



羅兵咸永道

**TO THE SHAREHOLDERS OF
VEDAN INTERNATIONAL (HOLDINGS) LIMITED**
(incorporated in the Cayman Islands with limited liability)

致味丹國際(控股)有限公司股東
(於開曼群島註冊成立的有限公司)

Opinion

What we have audited

The consolidated financial statements of Vedan International (Holdings) Limited (the "Company") and its subsidiaries (the "Group") set out on pages 117 to 209, which comprise:

意見

我們已審計之內容

列載於第117至209頁的味丹國際(控股)有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，當中包括：

- the consolidated balance sheet as at 31 December 2020;
 - the consolidated income statement for the year then ended;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 於二零二零年十二月三十一日的綜合資產負債表；
 - 截至該日止年度的綜合收益表；
 - 截至該日止年度的綜合全面收益表；
 - 截至該日止年度的綜合權益變動表；
 - 截至該日止年度的綜合現金流量表；及
 - 綜合財務報表附註，當中包括主要會計政策概要。



Independent Auditor's Report 獨立核數師報告

Our opinion

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 Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

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

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而中肯地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況及其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之披露規定妥為擬備。

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們在該等準則下的責任於我們的報告中的核數師就審計綜合財務報表承擔的責任章節內詳述。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

獨立性

根據香港會計師公會的《職業會計師道德守則》（「守則」），我們獨立於 貴集團，並已根據守則履行其他職業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及達成意見時進行處理。我們不會對這些事項提供單獨的意見。

Independent Auditor's Report

獨立核數師報告



Key audit matter identified in our audit is related to impairment of goodwill.

我們在審計中識別的關鍵審計事項與商譽減值有關。

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment of goodwill for the PRC MSG related business

中國味精相關業務的商譽減值

Refer to note 8 to the consolidated financial statements.
請參閱綜合財務報表附註8。

As at 31 December 2020, the carrying amount of goodwill is US\$8.5 million, including US\$7.8 million for the PRC MSG related business, before provision of impairment of goodwill of US\$6.7 million which is all attributable to the PRC MSG related business. As described in the Note 2.7 to the consolidated financial statements, goodwill impairment assessments are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

於二零二零年十二月三十一日，扣除與中國味精相關業務的商譽減值撥備6.7百萬美元前，商譽賬面值為8.5百萬美元，包括中國味精相關業務的商譽賬面值7.8百萬美元。誠如綜合財務報表附註2.7所述，商譽每年進行減值評估，亦會於有事件出現或情況改變顯示可能出現減值時，作出更頻密評估。

In carrying out the impairment assessment of goodwill for the PRC MSG related business, management determined the recoverable amount based on the higher of value-in-use ("VIU") and the fair value less cost of disposal ("FVLCD") calculations of the cash-generating unit ("CGU"). In the absence of a market comparable, management adopted the income approach and used discounted cash flow ("DCF") forecast to determine the recoverable amount of the CGU under both VIU and FVLCD methods and considered the recoverable amount under the VIU method to be higher.

於進行中國味精相關業務的商譽減值評估時，管理層根據使用價值（「使用價值」）與賺取現金單位（「賺取現金單位」）之公平值減出售成本（「公平值減出售成本」）之計算（以較高者為準）釐定可收回金額。由於市場並無可比較情況，管理層已採納收入法及使用貼現現金流量（「貼現現金流量」）預測，以釐定使用價值及公平值減出售成本法項下賺取現金單位的可收回金額，並認為使用價值法項下可收回金額較高。

We understood, evaluated and tested management's internal control and assessment process of impairment of goodwill for PRC MSG related business and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.

我們已了解、評估及測試管理層對中國味精相關業務的商譽減值的內部控制及評估過程，並通過考慮估計不確定性的程度及其他固有風險因素（如複雜性、主觀性、變動及易受管理層偏見或欺詐的影響）的程度，評估重大錯報的固有風險。

We evaluated the appropriateness and consistency of assumptions and estimates applied in financial budget prepared by management such as sales growth rate, gross margin and discount rate by comparing with relevant market rates, current year and historical trends of the business and the industry and management's development plans.

我們已透過比較相關市價、業務及行業之本年度及歷史趨勢以及管理層之發展計劃，評估應用於管理層編製之財務預算中的假設及估計（如銷售增長率、毛利率及折現率等）的適合性及一致性。



Independent Auditor's Report 獨立核數師報告

Key Audit Matter 關鍵審計事項

The DCF calculations use pre-tax cash flow projections based on financial budgets prepared by management covering a five-year period. Cash flows of the related CGU beyond the five-year period are extrapolated using the estimated growth rates.

貼現現金流量計算乃以管理層編製之五年期財務預算為基準採用除稅前現金流量預測。超出五年期的相關賺取現金單位的現金流量使用估計增長率推算。

The recoverable amount of the CGU for the PRC MSG related business determined based on DCF was lower than the carrying amount, and therefore, a further provision for impairment of goodwill of US\$3.1 million was recognised against goodwill of PRC MSG related business for the year ended 31 December 2020.

根據貼現現金流量釐定的中國味精相關業務之賺取現金單位之可收回金額低於其賬面值。因此，截至二零二零年十二月三十一日止年度，已就中國味精相關業務的商譽確認進一步的商譽減值撥備3.1百萬美元。

We focused on auditing the impairment of goodwill including the related disclosures because the calculation is subject to high degree of estimation uncertainty. The inherent risk in relation to the impairment assessment of goodwill is considered significant due to the complexity of the methods, subjectivity of significant assumptions used, and/or significant judgements involved in selecting data.

我們專注於審計商譽減值（包括相關披露），因為其計算存在較高程度的估計不確定性。由於方法的複雜性、或使用重大假設的主觀性及／或選擇數據時涉及的重大判斷，與商譽減值評估相關的固有風險被認為屬重大。

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

We involved our internal valuation specialist to assess the valuation methodology, discount rate adopted and the numerical accuracy of the calculations prepared by management.

我們的內部估值專家已參與評估管理層的估值方法、採用的折現率及進行計算的數目的準確性。

We challenged management's sensitivity analysis which considers the effect of reasonably possible changes of major assumptions including sales growth rate, gross margin and discount rate to the recoverable amount of goodwill.

我們已質疑管理層的敏感度分析，當中考慮主要假設可能出現的合理變化的影響，包括銷售增長率、毛利率及商譽可收回金額的折現率。

We assessed the adequacy of the disclosures related to impairment of goodwill in the context of the applicable financial reporting framework.

我們根據適用的財務報告框架評估了與商譽減值有關的披露的充分性。

We also considered whether the judgements made in selecting the method, significant assumptions and data would give rise to indicators of possible management bias.

我們亦已考慮在選擇方法、重大假設及數據時作出的判斷將可能出現管理層偏見的指標。

Based on the procedures performed, we considered that the risk assessment of impairment of goodwill remained appropriate and the method, significant assumptions and data used by management in the assessment of impairment of goodwill for the PRC MSG related business including the related disclosures were supported by the available evidence.

根據所執行的程序，我們認為商譽減值的風險評估仍屬適當，管理層在中國味精相關業務的商譽減值評估中使用的方法、重大假設及數據（包括相關披露）獲得現有證據的支持。

Independent Auditor's Report

獨立核數師報告

Other information

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

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

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

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 Directors and the Audit Committee for the Consolidated Financial Statements

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，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料，我們亦不對該等其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或似乎存在重大錯誤陳述的情況。

基於我們就於本核數師報告日期前已取得的其他資料已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審計委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製真實而中肯的綜合財務報表，並對其認為以使綜合財務報表的編製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。

在編製綜合財務報表時，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。

審計委員會須負責監督 貴集團的財務報告過程。



Independent Auditor's Report 獨立核數師報告

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. We report our opinion solely to you, as a body and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with HKSA's, we exercise professional judgment 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.

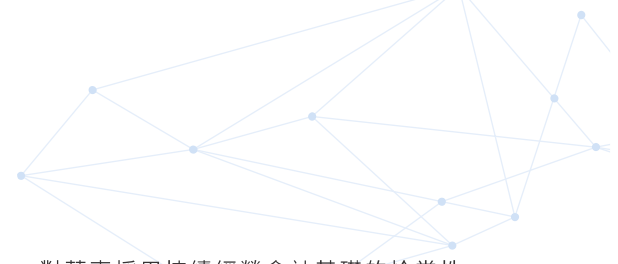
我們的目的是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計於一項重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或合計可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

核數師就審計綜合財務報表承擔的責任

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：

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

Independent Auditor's Report 獨立核數師報告



- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 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。如果我們的結論為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於截至核數師報告日期所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當審計憑證，以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。

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.

我們與審計委員會討論（其中包括）審計的計劃範圍、時間安排、重大審計發現等，當中包括我們在審計中識別出的內部控制的任何重大缺陷。



Independent Auditor's Report 獨立核數師報告

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to 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.

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Chiu Kong, Edmond.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 March 2021

我們亦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，並與其討論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，用以消除對獨立性產生威脅的行動或採取的防範措施。

從與審計委員會討論的事項中，我們確定對本期綜合財務報表的審計最為重要的事項，從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討論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討論該事項。

出具本獨立核數師報告的審計項目合夥人為陳朝光。

羅兵咸永道會計師事務所
執業會計師

香港，二零二一年三月二十三日