



中國康大食品有限公司

CHINA KANGDA FOOD COMPANY LIMITED

(incorporated in Bermuda with limited liability)

Hong Kong stock code : 834

Singapore stock code : P74

The Whole Industry Chain Provide Safe and Healthy Lifestyle



Annual
Report
2023



Corporate Profile

Established in 1992, China Kangda Food Company Limited (the “Company”, together with its subsidiaries, the “Group”) is a diversified food manufacturing and processing group based in the People’s Republic of China (the “PRC”) and is primarily engaged in the production, processing, sale and distribution of:

- a) processed foods which include a wide range of food products such as instant soup, curry food, chicken-based cooked products, roasted rabbit food, meatballs, de-oxygenated consumer packed chestnuts and seafood;
- b) chilled and frozen chicken meat;
- c) chilled and frozen rabbit meat; and
- d) other products which mainly include pet food, dehydrated vegetables, poultry, rabbit organs, fruits, dried chili, pig liver, seasoning and high value-added healthcare products.

The Company’s chilled and frozen rabbit meat is mainly exported to European Union (the “EU”). Besides selling products under its own brand names of “康大”, “嘉府”, “U味”, and “KONDA”, the Company also acts as an Original Equipment Manufacture (“OEM”) manufacturer of a variety of processed foods including meatballs, seafood, chicken-based cooked products, chestnuts, instant soups and curry products and etc.

The Company currently distributes its wide range of products in 26 provinces and over 30 major cities in the PRC and exports to more than 20 countries and cities including Japan, the United Arab Emirates and certain countries in the EU.

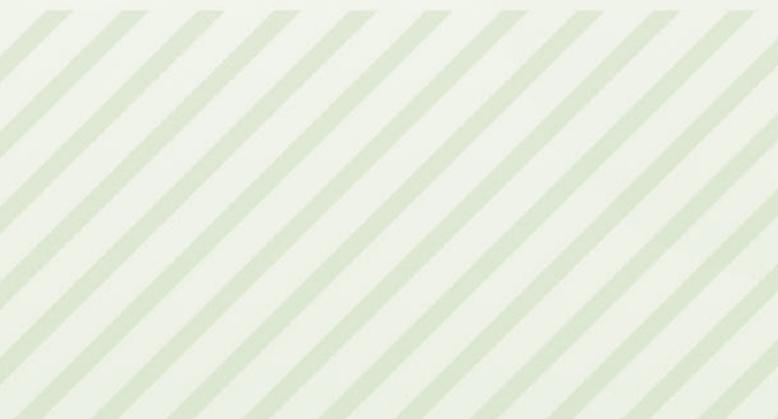
The Company is one of the major companies in the PRC authorised to supply rabbit meat to the EU and one of the largest PRC exporters of rabbit meat. The Company is also the first PRC company to be granted the certification for breeding progeny rabbit in the PRC. The Company has further strengthened its foothold in this segment through stable expansion strategies.

For more information, please log on to www.kangdafood.com.



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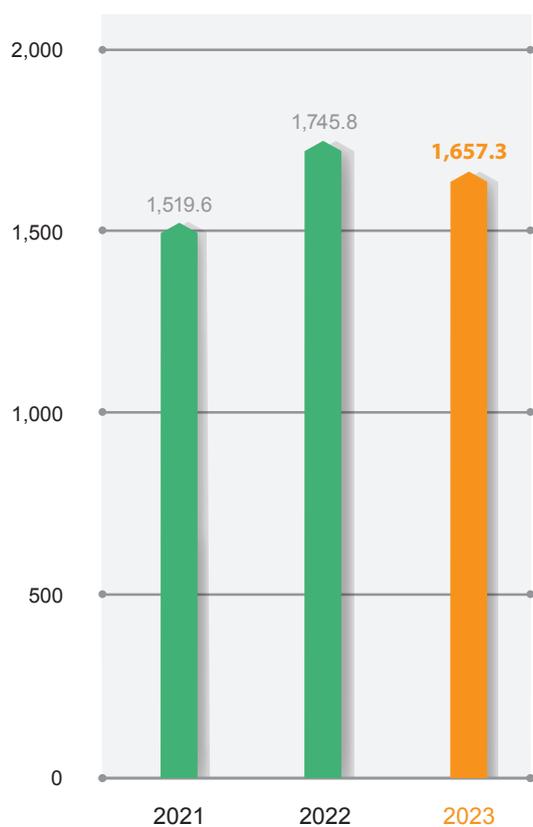


Financial Highlights

| | FY2023 RMB'million | FY2022 RMB'million | FY2021 RMB'million |
|--|------------------------------|-----------------------|-----------------------|
| Revenue | 1,657.3 | 1,745.8 | 1,519.6 |
| Gross Profit | 95.1 | 121.5 | 72.1 |
| Net Loss Attributable to Owners of the Company | (8.4) | (15.4) | (40.6) |
| Loss per Share - Basic (RMB cents) | (1.9) | (3.6) | (9.4) |
| Net Asset Value per Share – Basic (RMB cents) | 127.9 | 129.7 | 134.5 |

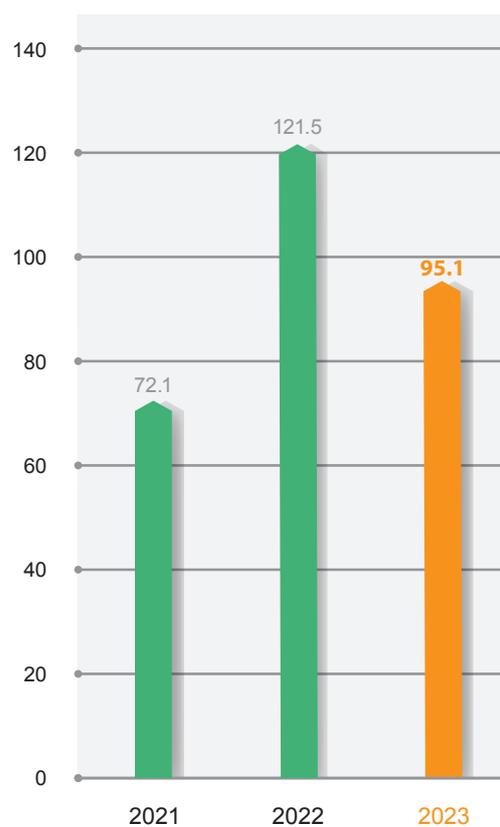
Total Revenue decreased: **5.07%**

RMB'million



Gross profit decreased: **21.7%**

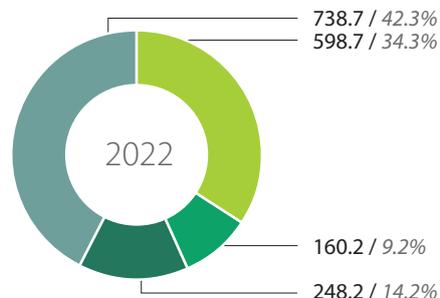
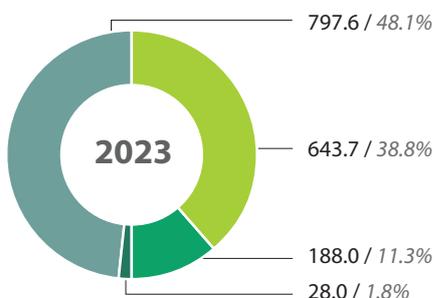
RMB'million



Financial Highlights

Revenue by Products

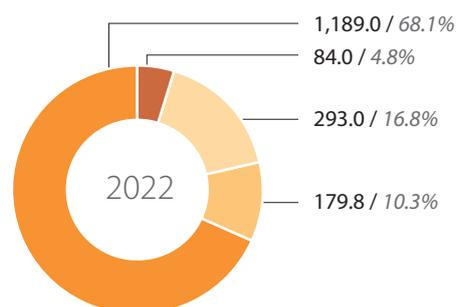
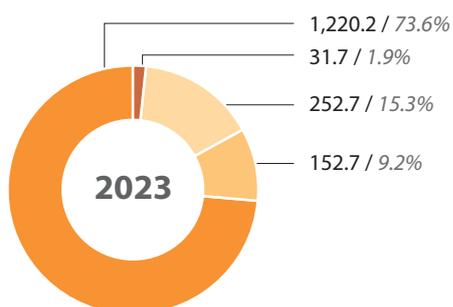
RMB'million



● Processed foods ● Chilled and frozen chicken meat ● Chilled and frozen rabbit meat ● Other products

Revenue by Geographical Markets

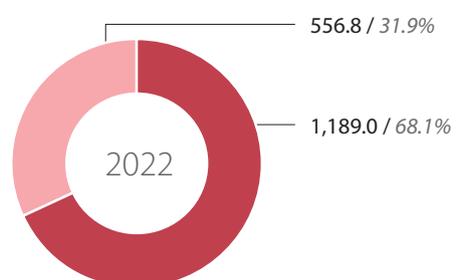
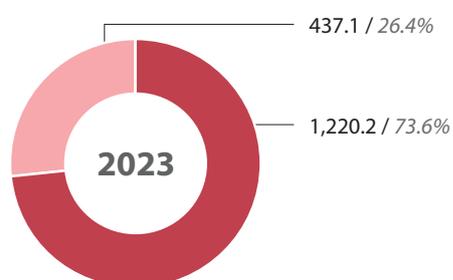
RMB'million



● PRC ● Japan ● Europe ● Other Countries

Revenue by Region

RMB'million



● PRC ● Export

Chairman's Statement

Dear Shareholders

On behalf of the board of directors (the "Board") of the Company, I am pleased to present the audited annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2023.

During the fiscal year 2023 ("FY2023"), the business environment was full of challenges, due to increasing trade protectionism and downturn pressure of macroeconomic. The Group recorded a loss attributable to owners of the Company amounted to approximately RMB8.4 million, representing a reduction of loss of RMB7.0 million, or 45.8%, as compared to approximately RMB15.4 million loss making for fiscal year 2022 ("FY2022").

The Group continued to adopt stable operation strategy. The revenue decreased by 5.1% from approximately RMB1,745.8 million for FY2022 to approximately RMB1,657.3 million for FY2023. The reduction of loss making was a net impact of the following: i) recognition of impairment loss of nil on the investment property for FY2023 (FY2022: RMB48.2 million), ii) increase in income on government grants of RMB4.4 million, iii) decrease in gross profit of RMB26.4 million due to decrease in revenue and gross profit margin; and iv) decrease in other income of RMB29.5 million due to decrease in recognition of gain arising from changes in fair value less estimated costs to sell of biological assets and no disposal gain recognized in FY2023.

PROSPECT

Being a company focusing on consumer products industry, our business is always affected by economic growth, consumers' preferences, industry cycle and animal epidemics. In FY2023, with re-emergence of trade protectionism and global recession, the whole consumer industry is facing complicated external environment and greater challenges. Despite the challenges, with our products being consumer staples, all the above uncertainties will have limited impact on our business.

The food industry will continue to face challenges with low growth rate and intense competition. With consumption upgrades, food safety and healthiness have become the focus of consumers' attention, which has always been our priority. With our stringent quality control and food safety systems, we will continue to provide customers with high quality products. To maintain overall profitability and to enhance the competitiveness and resistance against market risk, the Group will increase investment in research and development of new products, focus on high value-added processed foods, safeguard business relationship with major customers and proactively explore new markets and new customers.

We will continue to optimise product portfolios, enhance cost management, promote brand building and expand new sales channels to strengthen the core competence and improve the overall performance of the Group.

APPRECIATION

Lastly, on behalf of the Board of Directors, management and employees, I would like to convey my sincere appreciation to shareholders for your support to the Company over the years.

Lang Ying

Chairlady, Executive Director and Chief Executive Officer

Board of Directors

CHAIRLADY, EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Ms. Lang Ying (郎穎), aged 38, was appointed as an Executive Director of the Company (the "Director(s)"), the Chairlady of the board of directors of the Company (the "Board") and the Chief Executive Officer of the Company (the "CEO") on 26 January 2024. Ms. Lang is the chairlady of the nomination committee of the Company (the "Nomination Committee"). Ms. Lang has 10 years of professional work experience in the financial field, including experience in financial management of listed subsidiaries and pre-initial public offering. She was a financial manager for Ubiquant Investment (Beijing) Co., Ltd* (九坤投資(北京)有限公司) from January 2020 to July 2023. Ms. Lang also served as the financial manager for Spruce Information Technology Co., Ltd.* (北京雲杉信息技術有限公司) from January 2018 to December 2019. From December 2014 to December 2017, Ms. Lang was the financial manager of Jd.com, Inc.* (北京京東世紀貿易有限公司). From July 2008 to November 2014, she was an accountant for Beijing Golden Tide Co., Ltd.* (北京金泰集團有限公司). Ms. Lang graduated from Liaoning Technical University (遼寧工程技術大學) with a degree in accounting in 2008.

EXECUTIVE DIRECTORS

Mr. Gao Yanxu (高岩緒), aged 58, is an Executive Director. He was appointed as a Director on 10 May 2006 and was last re-elected on 22 June 2021. Mr. Gao has more than 10 years of experience in the food production industry.

From 1996 to 1999, Mr. Gao worked as the Manager of Qingdao City Jiaonan Kangda Feed Co., Ltd. ("KD Feed Company"). He then worked in Shandong Province Qingdao Kanghong Poultry & Egg Co., Ltd. (山東省青島康宏肉食蛋品有限公司) in 1999 as a Manager. Mr. Gao obtained a Bachelor's Degree in Business and Economic Management from Renmin University of China (中國人民大學) in June 1997. On 28 February 2000, he completed the courses of Master's degree in Management in Business Administration in the graduate school of Renmin University of China (中國人民大學研究生院).

Mr. An Fengjun (安豐軍), aged 51, is an Executive Director. He was appointed as a Director on 11 March 2014 and was last re-elected on 22 June 2021. He has more than 10 years of experience in the food production industry and is primarily responsible for food production and business operation of the Group.

Mr. An joined the Group in July 1993, and was initially responsible for finance matters. In April 1996, he worked in KD Feed Company as both Finance Manager and an Assistant to Manager. He was a Finance Manager of Qingdao Kangda Foreign Trade Group Company Limited ("KD Trading Company") from 1999 to 2001 and became its Vice General Manager and Sales Manager of Qingdao Kangda Property Development Co., Ltd. in 2002. Mr. An held the position as an Executive Director since 25 August 2006 to 28 November 2012. After his resignation, Mr. An worked as a General Manager of Qingdao Liyumen Catering Co. Ltd. (青島鯉魚門餐飲有限公司), one of the subsidiaries of KD Trading Company.

Mr. An graduated from Jiaonan City Middle Special Vocational School (膠南市職業中等專業學校) majored in Accounting in June 1993. He also completed a post-graduate course in business management in Tianjin University (天津大學) in August 2005.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hua Shi (華石), aged 47, was appointed as an Independent Non-Executive Director on 26 January 2024. Mr. Hua is the chairman of the remuneration committee of the Company (the "Remuneration Committee"), and a member of each of the audit committee of the Company (the "Audit Committee") and the Nomination Committee. Mr. Hua has been serving as the director of Beijing FJR Opto-electronic Technology Co., Ltd.* (北京富吉瑞光電科技股份有限公司), a company listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange STAR Market (SSE: 688272), since July 2020. He has also been serving as the director of Wuxi ReatGreen Energy Saving System Science Co., Ltd* (無錫銳泰節能系統科學有限公司) since November 2011. Mr. Hua has also been the vice president of JiangSu XinQuan Venture Capital Co., Ltd.* (江蘇信泉創業投資管理有限公司) since May 2008. From July 2005 to April 2008, Mr. Hua was the director of Shanghai YingGu Investment Co., Ltd.* (上海盈谷投資管理有限公司). From October 2003 to July 2005, he also served as the director of the board of Shanghai DingShi Real Estate Consulting Co., Ltd.* (上海鼎石房地產諮詢有限公司). He was the manager of the sales and marketing department of China Enterprise Co., Ltd.* (中華企業股份有限公司) from July 2001 to September 2003. Mr. Hua graduated from Shen Yang JianZhu University (瀋陽建築工程學院) with a bachelor degree in engineering in 1998.

Board of Directors

Ms. Li Ying (李瑩), aged 36, was appointed as an Independent Non-Executive Director on 26 January 2024. Ms. Li is the chairlady of the Audit Committee and a member of the Remuneration Committee. Ms. Li has qualified as a senior accountant accredited by the Beijing Municipal Human Resources and Social Security Bureau in the PRC since October 2021 and has 13 years of experience in the finance industry. Ms. Li has been managing the finance, budget and project of State Grid Integrated Energy Services Group Co., Limited* (國網綜合能源服務集團有限公司) as the head of financing since August 2020. From June 2018 to January 2020, Ms. Li worked in the finance department of Hua Tuo Gold Digital Technology Group* (華拓金服數碼科技集團) as the senior manager of finance and later the deputy director of finance. She was also in charge of budget and expense in her capacity as an accountant, treasurer and later finance manager at GTC Jidong Concrete Group* (金隅冀東混凝土集團) from July 2009 to March 2018. Ms. Li graduated from the Tianjin University of Commerce (天津商業大學) in 2009, majoring in financial management, and further obtained a master's degree in business administration from Central University of Finance and Economics (中央財經大學) in 2021.

Mr. Wang Cheng (王程), aged 40, was appointed as an Independent Non-Executive Director on 26 January 2024. Mr. Wang is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Wang has been serving as the Managing Director of Source Capital Co., Ltd.* (合源資本管理有限公司) since July 2016. From May 2013 to July 2016, Mr. Wang was the Senior Vice President of Everbright Sun Life Asset Management Co., Limited* (光大永明資產管理股份有限公司). From October 2011 to April 2013, he was the Investment Manager of Everbright Financial Holding (Tianjian) Investment Management Co., Limited* (光大金控(天津)投資管理有限公司). He served as the Project Manager of the group insurance business department of Everbright Sun Life Insurance Co., Limited* (光大永明人壽保險有限公司) between May 2010 and September 2011. Mr. Wang graduated from the University of British Columbia with a degree in economics in 2008.

Key Management

Ms. Fu Jie (傅捷), aged 45, is the chief financial officer of the Company (the "CFO"). She is a member of the China Institute of Certified Public Accountants (CPA), Hong Kong Institute of Certified Public Accountants (HKICPA) and fellow member of the Association of Chartered Certified Accountants (ACCA). Ms. Fu was a senior account manager at the Kunming Sales Department of Southwest Securities Company Limited (西南證券股份有限公司) from September 2000 to July 2004, and was responsible for investment and customer relationship. Ms. Fu worked for Ernst & Young Hua Ming LLP from August 2004 to March 2016, and served as the senior manager of audit department from October 2012 to March 2016. She served as the chief financial officer of China U-Ton Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), stock code: 6168, from April 2016 to July 2019. Ms. Fu has been an independent non-executive director of Dynagreen Environmental Protection Group Co., Ltd., a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 1330, since February 2018. Ms. Fu graduated from the Finance Major of The Central University of Finance and Economics in 2000 with a bachelor's degree in economics.

Corporate Information

As at the date of this Annual Report

BOARD OF DIRECTORS

Executive Directors:
Lang Ying (Chairlady & CEO)
Gao Yanxu
An Fengjun

Independent Non-Executive Directors:
Hua Shi
Li Ying
Wang Cheng

AUDIT COMMITTEE

Li Ying (Chairlady)
Hua Shi
Wang Cheng

REMUNERATION COMMITTEE

Hua Shi (Chairman)
Li Ying
Wang Cheng

NOMINATION COMMITTEE

Lang Ying (Chairlady)
Hua Shi
Wang Cheng

COMPANY SECRETARIES

Fung Po Ting (ACG, HKACG)
Chiang Wai Ming Angeline (ACS)

AUTHORISED REPRESENTATIVES

Lang Ying
Fung Po Ting

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 8399, Binhai Boulevard
Huangdao District
Qingdao, City
Shandong Province
PRC

PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

Room 1909A
Harbour Centre
25 Harbour Road, Wanchai
Hong Kong

SINGAPORE SHARE REGISTRAR

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

WEBSITE OF THE COMPANY

www.kangdafood.com
(The contents of the Company's website do not form part of this document)

Management Discussion and Analysis

BUSINESS REVIEW

During the fiscal year 2023 ("FY2023"), the business environment was full of challenges, due to increasing trade protectionism and downturn pressure of macroeconomic. The Group recorded a loss attributable to owners of the Company amounted to approximately RMB8.4 million, representing a reduction of loss of RMB7.0 million, or 45.8%, as compared to approximately RMB15.4 million loss making for fiscal year 2022 ("FY2022").

The Group continued to adopt stable operation strategy. The revenue decreased by 5.1% from approximately RMB1,745.8 million for FY2022 to approximately RMB1,657.3 million for FY2023. The reduction of loss making was a net impact of the following: i) recognition of impairment loss of nil on the investment property for FY2023 (FY2022: RMB48.2 million), ii) increase in income on government grants of RMB4.4 million, iii) decrease in gross profit of RMB26.4 million due to decrease in revenue and gross profit margin; and iv) decrease in other income of RMB29.5 million due to decrease in recognition of gain arising from changes in fair value less estimated costs to sell of biological assets and no disposal gain recognized in FY2023.

PROSPECT

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The food industry will continue to face challenges with low growth rate and intense competition. With consumption upgrades, food safety and healthiness have become the focus of consumers' attention, which has always been our priority. With our stringent quality control and food safety systems, we will continue to provide customers with high quality products. To maintain overall profitability and to enhance the competitiveness and resistance against market risk, the Group will increase investment in research and development of new products, focus on high value-added processed foods, safeguard business relationship with major customers and proactively explore new markets and new customers.

We will continue to optimise product portfolios, enhance cost management, promote brand building and expand new sales channels to strengthen the core competence and improve the overall performance of the Group.

OPERATING AND FINANCIAL REVIEW

Revenue by products

| | FY2023 RMB'000 | FY2022 RMB'000 | % Change + / (-) |
|---------------------------------|---------------------------------|-------------------|---------------------|
| Processed food | 797,592 | 738,685 | 8.0 |
| Chilled and frozen chicken meat | 643,667 | 598,721 | 7.5 |
| Chilled and frozen rabbit meat | 187,990 | 160,159 | 17.4 |
| Other products | 28,059 | 248,222 | (88.7) |
| Total | 1,657,308 | 1,745,787 | (5.1) |

Revenue derived from the production and sales of processed food, chilled and frozen chicken meat, chilled and frozen rabbit meat and other products contributed 48.1%, 38.8%, 11.3%, and 1.8% of the revenue for FY2023 (FY2022: 42.3%, 34.3%, 9.2% and 14.2%), respectively. The contribution of processed food, chilled and frozen chicken meat and chilled and frozen rabbit meat increased by 5.8%, 4.5% and 2.2%, respectively, while the contribution of other products decreased by 12.4%.

Management Discussion and Analysis

Processed Food Products

Revenue derived from the production and sales of processed food products increased by 8% to approximately RMB797.6 million for FY2023. The increase benefited from new products and customers developed in FY2023.

Chilled and Frozen Chicken Meat

Revenue derived from the production and sales of chilled and frozen chicken meat increased by 7.5% to approximately RMB643.7 million for FY2023. With the consumption market recovering, the demand of chilled and frozen chicken meat increased, the Group actively released production capacity, rented new chicken farms and increased slaughter volume to meet market demand.

Chilled and Frozen Rabbit Meat

The sales of chilled and frozen rabbit meat products increased by 17.4% to approximately RMB188.0 million for FY2023. Growing demand of rabbit meat in overseas markets stimulated the sales growth of chilled and frozen rabbit meat in FY2023.

Other Products

Revenue derived from the production and sale of other products decreased by 88.7% to RMB28.1 million for FY2023. Due to changes in the market environment, the Group actively reduced the production and sale of pet food, and focused resources on processed food and chilled and frozen chicken meat.

REVENUE BY GEOGRAPHICAL MARKETS

| | FY2023 RMB'000 | FY2022 RMB'000 | % Change + / (-) |
|--------------|-------------------|-------------------|---------------------|
| PRC | 1,220,168 | 1,188,971 | 2.6 |
| Export | 437,140 | 556,816 | (21.5) |
| Total | 1,657,308 | 1,745,787 | (5.1) |

On a geographical basis, our revenue from PRC and overseas contributed 73.6% and 26.4% of the revenue for FY2023 (FY2022: 68.1% and 31.9%), respectively. Revenue from PRC sales increased by 2.6% to RMB1,220.2 million for FY2023. Revenue derived from processed food and chilled and frozen chicken meat contributed the majority of domestic sales revenue growth. Revenue from export sales decreased by 21.5% to RMB437.1 million for FY2023. The decrease in pet food sales led to the decrease in overseas revenue.

Profitability

Gross Profit and Margin

| | FY2023 RMB'000 | FY2023 Margin % | FY2022 RMB'000 | FY2022 Margin % | Change RMB'000 | % Change + / (-) |
|----------------|-------------------|--------------------|-------------------|--------------------|-------------------|---------------------|
| Processed food | 96,758 | 12.1 | 98,787 | 13.4 | (2,029) | (1.3) |
| Chicken meat | (23,046) | (3.6) | (21,078) | (3.5) | (1,968) | (0.1) |
| Rabbit meat | 19,886 | 10.6 | 11,562 | 7.2 | 8,324 | 3.4 |
| Other products | 1,534 | 5.5 | 32,274 | 13.0 | (30,740) | (7.5) |
| Total | 95,132 | 5.7 | 121,545 | 7.0 | (26,413) | (1.3) |

The overall gross profit margin was 5.7% for FY2023, representing a decrease of 1.3 percentage points from 7.0% for FY2022.

Management Discussion and Analysis

Processed Food Products

Processed food products were our main profit contributor. The gross margin slightly decreased from 13.4% for FY2022 to 12.1% for FY2023. The decrease was a result of decrease in overseas sales of processed food products with higher gross profit margin.

Chilled and Frozen Chicken Meat

The gross profit margin of chilled and frozen chicken meat slightly decreased from -3.5% for FY2022 to -3.6% for FY2023. The decrease was mainly due to the decrease in market price of breeder chickens in FY2023.

Chilled and Frozen Rabbit Meat

The gross profit margin of chilled and frozen rabbit meat increased from 7.2% for FY2022 to 10.6% for FY2023. The improvement was attributable to the increase of selling price of oversea sales of chilled and frozen rabbit meat in FY2023.

Other Products

Other products were mainly pet food products, and chicken and rabbit meat by-products. The gross profit margin of other products decreased from 13.0% for FY2022 to 5.5% for FY2023. Decrease in gross profit of other products was a result of increase in unit fixed costs due to decrease in production and sales volume of pet food.

Other Income

Other income for FY2023 was RMB29.6 million, representing a decrease of RMB29.5 million from RMB59.1 million for FY2022. Other income comprised mainly government grants, rental income, interest income on financial assets, gains arising from changes in fair value less estimated costs to sell of biological assets amounting to RMB9.8 million, RMB5.2 million, RMB4.4 million and RMB1.2 million, respectively. The decrease in other income was mainly due to the net impact of the following: i) decrease of RMB13.5 million in recognition of gain arising from changes in fair value less estimated costs to sell of biological assets as a result of decrease in market price of breeder chickens, ii) recognition of gain on disposal of a subsidiary of nil in FY2023 (FY2022: RMB13.6 million), and iii) increase of RMB4.4 million in income on government grants.

Selling and Distribution Expenses

Selling and distribution expenses comprised mainly salary and welfare, transportation costs, advertisement costs, etc. The increase in marketing activities led to more advertising and promotion expenses incurred in FY2023.

Administrative Expenses

Administrative expenses comprised mainly staff costs, professional fees, depreciation charge, travelling expenses and other miscellaneous administrative expenses. The main reason for the decrease in administrative expenses was due to recognition of foreign exchange gain of RMB5.3 million for FY2023 (FY2022: loss of RMB6.1 million) and deduction of remunerations of executive Directors.

Other Operating Expenses

Other operating expenses for FY2023 was RMB14.5 million, representing a decrease of RMB54.8 million from RMB69.3 million for FY2022. The decrease was mainly due to the recognition of impairment loss of nil on the investment property related to certain rabbit breeding farms for FY2023 (FY2022: RMB48.2 million), and decrease in loss on disposal of property, plant and equipment of RMB4.7 million.

Finance costs

Finance costs increased by 18.8% to approximately RMB18.0 million for FY2023, mainly due to the increase in average balance of bank borrowings in FY2023.

Management Discussion and Analysis

Taxation

Income taxation included current year tax provision and deferred tax credit. The Group recorded a deferred tax credit of RMB0.3 million in FY2023.

Review of the Group's Financial Position as at 31 December 2023

The Group's property, plant and equipment decreased by 19.4% to approximately RMB269.8 million as at 31 December 2023 mainly due to recognition of depreciation charges and reclassification of RMB42.8 million to assets classified as held for sale.

The investment property represented leasehold buildings in property, plant and equipment and right-of-use assets in relation to rabbit farms held to earn rental income. The investment property was stated at cost less accumulated depreciation as the fair value cannot be reliably measured since there were no active market prices for similar properties. The investment property decreased by 11.6% to RMB115.6 million as at 31 December 2023. The depreciation charges led to the decrease in investment property.

Right-of-use assets represented operating lease assets and prepaid premium for land leases. The investment property increased by 89.2% to RMB188.1 million as at 31 December 2023. The Group leased more chicken farms to meet the growing demand for chicken consumption, resulting in a significant increase in right-of-use assets.

Biological assets mainly referred to breeder chickens, hatchable eggs and progeny chickens for sale and consumption in production, progeny rabbits and breeder rabbits. These biological assets were valued by an independent professional valuer as at 31 December 2023 with reference to market-determined prices. Reclassification of RMB2.8 million to assets classified as held for sale was the main reason for the decrease in biological assets.

Inventories decreased by 29.5% to approximately RMB114.9 million as at 31 December 2023. The decrease is mainly due to maintenance of more inventories for favorable market trend at the year-end of FY2022. The inventory turnover days for FY2023 were 32.4 days as compared to 32.6 days for FY2022.

Trade and bills receivables decreased by 43.0% to approximately RMB92.0 million as at 31 December 2023. Revenue slightly decreased in FY2023 and more trade receivables were collected at the end of the year, which led to a decrease in trade and bills receivables. The trade and bills receivables turnover days was 27.9 days for FY2023 as compared to 29.4 days for FY2022.

The pledged deposits were secured against the bills payables and a bank borrowing of the Group. The pledged deposits increased by RMB211.0 million to approximately RMB255.0 million as at 31 December 2023. More bills payables were issued to settle purchase payment, deposits pledged for bills payables increased accordingly.

The cash and cash equivalents increased by approximately 43.6% to approximately RMB284.3 million as at 31 December 2023. The increase was mainly due to more trade receivables were collected in FY2023.

Trade and bills payables increased by 147.5% to approximately RMB414.0 million as at 31 December 2023. The increase was mainly due to slow payment to suppliers.

Accrued liabilities and other payables represented payables for salary and welfare payables, accrued expenses and deposit received, decreased by 25.1% to approximately RMB95.0 million as at 31 December 2023. Settlement of payables for acquisition of property, plant and equipment resulted the decrease in accrued liabilities and other payables.

The interest-bearing bank borrowing balances as at 31 December 2023 decreased by RMB107.7 million to approximately RMB188.0 million. The more bills payables were issued to settle purchase payments, the more bank loans were repaid in FY2023. Furthermore, RMB29.5 million loan were reclassified to liabilities associated with assets classified as held for sale.

Loan from a related party represented the Related Party Loan of RMB35.9 million from Hong Kong High Quality Limited ("High Quality"). The loan is interest-free, unsecured and repayable within 3 months. Subsequent to 31 December 2023, the term of the loan was extended and the loan became repayable on 22 April 2025 (or any later date as agreed between the parties). For details of the extension, please refer to section "IMPORTANT EVENTS AFTER REPORTING PERIOD" of this Annual Report.

Management Discussion and Analysis

Loans from immediate holding company increased by RMB3.1 million to RMB92.1 million as at 31 December 2023. The loan is interest-free, unsecured and repayable within one year.

Lease liabilities represented the present value of the lease payments that are not yet paid. The current and non-current lease liabilities increased by RMB82.0 million to RMB114.7 million as at 31 December 2023. Significant increase in lease liabilities resulted from renting more chicken farms in FY2023.

Assets classified as held for sale and liabilities associated with assets classified as held for sale represented assets and liabilities of Qingdao Kangda-Eurolap Rabbit Selection Co., Ltd.* (青島康大歐洲兔業育種有限公司) (“Kangda-Eurolap Rabbit”), and certain properties, machinery and equipment and investment properties for breeding rabbits. For details of the transactions, please refer to section “SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS” of this Annual Report. The disposal is still underway as at 31 December 2023 as certain conditions precedent have not been met. Assets of Kangda-Eurolap Rabbit and certain assets for breeding rabbits had been classified as “Assets classified as held for sale”, liabilities of Kangda-Eurolap Rabbit had been classified as “Liabilities associated with assets classified as held for sale”.

CAPITAL STRUCTURE

As at 31 December 2023, the Group had net assets of approximately RMB553.6 million (31 December 2022: RMB561.7 million), comprising non-current assets of approximately RMB675.2 million (31 December 2022: RMB645.7 million), and current assets of approximately RMB906.9 million (31 December 2022: RMB688.2 million). The Group recorded a net current liability position of approximately RMB0.2 million as at 31 December 2023 (31 December 2022: RMB25.0 million), which primarily consisted of cash and cash equivalents balances amounted to approximately RMB284.3 million (31 December 2022: RMB197.9 million). Moreover, inventories amounted to approximately RMB114.9 million as at 31 December 2023 (31 December 2022: RMB163.0 million) and trade and bills receivables amounted to approximately RMB92.0 million as at 31 December 2023 (31 December 2022: RMB161.4 million) were also major current assets. Major current liabilities are trade and bills payables, interest-bearing bank borrowings and loan from a related party which, as at 31 December 2023 amounted to approximately RMB414.0 million (31 December 2022: RMB167.3 million), approximately RMB188.0 million (31 December 2022: RMB295.7 million) and approximately RMB35.9 million (31 December 2022: Nil), respectively.

LIQUIDITY AND FINANCIAL RESOURCES AND GOING CONCERN UNCERTAINTY

As at 31 December 2023, the Group has cash and cash equivalent of approximately RMB284.3 million (31 December 2022: RMB197.9 million) and had total interest-bearing bank borrowings of approximately RMB188.0 million (31 December 2022: RMB295.7 million), amount due to a related party of approximately RMB26.3 million (31 December 2022: RMB1.5 million), loan from a related party of approximately RMB 35.9 million (31 December 2022: Nil), loans from immediate holding company of RMB92.1 million (31 December 2022: RMB88.9 million) and lease liabilities of RMB114.7 million (31 December 2022: RMB32.7 million), respectively. The Group's interest-bearing bank borrowings were debts with interest rate ranging from 3.55% to 4.50% (31 December 2022: 3.65% to 4.75%) per annum. The Group's loans from immediate holding company and loan from a related party were interest-free, repayable on demand and repayable on 22 April 2025 (or any later date as agreed between the parties), respectively.

The gearing ratio for the Group was 84.2% as at 31 December 2023 (31 December 2022: 77.7%), based on total debt of approximately RMB457.0 million (31 December 2022: RMB428.2 million) and equity attributable to Company's owners of approximately RMB542.5 million (31 December 2022: RMB550.9 million). The Group would serve its debts primarily with cash flow generated from its operation, seeking renewal of the outstanding bank borrowings and new banking facilities and exploring the availability of alternative source of financing. The Board is confident that the Group has adequate financial resources to meet its future debt repayment and support its working capital requirement and future expansion.

Details regarding uncertainty on the going concern of the Group is set out in note 3 BASIS OF PREPARATION to the consolidated financial statements of this Annual Report. Despite the existence of such uncertainty, the Board is of the view that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Based on the accounting estimates and assumptions used in preparation of the consolidated financial statements, the Directors had reviewed and deliberated, notwithstanding that the Group's current liability exceeded its current assets and the significant bank and other borrowings and its short-term repayment term, considered the operations of the Group can continue as a going concern.

Management Discussion and Analysis

The Directors had also taken into consideration of the followings and were of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 December 2023:-

1. Expand production volume by improving the efficiency of facilities and implement measures to tighten cost controls over various operating expenses.
2. Active negotiation with banks to seek renewal of outstanding bank borrowings.
3. Active exploration of the availability of alternative source of financing.
4. Negotiate and set out the settlement plan of a related party loan.

The Company intends to issue a further announcement to make additional disclosure regarding the management response and Audit Committee's view to the disclaimer opinion of the auditor.

FOREIGN CURRENCY EXPOSURE

The following table details the Group's exposures as at FY2023 to foreign currency risk from the financial assets and financial liabilities denominated in a currency other than the functional currency to which the Group's entities relate:

| | USD RMB'000 | EURO RMB'000 | JPY RMB'000 | CHF RMB'000 | SGD RMB'000 | HK\$ RMB'000 |
|------------------------------|----------------|-----------------|----------------|----------------|----------------|-----------------|
| Financial assets | | | | | | |
| Trade receivables | 15,797 | – | – | – | – | – |
| Cash and bank balances | 9,581 | – | – | – | 3 | 1,295 |
| | 25,378 | – | – | – | 3 | 1,295 |
| Financial liabilities | | | | | | |
| Loan from a related party | – | – | – | – | – | 35,905 |

In view of the nature of the Group's business, which spans several countries, foreign exchange risks will continue to be an integral aspect of its risk profile in the future. Currently, the Group neither has a formal foreign currency hedging policy nor conducts hedging exercise to reduce foreign currency exposure. The Group will continue to monitor its foreign exchange exposure.

CAPITAL COMMITMENTS

As at 31 December 2023, the Group's capital commitment which had been contracted for but not provided in the consolidated financial statements amounted to approximately RMB5.8 million (31 December 2022: RMB9.0 million).

CHARGE ON ASSETS

Total secured interest-bearing bank borrowings were approximately RMB188.0 million as at 31 December 2023 (31 December 2022: RMB295.7 million).

As at 31 December 2023, the Group's interest-bearing bank borrowings were guaranteed by certain related parties of the Group, secured against pledge of the Group's certain property, plant and equipment, right-of-use assets, cash and bank deposits and a former subsidiary and a related party's certain property, plant and equipment.

Management Discussion and Analysis

CONTINGENT LIABILITIES

As at 31 December 2023, the Group did not have any material contingent liabilities (31 December 2022: Nil).

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2023, the Group employed a total of 2,300 employees (31 December 2022: 1,998 employees) in the PRC. The Group's emolument policy is formulated based on the industry practices and performance of individual employee. During the year under review, the total employees costs (including Directors' emoluments) were approximately RMB218.7 million (FY2022: RMB201.6 million). The Company did not adopt any share option scheme for its employees.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

On 2 December 2022, the Group entered into several sale and purchase agreements ("SPAs") in relation to the disposal of all the equity interest (being 70.0286%) of Kangda-Eurolap Rabbit, a non-wholly owned subsidiary of the Company and certain properties, machinery and equipment for breeding rabbits held by the Group to connected persons at an aggregate cash consideration of RMB74,940,000 (the "Disposals"). On 20 March 2023, the special general meeting of the Company (the "SGM") was held and the resolutions concerning the Disposals were passed at the SGM. The Disposals were still underway as at 31 December 2023.

On 2 December 2022, the Group entered into a sale and purchase agreement with an independent third-party in relation to the acquisition of properties, machinery and equipment in relation to breeding chicken held by an independent third-party at an aggregate cash consideration of RMB17,800,000 (the "Acquisition"). The Acquisition was still underway as at 31 December 2023.

On 14 March 2024, the Disposals and the Acquisition were terminated due to macro-economic situations and market conditions. For details of the terminations, please refer to section "IMPORTANT EVENTS AFTER REPORTING PERIOD" of this Annual Report.

Saved as disclosed above, and except for investment in subsidiaries, the Group did not hold any significant investment in equity interest in other companies. The Group did not have any material acquisitions or disposals of subsidiaries or associated companies or joint ventures during the year ended 31 December 2023.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the year ended 31 December 2023.

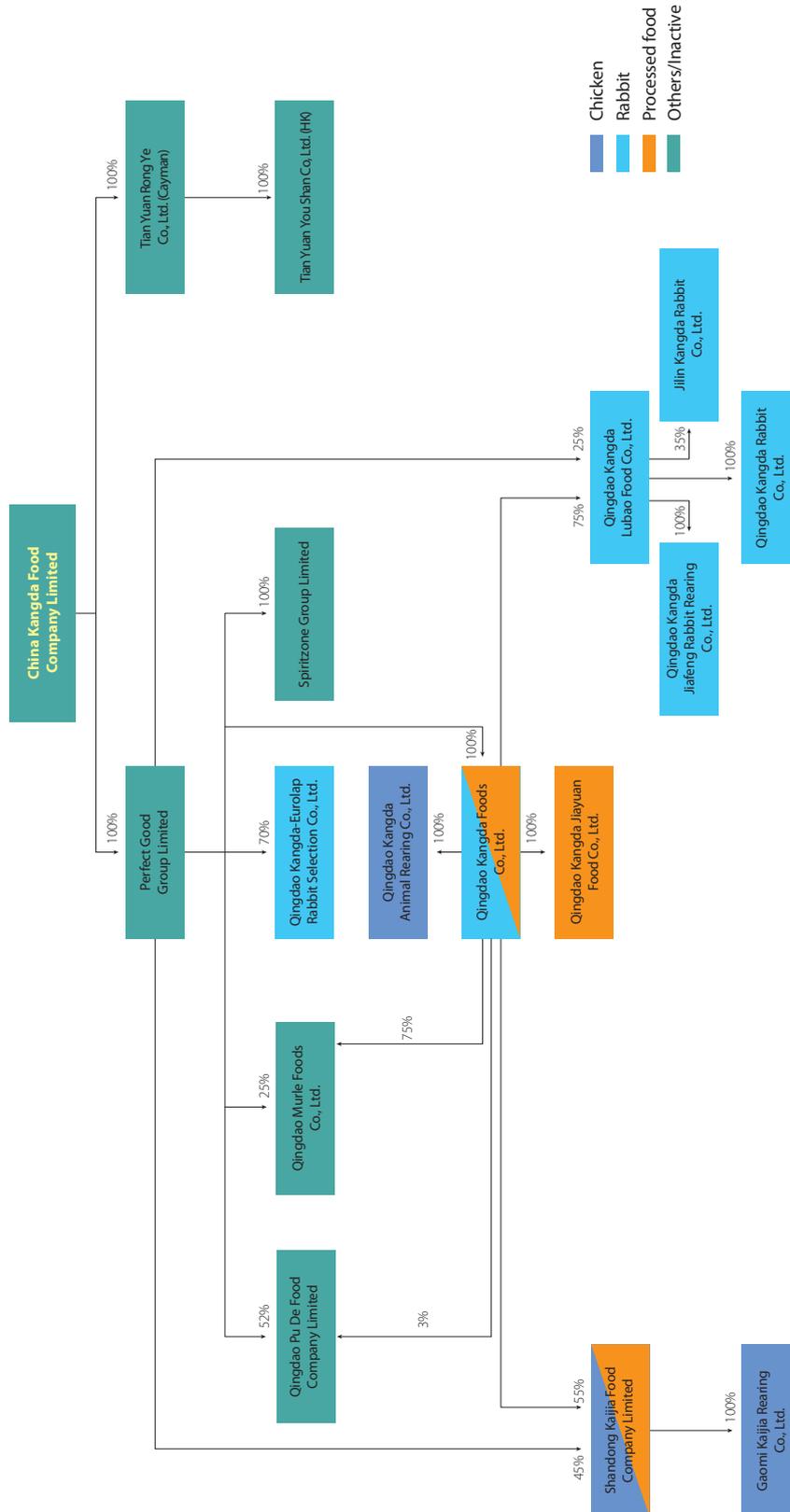
IMPORTANT EVENTS AFTER REPORTING PERIOD

Subsequent to 31 December 2023, on 14 March 2024, due to macro-economic situations and market conditions, the relevant parties of the Disposals and the Acquisition have entered into several termination agreements which agree not to proceed with the Disposals and the Acquisition. According to the termination agreements, no party shall be required to pay any fee or other compensation to any party thereafter. For further details, please refer to the Company's announcement dated 14 March 2024.

Subsequent to 31 December 2023, on 21 March 2024, the Company entered into a new deed with High Quality, pursuant to which, the term of the loan of HK\$39,000,000 had been extended and the loan will become due and payable on 22 April 2025 (or any later date as agreed between the parties). For further details, please refer to the Company's announcement dated 21 March 2024.

Save as disclosed above, we did not identify any important events affecting the Group that have occurred since 31 December 2023.

Corporate Structure



Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance and adhere the Corporate Governance Code (the "CG Code") as set out in the Appendix C1 (formerly known as Appendix 14) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules" or "Hong Kong Listing Rules"). The Part I of the statement below meets the mandatory disclosure requirements as stipulated in Appendix C1 (formerly known as Appendix 14) of the Hong Kong Listing Rules while the Part II detailing the CG Code compliance.

During the year ended 31 December 2023 ("FY2023"), the Company has complied with the code provisions of the CG Code, save for the deviation from the Code Provision C.2.1 of the CG Code as mentioned in section (B) below of Part I and Part II and the Code Provision C.1.8 of the CG Code as mentioned in Part II.

PART I

(A) THE BOARD OF DIRECTORS

- (1) The Board, in addition to its statutory responsibilities to protect and enhance long-term shareholders' values, is responsible for the overall performance of the Group. It provides effective leadership, sets the Company's values and standards and ensures that the necessary financial and human resources are in place for the Company to achieve its objectives. As at the date of this Annual Report, the Board consists of three (3) Executive Directors and three (3) Independent Non-Executive Directors.
- (2) The Board up to the date of this Annual Report comprised the following members:

Executive Director, Chairlady and CEO

Lang Ying¹

Executive Directors

Gao Yanxu

An Fengjun

Independent Non-Executive Directors

Hua Shi²

Li Ying³

Wang Cheng⁴

Notes:

¹ Ms. Lang Ying was appointed as a Director of the Company on 26 January 2024.

² Mr. Hua Shi was appointed as a Director of the Company on 26 January 2024.

³ Ms. Li Ying was appointed as a Director of the Company on 26 January 2024.

⁴ Mr. Wang Cheng was appointed as a Director of the Company on 26 January 2024.

Corporate Governance Report

- (3) Details of Directors' attendance at the Board, Board Committees and General meetings, held for FY2023 are set out in the table below:

| Meeting(s) of | Board | Audit Committee | Nomination Committee | Remuneration Committee | General Meeting |
|--|-------|------------------|----------------------|------------------------|-----------------|
| Total held in FY2023 | 4 | 3 | 1 | 1 | 2 |
| Attendance Record | | | | | |
| Executive Directors | | | | | |
| Fang Yu (<i>Chairman and CEO</i>) ¹ | 3/4 | 1/1 [#] | 1/1 | 1/1 [#] | 2/2 |
| Gao Yanxu | 4/4 | 1/1 [#] | 1/1 [#] | 1/1 [#] | 2/2 |
| An Fengjun | 4/4 | 1/1 [#] | 1/1 [#] | 1/1 [#] | 2/2 |
| Luo Zhenwu ² | 4/4 | 1/1 [#] | 1/1 [#] | 1/1 | 2/2 |
| Li Wei ³ | 4/4 | 1/1 [#] | 1/1 [#] | 1/1 [#] | 2/2 |
| Independent Non-Executive Directors | | | | | |
| Ma Siu Kit ⁴ | 4/4 | 3/3 | 1/1 | 1/1 | 2/2 |
| Li Xu ⁵ | 2/2 | 1/1 | 1/1 | 1/1 | 2/2 |
| Hui Wing Man ⁶ | 2/2 | 1/1 | 1/1 | 1/1 | 2/2 |
| Li Wai Pui ⁷ | 2/2 | 2/2 | – | – | – |
| Lee Ho Yee ⁸ | 2/2 | 2/2 | – | – | – |

Notes:

[#] By invitation

¹ Mr. Fang Yu was removed as a Director of the Company on 26 January 2024.

² Mr. Luo Zhenwu resigned as a Director of the Company on 24 January 2024.

³ Mr. Li Wei resigned as a Director of the Company on 24 January 2024.

⁴ Mr. Ma Siu Kit resigned as a Director of the Company on 22 January 2024.

⁵ Mr. Li Xu resigned as a Director of the Company on 12 July 2023.

⁶ Ms. Hui Wing Man resigned as a Director of the Company on 12 July 2023.

⁷ Mr. Li Wai Pui was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.

⁸ Ms. Lee Ho Yee was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.

- (4) The Board and its committees have been supplied with adequate information and notice accompanying meeting materials, in a timely manner before they attend the meetings of the Board and its committees.
- (5) The Board delegates management and administration functions to Management as it considers appropriate from time to time, with clear directions as to the Management's powers including circumstances where Management shall report back and obtain prior Board approval. There is a formal schedule of matters reserved for the Board's decision, including:
- Mergers and acquisitions;
 - Investments and divestments;
 - Acquisitions and disposals of assets;
 - Major corporate policies on key area of operations;
 - Acceptances of bank facilities;
 - Annual budget;
 - Release of the Group's interim and full year results; and
 - Those matters which are likely to have a material impact on the Group's operating units and/or financial position as well as matters other than in the ordinary course of business.
- (6) The Board is collectively responsible for performing the corporate governance duties, including, inter alia, developing, reviewing and monitoring compliance with the Company's policies and practices on corporate governance to ensure that they accord with the appropriate standards for good corporate governance.

Corporate Governance Report

- (7) The principal corporate governance functions of the Board include the following:
- (a) review and monitor the training and continuous professional development of the Directors and senior management;
 - (b) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (c) approve policy initiatives, strategies and financial objectives of the Group and monitor the performance of management of the Company, including the release of financial results and timely announcements of material transactions;
 - (d) approve annual budgets, major funding proposals, investment and divestment proposals, acquisitions and disposals of assets and convening of shareholders' meetings;
 - (e) oversee the processes for evaluating the adequacy of internal controls, risk management including financial, operational, information technology and compliance risk areas identified by the Audit Committee that are required to be strengthened for assessment and its recommendation on actions to be taken to address and monitor the areas of concern;
 - (f) oversee the enterprise risk management framework and program;
 - (g) recommend the declaration of dividends, if any;
 - (h) approve all Board appointments and re-appointments/re-elections as well as appointments of key management personnel;
 - (i) oversee proper conduct of the Company's business and assume responsibility for corporate governance;
 - (j) ensure that the financial statements which give a true and fair view of the Company for each financial period are prepared in accordance with the International Financial Reporting Standards;
 - (k) review the Company's policies and practices on corporate governance;
 - (l) ensure the Company's compliance with the CG Code and disclosure in the Corporate Governance Report, taking into account the related reports and views of the Board Committees in their respective areas; and
 - (m) develop, review and monitor the code of conduct applicable to employees and the Directors.
- (8) There is no relationship (including financial, business, family or other material/relevant relationship(s)) between members of the Board.
- (9) All Directors are committed to participate in continuous professional development programmes to update and enhance their knowledge and skills for performing Directors' roles and responsibilities, and would update and confirm to the Company, on a regular basis, the related programmes attended and training received by them. The Company maintains and updates a record of training received by each Director accordingly.
- (10) New Directors, on appointment, will be given a comprehensive formal induction covering the Group's businesses. New Directors shall obtain legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirement under the Listing Rules that are applicable to him/her as a director of the Company and the possible consequences of making a false declaration or giving false information to the Hong Kong Stock Exchange. In particular, each of Ms. Lang Ying, Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng, who was appointed as the Director on 26 January 2024, obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 26 January 2024, and each of Ms. Lang Ying, Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng has confirmed that he/she understood his/her obligations as a Director. All Directors are also furnished with continuous updates and briefings on the latest changes or material developments in statutes, the Listing Rules, and corporate governance practices, etc. The updates and briefings covered a broad range of topics including, inter alia, Directors' duties, dealing in securities by Directors, disclosure obligation of inside information, financial information and general information, and rules and regulations relating to notifiable transactions, connected transactions and corporate governance. During FY2023, all Directors are provided with monthly updates giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects, where applicable, in sufficient details to keep the Directors abreast of the Group's affairs in order to perform their duties.

Corporate Governance Report

- (11) Pursuant to the Code Provision C.1.4 of the CG Code for the FY2023, all Directors had participated in continuous professional development in the following manner:

| | Type of trainings |
|---------------------------|-------------------|
| Fang Yu ¹ | A, B & C |
| Gao Yanxu | A, B & C |
| An Fengjun | A, B & C |
| Luo Zhenwu ² | A, B & C |
| Li Wei ³ | A, B & C |
| Li Xu ⁴ | A, B & C |
| Hui Wing Man ⁵ | A, B & C |
| Ma Siu Kit ⁶ | A, B & C |
| Li Wai Pui ⁷ | A, B & C |
| Lee Ho Yee ⁸ | A, B & C |

Notes:

- ¹ Mr. Fang Yu was removed as a Director of the Company on 26 January 2024.
² Mr. Luo Zhenwu resigned as a Director of the Company on 24 January 2024.
³ Mr. Li Wei resigned as a Director of the Company on 24 January 2024.
⁴ Mr. Li Xu resigned as a Director of the Company on 12 July 2023.
⁵ Ms. Hui Wing Man resigned as a Director of the Company on 12 July 2023.
⁶ Mr. Ma Siu Kit resigned as a Director of the Company on 22 January 2024.
⁷ Mr. Li Wai Pui was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
⁸ Ms. Lee Ho Yee was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.

- A: attending internal briefing session in relation to corporate governance
 B: attending seminars/courses/conference to develop professional skills and knowledge
 C: receiving recent changes to the accounting standards and regulatory update and update by CEO/CFO on business and strategic developments of the Group

- (12) For FY2023, the Board had carried out their duties as stated in item (7) above.

(B) CHAIRMAN AND CEO

Code Provision C.2.1 of the CG Code states that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

During FY2023, the Chairman of the Board, Mr. Fang Yu, was also the CEO. With the establishment of various Board Committees with power and authority to perform key functions and putting in place internal controls to allow effective oversight by the Board of the Group's business, the Board is of the view that these enable the Board to exercise objective decision-making in the interests of the Group. The Board believes that with Mr. Fang Yu's extensive experience in the financial industry, Mr. Fang Yu's dual role as Chairman and CEO provides the Company with strong and consistent leadership, allows for effective and efficient planning and execution of business decisions and strategies, and is beneficial to the business prospects and management of the Group. Although Mr. Fang Yu performs both the roles of Chairman and CEO, the division of responsibilities between the Chairman and CEO is clearly established. The two roles are performed by Mr. Fang Yu distinctly. The Company considers that it is the long-term objective of the Company to have these two roles performed by separate individuals when suitable candidates are identified.

On 27 November 2023, the Company had not been able to contact Mr. Fang Yu. The Board was not aware of any information indicated Mr. Fang's unavailability was or might be related to the business and/or operations of the Group which is continuing normally. The other Executive Directors continued to be responsible for the day-to-day management and operations of the Group.

As of the date of this Annual Report, Ms. Lang Ying was appointed as Chairlady of the Board and the CEO, in place of Mr. Fang Yu, following her appointment as a Director of the Company on 26 January 2024.

Corporate Governance Report

(C) NON-EXECUTIVE DIRECTORS

During FY2023, the Independent Non-Executive Directors of the Company were Mr. Li Xu, Ms. Hui Wing Man, Mr. Ma Siu Kit, Mr. Li Wai Pui and Ms. Lee Ho Yee. The tenure of office of them is 1 year from the date of appointment on a renewal basis pursuant to the appointment letter. They have been effectively participating in board meetings to bring an independent judgement, reviewing and monitoring the Company's performance, and serving on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As at the date of this Annual Report, the Company has three (3) Independent Non-Executive Directors, namely Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng. The tenure of office of Independent Non-Executive Directors is 3 years from the date of appointment on a renewal basis pursuant to the appointment letter.

(D1) REMUNERATION COMMITTEE

- (1) The Remuneration Committee is regulated by a set of written terms of reference. The majority, including the Remuneration Committee Chairman, are Independent Non-Executive Directors. The Remuneration Committee Chairman is not associated in any manner with any substantial shareholder of the Company.

The members of the Remuneration Committee and their attendance at the meetings for FY2023 are set out below:

| | | Meeting attended |
|--|-------------------|-------------------------|
| Independent Non-Executive Directors | | |
| Ma Siu Kit ¹ | <i>(Chairman)</i> | 1/1 |
| Li Wai Pui ² | <i>(Chairman)</i> | – |
| Li Xu ³ | | 1/1 |
| Hui Wing Man ⁴ | | 1/1 |
| Lee Ho Yee ⁵ | | – |
| Executive Director | | |
| Luo Zhenwu ⁶ | | 1/1 |

Notes:

- ¹ Mr. Ma Siu Kit had re-designated his role from Chairman to member of Remuneration Committee on 12 July 2023. He resigned as a Director of the Company on 22 January 2024.
- ² Mr. Li Wai Pui was appointed as a Director of the Company and a Chairman of the Remuneration Committee on 12 July 2023. He resigned as a Director of the Company on 22 January 2024.
- ³ Mr. Li Xu resigned as a Director of the Company on 12 July 2023.
- ⁴ Ms. Hui Wing Man resigned as a Director of the Company on 12 July 2023.
- ⁵ Ms. Lee Ho Yee was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
- ⁶ Mr. Luo Zhenwu resigned as a Director of the Company on 24 January 2024.

The members of the Remuneration Committee as at the date of this Annual Report are set out below:

Independent Non-Executive Directors

Mr. Hua Shi (*Chairman*) – appointed on 26 January 2024

Ms. Li Ying – appointed on 26 January 2024

Mr. Wang Cheng – appointed on 26 January 2024

- (2) The Remuneration Committee is to make recommendations to the Board on the policy and structure for the remuneration of directors and senior management, as well as to determine, with delegated responsibility from the board as described under Code Provision E.1.2(c) of the CG Code, the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payment which may include any compensation payable for loss or termination of their office or appointment.

Corporate Governance Report

- (3) The principal duties of the Remuneration Committee include the following:
- (a) review and recommend to the Board a framework of remuneration for the Board and key management personnel;
 - (b) review and recommend Directors' fees for Non-Executive Directors and Independent Non-Executive Directors, which are subject to shareholders' approval at the annual general meeting (the "AGM");
 - (c) assess, review and recommend the remuneration packages of the Executive Directors, key management personnel and those employees related to the Directors, CEO or Controlling Shareholders of the Company;
 - (d) review and approve compensation payable to Executive Directors and key management personnel for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (e) review the service contract of the CEO and Executive Directors (if any), and letters of appointment of Non-Executive Directors;
 - (f) recommend to the Board on share option or long-term incentive schemes which may be set up from time to time; and
 - (g) undertake such other functions and duties as may be delegated by the Board.

- (4) The Executive Directors' service agreements comprise a salary and a performance bonus to be determined at the discretion of the Board.

The Remuneration Committee had recommended to the Board an amount of HKD180,000 as Directors' fees for the Independent Non-Executive Directors for the financial year ending 31 December 2024, taking into account factors such as effort, time spent and responsibilities of the Directors. The Board will table this at the forthcoming AGM for shareholders' approval.

The annual review of the remuneration packages of all Directors and key management personnel was carried out by the Remuneration Committee to ensure that their remuneration commensurate with their duties and responsibilities, performance, qualifications and experience as well as the Company's performance. For FY2023, the Remuneration Committee is satisfied with the remuneration packages of the Executive Directors and key management personnel and recommended the same for Board's approval. The Board had approved the Remuneration Committee's recommendation accordingly.

The Remuneration Committee would also in consultation with Management determine the target profit (the "Target Profit") for each financial year for the Executive Directors to achieve. The Target Profit which refers to the consolidated profit after tax and non-controlling interests (excluding extraordinary and exceptional items), would determine the performance incentive of the Executive Directors. For FY2023, no performance incentive was recommended as the Target Profit was not met.

The Executive Directors and key management personnel of the Group are rewarded based on actual results and no other incentives, the Group does not use any contractual provisions to reclaim incentive components of remuneration from its Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss of the Group.

The objective of the remuneration policies is to ensure that the Directors would be provided with the appropriate incentives to encourage enhanced performance and are, in a fair and reasonable manner, rewarded for their individual contributions to the success of the Group.

Each member of the Remuneration Committee had abstained from voting on any resolutions and making recommendations and/or participating in any deliberations of the Remuneration Committee in respect of his/her remuneration package or fees.

- (5) No Director or any of his/her associates is involved in deciding his/her own remuneration.
- (6) For FY2023, the Remuneration Committee had in general carried out its duties as stated in item (3) above.

Corporate Governance Report

(7) The breakdown of each individual Director's remuneration, showing the level and mix for FY2023, is as follows:

| Name of Director | Salary RMB'000 | Bonus RMB'000 | Director's fees RMB'000 | Other benefits RMB'000 | Total RMB'000 |
|---------------------------|-------------------|------------------|-------------------------------|------------------------------|------------------|
| Fang Yu ¹ | – | – | 3,166 | – | 3,166 |
| Gao Yanxu | – | – | – | – | – |
| An Fengjun | 720 | – | – | – | 720 |
| Luo Zhenwu ² | – | – | 1,077 | – | 1,077 |
| Li Wei ³ | – | – | 2,850 | – | 2,850 |
| Li Xu ⁴ | – | – | 58 | – | 58 |
| Hui Wing Man ⁵ | – | – | 58 | – | 58 |
| Ma Siu Kit ⁶ | – | – | 111 | – | 111 |
| Li Wai Pui ⁷ | – | – | 51 | – | 51 |
| Lee Ho Yee ⁸ | – | – | 51 | – | 51 |

Notes:

- ¹ Mr. Fang Yu was removed as a Director of the Company on 26 January 2024.
- ² Mr. Luo Zhenwu resigned as a Director of the Company on 24 January 2024.
- ³ Mr. Li Wei resigned as a Director of the Company on 24 January 2024.
- ⁴ Mr. Li Xu resigned as a Director of the Company on 12 July 2023.
- ⁵ Ms. Hui Wing Man resigned as a Director of the Company on 12 July 2023.
- ⁶ Mr. Ma Siu Kit resigned as a Director of the Company on 22 January 2024.
- ⁷ Mr. Li Wai Pui was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
- ⁸ Ms. Lee Ho Yee was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.

The total remuneration paid to the Company's senior management personnel, excluding Directors, amounted to RMB2,521,000 during FY2023.

The Group does not have a share option or long-term incentive scheme in place.

The emoluments paid or payable to members of senior management of the Company were within the following bands:

| | 2023 No. of individuals | 2022 No. of individuals |
|---|----------------------------|----------------------------|
| Nil to HK\$1,000,000 (equivalent to Nil to RMB918,200) | – | – |
| HK\$1,000,001 to HK\$1,500,000 (equivalent to RMB918,201 to RMB1,377,300) | 1 | 1 |
| HK\$1,500,001 to HK\$2,000,000 (equivalent to RMB1,377,301 to RMB1,836,400) | 1 | 1 |
| | 2 | 2 |

Note:

The abovementioned senior management of the Company included Mr. Chen Xi, the joint company secretary of the Company during FY2023, who was resigned on 26 January 2024.

(D2) NOMINATION COMMITTEE

- (1) The Nomination Committee is regulated by a set of written terms of reference. The majority of the Nomination Committee are Independent Non-Executive Directors. The chairman of the Nomination Committee must be chairman of the Board or an Independent Non-Executive Director.

Corporate Governance Report

The members of the Nomination Committee and their attendance at the meetings for FY2023 are set out below:

| | | Meeting attended |
|--|--------------------|-------------------------|
| Independent Non-Executive Directors | | |
| Hui Wing Man ¹ | <i>(Chairlady)</i> | 1/1 |
| Lee Ho Yee ² | <i>(Chairlady)</i> | – |
| Ma Siu Kit ³ | | 1/1 |
| Li Xu ⁴ | | 1/1 |
| Li Wai Pui ⁵ | | – |
| Executive Director | | |
| Fang Yu ⁶ | | 1/1 |

Notes:

- ¹ Ms. Hui Wing Man resigned as a Director of the Company on 12 July 2023.
- ² Ms. Lee Ho Yee was appointed as a Director of the Company and a Chairlady of the Nomination Committee on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
- ³ Mr. Ma Siu Kit resigned as a Director of the Company on 22 January 2024.
- ⁴ Mr. Li Xu resigned as a Director of the Company on 12 July 2023.
- ⁵ Mr. Li Wai Pui was appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
- ⁶ Mr. Fang Yu was removed as a Director of the Company on 26 January 2024.

The members of the Nomination Committee as at the date of this Annual Report are set out below:

Executive Director

Ms. Lang Ying *(Chairlady)* - appointed on 26 January 2024

Independent Non-Executive Directors

Mr. Hua Shi – appointed on 26 January 2024

Mr. Wang Cheng – appointed on 26 January 2024

- (2) The duties of the Nomination Committee shall include, but shall not be limited to the following:
- (a) review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select or make recommendations to the Board on the selection of individuals nominated for directorship. In identifying suitable individuals, the Nomination Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity of the Board;
 - (c) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
 - (d) assess the independence of Independent Non-Executive Directors;
 - (e) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
 - (f) review the nomination procedures and the process and criteria for the identification, selection and nomination of candidates for directorship for the Board's approval;

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- (g) review the Corporate Governance Report in the annual report for the Board's approval including disclosures on director independence, the policy for the nomination of directors performed by the Nomination Committee during the year; and
 - (h) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
- (3) The Nomination Committee will review the performance of each of the Directors and will recommend to the Board if their term of office would be renewed. The Remuneration Committee will review and recommend to the Board if there were any changes to their existing remuneration packages.

The Nomination Committee has in place formal, written procedures for making recommendations to the Board on the selection and appointment of Directors. Such procedures would be activated when a vacancy on the Board arises or when the Board is considering making a new Board appointment either to enhance the core competency of the Board or for purpose of progressive renewal of the Board.

In identifying suitable candidates, the Nomination Committee may:

1. advertise or use the services of external advisers to facilitate a search;
2. approach alternative sources such as the Hong Kong Institute of Directors; or
3. consider candidates from a wide range of backgrounds from internal or external sources.

After short-listing the candidates, the Nomination Committee shall:

- (a) consider and interview all candidates on merit against objective criteria, taking into consideration that appointees have enough time available to devote himself or herself to the position; and
 - (b) evaluate and agree to a preferred candidate for recommendation to and appointment by the Board.
- (4) The Nomination Committee is to determine if a Director has been adequately carrying out the duties as a Director of the Company, particularly if he/she has multiple board representations. In view of this, the Nomination Committee having considered the confirmations from all the Non-Executive Directors, concluded that such multiple board representations, if any, do not hinder each Director from carrying out his duties as a Director of the Company. The Board concurred with the Nomination Committee's views.

The Nomination Committee is of the view that putting a maximum limit on the number of listed company board representations is arbitrary, given that time requirements for each company vary, and every individual is made differently, thus one should not be presumptive as sufficiency of time cannot be objectively determined in all situations. The Board and the Nomination Committee are also satisfied that sufficient time and attention have been accorded by these Directors to the affairs of the Company. Save for Mr. Li Xu and Mr. Ma Siu Kit during FY2023 and their tenure of office, who sit on 2 listed companies including the Company, none of the Directors sits on other listed company.

- (5) In accordance with the Company's Bye-laws, each Director is required to retire at least once in every three years by rotation and all Directors newly appointed by the Board will have to retire at the AGM following their appointments. The retiring Directors are eligible to offer themselves for re-election.

Mr. Gao Yanxu and Mr. An Fengjun will retire pursuant to the Company's Bye-law 86(1) at the forthcoming AGM and being eligible for re-election, have offered themselves for re-election. Ms. Lang Ying, Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng were appointed by shareholders at the special general meeting held on 26 January 2024 are not subject to retirement at the forthcoming AGM.

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In recommending the Directors for re-appointment, the Nomination Committee taking into account the attendance and participation of the retiring Directors at Board and Board Committee meetings, their contributions to the business and operation of the Company, Board processes, the expertise and experience required for the overall operation of the Company as well as the Directors' cultural and educational background, gender, age, and other factors. Further, in recommending the retiring Executive Directors, Mr. Gao Yanxu and Mr. An Fengjun for re-appointment, the Nomination Committee considered their performance and contribution of, having regards not only to their attendance and participation at Board and Board Committees meetings but also the time and efforts devoted to the Group's business and affairs and was satisfied that Mr. Gao Yanxu and Mr. An Fengjun have the required integrity, skills and experience to continue fulfilling the role Executive Directors.

The Nomination Committee had recommended to the Board the re-election of Mr. Gao Yanxu and Mr. An Fengjun as Directors of the Company at the forthcoming AGM. The Board had accepted the Nomination Committee's recommendation and the Board will set out in the circular to shareholders of the Company the reasons it believes they should be re-elected.

Each member of the Nomination Committee and/or Director shall abstain from voting on any resolutions and/or participating in deliberation in respect of his/her re-election as Director. Accordingly, Mr. Gao Yanxu and Mr. An Fengjun had abstained from voting on any resolutions and making any recommendations/participating in respect of their nomination for re-election as Directors.

- (6) The Nomination Committee will assess annually the independence of all Independent Non-Executive Directors and to affirm if each of them still satisfies the criteria of independence as set out in the Listing Rules and is from any relationships and circumstances which are likely to affect, or could appear to affect, their independent judgement. Every Nomination Committee member should abstain from assessing his/her own independence.

Each Independent Non-Executive Director (i) is required to confirm in writing to the Company his/her independence upon his/her appointment as Director with reference to such criteria as stipulated in the Listing Rules, (ii) has to declare his/her past or present financial or other interest in the Group's business as soon as practicable, or his/her connection with any of the Company's connected persons (if any), and (iii) is required to inform the Company if there is any change in his/her own personal particulars that may affect his/her independence.

The Nomination Committee is of the view that Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the aforesaid independence guidelines.

- (7) An evaluation of the Board performance is conducted annually by the Nomination Committee to assess the effectiveness of the Board as a whole which examines factors such as Board composition, information flow to the Board, Board procedures, Board accountability, and standards of conduct of the Board members.

For the year under review, the Nomination Committee had conducted a Board performance evaluation. The results of the Board performance evaluation were collated and presented to the Nomination Committee for discussion with comparatives from the previous year's results. The Nomination Committee was generally satisfied with the results of the Board performance evaluation for FY2023, which indicated areas of strengths and those that could be improved further. No significant issues were identified. The Nomination Committee presented the results to Board members who agreed to work on those areas that could be improved further, if any.

The Nomination Committee was of the view that given the business nature of the Group, the cohesiveness of the Board members and that the same Independent Non-Executive Directors sit on the various Board Committees, there would not be any value added in having separate assessments of Board committees.

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- (8) An annual review on the Board independence (the “Board Independence Evaluation”) will be conducted, with attention to ensuring that it remains independent in judgement and continue to present an objective and constructive challenge to the assumptions and viewpoints presented by management.

The Board Independence Evaluation may take in the form of questionnaire to all Directors individually and may be supplemented by individual interview with each Director, if necessary, and/or in any other manners which the Board considers fit and necessary. Such Board Independence Evaluation report will be presented by the Nomination Committee to the Board which will discuss collectively discuss the results and the action plan for improvement, if appropriate.

- (9) Where necessary, the Nomination Committee are able to seek independent professional advice, at the Company’s expense, to perform its responsibilities.
- (10) None of the existing Independent Non-Executive Directors of the Company serve more than nine years.

If an Independent Non-Executive Director has served more than nine years, such director’s further appointment should be subject to a separate resolution to be approved by shareholders. The reasons of such Independent Non-Executive Director proposed to be re-elected including the factors considered, the process and the discussion of the Board or Nomination Committee in arriving at such determination shall be disclosed in the papers to shareholders accompanying that resolution.

- (11) For FY2023, the Nomination Committee had in general carried out its duties as stated in item (2) above.

(D3) AUDIT COMMITTEE

- (1) The Audit Committee, regulated by a set of written terms of reference, comprises three members, all of whom are Independent Non-Executive Directors. The members of the Audit Committee and their attendance at the meetings for FY2023 are set out below:

| | | Meeting attended |
|--|-------------------|------------------|
| Independent Non-Executive Directors | | |
| Li Xu ¹ | <i>(Chairman)</i> | 1/1 |
| Ma Siu Kit ² | <i>(Chairman)</i> | 3/3 |
| Hui Wing Man ³ | | 1/1 |
| Li Wai Pui ⁴ | | 2/2 |
| Lee Ho Yee ⁵ | | 2/2 |

Notes:

- ¹ Mr. Li Xu resigned as a Director of the Company on 12 July 2023.
- ² Mr. Ma Siu Kit has re-designated as a Chairman of Audit Committee on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
- ³ Ms. Hui Wing Man resigned as a Director of the Company on 12 July 2023.
- ⁴ Mr. Li Wai Pui appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.
- ⁵ Ms. Lee Ho Yee appointed as a Director of the Company on 12 July 2023 and resigned as a Director of the Company on 22 January 2024.

The members of the Audit Committee as at the date of this Annual Report are set out below:

Independent Non-Executive Directors

Ms. Li Ying *(Chairlady)* – appointed on 26 January 2024
 Mr. Hua Shi – appointed on 26 January 2024
 Mr. Wang Cheng – appointed on 26 January 2024

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- (2) The Board is of the view that the members of the Audit Committee are appropriately qualified, having the necessary accounting or related financial management expertise or experience as the Board interprets such qualification to discharge their responsibilities.

The principal functions of the Audit Committee are to:

- (a) review the interim and annual financial statements of the Company before submission to the Board for adoption focusing in particular, on changes in accounting policies and practices, major risk and judgmental areas, significant adjustments resulting from the audit, the going concern assumptions and any qualification, compliance with accounting standards as well as compliance with statutory and regulatory requirements;
- (b) review with the external auditors, their scope, audit plans and audit reports as well as any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulation, which has or is likely to have a material impact on the Group's operating results or financial position, and Management's response thereto;
- (c) approve the internal and external audit plans and review results of their audits and recommendations as well as Management's responses to the recommendations;
- (d) review the assistance given by Management to the internal and external auditors to facilitate their audits and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of Management at least once a year and where necessary);
- (e) review and approve the appointment or re-appointment of internal and external auditors and matters relating to resignation or dismissal of the auditors;
- (f) ensure that arrangements are in place for staff of the Group and any other persons may, in confidence, raise concerns about possible improprieties in financial reporting or, other matters;
- (g) review annually the scope and results of the audit and its cost effectiveness as well as the independence and objectivity of the external auditors, including the volume of non-audit services provided by the external auditors to satisfy itself that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors before confirming their nomination;
- (h) manage potential conflicts of interests, if any;
- (i) undertake such other functions and duties as may be required by the statute or the Listing Manual of the SGX-ST and the Hong Kong Listing Rules; and
- (j) ensure the adequacy and effectiveness of the Group's internal controls including financial, operational, compliance, information technology controls and risk management system in order for the Board to provide an opinion on the adequacy of such controls.

The Audit Committee has the explicit powers to conduct or authorise investigation into any of the abovementioned matters.

The Audit Committee meets at least twice a year and when deemed appropriate to carry out its functions as sets out under its terms of reference. The Audit Committee has full access to and the co-operation of Management, has full discretion to invite any Directors and executive officers to attend its meetings, and has reasonable adequate resources to enable it to discharge its functions.

- (3) Three Audit Committee meetings were held in FY2023 to:
- (a) discuss and review the half-year and annual financial statements of the Company before submission to the Board for adoption;
 - (b) discuss and review the audit plans and audit reports with the internal and external auditors;

Corporate Governance Report

- (c) discuss and review the adequacy and effectiveness of the internal control and risk management systems and made recommendations to the Board for improvement of internal controls and risk management;
- (d) discuss and review the nomination and appointment or re-appointment of internal and external auditors;
- (e) meet with the internal and external auditors without the presence of Management to discuss the results of their audit findings and their evaluation of the Group's system of accounting and internal controls, set out in their respective reports;
- (f) ascertained that both the internal and external auditors have had the full co-operation of Management in carrying out their work;
- (g) the related party transactions, connected transactions and continuing connected transactions (as defined under the Hong Kong Listing Rules); and
- (h) keep abreast of accounting standards and discuss and review issues that could potentially impact financial reporting through quarterly updates and advice from the external auditors.

The Audit Committee has recommended to the Board the nomination of BDO Limited, Certified Public Accountants, Hong Kong as auditor at the forthcoming AGM.

The Board concurred with the Audit Committee's recommendation.

The Audit Committee has also put in place a "whistle-blowing" policy whereby staff of the Group and any other persons may raise concerns, in confidence and anonymity, on financial improprieties, fraudulent acts or other matters and ensure that arrangements are in place for investigation.

Details of the whistle-blowing policies and arrangements are posted on the Company's website. The website provides a feedback channel for any complainant to raise possible improprieties to the Audit Committee.

There was no incident of whistle-blowing reported for FY2023.

- (4) For FY2023, the Audit Committee had in general carried out its duties as stated in item (2) above.

(E) COMPANY SECRETARY

All Directors have access to the advice of the Company Secretary, who is responsible for advising the Board procedure and corporate governance matters. Mr. Chen Xi, the Joint Company Secretary who was an employee of the Company during FY2023, resigned on 26 January 2024.

Joint Company Secretaries

Ms. Fung Po Ting, an employee and a manager from an external service provider, TMF Hong Kong Limited was appointed as a Joint Company Secretary on 26 January 2024. Her primary contact person at the Company is Ms. Lang Ying, the Chairlady, CEO and Executive Director of the Company.

Ms. Chiang Wai Ming, an employee and associate director from an external service provider, TMF Singapore H Pte. Ltd. was appointed as a Joint Company Secretary on 26 October 2015.

The selection, appointment or dismissal of Company Secretary shall be approved by the Board as appropriate at Board meeting or via Directors' resolution in writing, as and when the occasion arises.

The joint company secretaries attended sufficient professional trainings as required under Rule 3.29 of the Listing Rules during FY2023 to update their skills and knowledge.

(F) DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 (formerly known as Appendix 10) of the Listing Rules in force during FY2023 as its code of conduct regarding securities transactions by its Directors. All the Directors have confirmed, following specific enquiry by the Company, that during the year from 1 January 2023 to 31 December 2023 (both dates inclusive), they have complied with the required standard set out in the Model Code as contained in Appendix C3 of the Listing Rules in force during the year.

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(G) RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems and reviewing its effectiveness.

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group established and maintained appropriate and effective risk management and internal control systems.

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee would consider the adequacy of resource, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting function as well as those relating to the Company's Environmental, Social and Governance performance and reporting is sufficient.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and stakeholder's interest.

The Group has established risk management procedures to address and handle all the significant risks associate with the business of the Group. The Board would perform annual review on any significant change of the business environment and establish procedures to response the risks result from significant change of business environment. The risk management and internal control systems are designed to mitigate the potential losses of the business.

The management would identify the risks associate with the business of the Group by considering both internal and external factors and events which include political, economic, technology, environmental, social and staff. Each of risks has been assessed and prioritised based on their relevant impact and occurrence opportunity. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follows:

- Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- Risk avoidance: change business process or objective so as to avoid the risk;
- Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market; and
- Risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During FY2023, the Group has engaged an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. There is no significant deficiency and weakness on the internal control system has been identified by the external advisory firm for FY2023.

The Board considered that, for FY2023, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.

Internal controls

The Board recognises that it is responsible for the overall internal controls framework, but accepts that no cost effective internal control system will preclude all errors and irregularities, as the system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company does not have a risk management committee. However, Management regularly reviews the Company's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. Management reviews all significant control policies and procedures and highlights all significant matters to the Board and the Audit Committee. During the year, the Company's internal auditors were engaged to review the Group's business and operational activities and identify the significant risk areas and to recommend the appropriate measures to mitigate these risks.

Corporate Governance Report

The Audit Committee also reviews the effectiveness of the actions taken by Management on the recommendations made by the internal and external auditors and ensures that there are follow-up actions on the implementation. The effectiveness of the internal financial control systems and procedures is monitored by Management.

The Company has outsourced its internal audit function to an external audit firm namely, CityLinkers Corporate Advisory Services Limited. The internal audit of the Group covers the review of financial, operational, information technology, compliance controls and risk management functions of the Group. Non-compliance and internal control weaknesses noted during the internal audits and their recommendations thereof are reported to the Audit Committee including Management's responses. The Audit Committee will review these findings and ensure that the recommendations are implemented. The internal auditors will follow up on the implementations in their next audit review.

The internal auditors report directly to the Audit Committee Chairman on internal audit matters and to the CEO on administrative matters.

The Audit Committee is of the view that the internal auditors have adequate resources to perform the internal audit function and have, to the best of their ability, maintained their independence from the audit activities. The Audit Committee reviews the adequacy and effectiveness of the internal audit function annually to ensure that the internal audit resources are adequate and that the internal audits are performed effectively.

The Board concurred with the Audit Committee's view, and supported by the management report and internal audit findings, reviewed the risk management and internal control system, including the financial, operational and compliance and information technology risk, for the reporting period, and considered that such system are effective and adequate.

The Board had on 30 March 2023 adopted an updated anti-corruption policy in promoting and supporting applicable anti-corruption laws and regulations.

Please refer to "Anti-Corruption" of the Environmental, Social and Governance Report in this Annual Report, for details of policies and systems regarding promotion and support of anti-corruption laws and regulations.

The Group's financial risk management is disclosed under note 43 to the consolidated financial statements on pages 141 to 149 of this Annual Report.

(H) AUDITOR'S REMUNERATION AND AUDITOR RELATED MATTERS

The Auditor, BDO Limited, have affirmed their independence in this respect. Audit services rendered by the external auditor amounted to RMB1,972,000 for FY2023. There were non-audit services amounted to RMB90,000 rendered by the external auditor in FY2023. The non-audit services are relating to the reviewing of the continuing connected transactions during FY2023.

(I) BOARD DIVERSITY AND GENDER DIVERSITY

The Company recognizes the benefits of having an effective and diverse Board, and views diversity at the Board as an essential element in supporting the attainment of its strategic objectives and sustainable development. In reviewing the Board composition and taking into account of the board diversity policy, the Nomination Committee reviews, on a yearly basis the size and composition of the Board and Board committees and the skills and core competencies of its members to ensure an appropriate balance and diversity of skills, experience, gender and knowledge, strategic planning experience, customer-based knowledge, familiarity with legal and regulatory requirements and knowledge of risk management. The Board considers that its Directors possess the necessary competencies and knowledge to lead and govern the Group effectively. All Board appointments are made based on merit, in the context of the skills, experience, independence, background, gender, age, ethnicity, knowledge and other relevant factors which the Board as a whole requires to be effective.

In recognition of the importance and value of gender diversity in the composition of the board, the Company had appointed first female Independent Non-Executive Director on 24 August 2020. Considering the nature and scope of the Group's business and the number of Board committees, the Board believes that the current size and composition provide sufficient diversity without interfering with efficient decision making. The Company currently has two female representatives on the Board and one female representative on the senior management as of the date of this Annual Report.

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In addition, the Board consists of Directors with ages ranging from mid-30s to late-50s, who have served on the Board for different tenures, the Board members with their combined business, management and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction.

As of 31 December 2023, the gender ratio of the Group's workforce was approximately 49.3% male to 50.7% female. The Company's hiring is merit-based and non-discriminatory. The Board is satisfied that the Company has achieved gender diversity in its workforce. During FY2023, the Company did not identify any factors or circumstances that would make achieving gender diversity in the workforce, including senior management of the Company, more challenging or would be irrelevant to gender diversity.

The Nomination Committee will continue to review the board diversity policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval. It will also continue its identification and evaluation of suitable candidates to ensure there is diversity (including gender diversity) on the Board.

(J) SHAREHOLDERS' RIGHTS

At the AGMs, the shareholders will be given an opportunity to voice their views and seek clarification from the Directors and members of the senior management.

Procedures for shareholders to convene a special general meeting

In accordance with the Company's Bye-laws, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Bermuda Companies Act.

To safeguard the shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the re-election of the retiring Directors.

All votes of the shareholders at the general meeting will be taken by poll. Poll results will be posted on the websites of the Company, the HKEX and SGX-ST after the meeting.

Procedures for raising enquiries

Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong share registrar (details of which are set out in the section headed "Corporate Information" of this Annual Report).

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong or via email to info@kangda-food.com.

Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

Procedures and contact details for putting forward proposals at general meetings

To put forward proposals at a general meeting of the Company, shareholder should lodge a written notice of his/her/its proposal (the "Proposal") with his/her/its detailed contact information to the Company's principal place of business in Hong Kong.

The identity of such shareholder and his/her/its request will be verified with the Company's Hong Kong share registrar and upon confirmation by the Hong Kong share registrar that the request is proper and in order and made by a shareholder of the Company, the Board will determine in its sole discretion whether the Proposal may be included in the agenda for the general meeting to be set out in the notice of meeting.

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The notice period to be given to all the shareholders of the Company for consideration of the Proposal raised by such shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires approval in an AGM;
- (2) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of a special resolution in a special general meeting; and
- (3) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval in a special general meeting other than by way of a special resolution of the Company.

The Group has a dividend policy but does not have a fixed percentage of its distributable income. The policy on distribution of dividend depends on the results of the Group's cash flow and financial position, capital expenditure plan, debt repayment schedule, dividends received from its subsidiaries, industry conditions and prospects, and other factors deemed relevant by the Board of Directors. No dividend has been declared for FY2023.

(K) INVESTOR RELATIONS

The Company had adopted a new Bye-laws at the Company's AGM held on 21 June 2023. An up-to-date version of the Company's Bye-laws is also available on the websites of the Company and of the Hong Kong Stock Exchange.

Shareholders' Communication Policy has been established by the Board to ensure that an effective system of communication with shareholders is in place. Shareholders are encouraged to participate in general meetings whereat members of the Board and Board Committees are available to answer their questions.

The Company has an internal investor relations function which focuses on facilitating communications with shareholders and analysts on a regular basis, attending to their queries or concerns and keeping them apprised of the Group's corporate developments and financial performance. During such interactions, the Company solicits and understands the views of shareholders and the investment community.

During FY2023, the Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy. The Company considers the current Shareholders' Communication Policy to be effective as the Company communicated well with Shareholders during the previous periods.

Corporate Governance Report

PART II

A. CORPORATE PURPOSE, STRATEGY AND GOVERNANCE

A.1 Corporate strategy, business model and culture

Principle

An issuer should be headed by an effective Board which should assume responsibility for its leadership and control and be collectively responsible for promoting its success by directing and supervising its affairs. Directors should take decisions objectively in the best interests of the issuer.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| A.1.1 | The board should establish the issuer's purpose, values and strategy, and satisfy itself that these and the issuer's culture aligned. All directors must act with integrity, lead by example, and promote the desired culture. Such culture should instil and continually reinforce across the organisation values of acting lawfully, ethically and responsibly. | No | The Board, in addition to its statutory responsibilities to protect and enhance long-term shareholders' values, is responsible for the overall performance of the Group. It provides effective leadership, sets the Company's values and standards and ensures that the necessary financial and human resources are in place for the Company to achieve its objectives. |
| A.1.2 | The directors should include a discussion and analysis of the Group's performance in the annual report, an explanation of the basis on which the issuer generate or preserves value over the longer term (the business model) and the strategy for delivering the issuer's objectives. | No | The Company's corporate strategy and long-term business model are explained in the section headed "Management Discussion and Analysis" of the Company's Annual Report. |

Corporate Governance Report

A.2 Corporate Governance Functions

Principle

The board is responsible for performing the corporate governance duties. It may delegate the responsibility to a committee or committees.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|---|
| A.2.1 | <p>The terms of reference of the Board (or a committee or committees performing this function) should include at least:</p> <p>(a) To develop and review an issuer’s policies and practices on corporate governance and make recommendations to the board;</p> <p>(b) To review and monitor the training and continuous professional development of directors and senior management;</p> <p>(c) To review and monitor the issuer’s policies and practices on compliance with legal and regulatory requirements;</p> <p>(d) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and</p> <p>(e) To review the issuer’s compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.</p> | No | Terms of reference of the Board contain all the specific corporate governance duties as prescribed by the CG Code. Please refer to section (A)(7) of Part I of this Corporate Governance Report for the principal corporate governance duties of the Board. |

B. BOARD COMPOSITION AND NOMINATION

B.1 Board composition, succession and evaluation

Principle

The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the issuer’s business, and should ensure that the directors devote sufficient time and make contributions to the issuer that are commensurate with their role and board responsibilities. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive directors should be of sufficient caliber and number for their views to carry weight.

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|--|
| B.1.1 | The independent non-executive directors should be identified in all corporate communications that disclose the names of directors. | No | Composition of the Board at the prevailing time throughout the year, by category of Directors, including names of Executive Director(s), Non-Executive Director(s) and Independent Non-Executive Directors, has been disclosed in all corporate communication. |
| B.1.2 | An issuer should maintain on its website and on the Exchange's website an updated list of its Directors identifying their roles and functions and whether they are independent non-executive directors. | No | An updated list of the Company's Directors identifying their roles and functions and whether they are Independent Non-Executive Directors is available on the websites of the Company and the Hong Kong Stock Exchange. |
| B.1.3 | The Board should review the implementation and effectiveness of the issuer's policy on board diversity on an annual basis. | No | <p>The Company recognizes the benefits of having an effective and diverse Board, and views diversity at the Board as an essential element in supporting the attainment of its strategic objectives and sustainable development. In reviewing the Board composition and taking into account of the board diversity policy, the Nomination Committee reviews, on a yearly basis the size and composition of the Board and Board committees and the skills and core competencies of its members to ensure an appropriate balance and diversity of skills, experience, gender and knowledge, strategic planning experience, customer-based knowledge, familiarity with legal and regulatory requirements and knowledge of risk management. The Board considers that its Directors possess the necessary competencies and knowledge to lead and govern the Group effectively. All Board appointments are made based on merit, in the context of the skills, experience, independence, background, gender, age, ethnicity, knowledge and other relevant factors which the Board as a whole requires to be effective.</p> <p>In recognition of the importance and value of gender diversity in the composition of the board, female directors had been appointed as Independent Non-Executive Directors since August 2020. As of the date of this Annual Report, Ms. Lang Ying and Ms. Li Ying were appointed as Directors on 26 January 2024. Considering the nature and scope of the Group's business and the number of Board committees, the Board believes that the current size and composition provide sufficient diversity without interfering with efficient decision making. The Company currently has two female representatives on the Board and one female representative on senior management.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| | | | <p>In addition, the Board consists of Directors with ages ranging from mid-30s to late-50s, who have served on the Board for different tenures, the Board members with their combined business, management and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction.</p> <p>The Nomination Committee will continue to review the board diversity policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval. It will also continue its identification and evaluation of suitable candidates to ensure there is diversity (including gender diversity) on the Board.</p> |
| B.1.4 | An issuer should establish mechanism(s) to ensure independent views and input are available to the board and disclose such mechanism(s) in its Corporate Governance Report. The board should review the implementation and effectiveness of such mechanism(s) on an annual basis. | No | <p>The Company established board independence evaluation mechanism to ensure independent views and input are available to the board. Such mechanism includes, amongst others:</p> <ul style="list-style-type: none"> • Nomination Committee is established with clear terms of reference. • Nomination policy is in place with details of the process and criteria of identifying, selecting, recommending, cultivating and integrating new directorship. • Every independent non-executive director is required to confirm in writing to the Company his/her independence upon his/her appointment as Director and to declare his/her past or present financial or other interests in the Group's business as soon as practicable, or his/her connection with any of the Company's connected persons, if any. • Every independent non-executive director is required to inform the Company as soon as practicable if there is any change in his/her own personal particulars that may affect his/her independence. • The Nomination Committee will assess annually the independence of all independent non-executive directors. • An annual review on Board independence will be conducted and reported to the Board by the Nomination Committee. • The Board shall review the implementation and effectiveness of this mechanism on an annual basis. |

Corporate Governance Report

B.2 Appointments, re-election and removal

Principle

There should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. An issuer must explain the reasons for the resignation or removal of any Director.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|---|
| B.2.1 | Directors should ensure that they can give sufficient time and attention to the issuer's affairs and should not accept the appointment if they cannot do so. | No | The Directors continue to give appropriate time and attention to the affairs of the Company. |
| B.2.2 | Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. | No | The Company's Bye-laws conform with this code provision whereby every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and Directors appointed by the Board to fill casual vacancy shall be subject to re-election by shareholders at the first general meeting after appointment. |
| B.2.3 | If an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination. | No | There is no independent non-executive director who has served more than nine years. |
| B.2.4 | Where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should: <ul style="list-style-type: none"> (a) Disclose the length of tenure of each existing independent non-executive director on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the AGM; and (b) Appoint a new independent non-executive director on the board at the forthcoming AGM. | No | There is no independent non-executive director who has served more than nine years. |

Corporate Governance Report

B.3 Nomination Committee

Principle

In carrying out its responsibilities, the Nomination Committee should give adequate consideration to the Principles under B.1 and B.2.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|--|
| B.3.1 | <p>The Nomination Committee should be established with specific written terms of reference which deal clearly with its authority and duties. It should perform the following duties:</p> <p>(a) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the issuer's corporate strategy;</p> <p>(b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;</p> <p>(c) assess the independence of independent non-executive directors; and</p> <p>(d) make recommendations to the board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and chief executive.</p> | No | <p>The Board has established a Nomination Committee. A majority of the members of the Nomination Committee are independent non-executive directors.</p> <p>The Nomination Committee has specific written terms of reference which contain the specific duties as prescribed by the CG Code.</p> <p>Please refer to section D2(2) of Part I of this Corporate Governance Report for the principal duties of the Nomination Committee.</p> |
| B.3.2 | <p>The Nomination Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and issuer's website.</p> | No | <p>The Terms of reference of the Nomination Committee (including its role and functions) are available on the websites of the Hong Kong Stock Exchange and the Company.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| B.3.3 | Issuers should provide the Nomination Committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the issuer's expense, to perform its responsibilities. | No | The Nomination Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties. |
| B.3.4 | <p>Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statements accompanying the notice of the relevant general meeting:</p> <p>(a) The process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;</p> <p>(b) If the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board;</p> <p>(c) The perspectives, skills and experience that the individual can bring to the board; and</p> <p>(d) How the individual contributes to diversity of the board.</p> | No | <p>For the proposed re-appointment/re-election of the retiring independent non-executive directors during the year under review, the Company has included in the circular to shareholders accompanying the notice of the relevant general meeting the prescribed information.</p> <p>Please refer to sections D2(3) to D2(5) of Part I of this Corporate Governance Report for the process of re-appointment/re-election of Directors.</p> |

Corporate Governance Report

C. DIRECTORS' RESPONSIBILITIES, DELEGATION AND BOARD PROCEEDINGS

C.1 Responsibilities of directors

Principle

Every Director must always know their responsibilities as a Director of an issuer and its conduct, business activities and development. Given the essential unitary nature of the Board, non-executive directors have the same duties of care and skill and fiduciary duties as executive directors.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|--|
| C.1.1 | Newly appointed Directors of an issuer should receive a comprehensive, formal and tailored induction on appointment. Subsequently, they should receive any briefing and professional development necessary to ensure that they have a proper understanding of the issuer's operations and business and are fully aware of their responsibilities under statute and common law, the Exchange Listing Rules, legal and other regulatory requirements and the issuer's business and governance policies. | No | Every newly appointed Directors are given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group. The Directors are updated on the latest developments regarding the Hong Kong Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. Continuing briefings and professional development to Directors will be arranged whenever necessary. |
| C.1.2 | Functions of non-executive directors should include the following: (a) participating in Board meetings to bring an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standard conduct; | No | All independent non-executive directors of the Company in office during the year under review have duly performed these functions. |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| | <p>(b) taking the lead where potential conflicts of interest arise;</p> <p>(c) serving on the audit, remuneration, nomination and other governance committees, if invited; and</p> <p>(d) scrutinising the issuer's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.</p> | | |
| C.1.3 | <p>The Board should establish written guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the issuer's securities.</p> <p>"Relevant Employee" includes any employee or a Director or employee of a subsidiary or holding company who, because of such office or employment, is likely to possess inside information in relation to the Issuer or its securities.</p> | No | <p>The Company has adopted the Model Code as set out in Appendix C3 of the Listing Rules in force during FY2023 as its code of conduct regarding securities transactions by its Directors.</p> <p>The Model Code has been extended and has become equally applicable to dealings in the securities of the Company by members of Management as included in the Company's latest Annual Report or as otherwise resolved by the Board from time to time.</p> |
| C.1.4 | <p>All Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. The issuer should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director.</p> | No | <p>All Directors are provided with continuous updates and briefings on the latest changes or material developments in statutes, the Listing Rules, corporate governance practices, etc. and are encouraged to participate in continuous professional development programmes, at the Company's expenses, to update and enhance their knowledge and skills for performing Directors' roles and responsibilities.</p> <p>The Company maintains and updates a record of training received by the Directors. Please refer to section A(11) of Part I of this Corporate Governance Report for further details.</p> |
| C.1.5 | <p>Directors should disclose to the issuer at the time of their appointment, and in a timely manner for any changes, the number and nature of offices held in public companies or organisations and other significant commitments. The identity of the public companies or organisations and an indication of the time involved should also be disclosed. The board should determine for itself how frequently this disclosure should be made.</p> | No | <p>Each Director is required, on appointment, to disclose to the Board his/her directorships in public companies or organisations and other significant commitments, and provides continuous updates, on a regular basis, for any change therein, with an indication of the time involved.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| C.1.6 | Independent non-executive directors and other non-executive directors, as equal Board members, should give the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally, they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders. | No | <p>During the year under review, all independent non-executive directors of the Company have given the Board and any Board Committees on which they served the benefit of their skills, expertise, varied backgrounds and qualifications through regular attendance and active participation at meetings of the Board and relevant Board Committees (as the case may be).</p> <p>The independent non-executive directors of the Company attended a Special General Meeting held on 20 March 2023 and AGM of the Company held on 21 June 2023. They were available to answer questions thereat.</p> <p>There was no other general meeting held during the year under review.</p> |
| C.1.7 | Independent non-executive directors and other non-executive directors should make a positive contribution to the development of the issuer's strategy and policies through independent, constructive and informed comments. | No | Adequate business documents and information about the Group were provided to all Directors in a timely manner. The independent non-executive directors in office during the year under review were able to provide independent, constructive and informed comments and decisions on the development of the Company's strategy and policies. |
| C.1.8 | An issuer should arrange appropriate insurance cover in respect of legal action against its directors. | Yes | During the year ended 31 December 2023 and up to the date of this Annual Report, the Company has not arranged liability insurance for the Directors in respect of legal proceedings that may be brought against the Directors due to the activities of the Company. The Company's Bye-Laws provides that each Director shall be entitled to be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she may incur or sustain in or about the execution of his/her duty. However, as the Company considered its risk management and internal control systems are effective and constantly under review, and as all the Executive Directors are familiar with the operation of the Group, the Company believes that the risk of the Directors being sued or getting involved in litigation in their capacity as Directors is relatively low, and hence the Company is of the view that the benefits of the insurance may not outweigh the cost. |

Corporate Governance Report

C.2 Chairman and Chief Executive

Principle

There are two key aspects of the management of every issuer – the management of the Board and the day-to-day management of business. There should be a clear division of these responsibilities to ensure a balance of power and authority, so that power is not concentrated in any one individual.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| C.2.1 | The roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. | Yes | <p>The Chairman of the Board, Mr. Fang Yu, was also the CEO during the year of review. With the establishment of various Board Committees with power and authority to perform key functions and putting in place internal controls to allow effective oversight by the Board of the Group's business, the Board is of the view that these enable the Board to exercise objective decision-making in the interests of the Group. The Board believes that with Mr. Fang Yu's extensive experience in financial industry, Mr. Fang Yu's dual role as Chairman and CEO provides the Company with strong and consistent leadership, allows for more effective and efficient planning and execution of business decisions and strategies and is beneficial to the business prospects and management of the Group. Although Mr. Fang Yu performs both the roles of Chairman and CEO, the division of responsibilities between the Chairman and CEO is clearly established. The two roles are performed by Mr. Fang Yu distinctly. The Company considers that it is the long-term objective of the Company to have these two roles performed by separate individuals when suitable candidates are identified.</p> <p>As of the date of this Annual Report, Ms. Lang Ying was appointed as Chairlady of the Board and the CEO, in place of Mr. Fang Yu, following her appointment as a Director of the Company on 26 January 2024.</p> |
| C.2.2 | The Chairman should ensure that all Directors are properly briefed on issues arising at Board meetings. | No | All Directors are properly briefed on issues arising at Board meetings. |
| C.2.3 | The Chairman should be responsible for ensuring that Directors receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable. | No | Adequate business documents and information about the Group are provided to all Directors in a timely manner. |
| C.2.4 | The Chairman should ensure that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. The chairman should be primarily responsible for drawing up and approving the agenda for each board meeting. The chairman should take into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda. The chairman may delegate this responsibility to a designated director or the company secretary. | No | <p>The Board, under the leadership of the Chairman/ Chairlady, works effectively and performs its responsibilities with all key and appropriate issues discussed in a timely manner.</p> <p>Comments on the draft notice and agenda of regular Board meetings and matters proposed to be included in such drafts by any Director will be duly considered before finalisation.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|---|
| C.2.5 | The Chairman should take primary responsibility for ensuring that good corporate governance practices and procedures are established. | No | The Board establishes and maintains good governance practices and procedures. |
| C.2.6 | The Chairman should encourage all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the issuer. The chairman should encourage directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that board decisions fairly reflect board consensus. | No | All Directors are encouraged to make a full and active contribution to the Board's affairs and to voice their concerns if they have different views. Directors are given sufficient time for discussion at Board meetings. All Directors endeavour to act in the best interests of the Company. |
| C.2.7 | The Chairman should at least annually hold meetings with the Independent Non-executive Directors without the present of other Executive Directors. | No | During the year under review, the Chairman of the Company had held a meeting with the Independent Non-executive Directors of the Company without the presence of other executive Directors. |
| C.2.8 | The Chairman should ensure that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole. | No | Shareholders' Communication Policy has been established by the Board to ensure that an effective system of communication with shareholders is in place. Shareholders are encouraged to participate in general meetings whereat members of the Board and Board Committees are available to answer their questions. |
| C.2.9 | The Chairman should promote a culture of openness and debate by facilitating the effective contribution of Non-executive Directors and ensuring constructive relations between Executive and Non-executive Directors. | No | All Directors are encouraged to openly share their views on the Company's affairs and issues and they are entitled to have access to Management who will respond to queries raised by the Directors as promptly and fully as possible. The Board has agreed on a procedure to enable the Directors to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them to perform their duties. |

Corporate Governance Report

C.3 Management functions

Principle

An issuer should have a formal schedule of matters specifically reserved for Board approval. The Board should give clear directions to Management on the matters that must be approved by it before decisions are made on the issuer's behalf.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|--|
| C.3.1 | When the Board delegates aspects of its management and administration functions to Management, it must, at the same time, give clear directions as to the management's powers, in particular where management should report back and obtain prior board approval before making decisions or entering into any commitments on the issuer's behalf. | No | The Board delegates management and administration functions to Management as it considers appropriate from time to time, with clear directions as to the Management's powers including circumstances where Management shall report back and obtain prior Board approval. |
| C.3.2 | An issuer should formalise the functions reserved to the Board and those delegated to Management. It should review those arrangements periodically to ensure that they remain appropriate to the issuer's needs. | No | There is a formal schedule of matters reserved for the Board's decision, including: <ul style="list-style-type: none"> (i) Mergers and acquisitions; (ii) Investments and divestments; (iii) Acquisitions and disposals of assets; (iv) Major corporate policies on key area of operations; (v) Acceptances of bank facilities; (vi) Annual budget; (vii) Release of Group's half year and full year results; and (viii) Those matters which are likely to have a material impact on the Group's operating units and/or financial position as well as matters other than in the ordinary course of business. |
| C.3.3 | Issuers should clearly understand delegation arrangement in place. Issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. | No | A formal letter of appointment setting out the key terms and conditions of appointment had been entered into between the Company and individual Directors. Each Director understands the delegation arrangements in place. |

Corporate Governance Report

C.4 Board Committees

Principle

Board committees should be formed with specific written terms of reference which deal clearly with their authority and duties.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| C.4.1 | Where Board Committees are established to deal with matters, the Board should give sufficiently clear terms of reference to Board Committees to enable them to perform their functions properly. | No | Clear terms of reference have been adopted for the Board Committees of the Company, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. |
| C.4.2 | The terms of reference of Board Committees should require them to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restriction on their ability to do so (such as a restriction on disclosure due to regulatory requirements). | No | This term has been included in the terms of reference of the relevant Board Committees. |

C.5 Conduct of board proceedings and supply of and access to information

Principle

The issuer should ensure directors can participate in board proceedings in a meaningful and effective manner. Directors should be provided in a timely manner with appropriate information in the form and quality to enable them to make an informed decision and perform their duties and responsibilities.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| C.5.1 | The Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. | No | The Board has overall responsibility for the proper conduct of the Company's business. Regular Board meetings are held on a quarterly basis and ad hoc Board meetings will be held as and when required. The meetings were held in person and/or through electronic means of communication, of a majority or all directors presented. |
| C.5.2 | Arrangements should be in place to ensure that all directors are given an opportunity to include matters in the agenda for regular board meetings. | No | Draft notice and agenda for regular Board meetings are provided to all Directors for comments and consideration and inclusion of any matters for deliberation at the meetings. |
| C.5.3 | Notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given. | No | Reasonable notice will be given for all other Board meetings. |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| C.5.4 | Minutes of board meetings and meetings of board committees should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director. | No | Minutes of the meetings of the Board, the Audit Committee, the Nomination Committee, and Remuneration Committee are kept by the Company Secretary. Such minutes are available for inspection on reasonable notice by any Director. |
| C.5.5 | Minutes of board meetings and meetings of board committees should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting view expressed. Draft and final versions of minutes should be sent to all directors for their comment and records respectively, within a reasonable time after the board meeting is held. | No | Draft and final versions of minutes of Board meetings are sent to all Directors for their comments and records within a reasonable time. |
| C.5.6 | There should be a procedure agreed by the Board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the issuer's expense. The Board should resolve to provide separate independent professional advice to directors to assist them perform their duties to the issuer. | No | The Board has agreed on a procedure to enable the Directors to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them to perform their duties. |
| C.5.7 | If a substantial shareholder or a Director has a conflict of interest in a material matter to be considered by the Board, the matter should be dealt with by a physical Board meeting rather than a written resolution. Independent non-executive directors, who, and whose close associates, have no material interest in the transaction should be present at the board meeting. | No | <p>Material transactions with connected persons will be considered at Board meetings whereat the Directors may consider, if appropriate, granting approval in-principle for the proposed transactions and authorising the final forms thereof be further approved by way of circulation of written resolution or by a Board committee set up for that purpose.</p> <p>The Company's Bye-laws and the Bermuda laws allow the attendance of the Company's Directors by means of, inter alia, telephone or electronic facilities and such attendance shall be counted as attendance at a physical Board meeting.</p> <p>The Independent Non-Executive Directors attended the meetings held during the year of review, excused themselves and abstained from voting any resolutions that he/she may have interest.</p> |
| C.5.8 | For regular Board meetings, and as far as practicable in all other cases, an agenda and accompanying board papers should be sent, in full, to all Directors at least 3 days before the intended date of a board or board committee meeting (or other agreed period). | No | Board papers in respect of regular Board meetings, and as far as practicable in all other cases, are sent to all Directors or Board Committee members (as the case may be) at least 3 days (or other agreed period) before the relevant meetings. |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| C.5.9 | Management has an obligation to supply the Board and its committees with adequate information in a timely manner, to enable it to make informed decisions. To fulfill their duties properly, Directors may not in all circumstances, be able to rely purely on information provided voluntarily by management and they may need to make further enquiries. Where any Director requires more information than enquiries where necessary. So, the Board and individual Directors should have separate and independent access to the issuer's Senior Management. | No | The Company continues to supply the Board and its committees with adequate information in a timely manner. There are formal and informal contacts between the Board and the Management from time to time at Board meetings and other events. |
| C.5.10 | All Directors are entitled to have access to Board papers and related materials. These papers and related materials should be in a form and quality sufficient to enable the Board to make informed decisions on matters placed before it. Queries raised by Directors should receive a prompt and full response, if possible. | No | Board papers, minutes and related corporate documentation are made available for inspection by all Directors. All Directors are entitled to have access to Management who will respond to queries raised by the Directors as promptly and fully as possible. |

C.6 Company Secretary

Principle

The Company Secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that board policy and procedures are followed. The Company Secretary is responsible for advising the Board through the Chairman and/or the Chief Executive on governance matters and should also facilitate induction and professional development of Directors.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| C.6.1 | The Company Secretary should be an employee of the issuer and have day-to-day knowledge of the issuer's affairs. Where an issuer engages an external service provider as its company secretary, it should disclose the identity of a person with sufficient seniority (e.g. chief legal counsel or chief financial officer) at the issuer whom the external provider can contact. | No | Mr. Chen Xi, the Joint Company Secretary who was an employee of the Company had resigned on 26 January 2024. Ms. Fung Po Ting, an employee and manager from external service provider, TMF Hong Kong Limited was appointed as a Joint Company Secretary on 26 January 2024. Ms. Chiang Wai Ming, an employee and associate director from external service provider, TMF Singapore H Pte. Ltd. was appointed as a Joint Company Secretary on 26 October 2015. Their primary contact person at the Company is Ms. Lang Ying, the Chairlady, CEO and Executive Director of the Company. |
| C.6.2 | The Board should approve the selection, appointment or dismissal of the Company Secretary. | No | The selection, appointment or dismissal of the Company Secretary shall be approved by the Board as appropriate at Board meeting, as and when the occasion arises. |
| C.6.3 | The Company Secretary should report to the Board Chairman and/or the Chief Executive. | No | The Company Secretary reports to the Board of Directors on Board matters. |
| C.6.4 | All Directors should have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable law, rules regulations, are followed. | No | All Directors have access to the advice and services of the Company Secretary on Board procedures and corporate governance matters as and when required. |

Corporate Governance Report

D. AUDIT, INTERNAL CONTROL AND RISK MANAGEMENT

D.1 Financial reporting

Principle

The Board should present a balanced, clear and comprehensible assessment of the company's performance, position and prospects.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| D.1.1 | Management should provide sufficient explanation and information to the Board to enable it to make an informed assessment of financial and other information put before it for approval. | No | The Directors are regularly provided with relevant reports and updates on the Company's business and financial information. |
| D.1.2 | Management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties. | No | All Directors are provided with monthly updates giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects, where applicable, in sufficient details to keep the Directors abreast of the Group's affairs in order to perform their duties. |
| D.1.3 | The Directors should acknowledge in this Corporate Governance Report their responsibility for preparing the accounts. There should be a statement by the auditors about their reporting responsibilities in the Auditor's Report on the financial statements. Unless it is inappropriate to assume that the Company will continue in business, the Directors should prepare the accounts on a going concern basis, with supporting assumptions or qualifications as necessary. Where the Directors are aware of material uncertainties relating to events or conditions that may cast significant doubt on the issuer's ability to continue as a going concern, they should be clearly and prominently disclosed and discussed at length in the Corporate Governance Report. The Corporate Governance Report should contain sufficient information for investors to understand the severity and significance of matters. To a reasonable and appropriate extent, the issuer may refer to other parts of the Annual Report. These references should be clear and unambiguous and the Corporate Governance Report should not contain only a cross-reference without any discussion of the matter. | No | <p>The Directors are responsible for preparing accounts for each financial year which give a true and fair view of the financial position of the Group and of the financial performance and cash flows of the Group for the year then ended. In preparing accounts for FY2023, the Directors have:</p> <ul style="list-style-type: none"> (i) selected suitable accounting policies and applied them consistently; (ii) made judgements and estimates that are prudent and reasonable; and (iii) prepared accounts on the going concern basis. <p>The Auditor's Report states the auditor's reporting responsibilities.</p> <p>The Directors were aware of the multiple uncertainties related to going concern of the Company. Based on the accounting estimates and assumptions used in preparation of the financial statement, the Directors had reviewed and deliberated, notwithstanding that the Group's current liability exceeded its current assets and the significant bank and other borrowings and its short-term repayment term, considered the operations of the Group can continue as a going concern.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| | | | <p>The Directors had also taken into consideration of the followings and were of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 December 2023:-</p> <ol style="list-style-type: none"> 1. Expand production volume by improving the efficiency of facilities and implement measures to tighten cost controls over various operating expenses. 2. Active negotiation with banks to seek renewal of outstanding bank borrowings. 3. Active exploration of the availability of alternative source of financing. 4. Negotiate and set out the settlement plan of a related party loan. <p>For more details, please refer to Pages 90 to 154 under Notes to the Financial Statement of this Annual Report.</p> |
| D.1.4 | The Board should present a balanced, clear and understandable assessment in annual and interim reports and other financial disclosures required by the Listing Rules; and for reports to regulators and information disclosed under statutory requirements. | No | The Board endeavours to present a balanced, clear and understandable assessment of the Group's position in all corporate communications issued under statutory and/or regulatory requirements. |

D.2 Risk management and internal control

Principle

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the issuer's strategic objectives, and ensuring that the issuer establishes and maintains appropriate and effective risk management and internal control systems. Such risks would include, amongst others, material risks relating to ESG (please refer to the ESG Reporting Guide in Appendix C2 to the Exchange Listing Rules for further information). The Board should oversee Management in the design, implementation and monitoring of the risk management and internal control systems, and Management should provide a confirmation to the Board on the effectiveness of these systems.

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| D.2.1 | The Board should oversee the issuer's risk management and internal control systems on an ongoing basis, ensure that a review of the effectiveness of the issuer's and its subsidiaries' risk management and internal control systems has been conducted at least annually and report to shareholders that it has done so in the Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls. | No | <p>The Board through the Audit Committee, has conducted annual review of the effectiveness of the Group's systems of risk management and internal control, which cover all material controls including financial, operational, compliance and information technology risks.</p> <p>The Board is of the view that the Group maintains reasonably sound and effective systems of risk management and internal control relevant to its level of operations.</p> <p>Please refer to section (G) of Part I of this Corporate Governance Report headed "Risk Management and Internal Control" for the details.</p> |
| D.2.2 | The Board's annual review should, in particular, ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting, internal audit, financial reporting functions as well as those relating to the issuer's ESG performance and reporting. | No | The Company has outsourced its internal audit function to an external audit firm, namely CityLinkers Corporate Advisory Services Limited. The Audit Committee and the Board are of the view that the internal auditors have the relevant qualifications and adequate resources to perform the functions effectively. |
| D.2.3 | <p>The Board's annual review should, in particular, consider:</p> <p>(a) the changes, since the last annual review, in the nature and extent of significant risks (including ESG risks), and the issuer's ability to respond to changes in its business and the external environment;</p> <p>(b) the scope and quality of management's ongoing monitoring of risks (including ESG risks) and of the internal control systems, and where applicable, the work of its internal audit function and other assurance providers;</p> <p>(c) the extent and frequency of communication of monitoring results to the Board (or Board Committee(s)) which enables it to assess control of the issuer and the effectiveness of risk management;</p> | No | <p>The Board and the Audit Committee have through the internal auditors, conducted an annual review and considered the followings:</p> <p>(a) The changes, since the last annual review, in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment.</p> <p>(b) The scope and quality of management's ongoing monitoring of risks and of the internal control systems.</p> <p>(c) The ongoing process and detailed monitoring results of the risk management and internal control systems are shared and communicated to the Board annually.</p> <p>(d) No significant control failing or weakness were identified during the period which have had, could have, or may in the future have, a material impact on the Company's financial performance or condition.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| | <p>(d) significant control failings or weaknesses that have been identified during the period. Also, the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the issuer's financial performance or condition; and</p> <p>(e) the effectiveness of the issuer's processes for financial reporting and Listing Rule compliance.</p> | | <p>(e) The Company's processes for financial reporting and Listing Rule compliance have been operating effectively.</p> |
| D.2.4 | <p>Issuers should disclose, in the Corporate Governance Report, a narrative statement on how they have complied with the risk management and internal control code provisions during the reporting period. In particular, it should disclose:</p> <p>(a) the process used to identify, evaluate and manage significant risks;</p> <p>(b) the main features of the risk management and internal control systems;</p> <p>(c) an acknowledgement by the Board that it is responsible for the risk management and internal control systems and reviewing their effectiveness;</p> <p>(d) the process used to review the effectiveness of the risk management and internal control systems and to resolve material internal control defects; and</p> <p>(e) the procedures and internal control for the handling and dissemination of inside information.</p> | No | <p>The Board has the ultimate responsibilities for the Group's risk management and internal control systems, which are managed through a number of practices and related policies and procedures established and renewed from time to time which were assessed, on the effectiveness and compliance, from time to time. The internal auditors report directly to the Audit Committee. In addition, internal control systems covering areas in relation to the Group's business nature and activities under the Committee of Sponsoring Organizations of the Treadway Commission framework were adopted.</p> <p>Please refer to section (G) of Part I of this Corporate Governance Report headed "Risk Management and Internal Control" for further details of the Group's risk management and internal control systems and the key process and procedures involved in the respective areas as required to be disclosed in this Annual Report.</p> <p>With respect to procedures and internal controls for the handling and dissemination of inside information, the Group ensure that the inside information of the Group is to be disseminated to public in equal and timely manner in accordance with the applicable laws and regulations.</p> |
| D.2.5 | <p>Issuer should have an internal audit function.</p> | No | <p>The Company has outsourced its internal audit function to an external audit firm, namely CityLinkers Corporate Advisory Services Limited.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| D.2.6 | The issuer should establish a whistleblowing policy and system for employees and those who deal with the issuer (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, with the audit committee (or any designated committee comprising a majority of independent non-executive directors) about possible improprieties in any matter related to the issuer. | No | <p>The Company has put in place a "whistle-blowing" policy whereby staff of the Group and any other persons may raise concerns, in confidence and anonymity, on financial improprieties, fraudulent acts or other matters and ensure that arrangements are in place for investigation.</p> <p>Details of the whistle-blowing policies and arrangements are posted on the Company's website. The website provides a feedback channel for any complainant to raise possible improprieties to the Audit Committee.</p> <p>There was no incident of whistle-blowing reported for FY2023.</p> |
| D.2.7 | The issuer should establish policy(ies) and system(s) that promote and support anti-corruption laws and regulations. | No | <p>The Board had on 30 March 2023 adopted an updated anti-corruption policy in promoting and supporting applicable anti-corruption laws and regulations.</p> <p>For details of policies and systems regarding promotion and support of anti-corruption laws and regulations, please refer to "Anti-Corruption" of the Environmental, Social and Governance Report in this Annual Report.</p> |

D.3 Audit Committee

Principle

The Board should establish formal and transparent arrangements to consider how it will apply financial reporting, risk management and internal control principles and maintain an appropriate relationship with the issuer's Auditors. The Audit Committee established under the Listing Rules should have clear terms of reference.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|---|
| D.3.1 | Full minutes of Audit Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the meetings should be sent to all committee members for their comments and records within a reasonable time after the meeting. | No | <p>Minutes of the Audit Committee meetings are kept by the Company Secretary as Secretary of the Audit Committee.</p> <p>Draft and final versions of minutes of Audit Committee meetings are sent to all committee members for their comments and records within a reasonable time.</p> |

Corporate Governance Report

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| D.3.2 | <p>A former partner of the issuer's existing auditing firm should be prohibited from acting as a member of its Audit Committee for a period of two years from the date of the person ceasing:</p> <p>(a) to be a partner of the firm; or</p> <p>(b) to have any financial interest in the firm,</p> <p>whichever is later.</p> | No | None of the Directors who served on the Audit Committee during the year under review were former partners of the external auditor. |
| D.3.3 | The Audit Committee's terms of reference should include at least the prescribed specific duties. | No | The terms of reference of the Audit Committee contain at least the specific duties as prescribed by the CG Code in force during the year. Please refer to section D3(2) of Part I of this Corporate Governance Report for the principal duties of the Audit Committee. |
| D.3.4 | The Audit Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Exchange and the issuer. | No | The terms of reference of the Audit Committee (including its role and functions) are available on the websites of the Hong Kong Stock Exchange and the Company. |
| D.3.5 | Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the issuer shall include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and the reasons why the Board has taken a different view. | No | The Audit Committee recommended to the Board that, subject to shareholders' approval at the forthcoming AGM, BDO Limited be re-appointed as the external auditor. The Board endorsed the Audit Committee's recommendation on the re-appointment of the external auditor. |
| D.3.6 | The Audit Committee should be provided with sufficient resources to perform its duties. | No | The Audit Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties. |
| D.3.7 | The terms of reference of the Audit Committee should also require it to review arrangements employees of the issuer can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and to act as the key representative body for overseeing the issuer's relations with the external auditor. | No | The terms of reference of the Audit Committee contain at least the specific duties as prescribed by the CG Code in force during the year. Please refer to section D3(2) of Part I of this Corporate Governance Report for the principal duties of the Audit Committee. |

Corporate Governance Report

E. REMUNERATION

E.1 The level and make-up of remuneration and disclosure

Principle

An issuer should have a formal and transparent policy on directors' remuneration and other remuneration related matters. The procedure for setting policy on Executive Directors' remuneration and all Directors' remuneration packages should be formal and transparent. Remuneration levels should be sufficient to attract and retain Directors to run the company successfully without paying more than necessary. No Director should be involved in deciding his/her own remuneration.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|---|-----------------|---|
| E.1.1 | The Remuneration Committee should consult the Chairman and/or Chief Executive about their remuneration proposals for other Executive Directors and have access to independent professional advice if necessary. | No | The Remuneration Committee consults the Chairman of the Company on formulating proposals on the remuneration of other Executive Directors (except his associates). During the financial year under review, the Remuneration Committee did not require the independent professional advice. |
| E.1.2 | The terms of reference of the Remuneration Committee should include, as a minimum, the prescribed specific duties. | No | Terms of reference of the Remuneration Committee contain all the specific duties as prescribed by the CG Code. Please refer to section D1(3) of Part I of this Corporate Governance Report for the principal duties of the Remuneration Committee. |
| E.1.3 | The Remuneration Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Exchange and the issuer. | No | Terms of reference of the Remuneration Committee (including its role and functions) are available on the websites of the Hong Kong Stock Exchange and the Company. |
| E.1.4 | The Remuneration Committee should be provided with sufficient resources to perform its duties. | No | The Remuneration Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties. |
| E.1.5 | Issuers should disclose the directors' remuneration policy, details of any remuneration payable to members of Senior Management by band and other remuneration related matters in their annual reports. | No | Remuneration paid to members of Senior Management has been disclosed by band in the Company's Annual Report. Please refer to section D1(7) of Part I of this Corporate Governance Report for details of remuneration payable to members of Senior Management by band. |

Corporate Governance Report

F. SHAREHOLDERS ENGAGEMENT

F.1 Effective communication

Principle

The Board should be responsible for maintaining an on-going dialogue with shareholders and in particular, use AGMs or other general meetings to communicate with them and encourage their participation.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|---|
| F.1.1 | The issuer should have a policy on payment of dividends and should disclose it in the annual report. | No | The Group has a dividend policy but does not have a fix percentage of its distributable income. The policy on distribution of dividend depends on the results of the Group's cash flow and financial position, capital expenditure plan, debt repayment schedule, dividends received from its subsidiaries, industry conditions and prospects, and other factors deemed relevant by the Board of Directors. |

F.2 Shareholders meetings

Principle

The issuer should ensure that shareholders are given sufficient notice of shareholders meetings and are familiar with the detailed procedures for conducting a poll, and should arrange to address questions from shareholders in the shareholders meetings.

| Summary of Code Provisions | | Any deviations? | Governance practices of the Company |
|----------------------------|--|-----------------|--|
| F.2.1 | For each substantially separate issue at a general meeting, a separate resolution should be proposed by the Chairman of a general meeting to avoid "bundling" resolutions unless they are interdependent and linked forming one significant proposal and in such case, the reasons and material implications should be explained in the notice of meeting. | No | A separate resolution is proposed on each substantially separate issue at a general meeting. |
| F.2.2 | The chairman of the Board should attend the AGM and invite the Chairmen of the Audit, Remuneration, Nomination and any other Committees (as appropriate) to attend. In their absence, the chairman should invite another member of the committee or failing this, their duly appointed delegate, to attend. These persons should be available to answer questions at the AGM. Management should ensure the external auditor attend the AGM to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence. | No | Chairman of the Board, Chairmen of Audit Committee, Remuneration Committee, Nomination Committee and members of the Audit, Remuneration and Nomination Committees including the external auditor of the Company were attended and available to answer questions at the 2023 AGM. |
| F.2.3 | The Chairman of a meeting should provide an explanation on the detailed procedures for conducting a poll and answer any questions from shareholders on voting by poll. | No | For 2023 AGM, the procedures for conducting a poll had been properly explained during the Company's general meeting proceedings. |

Environmental, Social and Governance Report

ABOUT THIS REPORT

The objective of this Environmental, Social and Governance (“ESG”) Report is to highlight the Group’s ESG performance for the purpose of assisting all stakeholders in understanding the Group’s ESG concepts and practices in achieving sustainable development for the future.

Unless otherwise stated, this ESG Report includes all business operations of the Group during the period from 1 January 2023 to 31 December 2023 (the “Reporting Period”) relating to the overall performance, risks, strategies, measures and commitments of four aspects: quality of the working environment, environmental protection, operating practices and community participation.

REPORTING STANDARD

The Group adheres to the core values of “Build together, share together”. This report was prepared in accordance with the Environmental, Social, Governance Reporting Guide set out in Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Unless otherwise stated and explained in this report, the Group complied with the provisions set out in the Reporting Guide.

REPORTING PRINCIPLES

The following principles are adopted in the report:

- **Materiality:** Important and relevant information to stakeholders on different ESG aspects is covered in the report. A materiality assessment was conducted to determine material ESG issues, with results approved by the Board.
- **Quantitative:** The relevant standards, methodologies and assumptions used to prepare the quantitative information are disclosed as appropriate. Quantitative information is provided with narrative and comparative figures, where possible.
- **Consistency:** Consistent methodologies are used to prepare and present ESG data in the report, unless otherwise specified, to allow for meaningful comparisons.
- **Balance:** The information is presented without the inappropriate use of selections, omissions or other forms of manipulation that would influence a decision or judgment by the reader.

GOVERNANCE ON ESG ASPECTS

The Board has overall responsibility for the Group’s ESG strategy and reporting. The Board is responsible for evaluating and determining the Group’s ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place. Our Management has delegated the responsibility of coordinating the implementation of the Group’s environment, employment and service quality assurance policies.

The Board leads and provides direction to Management by instituting ESG policies and initiatives, supervising their implementation and monitoring ESG performance. The Board reviews ESG affairs regularly, including environmental protection, employment and labour practices, operating practices, and community investment, and implements appropriate measures to enhance the ESG performance of the Group. The Board continues to explore ways to further strengthen the ESG governance of the Group.

Environmental, Social and Governance Report

STAKEHOLDER ENGAGEMENT

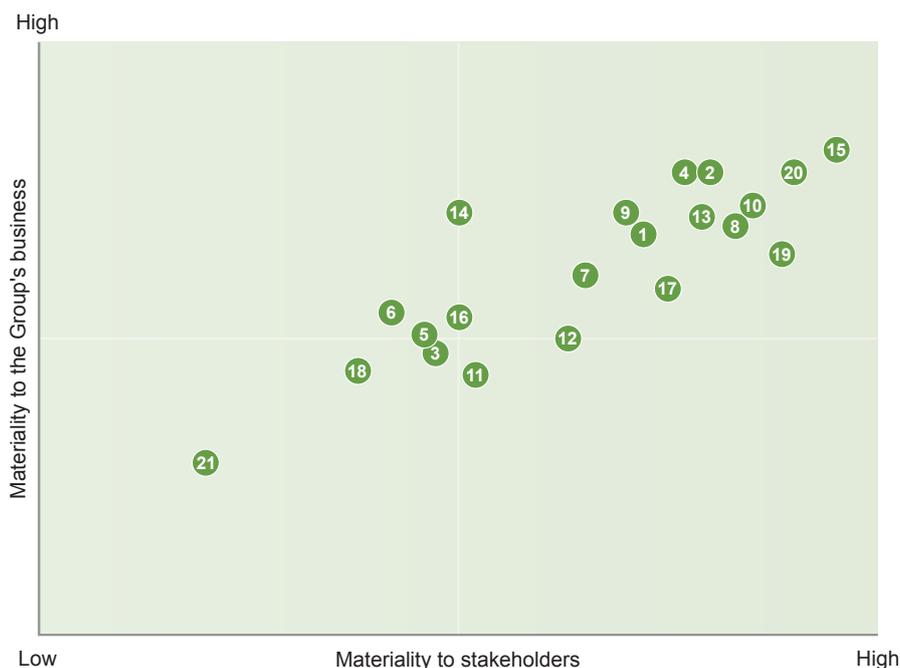
We value our stakeholders and their feedback in regard to our businesses and ESG aspects. With the goal of strengthening the sustainability approach and performance of the Group, we put effort into maintaining close communication with our key stakeholders, including but not limited to government and regulatory authorities, shareholders, employees, customers, suppliers, and the general public. We take stakeholders' expectations into consideration when formulating our business and ESG strategies by utilising diversified engagement methods and communication channels, as shown below.

| Stakeholders | Expectations and concerns | Communication channels |
|---------------------------------------|--|---|
| Government and regulatory authorities | <ul style="list-style-type: none"> Compliance with laws and regulations | <ul style="list-style-type: none"> Announcements and other regulatory reports |
| Shareholders and investors | <ul style="list-style-type: none"> Return on investments Corporate governance Sustainable development Compliance with laws and regulations | <ul style="list-style-type: none"> Information disclosed on the HKEX website and corporate website Annual General Meetings and other shareholders' meetings |
| Employees | <ul style="list-style-type: none"> Employees' compensation and benefits Career development Occupational safety and health | <ul style="list-style-type: none"> Employee performance evaluation On-the-job training Internal e-mail Regular meetings |
| Suppliers and service providers | <ul style="list-style-type: none"> Creditworthiness Long-term co-operation | <ul style="list-style-type: none"> Meetings Performance assessment On-site visits |
| Customers | <ul style="list-style-type: none"> High-quality products Protection of customer rights After-sales services | <ul style="list-style-type: none"> Corporate website Customer service hotline and social media |
| Community and public | <ul style="list-style-type: none"> Compliance with laws and regulations Involvement in communities Environmental protection awareness | <ul style="list-style-type: none"> Industry events Corporate social responsibility activities |

Environmental, Social and Governance Report

MATERIALITY ASSESSMENT

During the reporting period, the Group evaluated a number of environmental, social and operating items and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development direction satisfy the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are listed in the following materiality matrix:



| Aspects | Major concerns |
|-------------------------|---|
| Environment | <ol style="list-style-type: none"> 1. Air emission 2. Greenhouse gas emission 3. Wastes production 4. Natural resources consumption 5. Use of packaging materials 6. Impact on the environment 7. Climate change |
| Employment | <ol style="list-style-type: none"> 8. Labour practices 9. Employee remuneration and benefits 10. Occupational safety and health 11. Employee development and training |
| Supply Chain Management | <ol style="list-style-type: none"> 12. Green procurement 13. Engagement with suppliers 14. Environmental and social risk management of supply chain |
| Product Responsibility | <ol style="list-style-type: none"> 15. Product/Service quality and safety 16. Customer privacy and data security 17. Marketing and promotion 18. Intellectual property rights |
| Anti-corruption | <ol style="list-style-type: none"> 19. Business ethics and anti-corruption 20. Internal grievance mechanism |
| Community | <ol style="list-style-type: none"> 21. Participation in philanthropy |

Environmental, Social and Governance Report

ENVIRONMENTAL

The Group is one of the PRC's largest rabbit and chicken meat producers. As a leading corporation in the industry, the Group has always promoted its mission as "Creating a balance of nutrition, green and healthy food." To reduce the Group's environmental impact and create value in the community, the Group seeks every opportunity to incorporate sustainability standards and practices into all aspects of its business. Also, the Management sees social responsibility as the fundamental duty of the Group to contribute to the society in which it is brought up. The Group believes that this is much more so for a group that participates in activities that help the underprivileged.

The Group is committed to reducing the negative environmental impact of the production and operation links in order to bring the environment a bright future. As China has put forward the targets of peak carbon emissions and carbon neutrality while improving the systems of ecological conservation, the Group actively participates in the action towards carbon emissions and carbon neutrality.

Emissions

The Group proactively tracks and identifies the changes in laws and regulations in environmental protection, energy conservation, clean production, air pollution, water pollution and other applicable aspects. It is the Group's policy to maintain the manufacturing process efficiently and effectively to reduce energy usage and, consequently, emissions. The operation of the Group is governed by the Environmental Protection Law of the PRC and the guidelines for the environmental requirement of the local government. All our operations are in compliance with the Law of The People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste 《中華人民共和國固體廢物污染環境防治法》, Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution 《中華人民共和國大氣污染防治法》 and Regulation on Urban Drainage and Sewage Treatment 《城鎮排水與污水處理條例》.

Emission management

Regarding hazardous waste produced, the Management of the Group believes the operations of the Group met the requirements of "discharge standard of pollutants for livestock and poultry breeding" regarding the discharge of odor-associated pollutants. For example, exhaust gas produced from the incineration of deceased livestock produced is discharged through a 20-meter-high pipe. Further, the Group has implemented the emissions standard requirements in the "Environmental Sanitation Standard for Incineration of Medical Treatment Wastes" 《醫療廢物焚燒環境衛生標準》. Also, soot and fumes produced during food processing are discharged through 5-meter smoke pipe at the top of the building. The Group has implemented the "Emission Standard of Cooking Fume" 《飲食業油煙排放標準》 in Shandong Province to ensure soot fumes are purified accordingly. The Management believes that the production facilities do not produce any substantial, hazardous waste. The Management believes that a fair assessment of the effectiveness of these reduction initiatives and the results achieved would require a longer period to observe; hence the results will be disclosed when Management deems appropriate.

Environmental, Social and Governance Report

The Group has always strictly complied with laws and regulations such as the Law of the People's Republic of China on Air Pollution Prevention and Control 《中華人民共和國大氣污染防治法》, Environmental Protection Law of the People's Republic of China 《中華人民共和國環境保護法》; and GB 13271-2014 Emission Standard of Air Pollutants for Boiler, and other exhaust gas emission standards.

| Type of Emissions | Unit | 2023 | 2022 |
|-----------------------------------|--|---------------|--------|
| Air emission | | | |
| Nitrogen oxides | Kg | 3.5 | 1.5 |
| Sulphur oxides | Kg | 0.3 | 0.2 |
| Greenhouse gas | | | |
| Scope 1 – fuel combustion | Tonne of CO ₂ e | 133 | 57 |
| Scope 2 – purchased electricity | Tonne of CO ₂ e | 30,633 | 24,094 |
| Total greenhouse gas emissions | Tonne | 30,766 | 24,151 |
| Greenhouse gas emission intensity | Tonne/ millions dollars of revenue | 18.6 | 13.8 |

Residue waste management

Because feces can be processed into a type of biological fertiliser, the Group has introduced a method for the fermentation and rechanneling of waste products in a manner that minimises harm to the environment and ensures no hazardous waste is produced and emitted to the environment. Livestock excrement is sent to the excrement separator and transported to a corresponding manure fermentation pool for processing. The urine of animals is effectively separated and channeled through a sewage pipe, thereby transferring to a sewage purification treatment pool.

Noise management

The Group has compiled the standard under Emission Standard on Industrial Enterprise Noise 《工業企業廠界環境噪音排放標準》 and implemented sound-absorbing, sound-insulating, and vibration-reducing measures to reduce noise which is generated by the equipment.

Non-hazardous waste management

In terms of non-hazardous waste produced, the Group produced about 12.47 tonnes (2022:12.7 tonnes) of domestic waste like the residue of vegetables and coal. The production intensity has been slightly increased from 7.3 kg per million RMB of revenue to 7.5 kg per million RMB of revenue. Domestic wastes generated are sent to Jiaonan City Domestic Garbage Treatment Center for centralised treatment and collected by qualified recycler in order to minimise environmental effects. The Group entrusts qualified disposal waste units to dispose of the packaging of immune drugs.

Environmental, Social and Governance Report

Use of resources

The Group would consume certain resources in daily operating activities, including food processing, sourcing and procurement. We strictly abide by the Law of the People's Republic of China on Energy Conservation and other relevant national industrial policies. The Group implements environmental protection measures in order to maintain the pollutants produced are within the standard. The Group also makes good use of technology to develop the business and reduce energy consumption, minimising the pollution of the environment.

The Group has implemented the following policies to reduce the use of resources:

- | | |
|--------------|--|
| Water | <ul style="list-style-type: none"> – Use water-saving facilities and machinery – Turn off the tap to prevent long-flowing water – Report the leakage of water and dripping taps |
| Electricity | <ul style="list-style-type: none"> – Choose high energy-efficient electrical appliances and machinery for replacement – Turn off unused and idle electrical appliances and lighting |
| Solid wastes | <ul style="list-style-type: none"> – Promote paperless offices |

During production and food processing, electricity and steam are our primary direct impacts on the environment. Replacement of environmentally friendly machinery has increased energy efficiency and lowered the adverse impact on the natural environment.

During the process of rearing and producing processed meat, water is mainly used for cleaning, production, sterilisation, boiler operation, and cooking. The Group would observe any relevant laws and regulations regarding water sourcing and ensure that there is no issue with water sourcing.

During the year, the Group has increased its production plan in response to market demand. The Group has produced approximately 31.9m (2022: 29.6m) hatchable eggs, 51.8m (2022: 36.7m) chickens and 4.0m (2022: 3.1m) rabbits. The production plan is always adjusted in response to the market demand, which also cause the fluctuation of consumption and consumption intensity. The natural resources consumed and the consumption intensity in 2023 and 2022 were as follows:

| Resources | Unit | 2023 | 2022 |
|-----------------------------------|----------------------------------|-------------------|------------|
| Electricity | kWh | 50,210,607 | 39,492,219 |
| Electricity consumption intensity | kWh/tonne of product | 423 | 354 |
| Water | m ³ | 306,660 | 340,480 |
| Water consumption intensity | m ³ /tonne of product | 2.6 | 3.1 |
| Biomass | kg | 1,339 | 1,722 |
| Biomass consumption intensity | kg/tonne of product | 0.01 | 0.02 |

Environmental, Social and Governance Report

Packaging materials

The Group tries to use the least basic packaging materials to pack the products to facilitate transportation and maintain the product's quality. The packaging materials are mainly packaging bags and boxes for processed rabbits and chickens, hatchable eggs, vegetables and pet food.

During the year ended 31 December 2023, the Group consumed 737 tonnes (2022: 764.8 tonnes) of packaging materials with a consumption intensity of 6.2kg/tonne of product (2022: 6.9kg/tonne of product). The decrease in both the consumption of packaging materials and its consumption intensity is mainly due to the decrease in production and the change in production in response to the market demand.

The environmental and natural resources

To address and minimize the environmental effects of our operations, we have gone above and beyond mere compliance. Our food production facilities are ISO 14001 certified, meeting the international standard for Environmental Management Systems (EMS). This system helps us conduct environmental assessments to understand our activities' impact on the environment and establish goals to reduce those impacts.

To mitigate the impacts on the environment and natural resources, the Management of the Group would evaluate and implement policies to reduce the effect, such as controlling and reducing the energy usage of food processing.

In a bid to create a sustainable environment, the Group has implemented a set of energy-saving and efficiency-enhancement initiatives. For example, the Group has implemented a waste-water processing system; further, the Group carries out regular maintenance work to maintain the efficiency of machines.

The Group also strengthens Management to prevent biogas from polluting the surrounding area. The Group possesses pollution-prevention facilities during any construction that takes place.

Environmental targets

By taking performance of FY 2023 as the base year, the Group has set the following environmental targets:

GHG emission: Maintain GHG emission below 0.25 tonne/tonne of product.

Energy consumption: Reduce energy consumption intensity by 12% to 372 kwh/tonne of product by 2030.

Water consumption: Reduce water consumption intensity by 10% to 2.3m³/tonne of product by 2030.

Waste production: Maintain 100% compliant disposal rate of solid wastes.

In Response to climate change

The Group recognises that climate change has been affecting the Group's stakeholders, business operations and communities at different levels. The Group has adopted its Climate Change Policy to enhance its ability to respond to climate impacts and to mitigate the risks and impacts of climate change on the Group, thereby assisting the Group to adapt to and resist climate change. During the Reporting Period, the Group has been monitoring the potential and actual impact of climate change as described below.

Environmental, Social and Governance Report

Physical Risks

For the acute physical risks, weather-related events such as typhoons and natural disasters may disrupt the business operation in the short term. In order to minimise the disruptions to its business operation, the Group has devised a set of contingency measures that are applicable to most weather-related events. The Group has developed typhoon and rainstorm arrangements to safeguard the safety of its employees under extreme weather conditions. The work arrangements included reporting for duty, early release from work, the resumption of work, and special arrangements in respect of essential staff in situations of adverse weather. The Group also gives consideration as much as possible to the different situations faced by individual employees, such as their place of residence, and the road and traffic conditions in the vicinity, and adopts a flexible approach with due regard to their actual difficulties and needs.

Transition Risks

For transition risks, the Group may bear higher operating costs due to the potential regulatory change related to carbon reduction requirements. To manage the legal risks that may be brought along by the climate crisis, the Group has taken an array of actions. First, the Group constantly monitors any changes in relevant laws or regulations. Second, the Group has sought compliance consultancy services to reduce legal risks. Third, the Group has been taking comprehensive measures to protect the environment, including measures aimed at reducing GHG emissions. By going beyond current compliance requirements, the Group has a better chance to adapt swiftly to regulatory changes.

SOCIAL

As a socially responsible enterprise in the PRC, the Group focus on all stakeholders, including employees, customers, suppliers, etc. The Group will never forget to contribute to society.

Employment

The Group is operated in a labour-intensive industry. The Group truly believes in the idea that “employees are the most vital assets” for building sustainable social value.

Recruitment

At the beginning of every year, each department of the Group is required to set out an organisational structure, and recruitment budget, regarding the operation goals for the coming year. The human resources department provides induction training to all newly joined employees, including details of posts, corporate structure, development strategies and motivation scheme, etc. The human resources department would strictly follow the Group’s recruitment policy and keep proper records step by step.

Entry/On-the-job

The Group provides accommodation and canteens near the manufacturing bases to its workers in the factory. In order to motivate the employees, the Group provided a package of benefits such as in-house training, severance payment, etc. The Group would mostly recruit its employees through the open job market or local agents. Management of the Group would ensure their office would comply with the level of remuneration set by the local government. It is also the Group’s policy to evaluate the performance of all employees annually so as to understand the actual conditions for recommending promotions or salary increments.

Environmental, Social and Governance Report

Labour Discipline Management Standard

This standard is made for all workers of the Group in accordance with the PRC labour contract laws and regulations. All workers are required to read the policy before work so they would understand the procedures of the job, segregation of duties, rewards and punishments and so on.

Workplace

The Group are committed to pursuing equal opportunities for all colleagues, irrespective of personal traits such as age and gender. Policies in relation to working hours, rest periods and anti-discrimination are in place. Employees are entitled to annual leaves and statutory holidays per local laws and regulations.

The Group had no reported incidents of non-compliance with regulations concerning employment, dismissal, anti-discrimination, diversity and equal opportunity during the Reporting Period.

The majority of the workers of this division are mobile workforce originating from distanced provinces, and they tend to resign to allow more time for "homecoming" during the Chinese New Year holiday period. The Group understands their need and therefore made a particular policy to work with its employees, which is a temporary resignation with those workers until they are ready to work again. The policy can uphold the interests of the Group and workers at the same time but also reduce the turnover rate of the division.

As of 31 December 2023, the Group has 2,300 employees in China and the details of workforce distribution and staff turnover rate are as follow:

| | Workforce distribution | Staff turnover rate |
|-----------------------|------------------------|---------------------|
| Total number of staff | 2,300 | 50% |
| Geographical region | | |
| China | 2,300 | 50% |
| Gender | | |
| Male | 1,132 | 50% |
| Female | 1,168 | 49% |
| Age group | | |
| 18-35 | 394 | 77% |
| 36-55 | 1,495 | 44% |
| 56 or above | 411 | 43% |
| Category | | |
| Full-time | 2,300 | 50% |
| Part-time | / | / |

Labour Standards

The Group is committed to upholding the labour rights of staff and has established a compliant mechanism for staff to report any labour violations. It is always the Group's policy to prohibit the employment of staff members under the legal working age of 18. During the year ended 31 December 2023, no labour disputes between the Group and its staff have been recorded.

The Group does not hire child labour below the relevant legal threshold of the respective markets. At the time of the interview, the human resources department requests the job applicants to provide valid identity documents to verify the applicants' real age. Furthermore, the employment contracts clearly state the employment terms and conditions in accordance with essential legal requirements.

Environmental, Social and Governance Report

Child Labour Remediation Measures

Upon discovering any child labour, the human resources department would immediately remove the child from the workplace and arrange for the child to have a special labour health check to ensure the health condition is not affected. Further, the human resources department would contact the family and send the child home. The Group would cover all medical expenses and transportation expenses.

The Group adhered to the laws and regulations prohibiting child labour and forced labour, which include the following:

- Labour Law of the People's Republic of China 《中華人民共和國勞動法》；
- Labour Contract Law of the People's Republic of China 《中華人民共和國勞動合同法》；
- Law on Protection of Minors of the People's Republic of China 《中華人民共和國未成年人保護法》；
- Provisions on the Prohibition of Using Child Labour of the People's Republic of China 《中華人民共和國禁止使用童工規定》；
- Social Insurance Law of the People's Republic of China 《中華人民共和國社會保險法》； and
- Protection for Disabled Persons 《中華人民共和國殘疾人保障法》。

Health and Safety

The Group has prioritised the employees' health and safety as the production priority. The Group's occupational safety and hygiene management policy is to "provide a safe and healthy working environment for the employees and avoid occupational hazards". Every worker who operates factory plants must be trained in how to use the equipment safely.

Factory Sterilising Policy

The Group is concerned about the employees' health and work safety. The Factory Sterilizing Policy is to enhance the workers' hygiene, and guarantee the quality of products, so workers and frontline staff must follow the procedures for every entry. The Group has also provided a full set of protective clothing for the workers in different divisions. Also, every worker would pass through a sterilisation process when going in/out of the area. At the beginning of the year, the Group would provide a lecture/training program for all workers to ensure everyone understands the sterilisation process.

Work-related injuries and procedure

The Group requires all factories to regularly review the internal safety and hygiene management policy and install an electronic surveillance system to monitor abnormal incidents and to help focus on major risks. On the other hand, the Group strictly requests all staff to wear protection properly which is needed for any purpose or activity during work.

| Occupational health and safety statistics | 2023 | 2022 | 2021 |
|--|-------------|-------------|-------------|
| Number of work-related fatalities | – | – | – |
| Number of work injuries accidents | 2 | 1 | 1 |
| Number of lost days due to work injury | 169 | 4 | 60 |

Environmental, Social and Governance Report

Compliance with laws and regulations

With respect to occupational safety and hygiene management, the Group has complied with the corresponding local laws and regulations in the region where the relevant factory is located and the brand customers' requirements. During the year ended 31 December 2023, the Group strictly abides by the relevant laws and regulations in relation to health and safety, which mainly covers the following:

- Law of the People's Republic of China on the Prevention and Control of Occupational Diseases 《中華人民共和國職業病防治法》；
- Work Safety Law of the People's Republic of China 《中華人民共和國安全生產法》；
- Fire Protection Law of the People's Republic of China 《中華人民共和國消防法》；
- Regulation on Safety Supervision of Special Equipment 《特種設備安全監察條例》； and
- Regulation on Work-Related Injury Insurances 《工傷保險條例》.

Development and Training

Training and development objectives are to continuously upgrade the quality of manpower and job skills, thereby creating greater corporate value and achieving operational goals and future development. In order to achieve the goals of the Group's training and development, it is essential to consider not only the Group's business vision and objectives but also the assessment of employees' performance and capability.

According to the Group's training and development policy, the Group trains the employees according to their job level and occupation. For the new employees, the Group provides training for the employees to understand the Group's culture, policies and standards as soon as possible and then helps the employees set up personal planning from each of the employees.

To ensure the stable and rapid development of the company, managers had to learn from the production management of excellent enterprises and improve the production management system; the Group organises meetings with different enterprises and provides management training for the manager. In order to improve quality requirements, the Group also provides training in the quality control of products.

The Group provides employees with training, meetings and activities based on their job level and occupation. Through diversifying and different kinds of training, the Group believes the training can help enhance employees' cohesiveness and work efficiency.

Meanwhile, the employees can identify their own personal objectives for development, allowing them to grow along with the Group and become long-term and stable partners of the Group. The Group also provides leave allowance to encourage the management and directors to attend external professional training.

The Group pays great attention to employee training. During the Reporting Period, the Group held regular training in relation to safety operations, health and hygiene for all frontline workers. Specific information on employee training is as follows:

| | Percentage of employees attended training | Average number of training hours for employees |
|----------------------|---|--|
| By gender | | |
| Male | 84% | 17.5 |
| Female | 86% | 18.4 |
| By employee category | | |
| Management | 91% | 18.2 |
| General staff | 94% | 19.0 |
| Frontline staff | 83% | 18.0 |

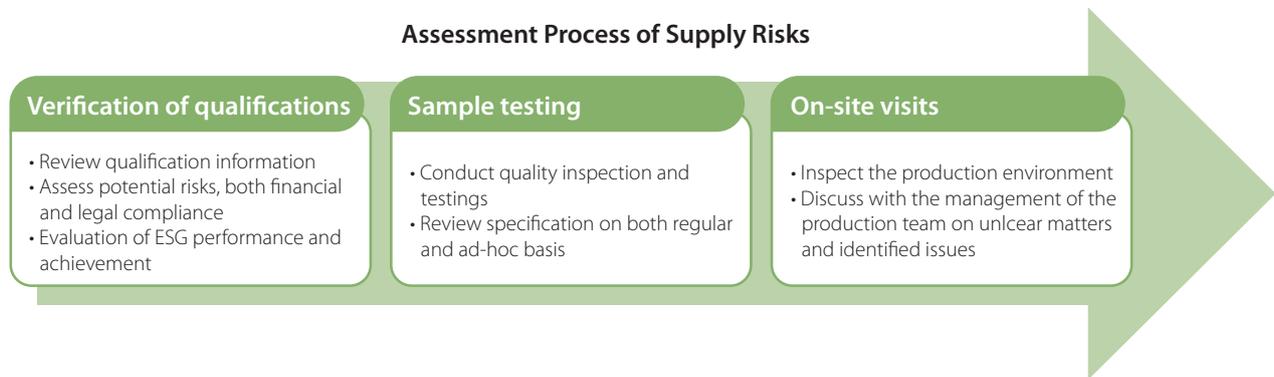
Environmental, Social and Governance Report

OPERATING PRACTICES

Supply Chain Management

The Group committed to establishing a comprehensive vertical supply chain management system through supplier screening and Management. The objectives are to strengthen the collaborative relationship with the strategic suppliers and to create a competitive advantage in the value chain; the Group strives to ensure that its suppliers uphold a similar stance on sustainability. The strategic screening mechanism of suppliers can ensure that their performances can meet the Group's requirements. This is important for developing long-term strategic partnerships and forming a supply chain management system.

In order to have a comprehensive understanding of the strength and performance on sustainable development, in-depth assessment are conducted.



For new suppliers, the Group conducts in-depth research and assessment, in particular on suppliers' history, reputation, product quality control and performance in corporate social responsibility, including their environmental, social and ethical standards. The Group focuses on environmentally friendly materials such as Forest Stewardship Council ("FSC") paper and recycled plastics in our frontline operations. The Group only starts a business relationship with suppliers who possess applicable business and food safety licenses in their countries. For qualified suppliers with whom the Group has a business relationship, the Group conducts annual reviews of their performance and maintains efficient communication channels with them in regard to the Group's latest requirements.

The Group usually guarantees that there are two or more qualified suppliers of raw materials to control the stability of supply and ensure the production process is smooth and timely. After receiving raw materials from the suppliers, the Group has specialised quality inspectors to test the quality of the raw materials, and the Group prepares test reports for documentation.

As of 31 December 2023, the Group has 1,438 qualified suppliers from the PRC and 12 qualified suppliers are from the European Union.

Product Responsibility

By basing brands on quality, we regard "Quality first, Continuous improvement, Strive upwards" (「以質取勝、持續改進、勇創新高」) as the goal of development. We ensure food quality and safety and provide high-quality products to consumers by standardising and implementing a series of food safety measures.

Quality First

The Group has put product and service quality as its first priority as the performance of the products would directly affect the reputation and success of the business and the potential damage to consumers' claims. The Group continually improves its product quality and responds immediately to customers' needs in terms of quality and price to strengthen the relationship with customers.

Environmental, Social and Governance Report

In order to ensure food safety, the company has established a safety and health control system, and a laboratory testing control system. Control measures are implemented from the breeding and feeding farms to the production line to ensure the quality of our products.

The Group has engaged foreign and local experts for consultation on the production and processing of the rabbit products and professional technicians to research and develop the most suitable method for retaining the products' quality.

Quality Control System



The company has passed ISO22000, BRC, QS and other certifications, and has won the honorary titles of Shandong Province's Advanced Agricultural Industrialization Leading Enterprise, Weifang City's Top Ten Agricultural Industrialization Leading Enterprises, and one of the first 35 national poultry meat thermal processing plants exported to Japan. Kaijia Food is a famous trademark in Shandong Province. Kaijia brand products have won the title of Shandong Famous Brand and have been recognised as green food by the China Green Food Development Center.

Environmental, Social and Governance Report

By introducing ISO 9001:2015 Quality management systems, the Group has been focusing on meeting customer expectations and delivering customer satisfaction. The products of the Group are subject to the Product Quality Law of the PRC and the Law on Protection of the Rights and Interests of Consumers of the PRC, which gives the Group the responsibility to refund or compensate for damage caused by the products due to defects. For the year ended 31 December 2023, the Group did not receive any significant complaints on the quality of our products and had records of products that were returned due to safety or health problems.

The Group has established product recall procedures and set up a product recall team to investigate and perform quality and safety checks for potential recall products. During the year, no products have been recalled and no complaints have been received about product quality or safety issues.

During the Reporting Period, the Group abides the relevant laws and regulations in relation to food safety standards, including but not limited to the following:

- Product Quality Law of the People's Republic of China;
- Protection of Consumer Rights and Interests Advertisement Law of the People's Republic of China;
- Food Safety Law of the People's Republic of China;
- Regulation on the Implementation of the Food Safety Law of the People's Republic of China;
- GB7718 National Food Safety Standard – General Rules for Labeling of Prepackaged Foods; and
- GB28050 National Food Safety Standard – General Rules for Nutrition Labeling of Prepackaged Foods.

Protection of Customer Data and Intellectual Properties

The Group collects information from suppliers and customers for different purposes and takes appropriate procedures to ensure that the information collected is solely for lawful and relevant purposes. The Group sets out data privacy requirements in the company policies, under which customer and suppliers' data would be used exclusively for matters relating to the Group's operation only. We strive to ensure all collected data is free of unauthorised or accidental access, processing, erasure or other use.

The Group properly handles and keeps strict confidentiality of consumers' personal information collected, and employees are strictly prohibited from disclosing consumers' information deliberately. Employees who are found to be in breach of the Group's privacy policies and Non-Disclosure Agreement (NDA) signed at the commencement of employment are subject to penalties, including termination of employment.

The Group highly values the protection and Management of intellectual property rights and strictly abides by laws and regulations, including the "Trademark Law of the People's Republic of China", the "Copyright Law of the People's Republic of China", and the "Patent Law of the People's Republic of China", among other laws and regulations.

During the year, the Group were not aware of any incidents of non-compliance with laws and regulations that had a significant impact on the Group concerning health and safety, labelling and privacy matters relating to products.

Environmental, Social and Governance Report

Anti-Corruption

The Group believes that integrity is one of the vital principles in the operation of its business. A system with a good anti-corruption mechanism is the cornerstone for the sustainable and healthy development of the Group. The Group has laid down the expectations of ethical behaviour for all employees, which can be found in our Employee Handbook. All employees and directors are prohibited from accepting items with money value over a certain amount from co-workers, customers, suppliers, etc., to prevent any conflict of interest.

Anti-corruption Training

In order to guarantee the alignment and delivery of comprehensive communication to all employees, anti-corruption training is held annually. Subjects such as anti-corruption, business ethics, integrity and whistleblowing were all included in the training sessions. In 2023, the group's senior management attended training in anti-money laundering and anti-corruption.

Whistleblowing System

The Group takes a zero-tolerance approach to corruption and bribery and is committed to acting professionally, fairly and with integrity in all our business dealings. The updated whistleblowing policy implemented during the year further promotes and supports anti-corruption laws and regulations. Employees are strongly encouraged to promptly report suspicious activity to the Internal Control Division while preserving anonymity. The Internal Control Division takes due care in responding to all reports of suspected cases of fraud and conducts thorough investigations with the utmost confidentiality. Investigations would be carried out by the Internal Control Division within 24 hours after reporting. The result of the investigation will be reported directly to the Chief Executive Officer. Corrective action and disciplinary action (including dismissal in certain instances) would be imposed if required. All suspicious transactions detected during the investigations shall be reported to the relevant authority in a timely manner by the responsible party.

During the year ended 31 December 2023, the Group abides by the laws and regulations related to bribery, extortion, fraud, and money laundering. This included but was not limited to the Criminal Law of the People's Republic of China, the Anti-Unfair Competition Law and the Anti-Money Laundering Law of the People's Republic of China. There is no incident of non-compliance with laws and regulations mentioned above that has a material impact on the Group, and no concluded legal case regarding corrupt practices brought against the Group or its employees.

COMMUNITY INVESTMENT

We recognize the importance of giving back to society. Therefore, we encourage our staff to participate in various activities to contribute to our local communities. By engaging in social services, we strengthen our connection with the community and gain a better understanding of its needs and concerns. During the Reporting Period, the Group donated RMB20,000 to alleviate poverty in a rural village in Longlin Various Nationalities Autonomous County.

Additionally, the Group internally established a "Love Funds" charity which aims to support our employees with financial difficulties or poor families. Providing our employees with free accommodation and allowance of staff canteen can help them build a better living environment.

Directors' Report

The Directors herein present their report and audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries (together with the Company referred as the "Group") are production and trading of food products, breeding and sale of livestock, poultry and rabbits.

There was no significant change in the nature of the principal activities of the Group during the year ended 31 December 2023.

The business review of the Group for the year ended 31 December 2023, a discussion on the Group's future prospects and an analysis of the Group's performance using key performance indicators are set out in the "Financial Highlights", "Chairman's Statement" and "Management Discussion and Analysis" on pages 1 to 2, page 3 and pages 8 to 14, respectively, of this Annual Report.

The important events affecting the Company that have occurred since the end of the year are set out in the "Management Discussion and Analysis" on page 14 of this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

Many economic experts closely monitor whether the global and China economy growth will slow down in coming years. The Group's sales of traditional business such as the food products may be under uncertainties if the consumer market downturn exists. It is the reason that the Group started broadening the products range and sales channels of the Group and upgrading the current facilities a few years ago, aiming to diversify the risk of over reliance on any single business segment.

In the past few years, labour cost in the PRC continuously increased and the production-oriented entities in the PRC were facing the increasing pressure of higher production cost. The Group will apply more resources in establishing production automation system in order to reduce manpower per production unit.

Please refer to note 43 to the consolidated financial statements of this Annual Report for other risks and uncertainties.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group continues to update the requirements of the relevant environmental laws and regulations applicable to it to ensure compliance. The Group does not produce material waste nor emit material quantities of pollutants during its production process. During the year under review, the Group has complied with the relevant environmental laws and regulations applicable to it in all material respects, including permit requirements.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group continues to update the requirement of the relevant laws and regulations in various countries, particularly in the PRC, applicable to it to ensure compliance. All of the Group's assets are located in the PRC and the Group's revenue is mainly derived from operations in the PRC. The Company's shares are primary listed on the Main Board of the Hong Kong Stock Exchange and the listing status in the Main Board of the Singapore Exchange Securities Trading Limited was changed from primary listing to secondary listing with effect from 23 January 2017. During the year under review, the Group complied with the relevant laws and regulations in various countries applicable to it in all material respects.

Directors' Report

ACCOUNT OF THE GROUP'S KEY RELATIONSHIPS

(i) Employees

The Group offers a comprehensive range of staff facilities and fringe benefits to attract, retain and motivate employees. Key personnel have been part of the management team since the inception of business. During the year under review, the Group considered the relationship with employees was well and the turnover rate is acceptable.

(ii) Suppliers

The Group's suppliers mainly include raw material suppliers. All key suppliers have a close and long-term relationship with the Group. During the year under review, the Group considered the relationship with its suppliers was well and stable.

(iii) Customers

The Group sells products directly to customers. The Group maintains a very good relationship with all the customers.

RESULTS AND APPROPRIATION

The financial performance of the Group for the year ended 31 December 2023 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 84 to 154.

The Board did not recommend any dividend for the year ended 31 December 2023.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements is set out below. The summary does not form part of the audited consolidated financial statements.

| RESULTS | Year ended 31 December | | | | |
|---|------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2023 RMB'000 | 2022 RMB'000 | 2021 RMB'000 | 2020 RMB'000 | 2019 RMB'000 |
| Revenue | 1,657,308 | 1,745,787 | 1,519,614 | 1,520,849 | 1,410,535 |
| (Loss)/Profit before taxation | (8,313) | (14,687) | (41,988) | (35,507) | 9,465 |
| Income tax credit/(expense) | 270 | (412) | 419 | (274) | (4,123) |
| (Loss)/Profit for the year | (8,043) | (15,099) | (41,569) | (35,781) | 5,342 |
| Other comprehensive income: | | | | | |
| Exchange differences in translating foreign operation | (79) | (582) | (437) | 358 | 217 |
| Total comprehensive income for the year | (8,122) | (15,681) | (42,006) | (35,423) | 5,559 |
| (Loss)/Profit for the year attributable to: | | | | | |
| Owners of the Company | (8,353) | (15,417) | (40,616) | (36,057) | 4,366 |
| Non-controlling interests | 310 | 318 | (953) | 276 | 976 |
| | (8,043) | (15,099) | (41,569) | (35,781) | 5,342 |

Directors' Report

| ASSETS AND LIABILITIES | As at 31 December | | | | |
|--------------------------|-------------------|-----------------|-----------------|-----------------|-----------------|
| | 2023 RMB'000 | 2022 RMB'000 | 2021 RMB'000 | 2020 RMB'000 | 2019 RMB'000 |
| Non-current assets | 675,241 | 645,686 | 764,538 | 824,598 | 951,175 |
| Current assets | 906,886 | 688,221 | 493,224 | 643,643 | 545,346 |
| TOTAL ASSETS | 1,582,127 | 1,333,907 | 1,257,762 | 1,468,241 | 1,496,521 |
| Current liabilities | 907,115 | 713,173 | 599,351 | 770,526 | 759,295 |
| Non-current liabilities | 121,412 | 59,012 | 76,168 | 62,466 | 66,554 |
| TOTAL LIABILITIES | 1,028,527 | 772,185 | 675,519 | 832,992 | 825,849 |
| NET ASSETS | 553,600 | 561,722 | 582,243 | 635,249 | 670,672 |

PROPERTY, PLANT AND EQUIPMENT

Details of the movement in property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

BIOLOGICAL ASSETS

The production quantities of agricultural produce of rabbits, chicken and hatchable eggs for the year ended 31 December 2023 are as follows:

| | Group 2023 |
|----------------|-----------------------|
| Rabbits | 551,431 |
| Chicken | 18,140,900 |
| Hatchable eggs | 31,903,600 |

Details of the movement in biological assets of the Group are set out in note 18 to the consolidated financial statements.

INTEREST-BEARING BANK BORROWINGS

Particulars of interest-bearing bank borrowings of the Group as at 31 December 2023 are set out in note 29 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Memorandum of Association, Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company (the "Shareholders").

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holding of the Company's shares.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity on page 87 of this Annual Report and note 37 to the consolidated financial statements, respectively.

Directors' Report

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution, calculated in accordance with the provision of laws of Bermuda, amounted to approximately RMB263,216,000 (2022: approximately RMB263,216,000). The balance of approximately RMB257,073,000 (2022: approximately RMB257,073,000) in the share premium account may be distributed in the form of fully paid bonus shares.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the year ended 31 December 2023 (2022: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, 26.8% of the Group's revenue was attributable to the Group's five largest customers and revenue attributable to the largest customer included therein amounted to 14.3%.

During the year ended 31 December 2023, 54.7% of the Group's purchases were attributable to the Group's five largest suppliers and purchase attributable to the largest supplier included therein amounted to 25.4%.

As at 31 December 2023, none of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in any of the five largest customers and/or suppliers of the Group.

DIRECTORS

The Directors of the Company during the year ended 31 December 2023 and up to the date of this Annual Report are as follows:

Executive Directors:

Mr. Fang Yu (*Chairman & Chief Executive Officer*) (Removed as an Executive Director on 26 January 2024) ⁽¹⁾

Mr. Gao Yanxu

Mr. An Fengjun

Mr. Luo Zhenwu (Resigned as an Executive Director on 24 January 2024) ⁽²⁾

Mr. Li Wei (Resigned as an Executive Director on 24 January 2024) ⁽²⁾

Ms. Lang Ying (*Chairlady and Chief Executive Officer*) (Appointed as an Executive Director on 26 January 2024)

Independent Non-executive Directors:

Mr. Li Xu (Resigned as an Independent Non-Executive Director on 12 July 2023) ⁽³⁾

Ms. Hui Wing Man (Resigned as an Independent Non-Executive Director on 12 July 2023) ⁽³⁾

Mr. Ma Siu Kit (Resigned as an Independent Non-Executive Director on 22 January 2024) ⁽⁴⁾

Mr. Li Wai Pui (Appointed as an Independent Non-Executive Director on 12 July 2023 and resigned on 22 January 2024) ⁽⁴⁾

Ms. Lee Ho Yee (Appointed as an Independent Non-Executive Director on 12 July 2023 and resigned on 22 January 2024) ⁽⁴⁾

Mr. Hua Shi (Appointed as an Independent Non-Executive Director on 26 January 2024)

Ms. Li Ying (Appointed as an Independent Non-Executive Director on 26 January 2024)

Mr. Wang Cheng (Appointed as an Independent Non-Executive Director on 26 January 2024)

Notes:

- (1) Mr. Fang Yu has been removed as an Executive Director by the shareholders at the Company's special general meeting held on 26 January 2024.
- (2) Each of Mr. Luo Zhenwu and Mr. Li Wei has resigned as an Executive Director on 24 January 2024 due to their intention to focus on their respective other business pursuits and commitments.
- (3) Each of Mr. Li Xu and Ms. Hui Wing Man has resigned as an independent Non-Executive Director on 12 July 2023 due to pursuit of his/her other business commitments.
- (4) Each of Mr. Ma Siu Kit, Mr. Li Wai Pui and Ms. Lee Ho Yee has resigned as an Independent Non-Executive Director on 22 January 2024 due to their intention to focus on their respective other business pursuits and commitments.

Directors' Report

In accordance with the Company's Bye-Laws, the following Directors shall retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting:

Under Bye-law 86(1):

- Mr. Gao Yanxu
- Mr. An Fengjun

As at the date of this Annual Report, the Company has received annual confirmations of independence from each of its Independent Non-Executive Directors and considers Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng to be independent under Rule 3.13 of the Hong Kong Listing Rules.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation other than statutory compensation.

Biographical details of the Directors and the senior management of the Group are set out on pages 4 to 6 of the Annual Report.

DIRECTORS' SERVICE CONTRACTS

Executive Directors

Each of Ms. Lang Ying, Mr. Gao Yanxu and Mr. An Fengjun has entered into service contracts (the "ED Service Contract(s)") with the Company, and the respective duration of appointment are as follows:

Ms. Lang Ying – 26 January 2024 to 25 January 2027
Mr. Gao Yanxu – 25 August 2023 to 24 August 2024
Mr. An Fengjun – 11 March 2024 to 10 March 2025

The appointment of each of Mr. Gao Yanxu and Mr. An Fengjun may be terminated by either party giving not less than one month's notice in writing to the other or in accordance with the terms of the ED Service Contracts.

The appointment of Ms. Lang Ying may be terminated by either party giving not less than three months' notice in writing to the other or in accordance with the terms of the ED Service Contracts.

Under the ED Service Contract, each of Mr. Lang Ying, Mr. Gao Yanxu and Mr. An Fengjun is entitled to a fixed fee of HK\$60,000 per year, RMB72,000 per year, HK\$60,000 per year, respectively, and such fees will be reviewed annually by the Remuneration Committee.

Independent Non-executive Directors

Each of Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng has signed appointment letters (the "INED Appointment Letters") with the Company, for a three-years term from their date of appointment. Their respective INED Appointment Letters can be terminated by either party giving not less than three months' notice in writing to the other or in accordance with the terms of the appointment letter.

Under the INED Appointment Letters, Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng are each entitled to a remuneration of HK\$60,000 per year (subject to the approval of the Shareholders).

Directors' Report

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the sub-sections headed "Connected Transactions and Continuing Connected Transactions" and notes 31 and 46 to the consolidated financial statements, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of financial year or at any time during the financial year.

CONTRACTS OF SIGNIFICANCE

Save as those disclosed in the sub-sections headed "Directors' Service Contracts" above, the sub-section headed "Connected Transactions and Continuing Connected Transactions" below and notes 31 and 46 to the consolidated financial statements, none of the Directors, the controlling shareholders of the Company and/or their respective associates has a significant interest, either directly or indirectly, in any contract of significance to the business of the Group or contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries to which the Company, any of its subsidiaries was a party during the year under review.

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

During and at the end of the financial year, neither the Company nor any of its subsidiaries was a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY UNDER THE SECURITIES AND FUTURES ORDINANCE (CHAPTER 571) OF THE LAWS OF HONG KONG (THE "SFO")

As at 31 December 2023, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or associated corporations (within the meaning of Part XV of the SFO), which were required to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS UNDER THE SFO

As at 31 December 2023, insofar as is known to the Directors and chief executive of the Company, the following persons (not being a Director or chief executive of the Company), had an interest and short position in the shares and underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as follows:

In respect of the Company

| Name of Substantial Shareholder (Note 1) | Capacity/nature of interests | Number of Shares held (Note 1) | Approximate percentage of issued share capital (%) |
|--|---------------------------------|--------------------------------|--|
| ZENITH HOPE LIMITED | Registered and beneficial owner | 324,708,066 | 75.00% |

Note:

- Information was provided by substantial shareholder.

Save as disclosed above, the Directors were not aware of any other person (not being the Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as at 31 December 2023, which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO and were recorded in the register required to be kept by the Company under Section 336 of the SFO.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 16 to 56 of this Annual Report.

Directors' Report

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Save as disclosed in this section, all of the related party transactions as set out in note 46 to the consolidated financial statements do not constitute connected transactions under the Listing Rules, there were no other transactions which need to be disclosed as connected transactions or continuing connected transactions in accordance with the requirements under the Listing Rules. The Company has complied with the relevant requirements under Chapter 14A of the Listing Rules as applicable to the Company.

Qingdao Kangda Holding Group Co., Ltd. ("KD Holding") is a company incorporated in the PRC with limited liability. KD Holding is owned as to approximately 5.295% by Mr. Gao Yanxu, one of the executive Directors, and is ultimately controlled by Mr. Gao Sishi holding approximately 94.705% equity interest. Mr. Gao Sishi is the director of three wholly-owned subsidiaries of the Company and a relative of Mr. Gao Yanxu. As Mr. Gao Yanxu is a connected person of the Company under Rule 14A.07(1) of the Listing Rules, KD Holding is therefore an "associate" of a connected person under Rule 14A.07(4) and Rule 14A.12(1)(c) of the Listing Rules. The transactions entered into between the Group and KD Holding therefore constitute connected transactions under Chapter 14A of the Listing Rules.

Connected Transactions

Disposals

Taking into account the gradual increase in the operating cost of the rabbit breeding assets, in order to continue the processing and the sales of the rabbit meat businesses without the high cost of upgrading the outdated rabbit breeding assets and breeding the rabbits; and invest more resources to enhance the processing of the chicken meat, on 2 December 2022, the Company entered into several SPAs in relation to the disposal of all the equity interest (being 70.0286%) of Kangda-Eurolap Rabbit, a non-wholly owned subsidiary of the Company and certain properties, machinery and equipment for breeding rabbits held by the Group to KD Holding, at an aggregate cash consideration of RMB74,940,000. The Disposals were still underway as at 31 December 2023. Please refer to the Company's announcements dated 2 December 2022, 16 December 2022, 13 February 2023 and 20 March 2023 respectively, and the circular dated 24 February 2023 by the Company for details.

On 14 March 2024, the Disposals were terminated due to macro-economic situations and market conditions. For details of the terminations, please refer to section of "IMPORTANT EVENTS AFTER REPORTING PERIOD" under the "Management Discussion and Analysis" on page 14 of this Annual Report, and the announcement dated 14 March 2024.

Continuing Connected Transactions

Framework Agreement

The connected transactions entered into between the Group and KD Holding as set out in this section below constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules for the year ended 31 December 2023:

On 2 December 2022, the Company and KD Holding entered into the framework agreement for the period from 1 January 2023 to 31 December 2023 in relation to the mutual provision of products, which includes the provision of processed foods, chilled and frozen rabbit meat, and chilled and frozen chicken meat to KD Holding, as well as the purchase of rabbits from KD Holding. Please refer to the Company's announcements dated 2 December 2022, 13 February 2023 and 20 March 2023 respectively, and the circular dated 24 February 2023 by the Company for details. The amount and annual cap of the transactions under the framework agreement for the year ended 31 December 2023 are as follows:

| | Actual transaction amount for the year ended 31 December 2023 (RMB) | Proposed annual cap in respect of the transactions under the Framework Agreements (Unit: RMB) |
|--|---|---|
| Provision of processed foods, chilled and frozen rabbit meat, and chilled and frozen chicken meat by the Group to KD Holding group | 20,456,859 | 37,000,000 |
| Purchase of rabbits from KD Holding group to the Group | 36,543,825 | 85,000,000 |

Directors' Report

The independent non-executive Directors of the Company have reviewed the transactions conducted during the year ended 31 December 2023 and confirmed that the transactions:

- (i) have been entered into in the ordinary and usual course of the business of the Group;
- (ii) have been entered into on normal commercial terms or better;
- (iii) have been entered into in accordance with the relevant agreements on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and
- (iv) the aggregate transaction amount during the year ended 31 December 2023 had not exceeded the cap disclosed in the respective announcement.

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

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. Gao Yanxu is directly and indirectly interested in KD Holding, which is principally engaged in diversified businesses, including trading of construction materials, fresh vegetables, animal feeds and property management.

KD Holding is a company established in the PRC and is owned by Mr. Gao Yanxu as to approximately 5.295%. Apart from its principal business of construction materials trading, KD Holding is also engaged in the sales of processed food products which are distinct from those of the Group. As such, the Directors are of the view that there is no competition with KD Holding.

Save as disclosed above, during the year ended 31 December 2023 and up to the date of this Annual Report, none of the Directors are considered to have interests in a business that competes or is likely to compete, either directly or indirectly, with the businesses of the Group which would fall to be discloseable under the Hong Kong Listing Rules other than those businesses where the Directors have been appointed or were appointed as Directors to represent the interests of the Company and/or the Group. The Directors are not aware that any KD Holding member had any actual operation in food processing business during the year ended 31 December 2023 and up to the date of this Annual Report. The Directors also are not aware that any KD Holding member plans to engage in food processing business which may compete with the business of the Group in the near future. As the Group is principally engaged in the production and sales of chicken meat, rabbit meat and processed foods which are distinct from the businesses of KD Holding, the Directors are of the view that the businesses of KD Holding do not compete or are unlikely to compete directly or indirectly with the Group's business.

Directors' Report

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the financial year.

PERMITTED INDEMNITY

The Company's Bye-Laws provides that each Director shall be entitled to be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she may incur or sustain in or about the execution of his/her duty. During the year ended 31 December 2023 and up to the date of this Annual Report, the Company has not arranged liability insurance for the Directors in respect of legal proceedings that may be brought against the Directors due to the activities of the Company.

SUFFICIENCY OF PUBLIC FLOAT

As far as the information publicly available to the Company is concerned and to the best knowledge of the Directors, at least 25% of the Company's issued share capital were held by members of the public (as defined in the Hong Kong Listing Rules and Singapore Listing Rules and the Listing Manual of the Singapore Securities Exchange Trading Limited) as at the date of this Annual Report.

AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

Details of the Company's Audit Committee, Nomination Committee and Remuneration Committee are set out in the Corporate Governance Report in pages 16 to 56 of this Annual Report.

AUDITORS

BDO Limited, Certified Public Accountants, ("BDO") was re-appointed on 21 June 2023 as auditor. There is no change in the auditors of the Company in any of the preceding three years.

BDO retire and, being eligible, offer themselves for re-appointment. A resolution will be proposed at the forthcoming Annual General Meeting of the Company to the appointment of BDO as auditors of the Company to satisfy the Hong Kong Listing Rules for the ensuing year until the next Annual General Meeting in 2024.

Directors' Report

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company will be held on Friday, 28 June 2024 (the "AGM").

For the purpose of determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which no transfer of shares will be registered.

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 24 June 2024.

On behalf of the Board

Lang Ying

Chairlady, Executive Director and Chief Executive Officer

Gao Yanxu

Executive Director

28 March 2024

Independent Auditor's Report



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF CHINA KANGDA FOOD COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China Kangda Food Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 84 to 154, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements including accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group due to potential interaction of the multiple uncertainties relating to going concern and the possible cumulative effects on the consolidated financial statements are described in the "Basis for Disclaimer of Opinion" section of our report. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

MULTIPLE UNCERTAINTIES RELATING TO GOING CONCERN

As set out in note 3(b) to the consolidated financial statements, the Group incurred a loss attributable to the owners of the Company of approximately RMB8,353,000 during the year ended 31 December 2023, and as of that date, the Group's current liabilities exceeded its current assets by approximately RMB229,000. As at 31 December 2023, the Group had bank borrowings of RMB188,000,000 (note 29), amount due to a related party of RMB26,305,000 (note 30), loan from a related party of RMB35,905,000 (the "Related Party Loan") (note 31) and loans from immediate holding company of RMB92,099,000 (note 32) with an aggregate amount of approximately RMB342,309,000 as at 31 December 2023 that are classified as current liabilities as at 31 December 2023, while the Group only maintained its cash and cash equivalents of RMB284,307,000.

On 20 October 2023, a winding-up petition (the "Petition") was filed by a related party, the lender of the Related Party Loan (the "Petitioner"), with the High Court of the Hong Kong Special Administrative Region (the "High Court") as an application for the winding-up of the Company in relation to the alleged failure by the Company to repay the Related Party Loan on 25 September 2023. No winding-up order had been granted by the High Court to wind up the Company and the first hearing of the Petition was scheduled to be heard on 27 December 2023.

On 22 December 2023, the Company entered into a deed (the "Deed") with the Petitioner, pursuant to which, the Petitioner agreed to withdraw the Petition and the Company agreed to repay the Related Party Loan within three months of the date of the Deed. On 27 December 2023, upon the application of the Petitioner, the High Court had granted permission to the Petitioner to withdraw the winding up petition with no order as to costs as between the Company and the Petitioner. According to the Deed, in the event of the Company's default of the Deed, the Petitioner shall be at liberty to take legal action against the Company, including but not limited to issue a fresh petition against the Company on ground arising from the Related Party Loan and/or the Deed (the "New Petition") without further notice to the Company and the Company undertakes not to oppose the New Petition by reason of the withdrawal of the Petition and/or whatsoever.

Independent Auditor's Report

The directors of the Company have been undertaking a number of plans and measures to improve the Group's liquidity and financial position, which are detailed in note 3(b) to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the successful outcomes of the Group's plan and measures to mitigate its liquidity pressure as set out in note 3(b) to the consolidated financial statements, which are subject to multiple uncertainties, including (i) Successfully negotiating with the Group's existing lenders to seek renewal of extension for repayment of the Group's bank and other borrowings; (ii) Successfully negotiating with the Petitioner to set out the settlement plan of the Related Party Loan before the maturity of that Related Party Loan; (iii) Successfully obtaining new sources of financing as and when needed; and (iv) Successfully expanding its production volume by improving the efficiency of its facilities and implementing measures to tighten cost controls over various operating expenses. These indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern, and therefore that the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

Should the Group fail to achieve the intended effects result from the plans and measures as mentioned in note 3(b) to the consolidated financial statements, it might not be able to continue to operate as a going concern, and adjustments would have to be made in the consolidated financial statements to write down the carrying values of the Group's assets to their net realisable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of such adjustments has not yet been reflected in the consolidated financial statements.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") 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 also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with IFRS Accounting Standards issued by the IASB and to issue an auditor's report. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

However, because of the matter described in the "Basis for Disclaimer of Opinion" section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the Hong Kong Institute of Certified Public Accountants' "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

BDO Limited

Certified Public Accountants

Lui Chi Kin

Practising Certificate Number P06162

Hong Kong, 28 March 2024

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2023

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|--|-------|--------------------|-----------------|
| Revenue | 7 | 1,657,308 | 1,745,787 |
| Cost of sales | | (1,562,176) | (1,624,242) |
| Gross profit | | 95,132 | 121,545 |
| Other income and other gains | 7 | 29,628 | 59,137 |
| Selling and distribution costs | | (53,318) | (37,837) |
| Administrative expenses | | (47,202) | (68,585) |
| Provision for impairment loss on trade and bill receivables and other receivables, net | | – | (4,480) |
| Other operating expenses | | (14,523) | (69,292) |
| Finance costs | 9 | (18,030) | (15,175) |
| Loss before taxation | 8 | (8,313) | (14,687) |
| Income tax credit/(expense) | 10 | 270 | (412) |
| Loss for the year | | (8,043) | (15,099) |
| Other comprehensive income | | | |
| Item that may be reclassified subsequently to profit or loss: | | | |
| Exchange differences in translating foreign operations | | (79) | (582) |
| Other comprehensive income for the year | | (79) | (582) |
| Total comprehensive income for the year | | (8,122) | (15,681) |
| Loss for the year attributable to: | | | |
| Owners of the Company | | (8,353) | (15,417) |
| Non-controlling interests | | 310 | 318 |
| | | (8,043) | (15,099) |
| Total comprehensive income for the year attributable to: | | | |
| Owners of the Company | | (8,432) | (15,999) |
| Non-controlling interests | | 310 | 318 |
| | | (8,122) | (15,681) |
| Loss per share for loss attributable to the owners of the Company during the year | 12 | | |
| Basic (RMB cents) | | (1.93) | (3.56) |
| Diluted (RMB cents) | | (1.93) | (3.56) |

Consolidated Statement of Financial Position

As at 31 December 2023

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|--|-------|-----------------|-----------------|
| ASSETS AND LIABILITIES | | | |
| Non-current assets | | | |
| Property, plant and equipment | 14 | 269,752 | 334,587 |
| Investment property | 15 | 115,606 | 130,753 |
| Interests in associate | 16 | – | – |
| Goodwill | 17 | 56,355 | 56,355 |
| Biological assets | 18 | 27,829 | 24,425 |
| Right-of-use assets | 19 | 188,135 | 99,419 |
| Deferred tax assets | 20 | 44 | 147 |
| Long-term loan receivable | 21 | 17,520 | – |
| Total non-current assets | | 675,241 | 645,686 |
| Current assets | | | |
| Biological assets | 18 | 19,881 | 26,654 |
| Inventories | 22 | 114,918 | 162,959 |
| Trade and bills receivables | 23 | 92,003 | 161,433 |
| Prepayments, other receivables and deposits | 24 | 72,828 | 95,236 |
| Pledged deposits | 25 | 255,000 | 44,000 |
| Cash and cash equivalents | 25 | 284,307 | 197,939 |
| | | 838,937 | 688,221 |
| Assets classified as held for sale | 42 | 67,949 | – |
| Total current assets | | 906,886 | 688,221 |
| Current liabilities | | | |
| Trade and bills payables | 26 | 414,021 | 167,261 |
| Accrued liabilities and other payables | 27 | 95,027 | 126,897 |
| Contract liabilities | 28 | 9,656 | 20,580 |
| Interest-bearing bank borrowings | 29 | 188,000 | 286,000 |
| Amount due to a related party | 30 | 26,305 | 1,455 |
| Loan from a related party | 31 | 35,905 | – |
| Loans from immediate holding company | 32 | 92,099 | 88,923 |
| Deferred government grants | 33 | 4,087 | 4,737 |
| Other borrowings | 34 | – | 9,460 |
| Lease liabilities | 35 | 9,940 | 4,546 |
| Tax payables | | 1,419 | 3,314 |
| | | 876,459 | 713,173 |
| Liabilities associated with assets classified as held for sale | 42 | 30,656 | – |
| Total current liabilities | | 907,115 | 713,173 |
| Net current liabilities | | (229) | (24,952) |
| Total assets less current liabilities | | 675,012 | 620,734 |

Consolidated Statement of Financial Position

As at 31 December 2023

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|---|-------|-----------------|-----------------|
| Non-current liabilities | | | |
| Interest-bearing bank borrowings | 29 | – | 9,700 |
| Deferred government grants | 33 | 15,473 | 19,560 |
| Lease liabilities | 35 | 104,717 | 28,157 |
| Deferred tax liabilities | 20 | 1,222 | 1,595 |
| Total non-current liabilities | | 121,412 | 59,012 |
| Net assets | | 553,600 | 561,722 |
| EQUITY | | | |
| Equity attributable to the owners of the Company | | | |
| Share capital | 36 | 112,176 | 112,176 |
| Reserves | 37 | 430,295 | 438,727 |
| Non-controlling interests | | 542,471 | 550,903 |
| | | 11,129 | 10,819 |
| Total equity | | 553,600 | 561,722 |

The financial statements on pages 84 to 154 were approved and authorised for issue by the board of directors on 28 March 2024 and signed on its behalf by:

Lang Ying
Director

Gao Yanxu
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

| | Equity attributable to the Company's owners | | | | | | | | | |
|---|---|----------------|------------------------------|--|------------------------------|---------------------------------------|-------------------|----------------|---------------------------|----------------|
| | Share capital | Share premium* | Merger reserve* (note 37) | Capital redemption reserve* (note 37) | Other reserves* (note 37) | Foreign currency translation reserve* | Retained profits* | Total | Non-controlling interests | Total equity |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| At 1 January 2022 | 112,176 | 257,073 | (41,374) | 2,374 | 46,798 | 127 | 189,728 | 566,902 | 15,341 | 582,243 |
| Loss for the year | - | - | - | - | - | - | (15,417) | (15,417) | 318 | (15,099) |
| Other comprehensive income | - | - | - | - | - | (582) | - | (582) | - | (582) |
| Total comprehensive income for the year | - | - | - | - | - | (582) | (15,417) | (15,999) | 318 | (15,681) |
| Disposal of a subsidiary (note 41) | - | - | - | - | - | - | - | - | (4,840) | (4,840) |
| At 31 December 2022 and 1 January 2023 | 112,176 | 257,073 | (41,374) | 2,374 | 46,798 | (455) | 174,311 | 550,903 | 10,819 | 561,722 |
| Loss for the year | - | - | - | - | - | - | (8,353) | (8,353) | 310 | (8,043) |
| Other comprehensive income | - | - | - | - | - | (79) | - | (79) | - | (79) |
| Total comprehensive income for the year | - | - | - | - | - | (79) | (8,353) | (8,432) | 310 | (8,122) |
| At 31 December 2023 | 112,176 | 257,073 | (41,374) | 2,374 | 46,798 | (534) | 165,958 | 542,471 | 11,129 | 553,600 |

* The consolidated reserves of the Group as at 31 December 2023 of approximately RMB430,295,000 (2022: RMB438,727,000) as presented in the consolidated statement of financial position comprised these reserve accounts.

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|---|-------|------------------|-----------------|
| Cash flows from operating activities | | | |
| Loss before taxation | | (8,313) | (14,687) |
| Adjustments for: | | | |
| Interest income | 7 | (4,407) | (9,604) |
| Interest expenses | 9 | 18,030 | 15,175 |
| Gains arising from changes in fair value less estimated costs to sell of biological assets, net | 7 | (1,170) | (14,666) |
| Depreciation of property, plant and equipment | 8 | 41,876 | 51,499 |
| Depreciation of right-of-use assets | 8 | 15,703 | 6,042 |
| Depreciation of investment property | 8 | 11,292 | 12,580 |
| Loss on disposal of property, plant and equipment | 8 | 583 | 5,240 |
| Gain from termination of lease contracts | 7 | (4,003) | (70) |
| Amortisation of deferred income on government grants | 7 | (4,737) | (4,737) |
| Impairment loss on investment property | 8 | – | 48,186 |
| Loss on disposal of investment property | 8 | 1,186 | – |
| Provision for impairment loss on trade and bills receivables | 8 | – | 4,480 |
| Waiver of interest payables | 7 | (1,680) | – |
| Gain on disposal of a subsidiary | 41 | – | (13,575) |
| Operating profit before working capital changes | | 64,360 | 85,863 |
| Decrease/(Increase) in inventories | | 47,937 | (35,470) |
| Decrease/(Increase) in trade and bills receivables | | 69,379 | (46,268) |
| Decrease/(Increase) in prepayments, other receivables and deposits | | 22,236 | (31,408) |
| Decrease/(Increase) in biological assets | | 1,705 | (2,360) |
| Increase/(Decrease) in trade and bills payables | | 246,926 | (60,365) |
| (Decrease)/Increase in accrued liabilities and other payables | | (32,497) | 17,633 |
| (Decrease)/Increase in contract liabilities | | (10,924) | 3,995 |
| Cash generated from/(used in) operations | | 409,122 | (68,380) |
| Interest paid | | (12,304) | (13,158) |
| Income taxes (paid)/refunded | | (1,895) | 331 |
| <i>Net cash generated from/(used in) operating activities</i> | | 394,923 | (81,207) |
| Cash flows from investing activities | | | |
| Purchases of property, plant and equipment | | (22,957) | (24,499) |
| Proceeds from disposal of property, plant and equipment | | 1,593 | 1,287 |
| Net proceeds from disposal of subsidiaries | | – | 24,071 |
| Receipt of deferred government grants | 33 | – | 3,148 |
| Long-term loan to a third party | | (17,520) | – |
| Interest received | | 4,407 | 9,604 |
| Placement of pledged deposits | | (255,000) | (44,000) |
| Withdrawal of pledged deposits | | 44,000 | 29,000 |
| <i>Net cash used in investing activities</i> | | (245,477) | (1,389) |

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|--|-------|-----------------|-----------------|
| Cash flows from financing activities | | | |
| Proceed from loans from immediate holding company | | 3,176 | 15,418 |
| Proceed from new bank borrowings | | 318,000 | 290,000 |
| Repayment of bank borrowings | | (396,200) | (114,804) |
| Repayment of other borrowings | | (9,591) | – |
| Repayment of lease liabilities including principal and interest portion | | (24,188) | (6,134) |
| Proceed from loan from a related party | | 35,905 | – |
| Increase/(Decrease) in amount due to a related party | | 19,753 | (43,039) |
| <i>Net cash (used in)/generated from financing activities</i> | 44 | (53,145) | 141,441 |
| Net increase in cash and cash equivalents | | | |
| Cash and cash equivalents at 1 January | | | |
| Cash and cash equivalents of a subsidiary being presented as assets classified as held for sale | 42 | (10,010) | – |
| Effect of foreign exchange rate change, net | | 77 | 470 |
| Cash and cash equivalents at 31 December | | | |
| Analysis of balances of cash and cash equivalents | | | |
| Cash and bank balances | 25 | 284,307 | 197,939 |

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

1. CORPORATE INFORMATION

China Kangda Food Company Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda on 28 April 2006. The registered office of the Company is located at Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda. The principal place of business of the Company is located at No. 8399, Binhai Boulevard, Huangdao District, Qingdao, the People’s Republic of China. The Company’s shares are primary listed on the Main Board of The Stock Exchange of Hong Kong Limited and secondary listed in the Main Board of the Singapore Exchange Securities Trading Limited.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries (together with the Company referred as the “Group”) are set out in note 39 to the consolidated financial statements.

In the opinion of the Company’s directors (the “Directors”), the Company’s immediate holding company is Zenith Hope Limited, incorporated in British Virgin Islands and the Company’s ultimate holding company is Eternal Myriad Limited, incorporated in British Virgin Islands.

The Group’s operations are principally conducted in the People’s Republic of China (the “PRC”), excluding Hong Kong and Macau.

2. APPLICATIONS OF IFRS® ACCOUNTING STANDARDS

(a) Adoption of new or revised IFRS Accounting Standards – first effective on 1 January 2023

In the current year, the Group has applied for the first time the following new or revised IFRS Accounting Standards and amendments issued by International Accounting Standards Board (“IASB”) which is relevant to and effective for the Group’s consolidated financial statements for annual period beginning on 1 January 2023:

| | |
|---|--|
| Amendments to IAS 1 and IFRS Practice Statement 2 | Disclosure of Accounting Policies |
| Amendments to IAS 8 | Definition of Accounting Estimates |
| Amendments to IAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction |
| Amendments to IAS 12 | International Tax Reform – Pillar Two Model Rules |
| IFRS 17 | Insurance Contracts |

The nature and impact of the new and revised IFRS Account Standards that is applicable to the Group is described below.

Amendments to IAS 1 and IFRS Practice Statement 2, Disclosure of Accounting Policies

The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose ‘significant accounting policies’ with ‘material accounting policy information’. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

These amendments have no effect on the measurement or presentation of any items in the Consolidated financial statements of the Group but affect the disclosure of accounting policies of the Group.

Other than the abovementioned, the amended IFRS Account Standards that are effective from 1 January 2023 did not have any significant impact on the Group’s accounting policies.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

2. APPLICATIONS OF IFRS® ACCOUNTING STANDARDS (CONTINUED)

(b) Revised IFRS Accounting Standards that have been issued but are not yet effective

The following revised IFRS Accounting Standards, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

| | |
|----------------------------------|--|
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current (the "2020 Amendments") ¹ |
| Amendments to IAS 1 | Non-current Liabilities with Covenants (the "2022 Amendments") ¹ |
| Amendments to IFRS 16 | Leases Liability in a Sale and Leaseback ¹ |
| Amendments to IAS 7 and IFRS 7 | Supplier Finance Arrangements ¹ |
| Amendments to IAS 21 | Lack of Exchangeability ² |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |

Notes:

- ¹ Effective for annual periods beginning on or after 1 January 2024
- ² Effective for annual periods beginning on or after 1 January 2025
- ³ No mandatory effective date yet determined by available for adoption

Amendments to IAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify the requirements on classifying liabilities as current or non-current. The 2020 Amendments provide clarification that if an entity's right to defer settlement of a liability is subject to compliance with future covenants, the entity has a right to defer settlement of the liability even if it does not comply with those covenants at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The 2020 Amendments also clarify the situations that are considered as a settlement of a liability.

Amendments to IAS 1, Non-current Liabilities with Covenants

The amendments clarify how to treat liabilities that are subject to covenants to be complied with, at a date subsequent to the reporting period. The 2022 Amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The 2022 Amendments clarify that only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current.

Amendments to IFRS 16, Leases Liability in a Sale and Leaseback

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are intended to improve the requirements for sale and leaseback transactions in IFRS 16. They do not change the accounting for leases unrelated to sale and leaseback transactions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

2. APPLICATIONS OF IFRS® ACCOUNTING STANDARDS (CONTINUED)

(b) Revised IFRS Accounting Standards that have been issued but are not yet effective (Continued)

Amendments to IAS 7 and IFRS 7, Supplier Finance Arrangements

The amendments introduce new disclosure requirements to enhance the transparency of supplier finance arrangements ("SFA") and their effects on an entity's liabilities, cash flows and exposure to liquidity risk in response to investors' concerns that some entities' SFA are not sufficiently visible, hindering investors' analysis.

Amendments to IAS 21, Lack of Exchangeability

The amendments require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide.

Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The Directors of the Company have performed an assessment on the above new amendments and interpretations and have concluded on a preliminary basis that these new amendments would not have a significant impact on the Group's consolidated financial statements in subsequent years.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards which collective term includes all applicable individual IFRS® Accounting Standards and Interpretations approved by the IASB, and all applicable individual IAS® Standards and Interpretations as originated by the Board of the International Accounting Standards Committee and adopted by the IASB. The consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared under the historical cost basis except for biological assets which are stated at fair values less costs to sell, financial assets at fair value through other comprehensive income which are stated at fair values and assets classified as held for sale which are stated at lower of carrying amount and fair value less costs to sell as explained in the accounting policies set out below. It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. BASIS OF PREPARATION (CONTINUED)

(b) Basis of measurement and going concern assumption (Continued)

In preparing the consolidated financial statements, the Directors considered that the Group is able to continue as a going concern notwithstanding that the Group incurred a loss attributable to the owners of the Company of approximately RMB8,353,000 during the year ended 31 December 2023, and as of that date, the Group's current liabilities exceeded its current assets by approximately RMB229,000. As at 31 December 2023, the Group had bank borrowings of RMB188,000,000 (note 29), amount due to a related party of RMB26,305,000 (note 30), loan from a related party of RMB35,905,000 (the "Related Party Loan") (note 31) and loans from immediate holding company of RMB92,099,000 (note 32) with an aggregate amount of approximately RMB342,309,000 as at 31 December 2023 that were classified as current liabilities as at 31 December 2023, while the Group only maintained its cash and cash equivalents of RMB284,307,000.

On 20 October 2023, a winding-up petition (the "Petition") was filed by a related party, the lender of the Related Party Loan (the "Petitioner"), with the High Court of the Hong Kong Special Administrative Region (the "High Court") as an application for the winding-up of the Company in relation to the alleged failure by the Company to repay the Related Party Loan on 25 September 2023. No winding-up order had been granted by the High Court to wind up the Company and the first hearing of the Petition was scheduled to be heard on 27 December 2023.

On 22 December 2023, the Company entered into a deed (the "Deed") with the Petitioner, pursuant to which, the Petitioner agreed to withdraw the Petition and the Company agreed to repay the Related Party Loan within three months of the date of the Deed. On 27 December 2023, upon the application of the Petitioner, the High Court had granted permission to the Petitioner to withdraw the winding up petition with no order as to costs as between the Company and the Petitioner. According to the Deed, in the event of the Company's default of the Deed, the Petitioner shall be at liberty to take legal action against the Company, including but not limited to issue a fresh petition against the Company on ground arising from the Related Party Loan and/or the Deed (the "New Petition") without further notice to the Company and the Company undertakes not to oppose the New Petition by reason of the withdrawal of the Petition and/or whatsoever.

When assessing the appropriateness of the use of the going concern basis for the preparation of the consolidated financial statements, the Directors have prepared a cash flow forecast covering a period of 12 months from the date of approval of these consolidated financial statements. The Directors have given careful consideration to the future liquidity and performance of the Group and the Group's available sources of financing, having regard to the following plans and measure, in assessing whether the Group will have sufficient financial resources to continue as a going concern:

1. The Group has been actively negotiating with the Group's existing lenders to seek renewal of extension for repayment of the Group's bank and other borrowings. Subsequent to the end of the reporting period, amongst all of the bank borrowings of RMB188,000,000 recorded in the current liabilities, the Group obtained several written confirmations from several of the Group's bankers, which confirmed to renew bank borrowings of RMB60,000,000 in total to the Group for another year upon the maturity of the bank borrowings. All these bank borrowings will mature in 2025. For the remaining bank borrowings of RMB128,000,000 in total, the Group obtained letters of intent from the Group's bankers of all these bank borrowings which indicate their intention to renew all these bank borrowings. However, the extent of the amounts of bank borrowings and the tenor of the banks borrowings are subject to formal approval by the banks at the date of maturity of these bank borrowings in 2024. Besides, subsequent to the end of the reporting period, the Group entered into a new loan agreement with a bank of RMB50,000,000 which will mature in 2025.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. BASIS OF PREPARATION (CONTINUED)

(b) Basis of measurement and going concern assumption (Continued)

1. (Continued)

In addition, subsequent to the end of the reporting period, amongst all of the bank borrowings of RMB29,500,000 recorded in the liabilities associated with assets classified held for sale, the Group renewed a bank borrowing of RMB10,000,000 for another year from the date of renewal and obtained a written confirmation from the Group's major banker which confirmed to renew bank borrowings of RMB10,000,000 to the Group for another year upon the maturity of the bank borrowings. Moreover, the Group also obtained a written confirmation from its immediate holding company, which confirmed to renew the outstanding loan balances of RMB92,099,000 to the Group for another year upon the maturity. Apart from this, on 21 March 2024, the Group entered into another extension agreement with the Petitioner to extend the maturity date of the Related Party Loan for another thirteen months from the date of this extension agreement;

2. The Group will negotiate with the Petitioner to set out the settlement plan of the Related Party Loan;

3. The Group will explore the availability of alternative source of financing; and

4. The Group continues to expand its production volume by improving the efficiency of its facilities and implementing measures to tighten cost controls over various operating expenses in order to improve its profitability and cash inflow from its operations in the future.

The Directors believe that the aforementioned financing/business plans and operational measures will be successful, based on the continuous efforts and commitment given by the management and consider that Group would have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within the period of the cash flow forecast and therefore it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the Directors will be able to achieve the plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the following:

1. Successfully negotiating with the Group's existing lenders to seek renewal of extension for repayment of the Group's bank and other borrowings;

2. Successfully negotiating with the Petitioner to set out the settlement plan of the Related Party Loan before the maturity of that Related Party Loan;

3. Successfully obtaining new sources of financing as and when needed; and

4. Successfully expanding its production volume by improving the efficiency of its facilities and implementing measures to tighten cost controls over various operating expenses.

These indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern, and therefore that the Group may not be able to realise its assets and discharges its liabilities in the normal course of business.

Should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned above, it might not be able to continue to operate as a going concern, and adjustments would have to be made in the consolidated financial statements to write down the carrying values of the Group's assets to their net realisable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of such adjustments has not yet been reflected in the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

3. BASIS OF PREPARATION (CONTINUED)

(c) Functional and presentation currency

The consolidated financial statements are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company and its subsidiaries in the PRC.

4. ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

(b) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition date fair value of the acquirer’s previously held equity interest in the acquiree over the fair value of identifiable assets and liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer’s previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the combination. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash flows from other assets or group of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4(j)) and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment at the end of that financial year or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is first allocated to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset’s carrying amount to below its fair value less of disposal (if measurable) or its value-in-use (if determinable), whichever is higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(c) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

Property, plant and equipment other than construction in progress are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

| | |
|--|---|
| Buildings on leasehold lands | Shorter of lease terms of land and 10 to 20 years |
| Plant and machinery | 5 to 10 years |
| Furniture, fixtures and office equipment | 5 to 10 years |
| Motor vehicles | 5 years |

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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 market place.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

Financial assets at amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

Financial assets at fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Debt investments at fair value through other comprehensive income including bills receivables are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables, financial assets measured at amortised cost and debt instruments measured at fair value through other comprehensive income. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measured loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating 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 analysis, based on the Group's historical experience and informed credit assessment and including 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.

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; or the financial asset is more than 90 days past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (Continued)

(ii) *Impairment loss on financial assets (Continued)*

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty 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.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognised in other comprehensive income and accumulated in equity.

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over certain years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) *Financial liabilities*

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and bills payables, accrued liabilities and other payables, interest-bearing bank borrowings, loans from immediate holding company, other borrowings and amount due to a related party and loan from a related party issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (Continued)

(iv) *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) *Derecognition*

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(e) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials computed using weighted average method and, where applicable, direct labour and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is calculated as the estimated selling price in the ordinary course of business less all further costs of completion and the estimated costs necessary to make the sale.

(f) Revenue recognition

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, excluding those amounts collected on behalf of third parties. Revenue excludes value added taxes or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service. All of the revenue of the Group is recognised at a point in time.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(f) Revenue recognition (Continued)

(i) Sale of goods

Customers obtain control of the food products when those food products are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted the products. There is generally only one performance obligation. Invoices are usually payable 30 to 90 days.

Contract liabilities

A contract liability represents the Group's obligation to transfer food products to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

(g) Income taxes

Income taxes comprises current and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. 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 tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for (i) goodwill not deductible for tax purposes; (ii) initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits and does not give rise to equal taxable and deductible temporary differences; and (iii) taxable temporary differences arising on investments in subsidiaries and associates where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the assets or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they related to items recognised directly in equity in which case the taxes are also recognised directly in equity.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(h) Foreign currencies

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in the profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign currency translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

(i) Employee benefits

Retirement benefits scheme

Pursuant to the relevant regulations of the PRC government, the Group participates in a local municipal government retirement benefits scheme (the "Scheme"), whereby the subsidiaries of the Company in the PRC are required to contribute a certain percentage of the basic salaries of their employees to the Scheme to fund their retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of the subsidiaries of the Company. The only obligation of the Group with respect to the Scheme is to pay the ongoing required contributions under the Scheme mentioned above. Contributions under the Scheme are charged to the profit or loss as incurred. There are no provisions under the Scheme whereby forfeited contributions may be used to reduce future contributions.

Short-term employee benefits

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. A provision is made for the estimated liability for unutilised annual leave as a result of services rendered by employees up to the reporting date.

(j) Impairment of non-financial assets (except for goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investments in subsidiaries and associate;
- investment property; and
- right-of-use assets

When an indication of impairment exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's or cash-generating unit's value-in-use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(j) Impairment of non-financial assets (except for goodwill) (Continued)

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

(k) Related parties

- (1) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of key management personnel of the Company or the Company's parent.
- (2) An entity is related to the Group if any of the following conditions apply:
 - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities 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 the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (1).
 - (vii) A person identified in (1)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, of any member of a group of which it is a part, provides key management personnel services to the Company or to the Company's parent.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(k) Related parties (Continued)

(2) An entity is related to the Group if any of the following conditions apply: (Continued)

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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(l) Leases

The Group as a lessee

All leases are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability; (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, which is generally the case of the Group, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modification, or to reflect revised in-substance fixed lease payments.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(I) Leases (Continued)

The Group as a lessee (Continued)

Lease liability (Continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

The Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate leases. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Any changes in the scope of the consideration for a lease that was not part of the original terms and conditions of the lease are accounted for as lease modifications. The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, recognising the remaining lease payments as income on either a straight-line basis or another systematic basis over the remaining lease term.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(m) Investment property

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset 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 carried at cost less accumulated depreciation and any accumulated impairment losses, under cost model.

The investment properties are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives of the investment property are carried at 3–20 years.

Any gains or losses on the disposal of investment properties are recognised in profit or loss in the year of the disposal.

Transfers are made to (or from) investment properties only when there is a change in use. For a transfer from an investment property to an owner-occupied property, the deemed cost for subsequent accounting is the carrying amount at the date of change in use. If an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment for owned property and/or accounts for such property in accordance with the policy stated under right-of-use assets for property held as a right-of-use asset up to the date of change in use.

(n) Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(o) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash on hand and in banks and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less pledged bank deposits and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and demand deposits repayable on demand with any banks or other financial institutions, which are not restricted to use. Cash and bank balances include deposits denominated in foreign currencies.

(p) Government grants

Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred government grants in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(q) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive Directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive Directors are determined following the Group's major products.

The Group has identified the reportable segments as production and sales of:

- Processed foods
- Chilled and frozen rabbit meat
- Chilled and frozen chicken meat
- Other products comprising chicken and rabbit meat by products and pet food products

Each of these operating segments is managed separately as each of the product lines requires different resources as well as marketing approaches.

For the purposes of assessing segment performance and allocating resources between segments, the Directors assess segment profit or loss by gross profit/loss less selling expenses and certain other income and other operating expenses. The measurement policies used by the Group for reporting segment results under IFRS 8 are the same as those accounting policies used in its consolidated financial statements prepared under IFRS Accounting Standards. Segment assets/liabilities have not been disclosed as such amounts are not regularly provided to the Directors for resources allocation.

For the purpose of presenting geographical location of the Group's revenue from external customers and the Group's non-current assets, country of domicile is determined to be the PRC where the majority of Company's subsidiaries operate.

(r) Biological assets

Biological assets are living animals and hatchable eggs involved in the agricultural activities of the transformation of biological assets for sale, into agricultural produce, or into additional biological assets.

Biological assets are measured at fair value less estimated costs to sell at initial recognition and at each reporting date. The fair value of biological assets is determined based on the market price of livestock of similar age, breed and genetic merit.

The gain or loss arising on initial recognition of biological assets at fair value less estimated costs to sell and from a change in fair value less estimated costs to sell of biological assets is recognised in the profit or loss for the period in which it arises.

The agricultural produce harvested from the biological assets are measured at their fair value less costs to sell at the point of harvest. Such measurement is the cost at that date when applying IAS 2. A gain or loss arising from agricultural produce at the point of harvest at fair value less costs to sell is included in profit or loss for the period in which it arises.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

4. ACCOUNTING POLICIES (CONTINUED)

(s) Non-current assets held for sale

Non-current assets (or disposal groups) are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to be completed within 12 months from the date of classification.

Non-current assets (or disposal groups) classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated. The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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.

Critical judgements in applying accounting policies and key sources of estimation uncertainty are discussed below.

(i) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitors' actions in response to severe industry cycles. Management reassesses the estimations at the reporting date. The carrying amount of the Group's inventories is disclosed in note 22 to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(ii) Provision for ECLs on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns with forward looking information.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in notes 23 and 43(c) to the consolidated financial statements.

(iii) Income taxes and value-added tax ("VAT")

The Group is subject to various taxes in the PRC including corporate income tax and VAT. The Group also enjoys various preferential tax treatments in the PRC, e.g. the Group is exempted from corporate income tax for its businesses relating to agricultural, poultry and primary food processing and is exempted from VAT for its income derived from sale of self-produced agricultural products. Deferred tax assets are recognised for all unused tax losses and deferred government grants to the extent that it is probable that taxable profit will be available against which the losses can be utilised. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

Significant judgement is required in determining the amount of the provision for taxes and the timing of related taxes. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax provisions in the period in which such determination is made. Also, the realisation of income tax assets and VAT assets is dependent on the Group's ability to generate sufficient sales and taxable income in future. Derivations of future profitability from estimates or in the income tax rate would result in adjustments to the value of tax assets and liabilities.

(iv) Fair value measurement of biological assets

Biological assets included in the Group's consolidated financial statements require measurement at fair value less costs to sell. The fair value measurement of the Group's biological assets utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

Further information about the assumptions made in measuring fair values of the biological assets is included in note 18 to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(v) Depreciation

The Group depreciates the property, plant and equipment, using the straight-line method, over their estimated useful lives after taking into account of their estimated residual values. The estimated useful life reflects management's estimate of the period that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual value reflects management's estimated amount that the Group would currently obtain from the disposal of the asset, after deducting the estimated costs of disposal, as if the asset were already of the age and in the condition expected at the end of its useful life. Changes in the expected level of usage and technological developments could affect the economics, useful lives and the residual values of these assets which could then consequentially impact future depreciation charges. The carrying amounts of the Group's property, plant and equipment as at 31 December 2023 is disclosed in note 14 to the consolidated financial statements.

(vi) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Directors' significant judgements to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of the Group's goodwill as at 31 December 2023 is RMB56,355,000 (2022: RMB56,355,000).

(vii) Impairment of non-financial assets (except for goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of fair value less costs of disposal and value-in-use. The carrying amounts of the property, plant and equipment, investment property and right-of-use assets, as disclosed in notes 14, 15 and 19 respectively, are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable in accordance with the accounting policy as disclosed in note 4(j). Estimating the value-in-use requires the Group to exercise significant judgements and estimation to estimate future cash flows from the cash-generating units with appropriate assumptions and to choose a suitable discount rate in order to calculate the present value of those cash flows.

(viii) Going concern basis

These consolidated financial statements have been prepared on a going concern basis and the details are explained in note 3(b) to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. SEGMENT INFORMATION

Information regarding the Group's reportable segments as provided to the Directors is set out below:

| | Processed foods RMB'000 | Chilled and frozen rabbit meat RMB'000 | 2023 Chilled and frozen chicken meat RMB'000 | Other products RMB'000 | Total RMB'000 |
|---|-------------------------------|---|---|------------------------------|------------------|
| Revenue from external customers and reportable segment revenue, recognised at a point in time | 797,592 | 187,990 | 643,667 | 28,059 | 1,657,308 |
| Reportable segment profit/(loss) | 51,710 | 2,578 | (22,155) | 621 | 32,754 |
| Depreciation of property, plant and equipment | (15,587) | (3,674) | (12,578) | (548) | (32,387) |
| Depreciation of right-of-use assets | (7,557) | (1,783) | (6,097) | (266) | (15,703) |
| Depreciation of investment property | – | (11,292) | – | – | (11,292) |
| Loss on disposal of property, plant and equipment | (281) | (66) | (226) | (10) | (583) |
| Loss on disposal of investment property | – | (1,186) | – | – | (1,186) |
| Gain from termination of lease contracts | – | 1,284 | 2,719 | – | 4,003 |
| Timing of revenue recognition At a point in time | 797,592 | 187,990 | 643,667 | 28,059 | 1,657,308 |

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. SEGMENT INFORMATION (CONTINUED)

| | Processed foods RMB'000 | Chilled and frozen rabbit meat RMB'000 | 2022 Chilled and frozen chicken meat RMB'000 | Other products RMB'000 | Total RMB'000 |
|---|-------------------------------|---|---|------------------------------|------------------|
| Revenue from external customers and reportable segment revenue, recognised at a point in time | 738,685 | 160,159 | 598,721 | 248,222 | 1,745,787 |
| Reportable segment profit/(loss) | 66,823 | (53,567) | (11,972) | 25,512 | 26,796 |
| Depreciation of property, plant and equipment | (17,388) | (3,770) | (14,093) | (5,842) | (41,093) |
| Depreciation of right-of-use assets | (2,557) | (555) | (2,071) | (859) | (6,042) |
| Depreciation of investment property | – | (12,580) | – | – | (12,580) |
| Loss on disposal of property, plant and equipment | (2,217) | (481) | (1,797) | (745) | (5,240) |
| Gain on disposal of a subsidiary | – | – | 13,575 | – | 13,575 |
| Impairment loss on investment property | – | (48,186) | – | – | (48,186) |
| Provision for impairment loss on trade and bills receivables | (1,896) | (411) | (1,536) | (637) | (4,480) |
| Timing of revenue recognition At a point in time | 738,685 | 160,159 | 598,721 | 248,222 | 1,745,787 |

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

6. SEGMENT INFORMATION (CONTINUED)

Reportable segment revenue represented revenue of the Group in the consolidated statement of comprehensive income. A reconciliation between the reportable segment profit and the Group's loss before taxation is set out below:

| | 2023 RMB'000 | 2022 RMB'000 |
|------------------------------|-----------------|-----------------|
| Reportable segment profit | 32,754 | 26,796 |
| Other income and other gains | 25,625 | 45,562 |
| Administrative expenses | (47,202) | (68,585) |
| Other operating expenses | (1,460) | (3,285) |
| Finance costs | (18,030) | (15,175) |
| Loss before taxation | (8,313) | (14,687) |

A reconciliation between the reportable segment depreciation of property, plant and equipment and the Group's depreciation of property, plant and equipment is set out below:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Reportable depreciation of property, plant and equipment | (32,387) | (41,093) |
| Depreciation of property, plant and equipment under administrative expenses | (9,489) | (10,406) |
| Consolidated depreciation of property, plant and equipment | (41,876) | (51,499) |

The following table set out information about the disaggregated revenue and geographical location of the Group's revenue from external customers. The geographical location of customers is determined based on the location at which the goods were delivered.

| | 2023 RMB'000 | 2022 RMB'000 |
|------------------------------------|------------------|-----------------|
| Local (Country of domicile) | | |
| PRC | 1,220,168 | 1,188,971 |
| Export (Foreign countries) | | |
| Japan | 152,687 | 179,810 |
| Europe [#] | 252,673 | 293,007 |
| Others | 31,780 | 83,999 |
| | 1,657,308 | 1,745,787 |

[#] Principally include Germany, France, Spain and Russia

For the year ended 31 December 2023, revenue from one customer of the Group's chilled and frozen chicken meat and processed foods segments amounted to RMB236,496,000, which represented 10% or more of the Group's revenues. For the year ended 31 December 2022, the revenue from the said customer did not contribute 10% or more of the Group's revenue.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

7. REVENUE AND OTHER INCOME AND OTHER GAINS

An analysis of the Group's revenue is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|--|------------------|-----------------|
| Revenue from contracts with customers | | |
| Sale of goods | 1,657,308 | 1,745,787 |

The following table provides information about trade and bills receivables and contract liabilities from contracts with customers.

| | 2023 RMB'000 | 2022 RMB'000 |
|---------------------------------------|-----------------|-----------------|
| Trade and bills receivables (note 23) | 92,003 | 161,433 |
| Contract liabilities (note 28) | 9,656 | 20,580 |

The contract liabilities as at 31 December 2022 mainly related to the advance consideration received from customers which had been recognised as revenue for the year ended 31 December 2023.

As at 31 December 2023, the advance consideration received from customers of RMB9,656,000 represents unfulfilled performance obligations under the Group's existing contracts of RMB15,887,000. This amount represents revenue expected to be recognised in the future. The Group will recognise the expected revenue in future when performance obligations is completed, which is expected to occur within one year.

An analysis of the Group's other income and other gains is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Other income and other gains | | |
| Interest income on financial assets stated at amortised cost | 4,407 | 9,604 |
| Amortisation of deferred income on government grants (note 33) | 4,737 | 4,737 |
| Government grants related to income* | 5,109 | 672 |
| Gains arising from changes in fair value less estimated costs to sell of biological assets, net (note 18) | 1,170 | 14,666 |
| Gain on disposal of a subsidiary (note 41) | – | 13,575 |
| Insurance claims | – | 2,250 |
| Gain from termination of lease contracts | 4,003 | 70 |
| Rental income | 5,200 | 7,000 |
| Waiver of interest payables of other borrowings | 1,680 | – |
| Others | 3,322 | 6,563 |
| | 29,628 | 59,137 |

* Various government grants have been received mainly from Qingdao Agriculture and Rural Bureau (青島市農業農村局) for the Group's business conducted in those areas. There are no unfulfilled conditions or contingencies related to these grants.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

8. LOSS BEFORE TAXATION

The Group's loss before taxation is arrived at after charging/(crediting):

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Cost of inventories recognised as an expense | 1,335,003 | 1,414,393 |
| Depreciation of property, plant and equipment* | 41,876 | 51,499 |
| Depreciation of right-of-use assets* | 15,703 | 6,042 |
| Depreciation of investment property* | 11,292 | 12,580 |
| Auditor's remunerations | | |
| – Audit services | 1,972 | 1,626 |
| – Non-audit services | 90 | 214 |
| Employees costs (including Directors' remuneration (note 13(a))) | 213,198 | 190,196 |
| Retirement scheme contribution | 5,516 | 11,420 |
| Total employees costs [#] | 218,714 | 201,616 |
| Loss on disposal of property, plant and equipment [^] | 583 | 5,240 |
| Impairment loss on investment property [^] | – | 48,186 |
| Loss on disposal of investment property | 1,186 | – |
| Exchange (gain)/loss, net | (5,308) | 6,123 |

* Depreciation of approximately RMB48,020,000 (2022: RMB51,257,000), approximately RMB71,000 (2022: RMB14,000), approximately RMB9,489,000 (2022: RMB6,270,000) and approximately RMB11,291,000 (2022: RMB12,580,000) has been charged to cost of sales, selling and distribution costs, administrative expenses and other operating expenses respectively, for the year ended 31 December 2023.

[#] Total employees costs of approximately RMB179,153,000 (2022: RMB158,592,000), approximately RMB18,331,000 (2022: RMB15,933,000) and approximately RMB21,230,000 (2022: RMB27,091,000) has been charged to cost of sales, selling and distribution costs and administrative expenses, respectively, for the year ended 31 December 2023.

[^] Loss on disposal of property, plant and equipment and impairment losses on investment property and loss on disposal of investment property were included in other operating expenses for the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

9. FINANCE COSTS

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Interest charges on bank borrowings | 12,304 | 13,158 |
| Interest on lease liabilities (note 35) | 5,726 | 2,017 |
| | 18,030 | 15,175 |

10. INCOME TAX (CREDIT)/EXPENSE

| | 2023 RMB'000 | 2022 RMB'000 |
|-----------------------------------|-----------------|-----------------|
| PRC corporate income tax | | |
| Current year provision | – | 914 |
| Deferred tax credit (note 20) | (270) | (502) |
| Total income tax (credit)/expense | (270) | 412 |

No Hong Kong profits tax has been provided for the year ended 31 December 2023 as the Group did not derive any assessable profit arising in Hong Kong during the year (2022: Nil).

PRC corporate income tax is provided at the rates applicable to the subsidiaries in the PRC on the income for statutory reporting purpose, adjusted for income and expense items which are not assessable or deductible for income tax purposes based on existing PRC income tax regulations, practices and interpretations thereof.

Qingdao Kangda Foods Co., Ltd. ("Kangda Foods") and Shandong Kaijia Food Company Limited ("Kaijia Food") are established and operating in the PRC and subject to PRC corporate income tax. According to the PRC Corporate Income Tax Law, the profit arising from agricultural, poultry and primary food processing businesses of Kangda Foods and Kaijia Food are exempted from PRC corporate income tax. The taxable profits of Kangda Foods arising from profit from business other than agricultural, poultry and primary food processing are subject to corporate income tax at 25% for the years ended 31 December 2023 and 2022.

Under the PRC Corporate Income Tax Law and Implementation Rules, enterprises that engage in qualifying agricultural business are eligible for certain tax benefits, including full exemption of corporate income tax on profits derived from such business. Qingdao Kangda Animal Rearing Company Ltd., Qingdao Kangda Rabbit Company Ltd. and Gaomi Kaijia Rearing Co., Ltd. engaged in qualifying agricultural business, which include breeding and sales of livestock, and are entitled to full exemption of corporate income tax during the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

10. INCOME TAX (CREDIT)/EXPENSE (CONTINUED)

A reconciliation of the income tax (credit)/expense and the accounting loss at applicable tax rates is presented below:

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Loss before taxation | (8,313) | (14,687) |
| Tax calculated at the rates applicable to respective tax jurisdictions concerned | (2,078) | (3,672) |
| Tax effect of non-deductible expenses | 6,485 | 15,410 |
| Tax effect of non-taxable income | (917) | (4,554) |
| Tax holiday and other tax benefits of PRC subsidiaries | (5,152) | (7,165) |
| Tax effect on current year's unrecognised tax losses | 1,662 | 895 |
| Tax effect of temporary differences not recognised | (270) | (502) |
| Income tax (credit)/expense | (270) | 412 |

11. DIVIDENDS

The board of Directors did not recommend any payment of dividends during the year (2022: Nil).

12. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately of RMB8,353,000 (2022: RMB15,417,000) and on the 432,948,000 (2022: 432,948,000) ordinary shares in issue during the year.

For the years ended 31 December 2023 and 2022, the Company did not have any dilutive potential ordinary shares. Accordingly, diluted loss per share is the same as basic loss per share.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

13. EMOLUMENTS FOR DIRECTORS AND HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

Directors' emoluments are disclosed as follows:

| | Fees RMB'000 | Salaries, allowances and benefits* RMB'000 | Retirement scheme contributions RMB'000 | Total RMB'000 |
|--------------------------------------|-----------------|---|--|------------------|
| Year ended 31 December 2023 | | | | |
| Executive Directors: | | | | |
| Fang Yu (note (i)) | 3,166 | – | – | 3,166 |
| Luo Zhenwu (note (ii)) | 1,077 | – | – | 1,077 |
| Li Wei (note (iii)) | 2,850 | – | – | 2,850 |
| An Fengjun | – | 720 | – | 720 |
| Gao Yanxu | – | – | – | – |
| Independent non-executive Directors: | | | | |
| Li Xu (note (iv)) | 58 | – | – | 58 |
| Hui Wing Man (note (v)) | 58 | – | – | 58 |
| Ma Siu Kit (note (vi)) | 111 | – | – | 111 |
| Lee Ho Yee (note (vii)) | 51 | – | – | 51 |
| Li Wai Pui (note (viii)) | 51 | – | – | 51 |
| | 7,422 | 720 | – | 8,142 |
| Year ended 31 December 2022 | | | | |
| Executive Directors: | | | | |
| Fang Yu (note (i)) | 4,279 | – | – | 4,279 |
| Luo Zhenwu (note (ii)) | 1,455 | – | – | 1,455 |
| Li Wei (note (iii)) | 3,851 | – | – | 3,851 |
| An Fengjun | – | 720 | – | 720 |
| Gao Yanxu | – | – | – | – |
| Independent non-executive Directors: | | | | |
| Li Xu (note (iv)) | 103 | – | – | 103 |
| Chan Ka Yin (note (ix)) | 98 | – | – | 98 |
| Hui Wing Man (note (v)) | 103 | – | – | 103 |
| Ma Siu Kit (note (vi)) | 5 | – | – | 5 |
| | 9,894 | 720 | – | 10,614 |

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

13. EMOLUMENTS FOR DIRECTORS AND HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' emoluments (Continued)

Notes:

- (i) Fang Yu was removed as an executive director of the Company with effect from 26 January 2024.
 - (ii) Luo Zhenwu resigned as an executive director of the Company with effect from 24 January 2024.
 - (iii) Li Wei resigned as an executive director of the Company with effect from 24 January 2024.
 - (iv) Li Xu resigned as an independent non-executive director of the Company with effect from 12 July 2023.
 - (v) Hui Wing Man resigned as an independent non-executive director of the Company with effect from 12 July 2023.
 - (vi) Ma Siu Kit was appointed as an independent non-executive director of the Company with effect from 15 December 2022 and resigned with effect from 22 January 2024.
 - (vii) Lee Ho Yee was appointed as an independent non-executive director of the Company with effect from 12 July 2023 and resigned with effect from 22 January 2024.
 - (viii) Li Wai Pui was appointed as an independent non-executive director of the Company with effect from 12 July 2023 and resigned with effect from 22 January 2024.
 - (ix) Chan Ka Yin resigned as an independent non-executive director of the Company with effect from 15 December 2022.
- * In connection with management of the affairs of the Company and its subsidiaries

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2022: three) Directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2022: two) individuals during the year are as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Salaries, allowances and other benefits | <u>2,521</u> | <u>2,578</u> |

The number of individuals fell within the following emolument bands (excluding the Directors):

| | 2023 | 2022 |
|--------------------------------|----------|----------|
| Emolument bands | | |
| Nil to HK\$1,000,000 | – | – |
| HK\$1,000,001 to HK\$1,500,000 | 1 | 1 |
| HK\$1,500,001 to HK\$2,000,000 | <u>1</u> | <u>1</u> |

- (c) No emolument was paid by the Group to the Directors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

14. PROPERTY, PLANT AND EQUIPMENT

| | Buildings on leasehold lands RMB'000 | Plant and machinery RMB'000 | Furniture, fixtures and office equipment RMB'000 | Motor vehicles RMB'000 | Construction in progress RMB'000 | Total RMB'000 |
|--|---|-----------------------------------|--|------------------------------|--|------------------|
| At 1 January 2022 | | | | | | |
| Cost | 466,686 | 337,257 | 21,257 | 1,388 | 13,470 | 840,058 |
| Accumulated depreciation and impairment | (270,832) | (172,211) | (15,512) | (613) | (204) | (459,372) |
| Net carrying amount | 195,854 | 165,046 | 5,745 | 775 | 13,266 | 380,686 |
| Year ended 31 December 2022 | | | | | | |
| Opening net carrying amount | 195,854 | 165,046 | 5,745 | 775 | 13,266 | 380,686 |
| Additions | 4,885 | 10,521 | 89 | - | 9,004 | 24,499 |
| Transfer in/(out) | 10,766 | 1,161 | - | - | (11,927) | - |
| Disposal | (477) | (5,899) | (147) | (4) | - | (6,527) |
| Disposal of a subsidiary (note 41) | (11,639) | (933) | - | - | - | (12,572) |
| Depreciation charge | (22,632) | (28,565) | (281) | (21) | - | (51,499) |
| Closing net carrying amount | 195,854 | 165,046 | 5,745 | 775 | 13,266 | 380,686 |
| At 31 December 2022 and 1 January 2023 | | | | | | |
| Cost | 443,638 | 282,961 | 20,823 | 1,365 | 10,547 | 759,334 |
| Accumulated depreciation and impairment | (266,881) | (141,630) | (15,417) | (615) | (204) | (424,747) |
| Net carrying amount | 176,757 | 141,331 | 5,406 | 750 | 10,343 | 334,587 |
| Year ended 31 December 2023 | | | | | | |
| Opening net carrying amount | 176,757 | 141,331 | 5,406 | 750 | 10,343 | 334,587 |
| Additions | 13,304 | 7,728 | 300 | 17 | 4,880 | 26,229 |
| Transfer in/(out) | 1,799 | 4,001 | - | - | (5,800) | - |
| Reclassified to investment property (note 15) | (4,268) | - | - | - | - | (4,268) |
| Disposal | (4) | (2,157) | (11) | (4) | - | (2,176) |
| Reclassification as assets classified as held for sale (note 42) | (17,364) | (25,312) | (63) | (5) | - | (42,744) |
| Depreciation charge | (14,992) | (26,576) | (294) | (14) | - | (41,876) |
| Closing net carrying amount | 155,232 | 99,015 | 5,338 | 744 | 9,423 | 269,752 |
| At 31 December 2023 | | | | | | |
| Cost | 421,790 | 240,331 | 20,534 | 1,317 | 9,627 | 693,599 |
| Accumulated depreciation and impairment | (266,558) | (141,316) | (15,196) | (573) | (204) | (423,847) |
| Net carrying amount | 155,232 | 99,015 | 5,338 | 744 | 9,423 | 269,752 |

Certain of the Group's property, plant and equipment with an aggregate carrying amount of approximately RMB12,449,000 (2022: RMB14,637,000) were pledged against certain of the Group's bank borrowings as at 31 December 2023 (note 29).

The carrying amount of approximately RMB4,268,000 of buildings on leasehold lands transferred from property, plant and equipment to investment property (note 15) as there was a change in use during the year ended 31 December 2023.

All property, plant and equipment held by the Group are located in the PRC.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

15. INVESTMENT PROPERTY

| | Leasehold buildings RMB'000 | Right-of-use assets RMB'000 | Total RMB'000 |
|---|-----------------------------------|-----------------------------------|------------------|
| Year ended 31 December 2022 | | | |
| Opening net carrying amount | 184,365 | 7,154 | 191,519 |
| Impairment loss | (48,186) | – | (48,186) |
| Depreciation charge | (11,301) | (1,279) | (12,580) |
| Closing net carrying amount | 124,878 | 5,875 | 130,753 |
| At 31 December 2022 | | | |
| Cost | 258,697 | 9,718 | 268,415 |
| Accumulated depreciation and impairment | (133,819) | (3,843) | (137,662) |
| Net carrying amount | 124,878 | 5,875 | 130,753 |
| Year ended 31 December 2023 | | | |
| Opening net carrying amount | 124,878 | 5,875 | 130,753 |
| Reclassified from property, plant and equipment (note 14) | 4,268 | – | 4,268 |
| Disposal | – | (1,186) | (1,186) |
| Depreciation charge | (10,161) | (1,131) | (11,292) |
| Reclassification as assets classified as held for sale (note 42) | (6,937) | – | (6,937) |
| Closing net carrying amount | 112,048 | 3,558 | 115,606 |
| At 31 December 2023 | | | |
| Cost | 252,345 | 8,086 | 260,431 |
| Accumulated depreciation and impairment | (140,297) | (4,528) | (144,825) |
| Net carrying amount | 112,048 | 3,558 | 115,606 |

The investment properties represent the rabbit farm and related rabbit house held and rented out by the Group for rental purpose.

The carrying amount of approximately RMB4,268,000 of buildings on leaseholds in property, plant and equipment (note 14) transferred to investment property as there was a change in use during the year ended 31 December 2023.

Impairment loss of approximately RMB48,186,000 of buildings on leasehold lands in investment property related to a rabbit breeding farm was recognised during the year ended 31 December 2022 due to rabbit breeding was prohibited by relevant regulatory body in the PRC with regard to the development of urban transportation in that area.

In the opinion of the Directors, the fair value of the Group's investment property cannot be reliably measured as there are no active market prices for similar properties.

Notes to the Consolidated Financial Statements

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16. INTERESTS IN ASSOCIATE

| | 2023 RMB'000 | 2022 RMB'000 |
|---------------------|-----------------|-----------------|
| Share of net assets | — | — |

Particulars of the associate as at 31 December 2022 was as follows:

| Name of associate | Form of business structure | Place of registration and principal place of business | Particulars of paid up capital | | Percentage of ownership interest held | | Principal activities |
|---|----------------------------|---|--------------------------------|---------------|---------------------------------------|------|--|
| | | | 2023 | 2022 | 2023 | 2022 | |
| 吉林康大兔業有限公司 Jilin Kangda Rabbit Co., Ltd* | Co-operative joint venture | PRC | — | RMB10,000,000 | —* | 35 | Breeding and sale of rabbits for medicinal uses and trading of rabbits |

* Deregistered during the year ended 31 December 2023.

The associate has a reporting date of 31 December.

The financial information as extracted from the management account of the immaterial associate was as follows:

| | 2022 RMB'000 |
|---------------------------------------|-----------------|
| As at 31 December | |
| Current assets | 5 |
| Non-current assets | 6,356 |
| Current liabilities | (25,858) |
| For the year ended 31 December | |
| Revenue | 12,052 |
| Loss for the year | (2,485) |
| Total comprehensive income | (2,485) |

The Group had not incurred any contingent liabilities or other commitments relating to its investment in the associate.

The amount of share of unrecognised loss during the year ended 31 December 2022 and as at 31 December 2022 were RMB870,000 and RMB6,824,000 respectively.

Notes to the Consolidated Financial Statements

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17. GOODWILL

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| At the beginning and at the end of the year | | |
| Gross carrying amount | 59,005 | 59,005 |
| Accumulated impairment loss | (2,650) | (2,650) |
| Net carrying amount | 56,355 | 56,355 |

Goodwill acquired in business combinations of RMB56,355,000 and RMB2,650,000 are allocated to Kaijia Food and Qingdao Pu De Food Company Limited ("Pu De") respectively, under cash-generating units of chicken products operation which is under the segment of chilled and frozen chicken meat and processed food operation which is under the segment of process foods of the Group respectively.

The recoverable amounts of the cash-generating units of Kaijia Food is determined from value-in-use calculations. This calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates, budgeted gross margin and revenue during the period. Cash flow beyond the five-year period are extrapolated using an estimated weighted average growth rate of 2.2% (2022: 2.0%), which does not exceed the long-term growth rate for the food production industry in the PRC. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash-generating units. The growth rates, budgeted gross margin and revenue are determined based on the past performance and management's expectation of market development. The aforesaid value-in-use calculation is based on a valuation carried by an independent professional valuer.

The rate used to discount the forecast cash flows from Kaijia Food is 11.6% (2022: 13.0%) per annum.

The recoverable amount of the cash-generating-unit of Kaijia Food exceeds its carrying amount including goodwill of RMB56,355,000, property, plant and equipment of RMB84,843,000 and right-of-use assets of RMB15,976,000 by approximately RMB338,538,000. Management believes that any reasonable possible change in any of those assumptions would not result in impairment. The key assumption in this value-in-use calculation is the budgeted gross margin. If the average budgeted gross margin decreases by approximately 1.5%, the carrying amount of cash-generating unit of Kaijia Food would equal its recoverable amount.

In prior years, full impairment loss on goodwill of Pu De of RMB2,650,000 was recognised since Pu De ceased its business operation since 2014.

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For the year ended 31 December 2023

18. BIOLOGICAL ASSETS

(a) Reconciliation of the carrying amount of biological assets

| | Breeder rabbits RMB'000 | Progeny rabbits RMB'000 | Breeder chickens RMB'000 | Hatchable eggs and progeny chickens RMB'000 | Total RMB'000 |
|---|----------------------------|----------------------------|-----------------------------|--|------------------|
| At 1 January 2022 | 4,312 | 3,190 | 22,888 | 3,664 | 34,054 |
| Increase due to purchases/raising | 52,370 | 34,220 | 7,740 | 202,493 | 296,823 |
| Gains/(Losses) arising from changes in fair value less estimated costs to sell [#] | 191 | (31) | 2,051 | 12,455 | 14,666 |
| Decrease due to consumption/sales | (53,083) | (33,728) | (12,044) | (195,609) | (294,464) |
| At 31 December 2022 and 1 January 2023 | 3,790 | 3,651 | 20,635 | 23,003 | 51,079 |
| Increase due to purchases/raising | 40,561 | 56,319 | 14,730 | 434,218 | 545,828 |
| Gains/(Losses) arising from changes in fair value less estimated costs to sell [#] | 529 | (1,011) | (279) | 1,931 | 1,170 |
| Decrease due to consumption/sales | (39,841) | (53,884) | (9,462) | (444,346) | (547,533) |
| Reclassification as assets classified as held for sale (note 42) | (2,834) | - | - | - | (2,834) |
| At 31 December 2023 | 2,205 | 5,075 | 25,624 | 14,806 | 47,710 |

The progeny rabbits, hatchable eggs and progeny chickens are raised for sale and consumption in production. The breeder rabbits and chickens are held to produce further progeny rabbits and hatchable eggs and progeny chickens.

Biological assets as at 31 December 2023 and 2022 are stated at fair values less estimated costs to sell and are analysed as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---------------------|-----------------|-----------------|
| Non-current portion | 27,829 | 24,425 |
| Current portion | 19,881 | 26,654 |
| | 47,710 | 51,079 |

[#] The amount included gains/(losses) arising on initial recognition of agricultural produce at fair value less costs to sell at the point of harvest of approximately RMB1,448,000 (2022: RMB13,061,000) for the year ended 31 December 2023.

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18. BIOLOGICAL ASSETS (CONTINUED)

(b) Physical quantities

The physical quantity of rabbits, chickens and eggs as at 31 December 2023 and 2022 are analysed as follows:

| | 2023 Number of Rabbits/ Chickens/Eggs | 2022 Number of Rabbits/ Chickens/Eggs |
|------------------|--|--|
| Progeny rabbits | 115,640 | 30,986 |
| Breeder rabbits | 25,318 | 97,309 |
| | 140,958 | 128,295 |
| Progeny chickens | 909,978 | 1,431,476 |
| Breeder chickens | 259,037 | 251,656 |
| | 1,169,015 | 1,683,132 |
| Hatchable eggs | 2,793,950 | 1,914,093 |

(c) Measurement of fair value

The fair values of the biological assets as at 31 December 2023 and 2022 were independently valued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, a firm of independent professional valuer, who has appropriate qualifications and recent experiences in valuation of biological assets.

The fair value of biological assets is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

| | 2023 | | | | |
|---|-------------------------------|-------------------------------|--------------------------------|---|------------------|
| | Breeder rabbits RMB'000 | Progeny rabbits RMB'000 | Breeder Chickens RMB'000 | Hatchable eggs and progeny chickens RMB'000 | Total RMB'000 |
| Opening balance (level 3 recurring fair value) | 3,790 | 3,651 | 20,635 | 23,003 | 51,079 |
| Increase due to purchases/raising | 40,561 | 56,319 | 14,730 | 434,218 | 545,828 |
| Gains/(Losses) included in other income | 529 | (1,011) | (279) | 1,931 | 1,170 |
| Decrease due to consumption/sales | (39,841) | (53,884) | (9,462) | (444,346) | (547,533) |
| Reclassification as assets classified as held for sale (note 42) | (2,834) | - | - | - | (2,834) |
| Closing balance (level 3 recurring fair value) | 2,205 | 5,075 | 25,624 | 14,806 | 47,710 |
| Change in unrealised gains or losses for the year included in profit or loss for assets held at 31 December | 529 | 1,307 | (279) | (1,835) | (278) |

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18. BIOLOGICAL ASSETS (CONTINUED)

(c) Measurement of fair value (Continued)

| | 2022 | | | | Total RMB'000 |
|---|-------------------------------|-------------------------------|--------------------------------|---|------------------|
| | Breeder rabbits RMB'000 | Progeny rabbits RMB'000 | Breeder chickens RMB'000 | Hatchable eggs and progeny chickens RMB'000 | |
| Opening balance (level 3 recurring fair value) | 4,312 | 3,190 | 22,888 | 3,664 | 34,054 |
| Increase due to purchases/raising | 52,370 | 34,220 | 7,740 | 202,493 | 296,823 |
| Gains/(Losses) included in other income | 191 | (31) | 2,051 | 12,455 | 14,666 |
| Decrease due to consumption/sales | (53,083) | (33,728) | (12,044) | (195,609) | (294,464) |
| Closing balance (level 3 recurring fair value) | 3,790 | 3,651 | 20,635 | 23,003 | 51,079 |
| Change in unrealised gains or losses for the year included in profit or loss for assets held at 31 December | 191 | 1,071 | 2,051 | (1,708) | 1,605 |

The fair value of the biological assets is determined by using the market-comparison technique and is with reference to the market-determined prices of items with similar size, species, age and weight. These adjustments are based on unobservable inputs.

Significant unobservable inputs

| | 2023 Range | 2022 Range |
|--------|---------------|---------------|
| Weight | 3-11% | 3-10% |

The higher the premium/discount on weight is, the higher/lower the fair value of the biological assets is.

There were no changes to the valuation technique during the period.

Notes to the Consolidated Financial Statements

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19. RIGHT-OF-USE ASSETS

The analysis of the net carrying amount of right-of-use assets by class of underlying asset is as follows:

| | Land use rights RMB'000 | Prepaid land lease RMB'000 | Long-term prepaid rentals RMB'000 | Land lease contracts RMB'000 | Total RMB'000 |
|---|----------------------------|-------------------------------|--------------------------------------|---------------------------------|------------------|
| At 1 January 2022 | | | | | |
| Cost | 65,148 | 12,138 | 59,825 | 39,844 | 176,955 |
| Accumulated depreciation and impairment | (20,373) | (5,260) | (24,083) | (18,807) | (68,523) |
| Net carrying amount | 44,775 | 6,878 | 35,742 | 21,037 | 108,432 |
| Year ended 31 December 2021 | | | | | |
| Opening net carrying amount | 44,775 | 6,878 | 35,742 | 21,037 | 108,432 |
| Depreciation charges | (1,475) | (607) | (1,833) | (2,127) | (6,042) |
| Disposal of a subsidiary (note 41) | (2,430) | – | – | – | (2,430) |
| Termination of lease contracts | – | – | – | (541) | (541) |
| Closing net carrying amount | 40,870 | 6,271 | 33,909 | 18,369 | 99,419 |
| At 31 December 2022 and 1 January 2023 | | | | | |
| Cost | 57,828 | 12,138 | 59,825 | 38,816 | 168,607 |
| Accumulated depreciation and impairment | (16,958) | (5,867) | (25,916) | (20,447) | (69,188) |
| Net carrying amount | 40,870 | 6,271 | 33,909 | 18,369 | 99,419 |
| Year ended 31 December 2023 | | | | | |
| Opening net carrying amount | 40,870 | 6,271 | 33,909 | 18,369 | 99,419 |
| Additions (note 35) | – | – | – | 108,814 | 108,814 |
| Effect of lease modification (note 35) | – | – | – | 972 | 972 |
| Depreciation charges | (1,392) | (607) | (1,834) | (11,870) | (15,703) |
| Termination of lease contracts | – | – | – | (5,367) | (5,367) |
| Closing net carrying amount | 39,478 | 5,664 | 32,075 | 110,918 | 188,135 |
| At 31 December 2023 | | | | | |
| Cost | 57,828 | 12,138 | 59,825 | 138,947 | 268,738 |
| Accumulated depreciation and impairment | (18,350) | (6,474) | (27,750) | (28,029) | (80,603) |
| Net carrying amount | 39,478 | 5,664 | 32,075 | 110,918 | 188,135 |

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19. RIGHT-OF-USE ASSETS (CONTINUED)

Long-term prepaid rentals were paid by the Group for leasing of certain farm land in the PRC.

During the year ended 31 December 2007, long-term prepaid rentals of RMB22,150,000 was paid by the Group for leasing of a plot of land in the PRC with a site area of 300 Chinese mu. The Group is in the process of applying for the land use right certificates for this land. During the years ended 31 December 2008 and 2009, land use right certificates of 60 Chinese mu and 78 Chinese mu had been obtained. The Directors, based on the opinion from a PRC lawyer, do not expect any legal obstacles for the Group in obtaining the relevant title certificate for the remaining 162 Chinese mu. The Group is in the process of applying for the land use right certificates for this land.

Prepaid land lease represented the upfront payments of the land portion of an owned-occupied commercial building.

Certain of the Group's land use rights with an aggregate carrying amount approximately RMB17,651,000 (2022: RMB32,612,000) were pledged against certain of the Group's bank borrowings as at 31 December 2023 (note 29).

20. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred taxation is calculated in full on temporary differences under the liability method using the principal tax rate of 25% (2022: 25%).

The principal components of the deferred tax assets/(liabilities) are as follows:

| | Fair value adjustment on property, plant and equipment and land use rights upon business combination RMB'000 | Deferred government grants RMB'000 | Total RMB'000 |
|--|--|---|------------------|
| At 1 January 2022 | (2,696) | 346 | (2,350) |
| Disposal of a subsidiary (note 41) | 400 | – | 400 |
| Recognised in profit or loss (note 10) | 701 | (199) | 502 |
| At 31 December 2022 and 1 January 2023 | (1,595) | 147 | (1,448) |
| Recognised in profit or loss (note 10) | 373 | (103) | 270 |
| At 31 December 2023 | (1,222) | 44 | (1,178) |
| | | 2023 RMB'000 | 2022 RMB'000 |
| Deferred tax assets | | 44 | 147 |
| Deferred tax liabilities | | (1,222) | (1,595) |

Notes to the Consolidated Financial Statements

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20. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

As at 31 December 2023, the Group's had unused tax losses of RMB6.6 million (2022: RMB19.5 million) available for offset against future profits. No deferred tax asset has been recognised in respect of these tax losses as it is not probable that future taxable profits will be available against which these tax losses can be utilised. Tax losses of RMB6.6 million (2022: RMB19.5 million) will expire at various dates up to and including 2028.

No deferred tax liabilities had been recorded on certain temporary differences of RMB45,337,000 (2022: RMB45,846,000) relating to the undistributed earnings of a subsidiary in the PRC because the Group controls the timing of reversal of related taxable temporary differences and it is not probable that these temporary differences will reverse in the foreseeable future.

21. LONG-TERM LOAN RECEIVABLE

The long-term loan receivable from an independent third party (the "Borrower") bearing interests at 4.2% per annum is guaranteed by related parties of the Borrower and secured by properties held by related parties of the Borrower. The amount of principal of RMB6,500,000 and the related interest, principal of RMB7,000,000 and the related interest and the remaining principal of RMB4,020,000 and the related interest are repayable on 30 November 2025, 30 November 2026 and 30 November 2027 respectively.

22. INVENTORIES

| | 2023 RMB'000 | 2022 RMB'000 |
|----------------|-----------------|-----------------|
| Raw materials | 25,291 | 60,473 |
| Finished goods | 89,627 | 102,486 |
| | 114,918 | 162,959 |

23. TRADE AND BILLS RECEIVABLES

| | 2023 RMB'000 | 2022 RMB'000 |
|-----------------------------------|-----------------|-----------------|
| Trade receivables | 98,292 | 158,072 |
| Bills receivables | 750 | 10,400 |
| Less: provision for impairment | (7,039) | (7,039) |
| Trade and bills receivables – net | 92,003 | 161,433 |

Trade and bills receivables are non-interest bearing and are generally on terms of 30 to 90 days. They are recognised at their original invoice amounts which represent their fair values at initial recognition.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

23. TRADE AND BILLS RECEIVABLES (CONTINUED)

The ageing analysis of trade and bills receivables (net of impairment made) based on invoice dates as at the reporting date is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|----------------|-----------------|-----------------|
| Within 30 days | 81,542 | 96,473 |
| 31 – 60 days | 9,626 | 24,203 |
| 61 – 90 days | 835 | 10,205 |
| Over 90 days | – | 30,552 |
| | 92,003 | 161,433 |

Before accepting any new customer, the Group will assess the potential customer's credit quality and set credit limits for that customer. Limits attributed to customers are reviewed once a year. Further details on the Group's credit policy are set out in note 43(c).

The maximum exposure to credit risk for trade and bills receivables at the reporting date by geographic region is:

| | 2023 RMB'000 | 2022 RMB'000 |
|--------|-----------------|-----------------|
| PRC | 60,831 | 113,152 |
| Japan | 5,309 | 4,338 |
| Europe | 24,339 | 36,686 |
| Others | 1,524 | 7,257 |
| | 92,003 | 161,433 |

At 31 December 2023, the Group endorsed certain notes receivable accepted by banks in the PRC (the "Endorsed Notes") to certain of its suppliers in order to settle the trade and other payables due to these suppliers with an aggregate carrying amount of RMB289,250,000 (2022: RMB37,600,000). The Endorsed Notes had a maturity from one to six months at the end of the reporting period. In accordance with the relevant laws and regulations in the PRC, the holders of the Endorsed Notes have a right of recourse against the Group if the accepting banks default (the "Continuing Involvement"). In the opinion of the Directors, the Group has transferred substantially all risks and rewards relating to the Endorsed Notes. Accordingly, it has derecognised the full carrying amounts of the Endorsed Notes and the associated trade and other payables. The maximum exposure to loss from the Group's Continuing Involvement in the Endorsed Notes and the undiscounted cash flows to repurchase these Endorsed Notes is equal to their carrying amounts. In the opinion of the Directors, the fair values of the Group's Continuing Involvement in the Endorsed Notes are not significant.

During the year, the Group has not recognised any gain or loss on the date of transfer of the Endorsed Notes. No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively. The endorsement has been made evenly throughout the year.

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For the year ended 31 December 2023

24. PREPAYMENTS, OTHER RECEIVABLES AND DEPOSITS

| | 2023 RMB'000 | 2022 RMB'000 |
|---------------------------------|-----------------|-----------------|
| Prepayments* | 47,746 | 75,278 |
| Other receivables and deposits# | 25,163 | 20,039 |
| Less: provision for impairment | (81) | (81) |
| | 72,828 | 95,236 |

* The balances mainly represent prepayments to various suppliers.

The balances mainly represent rental receivables.

The movement in the provision for other receivables is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|--------------------------------------|-----------------|-----------------|
| Balance at the beginning of the year | 81 | 2,412 |
| Written-off | - | (2,331) |
| Balance at the end of the year | 81 | 81 |

25. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Cash and bank balances | 539,307 | 241,939 |
| Deposits pledged for bills payables (note 26) | (255,000) | (24,000) |
| Deposits pledged for bank borrowings (note 29) | - | (20,000) |
| Cash and cash equivalents | 284,307 | 197,939 |

The Group had cash and bank balances and pledged deposits denominated in RMB amounting to approximately RMB528,429,000 as at 31 December 2023 (2022: RMB199,893,000) which were deposited with banks in the PRC. RMB is not freely convertible into foreign currencies. Under the PRC Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

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26. TRADE AND BILLS PAYABLES

Trade payables are non-interest bearing and are normally settled on terms of 60 days. Bills payables refer to payables due to third party supplies which were guaranteed by bank for settlement in accordance to banking facilities and are non-interest bearing, secured by the pledged deposits (note 25), guaranteed by a subsidiary and related parties and are normally settled on terms of 180 days.

| | 2023 RMB'000 | 2022 RMB'000 |
|----------------|-----------------|-----------------|
| Trade payables | 73,221 | 119,261 |
| Bills payables | 340,800 | 48,000 |
| | 414,021 | 167,261 |

The ageing analysis of trade and bills payables based on invoice dates as at the reporting date is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|----------------|-----------------|-----------------|
| Within 60 days | 287,229 | 79,298 |
| 61 – 90 days | 25,159 | 42,831 |
| 91 – 120 days | 14,379 | 9,212 |
| Over 120 days | 87,254 | 35,920 |
| | 414,021 | 167,261 |

27. ACCRUED LIABILITIES AND OTHER PAYABLES

| | 2023 RMB'000 | 2022 RMB'000 |
|------------------------------|-----------------|-----------------|
| Accrued liabilities | 41,648 | 41,174 |
| Other payables* | 50,428 | 80,664 |
| VAT and other taxes payables | 2,951 | 5,059 |
| | 95,027 | 126,897 |

* The balances mainly represented payables for acquisition of property, plant and equipment and retention payables of construction.

28. CONTRACT LIABILITIES

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Contract liabilities arising from sale of goods | 9,656 | 20,580 |

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28. CONTRACT LIABILITIES (CONTINUED)

Typical payment terms which impact on the amount of contract liabilities are as follows:

Sale of goods

As noted above, certain deposit the Group received on sale of food products remain as a contract liability until the food products are delivered.

Movement in contract liabilities

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Balance as at 1 January | 20,580 | 16,586 |
| 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 year | (20,580) | (16,586) |
| Increase in contract liabilities as a result of billing in advance of manufacturing and sales activities | 9,656 | 20,580 |
| Balance at 31 December | 9,656 | 20,580 |

29. INTEREST – BEARING BANK BORROWINGS

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Interest-bearing bank borrowings | | |
| Classified as current liabilities | 188,000 | 286,000 |
| Classified as non-current liabilities | – | 9,700 |

As at 31 December 2023, the Group's interest-bearing borrowings were repayable as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Portion of term loans from banks due for repayable within one year | 188,000 | 286,000 |
| Portion of term loans from banks repayable in the second year | – | 9,700 |
| | 188,000 | 295,700 |

Total secured interest-bearing bank borrowings are approximately RMB188,000,000 (2022: RMB295,700,000) as at 31 December 2023.

As at 31 December 2023, the Group's interest-bearing bank borrowings are guaranteed by certain related parties of the Group (note 46(a)(iii)) and secured against pledge of the Group's certain property, plant and equipment (note 14), right-of-use assets (note 19), and a related party's certain property, plant and equipment (note 46).

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29. INTEREST – BEARING BANK BORROWINGS (CONTINUED)

The Group's interest-bearing bank borrowings bear interests ranging from 3.55% to 4.50% (2022: 3.65% to 4.75%) per annum as at 31 December 2023.

All of the banking facilities are subject to the fulfillment of covenants relating to certain of the Company's subsidiaries' financial ratios, which were commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants the drawn down facilities would become repayable on demand. In addition, the Group's certain loan agreements contained clauses which gave the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group had complied with the covenants and met the scheduled repayment obligations.

Further details of the Group's management of liquidity risk are set out in note 43(f). As at 31 December 2023, the Directors considered none of the covenants relating to drawn down facilities had been breached.

30. AMOUNT DUE TO A RELATED PARTY

The related party is a company in which Mr. Gao Sishi is a key management personnel of the major subsidiaries of the Company, has beneficial interest.

The amount due to a related party is mainly trade and financing in nature, unsecured, interest-free and repayable on demand.

31. LOAN FROM A RELATED PARTY

The related party is Hong Kong High Quality Limited (the Petitioner as defined in note 3(b)), the controlling shareholder and the director of which is a relative of Gao Yanxu, the Company's executive director.

On 19 July 2023, the Company has entered into an agreement with the Petitioner to borrow a loan of principal amount HK\$39,000,000 (the Related Party Loan as defined in note 3(b), equivalent to approximately RMB35,905,000), which is unsecured, interest-free and repayable on 20 August 2023.

On 20 October 2023, the Petition (as defined in note 3(b)) was filed by the Petitioner with the High Court as an application for the winding-up of the Company in relation to the alleged failure by the Company to repay the Related Party Loan on 25 September 2023. No winding-up order had been granted by the High Court to wind up the Company and the first hearing of the Petition was scheduled to be heard on 27 December 2023. Further details in relation to the Petition are disclosed in the Company's announcement dated 23 October 2023.

On 22 December 2023, the Company entered into the Deed (as defined in note 3(b)) with the Petitioner, pursuant to which, the Petitioner agreed to withdraw the Petition and the Company agreed to repay the Related Party Loan within three months of the date of the Deed. On 27 December 2023, upon the application of the Petitioner, the High Court had granted permission to the Petitioner to withdraw the winding up petition with no order as to costs as between the Company and the Petitioner. According to the Deed, in the event of the Company's default of the Deed, the Petitioner shall be at liberty to take legal action against the Company, including but not limited to issue a New Petition without further notice to the Company and the Company undertakes not to oppose the New Petition by reason of the withdrawal of the Petition and/or whatsoever. Further details in relation to the Deed are disclosed in the Company's announcement dated 27 December 2023.

Subsequent to year end date, on 21 March 2024, the Company and the Petitioner have executed another deed (the "New Deed") to extend the maturity date of the Related Party Loan to 22 April 2025. Further details in relation to the New Deed are disclosed in the Company's announcement dated 21 March 2024.

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32. LOANS FROM IMMEDIATE HOLDING COMPANY

| | 2023 RMB'000 | 2022 RMB'000 |
|--------------------------------------|-----------------|-----------------|
| Loans from immediate holding company | <u>92,099</u> | 88,923 |

As at 31 December 2023, the amounts due were unsecured, interest-free and repayable on demand or within 1 year (2022: on demand or within 1 year).

33. DEFERRED GOVERNMENT GRANTS

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| At the beginning of the year | 24,297 | 25,886 |
| Additions | – | 3,148 |
| Recognised as income during the year (note 7) | <u>(4,737)</u> | (4,737) |
| At the end of the year | 19,560 | 24,297 |
| Portion classified as current liabilities | <u>(4,087)</u> | (4,737) |
| Non-current portion | <u>15,473</u> | 19,560 |

During the year ended 31 December 2022, the Group received certain government subsidies with an aggregate amount of RMB3,148,000. The additional grants were mainly received from Qingdao Agriculture and Rural Bureau (青島市農業農村局) for the purpose of acquiring production facilities. Since the Group fulfilled the conditions attaching to the government grants, the Group recognised the government grants as deferred income over the expected useful lives of the relevant assets of 10 to 20 years.

34. OTHER BORROWINGS

| | 2023 RMB'000 | 2022 RMB'000 |
|-------------------------|-----------------|-----------------|
| Other borrowings | | |
| Current liabilities | <u>–</u> | 9,460 |

As at 31 December 2022, the Group had other borrowings of RMB9,460,000 which were unsecured, interest bearing ranging from 3.5% per annum and repayable on demand. During the year ended 31 December 2023, the Group has repaid the other borrowings.

35. LEASE LIABILITIES

The Group leased certain of its land and buildings related to various chicken and rabbit farms under operating lease arrangements. Rental contracts are typically made for fixed periods. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may be used as security for borrowing purposes.

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35. LEASE LIABILITIES (CONTINUED)

The present value of future lease payments of the Group's leases are analysed as:

| | 2023 RMB'000 | 2022 RMB'000 |
|-------------|-----------------|-----------------|
| Current | 9,940 | 4,546 |
| Non-current | 104,717 | 28,157 |
| | 114,657 | 32,703 |

Reconciliation of the Group's leases liabilities arising from financing activities:

| | 2023 RMB'000 | 2022 RMB'000 |
|--------------------------------|-----------------|-----------------|
| As at 1 January | 32,703 | 37,431 |
| Changes from cash flows: | | |
| Repayment of lease liabilities | (24,188) | (6,134) |
| Other changes: | | |
| Additions | 108,814 | – |
| Effect of lease modification | 972 | – |
| Interest expenses | 5,726 | 2,017 |
| Termination of lease contracts | (9,370) | (611) |
| As at 31 December | 114,657 | 32,703 |

The future lease payments of the Group's leases (excluding short-term leases) were scheduled to repay as follows:

| | Minimum lease payments RMB'000 | Principal RMB'000 | Interest RMB'000 |
|--|---|----------------------|---------------------|
| As at 31 December 2023 | | | |
| Not later than one year | 15,854 | 9,940 | (5,914) |
| Later than one year but not later than two years | 21,283 | 12,911 | (8,372) |
| Later than two years but not later than five years | 52,495 | 38,409 | (14,086) |
| Later than five years | 64,197 | 53,397 | (10,800) |
| | 153,829 | 114,657 | (39,172) |
| As at 31 December 2022 | | | |
| Not later than one year | 5,777 | 4,546 | (1,231) |
| Later than one year but not later than two years | 6,696 | 4,664 | (2,032) |
| Later than two years but not later than five years | 10,726 | 8,542 | (2,184) |
| Later than five years | 33,453 | 14,951 | (18,502) |
| | 56,652 | 32,703 | (23,949) |

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36. SHARE CAPITAL

| Ordinary shares of HK\$0.25 each | Number of shares '000 | Amount HK\$'000 |
|---|---------------------------------|---------------------------|
| Authorised : | | |
| At 31 December 2023 and 2022 | 2,000,000 | 500,000 |
| Issued and fully paid : | | |
| At 31 December 2023 and 2022 | 432,948 | 108,327 |

The issued and fully paid share capital is equivalent to approximately RMB112,176,000 as at 31 December 2023 and 2022. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meeting of the Company. All ordinary shares rank equally will regard to the Company's residual interests.

37. RESERVES

Group

The amounts 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.

Company

| | Share premium RMB'000 | Merger reserve RMB'000 | Capital redemption reserve RMB'000 | Accumulated losses RMB'000 | Total equity RMB'000 |
|---|---------------------------------|----------------------------------|--|--------------------------------------|--------------------------------|
| At 1 January 2022 | 257,073 | 6,143 | 2,374 | (152,947) | 112,643 |
| Loss for the year and total comprehensive income for the year | – | – | – | (27,388) | (27,388) |
| At 31 December 2022 and 1 January 2023 | 257,073 | 6,143 | 2,374 | (180,335) | 85,255 |
| Loss for the year and total comprehensive income for the year | – | – | – | (17,516) | (17,516) |
| At 31 December 2023 | 257,073 | 6,143 | 2,374 | (197,851) | 67,739 |

Group and Company

(a) Merger reserve

The merger reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal value of the share capital of the Company issued in exchange thereof as a result of a restructuring exercise of the Group in 2006.

The merger reserve of the Company represents the difference between the net tangible asset value of the subsidiaries acquired and the nominal value of the share capital of the Company issued in exchange thereof as a result of the Group's restructuring exercise in 2006.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

37. RESERVES (CONTINUED)

Group and Company (Continued)

(b) Capital redemption reserve

The capital redemption reserve of the Group represents the nominal value of the share capital of the Company repurchased and cancelled.

(c) Other reserves

In accordance with the relevant laws and regulations of the PRC, the subsidiaries of the Company established in the PRC are required to transfer 10% of its profit after taxation determined in accordance with the accounting regulations in the PRC to the other reserve until the reserve balance reaches 50% of the respective registered capital of the PRC subsidiaries.

During the previous years, the subsidiaries of the Company established in the PRC has discretionarily transferred 5% of its profit after taxation prepared in accordance with the accounting regulations in the PRC to the public welfare reserve. The use of the public welfare reserve is restricted to capital expenditure for employees' facilities. This public welfare reserve is non-distributable except upon liquidation of the PRC subsidiaries. No public welfare reserve had been provided since 2006.

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|---|-------|-----------------|-----------------|
| ASSETS AND LIABILITIES | | | |
| Non-current assets | | | |
| Investments in subsidiaries | 39 | 84,152 | 84,152 |
| Total non-current assets | | 84,152 | 84,152 |
| Current assets | | | |
| Prepayments, other receivables and deposits | | 89 | 89 |
| Amounts due from subsidiaries | | 134,743 | 128,388 |
| Cash and cash equivalents | | 1,233 | 347 |
| Total current assets | | 136,065 | 128,824 |
| Current liabilities | | | |
| Accrued liabilities and other payables | | 4,397 | 15,545 |
| Loan from a related party | 31 | 35,905 | – |
| Total current liabilities | | 40,302 | 15,545 |
| Net current assets | | 95,763 | 113,279 |
| Net assets | | 179,915 | 197,431 |
| EQUITY | | | |
| Share capital | 36 | 112,176 | 112,176 |
| Reserves | 37 | 67,739 | 85,255 |
| Total equity | | 179,915 | 197,431 |

Approved and authorised for issue by the board of directors on 28 March 2024 and signed on its behalf by:

Lang Ying
Director

Gao Yanxu
Director

Notes to the Consolidated Financial Statements

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39. SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2023 and 2022 are as follows:

| Name of subsidiaries | Place of incorporation/ registration and principal place of business | Nominal value of share/paid-up/ registered capital | | Percentage of equity attributable to the Company | | Principal activities |
|--|---|---|----------------|---|------|--|
| | | 2023 | 2022 | 2023 | 2022 | |
| Directly held: 美好集團有限公司 Perfect Good Group Ltd. | British Virgin Islands ("BVI"), limited liability company | US\$10,000 | US\$10,000 | 100 | 100 | Investment holding |
| 天元裕業有限公司 Tian Yuan Rong Ye Co., Ltd | Cayman Island, limited liability company | US\$50,000 | US\$50,000 | 100 | 100 | Investment holding |
| Indirectly held: 神域集團有限公司 Spirtizone Group Ltd. | BVI, limited liability company | US\$100 | US\$100 | 100 | 100 | Investment holding |
| 青島康大食品有限公司 Kangda Foods | PRC, limited liability company | US\$20,000,000 | US\$20,000,000 | 100 | 100 | Production of food products |
| 青島康大綠寰食品有限公司 Qingdao Kangda Lubao Foods Co., Ltd. | PRC, limited liability company | US\$5,000,000 | US\$5,000,000 | 100 | 100 | Trading of food products |
| 青島莫爾利食品有限公司 Qingdao Murle Foods Co., Ltd. | PRC, limited liability company | US\$11,000,000 | US\$11,000,000 | 100 | 100 | Inactive |
| 青島康大養殖有限公司 Qingdao Kangda Animal Rearing Co., Ltd. | PRC, limited liability company | RMB3,000,000 | RMB3,000,000 | 100 | 100 | Breeding and sales of livestock and poultry |
| 青島康大兔業發展有限公司 Qingdao Kangda Rabbit Co., Ltd. | PRC, limited liability company | RMB5,000,000 | RMB5,000,000 | 100 | 100 | Breeding and sales of rabbits |
| 青島康大歐洲兔業育種有限公司 Qingdao Kangda-Eurolap Rabbit Selection Co., Ltd. | PRC, limited liability company | RMB13,980,000 | RMB13,980,000 | 70 | 70 | Breeding and sales of rabbits |
| Indirectly held: 青島普德食品有限公司 Pu De | PRC, limited liability company | US\$4,000,000 | US\$4,000,000 | 55 | 55 | Inactive |
| 山東凱加食品有限公司 Kaijia Food | PRC, limited liability company | RMB100,000,000 | RMB100,000,000 | 100 | 100 | Production of food products |
| 高密凱加養殖有限公司 Gaomi Kaijia Rearing Co., Ltd. | PRC, limited liability company | RMB39,253,051 | RMB39,253,051 | 100 | 100 | Breeding and sales of livestock and poultry |
| 天元佑善有限公司 Tian Yuan You Shan Co, Ltd | Hong Kong, limited liability company | HK\$100 | HK\$100 | 100 | 100 | Investment holding |
| 青島康大佳源食品有限公司 Qingdao Kangda Jiayuan Food Co., Ltd.* | PRC, limited liability company | RMB10,000,000 | - | 100 | - | Production of food products |
| 青島康大佳豐肉兔養殖有限公司 Qingdao Kangda Jiafeng Rabbit Rearing Co., Ltd.* | PRC, limited liability company | RMB10,000,000 | - | 100 | - | Breeding and sales of livestock |

None of the subsidiaries had issued any debt securities at the end of the year.

* Incorporated during the year ended 31 December 2023.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

39. SUBSIDIARIES (CONTINUED)

Non-controlling interests

The non-controlling interests of all subsidiaries that are not wholly owned by the Group are considered to be immaterial.

40. CAPITAL COMMITMENTS

Capital commitments not provided for in the consolidated financial statements were as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Contracted but not provided for in respect of: Purchase of property, plant, equipment | <u>5,779</u> | <u>8,982</u> |

41. DISPOSAL OF A SUBSIDIARY COMPLETED IN PRIOR YEAR

On 28 April 2022, the Group entered into the equity transfer agreement with an independent third party, to dispose of 70% equity interests of Shandong Kaijia International Trading Co., Ltd. ("Kaijia Trading")* (山東凱加國際貿易有限公司), an indirect non-wholly-owned subsidiary of the Company at an aggregate cash consideration of RMB17,500,000.

Having satisfied all the terms and conditions of the equity transfer agreements, on 31 May 2022, the Group ceased to obtain control of Kaijia Trading and the disposal was then completed thereafter. The details of calculation of gain on disposal on Kaijia Trading is as follows:

| | 2022 RMB'000 |
|--|-----------------|
| Assets/(Liabilities) disposed of: | |
| Right-of-use assets | 2,430 |
| Property, plant and equipment | 12,572 |
| Trade receivables | 509 |
| Inter-company loans | 653 |
| Cash and cash equivalents | 53 |
| Trade payables | (16) |
| Accrued liabilities and other payables | (6,928) |
| Tax payables | (108) |
| Deferred tax liabilities | (400) |
| Non-controlling interests | <u>(4,840)</u> |
| Net assets disposal of | 3,925 |
| Gain on disposal of a subsidiary | <u>13,575</u> |
| | <u>17,500</u> |
| Consideration satisfied by: Cash consideration | <u>17,500</u> |
| Cash consideration received | 17,500 |
| Cash and cash equivalents disposed of | <u>(53)</u> |
| Net inflow of cash and cash equivalents in respect of the disposal | <u>17,447</u> |

* The English translation of the company name is for reference only. The official name of this company is in Chinese.

Notes to the Consolidated Financial Statements

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42. ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

On 2 December 2022, the Group entered into several sale and purchase agreements (“SPAs”) in relation to the disposal of non-wholly-owned subsidiary, Qingdao Kangda-Eurolap Rabbit Selection Co., Ltd * (青島康大歐洲兔業育種有限公司) and certain properties, machinery and equipment of breeding rabbits held by the Group to related parties at an aggregate cash consideration of RMB74,940,000. This constituted a major disposal and connected transaction (the “Disposal”) as required under the Listing Rules. Further details are disclosed in the circular of the Company dated 24 February 2023. On 20 March 2023, a special general meeting (the “SGM”) was held and the resolution of the aforesaid disposal were passed at the SGM. The disposal is still underway as at 31 December 2023 as certain terms and conditions of SPAs have not been fully fulfilled. The Directors are of the view that the disposal of the subsidiary and the aforesaid properties, machinery and equipment is highly probable to be completed within twelve months from the date of classification. Assets and liabilities of the subsidiary and properties, machinery and equipment have been classified as “Assets classified as held for sale” and “Liabilities associated with assets classified as held for sale” respectively, and are presented separately in the consolidated statement of financial position as at 31 December 2023 (see below). These assets and liabilities are expected to be disposed within twelve months after the date of classification.

The major classes of assets and liabilities associated with the subsidiary and properties, machinery and equipment classified as held for sale at the end of reporting period are as follows:

| | 2023 RMB'000 |
|---|-----------------|
| Property, plant and equipment | 42,744 |
| Investment property | 6,937 |
| Biological assets | 2,834 |
| Inventories | 104 |
| Trade receivables | 51 |
| Prepayments, other receivables and deposits | 172 |
| Amount due from a related company | 5,097 |
| Cash and cash equivalents | 10,010 |
| Assets classified as held for sale | 67,949 |
| Trade payables | (166) |
| Accrued liabilities and other payables | (990) |
| Interest-bearing bank borrowings | (29,500) |
| Liabilities associated with assets classified as held for sale | (30,656) |

* The English translation of the company name is for reference only. The official name of this company is in Chinese.

The sale of the subsidiary does not constitute a discontinued operation as it does not represent a major line of business or geographical area of operation.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks included market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The board of Directors of the Company meets periodically to analyse and formulate measures to manage the Group's exposure to the financial risk, including principally changes in interest rates and currency exchange rates.

Generally, the Group employs a conservative strategy regarding its risk management. As the Group's exposure to market risk is kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes.

(a) Categories of financial assets and liabilities

The categories of financial assets and financial liabilities included in the consolidated statement of financial position (excluding those financial assets and liabilities that have been classified as held for sale as at 31 December 2023) and the headings in which they are included are as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Financial assets | | |
| Fair value through other comprehensive income | | |
| – Bills receivables | 750 | 10,400 |
| Financial assets at amortised cost | | |
| – Trade receivables | 91,253 | 151,033 |
| – Other receivables and deposits | 20,367 | 15,166 |
| – Cash and bank balances (including pledged deposits) | 539,307 | 241,939 |
| – Long-term loan receivable | 17,520 | – |
| | 669,197 | 418,538 |
| Financial liabilities | | |
| Financial liabilities at amortised cost | | |
| – Trade and bills payables | 414,021 | 167,261 |
| – Accrued liabilities and other payables | 92,076 | 121,838 |
| – Interest-bearing bank borrowings | 188,000 | 295,700 |
| – Loans from immediate holding company | 92,099 | 88,923 |
| – Other borrowings | – | 9,460 |
| – Amount due to a related party | 26,305 | 1,455 |
| – Loan from a related party | 35,905 | – |
| | 848,406 | 684,637 |

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group borrows both loans issued at fixed and floating interest rates. Exposure to floating interest rate presents when there are unexpected adverse interest rate movements. The Group's policy is to manage its interest rate risk, working within an agreed framework, to ensure that there are no unduly exposures to significant interest rate movements and rates are approximately fixed when necessary. The policies to manage interest rate risk have been followed by the Group since prior years.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(b) Interest rate risk (Continued)

(i) Interest rate profile

The following tables detail the interest rate profile of the Group's financial instruments at the reporting date:

| | Weighted average effective interest rate | | Carrying amount | |
|--|---|-----------|-----------------|-----------------|
| | 2023 % | 2022 % | 2023 RMB'000 | 2022 RMB'000 |
| Variable rate instruments | | | | |
| <i>Financial assets</i> | | | | |
| Bank balances | 0.34 | 0.28 | 284,307 | 197,796 |
| <i>Financial liabilities</i> | | | | |
| Interest-bearing bank borrowings | 4.30 | 4.25 | 50,000 | 146,000 |
| Fixed rate instruments | | | | |
| <i>Financial assets</i> | | | | |
| Pledged deposits | 1.61 | 1.62 | 255,000 | 44,000 |
| Long-term loan receivable | 4.20 | – | 17,520 | – |
| <i>Financial liabilities</i> | | | | |
| Interest-bearing bank borrowings and other borrowings | 3.88 | 4.28 | 138,000 | 159,160 |

(ii) Interest rate sensitivity analysis

The following tables illustrate the sensitivity of the loss for the year and equity to a reasonably possible change in interest rates of +0.5% and –0.5% (2022: +0.5% and –0.5%), with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on the Group's financial instruments, which are subject to variable rate, held at each reporting date. All other variables are held constant. There is no impact on other components of consolidated equity in response to the possible change in interest rates.

| | 2023 RMB'000 | | 2022 RMB'000 | |
|---|-----------------|----------------|-----------------|-------|
| | +0.5% | –0.5% | +0.5% | –0.5% |
| Effect on loss for the year and retained profits | 1,172 | (1,172) | 260 | (260) |

Notes to the Consolidated Financial Statements

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43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(c) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. As at 31 December 2023, the carrying amount of these financial assets as disclosed in note 43(a) best represent the maximum exposure to credit risk. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its business.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties. The credit policy has been followed by the Group since prior years.

Financial assets with credit risk exposure

Trade and bills receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2023 and 2022:

| | Expected loss rate | Gross carrying amount RMB'000 | Loss allowance RMB'000 |
|---------------------------------|-----------------------|-------------------------------------|------------------------------|
| As at 31 December 2023 | | | |
| Current (not past due) | 0% | 89,184 | – |
| Not more than 3 months past due | 64.34% | 5,586 | 3,594 |
| 3 to 6 months past due | 79.58% | 377 | 300 |
| 6 to 12 months past due | 100% | 2,151 | 2,151 |
| More than 12 months past due | 100% | 994 | 994 |
| | | 98,292 | 7,039 |
| | Expected loss rate | Gross carrying amount RMB'000 | Loss allowance RMB'000 |
| As at 31 December 2022 | | | |
| Current (not past due) | 0% | 73,025 | – |
| Not more than 3 months past due | 1.15% | 71,139 | 820 |
| 3 to 6 months past due | 20.28% | 2,436 | 494 |
| 6 to 12 months past due | 34.83% | 8,819 | 3,072 |
| More than 12 months past due | 100% | 2,653 | 2,653 |
| | | 158,072 | 7,039 |

Expected loss rates are based on actual loss experience over the past few years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the group's view of economic conditions over the expected lives of the receivables.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(c) Credit risk (Continued)

Financial assets with credit risk exposure (Continued)

Trade and bills receivables (Continued)

In respect of debt instruments measured at fair value through other comprehensive income (i.e. bills receivables), the expected credit loss is based on the 12 months ECLs. Given that there is no significant increase in credit risk, no expected credit loss on bills receivables recognised as at 31 December 2023 (2022: No expected credit loss on bills receivables).

The movement in the provision for impairment of trade and bills receivables is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|--------------------------------------|-----------------|-----------------|
| Balance at the beginning of the year | 7,039 | 2,559 |
| Impairment losses recognised | – | 4,480 |
| Balance at the end of the year | <u>7,039</u> | <u>7,039</u> |

None of the Group's trade and bills receivables are secured by collateral or other credit enhancements.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost of the Group include long-term loan receivable, other receivables, pledged deposits and cash and cash equivalents. In respect of all the pledged deposits and cash and cash equivalents, since there is no significant increase in credit risk, any loss allowance recognised during the year is therefore limited to 12-month ECLs. The Directors consider the probability of default is low on these balances since the counterparties are financial institutions with high credit rating or with good reputation.

In respect of the long-term loan receivable of RMB17,520,000 (2022: Nil), the ECLs are based on the 12-month ECLs as the loss given default is low in view of the fair value of the collaterals. The Directors consider the 12-month ECLs for the long-term loan receivable is insignificant as at 31 December 2023.

In respect of other receivables of RMB20,367,000 (2022: RMB15,166,000), the ECLs are based on the 12-month ECLs as there is no significant increase in credit risk and a loss allowance of RMB81,000 (2022: RMB81,000) is recognised as at 31 December 2023.

Expected loss rates on other receivables are based on actual loss experience over the past few years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the group's view of economic conditions over the expected lives of the receivables.

Save as the long-term loan receivable as disclosed in note 21, none of the Group's other loans and receivable balances are secured by collateral or other credit enhancements.

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For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(d) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the Group entities to which they relate. The currencies giving rise to this risk are mainly Euro, United States dollars ("USD"), Japanese Yen ("JPY"), Singapore dollar ("SGD") and Hong Kong dollar ("HK\$").

The Group reviews its foreign currency exposures regularly and does not consider its foreign exchange risk to be significant. The policy to manage foreign currency risk has been followed by the Group since prior years.

(i) Foreign currency risk exposure

The following tables detail the Group's exposures at the reporting date to foreign currency risk from the financial assets and financial liabilities denominated in a currency other than the functional currency to which the Group entities relate:

| | 2023 | | | | |
|--------------------------------------|----------------|-----------------|----------------|----------------|-----------------|
| | USD RMB'000 | EURO RMB'000 | JPY RMB'000 | SGD RMB'000 | HK\$ RMB'000 |
| <i>Financial assets</i> | | | | | |
| Trade receivables | 15,797 | - | - | - | - |
| Cash and bank balances | 9,581 | - | - | 3 | 1,295 |
| | 25,378 | - | - | 3 | 1,295 |
| <i>Financial liabilities</i> | | | | | |
| Loan from a related party | - | - | - | - | 35,905 |
| Loans from immediate holding company | - | - | - | - | 92,099 |
| | - | - | - | - | 128,004 |
| | | | | | |
| | 2022 | | | | |
| | USD RMB'000 | EURO RMB'000 | JPY RMB'000 | SGD RMB'000 | HK\$ RMB'000 |
| <i>Financial assets</i> | | | | | |
| Trade receivables | 46,107 | 4,114 | 2,039 | - | - |
| Cash and bank balances | 41,627 | - | - | 143 | 276 |
| | 87,734 | 4,114 | 2,039 | 143 | 276 |
| <i>Financial liabilities</i> | | | | | |
| Loans from immediate holding company | - | - | - | - | 88,923 |
| Other borrowings | - | - | - | - | 9,460 |
| | - | - | - | - | 98,383 |

Apart from the above, all the Group's financial assets and liabilities are denominated in RMB.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(d) Foreign currency risk (Continued)

(ii) Foreign currency sensitivity analysis

The following table indicates the approximate change in the Group's loss for the year and equity in response to a 2% (2022: 9%) appreciation in the respective foreign currencies against the Group's functional currencies against the respective foreign currencies. There is no impact on other components of consolidated equity in response to the general increase in the following foreign currency rates.

| | 2023 | | | | |
|--|----------------|-----------------|----------------|----------------|-----------------|
| | USD RMB'000 | EURO RMB'000 | JPY RMB'000 | SGD RMB'000 | HK\$ RMB'000 |
| Effect on loss for the year and retained profits | 508 | - | - | - | (692) |
| | 2022 | | | | |
| | USD RMB'000 | EURO RMB'000 | JPY RMB'000 | SGD RMB'000 | HK\$ RMB'000 |
| Effect on loss for the year and retained profits | 7,896 | 370 | 184 | 13 | (827) |

A weakening of the above foreign currencies against RMB at each reporting date would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

(e) Business risk

The Group is exposed to the following risks relating to its agricultural activities.

(i) Regulatory and environmental risks

The Group is subject to laws and regulations in the PRC which it operates. The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws.

(ii) Supply and demand risk

The Group is exposed to financial risks arising from changes in prices of livestock and livestock environmental policies and procedures aimed at compliance with local environmental of which are determined by constantly changing market forces of supply and demand, and other factors. When possible, the Group manages these risks by aligning its production volume to market supply and demand and the Group also manages its exposure to fluctuation in the price of the key raw materials used in operations by maintaining a large number of suppliers so as to limit high concentration in a particular supplier.

(iii) Other risk

The Group is subject to risks relating to its ability to maintain health status. Livestock health problems could adversely impact production and consumer confidence. The Group monitors the health of its livestock on a regular basis and has procedures in place to reduce potential exposure to infectious diseases.

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For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(f) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or financial asset. The Group are exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management.

As disclosed in note 3(b) to the consolidated financial statements as at 31 December 2023, the Group's current liabilities has exceeded its current assets by RMB229,000. The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflow from operations to meet its obligations as they fall due, and on its ability to obtain external financing. Further details are set out in note 3(b) to the consolidated financial statements. The Directors of the Company have also carried out a detailed review of the cash flow projection of the Group based on a cash flow forecast covering a period of 12 months from the date of approval of these consolidated financial statements. The Directors are of the opinion that the assumptions which are included in the cash flow projection are reasonable. Based on above, the Directors have determined that adequate liquidity exists to finance its working capital and financing activities of the Group for that period.

The cash flow management of all operating entities is centralised, including the raising of funds to cover expected cash demands. The Group's policy is to regularly monitor current and expected liquidity requirements, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The maturity analysis for bank borrowings is prepared based on the scheduled repayment dates.

| | 2023 RMB'000 | 2022 RMB'000 |
|------------------------------|-----------------|-----------------|
| Repayable within one year | 188,000 | 286,000 |
| Repayable in the second year | – | 9,700 |
| | 188,000 | 295,700 |

The liquidity policy has been followed by the Group since prior years.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(f) Liquidity risk (Continued)

As at 31 December 2023 and 2022, the maturity analysis of the Group's financial assets, based on the contracted undiscounted maturity, and the maturity profile of the Group's financial liabilities, based on the contracted undiscounted payments, are summarised below:

| | 2023 | | | 2022 | | |
|--|---|------------------------------|----------------------------|---|------------------------------|----------------------------|
| | Within 6 months or on demand RMB'000 | 6 to 12 months RMB'000 | After 1 year RMB'000 | Within 6 months or on demand RMB'000 | 6 to 12 months RMB'000 | After 1 year RMB'000 |
| Non-derivative financial assets: | | | | | | |
| Trade and bills receivables | 92,003 | - | - | 161,433 | - | - |
| Other receivables and deposits | 20,367 | - | - | 15,166 | - | - |
| Cash and bank balances (including pledged deposits) | 539,307 | - | - | 241,939 | - | - |
| Long-term loan receivable | - | - | 17,520 | - | - | - |
| | 651,677 | - | 17,520 | 418,538 | - | - |
| Non-derivative financial liabilities: | | | | | | |
| Trade and bills payables | 414,021 | - | - | 167,261 | - | - |
| Accrued liabilities and other payables | 92,076 | - | - | 121,838 | - | - |
| Amount due to a related party | 26,305 | - | - | 1,455 | - | - |
| Loan from a related party | 35,905 | - | - | - | - | - |
| Interest-bearing bank borrowings | 61,104 | 131,601 | - | 180,505 | 109,598 | 9,724 |
| Loans from immediate holding company | 92,008 | 91 | - | 85,319 | 3,604 | - |
| Lease liabilities | 7,927 | 7,927 | 137,975 | 2,888 | 2,889 | 50,875 |
| Other borrowings | - | - | - | 9,460 | - | - |
| | 729,346 | 139,619 | 137,975 | 568,726 | 116,091 | 60,599 |

(g) Fair value

The fair value measurement of the Group's financial assets utilised market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable inputs used in the valuation technique utilised are:

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

(g) Fair value (Continued)

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

| | Level 1 RMB'000 | Level 2 RMB'000 | Level 3 RMB'000 | Total RMB'000 |
|---|--------------------|--------------------|--------------------|------------------|
| 31 December 2023 | | | | |
| Financial asset at fair value through other comprehensive income: | | | | |
| – Bills receivables (note 23) | – | 750 | – | 750 |
| 31 December 2022 | | | | |
| Financial asset at fair value through other comprehensive income: | | | | |
| – Bills receivables (note 23) | – | 10,400 | – | 10,400 |

Note: Due to short-term nature of the bill receivables, their carrying amounts are considered approximate to their fair value.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

44. RECONCILIATION OF 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 statement of cash flows from financing activities.

| | Amount due to a related party RMB'000 | Interest-bearing bank borrowings RMB'000 | Other borrowings RMB'000 | Loan from a related party RMB'000 | Loans from immediate holding company RMB'000 | Lease liabilities RMB'000 |
|--|--|---|-----------------------------|--------------------------------------|---|------------------------------|
| At 1 January 2022 | 44,494 | 120,504 | 8,576 | – | 73,505 | 37,431 |
| Changes from cash flows: | | | | | | |
| Paid to a related party | (43,039) | – | – | – | – | – |
| Proceed from new bank borrowings | – | 290,000 | – | – | – | – |
| Repayment of bank borrowings | – | (114,804) | – | – | – | – |
| Loans from immediate holding company | – | – | – | – | 15,418 | – |
| Repayment of lease liabilities | – | – | – | – | – | (4,117) |
| Interest paid | – | (13,083) | – | – | – | (2,017) |
| | (43,039) | 162,113 | – | – | 15,418 | (6,134) |
| Non-cash transaction: | | | | | | |
| Interest expenses on lease liabilities | – | – | – | – | – | 2,017 |
| Termination of lease contracts | – | – | – | – | – | (611) |
| Exchange differences | – | – | 884 | – | – | – |
| | – | – | 884 | – | – | 1,406 |
| Other changes: | | | | | | |
| Interest expenses | – | 13,083 | – | – | – | – |
| At 31 December 2022 | 1,455 | 295,700 | 9,460 | – | 88,923 | 32,703 |

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

44. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

| | Amount due to a related party RMB'000 | Interest-bearing bank borrowings RMB'000 | Other borrowings RMB'000 | Loan from a related party RMB'000 | Loans from immediate holding company RMB'000 | Lease liabilities RMB'000 |
|--|--|---|-----------------------------|--------------------------------------|---|------------------------------|
| At 1 January 2023 | 1,455 | 295,700 | 9,460 | – | 88,923 | 32,703 |
| Changes from cash flows: | | | | | | |
| Received from a related party | 19,753 | – | – | – | – | – |
| Proceed from new bank borrowings | – | 318,000 | – | – | – | – |
| Repayment of bank borrowings | – | (396,200) | – | – | – | – |
| Repayment of other borrowings | – | – | (9,591) | – | – | – |
| Proceed from loans from immediate holding company | – | – | – | – | 3,176 | – |
| Proceed from loan from a related party | – | – | – | 35,905 | – | – |
| Repayment of lease liabilities | – | – | – | – | – | (18,462) |
| Interest paid | – | (12,304) | – | – | – | (5,726) |
| | 19,753 | (90,504) | (9,591) | 35,905 | 3,176 | (24,188) |
| Non-cash transaction: | | | | | | |
| Interest expenses on lease liabilities | – | – | – | – | – | 5,726 |
| Termination of lease contracts | – | – | – | – | – | (9,370) |
| New lease contracts | – | – | – | – | – | 108,814 |
| Effect of lease modification | – | – | – | – | – | 972 |
| Exchange differences | – | – | 131 | – | – | – |
| | – | – | 131 | – | – | 106,142 |
| Other changes: | | | | | | |
| Interest expenses | – | 12,304 | – | – | – | – |
| Reclassification to liabilities associated with assets classified as held for sale (note 42) | 5,097 | (29,500) | – | – | – | – |
| | 5,097 | (17,196) | – | – | – | – |
| At 31 December 2023 | 26,305 | 188,000 | – | 35,905 | 92,099 | 114,657 |

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

45. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and 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. 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 during the current and previous years.

The Group monitors capital using a gearing ratio, which is total debts divided by total capital. Total debts are calculated as the sum of bank and other borrowings and amount due to a related party as shown in the consolidated statement of financial position. Total capital is calculated as total equity attributable to the Company's owners, as shown in the consolidated statement of financial position. The Group aims to maintain the gearing ratio at a reasonable level.

| | 2023 RMB'000 | 2022 RMB'000 |
|---|-----------------|-----------------|
| Interest-bearing bank borrowings | 188,000 | 295,700 |
| Other borrowings | – | 9,460 |
| Loans from immediate holding company | 92,099 | 88,923 |
| Lease liabilities | 114,657 | 32,703 |
| Amount due to a related party | 26,305 | 1,455 |
| Loan from a related party | 35,905 | – |
| Total debts | 456,966 | 428,241 |
| Equity attributable to the owners of the Company | 542,471 | 550,903 |
| Total debts to equity ratio | 84% | 78% |

Subsidiaries of the Company established in the PRC are required to contribute and maintain a non-distributable statutory reserve fund whose utilisation is subject to certain restrictions as set out in the relevant regulations in the PRC. Certain of the Group's bank borrowings are subject to the fulfilment of covenants relating to certain of its subsidiaries' financial ratios and agreed usage of borrowings. The Group regularly monitors its compliance with these covenants. These externally imposed capital requirements have been complied with by the Group for the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

46. SIGNIFICANT RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties:

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|--|-------|-----------------|-----------------|
| Sales to related parties | (i) | 20,765 | 2,519 |
| Purchases from related parties | (i) | 37,586 | – |
| Lease incurred to related parties | (ii) | – | 681 |
| Lease incurred from related parties | (ii) | 2,554 | – |
| Guarantees and pledges given by the related parties in connection with banking facilities granted to the Group | (iii) | <u>852,544</u> | 612,660 |

(b) Key management personnel compensation

| | | | |
|---|--|--------------|--------|
| Short term employee benefits of Directors and other members of key management | | <u>9,942</u> | 13,192 |
|---|--|--------------|--------|

Notes:

- (i) Sales and purchases to/from related parties were made to related parties of which Mr. Gao Sishi, as a director of a major subsidiary of the Company, has beneficial interest. These sales and purchases were made in the ordinary course of business with reference to the terms negotiated between the Group and these related parties. The sales and purchases of RMB20,457,000 and RMB36,544,000 respectively constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) Lease incurred to/from related parties of which Mr. Gao Sishi, as a director of a major subsidiary of the Company having beneficial interest, were made according to the terms of the lease agreements.
- (iii) The Group's bank borrowings (note 29) were guaranteed by the related parties and pledged by related parties' certain property, plant and equipment, of which Mr. Gao Sishi, as a director of a major subsidiary of the Company, having beneficial interest.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

47. LEASING ARRANGEMENT

As lessor

The investment properties are leased to tenants for a term of 5 years with fixed monthly payment.

At the end of reporting period, the aggregate minimum lease payment receivable by the Group in the future periods under non-cancellable operating lease are as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|--|-----------------|-----------------|
| Within one year | 5,200 | 7,000 |
| After one year but within two years | 4,333 | 7,000 |
| After two years but within three years | – | 5,833 |
| | 9,533 | 19,833 |

48. NON-ADJUSTING EVENT AFTER THE REPORTING PERIOD

- a) Subsequent to year end date, on 14 March 2024, the relevant parties of the Disposal and the acquisition of certain properties, machinery and equipment of breeding chicken held by an independent third party at an aggregate cash consideration of RMB17,800,000 ("Acquisition") which were entered on 2 December 2022 have entered into several termination agreements which agree not to proceed with the Disposal and the Acquisition. According to the termination agreements, no party shall be required to pay any fee or other compensation to any party thereafter. The board of Directors considers that the termination of the Disposal and the Acquisition does not have any material adverse impact on the business operation and financial position of the Company. Details of the termination of the aforementioned Disposal and Acquisition were set forth in the Company's announcement dated 14 March 2024.
- b) Subsequent to year end date, on 21 March 2024, the Company and the Petitioner have executed the New Deed to extend the maturity date of the Related Party Loan to 22 April 2025. The board of Directors believes that the execution of the New Deed is in the best interests of the Company and its shareholders as a whole since the Company will have additional time to repay the Related Party Loan. Details of the New Deed were set forth in the Company's announcement dated 21 March 2024.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Kangda Food Company Limited (the “Company”) will be held at the Conference Room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 28 June 2024 at 10:00 a.m.. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 April 2024. Any Shareholder or depositor or proxy who wishes to take part in the AGM from Singapore, may attend via video conference which shall be held at Room 503, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352. The persons attending the said video conference will be able to pose questions to the management and to comment on matters to be transacted at the AGM. Please be punctual to avoid disruption of the AGM which will commence at 10:00 a.m. sharp on Friday, 28 June 2024 for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ report and the audited financial statements of the Group for the financial year ended 31 December 2023 together with the auditor’s report thereon.
(Resolution 1)
- To re-elect the following Directors retiring pursuant to the Company’s Bye-laws:

| | | |
|------------|--------------------------------|-----------------------|
| Gao Yanxu | (Retiring under Bye-law 86(1)) | (Resolution 2) |
| An Fengjun | (Retiring under Bye-law 86(1)) | (Resolution 3) |
- To approve the payment of Independent Non-Executive Directors’ fees of RMB165,276 for the financial year ending 31 December 2024 (2023: RMB318,190).
(Resolution 4)
- To authorize the Board to fix the remuneration of all Executive Directors.
(Resolution 5)
- To re-appoint BDO Limited, Certified Public Accountants, Hong Kong (“BDO”) as auditor of the Company to satisfy the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to authorise the Board to fix their remuneration.
(Resolution 6)
- To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

- To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modifications.

“THAT:

- subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;

Notice of Annual General Meeting

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any rights of subscription or conversion under the terms of any existing warrants, options, bonds, notes, debentures any securities of the Company which carry rights to subscribe for or are convertible into Shares; or
 - (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or
 - (iv) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the aggregate number of issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for acceptance for a period fixed by the Directors of the Company to the holders of Shares, or any class of Shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory or otherwise howsoever applicable to the Company)."

See Explanatory Note (i)

(Resolution 7)

Notice of Annual General Meeting

8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modifications.

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “HKSE”) or on any other exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the HKSE for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the HKSE or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the Shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

See Explanatory Note (ii)

(Resolution 8)

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modifications.

“THAT subject to the passing of Ordinary Resolutions Nos. 7 and 8 set out in the notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with additional Shares pursuant to Ordinary Resolution No. 7 set out in the notice convening the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 8 set out in the notice convening the AGM, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares at the date of passing this Resolution.”

See Explanatory Note (iii)

(Resolution 9)

By order of the Board
Lang Ying
Executive Director

30 April 2024

Notice of Annual General Meeting

Explanatory Notes to Resolutions to be passed:

- (i) With respect to Resolution 7, approval is being sought from Shareholders for a general mandate to issue Shares to be given to the Directors.
- (ii) With respect to Resolution 8, approval is being sought from Shareholders for a general mandate to buy back Shares to be given to the Directors.
- (iii) With respect to Resolution 9, approval is being sought from Shareholders for an extension of the general mandate to be granted to the Directors pursuant of Resolution 7 to allot Shares by adding to it the number of Shares bought back by the Company under the authority granted to the Directors pursuant to Resolution 8.

NOTES:

1. A member entitled to attend and vote at the meeting who is a holder of two or more Shares may appoint not more than two proxies to attend and vote on his/her behalf and where a member appoints more than one proxy, he/she shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company.
2. A member who wishes to appoint a proxy should complete the attached form of proxy. Thereafter, the proxy form must be lodged at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders), or the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 (for Singapore Shareholders), not later than forty-eight (48) hours before the time appointed for the meeting (i.e. before 10:00 a.m. on Wednesday, 26 June 2024) or any adjourned meeting.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. A Depositor whose name appears in the Depository Register of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorised officer or attorney and lodge the same at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 not later than 48 hours before the time appointed for the meeting (i.e. before 10:00 a.m. on Wednesday, 26 June 2024) or any adjourned meeting.
5. In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM to be held on Friday, 28 June 2024, the registers of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the registers of members of the Company on Friday, 28 June 2024 shall be entitled to attend and vote at the AGM. In order for the Shareholders to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024, or with the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 77 Robinson Road #06-03, Robinson 77, Singapore 068896 (for Singapore Shareholders) no later than 5:00 p.m. on Monday, 24 June 2024.
6. Where there are joint holders of any Shares, any one of such joint holder may vote either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Notice of Annual General Meeting

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

As at the date of this notice, the Executive Directors are Ms. Lang Ying (Chairlady and Chief Executive Officer), Mr. Gao Yanxu and Mr. An Fengjun; and the Independent Non-Executive Directors are Mr. Hua Shi, Ms. Li Ying and Mr. Wang Cheng.