



China Modern Dairy Holdings Ltd.

中國現代牧業控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1117



连续十年荣获世界食品品质评鉴大会金奖



2023 · INTERIM REPORT 中期報告

CORPORATE PROFILE

公司簡介

China Modern Dairy Holdings Limited (the “**Company**” or “**Modern Dairy**” together with its subsidiaries, the “**Group**”) is the leading dairy farming operator and raw milk producer in the People’s Republic of China (the “**PRC**”). Modern Dairy operates 42 dairy farming companies in the PRC with dairy cows over 418,000 heads and annualized milk yield of over 2.50 million tons. The Group is a leading dairy farming operator and raw milk producer in terms of herd size in the PRC. The Company initiated the production model of “Zero-distance Integration of Forage Grass Planting, Cows Breeding and Milk Processing within Two Hours”, which is the first in the PRC that applies integrated production model with SGS certification. Modern Dairy’s products have been awarded the Gold Prize of Monde Selection which is generally regarded as the “Nobel Prize” in the food industry, for the past ten consecutive years. In recent years, we have also successfully expanded our business to feed and forage, intelligent digital platform and dairy cows breeding.

中國現代牧業控股有限公司(「**本公司**」或「**現代牧業**」，連同其附屬公司「**本集團**」)，為中華人民共和國(「**中國**」)乳牛畜牧營運商及原料奶生產商的翹楚。現代牧業於中國經營42家乳牛牧場公司，擁有逾41.8萬頭乳牛，年化產奶量達250萬噸以上。按畜群大小計算，本集團是中國乳牛畜牧營運商及原料奶生產商的行業翹楚。本公司首創「種養加一體化、零距離2小時」的生產模式，是中國首家一體化生產模式並通過SGS認證的企業。現代牧業的產品於過去十年連續在素有食品業「諾貝爾獎」之稱的世界食品品質評鑒大會中獲得金獎。近年，我們還成功將業務板塊擴到至飼草料、數智平台及乳牛種業。



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HIGHLIGHTS

摘要

FOR THE SIX MONTHS ENDED 30 JUNE		截至6月30日止六個月		
(All amounts in Renminbi ("RMB") million unless otherwise stated)	(除特別列明外，所有金額以人民幣百萬元列示)	2023 2023年 (unaudited) (未經審核)	2022 2022年 (unaudited) (未經審核)	Change 變動
FINANCIAL DATA	財務數據			
Revenue	收入	6,633.4	5,632.1	+17.8%
Cash EBITDA ^(Note 1)	現金EBITDA ^(附註1)	1,271.4	1,440.8	-11.8%
Net profit	淨利潤	217.9	531.1	-59.0%
Net cash from operating activities	經營活動所得現金淨額	2,182.9	1,282.2	+70.2%
Net free cash inflow (outflow) ^(Note 2)	自由現金流入(流出)淨額 ^(附註2)	896.7	(559.3)	N/A不適用
Net asset value per share (RMB) ^(Note 3)	每股資產淨值(人民幣元) ^(附註3)	1.44	1.41	+2.1%
KEY OPERATING DATA	主要經營數據			
Herd size (heads)	畜群規模(頭)	418,596	382,693	+9.4%
Annualised average yield (tons/head • year)	年化平均成乳牛單產 (噸/頭•年)	12.6	12.3	+2.4%
Milk yield (ten thousand tons)	產奶量(萬噸)	124.9	115.2	+8.4%

Notes:

- Cash EBITDA is defined as earnings before finance costs and tax having added back: i) depreciation and amortisation charged to profit or loss; ii) other gains and losses, net; iii) impairment losses under expected credit loss model, net of reversal; and iv) loss arising from changes in fair value less costs to sell of dairy cows.
- Free cash flow is defined as the net cash generated from operating activities less the net cash outflow from investing activities.
- Equity attributable to owners of the Company at the period end divided by the number of ordinary shares in issue at the end of the reporting periods, defined as of 30 June 2023 and 30 June 2022.

附註：

- 現金EBITDA定義為在加回以下項目後的除融資成本及稅項前盈利：i)計入損益的折舊與攤銷；ii)其他收益及虧損淨額；iii)預期信貸虧損模型下減值虧損，扣除撥回；及iv)乳牛公平值變動減乳牛銷售成本產生的虧損。
- 自由現金流定義為經營活動所得現金淨額減投資活動現金淨流出。
- 期末本公司擁有人應佔權益除以匯報期末(定義為截至2023年6月30日及截至2022年6月30日)已發行普通股股數。



DIVIDEND

The Board did not recommend the payment of any interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

HIGHLIGHTS

With the corporate vision of “establishing a whole dairy value chain, innovating with digital intelligence, and becoming a global dairy farming leader”, while focusing on the core business of raw milk and driven by digitalization and ecological approaches, the Group’s businesses cover the entire dairy value chain of the dairy industry’s upstream sectors, including breeding, forage plantation, feeds, dairy farming and dairy value chain internet trading platform. As the domestic consumer market recovers gradually, the Group started to see a rapid release of raw milk production capacity. With its cost advantage and leveraging on an organic synergy between new and the conventional businesses, the Group substantiates a stable and continuous business development with high quality.

Strong Growth in Core Business: Raw milk production being the core business of the Group, has performed solidly. During the period, the herd size, AMY, total milk yield and sales revenue of raw milk have all recorded a significant growth. As of 30 June 2023, the Group had invested in and operated 42 dairy farming companies in mainland China, and the number of dairy cows reached 418,596 heads, representing a yoy increase of 35,903 heads over the same period last year or a yoy increase of 9.4%. The AMY per milkable dairy cow reached an industry-leading level of 12.6 tons as at the end of the period, representing a yoy increase of 2.4%, and it is expected to grow continuously. Total milk yield reached 1.249 million tons during the period, representing a yoy increase of 8.4%, with sales revenue amounting to RMB5,044 million, representing a yoy increase of 3.8%.

Robust Financial Fundamental with Decreasing Leverage: During the period, the Group’s persistent strengthening of cost reduction and cash flow control internally and the active exploration of upstream and downstream synergies externally to cope with the operation pressure from the industry, resulted in a significant yoy increase of 70% in net cash inflow from operating activities to RMB2.18 billion (compared to RMB1.28 billion for the same period last year) and net free cash inflow of approximately RMB900 million (compared to that of net outflow of approximately RMB560 million for the same period last year). The Group’s overall financial foundation is solid and resilient, and all business segments continue to grow healthily.

股息

董事會不建議就截止2023年6月30日止六個月派付何中期股息(截至2022年6月30日止六個月：無)。

亮點摘要

本集團以「佈局產業鏈，數智創新，做全球牧業引領者」為企業願景，以原料奶生產為業務核心，以數智化、生態化為牽引，業務覆蓋乳業上游「種業、草業、飼料、奶牛養殖及產業鏈互聯網交易平台」的全產業鏈條。隨着國內消費市場逐漸復甦，現代牧業原奶產能亦開始進入快速釋放期，憑藉成本領先優勢，新舊業務有機協同，本集團業務高質量穩健持續發展。

核心業務增長強勁：本集團的核心業務原料奶生產發展穩固。期內無論在畜群規模、單產、總產奶量乃至原料奶銷售收入均錄得明顯增長。截至2023年6月30日，本集團在中國內地投資及營運合共42個牧場公司，飼養共418,596頭乳牛。存欄牛頭數較去年同期增加35,903頭(或9.4%)。於本期末，每頭成乳牛的平均年化產量達12.6噸，同比增長2.4%，處於行業領先水平，並預期產量將持續保持增長態勢；期內總產奶量達124.9萬噸，同比增長8.4%，相應的原料奶銷售收入達人民幣50.44億元，同比增長3.8%。

財務基礎穩健槓桿下降：期內，本集團對內持續加強降本增現管控措施；對外積極挖掘上下游協同潛力，以應對行業經營壓力，致使經營所得現金流入淨額同比大增加70%至21.8億元(去年同期為12.8億元)，同時錄得自由現金淨流入額約為9.0億元(去年同期為淨流出約5.6億元)。本集團整體財務基礎穩健，各業務板塊持續健康發展。



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摘要

Rapid Development of New Business: Along with last year's successful acquisition of Aiyangniu and development of Liangyuan Technology, Modern Feed, Modern Grassland and Meng Yuan Genetics etc., the Group's businesses have expanded to the operation of industry value chain internet trading platform, forage and feed production and premium cow semen sectors. These new businesses collectively contributed sales revenue of RMB1.59 billion for the Group, representing a yoy increase of 105%. These new businesses have brought new sources of profit to the Group, and strengthened the vertical layout and security of industry value chains, while synergising with the core business to build an industry-leading digital technology moat.

Excellent ESG Performance: The Group treated ESG as an integral part of its core competitiveness. We keep focusing on the dual synergy of "ecological industrialisation • industrial ecologicalisation" development, which integrated the economic development and environmental conservation to the Group's business. During the period, the Group has been awarded the "Green Development Typical Case" by the China Dairy Industry Association. The Group's domestically pioneered medium-temperature anaerobic fermentation and waste treatment system is an excellent case of low-carbon emission reduction and has successfully been included in the report of the United Nations Global Compact.

Stable Rating Outlook: During the period, Modern Dairy was again assigned a "BBB" investment grade credit rating by Standard & Poor's with a stable outlook, making it the first Chinese dairy farming enterprise in the PRC to receive such a rating, which fully demonstrates the capital market's confidence in the Company's performance in terms of sustained growth and financial stability. The credit rating affirms the international credit rating agencies' recognition of the Company's and China's large-scale dairy farming model, and also facilitates the Company to secure more competitive financing terms.

Excellent Product Quality: Modern Dairy abides by the business philosophy of "cow-oriented". From forage grass planting, cows breeding to milk processing, the Group utilises digital intelligence to carry out 24/7 all weather monitoring of each link in the whole dairy value chain to ensure the quality and safety of raw milk. During the period, the Group's farms were certified as the "High Quality Milk Project". Our branded pure milk was awarded the Gold Prize of the Monde Selection for ten consecutive years. In response to customer demands, Modern Dairy launched a speciality milk track and arranged A2 milk exclusive farms to provide more high-quality and safe milk products for consumers.

新業務發展迅速: 本集團去年成功收購愛養牛同時又發展糧源科技、現代飼料、現代草業及蒙元種業等，目前集團業務已擴展至產業鏈互聯網交易平台、飼草料、優選牛種種業等領域。新業務期內為集團貢獻銷售收入達人民幣15.9億元，同比增加105%。新業務不但為集團帶來新盈利增長點，更強化了集團產業鏈縱向佈局及產業鏈的安全性，亦協同核心業務鑄就了行業數智科技護城河。

ESG表現卓越: 現代牧業將ESG視為公司核心競爭力的一部分。我們持續關注「生態產業化•產業生態化」的雙向發展協同效益，將經濟發展和生態環境保護融合於業務中。期內，現代牧業獲得了中國乳製品工業協會頒發的「綠色發展典型案例」獎，是國內首創中溫厭氧發酵糞污處理系統作為低碳減排的優秀案例，該案例亦成功入選聯合國全球契約組織報告。

評級展望穩定: 期內，現代牧業再獲標準普爾給予「BBB」投資級的信用評級，評級展望為穩定，是國內首家獲得此評級的中國奶牛養殖企業，充分說明資本市場對本公司在業績持續增長及財務穩健等多方面表現的信心。該信用評級亦印證了國際信用評級機構對本公司乃至中國規模化養殖模式的肯定，同時亦有助本公司能取得更具競爭力的融資條款。

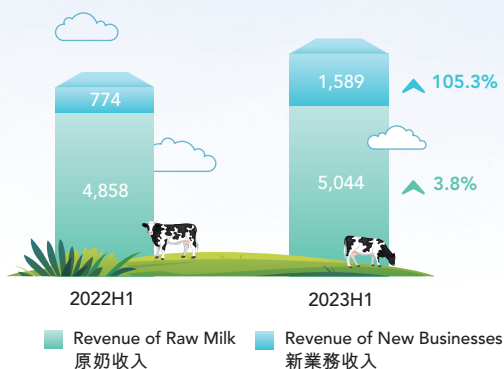
產品質量卓越: 現代牧業一直恪守「以牛為本」的經營理念，從種植、養殖、加工，乃至利用數智化方法對全產業鏈的各個環節，實施24小時的全天候監測，確保了原奶的品質及安全，為此，本集團旗下牧場獲得「優質乳工程」認證。另外現代牧業品牌純牛奶亦連續十年獲世界食品品質評鑒大會金獎。為回應消費者所需，現代牧業展開特色奶賽道，佈局A2奶專屬牧場，致力為消費者的健康增添更多高品質高安全的奶品。



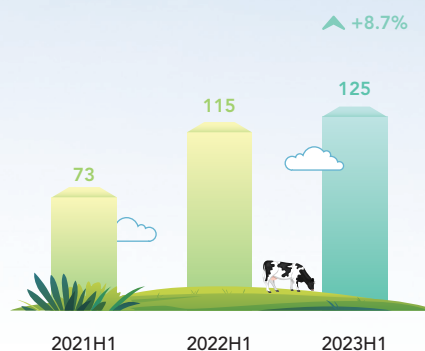
HIGHLIGHTS

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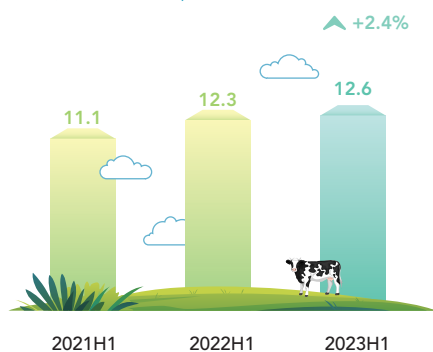
Sales by Business (RMB million)
按業務劃分的銷售額(人民幣百萬元)



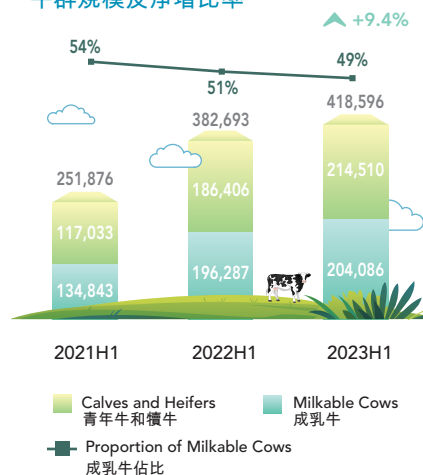
Production of Raw Milk ('0,000 tons)
原奶產量(萬噸)



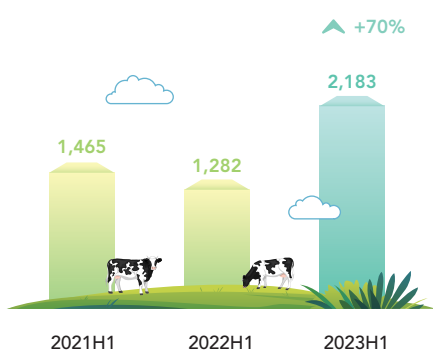
Unit Yield per Milkable Cow (tons/head-year)
成乳牛單產(噸/頭·年)



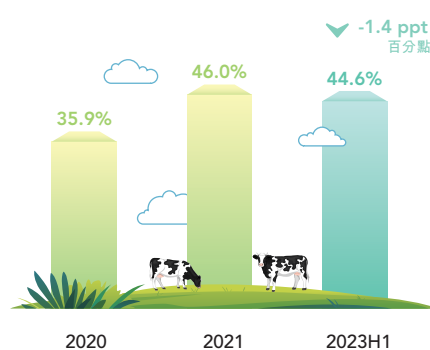
Herd Size and Net Growth Rate
牛群規模及淨增比率



Net Operating Cash Inflow (RMB million)
經營現金淨流入(人民幣百萬元)



Net Interest-Bearing Debt Ratio (%)
淨有息負債比率(%)



FARM MAP

牧場位置圖



Note: Approximate of herd size: x2 = 20,000 heads: x4 = 40,000 heads
 註：牛群約數：x2 = 2萬頭：x4 = 4萬頭



企業文化全景圖

CORPORATE CULTURE PANORAMA



使命

Mission

牧育健康牛

Raise healthy cows,

守護每一滴好奶

safeguard each and every drop of milk

願景

Vision

佈局產業鏈 數智創新

Deploy the whole industry chain,
innovate with digital intelligence,

做全球牧業引領者

and be a global dairy farming leader

核心價值觀

Core Values

1

安全健康第一
Safety and health come first

敬畏生命 棄漠視風險
健康防疫 棄麻痺大意
質量優先 絕不妥協
節能減碳 棄跑冒滴漏

1

Respect life and never neglect risks.
Fight the virus, be healthy, be cautious.
Quality comes first, never be
compromised.
Save energy, reduce carbon footprint and
waste.

2

高效執行
高標準
Execute with high
standards and efficiency

尊重科學 創新領先
主動擔當 說到做到
棄放空炮 等靠要
快速反應 注意細節

2

Respect science and lead innovation.
Be proactive and responsible, and be
true to our words.
Make concrete steps and be proactive.
Respond quickly and be attentive to
details.

3

讓牛人綻放
Unleash our potentials

敢用牛人 不論資排輩
重獎牛人 棄平均主義
善於賦能 彼此成就
棄只挑毛病 相互拆台

3

Value talents from all walks of life.
Reward talents based on merits.
Good at empowering and be successful
together.
Say no to bias and backstabbing.

4

誠信立事
正直立本
Be honest and credible

堅持原則 幹實事
棄逐利盲從 搞投機
公平公正 棄暗箱操作
用事實和資料說話

4

Uphold principles and be pragmatic.
Stop speculation and opportunism.
Be fair and open.
Speak with truth and substance.

企業精神

Enterprise Spirit

天生要強 與自己較勁

Born to be strong and go beyond ourselves



PRODUCTS OF THE GROUP AND ASSOCIATES

集團及聯營公司產品



DREAMCAP 30-MINUTE-BEFORE-SLEEP MILK

夢幻蓋睡前30分牛奶

Have a glass of milk before going to bed and fall asleep easily. Supplement GABA needed by human body, drinking at night will help calm emotions, relieve stress, improve sleep quality.

一睡前一杯奶，輕鬆說晚安。補充人體所需GABA，晚上喝有助於平復情緒，緩解壓力，提升睡眠質量。



DREAMCAP DNA MILK

夢幻蓋DNA牛奶

A2 genotype dairy cows, screened by DNA detection, containing rare A2 β casein which is naturally compatible with human body and facilitates nutrient absorption.

The supply is limited due to its scarcity. DNA檢測層層篩選A2基因型奶牛，含有珍稀A2 β 酪蛋白，自然親和人體，有助於營養吸收，數量稀少，限量供應。



DREAMCAP ZERO LACTOSE MILK

夢幻蓋軟牛奶

Innovative EHT enzymatic hydrolysis technology to promote good absorption of nutrients.

Zero lactose is stomach friendly, suitable for the constitution of Chinese people. 創新EHT酶水解技術，促進營養好吸收。0乳糖，腸胃友好，適合中國人體質。

PREMIUM-PACKAGED PURE MILK

尊貴裝純牛奶

The pure milk is awarded Gold Prize of Monde Selection for ten consecutive years, produced by self-owned farms with high-quality milk sources.

自家牧場，優質奶源，連續十年榮獲世界食品品質評鑒大會金獎的純牛奶。



现代牧业蚌埠牧场

DREAMCAP 150% HIGH CALCIUM LACTOSE MILK

夢幻鈣150%高鈣軟牛奶

This product features EHT enzyme hydrolysis technology, making it easier to absorb with zero lactose. Each box contains 375mg of high calcium, and two boxes per day meet the daily calcium intake for adults. Vitamin D is added to promote calcium absorption. High-quality Holstein milk source gives it a rich and delicious taste.

EHT酶水解技術，0乳糖更易吸收。每盒375mg高鈣，每日兩盒滿足成人每日鈣質所需。加維生素D，促進鈣的吸收。優質荷斯坦奶源，濃香好喝。



GOLD AWARD PURE MILK

金獎純牛奶

It is produced by self-owned farms with high-quality milk sources. It has won the Gold Prize of Monde Selection for four consecutive years and is a partner of China's aerospace industry as well. Gold medal winner, quality of aerospace. 自家牧場，優質奶源，連續四年榮獲世界食品品質評鑒大會金獎，中國航天事業合作夥伴，航天品質，金獎之選。



PRODUCTS OF THE GROUP AND ASSOCIATES

集團及聯營公司產品

THREE ZERO SKIMMED MILK

三零脫脂牛奶

Zero fat, light with nutrient value. Zero lactose, easy to absorb. Have a sweet and fresh taste and light experience with good nutrition absorption. 零脂肪，輕享好營養；零乳糖，營養好吸收。在獲取營養健康的同時，感受清甜美味，輕盈體驗。



HOLSTEIN PURE MILK

荷斯坦純牛奶

Finely selected high-quality Holstein milk source, containing 3.2 grams of high-quality milk protein per 100ml, supplement nutrition every day, taste mellow and rich. 甄選優質荷斯坦奶源，每100毫升含3.2克優質乳蛋白，補充營養每一天，味道香醇，口感濃厚。



HOLSTEIN HIGH CALCIUM MILK

荷斯坦高鈣牛奶

Holstein high calcium milk, from a good selection of Holstein cows, contains 125mg of calcium per 100ml. Vitamin D is added to facilitate calcium absorption. The milk is nutritious, pure and rich in taste. 甄選優質荷斯坦奶源，每100毫升含125毫克高鈣，含維生素D促進鈣吸收，營養豐富，純正香濃。



WELL-PACKAGED PURE MILK

精裝純牛奶

Strictly select high-quality Holstein dairy cows from all over the world and carefully nurture "five-good" dairy cows to produce pure milk with five-star quality and excellent nutrition and taste. 全球嚴選優質荷斯坦奶牛，用心養育五好奶牛，生產五星品質，營養口味俱佳的純牛奶。



REFRIGERATED PURE MILK

冰箱裝純牛奶

It takes merely 2 hours from the farms to the processing line to maintain the fresh taste and nutrition. Good cows make good milk with good taste. 擠奶完成後到開始加工只需2小時，保持新鮮口感與營養，好牛好奶好口感。



SPECIAL MILK

特調牛奶

Ecolean packaging design with 60-day self life. It contains 3.5 grams of high-quality milk protein per 100ml with special aroma. 愛克林環保壺設計，擁有60天保質期。每100毫升含3.5克優質乳蛋白，散發特調醇香。

GOLD AWARD HIGH CALCIUM MILK

金獎高鈣牛奶

High in calcium from good dairy farms. Modern Dairy High Calcium Milk contains 125mg of calcium per 100ml. Vitamin D is added to facilitate calcium absorption. The milk is nutritious, pure and rich in taste. It has won the Gold Prize of Monde Selection for three consecutive years. 高鈣源自好牧場，現代牧業高鈣奶每100毫升含鈣125毫克，特別加入維生素D，促進鈣的吸收，營養豐富，純正香濃，連續三年榮獲世界食品品質評鑒大會金獎。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INDUSTRY OVERVIEW

In the first half of 2023, the dairy industry continued to face multiple challenges from home and abroad, such as environmental changes, energy shortages, logistics difficulties and market competition. However, with the support of national policies, the dairy industry has also achieved some positive results, such as the construction of milk source bases, the improvement of dairy product quality, and the improvement of production and marketing coordination mechanisms. China's dairy farming industry has maintained a momentum of steady growth, raw milk production and safety levels have both increased, and the development of dairy operators has become more diversified. Large-scale breeding and integrated enterprises of the whole industry chain are still the mainstream model for the development of China's dairy industry.

China's dairy industry still maintained a rapid growth trend in the first half of 2023. In the first quarter of 2023, milk production reached 8.34 million tons, a yoy increase of 8.59%. Due to changes in supply and demand in domestic and foreign markets, the commodity price remained at a high level in the first half of the year, which brought greater operating costs to dairy companies. In the first half of 2023, the average import price of alfalfa is US\$566.5/ton, a yoy increase of 21%. The average price of soybean meal was RMB4.6/kg, up 4.0% yoy. The average price of corn was RMB2.97/kg, up 1.2% yoy. Nevertheless, feed prices also showed a month-on-month downward trend in the first half of the year, showing the market's ability to adjust and the ability of dairy companies to respond.

Internationally, in the first half of 2023, Mainland China imported a total of 1.5536 million tons of various dairy products, a yoy decrease of 12.9%. The import value was US\$7.016 billion, a yoy decrease of 4.7%. Both the volume and value of imports of dairy products have declined compared to the same period of last year. The auction price of foreign full-fat bacon flour increased by 9.2% yoy. In the first half of 2023, China's imported milk powder volume was 485,600 tons, a yoy decrease of 28.2%. The import value was US\$1.867 billion, a yoy decrease of 33.7%, and the average price was approximately US\$3,800/ton, a yoy decrease of 7.6%.

行業概覽

2023年上半年，乳業行業繼續面臨來自國內外的多重挑戰，如環境變化、能源短缺、物流困難、市場競爭等。但在國家政策的支持下，乳業行業也取得了一些積極的成果，如奶源基地建設、乳製品品質提升、產銷協調機制完善等。中國奶牛養殖業保持了穩定增長的勢頭，原奶產量及安全水平均有所提高，奶業運營商發展更加多元化。規模化養殖、全產業鏈一體化企業仍然是中國奶業發展的主流模式。

我國奶業在2023年上半年仍然保持了較快增長態勢，2023年一季度牛奶產量達834萬噸，同比增長8.59%。由於國內外市場的供需變化，大宗原料的價格在上半年仍處於高位，給乳企帶來了較大的經營成本。2023年上半年苜蓿草平均進口價格為566.5美元/噸，同比增加21%。豆粕平均價格為4.6元/公斤，同比上漲4.0%；玉米平均價格為2.97元/公斤，同比上漲1.2%。儘管如此，上半年飼料價格也出現了環比下降的趨勢，顯示出市場的調節能力和乳企的應對能力。

國際方面，2023年上半年，我國共計進口各類乳製品155.36萬噸，同比減少12.9%；進口額70.16億美元，同比減少4.7%。我國乳製品進口量及進口額較同期均有所下降。國外全脂大包粉拍賣價同比上漲9.2%，2023年上半年中國共進口大包粉48.56萬噸，同比減少28.2%；進口額18.67億美元，同比減少33.7%，平均價格約3,800美元/噸，同比下降7.6%。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In recent years, under the guidance and support of national policies, China's dairy industry has continued to promote transformation, upgrading and innovative development. In February of this year, the "Opinions of the Central Committee of the Communist Party of China and the State Council on Promoting the Key Work of Rural Revitalization in an All-round Way in 2023" was released as the NO.1 Document of the Central Committee, which points out that the Communist Party of China must unremittingly make solving the "agriculture, rural areas and farmers" issues a top priority in its work, including in-depth implementation of feed soybean meal reduction and substitution actions, and promotion of green agricultural development. In terms of carbon reduction in upstream breeding, dairy companies have adopted measures such as optimizing feed formula, improving ventilation in cowsheds, and using biogas to generate electricity, effectively reducing greenhouse gas emissions. In terms of new factories, dairy companies pay attention to the concepts of energy saving, environmental protection, intelligence, and digitalization, and have built a group of modern dairy processing plants with high efficiency, energy saving, low carbon environmental protection, and high degree of intelligence. In terms of product innovation, dairy companies have closely followed the changes in consumer demand and the development of health concepts, and launched a series of new products that meet market demand and consumer preferences such as high-calcium low-fat milk, organic milk, vegetable protein milk, functional milk drinks, etc. In terms of recycling, dairy companies have strengthened the treatment and utilization of waste water, waste gas, waste residue and other pollutants, realizing the recycling of resources and reducing waste emissions. In the first half of 2023, the dairy industry has achieved green and high-quality development of the industry, making positive contributions to rural revitalization and agricultural modernization.

BUSINESS REVIEW

In the first half of 2023, the Group was mainly engaged in production and sales of milk, trading, production and sales of feeds offline, and sales of feeds and farm supplies online through digital intelligence platform. Adhering to the mission of "raising healthy cows, safeguarding each and every drop of milk", the Group is committed to deploying the whole dairy value chain, innovating with digital intelligence, and becoming a global dairy farming leader on the basis of expanding and strengthening the dairy farming business.

While maintaining our focus on the core business of raw milk, our Group is continuously exploring new business areas such as feed trading business, digital intelligence platforms, forage and feeds, forage plantation and premium cow semen sectors. Our Company's new businesses have laid a solid foundation for the core business, forming an interlocking business structure, exerting significant synergies and allowing the Group to be more competitive.

近年來，在國家政策的引導和支持下，我國乳業行業不斷推進轉型升級和創新發展。今年2月，《中共中央國務院關於做好2023年全面推進鄉村振興重點工作的意見》作為中央一號文件發佈，文件指出必須堅持不懈把解決好「三農」問題作為全黨工作中重中之重，其中包括了要深入實施飼用豆粕減量替代行動，推進農業綠色發展等內容。在上游養殖減碳方面，乳企採取了優化飼料配方、改善牛舍通風、利用沼氣發電等措施，有效降低了溫室氣體排放。在新建工廠方面，乳企注重節能環保、智能化、數字化等理念，建設了一批高效節能、低碳環保、智能化程度高的現代化乳品加工廠。在產品創新方面，乳企緊跟消費者需求變化和健康理念的發展，推出了一系列符合市場需求和消費者喜好的新產品。例如：高鈣低脂奶、有機奶、植物蛋白奶、功能性奶飲料等。在回收利用方面，乳企加強了對廢水、廢氣、廢渣等污染物的處理和利用，實現了資源的循環利用和減少廢棄物的排放。2023年上半年，乳業實現了產業的綠色發展和高質量發展，為鄉村振興和農業現代化做出了積極貢獻。

業務回顧

2023年上半年，本集團主要從事生產及銷售牛奶、買賣、生產及線下銷售飼料及通過數智平台線上銷售飼料及牧場物資。本集團以「牧育健康牛，守護每一滴好奶」為使命，致力於在做大做強乳牛養殖業務的基礎上，佈局全產業鏈，數智創新，做全球牧業引領者。

本集團在做好原料奶主業的同時，持續開拓飼料貿易、數智平台、飼草料、草業及優選牛育種等新業務。新業務為主營業務築下牢固支持，形成環環相扣的樺卯業務結構，發揮著顯著的協同效益，使集團更具競爭力。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the period, the key production and operation indicators of core raw milk business have demonstrated an obvious improvement as compared to the same period of 2022. New business segments have also achieved encouraging growth, continuously contributing to the Group's profitability.

OPERATIONAL PERFORMANCE

During the period, the Group firmly implemented the three-year strategic plan, implemented cost-orientated strategies, focused on "three-JIAN" (diligence, simplification, synergism) (in Chinese pinyin: Qín Jiǎn, Jiǎn Huà, Jiàn Shǎo), reduced four types of expenditures, and implemented eight major initiatives, with aim to achieve low operating costs, accomplish high operating indicators, attain high economic efficiency, and secure high reward for employees. Thanks to the concerted efforts of the management and all employees, the performance of the Group's main operating indicators was better than expected. The average annualised milk yield ("AMY") of milkable cow was 12.6 tons per head (2022: 12.3 tons per head), and the total milk yield was 1,249 thousand tons (2022: 1,152 thousand tons) during the period, representing a year-on-year ("yoy") increase of 8.4%.

During the period, the Group's sales revenue recorded RMB6,633.4 million (2022: RMB5,632.1 million), representing a yoy increase of 17.8%. Among which, the sales revenue of raw milk amounted to RMB5,044.1 million (2022: RMB4,858.0 million), representing a yoy increase of 3.8%. The sales revenue of the new business segments amounted to RMB1,589.4 million, a yoy increase of 105.3%. Among which, the sales revenue generated from the feeds and forage business amounted to RMB1,105.6 million, representing a yoy increase of 42.8%. The Group successfully acquired Inner Mongolia Aiyangniu Technology Co., Ltd. ("Aiyangniu") in June 2022 and expanded its business to the internet trading platform (digital intelligence platform) for the industry value chain. Revenue of the platform business achieved RMB483.7 million during the period.

OVERVIEW OF DAIRY FARMS

Leveraging on the world's first model of "integration of forage planting, cow breeding and milk processing", Modern Dairy is currently a leading dairy farming operator and raw milk producer in the PRC in terms of herd scale and volume of annual production. As a dairy farming group with a nationwide layout, our farms are endowed with unique geographical advantages. Most of our farms are located at regions with fine climate and ample feed supply, and are adjacent to processing plants of dairy products to ensure that the milking to processing procedures could be completed in the shortest time and the nutritional value and freshness could be maintained at the highest level.

期內，本集團原料奶核心業務主要生產運營指標，均較2022年同期有明顯提升，新業務亦取得可喜增長，為本集團利潤作出了持續貢獻。

經營表現

期內，本集團堅定執行三年戰略規劃，貫徹成本領先戰略，抓三「JIAN」(勤儉，簡化，減少)，降四費，落八大舉措。以實現低成本營運，高質營運指標，高經濟效益及為員工帶來豐盛回報。本集團在管理層及上下員工的努力下，主要營運指標表現均優於預期，期內成乳牛的平均年化產量錄得每頭12.6噸(2022年：12.3噸/頭)，期內產奶量達到124.9萬噸(2022年：115.2萬噸)，同比增長8.4%。

期內，本集團錄得銷售收入人民幣6,633.4百萬元(2022年：人民幣5,632.1百萬元)，同比增長17.8%。其中原料奶銷售收入達人民幣5,044.1百萬元(2022年：人民幣4,858.0百萬元)，同比增長3.8%。新業務板塊錄得收入達人民幣1,589.4百萬元，較2022年同期增長105.3%，其中飼草料板塊實現收入人民幣1,105.6百萬元，較2022年同期增長42.8%。本集團於2022年6月成功完成收購愛養牛科技有限公司(「愛養牛」)，業務自此擴展至產業鏈互聯網交易平台(數智平台)，期內平台業務實現收入人民幣483.7百萬元。

牧場概況

依託全球首創的「牧草種植、奶牛養殖、牛奶加工一體化」模式，就畜群規模和年產量，現代牧業是目前中國乳牛畜牧營運商及原料奶生產商的行業翹楚。作為全國性佈局的牧業集團，每個牧場均具備得天獨厚的地理優勢，多處於優良氣候及飼料供應充足的區域，加上臨近乳品加工廠，可確保原料奶從擠奶到加工能於最短時間內完成並保持其最高營養價值及鮮度。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group has continued to renovate the cowshed equipment through improving the ventilation system, adjusting the feed formula and increasing the frequency of feeding, enhancing the dryness level of the bedding materials and improving the bedding comfortability by applying drying technologies and increasing the frequency of sink cleaning to ensure healthy drinking water. By doing so, the Group is able to continuously improve and enhance comfortability for milkable cows so as to raise milk production.

The Group is continuously exploring the application of emerging technologies in farm production. By using collars and pedometers, we can discover the estrus and illnesses state of cows, thereby improving the breeding and health standards of the cows. Through image recognition technology, we monitor the feeding and identify the risks, enabling a timely detection and automated supervision. Through the “Pasture Security Cloud Management Platform”, we can oversee potential hazards and monitor dangerous work, ensuring that all farm operations comply with safety regulations and improve the safety management standards of farm production. Each farm is equipped with modern cowshed equipment, logistics systems, environmental protection facilities, 24/7 intelligent monitoring systems, and with veterinarians stationed in farms to make sure that each cow inhabits in a comfortable and healthy environment and produces high-quality raw milk.

本集團持續對牛舍設備進行改造，其中包括：改善通風環境，調整飼餵配方，增加推料頻次；利用烘乾技術提高臥床墊料的乾爽標準，提高臥床舒適度；提高水槽清洗頻次，保證牛隻飲水健康及不斷提升和改善成乳牛的舒適度提升產奶量。

本集團不斷探索新興技術在牧場生產的應用。通過使用項圈和計步器，實現牛隻發情揭發、疾病揭發，從而提高牧場繁殖和牛隻健康水準。通過圖像識別技術實現推料監控、風險識別等，做到及時揭發和自動監管。通過「牧安雲管理平台」實現隱患管理和危險工作管理，保障牧場各項工作符合安全規定，提高牧場生產安全管理水準。每個牧場均具備現代化的牛舍設備，物流系統，環保設施，24/7智能監控系統及駐場獸醫。務求讓每頭牛都能有舒適的生活環境，健康生活，生產優質原奶。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Herd Scale

Dairy cows	乳牛
Milkable cows	奶牛
Heifers and calves	小乳牛及小牛
Total	總計

As at 30 June 2023, the Group invested in and operated 42 farm companies with 418,596 dairy cows (as at 30 June 2022: 382,693 heads), representing a yoy increase of 9.4% in mainland China, in line with the Group's overall herd expansion strategies. The proportion of milkable cows to the total number of dairy cows decreased by 2.5 ppt to 48.8% as at 30 June 2023 (as at 30 June 2022: 51.3%) yoy, mainly due to the increase in the number of the Group's heifers and calves, resulting in the decrease of the proportion of milkable cows. The growth of the heifers and calves could help maintain a steady growth of the Group's raw milk production in the future. We will continue to improve the genetics of dairy cows so as to increase the proportion of the core herd, thereby achieving a steady growth in production.

Milk Yield

The milk yield of each milkable cow is affected by a number of factors, such as the number of lactation, breed, comfort level, health condition, genetics and feed mix. Under effective herd management, the AMY of milkable cows was 12.6 tons per head on average, and the total milk yield was 1,249 thousand tons during the period, representing a yoy increase of 8.4%.

畜群規模

	As at 於
30 June 2023 2023年 6月30日 Heads 頭 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 Heads 頭 (unaudited) (未經審核)
204,086	196,287
214,510	186,406
418,596	382,693

於2023年6月30日，本集團在中國內地投資及運營42個牧場公司，飼養共418,596頭乳牛（於2022年6月30日：382,693頭），同比增長9.4%，符合本集團的整體擴群策略。於2023年6月30日，成乳牛佔乳牛總數比例為48.8%（於2022年6月30日：51.3%），同比減少2.5個百分點，主要是本集團後備牛群規模增長，導致成乳牛佔比下降。後備牛群規模的增長有助本集團未來原料奶產量的穩定提升。我們將不斷通過改良乳牛的基因以提高核心牛群佔比，實現產量的穩步增長。

產奶量

奶牛的產奶量受多項因素所影響，其中包括奶牛的泌乳胎次、品種、生活舒適程度、健康情況、基因及飼料結構等。在有效的畜群管理下，期內，我們錄得成乳牛的年化單產平均每頭為12.6噸，產奶量共達124.9萬噸，同比增長8.4%。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERVIEW OF OPERATING STRATEGIES

Based on the broad outlook of the dairy industry and the current market situation, we will implement the business strategy of “One-Focus, Three-Shifts, Three-Focuses”. One focus: to focus on cost leadership strategy and bring into play our core competitive advantages in cost reduction and efficiency. Three shifts: Firstly, we will shift from a single strong dairy industry to a full value chain and further improve the layout of the whole industry chain. Secondly, we will shift from simply building our own farms to diversifying our farming operation model and efficiently integrating industry resources. Thirdly, we will shift from upgrading the processing side to upgrading the raw milk side, and increase the production of specialty milk. Three focuses: focus on scientific standardisation of dairy feeding management; focus on promoting the process of digital intelligence innovation and focus on promoting low-carbon green transformation development.

Focus on Cost-lead Strategies

In response to the huge pressure on the farming industry brought about by the continued rise in the prices of major bulk materials in recent years, we need to adopt a three-pronged approach. The first is to expand the size of the herd and continue to improve yields, thereby diluting unit costs. Secondly, we will strengthen cost management, and through accurate grasp of market trends, close linkage adjustment between formula and market price of materials, and implementation of precision feeding and effective farms management, we will smooth out the impact of rising feed prices, reduce the unit cost of one kilogram of raw milk sold, and continue to maintain unit feed cost of one kilogram of raw milk output at the leading level in the industry. Thirdly, we will increase our operational management efforts, tap potential and cut costs, vigorously implement benchmarking improvements, save other cash costs and improve efficiency. We are committed to our cost leadership strategy, adhering to the concept of “all costs can be reduced”, and will continue to dig deeper to reduce unit costs so as to achieve our industry-leading cost strategy.

Further Improving the Full Value Chain

In 2022, the full value chain had been basically completed. We will continue to develop new fields such as digital intelligence platform, feed business, forage and breeding to form a whole industry chain layout with raw milk as the core which is multi-faceted and multi-services. Through the four diversifications of “business diversification, customer diversification, product diversification and service diversification”, the Group has been able to cope with and mitigate the fluctuations of the raw milk market cycle and enhance its anti-risk capability.

營運策略概覽

基於奶業的廣泛前景和當前市場形勢，我們將實施「一－聚焦，三－轉變，三－著重」的經營策略。一個聚焦：聚焦成本領先戰略，發揮降本增效核心競爭力優勢。三個轉變：一是從單一做强奶業向打造全價值鏈轉變，進一步完善全產業鏈佈局。二是從單純的自建牧場向牧場運營模式多樣化轉變，高效整合行業資源。三是從加工端升級向原奶端升級轉變，增加特色奶生產。三個著重：著重科學規範奶牛飼育管理；著重推進數智化創新進程；著重促進低碳綠色轉型發展。

聚焦成本領先戰略

針對近年來主要大宗物料價格持續攀升，給養殖業帶來的巨大壓力，我們要三管齊下。一是擴大牛群規模，繼續提升單產，從而攤薄單位成本。二是加強成本費用管理，通過準確把握市場節點、配方與物料市價緊密聯動調整、精準飼餵高效牧場管理，平抑飼料價格上漲的影響，降低公斤奶銷售成本，持續保持公斤奶飼料成本處於行業領先水平。三是加大經營管理力度，挖潛節流，大力推行對標改善，節約其他現金成本，提升效益。堅定走成本領先戰略，秉承著「一切成本皆可降」的理念，繼續深挖潛力，降低單位成本，從而實現成本行業領先戰略。

進一步完善全產業鏈

2022年全產業鏈基本構建完成，我們要在做好奶業主業的同時，開展多種經營，繼續開拓數智平台、飼料業務、草業及育種產業等新領域，形成以原奶為核心，多方面、多軍種大兵團作戰的全產業鏈佈局，通過「經營多樣化、客戶多樣化、產品多樣化、服務多樣化」四個多樣化，應對和減弱原奶市場週期波動，增強集團抗風險能力。



MANAGEMENT DISCUSSION AND ANALYSIS

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Promote the Diversification of Ranching Operation Mode

Actively promote the light asset operation model, implement leasing operation, entrusted management, technology export, etc., implement the diversification of ranch operation model, innovation and transformation, efficient integration of industry resources, reduce ranch capital expenditure, enhance return on assets, and effectively export the Company's advanced management experience. At the same time, provide high-quality employment for rural workers and help revitalise the countryside.

Accelerate the Share of Specialty Milk Allocation

Customise the layout of farms according to market demand and increase the proportion of specialty milk production. Change the past situation of upgrading dairy products at the processing end and shift to upgrading raw milk end in a timely manner. Actively develop speciality milks, including A2, organic milk and selenium-rich milk, to match the dairy upgrade, raise the integrated milk price, improve the gross margin of the raw milk business and enhance profitability.

Focus on Scientific Standardisation of Dairy Cows Feeding Management

We actively carry out scientific feeding and breeding solutions, improve breeding techniques, enhance cow survival rate and improve overall cow health; continue to optimise cow genetics and enhance herd fitness; improve barn environment and raise feeding standards, benchmarking with advanced farms at home and abroad to achieve sustainable and stable improvement in unit yield. We insist on the concept of "good cows naturally produce good milk" and attach great importance to the quality of raw milk, with the quality of raw milk passing rate at 100% as an important measurement target for raw milk quality and a lifeline for the long-term development of the Company.

Focus on Advancing the Digital Intelligence Innovation Process

We strive to create digital intelligent dairy farms. Give full play to the Aiyangniu platform to disintermediate procurement and transparently compare prices among multiple parties, effectively reducing procurement costs. Make good use of the Yunyangniu platform to provide targeted AIoT intelligent solutions to realise the systematic integration of cows from breeding, feeding, health management to milk production modules. With its competitive advantages in IoT services, big data analysis and artificial intelligence analysis, it will integrate into the ecological sharing platform of Aiyangniu Technology and promote the digital vision of Modern Dairy to be implemented as soon as possible.

推進牧場運營模式多樣化

積極推行輕資產運營模式，實施租賃經營、委託管理、技術輸出等，實施牧場運行模式多樣化，創新轉型，高效整合行業資源，降低牧場資本開支，提升資產回報率，有效輸出公司先進管理經驗。同時，提供農村勞動高質量就業，助力鄉村振興。

加快特色奶匹配佔比

根據市場需求進行定制化牧場佈局，加大特色奶產量佔比。改變過去乳製品升級在加工端的狀況，及時轉向原奶端升級。積極開發特色奶，包括A2、有機奶、富硒奶等，匹配乳業升級，提升綜合奶價，提高原奶業務的毛利率，增強盈利能力。

著重科學規範奶牛飼育管理

積極開展科學飼育解決方案，改良育種技術，提升奶牛存活率，提高奶牛整體健康水平；持續優化牛隻基因，增強牛群體質；改善牛舍環境，提高飼養水平，向國內外先進牧場對標，實現單產的持續穩定提升。堅持「好牛自然產好奶」理念，高度重視原奶產品質量，將原奶合格率保持在100%作為原奶產品質量的重要衡量目標與企業長遠發展的生命線。

著重推進數智化創新進程

夯實打造數字化智慧牧場。充分發揮愛養牛平台作用，採購去中間化，透明化多方比價，有效地降低採購成本。運用好雲養牛平台，提供有針對性AIoT智能解決方案，實現牛隻從繁殖、飼餵、健康管理到產奶模塊的系統性集成，憑藉其在物聯網服務、大數據分析、人工智能分析等方面的競爭優勢，融入愛養牛科技的生態共享平台，促進現代牧業數字化願景盡快落地。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Focus on Promoting Green and Low Carbon Footprint Transformation

We consider green and low-carbon footprint transformational development as a major factor in the dairy industry. Through the Sustainability Committee, ESG elements are integrated into the corporate governance structure to enhance the importance and implementation of ESG work. Based on resource recycling, we have built a green recycling industry chain of “forage cultivation – dairy cows breeding – manure treatment – biogas power generation – manure return to the field”. Each self-built farm is equipped with a large biogas power generation facility and a comprehensive biogas fertiliser utilisation facility, resulting in carbon emissions well below the industry average and ahead of domestic farms. Specific quantitative carbon emission targets and implementation steps are set to reduce carbon emissions by 7%, 15% and 20% by 2025, 2030 and 2035 respectively, with 2021 as the base year.

Environmental Protection and Epidemic Prevention

The Group actively fulfills its social responsibilities. The Group continuously improves on various aspects, such as product quality, dairy cow disease control and environmentally friendly production, to maximize social benefits. The Company’s various milk quality indicators are better than the EU standards. Food safety indicators are set in the raw milk production process, and the whole process is strictly monitored to ensure that the raw milk quality meets the standards. The Group and Mengniu have enhanced cooperation in product testing, unified inspection standards and processes, and improved testing efficiency and product quality. The Group strictly complies with relevant laws and regulations for epidemic prevention management, conducts health rating management for dairy cows, cautiously controls the environment of farms, refines the management of entry and exit of farms, provides epidemic prevention and protection in production areas, and establishes quarantine and health check plans for dairy cows, so as to ensure the health of dairy cows.

Based on resource recycling, the Group has built a green recycling industrial chain of “forage planting – cow breeding – fertilizer treatment – biogas power generation – fertilizer back to the field”. Each farm is equipped with large-scale biogas power generation facilities and comprehensive utilization facilities for biogas fertilizer, which absorbs, digests and environmentally treats the manure. For sustainable development, the Group will continue to implement high-standard environmental protection policies and implement rigorous epidemic prevention measures in our farms.

著重促進綠色低碳轉型發展

視綠色低碳轉型發展為乳業企業之大者。通過可持續發展委員會，將ESG元素融入公司治理架構，提高對ESG工作的重視和執行力。立足資源循環利用，構建「飼草種植 – 奶牛養殖 – 糞污處理 – 沼氣發電 – 糞肥還田」綠色循環產業鏈。每個自建牧場都配備大型沼氣發電設施和沼肥綜合利用設施，使碳排放強度遠低於行業平均水平，領先國內牧場。設定具體的碳排放定量目標和實施步驟，以2021年為基準年，在2025、2030和2035年目標實現碳排放強度分別降低7%、15%和20%。

環境保護與疫控

本集團積極履行社會責任。本集團在產品質量、乳牛疾病管控、環保生產等方面不斷改善以達致最大社會效益。本公司的各項牛奶品質指標均優於歐盟標準，在原奶生產過程中設置食品安全指標，全程進行監控，確保原奶優質達標。本集團與蒙牛加強在產品檢測的協同，統一檢驗標準和流程，提高檢測效率，繼續提高產品質量。本集團嚴格遵守相關法律法規的要求進行防疫管理，對奶牛進行健康評級管理，嚴控牧場環境，細化牧場出入管理、生產區防疫防護管理，為奶牛制定檢疫和健康檢查計劃，保障奶牛的健康。

本集團立足資源循環利用，構建一條「飼草種植 – 奶牛養殖 – 糞污處理 – 沼氣發電 – 糞肥還田」的綠色循環產業鏈。每期牧場都配建了大型沼氣發電設施和沼肥綜合利用設施，將糞污吸收、消化並進行無害化處理。為實現可持續發展，本集團將繼續奉行高標準的環保政策，並對我們的牧場實施嚴格的防疫措施。



MANAGEMENT DISCUSSION AND ANALYSIS

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Carbon Dioxide Peaking & Neutrality Project

The Company always takes green and sustainable development as its core concept. It has fully launched the dual-carbon project, and started to carry out carbon inventory and certification work to further determine the goal and vision of carbon emission reduction. At the same time, various departments are actively implementing green action measures for carbon reduction, helping to achieve the overall goal of “carbon peaking and carbon neutrality”.

Last year, Modern Dairy launched the Dual-carbon Project, and has also set a quantitative target for carbon intensity emissions by 2035. Modern Dairy has labelled farms with over 10,000 cows and ultra-large-scale farms with low carbon emission intensity as models and stars of “carbon emission reduction” into the strategic plan, aiming to provide strong evidence for the synergistic development of low-carbon and quality improvement and efficiency enhancement and boost the confidence in the sustainable development of the industry.

Taking 2021 as the base year, the Group aims to have its unit carbon emissions to be reduced by 7%, 15% and 20% by end of 2025, 2030 and 2035, respectively.

MAJOR AWARDS AND ACHIEVEMENTS

During the reporting period, the Group was awarded and obtained the following achievements:

- Modern Dairy was awarded the Gold Prize of Monde Selection for the tenth consecutive year, symbolizing that our premium quality branded milk was widely recognized by all sectors of the society.
- 現代牧業連續10年榮獲世界食品品質評鑒大會金獎，標誌著我們高質量的品牌奶廣泛獲得社會各界的肯定。
- Modern Dairy was awarded the title of “Top 20 Leading Agricultural Industrialization Enterprises in Anhui Province”, which signified recognition and acknowledgment of the Company’s achievements and contributions in the field of agricultural industrialization in Anhui Province, and highlighted the Company’s position as one of the leading players in promoting and advancing agricultural practices and technologies in Anhui Province.
- 現代牧業獲得《安徽省農業產業化龍頭企業20強》的稱號，意味著現代牧業在安徽省農業產業化領域的成就和貢獻得到了認可和肯定，亦突出了本公司在推動和推進安徽省農業實踐和技術方面的領先地位。

雙碳項目

本公司始終將綠色可持續發展作為核心理念，全面開啓雙碳項目，着手開展碳盤查和認證工作，以進一步確定碳減排目標與願景。同時，各部門積極踐行減碳綠色行動舉措，助力實現「碳達峰，碳中和」的總目標。

去年，現代牧業啓動「雙碳項目」，設定了至2035年碳強度排放的定量目標。同時，公司將碳排放強度低的萬頭牧場和超大規模牧場樹立成為「碳減排」的典型和明星納入戰略計劃，為低碳和提質增效可協同發展提供有力佐證，堅定行業可持續發展的信心。

以2021年為基準年，本集團2025年、2030年及2035年的單位碳排放量分別目標降低值為7%、15%及20%。

主要獎項和殊榮

於本匯報期間，本集團取得以下獎項及殊榮：



- Modern Dairy was again assigned a “BBB” investment grade rating by Standard & Poor’s, with a stable outlook. Modern Dairy became the first dairy farming company in the world having been assigned an international credit rating of investment grade. This fully affirms the recognition received by the Company for China’s large-scale farming model from international credit rating agencies. Such grading established a positive image for the industry in the international capital market.
- 現代牧業再次獲得標普授予投資級BBB評級，評級展望為穩定。現代牧業作為全球首家獲得國際信用評級為投資級的奶牛養殖企業。這充分印證了國際信用評級機構對本公司乃至中國規模化養殖模式的肯定，為業界在國際資本市場中樹立了良好形象。
- Modern Dairy was awarded the “Green Development Typical Case” from the China Dairy Industry Association which recognised outstanding contributions in the field of green development in China.
- 現代牧業獲得中國乳製品工業協會「綠色發展典型案例」獎，意味著在我國的綠色發展領域做出了突出貢獻。
- Modern Dairy has once again been honored with the “Best Investor Relations Team Award” by Institutional Investor in 2023.
- 現代牧業繼去年再榮獲《機構投資者》2023年「最佳投資關係團隊獎」。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL OVERVIEW

Sales Revenue

Business Analysis

The following table sets forth the details of the consolidated revenue during the period:

Raw milk business	原料奶業務
New business	新業務
Consolidated revenue	合併收入

During the period, the Group recorded sales revenue of RMB6,633.4 million (2022: RMB5,632.1 million), representing a yoy increase of 17.8%. Among which, the sales revenue of raw milk amounted to RMB5,044.1 million (2022: RMB4,858.0 million), representing a yoy increase of 3.8%. The sales revenue of the new business segments amounted to RMB1,589.4 million, representing a yoy increase of 105.3%. Among which, the sales revenue generated from feeds and forage business amounted to RMB1,105.6 million, representing a yoy increase of 42.8%.

Raw Milk Business

The following table sets forth the details of sales revenue, sales volume and average selling price (“ASP”) of raw milk for the period indicated:

Raw milk

原料奶

2023 (unaudited) 2023年 (未經審核)			2022 (unaudited) 2022年 (未經審核)		
Sales revenue 銷售收入 RMB'000 人民幣千元	Sales volume 銷售量 tons 噸	ASP 平均售價 RMB/kg 人民幣元/公斤	Sales revenue 銷售收入 RMB'000 人民幣千元	Sales volume 銷售量 tons 噸	ASP 平均售價 RMB/kg 人民幣元/公斤
5,044,062	1,233,400	4.09	4,858,036	1,135,080	4.28

財務概況

銷售收入

業務分析

下表載列所示於期內的合併收入明細：

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
5,044,062	4,858,036
1,589,360	774,090
6,633,422	5,632,126

期內，本集團錄得銷售收入人民幣6,633.4百萬元(2022年：人民幣5,632.1百萬元)，同比增長17.8%。其中原料奶銷售收入達人民幣5,044.1百萬元(2022年：人民幣4,858.0百萬元)，同比增長3.8%。新業務板塊錄得收入達人民幣1,589.4百萬元，較2022年同期增長105.3%，其中飼草料板塊實現收入人民幣1,105.6百萬元，較2022年同期增長42.8%。

原料奶業務

下表載列所示於期內原料奶的銷售收入、銷售量及平均售價詳情：



MANAGEMENT DISCUSSION AND ANALYSIS

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The total revenue from the sales of raw milk increased by 3.8% yoy to RMB5,044.1 million during the period (2022: RMB4,858.0 million). The increase was mainly due to the overall impact of the decrease in ASP of raw milk and the increase in sales volume of raw milk.

ASP of raw milk declined by 4.4% yoy to RMB4.09/kg during the period (2022: RMB4.28/kg). This was mainly due to the downward trend of selling prices in the domestic raw milk market.

Total sales volume of raw milk increased by 8.6% yoy to approximately 1.233 million tons during the period (2022: 1.135 million tons), mainly due to the rise in AMY per milkable cow and the increase in the number of milkable cows.

New Business

During the period, sales revenue of the new business segments amounted to RMB1,589.4 million, representing a yoy increase of 105.3%. Among the new business segments, sales revenue generated from the feeds and forage business amounted to RMB1,105.6 million (2022: RMB774.1 million), representing a yoy increase of 42.8%. The Group successfully acquired Aiyangniu in June 2022 and expanded its business to the operation of internet platform for livestock industry. During the period, revenue of the digital intelligence platform business achieved RMB483.7 million. The management expects that the new business segments will continue to contribute profits to the Group.

Cost of Sales

The Group's cost of sales consisted of cost of raw milk and new business sales. The following table sets forth the breakdown of the cost of sales of our products during the period:

Raw milk business	原料奶業務
New business	新業務
Total cost of sales	合計銷售成本

於期內，原料奶銷售總收入為人民幣5,044.1百萬元(2022年：人民幣4,858.0百萬元)，同比增長3.8%，主要是原料奶平均售價下降及原料奶銷量增加綜合影響所致。

期內，原料奶平均售價為人民幣4.09元/公斤(2022年：人民幣4.28元/公斤)，同比減少4.4%，主要由於國內原料奶市場價格下行所影響。

期內，原料奶總銷量約為123.3萬噸(2022年：113.5萬噸)，同比增加8.6%。主要是由於每頭奶牛的年化單產有所提升以及成乳牛規模的增長所致。

新業務

於期內，本集團新業務板塊錄得收入達人民幣1,589.4百萬元，較2022年同期增長105.3%，其中飼草料銷售業務錄得銷售收入人民幣1,105.6百萬元(2022年：人民幣774.1百萬元)，同比增長42.8%。本集團於2022年6月成功完成收購愛養牛，業務自此擴展至畜牧業互聯網平台運營。期內，數智平台業務實現收入人民幣483.7百萬元，管理層預期新業務板塊將持續為本集團帶來利潤貢獻。

銷售成本

本集團銷售成本包括原料奶成本和新業務銷售成本。下表載列本集團產品於所示期內的銷售成本明細：

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
3,617,480	3,294,136
1,495,190	683,167
5,112,670	3,977,303



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the period, the Group's cost of sales amounted to RMB5,112.7 million (2022: RMB3,977.3 million), representing a yoy increase of 28.5%, mainly due to the increase in sales scale of raw milk and new businesses.

Among which, the cost of sales of raw milk business amounted to RMB3,617.5 million (2022: RMB3,294.1 million), representing a yoy growth of 9.8%, mainly due to the increase in the sales of raw milk and the increase of feed prices.

During the period, the prices of key bulk raw materials remained at a high level. The Group implemented various measures to streamline the procurement process so as to reduce purchasing costs. The Company has lowered operating costs through improving the formula, adjusting the feed mix, enhancing the health of cows, raising AMY per milkable cow, broadening sources of income and reducing expenditure concurrently. During the period, the Group kept the average unit cost of raw milk before inter-segment offset at RMB2.95/kg (2022: RMB2.90/kg). The Group's cost-control ability maintains an industry-leading level, where the average feed cost of raw milk amounted to RMB2.39/kg (2022: RMB2.26/kg), representing a yoy increase of RMB0.13/kg, mainly due to the increase in feed prices.

During the period, the cost of sales of new businesses amounted to RMB1,495.2 million (2022: RMB683.2 million), representing a yoy increase of 118.9%, mainly due to the growth in sales scale of new businesses, which is in line with the growth in sales revenue of new businesses.

Gross Profit and Profitability

The following table sets forth the breakdown of gross profit and gross profit margin of our business during the period:

期內，本集團銷售成本人民幣5,112.7百萬元(2022年：人民幣3,977.3百萬元)，同比增長28.5%，主要由於原料奶業務和新業務的銷售規模增長所致。

其中，原料奶業務的銷售成本人民幣3,617.5百萬元(2022年：人民幣3,294.1百萬元)，同比增長9.8%，主要是由於原料奶銷量增長及飼料價格的上漲所致。

期內，主要大宗飼料價格高企，本集團多措並舉，簡化採購流程，降低採購成本；通過優化飼餵配方、調整飼料結構、持續提升牛隻健康和每頭奶牛的平均年化產量，同時開源節流降低運營成本。期內，本集團於內部分部間抵消前的原料奶的平均單位成本人民幣2.95元/公斤(2022年：人民幣2.90元/公斤)，成本控制能力保持行業領先水平，其中原料奶飼料成本平均為人民幣2.39元/公斤(2022年：人民幣2.26元/公斤)，同比增加人民幣0.13元/公斤，主要為飼料價格上漲所致。

期內，新業務的銷售成本人民幣1,495.2百萬元(2022年：人民幣683.2百萬元)，同比增長118.9%，主要是由於新業務銷售規模的增長，增幅與新業務的銷售收入增長相約。

毛利及盈利能力

下表載列本集團於所示期內的毛利及毛利率明細：

		Six months ended 30 June 截至6月30日止六個月			
		2023 (unaudited) 2023年 (未經審核)		2022 (unaudited) 2022年 (未經審核)	
		Gross profit		Gross profit	
		Gross profit	margin	Gross profit	margin
		毛利	毛利率	毛利	毛利率
		RMB'000		RMB'000	
		人民幣千元		人民幣千元	
Raw milk business	原料奶業務	1,426,582	28.3%	1,563,900	32.2%
New business	新業務	94,170	5.9%	90,923	11.7%
Total	合計	1,520,752	22.9%	1,654,823	29.4%



MANAGEMENT DISCUSSION AND ANALYSIS

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During the period, gross profit of the Group's raw milk business amounted to RMB1,426.6 million (2022: RMB1,563.9 million), representing a yoy decrease of 8.8%, which was mainly due to the decrease in the ASP of raw milk. Gross profit margin of the Group's raw milk business stood at 28.3% (2022: 32.2%), representing a yoy drop of 3.9 ppt. The gross profit of the Group's new business was RMB94.2 million (2022: RMB90.9 million).

Losses Arising from Changes in the Dairy Cow Fair Value Less Costs to Sell of Dairy Cows

As at 30 June 2023, the biological assets of the Group were valued at RMB11,207.4 million (as at 31 December 2022: RMB10,631.2 million) by an independent qualified professional valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited. Losses arising from changes in the dairy cow fair value less costs to sell of dairy cows were RMB534.2 million (2022: RMB337.6 million) for the period, representing a yoy increase of 58.2%, mainly due to the decrease in market price of beef, the decrease in selling price of raw milk and the increase in feed costs during the period.

Gains Arising from Initial Recognition at Fair Value Less Cost of Sales at the Point of Raw Milk Harvest

During the period, gains arising from initial recognition at fair value less cost of sales at the point of raw milk harvest decreased by 11.0% yoy to RMB1,315.9 million (2022: RMB1,479.2 million), mainly due to the decrease in the ASP of raw milk.

International Financial Reporting Standards (IFRS) requires that raw milk harvested should be initially measured at fair value less cost of sales, and the difference between the fair value less cost of sales and the actual costs incurred should be charged to profit or loss.

OTHER INCOME

During the period, other income amounted to RMB119.0 million (2022: RMB81.2 million), representing a yoy increase of 46.5%, mainly consisted of government subsidies, interest income and digital intelligence platform service income. Government subsidies mainly consisted of subsidies for agricultural projects and subsidies for the operations of the Group.

期內，本集團原料奶業務的毛利為人民幣1,426.6百萬元(2022年：人民幣1,563.9百萬元)，同比減少8.8%，主要由於原料奶平均售價下降所致。本集團原料奶業務的毛利率為28.3%(2022年：32.2%)，同比減少3.9個百分點。本集團新業務毛利為人民幣94.2百萬元(2022年：人民幣90.9百萬元)。

乳牛公平值變動減乳牛出售成本產生的虧損

於2023年6月30日，本集團的生物資產獲獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司評估為人民幣11,207.4百萬元(於2022年12月31日：人民幣10,631.2百萬元)。期內，乳牛公平值變動減乳牛出售成本產生的虧損為人民幣534.2百萬元(2022年：人民幣337.6百萬元)，同比增長58.2%，主要由期內牛肉市場價格下降、原料奶售價下降、飼料成本上漲等影響所致。

於原料奶收穫時按公平值減銷售成本初始確認產生的收益

期內，於原料奶收穫時按公平值減銷售成本初始確認產生的收益為人民幣1,315.9百萬元(2022年：人民幣1,479.2百萬元)，同比減少為11.0%，主要由於原料奶平均售價下降所致。

國際財務報告準則要求按公平值減銷售成本初始計量已收穫的原料奶，而公平值減銷售成本與所產生的實際成本之間的差異計入損益內。

其他收入

期內，其他收入人民幣119.0百萬元(2022年：人民幣81.2百萬元)，同比增長46.5%。其他收入主要包括政府補貼、利息收入以及數智平台服務收入，政府補助主要包括對農業項目的補貼及對本集團營運提供補助。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The following table sets forth the breakdown of other income of our business during the period: 下表載列本集團於所示期內的其他收入明細：

		2023 (unaudited) 2023年 (未經審核) RMB'000 人民幣千元	2022 (unaudited) 2022年 (未經審核) RMB'000 人民幣千元
Bank interest income	銀行利息收入	29,308	32,051
Government grants related to	就以下各項授出的政府補貼		
– Assets	– 資產	39,688	32,029
– Income	– 收入	15,123	14,514
Platform service	平台服務	28,801	–
Others	其他	6,084	2,644
Total	合計	119,004	81,238

OPERATING EXPENSES

經營開支

Six months ended 30 June

截至6月30日止六個月

		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
Selling and distribution costs	銷售及分銷開支	173,259	165,577
Administrative expenses	行政開支	379,117	318,438
Total operating expenses	經營開支總額	552,376	484,015

During the period, the overall operating expenses of the Group amounted to approximately RMB552.4 million (2022: RMB484.0 million). The analysis is set forth as follows:

期內，本集團的整體經營開支約為人民幣552.4百萬元(2022年：人民幣484.0百萬元)。分析如下：



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

• Selling and Distribution Costs

The analysis of the selling and distribution costs is set forth below:

Transportation costs and others	運輸費及其他
Taxes and surcharges	稅金及附加
Total selling and distribution costs	銷售及分銷開支總額

Selling and distribution costs mainly consisted of transportation costs for sales of raw milk, transportation costs and other expenses (mainly salaries and other daily expenses of the sales department) for sales of feeds, as well as taxes and surcharges related expenses. During the period, the Group recorded selling and distribution costs of RMB173.3 million (2022: RMB165.6 million), representing a yoy increase of 4.6%.

• Administrative Expenses

Administrative expenses mainly included remuneration of management staff (including equity-settled share award expenses) and depreciation charges of office building, staff quarters and facilities, and other daily administrative expenses. During the period, the administrative expenses of the Group were RMB379.1 million (2022: RMB318.4 million), representing an increase of RMB60.7 million, which was mainly due to the increase in management remuneration and other daily administrative expenses due to the expansion of the Group's business scale and the corresponding increase in the number of employees.

IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

Impairment loss recognised in respect of:

Trade receivables	應收貿易賬款
Other receivables	其他應收款項

就下列各項確認的減值虧損：

• 銷售及分銷開支

銷售及分銷開支分析如下：

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
165,624	157,784
7,635	7,793
173,259	165,577

銷售及分銷開支主要包括原奶銷售業務的運輸費用、飼料銷售業務的運輸費用及其他費用(主要為銷售部門的薪酬及其他日常開支費用等)，以及稅金及附加費用。期內，本集團錄得銷售及分銷開支為人民幣173.3百萬元(2022年：人民幣165.6百萬元)，同比增長4.6%。

• 行政開支

行政開支主要包括管理人員薪酬(含以股權結算的股份獎勵開支)及辦公樓、職工宿舍與設施折舊費用及其他日常行政開支費用等。期內，本集團錄得行政開支為人民幣379.1百萬元(2022年：人民幣318.4百萬元)，增加人民幣60.7百萬元，主要由於隨着本集團業務規模的擴大，相應員工人數增長等使得管理人員薪酬及其他日常行政費用增長所致。

預期信貸虧損模型下減值虧損，扣除撥回

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
2,441	956
42	25
2,483	981



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OTHER GAINS AND LOSSES, NET

During the period, the Group recorded a net loss arising from other gains and losses of RMB46.3 million (2022: net loss of RMB225.4 million). Other gains and losses mainly consisted of net foreign exchange gain or loss and fair value gain/loss on derivative financial instruments.

The breakdown of other gains and losses is as follow:

其他收益及虧損淨額

期內，本集團錄得其他收益及虧損所產生的淨虧損為人民幣46.3百萬元(2022年：淨虧損人民幣225.4百萬元)，其他收益及虧損主要包括外匯收益虧損淨額、衍生金融工具的公平值收益／虧損。

其他收益及虧損明細如下：

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
Other gains and losses, net:	其他收益及虧損淨額：		
Net foreign exchange losses	外匯虧損淨額	158,758	228,545
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	6,405	155
Gain on disposal of assets classified as held for sale	處置分類為持作出售的資產的收益	(4,470)	—
Gain on remeasurement of previously held interests	重新計量之前持有的權益的收益	(5,050)	—
Fair value loss (gain) on derivative financial instruments:	衍生金融工具的公平值虧損(收益)：		
Foreign currency forward contracts	外匯遠期合約	51,074	(1,416)
Foreign currency option contracts	外匯期權合約	(68,606)	(27,785)
Capped and floored cross currency swap	封頂封底交叉貨幣掉期	(91,192)	27,112
Fair value gain on structured deposits and wealth management products	結構性存款和理財產品的公平值收益	(64)	(2,377)
Others	其他	(574)	1,175
		46,281	225,409

FINANCE COSTS

During the period, finance costs amounted to RMB260.4 million (2022: RMB153.8 million), among which, the finance costs generated from interest-bearing borrowings amounted to RMB212.3 million (2022: RMB167.5 million), representing a yoy increase of 26.7%, mainly due to the increase of the interest-bearing borrowings scale.

財務開支

期內，本集團財務開支為人民幣260.4百萬元(2022年：人民幣153.8百萬元)，其中有息借款的財務開支為人民幣212.3百萬元(2022年：人民幣167.5百萬元)，同比增長26.7%，主要是由於有息借款規模增長所致。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROFIT FOR THE PERIOD ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

During the period, the profit attributable to owners of the Company amounted to RMB209.3 million (2022: RMB507.7 million), representing a yoy decrease of 58.8%.

During the period, basic earnings per share was approximately RMB2.66 cents (2022: RMB6.46 cents). Diluted earnings per share was approximately RMB2.65 cents (2022: RMB6.45 cents).

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The Group's total equity as at 30 June 2023 was RMB11,779.7 million (as at 31 December 2022: RMB11,643.3 million). As at 30 June 2023, the Group's net gearing ratio (calculated on the basis of the amount of total interest-bearing borrowings less cash and deposit assets as a percentage of the total equity) was 80.6% (as at 31 December 2022: 85.2%), representing a drop of 4.6 ppt as compared with that as at 31 December 2022.

As at 30 June 2023, the Group's available and unutilised credit facilities amounted to approximately RMB6,147.2 million (31 December 2022: RMB5,759.9 million). Having considered (i) forecast cash flow from operating activities of continuing operation; and (ii) existing financial resources and gearing level of the Group, the Directors believe that the Group's financial resources are sufficient to meet its debt repayment, day-to-day operations as well as contracted capital expenditures as at 30 June 2023.

Operating Activities

During the period, the Group's net cash inflow generated from operating activities amounted to RMB2,182.9 million (2022: net cash inflow of RMB1,282.2 million), which is increased by RMB900.7 million yoy. The Group has adjusted its working capital management strategy in a timely manner to reduce the occupation of working capital, resulting in an increase in the net cash inflow generated from operating activities.

Investing Activities

During the period, the Group's net cash outflow generated from investing activities amounted to RMB1,286.2 million (2022: net cash outflow of RMB1,841.5 million), which is decreased by RMB555.3 million yoy, mainly due to the decrease of payment of consideration in relation to the equity acquisition compared with the same period in 2022.

本公司擁有人應佔期內溢利

期內，本公司擁有人應佔溢利為人民幣209.3百萬元（2022年：人民幣507.7百萬元），同比減少58.8%。

期內，每股基本盈利約人民幣2.66分（2022年：人民幣6.46分）。每股攤薄盈利約人民幣2.65分（2022年：人民幣6.45分）。

流動資金、財務資源及槓桿比率

本集團於2023年6月30日的總權益為人民幣11,779.7百萬元（於2022年12月31日：人民幣11,643.3百萬元）。於2023年6月30日，本集團的淨槓桿比率（按有息借款總額減現金及存款類資產佔總權益百分比）為80.6%（於2022年12月31日：85.2%），對比2022年12月31日減少4.6個百分點。

於2023年6月30日，本集團的可動用而未動用信貸融資額度約人民幣6,147.2百萬元（2022年12月31日：人民幣5,759.9百萬元）。經考慮(i)持續經營業務的經營活動預測現金流量；及(ii)本集團的現有財務資源及槓桿水平，董事相信，本集團有充足財務資源清還債務，為其日常業務營運及於2023年6月30日的已訂約資本開支提供資金。

經營活動

期內，本集團的經營活動所產生的現金流量淨流入為人民幣2,182.9百萬元（2022年：淨流入人民幣1,282.2百萬元），同比增加人民幣900.7百萬元。本集團適時調整了營運資金管理策略，減少營運資金佔用，帶來經營活動所產生的現金流量淨流入的增加。

投資活動

期內，本集團的投資活動所產生的現金流量淨流出為人民幣1,286.2百萬元（2022：淨流出人民幣1,841.5百萬元），同比減少人民幣555.3百萬元，主要是由於支付收購股權對價款同比減少所致。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financing Activities

During the period, the Group's net cash outflow generated from financing activities amounted to RMB656.2 million (2022: net cash inflow of RMB1,059.1 million), mainly due to the increase of net repayment of interest-bearing borrowings.

Interest-bearing Borrowings

As at 30 June 2023, the total interest-bearing borrowings amounted to RMB12,346.4 million (as at 31 December 2022: RMB12,470.9 million), representing a slightly yoy decrease of 1.0%.

融資活動

期內，本集團的融資活動所產生的現金流量淨流出為人民幣656.2百萬元(2022：淨流入人民幣1,059.1百萬元)，主要是由於本集團淨償還有息借款增加所致。

有息借款

於2023年6月30日，有息借款總額為人民幣12,346.4百萬元(於2022年12月31日：12,470.9百萬元)，同比小幅降低約1.0%。

Borrowings

Bank borrowings
Other borrowings
Long term bonds
Short term debenture

借款

銀行借款
其他借款
長期債券
短期融資券

Carrying value repayable:

Within one year
Between one and two years
Between two and five years
Over five years

應償還賬面值：

一年以內
一至兩年內
兩至五年內
五年以上

		As at 於	
		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	
		31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)	
		8,182,742	8,583,585
		536,907	293,819
		3,626,774	3,493,016
		-	100,522
		12,346,423	12,470,942
		3,227,091	4,989,334
		2,097,616	1,852,203
		6,502,734	4,955,736
		518,982	673,669
		12,346,423	12,470,942

The following sets forth an analysis of the respective borrowings:

Bank Borrowings

The interest rate of the bank borrowings as at 30 June 2023 ranged from 1.65% to 4.20% (as at 31 December 2022: 1.65% to 8.16%) per annum.

各項借款分析如下：

銀行借款

於2023年6月30日，銀行借款的年利率介乎1.65%至4.20%(於2022年12月31日：1.65%至8.16%)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The table below sets forth our short-term and long-term bank borrowings as at the end of the period indicated:

下表列載於所示日期的短期及長期銀行借款：

		As at 於	
		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Carrying amount repayable:	應償還賬面值：		
Within one year	一年以內	2,907,457	4,831,164
Between one and two years	一至兩年內	2,003,688	1,772,370
Between two and five years	兩至五年內	2,903,145	1,453,997
Over five years	五年以上	368,452	526,054
		8,182,742	8,583,585

Bank borrowings are denominated in the following currencies:

銀行借款以下列貨幣計值：

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)		31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)	
US\$	美元	930,566	1,048,268		
RMB	人民幣	7,252,176	7,535,317		
		8,182,742	8,583,585		

The bank borrowings comprised:

銀行借款包括：

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)		31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)	
Fixed-rate borrowings	定息借款	6,932,456	7,050,995		
Variable-rate borrowings	浮息借款	1,250,286	1,532,590		
		8,182,742	8,583,585		



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

• Other Borrowings

The interest rate of other borrowings as at 30 June 2023 ranged from 3.35% to 7.65% (as at 31 December 2022: 3.59% to 12.00%) per annum.

The table below sets forth the short-term and long-term other borrowings as at the end of the period indicated:

Carrying amounts repayable:	應償還賬面值：
Within one year	一年以內
Between one to two years	一年至兩年內
Between two to five years	兩年至五年內
Over five years	五年以上

• 其他借款

於2023年6月30日，其他借款的年利率變幅為3.35%至7.65%(於2022年12月31日：3.59%至12.00%)。

下表列載於所示日期的短期及長期其他借款：

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
284,019	22,704
93,928	79,833
8,430	43,667
150,530	147,615
536,907	293,819

• Long Term Bonds

Carrying amounts repayable:	應償還賬面值：
Within one year	一年以內
Between two to five years	兩年至五年內

• 長期債券

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
35,615	34,944
3,591,159	3,458,072
3,626,774	3,493,016

GROUP STRUCTURE

Save as disclosed in this report, there was no material change in the structure of the Group during the period.

本集團架構

除本報告披露外，期內，本集團架構並無發生任何重大變動。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL STRUCTURE

As at 30 June 2023, the number of issued ordinary shares of the Company was 7,915,662,048 shares.

CONTINGENT LIABILITIES AND PLEDGE OF ASSETS

As at 30 June 2023, no buildings or equipment of the Company (as at 31 December 2022: nil) were pledged as security for the Group's borrowings.

As at 30 June 2023, biological assets with carrying value of RMB703.2 million (as at 31 December 2022: RMB831.8 million), no time deposits (as at 31 December 2022: RMB131.4 million), trade receivables of RMB12.5 million (as at 31 December 2022: RMB19.7 million) and properties of RMB128.4 million (as at 31 December 2022: RMB127.0 million) were pledged to secure the Group's borrowings.

Saved as disclosed above, the Group did not have any significant contingent liabilities as at 30 June 2023.

CAPITAL COMMITMENTS

As at 30 June 2023, the Group had capital commitments of RMB72.1 million relating to acquisition of property, plant and equipment (as at 31 December 2022: RMB261.8 million).

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any significant acquisitions and disposal during the period.

SIGNIFICANT INVESTMENTS

Saved as disclosed elsewhere in this report, the Group had no significant investments during the period.

PLANS FOR MATERIAL INVESTMENTS OR CAPITAL

Saved as disclosed elsewhere in this report, the Group does not have any concrete plans for material investments and capital assets.

資本架構

於2023年6月30日，本公司已發行普通股為7,915,662,048股股份。

或然負債及資產抵押

於2023年6月30日，本公司無樓宇及設備(於2022年12月31日：無)被抵押作本集團借款的擔保。

於2023年6月30日，生物資產的賬面值人民幣703.2百萬元(於2022年12月31日：人民幣831.8百萬元)，無定期存款(於2022年12月31日：人民幣131.4百萬元)、應收賬款人民幣12.5百萬元(於2022年12月31日：人民幣19.7百萬元)以及不動產人民幣128.4百萬元(於2022年12月31日：人民幣127.0百萬元)已抵押作本集團借款的擔保。

除上文所披露者外，於2023年6月30日，本集團並無任何重大或然負債。

資本承諾

於2023年6月30日，本集團有關購置物業、廠房及設備的資本承諾為人民幣72.1百萬元(於2022年12月31日：人民幣261.8百萬元)。

重大收購及出售

本集團期內並無任何重大收購及出售。

重大投資

除本報告其他部分所披露外，期內，本集團並無重大投資。

重大投資或資本計劃

除本報告其他部分所披露者外，本集團並無任何重大投資及資本資產的具體計劃。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Saved as otherwise disclosed in this report, our Directors have confirmed that, as of 30 June 2023, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed elsewhere in this report, no other material events occurred after the end of the reporting period and up to the date of this report.

FINANCIAL MANAGEMENT POLICIES

The Group mainly operates its business in mainland China, and the foreign exchange risks related to its operations are not significant. Even so, the Group still strictly monitors and controls potential financial risks. The Group’s major financial instruments include equity instruments at FVTOCI, trade and other receivables, pledged bank deposits, bank balances and cash, trade and other payables, bank borrowings, other borrowings, long term bonds, short term debenture and derivative financial instruments. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk.

The Group was primarily subject to foreign currency risk from the movement of the exchange rates between RMB against USD. We manage the foreign exchange risk by performing regular reviews of the Group’s net foreign exchange exposures and may enter into foreign currency option contracts or capped and floored cross currency swap, when necessary, to manage its foreign exchange exposure.

We manage the interest rate risk (if any) by performing regular reviews of the Group’s net interest rate exposures and may enter into interest rate swap contracts, when necessary, to manage its interest rate exposure.

For credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer’s credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year, and monitoring procedures are in place to ensure that follow-up action if necessary is taken to recover overdue debts.

基於上市規則的持續披露責任

除本報告另有披露外，董事確認截至2023年6月30日，本公司未有基於香港聯合交易所有限公司證券上市規則（「上市規則」）第13.13至第13.19條需要披露的事項。

匯報期後事項

除本報告其他部分所披露外，於匯報期間末及截至本報告日期，概無發生其他重大事項。

財務管理政策

本集團主要於中國內地經營業務，與營運有關的外匯風險並不重大，雖然如此，本集團然嚴密把控潛在的財務風險。本集團的主要金融工具包括按公允價值計量且其變動計入的權益工具、貿易及其他應收款項、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、銀行借款、其他借款、長期債券、短期債券及衍生金融工具、風險與這些金融工具相關的包括市場風險（貨幣風險和利率風險）、信用風險和流動性風險。

本集團主要可能需面對承受人民幣兌美元匯率變動的外匯風險。我們通過定期審查集團的淨外匯風險，並可能在必要時簽訂外幣期權合約或上下限交叉貨幣掉期來管理其外匯風險。

我們通過定期審查集團的利率風險淨敞口，並可能在必要時訂立利率掉期合約以管理其利率風險（如有）。

就信貸風險而言，本集團管理層已委派一個團隊負責釐定信貸限額及信貸審批。在接納任何新客戶前，本集團使用內部信用評分系統評估潛在客戶的信用質量，並按客戶界定信用額度。每年審查兩次客戶的交易額度和評分，本監控程式已行之有效，在必要時將採取跟進行動以收回逾期債務如適用。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The management believes the risks associated with the financial instruments were properly managed and did not pose material impact to the Group's operation.

HUMAN RESOURCES AND REMUNERATION OF EMPLOYEES

The Group had 8,817 employees in mainland China and Hong Kong as at 30 June 2023 (as at 30 June 2022: 7,876 employees). Total staff costs (excluding equity-settled share award expenses) for the period were approximately RMB601.4 million (2022: RMB508.4 million), representing a yoy increase of 18.3%.

Employees in Hong Kong are provided with retirement benefits, under the Mandatory Provident Fund scheme, as well as life insurance and medical insurance. Employees in mainland China are provided with pension insurance, medical insurance, employment injury insurance, unemployment insurance, maternity insurance and housing fund contributions in compliance with the requirements of the laws of China.

In 2023, the Group continues to implement organisational changes in the frontline farms, upgrade organisational configuration and enhance organisational capabilities, introduce senior management and technical talents, improve and upgrade the performance management system and incentive plan, upgrade the employee happiness and caring plan, carry out the construction of the "four-teams" of leading managerial talents, elite professionals, up-and-coming young talents and high-end talents, implement the "Sprint Programme (奔騰計劃)" and the "Fountain Programme (源泉計劃)" (i.e. the cultivation plan for in-service managers and outstanding reserved managers), build up the Group's internal trainers system, upgrade the qualification evaluation system for professional and technical personnel, and comprehensively implement the talent development and learning and development system. On the basis of providing employees with competitive remuneration and benefits, we continue to optimise employees' vocational competence, build a sustainable career development platform, and realise enterprise growth driven by talent growth by broadening the boundaries of employees' growth.

管理層認為與金融工具相關的風險已得到妥善管理，對本集團的經營沒有構成重大影響。

人力資源及僱員薪酬

於2023年6月30日，本集團於中國內地及香港擁有8,817名僱員(於2022年6月30日：7,876名僱員)。於本匯報期間，總員工成本(不含以股權結算的股份獎勵開支)約為人民幣601.4百萬元(2022年：人民幣508.4百萬元)，同比增加18.3%。

本集團透過強制性公積金計劃為在香港的僱員提供退休福利，並提供人壽保險及醫療保險；根據中國法律為中國內地員工提供養老保險、醫療保險、工傷保險、失業保險、生育保險及住房公積金。

本集團於2023年持續實施牧場一線組織變革，升級組織配置，提升組織能力；引進高級管理及技術人才，完善升級績效管理體系與激勵計劃，升級員工幸福關愛計劃，開展領軍型管理人才、精英型專業人才、新銳型青年人才、稀缺型高端人才四支隊伍建設，實施「奔騰計劃」和「源泉計劃」即在崗管理者和優秀後備管理者培養計劃，建設集團內訓師體系，升級專業技術人員任職資格評價體系，全面落实人才發展及學習發展體系，在為員工提供有競爭力的薪酬與福利的基礎上，持續優化員工職業能力，建設可持續的職業發展平台，通過拓寬員工成長邊界，實現以人才成長驅動企業成長。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SOCIAL RESPONSIBILITY

The Group has been proactively fulfilling its social responsibility and, guided by the principle that safety and quality come first, proactively develops and implements modern scientific breeding and feeding know-how. The Group puts great effort to strike a balance between business growth and social responsibility, so as to convey the Group's care and blessing to all stakeholders. The Group is committed to improving the quality of its products by providing consumers with a commitment to provide healthy, safe, nutritious and high-quality dairy products. Meanwhile, it upholds the production principle of achieving energy conservation and environmental protection.

The Group actively promotes the economic development of communities where our farms are located and increases the income of local residents. The Group actively implements the precise poverty alleviation policy, responds to the call of poverty alleviation, and is devoted to poverty alleviation within the industry and society. Firstly, the contract of silage planting was signed with local farmers in farm areas to reduce the impact of natural disasters on crop harvest. At the same time, to solve the local employment problem, the Group's farms provide multiple jobs throughout the country, effectively alleviating the pressure of surplus rural labor force and increasing the income of local farmers. The Group also undertakes social responsibility and promotes local economic development through measures such as making direct donation of materials and moneys and paying visits to nursing homes.

The Group's social responsibility efforts have widely spread from dairy cow breeding, accountable quality, green development to employee development and social care. The Group has always adhered to the "people-oriented" concept, and taken the responsibility of promoting sustainable development of the dairy industry, giving back to the nature and serving the society.

PROSPECTS

With the corporate vision of "establishing a whole dairy value chain, innovating with digital intelligence, and becoming a global dairy farming leader", the Group focused on "three-JIAN (diligence, simplification, synergism) (in Chinese pinyin: Qín Jiǎn, Jiǎn Huà, Jiǎn Shǎo)", reduced four types of expenditures, and implemented eight major initiatives. All departments are cohesive and eager to actively respond to internal and external challenges. During the period, the core business continued to improve, the five new businesses segments achieved rapid progress against the headwind, and the development trend of "well-controlled operating costs, high achievement rates and high economic output" was maintained.

社會責任

本集團積極履行社會責任，秉持安全質量為先的原則，積極開發及實施現代化的科學養殖及餵飼技術。努力在發展業務與社會責任之間取得平衡，讓廣大持份者感受到本集團傳遞的關愛和幸福。本集團踐行為消費者提供健康安全、營養豐富、品質優異乳品的承諾，致力提升產品質量，同時秉承實現節能環保的生產原則。

本集團積極帶動牧場所在週邊經濟發展，增加當地居民收入。本集團積極落實精準扶貧政策，響應扶貧號召，做好行業扶貧，社會扶貧。首先，主動與牧場所在地農戶簽訂青貯種植合同，減少自然災害對百姓農作物收穫的影響。同時解決當地人員就業問題，本集團的牧場在全國各地提供多個崗位，有效緩解農村剩餘勞動力壓力，增加當地農民收入。本集團也以直接捐贈物資、捐贈金錢、探訪養老院等多種方式，承擔社會責任，促進當地經濟發展。

本集團的社會責任之路，從乳牛培育、責任品質、綠色發展再到員工成長及至社會關懷，本集團一貫秉承「以人為本」的理念，擔當起推動奶業可持續發展、回饋自然、服務社會的責任。

展望

本集團在「佈局產業鏈，數智創新，做全球牧業引領者」的企業願景下，圍繞「抓三JIAN(勤儉，簡化，減少)、降四費、落八大」的三大策略，各部門上下同心，踔厲奮發，積極應對內外部挑戰。期內，核心業務持續向好，五大新業務逆勢發展迅速，呈現「運營成本控制得宜，指標達成率高，經濟效益高」的良好發展態勢。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

In the second half of the year, Modern Dairy will adhere to the upstream full dairy value chain layout, highly emphasizing the combination of ecology and technology, continuously upgrading various nodes in the cycle from “a blade of grass to a glass of milk”. Meanwhile, we will fully leverage the complementary synergies of breeding, feed, forage, digital intelligence platforms, and raw milk business to enhance the Group’s comprehensive business capabilities, corporate management level, operational performance, and risk resilience.

In the future, Modern Dairy will make every effort to build a “striving-system towards being the first”. While ensuring safety and maintaining integrity, we will unify mindsets, benchmark against the best, explore growth opportunities, and inspire talented individuals. We are committed to our principles of strategies, cost-leading, full dairy value chain layout, and prioritizing talents, while driving high-quality development through innovation. It will provide a strong guarantee for the continuous expansion and upgrading of the domestic Chinese dairy consumption market and lead the industry in achieving a substantial development.

We expect that the herd size of dairy cows of the Group could reach more than 500,000 heads by 2025, with an annual milk yield of 3.6 million tons. Modern Dairy will continue to actively undertake the responsibility of revitalizing the national dairy industry through leading the industry towards a sustainable development model of digital intelligence innovations and low-carbon environmental protection, and will also keep improving the ecology of the whole dairy value chain to build itself into one of the world’s leading and socially responsible dairy farming groups.

下半年，現代牧業將堅持上游全產業鏈佈局，高度重視「生態與科技」的結合，持續升級「從一棵草到一杯奶」循環的各個節點。同時，我們會充分發揮育種、飼料、草業、數智平台與核心原料奶業務的互補協同效益，提升本集團的綜合業務能力、企業管理水平、經營業績以及抗風險能力。

未來，現代牧業將全力打造「邁向第一的奮鬥系統」，在保安全和守廉潔的底線思維下，統思想、強對標、挖增長、激牛人，堅守戰略規劃不變，成本領先不變、全產業鏈佈局不變、人才至上不變的理念，以創新驅動高質量發展，為國內乳製品消費市場持續擴大和升級提供有力保障，領跑行業，實現長足發展。

我們預期至2025年本集團奶牛存欄可達至50萬頭以上，爭取年產鮮奶達360萬噸的目標。現代牧業將繼續積極承擔國家奶業振興之責，引領行業邁向數智創新、勵行低碳環保的可持續發展模式，並繼續完善全產業鏈生態，打造全球領先及具社會責任的牧業集團之一。



REPORT OF THE DIRECTORS

董事會報告

The board of directors (the “**Directors**” or the “**Board**”) of China Modern Dairy Holdings Ltd. (the “**Company**”) would like to present their interim report together with the unaudited condensed consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for six months ended 30 June 2023 (the “**Interim Financial Information**”).

INTERIM DIVIDEND

The Board did not declare the payment of any interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

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

As at 30 June 2023, the interests and short positions of the Directors and the chief executives of the Company and their respective associates in the ordinary share of HK\$0.1 each in the share capital of the Company (“**Shares**”), underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) were as follows:

中國現代牧業控股有限公司(「本公司」)董事會(「董事」或「董事會」)謹此提呈其中期報告，連同本公司及其附屬公司(「本集團」)截至2023年6月30日止六個月的未經審核簡明綜合財務報表(「中期財務資料」)。

中期股息

董事會不就截至2023年6月30日止六個月宣派任何中期股息(截至2022年6月30日止六個月：無)。

董事及主要行政人員於股份、相關股份及債券的權益及淡倉

於2023年6月30日，董事及本公司主要行政人員及彼等各自的聯繫人於本公司股本中每股面值0.1港元的普通股股份(「股份」)、本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部的相關股份及債券中，擁有根據證券及期貨條例第352條須登記於本公司存置的登記冊的權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉如下：

Name of Director 董事姓名	Nature of interest 權益性質	Number of Shares and underlying shares 股份及相關股份數目	Approximate percentage of shareholding interest ⁽¹⁾ 股權概約百分比 ⁽¹⁾
Mr. SUN Yugang 孫玉剛先生	Beneficial owner 實益持有人	12,038,287	0.15%
Mr. ZHU Xiaohui 朱曉輝先生	Beneficial owner 實益持有人	6,808,593	0.09%

Note:

(1) Based on 7,915,662,048 Shares in issue as at 30 June 2023.

附註：

(1) 基於2023年6月30日已發行的7,915,662,048股股份。



INTEREST IN ASSOCIATED CORPORATION

於相聯法團的權益

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Number of shares and underlying shares in associated corporation 於相聯法團的股份及相關股份數目	Approximate percentage of shareholdings interest ⁽²⁾ 股權概約百分比 ⁽²⁾
Mr. Zhang Ping 張平先生	China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	3,731,702	0.09%
Mr. Zhao Jiejun 趙傑軍先生	China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	3,632,401	0.09%
Mr. Chen Yiyi 陳易一先生	China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	2,197,904	0.06%

Notes:

- Mr. Zhang Ping, Mr. Zhao Jiejun and Mr. Chen Yiyi are non-executive Directors of the Company. Mr. Zhang Ping is the executive director and chief financial officer of Mengniu Group. Mr. Zhao Jiejun is the vice president and the head of milk sourcing and animal husbandry industry chain business unit of Mengniu Group. Mr. Chen Yiyi, is a vice president and head of strategy management of Mengniu Group, and is responsible for the strategic and investment management of Mengniu Group. As at the date of this report, Mengniu holds 56.36% of the issued share capital of the Company.
- Based on 3,944,778,068 shares of Mengniu in issue as at 30 June 2023.

附註：

- 張平先生、趙傑軍先生及陳易一先生均為本公司的非執行董事。張平先生為蒙牛集團的執行董事兼首席財務官。趙傑軍先生為蒙牛集團副總裁，及奶源及牧業產業鏈負責人。陳易一先生為蒙牛集團副總裁，集團戰略管理負責人，負責戰略和投資管理。於本報告日期，蒙牛持有本公司已發行股本56.36%。
- 基於2023年6月30日蒙牛已發行的3,944,778,068股股份。

Saved as disclosed above, as at 30 June 2023, none of the Directors and the chief executives of the Company and their respective associates had any interests and short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2023年6月30日，董事及本公司主要行政人員及彼等各自的聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須登記於本公司存置的登記冊的任何權益及淡倉，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。



REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2023, the interests or short positions of substantial shareholders, other than the Directors or the chief executives of the Company and their respective associates, in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be maintained under Section 336 of the SFO were as follows:

主要股東權益

於2023年6月30日，主要股東(董事或本公司主要行政人員及彼等各自的聯繫人除外)於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第336條須登記於登記冊的權益或淡倉如下：

Name of substantial shareholders 主要股東名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Percentage of the Company's issued share capital ⁽³⁾ 佔本公司已發行股本百分比 ⁽³⁾
China Mengniu Dairy Company Limited 中國蒙牛乳業有限公司	Beneficial interest 實益權益	1,246,079,369 (L) ⁽¹⁾	15.74%
	Interest in controlled corporation (through Future Discovery Limited) 受控制法團權益(透過Future Discovery Limited)	3,214,962,513 (L) ⁽²⁾	40.62%
Central Huijin Investment Ltd. 中央匯金投資有限責任公司	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益(透過中銀國際金融產品有限公司)	585,664,335 (L) 568,181,818 (S)	7.40% 7.18%
	Interest in controlled corporation (through Nam Tung (Macao) Investment Limited) 受控制法團權益(透過澳門南通信託投資有限公司)	1,500,000 (L)	0.02%
	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益(透過中銀國際金融產品有限公司)	585,664,335 (L) 568,181,818 (S)	7.40% 7.18%
Bank of China Limited 中國銀行股份有限公司	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益(透過中銀國際金融產品有限公司)	585,664,335 (L) 568,181,818 (S)	7.40% 7.18%
	Interest in controlled corporation (through Nam Tung (Macao) Investment Limited) 受控制法團權益(透過澳門南通信託投資有限公司)	1,500,000 (L)	0.02%
BOC International Holdings Limited 中銀國際控股有限公司	Interest in controlled corporation (through BOCI Financial Products Limited) 受控制法團權益(透過中銀國際金融產品有限公司)	585,664,335 (L) 568,181,818 (S)	7.40% 7.18%
	Beneficial interest 實益權益	585,664,335 (L) 568,181,818 (S)	7.40% 7.18%
BOCI Financial Products Limited 中銀國際金融產品有限公司	Beneficial interest 實益權益	585,664,335 (L) 568,181,818 (S)	7.40% 7.18%
New Hope Dairy Co., Ltd. 新希望乳業股份有限公司	Interest in controlled corporation (through GGG Holdings Limited) 受控制法團權益(透過GGG Holdings Limited)	635,345,763 (L)	8.03%



REPORT OF THE DIRECTORS

董事會報告

Name of substantial shareholders 主要股東名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Percentage of the Company's issued share capital ⁽³⁾ 佔本公司已發行股本百分比 ⁽³⁾
New Century Ltd.	Interest in controlled corporation (through GGG Holdings Limited) 受控制法團權益(透過GGG Holdings Limited)	635,345,763 (L)	8.03%
Liu Chang	Interest in controlled corporation (through GGG Holdings Limited) 受控制法團權益(透過GGG Holdings Limited)	635,345,763 (L)	8.03%
GGG Holdings Limited	Beneficial interest 實益權益	635,345,763 (L)	8.03%

Notes:

- (1) Among which up to 568,181,818 shares of the Company have been lent to BOCI Financial Products Limited pursuant to a securities lending agreement dated 8 June 2023 entered into between Mengniu as lender and BOCI Financial Products Limited as borrower. As at 30 June 2023, the number of Shares that had been lent to BOCI Financial Products was 568,181,818.
- (2) Future Discovery Limited is a subsidiary of Mengniu.
- (3) Based on 7,915,662,048 Shares in issue as at 30 June 2023.
- (4) (S) Indicates a short position.
- (5) (L) Indicates a long position.

Save as disclosed above, the Company had not been notified of any other interests or short positions in the shares or underlying shares representing 5% or more of the issued share capital of the Company or as recorded in the register required to be maintained under Section 336 of the SFO as at 30 June 2023.

SHARE AWARD SCHEMES

The Company operates a restricted share award scheme which was adopted by the Company on 9 September 2016 (the “**Share Award Scheme I**”). As the total contributed amount of the Share Award Scheme I has reached its limit in 2017, the Company on 26 March 2018 adopted a new share award scheme (the “**Share Award Scheme II**”) which shall remain effective for ten years. The goal of the share award schemes is to motivate the employees to maximize the value of and share the results with the Company in order to achieve sustainable development of the Group. The Share Award Scheme II is funded by existing shares of the Company only.

附註：

- (1) 其中最多568,181,818股本公司股份已根據由蒙牛(作為貸款人)與中銀國際金融產品有限公司(作為借入人)所訂立日期為2023年6月8日的借股協議借予中銀國際金融產品有限公司。於2023年6月30日，借予中銀國際金融產品之股份數目為568,181,818股。
- (2) Future Discovery Limited為蒙牛的附屬公司。
- (3) 基於2023年6月30日已發行的7,915,662,048股股份。
- (4) (S)指淡倉。
- (5) (L)指好倉。

除上文所披露者外，於2023年6月30日，本公司並不知悉於佔本公司已發行股本5%或以上的股份或相關股份中擁有或根據證券及期貨條例第336條須登記於存置的登記冊內的任何其他權益或淡倉。

股份獎勵計劃

本公司運作其於2016年9月9日採納的限制性股份獎勵計劃(「**股份獎勵計劃I**」)，由於股份獎勵計劃I的供款總額已於2017年達到上限，因此本公司於2018年3月26日採納另一新股份獎勵計劃(「**股份獎勵計劃II**」)，股份獎勵計劃II將維持十年有效。股份獎勵計劃旨在激勵僱員為本公司創造最大價值及與本公司僱員分享成果，以令本集團實現可持續發展。股份獎勵計劃II僅由本公司的現有股份撥付。



REPORT OF THE DIRECTORS

董事會報告

MOVEMENT OF THE SHARE AWARD DURING THE REPORTING PERIOD

匯報期間內股份獎勵的變動

Details of the awarded Shares and their movements during period are set out below :

期內獎勵股份詳情及變動如下：

As at 30 June 2023

截止2023年6月30日止

Type of Grantees	Name of Grantee or Type	Date of Grant	No. of Share Award			Cancelled/ Lapsed 已註銷/ 尚未歸屬 失效	No. of Share Award			Share Award Vesting Date	Average Purchase Price of Share Awards (vested)	Weighted Average Closing Price Immediately Before the Vesting Date	
			Outstanding as of 1.1.2023	During the period	Granted		Vested	Outstanding as of 30.6.2023	Unvested as of 30.6.2023				Share Award Vesting Date
Directors	Sun Yugang	12/4/2022	4,994,000	—	(2,497,000)	—	2,497,000	N/A不適用	12/4/2023	12/4/2024	1.34	1.24	1.34
董事	孫玉剛	28/4/2023	—	5,610,000	—	—	5,610,000	N/A不適用	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用
	Zhu Xiaohui	12/4/2022	2,997,000	—	(1,498,500)	—	1,498,500	N/A不適用	12/4/2023	12/4/2024	1.34	1.24	1.34
	朱曉輝	28/4/2023	—	3,273,000	—	—	3,273,000	N/A不適用	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用
Other Grantees	Five highest paid individuals in aggregate (excluding Directors)	12/4/2022	12,087,000	—	(6,043,500)	—	6,043,500	N/A不適用	12/4/2023	12/4/2024	1.34	1.24	1.34
其他獲授予人	五名最高薪酬人士合計 (不包括董事)	28/4/2023	—	13,323,000	—	—	13,323,000	N/A不適用	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用
	Other employees	12/4/2022	32,149,000	—	(15,550,000)	(924,000)	15,675,000	N/A不適用	12/4/2023	12/4/2024	1.34	1.24	1.34
	其他僱員	25/12/2022	4,415,000	—	(2,163,500)	(88,000)	2,163,500	N/A不適用	12/4/2023	12/4/2024	N/A不適用	0.94	N/A不適用
		28/4/2023	—	47,676,000	—	—	47,676,000	N/A不適用	28/4/2024	28/4/2025	N/A不適用	1.00	N/A不適用
			56,642,000	69,882,000	(27,752,500)	(1,012,000)	97,759,500						

During the period, the Board granted a total of 69,882,000 Award Shares under the Share Award Scheme II to 148 middle and senior management personnel of the Group, and of which 5,610,000 and 3,273,000 were granted to Mr. Sun Yugang and Mr. Zhu Xiaohui, respectively, both are executive director of the Company. The fair value of an Award Share as at 28 April 2023, being the date of grant, was HK\$0.95 per share. The fair values of Award Shares were determined based on the market price of the Company's shares at the grant date.

期內，董事會根據股份獎勵計劃II向本集團148名中高層管理人員授予合共69,882,000股獎勵股份，其中向執行董事孫玉剛先生及執行董事朱曉輝先生分別授予5,610,000及3,273,000股獎勵股份。於2023年4月28日(即授予日期)，獎勵股份的每股公平值為0.95港元。獎勵股份的公平值此乃根據本公司股份在授予日的市場價格釐定。

For details of the Share Award Scheme II, please refer to the Company's announcement dated 27 March 2018. Further details of the share award schemes are also set out in note 23 to the consolidated financial statements.

有關股份獎勵計劃II之詳情，請參閱本公司日期為2018年3月27日的公告。股份獎勵計劃之進一步詳情載於綜合財務報表附註23。



CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report (“CG Code”) as set out in Appendix 14 to the Listing Rules. The Company has, throughout the period, complied with the code provisions set out in the CG Code.

Code provision C.1.6 of the CG Code provides, among other things, that generally, non-executive Directors should attend general meetings and develop a balanced understanding of the views of the shareholders of the Company. Mr. Chow Ming Sang, a non-executive Director, was unable to attend the annual general meeting of the Company held on 6 June 2023 due to other business arrangements. The views of the Shareholders had been reported to Mr. Chow after the annual general meeting.

The Board has reviewed the Company’s corporate governance practices and is satisfied that the Company has been in compliance with the CG Code.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed under the sections headed “Share Award Schemes” and “Interest in Associated Corporation” above, during the period, the Company or any of its subsidiaries was not a party to any arrangements whose objects are, or one of whose objects is, to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Save for those disclosed above, during the period, none of the Directors (including their spouses and children under the age of 18) held any interests in or was granted any right to subscribe for the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights.

BOARD OF DIRECTORS

As at the date of this interim report, the Board comprised nine Directors, including two executive Directors, namely Mr. Sun Yugang and Mr. Zhu Xiaohui, four non-executive Directors, namely Mr. Zhao Jiejun, Mr. Zhang Ping, Mr. Chen Yiyi and Ms. Gan Lu and three independent non-executive Directors, namely, Mr. Li Shengli, Mr. Lee Kong Wai, Conway, and Mr. Chow Ming Sang.

企業管治

本公司已採納載於上市規則附錄14所載的企業管治守則及企業管治報告(「企業管治守則」)的守則條文。期內，本公司一直遵守載於企業管治守則的守則條文。

企業管治守則的守則條文第C.1.6條規定(其中包括)，非執行董事於一般情況下應出席股東大會，對本公司股東的意見有公正的瞭解。非執行董事周明笙先生由於其他公務而無法出席本公司於2023年6月6日舉行的股東週年大會。股東的意見已於股東週年大會後向周先生匯報。

董事會已檢討本公司之企業管治常規並確信本公司已遵守企業管治守則。

董事收購股份或債券的權利

除上文「股份獎勵計劃」及「於相聯法團的權益」各節所披露者外，於期內，本公司或其任何附屬公司並無參與任何其目的或目的之一旨在使董事可透過購入本公司或任何其他法人團體的股份或債券而獲利的安排。

除上述所披露者外，期內，概無任何董事(包括其配偶及未滿18歲的子女)於本公司或其相聯法團(定義見證券及期貨條例第XV部)的證券中擁有任何權益或獲授任何可認購該等證券的權利，或曾行使任何有關權利。

董事會

於本中期報告日期，董事會由九名董事組成：兩名執行董事(孫玉剛先生及朱曉輝先生)、四名非執行董事(趙傑軍先生、張平先生、陳易一先生及甘璐女士)以及三名獨立非執行董事(李勝利先生、李港衛先生及周明笙先生)組成。



REPORT OF THE DIRECTORS

董事會報告

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding securities transactions by the Directors. Following specific enquiries by the Company, all the Directors confirmed that they have complied with the required standards set out in the Model Code throughout the period.

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities for the six months ended 30 June 2023. The trustee of the share award scheme of the Company also did not purchase any ordinary shares of the Company from the open market as restricted shares for the scheme during the period.

UPDATE ON INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

There were no changes in the information of Directors since the date of the 2022 annual report of the Company, which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

REVIEW OF INTERIM RESULTS

The condensed consolidated interim financial statements for the six months ended 30 June 2023 of the Group have been reviewed by the Group's auditor, Deloitte Touche Tohmatsu, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants, and the Audit Committee.

董事進行的證券交易

本公司已採納上市規則附錄10所載的標準守則作為董事進行證券交易的行為守則。於本公司作出特定查詢後，全體董事確認，於期內，彼等一直遵守標準守則所載的規定標準。

購買、出售或贖回本公司之上市證券

截至2023年6月30日止六個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。本公司股份獎勵計劃受托人期內亦沒有從公開市場購買本公司普通股作為計劃的受限制股份之用。

根據上市規則第13.51B(1)條作出的董事資料更新

自本公司2022年年報日期後，董事的資料概無任何變更，所以根據上市規則第13.51B(1)條並無須予披露事項。

審閱中期業績

本集團截至2023年6月30日止六個月之簡明綜合中期財務報表已經本集團核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」與審核委員會的審閱。



AUDIT COMMITTEE

The Audit Committee currently comprises two independent non-executive Directors, namely Mr. Lee Kong Wai, Conway, Mr. Chow Ming Sang and one non-executive Director Mr. Zhang Ping. The Audit Committee has reviewed, with the Company's management and the external auditors the accounting principles and practices adopted by the Company and discussed auditing, risk management, internal control and system and financial reporting matters, including the review of the Group's unaudited interim financial statements for the six months ended 30 June 2023 and the interim report.

INVESTOR RELATIONS

The Company adopts a proactive policy in promoting investor relations and communications. Regular meetings are held with institutional investors and financial analysts to ensure two-way communications on the Company's performance and development. Investors are welcomed to send their enquiries to our investor relation at info@moderndairyir.com or browse the Company's website (<http://www.moderndairyir.com>) for latest update information of the Group.

審核委員會

審核委員會現時由兩位獨立非執行董事，分別為李港衛先生和周明笙先生以及一名非執行董事張平先生組成。審核委員會與本公司管理層以及外部核數師審閱本公司採納的會計原則與慣例，並討論審核、風險管理、內部監控及系統以及財務報告事宜，其中包括審閱本集團截至2023年6月30日止六個月的未經審核中期財務報表及中期報告。

投資者關係

本公司採取積極政策促進投資者關係與溝通。本公司定期與機構投資者及金融分析師舉行會議，以確保就本公司表現及發展維持雙向溝通。本公司歡迎投資者致函info@moderndairyir.com詢問我們的投資者關係或瀏覽本公司網站(<http://www.moderndairyir.com>)瞭解本集團的最新資料。

On behalf of the Board
China Modern Dairy Holdings Ltd.
Mr. SUN Yugang
Chief Executive Officer

代表董事會
中國現代牧業控股有限公司
總裁
孫玉剛先生

Hong Kong, 29 August 2023

香港，2023年8月29日



CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Sun Yugang (*Chief Executive Officer*)
Mr. Zhu Xiaohui (*Chief Financial Officer*)

Non-Executive Directors

Mr. Zhao Jiejun (*Chairman of the Board*)
Mr. Zhang Ping
Mr. Chen Yiyi
Ms. Gan Lu

Independent Non-Executive Directors

Mr. Li Shengli
Mr. Lee Kong Wai, Conway
Mr. Chow Ming Sang

AUDIT COMMITTEE

Mr. Lee Kong Wai, Conway (*Chairman*)
Mr. Zhang Ping
Mr. Chow Ming Sang

REMUNERATION COMMITTEE

Mr. Li Shengli (*Chairman*)
Mr. Zhang Ping
Mr. Chow Ming Sang

NOMINATION COMMITTEE

Mr. Zhao Jiejun (*Chairman*)
Mr. Lee Kong Wai, Conway
Mr. Chow Ming Sang

STRATEGY AND DEVELOPMENT COMMITTEE

Mr. Zhao Jiejun (*Chairman*)
Mr. Sun Yugang
Mr. Chen Yiyi
Mr. Li Shengli
Ms. Gan Lu

SUSTAINABILITY COMMITTEE

Mr. Zhang Ping (*Chairman*)
Mr. Sun Yugang
Mr. Zhu Xiaohui
Mr. Li Shengli
Mr. Lee Kong Wai, Conway

SENIOR MANAGEMENT

Mr. Guo Wenju
Mr. Han Chunlin
Mr. Zhang Xue
Mr. Song Weizheng
Ms. Yuan Li

COMPANY SECRETARY

Mr. Li Kwok Fat (*CPA, ACG, HKACG*)

HEADQUARTERS

Economic and Technological Development Zone
Maanshan City, Anhui Province
PRC

董事會

執行董事

孫玉剛先生(*總裁*)
朱曉輝先生(*首席財務官*)

非執行董事

趙傑軍先生(*董事會主席*)
張平先生
陳易一先生
甘璐女士

獨立非執行董事

李勝利先生
李港衛先生
周明笙先生

審核委員會

李港衛先生(*主席*)
張平先生
周明笙先生

薪酬委員會

李勝利先生(*主席*)
張平先生
周明笙先生

提名委員會

趙傑軍先生(*主席*)
李港衛先生
周明笙先生

戰略及發展委員會

趙傑軍先生(*主席*)
孫玉剛先生
陳易一先生
李勝利先生
甘璐女士

可持續發展委員會

張平先生(*主席*)
孫玉剛先生
朱曉輝先生
李勝利先生
李港衛先生

高級管理層

郭文舉先生
韓春林先生
張學先生
宋維政先生
袁麗女士

公司秘書

李國發先生(*CPA, ACG, HKACG*)

總辦事處

中國
安徽省馬鞍山市
經濟技術開發區



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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
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LEGAL ADVISORS

As to Hong Kong Law

Cleary Gottlieb Steen & Hamilton (Hong Kong)

As to PRC Law

Commerce & Finance Law Offices

As to Cayman Islands Law

Maples and Calder

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL BANKERS

China Construction Bank Maanshan Branch
Agricultural Development Bank of China
China Minsheng Bank
China Construction Bank (Asia)
Rabobank Hong Kong
Westpac Banking Corporation

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1117

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香港中央證券登記有限公司
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法律顧問

香港法律

佳利(香港)律師事務所

中國法律

通商律師事務所

開曼群島法律

Maples and Calder

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師

主要銀行

中國建設銀行馬鞍山分行
中國農業發展銀行
中國民生銀行
中國建設銀行(亞洲)
荷蘭合作銀行香港分行
西太平洋銀行

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REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF
CHINA MODERN DAIRY HOLDINGS LTD.
(Incorporated in the Cayman Islands with limited liability)

致中國現代牧業控股有限公司董事會
(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of China Modern Dairy Holdings Ltd. (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 48 to 100, which comprise the condensed consolidated statement of financial position as of 30 June 2023 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“**IAS 34**”) issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

緒言

我們已審閱第48頁至第100頁所載中國現代牧業控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的簡明綜合財務報表，當中包括截至2023年6月30日的簡明綜合財務狀況表，以及截至該日止六個月的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表及若干附註解釋。香港聯合交易所有限公司證券上市規則規定編製中期財務資料報告須符合當中的相關條文及國際會計準則理事會頒佈的國際會計準則第34號「中期財務報告」(「**國際會計準則第34號**」)。貴公司董事須負責根據國際會計準則第34號編製及呈列此等簡明綜合財務報表。我們的責任是根據審閱結果對此等簡明綜合財務報表作出結論，並根據我們的協定委聘條款僅向作為法人的閣下匯報結論，而不作其他用途。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體獨立核數師對中期財務資料進行審閱」進行審閱工作。審閱此等簡明綜合財務報表包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱範圍遠小於根據香港核數準則進行的審核範圍，故我們無法保證，我們會知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。



REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

29 August 2023

結論

根據我們的審閱結果，我們並無發現任何事項，致使我們相信簡明綜合財務報表在各重大方面未有根據國際會計準則第34號編製。

德勤•關黃陳方會計師行

執業會計師

香港

2023年8月29日



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收入	4	5,632,126
Cost of sales	銷售成本	7	(5,456,477)
Gains arising on initial recognition of raw milk at fair value less costs to sell at the point of harvest	於原料奶收獲時按公平值減銷售成本初始確認產生的收益		1,479,174
Gross profit	毛利		1,654,823
Loss arising from changes in fair value less costs to sell of dairy cows	乳牛公平值變動減乳牛銷售成本產生的虧損		(337,645)
Other income	其他收入	6	81,238
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模型下減值虧損，扣除撥回	10	(981)
Selling and distribution costs	銷售及分銷開支		(165,577)
Administrative expenses	行政開支		(318,438)
Other gains and losses, net	其他收益及虧損淨額	7	(225,409)
Other expenses	其他開支		(2,510)
Share of results of associates and a joint venture	應佔聯營公司及合營企業業績		3,023
Profit before finance costs and tax	除融資成本及稅項前溢利	7	688,524
Finance costs	融資成本	8	(153,847)
Profit before tax	除稅前溢利		534,677
Income tax expense	所得稅開支	9	(3,539)
Profit for the period	期內溢利		531,138
Other comprehensive (expense) income:	其他全面(開支)收入：		
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類為損益的項目：</i>		
Fair value loss on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收入(「按公平值計入其他全面收入」)的權益工具投資公平值虧損		(4,492)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類為損益的項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額		3,647
Other comprehensive expense for the period, net of income tax	期內其他全面開支，扣除所得稅		(845)
Total comprehensive income for the period	期內全面收入總額		530,293



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		2023年	2022年
Note		RMB'000	<i>RMB'000</i>
附註		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Profit for the period attributable to:	以下各方應佔期內溢利：		
Owners of the Company	本公司擁有人	209,288	507,688
Non-controlling interests	非控股權益	8,621	23,450
		217,909	531,138
Total comprehensive income for the period attributable to:	以下各方應佔期內全面收入總額：		
Owners of the Company	本公司擁有人	188,416	506,857
Non-controlling interests	非控股權益	8,795	23,436
		197,211	530,293
Earnings per share (RMB)	每股盈利(人民幣)		
Basic	基本	2.66 cents 分	6.46 cents分
Diluted	攤薄	2.65 cents 分	6.45 cents分



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

AT 30 JUNE 2023
於2023年6月30日

			30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備		5,778,875	5,702,907
Right-of-use assets	使用權資產	13	1,935,018	1,256,949
Goodwill	商譽		2,418,865	2,406,658
Other intangible assets	其他無形資產		52,431	45,258
Interests in associates and a joint venture	於聯營公司及合營企業的權益	14	521,657	458,917
Biological assets	生物資產	15	11,207,443	10,631,171
Equity instruments at FVTOCI	按公平值計入其他全面收入的權益工具		74,960	106,229
Prepayments	預付款項	16	55,447	29,936
Derivative financial instruments	衍生金融工具	17	120,585	19,154
Bank balances	銀行結餘		433,312	236,281
Deferred tax assets	遞延稅項資產		1,234	827
			22,599,827	20,894,287
CURRENT ASSETS	流動資產			
Inventories	存貨		2,208,967	3,379,346
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項	16	1,849,888	2,183,907
Derivative financial instruments	衍生金融工具	17	-	22,202
Pledged bank deposits	已質押銀行存款		37,193	187,339
Bank balances and cash	銀行結餘及現金		2,377,402	2,125,628
			6,473,450	7,898,422
Assets classified as held for sale	分類為持作出售的資產		17,551	28,644
			6,491,001	7,927,066
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	18	2,844,361	3,288,701
Tax payable	應課稅項		8,138	5,004
Bank borrowings	銀行借款	19	2,907,457	4,831,164
Other borrowings	其他借款	20	284,019	22,704
Lease liabilities	租賃負債		181,428	111,392
Long term bonds	長期債券	21	35,615	34,944
Other liabilities	其他負債		4,573	4,573
Derivative financial instruments	衍生金融工具	17	10,564	14,388
Contract liabilities	合約負債		63,061	43,204
Short term debenture	短期融資券		-	100,522
Deferred income	遞延收入		17,845	11,563
			6,357,061	8,468,159
NET CURRENT ASSETS (LIABILITIES)	流動資產(負債)淨額		133,940	(541,093)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		22,733,767	20,353,194



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

AT 30 JUNE 2023

於2023年6月30日

			30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	22	675,869	675,869
Share premium and reserves	股份溢價及儲備		10,684,158	10,588,248
Equity attributable to owners of the Company	本公司擁有人應佔權益		11,360,027	11,264,117
Non-controlling interests	非控股權益		419,662	379,183
TOTAL EQUITY	總權益		11,779,689	11,643,300
NON-CURRENT LIABILITIES	非流動負債			
Bank borrowings	銀行借款	19	5,275,285	3,752,421
Other borrowings	其他借款	20	252,888	271,115
Long term bonds	長期債券	21	3,591,159	3,458,072
Lease liabilities	租賃負債		1,569,339	956,653
Derivative financial instruments	衍生金融工具	17	23,166	43,646
Deferred tax liabilities	遞延稅項負債		21,912	22,454
Deferred income	遞延收入		220,329	205,533
			10,954,078	8,709,894
			22,733,767	20,353,194

The consolidated financial statements on pages 48 to 100 were approved and authorised for issue by the board of directors on 29 August 2023 and are signed on its behalf by:

載於第48至100頁的綜合財務報表於2023年8月29日經董事會批准及授權刊發並代表簽署：

ZHAO Jiejun
趙傑軍
Director
董事

SUN Yugang
孫玉剛
Director
董事



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Other reserve	Statutory reserve	Share award reserve	Share Award Scheme	Fair value through other comprehensive income reserve	Translation Reserve	Retained earnings	Sub-total	Non-controlling interests	Total
		股本	股份溢價	其他儲備	法定儲備	股份獎勵儲備	股份獎勵計劃項下所持有的股份	按公平值計入其他全面收入儲備	換算儲備	保留盈利	小計	非控股權益	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022 (audited)	於2022年1月1日(經審核)	675,869	6,896,336	920,109	-	20,266	(86,531)	(22,978)	(40)	2,461,900	10,864,931	249,803	11,114,734
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	507,688	507,688	23,450	531,138
Other comprehensive (expense) income for the period	期內其他全面(開支)收入	-	-	-	-	-	-	(4,418)	3,587	-	(831)	(14)	(845)
Total comprehensive (expense) income for the period	期內全面(開支)收入總額	-	-	-	-	-	-	(4,418)	3,587	507,688	506,857	23,436	530,293
Share purchase for the Share Award Scheme (as defined in Note 23)	就股份獎勵計劃的股份購買(定義見附註23)	-	-	-	-	-	(13,300)	-	-	-	(13,300)	-	(13,300)
Recognition of equity-settled share-based payment (Note 23)	確認按股權結算以股份支付的付款(附註23)	-	-	-	-	25,573	-	-	-	-	25,573	-	25,573
Vesting of award shares (Note 23)	獎勵股份歸屬(附註23)	-	-	-	-	(37,776)	36,272	-	-	1,504	-	-	-
Equity transactions related to interest free loans	有關免息貸款的股權交易	-	-	(93)	-	-	-	-	-	-	(93)	93	-
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	76,481	76,481
Dividends recognised as distribution (Note 11)	確認為分派的股息(附註11)	-	(204,390)	-	-	-	-	-	-	-	(204,390)	-	(204,390)
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)	675,869	6,691,946	920,016	-	8,063	(63,559)	(27,396)	3,547	2,971,092	11,179,578	349,813	11,529,391
At 1 January 2023 (audited)	於2023年1月1日(經審核)	675,869	6,691,946	922,968	277,992	27,440	(63,559)	(37,390)	20,942	2,747,909	11,264,117	379,183	11,643,300
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	209,288	209,288	8,621	217,909
Other comprehensive (expense) income for the period	期內其他全面(開支)收入	-	-	-	-	-	-	(31,269)	10,397	-	(20,872)	174	(20,698)
Total comprehensive (expense) income for the period	期內全面(開支)收入總額	-	-	-	-	-	-	(31,269)	10,397	209,288	188,416	8,795	197,211
Share purchase for the Share Award Scheme (Note 23)	就股份獎勵計劃的股份購買(附註23)	-	-	-	-	-	(2,939)	-	-	-	(2,939)	-	(2,939)
Recognition of equity-settled share-based payment (Note 23)	確認按股權結算以股份支付的付款(附註23)	-	-	-	-	22,834	-	-	-	-	22,834	-	22,834
Vesting of award shares (Note 23)	獎勵股份歸屬(附註23)	-	-	-	-	(27,475)	33,066	-	-	(5,591)	-	-	-
Equity transactions related to interest free loans	有關免息貸款的股權交易	-	-	(404)	-	-	-	-	-	-	(404)	404	-
Establishment of non-wholly owned subsidiaries	成立非全資附屬公司	-	-	-	-	-	-	-	-	-	-	31,280	31,280
Dividends recognised as distribution (Note 11)	確認為分派的股息(附註11)	-	(111,997)	-	-	-	-	-	-	-	(111,997)	-	(111,997)
At 30 June 2023 (unaudited)	於2023年6月30日(未經審核)	675,869	6,579,949	922,564	277,992	22,799	(33,432)	(68,659)	31,339	2,951,606	11,360,027	419,662	11,779,689



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
	Note 附註		
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	2,182,882	1,282,189
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額		
Purchases of property, plant and equipment	購入物業、廠房及設備	(355,176)	(315,072)
Purchases of other intangible assets	購入其他無形資產	(7,273)	(233)
Payments for right-of-use assets	使用權資產付款	(33,022)	-
Purchases of biological assets	購入生物資產	(26,050)	(114,224)
Additions in biological assets in relation to feeding and other related costs	有關飼養及其他相關成本的生物資產增置	(1,201,736)	(1,161,767)
Purchases of equity instruments at FVTOCI	購入按公平值計入其他全面收入的權益工具	-	(19,524)
Investment in associates and a joint venture	聯營公司及合營企業投資	(62,555)	(58,940)
Advanced payments for acquisition of an associate	收購一間附屬公司的預付款項	(29,633)	-
Net cash outflow on acquisition of a subsidiary	附屬公司收購現金流出淨額	(1,679)	-
Payments for business combination in prior periods	過往期間業務合併的付款	(97,706)	(684,566)
Payments for asset acquisitions in prior periods	過往期間資產收購的付款	-	(1,750)
Placement of structured deposits and wealth management products	存入結構性存款及理財產品	(137,000)	(1,243,000)
Withdrawal of structured deposits and wealth management products	提取結構性存款及理財產品	137,064	1,245,377
Placement of pledged bank deposits	存入已質押銀行存款	(13,647)	(126,021)
Withdrawal of pledged bank deposits	提取已質押銀行存款	152,400	112,681
Placement of term deposits with original maturity over three months	存入原到期日超過三個月的定期存款	(242,000)	(140,000)
Withdrawal of term deposits with original maturity over three months	提取原到期日超過三個月的定期存款	40,000	79,722
Interest received	已收利息	38,111	26,963
Proceeds from disposal of dairy cows	出售乳牛所得款項	516,847	499,727
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,874	4,779
Proceeds from sales of assets classified as held for sale	銷售分類為持作出售的資產所得款項	16,197	-
Proceeds from disposal of other intangible assets	出售其他無形資產所得款項	177	-
Government grants received	已收政府補貼	31,620	52,368
Loans to associates	向聯營公司貸款	(13,000)	-
Loan repayment from a third party	第三方償還貸款	-	2,000
		(1,286,187)	(1,841,480)



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額		
Interest paid	已付利息	(237,154)	(173,017)
Dividends paid	已付股息	(111,997)	(204,390)
New bank borrowings raised	新籌得銀行借款	4,681,449	4,372,388
New other borrowings raised	新籌得其他借款	255,000	–
Repayment of bank borrowings	償還銀行借款	(5,108,931)	(2,310,091)
Repayment of other borrowings	償還其他借款	(17,259)	(516,829)
Repayment of short term debenture	償還短期融資券	(100,000)	–
Repayment of leases liabilities	償還租賃負債	(35,093)	(32,765)
Receipts arising from net settlement of interest rate swaps	利率掉期淨額結算產生的收入	1,210	5,760
Receipts arising from net settlement of currency option contracts	貨幣期權合約淨額結算產生的收入	38,995	–
Gross cash outflow from foreign currency option contracts	外匯期權合約的總現金流出	–	(135,800)
Gross cash inflow from foreign currency option contracts	外匯期權合約的總現金流入	–	126,444
Payments arising from net settlement of foreign currency forward contracts	外匯遠期合約淨額結算產生的付款	(40,510)	–
Gross cash inflow from capped and floored cross currency swap (“CFCCS”)	封頂封底交叉貨幣掉期(「CFCCS」)的總現金流入	29,103	–
Gross cash outflow from CFCCS	CFCCS的總現金流出	(39,342)	–
Payment for repurchase of ordinary shares	購回普通股的付款	(2,939)	(13,300)
Capital contribution from non-controlling shareholders	來自非控股股東的出資	31,280	–
Payments for acquisition of non-controlling interests in an acquired subsidiary	收購被收購附屬公司非控股權益的付款	–	(43,680)
Dividends paid to the original shareholders of an acquired subsidiary	向被收購附屬公司原股東派付股息	–	(15,611)
		(656,188)	1,059,109



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

Six months ended 30 June

截至6月30日止六個月

		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	240,507	499,818
Effect of foreign exchange rate changes	匯率變動的影響	3,189	-
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物	1,924,409	1,737,683
CASH AND CASH EQUIVALENTS AT 30 JUNE	於6月30日的現金及現金等價物	2,168,105	2,237,501
Represented by Bank balances and cash	以下各項呈列 銀行結餘及現金	2,810,714	2,652,655
Less: restricted bank deposits and term deposits with original maturity over three months	減：受限制銀行存款及原到期日超過三個月的定期存款	(642,609)	(415,154)



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

1. GENERAL INFORMATION

China Modern Dairy Holdings Ltd. (the “**Company**”) was incorporated and registered in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. Its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 26 November 2010. The registered office of the Company is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KYI-1104, Cayman Islands.

As at 30 June 2023, China Mengniu Dairy Co., Ltd. (“**Mengniu**”) and its wholly-owned subsidiary together owned 56.36% of the issued share capital of the Company. Mengniu and its subsidiaries are hereinafter collectively referred to as “**Mengniu Group**”.

The principal activity of the Company is investment holding and its subsidiaries are mainly engaged in production and sales of milk, trading, production and sales of feeds offline, and sales of feeds and farm supplies online through digital intelligence platform. The Company and its subsidiaries are hereinafter collectively referred to as the “**Group**”.

The condensed consolidated financial statements are presented in Renminbi (“**RMB**”), which is the functional currency of the Company.

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (the “**IASB**”) as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

1. 一般資料

中國現代牧業控股有限公司(「**本公司**」)為一間根據開曼群島公司法在開曼群島註冊成立及登記的獲豁免有限公司，其股份已自2010年11月26日起在香港聯合交易所有限公司主板上市。本公司的註冊辦事處位於Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KYI-1104, Cayman Islands。

於2023年6月30日，中國蒙牛乳業有限公司(「**蒙牛**」)及其全資附屬公司共同擁有本公司已發行股本的56.36%。蒙牛及其附屬公司於下文統稱「**蒙牛集團**」。

本公司的主要業務為投資控股，而其附屬公司則主要從事生產及銷售牛奶、買賣、生產及線下銷售飼料及通過數智平台線上銷售飼料及牧場物資。本公司及其附屬公司於下文統稱「**本集團**」。

簡明綜合財務報表以人民幣(「**人民幣**」)列值，該貨幣為本公司的功能貨幣。

2. 編製基礎

本集團的簡明綜合財務報表乃根據國際會計準則理事會(「**國際會計準則理事會**」)頒佈的國際會計準則第34號「中期財務報告」，以及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定編製。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for biological assets, which are measured at fair value less costs to sell and certain financial instruments, which are measured at fair values at the end of the reporting period.

Other than the accounting policies resulting from application of new and amendments to International Financial Reporting Standards (“IFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those presented in the Group’s annual consolidated financial statements for the year ended 31 December 2022.

Application of new and amendments to IFRSs

In the current interim period, the Group has applied the following new and amendments to IFRSs issued by the IASB, for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the Group’s condensed consolidated financial statements:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	<i>Insurance Contracts</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform-Pillar Two model Rules</i>

The application of the new and amendments to IFRSs in the current interim period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 主要會計政策

簡明綜合財務報表乃根據歷史成本基準編製，惟按公平值減銷售成本計量的生物資產及按報告期末公平值計量的若干金融工具除外。

除因應用新訂國際財務報告準則(「國際財務報告準則」)及修訂而導致的會計政策外，截至2023年6月30日止六個月簡明綜合財務報表所應用的會計政策及計算方法與本集團截至2022年12月31日止年度的年度綜合財務報表所列示者一致。

應用新訂國際財務報告準則及修訂

於本中期期間，本集團已首次應用以下由國際會計準則理事會頒佈並於2023年1月1日開始的年度期間強制生效的新訂國際財務報告準則及修訂，以編製本集團的簡明綜合財務報表：

國際財務報告準則第17號(包括國際財務報告準則第17號的2020年6月及2021年12月的修訂)	保險合約
國際會計準則第8號的修訂	會計估計的定義
國際會計準則第12號的修訂	與單一交易產生的資產及負債相關的遞延稅項
國際會計準則第12號的修訂	國際稅務改革 - 第二支柱範本規則

於本中期期間應用新訂國際財務報告準則及修訂並無對本集團於當前及過往期間的財務狀況及表現及／或於此等簡明綜合財務報表內所載的披露構成重大影響。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

4. REVENUE

Disaggregation of revenue from contracts with customers

4. 收入

客戶合約收入細分

				Six months ended 30 June 截至6月30日止六個月	
				2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
Segment	Types of goods or service	分部	商品或服務類型		
Raw milk business	Raw milk	原料奶業務	原料奶	5,044,062	4,858,036
Offline feed business	Feeds	線下飼料業務	飼料	1,105,624	774,090
Digital intelligence platform business	Feeds and farm supplies	數智平台業務	飼料及牧場物資	483,736	—
				6,633,422	5,632,126
Timing of revenue recognition		收入確認時間			
At a point in time		時間點		6,633,422	5,632,126
Geographical markets		地理市場			
Mainland China		中國內地		6,493,234	5,507,656
Other countries		其他國家		140,188	124,470
				6,633,422	5,632,126



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

5. SEGMENT INFORMATION

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the “CODM”), in order to allocate resources and to assess performance. From July 2022, the Group commenced the business of digital intelligence platform after acquisition of Inner Mongolia Ai Yang Niu Technology Co., Ltd. (“Aiyangniu”) on 28 June 2022, which was considered as a new reportable segment by the CODM during the current interim period. Information reported to the CODM for the purposes of resources allocation and assessment of segment performance focuses on the types and channel of goods delivered.

The Group’s reportable segments under IFRS 8 are as follows:

- Raw milk business – raising and breeding dairy cows to produce and sell raw milk.
- Offline feed business – trading, production and sales of feeds offline.
- Digital intelligence platform business – sales of feeds and farm supplies online through digital intelligence platform.

The following is an analysis of the Group’s revenue and results by reportable segments:

For the six months ended 30 June 2023 (unaudited)

Segment revenue	分部收入
External sales	對外銷售
Inter-segment sales	分部間銷售
Segment profit	分部溢利
Share of profit of associates	應佔聯營公司溢利
Unallocated other income	未分配其他收入
Unallocated other gains and losses	未分配其他收益及虧損
Unallocated expenses	未分配開支
Profit before tax	除稅前溢利

5. 分部資料

國際財務報告準則第8號經營分部規定根據主要營運決策者(「主要營運決策者」)定期審閱的有關本集團組成部分的內部報告識別經營分部，以分配資源及評估表現。自2022年7月起，本集團於2022年6月28日收購內蒙古愛養牛科技有限公司(「愛養牛」)後開始數智平台業務，於本中期間被主要營運決策者視為新的呈報分部。為分配資源及評估分部表現而向主要營運決策者報告的資料集中於所交付貨物的類型及渠道。

本集團於國際財務報告準則第8號下的呈報分部如下：

- 原料奶業務 – 飼養及養殖奶牛以生產及銷售原料奶。
- 線下飼料業務 – 買賣、生產及線下銷售飼料。
- 數智平台業務 – 通過數智平台線上銷售飼料及牧場物資。

以下為按呈報分部呈列的本集團的收入及業績分析：

截至2023年6月30日止六個月(未經審核)

Raw milk business	Offline feed business	Digital intelligence platform business	Total reportable segments	Eliminations	Consolidated
原料奶業務	線下飼料業務	數智平台業務	呈報分部總額	抵銷	綜合
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
5,044,062	1,105,624	483,736	6,633,422	-	6,633,422
-	971,454	45,614	1,017,068	(1,017,068)	-
398,575	35,511	25,345	459,431	(2,221)	457,210
					4,688
					3,612
					(38,950)
					(193,254)
					233,306



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

For the six months ended 30 June 2022 (unaudited)

截至2022年6月30日止六個月(未經審核)

		Raw milk business 原料奶 業務 RMB'000 人民幣千元	Offline feed business 線下 飼料業務 RMB'000 人民幣千元	Total reportable segments 呈報分部 總額 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Segment revenue	分部收入					
External sales	對外銷售	4,858,036	774,090	5,632,126	-	5,632,126
Inter-segment sales	分部間銷售	-	621,207	621,207	(621,207)	-
Segment profit	分部溢利	860,748	19,736	880,484	(3,521)	876,963
Share of profit of associates	應佔聯營公司溢利					2,960
Unallocated other income	未分配其他收入					33,275
Unallocated other gains and losses	未分配其他收益及虧損					(222,924)
Unallocated expenses	未分配開支					(155,597)
Profit before tax	除稅前溢利					534,677

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit represents the profit before tax earned by each segment without allocation of central administration expenses, corporate income and expenses and share of profit of associates that are not directly attributable to operating segments. This is the measure reported to the CODM for the purposes of resources allocation and assessment of segment performance. Inter-segment revenue is charged at prices agreed between group entities, which are determined by reference to the prices offered to third party customers.

The CODM makes decisions according to operating results of each segment. No analysis of segment assets and segment liabilities is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

經營分部的會計政策與本集團的會計政策相同。分部溢利指各分部所賺取的除稅前溢利，未分配中央行政開支、企業收入及開支以及應佔聯營公司溢利(並非直接歸屬於經營分部)。此乃報告給主要營運決策者用於資源分配及分部表現評估的措施。分部間收入按集團實體之間協定的價格扣除，有關價格乃參考向第三方客戶提供的價格釐定。

主要營運決策者根據各分部的經營業績作出決策。由於主要營運決策者不會出於資源分配及表現評估之目的而定期審閱此類資料，因此未呈列分部資產及分部負債分析。因此，僅呈列分部收入及分部業績。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止六個月

5. SEGMENT INFORMATION (Continued)

Geographic information

The Group's operations are located in Mainland China and the United States of America ("USA").

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

5. 分部資料(續)

地域資料

本集團的業務位於中國內地及美國(「美國」)。

有關本集團來自外部客戶的收入資料乃按營運地點呈列。有關本集團非流動資產的資料乃根據資產的地理位置呈列。

		Revenue from external customers 來自外部客戶的收入		Non-current assets (Note) 非流動資產(附註)	
		Six months ended 30 June 截至6月30日止六個月		30 June 2023	31 December 2022
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Mainland China	中國內地	6,452,374	5,436,338	21,844,734	20,429,080
USA	美國	181,048	195,788	125,002	102,716
		6,633,422	5,632,126	21,969,736	20,531,796

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註: 非流動資產不包括金融工具及遞延稅項資產。



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6. OTHER INCOME

6. 其他收入

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
Bank interest income	銀行利息收入	29,308	32,051
Government grants related to	就以下各項授出的政府補貼		
– Assets (Note i)	–資產(附註i)	39,688	32,029
– Income (Note ii)	–收入(附註ii)	15,123	14,514
		54,811	46,543
Platform service	平台服務	28,801	–
Others	其他	6,084	2,644
		119,004	81,238

Notes:

- i. These government grants are in relation to (i) compensations of the capital expenditure incurred for purchase of plant and machinery and right-of-use assets, which are recognised over the useful life of the related assets; (ii) the purchase of inventories, which are credited to the profit or loss over the periods in which the inventories were consumed; and (iii) purchase of biological assets measured at fair value less costs to sell, which are credited to the profit or loss, when the conditions attaching to the government grant are met.
- ii. These government grants are unconditional government subsidies received by the Group for the purpose of giving immediate financial support to the Group's operation.

附註：

- i. 該等政府補貼關於：(i)購買廠房及機械以及使用權資產的資本支出的補償(於有關資產的可使用年期內確認)；(ii)購買存貨(於存貨消耗的期間內計入損益)；及(iii)購買以公平值減銷售成本計量的生物資產(於政府補貼所附條件滿足時計入損益)。
- ii. 該等政府補貼為本集團收取的無條件政府補貼，旨在為本集團的營運提供即時財政支持。



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7. PROFIT BEFORE FINANCE COSTS AND TAX

Profit before finance costs and tax is arrived at after charging (crediting):

7. 除融資成本及稅項前溢利

除融資成本及稅項前溢利乃扣除(計入)下列各項後計算得出：

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
Cost of sales:	銷售成本：		
Breeding costs to produce raw milk	生產原料奶的養殖成本	3,617,480	3,294,136
Raw milk fair value adjustments included in cost of sales	計入銷售成本的原料奶公平值調整	1,315,892	1,479,174
Cost of feeds and farm supplies sold	已售出飼料及牧場物資成本	1,495,190	683,167
		6,428,562	5,456,477
Other gains and losses, net:	其他收益及虧損淨額：		
Net foreign exchange losses	外匯虧損淨額	158,758	228,545
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	6,405	155
Gain on disposal of assets classified as held for sale	出售分類為持作出售的資產的收益	(4,470)	-
Gain on remeasurement of previously held interests (Note 14)	重新計量之前持有的權益的收益(附註14)	(5,050)	-
Fair value loss (gain) on derivative financial instruments:	衍生金融工具的公平值虧損(收益)：		
Foreign currency forward contracts	外匯遠期合約	51,074	(1,416)
Foreign currency option contracts	外匯期權合約	(68,606)	(27,785)
CFCCS	CFCCS	(91,192)	27,112
Fair value gain on structured deposits and wealth management products	結構性存款及理財產品的公平值收益	(64)	(2,377)
Others	其他	(574)	1,175
		46,281	225,409
Depreciation of property, plant and equipment	物業、廠房及設備折舊	301,047	342,152
Depreciation of right-of-use assets	使用權資產折舊	64,317	28,614
Amortisation of other intangible assets	其他無形資產攤銷	5,032	-
Less: capitalised in biological assets	減：生物資產資本化金額	(175,687)	(182,486)
Depreciation and amortisation charged to profit or loss	扣除自損益的折舊及攤銷	194,709	188,280
Equity-settled share award expense (Note 23)	以股權結算的股份獎勵開支(附註23)	22,834	25,573
Other employee benefits costs	其他僱員福利開支	601,433	508,399
Less: capitalised in biological assets	減：生物資產資本化金額	(157,010)	(121,964)
Employee benefits charged to profit or loss	扣除自損益的僱員福利	467,257	412,008



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8. FINANCE COSTS

Interest expenses on:	利息開支：
Bank borrowings	銀行借款
Long term bonds	長期債券
Short term debenture	短期融資券
Lease liabilities	租賃負債
Other borrowings	其他借款
Total borrowing costs	借款成本總額
Fair value loss (gain) on interest rate swaps	利率掉期公平值虧損(收益)

8. 融資成本

Six months ended 30 June

截至6月30日止六個月

2023	2022
2023年	2022年
RMB'000	RMB'000
人民幣千元	人民幣千元
(unaudited)	(unaudited)
(未經審核)	(未經審核)
163,883	122,040
40,502	37,751
986	-
32,393	14,741
6,924	7,702
244,688	182,234
15,735	(28,387)
260,423	153,847

9. INCOME TAX EXPENSE

Current tax:	即期稅項：
PRC enterprise income tax	中國企業所得稅
Other jurisdictions	其他司法權區
Deferred tax:	遞延稅項：
PRC enterprise income tax	中國企業所得稅
Other jurisdictions	其他司法權區
Income tax expense	所得稅開支

9. 所得稅開支

Six months ended 30 June

截至6月30日止六個月

2023	2022
2023年	2022年
RMB'000	RMB'000
人民幣千元	人民幣千元
(unaudited)	(unaudited)
(未經審核)	(未經審核)
15,588	3,184
1,254	1,171
16,842	4,355
(1,029)	(239)
(416)	(577)
(1,445)	(816)
15,397	3,539

The Company is incorporated as an exempted company and as such is not subject to Cayman Islands taxation.

本公司是一間豁免公司，因此無需繳納開曼群島稅款。

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from Hong Kong.

並無就香港稅項作出撥備，原因為本集團於香港並無產生收入亦無源自香港之收入。



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9. INCOME TAX EXPENSE (Continued)

Under the Law of the People's Republic of China (the "PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the statutory income tax rate of the PRC subsidiaries is 25% for both periods.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

According to the prevailing tax rules and regulation of the EIT Law, 49 subsidiaries of the Group is exempted from enterprise income tax for taxable profit from the operation of agricultural business in the PRC for the six months ended 30 June 2023 (six months ended 30 June 2022: 38).

Pursuant to the PRC EIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. Deferred taxation has not been provided for in the condensed consolidated financial statements in respect of the accumulated profits of the PRC subsidiaries amounting to RMB4,895,119,000 (31 December 2022: RMB4,448,225,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not be reversed in the foreseeable future.

10. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

Impairment loss recognised in respect of:

Trade receivables
Other receivables

就下列各項確認的減值虧損：

應收貿易賬款
其他應收款項

9. 所得稅開支(續)

根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個期間的法定所得稅稅率為25%。

其他司法權區產生的稅項乃根據有關司法權區現行稅率計算。

根據企業所得稅法現行稅務規則及法規，截至2023年6月30日止六個月，本集團的49間附屬公司(截至2022年6月30日止六個月：38間)於中國經營農業業務產生的應課稅溢利獲豁免繳納企業所得稅。

根據中國企業所得稅法，於中國內地成立的外資企業向外商投資者宣派股息須繳納10%的預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外商投資者所在司法權區訂立了稅項條約，則可調低預扣稅稅率。本集團的適用比率為5%或10%。並未就中國附屬公司累計溢利人民幣4,895,119,000元(2022年12月31日：人民幣4,448,225,000元)於簡明綜合財務報表就遞延稅項作出撥備，乃由於本集團能夠控制撥回暫時差額的時間及該等暫時差額於可見將來可能不會獲撥回。

10. 預期信貸虧損模型下減值虧損，扣除撥回

Six months ended 30 June

截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
2,441	956
42	25
2,483	981



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10. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL (Continued)

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2022.

11. DIVIDENDS

During the current interim period, a final dividend of RMB0.0142 per share in respect of the year ended 31 December 2022 (six months ended 30 June 2022: RMB0.026 per share in respect of the year ended 31 December 2021) was declared and paid to owners of the Company. The aggregate amount of the final dividend declared and paid in the current interim period amounted to RMB111,997,000 (six months ended 30 June 2022: RMB204,390,000) and was appropriated from the Company's distributable share premium.

12. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Profit

Profit for the purposes of basic and diluted earnings per share

溢利

用於計算每股基本及攤薄盈利的溢利

10. 預期信貸虧損模型下減值虧損，扣除撥回(續)

截至2023年6月30日止六個月的簡明綜合財務報表中所用的釐定輸入數據以及假設及估計方法的基準與本集團截至2022年12月31日止年度的年度財務報表所列示者相同。

11. 股息

於本中期期間，就截至2022年12月31日止年度向本公司擁有人宣派及派付每股人民幣0.0142元之末期股息(截至2022年6月30日止六個月：有關截至2021年12月31日止年度的每股人民幣0.026元)。本中期期間宣派及派付的末期股息總額為人民幣111,997,000元(截至2022年6月30日止六個月：人民幣204,390,000元)，並自本公司可分派的股份溢價中撥付。

12. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
209,288	507,688



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12. EARNINGS PER SHARE (Continued)

12. 每股盈利(續)

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 '000 千股 (unaudited) (未經審核)	2022 2022年 '000 千股 (unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利的普通 股加權平均數	7,873,334	7,855,607
Effect of dilutive potential ordinary shares:	攤薄潛在普通股的影响：		
Share awards under the Share Award Scheme	股份獎勵計劃項下的股份獎勵	31,674	19,651
		7,905,008	7,875,258

The number of shares adopted in the calculation of the basic earnings per share has been arrived at after adjusting the effect of shares repurchased by the Company and the shares held under the Company's Share Award Scheme.

計算每股基本盈利所採納的股份數目於調整本公司回購股份及本公司股份獎勵計劃所持股份的影響後得出。

13. RIGHT-OF-USE ASSETS

During the current interim period, the Group entered into several new lease agreements with lease terms ranged from 2 to 20 years. The Group recognised right-of-use assets of RMB740,978,000 and lease liabilities of RMB707,956,000 for the leasehold land located in Hebei and Inner Mongolia and leased farms located in Yunnan and Inner Mongolia.

13. 使用權資產

於本中期期間，本集團訂立數份新租賃協議，租期介乎2至20年。本集團對位於河北及內蒙古的租賃土地以及位於雲南、內蒙古的租賃牧場確認使用權資產人民幣740,978,000元及租賃負債人民幣707,956,000元。



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14. INTERESTS IN ASSOCIATES AND A JOINT VENTURE

14. 於聯營公司及合營企業的權益

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Cost of investments in associates (Notes i & ii)	於聯營公司的投資成本 (附註i&ii)	340,897	288,657
Cost of investment in a joint venture	於合營企業的投資成本	27,000	27,000
Share of post-acquisition profit and other comprehensive income in associates	分佔聯營公司的收購後溢利及其他全面收入	152,606	142,868
Share of post-acquisition profit and other comprehensive income in a joint venture	分佔合營企業的收購後溢利及其他全面收入	1,154	392
		521,657	458,917

Notes:

- i. During the current period, Modern Farming (Group) Co., Ltd. ("**Modern Farming**"), a non-wholly owned subsidiary of the Company, invested RMB15,180,000, RMB8,820,000, RMB14,120,000, and RMB16,760,000 for 15.00% equity interest in Inner Mongolia Safi Animal Husbandry Co., Ltd., 15.00% equity interest in Inner Mongolia Ruifuyuan Agriculture and Animal Husbandry Co., Ltd., 15.00% equity interest in Bayannaor City Lanhao Agriculture and Animal Husbandry Technology Development Co., Ltd. and 15.00% equity interest in Bayannaor City Hengshi Animal Husbandry Co., Ltd., respectively. The Group is able to exercise significant influence over those investees as the Group has the contractual right to appoint one out of the three directors to the board of directors of those investees.

In addition, Modern Farming acquired 15% equity interests in COFCO Feed (Hohhot) Co., Ltd. with consideration of RMB6,000,000 during the current interim period, and its equity interest was increased from 34% to 49% and Modern Farming stills has significant influence over COFCO Feed (Hohhot) Co., Ltd..

- ii. Modern Farming made investment of RMB8,640,000 for 48% equity interest in "Inner Mongolia Yunyangniu Technology Co., Ltd. ("**Yunyangniu**")" in March 2022. In March 2023, Aiyangniu, a non-wholly owned subsidiary of the Company which is owned by Modern Farming and Inner Mongolia Mengniu Dairy (Group) Company Limited ("**Inner Mongolia Mengniu**", a subsidiary of Mengniu) as to 75% and 25%, entered into an equity transfer agreement with Modern Farming, Inner Mongolia Mengniu and other sellers (the "**Sellers**"), pursuant to which the Sellers agreed to sell, Aiyangniu agreed to purchase, 100% equity interests in Yunyangniu at a total consideration of RMB19,080,000, among which RMB8,640,000 was payable to Modern Farming and RMB10,440,000 was payable to Inner Mongolia Mengniu and other sellers .

附註：

- i. 於本期間，本公司非全資附屬公司現代牧業(集團)有限公司(「現代牧業(集團)」)向內蒙古薩菲牧業有限責任公司、內蒙古瑞福源農牧業有限責任公司、巴彥淖爾市藍浩農牧業科技發展有限公司及巴彥淖爾市恆實牧業有限責任公司分別投資人民幣15,180,000元、人民幣8,820,000元、人民幣14,120,000元及人民幣16,760,000元，以獲得該等公司的15.00%股權。由於本集團有合同權利委任三名董事中的一名進入該等被投資公司的董事會，因此本集團能夠對該等被投資公司施加重大影響力。

此外，現代牧業(集團)於本中期收購中糧飼料(呼和浩特)有限公司的15%股權，代價為人民幣6,000,000元，其股權由34%增至49%，現代牧業(集團)仍對中糧飼料(呼和浩特)有限公司具有重大影響力。

- ii. 現代牧業(集團)於2022年3月以人民幣8,640,000元投資內蒙古雲養牛科技有限公司(「雲養牛」)以獲得48%股權。愛養牛(本公司的非全資附屬公司，由現代牧業(集團)與內蒙古蒙牛乳業(集團)股份有限公司(「內蒙古蒙牛」，蒙牛的附屬公司)各持有75%及25%權益)於2023年3月與現代牧業(集團)、內蒙古蒙牛及其他賣方(「賣方」)訂立股權轉讓協議，據此，賣方同意出售及愛養牛同意購買雲養牛的全部股權，總代價為人民幣19,080,000元(其中應向現代牧業(集團)支付的代價人民幣8,640,000元以及應向內蒙古蒙牛及其他賣方支付的代價人民幣10,440,000元)。



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14. INTERESTS IN ASSOCIATES AND A JOINT

VENTURE (Continued)

Upon the completion of the above transaction in April 2023, the equity interest of Modern Farming in Yunyangniu was increased from 48% to 75% and Yunyangniu became an indirect non-wholly owned subsidiary of the Company. Details of the acquisition are disclosed in Note 24. The 48% equity interests previously held by Modern Farming was remeasured at fair value at the date of acquisition and the excess of RMB5,050,000 of the fair value over the carrying value was credited to profit or loss.

15. BIOLOGICAL ASSETS

The fair value less costs to sell of dairy cows at the end of the reporting period is set out below:

Milkable cows	奶牛
Heifers and calves	小母牛及小牛
Total dairy cows	乳牛總計

The Group has engaged Jones Lang LaSalle Corporate Appraisal And Advisory Limited, an independent firm of professional valuers, to assist it in assessing the fair values of the Group's dairy cows. The valuation techniques used in the determination of fair values as well as the key inputs used in the valuation models are disclosed in Note 28.

14. 於聯營公司及合營企業的權益(續)

於上述交易在2023年4月完成後，現代牧業(集團)於雲養牛的權益由48%增至75%，雲養牛成為本公司的間接非全資附屬公司。收購的詳情於附註24披露。現代牧業(集團)之前持有的48%股權按照購買日的公平值重新計量，公平值高於賬面價值的差額人民幣5,050,000元計入損益。

15. 生物資產

報告期末的乳牛公平值減銷售成本載列如下：

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
6,672,243	6,570,971
4,535,200	4,060,200
11,207,443	10,631,171

本集團已委聘仲量聯行企業評估及諮詢有限公司(獨立專業估值公司)協助其評估本集團乳牛的公平值。釐定公平值所用估值技術及估值模型所用主要輸入數據披露於附註28。



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16. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

16. 應收貿易賬款及其他應收款項以及預付款項

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	應收貿易賬款	1,396,732	1,633,165
Bills receivables	應收票據	12,121	14,268
Less: allowance for credit losses	減：信貸虧損撥備	(4,406)	(1,965)
		1,404,447	1,645,468
Prepayments for feeds, materials, insurance and others	飼料、材料、保險及其他的預付款項	256,873	337,218
Prepayments for property, plant and equipment	物業、廠房及設備的預付款項	25,814	29,936
Prepayments for investment in an associate	聯營公司投資的預付款項	29,633	-
Input value added tax recoverable	可收回進項增值稅	3,270	8,364
Receivables from the original shareholders of an acquired subsidiary	新收購附屬公司原始股東的應收款項	30,000	30,000
Short term entrusted loans to associates	向聯營公司提供短期委託貸款	81,101	68,620
Receivables from selling biological assets	出售生物資產應收款項	36,785	61,915
Others	其他	37,412	32,322
		1,905,335	2,213,843
Analysed as:	按下列分析：		
Current	即期	1,849,888	2,183,907
Non-current	非即期	55,447	29,936
		1,905,335	2,213,843

Trade receivables at the end of the reporting period principally represent receivables from sales of raw milk and feeds. The Group allows a credit period of 30 days to its customers of raw milk and no more than 90 days to its customers of feeds.

報告期末的應收貿易賬款主要指銷售原料奶及飼料的應收款項。本集團給予其原料奶客戶30天的信貸期及其飼料客戶不多於90天的信貸期。



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16. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice dates at the end of the reporting period:

16. 應收貿易賬款及其他應收款項以及預付款項(續)

於報告期末按發票日期呈列的應收貿易賬款(扣除信貸虧損撥備)的賬齡分析如下：

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	應收貿易賬款		
– within 30 days	– 30天以內	1,205,106	1,295,769
– beyond 30 days but within 90 days	– 超過30天但90天以內	90,380	244,447
– beyond 90 days but within 1 year	– 超過90天但一年以內	96,840	90,984
Bills receivables	應收票據		
– within 30 days	– 30天以內	8,613	7,094
– beyond 30 days but within 90 days	– 超過30天但90天以內	3,508	7,174
		1,404,447	1,645,468



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17. DERIVATIVE FINANCIAL INSTRUMENTS

17. 衍生金融工具

		Assets 資產		Liabilities 負債	
		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)	30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Interest rate swaps (Note i)	利率掉期(附註i)	-	16,945	-	-
Foreign currency forward contracts (Note ii)	外匯遠期合約(附註ii)	-	-	(10,564)	-
Foreign currency option contracts (Note ii)	外匯期權合約(附註ii)	-	5,257	(23,166)	(58,034)
CFCCS (Note iii)	CFCCS(附註iii)	120,585	19,154	-	-
		120,585	41,356	(33,730)	(58,034)
Analysed as:	分析為：				
Current	流動	-	22,202	(10,564)	(14,388)
Non-current	非流動	120,585	19,154	(23,166)	(43,646)
		120,585	41,356	(33,730)	(58,034)

Notes:

i. Key terms of the interest rate swaps are as follows:

Nominal amounts
名義金額

At 31 December 2022
於2022年12月31日

United States dollars (“USD”)80,000,000

80,000,000美元(「美元」)

USD42,300,000

42,300,000美元

Swaps
掉期

From LIBOR to 0.66%-0.945%

自倫敦銀行同業拆息至0.66%至0.945%

From LIBOR+1% to 1.50%-1.90%

自倫敦銀行同業拆息+1%至1.50%至1.90%

The Group entered into several interest rate swap contracts with certain banks as an economic hedge of the risk of interest rate fluctuation arising from certain bank loans at floating interest rates. The fair value changes of the swaps were presented within finance costs.

本集團與若干銀行訂立若干利率掉期合約，以對若干按浮動利率的銀行貸款產生的利率波動風險進行經濟對沖。掉期的公平值變動於融資成本內呈列。

附註：

i. 利率掉期主要條款如下：



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17. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

17. 衍生金融工具(續)

Notes: (Continued)

附註：(續)

- ii. Key items of the foreign currency forward contracts and the foreign currency option contracts are as follows:

- ii. 外匯遠期合約及外匯期權合約主要項目如下：

Nominal amounts 名義金額	Forward exchange rates 遠期匯率
At 30 June 2023 於2023年6月30日	
RMB138,200,000 人民幣138,200,000元	USD0.1447: RMB1 0.1447美元：人民幣1元
RMB69,300,000 人民幣69,300,000元	USD0.1443: RMB1 0.1443美元：人民幣1元

Nominal amounts 名義金額	Type 類型	Position 好倉／淡倉	Prices 價格
At 30 June 2023 於2023年6月30日			
USD100,000,000* 100,000,000美元*	Call 認購	Long 好倉	RMB6.8850: USD1 人民幣6.8850元：1美元
	Put 認沽	Short 淡倉	RMB6.8850: USD1 人民幣6.8850元：1美元
	Call 認購	Short 淡倉	RMB7.1500: USD1 人民幣7.1500元：1美元
At 31 December 2022 於2022年12月31日			
USD282,300,000* 282,300,000美元*	Call 認購	Long 好倉	RMB6.7315 to RMB6.9550: USD1 人民幣6.7315元至人民幣6.9550元：1美元
	Put 認沽	Short 淡倉	RMB6.7315 to RMB6.9550: USD1 人民幣6.7315元至人民幣6.9550元：1美元
	Call 認購	Short 淡倉	RMB7.1000 to RMB7.1500: USD1 人民幣7.1000元至人民幣7.1500元：1美元

* These are currency call/put option portfolios.

* 該等為貨幣認購／認沽期權組合。

The Group entered into several foreign currency forward contracts and foreign currency option contracts with certain banks as an economic hedge of the currency risk arising from certain of its bonds and bank borrowings denominated in USD. The fair value changes of the foreign currency forward contracts and the foreign currency option contracts were recognised in other gains and losses.

本集團與若干銀行訂立若干外匯遠期合約及外匯期權合約，以對若干以美元計值的債券及銀行借款產生的貨幣風險進行經濟對沖。外匯遠期合約及外匯期權合約的公平值變動於其他收益及虧損中確認。



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17. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

Notes: (Continued)

iii. Major items of CFCCS contracts are as follows:

The Company entered into several CFCCS contracts with banks as an economic hedge of the currency risk arising from the USD Bonds (as defined in Note 21) in the amount of USD400,000,000. The fair value changes of CFCCS contracts were recognised in other gains and losses. According to CFCCS agreements, at termination date, if the spot rate is equal to or less than the cap strike rate agreed (the "Cap Rate"), and equal to or greater than the floor strike rate (the "Floor Rate"), the Company will exchange RMB for USD at an exchange rate of 6.478; if the spot rate is greater than the Cap Rate, the Company will exchange RMB for USD at an exchange rate of $(6.478 + (\text{spot rate} - \text{Cap Rate}))$; if the spot rate is less than the Floor Rate, the Company will exchange RMB for USD at an exchange rate of $(6.478 + (\text{spot rate} - \text{Floor Rate}))$. At the same time, the Company will receive interest on USD nominal amount at the interest rate of 2.125% and pay interest on RMB nominal amount (translated from USD to RMB at the rate of 6.478) at the interest rate of fixed rate agreed (the "Fixed Rate") semi-annually until the termination date.

Nominal amounts 名義金額

At 30 June 2023

於2023年6月30日

USD400,000,000

400,000,000美元

Fixed Rate	2.84%-3.12%
固定利率	2.84%-3.12%
Floor Rate	6.00
下限匯率	6.00
Cap Rate	7.00 -7.20
上限匯率	7.00 -7.20

At 31 December 2022

於2022年12月31日

USD400,000,000

400,000,000美元

Fixed Rate	2.84%-3.12%
固定利率	2.84%-3.12%
Floor Rate	6.00
下限匯率	6.00
Cap Rate	7.00 -7.20
上限匯率	7.00 -7.20

iv. The valuation techniques used in determination of fair values of the interest rate swaps, foreign currency forwards, foreign currency options and CFCCS are disclosed in Note 28.

17. 衍生金融工具(續)

附註：(續)

iii. CFCCS合約的主要項目如下：

本公司與銀行訂立多份CFCCS合約，以其400,000,000美元的美元債券(定義見附註21)產生的貨幣風險進行經濟對沖。CFCCS合約的公平值變動計入其他收益及虧損。根據CFCCS協議，於終止日期，當即期匯率等於或低於約定的上限匯率(「上限匯率」)，且等於或高於下限匯率(「下限匯率」)，本公司將以6.478的匯率將人民幣兌換成美元；當即期匯率大於上限匯率，本公司將以 $(6.478 + (\text{即期匯率} - \text{上限匯率}))$ 的匯率將人民幣兌換成美元；當即期匯率低於下限匯率，本公司將以 $(6.478 + (\text{即期匯率} - \text{下限匯率}))$ 的匯率將人民幣兌換成美元。同時，本公司將以2.125%的利率收取美元名義金額的利息並按約定的固定利率(「固定利率」)每半年支付一次人民幣名義金額的利息(按6.478美元換算為人民幣)，直至終止日期。

iv. 釐定利率掉期、外匯遠期、外匯期權及CFCCS公平值所使用的估值技術均披露於附註28。



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18. TRADE AND OTHER PAYABLES

The following is an analysis of trade payables by age, presented based on the invoice date and the analysis used by the Group's management to monitor the Group's financial position.

18. 應付貿易賬款及其他應付款項

以下為按賬齡劃分的應付貿易賬款分析，按發票日期呈列，且該分析被本集團管理層用作監督本集團的財務狀況。

		30 June	31 December
		2023	2022
		2023年	2022年
		6月30日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Trade payables	應付貿易賬款		
– within 60 days	–60天以內	1,323,830	1,529,259
– beyond 60 days but within 120 days	–超過60天但於120天以內	397,162	547,128
– beyond 120 days but within 1 year	–超過120天但於一年以內	98,192	50,843
– beyond 1 year	–超過一年	20,282	21,748
Bills payables (Note)	應付票據(附註)	53,419	67,921
		1,892,885	2,216,899
Payables for acquisition of property, plant and equipment	購買物業、廠房及設備應付款項	298,594	277,694
Accrued staff costs	應計員工成本	275,546	314,268
Advanced payments from disposal of dairy cows	就出售乳牛的預收款項	9,751	15,017
Payables for acquisition of subsidiaries	收購附屬公司應付款項	165,830	263,536
Guarantee deposit	保證金	128,228	123,742
Payables for acquisition of non-controlling interests	收購非控股權益應付款項	21,677	20,894
Dividends payable	應付股息	5,541	5,341
Payables for investment in associates	對聯營公司投資的應付款項	1,913	3,588
Others	其他	44,396	47,722
		2,844,361	3,288,701

Note: Bills payables are with maturities within twelve months from the respective issuance dates.

附註：應付票據於各自發行日期起計十二個月內到期。



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19. BANK BORROWINGS

19. 銀行借款

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	2,907,457	4,831,164
Between one to two years	一年至兩年內	2,003,688	1,772,370
Between two to five years	兩年至五年內	2,903,145	1,453,997
Over five years	五年以上	368,452	526,054
		8,182,742	8,583,585
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示一年內到期款項	(2,907,457)	(4,831,164)
Amounts shown under non-current liabilities	非流動負債項下所示金額	5,275,285	3,752,421

The bank borrowings comprised:

銀行借款包括：

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Fixed-rate borrowings	定息借款	6,932,456	7,050,995
Variable-rate borrowings	浮息借款	1,250,286	1,532,590
		8,182,742	8,583,585

In February 2023, the Company entered into a facility agreement with several banks, under which the Group was allowed to borrow USD130,000,000 loan which will mature in February 2026 at floating interest rate determined as Secured Overnight Financing Rate ("SOFR")+1.5% per annum and the upfront fee amounted to USD1,350,000. The Group withdrew the net borrowing of USD128,650,000 (equivalent to RMB890,773,000) after deduction of the upfront fee in March 2023, and the effective interest rate is 7.38% per annum as at 30 June 2023.

於2023年2月，本公司與若干銀行訂立融資協議，據此，本集團獲准借入貸款130,000,000美元，將於2026年2月到期，每年按有抵押隔夜融資利率（「有抵押隔夜融資利率」）+1.5%的浮動利率及為數1,350,000美元的前期付款計息。本集團於2023年3月提取了經扣除前期付款後的借款淨額128,650,000美元（相當約人民幣890,773,000元），且2023年6月30日的實際年利率為7.38%。



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19. BANK BORROWINGS (Continued)

Save as set out above, the interest rate of the bank borrowings as at 30 June 2023 ranged from 1.65% to 4.20% (31 December 2022: 1.65% to 8.16%) per annum.

The Group's bank borrowings denominated in currencies other than the functional currencies of the relevant group entities are set out below:

USD

美元

19. 銀行借款(續)

除上述者外，於2023年6月30日，銀行借款的年利率介乎1.65%至4.20%（2022年12月31日：1.65%至8.16%）。

以有關集團實體的功能貨幣以外的貨幣計值的本集團銀行借款載列如下：

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
930,566	1,048,268

20. OTHER BORROWINGS

Other borrowings:
- From Mengniu (Note 27(c))
- From a state-owned enterprise (Note)
- Others

Carrying amounts repayable:
Within one year
Between one to two years
Between two to five years
Over five years

Less: Amounts due within one year shown under current liabilities
Amounts shown under non-current liabilities

其他借款：
-來自蒙牛(附註27(c))
-來自一間國有企業(附註)
-其他

應償還賬面值：
一年內
一年至兩年內
兩年至五年內
五年以上

減：於流動負債項下列示
一年內到期款項
非流動負債項下所示金額

20. 其他借款

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
285,457	35,785
150,530	147,615
100,920	110,419
536,907	293,819
284,019	22,704
93,928	79,833
8,430	43,667
150,530	147,615
536,907	293,819
(284,019)	(22,704)
252,888	271,115



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Note: In August 2022, pursuant to an investment agreement entered into between the Group and an enterprise owned by a local government of Inner Mongolia (the "SOE") in regard to the establishment of a target company, the SOE invested an amount of RMB172,431,000 to the target company, the objective of which is to invest in new dairy farms in local area with certain conditions attaching to it. The SOE is entitled to a fixed return of 2% per annum from its investment and will not share any variable returns from the target company. The investment period for each individual dairy farm should not exceed 7 years from the date the amount is invested. Upon the end of the investment period the target company will withdraw the capital from the relevant farm and the Group is obliged to return the portion of investment amount to the SOE. In addition, the SOE has the right to request the Group to purchase its investment in the target company in any particular invested farm upon the occurrence of certain contingent events. The target company has been accounted for as a wholly-owned subsidiary of the Company and the investment from the SOE is regarded as a borrowing granted to the Group in the condensed consolidated financial statements to reflect the economic substance of the arrangement as the SOE does not expose to any risks or entitle to any rewards (including profit distribution) as equity holder of the target company but receives fixed return. The borrowing with preferential interest rate is initially measured at fair value based on prevailing market interest rate and the difference of RMB26,735,000 between proceeds received and the fair value of the loan is treated as a government grant.

The interest rate of the other borrowings as at 30 June 2023 ranged from 3.35% to 7.65% (31 December 2022: 3.59% to 12.00%) per annum.

附註：2022年8月，根據本集團與內蒙古地方政府所屬企業（「國有企業」）就設立目標公司簽訂的投資協議，國有企業向目標公司投資人民幣172,431,000元，目的是在當地投資新建牧場並在其中附有若干條件。國有企業有權從其投資中獲得每年2%的固定回報，且不會分享目標公司的任何可變回報。單個牧場的投資期限不應超過自投資金額之日起計的7年。直至投資期結束，目標公司將從相關牧場撤資，本集團有義務將部分投資金額退還予國有企業。此外，在某些或然事件發生時，國有企業有權要求本集團購買其於目標公司在任何特定投資牧場的投資。目標公司已作為本公司的全資附屬公司入賬，來自國有企業的投資在綜合財務報表中被視為授予本集團的借款以反映該安排的經濟實質，因為國有企業作為目標公司的股東不承擔任何風險或享有任何回報（包括利潤分配），而是獲得固定回報。優惠利率借款按現行市場利率的公平值進行初始計量，收到的所得款項與借款公平值之間的差額人民幣26,735,000元作為政府補貼處理。

於2023年6月30日，其他借款的年利率介乎3.35%至7.65%（2022年12月31日：3.59%至12.00%）。



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21. LONG TERM BONDS

21. 長期債券

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Carrying amounts repayable:	應償還賬面值：		
Within one year	一年以內	35,615	34,944
Between two to five years	兩年至五年內	3,591,159	3,458,072
		3,626,774	3,493,016
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示 一年內到期款	(35,615)	(34,944)
Amounts shown under non-current liabilities	非流動負債項下所示金額	3,591,159	3,458,072

On 15 July 2021, the Company issued bonds in an aggregate principal amount of USD500 million which will mature on 14 July 2026 (the "USD Bonds"). The net proceeds of the USD Bonds amounted to USD495,165,000 (equivalent to RMB3,200,760,000) after deducting the underwriting discounts and commissions. The USD Bonds bear interest at the rate of 2.125% per annum, payable semi-annually in arrears. The Company used the proceeds from the USD Bonds for refinancing and general corporate purposes. The carrying amounts repayable within one year are interests payable.

於2021年7月15日，本公司發行本金總額為500百萬美元、將於2026年7月14日到期的債券（「美元債券」）。扣除包銷折扣及佣金後，美元債券的所得款項淨額為495,165,000美元（相當於人民幣3,200,760,000元）。美元債券按年利率2.125%計息，每半年支付一次。本公司將美元債券所得款項用於再融資及一般企業用途。一年內應償還賬面值為應付利息。



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22. SHARE CAPITAL

Ordinary shares of Hong Kong dollars ("HKS") 0.1 each	每股0.1港元(「港元」)的普通股
Authorised	法定
At 1 January 2022, 31 December 2022 and 30 June 2023	於2022年1月1日、2022年12月 31日及2023年6月30日
Issued and fully paid	已發行及繳足
At 1 January 2022, 31 December 2022 and 30 June 2023	於2022年1月1日、2022年12月 31日及2023年6月30日

Presented as

呈列為

22. 股本

Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
10,000,000	1,000,000
7,915,662	791,566
30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
675,869	675,869

23. SHARE-BASED PAYMENTS

On 26 March 2018 (the "Adoption Date"), the Company adopted a share award scheme (the "Share Award Scheme") to motivate and award the contribution of certain members of management and eligible employees of the Group. Subject to any early termination as may be determined by the board of directors, the Share Award Scheme is valid and effective for a period of 10 years commencing on the Adoption Date.

23. 以股份支付的付款

於2018年3月26日(「採納日期」)，本公司採納一項股份獎勵計劃(「股份獎勵計劃」)，以激勵及獎勵本集團若干管理層成員及合資格僱員的貢獻。除董事會可能釐定的任何提早終止外，股份獎勵計劃有效期十年，自採納日期起生效。



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23. SHARE-BASED PAYMENTS (Continued)

The shares to be awarded under the Share Award Scheme (the “Award Shares”) will be acquired by the Company through Dairy Fortune Limited (“Dairy Fortune”) which is 100% owned by Dairy Fortune (PTC) Limited (the “Trustee”) from the open market by cash contributed by the Group under the directions of the Company and will be held in trust for the relevant selected participants until such shares are vested. The maximum number of shares which may be purchased by the Trustee is set at no more than 1% of the number of issued ordinary shares of the Company at the preceding annual general meeting. Based on the trust arrangements among the Company, the sole shareholder of the Trustee and the Trustee, the Company is able to control the Trustee and its subsidiary, Dairy Fortune, pursuant to IFRS 10 Consolidated Financial Statements. Therefore, the Group accounts for the Trustee and Dairy Fortune as consolidated structured entities. The ordinary shares of the Company held by Dairy Fortune are accounted for as a debit to the Group’s reserve and are presented under the account of “Shares held under the Share Award Scheme” in the condensed consolidated financial statements.

During the six months ended 30 June 2023, Dairy Fortune didn’t purchased any ordinary shares from the open market (for the six months ended 30 June 2022: purchased 9,200,000 ordinary shares at total consideration of HK\$10,962,000 (equivalent to RMB9,073,000)).

In addition, the Group retained a total number of 3,323,871 vesting shares (for the six months ended 30 June 2022: 4,112,062) as a consideration of approximately HK\$3,357,000 (equivalent to RMB2,939,000) (for the six months ended 30 June 2022: HK\$5,222,000 (equivalent to RMB4,227,000)) for paying the individual income tax on behalf of those selected participants under the Share Award Scheme during the current period. The retained vesting shares were considered as repurchase from those selected participants and the Group remits the cash value of the repurchased equity instruments to the tax authority on behalf of those selected participants to settle the individual income tax in relation to the share-based payment.

23. 以股份支付的付款(續)

根據股份獎勵計劃將獎勵的股份(「獎勵股份」)由本公司透過Dairy Fortune (PTC) Limited(「受託人」)100%擁有的Dairy Fortune Limited(「Dairy Fortune」)按照本公司指示以本集團注資的現金從公開市場上收購，並將以信託方式為相關選定參與者持有，直至將有關股份歸屬。受託人可購入的股份數目上限設定為不得超過本公司於上一屆股東週年大會上已發行普通股數目的1%。根據本公司、受託人的唯一股東及受託人之間的信託安排，本公司根據國際財務報告準則第10號綜合財務報表能夠控制受託人及其附屬公司Dairy Fortune。因此，本集團將受託人及Dairy Fortune入賬列為綜合架構實體。Dairy Fortune所持本公司普通股入賬列為本集團儲備借記，並列示於簡明綜合財務報表的「根據股份獎勵計劃持有的股份」項下。

於截至2023年6月30日止六個月，Dairy Fortune並無從公開市場購買任何普通股(截至2022年6月30日止六個月：購買9,200,000股普通股，總代價為10,962,000港元(相當於人民幣9,073,000元))。

此外，本集團保留合共3,323,871股歸屬股份(截至2022年6月30日止六個月：4,112,062股)作為代表股份獎勵計劃下的選定參與者於本期間繳納個人所得稅的代價約3,357,000港元(相當於人民幣2,939,000元)(截至2022年6月30日止六個月：5,222,000港元(相當於人民幣4,227,000元))。保留的歸屬股份被視為從該等選定參與者回購，本集團代該等選定參與者將回購股權工具的現金價值寄回予以稅務機關，以結算與以股份支付的付款有關的個人所得稅。



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23. SHARE-BASED PAYMENTS (Continued)

(i) Share Award - i

On 25 March 2021, a total number of 23,200,000 Award Shares (“**Share Award - i**”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 11,600,000 Award Shares will be vested on 31 March 2022 (the “**Award Shares A**”), the remaining Award Shares of 11,600,000 will be vested on 31 March 2022 with one year lock-up period beginning from the vesting date (the “**Award Shares B**”).

The following table discloses movements of the Award Shares A and Award Shares B during the prior period:

Categories	類別	Outstanding as at 1 January 2022 於2022年 1月1日 尚未行使	Forfeited during the period 期內沒收	Vested during the period 期內歸屬	Outstanding as at 30 June 2022 於2022年 6月30日 尚未行使
Award Shares A	獎勵股份A	10,348,000	(61,000)	(10,287,000)	-
Award Shares B	獎勵股份B	10,348,000	(61,000)	(10,287,000)	-
		20,696,000	(122,000)	(20,574,000)	-

A total number of 20,574,000 shares of Award Shares A and Award Shares B were vested during the six months ended 30 June 2022, and the difference of RMB3,530,000 between the share award reserve of RMB29,140,000 and shares held under the Share Award Scheme of RMB25,610,000 for the shares vested was recognised in retained earnings.

23. 以股份支付的付款(續)

(i) 股份獎勵 - i

於2021年3月25日，合共23,200,000股獎勵股份(「**股份獎勵 - i**」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，11,600,000股獎勵股份將於2022年3月31日歸屬(「**獎勵股份A**」)，而餘下11,600,000股獎勵股份將於2022年3月31日歸屬，自歸屬日期起一年禁售期(「**獎勵股份B**」)。

下表披露獎勵股份A及獎勵股份B於上一期間的變動：

於截至2022年6月30日止六個月，合共20,574,000股獎勵股份A及獎勵股份B獲歸屬，股份獎勵儲備人民幣29,140,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣25,610,000元股份之間的差額金額人民幣3,530,000元於保留盈利確認。



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23. SHARE-BASED PAYMENTS (Continued)

(ii) Share Award - ii

On 9 December 2021, a total number of 8,565,000 Award Shares (“**Share Award - ii**”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 4,282,500 Award Shares will be vested on 31 March 2022 (the “**Award Shares C**”), the remaining Award Shares of 4,282,500 will be vested on 31 March 2022 with one year lock-up period beginning from the vesting date (the “**Award Shares D**”).

The following table discloses movements of the Award Shares C and Award Shares D during the prior period:

Categories	類別	Outstanding as at 1 January 2022 於2022年 1月1日 尚未行使	Forfeited during the period 期內沒收	Vested during the period 期內歸屬	Outstanding as at 30 June 2022 於2022年 6月30日 尚未行使
Award Shares C	獎勵股份C	4,282,500	–	(4,282,500)	–
Award Shares D	獎勵股份D	4,282,500	–	(4,282,500)	–
		8,565,000	–	(8,565,000)	–

A total number of 8,565,000 shares of Award Shares C and Award Shares D were vested during the six months ended 30 June 2022, and the difference of RMB2,026,000 between the share award reserve of RMB8,636,000 and shares held under the Share Award Scheme of RMB10,662,000 for the shares vested was recognised in retained earnings.

23. 以股份支付的付款(續)

(ii) 股份獎勵 - ii

於2021年12月9日，合共8,565,000股獎勵股份(「**股份獎勵 - ii**」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，4,282,500股獎勵股份將於2022年3月31日歸屬(「**獎勵股份C**」)，而餘下4,282,500股獎勵股份將於2022年3月31日歸屬，自歸屬日期起一年禁售期(「**獎勵股份D**」)。

下表披露獎勵股份C及獎勵股份D於上一個期間的變動：

於截至2022年6月30日止六個月，合共8,565,000股獎勵股份C及獎勵股份D獲歸屬，股份獎勵儲備人民幣8,636,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣10,662,000元股份之間的差額人民幣2,026,000元於保留盈利確認。



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23. SHARE-BASED PAYMENTS (Continued)

(iii) Share Award - iii

On 12 April 2022, a total number of 52,549,000 Award Shares (“Share Award - iii”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 26,274,500 Award Shares will be vested on the first anniversary of the grant date (the “Award Shares E”), the remaining Award Shares of 26,274,500 will be vested on the second anniversary of the grant date (the “Award Shares F”).

The following table discloses movements of the Award Shares E and Award Shares F during the reporting period:

Categories	類別	Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	Forfeited during the period 期內沒收	Vested during the period 期內歸屬	Outstanding as at 30 June 2023 於2023年 6月30日 尚未行使
Award Shares E	獎勵股份E	26,124,500	(535,500)	(25,589,000)	–
Award Shares F	獎勵股份F	26,124,500	(410,500)	–	25,714,000
		52,249,000	(946,000)	(25,589,000)	25,714,000

Categories	類別	Outstanding as at 1 January 2022 於2022年 1月1日 尚未行使	Granted during the period 期內授出	Forfeited during the period 期內沒收	Outstanding as at 30 June 2022 於2022年 6月30日 尚未行使
Award Shares E	獎勵股份E	–	26,274,500	(150,000)	26,124,500
Award Shares F	獎勵股份F	–	26,274,500	(150,000)	26,124,500
		–	52,549,000	(300,000)	52,249,000

23. 以股份支付的付款(續)

(iii) 股份獎勵 - iii

於2022年4月12日，合共52,549,000股獎勵股份(「股份獎勵 - iii」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，26,274,500股獎勵股份將於授出日期的第一個週年歸屬(「獎勵股份E」)，而餘下26,274,500股獎勵股份將於授出日期的第二個週年歸屬(「獎勵股份F」)。

下表披露獎勵股份E及獎勵股份F於報告期間的變動：



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23. SHARE-BASED PAYMENTS (Continued)

(iii) Share Award - iii (Continued)

The fair values of Award Shares E and Award Shares F were HK\$32,318,000 (equivalent to RMB26,304,000) and HK\$32,318,000 (equivalent to RMB26,304,000), respectively, which were determined based on the market price of the Company's shares at the grant date.

A total number of 25,589,000 shares of Award Shares E were vested during the six months ended 30 June 2023, and the difference of RMB4,870,000 between the share award reserve of RMB25,618,000 and shares held under the Share Award Scheme of RMB30,488,000 for the shares vested was recognised in retained earnings.

(iv) Share Award - iv

On 25 November 2022, a total number of 4,415,000 Award Shares (“**Share Award - iv**”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 2,207,500 Award Shares will be vested on 12 April 2023 (the “**Award Shares G**”), the remaining Award Shares of 2,207,500 will be vested on 12 April 2024 (the “**Award Shares H**”).

23. 以股份支付的付款(續)

(iii) 股份獎勵 - iii(續)

獎勵股份E及獎勵股份F的公平值分別為32,318,000港元(相當於人民幣26,304,000元)及32,318,000港元(相當於人民幣26,304,000元)，此乃根據本公司股份在授予日的市場價格釐定。

於截至2023年6月30日止六個月，合共25,589,000股獎勵股份E獲歸屬，股份獎勵儲備人民幣25,618,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣30,488,000元股份之間的差額人民幣4,870,000元於保留盈利確認。

(iv) 股份獎勵 - iv

於2022年11月25日，合共4,415,000股獎勵股份(「**股份獎勵 - iv**」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，2,207,500股獎勵股份將於2023年4月12日歸屬(「**獎勵股份G**」)，而餘下2,207,500股獎勵股份將於2024年4月12日歸屬(「**獎勵股份H**」)。



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23. SHARE-BASED PAYMENTS (Continued)

(iv) Share Award - iv (Continued)

The following table discloses movements of the Award Shares G and Award Shares H during the reporting period:

Categories	類別	Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	Forfeited during the period 期內沒收	Vested during the period 期內歸屬	Outstanding as at 30 June 2023 於2023年 6月30日 尚未行使
Award Shares G	獎勵股份G	2,207,500	(44,000)	(2,163,500)	-
Award Shares H	獎勵股份H	2,207,500	(44,000)	-	2,163,500
		4,415,000	(88,000)	(2,163,500)	2,163,500

The fair values of Award Shares G and Award Shares H were HK\$2,075,000 (equivalent to RMB1,895,000) and HK\$2,075,000 (equivalent to RMB1,895,000), respectively, which were determined based on the market price of the Company's shares at the grant date.

A total number of 2,163,500 shares of Award Shares G were vested during the six months ended 30 June 2023, and the difference of RMB721,000 between the share award reserve of RMB1,857,000 and shares held under the Share Award Scheme of RMB2,578,000 for the shares vested was recognised in retained earnings.

23. 以股份支付的付款(續)

(iv) 股份獎勵 - iv(續)

下表披露獎勵股份G及獎勵股份H於報告期間的變動：

獎勵股份G及獎勵股份H的公平值分別為2,075,000港元(相當於人民幣1,895,000元)及2,075,000港元(相當於人民幣1,895,000元)，此乃根據本公司股份在授予日的市場價格釐定。

於截至2023年6月30日止六個月，合共2,163,500股獎勵股份G獲歸屬，股份獎勵儲備人民幣1,857,000元與就所歸屬股份根據股份獎勵計劃持有的人民幣2,578,000元股份之間的差額人民幣721,000元於保留盈利確認。



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23. SHARE-BASED PAYMENTS (Continued)

(v) Share Award - v

On 28 April 2023, a total number of 69,882,000 Award Shares (“Share Award - v”) were granted to selected participants. If certain performance and service conditions are met, out of the total shares granted, 34,941,000 Award Shares will be vested on the first anniversary of the grant date (the “Award Shares I”), the remaining Award Shares of 34,941,000 will be vested on the second anniversary of the grant date (the “Award Shares J”).

The following table discloses movements of the Award Shares I and Award Shares J during the reporting period:

Categories	類別	Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	Granted during the period 期內授出	Forfeited during the period 期內沒收	Outstanding as at 30 June 2023 於2023年 6月30日 尚未行使
Award Shares I	獎勵股份I	–	34,941,000	–	34,941,000
Award Shares J	獎勵股份J	–	34,941,000	–	34,941,000
		–	69,882,000	–	69,882,000

The fair values of Award Shares I and Award Shares J were HK\$33,194,000 (equivalent to RMB29,279,000) and HK\$33,194,000 (equivalent to RMB29,279,000), respectively, which were determined based on the market price of the Company’s shares at the grant date.

23. 以股份支付的付款(續)

(v) 股份獎勵 - v

於2023年4月28日，合共69,882,000股獎勵股份(「股份獎勵 - v」)授予選定參與者。倘符合若干表現及服務條件，則於所有授出股份中，34,941,000股獎勵股份將於授出日期的第一個週年歸屬(「獎勵股份I」)，而餘下34,941,000股獎勵股份將於授出日期的第二個週年歸屬(「獎勵股份J」)。

下表披露獎勵股份I及獎勵股份J於報告期間的變動：

獎勵股份I及獎勵股份J的公平值分別為33,194,000港元(相當於人民幣29,279,000元)及33,194,000港元(相當於人民幣29,279,000元)，此乃根據本公司股份在授予日的市場價格釐定。



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23. SHARE-BASED PAYMENTS (Continued)

(v) Share Award - v (Continued)

A summary of the share award expense of the Group recognised during the reporting period is as follows:

Share Award - i
股份獎勵 - i
Share Award - ii
股份獎勵 - ii
Share Award - iii
股份獎勵 - iii
Share Award - iv
股份獎勵 - iv
Share Award - v
股份獎勵 - v
Total
總計

24. BUSINESS COMBINATION

As detailed in Note 14, Aiyangniu, a non-wholly owned subsidiary of the Company, acquired 100% equity interests in Yunyangniu in April 2023 and since then Yunyangniu became a non-wholly owned subsidiary of the Company. This acquisition has been accounted for as acquisition of business using the acquisition method.

The directors of the Company (the “Directors”) believe that that the acquisition can further leverage the advantages of synergy between Yunyangniu and the Group as a leading dairy farming operator within the industrial chain, and enhance the Group’s capability to provide services on dairy farm-related information technology solutions and artificial intelligence of things solutions for agriculture and animal husbandry through the Group’s existing ecological sharing platform to downstream customers.

23. 以股份支付的付款(續)

(v) 股份獎勵 - v(續)

本集團於報告期內確認的股份獎勵開支概要如下：

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
-	10,784
-	6,726
13,630	8,063
2,019	-
7,185	-
22,834	25,573

24. 業務合併

如附註14所詳述，本公司的非全資附屬公司愛養牛於2023年4月收購雲養牛的全部股權，自此雲養牛成為本公司的非全資附屬公司。此收購事項已使用收購法入賬為業務收購。

本公司董事(「董事」)相信，收購事項可進一步發揮雲養牛與本集團(作為奶業領軍企業)的產業鏈協同優勢，並通過本集團現有的生態共享平台，提升本集團為下游客戶提供農牧業牧場相關信息技術解決方案及人工智能物聯網解決方案服務的能力。



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24. BUSINESS COMBINATION (Continued)

24. 業務合併(續)

Consideration transferred and goodwill arising on acquisition:

轉讓代價及收購產生的商譽：

		RMB'000 人民幣千元
Cash consideration	現金代價	10,440
Add: fair value of the equity interest in Yunyangniu previously held by the Group	加：本集團之前持有雲養牛股權的公平值	8,640
Less: recognised amounts of net assets acquired	減：所收購資產淨值的確認金額	(8,608)
Goodwill arising on acquisition	收購時產生的商譽	10,472

Goodwill arose from the acquisition of Yunyangniu because the acquisition was expected to result in benefits of synergies, revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

收購雲養牛產生了商譽，因為預計收購將帶來協同效應、收入增長及未來市場發展的裨益。該等裨益不與商譽分開確認，因為不符合可辨認無形資產的確認標準。

Goodwill arising on the acquisition is not expected to be deductible for tax purposes.

預計收購事項產生的商譽均不可用於抵稅。

Assets acquired and liabilities recognised at the date of acquisition

於收購日期收購的資產及確認的負債

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	588
Right-of-use assets	使用權資產	1,408
Other intangible assets	其他無形資產	5,109
Inventories	存貨	54
Trade and other receivables and prepayments	應收貿易賬款及其他應收款項以及預付款項	3,973
Bank balances and cash	銀行結餘及現金	8,761
Trade and other payables	應付貿易賬款及其他應付款項	(10,098)
Lease liabilities	租賃負債	(1,187)
		8,608

The receivables acquired with a fair value of RMB1,421,000 at the date of acquisition had gross contractual amounts of RMB1,421,000. At acquisition date, it is estimated that there are no contractual cash flows that will not be collected.

所收購的應收款項於收購日期的公平值為人民幣1,421,000元，其合約總額為人民幣1,421,000元。估計於收購日期並無不能收取的合約現金流量。



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24. BUSINESS COMBINATION (Continued)

Net cash outflow on acquisition of Yunyangniu

Cash consideration transferred
Less: cash and cash equivalents acquired

轉讓現金代價
減：取得的現金及現金等價物

RMB'000

人民幣千元

10,440

(8,761)

1,679

Impact of acquisition on the results of the Group

Included in the profit for the period is loss of RMB132,000 incurred by Yunyangniu. Revenue for the period included RMB867,000 from Yunyangniu.

Had the acquisition of Yunyangniu been completed on 1 January 2023, revenue for the period of the Group would have been RMB6,634,376,000 and profit for the period would have been RMB215,723,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2023, nor is it intended to be a projection of future results.

In determining the 'pro-forma' profit of the Group had Yunyangniu been acquired at the beginning of the current period, the Directors calculated depreciation of property, plant and equipment, right-of-use assets and other intangible assets based on the recognised amounts of property, plant and equipment, right-of-use assets and other intangible assets at the date of the acquisition.

24. 業務合併(續)

收購雲養牛的現金流出淨額

收購事項對本集團業績的影響

期內溢利包括雲養牛產生的虧損人民幣132,000元。期內收入包括來自雲養牛的人民幣867,000元。

倘於2023年1月1日完成對雲養牛的收購，本集團的期內收入將為人民幣6,634,376,000元，而期內溢利將為人民幣215,723,000元。備考資料僅供說明之用，並不必然表示倘收購於2023年1月1日完成，本集團實際會實現的收入及經營業績，亦無意作為對未來業績的預測。

在釐定倘於本期間初已收購雲養牛的情況下本集團的「備考」溢利時，董事已根據物業、廠房及設備、使用權資產及其他無形資產於收購日期的已確認金額計算物業、廠房及設備、使用權資產及其他無形資產的折舊。



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25. CONTINGENT LIABILITIES

As set out in Note 38(d) to the Company's consolidated financial statements for the year ended 31 December 2022, at the date of acquisition, Zhongyuan Muye Company Limited ("Zhongyuan") was a respondent of an ongoing arbitration proceeding, which the claimant applied that Zhongyuan failed to supply goods to it in accordance with the terms of contract and the claimed compensation was approximately RMB407 million. According to the purchase agreement, the final amount of compensation payable by Zhongyuan will be borne by seller of Zhongyuan ("Zhongyuan Seller"). Accordingly, as mutually agreed with Zhongyuan Seller, an amount of RMB250 million has been temporarily withheld from the purchase consideration and will be payable to Zhongyuan Seller after deducting the final amount of settlement from the arbitration. According to other relevant agreements dated before 2023, the amount temporarily withheld from the purchase consideration (the "Withheld Amount") was partially offset and as at 31 December 2022, the remaining Withheld Amount was RMB188,713,000. During the current period, the Group paid RMB72,868,000 to Zhongyuan Seller and the Withheld Amount was reduced to RMB115,845,000 as at 30 June 2023. Zhongyuan had received a conclusive arbitral award from the arbitration commission dated on 3 February 2023 and the Withheld Amount as at 30 June 2023 is still greater than the compensation amount and trade receivable from certain subsidiaries of Zhongyuan Seller. During the execution of the arbitral award, Zhongyuan raised an application for execution objection to the arbitration commission, and in June 2023, the arbitration commission decided to suspend the execution of the award.

Save as disclosed above, there are no other material contingent liabilities at the end of the reporting period

25. 或然負債

如本公司截至2022年12月31日止年度的綜合財務報表附註38(d)所載，於收購日期，中元牧業有限公司(「中元」)是一項正在進行的仲裁程序的被申請人，當中申索人申請中元未能按照合約條款向其供應貨物，被要求的賠償為約人民幣407百萬元。根據購買協議，中元應付的最終賠償金額將由中元賣方(「中元賣方」)承擔。因此，經與中元賣方雙方約定，已從購買代價中暫扣人民幣250百萬元，應在扣除仲裁的最終結算金額後支付予中元賣方。根據2023年之前的其他相關協議，暫時從購買對價中預扣金額(「預扣金額」)被部分抵銷，截至2022年12月21日，剩餘的預扣金額為人民幣188,713,000元。於本期，本集團向中元賣方支付人民幣72,868,000元，而於2023年6月30日的預扣金額減少至人民幣115,845,000元。中元已收到仲裁委員會於2023年2月3日作出的最終仲裁裁決，於2023年6月30日預扣金額仍大於中元賣方某些附屬公司的賠償金額及應收貿易賬款。仲裁裁決執行期間，中元向仲裁委員會提出執行異議申請，仲裁委員會於2023年6月決定中止執行該裁決。

除上文所披露者外，於報告期末並無其他重大或然負債。



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26. CAPITAL COMMITMENTS

Capital expenditure contracted but not provided for, in respect of acquisition of property, plant and equipment

就收購物業、廠房及設備已訂約但未計提撥備的資本開支

26. 資本承擔

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
72,126	261,798

27. RELATED PARTY TRANSACTIONS

(a) Other than as disclosed elsewhere in the condensed consolidated financial statements, during the current period, the Group entered into the following transactions with related parties:

27. 關聯方交易

(a) 除簡明綜合財務報表其他部分所披露者外，於本期間，本集團與關聯方訂立以下交易：

Mengniu Group

Sales of raw milk
Purchase of liquid milk
Purchase of feeds

蒙牛集團

銷售原料奶
採購液態奶
採購飼料

Associates

Sales of feeds
Sales of biological assets
Purchase of feeds
Purchase of power and utilities
Purchase of raw materials
Purchase of equipment

聯營公司

銷售飼料
銷售生物資產
採購飼料
採購能源及公用設施
採購原材料
採購設備

Six months ended 30 June 截至6月30日止六個月

2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
4,684,047	4,473,662
2,305	–
–	60,114
8,570	–
25,129	–
29,594	–
22,809	18,609
1,713	–
932	–

The sales and purchase prices were determined on mutually agreed terms based on prices offered to independent third parties.

買賣價格乃根據向獨立第三方提供的價格按雙方協定的條款釐定。



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27. RELATED PARTY TRANSACTIONS (Continued)

(b) Other than as disclosed elsewhere in the condensed consolidated financial statements, at the end of the reporting period, the Group had the following balances with related parties other than borrowings:

Mengniu Group

Trade receivables

– raw milk

Prepayments

– liquid milk

蒙牛集團

應收貿易賬款

–原料奶

預付款項

–液態奶

Associates and a joint venture

Trade and other receivables

– feeds

– biological assets

Prepayments

– equipment

Trade and other payables

– feeds

– power and utilities

– raw materials

– equipment

聯營公司及合營企業

應收貿易賬款及其他應收款項

–飼料

–生物資產

預付款項

–設備

應付貿易賬款及其他應付款項

–飼料

–能源及公用設施

–原材料

–設備

27. 關聯方交易(續)

(b) 除簡明綜合財務報表其他部分所披露者外，於報告期末，本集團與關聯方有下列結餘(借款除外)：

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
727,787	849,273
14	3,118

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
5,196	9,398
36,785	61,915
–	2,677
10,475	23,390
3,067	6,591
692	1,878
791	10,029



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27. RELATED PARTY TRANSACTIONS (Continued)

27. 關聯方交易(續)

(c) Other borrowings

(c) 其他借款

Category	類別	As at 1 January 2023 於2023年 1月1日 RMB'000 人民幣千元 (audited) (經審核)	Addition during the period 期內新增 RMB'000 人民幣千元	Interest expense accrued during the period 期內累計 利息開支 RMB'000 人民幣千元	Repayment during the period 期內償還 RMB'000 人民幣千元	As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)
Loans from Mengniu	來自蒙牛的貸款	35,785	255,000	1,179	(6,507)	285,457

Loans from Mengniu carry interests at fixed rates from 3.35% to 6.00% (31 December 2022: 3.85% to 5.70%) per annum as at 30 June 2023. The Group recognised interest expense of RMB1,179,000 (for the six months ended 30 June 2022: RMB2,739,000) during the six months ended 30 June 2023.

於2023年6月30日，來自蒙牛的貸款按固定年利率3.35%至6.00%（2022年12月31日：3.85%至5.70%）計息。於截至2023年6月30日止六個月，本集團確認利息開支人民幣1,179,000元（截至2022年6月30日止六個月：人民幣2,739,000元）。

(d) Compensation of key management personnel

(d) 主要管理人員的薪酬

The emoluments of key management during the reporting period were as follows:

以下是主要管理人員於報告期間的酬金：

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)
Salaries and other benefits	薪金及其他福利	5,531	5,592
Recognition of equity-settled share-based payments	確認按股權結算以股份支付的付款	7,547	3,405
Retirement benefits scheme contributions	退休福利計劃供款	422	356
		13,500	9,353



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28. FAIR VALUE MEASUREMENTS

The Group's biological assets are measured at fair value less costs to sell, equity instruments at FVTOCI and derivative financial instruments are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these assets and liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorized (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Fair value hierarchy

Assets/(liabilities)	資產/(負債)
Biological assets	生物資產
Derivative financial assets	衍生金融資產
– Interest rate swaps	–利率掉期
– Foreign currency option contracts	–外匯期權合約
– CFCCS	–CFCCS
Equity instruments at FVTOCI	按公平值計入其他全面收入的權益工具
– Listed equity securities	–上市權益證券
– Unquoted equity investments	–未報價權益投資
Derivative financial liabilities	衍生金融負債
– Foreign currency forward contracts	–外匯遠期合約
– Foreign currency option contracts	–外匯期權合約

28. 公平值計量

本集團的生物資產按公平值減出售成本計量、按公平值計入其他全面收入的權益工具及衍生金融工具於報告期末按公平值計量。下表提供有關根據公平值計量的輸入數據的可觀察程度如何釐定該等資產及負債的公平值(特別是所使用的估值方法及輸入數據)，及公平值計量所劃分的公平值級別水平(第一至三級)的資料。

公平值級別

Fair value as at 30 June 2023 於2023年6月30日的公平值 RMB'000 人民幣千元 (unaudited) (未經審核)	Fair value as at 31 December 2022 於2022年12月31日的公平值 RMB'000 人民幣千元 (audited) (經審核)	Fair value hierarchy 公平值級別
11,207,443	10,631,171	level 3 第三級
–	16,945	level 2 第二級
–	5,257	level 2 第二級
120,585	19,154	level 2 第二級
36,478	67,461	level 1 第一級
38,482	38,768	level 3 第三級
(10,564)	–	level 2 第二級
(23,166)	(58,034)	level 2 第二級



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28. FAIR VALUE MEASUREMENTS (Continued)

Valuation techniques used in fair value measurements

The following table shows the valuation techniques used in measuring levels 2 and 3 fair values, as well as the significant unobservable inputs used in the valuation models as at 30 June 2023:

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Foreign currency forwards contracts	Discounted cash flow Future cash flow are estimated based on forward exchange rates (from observable forward exchange rates at the end of reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.	N/A	N/A
外匯遠期合約	貼現現金流量 未來現金流量乃根據遠期匯率(來自報告期末的可觀察遠期匯率)及合約遠期匯率估計，按反映多名對手方的信貸風險的利率貼現。	不適用	不適用
Foreign currency options contracts	Garman-Kohlhagen model	N/A	N/A
外匯期權合約	Garman-Kohlhagen模型	不適用	不適用
CFCCS	Garman-Kohlhagen model and Discounted cash flow Since it is fixed-to-fixed cross currency swap, future cash flows are estimated based on the contract. Different cash flows in different currencies are discounted via the corresponding curves, and netted into the same currency as at the valuation date.	N/A	N/A
CFCCS	Garman-Kohlhagen模型及貼現現金流量 由於是固定至固定的跨貨幣掉期，未來現金流量乃根據合約估計。不同貨幣的不同現金流量通過相應的曲線貼現，並在估值日以相同的貨幣淨額計算。	不適用	不適用
Unquoted equity investments	Market approach	Fair value is estimated based on value of comparable listed companies and discount for lack of liquidity.	An increase in the discount for lack of liquidity would result in a decrease in the fair value measurement of the unquoted equity investments.
未報價權益投資	市場法	公平值乃按可資比較上市公司的價值作出估計及就流動性不足貼現。	流動性不足貼現增加可導致未報價權益投資公平值計量減少。

28. 公平值計量(續)

公平值計量使用的估值方法

下表列示計量於2023年6月30日第二級及第三級公平值時所用的估值方法，以及估值模型所用的重大不可觀察輸入數據：



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28. FAIR VALUE MEASUREMENTS (Continued)

28. 公平值計量(續)

Valuation techniques used in fair value measurements (Continued)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Heifers and calves	The fair value of 14 months old heifers is determined by reference to the local market selling price.	Average local market selling prices of the heifers of 14 months old were estimated at RMB22,000 per head at 30 June 2023 (31 December 2022: RMB22,000).	An increase in the estimated local market selling price used would result in a smaller percentage increase in the fair value measurement of the heifers and calves, and vice versa.
小母牛及小牛	十四個月的小母牛公平值乃參考當地市場售價釐定。 The fair values of heifers and calves at age group less than 14 months are determined by subtracting the estimated feeding costs required to raise the cows from their respective age at the end of the reporting period to 14 months plus the margins that would normally be required by a raiser. Conversely, the fair values of heifers at age group older than 14 months are determined by adding the estimated feeding costs required to raise the heifers from 14 months old to their respective age at the end of the reporting period plus the margins that would normally be required by a raiser.	於2023年6月30日，十四個月的小母牛的平均當地市場售價估計為每頭人民幣22,000元(2022年12月31日：人民幣22,000元)。 Estimated average feeding costs per head plus margin that would normally be required by a raiser for heifers and calves younger than 14 months old is RMB19,428 at 30 June 2023 (31 December 2022: Range from RMB19,287); average estimated feeding costs per head plus margin that would normally be required by a raiser for heifers older than 14 months old is RMB19,563 at 30 June 2023 (31 December 2022: RMB19,415).	所用的估計當地市場售價增加將導致小母牛及小牛公平值計量的較小比例增加，反之亦然。 An increase in the estimated feeding costs plus the margin that would normally be required by a raiser used would result in a much smaller percentage increase/decrease in the fair value measurement of the heifers and calves older/younger than 14 months old, and vice versa.
	在小於十四個月的年歲組別的小母牛及小牛的公平值乃經減去將牛隻由其各自於報告期末的歲數培育至十四個月所須的估計飼養成本，加培育商一般所須利潤而釐定。相反地，在大於十四個月的年歲組別的小母牛的公平值乃經加上將小母牛由十四個月培育至其各自於報告期末的歲數所須的估計飼養成本，加培育商一般所須利潤而釐定。	於2023年6月30日，就小於十四個月的小母牛及小牛而言，每頭牛估計平均飼養成本加培育商一般所須利潤為人民幣19,428元(2022年12月31日：人民幣19,287元)；於2023年6月30日，就大於十四個月的小母牛而言，每頭牛平均估計飼養成本加培育商一般所須利潤為人民幣19,563元(2022年12月31日：人民幣19,415元)。	所用的估計飼養成本加培育商一般所須利潤增加將導致大於/小於十四個月的小母牛及小牛公平值計量的極小比例增加/減少，反之亦然。



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28. FAIR VALUE MEASUREMENTS (Continued)

28. 公平值計量(續)

Valuation techniques used in fair value measurements (Continued)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
Milkable cows	The fair values of milkable cows are determined by using the multi-period excess earnings method, which is based on the discounted future cash flows to be generated by such milkable cows.	The estimated feed costs per kg of raw milk used in the valuation process are ranged from RMB2.18 to RMB2.30 as at 30 June 2023 (31 December 2022: RMB2.13 to RMB2.30), based on the historical average feed costs per kg of raw milk after taking into consideration of inflation.	An increase in the estimated feed costs per kg of raw milk used would result in a smaller percentage decrease in the fair value measurement of the milkable cows, and vice versa.
奶牛	奶牛公平值透過使用多期超额收益法(基於將由有關奶牛產生的貼現未來現金流量)釐定。	於2023年6月30日，估值過程中使用的每公斤原料奶估計飼養成本為人民幣2.18元至2.30元(2022年12月31日：人民幣2.13元至2.30元)，乃基於每公斤原料奶的歷史平均飼養成本並計及通貨膨脹釐定。 A milkable cow could have as many as six lactation cycles. Estimated average daily milk yield at each lactation cycle is ranged from 33.55 kg to 35.75 kg as at 30 June 2023 (31 December 2022: 32.36 kg to 34.56 kg), depending on the number of the lactation cycles and the individual physical condition. 奶牛有六個哺乳期。截至2023年6月30日止六個月，各哺乳期的估計平均每日產奶量介乎33.55公斤至35.75公斤(2022年12月31日：32.36公斤至34.56公斤)，視哺乳期數目以及個別身體狀況而定。	所用的每公斤原料奶估計飼養成本增加可導致奶牛公平值計量的較小比例下降，反之亦然。 An increase in the estimated daily milk yield per head used would result in a smaller percentage increase in the fair value measurement of the milkable cows, and vice versa. 所用的估計每頭牛每日產奶量增加可導致奶牛公平值計量的較小比例提高，反之亦然。



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28. FAIR VALUE MEASUREMENTS (Continued)

28. 公平值計量(續)

Valuation techniques used in fair value measurements (Continued)

公平值計量使用的估值方法(續)

Types	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
類型	估值方法	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的相互關係
		<p>Estimated local future market price for raw milk is ranged from RMB4.09 per kg to RMB4.19 per kg at 30 June 2023 (31 December 2022: RMB4.27 to RMB4.38 per kg).</p> <p>於2023年6月30日，估計當地未來原料奶市價為每公斤人民幣4.09元至4.19元(2022年12月31日：每公斤人民幣4.27元至4.38元)。</p>	<p>An increase in the estimated average selling price of raw milk used would result in a much higher percentage increase in the fair value measurement of the milkable cows, and vice versa.</p> <p>所用的原料奶估計平均售價增加可導致奶牛公平值計量的極大比例增加，反之亦然。</p>
		<p>Discount rate for estimated future cash flow used is 12.20% at 30 June 2023 (31 December 2022: 12.50%).</p> <p>於2023年6月30日，所用估計未來現金流量的貼現率為12.20%(2022年12月31日：12.50%)。</p>	<p>An increase in the estimated discount rate used would result in a slightly smaller percentage decrease in the fair value measurement of the milkable cows, and vice versa.</p> <p>所用的估計貼現率增加可導致奶牛公平值計量的較小比例下降，反之亦然。</p>



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28. FAIR VALUE MEASUREMENTS (Continued)

Reconciliation of Level 3 fair value measurements of biological assets and equity instruments at FVTOCI

Balance at 1 January 2022 (audited)	於2022年1月1日的結餘(經審核)
Purchase	購買
Acquired on acquisition of subsidiaries	收購附屬公司時收購
Feeding and other related costs	飼養成本及其他相關成本
Decrease due to disposal	出售導致減少
Loss arising from changes in fair value less costs to sell of dairy cows	乳牛公平值變動減乳牛銷售成本產生的虧損
Total losses in other comprehensive income	於其他全面收入的虧損總額
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)
Balance at 1 January 2023 (audited)	於2023年1月1日的結餘(經審核)
Purchase	購買
Feeding and other related costs	飼養成本及其他相關成本
Decrease due to disposal	出售導致減少
Loss arising from changes in fair value less costs to sell of dairy cows	乳牛公平值變動減乳牛銷售成本產生的虧損
Total losses in other comprehensive income	於其他全面收入的虧損總額
At 30 June 2023 (unaudited)	於2023年6月30日(未經審核)

28. 公平值計量(續)

第三級公平值計量的生物資產與按公平值計入其他全面收入的權益工具的對賬

Equity instruments at FVTOCI	Biological assets
按公平值計入其他全面收入的權益工具	生物資產
RMB'000	RMB'000
人民幣千元	人民幣千元
2,655	9,404,924
19,524	19,501
-	329,251
-	1,337,342
-	(493,116)
-	(337,645)
(4,492)	-
17,687	10,260,257
38,768	10,631,171
-	26,050
-	1,581,442
-	(496,983)
-	(534,237)
(286)	-
38,482	11,207,443

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of the long term bonds was USD428,150,000 (equivalent to RMB3,093,726,000) (31 December 2022: USD424,362,500 (equivalent to RMB2,955,515,000)) which was classified as Level 1 of the fair value hierarchy based on quoted prices in active markets and its carrying amount amounted to USD501,920,000 (equivalent to RMB3,626,774,000) (31 December 2022: USD501,539,000 (equivalent to RMB3,493,016,000)) as at 30 June 2023.

The Directors consider that the carrying amounts of the remaining financial assets and financial liabilities measured at amortised cost in the condensed consolidated financial statements approximate their fair values.

並非按經常基準以公平值計量的金融資產及金融負債的公平值

長期債券的公平值為428,150,000美元(相當於人民幣3,093,726,000元)(2022年12月31日: 424,362,500美元(相當於人民幣2,955,515,000元)), 根據於活躍市場上的報價被分類為公平值級別的第一級, 其於2023年6月30日的賬面值為501,920,000美元(相當於人民幣3,626,774,000元)(2022年12月31日: 501,539,000美元(相當於人民幣3,493,016,000元))。

董事認為簡明綜合財務報表內按攤銷成本計量的餘下金融資產及金融負債的賬面值與其公平值相若。





MODERN FARMING
现代牧业

China Modern Dairy Holdings Ltd.

中國現代牧業控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1117



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