



CONTENTS

目錄

Chairman's Statement 董事長報告書	2
Financial Highlights 財務概要	12
Management Discussion and Analysis 管理層討論及分析	13
Corporate Governance Report 企業管治報告	20
Biographical Details of Directors 董事履歷詳情	37
Report of the Directors 董事報告書	43
Independent Auditor's Report 獨立核數師報告	72
Consolidated Statement of Comprehensive Income 綜合全面收益表	81
Consolidated Statement of Financial Position 綜合財務狀況表	85
Consolidated Statement of Changes in Equity 綜合權益變動表	87
Consolidated Statement of Cash Flows 綜合現金流量表	89
Notes to Financial Statements 財務報表附註	91
Corporate Information 公司資料	215

Chairman's Statement

董事長報告書

In 2020, the COVID-19 pandemic triggered a global crisis that made the year extraordinarily difficult for economies worldwide. The two major markets of C.P. Pokphand Co. Ltd. (the “Company”) and its subsidiaries (together the “Group”) were also affected. Despite facing the severe tests brought by COVID-19, and also the complex and changing environment at home and abroad, China was able to stay collected and pushed forward with epidemic control, implemented measures to propel economic and social development across the country and rolled out strategic plans on steadfast strides. As such, the Chinese economy started picking up steadily since the second quarter of the year, with production and demand warming up. China's gross domestic product for the year saw a 2.3% growth. As for Vietnam, although affected by the COVID-19 pandemic, she was able to contain the spread of the pandemic effectively with active preventive measures. In 2020, her gross domestic product grew by 2.9%, mainly driven by the manufacturing, industrial and construction sectors; the agricultural sector managed a 2.7% growth.

At the beginning of the year, the COVID-19 pandemic struck China hard and added uncertainties to the agri-food industry. The industry continued to face systematic pressures and challenges. Spread of the African swine fever, which began in 2019, eased during the year, but the disease is likely to stay for the long term. In 2020, governments at all levels in China earnestly implemented policies supportive of swine production, helping farmers to speed up resumption of capacity. Also, expecting African swine fever to persist, relevant preventive and control measures were taken to drive the resumption of swine production. As a result, overall swine market saw a recovery in supply and prices started coming down gradually. On the broiler side, supply going up and COVID-19 dampening consumption sentiment created an oversupply in the broiler market, hence causing prices to linger low.

Dedicated to encouraging enterprises to pursue sustainable and high-quality development, China has been tightening relevant environmental regulations, aiming to better protect the eco-environment. As such, the livestock industry is stepping into a new, ecology-driven era of development. Feed manufacturers, bounded by regulations, have stopped using antibiotics as feed additives, and are pushing for further transformation and upgrade. Scaled production is now becoming mainstream. These factors combined have posed systematic pressures and challenges to the traditional agri-food sector, yet they will also provide the industry with opportunities and the motivation to upgrade. The different challenges also presented the industry with the all-important prompt to embark on digitalisation. Employing new digital technology, animal farming, logistics and other related operations can be integrated, forming a digitalised swine production ecosystem – a step integral to the healthy, fast and continuous development of the industry.

二零二零年，新型冠狀病毒（「新冠」）疫情引發了一場全球性的危機，導致全球經濟陷入極其困難的一年。卜蜂國際有限公司（「本公司」）及其附屬公司（統稱「本集團」）的兩大市場亦受影響。面對新冠疫情帶來的嚴峻考驗和複雜多變的國內外環境，中國統籌全國上下推進疫情防控和支撐經濟社會發展的各項工作，堅決貫徹落實各項決策部署，令國民經濟從今年第二季度開始穩定恢復，生產穩中有升，需求企穩回暖，全年中國國民生產總值增長率達2.3%。至於越南，儘管受到新冠疫情影響，透過採取積極防控措施達致有效遏制病毒擴散，二零二零年的國民生產總值增長率達2.9%，其中製造業、工業和建築業為經濟增長的主要推動力，農業則錄得2.7%增長。

年初，新冠疫情給中國帶來了嚴重的衝擊，也給農牧食品產業帶來更多的不確定性，農牧食品產業持續面對系統性的壓力和挑戰。繼二零一九年非洲豬瘟疫情爆發後，至今雖然疫情總體趨緩，但疫病或會長期存在。二零二零年，中國各地認真落實生豬生產恢復扶持政策，加快養殖戶擴能增養，抓好非洲豬瘟常態化防控，有力推動生豬生產恢復，使生豬市場總體供應改善及價格呈現緩和的態勢。肉雞產業方面，受生產供應增加和新冠疫情期間消費不振的影響，肉雞市場供過於求的格局明顯，導致肉雞價格持續低位運行。

中國致力推動企業可持續和高品質發展，故對於企業的環保要求也越趨嚴格，重視加強生態環境保護，令畜牧業進入生態驅動的新時期。飼料生產企業按規範停止使用抗生素作飼料添加劑，進一步推進飼料生產企業轉型升級，規模化成主流。綜合上述因素影響，傳統農牧食品產業正面對系統性的壓力和挑戰，但也同時為行業帶來加速轉型升級的機遇和動力。各種困難亦帶來了產業數位化轉型升級的重要契機，借助新型數位技術，與養殖、物流等行業進行深度融合，形成生豬產業數位化生態圈，是實現產業健康、快速、持久發展的重要措施。

China's agri-food industry is massive, translating into multiple growth impetuses for the Group. The Group will continue its commitment to quality, safety, green practices and sustainable development. It will adopt international standards and use advanced technologies to ensure the high quality of its products and services and help bolster the CP brand. We aspire to become a world leader and an example to emulate in the modern agri-food sector.

In Vietnam, despite facing challenges from the COVID-19 pandemic, African swine fever and natural disasters, the economy still recorded modest growth in 2020. In recent years, Vietnam had signed a number of significant free trade agreements, including The Regional Comprehensive Economic Partnership with 14 other countries in 2020. To capture opportunities presented by those free trade agreements and push forward Vietnam's livestock industry reform, during the year, the prime minister of Vietnam approved the national animal husbandry development strategy for 2021-2030. The strategy centres around industrialisation and modernisation, sustainable development and meeting demand for high quality and safe food products in the country and from overseas. It also stresses using advanced technologies to boost competitiveness of the agri-food industry.

In late 2020, as a leader in the agri-food industry in Vietnam, the Group established Southeast Asia's largest integrated poultry production complex in Binh Phuoc province in Vietnam, producing poultry products for the domestic and export markets. Adopting the most advanced technology and supporting sustainable production, the establishment of this complex serves as the Group's important step towards capturing overseas demand for high quality and safe food products. We will continue to invest in latest technologies as well as contribute to a better environment. We believe the Group is at the forefront of benefitting from the increasing demand for safe and high quality agriculture products at home and abroad.

Looking ahead, continuing with the "Kitchen of the World" as its vision, the Group will push to integrate its core competencies and diligently pursue its integrated value-chain business model. We will embrace end-to-end quality control, as well as eco-friendly and green operations, offering safer and healthier food products that can meet the diverse needs of consumers.

Finally, I would like to express my heartfelt thanks to all members of the team for their efforts and contribution to the Group in the past year. My gratitude also goes to our shareholders and stakeholders for their unwavering trust and support over the years.

Soopakij Chearavanont
Chairman

Hong Kong, 24 February 2021

對集團來說，中國農牧食品產業的體量巨大，在多重發展驅動力的作用下，集團堅持品質、安全、綠色、可持續發展理念，用國際化的高標準、最先進的技術裝備，保證高品質的產品和服務，打造正大的品牌價值，做世界現代農牧食品產業化經營的典範和領先者。

在越南，雖然面對新冠疫情、非洲豬瘟和自然災害帶來的挑戰，但越南的經濟仍在二零二零年錄得溫和增長。近年，越南簽署了數份重要的自由貿易協定，包括於二零二零年與其他十四個國家簽署的《區域全面經濟夥伴關係協定》。為抓住自由貿易協定所帶來的機會並推動越南的畜牧業改革，越南總理於年內審批了二零二一至二零三零年的國家畜牧業發展戰略。該戰略側重於工業化和現代化、可持續發展、滿足國內外對高品質和安全食品的需求，亦強調應用先進科技來提高農牧食品產業的競爭力。

作為越南農牧食品產業的領先者，本集團於二零二零年末在越南平福省成立了東南亞規模最大的家禽全產業鏈生產基地，為國內和出口市場提供家禽產品。通過採用最先進的科技並支持可持續發展，該生產基地是集團抓住海外高品質和安全食品需求的重要一步。我們將繼續引進最先進的科技，同時為改善環境作出貢獻。我們相信本集團處於有利位置，受益於國內外對安全優質農產品的需求增加。

展望未來，本集團繼續秉持「做世界廚房」的企業願景，整合自身綜合優勢，堅持遵循全產業鏈的全程品質控制和綠色迴圈生態友好的發展模式，推出更安全、更健康的食品，以滿足消費者的多樣需求。

最後，本人謹此衷心感謝團隊全體成員在過去一年所付出的努力和貢獻，亦衷心感謝各股東及持分者一直以來對我們的信賴和支持。

謝吉人
董事長

香港，二零二一年二月二十四日



Aspiring to become the “Kitchen of the World”, we are dedicated to creating safe and high-quality products across the agri-food value chain, from feed milling, animal farming to food manufacturing. We embrace sustainability and advanced technologies as we continue to develop our business in China and Vietnam.

我們矢志成為「世界的廚房」，致力於為飼料生產、動物養殖到食品加工的農牧食品產業鏈提供安全和高質量的產品。隨著我們繼續拓展中國及越南的業務，我們融入可持續發展和先進科技的元素。





KITCHEN OF THE WORLD

China

中國





Investing in China for over 40 years, the “Chai Tai” name is well known and trusted in the country.

在中國投資超過四十年，「正大」品牌在國內享負盛名並為信心保證。



With over 25 years of experience in Vietnam,
our contribution to the country's agricultural and
social development has been recognized.

在越南擁有超過二十五年經驗，我們對越南
農業和社會發展的貢獻得到認可。

Vietnam

越南





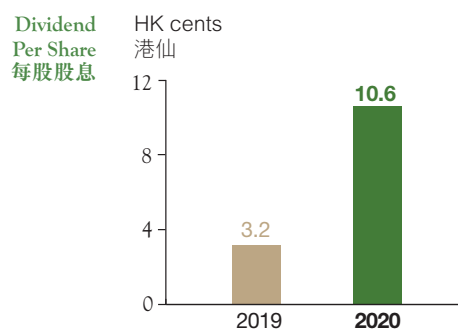
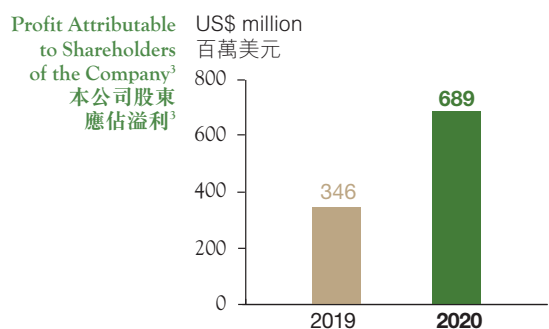
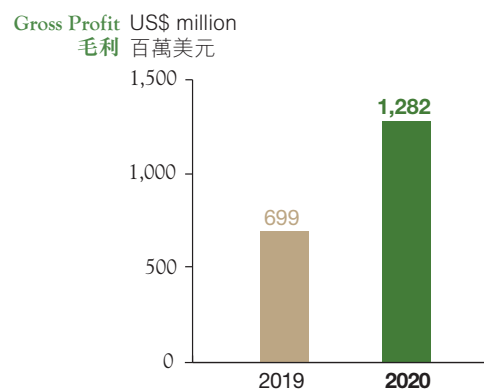
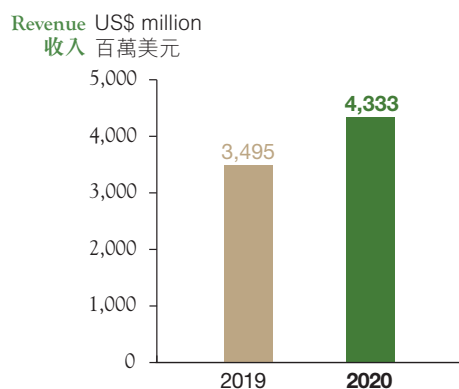


Financial Highlights

財務摘要

		2020	2019 (Restated) (經重列)
(Unit: US\$ million)	(單位: 百萬美元)		
Key Statement of Comprehensive Income Items	主要全面收益表項目		
Revenue	收入	4,333	3,495
Gross Profit	毛利	1,282	699
Share of Profit of a 35%-owned Associate – CTI	一家佔35%之聯營公司 – 正大投資 – 應佔溢利	66	–
Profit Attributable to Shareholders of the Company	本公司股東應佔溢利	2,155	346
Continuing Operations ¹	持續經營業務 ¹	519	217
Discontinued Operations	已終止經營業務	170	129
Gain on Deemed Disposal of CTI	視作出售正大投資之收益	1,466	–
Basic & Diluted Earnings Per Share (US cents) ²	每股基本及攤薄溢利(美仙) ²	8.507	1.365
Continuing Operations	持續經營業務	2.049	0.856
Discontinued Operations	已終止經營業務	0.670	0.509
Gain on Deemed Disposal of CTI	視作出售正大投資之收益	5.788	–
Total Dividend Per Share (HK cents)	每股股息(港仙)	10.6	3.2
Interim Dividend Per Share	每股中期股息	3.0	0.8
Final Dividend Per Share	每股末期股息	7.6	2.4

		2020	2019
(Unit: US\$ million)	(單位: 百萬美元)		
Key Statement of Financial Position Items	主要財務狀況表項目		
Property, Plant & Equipment	物業、廠房及設備	1,589	1,988
Investment in Associates	於聯營公司的投資	2,331	146
Total Assets	總資產	6,597	5,346
Total Bank Borrowings & Corporate Bond	總銀行借款及企業債券	1,136	1,735
Issued Capital	已發行股本	253	253
Shareholders' Equity	股東應佔權益	3,548	1,548
Total Equity	權益總額	4,033	1,967



Remarks 備註:

- In 2020, profit attributable to shareholders of the Company from continuing operations before effect of net changes in fair value of biological assets was US\$511 million (2019: US\$154 million).
二零二零年，生物資產公允價值變動淨額影響前之歸屬予本公司股東之持續經營業務之溢利為5.11億美元(二零一九年：1.54億美元)。
- Based on the profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares and convertible preference shares in issue during the year.
按本公司股東應佔本年溢利，及於本年內已發行普通股及可換股優先股之加權平均數計算。
- Profit attributable to shareholders of the Company excludes gain on deemed disposal of CTI.
剔除視作出售正大投資之收益之本公司股東應佔溢利。

Management Discussion and Analysis

管理層討論及分析

GROUP RESULTS

The Group operates in China and Vietnam. We are a leading agri-food industry player in both countries and our businesses range from feed milling, animal farming to food production.

During the year, the Group completed an important transaction in China, marking our strategic move to create a leading integrated swine business in China. The Group merged its China feed and swine food businesses under Chia Tai Investment Co. Ltd. (“CTI”), originally a subsidiary of the Group, with Charoen Pokphand Group’s (“CPG”) swine business in China. In this transaction, the Group contributed 87 China feed and 2 swine food companies (mainly engaged in sale of pork) valued at approximately US\$2.3 billion; CPG contributed 43 China swine companies, valued at approximately US\$4.3 billion. The merger was structured as an all-share transaction settled by CTI issuing new shares, representing 65% of CTI’s enlarged share capital, to CPG. Consequently, the Group’s shareholding in CTI reduced from 100% to 35%. The resulting business of CTI becomes a top 10 player in both animal feed and swine farming in China. This strategic move further strengthened the Group’s integrated agri-food business model in China and enables us to better capture growth opportunities arising from the commercialization of feed milling and swine farming in China.

The transaction was completed on 1 December 2020. As a result, the Group’s financial results for the year ended 31 December 2020 comprise, for the China part, of eleven months of its “old” China business and one month of its “new” China business. In other words, in the first eleven months of the year, the Group’s main businesses in China included feed, poultry farming, swine food and value-added processed food businesses. From 1 December 2020, the Group’s main businesses in China included (i) poultry farming and value-added processed food businesses operated by its subsidiaries, and (ii) feed and integrated swine businesses operated by CTI (and its subsidiaries), an associate of the Group.

In terms of financial reporting under consolidated statement of comprehensive income, continuing operations principally cover (i) our China poultry farming and value-added processed food businesses, (ii) share of profit of a 35%-owned associate – CTI – in China and (iii) our Vietnam operations. Discontinued operations principally include our China feed and swine food businesses.

集團業績

本集團於中國和越南營運，我們在這兩個國家均為農牧食品行業的領導者之一。我們的業務涵蓋飼料生產、動物養殖及食品加工。

年內，本集團於中國完成了一項重要交易，標誌著我們在中國建立領先的綜合豬業務之戰略舉措。本集團透過正大投資有限公司（「正大投資」）（前身為本集團之附屬公司）將其中國的飼料和豬食品業務與Charoen Pokphand Group（「CPG」）的中國豬業務合併。在此次交易中，本集團於中國的87家飼料公司和2家豬食品公司（主要從事豬肉銷售），合計代價約為23億美元，而CPG於中國的43家豬公司，合計代價約為43億美元。此項合併交易的結構為全股票交易，正大投資向CPG發行新股支付代價，佔正大投資發行後已擴大股本的65%。因此，本集團在正大投資的持股比例從100%降至35%。合併後的正大投資業務晉身了中國動物飼料和豬養殖行業的前十名。此戰略舉措進一步鞏固了本集團在中國的農牧食品業務全產業鏈模式，使我們更能抓住中國飼料和豬養殖行業集約化所帶來的增長機遇。

該項交易於二零二零年十二月一日完成。因此，本集團截至二零二零年十二月三十一日止年度財務業績的中國部分包含了首十一個月的「舊」中國業務和一個月的「新」中國業務。換句話說，本集團今年首十一個月的中國主營業務包括飼料、家禽養殖、豬食品和深加工食品業務。自二零二零年十二月一日起，本集團的中國主營業務包括(i)由其附屬公司經營的家禽養殖和深加工食品業務及(ii)由其聯營公司正大投資（及其附屬公司）經營的飼料和綜合豬業務。

財務報告方面，在綜合全面收益表上持續經營業務主要涵蓋(i)我們的中國家禽養殖和深加工食品業務、(ii)一家佔35%之中國聯營公司－正大投資－應佔溢利以及(iii)我們的越南業務，而已終止經營業務則主要包括我們的中國飼料和豬食品業務。

Management Discussion and Analysis 管理層討論及分析

GROUP RESULTS (continued)

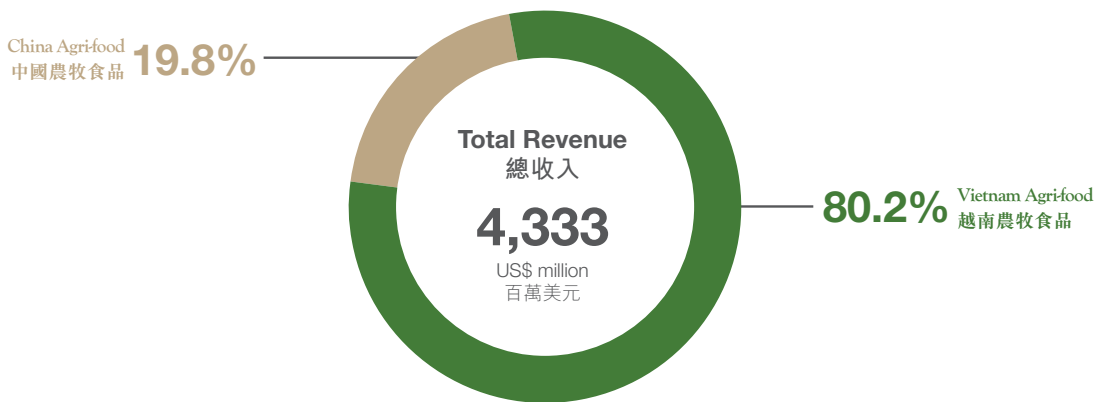
For the year ended 31 December 2020, the Group's revenue, which excludes discontinued operations, increased 24.0% to US\$4,333 million (2019: US\$3,495 million). Agri-food business in China contributed 19.8% of the Group's revenue while agri-food business in Vietnam contributed 80.2% of the Group's revenue. Overall gross profit margin for the year was 29.6% (2019: 20.0%). The Group's profit attributable to shareholders was US\$2,155 million. Excluding the one-off gain on the deemed disposal of CTI of US\$1,466 million, the Group's profit grew from US\$346 million in 2019 to US\$689 million in 2020. Extending the trend in the first nine months of 2020, the full year profit growth was mainly due to a significant increase in swine prices in Vietnam in 2020 when compared to 2019, resulting in higher profit margin from the Vietnam farming business.

Basic and diluted earnings per share were both US 8.507 cents (2019: US 1.365 cents). Excluding the one-off gain on the deemed disposal of CTI, basic and diluted earnings per share were both US 2.719 cents (2019: US 1.365 cents). The Board has proposed a final dividend per share ("DPS") of HK\$0.076. Including interim DPS of HK\$0.03, total DPS in 2020 was HK\$0.106 (2019: HK\$0.032). The Group also paid a special DPS of HK\$0.008 in 2020 to mark the Group's 40 years in China.

集團業績(續)

截至二零二零年十二月三十一日止年度，本集團剔除已終止經營業務之收入上升24.0%至43.33億美元(二零一九年：34.95億美元)。中國農牧食品業務佔本集團收入的19.8%，而越南農牧食品業務則佔本集團收入的80.2%。年內整體毛利率為29.6%(二零一九年：20.0%)。本集團股東應佔溢利為21.55億美元。剔除視作出售正大投資之一次性收益14.66億美元，本集團的利潤由二零一九年3.46億美元增加至二零二零年的6.89億美元。延續二零二零年首九個月的趨勢，全年利潤增長主要歸因於二零二零年越南生豬價格與二零一九年相比大幅上漲，使越南養殖業務的利潤率上升。

每股基本及攤薄後溢利為8.507美仙(二零一九年：1.365美仙)。剔除視作出售正大投資之一次性收益，每股基本及攤薄後溢利為2.719美仙(二零一九年：1.365美仙)。董事會建議派付末期股息每股0.076港元。若包括中期股息每股0.03港元，二零二零年合共派付股息每股0.106港元(二零一九年：0.032港元)。本集團於二零二零年亦派付每股0.008港元的特別股息以標注本集團在中國發展的四十週年。



BUSINESS REVIEW

Agri-food Business in China

At the beginning of 2020, the outbreak of COVID-19 brought China's economy to a halt and caused some operational delays and disruptions to the Group's businesses. As a leading agri-food player in China, we strive to maintain our production so as to enable a stable supply in the food production value chain. Nonetheless, while the performance of our feed business remained solid, those of our farm and food businesses situated in hard hit areas during the initial COVID-19 outbreak were impacted as a result of logistical issues.

The African swine fever situation in China started to come under control in 2020 but overall swine prices remained high. This situation motivated scaled farmers who have financial resources to increase swine production, driving demand for swine feed in the Group's targeted feed segment – the commercial segment. On the poultry side, the outbreak of African swine fever in 2019 led to some farmers switching to poultry farming but consumer demand was hit by COVID-19 in 2020. This situation resulted in an oversupply of poultry and subsequent decline in broiler prices, benefitting our poultry feed sales but hampering our poultry farming business.

Continuing Operations

Continuing operations in China cover our poultry farming and value-added processed food businesses. In 2020, revenue from continuing operations in China increased to US\$856 million from US\$714 million in 2019 as we continued to ramp up the production of our food factories. Overall gross profit margin of the Group's continuing operations decreased from 19.2% in 2019 to 4.6% in 2020, mainly affected by the operational disruptions caused by the initial outbreak of COVID-19 and the reduction in broiler prices as compared to 2019.

Discontinued Operations

Discontinued operations include our China feed and swine food businesses for the period covering 1 January 2020 to 30 November 2020. Revenue of the Group's discontinued operations in China, which was de-consolidated for the entire 2020, amounted to US\$4,182 million (full year 2019: US\$3,466 million). Profit for the period from discontinued operations attributable to shareholders was US\$170 million (full year 2019: US\$129 million).

業務回顧

中國農牧食品業務

二零二零年初，新冠的爆發使中國經濟陷入停頓，並導致本集團業務的營運滯後及受到干擾。作為中國領先的農牧食品企業，我們致力維持生產以確保食品產業鏈的穩定供應。儘管如此，雖然我們的飼料業務表現穩定，但我們位於新冠爆發初期受到嚴重打擊的地區之養殖和食品業務則因物流問題而受到影響。

中國非洲豬瘟的情況於二零二零年開始受到控制，但生豬價格仍然居高不下。這情況吸引了具豐富財務資源的規模養殖場增加生豬產量，拉動了本集團的重點飼料市場—商品市場—對豬飼料的需求。家禽方面，二零一九年非洲豬瘟的爆發導致一些養殖場轉型至家禽養殖，但消費者對家禽的需求卻受到二零二零年的新冠疫情打擊，導致家禽供過於求，肉雞價格隨後下跌。這使我們的家禽飼料業務銷售受益，但不利於我們的家禽養殖業務。

持續經營業務

於中國的持續經營業務包括我們的家禽養殖和深加工食品業務。二零二零年，隨著我們繼續擴大食品廠的產量，來自中國持續經營業務的收入從二零一九年的7.14億美元增長至8.56億美元。本集團持續經營業務的整體毛利率從二零一九年的19.2%下降至二零二零年的4.6%，主要由於新冠疫情的初期爆發導致營運受到干擾及肉雞價格與二零一九年相比有所下降。

已終止經營業務

已終止經營業務包括二零二零年一月一日至二零二零年十一月三十日期間營運的中國飼料和豬食品業務。本集團的中國已終止經營業務從二零二零年起終止合併，其收入錄得41.82億美元（二零一九年全年：34.66億美元）。已終止經營業務期內股東應佔溢利為1.70億美元（二零一九年全年：1.29億美元）。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (continued)

Agri-food Business in China (continued)

Discontinued Operations (continued)

The Group's China feed revenue for the first eleven months of 2020, which was de-consolidated for the entire 2020, amounted to US\$3,752 million (full year 2019: US\$3,159 million). Swine, poultry, aqua, other feed products and premix accounted for 50.4%, 31.8%, 7.0%, 6.7% and 4.1% of China feed revenue, respectively. China feed sales volume was 7.83 million tons (full year 2019: 6.93 million tons). Swine feed sales increased as China replenished swine inventory. Also, the switch to poultry farming due to the earlier African swine fever outbreak benefitted our poultry feed sales. Revenue from our swine food business for the first eleven months of 2020, which was de-consolidated for the entire 2020, amounted to US\$430 million, compared to US\$307 million in the full year of 2019, mainly due to the surge in swine prices compared to 2019.

Share of Profit of a 35%-owned Associate – CTI

CTI, as from the completion of the merger on 1 December 2020, is principally engaged in China feed and integrated swine businesses. The Group's share of profits of this 35%-owned associate as from the completion date was US\$66 million in 2020 (2019: Nil). This amount represented our 35% share of CTI's profit for the month of December 2020.

Agri-food Business in Vietnam

In 2020, Vietnam's economy remained relatively resilient under pressures from the COVID-19 pandemic, natural disasters and animal diseases. While Vietnam was inevitably affected by COVID-19, the impact on the country's local economy was less severe compared to other countries.

African swine fever had been a threat to the agri-food industry in Vietnam since early 2019 and continued into 2020, with the second wave hitting the industry in the fourth quarter of 2020. The outbreak of African swine fever caused a decline in swine population. Supply shortage in the market resulted in a surge in swine prices. Generally speaking, swine prices in 2020 hovered at historical high levels. High swine prices were beneficial to our swine farming business although lower swine population in Vietnam had some effect on the demand for swine feed. Overall, our Vietnam agri-food business remained strong.

業務回顧(續)

中國農牧食品業務(續)

已終止經營業務(續)

本集團的中國飼料業務從二零二零年起終止合併，其二零二零年首十一個月的收入錄得37.52億美元(二零一九年全年：31.59億美元)。豬、家禽、水產、其他飼料產品及預混合飼料分別佔中國飼料業務收入的50.4%、31.8%、7.0%、6.7%及4.1%。中國飼料銷量為783萬噸(二零一九年全年：693萬噸)。豬飼料的銷售受中國補欄帶動增加。此外，早前的非洲豬瘟疫情導致部分養殖戶轉向家禽養殖，使我們的家禽飼料銷售受益。豬食品業務從二零二零年起終止合併，其二零二零年首十一個月的收入錄得4.30億美元，而二零一九年全年為3.07億美元，這主要是由於與二零一九年相比豬價格上漲。

一家佔35%之聯營公司－正大投資－應佔溢利

正大投資自二零二零年十二月一日完成合併起的主要業務包括了中國飼料和綜合豬業務。從交易完成日起，本集團佔35%之聯營公司應佔溢利為0.66億美元(二零一九年：無)。此金額代表二零二零年十二月份我們於正大投資的35%應佔溢利。

越南農牧食品業務

二零二零年，在新冠疫情、自然災害和動物疾病的壓力下，越南經濟仍保持相對穩定。雖然越南也無可避免地受到新冠疫情的影響，但與其他國家相比，疫情對越南本地經濟的影響相對較輕。

自二零一九年初以來，非洲豬瘟一直對越南的農牧食品行業構成威脅，影響一直持續至二零二零年，而第二波的非洲豬瘟疫情於二零二零年第四季度再次打擊了該行業。生豬存欄隨著非洲豬瘟的爆發而減少，市場供應短缺使生豬價格上漲。二零二零年的生豬價格整體徘徊在歷史高位。生豬價格高企對我們的豬養殖業務有利，但越南生豬存欄的減少影響了豬飼料的需求。總體而言，我們的越南農牧食品業務保持強勁。

BUSINESS REVIEW (continued)

Agri-food Business in Vietnam (continued)

The Group's agri-food business in Vietnam generated revenue of US\$3,477 million, representing an increase of 25.0% year-on-year. Feed business accounted for 25.8% of the Group's Vietnam revenue, while farm and food businesses combined accounted for 74.2%. Overall gross profit margin of the Group's agri-food business in Vietnam leaped to 35.7% in 2020 (2019: 20.2%), mainly due to increased margin from our swine farming business.

In 2020, total feed sales volume in Vietnam decreased 4.0% year-on-year to 1.63 million tons but feed revenue increased 1.3% year-on-year to US\$899 million. Swine, poultry, aqua and other feed products accounted for 29.4%, 23.4%, 45.6% and 1.6% of this segment's revenue, respectively. Our swine feed sales reduced along with lower swine population. Furthermore, the COVID-19 pandemic dampened demand for poultry, impacting our poultry feed sales. On the other hand, the Group has expanded an effective shrimp feed marketing programme that successfully raised the sales of our higher priced shrimp feed, more than offsetting the decline in overall feed sales.

Combined revenue of the Group's farm and food businesses in Vietnam was US\$2,578 million, a 36.1% increase year-on-year. Swine farming continued to be the major revenue contributor of this segment. Favourable swine prices for the year lifted the performance of this segment. Average selling price of our fattening pigs in 2020 was approximately VND76,600 per kg while the average selling price was VND46,200 per kg in 2019 – an increase of 65.8% year-on-year.

OUTLOOK

Going into 2021, despite positive developments on the vaccine front, uncertainties stemming from the COVID-19 pandemic is expected to continue. Outbreak of animal diseases would also bring uncertainties and challenges to the Group – African swine fever remains a threat and the avian flu new variant is also posing new challenges to the agri-food industry. Overall, despite the solid results of 2020, we remain cautious for 2021.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2020, the Group had total assets of US\$6,597.2 million, representing an increase of 23.4% as compared to US\$5,345.8 million as at 31 December 2019.

Net debt (31 December 2020: US\$586.5 million, 31 December 2019: US\$1,292.5 million) to equity ratio (defined as total bank borrowings and corporate bond minus cash and deposits divided by total equity) was 0.15 as compared to 0.66 as at 31 December 2019.

業務回顧(續)

越南農牧食品業務(續)

本集團越南農牧食品業務收入按年上升25.0%至34.77億美元。飼料業務佔本集團越南收入的25.8%，而養殖及食品業務共佔74.2%。本集團越南農牧食品業務的整體毛利率於二零二零年大升至35.7%（二零一九年：20.2%），主要由於豬養殖業務的毛利率增加。

二零二零年，越南整體飼料銷量按年下降4.0%至163萬噸，而飼料收入則按年上升1.3%至8.99億美元，其中豬、家禽、水產及其他飼料產品分別佔29.4%、23.4%、45.6%及1.6%。我們的豬飼料銷售隨著生豬存欄減少而下降。此外，新冠疫情打擊家禽的需求，影響我們的家禽飼料銷售。另一方面，本集團擴大了一項有效的蝦飼料營銷計劃，成功提高價格較高的蝦飼料銷售，抵消了飼料整體銷售的下降。

本集團的越南養殖及食品業務整體收入按年上升36.1%至25.78億美元。豬養殖繼續為養殖及食品業務的主要收入來源。年內有利的平均生豬價格推動該業務的表現。我們的平均生豬價格於二零二零年為約每公斤76,600越南盾，而二零一九年則為約每公斤46,200越南盾，按年上升65.8%。

展望

進入二零二一年，儘管疫苗方面錄得進展，新冠疫情帶來的不確定性預計會持續。動物疾病的爆發也為本集團帶來不確定性及挑戰—非洲豬瘟仍然威脅著農牧食品行業，而新變種的禽流感也為其帶來了新挑戰。總體而言，儘管二零二零年的業績令人滿意，但我們對二零二一年維持謹慎態度。

資金流動性及財政資源

於二零二零年十二月三十一日，本集團之總資產為65.97億美元，較二零一九年十二月三十一日之53.46億美元，增加23.4%。

淨債務（二零二零年十二月三十一日：5.87億美元，二零一九年十二月三十一日：12.93億美元）對權益比率（定義為銀行借款及企業債券總額減現金及存款後除以權益總額）為0.15，相對二零一九年十二月三十一日之0.66。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES (continued)

Bank borrowings and corporate bond of the Group are denominated in U.S. dollars (31 December 2020: US\$746.8 million, 31 December 2019: US\$672.1 million), Vietnamese Dong (“VND”) (31 December 2020: US\$163.9 million, 31 December 2019: US\$343.5 million) and Renminbi (“RMB”) (31 December 2020: US\$225.2 million, 31 December 2019: US\$719.2 million).

As at 31 December 2020, the Group’s current portion of long-term borrowings amounted to US\$44.3 million (31 December 2019: US\$330.0 million), and fixed interest rate borrowings amounted to US\$136.1 million (31 December 2019: US\$361.0 million). During the year, the Group has entered into interest rate swap contracts to manage its interest rate exposure for the floating interest rate borrowings. As at 31 December 2020, the aggregate notional principal amount of these outstanding derivative financial instruments was US\$145.1 million.

All domestic sales in the PRC and Vietnam are transacted in RMB and VND respectively and export sales are transacted in foreign currencies. Foreign currencies are required for purchase of certain raw materials, equipment etc. The Group monitors foreign exchange movements and determines appropriate hedging activities when necessary. During the year, the Group has entered into forward exchange contracts to manage its exchange rate exposures of US\$ denominated liabilities against RMB and VND. As at 31 December 2020, the aggregate notional principal amount of these outstanding derivative financial instruments for US\$ against RMB and VND was US\$143.1 million.

CAPITAL STRUCTURE

The Group finances its working capital requirements through a combination of funds generated from operations and borrowings. The Group had time deposits and cash and cash equivalents of US\$537.5 million as at 31 December 2020, an increase of US\$112.8 million as compared to 31 December 2019.

CHARGES ON GROUP ASSETS

As at 31 December 2020, out of the total borrowings of US\$1,135.9 million (31 December 2019: US\$1,734.8 million) obtained by the Group, US\$115.2 million (31 December 2019: US\$186.7 million) was secured and accounted for 10.1% (31 December 2019: 10.8%) of the total borrowings. Certain of the Group’s property, plant and equipment and land use rights with an aggregate net book value of US\$128.8 million (31 December 2019: US\$207.7 million) were pledged as security.

資金流動性及財政資源(續)

本集團的總銀行借款及企業債券以美元(二零二零年十二月三十一日: 7.47億美元, 二零一九年十二月三十一日: 6.72億美元)、越南盾(二零二零年十二月三十一日: 1.64億美元, 二零一九年十二月三十一日: 3.44億美元)及人民幣(二零二零年十二月三十一日: 2.25億美元, 二零一九年十二月三十一日: 7.19億美元)作為單位。

於二零二零年十二月三十一日, 本集團長期借款之流動部分為0.44億美元(二零一九年十二月三十一日: 3.30億美元)及按固定利率計息之借款為1.36億美元(二零一九年十二月三十一日: 3.61億美元)。於本年內, 本集團已訂立利率掉期合同以管理其浮動利率借款的利率風險。於二零二零年十二月三十一日, 相關未到期衍生金融工具的面值合計為1.45億美元。

於中國和越南之所有國內銷售分別以人民幣和越南盾計算, 而出口銷售則以外幣計算。本集團於購買若干原材料及設備時均需支付外幣。本集團監控外匯變動, 必要時考慮適當的對沖活動。於本年內, 本集團已訂立遠期外匯合同以管理其美元負債兌人民幣及越南盾之匯率風險。於二零二零年十二月三十一日, 人民幣和越南盾之未到期衍生金融工具的面值合計為1.43億美元。

資本結構

本集團透過營運資金及借款應付其流動資金需求。於二零二零年十二月三十一日, 本集團持有定期存款及現金及現金等價物5.38億美元, 較二零一九年十二月三十一日增加1.13億美元。

本集團資產抵押

於二零二零年十二月三十一日, 本集團總借款為11.36億美元(二零一九年十二月三十一日: 17.35億美元), 其中1.15億美元(二零一九年十二月三十一日: 1.87億美元)借款需提供資產抵押, 佔總借款之10.1%(二零一九年十二月三十一日: 10.8%)。本集團已用作抵押之物業、廠房及設備及土地使用權賬面淨額合計為1.29億美元(二零一九年十二月三十一日: 2.08億美元)。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES

Guarantees were given by certain subsidiaries in the Group to financial institutions in the PRC for certain indebtedness of independent third party customers of the Group. In the case of financial guarantees provided which exceed the net asset value of the relevant subsidiaries, our maximum contingent liabilities are limited to the net asset value of these subsidiaries. The net asset value of the relevant subsidiaries as at 31 December 2020 was approximately US\$22.2 million (31 December 2019: US\$21.2 million). The contingent liabilities of the Group in respect of such guarantees as at 31 December 2020 were US\$10.2 million (31 December 2019: US\$10.5 million).

BIOLOGICAL ASSETS

As at 31 December 2020, the Group's biological assets amounted to US\$718.4 million (2019: US\$638.3 million). The increase in the value of biological assets during the year ended 31 December 2020 of US\$80.1 million (2019: US\$82.2 million) was mainly attributable to purchases and raising of biological assets of US\$1,151.2 million (2019: US\$1,749.1 million) minus sales of biological assets of US\$979.9 million (2019: US\$1,664.2 million). Details of the Group's biological assets are set out in note 20 to the financial statements of the annual report. During the year ended 31 December 2020, the Group recorded a positive net change in fair value of biological assets of US\$2.8 million (2019: US\$105.6 million). We have complied with relevant laws and regulations and have obtained the requisite licenses and permits for carrying out our farming business from relevant regulatory authorities, including the Investment Certificate issued by the Management Board of Dong Nai Industrial Zone in Vietnam.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS

Save for those disclosed in this annual report, there were no other significant investments held, nor material acquisitions or disposals during the year.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2020, the Group employed around 37,000 staff in the PRC, Vietnam and Hong Kong. The Group remunerates its employees based on their performance, experience and prevailing market conditions while performance bonuses are granted on a discretionary basis. Other employee benefits include, for example, medical insurance and training.

或有負債

本集團若干附屬公司在中國為獨立第三方客戶之若干債務向財務機構提供擔保。假若提供的財務擔保超過相關附屬公司之淨資產，本集團最高之或有負債則限於該等附屬公司之淨資產。相關附屬公司於二零二零年十二月三十一日之淨資產約為0.22億美元（二零一九年十二月三十一日：0.21億美元）。本集團於二零二零年十二月三十一日有關該等擔保之或有負債為0.10億美元（二零一九年十二月三十一日：0.11億美元）。

生物資產

於二零二零年十二月三十一日，本集團之生物資產合計7.18億美元（二零一九年：6.38億美元）。於截至二零二零年十二月三十一日止年度內生物資產上升0.80億美元（二零一九年：0.82億美元），主要由於購買及養殖生物資產合計11.51億美元（二零一九年：17.49億美元）減銷售生物資產合計9.80億美元（二零一九年：16.64億美元）。本集團生物資產的詳情載於年報內財務報表附註20。於截至二零二零年十二月三十一日止年度內，本集團錄得正0.03億美元（二零一九年：1.06億美元）生物資產公允值變動淨額。我們已遵守相關法規，並已從相關監管機構取得從事養殖業務所需要之執照及許可，包括於越南同奈工業區管理局所發的投資證書。

持有的重大投資、重大收購及出售

除本年報所披露外，本集團在本年內沒有持有任何其他重大投資，亦沒有進行任何重大收購或出售。

僱員及酬金政策

於二零二零年十二月三十一日，本集團於中國、越南及香港共聘用約37,000名僱員。本集團根據僱員的表現、經驗及現行的市場情況，釐訂其薪津，並酌情授予花紅。其他僱員福利包括例如：醫療保險及培訓。

Corporate Governance Report

企業管治報告

C. P. Pokphand Co. Ltd. (the “Company”) and its subsidiaries (collectively, the “Group”) is committed to maintaining high corporate governance standards, the principles of which are to uphold a high standard of ethics, transparency, accountability and integrity in all aspects of business and to ensure that affairs are conducted in accordance with applicable laws and regulations.

CORPORATE GOVERNANCE CODE

The Company applied the principles and complied with the code provisions set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) – Corporate Governance Code (the “Corporate Governance Code”) and the disclosure requirements of Corporate Governance Report throughout the year 2020.

THE BOARD

(a) Board Composition

As at the date of this report, the board of directors of the Company (the “Board”) comprises fifteen directors, including eight executive directors, two non-executive directors and five independent non-executive directors.

The biographical details of the directors of the Company (the “Directors”) and the relationships among the Directors are set out in the Biographical Details of Directors section of the annual report.

(b) Chairman and Chief Executive

Mr. Soopakij Chearavanont is the Chairman of the Group. Mr. Bai Shanlin and Mr. Sooksunt Jiumjaiswanglerg are the Chief Executive Officers of China area and Vietnam area respectively. The roles of the Chairman and the Chief Executive Officers are distinct and separate with a clear division of responsibilities. The Chairman is responsible for overseeing the function of the Board while the Chief Executive Officers are responsible for managing the Group’s business.

卜蜂國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)致力保持高度企業管治水平,其原則旨在維護公司在各業務方面均能貫徹高水平的道德、透明度、責任及誠信操守,並確保所有業務運作符合適用法律和法規。

企業管治守則

於二零二零年內,本公司已應用及遵守香港聯合交易所有限公司(「聯交所」)《證券上市規則》(「上市規則」)附錄十四所載之《企業管治守則》(「企業管治守則」)的原則和守則條文及《企業管治報告》的披露要求。

董事會

(a) 董事會的組成

截至本報告書日期止,本公司董事會(「董事會」)共有十五名成員,包括八名執行董事、兩名非執行董事及五名獨立非執行董事。

本公司所有董事(「董事」)的履歷及董事之間的關係載於年報「董事履歷詳情」一節。

(b) 董事長和行政總裁

謝吉人先生為本集團董事長。白善霖先生及 Sooksunt Jiumjaiswanglerg 先生分別為中國區及越南區的行政總裁。董事長與行政總裁的角色獨立分明、分工清晰。董事長負責監督董事會職能運作,行政總裁則負責管理本集團的業務。

THE BOARD (continued)

(c) Roles and Responsibilities

The Board, directly and through its committees, leads and provides direction for the management by laying down strategies and overseeing their implementation by the management, reviews the operational and financial performance, provides oversight to ensure that a sound system of risk management and internal control is in place, and performs corporate governance functions.

The non-executive Directors (including independent non-executive Directors) provide advisory, check and balances for effective and constructive contribution to the Board to safeguard interests of the shareholders and the Company as a whole.

The management is responsible for execution of business strategies and dealing with day-to-day operations.

(d) Independent Non-executive Directors

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all independent non-executive Directors are independent.

(e) Directors' Securities Transactions

The Company has adopted Appendix 10 of the Listing Rules – Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as the code of conduct for dealings in the Company’s securities by its Directors. All Directors responded to a specific inquiry by the Company and confirmed that they complied with the required standard set out in the Model Code during 2020.

董事會 (續)

(c) 角色及職責

董事會(直接及透過其委員會)帶領並指導管理層,其包括制定及監察管理層推行策略、檢討營運及財務表現,作出監督以確保設有良好的風險管理和內部監控系統,和履行企業管治職能。

非執行董事(包括獨立非執行董事)向董事會提供建議、核查和制衡,對維護股東及本公司的整體利益作出有效及建設性的貢獻。

管理層負責執行業務策略及處理日常運作。

(d) 獨立非執行董事

本公司已根據上市規則第3.13條收到每名獨立非執行董事就其獨立性而作出的年度確認函,並認為所有獨立非執行董事屬獨立人士。

(e) 董事的證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」),作為其董事買賣本公司證券的行為守則。所有董事回應本公司具體查詢及確認於二零二零年內,彼等已遵守標準守則內所載的規定標準。

Corporate Governance Report
企業管治報告

THE BOARD (continued)

(f) Directors' Training

All Directors have kept abreast of their responsibilities as directors of the Company and of the business activities and development of the Company. During 2020, all Directors, being eight executive Directors, namely, Mr. Soopakij Chearavanont, Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Narong Chearavanont, Mr. Bai Shanlin, Mr. Sooksunt Jiumjaiswanglerg, Mrs. Arunee Watcharananan and Mr. Yu Jianping; two non-executive Directors, namely, Mr. Meth Jiaravanont and Mr. Yoichi Ikezoe; and five independent non-executive Directors, namely, Mr. Vinai Vittavasgarnvej, Mrs. Vatchari Vimooktayon, Mr. Cheng Yuk Wo, Professor Dr. Pongsak Angkasith and General Udomdej Sitabutr, participated in continuous professional development by respectively attending one or more of the following: trainings organized by the Company and other professional organisations and director training webcasts and e-training provided by the Stock Exchange.

(g) General Meetings, Board Meetings and Board Committee Meetings

During the year ended 31 December 2020, the Company held one annual general meeting, one special general meeting, eleven Board meetings, five Audit Committee meetings, three Remuneration Committee meetings, two Nomination Committee meetings and two Corporate Governance Committee meetings.

The Directors are expected to devote sufficient time and attention to perform their duties and responsibilities. According to the bye-laws of the Company, Directors can attend board meetings in person or by means of telephone conference or similar communications equipment.

董事會(續)

(f) 董事培訓

所有董事均遵守作為本公司董事之責任，並與本公司之業務活動及發展並進。於二零二零年，所有董事，即八位執行董事：謝吉人先生、蔡益光先生、謝鎔仁先生、謝明欣先生、白善霖先生、Sooksunt Jiumjaiswanglerg先生、Arunee Watcharananan女士及于建平先生；兩位非執行董事：謝克俊先生及池添洋一先生；及五位獨立非執行董事：Vinai Vittavasgarnvej先生、Vatchari Vimooktayon女士、鄭毓和先生、Pongsak Angkasith教授及Udomdej Sitabutr將軍分別透過出席以下一項或多項參與持續專業發展：由本公司及其他專業機構舉辦的培訓及聯交所提供的董事培訓短片和網上培訓。

(g) 股東大會、董事會及董事會轄下的委員會會議

於截至二零二零年十二月三十一日止年度，本公司舉行了一次股東周年大會、一次股東特別大會、十一次董事會會議、五次審核委員會會議、三次薪酬委員會會議、兩次提名委員會會議和兩次企業管治委員會會議。

董事在履行其職責時須付出充分時間及關注。根據本公司細則，董事可親身出席或透過電話會議方式或類似的通訊設備參與董事會會議。

Corporate Governance Report
企業管治報告

THE BOARD (continued)

董事會(續)

(g) General Meetings, Board Meetings and Board Committee Meetings (continued)

(g) 股東大會、董事會及董事會轄下的委員會會議(續)

The attendance of each Director of the meetings in 2020 is set out in the following table:

下表列載每位董事於二零二零年出席會議的出席率：

		No. of meetings attended/held 出席次數/會議舉行次數						
		Annual General Meeting 股東 周年大會	Special General Meeting 股東 特別大會	Board	Audit Committee 審核 委員會	Remuneration Committee 薪酬 委員會	Nomination Committee 提名 委員會	Corporate Governance Committee 企業管治 委員會
<i>Executive Directors</i>		<i>執行董事</i>						
Mr. Soopakij Chearavanont (Chairman)	謝吉人先生(董事長)	1/1	0/1	10/11	-	-	-	-
Mr. Adirek Sripratak	蔡益光先生	1/1	0/1	11/11	-	3/3	2/2	-
Mr. Suphachai Chearavanont	謝鎔仁先生	0/1	0/1	7/11	-	1/3	1/2	-
Mr. Narong Chearavanont	謝明欣先生	1/1	0/1	10/11	-	-	-	-
Mr. Bai Shanlin	白善霖先生	0/1	1/1	9/11	-	-	-	-
Mr. Sooksunt Jiumjaiswanglerg	Sooksunt Jiumjaiswanglerg先生	1/1	0/1	11/11	-	-	-	-
Mrs. Arunee Watcharananan	Arunee Watcharananan女士	1/1	0/1	11/11	-	-	-	-
Mr. Yu Jianping	于建平先生	0/1	1/1	11/11	-	-	-	-
<i>Non-executive Directors</i>		<i>非執行董事</i>						
Mr. Meth Jiaravanont	謝克俊先生	0/0	0/0	9/11	5/5	-	-	2/2
Mr. Yoichi Ikezoe	池添洋一先生	1/1	1/1	10/11	-	-	-	-
<i>Independent Non-executive Directors</i>		<i>獨立非執行董事</i>						
Mr. Vinai Vittavasarnvej	Vinai Vittavasarnvej先生	1/1	0/1	11/11	5/5	3/3	-	-
Mrs. Vatchari Vimooktayon	Vatchari Vimooktayon女士	1/1	0/1	11/11	-	3/3	2/2	-
Mr. Cheng Yuk Wo	鄭毓和先生	1/1	1/1	11/11	5/5	-	-	2/2
Professor Dr. Pongsak Angkasith (1)	Pongsak Angkasith教授(1)	-	0/1	4/4	2/2	-	-	1/1
General Udomdej Sitabutr (1)	Udomdej Sitabutr將軍(1)	-	0/1	4/4	-	2/2	-	-
Mr. Ma Andrew Chiu Cheung (2)	馬照祥先生(2)	0/1	-	6/7	3/3	0/1	1/2	1/1
Mr. Sombat Deo-isres (3)	Sombat Deo-isres先生(3)	1/1	-	7/7	-	1/1	2/2	1/1
Mr. Sakda Thanitcul (3)	Sakda Thanitcul先生(3)	0/1	-	6/7	3/3	-	1/2	1/1

Notes:

附註：

- (1) Each of Professor Dr. Pongsak Angkasith and General Udomdej Sitabutr was appointed as an Independent Non-executive Director of the Company with effect from 6 June 2020.
- (2) Mr. Ma Andrew Chiu Cheung retired from the Board with effect from the conclusion of the annual general meeting of the Company held on 5 June 2020 (the "2020 AGM").
- (3) Each of Mr. Sombat Deo-isres and Mr. Sakda Thanitcul resigned from the Board with effect from the conclusion of the 2020 AGM.

- (1) Pongsak Angkasith教授及Udomdej Sitabutr將軍分別獲委任為本公司獨立非執行董事，於二零二零年六月六日生效。
- (2) 馬照祥先生退任董事會職務，於二零二零年六月五日舉行之本公司股東周年大會(「二零二零年股東周年大會」)結束時生效。
- (3) Sombat Deo-isres先生及Sakda Thanitcul先生分別辭任董事會職務，於二零二零年股東周年大會結束時生效。

Corporate Governance Report 企業管治報告

THE BOARD (continued)

(h) Accountability and Audit

The Board is responsible for presenting a balanced, clear and understandable assessment of the Company's performance in annual and interim reports.

The Directors acknowledge their responsibility for preparing the financial statements, which give a true and fair view of the financial position of the Group and the financial performance and cash flows of the Group in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. The statement of the auditor of the Company about its responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report section of the annual report.

The Board considers that, in preparing the financial statements, the Group has applied appropriate accounting policies that are consistently adopted and made judgements and estimates that are reasonable and prudent in accordance with the applicable accounting standards.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

BOARD DELEGATION

The Board has delegated authority to four committees which operate under their respective defined terms of reference. The terms of reference of the Nomination Committee, the Remuneration Committee and the Audit Committee are available on the Company's website. The attendance of each committee member to the committee meetings in 2020, by name, is set out above.

(i) Audit Committee

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Cheng Yuk Wo (Chairman), Mr. Vinai Vittavasarnvej and Professor Dr. Pongsak Angkasith (appointed in June 2020) and a non-executive Director, Mr. Meth Jiaravanont. Mr. Ma Andrew Chiu Cheung was previously Chairman from 2005 to May 2019 and a member from May 2019 until his retirement from the Board in June 2020. Mr. Sakda Thanitcul was previously a member from 2008 until his resignation from the Board in June 2020.

董事會(續)

(h) 問責及審核

董事會負責在年報及中期報告對本公司之表現作出平衡、清晰及容易理解的評估。

董事確認其編製財務報表的責任，財務報表須按照《國際財務報告準則》及香港《公司條例》的披露要求真實而中肯地反映本集團的財務狀況、本集團財務表現及現金流量的狀況。本公司核數師就其對本集團財務報表的責任之聲明載於年報「獨立核數師報告」一節。

董事會認為本集團在編製財務報表時已一貫地採納適當的會計政策，並根據適用的會計準則作出合理及審慎的判斷與估計。

董事確認經作出一切合理查詢後，就彼等所知、所悉及所信，彼等並不知悉任何重大不明朗之事件或情況，可能會對本公司持續經營能力造成重大疑慮。

董事會授權

董事會轄下授權四個委員會按照各委員會明確的職權範圍運作，提名委員會、薪酬委員會和審核委員會的職權範圍已載於本公司網站。每名委員會成員於二零二零年出席各委員會會議的出席率具名列載於上述部份。

(i) 審核委員會

審核委員會現由三名獨立非執行董事即鄭毓和先生(主席)、Vinai Vittavasarnvej先生及Pongsak Angkasith教授(於二零二零年六月獲委任)及非執行董事謝克俊先生所組成。馬照祥先生曾自二零零五年至二零一九年五月擔任主席及自二零一九年五月為成員，直至彼於二零二零年六月退任董事會職務。Sakda Thanitcul先生曾自二零零八年為成員，直至彼於二零二零年六月辭任董事會職務。

BOARD DELEGATION (continued)

(i) Audit Committee (continued)

The Audit Committee is delegated by the Board with the primary responsibility to provide independent oversight of the Group's financial reporting, risk management and internal control systems. The Audit Committee is provided with sufficient resources, including support from the Internal Audit Department, external auditor and management, to perform its duties in reviewing the Group's financial results, material financial, operational and compliance controls.

During 2020, the Audit Committee held five meetings. The following is a summary of work of the Audit Committee in 2020:

- reviewed the related financial information set out in the annual report and the annual results announcement for the year ended 31 December 2019, and gave recommendations to the Board for approval;
- reviewed the report from the external auditor to the Audit Committee for the year ended 31 December 2019;
- reviewed the related financial information set out in the interim report and the interim results announcement for the six months ended 30 June 2020, and gave recommendations to the Board for approval;
- reviewed the report from the external auditor to the Audit Committee for the six months ended 30 June 2020;
- Reviewed the positive profit alert announcements and the announcement pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Future Ordinance, and gave recommendations to the Board for approving the publication of such announcements before the publication of the annual results for the year ended 31 December 2019 and the interim results for the six months ended 30 June 2020 and the quarterly results for the three months ended 31 March 2020 respectively;
- reviewed the internal audit reports of the Group;
- reviewed the audit and non-audit services undertaken by the external auditor; and
- reviewed the effectiveness of the risk management and internal control systems.

董事會授權(續)

(i) 審核委員會(續)

審核委員會由董事會授權，主要負責獨立監督本集團的財務匯報、風險管理及內部監控系統。審核委員會備有充足資源，包括由內部審計部門、外聘核數師與管理層提供所需支援，以執行審核本集團財務業績、重要財務、營運及合規監控的工作。

於二零二零年，審核委員會召開了五次會議，以下為審核委員會於二零二零年的工作摘要：

- 審閱截至二零一九年十二月三十一日止年度的年報及全年業績公告所載之相關財務資料，並建議董事會通過；
- 審閱外聘核數師致審核委員會截至二零一九年十二月三十一日止年度的報告；
- 審閱截至二零二零年六月三十日止六個月的中期報告及中期業績公告所載之相關財務資料，並建議董事會通過；
- 審閱外聘核數師致審核委員會截至二零二零年六月三十日止六個月的報告；
- 審閱盈喜預告公告及根據上市規則第13.09(2)條及證券及期貨條例第XIVA部項下的內幕消息條文發出的公告，並建議董事會批准於刊發截至二零一九年十二月三十一日止年度全年業績和截至二零二零年六月三十日止六個月之中期業績及截至二零二零年三月三十一日止三個月之季度業績前，分別刊發該等公告；
- 審閱本集團內部審計報告；
- 審閱由外聘核數師所進行的審核及非審核服務；及
- 審閱風險管理和內部監控系統的成效。

Corporate Governance Report
企業管治報告

BOARD DELEGATION (continued)

(i) Audit Committee (continued)

Subsequent to the year end, the Audit Committee reviewed the related financial information set out in the annual report and the annual results announcement for the year ended 31 December 2020 and gave recommendations to the Board for approval.

The Audit Committee is also responsible for the appointment, re-appointment and removal of the external auditor, and the approval of the remuneration and the terms of engagement of the external auditor. To ensure the external auditor's independence, the Audit Committee reviewed the audit and non-audit services undertaken by the external auditor during the year.

During 2020, the remuneration paid by the Group to the external auditor is set out below:

董事會授權 (續)

(i) 審核委員會 (續)

於年度結束後，審核委員會審閱截至二零二零年十二月三十一日止年度的年報及全年業績公告內所載之相關財務資料，並建議董事會通過。

審核委員會亦負責外聘核數師之委任、續聘和罷免及審批外聘核數師的酬金與聘用條款。為確保外聘核數師的獨立性，審核委員會已檢討於年內由外聘核數師所進行的審核及非審核服務。

於二零二零年，本集團支付外聘核數師的酬金如下：

Category of Services	服務類別	2020 二零二零年 (US\$'000) (美元千元)
Audit Services	審核服務	2,436
Review engagements and agreed-upon procedures	審閱委聘及 執行商定程序	577
		3,013
Other services	其他服務	1,060
Total	總額	4,073

BOARD DELEGATION (continued)

(ii) Remuneration Committee

The Remuneration Committee currently comprises three independent non-executive Directors, namely Mr. Vinai Vittavasgarnvej (Chairman), Mrs. Vatchari Vimooktayon and General Udomdej Sitabutr (appointed in June 2020) and two executive Directors, namely Mr. Adirek Sripratak and Mr. Suphachai Chearavanont. Mr. Ma Andrew Chiu Cheung was previously Chairman from April 2012 to May 2019 and a member from May 2019 until his retirement from the Board in June 2020. Mr. Sombat Deo-isres was previously a member from September 2005 until his resignation from the Board in June 2020.

The Remuneration Committee is delegated by the Board with the primary responsibilities to make recommendations to the Board on remuneration policy and structure for all directors and senior management, and consider and recommend to the Board the remuneration packages of individual executive directors and senior management.

The primary objective of the Remuneration Committee is to ensure that the Company is able to attract, retain and motivate high-caliber employees who are critical to the success of the Company, thereby enhancing the value of the Company to its shareholders. The objective of the Company's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practices.

During 2020, the Remuneration Committee held three meetings to determine remuneration packages for the Directors and senior management and other remuneration matters.

Details of remuneration paid to the Directors (including the executive Directors who are regarded as the Company's senior management) for 2020 are set out in note 10 to financial statements.

董事會授權(續)

(ii) 薪酬委員會

薪酬委員會現由三名獨立非執行董事即 Vinai Vittavasgarnvej先生(主席)、Vatchari Vimooktayon女士及Udomdej Sitabutr將軍(於二零二零年六月獲委任)及兩名執行董事即蔡益光先生和謝鎔仁先生所組成。馬照祥先生曾於二零一二年四月至二零一九年五月擔任主席及自二零一九年五月為成員，直至彼於二零二零年六月退任董事會職務。Sombat Deo-isres先生曾自二零零五年九月為成員，直至彼於二零二零年六月辭任董事會職務。

薪酬委員會由董事會授權，主要負責就董事及高級管理人員的全體薪酬政策及架構向董事會提出建議和考慮及向董事會建議個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會主要目標是確保本公司能夠吸引、挽留及激勵高質素僱員，鼓勵他們繼續為本公司的成功作出貢獻，從而為本公司股東創造價值。本公司的薪酬政策旨在根據業務所需及行業慣例，保持公平而具競爭力的僱員薪酬。

於二零二零年，薪酬委員會召開了兩次會議以釐定董事和高級管理人員的薪酬及其他薪酬事宜。

於二零二零年，向董事(包括被視為本公司高級管理人員之執行董事)支付的薪酬之詳情載列於財務報表附註10。

Corporate Governance Report 企業管治報告

BOARD DELEGATION (continued)

(iii) Nomination Committee

The Nomination Committee currently comprises three independent non-executive Directors, namely Mrs. Vatchari Vimooktayon (Chairman), Mr. Cheng Yuk Wo and General Udomdej Sitabutr (both appointed in June 2020) and two executive Directors, namely Mr. Adirek Sripratak and Mr. Suphachai Chearavanont. Mr. Ma Andrew Chiu Cheung was previously a member from April 2012 until his retirement from the Board in June 2020. Each of Mr. Sombat Deo-isres and Mr. Sakda Thanitcul and was previously a member from April 2012 until his resignation from the Board in June 2020.

The Nomination Committee is delegated by the Board with the primary responsibilities to formulate and implement the nomination policy and board diversity policy, make recommendations to the Board on selection of individual(s) nominated for directorship and assess the independence of independent non-executive Directors.

All non-executive Directors and independent non-executive Directors are appointed for successive terms of one year each and, together with all other Directors, are subject to retirement by rotation, but may offer themselves for re-election at annual general meetings in accordance with the Company's bye-laws. According to the Company's bye-laws, at each annual general meeting of the Company, no less than one-third of the Directors for the time being shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

During 2020, the Nomination Committee held two meetings to (i) review and assess the independence of all independent non-executive Directors and review the profiles and contributions of the retiring Directors, and (ii) review the Board composition and consider the nomination of new Directors.

董事會授權 (續)

(iii) 提名委員會

提名委員會現由三名獨立非執行董事即 Vatchari Vimooktayon 女士 (主席)、鄭毓和先生及 Udomdej Sitabutr 將軍 (均於二零二零年六月獲委任) 及兩名執行董事即蔡益光先生和謝鎔仁先生所組成。馬照祥先生曾自二零一二年四月為成員，直至彼於二零二零年六月退任董事會職務。Sombat Deo-isres 先生和 Sakda Thanitcul 先生分別自二零一二年四月為成員，直至彼等於二零二零年六月辭任董事會職務。

提名委員會由董事會授權，主要負責制定及執行提名政策及董事會成員多元化政策、向董事會提供有關挑選提名人士出任董事的建議及評估獨立非執行董事的獨立性。

所有非執行董事及獨立非執行董事獲委任的指定任期為一年，可續任和根據本公司細則與所有其他董事輪值退任並於股東周年大會上膺選連任。根據本公司細則，於本公司每屆股東周年大會上，應有不少於當時董事人數三分之一的董事輪值退任 (各董事應至少每三年於股東周年大會輪值退任一次)。

於二零二零年，提名委員會召開了兩次會議以 (i) 檢視所有獨立非執行董事之獨立性及審閱退任董事之履歷及貢獻，及 (ii) 檢討董事會的組成及考慮新任董事的提名。

BOARD DELEGATION (continued)

(iii) Nomination Committee (continued)

Subsequent to the year end, the Nomination Committee, having reviewed and assessed the independence of all independent non-executive Directors and reviewed the profiles and contributions of the retiring Directors who have offered themselves for re-election, recommended the Board to propose the re-election of such retiring Directors at the forthcoming annual general meeting of the Company.

Details of retirement and re-election of Directors are set out in the section headed “Directors” on page 51 of the annual report.

The Company adopted a board diversity policy which sets out the approach to achieve diversity in the Board. The Company is committed to maintain high corporate governance standards and recognises and embraces the benefits of having a diverse board to strengthen its effectiveness and governance.

Selection of candidates will be based on a range of diversity considerations, which include but are not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Nomination Committee will also take into account the Company’s corporate strategy and organisational needs.

董事會授權 (續)

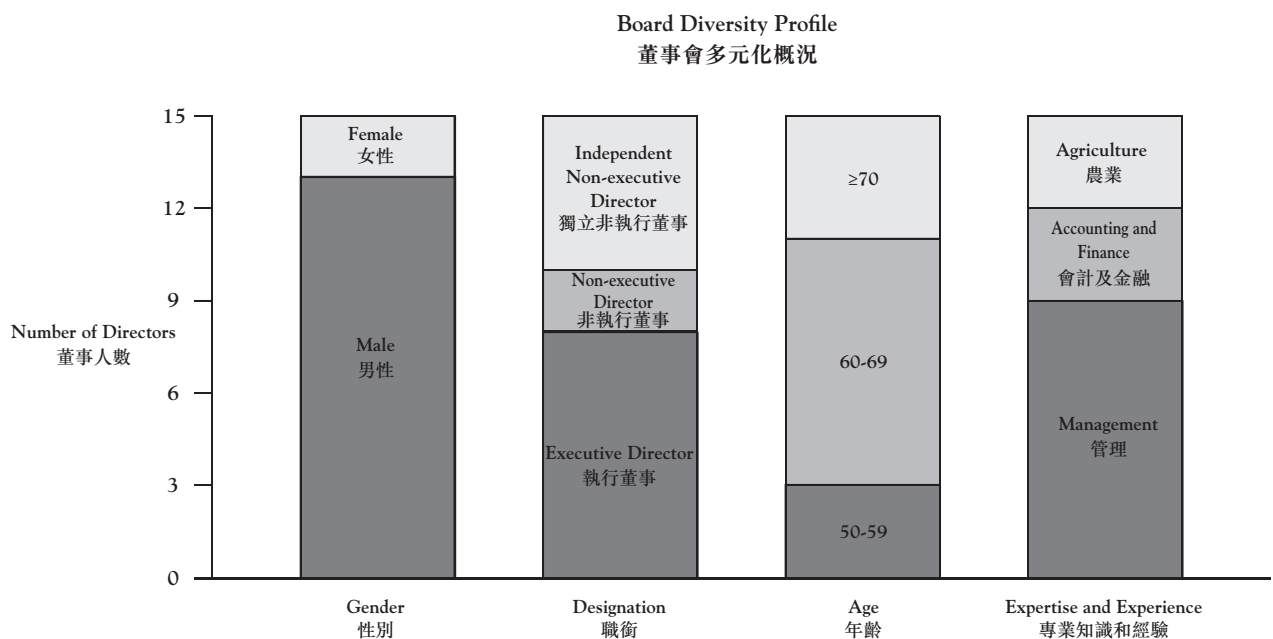
(iii) 提名委員會 (續)

於年度結束後，提名委員會檢視所有獨立非執行董事之獨立性及審閱願意膺選連任的退任董事之履歷及貢獻，建議董事會於應屆本公司股東周年大會上提名重選該等退任董事。

退任及重選董事之詳情載於年報第51頁「董事」一節。

本公司採納董事會多元化政策，制定有關達致董事會多元化的方針。本公司致力保持高度企業管治水平，並確立及擁護多元化董事會的好處以加強其有效性及管治。

甄選人選按一系列多元化考慮為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。提名委員會亦考慮本公司企業策略和組織需要。



Corporate Governance Report
企業管治報告

BOARD DELEGATION (continued)

(iii) Nomination Committee (Continued)

The nomination policy adopted by the Company is set out below:

1 Purpose

- 1.1 The Nomination Committee of the Company has the primary responsibility of identifying and nominating suitably qualified candidates to become Directors (to fill casual vacancies and as new Board members).
- 1.2 This Policy sets out the approach with respect to the selection and nomination of candidates for directorship of the Company so as to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business for the Board to consider and, if appropriate, appoint as additional Directors or as Directors to fill casual vacancies, as the case may be, or make recommendations to the shareholders of the Company for election as Directors at general meetings.

2 Selection Criteria, Eligibility and Documentary Requirements

- 2.1 The Nomination Committee may select suitably qualified candidates to nominate to the Board from such resources as the Nomination Committee considers appropriate, including through referrals by members of the Board, by the management of the Company and by external professional agencies and other resources.

董事會授權 (續)

(iii) 提名委員會 (續)

本公司採納的提名政策載列如下：

1 目的

- 1.1 本公司提名委員會主要負責物色及提名合適資格候選人成為董事以填補臨時空缺和成為新董事會成員。
- 1.2 本政策製定有關甄選和提名候選人擔任本公司董事職位的方針，以確保董事會在技能、經驗和適合本公司業務要求多元化觀點方面取得平衡，由董事會(如適用)考慮增新董事或委任董事以填補臨時空缺(視乎情況而定)，或於股東大會向本公司股東提呈建議選舉為董事。

2 甄選準則、適任和文件要求

- 2.1 提名委員會可從提名委員會認為適當的來源中(包括董事會成員、本公司管理層以及外來專業機構和其他來源的轉介)選出合適資格候選人向董事會提名。

BOARD DELEGATION (continued)

董事會授權 (續)

(iii) Nomination Committee (Continued)

(iii) 提名委員會 (續)

2 Selection Criteria, Eligibility and Documentary Requirements (Continued)

2 甄選準則、適任和文件要求 (續)

2.2 The Nomination Committee shall consider the factors listed below, together with any other factors as the Nomination Committee may consider appropriate, in assessing the suitability of any candidate:

2.2 提名委員會在評估任何候選人的適合性時，須考慮下列因素（連同提名委員會認為合適的任何其他因素）：

- character, reputation and integrity;
- qualifications, accomplishments and experience;
- capacity to devote sufficient time to discharge duties amidst other significant commitments;
- effect on the diversity of the Board, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills and expertise;
- (where the proposed candidate is being considered as a candidate for an Independent Non-executive Director position) ability to fulfil the independence requirements under the Listing Rules; and
- potential contributions to the Board and any other relevant factors.

- 品格、聲譽和誠信；
- 資格、成就和經驗；
- 有能力在其他重要承諾中投入足夠時間履行職責；
- 董事會多元化的影響，包括但不限於性別、年齡、文化和教育背景，專業和行業經驗，技能和專業知識；
- （建議候選人被考慮成為獨立非執行董事職位的人選）《上市規則》的獨立性規定；和
- 對董事會潛在的貢獻和任何其他相關因素。

The list of factors stated above is for reference only and not intended to be exhaustive or definitive. The Nomination Committee shall assess all relevant factors with a view to achieve the Company's corporate strategy and organisational needs and has the discretion to nominate any person as it considers appropriate.

上述因素列表僅供參考，並非詳盡或具決定性。提名委員會應以實現公司的企業策略和組織需求評估所有相關因素和酌情提名其認為合適的任何人士。

2.3 The candidates shall timely provide such information and documents relating to their nomination as the Nomination Committee or the Board may request, including but not limited to any such information as is required for disclosure under the Listing Rules and their written consent to be elected as Directors and to the public disclosure of their information.

2.3 候選人應及時向提名委員會或董事會提供可能要求之有關其提名的資料和文件，包括但不限於根據上市規則需要披露的任何資料及其被選舉為董事及公開披露其資料之書面同意。

Corporate Governance Report
企業管治報告

BOARD DELEGATION (continued)

(iii) Nomination Committee (Continued)

3 Nomination Rules and Procedures

3.1 The Secretary of the Nomination Committee shall call a meeting of the Nomination Committee and in advance of the meeting invite nomination of candidates from members of the Board, if any, for consideration by the Nomination Committee. The Nomination Committee may put forward other candidates irrespective of whether such candidates have been nominated by members of the Board.

3.2 The Nomination Committee shall, upon receipt of all necessary information relating to the candidates, evaluate each of such candidates at the meeting based on the criteria set out in Section 2 above to determine whether to make a nomination to the Board.

3.3 The number of candidates nominated by the Nomination Committee may exceed the number of casual vacancies or vacancies for Director's appointment by the Board or at the general meeting.

3.4 The Board shall have the final decision on all matters relating to the appointment of candidates as Directors and its recommendation of candidates to stand for election at any general meeting.

3.5 Any proposed candidate is entitled to withdraw his/her candidature at any time before the meeting of the Board at which his/her appointment is to be considered or the general meeting at which he/she is to stand for election by serving a notice in writing to the Company.

4 Confidentiality

Unless required by law or any regulatory authority, under no circumstances may a member of the Nomination Committee disclose any information to the public with regard to any nomination or candidature whilst such information has not been disclosed by the Company to the public.

5 Review

The Nomination Committee will review this Policy from time to time, as appropriate, and discuss any revisions that may be considered appropriate, including to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice, and recommend them to the Board for approval.

董事會授權 (續)

(iii) 提名委員會 (續)

3 提名規則和程序

3.1 提名委員會秘書須召開提名委員會會議，並於開會前邀請董事會成員提名候選人(如有)以供提名委員會考慮。提名委員會可提名其他候選人，不論該等候選人是否已獲董事會成員提名。

3.2 提名委員會在收到有關候選人所有必需的資料後，應在會議上根據上文第2節所列的準則評估每位候選人，以決定是否向董事會提名。

3.3 提名委員會提名的候選人人數可能超過臨時空缺或由董事會或於股東大會任命董事的空缺數目。

3.4 董事會應就所有有關任命候選人為董事的事項和就其建議於任何股東大會上參選的候選人的事項作出最終決定。

3.5 任何建議候選人有權在審議其任命的董事會會議之前或在其參加競選的股東大會之前任何時間以書面形式通知本公司撤回其候選人資格。

4 保密

除非法律或任何監管機構要求，否則在任何情況下，提名委員會成員均不得向公眾披露有關任何提名或候選人的任何信息而公司尚未向公眾披露該信息。

5 審查

提名委員會將不時(如適合)審查本政策，並討論可能認為是適合的任何修訂，包括確保政策與公司需求保持相關及反映當前監管的要求和良好企業管治的常規，並提呈給董事會審批。

BOARD DELEGATION (continued)

(iii) Nomination Committee (Continued)

6 Disclosure of Policy

The Policy may be disclosed in such manner as the Board considers appropriate and in compliance with any applicable regulatory requirements or guidelines.

(iv) Corporate Governance Committee

The Corporate Governance Committee currently comprises two independent non-executive Directors, namely Professor Dr. Pongsak Angkasith (Chairman) (appointed in June 2020) and Mr. Cheng Yuk Wo, a non-executive Director, Mr. Meth Jiaravanont and an executive Director, Mr. Bai Shanlin (appointed in November 2020). Mr. Ma Andrew Chiu Cheung was previously Chairman from August 2016 to May 2019 and a member from May 2019 until his retirement from the Board in June 2020. Mr. Sombat Deo-isres was previously a member from August 2016 until his resignation from the Board in June 2020. Mr. Sakda Thanitcul was previously a member from August 2016 and became Chairman in May 2019 until his resignation from the Board in June 2020.

The Corporate Governance Committee is delegated by the Board with the primary responsibilities to develop and review the Company's policies and practices on corporate governance; review and monitor training and continuous professional development of the directors and senior management; review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; develop, review and monitor the code of conduct applicable to the employees and the directors; and review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

During 2020, the Corporate Governance Committee held two meetings to review the Group's compliance with the Corporate Governance Code for the year ended 31 December 2019 and for the six months ended 30 June 2020 respectively.

Subsequent to the year end, the Corporate Governance Committee reviewed the Group's compliance with the Corporate Governance Code for the year ended 31 December 2020 and reviewed the environment, social and governance report for the year ended 31 December 2020.

董事會授權(續)

(iii) 提名委員會(續)

6 披露政策

本政策可根據董事會認為適當的方式和遵守任何適用監管的要求或指引作出披露。

(iv) 企業管治委員會

企業管治委員會現由兩名獨立非執行董事即 Pongsak Angkasith 教授(主席)(於二零二零年六月獲委任)及鄭毓和先生,一名非執行董事謝克俊先生及一名執行董事白善霖先生(於二零二零年十一月獲委任)所組成。馬照祥先生曾自二零一六年八月至二零一九年五月擔任主席及自二零一九年五月為成員,直至彼於二零二零年六月退任董事會職務。Sombat Deo-isres 先生曾自二零一六年八月為成員,直至彼於二零二零年六月辭任董事會職務。Sakda Thanitcul 先生曾自二零一六年八月為成員,及自二零一九年五月擔任主席,直至彼於二零二零年六月辭任董事會職務。

企業管治委員會由董事會授權,主要負責制定及檢討本公司的企業管治政策及常規;檢討及監察董事及高級管理人員的培訓及持續專業發展;檢討及監察本公司在遵守法律及監管規定方面的政策及常規;制定、檢討及監察僱員及董事的操守準則;及檢討本公司遵守企業管治守則的情況及在「企業管治報告」內的披露。

於二零二零年,企業管治委員會召開了兩次會議以分別檢討本集團截止二零一九年十二月三十一日止年度及二零二零年六月三十日止六個月遵守企業管治守則的情況。

於年度結束後,企業管治委員會檢討本集團截止二零二零年十二月三十一日止年度遵守企業管治守則的情況及審閱截至二零二零年十二月三十一日止年度的環境、社會及管治報告。

Corporate Governance Report 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

Our Approach

The Group has established and adopted a risk management policy which is designed to manage the risk of failure associated with the Group while achieving its business objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss. A risk appetite statement has been established to define the extent of risks that the Group is willing to take in pursuit of its strategies and business objectives.

Clear roles and responsibilities are assigned to different level of management within the Group. The Board acknowledges that it is responsible for the Group's risk management and internal control systems. The Board also (i) oversees the design, implementation and monitoring of the risk management and internal control systems and (ii) evaluates and determines the nature and extent of risks it is willing to take in achieving the Group's business objectives. The Board delegates the responsibility of reviewing the effectiveness of the Group's risk management and internal control systems to the Audit Committee, which monitors the Group's risk management and internal control systems through the Internal Audit Department. The Internal Audit Department carries out independent review of key business processes and controls, while key findings and recommendations for improvement are regularly reported to the Audit Committee. The external auditor also reports any control issues which have been identified in the course of audit or review work to the Audit Committee. Management is responsible for designing, implementing and monitoring risk management and internal control systems, whereas risk owners appointed by the management are responsible for identifying, analysing and prioritising risk issues for further consideration by management, and ensuring that the risk monitoring and control system are working effectively and risk mitigation actions are implemented in a timely manner within business units.

Effectiveness Review

During the year, the Audit Committee, on behalf of the Board, has conducted an annual review of the effectiveness of the Group's risk management and internal control systems. The Board considers that the risk management and internal control systems of the Group are effective and adequate. The Board also considers that the Group has adequate resources, staff qualifications and experience, training programmes and budget for accounting, internal audit and financial reporting functions.

Continuous Improvement

We are committed to continually improve our risk management and internal control framework and will continue to enhance the integration of risk management and internal control into our business process.

For handling and dissemination of inside information, an inside information handling policy is in place to enable the Group to handle inside information in accordance with the legal requirements and, where required, communicate with the Group's stakeholders in a timely manner.

風險管理及內部監控

我們的模式

本集團已制定和採納風險管理守則，旨在管理與本集團相關之未能達成其業務目標的風險，並就不會有重大的失實陳述或損失作出合理但非絕對的保證。風險偏好聲明已制定，以訂立本集團在實踐其策略和業務目標時所願意承擔風險程度。

本集團內不同級別的管理層獲分配予明確的角色和職責。董事會確認負責本集團的風險管理和內部監控系統。董事會亦(i)監督風險管理和內部監控系統的設計、實施和監察；及(ii)評估和決定在實踐本集團業務目標時所願意承擔風險的性質和程度。董事會授權審核委員會檢討本集團風險管理及內部監控系統之成效，其透過內部審計部門以監察本集團之風險管理及內部監控系統。內部審計部門對主要業務流程和監控進行獨立審查，定期向審計委員會報告重要發現和改善建議。外聘核數師亦向審核委員會報告在審核或審閱過程中所識別的任何監控問題。管理層負責風險管理和內部監控系統的設計、實施和監察。而由管理層所指派之風險責任人負責識別、分析和為風險問題進行優先排序，以便管理層進一步考慮，並確保風險監察和監控系統有效運作，在業務單位內迅速實施風險緩解措施。

成效審閱

於年內，審核委員會代表董事會就本集團風險管理和內部監控系統的成效已進行年度審閱。董事會認為本集團的風險管理和內部監控系統有效和足夠。董事會亦認為本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是足夠的。

持續改進

我們致力不斷改進我們的風險管理和內部監控架構，並將繼續加強把風險管理和內部監控聯繫於我們的業務流程中。

有關處理及發佈內幕消息，本公司已制定內幕消息處理守則，使本集團能適時根據法律要求處理內幕消息及如有需要與本集團持份者溝通。

SHAREHOLDERS' RIGHTS

Convening a Special General Meeting by Shareholders

In accordance with the Company's bye-laws, the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened by the Board on requisition, as provided by the Companies Act 1981 of Bermuda (as the same may from time to time be amended) (the "Companies Act"), and, in default, may be convened by the requisitionists.

Pursuant to the Companies Act, at the date of the deposit of the requisition, members holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company can submit a written requisition to the Board for convening a special general meeting.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company.

If the Board fails to convene a meeting within twenty-one days from the date of the deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of the written requisition.

Such meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board. At least 14 clear days' notice in writing (and not less than 10 business days) shall be given to all members of the Company.

To Make Enquiry to the Board

Shareholders of the Company can make enquiry to the Board by writing to the principal place of business of the Company in Hong Kong.

To Put Forward Proposals at General Meetings

Pursuant to the Companies Act, any number of members of the Company representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates, or not less than one hundred members, can submit a written requisition to the Board for putting forward proposals at general meetings.

The requisition must state the resolution with a statement of not more than one thousand words with respect to the matter referred to in the proposed resolution or state the business to be dealt with at that meeting and the requisition must be signed by the requisitionists.

股東權利

由股東召開股東特別大會

根據本公司細則，董事會可在其認為適合時召開股東特別大會。根據百慕達《1981年公司法》(同樣經不時修訂)(「公司法」)規定，股東亦可要求董事會召開股東特別大會，並在請求不獲回應時由要求人士自行召開股東特別大會。

根據公司法，於遞交書面要求日期時持有不少於在本公司股東大會上有表決權的本公司繳足股本十分之一的股東，有權向董事會遞交書面要求，召開股東特別大會。

書面要求必須註明大會之目的，並必須由要求人士簽署，及遞交至本公司的註冊辦事處。

倘董事會並無於遞交書面要求日期起計二十一日內正式召開會議，要求人士或其中代表全體要求人士總表決權半數以上之任何人士可自行召開會議，惟按此方式召開之任何會議須於遞交書面要求日期起計三個月內舉行。

要求人士依此召開之會議須以接近本公司董事會召開會議之方式召開。書面通知須於最少十四個整日(及不少於十個營業日)發出予本公司所有股東。

向董事會作出查詢

本公司股東可向董事會作出查詢，以書面形式遞交至本公司於香港的主要營業地點。

於股東大會上提呈議案

根據公司法，於遞交書面要求日期時任何為數持有代表所有股東總表決權二十分之一的股東或不少於100名的股東，有權向董事會遞交書面要求，於股東大會上提呈議案。

書面要求必須註明決議案，並載有關於該大會上提呈的決議案所述事宜或將處理的事項不超過1,000字之陳述書，及必須由要求人士簽署。

Corporate Governance Report 企業管治報告

SHAREHOLDERS' RIGHTS (continued)

To Propose a Person for Election as a Director

The requisition must be deposited at the registered office of the Company no less than six weeks before the meeting in the case of the requisition requiring notice of a resolution or no less than one week before the meeting in case of any other requisition. The requisitionists must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement to all members of the Company.

Members of the Company (other than the person to be proposed) who are qualified to attend and vote at general meetings of the Company can submit a written requisition to the Board to propose a person for election as a director of the Company at a general meeting.

The requisition must be signed by the requisitionists and deposited, with a notice signed by the nominated candidate of his willingness to be elected and the candidate's information required to be disclosed under Rule 13.51(2) of the Listing Rules and a written consent from the nominated candidate to the publication of his personal data, at the principal place of business of the Company in Hong Kong no earlier than the day after the despatch of the notice of the general meeting at which the candidate is proposed for election and ending no later than seven days prior to the date of such general meeting.

Details of the procedures for proposing a person for election as a director are available on the Company's website.

INVESTOR RELATIONS

The Board has established a shareholders' communication policy setting out the principles of the Company in relation to the communication with shareholders, with the objective of maintaining full, open and timely communication with shareholders. Information would be communicated to shareholder in a timely manner, mainly through the publication of the Company's corporate communications including interim and annual reports, announcements and circulars. These publications are available on the Company's website.

During the year, the Company did not make any changes to its constitutional documents.

股東權利(續)

提名個別人士參選董事

書面要求須在不少於(倘書面要求為須發出通知的決議案)大會舉行前六週或(倘為任何其他書面要求)大會舉行前一週,交回本公司的註冊辦事處。要求人士須付上一筆合理充足的款項以支付本公司向所有股東發出決議案的通知和陳述書的費用。

合資格出席本公司股東大會及於會上投票的本公司股東(獲提名人士除外)有權向董事會遞交書面要求,於股東大會上提名個別人士參選董事。

書面要求必須由要求人士簽署,並連同一份由被提名人士簽署的通知以表明願意參選和就上市規則第13.51(2)條規定披露候選人的資料及候選人同意公佈其個人資料的同意書,由發送該等選舉之指定股東大會通告翌日起至該等股東大會舉行日期前七日,交回本公司於香港的主要營業地點。

由股東提名個別人士參選董事程序的詳情已載於本公司網站。

投資者關係

董事會已制定本公司就與股東交流之股東交流政策,旨在致力與股東保持充分、公開和適時的通訊。資訊主要透過本公司之企業傳訊,包括刊登中期報告、年報、公告及通函,向股東適時發佈。該等刊物已載於本公司網站。

於年內,本公司並無對其組織章程文件作出任何改動。

Biographical Details of Directors 董事履歷詳情

Mr. Soopakij Chearavanont, aged 56, Chairman of the Company, has been an Executive Director of the Company since 2005 and a Vice Chairman from February 2010 until his appointment as Chairman of the Board in May 2019. He also holds directorships in several subsidiaries of the Company. Mr. Chearavanont has extensive multinational investment and management experience in various industries. He is also Chairman of Charoen Pokphand Group Company Limited (“CPG Company”). He is a director and Chairman of Charoen Pokphand Foods Public Company Limited (“CPF”) and CP ALL Public Company Limited (“CP ALL”) (both listed on the Stock Exchange of Thailand), a non-executive director and Chairman of Chia Tai Enterprises International Limited (“CTEI”) (listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)), a non-executive director of Ping An Insurance (Group) Company of China, Ltd. (listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange) and an executive director and Chairman of C.P. Lotus Corporation (“CP Lotus”) (which was listed on the Main Board of the Stock Exchange until its withdrawal from listing in October 2019). Mr. Chearavanont was previously a director of True Corporation Public Company Limited (“True Corporation”) (listed on the Stock Exchange of Thailand). He obtained a Bachelor of Science degree from the College of Business and Public Administration of New York University, USA.

Mr. Adirek Sripratak, aged 74, has been an Executive Director and a Vice Chairman of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company since April 2012. Mr. Sripratak has been a director of CPF since 1998, its Vice Chairman since 2013 and Chairman of its Executive Committee since 2017. He was previously the President and Chief Executive Officer of CPF from 2003 to 2017. He is also a director of several subsidiaries of the Company and of CPF. Mr. Sripratak is also a director of CP ALL and Siam Makro Public Company Limited (“Siam Makro”) (both listed on the Stock Exchange of Thailand). He has more than 40 years’ experience in the agri-business and food industry. His valuable experience is widely recognised and has led to his appointment to a number of public offices and positions. He is the Honor President of the Thai Broiler Processing Exporters Association and was previously a Senator of the National Assembly of Thailand and an Honorary Director of Chiang Mai University Council. He received Honorary Doctorates from a number of universities in Thailand including Maejo University, Mae Fah Luang University, Rajamangala University of Technology Suvarnabhumi, Chiang Mai University, Rajamangala University of Technology Isan and Kasetsart University.

謝吉人先生，56歲，本公司董事長，自二零零五年出任本公司之執行董事，自二零一零年二月出任副董事長直至二零一九年五月獲委任為本公司董事長。彼亦擔任本公司若干附屬公司之董事職位。謝先生擁有跨國性投資及管理不同行業之資深經驗。彼亦為Charoen Pokphand Group Company Limited (「CPG Company」) 之董事長。彼現為Charoen Pokphand Foods Public Company Limited (「CPF」) 和 CP ALL Public Company Limited (「CP ALL」) (皆於泰國證券交易所上市之公司) 之董事及董事長、正大企業國際有限公司 (「正大企業國際」) (於香港聯合交易所有限公司 (「聯交所」) 主板上市之公司) 之非執行董事及董事長、中國平安保險 (集團) 股份有限公司 (於聯交所主板及上海證券交易所上市之公司) 之非執行董事及卜蜂蓮花有限公司 (「卜蜂蓮花」) (曾於聯交所主板上市，直至於二零一九年十月除牌) 之執行董事及主席。謝先生曾為True Corporation Public Company Limited (「True Corporation」) (於泰國證券交易所上市之公司) 之董事。彼持有美國紐約大學商業及公共管理學院之理學士學位。

蔡益光先生，74歲，自二零一二年四月出任本公司之執行董事及副董事長及本公司薪酬委員會和提名委員會的成員。蔡先生自一九九八年出任CPF之董事，自二零一三年出任其副董事長及自二零一七年出任其行政委員會主席。彼曾於二零零三至二零一七年期間出任CPF之總裁及首席執行長。彼亦是本公司和CPF若干附屬公司之董事。蔡先生是CP ALL及Siam Makro Public Company Limited (「Siam Makro」) (皆於泰國證券交易所上市之公司) 之董事。彼擁有超過40年農業和食品工業的經驗。彼之寶貴經驗被受公認亦為其帶來若干公職和職位。彼現為Thai Broiler Processing Exporters Association的名譽主席及曾是泰國國會的參議員及泰國Chiang Mai University校董會的名譽董事。彼在泰國獲若干大學頒發榮譽博士學位包括Maejo University、Mae Fah Luang University、Rajamangala University of Technology Suvarnabhumi、Chiang Mai University、Rajamangala University of Technology Isan和Kasetsart University。

Biographical Details of Directors

董事履歷詳情

Mr. Suphachai Chearavanont, aged 53, has been an Executive Director of the Company since 2008, Vice Chairman of the Board since May 2019 and a member of each of the Remuneration Committee and Nomination Committee of the Company since September 2019. Mr. Chearavanont has extensive experience in the telecommunication and broadcasting industries. He is a director, Chief Executive Officer and Chairman of the Executive Board of CPG Company and a director and Chief Executive Officer of True Visions Public Company Limited and True Move Company Limited. He has positions in the following companies listed on the Stock Exchange of Thailand: True Corporation (director and Chairman), CPF (director and Vice Chairman), CP ALL (director and Vice Chairman) and Siam Makro (director and Chairman). He is also an executive director of CP Lotus. Mr. Chearavanont obtained a Bachelor of Science degree in Business Administration from Boston University in USA, majoring in Financial Management.

Mr. Narong Chearavanont, aged 55, has been an Executive Director of the Company since June 2019, having previously served as an Executive Director of the Company from 2005 until his resignation from the Board in 2010. Mr. Chearavanont has extensive experience in retail, telecommunication, agri-food and other industries. He is a director of the following companies listed on the Stock Exchange of Thailand: True Corporation, CP ALL and Siam Makro. He is also an executive director and the Vice Chairman and of CP Lotus. Mr. Chearavanont obtained a Bachelor of Science degree in Business Administration from New York University, USA, a Certificate of Advance Management Program in Transforming Proven Leaders into Global Executives from Harvard Business School, Harvard University, USA and an Honorary Doctorate degree of Business Administration from Ramkhamhaeng University, Thailand. He also completed the Systematic Innovation of Products, Processes, and Services programme at Massachusetts Institute of Technology Sloan School of Management.

Mr. Bai Shanlin, aged 61, has been an Executive Director of the Company since February 2010. He was the Chief Executive Officer (Feed Division) of the Company from February 2010 until April 2012 since which time he has been the Chief Executive Officer (China Area). Mr. Bai was appointed a member of the Corporate Governance Committee of the Company in November 2020. Mr. Bai has extensive experience in the management of agri-business operations. He joined Charoen Pokphand Group in 1991. Mr. Bai also holds directorships in several companies within the Group. He is also a part time professor at Gansu Agricultural University and Renmin University of China. He obtained a Professional Diploma in Animal Science from Gansu College of Animal Husbandry, the Governmental Exchange Specialist Certificate in Agricultural Management from the Australian Ministry of Foreign Affairs and a Specialist Certificate in Livestock Management in the PRC.

謝鎔仁先生，53歲，自二零零八年出任本公司之執行董事，自二零一九年五月出任副董事長，自二零一九年九月出任本公司薪酬委員會及提名委員會之成員。謝先生擁有電訊及廣播業務之資深經驗。彼現為CPG Company之董事、首席執行長及行政委員會主席、True Visions Public Company Limited及True Move Company Limited之董事及首席執行長。彼於下列泰國證券交易所上市之公司擔任職位：True Corporation (董事及董事長)、CPF (董事及副董事長)、CP ALL (董事及副董事長)及Siam Makro (董事及董事長)。彼亦為卜蜂蓮花之執行董事。謝先生持有美國波士頓大學工商管理系之理學士學位，主修金融管理。

謝明欣先生，55歲，自二零一九年六月出任本公司之執行董事，彼曾於二零零五年出任本公司執行董事直至彼於二零一零年辭任董事職務。謝先生擁有零售、電訊、農牧食品及其他行業之資深經驗。彼現為下列泰國證券交易所上市之公司的董事：True Corporation、CP ALL及Siam Makro。彼亦為卜蜂蓮花之執行董事及副董事長。謝先生持有美國紐約大學工商管理理學士學位、美國哈佛大學商學院之Certificate of Advance Management Program in Transforming Proven Leaders into Global Executive及泰國Ramkhamhaeng University工商管理榮譽博士學位。彼完成麻省理工學院Sloan School of Management之Systematic Innovation of Products, Processes, and Services課程。

白善霖先生，61歲，自二零一零年二月出任本公司之執行董事。彼自二零一零年二月為本公司行政總裁(飼料業務)直至彼自二零一二年四月出任行政總裁(中國區)。白先生於二零二零年十一月獲委任為本公司企業管治委員會成員。白先生擁有農牧業務管理方面之資深經驗。彼於一九九一年加入Charoen Pokphand Group。白先生亦擔任本集團若干公司之董事職位。彼亦被甘肅農業大學及中國人民大學聘為兼職教授。彼持有甘肅畜牧學院農牧科學之專業文憑、澳洲外交部之Governmental Exchange Specialist Certificate in Agricultural Management及中國畜牧專家證書。

Biographical Details of Directors

董事履歷詳情

Mr. Sooksunt Jiumjaiswanglerg, aged 68, has been an Executive Director of the Company since October 2011 and Chief Executive Officer (Vietnam Area) of the Company since April 2012. Mr. Jiumjaiswanglerg has over 30 years of experience in animal feed sales and breeding. He has been with Charoen Pokphand Group since 1980 and is currently a member of the Executive Board of CPG Company. Mr. Jiumjaiswanglerg also holds directorships in several companies within the Group. He was previously a director of CPF. Mr. Jiumjaiswanglerg graduated from the University of the Thai Chamber of Commerce with a bachelor degree in Economics.

Mrs. Arunee Watcharananan, aged 72, has been an Executive Director of the Company since April 2012. Mrs. Watcharananan has also been an Executive Director of CPF since 2002 and also a director of several of its subsidiaries. Mrs. Watcharananan graduated from Thammasat University, Thailand with a bachelor's degree in Economics.

Mr. Yu Jianping, aged 60, has been an Executive Director of the Company since January 2017. Mr. Yu is currently a senior executive of the Group, primarily responsible for the food business of the Group in China. He also holds directorships in several companies within the Group. Mr. Yu has been working for the Group since 1995. Mr. Yu received a Bachelor of Science degree from the Faculty of Mathematics, Jilin University in China in 1982 and a Master of Economics degree from the Graduate School of Chinese Academy of Social Sciences in China in 1989.

Mr. Meth Jiaravanont, aged 62, had been an Executive Director and Executive Vice Chairman of the Company from 2005 until his re-designation as a Non-executive Director of the Company in August 2010 when he was also appointed a member of the Audit Committee of the Company. Mr. Jiaravanont has also been a member of the Corporate Governance Committee of the Company since August 2017. He has extensive experience in investment, finance, banking and strategic business development in Asia and USA. Mr. Jiaravanont is also an executive director of CP Lotus. He is currently the Senior Executive Assistant to the Chairman-Finance of Charoen Pokphand Group and a director of CPPC Public Company Limited. Mr. Jiaravanont obtained a Bachelor of Arts degree in Economics from Occidental College, California, USA and a master degree in Business Administration from New York University, USA.

Sooksunt Jiumjaiswanglerg先生，68歲，自二零一一年十月出任本公司之執行董事並自二零一二年四月出任本公司行政總裁(越南區)。Jiumjaiswanglerg先生具備逾30年的銷售動物飼料及飼養經驗，彼自一九八零年起在Charoen Pokphand Group任職，彼現為CPG Company行政委員會成員。Jiumjaiswanglerg先生亦擔任本集團若干公司之董事職位。彼曾為CPF之董事。Jiumjaiswanglerg先生畢業於University of the Thai Chamber of Commerce獲頒經濟學學士學位。

Arunee Watcharananan女士，72歲，自二零一二年四月出任本公司之執行董事。Watcharananan女士自二零零二年出任CPF之執行董事及其若干附屬公司之董事。Watcharananan女士畢業於泰國Thammasat University獲頒經濟學士學位。

于建平先生，60歲，自二零一七年一月出任本公司執行董事。于先生現為本集團的資深行政人員，主要負責本集團於中國的食品業務。彼亦擔任本集團若干公司之董事職位。于先生自一九九五年在本集團工作。于先生於一九八二年獲中國吉林大學頒授數學系理學士學位及於一九八九年獲中國社會科學院研究生院頒授經濟學碩士學位。

謝克俊先生，62歲，自二零零五年出任本公司執行董事及執行副董事長直至二零一零年八月調任為本公司非執行董事及獲委任為本公司審核委員會成員。謝先生自二零一七年八月出任本公司企業管治委員會成員。彼擁有在亞洲及美國之投資、金融、銀行及策略性業務發展方面的資深經驗。謝先生亦為卜蜂蓮花之執行董事。彼現為Charoen Pokphand Group之董事長(財務)資深執行助理及CPPC Public Company Limited之董事。謝先生持有美國加州Occidental College之經濟學文學士學位及美國紐約大學之工商管理碩士學位。

Biographical Details of Directors

董事履歷詳情

Mr. Yoichi Ikezoe, aged 61, has been a Non-executive Director of the Company since October 2015. Mr. Ikezoe is also a non-executive director of CTEL. Mr. Ikezoe is currently Deputy CEO for East Asia Bloc, Senior Officer of Asia and Oceania Bloc, CP and CITIC (Overseas Operation) of ITOCHU Corporation (listed on the Tokyo Stock Exchange and formerly known as C.ITOH & Co., Ltd.) and Chairman of ITOCHU Hong Kong Limited, ITOCHU Shanghai Limited and ITOCHU (China) Holding Ltd. Mr. Ikezoe has been working for ITOCHU Corporation since 1983. He received his Bachelor of Arts degree from the Faculty of Foreign Studies, Osaka University in Japan in 1983.

Mr. Vinai Vittavasarnvej, aged 70, has been an Independent Non-executive Director of the Company since December 2012 and a member of the Audit Committee and Chairman of the Remuneration Committee of the Company since May 2019. Mr. Vittavasarnvej was the Director General of The Treasury Department, Ministry of Finance, Thailand from 2010 to 2011 and the Director General of The Revenue Department, Ministry of Finance, Thailand from 2008 to 2010. Mr. Vittavasarnvej holds positions in the following companies listed on the Stock Exchange of Thailand: CPF (independent director and member of the Audit Committee), Sahamitr Pressure Container Public Co., Ltd. (independent director and Chairman), Ekarat Engineering Public Company Limited (independent director and Chairman of the Audit Committee) and Srisawad Corporation Public Company Limited (independent director, Vice Chairman and Chairman of the Audit Committee). He was previously an independent director of Syn Mun Kong Insurance Public Company Limited (listed on the Stock Exchange of Thailand). Mr. Vittavasarnvej obtained a bachelor's degree in Accountancy and a master's degree in Political Science from Thammasat University, Thailand.

Mrs. Vatchari Vimooktayon, aged 68, has been an Independent Non-executive Director of the Company since September 2013 and a member of the Remuneration Committee of the Company since May 2019. She was also appointed a member of the Nomination Committee of the Company in May 2019 and became its Chairman in September 2019. Mrs. Vimooktayon held various government positions in Thailand from 1997 and retired from the position of Permanent Secretary of the Ministry of Commerce in September 2013. She is currently an independent director and member of the Audit Committee of CPF. Mrs. Vimooktayon obtained a bachelor's degree in Business Administration (Accounting) from Thammasat University, Thailand, a bachelor's degree in Laws from Sukhothai Thammathirat University, Thailand and a master's degree in Business Administration from National Institute of Development Administration, Thailand.

池添洋一先生，61歲，自二零一五年十月出任本公司非執行董事。池添先生亦為正大企業國際之非執行董事。池添先生現為伊藤忠商事株式會社（於東京證券交易所上市之公司及前稱C.ITOH & Co., Ltd.）東亞地區總代表代行、亞洲和大洋洲地區副總裁、CP和CITIC海外擔當並為伊藤忠香港公司會長、上海伊藤忠商事有限公司及伊藤忠（中國）集團有限公司之董事長。池添先生自一九八三年在伊藤忠商事株式會社工作。彼於一九八三年獲日本大阪大學國際學院頒授文學士學位。

Vinai Vittavasarnvej先生，70歲，自二零一二年十二月出任本公司獨立非執行董事，及自二零一九年五月出任本公司審核委員會成員及薪酬委員會主席。Vittavasarnvej先生於二零一零年至二零一一年為泰國財政部庫務廳廳長及於二零零八年至二零一零年為泰國財政部稅務廳廳長。Vittavasarnvej先生於下列泰國證券交易所上市之公司擔任職位：CPF（獨立董事及審核委員會成員）、Sahamitr Pressure Container Public Co., Ltd.（主席及獨立董事）、Ekarat Engineering Public Company Limited（獨立董事及審核委員會主席）及Srisawad Corporation Public Company Limited（獨立董事、副主席及審核委員會主席）。他曾為Syn Mun Kong Insurance Public Company Limited（於泰國證券交易所上市之公司）之獨立董事。Vittavasarnvej先生持有泰國Thammasat University會計學士學位和政治科學碩士學位。

Vatchari Vimooktayon女士，68歲，自二零一三年九月出任本公司獨立非執行董事，並自二零一九年五月出任本公司薪酬委員會成員。彼亦於二零一九年五月獲委任為本公司提名委員會成員及隨後自二零一九年九月擔任其主席。Vimooktayon女士自一九九七年在泰國擔任不同的政府職位並於二零一三年九月退任商務局常任秘書長之職位。彼現時為CPF之獨立董事及審核委員會成員。Vimooktayon女士持有泰國Thammasat University工商管理（會計）學士學位、泰國Sukhothai Thammathirat University法律學士學位和泰國National Institute of Development Administration工商管理碩士學位。

Biographical Details of Directors

董事履歷詳情

Mr. Cheng Yuk Wo, aged 60, has been an Independent Non-executive Director of the Company, Chairman of the Audit Committee and a member of the Corporate Governance Committee since January 2020, and he was appointed a member of the Nomination Committee in June 2020. Mr. Cheng has over 30 years of expertise in accounting, finance and corporate advisory services. He is also an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: CTEL, CSI Properties Limited, Chong Hing Bank Limited, HKC (Holdings) Limited, Goldbond Group Holdings Limited, CPMC Holdings Limited, Liu Chong Hing Investment Limited, Top Spring International Holdings Limited; Kidsland International Holdings Limited and Miricor Enterprises Holdings Limited. He is also an independent non-executive director of Somerley Capital Holdings Limited (listed on the GEM Board of the Stock Exchange). Mr. Cheng was previously an independent non-executive director of DTXS Silk Road Investment Holdings Company Limited (listed on the Main Board of the Stock Exchange) and CP Lotus. He obtained a Bachelor of Arts (Honours) degree in Accounting from University of Kent, the United Kingdom in 1983 and a Master of Science (Economics) degree, majoring in Accounting and Finance, from London School of Economics and Political Science, the United Kingdom in 1984. He is a Fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Professional Accountants of Canada.

Professor Dr. Pongsak Angkasith, aged 72, has been an Independent Non-Executive Director of the Company, Chairman of the Corporate Governance Committee and a member of the Audit Committee since June 2020. Prof. Dr. Pongsak has extensive experience in agriculture. He is currently Chairman of Pracharat Rak Samakkee Chiang Mai (Social Enterprise) Co., Ltd., Chancellor of College of Agricultural, Innovation Biotechnology and Food, Rangsit University, President of Thai Arabica Coffee Association and Executive Director and Head of Coffee Research Royal Project Foundation. He has been an independent director of CPF since 2013 and also serves as Chairman its Corporate Social Responsibility and Sustainable Development Committee and a member of its Audit Committee and Remuneration and Nominating Committee. He obtained a Bachelor Degree in Agriculture from Chiang Mai University, Thailand, a Master of Science Degree and a Doctor of Education Degree from Oklahoma State University of Agriculture and Applied Science, the USA. He also completed various agricultural and management related courses in the Netherlands.

鄭毓和先生，60歲，自二零二零年一月出任本公司獨立非執行董事及審核委員會主席和企業管治委員會成員，及於二零二零年六月獲委任為提名委員會成員。鄭先生擁有逾30年於會計、金融及企業顧問服務的專業知識。彼現為下列聯交所主板上市公司之獨立非執行董事：正大企業國際、資本策略地產有限公司、創興銀行有限公司、香港建設(控股)有限公司、金榜集團控股有限公司、中糧包裝控股有限公司、廖創興企業有限公司、萊蒙國際集團有限公司、凱知樂國際控股有限公司及卓珈控股集團有限公司。彼亦為新百利融資控股有限公司(於聯交所創業板上市)之獨立非執行董事。鄭先生曾為大唐西市絲路投資控股有限公司(於聯交所主板上市)及卜蜂蓮花之獨立非執行董事。彼於一九八三年取得英國肯特大學會計系(榮譽)文學士學位及於一九八四年取得英國倫敦大學政治經濟學院科學(經濟)碩士(主修會計及金融)學位。彼乃英格蘭及威爾士特許會計師公會及香港會計師公會的資深會員，亦為加拿大特許專業會計師公會的會員。

Pongsak Angkasith教授，72歲，自二零二零年六月出任本公司獨立非執行董事、企業管治委員會主席及審核委員會成員。Pongsak教授於農業方面有豐富經驗。彼現為Pracharat Rak Samakkee Chiang Mai (Social Enterprise) Co., Ltd.之董事長、College of Agricultural, Innovation Biotechnology and Food, Rangsit University之院長、Thai Arabica Coffee Association之主席及Coffee Research Royal Project Foundation之執行董事及主席。彼自二零一三年為CPF之獨立董事，亦為其社會企業責任及可持續發展委員會之主席、審核委員會及薪酬與提名委員會之成員。彼於泰國Chiang Mai University取得農業學士學位、美國Oklahoma State University of Agriculture and Applied Science取得理學碩士及教育博士學位。彼於荷蘭完成多個不同的農業及管理課程。

Biographical Details of Directors

董事履歷詳情

General Udomdej Sitabutr, aged 65, has been an Independent Non-executive Director of the Company and a member of each of the Remuneration Committee and the Nomination Committee since June 2020. Gen. Udomdej held a number of positions throughout his career with the Royal Thai Army. He was First Army Area Commander in 2010 and became Chief of Staff in 2012 and Commander-in-Chief of the Royal Thai Army in 2014 before his retirement from the Royal Thai Army in 2015. He was also the Deputy Minister of Defence of Thailand from 2014 to 2017. Gen. Udomdej obtained a Bachelor of Science Degree from Chulachomklao Royal Military Academy and completed various courses at Command and General Staff College and National Defence College in Thailand.

RELATIONSHIPS AMONG DIRECTORS

Mr. Soopakij Chearavanont, Mr. Suphachai Chearavanont and Mr. Narong Chearavanont are brothers and they are cousins of Mr. Meth Jiaravanont. Mr. Adirek Sripratak is the elder brother of Mrs. Arunee Watcharananan. Save as disclosed above, there is no other material relationship among members of the Board.

Udomdej Sitabutr將軍，65歲，自二零二零年六月出任本公司獨立非執行董事和薪酬委員會及提名委員會之成員。Udomdej將軍於泰國皇家陸軍曾擔任多個職位。彼於二零一零年為第一陸軍司令，於二零一二年為參謀長及於二零一四年為泰國皇家陸軍總司令，及後於二零一五年自泰國皇家陸軍退休。彼曾於二零一四年至二零一七年間出任泰國國防部副部長。Udomdej將軍於泰國Chulachomklao Royal Military Academy取得理學士學位，及於Command and General Staff College和National Defence College完成不同課程。

董事之間的關係

謝吉人先生、謝鎔仁先生及謝明欣先生乃兄弟關係，及彼等與謝克俊先生乃堂兄弟關係。蔡益光先生是Arunee Watcharananan女士的兄長。除上述披露者外，董事會成員之間沒有其他重大的關係。

Report of the Directors

董事報告書

The Directors present their report together with the audited financial statements of the Group for the year ended 31 December 2020.

董事謹提呈董事報告書及本集團截至二零二零年十二月三十一日止年度的經審核財務報告。

PRINCIPAL ACTIVITIES

The Group operates in Vietnam and China. In Vietnam, the Group is principally engaged in the (1) production and sale of animal feed, (2) breeding, farming and sale of livestock and aquatic animals, and (3) production and sale of value-added processed food products. In China, the Group is principally engaged in poultry farming and production and sale of value-added processed food products. The Group also has a significant investment in a company operating in China which is principally engaged in the production and sale of animal feed and breeding, farming and sale of swine and sale of pork.

主要業務

本集團於越南及中國營運業務。於越南，本集團主要從事(1)產銷動物飼料，(2)繁殖、養殖及銷售禽畜及水產，及(3)產銷深加工食品。於中國，本集團主要從事養殖家禽及產銷深加工食品。本集團亦於一家在中國經營的公司有重大投資，該公司主要從事產銷動物飼料，繁殖、養殖和銷售豬隻及銷售豬肉。

BUSINESS REVIEW

A business review with financial key performance indicators analysis and future development of the Group is set out in the Chairman's Statement section, Financial Highlights section and Management Discussion and Analysis section of the annual report.

業務審視

本集團的業務審視(包括財務關鍵表現指標分析)及未來發展載於本年報「董事長報告書」、「財務概要」和「管理層討論及分析」三節。

The principal risks and uncertainties faced by the Group, a discussion on the environmental policies and performance and the key relationships with stakeholders are set out below.

本集團面對的主要風險及不明朗因素、對環境政策及表現的探討，以及與持份者的重要關係載列如下。

For further information about the environmental and social performance of the Group for this financial year, please refer to the Environmental, Social, and Governance Report 2020 to be issued.

有關本集團於本財政年度在環境和社會表現的更多資料，請參閱將刊登的二零二零年環境、社會及管治報告。

The Directors are not aware of any important event affecting the Group since the end of the financial year under review.

自回顧財政年度結束，董事並不知悉有任何影響本集團的重大事件。

Principal Risks and Uncertainties

Principal risks and uncertainties faced by the Group are discussed below. Details about the Group's financial risk management are set out in note 49 to the financial statements of the annual report.

主要風險及不明朗因素

本集團面對的主要風險及不明朗因素討論如下。本集團的財務風險管理詳情載於年報內財務報表附註49。

Report of the Directors

董事報告書

BUSINESS REVIEW (continued)

Principal Risks and Uncertainties (continued)

Volatility of Commodity Prices

Price of farm products is dependent on the demand and supply as well as the economic condition and consumer purchasing power and confidence. When supply exceeds demand, there is a negative impact on the selling price of the farm products which in turn affects the performance of the Group.

On the other hand, the Group's results may also be affected by price volatility of main ingredients used in the production of animal feed, including corn, soybean meal, wheat and fish meal. These raw materials are basic agricultural commodities and their prices are affected by global commodity prices as well as domestic demand and supply. Management will set a safety stock level and continuously collect and analyse the commodity price information when purchasing these raw materials.

Product Quality and Safety

Product quality and safety are the most important issues in agri-food business. Failure to maintain quality control during the manufacturing process may lead to poor quality products and result in complaints, claims for compensation or product recalls, penalties and damage to the Group's reputation. The Group is committed to producing high quality and safe products from its manufacturing process and has traceability systems for raw materials used and quality assurance systems throughout its supply chains.

Customer Demand and Preference

Customer demand for a particular kind of meat may change due to loss of consumer confidence as a result of epidemic outbreak or a change in consumer preference and taste. Also, as consumer's purchasing power increases, preference may also shift from low cost protein sources to higher cost protein sources. A decline in demand for any particular kind of meat will directly affect the sales of such meat, indirectly affect the demand for the associated feed products as well as the demand for the food products made from such meat. In order to keep alert to customers' demands and determine appropriate marketing strategies, management continuously follows the behavioral change and satisfaction of consumers.

Animal Disease Outbreaks

Any epidemic outbreaks in livestock, poultry or aquatic animals would affect the selling prices of our products and the results of the Group. The Group will continue to provide regular training to its employees to keep up with the knowledge and understanding on diseases and outbreaks, as well as continuously conduct surveillance, follow-up, data analysis and communication of information on diseases and their outbreaks.

業務審視(續)

主要風險及不明朗因素(續)

商品價格波動

農產品的價格取決於需求和供應以及經濟狀況和消費者的購買力和信心。當供應大過需求，將會對本集團農產品的銷售價格及本集團的業績有負面影響。

此外，本集團的業績亦可能受用於動物飼料生產中的主要成分(包括玉米、豆粕、小麥、魚粉)的價格波動所影響。這些原材料是基本農產品，其價格受全球商品價格及本地需求和供應所影響。當採購這些原材料時，管理層會訂立一個安全的存貨水平並持續收集和分析此等原材料的價格資訊。

產品質素及安全

產品質素及安全是農牧食品業務最重要的問題。未能在生產過程中維持質量控制可能會生產出低質素產品，導致投訴、索償或產品回收、罰款及損害本集團的商譽。本集團致力於從其生產過程中製造高品質及安全的產品及於整個供應鏈中有就已使用原材料的追溯系統和質量保證系統。

客戶需求和偏好

客戶對個別肉類的需求可能會由於瘟疫爆發或消費者偏好和口味改變以致失去消費者信心而改變。此外偏好也可能因消費者的購買能力增加從低成本蛋白源轉移至較高成本蛋白源。任何個別肉類需求的下降將直接影響該肉類的銷售，間接影響其關連的飼料產品的需求，以及該肉類所製成的食品產品的需求。為了保持對客戶的需求的警覺並決定合適的市場策略，管理層將持續跟進消費者的行為變化和滿意度。

動物疫病爆發

任何有關禽畜、家禽和水產動物的瘟疫爆發都會影響我們產品的銷售價格及本集團的業績。本集團會持續向員工提供定期培訓，以確保對疾病爆發的認識。並持續監視、跟進、分析數據和溝通有關疫病爆發的消息。

BUSINESS REVIEW (continued)

Principal Risks and Uncertainties (continued)

Foreign Exchange Rate Fluctuation

The Group's businesses are principally located in mainland China and Vietnam. All domestic sales in mainland China and Vietnam are conducted in RMB and VND respectively, whereas export sales and import of raw materials, machinery and equipment are conducted in foreign currencies. Also, certain subsidiaries in mainland China and Vietnam have borrowings denominated in foreign currencies. Depreciation of RMB/VND against foreign currencies would result in loss on translation of these foreign currencies denominated borrowings and increase the costs of imported raw materials, machinery and equipment. Furthermore, depreciation of RMB/VND against US\$ would also adversely affect results of the Group, as the results of the subsidiaries in mainland China and Vietnam would be reduced on translation from RMB/VND to US\$, which is the Group's presentation currency. The Group will continue to monitor foreign exchange movements and consider hedging when necessary. Please refer to note 49(c) to the financial statements of the annual report for the foreign currency risk exposures of the Group as at the end of the reporting period.

Interest Rate Fluctuation

The Group had total bank borrowings of US\$1,135.9 million as at 31 December 2020, 88% of which were at floating rate which subjects the Group to interest rate risk. In the decision making for the selection of sources of capital, the Group will consider various factors such as rate of return expected by shareholders, current and expected interest rates in the market and debt-to-equity ratio of the Group. Please refer to note 49(a) to the financial statements of the annual report for the interest rate risk exposures as at the end of the reporting period.

Compliance Risks

The Group's businesses are principally operated in mainland China and Vietnam and are subject to different industry standards and government regulations in different jurisdictions. These standards and regulations include food hygiene and safety related laws and regulations, environmental protection regulations, employment regulations and relevant tax laws, etc. The Group's internal legal department will ensure compliance with the laws, rules and regulations applicable to the Group.

業務審視(續)

主要風險及不明朗因素(續)

外匯匯率波動

本集團的業務主要經營於中國大陸和越南。所有中國大陸和越南的本地銷售均分別以人民幣和越南盾進行交易，而出口銷售、原料和機器設備的進口則以外幣進行交易。此外若干附屬公司在中國大陸和越南有以外幣兌換的借款。人民幣／越南盾對外幣的貶值可能會令這些以外幣兌換的借款帶來換算損失，並增加了進口原料、機器和設備的成本。此外人民幣／越南盾對美元的貶值也會對本集團的業績帶來不利的影響，在中國大陸和越南的附屬公司會減少從人民幣／越南盾對美元(其為本集團的列報貨幣)的換算。本集團將持續監測外匯走勢並在有需要時考慮對沖。有關於報告期末本集團的外匯風險，請參閱年報內財務報表附註49(c)。

利率波動

本集團於二零二零年十二月三十一日的銀行借款總額為11億3,590萬美元，而其中88%為浮動利率，使本集團受利率風險所限制。在選擇資金來源的決策中，本集團會考慮各方面因素，例如股東預期收益率、目前及預期市場利率和本集團的負債比率。有關於報告期末息率風險，請參閱年報內財務報表附註49(a)。

合規風險

本集團的業務主要經營於中國大陸和越南，並受不同行業標準及不同司法管轄區的政府條例所限制。這些標準和條例包括食物衛生和安全相關的法律和條例、環保條例、就業條例和相關稅法等。本集團的內部法律部門會確保本集團遵守適用的法律、條例和法規。

Report of the Directors 董事報告書

BUSINESS REVIEW (continued)

Environmental Policies and Performance

We are committed to building an environmentally-friendly corporation and minimizing our impact on the environment. As a testament of our commitment to environmental protection, some of our operations in China and Vietnam are certified with ISO 14001 Environmental Management System, which reflects our stringent environmental policies and objectives. We have adopted strict measures to control the discharge of wastes and pollutants. We have also implemented an array of energy saving measures to reduce costs and energy consumption in our production processes. In 2020, there was no incidence of non-compliance with the relevant environmental laws and regulations that have a significant impact on the Group.

We also require our suppliers to operate in strict compliance with relevant environmental regulations and rules. Their environmental performances are evaluated on a regular basis.

Key Relationships with Stakeholders

Employees

The Group regards its employees as one of its most important assets. We strive to provide motivation and awards to employees who demonstrate outstanding performance. Our employee benefits include medical insurance, annual leaves, training, and discretionary performance bonus. We also ensure our recruitment policies are in compliance with the national regulations on equal opportunity and anti-discrimination.

We place great importance in establishing a safe and healthy work environment for our employees. In our operations, safety trainings are offered to production staff. We have obtained OHSAS 18001 Occupational Health and Safety Management Systems certification in some of our food operations, which serves to demonstrate our capability in managing the potential occupational hazard in workplaces.

Customers

The Group has a diversified customer base and we perceive customers' satisfaction with products and services are key to our success. The Group has set out rigorous procedures to ensure that safe, nutritious, environmentally friendly products are produced and delivered to our customers. To monitor our customers' satisfaction, the Group's sales teams listen to customers' needs and opinions. With continuous feedback of our customers, we will continue to improve our product and service qualities.

業務審視(續)

環境政策及表現

我們致力建設為環保型企業，並盡量減少我們對環境的影響。為了履行我們對環保的承諾，我們在中國和越南部份的經營地點均獲得ISO 14001環境管理體系的認證，反映了我們嚴謹的環保政策及目標。我們採取嚴格的措施控制廢物和污染物的排放。我們還實施一系列的節能措施，以減少我們的生產成本和能源消耗。於二零二零年內，本集團沒有違反對其業務有重大影響的相關環境法律及規例。

我們亦要求我們的供應商嚴格遵守相關的環保條例和規則，並定期評估彼等的環保表現。

與持份者的重要關係

僱員

本集團視員工為其最重要的資產之一。我們致力提供鼓勵和獎勵予表現卓越的員工。我們的員工福利包括醫療保險、年假、培訓及酌情表現花紅。我們亦確保我們的招聘政策是符合平等機會和反歧視的國家條例。

我們著重為我們的員工建立一個安全及健康的工作環境。我們在經營地點向在生產線工作的員工提供安全培訓及年度體檢。我們的部份食品營運設施已獲得OHSAS 18001職業健康安全管理体系的認證，體現我們管理潛在職業性危害的能力。

客戶

本集團擁有多元化的客戶群並認為客戶對產品及服務的滿意度是我們成功的關鍵。本集團已制訂嚴謹的程序，以確保為我們的客戶提供安全、有營養和環保的產品。為了監督我們客戶的滿意度，本集團的銷售團隊會聽取客戶的需求和意見。隨著客戶的不斷反饋，我們將繼續改善我們的產品和服務質素。

BUSINESS REVIEW (continued)

Key Relationships with Stakeholders (continued)

Suppliers

We carefully choose suppliers that share the same commitment to product quality and work ethics with us. In our procurement process, we select our suppliers based on a number of assessment criteria, including their service quality, environmental and social performance, and ability to supply high-quality products on a consistent basis. We also perform on-site inspections of our suppliers as and when necessary to ensure our requirements are met.

RESULTS AND DIVIDENDS

The Group's financial performance for the year ended 31 December 2020 and the financial position of the Group at that date are set out in the financial statements of the annual report.

During the year under review, (i) a special dividend of HK\$0.008 (2019: nil) per share, and (ii) an interim dividend of HK\$0.03 (2019: HK\$0.008) per share were declared and paid.

The Board has recommended the payment of a final dividend for the year ended 31 December 2020 of HK\$0.076 (equivalent to approximately US 0.974 cent) (2019: HK\$0.024 (equivalent to approximately US 0.308 cent) per share, totaling approximately US\$246,834,000 (2019: US\$77,947,000) (based on the total number of issued ordinary shares and convertible preference shares as at the date of this report). Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 11 June 2021, the 2020 final dividend will be paid on 6 July 2021 to the ordinary share holders and convertible preference share holders whose names appear on the registers of members of the Company on 23 June 2021.

The register of members holding ordinary shares of the Company will be closed from 8 June 2021 to 11 June 2021, both days inclusive, during which period no transfer of ordinary shares of the Company will be registered. In order to ascertain shareholders' eligibility to attend and vote at the forthcoming annual general meeting of the Company to be held on 11 June 2021, all transfer forms for ordinary shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on 7 June 2021.

業務審視(續)

與持份者的重要關係(續)

供應商

我們謹慎地挑選與我們在產品質素及職業道德方面有著共同追求的供應商。在我們的採購過程中，我們選擇我們的供應商乃基於多項評估標準，包括其服務質素、環境和社會表現，及供應穩定高品質產品的能力。我們於有需要時對供應商進行現場檢查，以確保符合我們所有的標準。

業績及股息

本集團截至二零二零年十二月三十一日止年度的財務表現及本集團於該日的財務狀況載於年報的財務報表內。

於回顧年內，宣派和派發(i)特別股息每股0.008港元(二零一九年：無)及(ii)中期股息每股0.03港元(二零一九年：0.008港元)。

董事會建議派發截至二零二零年十二月三十一日止年度之末期股息，每股0.076港元(相等於約0.974美仙)(二零一九年：0.024港元(相等於約0.308美仙)，合計約2億4,683.4萬美元(二零一九年：7,794.7萬美元)(按於本報告日期已發行普通股及可換股優先股數量計算)。待股東於二零二一年六月十一日舉行的本公司應屆股東周年大會上批准後，二零二零年末期股息將於二零二一年七月六日派發予於二零二一年六月二十三日名列於本公司股東名冊的普通股股東及可換股優先股股東。

本公司將於二零二一年六月八日至二零二一年六月十一日期間(首尾兩天包括在內)暫停辦理本公司普通股股份過戶登記手續，為確定股東有權出席於二零二一年六月十一日舉行的本公司應屆股東周年大會並於會上投票的資格，務請將所有普通股股份過戶文件連同有關股票，於二零二一年六月七日下午四時三十分前，送達本公司於香港之股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖，辦理登記手續。

Report of the Directors

董事報告書

RESULTS AND DIVIDENDS (continued)

In addition, the registers of members holding ordinary shares and convertible preference shares of the Company respectively will be closed from 21 June 2021 to 23 June 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the 2020 final dividend, all transfer forms for ordinary shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on 18 June 2021.

SUMMARY FINANCIAL INFORMATION

The consolidated assets, liabilities and results of the Group for the five years ended 31 December 2020, as extracted from the published audited financial statements, are as follows:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元	2018 二零一八年 US\$'000 美元千元	2017 二零一七年 US\$'000 美元千元	2016 二零一六年 US\$'000 美元千元
Total assets	總資產	6,597,182	5,345,838	4,611,362	4,232,929	3,633,425
Total liabilities	總負債	2,564,472	3,378,800	2,909,138	2,717,565	2,214,677
Non-controlling interests	非控制性權益	484,328	418,764	346,721	277,654	295,182
Equity attributable to shareholders of the Company	本公司股東應佔權益	3,548,382	1,548,274	1,355,503	1,237,710	1,123,566
		6,597,182	5,345,838	4,611,362	4,232,929	3,633,425
Profit for the year attributable to shareholders of the Company (exclude gain on deemed disposal of Chia Tai Investment Co., Ltd. ("CTI"))	本公司股東應佔溢利(不包括視作出售正大投資股份有限公司(「正大投資」)之收益)	688,796	345,803	281,659	41,867	260,278

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2020 are set out in note 16 to the financial statements of the annual report.

業績及股息(續)

此外，本公司將於二零二一年六月二十一日至二零二一年六月二十三日期間(首尾兩天包括在內)分別暫停辦理本公司普通股股份及可換股優先股股份過戶登記手續，為確定股東合資格獲派二零二零年末期股息，務請將所有普通股股份過戶文件連同有關股票，於二零二一年六月十八日下午四時三十分前，送達本公司於香港之股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖，辦理登記手續。

財務資料概要

本集團截至二零二零年十二月三十一日止五個年度的綜合資產、負債和業績(摘錄自己刊發的經審核財務報表)如下：

物業、廠房及設備

於截至二零二零年十二月三十一日止年度內，本集團的物業、廠房及設備變動的詳情載於年報內財務報表附註16。

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year ended 31 December 2020 are set out in note 17 to the financial statements of the annual report.

SHARE CAPITAL

Details of the movements in the issued share capital of the Company during the year ended 31 December 2020 are set out in note 38 to the financial statements of the annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During 2020, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in notes 50 and 40 to the financial statements and in the consolidated statement of changes in equity of the annual report, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2020, the Company's reserves available for distribution amounted to US\$1,406,836,000 (2019: US\$1,435,285,000), out of which US\$246,834,000 (2019: US\$77,947,000) has been proposed as a final dividend for the year. Details of the proposed final dividend are set out in note 13 to the financial statements of the annual report.

DIVIDEND POLICY

The Company adopted a dividend policy which sets out the approach of the Company on the declaration and payment of dividends to shareholders of the Company.

The Board is responsible for considering and, if appropriate, declaring any interim dividend or recommending any final dividend to the shareholders for approval every year. Any approved dividends must not exceed the amount recommended by the Board.

投資物業

於截至二零二零年十二月三十一日止年度內，本集團的投資物業變動的詳情載於年報內財務報表附註17。

股本

於截至二零二零年十二月三十一日止年度內，本公司已發行的股本的變動詳情載於年報內財務報表附註38。

優先購股權

本公司細則或百慕達法例並無優先購股權之條款，本公司無須按比例向現有股東配售新股份。

購買、出售或贖回本公司的上市證券

於二零二零年內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

儲備

於年內，本公司及本集團儲備變動的詳情分別載於年報內財務報表附註50和40及綜合權益變動表內。

可供分配儲備

於二零二零年十二月三十一日，本公司可供分派的儲備為14億6,836.0萬美元（二零一九年：14億3,528.5萬美元），當中包括2億4,683.4萬美元（二零一九年：7,794.7萬美元）已被建議派發為末期股息。建議末期股息的詳情載於年報內財務報表附註13。

股息政策

本公司採納股息政策，旨在制定本公司宣派及派付股息予本公司股東的方針。

董事會負責考慮及（如適用）每年宣派中期股息或建議股東批准派發末期股息。任何批准宣派的股息不得超過董事會所建議之款項。

Report of the Directors

董事報告書

DIVIDEND POLICY (continued)

Declaration or recommendation of any dividend will take into consideration the Company's results of operations and financial conditions, business strategy and future development and any other factors that the Board may deem relevant. No dividend shall be declared or paid except out of the Company's profits and reserves lawfully available for distribution. The payment of dividend is also subject to applicable laws and regulations, including any applicable restrictions under the Company's Bye-laws.

Future declarations or recommendations of dividends may or may not reflect the Company's historical declarations or recommendations of dividends and will be at the absolute discretion of the Board. At the time when the Board makes the announcement as to its recommendation of final dividend, if any, in respect of the last completed financial year, it will also endeavour to indicate whether, and, if so, how much dividend is, in the absence of unforeseen circumstances, expected to be declared and/or recommended in respect of the current financial year.

In 2020, the Group completed the transaction of merging its China feed and swine food businesses under CTI, originally a subsidiary of the Group, with Charoen Pokphand Group's swine business in China. As a result, a substantial portion of our new China business runs under CTI, an associate of the Group, which can stand on its own with regards to expansion and funding. In the absence of unforeseen circumstances, the Board intends to raise dividend pay-out to approximately 50% of net profit attributable to shareholders for the financial year ending 31 December 2021.

DONATIONS

During the year, the Group made donations for charitable and other purposes amounting to US\$4,392,000 (2019: US\$3,907,000).

MAJOR CUSTOMERS AND SUPPLIERS

Revenue and purchases of continuing operations attributable to the five largest customers and the five largest suppliers accounted for less than 30% of the Group's revenue and purchases for the year ended 31 December 2020 respectively.

股息政策(續)

任何股息派付視乎本公司經營業績、財政狀況、業務策略和未來發展及任何其他董事會認為相關的因素而定。股息僅可從溢利及合法可供分派的儲備中撥款宣派或派付。派付股息亦受適用的法律法規限制，包括任何根據本公司細則適用的限制。

本公司日後的股息宣派或建議未必會反映本公司過往的股息宣派或建議，且將由董事會全權酌情釐定。於董事會作出上一個完整財政年度建議末期股息(如有)的公告時，董事會亦會盡力於沒有不可預見的情況下，表示本財政年度預期將會宣派/建議多少股息(如有)。

於二零二零年，本集團透過正大投資(前身為本集團之附屬公司)完成了其中國的飼料和豬食品業務與Charoen Pokphand Group的中國豬業務合併。因此，我們新的中國業務的主要部分由本集團的聯營公司，正大投資營運，其可獨立發展及融資。在沒有未能預見的情況下，董事會計劃截至二零二一年十二月三十一日止財政年度，將派息比率提高至股東應佔溢利的大約50%。

捐款

於年內，本集團的慈善及其他捐款總額為439.2萬美元(二零一九年：390.7萬美元)。

主要客戶及供應商

五大客戶及五大供應商的收入及購貨額(來自持續經營業務)佔截至二零二零年十二月三十一日本集團收入及購貨額少於30%。

DIRECTORS

The Directors during the year and up to the date of this report were:

EXECUTIVE DIRECTORS:

Mr. Soopakij Chearavanont
Mr. Adirek Sripratak
Mr. Suphachai Chearavanont
Mr. Narong Chearavanont
Mr. Bai Shanlin
Mr. Sooksunt Jiumjaiswanglerg
Mrs. Arunee Watcharananan
Mr. Yu Jianping

NON-EXECUTIVE DIRECTORS:

Mr. Meth Jiaravanont
Mr. Yoichi Ikezoe

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Vinai Vittavasgarnvej
Mrs. Vatchari Vimooktayon
Mr. Cheng Yuk Wo
Professor Dr. Pongsak Angkasith (1)
General Udomdej Sitabutr (1)
Mr. Ma Andrew Chiu Cheung (2)
Mr. Sombat Deo-isres (3)
Mr. Sakda Thanitcul (3)

Notes:

- (1) Each of Professor Dr. Pongsak Angkasith and General Udomdej Sitabutr was appointed as an Independent Non-executive Director of the Company with effect from 6 June 2020.
- (2) Mr. Ma Andrew Chiu Cheung retired from the Board with effect from the conclusion of the annual general meeting of the Company held on 5 June 2020 (the "2020 AGM").
- (3) Each of Mr. Sombat Deo-isres and Mr. Sakda Thanitcul resigned from the Board with effect from the conclusion of the 2020 AGM.

All non-executive Directors and independent non-executive Directors were appointed for a term of one year, subject to renewal by mutual agreement, and, together with all other Directors, are subject to retirement by rotation, but may offer themselves for re-election at annual general meetings in accordance with the Company's bye-laws.

In accordance with the Company's bye-law 82, Mr. Soopakij Chearavanont, Mr. Suphachai Chearavanont, Mr. Yoichi Ikezoe, Mr. Vinai Vittavasgarnvej and Mrs. Vatchari Vimooktayon will retire and, being eligible, have offered themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has received from each of the independent non-executive Directors a confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all independent non-executive Directors are independent.

董事

於年度內及至本報告書日期，本公司董事名單如下：

執行董事：

謝吉人先生
蔡益光先生
謝鎔仁先生
謝明欣先生
白善霖先生
Sooksunt Jiumjaiswanglerg先生
Arunee Watcharananan女士
于建平先生

非執行董事：

謝克俊先生
池添洋一先生

獨立非執行董事：

Vinai Vittavasgarnvej先生
Vatchari Vimooktayon女士
鄭毓和先生
Pongsak Angkasith教授 (1)
Udomdej Sitabutr將軍 (1)
馬照祥先生 (2)
Sombat Deo-isres先生 (3)
Sakda Thanitcul先生 (3)

附註：

- (1) Pongsak Angkasith教授及Udomdej Sitabutr將軍分別獲委任為本公司獨立非執行董事，於二零二零年六月六日生效。
- (2) 馬照祥先生退任董事會職務，於二零二零年六月五日舉行之本公司股東周年大會（「二零二零年股東周年大會」）結束時生效。
- (3) Sombat Deo-isres先生及Sakda Thanitcul先生分別辭任董事會職務，於二零二零年股東周年大會結束時生效。

所有非執行董事及獨立非執行董事獲委任的指定任期為一年，經雙方同意續任和根據本公司細則與所有其他董事輪值退任並於股東周年大會上膺選連任。

根據本公司細則第82條，謝吉人先生、謝鎔仁先生、池添洋一先生、Vinai Vittavasgarnvej先生及Vatchari Vimooktayon女士將於本公司應屆股東周年大會上輪值退任，惟符合資格並願意膺選連任。

本公司已根據上市規則第3.13條收到每名獨立非執行董事就其獨立性而作出的確認函，並認為所有獨立非執行董事屬獨立人士。

Report of the Directors

董事報告書

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' EMOLUMENTS

Details of the Directors' emoluments are set out in note 10 to the financial statements of the annual report.

The emoluments of the Directors are determined with reference to Directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACT

Save for the transactions as disclosed in the sections headed "Connected Transactions" and "Continuing Connected Transactions" below and the related party disclosures as disclosed in note 46 to the financial statements of the annual report, none of the Directors had any material interests, either directly or indirectly, in any transaction, arrangement and contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries and fellow subsidiaries was a party during the year ended 31 December 2020.

CONTRACT OF SIGNIFICANCE

Save for the transactions as disclosed in the sections headed "Connected Transactions" and "Continuing Connected Transactions" below and the related party disclosures as disclosed in note 46 to the financial statements of the annual report, there had been no contract of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries during the year ended 31 December 2020.

ARRANGEMENT TO PURCHASE SHARES

Save as disclosed in the section headed "Share Option Scheme" below, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to shareholders by reason of their holding in the Company's securities.

董事服務合約

擬於應屆本公司股東周年大會上膺選連任的董事，與本公司或其任何附屬公司概無由本集團可決定於一年內終止而須作出任何賠償（法定賠償除外）的服務合約。

董事酬金

董事酬金的詳情載於年報內財務報表附註10。

董事酬金經參考董事之職責、責任及表現以及本集團業績釐定。

董事在交易、安排或合約中的重大權益

除下文「關連交易」及「持續關連交易」兩節所披露之交易及年報內財務報表附註46披露之關連人士披露外，於截至二零二零年十二月三十一日止年度內，概無董事於本公司或其任何控股公司、附屬和同系附屬公司所訂立的任何對本集團業務而言的交易、安排或重大合約中直接或間接擁有重大權益。

重大合約

除下文「關連交易」及「持續關連交易」兩節所披露之交易及年報內財務報表附註46披露之關連人士披露外，於截至二零二零年十二月三十一日止年度內，本公司或其任何附屬公司概無與本公司或其任何附屬公司的控股股東（定義見上市規則）訂立重大合約。

購買股份之安排

除於下述「購股權計劃」一節所披露外，於年內，本公司、其控股公司或其任何附屬公司概無作為任何安排下之一方，而令本公司之董事可透過收購本公司或任何其他法人團體之股份而獲得利益。

稅務減免

董事並不知悉任何因股東持有本公司證券而享有的稅務減免。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

董事及主要行政人員持有本公司及其相聯法團的股份及相關股份的權益及淡倉

As at 31 December 2020, the interests and short positions of the directors and chief executives of the Company in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 pursuant to the Model Code are set out below:

於二零二零年十二月三十一日，根據證券及期貨條例第352條規定由本公司備存之登記冊的記錄，又或根據標準守則向本公司及聯交所發出的通知，各董事及主要行政人員持有本公司及其相聯法團的股份及相關股份的權益及淡倉（按證券及期貨條例第XV部所界定者）載列如下：

(a) Directors' interests in shares of the Company (Long Positions)

(a) 董事於本公司的權益（好倉）

Name of director	Capacity	Number of ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
董事名稱	身分	所持普通股股份數目	已發行普通股股本概約百分比
Mr. Meth Jiaravanont 謝克俊先生	Beneficial owner 實益擁有人	21,000,000	0.09%

(b) Directors' interests in shares of associated corporations of the Company (Long Positions)

(b) 董事於本公司的相聯法團的權益（好倉）

Chia Tai Enterprises International Limited

正大企業國際有限公司

Name of director	Capacity	Number of shares held	Approximate percentage of the issued share capital of the associated corporation
董事名稱	身分	所持股份數目	估相關法團已發行股本概約百分比
Mr. Meth Jiaravanont 謝克俊先生	Beneficial owner 實益擁有人	210,000	0.09%

Save as disclosed above, as at 31 December 2020, none of the directors or chief executives of the Company had any interests or short positions in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of 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 pursuant to the Model Code.

除上述披露者外，於二零二零年十二月三十一日，根據證券及期貨條例第352條規定由本公司備存之登記冊的記錄，又或根據標準守則向本公司及聯交所發出的通知，概無任何董事或主要行政人員在本公司或其相聯法團（按證券及期貨條例第XV部所界定者）的股份及相關股份中擁有任何權益或淡倉。

Report of the Directors

董事報告書

SUBSTANTIAL SHAREHOLDERS AND PERSONS WHO HAVE INTERESTS OR SHORT POSITIONS WHICH ARE DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE

主要股東及根據證券及期貨條例規定須予披露擁有權益或淡倉的人士

As at 31 December 2020, the following persons (not being a director or chief executive of the Company) had the following interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

於二零二零年十二月三十一日，根據證券及期貨條例第336條規定由本公司備存之登記冊的記錄，下述人士（非本公司的董事或主要行政人員）於本公司的股份及相關股份擁有的權益及淡倉如下：

Name of shareholder	Notes	Capacity	Number of shares and underlying shares held	Approximate percentage of the issued ordinary share capital of the Company
股東名稱	附註	身分	所持股份及相關股份數目 (Note 1) (附註1)	已發行普通股股本概約百分比 (Note 1) (附註1)
Charoen Pokphand Foods Public Company Limited	(2)	Beneficial owner, interest of controlled corporation and concert party 實益擁有人、控制法團權益及一致行動的人士	19,017,584,153(L)	79.00(L)
Charoen Pokphand Group Company Limited	(3)	Interest of controlled corporation 控制法團權益	19,017,584,153(L)	79.00(L)
ITOCHU Corporation 伊藤忠商事株式會社	(4)	Beneficial owner and concert party 實益擁有人及一致行動的人士	19,017,584,153(L)	79.00(L)

Notes:

附註：

(1) The Letter "L" denotes a long position.

(1) 「L」代表好倉。

(2) Charoen Pokphand Foods Public Company Limited ("CPF") had a long position in 19,017,584,153 shares and underlying shares of the Company which included (i) 1,261,077,748 convertible preference shares beneficially owned by CPF; (ii) 11,738,547,097 ordinary shares beneficially owned by CPF Investment Limited ("CPFI"), which is a wholly-owned subsidiary of CPF; and (iii) 6,017,959,308 ordinary shares which were beneficially owned by ITOCHU Corporation ("ITOCHU") in which, as a result of certain provisions in an agreement entered into between CPF, CPFI and ITOCHU, CPF was for the purpose of Sections 317(1)(a) and 318 of the SFO, taken to be interested in.

(2) Charoen Pokphand Foods Public Company Limited (「CPF」) 持有19,017,584,153股本公司股份及相關股份(好倉)，其中包括(i)CPF實益擁有的1,261,077,748股可換股優先股股份；(ii)CPF全資擁有附屬公司CPF Investment Limited (「CPFI」) 實益擁有的11,738,547,097股普通股股份；及(iii)由於CPF、CPFI和伊藤忠商事株式會社(「伊藤忠」)所簽訂的協議中若干條款，就證券及期貨條例第317(1)(a)條及第318條而言，CPF被當作擁有伊藤忠實益擁有的6,017,959,308股普通股股份的權益。

(3) Charoen Pokphand Group Company Limited had a long position of 19,017,584,153 shares and underlying shares of the Company through CPF, its controlled corporation.

(3) Charoen Pokphand Group Company Limited透過CPF(其控制法團)持有19,017,584,153股本公司股份及相關股份(好倉)。

SUBSTANTIAL SHAREHOLDERS AND PERSONS WHO HAVE INTERESTS OR SHORT POSITIONS WHICH ARE DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE (continued)

Notes: (continued)

- (4) ITOCHU beneficially owned 6,017,959,308 ordinary shares of the Company. As a result of certain provisions in the above mentioned agreement entered into between CPF, CPFI and ITOCHU, ITOCHU was, for the purpose of Sections 317(1)(a) and 318 of the SFO, taken to be interested in the shares and underlying shares of the Company in which CPF was interested apart from by reason of that agreement. As such, ITOCHU had a long position in 19,017,584,153 shares and underlying shares of the Company in aggregate.

Save as disclosed above, as at 31 December 2020, no person (not being a director or chief executive of the Company) had an interest or a short position in shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) which was adopted by the shareholders of the Company in the annual general meeting held on 22 June 2012. The Share Option Scheme will remain in force for 10 years from that date unless otherwise cancelled or amended.

The total number of ordinary shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the ordinary shares of the Company in issue as at the date of adoption of the Share Option Scheme, being 1,698,783,571 ordinary shares of the Company, based on 16,987,835,710 issued ordinary shares of the Company as at the date of adoption of the Share Option Scheme in 2012. Such maximum number of ordinary shares issuable upon exercise of all the share options which may be granted under the Share Option Scheme now represents 7% of the issued ordinary shares of the Company as at the date of this report.

No share option was granted during 2020. As at 31 December 2020, the Company had no outstanding share options.

Other details of the Share Option Scheme are set out in note 39 to the financial statements of the annual report.

主要股東及根據證券及期貨條例規定須予披露擁有權益或淡倉的人士(續)

附註：(續)

- (4) 伊藤忠實益擁有6,017,959,308股本公司普通股股份。由於CPF、CPFI和伊藤忠簽訂上述協議中若干條款，就證券及期貨條例第317(1)(a)條及第318條而言，伊藤忠被當作擁有CPF所擁有股份的權益及除該協議外CPF所擁有的相關股份權益。據此，伊藤忠持有合共19,017,584,153股本公司股份及相關股份(好倉)。

除上述披露者外，於二零二零年十二月三十一日，根據證券及期貨條例第336條規定由本公司備存之登記冊的記錄，又或向本公司及聯交所發出的通知，概無人士(非本公司的董事或主要行政人員)在本公司的股份或相關股份中擁有權益或淡倉。

購股權計劃

本公司運作一個購股權計劃(「該購股權計劃」)，乃經本公司股東於二零一二年六月二十二日舉行的周年股東大會上採納。除另行取消或修訂外，該購股權計劃自該日起持續有效十年。

根據該購股權計劃將可授出之購股權在悉數行使時可予發行之本公司普通股股份總數，不得超過採納該購股權計劃當日本公司已發行普通股股份之10%，即1,698,783,571股本公司普通股股份，該股數乃根據於二零一二年採納該購股權計劃當日本公司已發行之16,987,835,710股普通股股份計算。於本報告書日期，根據該購股權計劃授出的購股權在悉數行使時可予發行本公司普通股之最高數目為現時本公司已發行之普通股股份7%。

於二零二零年，沒有授出任何購股權。於二零二零年十二月三十一日，本公司沒有購股權尚未行使。

該購股權計劃的其他詳情載於年報內財務報表附註39。

Report of the Directors

董事報告書

CONNECTED TRANSACTIONS

During the year ended 31 December 2020, the Group entered into the following connected transactions that are subject to the Listing Rules' reporting requirement for disclosure in annual report.

The Vietnam Production Equipment and Construction Contracts

On 30 December 2019 and 9 April 2020, two subsidiaries of the Company entered into the following contracts with KSP Vietnam Co., Ltd. ("KSP Vietnam") (collectively, the "Vietnam Production Equipment and Construction Contracts"):

關連交易

於截至二零二零年十二月三十一日止年度內，本集團已進行下列關連交易並須根據上市規則的申報規定於年報內披露。

越南生產設備及建造合同

於二零一九年十二月三十日及二零二零年四月九日，本公司兩家附屬公司與KSP Vietnam Co., Ltd. (「KSP越南」) 簽訂以下合同 (統稱「越南生產設備及建造合同」)：

Subsidiary 附屬公司	Date of Contract 合同日期	Nature 性質	Contract Sum 合同金額 (approximate amounts) (概約金額)
C. P. Vietnam Corporation ("CPVC") C. P. Vietnam Corporation (「CPVC」)	30 December 2019 二零一九年十二月 三十日	Installation of electrical system and related work for feed crumble machine 安裝飼料粉碎機的電氣系統和相關工作	VND30.50 billion (approximately US\$1.31 million) 305億越南盾 (約131萬美元)
CPVC CPVC	9 April 2020 二零二零年四月九日	Construction of shrimp hatchery buildings and related work (including internal roads, fences, drainage system and electrical work) 建造蝦孵化場和相關工作(包括內部道路、圍 欄、排水系統和電氣工程)	VND187.90 billion (approximately US\$8.10 million) 1,879億越南盾 (約810萬美元)
CPV Food Co., Ltd. ("CPV Food") CPV Food Co., Ltd. (「CPV食品」)	9 April 2020 二零二零年四月九日	Supply and installation of slaughter machine 供應和安裝屠宰機器	VND31.26 billion (approximately US\$1.35 million) 312.6億越南盾 (約135萬美元)
CPV Food CPV食品	9 April 2020 二零二零年四月九日	Supply and installation of equipment for eight broiler farms 為八個肉雞場供應和安裝設備	VND33.30 billion (approximately US\$1.43 million) 333億越南盾 (約143萬美元)

CONNECTED TRANSACTIONS (continued)

The Vietnam Production Equipment and Construction Contracts (continued)

As at 9 April 2020, being the date of the Company's announcement, Charoen Pokphand Foods Public Company Limited ("CPF") was interested in approximately 49.74% of the issued ordinary shares of the Company and Charoen Pokphand Group Company Limited ("CPG") was interested in approximately 48.44% of the issued share capital of CPF. Due to CPG's near majority shareholding in CPF, the Company and CPG had agreed to treat CPG as a substantial shareholder of the Company, and accordingly CPG and its associates were treated as connected persons of the Company. As KSP Vietnam was a subsidiary of CPG, the transactions contemplated under the Vietnam Production Equipment and Construction Contracts were treated as connected transactions of the Company under the Listing Rules.

Office Tenancy Agreement

On 10 April 2020, Chia Tai Investment Co., Ltd. ("CTI") (as lessee), the then indirect wholly-owned subsidiary of the Company, entered into an office tenancy agreement (the "Office Tenancy Agreement") with CPQS Realty and Development Co., Ltd. ("CPQS") (as lessor) in relation to the lease of certain office premises in Beijing with a total leased area of approximately 5112.65 square meters for use by CTI and its subsidiaries. Subsequently on 14 May 2020, the same parties entered into a supplemental agreement to revise the term of the Office Tenancy Agreement such that the rental period would run from 15 May 2020 to 14 May 2023.

The monthly rental payable for each of the 12 months ended 14 May 2021, 14 May 2022 and 14 May 2023, amount to RMB1,354,852.25, RMB2,709,704.50 and RMB1,354,852.25, respectively.

For the reasons disclosed above, CPG and its associates were treated as connected persons of the Company. As CPQS was a subsidiary of CPG, the transactions between CTI and CPQS were treated as connected transactions of the Company under the Listing Rules.

關連交易(續)

越南生產設備及建造合同(續)

於二零二零年四月九日，即本公司公告日期，Charoen Pokphand Foods Public Company Limited (「CPF」)持有本公司已發行普通股股份約49.74%，而Charoen Pokphand Group Company Limited (「CPG」)持有CPF已發行股本約48.44%。由於CPG持有CPF接近過半數股權，本公司與CPG同意視CPG為本公司之主要股東，據此，CPG及其聯繫人被視為本公司之關連人士。由於KSP越南為CPG之附屬公司，根據越南生產設備及建造合同項下的交易被視為根據上市規則本公司之關連交易。

辦公室租賃協議

於二零二零年四月十日，正大投資股份有限公司(「正大投資」)(作為承租方)(當時為一家本公司間接全資擁有附屬公司)與正大僑商房地產開發有限公司(「正大僑商」)(作為出租方)簽訂一份辦公室租賃協議(「辦公室租賃協議」)，有關租用位於北京的辦公室物業，總出租面積約為5,112.65平方米，用作正大投資及其附屬公司之辦公室。隨後，訂約雙方於二零二零年五月十四日簽訂補充協議，修訂辦公室租賃協議生效期，租期由二零二零五月十五日生效至二零二三年五月十四日。

截至二零二一年五月十四日、二零二二年五月十四日及二零二三年五月十五日之十二個月份的每月應付租金總額，分別為人民幣1,354,852.25元、人民幣2,709,704.50元及人民幣1,354,852.25元。

誠如上述披露原因，CPG及其聯繫人被視為本公司之關連人士。由於正大僑商為CPG之附屬公司，正大僑商與正大投資的交易被視為根據上市規則本公司之關連交易。

Report of the Directors

董事報告書

CONNECTED TRANSACTIONS (continued)

The PRC Construction and Project Management Contracts for New Shrimp Breeding Facilities

On 13 August 2020, C.P. Aquaculture (Zhanjiang) Co., Ltd. (“CP Zhanjiang”), a wholly-owned subsidiary of the Company, entered into a construction contract (the “Construction Contract”) with CSCEC-CP Science & Technology Co., Ltd. (“CPCEC-CP”) and a project management contract (the “Project Management Contract” and together with the Construction Contract, the “PRC New Shrimp Breeding Facilities Contracts”) with Chia Tai Handing Modern Agricultural Technology Co., Ltd. (“Chia Tai Handing”) to develop new shrimp breeding facilities in Zhanjiang, Guangdong, the PRC.

Pursuant to the Construction Contract, CSCEC-CP, as contractor, shall be responsible for the design, construction and related work for the new shrimp breeding facilities. The construction period was 276 days from the date of the Construction Contract and the total contract sum was approximately RMB81.9 million.

Pursuant to the Project Management Contract, Chia Tai Handing, as project manager, shall be responsible for carrying out the project management of the entire shrimp breeding facilities development project for a project management fee of approximately RMB4.4 million.

For the reasons disclosed above, CPG and its subsidiaries and their respective associates were treated as connected persons of the Company. As (i) CSCEC-CP was 50% owned by CPG and (ii) Chia Tai Handing was a subsidiary of CPG, the transactions contemplated under the PRC New Shrimp Breeding Facilities Contracts were treated as a connected transaction of the Company under the Listing Rules.

關連交易(續)

中國新建蝦養殖設施建設及項目管理合同

於二零二零年八月十三日，卜蜂水產(湛江)有限公司(「卜蜂水產湛江」)(一家本公司全資擁有附屬公司)與中建正大科技有限公司(「中建正大」)簽訂建設合同(「建設合同」)及與正大漢鼎現代農業科技有限公司(「正大漢鼎」)簽訂項目管理合同(「項目管理合同」)，與建設合同統稱「中國新建蝦養殖設施合同」，發展其位於中國廣東湛江的蝦養殖設施。

根據建設合同，中建正大(為承包商)，負責蝦養殖場設施的設計、建築及相關工程。施工期為由簽訂建設合同日期起之276日，合同總額為約人民幣8,190萬元。

根據項目管理合同，正大漢鼎(為項目經理)，負責管理蝦養殖場設施發展項目，項目管理費用為約人民幣440萬元。

誠如上述披露原因，CPG及其聯繫人被視為本公司之關連人士。由於(i)CPG持有中建正大50%及(ii)正大漢鼎為一家CPG之附屬公司，根據中國新建蝦養殖設施合同項下的交易被視為根據上市公司本公司之關連交易。

CONNECTED TRANSACTIONS (continued)

關連交易(續)

The PRC Project Management Contracts

中國項目管理合同

During the period between 10 April 2020 and 24 August 2020, a number of subsidiaries of the Company entered into certain project management contracts with Chia Tai Handing (collectively, the PRC Project Management Contracts”) to appoint Chia Tai Handing as the project manager to manage the development projects at food production facilities which were being developed by these subsidiaries in the PRC. The amount of the project management fee payable under each of such contracts is set out below:

於二零二零年四月十日至二零二零年八月二十四日期間，數家本公司附屬公司與正大漢鼎簽訂若干項目管理合同(統稱「中國項目管理合同」)，委聘正大漢鼎為項目經理，管理由該等附屬公司發展，位於中國的食品生產設施發展項目。各合同的應付項目管理費金額載列如下：

Subsidiary 附屬公司	Date of Contract 合同日期	Project Management Fee 項目管理費 (approximate amounts) (概約金額)
CP Food Enterprise (Qinhuangdao) Co., Ltd. ("CP Qinhuangdao") 正大食品企業(秦皇島)有限公司 (「正大秦皇島」)	10 April 2020 二零二零年四月十日	RMB452,000 人民幣45.2萬元
Chia Tai Food Enterprise (Qingdao) Co., Ltd. 正大食品企業(青島)有限公司	15 April 2020 二零二零年四月十五日	RMB934,000 人民幣93.4萬元
Jilin Chia Tai Food Co. Ltd. 吉林正大食品有限公司	19 May 2020 二零二零年五月十九日	RMB152,000 人民幣15.2萬元
C. P. Food (Nantong) Co., Ltd. 正大食品(南通)有限公司	25 May 2020 二零二零年五月二十五日	RMB149,000 人民幣14.9萬元
Chia Tai Food (Suqian) Co., Ltd. 正大食品(宿遷)有限公司	29 May 2020 二零二零年五月二十九日	RMB3,559,000 人民幣355.9萬元
C. P. Food (Zhanjiang) Co., Ltd. 正大食品(湛江)有限公司	7 June 2020 二零二零年六月七日	RMB324,000 人民幣32.4萬元
Fujian Chia Tai Food Co., Ltd. 福建正大食品有限公司	8 June 2020 二零二零年六月八日	RMB229,000 人民幣22.9萬元
Fujian Hetai Agro-Industry Co., Ltd. 福建和泰農牧有限公司	8 June 2020 二零二零年六月八日	RMB1,020,000 人民幣100.2萬元
Longyan Baotai Agro-Industry Co., Ltd. 龍巖寶泰農牧有限公司	8 June 2020 二零二零年六月八日	RMB213,000 人民幣21.3萬元
Longyan Chia Tai Co., Ltd. ("Longyan CT") 龍巖正大有限公司(「龍巖正大」)	8 June 2020 二零二零年六月八日	RMB349,000 人民幣34.9萬元
Hubei Chia Tai Co., Ltd. 湖北正大有限公司	10 June 2020 二零二零年六月十日	RMB866,000 人民幣86.6萬元
Longyan CT 龍巖正大	24 August 2020 二零二零年八月二十四日	RMB19,200,000 人民幣1,920萬元

Report of the Directors

董事報告書

CONNECTED TRANSACTIONS (continued)

The PRC Project Management Contracts (continued)

For the reasons disclosed above, CPG and its subsidiaries and their respective associates are treated as connected persons of the Company. As Chia Tai Handing was a subsidiary of CPG, the transactions contemplated under the PRC Management Contracts were treated as a connected transaction of the Company under the Listing Rules.

The Acquisition of the Swine Business and the Deemed Disposal of a Subsidiary

On 14 September 2020, CTI, a then wholly-owned subsidiary of the Company, and CP China Investment Limited (“CP China”) and CP Qinhuangdao, which were wholly-owned subsidiaries of the Company, entered into an agreement (the “Swine Business Agreement”) with Chia Tai Animal Husbandry Investment (Beijing) Co., Ltd. (“CTAI”/the “Vendor”), pursuant to which CTI agreed to purchase, and the Vendor agreed to sell, the equity capital of 43 companies which were established in the PRC and principally engaged in the breeding, farming, slaughtering, food processing and sale of swine in the PRC (the “Acquisition”) for an aggregate consideration of approximately RMB28,140 million (equivalent to approximately US\$4,109 million).

The consideration was settled by the issue to the Vendor by CTI of new shares in CTI representing 65% of its share capital as enlarged by such issue. Pursuant to Rule 14.31 of the Listing Rules, such issue constituted a deemed disposal of CTI (the “Deemed Disposal”).

For the reasons disclosed above, CPG and its associates were treated as connected persons of the Company within the meaning of the Listing Rules. As the Vendor was a wholly-owned subsidiary of CPG, each of the Acquisition and the Deemed Disposal constituted a connected transaction of the Company and was approved by the independent shareholders of the Company at the special general meeting held on 2 November 2020.

關連交易 (續)

中國項目管理合同 (續)

誠如上述披露原因，CPG及其附屬公司和彼等的聯繫人就上市規則而言為本公司之關連人士。由於正大漢鼎為CPG之附屬公司，根據中國項目管理合同項下的交易被視為根據上市規則本公司之關連交易。

收購豬業務及視作出售一家附屬公司

於二零二零年九月十四日，正大投資（當時為本公司全資擁有附屬公司）CP China Investment Limited（「CP China」）及正大秦皇島（皆為本公司全資擁有附屬公司）與正大畜牧投資（北京）有限公司（「正大畜牧」／「賣方」）簽訂一份協議（「豬業務協議」）。據此，正大投資同意購買，及賣方同意出售，43家在中國註冊成立及主要於中國從事豬的繁殖、養殖、屠宰、食品加工和銷售豬肉之公司（「收購事項」），合計代價為約人民幣281.40億元（約41.09億美元）。

正大投資將向賣方發行正大投資新股份以支付代價，佔正大投資發行後已擴大股本的65%。根據上市規則第14.31條，相關發行股份構成視作出售正大投資（「視作出售事項」）。

誠如上述披露原因，CPG及其聯繫人被視為上市規則定義之本公司之關連人士。由於賣方為一家CPG全資擁有附屬公司，收購事項及視作出售事項各構成本公司之關連交易，並於二零二零年十一月二日舉行之股東特別大會獲本公司獨立股東批准。

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2020, the Group had the following continuing connected transactions that are subject to the Listing Rules' reporting requirement for disclosure in annual report.

Supply

High Orient Enterprises Limited

Prior to the reporting period, on 30 October 2019, the Company had entered into a master supply agreement with High Orient Enterprises Limited ("HOEL") (the "2019 Master HOEL Supply Agreement"), for the supply by the Group to HOEL and its associates (the "HOEL Group") of various feed-related, farm-related and food-related products (with related services) produced or procured by the Group such as animal feed, feed raw materials, livestock, aquatic stock and processed meats and food products. The 2019 Master HOEL Supply Agreement took effect on 1 January 2020 and would continue until 31 December 2022.

For the reasons disclosed above, CPG and its subsidiaries and their respective associates were treated as connected persons of the Company within the meaning of the Listing Rules. As HOEL was an indirect wholly-owned subsidiary of CPG, the transactions contemplated under the 2019 Master HOEL Supply Agreement were treated as continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The 2019 Master HOEL Supply Agreement and the annual caps were approved by the independent shareholders of the Company on 18 December 2019. For the year ended 31 December 2020, the approved annual cap for the transactions contemplated under the 2019 Master HOEL Supply Agreement was US\$1,500 million and the actual sales recorded amounted to US\$1,473,996,000.

持續關連交易

於截至二零二零年十二月三十一日止年度內，本集團已進行下列持續關連交易並須根據上市規則的申報規定於年報內披露。

供應

High Orient Enterprises Limited

報告期間前，於二零一九年十月三十日，本公司與 High Orient Enterprises Limited (「HOEL」) 簽訂一份供應總協議 (「2019 HOEL 供應總協議」)，由本集團向 HOEL 及其聯繫人士 (「HOEL 集團」) 供應由本集團採購或生產之各飼料相關、養殖相關及食品相關產品 (及相關服務)，如動物飼料、飼料原材料、禽畜、水產及加工肉類和食品產品。2019 HOEL 供應總協議於二零二零年一月一日起生效直至二零二零年十二月三十一日。

誠如上述披露原因，CPG 及其附屬公司和彼等的聯繫人就上市規則而言為本公司之關連人士。由於 HOEL 為 CPG 的間接全資擁有附屬公司，根據 2019 HOEL 供應總協議項下的交易被視為根據上市規則第十四A章本公司之持續關連交易。

2019 HOEL 供應總協議及年度上限於二零一九年十二月十八日獲本公司獨立股東批准。截至二零二零年十二月三十一日止年度，2019 HOEL 供應總協議項下交易批准的年度上限為 15 億美元及實際銷售記錄總額為 14 億 7,399.6 萬美元。

Report of the Directors

董事報告書

CONTINUING CONNECTED TRANSACTIONS (continued)

Supply (continued)

ITOCHU Corporation

Prior to the reporting period, on 30 October 2019, the Company had entered into a master supply agreement with ITOCHU Corporation (“ITOCHU”) (the “2019 Master ITOCHU Supply Agreement”) for the supply and sale of the feed-related, farm-related and food-related products (with related services) produced or procured by the Group, such as animal feed, feed raw materials, livestock, aquatic stock, and processed meats and food products, to ITOCHU and its subsidiaries from time to time (“ITOCHU Group”). The 2019 Master ITOCHU Supply Agreement took effect on 30 October 2019 and continued until 31 December 2020.

As at 30 October 2019, being the date of the Company’s announcement, ITOCHU was interested in approximately 25% of the issued ordinary shares of the Company and was a substantial shareholder of the Company. Accordingly, the transactions contemplated under the 2019 Master ITOCHU Supply Agreement were continuing connected transactions of the Company under the Listing Rules.

For the year ended 31 December 2020, the approved annual cap for the transactions contemplated under the 2019 Master ITOCHU Supply Agreement was US\$8 million and the actual sales recorded amounted to US\$3,215,000.

As the Company intended to continue the transactions under the 2019 Master ITOCHU Supply Agreement, on 18 November 2020, the Company entered into a new master agreement with ITOCHU, which took effect on 1 January 2021 and would continue until 31 December 2023.

持續關連交易 (續)

供應 (續)

伊藤忠商事株式會社

報告期間前，於二零一九年十月三十日，本公司與伊藤忠商事株式會社（「伊藤忠」）簽訂一份供應總協議（「2019伊藤忠供應總協議」），向伊藤忠及其不時之附屬公司（「伊藤忠集團」）供應及銷售由本集團採購或生產之各飼料相關、養殖相關及食品相關產品（及相關服務），如動物飼料、飼料原材料、禽畜、水產及加工肉類和食品產品。2019伊藤忠供應總協議於二零一九年十月三十日起生效直至二零二零年十二月三十一日。

於二零一九年十月三十日，即本公司公告日期，伊藤忠持有本公司已發行普通股股份約25%，為本公司之主要股東。因此，根據2019伊藤忠供應總協議項下的交易被視為根據上市規則第十四A章本公司之持續關連交易。

截至二零二零年十二月三十一日止年度，2019伊藤忠供應總協議項下交易批准的上限為800萬美元及實際銷售記錄總額為321.5萬美元。

由於本公司打算繼續2019伊藤忠供應總協議項下的交易，於二零一九年十月三十日，本公司與伊藤忠簽訂一份新總協議，其於二零二一年一月一日起生效直至二零二三年十二月三十一日。

CONTINUING CONNECTED TRANSACTIONS (continued)

Purchase

High Orient Enterprises Limited

Prior to the reporting period, on 30 October 2019, the Company had entered into a master purchase agreement with HOEL (the “2019 Master HOEL Purchase Agreement”) for the purchase of feed raw materials, packaging materials, breed and farm livestock and aqua stock, meats and other items required by the Group in the production and sale of animal and aqua feed, farm and food products (with related services) by the Group from the HOEL Group. The 2019 HOEL Master Purchase Agreement took effect on 1 January 2020 and would continue until 31 December 2022.

For the reasons disclosed above, CPG and its subsidiaries and their respective associates were treated as connected persons of the Company within the meaning of the Listing Rules. As HOEL was an indirect wholly-owned subsidiary of CPG, the transactions contemplated under the 2019 Master HOEL Purchase Agreement were treated as continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The 2019 HOEL Master Purchase Agreement and the annual caps were approved by the independent shareholders of the Company on 18 December 2019. For the year ended 31 December 2020, the approved annual cap for the transactions contemplated under the 2019 Master HOEL Purchase Agreement was US\$1,930 million and the actual purchases recorded amounted to US\$1,345,258,000.

Chia Tai Enterprises International Limited

Prior to the reporting period, on 30 October 2017, the Company had entered into master purchase agreement with Chia Tai Enterprises International Limited (“CTEI”) (the “2017 Master CTEI Purchase Agreement”), for the purchase of various chlortetracycline products and such animal drugs (including any antibiotics) required by the Group’s feed and farming businesses (the “2017 CTEI Products”) from CTEI and its subsidiaries (the “CTEI Group”). The 2017 Master CTEI Purchase Agreement took effect on 1 January 2018 and continued until 31 December 2020.

持續關連交易 (續)

購買

High Orient Enterprises Limited

報告期間前，於二零一九年十月三十日，本公司與HOEL簽訂一份購買總協議（「2019 HOEL購買總協議」），由本集團向HOEL集團購買飼料原材料、包裝物料、禽畜和水產、肉類及其他產品用於產銷動物和水產飼料及養殖和食品產品（及相關服務）。2019 HOEL購買總協議於二零二零年一月一日起生效直至二零二二年十二月三十一日。

誠如上述披露原因，CPG及其附屬公司和彼等的聯繫人就上市規則而言為本公司之關連人士。由於HOEL為CPG的間接全資擁有附屬公司，根據2019 HOEL購買總協議項下的交易被視為根據上市規則第十四A章本公司之持續關連交易。

2019 HOEL購買總協議及年度上限於二零一九年十二月十八日獲本公司獨立股東批准。截止二零二零年十二月三十一日止年度，2019 HOEL購買總協議項下交易的批准的年度上限為19億3,000萬美元及實際購買記錄總額為13億4,525.8萬美元。

正大企業國際有限公司

報告期間前，於二零一七年十月三十日，本公司與正大企業國際有限公司（「CTEI」）簽訂一份購買總協議（「2017 CTEI購買總協議」），由本集團向CTEI及其附屬公司（「CTEI集團」）購買本集團飼料及養殖業務所需要的各類金霉素產品和動物藥品（包括所有抗生素）（「2017 CTEI產品」）。2017 CTEI購買總協議於二零一八年一月一日起生效直至二零二零年十二月三十一日。

Report of the Directors
董事報告書

**CONTINUING CONNECTED TRANSACTIONS
(continued)**

Purchase (continued)

Chia Tai Enterprises International Limited (continued)

On 30 July 2020, the Company entered into a supplemental agreement with CTEI (the “2020 Supplemental CTEI Purchase Agreement”) to expand the categories of products to be purchased by the Group from the CTEI Group. The Company also proposed to increase the annual cap for the year ended 31 December 2020 from US\$4.4 million to US\$5.5 million. All other terms of the 2017 Master CTEI Purchase Agreement remained in effect.

As disclosed above, CPF was the controlling shareholder of the Company. As at 30 July 2020, being the date of the Company’s announcement in relation to the 2020 Supplemental CTEI Purchase Agreement, CPF was also interested in approximately 47.8% of the issued share capital of CTEI. Companies in the CTEI Group were therefore associates of CPF and connected persons of the Company under the Listing Rules. Transactions between the Group and the CTEI Group under the 2020 Supplemental CTEI Purchase Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

For the year ended 31 December 2020, the annual cap for the transactions contemplated under the 2020 Supplemental CTEI Purchase Agreement was US\$5.5 million and the actual purchases recorded amounted to US\$4,852,000.

As the Company intended to continue the transactions under the 2017 Master CTEI Purchase Agreement (as supplemented by the 2020 Supplemental CTEI Purchase Agreement), on 30 July 2020, the Company entered into a new master agreement with CTEI, which took effect on 1 January 2021 and would continue until 31 December 2023.

持續關連交易 (續)

購買 (續)

正大企業國際有限公司 (續)

於二零二零年七月三十日，本公司與CTEI簽訂一份補充協議(「2020 CTEI購買補充協議」)，以擴展由本集團向CTEI集團所購買的產品種類。本公司亦建議該年度之年度上限由440萬美元提高至550萬美元。2017 CTEI購買總協議的所有其他條款繼續生效。

誠如上述披露，CPF為本公司之控股股東。於二零二零年七月三十日，即本公司有關2020 CTEI購買補充協議公告日期，CPF亦持有CTEI已發行股本總額約47.8%。因此CTEI集團系內的公司根據上市規則為CPF之聯繫人及本公司之關連人士。本集團與CTEI集團根據2020 CTEI購買補充協議下的交易根據上市規則第十四A構成本公司之持續關連交易。

截止二零二零年十二月三十一日止年度，2020 CTEI購買補充協議項下交易的年度上限為550萬美元及實際購買記錄總額為485.2萬美元。

由於本公司打算繼續2017 CTEI購買總協議(經2020 CTEI購買補充協議補充)項下的交易，於二零二零年七月三十日，本公司與CTEI簽訂一份新總協議，其於二零二一年一月一日起生效直至二零二三年十二月三十一日。

CONTINUING CONNECTED TRANSACTIONS (continued)

Purchase (continued)

ITOCHU Corporation

Prior to the reporting period, on 30 October 2019, the Company had entered into a master purchase agreement with ITOCHU (the “2019 Master ITOCHU Purchase Agreement”) for the purchase of feed raw materials, packaging materials, breed and farm livestock and aqua stock, meats and other items required in the production and sale of animal and aqua feed, farm and food products (with related services) by the Group from the ITOCHU Group. The 2019 Master ITOCHU Purchase Agreement took effect on 30 October 2019 and continued until 31 December 2020.

As at 30 October 2019, being the date of the Company’s announcement, ITOCHU was interested in approximately 25% of the issued ordinary shares of the Company and was a substantial shareholder of the Company. Accordingly, the transactions contemplated under the 2019 Master ITOCHU Supply Agreement were continuing connected transactions of the Company under the Listing Rules.

For the year ended 31 December 2020, the annual cap for the transactions contemplated under the 2019 Master ITOCHU Purchase Agreement was US\$10 million and the actual purchases recorded amounted to US\$2,004,000.

As the Company intended to continue the transactions under the 2019 Master ITOCHU Purchase Agreement, on 18 November 2020, the Company entered into a new master agreement with ITOCHU, which took effect on 1 January 2021 and would continue until 31 December 2023.

持續關連交易 (續)

購買 (續)

伊藤忠商事株式會社

報告期間前，於二零一九年十月三十日，本公司與伊藤忠簽訂一份購買總協議（「2019伊藤忠購買總協議」），由本集團向伊藤忠集團購買飼料原材料、包裝物料、禽畜和水產、肉類及其他產品用於生產動物和水產飼料及養殖和食品產品（及相關服務）。2019伊藤忠購買總協議於二零一九年十月三十日起生效直至二零二零年十二月三十一日。

於本公告日期，即二零一九年十月三十日，伊藤忠持有本公司已發行普通股股份約25%，為本公司之主要股東。因此，根據2019伊藤忠供應總協議項下的交易被視為根據上市規則第十四A章本公司之持續關連交易。

截至二零二零期間，2019伊藤忠購買總協議項下交易的年度上限為1,000萬美元及實際購買記錄總額為200.4萬美元。

由於本公司打算繼續2019伊藤忠購買總協議項下的交易，於二零二零年十一月十八日，本公司與伊藤忠簽訂一份新總協議，其於二零二一年一月一日起生效直至二零二三年十二月三十一日。

Report of the Directors

董事報告書

CONTINUING CONNECTED TRANSACTIONS (continued)

Vietnam Trademark Licence

Prior to the reporting period, on 30 December 2019, CPVC had entered into a trademark licence agreement with CPG (the “2019 Vietnam Trademark Licence Agreement”), whereby CPG granted CPVC a non-exclusive right to use certain trademarks owned by CPG (the “Vietnam Trademarks”) in connection with CPVC’s business operation. The royalty fee was equivalent to 1.5% of the net revenue of CPVC and its subsidiaries from time to time (the “CPVC Group”) (including any subsidiary which had been granted a sub-licence to use the Vietnam Trademarks) from sale of the products manufactured by the CPVC Group or by third party engaged by the CPVC Group and provision of services with the Vietnam Trademarks attached or promoted by the use of Vietnam Trademarks by the CPVC Group. The 2019 Vietnam Trademark Licence Agreement took effect on 1 January 2020 and would continue till 31 December 2022.

For the reasons disclosed above, CPG and its subsidiaries and their respective associates were treated as connected persons of the Company within the meaning of the Listing Rules. Accordingly, transaction contemplated under the 2019 Vietnam Trademark Licence Agreement was treated as a continuing connected transaction of the Company under the Listing Rules.

For the year ended 31 December 2020, the annual cap for the transactions contemplated under the 2019 Vietnam Trademark Licence Agreement was US\$61 million and the actual royalty fee incurred amounted to US\$50,971,000.

持續關連交易(續)

越南商標使用許可證

報告期間前，於二零一九年十二月三十日，CPVC與CPG簽訂一份商標使用許可合同(「2019越南商標使用許可合同」)，據此CPG向CPVC授予有關CPVC業務運作使用若干由CPG擁有的商標(「越南商標」)的非獨家權利。該許可費相等於CPVC及其不時之附屬公司(「CPVC集團」)(及任何附屬公司其獲授予使用越南商標的次級許可證)從銷售CPVC集團或CPVC集團委聘第三方生產的產品及由CPVC集團提供附加越南商標或使用越南商標推廣之服務之淨收入的1.5%。2019越南商標使用許可合同由二零二零年一月一日生效直至二零二二年十二月三十一日。

誠如上述披露原因，CPG及其附屬公司和彼等的聯繫人就上市規則而言為本公司之關連人士。因此，根據2019越南商標使用許可合同項下的交易被視為根據上市規則本公司之持續關連交易。

截至二零二零年十二月三十一日止年度，2019越南商標使用許可合同項下交易的年度上限為6,100萬美元及實際許可費總額為5,097.1萬美元。

CONTINUING CONNECTED TRANSACTIONS (continued)

PRC Trademark Sub-licence

Prior to the reporting period, on 10 August 2018, CP China entered into a master trademark sub-licence agreement with CTAI (the “2018 PRC Master Trademark Sub-licence Agreement”). Pursuant to the 2018 PRC Master Trademark Sub-licence Agreement, CTAI had agreed to sub-licence to subsidiaries of CP China in the PRC a non-exclusive right to use the trademark in the PRC in connection with the production, distribution and sale of certain designated food products under Class 29 and the provision of ancillary retail, management and consultancy services under Class 35. The royalty rates payable in respect of the use of the trademarks under Class 29 ranged from 0.2% to 0.4% of net sale value. No royalty fee was payable for the use of trademarks under Class 35. The 2018 PRC Master Trademark Sub-licence Agreement took effect on 14 August 2018 and continued until 31 December 2020.

For the reasons disclosed above, CPG and its subsidiaries and their respective associates were treated as connected persons of the Company. As CTAI was a subsidiary of CPG, the transactions contemplated under the 2018 PRC Master Trademark Sub-licence Agreement were treated as a continuing connected transaction of the Company under the Listing Rules.

For the year 31 December 2020, the annual cap for the transactions contemplated under the 2018 PRC Master Trademark Sub-licence Agreement was US\$7.2 million and the actual royalty fee incurred amounted to US\$1,790,000.

As the Company intended to continue the transactions under the 2018 PRC Master Trademark Sub-licence Agreement, on 30 December 2020, CP China entered into a new master sub-licence agreement with CTAI, which took effect on 1 January 2021 and would continue until 31 December 2023.

持續關連交易 (續)

中國商標再特許使用許可證

報告期間前，於二零一八年八月十日，CP China與正大畜牧簽訂一份商標再特許協議（「2018中國商標再特許總協議」）。根據2018中國商標再特許總協議，正大畜牧同意再特許CP China於中國的附屬公司第29類若干指定食品生產和分銷及第35類提供零售、管理和諮詢服務在中國使用該商標的非獨家權利。使用第29類商標之許可費率為淨銷售收入之0.2%至0.4%。使用第35類商標沒有額外應付許可費。2018中國商標再特許總協議於二零一八年八月十四日起生效直至二零二零年十二月三十一日。

誠如上述披露原因，CPG和其附屬公司和彼等的聯繫人為本公司之關連人士。由於正大畜牧是CPG之附屬公司，根據2018中國商標再特許總協議項下的交易被視為根據上市規則本公司之持續關連交易。

截至二零二零年十二月三十一日止年度，2018中國商標再特許總協議項下之交易之年度上限為720萬美元及實際許可費總額為179萬美元。

由於本公司打算繼續2018中國商標再特許總協議項下的交易，於二零二零年十二月三十日，CP China與正大畜牧簽訂一份新再特許總協議，其於二零二一年一月一日起生效直至二零二三年十二月三十一日。

Report of the Directors

董事報告書

CONTINUING CONNECTED TRANSACTIONS (continued)

Listing Rules Compliance

The Internal Audit Department has reviewed the above continuing connected transactions and had no material findings of non-compliance to report to the independent non-executive Directors of the Company.

The independent non-executive Directors of the Company have also reviewed the Group's continuing connected transactions and have confirmed that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

In respect of the above continuing connected transactions, the Company has complied with the relevant announcement, circular and shareholders' approval requirements under Chapter 14A of the Listing Rules from time to time.

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

Transactions with joint ventures, associates and ITOCHU, rental income and expenses and interest income with HOEL, which are disclosed as related party disclosures in note 46 to the financial statements of the annual report, do not fall under the definition of connected transaction or continuing connected transaction, or were fully exempt under Chapter 14A of the Listing Rules and thus are not disclosed above.

Save as disclosed above, there are no other transactions of the Company which require disclosure in the annual report in accordance with the Listing Rules.

持續關連交易 (續)

上市規則的合規

內部審計部門已審閱以上持續關連交易，並向本公司獨立非執行董事報告沒有重大不合規發現。

本公司獨立非執行董事亦已審閱本集團的持續關連交易及確認該等持續關連交易(i)在本集團的日常業務中訂立；(ii)按照一般商務條款或更佳條款進行；及(iii)根據有關交易的協議進行，條款屬公平合理，並且符合本公司股東的整體利益。

就以上持續關連交易而言，本公司已遵守不時生效的上市規則第十四A章有關公告、通函及股東批准的規定。

本公司核數師畢馬威會計師事務所獲委聘，按照香港會計師公會頒佈的《香港審驗應聘服務準則3000》(經修訂)的歷史財務資料審計或審閱以外的審驗應聘，及參照《實務說明》第740號關於香港《上市規則》所述持續關連交易的核數師函件就本集團的持續關連交易作出報告。畢馬威會計師事務所已發出其無保留意見函件，當中載有其有關本集團根據上市規則第14A.56條所披露之持續關連交易的結果及結論。本公司已經向聯交所提交核數師函件之副本。

披露於年報內財務報表附註46的關連人士披露，其中與合營企業，聯營公司及伊藤忠進行的交易，與HOEL之租金收入和支出及利息收入，根據上市規則第十四A章並不符合關連交易，或持續關連交易之定義或符合全面豁免，故無須在上述文中作出披露。

除上述披露者外，本公司並無其他交易須根據上市規則於年報內披露。

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

按上市規則第13.18條的披露

2016 Facility Agreement

2016貸款協議

On 17 June 2016, the Company entered into a 5-year syndicated term loan facility agreement with Coöperatieve Rabobank U.A., Hong Kong Branch and Kasikornbank Public Company Limited (“Kasikornbank”) as mandated lead arrangers, other lenders (together the “2016 Lenders”) and Kasikornbank as agent, relating to a facility amount of US\$600 million (the “2016 Facility”) made available to the Company by the 2016 Lenders (the “2016 Facility Agreement”). The 2016 Facility was used to repay all amounts owing by the Company under the US\$410 million term loan facility agreement dated 19 December 2012 and to finance the working capital and/or general corporate requirements of the Company and its subsidiaries.

於二零一六年六月十七日，本公司與Coöperatieve Rabobank U.A., Hong Kong Branch和Kasikornbank Public Company Limited (「Kasikornbank」) (作為受託總協調銀行)、其他貸款方 (統稱「2016貸款方」) 及Kasikornbank (作為代理人) 訂立有關2016貸款方向本公司提供貸款金額為6億美元 (「2016貸款」) 的五年銀團貸款協議 (「2016貸款協議」)。2016貸款會用於償還本公司於二零一二年十二月十九日所訂立的4.1億美元貸款協議項下之所有未償還金額和用於本公司及其附屬公司的營運資金及／或一般企業用途。

Pursuant to the 2016 Facility Agreement, it would be an event of default if CPF and its subsidiaries cease to own the largest percentage of the legal and beneficial interest in the total issued ordinary share capital of the Company and cease to have control over the Company.

根據2016貸款協議，倘CPF及其附屬公司於本公司的全部已發行普通股股本中不再擁有最大百份比的法定和實益權益，以及不再擁有本公司的控制權，將構成違約事項。

The occurrence of the aforesaid event of default would render all outstanding liabilities of the Company under the 2016 Facility Agreement to become immediately due and payable and any commitments under the 2016 Facility to be cancelled.

上述違約事項發生將導致本公司於2016貸款協議項下之所有未償還債項即時到期並須償還及將導致於2016貸款項下之任何承諾被取消。

2020 Facility Agreement

2020貸款協議

On 31 July 2020, the Company entered into a 5-year syndicated term loan facility agreement with Bank of Communications Co., Ltd. Hong Kong Branch as mandated lead arranger, other lenders (together, the “2020 Lenders”) and Nanyang Commercial Bank, Limited as agent relating to a US\$400 million facility (the “2020 Facility”) made available to the Company by the 2020 Lenders (the “2020 Facility Agreement”). The 2020 Facility was used to refinance indebtedness under the 2016 Facility Agreement and some other existing indebtedness, as well as general working capital of the Company and its subsidiaries.

於二零二零年七月三十一日，本公司與交通銀行股份有限公司香港分行 (作為受託總協調銀行) 和其他貸款方 (統稱「2020貸款方」) 及南洋商業銀行有限公司 (作為代理人) 訂立有關2020貸款方向本公司提供貸款金額為4億美元 (「2020貸款」) 的五年銀團貸款協議 (「2020貸款協議」)。2020貸款用於償還2016貸款協議的債務和若干其他現有債務和用於本公司及其附屬公司的營運資金。

Pursuant to the 2020 Facility Agreement, it would be an event of default if CPF and its subsidiaries cease to own the largest percentage of the legal and beneficial interest in the total issued ordinary share capital of the Company and cease to have control over the Company.

根據2020貸款協議，倘CPF及其附屬公司於本公司的全部已發行普通股股本中不再擁有最大百份比的法定和實益權益，以及不再擁有本公司的控制權，將構成違約事項。

The occurrence of the aforesaid event of default would render all outstanding liabilities of the Company under the 2020 Facility Agreement to become immediately due and payable and any commitments under the 2020 Facility to be cancelled.

上述違約事項發生將導致本公司於2020貸款協議項下之所有未償還債項即時到期並須償還及將導致於2020貸款項下之任何承諾被取消。

Save as disclosed above, the Directors are not aware of any circumstances which would give rise to a disclosure obligation pursuant to the requirements under Rule 13.18 of Chapter 13 of the Listing Rules as at 31 December 2020.

除上述披露者外，於二零二零年十二月三十一日，董事概不知悉有任何情況導致本公司須根據上市規則第十三章第13.18條的規定作出披露。

Report of the Directors

董事報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESS

In 2016, the Group acquired a 70% equity interest in a company which is principally engaged in the manufacturing and trading of animal feed, poultry farming and trading as well as the processing and trading of chicken meat products in the PRC. As a result of the acquisition, poultry farming and trading and meat products trading have been added to the range of the Group's business in the PRC.

During the year ended 31 December 2020, Mr. Soopakij Chearavanont, Mr. Adirek Sripratak, Mr. Suphachai Chearavanont, Mr. Bai Shanlin and Mr. Yu Jianping were directors (but not substantial shareholders) of CPG and/or a number of its subsidiaries which are principally engaged in businesses including farming and food products business in the PRC (the "Excluded Companies"). Accordingly, these Directors have disclosed their interest in businesses which may compete or are likely to compete, either directly or indirectly, with the farming and food products business of the Group in the PRC, pursuant to Rule 8.10 of the Listing Rules.

As the Board functions independently from the boards of the Excluded Companies, the Directors believe that the Group is capable of carrying on its farming and food products business in the PRC independently of the farming and food products business carried on by the Excluded Companies.

The Directors, including those who are considered to have an interest in the farming and food products business carried on by the Excluded Companies, will, as and when required under the bye-laws of the Company, abstain from voting on any resolution of the Board in respect of any contract, arrangement or proposal in which he/her or any of his/her associates has a material interest.

Save as disclosed above, the Directors were not aware that any of the Directors had interest in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group which falls to be disclosed under the Listing Rules.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's bye-law 145, every Directors shall be indemnified out of the funds of the Company against all liabilities incurred by him/her as such Directors.

The Company has arranged appropriate directors' and officers' liability insurance for its Directors and officers.

董事在競爭業務的權益

於二零一六年，本集團收購一家公司的70%權益，該公司主要從事製造及買賣飼料、家畜飼養及買賣，以及在中國加工及買賣雞肉製品。據此，本集團在中國業務範圍增加了家禽養殖和買賣及肉類產品交易。

截至二零二零年十二月三十一日止年度內，謝吉人先生、蔡益光先生、謝鎔仁先生、白善霖先生及于建平先生亦為CPG及／或若干CPG附屬公司的董事（但非主要股東），其中主要從事包括中國養殖和食品產品業務的公司（「除外公司」）。因此，根據上市規則第8.10條，有關董事已披露彼等可能被視為擁有與本集團中國養殖和食品產品業務有直接或間接競爭，或可能構成競爭之業務權益。

由於本公司董事會的運作獨立於除外公司董事會，董事相信本集團有能力獨立經營中國養殖和食品產品業務，以及與除外公司所經營的中國養殖和食品產品業務取得平衡。

董事（包括被視為於除外公司所經營的中國養殖和食品產品業務擁有權益的董事）將根據本公司細則之規定，就任何有可能與董事或其關連人士有重大利益之合約、安排或建議的董事會決議放棄投票。

除上述披露者外，董事概不知悉任何董事持有任何可與本集團業務直接或間接或有可能存在競爭的業務（根據上市規則須作出披露）的權益。

獲准許的彌償條文

根據本公司細則第145條，每位董事將獲以本公司資金作為彌償保證，使其不會因作為董事履行其責任而蒙受損害。

本公司已為董事和高級人員購買合適的董事及高級人員的責任保險。

EQUITY-LINKED AGREEMENTS

No equity-linked agreement was entered into by the Group, or existed during the year.

MANAGEMENT CONTRACT

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

CORPORATE GOVERNANCE

Throughout the year 2020, the Company applied the principles and complied with the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained the amount of public float as required under the Listing Rules during the year ended 31 December 2020 and up to the date of this report.

AUDITOR

KPMG will retire and a resolution for its re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Arunee Watcharananan
Director

Hong Kong
24 February 2021

股票掛鈎協議

於年內，本集團並無訂立或存有任何股票掛鈎協議。

管理合約

於年內，本公司並無就全部或任何重大部份業務簽訂或存有管理及行政合約。

企業管治

於二零二零年內，本公司已應用上市規則附錄十四企業管治守則所載的原則及遵守守則條文。

足夠公眾持股量

根據本公司所得公開資料，並據董事所知，董事確認本公司截至二零二零年十二月三十一日止年度內及直至本報告日期為止，已維持上市規則規定的公眾持股量。

核數師

畢馬威會計師事務所將任滿告退，一項有關其續聘為本公司核數師的決議案將於應屆股東周年大會上提呈。

承董事會命

董事
Arunee Watcharananan

香港
二零二一年二月二十四日

Independent Auditor's Report

獨立核數師報告



Independent auditor's report to the
shareholders of C.P. Pokphand Co. Ltd.
(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of C.P. Pokphand Co. Ltd. ("the Company") and its subsidiaries (together the "Group") set out on pages 81 to 214, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

獨立核數師報告
致卜蜂國際有限公司全體股東
(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第81頁至第214頁的卜蜂國際有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零二零年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據國際會計準則委員會頒布的《國際財務報告準則》真實而中肯地反映了貴集團於二零二零年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對百慕達綜合財務報表的審計相關的道德要求,我們獨立於貴集團,並已履行這些道德要求以及守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本年綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時提出的。我們不會對這些事項提供單獨的意見。

Revenue recognition	
Refer to note 5 to the consolidated financial statements and the accounting policies in note 2.4.	
The key audit matter	How the matter was addressed in our audit
<p>The Group's revenue is mainly derived from the sale of animal feed products, livestock and aquatic animals and value-added processed food products.</p> <p>The terms of sales contracts relating to goods acceptance by customers are similar and revenue is generally recognised when the products are collected by the customers from the Group's premises or when the products are delivered to the location designated by the customers.</p> <p>We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Group and is, therefore, subject to an inherent risk of manipulation by management to meet targets or expectations and because errors in the recognition of revenue could have a material impact on the Group's profit for the year.</p>	<p>Our audit procedures to assess the recognition of revenue included the following:</p> <ul style="list-style-type: none"> evaluating the design, implementation and operating effectiveness of key internal controls over the existence, accuracy and timing of revenue recognition; challenging the revenue recognition policies adopted by the Group by making inquiries of management and inspecting a sample of sales contracts to understand the delivery terms of the transactions to assess the Group's timing of revenue recognition with reference to the requirements of the prevailing accounting standards; inspecting manual adjustments to revenue raised during the reporting period which met specific risk-based criteria, enquiring of management the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation; assessing whether revenue had been recognised in the appropriate accounting period and in accordance with the terms of the sales contracts by comparing a sample of sales transactions recorded around the year end with relevant underlying documents, which included goods dispatch notes or documentation indicating the customers' acknowledgement of delivery of the goods sold; and identifying significant sales returns from the sales ledger after the year end and inspecting the underlying documentation to assess if the related adjustments to revenue had been accounted for in the appropriate reporting period.

Independent Auditor's Report

獨立核數師報告

收入確認	
請參閱綜合財務報表附註5及附註2.4的會計政策。	
關鍵審計事項	我們的審計如何處理該事項
<p>貴集團的收入主要來源於銷售動物飼料產品、禽畜及水產和增值加工食品產品。</p> <p>銷售合同中有關客戶接收貨品的條款相類似，收入一般在客戶於貴集團廠房領取產品時或在產品運送達客戶指定地點時確認。</p> <p>我們把收入確認列為關鍵審計事項，因為收入是貴集團的關鍵績效指標之一，因而存在管理層為達到目標或期望而進行人為操縱的固有風險，並且因為收入確認的錯誤可能會對貴集團本年度溢利構成重大影響。</p>	<p>我們評估收入確認的審核程式包括：</p> <ul style="list-style-type: none"> • 評估對收入存在性、準確性和確認時點的關鍵內部控制設計、實施和操作有效性； • 通過詢問管理層對貴集團採用的收入確認政策，檢查銷售合同之樣本以瞭解交易的交付條款，並參照現行會計準則的要求，評價貴集團確認收入的時點； • 檢查於報告期內對收入作出並符合特定風險標準的手工調整，詢問管理層作出調整的原因，並將調整的細節與相關基礎文件進行核對； • 選取接近年末的銷售交易樣本，檢查相關基礎檔（包括發貨單或客戶確認已收貨的檔）的樣本，以評估收入是否已根據銷售合同的條款在適當的會計期間內確認；及 • 從年末後銷售分類賬中識別重大銷售退貨，並檢查相關文件紀錄以評估相關收入調整是否在適當的報告期間內列賬。

Valuation of current livestock – swine	
Refer to note 20 to the consolidated financial statements and the accounting policies in note 2.4.	
The key audit matter	How the matter was addressed in our audit
<p>The Group's biological assets mainly represent piglets and fattening swine which are presented as "current livestock – swine" in the consolidated financial statements and are measured at their fair value less costs of disposal.</p> <p>Management determined the fair value based on market prices and, where market prices were not available for certain age groups, based on market prices of other age groups, with adjustments to take into account differences in weight. The Group's current livestock – swine had an aggregate value of US\$528 million as at 31 December 2020.</p> <p>We identified the valuation of the Group's current livestock – swine as a key audit matter because of its significance to the Group's total assets and the significance of the changes in fair value of biological assets to the Group's profit before taxation and because the valuation of swine requires significant management judgement and estimation, in particular in determining the market prices for swine of different age groups and in making adjustments for weight differences.</p>	<p>Our audit procedures to assess the valuation of the Group's current livestock – swine included the following:</p> <ul style="list-style-type: none"> • evaluating the design, implementation and operating effectiveness of key internal controls relating to swine management, in particular, the classification of swine into different age groups and the assessment of swine quantity; • comparing, on a sample basis, the physical count quantities of swine for each age group to that as set out in management's fair value calculation table; • assessing the experience and knowledge of the relevant personnel from the Group who were involved in assessing the value of swine at the reporting date; • discussing with management the methodology adopted in estimating the fair value of swine and challenging key estimates and assumptions adopted in the valuations by comparing market prices for swine of different age groups with available market data and by utilising our industry knowledge; • assessing whether the fair value of swine was calculated in a manner consistent with the Group's fair value model by recalculating the fair value of swine based on the inputs, in particular the market prices for swine and weight difference adjustments, adopted by the Group; and • assessing the disclosures in the consolidated financial statements in respect of the valuation of swine with reference to the requirements of the prevailing accounting standards.

Independent Auditor's Report

獨立核數師報告

當期禽畜—豬隻的估值	
請參閱綜合財務報表附註20及附註2.4的會計政策。	
關鍵審計事項	我們的審計如何處理該事項
<p>貴集團的生物資產主要包括小豬及育肥豬，於綜合財務報表以「當期禽畜—豬隻」呈列並按公允值減處置成本列賬。</p> <p>管理層按市場報價釐定公允值，倘若若干年齡組別並無交易價格，則根據其他相近年齡組別的市場報價並考慮重量的差別後釐定。於二零二零年十二月三十一日，貴集團的當期禽畜—豬隻的賬面值為5.28億美元。</p> <p>我們把當期禽畜—豬隻的估值列為關鍵審計事項，因為其對於貴集團總資產具重要性及生物資產公允值之變動對於貴集團除稅前溢利具重要性，亦因為在估算當期禽畜—豬隻涉及管理層的重大判斷和估計，尤其是在釐定不同年齡組別的豬隻的市場報價及重量差別的調整。</p>	<p>我們評估 貴集團當期禽畜—豬隻的估值的審核程式包括：</p> <ul style="list-style-type: none"> • 評估對豬隻管理的主要內部控制的設計，實施和操作有效性，尤其是對豬隻於不同年齡組別的區分及豬隻數量的評估； • 以抽樣方式將不同年齡組別的豬隻盤點數量與載於管理層的公允值計算表中的豬隻數量作對比； • 評估 貴集團於參與豬隻於報告日估值計算的相關人員是否有經驗和知識； • 與管理層討論於估算豬隻公允值時所採用的方法，通過將不同年齡組別豬隻的市場報價與可比較的市場數據作比較及基於我們的行業知識，評價管理層於估值時所作的主要估算及假設； • 根據 貴集團所採用的輸入數據，特別是 貴集團所採用豬隻的市場報價及重量差異調整，重新計算豬隻的公允值，以評估豬隻的公允值計算是否與 貴集團公允值的計算模式一致；及 • 評價綜合財務報表對豬隻估值相關的披露，是否符合相關會計準則的披露要求。

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表及其核數師報告以外的資訊

董事需對其他資訊負責。其他資訊包括刊載於年報內的全部資訊，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資訊，我們亦不對該等其他資訊發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒布的《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督貴集團的財務報告過程的責任。

Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照百慕達1981年《公司法案》第90條的規定，僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程式以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報告中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Yip Ka Ming, Alice.

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

24 February 2021

核數師就審計綜合財務報表承擔的責任(續)

從與審計委員會溝通的事項中，我們確定哪些事項對本年綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是葉嘉明。

畢馬威會計師事務所
執業會計師
香港中環
遮打道10號
太子大廈8樓

二零二一年二月二十四日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note	2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
		附註		
CONTINUING OPERATIONS	持續經營業務			
REVENUE	收入	5	4,332,939	3,495,240
Cost of sales	銷售成本		(3,051,310)	(2,796,044)
Gross profit	毛利		1,281,629	699,196
Net change in fair value of biological assets	生物資產公允值之變動淨額	6, 14	2,820	105,554
			1,284,449	804,750
Other income, net	其他收入淨額	7	33,907	15,330
Selling and distribution costs	銷售及分銷成本		(114,261)	(94,280)
General and administrative expenses	行政及管理費用		(224,038)	(210,436)
Finance costs	財務成本	8	(104,707)	(109,816)
Share of profits and losses of:	應佔溢利及虧損：			
Joint ventures	合營企業	23	(50)	(37)
A 35%-owned associate – CTI	一家佔35%之聯營公司			
–正大投資	–正大投資	24(a)	66,450	–
Other associates	其他聯營公司	24(a)	(226)	(58)
PROFIT BEFORE TAX	除稅前溢利	9	941,524	405,453
Income tax	所得稅	12	(189,158)	(81,113)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	來自持續經營業務本年溢利		752,366	324,340
DISCONTINUED OPERATIONS	已終止經營業務			
Results from operating activities, net of tax	經營活動產生之除稅後之業績		188,657	143,364
Gain on deemed disposal of CTI	視作出售正大投資之收益		1,466,255	–
PROFIT FOR THE PERIOD/YEAR FROM DISCONTINUED OPERATIONS	來自已終止經營業務之期內／本年溢利	41	1,654,912	143,364
PROFIT FOR THE YEAR	本年溢利		2,407,278	467,704
OTHER COMPREHENSIVE INCOME	其他全面收益			
Continuing operations	持續經營業務			
Items that will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益之項目：			
(Deficit)/surplus on revaluation of office premises, net	商業樓宇重估淨(虧損)／盈餘	16	(7,142)	612
Income tax effect	所得稅影響	37	1,339	19
			(5,803)	631

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
OTHER COMPREHENSIVE INCOME	其他全面收益 (續)		
(continued)			
Continuing operations (continued)	持續經營業務 (續)		
Items that may be reclassified subsequently to profit or loss:	其後可能會重新分類至損益之項目：		
Exchange differences related to translation of foreign operations	與外地業務於換算時之相關匯兌差額	69,381	(8,114)
Cash flow hedge – effective portion of changes in fair value	現金流量套期 – 公允價值計量變之有效部份	(1,261)	–
Income tax effect	所得稅影響	253	–
Share of other comprehensive income of:	應佔其他全面收益：		
Associates	聯營公司	24(a) 2,065	–
		70,438	(8,114)
Other comprehensive income from continuing operations, net of income tax	來自持續經營業務除所得稅後其他全面收益	64,635	(7,483)
Discontinued operations	已終止經營業務		
Items that are or will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益之項目：		
Equity investments at fair value through other comprehensive income (non-recycling)	權益投資按公允價值透過其他全面收益計量 (不可循環至損益)	(6,388)	3,568
Income tax effect	所得稅影響	1,597	(1,791)
Disposal of other financial assets	出售其他金融資產	–	638
Surplus on revaluation of office premises, net	商業樓宇重估淨盈餘	16	60
Income tax effect	所得稅影響	37	(40)
		(4,791)	2,435
Items that may be reclassified subsequently to profit or loss:	其後可能會重新分類至損益之項目：		
Exchange differences related to translation of foreign operations	與外地業務於換算時之相關匯兌差額	30,766	(6,074)
Release of reserve upon deemed disposal of CTI	視作出售正大投資之儲備回撥	(16,629)	–
Share of other comprehensive income of:	應佔其他全面收益：		
Joint ventures	合營企業	23 1,380	(265)
Other associates	其他聯營公司	24(a) 6,006	(1,748)
		21,523	(8,087)
Other comprehensive income from discontinued operations, net of income tax	來自已終止經營業務除所得稅後其他全面收益	16,732	(5,652)

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note	2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX	除所得稅後本年其他全面收益		81,367	(13,135)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年全面收益總額		2,488,645	454,569
Profit attributable to:	溢利歸屬予：			
Shareholders of the Company	本公司股東			
Continuing operations	持續經營業務	14	519,153	216,940
Discontinued operations	已終止經營業務		169,643	128,863
			688,796	345,803
Gain on deemed disposal of CTI	視作出售正大投資之收益	41	1,466,255	–
			2,155,051	345,803
Non-controlling interest	非控制性權益			
Continuing operations	持續經營業務		233,213	107,400
Discontinued operations	已終止經營業務		19,014	14,501
			252,227	121,901
			2,407,278	467,704
Total comprehensive income attributable to:	全面收益總額歸屬予：			
Shareholders of the Company	本公司股東			
Continuing operations	持續經營業務		604,728	212,419
Discontinued operations	已終止經營業務		156,287	121,769
			761,015	334,188
Gain on deemed disposal of CTI	視作出售正大投資之收益		1,466,255	–
			2,227,270	334,188
Non-controlling interest	非控制性權益			
Continuing operations	持續經營業務		212,273	104,438
Discontinued operations	已終止經營業務		49,102	15,943
			261,375	120,381
			2,488,645	454,569

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Note 附註	2020 二零二零年 US cents 美仙	2019 二零一九年 US cents 美仙 (Restated) (經重列)
EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY	本公司股東應佔之每股溢利		
	15		
Basic and diluted	基本及攤薄		
Continuing operations	持續經營業務	2.049	0.856
Discontinued operations	已終止經營業務	0.670	0.509
		2.719	1.365
Gain on deemed disposal of CTI	視作出售正大投資之收益	5.788	–
		8.507	1.365

Details of dividend for the year are disclosed in note 13 to the financial statements.

Note:

On 1 December 2020, Chia Tai Investment Co., Ltd. (“CTI”), originally a wholly-owned subsidiary of the Company, completed the acquisition of 43 entities that are principally engaged in swine business from Chia Tai Animal Husbandry Investment (Beijing) Company Limited (“CTAI”), a related company of the Company, for an aggregate consideration of RMB28,140 million (equivalent to approximately US\$4,312 million). The consideration was settled by means of issuance of new shares in CTI to CTAI representing 65% of its share capital as enlarged by such issue. Upon completion of this transaction on 1 December 2020, CTI is owned as to 35% by the Company and 65% by CTAI.

Accordingly, the financial results of CTI for the period from 1 January 2020 to 30 November 2020 were de-consolidated and presented as “Discontinued operations” in the consolidated financial statements in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Prior year comparative information has also been restated to conform with the current year presentation. Financial results of CTI for the month of December 2020 were equity picked up and shown under “Share of profits and losses of a 35%-owned associate – CTI” on the consolidated statement of comprehensive income.

本年度之股息詳情於財務報表附註13內披露。

附註：

正大投資股份有限公司（「正大投資」），原為一家本公司全資擁有之附屬公司，於二零二零年十二月一日完成向正大畜牧投資（北京）有限公司（「正大畜牧」，一家本公司的關連公司，收購其43家主要從事豬業務公司的股權，總代價為281.40億人民幣（相等於約43.12億美元）。總代價會以正大投資發行其新股份支付，佔正大投資發行後經擴大股本的65%。於二零二零年十二月一日完成交易後，本公司將持有35%正大投資，其餘65%則由正大畜牧持有。

因此，正大投資於截至二零二零年一月一日至十一月三十日止期間的財務業績於本財務資料不再合併並根據國際財務報告準則5號持作出售之非流動資產及已終止經營業務以已終止經營業務呈列。比較數字已因應本年呈報方式而重列。正大投資於二零二零年十二月的財務業績則以權益法列賬並於綜合全面收益表以「應佔溢利及虧損：一家佔35%之聯營公司－正大投資」呈列。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日

			2020	2019
		Note	二零二零年	二零一九年
		附註	US\$'000	US\$'000
			美元千元	美元千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	1,588,640	1,988,328
Investment properties	投資物業	17	859	11,904
Land use rights	土地使用權	18	89,129	207,105
Other right-of-use assets	其他使用權資產	19	418,173	421,209
Non-current biological assets	非當期生物資產	20	79,622	66,350
Intangible assets	無形資產	21	-	33,375
Investments in joint ventures	於合營企業的投資	23	35	16,915
Investments in associates	於聯營公司的投資	24	2,331,002	145,547
Other financial assets	其他金融資產	25	-	17,206
Goodwill	商譽	26	-	35,030
Other non-current assets	其他非流動資產		65,014	69,918
Deferred tax assets	遞延稅項資產	37	8,242	12,154
Total non-current assets	總非流動資產		4,580,716	3,025,041
CURRENT ASSETS	流動資產			
Inventories	存貨	27	409,167	753,403
Current biological assets	當期生物資產	20	638,820	571,946
Trade and bills receivables	應收貿易賬款及票據	28	123,285	258,011
Prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款	29	295,802	295,081
Pledged deposits	已抵押存款	30	11,896	17,699
Time deposits with maturity over three months	到期日超過三個月之定期存款	30	1,605	2,293
Cash and cash equivalents	現金及現金等價物	30	535,891	422,364
Total current assets	總流動資產		2,016,466	2,320,797
CURRENT LIABILITIES	流動負債			
Trade and bills payables	應付貿易賬款及票據	31	391,224	446,116
Other payables and accruals	其他應付賬款及預提費用	32	434,101	559,094
Lease liabilities	租賃負債	35	38,076	36,749
Bank borrowings	銀行借款	33	306,307	1,174,796
Income tax payables	應付所得稅		58,241	21,390
Total current liabilities	總流動負債		1,227,949	2,238,145
NET CURRENT ASSETS	淨流動資產		788,517	82,652
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		5,369,233	3,107,693

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
		Note 附註		
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	35	442,471	440,361
Bank borrowings	銀行借款	33	829,620	548,180
Corporate bond	企業債券	34	–	11,833
Other non-current liabilities	其他非流動負債	36	24,882	57,908
Deferred tax liabilities	遞延稅項負債	37	39,550	82,373
Total non-current liabilities	總非流動負債		1,336,523	1,140,655
NET ASSETS	資產淨值		4,032,710	1,967,038
EQUITY	權益			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Issued capital	已發行股本	38	253,329	253,329
Reserves	儲備	40	3,048,219	1,216,998
Proposed final dividend	建議末期股息	13	246,834	77,947
			3,548,382	1,548,274
Non-controlling interest	非控制性權益		484,328	418,764
TOTAL EQUITY	權益總額		4,032,710	1,967,038

Approved and authorised for issue by the board of directors of the Company on 24 February 2021.

於二零二一年二月二十四日經本公司董事會批准及授權予以刊發。

Adirek Sripratak 蔡益光
Director 董事

Arunee Watcharananan
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to shareholders of the Company 本公司股東應佔														
		Issued capital	Share premium account	Contributed Surplus	Capital reserve	Merger reserve	Hedging reserve	Other financial assets fair value reserve (non-recycling) 其他金融資產公允價值儲備	Property revaluation reserve	PRC reserve funds	Exchange fluctuation reserve	Retained profits	Proposed final dividend	Total	Non-controlling interest	Total equity
		已發行股本	股份溢價賬	實繳盈餘賬	資本儲備	合併儲備	對沖儲備	(不可循環至損益)	物業重估儲備	中國儲備基金	外匯波動儲備	未分配利潤	建議末期股息	總額	非控制性權益	權益總額
Note		US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元
		(附註4)(f))	(附註4)(g))	(附註4)(h))	(附註4)(i))	(附註4)(j))	(附註4)(k))	(附註4)(l))	(附註4)(m))	(附註4)(n))	(附註4)(o))	(附註4)(p))	(附註4)(q))	(附註4)(r))	(附註4)(s))	(附註4)(t))
At 1 January 2020	於二零二零年一月一日	253,329	10,740	875,453	608,733	(1,613,182)	-	(2,215)	69,575	131,041	(150,945)	1,287,798	77,947	1,548,274	418,764	1,967,038
Profit for the year	本年溢利	-	-	-	-	-	-	-	-	-	-	2,155,051	-	2,155,051	252,227	2,407,278
Other comprehensive income for the year:	年內其他全面收益：															
Exchange differences on translation of foreign operations	外地業務於換算時之匯兌差額	-	-	-	-	-	-	-	-	-	90,705	-	-	90,705	9,442	100,147
Equity investments at fair value through other comprehensive income	權益投資按公允價值透過其他全面收益計量	-	-	-	-	-	-	(6,388)	-	-	-	-	-	(6,388)	-	(6,388)
Income tax effect	所得稅影響	37	-	-	-	-	-	1,597	-	-	-	-	-	1,597	-	1,597
Cash flow hedge - effective portion of changes in fair value	現金流量套期-公允價值計量變之有效部份	-	-	-	-	-	(893)	-	-	-	-	-	-	(893)	(368)	(1,261)
Income tax effect	所得稅影響	-	-	-	-	-	179	-	-	-	-	-	-	179	74	253
Surplus on revaluation of office premises, net	商業樓宇重估淨溢餘	16	-	-	-	-	-	(7,142)	-	-	-	-	-	(7,142)	-	(7,142)
Income tax effect	所得稅影響	37	-	-	-	-	-	1,339	-	-	-	-	-	1,339	-	1,339
Share of other comprehensive income of:	應佔其他全面收益：															
Joint ventures	合營企業	23	-	-	-	-	-	21	-	-	1,359	-	-	1,380	-	1,380
Associates	聯營公司	24(a)	-	-	-	-	-	-	-	-	8,071	-	-	8,071	-	8,071
Release of reserve upon deemed disposal of CTI	視作出售正大投資之儲備回撥	41	-	-	-	-	-	-	-	-	(16,629)	-	-	(16,629)	-	(16,629)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(714)	(4,770)	(5,803)	-	83,506	2,155,051	-	2,227,270	261,375	2,488,645
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	(25,699)	-	-	-	-	-	-	-	(25,699)	2,029	(23,670)
Capital injection by a non-controlling equity holder	非控制性權益股東注入資本	-	-	-	(99)	-	-	-	-	-	-	-	-	(99)	-	(99)
Dividend paid to non-controlling equity holders	支付予非控制性權益股東股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(76,040)	(76,040)
Special dividend	特別股息	13	-	(25,983)	-	-	-	-	-	-	-	-	-	(25,983)	-	(25,983)
2019 final dividend declared	宣派二零一九年末期股息	-	-	-	-	-	-	-	-	-	-	-	(77,947)	(77,947)	-	(77,947)
2020 interim dividend	二零二零年中期股息	13	-	(97,434)	-	-	-	-	-	-	-	-	-	(97,434)	-	(97,434)
2020 final dividend proposed	建議二零二零年末期股息	13	-	(246,834)	-	-	-	-	-	-	-	-	246,834	-	-	
Deemed disposal of CTI	出售正大投資	41	-	-	(273,333)	4,295	-	6,985	(12,774)	(131,072)	-	405,899	-	(121,800)	(121,800)	
Transfer in/(out)	轉入/(出)	-	-	-	-	-	-	-	-	6,260	-	(6,260)	-	-	-	
At 31 December 2020	於二零二零年十二月三十一日	253,329	10,740*	505,202*	335,301*	(1,634,586)*	(714)*	-	50,998*	6,229*	(67,439)*	3,842,488*	246,834	3,548,382	484,328	4,032,710

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to shareholders of the Company 本公司股東應佔														
		Issued capital	Share premium account	Contributed Surplus	Capital reserve	Merger reserve	Other financial assets fair value reserve (non-recycling) 其他金融資產公允價值儲備 (不可循環至損益)	Property revaluation reserve 物業重估儲備	PRC reserve funds 中國儲備基金	Exchange fluctuation reserve 外匯波動儲備	Retained profits 未分配利潤	Proposed final dividend 建議末期股息	Total	Non-controlling interest 非控制性權益	Total equity 權益總額	
Note		US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	
At 1 January 2019	於二零一九年一月一日	253,329	10,740	979,382	12,620	(1,613,900)	7,313	68,924	166,124	(136,331)	1,522,859	84,443	1,355,503	346,721	1,702,224	
Impact on initial application of IFRS 16	首次採納國際財務報告準則第16號之影響	-	-	-	-	-	-	-	-	-	(27,873)	-	(27,873)	(10,640)	(38,513)	
Adjusted balance at 1 January 2019	於二零一九年一月一日調整後	253,329	10,740	979,382	12,620	(1,613,900)	7,313	68,924	166,124	(136,331)	1,494,986	84,443	1,327,630	336,081	1,663,711	
Profit for the year	本年溢利	-	-	-	-	-	-	-	-	-	345,803	-	345,803	121,901	467,704	
Other comprehensive income for the year:	年內其他全面收益：															
Exchange differences on translation of foreign operations	外地業務於換算時之匯兌差額	-	-	-	-	-	-	-	-	(12,668)	-	-	(12,668)	(1,520)	(14,188)	
Equity investments at fair value through other comprehensive income	權益投資按公允價值透過其他全面收益計量	-	-	-	-	-	3,568	-	-	-	-	-	3,568	-	3,568	
Income tax effect	所得稅影響	37	-	-	-	-	(1,791)	-	-	-	-	-	(1,791)	-	(1,791)	
Disposal of other financial assets	出售其他金融資產	-	-	-	-	-	(84)	-	-	-	722	-	638	-	638	
Income tax effect	所得稅影響	37	-	-	-	-	20	-	-	-	(20)	-	-	-	-	
Surplus on revaluation of office premises, net	商業樓宇重估淨溢餘	16	-	-	-	-	-	672	-	-	-	-	672	-	672	
Income tax effect	所得稅影響	37	-	-	-	-	-	(21)	-	-	-	-	(21)	-	(21)	
Share of other comprehensive income of:	應佔其他全面收益：															
Joint ventures	合營企業	23	-	-	-	-	(36)	-	-	(229)	-	-	(265)	-	(265)	
Associates	聯營公司	24(a)	-	-	-	-	-	-	-	(1,748)	-	-	(1,748)	-	(1,748)	
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	1,677	651	-	(14,645)	346,505	-	334,188	120,381	454,569	
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	(3,119)	-	-	-	-	-	-	(3,119)	-	(3,119)	
Capital injection by a non-controlling equity holder	非控制性權益股東注入資本	-	-	-	-	-	-	-	-	-	-	-	-	2,058	2,058	
Dividend paid to non-controlling equity holders	支付予非控制性權益股東股息	-	-	-	-	-	-	-	-	-	-	-	-	(39,756)	(39,756)	
2018 final dividend declared	宣派二零一八年末期股息	-	-	-	-	-	-	-	-	-	(84,443)	-	(84,443)	-	(84,443)	
2019 interim dividend	二零一九年中期股息	13	-	(25,982)	-	-	-	-	-	-	-	-	(25,982)	-	(25,982)	
2019 final dividend proposed	建議二零一九年末期股息	13	-	(77,947)	-	-	-	-	-	-	-	77,947	-	-	-	
Transfer of retained earnings of C.P. Vietnam Corporation ("CPVC") to share capital	CPVC未分配利潤轉移至資本	-	-	-	319,554	-	-	-	-	-	(319,554)	-	-	-	-	
CTI share capital reorganisation	正大投資資本重組	-	-	-	276,559	3,837	(11,205)	-	(73,033)	31	(196,189)	-	-	-	-	
Transfer in/(out)	轉入/(出)	-	-	-	-	-	-	-	37,950	-	(37,950)	-	-	-	-	
At 31 December 2019	於二零一九年十二月三十一日	253,329	10,740*	875,453*	608,733*	(1,613,182)*	(2,215)*	69,575*	131,041*	(150,945)*	1,287,798*	77,947	1,548,274	418,764	1,967,038	

* These reserve accounts comprise the consolidated reserves of US\$3,048,219,000 (2019: US\$1,216,998,000) in the consolidated statement of financial position.

* 該等儲備賬組成綜合財務狀況表內之綜合儲備30億4,821.9萬美元 (二零一九年：12億1,699.8萬美元)。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

			2020	2019
		Note	二零二零年	二零一九年
		附註	US\$'000	US\$'000
			美元千元	美元千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動之現金流量			
Profit before tax	除稅前溢利			
Continuing operations	持續經營業務		941,524	405,453
Discontinued operations	已終止經營業務	41	1,708,446	183,787
Adjustments for:	經調整：			
Bank and other interest income	銀行及其他利息收入	7	(13,444)	(11,762)
Net change in fair value of investment properties	投資物業公允價值變動淨額	7	116	2,615
Net change in fair value of derivative financial instruments	衍生金融工具公允價值變動淨額	7	12,565	(2,009)
Short-term lease payments	已付短期租賃費用	9	20,598	12,951
Finance costs	財務成本	8	129,314	142,399
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	9, 16	141,869	128,543
Amortisation of land use rights	土地使用權之攤銷	9, 18	4,057	4,688
Depreciation of other right-of-use assets	其他使用權資產之折舊	9, 19	53,621	44,857
Depreciation of biological assets stated at cost less accumulated depreciation and impairment	按成本減累計折舊及減值損失後列賬之生物資產之折舊	9, 20	48,505	43,557
Amortisation of intangible assets	無形資產之攤銷	21	2,819	2,462
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	9, 16	3,012	1,302
Impairment of property, plant and equipment	物業、廠房及設備減值	9, 16	-	15,567
Impairment of trade receivables, net	應收貿易賬款減值淨額	9, 28	1,231	2,569
Impairment of prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款減值	9, 29	-	2,589
Net change in fair value of biological assets	生物資產公允價值之變動淨額	6	(2,820)	(105,554)
Gain on deemed disposal of CTI	視作出售正大投資之收益	41	(1,466,255)	-
Share of profits and losses of:	應佔溢利及虧損：			
Joint ventures	合營企業	23	(4,294)	(2,597)
Associates	聯營公司	24(a)	(91,161)	(26,448)
			1,489,703	844,969
Increase in inventories	存貨增加		(1,968)	(123,852)
Increase in biological assets	生物資產增加		(119,663)	(19,808)
(Increase)/decrease in trade and bills receivables	應收貿易賬款及票據(增加)/減少		(291,607)	87,737
(Increase)/decrease in prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款(增加)/減少		(274,275)	82,702
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)		230,165	(26,877)
Increase in other payables and accruals	其他應付賬款及預提費用增加		353,022	36,572
Cash generated from operations	經營產生之現金		1,385,377	881,443
Short-term lease payments	已付短期租賃費用	9	(20,598)	(12,951)
Interest elements of lease rental paid	已付租賃租金之利息部份	8	(49,934)	(46,335)
Interest paid	已付利息		(85,940)	(103,625)
Income tax paid	已付所得稅		(205,718)	(121,068)
Net cash flows generated from operating activities	經營活動所得之現金流量淨額		1,023,187	597,464

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Note	2020	2019
	附註	二零二零年 US\$'000 美元千元	二零一九年 US\$'000 美元千元
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment		(445,865)	(346,746)
Decrease in other non-current liabilities		(3,275)	(5,244)
Increase in land use rights	18	(4,077)	(28,442)
Decrease/(increase) in other non-current assets		18,586	(37,634)
Acquisition of subsidiaries	46(a)(xi)	(69,216)	(9,671)
Deemed disposal of CTI	41	(430,145)	-
Dividend received from joint ventures		166	2,531
Dividend received from associates		54,963	6,293
Proceeds from disposal of property, plant and equipment		10,816	8,746
Proceeds from disposal of land use rights		1,256	249
Proceeds from disposal of other financial assets	25	-	1,720
Receipt from PRC government on factories relocation		30,866	47,311
Interest received		13,444	11,762
Net cash flows used in investing activities		(822,481)	(349,125)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from new bank borrowings	30 (c)	2,113,529	1,655,480
Repayment of bank borrowings	30 (c)	(1,906,336)	(1,586,142)
Redemption of corporate bond	30 (c)	(11,973)	(130,545)
Capital injection from a non-controlling equity holder		-	2,058
Capital element of lease rental paid	35	(43,282)	(34,096)
Decrease in pledged deposits		5,222	16,879
Decrease in time deposits with maturity over three months		1,087	12,927
Dividend paid to shareholders of the Company		(201,364)	(110,425)
Dividend paid to non-controlling equity holders		(76,040)	(39,756)
Net cash flows used in financing activities		(119,157)	(213,620)
NET INCREASE IN CASH AND CASH EQUIVALENTS		81,549	34,719
Cash and cash equivalents at beginning of year		422,364	392,890
Effect of foreign exchange rate changes, net		31,978	(5,245)
CASH AND CASH EQUIVALENTS AT END OF YEAR	30	535,891	422,364

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1 CORPORATE INFORMATION

C. P. Pokphand Co. Ltd. (the “Company” or “CPP”) is a limited liability company incorporated in Bermuda and ordinary shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office and the principal place of business of the Company are located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda and 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, respectively.

During the year, the Company and its subsidiaries (together, the “Group”), joint ventures and associates of the Group were involved in the following activities:

Continuing operations

- (i) poultry farming and (ii) production and sale of value-added processed food products in the People’s Republic of China (the “PRC”)
- significant investment in an associate operating in the PRC which is principally engaged in the production and sale of animal feed and breeding, farming and sale of swine and sale of pork
- (i) production and sale of animal feed, (ii) breeding, farming and sale of livestock and aquatic animals, and (iii) production and sale of value-added processed food products in the Socialist Republic of Vietnam (“Vietnam”)
- investment and property holding

Discontinued operations

- (i) production and sale of animal feed and (ii) production and sale of swine food products in the PRC

At 31 December 2020, the directors consider the immediate holding company of the Company to be Charoen Pokphand Foods Public Company Limited (“CPF”), which is incorporated in the Kingdom of Thailand and shares of which are listed on the Stock Exchange of Thailand, and remains to be as such as at the date of approval of these financial statements. CPF is a significantly owned company of Charoen Pokphand Group Company Limited (“CPG”), which is incorporated in the Kingdom of Thailand.

1 公司資料

卜蜂國際有限公司（「本公司」或「卜蜂國際」）乃一家於百慕達註冊成立之有限責任公司，其普通股於香港聯合交易所有限公司（「聯交所」）主板上市。本公司之註冊辦事處及主要營業地點分別位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda及香港夏慤道16號遠東金融中心21樓。

於年內，本公司及其附屬公司（統稱「本集團」）、本集團的合營企業及聯營公司，乃從事下列業務：

持續經營業務

- 於中華人民共和國（「中國」）(i) 養殖家禽及(ii) 產銷深加工食品
- 在中國經營的一家聯營公司擁有重大投資，該聯營公司主要從事產銷動物飼料、繁殖、養殖和銷售豬隻及銷售豬肉
- 於越南社會主義共和國（「越南」）(i) 產銷動物飼料，(ii) 繁殖、養殖及銷售禽畜及水產，以及(iii) 產銷深加工食品
- 投資及物業控股

已終止經營業務

- 於中國(i) 產銷動物飼料及(ii) 產銷豬食品產品

於二零二零年十二月三十一日，董事認為，本公司之直接控股公司為於泰國註冊成立的Charoen Pokphand Foods Public Company Limited（「CPF」），其股份於泰國證券交易所上市，並於截至本財務報表獲批當日仍然為本公司的直接控股公司。CPF為一家由於泰國註冊成立的Charoen Pokphand Group Company Limited（「CPG」）重大持有之公司。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange. These financial statements have been prepared under the historical cost convention, except for office premises, investment properties, certain biological assets, other financial assets and derivative financial instruments, which have been measured at fair value or at fair value less costs of disposal, where appropriate. These financial statements are presented in United States dollars (“US\$”) and all values are rounded to the nearest thousand (“US\$’000”) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2020. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full, except for the unrealised loss which are eliminated only to the extent that there is no evidence of impairment.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance.

2.1 編製基準

此等財務報表乃根據國際會計準則委員會頒佈之國際財務報告準則(亦包括所有國際財務報告準則、國際會計準則及詮釋)及香港公司條例之披露規定而編製。此等財務報表亦遵從聯交所證券上市規則(「上市規則」)中適用的披露規定。此等財務報表按歷史成本基準編製，惟商業樓宇、投資物業、若干生物資產、其他金融資產及衍生金融工具則採用公允值或公允值減處置成本(如適用)計算。本財務報表以美元列報。除另有指明外，所有金額均調整至最接近的美元千元計算。

綜合基準

本綜合財務報表由本公司及其附屬公司截至二零二零年十二月三十一日止年度之財務報表所組成。附屬公司之財務報表採用與本公司一致的會計期間及統一的會計政策編制。附屬公司之業績由收購日(即本集團取得控制權當日)起綜合計算直至失去該控制權之日為止。集團內公司間之所有結餘、交易、因集團內公司間交易所產生的未變現盈虧及股利均已在綜合過程中全數抵銷，除未變現虧損抵銷額以沒有證據顯示已減值為限。

於附屬公司的綜合全面收益總額即使產生虧損結餘仍會分配予非控制性權益。

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The IASB has issued a number of new standards, amendments to IFRSs and interpretations that are first effective for the current year. Of these, the following new standards, amendments and interpretations may be relevant to the Group:

Amendments to IFRS 3	<i>Definition of a Business</i>
Amendments to IFRS 16	<i>Covid-19-Related Rent Concessions (early adopted)</i>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i>

None of the amendments have had a significant financial effect to the Group. The Group has not applied any new standard, amendment or interpretation that is not yet effective for the current year.

2.1 編製基準(續)

綜合基準(續)

如果有事實及情況顯示下文附屬公司會計政策中所述的三項控制元素中的一項或以上出現變動，本集團將重新評估其是否控制被投資公司。在沒有失去控制權情況下，附屬公司擁有權益的變動會於入賬時列作權益交易。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控制性權益之賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公允值；(ii)任何獲保留投資的公允值；及(iii)任何計入損益的盈餘或虧損。先前於其他全面收益已確認的本集團應佔成份重新分類至損益或未分配利潤(如適用)，並採用倘本集團已直接出售有關資產或負債所規定的相同基準。

2.2 會計政策及披露之更改

國際會計準則委員會已頒佈若干國際財務報告準則的新準則、修訂及詮釋，並於本年度首次生效。下列為當中可能與本集團有關之新準則、修訂及詮釋：

國際財務報告準則第3號的修訂	<i>業務的定義</i>
國際財務報告準則第16號的修訂	<i>2019冠狀病毒病相關租金減免(提前採納)</i>
國際會計準則第1號及國際會計準則第8號的修訂	<i>重大的定義</i>

採納修訂的國際財務報告準則不會對本集團構成重大財務影響。本集團於本年內並無採納任何尚未生效的新準則、修訂或詮釋。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

Up to the date of issue of these financial statements, the IASB issued a number of new standards, amendments and interpretations which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> ²
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> ¹
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i> ¹
Amendments to IFRS 10 and IAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Annual improvements to IFRSs 2018-2020	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41 ¹

¹ Effective for annual periods beginning on or after 1 January 2022

² Effective for annual periods beginning on or after 1 January 2023

³ No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these new and amendments to IFRSs upon initial application. So far, the Group considers that the impact of adopting the amendment and new standards will have on the consolidated financial statements are unlikely to be significant.

2.3 已頒佈但尚未生效的國際財務報告準則

截至本財務報表刊發日，國際會計準則委員會已頒佈數項新準則、修訂本及詮釋，於截至二零二零年十二月三十一日止年度尚未生效，且並未於本財務報表採納。其中以下與本集團有關：

國際財務報告準則第3號	<i>提述概念框架</i> ¹
國際會計準則第1號的修訂	<i>流動或非流動負債的分類</i> ²
國際會計準則第16號	<i>物業、廠房及設備：擬定用途前所得款項</i> ¹
國際會計準則第37號的修訂	<i>虧損性合約－履行合約的成本</i> ¹
國際財務準則第10號及國際會計準則第28號(2011)的修訂	<i>投資者及聯營公司或合營企業間之資產出售或貢獻</i> ³
2018-2020年國際財務報告準則年度改進	修訂國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號相關闡釋範例及國際會計準則第41號 ¹

¹ 於二零二二年一月一日或之後開始之年度期間生效

² 於二零二三年一月一日或之後開始之年度期間生效

³ 未有強制性生效日期但可供採納

本集團現正評估首次採納該等新訂立及經修訂之國際財務報告準則之影響。截至目前，本集團認為採納該等修訂和新準則不會對本集團綜合財務報表構成重大的影響。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement in the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances, in assessing whether it has power over an investee, including:

- (i) the contractual arrangement with the other vote holders of the investee;
- (ii) rights arising from other contractual arrangements; and
- (iii) the Group's voting rights and potential voting rights.

Joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Investments in joint ventures are accounted for using the equity method, as for associates (note 2.4).

Associates

Associates are those entities in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policies decisions.

Investments in associates are accounted for using the equity method and are recognised initially at cost. The cost of the investments includes transaction costs.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

2.4 主要會計政策概要

附屬公司

附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團於參與被投資公司中的業務中分享或有權享有可變回報,並可使用其權力影響被投資公司之回報(即給予本集團現時能力直接參與被投資公司之相關業務之現有權利)時,本集團即屬擁有控制權。

當本公司直接或間接持有少於一間被投資公司的大多數表決權或類似權利時,本集團在評估其是否有權控制投資公司時會考慮所有相關事實和情況,包括:

- (i) 與被投資公司投票權持有人之合約協議;
- (ii) 來自其他合約協議之權利;及
- (iii) 貴集團之投票權及潛在投票權。

合營企業

合營企業為一項聯合安排,對安排擁有共同控制權的訂約方據此對合營企業的淨資產擁有權利。共同控制權指按照合同協定對一項安排所共有的控制權,僅在相關活動必須獲得共同享有控制權的各方一致同意方能決定時存在。於合營企業的投資以權益法列賬,與聯營公司一致(附註2.4)。

聯營公司

聯營公司乃指本集團對於其管理層擁有重大影響力之實體,包括參與對於其財務及營運政策的決定,但並非控制權或共同控制權。

於聯營公司的投資以權益法列賬並於最初以成本確認。投資成本包括交易成本。

綜合財務報表由重大影響力起始日開始,併入本集團以權益法列賬的投資對象之應佔溢利及虧損和其他全面收益(於列入為使其與本集團會計政策一致的調整後),直至失去該重大影響力為止。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment including any long-term interest that forms part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Related parties

A party is considered to be related to the Group if:

- (i) the party is a person or a close member of that person's family and that person
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or of a parent of the Group; or
- (ii) the party is an entity where any of the following conditions applies:
 - (a) the entity and the Group are members of the same group;
 - (b) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (c) the entity and the Group are joint ventures of the same third party;
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (f) the entity is controlled or jointly controlled by a person identified in (i);
 - (g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

2.4 主要會計政策概要(續)

聯營公司(續)

當本集團應佔虧損超過其對於以權益法列賬的投資對象的權益，該投資的賬面值(包括任何長期權益)減至零，並除本集團有義務或已代投資對象付款為限外，停止確認進一步虧損。

關連人士

任何一方如屬以下情況，即視為本集團的關連人士：

- (i) 個人或個人之近親若有下列情形
 - (a) 控制或共同控制本集團；
 - (b) 對本集團有重大影響力；或
 - (c) 為本集團或其母公司的重要管理人員的成員；或
- (ii) 如相關實體符合任何下列條件之一：
 - (a) 該實體與本集團屬同一集團；
 - (b) 一實體為另一實體之聯營公司或合營企業(或另一實體之母公司、附屬公司，或同系附屬公司)；
 - (c) 該實體與本集團屬同一第三方合營企業；
 - (d) 一實體屬第三方合營企業且另一實體為該第三方之聯營公司；
 - (e) 該實體為本集團僱員或任何為本集團關連人士的實體的僱員而設立之退職福利計劃；
 - (f) 實體受(i)項中提述的人士控制或共同控制；
 - (g) 該實體為受(i)(a)項中提述的任何人士施加重大影響力的實體或為該實體(或該實體的母公司)的重要管理層人員的成員；及

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

- (h) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Goodwill

Goodwill represents the excess of (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the group's previously held equity interest in the acquiree; over (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment.

On disposal of a cash generating unit, any attributable amount of purchased goodwill is included in the calculation of the gain or loss on disposal.

Business combinations under common control

Business combinations of entities under common control are accounted for using the pooling-of-interests method. Under the pooling-of-interests method, the assets and liabilities of the acquiree are stated at their historical carrying values at the date of acquisition and the difference between the consideration transferred for a business combination under common control and the total of (i) the acquisition date historical net asset values of the acquiree attributable to the Group and (ii) the pre-acquisition reserves of the acquiree combined by the Group is accounted for as a contribution from or a distribution to, as appropriate, holding companies in the consolidated statement of changes in equity. Accordingly, there is no goodwill or a gain on bargain purchase as a result of a business combination under common control. The results of the acquiree under a business combination under common control are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.4 主要會計政策概要(續)

關連人士(續)

- (h) 實體，或其中有一部分的任何成員，向本集團或本集團的母公司提供重要管理人員服務。

個人的家庭近親乃指該等家庭成員與實體來往時可能預期影響該個人或被該個人影響。

商譽

商譽乃(i)轉讓代價之公允值，被收購方之任何非控制性權益金額及本集團之前持有的股本權益之公允值之合計，超出(ii)於收購日被收購方可識別資產及負債淨額之公允值。

當(ii)大於(i)，該金額將即時於損益確認為議價收購收益。

商譽乃按成本減累計減值損失列賬。業務合併產生的商譽乃分配到預期可從合併的協同效應中獲益的每個現金生產單位，或現金生產單位組合，並每年進行減值測試。

於出售現金生產單位時，任何該現金生產單位應佔之商譽將包括於出售收益或虧損之計算中。

共同控制下的業務合併

共同控制下的實體業務合併採用權益結合法。在權益結合法下，被收購方的資產及負債按收購日被收購企業之歷史賬面值合併，而於共同控制下的業務合併的轉讓價格及(i)本集團於收購日應佔被收購方之淨資產歷史賬面值和(ii)被集團合併的被收購方於被收購前的儲備的差異，將於控股公司的綜合權益變動表中計量為貢獻或分配(如適用)。故此，在共同控制下的業務合併時不會產生商譽或特惠購買收益。於共同控制下的業務合併，被收購企業的業績，將於收購日(集團擁有控制權當日)合併入賬，並持續合併直至控制權終止。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Office premises

Office premises are stated at their open market values on the basis of annual professional valuations performed at each financial year end. Changes arising on the revaluation of office premises are dealt with as movements in the property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual premise basis, the excess of the deficit is charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged.

Depreciation is calculated on the straight-line basis to write off the valuation of the office premises over their estimated useful lives of 30 years to 50 years.

On disposal of an office premise, the relevant portion of the property revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Other property, plant and equipment

Other property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of other property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after other property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of other property, plant and equipment are required to be replaced at intervals, the Group recognised such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊

商業樓宇

商業樓宇乃於各財務年度末按年度專業估值所定之公開市值入賬。該商業樓宇物業價值之重估將於物業重估儲備中作為變動處理。於個別物業基礎下，若該全數儲備之總額不足以抵銷其虧損，多出的虧損將於損益內扣除。其後任何重估盈餘將計入損益內，惟以從前計入之虧損額為限。

折舊乃按商業樓宇30年至50年之估計可使用年期以直線法撇銷其價值而計算。

於出售單一商業樓宇時，於物業重估儲備中就以往估值變現之有關部份將獲回撥，並轉入未分配利潤作為儲備變動。

其他物業、廠房及設備

其他物業、廠房及設備(不包括在建工程)乃按其成本扣除累計折舊及任何累計減值虧損入賬。其他物業、廠房及設備之成本包括其買入價格及任何令該資產達到擬定用途之狀況及位置的直接費用。在開始使用該項其他物業、廠房及設備後所發生之費用(如維修及保養)一般會在產生期間於損益內扣除。在符合確認條件的情況下，主要檢修費用將予以資本化，作為一項置換列入資產的賬面值。當其他物業、廠房及設備的重要部份需要在期間更換，本集團會確認該部份為擁有特定使用年期及折舊的獨立資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Other property, plant and equipment (continued)

Depreciation of other property, plant and equipment is calculated on the straight-line basis to write off the cost of other property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Industrial buildings	2% to 4.5%
Plant and machinery	6% to 15%
Furniture, fixtures and office equipment	10% to 33.33%
Motor vehicles and transport facilities	9% to 33.33%

Where parts of other property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

Other property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress

Construction in progress represents the silos, factories and warehouses under construction. Construction in progress is stated at cost less any accumulated impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 主要會計政策概要 (續)

物業、廠房及設備及折舊 (續)

其他物業、廠房及設備 (續)

其他物業、廠房及設備之折舊乃根據其個別估計可使用年期以直線法撇銷其成本至其剩餘價值計算。上述折舊所採用之主要年折舊率如下：

工業樓宇	2%至4.5%
廠房及機器	6%至15%
傢俱、裝置及辦公設備	10%至33.33%
汽車及運輸設施	9%至33.33%

如其他物業、廠房及設備之組成項目有不同的可使用年期，各項目應按合理的基礎上分配該項目的成本及每項分開計算其折舊。剩餘價值、可使用年期及折舊方法需最少於每個財政年度末進行複核及，如有需要，進行調整。

其他物業、廠房及設備及經初步確認之任何重大部份應當於出售或通過使用及出售均預期不能產生經濟利益時終止確認。資產在終止確認的期間，任何經出售或退役的收益或虧損於損益內確認，而其金額為該有關資產的淨出售收入與賬面值之差額。

在建工程

在建工程指尚在興建中的筒倉、工廠及倉庫。在建工程按成本減去任何累計減值虧損入賬，並不計提折舊。成本包括直接建造成本及於工程建造期間被資本化的相關借款的借貸成本。當在建工程完成及已能投入使用时，在建工程會被重新分類至物業、廠房及設備中的合適分類。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings (including the property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the period of the retirement or disposal.

When a property occupied by the Group as an owner occupied property becomes an investment property, any difference between the carrying amount and the fair value of the property at the date of change in use is accounted for as follows:

- (i) any resulting decrease in the carrying amount of the property is recognised in profit or loss in the period the change in use took place.
- (ii) any resulting increase in the carrying amount is credited to profit or loss, to the extent the increase reverses a previous impairment loss for that property, or restores the carrying amount of the property to an amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the property in prior years; and any remaining part of the increase in the carrying amount is credited directly to equity in the property revaluation reserve. On subsequent disposal of the property, the relevant portion of the property revaluation reserve realised is transferred to retained profits as a movement in reserves.

2.4 主要會計政策概要(續)

投資物業

投資物業乃土地及樓宇之權益(包括本應符合投資物業定義,作為使用權資產持有的租賃物業)用以賺取租賃收入及/或資本增值而非用作生產或提供貨物或服務或作行政用途。該等物業先以成本(包括交易成本)計量。隨初次確認後,投資物業於報告期末會以公允值入賬以反映市場狀況。投資物業公允值變更所帶來之收益或損失於產生期間計入損益內。

退役或出售投資物業之任何收益或虧損於退役或出售之期間於損益內確認。

當物業被集團佔用而被視為自用物業轉變為投資物業時,往後若物業的賬面值與更改用途日時的公允值有任何差異將入賬如下:

- (i) 任何因轉變而導致該物業之賬面值減少,需於更改用途之期內於損益確認。
- (ii) 任何導致該物業之賬面值增加需計入損益,惟以該物業回撥先前已減值虧損或回復該物業的賬面值至先前認為無減值虧損之賬面值為限(扣除任何折舊);及任何剩餘部分之賬面值增加直接計入權益中的物業重估儲備。其後出售物業時,有關物業的變現物業重估儲備將轉入未分配利潤作為儲備之變動。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Intangible assets

Intangible assets represent customer relationship of the Group and are stated in the consolidated statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. Intangible assets with finite useful lives are amortised on a straight-line basis over the assets' estimated useful lives, from the date they are available for use. The estimated useful lives used for this purpose are 14-22 years. Both the period and method of amortisation are reviewed annually.

Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

無形資產

無形資產乃本集團之客戶關係，按成本減累計攤銷(如估計可使用年期屬有限)及減值虧損於綜合財務狀況表內列賬。可使用年期有限的無形資產按該等資產之估計可使用年期從可使用日期開始以直線法攤銷。上述攤銷所使用之估計可使用年期為14-22年。攤銷年期及方式均於每年作複核。

租賃

本集團於合約開始時評估合約是否屬於(或包含)租賃。倘合約為換取代價而轉移在一段時間內控制已識別資產使用之權利，則該合約屬於(或包含)租賃。倘客戶既有權指示已識別資產之使用又有權從使用已識別資產獲得絕大部分經濟利益，則控制權已告轉移。

作為承租人

對於包含租賃部分及非租賃部分之合約，本集團已選擇不將非租賃部分分開處理，而是就所有租賃將各租賃部分及任何相關之非租賃部分作為單一租賃部分入賬。

本集團於租賃開始日期確認使用權資產及租賃負債，惟租期為十二個月或以下之短期租賃或低價值資產之租賃除外。當本集團就低價值資產訂立租賃時，本集團會按租賃之個別情況決定是否將租賃資本化。與該等並未資本化之租賃相關之租賃付款於租期內有系統地確認為開支。

在租賃資本化之情況下，租賃負債初步於租期內按應付租賃付款之現值確認，並使用租賃隱含之利率或(倘有關利率難以釐定)相關增量借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息支出使用實際利率法計算。計量租賃負債時不會計入並非視乎指數或利率而定之可變租賃付款，因此有關付款會於其產生之會計期間自損益扣除。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

As a lessee (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets other than land use rights and lease liabilities separately in the consolidated statement of financial position.

As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term.

2.4 主要會計政策概要(續)

租賃(續)

作為承租人(續)

於租賃資本化時確認之使用權資產初步按成本計量，其中包括租賃負債之初始金額加上於開始日期或之前作出之任何租賃付款以及任何已產生之初始直接成本。在適用情況下，使用權資產之成本亦包括拆卸並移除相關資產或修復相關資產或其所在場地之估計成本(折現至其現值)扣除任何已收取之租賃優惠。使用權資產其後按成本扣除累計折舊及減值虧損列賬。

倘指數或利率變動導致未來租賃付款有變，或本集團對預期根據剩餘價值擔保之應付金額所作之估計有變，或因本集團重新評估是否合理確定將行使購買、延長或終止選擇權而導致變動，則重新計量租賃負債。倘租賃負債在此等情況下重新計量，則對使用權資產之賬面值作相應調整，或(倘使用權資產之賬面值已減至零)將有關調整列入損益。

本集團於綜合財務狀況表獨立呈列使用權資產(不包括土地使用權)及租賃負債。

作為出租人

當本集團作為出租人時，它將在租賃開始時確定每個租賃是融資租賃還是經營租賃。倘若租賃將與基礎資產所有權有關的幾乎所有風險和報酬轉移給承租人，則分類為融資租賃。倘若不是這種情況，則將租賃分類為經營租賃。

當合同包含租賃和非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合同中的對價分配給每個組成部分。經營租賃的租金收入在租賃期涵蓋的期間內平均分期計入當期損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Biological assets

Biological assets include swine, poultry and aquatic livestock and are measured at their fair value less costs of disposal, except where the fair value cannot be measured reliably or when the costs are not materially different from the fair value due to short production cycle, in those cases they are stated at cost less any accumulated impairment losses and where appropriate, less any accumulated depreciation.

Gains or losses arising from initial recognition of biological assets at fair value less costs of disposal and from a change in fair value less costs of disposal of biological assets are included in profit or loss in the period in which it arises.

The cost of biological assets comprises its purchase price and any costs attributable in raising the biological assets.

For biological assets stated at cost less accumulated depreciation and any accumulated impairment losses, the depreciation is calculated on the straight-line method to write off the cost of these biological assets over their estimated productive period of 12 months to 36 months. The expected productive period of these biological assets is reviewed regularly, and adjusted when appropriate. The carrying values of these biological assets are reviewed for impairment when events or changes in the circumstances indicate that the carrying values may not be fully recoverable.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets, office premises, investment properties, biological assets stated at fair value less costs of disposal and deferred tax assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash generating unit to which the asset belongs.

生物資產

生物資產包括豬隻、家禽及水產並按公允價值減預計處置成本計量，惟公允價值未能可靠計量時或由於生產期短使其成本減任何累計減值虧損與其公允價值無重大差別時除外，在此情況下則按成本減任何累計減值虧損，及當適用時減任何累計折舊列賬。

初次確認時按公允價值減處置成本列賬的生物資產及生物資產公允價值減處置成本變動時所產生的收益或虧損計入產生期間的損益內。

生物資產的成本包括其購入價及飼養生物資產產生的任何成本。

對於按成本減累計折舊及任何累計減值虧損列賬的生物資產，折舊乃按生物資產的預期可生育期由12個月至36個月以直線法撇銷其成本計算。該等生物資產的預期生育年期將定期複核，及當有需要時進行調整。該等生物資產的賬面值如遇情況改變而導致賬面值可能未能全面收回，將會進行減值複核。

非金融資產減值

當有減值跡象出現或須進行年度減值測試時(金融資產、商業樓宇、投資物業、按公允價值減預計處置成本的生物資產及遞延稅項資產除外)，便需評估資產的可收回金額。資產之可收回金額為資產或現金來源單位之使用價值及公允價值減處置成本兩者中之較高金額，及按個別資產釐定，除非該項資產不能產生獨立於其他單項或多項資產的現金流，在此情況下，可收回金額按資產所屬之現金來源單位釐定。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost or fair value through other comprehensive income.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient in paragraph 63 of IFRS 15 of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient in paragraph 63 of IFRS 15 are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

2.4 主要會計政策概要(續)

非金融資產減值(續)

當資產之賬面值超過其可收回金額便需確認減值虧損。當評估使用價值時，估計未來現金流量將以稅前貼現率折現至現值以反映現時市場評估現金的時間值及資產之特定風險。減值虧損於發生當期的損益內扣除，惟若該項資產以重估價值計算，則減值虧損將根據重估資產之相關會計政策入賬。

於每個報告期末均需對先前已確認之減值虧損是否可能不再存在或需減少而作出評估。如出現這種跡象，需對可收回金額作出評估。回撥以往已確認之非商譽之資產減值虧損只可以因為用以釐定資產可收回金額之估計有所變動，但回撥後之金額不可高於假設在過往年度並無就該資產確認減值虧損而釐定的賬面值(扣除任何折舊／攤銷)。回撥之減值虧損將於發生當期計入損益內。除非該資產以重估價值計算，在此情況下，則回撥之減值虧損將根據重估資產之相關會計政策入賬。

投資及其他金融資產

首次確認及計量

金融資產於初次確認時釐定其分類，其後乃按已攤銷成本或按公允值透過其他全面收益計量。

金融資產於初次確認時的分類乃按金融資產的合約現金流特徵及本集團管理金融資產的業務模式。除若干應收貿易賬款並無包括重大融資成分或本集團採用國際財務報告準則第15號段落63的實用權宜之計沒有就重大融資成分進行調整，本集團初次確認金融資產時乃按公允值加上交易成本入賬。沒有包括重大融資成分之應收貿易賬款或本集團為其採用國際財務報告準則第15號段落63的實用權宜之計乃根據以下「收入確認」所述的國際財務報告準則第15號會計政策釐定交易價格計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Investments and other financial assets (continued)

投資及其他金融資產(續)

Subsequent measurement

其後計量

The subsequent measurement of financial assets depends on their classification as follows:

金融資產之其後計量視乎其分類而定，分類如下：

(i) Financial assets at amortised cost (debt instruments)

(i) 按攤銷成本計量的金融資產(債務工具)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

按攤銷成本計量的金融資產期後採用實際利率法計量及減值確認。當該資產終止確認、修訂或減值，其收益及虧損均於損益內確認。

(ii) Financial assets designated at fair value through other comprehensive income (equity investments)

(ii) 金融資產按公允值透過其他全面收益計量(權益投資)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

於首次確認時，當該權益投資符合國際會計準則第32號*金融工具：呈列定義*及並非持作買賣用途，本集團可作出不可撤回的選擇，指定該權益投資為以公允值計量並透過其他全面收益列賬。該分類乃按個別工具基準作出。

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

這些金融資產的收益及虧損永遠不會循環至損益內。股息在確定了支付權後在損益內確認為其他收入，與股息相關的經濟利益很可能會流向本集團及股息金額也可以可靠地計量，除非本集團從此類收益中作為金融資產部分成本的回收受益，在這種情況下，此類收益記錄在其他全面收益中。通過其他綜合收入以公允價值指定的股權投資不受減值評估。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

(i) General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (12-month ECLs). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECLs).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

(ii) Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient in paragraph 63 of IFRS 15 of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

減值

本集團為所有非透過公允值計入損益處理的債務工具確認預期信貸虧損作減值準備。預期信貸虧損乃基於根據合約應付的合約現金流量於本集團預期收取的所有現金流之間的差額，期後按資產原有實際利率相近的利率貼現。該預期現金流包括由出售所持擔保品或合同條款所固有的其他信貸增強的現金流量。

(i) 一般法

預期信貸虧損會在兩個階段被確認。對於自最初確認以來信用風險沒有顯著增加的信用風險，為未來12個月內可能發生的違約事件造成的信用損失撥備預期信貸虧損(12個月的預期信貸虧損)。對於自最初確認以來信貸風險大幅增加的信貸風險，不論違約時間如何，在餘下年限內的預計信貸損失都需要作損失撥備(年限內預期信貸虧損)。

於各報告日，本集團評估金融工具的信用風險自最初確認以來是否顯著增加。在進行評估時，本集團將報告日金融工具發生違約的風險與初始確認日金融工具發生違約的風險進行了比較，並會考慮合理且可支援的資料，而無需付出不必要的成本或努力，包括歷史和前瞻性資料。

(ii) 簡易法

對於不包含重大融資成分的應收貿易賬款，或當本集團採用國際財務報告準則第15號段落63的實用權宜之計不調整重大融資部分的影響時，本集團採用簡易法計算預期信貸虧損。根據簡易法，本集團不跟蹤信用風險的變化，而是在每個報告日按年限內預期信貸虧損計算虧損撥備。本集團根據其過往信貸虧損經驗設立一個撥備模型，並根據債務人特定的前瞻性因素和經濟環境作出調整。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- (i) the rights to receive cash flows from the asset have expired; or
- (ii) the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the assets. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IFRS 9, other than derivatives, are measured at amortised cost. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

終止確認

在下列情況下，金融資產(或如適用，則為金融資產的一部份或一組同類金融資產中的一部份)會被終止確認：

- (i) 從資產收取現金流之權利屆滿；或
- (ii) 本集團已轉讓從資產收取現金之權利或已承擔履行「轉付」安排下之責任支付整筆收到的現金流(不可延誤)給第三者；及(a)本集團已轉讓資產之絕大部份風險及回報，或(b)本集團既無轉讓亦無保留資產之絕大部份風險及回報，但已轉讓該資產之控制權。

當本集團已轉讓從資產收取現金流之權利或已訂立轉付安排，本集團評估是否已保留該資產的風險及回報的擁有權或其保留的程度，當本集團既無轉讓亦無保留資產之絕大部份風險及回報，亦無轉讓資產之控制權，該資產乃按本集團之持續參與程度予以確認。在此情況下，本集團亦確認一項關聯負債。所轉讓資產及其關聯負債乃按本集團保留之權利及責任為基準予以計量。

以擔保方式就所轉讓資產作持續參與，乃以資產原賬面值及本集團需償還代價最高金額兩者中之較低者計量。

金融負債

初次確認及計量

符合國際財務報告準則第9號的範圍內的金融負債以攤銷成本計量，衍生工具除外。本集團於初次確認時決定金融負債之分類。所有金融負債最初按公允值扣除直接應佔交易成本確認入賬。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

- (i) Financial liabilities at amortised costs (loans and borrowings)

After initial recognition, loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in “Finance costs” in profit or loss.

- (ii) Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECLs allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

2.4 主要會計政策概要(續)

金融負債(續)

其後計量

- (i) 按攤銷成本計量金融負債(貸款及借款)

初次確認後，貸款及借款其後利用有效利率法以攤銷成本計量，如果折現影響不大，將以成本計量。於通過有效利率法攤銷過程中及被終止確認時，收益及虧損將會於損益中確認。

計算攤銷成本時，乃計入買入時之任何折扣或溢價以及屬有效利率不可缺少部份的費用或成本計算。有效利率攤銷額包括在損益中之「財務成本」。

- (ii) 財務擔保合同

本集團發行之財務擔保合同乃規定於特定債務人未能按照債務工具條款依期還款時須支付款項以補償持有人所蒙受之損失。財務擔保合同初次以公允值確認為負債，並根據已發行擔保之直接交易成本進行調整。在首次確認後，本集團後續按以下兩者較高者計量財務擔保合同：(i)根據「金融資產減值」中規定的政策確定的撥備預期信貸虧損；及(ii)最初確認的金額減去在適當情況下確認的累計收入金額。

終止確認

當金融負債之責任已履行、取消或屆滿時，金融負債會被終止確認。

當現存金融負債被另一項由同一貸款人借出，而條款有重大不同之金融負債所取代，或當現時的負債之條款被重大修訂時，該取代或修訂被視為對原有負債之終止確認及確認一項新負債，而相關之賬面值差額將於損益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss, except where the derivatives qualify for cash flow hedge accounting, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

Hedging

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and variable rate borrowings (cash flow hedges).

Cash flow hedges

Where a derivative financial instrument is designated as a hedging instrument in a cash flow hedge, the effective portion of any gain or loss on the derivative financial instrument is recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in the profit or loss.

The amount accumulated in the hedging reserve is reclassified from equity to profit or loss in the same period or periods during which the hedged cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting (including when the hedging instrument expires or is sold, terminated or exercised), then hedge accounting is discontinued prospectively. When hedge accounting is discontinued, but the hedged forecast transaction is still expected to occur, the amount that has been accumulated in the hedging reserve remains in equity until the transaction occurs and it is recognised in accordance with the above policy. If the hedged transaction is no longer expected to take place, the amount that has been accumulated in the hedging reserve is reclassified from equity to profit or loss immediately.

衍生金融工具

衍生金融工具於初次確認時按訂立合同當日之公允值入賬，其後以公允值再計量。衍生金融工具按公允值分類，正數分類為資產，負數則分類為負債。任何公允值變動產生的溢利或虧損均計入損益，衍生金融工具符合進行現金流量套期會計除外，在此情況下，任何產生的損益的確認取決於被套期項目的性質。

對沖

本集團指定某些衍生品作為套期保值工具，以對沖與匯率變化和可變利率借款(現金流對沖)引起的極有可能的預測交易相關的現金流變化。

現金流量套期

衍生金融工具在現金流量套期保值中被指定為套期保值工具的，衍生金融工具的任何損益的有效部分確認於其他全面收益，並在對沖儲備的權益中單獨積累。任何損益的無效部分於損益即時確認。

在對沖現金流量影響損益的同一時期內，對沖儲備的累計金額從權益重新分類至損益。

如果對沖不再符合對沖會計準則(包括當套期保值工具到期或被出售，終止或行使時)，則預期會終止套期會計。當套期會計終止時，但仍預期會發生被套期預測交易時，在交易發生之前，已在對沖儲備中累計的金額仍保留在權益中，並根據上述政策予以確認。如果不再期望進行對沖交易，則對沖儲備中已累計的金額會即時從權益重新分類為損益。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost, on the weighted average basis, and net realisable value after making due allowance for any obsolete or slow-moving items. Cost comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in "Finance costs" in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

2.4 主要會計政策概要(續)

存貨

存貨乃按成本(採用加權平均法)或經扣除廢品或流轉緩慢項目後之可變現淨值兩者中之較低者列賬。成本包括直接物料、直接勞工及適當分配之間接成本。可變現淨值乃按估計售價扣除完工及出售前任何預計成本計算。

現金及現金等價物

現金及現金等價物乃指現金、活期存款及高度流通之短期投資(可隨時套現為已知金額之現金,而其價值變更風險不重大,且到期日不遠,一般而言為購入時之三個月內)。就綜合現金流量表而言,需應要求付還並佔本集團現金管理之主要部份之銀行透支亦包括在現金及現金等價物內。

撥備

當由以往事項引至現時的責任(法定或推定)及很可能導致未來資源須予外流以清償責任,如該責任有可靠之評估金額,撥備方可被確認。

當折現的影響重大時,撥備之確認金額乃以未來預計清償責任所需支出,於報告期末以貼現值計算。隨時間過去而增加的貼現值會包括在損益中之「財務成本」內。

所得稅

所得稅包括當期及遞延稅項。於損益以外入賬的項目相關之所得稅亦於損益以外(於其他全面收益或直接於權益)確認入賬。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- (ii) in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised, except:

- (i) when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- (ii) in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要 (續)

所得稅 (續)

當期稅項資產與負債於現在及先前時期以預期可收回或支付予稅務部門之金額計量，經考慮本集團經營的國家之主要詮釋及慣例，按於報告期末已頒佈或實質上已頒佈的稅率（及稅法）計算。

遞延稅項乃根據資產及負債的稅基及其就財務報告目的準備之賬面值於報告期末之所有暫時性差額以負債法撥備。

除下列各項外，所有應課稅之暫時性差額確認為遞延稅務負債內：

- (i) 於業務合併以外交易初次確認之資產及負債所產生的遞延稅項負債，並於交易時不影響會計溢利及應課稅損益；及
- (ii) 於附屬公司、聯營公司及合營企業之投資有關的應課稅暫時性差額，其回撥時間可受控制，且暫時性差額可能在可見的將來不作回撥。

除下列各項外，所有可扣減的暫時性差額、前期未動用之稅項資產及任何稅項虧損將確認為遞延稅項資產，並以可能產生之應課稅溢利作抵扣為限：

- (i) 於業務合併以外交易初次確認之資產及負債所產生的遞延稅項資產有關可扣減暫時性差額，並於交易時不影響會計溢利及應課稅溢利或虧損；及
- (ii) 於附屬公司、聯營公司及合營企業之投資有關的可扣減暫時性差額，遞延稅項資產只確認至未來可能之應課稅溢利可用作抵扣的暫時性差額，而使該暫時性差額可於可見將來回撥。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the period that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2.4 主要會計政策概要(續)

所得稅(續)

在每個報告期末遞延稅項資產之賬面值將進行複核，並予以扣除不再可能獲得足夠的應課稅溢利而可使用的全部或部分遞延稅項資產。在每個報告期末之未確認遞延稅項資產需重新評估及確認至很有可能將有足夠的應課稅溢利以允許全部或部分遞延稅項資產被收回為限。

遞延稅項資產及負債乃按預期於資產變現或負債償還時期之稅率，並按報告期末時已頒佈或實質上已頒佈的稅率(及稅法)計量。

當及僅當本集團有合法可執行權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及遞延稅項負債與同一稅務機關對同一應課稅實體或不同應課稅實體徵收的所得稅相關，而該等不同的應課稅實體於各未來期間預期有大額遞延稅項負債或資產將予結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

如能就收取政府補助及將可符合該補助所有附帶條件作出合理保證，該補助之公允值則予以確認。若補助關於某一開支項目，則應在有關期間(即能夠使該補助有系統地與被補償費用相匹配的期間)確認為收入。

若補助關於某一項資產，則將其公允值計入遞延收益賬，並於有關資產的預計可使用年內，每年等額分期撥入損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in paragraph 63 of IFRS 15. Besides, the incremental costs of obtaining a contract as an expense is recognised when incurred if the amortisation period of the asset that the Group otherwise would have recognised is one year or less, using the practical expedient in paragraph 94 of IFRS 15.

Sale of agri-food products

Revenue from the sale of agri-food products is recognised at the point in time when control of the asset is transferred to the customer, i.e., when the products are collected by the customers from the Group's premises or when the products are delivered to the location designated by the customers. The Group's sales contracts do not permit sales returns except for where the products are damaged or defective.

Some contracts for the sale of agri-food products provide customers with volume rebates. The volume rebates give rise to variable consideration.

(i) Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during a period exceeds the threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used.

2.4 主要會計政策概要 (續)

收入確認

來自客戶合約之收入

當貨品或服務的控制權轉移給客戶時，其金額反映本集團預期有權以換取該等貨品或服務的代價，與客戶簽訂合同的收入將被確認。

當合同中的代價包括可變金額時，則以本集團預期該貨品或服務轉讓至客戶時所得的代價金額估計。可變代價是在合同開始時估計的，並受到限制，直到當可變代價相關的不確定性隨後得到解決並極可能不會發生重大撥回已確認累計收入金額。

對於客戶付款與承諾的商品或服務轉移之間的期限為一年或更短的合同，使用國際財務報告準則第15號段落63的實用權宜之計，不會對重大融資成分的影響調整交易價格。此外，倘若取得合約的增量成本的攤銷期間為一年或以下，本集團亦應用國際財務報告準則第15號段落94的實用權宜之計於成本產生時確認為開支。

農牧產品的銷售

銷售農牧產品的收入在資產控制權轉移予客戶時確認，即在客戶於本集團廠房領取產品時或在產品運送抵客戶指定地點時。除產品損壞或有缺陷外，本集團的銷售合同不允許退貨。

一些農牧產品的銷售合同為客戶提供了批量折扣。批量折扣產生了可變代價。

(i) 批量折扣

在此期間購買的產品數量超過合同規定的門檻，可向某些客戶提供追溯批量折扣。折扣將從客戶應付金額中抵消。為了估計預期未來折扣的可變代價，使用最可能的金額方法。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The fair value of share options granted to employees (including directors) is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

2.4 主要會計政策概要(續)

收入確認(續)

其他來源的收入

租金收入按與租賃條款的時間比例確認。

其他收入

利息收入按應計基準以實際利率法利用金融工具的預計年期或較短時間(如適用)之估計未來現金收入準確貼現至金融資產帳面淨值的利率確認。

當股東擁有權利收取款項時，當經濟利益很可能會流入本集團及當股息金額能夠可靠地計量時，將可確認為股息收入。

合約負債

當本集團轉移相關的貨品或服務之前，在收到客戶的付款或應付款(以較早者為準)時確認合約負債。當本集團根據合同履行時(將相關貨品或服務的控制權轉讓給客戶)，合約負債被確認為收入。

以股份為基礎支付方式

授予僱員的購股權公平值確認為僱員(包括董事)成本，並於權益內以購股權儲備作相應增加。公平值乃經考慮授出購股權的條款及條件後於授出日期計量。倘僱員於無條件取得購股權前須滿足歸屬條件，則購股權的總估計公平值經考慮購股權將歸屬的可能性於歸屬期內分攤。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share, if any. As at 31 December 2020 and 2019, and up to the reporting date, the Company had no share options outstanding.

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

2.4 主要會計政策概要(續)

以股份為基礎支付方式(續)

預期歸屬的購股權數目於歸屬期內審閱。由此引致對過往年度已確認的累計公平值之調整於審閱年度於損益扣除／計入，並相應調整購股權儲備，惟原僱員開支符合資產確認的要求除外。於歸屬日期，確認為開支的金額將予以調整以反映已歸屬購股權的實際數目(並相應調整購股權儲備)，惟沒收僅因未達成與本公司股份市價有關的歸屬條件則作別論。權益金額於以購股權儲備確認，直至購股權獲行使(屆時有關金額將轉撥至股份溢價賬)或購股權屆滿(屆時有關金額直接撥入保留溢利)為止。

現時尚未行使的購股權所構成的攤薄影響已反映於計算每股溢利時之額外股份攤薄，如有。於二零二零年及二零一九年十二月三十一日，和截至本財務報表刊登日，本公司沒有購股權尚未行使。

其他員工福利

退休福利計劃

根據強制性公積金計劃條例，本集團為所有合資格參與強積金計劃之員工，提供強制性公積金退休保障計劃(「強積金計劃」)定義性供款。按強積金計劃規定，公司需按員工薪金之百分比作供款，並於應付時在損益中入賬。強積金計劃之資產存放於獨立管理的基金中，與本集團之資產分開。當本集團作為僱主向強積金計劃供款時，該款項全數歸於僱員。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Retirement benefit schemes (continued)

As stipulated by the regulations of the PRC government, subsidiaries of the Group in mainland China are required to make specific contributions to the state-controlled retirement plan at rates not more than 16% (before 1 May 2020: 20%) (the percentage to be determined by each of the government of the provinces, autonomous regions or municipalities) of the total salaries of the employees in mainland China. Certain provinces, autonomous regions or municipalities are overburdened by the pension insurance due to higher number of retired people, it is required to make specific contributions at rates higher than 16% (before 1 May 2020: 20%) (the percentage to be determined by each of the government of the provinces, autonomous regions or municipalities) of the total salaries of the employees upon approval of the ministry of labour and the ministry of finance. The PRC government is responsible for the pension liability to the retired employees. The employees of the subsidiaries are entitled to a monthly pension at their retirement dates. The subsidiaries have no further obligation for post-retirement benefits beyond the annual contributions.

Severance allowance

The severance pay to employees in Vietnam is accrued at the end of each reporting period for Vietnamese employees who have more than 12 months in service up to 31 December 2008 at the rate of one-half of the average monthly salary for each year of service up to 31 December 2008 in accordance with the Labour Code, the Law on Social Insurance and related implementing guidance in Vietnam. Commencing from 1 January 2009, the average monthly salary used in this calculation is revised at the end of each reporting period using the average monthly salary of the 6-month period up to the reporting date. Any changes to the accrued amount is recognised in profit or loss.

Pursuant to Law on Social Insurance effective from 1 January 2009, a subsidiary of the Group in Vietnam and its employees are required to contribute to an unemployment insurance fund managed by the Vietnam Social Insurance Agency. The contribution to be paid by each party is calculated at 1% of the lower of an employee's basic salary and 20 times the general minimum salary level as specified by the Vietnam government from time to time. With the implementation of the unemployment insurance scheme, the Group is no longer required to provide severance allowance for the service period after 1 January 2009.

2.4 主要會計政策概要(續)

其他員工福利(續)

退休福利計劃(續)

按中國政府法規，本集團於中國大陸之附屬公司須按中國大陸員工工資之總額不超過16%（於二零二零年五月一日前：20%）（具體百分比由各省、自治區或直轄市人民政府確定）作為就國家管理退休計畫作出的指定供款。少數省、自治區或直轄市因退休人數較多，養老保險負擔過重，經勞動部及財政部審批後須按超過員工工資總額之超過16%（於二零二零年五月一日前：20%）（具體百分比由各省、自治區或直轄市人民政府確定）作出該指定供款。中國政府會為退休員工發放退休金。附屬公司員工於退休日後能按月收取退休金。除周年供款外，附屬公司對退休後之福利概無其他承擔。

遣散費撥備

根據越南勞動法、社會保險法及相關實施指引，對於截至二零零八年十二月三十一日服務年期超過12個月的越南僱員，僱員遣散費按截至二零零八年十二月三十一日之各個服務年度平均月薪的二分之一於每個報告期完結時預提。自二零零九年一月一日起，用於此項計算的平均月薪於每個報告期完結時予以修訂，採用截至報告日之6個月期間之平均月薪。預提款項的任何變動於損益中確認。

根據自二零零九年一月一日生效的《社會保險法》，本集團的一家位於越南的附屬公司及其僱員需就越南社會保障局管理的失業保險基金作出供款。各方須按僱員基本月薪的1%及越南政府不時指定的一般最低薪金水準的20倍較低者繳付供款。隨著失業保險基金的成立，自二零零九年一月一日的服務年期本集團均不須就遣散費撥備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use. The capitalisation rate for the year is based on the actual cost of the related borrowings. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits or contributed surplus within the equity section of the consolidated statement of financial position, until they have been approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in United States dollar, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period and differences are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2.4 主要會計政策概要(續)

借款成本

直接用於收購、建造或生產需要長時間才可以投入擬定用途的資產之借款成本會被資本化以計入資產成本一部份。當資產可作擬定用途時，該借款成本將停止被資本化。於年度內資本化比率乃按有關借款之實際成本計算。所有其他借款成本會於發生當期作費用處理。借款成本包括利息及其他由公司借款資金而產生之費用。

股息

董事建議派發之末期股息在股東於股東周年大會上通過前乃於綜合財務狀況表權益部份內歸類為未分配利潤或實繳盈餘賬之獨立部份。建議末期股息於財務報表附註中披露。當獲股東通過及宣佈後，此股息將被確認為負債。

由於公司細則授予董事們權力以宣派中期股息，故中期股息同時建議及宣派。其後，中期股息於建議及宣派後立即於負債中確認。

外幣

此等財務報表以美元呈列，即本公司之功能及列報貨幣。本集團內每間個別公司自行決定其功能貨幣而每間個別公司之財務報表內的項目是以其功能貨幣計量。本集團內每間個別公司之外幣交易首先以功能貨幣於交易日之兌換率入賬。以外幣結算之貨幣資產及負債須按報告期末之匯率換算成功能貨幣。所有匯兌差異均須納入損益。

以外幣歷史成本計量之非貨幣項目須按初始交易日之匯率換算。按公允值計算之外幣非貨幣項目需按決定公允值當日之匯率換算。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the United States dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into United States dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of the exchange fluctuation reserve relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into United States dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries, which arise throughout the year are translated into United States dollars at the weighted average exchange rates for the year.

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's management for the purposes of allocating resources to, and assessing the performance of, the group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic, operating and/or other characteristics. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2.4 主要會計政策概要(續)

外幣(續)

若干海外附屬公司、合營企業及聯營公司之功能貨幣為美元以外之貨幣。該等公司之資產及負債均按報告期末當日之匯率換算為本公司之列報貨幣，而其損益則按年度內之加權平均匯率換算成美元。所有匯兌差異確認於其他全面收益及累計在外匯波動儲備內。當出售海外業務時，在外匯波動儲備中與該海外業務相關之部份需在損益內確認。

因收購外地業務而產生的商譽及因收購資產及負債而導致需對其賬面值所作的公允值調整，均視作外地業務之資產及負債處理及以結算日匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流應按現金流動日當時之匯率換算為美元。海外附屬公司於整個年度內頻繁發生之現金流按本年度之加權平均匯率換算為美元。

分類報告

經營分類及每一個呈列在財務報表中的分類項目金額乃從財務資料中識別，並向本集團管理層有規律地提供及用作分配及評估本集團的各業務及地區之資源及表現。

除非分類擁有相近的經濟、營運及／或其他特徵外，個別重大的經營分類在財務報告的用途下不會累計披露。如果各經營分類享有大部分以上條件，個別不重大的經營分類可累積計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 主要會計政策概要(續)

Fair value measurement

The Group measures its investment properties, derivative financial instruments and other financial assets at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly.
- Level 3: Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

公允值

本集團在每個報告期末，以公允價值計量其投資物業、衍生金融工具和其他金融資產。公允價值是指在計量日市場參與者之間有序交易中收到的出售資產或轉讓負債的價格。公允價值的計量是按出售資產或轉移負債的交易發生在資產或負債的主要市場，或發生在沒有主要市場的情況下，在對於資產或負債最有利的市場內發生。本集團必須能獲得該主要市場或最有利的市場的資訊。資產或負債的公允價值是根據市場參與者在為資產或負債定價時使用的假設來衡量的，前提是市場參與者的行為符合其經濟最佳利益。

非金融資產的公允價值計量考慮到市場參與者通過使用其資產來產生最高和最佳經濟效益的能力或將其出售給最能善用和最佳使用資產的另一個市場參與者來。

本集團採用適合當時情況並有足夠資料來釐定公允價值的估值技術，最大限度地利用相關可觀察參數，並儘量減少不可觀察參數的使用。

在財務報表中計量或披露公允價值的所有資產和負債都在公允價值等級中分類如下，其依據是對整個公允價值計量具有重大意義的最低級別參數：

- 第一級別：基於活躍市場上相同資產或負債的標價(不做任何調整)。
- 第二級別：基於對公允價值計量有重要意義及可直接或間接地觀察的最低級別參數估值技術。
- 第三級別：基於對公允價值計量有重要意義的最低級別參數不可觀察的估值技術。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the consolidated statement of comprehensive income, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal of the assets or disposal group(s) constituting the discontinued operation.

2.4 主要會計政策概要(續)

公允值(續)

對於在財務報表中按持續基準計量的資產和負債，於每個報告期末本集團通過重新評估分類(基於整體對公允價值計量有重要意義的最低級別參數)來確定是否發生了各級別之間的轉移。

已終止經營業務

已終止經營業務乃本集團業務的一部分，其業務及現金流可與本集團的其餘業務清楚區分，及其代表一個獨立的主要營業項目或地區性業務，或一項策略計劃的一部分，以出售一項獨立的主要業務或地區性業務，或是一家全為了轉售而購入的附屬公司。

當一項業務被分類為已終止經營業務，其稅後溢利或虧損及就公允價值減去處置費用、或於出售時包括已終止經營的資產或處置組之稅後溢利或虧損，在綜合全面收益表以單一金額呈列。

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Notes 16(e), 17(b), 20(e) and 48 contain information about the assumptions relating to valuation of office premises, investment properties, biological assets and financial instruments. Other key sources of estimation uncertainties are as follows:

(a) Impairment of property, plant and equipment

The impairment loss for property, plant and equipment is recognised for the amount by which the carrying amount exceeds its recoverable amount when events or changes in circumstance indicate the carrying amounts may not be recoverable. The recoverable amount of the assets, or, where appropriate, the cash generating unit to which they belong, is the higher of its fair value less costs of disposal and value in use. The recoverable amounts are determined based on fair value less costs of disposal which are based on the best information available to reflect the amount obtainable at the reporting date, from the disposal of the asset in an arm's length transaction between knowledgeable and willing parties, after deducting the costs of disposal. For the estimation of value in use, the Group's management estimates future cash flows from the cash-generating units and chooses a suitable discount rate in order to calculate the present value of those cash flows.

3 重大會計判斷及估算

編製本集團的財務報表時，管理層須作出判斷、估計及假設，而此等將影響收入、開支、資產及負債的呈報金額及相關披露以及或然負債的披露。該等假設及估計的不明朗因素可能導致需要對未來資產或負債的賬面值作出重大調整。

有關商業樓宇、投資物業、生物資產及金融工具之估值的假設載於附註16(e)，17(b)，20(e)及48。其他不確定性因素的主要來源載列如下：

(a) 物業、廠房及設備減值

倘有事項或狀況改變顯示物業、廠房及設備之賬面值可能不能收回，其賬面值高於可收回金額便須確認減值虧損。資產的可收回金額為資產或現金產生單位使用價值與其公允價值減處置成本兩者中的較高者。按公允價值減處置成本而釐定的可收回金額乃根據於報告日所得到的最佳資料來反映其金額，乃按公平原則處置資產予有知識及自願人士及扣除處置成本。至於估計使用價值，本集團之管理層估計現金產生單位之未來現金流及選擇合適的貼現率計算該現金流現值。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION

On 1 December 2020, CTI, originally a wholly-owned subsidiary of the Company, completed the acquisition of 43 entities that are principally engaged in swine business from CTAI, a related company of the Company, for an aggregate consideration of RMB28,140 million (equivalent to approximately US\$4,312 million). The consideration was settled by means of issuance of new shares in CTI to CTAI representing 65% of its share capital as enlarged by such issue. Upon completion of this transaction on 1 December 2020, CTI is owned as to 35% by the Company and 65% by CTAI (note 41). The Group continues to operate three operating segments, namely, the China agri-food segment, the Vietnam agri-food segment and the investment and property holding segment (collectively referred to as the “Continuing Operations”). Prior year comparative segment information has been restated to conform with the current year presentation.

For management purposes, the Group is organised into business units based on their products and services:

Continuing operations

- the China agri-food segment is principally engaged in poultry farming, and production and sale of value-added processed food products in the PRC;
- significant investment in an associate operating in the PRC which is principally engaged in the production and sale of animal feed and breeding, farming and sale of swine and sale of pork;
- the Vietnam agri-food segment is principally engaged in (i) production and sale of animal feed, (ii) breeding, farming and sale of livestock and aquatic animals, and (iii) production and sale of value-added processed food products in Vietnam; and
- the investment and property holding segment is principally engaged in leasing properties owned by the Group and investments in group companies.

Discontinued operations

- the China feed and swine food segment is principally engaged in (i) production and sale of animal feed and (ii) production and sale of swine food products in the PRC.

4 經營分類資料

正大投資原為一家本公司全資擁有之附屬公司，於二零二零年十二月一日完成向正大畜牧，一家本公司的關連公司，收購其43家主要從事豬業務公司的股權，總代價為281.40億人民幣（相等於約43.12億美元）。總代價會以正大投資發行其新股份支付，佔正大投資發行後經擴大股本的65%。於二零二零年十二月一日完成交易後，本公司將持有35%正大投資，其餘65%則由正大畜牧持有（附註41）。本集團繼續經營三個經營分類，分別為中國農牧食品分類、越南農牧食品分類及投資及物業控股股份類（統稱為「持續經營業務」）。分類資料之去年比對數字已因應本年呈報方式而重列。

按管理所需，本集團將業務按產品及服務分成業務單位：

持續經營業務

- 中國農牧食品分類代表於中國主要養殖家禽及產銷深加工食品；
- 在中國經營的一家聯營公司擁有重大投資，該聯營公司主要從事產銷動物飼料，及繁殖、養殖和銷售豬隻，及銷售豬肉；
- 越南農牧食品分類代表於越南主要從事(i)產銷動物飼料，(ii)繁殖、養殖及銷售禽畜及水產，以及(iii)產銷深加工食品；及
- 投資及物業控股股份類主要代表租賃本集團擁有之物業及作為集團公司之控股公司。

已終止經營業務

- 中國飼料及豬食品分類主要代表於中國(i)產銷動物飼料及(ii)產銷豬食品產品。

4 OPERATING SEGMENT INFORMATION (continued)

Discontinued operations (continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that bank interest income and finance costs on bank borrowings and corporate bond are excluded from such measurement.

Segment assets exclude pledged deposits, time deposits, cash and cash equivalents and deferred tax assets as these assets are managed on a group basis.

Segment liabilities exclude bank borrowings, corporate bond, income tax payables and deferred tax liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Revenue from contracts with customers is recognised at a point in time when our customer obtains control of promised goods, i.e. when the products are collected by the customers from our premises or when the products are delivered to the location designated by the customers. Disaggregation of revenue from major product lines is disclosed in notes 4(a) and 5. Disaggregation of revenue by geographical location of customers is disclosed in note 4(b)(i).

The remaining performance obligation is part of a contract that has an original expected duration of one year or less, therefore, such information is not disclosed as a practical expedient in paragraph 121 of IFRS 15.

(a) Reportable operating segments

The following tables present revenue, profit or loss and certain assets, liabilities and expenditure information for the Group's reportable operating segments from continuing operations for the years ended 31 December 2020 and 2019.

4 經營分類資料(續)

已終止經營業務(續)

管理層會獨立監察本集團經營分類之業績而作出資源分配之決定及評定其表現。分類表現評估乃根據可呈報分類之業績，即以經調整稅前溢利計算。經調整稅前溢利之計算與本集團稅前溢利之計算一致，除銀行利息收入和銀行借款及企業債券之財務成本不包括在其計算當中。

分類資產不包括在集團層面管理之已抵押存款、定期存款、現金及現金等價物及遞延稅項資產。

分類負債不包括在集團層面管理之銀行借款、企業債券、應付所得稅及遞延稅項負債。

分類間之銷售和轉讓價格乃參考銷售予第三方之當時一般市場價格進行。

源自與客戶的合約收入均於客戶獲得承諾產品之控制權之時點確認，即在客戶於本集團廠房領取產品時或在產品送抵客戶指定地點時。收入按主要產品線的分類於附註4(a)及5內披露。收入按客戶所在地的分類於附註4(b)(i)內披露。

剩餘的履約義務是合同的一部分，原預定期限為少於一年，因此根據國際財務報告準則第15號段落121的實用權宜之計，相關資訊並未披露。

(a) 可呈報經營分類

以下報表為本集團來自持續經營業務各可呈報經營分類於截至二零二零年及二零一九年十二月三十一日止年度內之收入、損益及若干資產、負債及開支資料。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(a) Reportable operating segments (continued)

(a) 可呈報經營分類(續)

Year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		China agri-food operations 中國農牧 食品業務 US\$'000 美元千元	Vietnam agri-food operations 越南農牧 食品業務 US\$'000 美元千元	Investment and property holding operations 投資及物業 控股業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment revenue	分類收入				
Sales to external customers	銷售予外來客戶	855,934	3,476,772	233	4,332,939
Intersegment sales	分類間之銷售	2,215	403	-	2,618
		858,149	3,477,175	233	4,335,557
Reconciliation:	調節項目:				
Elimination of intersegment sales	分類間之銷售抵銷				(2,618)
Consolidated revenue	綜合收入				4,332,939
Segment results	分類業績				
The Group	本集團	(28,779)	966,790	(13,286)	924,725
Share of profits and losses of:	應佔溢利及虧損:				
Joint ventures	合營企業	-	(50)	-	(50)
A 35%-owned associate – CTI	一家佔35%之聯營公司				
	– 正大投資	66,450	-	-	66,450
Other associates	其他聯營公司	(226)	-	-	(226)
		37,445	966,740	(13,286)	990,899
Reconciliation:	調節項目:				
Bank interest income	銀行利息收入				6,449
Finance costs on bank borrowings	銀行借款之財務成本				(55,815)
Elimination of intersegment results	分類間之業績抵銷				(9)
Profit before tax	除稅前溢利				941,524
Other segment information	其他分類資料				
Depreciation and amortisation	折舊及攤銷	56,433	139,467	1,046	196,946
Capital expenditure*	資本開支*	110,855	187,406	44	298,305
Additions of other non-current assets, net:	新增其他非流動資產淨額:				
Acquisition of subsidiaries	收購附屬公司				
– Property, plant and equipment	– 物業、廠房及設備	23,915	-	-	23,915
– Other non-current assets	– 其他非流動資產	5,059	-	-	5,059
Non-current biological assets	非當期生物資產	-	75,778	-	75,778
Other right-of-use assets	其他使用權資產	(362)	57,945	-	57,583
Other non-current assets	其他非流動資產	2,183	4,886	-	7,069

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(a) Reportable operating segments (continued)

(a) 可呈報經營分類(續)

Year ended 31 December 2020 (continued)

截至二零二零年十二月三十一日止年度(續)

* Including additions to property, plant and equipment and land use rights, but excluding assets from acquisition of subsidiaries.

* 包括物業、廠房及設備及土地使用權之新增，但不包括收購附屬公司所得之資產。

At 31 December 2020

於二零二零年十二月三十一日

		China agri-food operations 中國農牧 食品業務 US\$'000 美元千元	Vietnam agri-food operations 越南農牧 食品業務 US\$'000 美元千元	Investment and property holding operations 投資及物業 控股業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment assets	分類資產	3,777,746	2,203,163	477,468	6,458,377
Reconciliation:	調節項目：				
Elimination of intersegment receivables	分類間之應收款抵銷				(418,829)
Unallocated assets	未分配資產				557,634
Total assets	總資產				6,597,182
Segment liabilities	分類負債	984,032	761,563	3,988	1,749,583
Reconciliation:	調節項目：				
Elimination of intersegment payables	分類間之應付款抵銷				(418,829)
Unallocated liabilities	未分配負債				1,233,718
Total liabilities	總負債				2,564,472
Other segment information	其他分類資料				
Investments in joint ventures	於合營企業的投資	-	35	-	35
Investments in associates	於聯營公司的投資	2,331,002	-	-	2,331,002

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(a) Reportable operating segments (continued)

(a) 可呈報經營分類(續)

Year ended 31 December 2019 (Restated)

截至二零一九年十二月三十一日止年度
(經重列)

		China agri-food operations 中國農牧 食品業務 US\$'000 美元千元	Vietnam agri-food operations 越南農牧 食品業務 US\$'000 美元千元	Investment and property holding operations 投資及物業 控股業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment revenue	分類收入				
Sales to external customers	銷售予外來客戶	713,712	2,781,298	230	3,495,240
Intersegment sales	分類間之銷售	1,244	1,029	–	2,273
		<u>714,956</u>	<u>2,782,327</u>	<u>230</u>	<u>3,497,513</u>
Reconciliation:	調節項目：				
Elimination of intersegment sales	分類間之銷售抵銷				(2,273)
Consolidated revenue	綜合收入				<u>3,495,240</u>
Segment results	分類業績				
The Group	本集團	48,138	429,559	(9,070)	468,627
Share of profits and losses of:	應佔溢利及虧損：				
Joint ventures	合營企業	–	(37)	–	(37)
Other associates	其他聯營公司	(58)	–	–	(58)
		<u>48,080</u>	<u>429,522</u>	<u>(9,070)</u>	<u>468,532</u>
Reconciliation:	調節項目：				
Bank interest income	銀行利息收入				1,330
Finance costs on bank borrowings	銀行借款之財務成本				(64,390)
Elimination of intersegment results	分類間之業績抵銷				(19)
Profit before tax	除稅前溢利				<u>405,453</u>
Other segment information	其他分類資料				
Depreciation and amortisation	折舊及攤銷	49,696	127,276	1,045	178,017
Capital expenditure*	資本開支*	86,254	181,548	159	267,961
Additions of other non-current assets, net:	新增其他非流動資產淨額：				
Non-current biological assets	非當期生物資產	–	42,457	–	42,457
Other right-of-use assets	其他使用權資產	17	106,184	–	106,201
Other non-current assets	其他非流動資產	223	14,420	–	14,643

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 OPERATING SEGMENT INFORMATION
(continued)

4 經營分類資料(續)

(a) Reportable operating segments (continued)

(a) 可呈報經營分類(續)

Year ended 31 December 2019 (Restated) (continued)

截至二零一九年十二月三十一日止年度(經重列)(續)

* Including additions to property, plant and equipment and land use rights.

* 包括物業、廠房及設備及土地使用權之新增。

At 31 December 2019

於二零一九年十二月三十一日

		China agri-food operations 中國農牧 食品業務 US\$'000 美元千元	Vietnam agri-food operations 越南農牧 食品業務 US\$'000 美元千元	Investment and property holding operations 投資及物業 控股業務 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Segment assets	分類資產	2,789,062	2,035,781	436,643	5,261,486
Reconciliation:	調節項目:				
Elimination of intersegment receivables	分類間之應收款抵銷				(370,158)
Unallocated assets	未分配資產				454,510
Total assets	總資產				5,345,838
Segment liabilities	分類負債	1,224,729	681,527	4,130	1,910,386
Reconciliation:	調節項目:				
Elimination of intersegment payables	分類間之應付款抵銷				(370,158)
Unallocated liabilities	未分配負債				1,838,572
Total liabilities	總負債				3,378,800
Other segment information	其他分類資料				
Investments in joint ventures	於合營企業的投資	16,713	202	-	16,915
Investments in other associates	於其他聯營公司的投資	145,547	-	-	145,547

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

**4 OPERATING SEGMENT INFORMATION
(continued)**

4 經營分類資料(續)

(b) Geographical information

(b) 地區資料

(i) Revenue from external customers from continuing operations

(i) 來自持續經營業務外來客戶之收入

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Mainland China	中國大陸	855,660	712,913
Vietnam	越南	3,406,720	2,720,978
Elsewhere	其他地方	70,559	61,349
		4,332,939	3,495,240

The revenue information shown above is based on the location of the customers.

上列收入資料乃按客戶所在地分類。

(ii) Non-current assets

(ii) 非流動資產

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Mainland China	中國大陸	2,890,684	1,909,582
Vietnam	越南	1,189,575	1,026,309
Elsewhere	其他地方	492,215	59,790
		4,572,474	2,995,681

The non-current assets information shown above is based on the location of assets and excludes other financial assets and deferred tax assets.

上列之非流動資產資料乃按資產所在地分類，並不包括其他金融資產及遞延稅項資產。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 REVENUE

An analysis of revenue from continuing operations is as follows:

5 收入

收入，亦為本集團持續經營業務之營業額，分析如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
<i>Revenue from contracts with customers</i> <i>(within the scope of IFRS 15)</i>	來自客戶合約之收入 (在國際財務報告準則 第15號的範圍內)		
Sales of goods from:	銷售貨品來源：		
China agri-food operations	中國農牧食品業務		
– Farm business	– 養殖業務	528,406	434,809
– Food business	– 食品業務	327,527	278,903
Vietnam agri-food operations	越南農牧食品業務		
– Feed business	– 飼料業務	898,487	887,113
– Farm business	– 養殖業務	2,422,843	1,783,777
– Food business	– 食品業務	155,443	110,408
		4,332,706	3,495,010
<i>Revenue from other sources</i>	收入來自其他來源		
Rental income from investment and property holding operations	投資及物業控股業務 之租賃收入	233	230
		4,332,939	3,495,240

6 NET CHANGE IN FAIR VALUE OF BIOLOGICAL ASSETS

Net change in fair value of biological assets represents the difference in fair value from 1 January 2020 to 31 December 2020. Net fair value change consists of (i) negative realised fair value changes of US\$257,748,000 (2019: US\$152,772,000) in respect of biological assets held as at 1 January 2020 and (ii) positive unrealised fair value changes of US\$260,568,000 (2019: US\$258,326,000) in respect of biological assets stated at fair value as at 31 December 2020.

6 生物資產公允值之變動淨額

本集團之生物資產公允值之變動淨額代表自二零二零年一月一日至二零二零年十二月三十一日之公允值之差異。公允值之變動淨額包括(i)於二零二零年一月一日持有的生物資產之已變現公允值之負變動2億5,774.8萬美元(二零一九年：1億5,277.2萬美元)及(ii)於二零二零年十二月三十一日以公允值列帳的生物資產之未變現公允值之正變動2億6,056.8萬美元(二零一九年：2億5,832.6萬美元)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

7 OTHER INCOME, NET

An analysis of other income from continuing operations, net, is as follows:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Bank interest income	銀行利息收入	6,449	1,330
Other interest income	其他利息收入	5,480	1,353
Rental income	租賃收入	303	1,286
Government grants	政府補助	8,004	1,654
Income from sale of consumables and packaging materials	銷售耗材及包裝材料收入	7,498	5,607
Net change in fair value of investment properties (note 17)	投資物業公允價值變動淨額 (附註17)	(116)	(368)
Net change in fair value of derivative financial instruments	衍生金融工具公允價值變動淨額	(12,565)	2,009
Foreign exchange differences, net	外幣折算差異淨額	11,653	2,079
Income from early termination of lease contracts	提早終止租賃合同之收益	3,016	-
Others	其他	4,185	380
		33,907	15,330

Government grants included above are subsidies or incentives from the government in respect of certain investments of the Group in the agricultural industry and areas promoted by the government in the PRC. There are no unfulfilled conditions or contingencies relating to these grants. Government grants received for which related expenditure has not yet been undertaken are included in deferred income in the consolidated statement of financial position (notes 32 and 36).

7 其他收入淨額

持續經營業務之其他收入淨額分析如下：

上述政府補助乃關於本集團於中國農業及政府推動項目的若干投資之補貼或獎勵。有關此等政府補助並無任何尚未履行的條件或有事項。而已收政府補助相關支出尚未確認的，則包含於綜合財務狀況表之遞延收入內(附註32及36)。

8 FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Interest expense on bank borrowings	銀行借款之利息費用	58,625	69,336
Interest expense on lease liabilities	租賃負債之利息費用	48,892	45,426
Less: Interest expense capitalised*	減：利息費用資本化*	(2,810)	(4,946)
		104,707	109,816

* Interest expense was capitalised at interest rates based on the respective loan facilities of 3.5% – 7.0% per annum (2019: 5.2% – 7.0%).

8 財務成本

持續經營業務之財務成本分析如下：

* 利息費用資本化乃按各貸款協議之年利率3.5%至7.0%(二零一九年：5.2%至7.0%)計算。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9 PROFIT BEFORE TAX

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

9 除稅前溢利

本集團持續經營業務之除稅前溢利經扣除／(計入)下列各項：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Cost of inventories sold	已出售存貨成本	3,051,310	2,796,044
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	16 99,239	90,590
Amortisation of land use rights	土地使用權之攤銷	18 956	2,409
Depreciation of other right-of-use assets	其他使用權資產之折舊	19 48,246	41,461
Depreciation of biological assets stated at cost less accumulated depreciation and impairment	按成本減累計折舊及減值損失後列賬之生物資產之折舊	20 48,505	43,557
Impairment of trade receivables, net	應收貿易賬款減值淨額	28(a) 1,231	2,569
Impairment of prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款減值	-	2,589
Impairment of property, plant and equipment	物業、廠房及設備之減值	16 -	15,567
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損／(收益)淨額	665	(23)
Lease payments of short-term lease and leases of low-value assets exempted from capitalisation	豁免資本化的短期租賃及低價值資產租賃的租賃付款	19(b) 13,905	5,481
Auditors' remuneration	核數師酬金	1,703	1,239
Rental income	租賃收入	(536)	(1,516)
Employee benefit expenses (including directors' emoluments – note 10):	僱員福利支出(包括董事酬金 – 附註10):		
– Wages, salaries and benefits in kind	– 工資、薪金及非現金利益	346,802	256,953
– Pension scheme contributions	– 退休金供款	6,785	5,224
		353,587	262,177

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

10 DIRECTORS' EMOLUMENTS

Directors' emoluments, disclosed pursuant to Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

10 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第二部規定，董事酬金披露如下：

		Fees	Salaries, allowances, and benefits in kind	Pension scheme contribution	Bonus	Total
	Note	袍金	薪酬、津貼及非現金利益	退休金供款	獎金	總額
	附註	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元
Year ended 31 December 2020						
Executive directors:	執行董事：					
Mr. Soopakij Chearavanont	謝吉人先生	-	-	-	-	-
Mr. Adirek Sripratak	蔡益光先生	-	-	-	-	-
Mr. Suphachai Chearavanont	謝鎔仁先生	-	-	-	-	-
Mr. Narong Chearavanont	謝明欣先生	(ii)	-	-	-	-
Mr. Bai Shanlin	白善霖先生	-	963	-	424	1,387
Mr. Sooksunt Jiumjaiswanglerg	Sooksunt Jiumjaiswanglerg先生	-	-	-	-	-
Mrs. Arunee Watcharananan	Arunee Watcharananan女士	-	-	-	-	-
Mr. Yu Jianping	于建平先生	-	957	-	424	1,381
		-	1,920	-	848	2,768
Non-executive directors:	非執行董事：					
Mr. Meth Jiaravanont	謝克俊先生	-	-	-	-	-
Mr. Yoichi Ikezoe	池添洋一先生	-	-	-	-	-
		-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：					
Mr. Vinai Vittavasarnvej	Vinai Vittavasarnvej先生	31	-	-	-	31
Mrs. Vatchari Vimooktayon	Vatchari Vimooktayon女士	31	-	-	-	31
Mr. Cheng Yuk Wo	鄭毓和先生	(iii)	31	-	-	31
Professor Dr. Pongsak Angkasith	Pongsak Angkasith教授	(vi)	18	-	-	18
General Udomdej Sitabutr	Udomdej Sitabutr將軍	(vi)	18	-	-	18
Mr. Ma Andrew Chiu Cheung	馬照祥先生	(iv)	15	-	-	15
Mr. Sombat Deo-isres	Sombat Deo-isres先生	(v)	15	-	-	15
Mr. Sakda Thanitcul	Sakda Thanitcul先生	(v)	15	-	-	15
		174	-	-	-	174
Total directors' emoluments	董事酬金總額	174	1,920	-	848	2,942

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

10 DIRECTORS' EMOLUMENTS (continued)

10 董事酬金(續)

		Fees	Salaries, allowances, and benefits in kind 薪酬、津貼及 袍金 非現金利益	Pension scheme contribution 退休金供款	Bonus 獎金	Total 總額
	Note 附註	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元
Year ended 31 December 2019						
Executive directors:	執行董事:					
Mr. Dhanin Chearavanont	謝國民先生 (i)	-	530	-	-	530
Mr. Soopakij Chearavanont	謝吉人先生	-	-	-	-	-
Mr. Adirek Sripratak	蔡益光先生	-	-	-	-	-
Mr. Suphachai Chearavanont	謝鎔仁先生	-	-	-	-	-
Mr. Narong Chearavanont	謝明欣先生 (ii)	-	-	-	-	-
Mr. Bai Shanlin	白善霖先生	-	919	11	355	1,285
Mr. Sooksunt Jiumjaiswanglerg	Sooksunt Jiumjaiswanglerg先生	-	-	-	-	-
Mrs. Arunee Watcharananan	Arunee Watcharananan女士	-	-	-	-	-
Mr. Yu Jianping	于建平先生	-	916	18	355	1,289
		-	2,365	29	710	3,104
Non-executive directors:	非執行董事:					
Mr. Meth Jiaravanont	謝克俊先生	-	-	-	-	-
Mr. Yoichi Ikezoe	池添洋一先生	-	-	-	-	-
		-	-	-	-	-
Independent non-executive directors:	獨立非執行董事:					
Mr. Ma Andrew Chiu Cheung	馬照祥先生 (iv)	31	-	-	-	31
Mr. Sombat Deo-isres	Sombat Deo-isres先生 (v)	31	-	-	-	31
Mr. Sakda Thanitcul	Sakda Thanitcul先生 (v)	31	-	-	-	31
Mr. Vinai Vittavasarnvej	Vinai Vittavasarnvej先生	31	-	-	-	31
Mrs. Vatchari Vimooktayon	Vatchari Vimooktayon女士	31	-	-	-	31
		155	-	-	-	155
Total directors' emoluments	董事酬金總額	155	2,365	29	710	3,259

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

10 DIRECTORS' EMOLUMENTS (continued)

Notes:

- (i) Resigned as executive director effective from 10 May 2019.
- (ii) Appointed as executive director effective from 1 June 2019.
- (iii) Appointed as independent non-executive director effective from 1 January 2020.
- (iv) Retired as independent non-executive director effective from the conclusion of the annual general meeting of the Company held on 5 June 2020 ("AGM 2020").
- (v) Resigned as independent non-executive directors effective from the conclusion of the AGM 2020.
- (vi) Appointed as independent non-executive directors on 6 June 2020.

During the year ended 31 December 2020, no emoluments was paid by the Group to the directors as an inducement to join or upon joining the Group as compensation for loss of office (2019: nil), and there was no arrangement under which a director waived or agreed to waive any emoluments (2019: nil).

11 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2019: two) directors. Details of their emoluments are set out in note 10 above. The emoluments of the remaining three (2019: three) non-directors are as follows:

10 董事酬金 (續)

附註：

- (i) 辭任執行董事，於二零一九年五月十日生效。
- (ii) 獲委任為執行董事，於二零一九年六月一日生效。
- (iii) 獲委任為獨立非執行董事，於二零二零年一月一日生效。
- (iv) 退任獨立非執行董事，於二零二零年六月五日舉行之本公司股東周年大會「二零二零年股東周年大會」結束時生效。
- (v) 辭任獨立非執行董事，於二零二零年股東周年大會結束時生效。
- (vi) 於二零二零年六月六日獲委任為獨立非執行董事。

於截至二零二零年十二月三十一日止年度，本集團並無支付酬金給董事，以誘使加入本集團或在加入本集團時作為解除職務損失補償(二零一九年：無)，亦並無董事放棄或同意放棄任何酬金之安排(二零一九年：無)。

11 五位最高薪酬僱員

年內，五位最高薪酬僱員包括2位(二零一九年：2位)董事，其酬金之詳情已載列於上述附註10。餘下3位(二零一九年：3位)非董事之酬金如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Salaries, allowances and benefits in kind	薪酬、津貼及非現金利益	2,923	2,805
Bonus	獎金	1,174	1,168
		4,097	3,973

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

11 FIVE HIGHEST PAID EMPLOYEES (continued) 11 五位最高薪酬僱員 (續)

The number of non-director highest paid employees whose remuneration fell within the following bands is set out below:

最高薪酬非董事僱員的人數按以下級別分類如下：

		2020 二零二零年 <i>Number of individuals</i> 僱員數目	2019 二零一九年 <i>Number of individuals</i> 僱員數目
US\$1,090,001 to US\$1,154,000 (equivalent to HK\$8,500,001 to HK\$9,000,000)	1,090,001美元至1,154,000美元 (相當於8,500,001港元至9,000,000港元)	1	-
US\$1,218,001 to US\$1,282,000 (equivalent to HK\$9,500,001 to HK\$10,000,000)	1,218,001美元至1,282,000美元 (相當於9,500,001港元至10,000,000港元)	-	1
US\$1,282,001 to US\$1,346,000 (equivalent to HK\$10,000,001 to HK\$10,500,000)	1,282,001美元至1,346,000美元 (相當於10,000,001港元至10,500,000港元)	-	1
US\$1,346,001 to US\$1,410,000 (equivalent to HK\$10,500,001 to HK\$11,000,000)	1,346,001美元至1,410,000美元 (相當於10,500,001港元至11,000,000港元)	1	1
US\$1,603,001 to US\$1,667,000 (equivalent to HK\$12,500,001 to HK\$13,000,000)	1,603,001美元至1,667,000美元 (相當於12,500,001港元至13,000,000港元)	1	-

During the year ended 31 December 2020, no emoluments was paid by the Group to any of the five highest paid employees of the Group as an inducement to join or upon joining the Group as compensation for loss of office (2019: nil).

於截至二零二零年十二月三十一日止年度，本集團並無支付酬金五位最高薪酬僱員之任何一位，以誘使加入本集團或在加入本集團時作為解除職務損失補償(二零一九年：無)。

The above information of five highest paid employees of the Group took into account both continuing operations and discontinued operations.

以上本集團五位最高薪酬僱員之資料包含持續經營業務及已終止經營業務。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

12 INCOME TAX

No provision for Hong Kong profits tax has been made for the year as the Group did not generate any assessable profits in Hong Kong during the year (2019: nil).

Subsidiaries operating in the PRC and Vietnam are subject to income tax at the rate of 25% (2019: 25%) and 20% (2019: 20%) respectively on their taxable income according to the PRC and Vietnam corporate income tax laws. In accordance with the relevant tax rules and regulations in the PRC and Vietnam, certain subsidiaries of the Group in the PRC and Vietnam enjoy various income tax exemptions or reductions.

12 所得稅

本集團於本年度未有在香港賺取任何應課稅收入，所以未於本年度內作香港利得稅撥備（二零一九年：無）。

根據中國及越南企業所得稅稅例，於當地經營之附屬公司需就其應課稅收入分別按稅率25%（二零一九年：25%）及20%（二零一九年：20%）繳交所得稅。根據中國及越南之相關稅務守則及法例，本集團於中國及越南之若干附屬公司享有豁免或減收所得稅之優惠。

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Current – the PRC	本年 – 中國		
Charge for the year	本年度支出	33,490	20,970
Under/(over)-provision in prior years	以往年度少／(多)計提	8	(251)
Current – Vietnam	本年 – 越南		
Charge for the year	本年度支出	168,764	55,184
Under-provision in prior years	以往年度少計提	4,981	–
Deferred (note 37)	遞延(附註37)	(18,085)	5,210
<hr/>			
Total tax expense from continuing operations for the year	本年度來自持續經營業務之稅項總支出	189,158	81,113

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

12 INCOME TAX (continued)

12 所得稅(續)

A reconciliation of the tax expense from continuing operations applicable to profit before tax at the statutory tax rates for the PRC and Vietnam in which the Group principally operates to the tax expense at the effective tax rates, and a reconciliation of the applicable tax rates (i.e. statutory tax rates) to the effective tax rates, are as follows:

按中國及越南(本集團主要營運地點)的法定稅率計算與以有效稅率計算的來自持續經營業務稅務支出調節表,及適用稅率(即法定稅率)至有效稅率之調節表呈列如下:

		2020 二零二零年		2019 二零一九年	
		US\$'000 美元千元	%	US\$'000 美元千元 (Restated) (經重列)	%
Profit before tax	除稅前溢利	941,524		405,453	
Tax expense at statutory tax rate	按法定稅率計算的稅務支出	195,143	20.7	79,808	19.7
Lower tax rates for specific provinces or enacted by local tax authority	按特定省或地區稅務局頒佈之較低稅率	(30,313)	(3.2)	(9,974)	(2.5)
Effect of withholding tax at 10% on the distributable profit of the Group's subsidiaries in the PRC	按本集團於中國之附屬公司可分配利潤計算扣繳稅10%之影響	11,852	1.3	10,279	2.5
Adjustments in respect of current tax of prior years	本年有關以前年度的稅務調整	4,989	0.5	-	-
Profits and losses attributable to joint ventures and associates	應佔合營企業及聯營公司溢利及虧損	(10,934)	(1.2)	(2,701)	(0.7)
Income not subject to tax	無需課稅收入	(25,943)	(2.8)	(20,401)	(5.0)
Expenses not deductible for tax	不可扣稅支出	13,524	1.4	22,484	5.6
Tax losses not recognised	未獲確認稅務虧損	39,579	4.2	7,289	1.8
Tax losses from prior years utilised	動用以前年度稅務虧損	(8,081)	(0.8)	(5,690)	(1.4)
Others	其他	(658)	(0.1)	19	0.0
Tax expense at the Group's effective tax rate	按本集團有效稅率計算的稅務支出	189,158	20.0	81,113	20.0

The share of income tax attributable to associates from continuing operations amounting to US\$4,472,000 (2019 (restated): nil), are included in "Share of profits and losses of associates" on the face of the consolidated statement of comprehensive income.

本集團持續經營業務之應佔聯營公司之所得稅為447.2萬美元(二零一九年(經重列): 無)。此等稅項已包含在綜合全面收益表內「應佔聯營公司的溢利及虧損」中。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

13 DIVIDENDS

13 股息

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Special – HK\$0.008 (equivalent to approximately US 0.103 cents) (2019: nil) per ordinary share and convertible preference share	特別 – 每股普通股及可換股優先股0.008港元(相等於約0.103美仙)(二零一九年：無)	25,983	–
Interim – HK\$0.03 (equivalent to approximately US 0.385 cents) (2019: HK\$0.008 (equivalent to approximately US 0.103 cents)) per ordinary share and convertible preference share	中期 – 每股普通股及可換股優先股0.03港元(相等於約0.385美仙)(二零一九年：0.008港元(相等於約0.103美仙))	97,434	25,982
Proposed final – HK\$0.076 (equivalent to approximately US 0.974 cents) (2019: HK\$0.024 (equivalent to approximately US 0.308 cents)) per ordinary share and convertible preference share	建議末期 – 每股普通股及可換股優先股0.076港元(相等於約0.974美仙)(二零一九年：0.024港元(相等於約0.308美仙))	246,834	77,947
		370,251	103,929

The proposed final dividend in respect of the year ended 31 December 2020 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. The total amount of the proposed final dividend was calculated based on the number of ordinary shares and convertible preference shares of the Company in issue on the date of this annual report.

截至二零二零年十二月三十一日止年度之建議末期股息須於應屆周年大會上提呈本公司股東批准。建議末期股息之金額乃根據於本年報日已發行之普通股及可換股優先股股份數量計算。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

14 PROFIT BEFORE NET CHANGES IN FAIR VALUE OF BIOLOGICAL ASSETS

Certain biological assets of a subsidiary and an associate of the Group are measured at their fair value less costs of disposal. Net change in fair value of biological assets is included in the consolidated statement of comprehensive income. Had these biological assets stated at cost, the profit attributable to shareholders of the Company from continuing operations for the year ended 31 December 2020 would have been US\$510,903,000 (31 December 2019 (restated): US\$153,651,000).

14 生物資產公允值變動淨額後之溢利

一家子公司及一家聯營公司所擁有之若干生物資產是按公允值減處置成本計量。綜合全面收益表包含生物資產公允值之變動淨額。假若該生物資產按成本列賬，截至二零二零年十二月三十一日止年度歸屬予本公司股東之持續經營業務溢利將為5億1,090.3萬美元(二零一九年十二月三十一日(經重列):1億5,365.1萬美元)。

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Profit attributable to shareholders of the Company from continuing operations	歸屬予本公司股東之持續經營業務之溢利	519,153	216,940
Less:	減：		
Effect of net changes in fair value of biological assets of	生物資產公允值變動淨額影響源自		
– a subsidiary	– 一家子公司	(1,404)	(63,289)
– a 35%-owned associate – CTI	– 一家佔35%之聯營公司 – 正大投資	(6,846)	–
		(8,250)	(63,289)
Profit attributable to shareholders of the Company from continuing operations before effect of net changes in fair value of biological assets	生物資產公允值變動淨額影響前之歸屬予本公司股東之持續經營業務之溢利	510,903	153,651

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15 EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of basic and diluted earnings per share is based on the profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares and convertible preference shares in issue during the year.

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

15 本公司股東應佔之每股溢利

每股基本及攤薄溢利之計算乃按本公司股東應佔年內溢利及年內已發行之普通股及可換股優先股加權平均數。

每股基本及攤薄溢利乃根據以下數據計算：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Earnings	溢利		
Profit for the year attributable to shareholders of the Company, used in the basic and diluted earnings per share calculation, arising from:	用於計算每股基本及攤薄溢利之本公司股東本年應佔溢利來自：		
- Continuing operations	- 持續經營業務	519,153	216,940
- Discontinued operations (note 41)	- 已終止經營業務(附註41)	169,643	128,863
- Gain on deemed disposal of CTI (note 41)	- 視作出售正大投資之收益(附註41)	1,466,255	-
		2,155,051	345,803
		2020 二零二零年	2019 二零一九年
Shares	股份		
Weighted average number of ordinary shares and convertible preference shares in issue during the year, used in the basic and diluted earnings per share calculation	用於計算每股基本及攤薄溢利之本年已發行普通股及可換股優先股加權平均數	25,332,914,980	25,332,914,980

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Office premises	Industrial buildings	Plant and machinery	Furniture, fixtures and office equipment 傢俱、裝置 及辦公設備	Motor vehicles and transport facilities 汽車及 運輸設施	Construction in progress 在建工程	Total 總額
	Note 附註	US\$'000 美元千元 (notes (a) and (e)) (附註(a)及(e))	US\$'000 美元千元 (notes (b) and (c)) (附註(b)及(c))	US\$'000 美元千元 (note (b)) (附註(b))	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元
At 1 January 2020:	於二零二零年一月一日:							
Valuation	估值	82,026	-	-	-	-	-	82,026
Cost	成本	-	1,088,810	1,174,128	189,439	34,702	344,986	2,832,065
Accumulated depreciation and impairment	累計折舊及減值	-	(314,556)	(469,397)	(117,856)	(23,954)	-	(925,763)
Net carrying amount	賬面淨值	82,026	774,254	704,731	71,583	10,748	344,986	1,988,328
Net carrying amount:	賬面淨值:							
At 1 January 2020	於二零二零年一月一日	82,026	774,254	704,731	71,583	10,748	344,986	1,988,328
Continuing operations	持續經營業務							
Additions	添置	-	9,751	7,889	11,849	1,259	267,557	298,305
Deficit on revaluation, net	重估淨虧損	(7,142)	-	-	-	-	-	(7,142)
Acquisition of subsidiaries	收購附屬公司	46(a)(xi)	16,416	3,303	3,395	208	593	23,915
Depreciation provided during the year	年內計提折舊	9	(34,603)	(47,632)	(14,338)	(1,719)	-	(99,239)
Transfer in/(out)	轉入/(出)	-	91,599	55,422	13,320	8,027	(168,368)	-
Transfer from investment properties	轉自投資物業	17	-	4,058	-	-	-	4,058
Disposals	出售	-	(4,201)	(1,737)	(754)	(22)	-	(6,714)
Exchange realignment	匯兌調整	324	7,161	23,217	1,216	305	6,109	38,332
Discontinued operations	已終止經營業務							
Additions	添置	-	14,223	7,022	3,798	1,822	128,463	155,328
Acquisition of a subsidiary	收購一家附屬公司	41(e)(xi)	-	1,144	230	96	35	4,037
Depreciation provided during the year	年內計提折舊	(515)	(13,887)	(21,491)	(5,410)	(1,327)	-	(42,630)
Transfer in/(out)	轉入/(出)	-	12,393	16,496	1,208	46	(30,143)	-
Transfer to investment properties	轉到投資物業	17	-	(132)	-	-	-	(132)
Disposals	出售	-	(3,388)	(2,645)	(909)	(172)	-	(7,114)
Exchange realignment	匯兌調整	1,050	21,519	15,144	1,769	428	10,048	49,958
Deemed disposal of CTI	視作出售正大投資	41	(16,675)	(342,561)	(28,020)	(6,878)	(175,125)	(810,650)
At 31 December 2020	於二零二零年十二月三十一日	58,121	553,746	520,860	58,937	12,821	384,155	1,588,640
At 31 December 2020:	於二零二零年十二月三十一日:							
Valuation	估值	58,121	-	-	-	-	-	58,121
Cost	成本	-	762,160	793,304	139,352	22,787	384,155	2,101,758
Accumulated depreciation and impairment	累計折舊及減值	-	(208,414)	(272,444)	(80,415)	(9,966)	-	(571,239)
Net carrying amount	賬面淨值	58,121	553,746	520,860	58,937	12,821	384,155	1,588,640

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT
(continued)

16 物業、廠房及設備(續)

		Office premises	Industrial buildings	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles and transport facilities	Construction in progress	Total
	Note	商業樓宇	工業樓宇	廠房及機器	傢俱、裝置及辦公設備	汽車及運輸設施	在建工程	總額
	附註	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		美元千元	美元千元	美元千元	美元千元	美元千元	美元千元	美元千元
		(notes (a) and (e))	(notes (b) and (c))	(note (b))				
		(附註(a)及(e))	(附註(b)及(c))	(附註(b))				
At 1 January 2019:	於二零一九年一月一日:							
Valuation	估值	82,711	-	-	-	-	-	82,711
Cost	成本	-	989,802	1,075,550	170,158	32,807	260,270	2,528,587
Accumulated depreciation and impairment	累計折舊及減值	-	(279,841)	(420,006)	(106,128)	(24,011)	-	(829,986)
Net carrying amount	賬面淨值	82,711	709,961	655,544	64,030	8,796	260,270	1,781,312
Net carrying amount:	賬面淨值:							
At 1 January 2019	於二零一九年一月一日	82,711	709,961	655,544	64,030	8,796	260,270	1,781,312
Continuing operations	持續經營業務							
Additions	添置	-	586	13,044	8,825	300	253,761	276,516
Surplus on revaluation, net	重估淨盈餘	612	-	-	-	-	-	612
Depreciation provided during the year	年內計提折舊	9	(29,559)	(46,830)	(12,309)	(947)	-	(90,590)
Transfer in/(out)	轉入/(出)	-	45,336	65,295	9,010	3,056	(122,697)	-
Transfer from investment properties	轉自投資物業	17	4,177	-	-	-	-	4,177
Disposals	出售	-	(1,676)	(2,008)	(694)	(30)	-	(4,408)
Impairment	減值	9	-	(15,567)	-	-	-	(15,567)
Exchange realignment	匯兌調整	346	(2,930)	(4,517)	(74)	(14)	(1,138)	(8,327)
Discontinued operations	已終止經營業務							
Additions	添置	-	999	2,360	4,871	1,041	70,774	80,045
Surplus on revaluation, net	重估淨盈餘	60	-	-	-	-	-	60
Acquisition of subsidiaries	收購附屬公司	41(e)(xi)	10,022	5,178	284	54	91	15,629
Depreciation provided during the year	年內計提折舊	(559)	(12,775)	(17,765)	(5,410)	(1,444)	-	(37,953)
Transfer in/(out)	轉入/(出)	-	55,313	55,470	4,017	279	(115,079)	-
Transfer from investment properties	轉自投資物業	17	124	-	-	-	-	124
Disposals	出售	-	(1,739)	(2,984)	(649)	(268)	-	(5,640)
Exchange realignment	匯兌調整	(199)	(3,585)	(2,489)	(318)	(75)	(996)	(7,662)
At 31 December 2019	於二零一九年十二月三十一日	82,026	774,254	704,731	71,583	10,748	344,986	1,988,328
At 31 December 2019:	於二零一九年十二月三十一日:							
Valuation	估值	82,026	-	-	-	-	-	82,026
Cost	成本	-	1,088,810	1,174,128	189,439	34,702	344,986	2,832,065
Accumulated depreciation and impairment	累計折舊及減值	-	(314,556)	(469,397)	(117,856)	(23,954)	-	(925,763)
Net carrying amount	賬面淨值	82,026	774,254	704,731	71,583	10,748	344,986	1,988,328

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT
(continued)

16 物業、廠房及設備(續)

Notes:

- (a) At the end of the reporting period, the Group's office premises were stated at open market values.

Had the Group's office premises been stated at cost less accumulated depreciation, the carrying amount of the premises at the end of the reporting period would have been US\$1,736,000 (2019: US\$3,562,000).

The revaluation deficit of US\$5,803,000 (2019: revaluation surplus of US\$651,000) has been recognised in other comprehensive income and accumulated in property revaluation reserve of the Group during the year, net of deferred tax (note 37).

- (b) At 31 December 2020, certain of the Group's property, plant and equipment in mainland China with an aggregate net carrying amount of US\$92,470,000 (2019: US\$153,135,000) were pledged to secure certain bank borrowings of the Group (note 33(a)).
- (c) At 31 December 2020, the Group's industrial buildings with an aggregate net carrying amount of US\$66,910,000 (2019: US\$163,157,000) have not yet obtained ownership certificates.
- (d) As at 31 December 2019, the Group assessed the recoverable amounts of certain plant and machinery of farm and food businesses in Vietnam and the carrying amount of those plant and machinery was written down to their recoverable amounts of US\$23,218,000. During the year ended 31 December 2019, an impairment loss of US\$15,567,000 was recognised in "General and administrative expenses". The recoverable amounts are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets estimated by management covering a six-year period. Cash flows beyond the six-year period are extrapolated using an estimated weighted average growth rate of 5%. The cash flows are discounted using a discount rate of 12%. The discount rates used are pre-tax and reflect specific risks relating to the relevant ant and equipment.
- (e) Fair value measurements of property, plant and equipment

- (i) Fair value hierarchy

The following table presents the fair value of the Group's property, plant and equipment measured at the end of the reporting period on a recurring basis.

附註：

- (a) 於報告期末，本集團之商業樓宇乃按公開市值入賬。

倘本集團商業樓宇按其成本扣除累計折舊入賬，樓宇於報告期末之賬面值應為173.6萬美元(二零一九年：356.2萬美元)。

金額為580.3萬美元之重估虧損(二零一九年：65.1萬美元之重估盈餘)已於其他全面收益確認及於年內累計於本集團的物業重估儲備(扣除遞延稅項)(附註37)。

- (b) 於二零二零年十二月三十一日，本集團於中國大陸之若干物業、廠房及設備合計賬面淨值9,247萬美元(二零一九年：1億5,313.5萬美元)已作為本集團若干銀行借款之抵押品(附註33(a))。
- (c) 於二零二零年十二月三十一日，本集團之工業樓宇合計賬面淨值6,691萬美元(二零一九年：1億6,315.7萬美元)尚未獲得房產証。
- (d) 於二零一九年十二月三十一日，本集團評估了越南養殖和食品業務的若干廠房及機器的可收回金額，導致該等廠房及機器的賬面價值減值至其可收回金額2,321.8萬美元。於截至二零一九年十二月三十一日止年度，減值損失為1,556.7萬美元已在「行政及管理費用」中確認。該可收回金額乃按使用價值計算得出。該等計算乃根據管理層核准涵蓋6年期的財務預算進行的現金流量預測。超過6年期的現金流量乃按5%的估計加權平均增長率進行推算。現金流量預測按現率12%進行折現。採用之折現率乃稅前，並反映與該相關廠房及機器有關之特別風險。
- (e) 物業、廠房及設備的公允值計量

- (i) 公允值之級別

下表分析於報告期末本集團之物業、廠房及設備按持續基準計量的公允值。

Fair value measurement as at
31 December categorised into
於十二月三十一日公允值計量之分類

Level 1 第一級別 US\$'000 美元千元	Level 2 第二級別 US\$'000 美元千元	Level 3 第三級別 US\$'000 美元千元	Total 總額 US\$'000 美元千元
-------------------------------------	-------------------------------------	-------------------------------------	---------------------------------

2020 Office premises	二零二零年 商業樓宇	-	-	58,121	58,121
2019 Office premises	二零一九年 商業樓宇	-	-	82,026	82,026

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT (continued)

Notes: (continued)

(e) Fair value measurements of property, plant and equipment (continued)

(i) Fair value hierarchy (continued)

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2; office premises of discontinued operations amounted to US\$16,675,000 was transferred out of Level 3 during the year ended 31 December 2020. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy, as well as the key unobservable inputs at the end of the reporting period used in the valuation models.

Type 種類	Valuation technique 估值方法
Office premises in Hong Kong 位於香港的商業樓宇	Market comparison approach 市場比較法
Office premises in mainland China 位於中國大陸的商業樓宇	Market comparison approach 市場比較法

(ii) Information about level 3 fair value measurements

Office premises of the Group were revalued based on valuations performed by RHL Appraisal Limited, an external independent and qualified valuer. The Group's finance team discussed with the valuers on the valuation assumptions and results when the valuation was performed for annual financial reporting purpose.

The fair value of the office premises in Hong Kong and mainland China are determined using market comparison approach by reference to recent quotation or sale prices of comparable properties on a price per square metre basis.

A significant increase/decrease in the estimated price per square metre would result in a significant increase/decrease in the fair value of the office premises.

16 物業、廠房及設備(續)

附註：(續)

(e) 物業、廠房及設備的公允值計量(續)

(i) 公允值之級別(續)

截至二零二零年及二零一九年十二月三十一日止年度內，並無第一及第二級別之間之轉移；已終止經營業務之商業樓宇價值1,667.5萬美元於截至二零二零年十二月三十一日止年度轉出第三級別。本集團之政策乃於報告期末確認當期發生的級別間之轉移。

下表顯示第三級別的公允值於報告期末所採用之估值方法及其估值模式中使用的不可觀察的參數。

Key unobservable inputs 主要不可觀察的參數
Estimated price of US\$51,428 (2019: US\$59,365) per square metre 每平方米之估計價格51,428美元 (2019: 59,365美元)
Estimated price of US\$9,821 (2019: US\$7,181 – US\$9,522) per square metre 每平方米之估計價格9,821美元 (2019: 7,181美元 – 9,522美元)

(ii) 有關第三級別公允值計量之資料

本集團之商業樓宇的公允值乃根據由永利行評值顧問有限公司(外部獨立及合資格評估師)所作之評估釐定。因年度財務報告而進行物業評估時，本集團之財務團隊均會與評估師討論其評估的假設及結果。

位於香港及中國大陸的商業樓宇之公允值乃按市場比較法釐定，參考類似物業的近期報價或售價(每平方米)。

每平方米之估計價格的重大上升/下跌會導致商業樓宇之公允值重大上升/下跌。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

17 INVESTMENT PROPERTIES

17 投資物業

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
		Note 附註		
At 1 January	於一月一日		11,904	19,047
Continuing operations	持續經營業務			
Net changes in fair value	公允值變動淨額	7	(116)	(368)
Transfer to owner-occupied properties	轉到自用物業	16	(4,058)	(4,177)
Exchange realignment	匯兌調整		(43)	(19)
Discontinued operations	已終止經營業務			
Net changes in fair value	公允值變動淨額		-	(2,247)
Transfer from/(to) owner-occupied properties	轉自/(到)自用物業	16	132	(124)
Exchange realignment	匯兌調整		615	(208)
Deemed disposal of CTI	視作出售正大投資	41	(7,575)	-
At 31 December	於十二月三十一日		859	11,904

Notes:

- (a) All investment properties of the Group are situated in mainland China.
- (b) Fair value measurements of investment properties
- (i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis.

附註：

- (a) 所有投資物業皆位於中國大陸。
- (b) 投資物業的公允值計量
- (i) 公允值之級別

下表分析於報告期末本集團之投資物業按持續基準計量的公允值。

		Fair value measurement as at 31 December categorised into 於十二月三十一日公允值計量之分類			
		Level 1 第一級別 US\$'000 美元千元	Level 2 第二級別 US\$'000 美元千元	Level 3 第三級別 US\$'000 美元千元	Total 總額 US\$'000 美元千元
2020	二零二零年				
Investment properties	投資物業	-	-	859	859
2019	二零一九年				
Investment properties	投資物業	-	-	11,904	11,904

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

17 INVESTMENT PROPERTIES (continued)

Notes: (continued)

(b) Fair value measurements of investment properties (continued)

(i) Fair value hierarchy (continued)

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2; factories and farms of discontinued operation amounted to US\$7,575,000 was transferred out of Level 3 during the year ended 31 December 2020. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy, as well as the key unobservable inputs at the end of reporting period used in the valuation models.

Type 種類	Valuation technique 估值方法
Factories (2019: factories and farms) in mainland China 位於中國大陸的廠房 (二零一九年：廠房及農場)	Replacement cost approach 重置成本法

(ii) Information about level 3 fair value measurements

Investment properties of the Group were revalued based on valuations performed by Beijing Huadeheng Assets Evaluation Co., Ltd., an external independent and qualified valuer. The Group's finance team discussed with the valuer on the valuation assumptions and results when the valuation is performed for annual financial reporting purpose.

As at 31 December 2020 and 2019, replacement cost approach was used for the valuation of the factories and farms in mainland China by reference to the cost to replace the assets at present time and their length of period used, as the result from this method is considered a more accurate reflection of their fair values.

A significant increase/decrease in the estimated replacement costs per square metre would result in a significant increase/decrease in the fair value of the investment properties.

17 投資物業(續)

附註：(續)

(b) 投資物業的公允值計量(續)

(i) 公允值之級別(續)

截至二零二零年及二零一九年十二月三十一日止年度內，並無第一及第二級別之間之轉移；已終止經營業務之廠房及農場價值757.5萬美元於截至二零二零年十二月三十一日止年度轉出第三級別。本集團之政策乃於報告期末確認當期發生的級別間之轉移。

下表顯示第三級別的公允值於報告期末所採用之估值方法及其估值模式中使用的的主要不可觀察的參數。

Key unobservable inputs 主要不可觀察的參數
Estimated cost of US\$684 – US\$693 per square metre (2019: US\$23 – US\$166) 每平方米之估計價684美元 – 693美元 (二零一九年：23美元 – 166美元)

(ii) 有關第三級別公允值計量之資料

本集團之投資物業的公允值乃根據由北京華德恆資產評估有限公司(外部獨立及合資格評估師)所作之評估釐定。因年度財務報告而進行物業評估時，本集團之財務團隊均會與評估師討論其評估的假設及結果。

於二零二零年及二零一九年十二月三十一日，位於中國大陸的廠房及農場之估值乃使用重置成本法，參考近期重置該資產成本及已使用年期，使用此評估法可提供更準確之公允值。

每平方米之估計重置成本的重大上升／下跌會導致投資物業之公允值重大上升／下跌。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

18 LAND USE RIGHTS

18 土地使用權

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
		Note 附註		
At 1 January	於一月一日		207,105	178,399
Continuing operations	持續經營業務			
Additions	添置		–	(7,557)
Disposal	出售		(382)	(249)
Amortisation provided during the year	年內計提攤銷	9	(956)	(2,409)
Transfers from other non-current assets	從其他非流動資產轉入		58	–
Exchange realignment	匯兌調整		4,260	(777)
Discontinued operations	已終止經營業務			
Acquisition of subsidiaries	收購附屬公司	41(e)(xi)	107	4,702
Additions	添置		4,077	35,999
Disposal	出售		(874)	–
Amortisation provided during the year	年內計提攤銷		(3,101)	(2,279)
Transfers (to)/from other non-current assets	從其他非流動資產轉(出)/入		(113)	2,515
Exchange realignment	匯兌調整		7,793	(1,239)
Deemed disposal of CTI	視作出售正大投資	41	(128,845)	–
At 31 December	於十二月三十一日		89,129	207,105
Analysis of leasehold land by location:	依據租賃土地所在位置分析如下：			
Mainland China	中國大陸		66,435	183,913
Vietnam	越南		22,694	23,192
			89,129	207,105

Note:

At 31 December 2020, certain of the Group's leasehold land with an aggregate carrying amount of approximately US\$36,318,000 (2019: US\$54,596,000) were pledged to secure certain bank borrowings of the Group (note 33(b)).

附註：

於二零二零年十二月三十一日，本集團之若干租賃土地合計賬面值約3,631.8萬美元(二零一九年：5,459.6萬美元)，已作為本集團若干銀行借款之抵押品(附註33(b))。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

19 OTHER RIGHT-OF-USE ASSETS

The Group has lease contracts for various items of land, farms and warehouses, as well as machinery, vehicles and other equipment used in its operations, having lease terms between 2 and 51 years.

19 其他使用權資產

本集團擁有營運中使用的各項土地、農場及倉庫，以及機器、汽車及其他設備的租賃合同，租賃期為2至51年。

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
At 1 January	於一月一日		421,209	-
Impact on initial application of IFRS 16	首次採納國際財務報告準則第16號之影響		-	343,307
Adjusted at 1 January	於一月一日調整後		421,209	343,307
Continuing operations	持續經營業務			
Acquisition of subsidiaries	收購附屬公司	46(a)(xi)	4,796	-
Additions	添置		57,583	106,201
Depreciation provided during the year	年內計提折舊	9	(48,246)	(41,461)
Exchange realignment	匯兌調整		2,235	408
Discontinued operations	已終止經營業務			
Additions	添置		13,159	16,697
Depreciation provided during the year	年內計提折舊		(5,375)	(3,396)
Exchange realignment	匯兌調整		2,042	(547)
Deemed disposal of CTI	視作出售正大投資	41	(29,230)	-
At 31 December	於十二月三十一日		418,173	421,209

(a) The analysis of the net book value of other right-of-use assets by class of underlying asset is as follows:

(a) 其他使用權資產的帳面淨值，以其相關的資產分類詳列如下：

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Land	土地		5,968	7,776
Farms and warehouses	農場及倉庫		401,495	402,182
Machinery, vehicles and others	機器、汽車及其他		10,710	11,251
			418,173	421,209

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

19 OTHER RIGHT-OF-USE ASSETS (continued)

19 其他使用權資產(續)

(b) An analysis of leases from continuing operations recognised in profit or loss is as follows:

(b) 有關來自持續經營業務租賃於損益內確認之分析如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Depreciation charge of other right-of-use assets:	其他使用權資產之折舊費用:		
Land	土地	664	825
Farms and warehouses	農場及倉庫	43,344	37,222
Machinery, vehicles and others	機器、汽車及其他	4,238	3,414
		9	48,246
Interest expense on lease liabilities	租賃負債之利息費用	8	48,892
Lease payments of short-term lease and leases of low-value assets exempted from capitalisation	豁免資本化的短期租賃及低價值資產租賃的租賃付款	9	13,905
		9	13,905
Total amount recognised in profit or loss	於損益內確認之總金額	111,043	92,368

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in note 30(d) and 35, respectively to the financial statements.

租賃負債的租賃現金流出總額及到期分析詳情分別載列於財務報表附註30(d)及35。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

20 BIOLOGICAL ASSETS

20 生物資產

		Breeder and layers 育種禽畜 及蛋雞 US\$'000 美元千元 (note (a)) (附註 (a))	Current livestock - swine 當期禽畜 - 豬隻 US\$'000 美元千元 (note (b)) (附註 (b))	Other biological assets 其他 生物資產 US\$'000 美元千元 (note (c)) (附註 (c))	Total 總計 US\$'000 美元千元
At 1 January 2020:	於二零二零年一月一日：				
At cost less accumulated depreciation and impairment:	成本減累計折舊及減值：				
Cost	成本	137,049	-	50,320	187,369
Accumulated depreciation and impairment	累計折舊及減值	(37,151)	-	-	(37,151)
At fair value	公允值	99,898	-	50,320	150,218
		-	488,078	-	488,078
		99,898	488,078	50,320	638,296
Net carrying amount:	賬面淨值：				
Continuing operations	持續經營業務				
At 1 January 2020	於二零二零年一月一日	99,898	488,078	50,320	638,296
Increase due to purchases/raising	因購買／養殖而增加	178,657	726,229	246,360	1,151,246
Net changes in fair value	公允值變動淨額	6	2,820	-	2,820
Depreciation provided during the year	年內計提折舊	9	-	-	(48,505)
Decrease due to sales	因銷售而減少	(51,624)	(683,880)	(244,408)	(979,912)
Decrease due to culling	因屠宰而減少	(43,729)	(7,828)	-	(51,557)
Exchange realignment	匯兌調整	2,967	2,259	828	6,054
At 31 December 2020	於二零二零年十二月三十一日	137,664	527,678	53,100	718,442
At 31 December 2020:	於二零二零年十二月三十一日：				
At cost less accumulated depreciation and impairment:	成本減累計折舊及減值：				
Cost	成本	177,256	-	53,100	230,356
Accumulated depreciation and impairment	累計折舊及減值	(39,592)	-	-	(39,592)
At fair value	公允值	137,664	-	53,100	190,764
		-	527,678	-	527,678
		137,664	527,678	53,100	718,442
Analysed into:	分析如下：				
Current biological assets	當期生物資產	58,042	527,678	53,100	638,820
Non-current biological assets	非當期生物資產	79,622	-	-	79,622
		137,664	527,678	53,100	718,442

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

20 BIOLOGICAL ASSETS (continued)

20 生物資產(續)

		Breeders and layers 育種禽畜 及蛋雞	Current livestock - swine 當期禽畜 - 豬隻	Other biological assets 其他 生物資產	Total 總計
	Note 附註	US\$'000 美元千元 (note (a)) (附註 (a))	US\$'000 美元千元 (note (b)) (附註 (b))	US\$'000 美元千元 (note (c)) (附註 (c))	US\$'000 美元千元
At 1 January 2019:					
At cost less accumulated depreciation and impairment:	於二零一九年一月一日： 成本減累計折舊及減值：				
Cost	成本	129,718	-	53,040	182,758
Accumulated depreciation and impairment	累計折舊及減值	(31,496)	-	-	(31,496)
At fair value	公允值	98,222	-	53,040	151,262
		-	404,830	-	404,830
		98,222	404,830	53,040	556,092
Net carrying amount:	賬面淨值：				
Continuing operations	持續經營業務				
At 1 January 2019	於二零一九年一月一日	98,222	404,830	53,040	556,092
Increase due to purchases/raising	因購買/養殖而增加	129,331	1,014,384	605,396	1,749,111
Net changes in fair value	公允值變動淨額	6	105,554	-	105,554
Depreciation provided during the year	年內計提折舊	9	(43,557)	-	(43,557)
Decrease due to sales	因銷售而減少	(48,477)	(1,007,742)	(607,963)	(1,664,182)
Decrease due to culling	因屠宰而減少	(35,463)	(29,386)	-	(64,849)
Exchange realignment	匯兌調整	(158)	438	(153)	127
At 31 December 2019	於二零一九年十二月三十一日	99,898	488,078	50,320	638,296
At 31 December 2019:	於二零一九年十二月三十一日：				
At cost less accumulated depreciation and impairment:	成本減累計折舊及減值：				
Cost	成本	137,049	-	50,320	187,369
Accumulated depreciation and impairment	累計折舊及減值	(37,151)	-	-	(37,151)
At fair value	公允值	99,898	-	50,320	150,218
		-	488,078	-	488,078
		99,898	488,078	50,320	638,296
Analysed into:	分析如下：				
Current biological assets	當期生物資產	33,548	488,078	50,320	571,946
Non-current biological assets	非當期生物資產	66,350	-	-	66,350
		99,898	488,078	50,320	638,296

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

20 BIOLOGICAL ASSETS (continued)

Notes:

(a) Breeders and layers

Breeders and layers of the Group are (i) sows and boars (collectively “swine breeders”) held for the production of piglets for sales and/or further raising to become swine parent stock or fattening swine, (ii) chicken breeders held for production of hatching eggs in order to produce day-old chicks, and (iii) layers held for the production of consumable eggs.

Breeders and layers are stated at cost less accumulated depreciation and any accumulated impairment losses as (i) they are not sold by the Group and no active market exists; (ii) other references to market prices such as market prices for similar assets are not available; and (iii) valuation based on a discounted cash flow method is considered unreliable given the uncertainty with respect to external factors, such as climate and mortality rates, etc.

Cost includes all costs incurred during the growth cycle (e.g. cost of new born animals, feed costs and farmer fees). Swine breeders are depreciated using the straight-line method over their productive period of 24 to 36 months starting from the reproduction phase, while chicken breeders and layers are depreciated using the straight-line method over their productive period of 12 months, both taking into account a residual value.

(b) Current livestock – swine

Current livestock – swine are piglets and fattening swines and are stated at fair value less costs of disposal. Fair values are determined based on market prices, and where transaction prices are not available for certain age groups, based on prevailing market prices of other age groups, with adjustments taking into account difference in weight.

(c) Other biological assets

Other biological assets comprise poultry and aquatic livestock other than breeders and layers.

Poultry livestock are pullets, broilers and hatching eggs, while aquatic livestock comprise shrimp and fish. Poultry and aquatic livestock are stated at cost less any impairment losses, which are not materially different from their fair value due to short production cycle.

20 生物資產(續)

附註：

(a) 育種禽畜及蛋雞

本集團的育種禽畜及蛋雞包括(i)持作生產小豬作銷售及／或進一步養殖成生產用豬或育肥豬的母豬及公豬(統稱「育種豬隻」)；(ii)持作生產種蛋以生產日齡小雞的育種雞隻；及(iii)持作生產食用蛋的蛋雞。

育種禽畜及蛋雞按成本減累計折舊及任何累計減值虧損列賬，原因為(i)本集團並不出售育種禽畜及蛋雞，而育種禽畜及蛋雞亦無活躍市場；(ii)並無類似資產的市場報價作為市場報價的其他參考；及(iii)由於外在因素，例如氣候、存活率等存在不明朗因素，因此按貼現現金流量法作出的估值並不可靠。

成本包括生長週期產生的所有成本(例如新生動物的成本、飼料成本及農戶的費用)。育種豬隻自繁殖期起計二十四至三十六個月的生產期內，而育種雞隻及蛋雞自繁殖期起計十二個月的生產期內，兩者於扣除剩餘價值後皆以直線法計提折舊。

(b) 當期禽畜－豬隻

當期禽畜－豬隻包括小豬及育肥豬，並按公允價值減處置成本列賬。公允價值按市場報價釐定，倘若若干年齡組別並無交易價格，則根據其他相近年齡組別的當前市場報價並考慮重量的差別後釐定。

(c) 其他生物資產

其他生物資產包括除育種禽畜及蛋雞以外的家禽及水產。

家禽包括小母雞、肉雞及種蛋，而水產則包括蝦及魚。家禽及水產按成本減任何減值虧損列賬，並且由於生產期短使其成本減任何累計減值虧損與其公允價值無重大差別。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

20 BIOLOGICAL ASSETS (continued)

20 生物資產(續)

Notes: (continued)

附註：(續)

- (d) An analysis of the estimated physical quantities of the Group's biological assets as at the end of the reporting period is as follows:

- (d) 本集團於報告末期之生物資產的實際數量估計如下：

		2020 二零二零年 Tons 噸	2019 二零一九年 Tons 噸
Livestock	禽畜	366,000	348,000
Aquatic	水產	18,800	15,300

The estimated physical quantities of biological assets were based on experience and historical data. The Group conducts full physical count in swine farms by rotation to ascertain the quantity and physical condition of swine and project the overall weight. For poultry livestock, the Group performs real time update on stock movement to project the overall weight. For aquatic livestock, the Group uses sampling method to project the overall weight.

本集團的生物資產實際數量之估計乃基於經驗及歷史數據。本集團於豬場交替進行全面的點算，以確定豬隻的數量及狀況，及估算整體重量。本集團對禽畜的變動進行實時更新以估算其總重量。本集團對水產生物資產採用抽樣方法來估算其總重量。

- (e) Fair value measurement of biological assets

- (e) 生物資產的公允值計量

- (i) Fair value hierarchy

- (i) 公允值之級別

The following table presents the fair value of the Group's biological assets measured at the end of the reporting period on a recurring basis.

下表分析於報告期末本集團之生物資產按持續基準計量的公允值。

		Fair value measurement as at 31 December categorised into 於十二月三十一日公允值計量之分類			
		Level 1 第一級別 US\$'000 美元千元	Level 2 第二級別 US\$'000 美元千元	Level 3 第三級別 US\$'000 美元千元	Total 總額 US\$'000 美元千元
2020	二零二零年				
Current livestock – Swine	當期禽畜 – 豬隻	–	–	527,678	527,678
2019	二零一九年				
Current livestock – Swine	當期禽畜 – 豬隻	–	–	488,078	488,078

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

20 BIOLOGICAL ASSETS (continued)

Notes: (continued)

(c) Fair value measurement of biological assets (continued)

(i) Fair value hierarchy (continued)

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy, as well as the key unobservable inputs at the end of the reporting period used in the valuation models.

Type 種類	Valuation technique 估值方法
Current livestock – swine 當期禽畜 – 豬隻	Market comparison approach 市場比較法

(ii) Information about level 3 fair value measurements

The calculation of fair value of current livestock – swine is performed by the Group's relevant finance department and operations team on a quarterly basis using a series of systematic procedures.

There is an active market for live swine in Vietnam. The fair value of suckling swine, weanling swine and fattening swine are determined based on transaction price per head and their weight.

The estimated fair value of swine increases/decreases as a result of an increase/decrease in the transaction price. As at 31 December 2020, if transaction price increases/decreases by 10%, the estimated fair value of swine would have increased/decreased by US\$52,073,000 (2019: US\$48,318,000).

20 生物資產 (續)

附註：(續)

(c) 生物資產的公允價值計量 (續)

(i) 公允價值之級別 (續)

截至二零二零年及二零一九年十二月三十一日止年度內，並無第一及第二級別之間之轉移，或轉入或轉出第三級別。本集團之政策乃於報告期末確認當期發生的級別間之轉移。

下表顯示第三級別的公允價值於報告期末所採用之估值方法及其估值模式中使用的的主要不可觀察的參數。

Key unobservable inputs
主要不可觀察的參數

Transaction prices of:
– Suckling swine US\$43.3 to US\$45.0 (2019: US\$47.5 to US\$49.2) per head
– Weanling swine US\$37.5 to US\$102.9 (2019: US\$35.4 to US\$104.4) per head
– Fattening swine US\$3.2 to US\$3.3 (2019: US\$3.5 to US\$3.5) per kg

交易價格：

– 乳豬每頭43.3美元至45.0美元 (二零一九年：47.5美元至49.2美元)
– 小豬每頭37.5美元至102.9美元 (二零一九年：35.4美元至104.4美元)
– 育肥豬每公斤3.2美元至3.3美元 (二零一九年：3.5美元至3.5美元)

(ii) 有關第三級別公允價值計量之資料

當期禽畜 – 豬隻之公允價值乃於每季由本集團相關財務部門及營運團隊按一系列有系統的程式計算。

越南存在活豬的活躍市場。乳豬、小豬及育肥豬之公允價值乃根據每頭交易價格及重量而釐定。

豬隻的公允價值估計隨著交易價格的上升/下跌而上升/下跌。於二零二零年十二月三十一日，假設交易價格上升/下跌10%，豬隻的公允價值估計將上升/下跌5,207.3萬美元 (二零一九年：4,831.8萬美元)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

21 INTANGIBLE ASSETS

21 無形資產

			2020	2019
		Note	二零二零年	二零一九年
		附註	US\$'000	US\$'000
			美元千元	美元千元
At 1 January:	於一月一日：			
Cost	成本		47,288	37,908
Accumulated amortisation	累計攤銷		(13,913)	(11,611)
Net carrying amount	賬面淨值		33,375	26,297
Net carrying amount:	賬面淨值：			
Discontinued operations	已終止經營業務			
At 1 January	於一月一日		33,375	26,297
Acquisition of a subsidiary	收購一家附屬公司	42	-	11,289
Amortisation provided during the year	年內計提攤銷		(2,819)	(2,462)
Exchange realignment	匯兌調整		2,070	(1,749)
Deemed disposal of CTI	視作出售正大投資	41	(32,626)	-
At 31 December	於十二月三十一日		-	33,375
At 31 December:	於十二月三十一日：			
Cost	成本		-	47,288
Accumulated amortisation	累計攤銷		-	(13,913)
Net carrying amount	賬面淨值		-	33,375

Note:

The Group's intangible asset represents customer relationship of the Group arising from business combination, which is stated at cost less accumulated amortisation and impairment losses.

附註：

本集團之無形資產乃本集團於業務合併時產生之客戶關係，按成本減去累計攤銷及減值虧損後列賬。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22 INTERESTS IN SUBSIDIARIES

22 於附屬公司的權益

Particulars of the Company's principal subsidiaries are as follows:

各主要附屬公司之詳情如下：

Company name 公司名稱	Place of incorporation/ operations 成立/ 營運地點	Issued ordinary/ registered capital 已發行普通股/ 註冊資本	Percentage of attributable equity interest held by		Principal activities 主要業務
			Company 本公司	Group 本集團	
CP China Investment Limited ("CP China")	Cayman Islands/Hong Kong 開曼群島/香港	US\$79,228,000 79,228,000美元	100.0%	100.0%	Investment holding 投資控股
CP Food Investment Limited	Hong Kong/Hong Kong 香港/香港	1 share 1股股份	-	100.0%	Investment holding 投資控股
CP Food Enterprise (Qingdao) Co., Ltd. ⁽ⁱⁱ⁾ 正大食品企業(青島)有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	US\$85,700,000 85,700,000美元	-	100.0%	Production and sale of value-added processed food products 產銷深加工食品
Chia Tai Food Enterprise (Qinhuangdao) Co., Ltd. ⁽ⁱⁱ⁾ 正大食品企業(秦皇島) 有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	US\$117,460,000 117,460,000美元	-	100.0%	Production and sale of value-added processed food products 產銷深加工食品
C. P. Food (Nantong) Co., Ltd. ⁽ⁱⁱ⁾ 正大食品(南通)有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	US\$14,280,000 14,280,000美元	-	100.0%	Poultry farming and sale of chicken meat products 養殖家禽及 產銷雞肉產品
C. P. Food (Zhanjiang) Co., Ltd. ⁽ⁱⁱ⁾ 正大食品(湛江)有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	RMB99,500,000 99,500,000人民幣	-	100.0%	Poultry farming and sale of chicken meat products 養殖家禽及 產銷雞肉產品
Jilin Chia Tai Food Co., Ltd. ⁽ⁱⁱ⁾ 吉林正大食品有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	RMB380,000,000 380,000,000人民幣	-	100.0%	Poultry farming and sale of chicken meat products 養殖家禽及 產銷雞肉產品
CP Food (Suqian) Co., Ltd. ⁽ⁱⁱ⁾ 正大食品(宿遷)有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	RMB856,298,060 856,298,060人民幣	-	100.0%	Poultry farming and sale of chicken meat products 養殖家禽及 產銷雞肉產品

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22 INTERESTS IN SUBSIDIARIES (continued)

22 於附屬公司的權益(續)

Company name 公司名稱	Place of incorporation/ operations 成立/ 營運地點	Issued ordinary/ registered capital 已發行普通股/ 註冊資本	Percentage of attributable equity interest held by		Principal activities 主要業務
			Company 本公司	Group 本集團	
Fujian Chia Tai Food Co., Ltd. and its subsidiaries ⁽ⁱ⁾ 福建正大食品有限公司 及其附屬公司 ⁽ⁱ⁾	PRC/PRC 中國/中國	RMB218,000,000 218,000,000人民幣	-	70.0%	Poultry farming and sale of chicken meat products 養殖家禽及 產銷雞肉產品
Hubei Chia Tai Co., Ltd. ⁽ⁱⁱ⁾ 湖北正大有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	RMB280,000,000 280,000,000人民幣	-	100.0%	Poultry farming and sale of chicken meat products 養殖家禽及 產銷雞肉產品
CP Aqua Company Limited	Hong Kong/Hong Kong 香港/香港	1 share 1股股份	-	100.0%	Investment holding 投資控股
C. P. Aquaculture (Dongfang) Co., Ltd. ⁽ⁱⁱ⁾ 卜蜂水產(東方)有限公司 ⁽ⁱⁱ⁾	PRC/PRC 中國/中國	RMB148,000,000 148,000,000人民幣	-	100.0%	Production and sale of shrimp fry 產銷蝦苗
Modern State Investments Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$106,984,000 106,984,000美元	100.0%	100.0%	Investment holding 投資控股
C. P. Vietnam Corporation ("CPVC")	Vietnam/Vietnam 越南/越南	VND 9,188,671,500,000 9,188,671,500,000 越南盾	-	70.8%	Integrated agri- food business 綜合農牧食品業務
Hannick Limited	Hong Kong/Hong Kong 香港/香港	2 shares 2股股份	-	100.0%	Property investment 物業投資

Notes:

附註:

- (i) Established as a foreign equity joint venture enterprise under PRC law.
(ii) Established as a wholly-foreign-owned enterprise under PRC law.

- (i) 按中國法律成立為外商合資合營企業。
(ii) 按中國法律成立為外商獨資企業。

The above table lists out the subsidiaries of the Company which, in the opinion of the directors, principally affected the Group's profits and losses or formed a substantial portion of the Group. To give details of all the other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表中所列示之本公司附屬公司，董事認為，主要影響本年度業績或佔本集團淨資產的大部份。董事認為，列出所有其他附屬公司的詳細資料會導致篇幅過於冗長。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

23 INTERESTS IN JOINT VENTURES

23 於合營企業的權益

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
	Note 附註		
Investments in joint ventures, included in non-current assets:	於合營企業的投資，包含於非流動資產內：		
Share of net assets	應佔淨資產	35	16,915
Due from joint ventures, included in prepayments, deposits and other receivables	應收合營企業款項，包含於預付賬款、按金及其他應收賬款	29(a) -	5,758
Due to joint ventures, included in other payables and accruals	應付合營企業款項，包含於其他應付賬款及預提費用	32(b) -	(22,120)
Interests in joint ventures	於合營企業的權益	35	553

Note:

None of the Group's interests in joint venture is regarded as individually material. The following table summarises, in aggregate, the financial information of all joint ventures that are accounted for using the equity method:

附註：

本集團對合營企業的權益獨立均不被視為重大。下表概述以權益法列賬之合營企業之財務資料總計：

		Profit for the year 本期溢利 US\$'000 美元千元	Other comprehensive income 其他全面收益 US\$'000 美元千元	Total comprehensive income 全面收益總額 US\$'000 美元千元
2020	二零二零年			
Group effective interest	本集團有效權益			
Continuing operations	持續經營業務	(50)	-	(50)
Discontinued operations	已終止經營業務	4,344	1,380	5,724
		4,294	1,380	5,674
2019	二零一九年			
Group effective interest	本集團有效權益			
Continuing operations	持續經營業務	(37)	-	(37)
Discontinued operations	已終止經營業務	2,634	(265)	2,369
		2,597	(265)	2,332

At 31 December 2020, the carrying amount of the Group's investments in joint ventures amounted to US\$35,000 (2019: US\$16,915,000).

於二零二零年十二月三十一日，本集團對合營企業的投資之賬面值為3.5萬美元（二零一九年：1,691.5萬美元）。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

24 INTERESTS IN ASSOCIATES

24 於聯營公司的權益

		Note	2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
		附註		
Share of net assets	應佔淨資產	(a)	856,433	117,348
Goodwill on acquisition	收購產生的商譽		1,474,569	28,199
Investments in associates	於聯營公司的投資		2,331,002	145,547
Due from associates, included in prepayments, deposits and other receivables	應付聯營公司款項，包含於預付賬款、按金及其他應收賬款	29(a)	96,320	2,585
Due to associates, included in other payables and accruals	應付聯營公司款項，包含於其他應付賬款及預提費用	32(b)	(108,669)	(38)
Interests in associates	於聯營公司的權益		2,318,653	148,094

Notes:

附註：

(a) The Group has interests in a number of associates. Except CTI and its subsidiaries, joint ventures and associates (collectively, the "CTI Group"), none of which is regarded as individually material. The following table summarises, in aggregate, the financial information of all associates that are accounted for using the equity method:

(a) 本集團於數家聯營公司擁有權益。除了正大投資及其附屬公司、合營企業及聯營公司(統稱「正大投資集團」)，惟無任何獨立一家被視為個別重大。下表概述以權益法列賬之聯營公司之財務資料總計：

		Profit for the year 本期溢利 US\$'000 美元千元	Other comprehensive income 其他全面收益 US\$'000 美元千元	Total comprehensive income 全面收益總額 US\$'000 美元千元
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度			
Group effective interest	本集團有效權益			
Continuing operations	持續經營業務			
- CTI Group	- 正大投資集團	66,450	-	66,450
- Others	- 其他	(226)	2,065	1,839
Discontinued operations	已終止經營業務	24,937	6,006	30,943
		91,161	8,071	99,232
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度			
Group effective interest	本集團有效權益			
Continuing operations	持續經營業務			
- Others	- 其他	(58)	-	(58)
Discontinued operations	已終止經營業務	26,506	(1,748)	24,758
		26,448	(1,748)	24,700

At 31 December 2020, the aggregate carrying amount of the Group's investments in associates amounted to US\$2,331,002,000 (2019: US\$145,547,000).

於二零二零年十二月三十一日，本集團對聯營公司的投資之賬面值合計為23億3,100.2萬美元(二零一九年：1億4,554.7萬美元)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

24 INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

- (b) Particulars of the principal associate, which is indirectly held by the Company, are as follows:

Company name 公司名稱	Place of incorporation/ operations 成立/ 營運地點	Issued ordinary/ registered capital 已發行普通股/ 註冊資本	Percentage of 持有百分比		Principal activities 主要業務
			Interest attributable to the Group 本集團應佔權益	Profit sharing 應佔溢利	
Chia Tai Investment Co., Ltd. ("CTI") 正大投資有限公司(「正大投資」)	PRC/PRC 中國/中國	RMB4,158,722,926 4,158,722,926人民幣	35.0%	35.0%	Investment holding and trading of raw materials 投資控股及原材料貿易

On 1 December 2020, CTI, originally a wholly-owned subsidiary of the Company, completed the acquisition of 43 entities that are principally engaged in swine business from CTAI, a related company of the Company, for an aggregate consideration of RMB28,140 million (equivalent to approximately US\$4,312 million). The consideration was settled by means of issuance of new shares in CTI to CTAI representing 65% of its share capital as enlarged by such issue. Upon completion of this transaction on 1 December 2020, CTI is owned as to 35% by the Company and 65% by CTAI.

Accordingly, the financial results of CTI for the period from 1 January 2020 to 30 November 2020 were de-consolidated and presented as "Discontinued operations" (note 41) in the consolidated financial statements in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Prior year comparative information has also been restated to conform with the current year presentation. Financial results of CTI for the month of December 2020 were equity picked up and shown under "Share of profits and losses of a 35%-owned associate - CTI" on the consolidated statement of comprehensive income.

Upon completion of the acquisition of 43 entities, CTI Group is principally engaged in the production and sale of animal feed and breeding, farming and sale of swine and sale of pork. CTI is a non-listed corporate entity whose quoted market price is not available.

- (c) Summarised financial information of CTI Group, adjusted for any differences in accounting policy, and a reconciliation to the carrying amount in these financial statements, are disclosed below:

24 於聯營公司的權益(續)

附註：(續)

- (b) 由本公司間接持有之主要聯營公司詳情如下：

Percentage of
持有百分比

On 1 December 2020, CTI, originally a wholly-owned subsidiary of the Company, completed the acquisition of 43 entities that are principally engaged in swine business from CTAI, a related company of the Company, for an aggregate consideration of RMB28,140 million (equivalent to approximately US\$4,312 million). The consideration was settled by means of issuance of new shares in CTI to CTAI representing 65% of its share capital as enlarged by such issue. Upon completion of this transaction on 1 December 2020, CTI is owned as to 35% by the Company and 65% by CTAI.

正大投資，原為一家本公司全資擁有之附屬公司，於二零二零年十二月一日完成向正大畜牧，一家本公司的關連公司，收購其43家主要從事豬業務公司的股權，總代價為281.40億人民幣(相等於約43.12億美元)。總代價會以正大投資發行其新股份支付，佔正大投資發行後經擴大股本的65%。於二零二零年十二月一日完成交易後，本公司將持有35%正大投資，其餘65%則由正大畜牧持有。

因此，正大投資於截至二零二零年一月一日至十一月三十日止期間的財務業績不再合併並根據國際財務報告準則5號持作出售之非流動資產及已終止經營業務於本財務資料以「已終止經營業務」附註41呈列。比較數字已因應本年呈報方式而重列。正大投資於二零二零年十二月的財務業績則以權益法列賬並於綜合全面收益表以「應佔溢利及虧損：一家佔35%之聯營公司－正大投資」呈列。

完成收購43家公司後，正大投資集團主要從事產銷動物飼料、及繁殖、養殖和銷售豬隻。正大投資為無市場報價的非上市企業實體。

- (c) 就會計政策的任何差異作出調整後，正大投資集團的財務資料概要，及本財務報表的賬面值對賬披露如下：

		As at 31 December 2020 於二零二零年 十二月三十一日 US\$'000 美元千元
Gross amounts of CTI Group's:	正大投資集團以下各項的總額：	
Current assets	流動資產	2,638,763
Non-current assets	非流動資產	7,319,643
Current liabilities	流動負債	2,340,837
Non-current liabilities	非流動負債	867,455
Total shareholder's equity	股東權益總額	6,526,601
Net asset value	淨資產	6,750,114
Reconciled to the Group's interest in CTI Group:	與本集團於正大投資集團權益的對賬：	
CTI Group's net assets:	正大投資集團資產淨值	6,526,601
Group effective interest	本集團有效權益	35%
Carrying amount in the consolidated financial statements	綜合財務報表的賬面值	2,284,310
Included in the above assets and liabilities:	計入上述資產及負債：	
Cash and cash equivalents	現金及現金等價物	549,832

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

24 INTERESTS IN ASSOCIATES (continued)

24 於聯營公司的權益(續)

Notes: (continued)

附註：(續)

(c) (continued)

(c) (續)

		For the month of December 2020 二零二零年 十二月內 US\$'000 美元千元
Revenue	收入	868,074
Gross profit	毛利	157,889
Net change in fair value of biological assets	生物資產公允值之變動淨額	19,562
Profit before taxation	除稅前溢利	213,002
Profit after taxation	除稅後溢利	200,226
Other comprehensive income	其他全面收益	13,343
Total comprehensive income	全面收益總額	213,569
Net profit attributable to shareholders	除生物資產公允值之變動淨額後	
after net change in fair value of biological assets	歸屬予股東之淨溢利	189,856
Net profit attributable to shareholders	除生物資產公允值之變動淨額前	
before net change in fair value of biological assets	歸屬予股東之淨溢利	170,294
Included in the above profit:	計入上述溢利：	
Depreciation and amortisation	折舊及攤銷	(7,491)
Interest expense, net	利息費用淨額	(4,941)
Income tax expense	所得稅費用	(12,776)

The additional depreciation for the month of December 2020 raised from the fair value upward adjustment on transaction completion date amounted to US\$5,836,000.

於二零二零年十二月內，來自交易完成日公允值上調之額外折舊為583.6萬美元。

(d) The Group's trade receivable, trade payable, other receivable and other payables with associates are disclosed in notes 28(c), 31, 29 and 32(b) to the financial statements, respectively.

(d) 本集團源自聯營公司之應收貿易賬款、應付貿易賬款、其他應收賬款及其他應付賬款，已分別披露於財務報表之附註28(c)、31、29及32(b)。

(e) The Group is still in the process of assessing the final fair value of the total identifiable net assets acquired and therefore the amount of goodwill on acquisition may be adjusted subsequently.

(e) 本集團仍在評估收購的總可識別資產淨值的最終公允值，因此收購所產生的商譽可能會於之後調整。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

25 OTHER FINANCIAL ASSETS

25 其他金融資產

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Equity investments measured at FVOCI (non-recycling):	權益投資按公允值計量並透過其他全面收益列賬		
	(不可循環至損益):		
Listed equity investment, at fair value	上市之權益投資, 按公允值	(b) -	17,206
Notes:		附註:	
(a)	The Group held the above equity investments for long-term strategic purposes and designates them as equity investments measured at FVOCI (non-recycling).	(a)	本集團持有的權益投資是作為長期策略性, 按公允值計量並透過其他全面收益列賬(不可循環至損益)。
(b)	The movement of the Group's equity investment is as follows:	(b)	本集團權益投資變動如下:
		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
At 1 January	於一月一日	17,206	15,042
Net change in fair value	公允值變動淨額	(6,388)	3,568
Disposals	出售	-	(1,096)
Exchange realignment	匯兌調整	859	(308)
Deemed disposal of CTI	視作出售正大投資	41 (11,677)	-
At 31 December	於十二月三十一日	-	17,206

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

26 GOODWILL

26 商譽

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
At 1 January	於一月一日	35,030	35,461
Exchange realignment	匯兌調整	2,342	(431)
Deemed disposal of CTI	視作出售正大投資	41 (37,372)	-
At 31 December	於十二月三十一日	-	35,030

Goodwill represented the assets that do not meet the criteria for recognition in the financial statements including workforce and synergies that the Group expected to achieve through the business combinations.

商譽乃不符合確認為財務報表任何類別之資產，包括本集團預期通過業務合併可達到的人力及協同效應。

Goodwill is allocated to the Group's cash-generating units (CGU) identified according to the country of operation and the operating segment.

商譽按業務及經營分類的所屬國家分配到可識別的現金生產單位。

As at 31 December 2019, the entire goodwill was included in the statement of financial position of CTI Group, which became an associate of the Group on 1 December 2020 (note 41). The recoverable amount of the CGU was determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3%. The cash flows were discounted using a discount rate of 12%. The discount rate used was pre-tax and reflect specific risks relating to the relevant CGUs.

於二零一九年十二月三十一日，全部商譽乃包括於正大投資集團綜合財務狀況表中，正大投資集團於二零二零年十二月一日成為本集團之聯營公司（附註41）。現金生產單位的可收回金額乃按使用價值計算得出。該等計算乃根據管理層核准涵蓋5年期的財務預算進行的現金流量預測。超過5年期的現金流量乃按3%的估計加權平均增長率進行推算。現金流量預測按現率12%進行折現。採用之折現率乃稅前，並反映與該相關現金生產單位有關之特別風險。

27 INVENTORIES

27 存貨

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Raw materials	原料	315,712	585,231
Work in progress	在製品	9,702	6,912
Finished goods	產成品	83,753	161,260
		409,167	753,403

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

28 TRADE AND BILLS RECEIVABLES

28 應收貿易賬款及票據

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Trade receivables	應收貿易賬款	123,285	246,296
Bills receivable	應收票據	-	11,715
		123,285	258,011

Depending on the requirements of the market and business, the Group may extend credit to its customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management and interest may be charged by the Group for overdue trade receivables at rates determined by the Group with reference to market practice. In the opinion of the directors, there is no significant concentration of credit risk. An aging analysis of the Group's trade and bills receivables, based on the date of delivery of goods, is as follows:

取決於市場及業務需求，本集團或給予客戶信貸期。本集團對結欠賬款採取嚴格之監控。管理層亦會定時檢查過期之結欠，及可能會按本集團參考市場慣例釐定之利率計息。按董事意見，本集團沒有重大集中信貸風險。本集團應收貿易賬款及票據之賬齡分析(以發貨日期為基準)如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
60 days or below	60日或以下	106,968	219,916
61 to 180 days	61至180日	14,509	31,582
Over 180 days	多於180日	1,808	6,513
		123,285	258,011

Notes:

附註：

(a) The movements of impairment allowance for trade and bills receivables are as follows:

(a) 應收貿易賬款及票據減值撥備變動如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
At 1 January	於一月一日	11,810	11,596
Impairment allowance, net	減值撥備淨額	1,231	2,569
Uncollectible amounts written off	無法收回之撤銷金額	(11)	(2,355)
At 31 December	於十二月三十一日	13,030	11,810

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

28 TRADE AND BILLS RECEIVABLES (continued) 28 應收貿易賬款及票據(續)

Notes: (continued)

- (b) An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type, etc). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2020 於二零二零年十二月三十一日

Weighted average expected loss rate	加權平均預期虧損率
Gross carrying amount (US\$'000)	總帳面值 (美元千元)
Expected credit loss (US\$'000)	預期信貸虧 (美元千元)

As at 31 December 2019 於二零一九年十二月三十一日

Weighted average expected loss rate	加權平均預期虧損率
Gross carrying amount (US\$'000)	總帳面值 (美元千元)
Expected credit loss (US\$'000)	預期信貸虧 (美元千元)

- (c) Included in the Group's trade receivables as at 31 December 2020 are aggregate amounts of nil (2019: US\$2,742,000) and US\$53,054,000 (2019: US\$175,268,000) due from joint ventures and related companies, respectively, arising from transactions carried out in the ordinary course of business of the Group. The balances are unsecured, bear interest at rates determined by the Group after past due and are repayable within credit periods similar to those offered by the Group to its independent third party customers.

附註：(續)

- (b) 每個報告日期使用撥備模型進行減值分析，以計量預期信貸虧損。撥備率基於具有類似損失模式的各個客戶群的分組的過期天數(即按地理區域、產品類型、客戶類型等)。該計算反映了概率加權結果、貨幣時間價值以及報告日已知悉的過去事件、當前狀況和未來經濟狀況預測的合理和可支援信息。

以下載列有關本集團應收貿易款項使用撥備模型的信貸風險的資料：

Neither past due nor impaired 未到期或未減值	Less than 180 days past due 過期少於180日	Over 180 days past due 過期多於180日	Total 總計
--	---	------------------------------------	-------------

0.01%	0.25%	81.64%	9.56%
80,694	39,796	15,825	136,315
8	101	12,921	13,030

0.01%	0.84%	79.11%	4.38%
214,667	40,682	14,472	269,821
21	340	11,449	11,810

- (c) 本集團於二零二零年十二月三十一日之應收貿易賬款包括本集團經營日常業務交易所產生合計為無(二零一九年：274.2萬美元)及5,305.4萬美元(二零一九年：1億7,526.8萬美元)分別為應收合營企業及關連公司之款項。該等餘額乃無抵押，於過期後按本集團所定之利率計息，及須於信貸期內償還(與本集團向獨立第三方客戶提供之利率及信貸期相若)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

29 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

29 預付賬款、按金及其他應收賬款

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Prepayments	預付賬款	149,485	182,987
Deposits	按金	1,022	15,443
Other receivables	其他應收賬款	145,295	96,292
Derivative financial instruments	衍生金融工具	-	359
		295,802	295,081

Notes:

- (a) Included in the Group's prepayments, deposits and other receivables as at 31 December 2020 were aggregate amounts of nil (2019: US\$5,758,000), US\$96,320,000 (2019: US\$2,585,000) and US\$44,165,000 (2019: US\$146,039,000) due from joint ventures, associates and related companies, respectively.

The balances with joint ventures were unsecured, interest-free and had no fixed terms of repayment, except for an aggregate amount of US\$5,501,000 due from certain joint ventures which bear interest rate at 4.9% per annum and were repayable on demand as at 31 December 2019.

The balances with associates and related companies are unsecured, interest-free and have no fixed terms of repayment.

- (b) As at December 2020, the balance of impairment allowance for deposits and other receivables was US\$5,244,000 (2019: US\$4,911,000) that resulting from default events that are expected over the remaining life of the exposure (lifetime ECLs).

附註：

- (a) 本集團於二零二零年十二月三十一日之預付賬款、按金及其他應收賬款中，包含合計無(二零一九年：575.8萬美元)、9,632.0萬美元(二零一九年：258.5萬美元)及4,416.5萬美元(二零一九年：1億4,603.9萬美元)分別為應收合營企業、聯營公司及關連公司之款項。

與合營企業之餘額，除了於二零一九年十二月三十一日之合計550.1萬美元應收若干合營企業需按年利率4.9%計息及按要求償還外，其餘餘額均無抵押、免息及無固定還款期。

與聯營公司及關連公司之餘額乃無抵押、免息及無固定還款期。

- (b) 於二零二零年十二月三十一日，在餘下年限內的預計信貸損失(年限內預期信貸虧損)導致按金及其他應收款項的減值準備為524.4萬美元(二零一九年：491.1萬美元)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30 CASH AND BANK BALANCES AND OTHER
CASH FLOW INFORMATION

30 現金及銀行存款及其他現金流量資料

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Cash and bank balances other than time deposits	現金及銀行結存 (不包括定期存款)	339,703	407,920
Time deposits	定期存款	209,689	34,436
Total cash and bank balances	現金及銀行存款總額	549,392	442,356
Less: Pledged deposits	減：已抵押存款	(11,896)	(17,699)
Less: Time deposits with maturity over three months	減：到期日超過三個月之定期存款	(1,605)	(2,293)
Cash and cash equivalents	現金及現金等價物	535,891	422,364

Notes:

附註：

- (a) At 31 December 2020, the cash and bank balances of the Group denominated in Renminbi ("RMB") and Vietnamese Dong ("VND") amounted to US\$64,442,000 (2019: US\$366,752,000) and US\$451,087,000 (2019: US\$67,712,000), respectively. RMB and VND are not freely convertible into other currencies. Under Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations in China and the Law on Foreign Investment in Vietnam, the Group is permitted to exchange RMB and VND into other currencies through banks authorised to conduct foreign exchange business for our foreign currency businesses such as imports of raw materials and equipment, distribution of dividends, etc.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods depending on the cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and pledged deposits are deposited with credit-worthy banks with no recent history of default.

- (a) 於二零二零年十二月三十一日，本集團之以人民幣及越南盾計值的現金及銀行結存分別為6,444.2萬美元(二零一九年：3億6,675.2萬美元)及4億5,108.7萬美元(二零一九年：6,771.2萬美元)。人民幣及越南盾並不能自由兌換成其他貨幣。根據中國大陸外匯管制規定及結匯、售匯及付匯管理規定及越南外資投資法規，本集團獲准透過獲授權進行外幣兌換業務之銀行把人民幣及越南盾兌換成其他貨幣，以進行外幣業務交易例如進口原材料及設備，分派股息等。
- (b) 存放於銀行之現金按每日銀行浮動的存款率賺取利息。根據本集團對現金的需求按做期限不等的定期存款，並賺取按不同定期存款率計算之利息。銀行結存及已抵押存款存放於近期無拖欠記錄及信譽良好之銀行。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30 CASH AND BANK BALANCES AND OTHER CASH FLOW INFORMATION (continued)

Notes: (continued)

(c) Reconciliation of liabilities arising from financing activities:

The table below sets out the changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flow were, or future cash flow will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

		Bank borrowings 銀行借款 US\$'000 美元千元	Corporate bond 企業債券 US\$'000 美元千元	Lease liabilities 租賃負債 US\$'000 美元千元	Total 總額 US\$'000 美元千元
At 1 January 2020	於二零二零年一月一日	1,722,976	11,833	477,110	2,211,919
Changes from financing cash flow:	融資現金流變動：				
Proceeds from new bank borrowings	新增銀行借款	2,113,529	-	-	2,113,529
Repayment of bank borrowings	償還銀行借款	(1,906,336)	-	-	(1,906,336)
Redemption of corporate bond	贖回企業債券	-	(11,973)	-	(11,973)
Capital element of lease rental paid	已付租賃租金之 本金部份	-	-	(43,282)	(43,282)
Total changes from financing cash flows	融資現金流總變動	1,930,169	(140)	433,828	2,363,857
Exchange realignment	匯兌調整	65,190	140	4,331	69,661
Other changes:	其他變動：				
Increase in lease liabilities from entering into new leases during the year	年內因訂立新租賃而 增加的租賃負債	-	-	70,742	70,742
Acquisition of subsidiaries	收購附屬公司	6,630	-	96	6,726
Amortisation of upfront fee	前端初始費攤銷	2,439	-	-	2,439
Deemed disposal of CTI	視作出售正大投資	(868,501)	-	(28,450)	(896,951)
At 31 December 2020	於二零二零年 十二月三十一日	1,135,927	-	480,547	1,616,474

30 現金及銀行存款及其他現金流量資料 (續)

附註：(續)

(c) 融資活動所產生的負債之調節表：

下表介紹本集團融資活動產生的負債變化，包括來自現金和非現金之變化。融資活動所產生的負債為其現金流量或未來現金流量將會在本集團綜合現金流量表中分類為融資活動所產生的現金流。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30 CASH AND BANK BALANCES AND OTHER
CASH FLOW INFORMATION (continued)

30 現金及銀行存款及其他現金流量資料
(續)

Notes: (continued)

附註：(續)

(c) Reconciliation of liabilities arising from financing activities
(continued):

(c) 融資活動所產生的負債之調節表(續)：

		Bank borrowings 銀行借款 US\$'000 美元千元	Corporate bond 企業債券 US\$'000 美元千元	Lease liabilities 租賃負債 US\$'000 美元千元	Total 總額 US\$'000 美元千元
At 1 January 2019	於二零一九年一月一日	1,666,326	145,041	–	1,811,367
Impact on initial application of IFRS 16	首次採納國際財務報告 準則第16號之影響	–	–	388,410	388,410
Adjusted balance at 1 January 2019	於二零一九年一月一日調整後	1,666,326	145,041	388,410	2,199,777
Changes from financing cash flow:	融資現金流變動：				
Proceeds from new bank borrowings	新增銀行借款	1,655,480	–	–	1,655,480
Repayment of bank borrowings	償還銀行借款	(1,586,142)	–	–	(1,586,142)
Redemption of corporate bond	贖回企業債券	–	(130,545)	–	(130,545)
Capital element of lease rental paid	已付租賃租金之本金部份	–	–	(34,096)	(34,096)
Total changes from financing cash flows	融資現金流總變動	69,338	(130,545)	(34,096)	(95,303)
Exchange realignment	匯兌調整	(14,537)	(3,004)	(102)	(17,643)
Other changes:	其他變動：				
Increase in lease liabilities from entering into new leases during the year	年內因訂立新租賃而 增加的租賃負債	–	–	122,898	122,898
Amortisation of upfront fee	前端初始費攤銷	1,849	341	–	2,190
At 31 December 2019	於二零一九年十二月三十一日	1,722,976	11,833	477,110	2,211,919

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30 CASH AND BANK BALANCES AND OTHER CASH FLOW INFORMATION (continued)

Notes: (continued)

(d) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases comprise the following:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Within investing activities	包含在投資活動	4,077	28,442
Cash flows for land use rights	就土地使用權之現金流	4,077	28,442
Within operating activities	包含在經營活動	70,532	59,286
Within financing activities	包含在融資活動	43,282	34,096
Cash flows for other right-of-use assets	就其他使用權資產之現金流	113,814	93,382

31 TRADE AND BILLS PAYABLES

An aging analysis of the Group's trade payables as at the end of the reporting period, based on the date of receipt of goods, is as follows:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
60 days or below	60日或以下	260,051	312,496
61 to 180 days	61至180日	91,296	30,032
Over 180 days	多於180日	33,748	8,517
Bills payable	應付票據	385,095 6,129	351,045 95,071
		391,224	446,116

Included in the Group's trade payables as at 31 December 2020 is an aggregate amount of nil (2019: US\$1,631,000), US\$132,337,000 (2019: nil) and US\$71,170,000 (2019: US\$69,746,000) due to joint ventures, associate and related companies respectively, arising from transactions carried out in the ordinary course of business of the Group. The balances are unsecured, interest-free and are repayable within credit periods similar to those offered by its independent third party suppliers.

30 現金及銀行存款及其他現金流量資料 (續)

附註：(續)

(d) 租賃現金流出總額

就租賃計入綜合現金流量表之金額包括以下各項：

31 應付貿易賬款及票據

本集團於報告期末應付貿易賬款之賬齡分析 (以收貨日期為基準) 如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
60 days or below	60日或以下	260,051	312,496
61 to 180 days	61至180日	91,296	30,032
Over 180 days	多於180日	33,748	8,517
Bills payable	應付票據	385,095 6,129	351,045 95,071
		391,224	446,116

本集團於二零二零年十二月三十一日之應付貿易賬款包括經營日常業務交易時所產生的應付合營企業、聯營公司及關連公司之款項分別合計無 (二零一九年：163.1萬美元)、1億3,233.7萬美元 (二零一九年：無) 及7,117.0萬美元 (二零一九年：6,974.6萬美元)。該等餘額乃無抵押、免息及須於信貸期內償還 (與本集團獨立第三方供應商所提供之信貸期相若)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

32 OTHER PAYABLES AND ACCRUALS

32 其他應付賬款及預提費用

			2020 二零二零年	2019 二零一九年
		Note 附註	US\$'000 美元千元	US\$'000 美元千元
Contract liabilities	合約負債	(a)	29,813	107,086
Deferred income	遞延收入		-	46,038
Accruals	預提費用		217,706	264,540
Other payables	其他應付賬款		175,758	141,430
Derivative financial instruments	衍生金融工具		10,824	-
			434,101	559,094

Notes:

- (a) As at 31 December 2020, the Group has contract liabilities of US\$29,813,000 (2019: US\$107,086,000), which represents the obligation to transfer goods to customers for which the consideration has been received. All contract liabilities at the beginning of the reporting period were recognised as revenue in the current reporting period from performance obligations satisfied upon delivery of goods.
- (b) Included in the Group's other payables and accruals as at 31 December 2020 were aggregate amounts of nil (2019: US\$22,120,000), US\$108,669,000 (2019: US\$38,000) and US\$53,520,000 (2019: US\$64,790,000) due to joint ventures, associates and related companies, respectively.

The balances with joint ventures, associates and related companies are unsecured, interest-free and have no fixed terms of repayment, except for (i) an aggregate amount of US\$22,111,000 due to certain joint ventures which bear interest rate at 2% per annum, and are repayable on demand as at 31 December 2019, (ii) US\$3,027,000 due to a related company which bear interest rate at 6% per annum and are repayable within one year as at 31 December 2019, (iii) US\$25,945,000 (2019: US\$23,126,000) due to a related company which is repayable within one month and, (iv) US\$13,789,000 (2019: nil) due to a related company which bear interests at 3.85% – 4.35% and are repayable within one year.

附註：

- (a) 於二零二零年十二月三十一日，本集團的合約負債為2,981.3萬美元（二零一九年：1億708.6萬美元），即代表向已收取代價的客戶轉移貨品的責任。於報告期初的所有合約負債，已於本報告期間按履約交付貨品時確認為收入。
- (b) 本集團於二零二零年十二月三十一日之其他應付賬款及預提費用包括合計無（二零一九年：2,212.0萬美元）、1億866.9萬美元（二零一九年：3.8萬美元）及5,352.0萬美元（二零一九年：6,479.0萬美元）分別為應付合營企業、聯營公司及關連公司之款項。

與合營企業、聯營公司及關連公司之餘額，除了(i)於二零一九年十二月三十一日，合計2,211.1萬美元應付若干合營企業需按年利率2%計息及按要求償還，(ii)於二零一九年十二月三十一日，302.7萬美元應付一家關連公司需按年利率6%計息及需於一年內償還，(iii)2,594.5萬美元（二零一九年：2,312.6萬美元）應付一家關連公司款項需於一個月內償還，以及(iv)1,378.9萬美元（二零一九年：無）應付一家關連公司款項按年利率3.85% – 4.35%計算及需於一年內償還外，其餘餘額均無抵押、免息及無固定還款期。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

33 BANK BORROWINGS

33 銀行借款

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
		Note 附註		
Bank borrowings, secured	有抵押銀行借款	(a),(b)	115,168	186,694
Bank borrowings, unsecured	無抵押銀行借款		1,020,759	1,536,282
Total bank borrowings	銀行借款總額		1,135,927	1,722,976
Analysed into amounts repayable:	償還金額分析為：			
Within one year or on demand	一年內或按要求		306,307	1,174,796
In the second year	於第二年		72,648	365,771
In the third to fifth year	於第三至五年		391,872	165,639
Beyond five years	超過五年		365,100	16,770
Total bank borrowings	銀行借款總額		1,135,927	1,722,976
Portion classified as current liabilities	分類為流動負債部份	(c)	(306,307)	(1,174,796)
Non-current portion	非流動部份		829,620	548,180

Notes:

- (a) At 31 December 2020, certain of the Group's property, plant and equipment with carrying amounts of US\$92,470,000 (2019: US\$153,135,000) (note 16(b)) were pledged as security for bank borrowings of the Group.
- (b) At 31 December 2020, certain of the Group's land use rights with carrying amounts of US\$36,318,000 (2019: US\$54,596,000) (note 18) were pledged as security for bank borrowings of the Group.

附註：

- (a) 於二零二零年十二月三十一日，本集團之若干樓宇及機器合計賬面淨值9,247.0萬美元(二零一九年：1億5,313.5萬美元)(附註16(b))已作為本集團銀行借款之抵押品。
- (b) 於二零二零年十二月三十一日，本集團之若干土地使用權賬面值合計3,631.8萬美元(二零一九年：5,459.6萬美元)(附註18)已作為本集團銀行借款之抵押品。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

33 BANK BORROWINGS (continued)

33 銀行借款(續)

Notes: (continued)

附註：(續)

(c) The carrying amounts of the bank borrowings of the Group are denominated in the following currencies:

(c) 本集團之銀行借款賬面值按以下貨幣為單位：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
US\$	美元	746,802	672,079
VND	越南盾	163,907	343,530
RMB	人民幣	225,218	707,367
		1,135,927	1,722,976

As at 31 December 2020, none of the covenants relating to bank borrowings had been breached (2019: nil).

於二零二零年十二月三十一日，概無違反任何有關銀行借款的契諾(二零一九年：無)。

(d) As at 31 December 2020, the Group's current portion of long-term bank borrowings amounted to US\$44,265,000 (2019: US\$330,043,000).

(d) 於二零二零年十二月三十一日，本集團長期銀行借款之流動部份為4,426.5萬美元(二零一九年：3億3,004.3萬美元)。

34 CORPORATE BOND

34 企業債券

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
At 1 January	於一月一日	11,833	145,041
Redemption	贖回	(11,973)	(130,545)
Amortisation of upfront fee	前端初始費攤銷	-	341
Exchange realignment	滙兌調整	140	(3,004)
At 31 December, non-current	於十二月三十一日，非流動	-	11,833

On 29 November 2016, the corporate bond with a principal amount of RMB1,000,000,000 (equivalent to US\$146,305,000) was issued and listed on the Shanghai Stock Exchange. After deducting the issuance costs, the Group received a net proceed of RMB990,000,000 (equivalent to US\$144,842,000) from the issuance. CTI used the proceeds from the issuance for repayment of loans from financial institutions and replenishment of working capital.

於二零一六年十一月二十九日，本金金額為人民幣10億元(相等於1億4,630.5萬美元)的企業債券已發行並在上海證券交易所上市。扣除發行費用後，本集團收到的發行淨所得款為人民幣9.9億元(相等於1億4,484.2萬美元)。正大投資將發行的所得款項用於償還銀行貸款及補充流動資金。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 CORPORATE BOND (continued)

The coupon rate of the corporate bond was fixed at 3.69% per annum. The maturity of the corporate bond shall be 5 years, with CTI's right to adjust the coupon rate and a right of redemption exercisable by the holders at the end of the first three-year period. During the year ended 31 December 2019, certain bond holders exercised their redemption rights as per the terms and conditions of the corporate bond. As at 31 December 2019, the carrying amount of the corporate bond after these redemptions was RMB82,394,000 (equivalent to US\$11,833,000) and was classified as a non-current liability as at 31 December 2019.

On 23 July 2020, the Group held a meeting with its corporate bond holders and obtained their approval on early repayment by the Group. Hence, instead of the original repayment date in November 2021, the Group had repaid the corporate bond on 3 August 2020.

35 LEASE LIABILITIES

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
At 1 January	於一月一日	477,110	388,410
Continuing operations	持續經營業務		
Acquisition of subsidiaries	收購附屬公司	96	-
New leases	新增租賃	57,583	106,201
Payments	付款	(37,818)	(29,854)
Exchange realignment	滙兌調整	2,286	479
Discontinued operations	已終止經營業務		
New leases	新增租賃	13,159	16,697
Payments	付款	(5,464)	(4,242)
Exchange realignment	滙兌調整	2,045	(581)
Deemed disposal of CTI	視作出售正大投資	(28,450)	-
At 31 December	於十二月三十一日	480,547	477,110
Analysed into:	分析如下:		
Current portion	流動部分	38,076	36,749
Non-current portion	非流動部分	442,471	440,361
		480,547	477,110

34 企業債券(續)

該企業債券之票面利率已釐定為每年3.69%。該企業債券之期限為五年，而於第三年末正大投資擁有調整票面利率之選擇權及投資者擁有回售之選擇權。截至二零一九年十二月三十一日止年度內，若干債券持有者按企業債券的條款和條件行使贖回權。於二零一九年十二月三十一日，企業債券賬面值於贖回後為人民幣8,239.4萬(相等於1,183.3萬美元)及於二零一九年十二月三十一日全部餘額被分類為非流動負債。

於二零二零年七月二十三日，本集團與企業債券持有人舉行會議，並獲得債券持有人批准本集團提早還款。因此，本集團於二零二零年八月三日償還原定於二零二一年十一月還款的企業債券。

35 租賃負債

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

35 LEASE LIABILITIES (continued)

At 31 December 2020, the lease liabilities were repayable as follows:

35 租賃負債(續)

於二零二零年十二月三十一日，租賃負債償還金額分析以下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Within 1 year	一年內	38,076	36,749
After 1 year but within 2 years	一年後至二年內	36,636	35,987
After 2 years but within 5 years	二年後至五年內	114,316	109,699
After 5 years	五年以後	291,519	294,675
		442,471	440,361
		480,547	477,110

36 OTHER NON-CURRENT LIABILITIES

Provision for severance allowance
Non-current portion of deferred income
Derivative financial instruments

36 其他非流動負債

2020
二零二零年
US\$'000
美元千元

2019
二零一九年
US\$'000
美元千元

遺散津貼撥備	1,576	1,583
非流動部份的遞延收入	22,040	56,325
衍生金融工具	1,266	-
	24,882	57,908

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37 DEFERRED TAX

Net deferred tax assets/liabilities recognised in the consolidated statement of financial position are as follows:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Deferred tax assets	遞延稅項資產	8,242	12,154
Deferred tax liabilities	遞延稅項負債	(39,550)	(82,373)
		(31,308)	(70,219)

37 遞延稅項

本集團於綜合財務狀況表中確認之淨遞延稅項資產／負債如下：

The components of the Group's deferred tax assets and liabilities and their movements during the year are as follows:

於年內，本集團之遞延稅項資產及負債之變動如下：

		Revaluation of properties, plant and machinery and intangible assets	Revaluation of other financial assets	Revaluation of biological assets	Depreciation in excess of related depreciation allowance	Losses available for offsetting future taxable profits	Dividend withholding tax	Others	Net deferred tax assets/(liabilities)
		物業、廠房及機器及無形資產重估	其他金融資產重估	生物資產重估	折舊費用超出相關折舊扣稅額	用於沖減將來應課稅利潤之可彌補虧損	股息扣繳稅額	其他	淨遞延稅項資產/(負債)
		US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元	US\$'000 美元千元
At 1 January 2020	於二零二零年一月一日	(26,476)	(3,041)	(40,408)	5,221	10,420	(11,101)	(4,834)	(70,219)
Continuing operations	持續經營業務								
Deferred tax credited/(charged) to profit or loss during the year (note 12)	年內於損益內增加/(扣除)之遞延稅項(附註12)	(98)	-	(838)	(249)	(9)	12,253	7,026	18,085
Deferred tax credited to equity during the year	年內於權益內增加之遞延稅項	1,339	-	-	-	-	-	253	1,592
Exchange realignment	匯兌調整	(136)	-	(179)	20	377	-	148	230
Discontinued operations	已終止經營業務								
Deferred tax credited/(charged) to profit or loss during the year	年內於損益內增加/(扣除)之遞延稅項	765	-	-	-	-	-	(2,683)	(1,918)
Deferred tax credited to equity during the year	年內於權益內增加之遞延稅項	-	1,597	-	-	-	-	-	1,597
Exchange realignment	匯兌調整	(950)	(131)	-	-	240	-	(61)	(904)
Deemed disposal of CTI (note 41)	視作出售正大投資(附註41)	15,127	1,575	-	-	(3,828)	-	7,355	20,229
At 31 December 2020	於二零二零年十二月三十一日	(10,429)	-	(41,425)	4,992	7,200	1,152	7,202	(31,308)

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37 DEFERRED TAX (continued)

37 遞延稅項(續)

The components of the Group's deferred tax assets and liabilities and their movements during the year are as follows:

於年內，本集團之遞延稅項資產及負債之變動如下：

		Revaluation of properties, plant and machinery and intangible assets	Revaluation of other financial assets	Revaluation of biological assets	Depreciation in excess of related depreciation allowance	Losses available for offsetting future taxable profits 用於沖減 將來應課 稅利潤之 可彌補虧損	Dividend withholding tax	Others	Net deferred tax assets/ (liabilities)
		物業、廠房及 機器及無形資 產重估	其他金融 資產重估	生物 資產重估	折舊費用 超出相關 折舊扣稅額	用於沖減 將來應課 稅利潤之 可彌補虧損	股息 扣繳稅額	其他	淨遞延稅項 資產/(負債)
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		美元千元	美元千元	美元千元	美元千元	美元千元	美元千元	美元千元	美元千元
At 1 January 2019	於二零一九年 一月一日	(24,487)	(1,331)	(24,182)	1,927	10,592	(19,567)	(13,395)	(70,443)
Effect of adoption of IFRS 16	採納國際財務報告準 則第16號之影響	-	-	-	-	-	-	8,166	8,166
At 1 January 2019 (restated)	於二零一九年 一月一日(經重列)	(24,487)	(1,331)	(24,182)	1,927	10,592	(19,567)	(5,229)	(62,277)
Continuing operations	持續經營業務								
Deferred tax credited/ (charged) to profit or loss during the year (note 12)	年內於損益內增加/ (扣除)之遞延稅項 (附註12)	(116)	-	(16,187)	3,393	(10)	8,466	(756)	(5,210)
Deferred tax credited to equity during the year	年內於權益內增加 之遞延稅項	19	-	-	-	-	-	-	19
Exchange realignment	匯兌調整	(34)	-	(39)	(99)	(77)	-	112	(137)
Discontinued operations	已終止經營業務								
Deferred tax credited/ (charged) to profit or loss during the year	年內於損益內增加/ (扣除)之遞延稅項	1,246	-	-	-	(40)	-	999	2,205
Deferred tax charged to equity during the year	年內於權益內扣除 之遞延稅項	(40)	(1,791)	-	-	-	-	-	(1,831)
Disposal of other financial assets	出售其他金融資產	-	20	-	-	-	-	-	20
Acquisition of a subsidiary (note 42)	收購一家附屬公司 (附註42)	(2,822)	-	-	-	-	-	-	(2,822)
Exchange realignment	匯兌調整	(242)	61	-	-	(45)	-	40	(186)
At 31 December 2019	於二零一九年 十二月三十一日	(26,476)	(3,041)	(40,408)	5,221	10,420	(11,101)	(4,834)	(70,219)

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37 DEFERRED TAX (continued)

Notes:

- (a) The Group has tax losses arising in mainland China that will expire within five years for offsetting against future taxable profits.

At 31 December 2020, deferred tax assets have not been recognised in respect of unused tax losses of US\$151,372,000 (2019: US\$175,376,000) as it is not considered probable that taxable profits will be available against which the tax losses can be utilised. The unrecognised tax losses arose in mainland China, and will expire within five years from the end of the reporting period.

- (b) Pursuant to the PRC Corporate Income Tax 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 10%. The Group is therefore liable for withholding taxes on any dividends distributable by the subsidiaries established in mainland China in respect of earnings generated from 1 January 2008 onwards.
- (c) At 31 December 2020, temporary differences unrecognised for deferred tax liabilities relating to the undistributed profits of subsidiaries amounted to US\$65,776,000 (2019: US\$239,501,000). Deferred tax liabilities of US\$6,578,000 (2019: US\$23,950,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as it is probable that profits will not be distributed in the foreseeable future.
- (d) There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

37 遞延稅項(續)

附註：

- (a) 集團於中國大陸用作抵銷未來應課稅溢利之稅務虧損將於五年內到期。

於二零二零年十二月三十一日，因不認為有望出現應課稅溢利以使用而未確認為遞延稅項資產的稅務虧損為1億5,137.2萬美元(二零一九年：1億7,537.6萬美元)。該等未確認之稅務虧損於中國大陸產生，並將於本報告期末起五年內到期。

- (b) 根據中國企業所得稅法，於中國大陸成立之海外投資企業分派股息予海外投資者時，須徵收股息10%之扣繳稅。此條文於二零零八年一月一日生效及應用於二零零七年十二月三十一日之後的利潤。如中國與海外投資者隸屬之司法管轄範圍簽定稅務條約，或可享有較低的扣繳稅率。本集團之應用稅率為10%。因此，本集團就中國大陸成立之附屬公司於二零零八年一月一日之後產生的利潤相關的任何可分派股息須繳交扣繳稅。
- (c) 於二零二零年十二月三十一日，有關附屬公司未分派利潤而又未被確認為遞延稅項的暫時差異為6,577.6萬美元(二零一九年：2億3,950.1萬美元)。657.8萬美元(二零一九年：2,395.0萬美元)之有關於分派該等未分配利潤時須繳付的稅項之遞延稅項債務未被確認，因為該等溢利於可見將來很可能不被分派。
- (d) 本公司向股東派發股息並無附帶任何利得稅後果。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

38 SHARE CAPITAL

38 股本

Shares

股份

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Authorised	法定		
<i>Ordinary shares:</i>	<i>普通股：</i>		
36,000,000,000 shares (2019: 36,000,000,000 shares) of US\$0.01 each	36,000,000,000股 (二零一九年：36,000,000,000股) 每股面值0.01美元	360,000	360,000
<i>Convertible preference shares:</i>	<i>可換股優先股：</i>		
Series A – 20,000,000,000 shares (2019: 20,000,000,000 shares) of US\$0.01 each	A系列 – 20,000,000,000股 (二零一九年：20,000,000,000股) 每股面值0.01美元	200,000	200,000
Series B – 4,000,000,000 shares (2019: 4,000,000,000 shares) of US\$0.01 each	B系列 – 4,000,000,000股 (二零一九年：4,000,000,000股) 每股面值0.01美元	40,000	40,000
		240,000	240,000
		600,000	600,000
Issued and fully paid	已發行及繳足		
<i>Ordinary shares:</i>	<i>普通股：</i>		
24,071,837,232 shares (2019: 24,071,837,232 shares) of US\$0.01 each	24,071,837,232股 (二零一九年：24,071,837,232股) 每股面值0.01美元	240,718	240,718
<i>Convertible preference shares:</i>	<i>可換股優先股：</i>		
Series B – 1,261,077,748 shares (2019: 1,261,077,748 shares) of US\$0.01 each	B系列 – 1,261,077,748股 (二零一九年：1,261,077,748股) 每股面值0.01美元	12,611	12,611
		253,329	253,329

There is no movement in the Company's issued ordinary shares and convertible preference shares during the years ended 31 December 2020 and 2019.

於截至二零二零年及二零一九年十二月三十一日止年度內，本公司已發行普通股及可換股優先股概無變動。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

38 SHARE CAPITAL (continued)

Convertible preference shares

The convertible preference shares are convertible into ordinary shares of the Company and are entitled to the same dividends that are declared for the ordinary shares. Convertible preference shares do not carry the right to vote in shareholders' meeting. Upon winding up, the Company's residual assets and funds are distributed to the members of the Company in the following priority:

- (i) in paying to the holders of the convertible preference shares, *pari passu* as between themselves by reference to the aggregate nominal amounts of the convertible preference shares held by them respectively, an amount equal to the aggregate of the issue price of all the convertible preference shares held by them respectively;
- (ii) the balance of such assets shall be distributed on a *pari passu* basis among the holders of any class of shares in the capital of the Company other than the convertible preference shares and other than any shares which are not entitled to participate in such assets, by reference to the aggregate nominal amounts paid up on the shares held by them respectively; and
- (iii) the remaining balance of such assets shall belong to and be distributed on a *pari passu* basis among the holders of any class of shares including the convertible preference shares, other than any shares not entitled to participate in such assets, by reference to the aggregate nominal amounts of shares held by them respectively.

The convertible preference shares shall be non-redeemable by the Company or the holders thereof.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 39 to the financial statements.

38 股本(續)

可換股優先股

可換股優先股可轉換成本公司普通股及可收取與普通股持有人同等之股息。可換股優先股於股東會議並無投票權。於清盤時，本公司股東按以下次序分配本公司餘下資產及資金：

- (i) 向可換股優先股之持有人(彼等之間地位相等)參照彼等各自持有之可換股優先股面值總額支付相等於彼等各自持有之全部可換股優先股發行價總額之金額；
- (ii) 該等資產之結餘將按同等地位基準向本公司股本中任何類別股份(可換股優先股及無權參與分派該等資產之任何股份除外)之持有人(參照彼等各自持有之股份面值總額)予以分派；及
- (iii) 該等資產餘下之結餘將屬於並按同等地位基準向任何類別股份(包括可換股優先股但不包括無權參與分派該等資產之任何股份)之持有人(參照彼等各自持有之股份面值總額)予以分派。

本公司或持有人均不能對可換股優先股作出回購。

購股權

關於公司購股權計劃及授出購股權之細項說明，已包含於財務報表之附註39。

39 SHARE OPTION SCHEME

The Company operates a share option scheme (“2002 Share Option Scheme”) which became effective on 26 November 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. On 22 June 2012, the board of directors of the Company approved the Company to terminate the 2002 Share Option Scheme and adopt a new share option scheme (“Share Option Scheme”) in place of the 2002 Share Option Scheme, which will remain in force for a period of ten years from that date.

The Share Option Scheme is operated for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Share Option Scheme include the Company’s directors, senior executives, employees of the Group and those participants that, in the opinion of the directors, have contributions or potential contributions to the Group.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the ordinary shares of the Company in issue. The maximum number of ordinary shares issuable upon exercise of share options granted to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the ordinary shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders’ approval in advance in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the ordinary shares of the Company in issue and with an aggregate value (based on the price of the Company’s ordinary shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer (including the date of offer granted), upon payment of a nominal consideration of HK\$10 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after the grant and ends on a date which is not later than 10 years from the date of offer of the share options.

39 購股權計劃

本公司運作一個自二零零二年十一月二十六日起生效之購股權計劃（「2002購股權計劃」），除非另行取消或修訂外，自該日起持續有效十年。於二零一二年六月二十二日，本公司董事會批准本公司終止2002購股權計劃，並採納一個新的購股權計劃（「購股權計劃」）以代替2002購股權計劃。

購股權計劃之目的為鼓勵及獎賞對本集團運作具貢獻之人士。可參與購股權計劃之人士包括本公司之董事、高級行政人員、本集團僱員及董事認為對本集團具貢獻或潛在貢獻之人士。

根據購股權計劃，現時批准最多可授出之未行使購股權為當購股權被行使時相等於本公司已發行普通股股本之10%。在任何十二個月內就每名購股權計劃的合資格參與人獲授的購股權可發行的普通股股份不得超過本公司已發行股份的1%。若再授出購股權超過此限額，則須預先獲股東於股東大會上批准。

凡向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人士授予購股權必須事先獲得獨立非執行董事之批准。此外，倘向本公司之主要股東或獨立非執行董事或彼等各自之聯繫人士獲授予購股權，如任何十二個月內行使時須發行及將發行之普通股股份合共超過本公司已發行普通股股份之0.1%及按普通股股份於每次授出購股權當日之市價計算之總值超逾5百萬港元，則須預先取得股東於股東大會上之批准。

授出購股權之要約可於提出該要約日起二十一日（包括作出要約當日）內獲接納，而購股權承授人須支付10港元作代價。授出之購股權行使期由董事決定，並以授出購股權日起至授出日後之十年內。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

39 SHARE OPTION SCHEME (continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's ordinary shares on the date of the offer of the share options; and (ii) the average Stock Exchange closing price of the Company's ordinary shares for the five trading days immediately preceding the date of offer and (iii) the nominal value of the ordinary share of the Company. Share options do not confer rights on the holders to dividends or to vote at a shareholders' meeting.

At 31 December 2020 and 2019, the Company had no share options outstanding.

There was no grant of share options during the years ended 31 December 2020 and 2019.

40 RESERVES

The amounts of the Group's reserves and the movements therein for the years ended 31 December 2020 and 2019 are presented in the consolidated statement of changes in equity.

- (a) The merger reserve represents the excess of the total of the consideration transferred for the acquisition of subsidiaries through business combinations under common control and the amount recognised for non-controlling interest over the carrying amount of the assets acquired, liabilities assumed and pre-acquisition reserves combined by the Group.
- (b) The other financial assets fair value reserve is dealt with in accordance with the accounting policies adopted for other financial assets in note 2.4 – Investments and other financial assets.
- (c) The property revaluation reserve is dealt with in accordance with the accounting policies adopted for office premises held for own use set out in note 2.4 – Property, plant and equipment and depreciation.

39 購股權計劃(續)

購股權之行使價由董事釐定，惟不可低於(i)本公司股份於購股權要約當日於聯交所之普通股收市價；及(ii)本公司股份於要約當日前五個交易日於聯交所之普通股平均收市價；及(iii)本公司普通股股份之面值，以三者之較高者為準。購股權持有人並不享有股息或於股東大會上投票之權利。

於二零二零年及二零一九年十二月三十一日，本公司沒有購股權尚未行使。

於截至二零二零年及二零一九年十二月三十一日止年度內，並沒有授出任何購股權。

40 儲備

本集團之儲備於截至二零二零年及二零一九年十二月三十一日止年度之金額及變動列示於綜合權益變動表內。

- (a) 合併儲備乃通過共同控制下的業務合併下用作收購附屬公司而轉出之代價及確認為非控制性權益之金額，超過本集團收購所得資產，承擔負債及收購前的儲備賬面值之差額。
- (b) 其他金融資產公允價值儲備乃按照於附註2.4 – 投資及其他金融資產所述之其他金融資產所採納的會計政策處理。
- (c) 物業重估儲備乃按照於附註2.4 – 物業、廠房及設備及折舊所述之自用商業樓宇所採納的會計政策處理。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40 RESERVES (continued)

- (d) The PRC reserve funds are reserves set aside in accordance with the PRC Companies Law or the Law of the PRC on Joint Ventures Using Chinese and Foreign Investment as applicable to the Group's PRC subsidiaries, joint ventures and associates. None of the Group's PRC reserve funds as at 31 December 2020 and 2019 were distributable in the form of cash dividends.
- (e) The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries, joint ventures and associates. The reserve is dealt with in accordance with the accounting policies set out in note 2.4 – Foreign currencies.
- (f) In April 2019, CPVC (an indirect subsidiary of the Company in Vietnam) completed the process of converting its retained profits of VND7,446,879,000,000 (equivalent to US\$319,554,000) to its share capital.

In September 2019, CTI (an indirect subsidiary of the Company in PRC) completed the process of share capital reorganisation. The balance of reserves of CTI on the reorganisation effective date (i.e. 30 April 2019) was transferred to capital reserve according to PRC Company Law.

- (g) The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policies set out in note 2.4 – Hedging.

40 儲備(續)

- (d) 中國儲備金為根據本集團之中國附屬公司、合營企業及聯營公司適用之中國公司法或中國中外合資經營企業法撥出之儲備。本集團於二零二零年及二零一九年十二月三十一日之中國儲備金概不能以現金股息之方式分派。
- (e) 外匯波動儲備包含所有因換算外地附屬公司、合營企業及聯營公司之財務報表所產生的外幣折算差異。該儲備根據於附註2.4 – 外幣所述的會計政策處理。
- (f) 於二零一九年四月，CPVC(一家於越南的間接附屬公司)完成了將其未分配利潤7兆4,468億7,900萬越南盾(相等於約3億1,955.4萬美元)轉撥至資本的程序。

於二零一九年九月，正大投資(一家於中國的間接附屬公司)完成了資本重組的程式。根據中國公司法，於重組生效日期(即二零一九年四月三十日)，正大投資的儲備餘額已轉撥至資本儲備。

- (g) 對沖儲備包含現金流量套期保值工具公允價值累計淨變動的有效部分，待根據於附註2.4 – 對沖所述的會計政策處理其後確認套期保值現金流。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS

On 1 December 2020, CTI, originally a wholly-owned subsidiary of the Company, completed the acquisition of 43 entities that are principally engaged in swine business from CTAI, a related company of the Company, for an aggregate consideration of RMB28,140 million (equivalent to approximately US\$4,312 million). The consideration was settled by means of issuance of new shares in CTI to CTAI representing 65% of its share capital as enlarged by such issue. Upon completion of this transaction on 1 December 2020, CTI is owned as to 35% by the Company and 65% by CTAI.

Accordingly, the financial results of CTI for the period from 1 January 2020 to 30 November 2020 were de-consolidated and presented as “Discontinued operations” in the consolidated financial statements in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Prior year comparative information has also been restated to conform with the current year presentation. Financial results of CTI for the month of December 2020 were equity picked up and shown under “Share of profits and losses of a 35%-owned associate - CTI” on the consolidated statement of comprehensive income.

41 已終止經營業務

正大投資，原為一家本公司全資擁有之附屬公司，於二零二零年十二月一日完成向正大畜牧，一家本公司的關連公司，收購其43家主要從事豬業務公司的股權，總代價為281.40億人民幣（相等於約43.12億美元）。總代價會以正大投資發行其新股份支付，佔正大投資發行後經擴大股本的65%。於二零二零年十二月一日完成交易後，本公司將持有35%正大投資，其餘65%則由正大畜牧持有。

因此，正大投資於截至二零二零年一月一日至十一月三十日止期間的財務業績不再合併並根據國際財務報告準則5號持作出售之非流動資產及已終止經營業務於本財務資料以「已終止經營業務」呈列。比較數字已因應本年呈報方式而重列。正大投資於二零二零年十二月的財務業績則以權益法列賬並於綜合全面收益表以「應佔溢利及虧損：一家佔35%之聯營公司－正大投資」呈列。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(a) Results from the discontinued operations have been included in the consolidated statement of comprehensive income as follows:

(a) 已包含於綜合全面收益表內之已終止經營業務業績如下：

		For the period from 1 January 2020 to 30 November 2020 截至 二零二零年 一月一日至 十一月 三十日止期間 US\$'000 美元千元	For the year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 US\$'000 美元千元
REVENUE ⁽¹⁾	收入 ⁽¹⁾	4,182,282	3,465,596
Cost of sales	銷售成本	(3,585,058)	(2,938,738)
Gross profit	毛利	597,224	526,858
Other income and expenses, net	其他收入及費用淨額	(355,033)	(343,071)
Results from operating activities	經營活動產生之業績	242,191	183,787
Income tax	所得稅	(53,534)	(40,423)
Results from operating activities, net of tax⁽²⁾	經營活動產生之 除稅後業績⁽²⁾	188,657	143,364
Gain on deemed disposal of CTI ⁽³⁾	視作出售正大投資之收益 ⁽³⁾	1,466,255	–
– Excess of value of new shares issued over net asset value of deemed disposal of CTI	– 視作出售正大投資之已發行 新股份價值超出其淨資產	1,449,626	–
– Exchange fluctuation reserve attributable to CTI recycled to profit or loss	– 正大投資應佔之外匯波動 儲備回撥至損益	16,629	–
PROFIT FOR THE PERIOD/YEAR	期內／本年溢利	1,654,912	143,364

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

(a) (continued)

		For the period from 1 January 2020 to 30 November 2020 截至 二零二零年 一月一日至 十一月 三十日止期間 US\$'000 美元千元	For the year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 US\$'000 美元千元
Profit attributable to:	溢利歸屬予：		
Shareholders of the Company	本公司股東		
Profit excluding gain on deemed disposal of CTI	溢利不包含視作出售 正大投資之收益	169,643	128,863
Gain on deemed disposal of CTI	視作出售正大投資之收益	1,466,255	-
		1,635,898	128,863
Non-controlling interests	非控制性權益	19,014	14,501
		1,654,912	143,364

(1) Revenue excluded intersegment sales from discontinued operations to continuing operations.

(2) Results from operating activities, net of tax, included unrealised profit adjustment arising from intersegment sales from discontinued operations to continuing operations.

(3) An one-off gain on deemed disposal of CTI of US\$1,466,255,000 was recorded upon the completion of the aforesaid transaction, representing (i) the difference between the agreed value of CTI of US\$2,322,552,000 and the net asset value of CTI attributable to shareholders of US\$872,926,000 on transaction completion date, and (ii) an one-off gain on recycling of exchange reserve as a result of the deemed disposal of US\$16,629,000.

(1) 收入不包含由已終止經營業務出售予持續經營業務分類間銷售。

(2) 經營活動產生之除稅後溢利包含因已終止經營業務出售予持續經營業務之分類間銷售而產生的未實現利潤調整。

(3) 在上述交易完成後，視作出售正大投資之一次性收益為14億6,625.5萬美元，代表(i)正大投資之約定價值23億2,255.2萬美元與正大投資於交易完成日之股東應佔淨資產8億7,292.6萬美元之間的差額，及(ii)因視作出售業務而回撥外匯波動儲備之一次性收益1,662.9萬美元。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(b) Effect of deemed disposal of CTI on the financial position of the Group on the date of completion is as follows:

(b) 視作出售正大投資對本集團於完成日期的財務狀況之影響如下：

		US\$'000 美元千元
Property, plant and equipment	物業、廠房及設備	810,650
Investment properties	投資物業	7,575
Land use rights	土地使用權	128,845
Other right-of use assets	其他使用權資產	29,230
Intangible assets	無形資產	32,626
Investments in joint ventures	於合營企業的投資	22,272
Investments in associates	於聯營公司的投資	113,880
Other financial assets	其他金融資產	11,677
Goodwill	商譽	37,372
Other non-current assets	其他非流動資產	4,621
Deferred tax assets	遞延稅項資產	3,635
Total non-current assets	總非流動資產	1,202,383
Inventories	存貨	379,853
Trade and bills receivables	應收貿易賬款及票據	461,505
Prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款	398,986
Pledged deposits	已抵押存款	956
Cash and cash equivalents	現金及現金等價物	430,145
Total current assets	總流動資產	1,671,445
Trade and bills payables	應付貿易賬款及票據	323,212
Other payables and accruals	其他應付賬款及預提費用	522,604
Lease liabilities	租賃負債	6,370
Bank borrowings	銀行借款	748,808
Dividend payables	應付股息	60,257
Income tax payables	應付所得稅	17,453
Total current liabilities	總流動負債	1,678,704
Lease liabilities	租賃負債	22,080
Bank borrowings	銀行借款	119,693
Other non-current liabilities	其他非流動負債	35,086
Deferred tax liabilities	遞延稅項負債	23,864
Total non-current liabilities	總非流動負債	200,723
Net assets and liabilities	資產及負債淨值	994,401

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued) 41 已終止經營業務(續)

(b) (continued)

(b) (續)

		US\$'000 美元千元
Net assets and liabilities	資產及負債淨值	994,401
Shareholders' equity	股東權益	872,926
Non-controlling interests	非控制性權益	121,475
Total equity	權益總額	994,401
Cash and cash equivalents disposed of	已處置之現金及現金等價物	(430,145)
Net cash outflow	現金流出淨額	(430,145)

(c) An analysis of the cash flows of the discontinued operations is as follows:

(c) 來自已終止經營業務之現金流分析如下：

		For the period from 1 January 2020 to 30 November 2020 截至 二零二零年 一月一日至 十一月 三十日止期間 US\$'000 美元千元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 US\$'000 美元千元
Cash flows from operating activities	經營活動之現金流量	171,013	277,651
Cash flows from investing activities	投資活動之現金流量	(125,541)	(45,831)
Cash flows from financing activities	融資活動之現金流量	57,497	(199,542)
Net cash inflow from discontinued operations	來自已終止經營業務之淨現金流入	102,969	32,278

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(d) Operating segment information

(d) 可呈報經營分類

		China feed and swine food operations 中國飼料及豬食品業務	
		For the period from 1 January 2020 to 30 November 2020 截至 二零二零年 一月一日至 十一月三十日 止期間 US\$'000 美元千元	For the year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 US\$'000 美元千元
Segment revenue	分類收入		
Sales to external customers	銷售予外來客戶	4,182,282	3,465,596
Intersegment sales	分類間之銷售	130,794	83,888
		4,313,076	3,549,484
Reconciliation:	調節項目：		
Elimination of intersegment sales	分類間之銷售抵銷	(130,794)	(83,888)
Consolidated revenue	綜合收入	4,182,282	3,465,596
Segment results	分類業績		
Discontinued operations	已終止經營業務	234,254	183,440
Share of profits and losses of:	應佔溢利及虧損：		
Joint ventures	合營企業	4,344	2,634
Other associates	其他聯營公司	24,937	26,506
		263,535	212,580
Reconciliation:	調節項目：		
Bank interest income	銀行利息收入	2,222	2,881
Finance costs on bank borrowings and corporate bond	銀行借款及企業債券之財務成本	(23,566)	(31,674)
Results from operating activities	經營活動產生之溢利	242,191	183,787
Other segment information	其他分類資料		
Depreciation and amortisation	折舊及攤銷	53,925	46,090
Capital expenditure	資本開支	159,405	116,044
Additions of other non-current assets	新增其他非流動資產	17,303	76,913

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

(d) Operating segment information (continued)

Geographical information

Revenue from external customers

All revenue from external customers is from Mainland China based on the location of the customers.

41 已終止經營業務(續)

(d) 可呈報經營分類(續)

地區資料

來自外來客戶之收入

所有來自外來客戶之收入按客戶地點分類均來自於中國大陸。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(e) The discontinued operations of the Group had the following transactions with related parties during the period/year:

(e) 此外，本集團之已終止經營業務於期／年內還與關連公司有以下的交易：

			For the period from 1 January 2020 to 30 November 2020 截至 二零二零年 一月一日至 十一月 三十日止期間 US\$'000 美元千元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 US\$'000 美元千元
Sales of goods to:	銷售產品予：	(i)		
High Orient Enterprises Limited ("HOEL") and its related entities*	High Orient Enterprises Limited (「HOEL」)及其關連企業*		1,133,752	848,201
Joint ventures	合營企業		31,498	27,022
Associates	聯營公司		1,319	2,638
Other related entities with same shareholding structure as CPG	與CPG有相同股權架構之其他關連企業		2,620	5,737
Purchases of goods from:	採購產品自：	(ii)		
HOEL and its related entities*	HOEL及其關連企業*		1,069,672	876,853
Chia Tai Enterprises International Limited ("CTEI") and its subsidiaries*	正大企業國際有限公司(「CTEI」)及其附屬公司*		4,118	3,006
Joint ventures	合營企業		23,118	21,900
Associates	聯營公司		203	—
Other related entities with same shareholding structure as CPG	與CPG有相同股權架構之其他關連企業		44,516	26,493
Rental income received and receivable from HOEL and its related entities^	從HOEL及其關連企業應收及已收之租金收入^	(iii)	1,019	1,238
Rental expenses paid and payable to:	應付及已付租金	(iv)		
HOEL and its related entities^	支出予： HOEL及其關連企業^		385	653
Other related entities with same shareholding structure as CPG	與CPG有相同股權架構之其他關連企業		1,710	523
Royalty fee to CTAI*	許可費予正大畜牧*	(v)	37	—
SAP system license and maintenance service fee paid to CPF IT Center Co., Ltd. ("CPF IT")*	SAP系統許可證及維修保養服務費予CPF IT Center Co., Ltd. (「CPF IT」)*	(vi)	800	873

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(e) (continued)

(e) (續)

		For the period from 1 January 2020 to 30 November 2020 截至 二零二零年 十一月一日至 三十日止期間 US\$'000 美元千元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 US\$'000 美元千元
SAP technical service fee paid to Shanghai Zheng Yuan Computer Technology Co., Ltd. ("Shanghai Zheng Yuan")*	SAP技術服務費予上海正圓計算機科技有限公司(「上海正圓」)*	(vii) 554	601
Project management fee to Chia Tai Handing Modern Agricultural Technology Co., Ltd.*	項目管理費予正大漢鼎現代農業科技有限公司*	(viii) -	1,363
Interest income on trade receivables from HOEL and its related entities	源自HOEL及其關連企業之應收貿易賬款之利息收入	(ix) -	6,106
Equipment procurement and installation contracts to Shanghai Zhengcheng Mechanical-Electrical Co., Ltd. ("Shanghai Zheng Cheng")*	設備採購及安裝費予上海正誠機電製造有限公司(「上海正誠」)*	(x) 10,172	9,510
Acquisition of subsidiaries*: Hainan Chia Tai Animal Husbandry Co., Ltd. ("Hainan CT") from CT Animal Husbandry	收購附屬公司*： 向正大畜牧收購海南正大畜牧有限公司(「海南正大」)	(xi) -	9,862
C. P. Aquaculture (Beihai) Co., Ltd. ("CP Beihai") from CPF	向CPF收購卜蜂(北海)水產飼料有限公司(「卜蜂北海」)	-	4,968
Jilin Deda from other related entities with same shareholders as CPG	向其他與CPG有相同股東之關連企業收購吉林德大	-	19,015
Lianyungang Chia Tai Agro-Industry Development Co., Ltd. ("Lianyungang CT") from Chia Tai Lianyungang Co. Ltd.	向正大連雲港有限公司收購連雲港正大農牧發展有限公司(「連雲港正大農牧發展」)	8,849	-
Acquisition of a right-of-use asset and a lease liability for renting a premise from CPQS Realty and Development Co., Ltd. ("CPQS Realty")*	為租賃物業向正大僑商房地產開發有限公司(「正大僑商房地產」)收購一項使用權資產及租賃負債*	(xii) 9,195	-

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(e) (continued)

(e) (續)

Notes:

附註：

- (i) Prices of goods sold to related parties were determined with reference to the prevailing market prices of the goods. The procedures to determine the prices of products sold to related parties are the same as those used to determine the prices of products supplied to independent third parties customers. The selling prices to related parties shall be no more favourable than those made available to CTI Group's customers which are independent third parties.
- (ii) Price of goods purchased from related parties were determined on the basis of arm's length negotiations taking into account the prevailing market prices. The methods and procedures to determine the prices of goods purchased from related parties are the same as those used to determine the prices of goods purchased from independent third party suppliers. The purchase prices from related parties shall be no less favourable than those made available to CTI Group from suppliers which are independent third parties.
- (iii) The rental income related to the lease and/or use of relevant non-feed related fixed assets located in the PRC by HOEL and its related entities, which was determined by reference to the depreciation charge of the relevant assets and applicable tax costs incurred by CTI Group.
- (iv) The rental expense was determined by reference to the depreciation charge of the relevant assets and applicable tax costs incurred by the related companies.
- (v) The royalty fee was charged at 0.2% of the net sale value of fresh-food products and 0.4% of the net sale value of cooked-food products sold.
- (vi) SAP system license and maintenance service fee paid to CPF IT comprises of maintenance service fee for providing maintenance services (including regular updates) of the SAP system.
- (vii) SAP implementation service fee of US\$14,000 (2019: US\$30,000) and SAP technical service fee of US\$540,000 (2019: US\$571,000) for providing ongoing training and technical assistance services were paid to Shanghai Zheng Yuan.

- (i) 向關連人士銷售的產品售價乃按當前市價而釐定。釐定向關連人士銷售的產品售價的程式與釐定向獨立第三方客戶供應的產品售價所用者一致。向關連人士銷售的產品售價並不遜於正大投資集團給予獨立第三方客戶之價格。
- (ii) 從關連人士採購的產品價格乃按公平原則磋商經考慮當前市價而釐定。用於釐定向關連人士採購和從獨立第三方供應商採購的實際方法和程式相同。從關連人士採購的產品價格將不遜於正大投資本集團可從獨立第三方供應商採購之價格。
- (iii) 租金收入有關由HOEL及其關連企業租賃及／或使用位於中國有關的非飼料相關之固定資產，乃根據正大投資集團對該有關資產所扣除之折舊額及產生的稅務成本而定。
- (iv) 租金支出乃根據關連公司有關資產的折舊額及相關稅務成本而定。
- (v) 許可費乃從銷售新鮮食品之銷售淨值的0.2%及加工食品之銷售淨值的0.4%計算。
- (vi) 向CPF IT交付的SAP系統許可證及維修保養服務費乃為其維修保養服務(包括定期更新)。
- (vii) 向上海正圓交付SAP實施服務費1.4萬美元(二零一九年：3.0萬美元)及SAP技術服務費54.0萬美元(二零一九年：57.1萬美元)乃為其提供持續培訓及技術協助服務。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

(e) (continued)

Notes: (continued)

- (viii) The project management fee was charged at 3.0% of the incurred construction cost of production facilities of CTI Group's food processing plants located in the PRC.
- (ix) The interest income was charged on trade receivable balances due from related companies at rates determined by CTI Group with reference to market practice.
- (x) The equipment procurement and installation fee at the new or replacement feedmill production facilities was paid to Shanghai Zheng Cheng.
- (xi) In November 2019, CTI Group acquired the entire interest in Hainan CT from CTAI. The consideration of RMB69,470,000 (equivalent to approximately US\$9,862,000) was fully settled as at 31 December 2019. The transaction was accounted for as an asset acquisition.

In December 2019, CTI Group acquired the entire interest in CP Beihai from CPF. The consideration of RMB35,000,000 (equivalent to approximately US\$4,968,000) was fully settled in March 2020. The transaction was accounted for as a business combination of entity under common control.

In December 2019, CTI Group acquired 49.33%, 48.14% and 2.53% interest in Jilin Deda from Chia Tai (China) Agro-Industrial Ltd., Chia Tai Song Liao Co., Ltd. and Mass Success Enterprises Ltd. respectively. Out of the total consideration of RMB133,950,000 (equivalent to approximately US\$19,015,000), RMB119,509,000 (equivalent to approximately US\$17,316,000) has been settled at this report date. Details of business combination is set out in note 42 to the financial statements.

Hainan CT, CP Beihai and Jilin Deda are principally engaged in the manufacture and sale of animal feed products in the PRC.

41 已終止經營業務(續)

(e) (續)

附註：(續)

- (viii) 項目管理費乃按正大投資集團位於中國之食品處理廠的生產設施已發生的建築成本之3.0%計算。
- (ix) 利息收入乃源自關連公司之應收貿易賬款按正大投資集團參考市場利率慣例釐定之利率計息。
- (x) 向上海正誠交付的設備採購及安裝費乃為新建或更換飼料廠生產設施。
- (xi) 於二零一九年十一月，正大投資集團從正大畜牧收購其於海南正大之全部股權。於二零一九年十二月三十一日，代價人民幣6,947萬(相等於約986.2萬美元)已悉數結算。該交易被視為資產購入。

於二零一九年十二月，正大投資集團從CPF收購其於卜蜂北海之全部股權。代價人民幣3,500萬(相等於約496.8萬美元)於二零二零年三月已悉數結算。該交易為共同控制下的業務合併。

於二零一九年十二月，正大投資集團從正大(中國)農牧有限公司、正大松遼有限公司及大成功企業有限公司分別收購吉林德大之49.33%、48.14%及2.53%股權。總代價為人民幣1億3,395萬(相等於約1,901.5萬美元)，其中人民幣1億1,950.9萬(相等於約1,731.6萬美元)已於本報告日結算。業務合併詳情載列於財務報表附註42。

海南正大、卜蜂北海及吉林德大的主要業務為於中國產銷動物飼料。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 DISCONTINUED OPERATIONS (continued)

41 已終止經營業務(續)

(e) (continued)

(e) (續)

Notes: (continued)

附註：(續)

(xi) (continued)

(xi) (續)

In January 2020, CTI Group acquired a 70% interest in Lianyungang CT from Chia Tai Lianyungang Co. Ltd. for a consideration of RMB66,500,000 (equivalent to approximately US\$9,700,000). The consideration of RMB61,768,000 (equivalent to approximately US\$8,849,000), being adjusted with the dividend paid by Lianyungang CT between agreement date and transaction completion date according to the terms set out in the agreement, was fully settled in March 2020. The transaction was accounted for as a business combination of entity under common control.

於二零二零年一月，正大投資集團以代價人民幣6,650萬(相等於約970萬美元)從正大連雲港有限公司收購其於連雲港正大農牧發展之70%股權。代價人民幣6,176.8萬(相當於約884.9萬美元)(其為根據協議所載條款，為連雲港正大農牧發展在協議日期至交易完成日期之間支付的股利進行調整)，於二零二零年三月已悉數結算。該交易為共同控制下的業務合併。

Lianyungang CT is principally engaged in the manufacture and sale of animal feed products in the PRC.

連雲港正大農牧發展主要業務為於中國產銷動物飼料。

(xii) In April 2020, CTI acquired a right-of-use asset and a lease liability for renting a premise for office premise from CPQS Realty.

(xii) 於二零二零年四月，正大投資為租賃物業用作辦公室向正大僑商房地產收購一項使用權資產及租賃負債。

* These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

* 該等關連人士交易也構成上市規則第十四A章內定義之持續關連交易。

^ These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules, but were exempt from the disclosure and shareholders' approval requirements due to their size.

^ 該等關連人士交易也構成上市規則第十四A章內定義之持續關連交易，但該等交易因其規模豁免披露和股東批准。

* These related party transactions also constitute connected transactions as defined in Chapter 14A of the Listing Rules.

* 該等關連人士交易也構成上市規則第十四A章內定義之關連交易。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

42 BUSINESS COMBINATION

In December 2019, CTI Group acquired 100% interest in Jilin Deda Feed Co., Ltd. (“Jilin Deda”) from Chia Tai (China) Agro-Industrial Ltd., Chia Tai Sung Liao Co., Ltd. and Mass Success Enterprises Ltd., at a cash consideration of RMB133,950,000 (equivalent to approximately US\$19,237,000). Jilin Deda is principally engaged in the manufacture and sale of animal feed in the PRC.

43 CONTINGENT LIABILITIES

Guarantees were given by certain subsidiaries in the Group to financial institutions in the PRC for certain indebtedness of independent third party customers of the Group. In the case of financial guarantees provided which exceed the net asset value of the relevant subsidiaries, our maximum contingent liabilities are limited to the net asset value of these subsidiaries. The net asset value of the relevant subsidiaries as at 31 December 2020 was US\$22,158,000 (2019: US\$21,209,000). The contingent liabilities of the Group in respect of such guarantees as at 31 December 2020 were US\$10,161,000 (2019: US\$10,541,000).

44 OPERATING LEASE ARRANGEMENTS

As lessor

The Group leases its investment properties under operating lease arrangements, with the leases negotiated with original terms ranging from 1 to 3 years. Rental income recognised by the Group during the year was US\$303,000 (2019: US\$1,286,000) (restated), details of which are included in note 7 to the financial statements.

At 31 December 2020, the undiscounted lease payments to be received by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Within one year	一年內	190	548
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	1	520
After five years	五年以後	-	210
		191	1,278

42 業務合併

於二零一九年十二月，正大投資集團從正大(中國)農牧有限公司、正大松遼有限公司及大成功企業有限公司以現金代價為人民幣1億3,395.0萬(相等於約1,923.7萬美元)收購吉林德大飼料有限公司(「吉林德大」)之100%股權。吉林德大主要於中國產銷動物飼料。

43 或有負債

本集團若干附屬公司在中國為獨立第三方客戶之若干債務向財務機構提供擔保。假若提供的財務擔保超過相關附屬公司之淨資產，本集團最高之或有負債則限於該等附屬公司之淨資產。相關附屬公司於二零二零年十二月三十一日之淨資產約為2,215.8萬美元(二零一九年：2,120.9萬美元)。本集團於二零二零年十二月三十一日有關該等擔保之或有負債為1,016.1萬美元(二零一九年：1,054.1萬美元)。

44 經營租賃安排

作為出租人

本集團根據經營租賃安排出租其投資物業，所議定之原租期為1至3年不等。本集團於年內確認之租賃收入為30.3萬美元(二零一九年：128.6萬美元)(經重列)，詳情於財務報表附註7內披露。

於二零二零年十二月三十一日，本集團於未來期間與租戶之不可撤銷經營租賃應收未折現租賃款項如下：

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

45 CAPITAL COMMITMENTS

45 資本承擔

(a) The Group had the following capital commitments as at the end of the reporting period:

(a) 本集團於報告期末之資本承擔如下：

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Contracted, but not provided for:	已簽約，但尚未作出撥備：		
Buildings	樓宇	24,530	120,750
Plant and machinery	廠房及機器	54,100	99,272
		78,630	220,022

Note:

Included in the Group's capital commitment of buildings and plant and machinery and as at 31 December 2020 are amounts of US\$2,121,000 (2019: US\$9,317,000) and US\$19,203,000 (2019: US\$30,206,000), respectively, contracted but not provided for, to related companies.

附註：

本集團於二零二零年十二月三十一日有關樓宇及廠房及機器及之資本承擔金額分別為及212.1萬美元(二零一九年：931.7萬美元)及1,920.3萬美元(二零一九年：3,020.6萬美元)與關連公司已簽約，但尚未作出撥備之資本承擔。

(b) As at 31 December 2020, the Group's share of capital commitments, contracted but not provided for, of associates amounted to US\$88,914,000 (2019: US\$8,677,000).

(b) 於二零二零年十二月三十一日，本集團應佔聯營公司之已簽約但尚未作出撥備之資本承擔為8,891.4萬美元(二零一九年：867.7萬美元)。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

46 RELATED PARTY TRANSACTIONS

46 關連交易

(a) The continuing operations of the Group had the following transactions with related parties during the year:

(a) 本集團之持續經營業務於年內還與關連人士有以下的交易：

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Sales of goods to:	銷售產品予：	(i)		
HOEL and its related entities*	HOEL及其關連企業*		340,244	225,110
ITOCHU and its entities*	伊藤忠及其關連企業*		3,215	2,543
Other related entities with same shareholding structure as CPG	與CPG有相同股權架構之其他關連企業		1,666	4,819
Purchases of goods from:	採購產品自：	(ii)		
HOEL and its related entities*	HOEL及其關連企業*		275,586	139,969
CTEI and its subsidiaries*	CTEI及其附屬公司*		734	–
ITOCHU and its entities*	伊藤忠及其關連企業*		2,004	4,422
Associate	聯營公司		2,111	1,379
Other related entities with same shareholding structure as CPG	與CPG有相同股權架構之其他關連企業		4,455	22,443
Rental income received and receivable from HOEL and its related entities [^]	從HOEL及其關連企業應收及已收之租金收入 [^]	(iii)	334	230
Rental expenses paid and payable to: HOEL and its related entities [^]	應付及已付租金支出予：HOEL及其關連企業 [^]	(iv)	925	809
Other related entities with same shareholding structure as CPG	與CPG有相同股權架構之其他關連企業		298	232
Royalty fee to CPG*	許可費予CPG*	(v)	50,971	41,729
Royalty fee to CTAI*	許可費予正大畜牧*	(vi)	1,753	1,416
SAP system license and maintenance service fee paid to CPF IT*	SAP系統許可證及維修保養服務費予CPF IT*	(vii)	245	245
SAP technical service fee to Shanghai Zheng Yuan*	SAP技術服務費予上海正圓*	(viii)	548	216
Installation and construction fee to: KSP Vietnam Co., Ltd. (“KSP Vietnam”)*	安裝及工程建設費予：KSP Vietnam Co., Ltd. (「KSP越南」)*	(ix)	16,730	32,944
CSCEC-CP Science & Technology Co., Ltd. (“CSCEC-CP”)*	中建正大科技有限公司 (「中建正大」)*		2,457	–

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

46 RELATED PARTY TRANSACTIONS (continued) 46 關連交易 (續)

(a) (continued)

(a) (續)

			2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元 (Restated) (經重列)
Project management fee to Chia Tai Handing Modern Agricultural Technology Co., Ltd.*	項目管理費予正大漢鼎現代農業科技有限公司*	(x)	2,455	244
Acquisition of subsidiaries*: Zhangzhou C.P. Chia Tai Aquaculture Co., Ltd. ("CP Zhangzhou") from CPF	收購附屬公司*: 向CPF收購漳州卜蜂正大水產有限公司(「卜蜂漳州」)	(xi)	18,321	-
C. P. Aquaculture (Dongfang) Co., Ltd. ("CP Dongfang") from CPF	向CPF收購卜蜂水產(東方)有限公司(「卜蜂東方」)		32,804	-
C. P. Aquaculture (Zhangjiang) Co., Ltd. ("CP Zhanjiang") from CPF	向CPF收購卜蜂水產(湛江)有限公司(「卜蜂湛江」)		9,288	-
Acquisition of 43 entities from CTAI	向正大畜牧收購43家公司	41	4,311,520	-

Notes:

附註:

(i) Prices of goods sold to related parties were determined with reference to the prevailing market prices of the goods in respective local markets. The procedures to determine the prices of products sold to related parties are the same as those used to determine the prices of products supplied to independent third parties customers. The selling prices to related parties shall be no more favourable than those made available to the Group's customers which are independent third parties.

(i) 向關連人士銷售的產品售價乃按有關當地市場的當前市價而釐定。釐定向關連人士銷售的產品售價的程式與釐定向獨立第三方客戶供應的產品售價所用者一致。向關連人士銷售的產品售價並不遜於本集團給予獨立第三方客戶之價格。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

46 RELATED PARTY TRANSACTIONS (continued) 46 關連交易 (續)

(a) (continued)

Notes: (continued)

- (ii) Price of goods purchased from related parties were determined on the basis of arm's length negotiations taking into account the prevailing market prices in respective local markets. The methods and procedures to determine the prices of goods purchased from related parties are the same as those used to determine the prices of goods purchased from independent third party suppliers. The purchase prices from related parties shall be no less favourable than those made available to the Group from suppliers which are independent third parties.
- (iii) The rental income comprises of (i) US\$102,000 (2019: nil) related to the lease and/or use of fixed assets located in the PRC by HOEL and its related entities, which was determined by reference to the depreciation charge of the relevant assets and applicable tax costs incurred by the Group, and (ii) US\$232,000 (2019: US\$230,000) related to the lease of certain properties of the Group in Hong Kong to other related companies at rates determined by the Group with reference to market rates.
- (iv) The rental expense was determined by reference to the depreciation charge of the relevant assets and applicable tax costs incurred by the related companies.
- (v) The royalty fee was charged at 1.5% of the net revenue from sale of goods by CPVC.
- (vi) The royalty fee was charged at 0.2% of the net sale value of fresh-food products and 0.4% of the net sale value of cooked-food products sold by the subsidiaries of CP China, a subsidiary of the Group.
- (vii) SAP system license and maintenance service fee paid to CPF IT comprises of maintenance, implementation and technical assistance fee of US\$245,000 (2019: US\$245,000) by CPVC.
- (viii) SAP implementation service fee of US\$297,000 (2019: US\$54,000) and SAP technical service fee of US\$251,000 (2019: US\$162,000) for providing ongoing training and technical assistance services were paid to Shanghai Zheng Yuan by CP China and its subsidiaries.
- (ix) The installation and construction fee for carrying out construction works and to procure and install equipment was paid to KSP Vietnam by CPVC and to CSCEC-CP by CP Zhanjiang respectively.

(a) (續)

附註：(續)

- (ii) 從關連人士採購的產品價格乃按公平原則磋商經考慮採購於有關當地市場的當前市價而釐定。用於釐定向關連人士採購和從獨立第三方供應商採購的實際方法和程式相同。從關連人士採購的產品價格將不遜於本集團可從獨立第三方供應商採購之價格。
- (iii) 租金收入包括(i)總額為10.2萬美元(二零一九年：無)之有關由HOEL及其關連企業租賃及／或使用固定資產，乃根據本集團對該有關資產所扣除之折舊額及產生的稅務成本而定，及(ii)總額為23.3萬美元(二零一九年：23.0萬美元)之有關本集團出租若干位於香港的物業予其他關連公司之租金，按本集團參考市場租金釐定。
- (iv) 租金支出乃根據關連公司有關資產的折舊額及相關稅務成本而定。
- (v) 許可費乃源自CPVC從銷售產品之淨收入的1.5%計算。
- (vi) 許可費乃源自CP China(本集團的一家附屬公司)的附屬公司從銷售新鮮食品之銷售淨值的0.2%及加工食品之銷售淨值的0.4%計算。
- (vii) 向CPF IT交付的SAP系統許可證及維修保養服務費包括由CPVC交付的維修保養、實施和技術協助費24.5萬美元(二零一九年：24.5萬美元)。
- (viii) CP China及其附屬公司向上海正圓交付SAP實施服務費29.7萬美元(二零一九年：5.4萬美元)及SAP技術服務費25.1萬美元(二零一九年：16.2萬美元)為其提供持續培訓及技術協助服務。
- (ix) CPVC向KSP越南及卜蜂湛江分別向中建正大交付安裝及工程建設費為其提供建設工程及採購和安裝設備。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

46 RELATED PARTY TRANSACTIONS (continued) 46 關連交易(續)

(a) (continued)

Notes: (continued)

(x) The project management fee was charged at 3.0% of the incurred construction cost of production facilities of the Group's food processing plants located in the PRC.

(xi) In April 2020, the Group acquired the entire interest in CP Zhangzhou from CPF. Consideration of RMB128,900,000 (equivalent to approximately US\$18,321,000) was fully settled as at 31 December 2020. The transaction was accounted for as a business combination of entity under common control.

In May 2020, the Group acquired the entire interest in CP Dongfang from CPF. Consideration of RMB230,800,000 (equivalent to approximately US\$32,804,000) was fully settled as at 31 December 2020. The transaction was accounted for as a business combination of entity under common control.

In June 2020, the Group acquired the entire interest in CP Zhanjiang from CPF. Consideration of RMB65,350,000 (equivalent to approximately US\$9,288,000) was fully settled as at 31 December 2020. The transaction was accounted for as a business combination of entity under common control.

CP Zhangzhou, CP Dongfang and CP Zhanjiang (upon commencement of production) are principally engaged in the production and sale of shrimp fry in the PRC.

These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

^ These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules, but were exempt from the disclosure and shareholders' approval requirements due to their size.

* These related party transactions also constitute connected transactions as defined in Chapter 14A of the Listing Rules.

(a) (續)

附註：(續)

(x) 項目管理費乃按本集團位於中國之食品處理廠的生產設施已發生的建築成本之3.0%計算。

(xi) 於二零二零年四月，本集團從CPF收購其於卜蜂漳州之全部股權。代價為人民幣1億2,890萬(相等於約1,832.1萬美元)於二零二零年十二月三十一日已悉數結算。該交易為共同控制下的業務合併。

於二零二零年五月，本集團從CPF收購其於卜蜂東方之全部股權。代價為人民幣2億3,080萬(相等於約3,280.4萬美元)於二零二零年十二月三十一日已悉數結算。該交易為共同控制下的業務合併。

於二零二零年六月，本集團從CPF收購其於卜蜂湛江之全部股權。代價人民幣6,535萬(相等於約928.8萬美元)於二零二零年十二月三十一日已悉數結算。該交易為共同控制下的業務合併。

卜蜂漳州、卜蜂東方及卜蜂湛江(於投入生產日起)主要業務為於中國從事產銷蝦苗。

該等關連人士交易也構成上市規則第十四A章內定義之持續關連交易。

^ 該等關連人士交易也構成上市規則第十四A章內定義之持續關連交易，但該等交易因其規模豁免披露和股東批准。

* 該等關連人士交易也構成上市規則第十四A章內定義之關連交易。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

46 RELATED PARTY TRANSACTIONS (continued) 46 關連交易(續)

(b) Balances with related parties

Details of the Group's balances with joint ventures, associates and related companies included in trade and bills receivables, prepayments, deposits and other receivables, trade payables and other payables and accruals are disclosed in notes 28(c), 29(a), 31 and 32(b) to the financial statements, respectively.

(b) 與關連人士之間未清賬

有關本集團與合營企業、聯營公司及關連公司之間的餘額包括應收貿易賬款及票據、預付賬款、按金及其他應收賬款、應付貿易賬款及其他應付賬款及預提費用已分別披露於財務報表附註28(c)、29(a)、31及32(b)內。

(c) Compensation of key management personnel who are also directors of the Group:

(c) 本集團主要管理人員(亦為董事)之報酬:

	2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Short-term employee benefits	2,942	3,259
短期僱員福利	2,942	3,259

47 FINANCIAL INSTRUMENTS BY CATEGORY 47 金融工具分類

Other than the unlisted and listed equity investments being classified as equity investments at fair value through other comprehensive income as disclosed in note 25 to the financial statements and the forward exchange contracts and interest rate swap contracts being classified as derivative financial instruments as disclosed in notes 29, 32 and 36, all financial assets and liabilities of the Group as at 31 December 2020 and 2019 were financial assets and liabilities stated at amortised cost.

除載列於本財務報表附註25內被分類為權益投資按公允值透過其他全面收益計量的非上市及上市權益投資及載列於本財務報表附註29、32及36內被分類為衍生金融工具的遠期外匯合同及利率掉期合同外，於二零二零年及二零一九年十二月三十一日，本集團之所有金融資產及負債以攤銷成本列賬之金融資產及負債。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

48 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

48 金融工具的公允值計量

Fair value hierarchy

公允值之級別

		Fair value measurement categorised into 公允值計量之分類			
		Level 1 第一級別 US\$'000 美元千元	Level 2 第二級別 US\$'000 美元千元	Level 3 第三級別 US\$'000 美元千元	Total 總額 US\$'000 美元千元
As at 31 December 2020	於二零二零年十二月三十一日				
Recurring fair value measurement	週期性公允值計量				
<u>Financial liabilities:</u>	<u>金融負債：</u>				
Derivative financial instruments:	衍生金融工具：				
– Forward exchange and interest rate swap contracts, included in other payables and accruals	– 遠期外匯及利率掉期合同，包含於其他應付賬款及預提費用	–	10,824	–	10,824
– Forward exchange and interest rate swap contracts, included in other non-current liabilities	– 遠期外匯及利率掉期合同，包含於其他非流動負債	–	1,266	–	1,266
As at 31 December 2019	於二零一九年十二月三十一日				
Recurring fair value measurement	週期性公允值計量				
<u>Financial assets:</u>	<u>金融資產：</u>				
Equity investments measured at FVOCI (non-recycling):	權益投資按公允值計量並透過其他全面收益列賬(不可循環至損益)：				
– Listed	– 上市	17,206	–	–	17,206
Derivative financial instruments:	衍生金融工具：				
– Forward exchange and interest rate swap contracts, included in prepayments, deposits and other receivables	– 遠期外匯及利率掉期合同，包含於預付賬款、按金及其他應收款	–	359	–	359

During the year ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2.

截至二零二零年及二零一九年十二月三十一日止年度內，並無第一及第二級別之間之轉移。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

48 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

There is no transfers into or out of level 3 during the year ended 31 December 2020. The movement during the year ended 31 December 2019 in the balance of these Level 3 fair value measurements is as follows:

Financial assets:
Other financial assets – unlisted:
At 1 January 2019
Disposal
Exchange realignment

48 金融工具的公允值計量(續)

截至二零二零年十二月三十一日止年度內，並無轉入或轉出第三級別。截至二零一九年十二月三十一日止年度內第三級別公允值計量的餘額變動如下：

31 December
2019
二零一九年
十二月三十一日
US\$'000
美元千元

金融資產：
其他金融資產-非上市：
於二零一九年一月一日
出售
匯兌調整

1,076
(1,096)
20

At 31 December 2019

於二零一九年十二月三十一日

–

The fair value of the forward exchange contracts and interest rate swap contracts in Level 2 is determined by the forward rates quoted by the same banks for the same delivery dates of the contracts and the market valuation quoted by the same banks at the end of the reporting period, respectively.

遠期外匯合同及利率掉期合同於第二級別之公允值乃分別按同一家銀行於報告期末的同期合同所報的遠期匯率及市場價值釐定。

The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

本集團之政策乃於報告期末確認當期發生的級別間之轉移。

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES 49 財務風險管理方針及政策

The Group has exposure to the following risk:

(a) Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's debt obligations. The Group monitors interest rate movements and determines appropriate hedging activities when necessary. The Group has entered into interest rate swap contracts to manage its interest rate exposure for the floating interest rate borrowings. The Group's exposure to market risk arising from changes in interest rates in respect of cash and cash equivalents is considered relatively minimal.

The following tables set out the carrying amounts of the Group's bank borrowings and corporate bond as at the end of the reporting period that are exposed to interest rate risk:

本集團面對以下風險：

(a) 息率風險

本集團面對息率風險主要源於本集團之債務責任。本集團監控息率變動，必要時考慮適當的對沖活動。本集團已訂立利率掉期合同以管理其浮動利率借款的利率風險。本集團因息率變動而引致現金及現金等價物之市場風險變動相對輕微。

以下為本集團於報告期末，銀行借款及企業債券在面對利息風險時的賬面值，表列如下：

	2020 二零二零年		2019 二零一九年	
	Carrying amount 賬面值 US\$'000 美元千元	Effective interest rate 有效利率 %	Carrying amount 賬面值 US\$'000 美元千元	Effective interest rate 有效利率 %
Fixed rate denominated in: 固定利率按以下貨幣為單位：				
RMB 人民幣	123,259	4.88	310,789	4.97
US\$ 美元	12,821	0.96	50,256	3.18
	136,080		361,045	
Floating rate denominated in: 浮動利率按以下貨幣為單位：				
US\$ 美元	750,981	2.17	621,823	5.01
RMB 人民幣	101,959	5.15	408,411	4.91
VND 越南盾	146,907	3.74	343,530	6.38
	999,847		1,373,764	

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 49 財務風險管理方針及政策(續)

(a) Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, through the impact on floating rate bank borrowings, of the Group's profit after tax and equity (with all other variables held constant):

(a) 息率風險(續)

下表說明浮動利率銀行借款在合理利率變動下，本集團的稅後利潤及權益的敏感性(其他變數不變)：

			2020 二零二零年	2019 二零一九年
		Increase/ (decrease) in basis points	Increase/ (decrease) in profit after tax and equity 除稅後溢利 及權益增加 ／(減少) US\$'000 美元千元	Increase/ (decrease) in profit after tax and equity 除稅後溢利 及權益增加 ／(減少) US\$'000 美元千元
US\$	美元	100	(7,163)	(5,785)
US\$	美元	(100)	7,163	5,785
RMB	人民幣	100	(765)	(3,063)
RMB	人民幣	(100)	765	3,063
VND	越南盾	100	(1,175)	(2,748)
VND	越南盾	(100)	1,175	2,748

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

49 財務風險管理方針及政策(續)

(b) Credit risk

The Group places its cash deposits with a number of major banks and financial institutions. This cash management policy limits the Group's exposure to concentration of credit risk. Impairment on cash and deposits has been measured on a 12-month expected loss basis. The Group considers that its cash and deposits have minimal credit risk based on the external credit ratings of the counterparties (i.e. banks and financial institutions where cash and deposits are placed).

A significant portion of the Group's sales are made to customers in the agricultural industry and, as such, the Group is directly affected by the well-being of that industry. However, the credit risk associated with trade receivables is considered relatively low due to the Group's large customer base and its geographical dispersion. The Group performs ongoing credit evaluations of its customers' financial conditions. Gross carrying amount of trade receivables of US\$16,718,000 (2019: US\$10,838,000) were supported by guarantee issued by bank provided by customers as at 31 December 2020. The Group applies the simplified approach in calculating ECLs for trade receivables, using a provision matrix that based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For details of the Group's credit risk exposure on trade receivables, please refer to note 28(b) to the financial statements. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Except for the financial guarantees given by the Group as set out in note 43, the Group does not provide other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 43. The Group held assets of US\$1,615,000 as at 31 December 2020 (2019: US\$537,000) as pledge for the guarantees granted to independent third party customers. The Group measures the financial guarantee contracts at the ECLs allowance determined for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default.

(b) 信貸風險

本集團於數家主要銀行及金融機構存放其現金存款。此項現金管理政策減低了本集團信貸集中之風險。現金及存款的減值按12個月的預期信貸虧損計量。基於存放現金及存款的銀行和金融機構的外部信貸評級，本集團認為其現金及存款的信用風險較低。

本集團之銷售大部份售予農業客戶，因此本集團亦直接受該行業之狀況影響。然而，由於本集團擁有龐大客戶群及其業務遍佈於不同地區，有關應收賬項之信貸風險也相對地低。本集團持續地評估其客戶之財務狀況。於二零二零年十二月三十一日，價值1,671.8萬美元(二零一九年：1,083.8萬美元)之應收貿易賬款總賬面值被客戶提供之銀行擔保所支援。本集團採用簡易法計量應收貿易賬款的預期信貸虧損，使用基於其歷史信用損失經驗的撥備模型，根據債務人特定的前瞻性因素和經濟環境進行調整。有關本集團應收貿易賬款的信貸風險詳情，請參閱財務報表附註28(b)。確認之撥備乃資產之賬面值與以最初確認之有效利率折現估計未來現金流之差額。

除載於本財務報表附註43內集團所提供之財務擔保外，本集團並沒有提供其他擔保能使本集團面對信貸風險。於報告期末，有關財務擔保之最高可面對信貸風險已在附註43披露。本集團於二零二零年十二月三十一日為獨立第三方客戶擔保而取得之抵押資產為161.5萬美元(二零一九年：53.7萬美元)。本集團按照預期在信貸虧損的剩餘年限內(不論何時違約)的信貸虧損計量財務擔保合同的信貸虧損準備。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 49 財務風險管理方針及政策(續)

(c) Foreign currency risk

RMB and VND are not freely convertible into foreign currencies. All foreign exchange transactions are conducted with reference to the exchange rates quoted by the People's Bank of China and banks in Vietnam, respectively. Payments for imported materials and remittance of earnings out of mainland China and Vietnam are subject to the availability of foreign currencies.

The products of the Company's subsidiaries, joint ventures and associates operating in mainland China and Vietnam are sold primarily in RMB and VND, respectively. Revenues and profits are thus predominantly denominated in RMB and VND. For certain subsidiaries, joint ventures and associates, funds denominated in RMB and VND may have to be, and from time to time are, converted into US\$ or other foreign currencies for the purchase of imported materials and equipment.

Should RMB and VND appreciate/depreciate against the US\$, it may increase/reduce the foreign currency equivalent of such earnings available for distribution by these subsidiaries, joint ventures and associates of the Company.

The Group's businesses are principally operated in mainland China and Vietnam and most transactions are conducted in RMB and VND. The Group has entered into forward exchange contracts to manage its foreign exchange risk.

(c) 外匯風險

人民幣和越南盾均不能自由兌換成外幣。所有外匯交易都分別參考中國人民銀行和位於越南的銀行所報的匯率進行。中國及越南地區外的進口原材料的付款和收入匯款項都受可動用的外幣限制。

本公司營運於中國大陸及越南的附屬公司、合營企業及聯營公司的產品分別主要以人民幣和越南盾銷售。因此，收入和溢利以人民幣和越南盾為主。若干附屬公司、合營企業和聯營公司，需不時以人民幣及越南盾兌換為美元或其他外幣以購買進口材料及設備。

倘若人民幣和越南盾較美元升值／貶值，它可能會增加／減少本公司的附屬公司、合營企業和聯營公司的外幣等值收益。

本集團之業務主要於中國大陸和越南境內營運，大部份交易以人民幣及越南盾為單位。本集團已訂立遠期外匯合同以管理其外匯風險。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 49 財務風險管理方針及政策(續)

(c) Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a possible change in RMB and VND exchange rates (with all other variables held constant) of the Group's profit before tax and equity (due to changes in the fair value of monetary assets and liabilities of the Group's foreign subsidiaries). The analysis excludes differences that would result from the translation of the financial statement of foreign operations into the Group's presentation currency.

(c) 外匯風險(續)

下表顯示在其他變數維持不變的情況下，本集團之除稅前溢利及權益(因本集團的國外附屬公司之貨幣資產及負債之公允價值變動)於報告期末對人民幣及越南盾匯率可能發生之變動之敏感程度。該等分析不包括換算外地業務財務報表至本集團之列報貨幣時可能產生的差異。

		Appreciation/ (depreciation) in RMB or VND 人民幣或越南盾 升值/(貶值)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) US\$'000 美元千元	Increase/ (decrease) in equity 權益 增加/(減少) US\$'000 美元千元
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度			
If US\$ weakens against RMB	倘美元較人民幣貶值	3%	113	20
If US\$ strengthens against RMB	倘美元較人民幣升值	(3%)	(113)	(20)
If US\$ weakens against VND	倘美元較越南盾貶值	3%	72	57
If US\$ strengthens against VND	倘美元較越南盾升值	(3%)	(72)	(57)
		Appreciation/ (depreciation) in RMB or VND 人民幣或越南盾 升值/(貶值)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) US\$'000 美元千元	Increase/ (decrease) in equity 權益 增加/(減少) US\$'000 美元千元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度			
If US\$ weakens against RMB	倘美元較人民幣貶值	3%	(839)	(868)
If US\$ strengthens against RMB	倘美元較人民幣升值	(3%)	839	868
If US\$ weakens against VND	倘美元較越南盾貶值	3%	221	176
If US\$ strengthens against VND	倘美元較越南盾升值	(3%)	(221)	(176)

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 49 財務風險管理方針及政策(續)

(d) Liquidity risk

The Group's objective is to maintain a balance between funding continuity and flexibility through the use of various types of borrowings.

The Group monitors current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and bank facilities to meet its liquidity requirements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

At 31 December 2020

		Within 1 year or on demand 按要求或 少於一年 US\$'000 美元千元	1 to 5 years 一至五年 US\$'000 美元千元	Over 5 years 超過五年 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Trade and bills payables	應付貿易賬款及票據	391,224	-	-	391,224
Other payables and accruals	其他應付賬款及預提費用	393,464	-	-	393,464
Lease liabilities	租賃負債	87,003	307,421	418,570	812,994
Bank borrowings	銀行借款	306,307	464,520	365,100	1,135,927
Estimated interests on bank borrowings	估計銀行借款利息	27,900	67,711	31,144	126,755
Guarantee issued in respect of certain indebtedness of independent third party customers (note 43)	為獨立第三方客戶之若干債務提供之擔保(附註43)	10,161	-	-	10,161
		1,216,059	839,652	814,814	2,870,525

(d) 流動資金風險

本集團的目的乃透過利用各種類型的借款，維持資金延續性與靈活性之間的平衡。

本集團監察現時及預期之流動資金需求以確保維持足夠現金儲備及銀行信貸以應付其流動資金需求。

下表概述於報告期末之到期日，本集團根據合約性未貼現款項的財務負債：

於二零二零年十二月三十一日

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 49 財務風險管理方針及政策(續)

(d) Liquidity risk (continued)

At 31 December 2019

		Within 1 year or on demand 按要求或 少於一年 US\$'000 美元千元	1 to 5 years 一至五年 US\$'000 美元千元	Over 5 years 超過五年 US\$'000 美元千元	Total 總額 US\$'000 美元千元
Trade and bills payables	應付貿易賬款及票據	446,116	-	-	446,116
Other payables and accruals	其他應付賬款及預提費用	405,970	-	-	405,970
Lease liabilities	租賃負債	84,697	300,281	423,155	808,133
Bank borrowings	銀行借款	1,174,796	531,410	16,770	1,722,976
Corporate bond	企業債券	-	11,833	-	11,833
Estimated interests on bank borrowings	估計銀行借款利息	59,197	48,441	14,919	122,557
Estimated interests on corporate bond	估計企業債券利息	398	414	-	812
Guarantee issued in respect of certain indebtedness of independent third party customers (note 43)	為獨立第三方客戶之若干債務提供之擔保(附註43)	10,541	-	-	10,541
		2,181,715	892,379	454,844	3,528,938

(e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements.

(d) 流動資金風險(續)

於二零一九年十二月三十一日

(e) 資本管理

本集團管理資本的主要目的為保障本集團能持續經營，並保持健康資本比率以支持其業務及令其股東價值最大化。

本集團按照經濟狀況的變動管理資本架構，並作出適當調整。為了維持或調整資本架構，本集團可能會調整支給予股東的股息金額或發行新股份。本集團概無任何外部施加之資本需求。

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

49 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 49 財務風險管理方針及政策(續)

(e) Capital management (continued)

The Group monitors its capital structure using a number of financial ratios. A key ratio is the net debt to equity ratio, which is total bank borrowings and corporate bond less cash and deposits divided by total equity. The Group's policy is to maintain the net debt to equity ratio at reasonable level. Capital represents the equity attributable to owners of the Company. The net debt to equity ratios as at the end of the reporting periods were as follows:

(e) 資本管理(續)

本集團利用數項財務比率監察其資本架構。其中一項主要指標為淨債務權益比率，即銀行借款及企業債券總額減現金及存款後除以權益總額。本集團之政策乃維持淨債務權益比率於合理水準。資本乃可分配給本公司擁有人之權益。於報告期末之淨債務權益比率如下：

		Note 附註	2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
Total bank borrowings and corporate bond	銀行借款及企業債券總額	33, 34	1,135,927	1,734,809
Less: Pledged deposits	減：已抵押存款	30	(11,896)	(17,699)
Time deposits with maturity over three months	到期日超過三個月之定期存款	30	(1,605)	(2,293)
Cash and cash equivalents	現金及現金等價物	30	(535,891)	(422,364)
Net debt	淨負債		586,535	1,292,453
Total equity	權益總額		4,032,710	1,967,038
Net debt to equity ratio	淨債務權益比率		0.15	0.66

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

50 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

50 本公司的財務狀況表

		2020 二零二零年 US\$'000 美元千元	2019 二零一九年 US\$'000 美元千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	165	220
Interests in subsidiaries	於附屬公司的權益	1,825,949	1,825,949
Total non-current assets	總非流動資產	1,826,114	1,826,169
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	418,724	370,123
Prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款	319	344
Cash and cash equivalents	現金及現金等價物	37,865	5,484
Total current assets	總流動資產	456,908	375,951
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付賬項及預提費用	3,100	3,258
Bank borrowings	銀行借款	12,821	289,430
Total current liabilities	總流動負債	15,921	292,688
NET CURRENT ASSETS	淨流動資產	440,987	83,263
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	2,267,101	1,909,432
NON-CURRENT LIABILITIES	非流動負債		
Bank borrowings	銀行借款	595,399	209,277
Other non-current liabilities	其他非流動資產	797	801
Total non-current liabilities	總非流動負債	596,196	210,078
NET ASSETS	資產淨值	1,670,905	1,699,354
EQUITY	權益		
Issued capital	已發行股本	253,329	253,329
Reserves (note)	儲備(附註)	1,170,742	1,368,078
Proposed final dividend	建議末期股息	246,834	77,947
TOTAL EQUITY	權益總額	1,670,905	1,699,354

Notes to Financial Statements

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

50 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

			Share premium account	Contributed surplus	Retained profits	Total
		Note 附註	股份溢價賬 US\$'000 美元千元	實繳盈餘賬 US\$'000 美元千元	未分配利潤 US\$'000 美元千元	總額 US\$'000 美元千元
At 1 January 2019	於二零一九年一月一日		10,740	979,382	359,382	1,349,504
Profit for the year and total comprehensive income for the year	本年溢利及全面收益總額		-	-	122,503	122,503
2019 interim dividend	二零一九年中期股息	13	-	(25,982)	-	(25,982)
2019 final dividend proposed	二零一九年建議末期股息	13	-	(77,947)	-	(77,947)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日		10,740	875,453	481,885	1,368,078
Profit for the year and total comprehensive income for the year	本年溢利及 全面收益總額		-	-	172,915	172,915
Special dividend	特別股息	13	-	(25,983)	-	(25,983)
2020 interim dividend	二零二零年中期股息	13	-	(97,434)	-	(97,434)
2020 final dividend proposed	二零二零年建議末期股息	13	-	(246,834)	-	(246,834)
At 31 December 2020	於二零二零年十二月三十一日		10,740	505,202	654,800	1,170,742

50 本公司的財務狀況表(續)

附註：

本公司之儲備摘要如下：

51 COMPARATIVE AMOUNTS

The comparative consolidated statement of comprehensive income has been presented as if the operations discontinued during the year had been discontinued at the beginning of prior year (note 41).

51 比對數字

比對綜合全面收益表之呈列乃假設於本年內終止經營之業務於去年開始時已終止經營(附註41)。

Corporate Information

公司資料

Executive Directors

Mr. Soopakij Chearavanont (Chairman)
Mr. Adirek Sripratak (Vice Chairman)
Mr. Suphachai Chearavanont (Vice Chairman)
Mr. Narong Chearavanont
Mr. Bai Shanlin (Chief Executive Officer (China Area))
Mr. Sooksunt Jiumjaiswanglerg
(Chief Executive Officer (Vietnam Area))
Mrs. Arunee Watcharananan
Mr. Yu Jianping

Non-executive Directors

Mr. Meth Jiaravanont
Mr. Yoichi Ikezoe

Independent Non-executive Directors

Mr. Vinai Vittavasarnvej
Mrs. Vatchari Vimooktayon
Mr. Cheng Yuk Wo
Professor Dr. Pongsak Angkasith
General Udomdej Sitabutr

Audit Committee

Mr. Cheng Yuk Wo (Chairman)
Mr. Meth Jiaravanont
Mr. Vinai Vittavasarnvej
Professor Dr. Pongsak Angkasith

Remuneration Committee

Mr. Vinai Vittavasarnvej (Chairman)
Mr. Adirek Sripratak
Mr. Suphachai Chearavanont
Mrs. Vatchari Vimooktayon
General Udomdej Sitabutr

Nomination Committee

Mrs. Vatchari Vimooktayon (Chairman)
Mr. Adirek Sripratak
Mr. Suphachai Chearavanont
Mr. Cheng Yuk Wo
General Udomdej Sitabutr

Corporate Governance Committee

Professor Dr. Pongsak Angkasith (Chairman)
Mr. Bai Shanlin
Mr. Meth Jiaravanont
Mr. Cheng Yuk Wo

Company Secretary

Ms. Wong Pui Shan

執行董事

謝吉人先生(董事長)
蔡益光先生(副董事長)
謝鎔仁先生(副董事長)
謝明欣先生
白善霖先生(行政總裁(中國區))
Sooksunt Jiumjaiswanglerg先生
(行政總裁(越南區))
Arunee Watcharananan女士
于建平先生

非執行董事

謝克俊先生
池添洋一先生

獨立非執行董事

Vinai Vittavasarnvej先生
Vatchari Vimooktayon女士
鄭毓和先生
Pongsak Angkasith教授
Udomdej Sitabutr將軍

審核委員會

鄭毓和先生(主席)
謝克俊先生
Vinai Vittavasarnvej先生
Pongsak Angkasith教授

薪酬委員會

Vinai Vittavasarnvej(主席)
蔡益光先生
謝鎔仁先生
Vatchari Vimooktayon女士
Udomdej Sitabutr將軍

提名委員會

Vatchari Vimooktayon女士(主席)
蔡益光先生
謝鎔仁先生
鄭毓和先生
Udomdej Sitabutr將軍

企業管治委員會

Pongsak Angkasith教授(主席)
白善霖先生
謝克俊先生
鄭毓和先生

公司秘書

黃佩珊女士

Corporate Information

公司資料

Registered Office

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal Place of Business

21st Floor, Far East Finance Centre
16 Harcourt Road, Hong Kong

Auditor

KPMG
Certified Public Accountants
Public Interest Entity Auditor registered in accordance
with the Financial Reporting Council Ordinance

Principal Bankers

Bank of China (Hong Kong) Limited
Citibank N.A.

Share Registrars

Hong Kong
Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

Bermuda
MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

Share Listing

The Stock Exchange of Hong Kong Limited
Stock Code: 43

American Depository Receipt (“ADR”)

Sponsored Level 1
Ratio: 1 ADR = 25
Ordinary Shares Exchange: OTC
Symbol: CPKPY
CUSIP: 125918201
Depository: The Bank of New York

Website

<http://www.cpp.hk>

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

主要營業地點

香港夏慤道16號
遠東金融中心21樓

核數師

畢馬威會計師事務所
執業會計師
於《財務匯報局條例》下的
註冊公眾利益實體核數師

主要往來銀行

中國銀行(香港)有限公司
花旗銀行

股份過戶登記處

香港
香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712–1716號舖

百慕達
MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

股份上市地點

香港聯合交易所有限公司
股份代號：43

美國預託證券(「ADR」)

Sponsored Level 1
比率：1 ADR = 25股普通股
交易所：場外交易
代號：CPKPY
CUSIP：125918201
保管人：紐約銀行

公司網站

<http://www.cpp.hk>