、在其他主體中的權益(續)

(II) Equity in Joint Arrangements or Associates (Continued) (二)在合營安排或聯營企業中的權益(續)

2. Key financial information of major associates *2、重要聯營企業的主要財務信息*

		Balance at the end of the period/ amount of the current period 期末餘額／本期金額 Yanggu Xiangyu Biological Technology Co., Ltd. 陽谷祥雨生物科技有限公司	Balance at the end of last year/ amount of the previous period 上年年末餘額／上期金額 Yanggu Xiangyu Biological Technology Co., Ltd. 陽谷祥雨生物科技有限公司
Current assets	流動資產	**4,528,839.75**	7,469,876.86
Non-current assets	非流動資產	**123,176,092.81**	131,642,483.78
Total assets	資產合計	**127,704,932.56**	139,112,360.64
Current liabilities	流動負債	**28,295,157.55**	30,212,184.98
Non-current liabilities	非流動負債	**2,634,482.67**	2,834,416.67
Total liabilities	負債合計	**30,929,640.22**	33,046,601.65
Minority interests	少數股東權益		
Equity attributable to the shareholders of the Company	歸屬於母公司股東權益	**96,775,292.34**	106,065,758.99
Net assets share calculated as per shareholding ratio	按持股比例計算的淨資產份額	**47,419,893.25**	51,972,221.91
Adjustments	調整事項		
— Goodwill	— 商譽		
— Unrealized profits from internal transactions	— 內部交易未實現利潤		
— Others	— 其他	**-1,126,763.60**	2,637,513.45
Book value of equity investment in associates	對聯營企業權益投資的賬面價值	**46,293,129.65**	54,609,735.36
Operating revenue	營業收入	**4,373,477.50**	15,319,136.86
Net profit	淨利潤	**-12,498,345.70**	-10,676,529.15
Net profit from discontinued operations	終止經營的淨利潤		
Other comprehensive income	其他綜合收益		
Total comprehensive income	綜合收益總額	**-12,498,345.70**	-10,676,529.15
Dividends from associates at the current period	本期收到的來自聯營企業的股利		

IX. GOVERNMENT GRANTS 九、政府補助

(I) Types, amount and presented items of government grants (一)政府補助的種類、金額和列報項目

1. *Government grants included in current profit or loss* *1、計入當期損益的政府補助*

Government grants related to assets *與資產相關的政府補助*

Presented items in the balance sheet 資產負債表列報項目	Amount of government grants 政府補助金額	Amount included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的金額		Items included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的項目
		Amount of the current period 本期金額	Amount of the previous period 上期金額	
Deferred income 遞延收益	23,654,633.33	1,749,978.06	1,749,978.07	Other income 其他收益
Total 合計	23,654,633.33	1,749,978.06	1,749,978.07	

Government grants related to revenue *與收益相關的政府補助*

Items included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的項目	Amount of government grants 政府補助金額	Amount included in current profit or loss or written off against related costs and expenses 計入當期損益或沖減相關成本費用損失的金額	
		Amount of the current period 本期金額	Amount of the previous period 上期金額
Other income 其他收益	1,809,433.46	1,809,433.46	4,753,184.41
Finance costs 財務費用	3,310,000.00	3,310,000.00	3,560,000.00
Total 合計	5,119,433.46	5,119,433.46	8,313,184.41

2. *Liabilities involving government grants* *2、涉及政府補助的負債項目*

Liabilities 負債項目	Balance at the end of last year 上年年末餘額	Amount of new grants for the current period 本期新增補助金額	Amount included in current profit or loss of the current period 本期計入營業外收入金額	Amounts transferred to other income for the current period 本期轉入其他收益金額	Written off against costs and expenses for the current period 本期沖減成本費用金額	Other changes 其他變動	Balance at the end of the period 期末餘額	Related to the assets/related to the income 與資產相關／與收益相關
Deferred income 遞延收益	19,006,106.48			1,749,978.06			17,256,128.42	Related to the assets 與資產相關

X. RISKS RELATED TO FINANCIAL INSTRUMENTS

十、與金融工具相關的風險

(I) Various risks arising from financial instruments

(一)金融工具產生的各類風險

The Company is confronted with various financial risks during its operation, including credit risk, liquidity risk and market risk (including exchange rate risk, interest rate risk and other price risk). The financial risks and the risk management policies adopted by the Company to reduce the risks are as follows:

本公司在經營過程中面臨各種金融風險:信用風險、流動性風險和市場風險(包括匯率風險、利率風險和其他價格風險)。上述金融風險以及本公司為降低這些風險所採取的風險管理政策如下所述:

The Board is responsible for planning and establishing the Company's risk management framework, formulating the Company's risk management policies and related guidelines and overseeing the implementation of risk management measures. The Company has established risk management policies to identify and analyse the risks faced by the Company. These risk management policies specify specific risks, covering various aspects of market risks, credit risks and liquidity risk management. The Company regularly evaluates changes in market conditions and the Company's business activities to determine whether to update its risk management policies and systems. The Company's risk management is carried out by the Risk Management Committee in accordance with the policies approved by the Board. The Risk Management Committee identifies, evaluates and hedges relevant risks through close cooperation with other business units of the Company. The Company's internal audit department conducts regular audits of risk management controls and procedures and reports the results of these audits to the Company's Audit Committee.

董事會負責規劃並建立本公司的風險管理架構,制定本公司的風險管理政策和相關指引並監督風險管理措施的執行情況。本公司已制定風險管理政策以識別和分析本公司所面臨的風險,這些風險管理政策對特定風險進行了明確規定,涵蓋了市場風險、信用風險和流動性風險管理等諸多方面。本公司定期評估市場環境及本公司經營活動的變化以決定是否對風險管理政策及系統進行更新。本公司的風險管理由風險管理委員會按照董事會批准的政策開展。風險管理委員會通過與本公司其他業務部門的緊密合作來識別、評價和規避相關風險。本公司內部審計部門就風險管理控制及程序進行定期的審核,並將審核結果上報本公司的審計委員會。

The overall objective of the risk management in the Company is to formulate risk management policies to minimise the risks without unduly interfering the Company's competitiveness and resilience.

本公司風險管理的總體目標是在不過度影響公司競爭力和應變力的情況下,制定盡可能降低風險的風險管理政策。

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (CONTINUED)

十、與金融工具相關的風險(續)

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

(一)金融工具產生的各類風險(續)

1. Credit risk

1. 信用風險

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

信用風險是指交易對手未能履行合同義務而導致本公司發生財務損失的風險。

The Company's credit risk mainly arose from the monetary funds, trade receivable, other receivable and financial guarantee contract. At the balance sheet date, the carrying amount of the financial assets of the Company represents its maximum exposure to credit risk.

本公司信用風險主要產生於貨幣資金、應收賬款、其他應收款和財務擔保合同等。於資產負債表日，本公司金融資產的賬面價值已代表其最大信用風險敞口。

As at the end of the reporting period, the Company's monetary funds presented in the financial statements are mainly deposits placed in state-owned and other large and middle listed banks with higher credit rates. The Company is of view that they are free from significant credit risks and is unlikely to incur significant losses due to banks' defaults. As at the end of 2023, the Company has provided full impairment loss for its monetary funds placed in GMK Finance Co., Ltd., the main reason is that GMK Finance Co., Ltd. is insolvent and the Company is unlikely to recover its monetary funds.

本公司期末財務報表列示貨幣資金主要為存放於聲譽良好並擁有較高信用評級的國有銀行和其他大中型上市銀行的銀行存款，本公司認為其不存在重大的信用風險，幾乎不會產生因銀行違約而導致的重大損失。截止2023年末，公司存放新鳳祥財務公司的貨幣資金，因新鳳祥財務公司已喪失兑付能力，公司貨幣資金的回收率極低，故已經按照100%計提減值準備。

The Company ensures that the Company's overall credit risk is within control through quarterly monitoring of existing customers' credit ratings and monthly review of trade receivable aging analysis. When monitoring the customer's credit risk, we group them according to their credit characteristics. Customers rated as "high-risk" will be placed on the list of restricted customers, and the Company can only sell them on the premise of additional approval, otherwise they must be required to pay the relevant amounts in advance.

公司通過對已有客戶信用評級的季度監控以及應收賬款賬齡分析的月度審核來確保公司的整體信用風險在可控的範圍內。在監控客戶的信用風險時，按照客戶的信用特徵對其分組。被評為「高風險」級別的客戶會放在受限制客戶名單裏，並且只有在額外批准的前提下，公司才可在未來期間內對其賒銷，否則必須要求其提前支付相應款項。

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (CONTINUED)

十、與金融工具相關的風險(續)

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

(一)金融工具產生的各類風險(續)

2. *Liquidity risk*

2. *流動性風險*

Liquidity risk is the risk that an enterprise may encounter deficiency of funds in meeting obligations settled with cash or other financial assets delivery.

流動性風險是指企業在履行以交付現金或其他金融資產的方式結算的義務時發生資金短缺的風險。

The Company's policy is to ensure it has sufficient cash to settle the debts when they fall due. The Company's finance department centralised control on liquidity risk. Through monitoring cash balance, readily realisable marketable securities and the rolling forecasts of cash flow for the next 12 months, the finance department will ensure the Company has sufficient fund to settle its debts under all reasonable foreseeable circumstances. It also continuously monitors the Company's compliance with borrowing agreements to obtain credits from major financial institutions to provide sufficient reserve funds and obtain shareholder borrowings from the controlling shareholder to meet short- and long-term capital needs.

本公司的政策是確保擁有充足的現金以償還到期債務。流動性風險由本公司的財務部門集中控制。財務部門通過監控現金餘額、可隨時變現的有價證券以及對未來12個月現金流量的滾動預測，確保公司在所有合理預測的情況下擁有充足的資金償還債務。同時持續監控公司是否符合借款協議的規定，從主要金融機構獲得提供足夠備用資金的授信，並從控股股東獲取股東借款以滿足短期和長期的資金需求。

The financial liabilities of the Company are analysed by their maturity date below at their undiscounted contractual cash flows:

本公司各項金融負債以未折現的合同現金流量按到期日列示如下：

		Balance at the end of the period 期末餘額						
Items	項目	Immediate repayment 即時償還	Within 1 year 1年以內	1-2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total undiscounted contractual amount 未折現合同金額合計	Carrying amount 賬面價值
Short-term borrowings	短期借款		640,251,094.72				640,251,094.72	633,645,701.02
Trade payable	應付賬款		399,453,303.68				399,453,303.68	399,453,303.68
Other payable	其他應付款		142,816,372.10				142,816,372.10	142,816,372.10
Other current liabilities	其他流動負債		11,881,617.10				11,881,617.10	11,686,120.91
Non-current liabilities due within one year	一年內到期的非流動負債		215,317,339.16				215,317,339.16	186,806,811.11
Long-term borrowings	長期借款			166,482,955.00			166,482,955.00	159,950,000.00
Long-term payable	長期應付款			16,935,000.00	4,233,750.00	5,677,868.96	26,846,618.96	25,681,131.01
Lease liabilities	租賃負債			28,317,997.56	47,208,920.82	368,869,485.32	444,396,403.70	203,550,003.46
Total	合計		1,409,719,726.76	211,735,952.56	51,442,670.82	374,547,354.28	2,047,445,704.42	1,763,589,443.29

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (CONTINUED)

十、與金融工具相關的風險(續)

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

(一)金融工具產生的各類風險(續)

2. Liquidity risk (Continued)

2. 流動性風險(續)

Items 項目		Balance at the end of last year 上年年末餘額						
		Immediate repayment 即時償還	Within 1 year 1年以內	1-2 years 1–2年	2–5 years 2–5年	Over 5 years 5年以上	Total undiscounted contractual amount 未折現合同金額合計	Carrying amount 賬面價值
Short-term borrowings	短期借款		291,698,799.33				291,698,799.33	280,373,266.00
Trade payable	應付帳款		380,727,251.84				380,727,251.84	380,727,251.84
Other payable	其他應付款		317,299,415.62				317,299,415.62	311,885,930.94
Other current liabilities	其他流動負債		225,649,268.80				225,649,268.80	225,515,440.17
Non-current liabilities due within one year	一年內到期的非流動負債		179,018,068.66				179,018,068.66	165,859,675.20
Long-term borrowings	長期借款			165,451,665.00	162,304,550.00		327,756,215.00	319,970,000.00
Long-term payable	長期應付款					6,010,512.43	6,010,512.43	6,010,512.43
Lease liabilities	租賃負債			15,796,468.26	41,171,881.00	381,603,095.49	438,571,444.75	187,779,655.98
Total	合計		1,394,392,804.25	181,248,133.26	203,476,431.00	387,613,607.92	2,166,730,976.43	1,878,121,732.56

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (CONTINUED)

十、與金融工具相關的風險(續)

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

(一)金融工具產生的各類風險(續)

3. *Market risk*

3. *市場風險*

Market risk of financial instruments is the risk of fluctuation in the fair value of financial instruments or future cash flow arising from changes in market price. Market risk includes exchange rate risk, interest rate risk and other price risk.

金融工具的市場風險是指金融工具的公允價值或未來現金流量因市場價格變動而發生波動的風險,包括匯率風險、利率風險和其他價格風險。

(1) Interest rate risk

(1) 利率風險

Interest rate risk is the risk of fluctuation in the fair value of financial instruments or future cash flow arising from changes in market interest rate.

利率風險是指金融工具的公允價值或未來現金流量因市場利率變動而發生波動的風險。

The Company's interest rate risk mainly arises from bank borrowings. Interest-bearing financial instruments with fixed and floating interest rates expose the Company to fair value interest rate risk and cash flow interest rate risk respectively. The Company determined the proportion of fixed interest rate and floating interest rate risk based on the market conditions and maintained an appropriate mix of fixed interest rate and floating interest rate through regular review and supervision. The Company will use swap instruments to hedge interest rate risk when necessary.

本公司面臨的利率風險主要來源於銀行借款,固定利率和浮動利率的帶息金融工具分別使本公司面臨公允價值利率風險及現金流量利率風險:本公司根據市場環境來決定固定利率與浮動利率工具的比例,並通過定期審閱與監察維持適當的固定和浮動利率工具組合。必要時,本公司會採用互換工具來對沖利率風險。

As at 31 December 2024, if the interest rates of borrowings with floating interest rates increased or decreased by 100 basis points with all other variables held constant, the Company's net profit will decrease or increase by RMB3,499,700.00 (31 December 2023: RMB7,610,332.66). The management is of the view that 100 basis points reasonably reflect the reasonable range of possible changes in the interest rates in the following year.

於2024年12月31日,在其他變量保持不變的情況下,如果以浮動利率計算的借款利率上升或下降100個基點,則本公司的淨利潤將減少或增加3,499,700.00元(2023年12月31日:7,610,332.66元)。管理層認為100個基點合理反映了下一年度利率可能發生變動的合理範圍。

(2) Exchange rate risk

(2) 匯率風險

Exchange rate risk refers to the risk that the fair value or future cash flow of a financial instrument will fluctuate due to changes in foreign exchange rates.

匯率風險是指金融工具的公允價值或未來現金流量因外匯匯率變動而發生波動的風險。

The Company continuously monitors foreign currency transactions and the size of foreign currency assets and liabilities to minimise exposure to foreign exchange risk. In addition, the Company may consider entering into forward exchange contract or currency swap contract to mitigate the foreign exchange risk. During the period and the previous period, the Company has not entered into any forward exchange contract or currency swap contract.

本公司持續監控外幣交易和外幣資產及負債的規模,以最大程度降低面臨的外匯風險。此外,公司還可能簽署遠期外匯合約或貨幣互換合約以達到規避匯率風險的目的。於本期及上期,本公司未簽署任何遠期外匯合約或貨幣互換合約。

X. RISKS RELATED TO FINANCIAL INSTRUMENTS (CONTINUED)

十、與金融工具相關的風險(續)

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

(一)金融工具產生的各類風險(續)

3. *Market risk (Continued)*

3. *市場風險(續)*

(2) Exchange rate risk (Continued)

(2) 匯率風險(續)

The Company's exposure to exchange rate risk arises mainly from financial assets and financial liabilities denominated in US$. The amounts of foreign currency financial assets and foreign currency financial liabilities translated into RMB are shown below:

本公司面臨的匯率風險主要來源於以美元計價的金融資產和金融負債，外幣金融資產和外幣金融負債折算成人民幣的金額列示如下：

		Balance at the end of the period 期末餘額			Balance at the end of last year 上年年末餘額		
Items	項目	US$ 美元	Other foreign currencies 其他外幣	Total 合計	US$ 美元	Other foreign currencies 其他外幣	Total 合計
Monetary funds	貨幣資金	84,962,786.30	5,812,999.49	90,775,785.79	18,525,672.10	7,297,330.75	25,823,002.85
Trade receivable	應收賬款	154,208,216.68		154,208,216.68	125,376,687.67		125,376,687.67
Prepayments	預付款項	1,285,382.48		1,285,382.48	607,535.66		607,535.66
Trade payable	應付賬款	10,949,216.38		10,949,216.38	1,195,720.47		1,195,720.47
Other payables	其他應付款				191,232,900.00		191,232,900.00

As at 31 December 2024, with all other variables unchanged, if the RMB appreciates or depreciates by 1% against the US$, the Company's net profit will increase or decrease by RMB2,295,071.18 (31 December 2023: RMB-479,187.25). Management believes that 1% reasonably reflects the reasonable range of changes that may occur between the RMB and the US$ in the coming year.

於2024年12月31日，在所有其他變量保持不變的情況下，如果人民幣對美元升值或貶值1%，則公司將增加或減少淨利潤2,295,071.18元(2023年12月31日：-479,187.25元)。管理層認為1%合理反映了下一年度人民幣對美元可能發生變動的合理範圍。

XI. DISCLOSURE OF FAIR VALUE

†-、公允價值的披露

The inputs used for fair value measurement are divided into three levels:

公允價值計量所使用的輸入值劃分為三個層次:

Level 1 input is the unadjusted quotation of the same asset or liability that is available on the measurement day in the active market.

第一層次輸入值是在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價。

Level 2 input is the input that can be observed directly or indirectly of the relevant asset or liability other than those in level 1.

第二層次輸入值是除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值。

Level 3 input is the unobservable input of the relevant asset or liability.

第三層次輸入值是相關資產或負債的不可觀察輸入值。

The level of the fair value measurement is determined by the lowest level of the input which is of great significance to the whole of the fair value measurement.

公允價值計量結果所屬的層次,由對公允價值計量整體而言具有重要意義的輸入值所屬的最低層次決定。

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

(一)以公允價值計量的資產和負債的期末公允價值

		Fair value at the end of the current period 期末公允價值			
Item	項目	Level 1 of fair value measurement 第一層次公允價值計量	Level 2 of fair value measurement 第二層次公允價值計量	Level 3 of fair value measurement 第三層次公允價值計量	Total 合計
I. Continuous measurement at fair value	**一、持續的公允價值計量**				
Held-for-trading financial assets	**交易性金融資產**			2,477,721.15	2,477,721.15
1. Financial assets at fair value through profit or loss	1. 以公允價值計量且其變動計入當期損益的金融資產			2,477,721.15	2,477,721.15
(1) Investment in debt instruments	(1)債務工具投資				
(2) Investment in equity instruments	(2)權益工具投資				
(3) Derivative financial assets	(3)衍生金融資產				
(4) Trust units	(4)信托份額			2,477,721.15	2,477,721.15
Biological assets	**生物資產**			433,024,800.00	433,024,800.00
1. Consumptive biological assets	1. 消耗性生物資產			228,094,800.00	228,094,800.00
2. Productive biological assets	2. 生產性生物資產			204,930,000.00	204,930,000.00
Total assets measured at fair value on a continuous basis	**持續以公允價值計量的資產總額**			435,502,521.15	435,502,521.15

XI. DISCLOSURE OF FAIR VALUE (CONTINUED) 十一、公允價值的披露(續)

(II) Valuation techniques used and the qualitative and quantitative information of key parameters for recurring and non-recurring fair value measurement categorised within Level 3

(二)持續和非持續第三層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息

Items 項目	Fair value at the end of the current period 期末公允價值	Valuation techniques 估值技術	Unobservable inputs 不可觀察輸入值	Relations between key unobservable inputs and fair value measurement 關鍵不可觀察輸入值與公允值計量之間的相互關係
Broiler eggs 種蛋	35,480,200.00	Cost method (The valuation is determined by deducting the sales expenses, all taxes and certain product sales profits from the selling price.) 成本法(以售價減去銷售費用、全部稅金和一定的產品銷售利潤後確定評估值。)	The market price of broiler eggs on 31 December 2024 was RMB2.15/egg. 2024年12月31日種雞蛋市場價格人民幣2.15元／枚。	The estimated fair value increases when the market price increases. 市場價格增加時，估計公允值增加。
Broiler 肉雞	192,614,600.00	Cost method (The valuation is determined by deducting the sales expenses, all taxes a certain product sales profits and the cost up to the date of listing from the selling price.) 成本法(以售價減去銷售費用、全部稅金、一定的產品銷售利潤和至出欄日的成本後確定評估值。)	The market price of broilers on 31 December 2024 was RMB20.29/bird. 2024年12月31日，肉雞市場價格人民幣20.29元／只。	The estimated fair value increases when the market price increases. 市場價格增加時，估計公允值增加。
Breeders 種雞	204,930,000.00	The fair value of the breeders is determined by the replacement cost method, which is based on the cost and profit of restoring the breeders to their original condition, taking into account the newness and residual value. 種雞的公允值按照重置成本法確定，該方法是根據還原種雞發生的成本和利潤並考慮成新率及殘值計算。	For the quantity of the breeders, assuming the number of the existing breeders will decrease as at the end of relevant period at certain culling rates due to natural or unnatural factors, which include illness, difficult birth, low eggs production or completion of all eggs production periods, the estimated overall culling rate of the year ranges from 6.29% and 27.11% along with the increase of the number of the eggs production periods. 就種雞的數量而言，假設現有種雞數目按由於自然或非自然因素(包括疾病，難產，低產蛋量或全部產蛋期結束)導致的若干淘汰率而於相關期間結束時減少。本年估計整體淘汰率將隨著產蛋期數增加而在6.29%至27.11%之間。	The estimated fair value decreases when the estimated culling rate increases. 估計淘汰率上升時，估計公允值減少。
			The replacement cost is the price of the chicken breeds plus the cost of each breeder to the breeding period. The breeding period of breeders is 25 weeks, and the production period ranges from 25 weeks to 71 weeks. The average price of chicken breeds of the year was RMB37.30/bird, and the cost of the breeders to the breeding period is RMB94.96/bird. 重置成本為雞苗價格加每只種雞至育成期的成本，種雞育成期為25周，生產期為25周至71周。本年雞苗的平均價格為37.30元／只，種雞至育成期的成本為94.96元／只。	The estimated fair value increases when the estimated chicken breeds price, breeding and other costs increase. 估計雞苗價格和飼養等生產成本上漲時，估計公允值增加。
			The profit is determined by multiplying the sum of the cost of chicken breeds and the breeding period by the cost margin. The cost margin was 11.2% based on the financial data for 2024. 本次利潤根據雞苗和育成期成本加和乘以成本利潤率確定。本次成本利潤率根據2024年財務數據計算得到為11.2%。	The fair value increases when the estimated cost margin increases. 估計成本利潤率上升時，公允值增加。
			The ratio of the remaining egg production of the hen to the total egg production during the entire life cycle is used to calculate the newness rate. 本次使用母雞的剩餘產蛋量佔全部生命周期內的產蛋量的比例計算成新率。	The estimated fair value increases when the newness rate increases. 成新率提高時，估計公允值增加。

XII. RELATED PARTIES AND TRANSACTION WITH RELATED PARTIES

十二、關聯方及關聯交易

(I) Information on the parent company of the Company

(一)本公司的母公司情況

Name of the parent company 母公司名稱	Registered in 註冊地	Business nature 業務性質	Registered capital 註冊資本	Equity interest in the Company held by parent company (%) 母公司對本公司的持股比例(%)	Percentage of the parent company's voting rights in the Company (%) 母公司對本公司的表決權比例(%)
Falcon Holding LP	Cayman Islands	Private equity investment		71.38	71.38
Falcon Holding LP	開曼群島	私募股權投資			

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

本公司最終控制方是:PAG(太盟投資集團),註冊地開曼群島。

(II) Information on the subsidiaries of the Company

(二)本公司的子公司情況

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

本公司子公司的情況詳見本附註「八、在其他主體中的權益」。

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

(三)本公司的合營和聯營企業情況

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

本公司重要的合營或聯營企業詳見本附註「八、在其他主體中的權益」。

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

十二、關聯方及關聯交易(續)

(IV) Related party transactions

(四) 關聯交易情況

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

1、購銷商品、提供和接受勞務的關聯交易

Table of selling goods/provision of labor services

出售商品／提供勞務情況表

Related party 關聯方	Content of related party transactions 關聯交易內容	Amount of the current period 本期金額	Amount of the previous period 上期金額
Yanggu Xiangyu Biological Technology Co., Ltd. 陽谷祥雨生物科技有限公司	Sales of materials 銷售材料	**1,028,744.46**	3,819,082.23

2. *Loans and borrowings of the related parties*

2、關聯方資金拆借

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

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

十二、關聯方及關聯交易(續)

(IV) Related party transactions (Continued)

(四) 關聯交易情況(續)

3. *Remuneration of key management personnel*

3、*關鍵管理人員薪酬*

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

(1) 董事、監事和執行總裁薪酬及董事權益

Remuneration of the Directors, Supervisors and Chief Executive Officer

董事、監事和執行總裁薪酬

Remuneration of each Director, Supervisor and Chief Executive Officer for the year ended 2024 is as follows:

2024年度每位董事、監事和執行總裁的薪酬如下:

Name	姓名	Date of appointment 委任日期	Date of resignation 離任日期	Fees 袍金	Remuneration 固定薪酬	Bonus 績效獎金	Benefit plan (social security provident fund) 福利計劃(社保公積金)	Share-based compensation 股份支付的薪酬	Total 合計
Director — Xiao Dongsheng	董事 — 肖東生	2023年1月18日 18 January 2023			2,000,000.00	669,364.50	88,961.52	553,329.07	3,311,655.09
Director — Shi Lei	董事 — 石磊	2023年1月18日 18 January 2023			1,500,000.00	496,918.00	33,696.00	244,026.47	2,274,640.47
Director — Zhu Lingjie	董事 — 朱凌潔	2023年1月18日 18 January 2023							
Director — Qiu Zhongwei	董事 — 邱中偉	2023年1月18日 18 January 2023							
Director — Lu Wei	董事 — 呂崴	2023年1月18日 18 January 2023							
Director — Zhou Ruijia	董事 — 周瑞佳	2023年1月18日 18 January 2023							
Supervisor — Gao Jin	監事 — 高瑾	2023年1月18日 18 January 2023							
Supervisor — Zhu Kaijie	監事 — 朱愷杰	2023年1月18日 18 January 2023							
Supervisor — Ma Xianwen	監事 — 馬憲穩	2023年1月18日 18 January 2023			280,000.00	55,845.00	20,220.00		356,065.00
Independent Director — Chung Wai Man	獨董 — 鍾偉文	2019年8月8日 8 August 2019		277,812.00					277,812.00
Independent Director — Zhao Yinglin	獨董 — 趙迎琳	2021年5月28日 28 May 2021		277,812.00					277,812.00
Independent Director — Wang Anyi	獨董 — 王安易	2023年1月18日 18 January 2023		277,812.00					277,812.00

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

十二、關聯方及關聯交易(續)

(IV) Related party transactions (Continued)

(四) 關聯交易情況(續)

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

3、關鍵管理人員薪酬(續)

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

(1) 董事、監事和執行總裁薪酬及董事權益(續)

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

董事、監事和執行總裁薪酬(續)

Remuneration of each Director, Supervisor and Chief Executive Officer for the year ended 2024 is as follows: (Continued)

2024年度每位董事、監事和執行總裁的薪酬如下：(續)

Note:

註：

① The independent non-executive Directors will receive remuneration from the Company and the Company will pay each independent non-executive Director HK$300,000 per annum. Executive directors and employee representative Supervisors who hold other salaried offices in the Company, namely Mr. Xiao Dongsheng, Mr. Shi Lei and Mr. Ma Xianwen, receive remuneration from the Company in accordance with their positions and the Company's remuneration policy, while non-executive Directors and shareholder representative Supervisors do not receive any remuneration from the Company.

① 獨立非執行董事將向本公司收取薪酬，本公司每年向各獨立非執行董事支付300,000港元。於本公司擔任其他受薪職位的執行董事、職工代表監事，即肖東生先生、石磊先生、馬憲穩先生根據其職位及本公司的薪酬政策向本公司收取薪酬、非執行董事及股東代表監事不向本公司收取任何薪酬。

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

十二、關聯方及關聯交易(續)

(IV) Related party transactions (Continued)

(四) 關聯交易情況(續)

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

3、 *關鍵管理人員薪酬(續)*

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

(1) 董事、監事和執行總裁薪酬及董事權益(續)

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

董事、監事和執行總裁薪酬(續)

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

2023年度每位董事、監事和執行總裁的薪酬如下:

Name	姓名	Date of appointment 委任日期	Date of resignation 離任日期	Fees 袍金	Remuneration 固定薪酬	Bonus 績效獎金	Benefit plan (social security provident fund) 福利計劃(社保公積金)	Share-based compensation 股份支付的薪酬	Total 合計
Chief Executive Officer — Liu Zhiguang	執行總裁 — 劉志光	2010年12月6日 6 December 2010	2023年1月18日 18 January 2023						
Director — Xiao Dongsheng	董事 — 肖東生	2023年1月18日 18 January 2023			2,000,000.00	200,918.00	84,655.80	1,253,750.91	3,539,324.17
Director — Shi Lei	董事 — 石磊	2023年1月18日 18 January 2023			1,500,000.00	178,751.00	33,696.00	1,056,409.85	2,768,856.85
Director — Zhu Lingjie	董事 — 朱凌潔	2023年1月18日 18 January 2023							
Director — Qiu Zhongwei	董事 — 邱中偉	2023年1月18日 18 January 2023							
Director — Lu Wei	董事 — 呂崴	2023年1月18日 18 January 2023							
Director — Zhou Ruijia	董事 — 周瑞佳	2023年1月18日 18 January 2023							
Director — Zhou Jinying	董事 — 周勁鷹	2022年5月31日 31 May 2022	2023年1月18日 18 January 2023		45,455.00		1,688.73		47,143.73
Supervisor — Lian Xianmin	監事 — 廉憲敏	2019年9月16日 16 September 2019	2023年1月18日 18 January 2023		13,636.36		1,473.16		15,109.52
Supervisor — Gao Jin	監事 — 高瑾	2023年1月18日 18 January 2023							
Supervisor — Zhu Kaijie	監事 — 朱愷杰	2023年1月18日 18 January 2023							
Supervisor — Ma Xianwen	監事 — 馬憲穩	2023年1月18日 18 January 2023			230,000.00		19,412.00		249,412.00
Independent Director — Guo Tianyong	獨董 — 郭田勇	2019年8月8日 8 August 2019	2023年1月18日 18 January 2023	13,140.19					13,140.19
Independent Director — Chung Wai Man	獨董 — 鍾偉文	2019年8月8日 8 August 2019		271,866.00					271,866.00
Independent Director — Zhao Yinglin	獨董 — 趙迎琳	2021年5月28日 28 May 2021		271,866.00					271,866.00
Independent Director — Wang Anyi	獨董 — 王安易	2023年1月18日 18 January 2023		259,405.48					259,405.48

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

十二、關聯方及關聯交易(續)

(IV) Related party transactions (Continued)

(四) 關聯交易情況(續)

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

3. *關鍵管理人員薪酬(續)*

(2) Five highest paid individuals

(2) 薪酬最高的前五位

Details of the remuneration of the five highest paid employees (including two Directors (2023: two)) as at 31 December 2024 are set out in note XII (IV) above. The remuneration of the remaining three (2023: three) non-Directors or key executives as at 31 December 2024 is as follows:

截止2024年12月31日，五名最高薪酬員工(包括2名董事(2023年：2名))的薪酬詳情見上文附註十二(四)。截止2024年12月31日，其餘3名(2023年：3名)非董事或主要行政人員的薪酬如下：

		2024 2024年度	2023 2023年度
Basic salary, housing subsidy and other subsidies	基本工資、住房補貼以及其他補貼	**2,600,000.00**	3,200,000.00
Performance bonus	績效獎金	**1,227,923.00**	1,055,728.00
Pension plan contributions	養老金計劃供款	**80,988.00**	108,000.00
Share-based payment	股份支付	**272,053.45**	18,125.42
Total	合計	**4,180,964.45**	4,381,853.42

		Number of individual 人數	
		2024 2024年度	2023 2023年度
HK$0 to HK$1,000,000	港幣0元–1,000,000元		
HK$1,000,000 to HK$1,500,000	港幣1,000,000元–1,500,000元	**3**	3

4. *Other related party transaction*

4. *其他關聯交易*

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Falcon Holding LP	Falcon Holding LP	**5,668,549.93**	25,651,783.14

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

十二、關聯方及關聯交易(續)

(V) Balances of receivables from and payables to related parties

(五) 關聯方應收應付等未結算項目

1. *Receivables from related parties*

1、應收項目

Items	項目名稱	Related parties 關聯方	Balance at the end of the period 期末餘額		Balance at the end of last year 上年年末餘額	
			Book balance 賬面餘額	Bad debt provision 壞賬準備	Book balance 賬面餘額	Bad debt provision 壞賬準備
Trade receivable	應收賬款	Yanggu Xiangyu Biological Technology Co., Ltd. 陽谷祥雨生物科技有限公司	**14,640,154.26**	**14,640,154.26**	14,618,640.73	5,335,908.22

XIII. SHARE-BASED PAYMENTS

十三、股份支付

(I) Share-based payment

(一) 股份支付總體情況

Grantees	授予對象	Equity instrument granted for the period 本期授予的各項權益工具		Equity instrument released for the period 本期解鎖的各項權益工具		Equity instrument exercised for the period 本期行權的各項權益工具		Equity instrument lapsed for the period 本期失效的各項權益工具	
		No. 數量	Amount 金額	No. 數量	Amount 金額	No. 數量	Amount 金額	No. 數量	Amount 金額
Management members	管理人員					2,525,866.00	3,125,228.69		
Sales members	銷售人員					1,440,366.00	1,782,150.42		
R&D members	研發人員					58,400.00	72,257.23		
Production members	生產人員					570,200.00	705,502.74		
Total	合計					4,594,832.00	5,685,139.58		

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

(II) Equity-settled share-based payment (二)以權益結算的股份支付情況

Recognition method for fair value of equity instrument on the date of grant 授予日權益工具公允價值的確定方法	The price to buy back the shares of the Company 回購本公司股票時的回購價格
Significant inputs for fair value of equity instrument on the date of grant 授予日權益工具公允價值的重要參數	
Recognition method for number of exercisable equity instrument 可行權權益工具數量的確定依據	Be exercisable by the grantee on the date of within the prescribed service period, so the best estimation of the amount of exercisable equity instrument is all exercisable. 被授予人在規定的服務期限內，達到行權日即可行權，故可行權權益工具數量的最佳估計為全部行權。
Reason for significant difference between estimate of the period and previous period 本期估計與上期估計有重大差異的原因	Nil 無
Accumulative amount in capital reserve of equity-settled share-based payment 以權益結算的股份支付計入資本公積的累計金額	10,383,807.19

Additional information:

2020 Share Award Scheme: As considered and approved at general meeting of the Company on 4 June 2020, the Company adopted the share award scheme from 26 June 2020. Pursuant to the share award scheme, the Board of the Company is authorised to grant the shares of the Company to 18 senior management members and other employees for nil consideration. Shares repurchased are granted to rewarded employees in four phases, in which 40% of the total amount was granted on 30 September 2020 (first phase), 20% of the total amount was granted on 30 June 2021 (second phase), 20% of the total amount will be granted on 30 June 2022 (third phase) and 20% of the total amount will be granted on 30 June 2023 (fourth phase).

其他說明：

2020年股份獎勵計劃：經本公司股東大會2020年6月4日審議批准，本公司於2020年6月26日起實行一項股份獎勵計劃。據此，本公司董事會獲授權授予本公司18名高級管理人員及其他職工無需支付對價即可獲得本公司股票。回購股份分四期授與被獎勵人員，第一期於2020年9月30日授予總額的40%，第二期於2021年6月30日授予總額的20%，第三期於2022年6月30日授予總額的20%，第四期於2023年6月30日授予總額的20%。

XIII. SHARE-BASED PAYMENT (CONTINUED)

十三、股份支付(續)

(II) Equity-settled share-based payment (Continued)

(二) 以權益結算的股份支付情況(續)

2021 Share Award Scheme: As considered and approved at general meeting of the Company on 4 June 2020, the Company adopted the share award scheme from 10 December 2021. Pursuant to the share award scheme, the Company is proposed to repurchase 26,097,600 H shares, 23,487,800 H shares would be granted to 63 employees in 3 batches, in which one third of the total amount will be granted on 30 April 2023 (first phase), one third of the total amount will be granted on 30 April 2024 (second phase), one third of the total amount will be granted on 30 April 2025 (third phase). The 2,609,800 H shares would be reserved for granting to newly recruited senior marketing staff, senior marketing department management, and core R&D staff.

2021年股份獎勵計劃:經本公司股東大會2020年6月4日審議批准,本公司於2021年12月10日起實行一項股份獎勵計劃。據此,本公司擬回購2,609.76萬股H股,並將其中2,348.78萬股H股,分3期授予63名僱員,第一期於2023年4月30日授予總額的三分之一,第二期於2024年4月30日授予總額的三分之一,第三期於2025年4月30日授予總額的三分之一。預留260.98萬股,將用於授予新招聘的高級營銷人員、高級市場部管理人員、核心研發人員。

One share option shall entitle the grantee to subscribe 1 ordinary share of the Company.

每份股份期權賦予持有人認購1股本公司普通股的權利。

(III) Share-based payments

(三) 股份支付費用

		Amount of the current period 本期金額			Amount of the previous period 上期金額		
Grantee	授予對象	Equity-settled share-based payments 以權益結算的股份支付	Cash-settled share-based payments 以現金結算的股份支付	Total 合計	Equity-settled share-based payments 以權益結算的股份支付	Cash-settled share-based payments 以現金結算的股份支付	Total 合計
Management	管理人員	1,453,266.80		1,453,266.80	3,715,657.61		3,715,657.61
Sales staff	銷售人員	750,789.37		750,789.37	1,703,251.28		1,703,251.28
R&D staff	研發人員	33,245.29		33,245.29	91,586.78		91,586.78
Production staff	生產人員	324,596.93		324,596.93	1,049,673.44		1,049,673.44
Total	合計	2,561,898.39		2,561,898.39	6,560,169.11		6,560,169.11

XIV. COMMITMENTS AND CONTINGENCIES

十四、承諾及或有事項

(I) Significant commitments

(一) 重要承諾事項

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

本期無需要披露的重要的承諾事項。

(II) Contingencies

(二) 或有事項

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

本期無需要披露的重要的或有事項。

XV. EVENTS AFTER THE DATE OF BALANCE SHEET

十五、資產負債表日後事項

(I) Significant Non-adjustment Items

(一) 重要的非調整事項

On 28 February 2025, the Company and Weifang Fengxiang Food Co., Ltd.* (濰坊豐祥食品有限公司) (hereinafter referred to as "Fengxiang Food") jointly invested in the establishment of a subsidiary, Shandong Xiangteng Food Co., Ltd.* (山東祥騰食品有限公司) (hereinafter referred to as "Xiangteng Food").

2025年2月28日，本公司與濰坊豐祥食品有限公司(以下簡稱豐祥食品)，共同出資設立子公司山東祥騰食品有限公司(以下簡稱祥騰食品)。

The proportion of subscribed capital contribution by the shareholders of the newly established subsidiary, Xiangteng Food, is as follows:

新設子公司祥騰食品各股東認繳出資比例如下：

Shareholders	股東	Subscribed capital contribution 認繳出資額	Proportion of shareholding 持股比例
The Company	本公司	25,500,000.00	51%
Fengxiang Food	豐祥食品	24,500,000.00	49%
Total	合計	50,000,000.00	100.00%

XVI. CAPITAL MANAGEMENT

十六、資本管理

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

本公司資本管理的主要目標為確保其維持良好的信貸評級及穩健的資本比率以支持其業務及最大化股東價值，於資產負債表日經調整的負債／資本比率如下：

		Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Total borrowings	借貸總額	**999,052,870.54**	1,175,278,020.82
Owners' equity	所有者權益	**3,306,439,504.69**	3,031,895,729.60
Adjusted debt/capital ratios	經調整的負債／資本比率	**30.22%**	38.76%

XVII. OTHER SIGNIFICANT EVENTS 十七、其他重要事項

(I) Auditor's remuneration (一) 核數師薪酬

Item	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Auditor's remuneration	核數師薪酬	**2,350,000.00**	2,150,000.00

(II) Segment information (二) 分部信息

1. Basis for determining reporting segments and accounting policies *1、報告分部的確定依據與會計政策*

Each of the Company's reporting segments provides different products or services or engages in operating activities in different geographic areas. As each segment requires different technologies or market strategies, the Company's management separately manages the operating activities of each reporting segment and regularly evaluates the operating results of these reporting segments to determine the allocation of resources and to evaluate their performance.

本公司的各個報告分部分別提供不同的產品或服務,或在不同地區從事經營活動。由於每個分部需要不同的技術或市場策略,本公司管理層分別單獨管理各個報告分部的經營活動,定期評價這些報告分部的經營成果,以決定向其分配資源及評價其業績。

Intersegment transfer prices are determined on the basis of actual transaction prices. Expenses indirectly attributable to each segment are allocated between segments in proportion to revenue. Assets are allocated based on the operations of the segment and the location of the assets. Segment liabilities include liabilities attributable to the segment arising from its operating activities. If expenses related to liabilities shared by multiple operating segments are allocated to those operating segments, the jointly assumed liabilities are also allocated to these operating segments.

分部間轉移價格按照實際交易價格為基礎確定,間接歸屬於各分部的費用按照收入比例在分部之間進行分配。資產根據分部的經營以及資產的所在位置進行分配,分部負債包括分部經營活動形成的可歸屬於該分部的負債。如果多個經營分部共同承擔的負債相關的費用分配給這些經營分部,該共同承擔的負債也分配給這些經營分部。

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

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

2. *Financial information of the reporting segments* 2. *報告分部的財務信息*

Items 項目	Raw chicken meat products 生雞肉製品	Processed chicken meat products 深加工雞肉製品	Chicken breeds 雞苗	Other 其他	Elimination 分部間抵銷	Total 合計
Revenue from external transactions 對外交易收入	7,156,308,549.92	3,113,693,901.94	26,963,795.00	259,696,034.44	-5,052,010,944.20	5,504,651,337.10
Revenue from inter-segment transactions 分部間交易收入	4,812,904,081.34	158,300,839.09		80,806,023.77	-5,052,010,944.20	
Income on investments in associates and joint ventures 對聯營和合營企業的投資收益				-6,124,189.39		-6,124,189.39
Credit impairment loss 信用減值損失	20,310,744.47	25,614,969.20	233,700.48	1,550,474.68		47,709,888.83
Asset impairment loss 資產減值損失	-14,035,592.63	-748,806.47	-4,867,360.96			-19,651,760.06
Depreciation and amortisation expense 折舊費和攤銷費	116,100,753.41	146,420,887.15	1,335,884.16	8,862,859.70		272,720,384.42
Total profit (total loss) 利潤總額(虧損總額)	-225,004,674.88	491,143,288.68	-8,427,643.76	17,172,678.91	-16,667,672.96	258,215,975.99
Income tax expenses 所得稅費用	2,841,505.30	-25,492,371.49				-22,650,866.19
Net profit (net loss) 淨利潤(淨虧損)	-227,846,180.18	516,635,660.17	-8,427,643.76	17,172,678.91	-16,667,672.96	280,866,842.18
Total assets 資產總額	3,569,973,634.37	4,502,285,224.36	41,077,005.07	272,523,429.10	-3,150,957,349.60	5,234,901,943.30
Total liabilities 負債總額	1,640,000,227.53	2,068,292,247.66	18,870,250.75	125,193,777.74	-1,923,894,065.07	1,928,462,438.61
Long-term equity investments in associates and joint ventures 對聯營和合營企業的長期股權投資				46,293,129.65		46,293,129.65
The amounts of increase of non-current assets other than long-term equity investments 長期股權投資以外的其他非流動資產增加額	1,472,289,611.00	1,856,783,394.07	16,940,530.66	112,391,141.93		3,458,404,677.66

XVIII. NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY

十八、母公司財務報表主要項目註釋

(I) Bills Receivable

(一) 應收票據

1. *Category of bills receivable*

1、應收票據分類列示

Item	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Bank acceptance notes	銀行承兌匯票	**11,000,000.00**	
Total	合計	**11,000,000.00**	

2. *Bills receivable which are not matured as at the balance sheet date but have been endorsed or discounted by the Company at the period end*

2、期末公司已背書或貼現且在資產負債表日尚未到期的應收票據

Item	項目	Closing balance derecognized 期末終止確認金額	Closing balance not yet derecognized 期末未終止確認金額
Bank acceptance notes	銀行承兌匯票	**11,000,000.00**	11,000,000.00
Total	合計	**11,000,000.00**	11,000,000.00

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

十八、母公司財務報表主要項目註釋(續)

(II) Trade receivable

(二) 應收賬款

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

1、應收賬款按發票日期計算的賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	1,058,067,360.55	1,032,575,846.43
1 to 2 years	1至2年	4,008,200.37	10,631,953.89
2 to 3 years	2至3年	10,631,953.89	
3 to 4 years	3至4年		
4 to 5 years	4至5年		
Over 5 years	5年以上		
Subtotal	小計	1,072,707,514.81	1,043,207,800.32
Less: Bad debt provision	減：壞賬準備	14,640,154.26	5,335,908.22
Total	合計	1,058,067,360.55	1,037,871,892.10

2. Disclosure of trade receivable by bad debt provision method

2、應收賬款按壞賬計提方法分類披露

Category 類別		Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
		Book balance 賬面餘額		Bad debt provision 壞賬準備			Book balance 賬面餘額		Bad debt provision 壞賬準備		
		Amount 金額	Proportion (%) 計提比例 (%)	Amount 金額	Proportion (%) 計提比例 (%)	Book value 賬面價值	Amount 金額	Proportion (%) 計提比例 (%)	Amount 金額	Proportion (%) 計提比例 (%)	Book value 賬面價值
Bad debt provision made on an individual basis	按單項計提壞賬準備	14,640,154.26	1.36	14,640,154.26	100.00						
Including:	其中：										
Bad debt provision made on an individual basis with significant amount	單獨計提壞賬且金額重大	14,640,154.26	1.36	14,640,154.26	100.00						
Bad debt provision made on a collective basis based on credit risk characteristics	按信用風險特徵組合計提壞賬準備	1,058,067,360.55	98.64			1,058,067,360.55	1,043,207,800.32	100.00	5,335,908.22	0.51	1,037,871,892.10
Including:	其中：										
Aging analysis group	賬齡分析組合						14,618,209.01	1.40	5,335,908.22	36.50	9,282,300.79
Related party group	關聯方組合	1,058,067,360.55	98.64			1,058,067,360.55	1,028,589,591.31	98.60			1,028,589,591.31
Total	合計	1,072,707,514.81	100.00	14,640,154.26		1,058,067,360.55	1,043,207,800.32	100.00	5,335,908.22		1,037,871,892.10

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

十八、母公司財務報表主要項目註釋(續)

(II) Trade receivable (Continued)

(二) 應收賬款(續)

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

2、*應收賬款按壞賬計提方法分類披露(續)*

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

按信用風險特徵組合計提壞賬準備:

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

重要的按單項計提壞賬準備的應收賬款:

		Balance at the end of the period 期末餘額				Balance at the end of last year 上年年末餘額	
Name	名稱	Book balance 賬面餘額	Bad debt provision 壞賬準備	Provision percentage (%) 計提比例(%)	Basis for provision 計提依據	Book balance 賬面餘額	Bad debt provision 壞賬準備
Company 1	單位1	14,640,154.26	14,640,154.26	100.00	Not expected to be settled 預計無法得到清償		
Total	合計	14,640,154.26	14,640,154.26				

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

3、*本期計提、轉回或收回的壞賬準備情況*

			Changes in amount for the current period 本期變動金額				
Category	類別	Balance at the end of last year 上年年末餘額	Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Other changes 其他變動	Balance at the end of the period 期末餘額
On an individual basis	單項計提		9,326,191.29			5,313,962.97	14,640,154.26
Aging group	賬齡組合	5,335,908.22		-21,945.25		-5,313,962.97	
Total	合計	5,335,908.22	9,326,191.29	-21,945.25			14,640,154.26

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

十八、母公司財務報表主要項目註釋(續)

(III) Other receivable

(三) 其他應收款

Items	項目	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Interest receivable	應收利息		
Dividend receivable	應收股利		
Other receivable	其他應收款項	**96,795.58**	8,277,106.96
Total	合計	**96,795.58**	8,277,106.96

1. Other receivable

1、其他應收款項

(1) Disclosure by aging

(1) 按賬齡披露

Aging	賬齡	Balance at the end of the period 期末餘額	Balance at the end of last year 上年年末餘額
Less than 1 year	1年以內	**98,269.62**	6,236,511.21
1 to 2 years	1至2年		
2 to 3 years	2至3年		
3 to 4 years	3至4年		80,000.00
4 to 5 years	4至5年		
Over 5 years	5年以上		
Subtotal	小計	**98,269.62**	8,904,190.48
Less: bad debt provision	減：壞賬準備	**1,474.04**	627,083.52
Total	合計	**96,795.58**	8,277,106.96

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

十八、母公司財務報表主要項目註釋(續)

(III) Other receivable (Continued)

(三) 其他應收款(續)

1. *Other receivable (Continued)*

1、其他應收款項(續)

(2) Disclosure by bad debt provision method

(2) 按壞賬計提方法分類披露

Category 類別	Balance at the end of the period 期末餘額					Balance at the end of last year 上年年末餘額				
	Book balance 賬面餘額		Bad debt provision 壞賬準備			Book balance 賬面餘額		Bad debt provision 壞賬準備		
	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	Book value 賬面價值	Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision percentage (%) 計提比例(%)	Book value 賬面價值
Bad debt provision made on an individual basis 按單項計提壞賬準備										
Bad debt provision made on a collective basis based on credit risk characteristics 按信用風險特徵組合計提壞賬準備	98,269.62	100.00	1,474.04	1.50	96,795.58	8,904,190.48	100.00	627,083.52	7.04	8,277,106.96
Including: 其中：										
Aging analysis group 賬齡分析組合	98,269.62	100.00	1,474.04	1.50	96,795.58	8,904,190.48	100.00	627,083.52	7.04	8,277,106.96
Total 合計	98,269.62	100.00	1,474.04		96,795.58	8,904,190.48	100.00	627,083.52		8,277,106.96

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

按信用風險特徵組合計提壞賬準備：

Group provision items: Aging group

組合計提項目：賬齡組合

Name 名稱		Balance at the end of the period 期末餘額		
		Other receivables 其他應收款項	Bad debt provision 壞賬準備	Provision percentage(%) 計提比例(%)
Less than 1 year	1年以內	98,269.62	1,474.04	1.5
1 to 2 years	1至2年			
2 to 3 years	2至3年			
3 to 4 years	3至4年			
4 to 5 years	4至5年			
Over 5 years	5年以上			
Total	合計	98,269.62	1,474.04	

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

十八、母公司財務報表主要項目註釋(續)

(III) Other receivable (Continued)

(三) 其他應收款(續)

1. *Other receivable (Continued)*

1、其他應收款項(續)

(3) Provision for bad debts

(3) 壞賬準備計提情況

Provision for bad debts 壞賬準備		Phase 1 第一階段 Expected credit losses in the next 12 months 未來12個月預期信用損失	Phase 2 第二階段 Lifetime expected credit losses (no credit impairment) 整個存續期預期信用損失(未發生信用減值)	Phase 3 第三階段 Lifetime expected credit losses (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	Total 合計
Balance at the end of last year	上年年末餘額	627,083.52			627,083.52
Balance at the end of last year at the current period	上年年末餘額在本期				
— Transfer to phase 2	— 轉入第二階段				
— Transfer to phase 3	— 轉入第三階段				
— Reverse to phase 2	— 轉回第二階段				
— Reverse to phase 1	— 轉回第一階段				
Provision for the current period	本期計提	1,474.04			1,474.04
Reversal at the current period	本期轉回				
Resell at the current period	本期轉銷	-627,083.52			-627,083.52
Written off at the current period	本期核銷				
Other changes	其他變動				
Balance at the end of the period	期末餘額	1,474.04			1,474.04

The movements of the book balance for other receivables are as follows:

其他應收款項賬面餘額變動如下：

Book balance 賬面餘額		Phase 1 第一階段 Expected credit losses in the next 12 months 未來12個月預期信用損失	Phase 2 第二階段 Lifetime expected credit losses (no credit impairment) 整個存續期預期信用損失(未發生信用減值)	Phase 3 第三階段 Lifetime expected credit losses (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	Total 合計
Balance at the end of last year	上年年末餘額	8,904,190.48			8,904,190.48
Balance at the end of last year at the current period	上年年末餘額在本期				
— Transfer to phase 2	— 轉入第二階段				
— Transfer to phase 3	— 轉入第三階段				
— Reverse to phase 2	— 轉回第二階段				
— Reverse to phase 1	— 轉回第一階段				
Addition for the current period	本期新增	98,269.62			98,269.62
Derecognised at the current period	本期終止確認	8,904,190.48			8,904,190.48
Other changes	其他變動				
Balance at the end of the period	期末餘額	98,269.62			98,269.62

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

十八、母公司財務報表主要項目註釋(續)

(III) Other receivable (Continued)

(三) 其他應收款(續)

1. *Other receivable (Continued)*

1、其他應收款項(續)

(4) Provision for bad debts made, reversed or recovered in the current period

(4) 本期計提、轉回或收回的壞賬準備情況

Category	類別	Balance at the end of last year 上年年末餘額	Changes in amount for the current period 本期變動金額 Provision 計提	Recovered or reversed 收回或轉回	Resold or written off 轉銷或核銷	Balance at the end of the period 期末餘額
Aging analysis group	賬齡分析組合	627,083.52	1,474.04		-627,083.52	**1,474.04**
Total	合計	627,083.52	1,474.04		-627,083.52	**1,474.04**

(5) Classification of receivables by nature

(5) 按款項性質分類情況

Nature	款項性質	Book balance at the end of the period 期末賬面餘額	Book balance at the end of last year 上年年末賬面餘額
Employee advance payment	員工代墊款	**98,269.62**	78,837.33
Deposits and guarantees	押金及保證金		5,075,679.27
Government grants receivable	應收政府補助		3,749,673.88
Total	合計	**98,269.62**	8,904,190.48

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

(IV) Long-term Equity Investments (四) 長期股權投資

Items	項目	Balance at the end of the period 期末餘額			Balance at the end of last year 上年年末餘額		
		Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值	Book balance 賬面餘額	Provision for impairment 減值準備	Book value 賬面價值
Investment in subsidiaries	對子公司投資	**1,237,402,359.09**	**93,623,000.00**	**1,143,779,359.09**	1,236,225,415.26	93,623,000.00	1,142,602,415.26
Investment in associates and joint ventures	對聯營、合營企業投資	**48,485,545.97**	**2,192,416.32**	**46,293,129.65**	54,609,735.36		54,609,735.36
Total	合計	**1,285,887,905.06**	**95,815,416.32**	**1,190,072,488.74**	1,290,835,150.62	93,623,000.00	1,197,212,150.62

1. Investment in subsidiaries 1、對子公司投資

Investees	被投資單位	Balance at the end of last year 上年年末餘額	Balance of provision impairment at the end of last year 減值準備上年年末餘額	Increases/decreases at current period 本期增減變動				Balance at the end of the period 期末餘額	Closing balance of provision impairment 減值準備期末餘額
				Increases in investment 追加投資	Decreases in investment 減少投資	Provision for impairment at current period 本期計提減值準備	Others 其他		
Shandong Fengxiang Industrial Co., Ltd.	山東鳳祥實業有限公司	584,517,896.55	57,051,078.44				199,300.93	**584,717,197.48**	57,051,078.44
Shandong Fengxiang Food Development Co., Ltd.	山東鳳祥食品發展有限公司	381,194,304.59	36,571,921.56				977,642.90	**382,171,947.49**	36,571,921.56
Shandong iShape Food Technology Co., Ltd.*	山東優形食品科技有限公司	173,654,073.00						**173,654,073.00**	
Fengxiang Foods (Japan) Co., Ltd.	鳳祥食品株式會社	3,236,141.12						**3,236,141.12**	
Total	合計	1,142,602,415.26	93,623,000.00				1,176,943.83	**1,143,779,359.09**	93,623,000.00

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

Investees	被投資單位	Balance at the end of last year 上年年末餘額	Increase/decrease at current period 本期增減變動								Balance at the end of the period 期末餘額	Closing balance of provision impairment 減值準備期末餘額
			Additional investment 追加投資	Reduction of investment 減少投資	Gains or losses on investments recognised under the equity method 權益法下確認的投資損益	Other comprehensive income adjustment 其他綜合收益調整	Other changes in interest 其他權益變動	Declaration of cash dividends or profits 宣告發放現金股利或利潤	Provision for impairment 計提減值準備	Others 其他		
Associates	聯營企業											
Yanggu Xiangyu Biological Technology	陽谷祥雨生物科技有限公司	54,609,735.36			–6,124,189.39				2,192,416.32		**46,293,129.65**	2,192,416.32
		54,609,735.36			–6,124,189.39				2,192,416.32		**46,293,129.65**	2,192,416.32
Total	合計	54,609,735.36			–6,124,189.39				2,192,416.32		**46,293,129.65**	2,192,416.32

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

十八、母公司財務報表主要項目註釋(續)

(IV) Long-term Equity Investments (Continued)

(四) 長期股權投資(續)

3. *The impairment test of long-term equity investments*

During the current period, the Company conducted an impairment test on its long-term equity investments, determined the recoverable amount based on the net amount of the fair value less the costs of disposal, and recognized an asset impairment loss of RMB2,192,416.32.

The Company utilized the evaluation report titled "Fair Value Evaluation Project of the 49% Equity Interest in Yanggu Xiangyu Biological Technology Co., Ltd., a Long-term Equity Investment Held by Shandong Fengxiang Co., Ltd. for the Purpose of Preparing Financial Reports" (Zhe Lian Ping Bao Zi [2025] No. 84) issued by China United Assets Appraisal Group (Zhejiang) Co., Ltd. on 17 March 2025 to confirm the fair value of its long-term equity investments. As of 31 December 2024, the pricing information for the fair value of the long-term equity investments mainly derive from the land transfer information of Yanggu County, the "Handbook of Common Methods and Parameters for Assets Appraisal" (published by China Machine Press in 2011), "Valuation: Measuring and Managing the Value of Companies (3rd Edition)" (written by [US] Copeland,T., etc., translated by Hao Shaolun and Xie Guanping, published by Electronic Industry Press), as well as the notice forwarded by the State-owned Assets Supervision and Administration Commission of Shandong Province regarding "Notice of Shandong Provincial Development and Reform Commission on Integrating and Reducing the Transaction Service Charges for State-owned Assets of Enterprises". The valuation conclusion is that the fair value of the 49% equity interest in Yanggu Xiangyu Biological Technology Co., Ltd., a long-term equity investment held by Shandong Fengxiang Co., Ltd. for the purpose of financial reporting, is RMB46.3859 million. The Company calculated the costs of disposal to be RMB92,800, determined the recoverable amount to be RMB46.2931 million based on the net amount of the fair value less the costs of disposal, and recognized an asset impairment loss of RMB2.1924 million.

3、*長期股權投資的減值測試情況*

本期,本公司對長期股權投資行了減值測試,按公允價值減去處置費用後的淨額確定其可收回金額,確認資產減值損失2,192,416.32元。

本公司對於長期股權投資的公允價值確認利用了中聯資產評估集團(浙江)有限公司於2025年3月17日出具的《山東鳳祥股份有限公司因編製財務報告目的涉及持有的長期股權投資陽谷祥雨生物科技有限公司49%股權公允價值評估項目》(浙聯評報字[2025]第84號的評估報告),截至2024年12月31日,長期股權投資的公允價值的取價信息主要來之於陽谷縣土地出讓信息,《資產評估常用方法與參數手冊》(機械工業出版社2011年版),《價值評估:公司價值的衡量與管理(第3版)》([美]Copeland,T.等著,郝紹倫,謝關平譯,電子工業出版社)以及山東省國資委轉發《山東省發展和改革委員會關於整合降低企業國有資產交易服務收費標準的通知》的通知。評估結論為:山東鳳祥股份有限公司因財務報告目的涉及長期股權投資陽谷祥雨生物科技有限公司49%股權的公允價值為4,638.59萬元。本公司測算處置費用9.28萬元,按公允價值減去處置費用後的淨額確定其可收回金額4,629.31萬元,確認資產減值損失219.24萬元。

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

十八、母公司財務報表主要項目註釋(續)

(V) Operating revenue and operating costs

(五) 營業收入和營業成本

1. *Operating revenue and operating costs*

1、營業收入和營業成本情況

Items	項目	Amount of the current period 本期金額 Revenue 收入	Amount of the current period 本期金額 Costs 成本	Amount of the previous period 上期金額 Revenue 收入	Amount of the previous period 上期金額 Costs 成本
Main business	主營業務	**3,410,545,537.37**	**3,042,348,959.15**	3,446,790,350.53	3,299,754,885.74
Other businesses	其他業務	**6,674,173.25**	**5,469,371.52**	4,814,164.55	3,383,909.81
Total	合計	**3,417,219,710.62**	**3,047,818,330.67**	3,451,604,515.08	3,303,138,795.55

The breakdown of operating revenue:

營業收入明細：

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Main business:	主營業務：	**3,410,545,537.37**	3,446,790,350.53
Sales of goods	銷售商品	**3,410,545,537.37**	3,446,790,350.53
Other businesses:	其他業務：	**6,674,173.25**	4,814,164.55
Revenue from by-products	副產品收入	**597,646.43**	495,970.84
Revenue from waste materials	廢舊物資收入	**1,127,231.71**	1,347,843.65
Services income	服務收入	**4,832,021.14**	2,805,132.95
Revenue from sale of materials	材料銷售收入	**117,273.97**	52,230.15
Others	其他		112,986.96
Total	合計	**3,417,219,710.62**	3,451,604,515.08

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

十八、母公司財務報表主要項目註釋(續)

(VI) Investment Income

(六) 投資收益

Items	項目	Amount of the current period 本期金額	Amount of the previous period 上期金額
Long-term equity accounted for using the equity method	權益法核算的長期股權	**-6,124,189.39**	-5,231,499.28
Discount interest of the bills that can be derecognized and interest income	可終止確認票據貼息及利息收入	**-442,087.50**	
Handle fees for hedging instruments	套期工具手續費	**-120,723.14**	-275.37
Total	合計	**-6,687,000.03**	-5,231,774.65

Shandong Fengxiang Co., Ltd.
(Company seal affixed)
28 March 2025

山東鳳祥股份有限公司
(加蓋公章)
二〇二五年三月二十八日

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

A summary of the published results, assets and liabilities of the Group for the last five financial years, prepared on the basis as set out herein, is set out below:

下表載列本集團於過往五個財政年度之已刊發業績、資產及負債概要，該等資料按本年報所載基準編製：

		Year ended 31 December 截至12月31日止年度				
		2024	**2023**	**2022**	**2021**	**2020**
		2024年	**2023年**	**2022年**	**2021年**	**2020年**
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Results	**業績**					
Revenue	收入	**5,504,651**	5,134,413	5,085,790	4,416,764	3,901,615
Gross profit (before biological assets fair value adjustments)	毛利(於生物資產公允價值調整前)	**660,099**	591,464	583,497	557,939	603,246
Profit (loss) for the year (after biological assets fair value adjustments) *(Note 1)*	年度溢利(虧損)(於生物資產公允價值調整後)*(附註1)*	**280,867**	160,319	(769,029)	47,075	151,615
Gross profit margin (%) (before biological assets fair value adjustments)	毛利率(%)(於生物資產公允價值調整前)	**12.0**	11.5	11.5	12.6	15.5
Net profit (loss) margin (%)	純利(虧損)率(%)	**5.1**	3.1	(15.1)	1.1	3.9
Assets and liabilities	**資產及負債**					
Total assets	資產總額	**5,234,902**	5,057,066	5,228,334	6,931,052	5,777,550
Total liabilities	負債總額	**1,928,462**	2,025,170	2,616,359	3,531,440	2,390,015
Total equity	權益總額	**3,306,440**	3,031,896	2,611,975	3,399,612	3,387,535

Note 1: In 2022, net profit after deducting monetary fund receivables bad debt loss arising from the recognition of a one-off and non-recurring impairment loss on the deposits due from GMK Finance amounted to RMB39,206 thousand. In 2024, net profit after deducting the reversal of monetary fund receivables bad debt and the corresponding tax and interests arising from the liquidation of GMK Finance amounted to RMB198,048 thousand.

附註1： 2022年扣除因確認應收新鳳祥財務公司之存款的一次性及非循環減值虧損所產生的貨幣資金壞賬損失後的淨利潤為人民幣39,206千元。2024年扣除新鳳祥財務公司清算產生的貨幣資金壞賬收回及相關稅費以及利息後的淨利潤198,048千元。

凤祥食品

山東鳳祥股份有限公司
Shandong Fengxiang Co., Ltd.