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PUBLICATION OF OFFERING CIRCULAR



CHINA MENGNIU DAIRY COMPANY LIMITED

中國蒙牛乳業有限公司*

(Incorporated in the Cayman Islands with limited liability)

(the “Company”) (Stock Code: 2319)

CNY2,000,000,000 2.0 PER CENT. SUSTAINABILITY BONDS DUE 2030
(Debt Stock Code: 85042)

CNY1,500,000,000 2.3 PER CENT. SUSTAINABILITY BONDS DUE 2035
(Debt Stock Code: 85043)

This announcement is issued pursuant to Rule 37.39A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Please refer to the offering circular dated July 23, 2025 (the “**Offering Circular**”) appended herein in relation to the issuance of the CNY2,000,000,000 2.0 per cent. sustainability bonds due 2030 and the CNY1,500,000,000 2.3 per cent. sustainability bonds due 2035 of the Company (collectively, the “**Bonds**”). The Offering Circular is published in English only. No Chinese version of the Offering Circular has been prepared.

Notice to Hong Kong investors: the Company confirms that the Bonds are intended for purchase by professional investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on The Stock Exchange of Hong Kong Limited on that basis. Accordingly, the Company confirms that the Bonds are not appropriate as an investment for retail investors in Hong Kong or elsewhere. Investors should carefully consider the risks involved.

The Offering Circular does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it circulated to invite offers by the public to subscribe for or purchase any securities.

The Offering Circular must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. In making an investment decision, investors must rely on their own examination of the Company, the Group (as defined in the Offering Circular) and the terms of the offering, including the merits and risks involved.

By order of the board of directors
China Mengniu Dairy Company Limited
Kwok Wai Cheong, Chris
Company Secretary

Hong Kong, July 31, 2025

As of the date of this notice, the executive directors of the Company are Mr. Gao Fei and Ms. Wang Yan; the non-executive directors of the Company are Mr. Qing Lijun, Mr. Meng Fanjie, Mr. Wang Xi and Ms. Lillie Li Valeur; and the independent non-executive directors of the Company are Mr. Yih Dieter Lai Tak, Mr. Li Michael Hankin and Mr. Ge Jun.

* *For identification purposes only*

IMPORTANT NOTICE
NOT FOR DISTRIBUTION TO ANY PERSON OR ADDRESS
IN THE UNITED STATES.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached offering circular (the “Offering Circular”). You are therefore advised to read this disclaimer carefully before accessing, reading or making any other use of the attached Offering Circular. In accessing the attached Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from the Issuer (as defined in the attached Offering Circular) or from Bank of China (Hong Kong) Limited, BOCI Asia Limited, Citigroup Global Markets Limited, Standard Chartered Bank, The Hongkong and Shanghai Banking Corporation Limited, ICBC International Securities Limited, Industrial and Commercial Bank of China (Asia) Limited, J.P. Morgan Securities (Asia Pacific) Limited, Australia and New Zealand Banking Group Limited, DBS Bank Ltd., China Minsheng Banking Corp., Ltd. Hong Kong Branch, CMBC Securities Company Limited and Industrial Bank Co., Ltd. Hong Kong Branch (together, the “Managers”) as a result of such access. In order to review the attached Offering Circular or make an investment decision with respect to the securities, you must be located outside the United States.

Confirmation of Your Representation: The attached Offering Circular is being sent to you at your request and by accepting the e-mail and accessing the attached Offering Circular, you shall be deemed to represent to the Issuer and the Managers that (1) you are not in the United States and, to the extent you purchase the securities described in the attached Offering Circular, you will be doing so pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”); (2) the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States, its territories or possessions; and (3) you consent to delivery of the attached Offering Circular and any amendments or supplements thereto by electronic transmission.

The attached Offering Circular has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Issuer, the Managers and the Agents (as defined in the attached Offering Circular) or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version. The Managers will provide a hard copy version to you upon request.

Restrictions: The attached Offering Circular is being furnished in connection with an offering exempt from registration under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein.

THE SECURITIES DESCRIBED IN THE ATTACHED OFFERING CIRCULAR HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THIS OFFERING IS MADE SOLELY IN OFFSHORE TRANSACTIONS PURSUANT TO THE SECURITIES ACT.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

Except with respect to eligible investors in jurisdictions where such offer or invitation is permitted by law, nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of the Issuer, the Managers, the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute in the United States or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (within the meaning of Regulation S under the Securities Act). If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Manager or any affiliate of the Manager is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Manager or such affiliate on behalf of the Issuer in such jurisdiction.

No EEA or UK PRIIPS KID — No EEA or UK PRIIPs key information document (KID) has been prepared as not available to retail in EEA or UK.

You are reminded that you have accessed the attached Offering Circular on the basis that you are a person into whose possession the attached Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver or forward this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached Offering Circular.

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail to this electronic transmission, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

YOU ACKNOWLEDGE THAT THE ATTACHED OFFERING CIRCULAR AND THE INFORMATION CONTAINED THEREIN ARE STRICTLY CONFIDENTIAL AND INTENDED FOR YOU ONLY. YOU ARE NOT AUTHORISED TO AND YOU MAY NOT DELIVER OR FORWARD THE ATTACHED OFFERING CIRCULAR, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING CIRCULAR IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

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CHINA MENGNIU DAIRY COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(stock code: 2319.HK)

CNY2,000,000,000 2.0 per cent. Sustainability Bonds Due 2030

CNY1,500,000,000 2.3 per cent. Sustainability Bonds Due 2035

Issue Price for the 2030 Bonds: 100.0 per cent.

Issue Price for the 2035 Bonds: 100.0 per cent.

The 2.0 per cent. sustainability bonds due 2030 in the aggregate principal amount of CNY2,000,000,000 (the “**2030 Bonds**”) and the 2.3 per cent. sustainability bonds due 2035 in the aggregate principal amount of CNY1,500,000,000 (the “**2035 Bonds**”, and together with 2030 Bonds, the “**Bonds**”) will be issued by China Mengniu Dairy Company Limited (the “**Company**”, the “**Issuer**” or “**Mengniu**”). In this offering circular (this “**Offering Circular**”), references to the “**Bonds**” are to the 2030 Bonds and the 2035 Bonds and references to a “series of the Bonds” or a “series” are to the 2030 Bonds or the 2035 Bonds. References to the “**Terms and Conditions**” (as defined below) are to the “**Terms and Conditions of the 2030 Bonds**” and/or the “**Terms and Conditions of the 2035 Bonds**”, as the case may be. Each series of the Bonds will constitute direct, unconditional, unsubordinated and (subject to Condition 4(a) (Negative Pledge) of the terms and conditions of the Bonds (the “**Terms and Conditions**”)) unsecured obligations of the Company which will at all times rank at least *pari passu* without preference among themselves and rank at least equally with the other present and future unsecured and unsubordinated obligations of the Company.

The 2030 Bonds will bear interest on their outstanding principal amount from and including 30 July 2025 at the rate of 2.0 per cent. per annum and the 2035 Bonds will bear interest on their outstanding principal amount from and including 30 July 2025 at the rate of 2.3 per cent. per annum. The interest on each series of the Bonds is payable semi-annually in arrear in equal instalments on 30 January and 30 July in each year (each an “**Interest Payment Date**”), beginning on 30 January 2026.

The issue price of the 2030 Bonds shall be 100.0 per cent. of the aggregate principal amount of the 2030 Bonds and the issue price of the 2035 Bonds shall be 100.0 per cent. of the aggregate principal amount of the 2035 Bonds. The denominations of each series of the Bonds shall be CNY1,000,000 and integral multiples of CNY10,000 in excess thereof.

Each series of The Bonds will constitute direct, unsubordinated, unconditional and, subject to Condition 4(a) of the Terms and Conditions, unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority amongst themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by applicable law, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.

Unless previously redeemed or purchased and cancelled as provided in the Terms and Conditions of the 2030 Bonds, the 2030 Bonds will be redeemed at its principal amount on the Interest Payment Date falling on, or nearest to, 30 July 2030 (the “**2030 Bonds Maturity Date**”). Unless previously redeemed or purchased and cancelled as provided in the Terms and Conditions of the 2035 Bonds, the 2035 Bonds will be redeemed at its principal amount on the Interest Payment Date falling on, or nearest to, 30 July 2035 (the “**2035 Bonds Maturity Date**”). Each series of the Bonds is subject to redemption, in whole but not in part, at their principal amount, together with interest accrued to the date of redemption, at the option of the Company at any time in the event of certain changes affecting taxes of the Cayman Islands or the PRC or any political subdivision or any authority thereof or therein having power to tax. At any time following the occurrence of a Change of Control (as defined in the Terms and Conditions) in the Company, the holder of any Bonds will have the right, at such holder’s option, to require the Company to redeem all but not some only of that holder’s Bonds on the Put Settlement Date (as defined in the Terms and Conditions) at 101 per cent. of their principal amount, together with accrued interest to but excluding the Put Settlement Date. Each series of the Bonds is also subject to redemption at any time prior to the respective Make Whole Option Redemption Date (as defined in the respective Terms and Conditions), in whole but not in part, at the respective Make Whole Price (as defined in the respective Terms and Conditions), together with accrued and unpaid interest, at the option of the Company. Each series of the Bonds is also subject to redemption, at any time from or after the respective Make Whole Option Redemption Date, in whole but not in part, at a redemption price equal to 100% of the principal amount of respective series of Bonds, together with accrued and unpaid interest, at the option of the Company. See the subsection headed “Redemption and Purchase” under the Terms and Conditions.

The Issuer has made an application for the pre-issuance registration (the “**Pre-Issuance Registration**”) in relation to the Bonds with the National Development and Reform Commission (the “**NDRC**”) in accordance with the Administration Measures for the Examination and Registration of Medium and Long-term Foreign Debt of Enterprises (企業中長期外債審核登記管理辦法 (國家發展和改革委員會令第56號)) (the “**Order 56**”) issued by the NDRC with effect from 10 February 2023. The Issuer has received the Enterprise Foreign Debt Filing Registration Certificate (企業發行外債備案登記證明) dated 26 November 2024 in respect of, among other things, the issue of each series of the Bonds from the NDRC in connection with the Pre-Issuance Registration. The Issuer undertakes to use its reasonable endeavours to file or cause to be filed with the NDRC the requisite post-issuance filing within 10 PRC Business Days (as defined in the Terms and Conditions) after the Issue Date (as defined in the Terms and Conditions).

For a more detailed description of the 2030 Bonds, see “Terms and Conditions of the 2030 Bonds”. For a more detailed description of the 2035 Bonds, see “Terms and Conditions of the 2035 Bonds”.

The Bonds will be issued as “Sustainability Bonds” in accordance with and under the Issuer’s sustainable finance framework (the “**Sustainable Finance Framework**”). Please see “Sustainable Finance Framework” beginning on page 50 for further information.

PRIIPs REGULATION — PROHIBITION OF SALES TO EEA RETAIL INVESTORS — The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs REGULATION — PROHIBITION OF SALES TO UK RETAIL INVESTORS — The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Investing in the Bonds involves risks. See “Risk Factors” beginning on page 15 for a description of certain factors to be considered in connection with an investment in the Bonds.

The Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or other. The Bonds, subject to certain exceptions, may not be offered or sold within the United States and are only being offered and sold outside the United States in compliance with Regulation S under the Securities Act (“**Regulation S**”). For a description of these and certain restrictions on offers and sales of the Bonds and the distribution of this offering circular (the “**Offering Circular**”), see “Subscription and Sale”.

Application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (“**Professional Investors**”) only. This Offering Circular is for distribution to Professional Investors only.

Notice to Hong Kong investors: The Issuer confirms that the Bonds are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer confirms that the Bonds are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The Hong Kong Stock Exchange has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Bonds on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Bonds or the Company or the Group or the quality of disclosure in this Offering Circular. Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company and the Group. The Company accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The Issuer is assigned a corporate rating of “Baa1” by Moody’s Investors Service, Inc. (“**Moody’s**”) and “BBB+” by S&P Global Ratings (“**S&P**”). Such rating is only correct as at the date of this Offering Circular. Each series of the Bonds is expected to be assigned a rating of “BBB+” by S&P. A rating is not a recommendation to buy, sell or hold the Bonds and may be subject to suspension, reduction or withdrawal at any time by S&P. A suspension, reduction or withdrawal of the rating assigned to the Bonds may adversely affect the market price of the Bonds.

Each series of the Bonds will be represented initially by beneficial interests in a global certificate (each a “**Global Certificate**”), and together, the “**Global Certificates**”) in registered form which will be registered in the name of, and lodged with a sub-custodian for, the Hong Kong Monetary Authority as operator (the “**Operator**”) of the Central Money Markets Unit Service (the “**CMU**”). Beneficial interests in the Global Certificates will be shown on, and transfers thereof will be effected only through, records maintained by the CMU. Except as described in the relevant Global Certificate, certificates for Bonds will not be issued in exchange for interests in the Global Certificate of that series. For persons seeking to hold a beneficial interest in the Bonds through Euroclear Bank SA/NV (“**Euroclear**”) or Clearstream Banking S.A. (“**Clearstream**”), such persons will hold their interest through an account opened and held by Euroclear or Clearstream (as the case may be) with the Operator.

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Bank of China

Citigroup

Standard Chartered Bank

HSBC

ICBC

Joint Bookrunners and Joint Lead Managers

J.P. Morgan

ANZ

DBS Bank Ltd.

China Minsheng Banking Corp., Ltd.

Industrial Bank Co., Ltd. Hong Kong Branch

Joint Sustainability Structuring Banks

Standard Chartered Bank

Citigroup

Offering Circular dated 23 July 2025

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IMPORTANT NOTICE

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer and the Group. The Issuer accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

The Issuer, having made all reasonable enquiries, confirms that: (i) this Offering Circular contains such information and this Offering Circular makes reference to publicly available information, which together constitutes all information with respect to the Issuer and its subsidiaries taken as a whole (the “**Group**”) and the Bonds which is material in the context of the issue and offering of the Bonds (including the information which is required by applicable laws of the Cayman Islands and Hong Kong and according to the particular nature of the Issuer and the Bonds, is necessary to enable investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the Issuer and of the rights attaching to the Bonds); (ii) the statements contained in this Offering Circular relating to the Issuer, and to the Group, are in every material particular true and accurate and not misleading and there are no facts known to the Issuer, any other member of the Group and/or the directors of them which are not disclosed in this Offering Circular the omission of which would make any statement herein misleading (in light of the circumstances under which they are made) or which in the circumstances of the offering of the Bonds are material for disclosure herein; (iii) the opinions and intentions expressed in this Offering Circular, with regard to the Issuer and to the Group are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; (iv) there are no other facts in or referred to in this Offering Circular in relation to the Issuer, the Group or the Bonds, the omission of which would make any statement or expression misleading in any material respect (in light of the circumstances under which they are made); and (v) all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements in this Offering Circular.

The Issuer have prepared this Offering Circular solely for use in connection with the proposed offering of the Bonds described in this Offering Circular. This Offering Circular does not constitute an offer of, or an invitation by or on behalf of Bank of China (Hong Kong) Limited, BOCI Asia Limited, Citigroup Global Markets Limited, Standard Chartered Bank, The Hongkong and Shanghai Banking Corporation Limited, ICBC International Securities Limited, Industrial and Commercial Bank of China (Asia) Limited, J.P. Morgan Securities (Asia Pacific) Limited, Australia and New Zealand Banking Group Limited, DBS Bank Ltd., China Minsheng Banking Corp., Ltd. Hong Kong Branch, CMBC Securities Company Limited and Industrial Bank Co., Ltd. Hong Kong Branch (the “**Managers**”) or the Issuer to subscribe for or purchase any of the Bonds. The distribution of this Offering Circular and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required

by the Issuer and the Managers to inform themselves about and to observe any such restrictions. No action is being taken to permit a public offering of the Bonds or the distribution of this Offering Circular in any jurisdiction where action would be required for such purposes. There are restrictions on the offer and sale of the Bonds, and the circulation of documents relating thereto, in certain jurisdictions including the United States, the European Economic Area, the UK, Hong Kong, PRC, Japan, Singapore and the Cayman Islands, and to persons connected therewith. For a description of certain further restrictions on offers and sales of the Bonds, and distribution of this Offering Circular, see “Subscription and Sale”. By purchasing the Bonds, investors represent and agree to all of those provisions contained in that section of this Offering Circular. This Offering Circular is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire Bonds. Distribution of this Offering Circular to any other person other than the prospective investor and any person retained to advise such prospective investor with respect to its purchase is unauthorised. Each prospective investor, by accepting delivery of this Offering Circular, agrees to the foregoing and to make no photocopies of this Offering Circular or any documents referred to in this Offering Circular.

No person has been or is authorised to give any information or to make any representation concerning the Issuer, the Group or the Bonds (other than as contained herein) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Group, the Managers, the Agents (as defined in the Terms and Conditions) or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls any of them. Neither the delivery of this Offering Circular nor any offering, sale or delivery made in connection with the issue of the Bonds shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Issuer or the Group since the date hereof or create any implication that the information contained herein is correct as at any date subsequent to the date hereof. This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls any of them to subscribe for or purchase the Bonds and may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or is unlawful.

None of the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls any of them has independently verified the information contained in this Offering Circular. Accordingly, no representation, warranty or undertaking, express or implied, is made or given and no responsibility or liability is accepted, by the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls any of them, as to the accuracy, completeness or sufficiency of the information contained in this Offering Circular or any other information supplied in connection with the Bonds, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls any of them. This Offering Circular is not intended to provide the basis of any credit or other evaluation nor should it be considered as a recommendation by the Issuer, the Managers, the Agents any of their respective directors, officers,

employees, affiliates, representatives, advisers or agents, or any person who controls any of them that any recipient of this Offering Circular should purchase the Bonds. Each person receiving this Offering Circular acknowledges that such person has not relied on the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls any of them in connection with its investigation of the accuracy of such information or its investment decision, and each such person must rely on its own examination of the Issuer and the Group and the merits and risks involved in investing in the Bonds. See “Risk Factors” for a discussion of certain factors to be considered in connection with an investment in the Bonds.

This Offering Circular does not describe all of the risks and investment considerations (including those relating to each investor’s particular circumstances) of an investment in the Bonds. The risks and investment considerations identified in this Offering Circular are provided as general information only. Investors should consult their own financial and legal advisers as to the risks and investment considerations arising from an investment in an issue of the Bonds and should possess the appropriate resources to analyse such investment and the suitability of such investment in their particular circumstances.

Listing of the Bonds on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Bonds. In making an investment decision, investors must rely on their own examination of the Company, the Group and the terms of the offering, including the merits and risks involved. See “Risk Factors” for a discussion of certain factors to be considered in connection with an investment in the Bonds.

IN CONNECTION WITH THE ISSUE OF THE BONDS, ANY OF THE MANAGER(S) ACTING AS THE STABILISATION MANAGER(S) (OR PERSONS ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) MAY OVER-ALLOT BONDS OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE PRICE OF THE BONDS AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL FOR A LIMITED PERIOD AFTER THE ISSUE DATE. HOWEVER, THERE IS NO OBLIGATION ON SUCH STABILISATION MANAGER(S) TO DO THIS. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE BONDS IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE BONDS AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE BONDS. SUCH STABILISATION SHALL BE IN COMPLIANCE WITH ALL APPLICABLE LAWS, REGULATIONS AND RULES.

In connection with the offering of the Bonds, the Manager and/or its affiliates, or affiliates of the Issuer may act as investors and place orders, receive allocations and trade the Bonds for their own account and such orders, allocations or trading of the Bonds may be material. These entities may hold or sell such Bonds or purchase further Bonds for their own account in the secondary market or deal in any other securities of the Issuer, and therefore, they may offer or sell the Bonds or other securities otherwise than in connection with the offering of the Bonds. Accordingly, references herein to the offering of the Bonds should be read as including any offering of the Bonds to the Manager and/or its affiliates, or affiliates of the Issuer as investors for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any applicable legal or regulatory requirements. If such transactions occur, the trading price and liquidity of the Bonds may be impacted.

Prospective investors should not construe anything in this Offering Circular as legal, business or tax advice. Each prospective investor should determine for itself the relevance of the information contained in this Offering Circular and consult its own legal, business and tax advisers as needed to make its investment decision and determine whether it is legally able to purchase the Bonds under applicable laws or regulations.

No assurance is given by the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them that investing in the Bonds or the use of proceeds by the Issuer will satisfy, whether in whole or in part, any present or future investor expectations or requirements with respect to green bonds, social bonds or sustainability bonds. None of the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them accepts any responsibility for any social, environmental and sustainability assessment of the Bonds or makes any representation, warranty or assurance whether such Bonds will meet any investor expectations or requirements regarding such “green”, “sustainable”, “social” or similar labels (including in relation to, but not limited to, Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the “**EU Taxonomy Regulation**”) and any related technical screening criteria, the EuGB label or the optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds under Regulation (EU) 2023/2631 (the “**EU Green Bond Regulation**”), Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (“**SFDR**”) and any implementing legislation and guidelines, or any similar legislation in the United Kingdom or any market standards or guidance, including green, sustainable or social principles or other similar principles or guidance published by the International Capital Market Association (the “**ICMA Principles**”)) or any requirements of such labels or market standards as they may evolve from time to time. In addition, none of the Managers and the Joint Sustainability Structuring Banks has conducted any due diligence on the Issuer’s Sustainable Finance Framework. None of the Managers and the Joint Sustainability Structuring Banks is responsible for (i) the use or allocation of proceeds for the Bonds, (ii) the impact, monitoring or reporting of such use of proceeds, (iii) the alignment of the Bonds with the Issuer’s Sustainable Finance Framework or alignment of the Issuer’s Sustainable Finance Framework with the applicable ICMA Principles, (iv) nor do any of the Managers or the Joint Sustainability Structuring Banks undertake to ensure that there are at any time sufficient Sustainable Finance Framework to allow for allocation of a sum equal to the net proceeds of the issue of the Bonds in full.

None of the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them makes any representation as to the suitability of the Bonds to fulfil any green, environmental or sustainability criteria required by any prospective investors. None of the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them has undertaken, nor are any of them responsible for, any assessment of the eligibility criteria for the eligible projects, any verification of whether the eligible projects meet such criteria, the monitoring of the use of proceeds of any Bonds (or amounts equal thereto) or the allocation of the proceeds by the Issuer to particular eligible projects.

In addition, in connection with the issue of the Bonds, Moody's Ratings has been engaged to provide a second-party opinion (the "**Second-Party Opinion**") on the Sustainable Finance Framework to review and confirm its alignment with, amongst others, the Green Bond Principles 2025 (the Social Bond Principles 2025 and the Sustainability Bond Guidelines 2021 issued by the International Capital Markets Association). The Second-Party Opinion provides an opinion on certain sustainability, social and related considerations and is not intended to address any credit, market or other aspects of an investment in the Bonds, including without limitation market price, marketability, investor preference or suitability of any security. The Second-Party Opinion is a statement of opinion, not statement of fact. To the fullest extent permitted by law, none of the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them accept any responsibility for the contents of the Second-Party Opinion, nor do they assume responsibility for the contents, accuracy, completeness or sufficiency of any such information in the Second-Party Opinion. No representation or assurance is given by the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them as to the suitability or reliability of the Second-Party Opinion or any opinion, review or certification of any third party (including any post-issuance reports prepared by an external review) made available in connection with the issue of the Bonds issued as green, sustainability or social bonds. As at the date of this Offering Circular, the providers of such opinions, reviews, certifications and post-issuance reports are not subject to any specific regulatory or other regime or oversight. The Second-Party Opinion and any other such opinions or certifications are not, nor should be deemed to be, a recommendation by the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person, or any person who controls any of them or any other person to buy, sell or hold any Bonds and are current only as of the date they are issued. The criteria and/or considerations that formed the basis of the Second-Party Opinion or any such other opinion or certification may change at any time and the Second-Party Opinion or any other opinion, review, certification or post-issuance report may be amended, updated, supplemented, replaced and/or withdrawn. The Issuer's Sustainable Finance Framework may also be subject to review and change and may be amended, updated, supplemented, replaced and/or withdrawn from time to time and any subsequent version(s) may differ from any description given in this Offering Circular. The Issuer's Sustainable Finance Framework, the Second-Party Opinion and any other such opinion, review, certification or post-issuance report does not form part of, nor is incorporated by reference in, this Offering Circular. The Second-Party Opinion is for information purposes only and none of the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them accept any form of liability for the substance of the Second-Party Opinion and/or any liability for loss arising from the use of the Second-Party Opinion and/or the information provided in it. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and their purchase of the Bonds should be based upon such investigation as they deem necessary.

Any websites referred to within this Offering Circular do not form part of this Offering Circular. Information appearing on such website does not form part of this Offering Circular and none of the Issuer, Managers, the Joint Sustainability Structuring Banks, the

Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person, or any person who controls any of them accepts any responsibility whatsoever that any such information is accurate and/or up-to-date. Any such information should not form the basis of any investment decision by an investor to purchase or deal in the Bonds.

In the event the Bonds are, or are intended to be, listed, or admitted to trading on a dedicated “green”, “environmental”, “sustainable”, “social” or other equivalently-labelled segment of any stock exchange or securities market, no representation or assurance is given by the Managers or the Joint Sustainability Structuring Banks that such listing or admission will be obtained or maintained for the lifetime of the Bonds.

Notice to capital market intermediaries and prospective investors pursuant to paragraph 21 of the Hong Kong SFC Code of Conduct — Important Notice to Prospective Investors: Prospective investors should be aware that certain intermediaries in the context of this offering of the Bonds, including certain Managers, are “capital market intermediaries” (together, the “CMIIs”) subject to Paragraph 21 of the SFC Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “SFC Code”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIIs, which require the attention and cooperation of prospective investors. Certain CMIIs may also be acting as “overall coordinators” (together, the “OCs”) for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (an “**Association**”) with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the Bonds and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to this offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to this offering, such order is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIIs). If a prospective investor is an asset management arm affiliated with any Manager, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the Manager or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to this offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any Manager, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the relevant Manager when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information

but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to this offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the Managers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. Failure to provide such information may result in that order being rejected.

Singapore SFA Product Classification — *In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Bonds are “prescribed capital markets products” (as defined in the CMP Regulations 2018) and are “Excluded Investment Products” (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).*

PRIIPs REGULATION — PROHIBITION OF SALES TO EEA RETAIL INVESTORS

— The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs REGULATION — PROHIBITION OF SALES TO UK RETAIL INVESTORS

— The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or

selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual terms, and actual numbers may differ from those contained herein due to rounding.

Except as otherwise indicated in this Offering Circular, all non-company specific statistics and data relating to the industries in which the Group operates in and the economic development of certain regions within the PRC have been extracted or derived from publicly available information and industry publications. The information has not been independently verified by the Issuer or the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls of them, and none of the Issuer or the Managers, the Agents or any of their respective directors, officers, employees, affiliates, representatives, advisers or agents or any person who controls of them make any representation as to the correctness, accuracy or completeness of that information. In addition, third-party information providers may have obtained information from market participants and such information may not have been independently verified.

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to “U.S.\$” and to “U.S. dollars” are to United States dollars; all references to “HK\$” and “Hong Kong dollars” are to Hong Kong dollars; all references to “Renminbi”, “CNY” and “RMB” are to the currency of the PRC; all references to “United States” or “U.S.” are to the United States of America; references to “China”, “Mainland China” and the “PRC” in this Offering Circular are to the People’s Republic of China and for geographical reference only (unless otherwise stated) exclude Taiwan, Macau and Hong Kong; references to “PRC Government” are to the government of the PRC; references to “Hong Kong” are to the Hong Kong Special Administrative Region of the People’s Republic of China; references to “Macau” are to the Macau Special Administrative Region of the People’s Republic of China; and all references to the “United Kingdom” and “UK” are to the United Kingdom of Great Britain and Northern Ireland.

The contents of this Offering Circular have not been reviewed by any regulatory authority in Hong Kong. Investors are advised to exercise caution in relation to the offer. If any investor is in any doubt about any of the contents of this Offering Circular, that investor should obtain independent professional advice.

CERTAIN DEFINED TERMS AND CONVENTIONS

This Offering Circular has been prepared using a number of conventions, which you should consider when reading the information contained herein. When the terms “we”, “us”, “our”, “Mengniu”, the “Company”, the “Issuer”, the “Group” and words of similar import are used, they are referring to China Mengniu Dairy Company Limited and its consolidated subsidiaries, unless the context indicates otherwise.

In this Offering Circular, references to:

- “Aice” are to AICE Holdings Limited and its subsidiaries;
- “Arla” or “Arla Foods” are to Arla Foods Amba;
- “AUD” are to Australian dollars, the official currency of Australia;
- “Bellamy’s” are to Bellamy’s Australia Limited;
- “bovine TB” are to bovine tuberculosis;
- “chilled products” are a general reference to dairy products that shall be stored, transported and sold in a chilled environment, typically within a temperature of 2°C to 6°C. Such products typically include chilled yoghurt, pro-biotic beverage, pasteurised milk and low temperature modulation milk;
- “China Shengmu” are to China Shengmu Organic Milk Limited (中國聖牧有機奶業有限公司), whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 1432);
- “Clearstream” are to Clearstream Banking S.A.;
- “CMU” are to the Central Moneymarkets Unit Service;
- “COFCO” are to COFCO Corporation (中糧集團有限公司) and, unless the context indicates otherwise, some or all of its subsidiaries and other persons acting in concert, including without limitation COFCO (Hong Kong) Limited (中糧集團(香港)有限公司), China Foods (Holdings) Limited (中國食品(控股)有限公司), Farwill Limited (志遠有限公司), COFCO Dairy Holdings Limited (中糧乳業控股有限公司), COFCO Dairy Investments Limited (中糧乳業投資有限公司), Prominent Achiever Limited (亘達有限公司), WDF Investment Co., Ltd. (萬德丰(北京)投資管理有限公司), and Colour Spring Limited (彩泉有限公司);
- “Company” or
“Mengniu” are to China Mengniu Dairy Company Limited (中國蒙牛乳業有限公司), whose shares are listed on SEHK (Stock Code 2319);
- “COVID-19” are to a disease caused by a novel strain of coronavirus, SARS-COV-2;

“Danone” or “Danone Group”	are to, as the context indicates, Danone S.A. or one or several subsidiaries of Danone S.A., including Danone Asia Pte Ltd;
“EIT Law”	are to the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法);
“Euroclear”	are to Euroclear Bank SA/NV;
“Greatview”	are to Greatview and its subsidiaries and associates, including Greatview Beijing Trading Co., Ltd. (紛美(北京)貿易有限公司);
“H1N1”	are to influenza A virus subtype H1N1;
“HK\$” and “HK dollars”	are to Hong Kong dollars, the official currency of Hong Kong;
“Renminbi”, “CNY” and “RMB”	are to the lawful currency of the PRC;
“Hong Kong Stock Exchange”	are to The Stock Exchange of Hong Kong Limited;
“IFRS”	are to International Financial Reporting Standards;
“Inner Mongolia Mengniu”	are to Inner Mongolia Mengniu Dairy (Group) Co., Ltd. (內蒙古蒙牛乳業(集團)股份有限公司), the immediate parent company of all of major subsidiaries of Mengniu in the PRC excluding Inner Mongolia Mengniu;
“Listing Rules”	are to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Milk Deluxe”	are to a brand of Mengniu’s liquid milk products (特侖蘇);
“Milkground”	are to Shanghai Milkground Food Tech Co., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600882);
“Modern Dairy”	are to China Modern Dairy Holdings Ltd. (中國現代牧業控股有限公司), whose shares are listed on the SEHK (Stock Code: 1117) and unless the context indicates otherwise, references to Modern Dairy are to Modern Dairy and its consolidated subsidiaries collectively;
“MOF”	are to the Ministry of Finance of the PRC (中華人民共和國財政部);
“NDRC Certificate”	are to the certificate issued by the National Development and Reform Commission of the PRC on 26 November 2024, evidencing the Company’s examination and registration of the Bonds;

“Offering Circular” . . .	are to this Offering Circular;
“PBOC”	are to the People’s Bank of China (中國人民銀行), the central bank of the PRC;
“PRC” or “China” . . .	are to the People’s Republic of China, excluding, for the purpose of this Offering Circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan;
“PRC Government” . . .	are to all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities of the PRC;
“provinces”	are to provinces and to provincial-level autonomous regions and municipalities in China which are directly under the supervision of the central PRC Government;
“RMB” or “Renminbi” .	are to the Renminbi, the official currency of the PRC;
“SAFE”	are to the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局);
“SARS”	are to severe acute respiratory syndrome;
“SASAC”	are to the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會);
“SAT”	are to the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局);
“scaled farms”	are to farms possessing 100 dairy cows or more;
“SEHK”	are to The Stock Exchange of Hong Kong Limited;
“SIG Combibloc”	are to SIG Combibloc and its subsidiaries and associates, including Combibloc (Suzhou) Co., Ltd. (康美包(蘇州)有限公司);
“Tetra Pak”	are to Tetra Pak International SA, its subsidiaries and associates, including Tetra Pak China Ltd. (利樂中國有限公司) and its subsidiaries;
“UHT milk”	are to ultra-high temperature milk, which is generally heated to between 275 and 302 degrees Fahrenheit which allows the milk to be stored at room temperature for extended periods of time;
“U.S.\$” and “U.S. dollars”	are to United States dollars, the official currency of the United States of America;

“Yashili” are to Yashili International Holdings Ltd (雅士利國際控股有限公司).

The Company records its financial statements in RMB and its financial statements are prepared in accordance with International Financial Reporting Standards, or the “IFRS”, which may differ in certain material respects from generally accepted accounting principles in certain other countries. You should seek professional advice with respect to such differences in generally accepted accounting principles.

The English names of the PRC nationals, entities, departments, facilities, laws, regulations, certificates, titles and the like are translations of their Chinese names and are included for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.

Non-GAAP Financial Measures

For the purpose of this Offering Circular, EBITDA for any period consists of profit for the year/period before finance costs, interest income, income tax expense, depreciation and amortisation. EBITDA is not a standard measure under IFRS. EBITDA is a widely used financial indicator of a company’s ability to incur and service debt. EBITDA should not be considered in isolation or construed as an alternative to cash flows, profit attributable to owners of Mengniu or any other measure of performance or as an indicator of its operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA, investors should consider, among other things, the components of EBITDA, such as revenue and operating expenses and the amount by which EBITDA exceeds capital expenditures and other charges. EBITDA has been included herein because it is considered as a useful supplement to cash flow data as a measure of Mengniu’s performance and its ability to generate cash from operations to cover debt service and taxes. EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. Investors should not compare Mengniu’s EBITDA to EBITDA presented by other companies because not all companies use the same definition.

PRESENTATION OF FINANCIAL INFORMATION

This Offering Circular contains consolidated financial information of the Issuer as at and for the years ended 31 December 2022, 2023 and 2024, which has been extracted from the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2023 and 31 December 2024 (the “**Issuer’s Audited Consolidated Financial Statements**”) which are included elsewhere in this Offering Circular. The Issuer’s Audited Consolidated Financial Statements were prepared and presented in accordance with the IFRS Accounting Standards issued by the International Accounting Standards Board (“**IASB**”) and Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and in compliance with the disclosure requirements of the Hong Kong Company Ordinance. The Issuer’s Audited Consolidated Financial Statements have been audited by KPMG, the independent auditors of the Issuer.

FORWARD LOOKING STATEMENTS

Certain forward-looking statements have been made in this Offering Circular regarding, among other things, the Company's consolidated financial conditions, future expansion plans and business strategy. This Offering Circular may contain words such as "believe", "could", "may", "will", "target", "estimate", "project", "predict", "forecast", "guideline", "should", "plan", "expect" and "anticipate" and similar expressions that are intended to identify forward-looking statements, but are not the exclusive means of identifying these statements. Particularly, statements under the captions "Summary" and "Principal Business of the Company" relating to the following matters may include forward-looking statements:

- business strategies and plan of operation;
- capital expenditure plans;
- the amount and nature of, and potential for, future development of business;
- operations and business prospects;
- production facilities under construction or planning;
- the regulatory environment of the relevant industry in general; and
- future development in the relevant industry.

Such statements are subject to various risks and uncertainties, including, but not limited to:

- changes in global economic and social conditions;
- changes in the world political situation;
- changes in economic and political conditions and increases in regulatory burdens in the PRC and other countries in which the Company operates, transacts business or has interests;
- accidents and natural disasters;
- changes in import controls or import duties, levies or taxes, either in international markets or in the PRC;
- changes in laws, regulations, taxation or accounting standards or practices and any related liabilities or compliance costs or obligations;
- currency, interest rate, price and credit risks;
- changes in prices or demand for products or raw materials produced or used by the Company or its subsidiaries or affiliates, both in the PRC and in international markets, as a result of competitive actions or economic factors, such as inflation or exchange rate fluctuations;
- the risks of increasing expenditures and investments;
- uncertainty of technological change;

- the ability of third parties to perform in accordance with contractual terms and specifications;
- acquisitions or divestitures;
- dividend policy;
- potential disputes with international and domestic joint venture partners; and
- other factors, including those discussed in “Risk Factors”.

Forward-looking statements involve inherent risks and uncertainties. Should one or more of these or other uncertainties or risks materialise, actual results may vary materially from those estimated, anticipated or projected. Specifically, but without limitation, capital costs could increase, projects could be delayed and anticipated improvements in capacity, performance or profit levels might not be fully realised. Although the Company believes that the expectations of the management of the Company as reflected by such forward-looking statements are reasonable based on information currently available to it, no assurances can be given that such expectations will prove to have been correct. Accordingly, you are cautioned not to place undue reliance on the forward-looking statements and we undertake no obligation to update or revise any of them, whether as a result of new information, future developments or otherwise.

SUMMARY

This summary below is intended only to provide a limited overview of information disclosed in more detail elsewhere in this Offering Circular and may not contain all of the information that may be important to you. Terms defined elsewhere in this Offering Circular shall have the same meaning in this summary. You should read this entire Offering Circular before making an investment decision to purchase the Bonds.

Overview

We are a leading dairy product manufacturer in China. We ranked among the “Global Dairy Top 20” list published by Rabobank for the sixteenth consecutive year. We offer a wide range of dairy products including liquid milk products (such as UHT milk, milk beverages, yoghurt and fresh milk), ice cream, milk formula, cheese and other products. As at 31 December 2024, we had developed 45 production bases in China, two production bases in Indonesia, two production bases in Australia, one production base in Philippines and one production base in New Zealand respectively, with an aggregate annual production capacity of 13.99 million tonnes.

We are listed on the Main Board of the Hong Kong Stock Exchange since June 2004 (Stock Code: 2319). We became a Hang Seng Index constituent in March 2014, making us the first blue chip Chinese dairy product manufacturer. As at 31 December 2024, our market capitalisation was HK\$68,819 million.

We are committed to sustainable development. We were included as a constituent stock in major sustainable development indexes such as the Hang Seng Corporate Sustainability Index Series for the fifth consecutive year.

We have developed an advantageous market position at each major component of the dairy products value chain:

- Upstream. We source 100% of our raw milk from standardised ranches and scaled farms. We have a long-term raw milk procurement arrangement with Modern Dairy, in which we held a 56.36% equity interest but controlled less than 50% of the voting rights as at 31 December 2024, to secure a stable supply of high quality raw milk. In addition, we entered a raw fresh milk supply framework agreement with China Shengmu in November 2022 and held a 29.99% equity interest in China Shengmu as of 31 December 2024 to secure a stable supply of organic raw milk. Meanwhile, we have expanded our raw milk supply globally into overseas countries with quality milk sources. We have secured stable source of high quality raw milk through strategic investment in various raw milk suppliers and maintaining stable relationship with third party raw milk suppliers;
- Midstream. We possess advanced automated manufacturing processes and facilities. As of 31 December 2024, we had 45 production bases in China, two production bases in Indonesia, two production bases in Australia, one production base in Philippines and one production base in New Zealand, respectively. As of the same date, we had a total annual production capacity of 13.99 million tonnes. Leveraging our rich resources and international-leading technologies, we continued to innovate around product differentiation and premiumization, leading the industry with superior and diversified products; and

- Downstream. We had approximately thousands of dealers and millions of retail outlets throughout China as at 31 December 2024, covering all provinces, municipalities and autonomous regions. The majority of these dealers are exclusive dealers. We have developed long-term relationships with most of our dealers. In addition, we conduct online sales through multiple contracted online sales channels, including all major e-commerce platforms in China such as Tmall, JD and Douyin. To adapt to channel restructuring and reform trends, we accelerated our omni-channel development by actively expanding high-growth emerging channels and consolidating its established offline channel advantages, creating and integrating online and offline business model to drive sales in multiple dimensions and reinforcing its differentiated competitive advantages.

We have been implementing and will continue to deepen our “One Core, Two Wings” strategy. Through strengthening our “core” businesses, we will be able to ensure that each of our six core businesses including room temperature products, chilled products, ice cream, fresh milk, milk formula, and cheese grow simultaneously and further solidify our core competitiveness. We will also expand the “Two Wings” strategy by further developing nutrition and health market and overseas market.

We offer our products primarily under the umbrella brand “蒙牛” (MENGNIU) and its related brands, including Bellamy’s, Aice and Milkground which we acquired in recent years. “蒙牛” (MENGNIU) is among the most widely recognised brands in China which ranked Top 30 in “Most Valuable Chinese Brands List (最具價值中國品牌榜)” by BrandZ™ in 2024. In 2024, we also served as a member of Olympic Partners (TOP) programme for the 2024 Paris Olympics, and supported 110 marathon events in nearly 100 cities across China, providing comprehensive nutritional support to over 2.2 million runners.

We have established comprehensive partnerships with our strategic shareholders, including COFCO, and together we have achieved significant synergies in business development and operations. COFCO is a key state-owned enterprise under the purview of SASAC and the largest agri-food enterprise in China. We benefit from COFCO’s support in quality management and control, development of logistics capabilities and sales channels as well as feed and packaging supply.

We have been actively expanding our overseas business with a focus on the Southeast Asia markets, which are emerging with great market potential. By the end of 2024, we have launched a range of room-temperature and chilled probiotics drinks, chilled yoghurt and ice cream products in overseas markets. We have established our first overseas liquid milk factory in Indonesia, which has been put into operation in November 2018. In July 2019, the Group held approximately 9.99% equity interest in Aice, a leading ice cream brand in Southeast Asia with an extensive sales network in Indonesia. In addition, the Group also held interest in Aice through certain convertible promissory notes. In March 2021, we acquired the control of Aice, as part of our strategy to expand our market share of ice-cream products in Southeast Asia. As of 31 December 2024, we held 42.25% equity interest in Aice and had the right to appoint a majority of members of Aice’s board of directors. The coverage of our distribution and sales network has also been expanded into, among others, Hong Kong, Australia, Malaysia, etc. In 2022, Inner Mongolia Mengniu, a major subsidiary of the Company, acquired additional 5.00% equity interest in Milkground, which mainly engages in the manufacture and distribution of cheese products of Milkground brand. After the acquisition, Inner Mongolia Mengniu held 35.01% equity interest in Milkground. The acquisition was made as part of our strategy to

expand market share of cheese products. Milkground was included in the consolidated statements of the Group from 30 November 2022 onwards. As of 31 December 2024, we held 36.63% equity interest in Milkground.

We have benefited from the full support from local governments in the PRC as a result of our commitment to local economic development. Support provided to us by local governments took the form of tax support (including preferential tax rates and tax relief), favourable support for establishment of business, and favourable industry policies.

We have introduced the business division system with our business being divided into several major business divisions primarily based on our product categories, including room temperature, chilled, fresh milk, milk powder, ice cream and cheese. Implementation of the new organisational structure has integrated the management of key aspects of our operation, including production, procurement, sales and quality control into different business divisions, and also enhanced synergies in our operations, and improved our utilisation of resources, operational and management efficiency, as well as product quality.

Our Competitive Strengths

- We are well-positioned to seize the development opportunities of the PRC dairy industry through differentiation strategy.
- We maintain a leading market position and possess a well-recognised brand.
- We offer a diversified mix of products and we continuously innovate and upgrade our product offerings.
- We have a strong distribution network across the PRC.
- We have strong capabilities with respect to key aspects across the value chain empowered by digital transformation.
- We have an experienced management team and a strong board of directors.
- We have prudent financial management and financial policy.
- We have a well-established ESG management system.

Our Strategies

- We will continue to deepen our “One Core, Two Wings” strategy in order to solidify our core competitiveness and explore new growth drivers.
- We will focus on nutrition of our dairy products and health needs of the consumers and develop our world-leading research and development capabilities.
- We will focus on brand building by continuously investing in premium brands and conducting high-profile marketing campaigns.
- We will continuously improve our product quality and operation efficiency across the entire supply chain.
- We will drive future growth through innovation and digitalisation.

- We will adhere to long-termism, continue to drive the sustainable development of public welfare initiatives and create shared value for society.

SUMMARY OF THE OFFERING

The following summary contains some basic information about the Bonds and is qualified in its entirety by the remainder of this Offering Circular. Some of the terms described below are subject to important limitations and exceptions. Words and expressions defined in “Terms and Conditions of the 2030 Bonds”, “Terms and Conditions of the 2035 Bonds” and “Description of the Global Certificate” shall have the same meanings in this summary. For a more complete description of the terms of the Bonds, see “Terms and Conditions of the 2030 Bonds” and “Terms and Conditions of the 2035 Bonds” in this Offering Circular.

Issuer	China Mengniu Dairy Company Limited.
Issue for the 2030 Bonds . .	CNY2,000,000,000 2.0 per cent. Sustainability Bonds due 2030.
Issue for the 2035 Bonds . .	CNY1,500,000,000 2.3 per cent. Sustainability Bonds due 2035.
Issue Price for the 2030 Bonds	100.0 per cent.
Issue Price for the 2035 Bonds	100.0 per cent.
Form and Denomination . . .	Each series of the Bonds will be issued in registered form and in the denominations of CNY1,000,000 and integral multiples of CNY10,000 in excess thereof.
Interest	The 2030 Bonds will bear interest on their outstanding principal amount from and including the Issue Date at the rate of 2.0 per cent. per annum and the 2035 Bonds will bear interest on their outstanding principal amount from and including the Issue Date at the rate of 2.3 per cent. per annum. The interest on each series of the Bonds is payable semi-annually in arrear in equal instalments on 30 January and 30 July in each year (each an “Interest Payment Date”), beginning on 30 January 2026.
Issue Date	30 July 2025.
Maturity Date	The Interest Payment Date falling on, or nearest to, 30 July 2030 (the “2030 Bonds Maturity Date”) for 2030 Bonds. The Interest Payment Date falling on, or nearest to, 30 July 2035 (the “2035 Bonds Maturity Date”) for 2035 Bonds.

Status of the Bonds	Each series of the Bonds will constitute direct, unconditional, unsubordinated and (subject to Condition 4(a) of the Terms and Conditions) unsecured obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference or priority among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable law, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
Negative Pledge and Other Covenants	Each series of the Bonds will contain a negative pledge provision and other covenants, each as further described in Condition 4 of the Terms and Conditions.
Events of Default	Each series of the Bonds will contain certain events of default provisions as further described in Condition 9 of the Terms and Conditions.
Final Redemption	Unless previously redeemed or purchased and cancelled, the 2030 Bonds will be redeemed on the Interest Payment Date falling on, or nearest to, the 2030 Bonds Maturity Date. Unless previously redeemed or purchased and cancelled, the 2035 Bonds will be redeemed on the Interest Payment Date falling on, or nearest to, the 2035 Bonds Maturity Date.
Redemption at the Option of the Issuer	Each series of the Bonds may be redeemed at the option of the Issuer at the respective Make Whole Price (as defined in the respective Terms and Conditions), together with accrued and unpaid interest at any time prior to the respective Make Whole Option Redemption Date (as defined in the respective Terms and Conditions), as further described in the subsection headed “Redemption and Purchase — Redemption at the Option of the Issuer” under the Terms and Conditions. Each series of the Bonds may be redeemed at the option of the Issuer at 100% of the principal amount of respective series of Bonds, together with accrued and unpaid interest at any time from or after the respective Make Whole Option Redemption Date, as further described in the subsection headed “Redemption and Purchase — Redemption at the Option of the Issuer” under the Terms and Conditions.

Redemption for Taxation Reasons	Each series of the Bonds may be redeemed at the option of the Issuer in whole, but not in part, by giving not less than 30 nor more than 60 days' notice to the Bondholders in accordance with Condition 14 (which notice shall be irrevocable) and in writing to the Fiscal Agent, at their principal amount, together with interest accrued but unpaid thereon to but excluding the date fixed for redemption in the event of certain changes affecting taxes of the PRC or the Cayman Islands or any political subdivision or any authority thereof or therein or having power to tax, as further described in Condition 6(b) of the Terms and Conditions.
Redemption for Change of Control	At any time following a Change of Control in the Company, the holder of each series of the Bonds will have the right, at such holder's option, to require the Company to redeem all, but not some only, of such holder's Bond on the Put Settlement Date at 101% of their principal amount, together with accrued interest to but excluding the Put Settlement Date. See the subsection headed "Redemption and Purchase — Redemption for a Change of Control" under the Terms and Conditions.
Taxation	All payments of principal, premium (if any) and any interest by or on behalf of the Issuer in respect of each series of the Bonds shall be made free and clear of, and without withholding or deduction for or on account of, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the PRC, the Cayman Islands or any political subdivision or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law, as further described in Condition 8 of the Terms and Conditions.
Further Issues	The Issuer may from time to time, without the consent of the Bondholders of the relevant series of the Bonds, create and issue further securities having the same terms and conditions as the relevant series of the Bonds in all respects (or in all respects except for the first payment of interest on them and the timing for registering and completing the NDRC Post-Issue Filing) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Bonds of the relevant series) or upon such terms as the Issuer may determine at the time of their issue.

Clearing System	Each series of the Bonds will be represented initially by beneficial interests in a Global Certificate, which will be registered in the name of, and lodged with a sub-custodian for, the Hong Kong Monetary Authority as Operator. Beneficial interests in the Global Certificates will be shown on, and transfers thereof will be effected only through, records maintained by the CMU. Except as described in the relevant Global Certificate, certificates for the Bonds will not be issued in exchange for beneficial interests in the Global Certificate of that series. For persons seeking to hold a beneficial interest in the Bonds through Euroclear or Clearstream, such persons will hold their interest through an account opened and held by Euroclear or Clearstream (as the case may be) with the Operator.
Governing Law and Jurisdiction	English law, Hong Kong courts.
Fiscal Agent, CMU Lodging and Paying Agent, Transfer Agent and Registrar	Citicorp International Limited.
Listing	Application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only and such permission is expected to become effective on or about 31 July 2025. A confirmation of the eligibility for the listing of the Bonds has been received from the Hong Kong Stock Exchange.
Rating	The Issuer is assigned a corporate rating of “Baa1” by Moody’s Investors Service, Inc. (“ Moody’s ”) and “BBB+” by S&P Global Ratings (“ S&P ”). Such rating is only correct as at the date of this Offering Circular. Each series of the Bonds is expected to be assigned a rating of “BBB+” by S&P. A rating is not a recommendation to buy, sell or hold the Bonds and may be subject to suspension, reduction or withdrawal at any time by S&P. A suspension, reduction or withdrawal of the rating assigned to the Bonds may adversely affect the market price of the Bonds.
Selling Restrictions	For a description of certain restrictions on offers, sales and deliveries of the Bonds and on the distribution of offering materials in certain jurisdictions, including the United States, the United Kingdom, the PRC, Hong Kong, Singapore and Japan, see “Subscription and Sale”.

Sustainable Finance Framework	The Bonds will be issued as “Sustainability Bonds” in accordance with and under the Sustainable Finance Framework. Please see “ <i>Sustainable Finance Framework</i> ” for further information.
Use of Proceeds	See the section entitled “Use of Proceeds”.
ISIN	HK0001166955 for the 2030 Bonds. HK0001166971 for the 2035 Bonds.
Common Code	311550543 for the 2030 Bonds. 311553844 for the 2035 Bonds.
CMU Instrument Number . .	CILHFB25087 for the 2030 Bonds. CILHFB25089 for the 2035 Bonds.
Legal Entity Identifier	2549005Q343BSJ8RSS21.

SUMMARY FINANCIAL INFORMATION

Summary Financial Information of the Company

The following tables set forth the summary consolidated financial information of the Group as at and for the periods indicated.

The summary consolidated financial information as at or for the years ended 31 December 2022, 2023 and 2024 set forth below is derived from Company's audited consolidated financial statements as at and for the years ended 31 December 2023 and 2024 and should be read in conjunction with such audited consolidated financial statements together with the related notes included elsewhere in this Offering Circular, as audited by KPMG, our independent auditors.

Consolidated Statement of Profit or Loss

	For the year ended 31 December		
	2022	2023	2024
	(in thousands of RMB)		
Revenue	92,593,322	98,624,041	88,674,774
Cost of sales	(59,903,540)	(61,983,946)	(53,584,334)
Gross profit	32,689,782	36,640,095	35,090,440
Other income and gains	2,139,649	1,069,392	1,031,644
Selling and distribution expenses	(22,347,316)	(25,192,211)	(23,092,601)
Administrative expenses	(4,441,844)	(4,742,531)	(4,228,995)
Impairment losses on financial and contract assets, net	(289,432)	(309,626)	(371,712)
Loss on derecognition of financial assets measured at amortised cost	(53,993)	(54,663)	(49,044)
Other expenses	(1,863,564)	(1,296,464)	(6,453,014)
Interest income	1,385,385	1,675,555	1,411,977
Finance costs	(1,125,263)	(1,569,281)	(1,467,790)
Share of results of associates	408,949	91,921	(871,728)
Profit before taxation	6,502,353	6,312,187	999,177
Income tax expense	(1,317,549)	(1,425,212)	(774,572)
Profit for the year	5,184,804	4,886,975	224,605
Attributable to:			
Owners of the Company	5,302,972	4,809,197	104,507
Non-controlling interests	(118,168)	77,778	120,098
	<u>5,184,804</u>	<u>4,886,975</u>	<u>224,605</u>
Earnings per share attributable to ordinary equity holders of the Company (expressed in RMB per share)			
Basic	1.342	1.220	0.027
Diluted	1.336	1.216	0.027

Consolidated Statement of Comprehensive Income

	For the year ended 31 December		
	2022	2023	2024
	(in thousands of RMB)		
Profit for the year	5,184,804	4,886,975	224,605
Other comprehensive income			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations	(410,782)	(107,916)	(939,791)
Effective portion of changes in fair value of hedging instruments arising during the year:			
— Total hedging loss recognised in other comprehensive income (excluding exchange differences)	753,048	167,538	95,486
— Amount reclassified from other comprehensive income to profit or loss	(298,971)	(275,535)	(231,533)
Share of other comprehensive income of associates	(6,977)	(24,825)	(171,710)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	36,318	(240,738)	(1,247,548)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation	(915,068)	124,287	225,427
Equity investments designated at fair value through other comprehensive income:			
— Changes in fair value	680	(15,422)	5,684
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	(914,388)	108,865	231,111
Other comprehensive income, net of tax	(878,070)	(131,873)	(1,016,437)
Total comprehensive income for the year	4,306,734	4,755,102	(791,832)
Attributable to:			
Owners of the Company	4,414,370	4,668,268	(937,980)
Non-controlling interests	(107,636)	86,834	146,148
	<u>4,306,734</u>	<u>4,755,102</u>	<u>(791,832)</u>

Consolidated Statement of Financial Position

	As of 31 December		
	2022	2023	2024
	(in thousands of RMB)		
Non-current assets			
Property, plant and equipment	19,652,598	21,715,379	20,905,216
Construction in progress	4,111,176	2,348,779	2,278,028
Investment properties	61,067	59,421	57,775
Right-of-use assets	2,783,177	2,733,497	2,584,719
Goodwill	8,887,830	8,952,282	7,677,836
Other intangible assets	12,374,368	12,617,999	8,829,053
Investments in associates	10,396,345	10,408,632	9,648,894
Deferred tax assets	1,600,692	1,434,197	930,170
Derivative financial instruments	475,625	324,509	241,794
Other financial assets	20,240,280	20,147,281	16,205,547
Long-term prepayments	452,973	349,713	1,165,975
Total non-current assets	<u>81,036,131</u>	<u>81,091,689</u>	<u>70,525,007</u>
Current assets			
Other financial assets	6,827,398	8,531,769	8,138,860
Derivative financial instruments	4,716	23,492	8,582
Inventories	8,073,377	6,088,450	4,936,666
Trade and bills receivables	3,660,242	3,668,604	3,261,858
Prepayments, other receivables and other assets	4,639,624	3,095,554	1,979,279
Pledged deposits	284,213	276,593	103,383
Cash and bank balances	12,765,829	12,443,800	17,339,157
Assets held for sale	521,675	—	—
Total current assets	<u>36,777,074</u>	<u>34,128,262</u>	<u>35,767,785</u>
Current liabilities			
Trade and bills payables	10,200,635	9,499,441	8,647,226
Other payables and accruals	13,581,433	12,892,166	11,244,088
Interest-bearing bank and other borrowings . .	9,094,719	9,806,937	16,661,575
Derivative financial instruments	25,769	—	38,276
Income tax payable	226,846	340,853	370,787
Other financial liabilities	—	54,661	44,608
Liabilities held for sale	23,850	—	—
Total current liabilities	<u>33,153,252</u>	<u>32,594,058</u>	<u>37,006,560</u>
Net current assets/(liabilities)	3,623,822	1,534,204	(1,238,775)
Total assets less current liabilities	84,659,953	82,625,893	69,286,232

	As of 31 December		
	2022	2023	2024
	(in thousands of RMB)		
Non-current liabilities			
Interest-bearing bank and other borrowings . .	30,013,886	27,603,818	17,975,625
Deferred income	572,132	636,194	728,274
Deferred tax liabilities	3,926,470	3,729,709	2,556,842
Derivative financial instruments	10,708	4,461	—
Other financial liabilities	84,959	—	—
Total non-current liabilities	<u>34,608,155</u>	<u>31,974,182</u>	<u>21,260,741</u>
Net assets	<u>50,051,798</u>	<u>50,651,711</u>	<u>48,025,491</u>
Equity			
Equity attributable to owners of the Company			
Share capital	359,948	358,143	356,662
Shares held under share award scheme	(175,701)	(148,344)	(114,293)
Treasury shares	—	—	(17,981)
Other reserves	10,466,418	10,045,196	8,105,166
Retained earnings	<u>29,447,875</u>	<u>34,064,964</u>	<u>33,232,733</u>
	40,098,540	44,319,959	41,562,287
Non-controlling interests	<u>9,953,258</u>	<u>6,331,752</u>	<u>6,463,204</u>
Total equity	<u>50,051,798</u>	<u>50,651,711</u>	<u>48,025,491</u>

Other Financial Data of the Group

	For the year ended 31 December		
	2022	2023	2024
	(in millions of RMB)		
Other Financial Data:			
EBITDA ⁽¹⁾	9,120.5	9,506.7	4,461.7
EBITDA margin ⁽²⁾	9.9%	9.6%	5.0%
Total borrowings ⁽³⁾ /EBITDA	4.3	3.9	7.8
Net borrowings ⁽⁴⁾ /EBITDA	2.9	2.6	3.9
EBITDA/Interest ⁽⁵⁾	8.1	6.1	3.0
	As of 31 December		
	2022	2023	2024
	(in millions of RMB)		
Total borrowings	39,108.6	37,410.8	34,637.2
Net borrowings	26,342.8	24,967.0	17,298.0
Total borrowings/Total capitalisation ⁽⁶⁾	43.9%	42.5%	41.9%

(1) EBITDA is calculated based on profit for the year and excludes income tax expense, finance costs, interest income, depreciation of property, plant and equipment, amortisation of other intangible assets, depreciation of investment properties and depreciation of right-of-use assets. EBITDA is not a standard measure under IFRS Accounting Standards. EBITDA is a widely used financial indicator of a company's ability to incur and service debt. EBITDA should not be considered in isolation or construed as an alternative to cash flows, profit attributable to owners of the Company or any other measure of performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA, we believe that investors should consider, among other things, the components of EBITDA, such as revenue and operating expenses and the amount by which EBITDA exceeds capital expenditures and other charges. EBITDA has been included herein because we believe that it is a useful supplement to cash flow data as a measure of our performance and ability to generate cash from operations to cover debt service and taxes. EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. Investors should not compare our EBITDA to EBITDA presented by other companies because not all companies use the same definition. The EBITDA for the year ended 31 December 2022, 2023 and 2024 included Yashili International Holdings Ltd. and the impairment of goodwill.

(2) EBITDA margin is calculated as EBITDA divided by revenue.

(3) Total borrowings are calculated as the sum of total short-term and long-term indebtedness, which comprises interest-bearing bank and other borrowings. The total borrowings for the year ended 31 December 2022, 2023 and 2024 included the borrowings of Yashili International Holdings Ltd.

(4) Net borrowings are calculated as total borrowings minus cash and bank balances.

(5) Interest is calculated as finance costs including capitalised interests.

(6) Total capitalisation equals total borrowings plus total equity.

RISK FACTORS

This Offering Circular contains forward-looking statements relating to events that involve risks and uncertainties. Prospective investors should carefully consider the risk factors set forth below, as well as the other information contained elsewhere in this Offering Circular. The risks described below are not the only ones that may affect the Company or the Bonds. Additional risks and uncertainties that we are not aware of or that we currently believe are immaterial may also adversely affect our businesses, financial condition or results of operations. If any of the possible events described below occur, our financial condition or results of operations could be materially and adversely affected. In such case, we may not be able to satisfy our obligations under the Bonds, and investors could lose all or part of their investment.

RISKS RELATING TO OUR BUSINESS

Our business is dependent on supplies of raw milk and other major raw materials, a shortage of which could result in reduced production and revenues.

Raw milk is the primary raw material we use to produce liquid milk and the other dairy products, and it represented a majority of our raw materials costs for the year ended 31 December 2024. It is expected that our raw milk demands will continue to grow in the future. We source all of our raw milk from standardised ranches and scaled farms for the year ended 31 December 2024. Any shortage of supply, outbreak of disease, deterioration of quality or price fluctuation of raw milk supplies in these farms or a termination of supply arrangements with these farms could have a material adverse effect on the quality or profitability of our dairy products. The expansion of our business depends heavily on our and our partnering ranches and farm's ability to obtain a sufficient number of dairy cows. We cannot guarantee that we will be able to secure a consistent supply of raw milk and other major raw materials in the required quantity and the quality, and at commercially acceptable prices, to accommodate our present or future business needs. Any failure to do so or to find alternative sources or at commercially acceptable prices, on satisfactory terms, in a timely manner, or occurrence of adverse events in the areas from which we procure dairy cows, could adversely affect our growth prospects.

Raw milk production is, in turn, influenced by a number of factors which are beyond our control, including, but not limited to, the following:

- seasonal factors, with dairy cows generally producing more milk in temperate weather as opposed to cold or hot weather and extended unseasonably cold weather or intense heat potentially leading to lower than expected production;
- environmental factors, with the volume and quality of milk produced by dairy cows closely linked to the quality of the nourishment provided by the environment around them; and
- governmental agricultural and environmental policy, with government grants, subsidies, provision of land, technical assistance and other agricultural and environmental policies having a direct effect on the viability of individual dairy farmers and dairy farms, and the number of dairy cows and quantities of milk they are able to produce.

We source large volumes of raw materials from suppliers primarily located in the PRC. Interruption or a shortage in the supply of raw milk or any other raw materials could result in us being unable to operate our production facilities at full capacity, or if the shortage is severe, any production at all, thereby leading to reduced revenues or no production output and sales. Any failure to secure a steady supply of raw milk and other major raw materials will materially and adversely affect our business, financial condition and results of operations.

Contamination of products and any similar incidents in the future could have a significant adverse impact on our reputation, business performance and financial conditions.

As a manufacturer of products designed for human consumption, we are subject to product liability claims if the use of our products is alleged to have resulted in any adverse reaction, illness or injury. We may also experience losses from product recalls resulting from suspected or actual defects in the development or manufacturing of our products or even the sale of counterfeit products. Our business is also highly sensitive to consumers' perception of the safety of our products. Any negative publicity regarding the safety of particular ingredients or products in our industry in general, of other companies, or of our products or ingredients specifically may affect customer confidence in our products, regardless of whether such publicity has any factual basis.

Our products generally undergo standard quality and safety inspections when they are delivered to our customers. If our products are found to be contaminated during the inspection process, we could face delivery rejections or product returns or even claims for damages, which could reduce our sales and damage our relationships with our customers. Moreover, if our customers' downstream products are contaminated, and if the contamination can ultimately be traced back to the use of our products, we could be subject to product liability claims by our customers and end consumers for damages, including without limitation, medical expenses, disability and wrongful death. Any occurrence of such incidents could negatively impact our results of operations, the corporate and brand image or consumers' confidence in our products, and may result in product recalls as well as loss of revenues, particularly if the contaminated products have caused fatalities, injuries or illnesses to consumers.

In addition, if we are found in violation of applicable food safety laws (e.g. Food Safety Law of the PRC (中華人民共和國食品安全法), which took effect on 1 June 2009, and was further amended in April 2021, and Law of the PRC on Quality and Safety of Agricultural Products (中華人民共和國農產品質量安全法), which took effect on 1 November 2006, was amended in October 2018 and further amended in September 2022), we could be subject to penalties including monetary fines, confiscation of equipment, order to cease manufacturing or business operation and/or the revocation of licences needed to conduct our business, which could materially and adversely affect our reputation, business, financial condition and results of operations.

For the three years ended 31 December 2024, our products were not reported to be associated with any material contamination incidents, and we did not conduct any product recalls. Despite the measures we have in place to control the quality of our raw milk and products, there can be no guarantee that contamination of these products will not occur during the transportation, production, distribution and sales processes due to reasons unknown to us or beyond our control. We cannot assure you that any contamination of our

products, or similar, will not occur in the future or that we will be able to detect such contamination and deal with it effectively. Any such incidents, if occurs, may materially and adversely affect our results of operations, brand and reputation.

Increases in raw material costs and commodity prices that we are unable to pass on to our customers will reduce our profitability.

We attempt to negotiate competitive rates for the raw materials we use for our products, such as raw milk, particularly given the bulk volume of business we do with our suppliers. A shortage in the raw materials or fluctuations in world commodity prices may negatively affect the purchase price we may negotiate with independent suppliers. In particular, the raw milk we use is subject to price fluctuations due to various factors beyond our control, including increasing market demand, inflation, severe climatic and environmental conditions, changes in governmental and agricultural regulations and programmes and other factors. In addition, our costs of feeds may increase due to our development of self-built ranches, which in turn may adversely affect our business.

We cannot assure you that the prices we currently pay for raw materials and other commodities will remain stable. Any increase in the prices we are required to pay for materials and commodities may result in less competitive products we can offer to the market, and compel us to locate more suitable and cost-competitive alternatives for our production. In particular, our ability to pass on part or all of our cost increases to our customers by increasing the selling prices of our products largely depends on market conditions and pricing methods employed in various markets in which we sell our products. If, as a result of consumer sensitivity to pricing or otherwise, we are unable to increase our prices to offset the increased costs of raw materials and commodities, we may experience lower profitability and may be unable to maintain historical levels of productivity. Increases in raw material costs and commodity prices that we cannot effectively address through increases in prices of our products could reduce our profitability.

A deterioration in our brand image could adversely affect our business.

We rely to a significant extent on our brand image and brand name, “蒙牛” (MENGNIU), which has become one of the best known brands among customers in China. In recent years, we have also expanded our product portfolio through the acquisition of new brands including Bellamy’s, Aice and Milkground. We also have also implemented a dual-brand strategy for our cheese products through Milkground’s acquisition of our Group’s equity interest in Mongolia Mengniu Cheese Co., Ltd. Any negative incident or negative publicity concerning us or our products could adversely affect our reputation and business. Brand value is based largely on subjective consumer perceptions and can be damaged even by isolated incidents that decrease consumer confidence. In the past, we were involved in certain food safety incidents, which have negatively affected our brand image. Please see “— Contamination of products and any similar incidents in the future could have a significant adverse impact on our reputation, business performance and financial conditions”. Consumer demand for our products, our brand value and goodwill could diminish significantly if we fail to maintain the quality of our products, or fail to deliver a consistently positive consumer experience in each of our products, or if we are perceived to act in an unethical or socially irresponsible manner. Any negative publicity of “蒙牛” (MENGNIU), or concerning us, our brands or products, could adversely affect our reputation, business, financial condition, results of operation and prospects.

Sales of our products are subject to changes in consumer perception, preferences and tastes and we may not be able to introduce new products successfully.

Customer trends in the dairy industry are constantly changing. Our success depends on our ability to anticipate, identify, interpret and react to the evolving tastes, dietary habits and nutritional needs of customers and to offer products that appeal to them. Sales of our products could be affected by nutritional and health-related concerns about our products.

Our future success will depend partly on our ability to anticipate or adapt to such changes in consumer preferences and to offer, on a timely basis, new products that meet such preferences. There is no guarantee that we will be able to gain market acceptance or significant market share for our new products. Any failure to anticipate, identify or respond to these changing tastes or preferences could result in a decrease in our sales, a decline in the market share of our products, or erosion of our market share and financial position. This could in turn lead to our inability to recover our research and development, production and marketing costs, thereby materially and adversely affecting our business, financial condition and results of operations.

We face intense competition in the dairy industry and might lose our market share.

Our leading market position has enabled us to benefit from comparatively stronger bargaining power in procuring raw materials, determining product pricing and responding effectively to changing market conditions and competitive pressures, which in turn have contributed to our significant growth and stable profit margin. However, there is no guarantee that we can maintain or increase our competitiveness and market position. Should we fail to maintain our leading position relative to other manufacturers in the industry, our business, financial condition and results of operations may be adversely affected.

In order to compete successfully in the markets, we will need to continue to restore and maintain customer confidence in our brand and products, develop new products and enhance our product offerings while maintaining price competitiveness. If and to the extent we fail to develop new products that differentiate us from our competitors, we may need to compete largely on price, which may cause our operating margins to decline. Our inability to compete successfully against competitors and pricing pressures could result in lost customers, loss of market share and reduced operating margins, which would adversely impact our results of operations.

In addition, we face competition from companies offering similar products in China and elsewhere. These competitors may have been in business longer than us has and may have greater resources and scale than we do to rapidly respond to competitive pressures. Our competitors may also benefit from stable raw material supplies or production facilities that are closer to the markets we compete in which may provide them with cost advantages. In addition, some consumers or a selected group of consumers in China may also elect to purchase dairy products that have longer shelf life from outside of China. This may favour our competitors who have established stronger market positions in regions outside of China. Some of these competitors have used, and are expected to continue to use, greater amounts of incentives and subsidies for distributors and retailers and more advanced processes and technologies. We cannot assure you that our current or potential competitors will not provide products comparable or superior to those we provide or adapt more quickly than we do to evolving industry trends or changing market requirements.

Furthermore, consolidation among industry participants in China may result in stronger domestic competitors that are more able to compete as end-to-end suppliers as well as competitors who are more specialised in particular areas and geographic markets. This could have a material adverse effect on our business, financial condition and results of operations. Such competitive pressures could have an adverse impact on the supply and pricing of our products, reduce our market share and have an adverse impact on our financial performance.

Increased competition may result in price reductions, reduced margins and loss of market share, any of which could materially and adversely affect our profit margins. There is no guarantee that we will be able to compete effectively against our current and future competitors.

The production and packaging of our UHT milk and a portion of milk beverages frequently use Tetra Pak production equipment, packaging technology and packaging materials.

Our UHT milk and room temperature milk beverage production facilities frequently use equipment, packaging technology and packaging materials supplied by Tetra Pak, including our equipment and technology relating to pre-treatment of raw materials, ultra-high temperature treatment, homogenisation, packaging, as well as engineering and maintenance services in relation to such equipment. Many of our production facilities rely to a significant extent on Tetra Pak equipment and technology. Our primary UHT milk products and room temperature beverage products also primarily use packaging materials manufactured by Tetra Pak. The majority of these packaging materials, which are fundamental to maintaining the quality and freshness of our products, are manufactured by Tetra Pak in China. If there are any product quality or safety issues with Tetra Pak equipment and technology or packaging materials, the quality and freshness of our products will be adversely affected which in turn may adversely impact our reputation, operations and financial performance and condition.

Some of the contracts we enter into with Tetra Pak to purchase their equipment require Tetra Pak to provide ongoing technical support and maintenance services. Typically, our contracts with Tetra Pak provide for a one-year warranty period. We have established long-term collaboration with Tetra Pak in relation to packaging materials. In the event that Tetra Pak fails to continue to supply such equipment, services or packaging, or we are unable in the future to reach agreement on reasonable terms with Tetra Pak in relation to such continued supply, we may be unable to find a comparable alternative supplier of equipment, services or packaging, which may affect our ability to maintain and upgrade our production facilities, lead to production interruptions and delays in the delivery of our products to customers, or result in quality deterioration, and may also prevent us from improving and updating the packaging of our products to meet changing market preferences.

We may have disagreements with our strategic shareholders, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our key strategic shareholders include COFCO. COFCO is a key state-owned enterprise under the purview of SASAC and one of the largest sugar beet and edible oil producers and distributors in China. We benefit from COFCO's support in quality management and control, mergers and acquisitions, as well as development of logistics capabilities and sales channels. To the extent there are disagreements between us and our strategic investors

regarding our business and operations or the jointly invested enterprise, there is no assurance that we will be able to resolve them in a manner that will be in our best interests. Further, there is no assurance that we will be able to resolve disagreements or disputes, if any, that may arise between us and our strategic shareholders, in a manner favourable to us.

In addition, our strategic shareholders may:

- have economic or business interests or goals that are inconsistent with ours;
- take actions contrary to our requests or contrary to our policies and objectives;
- be unable or unwilling to fulfil their obligations, whether of a financial nature or otherwise;
- take actions that are not acceptable to regulatory authorities;
- have financial difficulties;
- have disputes with us; or
- compete with us.

In addition, the occurrence of adverse events within the areas or countries in which our strategic shareholders operate their dairy business could adversely affect our growth prospects. These adverse events include, without limitation, economic slowdown, social unrest and changes in applicable laws and regulations. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may enter into strategic acquisitions, investments, alliances or joint ventures that may be expensive or difficult to implement; our failure to successfully implement these strategic manoeuvres and integrate them with our existing business could have a material adverse effect on our business.

We have entered and may from time to time enter into strategic acquisitions and investments, and have established and may establish strategic alliances, with third parties in the dairy and food industry in general if suitable opportunities arise. Amongst our past acquisitions, joint ventures and strategic alliances, since January 2018, we have undertaken the following acquisitions which we consider material to our business:

- on 23 December 2018, among other parties, we, through our subsidiary Inner Mongolia Mengniu, and China Shengmu entered into a share purchase agreement (the “**Share Purchase Agreement**”), pursuant to which we agreed to purchase 51% of the equity interests in Inner Mongolia Shengmu High-tech Dairy Co., Ltd. (which has changed its name to Inner Mongolia Mengniu Shengmu High-tech Dairy Co., Ltd. in May 2019), being the liquid milk processing business segment of China Shengmu. All substantive conditions precedent under the Share Purchase Agreement have been fulfilled (or otherwise waived) at the end of April 2019 in accordance with the terms and conditions of the Share Purchase Agreement. Inner Mongolia Shengmu Hightech Dairy Co., Ltd. became a subsidiary of the Group and has been consolidated into the Group’s consolidated financial statements since the end of April 2019. On 6 July 2021,

we, through our wholly owned subsidiary Start Great Holdings Limited, increased our equity interests in China Shengmu to 29.99% of the total issued share capital of China Shengmu;

- on 15 September 2019, we entered into an agreement to acquire all shares of Bellamy's, a world-famous Australian organic infant formula and baby food producer, for a scheme consideration of AUD1.46 billion (equivalent to approximately RMB6.93 billion) in total and AUD12.65 (equivalent to approximately RMB60.04) per share. The acquisition was completed in December 2019 and Bellamy's has become an indirect wholly-owned subsidiary of our Company;
- on 13 December 2020, we, through our subsidiary Inner Mongolia Mengniu, and Shanghai Milkground entered into a share subscription agreement (the "**Share Subscription Agreement**"), pursuant to which we have conditionally agreed to subscribe no more than 100,976,102 newly issued shares of Shanghai Milkground at a price of RMB29.71 per share. On 9 July 2021, Shanghai Milkground completed the issuance of 100,976,102 shares pursuant to the Share Subscription Agreement. In addition, Inner Mongolia Mengniu and Ms. Chai Xiu, the then controlling shareholder of Shanghai Milkground, entered into a cooperation agreement that took effect on 9 July 2021, pursuant to which Ms. Chai has agreed to, and to procure her controlled entities to, during a certain period of time, abstain from exercising all or parts of their voting rights over such number of shares of Shanghai Milkground; and
- on 6 May 2022, we entered into a sale and purchase agreement with Danone Nutrition, pursuant to which we have conditionally agreed to acquire (or procure the acquisition of) from Danone Nutrition, and Danone Nutrition have conditionally agreed to sell, 25% of the issued share capital of Yashili. On 9 March 2023, the acquisition was completed and our equity interests in Yashili increased to approximately 76.04%. On 4 July 2023, we further acquired 23.96% equity interests in Yashili through an indirect holding subsidiary and the listing of Yashili shares on the Stock Exchange was withdrawn effective from 5 July 2023.

In order to further develop and strengthen our control over upstream resources, we may enter into upward integration investments, including making acquisitions of raw milk producers to increase the volume of self-supplied raw milk for our products, cooperating with our existing business partners or other international institutions which produce and supply raw milk, or other strategic initiatives that could enhance or expand our current operations or products or that might otherwise offer our growth opportunities. We may engage in similar or other acquisitions, investments and alliances that we believe will complement our expansion strategies. We may also make strategic divestiture of our assets or restructure our business operations. We may raise additional financing through the divestiture of our stakes in any business. Any strategic acquisition, investment and alliance with third parties could subject us to a number of risks, including risks associated with sharing proprietary information and a reduction or loss of control of operations that are material to our business. Moreover, strategic acquisitions, investments and alliances may be expensive to implement and subject us to the risk of non-performance by a counterparty, which may in turn lead to monetary losses that may materially and adversely affect our business. If we cannot successfully integrate acquisitions, alliances, joint ventures and other partnerships on a timely basis, we may be unable to generate sufficient revenue to offset acquisition costs, we may incur costs in excess of what we anticipate, and our expectations of future results of operations and synergies may not be achieved. In addition, our business,

financial condition and results of operations may be materially and adversely affected if we are unable to improve the efficiency of our operations. Acquisitions involve substantial risks, including, but not limited to:

- unforeseen difficulties in integrating operations, accounting systems and personnel;
- diversion of financial and management resources from existing operations;
- the uncertainty as to whether investment opportunities or initiatives are identified and assessed accurately in terms of the likely benefits, commercial viability and technical feasibility of such initiatives;
- the insufficiency of our experience in managing or operating such upward integration investments, which may increase our need to recruit additional personnel with suitable experience and/or cause our investments to fail to achieve the intended commercial benefits or the level of economic returns or at all;
- failure to attract and retain management and key employees;
- unforeseen difficulties related to entering geographic regions or markets where we do not have prior experience;
- failure to obtain sufficient equity or debt financing;
- potential undisclosed liabilities, litigation or other proceedings including disciplinary proceedings;
- the loss of key customers or suppliers;
- disagreement with partners; and
- uncertainty of financial condition of the joint venture partners.

These risks could expose us to additional legal and other costs and expenses which could be significant and have a material adverse effect on our business.

Our expansion plan may not be successful and we may not successfully manage our growth.

As the scale of our operations grows, we will need to continuously improve our management, operational and financial systems and strengthen our internal procedures and control. Our expansion plans involve enriching the number of product types and enlarging the investment in core production technologies. We also plan to increase consumption per capita by implementing new product marketing and sales promotions, continuing to strengthen sales coordination, improving product sales and extending services to consumers. However, we may be affected by a number of factors which may not be within our control. These factors include, but are not limited to, fluctuations in market demand for our products, changes in consumer taste and preference, and increasing competition from other industry participants. An adverse change in any of these factors may disrupt our expansion plans and have a material adverse effect on our business, financial condition and results of operations. Moreover, there is no assurance that our existing or future management, operational and financial systems, internal procedures and controls (including those relating to corporate governance) will be adequate to support our

expansion and future operations or that we will be able to establish or develop business relationships beneficial to our future operations. Further, we may not be able to obtain financing at a reasonable cost or level, or at all, to complete construction and commence commercial operations of our new production facilities. Failure to execute our expansion plan efficiently, scale our business appropriately and manage our growth effectively could have a material adverse effect on our business, financial condition and results of operations.

We rely primarily on third-party distributors and there is no assurance that our marketing and distribution of our products will be effective or will not harm our brand and reputation.

We generally do not sell our products directly to end consumers. Instead, we primarily rely on third-party distributors and sub-distributors for the sale and distribution of our products. The performance of our distributors and the ability of our distributors to on-sell our products, uphold our brand, and expand our business and our sales network are crucial to the future growth of our business and may directly affect our sales volume and profitability. We sell our products through an extensive nationwide sales and distribution network covering every province and municipality in China. Our distributors normally have exclusive distribution rights in their respective regions and cities but not all of our distributors are required to exclusively distribute our products. We typically do not enter into long-term agreements with distributors. Consequently, our distributors may engage in activities that are prohibited under our arrangements with them, that violate PRC laws and regulations governing the dairy industry or other PRC laws and regulations in general, or that are otherwise harmful to our business or our reputation. We could be liable for sales and marketing activities of our distributors, including any violations of applicable law in connection with the advertising or promotion of our products. If our distributors engage in unlawful practices with respect to their sale or marketing of our products, we could be required to pay damages or fines, which could negatively affect our business, financial condition and results of operations. In addition, our brand and reputation or our sales activities could be adversely affected if we become the target of any negative publicity as a result of actions taken by our distributors.

Due to our dependence on distributors for the sale and distribution of our products to retail outlets, any one of the following events could cause material fluctuations or declines in our revenue and have a material adverse effect on our reputation, business, financial condition and results of operations:

- reduction, delay or cancellation of orders from one or more of our distributors;
- selection or increased sale by our distributors of our competitors' products;
- our failure to renew distribution agreements and maintain relationships with our existing distributors; and
- inability to timely identify and appoint additional or replacement distributors upon the loss of one or more of our distributors.

The competition for distributors is intense in the dairy industry in China and many of our competitors are expanding their distribution networks in China. We may not be able to compete successfully against the larger and better-funded sales and marketing campaigns of some of our current or future competitors, especially if these competitors provide more favourable arrangements with their distributors. Although we do not believe that we are

substantially dependent on any individual distributor, finding replacement distributors could be time-consuming and any resulting delay may be disruptive and costly to our business. In addition, we may not be able to successfully manage our distributors, and the cost of any consolidation or further expansion of our distribution network may exceed the revenue generated from these efforts. The occurrence of any of these factors could result in a significant decrease in the sales volume of our products and therefore materially harm our business, financial condition and results of operations.

Delivery delays or poor handling by distributors and transport operators may affect our sales and profitability or damage our reputation.

We generally rely on transport operators and wholesale distributors for the delivery of our products. Delivery disruptions, including weather conditions such as typhoons, earthquake and tsunamis, outbreak of health epidemics such as COVID-19, political turmoil, social unrest, strikes and inadequate transport operator capacity, are beyond our control and could lead to delayed or lost deliveries. Delayed or lost deliveries may lead to a material and adverse loss of revenue, increases in delivery costs and compensation payments to customers and may damage our reputation. In addition, our products are exposed to risks of contamination during transportation as a result of inappropriate acts of the distributors or transport operators or any defect on cold chain facilities which is a very important component to the transportation logistics, which may have a material adverse effect on our business and reputation.

We may not be able to maintain relationships with key retail chains or online sales portals or be successful in strengthening our presence in modern retail formats.

We have developed and maintained relationships with national and regional retails chains, as well as online sales portals. To further capture growth opportunities in the PRC dairy market, we have also recruited an experienced and dedicated sales team to strengthen our presence in these modern retail formats. The success of the sales channel development strategy will depend on many factors, including the competitiveness of the price of our products, our promotional policy and sales discounts, our ability to form relationships with, and optimise our penetration into, modern retail formats.

We must also be able to anticipate and respond effectively to competition posed by multinational and domestic competitors. If we fail to expand our modern retail channels as planned or if we are unable to compete effectively with other companies, our business, financial condition and results of operations may be materially and adversely affected.

Our marketing activities are critical to the success of our products, and if we fail to grow our marketing capabilities, the market share, brand name and reputation of our products could be materially and adversely affected.

The success of our products depends, to a significant extent, on the effectiveness of our marketing activities. We market our products to distributors and consumers mainly through television advertising, supplemented by advertisements in newspapers and magazines, on billboards, on the Internet and through other electronic media and promotional campaigns at selected retail outlets and online forums. In addition, to complement our nationwide advertising campaigns, we support our distributors to conduct regional marketing activities for our brands and products. These various marketing activities are critical to the success of our products.

However, there is no assurance that our current and planned spending on advertising and marketing activities will be adequate. Any factors adversely affecting our ability to grow our marketing capabilities or our ability to maintain adequate spending for marketing activities, such as the availability of resources or new governmental regulations, will have an adverse effect on the market share, brand name and reputation of our products, which may result in decreased demand for our products and negatively affect our business, financial condition and results of operations.

Furthermore, relevant PRC laws and regulations require advertising content to be legal, appropriate and accurate, not misleading and in full compliance with applicable laws and regulations in general, and require prior approval of advertising content for certain categories of products. Violation of these laws or regulations may result in penalties, including fines, orders to cease dissemination of the advertisements, orders to correct the misleading information in such advertisements and even criminal liabilities. Moreover, government actions and civil claims may be filed against us for misleading or inaccurate advertising. As a result, we may have to spend additional resources in defending ourselves against such actions, and these actions may damage our reputation and brand image, result in reduced revenue, and negatively affect our business, financial condition and results of operations.

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

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

We face risks related to natural disasters, health epidemics and other outbreaks which could significantly disrupt our production, sales and distribution operations.

Any future occurrence of major natural disasters or outbreaks of serious health epidemics and contagious diseases may severely disrupt our business, and materially and adversely affect our business, financial condition and results of operations. An outbreak of a health epidemic or contagious disease, such as Severe Acute Respiratory Syndrome (SARS) and the novel coronavirus (COVID-19) and influenza A (H1N1) could cause a widespread health crisis and harm business activities in affected areas, which could in turn could cause disruption to our production, sales and distribution operations. The future occurrence of natural disasters or outbreaks of health epidemics and contagious diseases, or measures taken by the PRC Government or other countries in response to such outbreaks of health

epidemics and contagious diseases may also interrupt our operations or those of our customers, partners or other counterparties, which could have a material and adverse effect on our business, financial condition and results of operations.

Our continuing success depends on our ability to retain our senior management and qualified personnel.

Our success depends on the experience and skills of our current officers, management and key sales employees. In particular, our senior management has significant experience in the sale and production of dairy products.

Our business could be materially and adversely affected if we are unable to retain key employees or recruit qualified personnel in a timely manner, or if we are required to incur unexpected increases in compensation costs to retain key employees or meet our hiring targets. If we are unable to retain and attract the personnel that we require, or if we are not able to do so on a cost-effective basis, it could be difficult for us to sell and develop our products and services and execute our business strategies.

We face exposure to the debts of scaled farms.

As part of our strategy to secure a reliable supply of raw milk from individual scaled farms, we have provided, and may continue to provide loans to selected scaled farms. As at 31 December 2024, we had provided entrusted loans in the amount of RMB2,668.9 million, of which we have provided certain portion to scaled farms. Any failure by such scaled farms to perform their obligations under the entrusted loans may impact our profitability.

Unexpected equipment failures or other industrial accidents may lead to production curtailments or shutdowns and subject us to legal claims and liabilities.

We could experience events such as equipment failures or other accidents owing to employee errors, equipment malfunctions, accidents and interruptions in electricity supplies, natural disasters or other causes. There is no assurance that any preventive measures we have taken or may take will be sufficient to prevent any industrial accidents in the future. As a result, we may in the future experience production curtailments or shutdowns or periods of reduced production, which would negatively affect our business, financial condition and results of operations. In addition, potential industrial accidents leading to significant property loss and personal harm may disrupt our operations, subject us to claims and lawsuits, and adversely affect our profitability, relations with customers, suppliers, employees and regulatory authorities.

Our operations are subject to production malfunctions and other risks and routine shutdowns for maintenance and upgrades.

Our operations are subject to production difficulties such as capacity constraints, mechanical and system failures, construction and equipment upgrades and delays in the delivery of machinery, any of which could cause suspension of production and reduced output. Scheduled and unscheduled maintenance programmes may also affect our production output. We carry out routine maintenance of our production equipment, annual major maintenance work and periodic equipment upgrades. Any significant

manufacturing disruption could adversely affect our ability to manufacture and deliver products, which could have a material adverse effect on our business, financial condition and results of operations.

RISKS RELATING TO THE DAIRY INDUSTRY IN CHINA

Any major outbreak of illness or disease relating to dairy cows could lead to significant shortfalls in the supply of raw milk to us and could cause consumers to avoid dairy products, resulting in us suffering substantial declines in sales and possibly serious losses.

A major outbreak of any illness or disease in dairy cows in the PRC could lead to a serious loss of consumer confidence in, and demand for, dairy products. A major outbreak of mad cow disease (bovine spongiform encephalopathy), bovine tuberculosis or other serious disease in the principal regions supplying raw milk to us could lead to significant shortfalls in the supply of our raw milk. Limited cases of bovine TB have occurred in several parts of China in the past. Furthermore, adverse publicity about these types of concerns, whether valid or not, may discourage consumers from buying dairy products or cause production and delivery disruptions. If consumers generally were to avoid dairy products, or our products, our sales would decline substantially and we could suffer serious losses.

Changes in the existing food safety laws may affect our business operations.

Our operation is subject to the food safety laws and regulations of the PRC, which set out hygiene, safety and manufacturing standards with respect to food products as well as hygiene, safety, packaging and other requirements for food production, production facilities and equipment used for the transportation and sale of food products. In particular, according to the Food Safety Law of the PRC (中華人民共和國食品安全法) last amended on 29 April 2021 and became effective on the same date, and its implementation regulation which was amended and became effective on 1 December 2019, we are required to follow more stringent quality control and food safety standards, including, among others:

- food additives may be used only if they are deemed necessary for food production and they must be tested and proven safe in accordance with the risk assessment principles established by the PRC Government before they can be used;
- chemicals other than specifically permitted additives and any substance that may harm human health are forbidden in food production;
- no food product is exempt from inspection by the relevant food safety supervision authority; and
- all food manufacturers will have to suspend production immediately and recall all products from the market if such products are found to have failed to meet the requisite food safety standards. The manufacturers are also required to notify the relevant food producers and traders, as well as consumers of such recall and keep records in this regard.

There are still some uncertainties as to how the Food Safety Law of the PRC and its implementation regulations will affect our business operations in the long run. On 18 March 2021, the PRC National Health Commission promulgated three national food safety standards on formula for infants and young children, which, among others, have imposed

stricter requirements on raw material procurement, supply chain, production techniques, research and development and product stability of milk formula. Any failure to comply with the Food Safety Law of the PRC, its implementation regulations or other food safety and hygiene laws and regulations in the PRC, such as the national food safety standards on formula for infants and young children, may result in fines, suspension of operations, loss of licences, and, in more extreme cases, criminal proceedings may be brought against us and our management. Any of these events will have a material adverse impact on our production, business, financial condition and results of operations.

There is no assurance that the PRC Government will not change the existing laws or regulations or adopt additional or more stringent laws or regulations applicable to us and our business operation. Such new laws and regulations may require the reconfiguration of the methods used by us for sourcing raw materials, production, processing and transportation, as we face more onerous food safety, labelling and packaging requirements, more stringent compliance requirements for waste management, increases in transportation costs and greater uncertainty in production and sourcing estimate. Any failure by us to comply with any applicable laws and regulations could subject us to civil liabilities, including fines, injunctions, product recalls or seizures, as well as potential criminal sanctions, which could have a material adverse effect on our business, financial condition and results of operations.

In addition, in accordance with PRC laws and regulations, we are required to maintain various licences and permits in order to operate our business including, without limitation, food operation licences (食品經營許可證). We are required to comply with applicable hygiene and food safety standards in relation to our production processes.

The industry could face slower potential market growth and substitute products.

Subsequent to the COVID-19 pandemic from 2020, PRC government has been actively promoting the consumption of dairy products for health benefits, urging citizens to increase their milk intake. This heightened awareness of the importance of milk consumption has the potential to spark a shift in Chinese consumers' dietary habits and result in continuously increased per capita sales of dairy products in China. However, there is no assurance that the industry will continue to grow in the future. In the past, Chinese consumers have traditionally consumed a low per capita volume of dairy products. The PRC dairy industry may experience slower growth in the future because of market saturation and competition from alternative products, such as soy-based beverages and products, which may impact upon the size and growth of the market for dairy products. Growth in the market for dairy products may also be impacted by changes in the purchasing behaviour of Chinese consumers.

Dairy products and company names may be subject to counterfeiting or imitation, which could impact upon our reputation and brand name as well as lead to higher administrative costs.

Counterfeiting and imitation have occurred in the past in the PRC for many products. We have experienced counterfeiting and imitation of our products, as well as imitation of our company names. Consistent with all operators in the dairy industry in China, we are unable to guarantee that counterfeiting and imitation will not occur in the future and, if it does occur, whether we will be able to detect it and deal with it effectively. Any occurrence of counterfeiting or imitation could impact negatively upon our reputation and brand names.

In addition, counterfeit and imitation products could result in a reduction of our market share, cause a decline in our revenues as well as increase our administrative costs in respect of detection and prosecution.

There have also been widely publicised occurrences of counterfeit, substandard milk products in China. Counterfeiting or imitation of our products may occur in the future, and we may not be able to detect it and deal with it effectively. Any occurrence of counterfeiting or imitation could negatively impact our corporate brand and image or consumers' perception of our products or similar nutritional products generally, particularly if the counterfeit or imitation products cause injury or death to consumers.

The dairy industry benefits from various forms of government support, the withdrawal of which could affect our operation in various ways.

Dairy industry enterprises in China have received, and may continue to receive, government support, including in the form of subsidies and grants. The PRC Government also provides support to dairy farmers who provide raw milk to such enterprises, including the provision of financial assistance to purchase dairy cows, technology support, training services, tax rebates and other benefits.

The PRC Government also provides subsidies to research institutions involved in developing advanced methods of animal husbandry that indirectly benefits dairy industry enterprises. Without government support, many of the dairy farmers may not be able to raise the money to buy dairy cows, may not have sufficient land to support their dairy cows, and may not receive the training necessary to provide them with the knowledge required to successfully raise productive dairy cows. If the government terminates or withdraws, in whole or in part, the support that they are now providing, the dairy industry could be affected in various ways, including raw milk production growth failing to meet growing demands, increased prices for raw milk, lower raw milk quality and additional costs being incurred to support farmers to make up for the reduced government support.

In addition, with the PRC Government's promotion of dairy products during COVID-19, consumers in China have grown to have a greater awareness of nutrition and health, which has become a driving factor for the increased consumption of dairy products as well as strong recovery and transformation of the dairy industry in China. See "Principal Business of the Company — Our Competitive Strengths — We are well-positioned to seize the development opportunities of the PRC dairy industry through differentiation strategy" for details. However, there is no assurance that the favourable government policy will not be changed and that the demand for dairy products will not be affected by health epidemics any further, which may have a material adverse effect on our business, financial conditions and results of operations. See "— We face risks related to natural disasters, health epidemics and other outbreaks which could significantly disrupt our production, sales and distribution operations." for details.

We may be subject to higher compliance costs if environmental protection laws and regulations become more onerous, which may adversely affect our operations and financial performance and lead to costs which we may be unable to pass on to our customers.

We are subject to environmental laws and regulations in the PRC and other relevant jurisdictions relating to, among other matters, air, water, noise and pollution; generation, storage, handling, use and transportation of hazardous materials; and health and safety of

our employees. These laws and regulations require, among other things, enterprises engaged in manufacturing and construction that may cause environmental wastes to adopt effective measures to control and properly dispose of waste gases, wastewater, industrial waste, dust, noise and other waste materials and to pay certain fees to discharge waste substances. If we fail to comply with such laws or regulations, we may be subject to sanctions such as fines or the cessation or closure of our operations. There can be no assurance that we will not become subject to additional or stricter laws or regulations in the future, compliance with which may cause us to incur significant capital or other expenditures, which we may be unable to pass on to our customers through higher prices for our products. We are also required to obtain permits from governmental authorities for certain operations. We could also be held liable for any and all consequences arising out of contamination at our facilities or human exposure to hazardous substances or other environmental damage. There is no assurance that our costs of complying with current and future environmental and health and safety laws and regulations, and our liabilities arising from past or future releases of, or exposure to, hazardous substances will not adversely affect our business, financial condition and results of operations.

RISKS RELATING TO CONDUCTING BUSINESS IN CHINA

Changes in China's as well as global economic and social conditions and regulatory policies could affect our financial condition and results of operations.

China's economy differs from the economies of most developed countries in many respects, including the structure of economy, level of government participation, level of development, growth rate, regulation of capital investment, regulation of foreign currency and allocation of resources. For the past four decades, the PRC Government has implemented economic reform measures to emphasise the utilisation of market forces in economic development. The PRC Government from time to time implements various macro-economic and other policies and measures. Economic reform measures, however, may be adjusted or modified from time to time. As a result, we may not continue to benefit from all, or any, of these measures. In addition, there may be changes in the PRC's economic and social conditions, laws, regulations and policies from time to time and some may have an adverse effect on our current or future business, financial condition and results of operations.

The global credit markets have experienced significant volatility in recent years, caused by the global financial and economic crisis. Recent trade war and other tension between the United States and the PRC and the divergent fiscal monetary policies of the United States and the PRC have created substantial uncertainties and volatilities to global markets, and may severely damage the economy and market confidence of both countries. Europe is faced with slowdown in economy growth. In Asia and other emerging markets, some countries are expecting increasing inflationary pressures as a consequence of liberal monetary policies or excessive foreign fund inflows and outflows, or both. In the Middle East, Eastern Europe and Africa, political unrest in various countries has resulted in economic instability and uncertainty. From 2022, geopolitical events, such as the conflict between Russia and Ukraine and the ongoing conflict in the Gaza Strip and the wider Middle East region, as well as the sanctions imposed by governments in response have contributed to further increases in the price of energy, oil and other commodities and to volatility in financial markets globally. Recently, international rating agencies have downgraded ratings assigned to China and the United States. According to the National Bureau of Statistics of China, China's real GDP growth rate was 3.0% in 2022, 5.2% in 2023 and 5.0% in 2024. There is no guarantee that the PRC economy will continue to grow

at the same pace as before or at all. All issues mentioned above have adversely impacted, and may continue to adversely impact the economic and social conditions in China and globally. If the slowdown of the PRC or the global economy and turmoil in the financial markets continue or escalate, our business, results of operations, financial condition and prospects could be materially and adversely affected.

The interpretation and enforcement of the PRC laws and regulations involve uncertainties that could limit the legal protections available to you.

The PRC legal system is a civil law system based on written statutes. Many laws, rules and regulations and the PRC legal system continue to evolve and are subject to changes. Future developments in the PRC legal system, particularly with regard to the dairy industry in China, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the pre-emption of local regulations by national laws, may materially and adversely affect our business. In addition, any litigation in jurisdictions where we operate may be protracted and result in substantial costs and diversion of our resources and management attention.

Restrictions by the PRC Government on foreign exchange may limit our liquidity.

Renminbi is currently not freely convertible to other foreign currencies, and conversion and remittance of foreign currencies are subject to PRC foreign exchange regulations. Under current PRC laws and regulations on foreign exchange, payments of current account items, including profit distributions, interest payments and trade and service related foreign exchange transactions, may be made in foreign currencies without prior approval from SAFE or its local counterparts, but are subject to procedural requirements including presenting relevant documentary evidence of such transactions and conducting such transactions at designated foreign exchange banks within China that have the licences to carry out foreign exchange business. Strict foreign exchange control continues to apply to capital account transactions. These transactions must be approved by or registered with SAFE or its local counterparts, and repayment of loan principal, distribution of return on direct capital investment and investment in negotiable instruments are also subject to restrictions.

Under our current corporate structure, our source of funds will primarily consist of dividend payments and repayment of intercompany loans by our subsidiaries in China denominated in Renminbi, bank loans denominated in HK dollar and U.S. dollar, and proceeds from the issuance of bonds denominated in HK dollar and U.S. dollar. There is no assurance that we will be able to meet all of our foreign currency obligations or to remit profits out of China. If the subsidiaries are unable to obtain SAFE approval to repay loans to us, or if future changes in relevant regulations were to place restrictions on the ability of the subsidiaries to remit dividend payments to us, our liquidity and ability to satisfy our third-party payment obligations, and our ability to satisfy our obligations under the Bonds, could be materially and adversely affected.

Fluctuation of Renminbi exchange rates could have a material adverse effect on our business, financial condition, results of operations and prospects.

A substantial portion of our revenues and cost of sales is denominated in Renminbi. However, as we have bonds and bank loans denominated in HK dollar and US dollar, we are subject to risks associated with foreign currency exchange fluctuations.

Fluctuations in exchange rates between Renminbi, Hong Kong dollar, US dollar and other currencies are unpredictable and may be affected by a number of factors, such as economic and political developments. There can be no assurance that Renminbi will not appreciate or depreciate significantly in value against the Hong Kong dollar or US dollar in the future. It is difficult to predict how market forces may impact the exchange rates between Renminbi and foreign currencies in the future.

Revaluation of Renminbi may have an adverse effect on our business. For example, any appreciation of Renminbi may subject us to increased competition from imported products. Meanwhile, as we purchase a certain proportion of dairy materials from overseas suppliers, any depreciation of Renminbi could possibly increase the cost of importing these products, and if we are unable to pass on the increased cost to our distributors by selling our products at higher prices, our business, financial condition and results of operations may be adversely affected.

We are a holding company that relies heavily on dividend payments from our subsidiaries in China for funding.

We are primarily a holding company and our ability to satisfy our obligations under the Bonds depends to a large extent upon the receipt of dividends, distributions, interest or advances from our wholly or non wholly owned subsidiaries, our associated companies and jointly controlled entities. The ability of such subsidiaries, associated companies and jointly controlled entities to pay dividends and other amounts to us may be subject to their profitability and to applicable laws and restrictions on the payment of dividends and other amounts contained in financing or other agreements. PRC laws require that dividends be paid only out of the net profit calculated according to PRC accounting principles, which differ in many aspects from generally accepted accounting principles in other jurisdictions, including IFRS. PRC laws also require foreign-invested enterprises to set aside part of their net profit as statutory reserves. These statutory reserves are not available for distribution as cash dividends. In addition, restrictive covenants in bank credit facilities or other agreements that we or our subsidiaries may enter into in the future may also restrict the ability of our subsidiaries to provide capital or declare dividends to us and our ability to receive distributions. Therefore, these restrictions on the availability and usage of our major source of funding may impact our ability to satisfy our obligations under the Bonds.

In addition, we are incorporated in the Cayman Islands and hold interests in our subsidiaries in China through our holding company incorporated in Mauritius. Under the existing EIT Law and its implementation rules, if a foreign entity is deemed to be a “non-resident enterprise” as defined under the EIT Law and its implementation rules, a withholding tax at the rate of 10% will be applicable to any dividends for earnings accumulated since 1 January 2008 payable to the foreign entity, unless it is entitled to reduction or elimination of such tax, including by tax treaties or agreements.

We may be deemed as a PRC resident enterprise under the EIT Law and be subject to Chinese taxation on our worldwide income and certain withholding taxes may be applicable.

Under the EIT Law, enterprises established outside China whose “de facto management bodies” are located in China are considered “resident enterprises” and will generally be subject to the uniform 25% enterprise income tax rate as to their global incomes. Under the

implementation rules for the EIT Law, “de facto management bodies” is defined as the bodies that have material and overall management control over the business, personnel, accounts and properties of an enterprise.

In April 2009 and January 2014, the SAT specified certain criteria for the determination of the “de facto management bodies” for foreign enterprises which are controlled by PRC enterprises. If all of these criteria are met, the relevant foreign enterprise controlled by a PRC enterprise will be deemed to have its “de facto management bodies” located in China and therefore be considered a PRC resident enterprise. These criteria include: (i) the enterprise’s day-to-day operational management is primarily exercised in China; (ii) decisions relating to the enterprise’s financial and human resource matters are made or subject to approval by organisations or personnel in China; (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholders’ meeting minutes are located or maintained in China; and (iv) 50% or more of voting board members or senior executives of the enterprise habitually reside in China. However, there have been no official implementation rules regarding the determination of the “de facto management bodies” for foreign enterprises which are not controlled by PRC enterprises (including companies like us). Therefore, it remains unclear how the tax authorities will treat an overseas enterprise invested or controlled by another overseas enterprise and ultimately controlled by PRC individual residents, as is our case. We are currently not treated as a PRC resident enterprise by the relevant tax authorities. However, as substantially all of our management is currently based in China and may remain in China in the future, we may be treated as a PRC resident enterprise for PRC enterprise income tax purposes.

If we are deemed as a PRC resident enterprise, we will be subject to PRC enterprise income tax at the rate of 25% on our worldwide income. In that case, however, dividend income we receive from our PRC subsidiaries may be exempt from PRC enterprise income tax because the EIT Law and its implementation rules generally provide that dividends received by a PRC resident enterprise from its directly invested entity that is also a PRC resident enterprise are exempt from enterprise income tax. Furthermore, the interest the Issuer pays in respect of the Bonds, and the gain any investor may realise from the transfer of the Bonds, may be treated as income derived from sources within the PRC and may be subject to PRC withholding taxes in connection with PRC income tax and VAT. See “Taxation”. However, as there is still uncertainty as to how the EIT Law and its implementation rules will be interpreted and implemented, there is no assurance that we are eligible for such PRC enterprise income tax exemptions or reductions.

PRC regulations of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds of this offering to make loans or additional capital contributions to our PRC subsidiaries, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

We may transfer funds to our PRC subsidiaries or finance our PRC subsidiaries by means of shareholders’ loans or capital contributions after completion of this offering. Any loans to our PRC subsidiaries, which are foreign-invested enterprises, or FIEs, cannot exceed a statutory limit, and must be filed with SAFE or its local counterparts through the online filing system of SAFE after the loan agreement is signed and at least three business days before the borrower withdraws any amount from the foreign loan. In addition, any such loans with a term of at least one year are also subject to filing requirement with the NDRC or its local branches.

Furthermore, if we provide our PRC subsidiaries with capital contributions, such PRC subsidiaries are required to apply for registrations with the State Administration for Market Regulation of the People's Republic of China ("SAMR") or its local branches, submit a change report to the Ministry of Commerce or its local counterpart through the online enterprise registration system, and complete the exchange registration with qualified banks. We may not be able to obtain these government registrations or approvals, or complete these government filings on a timely basis, if at all. If we fail to receive such registrations or approvals or complete such filings, our ability to provide loans or capital contributions to our PRC subsidiaries in a timely manner may be negatively affected, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

On 30 March 2015, SAFE promulgated the Circular on Reforming the Administration Measures on Conversion of Foreign Exchange Registered Capital of Foreign-invested Enterprises, or SAFE Circular 19. SAFE Circular 19, however, allows FIEs in China to use their registered capital settled in Renminbi converted from foreign currencies to make equity investments, but the registered capital of an FIE settled in Renminbi converted from foreign currencies is still not allowed to be used for investment in the security markets, offering entrustment loans, or purchase of any investment properties, unless otherwise regulated by other laws and regulations. On 9 June 2016, SAFE further issued the Circular of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts, or SAFE Circular 16, which, among other things, amended certain provisions of SAFE Circular 19. According to SAFE Circular 19 and SAFE Circular 16, the flow and use of the Renminbi capital converted from foreign currency-denominated registered capital of an FIE is regulated such that Renminbi capital may not be used for business beyond its business scope, securities investment or other financial investment except for guaranteed financial products issued by banks, providing loans to non-affiliated enterprises unless otherwise permitted under its business scope, or constructing or purchasing real estate not for self-use. On 23 October 2019, SAFE issued the Circular on Further Promoting Cross-Border Trade and Investment Facilitation, or SAFE Circular 28, which expressly allows FIEs that do not have equity investments in their approved business scope to use their capital obtained from foreign exchange settlement to make domestic equity investments as long as the investments are real and in compliance with the foreign investment-related laws and regulations. If our consolidated subsidiaries require financial support from us or our PRC subsidiaries in the future, and we find it necessary to use foreign currency-denominated capital to provide such financial support, our ability to fund our consolidated subsidiaries' operations will be subject to statutory limits and restrictions, including those described above. The applicable foreign exchange circulars and rules may limit our ability to transfer the net proceeds from this offering to our PRC subsidiaries and convert the net proceeds into Renminbi, which may adversely affect our business, financial condition, and results of operations.

Additional procedures may be required to be taken to bring English law governed matters or disputes to the Hong Kong courts and the holders of the Bonds would need to be subject to the exclusive jurisdiction of the Hong Kong courts. There is also no assurance that the PRC courts will recognise and enforce judgments of the Hong Kong courts in respect of English law governed matters or disputes.

The Terms and Conditions and the transaction documents are governed by English law, whereas parties to these documents have submitted to the exclusive jurisdiction of the Hong Kong courts. In order to hear English law governed matters or disputes, Hong Kong courts

may require certain additional procedures to be taken. Under the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned (關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排) (the “**Arrangement**”), judgments of Hong Kong courts are likely to be recognised and enforced by the PRC courts where the contracting parties to the transactions pertaining to such judgments have agreed to submit to the exclusive jurisdiction of Hong Kong courts. In addition, on 18 January 2019, the PRC Supreme People’s Court (the “**SPC**”) and the Hong Kong government signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (最高人民法院、香港特別行政區政府關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排) (the “**New Arrangement**”). The New Arrangement has been implemented in Hong Kong by the Mainland Judgments in Civil and Commercial Matters (Reciprocal Enforcement) Ordinance (Cap. 645), which came into operation on 29 January 2024. The New Arrangement extends the scope of judicial assistance, and the effective date shall be announced by the SPC and Hong Kong government, following the promulgation of a judicial interpretation by SPC and the completion of the relevant procedures in Hong Kong. The New Arrangement will, upon its effectiveness date, supersede the Arrangement.

In Mainland China, the SPC promulgated a judicial interpretation to implement the 2019 Arrangement on 25 January 2024 (the “**Judicial Interpretation**”).

Under the New Arrangement, where the Hong Kong court has given a legally effective judgment in a civil and commercial matter, any party concerned may apply to the relevant People’s Court of Mainland China for recognition and enforcement of the judgment, subject to the provisions, limits, procedures and other terms and requirements of the New Arrangement and the Judicial Interpretation. The recognition and enforcement of a Hong Kong court judgment could be refused if the relevant People’s Court of Mainland China considers that the enforcement of such judgment is contrary to the basic principles of law of Mainland China or the social and public interests of Mainland China. While it is expected that the relevant PRC court will recognise and enforce a judgment given by a Hong Kong court in relation to transaction documents governed by English law, there can be no assurance that such courts will do so for all such judgments as there is no established practice in this area.

RISKS RELATING TO THE BONDS

The Bonds may not be a suitable investment for all investors.

Each potential investor in any Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this Offering Circular;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;

- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds;
- understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

A potential investor should not invest in Bonds which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of such Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

Additionally, the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Bonds are legal investments for it, (2) the Bonds can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase of any Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Bonds under any applicable risk-based capital or similar rules.

We may be subject to additional regulations and requirements by the PRC governmental authorities.

The NDRC issued the Order 56 on 5 January 2023, which came into effect on 10 February 2023. According to the Order 56, domestic enterprises and their overseas controlled entities shall obtain the Enterprise Foreign Debt Filing Registration Certificate (企業借用外債備案登記證明) (the “**Registration Certificate**”) of any debt securities denominated in Renminbi or a foreign currency, with a maturity term of not less than one year (including, without limitation to issue of senior bonds, perpetual bonds, capital bonds, medium-term notes, convertible bonds, exchangeable bonds, finance leases and commercial loans) issued outside of the PRC with the NDRC prior to the issue of such securities and notify the particulars of the relevant issues within 10 working days after the completion of the issuance. Such post-issue filing obligation is applicable even in the event that the relevant Registration Certificate is obtained prior to 10 February 2023 (being the date on which the Order 56 came into effect). In addition to the above-mentioned pre-issuance registration requirements and the post-issue filing obligations which were also stipulated in the Circular on Pushing Forth Administrative Reform for Filing and Registration for Issuance of Foreign Debt by Enterprises (the “**NDRC Circular**”), which was promulgated by the NDRC and repealed by Order 56, domestic enterprises are subject to further reporting obligations under the Order 56. According to the Order 56, enterprises are required, among others, to (i) report on the status of the foreign debt within 10 working days after the expiration of the relevant Registration Certificate, (ii) report on use of proceeds, principal and interest repayment status and arrangement and key business indicators within five working days prior to the end of January and July each year, and (iii) promptly report on any material event that may affect the due performance of their debt obligations. Whilst the NDRC Circular is silent on the legal consequences of non-compliance with the

post-issuance reporting, the Order 56 sets forth certain legal liabilities and disciplinary measures which would be imposed on enterprises and intermediaries if they fail to comply with the relevant requirements. According to the Order 56, for any enterprise that fails to report relevant information according to the Order 56, the examination and registration authorities shall, depending on the seriousness of the circumstances, impose disciplinary measures such as interviews and public warnings on the enterprise concerned and its principal responsible person. If the enterprise fails to file the particulars of the relevant issues to the NDRC within 10 PRC working days upon completion of the issue, the examination and registration authorities shall order it to make corrections within a prescribed time limit; if the circumstances are serious or corrections are not made within the prescribed time limit, the enterprise concerned and its principal responsible person shall be given warnings. Furthermore, conducts in violation of the Order 56 committed by enterprises will be published on, among others, the Credit China (信用中國) website and the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統). Furthermore, the relevant clue of any illegality or criminal offence shall be referred to the judicial authorities pursuant to the law for pursue of legal liability. In the worst case scenario, non-compliance with the NDRC reporting obligations under the Order 56 may result in it being unlawful for the Issuer to perform or comply with any of its obligations under the Bonds.

Pursuant to the Order 56, we have registered the issuance of each series of the Bonds with the NDRC and obtained the NDRC Certificate on 26 November 2024 evidencing such registration and have undertaken to file with the NDRC the particulars of the issue of each series of the Bonds within the prescribed time period after the Issue Date.

Each series of the Bonds are subject to optional redemption by the Issuer.

As described in Conditions 6(b) and 6(d) of the Terms and Conditions, each series of the Bonds may be redeemed at the option of the Issuer in the circumstances set out therein. An optional redemption feature is likely to limit the market value of the Bonds. During any period when the Issuer may elect to redeem a series of the Bonds, the market value of those Bonds generally will not rise substantially above the price at which they can be redeemed. See “Terms and Conditions of the 2030 Bonds — Redemption and Cancellation” and “Terms and Conditions of the 2035 Bonds — Redemption and Cancellation”. If the Issuer redeems a series of the Bonds prior to its maturity, an investor may not be able to reinvest the redemption proceeds at a rate of return as high as that on the Bonds of that series being redeemed. It may therefore cause a negative financial impact on the holders of the Bonds. Potential investors should consider reinvestment risks in light of other investments available at that time.

The Bonds may not be a suitable investment for all investors seeking exposure to green, social or sustainable projects or assets.

The Issuer has developed the Sustainable Finance Framework and intends to adopt certain obligations with respect to the issue of the Bonds as described in the section titled “*Sustainable Finance Framework*”. An equivalent amount of the net proceeds from the offering of the Bonds will be allocated to the Eligible Green Categories and Eligible Social Categories (each as defined in the Sustainable Finance Framework) as further described in the Sustainable Finance Framework. Investors should refer to the Sustainable Finance Framework which the Group may publish from time to time and any public reporting by the Group or on its behalf in respect of the application of the proceeds of the Bonds for further

information. The examples of eligible projects provided in Sustainable Finance Framework are for illustrative purposes only and no assurance can be provided that disbursements for projects with these specific characteristics will be made by the Issuer during the term of the Bonds. Other than information on the Sustainable Finance Framework disclosed under the section titled “*Sustainable Finance Framework*”, any framework, certification or second party opinion, public reporting and/or any other similar opinion (including any content of websites or webpages references to which hyperlinks are included in this Offering Circular) will not be incorporated by reference in and shall not form part of this Offering Circular and none of the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them makes any representation as to the suitability or contents thereof. The Group cannot guarantee that it will be able to comply with the obligations as set out in the Sustainable Finance Framework. However, it will not be an event of default under the Terms and Conditions if the Group fails to comply with such obligations. Such failure may affect the value of the Bonds and/or may have consequences for certain investors with portfolio mandates to invest in green, social or sustainable assets. Therefore, the Bonds may not be a suitable investment for all investors seeking exposure to green, social or sustainable assets.

There is currently no market consensus on what precise attributes are required for a particular project to be defined as “green”, “social” or “sustainable” or such other equivalent label and therefore no assurance can be provided to potential investors that the eligible projects described in the Sustainable Finance Framework will continue to meet the relevant eligibility criteria or meet all investor expectations regarding environmental impact. Although applicable green, social or sustainable projects are expected to be selected in accordance with the categories recognised in various principles described in the Sustainable Finance Framework and are expected to be developed in accordance with applicable legislation and standards, there can be no guarantee that the eligible projects will deliver the environmental benefits as anticipated, or that adverse social and/or environmental developments will not occur during the design, construction, commissioning and/or operation of any such eligible projects. In addition, where any negative impacts are insufficiently mitigated, green, social or sustainable projects may become controversial, and/or may be criticised by activist groups or other stakeholders.

Regulation (EU) 2023/2631 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds was published in the Official Journal of the European Union on 30 November 2023 (the “**EU Green Bond Regulation**”). The EU Green Bond Regulation, which entered into force on 20 December 2023 and has applied since 21 December 2024, introduces: (i) a voluntary label (the “**European Green Bond Standard**”) for issuers of green use of proceeds bonds where the proceeds will be invested in economic activities aligned with the EU Taxonomy Regulation; (ii) optional disclosure templates for bonds marketed as environmentally sustainable and for sustainability-linked bonds; and (iii) establishes a system to register and supervise external reviewers of green bonds aligned with the European Green Bond Standard. The Bonds will not be aligned with such European Green Bond Standard and are intended to comply with the criteria and processes set out in the Sustainable Finance Framework only. None of the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them, make any representation as to whether the Bonds fulfil the relevant environmental criteria.

It is not clear at this stage the impact which the EU Green Bond Regulation may have on investor demand for, and pricing of, green use of proceeds bonds (such as the Bonds) that do not meet such standard or do not elect to use the optional disclosure templates. It could reduce demand and liquidity for the Bonds and their price. Whilst the EU Green Bond Regulation provides a supervisory regime for external reviewers of green bonds aligned with the European Green Bond Standard, any report, assessment, opinion or certification of any third party (whether or not solicited by the Issuer or any affiliate) made available in connection with an issue of the Bonds will not be subject to regulatory oversight.

There is no assurance of suitability or reliability of any Second-Party Opinion or any other opinion or certification of any third party relating to the Bonds.

In connection with the issue of the Bonds, the Issuer has engaged Moody's Ratings to provide the Second-Party Opinion on the Sustainable Finance Framework to review and confirm its alignment with, amongst others, the Green Bond Principles 2025 (including the Social Bond Principles 2025 and the Sustainability Bond Guidelines 2021 issued by the International Capital Markets Association). The Second-Party Opinion is not incorporated by reference in and shall not form part of this Offering Circular. The Second-Party Opinion provides an opinion on certain environmental and related considerations is a statement of opinion, not a statement of fact. The Second-Party Opinion may not reflect the potential impact of all risks related to the Bonds, their structure, marketability, trading price or liquidity or any other factors that may affect the price or value of the Bonds. The Second-Party Opinion is not a recommendation to buy, sell or hold securities and is only current as at its date of issue and is subject to certain disclaimers set out therein, and may be updated, suspended or withdrawn at any time. The Second-Party Opinion is for information purposes only and none of the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them accepts any form of liability for the substance of the Second-Party Opinion and/or any liability for loss arising from the use of the Second-Party Opinion and/or information provided in them.

No assurance can be provided with respect to the suitability or reliability of the Second-Party Opinion or that the Bonds will conform to the Sustainable Finance Framework. None of the independent assurance provider, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them has undertaken, or is responsible for, any assessment of the eligibility of projects described in the Sustainable Finance Framework or the monitoring of the use of proceeds from the offering of the Bonds. Each potential investor of the Bonds should have regard to the information set out in this Offering Circular and the Sustainable Finance Framework and should determine for itself the relevance of such information contained in this Offering Circular regarding the use of proceeds and its purchase of the Bonds should be based upon such investigation as it deems necessary.

It is the Issuer's intention to allocate an equivalent amount of net proceeds from the offering of the Bonds to the Eligible Green Categories and the Eligible Social Categories in accordance with the Sustainable Finance Framework. However, although the Issuer has agreed to certain reporting and use of proceeds obligations in connection with certain environmental criteria, its failure to comply with such obligations does not constitute a breach or an event of default under the Bonds. A withdrawal of the Second-Party Opinion or any failure to use the net proceeds or an equivalent amount of net proceeds from the

issuance of the Bonds in connection with such eligible projects, and/or any failure to meet, or to continue to meet, the investment requirements of certain investors with environmental and/or social concerns with respect to the Bonds, may affect the value and/or trading price of the Bonds, and/or may have consequences for certain investors with portfolio mandates to invest in green, social or sustainable projects. No assurance can be provided that the use of proceeds of the Bonds will satisfy, or in the event that the Bonds are included in any dedicated “green”, “environmental”, “sustainable” or other equivalently-labelled index, no representation or assurance is given by the Issuer or any other person that such listing or admission, or inclusion in such index, satisfies, any present or future investor expectations or requirements as regards to any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable laws or regulations or by its own constitutive documents or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, green, sustainability or social impact of any projects or uses that are the subject of, or related to, any eligible project (including in relation to, but not limited to, the EU Taxonomy Regulation and any related technical screening criteria, the EU Green Bond Regulation, SFDR, and any implementing legislation and guidelines, or any similar legislation in the United Kingdom or any market standards or guidance, including the ICMA Principles).

No assurance that the Bonds will be admitted to trading on any dedicated “green”, “sustainable”, “social” (or similar) segment of any stock exchange or market, or that any admission obtained will be maintained.

In the event that the Bonds are listed or admitted to trading on a dedicated “green”, “sustainable”, “social” or other equivalently-labelled segment of a stock exchange or securities market, no representation or assurance is given that such listing or admission satisfies any present or future investment criteria or guidelines with which such investor is required, or intends, to comply. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. No representation or assurance is given or made that any such listing or admission to trading will be obtained in respect of any such Bonds or that any such listing or admission to trading will be maintained during the life of the Bonds.

If any of the above risks outlined in this risk factor materialise this may have a material adverse effect on the value of the Bonds and/or may have consequences for certain investors with portfolio mandates to invest in green assets (which consequences may include the need to sell the Bonds as a result of the Bonds not falling within the investor’s investment criteria or mandate).

The Bonds will not be linked to the performance of the eligible projects described in the Sustainable Finance Framework, will not benefit from any arrangements to enhance the performance of the Bonds or any contractual rights derived solely from the intended use of proceeds.

The performance of the Bonds is not linked to the performance of the eligible projects in accordance with the criteria described in the Sustainable Finance Framework or the performance of the Issuer in respect of any environmental or similar targets. There will be no segregation of assets and liabilities in respect of the eligible projects described in the Sustainable Finance Framework. Consequently, neither payments of principal and/or interest on the Bonds nor any rights of the Bondholders shall depend on the performance of the eligible projects described in the Sustainable Finance Framework or the performance of

the Issuer in respect of any such environmental or similar targets. The holders of the Bonds shall have no preferential rights or priority against the assets of any eligible project described in the Sustainable Finance Framework nor benefit from any arrangements to enhance the performance of the Bonds.

Renminbi is not freely convertible and there are restrictions on the remittance of Renminbi into and out of the PRC which may adversely affect the liquidity of the Bonds.

Renminbi is not freely convertible at present. The PRC Government continues to regulate conversion between Renminbi and foreign currencies, including the Hong Kong dollar, despite significant reduction in control by it in recent years over trade transactions involving the import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items. However, remittance of Renminbi into and out of the PRC for settlement of capital account items, such as capital contributions, debt financing and securities investment, is generally only permitted upon obtaining specific approvals from or completing specific registrations or filing with the relevant authorities on a case-by-case basis and subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into and out of the PRC for settlement of capital account items are being adjusted from time to time to match the policies of the PRC Government.

Although the Renminbi was added to the Special Drawing Rights basket created by the International Monetary Fund in 2016, and the PBOC and the Ministry of Commerce of the PRC have implemented policies for further improving accessibility to Renminbi to settle cross-border transactions in foreign currencies, there is no assurance that the PRC Government will continue to gradually liberalise control over cross-border remittance of Renminbi in the future, that any pilot schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or outside the PRC. In the event that any regulatory restrictions inhibit the ability of the Issuer to repatriate funds outside the PRC to meet its obligations under the Bonds, the Issuer will need to source Renminbi offshore to finance such obligations under the relevant Bonds, and its ability to do so will be subject to the overall availability of Renminbi outside the PRC.

In addition, the holders of beneficial interests in the Bonds may be required to provide certifications and other information (including Renminbi account information) in order to allow such holder to receive payments in Renminbi in accordance with the Renminbi clearing and settlement system for participating banks in Hong Kong.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of the Bonds and the Issuer's ability to source Renminbi outside the PRC to service the Bonds.

As a result of the restrictions imposed by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While the PBOC has entered into agreements on the clearing of Renminbi business with financial institutions (each, a “**Renminbi Clearing Bank**”) in a number of financial centres and cities, including but not limited to Hong Kong, London, Frankfurt and Singapore, has established the Cross-Border Inter-Bank Payments System (CIPS) to facilitate cross-border Renminbi settlement and is in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions (the “**Settlement Arrangements**”), the current size of Renminbi-denominated financial assets outside the PRC remains limited.

There are restrictions imposed by the PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from the PBOC, although the PBOC has gradually allowed participating banks to access the PRC's onshore inter-bank market for the purchase and sale of Renminbi. The Renminbi Clearing Banks only have limited access to onshore liquidity support from the PBOC to square open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, where the participating banks cannot source sufficient Renminbi through the above channels, the participating banks will need to source Renminbi from the offshore market to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Arrangements will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi outside the PRC. The limited availability of Renminbi outside the PRC may affect the liquidity of the Bonds. To the extent the Issuer is required to source Renminbi outside the PRC to service the Bonds, there is no assurance that the Issuer will be able to source such Renminbi on satisfactory terms, if at all.

Remittance of proceeds into or outside of the PRC in Renminbi may be difficult.

In the event that the Issuer decides to remit some or all of the proceeds into the PRC in Renminbi, its ability to do so will be subject to obtaining all necessary approvals from, and/or registration or filing with, the relevant PRC Government authorities. However, there can be no assurance that the necessary approvals from, and/or registration or filing with, the relevant PRC Government authorities will be obtained at all or, if obtained, they will not be revoked or amended in the future.

In the event that the Issuer does remit some or all of the proceeds into the PRC in Renminbi and the Issuer subsequently is not able to repatriate funds outside the PRC in Renminbi, it will need to source Renminbi outside the PRC to finance its obligations under the Bonds, and its ability to do so will be subject to the overall availability of Renminbi outside the PRC.

Investment in the Bonds is subject to exchange rate risks.

The value of Renminbi against the U.S. dollar and other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions as well as other factors. The Issuer will make all payments of interest and principal with respect to the Bonds in Renminbi unless otherwise specified. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If an investor measures its investment returns by reference to a currency other than Renminbi, an investment in the Bonds entails foreign exchange related risks, including possible significant changes in the value of Renminbi relative to the currency by reference to which an investor measures its investment returns. Depreciation of Renminbi against such currency could cause a decrease in the effective yield of the Bonds.

below their stated coupon rates and could result in a loss when the return on the Bonds is translated into such currency. Accordingly, the value of the investment made by a holder of the Bonds in that foreign currency will decline.

Payments with respect to the Bonds may be made only in the manner designated in the Bonds.

All payments to investors in respect of the Bonds will be made solely (i) for so long as the Bonds are represented by global certificates held with the common depositary for the CMU or any alternative clearing system, by transfer to a Renminbi account maintained by or on behalf of the holder with a bank in Hong Kong in accordance with prevailing CMU rules and procedures or those of such alternative clearing system, (ii) for so long as the Bonds are represented by global certificates lodged with a sub-custodian for the Hong Kong Monetary Authority as operator of the CMU, by transfer to a Renminbi account maintained by or on behalf of the holder with a bank in Hong Kong in accordance with prevailing CMU rules and procedures or (iii) for so long as the Bonds are in definitive form, by transfer to a Renminbi account maintained by or on behalf of the holder with a bank in Hong Kong in accordance with prevailing rules and regulations. The Issuer cannot be required to make payment by any other means (including in any other currency or in bank notes, by cheque or draft, or by transfer to a bank account in the PRC).

There may be PRC tax consequences with respect to investment in the Bonds.

In considering whether to invest in the Bonds, the investors should consult their individual tax advisers with regard to the application of PRC tax laws to their particular situation as well as any tax consequences arising under the laws of any other tax jurisdictions. The value of the holder's investment in the Bonds may be materially and adversely affected if the holder is required to pay PRC tax with respect to acquiring, holding or disposing of and receiving payments under those Bonds.

Investment in the Bonds is subject to interest rate risks

The value of Renminbi payments under the Bonds may be susceptible to interest rate fluctuations occurring within and outside the PRC, including PRC Renminbi repo rates and/or the Shanghai inter-bank offered rate. The PRC Government has gradually liberalised its regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. In addition, the interest rate for Renminbi in markets outside the PRC may significantly deviate from the interest rate for Renminbi in the PRC as a result of foreign exchange controls imposed by PRC law and regulations and prevailing market conditions.

The Bonds may carry a fixed interest rate. Consequently, the trading price of such Bonds will vary with the fluctuations in the Renminbi interest rates. If holders of the Bonds propose to sell their Bonds before their maturity, they may receive an offer lower than the amount they have invested.

The Issuer may not be able to meet its outstanding obligations under the Bonds and the Issuer may not have the ability to redeem the Bonds in cash at maturity or if investors exercise their redemption rights upon the occurrence of a change of control.

The Issuer may (and at maturity, will) be required to redeem all of the Bonds. In the event that the Issuer is required to redeem the Bonds, the Issuer may not have sufficient cash in hand and may not be able to arrange financing to redeem the Bonds in time, or on acceptable terms, or at all, or if investors exercise their redemption rights upon the occurrence of a change of control. In addition, the Issuer's ability to redeem the Bonds in cash may be limited by law, by the terms of other agreements relating to its senior debt and by indebtedness and agreements that the Issuer may enter into in the future which may replace, supplement or amend its existing or future indebtedness. If the exercise of the redemption right on the dates specified in the Terms and Conditions occurs at a time when the Issuer is restricted from redeeming the Bonds, the Issuer could seek the consent of lenders to redeem the Bonds or could attempt to refinance the indebtedness subject to such restriction. If the Issuer is not able to obtain consent or refinance such indebtedness, it could be restricted from redeeming the Bonds. The Issuer's failure to repay, repurchase or redeem tendered Bonds could constitute an event of default under the Bonds, which may also constitute a default under the terms of the Issuer's or the Group's other indebtedness.

If the Issuer or any of its subsidiaries is unable to comply with the restrictions and covenants in our debt agreements or the Bonds, there could be a default under the terms of these agreements or the Bonds, which could cause the repayment of our debt to be accelerated.

If the Issuer is unable to comply with the restrictions and covenants in the Bonds, or future financing and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the relevant debt could terminate their commitments to lend to the Issuer, accelerate the debt obligation and declare all amounts borrowed due and payable or terminate the agreements, as the case may be. Furthermore, certain debt agreements, including the Bonds, may contain cross-acceleration or cross-default provisions. As a result, default under one debt agreement may cause the acceleration of repayment of not only such debt but also other debt, including the Bonds, or result in a default under other debt agreements. If any of these events should occur, there can be no assurance that the Issuer's assets and cash flow would be sufficient to repay in full all indebtedness, or that alternative financing could be obtained. Even if alternative financing can be obtained, there can be no assurance that it would be on terms that are favourable or acceptable to the Issuer.

The liquidity and price of the Bonds following this offering may be volatile.

The price and trading volume of the Bonds may be highly volatile. Factors such as variations in the revenues, earnings and cash flows of the Group and proposals of new investments, strategic alliances and/or acquisitions and interest rates and fluctuations in prices for comparable companies could cause the price of the Bonds to change. Any such developments may result in large and sudden changes in the volume and price at which the Bonds will trade. There can be no assurance that these developments will not occur in the future.

The ratings assigned to the Issuer and the Bonds may be lowered or withdrawn in the future.

Each series of the Bonds is expected to be assigned a rating of BBB+ by S&P. The Issuer received a long-term corporate credit rating of “BBB+” with a stable outlook by S&P and “Baal” by Moody’s. The ratings address the Issuer’s ability to perform its obligations under the terms of the Bonds and credit risks in determining the likelihood that payments will be made when due under the Bonds. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time. We cannot assure investors that a rating will remain for any given period of time or that a rating will not be lowered or withdrawn entirely by the relevant rating agency if in its judgement circumstances in the future so warrant. We have no obligation to inform holders of the Bonds of any such revision, downgrade or withdrawal. A suspension, reduction or withdrawal at any time of the rating assigned to the Bonds may adversely affect the market price of the Bonds.

Developments in the international financial markets may adversely affect the market price of the Bonds.

The market price of the Bonds may be adversely affected by declines in the international financial markets and world economic conditions. The market for securities of entities with PRC operations is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. Although economic conditions are different in each country, investors’ reactions to developments in one country can affect the securities markets and the securities of issuers in other countries, including the PRC. The economic effects of the global financial crisis in 2008 and 2009 and far reaching and the international financial markets have experienced significant volatility. If such developments continue or if similar developments occur in the international financial markets in the future, the market price of the Bonds could be adversely affected.

A trading market for the Bonds may not develop, and there are restrictions on resale of the Bonds.

The Bonds will be a new issue of securities for which there is currently no trading market. Application will be made to the Hong Kong Stock Exchange for listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only. There can be no assurance as to the liquidity of the Bonds or that an active trading market will develop. If such a market were to develop, the Bonds could trade at prices that may be higher or lower than the initial issue price depending on many factors, including prevailing interest rates, our operations and the market for similar securities. Application will be made to the Hong Kong Stock Exchange for the Bonds to be admitted for listing on the Hong Kong Stock Exchange, but no assurance can be given as to the liquidity of, or trading market for, the Bonds. Further, the Bonds may be allocated to a limited number of investors, in which case liquidity may be limited. Bondholders should note that they may need to hold their Bonds until maturity as there may not be an active secondary market for the Bonds. The Managers are not obligated to make a market in the Bonds, and if the Managers do so, they may discontinue such market making activity at any time at its sole discretion. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. In addition, holders of the Bond should be aware of the prevailing and widely reported global credit market conditions (which continue at the date of this Offering Circular), whereby there is a general lack of liquidity in the secondary market for instruments similar to the

Bonds. Such lack of liquidity may result in investors suffering losses on the Bonds in secondary resales even if there is no decline in the performance of our assets. It is not possible to predict which of these circumstances will change and whether, if and when they do change, there will be a more liquid market for the Bonds and instruments similar to the Bonds at that time. In addition, the Bonds are being offered pursuant to exemptions from registration under the Securities Act and, as a result, holders will only be able to resell their Bonds in transactions that have been registered under the Securities Act or in transactions not subject to or exempt from registration under the Securities Act.

Decisions that may be made on behalf of all holders of the Bonds may be adverse to the interests of individual holders of the Bonds.

The Terms and Conditions contain provisions for calling meetings of holders of the Bonds to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders of the Bonds including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Furthermore, there is a risk that the decision of the majority of the holders of the Bonds may be adverse to the interests of the individual Bondholders.

Claims by holders of the Bonds are structurally subordinated to the Issuer's subsidiaries.

None of the Issuer's subsidiaries will guarantee the Bonds. Therefore, the Bonds will be structurally subordinated to any indebtedness and other liabilities and commitments, including trade payables and lease obligations, of the Issuer's existing or future subsidiaries, whether or not secured. The Issuer may not have direct access to the assets of such subsidiaries unless these assets are transferred by dividend or otherwise to the Issuer. The ability of such subsidiaries to pay dividends or otherwise transfer assets to the Issuer is subject to various restrictions under applicable laws and the contracts and agreements which they enter into from time to time. The Issuer's subsidiaries are separate legal entities that have no obligation to pay any amounts due under the Bonds or make any funds available therefor, whether by dividends, loans or other payments. As a result, all claims of creditors of the existing and future subsidiaries of us, including trade creditors, lenders and all other creditors, and rights of holders of preferred shares of such subsidiaries (if any) will have priority as to the assets of such subsidiaries over claims of us and those of creditors of us, including holders of the Bonds.

The Issuer may issue additional Bonds of each series in the future.

The Issuer may, from time to time, and without prior consultation of the Bondholders of the relevant series create and issue further Bonds of the relevant series in accordance with the Terms and Conditions (see "Terms and Conditions of the 2030 Bonds — Further Issues" and "Terms and Conditions of the 2035 Bonds — Further Issues"). There can be no assurance that such future issuance will not adversely affect the market price of the Bonds of the relevant series.

Gains on the transfer of the Bonds may be subject to income tax under PRC tax laws.

Under the Enterprise Income Tax (EIT) Law and its implementation rules, any gains realised on the transfer of the Bonds by Bondholders who are deemed under the EIT law as non-resident enterprises may be subject to PRC EIT if such gains are regarded as incomes derived from sources within the PRC. Under the EIT law, a "non-resident enterprise"

means an enterprise established under the laws of a jurisdiction other than the PRC and whose actual administrative organisation is not in the PRC, which has established offices or premises in the PRC, or which has not established any offices or premises in the PRC but has obtained incomes derived from sources within the PRC. In addition, there is uncertainty as to whether gains realised on the transfer of the Bonds by individual holders who are not PRC citizens or residents will be subject to PRC individual income tax. If such gains are subject to PRC income tax, the 10 per cent. EIT rate and 20 per cent. individual income tax rate will apply respectively unless there is an applicable tax treaty or arrangement that reduces or exempts such income tax. The taxable income will be the balance of the total income obtained from the transfer of the Bonds minus all costs and expenses that are permitted under PRC tax laws to be deducted from the income. According to an arrangement between mainland China and Hong Kong for avoidance of double taxation, Bondholders who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale of the Bonds. If a Bondholder, being a non-resident enterprise or non-resident individual, is required to pay any PRC income tax on gains on the transfer of the Bonds, the value of the relevant Bondholder's investment in the Bonds may be materially and adversely affected.

Foreign exchange risk and exchange controls may cause Bondholders to receive less on the Bonds than expected.

The Issuer will pay principal and premium (if any) on the Bonds in Renminbi. This may give rise to certain risks relating to currency conversions if a Bondholder's activities are denominated principally in a currency or currency unit (the “**investor's currency**”) other than Renminbi. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Renminbi or revaluation of the investor's currency) and the risk that authorities with jurisdiction over the investor's currency may impose or modify exchange controls. An appreciation in the value of the investor's currency relative to the Hong Kong dollar would decrease (i) the investor's currency equivalent yield on the Bonds; (ii) the investor's currency equivalent value of the principal payable on the Bonds; and (iii) the investor's currency equivalent market value of the Bonds.

The insolvency laws of the Cayman Islands and other local insolvency laws may differ from those of another jurisdiction with which the holders of the Bonds are familiar.

Since the Issuer is incorporated under the laws of the Cayman Islands, any insolvency proceeding relating to the Issuer would likely involve the Cayman Islands insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which the holders of the Bonds are familiar.

A change in English law which governs the Bonds may adversely affect the holders of the Bonds.

The Terms and Conditions are governed by English law. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the Bonds.

The Issuer will follow the applicable corporate disclosure standards for debt securities listed on the Hong Kong Stock Exchange, which standards may be different from those applicable to companies in certain other countries.

The Issuer will be subject to reporting obligations in respect of the Bonds to be listed on the Hong Kong Stock Exchange. The disclosure standards imposed by the Hong Kong Stock Exchange may be different from those imposed by securities exchanges in other countries or regions. As a result, the level of information that is available may not correspond to what investors in the Bonds are accustomed to.

Each series of the Bonds will initially be represented by a Global Certificate and holders of a beneficial interest in a Global Certificate must rely on the procedures of the CMU.

Each series of the Bonds will be represented by beneficial interests in a Global Certificate in registered form, which will be registered in the name of, and lodged with a sub-custodian for, the Hong Kong Monetary Authority as Operator. Beneficial interests in the Global Certificates will be shown on and transfers thereof will be effected only through records maintained by the CMU. Except in the circumstances described in the relevant Global Certificate, definitive certificates for the Bonds will not be issued in exchange for beneficial interests in the Global Certificate of that series. The CMU will maintain records of the beneficial interests in the Global Certificate. While the Bonds are represented by the Global Certificate, investors will be able to trade their beneficial interests only through the CMU. While each series of the Bonds are represented by a Global Certificate, the Issuer will discharge its payment obligations under the Bonds of the relevant series by making payments to the CMU for distribution to its their accountholders in accordance with the CMU's rules and procedures. A holder of a beneficial interest in the relevant Global Certificate must rely on the procedures of the CMU to receive payments under the Bonds of the relevant series. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificates.

Holders of the Bonds of beneficial interests in the relevant Global Certificate will not have a direct right to vote in respect of the Bonds of the relevant series. Instead, such holders of the Bonds of the relevant series will be permitted to act only to the extent that they are enabled by the CMU to appoint appropriate proxies.

Bonds which have a denomination that is not an integral multiple of the minimum specified denomination may be illiquid and difficult to trade.

The denominations of each series of the Bonds are CNY1,000,000 and integral multiples of CNY10,000 in excess thereof. Therefore, it is possible that the Bonds may be traded in amounts in excess of CNY1,000,000 that are not integral multiples of CNY10,000. In such a case, a Bondholder of the relevant series of the Bonds who, as a result of trading such amounts, holds a principal amount of less than CNY10,000 will not receive a definitive certificate in respect of such holding of Bonds (should definitive certificates be printed) and would need to purchase a principal amount of Bonds such that it holds an amount equal to one or more denominations. If definitive certificates are issued, Bondholders should be aware that Bonds with aggregate principal amounts that are not an integral multiple of CNY10,000 may be illiquid and difficult to trade.

USE OF PROCEEDS

The gross proceeds from the offering of the Bonds will be RMB3,500 million. The Issuer intends to use the proceeds from this offering, after deducting the underwriting commissions and other estimated expenses payable in connection with this offering, to refinance certain of its existing indebtedness in accordance with the NDRC Certificate.

An equivalent amount of the net proceeds from the offering of the Bonds will be allocated to the Eligible Green Categories and Eligible Social Categories as further described in the Sustainable Finance Framework. See “*Sustainable Finance Framework*” for more details.

No assurance is given by the Issuer, the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them that investing in the securities or the use of proceeds by the Issuer will satisfy, whether in whole or in part, any present or future investor expectations or requirements with respect to green bonds, social bonds or sustainability bonds. None of the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them makes any representation as to the suitability of any Bonds to fulfil any green, environmental or sustainability criteria required by any prospective investors. None of the Managers, the Joint Sustainability Structuring Banks, the Agents or any director, officer, employee, representative, agent, adviser or affiliate of any such person or any person who controls any of them has undertaken, nor are any of them responsible for, any assessment of the eligibility criteria for the eligible projects, any verification of whether the eligible projects meet such criteria, the monitoring of the use of proceeds of any Bonds (or amounts equal thereto) or the allocation of the proceeds by the Issuer to particular eligible projects. See also “*Risk Factors — Risks Relating to the Bonds- The Bonds may not be a suitable investment for all investors seeking exposure to green, social or sustainable projects or assets.*”, “*Risk Factors — Risks Relating to the Bonds — There is no assurance of suitability or reliability of any Second-Party Opinion or any other opinion or certification of any third party relating to the Bonds.*”, “*Risk Factors — Risks Relating to the Bonds- The Bonds will not be linked to the performance of the eligible projects described in the Sustainable Finance Framework, will not benefit from any arrangements to enhance the performance of the Bonds or any contractual rights derived solely from the intended use of proceeds.*” and “*Risk Factors — Risks Relating to the Bonds — No assurance that the Bonds will be admitted to trading on any dedicated “green”, “sustainable”, “social” (or similar) segment of any stock exchange or market, or that any admission obtained will be maintained.*” for further details.

SUSTAINABLE FINANCE FRAMEWORK

None of the Managers, the Joint Sustainability Structuring Banks, the Agents or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers or any person who controls any of them accepts any responsibility for any losses howsoever arising, directly or indirectly, from the Sustainable Finance Framework or its contents including for any social, environmental, and sustainability assessment of any securities issued as sustainability bonds or makes any representation or warranty or assurance (i) whether such securities will meet any investor expectations or requirements regarding such “green”, “social”, “sustainable”, or similar labels, (ii) whether the net proceeds of the issuance of the Bonds will be used to finance, refinance and/or invest in relevant eligible green, social or sustainable projects, or (iii) as to the characteristics of relevant eligible green, social or sustainable projects in which the proceeds of the Bonds are applied or invested.

Any second-party opinions issued provide opinions on certain environmental and related considerations and are not intended to address any credit, market, or other aspects of an investment in any securities, including without limitation, market price, marketability, investor preference, or suitability of any security.

Any second-party opinion is a statement of opinion, not a statement of fact. Second-party opinions are not, nor should be deemed to be, a recommendation by the Managers, the Joint Sustainability Structuring Banks, the Agents or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers or any person who controls any of them or any other person to buy, sell or hold any securities. No representation or assurance is given by the Managers, the Joint Sustainability Structuring Banks, the Agents or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers or any person who controls any of them as to the suitability or reliability of the second-party opinions or any other opinion or certification of any third party made available in connection with any issue of securities issued as sustainability bonds under the Sustainable Finance Framework, nor is any such opinion or certification a recommendation by any of the Managers, the Joint Sustainability Structuring Banks, the Agents or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers or any person who controls any of them to buy, sell or hold any such securities. Furthermore, any second-party opinion is for information purposes only and none of the Managers, the Joint Sustainability Structuring Banks, the Agents or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers or any person who controls any of them accepts any form of liability for the substance of any second-party opinion and/or any liability for loss arising from the use of any second-party opinion and/or the information provided in each of it. The Managers, the Joint Sustainability Structuring Banks, and the Agents have not undertaken, and are not responsible for, any assessment of the eligibility of the assets within the definition of eligible sustainable assets or the monitoring of the use of proceeds from the offering of the Bonds. In the event any such securities are, or are intended to be, listed, or admitted to trading on a dedicated “green”, “social”, “sustainable”, or other equivalently labelled segment of a stock exchange or securities market, no representation or assurance is given by the Managers, the Joint Sustainability Structuring Banks, or the Agents or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers or any person who controls any of them that such listing or admission will be obtained or maintained for the lifetime of the securities.

The description of the Sustainable Finance Framework included herein is in summarised form only. It is intended to provide non-exhaustive, general information and does not purport to be comprehensive. The information contained herein is provided as at the date of the Sustainable Finance Framework and is subject to change without notice and we do not assume any responsibility or obligation to update or revise such information, regardless of whether such information is affected by the results of new information, future events or otherwise. None of the Managers or the Joint Sustainability Structuring Banks is responsible for the assessment of the Sustainable Finance Framework. The Sustainable Finance Framework, the Second-Party Opinion and any other similar opinion (including any content of websites or webpages references to which hyperlinks are included in this Offering Circular) does not form part of, nor is incorporated by reference in, this Offering Circular.

Investors should refer to the Sustainable Finance Framework and the Second-Party Opinion for information and should determine for themselves the relevance of the information contained in this Offering Circular regarding the use of proceeds and its investment in the Bonds should be based upon such investigation as it deems necessary. The information in the Sustainable Finance Framework and the Second-Party Opinion has not been verified. The Second-Party Opinion provided in respect of the Sustainable Finance Framework or any of the above reports or verification assessments are not incorporated by reference in, or form part of, this Offering Circular and should not be relied upon in connection with making any investment decision with respect to the Bonds.

Background

The Company is a leading dairy company, ranking among the top nine dairy companies in the world. Founded in 1999 in Hohhot, Inner Mongolia Autonomous Region, China, Mengniu was listed in Hong Kong in 2004 and was a constituent of the Hang Seng Index, Hang Seng China Enterprises Index, and Hang Seng Corporate Sustainability Index.

During the 14th Five-Year Plan period, Mengniu, standing at a new stage of development and implementing new development concepts, will lead in the construction of a new paradigm of development of China's dairy industry and formulate its strategic plan of "Creating a New Mengniu", striving to develop into a Mengniu beloved by consumers, an international Mengniu, a Mengniu with strong sense of responsibility, a Mengniu with strong cultural gene, and a digitalised Mengniu and to continuously meet the customers' needs for a better life with high-quality products and services, promote the high-quality development of China's dairy industry and build itself into an icon of Made in China.

Rationale for Establishing a Sustainable Finance Framework

Mengniu is strongly committed to enhancing sustainability in its entire operations and value chain. The Sustainable Finance Framework (the "**Framework**") is an important step in aligning its financing strategy with its sustainability commitments. The Framework will also offer a further opportunity to communicate with investors and other market participants on its commitments to be "more nutritious, smarter and greener" to pilot the high-quality development of the dairy industry. The aim will also be to diversify Mengniu's investor base and engage in a sustainable dialogue with socially responsible investors.

Framework Overview

The Group intends to use the Framework as the basis to issue green, social or sustainability bonds, convertible bonds and loans (“**Sustainable Financing Instruments**”). The Sustainable Financing Instruments will fund Eligible Projects (as defined below) which will create environmental and/or social benefits. The Framework follows the sustainable finance principles listed below, or as may subsequently be amended:

- the International Capital Market Association (“**ICMA**”) Green Bond Principles (“**GBP**”) 2025¹; Social Bond Principles (“**SBP**”) 2025² and Sustainability Bond Guidelines (“**SBG**”) 2021³ (SBG, and together with the GBP and SBP, the “**ICMA Principles**”); and/or
- the Loan Market Association (“**LMA**”) Green Loan Principles (“**GLP**”) 2025⁴ and Social Loan Principles (“**SLP**”) 2025⁵ (SLP, and together with the GLP and the ICMA Principles, the “**Principles**”).

Recognizing the importance of common definition of sustainable activities, Mengniu will endeavour to align projects to appropriate national and international environmental taxonomies, where relevant and feasible, including:

- The Green Bond Endorsed Projects Catalogue (2021 Edition) (“**China Catalogue**”) ⁶ issued jointly by the People’s Bank of China, the National Development and Reform Commission and the China Securities Regulatory Commission
- The Hong Kong Taxonomy (2024 Edition) (“**HK Taxonomy**”) ⁷ for Sustainable Finance issued by the Hong Kong Monetary Authority (HKMA)
- The Multi-Jurisdiction Common Ground Taxonomy (2024 Edition) (“**M-CGT**”) ⁸ issued by the International Platform on Sustainable Finance (IPSF)

In aligning with the above principles and guidelines, the Framework is presented through four core components of the GBP, SBP, SBG, GLP and SLP as well as their recommendation for external review:

- Use of Proceeds;
- Process for Project Evaluation and Selection;
- Management of Proceeds;
- Reporting.

¹ <https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/green-bond-principles-gbp/>

² <https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/social-bond-principles-sbp/>

³ <https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/sustainability-bond-guidelines-sbg/>

⁴ https://www.lma.eu.com/application/files/1917/4298/0817/Green_Loan_Principles_-_26_March_2025.pdf

⁵ https://www.lma.eu.com/application/files/1317/4307/3886/Social_Loan_Principles_-_26_March_2025.pdf

⁶ <http://www.pbc.gov.cn/goutongjiaoliu/113456/113469/4236341/index.html>

⁷ <https://brdr.hkma.gov.hk/eng/doc-ldg/docId/20240503-2-EN>

⁸ https://finance.ec.europa.eu/document/download/e83394d0-daf1-487e-b1bf-922731767a10_en?filename=241113-common-ground-taxonomy-multi-jurisdiction-activity-tables_en.pdf

1 Use of Proceeds

The Group will allocate an amount at least equivalent to the net proceeds of the Sustainable Financing Instruments issued under the Framework to finance and/or re-finance, in whole or in part, one or more, new or existing green, and/or social project (“**Eligible Projects**”). The Eligible Projects may include assets, capital expenditures, operational expenditures, and research and development expenses.

In case of investments made via Mengniu’s subsidiaries, joint ventures and associates, including joint ventures entered into by its subsidiaries, only Mengniu’s share of the investments will be applicable as an allocation to Eligible Projects. To prevent the risk of double counting, Mengniu will only allocate proceeds to the portion of the Eligible Projects that have not been already financed and/or refinanced by one or several other issuers (Mengniu’s subsidiaries and owned entities), including under their respective sustainable financing frameworks.

A maximum 3-year look-back period would apply for refinanced projects and Mengniu expects each issuance under the framework to be fully allocated within 2 years from the date of issuance. The Group will, where possible, disclose to stakeholders the expected share of financing versus refinancing for any Sustainable Financing Instrument under the Framework.

1.1 Eligible Green Categories

GBP Categories, Environmental Objectives & UN SDG mapping

Renewable Energy

Key Objectives:

- Climate Change Mitigation



Eligibility Criteria

- Expenditures related to the construction, development, acquisition, maintenance, and operation of renewable energy projects including:
 - Solar (PV and Concentrated Solar Power with a minimum 85% of power generation derived from solar sources)
 - Wind energy
 - Bioenergy facilities to generate the electricity, boiler heating and cooling energy by using biogas/ biomass⁹ with direct GHG emissions below 100gCO₂/kWh
 - Renewable energy power purchase agreements (PPAs) or purchases of Renewable Energy Certificates (RECs)¹⁰ if sourcing from long-term PPAs are not available

Green Taxonomy Mapping

China Catalogue

- 3.2.2.1 Construction and operation of wind generators
- 3.2.2.2 Construction and operation of solar energy utilization facilities
- 3.2.2.3 Construction and operation of biomass energy utilization facilities

HK Taxonomy

- Electricity generation using concentrated solar power technology; Solar photovoltaic technology; From wind power

M-CGT

- D1.1 Electricity generation using solar photovoltaic technology
- D1.2 Electricity generation using concentrated solar power (CSP) technology
- D1.3 Electricity generation from wind power
- D1.6 Electricity generation from bio-energy

Clean Transportation

Key Objectives:

- Climate Change Mitigation



- Expenditures related to the acquisition, operation, maintenance and upgrades of zero tailpipe emission vehicles and dedicated infrastructure. Example projects include:
 - Vehicles for passenger and heavy fleet freight transportation and charging infrastructure, such as fully electrified road transportation

For the avoidance of doubt, infrastructure dedicated to the transportation of fossil fuel will be excluded

China Catalogue

- 5.5.4.1 Construction and operation of charging, battery replacement, hydrogen refuelling and gas refuelling facilities

HK Taxonomy

- Construction and operation of personal mobility devices

M-CGT

- F2.1 Infrastructure enabling low-carbon road transport

⁹ Mengniu ensures that biomass inputs are from sources that do not interfere with biodiversity, should not involve the burning of peat, or compete with food production. Only residues and wastes will be included as feedstocks.

¹⁰ For the avoidance of doubt, only hourly-matched bundled RECs will be included.

GBP Categories, Environmental Objectives & UN SDG mapping

Energy Efficiency

Key Objectives:

- Climate Change Mitigation



Eligibility Criteria

- Expenditures related to the construction, operation, and maintenance of energy-efficient facilities and infrastructure in the office building or production plant that improve energy efficiency by at least 20%. Example projects include:
 - Energy efficient equipment such as air-cooling equipment in refrigeration systems, air compressor and energy saving motor systems
 - Modernization of lighting systems including LED lighting
 - HVAC infrastructure, energy management systems, smart meters, sensors, measurement tools, air conditioning energy saving upgrade, cold storage upgrade, off-grid power units (such as small-scale electricity generation from renewable resources), energy storage batteries¹¹, transformers

For the avoidance of doubt, improvement activities that result in the lock in of fossil fuel technologies will be excluded

Green Taxonomy Mapping

China Catalogue

- 1.1.2.2 Energy efficiency improvement of motor system
- 1.1.2.4 Optimization of energy system
- 1.1.3.1 Renovation of green lighting

M-CGT

- D1.10 Storage of electricity
- F3.1 Green lighting upgrades

¹¹ For the avoidance of doubt, storage solutions will be fully dedicated to storing energy generated by renewable sources

**GBP Categories,
Environmental Objectives &
UN SDG mapping**

Circular Economy Adapted
Products, Production
Technologies and Processes

Key Objectives:

- Transition to a Circular Economy



Eligibility Criteria

- Expenditures related to resource-efficient packaging designed to be recycled and packaging made from recycled content. Example projects include:
 - Facilities for enabling sustainable packaging, for example the equipment and processes that allow for the use of recycled boxes and packaging through the company's value chain
 - Recyclable packaging material paper certified by the Forest Stewardship Council (FSC) or the Sustainable Forestry Initiative (SFI)
- Expenditures related to bio-waste management by processing bio-waste (i.e. anaerobic digestion or composting etc.) resulting in the production and utilisation of biogas, biomethane, digestate, compost, organic fertilizer

Green Taxonomy Mapping

China Catalogue

- 2.2.1.2 Treatment of livestock and poultry husbandry waste and pollution
- 2.3.1.3 Recycling and treatment of packaging waste
- 3.2.2.3 Construction and operation of biomass energy utilization facilities

Sustainable Water and
Wastewater Management

Key Objectives:

- Sustainable Use and Protection of Water and Marine Resources



- Expenditures related to sustainable water and wastewater management, such as water reuse and recycling, efficiency, and conservation. Example projects include:
 - Recycling facilities to promote reuse water in production process
 - Water reclamation system
 - Wastewater collection and treatment facilities
 - Physical (thickening, dewatering) and biological (digestion, composting) treatment of sludge coming from wastewater treatment or reuse of those sludges

For water supply related facilities and infrastructure, the net average energy consumption for abstraction and treatment will not exceed 0.5 kWh per cubic meter produced water supply. And/or the water leakage level of infrastructure leakage level (ILI) will not exceed 1.5.

China Catalogue

- 1.4.1.2 Rainwater collection, treatment and utilization
- 2.1.2.1 Wastewater treatment of major industries
- 2.4.1.1 Water saving and efficient use of water during production

HK Taxonomy

- Sewage sludge treatment — anaerobic digestion

M-CGT

- E1.1 Sewage sludge treatment — anaerobic digestion
- E1.2 Construction, extension and operation of waste water collection and equipment
- E3.1 Construction, extension and operation of water collection, treatment systems

**GBP Categories,
Environmental Objectives &
UN SDG mapping**

Green Buildings

Key Objectives:

- Climate Change Mitigation



Eligibility Criteria

- Expenditures related to the design, construction, retrofit, upgrade, or renovation of new or existing commercial, residential buildings or production plants that have received, or expect to receive based on its design, construction and operational plans, certification according to third-party verified green building standards, such as:
 - China’s Green Building Evaluation Label (Three star or above)
 - Leadership in Energy and Environmental Design (“LEED”) V4.0 or V4.1 (Gold or Platinum)
 - Building Research Establishment Environmental Assessment Method (“BREEAM”) (Excellent or Outstanding)
 - China Green Warehouse Evaluation Label (Three star)¹²

For the avoidance of doubt, fossil fuel and dairy farm related infrastructure will be excluded

Green Taxonomy Mapping

China Catalogue

- 5.2.1.1 Construction of ultra-low energy consumption buildings
- 5.2.1.2 Green buildings
- 5.2.1.5 Energy conservation and environmental-friendly renovation of existing buildings

HK Taxonomy

- Renovation of existing buildings
- Construction of new buildings

M-CGT

- F1.1 Construction of new buildings
- F1.2 Renovation of existing buildings

¹² China Association of Warehousing and Distribution Evaluation Standard. <http://www.cawd.org.cn/index.php/article/detail/id/1321.html>

**GBP Categories,
Environmental Objectives &
UN SDG mapping**

Environmentally Sustainable
Management of Living
Natural Resources and Land
Use

Key Objectives:

- Protection and Restoration of Biodiversity and Ecosystems



Eligibility Criteria

- Expenditures related to acquisition, use of materials and products, and activities that contribute to the sustainable management of living natural resources and land use as well as the natural ecosystem protection or restoration. Example projects include:
 - Procurement of certified sustainable sourcing products, including raw milk. Certification schemes include EU Organic certification¹³, ACO/NASAA organic standards¹⁴, and other equivalent internationally recognized certifications

Green Taxonomy Mapping

1.2 Eligible Social Categories

**SBP Categories Social
Objectives & UN SDG mapping**

Food Security and Sustainable
Food Systems

Key Objectives:

- Equitable Participation Into the Society



Eligibility Criteria

- Expenditures related to programs and activities to support equitable access to low cost, high quality and nutritious dairy and food products, as well as other opportunities, services, and resources. Example of projects include¹⁵:
 - Activities that aim to support vulnerable group people to advance their socio-economic position. For example, programs to provide free or subsidised milk help advance their socioeconomic position
 - Programs with a focus on providing nutritional support to the Target population

Target population

Preschool children and teenagers from low-income¹⁶ rural or ethnic-minority communities, underserved populations, and migrant workers' children and elderly

¹³ EU Organic label regulated by Council Regulation (EC) No. 848/2018 at: <https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:32018R0848>

¹⁴ Australian Certified Organic (ACO), "Australian Certified Organic Standard", at: <https://austorganic.com/industry/certification-and-standards/standards/acos/and> The National Association for Sustainable Agriculture Australia (NASAA), "Organic Certification Standards", at: <https://nocertifiedorganic.com.au/organic-certification-standards/>

¹⁵ In-kind donations of food products at costs, provided that allocation to in-kind donations make up no more than 10% of the total allocations from any given Sustainable Financing Instrument issuances. Programs will be free and accessible to the target population regardless of their ability to pay.

¹⁶ Low-income household is defined in Measures for the Determination of Urban Low-Income Households (《城市低收入家庭認定辦法》) by China's Ministry of Civil Affairs and other authorities.

SBP Categories Social

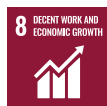
Objectives & UN SDG mapping

Eligibility Criteria

Access to Essential Services — Vocational Training

Key Objectives:

- Access to essential services and improve the living skills



- Expenditures related to projects that seek to develop and support sustainable local dairy sectors. Example projects include¹⁷:
 - Education, knowledge and awareness building for local dairy farmers and herdsman to develop sustainable long-lasting value chains with a view to upgrade production methods, improve productivity, reduce waste etc. Initiatives include technical support on nutrition practices and standard operating procedures trainings.

Target Population

Local dairy farmers and herdsman

Employment Generation Through the Provision of Financial Supports to Small and Medium Enterprises

Key Objectives:

- Promote Inclusive Finance and Job Creation



- Financing programs to support Small and Medium-Enterprises (SMEs), as defined by the local jurisdiction, in the sector to prevent/alleviate unemployment stemming from socioeconomic crisis and to generate employment. Example projects include:
 - Supply chain financial services to upstream SMEs and to upstream pasture partners, farmers and herdsman to support various financial needs
- Subsidies and financial supports to upstream SMEs subjected to pandemic or natural disaster damages

Target population

Micro and small enterprises¹⁸, and pasture partners, farmers and herdsman

1.3 Exclusion List

For the avoidance of doubt, financing related to the following activities are excluded from the financing by Mengniu's Sustainable Financing Instruments:

- Projects related to development, operation, and maintenance of new or existing fossil fuel-based electricity generation facilities, fossil fuel including but not limited to, coal, oil or natural gas;
- Projects related to trade and production of conflict minerals;
- Projects related to large hydropower projects with capacities > 20MW;
- Projects related to the production or trade of alcoholic beverages;
- Projects related to the production or trade of tobacco products.

¹⁷ Programs will be free and accessible to the target population regardless of their ability to pay.

¹⁸ SMEs are defined in Criteria for Classifying Small and Medium-sized Enterprises (《中小企業劃型標準規定》) by China's Ministry of Industry and Information Technology, National Bureau of Statistics, National Development and Reform Commission, and Ministry of Finance.

2 Project Evaluation and Selection Process

The project evaluation and selection process will ensure that the proceeds of any Mengniu's Sustainable Financing Instrument are allocated to finance or refinance Eligible Green and/or Social Projects that meet the criteria and objectives set out above in subsections 1.1 and 1.2 and Use of Proceeds.

The Secretary Department of Sustainable Development Executive Committee (the “**Secretary Department**”) of Mengniu, comprising of Corporate Affairs, Investor Relations, and Finance Departments, is responsible for the assessment and selection of Eligible Projects nominated by relevant working groups, functional departments and project team, based on the eligibility criteria outlined in subsections 1.1 and 1.2. In addition, all projects allocated funding from the issuance proceeds will follow an internal process that includes final review and approval by Sustainable Development Executive Committee. The Sustainable Development Executive Committee will oversee the environmental and social risk assessment and management of potential Eligible Projects financed under the Framework.

The Secretary Department may be supplemented from time to time, or expanded, by the inclusion of representatives from other relevant teams.

3 Management of Proceeds

The proceeds of each Mengniu's Sustainable Financing Instrument will be deposited in Mengniu's general funding accounts and earmarked for allocation towards the Eligible Projects. Mengniu will maintain a sustainable finance register to track the use of proceeds for the Sustainable Financing Instrument.

The sustainable finance register will contain the following information:

- I. Sustainable Financing Instrument details: ISIN (if applicable), pricing date, maturity date and etc.
- II. Allocation of proceeds:
 - a. The Eligible Green and/or Social Projects List, including for each Eligible Project, the Eligible Project category, project description, project location, amount disbursed, settled currency, etc.
 - b. Amount of unallocated proceeds

Any proceeds temporarily unallocated will be invested according to the Group's standard liquidity policy in cash or cash equivalents and will be managed in line with the exclusion criteria listed in the Framework.

During the life of the Sustainable Financing Instruments issued under the Framework, if the designated projects cease to fulfil the eligibility criteria, the net proceeds will be re-allocated to replacement projects that comply with the eligibility criteria as soon as reasonably practicable.

4 Reporting

On an annual basis, Mengniu will publish an allocation report and an impact report on its Eligible Green and/or Social Projects, as detailed below. The reporting will be updated annually until full allocation of the net proceeds of any Sustainable Financing Instrument issued, or until the Sustainable Financing Instrument is no longer outstanding. Furthermore, additional reports are intended to be produced on a timely basis in case of material developments.

In the process of considering investments for allocation under the Sustainable Financing Instruments, the Group will discount the portion of the Eligible Green and/or Social Projects that have been financed and/or refinanced by one or several other issuers under their respective Green or Sustainable Finance Frameworks to avoid the double counting issue.

4.1 Allocation Reporting

- List of Eligible Green and/or Social Projects
- The amount of Proceeds allocated to each Eligible Project category
- Breakdown of the amount of Proceeds allocated to refinancing vs new financing
- When possible, descriptions of the Eligible Projects financed, such as project locations, amount allocated, etc.
- Selected examples of projects financed
- Amount of unallocated proceeds

4.2 Impact Reporting

The Group will provide reporting on the environmental and social benefits of the Eligible Projects. Subject to data availability and confidentiality, impact reporting may cover the following impact reporting metrics listed below, and where available, taking reference from the relevant indicators suggested in the ICMA Harmonized Framework for Impact Reporting¹⁹. In addition, calculation methodologies and key assumptions will be disclosed if feasible.

Eligible Green Project Categories	Impact Reporting Metrics
Renewable Energy	• Capacity of renewable energy plant(s) constructed or rehabilitated in MW • Annual renewable energy generation in MWh/GWh (electricity) and GJ/TJ (other energy) • Annual GHG emissions reduced/avoided in tonnes of CO2 equivalent (where possible)

¹⁹ <https://www.icmagroup.org/assets/documents/Sustainable-finance/2024-updates/Handbook-Harmonised-Framework-for-Impact-Reporting-June-2024.pdf>
<https://www.icmagroup.org/assets/documents/Sustainable-finance/2024-updates/ICMA-Handbook-Harmonised-Framework-for-Impact-Reporting-for-Social-Bonds-September-2024-250924.pdf>

<u>Eligible Green Project Categories</u>	<u>Impact Reporting Metrics</u>
Clean Transportation	• Number of electric vehicles acquired • Number of charging stations installed
Energy Efficiency	• Annual GHG emissions reduced (tCO₂e) • Estimated avoided GHG emissions (tCO₂e) • Expected energy saved (in MWh) • Percentage annual energy efficiency gain relative to an established baseline
Circular Economy Adapted Products, Production Technologies and Processes.	• Share of certified packaging material (%) • Reused and recycled components (tons) • Share of recyclable packaging material (%) • Total packaging materials reduced (tons) • Waste prevented, minimized, reused or recycled (tons) • Estimated avoided GHG emissions (tCO₂e) • Improved bio-waste treatment practice in % of total volume
Sustainable Water and Wastewater Management . .	• Annual volume of water consumption reduced or saved (m³) • Annual volume of wastewater treated or avoided (m³) • Annual volume of water treated or recycled (m³) • Capacity of facilities being built (m³)
Green Buildings	• Level of certification by property • Estimated avoided GHG emissions (tCO₂e) • Annual energy savings (MWh pa)
Environmentally Sustainable Management of Living Natural Resources and Land Use	• Volume, spend or percentage of certified ingredients/products
<u>Eligible Social Project Categories</u>	<u>Impact Reporting Metrics</u>
Food Security and Sustainable Food Systems	• Number of people reached with affordable and nutritious dairy products
Access to Essential Services — Vocational Training	• Number of direct beneficiaries reached from relevant projects (#)
Employment Generation through the Provision of Financial Supports to Small and Medium Enterprises. . .	• Number of SMEs/individuals benefitted • Number of financial supports to SMEs

5 External Review

5.1 Second-Party Opinion

The Company has engaged Moody's Ratings to assess the Sustainable Finance Framework and its alignment with the GBP, SBP, SBG, GLP and SLP and issue a Second-Party Opinion accordingly.

The Second-Party Opinion will be made publicly available on the Group's official website.

5.2 Post Issuance External Verification

In order to provide timely and transparent information about the reporting of the funds from Sustainable Financing Instruments issued under this Framework, the Group intends to engage a third-party reviewer to provide an annual assessment on the alignment of the allocation of funds with the Framework's criteria.

6 Amendments to this Framework

The Secretary Department will review this Framework on a regular basis, including its alignment to updated versions of the principles as and when they are released, with the aim of adhering to best practices in the market. Such review may result in this Framework being updated and amended. The updates, if not minor in nature, will be subject to the prior approval of the Group and Moody's Ratings. Any future updated version of this Framework that may exist will either keep or improve the current levels of transparency and reporting disclosures, including the corresponding review by an external reviewer. The updated Framework, if any, will be published on our website and will replace this Framework.

DESCRIPTION OF THE GLOBAL CERTIFICATE

Each Global Certificate contains provisions which apply to the Bonds of the relevant series in respect of which the relevant Global Certificate is issued, some of which modify the effect of the terms and conditions of the Bonds of the relevant series set out in this Offering Circular. Terms defined in the Terms and Conditions have the same meaning in the paragraphs below. The following is a summary of those provisions:

Each series of the Bonds will be represented by a Global Certificate which will be registered in the name of, and lodged with a sub-custodian for, the HKMA as Operator.

Owners of interests in a series of the Bonds in respect of which the relevant Global Certificate is issued will be entitled to have title to the Bonds of that series registered in their names and to receive individual definitive Certificates if the CMU or any other clearing system selected by the Issuer and approved in writing by the Fiscal Agent, the CMU Lodging and Paying Agent and the Registrar (an “**Alternative Clearing System**”) through which the Bonds of that series are cleared is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so. In such circumstances, the Issuer at its own expense will cause sufficient individual definitive Certificates to be executed and delivered to the Registrar for completion, authentication and despatch to the relevant holders of the Bonds. A person with an interest in the Bonds of that series in respect of which the relevant Global Certificate is issued must provide the Registrar not less than 30 days’ notice at its specified office of such holder’s intention to effect such exchange and a written order containing instructions and such other information as the Issuer and the Registrar may require to complete, execute and deliver such individual definitive Certificates.

Payment

Under the Global Certificates, the Issuer, for value received, will promise to pay such principal, interest and premium (if any) on the relevant series of the Bonds to the Registered Holder of the Bonds represented by the relevant Global Certificate (subject to surrender of the relevant Global Certificate if no further payment falls to be made in respect of such Bonds) on such date or dates as the same may become payable in accordance with the Terms and Conditions.

Notwithstanding the provisions of the preceding paragraph, for so long as the relevant Global Certificate is held by or on behalf of the Operator, payments of interest, premium or principal will be made to the CMU which will credit the same in accordance with the rules and procedures of the CMU (the “**CMU Rules**”) to the person(s) shown in the records of the Operator as the holder of a particular principal amount of Bonds of the relevant series (each an “**accountholder**”) at the close of business on the record date which shall be on the Clearing System Business Day immediately prior to the date for payment, where “**Clearing System Business Day**” means a day on which the CMU is operating and open for business. Payment made in accordance with the CMU Rules as set out in the immediately preceding sentence shall discharge the obligations of the Issuer in respect of that payment. For the purposes of any payments in respect of the Global Certificates, in Condition 7 (*Payments*), “**Payment Business Day**” shall mean a day (other than a Saturday, a Sunday or a public holiday) on which (i) banks and foreign exchange markets are generally open for business

and settlement of Renminbi payments in Hong Kong; (ii) the CMU is operating and open for business and (iii) (if surrender of the relevant Certificate is required) banks and foreign exchange markets are generally open for business in the relevant place of presentation.

Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the inter-bank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants, and the Fiscal Agent and the CMU Lodging and Paying Agent shall have no liability to the Bondholders, the Issuer, the CMU participants, the indirect participants or any other person in respect of such payment. For these purposes, a notification from the Operator shall be conclusive evidence of the records of the CMU (save in the case of manifest error). Save in the case of final payment, no presentation of the Global Certificate of the relevant series shall be required for such purpose.

Meetings

For the purposes of any meeting of Bondholders of the relevant series, the holder of the Bonds of the relevant series represented by the relevant Global Certificate shall (unless the relevant Global Certificate represents only one Bond) be treated as two persons for the purposes of any quorum requirements of a meeting of Bondholders of the relevant series and as being entitled to one vote in respect of each CNY10,000 in principal amount of Bonds of the relevant series for which the relevant Global Certificate is issued.

Cancellation

Cancellation of any Bond represented by the relevant Global Certificates will be effected by a reduction in the principal amount of the Bonds in the register of Bondholders.

Notices

So long as the Bonds of the relevant series are represented by the relevant Global Certificate and such Global Certificate is held on behalf of the Operator or any Alternative Clearing System, any notices to holders of the Bonds of such series shall be given by the delivery of the relevant notice to each accountholder via the CMU in substitution for notification as required by the Terms and Conditions, and shall be deemed to have been given on the date of delivery to the CMU. Indirect participants will have to rely on the CMU participants (through whom they hold the Bonds, in the form of interests in the relevant Global Certificate) to deliver the notices to them, subject to the arrangements agreed between the indirect participants and the CMU participants.

Holder's Redemption

The Bondholder's redemption option in Condition 6(c) may be exercised by the holder of any Bonds of the relevant series represented by the relevant Global Certificate giving notice to the Principal CMU Lodging and Paying Agent of the principal amount of Bonds in respect of which the option is exercised within the time limits specified in the Terms and Conditions in accordance with the rules and procedures of the CMU or any Alternative Clearing System.

Redemption at the Option of the Issuer

The redemption options of the Issuer provided for in Conditions 6(b) and 6(d) shall be exercised by the Issuer giving notice to the Holders of the relevant series of the Bonds within the time limits set out therein and containing the information required by such Condition.

Transfers

Transfers of beneficial interests in the relevant series of the Bonds will be effected through the records of the CMU (or any Alternative Clearing System) and its respective participants in accordance with the rules and procedures of the CMU (or any Alternative Clearing System) and its respective direct and indirect participants.

TERMS AND CONDITIONS OF THE 2030 BONDS

The following are the terms and conditions substantially in the form in which they (other than the text in italics) will be endorsed on the Certificate issued in respect of the Bonds and referred to in the global certificate relating to the Bonds.

The issue of the CNY2,000,000,000 2.0 per cent. Sustainability Bonds due 2030 (the “**Bonds**”, which term shall include, unless the context requires otherwise, any further bonds issued in accordance with Condition 13 and consolidated and forming a single series therewith) was authorised by the board of directors of China Mengniu Dairy Company Limited (the “**Issuer**”) in the board meeting held on 28 August 2024. A fiscal agency agreement dated 30 July 2025 (the “**Fiscal Agency Agreement**”) has been entered into in relation to the Bonds between the Issuer, Citicorp International Limited as fiscal agent, CMU lodging and paying agent, transfer agent, registrar and the other agents named in it. The Bonds have the benefit of a Deed of Covenant (the “**Deed of Covenant**”) dated 30 July 2025 executed by the Issuer relating to the Bonds. The fiscal agent, the CMU lodging and paying agent, the registrar and any transfer agent for the time being are referred to below respectively as the “**Fiscal Agent**”, the “**CMU Lodging and Paying Agent**”, the “**Registrar**” and the “**Transfer Agents**”. “**Agents**” means the Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, the Transfer Agents and any other agent or agents appointed from time to time with respect to the Bonds. The Fiscal Agency Agreement includes the form of the Bonds. Copies of the Fiscal Agency Agreement and the Deed of Covenant are available for inspection during normal business hours (9:00 a.m. to 3:00 p.m., Monday to Friday other than public holidays) at the specified offices for the time being of the Fiscal Agent (being at the date hereof at 40/F, Champion Tower, 3 Garden Road, Central, Hong Kong) following prior written request and proof of holding and identity to the satisfaction of the Fiscal Agent. The holders of the Bonds (the “**Bondholders**”) are deemed to have notice of all the provisions of and are bound by the Fiscal Agency Agreement applicable to them.

All capitalised terms that are not defined in these terms and conditions (the “**Conditions**”) will have the meanings given to them in and be bound by the Fiscal Agency Agreement.

1 Form, Specified Denomination and Title

The Bonds are issued in the specified denomination of CNY1,000,000 and integral multiples of CNY10,000 in excess thereof.

The Bonds are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(a), each Certificate shall represent the entire holding of Bonds by the same holder.

Title to the Bonds shall pass by registration of title in the register that the Issuer shall procure to be kept by the Registrar outside the United Kingdom in accordance with the provisions of the Fiscal Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Bond shall be deemed to be and may be treated as the absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on the Certificate representing it or the theft or loss of such Certificate and no person shall be liable for so treating the holder.

In these Conditions, “Bondholder” and, in relation to a Bond, “holder” mean the person in whose name a Bond is registered.

Upon issue, the Bonds will be represented by a global certificate (the “Global Certificate”) registered in the name of, and lodged with a sub-custodian for, the Hong Kong Monetary Authority as operator (the “Operator”) of the Central Moneymarkets Unit Service (the “CMU”). These terms and conditions are modified by certain provisions contained in the Global Certificate.

Except in the limited circumstances described in the Global Certificate, owners of interests in Bonds represented by the Global Certificate will not be entitled to receive definitive Certificates in respect of their individual holdings of Bonds. The Bonds are not issuable in bearer form.

2 Transfers of Bonds

- (a) **Transfer:** A holding of Bonds may, subject to Condition 2(d), be transferred in whole or in part in the specified denomination as provided in Condition 1 upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate(s) representing such Bonds to be transferred, together with the form of transfer endorsed on such Certificate(s) (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or any Transfer Agent may reasonably require. In the case of a transfer of part only of a holding of Bonds represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. In the case of a transfer of Bonds to a person who is already a holder of Bonds, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding. All transfers of Bonds and entries on the Register will be made in accordance with the detailed regulations concerning transfers and registration of Bonds scheduled to the Fiscal Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Fiscal Agent. A copy of the current regulations will be made available by the Registrar to any Bondholder upon written request. No transfer of title to a Bond will be valid unless and until entered in the Register.

Transfers of interests in the Bonds evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

- (b) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(a) shall be available for delivery within three business days of receipt of a duly completed form and signed of transfer and surrender of the existing Certificate(s). Delivery of the new Certificate(s) shall be made at the specified office of the relevant Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such form of transfer or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and

pays in advance to the relevant Transfer Agent or the Registrar (as the case may be) the costs of such other method of delivery and/or such insurance as it may specify. The form of transfer is available at the specified offices of the Transfer Agent. In this Condition 2(c), “**business day**” means a day, other than a Saturday or Sunday, on which commercial banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).

- (c) **Transfer Free of Charge:** Certificates on transfer shall be issued and registered without charge by or on behalf of the Issuer, the Registrar or any Transfer Agent, but upon (i) payment by the Bondholder of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity and/or security and/or pre-funding as the Issuer, the Registrar or the relevant Transfer Agent may require), (ii) the Registrar being satisfied in its absolute discretion with the documents of title or identity of the person making the application and (iii) the relevant Agent (after consultation with the Issuer if so required) being satisfied that the regulations concerning transfer of Bonds have been complied with.
- (d) **Closed Periods:** No Bondholder may require the transfer of a Bond to be registered (i) during the period of 15 days ending on (and including) the due date for redemption of that Bond, (ii) during the period of 15 days prior to (and including) any date on which Bonds may be called for redemption by the Issuer at its option pursuant to Condition 6(b) or Condition 6(d), (iii) after a Put Event Exercise Notice has been deposited in respect of such Bond pursuant to Condition 6(c), (iv) after any such Bond has been called for redemption, or (v) during the period of seven days ending on (and including) any Record Date (as defined in Condition 7(a)(ii)).

3 Status

The Bonds constitute direct, unconditional, unsubordinated and (subject to Condition 4(a)) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable law, at all times rank at least equally with all of the Issuer’s other present and future unsecured and unsubordinated obligations.

4 Covenants

- (a) **Negative Pledge and Relevant Indebtedness Covenants:** So long as any Bond remains outstanding (as defined in the Fiscal Agency Agreement) and except for any issuance of debt or convertible securities or any other similar transaction by the Issuer for the purpose of providing incentive to the management and/or employees of the Issuer and/or its subsidiaries, the Issuer will not, and will ensure that none of its Principal Subsidiaries (other than a Listed Subsidiary) will, create any Encumbrance or permit to exist any Encumbrance to secure any Relevant Indebtedness or to secure any guarantee or indemnity in respect of any Relevant Indebtedness, without at the same time or prior thereto according to the Bonds either (a) the same security as is created or subsisting to secure any such Relevant

Indebtedness, guarantee or indemnity or (b) such other security as shall be approved by an Extraordinary Resolution (as defined in the Fiscal Agency Agreement) of the Bondholders.

- (b) **Notification to NDRC:** The Issuer undertakes to file or cause to be filed with the National Development and Reform Commission (the “**NDRC**”) within the relevant prescribed timeframes after the Issue Date the requisite information and documents in respect of the Bonds in accordance with the Administration Measures for the Examination and Registration of Medium and Long-term Foreign Debt of Enterprises (企業中長期外債審核登記管理辦法(國家發展和改革委員會令第56號)) (the “**Order 56**”) issued by the NDRC with effect from 10 February 2023 (the “**Post-Issuance Reporting Filings**”) and comply with the continuing obligations under Order 56 and any implementation rules as issued by the NDRC from time to time.

In these Conditions:

- (i) “**Encumbrance**” means, in relation to the Issuer, a Principal Subsidiary or any other person, any mortgage, charge, lien, pledge or other security interest over the whole or any part of the present or future undertaking, assets or revenues (including any uncalled capital) of the Issuer, that Principal Subsidiary or that person (as applicable);
- (ii) “**Listed Subsidiary**” means a Subsidiary the common shares of which are listed for trading on any recognised stock exchange;
- (iii) “**Principal Subsidiary**” means any Subsidiary of the Issuer
 - (a) whose gross assets or (in the case of a Subsidiary which itself has Subsidiaries) consolidated gross assets, as shown by its latest audited balance sheet are at least 5 per cent. of the consolidated gross assets of the Issuer and its Subsidiaries as shown by the latest audited consolidated balance sheet of the Issuer and its Subsidiaries including, for the avoidance of doubt, the investment of the Issuer in each Subsidiary whose accounts are not consolidated with the consolidated audited accounts of the Issuer and after adjustment for minority interests; or
 - (b) whose revenue or (in the case of a Subsidiary which itself has Subsidiaries) consolidated revenue, as shown by its latest audited income statement is at least 5 per cent. of the consolidated revenue as shown by the latest audited consolidated income statement of the Issuer and its Subsidiaries including, for the avoidance of doubt, the Issuer and its consolidated Subsidiaries’ share of revenue of Subsidiaries not consolidated and of jointly controlled entities and after adjustment for minority interests; or
 - (c) whose net profits or (in the case of a Subsidiary which itself has Subsidiaries) consolidated net profits, as shown by its latest audited income statement are at least 5 per cent. of the consolidated net profits as shown by the latest audited consolidated income statement of the

Issuer and its Subsidiaries including, for the avoidance of doubt, the Issuer and its consolidated Subsidiaries' share of profits of Subsidiaries not consolidated and of jointly controlled entities and after adjustment for minority interests; or

- (d) to which is transferred the whole or substantially the whole of the assets of a Subsidiary which immediately prior to such transfer was a Principal Subsidiary, provided that (xx) the Principal Subsidiary which so transfers its assets shall forthwith upon such transfer cease to be a Principal Subsidiary and the Subsidiary to which the assets are so transferred shall forthwith become a Principal Subsidiary and (yy) on or after the date on which the first published audited accounts (consolidated, if appropriate) of the Issuer prepared as of a date later than such transfer are issued, whether such transferor Subsidiary or such transferee Subsidiary is or is not a Principal Subsidiary shall be determined on the basis of such accounts by virtue of the provisions of paragraphs (a), (b) or (c) above of this definition;

provided that, in relation to paragraphs (a), (b) or (c) above of this definition:

- (1) in the case of a corporation or other business entity becoming a Subsidiary after the end of the financial period to which the latest consolidated audited accounts of the Issuer relate, the reference to the then latest consolidated audited accounts of the Issuer for the purposes of the calculation above shall, until consolidated audited accounts of the Issuer for the financial period in which the relevant corporation or other business entity becomes a Subsidiary are available, be deemed to be a reference to the then latest consolidated audited accounts of the Issuer adjusted to consolidate the latest audited accounts (consolidated in the case of a Subsidiary which itself has Subsidiaries) of such Subsidiary in such accounts;
- (2) if at any relevant time in relation to the Issuer or any Subsidiary which itself has Subsidiaries no consolidated accounts are prepared and audited, revenue, net profits or gross assets of the Issuer and/or any such Subsidiary shall be determined on the basis of pro forma consolidated accounts prepared for this purpose by the Issuer;
- (3) if at any relevant time in relation to any Subsidiary, no accounts are audited, its gross assets, revenue or net profits (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Subsidiary prepared for this purpose by the Issuer; and
- (4) if the accounts of any subsidiary (not being a Subsidiary referred to in proviso (1) above) are not consolidated with those of the Issuer, then the determination of whether or not such subsidiary is a Principal Subsidiary shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of the Issuer.

A certificate signed by two Authorised Signatories (as defined in the Fiscal Agency Agreement) of the Issuer, that in their opinion, a Subsidiary is or is not, or was or was not, a Principal Subsidiary shall, in the absence of manifest error, be conclusive and binding on, the Issuer the Bondholders and all parties. The certificate must be accompanied by a report by an internationally recognised firm of accountants addressed to the directors of the Issuer as to proper extraction and basis of the figures used by the Issuer in determining the Principal Subsidiaries of the Issuer and mathematical accuracy of the calculation;

- (iv) “**Relevant Indebtedness**” means any indebtedness issued outside the PRC which is in the form of, or represented or evidenced by, bonds, notes, debentures, loan stock or other securities which for the time being are, or are intended to be or capable of being, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market; and
- (v) a “**Subsidiary**” of any person means (a) any company or other business entity of which that person owns or controls (either directly or through one or more other Subsidiaries) more than 50 per cent. of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or other business entity, or (b) any company or other business entity which at any time has its accounts consolidated with those of that person or which, under the law, regulations or generally accepted accounting principles of the jurisdiction of incorporation of such person from time to time, should have its accounts consolidated with those of that person.

5 Interest

The Bonds bear interest on their outstanding principal amount from and including 30 July 2025 (the “**Issue Date**”) at the rate of 2.0 per cent. per annum, payable semi-annually in arrear on 30 January and 30 July in each year (each an “**Interest Payment Date**”), commencing on 30 January 2026. If any Interest Payment Date would otherwise fall on a day which is not a business day (as defined below in this Condition 5), it shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month in which event it shall be brought forward to the immediately preceding business day.

Each Bond will cease to bear interest from and including the due date for redemption unless, upon surrender of the Certificate representing such Bond, payment of principal and premium (if any) is improperly withheld or refused by the Issuer. In such event, it shall continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant Holder, and (b) the day falling seven days after the Fiscal Agent or the CMU Lodging and Paying Agent has notified the Bondholders of receipt of all sums due in respect of all the Bonds up to that seventh day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

In these Conditions, the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is called an “**Interest Period**”.

Interest in respect of any Bond shall be calculated per CNY10,000 in principal amount of the Bonds (the “**Calculation Amount**”). The amount of interest payable per Calculation Amount for any period shall be equal to the product of the rate of interest specified above, the Calculation Amount and the actual number of days in the Interest Period (or such other period) divided by 365, rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

In this Condition 5, the expression “**business day**” means a day (other than a Saturday, Sunday or public holiday) upon which commercial banks are generally open for business and settlement of Renminbi payments in Hong Kong.

6 Redemption and Purchase

(a) Final Redemption:

Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on the Interest Payment Date falling on, or nearest to, 30 July 2030 (the “**Maturity Date**”). The Bonds may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.

(b) Redemption for Taxation and other Reasons:

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Bondholders in accordance with Condition 14 (which notice shall be irrevocable) and in writing to the Fiscal Agent, at their principal amount (together with interest accrued but unpaid thereon to but excluding the date fixed for redemption), if (i) the Issuer has or will become obliged to pay Additional Tax Amounts (as defined in Condition 8) as provided or referred to under Condition 8 as a result of any change in, amendment or non-renewal of, or judicial decision relating to, the laws or regulations of the People’s Republic of China (the “**PRC**”), or the Cayman Islands or any political subdivision or any authority thereof or therein or having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 23 July 2025, and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such Additional Tax Amounts were a payment in respect of the Bonds then due.

Prior to the delivery or publication of any notice of redemption pursuant to this Condition 6(b), the Issuer will deliver to the Fiscal Agent (a) a certificate signed by two Authorised Signatories of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and (b) an opinion of an independent legal counsel or tax advisors to the effect that the

Issuer is permitted to effect such redemption pursuant to the terms of the Fiscal Agency Agreement and the Issuer has or will become obligated to pay such amounts as a result of such changes or amendment. The Fiscal Agent shall be entitled (but shall not be obliged) to accept and rely conclusively on such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out in this Condition 6(b) without further enquiry and without liability to any Bondholder or any other person, in which event the same shall be conclusive and binding on the Bondholders.

(c) Redemption for a Change of Control:

At any time following the occurrence of a Change of Control, the holder of any Bond will have the right, at such holder's option, to require the Issuer to redeem all, but not some only, of that holder's Bonds on the Put Settlement Date (as defined below) at 101 per cent. of their principal amount, together with accrued but unpaid interest to but excluding the Put Settlement Date. To exercise such right, the holder of the relevant Bond must deposit at the specified office of the CMU Lodging and Paying Agent at reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m. (local time)) a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent (a "**Put Exercise Notice**"), together with the Certificate evidencing the Bonds to be redeemed, by not later than 30 days following a Change of Control or, if later, 30 days following the date upon which notice thereof is given to Bondholders by the Issuer in accordance with Condition 14. The "Put Settlement Date" shall be the fourteenth day after the expiry of such period of 30 days as referred to above.

A Put Exercise Notice, once delivered, shall be irrevocable and may not be withdrawn without the Issuer's consent and the Issuer shall redeem the Bonds the subject of the Put Exercise Notices delivered as aforesaid on the Put Settlement Date.

The Issuer shall give notice to the Bondholders in accordance with Condition 14 and the Fiscal Agent in writing by not later than 14 days following the first day on which it becomes aware of the occurrence of a Change of Control, which notice shall specify the procedure for exercise by holders of their rights to require redemption of the Bonds pursuant to this Condition 6(c).

The Fiscal Agent and the Agents shall not be required to take any steps to ascertain whether a Change of Control has occurred or any event which could lead to the occurrence of a Change of Control and shall not be responsible for or liable to the Bondholders, the Issuer, the Company or any other person for any loss arising from any failure to do so.

For the purposes of this Condition 6(c):

- (i) An "**Affiliate**" of any specified Person means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control of more than 50 per cent. with such specified Person;

- (ii) “**Control**” means (i) the ownership or control of more than 50 per cent. of the Voting Rights of the issued share capital of a person or (ii) the possession, directly or indirectly, of the power to nominate or designate more than 50 per cent. of the members then in office of a person’s board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of Voting Rights, contracts or otherwise;
- (iii) A “**Change of Control**” occurs when:
 - (a) COFCO Corporation (“**COFCO**”) ceases to (a) be the single largest shareholder of the Issuer or (b) directly or indirectly be interested in not less than 10 per cent. of the issued share capital of the Issuer; or
 - (b) any Person or Persons (other than Permitted Holders) acting together acquires Control of the Issuer; or the Issuer consolidates with or merges into or sells or transfers all or substantially all of the Issuer’s assets to any other Person, unless the consolidation, merger, sale or transfer will not result in the other Person or Persons acquiring Control of the Issuer or the successor entity;
- (iv) “**Permitted Holders**” means COFCO and any of its Affiliates;
- (v) “**Person**” includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or agency of a state (in each case whether or not being a separate legal entity) but does not include the Issuer’s directors or any other governing board and does not include the Issuer’s wholly-owned direct or indirect Subsidiaries;
- (vi) “**Voting Rights**” means the right generally to vote at a general meeting of shareholders of a person (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency, and any such voting power shall therefore be excluded for the purpose of this definition).

(d) Redemption at the Option of the Issuer:

The Issuer may, at its option, on giving not more than 60 nor less than 30 days’ irrevocable notice (the “**Make Whole Optional Redemption Notice**”) to the Bondholders in accordance with Condition 14, redeem all, but not some only, of the Bonds at any time prior to 30 June 2030 at their Make Whole Price as of, together with interest accrued and unpaid to, the date fixed for redemption (the “**Make Whole Option Redemption Date**”) specified in the Make Whole Optional Redemption Notice.

In addition, the Issuer may, at the Issuer’s option, on giving not more than 60 nor less than 30 days’ irrevocable notice (the “**Optional Redemption Notice**”) to the Bondholders in accordance with Condition 14, redeem all, but not some only, of the Bonds at any time from or after 30 June 2030, at a redemption price equal to

100% of the principal amount of the Bonds, together with interest accrued and unpaid to, the date fixed for redemption specified in the Optional Redemption Notice.

For the purpose of this Condition 6(d):

“Independent Investment Bank” means an independent investment bank or financial advisor of international repute, appointed by and at the cost of the Issuer (and notice thereof is given to the Bondholders in accordance with Condition 14 and the Fiscal Agent and the CMU Lodging and Paying Agent by the Issuer) for the purposes of performing any of the functions expressed to be performed by it under this Condition 6(d);

“Make Whole Call Reference Rate” means the rate per annum equal to the semi-annual equivalent yield to maturity derived from the average of the bid and asked prices of the offshore China Government Bond denominated in Renminbi (Bloomberg ticker: CGB Govt, or any equivalent successor Bloomberg ticker that is publicly available) having a maturity equal or closest to the Maturity Date, as determined by the Independent Investment Bank in accordance with the provisions hereof (the **“Comparable China Government Bond”**) (expressed as a percentage of principal amount (rounded to three decimal places, 0.0005 being rounded upwards)), prevailing at 11:00 a.m. (Hong Kong time) on the third Make Whole Determination Business Day preceding the Make Whole Option Redemption Date as displayed on the Bloomberg page and as determined by the Independent Investment Bank. If on the third Make Whole Determination Business Day preceding the Make Whole Option Redemption Date, the rate per annum equal to the semi-annual equivalent yield to maturity derived from the average of the bid and asked prices of the China Government Bond ticker is not published or available, the Independent Investment Bank shall, on the second Make Whole Determination Business Day preceding such Make Whole Option Redemption Date, calculate the Make Whole Call Reference Rate based on the average of the bid and asked prices at 11:00 a.m. (Hong Kong time) of such Comparable China Government Bond (expressed as a percentage of principal amount (rounded to three decimal places, 0.0005 being rounded upwards)) quoted in writing to the Independent Investment Bank by any financial institutions that are recognised dealers or brokers in offshore PRC Government Bonds;

“Make Whole Determination Business Day” means a day, other than a Saturday, Sunday or public holiday, on which commercial banks and foreign exchange markets are open for general business in Hong Kong;

“Make Whole Price” means, with respect to a Bond at any redemption date, the amount calculated by the Independent Investment Bank that is the greater of (1) the present value of the principal amount of the Bonds, assuming a scheduled repayment thereof on the Maturity Date plus all required remaining scheduled interest payments due on such Bond through the Maturity Date (but excluding accrued and unpaid interest to the Make Whole Option Redemption Date), computed using a discount rate equal to the Make Whole Call Reference Rate plus 10 basis points, and (2) the principal amount of such Bonds;

Any reference in these Conditions to principal and/or interest shall be deemed to include any Make Whole Price which may be payable under this Condition 6(d).

- (e) **Purchase:** The Issuer and its Subsidiaries may at any time purchase Bonds in the open market or otherwise at any price. The Bonds so purchased, while held by or on behalf of the Issuer or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Bondholders and shall not be deemed to be outstanding for the purpose of calculating quorums at meetings of the holders, for the purpose of participating in any Written Resolution or Electronic Consent or for the purposes of Condition 9 and Condition 12(a).
- (f) **Cancellation:** All Certificates representing Bonds purchased by or on behalf of the Issuer shall be surrendered for cancellation to the Registrar and, upon surrender thereof, all such Bonds shall be cancelled forthwith. Any Certificates so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Bonds shall be discharged.

7 Payments

(a) Method of Payment:

- (i) Payments of principal and premium (if any) shall be made (subject to surrender of the relevant Certificates at the specified office of any Transfer Agent or of the Registrar if no further payment falls to be made in respect of the Bonds represented by such Certificates) in the manner provided in paragraph (ii) below.
- (ii) Interest on each Bond shall be paid to the person shown on the Register at the close of business on the Payment Business Day before the due date for payment thereof (the “**Record Date**”). Payments of interest on each Bond shall be made in Renminbi by wire transfer to the registered account of the relevant Bondholder. For the purposes of this Condition 7(a)(ii), a Bondholder’s “**registered account**” means the Renminbi account maintained by or on behalf of it with a bank in Hong Kong that processes payments in Renminbi, details of which appear on the Register at the close of business on the Record Date.
- (iii) If the amount of principal being paid upon surrender of the relevant Certificate is less than the outstanding principal amount of such Certificate, the Registrar will annotate the Register with the amount of principal so paid and will (if so requested by the Issuer or a Bondholder) issue a new Certificate with a principal amount equal to the remaining unpaid outstanding principal amount. If the amount of interest being paid is less than the amount then due, the Registrar will annotate the Register with the amount of interest so paid.

For so long as any of the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of the Operator, the CMU Lodging and Paying Agent will make payments to the Operator who will make payments to each CMU participant who is at the close of business on the Clearing System Business Day immediately prior to the date of payment shown in the records of

the Operator as the holder of a particular principal amount of Bonds (each an “**accountholder**”), where “**Clearing System Business Day**” means a day on which the CMU is operating and open for business. Such payment made in accordance thereof shall discharge the Issuer’s obligations in respect of that payment. Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the inter-bank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants, and the Fiscal Agent, the CMU Lodging and Paying Agent and the other Agents shall have no liability to the Bondholders, the Issuer, the CMU participants, the indirect participants or any other person in respect of any such payment. Save in the case of final payment, no presentation of the Global Certificate shall be required for such purpose.

- (b) **Payments subject to Fiscal Laws:** All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment. No commission or expenses shall be charged to the Bondholders in respect of such payments.
- (c) **Payment Initiation:** Where payment is to be made by transfer to a registered amount, payment instructions (for value the due date, or if that is not a Payment Business Day, for value the first following day which is a Payment Business Day) will be initiated, and, where payment is to be made by cheque, the cheque will be mailed on the due date, or if that is not a Payment Business Day, on the first following day which is a Payment Business Day or, in the case of payments of principal where the relevant Certificate has not been surrendered at the specified office of any Transfer Agent or of the Registrar, on a day on which the Fiscal Agent is open for business and on which the relevant Certificate is surrendered.
- (d) **Appointment of Agents:** The Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, and the Transfer Agents initially appointed by the Issuer and their respective specified offices are in the Fiscal Agency Agreement. The Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, and the Transfer Agents act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Bondholder. The Issuer reserves the right at any time to vary or terminate the appointment of the Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, or any Transfer Agent and to appoint additional or other Transfer Agents, provided that the Issuer shall at all times maintain (i) a Fiscal Agent, (ii) a CMU Lodging and Paying Agent, (iii) a Registrar, (iv) a Transfer Agent, and (v) such other agents as may be required by any other stock exchange on which the Bonds may be listed.

Notice of any such change or any change of any specified office shall promptly be given to the Bondholders.

- (e) **Delay in Payment:** The Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due on a Bond if the due date is not a Payment Business Day, if the Bondholder is late in surrendering or cannot surrender its Certificate (if required to do so) or if a cheque mailed in accordance with Condition 7(a)(ii) arrives after the due date for payment.

- (f) **Non-Business Days:** If any date for payment in respect of any Bond is not a Payment Business Day, the holder shall not be entitled to payment until the next following Payment Business Day nor to any interest or other sum in respect of such postponed payment. In this Condition 7, “**Payment Business Day**” means a day (other than a Saturday, a Sunday or a public holiday) on which banks and foreign exchange markets are generally open for business and settlement of Renminbi payments in Hong Kong and (if surrender of the relevant Certificate is required) the relevant place of presentation.

8 Taxation

All payments of principal, premium (if any) and interest by or on behalf of the Issuer in respect of the Bonds shall be made free and clear of, and without withholding or deduction for or on account of, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the Cayman Islands or the PRC or any political subdivision or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.

Where such withholding or deduction is made by the Issuer by or within the PRC at the rate up to and including the aggregate rate applicable on 23 July 2025 (the “**Applicable Rate**”), the Issuer will increase the amounts paid by it to the extent required, so that the net amount received by the Bondholders equals the amounts which would otherwise have been receivable by them had no such withholding or deduction been required.

If the Issuer is required to make a deduction or withholding by or within the PRC in excess of the Applicable Rate, or any Cayman Islands deduction or withholding is required, in such event the Issuer shall pay such additional amounts (“**Additional Tax Amounts**”) as will result in receipt by the Bondholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no Additional Tax Amounts shall be payable in respect of any Bond:

- (a) **Other connection:** held by or on behalf of a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of his (or the beneficial owner) having some connection with the Cayman Islands or the PRC other than the mere holding of the Bond; or
- (b) **Surrender more than 30 days after the Relevant Date:** in respect of which the Certificate representing it is presented for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such Additional Tax Amounts on surrendering the Certificate representing such Bond for payment on the last day of such period of 30 days (as if such last day were a Payment Business Day).

“**Relevant Date**” in respect of any Bond means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Bondholders that, upon further surrender of the Certificate

representing such Bond being made in accordance with these Conditions, such payment will be made, provided that payment is in fact made upon such surrender.

Any reference in these Conditions to principal, premium (if any) and/or interest shall be deemed to include any additional amounts which may be payable under this Condition 8.

9 Events of Default

If any of the following events (“**Events of Default**”) occurs:

- (a) **Non-Payment:** there is failure to pay (i) the principal of or any premium on any of the Bonds when due or (ii) any interest on any of the Bonds within 21 days of the due date of such interest; or
- (b) **Breach of Other Obligations:** the Issuer does not perform or comply with any one or more of its other obligations under the Bonds which default is incapable of remedy or if capable of remedy, is not remedied within 30 days after written notice of such default shall have been given to the Fiscal Agent at its specified office by any Bondholder; or
- (c) **Cross-Default:** (i) any other present or future indebtedness of the Issuer or any of its Subsidiaries for or in respect of moneys borrowed or raised becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like (howsoever described), or (ii) any such indebtedness is not paid when due unless such payment is made within the applicable grace period, or (iii) the Issuer or any of its Subsidiaries fails to pay when due, unless payment is made within the applicable grace period, any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised provided that no event described in this Condition 9(c) shall constitute an Event of Default unless the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this Condition 9(c) have occurred at any time equals or exceeds (either individually or in aggregate) U.S.\$70,000,000 or its equivalent (on the basis of the middle spot rate for the relevant currency against the U.S. dollar as quoted by any leading bank on the day on which this Condition 9(c) operates); or
- (d) **Enforcement Proceedings:** a distress, attachment, execution after final judgment by a court of competent jurisdiction or other legal process is levied, enforced or sued out on or against any substantial part of the property, assets or revenues of the Issuer or any of its Principal Subsidiaries and is not discharged or stayed within 30 days; or
- (e) **Security Enforced:** any mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Issuer or any of its Principal Subsidiaries over a substantial part of the assets of the Issuer or the relevant Principal Subsidiaries, as the case may be, becomes enforceable pursuant to a final judgment by a court of competent jurisdiction and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or

other similar person) and such judgment is not discharged within 45 days, provided that no event described in this Condition 9(e) shall constitute an Event of Default unless the aggregate amount of the relevant assets in respect of which one or more of the events mentioned above in this Condition 9(e) have occurred at any time equals or exceeds (either individually or in aggregate) U.S.\$50,000,000 or its equivalent (on the basis of the middle spot rate for the relevant currency against the U.S. dollar as quoted by any leading bank on the day on which this Condition 9(e) operates); or

- (f) **Insolvency:** the Issuer or any of its Principal Subsidiaries is (or is, or could be, deemed by law or a court of competent jurisdiction to be) insolvent or bankrupt or unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or a substantial part of its debts, proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or a substantial part of (or of a particular type of) the debts of the Issuer or any of its Principal Subsidiaries; or
- (g) **Winding-up:** an order is made by any court of competent jurisdiction or an effective resolution passed for the winding-up or dissolution of the Issuer or any of its Principal Subsidiaries, or the Issuer ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (i) on terms approved by an Extraordinary Resolution of the Bondholders, or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of the Principal Subsidiary are transferred to or otherwise vested in the Issuer or another of its Principal Subsidiaries on a pro rata basis in accordance with such Principal Subsidiary's shareholding; or
- (h) **Authorisation and Consents:** any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorisation, exemption, filing, licence, order, recording or registration) at any time required to be taken, fulfilled or done in order (i) to enable the Issuer to lawfully to enter into, exercise its rights and perform and comply with its obligations under the Bonds, the Fiscal Agency Agreement and the Deed of Covenant, (ii) to ensure that those obligations are legally binding and enforceable and (iii) to make the Bonds, the Fiscal Agency Agreement and the Deed of Covenant admissible in evidence in the courts of Hong Kong is not taken, fulfilled or done; or
- (i) **Illegality:** it is or will become unlawful for the Issuer to perform or comply with any one or more of its material obligations under any of the Bonds, the Fiscal Agency Agreement or the Deed of Covenant; or
- (j) **Analogous Events:** any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs (f) and (g) of this Condition 9; or

then any Bond may, by notice in writing given to the Fiscal Agent at its specified office by the holder, be declared immediately due and payable whereupon it shall become immediately due and payable at its principal amount together with accrued interest without further formality.

10 Prescription

Claims against the Issuer for payment in respect of the Bonds shall be prescribed and become void unless made within 10 years (in the case of principal and premium (if any)) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

11 Replacement of Certificates

If any Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations or other relevant regulatory authority regulations, at the specified office of the Registrar or such other Transfer Agent as may from time to time be designated by the Issuer for that purpose and notice of whose designation is given to the Bondholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security, indemnity and otherwise as the Issuer may require (provided that the requirement is reasonable in light of prevailing market practice). Mutilated or defaced Certificates must be surrendered before replacements will be issued.

12 Meetings of the Bondholders, and Modification

- (a) **Meetings of the Bondholders:** The Fiscal Agency Agreement contains provisions for convening meetings of the Bondholders to consider matters affecting their interests, including without limitation the sanctioning by Extraordinary Resolution of a modification of any of these Conditions. Such a meeting may be convened by the Bondholders holding not less than 10 per cent. in aggregate principal amount of the Bonds for the time being outstanding. The quorum for any meeting convened for passing an Extraordinary Resolution will be two or more persons holding or representing over 50 per cent. in aggregate principal amount of the Bonds for the time being outstanding, or at any adjourned meeting two or more persons being or representing the Bondholders whatever the aggregate principal amount of the Bonds so held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds, (ii) to reduce or cancel the amount of principal, interest or premium (if any) payable in respect of the Bonds or changing the method of calculation of any amount payable under the Bonds, (iii) to change the currency of payment of the Bonds, or (iv) to modify the provisions concerning the quorum required at any meeting of the Bondholders or the majority required to pass an Extraordinary Resolution, in which case the necessary quorum for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 66 per cent., or at any adjourned such meeting not less than 25 per cent., in aggregate principal amount of the Bonds for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on the Bondholders (whether or not they were present at the meeting at which such resolution was passed).

The Fiscal Agency Agreement provides that (A) a written resolution signed by or on behalf of the Bondholders of not less than 90 per cent. of the aggregate principal amount of the Bonds for the time being outstanding, or (B) a resolution passed by way of electronic consents through the clearing system by or on behalf

of the Bondholders of not less than 90 per cent. of the aggregate principal amount of the Bonds for the time being outstanding shall each for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of the Bondholders duly convened and held. A written resolution may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Bondholders.

- (b) **Modification of the Fiscal Agency Agreement:** The Issuer shall only permit any modification of, or any waiver or authorisation of any breach or proposed breach of or any failure to comply with, the Fiscal Agency Agreement, if to do so could not reasonably be expected to be materially prejudicial to the interests of the Bondholders.

13 Further Issues

The Issuer may from time to time without the consent of the Bondholders create and issue further securities either having the same terms and conditions as the Bonds in all respects (or in all material respects except for the first payment of interest on them and the timing for registering and completing the NDRC Post-Issue Filing) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Bonds) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition 13 and forming a single series with the Bonds.

14 Notices

All notices to the holders of Bonds shall be valid if (i) mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing or (ii) published in a leading newspaper having general circulating in Hong Kong or, if such publication shall not be practicable, in a daily newspaper with general circulation in Asia. It is expected that such publication will normally be made in *The Wall Street Journal Asia*. The Issuer shall also ensure that notices are duly published in a manner that complies with the rules and regulations of any stock exchange or other relevant authority on which the Bonds are for the time being listed. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the first date on which publication is made.

So long as the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of the Operator, any notice to the holders of the Bonds shall be validly given by the delivery of the relevant notice to the CMU for communication by the CMU to each relevant accountholder in substitution for notification as required by these Conditions and shall be deemed to have been given on the date of delivery to the CMU. Indirect participants will have to rely on the CMU participants (through whom they hold the Bonds, in the form of interests in the Global Certificate) to deliver the notices to them, subject to the arrangements agreed between the indirect participants and the CMU participants.

15 Currency Indemnity

Renminbi is the sole currency of account and payment for all sums payable by the Issuer under or in connection with the Bonds, including damages. Any amount received or recovered in a currency other than Renminbi (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or otherwise) by any Bondholder in respect of any sum expressed to be due to it from the Issuer shall only constitute a discharge to the Issuer to the extent of the Renminbi amount which the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If that Renminbi amount is less than the Renminbi amount expressed to be due to the recipient under any Bond, the Issuer shall indemnify it against any loss sustained by it as a result. In any event, the Issuer shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it will be sufficient for the Bondholder to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Bondholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Bond or any other judgment or order.

16 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999 except and to the extent (if any) that the Bonds expressly provide for such Act to apply to any of their terms.

17 Governing Law and Jurisdiction

- (a) **Governing Law:** The Fiscal Agency Agreement and the Bonds and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law.
- (b) **Jurisdiction:** The Issuer irrevocably agrees that the courts of Hong Kong are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Bonds (including a dispute relating to any non-contractual obligations arising out of or in connection with the Fiscal Agency Agreement or the Bonds) and that accordingly submits to the jurisdiction of the Hong Kong courts. The Issuer waives any objection to the courts of Hong Kong on the grounds that they are an inconvenient or inappropriate forum.
- (c) **Waiver of Immunity:** The Issuer hereby waives any right to claim sovereign, crown, state or other immunity from jurisdiction or execution and any similar defence, and irrevocably consents to the giving of any relief or the issue of any process, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any proceedings.

TERMS AND CONDITIONS OF THE 2035 BONDS

The following are the terms and conditions substantially in the form in which they (other than the text in italics) will be endorsed on the Certificate issued in respect of the Bonds and referred to in the global certificate relating to the Bonds.

The issue of the CNY1,500,000,000 2.3 per cent. Sustainability Bonds due 2035 (the “**Bonds**”, which term shall include, unless the context requires otherwise, any further bonds issued in accordance with Condition 13 and consolidated and forming a single series therewith) was authorised by the board of directors of China Mengniu Dairy Company Limited (the “**Issuer**”) in the board meeting held on 28 August 2024. A fiscal agency agreement dated 30 July 2025 (the “**Fiscal Agency Agreement**”) has been entered into in relation to the Bonds between the Issuer, Citicorp International Limited as fiscal agent, CMU lodging and paying agent, transfer agent, registrar and the other agents named in it. The Bonds have the benefit of a Deed of Covenant (the “**Deed of Covenant**”) dated 30 July 2025 executed by the Issuer relating to the Bonds. The fiscal agent, the CMU lodging and paying agent, the registrar and any transfer agent for the time being are referred to below respectively as the “**Fiscal Agent**”, the “**CMU Lodging and Paying Agent**”, the “**Registrar**” and the “**Transfer Agents**”. “**Agents**” means the Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, the Transfer Agents and any other agent or agents appointed from time to time with respect to the Bonds. The Fiscal Agency Agreement includes the form of the Bonds. Copies of the Fiscal Agency Agreement and the Deed of Covenant are available for inspection during normal business hours (9:00 a.m. to 3:00 p.m., Monday to Friday other than public holidays) at the specified offices for the time being of the Fiscal Agent (being at the date hereof at 40/F, Champion Tower, 3 Garden Road, Central, Hong Kong) following prior written request and proof of holding and identity to the satisfaction of the Fiscal Agent. The holders of the Bonds (the “**Bondholders**”) are deemed to have notice of all the provisions of and are bound by the Fiscal Agency Agreement applicable to them.

All capitalised terms that are not defined in these terms and conditions (the “**Conditions**”) will have the meanings given to them in and be bound by the Fiscal Agency Agreement.

1 Form, Specified Denomination and Title

The Bonds are issued in the specified denomination of CNY1,000,000 and integral multiples of CNY10,000 in excess thereof.

The Bonds are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(a), each Certificate shall represent the entire holding of Bonds by the same holder.

Title to the Bonds shall pass by registration of title in the register that the Issuer shall procure to be kept by the Registrar outside the United Kingdom in accordance with the provisions of the Fiscal Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Bond shall be deemed to be and may be treated as the absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on the Certificate representing it or the theft or loss of such Certificate and no person shall be liable for so treating the holder.

In these Conditions, “Bondholder” and, in relation to a Bond, “holder” mean the person in whose name a Bond is registered.

Upon issue, the Bonds will be represented by a global certificate (the “Global Certificate”) registered in the name of, and lodged with a sub-custodian for, the Hong Kong Monetary Authority as operator (the “Operator”) of the Central Moneymarkets Unit Service (the “CMU”). These terms and conditions are modified by certain provisions contained in the Global Certificate.

Except in the limited circumstances described in the Global Certificate, owners of interests in Bonds represented by the Global Certificate will not be entitled to receive definitive Certificates in respect of their individual holdings of Bonds. The Bonds are not issuable in bearer form.

2 Transfers of Bonds

- (a) **Transfer:** A holding of Bonds may, subject to Condition 2(d), be transferred in whole or in part in the specified denomination as provided in Condition 1 upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate(s) representing such Bonds to be transferred, together with the form of transfer endorsed on such Certificate(s) (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or any Transfer Agent may reasonably require. In the case of a transfer of part only of a holding of Bonds represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. In the case of a transfer of Bonds to a person who is already a holder of Bonds, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding. All transfers of Bonds and entries on the Register will be made in accordance with the detailed regulations concerning transfers and registration of Bonds scheduled to the Fiscal Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Fiscal Agent. A copy of the current regulations will be made available by the Registrar to any Bondholder upon written request. No transfer of title to a Bond will be valid unless and until entered in the Register.

Transfers of interests in the Bonds evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

- (b) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(a) shall be available for delivery within three business days of receipt of a duly completed form and signed of transfer and surrender of the existing Certificate(s). Delivery of the new Certificate(s) shall be made at the specified office of the relevant Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such form of transfer or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and

pays in advance to the relevant Transfer Agent or the Registrar (as the case may be) the costs of such other method of delivery and/or such insurance as it may specify. The form of transfer is available at the specified offices of the Transfer Agent. In this Condition 2(c), “**business day**” means a day, other than a Saturday or Sunday, on which commercial banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).

- (c) **Transfer Free of Charge:** Certificates on transfer shall be issued and registered without charge by or on behalf of the Issuer, the Registrar or any Transfer Agent, but upon (i) payment by the Bondholder of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity and/or security and/or pre-funding as the Issuer, the Registrar or the relevant Transfer Agent may require), (ii) the Registrar being satisfied in its absolute discretion with the documents of title or identity of the person making the application and (iii) the relevant Agent (after consultation with the Issuer if so required) being satisfied that the regulations concerning transfer of Bonds have been complied with.
- (d) **Closed Periods:** No Bondholder may require the transfer of a Bond to be registered (i) during the period of 15 days ending on (and including) the due date for redemption of that Bond, (ii) during the period of 15 days prior to (and including) any date on which Bonds may be called for redemption by the Issuer at its option pursuant to Condition 6(b) or Condition 6(d), (iii) after a Put Event Exercise Notice has been deposited in respect of such Bond pursuant to Condition 6(c), (iv) after any such Bond has been called for redemption, or (v) during the period of seven days ending on (and including) any Record Date (as defined in Condition 7(a)(ii)).

3 Status

The Bonds constitute direct, unconditional, unsubordinated and (subject to Condition 4(a)) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable law, at all times rank at least equally with all of the Issuer’s other present and future unsecured and unsubordinated obligations.

4 Covenants

- (a) **Negative Pledge and Relevant Indebtedness Covenants:** So long as any Bond remains outstanding (as defined in the Fiscal Agency Agreement) and except for any issuance of debt or convertible securities or any other similar transaction by the Issuer for the purpose of providing incentive to the management and/or employees of the Issuer and/or its subsidiaries, the Issuer will not, and will ensure that none of its Principal Subsidiaries (other than a Listed Subsidiary) will, create any Encumbrance or permit to exist any Encumbrance to secure any Relevant Indebtedness or to secure any guarantee or indemnity in respect of any Relevant Indebtedness, without at the same time or prior thereto according to the Bonds either (a) the same security as is created or subsisting to secure any such Relevant

Indebtedness, guarantee or indemnity or (b) such other security as shall be approved by an Extraordinary Resolution (as defined in the Fiscal Agency Agreement) of the Bondholders.

- (b) **Notification to NDRC:** The Issuer undertakes to file or cause to be filed with the National Development and Reform Commission (the “**NDRC**”) within the relevant prescribed timeframes after the Issue Date the requisite information and documents in respect of the Bonds in accordance with the Administration Measures for the Examination and Registration of Medium and Long-term Foreign Debt of Enterprises (企業中長期外債審核登記管理辦法(國家發展和改革委員會令第56號)) (the “**Order 56**”) issued by the NDRC with effect from 10 February 2023 (the “**Post-Issuance Reporting Filings**”) and comply with the continuing obligations under Order 56 and any implementation rules as issued by the NDRC from time to time.

In these Conditions:

- (i) “**Encumbrance**” means, in relation to the Issuer, a Principal Subsidiary or any other person, any mortgage, charge, lien, pledge or other security interest over the whole or any part of the present or future undertaking, assets or revenues (including any uncalled capital) of the Issuer, that Principal Subsidiary or that person (as applicable);
- (ii) “**Listed Subsidiary**” means a Subsidiary the common shares of which are listed for trading on any recognised stock exchange;
- (iii) “**Principal Subsidiary**” means any Subsidiary of the Issuer
 - (a) whose gross assets or (in the case of a Subsidiary which itself has Subsidiaries) consolidated gross assets, as shown by its latest audited balance sheet are at least 5 per cent. of the consolidated gross assets of the Issuer and its Subsidiaries as shown by the latest audited consolidated balance sheet of the Issuer and its Subsidiaries including, for the avoidance of doubt, the investment of the Issuer in each Subsidiary whose accounts are not consolidated with the consolidated audited accounts of the Issuer and after adjustment for minority interests; or
 - (b) whose revenue or (in the case of a Subsidiary which itself has Subsidiaries) consolidated revenue, as shown by its latest audited income statement is at least 5 per cent. of the consolidated revenue as shown by the latest audited consolidated income statement of the Issuer and its Subsidiaries including, for the avoidance of doubt, the Issuer and its consolidated Subsidiaries’ share of revenue of Subsidiaries not consolidated and of jointly controlled entities and after adjustment for minority interests; or
 - (c) whose net profits or (in the case of a Subsidiary which itself has Subsidiaries) consolidated net profits, as shown by its latest audited income statement are at least 5 per cent. of the consolidated net profits as shown by the latest audited consolidated income statement of the

Issuer and its Subsidiaries including, for the avoidance of doubt, the Issuer and its consolidated Subsidiaries' share of profits of Subsidiaries not consolidated and of jointly controlled entities and after adjustment for minority interests; or

- (d) to which is transferred the whole or substantially the whole of the assets of a Subsidiary which immediately prior to such transfer was a Principal Subsidiary, provided that (xx) the Principal Subsidiary which so transfers its assets shall forthwith upon such transfer cease to be a Principal Subsidiary and the Subsidiary to which the assets are so transferred shall forthwith become a Principal Subsidiary and (yy) on or after the date on which the first published audited accounts (consolidated, if appropriate) of the Issuer prepared as of a date later than such transfer are issued, whether such transferor Subsidiary or such transferee Subsidiary is or is not a Principal Subsidiary shall be determined on the basis of such accounts by virtue of the provisions of paragraphs (a), (b) or (c) above of this definition;

provided that, in relation to paragraphs (a), (b) or (c) above of this definition:

- (1) in the case of a corporation or other business entity becoming a Subsidiary after the end of the financial period to which the latest consolidated audited accounts of the Issuer relate, the reference to the then latest consolidated audited accounts of the Issuer for the purposes of the calculation above shall, until consolidated audited accounts of the Issuer for the financial period in which the relevant corporation or other business entity becomes a Subsidiary are available, be deemed to be a reference to the then latest consolidated audited accounts of the Issuer adjusted to consolidate the latest audited accounts (consolidated in the case of a Subsidiary which itself has Subsidiaries) of such Subsidiary in such accounts;
- (2) if at any relevant time in relation to the Issuer or any Subsidiary which itself has Subsidiaries no consolidated accounts are prepared and audited, revenue, net profits or gross assets of the Issuer and/or any such Subsidiary shall be determined on the basis of pro forma consolidated accounts prepared for this purpose by the Issuer;
- (3) if at any relevant time in relation to any Subsidiary, no accounts are audited, its gross assets, revenue or net profits (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Subsidiary prepared for this purpose by the Issuer; and
- (4) if the accounts of any subsidiary (not being a Subsidiary referred to in proviso (1) above) are not consolidated with those of the Issuer, then the determination of whether or not such subsidiary is a Principal Subsidiary shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of the Issuer.

A certificate signed by two Authorised Signatories (as defined in the Fiscal Agency Agreement) of the Issuer, that in their opinion, a Subsidiary is or is not, or was or was not, a Principal Subsidiary shall, in the absence of manifest error, be conclusive and binding on, the Issuer the Bondholders and all parties. The certificate must be accompanied by a report by an internationally recognised firm of accountants addressed to the directors of the Issuer as to proper extraction and basis of the figures used by the Issuer in determining the Principal Subsidiaries of the Issuer and mathematical accuracy of the calculation;

- (iv) “**Relevant Indebtedness**” means any indebtedness issued outside the PRC which is in the form of, or represented or evidenced by, bonds, notes, debentures, loan stock or other securities which for the time being are, or are intended to be or capable of being, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market; and
- (v) a “**Subsidiary**” of any person means (a) any company or other business entity of which that person owns or controls (either directly or through one or more other Subsidiaries) more than 50 per cent. of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or other business entity, or (b) any company or other business entity which at any time has its accounts consolidated with those of that person or which, under the law, regulations or generally accepted accounting principles of the jurisdiction of incorporation of such person from time to time, should have its accounts consolidated with those of that person.

5 Interest

The Bonds bear interest on their outstanding principal amount from and including 30 July 2025 (the “**Issue Date**”) at the rate of 2.3 per cent. per annum, payable semi-annually in arrear on 30 January and 30 July in each year (each an “**Interest Payment Date**”), commencing on 30 January 2026. If any Interest Payment Date would otherwise fall on a day which is not a business day (as defined below in this Condition 5), it shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month in which event it shall be brought forward to the immediately preceding business day.

Each Bond will cease to bear interest from and including the due date for redemption unless, upon surrender of the Certificate representing such Bond, payment of principal and premium (if any) is improperly withheld or refused by the Issuer. In such event, it shall continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant Holder, and (b) the day falling seven days after the Fiscal Agent or the CMU Lodging and Paying Agent has notified the Bondholders of receipt of all sums due in respect of all the Bonds up to that seventh day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

In these Conditions, the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is called an “**Interest Period**”.

Interest in respect of any Bond shall be calculated per CNY10,000 in principal amount of the Bonds (the “**Calculation Amount**”). The amount of interest payable per Calculation Amount for any period shall be equal to the product of the rate of interest specified above, the Calculation Amount and the actual number of days in the Interest Period (or such other period) divided by 365, rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

In this Condition 5, the expression “**business day**” means a day (other than a Saturday, Sunday or public holiday) upon which commercial banks are generally open for business and settlement of Renminbi payments in Hong Kong.

6 Redemption and Purchase

(a) Final Redemption:

Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on the Interest Payment Date falling on, or nearest to, 30 July 2035 (the “**Maturity Date**”). The Bonds may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.

(b) Redemption for Taxation and other Reasons:

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Bondholders in accordance with Condition 14 (which notice shall be irrevocable) and in writing to the Fiscal Agent, at their principal amount (together with interest accrued but unpaid thereon to but excluding the date fixed for redemption), if (i) the Issuer has or will become obliged to pay Additional Tax Amounts (as defined in Condition 8) as provided or referred to under Condition 8 as a result of any change in, amendment or non-renewal of, or judicial decision relating to, the laws or regulations of the People’s Republic of China (the “**PRC**”), or the Cayman Islands or any political subdivision or any authority thereof or therein or having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 23 July 2025, and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such Additional Tax Amounts were a payment in respect of the Bonds then due.

Prior to the delivery or publication of any notice of redemption pursuant to this Condition 6(b), the Issuer will deliver to the Fiscal Agent (a) a certificate signed by two Authorised Signatories of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and (b) an opinion of an independent legal counsel or tax advisors to the effect that the

Issuer is permitted to effect such redemption pursuant to the terms of the Fiscal Agency Agreement and the Issuer has or will become obligated to pay such amounts as a result of such changes or amendment. The Fiscal Agent shall be entitled (but shall not be obliged) to accept and rely conclusively on such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out in this Condition 6(b) without further enquiry and without liability to any Bondholder or any other person, in which event the same shall be conclusive and binding on the Bondholders.

(c) Redemption for a Change of Control:

At any time following the occurrence of a Change of Control, the holder of any Bond will have the right, at such holder's option, to require the Issuer to redeem all, but not some only, of that holder's Bonds on the Put Settlement Date (as defined below) at 101 per cent. of their principal amount, together with accrued but unpaid interest to but excluding the Put Settlement Date. To exercise such right, the holder of the relevant Bond must deposit at the specified office of the CMU Lodging and Paying Agent at reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m. (local time)) a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent (a "**Put Exercise Notice**"), together with the Certificate evidencing the Bonds to be redeemed, by not later than 30 days following a Change of Control or, if later, 30 days following the date upon which notice thereof is given to Bondholders by the Issuer in accordance with Condition 14. The "Put Settlement Date" shall be the fourteenth day after the expiry of such period of 30 days as referred to above.

A Put Exercise Notice, once delivered, shall be irrevocable and may not be withdrawn without the Issuer's consent and the Issuer shall redeem the Bonds the subject of the Put Exercise Notices delivered as aforesaid on the Put Settlement Date.

The Issuer shall give notice to the Bondholders in accordance with Condition 14 and the Fiscal Agent in writing by not later than 14 days following the first day on which it becomes aware of the occurrence of a Change of Control, which notice shall specify the procedure for exercise by holders of their rights to require redemption of the Bonds pursuant to this Condition 6(c).

The Fiscal Agent and the Agents shall not be required to take any steps to ascertain whether a Change of Control has occurred or any event which could lead to the occurrence of a Change of Control and shall not be responsible for or liable to the Bondholders, the Issuer, the Company or any other person for any loss arising from any failure to do so.

For the purposes of this Condition 6(c):

- (i) An "**Affiliate**" of any specified Person means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control of more than 50 per cent. with such specified Person;

- (ii) “**Control**” means (i) the ownership or control of more than 50 per cent. of the Voting Rights of the issued share capital of a person or (ii) the possession, directly or indirectly, of the power to nominate or designate more than 50 per cent. of the members then in office of a person’s board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of Voting Rights, contracts or otherwise;
- (iii) A “**Change of Control**” occurs when:
 - (a) COFCO Corporation (“**COFCO**”) ceases to (a) be the single largest shareholder of the Issuer or (b) directly or indirectly be interested in not less than 10 per cent. of the issued share capital of the Issuer; or
 - (b) any Person or Persons (other than Permitted Holders) acting together acquires Control of the Issuer; or the Issuer consolidates with or merges into or sells or transfers all or substantially all of the Issuer’s assets to any other Person, unless the consolidation, merger, sale or transfer will not result in the other Person or Persons acquiring Control of the Issuer or the successor entity;
- (iv) “**Permitted Holders**” means COFCO and any of its Affiliates;
- (v) “**Person**” includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or agency of a state (in each case whether or not being a separate legal entity) but does not include the Issuer’s directors or any other governing board and does not include the Issuer’s wholly-owned direct or indirect Subsidiaries;
- (vi) “**Voting Rights**” means the right generally to vote at a general meeting of shareholders of a person (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency, and any such voting power shall therefore be excluded for the purpose of this definition).

(d) Redemption at the Option of the Issuer:

The Issuer may, at its option, on giving not more than 60 nor less than 30 days’ irrevocable notice (the “**Make Whole Optional Redemption Notice**”) to the Bondholders in accordance with Condition 14, redeem all, but not some only, of the Bonds at any time prior to 30 April 2035 at their Make Whole Price as of, together with interest accrued and unpaid to, the date fixed for redemption (the “**Make Whole Option Redemption Date**”) specified in the Make Whole Optional Redemption Notice.

In addition, the Issuer may, at the Issuer’s option, on giving not more than 60 nor less than 30 days’ irrevocable notice (the “**Optional Redemption Notice**”) to the Bondholders in accordance with Condition 14, redeem all, but not some only, of the Bonds at any time from or after 30 April 2035, at a redemption price equal to

100% of the principal amount of the Bonds, together with interest accrued and unpaid to, the date fixed for redemption specified in the Optional Redemption Notice.

For the purpose of this Condition 6(d):

“Independent Investment Bank” means an independent investment bank or financial advisor of international repute, appointed by and at the cost of the Issuer (and notice thereof is given to the Bondholders in accordance with Condition 14 and the Fiscal Agent and the CMU Lodging and Paying Agent by the Issuer) for the purposes of performing any of the functions expressed to be performed by it under this Condition 6(d);

“Make Whole Call Reference Rate” means the rate per annum equal to the semi-annual equivalent yield to maturity derived from the average of the bid and asked prices of the offshore China Government Bond denominated in Renminbi (Bloomberg ticker: CGB Govt, or any equivalent successor Bloomberg ticker that is publicly available) having a maturity equal or closest to the Maturity Date, as determined by the Independent Investment Bank in accordance with the provisions hereof (the **“Comparable China Government Bond”**) (expressed as a percentage of principal amount (rounded to three decimal places, 0.0005 being rounded upwards)), prevailing at 11:00 a.m. (Hong Kong time) on the third Make Whole Determination Business Day preceding the Make Whole Option Redemption Date as displayed on the Bloomberg page and as determined by the Independent Investment Bank. If on the third Make Whole Determination Business Day preceding the Make Whole Option Redemption Date, the rate per annum equal to the semi-annual equivalent yield to maturity derived from the average of the bid and asked prices of the China Government Bond ticker is not published or available, the Independent Investment Bank shall, on the second Make Whole Determination Business Day preceding such Make Whole Option Redemption Date, calculate the Make Whole Call Reference Rate based on the average of the bid and asked prices at 11:00 a.m. (Hong Kong time) of such Comparable China Government Bond (expressed as a percentage of principal amount (rounded to three decimal places, 0.0005 being rounded upwards)) quoted in writing to the Independent Investment Bank by any financial institutions that are recognised dealers or brokers in offshore PRC Government Bonds;

“Make Whole Determination Business Day” means a day, other than a Saturday, Sunday or public holiday, on which commercial banks and foreign exchange markets are open for general business in Hong Kong;

“Make Whole Price” means, with respect to a Bond at any redemption date, the amount calculated by the Independent Investment Bank that is the greater of (1) the present value of the principal amount of the Bonds, assuming a scheduled repayment thereof on the Maturity Date plus all required remaining scheduled interest payments due on such Bond through the Maturity Date (but excluding accrued and unpaid interest to the Make Whole Option Redemption Date), computed using a discount rate equal to the Make Whole Call Reference Rate plus 10 basis points, and (2) the principal amount of such Bonds;

Any reference in these Conditions to principal and/or interest shall be deemed to include any Make Whole Price which may be payable under this Condition 6(d).

- (e) **Purchase:** The Issuer and its Subsidiaries may at any time purchase Bonds in the open market or otherwise at any price. The Bonds so purchased, while held by or on behalf of the Issuer or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Bondholders and shall not be deemed to be outstanding for the purpose of calculating quorums at meetings of the holders, for the purpose of participating in any Written Resolution or Electronic Consent or for the purposes of Condition 9 and Condition 12(a).
- (f) **Cancellation:** All Certificates representing Bonds purchased by or on behalf of the Issuer shall be surrendered for cancellation to the Registrar and, upon surrender thereof, all such Bonds shall be cancelled forthwith. Any Certificates so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Bonds shall be discharged.

7 Payments

(a) Method of Payment:

- (i) Payments of principal and premium (if any) shall be made (subject to surrender of the relevant Certificates at the specified office of any Transfer Agent or of the Registrar if no further payment falls to be made in respect of the Bonds represented by such Certificates) in the manner provided in paragraph (ii) below.
- (ii) Interest on each Bond shall be paid to the person shown on the Register at the close of business on the Payment Business Day before the due date for payment thereof (the “**Record Date**”). Payments of interest on each Bond shall be made in Renminbi by wire transfer to the registered account of the relevant Bondholder. For the purposes of this Condition 7(a)(ii), a Bondholder’s “**registered account**” means the Renminbi account maintained by or on behalf of it with a bank in Hong Kong that processes payments in Renminbi, details of which appear on the Register at the close of business on the Record Date.
- (iii) If the amount of principal being paid upon surrender of the relevant Certificate is less than the outstanding principal amount of such Certificate, the Registrar will annotate the Register with the amount of principal so paid and will (if so requested by the Issuer or a Bondholder) issue a new Certificate with a principal amount equal to the remaining unpaid outstanding principal amount. If the amount of interest being paid is less than the amount then due, the Registrar will annotate the Register with the amount of interest so paid.

For so long as any of the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of the Operator, the CMU Lodging and Paying Agent will make payments to the Operator who will make payments to each CMU participant who is at the close of business on the Clearing System Business Day immediately prior to the date of payment shown in the records of the Operator as the

holder of a particular principal amount of Bonds (each an “**accountholder**”), where “**Clearing System Business Day**” means a day on which the CMU is operating and open for business. Such payment made in accordance thereof shall discharge the Issuer’s obligations in respect of that payment. Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the inter-bank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants, and the Fiscal Agent, the CMU Lodging and Paying Agent and the other Agents shall have no liability to the Bondholders, the Issuer, the CMU participants, the indirect participants or any other person in respect of any such payment. Save in the case of final payment, no presentation of the Global Certificate shall be required for such purpose.

- (b) **Payments subject to Fiscal Laws:** All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment. No commission or expenses shall be charged to the Bondholders in respect of such payments.
- (c) **Payment Initiation:** Where payment is to be made by transfer to a registered amount, payment instructions (for value the due date, or if that is not a Payment Business Day, for value the first following day which is a Payment Business Day) will be initiated, and, where payment is to be made by cheque, the cheque will be mailed on the due date, or if that is not a Payment Business Day, on the first following day which is a Payment Business Day or, in the case of payments of principal where the relevant Certificate has not been surrendered at the specified office of any Transfer Agent or of the Registrar, on a day on which the Fiscal Agent is open for business and on which the relevant Certificate is surrendered.
- (d) **Appointment of Agents:** The Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, and the Transfer Agents initially appointed by the Issuer and their respective specified offices are in the Fiscal Agency Agreement. The Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, and the Transfer Agents act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Bondholder. The Issuer reserves the right at any time to vary or terminate the appointment of the Fiscal Agent, the CMU Lodging and Paying Agent, the Registrar, or any Transfer Agent and to appoint additional or other Transfer Agents, provided that the Issuer shall at all times maintain (i) a Fiscal Agent, (ii) a CMU Lodging and Paying Agent, (iii) a Registrar, (iv) a Transfer Agent, and (v) such other agents as may be required by any other stock exchange on which the Bonds may be listed.

Notice of any such change or any change of any specified office shall promptly be given to the Bondholders.

- (e) **Delay in Payment:** The Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due on a Bond if the due date is not a Payment Business Day, if the Bondholder is late in surrendering or cannot surrender its Certificate (if required to do so) or if a cheque mailed in accordance with Condition 7(a)(ii) arrives after the due date for payment.

- (f) **Non-Business Days:** If any date for payment in respect of any Bond is not a Payment Business Day, the holder shall not be entitled to payment until the next following Payment Business Day nor to any interest or other sum in respect of such postponed payment. In this Condition 7, “**Payment Business Day**” means a day (other than a Saturday, a Sunday or a public holiday) on which banks and foreign exchange markets are generally open for business and settlement of Renminbi payments in Hong Kong and (if surrender of the relevant Certificate is required) the relevant place of presentation.

8 Taxation

All payments of principal, premium (if any) and interest by or on behalf of the Issuer in respect of the Bonds shall be made free and clear of, and without withholding or deduction for or on account of, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the Cayman Islands or the PRC or any political subdivision or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.

Where such withholding or deduction is made by the Issuer by or within the PRC at the rate up to and including the aggregate rate applicable on 23 July 2025 (the “**Applicable Rate**”), the Issuer will increase the amounts paid by it to the extent required, so that the net amount received by the Bondholders equals the amounts which would otherwise have been receivable by them had no such withholding or deduction been required.

If the Issuer is required to make a deduction or withholding by or within the PRC in excess of the Applicable Rate, or any Cayman Islands deduction or withholding is required, in such event the Issuer shall pay such additional amounts (“**Additional Tax Amounts**”) as will result in receipt by the Bondholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no Additional Tax Amounts shall be payable in respect of any Bond:

- (a) **Other connection:** held by or on behalf of a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of his (or the beneficial owner) having some connection with the Cayman Islands or the PRC other than the mere holding of the Bond; or
- (b) **Surrender more than 30 days after the Relevant Date:** in respect of which the Certificate representing it is presented for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such Additional Tax Amounts on surrendering the Certificate representing such Bond for payment on the last day of such period of 30 days (as if such last day were a Payment Business Day).

“**Relevant Date**” in respect of any Bond means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Bondholders that, upon further surrender of the Certificate

representing such Bond being made in accordance with these Conditions, such payment will be made, provided that payment is in fact made upon such surrender.

Any reference in these Conditions to principal, premium (if any) and/or interest shall be deemed to include any additional amounts which may be payable under this Condition 8.

9 Events of Default

If any of the following events (“**Events of Default**”) occurs:

- (a) **Non-Payment:** there is failure to pay (i) the principal of or any premium on any of the Bonds when due or (ii) any interest on any of the Bonds within 21 days of the due date of such interest; or
- (b) **Breach of Other Obligations:** the Issuer does not perform or comply with any one or more of its other obligations under the Bonds which default is incapable of remedy or if capable of remedy, is not remedied within 30 days after written notice of such default shall have been given to the Fiscal Agent at its specified office by any Bondholder; or
- (c) **Cross-Default:** (i) any other present or future indebtedness of the Issuer or any of its Subsidiaries for or in respect of moneys borrowed or raised becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like (howsoever described), or (ii) any such indebtedness is not paid when due unless such payment is made within the applicable grace period, or (iii) the Issuer or any of its Subsidiaries fails to pay when due, unless payment is made within the applicable grace period, any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised provided that no event described in this Condition 9(c) shall constitute an Event of Default unless the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this Condition 9(c) have occurred at any time equals or exceeds (either individually or in aggregate) U.S.\$70,000,000 or its equivalent (on the basis of the middle spot rate for the relevant currency against the U.S. dollar as quoted by any leading bank on the day on which this Condition 9(c) operates); or
- (d) **Enforcement Proceedings:** a distress, attachment, execution after final judgment by a court of competent jurisdiction or other legal process is levied, enforced or sued out on or against any substantial part of the property, assets or revenues of the Issuer or any of its Principal Subsidiaries and is not discharged or stayed within 30 days; or
- (e) **Security Enforced:** any mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Issuer or any of its Principal Subsidiaries over a substantial part of the assets of the Issuer or the relevant Principal Subsidiaries, as the case may be, becomes enforceable pursuant to a final judgment by a court of competent jurisdiction and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or

other similar person) and such judgment is not discharged within 45 days, provided that no event described in this Condition 9(e) shall constitute an Event of Default unless the aggregate amount of the relevant assets in respect of which one or more of the events mentioned above in this Condition 9(e) have occurred at any time equals or exceeds (either individually or in aggregate) U.S.\$50,000,000 or its equivalent (on the basis of the middle spot rate for the relevant currency against the U.S. dollar as quoted by any leading bank on the day on which this Condition 9(e) operates); or

- (f) **Insolvency:** the Issuer or any of its Principal Subsidiaries is (or is, or could be, deemed by law or a court of competent jurisdiction to be) insolvent or bankrupt or unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or a substantial part of its debts, proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or a substantial part of (or of a particular type of) the debts of the Issuer or any of its Principal Subsidiaries; or
- (g) **Winding-up:** an order is made by any court of competent jurisdiction or an effective resolution passed for the winding-up or dissolution of the Issuer or any of its Principal Subsidiaries, or the Issuer ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (i) on terms approved by an Extraordinary Resolution of the Bondholders, or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of the Principal Subsidiary are transferred to or otherwise vested in the Issuer or another of its Principal Subsidiaries on a pro rata basis in accordance with such Principal Subsidiary's shareholding; or
- (h) **Authorisation and Consents:** any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorisation, exemption, filing, licence, order, recording or registration) at any time required to be taken, fulfilled or done in order (i) to enable the Issuer to lawfully to enter into, exercise its rights and perform and comply with its obligations under the Bonds, the Fiscal Agency Agreement and the Deed of Covenant, (ii) to ensure that those obligations are legally binding and enforceable and (iii) to make the Bonds, the Fiscal Agency Agreement and the Deed of Covenant admissible in evidence in the courts of Hong Kong is not taken, fulfilled or done; or
- (i) **Illegality:** it is or will become unlawful for the Issuer to perform or comply with any one or more of its material obligations under any of the Bonds, the Fiscal Agency Agreement or the Deed of Covenant; or
- (j) **Analogous Events:** any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs (f) and (g) of this Condition 9; or

then any Bond may, by notice in writing given to the Fiscal Agent at its specified office by the holder, be declared immediately due and payable whereupon it shall become immediately due and payable at its principal amount together with accrued interest without further formality.

10 Prescription

Claims against the Issuer for payment in respect of the Bonds shall be prescribed and become void unless made within 10 years (in the case of principal and premium (if any)) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

11 Replacement of Certificates

If any Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations or other relevant regulatory authority regulations, at the specified office of the Registrar or such other Transfer Agent as may from time to time be designated by the Issuer for that purpose and notice of whose designation is given to the Bondholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security, indemnity and otherwise as the Issuer may require (provided that the requirement is reasonable in light of prevailing market practice). Mutilated or defaced Certificates must be surrendered before replacements will be issued.

12 Meetings of the Bondholders, and Modification

- (a) **Meetings of the Bondholders:** The Fiscal Agency Agreement contains provisions for convening meetings of the Bondholders to consider matters affecting their interests, including without limitation the sanctioning by Extraordinary Resolution of a modification of any of these Conditions. Such a meeting may be convened by the Bondholders holding not less than 10 per cent. in aggregate principal amount of the Bonds for the time being outstanding. The quorum for any meeting convened for passing an Extraordinary Resolution will be two or more persons holding or representing over 50 per cent. in aggregate principal amount of the Bonds for the time being outstanding, or at any adjourned meeting two or more persons being or representing the Bondholders whatever the aggregate principal amount of the Bonds so held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds, (ii) to reduce or cancel the amount of principal, interest or premium (if any) payable in respect of the Bonds or changing the method of calculation of any amount payable under the Bonds, (iii) to change the currency of payment of the Bonds, or (iv) to modify the provisions concerning the quorum required at any meeting of the Bondholders or the majority required to pass an Extraordinary Resolution, in which case the necessary quorum for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 66 per cent., or at any adjourned such meeting not less than 25 per cent., in aggregate principal amount of the Bonds for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on the Bondholders (whether or not they were present at the meeting at which such resolution was passed).

The Fiscal Agency Agreement provides that (A) a written resolution signed by or on behalf of the Bondholders of not less than 90 per cent. of the aggregate principal amount of the Bonds for the time being outstanding, or (B) a resolution passed by way of electronic consents through the clearing system by or on behalf

of the Bondholders of not less than 90 per cent. of the aggregate principal amount of the Bonds for the time being outstanding shall each for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of the Bondholders duly convened and held. A written resolution may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Bondholders.

- (b) **Modification of the Fiscal Agency Agreement:** The Issuer shall only permit any modification of, or any waiver or authorisation of any breach or proposed breach of or any failure to comply with, the Fiscal Agency Agreement, if to do so could not reasonably be expected to be materially prejudicial to the interests of the Bondholders.

13 Further Issues

The Issuer may from time to time without the consent of the Bondholders create and issue further securities either having the same terms and conditions as the Bonds in all respects (or in all material respects except for the first payment of interest on them and the timing for registering and completing the NDRC Post-Issue Filing) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Bonds) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition 13 and forming a single series with the Bonds.

14 Notices

All notices to the holders of Bonds shall be valid if (i) mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing or (ii) published in a leading newspaper having general circulating in Hong Kong or, if such publication shall not be practicable, in a daily newspaper with general circulation in Asia. It is expected that such publication will normally be made in *The Wall Street Journal Asia*. The Issuer shall also ensure that notices are duly published in a manner that complies with the rules and regulations of any stock exchange or other relevant authority on which the Bonds are for the time being listed. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the first date on which publication is made.

So long as the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of the Operator, any notice to the holders of the Bonds shall be validly given by the delivery of the relevant notice to the CMU for communication by the CMU to each relevant accountholder in substitution for notification as required by these Conditions and shall be deemed to have been given on the date of delivery to the CMU. Indirect participants will have to rely on the CMU participants (through whom they hold the Bonds, in the form of interests in the Global Certificate) to deliver the notices to them, subject to the arrangements agreed between the indirect participants and the CMU participants.

15 Currency Indemnity

Renminbi is the sole currency of account and payment for all sums payable by the Issuer under or in connection with the Bonds, including damages. Any amount received or recovered in a currency other than Renminbi (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or otherwise) by any Bondholder in respect of any sum expressed to be due to it from the Issuer shall only constitute a discharge to the Issuer to the extent of the Renminbi amount which the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If that Renminbi amount is less than the Renminbi amount expressed to be due to the recipient under any Bond, the Issuer shall indemnify it against any loss sustained by it as a result. In any event, the Issuer shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it will be sufficient for the Bondholder to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Bondholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Bond or any other judgment or order.

16 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999 except and to the extent (if any) that the Bonds expressly provide for such Act to apply to any of their terms.

17 Governing Law and Jurisdiction

- (a) **Governing Law:** The Fiscal Agency Agreement and the Bonds and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law.
- (b) **Jurisdiction:** The Issuer irrevocably agrees that the courts of Hong Kong are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Bonds (including a dispute relating to any non-contractual obligations arising out of or in connection with the Fiscal Agency Agreement or the Bonds) and that accordingly submits to the jurisdiction of the Hong Kong courts. The Issuer waives any objection to the courts of Hong Kong on the grounds that they are an inconvenient or inappropriate forum.
- (c) **Waiver of Immunity:** The Issuer hereby waives any right to claim sovereign, crown, state or other immunity from jurisdiction or execution and any similar defence, and irrevocably consents to the giving of any relief or the issue of any process, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any proceedings.

CAPITALISATION AND INDEBTEDNESS

The following table sets forth, on a consolidated basis, the capitalisation of the Company as at 31 December 2024, (i) on an actual basis and (ii) on as adjusted basis to give effect to the issuance of the aggregate principal amount of the Bonds described in the notes below:

This table should be read in conjunction with “**Use of Proceeds**”, our consolidated financial statements and the related notes, and other financial information contained elsewhere in this Offering Circular.

	As at 31 December 2024	
	Actual	As adjusted for the gross proceeds from this issuance ⁽¹⁾
	RMB	RMB
	(in thousands)	
Short-term indebtedness		
Short-term bank loans, secured	1,123,866	1,123,866
Short-term bank loans, unsecured.	6,826,210	6,826,210
Current portion of long term bank loans, unsecured	4,256,566	4,256,566
Exchangeable bonds ⁽²⁾	627,220	627,220
US dollar bonds	3,600,172	3,600,172
Lease liabilities.	227,541	227,541
Total short-term indebtedness	16,661,575	16,661,575
Long-term indebtedness		
Long-term bank loans, unsecured	14,956,050	14,956,050
US dollar bonds	2,151,723	2,151,723
Lease liabilities.	867,852	867,852
The Bonds to be issued ⁽³⁾	—	3,500,000
Total long-term indebtedness.	17,975,625	21,475,625
Equity		
Equity attributable to owners of the Company. . . .	41,562,287	41,562,287
Non-controlling interests	6,463,204	6,463,204
Total equity	48,025,491	48,025,491
Total Capitalisation⁽⁴⁾	82,662,691	86,162,691

(1) The “As adjusted” balances shown above do not take into account the application of any of the proceeds from this offering.

(2) On 8 June 2023, the Company issued HK\$650,000,000 4.50 per cent. exchangeable bonds due June 2026, which are exchangeable into 568,181,818 shares of Modern Dairy.

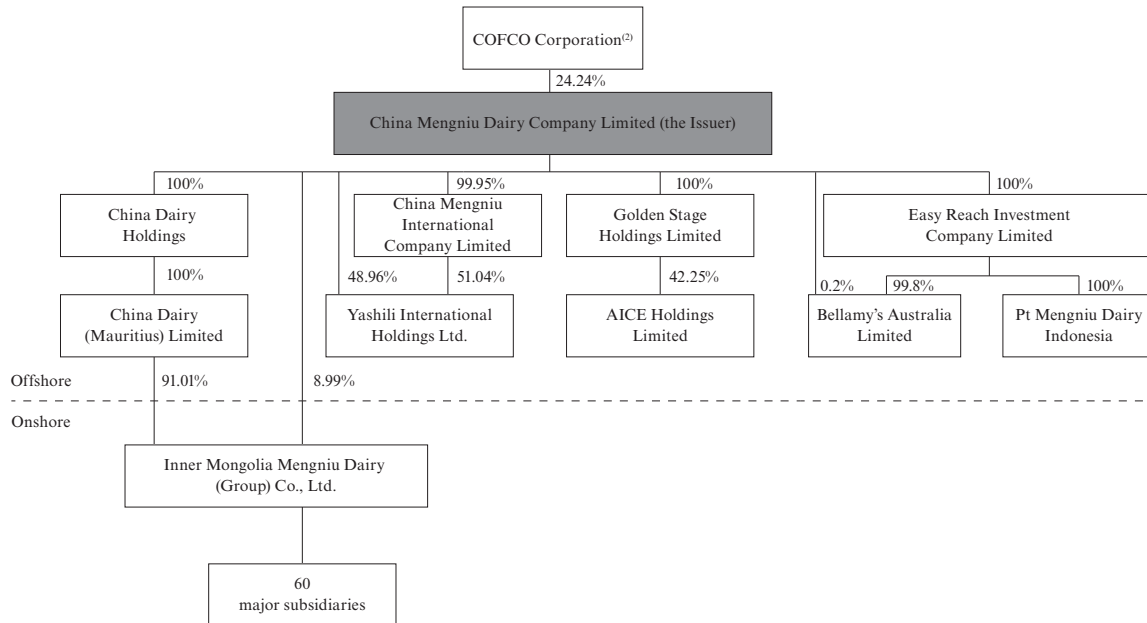
(3) Representing RMB3,500,000,000 in gross proceeds from the issue of the 2030 Bonds and the 2035 Bonds before deducting the underwriting fees and commissions and other estimated expenses payable in connection with this offering.

(4) Total capitalisation equals the sum of total short-term and long-term indebtedness plus total equity.

From time to time, the Company, on a consolidated basis, may incur additional indebtedness, including debt securities and other financing to improve its capital structure. Save as disclosed in this Offering Circular, since 31 December 2024, there has been no material adverse change in the consolidated capitalisation and indebtedness of the Company.

CORPORATE STRUCTURE OF THE GROUP

The chart below illustrates the simplified corporate structure⁽¹⁾ of the Group comprising of major subsidiaries as at 31 December 2024.



- (1) All shareholdings denote aggregate holdings including directly and/or indirectly via subsidiaries.
- (2) COFCO Corporation is deemed interested in an aggregate of 950,014,304 shares in the Company through its controlled corporations, being COFCO (Hong Kong) Limited (which is wholly-owned by COFCO Corporation), China Foods (Holdings) Limited (which is wholly-owned by COFCO (Hong Kong) Limited), Farwill Limited (which is wholly-owned by China Foods (Holdings) Limited), COFCO Dairy Holdings Limited (which is owned by Farwill Limited as to 70%), COFCO Dairy Investments Limited (which is owned by COFCO Dairy Holdings Limited as to 82.16%), Prominent Achiever Limited (which is wholly-owned by COFCO Dairy Investments Limited) and WDF Investment Co., Ltd. (which is wholly-owned by COFCO Corporation).

PRINCIPAL BUSINESS OF THE COMPANY

Overview

We are a leading dairy product manufacturer in China. We ranked among the “Global Dairy Top 20” list published by Rabobank for the sixteenth consecutive year. We offer a wide range of dairy products including liquid milk products (such as UHT milk, milk beverages, yoghurt and fresh milk), ice cream, milk formula, cheese and other products. As at 31 December 2024, we had developed 45 production bases in China, two production bases in Indonesia, two production bases in Australia, one production base in Philippines and one production base in New Zealand respectively, with an aggregate annual production capacity of 13.99 million tonnes.

We are listed on the Main Board of the Hong Kong Stock Exchange since June 2004 (Stock Code: 2319). We became a Hang Seng Index constituent in March 2014, making us the first blue chip Chinese dairy product manufacturer. As at 31 December 2024, our market capitalisation was HK\$68,819 million.

We are committed to sustainable development. We were included as a constituent stock in major sustainable development indexes such as the Hang Seng Corporate Sustainability Index Series for the fifth consecutive year.

We have developed an advantageous market position at each major component of the dairy products value chain:

- Upstream. We source 100% of our raw milk from standardised ranches and scaled farms. We have a long-term raw milk procurement arrangement with Modern Dairy, in which we held a 56.36% equity interest but controlled less than 50% of the voting rights as at 31 December 2024, to secure a stable supply of high quality raw milk. In addition, we entered a raw fresh milk supply framework agreement with China Shengmu in November 2022 and held a 29.99% equity interest in China Shengmu as of 31 December 2024 to secure a stable supply of organic raw milk. Meanwhile, we have expanded our raw milk supply globally into overseas countries with quality milk sources. We have secured stable source of high quality raw milk through strategic investment in various raw milk suppliers and maintaining stable relationship with third party raw milk suppliers;
- Midstream. We possess advanced automated manufacturing processes and facilities. As of 31 December 2024, we had 45 production bases in China, two production bases in Indonesia, two production bases in Australia, one production base in Philippines and one production base in New Zealand, respectively. As of the same date, we had a total annual production capacity of 13.99 million tonnes. Leveraging our rich resources and international-leading technologies, we continued to innovate around product differentiation and premiumization, leading the industry with superior and diversified products; and
- Downstream. We had approximately thousands of dealers and millions of retail outlets throughout China as at 31 December 2024, covering all provinces, municipalities and autonomous regions. The majority of these dealers are exclusive dealers. We have developed long-term relationships with most of our dealers. In addition, we conduct online sales through multiple contracted online sales channels, including all major

e-commerce platforms in China such as Tmall, JD and Douyin. To adapt to channel restructuring and reform trends, we accelerated our omni-channel development by actively expanding high-growth emerging channels and consolidating its established offline channel advantages, creating and integrating online and offline business model to drive sales in multiple dimensions and reinforcing its differentiated competitive advantages.

We have been implementing and will continue to deepen our “One Core, Two Wings” strategy. Through strengthening our “core” businesses, we will be able to ensure that each of our six core businesses including room temperature products, chilled products, ice cream, fresh milk, milk formula, and cheese grow simultaneously and further solidify our core competitiveness. We will also expand the “Two Wings” strategy by further developing nutrition and health market and overseas market.

We offer our products primarily under the umbrella brand “蒙牛” (MENGNIU) and its related brands, including Bellamy’s, Aice and Milkground which we acquired in recent years. “蒙牛” (MENGNIU) is among the most widely recognised brands in China which ranked Top 30 in “Most Valuable Chinese Brands List (最具價值中國品牌榜)” by BrandZ™ in 2024. In 2024, we also served as a member of Olympic Partners (TOP) programme for the 2024 Paris Olympics, and supported 110 marathon events in nearly 100 cities across China, providing comprehensive nutritional support to over 2.2 million runners.

We have established comprehensive partnerships with our strategic shareholders, including COFCO, and together we have achieved significant synergies in business development and operations. COFCO is a key state-owned enterprise under the purview of SASAC and the largest agri-food enterprise in China. We benefit from COFCO’s support in quality management and control, development of logistics capabilities and sales channels as well as feed and packaging supply.

We have been actively expanding our overseas business with a focus on the Southeast Asia markets, which are emerging with great market potential. By the end of 2024, we have launched a range of room-temperature and chilled probiotics drinks, chilled yoghurt and ice cream products in overseas markets. We have established our first overseas liquid milk factory in Indonesia, which has been put into operation in November 2018. In July 2019, the Group held approximately 9.99% equity interest in Aice, a leading ice cream brand in Southeast Asia with an extensive sales network in Indonesia. In addition, the Group also held interest in Aice through certain convertible promissory notes. In March 2021, we acquired the control of Aice, as part of our strategy to expand our market share of ice-cream products in Southeast Asia. As of 31 December 2024, we held 42.25% equity interest in Aice and had the right to appoint a majority of members of Aice’s board of directors. The coverage of our distribution and sales network has also been expanded into, among others, Hong Kong, Australia, Malaysia, etc. In 2022, Inner Mongolia Mengniu, a major subsidiary of the Company, acquired additional 5.00% equity interest in Milkground, which mainly engages in the manufacture and distribution of cheese products of Milkground brand. After the acquisition, Inner Mongolia Mengniu held 35.01% equity interest in Milkground. The acquisition was made as part of our strategy to expand market share of cheese products. Milkground was included in the consolidated statements of the Group from 30 November 2022 onwards. As of 31 December 2024, we held 36.63% equity interest in Milkground.

We have benefited from the full support from local governments in the PRC as a result of our commitment to local economic development. Support provided to us by local governments took the form of tax support (including preferential tax rates and tax relief), favourable support for establishment of business, and favourable industry policies.

We have introduced the business division system with our business being divided into several major business divisions primarily based on our product categories, including room temperature, chilled, fresh milk, milk powder, ice cream and cheese. Implementation of the new organisational structure has integrated the management of key aspects of our operation, including production, procurement, sales and quality control into different business divisions, and also enhanced synergies in our operations, and improved our utilisation of resources, operational and management efficiency, as well as product quality.

Our Competitive Strengths

We are well-positioned to seize the development opportunities of the PRC dairy industry through differentiation strategy.

Although China is amongst the largest dairy consumption countries in the world, its per capita consumption of dairy products was 41.5 kilogrammes per annum in 2024, still falls significantly below the recommended daily intake of dairy products (300–500 grammes per day) outlined in the Chinese Dietary Guidelines (2022) issued by Chinese Nutrition Society. In addition, our government has been actively promoting the consumption of dairy products for health benefits, urging citizens to increase their milk intake. This heightened awareness of the importance of milk consumption has the potential to spark a shift in Chinese consumers' dietary habits and result in continuously increased per capita sales of dairy products in China. In addition, the PRC dairy industry is expected to enjoy further growth with the support of the population growth and the demographic migration of consumer growth from first and second-tier cities to lower-tier cities and rural areas in China. The income growth of residents, the transformation of consumers' diet structure and the growing public awareness on importance of good nutrition in China is expected to spur the dairy product upgrade and innovation, which is in turn expected to boost the Chinese dairy industry to maintain a relatively fast growth rate in the next five to ten years.

To meet growing consumer demands, we develop new products that differentiate us from competitors. In recent years, consumers interest has shifted towards health and nutrition. We meet the basic nutritional needs of consumers with “Drink More,” drive R&D and innovation in dairy products through our industrial chain advantages to enable consumers to “Drink Good,” and meet the diversified health demands of specific consumer groups with “Drink Right.” In 2024, Mengniu's elderly-focused milk formula business focuses on the tremendous potential of the silver economy through the *Yourui* (悠瑞) brand, which, in collaboration with multiple institutions, released industry-leading scientific papers including the White Paper on Elderly-Specific Health (《中老年專屬健康白皮書》) and the Group Standard for Elderly-targeted Formulated Milk Powder (《中老年專屬調製乳粉團體標準》). By strategically focusing on gift giving brand building scenarios with emotionally resonant, conversation-driven promotional campaigns, the brands will be able to achieve a holistic enhancement in brand awareness, network traffic and conversion rates. We also remained committed to advancing innovative business layouts and injecting new vitality into China's dairy industry with unique insights and technological advantages. In addition,

maintaining its position as “China’s professional leader in sports nutrition (中國專業運動營養領導者)”, *M-ACTION* continued to lead the Chinese sports nutrition industry with differentiated product advantages, empowered by professional scientific research.

Leveraging our leading market position, diversified product offerings, well-recognised brand, strong support from our strategic shareholders, and synergies with our strategically invested business, we believe that we are well-positioned to continue benefiting from the strong growth potential of the market in the foreseeable future, and will be able to seize the opportunities arising from the development of, and consolidation within, China’s dairy industry and further expand our market presence.

We maintain a leading market position and possess a well-recognised brand.

We maintain a leading market position in China’s dairy industry. We ranked among the “Global Dairy Top 20” list published by Rabobank for the sixteenth consecutive year.

We offer our products primarily under the umbrella brand “蒙牛” (MENGNIU) and its related brands, including Bellamy’s, Aice and Milkground which we acquired in recent years. “蒙牛” (MENGNIU) is among the most widely recognised brands in China which ranked Top 30 in “Most Valuable Chinese Brands List (最具價值中國品牌榜)” by BrandZ™ in 2024. In 2024, we also served as a member of Olympic Partners (TOP) programme for the 2024 Paris Olympics, and supported 110 marathon events in nearly 100 cities across China, providing comprehensive nutritional support to over 2.2 million runners.

In addition to “蒙牛” (MENGNIU), we have developed a number of premium brands, including “特侖蘇” (Milk Deluxe), “純甄” (Just Yoghurt), “真果粒” (Fruit Milk Drink), “冠益乳” (Champion), “優益C” (Yoyi C), “每日鮮語” (Shiny Meadow) and “現代牧場” (Modern Meadow). These brands also enjoy wide market recognition and contribute to our rapid business growth.

We offer a diversified mix of products and we continuously innovate and upgrade our product offerings.

Our leading market position is largely attributable to our diversified and comprehensive product offerings. We are committed to keeping pace with evolving consumer needs and changing market trends and offering innovative products. We provide room temperature liquid milk and chilled liquid milk products under our core business segment, and we have also developed our new business segment which provides dairy products including ice cream and cheese products. We have also developed various new products and expanded our product offerings through strategic investment in Modern Dairy and partnership with our strategic shareholders.

We have a dedicated research and development team with a market-orientated focus to collect and analyse market information and innovate and upgrade our products. As at 31 December 2024, our research and development team consists of over 400 full-time researchers, over 80% of whom have received master’s or doctoral degrees. We have been continuously investing in our research and development capabilities to maintain our competitiveness and marketing leading position. In 2024, our research and development cost was RMB512.6 million. Our market-oriented and solid in-house research and development capabilities enable us to continuously improve our product offerings and launch new products receiving widespread recognition.

For example, the HMO 2'-Fucosyllactose (2'-FL) independently developed by Synaura Biotechnology (Shanghai) Co., Ltd. ("**Synaura Biotechnology**"), which is incubated by Mengniu, has obtained GRAS certification from the U.S. Food and Drug Administration (FDA), making it the first and only Chinese domestic HMO enterprise to achieve this recognition. The product underscores the product's safety, efficacy, and purity at an international level. Currently, Synaura Biotechnology has established over 10 product lines with its proprietary HMO successfully integrated into *Mengniu Reeborne's Enzhi* 4-Stage (恩至4段) Children's Formula Milk Powder and Future Star Specialty Care Children's Formula Milk (未來星專護兒童配方奶), further expanding HMO's application scenarios in China. This advancement marks a transformation from offering basic nutrition to promoting professional nutrition products.

We have a strong distribution network across the PRC.

We primarily sell our products through distributors and conduct direct sales to a lesser extent. As at 31 December 2024, we had thousands of dealers and millions of retail outlets throughout China, covering all provinces, municipalities and autonomous regions in China. Our dealers have entered into distribution agreements with us. We are committed to optimising our sales teams and the sales structure of dealers. We provide comprehensive training, IT management solutions and marketing resources support to our distributors to improve their profitability and enhance their loyalty to our brands. In an effort to facilitate the digital operation of our business, we also introduced an e-commerce enterprise resource planning system and digital tools to strengthen terminal sales business management and execution, supporting refined operation management of different channels and sales growth.

We also conduct sales through our own sales forces. By deploying direct sales forces in strategic cities, we are able to serve our sales terminal directly through our own subsidiaries. We have achieved an outstanding performance in sales through our own sales force in 2024. By establishing our direct sales teams and strengthening their capacities in serving point-of-sale directly, we have enhanced our direct control in the point-of-sale and strengthened our core competitiveness. The establishment of direct sales channels also serves as a solid foundation for the development of our omni-channel delicacy management system.

In addition, we integrate our online and offline sales network. With an appreciation of the power of the Internet, we have also expanded our e-commerce sales channels to grasp the opportunity in the "Big Data" era. Our products are now sold through multiple contracted online sales channels, including all major e-commerce platforms in China such as Tmall, JD and Douyin. With our self-developed "mutual-win" platform, our omni-channel achieved "three into one (三流合一)", realising visual and controllable flow direction and flow rate of over 100 million goods as well as sales and management costs of the entire Group. Through such platform, 10,000 terminal stores can be managed online, where the daily actions of millions of stores and tens of thousands of salesmen can be managed and coordinated through digitalization.

Meanwhile, we continuously achieve breakthroughs in sales channels by actively expanding into emerging channels like wholesale snack stores, successfully collaborating with top coffee and tea beverage brands. We have been made good inroads into the B2B business while maintaining our strength in the B2C business. In 2024, we established strategic cooperations with multiple chain brands of the bakery, coffee, tea drinks and catering

categories, providing key customers with comprehensive integrated solutions, including product application testing, product solution development, and industry trend empowerment.

We have strong capabilities with respect to key aspects across the value chain empowered by digital transformation.

We have strong capabilities with respect to key aspects across the value chain, including procurement of raw milk, production, warehousing, transportation and sales of products. Leveraging our self-developed AI platform, we rapidly developed AI agents, integrating abstract business capabilities from our existing business middleware with existing algorithms from our data middleware, embedding AI into business workflows, and enhancing operating efficiency.

In respect of the procurement of raw milk, we have secured stable and reliable sources of quality raw milk to support our business and future expansion. We entered into a ten-year supply framework agreement with Modern Dairy in 2008 which sets forth our commitment to purchase raw milk produced by Modern Dairy. This supply framework agreement has been automatically extended upon expiration of its original term. Our strategic investment in Modern Dairy is expected to facilitate the further development of our high-end product line. In order to ensure the quality of our products, we aim to continue to increase the proportion of raw milk we source from scaled farms such as Modern Dairy. We are also committed to ensuring the stability of our sources of quality raw milk through building ranches as well as investment in and control of scaled farms. For the year ended 31 December 2024, the proportion of our milk sources provided by standardised ranches and scaled farms reached 100%. In addition, our Mengniu Ningxia factory was recognised as a “Lighthouse Network (燈塔工廠)” by the World Economic Forum, which is the first in China’s dairy industry and the first liquid milk factory in the world receiving such honour, reflecting the highest standards in intelligent manufacturing and digitalization in global manufacturing landscape nowadays. Our “One Inventory (一盤貨)” at room temperature business unit achieved full coverage of Central China, and the full cold chain visualisation and controllability in low temperature and fresh milk segments further improved inventory turnover management and chain management and control capabilities.

We deploy our production capacity with reference to market potential and our product strategies. As at 31 December 2024, we had 45 production bases in China, two production bases in Indonesia, two production bases in Australia, one production base in Philippines and one production base in New Zealand respectively, with an aggregate annual production capacity of 13.99 million tonnes. Our production bases in China enable our production capacity to effectively cover all major markets in the PRC. We possess advanced automated production processes and equipment, and we have realised automated and digitalised control and management throughout the entire process of production, packaging, warehousing and products and ingredients tracking.

We have an experienced management team and a strong board of directors.

Our senior management team has extensive experience in China’s dairy industry. They possess diverse skill sets that support our operating strategies, including driving organic growth through efficient marketing, reducing operating costs, enhancing distribution efficiencies, aligning production, distribution and expansion objectives and maintaining strong relationships both within the industry and with our major customers.

Mr. Gao Fei, our CEO and one of our two executive directors, has over 25 years of experience in sales and marketing and has been serving in general manager or senior executive level roles for nine years. Mr. Gao joined the Group in 1999, and successively held the positions of regional manager, center manager, sales general manager and marketing general manager of the sales and marketing department and contributed to the rapid growth of the market share of the Mengniu brand. Mr. Gao has abundant practical experience in sales, marketing and promotion and business operation of dairy products. Prior to the appointment, he has been a senior vice president and the head of UHT business unit of the Group since 2016. Mr. Gao has extensive experience in the management of fast moving consumer products and dairy companies and has an excellent grasp and the in-depth knowledge of the PRC market.

Many members of our senior management have extensive operational expertise and an in-depth knowledge of, and experience in, China's food, beverages and retail industry. These senior management personnel include but without limitation, Ms. Wang Yan, the other executive directors of us, who held various management positions in COFCO Corporation before she joined us; Mr. Zhang Ping, our Vice President and Chief Financial Officer, was the CEO of Coca-Cola Bottlers Manufacturing Holdings Ltd before he joined us; Mr. Yan Zhiyuan, our Vice President and the head of milk formula business unit; Mr. Wen Yongping, our Vice President and the head of research and development and innovation; Mr. Luo Yan, our Vice President; Mr. Yang Zhigang, our Vice President and an officer-in-charge of safety and quality; Mr. Han Jianjun, our Vice President and the head of the ice product business unit; Mr. Li Pengcheng, our Senior Executive President; Ms. Liu Lijun, our Vice President and the head of human resources department; Mr. Chen Yiyi, our Vice President and head of strategy management; and Ms. Li Chengjie, our Vice President and Chief Digital Intelligence Officer.

We believe our senior management team and board of directors have helped us to achieve steady growth and will continue to strategically position us to capture the significant opportunities present in China's dairy market.

We have prudent financial management and financial policy.

We adopt and implement prudent financial policies to ensure that we have sufficient liquidity to support our business development. We have established a comprehensive budget control system and sound internal control mechanism with professional capital operation capabilities. We have also implemented delicacy cost management and systematic raw milk cost management and established a multi-dimensional financial analysis system. In addition, we have established a system of financial sharing and capital sharing within our Group and implemented the principle of "centralised management and settlement".

Along with our rapid business development, we have maintained abundant cash flows. As at 31 December 2022, 2023 and 2024, our cash balance, which include cash and bank balances, short-term investment deposits and long-term time deposits, amounted to RMB36,227.8 million, RMB32,816.4 million and RMB32,901.7 million, respectively. As at 31 December 2024, our total banking facilities and unutilized banking facilities were RMB86 billion and RMB66.4 billion, respectively, and we cooperated with more than 30 domestic and overseas banks.

We will continue to adhere to prudent financial policies and aim to maintain strong liquidity positions in order to provide sustainable driving forces for our business development.

We have a well-established ESG management system.

Through the efforts of recent years, we have gradually established an ESG management system, clarified the ESG strategic path, continuously improved ESG key issues, and formed a cross-organisational and departmental force for sustainable development. We have achieved outstanding results and been recognised by domestic and international authorities for several times.

We align with the United Nations Sustainable Development Goals (SDGs), focusing on five directions: Governance-Sustainability, Responsibility-Common Prosperity, Environment-Carbon Net-Zero, Ecosystem-Collaborative & Accountable, and Nutrition-Supreme & Inclusive, to comprehensively promote “GREEN Sustainable Development” Strategy, to boost the revitalization of the dairy industry, to assist rural revitalization and realise common prosperity. We firstly release industry-leading dual-carbon strategic goals of achieving carbon peak by 2030, carbon neutrality in the whole industry chain by 2050, actively help the country achieve its dual-carbon goals, and promote the sustainable development transformation of the upstream and downstream of the industrial chain. Our Beijing factory of chilled product business unit obtained certification under the group standard T/CAS 612–2022 Carbon Neutrality Management System Requirements in 2023, becoming the first in the industry to achieve this certification. In 2024, the Beijing factory successfully passed the surveillance audit for the carbon neutrality management system certification. In addition, Qujing factory of room temperature business unit has obtained zero carbon factory certification for three consecutive years, and Wuhan factory of chilled product business unit has obtained the five-star zero carbon factory certification for the first time in 2024. Building on these achievements, the Group will continue to explore and refine the operational model of zero-carbon factories, be committed to extending these successful practices to other factories and promote industry-wide advancements in carbon reduction.

Our Strategies

We plan to solidify our leading market position in China, achieve sustainable growth and further improve our profitability through implementing the following strategies going forward:

- We will continue to deepen our “One Core, Two Wings” strategy in order to solidify our core competitiveness and explore new growth drivers.
- We will focus on nutrition of our dairy products and health needs of the consumers and develop our world-leading research and development capabilities.
- We will focus on brand building by continuously investing in premium brands and conducting high-profile marketing campaigns.
- We will continuously improve our product quality and operation efficiency across the entire supply chain.
- We will drive future growth through innovation and digitalisation.

- We will adhere to long-termism, continue to drive the sustainable development of public welfare initiatives and create shared value for society.

Products

Overview

We produce a broad range of dairy products, including a wide variety of liquid milk products (including UHT milk, milk beverages, yoghurt and fresh milk), ice cream, milk powder, cheese and other products. Liquid milk products, ice cream, milk powder, cheese and other products accounted for 82.4%, 5.8%, 3.7%, 4.9% and 3.2%, respectively, of our revenue in the year ended 31 December 2024. Within the liquid milk segment, UHT milk constituted the largest single item in terms of revenue for the year ended 31 December 2024.

The table below sets forth our revenue by product segment for the periods indicated:

	For the year ended 31 December					
	2022		2023		2024	
	Revenue	% of total	Revenue	% of total	Revenue	% of total
	(in millions of RMB, except percentage)					
Liquid Milk	78,269.3	84.5	82,071.1	83.2	73,065.6	82.4
Ice Cream	5,652.4	6.1	6,026.3	6.1	5,175.4	5.8
Milk Powder	3,862.0	4.2	3,801.7	3.9	3,320.5	3.7
Cheese	1,321.1	1.4	4,357.3	4.4	4,319.7	4.9
Other Products	3,488.5	3.8	2,367.6	2.4	2,793.5	3.2
Total	92,593	100.0	98,624	100.0	88,675	100.0

Liquid Milk Products

The liquid milk segment is our main revenue contributor. It comprises UHT milk, room temperature yoghurt, room temperature milk beverage, chilled yoghurt, chilled milk beverage and fresh milk. The table below sets forth details our major liquid milk products:

Product Category	Key Products	Highlights
UHT Milk	Milk Deluxe (特侖蘇)	• In 2019, Milk Deluxe 3.0 era began following the launch of its products in upgraded “DreamCap™” packaging; and • In 2022, Milk Deluxe launched 4.0g desert organic pure milk with a new nutrition upgrade.
	Mengniu Pure Milk (蒙牛純牛奶)	• In 2020, Mengniu’s Nutritious and Mellow Enjoyment pure milk series was introduced.
	Mengniu Lactose-free milk (蒙牛0乳糖牛奶)	• In 2024, Mengniu launched a new lactose-free milk product under its parent brand to meet the needs of Chinese consumers who are lactose intolerant.

Product Category	Key Products	Highlights
Room Temperature Yoghurt	Just Yoghurt-Original Taste (Additive Free) (純甄0添加原味風味酸奶)	In 2023, Just Yoghurt launched a new additive-free Tetra Pak original flavour yoghurt product, featuring “zero artificial flavours, zero colourants, zero gelatin, zero milk powder”. The product has passed EU standard certification, demonstrating Mengniu’s insistence on quality.
Room Temperature Milk Beverage . . .	Fruit Milk Drink PET Blossom Fruit Yoghurt Smoothies (真果粒PET花果奶昔)	- In 2023, Fruit Milk Drink launched “Orange Blossom Honey Pomelo + Aloe Bits” and “Jasmine Flavoured + Green Grape Bits” fruit flavour milk shake yoghurt drinks. - In 2024, Fruit Milk Drink further launched “Roselle Strawberry Flavour” which is fermented from premium raw milk with low-fat content, targeting the growing population of young Generation-Z consumers.
	Suan Suan Ru yoghurt-flavoured drink (酸酸乳乳味飲品系列)	In 2022, Suan Suan Ru yoghurt-flavoured drink was launched.
Chilled Yoghurt . . .	Champion (冠益乳)	- In 2022, Champion launched Jianzihao advanced immunity bottle products, leveraging the functions of “regulating intestinal flora and enhancing immunity”. - In 2024, Champion launched new-generation Champion Bama 128 Probiotics Yoghurt and upgraded its core functional product line to the “One-bite Oats” series

Product Category	Key Products	Highlights
	Mengniu Zero-Sugar Pure Yoghurt (蒙牛0醇酸奶)	In 2024, the Group promoted its Mengniu Zero-Sugar Pure Yoghurt amid the zero-sugar health trend.
	Mengniu Double-fruit Flavour Blend Zero Sucrose (蒙牛雙拼果粒0蔗糖)	In 2024, the Group launched novel textural experiences for yoghurt by introducing double-fruit flavour blend, better meeting consumer demand for indulgent flavours.
	Mengniu 12mm Jumbo Fruit Blend (蒙牛12mm大果粒利樂冠)	In 2024, the Group launched novel textural experiences for yoghurt by introducing 12mm jumbo fruit blend, better meeting consumer demand for indulgent flavours.
	YO!FINE DIARY Yoghurt (每日鮮酪)	- In 2023, the Group launched the Osmanthus and Water Chestnut Yoghurt (桂花馬蹄酪) and Forest Avocado Yoghurt (森林牛油果酪). - In 2024, the Group further launched the Green Grapefruit Yoghurt and King Sultan Durian Yoghurt (蘇丹王榴蓮酪).
Chilled Milk Beverage	Yoyi C Eco-Bottle (優益環保瓶)	In 2024, Youyi C fully transitioned its Yoyi C Eco-Pack label-free bottles to PS material across all online channels.
	Yoyi C Probiotic Lemon Tea (優益C益生菌檸檬茶)	In 2024, Yoyi C launched China's first live-culture lemon tea beverage — Yoyi C Probiotic Lemon Tea which combined active probiotics with lemon tea for dual oil-cutting efficacy, featuring authentic tea leaves and fruit juice in a low-sugar, zero-fat formula.

Product Category	Key Products	Highlights
Fresh Milk	Shiny Meadow Dual Protein Milk (每日鮮語雙蛋白牛乳)	In 2024, Shiny Meadow launched Dual Protein Milk, made from raw milk surpassing EU standards and enriched with six almonds per 350ml serving and sugar-free formula, offering consumers with products of easy absorption, high quality, and balanced nutrition.
	Shiny Meadow HMO Children Care Nutrition Milk (每日鮮語HMO兒童呵護營養奶)	In 2024, Shiny Meadow utilised newly approved nutrient fortifier 2'-FL to deliver premium nutrition for children in HMO Children's Care Nutrition Milk.
	Xiaoxianyu (小鮮語)	In 2022, Shiny Meadow established a sub-brand called Xiaoxianyu (小鮮語) to fulfil the needs of teenage customers looking for “affordable nutrition”.
	Mengniu Modern Meadow fresh milk (蒙牛現代牧場鮮牛奶)	- Fresh milk targeted at mass market - In 2023, Modern Meadow 35+ series launched “每天骨力” high-calcium milk and “養妍” iron-zinc milk to meet the functional nutritional needs of more mature people in the basic market.

UHT Milk

UHT milk is raw milk processed under UHT conditions to achieve commercial sterilisation. We package all of our UHT milk products in aseptic containers, which protect the milk from air and light and extend its shelf life. Depending on the choice of packaging, our UHT milk products retain their freshness at room temperature for a period of 45 days to six months.

UHT milk under the *Mengniu* brand and *Milk Deluxe* are our primary milk products under the room temperature product business. From 2022 to 2024, the *Milk Deluxe* and *Mengniu* pure milk products maintained their leading positions in the industry in terms of growth. Their innovative high-end products, including *Milk Deluxe*'s 4.0 desert organic pure milk, as well as *Mengniu*'s Shiny Meadow series both recorded continued increases.

Yoghurt

Yoghurt is a fermented milk product produced by cultivating the live lactic acid bacteria in raw milk. We produce flavoured yoghurt and other yoghurt products, such as “additive-free” yoghurt products as well as sucrose and low-sugar yoghurt products, which are packaged in various containers including plastic bottles and single serving plastic cups. We offer room temperature yoghurt products, such as *Just Yoghurt* series products, and chilled yoghurt products, such as *Champion*, *Mengniu Zero-Sugar Pure Yoghurt*, *Mengniu Double-fruit Flavour Blend Sucrose-free*, *Mengniu 12mm Jumbo Fruit Blend* and *YO!FINE DIARY Yoghurt*.

Milk Beverages

Milk beverages are liquid milk products using milk (either fermented or not) as a primary ingredient. In addition to milk, other ingredients in milk beverages include water, sugar, fruits, food flavourings, stabilisers and other components. We use aseptic containers and other packaging materials for milk beverages. We offer room temperature milk beverages such as *Fruit Milk Drink* products and chilled milk beverage such as *Yoyi C* products.

Fresh Milk

Fresh milk is raw milk processed by pasteurisation. Our fresh milk products require refrigeration and has a relatively short shelf life of five to 15 days. Catering to consumers’ growing demand for the freshness, flavour and quality of milk, we have rolled out two fresh milk brands Shiny Meadow (每日鮮語) and Modern Meadow (現代牧場) which target at the medium-to high-end consumer markets. Xiaoxianyu (小鮮語), a sub-brand of Shiny Meadow, focused on light calorie fresh milk and rapidly expand its reach among young consumers. In addition, Shiny Meadow launched Dual Protein Milk, which was made from raw milk surpassing EU standards and enriched with six almonds per 350ml serving and sugar-free formula, offering consumers with products of easy absorption, high quality, and balanced nutrition. The brand’s HMO Children’s Care Nutrition Milk utilised newly approved nutrient fortifier 2’-FL to deliver premium nutrition for children.

Ice Cream

We produce a wide variety of ice cream products. We intend to expand our ice cream product offerings by introducing a wide range of new flavours in the future through continuous innovation. Currently, our brands such as Suibian (隨變), Mood for Green (綠色心情), Deluxe (蒂蘭聖雪), Ice+ (冰+) and AICE (艾雪) provide full coverage of the mid-to low-end and high-end consumer markets and feature natural and imported raw materials and/or international production techniques. We plan to further expand our product offerings to include more medium-to high-end ice cream product lines in the future.

Milk Formula

We offer a wide variety of milk formula products by ourselves and through Bellamy’s, our wholly-owned subsidiary. Our milk formula products mainly include Mengniu Reeborne, Mengniu Yourui, Mengniu 1.88M children’s growth formula milk powder and Bellamy’s organic milk powder. Enzhi (恩至) infant milk formula series which is the star product and the first in the world to contain innovative MLCT structured lipids and a new OPO components. Enzhi 4-Stage product is the first innovative formula containing HMO under

Mengniu, which protects babies with 4 advanced nutrition. In 2024, *Yourui* (悠瑞) in collaboration with multiple institutions, released industry-leading scientific papers including the White Paper on Elderly-Specific Health (《中老年專屬健康白皮書》) and the Group Standard for Elderly-targeted Formulated Milk Powder (《中老年專屬調製乳粉團體標準》).

Cheese Products

We implement a dual-brand strategy targeting differentiated markets and strengthening the leadership positions of cheese product category through Milkground's cash acquisition of 100% of the Group's equity interests in Inner Mongolia Mengniu Cheese Co., Ltd. in July 2024.

In terms of ready-to-eat nutritious cheese, Milkground continued to enrich its product offerings by upgrading the classic low-temperature cheese sticks with an additive-free formula, launching a Northeast China-exclusive “frozen pear cheese stick”, and rolling out sugar-free Cheese Granules (奶酪小粒), Mousse CupCheese, bite-sized Cheese (一口奶酪) and Fresh Hand-torn Cheese (原製手撕奶酪). The room temperature category continues expanding with a variety of new products such as the first-bite salt-flavoured cheese snack, codfish cheese sticks, flower-flavour cheese sticks, and leisure snacks such as the cheese time series products for young consumers. In the catering cheese category, the Company has also achieved excellent performance in the field of butter and whipping cream. Based on the insights of cutting-edge trends in the market, the Company has continuously enriched the innovative applications of cheese and the success rate of new product launches has been significantly improved, which contributed to the steady growth of its major customers.

Quality Management

In 2024, the Group focused on its “Creating a New Mengniu” initiative and the FIRST blueprint, aiming to achieve “World-class Quality”. Our quality management is in compliance with the PRC Food Safety Law as well as various advanced international standards. In 2024, we maintained seven major certifications, including ISO9001, HACCP, GMP, FSSC22000, BRC, IFS and SQF, with a 100% passing rate for ISO9001 and HACCP certifications. We also obtained post-sales service system certification for the room temperature business and basic system certification for two factories, and continued to push forward the certification process for student milk products and organic products.

At the group level, the extensive application and synergistic operation of “Laboratory Information Management System” or “LIMS”, and SAP system, together with the implementation of our systematic quality management and laboratory management, have provided comprehensive quality assurance in various aspects of our operation. The integrated and collaborative operation of LIMS and SAP systems enables the tracking of data forward and backward at all quality control stages of the industry chain. Employing the tools such as Business Intelligence system, we have also established the Quality Cloud management platform for real-time management and monitoring of product quality at crucial stages of our operation.

With the introduction of the business division system in 2017, we have divided the responsibility of quality management into our five business divisions and established the new quality management departments by product categories, including room temperature, chilled products, fresh milk, ice cream and cheese products quality management

departments, which has facilitated the implementation of quality management standards and measures specifically tailored for different categories of products and further strengthened the efficiency of our quality management.

As the most significant part of our quality control, we attach great importance to quality control of raw milk sources. We strategically invested in Modern Dairy in order to secure a stable source of high quality raw milk. As at 31 December 2024, the proportion of our milk sources provided by standardised ranches and scaled farms reached 100%, far above industry average. We have introduced the Arla Garden advanced dairy farm management system for many years, which established a professional quality and safety management system for dairy farms that adheres to international and local laws, regulations and standards for livestock breeding. We also developed an admission system for dairy farms consisting of a multi-layered and multi-dimensional management mechanism to standardise milk source management through stringent requirements for legal regulations, dairy farm construction and dairy cow breeding. In 2024, we rolled out multiple initiatives to support dairy ranches in managing the significant demand and supply imbalance in the industry. These initiatives included efforts in technological innovation, financial assistance, platform subsidies, digital intelligence, green energy promotion, advancements in seed farming, ensuring forage supply, diversified operations, and policy support. In 2024, our business divisions only accept raw milk that pass the tests conducted on raw milk samples.

Production

Production Facilities and Production Capacity

We deploy our production capacity with reference to market potential and our product strategies. As at 31 December 2024, we had 45 production bases in China, two production bases in Indonesia, two production bases in Australia, one production base in Philippines and one production base in New Zealand respectively, with an aggregate annual production capacity of 13.99 million tonnes. Our production bases in China enable our production capacity to effectively cover all major markets in the PRC. The location and products of each of our production bases as at 31 December 2024 are as indicated below:



We produce UHT milk, yoghurt and other milk products at factories located near our milk supply sources. We complete in-depth raw milk supply surveys for each location prior to deciding where to build new production facilities in order to ensure that we have a steady supply of quality raw milk. We manufacture our ice cream throughout the country and select manufacturing locations in close proximity to our customers in order to reduce transportation costs. Our fresh milk products are produced in local factories in close proximity to markets so as to ensure fast cold chain delivery to customers under uninterrupted temperature control.

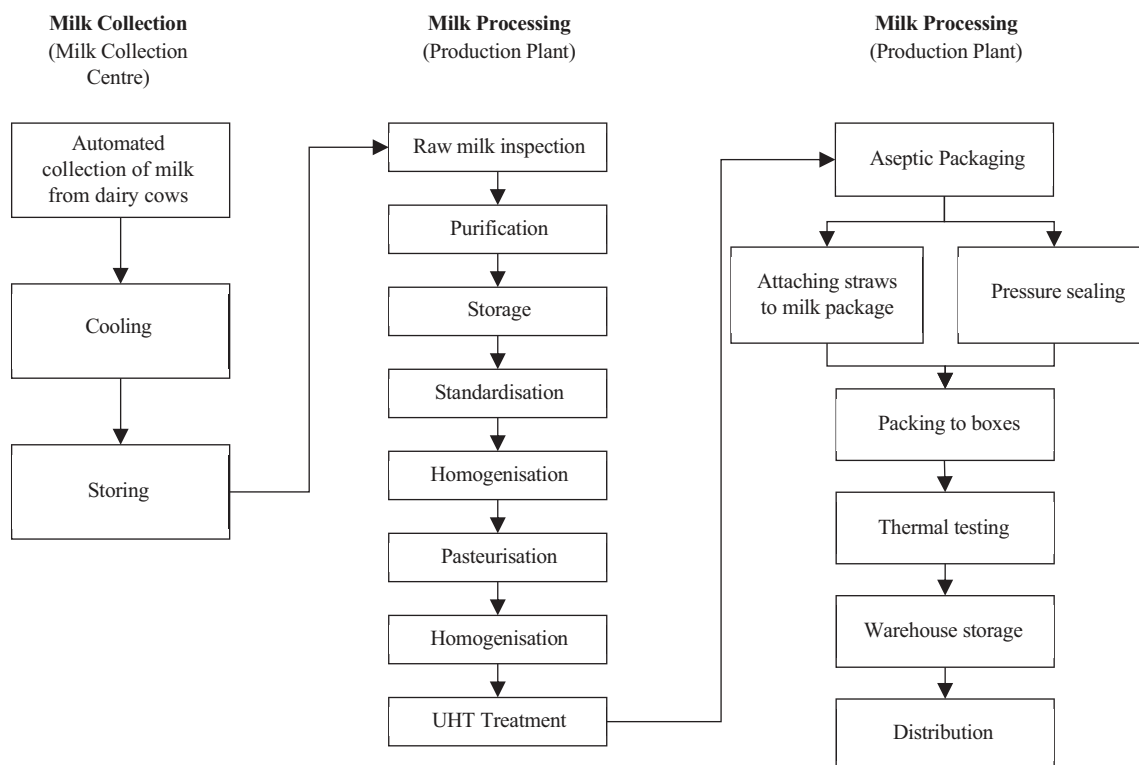
The majority of the equipment used by us in our production of UHT milk and milk beverages is supplied by leading international equipment manufacturers such as Tetra Pak. We have established long-term collaboration with repetitive suppliers such as Tetra Pak for packaging materials and equipment to support our production needs. Since our establishment and as at 31 December 2024, we had not experienced any shortage in equipment or technology provided by these suppliers that has a material adverse impact on our business. Alternative products are available that may partially replace products from our existing suppliers such as Tetra Pak should a need for such substitution arise in the future.

Contract Manufacturers

In addition to our own manufacturing facilities, we have also outsourced a small portion of production of certain products for the purpose of promoting operation efficiency. For the year ended 31 December 2024, our contract manufacturers produce dairy products in accordance with our specifications in return for an outsourcing fee, which amounted to RMB158.2 million.

Production Process

The diagram below illustrates the production processes for our UHT milk products.



We possess advanced automated manufacturing processes and equipment:

- the production cycles of our plant equipment vary based on the product type, production processes, and equipment types involved. Generally speaking, dairy tanks, pre-processing vessels and pipes, and standalone equipment have production periods ranging from 12 to 24 hours. Ultra-high temperature sterilisation machines require six to 30 hours. Aseptic tanks take 24 to 48 hours, while aseptic filling machines require six to 48 hours;
- we treat the raw milk at an ultra-high-temperature of 137°C for four seconds in order to extend the milk's storage period without compromising its trace elements and flavour;
- we utilise the internationally leading aseptic filling and packaging equipment provided by Tetra Pak and SIG Combibloc; and
- the boxing, weighing and stacking processes for our products are fully automated.

Maintenance

We have implemented an effective maintenance system for our equipment and facilities in order to consistently run our production facilities at full capacity. We have not experienced any material or prolonged stoppages at our facilities due to equipment or facility failure.

Branding and Marketing

By keeping our finger on the pulse of the market and with the support of “Big Data”, we made full use of the Internet and social media, integrated online and offline marketing, and forged strategic partnership with leading global brands as guided by our strategy for developing into an international brand. We are able to enhance our brand value and influence for achieving the goal of building Mengniu into a world-class Chinese brand and continued to bring care and happiness to consumers.

Our brand building efforts are based on a consistent, long-term brand strategy. Over the past two decades, we have developed and expanded our presence in the field of sports. In 2024, we promoted our brand awareness, reputation and global influence through major international sporting events such as serving as a member of Olympic Partners (TOP) programme for the 2024 Paris Olympics, and supporting 110 marathon events in nearly 100 cities across China, providing comprehensive nutritional support to over 2.2 million runners, working with consumers to build a healthy China. In 2024, we ranked Top 30 in “Most Valuable Global Brands” by BrandZ™. In the “Global Dairy Top 20” list published by Rabobank, we ranked 9th, and have been on the list for the sixteenth consecutive year.

Our major business divisions also introduced brand promotion programmes based on trending events to enhance brand images and attract more consumers. For example, during the 2025 Spring Festival campaign, we launched an innovative partnership with Nezha 2 (哪吒2) and brand ambassador, Jia Ling, integrating the “Strive for Excellence” ethos that both the Nezha IP and Jia Ling represent into our brand narrative, revitalising Mengniu’s image. Our high-end brand of fresh milk, Shiny Meadow, also launched a Year of the Snake Limited-Edition “Good Luck New Year Milk” with six blessings hidden in the outer labelling. Moreover, by co-branding NBA, our ice cream product Ice+ launched Ice+ electrolyte drink slush catering to functional needs of young consumers, broadening outdoor consumption scenario.

Sales and Distribution Network

We sell our products primarily through third-party dealers, who distribute our products to the end customers. As at 31 December 2024, we had approximately thousands of dealers and millions of retail outlets throughout China, covering all provinces, municipalities and autonomous regions. For the year ended 31 December 2024, a majority of our sales was realised through sales forces employed by third-parties such as our dealers and the remainder was realised through our own sales forces who were our employees.

Our dealers have entered into distribution agreements with us. We manage our dealers through distribution agreements, which set forth the distribution market area, product and sales channel requirements applicable to each dealer, prohibitions against sales outside of the prescribed market area and prohibitions against sales of unauthorised products manufactured by us. We also evaluate our dealers based on pre-determined and agreed-upon sales targets. In 2024, most of our dealers have fulfilled their sales target and our dealer team had remained stable. Typically, we only ship the goods to our dealers after we receive their up-front payment. We grant sales on credit up to certain limits to some of our long-term dealers, and cease to ship goods if they exceed their prescribed credits.

Under our business division system, our major business divisions are responsible for managing their own marketing efforts and sales, with the aim of enhancing synergies for business development, operational efficiency and management. In implementation of our Route to Market (RTM) strategy, the room temperature product business division closely align with consumer market trends, capitalising on market opportunities and continuously improving penetration into towns and villages to expand market share. Meanwhile, the room temperature product business division continue to strengthen distributor empowerment, driving further cost reductions and efficiency improvements along the supply chain, establishing an emotional connection with consumers through the key themes of “nutrition” and “youth”. It also expands emerging channels, cooperating with leading key accounts in the sector and creating differentiated exclusive products aligned with consumer trends, offsetting the impact on traditional channels. As for the chilled product business, the industry has witnessed diversified channel development and increased consumer penetration in emerging distribution channels. Our chilled product business division capitalises on evolving consumer demand trends, driving category value innovation and profitability. The fresh milk division maintains its top market share position across online and offline channels such as membership stores and e-commerce platforms. Meanwhile, it has continuously achieved channel breakthroughs by actively expanding into emerging channels like wholesale snack stores, successfully collaborating with top coffee and tea beverage brands. With high-quality products, the fresh milk division supports offline To B clients while driving breakthroughs in its own sales volume. As for the milk formula business division, we released the world’s first patented affinity formula (maternal MLCT+ new OPO) in partnership with Jiangnan University and Sun Yat-Sen University, pioneering the launch of Mengniu’s global-first HMO formula. In brand building of milk formula business, we focused on evidence-based professional marketing and education. Through proactive product R&D and sales channel optimization, we strengthened the competitiveness of our milk formula business brand, forming a virtuous cycle between product innovation and channel efficiency. For the ice cream business division, it actively implemented strategic adjustments and activated full-chain direct operations and control through an omni-channel RTM strategic layout. The ice cream business division also accelerated expansion into emerging modern channels like convenience stores, wholesale snack stores, and live streaming. Additionally, it promoted customer conversion in key areas such as campuses, communities, and tourist spots to drive sales and actively promoted the reshaping and efficiency enhancement of the new retail channels. For the cheese division, *Milkground* adopted a consumer-centric approach to innovate in product development and enrich its portfolio in order to achieve “consumer expansion” and “scenario diversification”. Rapid sales growth was recorded on e-commerce platforms. Efforts were also made to expand into corporate group buying, catering, scenic spots and other scenarios.

With an appreciation of the power of the Internet, we have forged ahead with expanding e-commerce sales channels and connecting with consumers through all possible means. Our products are now sold through multiple contracted online sales channels, including all major e-commerce platforms in China such as Tmall, JD and Douyin. We launched a number of joint marketing initiatives in cooperation with these e-commerce platforms, such as the Super Brand Day, ‘618’ shopping festival and Singles’ Day. We also introduced an e-commerce enterprise resource planning system and digital tools to strengthen terminal sales business management and execution, supporting refined operation management of different channels and sales growth.

To take advantage of the development of our “Big Data” capabilities, we have also developed our marketing BI analytical platform, which consolidates and visualises sales and financial data, and provides precise and timely information to different sales units to help us enhance our offline sales performance. Moreover, our e-commerce division has built a consumer Data Management Platform and optimised our Database Intelligence, which enables us to consolidate our sales data, build up our customised labelling system, gain a deeper understanding of consumers and conduct precise marketing.

Raw Materials and Packaging Materials

Raw Milk

In order to ensure the quality of our products, we continuously increase the proportion of raw milk we source from standardised ranches and scaled farms. We are also committed to solidifying our capability to control and ensure the stability of our sources of quality raw milk through the construction of ranches as well as investment in and control of scaled farms. For the year ended 31 December 2024, the proportion of our milk sources provided by standardised ranches and scaled farms reached 100%.

We entered into a ten-year supply framework agreement with Modern Dairy in 2008 which sets forth our commitment to purchase raw milk produced by Modern Dairy. This supply framework agreement has been automatically extended in 2019. Modern Dairy provides us with high quality raw milk.

We effectively manage our raw milk providers through the use of various measures designed for the contracting process, quality examination and pricing. In particular:

- the terms of the contracts with raw milk providers typically range from one to five years and ten years for large providers (such as Modern Dairy); such contracts usually set forth minimum purchase commitments in order to secure a stable and sufficient supply of raw milk;
- we strictly adopt national standards of quality examination for raw fresh milk procurement and reject all raw fresh milk not in compliance with both these standards as well as our internal procurement standards; and
- depending on the quality of the raw milk, the pricing mechanisms consist of (i) basic price, which varies based on the scale of the suppliers and the number of milk collection centres, breeding areas and ranches, (ii) indicator price, which is primarily determined pursuant to certain key indicators, and (iii) evaluation price, which is assessed based on inspection results and daily evaluation results.

Packaging Materials

In addition to raw milk, packaging materials account for part of our procurement costs. We procure substantially all of our packaging materials from three leading international food packaging companies, namely Tetra Pak, Sig Combibloc and Greatview, with whom we started business cooperation since 1999, 2005 and 2005, respectively.

Research and Development

We possess strong research and development capabilities. As at 31 December 2024, our research and development team consists of over 400 full-time researchers, over 80% of whom have received master's or doctoral degrees. We are committed to keeping pace with evolving consumption habits and consumer philosophies and offering innovative products, such as products with low calories, in response to customers' preferences for healthy foods. Many of our new products have received widespread recognition. We also provide various products tailored to different customers in the segmented market.

Employees

As at 31 December 2024, we had a total of over 41,000 employees in China, Hong Kong, Oceania and Southeast Asia.

We invest in continued education and training programmes for our management staff and other employees with an aim towards constantly upgrading their skills and knowledge. In light of changes in the internal and external market environment and our business development, we further accelerated talent training by systematically building a talent development system in 2024.

We enter into individual employment contracts with our employees covering matters such as wages, employee benefits, training programmes, safety and sanitary conditions at the workplace, confidentiality obligations for commercial secrets and grounds for termination.

Regulatory Compliance

We have obtained all relevant and valid approvals, permits, licences and certificates for our operations and have complied in all material respects with the laws and regulations applicable to our business and operations.

Environmental Matters

We are subject to applicable environmental laws and regulations in the PRC and other relevant jurisdictions relating to, among other matters, air, water, waste, noise and pollution; the generation, storage, handling, use and transportation of hazardous materials; and the health and safety of our employees. Wastewater, exhaust gas and solid waste are the primary types of waste resulting from our operations. Wastewater arises mainly from the cleaning of storage tanks, pipe lines and workshop equipment; exhaust gas arises mainly from steam generated by the boiler; and solid waste mainly includes waste packaging materials and a small amount of laboratory waste.

We have taken the following measures to treat these three primary types of waste and to ensure our emissions comply with applicable environmental protection standards:

- Wastewater treatment. We established a group-level pollutant discharge database, introducing real-time data dynamic monitoring and SMS alerts for abnormal data. This provides proactive management support for factory operations. Additionally, the monitoring scope of the Group's platform was expanded, and data collection equipment was updated to enhance the accuracy of monitoring indicators. We also

upgraded wastewater treatment plant's sedimentation tanks, completed the renovation of rainwater and sewage pipelines and implemented an anaerobic treatment upgrade for our wastewater treatment plant;

- Exhaust gas treatment. We use gas-fired boilers or purchased steam in our newly-built factories and encourage our older factories to gradually eliminate their use of fuel-fired boilers through technical transformation and gradual adoption of gas-fired boilers to reduce the emission of air pollutants. For example, our Tangshan factory adopted flue gas denitrification technology to reduce nitrogen oxide emissions from boiler exhaust from 50 mg/m³ to 20 mg/m³;
- Solid waste treatment. We strictly classify solid waste, compile waste emission data, and establish a full-process waste management list. General and hazardous wastes are handed over to licensed disposal providers. Notably, Dangyang factory of ice cream business built a digital platform to categorise solid waste types and weights, enabling intuitive and visual data management. This initiative improved packaging waste recycling rates and reduced waste generation by approximately 290 tons.

In 2024, we invested approximately RMB41.3 million in the operation and maintenance of pollution control facilities. Environmental laws and regulations are complex, change frequently and have tended to become more stringent over time. Accordingly, there is no guarantee that environmental laws and regulations will not change or become more stringent in the future in a manner that could have a material adverse effect on our business.

In addition, some of our properties may be contaminated. Some environmental laws may hold current or previous owners or operators of real property liable for the costs of cleaning up contamination, even if these owners or operators did not know of and were not responsible for such contamination. Third parties may also make claims against owners or operators of properties for personal injuries and property damage associated with releases of hazardous or toxic substances. In accordance with these environmental laws, we may be required to spend significant expenditures for environmental remediation in the future. We are currently not subject to any material environmental proceedings or litigation.

Legal Proceedings

As at the date of this Offering Circular, we were not involved in any litigation or arbitration proceedings which may have a material and adverse effect on our business, financial condition and results of operations, and there is no such litigation or claim known to be pending or threatened by or against us which may have a material adverse effect on our overall business, financial condition or results of operations.

DIRECTORS AND MANAGEMENT OF THE COMPANY

As at the date of this Offering Circular, the board of directors of the Company comprised the following:

Name	Age	Position
Mr. GAO Fei	48	Executive director and chief executive officer of the Company
Ms. WANG Yan	46	Executive director of the Company
Mr. QING Lijun	55	Non-executive director and chairman of the board of directors of the Company
Mr. MENG Fanjie	60	Non-executive director of the Company
Mr. WANG Xi	41	Non-executive director of the Company
Ms. Lillie Li VALEUR . .	55	Non-executive director of the Company
Mr. YIH Dieter (alias YIH Lai Tak, Dieter). .	62	Independent non-executive director of the Company
Mr. LI Michael Hankin. .	60	Independent non-executive director of the Company
Mr. GE Jun	52	Independent non-executive director of the Company

The board of directors of the Company currently consists of 9 members. A description of the relevant business experience and present position of each of these directors are set forth below.

Mr. GAO Fei, aged 48, was appointed as the chief executive officer and an executive director of the Company in March 2024. Prior to the appointment, he has been a senior vice president and the head of UHT business unit of the Group. Mr. Gao graduated from Shandong University and Tsinghua University, and obtained an Executive Master in Business Administration degree from Tsinghua University. Mr. Gao joined the Group in 1999, and successively held the positions of regional manager, center manager, sales general manager and marketing general manager of the sales and marketing department and contributed to the rapid growth of the market share of the Mengniu brand. Mr. Gao has abundant practical experience in sales, marketing and promotion and business operation of dairy products. In 2016, he was appointed as a vice president of the Group and head of the UHT business unit of the Group.

Ms. WANG Yan, aged 46, was appointed as an executive director of the Company in December 2021. Ms. Wang Yan joined the Group in November 2021. Ms. Wang has previously served various roles including general manager of talent development at the human resources department and deputy director of the human resources department at COFCO Corporation. Ms. Wang holds a master of management degree from the Renmin University of China specialising in human resources management.

Mr. QING Lijun, aged 55, was appointed as a non-executive director and the chairman of the board of directors of the Company in May 2024. Mr. Qing is currently the deputy general manager of COFCO Corporation, and chairman of the board of directors and a non-executive director of China Foods Limited, a company listed on the Hong Kong Stock Exchange. Mr. Qing is also currently a director of COFCO Coca-Cola Beverages Limited, a non wholly-owned subsidiary of China Foods Limited. Mr. Qing has previously served in various positions including chief executive officer and deputy general manager of COFCO Coca-Cola Beverages Limited, deputy general manager of beverage business department of China Foods Limited, and director of strategy department of COFCO Corporation. Mr.

Qing was an executive director and managing director of China Foods Limited until January 2025. Mr. Qing graduated from Renmin University of China and Guanghua School of Management of Peking University with a Bachelor's degree in Economics and a Master's degree in Business Administration, respectively. Mr. Qing has extensive experience in beverage production, marketing, strategy planning, finance, public relations and general management.

Mr. MENG Fanjie, aged 60, was appointed as a non-executive director of the Company in August 2024. Mr. Meng previously served as an executive director of the Company from June 2019 to December 2021. Mr. Meng had successively served as the general manager of Shenyang Xiangxue Flour Co., Ltd., the assistant to the general manager and then as the deputy general manager of COFCO's Wheat Processing Department, the general manager of COFCO's Project Management Department, the general manager of COFCO Chengdu Industrial Park, the deputy general manager of China Grain & Logistics Corporation, the deputy general manager of COFCO Trading Corporation, the deputy director of COFCO's Party-mass Work Department (in charge of the daily work) and the chief officer in the human resources department of COFCO. Mr. Meng was a non-executive director of CPMC Holdings Limited, a company listed in Hong Kong (stock code: 906) from January 2022 to March 2025. Mr. Meng received a master degree in electronic magnetism and microwave technology from Tsinghua University in the PRC in December 1989.

Mr. WANG Xi, aged 41, was appointed as a non-executive director of the Company in October 2024. Mr. Wang previously served as a non-executive director of the Company from December 2021 to August 2024. Mr. Wang joined COFCO Corporation in July 2015, currently serves as the deputy director of the Strategy Department and the general manager of the Direct Investment Division of COFCO Corporation, and is a director of COFCO WOMAI.COM Investment Limited (中糧我買網投資有限公司). At COFCO Strategy Department, Mr. Wang previously served as assistant general manager of M&A Division, deputy general manager and general manager of Equity Management Division. Prior to joining COFCO, Mr. Wang served as assistant general manager of Direct Investment Division IV at China Development Bank Capital Co., Ltd., and before that an associate at the investment banking division at Deutsche Bank AG, Hong Kong Branch. Mr. Wang holds a bachelor's degree in economics and a dual bachelor's degree in laws from Peking University, and a degree of master of public administration from Columbia University, New York.

Ms. Lillie Li VALEUR, aged 55, was appointed as a non-executive director of the Company in April 2025. Ms. Valeur also serves as the executive vice president of International at Arla Foods, a global dairy industry leader. Previously, Ms. Valeur held the CEO position at Good Food Group A/S in Denmark from 2020 to 2022. During her over 20-year tenure with Arla Foods, Ms. Valeur held several pivotal senior management roles in Asia, Europe, and on a global scale. These roles included Group Vice President and Managing Director of Germany, Vice President for the Global Milk-Based Beverages Business, Vice President for Southeast Asia, and Vice President for Greater China. Prior to her tenure at Arla Foods, she held various international business management positions at Lundbeck, Novartis Consumer Health Co., and served as a management consultant at Bain & Company. Ms. Valeur's academic background includes Leadership programs at London Business School, Executive Management Program at MIT Sloan, and an MBA from China Europe International Business School (CEIBS) in Shanghai.

Ms. Valeur is currently a member of the board of directors at Plus Pack, a multinational packaging company based in Denmark. She served on the board of directors, chaired the nomination committee, and was a member of the remuneration committee at Marel, a global leader in food processing equipment, solutions, and services, listed on Nasdaq Iceland and Euronext Amsterdam from 2020 to 2024. From 2020 to 2022 she was a member of the board of directors, remuneration committee, and science & innovation committee at Chr. Hansen, a renowned bioscience company based in Denmark and listed on Nasdaq Copenhagen, from 2020 to 2022. From 2013 to 2020, she contributed her expertise to the board of directors and audit committee of AAK, a global leading vegetable oils and fats company listed on Nasdaq Stockholm. Furthermore, she served on the board of directors of Meda, a European specialty pharmaceutical company, from 2015 to 2016.

Mr. YIH Dieter Lai Tak, aged 62, was appointed as an independent non-executive director of the Company in December 2021. Mr. Yih received his Bachelor of Laws degree from King's College London and he is a Fellow of King's College London. Mr. Yih is admitted to practise law in Hong Kong. He is a partner of the Hong Kong law firm Kwok Yih & Chan, where his practice focuses on corporate finance, capital markets, securities and regulatory compliance. Mr. Yih is currently an independent non-executive director of Sun Art Retail Group Limited, a company listed in Hong Kong (stock code: 6808). Mr. Yih was the president of the Law Society of Hong Kong between 2012 and 2013, and holds various public offices and community appointments in Hong Kong. He is currently a member of the Guangdong Province Committee of the Chinese People's Political Consultative Conference. He is also a Justice of the Peace appointed by the Hong Kong Government, chairman of the Quality Education Fund Steering Committee, a member of the Standing Committee on Legal Education and Training, a non-executive director of the Securities and Futures Commission, a non-executive director of eMPF Platform Company Limited and a member of University Grants Committee.

Mr. LI Michael Hankin, aged 60, was appointed as an independent non-executive director of the Company in December 2021. Mr. Li has more than 30 years of experience in financial and accounting, fundraising, mergers and acquisitions, restructuring and international business development. Mr. Li has since May 2016 served as an independent non-executive director of COFCO Joycome Foods Limited, a company listed in Hong Kong (stock code: 1610) and is currently the chairman of its audit committee. COFCO Corporation has an interest of 29.10% in COFCO Joycome Foods Limited based on its public filings. Mr. Li has also served as an independent non-executive director of Cornerstone Technologies Holdings Limited, a company listed in Hong Kong (stock code: 8391) since February 2025. Mr. Li was an independent non-executive director and the chairman of the audit committee of Clarity Medical Group Holding Limited, a company listed in Hong Kong (stock code: 1406) from March 2019 to November 2024. Mr. Li worked at several Hong Kong listed companies as head of corporate finance, general manager of investor relations and mergers and acquisitions, including as head of corporate finance of GCL-Poly Energy Holdings Limited (stock code: 3800) during January 2014 to June 2015 and as general manager of investor relations & mergers and acquisitions of Newton Resources Limited (stock code: 1231) in 2013. Mr. Li also worked at several international banks where he had led numerous fund raising exercises in Hong Kong and the United States. During the period from March 1994 to June 2004, Mr. Li was the executive director (corporate finance) at BNP Paribas Capital (Asia Pacific) Limited. During the period from July 2004 to December 2005, Mr. Li was employed at GoldBond Capital (Asia) Limited and was a managing director (investment banking) of Rothschild (Hong Kong) Limited during the period from March

2007 to May 2011. From November 2017 to August 2019, he was the deputy general manager of Shougang Concord Grand (Group) Limited, a company listed in Hong Kong (stock code: 730). Mr. Li obtained a bachelor's degree in accountancy from California State University, Los Angeles in June 1985, and a master's degree in business administration from Columbia University, New York in May 1992. Mr. Li is a member of the American Institute of Certified Public Accountants.

Mr. GE Jun, aged 52, was appointed as an independent non-executive director of the Company in December 2021. Mr. Ge had previously served as the assistant engineer of Shanghai Research Institute of Building Research, administrative manager, deputy director of the corporation and public affairs department, director of the President office, secretary general of the foundation and assistant president of the China Europe International Business School, President of the Pudong Innovation Institute, associate dean of the Shanghai Institute of Advanced Finance at Shanghai Jiaotong University and executive director of the National Innovation and Development Strategy Research Association. Mr. Ge is currently the President of the Hong Kong Academy of Industry and Innovation.

Mr. Ge has been an independent director of Huize Holding Ltd. (NASDAQ, stock code: HUIZ) since February 2020, an independent director of Shenzhen Aisidi Co., Ltd., (Shenzhen Stock Exchange, stock code: 002416) since October 2022, and Mr. Ge has been an independent director of Helport AI Limited (NASDAQ, stock code: HPAI) since August 2024. Mr. Ge was an independent director of Focus Media Information Technology Co Ltd. (Shenzhen Stock Exchange, stock code: 002027) from February 2019 to November 2021. Mr. Ge was also an independent director of Meinian Onehealth Healthcare Holdings Co., Ltd. (Shenzhen Stock Exchange, stock code: 002044) from October 2018 to October 2021.

Mr. Ge's areas of academic expertise include corporate governance, corporate stakeholder relations, evaluation of innovation mechanism, responsible business and sustainable development.

TAXATION

The following summary of certain tax consequences of the purchase, ownership and disposition of the Bonds is based upon applicable laws, regulations, rulings and decisions as at the date of this Offering Circular, all of which are subject to change (possibly with retroactive effect). This discussion does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Bonds and does not purport to deal with consequences applicable to all categories of investors, some of which may be subject to special rules. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any Bondholder or any persons acquiring, selling or otherwise dealing in the Bonds or on any tax implications arising from the acquisition, sale or other dealings in respect of the Bonds. Persons considering the purchase of the Bonds should consult their own tax advisors concerning the tax consequences of the purchase, ownership and disposition of the Bonds, including such possible consequences under the laws of their country of citizenship, residence or domicile.

PRC TAXATION

The following summary describes the principal PRC tax consequences of ownership of the Bonds by beneficial owners who, or which, are not residents of mainland China for PRC tax purposes.

These beneficial owners are referred to as non-PRC holders of the Bonds in this “Taxation — PRC Taxation” section. In considering whether to invest in the Bonds, investors should consult their individual tax advisors with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdiction.

Income Tax

The Enterprise Income Tax Law of the PRC (the “**EIT Law**”) which was amended on 29 December 2018 and effective from the same day, and their implementation regulations which were revised on 23 April 2019 impose a withholding tax at the rate of 10% (subject to any applicable tax treaty) on PRC-source income paid to a “non-resident enterprise” that does not have an establishment or place of business in China or that has an establishment or place of business in China but the relevant income is not effectively connected therewith. Pursuant to these provisions of the EIT Law, in the event the Issuer is considered a PRC resident enterprise by the PRC tax authorities, interest payable to non-resident enterprise holders of the Bonds may be treated as income derived from sources within China and be subject to 10% PRC withholding tax. Further, in accordance with the Individual Income Tax Law of the PRC which was revised on 31 August 2018 and took effect on 1 January 2019 and its implementation regulations which were revised on 18 December 2018 and took effect on 1 January 2019, if the Issuer is considered a PRC tax resident enterprise, interest payable to non-resident individual holders of the Bonds may be treated as income derived from sources within China and be subject to a 20% individual income tax, which may be withheld at source. However, the tax so charged on interests paid on the Bonds to non-PRC resident holders who or which are residents of Hong Kong (including enterprise holders and individual holders) as defined under the arrangement between mainland China and Hong Kong for purpose of the avoidance of double taxation will be 7% of the gross amount of the interest pursuant to the arrangement between mainland China and Hong Kong and relevant interpretation of the arrangement formulated by SAT. The Company has agreed to pay

additional amounts to holders of the Bonds so that holders of the Bonds would receive the full amount of the scheduled payment, as further set out in Condition 8 of the Terms and Conditions.

Under the EIT Law and its implementation rules, if the Issuer is determined to be a PRC resident enterprise, any gains realised on the transfer of the Bonds by holders who are deemed under the EIT Law as non-PRC resident enterprises may be subject to the EIT Law if such gains are regarded as income derived from sources within the PRC. Under the EIT Law, a “non-PRC resident enterprise” means an enterprise established under the laws of a jurisdiction other than the PRC and whose actual administrative organisation is not in the PRC, which has established offices or premises in the PRC, or which has not established any offices or premises in the PRC but has obtained incomes derived from sources within the PRC. There remains uncertainty as to whether the gains realised from the transfer of the Bonds would be treated as incomes derived from sources within the PRC and be subject to PRC tax. This will depend on how the PRC tax authorities interpret, apply or enforce the EIT Law and its implementation rules.

In addition, under the Individual Income Tax Law of the PRC, any individual who has no domicile and does not live within the territory of the PRC or who has no domicile but has lived within the territory of China for less than 183 days shall pay individual income tax for any income obtained within the PRC. There remains uncertainty as to whether the gains realised from the transfer of the Bonds would be treated as income obtained within the PRC and be subject to PRC tax.

If such gains are subject to PRC income tax, the 10% enterprise income tax rate and 20% individual income tax rate, respectively, will apply unless there is an applicable tax treaty or arrangement that reduces or exempts such income tax. The taxable income will be the balance of the total income obtained from the transfer of the Bonds minus all costs and expenses that are permitted under PRC tax laws to be deducted from the income. According to an arrangement between the PRC and Hong Kong for avoidance of double taxation, holders of the Bonds who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale of the Bonds.

Value Added Tax

On 23 March 2016, the MOF and the SAT issued Circular 36, which introduced a new VAT from 1 May 2016. Under Circular 36, VAT is applicable where the entities or individuals provide services within the PRC. The operating income generated from the provision of taxable sale of services by entities and individuals, such as financial services, shall be subject to PRC VAT if the seller or buyer of the services is within the PRC. In the event that foreign entities or individuals do not have a business establishment in the PRC, the purchaser of services shall act as the withholding agent unless otherwise provided for by the MOF and the SAT. According to the Explanatory Notes to Sale of Services, Intangible Assets and Real Property attached to Circular 36, financial services refer to the business activities of financial and insurance operation, including loan processing services, financial services of direct charges, insurance services and the transfer of financial instruments, and the VAT rate is 6 per cent.

Circular 36 further clarified that “loan services” refer to the activities of lending capital for another’s use and receiving the interest income thereon. Based on such an interpretation, the issuance of Bonds may be treated as the holders of the Bonds providing loans to the Company, which thus shall be regarded as the provision of financial services. Accordingly, if the Company is treated as a PRC tax resident and if PRC tax authorities take the view that the holders of the Bonds are providing loans within the PRC, or if the interest component of the amount payable by the Company to the holders of the Bonds is viewed as interest income arising within the territory of the PRC, the holders of the Bonds shall be subject to the value-added tax at the rate of 6% when receiving the interest payments under the Bonds. Given that the Company pays interest income to the holders of the Bonds who are located outside of the PRC, the Company, acting as the obligatory withholder in accordance with applicable law, shall withhold the value-added tax and local levies from the payment of interest income to holders of the Bonds who are located outside of the PRC.

Where a holder of the Bonds who is an entity or individual located outside of the PRC resells the Bonds to an entity or individual located outside of the PRC and derives any gain, since neither the service provider nor the service recipient is located in the PRC, theoretically Circular 36 does not apply and the Company does not have the obligation to withhold the value-added tax. However, there is uncertainty as to the applicability of VAT if either the seller or buyer of Bonds is located inside the PRC. Circular 36 together with other laws and regulations pertaining to VAT are relatively new, the interpretation and enforcement of such laws and regulations involve uncertainties.

Stamp Duty

No PRC stamp duty will be imposed on non-PRC holders either upon the issuance of the Bonds or upon a subsequent transfer of the Bonds to the extent that the register of holders of the Bonds is maintained outside of the PRC and the issuance and the sale of the Bonds is made outside of the PRC.

Hong Kong

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Bonds or in respect of any capital gains arising from the sale of the Bonds.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Bonds may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Bonds is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;

- (ii) interest on the Bonds is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;
- (iii) interest on the Bonds is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**IRO**”)) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (iv) interest on the Bonds is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO).

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of the Bonds will be subject to Hong Kong profits tax. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO) from the sale, disposal or other redemption of the Bonds will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of the Bonds will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source, unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Bonds are acquired and disposed of.

In addition, with effect from 1 January 2024, pursuant to various foreign-sourced income exemption legislation in Hong Kong (the “**FSIE Amendments**”), certain specified foreign-sourced income (including interest, dividend, disposal gain or intellectual property income, in each case, arising in or derived from a territory outside Hong Kong) accrued to an MNE entity (as defined in the FSIE Amendments) carrying on a trade, profession or business in Hong Kong is regarded as arising in or derived from Hong Kong and subject to Hong Kong profits tax when it is received in Hong Kong. The FSIE Amendments also provide for relief against double taxation in respect of certain foreign-sourced income and transitional matters.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

Stamp Duty

No Hong Kong stamp duty will be chargeable upon the issue or transfer of a Bond.

Cayman Islands

Under Existing Cayman Islands Laws, payments of interest and principal on the Bonds will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of interest and principal to any holder of the Bonds, nor will gains derived from the disposal of the Bonds be subject to Cayman Islands income or corporate tax. The Cayman Islands currently has no income, corporate or capital gains tax and no estate duty, inheritance tax or gift tax.

No stamp duty is payable in respect of the issue of the Bonds. The Bonds themselves will be stampable if they are executed in or brought into the Cayman Islands.

SUBSCRIPTION AND SALE

The Issuer has entered into a subscription agreement with the Managers dated 23 July 2025 (the “**Subscription Agreement**”), pursuant to which and subject to certain conditions contained therein, the Issuer has agreed to issue, and the Managers have agreed to subscribe and pay for, or to procure subscribers to subscribe and pay for, the aggregate principal amount of the Bonds set forth opposite its name below:

	<u>Principal amount of the 2030 Bonds to be subscribed (CNY)</u>	<u>Principal amount of the 2035 Bonds to be subscribed (CNY)</u>
Bank of China (Hong Kong) Limited	180,000,000	135,000,000
BOCI Asia Limited	180,000,000	135,000,000
Citigroup Global Markets Limited	360,000,000	270,000,000
Standard Chartered Bank	360,000,000	270,000,000
The Hongkong and Shanghai Banking Corporation Limited	360,000,000	270,000,000
ICBC International Securities Limited	180,000,000	135,000,000
Industrial and Commercial Bank of China (Asia) Limited	180,000,000	135,000,000
J.P. Morgan Securities (Asia Pacific) Limited	40,000,000	30,000,000
Australia and New Zealand Banking Group Limited . .	40,000,000	30,000,000
DBS Bank Ltd.	40,000,000	30,000,000
China Minsheng Banking Corp., Ltd. Hong Kong Branch	20,000,000	15,000,000
CMBC Securities Company Limited	20,000,000	15,000,000
Industrial Bank Co., Ltd. Hong Kong Branch	40,000,000	30,000,000
Total	<u>2,000,000,000</u>	<u>1,500,000,000</u>

The Subscription Agreement provides that the Issuer will indemnify the Managers against certain liabilities in connection with the offer and sale of the Bonds. The Subscription Agreement provides that the obligations of the Managers are subject to certain conditions precedent and entitles the Managers to terminate it in certain circumstances prior to payment being made to the Issuer.

The Managers and/or their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities (“**Banking Services or Transactions**”). The Managers and their respective affiliates have, from time to time, performed, and may in the future perform, various Banking Services or Transactions with the Issuer, for which they have received or will receive customary fees and expenses.

The Managers and their respective affiliates may purchase the Bonds and be allocated the Bonds for asset management and/or proprietary purposes but not with a view to distribution. Such entities may hold or sell such Bonds or purchase further Bonds for their own account in the secondary market or deal in any other securities of the Issuer and therefore, they may offer or sell the Bonds or other securities otherwise than in connection with the offering of the Bonds. Accordingly, references herein to the Bonds being “offered” should be read as including any offering of the Bonds to the Managers and/or their respective affiliates, for their own account. Such entities are not expected to disclose such

transactions or the extent of any such investment, otherwise than in accordance with any legal or regulatory obligation to do so. Furthermore, it is possible that only a limited number of investors may subscribe for a significant proportion of the Bonds.

If this is the case, liquidity of trading in the Bonds may be constrained (see “*Risk Factors — Risks Relating to the Bonds — A trading market for the Bonds may not develop, and there are restrictions on resale of the Bonds*”). The Issuer and the Managers are under no obligation to disclose the extent of the distribution of the Bonds amongst individual investors.

In the ordinary course of their various business activities, the Managers and their respective affiliates make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Issuer, including the Bonds. The Managers or their respective affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Managers and their respective affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Issuer’s securities, including potentially the Bonds offered hereby. Any such short positions could adversely affect future trading prices of the Bonds offered hereby. The Managers and their respective affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Bonds or other financial instruments of the Issuer, and may recommend to their clients that they acquire long and/or short positions in the Bonds or other financial instruments.

Notice to capital market intermediaries and prospective investors pursuant to paragraph 21 of the Hong Kong SFC Code of Conduct — Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the Bonds. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer, the Company or any CMI (including its group companies) and inform the Managers accordingly.

CMIs are informed that the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions set out elsewhere in this Offering Circular.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear

unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the Bonds (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Bonds.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Managers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the Bonds, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require the relevant affiliated Manager(s) (if any) to categorise it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose investor information, preferably in Excel Workbook format, in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected).

Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any “Associations” (as used in the SFC Code);
- Whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to: dcm@bochk.com, debt.syndicate@bocigroup.com, DCM.Omnibus@citi.com, SYNHK@SC.COM, hk_syndicate_omnibus@hsbc.com.hk, project_mn2025@icbci.icbc.com.cn, huwenqi.vincent@icbcasia.com and investor.info.hk.oc.bond.deals@jpmorgan.com.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that it and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Managers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Manager with such evidence within the timeline requested.

By placing an order, prospective investors (including any underlying investors in relation to omnibus orders) are deemed to represent to the Managers that it is not a Sanctions Restricted Person. A “**Sanctions Restricted Person**” means an individual or entity (a “**Person**”): (a) that is, or is directly or indirectly owned or controlled by a Person that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/sdnlist.pdf>) or (ii) the Foreign Sanctions Evaders List (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/fse/fselist.pdf>) or (iii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: https://eeas.europa.eu/headquarters/headquartershomepage_en/8442/Consolidated%20list%20of%20sanctions); or (b) that is otherwise the subject of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of: (i) their inclusion in the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the “**SSI List**”), (ii) their inclusion in Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “**EU Annexes**”), (iii) their inclusion in any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes, (iv) them being the subject of restrictions imposed by the U.S. Department of Commerce’s Bureau of Industry and Security (“**BIS**”) under which BIS has restricted exports, re-exports or transfers of certain controlled goods, technology or software to such individuals or entities; (v) them being an entity listed in the Annex to the new Executive Order of 3 June 2021 entitled “Addressing the Threat from Securities Investments that Finance Certain Companies of the People’s Republic of China” (known as the Non-SDN Chinese Military-Industrial Complex Companies List), which amends the Executive Order 13959 of 12 November 2020 entitled “Addressing the threat from Securities Investments that Finance Chinese Military Companies”; or (vi) them being subject to restrictions imposed on the operation of an online service, Internet application or other information or communication services in the United States directed at preventing a foreign government from accessing the data of U.S. persons; or (c) that is located, organised or a resident in a comprehensively

sanctioned country or territory, including Cuba, Iran, North Korea, Syria, the Crimea region of Ukraine, the Donetsk's People's Republic or Luhansk People's Republic. "Sanctions Authority" means: (a) the United States government; (b) the United Nations; (c) the European Union (or any of its member states); (d) the United Kingdom; (e) any other equivalent governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; and (f) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty's Treasury.

Price Stabilisation

In connection with the issue of the Bonds, any Manager acting as stabilisation manager(s) (or persons acting on behalf of any stabilisation manager(s)) may over-allot Bonds or effect transactions with a view to supporting the price of the Bonds at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such stabilisation manager(s) to do this. Such stabilisation, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilisation shall be in compliance with all applicable laws, regulations and rules. The Manager(s) may agree to over-allot in arranging subscriptions, sales and purchases of the Bonds. If any Manager or its agent create a short position in the Bonds in connection with the offering (i.e. if any Manager or its agent sells more Bonds than are set forth on the cover page of this Offering Circular), that Manager or its agent may reduce that short position by purchasing Bonds in the open market. In general, purchases of a Bond for the purpose of stabilisation or to reduce a short position could cause the price of the Bonds to be higher than it might be in the absence of such purchases. Neither the Issuer nor the Managers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Bonds. In addition, neither the Issuer nor the Managers make any representation that any Manager or its agent will engage in such transactions or that such transactions, once commenced, will not be discontinued without notice.

General

The distribution of this Offering Circular or any offering material and the offering, sale or delivery of the Bonds are subject to restrictions and may not be made except pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom. Therefore, persons who may come into possession of this Offering Circular or any offering material are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Offering Circular may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

None of the Issuer and the Managers make any representation that any action will be taken in any jurisdiction by the Managers or the Issuer that would permit a public offering of the Bonds, or possession or distribution of the Offering Circular (in preliminary, proof or final form) or any amendment or supplement thereto or any other offering or publicity material relating to the Bonds (including roadshow materials and investor presentations), in any country or jurisdiction where action for that purpose is required.

United States

The Bonds have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States.

The Bonds are being offered and sold outside of the United States in reliance on Regulation S.

United Kingdom

Each of the Managers has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) received by it in connection with the issue or sale of any Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.

Prohibition of Sales to EEA Retail Investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Bonds to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
 - (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Prohibition of Sales to UK Retail Investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Bonds to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
 - (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not

qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Hong Kong

Each of the Managers has represented and agreed that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Bonds other than (i) to “**professional investors**” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “**SFO**”) and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a “**prospectus**” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**C(WUMP)O**”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Bonds, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Bonds which are or are intended to be disposed of only to persons outside Hong Kong or only to “**professional investors**” as defined in the SFO and any rules made under the SFO.

The People’s Republic of China

Each of the Managers has represented and agreed that the Bonds are not being offered or sold and may not be offered or sold, directly or indirectly, in the People’s Republic of China (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by applicable laws of the People’s Republic of China.

Singapore

Each Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Manager has represented and agreed that it has not offered or sold any Bonds or caused the Bonds to be made the subject of an invitation for subscription or purchase and will not offer or sell any Bonds or cause the Bonds to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Bonds, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “**SFA**”)) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Japan

The Bonds have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”). Accordingly, each Manager has represented and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Bond in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Cayman Islands

No offer of the Bonds will be made directly or indirectly to the public in the Cayman Islands.

GENERAL INFORMATION

1. **Clearing Systems:** The 2030 Bonds have been accepted for clearance through the CMU under the CMU Instrument Number CILHFB25087, Common Code Number 311550543 and the International Securities Identification Number for the Bonds is HK0001166955. The 2035 Bonds have been accepted for clearance through the CMU under the CMU Instrument Number CILHFB25089, Common Code Number 311553844 and the International Securities Identification Number for the Bonds is HK0001166971.

The address of the CMU is 55th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

2. **Legal Entity Identifier:** The Legal Entity Identifier (LEI) of the Company is 2549005Q343BSJ8RSS21.
3. **Authorisations:** The Company has obtained all necessary consents, approvals and authorisations in connection with the issue of and performance of their obligations under the Bonds. The issue of the Bonds was authorised by a resolution of the board of directors of the Company passed on August 28, 2024.
4. **No Material Adverse Change:** Save as disclosed in this Offering Circular, there has been no material adverse change since 31 December 2024 in the financial or trading position, prospects or results of operations of the Company or the Group.
5. **Litigation:** None of the Company or any member of the Group is currently involved in any litigation, disputes or arbitration proceedings which are material in the context of the issue of the Bonds. The Company is not aware of any such litigation, disputes or arbitration proceedings that are currently pending or threatened.
6. **Listing of the Bonds:** Application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only. It is expected that the permission to deal in, and listing of, the Bonds on the Hong Kong Stock Exchange will commence on 31 July 2025.
7. **Available Documents:** Copies of the annual reports of the Company as at and for the years ended 31 December 2023 and 2024, as well as the Fiscal Agency Agreement will be available for inspection during normal business hours from the Issue Date at the Company's office at 32nd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, so long as any of the Bonds is outstanding.
8. **Auditors:** The audited consolidated financial statements of the Company as at and for each of the years ended 31 December 2023 and 2024, which are included elsewhere in this Offering Circular, have been audited by KPMG, Certified Public Accountants, as stated in their report appearing therein.

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Page references included in the audited consolidated financial statements of the Group as at and for each of the years ended 31 December 2023 and 2024 set forth below refer to pages in the Issuer's annual reports for the years ended 31 December 2023 and 2024, respectively.



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Independent auditor's report
to the shareholders of China Mengniu Dairy Company Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Mengniu Dairy Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 138 to 330, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB"), Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告

致：中國蒙牛乳業有限公司全體股東
 (於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第138至330頁的中國蒙牛乳業有限公司(以下簡稱「貴公司」)及其子公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二三年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及附註，包括重大會計政策資料及其他說明資料。

我們認為，該等綜合財務報表已根據國際會計準則理事會頒佈的國際財務報告準則會計準則及香港會計師公會頒佈的香港財務報告準則真實而中肯地反映了 貴集團於二零二三年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行這些規定及道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Assessing impairment of goodwill and trademarks with indefinite useful lives

評估商譽及無限使用年限商標的減值

Refer to Note 19 to the consolidated financial statements and the accounting policies in Note 2.3.

請參閱綜合財務報表附註19及附註2.3所述的會計政策。

The Key Audit Matter

關鍵審計事項

The carrying amount of goodwill and trademarks with indefinite useful lives amounting to RMB20,926,483,000, represented 18% of the Group's total assets as at 31 December 2023.

二零二三年十二月三十一日，商譽及無限使用年限商標賬面金額為人民幣20,926,483,000元，佔貴集團總資產的18%。

Goodwill and trademarks with indefinite useful lives are allocated to the cash generating unit ("CGU") groups. Impairment test was performed by management on the CGU groups to which goodwill and trademarks with indefinite useful lives have been allocated at least annually by comparing the carrying value with the recoverable amount of the CGU groups, which is the higher of value in use and fair value less costs of disposal. The value in use of the CGU groups was determined by management using discounted cash flow forecasts.

商譽及無限使用年限商標被分配至現金產生單元組（「現金產生單元組」）。管理層至少每年通過比較現金產生單元組的賬面值與可收回金額（即使用價值及公允值減銷售成本的較高者），就商譽及無限使用年限商標已獲分配至的現金產生單元組進行減值測試。管理層使用折現現金流量預測來確定現金產生單元組的使用價值。

How the matter was addressed in our audit

在審計中如何應對該事項

Our audit procedures to assessing impairment of goodwill and trademarks with indefinite useful lives included the following:

與評價商譽及無限使用年限商標的減值相關的審計程序主要包括以下程序：

- understanding and evaluating the design and implementation of key internal controls over the impairment assessment;
了解並評價與減值評估相關的關鍵內部控制的設計和運行；
- assessing management's identification of CGU groups and the allocation of assets and liabilities to each CGU with reference to the requirements of the prevailing accounting standards;
參考現行會計準則的規定，評估管理層對現金產生單元組的識別及分配至各現金產生單元的資產及負債；
- discussing future operating plans with management and comparing key assumptions in the discounted cash flow forecasts, such as the estimated future sales growth rates and corresponding gross margin rates with the approved budget and with reference to historical sales growth rates and corresponding gross margin rates;
與管理層討論未來經營計劃及將折現現金流量預測中的主要假設（如預計未來銷售增長率及相關毛利率）與經批准的預算相比較並參考歷史銷售增長率及相關毛利率；



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Assessing impairment of goodwill and trademarks with indefinite useful lives (continued)

評估商譽及無限使用年限商標的減值 (續)

Refer to Note 19 to the consolidated financial statements and the accounting policies in Note 2.3.
請參閱綜合財務報表附註19及附註2.3的會計政策。

The Key Audit Matter 關鍵審計事項

How the matter was addressed in our audit 在審計中如何應對該事項

We identified assessing impairment of goodwill and trademarks with indefinite useful lives as a key audit matter because the preparation of discounted cash flow forecasts involves the exercise of significant management judgement in determining key assumptions, particularly the future sales growth rates, corresponding gross margin rates and the discount rate applied, which could be subject to management bias. 我們將評估商譽及無限使用年限商標的減值識別為關鍵審計事項，是由於折現現金流量預測的編製涉及在確定主要假設（尤其是未來銷售增長率、相關毛利率及使用的貼現率）時作出重要的管理層判斷，而管理層可能對此存有偏向。

- with the assistance of our internal valuation specialists, when appropriate, evaluating the methodology adopted with reference to the requirements of the prevailing accounting standards, and assessing the discount rates used in the discounted cash flow forecasts by comparing with range of discount rates adopted by companies in the similar industries; 在內部估值專家協助下，如適用，參考現行會計準則的規定評估所採用的方法；及通過與類似行業的公司所採用的折現率範圍相比較，評估折現現金流量預測中使用的折現率；
- evaluating the sensitivity analysis prepared by management for each of the key assumptions, including future sales growth rates, corresponding gross margin rates and discount rates adopted in the discounted cash flow forecasts and considering whether there are any indicators of management bias; 評估管理層為每項主要假設（包括未來銷售增長率、相關毛利率及於折現現金流量預測中採用的折現率）編製的敏感度分析及考慮是否存在任何管理層對此存有偏向的跡象；
- performing a retrospective review of last year's impairment assessment and comparing the forecast data with the current year's results to assess the reasonableness of the prior year's discounted cash flow forecasts and making enquiries of management as to the reasons for any significant variations identified and whether these have been considered in the forecasts of the current year; and 對去年的減值評估進行追溯審閱並將預測數據與本年度業績相比較，以評估上一年度折現現金流量預測的合理性，及向管理層查詢有關識別任何重大變化的原因以及該等變化有否於本年度預測進行考慮；及
- assessing the disclosures in the consolidated financial statements in respect of the impairment assessment with reference to the requirements of the prevailing accounting standards. 參考現行會計準則的規定，評估綜合財務報表中有關減值評估的披露。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Assessing impairment of an investment in a material associate

評估重大聯營公司投資的減值

Refer to Note 20 to the consolidated financial statements and the accounting policies in Note 2.3.

請參閱綜合財務報表附註20及附註2.3所述的會計政策。

The Key Audit Matter

關鍵審計事項

The Group's investment in China Modern Dairy Holdings Ltd. ("China Modern Dairy"), a material associate of the Group, amounted to RMB8,311,583,000, representing 7% of the Group's total assets as at 31 December 2023.

二零二三年十二月三十一日，貴集團於中國現代牧業控股有限公司（「中國現代牧業」），一家貴集團的重大聯營公司，的投資達人民幣8,311,583,000元，佔貴集團總資產7%。

Management performed an impairment assessment of the investment in China Modern Dairy by comparing the carrying value of investment in China Modern Dairy with its recoverable amount, which is the higher of value in use and fair value less costs of disposal. The value in use of China Modern Dairy was determined by management based on a discounted cash flow forecast.

管理層通過將中國現代牧業的投資賬面值與其可收回金額（即使用價值及公允值減銷售成本的較高者）相比較，對中國現代牧業的投資進行減值評估。管理層根據折現現金流量預測確定中國現代牧業的使用價值。

We identified assessing impairment of an investment in a material associate as a key audit matter because the preparation of discounted cash flow forecast involves the exercise of significant management judgement in determining key assumptions, particularly the future sales growth rates, corresponding gross margin rates and the discount rate applied, which could be subject to management bias.

我們將評估重大聯營公司的投資的減值識別為關鍵審計事項，是由於折現現金流量預測的編製涉及在確定主要假設（尤其是未來銷售增長率、相關毛利率及應用的貼現率）時作出重要的管理層判斷，而管理層可能對此存有偏向。

How the matter was addressed in our audit

在審計中如何應對該事項

Our audit procedures to assessing impairment of an investment in a material associate included the following: 與評價重大聯營公司的投資減值相關的審計程序主要包括以下程序：

- understanding and evaluating the design and implementation of key internal controls over the impairment assessment; 了解並評價與減值評估相關的關鍵內部控制的設計和運行；
- discussing future operating plan with management and comparing key assumptions in the discounted cash flow forecast, such as the future sales growth rates and corresponding gross margin rates with the approved budget and with reference to historical sales growth rates and corresponding gross margin rates; 與管理層討論未來經營計劃及將折現現金流量預測中的主要假設（如未來銷售增長率及相關毛利率）與經批准的預算相比較並參考歷史銷售增長率及相關毛利率；
- with the assistance of our internal valuation specialists, evaluating the methodology adopted with reference to the requirements of the prevailing accounting standards, and assessing the discount rate used in the discounted cash flow forecast by comparing with range of discount rates adopted by companies in the similar industries; 在內部估值專家協助下，參考現行會計準則的規定評估所採用的方法；及通過與類似行業的公司所採用的折現率範圍相比較，評估折現現金流量預測中使用的折現率；



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Assessing impairment of an investment in a material associate (continued)

評估重大聯營公司投資的減值 (續)

Refer to Note 20 to the consolidated financial statements and the accounting policies in Note 2.3.

請參閱綜合財務報表附註20及附註2.3所述的會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

在審計中如何應對該事項

- evaluating the sensitivity analysis prepared by management for each of the key assumptions, including future sales growth rates, corresponding gross margin rates and discount rate adopted in the discounted cash flow forecast and considering whether there are any indicators of management bias; and
評估管理層為每項主要假設(包括未來銷售增長率、相關毛利率及於折現現金流量預測中採用的折現率)編製的敏感度分析及考慮是否存在任何管理層對此存有偏向的跡象；及
- performing a retrospective review of last year's impairment assessment and comparing the forecast data with the current year's results to assess the reasonableness of the prior year's discounted cash flow forecast and making enquiries of management as to the reasons for any significant variations identified and whether these have been considered in the forecast of the current year.
對去年的減值評估進行追溯審閱並將預測數據與本年度業績相比較，以評估上一年度折現現金流量預測的合理性，及向管理層查詢有關識別任何重大變化的原因以及該等變化有否於本年度預測進行考慮。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon. We obtained the Management Discussion and Analysis prior to the date of this auditor's report and expect remaining other information to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards issued by the IASB, HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表及其核數師報告以外的 信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。我們於核數師報告日期之前獲得管理層討論及分析，並希望於該日期之後獲得餘下其他可用信息。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際財務報告準則會計準則、香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督 貴集團的財務報告過程的責任。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的 責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的 責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施（若適用）。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ho Ying Man Simon.

核數師就審計綜合財務報表承擔的 責任 (續)

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是何應文。

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

26 March 2024

畢馬威會計師事務所

執業會計師
香港中環
遮打道十號
太子大廈八樓

二零二四年三月二十六日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

for the year ended 31 December 2023 (Expressed in Renminbi ("RMB")) 截至二零二三年十二月三十一日止年度 (以人民幣(「人民幣」)列示)

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue	收入	5	98,624,041	92,593,322
Cost of sales	銷售成本		(61,983,946)	(59,903,540)
Gross profit	毛利		36,640,095	32,689,782
Other income and gains	其他收入及收益	5	1,069,392	2,139,649
Selling and distribution expenses	銷售及經銷費用		(25,192,211)	(22,347,316)
Administrative expenses	行政費用		(4,742,531)	(4,441,844)
Impairment losses on financial and contract assets, net	金融及合約資產減值虧損淨額	7	(309,626)	(289,432)
Loss on derecognition of financial assets measured at amortised cost	按攤餘成本計量的金融資產終止確認所產生的虧損		(54,663)	(53,993)
Other expenses	其他費用	6	(1,296,464)	(1,863,564)
Interest income	利息收入		1,675,555	1,385,385
Finance costs	融資成本	8	(1,569,281)	(1,125,263)
Share of results of associates	應佔聯營公司業績	20	91,921	408,949
Profit before taxation	稅前利潤	7	6,312,187	6,502,353
Income tax expense	所得稅支出	11	(1,425,212)	(1,317,549)
Profit for the year	本年利潤		4,886,975	5,184,804
Attributable to:	歸屬於：			
Owners of the Company	本公司權益股東		4,809,197	5,302,972
Non-controlling interests	非控股股東權益		77,778	(118,168)
			4,886,975	5,184,804
Earnings per share attributable to ordinary equity holders of the Company (expressed in RMB per share)	本公司普通股權益股東應佔每股盈利 (以每股人民幣元計)	13		
Basic	基本		1.220	1.342
Diluted	攤薄		1.216	1.336

The notes on pages 148 to 330 form part of these financial statements. Details of dividends payable to equity holders of the Company attributable to the profit for the year are set out in Note 12.

第148至330頁的附註屬該等財務報表的一部分。應付本公司權益擁有人應佔本年利潤的股息的詳情載於附註12。



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

for the year ended 31 December 2023 (Expressed in RMB) 截至二零二三年十二月三十一日止年度 (以人民幣列示)

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit for the year	本年利潤	4,886,975	5,184,804
Other comprehensive income	其他全面收益		
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>	<i>期後可能重新分類至損益的其他全面收益：</i>		
Exchange differences on translation of foreign operations	海外業務的外幣折算差額	(107,916)	(410,782)
Effective portion of changes in fair value of hedging instruments arising during the year:	來自本年對沖工具公允價值變動的有效部分：		
— Total hedging loss recognised in other comprehensive income (excluding exchange differences)	— 於其他全面收益確認的對沖虧損總額 (不包括外幣折算差額)	167,538	753,048
— Amount reclassified from other comprehensive income to profit or loss	— 自其他全面收益重新分類至損益的金額	(275,535)	(298,971)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	(24,825)	(6,977)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	期後可能重新分類至損益的其他全面收益淨額	(240,738)	36,318
<i>Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:</i>	<i>期後不會重新分類至損益的其他全面收益：</i>		
Exchange differences on translation	外幣折算差額	124,287	(915,068)
Equity investments designated at fair value through other comprehensive income:	指定為以公允價值計量且其變動計入其他全面收益的股本投資：		
— Changes in fair value	— 公允價值變動	(15,422)	680
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	期後不會重新分類至損益的其他全面收益淨額	108,865	(914,388)
Other comprehensive income, net of tax	其他全面收益，扣除稅項	(131,873)	(878,070)
Total comprehensive income for the year	年度全面收益總額	4,755,102	4,306,734
Attributable to:	歸屬於：		
Owners of the Company	本公司權益股東	4,668,268	4,414,370
Non-controlling interests	非控股股東權益	86,834	(107,636)
		4,755,102	4,306,734

The notes on pages 148 to 330 form part of these financial statements. 第148至330頁的附註屬該等財務報表的一部分。



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

at 31 December 2023 (Expressed in RMB) 於二零二三年十二月三十一日 (以人民幣列示)

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	21,715,379	19,652,598
Construction in progress	在建工程	15	2,348,779	4,111,176
Investment properties	投資物業		59,421	61,067
Right-of-use assets	使用權資產	16	2,733,497	2,783,177
Goodwill	商譽	17	8,952,282	8,887,830
Other intangible assets	其他無形資產	18	12,617,999	12,374,368
Investments in associates	於聯營公司的投資	20	10,408,632	10,396,345
Deferred tax assets	遞延稅項資產	21(a)	1,434,197	1,600,692
Derivative financial instruments	衍生金融工具	31	324,509	475,625
Other financial assets	其他金融資產	22	20,147,281	20,240,280
Long-term prepayments	長期預付款	25	349,713	452,973
Total non-current assets	總非流動資產		81,091,689	81,036,131
Current assets	流動資產			
Other financial assets	其他金融資產	22	8,531,769	6,827,398
Derivative financial instruments	衍生金融工具	31	23,492	4,716
Inventories	存貨	23	6,088,450	8,073,377
Trade and bills receivables	應收賬款及票據	24	3,668,604	3,660,242
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	25	3,095,554	4,639,624
Pledged deposits	保證金存款	26	276,593	284,213
Cash and bank balances	現金及銀行結存	26	12,443,800	12,765,829
Assets held for sale	持有待售資產	39	—	521,675
Total current assets	總流動資產		34,128,262	36,777,074



CONSOLIDATED STATEMENT OF FINANCIAL POSITION **綜合財務狀況表**

at 31 December 2023 (Expressed in RMB) 於二零二三年十二月三十一日 (以人民幣列示)

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current liabilities	流動負債			
Trade and bills payables	應付賬款及票據	27	9,499,441	10,200,635
Other payables and accruals	其他應付款項及預提費用	28	12,892,166	13,581,433
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29/30	9,806,937	9,094,719
Derivative financial instruments	衍生金融工具	31	—	25,769
Income tax payable	應付所得稅		340,853	226,846
Other financial liabilities	其他金融負債	33	54,661	—
Liabilities held for sale	持有待售負債	39	—	23,850
Total current liabilities	總流動負債		32,594,058	33,153,252
Net current assets	淨流動資產		1,534,204	3,623,822
Total assets less current liabilities	總資產減流動負債		82,625,893	84,659,953
Non-current liabilities	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29/30	27,603,818	30,013,886
Deferred income	遞延收入	32	636,194	572,132
Deferred tax liabilities	遞延稅項負債	21(b)	3,729,709	3,926,470
Derivative financial instruments	衍生金融工具	31	4,461	10,708
Other financial liabilities	其他金融負債	33	—	84,959
Total non-current liabilities	總非流動負債		31,974,182	34,608,155
NET ASSETS	淨資產		50,651,711	50,051,798



CONSOLIDATED STATEMENT OF FINANCIAL POSITION **綜合財務狀況表**

at 31 December 2023 (Expressed in RMB) 於二零二三年十二月三十一日 (以人民幣列示)

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
EQUITY	權益			
Equity attributable to owners of the Company	本公司權益股東應佔權益			
Share capital	股本	34	358,143	359,948
Treasury shares	庫存股份		(148,344)	(175,701)
Other reserves	其他儲備	35	10,045,196	10,466,418
Retained earnings	保留利潤		34,064,964	29,447,875
			44,319,959	40,098,540
Non-controlling interests	非控股股東權益		6,331,752	9,953,258
TOTAL EQUITY	總權益		50,651,711	50,051,798

Approved and authorised for issue by the board of directors on 26 March 2024.

董事會已於二零二四年三月二十六日批准及授權刊發。

Chen Lang
陳朗
Director
董事

Jeffrey, Minfang Lu
盧敏放
Director
董事

The notes on pages 148 to 330 form part of these financial statements.

第148至330頁的附註屬該等財務報表的一部分。



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

for the year ended 31 December 2023 (Expressed in RMB) 截至二零二三年十二月三十一日止年度(以人民幣列示)

Attributable to owners of the Company 本公司權益投資單位																
	Share capital	Treasury share	Share premium	Contributed surplus	Statutory reserves	Foreign currency translation reserve	Share option reserve/awards	Equity transaction reserve	Retable non-controlling interest reserve	Size of other changes in equity of associates	Reained earning	Total	Non-controlling interests	Total equity		
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
Notes附註	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)		
At 1 January 2022	359,774	(29,244)	8,162,574	204,677	4,178,087	(493,216)	(335,451)	370,130	(49,318)	878,470	(651,046)	38,825,784	5,173,846	41,999,630		
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Exchange differences on translation	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Share of other comprehensive income of associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Effective portion of changes in fair value of hedging instruments arising during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Fair value amortisation of share-based payment component of the convertible bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer upon lapse of share-based payment component of the convertible bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Fair value amortisation of equity-sealed share option arrangements	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Shares issued and transfer of share option reserve under equity-sealed share option arrangements	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Fair value amortisation of share award scheme	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Share purchases	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Shares vested under share award scheme	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Reversal for restricted shares expenses of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Capital injection from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Disposal of equity interests in subsidiaries without loss of control	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Change in the amount of put liability of non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Dividends paid to owners of the Company	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Dividends paid/payables to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer to equity transaction reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer to statutory reserves	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
At 31 December 2022	359,774	(29,244)	8,162,574	204,677	4,178,087	(493,216)	(335,451)	370,130	(49,318)	878,470	(651,046)	38,825,784	5,173,846	41,999,630		
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Exchange differences on translation	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Share of other comprehensive income of associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Effective portion of changes in fair value of hedging instruments arising during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Fair value amortisation of share-based payment component of the convertible bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer upon lapse of share-based payment component of the convertible bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Fair value amortisation of equity-sealed share option arrangements	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Shares issued and transfer of share option reserve under equity-sealed share option arrangements	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Fair value amortisation of share award scheme	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Share purchases	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Shares vested under share award scheme	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Reversal for restricted shares expenses of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Capital injection from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Disposal of equity interests in subsidiaries without loss of control	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Change in the amount of put liability of non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Dividends paid to owners of the Company	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Dividends paid/payables to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer to equity transaction reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer to statutory reserves	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
At 31 December 2022	359,774	(29,244)	8,162,574	204,677	4,178,087	(493,216)	(335,451)	370,130	(49,318)	878,470	(651,046)	38,825,784	5,173,846	41,999,630		



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

for the year ended 31 December 2023 (Expressed in RMB) 截至二零二三年十二月三十一日止年度(以人民幣列示)

	Attributable to owners of the Company 本公司權益持有者應佔														
	Share capital 股本	Treasury shares 庫藏股份	Share premium 股份溢價	Contributed surplus 實收溢利	Statutory reserves 法定儲備	Foreign currency translation reserve 外幣兌換儲備	Fair value reserve of financial assets at fair value through other comprehensive income 透過其他綜合收益計入公允價值計量的金融資產公允價值變動儲備	Share option award reserve 股份支付儲備	Hedging reserve 對沖儲備	Equity transaction reserve 權益交易儲備	Putable non-controlling interest reserve 可轉換非控股股東權益儲備	Share of other changes in equity of associates 應佔聯營公司及其他權益變動	Retained earnings 保留利潤	Non-controlling interests 非控股股東權益	Total equity 總權益
Notes 附註															
At 1 January 2023 於二零二三年一月一日	359,348 RMB'000 人民幣千元	(175,701) RMB'000 人民幣千元	9,106,538 ³⁴ RMB'000 人民幣千元	204,877 ³⁴ RMB'000 人民幣千元	4,598,414 ³⁴ RMB'000 人民幣千元	(1,774,598) ³⁴ RMB'000 人民幣千元	(334,771) ³⁴ RMB'000 人民幣千元	825,728 ³⁴ RMB'000 人民幣千元	404,159 ³⁴ RMB'000 人民幣千元	(16,939,121) ³⁴ RMB'000 人民幣千元	(875,538) ³⁴ RMB'000 人民幣千元	22,227 ³⁴ RMB'000 人民幣千元	23,447,075 RMB'000 人民幣千元	9,932,258 RMB'000 人民幣千元	50,051,798 RMB'000 人民幣千元
Profit for the year 本年利潤	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year 本年其他綜合收益：	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation 按公允價值計量且其變動計入其他綜合收益的匯兌差額	-	-	-	-	-	811	-	-	-	-	-	-	-	-	-
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax 透過其他綜合收益計量的公允價值變動，扣除稅項	-	-	-	-	-	-	(15,422)	-	-	-	-	-	-	-	(15,422)
Share of other comprehensive income of associates 應佔聯營公司其他綜合收益	-	-	-	-	-	-	-	-	-	-	-	(24,825)	-	-	(24,825)
Effective portion of changes in fair value of hedging instruments arising during the year 來自本年對沖工具公允價值變動的有效部分	-	-	-	-	-	6,704	-	-	(107,997)	-	-	-	-	-	(101,293)
Total comprehensive income for the year 年度綜合收益總額	-	-	-	-	-	7,315	(15,422)	-	(107,997)	-	-	(24,825)	4,809,197	86,334	4,755,102
Fair value amortisation of share-based payment component of the convertible bonds 可換股債券以股份為基礎的支付部分公允價值攤銷	-	-	-	-	-	-	-	435,998	-	-	-	-	-	435,998	435,448
Transfer upon lapse of share-based payment component of the convertible bonds 因有效期滿而轉銷	-	-	-	-	-	-	-	(221,877)	-	-	-	-	221,877	-	-
Fair value amortisation of equity-settled share option arrangements 以股份支付之權益結算安排公允價值攤銷	-	-	-	-	-	-	-	69,067	-	-	-	-	-	-	69,067
Shares issued and transfer of share option reserve under equity-settled share option arrangements 按以股份結算之股份支付安排發行及轉出股份支付準備	627	-	199,865	-	-	-	-	(43,355)	-	-	-	-	-	-	155,637
Fair value amortisation of share award scheme 股份獎勵計劃公允價值攤銷	-	-	-	-	-	-	-	121,608	-	-	-	-	-	-	121,608
Shares vested under share award scheme 根據股份獎勵計劃歸屬的股份	-	-	12,658	-	-	-	-	(138,314)	-	-	-	-	-	-	-
Reversal of restricted shares, represents of a subsidiary 子公司限制性股票轉回	-	-	-	-	-	-	-	-	-	-	-	-	(21,026)	(37,281)	(16,255)
Share purchases 購股	-	-	-	-	-	-	-	-	-	-	-	-	-	-	817,991
Share cancellation 註銷股份	(2,432)	-	(720,218)	-	-	-	-	-	-	120,423	-	-	-	-	(817,991)
Acquisition of non-controlling interests 取得非控股股東權益	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,635,044)
Capital injection from non-controlling interests 非控股股東應付負債	-	-	-	-	-	-	-	-	-	504	-	-	-	-	160,750
Change in the amount of put liability of non-controlling interests 非控股股東應付負債金額變動	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid to owners of the Company 已向本公司權益持有者派發股息	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,914
Dividends payable to non-controlling interests 應付非控股股東股息/應付股息	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,580,015)
Transfer to statutory reserves 轉往法定儲備	-	-	-	-	392,959	-	-	-	-	-	-	-	392,959	-	(4,882)
At 31 December 2023 於二零二三年十二月三十一日	358,140 RMB'000 人民幣千元	(148,344) RMB'000 人民幣千元	7,712,234 ³⁴ RMB'000 人民幣千元	204,877 ³⁴ RMB'000 人民幣千元	4,992,273 ³⁴ RMB'000 人民幣千元	(1,767,283) ³⁴ RMB'000 人民幣千元	(351,181) ³⁴ RMB'000 人民幣千元	1,046,355 ³⁴ RMB'000 人民幣千元	295,762 ³⁴ RMB'000 人民幣千元	(4,432,251) ³⁴ RMB'000 人民幣千元	(880,452) ³⁴ RMB'000 人民幣千元	47,653 ³⁴ RMB'000 人民幣千元	34,064,864 RMB'000 人民幣千元	6,331,752 RMB'000 人民幣千元	50,651,711 RMB'000 人民幣千元

* These reserve accounts comprise the consolidated other reserves of RMB10,045,196,000 (2022: RMB10,466,418,000) in the consolidated statement of financial position.
該等儲備賬戶包括綜合財務狀況表內綜合其他儲備人民幣10,045,196,000元(二零二二年：人民幣10,466,418,000元)。

The notes on pages 148 to 330 form part of these financial statements.

第148至330頁的附註屬該等財務報表的一部分。



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

for the year ended 31 December 2023 (Expressed in RMB) 截至二零二三年十二月三十一日止年度(以人民幣列示)

	Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash flows from operating activities			
Profit before taxation:			
Adjustments for:			
Interest income			
Finance costs	8		
Depreciation of property, plant and equipment	7		
Depreciation of right-of-use assets	7		
Depreciation of investment properties	7		
Amortisation of other intangible assets	7		
Net loss/(gain) on disposal of property, plant and equipment, other intangible assets and right-of-use assets			
Impairment of financial and contract assets, net	5/6		
Impairment of investments in an associate	7		
Impairment of goodwill	6		
Write-down of inventories to net realisable value	6		
Amortisation of deferred income for assets	6		
Loss on re-measurement of an equity interest in an associate upon a business combination	5		
Gain on disposal of an associate	6		
Gain on disposal of business	5		
Share of results of associates	5		
Gain on disposal of a subsidiary	5		
Net fair value gain on exchangeable bonds	5		
Gain on disposal of assets and liabilities held for sale	5		
Foreign exchange loss, net	6		
Net fair value loss/(gain) on unlisted equity investment at fair value through profit or loss			
Net fair value loss on unlisted equity investment in Jilin Province Guangze Dairy Technology Co., Ltd. ("Guangze") with put options	5/6		
Net fair value loss on forward currency contracts	6		
Net fair value gain on other financial liabilities	6		
Fair value amortisation of share-based payment component of the convertible bonds	5		
Fair value amortisation of equity-settled share option arrangements	7		
Fair value amortisation of share award scheme	7		
Reversal of restricted shares expense of a subsidiary	7		
Changes in working capital:			
Decrease in other financial assets — entrusted loans to dairy farms			
Decrease/(increase) in inventories			
(Increase)/decrease in trade and bills receivables			
經營業務產生的現金流量			
稅前利潤：		6,312,187	6,502,353
就下列各項調整：			
利息收入		(1,675,555)	(1,385,385)
融資成本	8	1,569,281	1,125,263
物業、廠房及設備折舊	7	2,803,699	2,456,658
使用權資產折舊	7	385,609	315,886
投資物業折舊	7	1,646	1,510
其他無形資產攤銷	7	109,788	104,194
出售物業、廠房及設備、其他無形資產及使用權資產虧損／(收益)淨額	5/6	14,423	(22,179)
金融及合約資產減值淨額	7	309,626	289,432
於一間聯營公司的投資減值	6	48,030	—
商譽減值	6	—	742,437
存貨撇減至可變現淨值	6	323,675	238,049
資產遞延收入攤銷	5	(121,738)	(95,505)
業務合併時重新計量聯營公司股權的虧損	6	—	12,639
出售一間聯營公司之收益	5	(1,046)	—
出售業務收益	5	—	(55,750)
應佔聯營公司業績	5	(91,921)	(408,949)
處置一間子公司的收益	5	—	(241,460)
可交換債券公允值收益淨額	5	(2,024)	(113,817)
出售持有待售的資產及負債的收益	5	(14,521)	—
匯兌虧損淨額	6	77,382	45,676
按公允值計量且其變動計入損益的非上市股權投資公允值虧損／(收益)淨額	5/6	22,945	(1,271)
附帶認沽期權的投入吉林省廣澤乳品科技有限公司(「廣澤」)的非上市股權投資之公允值虧損淨額	6	—	9,083
遠期外幣合約公允值虧損淨額	6	4,641	31,754
其他金融負債公允值收益淨額	5	(23,658)	(861,710)
可換股債券以股份為基礎的支付部分的公允值攤銷	7	436,448	566,155
以股份支付的購股權安排公允值攤銷	7	69,067	58,844
股票獎勵計劃公允值攤銷	7	121,608	131,932
一間子公司限制性股票開支轉回	7	(58,407)	(70,068)
營運資金變動：			
其他金融資產減少 — 授予奶農的委託貸款		223,065	609,642
存貨減少／(增加)		1,669,051	(1,157,830)
應收賬款及票據(增加)／減少		(130,341)	241,192



CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31 December 2023 (Expressed in RMB) 截至二零二三年十二月三十一日止年度 (以人民幣列示)

	Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Increase in pledged deposits (Increase)/decrease in prepayments, other receivables and other assets (Decrease)/increase in trade and bills payables	26(a)	(91,220) (366,975) (707,245)	(52,222) 460,188 1,396,728
Decrease in other payables and accruals		(167,122)	(565,593)
Cash generated from operations		11,050,398	10,307,876
Interest paid		(1,331,048)	(1,044,423)
Income taxes paid		(1,370,012)	(930,402)
Net cash flows generated from operating activities	經營業務產生的淨現金流量	8,349,338	8,333,051
Cash flows from investing activities	投資活動產生的現金流量		
Purchase of items of property, plant and equipment	購置物業、廠房及設備	(1,534,183)	(640,347)
Additions to construction in progress	添置在建工程	(2,328,390)	(4,195,694)
Purchase of land use rights included in right-of-use assets	購置計入使用權資產的土地使用權	(78,048)	(90,251)
Purchase of other intangible assets	購置其他無形資產	(194,090)	(138,144)
Proceeds from disposal of property, plant and equipment, other intangible assets and right-of-use assets	處置物業、廠房及設備、其他無形資產及使用權資產所得款項	69,604	112,872
Purchase of other financial assets – equity investment	處置其他金融資產 – 權益投資	(36,000)	(61,677)
Deemed contribution to Yashili for disposal of Dumex China	出售多美滋中國視為向雅士利注資	(200,000)	(200,000)
Purchase of other financial assets – investment deposits	購置其他金融資產 – 投資存款	(7,947,942)	(23,991,900)
Withdrawal of other financial assets – investment deposits	收回其他金融資產 – 投資存款	12,255,088	23,636,870
Increase in other financial assets – entrusted loans	其他金融資產增加 – 委託貸款	(315,467)	(220,000)
Withdrawal of other financial assets – entrusted loans	收回其他金融資產 – 委託貸款	—	195,000
(Decrease)/increase in other loans	其他貸款(減少)/增加	(128,230)	370,000
Dividends received from associates	收取聯營公司股息	72,075	116,601
Decrease/(increase) in time deposits with original maturity of more than three months	原到期日為三個月以上的定期存款減少/(增加)	884,058	(11,068,677)
Interest received	收取利息	1,263,372	993,955
Acquisition of subsidiaries	收購子公司	922	405,946
Investments in associates	於聯營公司的投資	(2,018)	(353,315)
Proceeds from disposal of subsidiaries	出售子公司所得款項	832,140	162,784
Disposal of investments in an associate	出售於一間聯營公司的投資	10,596	—
Increase in factoring receivable	應收保理款增加	(3,022,062)	—
Receipt of government grants for property, plant and equipment	收取物業、廠房及設備的政府補助金	112,749	103,630
Net cash flows used in investing activities	投資活動所用的淨現金流量	(285,826)	(14,862,347)



CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31 December 2023 (Expressed in RMB) 截至二零二三年十二月三十一日止年度 (以人民幣列示)

	Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動產生的現金流量		
Proceeds from super & short-term commercial paper	超短期融資券所得款項	41,298,586	20,628,595
Repayment of super & short-term commercial paper	償還超短期融資券	(41,298,586)	(20,628,595)
Repayment of corporate bonds	償還公司債券	(3,443,702)	(508,008)
Redemption of convertible bonds	贖回可換股債券	(670,951)	(434,362)
Repayment of 2020 exchangeable bonds	償還二零二零年可交換債券	(617,227)	—
Issuance of 2023 exchangeable bonds	發行二零二三年可交換債券	593,535	—
Proceeds from interest-bearing bank loans	計息銀行貸款所得款項	49,091,106	36,200,778
Repayment of interest-bearing bank loans	償還計息銀行貸款	(46,723,460)	(27,533,970)
Decrease/(increase) in pledged deposits for bank loans and bank facilities	銀行貸款及銀行授信額度的保證金存款減少/(增加)	26(a) 98,840	(28,840)
Capital element of lease rentals paid	已付租賃租金資本部分	16(b) (268,711)	(216,182)
Interest element of lease rentals paid	已付租賃租金利息部分	(64,181)	(31,376)
Interest paid	已付利息	(67,089)	(51,326)
Paid for acquisition of puttable non-controlling interests	收購可沽售非控股股東權益的已付款項	33 —	(1,562,202)
Disposal of equity interests in subsidiaries without loss of control	出售子公司之股權(並未失去控制權)	—	31,671
Acquisition of non-controlling interests	收購非控股股東權益	40 (2,636,044)	—
Capital injection from non-controlling interests	非控股股東權益注資	160,750	24,789
Shares issued under equity-settled share option arrangements	根據以股份支付的購股權安排發行股份	37 155,637	27,034
Shares purchase	購股	34(b)/(c) (817,991)	(253,946)
Dividends paid to owners of the Company	支付本公司權益股東的股息	12 (1,588,015)	(1,506,669)
Dividends paid to non-controlling interests	支付非控股股東權益的股息	(4,882)	(10,288)
Net cash flows (used in)/generated from financing activities	融資活動(所用)/產生的淨現金流量	(6,802,385)	4,147,103
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	1,261,127	(2,382,193)
Cash and cash equivalents at 1 January	1月1日現金及現金等價物	5,693,433	8,091,745
Effect of foreign exchange rate changes, net	匯率變動的影響(淨額)	247,320	43,090
Cash at bank and on hand classified as held for sale	分類為持有待售的銀行結存和手頭現金	—	(59,209)
Cash and cash equivalents at 31 December	12月31日現金及現金等價物	7,201,880	5,693,433
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances as stated in the consolidated statement of financial position	於綜合財務狀況表中列賬的現金及銀行結存	26 12,443,800	12,765,829
Time deposits with original maturity of more than three months	原到期日為三個月以上的定期存款	(5,241,920)	(7,072,396)
Cash and cash equivalents as stated in the consolidated statement of cash flows	於綜合現金流量表中列賬的現金及現金等價物	26 7,201,880	5,693,433

The notes on pages 148 to 330 form part of these financial statements. 第148至330頁的附註屬該等財務報表的一部分。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 CORPORATE AND GROUP INFORMATION

China Mengniu Dairy Company Limited (the “Company”) is an exempted company with limited liability in the Cayman Islands. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are engaged in the manufacture and distribution of dairy products.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

1 公司及集團資料

中國蒙牛乳業有限公司(「本公司」)為在開曼群島註冊成立的獲豁免有限公司。本公司的註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands。本公司為一間投資控股公司。本公司及其子公司(統稱「本集團」)主要從事乳製品生產及經銷業務。

有關子公司的資料

本公司主要子公司詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Dairy Holdings	Cayman Islands 開曼群島	143,654 shares 143,654股股份	100% 100%	—	Investment holding 投資控股
China Dairy (Mauritius) Limited	Mauritius 毛里裘斯	408,137,905 shares 408,137,905股股份	— —	100% 100%	Investment holding 投資控股
Start Great Holdings Limited	British Virgin Islands ("BVI") 英屬處女群島(「英屬 處女群島」)	2,000 shares 2,000股股份	100% 100%	—	Investment holding 投資控股
Colour Vantage Limited	BVI 英屬處女群島	1 share 1股股份	100% 100%	—	Investment holding 投資控股
Future Discovery Limited	BVI 英屬處女群島	25 shares 25股股份	100% 100%	—	Investment holding 投資控股
Golden Stage Holdings Limited	BVI 英屬處女群島	10 shares 10股股份	100% 100%	—	Investment holding 投資控股
Vision Clear Limited	Hong Kong 香港	998 shares 998股股份	— —	100% 100%	Investment holding 投資控股
Bright Rainbow Pte. Ltd.	Singapore 新加坡	2 shares 2股股份	— —	100% 100%	Investment holding 投資控股



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bright Treasure Pty Ltd.	Australia 澳大利亞	1 share 1股股份	—	100%	Investment holding 投資控股
Wise Journey Pty Ltd.	Australia 澳大利亞	1 share 1股股份	—	100%	Investment holding 投資控股
China Mengniu International Co., Ltd. 中國蒙牛國際有限公司	BVI 英屬處女群島	9,929,581,785 shares 9,929,581,785股股份	99.95%	—	Investment holding 投資控股
Plant Base Limited 植樸磨坊有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
Easy Reach Investment Co., Ltd. 盈達實業投資有限公司	Hong Kong 香港	1,000,000 shares 1,000,000股股份	100%	—	Investment holding 投資控股
Tianjin New Value Supply Chain Co., Ltd. (Note (iii)) 天津通瑞供應鏈有限公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB20,000,000 人民幣20,000,000元	—	100%	Sale of raw material 出售原材料
Inner Mongolia Special High-tech Dairy Products Co., Ltd. (Note (i)) 內蒙古特高新乳製品有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB250,000,000 人民幣250,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Hi-tech Dairy Product (Beijing) Co., Ltd. (Note (ii)) 蒙牛高科乳製品 (北京) 有限責任公司 (附註(ii))	The Chinese Mainland 中國大陸	RMB87,500,000 人民幣87,500,000元	21.36%	78.64%	Manufacture and sale of dairy products 生產及出售乳製品
Inner Mongolia Mengniu Dairy (Group) Company Limited ("Inner Mongolia Mengniu") (Note (iii)) 內蒙古蒙牛乳業 (集團) 股份有限公司 (「內蒙蒙牛」) (附註(iii))	The Chinese Mainland 中國大陸	RMB1,504,290,870 人民幣1,504,290,870元	8.99%	91.01%	Manufacture and sale of dairy products 生產及出售乳製品



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Inner Mongolia Mengniu Dairy Baotou Co., Ltd. (Note (iii)) 內蒙古蒙牛乳業包頭有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB30,000,000 人民幣30,000,000元	26.40%	73.60%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Luannan) Co., Ltd. (Note (iii)) 蒙牛乳業(瀋南)有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB106,000,000 人民幣106,000,000元	26.06%	73.94%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Tangshan) Co., Ltd. (Note (iii)) 蒙牛乳業(唐山)有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB250,000,000 人民幣250,000,000元	26.05%	73.95%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy Tai'an Co., Ltd. (Note (iii)) 蒙牛乳業泰安有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB60,000,000 人民幣60,000,000元	26.03%	73.97%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy Jiaozuo Co., Ltd. (Note (i)) 蒙牛乳業(焦作)有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB450,000,000 人民幣450,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Ma'anshan) Co., Ltd. (Note (i)) 蒙牛乳業(馬鞍山)有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB275,000,000 人民幣275,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Inner Mongolia Mengniu Hi-tech Dairy Co., Ltd. (Note (i)) 內蒙古蒙牛高科技乳業有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB150,000,000 人民幣150,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Deluxe (Zhangjiakou) Dairy Co., Ltd. (Note (iii)) 蒙牛特侖蘇(張家口)乳業有限公司 (附註(iii))	The Chinese Mainland 中國大陸	United States Dollar ("US\$") 33,533,000 33,533,000美元 (「美元」)	26%	74%	Manufacture and sale of dairy products 生產及出售乳製品



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Mengniu Dairy (Qiqiha'er) Co., Ltd. (Note (ii)) 蒙牛乳業(齊齊哈爾)有限公司(附註(ii))	The Chinese Mainland 中國大陸	RMB75,000,000 人民幣75,000,000元	26%	74%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Hengshui) Co., Ltd. (Note (ii)) 蒙牛乳業(衡水)有限公司(附註(ii))	The Chinese Mainland 中國大陸	RMB200,000,000 人民幣200,000,000元	26%	74%	Manufacture and sale of dairy products 生產及出售乳製品
Baoding Mengniu Beverage Co., Ltd. (Note (ii)) 保定蒙牛飲料有限公司(附註(ii))	The Chinese Mainland 中國大陸	RMB142,000,000 人民幣142,000,000元	14.65%	85.35%	Manufacture and sale of dairy products 生產及出售乳製品
Shanghai Mengniu Tengda Dairy Sales Co., Ltd. (Note (i)) 上海蒙牛騰達乳業銷售有限公司(附註(i))	The Chinese Mainland 中國大陸	RMB381,000,000 人民幣381,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Shanghai Mengyuan Commercial Factoring Co., Ltd. (Note (i)) 上海蒙元商業保理有限公司(附註(i))	The Chinese Mainland 中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	—	100%	Commercial factoring 商業保理
Inner Mongolia Niuxiangrong Financing Guarantee Co., Ltd. (Note (i)) 內蒙古牛享融融資擔保有限公司(附註(i))	The Chinese Mainland 中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	—	100%	Financing guarantee business 融資擔保業務
Inner Mongolia Mengniu Cheese Co., Ltd. (Note (i)) 內蒙古蒙牛奶酪有限責任公司(附註(i))	The Chinese Mainland 中國大陸	RMB468,000,000 人民幣468,000,000元	—	100%	Manufacture and sale of cheese products 生產及出售奶酪產品
Yashili International Holdings Ltd. ("Yashili") 雅士利國際控股有限公司(「雅士利」)	Cayman Islands 開曼群島	4,745,560,296 shares 4,745,560,296股股份	—	99.97%	Investment holding 投資控股
Yashili International Group Limited 雅士利國際集團有限公司	Hong Kong 香港	1 share 1股股份	—	99.97%	Investment holding 投資控股



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Yashili International Group Ltd. (Note (iii)) 雅士利國際集團有限公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB2,826,105,300 人民幣2,826,105,300元	—	99.97%	Production and sale of dairy products 生產及出售乳製品
Yashili New Zealand Dairy Co., Ltd. 新西蘭雅士利乳業國際控股有限公司	New Zealand 新西蘭	287,032,059 shares 287,032,059股股份	—	99.97%	Production and sale of dairy products 生產及出售乳製品
Yashili International Baby Nourishment Co., Ltd. (Note (i)) 雅士利國際嬰幼兒營養品有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB531,815,600 人民幣531,815,600元	—	99.97%	Production and sale of dairy products 生產及出售乳製品
Plant Base (China) Limited (Note (iii)) 植樸磨坊(中國)有限公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB1,030,000,000 人民幣1,030,000,000元	—	51.01%	Investment holding 投資控股
Bellamy's Australia Limited ("Bellamy") Bellamy's Australia Limited (「貝拉米」)	Australia 澳大利亞	116,348,108 shares 116,348,108股股份	—	100%	Production and sale of organic food and formula products for babies and toddlers 生產及出售有機食品 及嬰幼兒配方奶粉
AICE Holdings Limited ("AICE") (Note (iv)) AICE Holdings Limited (「AICE」) (附註(iv))	BVI 英屬處女群島	167,464,973 shares 167,464,973股股份	—	42.25%	Investment holding 投資控股



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Australia Nature Investment Pty Ltd. ("ANI")	Australia	260,000,000 shares	—	90.00%	Investment holding
Australia Nature Investment Pty Ltd. (「ANI」)	澳大利亞	260,000,000股股份	—	90.00%	投資控股
Shanghai Milkground Food Tech Co., Ltd. ("Milkground") (Note (i))	The Chinese Mainland	RMB513,791,647	—	36.43%	Manufacture and sale of dairy products
上海妙可藍多食品科技股份有限公司 (「妙可藍多」)(附註(i))	中國大陸	人民幣513,791,647元	—	36.43%	生產及出售乳製品

Notes:

附註：

- (i) The subsidiaries are registered as companies with limited liability under PRC law.
- (ii) The subsidiaries are registered as Sino-foreign equity joint ventures under PRC law.
- (iii) The subsidiaries are wholly-foreign-owned enterprises established in the PRC.
- (iv) In accordance with the article of association of AICE, the Group has the right to appoint four members to AICE's 7-member board of directors, and the number of board members of AICE shall not be changed unless agreed with the Group.

- (i) 該等子公司均根據中國法律註冊為有限責任公司。
- (ii) 該等子公司均根據中國法律註冊為中外合資公司。
- (iii) 該等子公司均為於中國註冊的全資外資企業。
- (iv) 根據AICE的大綱及章程細則，本集團有權委任AICE七名董事會成員中的四名董事，且除非經本公司同意，否則AICE董事會成員數目不得變更。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group.

董事認為上表載列的本公司子公司主要對本集團本年度業績構成影響，或構成本集團資產淨值的重大部分。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

In prior years, the Company prepared financial statements in accordance with all applicable IFRS Accounting Standards, which collective term includes all applicable individual IFRS Accounting Standards, IAS Standards and IFRIC Interpretations issued by the International Accounting Standards Board (the “IASB”), and which have been included in the Company’s annual report. Separately, for the purpose of issuance of panda bond, the Company also prepared financial statements in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

To streamline the preparation of financial statements, the directors of the Company has decided to expand the statement of compliance with IFRS Accounting Standards to assert dual compliance with HKFRSs in the current year. As such, the financial statements of the Group for the year ended 31 December 2023 have been prepared in accordance with the applicable IFRS Accounting Standards issued by the IASB and HKFRSs issued by the HKICPA which are derived from and consistent with IFRS Accounting Standards. These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

2 重大會計政策

2.1 編製基準

於過往年度，本公司按照國際會計準則理事會（「國際會計準則理事會」）頒佈的所有適用國際財務報告準則的會計準則（為所有適用個別國際財務報告準則的會計準則、國際會計準則及國際財務報告詮釋委員會詮釋的統稱）編製財務報表，已載入本公司年報。此外，為發行熊貓債券，本公司亦按照香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）（為所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋的統稱）編製財務報表。

為簡化財務報表的編製，本公司董事決定於本年度擴大遵守國際財務報告準則的會計準則的聲明，宣稱雙重遵守香港財務報告準則。因此，本集團截至二零二三年十二月三十一日止年度的財務報表已按照國際會計準則理事會頒佈的適用國際財務報告準則的會計準則及香港會計師公會頒佈的適用香港財務報告準則（源自國際財務報告準則的會計準則並與之一致）編製。該等財務報表亦遵守香港《公司條例》的披露要求及香港聯合交易所有限公司證券上市規則（「上市規則」）的適用披露規定。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

These financial statements have been prepared under the historical cost convention except for share options, certain financial assets, derivative financial instruments, certain other financial liabilities and certain other borrowings which have been measured at their fair values as explained in the following accounting policies. These financial statements are presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of financial statements in conformity with IFRS Accounting Standards and HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRS Accounting Standards and HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

2 重大會計政策 (續)

2.1 編製基準 (續)

此等財務報表以歷史成本法編製，如下文會計政策所述，惟購股權、若干金融資產、衍生金融工具、若干其他金融負債及若干其他借貸以公允值計量。財務報表以人民幣呈列，除另有指明外，所有數值均調整至最接近的千位。

編製符合國際財務報告準則的會計準則及香港財務報告準則之財務報表要求管理層作出會影響政策應用以及資產、負債、收入與開支之呈報金額之判斷、估計及假設。該等估計及相關假設乃基於過往經驗及在有關情況下視為合理的各項其他因素作出，其結果構成對未能透過其他來源確定的資產及負債的賬面值作出判斷的基礎。實際結果可能與此等估計有所不同。

該等估計及相關假設會持續予以審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂於該期間內確認，或倘修訂對現時及未來期間均產生影響，則會於作出該修訂期間及未來期間內確認。

有關管理層就應用對財務報表構成重大影響之國際財務報告準則的會計準則及香港財務報告準則所作判斷，以及估計不確定性之來源於附註3討論。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Group and the Group's interest in associates for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2 重大會計政策 (續)

2.1 編製基準 (續)

綜合基準

綜合財務報表包括本集團截至二零二三年十二月三十一日止年度的財務報表及本集團於聯營公司的權益。子公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力（即本集團目前有能力主導被投資方的相關活動的現時權利）影響該等回報時，即取得控制權。

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估是否擁有被投資方的權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與被投資方其他表決權持有人的合約安排；
- (b) 其他合約安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

子公司的財務報表按與本公司相同的報告期編製，並採用一致的會計政策。子公司的業績由本集團取得控制權當日起直至該控制權終止當日為止綜合列賬。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary; (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received; (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2 重大會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

損益及其他全面收益各部分乃歸屬於本公司擁有人及非控股股東權益，即使此令致非控股股東權益有虧損結餘。本集團內公司間的所有資產及負債、權益、收入、開支及本集團成員公司間交易的相關現金流量於綜合時悉數對銷。

倘有事實及情況顯示上述三項控制權要素有一項或多於一項出現變動，本集團會重新評估其是否對被投資方擁有控制權。子公司的所有權權益變動（並無失去控制權）按權益交易入賬。

倘本集團失去對子公司的控制權，則其終止確認(i)該子公司的資產（包括商譽）及負債；(ii)任何非控股股東權益的賬面值及(iii)於權益內記錄的累計換算差額；及確認(i)所收代價的公允值；(ii)所保留任何投資的公允值及(iii)損益中任何因此產生的盈餘或虧損。先前於其他全面收益內確認的本集團應佔部分重新歸類為損益或保留利潤（如適用），所按基準與假設本集團直接出售相關資產或負債所規定者相同。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.2 Changes in accounting policies

The Group has applied the following new and amendments IFRS accounting standards issued by the IASB to these financial statements for the current accounting period:

- IFRS 17, *Insurance contracts*
- Amendments to IAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to IAS 1, *Presentation of financial statements* and IFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*
- Amendments to IAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to IAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The equivalent new and revised HKFRSs, consequently issued by the HKICPA as a result of these developments, have the same effective date as those issued by the IASB and are in all material aspects identical to the pronouncements issued by the IASB.

2 重大會計政策 (續)

2.2 會計政策變動

本集團已於本會計期間在該等財務報表中應用以下由國際會計準則理事會頒佈的新訂及經修訂國際財務報告準則的會計準則：

- 國際財務報告準則第17號，*保險合約*
- 國際會計準則第8號的修訂，*會計政策、會計估計變動及錯誤：會計估計的定義*
- 國際會計準則第1號的修訂，*財務報表的呈報*及國際財務報告準則實務報告第2號，*作出重大性判斷：會計政策披露*
- 國際會計準則第12號的修訂，*所得稅：與單一交易產生的資產及負債有關的遞延稅項*
- 國際會計準則第12號的修訂，*所得稅：國際稅務改革 – 第二支柱規則範本*

香港會計師公會隨後因此等變動頒佈等同的新訂及經修訂香港財務報告準則，其與國際會計準則理事會所頒佈者具有相同生效日期，且在所有重大方面與國際會計準則理事會所頒佈之聲明一致。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.2 Changes in accounting policies (continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

None of these amendments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

2.3 Summary of material accounting policies

Investments in associates

An associate is an entity in which the Group or company has significant influence, but not control or joint control, over the financial and operating policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

2 重大會計政策 (續)

2.2 會計政策變動 (續)

本集團並無採用於本會計期間尚未生效的任何新訂準則或詮釋。

該等變動對本集團本期及過往期間業績及財務狀況之編製或呈列方式並無重大影響。

2.3 重大會計政策概要

聯營公司的投資

聯營公司指本集團或公司對其有重大影響力，但並非對其財政及營運政策施加控制或共同控制的公司。

本集團於聯營公司的投資乃採用權益會計法按本集團所佔資產淨值減任何減值損失於綜合財務狀況表列賬。

任何可能存在的相異會計政策已相應作出調整，以使之貫徹一致。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Investments in associates (continued)

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS/HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

聯營公司的投資 (續)

本集團所佔聯營公司的收購後業績及其他全面收益分別計入綜合損益表及綜合全面收益表。此外，若於聯營公司的權益中直接確認變動，本集團會（如適用）於綜合權益變動表內確認其任何應佔變動。本集團與其聯營公司之間交易所產生的未變現收益及虧損，均以本集團於聯營公司的投資為限予以抵銷，除非未變現虧損提供所轉讓資產的減值憑證。收購聯營公司產生的商譽乃作為本集團於聯營公司的投資的一部分入賬。

倘於聯營公司的投資成為於合營企業的投資，則保留權益不會重新計量，反之亦然。反而該投資繼續使用權益法入賬。在所有其他情況下，失去聯營公司的重大影響力後，本集團會按公允值計量及確認任何保留投資。失去重大影響力後，聯營公司賬面值與保留投資的公允值及出售所得款項之間的差額於損益予以確認。

當於聯營公司投資被分類為持有待售，則該項投資根據國際財務報告準則／香港財務報告準則第5號持有待售的非流動資產及已終止經營業務入賬。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

業務合併及商譽

業務合併採用收購法入賬。所轉讓的代價按收購日期的公允值計量，乃本集團所轉讓資產、本集團對被收購方前擁有人所承擔的負債及本集團所發行以換取被收購方控制權的股權於收購日期公允值的總和。於各業務合併中，本集團選擇是否以公允值或被收購方可識別資產淨值的應佔比例，計量被賦予的現時擁有人權利並將於清盤時有權按比例分佔實體資產淨值的被收購方非控股股東權益。非控股股東權益的一切其他成分乃按公允值計量。收購相關成本於產生時支銷。

當所收購的一組活動及資產包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，本集團認為其已收購一項業務。

本集團收購業務時會根據合約條款、經濟情況及於收購日期的相關條件評估金融資產及所承擔的負債作適當分類及指定，包括區分被收購方於主合約中的嵌入式衍生工具。

倘業務合併分階段完成，以往持有的股權須按收購日期公允值重新計量，而因此產生的收益或虧損於損益表予以確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Business combinations and goodwill (continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (the "CGU"s), or groups of cash-generating units (the "CGU Group"), that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

業務合併及商譽 (續)

收購方將轉讓的任何或然代價按收購日期的公允值確認。分類為資產或負債的或然代價按公允值計量，而公允值變動將於損益表確認。分類為權益的或然代價不予重新計量，而其後結算將於權益內入賬。

商譽初步按成本計量，而成本指所轉讓代價、就非控股股東權益確認的金額及本集團以往持有被收購方的股權的任何公允值的總和超出所購入可識別資產及所承擔負債的差額。倘此代價與其他項目的總和低於所收購資產淨值的公允值，則經重新評估後的差額於損益表確認為議價購入的收益。

初步確認後，商譽按成本減任何累計減值損失計量。商譽每年測試是否有所減值，倘有事件或情況變化顯示賬面值可能出現減值，則會更頻密進行測試。本集團於十二月三十一日進行年度商譽減值測試。就減值測試而言，業務合併收購的商譽自收購日期起分配至本集團各現金產生單位（「現金產生單位」）或現金產生單位組別（「現金產生單位組別」），預期彼等將從合併的協同效益中受益，不論本集團其他資產或負債是否分配至該等單位或單位組別。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the CGUs (or the CGU Group) to which the goodwill relates. Where the recoverable amount of the CGUs (or the CGU Group) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU (or the CGU Group) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

Fair value measurement

The Group measures its share options, certain financial assets, derivative financial instruments, certain other financial liabilities and certain other borrowings at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

業務合併及商譽 (續)

減值按與商譽有關的現金產生單位 (或現金產生單位組別) 可收回金額評估釐定。倘現金產生單位 (或現金產生單位組別) 的可收回金額低於賬面值，則確認減值損失。已確認的商譽減值損失不會在以後期間撥回。

倘商譽獲分配至現金產生單位 (或現金產生單位組別)，並出售該單位中一部分業務，則於釐定出售收益或虧損時，與該已出售業務相關的商譽計入該業務的賬面值。在此情況下出售的商譽根據所出售業務的相關價值及所保留現金產生單位的部分計量。

公允值計量

於各報告期末，本集團按公允值計量其購股權、若干金融資產、衍生金融工具、若干其他金融負債及若干其他借貸。公允值為於計量日市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格。公允值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債的公允值乃基於市場參與者為資產或負債定價所用的假設計量 (假設市場參與者依照彼等的最佳經濟利益行事)。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

公允值計量 (續)

以公允值計量非金融資產，應當考慮市場參與者將該資產用於最佳用途產生經濟利益的能力，或者將該資產出售予能夠用於最佳用途的其他市場參與者產生經濟利益的能力。

本集團衡量公允值，應當採用在當前情況下適用，並且有足夠可利用資料的估值技術，以及盡量使用相關可觀察輸入資料，盡量避免使用不可觀察輸入資料。

所有以公允值計量或在財務報表中披露的資產和負債均按如下公允值層級分類，由對公允值計量整體具有重要意義的輸入資料所屬的最低層次決定：

第一級 — 以於活躍市場中相同資產或負債的報價（未經調整）釐定

第二級 — 以使用可直接或間接觀察並對公允值計量有重要影響的最低層次輸入資料的估值技術釐定

第三級 — 以使用對公允值計量有重大影響且不可觀察的最低層次輸入資料的估值技術釐定

本集團於各報告期末重新評估財務報表中持續確認的資產及負債的分類（基於對公允值計量整體具有重要意義的輸入資料所屬的最低層次）以釐定是否有各層次之間的轉換。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

非金融資產減值

於各報告日期，本集團會審閱其非金融資產(存貨、合約資產及遞延稅項資產除外)的賬面值，以確定是否有任何減值迹象。倘存在任何此類跡象，則估計資產的可收回金額。商譽每年進行一次減值測試。

在進行減值測試時，資產被歸類為最小的資產組，該資產從持續使用中產生的現金流入在很大程度上獨立於其他資產或現金產生單位的現金流入。企業合併產生的商譽被分配至預計將從合併協同效應中受益的現金產生單位或現金產生單位組。

資產或現金產生單位的可收回金額按其使用價值與公允值減處置成本的較高者釐定。使用價值以估計的未來現金流為基礎，按稅前折現率折現至現值，所用稅前折現率反映當前市場對貨幣時值及該資產或現金產生單位特定風險的評估。

減值損失於資產或現金產生單位賬面值超出其可收回金額時確認。

減值損失於損益中確認。其會首先分配以削減已分配至現金產生單位的任何商譽的賬面值，其後則按比例分配以削減現金產生單位中其他資產的賬面值。

商譽的減值損失不予撥回。就其他資產而言，僅當資產的賬面值不超過假設並無確認減值損失而應釐定的賬面值(扣除折舊或攤銷)時方可撥回減值損失。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with IAS/HKAS34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

中期財務報告及減值

根據上市規則，本集團須按照國際會計準則／香港會計準則第34號*中期財務報告*的規定，編製財政年度首六個月的中期財務報告。在中期期末，本集團採用與財政年度末相同的減值測試、確認及撥回標準。

關聯人士

一方被視為與本集團有關聯，倘

- (a) 該方為該名人士家族的人士或直系親屬，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團施加重大影響；或
 - (iii) 為本集團或本集團母公司主要管理人員的成員；

或



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

關聯人士 (續)

- (b) 該方為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體的母公司、子公司或同系子公司的旗下）；
 - (iii) 該實體及本集團均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關實體的僱員；
 - (vi) 該實體由(a)項所述人士控制或共同控制；
 - (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體（或該實體的母公司）主要管理人員的成員；及
 - (viii) 向本集團或本集團母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS/HKFRS 5, as further explained in the accounting policy for “Non-current assets held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值損失後列賬。倘物業、廠房及設備項目分類為持有待售或當其為分類為持有待售的處置組的一部分時,其不予折舊並根據國際財務報告準則/香港財務報告準則第5號入賬,進一步闡釋見會計政策「持有待售的非流動資產」。物業、廠房及設備項目的成本包括其購買價及使資產處於擬定用途的運作狀況及地點而產生的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的支出(例如維修及保養),一般於其產生期間於損益表扣除。而大修支出在符合確認條件時,計入資產的賬面值作為更換成本。當物業、廠房及設備的重要部件須定期更換,本集團將該等部件確認為獨立的資產,並在特定可使用年期下單獨計提折舊。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Property, plant and equipment and depreciation

(continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The depreciation rates of property, plant and equipment are as follows:

Freehold land	Not depreciated
Buildings and structures	2% to 19%
Plant and machinery	6% to 32%
Office equipment	10% to 32%
Motor vehicles	10% to 32%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each reporting date.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress

Construction in progress represents plant and property under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

折舊乃按物業、廠房及設備的各個項目於其估計可使用年期以直線法撇減其成本至剩餘價值。物業、廠房及設備的折舊率如下：

永久業權土地	不折舊
房屋及建築物	2%至19%
廠房及機器	6%至32%
辦公設備	10%至32%
運輸設備	10%至32%

倘一項物業、廠房及設備的各部分具有不同可使用年期，則有關項目的成本以合理基準分配至各部分，而每部分將作獨立折舊。剩餘價值、可使用年期及折舊方法至少於各報告日期審閱及調整(如適用)一次。

物業、廠房及設備項目(包括經初步確認的任何重要部件)乃於出售時或在預計未來不可從其使用或出售中獲得經濟利益時終止確認。於終止確認資產年度的綜合損益表中確認的出售或廢棄而產生的任何收益或虧損乃銷售所得款項淨額與相關資產賬面值之間的差額。

在建工程

在建工程是指正在興建的廠房及物業，乃以成本減任何減值損失列賬。在建工程不計提折舊。成本包括在建期間的直接建築成本及已借相關資金所屬已撥充資本的借貸費用。當在建工程竣工、隨時可供使用時，在建工程將予重新分類歸入物業、廠房及設備內的適當類別。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use assets which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are at cost less accumulated depreciation and impairment losses.

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of investment properties. The estimated useful lives are 50 years. Depreciation methods, useful lives and residual values are reassessed at each reporting date.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

投資物業

投資物業指持作賺取租金收入及／或資本增值用途，而非用於生產或供應貨品或服務或作行政用途；或作日常業務過程中出售用途的土地及房屋（包括計入使用權資產的租賃物業並以其他方式符合投資物業的定義）權益。該等物業初步按成本（包括交易成本）計量。初步確認後，投資物業按成本減累計折舊及減值虧損計量。

折舊乃按資產之成本減其剩餘價值計量。折舊按直線法於投資物業之估計可使用年期內於損益確認。估計可使用年期為50年。折舊方法、可使用年期及剩餘價值於各報告日期重估。

投資物業報廢或出售產生的任何收益或虧損於其報廢或出售年度於損益表確認。

無形資產(商譽除外)

單獨收購的無形資產於初步確認時按成本計量。於業務合併時所收購無形資產的成本相等於收購日期的公允值。無形資產的可使用年期可評估為有限或無限。年期有限的無形資產其後於可使用經濟年內攤銷，並於有跡象顯示該無形資產可能出現減值時評估減值。可使用年期有限的無形資產的攤銷期間及攤銷方法至少於各財政年度結算日審閱一次。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Intangible assets (other than goodwill) (continued)

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU (or the CGU Group) level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Trademarks

Trademarks acquired separately are measured at cost. Trademarks acquired as part of a business combination are measured at fair value based on the royalty relief method.

Trademarks with finite useful lives are amortised on the straight-line basis over their estimated useful lives of 10 years. Trademarks with indefinite useful lives are tested for impairment annually.

Computer software and patents

Acquired computer software and patents is capitalised on the basis of the costs incurred to acquire and bring to use. These costs are amortised on the straight-line basis over their estimated useful lives of 3 to 10 years.

Distribution channels and customer relationships

The exclusive right of distribution channels and customer relationships acquired in business combinations were stated at cost less any impairment losses and were amortised on the straight-line basis over their estimated useful lives ranging from 5 to 15 years.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

無形資產 (商譽除外) (續)

可使用年期無限的無形資產每年按個別或現金產生單位 (或現金產生單位組別) 作減值測試，且不予攤銷。年期無限的無形資產須每年審閱其使用年期，以釐定無限年期的評估是否持續可靠。否則，可使用年期評估按預期法自此由無限年期更改為有限年期。

商標

所收購商標按成本單獨計量。作為業務合併一部分所收購的商標根據特許權費減免法按公允值計量。

可使用年期有限的商標按估計可使用年期10年以直線法攤銷。可使用年期無限的商標每年測試減值。

電腦軟件及專利權

購入的電腦軟件及專利權根據購買及使用所引起的成本進行資本化。有關成本按估計可使用年期3年至10年以直線法攤銷。

分銷渠道及客戶關係

業務合併取得的分銷渠道專營權及客戶關係按成本減任何減值虧損列賬並就其介乎五至十五年的估計可使用年期按直線基準攤銷。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Intangible assets (other than goodwill) (continued)

Research and development costs

All research costs are charged to the consolidated statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production.

Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

無形資產(商譽除外) (續)

研究開發費用

所有研究費用在產生時於綜合損益表支銷。

開發新產品的项目產生的支出，僅當本集團可顯示下列各項，方予資本化及遞延：完成該項無形資產使其可供使用或出售在技術上的可行性、其完成意向，及使用或出售該項資產的能力、該資產日後如何產生經濟利益、是否有資源可以完成該項目，以及在開發過程中是否可以可靠計量該項支出。不符合該等條件的產品開發支出在產生時支銷。

遞延開發費用按成本減任何減值損失列賬並以直線法按相關產品自其投產日期起計的商業年期攤銷。

持有待售的非流動資產

倘非流動資產(或處置組)的賬面值極有可能通過出售交易而非繼續使用收回，且該資產(或處置組)目前可供出售，則將其分類為持有待售。處置組是在單個交易中作為組合一起處置的一組資產，以及與將在交易中轉移的該等資產直接相關的負債。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Non-current assets held for sale (continued)

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in Note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

持有待售的非流動資產 (續)

當本集團承諾實施涉及失去對子公司控制權的出售計劃時，無論本集團在出售後是否保留該子公司的非控股股東權益，只要符合上述持有待售的分類標準，該子公司的所有資產及負債均分類為持有待售。

緊接分類為持有待售之前，非流動資產（及處置組中的所有單個資產及負債）的計量將根據分類前的會計政策進行更新。此後，於初始分類為持有待售時及直至出售，非流動資產（下文所述若干資產除外）或處置組按賬面值與公允值減出售成本的較低者確認。就本集團及本公司的財務報表而言，本計量政策的主要例外情況為遞延稅項資產、僱員福利產生的資產、金融資產（於子公司、聯營公司及合營企業的投資除外）及投資物業。該等資產即使持有待售，亦會繼續根據附註2所載政策計量。

最初分類為持有待售時的減值虧損以及持有待售期間的後續重新計量的減值虧損均於損益確認。只要非流動資產分類為持有待售，或計入分類為持有待售的處置組，則該非流動資產不再進行折舊或攤銷。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the lease terms.

Category	Years of depreciation
Buildings and structures	1 to 30 years
Plant and machinery	1 to 6 years
Office equipment	1 to 6 years
Motor vehicles	2 to 4 years
Land use rights	2 to 50 years

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

租賃

本集團於合約開始時評估合約是否或是否包含租賃。倘合約為換取代價而授予在一段時間內可識別資產的使用權，則該合約為租賃或包含租賃。

本集團作為承租人

除短期租賃及低價值資產租賃外，本集團應用單一確認及計量方式於所有租賃。本集團確認租賃負債表示支付租賃費用的義務，以及確認使用權資產表示對相關資產所擁有的使用權。

(a) 使用權資產

使用權資產於租賃開始日期（即相關資產可供使用日期）確認。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何租賃負債重新計量作出調整。使用權資產成本包括已確認租賃負債金額、已產生初始直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃優惠。使用權資產亦包括拆除及移除相關資產及還原相關資產或其所在地的估計成本（倘適用）。使用權資產按租賃期以直線法折舊。

類別	折舊年數
房屋及建築物	1至30年
廠房及機器	1至6年
辦公設備	1至6年
運輸設備	2至4年
土地使用權	2至50年



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期按租賃期內作出的租賃付款現值確認。租賃付款包括固定付款額(含實質定額款項)減任何租賃優惠應收款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。若租賃期反映出本集團將行使終止租賃選擇權，租賃付款額亦包括本集團合理確定將行使的購買選擇權的行使價格及支付終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款的現值時，由於租賃內含利率不易釐定，故本集團於租賃開始日期使用增量借款利率計算。於租賃開始日期後，租賃負債金額的增加反映了利息的增長，且減少為所支付的租賃款。此外，倘存在租期的修改及變動、租賃付款的變動(例如：由指數或利率變動導致未來租賃付款變動)或評估購買相關資產的選擇權變動，則重新計量租賃負債的賬面值。

本集團的租賃負債包括於計息銀行及其他借貸。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of plant and machinery and office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團就機器及設備的短期租賃(該等租賃由開始日期起計的租賃期為12個月或更短,且並不包含購買選擇權)應用短期租賃確認豁免。其亦就被視為低價值的廠房及機器以及辦公室設備的租賃應用低價值資產租賃確認豁免。

短期租賃付款及低價值資產租賃按租賃期以直線法確認為支出。

本集團作為出租人

當本集團為出租人,其於租賃開始時(或租賃修改時)將各項租賃分類為經營租賃或融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當租賃包含租賃或非租賃部分,本集團將合約代價按單獨售價之基準分配至各部份。由於其經營性質,故租金收入於租期內按直線法列賬並計入損益表之收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值,並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

轉讓所有相關資產擁有權所附帶的絕大部分風險及回報予承租人的租賃則以融資租賃入賬。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS/HKFRS 15 in accordance with the policies set out for "Revenue and other income" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤餘成本計量、以公允值計量且其變動計入全面收益，以及以公允值計量且其變動計入損益。

初始確認金融資產分類取決於金融資產的合約現金流特徵，以及本集團管理金融資產的業務模式。除並未包含重大融資組成部分的應收賬款或本集團已實行權宜措施不作調整重大融資組成部分影響的應收賬款外，本集團最初按其公允值計量金融資產，加上金融資產不以公允值計量且其變動計入損益的交易費用。並未包含重大融資組成部分的應收賬款或本集團已實行權宜措施的應收賬款按照下文「收入及其他收入」所載政策根據國際財務報告準則／香港財務報告準則第15號釐定的交易價計量。

金融資產需要滿足現金流量僅為償還本金及未償還本金利息，方可分類為按攤餘成本計量或按公允值計入其他全面收益的金融資產。不論業務模式，現金流量非僅為償還本金及利息的金融資產則分類及按公允值計入損益。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

本集團管理金融資產的業務模式指本集團如何管理其金融資產以產生現金流量。業務模式釐定現金流量是否因收取合約現金流量、出售金融資產或因前述兩者而引起。已分類及按攤餘成本計量的金融資產為以持有金融資產以收回合約現金流量為目的之業務模式內持有，而已分類及按公允值計量計入其他全面收益的金融資產為以持作收回合約現金流量及出售為目的之業務模式內持有。並非以上述業務模式內持有之金融資產則分類及按公允值計量計入損益。

所有以常規方式購買及出售的金融資產於交易日(即本集團承諾購買或出售該資產當日)確認。以常規方式購買或出售指需要於一般按規例或市場慣例設定的期限內交付資金的金融資產購買或出售。

後續計量

金融資產的後續計量取決於其分類如下：

按攤餘成本計量的金融資產(債務工具)

按攤餘成本計量的金融資產其後使用實際利率法計量，並可予減值。倘資產終止確認、修訂或減值，則收益及虧損會於損益表確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS/HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

投資及其他金融資產 (續)

後續計量 (續)

按公允值計入其他全面收益的金融資產 (債務工具)

就按公允值計入其他全面收益的債務工具而言，利息收入、外匯重估及減值虧損或撥回於損益表內確認，計算方式與計算按攤餘成本計量的金融資產者相同。餘下公允值變動於其他全面收益確認。於終止確認後，於其他全面收益確認的累計公允值變動回流至損益表。

按公允值計入其他全面收益的金融資產 (股權投資)

於初始確認後，倘股權投資符合國際會計準則／香港會計準則第32號金融工具：呈列項下的股權定義，且並非持作買賣，本集團可選擇不可撤回地將該股權投資分類為指定按公允值計入其他全面收益的股權投資。分類按個別工具基準而定。

該等金融資產的收益及虧損永不回流至損益表。倘股息付款權已確立，而股息相關經濟利益很可能流向本集團，且股息金額能可靠計量，則股息會於損益表確認為其他收入，惟倘本集團受惠於該等所得款項作為收回部分金融資產成本則作別論，在此情況下，有關收益會入賬為其他全面收益。指定按公允值計入其他全面收益的股權投資無須進行減值評估。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

投資及其他金融資產 (續)

後續計量 (續)

按公允值計入損益的金融資產

按公允值計入損益的金融資產乃於財務狀況表按公允值列賬，而公允值變動淨額則於損益表確認。

該類別包括本集團並無不可撤回地選擇分類為按公允值計入其他全面收益的衍生工具及股權投資。分類為按公允值計入損益的股權投資股息亦於付款權確立時在損益表內確認為其他收入。有關股息的經濟利益可能會流向本集團，而股息的金額則可可靠計量。

當嵌入混合合約(包含金融負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟利特徵及風險；具備與嵌入式衍生工具與相同條款的單獨工具符合衍生工具的定義；且混合合約並非按公允值計入損益計量，則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公允值計量，且其變動計於損益表內確認。僅當合約條款出現變動，以致大幅改變其他情況下所需現金流量時或當原分類至按公允值計入損益的金融資產獲重新分類時，方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公允值計入損益的金融資產。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

終止確認金融資產

金融資產(或,如適用,一項金融資產的一部分或一組類似金融資產的一部分)主要於下列情況下將終止確認(即從本集團綜合財務狀況表移除):

- 收取該項資產所得現金流量的權利經已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或根據「轉手」安排承擔在無重大延誤下向第三方全數支付已收取現金流量的責任;及(a)本集團已轉讓資產絕大部分風險及回報,或(b)本集團並無轉讓或保留資產的絕大部分風險及回報,但已轉讓資產控制權。

倘本集團已轉讓從資產收取現金流量的權利或已訂立轉手安排,則將評估其是否已保留資產所有權的風險及回報並評估其程度。倘並無轉讓或保留資產絕大部分風險及回報,亦無轉讓資產的控制權,則按本集團持續參與程度持續確認該轉讓資產。在此情況下,本集團亦將確認相應的負債。已轉讓資產及相關負債以反映本集團保留的權利與義務的基礎進行計量。

以經轉讓資產擔保的方式持續參與按資產原始賬面值與本集團可能被要求償還的對價的最高金額之間的較低者計量。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產減值

本集團就所有並非按公允值計入損益持有的債務工具確認預期信貸虧損(「預期信貸虧損」)。預期信貸虧損乃以根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額為基準，按原有實際利率相近的差額貼現。預期現金流量將包括來自銷售所持有抵押品或其他信用增級的現金流量，此乃合約條款不可或缺的部分。

一般方法

預期信貸虧損於兩個階段進行確認。對於自初始確認後並無顯著增加的信貸風險，預期信貸虧損就可能於未來12個月內出現的違約事件計提撥備(12個月預期信貸虧損)。對於自初始確認後有顯著增加的信貸風險，須在信貸虧損預期的剩餘年期計提虧損撥備，不論違約事件於何時發生(存續期預期信貸虧損)。

於各報告日期，本集團評估自初始確認後金融工具的信貸風險是否顯著增加。本集團作出評估時會對於報告日期金融工具發生的違約風險及於初始確認日期起金融工具發生的違約風險進行比較，並考慮無需付出不必要成本或努力而可得到的合理及可支持資料，包括歷史及前瞻性資料。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Impairment of financial assets (continued)

General approach (continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產減值 (續)

一般方法 (續)

以公允值計入其他全面收益的債務投資及按攤餘成本計量的金融資產，在一般方法下可能會發生減值，並且在以下階段分類用於預期信貸虧損計量，惟採用下文詳述的簡化方法的應收賬款及合約資產除外。

第一階段 — 金融工具自初始確認以來並無顯著增加信貸風險，且其虧損撥備按相等於12個月預期信貸虧損的金額計量。

第二階段 — 金融工具自初始確認以來顯著增加信貸風險，但並不屬信貸減值金融資產，且其虧損撥備按相等於存續期預期信貸虧損的金額計量。

第三階段 — 於報告日期信貸減值的金融資產(但不是購買或原始信貸減值)，其虧損撥備按相等於存續期預期信貸虧損的金額計量。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Impairment of financial assets (continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, derivative financial instruments and interest-bearing bank and other borrowings.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產減值 (續)

簡化方法

對於不包括重大融資成分的應收賬款，或本集團採用實際權宜措施不就重大融資成分的影響作出調整時，本集團採用簡化方法進行預期信貸虧損計量。根據簡化方法，本集團不會追蹤信貸風險的變化，而是於各報告日期根據存續期預期信貸虧損確認虧損撥備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

金融負債

初始確認及計量

金融負債於初始確認時分類為以公允價值計量且其變動計入損益的金融負債，貸款及借貸，或指定為有效對沖的對沖工具的衍生工具（如適用）。

所有金融負債初始時均按公允價值確認，而貸款及借貸則須在此基礎上扣除直接應佔交易成本。

本集團的金融負債包括應付賬款及其他款項、衍生金融工具及計息銀行及其他借貸。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Financial liabilities (continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS/HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融負債 (續)

後續計量

金融負債的後續計量取決於其分類如下：

按公允值計入損益的金融負債包括持作交易用途的金融負債及於初始確認時指定為按公允值入損益的金融負債。

倘產生金融負債的目的為於近期購回，則該金融負債應分類為持作交易用途。此分類包括本集團根據國際財務報告準則／香港財務報告準則第9號界定的對沖關係不被指定為對沖工具的衍生金融工具。獨立嵌入式衍生工具亦分類為持作交易用途，除非其被指定為有效的對沖工具則另作別論，持作交易用途的負債損益於損益表內確認。於損益表確認的公允值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Financial liabilities (continued)

Subsequent measurement (continued)

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS/HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融負債 (續)

後續計量 (續)

於初始確認後指定按公允值計入損益的金融負債，僅會於符合國際財務報告準則／香港財務報告準則第9號的標準時於初始確認日期指定。指定按公允值計入損益的金融負債收益或虧損於損益表內確認，惟本集團擁有於其他全面收入內呈報且其後不會重新分類至損益表的信貸風險所產生的收益及虧損除外。於損益表內確認的公允值收益或虧損淨額並不包括該等金融負債收取的任何利息。

於初始確認後，計息貸款及借貸其後採用實際利率法以攤餘成本計量，除非折現影響並不重大，在此情況下，則按成本列賬。當負債終止確認並透過以實際利率法攤銷時，收益及虧損於損益表確認。

攤餘成本乃經考慮收購的任何折價或溢價及屬實際利率組成部分的費用或成本後計算。實際利率攤銷金額列入損益表的融資成本中。

已發出財務擔保的信貸虧損

財務擔保乃要求發行人（即擔保人）就擔保受益人（「持有人」）因特定債務人未能根據債務工具的條款於到期時付款而蒙受的虧損，而向持有人支付特定款項作為補償的合約。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses from financial guarantees issued

(continued)

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The amount initially recognised as deferred income is subsequently amortised in profit or loss over the term of the guarantee as income.

The Group monitors the risk that the specified debtor will default on the contract and remeasures the above liability at a higher amount when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees.

A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

已發出財務擔保的信貨虧損 (續)

已發出的財務擔保初步按照公允值確認，公允值是參照公平交易中對類似服務收取的費用（倘若可獲得相關資料）或利率差異（通過比較放貸人於有擔保情況下收取的實際利率與放貸人在無擔保情況下應收取的估計利率（倘有關資料可作出可靠估計）釐定。倘若因發出擔保而已收或應收代價，則該代價將根據適用於該類別資產的本集團政策予以確認。倘並無已收或應收代價，則有關開支即時於損益確認。

初步確認為遞延收入的金額其後於擔保期間在損益攤銷，確認為收入。

本集團監控特定債務人違約的風險，並在確定財務擔保的預期信貸虧損高於擔保賬面值時，按較高的金額重新計量上述負債。

本集團會計量12個月預期信貸虧損，除非自發出擔保以來特定債務人違約的風險顯著增加，在此情況下則計量存續期預期信貸虧損。

由於本集團只有在特定債務人違約的情況下才需要根據被擔保工具的條款付款，因此預期信貸虧損乃按預期就補償持有人產生的信貸虧損而作出的付款，減本集團預期從擔保持有人、特定債務人或任何其他人士收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long-term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the consolidated statement of profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

可換股債券

具有負債特點的可換股債券部分於財務狀況表中確認為負債，並扣除交易成本。於發行可換股債券時，負債部分的公允值利用等同非可換股債券的市率釐定，而此金額按攤餘成本列賬為長期負債，直至於轉換或贖回時取消為止。餘下所得款項分配至換股權，然後於股東權益中確認及入賬，並扣除交易成本。換股權賬面值於其後年度不予重新計量。交易成本根據工具首次確認時分配至負債及權益部分的所得款項於可換股債券負債與權益部分間進行分配。

終止確認金融負債

當負債項下的責任解除、註銷或屆滿，即終止確認金融負債。

倘現有的金融負債被另一項從同一貸款人按相當不同的條款訂定的金融負債取代，或現有負債的條款有相當修改，該項交換或修改乃被視作終止確認原負債並確認新負債，而各賬面值的差額乃於綜合損益表中確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of commodity purchase contracts that meet the definition of a derivative as defined by IFRS/HKFRS 9 is recognised in the statement of profit or loss as cost of sales. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

抵銷金融工具

僅倘目前有可強制執行的法律權力抵銷已確認的金額，且有意按照淨額結清，或同時有意變現資產及結清負債，則可抵銷金融資產及金融負債及按淨值列報於財務狀況表中。

衍生金融工具及對沖會計處理

初始確認及其後計量

本集團利用衍生金融工具，如外幣合約及利率掉期，以分別對沖其外幣風險及利率風險。該等衍生金融工具乃按訂立衍生工具合約當日的公允值初步確認，其後按公允值重新計量。當公允值為正數時，該等衍生工具入賬列為資產，當公允值為負數時，則列為負債。

商品購買合約凡符合國際財務報告準則／香港財務報告準則第9號界定的衍生工具定義，其公允值會於損益表內確認為銷售成本。根據本集團預期採購、銷售或使用規定就收取或交付非金融項目而訂立及繼續持有的商品合約按成本值持有。

衍生工具公允值變動所產生的任何收益或虧損，直接列入損益表內，惟現金流量對沖的有效部分則於其他全面收益內確認，且於之後該對沖項目影響損益時重新分類至損益。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Derivative financial instruments and hedge accounting (continued)

Initial recognition and subsequent measurement

(continued)

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment; or
- cash flow hedges when hedging 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; or
- hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

衍生金融工具及對沖會計處理 (續)

初始確認及其後計量 (續)

就對沖會計而言，對沖分類為：

- 公允值對沖，即對沖某項已確認資產或負債的公允值變動風險或某項未確認已承諾承擔；或
- 現金流量對沖，即對沖現金流量變動風險，該風險屬某項已確認資產或負債或某項很可能發生的預計交易相關特定風險，或未確認的已承諾承擔的外匯風險；或
- 對沖於海外業務的投資淨額。

對沖關係開始時，本集團正式指定及以文件記錄本集團有意採用對沖會計處理的對沖關係、風險管理目標及其進行對沖的策略。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Derivative financial instruments and hedge accounting (continued)

Initial recognition and subsequent measurement

(continued)

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is “an economic relationship” between the hedged item and the hedging instrument.
- The effect of credit risk does not “dominate the value changes” that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges which meet all the qualifying criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

衍生金融工具及對沖會計處理 (續)

初始確認及其後計量 (續)

記錄文件應包含對沖工具、對沖項目的識別、被對沖風險的性質及實體如何評估對沖關係是否符合對沖有效性規定(包括其對對沖無效性來源的分析及對沖比率如何釐定)。對沖關係於達成以下全部有效性規定時，方可合資格採用對沖會計處理：

- 對沖項目與對沖工具之間有「經濟關係」。
- 信貸風險的影響不會「主導」經濟關係引致的「價值變動」。
- 對沖關係的對沖比率與本集團實際對沖對沖項目的數量及實體實際使用以對沖對沖項目數量的對沖項目數量所引致者相同。

符合所有對沖會計處理標準的對沖如下：

現金流量對沖

對沖工具收益或虧損的有效部份在其他全面收益的現金流量對沖儲備內直接確認，而任何非有效部份即時在損益表內確認。現金流量對沖儲備調整至對沖工具累計收益或虧損與對沖項目公允值累計變動之間的較低者。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Derivative financial instruments and hedge accounting (continued)

Cash flow hedges (continued)

The amounts accumulated in other comprehensive income are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in other comprehensive income for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment to which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in other comprehensive income is reclassified to the statement of profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect the statement of profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in other comprehensive income must remain in accumulated other comprehensive income if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to the statement of profit or loss as a reclassification adjustment. After the discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated other comprehensive income is accounted for depending on the nature of the underlying transaction as described above.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

衍生金融工具及對沖會計處理 (續)

現金流量對沖 (續)

在其他全面收益內累積的金額視乎相關對沖交易的性質入賬。倘對沖交易其後導致確認非金融項目，於股權累積的金額則自股權的獨立構成部分移除，並計入對沖資產或負債的初始成本或其他賬面值。這並非為重新分類作出的調整，且不會於期內的其他全面收入內確認。倘一項非金融資產或非金融負債的對沖預測交易其後變成採用公允值對沖會計處理的堅定承諾，則亦可應用此做法。

任何其他現金流量對沖在其他全面收益累積的金額於對沖現金流量影響損益的同一期間或多個期間內重新分類至損益表為重新分類調整。

終止現金流量對沖會計處理時，倘預期仍會出現對沖未來現金流量，則在其他全面收益內累積的金額必須保留在累積其他全面收益內。否則，有關金額會即時在損益表內重新分類為重新分類調整。終止會計處理後，倘出現對沖現金流量，任何保留在累積其他全面收益的金額會視乎上述相關交易性質入賬。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Derivative financial instruments and hedge accounting (continued)

Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit or loss as other expenses. 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 statement of profit or loss as other expenses.

For fair value hedges relating to items carried at amortised cost, the adjustment to carrying value is amortised through the statement of profit or loss over the remaining term of the hedge using the effective interest rate method. Effective interest rate 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. If the hedged item is derecognised, the unamortised fair value is recognised immediately in the statement of profit or loss.

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

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

衍生金融工具及對沖會計處理 (續)

公允值對沖

對沖工具的公允值變動於損益表內確認為其他費用。與對沖風險相關的對沖項目公允值變動記錄為對沖項目的部分賬面值，並於損益表內確認為其他費用。

就與按攤餘成本列賬的項目相關的公允值對沖而言，賬面值調整會透過損益表在剩餘期間以有效利率法攤銷。有效利率攤銷可能於調整出現時立即開始，且不得遲於對沖項目不再調整與對沖風險相關的公允值變動時。倘對沖項目獲解除確認，未攤銷公允值會即時於損益表確認。

當未確認的堅定承諾被指定為對沖項目時，其後將與對沖風險相關的堅定承諾的公允值累計變動確認為資產或負債，而相關收益或虧損於損益表內確認。對沖工具的公允值變動亦於損益表內確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Derivative financial instruments and hedge accounting (continued)

Hedges of a net investment

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 statement of 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 statement of profit or loss.

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item;
- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract;
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

衍生金融工具及對沖會計處理 (續)

對沖投資淨額

對沖對海外業務的投資淨額(包括入賬為投資淨額部分的貨幣項目)按類似現金流量對沖的方式入賬。有關對沖有效部分的對沖工具收益或虧損於其他全面收益內確認，而任何有關無效部分的收益或虧損則於損益表內確認。出售海外業務時，任何於股權內記錄的該等收益或虧損累計值轉撥至損益表。

流動與非流動分類

並無指定為有效對沖工具的衍生工具乃根據對事實及情況的評估(即相關合約現金流量)分類為流動或非流動，或單獨列為流動及非流動部分。

- 當本集團預期持有衍生工具作為經濟對沖(而並無應用對沖會計處理方法)至超過報告期結束後十二個月期間，該衍生工具乃與相關項目的分類一致分類為非流動(或拆分列為流動及非流動部分)；
- 與主合約並非密切聯繫的嵌入式衍生工具乃與主合約的現金流量一致分類；
- 指定為及為有效對沖工具的衍生工具乃與相關對沖項目的分類一致分類。衍生工具僅於可作出可靠分配時拆分列為流動部分及非流動部分。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the consolidated statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Raw materials — cost on a weighted average basis;

Finished goods — cost of direct materials and labour and a proportion of overheads based on the normal operating capacity on a weighted average basis.

Net realisable value is based on estimated selling price less any estimated costs to be incurred to completion and disposal.

Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price, and are subsequently stated at amortised cost.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

庫存股份

重新購入並由本公司或本集團持有的本身股本工具(庫存股份)按成本直接在權益中確認。概無就購買、銷售、發行或註銷本集團本身股本工具而於綜合損益表內確認收益或虧損。

存貨

存貨以其成本值與可變現淨值兩者中的較低數額列賬。

將各產品運至現址並達致現狀產生的成本的會計處理方法如下：

原材料 — 成本(按加權平均法計算)；

成品 — 直接材料及直接人工成本，以及根據正常運作量比例計算的生產經常費用(按加權平均法計算)。

可變現淨值按估計售價減去完工及銷售所需的任何估計成本釐定。

應收賬款及其他應收款項

倘本集團可無條件收取代價，且代價到期應付前僅需待時間推移，本集團確認應收款項。

不包含重大融資成份的應收賬款初步按交易價格計量，其後按攤餘成本列示。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款以及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流動性投資，扣減須應要求償還及構成本集團現金管理不可分割部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金及銀行存款（包括定期存款）及與現金性質相似的資產。

撥備及或然負債

一般而言，撥備乃通過按稅前利率對預期未來現金流量進行貼現釐定，該稅前利率反映當前市場對貨幣時間價值及負債特定風險的評估。

倘不大可能造成經濟利益流出，或金額無法可靠估計，則責任將披露為或然負債，除非經濟利益流出的可能性極小。倘可能責任是否存在僅可通過一件或多件未來事件有否發生確認，亦會披露為或然負債，除非經濟利益流出的可能性極小。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current income tax

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred income tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

所得稅

所得稅包括即期及遞延稅項。所得稅於損益賬確認，惟倘與業務合併或已直接於權益或其他全面收益確認的項目有關則作別論。

即期所得稅

即期稅項包括年內應課稅收入或虧損的估計應付或應收稅項，以及就過往年度對應付或應收稅項作出的任何調整。應付或應收即期稅項的金額為預期將支付或收取稅項金額的最佳估計，該金額反映與所得稅有關的不確定因素。其按報告日期已頒佈或實質上已頒佈的稅率計算。即期稅項亦包括股息導致的任何稅項。

即期稅項資產及負債僅於達成若干條件後方抵銷。

遞延所得稅

遞延稅項乃就財務報告用途的資產與負債的賬面值與就稅務所用金額之間的暫時性差異確認。遞延稅項不會就下列各項予以確認：

- 初始確認某項不屬業務合併且對會計處理或應課稅利潤或虧損均無影響的交易的資產或負債所產生的暫時性差異，且不會產生等額的應課稅及可扣減暫時性差異；
- 與於子公司及聯營公司的投資有關而本集團能控制其撥回的時間且其在可預見的將來很可能不會撥回的暫時性差異；



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Income tax (continued)

Deferred income tax (continued)

- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

所得稅 (續)

遞延所得稅 (續)

- 初始確認商譽所產生的應課稅暫時性差異；及
- 與為執行經濟合作與發展組織發佈的第二支柱規則範本而頒佈或實質頒佈的稅法所產生的所得稅有關。

本集團就租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

遞延稅項資產就未使用稅項虧損、未使用稅項抵免及可扣減暫時性差異確認，惟未來可能有應課稅利潤用以抵銷可動用的遞延稅項資產。未來應課稅利潤乃根據相關應課稅暫時性差異的撥回釐定。倘應課稅暫時性差異的金額不足以全額確認遞延稅項資產，則根據本集團個別子公司的業務計劃，考慮對現有暫時性差異的撥回進行調整的未來應課稅利潤。遞延稅項資產於各報告日期進行檢討，並於不再可能實現相關稅項利益時減少；當未來應課稅利潤的可能性提高時，該等減少就會被撥回。

遞延稅項的計量反映本集團預期於報告日期將出現的稅務後果，以收回或清償資產及負債之賬面值。

遞延稅項資產及負債僅於達成若干條件後方抵銷。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS/HKFRS 15.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入

來自客戶合約的收入

來自客戶合約的收入於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權進行交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累積收入金額極有可能不會發生重大收入撥回。

當合約中包含融資成分，該融資成分為客戶提供超過一年的商品或服務轉讓融資的重大利益時，收入按應收款項的現值計量，並使用貼現率折現，而該貼現率將反映在本集團與客戶在合約開始時的單獨交易中。當合約中包含融資部分，該融資部分為在本集團提供了一年以上的重大財務利益時，合約項下確認的收入包括按實際利息法在合約負債上加算的利息開支。就客戶付款至轉讓承諾商品或者服務的期限為一年或者更短的合約而言，交易價格採用國際財務報告準則／香港財務報告準則第15號中實際權宜措施，不會對重大融資部分的影響作出調整。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income (continued)

Revenue from contracts with customers (continued)

• Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

Some contracts for the sale of products provide customers with rights of return. The rights of return give rise to variable consideration.

• Consigned processing services

Revenue from the consigned processing services is recognised when products is delivered.

Other Income

(a) Rental income from operating lease

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(b) Income from guarantees issued

Income from financial guarantees issued is recognised over the term of the guarantees.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入 (續)

來自客戶合約的收入 (續)

• 銷售商品

銷售商品的收入於資產控制權轉讓至客戶的時間點確認，一般為交付產品時。

部分銷售產品的合約訂明客戶有權退貨，退貨權利產生可變代價。

• 委託加工服務

委託加工服務收入於交付產品時確認。

其他收入

(a) 來自經營租賃的租金收入

來自經營租賃的租金收入按直線法於租期內於損益確認。授予的租賃獎勵確認為租期內總租金收入的一部分。並非取決於指數或利率的可變租賃付款在賺取的會計期間確認為收入。

(b) 來自發出擔保的收入

來自發出財務擔保的收入於擔保期間確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income (continued)

Other Income (continued)

(c) Interest income

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(d) Dividends

Dividend income is recognised in profit or loss on the date on which the Group’s right to receive payment is established.

(e) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入 (續)

其他收入 (續)

(c) 利息收入

利息收入採用實際利率法確認。「實際利率」乃將金融資產預計年期內的估計未來收回現金準確貼現至該金融資產總賬面值的利率。利息收入通過對資產總賬面值(倘資產並無信貸減值)應用實際利率計算。然而，對於初始確認後發生信貸減值的金融資產，利息收入通過對金融資產的攤餘成本應用實際利率計算。倘資產不再存在信貸減值，則利息收入將恢復按總額基準計算。

(d) 股息

股息收入於本集團收取付款的權利確立之日於損益確認。

(e) 政府補助

倘可合理保證收到政府補助金，且本集團將遵守其附加條件，則將政府補助金初步於財務狀況表確認。

補償本集團所產生開支的補助金於開支產生期間按系統基準於損益確認為收入。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income (continued)

Other income (continued)

(e) Government grants (continued)

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss over the expected useful life of the relevant asset by equal annual.

Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue. A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also recognised.

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入 (續)

其他收入 (續)

(e) 政府補助 (續)

倘補助金與資產有關，即將其公允值計入遞延收益賬戶，並於有關資產的預計可使用年期限內，以等額年金調撥往綜合損益表。

合約負債

當客戶於本集團確認相關收益前支付不可退回代價，即確認合約負債。倘本集團有無條件權利可於本集團確認相關收益前收取不可退回代價，亦確認合約負債。在後者情況下，亦確認相應的應收款項。

退款負債

退款負債確認為向客戶退回部分或全部已收(或應收)代價的責任，按本集團最終預期須向客戶退款的金額計量。本集團於各報告期末更新有關退款負債(及交易價格相應變動)的估計。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Employee benefits

Short term employee benefits and contributions to defined contribution retirement plans

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided

Defined benefit plan obligations

The Group's subsidiaries operating in the Chinese Mainland, Hong Kong and Macau SAR participate in a central defined contribution benefit plan managed by the local municipal government in the locations in which they operate. Contributions are made based on a percentage of the companies' payroll costs and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central defined contribution benefit plan.

The Company also participates in the defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") in Hong Kong under the Mandatory Provident Fund Schemes Ordinance for its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The Group's employer contributions vest fully with the employees when contributed into the retirement scheme.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

僱員福利

短期僱員福利及界定供款退休計劃供款

短期僱員福利於有關服務提供時列為開支。倘本集團就僱員過去提供的服務而有法定或推定責任支付該金額，且該責任能夠可靠估計，則將預期支付的金額作為負債予以確認。

界定供款退休計劃供款責任於有關服務提供時列為開支。

界定福利計劃責任

本集團在中國大陸、香港及澳門特別行政區營運的子公司，參與其營業所在地的地方政府管理的中央界定供款福利計劃，有關供款乃根據公司薪金費用的某百分比計算，並根據中央界定供款福利計劃的規則，在其應付時在綜合損益表內支銷。

本公司亦根據強制性公積金計劃條例就其僱員參與香港一項界定供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃根據僱員基本薪金的某個百分比計算，並根據強積金計劃的規則，於應付時在綜合損益表內支銷。強積金計劃的資產乃以獨立於本集團的一項獨立管理基金持有。

本集團就退休福利計劃作出僱主供款時，供款全數歸屬僱員。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Employee benefits (continued)

Share-based payments

The Company operates share option scheme and share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in Notes 37 and 38 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

僱員福利 (續)

以股份為基礎的支付

本公司採納一項購股權計劃及股票獎勵計劃，藉此對本集團業務有貢獻的合資格參與者作出鼓勵及獎賞。本集團僱員（包括董事）會收取以股份為基礎的支付形式的酬金，而僱員會提供服務作為換取股本工具的代價（「股權結算交易」）。

與僱員進行的股權結算交易的成本乃參考授出權利當日的公允值計算。公允值乃由外部估值師採用二項計價模式釐定，進一步詳情已於財務報表附註37及38載列。

股權結算交易的成本連同權益的相應增加會於業績及服務條件達成的期間內於僱員福利費用內確認。歸屬日之前的各報告期末就股權結算交易確認的累計支出反映歸屬期屆滿的部分以及本集團對最終將歸屬的股本工具數目的最佳估計。期間內於綜合損益表扣除或計入的數額指於該期間期初及期終已確認累計支出的變動。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Employee benefits (continued)

Share-based payments (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

僱員福利 (續)

以股份為基礎的支付 (續)

釐定獎勵的授出日期公允值時並不計及服務和非市況表現條件，但將評估條件獲達成的機會率，作為本集團對最終將歸屬的股權工具數目的最佳估計一部分。市況表現條件在授出日期公允值內反映。在一項獎勵上附加但不設相關服務要求的任何其他條件被視為非歸屬條件。非歸屬條件在一項獎勵的公允值內反映，並導致一項獎勵的即時支銷，除非同時存在其他服務及／或表現條件。

對因非市場表現及／或服務條件未達成而最終未有歸屬的獎勵而言，將不會確認開支。如獎勵附帶市況或非歸屬條件，則在該情況下，不論是否達到該市況或非歸屬條件，該交易均會視作歸屬處理，惟所有其他業績及／或服務條件必須獲達成。

股權結算報酬條款修訂時，倘符合報酬的原有條款，需按條款並無進行修訂的情形確認最少的支出。此外，倘任何修訂導致於修訂日期所計量的以股份為基礎的支付的總公允值增加或以其他方式令僱員受惠，則所產生的任何額外支出予以確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Employee benefits (continued)

Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

僱員福利 (續)

以股份為基礎的支付 (續)

股權結算報酬註銷時，視作報酬於註銷當日已經歸屬，而報酬尚未確認的任何支出會即時確認。此包括本集團或僱員並未達致其可控制的非歸屬條件的任何報酬。然而，倘註銷的報酬有任何替代的新報酬，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上段所述被視為對原有報酬的修訂處理。

尚未行使購股權的攤薄影響應通過計算每股盈利時的額外股份攤薄反映。

借貸成本

本集團將直接屬於購買、興建或生產需要相當長時間才可作擬定用途或出售的資產的借貸成本撥充資本，作為該等資產成本的一部分。其他借貸成本則於產生期間支銷。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the Note 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

Each entity in the Group determines its own functional currency based on the assessment of its specific facts and circumstances. The Company, established in the Cayman Islands, uses the Hong Kong dollar as its functional currency. As the Group mainly operates in The Chinese Mainland, RMB is used as the presentation currency of the Group. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

股息

期末股息於獲股東於股東大會上批准後確認為負債。擬派期末股息於財務報表附註12中披露。

由於本公司的組織章程大綱及細則授權董事宣派中期股息，故中期股息同時建議及宣派。因此，中期股息在建議及宣派時即時確認為負債。

外幣

本集團各實體按其特定實況及情況釐定其功能貨幣。本公司於開曼群島成立，功能貨幣為港元。由於本集團主要於中國大陸營業，故使用人民幣為本集團的呈列貨幣。由本集團實體記錄的外幣交易最初以交易當日各通行功能貨幣匯率記錄入賬。以外幣列值的貨幣性資產及負債，則按報告期末的適用功能貨幣匯率換算。結算或換算貨幣項目產生的差額於綜合損益表確認。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Foreign currencies (continued)

Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the consolidated statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

外幣 (續)

貨幣項目結算或換算產生的差額於綜合損益表確認，惟指定對沖本集團海外業務投資淨額一部分的貨幣項目除外。該等貨幣項目於其他全面收益確認，直至投資淨額獲出售，屆時累計金額重新分類至綜合損益表。就該等貨幣項目匯兌差額應佔稅項支出及抵免亦計入其他全面收益。

以外幣列值及按歷史成本計量的非貨幣項目，乃按最初進行交易當日的匯率換算。以外幣列值及按公允值計量的非貨幣項目，須按計量公允值當日的匯率換算。換算按公允值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公允值變動的收益或虧損一致的方法處理（即已於其他全面收益或損益確認的項目的公允值收益或虧損，其換算差額亦分別於其他全面收益或損益確認）。

於終止確認涉及預付代價的非貨幣資產或非貨幣負債時，為了確定相關資產、開支或收入於初始確認時的匯率，初始交易日期為本集團初始確因預付代價產生的非貨幣性資產或非貨幣性負債的日期。倘支付或收受多項預付代價，則本集團就支付或收受每項預付代價確定交易日期。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Foreign currencies (continued)

The functional currencies of certain entities comprising the Group are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of companies whose functional currency differs from the presentation currency are translated into RMB at the rates of exchange prevailing at the end of the reporting period and their statements of profit or loss are translated at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

外幣 (續)

本集團旗下若干實體的功能貨幣為人民幣以外的貨幣。於報告期末，倘公司的功能貨幣與呈列貨幣不同，其資產及負債乃按報告期末通行的匯率換算為人民幣，而損益表則按該與交易日期通行匯率相若的匯率換算。

因此產生的匯兌差額乃於其他全面收益內確認並於權益的一個獨立組成部分內累計。出售外國業務時，與該特定外國業務有關的其他全面收益的組成部分於綜合損益表內確認。

任何由收購海外業務所產生的商譽及任何由收購所產生對資產及負債的賬面值進行公允值調值乃作為海外業務資產及負債處理及按收市匯率進行匯兌。

就綜合現金流量表而言，海外子公司的現金流量按產生現金流量當日的適用匯率換算為人民幣。海外子公司全年經常產生的現金流量則按當年的加權平均匯率換算為人民幣。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Withholding tax arising from the distribution of dividends

The Group's determination as to whether to accrue for withholding taxes arising from the distributions of dividends from certain subsidiaries whose equity interests are directly held by overseas parent companies according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividends or on whether those overseas parent companies will be determined to be Chinese resident enterprises by the PRC governing tax authorities in the future. Except for certain subsidiaries with an equity interest directly held by overseas third party shareholders, which distributed dividends required by those overseas third party shareholders, and withholding tax amounting to RMB300,183,000 was provided for the year ended 31 December 2023 based on the expected dividend distribution from retained profit during the year 31 December 2024, management considered that it can control the dividend policy and it is not probable that those PRC subsidiaries will distribute profits earned from 1 January 2008 to 31 December 2023 in the foreseeable future. Where the final outcome of these matters is different from the amounts originally determined, the difference will impact the deferred tax provision in the period in which the differences realise.

3 會計判斷及估計

(a) 應用本集團會計政策時的關鍵會計判斷

在應用本集團的會計政策的過程中，管理層已作出以下判斷（除涉及估值的項目外），乃對財務報表內已確認金額構成最重大影響：

分派股息產生的預扣稅

本集團根據相關稅務機關的規定計提從若干子公司（其股權由海外母公司直接持有）分派股息所產生的預扣稅，是否計提取決於股息支付的時間或該等海外母公司在未來期間是否被中國政府稅務當局認定為中國居民企業納稅人。除若干由海外第三方股東直接持有股權的子公司應海外第三方股東要求分派股息外，及除根據截至二零二四年十二月三十一日止年度預期從保留利潤中分派的股息於截至二零二三年十二月三十一日止年度計提人民幣300,183,000元的額外預扣稅外，管理層認為其可控制股息政策，且在可預見的未來，其他中國子公司將不大可能分派於二零零八年一月一日至二零二三年十二月三十一日所賺取的利潤。倘該事件的最終結果有別於當初釐定的金額，差異將影響差異產生的期間所計提的遞延稅項。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(a) Critical accounting judgements in applying the Group's accounting policies (continued)

Significant influence over China Modern Dairy

The directors of the Company have concluded that the Group does not control China Modern Dairy and accordingly the Group continues to account for its investments in China Modern Dairy as an associate. In arriving at this conclusion, the directors of the Company have made a holistic assessment of the relevant facts and circumstances taking into account such factors as the potential voting rights held by the holders of the exchangeable bonds, voting rights held by the borrower, the board composition and key management personnel of China Modern Dairy and the nature of the Group's relationship with China Modern Dairy including the extensive continuing connected transactions between the Group and China Modern Dairy. The Company would continue to re-evaluate such conclusion on an ongoing basis as facts and circumstances change. Further details are contained in Note 20(a) to the financial statements.

Control over Milkground

The directors of the Company have concluded that the Group has control over Milkground, although the Group holds less than 50% of the voting rights in the investee. In arriving at this conclusion, the Company has made a holistic assessment of the relevant facts and circumstances taking into account such factors as the size of the Group's holding of voting rights relative to the size and dispersion of the voting rights of the other shareholders, the nature of the Group's relationships with other shareholders including the voting arrangement with a shareholder, any history of any other shareholders collaborating to exercise their votes collectively or to out vote the Group, the Group's control of the investee's board, and the Group's relationship with the key management personnel of the investee. The Company would continue to re-evaluate such conclusion on an ongoing basis as facts and circumstances change.

3 會計判斷及估計 (續)

(a) 應用本集團會計政策時的關鍵會計判斷 (續)

對中國現代牧業的重大影響力

本公司董事認為本集團對中國現代牧業並無控制權，因此本集團繼續將其於中國現代牧業的投資作為聯營核算。為達致此結論，本公司董事已對相關事實及情況作出全面評估，並已考慮相關因素，包括可交換債券持有人的潛在投票權、借款方的投票權、中國現代牧業的董事會組成及主要管理人員，以及本集團與中國現代牧業關係的性質，包括本集團與中國現代牧業之間的大量持續關連交易。本公司會持續因應事實和情況的變化，重新檢討有關結論。進一步詳情載於財務報表附註20(a)。

對妙可藍多的控制

本公司董事認為，雖然本集團持有被投資方不足50%投票權，但本集團對妙可藍多有控制權。為達致此結論，本公司董事已對相關事實及情況作出全面評估，並已考慮相關因素，包括本集團所持投票權相對於其他股東投票權的規模和分佈情況、本集團與其他股東關係的性質（包括與一名股東的投票安排）、任何其他股東曾經合作共同投票或否決本集團的紀錄、本集團對被投資方董事會的控制以及本集團與被投資方主要管理人員的關係等。本公司會持續因應事實和情況的變化，重新檢討有關結論。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill and trademarks with indefinite useful lives

The Group determines whether goodwill and trademarks with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the value in use of the CGUs (or the “CGU Groups”). Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the CGUs (or the CGU Groups) and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of impairment testing of goodwill and trademarks with indefinite useful lives are given in Note 19 to the financial statements.

Impairment of an investment in China Modern Dairy

The Group performs an impairment assessment of the investment in China Modern Dairy by comparing the carrying value of investment in China Modern Dairy with its recoverable amount of value in use. The value in use of China Modern Dairy was determined by the Group based on a discounted cash flow forecast. Estimating the value in use requires the Group to make an estimate of the expected future cash flows and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of impairment testing of an investment in China Modern Dairy are given in Note 20(a) to the financial statements.

3 會計判斷及估計 (續)

(b) 估計不確定性之來源

對未來事項的主要假設及於報告期末估計的不確定性的其他主要來源(存有重大風險可能導致資產及負債賬面值須於下一財政年度內作出重大調整者)於下文論述。

商譽及無限使用年期商標減值

本集團每年最少一次釐定商譽及無限使用年期商標是否減值。釐定商譽及無限使用年期商標是否減值須估計現金產生單位(或「現金產生單位組別」)的使用價值或商標的公允值。估計使用價值時,本集團須估計預期來自現金產生單位或現金產生單位組別之日後現金流量,並挑選合適的折現率以計算該等現金流量的現值。商譽及無限使用年期商標減值測試詳情請參閱財務報表附註19。

於中國現代牧業之投資減值

本集團通過比較於中國現代牧業之投資賬面值與其使用價值之可收回金額對於中國現代牧業之投資進行減值評估。本集團根據貼現現金流預測釐定中國現代牧業之使用價值。估計使用價值時,本集團須估計預期日後現金流量,並挑選合適的折現率以計算該等現金流量的現值。於中國現代牧業之投資減值測試詳情見財務報表附註20(a)。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Sources of estimation uncertainty (continued)

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and all unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, which affects the probability of utilisation and the tax rate to be used in the calculations. Details of deferred tax assets are contained in Note 21 to the financial statements.

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. Details of share-based payments are contained in Notes 30, 37 and 38 to the financial statements.

3 會計判斷及估計 (續)

(b) 估計不確定性之來源 (續)

遞延稅項資產

遞延稅項資產就所有可扣減暫時性差異及所有未用稅項虧損加以確認，惟僅限於日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時性差異及未用稅項虧損的情況。釐定可予確認的遞延稅項資產金額時，須就會影響可用作扣減的可能性及用於計算的稅率的日後應稅利潤的大致時間及水平，作出重要的管理層判斷。遞延稅項資產的詳情請參閱財務報表附註21。

以股份為基礎的支付

本集團計量與僱員的股權結算交易的成本時乃參考權益工具授出當日的公允值。估算公允值須釐定授出權益工具（視乎授出的條款及條件）的最合適估值模式，亦須釐定估值模式最適合的輸入數據，包括購股權的預計年期、波動率及股息率，以及就此作出假設。以股份為基礎的支付的詳情列於財務報表附註30、37及38。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services. During the year, the Group has changed the structure of its internal organisation in a manner that causes the composition of its reportable segments to change as follows:

- Liquid milk business — manufacture and distribution of ultra-high temperature milk (“UHT milk”), milk beverages, yogurt and fresh milk;
- Ice cream business — manufacture and distribution of dairy-based ice cream;
- Milk formula business — manufacture and distribution of milk powder;
- Cheese business — manufacture and distribution of cheese; and
- Others — principally the Group’s manufacture of raw materials for dairy products and trading business.

Certain comparative amounts in the segment information have been adjusted to conform the current year’s presentation.

4 經營分部資料

出於管理需要，本集團按產品及服務構組業務單元。年內，本集團改變其內部組織架構，導致其可報告經營分部組成發生如下變化：

- 液態奶業務 — 生產及經銷超高溫滅菌奶（「UHT奶」）、乳飲料、酸奶及鮮奶；
- 冰淇淋業務 — 生產及經銷含乳冰淇淋；
- 奶粉業務 — 生產及經銷奶粉；
- 奶酪業務 — 生產及經銷奶酪；及
- 其他 — 主要為本集團乳製品原輔料生產及經銷貿易業務。

分部資料中的若干比較數字已予調整以符合本年度之呈列方式。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that interest income, non-lease-related finance costs, share of results of associates, income tax expense, as well as head office and corporate income/expenses are excluded from such measurement.

Segment assets exclude investments in associates, assets of a disposal group classified as held for sale and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude liabilities of a disposal group classified as held for sale and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4 經營分部資料 (續)

(a) 分部業績、資產及負債

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及表現評估的決策。分部表現乃根據可報告分部利潤／虧損（其為對經調整稅前利潤／虧損的一種計量）予以評估。經調整稅前利潤／虧損與本集團的稅前利潤／虧損計量方式一致，惟利息收入、非租賃相關融資成本、應佔聯營公司業績、所得稅支出及總部及公司收益／支出不包含於該計量內。

分部資產並不包括於聯營公司的投資、分類為持有待售的處置組內資產，以及其他不分部的總部及公司資產，乃由於此等資產按集團層面管理。

分部負債並不包括分類為持有待售的處置組內負債以及其他不分部的總部及公司負債，乃由於此等負債按集團層面管理。

分部間銷售及轉讓乃參考以當時市價向第三者銷售所採用的售價進行交易。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2023

4 經營分部資料 (續)

(a) 分部業績、資產及負債 (續)

截至二零二三年十二月三十一日止
年度

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (Note 5):	分部收入 (附註5):						
Sales to external customers	銷售予外部客戶	82,071,069	6,026,325	3,801,747	4,357,260	2,367,640	98,624,041
Intersegment sales	分部間銷售	1,127,114	55,996	24,751	22,323	619,202	1,849,386
		83,198,183	6,082,321	3,826,498	4,379,583	2,986,842	100,473,427
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment sales	抵銷分部間銷售						(1,849,386)
Revenue	收入						98,624,041
Segment results	分部業績	6,126,458	427,731	(198,939)	146,564	(198,101)	6,303,713
<i>Reconciliation:</i>	<i>調整:</i>						
Interest income	利息收入						1,675,555
Finance costs (other than interest on lease liabilities)	融資成本 (除租賃負債利息外)						(1,505,100)
Share of results of associates	應佔聯營公司業績						91,921
Corporate and other unallocated expense	公司及其他不分部支出						(253,902)
Profit before tax	稅前利潤						6,312,187
Income tax expense	所得稅支出						(1,425,212)
Profit for the year	本年利潤						4,886,975
Segment assets	分部資產	69,989,322	6,521,677	16,628,126	15,403,307	2,179,511	110,721,943
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment receivables	抵銷分部間應收款項						(33,004,852)
Corporate and other unallocated assets	公司及其他不分部的資產						27,094,228
Investments in associates	於聯營公司的投資						10,408,632
Total assets	總資產						115,219,951
Segment liabilities	分部負債	28,708,293	4,454,086	6,905,303	3,750,950	1,841,636	45,660,268
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment payables	抵銷分部間應付款項						(33,004,852)
Corporate and other unallocated liabilities	公司及其他不分部的負債						51,912,824
Total liabilities	總負債						64,568,240



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2023 (continued)

4 經營分部資料 (續)

(a) 分部業績、資產及負債 (續)

截至二零二三年十二月三十一日止
年度 (續)

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information:	其他分部資料：						
Depreciation and amortisation	折舊及攤銷	2,548,462	264,609	180,805	190,460	56,049	3,240,385
Unallocated amounts	不分部金額						60,357
Total depreciation and amortisation	總折舊及攤銷						3,300,742
Capital expenditure	資本支出	2,769,719	488,938	350,864	248,971	168,386	4,026,878
Unallocated amounts	不分部金額						48,327
Total capital expenditure*	總資本支出*						4,075,205
Impairment losses and write-down of inventories recognised in the consolidated statement of profit or loss	於綜合損益表確認的減值虧損及存貨撇減	431,972	47,486	197,326	12,214	277,334	966,332
Impairment losses and write-down of inventories reversed in the consolidated statement of profit or loss	於綜合損益表撥回的減值虧損及存貨撇減	(38,982)	(32,411)	(173,790)	(4,160)	(35,658)	(285,001)
Impairment losses and write-down of inventories recognised in the consolidated statement of profit or loss, net	於綜合損益表確認的減值虧損及存貨撇減淨額	392,990	15,075	23,536	8,054	241,676	681,331
Expense relating to share-based payment component of the convertible bonds, share option scheme, share award scheme and reversal of restricted shares expenses of a subsidiary	涉及可換股債券以股份支付的部分、購股權計劃、股票獎勵計劃及一間子公司限制性股票開支轉回的開支	223,616	31,342	4,897	14,160	(52,413)	221,602
Unallocated amounts	不分部金額						347,114
Total non-cash expenses relating to share-based payment component of the convertible bonds, share option scheme, share award scheme and reversal of restricted shares expenses of a subsidiary	涉及可換股債券以股份支付的部分、購股權計劃、股票獎勵計劃及一間子公司限制性股票開支轉回的非現金支出總額						568,716



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2022

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (Note 5):	分部收入 (附註5):						
Sales to external customers	銷售予外部客戶	78,269,313	5,652,422	3,861,991	1,321,146	3,488,450	92,593,322
Intersegment sales	分部間銷售	986,238	50,745	154,283	—	964,448	2,155,714
		79,255,551	5,703,167	4,016,274	1,321,146	4,452,898	94,749,036
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment sales	抵銷分部間銷售						(2,155,714)
Revenue	收入						92,593,322
Segment results	分部業績	5,721,334	25,794	(1,498,661)	41,696	54,419	4,344,582
<i>Reconciliation:</i>	<i>調整:</i>						
Interest income	利息收入						1,385,385
Finance costs (other than interest on lease liabilities)	融資成本 (除租賃負債利息外)						(1,093,887)
Share of results of associates	應佔聯營公司業績						408,949
Corporate and other unallocated income	公司及其他不分部收益						1,457,324
Profit before tax	稅前利潤						6,502,353
Income tax expense	所得稅支出						(1,317,549)
Profit for the year	本年利潤						5,184,804
Segment assets	分部資產	66,318,779	5,803,247	16,289,640	17,056,021	1,831,253	107,298,940
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment receivables	抵銷分部間應收款項						(31,449,137)
Corporate and other unallocated assets	公司及其他不分部的資產						31,045,382
Investments in associates	於聯營公司的投資						10,396,345
Assets held for sale	持有待售資產						521,675
Total assets	總資產						117,813,205
Segment liabilities	分部負債	30,420,394	4,291,169	6,821,665	4,154,342	1,521,580	47,209,150
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment payables	抵銷分部間應付款項						(31,449,137)
Corporate and other unallocated liabilities	公司及其他不分部的負債						51,977,544
Liabilities held for sale	持有待售負債						23,850
Total liabilities	總負債						67,761,407

4 經營分部資料 (續)

(a) 分部業績、資產及負債 (續)

截至二零二二年十二月三十一日止年度



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2022 (continued)

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information:	其他分部資料：						
Depreciation and amortisation	折舊及攤銷	2,235,222	223,456	137,146	27,051	183,228	2,806,103
Unallocated amounts	不分部金額						72,145
Total depreciation and amortisation	總折舊及攤銷						2,878,248
Capital expenditure	資本支出	3,663,569	440,494	227,239	464,095	60,470	4,855,867
Unallocated amounts	不分部金額						1,421,731
Total capital expenditure*	總資本支出*						6,277,598
Impairment losses and write-down of inventories recognised in the consolidated statement of profit or loss	於綜合損益表確認的減值虧損及存貨撇減	302,905	44,473	990,544	8,559	13,253	1,359,734
Impairment losses and write-down of inventories reversed in the consolidated statement of profit or loss	於綜合損益表撥回的減值虧損及存貨撇減	(73,318)	(4,694)	(5,019)	(1)	(6,784)	(89,816)
Impairment losses and write-down of inventories recognised in the consolidated statement of profit or loss, net	於綜合損益表確認的減值虧損及存貨撇減淨額	229,587	39,779	985,525	8,558	6,469	1,269,918
Expense relating to share-based payment component of the convertible bonds, share option scheme, share award scheme and reversal of restricted shares expenses of a subsidiary	涉及可換股債券以股份支付的部分、購股權計劃、股票獎勵計劃及一間子公司限制性股票開支轉回的開支	219,388	41,723	9,843	(55,575)	10,514	225,893
Unallocated amounts	不分部金額						460,970
Total non-cash expenses relating to share-based payment component of the convertible bonds, share option scheme, share award scheme and reversal of restricted shares expenses of a subsidiary	涉及可換股債券以股份支付的部分、購股權計劃、股票獎勵計劃及一間子公司限制性股票開支轉回的非現金支出總額						686,863

* Capital expenditure consists of cash paid for the purchase of property, plant and equipment, construction in progress, intangible assets, land use rights, equity interests in subsidiaries, associates and other equity investments.

* 資本支出包括購買物業、廠房及設備、在建工程、無形資產、土地使用權以及子公司、聯營公司及其他股本投資的股權所支付的現金。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(b) Geographical information

(i) Revenue from external customers

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	94,335,586	87,997,985
Overseas	海外地區	4,288,455	4,595,337
		98,624,041	92,593,322

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

(ii) Non-current assets

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	48,014,045	47,923,295
Overseas	海外地區	11,171,657	10,796,239
		59,185,702	58,719,534

The non-current asset information above is based on locations of non-current assets, excluding derivative financial instruments, other financial assets and deferred tax assets.

(c) Information about major customers

There were no sales to a single customer which accounted for 10% or more of the Group's revenue for the year ended 31 December 2023.

4 經營分部資料 (續)

(b) 地區

(i) 來自外部客戶的收入

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	94,335,586	87,997,985
Overseas	海外地區	4,288,455	4,595,337
		98,624,041	92,593,322

上述收入資料乃根據客戶的地點劃分。

(ii) 非流動資產

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	48,014,045	47,923,295
Overseas	海外地區	11,171,657	10,796,239
		59,185,702	58,719,534

上述非流動資產的資料乃根據非流動資產的地點劃分，不包括衍生金融工具、其他金融資產及遞延稅項資產。

(c) 主要客戶資料

截至二零二三年十二月三十一日止年度，並無向單一客戶的銷售佔本集團收入10%或以上。



**NOTES TO THE
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5 REVENUE, OTHER INCOME AND GAINS

(a) Revenue

An analysis of the revenue is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue from contracts with customer:	來自客戶合約的收入：		
Sale of goods	銷售貨物	98,590,612	92,592,407
Consignment processing services	委託加工服務	33,429	915
		98,624,041	92,593,322

Disaggregated revenue information

For the year ended 31 December 2023

5 收入、其他收入及收益

(a) 收入

收入的分析如下：

分類收入信息

截至二零二三年十二月三十一日止年度

Segments	分部	Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Type of goods:	商品種類：						
Sale of products	銷售貨物	82,071,069	6,026,325	3,768,318	4,357,260	2,367,640	98,590,612
Consignment processing services	委託加工服務	—	—	33,429	—	—	33,429
Total revenue from contracts with customers recognised at a point in time	於某一時間點確認的來自客戶合約的總收入	82,071,069	6,026,325	3,801,747	4,357,260	2,367,640	98,624,041
Geographical markets:	地區市場：						
The Chinese Mainland	中國大陸	82,009,370	4,012,204	3,228,311	4,357,260	728,441	94,335,586
Overseas	海外地區	61,699	2,014,121	573,436	—	1,639,199	4,288,455
Total revenue from contracts with customers	來自客戶合約的總收入	82,071,069	6,026,325	3,801,747	4,357,260	2,367,640	98,624,041



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

5 REVENUE, OTHER INCOME AND GAINS

(continued)

(a) Revenue (continued)

Disaggregated revenue information (continued)

For the year ended 31 December 2022

Segments	分部	Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Type of goods:	商品種類：						
Sale of products	銷售貨物	78,269,313	5,652,422	3,861,076	1,321,146	3,488,450	92,592,407
Consignment processing services	委託加工服務	—	—	915	—	—	915
Total revenue from contracts with customers recognised at a point in time	於某一時間點確認 的來自客戶合約 的總收入	78,269,313	5,652,422	3,861,991	1,321,146	3,488,450	92,593,322
Geographical markets:	地區市場：						
The Chinese Mainland	中國大陸	78,223,488	4,006,714	3,072,193	1,321,146	1,374,444	87,997,985
Overseas	海外地區	45,825	1,645,708	789,798	—	2,114,006	4,595,337
Total revenue from contracts with customers	來自客戶合約的 總收入	78,269,313	5,652,422	3,861,991	1,321,146	3,488,450	92,593,322

The Group takes advantage of practical expedient in paragraph 121 of IFRS/HKFRS 15 and does not disclose the remaining performance obligations as all of the Group's sales contracts have an original expected duration of less than one year.

本集團使用國際財務報告準則／香港財務報告準則第15號第121段所述的可行權宜法，由於本集團所有的銷售合約原訂期限均少於一年，故不披露餘下履約責任。

5 收入、其他收入及收益 (續)

(a) 收入 (續)

分類收入信息 (續)

截至二零二二年十二月三十一日止年度



**NOTES TO THE
FINANCIAL STATEMENTS**
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5 REVENUE, OTHER INCOME AND GAINS

(continued)

(b) Other income and gains

5 收入、其他收入及收益 (續)

(b) 其他收入及收益

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Government grants related to	政府補助金：		
— assets (Note 32)	— 資產(附註32)	121,738	95,505
— compensation for expenses	— 與補償費用有關	435,580	397,194
Gain on disposal of a subsidiary	出售一間子公司收益	—	241,460
Gain on disposal of an associate	出售一間聯營公司收益	1,046	—
Gain on disposal of business of Arla Foods amba	出售Arla Foods amba業務收益	—	55,750
Gross rental income (Note 16)	租金總收入(附註16)	63,386	74,733
Gain on disposal of assets and liabilities held for sale (Note 39)	出售持有待售資產及負債的收益(附註39)	14,521	—
Net fair value gain on exchangeable bonds	可交換債券公允值收益淨額	2,024	113,817
Net fair value gain on unlisted equity investment at fair value through profit or loss	以公允值計量且其變動計入損益的非上市股權投資公允值收益淨額	—	1,271
Net fair value gain on other financial liabilities (Note 33(b))	其他金融負債公允值收益淨額(附註33(b))	23,658	861,710
Net gain on disposal of property, plant and equipment, other intangible assets and right-of-use assets	出售物業、廠房及設備、其他無形資產及使用權資產收益淨額	—	22,179
Net gain on disposal of raw materials	出售原輔料的收益淨額	91,883	114,311
Others	其他	315,556	161,719
		1,069,392	2,139,649



**NOTES TO THE
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財務報表附註

6 OTHER EXPENSES

6 其他費用

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Write-down of inventories to net realisable value (Note 23)	存貨撇減至可變現淨值 (附註23)	323,675	238,049
Educational surcharges, city construction tax, and other taxes	教育附加費、城市維護建設稅及其他稅項	534,812	477,439
Donations	捐贈支出	62,659	106,728
Foreign exchange loss, net	匯兌虧損淨額	77,382	45,676
Impairment of goodwill	商譽減值	—	742,437
Net fair value loss on unlisted equity investment in Guangze with put options	附帶認沽期權的投入廣澤的非上市股權投資之公允值虧損淨額	—	9,083
Net loss on disposal of items of property, plant and equipment	處置物業、廠房及設備虧損淨額	14,423	—
Net fair value loss on forward currency contracts (Note 31)	遠期外幣合約公允值虧損淨額 (附註31)	4,641	31,754
Net fair value loss on unlisted equity investment at fair value through profit or loss	以公允值計量且其變動計入損益的非上市股權投資公允值虧損淨額	22,945	—
Loss on re-measurement of investment in an associate upon a business combination	合併業務時重新計量於一間聯營公司的投資之虧損	—	12,639
Impairment of investments in an associate	於一間聯營公司的投資減值	48,030	—
Others	其他	207,897	199,759
		1,296,464	1,863,564



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

7 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

7 稅前利潤

稅前利潤乃經扣除下列各項後計算所得：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cost of inventories sold	銷售存貨成本	61,958,116	59,902,799
Cost of consigned processing services	委託加工服務成本	25,830	741
Cost of sales	銷售成本	61,983,946	59,903,540
Employee benefit expense (including directors' and chief executive's remuneration as disclosed in Note 9) (Note (a))	僱員福利費用(包括附註9所披露的董事及主要行政人員薪酬)(附註(a))		
— Wages, salaries, housing benefits and other allowances	— 工資、薪金、住房福利及其他津貼	7,625,682	7,257,310
— Retirement benefit contributions	— 退休福利供款	817,790	713,357
— Fair value amortisation of share-based payment component of the convertible bonds	— 可換股債券以股份支付的部分的公允值攤銷	436,448	566,155
— Share option scheme expense	— 購股權計劃開支	69,067	58,844
— Share award scheme expense	— 股票獎勵計劃開支	121,608	131,932
— Reversal of restricted shares expense of a subsidiary	— 一間子公司限制性股票開支轉回	(58,407)	(70,068)
		9,012,188	8,657,530
Impairment of trade receivables, net (Note 24)	貿易應收款項減值淨額(附註24)	121,559	279,109
Impairment of financial assets included in prepayments, other receivables and other financial assets, net	計入預付款項、其他應收款項及其他金融資產的金融資產減值淨額	188,067	10,323
Impairment of financial assets, net	金融資產減值淨額	309,626	289,432
Write-down of inventories to net realisable value (Note 23)	存貨撇減至可變現淨值(附註23)	323,675	238,049
Impairment of goodwill	商譽減值	—	742,437
Impairment of investments in an associate	於一間聯營公司的投資減值	48,030	—
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	2,803,699	2,456,658
Depreciation of right-of-use assets (Note 16)	使用權資產折舊(附註16)	385,609	315,886
Depreciation of investment properties	投資物業折舊	1,646	1,510
Amortisation of other intangible assets (Note 18)	其他無形資產攤銷(附註18)	109,788	104,194
Research and development costs	研究開發費用	495,507	411,647
Outsourcing expense (Note (b))	外包費用(附註(b))	180,283	178,836
Lease payments not included in the measurement of lease liabilities (Note (c))	不計入租賃負債計量的租賃付款(附註(c))	260,106	281,530
Auditor's remuneration	核數師酬金		
— Audit services (Note (d))	— 審計服務(附註(d))	8,658	10,658
— Non-audit service	— 非審計服務	4,229	907



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

7 PROFIT BEFORE TAXATION (continued)

Notes:

- (a) The employees of the subsidiaries of the Group established in the PRC (other than Hong Kong) participate in defined contribution retirement benefit scheme managed by the local government authority, whereby these subsidiaries are required to contribute to the scheme ranging from 16% to 20% of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC (other than Hong Kong), from the above mentioned retirement scheme at their normal retirement age.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. In July 2023, the HKICPA published "Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong" that provides guidance on the accounting considerations relating to the offsetting mechanism and the abolition of the mechanism. The mechanism have no material effect on how the Group's results and financial position for the current year have been prepared or presented.

The Group has no further obligation for payment of other retirement benefits beyond the above contributions.

- (b) For the purpose of promoting operation efficiency, the Group outsourced the production of certain products. The amounts represent the total amount paid by the Group for purchasing outsourcing services.
- (c) The Group recognised rental expenses from short-term leases of RMB147,265,000 (2022: RMB155,137,000), leases of low-value assets of RMB27,922,000 (2022: RMB39,023,000) and variable lease payments not based on index or rates of RMB84,919,000 (2022: RMB87,370,000) for the year ended 31 December 2023, respectively. Further details are given in Note 16(c) to the financial statements.
- (d) In addition to the above fees paid or payable to the auditors, Milkground, a subsidiary of the Company listed on the Main Board of the Shanghai Stock Exchange, had an amount of RMB1,300,000 for annual audit paid/payable as auditor's remuneration for the year ended 31 December 2023.

7 稅前利潤(續)

附註：

- (a) 本集團於中國(不包括香港)成立的子公司的僱員參與當地政府機構管理的界定供款退休福利計劃，據此，該等子公司須按僱員基本薪金16%至20%的比率向該計劃供款。該等子公司的僱員於年屆正常退休年齡時有權享有上述退休計劃按中國(不包括香港)平均薪金水平百分比計算的退休福利。

本集團亦根據香港強制性公積金計劃條例，為在香港僱傭條例下受僱及不受先前界定福利退休計劃保障之僱員，經營強制性公積金計劃(「強積金計劃」)。於二零二三年七月，香港會計師公會頒佈「香港廢除以強積金抵銷長期服務金機制的會計影響」，為有關抵銷機制及廢除機制的會計考慮提供指引。該機制對本集團本年度業績及財務狀況之編製或呈列方式並無重大影響。

除上述供款外，本集團並無其他責任支付其他退休福利。

- (b) 為了促進營運效率，本集團外包若干產品的生產。該金額指本集團就購買外包服務支付的總額。
- (c) 本集團截至二零二三年十二月三十一日止年度分別確認短期租賃支出人民幣147,265,000元(二零二二年：人民幣155,137,000元)、低價值資產租賃支出人民幣27,922,000元(二零二二年：人民幣39,023,000元)及並非根據某一指數或比率的可變租賃付款人民幣84,919,000元(二零二二年：人民幣87,370,000元)。詳情請參閱財務報表附註16(c)。
- (d) 除上述已付或應付核數師的費用外，截至二零二三年十二月三十一日止年度，本公司在上海證券交易所主板上市的子公司妙可藍多已付／應付核數師年度審計酬金人民幣1,300,000元。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

8 FINANCE COSTS

8 融資成本

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	674,988	320,202
Interest on other borrowings (excluding lease liabilities)	其他借貸利息 (不包括租賃負債)	830,112	773,685
Interest on lease liabilities	租賃負債利息	64,181	31,376
		1,569,281	1,125,263

9 DIRECTORS' EMOLUMENTS

Apart from share-based payments as disclosed in note below, directors' emoluments pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are set out in following tables:

9 董事薪酬

除下文附註所披露以股份為基礎的支付外，根據香港公司條例第383(1)條，以及公司（披露董事利益資料）規例第2部分披露的董事薪酬載列於下表：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Fees	袍金	957	924
Other emoluments	其他酬金		
— Basic salaries, housing benefits, other allowances and benefits in kind	— 基本薪金、住房 福利、其他津貼 及實物利益	13,140	11,091
— Performance related bonuses	— 與業績有關的獎金	6,626	9,010
— Retirement benefit contributions	— 退休福利供款	175	139
		20,898	21,164



**NOTES TO THE
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9 DIRECTORS' EMOLUMENTS (continued)

9 董事薪酬 (續)

		Notes 附註	Fees	Basic salaries, housing benefits, other allowances and benefits in kind 基本薪金、 住房福利、 其他津貼及 實物利益	Performance related bonuses 與業績有關的 獎金	Retirement benefit contributions 退休福利供款	Total 總薪酬
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2023	二零二三年						
Executive directors	執行董事						
— Mr. Jeffrey, Minfang Lu	— 盧敏放先生	(a)/(b)	—	8,555	4,950	67	13,572
— Mr. Zhang Ping	— 張平先生	(a)/(b)	—	2,676	1,605	44	4,325
— Ms. Wang Yan	— 王燕女士	(a)	—	1,909	71	64	2,044
Non-executive directors	非執行董事						
— Mr. Chen Lang	— 陳朗先生	(a)	—	—	—	—	—
— Mr. Wang Xi	— 王希先生	(a)	—	—	—	—	—
— Mr. Simon Dominic Stevens	— Simon Dominic Stevens 先生		150	—	—	—	150
Independent non-executive directors	獨立非執行董事						
— Mr. Yih Dieter	— 葉禮德先生		269	—	—	—	269
— Mr. Li Michael Hankin	— 李恒健先生		269	—	—	—	269
— Mr. Ge Jun	— 葛俊先生		269	—	—	—	269
			957	13,140	6,626	175	20,898



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9 DIRECTORS' EMOLUMENTS (continued)

9 董事薪酬 (續)

				Basic salaries, housing benefits, other allowances and benefits in kind 袍金 基本薪金、 住房福利、 其他津貼及 實物利益	Performance related bonuses 與業績有關的 獎金	Retirement benefit contributions 退休福利供款	Total 總薪酬
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2022	二零二二年						
Executive directors	執行董事						
— Mr. Jeffrey, Minfang Lu	— 盧敏放先生	(a)/(b)	—	7,092	6,300	40	13,432
— Mr. Zhang Ping	— 張平先生	(a)/(b)	—	2,704	2,148	40	4,892
— Ms. Wang Yan	— 王燕女士	(a)	—	1,295	562	59	1,916
Non-executive directors	非執行董事						
— Mr. Chen Lang	— 陳朗先生	(a)	—	—	—	—	—
— Mr. Wang Xi	— 王希先生	(a)	—	—	—	—	—
— Mr. Simon Dominic Stevens	— Simon Dominic Stevens 先生		150	—	—	—	150
Independent non-executive directors	獨立非執行董事						
— Mr. Yih Dieter	— 葉禮德先生		258	—	—	—	258
— Mr. Li Michael Hankin	— 李恒健先生		258	—	—	—	258
— Mr. Ge Jun	— 葛俊先生		258	—	—	—	258
			924	11,091	9,010	139	21,164

Notes:

- (a) During the year ended 31 December 2023, the five (2022: five) directors agreed to waive their entitlements to directors' fees totally amounted to RMB390,000 (2022: RMB390,000). Other than the aforementioned, there was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- (b) Among directors of the Company, Mr. Jeffery, Minfang Lu and Mr. Zhang Ping were entitled to various share-based payments as grantees/participants of share option scheme (Note 37), share award scheme (Note 38) and convertible bonds arrangement (Note 30). For the year ended 31 December 2023, the share-based payments expenses recognised in the profit or loss as part of emoluments to Mr. Jeffery, Minfang and Mr. Zhang Ping were approximately RMB63,853,000 and RMB10,948,000, respectively (2022: RMB64,402,000 and RMB11,653,000, respectively).

附註：

- (a) 截至二零二三年十二月三十一日止年度，五位（二零二二年：五位）董事同意放棄其董事袍金，金額合共人民幣390,000元（二零二二年：人民幣390,000元）。除前述者外，本年度並無任何有關董事放棄或同意放棄任何酬金的安排。
- (b) 本公司董事中，盧敏放先生及張平先生作為購股權計劃（附註37）、股票獎勵計劃（附註38）及可換股債券安排（附註30）的承授人／參與者，有權獲得多個以股份為基礎的支付。截至二零二三年十二月三十一日止年度，於損益確認為支付予盧敏放先生及張平先生的部分薪酬之以股份為基礎的支付分別約為人民幣63,853,000元及人民幣10,948,000元（二零二二年：分別為人民幣64,402,000元及人民幣11,653,000元）。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

One (2022: One) of the five highest paid employees was a director whose emoluments have been shown above. Details of emoluments, apart from share-based payments disclosed in note below, in relation to the remaining four (2022: four) non-director, highest paid employees are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Basic salaries, housing benefits, other allowances and benefits in kind	基本薪金、住房福利、其他津貼及實物利益	14,865	14,295
Performance related bonuses	與業績有關的獎金	11,046	14,428
Retirement scheme contributions	退休福利計劃供款	132	129
		26,043	28,851

The number of non-director, highest paid employees whose cash emolument fell within the following bands is as follows:

10 最高薪人士

五位最高薪僱員包括一位(二零二二年：一位)董事，有關彼等的酬金資料已於上文披露。除下文附註所披露以股份為基礎的支付外，其餘四位(二零二二年：四位)非董事、最高薪僱員的酬金如下：

現金酬金列入以下組別的最高薪非董事僱員的數目如下：

		2023 二零二三年 Number of individuals 僱員人數	2022 二零二二年 Number of individuals 僱員人數
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	2	1
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至6,000,000港元	—	1
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	1	—
HK\$9,000,001 to HK\$9,500,000	9,000,001港元至9,500,000港元	—	1
HK\$11,500,001 to HK\$12,000,000	11,500,001港元至12,000,000港元	1	—
HK\$13,000,001 to HK\$13,500,000	13,000,001港元至13,500,000港元	—	1
		4	4



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

10 INDIVIDUALS WITH HIGHEST EMOLUMENTS (continued)

During the year ended 31 December 2023, the total share option benefits relating to the share option scheme (Note 37), share award scheme (Note 38) and convertible bonds arrangement (Note 30) granted to the non-director, individuals with highest emoluments were approximately RMB26,348,000, RMB593,000, and RMB83,362,000, respectively (2022: RMB15,240,000, RMB4,062,000 and RMB96,567,000, respectively).

11 INCOME TAX EXPENSE

(a) Taxation in the consolidated statement of profit or loss represents:

10 最高薪人士 (續)

截至二零二三年十二月三十一日止年度，授予最高薪非董事僱員之與購股權計劃(附註37)、股票獎勵計劃(附註38)及可換股債券安排(附註30)有關的購股權福利合共約為人民幣26,348,000元、人民幣593,000元及人民幣83,362,000元(二零二二年：人民幣15,240,000元、人民幣4,062,000元及人民幣96,567,000元)。

11 所得稅支出

(a) 綜合損益表內的稅項指：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current income tax	即期所得稅		
Current charge for the year	年內即期所得稅支出	1,229,296	888,921
Adjustments in relation to prior years	往年相關調整	31,575	52,433
Deferred income tax (Note 21)	遞延所得稅(附註21)	164,341	376,195
		1,425,212	1,317,549



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

11 INCOME TAX EXPENSE (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit before tax	稅前利潤		6,312,187	6,502,353
At tax rate of 25% (2022: 25%)	按25% (二零二二年 : 25%) 稅率計算	(i)	1,578,047	1,625,588
Non-deductible items and others, net	不可抵扣的項目及其他 (淨額)		60,633	67,632
Tax effect of super deduction on research and development expenses	研發費用加計扣除對稅務的影響	(i)	(103,527)	(83,412)
Impairment of goodwill and trademarks with indefinite useful lives	商譽及無限使用年期商標減值		—	187,350
Adjustments in relation to prior years	往年相關調整		31,575	52,433
Effect of different tax rates	不同稅率的影響	(ii)/(iii)/(iv)	(101,097)	(308,985)
Effect of tax concessions	稅務優惠的影響	(v)/(vi)	(768,598)	(672,384)
Tax effect of share of results of associates	應佔聯營公司業績對稅務的影響		(22,980)	(102,237)
Tax losses and deductible temporary differences utilised from previous periods	使用以往期間稅務虧損及可扣減暫時性差異		(67,689)	(86,112)
Tax losses and deductible temporary differences not recognised	未確認稅務虧損及可扣減暫時性差異		518,665	409,692
Effect of withholding tax at 5%/10% on the distributable profits of the Group's certain PRC subsidiaries	按本集團中國子公司可供分派利潤5%/10%計算的預扣稅影響		300,183	227,984
Income tax	所得稅		1,425,212	1,317,549

11 所得稅支出 (續)

(b) 稅項開支與按適用稅率計算的會計利潤的對賬：



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

11 INCOME TAX EXPENSE (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(continued)

Notes:

- (i) The provision for the income tax is based on the statutory rate of 25% (2022: 25%) on the estimated taxable profits determined in accordance with the Law of the People's Republic of China on Corporate Income Tax ("PRC CIT Law"), except for certain subsidiaries of the Group which enjoy a preferential tax rate according to related tax policies or certain subsidiaries in other jurisdictions. Certain subsidiaries of the Company entitle to the preferential tax rate of 15% (2022: 15%), and certain research and development expenses of these companies are qualified for 100% (2022: 100%) additional deduction for tax purpose.
- (ii) Pursuant to the income tax rules and regulations of Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to income tax in Cayman Islands and the BVI.
- (iii) The provision for Hong Kong Profits Tax is calculated by applying at 16.5% (2022: 16.5%) of the estimated assessable profits for the year ended 31 December 2023.
- (iv) The provision for Australia, New Zealand and Indonesia Profit Tax is calculated by applying at 30%, 28% and 25%, respectively, (2022: 30%, 28% and 25%, respectively), of the estimated assessable profits for the year ended 31 December 2023.
- (v) Certain subsidiaries were granted lower tax rates by the state tax bureau in accordance with the PRC CIT law and the corresponding transitional tax concession policy and "The notice of tax policies relating to the implementation of the western China development strategy".
- (vi) Certain subsidiaries were granted tax exemptions in accordance with the policy of "The notice of preferential tax policy for preliminary processing of agriculture products".

11 所得稅支出 (續)

(b) 稅項開支與按適用稅率計算的會計利潤的對賬：(續)

附註：

- (i) 所得稅撥備根據中華人民共和國企業所得稅法(「中國企業所得稅法」)，按估計應課稅利潤以25%(二零二二年：25%)法定稅率計算，惟本集團根據相關稅務政策享有優惠稅率之若干子公司或位於其他司法權區之若干子公司除外。本公司若干子公司享受15%(二零二二年：15%)優惠稅率，且該等公司的若干研發費用可享受100%(二零二二年：100%)的額外稅項減免。
- (ii) 根據開曼群島及英屬處女群島(「英屬處女群島」)的所得稅條例及法規，本集團毋須繳納開曼群島及英屬處女群島所得稅。
- (iii) 截至二零二三年十二月三十一日止年度，香港利得稅撥備按估計可評估利潤以16.5%(二零二二年：16.5%)稅率計算。
- (iv) 截至二零二三年十二月三十一日止年度，澳洲、新西蘭及印尼利得稅撥備按估計可評估利潤分別以30%、28%及25%(二零二二年：30%、28%及25%)稅率計算。
- (v) 若干子公司獲國家稅務局根據中國企業所得稅法、有關稅收優惠過渡政策及《關於深入實施西部大開發戰略有關稅收政策問題的通知》授予低稅率優惠。
- (vi) 若干子公司獲根據《關於發佈享受企業所得稅優惠政策的農產品初加工範圍(試行)的通知》的政策豁免稅務。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

11 INCOME TAX EXPENSE (continued)

(c) Pillar Two income taxes

The Group operates in multiple jurisdictions, which will enact tax laws to implement the Pillar Two model rules published by the OECD in forthcoming years. As at 31 December 2023, operation jurisdictions of Netherlands, Vietnam and Malaysia have enacted new tax laws to implement the Pillar Two model rules published by the OECD, and the new tax laws will take effect from 1 January 2024. The Group has assessed the effect of Pillar Two model rules in these countries and of opinion that the new tax law will not have a significant impact on the income tax in these countries.

The Group is in the process of making a continuous assessment of what the impact of Pillar Two model is expected to be on the income taxes in other operation jurisdictions.

11 所得稅支出 (續)

(c) 第二支柱所得稅

本集團於多個司法權區開展業務，該等司法管轄區將於未來幾年內頒佈稅法，以執行經合組織發佈的第二支柱規則範本。於二零二三年十二月三十一日，荷蘭、越南及馬來西亞的業務管轄區已頒佈新稅法，以執行經合組織發佈的第二支柱規則範本，新稅法將於二零二四年一月一日起生效。本集團已評估第二支柱規則範本在該等國家的影響，並認為新稅法不會對該等國家的所得稅產生重大影響。

本集團正持續評估第二支柱模式對其他業務管轄區所得稅的預期影響。

12 DIVIDENDS

12 股息

	Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Declared and paid during the year Equity dividends on ordinary shares	本年度宣派及支付 普通股股息	1,588,015	1,506,669
Proposed for approval at the Annual General Meeting (the "AGM") Equity dividends on ordinary shares: Proposed final — RMB0.489 (2022: RMB0.402) per ordinary share	提呈於股東週年大會 〔股東週年大會〕 批准 普通股股息： 擬派期末股息 — 每股普通股 人民幣0.489元 (二零二二年： 人民幣0.402元)	(a)/(b) 1,924,358	1,589,989

Notes:

- (a) The proposed final dividend for the year ended 31 December 2023 is subject to the approval of the Company's shareholders at the forthcoming AGM.
- (b) This dividend was not recognised as a liability in the consolidated financial statements for the year ended 31 December 2023.

附註：

- (a) 擬派截至二零二三年十二月三十一日止年度之期末股息須由本公司股東在應屆股東週年大會批准。
- (b) 該股息並無於截至二零二三年十二月三十一日止年度的綜合財務報表確認為負債。



**NOTES TO THE
FINANCIAL STATEMENTS**
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**13 EARNINGS PER SHARE ATTRIBUTABLE
TO ORDINARY EQUITY HOLDERS OF
THE COMPANY**

(a) Basic earnings per share

The basic earnings per share for the year is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

A reconciliation of the weighted average number of shares used in calculating the basic earnings per share amount is as follows:

**13 本公司普通股權益股東應佔每股
盈利**

(a) 每股基本盈利

本年度每股基本盈利乃根據年內本公司普通股權益股東應佔利潤除以年內已發行普通股的加權平均數計算。

計算每股基本盈利時所用加權平均股份數目調節如下：

		2023 二零二三年 Number of shares 股份數目 '000 千股	2022 二零二二年 Number of shares 股份數目 '000 千股
Issued ordinary shares at 1 January	於一月一日已發行 普通股	3,955,196	3,953,179
Effect of share options exercised	已行使購股權的影響	2,247	1,203
Effect of shares purchased	回購股份的影響	(15,204)	(3,119)
Weighted average number of ordinary shares for the purpose of the basic earnings per share calculation	計算每股基本盈利所用的 普通股加權平均數	3,942,239	3,951,263



**NOTES TO THE
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**13 EARNINGS PER SHARE ATTRIBUTABLE
TO ORDINARY EQUITY HOLDERS OF
THE COMPANY** (continued)

(b) Diluted earnings per share

The diluted earnings per share amounts is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

A reconciliation of the weighted average number of shares used in calculating the diluted earnings per share amount is as follows:

**13 本公司普通股權益股東應佔每股
盈利** (續)

(b) 每股攤薄盈利

每股攤薄盈利乃根據年內本公司普通股權益股東應佔利潤除以就所有具攤薄潛力的普通股調整後的已發行普通股加權平均數計算。

計算每股攤薄盈利時所用加權平均股份數目調節如下：

		2023 二零二三年 Number of shares 股份數目 '000 千股	2022 二零二二年 Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purpose of the basic earnings per share calculation	計算每股基本盈利所用的普通股加權平均數	3,942,239	3,951,263
Effect of dilution — Weighted average number of ordinary shares:	攤薄影響 — 普通股加權平均數：		
Outstanding share options	尚未行使購股權	7,015	10,519
Outstanding share awards	尚未行使股票獎勵	7,221	7,300
Weighted average number of ordinary shares for the purpose of the diluted earnings per share calculation	計算每股攤薄盈利所用的普通股加權平均數	3,956,475	3,969,082



**NOTES TO THE
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財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Freehold land 永久業權 土地 RMB'000 人民幣千元	Buildings and structures 房屋及 建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日						
Cost	成本	118,987	8,549,166	27,497,696	2,410,814	99,877	38,676,540
Accumulated depreciation and impairment	累計折舊及減值	—	(3,455,273)	(14,004,924)	(1,476,140)	(87,605)	(19,023,942)
Net carrying amount	賬面淨值	118,987	5,093,893	13,492,772	934,674	12,272	19,652,598
At 1 January 2023, net of accumulated depreciation and impairment	於二零二三年一月一日， 扣減累計折舊及減值	118,987	5,093,893	13,492,772	934,674	12,272	19,652,598
Additions	添置	269	242,433	273,918	219,737	2,763	739,120
Transfers from construction in progress (Note 15)	轉撥自在建工程(附註15)	—	1,265,716	2,775,553	142,259	610	4,184,138
Disposals	出售	—	(7,793)	(79,225)	(10,036)	(488)	(97,542)
Depreciation charge for the year	年內折舊支出	—	(448,917)	(2,025,967)	(323,653)	(5,162)	(2,803,699)
Exchange realignment	匯兌調整	3,167	9,873	27,315	303	106	40,764
At 31 December 2023, net of accumulated depreciation and impairment	於二零二三年十二月三十一日， 扣減累計折舊及減值	122,423	6,155,205	14,464,366	963,284	10,101	21,715,379
At 31 December 2023 Cost	於二零二三年十二月三十一日 成本	122,423	10,256,963	30,665,005	2,821,995	104,887	43,971,273
Accumulated depreciation and impairment	累計折舊及減值	—	(4,101,758)	(16,200,639)	(1,858,711)	(94,786)	(22,255,894)
Net carrying amount	賬面淨值	122,423	6,155,205	14,464,366	963,284	10,101	21,715,379



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

(continued)

14 物業、廠房及設備 (續)

		Freehold land 永久業權 土地 RMB'000 人民幣千元	Buildings and structures 房屋及 建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日						
Cost	成本	103,552	7,474,511	23,952,407	1,831,054	93,540	33,455,064
Accumulated depreciation and impairment	累計折舊及減值	—	(3,077,336)	(11,861,847)	(1,097,933)	(82,708)	(16,119,824)
Net carrying amount	賬面淨值	103,552	4,397,175	12,090,560	733,121	10,832	17,335,240
At 1 January 2022, net of accumulated depreciation and impairment	於二零二二年一月一日， 扣減累計折舊及減值	103,552	4,397,175	12,090,560	733,121	10,832	17,335,240
Additions	添置	9,821	1,718	238,210	244,981	2,011	496,741
Acquisition of subsidiaries	收購子公司	—	364,772	689,846	62,319	3,429	1,120,366
Transfers from construction in progress (Note 15)	轉撥自在建工程 (附註15)	—	764,915	2,362,183	182,003	41	3,309,142
Transfers to investment properties	轉撥至投資物業	—	(69)	—	—	—	(69)
Transfers to assets held for sale	轉撥至持有待售的資產	—	(6,087)	(61,216)	(2,375)	—	(69,678)
Disposal of a subsidiary	出售子公司	—	—	(1,049)	(123)	(520)	(1,692)
Disposals	出售	—	(87,584)	(52,193)	(13,182)	(845)	(153,804)
Depreciation charge for the year	年內折舊支出	—	(363,892)	(1,817,577)	(272,076)	(3,113)	(2,456,658)
Exchange realignment	匯兌調整	5,614	22,945	44,008	6	437	73,010
At 31 December 2022, net of accumulated depreciation and impairment	於二零二二年十二月三十一日， 扣減累計折舊及減值	118,987	5,093,893	13,492,772	934,674	12,272	19,652,598
At 31 December 2022	於二零二二年十二月三十一日						
Cost	成本	118,987	8,549,166	27,497,696	2,410,814	99,877	38,676,540
Accumulated depreciation and impairment	累計折舊及減值	—	(3,455,273)	(14,004,924)	(1,476,140)	(87,605)	(19,023,942)
Net carrying amount	賬面淨值	118,987	5,093,893	13,492,772	934,674	12,272	19,652,598



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

(continued)

- (a) The Group leases certain property, plant and equipment with a net book value of approximately RMB87,581,000 as at 31 December 2023 (2022: RMB39,058,000) to independent third parties under operating lease arrangements, with lease terms ranging from one to three years (2022: one to three years) (Note 16).
- (b) As at 31 December 2023, certain items of property, plant and equipment with net carrying amount of RMB479,992,000 (2022: RMB149,152,000) were pledged to secure Interest-bearing bank and other borrowings granted to the Group as disclosed in Note 29.

14 物業、廠房及設備 (續)

- (a) 本集團根據經營租賃安排向獨立第三方租賃若干物業、廠房及設備於二零二三年十二月三十一日的賬面淨值約人民幣87,581,000元(二零二二年：人民幣39,058,000元)，租賃為期一年至三年(二零二二年：一年至三年)(附註16)。
- (b) 於二零二三年十二月三十一日賬面淨值人民幣479,992,000元(二零二二年：人民幣149,152,000元)之若干物業、廠房及設備已作抵押，以擔保本集團獲授的計息銀行及其他借貸(如附註29所披露)。

15 CONSTRUCTION IN PROGRESS

15 在建工程

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	4,111,176	2,619,402
Additions	添置	2,418,387	4,223,276
Transfers to property, plant and equipment (Note 14)	轉撥至物業、廠房及 設備(附註14)	(4,184,138)	(3,309,142)
Acquisition of subsidiaries	收購子公司	—	573,337
Exchange realignment	匯兌調整	3,354	4,303
At 31 December	於十二月三十一日	2,348,779	4,111,176

16 LEASES

The Group as a lessee

The Group has lease contracts for various items of buildings and structures, plant and machinery, office equipment, motor vehicles and land use rights used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of approximately 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings and structures generally have lease terms between 1 and 20 years; plant and machinery and office equipment generally have lease terms between 1 and 10 years; while office equipment and motor vehicles generally have lease terms between 2 and 4 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

16 租賃

本集團作為承租人

本集團擁有用於營運的房屋及建築物、廠房及機器、辦公設備、運輸設備及土地使用權中多個項目的租賃合約。已預先作出一次性付款以向業主收購租賃土地，租期為約50年，且根據該等土地租賃的條款，將不會繼續支付任何款項。房屋及建築物的租期一般介乎一至二十年，廠房及機器及辦公設備的租期一般介乎一至十年，而辦公設備及運輸設備的租期一般介乎二至四年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 LEASES (continued)

The Group as a lessee (continued)

(a) Right-of-use assets

The carrying amount of right-of-use assets of the Group and the movements during the year are as follows:

		Buildings and structures 房屋及 建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Land use rights 土地使用權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2023	於二零二三年一月一日	804,170	506,217	—	58	1,472,732	2,783,177
Additions	添置	87,728	167,972	2,038	674	78,048	336,460
Depreciation charge	折舊開支	(140,353)	(210,257)	(440)	(338)	(34,221)	(385,609)
Early termination	提前終止	(179)	(1,087)	(98)	—	—	(1,364)
Exchange realignment	匯兌調整	804	27	1	1	—	833
As at 31 December 2023	於二零二三年十二月三十一日	752,170	462,872	1,501	395	1,516,559	2,733,497

		Buildings and structures 房屋及 建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Land use rights 土地使用權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2022	於二零二二年一月一日	161,097	606,542	—	—	1,374,501	2,142,140
Additions	添置	494,759	47,461	—	91	90,251	632,562
Acquisition of subsidiaries	收購子公司	287,295	—	—	—	89,435	376,730
Disposal of a subsidiary	出售一間子公司	(3,764)	—	—	—	—	(3,764)
Depreciation charge	折舊開支	(135,513)	(147,739)	—	(35)	(32,599)	(315,886)
Early termination	提前終止	(1,700)	(95)	—	—	(14,209)	(16,004)
Transfers to assets held for sale	撥轉至持作出售資產	—	—	—	—	(34,647)	(34,647)
Exchange realignment	匯兌調整	1,996	48	—	2	—	2,046
As at 31 December 2022	於二零二二年十二月三十一日	804,170	506,217	—	58	1,472,732	2,783,177

16 租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

本集團年內使用權資產的賬面值及變動如下：



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16 LEASES (continued)

The Group as a leasee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities (included in interest-bearing bank and other borrowings) of the Group and the movements during the year are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面值	1,186,002	550,270
New leases	新租賃	258,412	542,311
Acquisition of subsidiaries	收購子公司	—	313,140
Disposal of a subsidiary	出售一間子公司	—	(3,319)
Capital element of lease rentals paid	已付租金的資本部分	(268,711)	(216,182)
Early termination	提前終止	(3,060)	(1,900)
Exchange realignment	匯兌調整	775	1,682
Carrying amount at 31 December	於十二月三十一日的 賬面值	1,173,418	1,186,002
Analysed into:	分析為：		
Current portion	流動部分	246,935	254,734
Non-current portion	非流動部分	926,483	931,268

The maturity analysis of lease liabilities is disclosed in Note 43(b) to the financial statements.

16 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

本集團年內租賃負債(計入計息銀行及其他借貸)的賬面值及變動如下：

租賃負債的到期分析於財務報表附註43(b)披露。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest on lease liabilities (Note 8)	租賃負債利息(附註8)	64,181	31,376
Depreciation charge of right-of-use assets (Note 7)	使用權資產折舊(附註7)	385,609	315,886
Expense relating to short-term leases (Note 7(c))	與短期租賃有關的開支(附註7(c))	147,265	155,137
Expense relating to leases of low-value assets (Note 7(c))	與低價值資產的租賃有關的開支(附註7(c))	27,922	39,023
Variable lease payments not included in the measurement of lease liabilities (Notes 7(c) and 16(d))	未計入租賃負債計量的可變租賃款項(附註7(c)及16(d))	84,919	87,370
Total amount recognised in profit or loss	於損益確認的款項總額	709,896	628,792

(d) Variable lease payments

The Group leased a number of the warehouses which contain variable lease payment terms that are based on the Group's actual usage area in the warehouses. There are also minimum annual base rental arrangements for these leases. The Group has recognised certain right-of-use assets for the fixed lease payments. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

The Group as a lessor

The Group leases property, plant and equipment (Note 14) under operating lease arrangements. Rental and related service income recognised by the Group for the year ended 31 December 2023 amounted to RMB63,386,000 (2022: RMB74,733,000).

16 租賃(續)

本集團作為承租人(續)

(c) 於損益中確認的租賃相關款項如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest on lease liabilities (Note 8)	租賃負債利息(附註8)	64,181	31,376
Depreciation charge of right-of-use assets (Note 7)	使用權資產折舊(附註7)	385,609	315,886
Expense relating to short-term leases (Note 7(c))	與短期租賃有關的開支(附註7(c))	147,265	155,137
Expense relating to leases of low-value assets (Note 7(c))	與低價值資產的租賃有關的開支(附註7(c))	27,922	39,023
Variable lease payments not included in the measurement of lease liabilities (Notes 7(c) and 16(d))	未計入租賃負債計量的可變租賃款項(附註7(c)及16(d))	84,919	87,370
Total amount recognised in profit or loss	於損益確認的款項總額	709,896	628,792

(d) 可變租賃款項

本集團租賃多個倉庫，該等租賃包含以本集團於該等倉庫的實際使用面積為基礎的可變租賃款項條款。該等租賃亦設有最低年度基本租金安排。本集團已就固定租賃款項確認若干使用權資產。並不依賴指數或利率的可變租賃款項將於導致付款的事件或條件發生的期間確認為支出。

本集團作為出租人

本集團根據經營租賃安排出租其物業、廠房及設備(附註14)。截至二零二三年十二月三十一日止年度本集團確認的租金及相關服務收入為人民幣63,386,000元(二零二二年：人民幣74,733,000元)。



**NOTES TO THE
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17 GOODWILL

17 商譽

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面值	8,887,830	4,857,687
Acquisition of subsidiaries (Note (a))	收購子公司(附註(a))	2,539	4,867,765
Disposal of a subsidiary	出售一間子公司	—	(222)
Transfers to assets held for sale	撥轉至持作出售資產	—	(189,000)
Impairment for the year	年內減值	—	(742,437)
Exchange realignment	匯兌調整	61,913	94,037
Carrying amount at 31 December	於十二月三十一日的賬面值	8,952,282	8,887,830
At 31 December	於十二月三十一日		
Cost	成本	15,085,304	14,971,932
Accumulated impairment	累計減值	(6,133,022)	(6,084,102)
Carrying amount at 31 December	於十二月三十一日的賬面值	8,952,282	8,887,830

Notes:

- (a) On 19 May 2023, Inner Mongolia Mengniu acquired additional 50.01% equity interest in Wuhan ASCX Dairy Co., Ltd., which is an associate of Inner Mongolia Mengniu, at a consideration of RMB1, which resulted goodwill of RMB2,539,000.

During the year ended 31 December 2023, the consideration have been fully settled and the net inflow in respect of the acquisition is RMB922,000.

- (b) As at 31 December 2023, the goodwill was tested for impairment (Note 19).

附註：

- (a) 於二零二三年五月十九日，內蒙蒙牛以對價人民幣1元收購內蒙蒙牛的聯營公司武漢愛氏晨曦乳製品有限公司額外50.01%股權，產生商譽人民幣2,539,000元。

截至二零二三年十二月三十一日止年度，代價已悉數結付，收購事項的淨流入金額為人民幣922,000元。

- (b) 於二零二三年十二月三十一日，商譽已進行減值測試(附註19)。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18 OTHER INTANGIBLE ASSETS

Movements of other intangible assets are as follows:

18 其他無形資產

其他無形資產變動如下：

		Trademarks 商標 RMB'000 人民幣千元	Computer software and patents 電腦軟件及 專利權 RMB'000 人民幣千元	Distribution channels and customer relationships 分銷渠道及 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost at 1 January 2023, net of accumulated amortisation	於二零二三年一月一日， 按成本值，扣減累計攤銷	11,801,436	507,628	65,304	12,374,368
Additions	添置	—	194,090	—	194,090
Disposals	出售	—	(13,904)	(762)	(14,666)
Amortisation charge for the year (Note 7)	年內攤銷費用(附註7)	—	(95,148)	(14,640)	(109,788)
Exchange realignment	匯兌調整	172,765	599	631	173,995
At 31 December 2023	於二零二三年十二月三十一日	11,974,201	593,265	50,533	12,617,999
At 31 December 2023	於二零二三年十二月三十一日				
Cost	成本	12,347,258	1,172,240	133,882	13,653,380
Accumulated amortisation and impairment	累計攤銷及減值	(373,057)	(578,975)	(83,349)	(1,035,381)
Net carrying amount	賬面淨值	11,974,201	593,265	50,533	12,617,999
Cost at 1 January 2022, net of accumulated amortisation	於二零二二年一月一日， 按成本值，扣減累計攤銷	7,447,818	448,246	103,379	7,999,443
Additions	添置	—	132,985	—	132,985
Acquisition of subsidiaries	收購子公司	4,244,000	45,693	—	4,289,693
Disposals	出售	—	(22,357)	(16,864)	(39,221)
Disposal of a subsidiary	出售一間子公司	—	(523)	(9,420)	(9,943)
Transfer to assets held for sale	轉撥至持作出售資產	(77,680)	(5,477)	—	(83,157)
Amortisation charge for the year (Note 7)	年內攤銷費用(附註7)	—	(91,867)	(12,327)	(104,194)
Exchange realignment	匯兌調整	187,298	928	536	188,762
At 31 December 2022	於二零二二年十二月三十一日	11,801,436	507,628	65,304	12,374,368
At 31 December 2022	於二零二二年十二月三十一日				
Cost	成本	12,174,493	991,455	134,013	13,299,961
Accumulated amortisation and impairment	累計攤銷及減值	(373,057)	(483,827)	(68,709)	(925,593)
Net carrying amount	賬面淨值	11,801,436	507,628	65,304	12,374,368



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18 OTHER INTANGIBLE ASSETS (continued)

Notes:

- (a) As at 31 December 2023, trademarks with indefinite useful lives with cost of RMB11,974,201,000 were tested for impairment (Note 19).
- (b) The exclusive right of distribution channels and customer relationships acquired in business combinations were stated at cost less any impairment losses and were amortised on the straight-line basis over their estimated useful lives ranging from 5 to 15 years.

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES

Goodwill and trademarks with indefinite useful lives acquired through business combinations have been allocated to the following CGUs or CGU Groups for impairment testing:

- liquid milk products CGU Group
- ice cream products CGU Group
- low temperature products CGU Group
- Yashili CGU Group
- Bellamy CGU Group
- AICE CGU Group
- ANI CGU Group
- Milkground CGU Group

18 其他無形資產 (續)

附註：

- (a) 截至二零二三年十二月三十一日，成本為人民幣11,974,201,000元的無限使用年期的商標已進行減值測試(附註19)。
- (b) 業務合併取得的分銷渠道專營權及客戶關係按成本減任何減值虧損列賬並就其介乎五至十五年的估計可使用年期按直線基準攤銷。

19 商譽及無限使用年期商標的減值測試

透過業務合併取得的商譽及無限使用年期商標已分配至下列現金產生單位或現金產生單位組別作減值測試：

- 液態奶產品現金產生單位組別
- 冰淇淋產品現金產生單位組別
- 低溫產品現金產生單位組別
- 雅士利現金產生單位組別
- 貝拉米現金產生單位組別
- AICE現金產生單位組別
- ANI現金產生單位組別
- 妙可藍多現金產生單位組別



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES (continued)

Goodwill and trademarks with indefinite useful lives included in other intangible assets allocated to each of the CGUs or CGU Groups are as follows:

19 商譽及無限使用年期商標的減值 測試 (續)

分配至各現金產生單位或現金產生單位組別並計入商譽及其他無形資產的無限可使用年期商標的總額如下：

		Liquid milk products 液態奶產品		Ice cream products 冰淇淋產品		Yashili 雅士利		Low temperature products 低溫產品		Bellamy 貝拉米		AICE AICE		ANI ANI		Milkground 妙可藍多		Total 總計	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Goodwill	商譽																		
- Cost	- 成本	367,215	367,215	74,398	74,398	5,898,036	5,898,036	318,248	318,248	2,682,322	2,590,681	615,546	605,282	261,316	252,388	4,868,223	4,865,684	15,085,304	14,971,932
- Accumulated impairment	- 累計減值	-	-	-	-	(4,701,133)	(4,701,133)	-	-	(1,431,889)	(1,382,969)	-	-	-	-	-	-	(6,133,022)	(6,084,102)
		367,215	367,215	74,398	74,398	1,196,903	1,196,903	318,248	318,248	1,250,433	1,207,712	615,546	605,282	261,316	252,388	4,868,223	4,865,684	8,952,282	8,887,830
Trademarks	商標																		
- Cost	- 成本	40,996	40,996	-	-	1,555,677	1,555,677	-	-	5,491,892	5,336,390	999,003	981,740	-	-	4,244,000	4,244,000	12,331,568	12,158,803
- Accumulated impairment	- 累計減值	-	-	-	-	(357,367)	(357,367)	-	-	-	-	-	-	-	-	-	-	(357,367)	(357,367)
		40,996	40,996	-	-	1,198,310	1,198,310	-	-	5,491,892	5,336,390	999,003	981,740	-	-	4,244,000	4,244,000	11,974,201	11,801,436
		408,211	408,211	74,398	74,398	2,395,213	2,395,213	318,248	318,248	6,742,325	6,544,102	1,614,549	1,587,022	261,316	252,388	9,112,223	9,109,684	20,926,483	20,689,266

The recoverable amount of each CGU or CGU Group has been determined based on value-in-use calculation or fair value less disposal costs using cash flow projections based on financial budgets or forecasts approved by senior management.

Assumptions were used in the value-in-use calculation or fair value less disposal costs of each CGU or CGU Group for 31 December 2022 and 2023. The following describes each key assumption on which management has based its cash flow projections to undertake the impairment testing:

- (i) Growth rates — The growth rates used to extrapolate the cash flows beyond the financial forecast period are based on the estimated growth rate of each unit, taking into account the industry growth rate, past experience and the medium or long-term growth target of each CGU or CGU Group.

各現金產生單位或現金產生單位組別的可收回金額已以經高級管理人員批准的財政預算或預測為基準，採用現金流量預測計算使用價值或公允值減出售成本予以釐定。

計算二零二二年及二零二三年十二月三十一日各現金產生單位或現金產生單位組別的使用價值或公允值減出售成本時採用若干假設。管理層按現金流量預測進行減值測試所依據的各項主要假設詳述如下：

- (i) 增長率 — 用於推算財政預測期以後現金流量的增長率，乃以各單位的估計增長率為基準，並考慮行業增長率、過往經驗及各現金產生單位或現金產生單位組別的中長期增長目標計算所得。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES (continued)

- (ii) Gross margin rates — The basis used to determine the value assigned to the budgeted gross margin rates is the average gross margin rates achieved in the three years immediately before the budget year, adjusted for expected efficiency improvements and expected increase in production costs.
- (iii) Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant CGU or CGU Group.

The discount rates applied to cash flow projections and the growth rates used to extrapolate cash flows beyond the period are as follows:

19 商譽及無限使用年期商標的減值 測試 (續)

- (ii) 毛利率 — 用於釐定預算毛利率價值的基準乃緊接預算年度前三年達致的平均毛利率，並因應預計效能提升及預期生產成本增加而予以調整。
- (iii) 折現率 — 所用折現率乃稅前並反映有關現金產生單位或現金產生單位組別的特定風險。

用於現金流量預測的折現率及用於財政預測期以後現金流量推斷的增長率如下：

		Growth rate 增長率		Discount rate 折現率	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Liquid milk products CGU Group	液態奶產品現金產生單位組別	4.0%	4.0%	11.86%	12.18%
Ice cream products CGU Group	冰淇淋產品現金產生單位組別	3.0%	3.0%	12.02%	12.42%
Low temperature products CGU Group	低溫產品現金產生單位組別	3.0%	3.0%	13.90%	13.53%
Yashili CGU Group	雅士利現金產生單位組別	2.0%	2.0%	13.92%	12.63%
Bellamy CGU Group	貝拉米現金產生單位組別	2.2%	2.5%	12.64%	12.50%
AICE CGU Group	AICE現金產生單位組別	4.0%	4.0%	15.66%	15.50%
ANI CGU Group	ANI現金產生單位組別	2.0%	2.0%	13.48%	13.46%
Milkground CGU Group	妙可藍多現金產生單位組別	2.2%	2.5%	13.63%	12.35%

The values assigned to key assumptions are consistent with external information sources.

主要假設的價值與外部數據來源一致。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES (continued)

According to the impairment test performed by the Group as at 31 December 2023, the amounts of value-in-use are higher than the carrying amounts of relevant CGU or Group, so no impairment loss of goodwill or trademarks with indefinite useful lives was recognised during the year ended 31 December 2023 (2022: impairment loss of goodwill of RMB742,437,000).

In the opinion of the Company's directors, as at 31 December 2023, save as above, any reasonably possible change in the key assumption on which the recoverable amount is based would not cause the CGU's or CGU Group's carrying amount to exceed its recoverable amount.

19 商譽及無限使用年期商標的減值測試 (續)

根據本集團於二零二三年十二月三十一日進行的減值測試，使用價值金額高於相關現金產生單位或組別的賬面值，因此截至二零二三年十二月三十一日止年度並無確認商譽或無限使用年限商標的減值虧損（二零二二年：商譽減值虧損人民幣742,437,000元）。

除上文所述外，本公司董事認為，於二零二三年十二月三十一日，可收回金額所基於的主要假設的任何可能發生的合理變動均不會導致現金產生單位或現金產生單位組別的賬面值超出其可收回金額。

20 INVESTMENTS IN ASSOCIATES

20 於聯營公司的投資

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Share of net assets	應佔淨資產	7,793,296	7,781,009
Goodwill on acquisition	收購獲得的商譽	2,615,336	2,615,336
		10,408,632	10,396,345
Including: Carrying amount of individually material associate: — China Modern Dairy (Note (a))	包括： 個別重要聯營公司的 賬面值： — 中國現代牧業 (附註(a))	8,311,583	8,241,189
Aggregate carrying amount of individually immaterial associates (Note (b))	個別非重要聯營公司的 總賬面值 (附註(b))	2,097,049	2,155,156

All of the associates are accounted for using the equity method in the consolidation financial statements.

所有聯營公司在綜合財務報表內以權益法入賬。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy

Name	Particulars of issued shares held	Place of incorporation	Percentage of equity interest attributable to the Group (indirect)		Principal activity
			本集團應佔的股權百分比 (間接)		
			2023 二零二三年	2022 二零二二年	
China Modern Dairy Holdings Ltd. (“China Modern Dairy”) 中國現代牧業控股有限公司 (「中國現代牧業」)	7,915,662,048 shares of HK\$0.1 each 每股面值0.1港元 7,915,662,048股股份	Cayman Islands 開曼群島	56.36%	56.36%	Production and sale of milk 生產及銷售牛奶

China Modern Dairy, which is considered a material associate of the Group, is a strategic partner of the Group mainly engaged in the manufacture and distribution of raw milk and liquid milk products. As at 31 December 2023, the Group held approximately 56.36% (2022: 56.36%) shares in issue of China Modern Dairy.

On 15 June 2023, the Company issued HK\$650,000,000 exchangeable bonds (the "2023 Exchangeable Bonds"), which will be due in June 2026, at the interest rate of 4.50% per annum and payable semi-annually. The 2023 Exchangeable Bonds are exchangeable into 568,181,818 shares of China Modern Dairy, representing approximately 7.18% of the issued share capital of China Modern Dairy. In connection with the issuance of the 2023 Exchangeable Bonds, the Company lent to BOCI Financial Products Limited (the "Borrower") corresponding number of shares of China Modern Dairy, to which is exchangeable by the 2023 Exchangeable Bonds, in accordance with a securities lending agreement (the "Securities Lending Agreement"). Pursuant to the Securities Lending Agreement, voting rights of relevant shares shall be passed to the Borrower. At 31 December 2023, the outstanding 2023 Exchangeable Bonds are exchangeable into approximately 7.18% of the issued shares of China Modern Dairy. On 24 June 2023, the Company fully redeemed exchangeable bonds, which was issued in 2020 and both its terms and arrangements are similar with that of the 2023 Exchangeable Bonds.

20 於聯營公司的投資 (續)

(a) 中國現代牧業

中國現代牧業被視為本集團重要聯營公司，為本集團主要從事原奶和液態奶產品生產及經銷業務的策略夥伴。於二零二三年十二月三十一日，本集團持有約56.36% (二零二二年：56.36%) 中國現代牧業已發行股份。

於二零二三年六月十五日，本公司按每半年支付年利率4.50%發行將於二零二六年六月到期的650,000,000港元可交換債券 (「二零二三年可交換債券」)。二零二三年可交換債券轉換為中國現代牧業的568,181,818股股份，佔中國現代牧業已發行股本約7.18%。有關發行二零二三年可交換債券，本公司根據證券借出協議 (「證券借出協議」) 向中銀國際金融產品有限公司 (「借款方」) 借出可通過二零二三年可交換債券轉換的中國現代牧業股份數目。根據證券借出協議，相關股份的表決權將轉移給借款方。於二零二三年十二月三十一日，未行使的二零二三年可交換債券可轉換為中國現代牧業約7.18%的已發行股份。於二零二三年六月二十四日，本公司悉數贖回於二零二零年發行的可交換債券，其條款及安排與二零二三年可交換債券相似。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy (continued)

At 31 December 2023, the directors of the Company considered all facts and circumstances, including but not limited to the potential voting rights held by the holders of the exchangeable bonds, voting rights held by the Borrower, composition of the board and key management personnel of China Modern Dairy and the nature of the Group's relationship with China Modern Dairy including the extensive continuing connected transactions between the Group and China Modern Dairy. The directors of the Company are of the opinion that the Group has no control over China Modern Dairy.

The following table illustrates the summarised financial information of China Modern Dairy extracted from its financial statements, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements.

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Gross amounts of the associate's	聯營公司的總值		
Current assets	流動資產	6,868,103	7,927,066
Non-current assets	非流動資產	24,526,141	20,894,287
Current liabilities	流動負債	(8,462,784)	(8,468,159)
Non-current liabilities	非流動負債	(11,088,696)	(8,709,894)
Net assets	淨資產	11,842,764	11,643,300
Less: Non-controlling interests	減：非控股股東權益	(641,779)	(379,183)
Attributable to owners of China Modern Dairy	中國現代牧業權益股東應佔	11,200,985	11,264,117

20 於聯營公司的投資 (續)

(a) 中國現代牧業 (續)

於二零二三年十二月三十一日，本公司董事已考慮所有事實及情況，包括但不限於可交換債券持有人持有的潛在投票權、借款方持有的投票權、中國現代牧業的董事會構成及主要管理人員以及本集團與中國現代牧業關係（包括本集團與中國現代牧業廣泛的持續關連交易）的性質。本公司董事認為本集團對中國現代牧業並無控制權。

下表列示中國現代牧業的財務資料概要（摘錄自其財務報表，並按會計政策之任何差別作調整）及與綜合財務報表賬面值的對賬。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy (continued)

Reconciliation to the Group's interest in the associate:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Proportion of the Group's ownership	本集團擁有權所佔比例	56.36%	56.36%
Group's share of net assets attributable to owners of the associate, excluding goodwill	本集團分佔聯營公司擁有人應佔資產淨值，不包括商譽	6,312,875	6,348,456
Group's share of net assets of an unlisted subsidiary of the associate, excluding goodwill	本集團分佔聯營公司一間非上市子公司的資產淨值，不包括商譽	118,690	115,545
Goodwill on acquisition	收購獲得的商譽	2,121,469	2,121,469
Effect of fair value adjustments on acquisition	收購時的公允值調整影響	(598,150)	(598,150)
Exchange realignment	匯兌調整	359,339	233,512
Less: Equity-settled share-based payment transactions not shared by the Group	減：本集團未分佔的以權益結算的股份支付交易	(2,640)	20,357
Carrying amount of the investment	投資賬面值	8,311,583	8,241,189

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Gross amounts of the associate's Revenue	聯營公司的總值收入	13,458,223	12,295,091
Profit for the year	本年利潤	185,434	580,266
Other comprehensive income for the year	年度其他全面收益	(44,048)	6,759
Total comprehensive income for the year	年度全面收益總額	141,386	587,025

20 於聯營公司的投資 (續)

(a) 中國現代牧業 (續)

本集團於聯營公司的權益調整如下：



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy (continued)

The Company performed an impairment assessment of the investment in China Modern Dairy and the value in use of China Modern Dairy was determined by management based on a discounted cash flow forecast. As at 31 December 2023, the assumptions used for the discount rate and perpetual growth rate were 10.60% (2022: 11.30%) and 2.2% (2022: 3.0%), respectively. The directors of the Company are of the opinion that, any reasonably possible change in the key assumptions on which the value in use is based would not cause the impairment of the Group's investment in China Modern Dairy.

(b) Aggregate information of associates that are not individually material

20 於聯營公司的投資 (續)

(a) 中國現代牧業 (續)

本公司對投資中國現代牧業進行減值評估，中國現代牧業的使用價值由管理層根據貼現現金流量預測釐定。於二零二三年十二月三十一日，折現率及永續增長率分別假設為10.60%（二零二二年：11.30%）及2.2%（二零二二年：3.0%）。本公司董事認為，根據所使用數值的主要假設中出現任何合理可能變動將不會造成本集團於中國現代牧業的投資減值。

(b) 個別非重要聯營公司的匯總資料

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	於綜合財務報表個別非重要聯營公司的總賬面值	2,097,049	2,155,156
Aggregate amounts of the Group's share of those associates (Loss)/profit and total comprehensive income for the year	本集團分佔該等聯營公司的總值 本年（虧損）／利潤及全面收益總額	(12,590)	80,449



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

21 DEFERRED TAX

(a) Deferred tax assets

The movements in the deferred tax assets during the year are as follows:

Deferred tax assets arising from:	遞延稅項資產來自：	Tax losses	Provision for				Deferred	Share award	Unrealised	intragroup	Lease	Others	Total									
		available for	Write-down of	trade	Impairment of	Accruals								income	scheme	transaction	liability	Others	Total			
		offsetting	inventories to	receivables	property, plant																	
		future taxable	net realisable	and other	and																	
		profits	value	receivables	equipment																	
		可抵銷日後	應課稅利潤的	攤減存貨至	其他應收款項															物業、廠房及	股票獎勵	集團內交易
		稅項虧損	可變現淨值	撥備	設備減值															預提費用	遞延收入	計劃
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	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	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	人民幣千元	人民幣千元	人民幣千元										
At 1 January 2023	於二零二三年一月一日	865,989	12,091	59,478	39	350,472	109,019	54,467	62,286	—	86,851	1,600,692										
Credited/(charged) to profit or loss	損益內支賬/(記賬)	64,327	10,172	(25,350)	157	84,973	6,590	(30,338)	(16,866)	185,887	(32,041)	247,511										
Charged to other comprehensive income	其他全面收益內記賬	7,500	32	74	—	1,950	—	430	—	—	2,990	12,976										
At 31 December 2023 before offset	於二零二三年十二月 三十一日未抵銷	937,816	22,295	34,202	196	437,395	115,609	24,559	45,420	185,887	57,800	1,861,179										
Offset amount	抵銷金額											(426,982)										
At 31 December 2023	於二零二三年 十二月三十一日											1,434,197										

21 遞延稅項

(a) 遞延稅項資產

年內遞延稅項資產變動如下：



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21 DEFERRED TAX (continued)

(a) Deferred tax assets (continued)

Deferred tax assets arising from:	遞延稅項資產來自：	Tax losses available for offsetting future taxable profits 可抵銷日後 應課稅利潤的 稅項虧損 RMB'000 人民幣千元	Write-down of inventories to net realisable value 撇減存貨至 可變現淨值 RMB'000 人民幣千元	Provision for trade receivables and other receivables 應收賬款及 其他應收款項 RMB'000 人民幣千元	Impairment of property, plant and equipment 物業、廠房及 設備減值 RMB'000 人民幣千元	Accruals 預提費用 RMB'000 人民幣千元	Deferred income 遞延收入 RMB'000 人民幣千元	Share award scheme 股票獎勵 計劃 RMB'000 人民幣千元	Unrealised profit of intragroup transaction 集團內交易 未變現利潤 RMB'000 人民幣千元	Lease liability 租賃負債 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年 一月一日	715,784	14,356	52,462	44	472,152	95,280	61,745	76,973	—	72,512	1,561,308
Acquisition of a subsidiary	收購子公司	88,080	—	1,213	—	5,992	2,502	18,317	4,703	—	—	120,807
Disposal of a subsidiary	出售子公司	—	—	(128)	(132)	—	—	(237)	—	—	—	(497)
Credited/(charged) to profit or loss	損益內支賬/(記賬)	57,696	(3,984)	5,926	127	(67,105)	11,237	(25,852)	(19,390)	151,807	11,255	121,717
Charged to other comprehensive income	其他全面收益內記賬	4,429	58	5	—	1,016	—	494	—	—	3,259	9,261
Reclassification to assets held for sale	重新分類至待作出售 資產	—	1,661	—	—	(61,583)	—	—	—	—	(175)	(60,097)
At 31 December 2022 before offset	於二零二二年 十二月三十一日 未抵銷	865,989	12,091	59,478	39	350,472	109,019	54,467	62,286	151,807	86,851	1,752,499
Offset amount	抵銷金額											(151,807)
At 31 December 2022	於二零二二年 十二月三十一日											1,600,692

21 遞延稅項 (續)

(a) 遞延稅項資產 (續)



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

21 DEFERRED TAX (continued)

(a) Deferred tax assets (continued)

Management expects it is probable that taxable profits will be available against which the above tax losses and deductible temporary differences can be utilised in the coming years.

Deferred tax assets have not been recognised in respect of the tax losses and deductible temporary differences of RMB6,811,964,000 (2022: RMB5,173,360,000) as it is not considered probable that future taxable profits will be available against which the above items can be utilised in the relevant tax jurisdiction and entity.

(b) Deferred tax liabilities

The movements in the deferred tax liabilities during the year are as follows:

Deferred tax liabilities arising from:	遞延稅項負債來自：	Fair value adjustments arising from acquisition of subsidiaries 收購子公司 產生的公允價值 調整 RMB'000 人民幣千元	Fair value adjustments of financial instruments 金融工具的 公允價值調整 RMB'000 人民幣千元	Withholding tax 預扣稅 RMB'000 人民幣千元	Accelerated depreciation for tax purposes 按稅法調整之 加速折舊差異 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	2,720,197	25,083	226,441	951,470	—	3,279	3,926,470
Decrease due to payment (Credited)/charged to profit or loss	因付款而減少 損益內(支賬)/記賬 或損失	—	—	(220,000)	—	—	—	(220,000)
Charged to other comprehensive income	其他全面收益內記賬	(2,846)	8,086	224,999	(11,550)	193,356	(193)	411,852
		37,646	—	—	631	—	92	38,369
At 31 December 2023 before offset	於二零二三年 十二月三十一日 未抵銷	2,754,997	33,169	231,440	940,551	193,356	3,178	4,156,691
Offset amount	抵銷金額							(426,982)
At 31 December 2023	於二零二三年 十二月三十一日							3,729,709

21 遞延稅項 (續)

(a) 遞延稅項資產 (續)

管理層預期未來年度有可能出現應課稅利潤，可用以抵扣上述稅項虧損及可扣減暫時性差異。

遞延稅項資產並未就稅項虧損及可扣減暫時性差異人民幣6,811,964,000元（二零二二年：人民幣5,173,360,000元）確認，因為相關稅務機關及實體可能沒有可供上述各項動用的未來稅項利潤。

(b) 遞延稅項負債

年內遞延稅項負債變動如下：



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FINANCIAL STATEMENTS**
財務報表附註

21 DEFERRED TAX (continued)

(b) Deferred tax liabilities (continued)

Deferred tax liabilities arising from:	遞延稅項負債來自：	Fair value adjustments arising from acquisition of subsidiaries 收購子公司 產生的公允價值 調整 RMB'000 人民幣千元	Fair value adjustments of financial instruments 金融工具的 公允價值調整 RMB'000 人民幣千元	Withholding tax RMB'000 人民幣千元	Accelerated depreciation for tax purposes 按稅法調整之 預扣稅 加速折舊差異 RMB'000 人民幣千元	Right-of-use assets RMB'000 人民幣千元	Others RMB'000 人民幣千元	Total RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	1,642,360	4,050	6,441	803,028	—	338	2,456,217
Acquisition of a subsidiary	收購子公司	1,061,000	25,432	—	—	—	—	1,086,432
Disposal of a subsidiary	出售子公司	—	(17)	—	—	—	—	(17)
(Credited)/charged to profit or loss	損益內(支賬)/記賬	(12,813)	(11,574)	220,000	147,583	151,807	2,909	497,912
Charged to other comprehensive income	其他全面收益內記賬	29,650	7,192	—	859	—	32	37,733
At 31 December 2022 before offset	於二零二二年 十二月三十一日 未抵銷	2,720,197	25,083	226,441	951,470	151,807	3,279	4,078,277
Offset amount	抵銷金額							(151,807)
At 31 December 2022	於二零二二年 十二月三十一日							3,926,470

21 遞延稅項 (續)

(b) 遞延稅項負債 (續)



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

21 DEFERRED TAX (continued)

(b) Deferred tax liabilities (continued)

Pursuant to the PRC CIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in The Chinese Mainland whose equity interests are directly held by overseas parent companies in respect of earnings generated from 1 January 2008.

Except for withholding tax amounting to RMB300,183,000 was provided for the year ended 31 December 2023, no deferred tax liabilities for temporary differences relating to the remaining retained profits of the subsidiaries of the Group established in the PRC (excluding Hong Kong) amounted to RMB41,326,316,000 (2022: RMB32,135,140,000) as at 31 December 2023 was provided, as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that such profits will not be distributed in the foreseeable future.

21 遞延稅項 (續)

(b) 遞延稅項負債 (續)

根據中國企業所得稅法，於中國大陸成立的外資企業向外國投資者宣派的股息須徵收10%預扣稅。有關規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後所產生的盈利。倘中國與外國投資者所屬司法權區之間訂有稅務協定，則可按較低預扣稅率徵收。本集團的適用稅率為5%或10%。因此，本集團須就該等於中國大陸成立的子公司（由海外母公司直接持有其股權）就二零零八年一月一日起產生的盈利所分派的股息計繳預扣稅。

除就截至二零二三年十二月三十一日止年度計提預扣稅人民幣300,183,000元外，由於本公司控制該等子公司的股息政策，且已釐定有可能於可見將來不會分派有關利潤，故於二零二三年十二月三十一日並未就有關本集團於中國（不包括香港）成立的子公司的剩餘保留利潤的暫時性差異人民幣41,326,316,000元（二零二二年：人民幣32,135,140,000元）計提遞延稅項負債。



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22 OTHER FINANCIAL ASSETS

22 其他金融資產

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At fair value through other comprehensive income:	以公允值計量且其變動計入其他全面收益：			
Hong Kong listed equity investment — YuanShengTai Dairy Farm Limited	香港上市股權投資 — 原生態牧業有限公司		19,203	34,625
Unlisted equity investments	非上市股權投資		162,858	126,858
			182,061	161,483
At fair value through profit or loss:	以公允值計量且其變動計入損益：			
Other unlisted equity investments	其他非上市股權投資		350,700	373,645
Short-term investment deposits	短期投資存款	(a)	1,118,576	5,390,522
			1,469,276	5,764,167
At amortised cost:	按攤餘成本：			
Short-term entrusted loans	短期委託貸款	(b)	256,455	7,609
Long-term entrusted loans	長期委託貸款	(b)	60,199	1,403,683
Long-term entrusted loans due within one year	於一年內到期的長期委託貸款	(b)	2,304,151	1,429,267
Long-term other loans	其他長期貸款	42(c)	273,594	130,000
Factoring receivables	應收保理款	(c)	4,879,324	—
Long-term receivables	長期應收款項		—	100,000
Long-term time deposits	長期定期存款	(d)/26	19,253,990	18,071,469
			27,027,713	21,142,028
Total other financial assets	其他金融資產總額		28,679,050	27,067,678
Current portion	流動部分		8,531,769	6,827,398
Non-current portion	非流動部分		20,147,281	20,240,280
			28,679,050	27,067,678



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

22 OTHER FINANCIAL ASSETS (continued)

Notes:

- (a) The Group from time to time purchases various investment deposits from commercial banks for treasury management purposes. As at 31 December 2023, the Group held investment deposits of RMB1,118,576,000 (2022: RMB5,390,522,000) with principal guaranteed.

- (b) The Group granted entrusted loans to certain dairy farms and other third parties. As at 31 December 2023, included in these entrusted loans, RMB700,000,000 were lent out via COFCO Trust Company Limited, a connected party and also a related party of the Group, while other entrusted loans were lent out via banks. Annual interest rates of the above entrusted loans ranged from 2.26% to 6.05% as at 31 December 2023 (2022: 2.23% to 6.05%).

In December 2023, entrusted loans amounted to RMB1,218,000,000 were on due. Both the Group and the borrowers were in process to negotiate the extension of the loans at 31 December 2023.

The directors of the Company are of the opinion that the negotiation in relation to the extension will be finished. ECL assessment was performed on the entrusted loans, considering the factors of collateral for the loans, the borrowers' credit risk and viability of repayment plan. An impairment loss of RMB150,000,000 was recognised for the loans during the year ended 31 December 2023 (2022: RMBNil).

- (c) The effective interest rates of factoring receivable as at 31 December 2023 varied from 3.10% to 4.80% per annum, of which amounted to RMB26,737,000 would mature in one to two years.
- (d) The effective interest rates of long-term time deposits as at 31 December 2023 varied from 3.35% to 5.52% (2022: 1.70% to 4.40%) per annum and would mature in two to five years.

As at 31 December 2023, no long-term time deposits were pledged to banking facilities, interest-bearing bank and other borrowings (2022: RMBNil).

22 其他金融資產 (續)

附註：

- (a) 本集團不時為庫務管理目的向商業銀行購入多項投資存款。於二零二三年十二月三十一日，本集團持有人民幣1,118,576,000元（二零二二年：人民幣5,390,522,000元）設有本金保證的投資存款。

- (b) 本集團向若干牧場及第三方授出委託貸款。其中，於二零二三年十二月三十一日，人民幣700,000,000元通過中糧信託有限責任公司（本集團一家關連方同時也是一家關聯方）借出，其餘均通過銀行借出。截至二零二三年十二月三十一日，上述委託貸款的年利率介乎2.26%至6.05%（二零二二年：2.23%至6.05%）。

於二零二三年十二月，委託貸款人民幣1,218,000,000元到期。本集團與借款人正協商延長二零二三年十二月三十一日的貸款。

本公司董事認為關於延長期限的協商將結束。考慮到貸款的抵押物、借款人的信用風險及還款計劃的可行性等因素，對委託貸款進行預期信貸虧損評估。截至二零二三年十二月三十一日止年度就貸款確認減值虧損人民幣150,000,000元（二零二二年：人民幣零元）。

- (c) 於二零二三年十二月三十一日，應收保理款的實際年利率介乎3.10%至4.80%，其中人民幣26,737,000元將於一至兩年內到期。
- (d) 於二零二三年十二月三十一日，長期定期存款的實際年利率介乎3.35%至5.52%（二零二二年：1.70%至4.40%），並將於兩至五年內到期。

於二零二三年十二月三十一日，概無長期定期存款已抵押以獲取銀行授信、計息銀行及其他借貸（二零二二年：人民幣零元）。



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23 INVENTORIES

23 存貨

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Raw materials	原材料	3,422,555	3,840,233
Finished goods	產成品	2,665,895	4,233,144
Total inventories at the lower of cost and net realisable value	按成本與可變現淨值的較低者計價的存貨總額	6,088,450	8,073,377

The amount of write-down of inventories recognised as an expense was RMB323,675,000 for the year ended 31 December 2023 (2022: RMB238,049,000), which was recognised in other expenses (Note 6).

截至二零二三年十二月三十一日止年度，確認為開支的存貨撇減金額為人民幣323,675,000元（二零二二年：人民幣238,049,000元），並於其他費用（附註6）中確認。

24 TRADE AND BILLS RECEIVABLES

24 應收賬款及票據

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Bills receivable	應收票據	211,682	133,536
Trade receivables	應收賬款	3,558,043	3,674,910
Loss allowance	虧損撥備	(101,121)	(148,204)
		3,668,604	3,660,242

The Group normally grants credit limits to its customers which are adjustable in certain circumstances. The Group closely monitors overdue balances. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables. The trade receivables are non-interest-bearing.

本集團通常授予客戶特定信貸額度，並可在若干情況下調整。本集團密切監控逾期未償還結餘。鑑於上文所述及本集團的應收賬款與大量不同類別的客戶有關，故並無重大信貸集中風險。本集團並無就其應收賬款持有任何抵押品或其他信貸提升。應收賬款並無附帶利息。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

24 TRADE AND BILLS RECEIVABLES (continued)

The Group sold non-recourse trade receivables to third parties for cash proceeds. These trade receivables have been derecognised from the consolidated statement of financial position, because the Group transfers substantially all of the risks and rewards, primarily credit risk.

Based on the Group's accounting policy of financial assets, the Group measured bills receivable at fair value through other comprehensive income as at 31 December 2023.

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, are as follows:

24 應收賬款及票據 (續)

本集團向第三方出售無追索權應收賬款以換取現金所得款項。該等應收賬款已於綜合財務狀況表終止確認，原因是本集團已轉移絕大部分風險及回報，主要為信貸風險。

根據本集團的金融資產會計政策，本集團於二零二三年十二月三十一日按以公允值計量且其變動計入其他全面收益計量應收票據。

於報告期末，經扣除虧損撥備的應收賬款及票據按發票日期的賬齡分析如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Less than 1 year	少於一年	3,571,620	3,574,016
1 to 2 years	一至兩年	85,675	68,377
2 to 3 years	兩至三年	10,842	2,747
Over 3 years	三年以上	467	15,102
		3,668,604	3,660,242

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

應收賬款減值撥備變動如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	148,204	120,124
Impairment losses recognised (Note 7)	已確認減值虧損 (附註7)	209,342	362,945
Amount written off as uncollectible	列為不可收回而撇銷的 金額	(168,642)	(251,029)
Impairment losses reversed (Note 7)	減值虧損撥回(附註7)	(87,783)	(83,836)
At 31 December	於十二月三十一日	101,121	148,204



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24 TRADE AND BILLS RECEIVABLES (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Set out below is the information about the credit risk exposure on the Group's trade and bills receivables using the provision matrix:

As at 31 December 2023

		Expect credit loss rate 預期信貸虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Expected credit losses 預期信貸虧損 RMB'000 人民幣千元
Less than 1 year	少於一年	0.56%	3,591,710	20,090
1 to 2 years	一至兩年	34.01%	129,840	44,165
2 to 3 years	兩至三年	62.21%	28,690	17,848
Over 3 years	三年以上	97.60%	19,485	19,018
			3,769,725	101,121

As at 31 December 2022

		Expect credit loss rate 預期信貸虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Expected credit losses 預期信貸虧損 RMB'000 人民幣千元
Less than 1 year	少於一年	1.54%	3,630,077	56,061
1 to 2 years	一至兩年	43.06%	120,085	51,708
2 to 3 years	兩至三年	60.07%	6,880	4,133
Over 3 years	三年以上	70.62%	51,404	36,302
			3,808,446	148,204

24 應收賬款及票據 (續)

於各報告日期，減值分析採用撥備矩陣進行，以計量預期信貸虧損。撥備比率根據本集團過往的信貸虧損經驗得出，經債務人特定的前瞻性因素及經濟環境校正。

下列是採用撥備矩陣計量本集團應收賬款及票據的信貸風險資料：

於二零二三年十二月三十一日

於二零二二年十二月三十一日



**NOTES TO THE
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**25 PREPAYMENTS, OTHER RECEIVABLES
AND OTHER ASSETS**

25 預付款、其他應收款項及其他資產

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Deposits	按金	101,800	51,693
Other receivables	其他應收款項	362,694	2,479,821
Loss allowance	虧損撥備	(134)	(19,626)
Financial assets measured at amortised cost	按攤餘成本計量的金融 資產	464,360	2,511,888
Right-of-return assets	退貨權資產	25,926	17,428
Prepayments	預付款	1,572,808	978,869
Value-added tax recoverable	可抵扣增值稅	956,939	812,035
Corporate income tax recoverable	可退企業所得稅	75,521	180,852
Long-term prepayments (Note (a))	長期預付款(附註(a))	349,713	591,525
		2,980,907	2,580,709
Total prepayments, other receivables and other assets	預付款、其他應收款項 及其他資產總額	3,445,267	5,092,597
Less: Long-term prepayments — non-current portion (Note (a))	減：長期預付款 — 非即期部分 (附註(a))	(349,713)	(452,973)
Prepayments, other receivables and other assets-current portion	預付款、其他應收款項 及其他資產 — 即期 部分	3,095,554	4,639,624

Note:

- (a) The Group has entered into long-term raw milk supply contracts with certain milking cow raising companies. In accordance with these contracts, the Group prepaid for raw milk supplies for the next two to five years.

附註：

- (a) 本集團已與若干飼養乳牛公司訂立長期原料鮮奶供貨合約。根據該等合約，本集團就未來兩至五年原料鮮奶供貨預付款項。



**NOTES TO THE
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**26 CASH AND BANK BALANCES AND
OTHER DEPOSITS**

26 現金及銀行結存及其他存款

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash at bank and on hand	銀行及手頭現金		6,033,031	4,144,033
Time deposits with original maturity within three months	原到期日為三個月以內的定期存款		1,168,849	1,549,400
Time deposits with original maturity more than three months	原到期日為三個月以上的定期存款		24,495,910	25,143,865
Pledged deposits	保證金存款	(a)	276,593	284,213
			31,974,383	31,121,511
Less: Pledged deposits	減：保證金存款	(a)	(276,593)	(284,213)
Less: Long-term time deposits	減：長期定期存款	22	(19,253,990)	(18,071,469)
Cash and bank in the consolidated statement of financial position	於綜合財務狀況表的現金及銀行存款		12,443,800	12,765,829
Less: Time deposits with original maturity of more than three months	減：原到期日為三個月以上的定期存款		(5,241,920)	(7,072,396)
Cash and cash equivalents in the consolidated cash flow statement	於綜合現金流量表的現金及現金等價物		7,201,880	5,693,433



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

26 CASH AND BANK BALANCES AND OTHER DEPOSITS (continued)

Note:

- (a) As at 31 December 2023, the Group's pledged deposits were for the following bank facilities:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Pledged to secure bills payable (Note 27)	抵押以獲得應付票據 (附註27)	276,590	162,321
Pledged to secure letters of credit	抵押以獲得信用證	3	23,052
Pledged to secure bank loans	抵押以獲得銀行貸款	—	98,840
		276,593	284,213

At 31 December 2023, cash and bank balances of the Group denominated in RMB amounted to approximately RMB11,092,510,000 (2022: RMB11,656,920,000). The RMB is not freely convertible into other currencies. However, under The Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at the prevailing market interest rates. Time deposits are made for varying periods of between three month and five years depending on the immediate cash requirements of the Group and earn interest at the respective time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

26 現金及銀行結存及其他存款 (續)

附註：

- (a) 於二零二三年十二月三十一日，本集團的保證金存款就以下銀行融資作出：

於二零二三年十二月三十一日，本集團以人民幣為單位的現金及銀行結存金額為約人民幣11,092,510,000元（二零二二年：人民幣11,656,920,000元）。人民幣並非可自由兌換為其他貨幣。然而，根據中國大陸的外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行，將人民幣匯兌為其他貨幣。

銀行存款根據市場利率計息。定期存款乃視乎本集團的即時現金需求而按介乎三個月至五年的不同存款期存放，以及根據定期存款利率計息。銀行結存及保證金存款乃存放於信譽良好且無近期拖欠記錄的銀行。



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

27 TRADE AND BILLS PAYABLES

27 應付賬款及票據

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Trade payables	應付賬款	7,528,531	8,274,588
Bills payable	應付票據	1,970,910	1,926,047
		9,499,441	10,200,635

All trade and bills payables of the Group are expected to be settled within one year or are payable on demand.

本集團所有應付賬款及票據預計於一年內結清或應要求償還。

Ageing analysis

An ageing analysis of the trade and bills payables of the Group, based on the invoice date, is as follows:

賬齡分析

本集團應付賬款及票據按發票日期的賬齡分析如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 3 months	3個月內	8,189,298	8,756,459
4 to 6 months	4至6個月	1,144,836	1,263,731
7 to 12 months	7至12個月	104,397	87,887
Over 1 year	1年以上	60,910	92,558
		9,499,441	10,200,635

The Group's trade and bills payables are unsecured except as noted below, non-interest-bearing and payable on demand.

除下文所述者外，本集團的應付賬款及票據為無抵押、免息及須應要求隨時償還。

Included in the above balances, bills payable with an aggregate balance of approximately RMB825,871,000 (2022: RMB654,421,000) were secured by the pledge of certain of the Group's deposits amounting to approximately RMB276,590,000 (2022: RMB162,321,000) (Note 26). Except for the above, bills payables were unsecured, non-interest-bearing and payable when due within 3 to 6 months.

在上述金額中，結餘總額約人民幣825,871,000元(二零二二年：人民幣654,421,000元)的應付票據以本集團若干存款為數約人民幣276,590,000元(二零二二年：人民幣162,321,000元)(附註26)作抵押。除上述者外，應付票據為無抵押及免息，並將於三至六個月內到期。



**NOTES TO THE
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28 OTHER PAYABLES AND ACCRUALS

28 其他應付款項及預提費用

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Refund liabilities	退款負債		40,065	55,268
Salary and welfare payables	應付薪金及福利費		1,430,602	1,644,237
Accrued expenses	預提費用	(a)	2,655,700	2,242,711
Payables for construction and purchase of property, plant and equipment and construction in progress	建造及購置物業、廠房及設備以及在建工程的應付款項		1,984,767	2,592,455
Deposits received	已收按金	(b)	914,822	919,718
Cash received relating to receivables for Assets Based Securities	與資產證券應收款項有關的已收現金		881,011	800,497
Payables for advertising expenses and promotion expenses	應付廣告開支及推廣開支		875,969	777,058
Other tax payables	其他應付稅項		539,125	615,850
Others	其他		1,283,673	808,176
Financial liabilities measured at amortised cost	按攤餘成本計量的金融負債		10,605,734	10,455,970
Contract liabilities	合約負債	(c)	2,286,432	3,125,463
			12,892,166	13,581,433

Notes:

(a) Accrued expenses mainly included accruals for promotion expenses and advertisement expenses.

(b) Deposits were received from distributors and suppliers, and downstream points of sale for refrigerators deployed.

附註：

(a) 預提費用主要包括推廣開支及廣告開支的預提費用。

(b) 自分銷商及供應商收取按金，並為部署的冰箱提供下游銷售點。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28 OTHER PAYABLES AND ACCRUALS

(continued)

Notes: (continued)

(c) Movements in contract liabilities

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	3,125,463	4,047,217
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	由於年內確認期初計入合約負債的收益而導致合約負債減少	(3,124,914)	(4,045,576)
Increase in contract liabilities as a result of receiving sales deposits during the year (excluding amounts recognised as revenue during the year)	因年內收取銷售按金導致合約負債增加(不包括年內已確認為收入的金額)	2,286,433	3,125,463
Exchange realignment	匯兌調整	(550)	(1,641)
At 31 December	於十二月三十一日	2,286,432	3,125,463

Contract liabilities are short-term advances received to deliver dairy products.

All of the other payables and accruals are expected to be settled or recognised as income within one year or payable on demand.

28 其他應付款項及預提費用 (續)

附註：(續)

(c) 合約負債變動

合約負債為就運送奶製品收取的短期貨款。

所有其他應付款項及預提費用預計於一年內結算或確認為收入或應要求償還。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

29 INTEREST-BEARING BANK AND OTHER BORROWINGS

29 計息銀行及其他借貸

		2023 二零二三年				2022 二零二二年			
		Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計	Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計
Non-current liabilities	非流動負債								
Long-term bank loans, secured	長期銀行貸款，有抵押	2028	72,726	—	72,726	2024-2025	51,882	—	51,882
Long-term bank loans, unsecured	長期銀行貸款，無抵押	2025-2029	4,928,167	14,245,623	19,173,790	2024-2027	5,916,297	10,592,342	16,508,639
2021 convertible bonds (Note 30)	二零二一年可換股債券（附註30）	2026	3,304,280	—	3,304,280	2026	3,907,631	—	3,907,631
US dollar bonds (Note (d))	美元債券（附註(d)）	2025-2030	5,641,083	—	5,641,083	2024-2030	9,001,959	—	9,001,959
Lease liabilities (Note 16(b))	租賃負債（附註16(b)）	2025-2052	1,173,418	—	1,173,418	2024-2052	1,186,002	—	1,186,002
			15,119,674	14,245,623	29,365,297		20,063,771	10,592,342	30,656,113
Less: Current portion of long-term bank and other borrowings	減：長期銀行及其他借貸的流動部分		(1,636,279)	(125,200)	(1,761,479)		(585,027)	(57,200)	(642,227)
			13,483,395	14,120,423	27,603,818		19,478,744	10,535,142	30,013,886
		2023 二零二三年				2022 二零二二年			
		Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計	Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計
Current liabilities	流動負債								
Short-term bank loans, secured	短期銀行貸款，有抵押	2024	815,041	—	815,041	2023	135,000	—	135,000
Short-term bank loans, unsecured	短期銀行貸款，無抵押	2024	3,066,472	70,827	3,137,299	2023	4,056,740	59,055	4,115,795
Exchangeable bonds (Note 20)	可交換債券（附註20）	2024	583,700	—	583,700	2023	615,643	—	615,643
US dollar bonds (Note (d))	美元債券（附註(d)）	2024	3,509,418	—	3,509,418	2023	3,586,054	—	3,586,054
Current portion of long-term bank and other borrowings	長期銀行及其他借貸的流動部分	2024	1,636,279	125,200	1,761,479	2023	585,027	57,200	642,227
			9,610,910	196,027	9,806,937		8,978,464	116,255	9,094,719



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**29 INTEREST-BEARING BANK AND OTHER
BORROWINGS** (continued)

The repayment schedule of the interest-bearing bank and other borrowings is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 1 year	一年內	9,806,937	9,094,719
1 to 2 years	一至兩年	12,576,862	14,566,626
2 to 5 years	兩至五年	12,446,805	13,112,896
Over 5 years	五年以上	2,580,151	2,334,364
Total interest-bearing bank and other borrowings	計息銀行及其他借貸總額	37,410,755	39,108,605
Less: Amount due within one year included in current liabilities	減：計入流動負債的一年內到期款項	(9,806,937)	(9,094,719)
		27,603,818	30,013,886

Notes:

- (a) As at 31 December 2023, the Group's interest-bearing bank and other borrowings were secured as follows:

29 計息銀行及其他借貸 (續)

計息銀行及其他借貸的還款期如下：

附註：

- (a) 於二零二三年十二月三十一日，本集團的計息銀行及其他借貸抵押情況如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Secured by investment deposits, pledge deposits and long-term time deposits (Note 26)	以投資存款、保證金存款及長期定期存款抵押 (附註26)	—	135,000
Secured by bills receivable	以應收票據抵押	555,652	—
Secured by assets of certain subsidiaries (Note 14)	以若干子公司資產抵押 (附註14)	332,115	51,882
Unsecured	無抵押	36,522,988	38,921,723
		37,410,755	39,108,605



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

29 INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (b) The carrying amounts of the Group's interest-bearing bank and other borrowings were denominated in the following currencies:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
HK\$	港元	9,483,888	9,433,755
US\$	美元	9,994,486	13,493,367
Australia Dollar ("AU\$")	澳元	756,034	573,579
Indonesia Rupiah ("Indo\$")	印尼盾	664,549	51,883
RMB	人民幣	16,511,798	15,519,691
New Zealand Dollar ("NZ\$")	新西蘭元	—	36,330
		37,410,755	39,108,605

- (c) The floating annual interest rates of the short-term bank loans were determined based on the interest rates announced by the People's Bank of China.

The fixed annual interest rates of the short-term bank loans varied from 1.00% to 7.73% for the year ended 31 December 2023 (2022: from 1.02% to 5.12%).

- (d) These bonds are initially with maturity of three, five or ten years and interest rates of 1.875% to 4.25% per annum. Interests of these bonds are payable semi-annually in arrears.

29 計息銀行及其他借貸 (續)

附註：(續)

- (b) 本集團以下列貨幣計值的計息銀行及其他借貸的賬面值如下：

- (c) 短期銀行貸款的浮動年利率按中國人民銀行公佈的利率釐定。

截至二零二三年十二月三十一日止年度，短期銀行貸款的固定年利率介乎1.00%至7.73% (二零二二年：1.02%至5.12%)。

- (d) 該等債券初始到期日為三年、五年或十年，年利率為1.875%至4.25%。該等債券的利息每半年派息一次。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

30 CONVERTIBLE BONDS

On 26 November 2021, the Company issued convertible bonds with a nominal value of HK\$4,862,600,000 to Eaglets International Financial Products Limited ("Eaglets"). The convertible bonds are convertible and redeemable at options of holders and the conversion price is HK\$34.33 per share (which was subsequently adjusted to HK\$33.84 per share as from 13 June 2023). In the case of the conversion rights having been exercised in full, 141,642,869 new shares will be allotted and issued by the Company. The convertible bonds would be redeemed at its nominal value either at options of holders or on expiry. The convertible bonds carry interests, which are at a fixed rate of 3.08% per annum and payable semi-annually.

On the same date, Eaglets packaged the convertible bonds into a financial product and issued the financial products, directly or indirectly, to selected directors and employees of the Group (collectively, "Selected Participants"). Subject to fulfilment of annual performance targets, the Selected Participants will be entitled the power to either convert or redeem 10%, 15%, 20%, 25% and 30% of underlying convertible bonds on each anniversary date of issuance date up to 26 November 2026. Eaglets will distribute the gain from either conversion or redemption to the Selected Participants.

Upon issuance, the convertible bonds were accounted for under IFRS/HKFRS 2 and the proceeds from the issuance were recorded as liability component and the difference between the fair value of the convertible bonds on issuance date and the proceeds will be recorded as share based payments pro-rata during the five years' period ending 26 November 2026.

In November 2023 and November 2022, at options of the Selected Participants, the Company early redeemed 15% and 10% of the convertible bonds from Eaglets at nominal value of HK\$729,390,000 (approximately equivalent to RMB670,951,000) and HK\$486,260,000 (approximately equivalent to RMB434,361,000), respectively.

The Group recognised a share-based payment expense of RMB436,448,000 during the year ended 31 December 2023 (2022: RMB566,155,000).

30 可換股債券

二零二一年十一月二十六日，本公司向雛鷹國際金融產品有限公司（「雛鷹」）發行面值4,862,600,000港元之可換股債券。持有人可選擇轉換及贖回可換股債券，轉換價為每股34.33港元（二零二三年六月十三日開始調整為每股33.84港元）。倘若換股權悉數行使，本公司將配發及發行141,642,869股新股份。可換股債券將由持有人選擇或於到期時按面值贖回。可換股債券按固定年利率3.08%計息，每半年派息。

同日，雛鷹將可換股債券打包為金融產品，並直接或間接向本集團獲選董事及僱員（統稱「獲選參與者」）發行該金融產品。在達成年度表現目標的情況下，獲選參與者將有權於截至二零二六年十一月二十六日的每個發行週年日轉換或贖回10%、15%、20%、25%及30%的相關可換股債券。雛鷹將向獲選參與者派發轉換或贖回收益。

發行後，可換股債券按國際財務報告準則／香港財務報告準則第2號入賬，發行所得款項記錄為負債部分，可換股債券於發行日期的公允值與所得款項之間的差額將於截至二零二六年十一月二十六日止五年期間按比例記錄為以股份為基礎的支付。

二零二三年十一月及二零二二年十一月，按獲選參與者選擇，本公司分別按面值729,390,000港元（相當於約人民幣670,951,000元）及486,260,000港元（相當於約人民幣434,361,000元）自雛鷹提早贖回15%及10%的可換股債券。

本集團截至二零二三年十二月三十一日止年度確認以股份支付的開支人民幣436,448,000元（二零二二年：人民幣566,155,000元）。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

30 CONVERTIBLE BONDS (continued)

The movements of the liability component are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Liability component at 1 January	於一月一日的負債部分	3,907,631	3,981,115
Interest accrual	應計利息	121,138	132,707
Interest paid	已付利息	(120,159)	(133,783)
Redemption	贖回	(670,951)	(434,362)
Exchange realignment	匯兌調整	66,621	361,954
Liability component at 31 December (Note 29)	於十二月三十一日的 負債部分(附註29)	3,304,280	3,907,631

30 可換股債券(續)

負債部分的變動如下：

31 DERIVATIVE FINANCIAL INSTRUMENTS

31 衍生金融工具

			2023 二零二三年		2022 二零二二年	
			Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
			Notes 附註			
Interest rate swaps	利率互換合約	(a)	324,509	—	473,970	—
Foreign currency forward contracts	遠期外幣合約	(b)	23,492	4,461	6,371	36,477
			348,001	4,461	480,341	36,477
Portion classified as non-current:	分類為非流動 部分：					
Foreign currency forward swaps	外幣遠期互換 合約		—	4,461	1,655	10,708
Interest rate swaps	利率互換合約		324,509	—	473,970	—
Current portion	流動部分					
Foreign currency forward swaps	外幣遠期互換 合約		23,492	—	4,716	25,769



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes:

(a) Interest rate swaps — cash flow hedge

As at 31 December 2023, two interest rate swap agreements of the Group were in effective, in order to hedge the interest rate risk in relation to floating rate bank borrowings denominated in HK\$. These agreements with notional amounts of HK\$2,300,000,000 and HK\$3,875,000,000, respectively, enable the Group to receive monthly interest of the notional amount at the Hong Kong Interbank Offered Rate ("Hibor") and pay interest to counter parties at fixed rate.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swaps match the interest payments and the principal payments of the bank loan agreements. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risks of the interest rate swaps are basically the same as the hedged risk components. To measure the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Hedge ineffectiveness can arise from:

- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amounts of cash flows of hedged items and hedging instruments

31 衍生金融工具 (續)

附註：

(a) 利率互換合約 — 現金流量對沖

於二零二三年十二月三十一日，本集團有兩份利率互換合約生效，用於對沖以港元計值的浮動利率銀行借款的利率風險。該等合約的名義金額分別為2,300,000,000港元及3,875,000,000港元，令本集團每月按香港銀行同業拆息（「Hibor」）收取名義金額的利息，並按固定利率向對手方支付利息。

已對沖項目與對沖工具存在經濟關係，原因為利率互換合約的條款與利息付款及銀行貸款協議的本金付款相匹配。本集團為對沖關係設定1:1的對沖比率，原因為利率互換合約的相關風險與已對沖風險成分基本相同。為計量對沖有效性，本集團採用假設衍生工具法，並將已對沖風險產生的對沖工具公允值變動與已對沖項目公允值變動進行比較。

對沖無效可由下列各項產生：

- 交易對手的信貸風險對對沖工具及已對沖項目的公允值變動構成不同影響
- 已對沖項目及對沖工具的預測現金流量變動



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

The impacts of the hedging instruments on the statement of financial position are as follows:

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

對沖工具對財務狀況表的影響如下：

		Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year
		名義值 HK\$'000 港幣千元	賬面值 RMB'000 人民幣千元	財務狀況表項目	年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
As at 31 December 2023	於二零二三年 十二月三十一日				
Interest rate swaps	利率互換合約	3,875,000	200,763	Derivative financial instruments assets 衍生金融工具資產	17,054
Interest rate swaps	利率互換合約	2,300,000	123,746	Derivative financial instruments assets 衍生金融工具資產	25,468
		Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year
		名義值 HK\$'000 港幣千元	賬面值 RMB'000 人民幣千元	財務狀況表項目	年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年 十二月三十一日				
Interest rate swaps	利率互換合約	3,875,000	294,388	Derivative financial instruments assets 衍生金融工具資產	357,045
Interest rate swaps	利率互換合約	2,300,000	179,582	Derivative financial instruments assets 衍生金融工具資產	198,823



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

The impacts of the hedged items on the statement of financial position are as follows:

		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量 對沖儲備 RMB'000 人民幣千元
As at 31 December 2023	於二零二三年 十二月三十一日		
Interest rate swaps	利率互換合約	(42,522)	324,509
		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量 對沖儲備 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年 十二月三十一日		
Interest rate swaps	利率互換合約	(555,868)	473,970

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

對沖項目對財務狀況表的影響如下：



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

During the years ended 31 December 2023 and 2022, the effect of the cash flow hedge on the statement of profit or loss and the statement of comprehensive income (including exchange differences) are as follows:

2023	二零二三年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	於損益確認的對沖無效	損益表項目
		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	
Interest rate swaps	利率互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	42,522	—	42,522	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(191,983)	—	(191,983)	—	Finance cost 融資成本

2022	二零二二年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	於損益確認的對沖無效	損益表項目
		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	
Interest rate swaps	利率互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	555,868	—	555,868	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(67,790)	—	(67,790)	—	Finance cost 融資成本

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

截至二零二三年及二零二二年十二月三十一日止年度，現金流量對沖對損益表及全面收益表（包括外幣折算差額）的影響如下：



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge

At 31 December 2023, the Group had the following foreign currency swap agreements in place:

- 1) As at 31 December 2023, a set of foreign currency swap agreements were in effective, in order to hedge the foreign currency exposure of fixed rate bond with face value of US\$450,000,000, at annual rates of 3.00%. This agreements enable the Group to swap before mentioned bonds with borrowings amounted to HK\$3,487,500,000, at annual rates of 3.18%.
- 2) As at 31 December 2023, two sets of foreign currency swap agreements were in effective, in order to hedge the foreign currency exposure arising from the principal of fixed rate bond with face value of US\$450,000,000 and US\$42,200,000, respectively. These agreements enable the Group to swap before mentioned bond with borrowing amounted to HK\$3,491,100,000 and AU\$27,205,000, respectively.

There is an economic relationship between the hedged items and the hedging instrument as the terms of the foreign currency swap contracts match the terms of the bonds. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risks of the swap contracts are basically the same as the hedged risk components. To measure the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Hedge ineffectiveness can arise from:

- The counterparties' credit risks differently impacting the fair value movements of the hedging instruments and hedged items
- The impact of not separately identifying the forward elements of forward contracts or foreign exchange basis of financial instruments as cost of hedge

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖

於二零二三年十二月三十一日，本集團有以下外幣互換協議：

- 1) 於二零二三年十二月三十一日，一套外幣互換協議生效，用於對沖面值為450,000,000美元的固定利率債券的外幣風險，其年利率為3.00%。該協議令本集團可將上述債券與金額為3,487,500,000港元並按年利率3.18%計息的借款互換。
- 2) 於二零二三年十二月三十一日，兩套外幣互換協議生效，分別用於對沖面值為450,000,000美元及42,200,000美元的固定利率債券本金所帶來的外幣風險。該等協議令本集團可將上述債券與金額分別為3,491,100,000港元及27,205,000澳元的借款互換。

已對沖項目與對沖工具存在經濟關係，原因為外幣互換合約的條款與債券的條款相匹配。本集團為對沖關係設定1:1的對沖比率，原因為互換合約的相關風險與已對沖風險成分基本相同。為計量對沖有效性，本集團採用假設衍生工具法，並將已對沖風險產生的對沖工具公允值變動與已對沖項目公允值變動進行比較。

對沖無效可由下列各項產生：

- 交易對手的信貸風險對對沖工具及已對沖項目的公允值變動構成不同影響
- 不將遠期合約的遠期成分或金融工具的外匯基準單獨確定為對沖成本的影響



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge (continued)

The impacts of the hedging instruments on the statement of financial position are as follows:

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖 (續)

對沖工具對財務狀況表的影響如下：

		Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year
		名義值 US\$'000 千美元	賬面值 RMB'000 人民幣千元	財務狀況表項目	年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
As at 31 December 2023	二零二三年 十二月三十一日				
Foreign currency swaps	外幣互換合約	942,200	19,031	Derivative financial instruments assets 衍生金融工具資產	131,720
		Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year
		名義值 US\$'000 千美元	賬面值 RMB'000 人民幣千元	財務狀況表項目	年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年 十二月三十一日				
Foreign currency swaps	外幣互換合約	1,450,000	(29,137)	Derivative financial instruments (liabilities) 衍生金融工具(負債)	213,122



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge (continued)

The impacts of the hedged items on the statement of financial position are as follows:

		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量對沖無效的公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量對沖儲備 RMB'000 人民幣千元
As at 31 December 2023	於二零二三年十二月三十一日		
Foreign currency swaps	外幣互換合約	(131,720)	(5,101)
		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量對沖無效的公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量對沖儲備 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年十二月三十一日		
Foreign currency swaps	外幣互換合約	(213,122)	(53,269)

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖 (續)

已對沖項目對財務狀況表的影響如下：



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge (continued)

During the years ended 31 December 2023 and 2022, the effects of the cash flow hedge on the statement of profit or loss and the statement of comprehensive income (including exchange differences) are as follows:

2023	二零二三年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	於損益確認的對沖無效	損益表項目
		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	
Foreign currency swaps	外幣互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	131,720	—	131,720	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(83,552)	—	(83,552)	—	Other expense 其他費用
2022	二零二二年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	於損益確認的對沖無效	損益表項目
		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	
Foreign currency swaps	外幣互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	213,122	—	213,122	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(231,181)	—	(231,181)	—	Other expenses 其他費用

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖 (續)

截至二零二三年及二零二二年十二月三十一日止年度，現金流量對沖對損益表及全面收益表（包括外幣折算差額）的影響如下：



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

- (c) In addition to the above hedging instruments, the Group has also entered into various foreign currency forward contracts and interest rate forward contracts to manage its exchange rate and floating interest rate exposures. These forward contracts are not designated for hedging purposes and are measured at fair value through profit or loss. A net fair value loss on foreign currency forward contracts of RMB4,641,000 was recognised in other expenses for the year ended 31 December 2023 (2022: RMB31,754,000) (Note 6).

31 衍生金融工具 (續)

附註：(續)

- (c) 除以上對沖工具外，本集團亦訂立多項遠期外幣合約及利率遠期合約以管理其匯率及浮動利率風險。該等遠期合約並非指定作對沖用途，並按公允值計入損益計量。遠期外幣合約公允值虧損淨額人民幣4,641,000元於截至二零二三年十二月三十一日止年度確認為其他費用(二零二二年：人民幣31,754,000元)(附註6)。

32 DEFERRED INCOME

32 遞延收入

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	572,132	477,833
Additions	增加	185,800	189,804
Amortisation during the year (Note 5(b))	年內攤銷(附註5(b))	(121,738)	(95,505)
At 31 December	於十二月三十一日	636,194	572,132



**NOTES TO THE
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33 OTHER FINANCIAL LIABILITIES

33 其他金融負債

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Present value of redemption amount for potential acquisition of puttable non-controlling interests	可能收購可沽售非控股股東權益之贖回金額現值			
— ANI	— ANI	(a)	54,661	61,301
Fair value of a financial liability arising from the Compensation Right	補償權之金融負債的公允值	(b)	—	23,658
			54,661	84,959
Current	即期		54,661	—
Non-current	非即期		—	84,959
			54,661	84,959

Notes:

附註：

- (a) During the year ended 31 December 2021, the Company and Augite Capital Limited ("CAGIF"), Fortune Fund L.P. ("Fortune") and Itochu Corporation ("Itochu") entered into separate agreements, pursuant to which, put options were granted to CAGIF, Fortune and Itochu to sell their equity interests in ANI to the Company. During the year ended 31 December 2022, CAGIF and Fortune have exercised put option partially to sell their equity interests in ANI to the Company at the considerations of RMB206,505,000 and USD23,376,000 (approximately equivalent to RMB155,697,000), respectively. As at 31 December 2023, the Group recognised present value of the amounts payable upon exercise of remaining option of RMB54,661,000 as a financial liability.

- (a) 截至二零二一年十二月三十一日止年度，本公司與Augite Capital Limited (「CAGIF」)、Fortune Fund L.P. (「Fortune」)及Itochu Corporation (「Itochu」)訂立單獨協議，據此授予CAGIF、Fortune及Itochu向本公司出售所持ANI股權的認沽期權。截至二零二二年十二月三十一日止年度，CAGIF及Fortune已部分行使認沽期權，分別以人民幣206,505,000元及23,376,000美元（約相當於人民幣155,697,000元）的代價向本公司出售所持ANI股權。於二零二三年十二月三十一日，本集團確認按行使剩餘期權時應付的金融負債現值人民幣54,661,000元。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 OTHER FINANCIAL LIABILITIES (continued)

Notes: (continued)

- (b) During the year ended 31 December 2021, Inner Mongolia Mengniu, entered into a cooperation agreement with Ms. Chai Xiu, a shareholder of Milkground. According to the agreement, Ms. Chai Xiu agreed to fully or partially abstain from voting in the shareholders' meeting of Milkground at certain circumstances for the following six years. In return, Ms. Chai Xiu has the right to request Inner Mongolia Mengniu to compensate with a cash consideration based on the increased share price of 40,000,000 shares from the fourth to the sixth year ("the Compensation Right"). The Group initially recognised the financial liability arising from the Compensation Right at fair value and subsequently measured the financial liability at fair value through profit or loss. As at 31 December 2023, the Group valued the carrying amount of the financial liability of RMBNil (2022: RMB23,658,000) (Note 5(b)).

33 其他金融負債 (續)

附註：(續)

- (b) 截至二零二一年十二月三十一日止年度，內蒙蒙牛與妙可藍多的股東柴琇女士簽訂合作協議。根據協議，柴琇女士同意未來六年在若干情況下放棄全部或部分於妙可藍多股東大會上的投票權。作為回報，柴琇女士有權要求內蒙蒙牛根據第四年至第六年就40,000,000股股票增值價格以現金對價作出補償（「補償權」）。本集團初始以公允值確認因補償權產生的金融負債，其後金融負債以公允值計量且其變動計入當期損益。於二零二三年十二月三十一日，本集團估計金融負債賬面金額為人民幣零元（二零二二年：人民幣23,658,000元）（附註5(b)）。

34 SHARE CAPITAL

(a) Issued share capital

34 股本

(a) 已發行股本

		2023 二零二三年		2022 二零二二年	
		Number of ordinary shares 普通股數目		Number of ordinary shares 普通股數目	
		'000 千股	RMB'000 人民幣千元	'000 千股	RMB'000 人民幣千元
Authorised: Ordinary shares of HK\$0.01 each	法定： 每股面值0.01 港元的普通股	6,000,000	565,022	6,000,000	565,022
Issued and fully paid: At 31 December	已發行及繳足： 於十二月三十一日	3,935,293	358,143	3,955,196	359,948



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

34 SHARE CAPITAL (continued)

(a) Issued share capital (continued)

		Notes 附註	Number of ordinary shares 普通股數目 '000 千股	RMB'000 人民幣千元
Issued and fully paid: At 1 January 2023	已發行及繳足： 於二零二三年 一月一日		3,955,196	359,948
Share repurchased and cancellation	股份購回及註銷	(b)	(26,869)	(2,432)
Shares issued under the equity- settled share option scheme	根據以股份支付的 購股權計劃發行 股份	(i)/37	6,966	627
At 31 December 2023	於二零二三年 十二月三十一日		3,935,293	358,143
Issued and fully paid: At 1 January 2022	已發行及繳足： 於二零二二年 一月一日		3,953,179	359,774
Shares issued under the equity- settled share option scheme	根據以股份支付的 購股權計劃發行 股份	(i)/37	2,017	174
At 31 December 2022	於二零二二年 十二月三十一日		3,955,196	359,948

Note:

- (i) Details of the Company's share option scheme and the share options issued under the scheme are included in Note 37 to the financial statements.

附註：

- (i) 本公司購股權計劃及根據該計劃發行的購股權的詳情載列於財務報表附註37。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 SHARE CAPITAL (continued)

(b) Purchase of own shares

During the year ended 31 December 2023, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as follows, of which 26,869,000 shares have been cancelled for the year ended 31 December 2023.

Month/year	年/月	Number of shares repurchased 購回股份數目	Highest price paid per share 每股支付 最高價 HK\$ 港元	Lowest price paid per share 每股支付 最低價 HK\$ 港元	Aggregate price paid 支付總價 HK\$'000 港幣千元
February 2023	二零二三年二月	2,750,000	36.50	35.30	99,069
April 2023	二零二三年四月	700,000	32.00	31.15	22,138
May 2023	二零二三年五月	3,988,000	33.50	29.85	127,505
June 2023	二零二三年六月	5,636,000	31.70	28.85	170,622
July 2023	二零二三年七月	4,565,000	30.80	26.75	129,195
September 2023	二零二三年九月	9,230,000	28.00	24.70	247,036
					795,565

The total amount paid on the repurchased shares was HK\$795,565,000 (equivalent to RMB720,799,000).

34 股本 (續)

(b) 購回自身股份

截至二零二三年十二月三十一日止年度，本公司於香港聯合交易所有限公司（「聯交所」）購回自身普通股如下，其中26,869,000股股份於截至二零二三年十二月三十一日止年度註銷。

就購回股份支付的總金額為795,565,000港元（相當於人民幣720,799,000元）。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

34 SHARE CAPITAL (continued)

(c) Purchase of shares for share award scheme

During the year ended 31 December 2023, the Company repurchased its own ordinary shares on the Stock Exchange as follows, of which 4,571,000 shares were repurchased for share award scheme.

Month/year	年/月	Number of shares repurchased 購回股份數目	Highest price paid per share 每股支付 最高價 HK\$ 港元	Lowest price paid per share 每股支付 最低價 HK\$ 港元	Aggregate price paid 支付總價 HK\$'000 港幣千元
July 2023	二零二三年七月	331,000	28.59	27.53	9,324
October 2023	二零二三年十月	1,200,000	25.30	25.12	30,251
December 2023	二零二三年十二月	3,040,000	21.72	20.67	64,723
					104,298

The total amount paid on the repurchased shares was HK\$104,298,000 (equivalent to RMB97,192,000).

34 股本 (續)

(c) 為股票獎勵計劃購買股份

截至二零二三年十二月三十一日止年度，本公司於聯交所購回自身普通股如下，其中4,571,000股股份為股票獎勵計劃購回。

就購回股份支付的總金額為104,298,000港元（相當於人民幣97,192,000元）。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

35 OTHER RESERVES

The movements of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

In accordance with the relevant PRC laws and regulations, the PRC domestic companies are required to transfer 10% of their profit after income tax, as determined under the PRC accounting standards and financial regulations, to the statutory common reserve. Subject to certain restrictions as set out in the relevant PRC laws and regulations, the statutory common reserve may be used to offset against the accumulated losses, if any.

36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

For the year ended 31 December 2023, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB258,412,000 and RMB258,412,000, respectively, in respect of lease arrangements for plant and equipment (2022: RMB542,311,000 and RMB542,311,000, respectively).

35 其他儲備

本集團的儲備及本年度及過往年度的儲備變動，載於財務報表的綜合權益變動表內。

根據中國有關法律及法規的規定，中國國內公司須將除所得稅後利潤的10%（根據中國會計準則及財政法規釐定）轉撥至法定公積金。根據中國有關法律及法規所載若干限制的規定，法定公積金可被用作抵銷累計虧損（如有）。

36 綜合現金流量表附註

(a) 主要非現金交易

截至二零二三年十二月三十一日止年度，本集團就廠房及設備之租賃安排所添置任何非現金使用權資產及租賃負債分別為人民幣258,412,000元及人民幣258,412,000元（二零二二年：分別為人民幣542,311,000元及人民幣542,311,000元）。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

36 綜合現金流量表附註 (續)

(b) 來自融資活動的負債變動

下表載列本集團來自融資活動的負債變動詳情，包括現金及非現金變動。來自融資活動的負債為現金流量或未來現金流量將於本集團綜合現金流量表中分類為融資活動產生的現金流量的負債。

		2023 二零二三年					
		Bank loans	Corporate bonds	Exchangeable bonds	Convertible bonds	Lease liabilities	Total
		銀行貸款	公司債券	可交換債券	可換股債券	租賃負債	總計
		RMB'000	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	人民幣千元
		(Note 29)	(Note 29)	(Note 29)	(Notes 29/30)	(Notes 16(b)/29)	
		(附註29)	(附註29)	(附註29)	(附註29/30)	(附註16(b)/29)	
At 1 January 2023	於二零二三年一月一日	20,811,316	12,588,013	615,643	3,907,631	1,186,002	39,108,605
Changes from financing cash flows	融資現金流變動	2,367,646	(3,443,702)	(23,692)	(670,951)	(268,711)	(2,039,410)
Interest paid as financing activities	就融資活動支付的利息	(67,089)	—	—	—	(64,181)	(131,270)
New leases	新增租賃	—	—	—	—	258,412	258,412
Differences between interest paid as operating activities and interest expense	就經營業務支付的利息與利息開支之間的差額	67,089	(6,273)	—	979	64,181	125,976
Net fair value gain on exchangeable bonds	可交換債券之公允值收益淨額	—	—	(2,024)	—	—	(2,024)
Early termination	提前終止	—	—	—	—	(3,060)	(3,060)
Exchange realignment	匯兌調整	19,894	12,463	(6,227)	66,621	775	93,526
At 31 December 2023	於二零二三年十二月三十一日	23,198,856	9,150,501	583,700	3,304,280	1,173,418	37,410,755



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**36 NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS (continued)**

**(b) Changes in liabilities arising from financing
activities (continued)**

		2022 二零二二年					
		Bank loans	Corporate bonds	Exchangeable bonds	Convertible bonds	Lease liabilities	Total
		銀行貸款	公司債券	可交換債券	可換股債券	租賃負債	總計
		RMB'000	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	人民幣千元
		(Note 29)	(Note 29)	(Note 29)	(Notes 29/30)	(Notes 16(b)/29)	
		(附註29)	(附註29)	(附註29)	(附註29/30)	16(b)/29)	
At 1 January 2022	於二零二二年一月一日	8,824,084	13,005,185	672,273	3,981,115	550,270	27,032,927
Changes from financing cash flows	融資現金流變動	8,666,808	(508,008)	—	(434,362)	(216,182)	7,508,256
Interest paid as financing activities	就融資活動支付的利息	(51,326)	—	—	—	(31,376)	(82,702)
New leases	新增租賃	—	—	—	—	542,311	542,311
Differences between interest paid as operating activities and interest expense	就經營業務支付的利息與利息開支之間的差額	51,326	—	—	(1,076)	31,376	81,626
Acquisition of subsidiaries	收購子公司	1,243,522	—	—	—	313,140	1,556,662
Net fair value gain on exchangeable bonds	可交換債券之公允值收益淨額	—	—	(113,817)	—	—	(113,817)
Disposal of subsidiaries	出售子公司	—	—	—	—	(3,319)	(3,319)
Early termination	提前終止	—	—	—	—	(1,900)	(1,900)
Exchange realignment	匯兌調整	2,076,902	90,836	57,187	361,954	1,682	2,588,561
At 31 December 2022	於二零二二年十二月三十一日	20,811,316	12,588,013	615,643	3,907,631	1,186,002	39,108,605

36 綜合現金流量表附註 (續)

(b) 來自融資活動的負債變動 (續)



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within operating activities	於經營業務內	260,106	281,530
Within investing activities	於投資業務內	78,048	90,251
Within financing activities	於融資業務內	332,892	247,558
		671,046	619,339

37 SHARE OPTION SCHEME

The Company operated share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Share Option Schemes include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers and any person or entity that provides research, development or technological support to the Group.

The offer of a grant of share options may be accepted upon payment of a consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of offer of the share options.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange's closing price of the Company's shares on the offer date of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five business days immediately preceding the offer date; and (iii) the nominal value of the shares.

36 綜合現金流量表附註(續)

(c) 租賃現金流出總額

載列於現金流動報表的租賃現金流出總額如下：

37 購股權計劃

本公司設立的購股權計劃(「購股權計劃」)，目的為激勵對本集團業務成功作出貢獻的合資格參與者，並向彼等作出獎賞。購股權計劃的合資格計劃參與者包括本公司董事(包括獨立非執行董事)、本集團之其他僱員、本集團之貨品或服務供應商、客戶以及向本集團提供研究、開發或技術支援的任何人士或實體。

承授人可以支付代價合共1港元後接納授出購股權建議。授出購股權的行使期由董事會決定，行使期由某一歸屬期後起計及在不遲於授出購股權建議日五年之日終止。

購股權行使價由董事釐定，惟不可低於(i)本公司股份於授出購股權建議之日在聯交所所報的收市價(ii)本公司股份於緊接建議授出日期前五個營業日在聯交所所報的平均收市價；及(iii)股份面值最高者。



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

37 SHARE OPTION SCHEME (continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Particulars of outstanding share options:

37 購股權計劃 (續)

購股權持有人無權獲派股息或於股東大會上投票。

尚未行使購股權詳情：

Date of grant	Exercise period of share options (both dates inclusive)	Exercise price per share option	Weighted average fair value per share option at the date of grant
授出日期	購股權的行使期間(包括首尾兩日)	每份購股權 的行使價 (HK\$) (港元)	每份購股權的 加權平均公允值 (HK\$) (港元)
7 May 2018	7 May 2019 to 6 May 2023 (Note (a))	26.05	7.98
二零一八年五月七日	二零一九年五月七日至 二零二三年五月六日(附註(a))		
24 December 2018	1 April 2019 to 23 December 2023 (Note (b))	23.93	7.16
二零一八年十二月二十四日	二零一九年四月一日至 二零二三年十二月二十三日(附註(b))		
1 April 2020	1 April 2021 to 31 March 2025 (Note (c))	26.54	6.42
二零二零年四月一日	二零二一年四月一日至 二零二五年三月三十一日(附註(c))		
11 May 2022	11 May 2023 to 10 May 2027 (Note (d))	40.58	6.92
二零二二年五月十一日	二零二三年五月十一日至 二零二七年五月十日(附註(d))		
30 December 2022	1 April 2024 to 29 December 2025 (Note (e))	35.54	8.14
二零二二年十二月三十日	二零二四年四月一日至 二零二五年十二月二十九日(附註(e))		



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

37 SHARE OPTION SCHEME (continued)

Notes:

- (a) The share options will be vested in two equal batches with 50% of the share options granted vesting on the first and second anniversaries of the date of grant. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of five years.
- (b) The share options will be vested in four batches with 70% of the share options vesting by three equal batches equally on 1 April 2019, 2020 and 2021, respectively, and the remaining 30% of the share options vesting on 1 April 2022. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of five years.
- (c) 627,283 share options will be vested in two batches with 70% of the share options granted vesting on 1 April 2021, and the remaining 30% of the share options granted vesting on 1 April 2022. 389,604 share options will be vested in their entirety on 1 April 2021. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of five years.
- (d) The share options will be vested in four equal batches equally on the first, second, third and fourth anniversaries of the date of grant. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of five years.
- (e) The share options will be vested in two batches on 1 April 2024 and 1 April 2025, respectively. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of three years.
- (f) The exercise price per share options was the average closing share price for the five business days immediately preceding the grant date or the closing price of the shares on the grant date.

37 購股權計劃 (續)

附註：

- (a) 購股權將分為二等份歸屬，50%已授出購股權於由授出日期起第一及二個週年歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期五年。
- (b) 購股權將分為四份歸屬，70%購股權於二零一九年、二零二零年及二零二一年四月一日分三等份歸屬，其餘30%購股權於二零二二年四月一日歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期五年。
- (c) 627,283份購股權將分為兩份歸屬，70%已授出購股權於二零二一年四月一日歸屬，其餘30%已授出購股權於二零二二年四月一日歸屬。389,604份購股權將於二零二一年四月一日全部歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期五年。
- (d) 購股權將分為四等份歸屬，於授出日期起第一、二、三及四個週年歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期五年。
- (e) 購股權將分為兩份歸屬，分別於二零二四年四月一日及二零二五年四月一日歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期三年。
- (f) 每份購股權的行使價乃緊接授出日期前五個營業日的平均股份收市價或授出日期的股份收市價。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

37 SHARE OPTION SCHEME (continued)

Movements of outstanding share options:

Date of grant	授出日期	Number of share options 購股權數目					
		As at	Granted	Exercised	Lapsed/ forfeited during	As at	Exercisable at
		1 January	during the year	during the year	the year	31 December	31 December
		2023				2023	2023
		於二零二三年 一月一日	年內授出	年內行使	年內失效/沒收	於二零二三年 十二月三十一日	於二零二三年 十二月三十一日 可行使
7 May 2018	二零一八年五月七日	2,169,732	—	(2,168,103)	(1,629)	—	—
24 December 2018	二零一八年 十二月二十四日	19,822,909	—	(4,797,445)	(15,025,464)	—	—
1 April 2020	二零二零年四月一日	620,211	—	—	—	620,211	620,211
11 May 2022	二零二二年五月十一日	28,713,108	—	—	(402,250)	28,310,858	6,400,979
30 December 2022	二零二二年十二月三十日	13,195,225	—	—	—	13,195,225	—
Total	總計	64,521,185	—	(6,965,548)	(15,429,343)	42,126,294	7,021,190

Date of grant	授出日期	Number of share options 購股權數目					
		As at	Granted	Exercised	Lapsed/ forfeited during	As at	Exercisable at
		1 January	during the year	during the year	the year	31 December	31 December
		2022				2022	2022
		於二零二二年 一月一日	年內授出	年內行使	年內失效/沒收	於二零二二年 十二月三十一日	於二零二二年 十二月三十一日 可行使
13 July 2017	二零一七年七月十三日	1,888,103	—	(1,865,003)	(23,100)	—	—
7 May 2018	二零一八年五月七日	2,331,621	—	(101,782)	(60,107)	2,169,732	2,169,732
24 December 2018	二零一八年 十二月二十四日	19,872,960	—	(50,000)	(51)	19,822,909	19,822,909
1 April 2020	二零二零年四月一日	620,211	—	—	—	620,211	620,211
11 May 2022	二零二二年五月十一日	—	31,782,688	—	(3,069,580)	28,713,108	—
30 December 2022	二零二二年十二月三十日	—	13,195,225	—	—	13,195,225	—
Total	總計	24,712,895	44,977,913	(2,016,785)	(3,152,838)	64,521,185	22,612,852

The 6,965,548 share options (2022: 2,016,785) exercised during the year ended 31 December 2023, which resulted in the issuance of 6,965,548 (2022: 2,016,785) ordinary shares of the Company and increase of new share capital of RMB627,000 (2022: RMB174,000) and share premium of RMB155,010,000 (2022: RMB26,860,000), respectively, as further detailed in Note 34(a) to the financial statements, and share option reserve of RMB43,855,000 (2022: RMB7,366,000) transferred to share premium.

6,965,548份(二零二二年: 2,016,785份)購股權於截至二零二三年十二月三十一日止年度行使, 因而已發行6,965,548股(二零二二年: 2,016,785股)本公司普通股, 分別增加新股本人民幣627,000元(二零二二年: 人民幣174,000元)及股份溢價人民幣155,010,000元(二零二二年: 人民幣26,860,000元), 詳情載於財務報表附註34(a), 而購股權儲備人民幣43,855,000元(二零二二年: 人民幣7,366,000元)已轉至股份溢價。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

38 SHARE AWARD SCHEME

The share award scheme of the Company was adopted by the board on 26 March 2013 (the “Adoption Date”). The purpose of the share award scheme is to provide an incentive to encourage the participants for the continual operation and development of the Group.

Subject to the terms of the share award scheme and the Listing Rules, the board may at any time make an offer to any eligible person whom it may in its absolute discretion select to accept the grant of an award over such a number of shares as it may determine (the “Participants”). Existing shares of the Company will be purchased by an independent trustee (the “Trustee”) of the share award scheme from the market out of cash contributed by the Group and be held in trust for the relevant Participants until such shares are vested with the relevant Participants in accordance with the provisions of the share award scheme. The shares of the Company granted and held by the trustee until vesting are referred to as the treasury shares and each treasury share shall represent one ordinary share of the Company.

Particulars and movements of the share award scheme

38 股票獎勵計劃

本公司股票獎勵計劃於二零一三年三月二十六日（「採納日期」）獲董事會採納。股票獎勵計劃旨在獎勵參與者繼續為本集團的經營及發展作出貢獻。

根據股票獎勵計劃條款及上市規則，董事會可隨時向任何合資格人士作出要約，由合資格人士絕對酌情選擇接納董事會決定授出的有關股份數目之獎勵（「參與者」）。股票獎勵計劃的獨立受託人（「受託人」）以本集團出資的現金於市場上購買本公司現有股份，及以信託形式代相關參與者持有，直至該等股份根據股票獎勵計劃的條文歸屬於相關參與者為止。已授出及由受託人持有直至歸屬的本公司股份稱為庫存股份，而各庫存股份應指本公司一股普通股。

股票獎勵計劃詳情及變動

Date of grant	授出日期	Number of share award 股票獎勵數目					
		Fair value per share	As at 1 January 2023	Granted during the year	Vested during the year	Lapsed/ forfeited during the year	As at 31 December 2023
		每股公允值 (HK\$) (港元)	於二零二三年 一月一日	年內授出	年內歸屬	年內 失效/沒收	於二零二三年 十二月 三十一日
15 April 2021	二零二一年四月十五日	44.35	1,782,254	—	(1,691,579)	(90,675)	—
11 May 2022	二零二二年五月十一日	38.85	4,750,798	—	(2,369,972)	(90,378)	2,290,448
31 March 2023	二零二三年 三月三十一日	32.20	—	6,626,176	—	(3,000,301)	3,625,875
			6,533,052	6,626,176	(4,061,551)	(3,181,354)	5,916,323



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

38 SHARE AWARD SCHEME (continued)

Particulars and movements of the share award scheme (continued)

Date of grant	授出日期	Fair value per share	As at 1 January 2022	Number of share award			As at 31 December 2022
				Granted during the year	Vested during the year	Lapsed/ forfeited during the year	
		於二零二二年 每股公允值 (HK\$) (港元)	一月一日	年內授出	年內歸屬	年內 失效/沒收	於二零二二年 十二月 三十一日
22 May 2020	二零二零年 五月二十二日	27.30	3,367,754	—	(3,276,800)	(90,954)	—
15 April 2021	二零二一年四月十五日	44.35	4,125,571	—	(1,874,565)	(468,752)	1,782,254
11 May 2022	二零二二年五月十一日	38.85	—	5,533,245	—	(782,447)	4,750,798
			7,493,325	5,533,245	(5,151,365)	(1,342,153)	6,533,052

Note:

On 31 March 2023, the Company granted 6,626,176 shares under share award scheme to the participants, representing approximately 0.19% of the issued share capital of the Company as at the adoption date. None of these shares was granted to directors or key management personnel of the Group.

All granted shares would vest in two equal batches on the first and second anniversaries of the date of grant in accordance with certain vesting conditions.

The fair value of the shares granted was calculated based on the market prices of the Company's shares at the respective grant dates. No dividend was be considered.

During the year ended 31 December 2023, 4,061,551 (2022: 5,151,365) shares with a total amount of RMB122,698,000 (2022: RMB107,489,000) were vested and exercised under the share award scheme, resulting in the transfer out of RMB138,314,000 (2022: RMB154,891,000) from the share award reserve, with the difference of RMB15,616,000 (2022: RMB47,402,000) debited to the share premium account.

38 股票獎勵計劃 (續)

股票獎勵計劃詳情及變動 (續)

Date of grant	授出日期	Fair value per share	As at 1 January 2022	Number of share award			As at 31 December 2022
				Granted during the year	Vested during the year	Lapsed/ forfeited during the year	
		於二零二二年 每股公允值 (HK\$) (港元)	一月一日	年內授出	年內歸屬	年內 失效/沒收	於二零二二年 十二月 三十一日
22 May 2020	二零二零年 五月二十二日	27.30	3,367,754	—	(3,276,800)	(90,954)	—
15 April 2021	二零二一年四月十五日	44.35	4,125,571	—	(1,874,565)	(468,752)	1,782,254
11 May 2022	二零二二年五月十一日	38.85	—	5,533,245	—	(782,447)	4,750,798
			7,493,325	5,533,245	(5,151,365)	(1,342,153)	6,533,052

附註：

於二零二三年三月三十一日，本公司根據股票獎勵計劃向參與者授出6,626,176股股份，佔本公司於採納日期的已發行股本約0.19%。該等股份概無授予本集團董事或主要管理人員。

所有已授出的股份將分為二等份歸屬，根據若干歸屬條件由授出日期起第一及二個週年歸屬。

已授出股份的公允值乃基於本公司股份於各授出日期的市值計算，當中不會計及股息。

截至二零二三年十二月三十一日止年度，總額人民幣122,698,000元（二零二二年：人民幣107,489,000元）的4,061,551股（二零二二年：5,151,365股）股份已根據股票獎勵計劃歸屬及行使，導致自股份獎勵儲備轉出人民幣138,314,000元（二零二二年：人民幣154,891,000元），差額人民幣15,616,000元（二零二二年：人民幣47,402,000元）已自股份溢價賬扣除。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

39 ASSETS AND LIABILITIES HELD FOR SALE

On 6 May 2022, the Group entered into a series of agreements with certain subsidiaries of Danone S.A. (together referred to as “Danone”). Pursuant to which, Danone will dispose 20% interest in all chilled business companies jointly held by Danone and the Group to the Group (the “Chilled Business JVs Acquisition”), the Group will dispose 100% equity interest in Dumex Baby Food Co., Ltd. (“Dumex China”) to Danone (the “Dumex China Disposal”), and Danone will dispose 25% equity interest of Yashili to the Group (the “25% Yashili Acquisition”).

At 31 December 2022, the Dumex China Disposal has not yet completed, the assets and liabilities of Dumex China are separately presented as assets and liabilities held for sale in the consolidated statement of financial position at 31 December 2022.

On 2 March 2023, the Dumex China Disposal was completed at the consideration of RMB885,470,000, which resulted a gain of RMB14,521,000 (Note 5(b)) and net cash inflow of RMB832,140,000 for the year ended 31 December 2023, respectively.

39 持有待售的資產及負債

二零二二年五月六日，本集團與Danone S.A.若干子公司（統稱「Danone」）訂立一系列協議，據此，Danone將其與本集團共同持有的所有低溫業務公司的20%股權出售予本集團（「低溫業務合營公司收購案」），本集團將向Danone出售多美滋嬰幼兒食品有限公司（「多美滋中國」）100%的股權（「多美滋中國出售案」），以及Danone向本集團出售雅士利25%的股權（「25%雅士利收購案」）。

二零二二年十二月三十一日，多美滋中國出售案尚未完成，多美滋中國的資產與負債於二零二二年十二月三十一日的綜合財務狀況表內被單獨列為持有待售的資產及負債。

二零二三年三月二日，多美滋中國出售案完成，代價為人民幣885,470,000元，於截至二零二三年十二月三十一日止年度，分別導致計入收益為人民幣14,521,000元（附註5(b)）以及現金流入淨額為人民幣832,140,000元。



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40 ACQUISITION OF NON-CONTROLLING INTERESTS

(a) The 25% Yashili Acquisition and Yashili Privatization

The 25% Yashili Acquisition was completed on 9 March 2023. On 4 July 2023, the Company further acquired 23.96% equity interests in Yashili through an indirect holding subsidiary and withdraw the listing of Yashili shares on the Stock Exchange. After the completion, the Group holds approximately 99.95% equity interests in Yashili.

40 收購非控股股東權益

(a) 25% 雅士利收購案及雅士利私有化

25% 雅士利收購案於二零二三年三月九日完成。二零二三年七月四日，本公司通過間接控股子公司進一步收購雅士利23.96%股權，並撤銷雅士利股份在聯交所的上市地位。完成後，本集團持有雅士利約99.95%股權。

		RMB'000 人民幣千元
Carrying amount of non-controlling interests acquired	所收購非控股股東權益之賬面值	3,633,357
Considerations paid to non-controlling interests	已付非控股股東權益之代價	(2,521,985)
An increase in equity attributable to owners of the Company	本公司權益股東應佔權益增加	1,111,372

(b) Other acquisition of non-controlling interests

During the year ended 31 December 2023, the Group also have acquired several immaterial non-controlling interests of several subsidiaries. The total considerations for these acquisitions were in the form of cash of RMB114,059,000 which have been paid during the year ended 31 December 2023. The differences of RMB92,911,000 between the considerations paid and the carrying amount of non-controlling interests acquired are recorded in the equity transaction reserve account.

(b) 非控股股東權益之其他收購

截至二零二三年十二月三十一日止年度，本集團亦已收購若干子公司之若干非重大非控股股東權益。該等收購之總代價為現金人民幣114,059,000元，已於截至二零二三年十二月三十一日止年度支付。已付代價與所收購非控股股東權益之賬面值的差額人民幣92,911,000元計入股權交易儲備賬戶。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

41 COMMITMENTS

The Group had the following outstanding capital commitments in respect of the purchase and construction of property, plant and equipment as at the end of the reporting period:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Contracted, but not provided for	已訂約但未撥備	1,980,487	1,846,786

41 承擔

於報告期末，本集團有關購置及興建物業、廠房及設備的未償還資本承擔如下：

42 RELATED PARTY TRANSACTIONS

(a) In addition to the transactions and balances which are disclosed elsewhere in these financial statements, the Group had the following significant transactions with its associates and other related parties.

42 關聯人士交易

(a) 除於該等財務報表其他段落披露的交易及結餘外，本集團與其聯營公司及關聯人士進行下列重大交易。

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
		Notes 附註		
Sales of liquid milk products, other products and services to associates	向聯營公司銷售液態奶產品、其他產品及服務	(i)	19,119	81,001
Sales of ice cream products to associates	向聯營公司銷售冰淇淋產品	(i)	—	26,512
Sales of other dairy products to associates	向聯營公司銷售其他乳製品	(i)	21	2,881
Sales of products to subsidiaries and associates of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司及聯營公司出售產品	(i)	3,126	6,701
Purchases of raw materials from subsidiaries and associates of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司及聯營公司購買原材料	(i)	715,300	600,131
Lease of right-of-use assets from subsidiaries of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司租賃使用權資產	(i)	1,143	478



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42 RELATED PARTY TRANSACTIONS (continued)

- (a) In addition to the transactions and balances which are disclosed elsewhere in these financial statements, the Group had the following significant transactions with its associates and other related parties. (continued)

42 關聯人士交易 (續)

- (a) 除於該等財務報表其他段落披露的交易及結餘外，本集團與其聯營公司及其他關聯人士進行下列重大交易。(續)

	Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Purchase of advertising services from subsidiaries of a shareholder with significant influence over the Company	(i)	12,705	12,264
Purchases of raw materials and products from associates	(i)	12,762,615	12,174,431
Purchases of investment deposits from a subsidiary of a shareholder with significant influence over the Company	(ii)	150,000	145,000
Redemption of investment deposits from a subsidiary of a shareholder with significant influence over the Company	(ii)	153,750	125,000
Interest income of investment deposits and entrusted loans from a subsidiary of a shareholder with significant influence over the Company		45,465	27,387
Payment for receivables for factoring from subsidiaries and associates of a shareholder with significant influence over the Company (Note 42(c))		444,769	—
Interest income of receivables for factoring from subsidiaries and associates of a shareholder with significant influence over the Company		2,723	—
Proceeds from receivables for factoring from subsidiaries and associates of a shareholder with significant influence over the Company		331,848	—



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42 RELATED PARTY TRANSACTIONS (continued)

- (a) In addition to the transactions and balances which are disclosed elsewhere in these financial statements, the Group had the following significant transactions with its associates and other related parties. (continued)

42 關聯人士交易 (續)

- (a) 除於該等財務報表其他段落披露的交易及結餘外，本集團與其聯營公司及其他關聯人士進行下列重大交易。(續)

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Payment for receivables for factoring from associates	來自聯營公司應收保理款的付款		4,066,199	322,021
Interest income of receivables for factoring from associates	來自聯營公司應收保理款的利息收入		89,869	7,194
Proceeds from receivables for factoring from associates	來自聯營公司應收保理款的所得款項		906,279	—
Entrusted loans to associates (Note 42(c))	授予聯營公司的委託貸款 (附註42(c))		313,800	—
Interest income of entrusted loans to associates	來自聯營公司委託貸款的利息收入		5,670	—
Proceeds from entrusted loans to associate	來自聯營公司委託貸款的所得款項		4,271	—
Loans to an entity controlled by members of key management personnel (Note 42(c))	貸款予關鍵管理人員的成員控制的實體 (附註42(c))		128,230	30,000
Interest income of loans to entities controlled by members of key management personnel	來自自由關鍵管理人員的成員控制的實體之貸款的利息收入		15,364	2,524
Guarantee charges from an associate	來自一間聯營公司的擔保收入		938	—

Notes:

- (i) The considerations were determined with reference to the prevailing market prices/rates and the prices charged to third parties.
- (ii) Annual interest rate of the investment deposits is 5.00% (31 December 2022: 5.00%).
- (iii) During the year ended 31 December 2023, the Group has disposed equity interests in an associate to another associate of the Group at a consideration of RMB10,596,000.

附註：

- (i) 代價經參考當時市場價格／費率及收取第三方的價格釐定。
- (ii) 投資存款年利率為5.00% (二零二二年十二月三十一日：5.00%)。
- (iii) 截至二零二三年十二月三十一日止年度，本集團以代價人民幣10,596,000元將聯營公司的股權出售予本集團另一家聯營公司。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

Key management personnel are Group's directors and senior executives. Remuneration paid or payable to the directors was disclosed in Note 9, and was determined by the Remuneration Committee according to individual performance. Cash remuneration paid or payable to senior executives is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	30,352	27,179
Performance related incentive payment	績效相關激勵款項	20,695	25,914
Retirement benefits scheme contribution	退休福利計劃供款	426	367
		51,473	53,460

Note:

During the year ended 31 December 2023, the total share option benefits relating to the share options scheme (Note 37), share award scheme (Note 38) and convertible bond arrangement (Note 30) granted to senior executives were approximately RMB50,882,000, RMB1,555,000, and RMB120,678,000, respectively (2022: RMB30,490,000, RMB7,636,000, and RMB156,145,000, respectively).

42 關聯人士交易 (續)

(b) 主要管理人員的報酬

主要管理人員為本集團董事及高級管理人員。已付或應付董事的薪酬披露於附註9，乃薪酬委員會根據個人表現釐定。已付或應付高級管理人員的現金薪酬如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	30,352	27,179
Performance related incentive payment	績效相關激勵款項	20,695	25,914
Retirement benefits scheme contribution	退休福利計劃供款	426	367
		51,473	53,460

附註：

截至二零二三年十二月三十一日止年度，授予高級管理人員有關購股權計劃（附註37）、股票獎勵計劃（附註38）及可換股債券安排（附註30）的購股權利益總額分別約為人民幣50,882,000元、人民幣1,555,000元及人民幣120,678,000元（二零二二年：分別為人民幣30,490,000元、人民幣7,636,000元及人民幣156,145,000元）。



**NOTES TO THE
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財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows:

Trade and bills receivables from:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates	聯營公司	1,866	19,774
Subsidiaries and associates of a shareholder with significant influence over the Company	對本公司有重大影響力的一名股東的子公司及聯營公司	4,477	2,568
		6,343	22,342

Prepayments, other receivables and other assets from:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates	聯營公司	734	4,719
Subsidiaries and associates of shareholder with significant influence over the Company	對本公司有重大影響力的股東的子公司及聯營公司	—	1,509
		734	6,228

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：

應收賬款及票據：

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates	1,866	19,774
Subsidiaries and associates of a shareholder with significant influence over the Company	4,477	2,568
	6,343	22,342

預付款、其他應收款項及其他資產：

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates	734	4,719
Subsidiaries and associates of shareholder with significant influence over the Company	—	1,509
	734	6,228



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows: (continued)

Other financial assets from:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates (Note (i))	聯營公司(附註(i))	3,564,988	—
Subsidiaries and associates of shareholder with significant influence over the Company (Note (ii))	對本公司有重大影響力的股東的子公司及聯營公司(附註(ii))	993,798	776,093
An entity controlled by key management personnel (Note (iii))	關鍵管理人員控制的實體(附註(iii))	273,594	130,000
		4,832,380	906,093

Trade and bills payables to:

應付賬款及票據：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates	聯營公司	1,120,292	1,107,152
Subsidiaries and associates of shareholder with significant influence over the Company	對本公司有重大影響力的股東的子公司及聯營公司	96,562	89,831
		1,216,854	1,196,983

Other payables and accruals to:

其他應付款項及預提費用：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Associates	聯營公司	400	2,279

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：
(續)

其他金融資產：



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows: (continued)

Guarantees provided to:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Eaglets (Note (iv))	雛鷹(附註(iv))	2,250,000	2,700,000
Associates (Note (iv))	聯營公司 (附註(iv))	85,744	—

Notes:

- (i) As at 31 December 2023, entrusted loans of RMB313,800,000 (2022: RMBNil) was lent to associates, with interest rates ranging from 3.35% to 3.65% per annum.

As at 31 December 2023, amounts of receivables for factoring of RMB3,173,970,000 (2022: RMBNil) were paid to the associates, which was unsecured with a fixed interest rate ranging from 3.2% to 3.65% per annum.

- (ii) As at 31 December 2023, entrusted loans of RMB700,000,000 (2022: RMB700,000,000) was lent out through COFCO Trust Company Limited, a subsidiary of a shareholder with significant influence over the Company of the Group. Annual interest rate of the entrusted loans is 6.05% (2022: 6.05%).

As at 31 December 2023, short-term investment deposits of RMB75,000,000 (2022: RMB75,000,000) was purchased from COFCO Trust Company Limited, a subsidiary of a shareholder with significant influence over the Company of the Group which was on due. Annual interest rate of the investment deposits is 5.00% (2022: 5.00%).

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下： (續)

提供擔保：

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Eaglets (Note (iv))	2,250,000	2,700,000
Associates (Note (iv))	85,744	—

附註：

- (i) 截至二零二三年十二月三十一日，我們向聯營公司借出委託貸款人民幣313,800,000元(二零二二年：人民幣零元)。該委託貸款的年利率介乎3.35%至3.65%。

截至二零二三年十二月三十一日，我們向聯營公司支付應收保理款人民幣3,173,970,000元(二零二二年：人民幣零元)，該款項無抵押，固定年利率為介乎3.2%至3.65%。

- (ii) 截至二零二三年十二月三十一日，我們通過本集團一名對本公司有重大影響力股東的子公司中糧信託有限責任公司借出委託貸款人民幣700,000,000元(二零二二年：人民幣700,000,000元)。該委託貸款的年利率為6.05%(二零二二年：6.05%)。

截至二零二三年十二月三十一日，我們向本集團一名對本公司有重大影響力的股東的子公司中糧信託有限責任公司購買短期投資存款人民幣75,000,000元(二零二二年：人民幣75,000,000元)，該存款已逾期。投資存款年利率為5.00%(二零二二年：5.00%)。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows: (continued)

Notes: (continued)

(ii) (continued)

As at 31 December 2023, amounts of receivables for factoring of RMB114,115,000 (2022: RMBNil) were paid to subsidiaries and associates of a shareholder with significant influence over the Company, which was unsecured with a fixed interest rate of 3.65% per annum.

- (iii) As at 31 December 2023, RMB130,000,000 were lent out to Tianjin Wanhong Enterprise Management Consulting Co., Ltd., a company established in relation to issue of the Convertible Bonds for the benefits of certain employees of the Company (including some key management personnel) under an employee incentive scheme, which was unsecured with a fixed interest rate of 4.65% per annum (2022: RMB130,000,000).

As at 31 December 2023, RMB128,230,000 (2022: RMBNil) were lent out to Young Ability Limited, a company established in relation to issue of the Convertible Bonds for the benefits of certain employees of the Company (including some key management personnel) under an employee incentive scheme, which was unsecured with a fixed interest rate of 3.00% per annum.

- (iv) As at 31 December 2023, the Group provides guarantee to Eaglets regarding a loan of RMB2,250,000,000 (2022: RMB2,700,000,000) from China Merchants Bank.

As at 31 December 2023, the Group provides guarantee to associates regarding loans of RMB85,744,000 (2022: RMBNil).

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：

(續)

附註：(續)

(ii) (續)

截至二零二三年十二月三十一日，我們向一名對本公司有重大影響力的股東的子公司及聯營公司支付應收保理款人民幣114,115,000元（二零二二年：人民幣零元），該款項無抵押，固定年利率為3.65%。

- (iii) 截至二零二三年十二月三十一日，我們向一家為根據僱員獎勵計劃就本公司若干僱員（包括部分關鍵管理人員）的利益發行可換股債券而成立的公司天津萬弘企業管理諮詢有限公司借出人民幣130,000,000元（二零二二年：人民幣130,000,000元），該貸款無抵押，固定年利率為4.65%。

截至二零二三年十二月三十一日，我們向一家為根據僱員獎勵計劃就本公司若干僱員（包括部分關鍵管理人員）的利益發行可換股債券而成立的公司Young Ability Limited借出人民幣128,230,000元（二零二二年：人民幣零元），該貸款無抵押，固定年利率為3.00%。

- (iv) 截至二零二三年十二月三十一日，本集團就招商銀行的貸款人民幣2,250,000,000元（二零二二年：人民幣2,700,000,000元）向雛鷹提供擔保。

截至二零二三年十二月三十一日，本集團就貸款人民幣85,744,000元（二零二二年：人民幣零元）向聯營公司提供擔保。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price. The board of directors and senior management meet periodically to analyse and formulate measures to manage the Group's exposure to these risks and they are summarised below. Generally, the Group adopts prudent strategies on its risk management.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents, bills receivable and derivative financial assets is limited because the counterparties are banks and financial institutions for which the Group considers to have low credit risk. The Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

Except for the financial guarantees given by the Group as set out in Note 42(c), the Group provide guarantees to the Group's suppliers for bank loans which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees as at 31 December 2023 is RMB3,099,075,000 (2022: RMB3,212,244,000). The directors do not consider that a claim will be made against the Group under the guarantee.

43 財務風險管理及金融工具的公允 價值

本集團正常業務過程產生信貸、流動性、利率及貨幣風險。本集團亦承受因投資於其他實體的股權投資及自身股本股價變動而產生的股本價格風險。董事會及高級管理人員定期舉行會議，分析本集團所承受的風險，並制定用以管理風險的措施，概述於下文。本集團一般採納審慎的策略管理風險。

(a) 信貸風險

信貸風險指交易方違反合約責任導致本集團遭受財務損失的風險。本集團的信貸風險主要來自應收賬款。本集團來自現金及現金等價物、應收票據及衍生金融資產的信貸風險有限，乃由於交易方為本集團認為信貸風險較低的銀行及金融機構。考慮到(i)業主的信貸評級及(ii)剩餘租期及租賃按金所涵蓋的期限，本集團認為來自可退還租賃按金的信貸風險較低。

除附註42(c)所載本集團提供的財務擔保外，本集團向本集團的供應商提供銀行貸款擔保，而使本集團面對信貸風險。截至二零二三年十二月三十一日，有關該等財務擔保的最大信貸風險範圍為人民幣3,099,075,000元（二零二二年：人民幣3,212,244,000元）。董事認為不會根據擔保向本集團提出申索。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

The majority of the Group's sales are conducted on a cash basis. The Group has implemented policies to ensure that sales of products are made to distributors, who wish to trade on credit terms, with an appropriate credit history which is subject to periodic reviews. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Trade receivables

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 90 to 180 days from the date of billing. Debtors with balances that are more than 12 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in Note 24 to the financial statements.

The credit risk of the Group's other financial assets, which comprise time deposits, entrusted loans and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets.

43 財務風險管理及金融工具的公允 價值 (續)

(a) 信貸風險 (續)

本集團大部分的銷售均按現金基準進行。本集團已實施政策以確保產品是售予擁有適當信貸紀錄並有意以賒賬形式進行交易的經銷商，並就其信貸紀錄進行定期的覆檢。此外，本集團一直持續監察應收款項的結餘，本集團並無重大壞賬風險。

應收賬款

本集團已制定信貸風險管理政策，對所有需要一定信貸金額的客戶進行單獨信貸評估。該等評估專注於客戶過往到期付款的紀錄及當前的支付能力，並考慮客戶的具體資料及客戶經營所在經濟環境相關的資料。應收賬款於開具發票之日起90至180天內到期。逾期12個月以上的債務人須結清所有餘額方可獲授進一步的信貸。本集團一般不會從客戶取得抵押品。

有關本集團因應收賬款而須面對的信貸風險的其他量化數據，披露於財務報表附註24。

本集團其他金融資產(包括定期存款、委託貸款及其他應收款項)的信貸風險因交易方違約而產生，最大信貸風險範圍等於該等資產的賬面值。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

The Group closely monitors its liquidity risk by performing periodic reviews and evaluations of its liquidity with regard to the industry characteristics, market conditions, business strategies and changes in the Group's state of affairs and adjusting the current and non-current portions of the Group's debt portfolio on a proper and timely basis. In addition, the Group aims to ensure a continuity of funds and flexibility through the use of various means of financing and by keeping committed credit lines available.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		2023 二零二三年				
		Within 1 year or on demand	1 to 5 years	More than 5 years	Total	Carrying amount at 31 December 於十二月 三十一日的 賬面值
		一年以內或 於要求時	一至五年	五年以上	總計	賬面值
		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
Lease liabilities	租賃負債	275,578	531,102	467,474	1,274,154	1,173,418
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借貸 (不包括租賃負債)	10,500,059	26,215,906	2,195,364	38,911,329	36,237,337
Trade and bills payables	應付賬款及票據	9,499,441	—	—	9,499,441	9,499,441
Financial liabilities measured at amortised cost included in other payables and accruals	按攤餘成本計量計入其他應付款項及預提費用的金融負債	10,605,734	—	—	10,605,734	10,605,734
Total	總計	30,880,812	26,747,008	2,662,838	60,290,658	57,515,930

43 財務風險管理及金融工具的公允 價值 (續)

(b) 流動性風險

本集團定期根據行業特點、市場環境、業務戰略及本集團財務狀況的變化，對本集團的流動性進行檢討及審視，適當並及時調整本集團負債結構的即期及非即期部分，以監控流動性風險。此外，本集團亦透過利用不同的融資方式及保持一定的承諾信貸額度以確保資金的連續性及靈活性。

下表列示本集團非衍生金融負債及衍生金融負債於報告期末的剩餘合約到期日，乃基於合約未貼現現金流（包括按合約利率（倘為浮動利率，則基於報告期末的現行利率）計算的利息款項）及可要求本集團支付的最早日期：



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**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(b) Liquidity risk (continued)

		2022 二零二二年				Carrying amount at 31 December 於十二月 三十一日的 賬面值 RMB'000 人民幣千元
		Within 1 year or on demand	1 to 5 years	More than 5 years	Total	
		一年以內或 於要求時	一至五年	五年以上	總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Lease liabilities	租賃負債	285,115	714,499	286,832	1,286,446	1,186,002
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借貸 (不包括租賃負債)	9,214,281	29,479,412	2,218,035	40,911,728	37,922,603
Trade and bills payables	應付賬款及票據	10,200,635	—	—	10,200,635	10,200,635
Financial liabilities measured at amortised cost included in other payables and accruals	按攤餘成本計量計入 其他應付款項及預提 費用的金融負債	10,455,970	—	—	10,455,970	10,455,970
Total	總計	30,156,001	30,193,911	2,504,867	62,854,779	59,765,210

As disclosed in Note 43(a), the maximum exposure in respect of this financial guarantee provided by the Group at 31 December 2023 is RMB3,099,075,000 (2022: RMB3,212,244,000). The directors of the Group are of the opinion that the likelihood that a claim is to be made against the Group is remote at 31 December 2023.

**43 財務風險管理及金融工具的公允
價值** (續)

(b) 流動性風險 (續)

按附註43(a)披露，截至二零二三年十二月三十一日，與本集團提供的財務擔保有關的最大風險範圍為人民幣3,099,075,000元(二零二二年：人民幣3,212,244,000元)。本集團董事認為，截至二零二三年十二月三十一日，本集團被提出申索的可能性很小。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates. The Group closely monitors its interest rate risk by performing periodic reviews and evaluations of its debt portfolio and gearing ratio. The interest rates and terms of repayment of the bank loans and other borrowings of the Group are disclosed in Note 29. The Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. In the opinion of the directors, the Group has no significant interest rate risk.

At 31 December 2023, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decrease/increase the Group's profit after tax and retained profits for the year by approximately RMB27,694,000 (2022: RMB19,257,000). Other components of consolidated equity would not be affected by the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained profits) is estimated as an annualized impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2022.

43 財務風險管理及金融工具的公允 價值(續)

(c) 利率風險

本集團承受的市場利率變動風險主要有關本集團的浮息借貸。本集團定期檢討和評估其債務組合及資本負債比率，對其利率風險進行密切注視。本集團的銀行及其他貸款利率及還款期於附註29披露。本集團訂立利率互換合約，據此，本集團同意於固定期間，按照協定名義本金金額計算的固定及浮動利率金額的差額進行兌換。董事認為，本集團並無重大利率風險。

於二零二三年十二月三十一日，在利率普遍上升／下降50個基點，而所有其他變數保持不變的情況下，估計本集團本年度的稅後利潤及保留利潤將減少／增加約人民幣27,694,000元（二零二二年：人民幣19,257,000元）。綜合權益的其他組成部分不會受到利率普遍上升／下降的影響。

上述敏感性分析顯示假設利率變化發生在報告期末，並運用於重新計量本集團於報告期末持有的使本集團面對公允價值利率風險的金融工具，本集團的稅後利潤（及保留利潤）的瞬間變動。就本集團於報告期末持有的浮動利率非衍生工具所產生的現金流利率風險而言，本集團稅後利潤（及保留利潤）受到的影響估計為該等利率變動對利息開支或收入的年化影響。該分析按二零二二年相同的基準進行。



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(d) Foreign currency risk

(i) Exposure to currency risk

As at 31 December 2023, the Group's businesses are principally located in the Chinese Mainland and substantially all transactions are conducted in RMB. The following table details the Group's significant exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

2023	二零二三年	Exposure to foreign currencies (expressed in RMB) 外幣風險 (以人民幣列示)			
		RMB 人民幣 RMB'000 人民幣千元	US\$ 美元 RMB'000 人民幣千元	Philippine peso 菲律賓比索 RMB'000 人民幣千元	Euro 歐元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	47,931	43,551	26,123	1,295
Interest-bearing bank and other borrowings	計息銀行及其他借貸	—	(772,723)	—	—
Exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險	47,931	(729,172)	26,123	1,295

**43 財務風險管理及金融工具的公允
價值 (續)**

(d) 外幣風險

(i) 外幣風險範圍

截至二零二三年十二月三十一日，本集團的業務主要位於中國大陸，絕大部分交易均以人民幣為本位貨幣。下表詳述本集團於報告期末因以實體功能貨幣以外的貨幣計值的相關已確認資產或負債而產生的重大貨幣風險。為進行呈列，風險金額以人民幣列示，使用年結算日的即期匯率換算。差異來自於境外業務的財務報表換算為本集團呈列貨幣。



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(d) Foreign currency risk (continued)

(i) *Exposure to currency risk* (continued)

		Exposure to foreign currencies (expressed in RMB) 外幣風險 (以人民幣列示)			
		Philippine			
2022	二零二二年	RMB	US\$	peso	Euro
		人民幣	美元	菲律賓比索	歐元
		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
Cash and cash equivalents	現金及現金等價物	14,384	84,784	17,702	17,153
Interest-bearing bank and other borrowings	計息銀行及其他借貸	—	(278,584)	—	—
Exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險	14,384	(193,800)	17,702	17,153

**43 財務風險管理及金融工具的公允
價值** (續)

(d) 外幣風險 (續)

(i) 外幣風險範圍 (續)



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(d) Foreign currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

		Increase/ (decrease) in RMB rate 人民幣匯率 上升/(下降) %	(Decrease)/ increase in profit before tax 稅前利潤 (減少)/增加 RMB'000 人民幣千元	(Decrease)/ increase in equity 權益 (減少)/增加 RMB'000 人民幣千元
2023	二零二三年	5 (5)	(32,691) 32,691	(26,320) 26,320
		Increase/ (decrease) in RMB rate 人民幣匯率 上升/(下降) %	(Decrease)/ increase in profit before tax 稅前利潤 (減少)/增加 RMB'000 人民幣千元	(Decrease)/ increase in equity 權益 (減少)/增加 RMB'000 人民幣千元
2022	二零二二年	5 (5)	(6,270) 6,270	(5,319) 5,319

**43 財務風險管理及金融工具的公允
價值** (續)

(d) 外幣風險 (續)

(ii) 敏感性分析

下表列示假設所有其他風險變數維持不變的情況下，本集團於報告期末面對重大風險的外幣匯率於該日期變動，導致本集團稅後利潤（及保留利潤）及綜合權益的其他組成部分的瞬間變動。就此而言，假設港元與美元之間的掛鈎匯率基本上不受美元兌其他貨幣的價值變動所影響。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(e) Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is mainly exposed to equity price risk arising from individual listed equity investments classified as equity investments at fair value through other comprehensive income (Note 22) as at 31 December 2023.

The Group's unquoted investments are held for strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's strategic plans.

The following table demonstrates the sensitivity to every 5% change in the fair values of the listed equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the listed equity investments, the impact is deemed to be on the financial assets revaluation reserve and no account is given for factors such as impairment which might impact the consolidated statement of profit or loss.

2023	二零二三年	Carrying amount of equity investments 股本投資的 賬面值 RMB'000 人民幣千元	Change in equity 股本變動 RMB'000 人民幣千元
Listed equity investments	上市股本投資	19,203	960
2022	二零二二年	Carrying amount of equity investments 股本投資的 賬面值 RMB'000 人民幣千元	Change in equity 股本變動 RMB'000 人民幣千元
Listed equity investments	上市股本投資	34,625	1,731

43 財務風險管理及金融工具的公允 價值 (續)

(e) 股本價格風險

股本價格風險為股票指數水平及個別證券價值變動導致股本證券公允值下降的風險。於二零二三年十二月三十一日，本集團主要面對的股本價格風險來自分類為以公允值計量且其變動計入其他全面收益的股本投資（附註22）的個別上市股本投資。

本集團的未報價投資乃就戰略目的所持有。根據本集團可得的有限資料，連同其與本集團長期戰略計劃的相關性的評估，至少每半年參照類似上市實體的表現評估其表現。

下表顯示在其他所有可變因素維持不變且未計入任何稅務影響的情況下，按上市股本投資於報告期末的賬面值計算，上市股本投資公允值每變動5%時的敏感度。就本分析而言，對於上市股本投資，視為對金融資產重估儲備造成影響，並無計及可能影響綜合損益表的因素，例如減值。



**NOTES TO THE
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財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(f) Fair value measurement

(i) Financial assets and liabilities measured at
fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS/HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
第一級估值：	僅使用第一級輸入數據(即相同資產或負債於計量日在活躍市場的未經調整報價)計量的公允值
Level 2 valuations:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
第二級估值：	使用第二級輸入數據(即未能符合第一級標準的可觀察的輸入數據，且未採用重大不可觀察輸入數據)計量的公允值。不可觀察輸入數據為無市場數據的輸入數據
Level 3 valuations:	Fair value measured using significant unobservable inputs
第三級估值：	使用重大不可觀察輸入數據計量的公允值

**43 財務風險管理及金融工具的公允
價值** (續)

(f) 公允值計量

(i) 以公允值計量的金融資產及負
債

公允值層級

下表載列本集團經常性地於報告期末按公允值計量金融工具的價值，並按照國際財務報告準則／香港財務報告準則第13號公允值計量的定義分類為三個層級。公允值計量的層級分類乃參考下列估值方式採用數據的可觀察程度及重要性而定：



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at

fair value (continued)

Fair value hierarchy (continued)

43 財務風險管理及金融工具的公允 價值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負

債 (續)

公允值層級 (續)

		Fair value measurements as at 31 December 2023 categorised into 截至二零二三年十二月三十一日止的 公允值計量分類			
		Fair value at 31 December 2023 於二零二三年 十二月三十一日 的公允值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Recurring fair value measurement	經常性公允值計量				
Financial assets:	金融資產：				
Listed equity investments	上市股權投資	19,203	19,203	—	—
Unlisted equity investments	非上市股權投資	513,558	—	—	513,558
Short-term investment deposits	短期投資存款	1,118,576	—	—	1,118,576
Derivative financial instruments	衍生金融工具	348,001	—	348,001	—
Bills receivable	應收票據	211,682	—	211,682	—
		2,211,020	19,203	559,683	1,632,134
Financial liabilities:	金融負債：				
Derivative financial instruments	衍生金融工具	4,461	—	4,461	—
Exchangeable bonds	可交換債券	583,700	—	583,700	—
Put liability of non-controlling interest — ANI	非控股股東權益之 認沽責任 — ANI	54,661	—	—	54,661
		642,822	—	588,161	54,661



**NOTES TO THE
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財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at

fair value (continued)

Fair value hierarchy (continued)

**43 財務風險管理及金融工具的公允
價值** (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負

債 (續)

公允值層級 (續)

Fair value measurements as at
31 December 2022 categorised into
截至二零二二年十二月三十一日止
的公允值計量分類

		Fair value at 31 December 2022 於二零二二年 十二月三十一日 的公允值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Recurring fair value measurement		經常性公允值計量			
Financial assets:	金融資產：				
Listed equity investments	上市股權投資	34,625	34,625	—	—
Unlisted equity investments	非上市股權投資	500,503	—	—	500,503
Short-term investment deposits	短期投資存款	5,390,522	—	—	5,390,522
Derivative financial instruments	衍生金融工具	480,341	—	480,341	—
Bills receivable	應收票據	133,536	—	133,536	—
		6,539,527	34,625	613,877	5,891,025
Financial liabilities:	金融負債：				
Derivative financial instruments	衍生金融工具	36,477	—	36,477	—
Exchangeable bonds	可交換債券	615,643	—	615,643	—
Put liability of non-controlling interest — ANI	非控股股東權益之 認沽責任 — ANI	61,301	—	—	61,301
Financial liability arising from the Compensation Right	因補償權產生的金融 負債	23,658	—	—	23,658
		737,079	—	652,120	84,959



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

During the years ended 31 December 2022 and 2023, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Information about Level 2 fair value measurements

The Group enters into derivative financial instruments with various counterparties, principally established commodity trading exchanges or financial institutions with good credit ratings. Derivative financial instruments, including interest rate swaps, forward currency contracts and interest rate forward contracts, are measured using quoted prices from financial institutions with which the interest rate swaps, forward currency contracts and interest rate forward contracts are entered into. The carrying amounts of interest rate swaps, forward currency contracts and interest rate forward contracts are the same as their fair values.

The fair value of bills receivable approximates to their carrying amounts due to the short-term maturities.

The fair value of exchangeable bonds is measured using binomial lattice model and by reference to quoted prices.

Information about Level 3 fair value measurements

The valuation model of the fair value of unlisted equity securities is based on market multiples derived from quoted prices of companies comparable to the investee, adjusted for the effect of the non-marketability of the equity securities.

43 財務風險管理及金融工具的公允 價值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負 債 (續)

公允值層級 (續)

截至二零二二年及二零二三年十二月三十一日止年度，公允值計量概無在第一級與第二級之間轉換，亦無轉入第三級或自第三級轉出。本集團的政策為於報告期末確認公允值各層級之間的轉移。

有關第二級公允值計量的資料

本集團與多名對手方訂立衍生金融工具，主要為成熟知名且信貸評級良好的商品貿易交易所或金融機構。利率互換合約、遠期外幣合約及利率遠期合約等衍生金融工具，乃使用與其訂立有關利率互換合約、遠期外幣合約及利率遠期合約的金融機構的報價計量。利率互換合約、遠期外幣合約及利率遠期合約的賬面值與公允值相同。

由於應收票據於短期內到期，故此其公允值與賬面值相若。

可交換債券的公允值乃採用二項式點陣計價模式並參考報價計算。

有關第三級公允值計量的資料

非上市股權投資公允值的估值模式乃根據衍生自與被投資方可比公司報價的市場倍數（已就股權證券缺乏市場流通性的影響作出調整）得出。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Information about Level 3 fair value measurements (continued)

The following table shows the valuation techniques used in the determination of fair values of short-term investment deposits and other financial liabilities which fall within level 3 of the fair value hierarchy, as well as the significant unobservable inputs used in the valuation.

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 輸入數據對公允值的影響
Short-term investment deposits 短期投資存款	Discounted cash flow method 折現現金流量	Expected yield 預期收益率	2.5% to 3.45% 2.5%至3.45%	10% increase/decrease in expected yield would result in increase/decrease in fair value by RMB1,127,000 for the year ended 31 December 2023 (2022: RMB3,042,000) 截至二零二三年十二月三十一日止年度預期收益率增加/減少10%將導致公允值增加/減少人民幣1,127,000元(二零二二年：人民幣3,042,000元)
		Discount rate 折現率	2.5% to 3.45% 2.5%至3.45%	10% increase/decrease in discount rate would result in decrease/increase in fair value by RMB354,000 and RMB459,000, respectively (2022: RMB1,336,000 and RMB1,337,000, respectively) 折現率增加/減少10%將導致公允值分別減少/增加人民幣354,000元及人民幣459,000元(二零二二年：分別為人民幣1,336,000元及人民幣1,337,000元)
Put liability of non-controlling interests – ANI 非控股股東權益之認沽責任 – ANI	Discounted cash flow method 折現現金流量法	Discount rate 折現率	10.00%	10% increase/decrease in discount rate would result in decrease/increase in fair value by RMB11,974,000 and RMB15,477,000, respectively (2022: RMB11,357,000 and RMB14,667,000, respectively) 折現率增加/減少10%將導致公允值分別減少/增加人民幣11,974,000元及人民幣15,477,000元(二零二二年：分別為人民幣11,357,000元及人民幣14,667,000元)
Financial liability arising from the Compensation Right 因補償權產生的金融負債	Binomial lattice model 二項式點陣模式	Expected volatility 預期波幅	6.87%	10% increase/decrease in volatility would result in increase/decrease in fair value by RMB1 and RMBNil, respectively (2022: RMB5,870,000 and RMB5,463,000, respectively) 預期波幅增加/減少10%將導致公允值分別增加/減少人民幣1元及人民幣零元(二零二二年：分別為人民幣5,870,000元及人民幣5,463,000元)

43 財務風險管理及金融工具的公允 價值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負 債 (續)

有關第三級公允值計量的資料 (續)

下表載列釐定短期投資存款及其他金融負債公允值所用的估值技術(屬於公允值層級的第三級)及估值所用的重大不可觀察輸入數據。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Information about Level 3 fair value measurements (continued)

The movement during the year in the balance of
Level 3 fair value measurements is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Unlisted equity investments:	非上市股權投資：		
At 1 January	於一月一日	500,503	69,107
Business combination	業務合併	—	227,295
Capitalisation of entrusted loans	委託貸款資本化	—	141,153
Investment	投資	36,000	61,677
Changes in fair value recognised in profit or loss during the year	年內於損益表確認的 公允值變動	(22,945)	1,271
At 31 December	於十二月三十一日	513,558	500,503
Unlisted equity investments in Guangze with put options:	附帶認沽期權的投入 廣澤的非上市權益 投資：		
At 1 January	於一月一日	—	466,726
Changes in fair value recognised in profit or loss during the year	年內於損益表確認的 公允值變動	—	(9,083)
Derecognised as part of consideration of acquisition a subsidiary	終止確認為收購子公 司的部分代價	—	(457,643)
At 31 December	於十二月三十一日	—	—
Investment deposits:	投資存款：		
At 1 January	於一月一日	5,390,522	3,259,537
Business combination	業務合併	—	1,742,695
Purchases	購買	7,947,942	23,991,900
Changes in fair value recognised in profit or loss during the year	年內於損益表確認的 公允值變動	65,692	30,655
Disposal	出售	(12,255,088)	(23,612,261)
Exchange realignment	匯兌調整	16	2,605
Interest received	收取利息	(30,508)	(24,609)
At 31 December	於十二月三十一日	1,118,576	5,390,522
Put liability of non-controlling interest — Low temperature	非控股股東權益之認 沽責任 — 低溫		
At 1 January	於一月一日	—	1,203,800
Changes in fair value recognised in other reserves during the year	年內於其他儲備確認 的公允值變動	—	(3,800)
Redemption	贖回	—	(1,200,000)
At 31 December	於十二月三十一日	—	—

43 財務風險管理及金融工具的公允 價值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負 債 (續)

有關第三級公允值計量的資料 (續)

年內的第三級公允值計量結餘
變動如下：



**NOTES TO THE
FINANCIAL STATEMENTS**
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**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at

fair value (continued)

Information about Level 3 fair value
measurements (continued)

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Put liability of non-controlling interest — ANI	非控股股東權益之認 沽責任 — ANI		
At 1 January	於一月一日	61,301	406,698
Changes in fair value recognised in other reserves during the period	期內於其他儲備確認 的公允值變動	(6,640)	16,805
Redemption	贖回	—	(362,202)
At 31 December	於十二月三十一日	54,661	61,301
Financial liability arising from the Compensation Right:	因補償權產生的金融 負債：		
At 1 January	於一月一日	23,658	885,368
Changes in fair value recognised in profit or loss during the year	年內於損益確認的 公允值變動	(23,658)	(861,710)
At 31 December	於十二月三十一日	—	23,658
Total gains for the period included in profit or loss for assets and liabilities held at the end of the reporting year	於報告年末計入損益 的所持資產及負債 期內收益總額	66,405	884,553

**43 財務風險管理及金融工具的公允
價值** (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負

債 (續)

有關第三級公允值計量的資料
(續)



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2022 and 31 December 2023.

(g) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 31 December 2022.

43 財務風險管理及金融工具的公允 價值 (續)

(f) 公允值計量 (續)

(ii) 按公允值以外的方式列賬的金 融資產及負債的公允值

本集團以成本或攤餘成本列賬的金融工具賬面值，與其於二零二二年十二月三十一日及二零二三年十二月三十一日的公允值並無重大差異。

(g) 資本管理

本集團資本管理的基本目標乃維持本集團持續經營的能力及保持穩健的資本比率，以支持其業務及提高股東價值。

本集團管理其資本架構，並因應經濟環境的變化及相關資產的風險特徵作出調整。為維持或調整資本架構，本集團可能會調整派付予股東的股息、股東的資本回報或發行新股。截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度，有關資本管理的目標、政策或程序並無變動。



**NOTES TO THE
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**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(g) Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the capital plus net debt. Net debt includes interest-bearing bank and other borrowings (other than convertible bonds), trade and bills payables, other payables and accruals, and other financial liabilities, less cash and bank balances and long-term time deposits, and excludes disposal groups. Capital represents convertible bonds and equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

**43 財務風險管理及金融工具的公允
價值** (續)

(g) 資本管理 (續)

本集團以資本負債比率監控資本，資本負債比率即淨負債除以資本總額加上淨負債之和。淨負債包括計息銀行及其他借貸（不包括可換股債券）、應付賬款及票據、其他應付款項及預提費用，以及其他金融負債，減現金及銀行結存及長期定期存款，並不包括處置組。資本指可換股債券及本公司擁有人應佔權益。於報告期末的資本負債比率如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (other than convertible bonds)	計息銀行及其他借貸（不包括可換股債券）	34,106,475	35,200,974
Trade and bills payables	應付賬款及票據	9,499,441	10,200,635
Other payables and accruals	其他應付款項及預提費用	12,892,166	13,581,433
Other financial liabilities — non-current	其他金融負債 — 非流動	—	84,959
Other financial liabilities — current	其他金融負債 — 流動	54,661	—
Less: Cash and bank balances	減：現金及銀行結存	(12,443,800)	(12,765,829)
Less: Long-term time deposits	減：長期定期存款	(19,253,990)	(18,071,469)
Net debt	淨負債	24,854,953	28,230,703
Equity attributable to owners of the Company	本公司權益股東應佔權益	44,319,959	40,098,540
Convertible bonds	可換股債券	3,304,280	3,907,631
Adjusted capital	經調整資本	47,624,239	44,006,171
Capital and net debt	資本與淨負債	72,479,192	72,236,874
Gearing ratio	資本負債比率	34.29%	39.08%



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**44 STATEMENT OF FINANCIAL POSITION
OF THE COMPANY**

44 本公司財務狀況表

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	56	34
Investments in subsidiaries	於子公司的投資	18,505,201	19,404,866
Investments in associates	於聯營公司的投資	2,713,705	2,700,305
Derivative financial instruments	衍生金融工具	324,509	474,718
Other financial assets	其他金融資產	147,433	34,625
Loans to subsidiaries	貸款予子公司	5,784,907	6,093,226
Total non-current assets	總非流動資產	27,475,811	28,707,774
Current assets	流動資產		
Derivative financial instruments	衍生金融工具	9,752	—
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	1,135,745	1,424,078
Loans to subsidiaries	貸款予子公司	4,951,425	2,483,401
Cash and bank balances	現金及銀行結存	1,016,615	709,233
Total current assets	總流動資產	7,113,537	4,616,712
Current liabilities	流動負債		
Loans from subsidiaries	來自子公司的貸款	71,221	61,335
Other payables and accruals	其他應付款項及預提費用	79,928	83,951
Interest-bearing bank and other borrowings	計息銀行及其他借貸	5,144,068	3,051,337
Derivative financial instruments	衍生金融工具	4,876	20,083
Total current liabilities	總流動負債	5,300,093	3,216,706
Net current assets	流動資產淨額	1,813,444	1,400,006
Total assets less current liabilities	總資產減流動負債	29,289,255	30,107,780



**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**44 STATEMENT OF FINANCIAL POSITION
OF THE COMPANY** (continued)

44 本公司財務狀況表 (續)

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current liabilities	非流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	18,428,321	22,130,430
Deferred tax liabilities	遞延稅項負債	12,211	—
Derivative financial instruments	衍生金融工具	4,461	9,801
Total non-current liabilities	總非流動負債	18,444,993	22,140,231
Net assets	淨資產	10,844,262	7,967,549
Equity	權益		
Share capital	股本	358,143	359,948
Treasury shares	庫存股份	(148,344)	(175,701)
Reserves	儲備	10,634,463	7,783,302
Total equity	總權益	10,844,262	7,967,549

Approved and authorised for issue by the board of directors
on 26 March 2024.

經董事會於二零二四年三月二十六日批准
及授權刊發。

Chen Lang

陳朗
Director
董事

Jeffrey, Minfang Lu

盧敏放
Director
董事



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

44 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

44 本公司財務狀況表 (續)

附註：

本公司儲備概述如下：

		Share premium	Contributed surplus	Foreign currency translation differences	Fair value reserve of financial assets at fair value through other comprehensive income	(Accumulated losses)/ retained earnings	Share option reserve/share award reserve	Hedging reserve	Total
		股份溢價	實繳盈餘	貨幣換算差額	按公允價值計入其他全面收益之金融資產之公允價值儲備	(累計虧損)/ 保留利潤	購股權儲備/ 股份獎勵儲備	對沖儲備	總計
		RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元
		Note (a) 附註(a)							
At 1 January 2023	於二零二三年一月一日	9,030,035	387,574	293,519	(334,771)	(2,749,719)	751,905	404,759	7,783,302
Profit for the year	本年利潤	—	—	—	—	4,702,617	—	—	4,702,617
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	指定為以公允價值計量且其變動計入其他全面收益的股本投資的公允價值變動，扣除稅項	—	—	—	(15,422)	—	—	—	(15,422)
Exchange differences on translation	外幣折算差額	—	—	(66,877)	—	—	—	—	(66,877)
Effective portion of changes in fair value of hedging instruments arising during the year	來自本年對沖工具公允價值變動的實際部分	—	—	6,663	—	—	—	(126,572)	(119,909)
Total comprehensive income for the year	年度全面收益總額	—	—	(60,214)	(15,422)	4,702,617	—	(126,572)	4,500,409
Fair value amortisation of share-based payment component of the convertible bonds	可換股債券以股份為基礎的支付部分的公允價值攤銷	—	—	—	—	—	435,998	—	435,998
Transfer upon lapse of share-based payment component of the convertible bonds	可換股債券以股份為基礎的支付部分因失效而轉撥	—	—	—	—	221,877	(221,877)	—	—
Fair value amortisation of equity-settled share option arrangements	以股份支付的購股權安排的公允價值攤銷	—	—	—	—	—	69,067	—	69,067
Shares issued and transfer of share option reserve under equity-settled share option arrangements	根據以股份支付的購股權安排發行股份及轉出購股權儲備	198,865	—	—	—	—	(43,855)	—	155,010
Fair value amortisation of share award scheme	股票獎勵計劃的公允價值攤銷	—	—	—	—	—	121,608	—	121,608
Shares vested under share award scheme	根據股票獎勵計劃歸屬的股份	15,616	—	—	—	—	(138,314)	—	(122,698)
Share cancellation	註銷股份	(720,218)	—	—	—	—	—	—	(720,218)
Dividends paid to owners of the Company	已向本公司擁有人派付股息	(1,588,015)	—	—	—	—	—	—	(1,588,015)
		(2,093,752)	—	—	—	221,877	222,627	—	(1,649,248)
At 31 December 2023	於二零二三年十二月三十一日	6,936,283	387,574	233,305	(350,193)	2,174,775	974,532	278,187	10,634,463



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

44 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

		Share premium	Contributed surplus	Foreign currency translation differences	Fair value reserve of financial assets at fair value through other comprehensive income 按公允價值計入 其他全面收益的 金融資產之 公允價值儲備	Accumulated losses	Share option reserve/share award reserve	Hedging reserve	Total
		股份溢價 RMB'000 人民幣千元	實繳盈餘 RMB'000 人民幣千元 Note (a) 附註(a)	貨幣換算差額 RMB'000 人民幣千元	公允價值儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	購股權儲備/ 股份獎勵儲備 RMB'000 人民幣千元	對沖儲備 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	10,455,076	387,574	(657,192)	(335,451)	(1,970,584)	169,571	(49,318)	7,999,676
Loss for the year	本年虧損	—	—	—	—	(780,403)	—	—	(780,403)
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	指定為以公允價值計量且其變動 計入其他全面收益的股本 投資的公允價值變動，扣除 稅項	—	—	—	680	—	—	—	680
Exchange differences on translation	外幣折算差額	—	—	934,769	—	—	—	—	934,769
Effective portion of changes in fair value of hedging instruments arising during the year	來自本年對沖工具公允價值變動 的實際部分	—	—	15,942	—	—	—	454,077	470,019
Total comprehensive income for the year	年度全面收益總額	—	—	950,711	680	(780,403)	—	454,077	625,065
Fair value amortisation of share-based payment component of the convertible bonds	可換股債券以股份為基礎的 支付部分的公允價值攤銷	—	—	—	—	—	555,083	—	555,083
Transfer upon lapse of share-based payment component of the convertible bonds	可換股債券以股份為基礎的 支付部分因失效而轉撥	—	—	—	—	1,268	(1,268)	—	—
Fair value amortisation of equity-settled share option arrangements	以股份支付的購股權安排的 公允價值攤銷	—	—	—	—	—	58,844	—	58,844
Shares issued under equity-settled share option arrangements	根據以股份支付的購股權安排 發行股份	26,860	—	—	—	—	—	—	26,860
Transfer of share option reserve upon exercise of share options	行使購股權時轉出購股權儲備	7,366	—	—	—	—	(7,366)	—	—
Fair value amortisation of share award scheme	股票獎勵計劃的公允價值攤銷	—	—	—	—	—	131,932	—	131,932
Shares vested under share award scheme	根據股票獎勵計劃歸屬的股份	47,402	—	—	—	—	(154,891)	—	(107,489)
Dividends paid to owners of the Company	已向本公司擁有人派付股息	(1,506,669)	—	—	—	—	—	—	(1,506,669)
		(1,425,041)	—	—	—	1,268	582,334	—	(841,439)
At 31 December 2022	於二零二二年十二月三十一日	9,030,035	387,574	293,519	(334,771)	(2,749,719)	751,905	404,759	7,783,302

Note:

- (a) The contributed surplus of the Company represents the difference between the then combined net asset value of the subsidiaries acquired pursuant to the Group reorganisation and the nominal value of the shares of the Company issued in exchange therefor.

44 本公司財務狀況表 (續)

附註：(續)

		Share premium	Contributed surplus	Foreign currency translation differences	Fair value reserve of financial assets at fair value through other comprehensive income 按公允價值計入 其他全面收益的 金融資產之 公允價值儲備	Accumulated losses	Share option reserve/share award reserve	Hedging reserve	Total
		股份溢價 RMB'000 人民幣千元	實繳盈餘 RMB'000 人民幣千元 Note (a) 附註(a)	貨幣換算差額 RMB'000 人民幣千元	公允價值儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	購股權儲備/ 股份獎勵儲備 RMB'000 人民幣千元	對沖儲備 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	10,455,076	387,574	(657,192)	(335,451)	(1,970,584)	169,571	(49,318)	7,999,676
Loss for the year	本年虧損	—	—	—	—	(780,403)	—	—	(780,403)
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	指定為以公允價值計量且其變動 計入其他全面收益的股本 投資的公允價值變動，扣除 稅項	—	—	—	680	—	—	—	680
Exchange differences on translation	外幣折算差額	—	—	934,769	—	—	—	—	934,769
Effective portion of changes in fair value of hedging instruments arising during the year	來自本年對沖工具公允價值變動 的實際部分	—	—	15,942	—	—	—	454,077	470,019
Total comprehensive income for the year	年度全面收益總額	—	—	950,711	680	(780,403)	—	454,077	625,065
Fair value amortisation of share-based payment component of the convertible bonds	可換股債券以股份為基礎的 支付部分的公允價值攤銷	—	—	—	—	—	555,083	—	555,083
Transfer upon lapse of share-based payment component of the convertible bonds	可換股債券以股份為基礎的 支付部分因失效而轉撥	—	—	—	—	1,268	(1,268)	—	—
Fair value amortisation of equity-settled share option arrangements	以股份支付的購股權安排的 公允價值攤銷	—	—	—	—	—	58,844	—	58,844
Shares issued under equity-settled share option arrangements	根據以股份支付的購股權安排 發行股份	26,860	—	—	—	—	—	—	26,860
Transfer of share option reserve upon exercise of share options	行使購股權時轉出購股權儲備	7,366	—	—	—	—	(7,366)	—	—
Fair value amortisation of share award scheme	股票獎勵計劃的公允價值攤銷	—	—	—	—	—	131,932	—	131,932
Shares vested under share award scheme	根據股票獎勵計劃歸屬的股份	47,402	—	—	—	—	(154,891)	—	(107,489)
Dividends paid to owners of the Company	已向本公司擁有人派付股息	(1,506,669)	—	—	—	—	—	—	(1,506,669)
		(1,425,041)	—	—	—	1,268	582,334	—	(841,439)
At 31 December 2022	於二零二二年十二月三十一日	9,030,035	387,574	293,519	(334,771)	(2,749,719)	751,905	404,759	7,783,302

附註：

- (a) 本公司的實繳盈餘指根據集團重組所收購子公司的當時合併資產淨值與本公司為換取上述合併資產淨值所發行股份的面值間的差額。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

45 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standard, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

45 截至二零二三年十二月三十一日 止年度已頒佈但尚未生效的修 訂、新準則及詮釋的潛在影響

截至該等財務報表刊發日期，國際會計準則理事會已頒佈多項新訂或經修訂準則，但於截至二零二三年十二月三十一日止年度尚未生效且本集團並無於該等財務報表採納。有關發展包括可能與本集團相關的以下各項：

	Effective for accounting periods beginning on or after 於以下日期或之後 開始的會計期間生效
Amendments to IAS 1, <i>Presentation of financial statements:</i> <i>Classification of liabilities as current or non-current ("2020 amendments")</i> 國際會計準則第1號的修訂，財務報表的呈列： 分類為流動或非流動負債（「二零二零年修訂」）	1 January 2024 二零二四年一月一日
Amendments to IAS 1, <i>Presentation of financial statements:</i> <i>Non-current liabilities with covenants ("2022 amendments")</i> 國際會計準則第1號的修訂，財務報表的呈列： 附帶契諾的非流動負債（「二零二二年修訂」）	1 January 2024 二零二四年一月一日
Amendments to IFRS 16, <i>Leases: Lease liability in a sale and leaseback</i> 國際財務報告準則第16號的修訂，租賃：售後租回的租賃負債	1 January 2024 二零二四年一月一日
Amendments to IAS 7, <i>Statement of cash flows</i> and IFRS 7, <i>Financial Instruments:</i> <i>Disclosures: Supplier finance arrangements</i> 國際會計準則第7號現金流量表及國際財務報告準則第7號金融工具：披露的修訂： 供應商融資安排	1 January 2024 二零二四年一月一日
Amendments to IAS 21, <i>The effects of changes in foreign exchange rates:</i> <i>Lack of exchangeability</i> 國際會計準則第21號的修訂，匯率變動的影響：缺乏可兌換性	1 January 2025 二零二五年一月一日
Amendments to IFRS 10, <i>Consolidated financial statements</i> and IAS 28, <i>Investments in associates and joint ventures: "Sale or contribution of assets between an investor and its associate or joint venture"</i> 國際財務報告準則第10號綜合財務報表及國際會計準則第28號於聯營公司及合營企 業的投資的修訂：「投資者與其聯營公司或合營企業間資產出售及注資」	To be determined 待釐定



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

45 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

The equivalent new and revised HKFRSs, consequently issued by the HKICPA as a result of these developments, have the same effective date as those issued by the IASB and are in all material aspects identical to the pronouncements issued by the IASB.

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

46 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2024.

45 截至二零二三年十二月三十一日 止年度已頒佈但尚未生效的修 訂、新準則及詮釋的潛在影響^(續)

香港會計師公會隨後因此等變動頒佈等同的新訂及經修訂香港財務報告準則，其與國際會計準則理事會所頒佈者具有相同生效日期，且在所有重大方面與國際會計準則理事會所頒佈之聲明一致。

本集團正在評估該等修訂對初始採用期間的預期影響。目前為止的結論是，採納該等修訂不大可能對綜合財務報表產生重大影響。

46 批准財務報表

董事會已於二零二四年三月二十六日批准及授權刊發財務報表。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Independent auditor's report
to the shareholders of China Mengniu Dairy Company Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Mengniu Dairy Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 138 to 314, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB"), Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告

致：中國蒙牛乳業有限公司全體股東
 (於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第138至314頁的中國蒙牛乳業有限公司(以下簡稱「貴公司」)及其子公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二四年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表以及附註，包括重大會計政策資訊及其他說明資訊。

我們認為，該等綜合財務報表已根據國際會計準則理事會頒佈的國際財務報告準則會計準則及香港會計師公會頒佈的香港財務報告準則真實而中肯地反映了貴集團於二零二四年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Assessing impairment of goodwill and trademarks with indefinite useful lives

評估商譽及無限使用年限商標的減值

Refer to Note 19 to the consolidated financial statements and the accounting policies in Note 2.3.

請參閱綜合財務報表附註19及附註2.3所述的會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

在審計中如何應對該事項

The carrying amount of goodwill and trademarks with indefinite useful lives amounting to RMB15,780,888,000, represented 15% of the Group's total assets as at 31 December 2024. During the year ended 31 December 2024, the Group has recognised impairment losses of the goodwill and trademarks with indefinite useful life directly related to the Bellamy's cash-generating unit ("CGU") of RMB1,154,728,000 and RMB3,490,098,000, respectively.

二零二四年十二月三十一日，商譽及無限使用年限商標賬面金額為人民幣15,780,888,000元，佔貴集團總資產的15%。截至二零二四年十二月三十一日止年度，貴集團已確認與貝拉米現金產生單位（「現金產生單位」）直接相關的商譽及無限使用年限商標的減值虧損分別為人民幣1,154,728,000元及人民幣3,490,098,000元。

Goodwill and trademarks with indefinite useful lives are allocated to CGUs or groups of CGUs. Impairment test was performed by management on CGUs or groups of CGUs to which goodwill and trademarks with indefinite useful lives have been allocated at least annually by comparing the carrying value with the recoverable amount of the CGUs or groups of CGUs, which is the higher of value in use and fair value less costs of disposal. The value in use of a CGU was determined by management using discounted cash flow forecasts.

商譽及無限使用年限商標被分配至現金產生單位或現金產生單位組別。管理層至少每年通過比較現金產生單位或現金產生單位組別的賬面值與可收回金額（即使用價值及公允值減銷售成本的較高者），就商譽及無限使用年限商標已獲分配至的現金產生單位或現金產生單位組別進行減值測試。管理層使用折現現金流量預測來確定現金產生單位的使用價值。

Our audit procedures to assessing impairment of goodwill and trademarks with indefinite useful lives included the following:

我們就評價商譽及無限使用年限商標的減值的審計程序包括以下程序：

- understanding and evaluating the design and implementation of key internal controls over the impairment assessment;
- 了解並評價與減值評估相關的關鍵內部控制的設計和運行；
- assessing management's identification of CGU and the allocation of assets and liabilities to each CGU with reference to the requirements of the prevailing accounting standards;
- 參考現行會計準則的規定，評估管理層對現金產生單位的識別及分配至各現金產生單位的資產及負債；
- discussing future operating plans with management and comparing key assumptions in the discounted cash flow forecasts, such as the estimated future sales growth rates and corresponding gross margin rates with the approved budget and with reference to historical sales growth rates and corresponding gross margin rates;
- 與管理層討論未來經營計劃及將折現現金流量預測中的主要假設（如預計未來銷售增長率及相關毛利率）與經批准的預算相比較並參考歷史銷售增長率及相關毛利率；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Assessing impairment of goodwill and trademarks with indefinite useful lives (continued)

評估商譽及無限使用年限商標的減值 (續)

Refer to Note 19 to the consolidated financial statements and the accounting policies in Note 2.3.
請參閱綜合財務報表附註19及附註2.3所述的會計政策。

The Key Audit Matter 關鍵審計事項

How the matter was addressed in our audit 在審計中如何應對該事項

We identified assessing impairment of goodwill and trademarks with indefinite useful lives as a key audit matter because the preparation of discounted cash flow forecasts involves the exercise of significant management judgement in determining key assumptions, particularly the future sales growth rates, corresponding gross margin rates and the discount rates applied, which could be subject to management bias.

我們將評估商譽及無限使用年限商標的減值識別為關鍵審計事項，是由於折現現金流量預測的編製涉及在確定主要假設（尤其是未來銷售增長率、相關毛利率及使用的貼現率）時作出重要的管理層判斷，而管理層可能對此存有偏向。

- with the assistance of our internal valuation specialists, when appropriate, evaluating the methodology adopted with reference to the requirements of the prevailing accounting standards, and assessing the discount rates used in the discounted cash flow forecasts by comparing with range of discount rates adopted by companies in the similar industries;
- 在內部估值專家協助下，如適用，參考現行會計準則的規定評估所採用的方法；及通過與類似行業的公司所採用的折現率範圍相比較，評估折現現金流量預測中使用的折現率；
- evaluating the sensitivity analysis prepared by management for each of the key assumptions, including future sales growth rates, corresponding gross margin rates and discount rates adopted in the discounted cash flow forecasts and considering whether there are any indicators of management bias;
- 評估管理層為每項主要假設（包括未來銷售增長率、相關毛利率及於折現現金流量預測中採用的折現率）編製的敏感度分析及考慮是否存在任何管理層對此存有偏向的跡象；
- performing a retrospective review of last year's impairment assessment and comparing the forecast data with the current year's results to assess the reasonableness of the prior year's discounted cash flow forecasts and making enquiries of management as to the reasons for any significant variations identified and whether these have been considered in the forecasts of the current year; and
- 對去年的減值評估進行追溯審閱並將預測數據與本年度業績相比較，以評估上一年度折現現金流量預測的合理性，及向管理層查詢有關識別任何重大變化的原因以及該等變化有否於本年度預測進行考慮；及
- assessing the disclosures in the consolidated financial statements in respect of the impairment assessment with reference to the requirements of the prevailing accounting standards.
- 參考現行會計準則的規定，評估綜合財務報表中有關減值評估的披露。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Assessing impairment of an investment in a material associate

評估重大聯營公司投資的減值

Refer to Note 20 to the consolidated financial statements and the accounting policies in Note 2.3.

請參閱綜合財務報表附註20及附註2.3所述的會計政策。

The Key Audit Matter

關鍵審計事項

The Group's investment in China Modern Dairy Holdings Ltd. ("China Modern Dairy"), a material associate of the Group, amounted to RMB7,354,005,000, representing 7% of the Group's total assets as at 31 December 2024.

二零二四年十二月三十一日，貴集團於中國現代牧業控股有限公司（「中國現代牧業」），一家貴集團的重大聯營公司，的投資達人民幣7,354,005,000元，佔貴集團總資產7%。

Management performed an impairment assessment of the investment in China Modern Dairy by comparing the carrying value of investment in China Modern Dairy with its recoverable amount, which is the higher of value in use and fair value less costs of disposal. The value in use of China Modern Dairy was determined by management based on a discounted cash flow forecast.

管理層通過將中國現代牧業的投資賬面值與其可收回金額（即使用價值及公允值減銷售成本的較高者）相比較，對中國現代牧業的投資進行減值評估。管理層根據折現現金流量預測確定中國現代牧業的使用價值。

We identified assessing impairment of an investment in a material associate as a key audit matter because the preparation of discounted cash flow forecast involves the exercise of significant management judgement in determining key assumptions, particularly the future sales growth rates, corresponding gross margin rates and the discount rate applied, which could be subject to management bias.

我們將評估重大聯營公司的投資的減值識別為關鍵審計事項，是由於折現現金流量預測的編製涉及在確定主要假設（尤其是未來銷售增長率、相關毛利率及應用的貼現率）時作出重要的管理層判斷，而管理層可能對此存有偏向。

How the matter was addressed in our audit

在審計中如何應對該事項

Our audit procedures to assessing impairment of an investment in a material associate included the following: 我們就評價重大聯營公司的投資減值的審計程序包括以下程序：

- understanding and evaluating the design and implementation of key internal controls over the impairment assessment;
- 了解並評價與減值評估相關的關鍵內部控制的設計和運行；
- discussing future operating plan with management and comparing key assumptions in the discounted cash flow forecast, such as the future sales growth rates and corresponding gross margin rates with the approved budget and with reference to historical sales growth rates and corresponding gross margin rates;
- 與管理層討論未來經營計劃及將折現現金流量預測中的主要假設（如未來銷售增長率及相關毛利率）與經批准的預算相比較並參考歷史銷售增長率及相關毛利率；
- with the assistance of our internal valuation specialists, evaluating the methodology adopted with reference to the requirements of the prevailing accounting standards, and assessing the discount rate used in the discounted cash flow forecast by comparing with range of discount rates adopted by companies in the similar industries;
- 在內部估值專家協助下，參考現行會計準則的規定評估所採用的方法；及通過與類似行業的公司所採用的折現率範圍相比較，評估折現現金流量預測中使用的折現率；

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Assessing impairment of an investment in a material associate (continued)

評估重大聯營公司投資的減值 (續)

Refer to Note 20 to the consolidated financial statements and the accounting policies in Note 2.3.

請參閱綜合財務報表附註20及附註2.3所述的會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

在審計中如何應對該事項

- evaluating the sensitivity analysis prepared by management for each of the key assumptions, including future sales growth rates, corresponding gross margin rates and discount rate adopted in the discounted cash flow forecast and considering whether there are any indicators of management bias; and
- 評估管理層為每項主要假設（包括未來銷售增長率、相關毛利率及於折現現金流量預測中採用的折現率）編製的敏感度分析及考慮是否存在任何管理層對此存有偏向的跡象；及
- performing a retrospective review of last year's impairment assessment and comparing the forecast data with the current year's results to assess the reasonableness of the prior year's discounted cash flow forecast and making enquiries of management as to the reasons for any significant variations identified and whether these have been considered in the forecast of the current year.
- 對去年的減值評估進行追溯審閱並將預測數據與本年度業績相比較，以評估上一年度折現現金流量預測的合理性，及向管理層查詢有關識別任何重大變化的原因以及該等變化有否於本年度預測進行考慮。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards issued by the IASB, HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表及其核數師報告以外的 信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際財務報告準則會計準則、香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 計劃和執行集團審計，以獲取關於集團內實體或業務單位財務信息的充足、適當的審計憑證，作為對集團財務報表形成意見的基礎。我們負責指導、監督和覆核就集團審計目的而執行的審計工作。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施（若適用）。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ho Ying Man Simon.

核數師就審計綜合財務報表承擔的責任 (續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是何應文。

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

26 March 2025

畢馬威會計師事務所

執業會計師
香港中環
遮打道十號
太子大廈八樓

二零二五年三月二十六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

for the year ended 31 December 2024 (Expressed in Renminbi ("RMB")) 截至二零二四年十二月三十一日止年度 (以人民幣(「人民幣」)列示)

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue	收入	5	88,674,774	98,624,041
Cost of sales	銷售成本		(53,584,334)	(61,983,946)
Gross profit	毛利		35,090,440	36,640,095
Other income and gains	其他收入及收益	5	1,031,644	1,069,392
Selling and distribution expenses	銷售及經銷費用		(23,092,601)	(25,192,211)
Administrative expenses	行政費用		(4,228,995)	(4,742,531)
Impairment losses on financial and contract assets, net	金融及合約資產減值虧損淨額	7	(371,712)	(309,626)
Loss on derecognition of financial assets measured at amortised cost	按攤餘成本計量的金融資產終止確認所產生的虧損		(49,044)	(54,663)
Other expenses	其他費用	6	(6,453,014)	(1,296,464)
Interest income	利息收入		1,411,977	1,675,555
Finance costs	融資成本	8	(1,467,790)	(1,569,281)
Share of results of associates	應佔聯營公司業績	20	(871,728)	91,921
Profit before taxation	稅前利潤	7	999,177	6,312,187
Income tax expense	所得稅支出	11	(774,572)	(1,425,212)
Profit for the year	本年利潤		224,605	4,886,975
Attributable to:	歸屬於：			
Owners of the Company	本公司權益股東		104,507	4,809,197
Non-controlling interests	非控股股東權益		120,098	77,778
			224,605	4,886,975
Earnings per share attributable to ordinary equity holders of the Company (expressed in RMB per share)	本公司普通股權益股東應佔每股盈利(以每股人民幣元計)	13		
Basic	基本		0.027	1.220
Diluted	攤薄		0.027	1.216

The notes on pages 148 to 314 form part of these financial statements. Details of dividends payable to equity holders of the Company attributable to the profit for the year are set out in Note 12.

第148至314頁的附註屬該等財務報表的一部分。應付本公司權益擁有人應佔本年利潤的股息的詳情載於附註12。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

for the year ended 31 December 2024 (Expressed in RMB) 截至二零二四年十二月三十一日止年度(以人民幣列示)

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit for the year	本年利潤	224,605	4,886,975
Other comprehensive income	其他全面收益		
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>	<i>期後可能重新分類至損益的其他全面收益：</i>		
Exchange differences on translation of foreign operations	海外業務的外幣折算差額	(939,791)	(107,916)
Effective portion of changes in fair value of hedging instruments arising during the year:	來自本年對沖工具公允價值變動的有效部分：		
— Total hedging loss recognised in other comprehensive income (excluding exchange differences)	— 於其他全面收益確認的對沖虧損總額(不包括外幣折算差額)	95,486	167,538
— Amount reclassified from other comprehensive income to profit or loss	— 自其他全面收益重新分類至損益的金額	(231,533)	(275,535)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	(171,710)	(24,825)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	期後可能重新分類至損益的其他全面收益淨額	(1,247,548)	(240,738)
<i>Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:</i>	<i>期後不會重新分類至損益的其他全面收益：</i>		
Exchange differences on translation	外幣折算差額	225,427	124,287
Equity investments designated at fair value through other comprehensive income:	指定為以公允價值計量且其變動計入其他全面收益的股本投資：		
— Changes in fair value	— 公允價值變動	5,684	(15,422)
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	期後不會重新分類至損益的其他全面收益淨額	231,111	108,865
Other comprehensive income, net of tax	其他全面收益，扣除稅項	(1,016,437)	(131,873)
Total comprehensive income for the year	年度全面收益總額	(791,832)	4,755,102
Attributable to:	歸屬於：		
Owners of the Company	本公司權益股東	(937,980)	4,668,268
Non-controlling interests	非控股股東權益	146,148	86,834
		(791,832)	4,755,102

The notes on pages 148 to 314 form part of these financial statements. 第148至314頁的附註屬該等財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

at 31 December 2024 (Expressed in RMB) 於二零二四年十二月三十一日 (以人民幣列示)

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	20,905,216	21,715,379
Construction in progress	在建工程	15	2,278,028	2,348,779
Investment properties	投資物業		57,775	59,421
Right-of-use assets	使用權資產	16	2,584,719	2,733,497
Goodwill	商譽	17	7,677,836	8,952,282
Other intangible assets	其他無形資產	18	8,829,053	12,617,999
Investments in associates	於聯營公司的投資	20	9,648,894	10,408,632
Deferred tax assets	遞延稅項資產	21(a)	930,170	1,434,197
Derivative financial instruments	衍生金融工具	31	241,794	324,509
Other financial assets	其他金融資產	22	16,205,547	20,147,281
Long-term prepayments	長期預付款	25	1,165,975	349,713
Total non-current assets	總非流動資產		70,525,007	81,091,689
Current assets	流動資產			
Other financial assets	其他金融資產	22	8,138,860	8,531,769
Derivative financial instruments	衍生金融工具	31	8,582	23,492
Inventories	存貨	23	4,936,666	6,088,450
Trade and bills receivables	應收賬款及票據	24	3,261,858	3,668,604
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	25	1,979,279	3,095,554
Pledged deposits	保證金存款	26	103,383	276,593
Cash and bank balances	現金及銀行結存	26	17,339,157	12,443,800
Total current assets	總流動資產		35,767,785	34,128,262

**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**
綜合財務狀況表

at 31 December 2024 (Expressed in RMB) 於二零二四年十二月三十一日 (以人民幣列示)

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current liabilities	流動負債			
Trade and bills payables	應付賬款及票據	27	8,647,226	9,499,441
Other payables and accruals	其他應付款項及預提費用	28	11,244,088	12,892,166
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29/30	16,661,575	9,806,937
Derivative financial instruments	衍生金融工具	31	38,276	—
Income tax payable	應付所得稅		370,787	340,853
Other financial liabilities	其他金融負債	33	44,608	54,661
Total current liabilities	總流動負債		37,006,560	32,594,058
Net current (liabilities)/assets	淨流動(負債)/資產		(1,238,775)	1,534,204
Total assets less current liabilities	總資產減流動負債		69,286,232	82,625,893
Non-current liabilities	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29/30	17,975,625	27,603,818
Deferred income	遞延收入	32	728,274	636,194
Deferred tax liabilities	遞延稅項負債	21(b)	2,556,842	3,729,709
Derivative financial instruments	衍生金融工具	31	—	4,461
Total non-current liabilities	總非流動負債		21,260,741	31,974,182
NET ASSETS	淨資產		48,025,491	50,651,711

CONSOLIDATED STATEMENT OF FINANCIAL POSITION **綜合財務狀況表**

at 31 December 2024 (Expressed in RMB) 於二零二四年十二月三十一日 (以人民幣列示)

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
EQUITY	權益		
Equity attributable to owners of the Company	本公司權益股東應佔權益		
Share capital	股本	34 356,662	358,143
Shares held under share award scheme	根據股票獎勵計劃持有的股份	(114,293)	(148,344)
Treasury shares	庫存股份	(17,981)	—
Other reserves	其他儲備	35 8,105,166	10,045,196
Retained earnings	保留利潤	33,232,733	34,064,964
		41,562,287	44,319,959
Non-controlling interests	非控股股東權益	6,463,204	6,331,752
TOTAL EQUITY	總權益	48,025,491	50,651,711

Approved and authorised for issue by the board of directors on 26 March 2025.

董事會已於二零二五年三月二十六日批准及授權刊發。

Qing Lijun
慶立軍
Director
董事

Gao Fei
高飛
Director
董事

The notes on pages 148 to 314 form part of these financial statements.

第148至314頁的附註屬該等財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

for the year ended 31 December 2024 (Expressed in RMB) 截至二零二四年十二月三十一日止年度(以人民幣列示)

		Attributable to owners of the Company 本公司應佔權益											
		Fair value of reserve of financial assets at fair value through other comprehensive income 按公允價值計量且其 變動計入其他全面 收益的金融資產之 公允價值											
		Share capital (附註34)	Share premium	Contributed surplus	Statutory reserves (附註35)	Foreign currency translation reserve	Share option reserve/other comprehensive income	Hedging reserve	Equity transition reserve	Puttable non-controlling interest reserve	Share of other changes in equity of associates	Related earning	Total equity
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		股本	股份溢價	實收溢利	法定儲備	外幣兌換儲備	應收購股權/其他 全面收益儲備	對沖儲備	權益交易儲備	可分攤非控股股東 權益儲備	應佔聯營公司之 權益變動儲備	保留利潤	總權益
		(附註34)	(附註34)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)
At 1 January 2023	於二零二三年一月一日	389,948	-	20,677	4,589,144	(1,771,588)	(534,171)	401,759	(1,883,612)	(873,538)	(2,227)	28,447,855	50,051,738
Profit for the year	本年利潤	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year	本年其他全面收益：	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation	外幣折算差額	-	-	-	-	-	-	-	-	-	-	-	-
Changes in fair value of equity investments at fair value through other comprehensive income	按公允價值計量且其變動計入其他全面收益的股 權投資之公允價值變動	-	-	-	-	611	-	-	-	-	-	-	-
Share of other comprehensive income of associates	應佔聯營公司其他全面 收益	-	-	-	-	-	(15,422)	-	-	-	-	-	(15,422)
Elective portion of changes in fair value of hedging instruments arising during the year	來自本年對沖工具公允價值 變動之有效部分	-	-	-	-	-	-	(107,397)	-	-	-	-	(107,397)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	735	(15,422)	(107,397)	-	-	(24,825)	4,883,448	4,755,102
Fair value amortisation of state-based payment component of the convertible bonds	可供轉換債券以股份為基礎的支 付部分之公允價值攤銷	-	-	-	-	-	-	-	-	-	-	-	-
Transfer upon issue of state-based payment component of the convertible bonds	可供轉換債券以股份為基礎的支 付部分之公允價值轉讓	-	-	-	-	-	-	-	-	-	-	-	-
Fair value amortisation of equity-settled share option arrangements	以股份支付之購股權安排之 公允價值攤銷	-	-	-	-	-	-	-	-	-	-	-	-
Shares issued and transfer of share option reserve under equity-settled share option arrangements	發行股份及轉讓購股權 儲備	627	-	-	-	-	(43,853)	-	-	-	-	-	155,837
Fair value amortisation of share award scheme	股票獎勵計劃之公允價值攤銷	-	-	-	-	-	-	-	-	-	-	-	-
Shares vested under share award scheme	根據股票獎勵計劃歸屬之股份	-	-	-	-	-	121,888	-	-	-	-	-	121,888
Persees of restricted shares expenses of a subsidiary	一間子公司因限制性股票開支 之費用	-	-	-	-	-	(138,314)	-	-	-	-	-	-
Share purchases	購股	-	-	-	-	-	-	-	-	-	-	-	-
Share cancellation	註銷股份	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interests	收購非控股股東權益	-	-	-	-	-	-	-	-	-	-	-	-
Capital injection from non-controlling interests	非控股股東權益注資	-	-	-	-	-	-	-	-	-	-	-	-
Change in the amount of put liability of non-controlling interest	非控股股東權益認沽權儲備金額 變動	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid to owners of the Company	已向本公司股東派發之股息	-	-	-	-	-	-	-	-	-	-	-	-
Dividends payable to non-controlling interests	向非控股股東派發之股息/應付 股息	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	382,859	-	-	-	-	-	-	(382,859)	-
		(1,305)	27,357	-	382,859	-	222,827	-	1,294,397	6,914	-	(182,108)	(4,155,188)
At 31 December 2023	於二零二三年十二月三十一日	388,143	(143,344)	20,677	4,982,073	(1,767,283)	(533,193)	286,762	(434,833)	(880,432)	(47,052)	34,094,394	50,051,711

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024 (Expressed in RMB) 截至二零二四年十二月三十一日止年度(以人民幣列示)

Attributable to owners of the Company 本公司應佔股東權益																
	Treasury shares held under share award scheme	Share capital	Treasury shares	Share premium	Contributed surplus	Statutory reserves	Foreign currency translation reserve	Fair value of financial assets at fair value through other comprehensive income	State option reserve/award reserve	Hedging reserve	Equity transaction reserve	Putable non-controlling interest reserve	Share of other changes in equity of associates	Retained earnings	Non-controlling interests	Total equity
	存庫股票及股份獎勵計劃下之庫藏股 RMB'000 人民幣千元	股本 RMB'000 人民幣千元	庫藏股份 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	實收溢利 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	外幣折算儲備 RMB'000 人民幣千元	可供出售金融資產之公允價值儲備 RMB'000 人民幣千元	購回購權/股份獎勵儲備 RMB'000 人民幣千元	對沖儲備 RMB'000 人民幣千元	權益交易儲備 RMB'000 人民幣千元	可供出售非控制性股東權益儲備 RMB'000 人民幣千元	聯營及合營公司之其他權益儲備 RMB'000 人民幣千元	保留利潤 RMB'000 人民幣千元	非控制性權益 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Notes 附註	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)	34 (附註34)
At 1 January 2024	383,143	(148,344)	-	7,072,834	284,477	4,982,273	(1,317,283)*	(550,193)*	1,043,357	286,702	(64,852)*	(680,624)*	(47,652)*	34,564,564	44,719,519	50,651,711
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	(704,438)	-	-	-	-	-	-	-	-	(710,389)
Share of other comprehensive income of associates	-	-	-	-	-	-	-	5,684	-	-	-	-	-	-	-	5,684
Effective portion of changes in fair value of hedging instruments arising during the year	-	-	-	-	-	-	-	-	-	(133,447)	-	-	(171,710)	-	(171,710)	(171,710)
Total comprehensive income for the year	-	-	-	-	-	-	(704,414)	5,684	-	(133,447)	-	-	(171,710)	104,507	(67,930)	(79,123)
Fair value amortisation and cancellations of share-based payment component of the convertible bonds	-	-	-	-	-	-	-	-	321,824	-	-	-	-	-	321,824	322,409
Transfer upon lapse of share-based payment component of the convertible bonds	-	-	-	-	-	-	-	-	(1,025,847)	-	-	-	-	1,025,847	-	-
Fair value amortisation of equity-settled share option arrangements	-	-	-	-	-	-	-	-	(12,906)	-	-	-	-	-	(12,906)	(12,906)
Fair value amortisation of share award scheme	-	-	-	-	-	-	-	-	41,910	-	-	-	-	-	41,910	41,910
Share vesting under share award scheme	-	84,395	-	33,373	-	-	-	-	(122,778)	-	-	-	-	-	-	-
Share purchases	-	(50,655)	-	(233,056)	-	-	-	-	-	-	-	-	-	-	(284,160)	(284,160)
Share cancellation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposal of subsidiaries	-	(1,461)	-	215,241	(215,241)	-	-	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	-	16,138	-	-	-	-	16,138	156
Capital injection from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(25,657)	(25,657)
Change in the amount of put liability of non-controlling interest	-	-	-	-	-	-	-	-	-	16,846	-	-	-	-	16,846	21,128
Dividends paid to owners of the Company	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid to owners of the Company	-	-	-	-	-	-	-	-	-	-	-	-	-	4,905	4,905	10,053
Dividends paid payable to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,524,558)	-	(1,524,558)
Transfer to statutory reserves	-	-	-	-	-	30,027	-	-	-	-	-	-	-	(59,107)	-	(15,146)
At 31 December 2024	(1,461)	94,451	(17,581)	(175,470)	-	30,027	-	-	(798,868)	-	32,382	4,936	-	(69,738)	(1,419,532)	(1,334,388)
At 31 December 2023	558,682	(114,230)	-	6,837,284	284,477	5,001,400	(2,317,697)*	(544,509)*	243,267	160,715	(407,847)	(875,546)*	(213,762)*	33,232,733	41,262,287	48,025,461

These reserve accounts comprise the consolidated other reserves of RMB8,105,166,000 (2023: RMB10,045,196,000) in the consolidated statement of financial position.

The notes on pages 148 to 314 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

for the year ended 31 December 2024 (Expressed in RMB) 截至二零二四年十二月三十一日止年度(以人民幣列示)

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash flows from operating activities	經營業務產生的現金流量		
Profit before taxation:	稅前利潤：	999,177	6,312,187
Adjustments for:	就下列各項調整：		
Interest income	利息收入	(1,411,977)	(1,675,555)
Finance costs	融資成本	8	1,569,281
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7	2,803,699
Depreciation of right-of-use assets	使用權資產折舊	7	385,609
Depreciation of investment properties	投資物業折舊	7	1,646
Amortisation of other intangible assets	其他無形資產攤銷	7	109,788
Net loss on disposal of property, plant and equipment, other intangible assets and right-of-use assets	出售物業、廠房及設備、其他無形資產及使用權資產虧損淨額	6	52,110
Impairment of financial and contract assets, net	金融及合約資產減值淨額	7	371,712
Impairment of investments in an associate	於一間聯營公司的投資減值	6	63,487
Impairment of construction in progress	在建工程減值		21,125
Impairment of goodwill	商譽減值	6	1,154,728
Impairment of other intangible assets	其他無形資產減值	6	3,490,098
Write-down of inventories to net realisable value	存貨撇減至可變現淨值	6	911,092
Amortisation of deferred income for assets	資產遞延收入攤銷	5	(114,910)
Gain on disposal of an associate	出售一間聯營公司之收益	5	—
Share of results of associates	應佔聯營公司業績		871,728
Gain on disposal of subsidiaries	出售子公司收益	5	(267,216)
Net fair value loss/(gain) on exchangeable bonds	可交換債券公允值虧損／(收益)淨額	5/6	28,190
Gain on disposal of assets and liabilities held for sale	出售持有待售的資產及負債的收益	5	—
Foreign exchange loss, net	匯兌虧損淨額	6	21,369
Net fair value (gain)/loss on equity investment at fair value through profit or loss	按公允值計量且其變動計入損益的股權投資公允值(收益)／虧損淨額	5/6	(71,132)
Net fair value (gain)/loss on forward currency contracts	遠期外幣合約公允值(收益)／虧損淨額	5/6	(8,948)
Net fair value gain on other financial liabilities	其他金融負債公允值收益淨額	5	—
Fair value amortisation and cancellation of share-based payment component of the convertible bonds	可換股債券以股份為基礎的支付部分的公允值攤銷及註銷	7	322,409
Fair value amortisation and cancellations of equity-settled share option arrangements	以股份支付的購股權安排公允值攤銷及註銷	7	(12,906)
Fair value amortisation of share award scheme	股票獎勵計劃公允值攤銷	7	41,910
Reversal of restricted shares expense of a subsidiary	一間子公司限制性股票開支轉回	7	—
Changes in working capital:	營運資金變動：		
Decrease in other financial assets — entrusted loans to dairy farms	其他金融資產減少 — 授予奶農的委託貸款		21,908
Decrease in inventories	存貨減少		860,187
Decrease/(increase) in trade and bills receivables	應收賬款及票據減少／(增加)		277,963
Decrease/(increase) in pledged deposits	保證金存款減少／(增加)	26(a)	173,210
Decrease/(increase) in prepayments, other receivables and other assets	預付款、其他應收款項及其他資產減少／(增加)		32,458
Decrease in trade and bills payables	應付賬款及票據減少		(852,215)
Decrease in other payables and accruals	其他應付款項及預提費用減少		(1,402,018)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31 December 2024 (Expressed in RMB) 截至二零二四年十二月三十一日止年度 (以人民幣列示)

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash generated from operations	經營業務產生的現金	10,448,044	11,050,398
Interest paid	支付利息	(775,633)	(1,331,048)
Income taxes paid	支付所得稅	(1,340,155)	(1,370,012)
Net cash flows generated from operating activities	經營業務產生的淨現金流量	8,332,256	8,349,338
Cash flows from investing activities	投資活動產生的現金流量		
Purchase of items of property, plant and equipment	購置物業、廠房及設備	(1,172,774)	(1,534,183)
Additions to construction in progress	添置在建工程	(2,073,858)	(2,328,390)
Purchase of land use rights included in right-of-use assets	購置計入使用權資產的土地使用權	(1,887)	(78,048)
Purchase of other intangible assets	購置其他無形資產	(226,610)	(194,090)
Proceeds from disposal of property, plant and equipment, other intangible assets and right-of-use assets	處置物業、廠房及設備、其他無形資產及使用權資產所得款項	51,589	69,604
Purchase of other financial assets – equity investment	購置其他金融資產 – 股本投資	(104,235)	(36,000)
Proceeds from disposal of other financial assets – equity investment	處置其他金融資產 – 股本投資所得款項	46,024	—
Purchase of other financial assets – other debts investment	購置其他金融資產 – 其他債務投資	(786,596)	—
Deemed contribution to Yashili for disposal of Dumex Baby Food Co., Ltd.	出售多美滋嬰幼兒食品有限公司視為向雅士利注資	—	(200,000)
Purchase of other financial assets – investment deposits	購置其他金融資產 – 投資存款	(64,028,907)	(7,947,942)
Withdrawal of other financial assets – investment deposits	收回其他金融資產 – 投資存款	63,581,425	12,255,088
Increase in other financial assets – entrusted loans	其他金融資產增加 – 委託貸款	(313,848)	(315,467)
Withdrawal of other financial assets – entrusted loans	收回其他金融資產 – 委託貸款	264,924	—
Net increase in other loans	其他貸款增加淨額	(1,473,646)	(128,230)
Dividends received from associates	收取聯營公司股息	26,899	72,075
(Increase)/decrease in time deposits with original maturity of more than three months	原到期日為三個月以上的定期存款(增加)/減少	(649,948)	884,058
Interest received	已收利息	1,265,295	1,263,372
Acquisition of subsidiaries	收購子公司	—	922
Investments in associates	於聯營公司的投資	(5,229)	(2,018)
Proceeds from disposal of subsidiaries	出售子公司所得款項	20	832,140
Disposal of investments in an associate	出售於一間聯營公司的投資	—	10,596
Net decrease/(increase) in factoring receivable	應收保理款減少/(增加)淨額	1,986,332	(3,022,062)
Receipt of government grants for property, plant and equipment	收取物業、廠房及設備的政府補助金	114,910	112,749
Net cash flows used in investing activities	投資活動所用的淨現金流量	(3,500,120)	(285,826)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

for the year ended 31 December 2024 (Expressed in RMB) 截至二零二四年十二月三十一日止年度 (以人民幣列示)

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動產生的現金流量		
Proceeds from super & short-term commercial paper	超短期融資券所得款項	31,898,223	41,298,586
Repayment of super & short-term commercial paper	償還超短期融資券	(31,898,223)	(41,298,586)
Repayment of corporate bonds	償還公司債券	(3,610,761)	(3,443,702)
Redemption of convertible bonds	贖回可換股債券	(3,336,959)	(670,951)
Redemption of 2020 exchangeable bonds	償還二零二零年可交換債券	—	(617,227)
Issuance of 2023 exchangeable bonds	發行二零二三年可交換債券	—	593,535
Proceeds from interest-bearing bank loans	計息銀行貸款所得款項	37,184,004	49,091,106
Repayment of interest-bearing bank loans	償還計息銀行貸款	(33,424,242)	(46,723,460)
Decrease in pledged deposits for bank loans	銀行貸款的保證金存款減少	—	98,840
Capital element of lease rentals paid	已付租賃租金資本部分	(306,315)	(268,711)
Interest element of lease rentals paid	已付租賃租金利息部分	(52,834)	(64,181)
Interest paid	已付利息	(582,302)	(67,089)
Acquisition of non-controlling interests	收購非控股股東權益	(9,721)	(2,636,044)
Capital injection from non-controlling interests	非控股股東權益注資	37,974	160,750
Shares issued under equity-settled share option arrangements	根據以股份支付的購股權安排發行股份	—	155,637
Shares purchase	購股	(284,160)	(817,991)
Dividends paid to owners of the Company	支付本公司權益股東的股息	(1,924,358)	(1,588,015)
Dividends paid to non-controlling interests	支付非控股股東權益的股息	(15,745)	(4,882)
Net cash flows used in from financing activities	融資活動所用的淨現金流量	(6,325,419)	(6,802,385)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(1,493,283)	1,261,127
Cash and cash equivalents at 1 January	一月一日現金及現金等價物	7,201,880	5,693,433
Effect of foreign exchange rate changes, net	匯率變動的影響(淨額)	490,781	247,320
Cash and cash equivalents at 31 December	十二月三十一日現金及現金等價物	6,199,378	7,201,880
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances as stated in the consolidated statement of financial position	於綜合財務狀況表中列賬的現金及銀行結存	17,339,157	12,443,800
Time deposits with original maturity of more than three months	原到期日為三個月以上的定期存款	(11,139,779)	(5,241,920)
Cash and cash equivalents as stated in the consolidated statement of cash flows	於綜合現金流量表中列賬的現金及現金等價物	6,199,378	7,201,880

The notes on pages 148 to 314 form part of these financial statements.

第148至314頁的附註屬該等財務報表的一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 CORPORATE AND GROUP INFORMATION

China Mengniu Dairy Company Limited (the “Company”) is an exempted company with limited liability in the Cayman Islands. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are engaged in the manufacture and distribution of dairy products.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

1 公司及集團資料

中國蒙牛乳業有限公司(「本公司」)為在開曼群島註冊成立的獲豁免有限公司。本公司的註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands。本公司為一間投資控股公司。本公司及其子公司(統稱「本集團」)主要從事乳製品生產及經銷業務。

有關子公司的資料

本公司主要子公司詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立／ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Dairy Holdings	Cayman Islands 開曼群島	143,654 shares 143,654股股份	100%	—	Investment holding 投資控股
China Dairy (Mauritius) Limited	Mauritius 毛里裘斯	408,137,905 shares 408,137,905股股份	—	100%	Investment holding 投資控股
Start Great Holdings Limited	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	2,000 shares 2,000股股份	100%	—	Investment holding 投資控股
Colour Vantage Limited	BVI 英屬處女群島	1 share 1股股份	100%	—	Investment holding 投資控股
Future Discovery Limited	BVI 英屬處女群島	1 share 1股股份	100%	—	Investment holding 投資控股
Golden Stage Holdings Limited	BVI 英屬處女群島	20 shares 20股股份	100%	—	Investment holding 投資控股
Vision Clear Limited	Hong Kong 香港	998 shares 998股股份	—	100%	Investment holding 投資控股
Bright Rainbow Pte. Ltd.	Singapore 新加坡	2 shares 2股股份	—	100%	Investment holding 投資控股

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bright Treasure Pty Ltd.	Australia 澳大利亞	1 share 1股股份	—	100%	Investment holding 投資控股
Wise Journey Pty Ltd.	Australia 澳大利亞	1 share 1股股份	—	100%	Investment holding 投資控股
China Mengniu International Co., Ltd. 中國蒙牛國際有限公司	BVI 英屬處女群島	9,929,581,785 shares 9,929,581,785股股份	99.95%	—	Investment holding 投資控股
Plant Base Limited 植樸磨坊有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
Easy Reach Investment Co., Ltd. 盈達實業投資有限公司	Hong Kong 香港	2,176,895 shares 2,176,895股股份	100%	—	Investment holding 投資控股
Tianjin New Value Supply Chain Co., Ltd. (Note (iii)) 天津通瑞供應鏈有限公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB20,000,000 人民幣20,000,000元	—	100%	Sale of raw material 出售原材料
Inner Mongolia Special High-tech Dairy Products Co., Ltd. (Note (i)) 內蒙古特高新乳製品有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB250,000,000 人民幣250,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Hi-tech Dairy Product (Beijing) Co., Ltd. (Note (ii)) 蒙牛高科乳製品 (北京) 有限責任公司 (附註(ii))	The Chinese Mainland 中國大陸	RMB87,500,000 人民幣87,500,000元	21.36%	78.64%	Manufacture and sale of dairy products 生產及出售乳製品
Inner Mongolia Mengniu Dairy (Group) Company Limited ("Inner Mongolia Mengniu") (Note (iii)) 內蒙古蒙牛乳業 (集團) 股份有限公司 (「內蒙蒙牛」) (附註(iii))	The Chinese Mainland 中國大陸	RMB1,504,290,870 人民幣1,504,290,870元	8.99%	91.01%	Manufacture and sale of dairy products 生產及出售乳製品

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Inner Mongolia Mengniu Dairy Baotou Co., Ltd. (Note (iii)) 內蒙古蒙牛乳業包頭有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB30,000,000 人民幣30,000,000元	26.40%	73.60%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Luannan) Co., Ltd. (Note (iii)) 蒙牛乳業(瀋南)有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB106,000,000 人民幣106,000,000元	26.06%	73.94%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Tangshan) Co., Ltd. (Note (iii)) 蒙牛乳業(唐山)有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB250,000,000 人民幣250,000,000元	26.05%	73.95%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy Tai'an Co., Ltd. (Note (iii)) 蒙牛乳業泰安有限責任公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB60,000,000 人民幣60,000,000元	26.03%	73.97%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy Jiaozuo Co., Ltd. (Note (i)) 蒙牛乳業(焦作)有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB450,000,000 人民幣450,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Ma'an Shan) Co., Ltd. (Note (i)) 蒙牛乳業(馬鞍山)有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB275,000,000 人民幣275,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Inner Mongolia Mengniu Hi-tech Dairy Co., Ltd. (Note (i)) 內蒙古蒙牛高科技乳業有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB150,000,000 人民幣150,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Deluxe (Zhangjiakou) Dairy Co., Ltd. (Note (iii)) 蒙牛特倫蘇(張家口)乳業有限公司 (附註(iii))	The Chinese Mainland 中國大陸	United States Dollar ("US\$") 33,533,000 33,533,000美元 (「美元」)	26%	74%	Manufacture and sale of dairy products 生產及出售乳製品

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Mengniu Dairy (Qiqiha'er) Co., Ltd. (Note (ii)) 蒙牛乳業(齊齊哈爾)有限公司(附註(ii))	The Chinese Mainland 中國大陸	RMB75,000,000 人民幣75,000,000元	26%	74%	Manufacture and sale of dairy products 生產及出售乳製品
Mengniu Dairy (Hengshui) Co., Ltd. (Note (ii)) 蒙牛乳業(衡水)有限公司(附註(ii))	The Chinese Mainland 中國大陸	RMB200,000,000 人民幣200,000,000元	26%	74%	Manufacture and sale of dairy products 生產及出售乳製品
Baoding Mengniu Beverage Co., Ltd. (Note (ii)) 保定蒙牛飲料有限公司(附註(ii))	The Chinese Mainland 中國大陸	RMB142,000,000 人民幣142,000,000元	14.65%	85.35%	Manufacture and sale of dairy products 生產及出售乳製品
Shanghai Mengniu Tengda Dairy Sales Co., Ltd. (Note (i)) 上海蒙牛騰達乳業銷售有限公司(附註(i))	The Chinese Mainland 中國大陸	RMB381,000,000 人民幣381,000,000元	—	100%	Manufacture and sale of dairy products 生產及出售乳製品
Shanghai Mengyuan Commercial Factoring Co., Ltd. (Note (i)) ("Shanghai Mengyuan") 上海蒙元商業保理有限公司(附註(i)) (「上海蒙元」)	The Chinese Mainland 中國大陸	RMB500,000,000 人民幣500,000,000元	—	100%	Commercial factoring 商業保理
Inner Mongolia Niuxiangrong Financing Guarantee Co., Ltd. (Note (i)) 內蒙古牛享融融資擔保有限公司(附註(i))	The Chinese Mainland 中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	—	100%	Financing guarantee business 融資擔保業務
Yashili International Holdings Ltd. ("Yashili") 雅士利國際控股有限公司(「雅士利」)	Cayman Islands 開曼群島	4,745,560,296 shares 4,745,560,296股股份	—	99.97%	Investment holding 投資控股

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 CORPORATE AND GROUP INFORMATION 1 公司及集團資料 (續)

(continued)

Information about subsidiaries (continued)

有關子公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of equity interest attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Yashili International Group Ltd. (Note (iii)) 雅士利國際集團有限公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB2,826,105,300 人民幣2,826,105,300元	—	99.97%	Production and sale of dairy products 生產及出售乳製品
Yashili International Baby Nourishment Co., Ltd. (Note (i)) 雅士利國際嬰幼兒營養品有限公司 (附註(i))	The Chinese Mainland 中國大陸	RMB531,815,600 人民幣531,815,600元	—	99.97%	Production and sale of dairy products 生產及出售乳製品
Plant Base (China) Limited (Note (iii)) 植模磨坊(中國)有限公司 (附註(iii))	The Chinese Mainland 中國大陸	RMB1,030,000,000 人民幣1,030,000,000元	—	51.01%	Investment holding 投資控股
Bellamy's Australia Limited ("Bellamy's") Bellamy's Australia Limited (「貝拉米」)	Australia 澳大利亞	116,348,108 shares 116,348,108股股份	—	100%	Production and sale of organic food and formula products for babies and toddlers 生產及出售有機食品 及嬰幼兒配方奶粉
AICE Holdings Limited ("AICE") (Note (iv)) AICE Holdings Limited (「AICE」) (附註 (iv))	BVI 英屬處女群島	172,613,804 shares 172,613,804股股份	—	42.25%	Investment holding 投資控股
Australia Nature Investment Pty Ltd. ("ANI") Australia Nature Investment Pty Ltd. (「ANI」)	Australia 澳大利亞	260,000,000 shares 260,000,000股股份	—	90.00%	Investment holding 投資控股
Shanghai Milkground Food Tech Co., Ltd. ("Milkground") (Note (i)) 上海妙可藍多食品科技股份有限公司 (「妙可藍多」) (附註(i))	The Chinese Mainland 中國大陸	RMB512,053,647 人民幣512,053,647元	—	36.63%	Manufacture and sale of dairy products 生產及出售乳製品

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

1 CORPORATE AND GROUP INFORMATION

(continued)

Information about subsidiaries (continued)

Notes:

- (i) The subsidiaries are registered as companies with limited liability under PRC law.
- (ii) The subsidiaries are registered as Sino-foreign equity joint ventures under PRC law.
- (iii) The subsidiaries are wholly-foreign-owned enterprises established in the PRC.
- (iv) In accordance with the article of association of AICE, the Group has the right to appoint four members to AICE's 7-member board of directors, and the number of board members of AICE shall not be changed unless agreed with the Group.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group.

1 公司及集團資料 (續)

有關子公司的資料 (續)

附註：

- (i) 該等子公司均根據中國法律註冊為有限責任公司。
- (ii) 該等子公司均根據中國法律註冊為中外合資公司。
- (iii) 該等子公司均為於中國註冊的全資外資企業。
- (iv) 根據AICE的組織章程細則，本集團有權委任AICE七名董事會成員中的四名董事，且除非經本集團同意，否則AICE董事會成員數目不得變更。

董事認為上表載列的本公司子公司主要對本集團本年度業績構成影響，或構成本集團資產淨值的重大部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with all applicable IFRS Accounting Standards, which collective term includes all applicable individual IFRS Accounting Standards, IAS Standards and IFRIC Interpretations issued by the International Accounting Standards Board (the “IASB”), and all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the Group are disclosed below.

These financial statements have been prepared under the historical cost convention except for share options, certain financial assets, derivative financial instruments, certain other financial liabilities and certain other borrowings which have been measured at their fair values as explained in the following accounting policies. Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell. These financial statements are presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated.

2 重大會計政策

2.1 編製基準

該等財務報表按照國際會計準則理事會（「國際會計準則理事會」）頒佈的所有適用國際財務報告準則的會計準則（為所有適用個別國際財務報告準則的會計準則、國際會計準則及國際財務報告詮釋委員會詮釋的統稱）及香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）（為所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋的統稱）並遵守香港《公司條例》的要求編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露規定。本集團採用之重大會計政策於下文披露。

此等財務報表以歷史成本法編製，如下文會計政策所述，惟購股權、若干金融資產、衍生金融工具、若干其他金融負債及若干其他借貸以公允值計量。非流動資產及持有待售之出售組別乃以賬面值及公允值減出售成本兩者中之較低者列賬。財務報表以人民幣呈列，除另有指明外，所有數值均調整至最接近的千位。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

The preparation of financial statements in conformity with IFRS Accounting Standards and HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRS Accounting Standards and HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

As at 31 December 2024, the Group's and the Company's current liabilities exceeded its current assets by RMB1,238,775,000 and RMB4,633,953,000, respectively. Notwithstanding the above, considering the performance and cashflow forecast for the twelve months ending 31 December 2025 prepared by management of the Company, the directors of the Company are of the opinion that the Group and the Company have sufficient financial resources to continue as a going concern for the next twelve months. Therefore, the directors of the Company are satisfied that it is appropriate to prepare the financial report on a going concern basis.

2 重大會計政策 (續)

2.1 編製基準 (續)

編製符合國際財務報告準則的會計準則及香港財務報告準則之財務報表要求管理層作出會影響政策應用以及資產、負債、收入與開支之呈報金額之判斷、估計及假設。該等估計及相關假設乃基於過往經驗及在有關情況下視為合理的各項其他因素作出，其結果構成對未能透過其他來源確定的資產及負債的賬面值作出判斷的基礎。實際結果可能與此等估計有所不同。

該等估計及相關假設會持續予以審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂於該期間內確認，或倘修訂對現時及未來期間均產生影響，則會於作出該修訂期間及未來期間內確認。

有關管理層就應用對財務報表構成重大影響之國際財務報告準則的會計準則及香港財務報告準則所作判斷，以及估計不確定性之來源於附註3討論。

於二零二四年十二月三十一日，本集團及本公司流動負債超其流動資產分別為人民幣1,238,775,000元及人民幣4,633,953,000元。儘管上文所述，經計及由本公司管理層編製的截至二零二五年十二月三十一日止十二個月的業績情況及現金流預測，本公司董事認為本集團及本公司有足夠財務資源於未來十二個月持續經營。因此，本公司董事信納以持續經營基準編製財務報告乃屬恰當。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Group and the Group's interest in associates for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2 重大會計政策 (續)

2.1 編製基準 (續)

綜合基準

綜合財務報表包括本集團截至二零二四年十二月三十一日止年度的財務報表及本集團於聯營公司的權益。子公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力（即本集團目前有能力主導被投資方的相關活動的現時權利）影響該等回報時，即取得控制權。

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估是否擁有被投資方的權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與被投資方其他表決權持有人的合約安排；
- (b) 其他合約安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

子公司的財務報表按與本公司相同的報告期編製，並採用一致的會計政策。子公司的業績由本集團取得控制權當日起直至該控制權終止當日為止綜合列賬。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary; (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received; (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2 重大會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

損益及其他全面收益各部分乃歸屬於本公司權益股東及非控股股東權益，即使此令致非控股股東權益有虧損結餘。本集團內公司間的所有資產及負債、權益、收入、開支及本集團成員公司間交易的相關現金流量於綜合時悉數對銷。

倘有事實及情況顯示上述三項控制權要素有一項或多於一項出現變動，本集團會重新評估其是否對被投資方擁有控制權。子公司的所有權權益變動（並無失去控制權）按權益交易入賬。

倘本集團失去對子公司的控制權，則其終止確認(i)該子公司的資產（包括商譽）及負債；(ii)任何非控股股東權益的賬面值及(iii)於權益內記錄的累計換算差額；及確認(i)所收代價的公允值；(ii)所保留任何投資的公允值及(iii)損益中任何因此產生的盈餘或虧損。先前於其他全面收益內確認的本集團應佔部分重新歸類為損益或保留利潤（如適用），所按基準與假設本集團直接出售相關資產或負債所規定者相同。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.2 Changes in accounting policies

The Group has applied the following amendments to IFRS accounting standards issued by the IASB to these financial statements for the current accounting period:

- Amendments to IAS 1, *Presentation of financial statements: Classification of liabilities as current or non-current* (“2020 amendments”) and amendments to IAS 1, *Presentation of financial statements: Non-current liabilities with covenants* (“2022 amendments”)
- Amendments to IFRS 16, *Leases-Lease liability in a sale and leaseback*
- Amendments to IAS 7, *Statement of cash flows* and IFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

The equivalent new and revised HKFRSs, consequently issued by the HKICPA as a result of these amendments, have the same effective date as those issued by the IASB and are in all material aspects identical to the pronouncements issued by the IASB.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

None of these amendments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented.

2 重大會計政策 (續)

2.2 會計政策變動

本集團已於本會計期間在該等財務報表中應用以下由國際會計準則理事會頒佈的經修訂國際財務報告準則的會計準則：

- 國際會計準則第1號的修訂，財務報表的呈列：分類為流動或非流動負債（「二零二零年修訂」）及國際會計準則第1號的修訂，財務報表的呈列：附帶契諾的非流動負債（「二零二二年修訂」）
- 國際財務報告準則第16號的修訂，租賃：售後租回的租賃負債
- 國際會計準則第7號的修訂，現金流量表及國際財務報告準則第7號，金融工具：披露 – 供應商融資安排

香港會計師公會隨後因此等修訂頒佈等同的新訂及經修訂香港財務報告準則，其與國際會計準則理事會所頒佈者具有相同生效日期，且在所有重大方面與國際會計準則理事會所頒佈之聲明一致。

本集團並無採用於本會計期間尚未生效的任何新訂準則或詮釋。

該等變動對本集團本期及過往期間業績及財務狀況之編製或呈列方式並無重大影響。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

Investments in associates

An associate is an entity in which the Group or company has significant influence, but not control or joint control, over the financial and operating policies.

An interest in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence ceases.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate, after applying the expected credit losses ("ECLs") model to such other long-term interests where applicable.

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the company's statement of financial position, an investment in an associate is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

2 重大會計政策 (續)

2.3 重大會計政策概要

於聯營公司的投資

聯營公司指本集團或公司對其有重大影響力，但並非對其財政及營運政策施加控制或共同控制的實體。

除非獲分類為持有待售（或計入分類為持有待售的出售組別中），否則於聯營公司的權益按權益法入賬。其初步按成本確認，其中包括交易成本。其後，綜合財務報表包括本集團分佔該等被投資公司的損益及其他全面收益（「其他全面收益」），直至重大影響終止之日為止。

當本集團分佔聯營公司虧損超過其權益時，本集團的權益會減少至零，且終止確認進一步虧損；惟本集團承擔法定或推定義務，或代被投資公司作出付款則除外。就此而言，本集團所持權益乃以權益法計算的投資賬面值，連同將預期信貸虧損（「預期信貸虧損」）模式應用於其他長期權益（如適用）後，實質上構成本集團於聯營公司投資淨額一部分的任何其他長期權益。

與按權益法入賬的被投資公司進行交易而產生的未變現收益，乃以本集團於被投資公司的權益為限與投資抵銷。未變現虧損的抵銷方法與未變現收益相同，惟僅以無減值證據者為限。

在本公司財務狀況表中，於一間聯營公司的投資按成本減去減值虧損入賬，除非其分類為持有待售（或計入分類為持有待售的處置組）。

NOTES TO THE
FINANCIAL STATEMENTS
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Goodwill

Goodwill arising on acquisition of businesses is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (the "CGU"s), or groups of cash-generating units (the "CGU Group"), that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

商譽

收購業務所產生之商譽初始按成本計量，而成本指已轉讓代價、非控股權益的已確認金額及本集團先前持有的被收購方股權的任何公允值總額，與所收購可識別資產及所承擔負債之間的差額。倘該代價與其他項目的總和低於所收購資產淨值的公允值，該等差額於重新評估後，於損益中確認為議價購買收益。

初步確認後，商譽按成本減任何累計減值損失計量。商譽每年測試是否有所減值，倘有事件或情況變化顯示賬面值可能出現減值，則會更頻密進行測試。本集團於十二月三十一日進行年度商譽減值測試。就減值測試而言，業務合併收購的商譽自收購日期起分配至本集團各現金產生單位（「現金產生單位」）或現金產生單位組別（「現金產生單位組別」），預期彼等將從合併的協同效益中受益，不論本集團其他資產或負債是否分配至該等單位或單位組別。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Goodwill (continued)

Impairment is determined by assessing the recoverable amount of the CGUs (or the CGU Group) to which the goodwill relates. Where the recoverable amount of the CGUs (or the CGU Group) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU (or the CGU Group) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

Other investments in securities

The Group's policies for investments in securities, other than investments in subsidiaries and associates, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 43(f). These investments are subsequently accounted for as follows, depending on their classification.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

商譽 (續)

減值按與商譽有關的現金產生單位 (或現金產生單位組別) 可收回金額評估釐定。倘現金產生單位 (或現金產生單位組別) 的可收回金額低於賬面值，則確認減值損失。已確認的商譽減值損失不會在以後期間撥回。

倘商譽獲分配至現金產生單位 (或現金產生單位組別)，並出售該單位中一部分業務，則於釐定出售收益或虧損時，與該已出售業務相關的商譽計入該業務的賬面值。在此情況下出售的商譽根據所出售業務的相關價值及所保留現金產生單位的部分計量。

於證券之其他投資

除對子公司及聯營公司的投資外，本集團對證券的投資政策載列如下。

本集團在承諾購入／出售投資當日確認／終止確認證券投資。投資初步按公允值加直接應佔交易成本列值，惟按公允值計入損益 (「按公允值計入損益」) 計量之投資除外，有關投資之交易成本直接於損益確認。有關本集團釐定金融工具公允值之方法的解釋，請參見附註43(f)。有關投資其後視乎本身類別而定，按以下分類列賬。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Other investments in securities (continued)

Non-equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- Fair value through other comprehensive income ("FVOCI") recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in other comprehensive income ("OCI"). When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

於證券之其他投資 (續)

非股本投資

本集團持有的非股本投資歸入以下其中一個計量類別：

- 攤餘成本，倘持有投資的目的為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。
- 按公允值計入其他全面收益（「按公允值計入其他全面收益」）列賬 — 轉入損益，倘投資的合約現金流量僅包括本金及利息付款，並且投資乃於其目的為同時收回合約現金流量及出售的業務模式中持有。預期信貸虧損、利息收入（按實際利率法計算）及匯兌收益及虧損於損益中確認，計算方式與按攤餘成本計量的金融資產相同。公允值與攤餘成本之間的差額於其他全面收益（「其他全面收益」）確認。當終止確認該投資時，於其他全面收益內累計的金額由權益轉入損益。
- 按公允值計入損益列賬，倘該投資不符合按攤餘成本或按公允值計入其他全面收益列賬（轉入損益）計量之標準。該投資的公允值變動（包括利息）於損益內確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Other investments in securities (continued)

Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

Derivative financial instruments

The Group holds derivative financial instruments to manage its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequently, they are measured at fair value with changes therein recognised in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedges of net investment in a foreign operation.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

於證券之其他投資 (續)

股本投資

於股本證券的投資被分類為按公允值計入損益，除非股本投資並非以交易為目的持有且於初步確認投資時，本集團不可撤回選擇指定投資按公允值計入其他全面收益（不得轉入損益），由此，隨後公允值的變動於其他全面收益內確認。該等選擇以工具為基礎作出，但僅會在發行人認為投資滿足股本的定義的情況下作出。倘就特定投資作出該選擇，於出售時，於公允值儲備（不得轉入損益）內累計金額轉入保留盈利，且不會轉入損益。股本證券投資產生股息（不論分類為按公允值計入損益或按公允值計入其他全面收益）作為其他收入於損益內確認。

衍生金融工具

本集團持有衍生金融工具以管理其外幣及利率風險敞口。倘主合約不屬於金融資產且符合一定條件，則嵌入衍生工具獨立於主合約並單獨進行會計處理。

衍生工具初步按公允值計量。隨後彼等按公允值計量且其變動於損益確認，除非該衍生工具符合現金流量對沖會計法，或作為海外經營淨投資對沖。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Hedging

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and variable rate borrowings. Some borrowings are designated as hedges of the foreign exchange risk of a net investment in a foreign operation.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve within equity. The effective portion that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion is recognised immediately in profit or loss.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in the hedging reserve is removed from the reserve and is included directly in the initial cost of the non-financial item when it is recognised.

For all other hedged forecast transactions, the amount accumulated in the hedging reserve is reclassified through OCI to profit or loss as a reclassification adjustment in the same period or periods during which the hedged expected future cash flows affect profit or loss. If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until the transaction occurs and it is recognised in accordance with the above policy.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

對沖

本集團將若干衍生工具指定為對沖工具，以對沖因外匯匯率及浮動利率借貸變動而產生的高度可預期的交易相關的現金流量變動。部分借貸被指定為海外業務之投資淨額的外匯風險的對沖。

現金流量對沖

當某項衍生工具已指定用作現金流對沖工具時，衍生工具公允值變動的有效部分於其他全面收益確認，並於權益內於對沖儲備累計。於其他全面收益確認的有效部分僅限於自對沖開始起按現值基準釐定的對沖項目公允值的累計變動。任何無效部分則即時在損益中確認。

當預期交易的對沖其後引致需確認非金融項目（如存貨）時，於對沖儲備累計的金額從儲備中剔除，並在確認時直接計入非金融項目的初始成本。

就所有其他對沖預測交易而言，於對沖儲備中累計的數額透過其他全面收益重新分類至損益作為對沖預期未來現金流量影響損益的同一期間或多個期間的重新分類調整。倘對沖不再符合對沖會計處理標準或對沖工具被出售、到期、終止或行使時，則往後終止使用對沖會計處理。當對沖會計處理已終止使用，對沖儲備中累計的數額仍為權益，直至交易發生，並根據上述政策確認。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Hedging (continued)

Cash flow hedges (continued)

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve is immediately reclassified through OCI to profit or loss.

Investment properties

Investment property is initially measured at cost, and subsequently at fair value with changes therein recognised in profit or loss.

Any gain or loss on disposal of investment property is recognised in profit or loss. Rental income from investment properties is recognised in revenue.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

對沖 (續)

現金流量對沖 (續)

倘對沖未來現金流量預期不再發生，則已於對沖儲備內累計之金額透過其他全面收益即時重新分類為損益。

投資物業

投資物業初步按成本計量，其後按公允值計量，而公允值的任何變動則於損益內確認。

出售投資物業之任何收益或虧損於損益內確認。投資物業的租金收入於收入內確認。

物業、廠房及設備及折舊

物業、廠房及設備乃按成本(其中包括資本化借貸成本)扣減累計折舊及任何累計減值虧損列賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Property, plant and equipment and depreciation

(continued)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The depreciation rates of property, plant and equipment are as follows:

Freehold land	Not depreciated
Buildings and structures	2% to 19%
Plant and machinery	6% to 32%
Office equipment	10% to 32%
Motor vehicles	10% to 32%

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

倘一項物業、廠房及設備之各重大部分的可使用年期不同，則該等部分將作為單獨項目（主要部分）入賬。

出售一項物業、廠房及設備的任何收益或虧損在損益中確認。任何相關重估盈餘均自重估儲備轉撥至保留利潤，且並未重新分類至損益。

折舊乃按物業、廠房及設備的各個項目於其估計可使用年期以直線法撇減其成本至剩餘價值。物業、廠房及設備的折舊率如下：

永久業權土地	不折舊
房屋及建築物	2%至19%
廠房及機器	6%至32%
辦公設備	10%至32%
運輸設備	10%至32%

折舊方法、可使用年期及剩餘價值每年進行審閱並作出適當調整。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Construction in progress

Construction in progress represents plant and property under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU (or the CGU Group) level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

在建工程

在建工程是指正在興建的廠房及物業，乃以成本減任何減值損失列賬。在建工程不計提折舊。成本包括在建期間的直接建築成本及已借相關資金所屬資本化借貸成本。當在建工程竣工、隨時可供使用時，在建工程將予重新分類歸入物業、廠房及設備內的適當類別。

無形資產(商譽除外)

單獨收購的無形資產於初步確認時按成本計量。於業務合併時所收購無形資產的成本相等於收購日期的公允值。無形資產的可使用年期可評估為有限或無限。年期有限的無形資產其後於可使用經濟年期內攤銷，並於有跡象顯示該無形資產可能出現減值時評估減值。可使用年期有限的無形資產的攤銷期間及攤銷方法至少於各財政年度結算日審閱一次。

可使用年期無限的無形資產每年按個別或現金產生單位(或現金產生單位組別)作減值測試，且不予攤銷。年期無限的無形資產須每年審閱其使用年期，以釐定無限年期的評估是否持續可靠。否則，可使用年期評估按預期法自此由無限年期更改為有限年期。

NOTES TO THE
FINANCIAL STATEMENTS
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Intangible assets (other than goodwill) (continued)

Trademarks

Trademarks acquired separately are measured at cost. Trademarks acquired as part of a business combination are measured at fair value based on the royalty relief method.

Trademarks with finite useful lives are amortised on the straight-line basis over their estimated useful lives of 10 years. Trademarks with indefinite useful lives are tested for impairment annually.

Computer software and patents

Acquired computer software and patents is capitalised on the basis of the costs incurred to acquire and bring to use. These costs are amortised on the straight-line basis over their estimated useful lives of 3 to 10 years.

Distribution channels and customer relationships

The exclusive right of distribution channels and customer relationships acquired in business combinations were stated at cost less any impairment losses and were amortised on the straight-line basis over their estimated useful lives ranging from 5 to 15 years.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

無形資產 (商譽除外) (續)

商標

所收購商標按成本單獨計量。作為業務合併一部分所收購的商標根據特許權費減免法按公允值計量。

可使用年期有限的商標按估計可使用年期10年以直線法攤銷。可使用年期無限的商標每年測試減值。

電腦軟件及專利權

購入的電腦軟件及專利權根據購買及使用所引起的成本進行資本化。有關成本按估計可使用年期3年至10年以直線法攤銷。

分銷渠道及客戶關係

業務合併取得的分銷渠道專營權及客戶關係按成本減任何減值虧損列賬並就其介乎五至十五年的估計可使用年期按直線基準攤銷。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Intangible assets (other than goodwill) (continued)

Research and development costs

All research costs are charged to the consolidated statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

無形資產 (商譽除外) (續)

研究開發費用

所有研究費用在產生時於綜合損益表支銷。

開發新產品的項目產生的支出，僅當本集團可顯示下列各項，方予資本化及遞延：完成該項無形資產使其可供使用或出售在技術上的可行性、其完成意向，及使用或出售該項資產的能力、該資產日後如何產生經濟利益、是否有資源可以完成該項目，以及在開發過程中是否可以可靠計量該項支出。不符合該等條件的產品開發支出在產生時支銷。

遞延開發費用按成本減任何減值損失列賬並以直線法按相關產品自其投產日期起計的商業年期攤銷。

租賃

本集團於合約開始時評估合約是否為租賃或是否包含租賃。倘合約為換取代價而授予在一段時間內可識別資產的使用控制權，則該合約為租賃或包含租賃。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Leases (continued)

As a lessee

Where the contract contains lease components and non-lease components, the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items such as laptops and office furniture. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability, and are charged to profit or loss as incurred.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

租賃 (續)

作為承租人

當合約包含租賃組成部分及非租賃組成部分時，本集團選擇不分拆非租賃組成部分，並就所有租賃將各租賃組成部分及任何相關非租賃組成部分計算為單一租賃組成部分。

於租賃開始日期，本集團確認使用權資產及租賃負債（惟租賃期為12個月或以下的短期租賃及低價值物品（如筆記本電腦及辦公室傢具）的租賃除外）。本集團就低價值物品訂立租賃時，本集團會按租賃基準決定是否將該租賃撥充資本。倘未撥充資本，則相關租賃付款將在租賃期內按系統化基準於損益中確認。

當租賃已資本化，租賃負債初步按租賃期內應付租賃付款現值確認，現值使用租賃中隱含的利率進行貼現，或倘該利率無法輕易釐定，則使用相關增量借款利率貼現。於初步確認後，租賃負債按攤餘成本計量，而利息開支則採用實際利率法確認。租賃負債的計量並不包括不取決於某一指數或比率之可變租賃付款，而是在產生時於損益中扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Leases (continued)

As a lessee (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

租賃 (續)

作為承租人 (續)

於租賃資本化時確認的使用權資產初步按成本計量，包括就開始日期或之前作出的任何租賃付款調整的租賃負債的初始金額，加上所產生的任何初始直接成本及拆除及移除相關資產或恢復相關資產或該資產所在地而產生的估計成本，並扣減任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬。

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據餘值擔保估計應付之金額有變，或倘本集團對其是否行使購買、續租或終止選擇權的評估產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產之賬面值將作相應調整，或倘使用權資產之賬面值已減至零，則於損益內列賬。

當發生租賃修改（即租賃合約中先前未規定的租賃範圍或租賃代價發生變化）時，且倘該修改未作為單獨租賃入賬，則亦要對租賃負債進行重新計量。在此情況下，租賃負債根據經修訂的租賃付款和租賃期限，使用經修訂的貼現率在修改生效日重新計量。

於綜合財務狀況表中，長期租賃負債的即期部分釐定為於報告期後12個月內到期結算的合約付款的現值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Leases (continued)

As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in revenue.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption, then the Group classifies the sub-lease as an operating lease.

Credit losses of financial assets

Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("ECL"s) on:

- financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, including those loans to associates that are held for the collection of contractual cash flows which represent solely payments of principal and interest); and
- non-equity securities measured at FVOCI (recycling);

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

租賃 (續)

作為出租人

本集團於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃歸類為經營租賃。

當租賃包含租賃或非租賃部分，本集團將合約代價按單獨售價之基準分配至各部份。經營租賃所得租金收入於收入中確認。

倘本集團為中介出租人，分租賃乃參考主租賃產生的使用權資產，分類為融資租賃或經營租賃。倘主租賃乃本集團適用豁免的短期租賃，則本集團將分租賃分類為經營租賃。

金融資產信貸虧損

金融工具的信貸虧損

本集團就下列項目的預期信貸虧損(「預期信貸虧損」)確認虧損撥備：

- 按攤餘成本計量的金融資產(包括現金及現金等價物、應收賬款及其他應收款項及包括為收取僅代表本息付款的合約現金流量而持有的聯營公司貸款)；及
- 按公允值計入其他全面收益(轉入損益)計量的非股本證券；

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses of financial assets (continued)

Credit losses from financial instruments (continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產信貸虧損 (續)

金融工具的信貸虧損 (續)

預期信貸虧損計量

預期信貸虧損為信貸虧損的概率加權估計。一般而言，信貸虧損以合約及預期金額之間的所有預期現金差額現值計量。

倘影響重大，則預期現金差額將採用以下利率貼現：

- 定息金融資產、應收賬款及其他應收款項及合約資產：於初步確認時釐定的實際利率或其近似值；
- 浮息金融資產：即期實際利率。

估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損基於下列其中一個基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內（若工具的預計存續期少於12個月，則為較短期間）可能發生的違約事件而導致的部分預期信貸虧損；及
- 存續期預期信貸虧損：指預期信貸虧損模型適用項目之預期年期內所有可能違約事件而導致的預期信貸虧損。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses of financial assets (continued)

Credit losses from financial instruments (continued)

Measurement of ECLs (continued)

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產信貸虧損 (續)

金融工具的信貸虧損 (續)

預期信貸虧損計量 (續)

本集團以與存續期預期信貸虧損相等的金額計量虧損撥備，但以下情況則按12個月預期信貸虧損計量：

- 於報告日期被確定為低信貸風險的金融工具；及
- 自首次確認以來信貸（即在金融工具預期年內發生違約的風險）未有顯著增加的其他金融工具。

應收賬款之虧損撥備一直按等同於存續期預期信貸虧損的金額計量。

信貸風險大幅上升

在確定金融工具的信貸風險自初始確認後是否顯著增加以及計量預期信貸虧損時，本集團會考慮無須付出不必要的額外成本或努力即可獲得的合理及可支持資料。這包括根據本集團過往經驗及已知信用評估得出的定量和定性資料及分析，包括前瞻性資料。

如果逾期超過30日，本集團確定金融工具的信貸風險已經顯著增加。

**NOTES TO THE
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財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses of financial assets (continued)

Credit losses from financial instruments (continued)

Significant increases in credit risk (continued)

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is 90 days past due.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in non-equity securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in OCI and accumulated in the fair value reserve (recycling) does not reduce the carrying amount of the financial asset in the statement of financial position.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產信貸虧損 (續)

金融工具的信貸虧損 (續)

信貸風險大幅上升 (續)

本集團認為金融資產於下列情況下即屬違約：

- 債務人不大可能在本集團無追索權採取變現抵押 (如持有) 等行動的情況下向本集團悉數支付其信貸債務；或
- 金融資產已逾期90日。

預期信貸虧損於各報告日期重新計量，以反映金融工具自初始確認以來信貸風險的變動。預期信貸虧損金額的任何變動均確認為損益中的減值收益或虧損。本集團通過虧損撥備賬戶確認所有金融工具的減值收益或虧損，並對其賬面值進行相應調整，但按公允值計入其他全面收益 (轉入損益) 計量的非股本證券投資除外，其虧損撥備已在其他全面收益中確認，並累積在公允值儲備 (轉入損益) 中，不會減少財務狀況表中金融資產的賬面值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses of financial assets (continued)

Credit losses from financial instruments (continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the asset becomes 3 years past due or when the Group otherwise determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產信貸虧損 (續)

金融工具的信貸虧損 (續)

出現信貸減值之金融資產

於各報告日期，本集團會評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量構成負面影響之事件時，即代表金融資產出現信貸減值。

金融資產出現信貸減值之證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如違約或逾期超過90日；
- 本集團根據其他情況下不會考慮之條款重組貸款或墊款；
- 債務人很可能會進行破產或其他財務重組；或
- 由於發行人出現財務困難，證券活躍市場消失。

撇銷政策

金融資產的賬面總值於並無可收回的實際可能性時撇銷。本集團通常在資產逾期3年或本集團另行釐定債務人並無可產生充足現金流量償還待撇銷款項的資產或收入來源時，進行撇銷。

先前撇銷資產的後續收回於收回期間在損益中確認為減值撥回。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses of financial assets (continued)

Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The amount initially recognised as deferred income is subsequently amortised in profit or loss over the term of the guarantee as income.

The Group monitors the risk that the specified debtor will default on the contract and remeasures the above liability at a higher amount when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees.

A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產信貸虧損 (續)

已發出財務擔保的信貸虧損

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具的條款於到期時付款而蒙受的虧損，而向持有人支付特定款項作為補償的合約。

已發出的財務擔保初步按照公允值確認，公允值是參照公平交易中對類似服務收取的費用(倘若可獲得相關資料)或利率差異(通過比較放貸人於有擔保情況下收取的實際利率與放貸人在無擔保情況下應收取的估計利率(倘有關資料可作出可靠估計))釐定。倘若因發出擔保而已收或應收代價，則該代價將根據適用於該類別資產的本集團政策予以確認。倘並無已收或應收代價，則有關開支即時於損益確認。

初步確認為遞延收入的金額其後於擔保期間在損益攤銷，確認為收入。

本集團監控特定債務人違約的風險，並在確定財務擔保的預期信貸虧損高於擔保賬面值時，按較高的金額重新計量上述負債。

本集團會計量12個月預期信貸虧損，除非自發出擔保以來特定債務人違約的風險顯著增加，在此情況下則計量存續期預期信貸虧損。相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Credit losses of financial assets (continued)

Credit losses from financial guarantees issued (continued)

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

金融資產信貸虧損 (續)

已發出財務擔保的信貸虧損 (續)

由於本集團只有在特定債務人違約的情況下才需要根據被擔保工具的條款付款，因此預期信貸虧損乃按預期就補償持有人產生的信貸虧損而作出的付款，減本集團預期從擔保持有人、特定債務人或任何其他人士收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

非金融資產減值

於各報告日期，本集團會審閱其非金融資產(存貨、合約資產及遞延稅項資產除外)的賬面值，以確定是否有任何減值迹象。倘存在任何此類跡象，則估計資產的可收回金額。商譽每年進行一次減值測試。

在進行減值測試時，資產被歸類為最小的資產組，該資產從持續使用中產生的現金流入在很大程度上獨立於其他資產或現金產生單位的現金流入。企業合併產生的商譽被分配至預計將從合併協同效應中受益的現金產生單位或現金產生單位組別。

**NOTES TO THE
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財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Impairment of non-financial assets (continued)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"), the Group is required to prepare an interim financial report in compliance with IAS/HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

非金融資產減值 (續)

資產或現金產生單位的可收回金額按其使用價值與公允值減處置成本的較高者釐定。使用價值以估計的未來現金流為基礎，按稅前折現率折現至現值，所用稅前折現率反映當前市場對貨幣時值及該資產或現金產生單位特定風險的評估。

減值損失於資產或現金產生單位賬面值超出其可收回金額時確認。

減值損失於損益中確認。其會首先分配以削減已分配至現金產生單位的任何商譽的賬面值，其後則按比例分配以削減現金產生單位中其他資產的賬面值。

商譽的減值損失不予撥回。就其他資產而言，僅當資產的賬面值不超過假設並無確認減值損失而應釐定的賬面值（扣除折舊或攤銷）時方可撥回減值損失。

中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則（「上市規則」），本集團須按照國際會計準則／香港會計準則第34號 *中期財務報告* 的規定，編製財政年度首六個月的中期財務報告。在中期期末，本集團採用與財政年度末相同的減值測試、確認及撥回標準。

**NOTES TO THE
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2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The Group take advantage of practical expedient in paragraph 94 of HKFRS15 and recognise the incremental costs of obtaining a contract as an expense if the amortisation of the asset is less than one year.

Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price, and are subsequently stated at amortised cost.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

存貨

存貨乃按成本及可變現淨值兩者之間的較低者計量。

成本按加權平均成本公式計算，包括所有採購成本、加工成本及將存貨運至其現時地點及達致現狀產生的其他成本。

可變現淨值乃於日常業務過程中的估計售價，減去估計完成的成本及進行銷售所需的估計成本。

本集團採用的香港財務報告準則第15號第94段中的可行權宜法，如果本集團確認相關資產的攤銷期短於一年期間，則將取得合約的增量成本確認為開支。

應收賬款及其他應收款項

倘本集團可無條件收取代價，且代價到期應付前僅需待時間推移，本集團確認應收款項。

不包含重大融資成份的應收賬款初步按交易價格計量，其後按攤餘成本列示。

**NOTES TO THE
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2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue. A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also recognised.

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

現金及現金等價物

現金及現金等價物包括銀行及手頭現金、在銀行及其他金融機構的活期存款，及隨時轉換為已知金額現金且沒有重大價值變動風險的其他短期高流通性投資（於收購後三個月內到期）。就綜合現金流量表而言，需按要求償還並構成本集團現金管理一部分的銀行透支亦計入現金及現金等價物。現金及現金等價物乃就預期信貸虧損進行評估。

合約負債

當客戶於本集團確認相關收益前支付不可退回代價，即確認合約負債。倘本集團有無條件權利可於本集團確認相關收益前收取不可退回代價，亦確認合約負債。在後者情況下，亦確認相應的應收款項。

退款負債

退款負債確認為向客戶退回部分或全部已收（或應收）代價的責任，按本集團最終預期須向客戶退款的金額計量。本集團於各報告期末更新有關退款負債（及交易價格相應變動）的估計。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Convertible notes

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long-term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the consolidated statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Employee benefits

Short term employee benefits and contributions to defined contribution retirement plans

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

可換股票據

具有負債特點的可換股債券部分於財務狀況表中確認為負債，並扣除交易成本。於發行可換股債券時，負債部分的公允值利用等同非可換股債券的市率釐定，而此金額按攤餘成本列賬為長期負債，直至於轉換或贖回時取消為止。餘下所得款項分配至換股權，然後於股東權益中確認及入賬，並扣除交易成本。換股權賬面值於其後年度不予重新計量。交易成本根據工具首次確認時分配至負債及權益部分的所得款項於可換股債券負債與權益部分間進行分配。

庫存股份

重新購入並由本公司或本集團持有的本身股本工具(庫存股份)按成本直接在權益中確認。概無就購買、銷售、發行或註銷本集團本身股本工具而於綜合損益表內確認收益或虧損。

僱員福利

短期僱員福利及界定供款退休計劃供款

短期僱員福利於有關服務提供時列為開支。倘本集團就僱員過去提供的服務而有法定或推定責任支付該金額，且該責任能夠可靠估計，則將預期支付的金額作為負債予以確認。

界定供款退休計劃供款責任於有關服務提供時列為開支。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Employee benefits (continued)

Share-based payments

The grant-date fair value of equity-settled share-based payments granted to employees is measured using the binomial lattice model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date. The equity amount is recognised in the reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current income tax

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

僱員福利 (續)

以股份為基礎的支付

向僱員授出的股權結算以股份為基礎的支付於授予日的公允值，以二項式點陣模式計量。該金額通常在獎勵的歸屬期內確認為開支，而權益會相應增加。已確認為開支的金額經調整，以反映相關服務條件預期將能達成的獎勵數目，致使最終確認金額乃基於歸屬日期符合相關服務條件的獎勵數目而定。權益金額於儲備中確認，直至購股權被行使（屆時該金額計入就已發行股份於股本所確認的金額）或購股權期滿（屆時該金額將直接撥入保留利潤內）為止。

所得稅

所得稅包括即期及遞延稅項。所得稅於損益確認，惟倘與業務合併或已直接於權益或其他全面收益確認的項目有關則作別論。

即期所得稅

即期稅項包括年內應課稅收入或虧損的估計應付或應收稅項，以及就過往年度對應付或應收稅項作出的任何調整。應付或應收即期稅項的金額為預期將支付或收取稅項金額的最佳估計，該金額反映與所得稅有關的不確定因素。其按報告日期已頒佈或實質上已頒佈的稅率計算。即期稅項亦包括股息導致的任何稅項。

即期稅項資產及負債僅於達成若干條件後方抵銷。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Income tax (continued)

Deferred income tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- Temporary differences related to investment in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- Taxable temporary differences arising on the initial recognition of goodwill; and
- Those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

所得稅 (續)

遞延所得稅

遞延稅項乃就財務報告用途的資產與負債的賬面值與就稅務所用金額之間的暫時性差異確認。遞延稅項不會就下列各項予以確認：

- 初始確認某項不屬業務合併且對會計處理或應課稅利潤或虧損均無影響的交易的資產或負債所產生的暫時性差異，且不會產生等額的應課稅及可扣減暫時性差異；
- 與於子公司及聯營公司的投資有關而本集團能控制其撥回的時間且其在可預見的將來很可能不會撥回的暫時性差異；
- 初始確認商譽所產生的應課稅暫時性差異；及
- 與為執行經濟合作與發展組織發佈的第二支柱規則範本而頒佈或實質頒佈的稅法所產生的所得稅有關。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Income tax (continued)

Deferred income tax (continued)

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

所得稅 (續)

遞延所得稅 (續)

本集團就租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

遞延稅項資產就未使用稅項虧損、未使用稅項抵免及可扣減暫時性差異確認，惟未來可能有應課稅利潤用以抵銷可動用的遞延稅項資產。未來應課稅利潤乃根據相關應課稅暫時性差異的撥回釐定。倘應課稅暫時性差異的金額不足以全額確認遞延稅項資產，則根據本集團個別子公司的業務計劃，考慮對現有暫時性差異的撥回進行調整的未來應課稅利潤。遞延稅項資產於各報告日期進行檢討，並於不再可能實現相關稅項利益時減少；當未來應課稅利潤的可能性提高時，該等減少就會被撥回。

遞延稅項的計量反映本集團預期於報告日期將出現的稅務後果，以收回或清償資產及負債之賬面值。

遞延稅項資產及負債僅於達成若干條件後方抵銷。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Non-current assets held for sale

Non-current assets, or disposal group comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to deferred tax assets, employee benefits assets, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held for sale or held for distribution and subsequent gains and losses on remeasurement are recognised in profit or loss.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

撥備及或然負債

一般而言，撥備乃通過按稅前利率對預期未來現金流量進行貼現釐定，該稅前利率反映當前市場對貨幣時間價值及負債特定風險的評估。

倘不大可能造成經濟利益流出，或金額無法可靠估計，則責任將披露為或然負債，除非經濟利益流出的可能性極小。倘可能責任是否存在僅可通過一件或多件未來事件有否發生確認，亦會披露為或然負債，除非經濟利益流出的可能性極小。

持有待售的非流動資產

非流動資產或資產及負債組成的出售組別如很大可能會主要透過出售而非持續使用方式收回，則分類為持有待售。

有關資產或出售組別一般以賬面值與公允值減銷售成本兩者之間的較低者計量。出售組別的任何減值虧損首先分配至商譽，然後再按比例分配至剩餘資產及負債，惟根據本集團其他會計政策持續計量之遞延稅項資產、僱員福利資產、金融資產（於子公司、聯營公司及合營公司之投資除外）及投資物業不會獲分配任何虧損。初步分類為持有待售或持有待經銷類別的減值虧損及其後重新計量的收益及虧損乃於損益內確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Non-current assets held for sale (continued)

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

Revenue and other income

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

— Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers. The Group take advantage of the practical expedient in paragraph 63 of IFRS/HKFRS 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

持有待售的非流動資產 (續)

一經分類為持有待售，無形資產以及物業、廠房及設備不再予以攤銷或折舊，而任何以權益法入賬的投資對象亦不再以權益法入賬。

收入及其他收入

來自客戶合約的收入

來自客戶合約的收入於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權進行交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累積收入金額極有可能不會發生重大收入撥回。

— 銷售商品

銷售商品的收入於資產控制權轉讓至客戶的時間點確認，一般為交付產品時。

付款條款及條件因客戶而異，並基於與客戶訂立的合約或採購訂單中制定的賬單時間表，本集團利用國際財務報告準則／香港財務報告準則第15號第63段的可行權宜法，當融資期限為12個月或以下時，不會就重大融資部分的任何影響而調整代價。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income (continued)

Revenue from contracts with customers (continued)

- Sale of goods (continued)
Some contracts for the sale of products provide customers with rights of return. The rights of return give rise to variable consideration. A refund liability is recognised for the expected returns and is included in other payables.
- Consigned processing services
Revenue from the consigned processing services is recognised when products is delivered.

Revenue from other sources and other income

- (a) Rental income from operating lease
Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.
- (b) Income from guarantees issued
Income from financial guarantees issued is recognised over the term of the guarantees.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入 (續)

來自客戶合約的收入 (續)

- 銷售商品 (續)
部分銷售產品的合約訂明客戶有權退貨，退貨權利產生可變代價。已確認預期退回的退貨負債，並計入其他應付款項。
- 委託加工服務
委託加工服務收入於交付產品時確認。

來自其他來源及其他收入的收入

- (a) 來自經營租賃的租金收入
來自經營租賃的租金收入按直線法於租期內於損益確認。授予的租賃獎勵確認為租期內總租金收入的一部分。並非取決於指數或利率的可變租賃付款在賺取的會計期間確認為收入。
- (b) 來自發出擔保的收入
來自發出財務擔保的收入於擔保期間確認。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income (continued)

Revenue from other sources and other income

(continued)

(c) Interest income

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(d) Dividends

Dividend income is recognised in profit or loss on the date on which the Group’s right to receive payment is established.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入 (續)

來自其他來源及其他收入的收入 (續)

(c) 利息收入

利息收入採用實際利率法確認。「實際利率」乃將金融資產預計年期內的估計未來收回現金準確貼現至該金融資產總賬面值的利率。利息收入通過對資產總賬面值(倘資產並無信貸減值)應用實際利率計算。然而，對於初始確認後發生信貸減值的金融資產，利息收入通過對金融資產的攤餘成本應用實際利率計算。倘資產不再存在信貸減值，則利息收入將恢復按總額基準計算。

(d) 股息

股息收入於本集團收取付款的權利確立之日於損益確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Revenue and other income (continued)

Revenue from other sources and other income

(continued)

(e) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss over the expected useful life of the relevant asset by equal annual.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the Note 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

收入及其他收入 (續)

來自其他來源及其他收入的收入 (續)

(e) 政府補助

倘可合理保證收到政府補助金，且本集團將遵守其附加條件，則將政府補助金初步於財務狀況表確認。

補償本集團所產生開支的補助金於開支產生期間按系統基準於損益確認為收入。

倘補助金與資產有關，即將其公允值計入遞延收益賬戶，並於有關資產的預計可使用年期限內，以等額年金調撥往綜合損益表。

借貸成本

本集團將直接屬於購買、興建或生產需要相當長時間才可作擬定用途或出售的資產的借貸成本撥充資本，作為該等資產成本的一部分。其他借貸成本則於產生期間支銷。

股息

期末股息於獲股東於股東大會上批准後確認為負債。擬派期末股息於財務報表附註12中披露。

由於本公司的組織章程大綱及細則授權董事宣派中期股息，故中期股息同時建議及宣派。因此，中期股息在建議及宣派時即時確認為負債。

NOTES TO THE
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2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- an investment in equity securities designated as at FVOCI;
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- qualifying cash flow hedges to the extent that the hedges are effective.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

外幣換算

外幣交易按交易日期的匯率換算為集團公司各自的功能貨幣。

以外幣計值的貨幣資產及負債按於報告日期的匯率換算為功能貨幣。按公允值以外幣計量的非貨幣資產及負債按釐定公允值時的匯率換算為功能貨幣。按歷史成本以外幣計量的非貨幣資產及負債按於交易日期的匯率換算。外幣差額一般於損益確認。

然而，因換算以下項目而產生的外幣差額在其他全面收益中確認：

- 指定為按公允值計入其他全面收益的股本證券投資；
- 指定為對沖海外業務淨投資的金融負債，只要對沖有效；及
- 只要對沖有效，符合條件的現金流量對沖。

海外業務的資產及負債（包括收購產生的商譽及公允值調整）按報告日期的匯率換算為人民幣。海外業務的收入及開支按交易當日的匯率換算為人民幣。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Translation of foreign currencies (continued)

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

外幣換算 (續)

外幣差額於其他全面收益內確認並於匯兌儲備內累計，惟換算差額分配至非控股股東權益除外。

倘全部或部分出售海外業務而喪失控制權、重大影響力或共同控制權，則與該海外業務相關的匯兌儲備累計金額重新分類至損益，作為出售收益或虧損之一部分。於出售包含海外業務的子公司時，應終止確認與歸屬於非控股股東權益的該海外業務有關的匯兌差額累計金額，惟不得重新分類至損益。倘本集團出售子公司的部分權益並保留控制權，累計金額的相關部分應歸屬於非控股股東權益。當本集團僅出售部分聯營公司或合營企業並保留重大影響力或共同控制權，累計金額的相關部分重新分類至損益。

關聯人士

一方被視為與本集團有關聯，倘

- (a) 該方為該名人士家族的人士或直系親屬，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團施加重大影響；或
 - (iii) 為本集團或本集團母公司關鍵管理人員的成員；或

**NOTES TO THE
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2 MATERIAL ACCOUNTING POLICIES

(continued)

2.3 Summary of material accounting policies

(continued)

Related parties (continued)

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2 重大會計政策 (續)

2.3 重大會計政策概要 (續)

關聯人士 (續)

(b) 該方為符合下列任何條件的實體：

- (i) 該實體與本集團屬同一集團的成員公司；
- (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體的母公司、子公司或同系子公司的旗下）；
- (iii) 該實體及本集團均為同一第三方的合營企業；
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
- (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關實體的僱員；
- (vi) 該實體由(a)項所述人士控制或共同控制；
- (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體（或該實體的母公司）關鍵管理人員的成員；及
- (viii) 向本集團或本集團母公司提供關鍵管理人員服務的實體或其所屬集團的任何成員公司。

個人的近親家庭成員指在與該實體進行交易時預期可影響，或受其影響之家族成員。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Withholding tax arising from the distribution of dividends

The Group's determination as to whether to accrue for withholding taxes arising from the distributions of dividends from certain subsidiaries whose equity interests are directly held by overseas parent companies according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividends or on whether those overseas parent companies will be determined to be Chinese resident enterprises by the PRC governing tax authorities in the future. Except for certain subsidiaries with an equity interest directly held by overseas third party shareholders, which distributed dividends required by those overseas third party shareholders, and except for withholding tax amounting to RMB245,000,000 was provided for the year ended 31 December 2024 based on the expected dividend distribution from retained profit during the year 31 December 2024. Management considered that it can control the dividend policy and it is not probable that those PRC subsidiaries will distribute profits earned from 1 January 2008 to 31 December 2024 in the foreseeable future. Where the final outcome of these matters is different from the amounts originally determined, the difference will impact the deferred tax provision in the period in which the differences realise.

3 會計判斷及估計

(a) 應用本集團會計政策時的關鍵會計判斷

在應用本集團的會計政策的過程中，管理層已作出以下判斷（除涉及估值的項目外），乃對財務報表內已確認金額構成最重大影響：

分派股息產生的預扣稅

本集團根據相關稅務機關的規定計提從若干子公司（其股權由海外母公司直接持有）分派股息所產生的預扣稅，是否計提取決於股息支付的時間或該等海外母公司在未來期間是否被中國政府稅務當局認定為中國居民企業納稅人。除若干由海外第三方股東直接持有股權的子公司應海外第三方股東要求分派股息外，及除根據截至二零二四年十二月三十一日止年度預期從保留利潤中分派的股息於截至二零二四年十二月三十一日止年度計提人民幣245,000,000元的額外預扣稅外，管理層認為其可控制股息政策，且在可預見的未來，其他中國子公司將不大可能分派於二零零八年一月一日至二零二四年十二月三十一日所賺取的利潤。倘該事件的最終結果有別於當初釐定的金額，差異將影響差異產生的期間所計提的遞延稅項。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(a) Critical accounting judgements in applying the Group's accounting policies (continued)

Significant influence over China Modern Dairy

The directors of the Company have concluded that the Group does not control China Modern Dairy and accordingly the Group continues to account for its investments in China Modern Dairy as an associate. In arriving at this conclusion, the directors of the Company have made a holistic assessment of the relevant facts and circumstances taking into account such factors as the potential voting rights held by the holders of the exchangeable bonds, voting rights held by the borrower, the board composition and key management personnel of China Modern Dairy and the nature of the Group's relationship with China Modern Dairy including the extensive continuing connected transactions between the Group and China Modern Dairy. The Company would continue to re-evaluate such conclusion on an ongoing basis as facts and circumstances change. Further details are contained in Note 20(a) to the financial statements.

Control over Milkground

The directors of the Company have concluded that the Group has control over Milkground, although the Group holds less than 50% of the voting rights in the investee. In arriving at this conclusion, the Company has made a holistic assessment of the relevant facts and circumstances taking into account such factors as the size of the Group's holding of voting rights relative to the size and dispersion of the voting rights of the other shareholders, the nature of the Group's relationships with other shareholders including the voting arrangement with a shareholder, any history of any other shareholders collaborating to exercise their votes collectively or to out vote the Group, the Group's control of the investee's board, and the Group's relationship with the key management personnel of the investee. The Company would continue to re-evaluate such conclusion on an ongoing basis as facts and circumstances change.

3 會計判斷及估計 (續)

(a) 應用本集團會計政策時的關鍵會計判斷 (續)

對中國現代牧業的重大影響力

本公司董事認為本集團對中國現代牧業並無控制權，因此本集團繼續將其於中國現代牧業的投資作為聯營公司核算。為達致此結論，本公司董事已對相關事實及情況作出全面評估，並已考慮相關因素，包括可交換債券持有人的潛在投票權、借款方的投票權、中國現代牧業的董事會組成及主要管理人員，以及本集團與中國現代牧業關係的性質，包括本集團與中國現代牧業之間的大量持續關連交易。本公司會持續因應事實和情況的變化，重新檢討有關結論。進一步詳情載於財務報表附註20(a)。

對妙可藍多的控制

本公司董事認為，雖然本集團持有被投資方不足50%投票權，但本集團對妙可藍多有控制權。為達致此結論，本公司董事已對相關事實及情況作出全面評估，並已考慮相關因素，包括本集團所持投票權相對於其他股東投票權的規模和分佈情況、本集團與其他股東關係的性質（包括與一名股東的投票安排）、任何其他股東曾經合作共同投票或否決本集團的紀錄、本集團對被投資方董事會的控制以及本集團與被投資方主要管理人員的關係等。本公司會持續因應事實和情況的變化，重新檢討有關結論。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill and trademarks with indefinite useful lives

The Group determines whether goodwill and trademarks with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the value in use of the CGUs (or the “CGU Groups”). Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the CGUs (or the CGU Groups) and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of impairment testing of goodwill and trademarks with indefinite useful lives are given in Note 19 to the financial statements.

Impairment of an investment in China Modern Dairy

The Group performs an impairment assessment of the investment in China Modern Dairy by comparing the carrying value of investment in China Modern Dairy with its recoverable amount of value in use. The value in use of China Modern Dairy was determined by the Group based on a discounted cash flow forecast. Estimating the value in use requires the Group to make an estimate of the expected future cash flows and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of impairment testing of an investment in China Modern Dairy are given in Note 20(a) to the financial statements.

3 會計判斷及估計 (續)

(b) 估計不確定性之來源

對未來事項的主要假設及於報告期末估計的不確定性的其他主要來源(存有重大風險可能導致資產及負債賬面值須於下一財政年度內作出重大調整者)於下文論述。

商譽及無限使用年期商標減值

本集團每年最少一次釐定商譽及無限使用年期商標是否減值。釐定商譽及無限使用年期商標是否減值須估計現金產生單位(或「現金產生單位組別」)的使用價值。估計使用價值時,本集團須估計預期來自現金產生單位或現金產生單位組別之日後現金流量,並挑選合適的折現率以計算該等現金流量的現值。商譽及無限使用年期商標減值測試詳情請參閱財務報表附註19。

於中國現代牧業之投資減值

本集團通過比較於中國現代牧業之投資賬面值與其使用價值之可收回金額對於中國現代牧業之投資進行減值評估。本集團根據貼現現金流預測釐定中國現代牧業之使用價值。估計使用價值時,本集團須估計預期日後現金流量,並挑選合適的折現率以計算該等現金流量的現值。於中國現代牧業之投資減值測試詳情見財務報表附註20(a)。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Sources of estimation uncertainty (continued)

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and all unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, which affects the probability of utilisation and the tax rate to be used in the calculations. Details of deferred tax assets are contained in Note 21 to the financial statements.

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. Details of share-based payments are contained in Notes 30, 37 and 38 to the financial statements.

3 會計判斷及估計 (續)

(b) 估計不確定性之來源 (續)

遞延稅項資產

遞延稅項資產就所有可扣減暫時性差異及所有未用稅項虧損加以確認，惟僅限於日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時性差異及未用稅項虧損的情況。釐定可予確認的遞延稅項資產金額時，須就會影響可用作扣減的可能性及用於計算的稅率的日後應稅利潤的大致時間及水平，作出重要的管理層判斷。遞延稅項資產的詳情請參閱財務報表附註21。

以股份為基礎的支付

本集團計量與僱員的股權結算交易的成本時乃參考權益工具授出當日的公允值。估算公允值須釐定授出權益工具（視乎授出的條款及條件）的最合適估值模式，亦須釐定估值模式最適合的輸入數據，包括購股權的預計年期、波動率及股息率，以及就此作出假設。以股份為基礎的支付的詳情列於財務報表附註30、37及38。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has five reportable operating segments as follows:

- Liquid milk business — manufacture and distribution of ultra-high temperature milk (“UHT milk”), milk beverages, yogurt and fresh milk;
- Ice cream business — manufacture and distribution of dairy-based ice cream;
- Milk formula business — manufacture and distribution of milk powder;
- Cheese business — manufacture and distribution of cheese; and
- Others — principally the Group’s manufacture of raw materials for dairy products and trading business.

4 經營分部資料

出於管理需要，本集團按產品及服務構組業務單元，並有以下五個可報告經營分部：

- 液態奶業務 — 生產及經銷超高溫滅菌奶(「UHT奶」)、乳飲料、酸奶及鮮奶；
- 冰淇淋業務 — 生產及經銷含乳冰淇淋；
- 奶粉業務 — 生產及經銷奶粉；
- 奶酪業務 — 生產及經銷奶酪；及
- 其他 — 主要為本集團乳製品原輔料生產及經銷貿易業務。

**NOTES TO THE
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4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that interest income, non-lease-related finance costs, share of results of associates, income tax expense, as well as head office and corporate income/expenses are excluded from such measurement.

Segment assets exclude investments in associates and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4 經營分部資料 (續)

(a) 分部業績、資產及負債

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及表現評估的決策。分部表現乃根據可報告分部利潤／虧損（其為對經調整稅前利潤／虧損的一種計量）予以評估。經調整稅前利潤／虧損與本集團的稅前利潤／虧損計量方式一致，惟利息收入、非租賃相關融資成本、應佔聯營公司業績、所得稅支出及總部及公司收益／支出不包含於該計量內。

分部資產並不包括於聯營公司的投資，以及其他不分部的總部及公司資產，乃由於此等資產按集團層面管理。

分部負債並不包括其他不分部的總部及公司負債，乃由於此等負債按集團層面管理。

分部間銷售及轉讓乃參考以當時市價向第三方銷售所採用的售價進行交易。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2024

4 經營分部資料 (續)

(a) 分部業績、資產及負債 (續)

截至二零二四年十二月三十一日止年度

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (Note 5):	分部收入 (附註5):						
Sales to external customers	銷售予外部客戶	73,065,615	5,175,411	3,320,456	4,319,660	2,793,632	88,674,774
Intersegment sales	分部間銷售	836,819	53,318	48,068	6,699	206,930	1,151,834
		73,902,434	5,228,729	3,368,524	4,326,359	3,000,562	89,826,608
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment sales	抵銷分部間銷售						(1,151,834)
Revenue	收入						88,674,774
Segment results	分部業績	6,193,423	165,489	(4,637,711)	241,176	54,519	2,016,896
<i>Reconciliation:</i>	<i>調整:</i>						
Interest income	利息收入						1,411,977
Finance costs (other than interest on lease liabilities)	融資成本 (除租賃負債利息外)						(1,414,956)
Share of results of associates	應佔聯營公司業績						(871,728)
Corporate and other unallocated expense	公司及其他不分部支出						(143,012)
Profit before tax	稅前利潤						999,177
Income tax expense	所得稅支出						(774,572)
Profit for the year	本年利潤						224,605
Segment assets	分部資產	72,343,961	6,557,712	10,514,131	15,665,834	2,280,785	107,362,423
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment receivables	抵銷分部間應收款項						(29,518,016)
Corporate and other unallocated assets	公司及其他不分部的資產						18,799,491
Investments in associates	於聯營公司的投資						9,648,894
Total assets	總資產						106,292,792
Segment liabilities	分部負債	25,498,100	4,235,873	5,354,871	4,258,244	1,870,890	41,217,978
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment payables	抵銷分部間應付款項						(29,518,016)
Corporate and other unallocated liabilities	公司及其他不分部的負債						46,567,339
Total liabilities	總負債						58,267,301

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2024 (continued)

4 經營分部資料 (續)

(a) 分部業績、資產及負債 (續)

截至二零二四年十二月三十一日止年度 (續)

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information:	其他分部資料：						
Depreciation and amortisation	折舊及攤銷	2,498,864	333,464	149,056	227,151	52,757	3,261,292
Unallocated amounts	不分部金額						145,423
Total depreciation and amortisation	總折舊及攤銷						3,406,715
Capital expenditure	資本支出	1,737,120	746,425	359,075	304,808	147,704	3,295,132
Unallocated amounts	不分部金額						289,461
Total capital expenditure*	總資本支出*						3,584,593
Impairment losses and write-down of inventories recognised in the consolidated statement of profit or loss, net	於綜合損益表確認的減值虧損及存貨撇減淨額	1,049,077	5,213	4,661,418	8,426	288,108	6,012,242
Expense relating to share-based payment component of the convertible bonds, share option scheme and share award scheme	涉及可換股債券以股份支付的部分、購股權計劃及股票獎勵計劃的開支	111,515	16,773	3,106	3,978	3,190	138,562
Unallocated amounts	不分部金額						212,851
Total non-cash expenses relating to share-based payment component of the convertible bonds, share option scheme and share award scheme	涉及可換股債券以股份支付的部分、購股權計劃及股票獎勵計劃的非現金支出總額						351,413

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2023

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (Note 5):	分部收入 (附註5):						
Sales to external customers	銷售予外部客戶	82,071,069	6,026,325	3,801,747	4,357,260	2,367,640	98,624,041
Intersegment sales	分部間銷售	1,127,114	55,996	24,751	22,323	619,202	1,849,386
		83,198,183	6,082,321	3,826,498	4,379,583	2,986,842	100,473,427
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment sales	抵銷分部間銷售						(1,849,386)
Revenue	收入						98,624,041
Segment results	分部業績	6,126,458	427,731	(198,939)	146,564	(198,101)	6,303,713
<i>Reconciliation:</i>	<i>調整:</i>						
Interest income	利息收入						1,675,555
Finance costs (other than interest on lease liabilities)	融資成本 (除租賃負債利息外)						(1,505,100)
Share of results of associates	應佔聯營公司業績						91,921
Corporate and other unallocated expense	公司及其他不分部支出						(253,902)
Profit before tax	稅前利潤						6,312,187
Income tax expense	所得稅支出						(1,425,212)
Profit for the year	本年利潤						4,886,975
Segment assets	分部資產	69,989,322	6,521,677	16,628,126	15,403,307	2,179,511	110,721,943
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment receivables	抵銷分部間應收款項						(33,004,852)
Corporate and other unallocated assets	公司及其他不分部的資產						27,094,228
Investments in associates	於聯營公司的投資						10,408,632
Total assets	總資產						115,219,951
Segment liabilities	分部負債	28,708,293	4,454,086	6,905,303	3,750,950	1,841,636	45,660,268
<i>Reconciliation:</i>	<i>調整:</i>						
Elimination of intersegment payables	抵銷分部間應付款項						(33,004,852)
Corporate and other unallocated liabilities	公司及其他不分部的負債						51,912,824
Total liabilities	總負債						64,568,240

4 經營分部資料 (續)

(a) 分部業績、資產及負債 (續)

截至二零二三年十二月三十一日止年度

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(a) Segment results, assets, and liabilities (continued)

Year ended 31 December 2023 (continued)

		Liquid milk business 液態奶業務 RMB'000 人民幣千元	Ice cream business 冰淇淋業務 RMB'000 人民幣千元	Milk powder business 奶粉業務 RMB'000 人民幣千元	Cheese business 奶酪業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information:	其他分部資料：						
Depreciation and amortisation	折舊及攤銷	2,548,462	264,609	180,805	190,460	56,049	3,240,385
Unallocated amounts	不分部金額						60,357
Total depreciation and amortisation	總折舊及攤銷						3,300,742
Capital expenditure	資本支出	2,769,719	488,938	350,864	248,971	168,386	4,026,878
Unallocated amounts	不分部金額						48,327
Total capital expenditure*	總資本支出*						4,075,205
Impairment losses and write-down of inventories recognised in the consolidated statement of profit or loss, net	於綜合損益表確認的減值虧損及存貨撇減淨額	392,990	15,075	23,536	8,054	241,676	681,331
Expense relating to share-based payment component of the convertible bonds, share option scheme, share award scheme and reversal of restricted shares expenses of a subsidiary	涉及可換股債券以股份支付的部分、購股權計劃、股票獎勵計劃及一間子公司限制性股票開支轉回的開支	223,616	31,342	4,897	14,160	(52,413)	221,602
Unallocated amounts	不分部金額						347,114
Total non-cash expenses relating to share-based payment component of the convertible bonds, share option scheme, share award scheme and reversal of restricted shares expenses of a subsidiary	涉及可換股債券以股份支付的部分、購股權計劃、股票獎勵計劃及一間子公司限制性股票開支轉回的非現金支出總額						568,716

* Capital expenditure consists of cash paid for the purchase of property, plant and equipment, construction in progress, intangible assets, land use rights, equity interests in subsidiaries, associates and other equity investments.

(a) 分部業績、資產及負債(續)

截至二零二三年十二月三十一日止年度(續)

* 資本支出包括購買物業、廠房及設備、在建工程、無形資產、土地使用權以及子公司、聯營公司股權及其他股權投資所支付的現金。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 OPERATING SEGMENT INFORMATION

(continued)

(b) Geographical information

(i) Revenue from external customers

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	83,958,472	94,335,586
Overseas	海外地區	4,716,302	4,288,455
		88,674,774	98,624,041

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

(ii) Non-current assets

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	45,762,687	48,014,045
Overseas	海外地區	7,384,809	11,171,657
		53,147,496	59,185,702

The non-current asset information above is based on locations of non-current assets, excluding derivative financial instruments, other financial assets and deferred tax assets.

(c) Information about major customers

There were no sales to a single customer which accounted for 10% or more of the Group's revenue for the year ended 31 December 2024.

4 經營分部資料 (續)

(b) 地區

(i) 來自外部客戶的收入

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	83,958,472	94,335,586
Overseas	海外地區	4,716,302	4,288,455
		88,674,774	98,624,041

上述收入資料乃根據客戶的地點劃分。

(ii) 非流動資產

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
The Chinese Mainland	中國大陸	45,762,687	48,014,045
Overseas	海外地區	7,384,809	11,171,657
		53,147,496	59,185,702

上述非流動資產的資料乃根據非流動資產的地點劃分，不包括衍生金融工具、其他金融資產及遞延稅項資產。

(c) 主要客戶資料

截至二零二四年十二月三十一日止年度，並無向單一客戶的銷售佔本集團收入10%或以上。

**NOTES TO THE
FINANCIAL STATEMENTS**
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5 REVENUE, OTHER INCOME AND GAINS

(a) Revenue

An analysis of the revenue is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue from contracts with customers recognised at point in time:	來自客戶合約的收入於一個時間點確認：		
Sale of goods	銷售貨物	88,623,995	98,590,612
Consignment processing services	委託加工服務	50,779	33,429
		88,674,774	98,624,041

The Group takes advantage of practical expedient in paragraph 121 of IFRS/HKFRS15 and does not disclose the remaining performance obligations as all of the Group's sales contracts have an original expected duration of less than one year.

5 收入、其他收入及收益

(a) 收入

收入的分析如下：

本集團使用國際財務報告準則／香港財務報告準則第15號第121段所述的可行權宜法，由於本集團所有的銷售合約原訂期限均少於一年，故不披露餘下履約責任。

**NOTES TO THE
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財務報表附註

5 REVENUE, OTHER INCOME AND GAINS

(continued)

(b) Other income and gains

5 收入、其他收入及收益 (續)

(b) 其他收入及收益

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Government grants related to	政府補助金：		
— assets (Note 32)	— 資產 (附註32)	114,910	121,738
— compensation for expenses	— 與補償費用有關	312,319	435,580
Gain on disposal of subsidiaries	出售子公司的收益		
(Note 39)	(附註39)	267,216	—
Gain on disposal of an associate	出售一間聯營公司收益	—	1,046
Gross rental income (Note 16)	租金總收入 (附註16)	39,401	63,386
Gain on disposal of assets and	出售持有待售資產及負		
liabilities held for sale	債的收益	—	14,521
Net fair value gain on forward	遠期外幣合約公允值		
currency contracts (Note 31)	收益淨額 (附註31)	8,948	—
Net fair value gain on	可交換債券公允值收益		
exchangeable bonds	淨額	—	2,024
Net fair value gain on equity	以公允值計量且其變動		
investment at fair value through	計入損益的股權投資		
profit or loss	公允值收益淨額	71,132	—
Net fair value gain on other	其他金融負債公允值		
financial liabilities	收益淨額	—	23,658
Net gain on disposal of raw	出售原輔料的收益淨額		
materials		59,587	91,883
Others	其他	158,131	315,556
		1,031,644	1,069,392

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6 OTHER EXPENSES

6 其他費用

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Write-down of inventories to net realisable value (Note 23)	存貨撇減至可變現淨值 (附註23)	911,092	323,675
Impairment of goodwill (Note 17)	商譽減值(附註17)	1,154,728	—
Impairment of other intangible assets (Note 18)	其他無形資產減值 (附註18)	3,490,098	—
Educational surcharges, city construction tax, and other taxes	教育附加費、城市維護建設稅及其他稅項	512,056	534,812
Donations	捐贈支出	74,590	62,659
Impairment of investments in an associate	於一間聯營公司的投資減值	63,487	48,030
Net loss on disposal of property, plant and equipment, other intangible assets and right-of-use assets	出售物業、廠房及設備、其他無形資產及使用權資產虧損淨額	52,110	14,423
Net fair value loss on exchangeable bonds	可交換債券公允值虧損淨額	28,190	—
Foreign exchange loss, net	匯兌虧損淨額	21,369	77,382
Net fair value loss on forward currency contracts (Note 31)	遠期外幣合約公允值虧損淨額(附註31)	—	4,641
Net fair value loss on equity investment at fair value through profit or loss	以公允值計量且其變動計入損益的股權投資公允值虧損淨額	—	22,945
Others	其他	145,294	207,897
		6,453,014	1,296,464

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

7 稅前利潤

稅前利潤乃經扣除下列各項後計算所得：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cost of inventories sold	銷售存貨成本	53,539,391	61,958,116
Cost of consigned processing services	委託加工服務成本	44,943	25,830
Cost of sales	銷售成本	53,584,334	61,983,946
Employee benefit expense (including directors' and chief executive's remuneration as disclosed in Note 9) (Note (a))	僱員福利費用(包括附註9所披露的董事及主要行政人員薪酬)(附註(a))		
— Wages, salaries, housing benefits and other allowances	— 工資、薪金、住房福利及其他津貼	7,005,579	7,625,682
— Retirement benefit contributions	— 退休福利供款	774,503	817,790
— Fair value amortisation and cancellation of share-based payment component of the convertible bonds	— 可換股債券以股份支付的部分的公允值攤銷及註銷	322,409	436,448
— Share option scheme expense	— 購股權計劃開支	(12,906)	69,067
— Share award scheme expense	— 股票獎勵計劃開支	41,910	121,608
— Reversal of restricted shares expense of a subsidiary	— 一間子公司限制性股票開支轉回	—	(58,407)
		8,131,495	9,012,188
Impairment of trade receivables, net (Note 24)	應收賬款減值淨額(附註24)	128,751	121,559
Impairment of financial assets included in prepayments, other receivables and other financial assets, net	計入預付款項、其他應收款項及其他金融資產的金融資產減值淨額	242,961	188,067
Impairment of financial assets, net	金融資產減值淨額	371,712	309,626
Write-down of inventories to net realisable value (Note 23)	存貨撇減至可變現淨值(附註23)	911,092	323,675
Impairment of goodwill (Note 17)	商譽減值(附註17)	1,154,728	—
Impairment of other intangible assets (Note 18)	其他無形資產減值(附註18)	3,490,098	—
Impairment of investments in an associate	於一間聯營公司的投資減值	63,487	48,030
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	2,953,109	2,803,699
Depreciation of right-of-use assets (Note 16)	使用權資產折舊(附註16)	335,239	385,609
Depreciation of investment properties	投資物業折舊	1,646	1,646
Amortisation of other intangible assets (Note 18)	其他無形資產攤銷(附註18)	116,721	109,788
Research and development costs	研究開發費用	512,638	495,507
Outsourcing expense (Note (b))	外包費用(附註(b))	158,232	180,283
Lease payments not included in the measurement of lease liabilities (Note (c))	不計入租賃負債計量的租賃付款(附註(c))	224,779	260,106
Auditor's remuneration	核數師酬金		
— Audit services	— 審計服務	10,630	10,358
— Non-audit services	— 非審計服務	4,481	4,229

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 PROFIT BEFORE TAXATION (continued)

Notes:

- (a) The employees of the subsidiaries of the Group established in the PRC (other than Hong Kong) participate in defined contribution retirement benefit scheme managed by the local government authority, whereby these subsidiaries are required to contribute to the scheme ranging from 16% to 20% of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC (other than Hong Kong), from the above mentioned retirement scheme at their normal retirement age.

The Group also operates a Mandatory Provident Fund Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan.

The Group has no further obligation for payment of other retirement benefits beyond the above contributions.

- (b) For the purpose of promoting operation efficiency, the Group outsourced the production of certain products. The amounts represent the total amount paid by the Group for purchasing outsourcing services.
- (c) The Group recognised rental expenses from short-term leases of RMB138,871,000 (2023: RMB147,265,000), leases of low-value assets of RMB21,955,000 (2023: RMB27,922,000) and variable lease payments not based on index or rates of RMB63,953,000 (2023: RMB84,919,000) for the year ended 31 December 2024, respectively. Further details are given in Note 16(c) to the financial statements.

7 稅前利潤 (續)

附註：

- (a) 本集團於中國（不包括香港）成立的子公司的僱員參與當地政府機構管理的界定供款退休福利計劃，據此，該等子公司須按僱員基本薪金16%至20%的比率向該計劃供款。該等子公司的僱員於年屆正常退休年齡時有權享有上述退休計劃按中國（不包括香港）平均薪金水平百分比計算的退休福利。

本集團亦根據香港強制性公積金計劃條例，為在香港僱傭條例下受僱及不受先前界定福利退休計劃保障之僱員，經營強制性公積金計劃。

除上述供款外，本集團並無其他責任支付其他退休福利。

- (b) 為了促進營運效率，本集團外包若干產品的生產。該金額指本集團就購買外包服務支付的總額。
- (c) 本集團截至二零二四年十二月三十一日止年度分別確認短期租賃支出人民幣138,871,000元（二零二三年：人民幣147,265,000元）、低價值資產租賃支出人民幣21,955,000元（二零二三年：人民幣27,922,000元）及並非根據某一指數或比率的可變租賃付款人民幣63,953,000元（二零二三年：人民幣84,919,000元）。進一步詳情請參閱財務報表附註16(c)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 FINANCE COSTS

8 融資成本

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	724,263	674,988
Interest on other borrowings (excluding lease liabilities)	其他借貸利息 (不包括租賃負債)	690,693	830,112
Interest on lease liabilities	租賃負債利息	52,834	64,181
		1,467,790	1,569,281

9 DIRECTORS' EMOLUMENTS

Apart from share-based payments as disclosed in note below, directors' emoluments pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are set out in following tables:

9 董事薪酬

除下文附註所披露以股份為基礎的支付外，根據香港公司條例第383(1)條，以及公司（披露董事利益資料）規例第2部分披露的董事薪酬載列於下表：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Fees	袍金	975	957
Other emoluments	其他酬金		
— Basic salaries, housing benefits, other allowances and benefits in kind	— 基本薪金、住房 福利、其他津貼 及實物利益	12,258	13,140
— Performance related bonuses	— 與業績有關的獎金	4,977	6,626
— Retirement benefit contributions	— 退休福利供款	182	175
		18,392	20,898

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

9 DIRECTORS' EMOLUMENTS (continued)

9 董事薪酬 (續)

			Basic salaries, housing benefits, other allowances and benefits in kind 基本薪金、住房福利、其他津貼及實物利益					Performance related bonuses 與業績有關的獎金	Retirement benefit contributions 退休福利供款	Total 總薪酬
			Fees 袍金 RMB'000 人民幣千元	in kind 實物利益 RMB'000 人民幣千元			獎金 RMB'000 人民幣千元		退休福利供款 RMB'000 人民幣千元	
Notes 附註										
2024 二零二四年										
Executive directors 執行董事										
— Mr. Gao Fei (appointed on 26 March 2024)			— 高飛先生(於二零二四年三月二十六日獲委任)		(a)/(b)/(c)	—	6,198	3,725	40	9,963
— Ms. Wang Yan			— 王燕女士		(a)	—	1,376	17	68	1,461
— Mr. Lu Minfang (resigned on 10 October 2024)			— 盧敏放先生(於二零二四年十月十日辭任)		(a)/(b)	—	4,011	800	59	4,870
— Mr. Zhang Ping (resigned on 26 March 2024)			— 張平先生(於二零二四年三月二十六日辭任)		(a)/(b)	—	673	435	15	1,123
Non-executive directors 非執行董事										
— Mr. Qing Lijun (appointed on 22 May 2024)			— 慶立軍先生(於二零二四年五月二十二日獲委任)		(a)	—	—	—	—	—
— Mr. Meng Fanjie (appointed on 28 August 2024)			— 孟凡傑先生(於二零二四年八月二十八日獲委任)		(a)	—	—	—	—	—
— Mr. Wang Xi (resigned on 28 August 2024 and re-appointed on 10 October 2024)			— 王希先生(於二零二四年八月二十八日辭任並於二零二四年十月十日重新獲委任)		(a)	—	—	—	—	—
— Mr. Simon Dominic Stevens			— Simon Dominic Stevens先生			150	—	—	—	150
— Mr. Chen Lang (resigned on 22 May 2024)			— 陳朗先生(於二零二四年五月二十二日辭任)		(a)	—	—	—	—	—
Independent non-executive directors 獨立非執行董事										
— Mr. Yih Dieter Lai Tak			— 葉禮德先生			275	—	—	—	275
— Mr. Li Michael Hankin			— 李恒健先生			275	—	—	—	275
— Mr. Ge Jun			— 葛俊先生			275	—	—	—	275
			97512,2584,97718218,392							

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9 DIRECTORS' EMOLUMENTS (continued)

9 董事薪酬 (續)

		Notes 附註	Fees 袍金 RMB'000 人民幣千元	Basic salaries, housing benefits, other allowances and benefits in kind 基本薪金、住房 福利、其他津貼 及實物利益 RMB'000 人民幣千元	Performance related bonuses 與業績有關的 獎金 RMB'000 人民幣千元	Retirement benefit contributions 退休福利供款 RMB'000 人民幣千元	Total 總薪酬 RMB'000 人民幣千元
2023	二零二三年						
Executive directors	執行董事						
– Mr. Lu Minfang	– 盧敏放先生	(a)/(b)	—	8,555	4,950	67	13,572
– Mr. Zhang Ping	– 張平先生	(a)/(b)	—	2,676	1,605	44	4,325
– Ms. Wang Yan	– 王燕女士	(a)	—	1,909	71	64	2,044
Non-executive directors	非執行董事						
– Mr. Chen Lang	– 陳朗先生	(a)	—	—	—	—	—
– Mr. Wang Xi	– 王希先生	(a)	—	—	—	—	—
– Mr. Simon Dominic Stevens	– Simon Dominic Stevens 先生		150	—	—	—	150
Independent non-executive directors	獨立非執行董事						
– Mr. Yih Dieter Lai Tak	– 葉禮德先生		269	—	—	—	269
– Mr. Li Michael Hankin	– 李恒健先生		269	—	—	—	269
– Mr. Ge Jun	– 葛俊先生		269	—	—	—	269
			957	13,140	6,626	175	20,898

Notes:

- (a) During the year ended 31 December 2024, the eight (2023: five) directors agreed to waive their entitlements to directors' fees totally amounted to RMB425,000 (2023: RMB390,000). Other than the aforementioned, there was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- (b) Among directors of the Company, Mr. Gao Fei, Mr. Lu Minfang and Mr. Zhang Ping were entitled to various share-based payments as grantees/participants of share option scheme (Note 37), share award scheme (Note 38) and convertible bonds arrangement (Note 30). For the year ended 31 December 2024, the share-based payments expenses recognised in the profit or loss as part of emoluments to Mr. Gao Fei, Mr. Lu Minfang and Mr. Zhang Ping were approximately RMB18,384,000, RMB17,000,000 and RMBNil, respectively (2023: RMBNil, RMB63,853,000 and RMB10,948,000, respectively).
- (c) Except for emoluments disclosed above, Mr. Gao Fei received emoluments before his appointment as executive director of the Company amounted to RMB1,695,000 for the year ended 31 December 2024.

附註：

- (a) 截至二零二四年十二月三十一日止年度，八位（二零二三年：五位）董事同意放棄其董事袍金，金額合共人民幣425,000元（二零二三年：人民幣390,000元）。除前述者外，本年度並無任何有關董事放棄或同意放棄任何酬金的安排。
- (b) 本公司董事中，高飛先生、盧敏放先生及張平先生作為購股權計劃（附註37）、股票獎勵計劃（附註38）及可換股債券安排（附註30）的承授人／參與者，有權獲得多個以股份為基礎的支付。截至二零二四年十二月三十一日止年度，於損益確認為支付予高飛先生、盧敏放先生及張平先生的部分薪酬之以股份為基礎的支付分別約為人民幣18,384,000元、人民幣17,000,000元及人民幣零元（二零二三年：分別為人民幣零元、人民幣63,853,000元及人民幣10,948,000元）。
- (c) 除上文所披露的薪酬外，高飛先生於截至二零二四年十二月三十一日止年度獲委任為本公司執行董事前收取的薪酬為人民幣1,695,000元。

**NOTES TO THE
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財務報表附註

10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

One (2023: One) of the five highest paid employees was a director whose emoluments have been shown above, the director's emoluments before appointed as director was RMB1,695,000. Details of emoluments, apart from share-based payments disclosed in note below, in relation to the remaining four (2023: four) non-director, highest paid employees are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Basic salaries, housing benefits, other allowances and benefits in kind	基本薪金、住房福利、其他津貼及實物利益	14,035	14,865
Performance related bonuses	與業績有關的獎金	14,757	11,046
Retirement scheme contributions	退休福利計劃供款	135	132
		28,927	26,043

The number of non-director, highest paid employees whose cash emolument fell within the following bands is as follows:

現金酬金列入以下組別的最高薪非董事僱員的數目如下：

		2024 二零二四年 Number of individuals 僱員人數	2023 二零二三年 Number of individuals 僱員人數
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至 5,500,000港元	—	2
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至 6,000,000港元	2	—
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至 7,500,000港元	1	1
HK\$10,000,001 to HK\$10,500,000	10,000,001港元至 10,500,000港元	—	—
HK\$11,500,001 to HK\$12,000,000	11,500,001港元至 12,000,000港元	—	1
HK\$12,500,001 to HK\$13,000,000	12,500,001港元至 13,000,000港元	1	—
		4	4

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 INDIVIDUALS WITH HIGHEST EMOLUMENTS (continued)

During the year ended 31 December 2024, the total share option benefits relating to the share option scheme (Note 37), share award scheme (Note 38) and convertible bonds arrangement (Note 30) granted to the non-director, individuals with highest emoluments were approximately RMBNil, RMBNil and RMB33,618,000, respectively (2023: RMB26,348,000, RMB593,000 and RMB83,362,000, respectively).

11 INCOME TAX EXPENSE

(a) Taxation in the consolidated statement of profit or loss represents:

10 最高薪人士 (續)

截至二零二四年十二月三十一日止年度，授予最高薪非董事僱員之與購股權計劃(附註37)、股票獎勵計劃(附註38)及可換股債券安排(附註30)有關的購股權福利合共約為人民幣零元、人民幣零元及人民幣33,618,000元(二零二三年：分別為人民幣26,348,000元、人民幣593,000元及人民幣83,362,000元)。

11 所得稅支出

(a) 綜合損益表內的稅項指：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current income tax	即期所得稅		
Current charge for the year	年內即期所得稅支出	1,128,531	1,229,296
Adjustments in relation to prior years	往年相關調整	1,092	31,575
Deferred income tax (Note 21)	遞延所得稅 (附註21)	(355,051)	164,341
		774,572	1,425,212

**NOTES TO THE
FINANCIAL STATEMENTS
財務報表附註**

11 INCOME TAX EXPENSE (continued)**(b) Reconciliation between tax expense and accounting profit at applicable tax rates:**

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit before tax	稅前利潤		999,177	6,312,187
At tax rate of 25% (2023: 25%)	按25% (二零二三年： 25%) 稅率計算	(i)	249,794	1,578,047
Non-deductible items and others, net	不可抵扣的項目及 其他 (淨額)		45,539	60,633
Tax effect of super deduction on research and development expenses	研發費用加計扣除 對稅務的影響	(i)	(94,854)	(103,527)
Adjustments in relation to prior years	往年相關調整		1,092	31,575
Effect of different tax rates	不同稅率的影響	(ii)/(iii)/(iv)	(29,177)	(101,097)
Effect of tax concessions	稅務優惠的影響	(v)/(vi)	(689,427)	(768,598)
Tax effect of share of results of associates	應佔聯營公司業績 對稅務的影響		217,932	(22,980)
Reversal of tax losses and temporary differences recognised in previous years	撥回過往年度已確認 的稅項虧損及 暫時性差異	(vii)	(636,172)	—
Tax effect of impairment of goodwill and trademarks with indefinite useful lives	商譽及無限使用年期 商標減值對稅務的 影響		1,161,207	—
Tax losses and deductible temporary differences utilised from previous years	使用以往年度稅務 虧損及可扣減暫時性 差異		(107,251)	(67,689)
Tax losses and deductible temporary differences not recognised	未確認稅務虧損及 可扣減暫時性差異		395,422	518,665
Effect of withholding tax at 5%/10% on the distributable profits of the Group's certain PRC subsidiaries	按本集團若干中國子 公司可供分派利潤 5%/10%計算的 預扣稅影響		260,467	300,183
Income tax	所得稅		774,572	1,425,212

11 所得稅支出 (續)**(b) 稅項開支與按適用稅率計算的會計利潤的對賬：**

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INCOME TAX EXPENSE (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(continued)

Notes:

- (i) The provision for the income tax is based on the statutory rate of 25% (2023: 25%) on the estimated taxable profits determined in accordance with the Law of the People's Republic of China on Corporate Income Tax ("PRC CIT Law"), except for certain subsidiaries of the Group which enjoy a preferential tax rate according to related tax policies or certain subsidiaries in other jurisdictions. Certain subsidiaries of the Company entitle to the preferential tax rate of 15% (2023: 15%), and certain research and development expenses of these companies are qualified for 100% (2023: 100%) additional deduction for tax purpose.
- (ii) Pursuant to the income tax rules and regulations of Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to income tax in Cayman Islands and the BVI.
- (iii) The provision for Hong Kong Profits Tax is calculated by applying at 16.5% (2023: 16.5%) of the estimated assessable profits for the year ended 31 December 2024.
- (iv) The provision for Australia, New Zealand and Indonesia Profit Tax is calculated by applying at 30%, 28% and 25%, respectively, (2023: 30%, 28% and 25%, respectively), of the estimated assessable profits for the year ended 31 December 2024.
- (v) Certain subsidiaries were granted lower tax rates by the state tax bureau in accordance with the PRC CIT law and the corresponding transitional tax concession policy and "The notice of tax policies relating to the implementation of the western China development strategy".
- (vi) Certain subsidiaries were granted tax exemptions in accordance with the policy of "The notice of preferential tax policy for preliminary processing of agriculture products".
- (vii) This item mainly includes the reversal of deferred tax assets relating to tax losses and deductible temporary differences of Bellamy's recognised in previous years and the reversal of deferred tax liabilities relating to fair value adjustments arising from acquisition of Bellamy's amounted to RMB383,581,000 and RMB1,047,029,000, respectively.

11 所得稅支出 (續)

(b) 稅項開支與按適用稅率計算的會計利潤的對賬：(續)

附註：

- (i) 所得稅撥備根據中華人民共和國企業所得稅法(「中國企業所得稅法」)，按估計應課稅利潤以25%(二零二三年：25%)法定稅率計算，惟本集團根據相關稅務政策享有優惠稅率之若干子公司或位於其他司法權區之若干子公司除外。本公司若干子公司享受15%(二零二三年：15%)優惠稅率，且該等公司的若干研發費用可享受100%(二零二三年：100%)的額外稅項減免。
- (ii) 根據開曼群島及英屬處女群島(「英屬處女群島」)的所得稅條例及法規，本集團毋須繳納開曼群島及英屬處女群島所得稅。
- (iii) 截至二零二四年十二月三十一日止年度，香港利得稅撥備按估計可評估利潤以16.5%(二零二三年：16.5%)稅率計算。
- (iv) 截至二零二四年十二月三十一日止年度，澳洲、新西蘭及印尼利得稅撥備按估計可評估利潤分別以30%、28%及25%(二零二三年：30%、28%及25%)稅率計算。
- (v) 若干子公司獲國家稅務局根據中國企業所得稅法、有關稅收優惠過渡政策及《關於深入實施西部大開發戰略有關稅收政策問題的通知》授予低稅率優惠。
- (vi) 若干子公司獲根據《關於發佈享受企業所得稅優惠政策的農產品初加工範圍(試行)的通知》的政策豁免稅務。
- (vii) 該項目主要包括撥回於過往年度確認的與貝拉米稅項虧損及可扣減暫時性差異相關的遞延稅項資產，以及撥回因收購貝拉米產生的公允價值調整的遞延稅項負債，分別為人民幣383,581,000元及人民幣1,047,029,000元。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

11 INCOME TAX EXPENSE (continued)

(c) Pillar Two income taxes

In 2021, the Organisation for Economic Co-operation and Development published the Global Anti-Base Erosion Model Rules ("Pillar Two model rules") for a new global minimum tax reform applicable to large multinational enterprises. The Group operates in multiple jurisdictions, certain jurisdictions of Netherlands, Vietnam and Australia in which the Group operates have implemented Pillar Two income tax legislation based on this framework, and those Pillar Two income tax laws became effective from 1 January 2024.

The Group has applied the temporary mandatory exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes and accounted for the tax as current tax when incurred. So far the Pillar Two model didn't have a significant impact on the consolidated year financial statements and no Pillar Two income tax was recognised during the year ended 31 December 2024.

Other jurisdictions in which the Group operates are in the process of implementing their Pillar Two income tax legislation. The Group is in the process of making a continuous assessment of what the impact of Pillar Two model is expected to be on the income taxes in those jurisdictions.

11 所得稅支出 (續)

(c) 第二支柱所得稅

於二零二一年，經濟合作與發展組織發佈了適用於大型跨國企業的新全球最低稅制改革的全球反稅基侵蝕模型規則（「第二支柱規則範本」）。本集團在多個司法管轄區經營業務，本集團經營業務所在的荷蘭、越南及澳大利亞等若干司法管轄區已根據此框架實施第二支柱所得稅法，該等第二支柱所得稅法已自二零二四年一月一日生效。

本集團在確認及披露與第二支柱所得稅相關的遞延稅項資產及負債的信息時，已採用臨時強制性例外情況，並在稅項產生時將其列為當期稅項。迄今為止，第二支柱模式對綜合年度財務報表並無重大影響，截至二零二四年十二月三十一日止年度內亦無確認第二支柱所得稅。

本集團經營所在的其他司法管轄區正在實施其第二支柱所得稅立法。本集團正持續評估第二支柱模式對該等管轄區所得稅的預期影響。

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12 DIVIDENDS

12 股息

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Declared and paid during the year Equity dividends on ordinary shares	本年度宣派及支付 普通股股息	1,924,358	1,588,015
Proposed for approval at the Annual General Meeting (the "AGM") Equity dividends on ordinary shares: Proposed final — RMB0.509 (2023: RMB0.489) per ordinary share	提呈於股東週年大會 (「股東週年大會」) 批准 普通股股息： 擬派期末股息 — 每股普通股 人民幣0.509元 (二零二三年： 人民幣0.489元)	1,994,247	1,924,358
	(a)/(b)		

Notes:

- (a) The proposed final dividend for the year ended 31 December 2024 is subject to the approval of the Company's shareholders at the forthcoming AGM.
- (b) This dividend was not recognised as a liability in the consolidated financial statements for the year ended 31 December 2024.

附註：

- (a) 擬派截至二零二四年十二月三十一日止年度之期末股息須由本公司股東在應屆股東週年大會批准。
- (b) 該股息並無於截至二零二四年十二月三十一日止年度的綜合財務報表確認為負債。

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**13 EARNINGS PER SHARE ATTRIBUTABLE
TO ORDINARY EQUITY HOLDERS OF
THE COMPANY**

(a) Basic earnings per share

The basic earnings per share for the year is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

A reconciliation of the weighted average number of shares used in calculating the basic earnings per share amount is as follows:

**13 本公司普通股權益股東應佔每股
盈利**

(a) 每股基本盈利

本年度每股基本盈利乃根據年內本公司普通股權益股東應佔利潤除以年內已發行普通股的加權平均數計算。

計算每股基本盈利時所用加權平均股份數目調節如下：

		2024 二零二四年 Number of shares 股份數目 '000 千股	2023 二零二三年 Number of shares 股份數目 '000 千股
Issued ordinary shares at 1 January	於一月一日已發行 普通股	3,935,293	3,955,196
Effect of share options exercised	已行使購股權的影響	—	2,247
Effect of shares purchased	回購股份的影響	(8,691)	(15,204)
Weighted average number of ordinary shares for the purpose of the basic earnings per share calculation	計算每股基本盈利所用的 普通股加權平均數	3,926,602	3,942,239

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**13 EARNINGS PER SHARE ATTRIBUTABLE
TO ORDINARY EQUITY HOLDERS OF
THE COMPANY** (continued)

(b) Diluted earnings per share

The diluted earnings per share amounts is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

A reconciliation of the weighted average number of shares used in calculating the diluted earnings per share amount is as follows:

**13 本公司普通股權益股東應佔每股
盈利** (續)

(b) 每股攤薄盈利

每股攤薄盈利乃根據年內本公司普通股權益股東應佔利潤除以就所有具攤薄潛力的普通股調整後的已發行普通股加權平均數計算。

計算每股攤薄盈利時所用加權平均股份數目調節如下：

		2024 二零二四年 Number of shares 股份數目 '000 千股	2023 二零二三年 Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purpose of the basic earnings per share calculation	計算每股基本盈利所用的普通股加權平均數	3,926,602	3,942,239
Effect of dilution — Weighted average number of ordinary shares:	攤薄影響 — 普通股加權平均數：		
Outstanding share options	尚未行使購股權	—	7,015
Outstanding share awards	尚未行使股票獎勵	2,614	7,221
Weighted average number of ordinary shares for the purpose of the diluted earnings per share calculation	計算每股攤薄盈利所用的普通股加權平均數	3,929,216	3,956,475

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14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Freehold land 永久業權土地 RMB'000 人民幣千元	Buildings and structures 房屋及建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日						
Cost	成本	122,423	10,256,963	30,665,005	2,821,995	104,887	43,971,273
Accumulated depreciation and impairment	累計折舊及減值	—	(4,101,758)	(16,200,639)	(1,858,711)	(94,786)	(22,255,894)
Net carrying amount	賬面淨值	122,423	6,155,205	14,464,366	963,284	10,101	21,715,379
At 1 January 2024, net of accumulated depreciation and impairment	於二零二四年一月一日， 扣減累計折舊及減值	122,423	6,155,205	14,464,366	963,284	10,101	21,715,379
Additions	添置	17,019	6,013	495,818	132,261	2,273	653,384
Transfers from construction in progress (Note 15)	轉撥自在建工程(附註15)	—	335,801	1,225,324	137,958	138	1,699,221
Disposals	出售	—	(62,658)	(8,275)	(50,586)	(1,661)	(123,180)
Disposal of subsidiaries	出售子公司	—	—	(6,219)	(277)	—	(6,496)
Depreciation charge for the year	年內折舊支出	—	(461,440)	(2,160,223)	(328,119)	(3,327)	(2,953,109)
Exchange realignment	匯兌調整	(1,444)	(24,083)	(51,941)	(2,168)	(347)	(79,983)
At 31 December 2024, net of accumulated depreciation and impairment	於二零二四年十二月三十一日， 扣減累計折舊及減值	137,998	5,948,838	13,958,850	852,353	7,177	20,905,216
At 31 December 2024	於二零二四年十二月三十一日						
Cost	成本	137,998	10,493,379	31,941,799	2,771,868	102,281	45,447,325
Accumulated depreciation and impairment	累計折舊及減值	—	(4,544,541)	(17,982,949)	(1,919,515)	(95,104)	(24,542,109)
Net carrying amount	賬面淨值	137,998	5,948,838	13,958,850	852,353	7,177	20,905,216

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

(continued)

14 物業、廠房及設備 (續)

		Freehold land 永久業權土地 RMB'000 人民幣千元	Buildings and structures 房屋及建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日						
Cost	成本	118,987	8,549,166	27,497,696	2,410,814	99,877	38,676,540
Accumulated depreciation and impairment	累計折舊及減值	—	(3,455,273)	(14,004,924)	(1,476,140)	(87,605)	(19,023,942)
Net carrying amount	賬面淨值	118,987	5,093,893	13,492,772	934,674	12,272	19,652,598
At 1 January 2023, net of accumulated depreciation and impairment	於二零二三年一月一日， 扣減累計折舊及減值	118,987	5,093,893	13,492,772	934,674	12,272	19,652,598
Additions	添置	269	242,433	273,918	219,737	2,763	739,120
Transfers from construction in progress (Note 15)	轉撥自在建工程 (附註15)	—	1,265,716	2,775,553	142,259	610	4,184,138
Disposals	出售	—	(7,793)	(79,225)	(10,036)	(488)	(97,542)
Depreciation charge for the year	年內折舊支出	—	(448,917)	(2,025,967)	(323,653)	(5,162)	(2,803,699)
Exchange realignment	匯兌調整	3,167	9,873	27,315	303	106	40,764
At 31 December 2023, net of accumulated depreciation and impairment	於二零二三年十二月三十一日， 扣減累計折舊及減值	122,423	6,155,205	14,464,366	963,284	10,101	21,715,379
At 31 December 2023	於二零二三年十二月三十一日						
Cost	成本	122,423	10,256,963	30,665,005	2,821,995	104,887	43,971,273
Accumulated depreciation and impairment	累計折舊及減值	—	(4,101,758)	(16,200,639)	(1,858,711)	(94,786)	(22,255,894)
Net carrying amount	賬面淨值	122,423	6,155,205	14,464,366	963,284	10,101	21,715,379

(a) The Group leases certain property, plant and equipment with a net book value of approximately RMB172,746,000 as at 31 December 2024 (2023: RMB214,838,000) to independent third parties under operating lease arrangements, with lease terms ranging from one to twenty years (2023: one to three years) (Note 16).

(b) As at 31 December 2024, none of property, plant and equipment was pledged (2023: RMB479,992,000).

(a) 本集團根據經營租賃安排向獨立第三方租賃若干物業、廠房及設備於二零二四年十二月三十一日的賬面淨值約人民幣172,746,000元(二零二三年：人民幣214,838,000元)，租賃為期一年至二十年(二零二三年：一年至三年)(附註16)。

(b) 於二零二四年十二月三十一日，無物業、廠房及設備已作抵押(二零二三年：人民幣479,992,000元)。

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15 CONSTRUCTION IN PROGRESS

15 在建工程

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	2,348,779	4,111,176
Additions	添置	1,656,600	2,418,387
Transfers to property, plant and equipment (Note 14)	轉撥至物業、廠房及設備(附註14)	(1,699,221)	(4,184,138)
Disposal of subsidiaries	收購子公司	(500)	—
Impairment	減值	(21,125)	—
Exchange realignment	匯兌調整	(6,505)	3,354
At 31 December	於十二月三十一日	2,278,028	2,348,779

16 LEASES

The Group as a leasee

The Group has lease contracts for various items of buildings and structures, plant and machinery, office equipment, motor vehicles and land use rights used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of approximately 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings and structures generally have lease terms between 1 and 27 years; plant and machinery and office equipment generally have lease terms between 1 and 10 years; while office equipment and motor vehicles generally have lease terms between 2 and 4 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

16 租賃

本集團作為承租人

本集團擁有用於營運的房屋及建築物、廠房及機器、辦公設備、運輸設備及土地使用權中多個項目的租賃合約。已預先作出一次性付款以向業主收購租賃土地，租期為約50年，且根據該等土地租賃的條款，將不會繼續支付任何款項。房屋及建築物的租期一般介乎一至二十七年，廠房及機器及辦公設備的租期一般介乎一至十年，而辦公設備及運輸設備的租期一般介乎二至四年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 LEASES (continued)

The Group as a leasee (continued)

(a) Right-of-use assets

The carrying amount of right-of-use assets of the Group and the movements during the year are as follows:

		Buildings and structures 房屋及建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Land use rights 土地使用權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2024	於二零二四年一月一日	752,170	462,872	1,501	395	1,516,559	2,733,497
Additions	添置	212,283	69,522	—	195	1,887	283,887
Depreciation charge	折舊開支	(125,694)	(173,503)	(20)	(212)	(35,810)	(335,239)
Disposal of subsidiaries	出售子公司	(2,182)	—	—	—	—	(2,182)
Early termination/disposal	提前終止/出售	(27,602)	(6,755)	—	(33)	(59,906)	(94,296)
Exchange realignment	匯兌調整	(715)	(225)	(1)	(7)	—	(948)
As at 31 December 2024	於二零二四年十二月三十一日	808,260	351,911	1,480	338	1,422,730	2,584,719

		Buildings and structures 房屋及建築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Land use rights 土地使用權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2023	於二零二三年一月一日	804,170	506,217	—	58	1,472,732	2,783,177
Additions	添置	87,728	167,972	2,038	674	78,048	336,460
Depreciation charge	折舊開支	(140,353)	(210,257)	(440)	(338)	(34,221)	(385,609)
Early termination	提前終止	(179)	(1,087)	(98)	—	—	(1,364)
Exchange realignment	匯兌調整	804	27	1	1	—	833
As at 31 December 2023	於二零二三年十二月三十一日	752,170	462,872	1,501	395	1,516,559	2,733,497

16 租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

本集團年內使用權資產的賬面值及變動如下：

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16 LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities (included in interest-bearing bank and other borrowings) of the Group and the movements during the year are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 1 year	一年內	227,541	246,935
After 1 year but within 2 years	1年後但2年內	140,117	171,246
After 2 years but within 5 years	2年後但5年內	211,001	242,130
After 5 years	5年後	516,734	513,107
		867,852	926,483
Carrying amount at 31 December	於十二月三十一日的 賬面值	1,095,393	1,173,418

16 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

本集團年內租賃負債(計入計息銀行及其他借貸)的賬面值及變動如下：

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16 LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest on lease liabilities (Note 8)	租賃負債利息(附註8)	52,834	64,181
Depreciation charge of right-of-use assets (Note 7)	使用權資產折舊(附註7)	335,239	385,609
Expense relating to short-term leases (Note 7(c))	與短期租賃有關的開支(附註7(c))	138,871	147,265
Expense relating to leases of low-value assets (Note 7(c))	與低價值資產的租賃有關的開支(附註7(c))	21,955	27,922
Variable lease payments not included in the measurement of lease liabilities (Notes 7(c) and 16(d))	未計入租賃負債計量的可變租賃款項(附註7(c)及16(d))	63,953	84,919
Total amount recognised in profit or loss	於損益確認的款項總額	612,852	709,896

(d) Variable lease payments

The Group leased a number of the warehouses which contain variable lease payment terms that are based on the Group's actual usage area in the warehouses. There are also minimum annual base rental arrangements for these leases. The Group has recognised certain right-of-use assets for the fixed lease payments. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

The Group as a lessor

The Group leases property, plant and equipment (Note 14) under operating lease arrangements. Rental and related service income recognised by the Group for the year ended 31 December 2024 amounted to RMB39,401,000 (2023: RMB63,386,000).

16 租賃(續)

本集團作為承租人(續)

(c) 於損益中確認的租賃相關款項如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest on lease liabilities (Note 8)	租賃負債利息(附註8)	52,834	64,181
Depreciation charge of right-of-use assets (Note 7)	使用權資產折舊(附註7)	335,239	385,609
Expense relating to short-term leases (Note 7(c))	與短期租賃有關的開支(附註7(c))	138,871	147,265
Expense relating to leases of low-value assets (Note 7(c))	與低價值資產的租賃有關的開支(附註7(c))	21,955	27,922
Variable lease payments not included in the measurement of lease liabilities (Notes 7(c) and 16(d))	未計入租賃負債計量的可變租賃款項(附註7(c)及16(d))	63,953	84,919
Total amount recognised in profit or loss	於損益確認的款項總額	612,852	709,896

(d) 可變租賃款項

本集團租賃多個倉庫，該等租賃包含以本集團於該等倉庫的實際使用面積為基礎的可變租賃款項條款。該等租賃亦設有最低年度基本租金安排。本集團已就固定租賃款項確認若干使用權資產。並不依賴指數或利率的可變租賃款項將於導致付款的事件或條件發生的期間確認為支出。

本集團作為出租人

本集團根據經營租賃安排出租其物業、廠房及設備(附註14)。截至二零二四年十二月三十一日止年度本集團確認的租金及相關服務收入為人民幣39,401,000元(二零二三年：人民幣63,386,000元)。

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17 GOODWILL**17 商譽**

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面值	8,952,282	8,887,830
Acquisition of subsidiaries	收購子公司	—	2,539
Disposal of subsidiaries	出售子公司	(12,566)	—
Impairment	減值	(1,154,728)	—
Exchange realignment	匯兌調整	(107,152)	61,913
Carrying amount at 31 December	於十二月三十一日的 賬面值	7,677,836	8,952,282
At 31 December	於十二月三十一日		
Cost	成本	14,707,781	14,937,091
Accumulated impairment	累計減值	(7,029,945)	(5,984,809)
Carrying amount at 31 December	於十二月三十一日的 賬面值	7,677,836	8,952,282

As at 31 December 2024, the goodwill was tested for impairment (Note 19).

於二零二四年十二月三十一日，商譽已進行減值測試（附註19）。

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18 OTHER INTANGIBLE ASSETS

Movements of other intangible assets are as follows:

		Trademarks 商標 RMB'000 人民幣千元	Computer software and patents 電腦軟件及 專利權 RMB'000 人民幣千元	Distribution channels and customer relationships 分銷渠道及 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost at 1 January 2024, net of accumulated amortisation	於二零二四年一月一日， 按成本值，扣減累計攤銷	11,974,201	593,265	50,533	12,617,999
Additions	添置	—	236,096	—	236,096
Disposals	出售	—	(20,376)	—	(20,376)
Disposal of subsidiaries	出售子公司	—	(10,910)	—	(10,910)
Amortisation charge for the year	年內攤銷費用	—	(103,588)	(13,133)	(116,721)
Impairment	減值	(3,490,098)	—	—	(3,490,098)
Exchange realignment	匯兌調整	(381,051)	(2,685)	(3,201)	(386,937)
At 31 December 2024	於二零二四年十二月三十一日	8,103,052	691,802	34,199	8,829,053
At 31 December 2024 Cost	於二零二四年十二月三十一日 成本	11,966,207	1,369,897	130,681	13,466,785
Accumulated amortisation and impairment	累計攤銷及減值	(3,863,155)	(678,095)	(96,482)	(4,637,732)
Net carrying amount	賬面淨值	8,103,052	691,802	34,199	8,829,053
Cost at 1 January 2023, net of accumulated amortisation	於二零二三年一月一日， 按成本值，扣減累計攤銷	11,801,436	507,628	65,304	12,374,368
Additions	添置	—	194,090	—	194,090
Disposals	出售	—	(13,904)	(762)	(14,666)
Amortisation charge for the year	年內攤銷費用	—	(95,148)	(14,640)	(109,788)
Exchange realignment	匯兌調整	172,765	599	631	173,995
At 31 December 2023	於二零二三年十二月三十一日	11,974,201	593,265	50,533	12,617,999
At 31 December 2023 Cost	於二零二三年十二月三十一日 成本	12,347,258	1,172,240	133,882	13,653,380
Accumulated amortisation and impairment	累計攤銷及減值	(373,057)	(578,975)	(83,349)	(1,035,381)
Net carrying amount	賬面淨值	11,974,201	593,265	50,533	12,617,999

18 其他無形資產

其他無形資產變動如下：

**NOTES TO THE
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財務報表附註

18 OTHER INTANGIBLE ASSETS (continued)

Notes:

- (a) As at 31 December 2024, trademarks with indefinite useful lives with cost of RMB11,966,207,000 were tested for impairment (Note 19).
- (b) The exclusive right of distribution channels and customer relationships acquired in business combinations were stated at cost less any impairment losses and were amortised on the straight-line basis over their estimated useful lives ranging from 5 to 15 years.

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES

Goodwill and trademarks with indefinite useful lives acquired through business combinations have been allocated to the following CGUs or CGU Groups for impairment testing:

- liquid milk products CGU Group
- ice cream products CGU Group
- low temperature products CGU Group
- Yashili CGU
- Bellamy's CGU
- AICE CGU
- ANI CGU
- Milkground CGU

18 其他無形資產 (續)

附註：

- (a) 截至二零二四年十二月三十一日，成本為人民幣11,966,207,000元的無限使用年期的商標已進行減值測試(附註19)。
- (b) 業務合併取得的分銷渠道專營權及客戶關係按成本減任何減值虧損列賬並就其介乎五至十五年的估計可使用年期按直線基準攤銷。

19 商譽及無限使用年期商標的減值測試

透過業務合併取得的商譽及無限使用年期商標已分配至下列現金產生單位或現金產生單位組別作減值測試：

- 液態奶產品現金產生單位組別
- 冰淇淋產品現金產生單位組別
- 低溫產品現金產生單位組別
- 雅士利現金產生單位
- 貝拉米現金產生單位
- AICE現金產生單位
- ANI現金產生單位
- 妙可藍多現金產生單位

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES (continued)

Goodwill and trademarks with indefinite useful lives included in other intangible assets allocated to each of the CGUs or CGU Groups are as follows:

19 商譽及無限使用年期商標的減值測試 (續)

分配至各現金產生單位或現金產生單位組別並計入商譽及其他無形資產的無限可使用年期商標的總額如下：

		Liquid milk products 液態奶產品		Ice cream products 冰淇淋產品		Low temperature products 低溫產品		Yashili 雅士利		Bellamy's 貝拉米		AICE AICE		ANI ANI		Milkground 妙可藍多		Total 總計	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Goodwill	商譽																		
- Cost	- 成本	354,649	367,215	74,398	74,398	318,248	318,248	5,749,823	5,749,823	2,477,025	2,682,322	624,733	615,546	240,682	261,316	4,868,223	4,868,223	14,707,781	14,937,091
- Accumulated impairment	- 累計減值	-	-	-	-	-	-	(4,552,920)	(4,552,920)	(2,477,025)	(1,431,889)	-	-	-	-	-	-	(7,029,945)	(5,984,809)
		354,649	367,215	74,398	74,398	318,248	318,248	1,196,903	1,196,903	-	1,250,433	624,733	615,546	240,682	261,316	4,868,223	4,868,223	7,677,836	8,952,282
Trademarks	商標																		
- Cost	- 成本	40,996	40,996	-	-	-	-	1,566,000	1,566,000	5,101,924	5,497,259	1,013,287	999,003	-	-	4,244,000	4,244,000	11,966,207	12,347,258
- Accumulated impairment	- 累計減值	-	-	-	-	-	-	(373,057)	(373,057)	(3,490,098)	-	-	-	-	-	-	-	(3,863,155)	(373,057)
		40,996	40,996	-	-	-	-	1,192,943	1,192,943	1,611,826	5,497,259	1,013,287	999,003	-	-	4,244,000	4,244,000	8,103,052	11,974,201
		395,645	408,211	74,398	74,398	318,248	318,248	2,389,846	2,389,846	1,611,826	6,747,692	1,638,020	1,614,549	240,682	261,316	9,112,223	9,112,223	15,780,888	20,926,483

The recoverable amount of each CGU or CGU Group has been determined based on value-in-use calculation or fair value less disposal costs using cash flow projections based on financial budgets or forecasts approved by senior management. The Group engaged an independent professional valuer to assist with the calculation. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

The following describes each key assumption on which management has based its cash flow projections to undertake the impairment testing:

- (i) Growth rates — The growth rates used to extrapolate the cash flows beyond the financial forecast period are based on the estimated growth rate of each unit, taking into account the industry growth rate, past experience and the medium or long-term growth target of each CGU or CGU Group.

各現金產生單位或現金產生單位組別的可收回金額已以經高級管理人員批准的財政預算或預測為基準，採用現金流量預測計算使用價值或公允值減出售成本予以釐定。本集團委聘獨立專業估值師協助計算。該等計算使用基於管理層所批准涵蓋五年期的財務預算的現金流量預測。

管理層按現金流量預測進行減值測試所依據的各項主要假設詳述如下：

- (i) 增長率 — 用於推算財政預測期以後現金流量的增長率，乃以各單位的估計增長率為基準，並考慮行業增長率、過往經驗及各現金產生單位或現金產生單位組別的中長期增長目標計算所得。

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**19 IMPAIRMENT TESTING OF GOODWILL
AND TRADEMARKS WITH INDEFINITE
USEFUL LIVES** (continued)

- (ii) Gross margin rates — The basis used to determine the value assigned to the budgeted gross margin rates is the average gross margin rates achieved in the three years immediately before the budget year, adjusted for expected efficiency improvements and expected increase in production costs.
- (iii) Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant CGU or CGU Group.

The discount rates applied to cash flow projections and the growth rates used to extrapolate cash flows beyond the period are as follows:

**19 商譽及無限使用年期商標的減值
測試** (續)

- (ii) 毛利率 — 用於釐定預算毛利率價值的基準乃緊接預算年度前三年達致的平均毛利率，並因應預計效能提升及預期生產成本增加而予以調整。
- (iii) 折現率 — 所用折現率乃稅前並反映有關現金產生單位或現金產生單位組別的特定風險。

用於現金流量預測的折現率及用於財政預測期以後現金流量推斷的增長率如下：

		Growth rate 增長率		Discount rate 折現率	
		2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年
		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
Liquid milk products CGU Group	液態奶產品現金產生單位組別	2.0%	4.0%	13.41%	11.86%
Ice cream products CGU Group	冰淇淋產品現金產生單位組別	2.0%	3.0%	12.70%	12.02%
Low temperature products CGU Group	低溫產品現金產生單位組別	2.0%	3.0%	13.90%	13.90%
Yashili CGU	雅士利現金產生單位	2.0%	2.0%	14.04%	13.92%
Bellamy's CGU	貝拉米現金產生單位	2.0%	2.2%	12.89%	12.64%
AICE CGU	AICE現金產生單位	3.0%	4.0%	16.04%	15.66%
ANI CGU	ANI現金產生單位	2.0%	2.0%	13.32%	13.48%
Milkground CGU	妙可藍多現金產生單位	2.0%	2.2%	13.56%	13.63%

The values assigned to key assumptions are consistent with external information sources.

主要假設的價值與外部數據來源一致。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS WITH INDEFINITE USEFUL LIVES (continued)

During the year ended 31 December 2024, the fertility rate remains low and competition in the infant formula market is intense. Competitors stepped up their marketing efforts and Bellamy's faced fierce competition from domestic and international counterparts, and thus needed to invest a considerable amount of marketing expenses to increase its brand influence. The intensified competition in the market resulted in an unsatisfactory input-output ratio, resulting in Bellamy's actual revenues and net profit in 2024 significantly lower than the amount of revenues and net profit in 2024 forecasted at the end of 2023, and its market share and profitability in the domestic market also fail to reach the expected level. The directors of the Company have consequently revised downward the future profit forecast of Bellamy's and determined to recognise impairment losses of the goodwill and trademarks with indefinite useful lives directly related to the Bellamy's CGU in "other expenses" amounting to RMB1,154,728,000 and 3,490,098,000, respectively (Note 6), based on the valuation reports issued by the independent professional valuer. As the Bellamy's CGU has been reduced to its recoverable amount, any adverse change in the assumptions used in the calculation of recoverable amount would result in further impairment losses.

20 INVESTMENTS IN ASSOCIATES

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Share of net assets	應佔淨資產	7,033,558	7,793,296
Goodwill on acquisition	收購獲得的商譽	2,615,336	2,615,336
		9,648,894	10,408,632
Including: Carrying amount of individually material associate: — China Modern Dairy (Note (a))	包括： 個別重要聯營公司的 賬面值： — 中國現代牧業 (附註(a))	7,354,005	8,311,583
Aggregate carrying amount of individually immaterial associates (Note (b))	個別非重要聯營公司的 總賬面值(附註(b))	2,294,889	2,097,049

All of the associates are accounted for using the equity method in the consolidation financial statements.

19 商譽及無限使用年期商標的減值測試(續)

截至二零二四年十二月三十一日止年度，生育率仍然保持在低位，嬰幼兒奶粉市場競爭激烈。競爭對手紛紛加大市場推廣力度，貝拉米面臨來自國內外同行的激烈競爭，因而需要投入相當的營銷費用來提高品牌影響力，而市場競爭的加劇使得投入產出比並不理想，導致二零二四年貝拉米實際收入及淨利潤大幅低於二零二三年年底預測的二零二四年收入和淨利潤金額，而且其在國內市場的份額和盈利能力亦未能達到預期水平。因此，本公司董事下調了貝拉米的未來盈利預測，並決定根據獨立專業估值師出具的估值報告，將與貝拉米現金產生單位直接相關的商譽及無限使用年期商標的減值虧損確認為「其他費用」，分別為人民幣1,154,728,000元及人民幣3,490,098,000元(附註6)。由於貝拉米的現金產生單位已減少至其可收回金額，因此用於計算可收回金額的假設的任何不利變動將導致進一步減值虧損。

20 於聯營公司的投資

所有聯營公司在綜合財務報表內以權益法入賬。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy

Name	Particulars of issued shares held	Place of incorporation	Percentage of equity interest attributable to the Group (indirect)		Principal activity
名稱	持有已發行股份詳情	註冊成立地點	本集團應佔的股權百分比 (間接)		主要業務
			2024 二零二四年	2023 二零二三年	
China Modern Dairy Holdings Ltd. ("China Modern Dairy") 中國現代牧業控股有限公司 (「中國現代牧業」)	7,915,662,048 shares of HK0.1 each 每股面值0.1港元 7,915,662,048股 股份	Cayman Islands 開曼群島	56.36%	56.36%	Production and sale of milk 生產及銷售牛奶

China Modern Dairy, which is considered a material associate of the Group, is a strategic partner of the Group mainly engaged in the manufacture and distribution of raw milk and liquid milk products. As at 31 December 2024, the Group held approximately 56.36% (2023: 56.36%) shares in issue of China Modern Dairy.

On 15 June 2023, the Company issued HK\$650,000,000 exchangeable bonds (the "2023 Exchangeable Bonds"), which will be due in June 2026, at the interest rate of 4.50% per annum and payable semi-annually. The 2023 Exchangeable Bonds are exchangeable into 568,181,818 shares of China Modern Dairy, representing approximately 7.18% of the issued share capital of China Modern Dairy. In connection with the issuance of the 2023 Exchangeable Bonds, the Company lent to BOCI Financial Products Limited (the "Borrower") corresponding number of shares of China Modern Dairy, to which is exchangeable by the 2023 Exchangeable Bonds, in accordance with a securities lending agreement (the "Securities Lending Agreement"). Pursuant to the Securities Lending Agreement, voting rights of relevant shares shall be passed to the Borrower. At 31 December 2024, the outstanding 2023 Exchangeable Bonds are exchangeable into approximately 7.18% of the issued shares of China Modern Dairy.

20 於聯營公司的投資 (續)

(a) 中國現代牧業

中國現代牧業被視為本集團重要聯營公司，為本集團主要從事原奶和液態奶產品生產及經銷業務的策略夥伴。於二零二四年十二月三十一日，本集團持有約56.36% (二零二三年：56.36%) 中國現代牧業已發行股份。

於二零二三年六月十五日，本公司按每半年支付年利率4.50%發行將於二零二六年六月到期的650,000,000港元可交換債券 (「二零二三年可交換債券」)。二零二三年可交換債券轉換為中國現代牧業的568,181,818股股份，佔中國現代牧業已發行股本約7.18%。有關發行二零二三年可交換債券，本公司根據證券借出協議 (「證券借出協議」) 向中銀國際金融產品有限公司 (「借款方」) 借出可通過二零二三年可交換債券轉換的中國現代牧業股份數目。根據證券借出協議，相關股份的表決權將轉移給借款方。於二零二四年十二月三十一日，未行使的二零二三年可交換債券可轉換為中國現代牧業約7.18%的已發行股份。

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財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy (continued)

At 31 December 2024, the directors of the Company considered all facts and circumstances, including but not limited to the potential voting rights held by the holders of the exchangeable bonds, voting rights held by the Borrower, composition of the board and key management personnel of China Modern Dairy and the nature of the Group's relationship with China Modern Dairy including the extensive continuing connected transactions between the Group and China Modern Dairy. The directors of the Company are of the opinion that the Group has no control over China Modern Dairy.

The following table illustrates the summarised financial information of China Modern Dairy extracted from its financial statements, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements.

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Gross amounts of the associate's	聯營公司的總值		
Current assets	流動資產	8,078,657	6,868,103
Non-current assets	非流動資產	25,861,893	24,526,141
Current liabilities	流動負債	(8,629,720)	(8,462,784)
Non-current liabilities	非流動負債	(14,188,034)	(11,088,696)
Net assets	淨資產	11,122,796	11,842,764
Less: Non-controlling interests	減：非控股股東權益	(1,591,784)	(641,779)
Attributable to owners of China Modern Dairy	中國現代牧業權益股東 應佔	9,531,012	11,200,985

20 於聯營公司的投資 (續)

(a) 中國現代牧業 (續)

於二零二四年十二月三十一日，本公司董事已考慮所有事實及情況，包括但不限於可交換債券持有人持有的潛在投票權、借款方持有的投票權、中國現代牧業的董事會構成及主要管理人員以及本集團與中國現代牧業關係（包括本集團與中國現代牧業廣泛的持續關連交易）的性質。本公司董事認為本集團對中國現代牧業並無控制權。

下表列示中國現代牧業的財務資料概要（摘錄自其財務報表，並按會計政策之任何差別作調整）及與綜合財務報表賬面值的對賬。

**NOTES TO THE
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財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)**(a) China Modern Dairy (continued)**

Reconciliation to the Group's interest in the associate:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Proportion of the Group's ownership	本集團擁有權所佔比例	56.36%	56.36%
Group's share of net assets attributable to owners of the associate, excluding goodwill	本集團分佔聯營公司擁有人應佔資產淨值，不包括商譽	5,371,678	6,312,875
Group's share of net assets of an unlisted subsidiary of the associate, excluding goodwill	本集團分佔聯營公司一間非上市子公司的資產淨值，不包括商譽	92,763	118,690
Goodwill on acquisition	收購獲得的商譽	2,121,469	2,121,469
Effect of fair value adjustments on acquisition	收購時的公允值調整影響	(598,150)	(598,150)
Exchange realignment	匯兌調整	360,253	359,339
Less: Equity-settled share-based payment transactions not shared by the Group	減：本集團未分佔的以權益結算的股份支付交易	5,992	(2,640)
Carrying amount of the investment	投資賬面值	7,354,005	8,311,583

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Gross amounts of the associate's Revenue	聯營公司的總值收入	13,254,341	13,458,223
(Loss)/profit for the year	本年(虧損)/利潤	(1,469,435)	185,434
Other comprehensive income for the year	年度其他全面收益	(12,584)	(44,048)
Total comprehensive income for the year	年度全面收益總額	(1,482,019)	141,386

20 於聯營公司的投資 (續)**(a) 中國現代牧業 (續)**

本集團於聯營公司的權益調整如下：

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財務報表附註

20 INVESTMENTS IN ASSOCIATES (continued)

(a) China Modern Dairy (continued)

The Company performed an impairment assessment of the investment in China Modern Dairy and the value in use of China Modern Dairy was determined by management based on a discounted cash flow forecast. As at 31 December 2024, the assumptions used for the discount rate and perpetual growth rate were 10.40% (2023: 10.60%) and 2.0% (2023: 2.2%), respectively. The directors of the Company are of the opinion that, any reasonably possible change in the key assumptions on which the value in use is based would not cause the impairment of the Group's investment in China Modern Dairy.

(b) Aggregate information of associates that are not individually material

20 於聯營公司的投資 (續)

(a) 中國現代牧業 (續)

本公司對投資中國現代牧業進行減值評估，中國現代牧業的使用價值由管理層根據貼現現金流量預測釐定。於二零二四年十二月三十一日，折現率及永續增長率分別假設為10.40%（二零二三年：10.60%）及2.0%（二零二三年：2.2%）。本公司董事認為，根據所使用數值的主要假設中出現任何合理可能變動將不會造成本集團於中國現代牧業的投資減值。

(b) 個別非重要聯營公司的匯總資料

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	於綜合財務報表個別非重要聯營公司的總賬面值	2,294,889	2,097,049
Aggregate amounts of the Group's share of those associates Loss for the year	本集團分佔該等聯營公司的總值 本年虧損	(47,319)	(12,590)
Total comprehensive income	全面收益總額	(47,319)	(12,590)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

21 DEFERRED TAX

(a) Deferred tax assets

The movements in the deferred tax assets during the year are as follows:

Deferred tax assets arising from:	遞延稅項資產來自：	Tax losses available for offsetting future taxable profits	Write-down of inventories to net realisable value	Provision for trade receivables and other receivables	Impairment of property, plant and equipment	Accruals	Deferred income	Share award scheme	Unrealised profit of intragroup transaction	Lease liability	Others	Total
		可抵銷日後 應課稅利潤的 稅項虧損	撇減存貨至 可變現淨值	應收賬款及 其他應收款項 撥備	物業、廠房及 設備減值	預提費用	遞延收入	股票獎勵 計劃	集團內交易 未變現利潤	租賃負債	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	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	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	人民幣千元
At 1 January 2024	於二零二四年一月一日	937,816	22,295	34,202	196	437,395	115,609	24,559	45,420	185,887	57,800	1,861,179
(Charged)/credited to profit or loss	損益內(記賬)/支賬	(389,992)	46,884	(15,056)	(157)	(136,110)	24,455	(13,243)	(8,437)	7,180	(11,578)	(496,054)
Charged to other comprehensive income	其他全面收益內記賬	(29,277)	(503)	—	—	(6,264)	—	(364)	—	—	(141)	(36,549)
At 31 December 2024 before offset	於二零二四年十二月 三十一日未抵銷	518,547	68,676	19,146	39	295,021	140,064	10,952	36,983	193,067	46,081	1,328,576
Offset amount	抵銷金額											(398,406)
At 31 December 2024	於二零二四年 十二月三十一日											930,170

21 遞延稅項

(a) 遞延稅項資產

年內遞延稅項資產變動如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21 DEFERRED TAX (continued)

(a) Deferred tax assets (continued)

Deferred tax assets arising from:	遞延稅項資產來自：	Tax losses available for offsetting future taxable profits	Write-down of inventories to net realisable value	Provision for trade receivables and other receivables	Impairment of property, plant and equipment	Accruals	Deferred income	Share award scheme	Unrealised profit of intragroup transaction	Lease liability	Others	Total
		可抵銷日後 應課稅利潤的 稅項虧損	撇減存貨至 可變現淨值	應收賬款及 撥備	物業、廠房及 設備減值				集團內交易 未變現利潤			
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	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	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	人民幣千元
At 1 January 2023	於二零二三年 一月一日	865,989	12,091	59,478	39	350,472	109,019	54,467	62,286	—	86,851	1,600,692
Credited/(charged) to profit or loss	損益內支賬/(記賬)	64,327	10,172	(25,350)	157	84,973	6,590	(30,338)	(16,866)	185,887	(32,041)	247,511
Credited to other comprehensive income	其他全面收益內支賬	7,500	32	74	—	1,950	—	430	—	—	2,990	12,976
At 31 December 2023 before offset	於二零二三年十二月 三十一日未抵銷	937,816	22,295	34,202	196	437,395	115,609	24,559	45,420	185,887	57,800	1,861,179
Offset amount	抵銷金額											(426,982)
At 31 December 2023	於二零二三年 十二月三十一日											1,434,197

Management expects it is probable that taxable profits will be available against which the above tax losses and deductible temporary differences can be utilised in the coming years.

Deferred tax assets have not been recognised in respect of the tax losses and deductible temporary differences of RMB8,569,095,000 (2023: RMB6,811,964,000) as it is not considered probable that future taxable profits will be available against which the above items can be utilised in the relevant tax jurisdiction and entity.

管理層預期未來年度有可能出現應課稅利潤，可用以抵扣上述稅項虧損及可扣減暫時性差異。

遞延稅項資產並未就稅項虧損及可扣減暫時性差異人民幣8,569,095,000元(二零二三年：人民幣6,811,964,000元)確認，因為相關稅務機關及實體可能沒有可供上述各項動用的未來應課稅利潤。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

21 DEFERRED TAX (continued)

(b) Deferred tax liabilities

The movements in the deferred tax liabilities during the year are as follows:

Deferred tax liabilities arising from:	遞延稅項負債來自：	Fair value adjustments arising from acquisition of subsidiaries 收購子公司 產生的公允價值 調整 RMB'000 人民幣千元	Fair value adjustments of financial instruments 金融工具的 公允價值調整 RMB'000 人民幣千元	Withholding tax 預扣稅 RMB'000 人民幣千元	Accelerated depreciation for tax purposes 按稅法調整之 加速折舊差異 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	2,754,997	33,169	231,440	940,551	193,356	3,178	4,156,691
Decrease due to payment (Credited)/charged to profit or loss	因付款而減少 損益內(支賬)/記賬	—	—	(224,999)	—	—	—	(224,999)
(Credited)/charged to other comprehensive income	其他全面收益內 (支賬)/記賬	(1,059,439)	(15,082)	245,000	(7,646)	(10,887)	(3,051)	(851,105)
		(117,340)	(5,507)	763	(3,263)	—	8	(125,339)
At 31 December 2024 before offset	於二零二四年 十二月三十一日 未抵銷	1,578,218	12,580	252,204	929,642	182,469	135	2,955,248
Offset amount	抵銷金額							(398,406)
At 31 December 2024	於二零二四年 十二月三十一日							2,556,842

21 遞延稅項 (續)

(b) 遞延稅項負債

年內遞延稅項負債變動如下：

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

21 DEFERRED TAX (continued)

(b) Deferred tax liabilities (continued)

Deferred tax liabilities arising from:	遞延稅項負債來自：	Fair value adjustments arising from acquisition of subsidiaries 收購子公司 產生的公允價值 調整 RMB'000 人民幣千元	Fair value adjustments of financial instruments 金融工具的 公允價值調整 RMB'000 人民幣千元	Withholding tax 預扣稅 RMB'000 人民幣千元	Accelerated depreciation for tax purposes 按稅法調整之 加速折舊差異 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	2,720,197	25,083	226,441	951,470	—	3,279	3,926,470
Decrease due to payment	因付款而減少	—	—	(220,000)	—	—	—	(220,000)
(Credited)/charged to profit or loss	損益內(支賬)/記賬	(2,846)	8,086	224,999	(11,550)	193,356	(193)	411,852
Charged to other comprehensive income	其他全面收益內記賬	37,646	—	—	631	—	92	38,369
At 31 December 2023 before offset	於二零二三年 十二月三十一日 未抵銷	2,754,997	33,169	231,440	940,551	193,356	3,178	4,156,691
Offset amount	抵銷金額							(426,982)
At 31 December 2023	於二零二三年 十二月三十一日							3,729,709

21 遞延稅項 (續)

(b) 遞延稅項負債 (續)

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

21 DEFERRED TAX (continued)

(b) Deferred tax liabilities (continued)

Pursuant to the PRC CIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the Chinese Mainland whose equity interests are directly held by overseas parent companies in respect of earnings generated from 1 January 2008.

Except for withholding tax amounting to RMB245,000,000 was provided for the year ended 31 December 2024, no deferred tax liabilities for temporary differences relating to the remaining retained profits of the subsidiaries of the Group established in the PRC (excluding Hong Kong) amounted to RMB45,087,512,000 (2023: RMB41,326,316,000) as at 31 December 2024 was provided, as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that such profits will not be distributed in the foreseeable future.

21 遞延稅項 (續)

(b) 遞延稅項負債 (續)

根據中國企業所得稅法，於中國大陸成立的外資企業向外國投資者宣派的股息須徵收10%預扣稅。有關規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後所產生的盈利。倘中國與外國投資者所屬司法權區之間訂有稅務協定，則可按較低預扣稅率徵收。本集團的適用稅率為5%或10%。因此，本集團須就該等於中國大陸成立的子公司（由海外母公司直接持有其股權）就二零零八年一月一日起產生的盈利所分派的股息計繳預扣稅。

除就截至二零二四年十二月三十一日止年度計提預扣稅人民幣245,000,000元外，由於本公司控制該等子公司的股息政策，且已釐定有可能於可見將來不會分派有關利潤，故於二零二四年十二月三十一日並未就有關本集團於中國（不包括香港）成立的子公司的剩餘保留利潤的暫時性差異人民幣45,087,512,000元（二零二三年：人民幣41,326,316,000元）計提遞延稅項負債。

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22 OTHER FINANCIAL ASSETS

22 其他金融資產

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At fair value through other comprehensive income:	以公允值計量且其變動計入其他全面收益：		
Hong Kong listed equity investment — YuanShengTai Dairy Farm Limited	香港上市股權投資 — 原生態牧業有限公司	24,887	19,203
Unlisted equity investments	非上市股權投資	117,703	162,858
Other debts investment	其他債務投資	786,596	—
		929,186	182,061
At fair value through profit or loss:	以公允值計量且其變動計入損益：		
Hong Kong listed equity securities — Greatview Aseptic Packaging Company Limited	香港上市股權證券 — 紛美包裝有限公司	168,337	—
Listed equity securities outside Hong Kong — Better Life Commercial Chain Share Co., Ltd.	香港境外的上市股權證券 — 步步高商業連鎖股份有限公司	3,337	—
Other unlisted equity investments	其他非上市股權投資	359,306	350,700
Short-term investment deposits	短期投資存款 (a)	1,556,490	1,118,576
		2,087,470	1,469,276
At amortised cost:	按攤餘成本：		
Short-term entrusted loans	短期委託貸款 (b)	5,075	256,455
Long-term entrusted loans	長期委託貸款 (b)	215,464	60,199
Long-term entrusted loans due within one year	於一年內到期的長期委託貸款 (b)	2,448,322	2,304,151
Short-term other loans	其他短期貸款 (c)	503,798	—
Long-term other loans	其他長期貸款 (c)	1,053,594	273,594
Long-term other loans due within one year	於一年內到期的其他長期貸款 (c)	202,427	—
Factoring receivables	應收保理款 (d)	2,892,992	4,879,324
Long-term time deposits	長期定期存款 (e)/26	14,006,079	19,253,990
		21,327,751	27,027,713
Total other financial assets	其他金融資產總額	24,344,407	28,679,050
Current portion	流動部分	8,138,860	8,531,769
Non-current portion	非流動部分	16,205,547	20,147,281
		24,344,407	28,679,050

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

22 OTHER FINANCIAL ASSETS (continued)

Notes:

- (a) The Group from time to time purchases various investment deposits from commercial banks for treasury management purposes. As at 31 December 2024, the Group held investment deposits of RMB1,556,490,000 (2023: RMB1,118,576,000) with principal guaranteed.

- (b) The Group granted entrusted loans to associates, certain dairy farms and other third parties. As at 31 December 2024, included in these entrusted loans, RMB700,000,000 were lent out via COFCO Trust Company Limited, a connected party and also a related party of the Group, while other entrusted loans were lent out via banks. Annual interest rates of the above entrusted loans ranged from 2.26% to 4.65% as at 31 December 2024 (2023: 2.26% to 6.05%).

As at 31 December 2024, entrusted loans amounted to RMB2,423,936,000 were on due. Both the Group and the borrowers were in process to negotiate the extension of the loans at 31 December 2024. The directors of the Company are of the opinion that the negotiation in relation to the extension will be agreed. ECL assessment was performed on the entrusted loans, considering the factors of collateral for the loans, the borrowers' credit risk and viability of repayment plan. An impairment loss of RMB308,945,000 was recognised for the loans as at 31 December 2024 (2023: RMB150,000,000).

- (c) The Group granted loans to associates, certain dairy farms and other third parties. As at 31 December 2024, included in these loans, RMB1,290,297,000 were lent to associates, with interest rates ranging from 3.00% to 3.80% per annum.

22 其他金融資產 (續)

附註：

- (a) 本集團不時為庫務管理目的向商業銀行購入多項投資存款。於二零二四年十二月三十一日，本集團持有人民幣1,556,490,000元(二零二三年：人民幣1,118,576,000元)設有本金保證的投資存款。

- (b) 本集團向聯營公司、若干牧場及第三方授出委託貸款。其中，於二零二四年十二月三十一日，人民幣700,000,000元通過中糧信託有限責任公司(本集團一家關連方同時也是一家關聯方)借出，其餘均通過銀行借出。截至二零二四年十二月三十一日，上述委託貸款的年利率介乎2.26%至4.65%(二零二三年：2.26%至6.05%)。

於二零二四年十二月，委託貸款人民幣2,423,936,000元到期。本集團與借款人正協商延長二零二四年十二月三十一日的貸款。本公司董事認為關於延長期限的協商將達成一致意見。考慮到貸款的抵押物、借款人的信貸風險及還款計劃的可行性等因素，對委託貸款進行預期信貸虧損評估。於二零二四年十二月三十一日就貸款確認減值虧損人民幣308,945,000元(二零二三年：人民幣150,000,000元)。

- (c) 本集團向聯營公司、若干牧場及其他第三方授出貸款。於二零二四年十二月三十一日，於該等貸款中，向聯營公司借出的貸款為人民幣1,290,297,000元，年利率介乎3.00%至3.80%。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22 OTHER FINANCIAL ASSETS (continued)

Notes: (continued)

- (d) Factoring receivables arise from the factoring arrangements entered between the suppliers of certain subsidiaries of the Group and Shanghai Mengyuan, a subsidiary of the Group, pursuant to which the suppliers sold the receivables from certain subsidiaries of the Group to Shanghai Mengyuan with recourse for cash proceeds. The effective interest rates of factoring receivable as at 31 December 2024 varied from 3.30% to 3.75% (2023: 3.10% to 4.80%) per annum, of which amounted to RMB5,638,000 would mature in one to two years.

- (e) The effective interest rates of long-term time deposits as at 31 December 2024 varied from 1.77% to 4.00% (2023: 3.35% to 5.52%) per annum and would mature in two to four years.

As at 31 December 2024, no long-term time deposits were pledged to banking facilities, interest-bearing bank and other borrowings (2023: RMBNil).

22 其他金融資產 (續)

附註：(續)

- (d) 應收保理款產生自本集團若干子公司的供應商與本集團子公司上海蒙元達成的保理安排，據此，供應商將本集團若干子公司的應收款項轉讓予上海蒙元，並有現金所得款項追索權。於二零二四年十二月三十一日，應收保理款的實際年利率介乎3.30%至3.75%（二零二三年：3.10%至4.80%），其中人民幣5,638,000元將於一至兩年內到期。

- (e) 於二零二四年十二月三十一日，長期定期存款的實際年利率介乎1.77%至4.00%（二零二三年：3.35%至5.52%），並將於兩至四年內到期。

於二零二四年十二月三十一日，概無長期定期存款已抵押以獲取銀行授信、計息銀行及其他借貸（二零二三年：人民幣零元）。

23 INVENTORIES

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Raw materials	原材料	2,505,786	3,422,555
Finished goods	產成品	2,430,880	2,665,895
Total inventories at the lower of cost and net realisable value	按成本與可變現淨值的較低者計價的存貨總額	4,936,666	6,088,450

The amount of write-down of inventories recognised as an expense was RMB911,092,000 for the year ended 31 December 2024 (2023: RMB323,675,000), which was recognised in other expenses (Note 6).

截至二零二四年十二月三十一日止年度，確認為開支的存貨撇減金額為人民幣911,092,000元（二零二三年：人民幣323,675,000元），並於其他費用（附註6）中確認。

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24 TRADE AND BILLS RECEIVABLES

24 應收賬款及票據

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Bills receivable	應收票據	81,425	211,682
Trade receivables	應收賬款	3,218,448	3,558,043
Loss allowance	虧損撥備	(38,015)	(101,121)
		3,261,858	3,668,604

The Group normally grants credit limits to its customers which are adjustable in certain circumstances. The Group closely monitors overdue balances. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables. The trade receivables are non-interest-bearing.

The Group sold non-recourse trade receivables to third parties for cash proceeds. These trade receivables have been derecognised from the consolidated statement of financial position, because the Group transfers substantially all of the risks and rewards, primarily credit risk.

Based on the Group's accounting policy of financial assets, the Group measured bills receivable at fair value through other comprehensive income as at 31 December 2024.

本集團通常授予客戶特定信貸額度，並可在若干情況下調整。本集團密切監控逾期未償還結餘。鑑於上文所述及本集團的應收賬款與大量不同類別的客戶有關，故並無重大信貸集中風險。本集團並無就其應收賬款持有任何抵押品或其他信貸提升。應收賬款並無附帶利息。

本集團向第三方出售無追索權應收賬款以換取現金所得款項。該等應收賬款已於綜合財務狀況表終止確認，原因是本集團已轉移絕大部分風險及回報，主要為信貸風險。

根據本集團的金融資產會計政策，本集團於二零二四年十二月三十一日按以公允值計量且其變動計入其他全面收益計量應收票據。

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24 TRADE AND BILLS RECEIVABLES (continued)

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Less than 1 year	少於一年	3,196,187	3,571,620
1 to 2 years	一至兩年	51,613	85,675
2 to 3 years	兩至三年	13,650	10,842
Over 3 years	三年以上	408	467
		3,261,858	3,668,604

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

24 應收賬款及票據 (續)

於報告期末，經扣除虧損撥備的應收賬款及票據按發票日期的賬齡分析如下：

應收賬款減值虧損撥備變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	101,121	148,204
Impairment losses recognised (Note 7)	已確認減值虧損 (附註7)	177,729	209,342
Amount written off as uncollectible	列為不可收回而撇銷的 金額	(191,825)	(168,642)
Decrease in disposal of a subsidiary	於出售子公司減少	(32)	—
Impairment losses reversed (Note 7)	減值虧損撥回(附註7)	(48,978)	(87,783)
At 31 December	於十二月三十一日	38,015	101,121

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24 TRADE AND BILLS RECEIVABLES (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Set out below is the information about the credit risk exposure on the Group's trade and bills receivables using the provision matrix:

As at 31 December 2024

		Expect credit loss rate 預期信貸虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Expected credit losses 預期信貸虧損 RMB'000 人民幣千元
Less than 1 year	少於一年	0.46%	3,210,864	14,677
1 to 2 years	一至兩年	18.23%	63,116	11,503
2 to 3 years	兩至三年	31.08%	19,805	6,155
Over 3 years	三年以上	93.30%	6,088	5,680
			3,299,873	38,015

As at 31 December 2023

		Expect credit loss rate 預期信貸虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Expected credit losses 預期信貸虧損 RMB'000 人民幣千元
Less than 1 year	少於一年	0.56%	3,591,710	20,090
1 to 2 years	一至兩年	34.01%	129,840	44,165
2 to 3 years	兩至三年	62.21%	28,690	17,848
Over 3 years	三年以上	97.60%	19,485	19,018
			3,769,725	101,121

24 應收賬款及票據 (續)

於各報告日期，減值分析採用撥備矩陣進行，以計量預期信貸虧損。撥備比率根據本集團過往的信貸虧損經驗得出，經債務人特定的前瞻性因素及經濟環境校正。

下列是採用撥備矩陣計量本集團應收賬款及票據的信貸風險資料：

於二零二四年十二月三十一日

於二零二三年十二月三十一日

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**25 PREPAYMENTS, OTHER RECEIVABLES
AND OTHER ASSETS**

25 預付款、其他應收款項及其他資產

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Deposits	按金	114,459	101,800
Other receivables	其他應收款項	108,894	362,694
Loss allowance	虧損撥備	(385)	(134)
Financial assets measured at amortised cost	按攤餘成本計量的金融資產	222,968	464,360
Right-of-return assets	退貨權資產	16,461	25,926
Prepayments	預付款	925,759	1,572,808
Value-added tax recoverable	可抵扣增值稅	790,489	956,939
Corporate income tax recoverable	可退企業所得稅	23,602	75,521
Long-term prepayments	長期預付款	1,165,975	349,713
		2,922,286	2,980,907
Total prepayments, other receivables and other assets	預付款、其他應收款項及其他資產總額	3,145,254	3,445,267
Less: Long-term prepayments — non-current portion	減：長期預付款 — 非即期部分	(1,165,975)	(349,713)
Prepayments, other receivables and other assets — current portion	預付款、其他應收款項及其他資產 — 即期部分	1,979,279	3,095,554

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**26 CASH AND BANK BALANCES AND
OTHER DEPOSITS**

26 現金及銀行結存及其他存款

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash at bank and on hand	銀行及手頭現金		6,099,173	6,033,031
Time deposits with original maturity within three months	原到期日為三個月以內的定期存款		100,205	1,168,849
Time deposits with original maturity more than three months	原到期日為三個月以上的定期存款		25,145,858	24,495,910
Pledged deposits	保證金存款	(a)	103,383	276,593
			31,448,619	31,974,383
Less: Pledged deposits	減：保證金存款	(a)	(103,383)	(276,593)
Less: Long-term time deposits	減：長期定期存款	22	(14,006,079)	(19,253,990)
Cash and bank in the consolidated statement of financial position	於綜合財務狀況表的現金及銀行存款		17,339,157	12,443,800
Less: Time deposits with original maturity of more than three months	減：原到期日為三個月以上的定期存款		(11,139,779)	(5,241,920)
Cash and cash equivalents in the consolidated cash flow statement	於綜合現金流量表的現金及現金等價物		6,199,378	7,201,880

NOTES TO THE FINANCIAL STATEMENTS

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26 CASH AND BANK BALANCES AND OTHER DEPOSITS (continued)

Note:

- (a) As at 31 December 2024, the Group's pledged deposits were for the following:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Pledged to secure bills payable (Note 27)	抵押以獲得應付票據 (附註27)	83,275	276,590
Pledged to secure letters of credit	抵押以獲得信用證	933	3
Pledged to secure derivative instruments	抵押以獲得衍生工具	15,208	—
Others	其他	3,967	—
		103,383	276,593

At 31 December 2024, cash and bank balances of the Group denominated in RMB amounted to approximately RMB16,562,246,000 (2023: RMB11,092,510,000). The RMB is not freely convertible into other currencies. However, under The Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at the prevailing market interest rates. Time deposits are made for varying periods of between three month and five years depending on the immediate cash requirements of the Group and earn interest at the respective time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

26 現金及銀行結存及其他存款 (續)

附註：

- (a) 於二零二四年十二月三十一日，本集團的保證金存款就以下各項作出：

於二零二四年十二月三十一日，本集團以人民幣為單位的現金及銀行結存金額為約人民幣16,562,246,000元（二零二三年：人民幣11,092,510,000元）。人民幣並非可自由兌換為其他貨幣。然而，根據中國大陸的外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行，將人民幣匯兌為其他貨幣。

銀行存款根據市場利率計息。定期存款乃視乎本集團的即時現金需求而按介乎三個月至五年的不同存款期存放，以及根據定期存款利率計息。銀行結存及保證金存款乃存放於信譽良好且無近期拖欠記錄的銀行。

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27 TRADE AND BILLS PAYABLES

27 應付賬款及票據

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade payables	應付賬款	6,817,940	7,528,531
Bills payable	應付票據	1,829,286	1,970,910
		8,647,226	9,499,441

All trade and bills payables of the Group are expected to be settled within one year or are payable on demand.

本集團所有應付賬款及票據預計於一年內結清或應要求償還。

Ageing analysis

An ageing analysis of the trade and bills payables of the Group, based on the invoice date, is as follows:

賬齡分析

本集團應付賬款及票據按發票日期的賬齡分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 3 months	3個月內	7,718,407	8,189,298
4 to 6 months	4至6個月	889,320	1,144,836
7 to 12 months	7至12個月	10,852	104,397
Over 1 year	1年以上	28,647	60,910
		8,647,226	9,499,441

The Group's trade and bills payables are unsecured except as noted below, non-interest-bearing and payable on demand.

除下文所述者外，本集團的應付賬款及票據為無抵押、免息及須應要求隨時償還。

Included in the above balances, bills payable with an aggregate balance of approximately RMB386,589,000 (2023: RMB825,871,000) were secured by the pledge of certain of the Group's deposits (Note 26). Except for the above, bills payables were unsecured, non-interest-bearing and payable when due within 1 to 6 months.

在上述金額中，結餘總額約人民幣386,589,000元（二零二三年：人民幣825,871,000元）的應付票據以本集團若干存款（附註26）作抵押。除上述者外，應付票據為無抵押及免息，並將於一至六個月內到期。

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28 OTHER PAYABLES AND ACCRUALS

28 其他應付款項及預提費用

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Refund liabilities	退款負債		26,904	40,065
Salary and welfare payables	應付薪金及福利費		917,084	1,430,602
Accrued expenses	預提費用	(a)	2,424,393	2,655,700
Payables for construction and purchase of property, plant and equipment and construction in progress	建造及購置物業、廠房及設備以及在建工程的應付款項		1,414,444	1,984,767
Deposits received	已收按金	(b)	851,796	914,822
Cash received relating to receivables for Assets Based Securities	與資產證券應收款項有關的已收現金		589,643	881,011
Payables for advertising expenses and promotion expenses	應付廣告開支及推廣開支		640,982	875,969
Other tax payables	其他應付稅項		546,708	539,125
Others	其他		990,513	1,283,673
Financial liabilities measured at amortised cost	按攤餘成本計量的金融負債		8,402,467	10,605,734
Contract liabilities	合約負債	(c)	2,841,621	2,286,432
			11,244,088	12,892,166

Notes:

- (a) Accrued expenses mainly included accruals for promotion expenses and advertisement expenses.
- (b) Deposits were received from distributors and suppliers, and downstream points of sale for refrigerators deployed.

附註：

- (a) 預提費用主要包括推廣開支及廣告開支的預提費用。
- (b) 自分銷商及供應商收取按金，並為部署的冰箱提供下游銷售點。

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28 OTHER PAYABLES AND ACCRUALS

(continued)

Notes: (continued)

(c) Movements in contract liabilities

28 其他應付款項及預提費用 (續)

附註：(續)

(c) 合約負債變動

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	2,286,432	3,125,463
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	由於年內確認期初計入合約負債的收益而導致合約負債減少	(2,287,836)	(3,124,914)
Increase in contract liabilities as a result of receiving sales deposits during the year (excluding amounts recognised as revenue during the year)	因年內收取銷售按金導致合約負債增加(不包括年內已確認為收入的金額)	2,841,621	2,286,433
Exchange realignment	匯兌調整	1,404	(550)
At 31 December	於十二月三十一日	2,841,621	2,286,432

Contract liabilities are short-term advances received to deliver dairy products.

合約負債為就運送奶製品收取的短期墊款。

(d) All of the other payables and accruals are expected to be settled or recognised as income within one year or payable on demand.

(d) 所有其他應付款項及預提費用預計於一年內結算或確認為收入或應要求償還。

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29 INTEREST-BEARING BANK AND OTHER BORROWINGS 29 計息銀行及其他借貸

		2024 二零二四年				2023 二零二三年			
		Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計	Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計
Non-current liabilities	非流動負債								
Long-term bank loans, secured	長期銀行貸款，有抵押	—	—	—	—	2028	72,726	—	72,726
Long-term bank loans, unsecured	長期銀行貸款，無抵押	2026-2031	3,952,826	15,259,790	19,212,616	2025-2029	4,928,167	14,245,623	19,173,790
2021 convertible bonds (Note 30)	二零二一年可換股債券 (附註30)	—	—	—	—	2026	3,304,280	—	3,304,280
US dollar bonds (Note (d))	美元債券 (附註(d))	2030	2,151,723	—	2,151,723	2025-2030	5,641,083	—	5,641,083
Lease liabilities (Note 16(b))	租賃負債 (附註16(b))	2026-2052	1,095,393	—	1,095,393	2025-2052	1,173,418	—	1,173,418
			7,199,942	15,259,790	22,459,732		15,119,674	14,245,623	29,365,297
Less: Current portion of long-term bank and other borrowings	減：長期銀行及其他借貸的流動部分		(334,522)	(4,149,585)	(4,484,107)		(1,636,279)	(125,200)	(1,761,479)
			6,865,420	11,110,205	17,975,625		13,483,395	14,120,423	27,603,818
		2024 二零二四年				2023 二零二三年			
		Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計	Maturity 到期日	Fixed rate 固定利率	Floating rate 浮動利率	Total 總計
Current liabilities	流動負債								
Short-term bank loans, secured	短期銀行貸款，有抵押	2025	1,123,866	—	1,123,866	2024	815,041	—	815,041
Short-term bank loans, unsecured	短期銀行貸款，無抵押	2025	2,605,082	4,221,128	6,826,210	2024	3,066,472	70,827	3,137,299
Exchangeable bonds (Note 20(a))	可交換債券 (附註20(a))	2025	627,220	—	627,220	2024	583,700	—	583,700
US dollar bonds (Note (d))	美元債券 (附註(d))	2025	3,600,172	—	3,600,172	2024	3,509,418	—	3,509,418
Current portion of long-term bank and other borrowings	長期銀行及其他借貸的流動部分	2025	334,522	4,149,585	4,484,107	2024	1,636,279	125,200	1,761,479
			8,290,862	8,370,713	16,661,575		9,610,910	196,027	9,806,937

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FINANCIAL STATEMENTS
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29 INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

The repayment schedule of the interest-bearing bank and other borrowings is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 1 year	一年內	16,661,575	9,806,937
1 to 2 years	一至兩年	9,095,808	12,576,862
2 to 5 years	兩至五年	6,101,361	12,446,805
Over 5 years	五年以上	2,778,456	2,580,151
Total interest-bearing bank and other borrowings	計息銀行及其他借貸總額	34,637,200	37,410,755
Less: Amount due within one year included in current liabilities	減：計入流動負債的一年內到期款項	(16,661,575)	(9,806,937)
		17,975,625	27,603,818

Notes:

- (a) As at 31 December 2024, the Group's interest-bearing bank and other borrowings were secured as follows:

附註：

- (a) 於二零二四年十二月三十一日，本集團的計息銀行及其他借貸抵押情況如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Secured by bills receivable	以應收票據抵押	1,123,866	555,652
Secured by assets of certain subsidiaries	以若干子公司資產抵押	—	332,115
Unsecured	無抵押	33,513,334	36,522,988
		34,637,200	37,410,755

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29 INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (b) The carrying amounts of the Group's interest-bearing bank and other borrowings were denominated in the following currencies:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
HK\$	港元	10,246,646	9,483,888
US\$	美元	6,627,030	9,994,486
Australia Dollar ("AU\$")	澳元	751,410	756,034
Indonesia Rupiah	印尼盾	303,953	664,549
RMB	人民幣	16,708,161	16,511,798
		34,637,200	37,410,755

- (c) The floating annual interest rates of the short-term bank loans were determined based on the interest rates announced by the People's Bank of China, Federal Reserve Bank of New York, the Hong Kong Association of Banks and Reserve Bank of Australia.

The fixed annual interest rates of the short-term bank loans varied from 0.75% to 7.00% for the year ended 31 December 2024 (2023: from 1.00% to 7.73%).

- (d) These bonds are initially with maturity of five or ten years and interest rates of 1.875% to 2.50% per annum. Interests of these bonds are payable semi-annually in arrears.

29 計息銀行及其他借貸 (續)

附註：(續)

- (b) 本集團以下列貨幣計值的計息銀行及其他借貸的賬面值如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
HK\$	港元	10,246,646	9,483,888
US\$	美元	6,627,030	9,994,486
Australia Dollar ("AU\$")	澳元	751,410	756,034
Indonesia Rupiah	印尼盾	303,953	664,549
RMB	人民幣	16,708,161	16,511,798
		34,637,200	37,410,755

- (c) 短期銀行貸款的浮動年利率按中國人民銀行、紐約聯邦儲備銀行、香港銀行公會及澳洲儲備銀行公佈的利率釐定。

截至二零二四年十二月三十一日止年度，短期銀行貸款的固定年利率介乎0.75%至7.00%（二零二三年：1.00%至7.73%）。

- (d) 該等債券初始到期日為五年或十年，年利率為1.875%至2.50%。該等債券的利息每半年派息一次。

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30 CONVERTIBLE BONDS

On 26 November 2021, the Company issued convertible bonds with a nominal value of HK\$4,862,600,000 to Eaglets International Financial Products Limited ("Eaglets"). The convertible bonds are convertible and redeemable at options of holders and the conversion price is HK\$34.33 per share (which was subsequently adjusted to HK\$32.68 per share as from 19 June 2024). In the case of the conversion rights having been exercised in full, 141,642,869 new shares will be allotted and issued by the Company. The convertible bonds would be redeemed at its nominal value either at options of holders or on expiry. The convertible bonds carry interests, which are at a fixed rate of 3.08% per annum and payable semi-annually.

On the same date, Eaglets packaged the convertible bonds into a financial product and issued the financial products, directly or indirectly, to selected directors and employees of the Group (collectively, "Selected Participants"). Subject to fulfilment of certain non-market performance conditions and annual performance target, the Selected Participants will be entitled the power to either convert or redeem 10%, 15%, 20%, 25% and 30% of underlying convertible bonds on each anniversary date of issuance date up to 26 November 2026. Eaglets will distribute the gain from either conversion or redemption to the Selected Participants.

Upon issuance, the convertible bonds were accounted for under IFRS/HKFRS 2 and the proceeds from the issuance were recorded as liability component and the difference between the fair value of the convertible bonds on issuance date and the proceeds will be recorded as share based payments pro-rata during the five years' period ending 26 November 2026.

In November 2023 and November 2022, at options of the Selected Participants, the Company early redeemed the first 15% and the second 10% of the convertible bonds from Eaglets.

30 可換股債券

二零二一年十一月二十六日，本公司向雛鷹國際金融產品有限公司（「雛鷹」）發行面值4,862,600,000港元之可換股債券。持有人可選擇轉換及贖回可換股債券，轉換價為每股34.33港元（二零二四年六月十九日開始調整為每股32.68港元）。倘若換股權悉數行使，本公司將配發及發行141,642,869股新股份。可換股債券將由持有人選擇或於到期時按面值贖回。可換股債券按固定年利率3.08%計息，每半年派息。

同日，雛鷹將可換股債券打包為金融產品，並直接或間接向本集團獲選董事及僱員（統稱「獲選參與者」）發行該金融產品。在達成特定非市場表現條件及年度表現目標的情況下，獲選參與者將有權於截至二零二六年十一月二十六日的每個發行週年日轉換或贖回10%、15%、20%、25%及30%的相關可換股債券。雛鷹將向獲選參與者派發轉換或贖回收益。

發行後，可換股債券按國際財務報告準則／香港財務報告準則第2號入賬，發行所得款項記錄為負債部分，可換股債券於發行日期的公允值與所得款項之間的差額將於截至二零二六年十一月二十六日止五年期間按比例記錄為以股份為基礎的支付。

二零二三年十一月及二零二二年十一月，按獲選參與者選擇，本公司自雛鷹提早贖回第一批15%及第二批10%的可換股債券。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 CONVERTIBLE BONDS (continued)

Prior to the anniversary date of the third 20% batch of 26 November 2024, the directors of the Company are of the opinion that the non-market performance and/or annual performance target have not been met for the third 20% batch ending on anniversary date of 26 November 2024, no expense is recognised for this batch, and the expense recognised in prior years was reversed to reflect the unfulfillment of related vesting conditions.

In November 2024, at options of the Selected Participants, the Company redeemed the third 20% and early redeemed all the remaining 55% of the convertible bonds from Eaglets at nominal value of HK\$3,646,950,000 (approximately equivalent to RMB3,336,959,000), therefore the expense not yet recognised for share based payments is accelerated recognised immediately.

The Group recognised a total share-based payment expense of RMB322,409,000 during the year ended 31 December 2024 (2023: RMB436,448,000).

The movements of the liability component are as follows:

30 可換股債券 (續)

於第三批20%批次的週年日二零二四年十一月二十六日前，本公司董事認為截至二零二四年十一月二十六日週年日的第三批20%批次的尚未達到非市場表現及／或年度表現目標，因此未就該批次確認任何開支，而過往年度確認的開支已撥回以反映相關歸屬條件未達成的情況。

於二零二四年十一月，按獲選參與者選擇，本公司按面值3,646,950,000港元（相當於約人民幣3,336,959,000元）自雛鷹贖回第三批20%及提早贖回餘下55%的可換股債券，因此尚未確認的以股份支付的開支即時加速確認。

本集團截至二零二四年十二月三十一日止年度確認以股份支付的總開支人民幣322,409,000元（二零二三年：人民幣436,448,000元）。

負債部分的變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Liability component at 1 January	於一月一日的負債部分	3,304,280	3,907,631
Interest accrual	應計利息	92,702	121,138
Interest paid	已付利息	(92,036)	(120,159)
Redemption	贖回	(3,336,959)	(670,951)
Exchange realignment	匯兌調整	32,013	66,621
Liability component at 31 December (Note 29)	於十二月三十一日的 負債部分 (附註29)	—	3,304,280

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31 DERIVATIVE FINANCIAL INSTRUMENTS

31 衍生金融工具

			2024 二零二四年		2023 二零二三年	
			Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
			Notes 附註			
Interest rate swaps	利率互換合約	(a)	241,794	—	324,509	—
Foreign currency forward contracts	遠期外幣合約	(b)	8,582	38,276	23,492	4,461
			250,376	38,276	348,001	4,461
Portion classified as non-current:	分類為非流動部分：					
Foreign currency forward swaps	外幣遠期互換合約		—	—	—	4,461
Interest rate swaps	利率互換合約		241,794	—	324,509	—
Current portion	流動部分					
Foreign currency forward swaps	外幣遠期互換合約		8,582	38,276	23,492	—

Notes:

附註：

(a) Interest rate swaps — cash flow hedge

As at 31 December 2024, two interest rate swap agreements of the Group were in effective, in order to hedge the interest rate risk in relation to floating rate bank borrowings denominated in HK\$. These agreements with notional amounts of HK\$3,875,000,000 and HK\$2,300,000,000, respectively, enable the Group to receive monthly interest of the notional amount at the Hong Kong Interbank Offered Rate ("Hibor") and pay interest to counter parties at fixed rate.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swaps match the interest payments and the principal payments of the bank loan agreements. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risks of the interest rate swaps are basically the same as the hedged risk components. To measure the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

(a) 利率互換合約 — 現金流量對沖

於二零二四年十二月三十一日，本集團有兩份利率互換合約生效，用於對沖以港元計值的浮動利率銀行借款的利率風險。該等合約的名義金額分別為3,875,000,000港元及2,300,000,000港元，令本集團每月按香港銀行同業拆息（「Hibor」）收取名義金額的利息，並按固定利率向對手方支付利息。

已對沖項目與對沖工具存在經濟關係，原因為利率互換合約的條款與利息付款及銀行貸款協議的本金付款相匹配。本集團為對沖關係設定1:1的對沖比率，原因為利率互換合約的相關風險與已對沖風險成分基本相同。為計量對沖有效性，本集團採用假設衍生工具法，並將已對沖風險產生的對沖工具公允值變動與已對沖項目公允值變動進行比較。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

Hedge ineffectiveness can arise from:

- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amounts of cash flows of hedged items and hedging instruments

The impacts of the hedging instruments on the statement of financial position are as follows:

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

對沖無效可由下列各項產生：

- 交易對手的信貸風險對對沖工具及已對沖項目的公允值變動構成不同影響
- 已對沖項目及對沖工具的預測現金流量變動

對沖工具對財務狀況表的影響如下：

		Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量對沖無效的公允值變動 HK'000 港幣千元
		名義值 RMB'000 人民幣千元	賬面值 RMB'000 人民幣千元	財務狀況表項目	
As at 31 December 2024	於二零二四年十二月三十一日				
Interest rate swaps	利率互換合約	3,875,000	160,555	Derivative financial instruments assets 衍生金融工具資產	74,383
Interest rate swaps	利率互換合約	2,300,000	81,239	Derivative financial instruments assets 衍生金融工具資產	32,114

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31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

		Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
		名義值 HK'000 港幣千元	賬面值 RMB'000 人民幣千元	財務狀況表項目	
As at 31 December 2023	於二零二三年十二月三十一日				
Interest rate swaps	利率互換合約	3,875,000	200,763	Derivative financial instruments assets 衍生金融工具資產	17,054
Interest rate swaps	利率互換合約	2,300,000	123,746	Derivative financial instruments assets 衍生金融工具資產	25,468

The impacts of the hedged items on the statement of financial position are as follows:

對沖項目對財務狀況表的影響如下：

		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量對沖無效的公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量對沖儲備 RMB'000 人民幣千元
As at 31 December 2024	於二零二四年十二月三十一日		
Interest rate swaps	利率互換合約	(106,497)	241,794

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量 對沖儲備 RMB'000 人民幣千元
As at 31 December 2023	於二零二三年十二月 三十一日		
Interest rate swaps	利率互換合約	(42,522)	324,509

During the year ended 31 December 2024 and 2023, the effect of the cash flow hedge on the statement of profit or loss and the statement of comprehensive income (including exchange differences) are as follows:

截至二零二四年及二零二三年十二月三十一日止年度，現金流量對沖對損益表及全面收益表（包括外幣折算差額）的影響如下：

2024	二零二四年	Gross amount 總額 RMB'000 人民幣千元	Tax effect 稅務影響 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Hedge ineffectiveness recognised in profit or loss 於損益確認的 對沖無效 RMB'000 人民幣千元	Line item in the statement of profit or loss 損益表項目
Interest rate swaps	利率互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益 確認的對沖虧損 總額	106,497	—	106,497	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益 重新分類至 損益的金額	(189,212)	—	(189,212)	—	Finance cost 融資成本

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(a) Interest rate swaps — cash flow hedge (continued)

2023	二零二三年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss at the statement of profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	對沖無效	損益表項目
		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	
Interest rate swaps	利率互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	42,522	—	42,522	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(191,983)	—	(191,983)	—	Finance cost 融資成本

(b) Foreign currency swaps — cash flow hedge

As at 31 December 2024, three sets of foreign currency swap agreements were in effective, in order to hedge the foreign currency exposure arising from the principal of fixed rate bond with face value of US\$450,000,000, US\$79,029,000 and NZ\$12,267,000, respectively. These agreements enable the Group to swap before mentioned bond with borrowing amounted to HK\$3,491,100,000, AU\$119,459,000 and AU\$11,097,000, respectively.

There is an economic relationship between the hedged items and the hedging instrument as the terms of the foreign currency swap contracts match the terms of the bonds. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risks of the swap contracts are basically the same as the hedged risk components. To measure the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

31 衍生金融工具 (續)

附註：(續)

(a) 利率互換合約 — 現金流量對沖 (續)

2023	二零二三年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss at the statement of profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	對沖無效	損益表項目
		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	
Interest rate swaps	利率互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	42,522	—	42,522	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(191,983)	—	(191,983)	—	Finance cost 融資成本

(b) 外幣互換合約 — 現金流量對沖

於二零二四年十二月三十一日，三套外幣互換協議生效，分別用於對沖面值為450,000,000美元、79,029,000美元及12,267,000新西蘭元的固定利率債券本金所帶來的外幣風險。該等協議令本集團可將上述債券與金額分別為3,491,100,000港元、119,459,000澳元及11,097,000澳元的借貸互換。

已對沖項目與對沖工具存在經濟關係，原因為外幣互換合約的條款與債券的條款相匹配。本集團為對沖關係設定1:1的對沖比率，原因為互換合約的相關風險與已對沖風險成分基本相同。為計量對沖有效性，本集團採用假設衍生工具法，並將已對沖風險產生的對沖工具公允值變動與已對沖項目公允值變動進行比較。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge (continued)

Hedge ineffectiveness can arise from:

- The counterparties' credit risks differently impacting the fair value movements of the hedging instruments and hedged items
- The impact of not separately identifying the forward elements of forward contracts or foreign exchange basis of financial instruments as cost of hedge

The impacts of the hedging instruments on the statement of financial position are as follows:

		Notional amount	Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year
		名義值 NZ\$'000 新西蘭千元	名義值 US\$'000 千美元	賬面值 RMB'000 人民幣千元	財務狀況表項目	年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
As at 31 December 2024	二零二四年十二月三十一日					
Foreign currency swaps	外幣互換合約	12,267	529,029	(38,276)	Derivative financial instruments liabilities 衍生金融工具負債	(14,986)
			Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring hedge ineffectiveness for the year
			名義值 US'000 千美元	賬面值 RMB'000 人民幣千元	財務狀況表項目	年內用於計量 對沖無效的 公允值變動 RMB'000 人民幣千元
As at 31 December 2023	二零二三年十二月三十一日					
Foreign currency swaps	外幣互換合約		942,200	19,031	Derivative financial instruments assets 衍生金融工具資產	131,720

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖 (續)

對沖無效可由下列各項產生：

- 交易對手的信貸風險對對沖工具及已對沖項目的公允值變動構成不同影響
- 不將遠期合約的遠期成分或金融工具的外匯基準單獨確定為對沖成本的影響

對沖工具對財務狀況表的影響如下：

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31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge (continued)

The impacts of the hedged items on the statement of financial position are as follows:

		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量對沖無效的公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量對沖儲備 RMB'000 人民幣千元
As at 31 December 2024	於二零二四年十二月三十一日		
Foreign currency swaps	外幣互換合約	14,986	(62,409)
		Change in fair value used for measuring hedge ineffectiveness for the year 年內用於計量對沖無效的公允值變動 RMB'000 人民幣千元	Cash flow hedge reserve 現金流量對沖儲備 RMB'000 人民幣千元
As at 31 December 2023	於二零二三年十二月三十一日		
Foreign currency swaps	外幣互換合約	(131,720)	(5,101)

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖 (續)

已對沖項目對財務狀況表的影響如下：

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31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

(b) Foreign currency swaps — cash flow hedge (continued)

During the year ended 31 December 2024 and 2023, the effects of the cash flow hedge on the statement of profit or loss and the statement of comprehensive income (including exchange differences) are as follows:

2024	二零二四年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	於損益確認的對沖無效	損益表項目
		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	
Foreign currency swaps	外幣互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	(14,986)	—	(14,986)	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(42,321)	—	(42,321)	—	Other expense 其他費用

2023	二零二三年	Gross amount	Tax effect	Total	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss
		總額	稅務影響	總計	於損益確認的對沖無效	損益表項目
		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	
Foreign currency swaps	外幣互換合約					
Total hedging loss recognised in other comprehensive income	於其他全面收益確認的對沖虧損總額	131,720	—	131,720	—	N/A 不適用
Amount reclassified from other comprehensive income to profit or loss	自其他全面收益重新分類至損益的金額	(83,552)	—	(83,552)	—	Other expense 其他費用

31 衍生金融工具 (續)

附註：(續)

(b) 外幣互換合約 — 現金流量對沖 (續)

截至二零二四年及二零二三年十二月三十一日止年度，現金流量對沖對損益表及全面收益表（包括外幣折算差額）的影響如下：

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31 DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

Notes: (continued)

- (c) In addition to the above hedging instruments, the Group has also entered into various foreign currency forward contracts and interest rate forward contracts to manage its exchange rate and floating interest rate exposures. These forward contracts are not designated for hedging purposes and are measured at fair value through profit or loss. A net fair value gain on foreign currency forward contracts of RMB8,948,000 was recognised in other income and gains for the year ended 31 December 2024 (2023: RMB4,641,000 in other expenses) (Note 5(b)).

31 衍生金融工具 (續)

附註：(續)

- (c) 除以上對沖工具外，本集團亦訂立多項遠期外幣合約及利率遠期合約以管理其匯率及浮動利率風險。該等遠期合約並非指定作對沖用途，並按公允值計入損益計量。遠期外幣合約公允值收益淨額人民幣8,948,000元於截至二零二四年十二月三十一日止年度確認為其他收入及收益（二零二三年：其他費用人民幣4,641,000元）（附註5(b)）。

32 DEFERRED INCOME

32 遞延收入

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	636,194	572,132
Additions	增加	206,990	185,800
Amortisation during the year (Note 5(b))	年內攤銷（附註5(b)）	(114,910)	(121,738)
At 31 December	於十二月三十一日	728,274	636,194

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33 OTHER FINANCIAL LIABILITIES

33 其他金融負債

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Present value of redemption amount for potential acquisition of puttable non-controlling interests	可能收購可沽售非控股股東權益之贖回金額現值		
— ANI	— ANI	44,608	54,661

During the year ended 31 December 2021, the Company and Augite Capital Limited ("CAGIF"), Fortune Fund L.P. ("Fortune") and Itochu Corporation ("Itochu") entered into separate agreements, pursuant to which, put options were granted to CAGIF, Fortune and Itochu to sell their equity interests in ANI to the Company. During the year ended 31 December 2022, CAGIF and Fortune have exercised put option partially to sell their equity interests in ANI to the Company at the considerations of RMB206,505,000 and USD23,376,000 (approximately equivalent to RMB155,697,000), respectively. As at 31 December 2024, the Group recognised present value of the amounts payable upon exercise of remaining option of RMB44,608,000 as a financial liability.

截至二零二一年十二月三十一日止年度，本公司與Augite Capital Limited（「CAGIF」）、Fortune Fund L.P.（「Fortune」）及Itochu Corporation（「Itochu」）訂立單獨協議，據此授予CAGIF、Fortune及Itochu向本公司出售所持ANI股權的認沽期權。截至二零二二年十二月三十一日止年度，CAGIF及Fortune已部分行使認沽期權，分別以人民幣206,505,000元及23,376,000美元（約相當於人民幣155,697,000元）的代價向本公司出售所持ANI股權。於二零二四年十二月三十一日，本集團確認按行使剩餘期權時應付的金融負債現值人民幣44,608,000元。

**NOTES TO THE
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34 SHARE CAPITAL

(a) Issued share capital

		2024 二零二四年		2023 二零二三年	
		Number of ordinary shares 普通股數目		Number of ordinary shares 普通股數目	
		'000 千股	RMB'000 人民幣千元	'000 千股	RMB'000 人民幣千元
Authorised: Ordinary shares of HK\$0.1 each	法定： 每股面值0.1 港元的普通股	6,000,000	565,022	6,000,000	565,022
Issued and fully paid: At 31 December	已發行及繳足： 於十二月三十一日	3,919,105	356,662	3,935,293	358,143

		Note 附註	Number of ordinary shares 普通股數目	
			'000 千股	RMB'000 人民幣千元
Issued and fully paid: At 1 January 2024	已發行及繳足： 於二零二四年 一月一日		3,935,293	358,143
Share repurchased and cancellation	股份購回及註銷	(b)	(16,188)	(1,481)
At 31 December 2024	於二零二四年 十二月三十一日		3,919,105	356,662
Issued and fully paid: At 1 January 2023	已發行及繳足： 於二零二三年 一月一日		3,955,196	359,948
Share repurchased and cancellation	股份購回及註銷		(26,869)	(2,432)
Shares issued under the equity- settled share option scheme	根據以股份支付的 購股權計劃發行 股份		6,966	627
At 31 December 2023	於二零二三年 十二月三十一日		3,935,293	358,143

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 SHARE CAPITAL (continued)

(b) Purchase of own shares as treasury shares

During the year ended 31 December 2024, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows, of which 16,188,000 shares and 1,134,000 shares have been cancelled before and subsequent to the reporting date of 31 December 2024, respectively.

Month/year	年／月	Number of shares repurchased 購回股份數目	Highest price paid per share 每股支付最高價 HK\$ 港元	Lowest price paid per share 每股支付最低價 HK\$ 港元	Aggregate price paid 支付總價 HK\$'000 港幣千元
September 2024	二零二四年九月	9,001,000	13.60	12.24	113,821
October 2024	二零二四年十月	3,777,000	19.00	15.42	62,445
November 2024	二零二四年十一月	3,410,000	18.32	16.52	59,134
December 2024	二零二四年十二月	1,134,000	17.46	16.68	19,455
					254,855

The total amount paid on the repurchased shares was HK\$254,855,000 (equivalent to RMB233,305,000).

就購回股份支付的總金額為254,855,000港元(相當於人民幣233,305,000元)。

(c) Purchase of shares for share award scheme

During the year ended 31 December 2024, the Company repurchased its own ordinary shares as shares held under share award scheme on The Stock Exchange of Hong Kong Limited as follows.

Month/year	年／月	Number of shares repurchased 購回股份數目	Highest price paid per share 每股支付最高價 HK\$ 港元	Lowest price paid per share 每股支付最低價 HK\$ 港元	Aggregate price paid 支付總價 HK\$'000 港幣千元
April 2024	二零二四年四月	3,400,000	17.34	15.32	56,055

The total amount paid on the repurchased shares was HK\$56,055,000 (equivalent to RMB50,855,000).

就購回股份支付的總金額為56,055,000港元(相當於人民幣50,855,000元)。

34 股本(續)

(b) 購回自身股份作為庫存股份

截至二零二四年十二月三十一日止年度，本公司於香港聯合交易所有限公司購回自身普通股如下，其中16,188,000股股份及1,134,000股股份分別於報告日期(二零二四年十二月三十一日)前後註銷。

(c) 為股票獎勵計劃購買股份

截至二零二四年十二月三十一日止年度，本公司於香港聯合交易所有限公司購回自身普通股(作為股票獎勵計劃項下持有的股份)，具體如下。

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35 OTHER RESERVES

The movements of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

In accordance with the relevant PRC laws and regulations, the PRC domestic companies are required to transfer 10% of their profit after income tax, as determined under the PRC accounting standards and financial regulations, to the statutory common reserve. Subject to certain restrictions as set out in the relevant PRC laws and regulations, the statutory common reserve may be used to offset against the accumulated losses, if any.

36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

For the year ended 31 December 2024, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB270,616,000 and RMB270,616,000, respectively, in respect of lease arrangements for plant and equipment (2023: RMB258,412,000 and RMB258,412,000, respectively).

35 其他儲備

本集團的儲備及本年度及過往年度的儲備變動，載於財務報表的綜合權益變動表內。

根據中國有關法律及法規的規定，中國國內公司須將除所得稅後利潤的10%（根據中國會計準則及財政法規釐定）轉撥至法定公積金。根據中國有關法律及法規所載若干限制的規定，法定公積金可被用作抵銷累計虧損（如有）。

36 綜合現金流量表附註

(a) 主要非現金交易

截至二零二四年十二月三十一日止年度，本集團就廠房及設備之租賃安排所添置任何非現金使用權資產及租賃負債分別為人民幣270,616,000元及人民幣270,616,000元（二零二三年：分別為人民幣258,412,000元及人民幣258,412,000元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

36 綜合現金流量表附註(續)

(b) 來自融資活動的負債變動

下表載列本集團來自融資活動的負債變動詳情，包括現金及非現金變動。來自融資活動的負債為現金流量或未來現金流量將於本集團綜合現金流量表中分類為融資活動產生的現金流量的負債。

		2024 二零二四年					
		Bank loans	Corporate bonds	Exchangeable Bonds	Convertible bonds	Lease liabilities	Total
		銀行貸款	公司債券	可交換債券	可換股債券	租賃負債	總計
		RMB'000	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	人民幣千元
		(Notes 16(b)/29)					
		(Note 29)	(Note 29)	(Note 29)	(Notes 29/30)	16(b)/29)	
		(附註29)	(附註29)	(附註29)	(附註29/30)	(附註16(b)/29)	
At 1 January 2024	二零二四年一月一日	23,198,856	9,150,501	583,700	3,304,280	1,173,418	37,410,755
Changes from financing cash flows:	融資現金流變動：						
Proceeds from interest-bearing bank loans	計息銀行貸款所得款項	37,184,004	—	—	—	—	37,184,004
Repayment of interest-bearing bank loans	償還計息銀行貸款	(33,424,242)	—	—	—	—	(33,424,242)
Repayment of corporate bonds	償還公司債券	—	(3,610,761)	—	—	—	(3,610,761)
Redemption of convertible bonds	贖回可換股債券	—	—	—	(3,336,959)	—	(3,336,959)
Capital element of lease rentals paid	已付租賃租金資本部分	—	—	—	—	(306,315)	(306,315)
Interest element of lease rentals paid	已付租賃租金利息部分	—	—	—	—	(52,834)	(52,834)
Interest paid	已付利息	(582,302)	—	—	—	—	(582,302)
Total changes from financing cash flows	融資現金流變動總額	3,177,460	(3,610,761)	—	(3,336,959)	(359,149)	(4,129,409)
Exchange adjustments	匯兌調整	223,315	136,559	15,330	32,013	(1,146)	406,071
Changes in fair value	公允價值變動	—	—	28,190	—	—	28,190
Other changes:	其他變動：						
Interest expense	利息開支	724,263	597,991	—	92,702	52,834	1,467,790
Interest paid in operating activities	於經營業務支付的利息	(161,202)	(522,395)	—	(92,036)	—	(775,633)
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生的租賃負債增加	—	—	—	—	270,616	270,616
Disposal of subsidiaries	出售子公司	—	—	—	—	(2,446)	(2,446)
Early termination	提早終止	—	—	—	—	(38,734)	(38,734)
Total other changes	其他變動總額	563,061	75,596	—	666	282,270	921,593
At 31 December 2024	於二零二四年十二月三十一日	27,162,692	5,751,895	627,220	—	1,095,393	34,637,200

**NOTES TO THE
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36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities (continued)

36 綜合現金流量表附註 (續)

(b) 來自融資活動的負債變動 (續)

		2023 二零二三年					
		Bank loans	Corporate bonds	Exchangeable Bonds	Convertible bonds	Lease liabilities	Total
		銀行貸款	公司債券	可交換債券	可換股債券	租賃負債	總計
		RMB'000	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	人民幣千元
		(Note 29)	(Note 29)	(Note 29)	(Notes 29/30)	16(b)/29	
		(附註29)	(附註29)	(附註29)	(附註29/30)	(附註16(b)/29)	
At 1 January 2023	二零二三年一月一日	20,811,316	12,588,013	615,643	3,907,631	1,186,002	39,108,605
Changes from financing cash flows:	融資現金流變動：						
Proceeds from interest-bearing bank loans	計息銀行貸款所得款項	49,091,106	—	—	—	—	49,091,106
Repayment of interest-bearing bank loans	償還計息銀行貸款	(46,723,460)	—	—	—	—	(46,723,460)
Repayment of corporate bonds	償還公司債券	—	(3,443,702)	—	—	—	(3,443,702)
Redemption of convertible bonds	贖回可換股債券	—	—	—	(670,951)	—	(670,951)
Redemption of 2020 exchangeable bonds	贖回二零二零年可交換債券	—	—	(617,227)	—	—	(617,227)
Issuance of 2023 exchangeable bonds	發行二零二三年可交換債券	—	—	593,535	—	—	593,535
Capital element of lease rentals paid	已付租賃租金資本部分	—	—	—	—	(268,711)	(268,711)
Interest element of lease rentals paid	已付租賃租金利息部分	—	—	—	—	(64,181)	(64,181)
Interest paid	已付利息	(67,089)	—	—	—	—	(67,089)
Total changes from financing cash flows	融資現金流變動總額	2,300,557	(3,443,702)	(23,692)	(670,951)	(332,892)	(2,170,680)
Exchange adjustments	匯兌調整	19,894	(99,794)	(6,227)	66,621	775	(18,731)
Changes in fair value	公允值變動	—	—	(2,024)	—	—	(2,024)
Other changes:	其他變動：						
Interest expense	利息開支	742,077	641,885	—	121,138	64,181	1,569,281
Interest paid in operating activities	於經營業務支付的利息	(674,988)	(535,901)	—	(120,159)	—	(1,331,048)
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生的租賃負債增加	—	—	—	—	258,412	258,412
Early termination	提早終止	—	—	—	—	(3,060)	(3,060)
Total other changes	其他變動總額	67,089	105,984	—	979	319,533	493,585
At 31 December 2023	於二零二三年十二月三十一日	23,198,856	9,150,501	583,700	3,304,280	1,173,418	37,410,755

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within operating activities	於經營業務內	224,779	260,106
Within investing activities	於投資業務內	1,887	78,048
Within financing activities	於融資業務內	359,149	332,892
		585,815	671,046

37 SHARE OPTION SCHEME

The Company operated share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Share Option Schemes include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers and any person or entity that provides research, development or technological support to the Group.

The offer of a grant of share options may be accepted upon payment of a consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of offer of the share options.

36 綜合現金流量表附註(續)

(c) 租賃現金流出總額

載列於現金流量表的租賃現金流出總額如下：

37 購股權計劃

本公司設立的購股權計劃(「購股權計劃」)，目的為激勵對本集團業務成功作出貢獻的合資格參與者，並向彼等作出獎賞。購股權計劃的合資格計劃參與者包括本公司董事(包括獨立非執行董事)、本集團之其他僱員、本集團之貨品或服務供應商、客戶以及向本集團提供研究、開發或技術支援的任何人士或實體。

承授人可以支付代價合共1港元後接納授出購股權建議。授出購股權的行使期由董事會決定，行使期由某一歸屬期後起計及在不遲於授出購股權建議日五年之日終止。

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37 SHARE OPTION SCHEME (continued)

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) The Stock Exchange of Hong Kong Limited's (the "Stock Exchange") closing price of the Company's shares on the offer date of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five business days immediately preceding the offer date; and (iii) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Particulars of outstanding share options:

37 購股權計劃 (續)

購股權行使價由董事釐定，惟不可低於(i)本公司股份於授出購股權建議之日在香港聯合交易所有限公司(「聯交所」)所報的收市價(ii)本公司股份於緊接建議授出日期前五個營業日在聯交所所報的平均收市價；及(iii)股份面值最高者。

購股權持有人無權獲派股息或於股東大會上投票。

尚未行使購股權詳情：

Date of grant	Exercise period of share options (both dates inclusive)	Exercise price per share option	Weighted average fair value per share option at the date of grant
授出日期	購股權的行使期間(包括首尾兩日)	每份購股權 的行使價 (HK\$) (港元)	於授出日期 每份購股權的 加權平均公允值 (HK\$) (港元)
1 April 2020	1 April 2021 to 31 March 2025 (Note (a))	26.54	6.42
二零二零年四月一日	二零二一年四月一日至 二零二五年三月三十一日(附註(a))		
11 May 2022	11 May 2023 to 10 May 2027 (Note (b))	40.58	6.92
二零二二年五月十一日	二零二三年五月十一日至 二零二七年五月十日(附註(b))		
30 December 2022	1 April 2024 to 29 December 2025 (Note (c))	35.54	8.14
二零二二年十二月三十日	二零二四年四月一日至 二零二五年十二月二十九日(附註(c))		

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37 SHARE OPTION SCHEME (continued)

Notes:

- (a) 627,283 share options will be vested in two batches with 70% of the share options granted vesting on 1 April 2021, and the remaining 30% of the share options granted vesting on 1 April 2022. 389,604 share options will be vested in their entirety on 1 April 2021. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of five years.
- (b) The share options will be vested in four equal batches equally on the first, second, third and fourth anniversaries of the date of grant. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of five years.
- (c) The share options will be vested in two batches on 1 April 2024 and 1 April 2025, respectively. In addition, all the share options will only be vested if and when the pre-set performance targets of both the Group and the participants are achieved. Unless all of these targets are met, the share options will lapse. The share options have a contractual life of three years.
- (d) The exercise price per share options was the average closing share price for the five business days immediately preceding the grant date or the closing price of the shares on the grant date.

37 購股權計劃 (續)

附註：

- (a) 627,283份購股權將分為兩份歸屬，70%已授出購股權於二零二一年四月一日歸屬，其餘30%已授出購股權於二零二二年四月一日歸屬。389,604份購股權將於二零二一年四月一日全部歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期五年。
- (b) 購股權將分為四等份歸屬，於授出日期起第一、二、三及四個週年歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期五年。
- (c) 購股權將分為兩份歸屬，分別於二零二四年四月一日及二零二五年四月一日歸屬。此外，倘若達到本集團及參與者的預定表現目標，則所有購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。購股權之契約期為期三年。
- (d) 每份購股權的行使價乃緊接授出日期前五個營業日的平均股份收市價或授出日期的股份收市價。

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37 SHARE OPTION SCHEME (continued)

Movements of outstanding share options:

Date of grant	授出日期	Number of share options 購股權數目				As at 31 December 2024	Exercisable at 31 December 2024
		As at 1 January 2024	Granted during the year	Exercised during the year	Lapsed/ forfeited during the year		
		於二零二四年 一月一日	年內授出	年內行使	年內失效／沒收	於二零二四年 十二月三十一日	於二零二四年 十二月三十一日 可行使
1 April 2020	二零二零年四月一日	620,211	—	—	—	620,211	620,211
11 May 2022	二零二二年五月十一日	28,310,858	—	—	(3,608,369)	24,702,489	10,605,561
30 December 2022	二零二二年十二月三十日	13,195,225	—	—	(5,377,059)	7,818,166	1,319,523
Total	總計	42,126,294	—	—	(8,985,428)	33,140,866	12,545,295

Date of grant	授出日期	Number of share options 購股權數目				As at 31 December 2023	Exercisable at 31 December 2023
		As at 1 January 2023	Granted during the year	Exercised during the year	Lapsed/ forfeited during the year		
		於二零二三年 一月一日	年內授出	年內行使	年內失效／沒收	於二零二三年 十二月三十一日	於二零二三年 十二月三十一日 可行使
7 May 2018	二零一八年五月七日	2,169,732	—	(2,168,103)	(1,629)	—	—
24 December 2018	二零一八年十二月 二十四日	19,822,909	—	(4,797,445)	(15,025,464)	—	—
1 April 2020	二零二零年四月一日	620,211	—	—	—	620,211	620,211
11 May 2022	二零二二年五月十一日	28,713,108	—	—	(402,250)	28,310,858	6,400,979
30 December 2022	二零二二年十二月三十日	13,195,225	—	—	—	13,195,225	—
Total	總計	64,521,185	—	(6,965,548)	(15,429,343)	42,126,294	7,021,190

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38 SHARE AWARD SCHEME

The share award scheme of the Company was adopted by the board on 26 March 2013 (the “Adoption Date”). The purpose of the share award scheme is to provide an incentive to encourage the participants for the continual operation and development of the Group.

Subject to the terms of the share award scheme and the Listing Rules, the board may at any time make an offer to any eligible person whom it may in its absolute discretion select to accept the grant of an award over such a number of shares as it may determine (the “Participants”). Existing shares of the Company will be purchased by an independent trustee (the “Trustee”) of the share award scheme from the market out of cash contributed by the Group and be held in trust for the relevant Participants until such shares are vested with the relevant Participants in accordance with the provisions of the share award scheme. The shares of the Company granted and held by the trustee until vesting are referred to as the treasury shares and each treasury share shall represent one ordinary share of the Company.

Particulars and movements of the share award scheme

38 股票獎勵計劃

本公司股票獎勵計劃於二零一三年三月二十六日（「採納日期」）獲董事會採納。股票獎勵計劃旨在獎勵參與者繼續為本集團的經營及發展作出貢獻。

根據股票獎勵計劃條款及上市規則，董事會可隨時向任何合資格人士作出要約，由合資格人士絕對酌情選擇接納董事會決定授出的有關股份數目之獎勵（「參與者」）。股票獎勵計劃的獨立受託人（「受託人」）以本集團出資的現金於市場上購買本公司現有股份，及以信託形式代相關參與者持有，直至該等股份根據股票獎勵計劃的條文歸屬於相關參與者為止。已授出及由受託人持有直至歸屬的本公司股份稱為庫存股份，而各庫存股份應指本公司一股普通股。

股票獎勵計劃詳情及變動

Date of grant	授出日期	Number of share award 股票獎勵數目					As at 31 December 2024 於二零二四年 十二月 三十一日
		Fair value per share 每股公允值 (HK\$) (港元)	As at 1 January 2024 於二零二四年 一月一日	Granted during the year 年內授出	Vested during the year 年內歸屬	Lapsed/ forfeited during the year 年內失效/ 沒收	
11 May 2022	二零二二年五月十一日	38.85	2,290,448	—	(2,245,789)	(44,659)	—
31 March 2023	二零二三年三月 三十一日	32.20	3,625,875	—	(1,720,147)	(218,837)	1,686,891
			5,916,323	—	(3,965,936)	(263,496)	1,686,891

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38 SHARE AWARD SCHEME (continued)

**Particulars and movements of the share award
scheme** (continued)

Date of grant	授出日期	Fair value per share	As at 1 January 2023	Number of share award 股票獎勵數目			Lapsed/ forfeited during the year	As at 31 December 2023
				Granted during the year	Vested during the year			
		每股公允值 (HK\$) (港元)	於二零二三年 一月一日	年內授出	年內歸屬		年內失效/ 沒收	於二零二三年 十二月 三十一日
15 April 2021	二零二一年四月十五日	44.35	1,782,254	—	(1,691,579)		(90,675)	—
11 May 2022	二零二二年五月十一日	38.85	4,750,798	—	(2,369,972)		(90,378)	2,290,448
31 March 2023	二零二三年三月 三十一日	32.20	—	6,626,176	—		(3,000,301)	3,625,875
			6,533,052	6,626,176	(4,061,551)		(3,181,354)	5,916,323

Note:

The fair value of the shares granted was calculated based on the market prices of the Company's shares at the respective grant dates. No dividend was be considered.

During the year ended 31 December 2024, 3,965,936 (2023: 4,061,551) shares with a total amount of RMB84,906,000 (2023: RMB122,698,000) were vested and exercised under the share award scheme, resulting in the transfer out of RMB123,279,000 (2023: RMB138,314,000) from the share award reserve, with the difference of RMB38,373,000 (2023: RMB15,616,000) credited to the share premium account.

附註：

已授出股份的公允值乃基於本公司股份於各授出日期的市值計算，當中不會計及股息。

截至二零二四年十二月三十一日止年度，總額人民幣84,906,000元（二零二三年：人民幣122,698,000元）的3,965,936股（二零二三年：4,061,551股）股份已根據股票獎勵計劃歸屬及行使，導致自股份獎勵儲備轉出人民幣123,279,000元（二零二三年：人民幣138,314,000元），差額人民幣38,373,000元（二零二三年：人民幣15,616,000元）已計入股份溢價賬。

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39 DISPOSAL OF SUBSIDIARIES

On 8 April 2024, Synaura Biotechnology (Shanghai) Co., Ltd. ("Synaura"), a non-wholly owned subsidiary of the Group, entered into an agreement with its shareholders and new investors. Pursuant to the agreement, new investors has subscribed for an aggregate of 9,955,555 new shares which accounts for about 13.68% of the total shares at the subscription price of RMB80,000,000. Upon completion, the Group lose control of Synaura, which was subsequently accounted for as an associate and resulted a gain of RMB269,367,000 for the year ended 31 December 2024.

In 2024, Tianxianpei (Shanghai) Technology Co., Ltd. ("Tianxianpei"), a wholly-owned subsidiary of the Group, entered into an agreement with its shareholders and new investors. Pursuant to the agreement, new investors has subscribed for an aggregate of 6,000,000 new shares which accounts for about 60% of the total shares at the subscription price of RMB6,000,000. Upon completion, the Group lose control of Tianxianpei, which was subsequently accounted for as an associate and resulted a loss of RMB2,171,000 for the year ended 31 December 2024.

On 8 March 2024, the Group disposed 100% equity interest in Beijing Huairou High tech Dairy Co., Ltd. at a consideration of RMB20,000, which resulted a gain of RMB20,000 for the year ended 31 December 2024. During the year ended 31 December 2024, the consideration has been fully settled and the net inflow in respect of the disposal of a subsidiary is RMB20,000.

39 出售子公司

於二零二四年四月八日，本集團的非全資子公司虹幕生物科技(上海)有限公司(「虹幕」)與其股東及新投資者訂立一份協議。根據協議，新投資者以認購價人民幣80,000,000元認購合共9,955,555股新股份，佔股份總數約13.68%。於完成後，本集團失去虹幕的控制權，虹幕其後作為聯營公司入賬，於截至二零二四年十二月三十一日止年度錄得收益人民幣269,367,000元。

於二零二四年，本集團的全資子公司天鮮配(上海)科技有限公司(「天鮮配」)與其股東及新投資者訂立一份協議。根據協議，新投資者以認購價人民幣6,000,000元認購合共6,000,000股新股份，佔股份總數約60%。於完成後，本集團失去天鮮配的控制權，天鮮配其後作為聯營公司入賬，於截至二零二四年十二月三十一日止年度錄得虧損人民幣2,171,000元。

於二零二四年三月八日，本集團以代價人民幣20,000元出售北京懷柔高科乳業有限公司100%股權，於截至二零二四年十二月三十一日止年度錄得收益人民幣20,000元。於截至二零二四年十二月三十一日止年度，代價已悉數結清，出售子公司之淨流入為人民幣20,000元。

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40 ACQUISITION OF NON-CONTROLLING INTERESTS

During the year ended 31 December 2024, the Group have acquired several immaterial non-controlling interests of several subsidiaries. The total considerations for these acquisitions were in the form of cash of RMB9,721,000, which have been fully paid during the year ended 31 December 2024. The differences of RMB16,136,000 between the considerations paid and the carrying amount of non-controlling interests acquired are recorded in the equity transaction reserve account.

41 COMMITMENTS

The Group had the following outstanding capital commitments in respect of the purchase and construction of property, plant and equipment as at the end of the reporting period:

40 收購非控股股東權益

截至二零二四年十二月三十一日止年度，本集團已收購若干子公司之若干非重大非控股股東權益。該等收購之總代價為現金人民幣9,721,000元，已於截至二零二四年十二月三十一日止年度繳足。已付代價與所收購非控股股東權益之賬面值的差額人民幣16,136,000元計入權益交易儲備賬戶。

41 承擔

於報告期末，本集團有關購置及興建物業、廠房及設備的未償還資本承擔如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Contracted, but not provided for	已訂約但未撥備	748,478	1,980,487

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42 RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances which are disclosed elsewhere in these financial statements, the Group had the following significant transactions with its associates and other related parties.

42 關聯人士交易

- (a) 除於該等財務報表其他段落披露的交易及結餘外，本集團與其聯營公司及其他關聯人士進行下列重大交易。

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Sales of liquid milk products, other products and services to associates	向聯營公司銷售液態奶產品、其他產品及服務	(i)	21,507	19,119
Sales of other dairy products to associates	向聯營公司銷售其他乳製品	(i)	46	21
Sales of products to subsidiaries and associates of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司及聯營公司出售產品	(i)	4,182	3,126
Purchases of raw materials from subsidiaries and associates of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司及聯營公司購買原材料	(i)	538,566	715,300
Lease of right-of-use assets from subsidiaries of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司租賃使用權資產	(i)	540	1,143
Purchase of services from subsidiaries of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司購買服務	(i)	34,233	12,705
Purchases of raw materials and products from associates	向聯營公司購買材料及產品	(i)	12,556,962	12,762,615
Purchase other services from associates	向聯營公司購買其他服務	(i)	105,622	—
Purchases of investment deposits from a subsidiary of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司購買投資存款	(ii)	75,000	150,000
Redemption of investment deposits from a subsidiary of a shareholder with significant influence over the Company	向對本公司有重大影響力的一名股東的子公司贖回投資存款	(ii)	75,000	153,750

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42 RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

42 關聯人士交易 (續)

(a) (續)

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest income of investment deposits and entrusted loans from a subsidiary of a shareholder with significant influence over the Company	來自對本公司有重大影響力的一名股東的子公司投資存款及委託貸款的利息收入	4,094	45,465
Payment for receivables for factoring from subsidiaries and associates of a shareholder with significant influence over the Company (Note 42(c))	來自對本公司有重大影響力的一名股東的子公司及聯營公司應收保理款的付款(附註42(c))	1,056,980	444,769
Interest income of receivables for factoring from subsidiaries and associates of a shareholder with significant influence over the Company	來自對本公司有重大影響力的一名股東的子公司及聯營公司應收保理款的利息收入	1,003	2,723
Proceeds of receivables for factoring from subsidiaries and associates of a shareholder with significant influence over the Company	來自對本公司有重大影響力的一名股東的子公司及聯營公司應收保理款的所得款項	1,171,095	331,848
Payment for receivables for factoring and other loans from associates	來自聯營公司應收保理款及其他貸款的付款	5,781,855	4,066,199
Interest income of receivables for factoring and other loans from associates	來自聯營公司應收保理款及其他貸款的利息收入	67,871	89,869
Proceeds from receivables for factoring and other loans from associates	來自聯營公司應收保理款及其他貸款的所得款項	4,939,237	906,279

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42 RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Entrusted loans to associates (Note 42(c))	授予聯營公司的 委託貸款 (附註42(c))	313,830	313,800
Interest income of entrusted loans to associates	來自聯營公司委託 貸款的利息收入	6,526	5,670
Proceeds from entrusted loans to associates	來自聯營公司委託 貸款的所得款項	258,982	4,271
Loans to entities controlled by members of key management personnel (Note 42(c))	貸款予關鍵管理人 員的成員控制的 實體(附註42(c))	60,000	128,230
Proceeds from loans to entities controlled by key management personnel (Note 42(c))	來自由關鍵管理人 員控制的實體之 貸款的所得款項 (附註42(c))	20,000	—
Interest income of loans to entities controlled by members of key management personnel	來自由關鍵管理人 員的成員控制的 實體之貸款的 利息收入	12,579	15,364
Guarantee charges from an associate	來自一間聯營公司 的擔保收入	3,381	938

Notes:

- (i) The considerations were determined with reference to the prevailing market prices/rates and the prices charged to third parties.
- (ii) Annual interest rate of the investment deposits is 5.00% (31 December 2023: 5.00%).

42 關聯人士交易 (續)

(a) (續)

附註：

- (i) 代價經參考當時市場價格／費率及收取第三方的價格釐定。
- (ii) 投資存款年利率為5.00% (二零二三年十二月三十一日：5.00%)。

**NOTES TO THE
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42 RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

Key management personnel are Group's directors and senior executives. Remuneration paid or payable to the directors was disclosed in Note 9, and was determined by the Remuneration Committee according to individual performance. Cash remuneration paid or payable to senior executives is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	33,354	30,352
Performance related incentive payment	績效相關激勵款項	26,764	20,695
Retirement benefits scheme contribution	退休福利計劃供款	499	426
		60,617	51,473

Note:

During the year ended 31 December 2024, the total share option benefits relating to the share options scheme (Note 37), share award scheme (Note 38) and convertible bond arrangement (Note 30) granted to senior executives were approximately RMBNil, RMB197,000, and RMB71,379,000, respectively (2023: RMB50,882,000, RMB1,555,000, and RMB120,678,000, respectively).

42 關聯人士交易 (續)

(b) 關鍵管理人員的報酬

關鍵管理人員為本集團董事及高級行政人員。已付或應付董事的薪酬披露於附註9，乃薪酬委員會根據個人表現釐定。已付或應付高級行政人員的現金薪酬如下：

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other benefits	33,354	30,352
Performance related incentive payment	26,764	20,695
Retirement benefits scheme contribution	499	426
	60,617	51,473

附註：

截至二零二四年十二月三十一日止年度，授予高級行政人員有關購股權計劃(附註37)、股票獎勵計劃(附註38)及可換股債券安排(附註30)的購股權利益總額分別約為人民幣零元、人民幣197,000元及人民幣71,379,000元(二零二三年：分別為人民幣50,882,000元、人民幣1,555,000元及人民幣120,678,000元)。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows:

Trade and bills receivables from:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	聯營公司	3,902	1,866
Subsidiaries and associates of a shareholder with significant influence over the Company	對本公司有重大影響力的一名股東的子公司及聯營公司	5,024	4,477
		8,926	6,343

Prepayments, other receivables and other assets from:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	聯營公司	1,190	734

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：

應收賬款及票據：

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	3,902	1,866
Subsidiaries and associates of a shareholder with significant influence over the Company	5,024	4,477
	8,926	6,343

預付款、其他應收款項及其他資產：

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	1,190	734

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows: (continued)

Other financial assets from:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates (Note (i))	聯營公司(附註(i))	4,380,079	3,564,988
Subsidiaries and associates of shareholder with significant influence over the Company (Note (ii))	對本公司有重大影響力的股東的子公司及聯營公司(附註(ii))	877,977	993,798
An entity controlled by key management personnel (Note (iii))	關鍵管理人員控制的實體(附註(iii))	326,173	273,594
		5,584,229	4,832,380

Trade and bills payables to:

應付賬款及票據：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	聯營公司	1,817,951	1,120,292
Subsidiaries and associates of shareholder with significant influence over the Company	對本公司有重大影響力的股東的子公司及聯營公司	36,732	96,562
		1,854,683	1,216,854

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：(續)

其他金融資產：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows: (continued)

Other payables and accruals to:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	聯營公司	6,279	400
Subsidiaries and associates of shareholder with significant influence over the Company	對本公司有重大影響力的股東的子公司及聯營公司	3,038	—
		9,317	400

Guarantees provided to:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Guarantees provided to Eaglet (Note (iv))	向雛鷹提供的擔保 (附註(iv))	—	2,250,000
An associate (Note (iv))	一間聯營公司 (附註(iv))	332,662	85,744

Notes:

- (i) As at 31 December 2024, entrusted loans of RMB368,648,000 (2023: RMB313,800,000) was lent to associates, with interest rates ranging from 2.00% to 4.00% per annum.

As at 31 December 2024, amounts of receivables for factoring of RMB2,726,291,000 (2023: RMB3,173,970,000) were paid to the associates, which was unsecured with a fixed interest rate ranging from 3.00% to 3.80% per annum.

As at 31 December 2024, amounts of other loans of RMB1,290,297,000 (2023: RMBNil) were paid to the associates, which was unsecured with a fixed interest rate ranging from 3.00% to 3.80% per annum.

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：(續)

其他應付款項及預提費用：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Associates	聯營公司	6,279	400
Subsidiaries and associates of shareholder with significant influence over the Company	對本公司有重大影響力的股東的子公司及聯營公司	3,038	—
		9,317	400

提供擔保：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Guarantees provided to Eaglet (Note (iv))	向雛鷹提供的擔保 (附註(iv))	—	2,250,000
An associate (Note (iv))	一間聯營公司 (附註(iv))	332,662	85,744

附註：

- (i) 截至二零二四年十二月三十一日，我們向聯營公司借出委託貸款人民幣368,648,000元(二零二三年：人民幣313,800,000元)。該委託貸款的年利率介乎2.00%至4.00%。

截至二零二四年十二月三十一日，我們向聯營公司支付應收保理款人民幣2,726,291,000元(二零二三年：人民幣3,173,970,000元)，該款項無抵押，固定年利率為介乎3.00%至3.80%。

截至二零二四年十二月三十一日，我們向聯營公司支付其他貸款人民幣1,290,297,000元(二零二三年：人民幣零元)，該款項無抵押，固定年利率為介乎3.00%至3.80%。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

42 RELATED PARTY TRANSACTIONS (continued)

(c) Year-end balances arising from related party transactions are as follows: (continued)

Notes: (continued)

- (ii) As at 31 December 2024, entrusted loans of RMB700,000,000 (2023: RMB700,000,000) was lent out through COFCO Trust Company Limited, a subsidiary of a shareholder with significant influence over the Company of the Group which was on due. Annual interest rate of the entrusted loans is 6.05% (2023: 6.05%).

As at 31 December 2024, short-term investment deposits of RMB75,000,000 (2023: RMB75,000,000) was purchased from COFCO Trust Company Limited, a subsidiary of a shareholder with significant influence over the Company of the Group. Annual interest rate of the investment deposits is 5.00% (2023: 5.00%).

As at 31 December 2024, amounts of receivables for factoring of RMBNil (2023: RMB114,115,000) were paid to subsidiaries and associates of a shareholder with significant influence over the Company.

- (iii) As at 31 December 2024, RMB170,000,000 (2023: RMB130,000,000) were lent out to Tianjin Wanhong Enterprise Management Consulting Co., Ltd., a company established in relation to issue of the Convertible Bonds for the benefits of certain employees of the Company (including some key management personnel) under an employee incentive scheme, which was unsecured with a fixed interest rate of 4.65% per annum.

As at 31 December 2024, RMB131,035,000 (2023: RMB128,230,000) were lent out to Young Ability Limited, a company established in relation to issue of the Convertible Bonds for the benefits of certain employees of the Company (including some key management personnel) under an employee incentive scheme, which was unsecured with a fixed interest rate of 3.00% per annum.

- (iv) As at 31 December 2024, the Group provides guarantee to an associate regarding loans of RMB332,662,000 (2023: RMB85,744,000).

42 關聯人士交易 (續)

(c) 關聯人士交易產生的年末結餘如下：(續)

附註：(續)

- (ii) 截至二零二四年十二月三十一日，我們通過本集團一名對本公司有重大影響力股東的子公司中糧信託有限責任公司借出委託貸款人民幣700,000,000元(二零二三年：人民幣700,000,000元)，該貸款已到期。該委託貸款的年利率為6.05%(二零二三年：6.05%)。

截至二零二四年十二月三十一日，我們向本集團一名對本公司有重大影響力的股東的子公司中糧信託有限責任公司購買短期投資存款人民幣75,000,000元(二零二三年：人民幣75,000,000元)。投資存款年利率為5.00%(二零二三年：5.00%)。

截至二零二四年十二月三十一日，我們向一名對本公司有重大影響力的股東的子公司及聯營公司支付應收保理款人民幣零元(二零二三年：人民幣114,115,000元)。

- (iii) 截至二零二四年十二月三十一日，我們向一家為根據僱員獎勵計劃就本公司若干僱員(包括部分關鍵管理人員)的利益發行可換股債券而成立的公司天津萬弘企業管理諮詢有限公司借出人民幣170,000,000元(二零二三年：人民幣130,000,000元)，該貸款無抵押，固定年利率為4.65%。

截至二零二四年十二月三十一日，我們向一家為根據僱員獎勵計劃就本公司若干僱員(包括部分關鍵管理人員)的利益發行可換股債券而成立的公司Young Ability Limited借出人民幣131,035,000元(二零二三年：人民幣128,230,000元)，該貸款無抵押，固定年利率為3.00%。

- (iv) 截至二零二四年十二月三十一日，本集團就貸款人民幣332,662,000元(二零二三年：人民幣85,744,000元)向一間聯營公司提供擔保。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price. The board of directors and senior management meet periodically to analyse and formulate measures to manage the Group's exposure to these risks and they are summarised below. Generally, the Group adopts prudent strategies on its risk management.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents, bills receivable and derivative financial assets is limited because the counterparties are banks and financial institutions for which the Group considers to have low credit risk. The Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

Except for the financial guarantees given by the Group as set out in Note 42(c), the Group provide guarantees to the Group's suppliers for bank loans which would expose the Group to credit risk. The maximum expose to credit risk in respect of these financial guarantees as at 31 December 2024 is RMB700,080,000 (2023: RMB3,099,075,000). The directors do not consider that a claim will be made against the Group under the guarantee.

43 財務風險管理及金融工具的公允 值

本集團正常業務過程產生信貸、流動性、利率及貨幣風險。本集團亦承受因投資於其他實體的股權投資及自身股本股價變動而產生的股本價格風險。董事會及高級管理人員定期舉行會議，分析本集團所承受的風險，並制定用以管理風險的措施，概述於下文。本集團一般採納審慎的策略管理風險。

(a) 信貸風險

信貸風險指交易方違反合約責任導致本集團遭受財務損失的風險。本集團的信貸風險主要來自應收賬款。本集團來自現金及現金等價物、應收票據及衍生金融資產的信貸風險有限，乃由於交易方為本集團認為信貸風險較低的銀行及金融機構。考慮到(i)業主的信貸評級及(ii)剩餘租期及租賃按金所涵蓋的期限，本集團認為來自可退還租賃按金的信貸風險較低。

除附註42(c)所載本集團提供的財務擔保外，本集團向本集團的供應商提供銀行貸款擔保，而使本集團面對信貸風險。截至二零二四年十二月三十一日，有關該等財務擔保的最大信貸風險範圍為人民幣700,080,000元(二零二三年：人民幣3,099,075,000元)。董事認為不會根據擔保向本集團提出申索。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

The majority of the Group's sales are conducted on a cash basis. The Group has implemented policies to ensure that sales of products are made to distributors, who wish to trade on credit terms, with an appropriate credit history which is subject to periodic reviews. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Trade receivables

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 90 to 180 days from the date of billing. Debtors with balances that are more than 12 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in Note 24 to the financial statements.

The credit risk of the Group's other financial assets, which comprise time deposits, entrusted loans and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets.

43 財務風險管理及金融工具的公允價值 (續)

(a) 信貸風險 (續)

本集團大部分的銷售均按現金基準進行。本集團已實施政策以確保產品是售予擁有適當信貸紀錄並有意以賒賬形式進行交易的經銷商，並就其信貸紀錄進行定期的覆檢。此外，本集團一直持續監察應收款項的結餘，本集團並無重大壞賬風險。

應收賬款

本集團已制定信貸風險管理政策，對所有需要一定信貸金額的客戶進行單獨信貸評估。該等評估專注於客戶過往到期付款的紀錄及當前的支付能力，並考慮客戶的具體資料及客戶經營所在經濟環境相關的資料。應收賬款於開具發票之日起90至180天內到期。逾期12個月以上的債務人須結清所有餘額方可獲授進一步的信貸。本集團一般不會從客戶取得抵押品。

有關本集團因應收賬款而須面對的信貸風險的其他量化數據，披露於財務報表附註24。

本集團其他金融資產（包括定期存款、委託貸款及其他應收款項）的信貸風險因交易方違約而產生，最大信貸風險範圍等於該等資產的賬面值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

The Group closely monitors its liquidity risk by performing periodic reviews and evaluations of its liquidity with regard to the industry characteristics, market conditions, business strategies and changes in the Group's state of affairs and adjusting the current and non-current portions of the Group's debt portfolio on a proper and timely basis. In addition, the Group aims to ensure a continuity of funds and flexibility through the use of various means of financing and by keeping committed credit lines available.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		2024 二零二四年				
		Within 1 year or on demand	1 to 5 years	More than 5 years	Total	Carrying amount at 31 December
		一年以內或 於要求時	一至五年	五年以上	總計	於十二月 三十一日的 賬面值
		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
Lease liabilities	租賃負債	250,074	402,938	587,527	1,240,539	1,095,393
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借貸 (不包括租賃負債)	17,220,374	15,470,151	2,291,326	34,981,851	33,541,807
Trade and bills payables	應付賬款及票據	8,647,226	—	—	8,647,226	8,647,226
Financial liabilities measured at amortised cost included in other payables and accruals	按攤餘成本計量計入其他 應付款項及預提費用的 金融負債	8,402,467	—	—	8,402,467	8,402,467
Total	總計	34,520,141	15,873,089	2,878,853	53,272,083	51,686,893

43 財務風險管理及金融工具的公允 值 (續)

(b) 流動性風險

本集團定期根據行業特點、市場環境、業務戰略及本集團財務狀況的變化，對本集團的流動性進行檢討及審視，適當並及時調整本集團負債結構的即期及非即期部分，以監控流動性風險。此外，本集團亦透過利用不同的融資方式及保持一定的承諾信貸額度以確保資金的連續性及靈活性。

下表列示本集團非衍生金融負債及衍生金融負債於報告期末的剩餘合約到期日，乃基於合約未貼現現金流（包括按合約利率（倘為浮動利率，則基於報告期末的現行利率）計算的利息款項）及可要求本集團支付的最早日期：

**NOTES TO THE
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**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS (continued)**

(b) Liquidity risk (continued)

		2023 二零二三年				Carrying amount at 31 December 於十二月 三十一日的 賬面值
		Within 1 year or on demand 一年以內或 於要求時 RMB'000 人民幣千元	1 to 5 years 一至五年 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	RMB'000 人民幣千元
Lease liabilities	租賃負債	275,578	531,102	467,474	1,274,154	1,173,418
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借貸 (不包括租賃負債)	10,500,059	26,215,906	2,195,364	38,911,329	36,237,337
Trade and bills payables	應付賬款及票據	9,499,441	—	—	9,499,441	9,499,441
Financial liabilities measured at amortised cost included in other payables and accruals	按攤餘成本計量計入其他 應付款項及預提費用的 金融負債	10,605,734	—	—	10,605,734	10,605,734
Total	總計	30,880,812	26,747,008	2,662,838	60,290,658	57,515,930

As disclosed in Note 43(a), the maximum exposure in respect of this financial guarantee provided by the Group at 31 December 2024 is RMB700,080,000 (2023: RMB3,099,075,000). The directors of the Group are of the opinion that the likelihood that a claim is to be made against the Group is remote at 31 December 2024.

**43 財務風險管理及金融工具的公允
值 (續)**

(b) 流動性風險 (續)

按附註43(a)披露，截至二零二四年十二月三十一日，與本集團提供的財務擔保有關的最大風險範圍為人民幣700,080,000元（二零二三年：人民幣3,099,075,000元）。本集團董事認為，截至二零二四年十二月三十一日，本集團被提出申索的可能性很小。

**NOTES TO THE
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**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(c) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates. The Group closely monitors its interest rate risk by performing periodic reviews and evaluations of its debt portfolio and gearing ratio. The interest rates and terms of repayment of the bank loans and other borrowings of the Group are disclosed in Note 29. The Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. In the opinion of the directors, the Group has no significant interest rate risk.

At 31 December 2024, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decrease/increase the Group's profit after tax and retained profits for the year by approximately RMB60,764,000 (2023: RMB27,694,000). Other components of consolidated equity would not be affected by the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained profits) is estimated as an annualized impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2023.

**43 財務風險管理及金融工具的公允
值** (續)

(c) 利率風險

本集團承受的市場利率變動風險主要有關本集團的浮息借貸。本集團定期檢討和評估其債務組合及資本負債比率，對其利率風險進行密切注視。本集團的銀行貸款及其他借貸利率及還款期於附註29披露。本集團訂立利率互換合約，據此，本集團同意於固定期間，按照協定名義本金金額計算的固定及浮動利率金額的差額進行兌換。董事認為，本集團並無重大利率風險。

於二零二四年十二月三十一日，在利率普遍上升／下降50個基點，而所有其他變數保持不變的情況下，估計本集團本年度的稅後利潤及保留利潤將減少／增加約人民幣60,764,000元（二零二三年：人民幣27,694,000元）。綜合權益的其他組成部分不會受到利率普遍上升／下降的影響。

上述敏感性分析顯示假設利率變化發生在報告期末，並運用於重新計量本集團於報告期末持有的使本集團面對公允值利率風險的金融工具，本集團的稅後利潤（及保留利潤）的瞬間變動。就本集團於報告期末持有的浮動利率非衍生工具所產生的現金流利率風險而言，本集團稅後利潤（及保留利潤）受到的影響估計為該等利率變動對利息開支或收入的年化影響。該分析按二零二三年相同的基準進行。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Foreign currency risk

(i) Exposure to currency risk

As at 31 December 2024, the Group's businesses are principally located in the Chinese Mainland and substantially all transactions are conducted in RMB. The following table details the Group's significant exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

2024	二零二四年	Exposure to foreign currencies (expressed in RMB) 外幣風險 (以人民幣列示)			
		RMB 人民幣 RMB'000 人民幣千元	US\$ 美元 RMB'000 人民幣千元	Philippine peso 菲律賓比索 RMB'000 人民幣千元	Euro 歐元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	41,581	119,367	17,503	323
Interest-bearing bank and other borrowings	計息銀行及其他借貸	—	(787,288)	—	—
Exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險	41,581	(667,921)	17,503	323

43 財務風險管理及金融工具的公允價值 (續)

(d) 外幣風險

(i) 外幣風險範圍

截至二零二四年十二月三十一日，本集團的業務主要位於中國大陸，絕大部分交易均以人民幣為本位貨幣。下表詳述本集團於報告期末因以實體功能貨幣以外的貨幣計值的相關已確認資產或負債而產生的重大貨幣風險。為進行呈列，風險金額以人民幣列示，使用年結算日的即期匯率換算。差異來自於境外業務的財務報表換算為本集團呈列貨幣。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(d) Foreign currency risk (continued)

(i) Exposure to currency risk (continued)

2023	二零二三年	Exposure to foreign currencies (expressed in RMB) 外幣風險 (以人民幣列示)			
		RMB 人民幣 RMB'000 人民幣千元	US\$ 美元 RMB'000 人民幣千元	Philippine peso 菲律賓比索 RMB'000 人民幣千元	Euro 歐元 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	47,931	43,551	26,123	1,295
Interest-bearing bank and other borrowings	計息銀行及其他借貸	—	(772,723)	—	—
Exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險	47,931	(729,172)	26,123	1,295

**43 財務風險管理及金融工具的公允
值** (續)

(d) 外幣風險 (續)

(i) 外幣風險範圍 (續)

Exposure to foreign currencies
(expressed in RMB)
外幣風險 (以人民幣列示)

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Foreign currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

		Increase/ (decrease) in RMB rate 人民幣匯率 上升／(下降) %	(Decrease)/ increase in profit before tax 稅前利潤 (減少)／增加 RMB'000 人民幣千元	(Decrease)/ increase in equity 權益(減少)／ 增加 RMB'000 人民幣千元
2024	二零二四年	5 (5)	(30,426) 30,426	(22,793) 22,793
		Increase/ (decrease) in RMB rate 人民幣匯率 上升／(下降) %	(Decrease)/ increase in profit before tax 稅前利潤 (減少)／增加 RMB'000 人民幣千元	(Decrease)/ increase in equity 權益(減少)／ 增加 RMB'000 人民幣千元
2023	二零二三年	5 (5)	(32,691) 32,691	(26,320) 26,320

43 財務風險管理及金融工具的公允 值 (續)

(d) 外幣風險 (續)

(ii) 敏感性分析

下表列示假設所有其他風險變數維持不變的情況下，本集團於報告期末面對重大風險的外幣匯率於該日期變動，導致本集團稅後利潤(及保留利潤)及綜合權益的其他組成部分的瞬間變動。就此而言，假設港元與美元之間的掛鈎匯率基本上不受美元兌其他貨幣的價值變動所影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(e) Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is mainly exposed to equity price risk arising from individual listed equity investments classified as equity investments at fair value through other comprehensive income and several listed equity investments classified as equity investments at fair value through profit or loss (Note 22) as at 31 December 2024.

The Group's unquoted investments are held for strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's strategic plans.

The following table demonstrates the sensitivity to every 5% change in the fair values of the listed equity investments, with all other variables held constant and before any impact on tax and the fair value reserve of financial assets at fair value through other comprehensive income, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the listed equity investments, the impact is deemed to be on the fair value reserve of financial assets at fair value through other comprehensive income and no account is given for factors such as impairment which might impact the consolidated statement of profit or loss. The analysis is performed on the same basis for 2023.

43 財務風險管理及金融工具的公允 值 (續)

(e) 股本價格風險

股本價格風險為股票指數水平及個別證券價值變動導致股本證券公允值下降的風險。於二零二四年十二月三十一日，本集團主要面對的股本價格風險來自分類為以公允值計量且其變動計入其他全面收益的股本投資的個別上市股本投資以及分類為以公允值計量且其變動計入損益的股本投資的若干上市股本投資（附註22）。

本集團的未報價投資乃就戰略目的所持有。根據本集團可得的有限資料，連同其與本集團長期戰略計劃的相關性的評估，至少每半年參照類似上市實體的表現評估其表現。

下表顯示在其他所有可變因素維持不變且未計入任何稅務及以公允值計量且其變動計入其他全面收益的金融資產公允值儲備影響的情況下，按上市股本投資於報告期末的賬面值計算，上市股本投資公允值每變動5%時的敏感度。就本分析而言，對於上市股本投資，視為對以公允值計量且其變動計入其他全面收益的金融資產公允值儲備造成影響，並無計及可能影響綜合損益表的因素，例如減值。該分析按二零二三年相同的基準進行。

**NOTES TO THE
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**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(e) Equity price risk (continued)

2024	二零二四年	Carrying amount of equity investments 股本投資的賬面值 RMB'000 人民幣千元	Effect on profit before tax 對稅前利潤的影響 RMB'000 人民幣千元	Effect on fair value reserve of financial assets at fair value through other comprehensive income 對以公允值計量 且其變動計入其他 全面收益的金融資產 公允值儲備的影響 RMB'000 人民幣千元
Listed equity investments	上市股本投資	196,561	8,584	1,244
2023	二零二三年	Carrying amount of equity investments 股本投資的賬面值 RMB'000 人民幣千元	Effect on profit before tax 對稅前利潤的影響 RMB'000 人民幣千元	Effect on fair value reserve of financial assets at fair value through other comprehensive income 對以公允值計量 且其變動計入其他 全面收益的金融資產 公允值儲備的影響 RMB'000 人民幣千元
Listed equity investments	上市股本投資	19,203	—	960

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS/HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
第一級估值：	僅使用第一級輸入數據(即相同資產或負債於計量日在活躍市場的未經調整報價)計量的公允值
Level 2 valuations:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
第二級估值：	使用第二級輸入數據(即未能符合第一級標準的可觀察的輸入數據，且未採用重大不可觀察輸入數據)計量的公允值。不可觀察輸入數據為無市場數據的輸入數據
Level 3 valuations:	Fair value measured using significant unobservable inputs
第三級估值：	使用重大不可觀察輸入數據計量的公允值

43 財務風險管理及金融工具的公允 值(續)

(f) 公允值計量

(i) 以公允值計量的金融資產及負 債

公允值層級

下表載列本集團於報告期末按經常性基準計量的金融工具公允值，並按照國際財務報告準則／香港財務報告準則第13號公允值計量的定義分類為三個層級。公允值計量的層級分類乃參考下列估值方式採用數據的可觀察程度及重要性而定：

**NOTES TO THE
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財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at

fair value (continued)

Fair value hierarchy (continued)

43 財務風險管理及金融工具的公允 值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負

債 (續)

公允值層級 (續)

		Fair value measurements as at 31 December 2024 categorised into 截至二零二四年十二月三十一日的 公允值計量分類			
		Fair value at 31 December 2024 於二零二四年 十二月三十一日 的公允值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Recurring fair value measurement	經常性公允值計量				
Financial assets:	金融資產：				
Listed equity investments	上市股權投資	196,561	196,561	—	—
Unlisted equity investments	非上市股權投資	477,009	—	—	477,009
Short-term investment deposits	短期投資存款	1,556,490	—	—	1,556,490
Other debt investments	其他債務投資	786,596	—	422,876	363,720
Derivative financial instruments	衍生金融工具	250,376	—	250,376	—
Bills receivable	應收票據	81,425	—	81,425	—
		3,348,457	196,561	754,677	2,397,219
Financial liabilities:	金融負債：				
Derivative financial instruments	衍生金融工具	38,276	—	38,276	—
Exchangeable bonds	可交換債券	627,220	—	627,220	—
Put liability of non-controlling interest — ANI	非控股股東權益之 認沽責任 — ANI	44,608	—	—	44,608
		710,104	—	665,496	44,608

**NOTES TO THE
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財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at

fair value (continued)

Fair value hierarchy (continued)

		Fair value measurements as at 31 December 2023 categorised into 截至二零二三年十二月三十一日的 公允值計量分類			
		Fair value at 31 December 2023 於二零二三年 十二月三十一日 的公允值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Recurring fair value measurement	經常性公允值計量				
Financial assets:	金融資產：				
Listed equity investments	上市股權投資	19,203	19,203	—	—
Unlisted equity investments	非上市股權投資	513,558	—	—	513,558
Short-term investment deposits	短期投資存款	1,118,576	—	—	1,118,576
Derivative financial instruments	衍生金融工具	348,001	—	348,001	—
Bills receivable	應收票據	211,682	—	211,682	—
		2,211,020	19,203	559,683	1,632,134
Financial liabilities:	金融負債：				
Derivative financial instruments	衍生金融工具	4,461	—	4,461	—
Exchangeable bonds	可交換債券	583,700	—	583,700	—
Put liability of non-controlling interest — ANI	非控股股東權益之 認沽責任 — ANI	54,661	—	—	54,661
		642,822	—	588,161	54,661

During the years ended 31 December 2023 and 2024, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

**43 財務風險管理及金融工具的公允
值** (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負

債 (續)

公允值層級 (續)

Fair value measurements as at
31 December 2023 categorised into
截至二零二三年十二月三十一日的
公允值計量分類

	Fair value at 31 December 2023 於二零二三年 十二月三十一日 的公允值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
經常性公允值計量				
金融資產：				
上市股權投資	19,203	19,203	—	—
非上市股權投資	513,558	—	—	513,558
短期投資存款	1,118,576	—	—	1,118,576
衍生金融工具	348,001	—	348,001	—
應收票據	211,682	—	211,682	—
	2,211,020	19,203	559,683	1,632,134
金融負債：				
衍生金融工具	4,461	—	4,461	—
可交換債券	583,700	—	583,700	—
非控股股東權益之 認沽責任 — ANI	54,661	—	—	54,661
	642,822	—	588,161	54,661

截至二零二三年及二零二四年十二月三十一日止年度，公允值計量概無在第一級與第二級之間轉換，亦無轉入第三級或自第三級轉出。本集團的政策為於報告期末確認公允值各層級之間的轉移。

**NOTES TO THE
FINANCIAL STATEMENTS**
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43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Information about Level 2 fair value measurements

The Group enters into derivative financial instruments with various counterparties, principally established commodity trading exchanges or financial institutions with good credit ratings. Derivative financial instruments, including interest rate swaps, forward currency contracts and interest rate forward contracts, are measured using quoted prices from financial institutions with which the interest rate swaps, forward currency contracts and interest rate forward contracts are entered into. The carrying amounts of interest rate swaps, forward currency contracts and interest rate forward contracts are the same as their fair values.

The fair value of bills receivable approximates to their carrying amounts due to the short-term maturities.

The fair value of other debt investment is measured by reference to quoted prices.

The fair value of exchangeable bonds is measured using binomial lattice model and by reference to quoted prices.

Information about Level 3 fair value measurements

The valuation model of the fair value of unlisted equity securities is based on market multiples derived from quoted prices of companies comparable to the investee, adjusted for the effect of the non-marketability of the equity securities.

The valuation model of other debt investment is based on discounted cash flow model.

43 財務風險管理及金融工具的公允價值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負債 (續)

有關第二級公允值計量的資料

本集團與多名對手方訂立衍生金融工具，主要為成熟知名且信貸評級良好的商品貿易交易所或金融機構。利率互換合約、遠期外幣合約及利率遠期合約等衍生金融工具，乃使用與其訂立有關利率互換合約、遠期外幣合約及利率遠期合約的金融機構的報價計量。利率互換合約、遠期外幣合約及利率遠期合約的賬面值與公允值相同。

由於應收票據於短期內到期，故此其公允值與賬面值相若。

其他債務工具的公允值參考報價計量。

可交換債券的公允值乃採用二項式點陣計價模式並參考報價計算。

有關第三級公允值計量的資料

非上市股權投資公允值的估值模式乃根據衍生自與被投資方可比公司報價的市場倍數（已就股權證券缺乏市場流通性的影響作出調整）得出。

其他債務投資的估值模式乃根據折現現金流量法得出。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Information about Level 3 fair value measurements (continued)

The following table shows the valuation techniques used in the determination of fair values of short-term investment deposits, other debt investments and other financial liabilities which fall within level 3 of the fair value hierarchy, as well as the significant unobservable inputs used in the valuation.

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 輸入數據對公允值的影響
Short-term investment deposits 短期投資存款	Discounted cash flow method 折現現金流量法	Expected yield 預期收益率	2.0% to 2.5%	10% increase/decrease in expected yield would result in increase/decrease in fair value by RMB1,627,000 for the year ended 31 December 2024 (2023: RMB1,127,000) 截至二零二四年十二月三十一日止年度預期收益率增加/減少10%將導致公允值增加/減少人民幣1,627,000元(二零二三年：人民幣1,127,000元)
		Discount rate 折現率	2.0% to 2.5%	10% increase/decrease in discount rate would result in decrease/increase in fair value by RMB1,379,000 and RMB1,381,000, respectively (2023: RMB354,000 and RMB459,000, respectively) 折現率增加/減少10%將導致公允值分別減少/增加人民幣1,379,000元及人民幣1,381,000元(二零二三年：分別為人民幣354,000元及人民幣459,000元)
Other debt investments 其他債務投資	Discounted cash flow method 折現現金流量法	Expected yield 預期收益率	3.2% to 3.3%	10% increase/decrease in expected yield would result in increase/decrease in fair value by RMB582,000 for the year ended 31 December 2024 (2023: RMBNil) 截至二零二四年十二月三十一日止年度預期收益率增加/減少10%將導致公允值增加/減少人民幣582,000元(二零二三年：人民幣零元)
		Discount rate 折現率	3.2% to 3.3%	10% increase/decrease in discount rate would result in decrease/increase in fair value by RMB522,000 and RMB523,000, respectively (2023: RMBNil) 折現率增加/減少10%將導致公允值分別減少/增加人民幣522,000元及人民幣523,000元(二零二三年：人民幣零元)
Put liability of non-controlling interests — ANI 非控股股東權益之認沽責任 — ANI	Discounted cash flow method 折現現金流量法	Discount rate 折現率	10.00%	10% increase/decrease in discount rate would result in decrease/increase in fair value by RMB10,084,000 and RMB13,023,000, respectively (2023: RMB11,974,000 and RMB15,477,000, respectively) 折現率增加/減少10%將導致公允值分別減少/增加人民幣10,084,000元及人民幣13,023,000元(二零二三年：分別為人民幣11,974,000元及人民幣15,477,000元)

43 財務風險管理及金融工具的公允 值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負 債 (續)

有關第三級公允值計量的資料 (續)

下表載列釐定短期投資存款、其他債務投資及其他金融負債公允值所用的估值技術(屬於公允值層級的第三級)及估值所用的重大不可觀察輸入數據。

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at
fair value (continued)

Information about Level 3 fair value

measurements (continued)

The movement during the year in the balance of
Level 3 fair value measurements is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Unlisted equity investments:	非上市股權投資：		
At 1 January	於一月一日	513,558	500,503
Disposal	出售	(45,154)	—
Investment	投資	—	36,000
Changes in fair value recognised in profit or loss during the year	年內於損益表確認 的公允值變動	8,605	(22,945)
At 31 December	於十二月三十一日	477,009	513,558
Investment deposits:	投資存款：		
At 1 January	於一月一日	1,118,576	5,390,522
Purchases	購買	64,028,907	7,947,942
Changes in fair value recognised in profit or loss during the year	年內於損益表確認 的公允值變動	304,738	65,692
Redemption	贖回	(63,581,425)	(12,255,088)
Exchange realignment	匯兌調整	—	16
Interest received	收取利息	(314,306)	(30,508)
At 31 December	於十二月三十一日	1,556,490	1,118,576

43 財務風險管理及金融工具的公允 值 (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負
債 (續)

有關第三級公允值計量的資料

(續)

年內的第三級公允值計量結餘
變動如下：

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(f) Fair value measurement (continued)

(i) Financial assets and liabilities measured at
fair value (continued)

Information about Level 3 fair value
measurements (continued)

**43 財務風險管理及金融工具的公允
值** (續)

(f) 公允值計量 (續)

(i) 以公允值計量的金融資產及負
債 (續)

有關第三級公允值計量的資料
(續)

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Other debt investments:	其他債務工具：		
At 1 January	於一月一日	—	—
Investments	投資	363,222	—
Interest income recognised in profit or loss during the year	年內於損益確認之 利息收入	498	—
At 31 December	於十二月三十一日	363,720	—
Put liability of non-controlling interest — ANI:	非控股股東權益之 認沽責任 — ANI：		
At 1 January	於一月一日	54,661	61,301
Changes in fair value recognised in other reserves during the period	期內於其他儲備確 認的公允值變動	(10,053)	(6,640)
At 31 December	於十二月三十一日	44,608	54,661
Financial liability arising from the Compensation Right:	因補償權產生的 金融負債：		
At 1 January	於一月一日	—	23,658
Changes in fair value recognised in profit or loss during the year	年內於損益確認的 公允值變動	—	(23,658)
At 31 December	於十二月三十一日	—	—
Total gains for the period included in profit or loss for assets and liabilities held at the end of the reporting year	於報告年末計入損 益的所持資產及 負債期內收益總 額	313,841	66,405

**NOTES TO THE
FINANCIAL STATEMENTS
財務報表附註**

**43 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES OF FINANCIAL
INSTRUMENTS** (continued)

(f) Fair value measurement (continued)

**(ii) Fair values of financial assets and liabilities
carried at other than fair value**

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2023 and 31 December 2024.

(g) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 31 December 2023.

**43 財務風險管理及金融工具的公允
值** (續)

(f) 公允值計量 (續)

**(ii) 按公允值以外的方式列賬的金
融資產及負債的公允值**

本集團以成本或攤餘成本列賬的金融工具賬面值，與其於二零二三年十二月三十一日及二零二四年十二月三十一日的公允值並無重大差異。

(g) 資本管理

本集團資本管理的基本目標乃維持本集團持續經營的能力及保持穩健的資本比率，以支持其業務及提高股東價值。

本集團管理其資本架構，並因應經濟環境的變化及相關資產的風險特徵作出調整。為維持或調整資本架構，本集團可能會調整派付予股東的股息、股東的資本回報或發行新股。截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度，有關資本管理的目標、政策或程序並無變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

43 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(g) Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the capital plus net debt. Net debt includes interest-bearing bank and other borrowings (other than convertible bonds), trade and bills payables, other payables and accruals, and other financial liabilities, less cash and bank balances and long-term time deposits, and excludes disposal groups. Capital represents convertible bonds and equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

43 財務風險管理及金融工具的公允 值 (續)

(g) 資本管理 (續)

本集團以資本負債比率監控資本，資本負債比率即淨負債除以資本加上淨負債之和。淨負債包括計息銀行及其他借貸（不包括可換股債券）、應付賬款及票據、其他應付款項及預提費用，以及其他金融負債，減現金及銀行結存及長期定期存款，並不包括處置組。資本指可換股債券及本公司權益股東應佔權益。於報告期末的資本負債比率如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (other than convertible bonds)	計息銀行及其他借貸（不包括可換股債券）	34,637,200	34,106,475
Trade and bills payables	應付賬款及票據	8,647,226	9,499,441
Other payables and accruals	其他應付款項及預提費用	11,244,088	12,892,166
Other financial liabilities — current	其他金融負債 — 流動	44,608	54,661
Less: Cash and bank balances	減：現金及銀行結存	(17,339,157)	(12,443,800)
Less: Long-term time deposits	減：長期定期存款	(14,006,079)	(19,253,990)
Net debt	淨負債	23,227,886	24,854,953
Equity attributable to owners of the Company	本公司權益股東應佔權益	41,562,287	44,319,959
Convertible bonds	可換股債券	—	3,304,280
Adjusted capital	經調整資本	41,562,287	47,624,239
Capital and net debt	資本與淨負債	64,790,173	72,479,192
Gearing ratio	資本負債比率	35.85%	34.29%

NOTES TO THE
FINANCIAL STATEMENTS
財務報表附註

44 STATEMENT OF FINANCIAL POSITION
OF THE COMPANY

44 本公司財務狀況表

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	63	56
Investments in subsidiaries	於子公司的投資	18,653,200	18,505,201
Investments in associates	於聯營公司的投資	2,775,974	2,713,705
Derivative financial instruments	衍生金融工具	241,794	324,509
Other financial assets	其他金融資產	155,921	147,433
Loans to subsidiaries	貸款予子公司	8,994,443	5,784,907
Total non-current assets	總非流動資產	30,821,395	27,475,811
Current assets	流動資產		
Derivative financial instruments	衍生金融工具	—	9,752
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	1,064,472	1,135,745
Loans to subsidiaries	貸款予子公司	3,278,406	4,951,425
Cash and bank balances	現金及銀行結存	83,540	1,016,615
Total current assets	總流動資產	4,426,418	7,113,537
Current liabilities	流動負債		
Loans from subsidiaries	來自子公司的貸款	72,948	71,221
Other payables and accruals	其他應付款項及預提費用	140,404	79,928
Interest-bearing bank and other borrowings	計息銀行及其他借貸	8,842,972	5,144,068
Derivative financial instruments	衍生金融工具	4,047	4,876
Total current liabilities	總流動負債	9,060,371	5,300,093
Net current (liabilities)/assets	流動(負債)/資產淨額	(4,633,953)	1,813,444
Total assets less current liabilities	總資產減流動負債	26,187,442	29,289,255

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**44 STATEMENT OF FINANCIAL POSITION
OF THE COMPANY** (continued)

44 本公司財務狀況表 (續)

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Non-current liabilities	非流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	13,576,535	18,428,321
Deferred tax liabilities	遞延稅項負債	245,763	12,211
Derivative financial instruments	衍生金融工具	—	4,461
Total non-current liabilities	總非流動負債	13,822,298	18,444,993
Net assets	淨資產	12,365,144	10,844,262
Equity	權益		
Share capital	股本	356,662	358,143
Shares held under share award scheme	股份獎勵計劃項下所持 股份	(114,293)	(148,344)
Treasury shares	庫存股份	(17,981)	—
Reserves	儲備	12,140,756	10,634,463
Total equity	總權益	12,365,144	10,844,262

Approved and authorised for issue by the board of directors
on 26 March 2025.

董事會已於二零二五年三月二十六日批准
及授權刊發。

Qing Lijun
慶立軍
Director
董事

Gao Fei
高飛
Director
董事

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

44 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

44 本公司財務狀況表 (續)

附註：

本公司儲備概述如下：

		Share premium	Contributed surplus	Foreign currency translation differences	Fair value reserve of financial assets at fair value through other comprehensive income 按公允價值計入 其他全面收益的 金融資產之 公允價值儲備	Retained earning	Share option reserve/share award reserve 購股權儲備／ 股份獎勵儲備	Hedging reserve 對沖儲備	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		Note (a) 附註(a)							
At 1 January 2024	於二零二四年一月一日	6,936,283	387,574	233,305	(350,193)	2,174,775	974,532	278,187	10,634,463
Profit for the year	本年利潤	—	—	—	—	3,444,987	—	—	3,444,987
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	按公允價值計量且其變動計入 其他全面收益的股本投資 的公允價值變動，扣除稅項	—	—	—	5,364	—	—	—	5,364
Exchange differences on translation	外幣折算差額	—	—	13,818	—	—	—	—	13,818
Cash flow hedges, net of tax	現金流量對沖，扣除稅項	—	—	(5,833)	—	—	—	(80,349)	(86,182)
Total comprehensive income for the year	年度全面收益總額	—	—	7,985	5,364	3,444,987	—	(80,349)	3,377,987
Fair value amortisation and cancellation of share-based payment component of the convertible bonds	可換股債券以股份為基礎的 支付部分的公允價值攤銷及 註銷	—	—	—	—	—	322,409	—	322,409
Transfer upon lapse of share-based payment component of the convertible bonds	可換股債券以股份為基礎的 支付部分因失效而轉撥	—	—	—	—	1,026,647	(1,026,647)	—	—
Fair value amortisation of equity-settled share option arrangements	以股份支付的購股權安排的 公允價值攤銷	—	—	—	—	—	(12,906)	—	(12,906)
Fair value amortisation of share award scheme	股票獎勵計劃公允價值攤銷	—	—	—	—	—	41,910	—	41,910
Shares vested under share award scheme	根據股票獎勵計劃歸屬的股份	38,373	—	—	—	—	(123,279)	—	(84,906)
Share cancellation	註銷股份	(213,843)	—	—	—	—	—	—	(213,843)
Dividends paid to owners of the Company	已向本公司權益股東派付股息	—	—	—	—	(1,924,358)	—	—	(1,924,358)
		(175,470)	—	—	—	(897,711)	(798,513)	—	(1,871,694)
At 31 December 2024	於二零二四年十二月三十一日	6,760,813	387,574	241,290	(344,829)	4,722,051	176,019	197,838	12,140,756

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

44 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

		Share premium	Contributed surplus	Foreign currency translation differences	Fair value reserve of financial assets at fair value through other comprehensive income	(Accumulated losses)/retained earnings	Share option reserve/share award reserve	Hedging reserve	Total
		股份溢價 RMB'000 人民幣千元	實繳盈餘 RMB'000 人民幣千元 Note (a) 附註(a)	外幣折算差額 RMB'000 人民幣千元	按公允價值計入其 他全面收益的金 融資產之公允價值 儲備 RMB'000 人民幣千元	(累計虧損)/保 留利潤 RMB'000 人民幣千元	購股權儲備/股 份獎勵儲備 RMB'000 人民幣千元	對沖儲備 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	9,030,035	387,574	293,519	(334,771)	(2,749,719)	751,905	404,759	7,783,302
Profit for the year	本年利潤	—	—	—	—	4,702,617	—	—	4,702,617
Changes in fair value of equity investments designated at fair value through other comprehensive income, net of tax	按公允價值計量且其變動計入 其他全面收益的股本投資 的公允價值變動，扣除稅項	—	—	—	(15,422)	—	—	—	(15,422)
Exchange differences on translation	外幣折算差額	—	—	(66,877)	—	—	—	—	(66,877)
Effective portion of changes in fair value of hedging instruments arising during the year	來自本年對沖工具公允價值變動 的實際部分	—	—	6,663	—	—	—	(126,572)	(119,909)
Total comprehensive income for the year	年度全面收益總額	—	—	(60,214)	(15,422)	4,702,617	—	(126,572)	4,500,409
Fair value amortisation of share-based payment component of the convertible bonds	可換股債券以股份為基礎的支 付部分的公允價值攤銷	—	—	—	—	—	435,998	—	435,998
Transfer upon lapse of share-based payment component of the convertible bonds	可換股債券以股份為基礎的支 付部分因失效而轉撥	—	—	—	—	221,877	(221,877)	—	—
Fair value amortisation of equity-settled share option arrangements	以股份支付的購股權安排的公 允價值攤銷	—	—	—	—	—	69,067	—	69,067
Shares issued and transfer of share option reserve under equity-settled share option arrangements	根據以股份支付的購股權安排 發行股份及轉出購股權儲 備	198,865	—	—	—	—	(43,855)	—	155,010
Fair value amortisation of share award scheme	股票獎勵計劃公允價值攤銷	—	—	—	—	—	121,608	—	121,608
Shares vested under share award scheme	根據股票獎勵計劃歸屬的股份	15,616	—	—	—	—	(138,314)	—	(122,698)
Share cancellation	註銷股份	(720,218)	—	—	—	—	—	—	(720,218)
Dividends paid to owners of the Company	已向本公司權益股東派付股息	(1,588,015)	—	—	—	—	—	—	(1,588,015)
		(2,093,752)	—	—	—	221,877	222,627	—	(1,649,248)
At 31 December 2023	於二零二三年十二月三十一日	6,936,283	387,574	233,305	(350,193)	2,174,775	974,532	278,187	10,634,463

Note:

- (a) The contributed surplus of the Company represents the difference between the then combined net asset value of the subsidiaries acquired pursuant to the Group reorganisation and the nominal value of the shares of the Company issued in exchange therefor.

附註：

- (a) 本公司的實繳盈餘指根據集團重組所收購子公司的當時合併資產淨值與本公司為換取上述合併資產淨值所發行股份的面值間的差額。

NOTES TO THE
FINANCIAL STATEMENTS
財務報表附註

**45 POSSIBLE IMPACT OF AMENDMENTS,
NEW STANDARDS AND
INTERPRETATIONS ISSUED BUT NOT
YET EFFECTIVE FOR THE YEAR ENDED
31 DECEMBER 2024**

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standard, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

**45 截至二零二四年十二月三十一日
止年度已頒佈但尚未生效的修
訂、新準則及詮釋的潛在影響**

截至該等財務報表刊發日期，國際會計準則理事會已頒佈多項新訂或經修訂準則，但於截至二零二四年十二月三十一日止年度尚未生效且本集團並無於該等財務報表採納。有關發展包括可能與本集團相關的以下各項：

Effective for
accounting periods
beginning on or after
於以下日期或之後開始
的會計期間生效

Amendments to IAS 21, <i>The effects of changes in foreign exchange rates — Lack of exchangeability</i>	1 January 2025
國際會計準則第21號的修訂，匯率變動的影響：缺乏可兌換性	二零二五年一月一日
Amendments to IFRS 9, <i>Financial instruments</i> and IFRS 7, <i>Financial instruments: disclosures — Amendments to the classification and measurement of financial instruments</i>	1 January 2026
國際財務報告準則第9號的修訂，金融工具及國際財務報告準則第7號的修訂，金融工具：對金融工具分類及計量的修訂的披露	二零二六年一月一日
Annual improvements to IFRS Accounting Standards— Volume 11	1 January 2026
國際財務報告會計準則年度改進 — 第11卷	二零二六年一月一日
IFRS 18, <i>Presentation and disclosure in financial statements</i>	1 January 2027
國際財務報告準則第18號，財務報表的呈列及披露	二零二七年一月一日
IFRS 19, <i>Subsidiaries without public accountability: disclosures</i>	1 January 2027
國際財務報告準則第19號，無公眾問責性的附屬公司：披露	二零二七年一月一日

**NOTES TO THE
FINANCIAL STATEMENTS**
財務報表附註

**45 POSSIBLE IMPACT OF AMENDMENTS,
NEW STANDARDS AND
INTERPRETATIONS ISSUED BUT NOT
YET EFFECTIVE FOR THE YEAR ENDED
31 DECEMBER 2024 (continued)**

The equivalent new and revised HKFRSs, consequently issued by the HKICPA as a result of these developments, have the same effective date as those issued by the IASB and are in all material aspects identical to the pronouncements issued by the IASB.

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

**46 APPROVAL OF THE FINANCIAL
STATEMENTS**

The financial statements were approved and authorised for issue by the board of directors on 26 March 2025.

**45 截至二零二四年十二月三十一日
止年度已頒佈但尚未生效的修
訂、新準則及詮釋的潛在影響^(續)**

香港會計師公會隨後因此等變動頒佈等同的新訂及經修訂香港財務報告準則，其與國際會計準則理事會所頒佈者具有相同生效日期，且在所有重大方面與國際會計準則理事會所頒佈之聲明一致。

本集團正在評估該等修訂對初始採用期間的預期影響。目前為止的結論是，採納該等修訂不大可能對綜合財務報表產生重大影響。

46 批准財務報表

董事會已於二零二五年三月二十六日批准及授權刊發財務報表。

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