



CRMI
中國再生醫學

CHINA REGENERATIVE MEDICINE

INTERNATIONAL LIMITED

中國再生醫學國際有限公司

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

Stock Code 股份代號 : 8158

INTERIM REPORT
2021 中期報告

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

This report, for which the directors (the “Directors”) of China Regenerative Medicine International Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)GEM之特點

GEM之定位乃為相比其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市之公司普遍為中小型公司，在GEM買賣之證券可能會較在主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本報告全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告旨在遵照聯交所GEM證券上市規則(「GEM上市規則」)之規定，提供有關中國再生醫學國際有限公司(「本公司」)之資料。本公司董事(「董事」)對此共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

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In the event of any error or omission in the Chinese translation of this interim report, the English text shall prevail.

本中期報告之中文翻譯如有任何錯漏，應以英文為準。

CORPORATE INFORMATION

公司資料

DIRECTORS

EXECUTIVE DIRECTOR

Mr. Wang Chuang (*Chairman of the Board and Chief Executive Officer*)

NON-EXECUTIVE DIRECTOR

Mr. Tsang Ho Yin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Fang Jun
Ms. Huo Chunyu
Ms. Yang Ying

COMPANY SECRETARY

Mr. Lee Pak Chung

NOMINATION COMMITTEE

Dr. Fang Jun (*chairman of Nomination Committee*)
Ms. Huo Chunyu
Ms. Yang Ying

REMUNERATION COMMITTEE

Dr. Fang Jun (*chairman of Remuneration Committee*)
Ms. Huo Chunyu
Ms. Yang Ying
Mr. Tsang Ho Yin

AUDIT COMMITTEE

Ms. Yang Ying (*chairman of Audit Committee*)
Ms. Huo Chunyu
Dr. Fang Jun

董事

執行董事

王闖先生
(*董事會主席兼行政總裁*)

非執行董事

曾浩賢先生

獨立非執行董事

方俊博士
霍春玉女士
楊滢女士

公司秘書

李柏聰先生

提名委員會

方俊博士 (*提名委員會主席*)
霍春玉女士
楊滢女士

薪酬委員會

方俊博士 (*薪酬委員會主席*)
霍春玉女士
楊滢女士
曾浩賢先生

審核委員會

楊滢女士 (*審核委員會主席*)
霍春玉女士
方俊博士

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 2310–18, Miramar Tower
132 Nathan Road
Tsim Sha Tsui, Kowloon
Hong Kong

COMPLIANCE OFFICER

Mr. Wang Chuang

AUTHORISED REPRESENTATIVES

Mr. Wang Chuang
Mr. Lee Pak Chung

PRINCIPAL BANKER

Dah Sing Bank, Limited
36th Floor, Everbright Centre
108 Gloucester Road
Hong Kong

AUDITOR

McM (HK) CPA Limited
3/F., Parklane Building
233 Queen's Road Central
Hong Kong

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

總辦事處及香港 主要營業地點

香港
九龍尖沙咀
彌敦道132號
美麗華大廈2310–18室

監察主任

王闖先生

授權代表

王闖先生
李柏聰先生

主要往來銀行

大新銀行有限公司
香港
告士打道108號
光大中心36樓

核數師

長盈(香港)會計師事務所
有限公司
香港
皇后大道中233號
柏聯樓3樓

COMPLIANCE ADVISOR

Octal Capital Limited
801–805, 8/F, Nan Fung Tower
88 Connaught Road Central
Hong Kong
(service term completed on 11 August 2021)

LEGAL ADVISOR ON THE CAYMAN ISLANDS LAW

Conyers Dill & Pearman
29th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company
(Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301–04, 33/F.
Two Chinachem Exchange Square,
338 King's Road North Point
Hong Kong

COMPANY WEBSITE

www.crimi.hk

STOCK CODE

8158

合規顧問

八方金融有限公司
香港
干諾道中88號
南豐大廈8樓801–805室
(服務任期於二零二一年
八月十一日完結)

法律顧問 (開曼群島法律)

Conyers Dill & Pearman
香港
中環康樂廣場8號
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開曼群島股份 過戶登記總處

Conyers Trust Company
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香港股份 過戶登記分處及 股份過戶辦事處

聯合證券登記有限公司
香港
北角英皇道338號
華懋交易廣場2期
33樓3301–04室

公司網址

www.crimi.hk

股份代號

8158

INDEPENDENT REVIEW REPORT

獨立審閱報告



McM (HK) CPA Limited

TO THE SHAREHOLDERS OF CHINA REGENERATIVE MEDICINE INTERNATIONAL LIMITED

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial report set out on pages 8 to 37 which comprises the condensed consolidated statement of financial position of China Regenerative Medicine International Limited (the "Company") as at 30 June 2021 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The directors of the Company are responsible for the preparation and presentation of the interim financial report in accordance with HKAS 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report, and to report our conclusion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國再生醫學國際有限公司 股東之獨立審閱報告

(於開曼群島註冊成立之有限公司)

引言

本核數師(以下簡稱「吾等」)已審閱第8頁至第37頁所載的中期財務資料，包括中國再生醫學國際有限公司(「貴公司」)於二零二一年六月三十日的未經審核簡明綜合財務狀況表，以及截至該日止六個月期間的相關未經審核簡明綜合損益及其他全面收入表、未經審核簡明綜合權益變動表及未經審核簡明綜合現金流量表以及闡釋附註。香港聯合交易所有限公司GEM證券上市規則規定，中期財務資料須按照其相關條文以及香港會計師公會(「香港會計師公會」)頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)編製。董事負責按照香港會計準則第34號編製及呈報中期財務資料。

吾等之責任在於根據受聘之協定條款審閱該等中期未經審核簡明綜合財務報表，就此達成結論，並僅向閣下全體匯報，而不作任何其他用途。吾等不就本報告之內容向任何其他人士承擔或負上任何責任。

SCOPE OF REVIEW

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

OTHER MATTER

The comparative figures for the interim financial report were not reviewed by us.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report for the six months ended 30 June 2021 is not prepared, in all material respects, in accordance with HKAS 34.

McM (HK) CPA Limited

Certified Public Accountants

Wong Ka Bo, Jimmy

Practising Certificate No.: P07560

3/F., Parklane Building

233 Queen's Road Central

Hong Kong

13 August 2021

審閱範圍

吾等根據香港會計師公會頒佈之香港審閱委聘準則第2410號「實體之獨立核數師執行中期財務資料審閱」進行吾等的審閱。中期財務資料之審閱包括詢問（主要對負責財務及會計事務之人士），以及應用分析及其他審閱程序。審閱之範圍遠較根據香港審核準則進行之審核範圍為小，故吾等無法確保吾等已知悉可通過審核辨別之所有重要事項。因此，吾等並不發表審核意見。

其他事項

中期財務報告的比較數字未經吾等審閱。

結論

基於吾等之審閱工作，吾等並無發現任何事項，令吾等相信截至二零二一年六月三十日止六個月之中期財務報告在各重大方面未有根據香港會計準則第34號編製。

長盈(香港)會計師事務所有限公司

執業會計師

黃家寶

執業證書編號：P07560

香港

皇后大道中233號

柏聯樓3樓

二零二一年八月十三日

The board of Directors (the “Board”) of the Company hereby announces the unaudited consolidated result of the Company and its subsidiaries (collectively, the “Group”) for the three months and six months ended 30 June 2021, together with the comparative unaudited figures for the corresponding period in 2020 as follows:

本公司董事會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)截至二零二一年六月三十日止三個月及六個月之未經審核綜合業績，連同二零二零年同期之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收入表

For the three months and six months ended 30 June 2021
截至二零二一年六月三十日止三個月及六個月

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年	2020 二零二零年 (Restated) (經重列)	2021 二零二一年	2020 二零二零年 (Restated) (經重列)
		HK\$'000 千港元 Unaudited 未經審核	HK\$'000 千港元 Unaudited 未經審核	HK\$'000 千港元 Unaudited 未經審核	HK\$'000 千港元 Unaudited 未經審核
	Notes 附註				
Continuing operations	持續經營業務				
Revenue	4	74,322	48,512	115,302	49,307
Cost of sales		(63,754)	(10,290)	(94,085)	(10,356)
Gross Profit		10,568	38,222	21,217	38,951
Other income	4	750	(2,909)	3,846	2,365
Reversal of expected credit loss on other receivable		41,353	-	41,353	-
Selling expenses		(1,188)	(20,377)	(1,788)	(20,478)
Administrative expenses		(27,028)	(28,629)	(34,883)	(38,351)
Finance costs	5	(156)	78	(530)	(2,917)
Profit/(loss) before income tax from continuing operations	來自持續經營業務之除所得稅前溢利/(虧損)	24,299	(13,615)	29,215	(20,430)
Income tax expenses	7	(5)	(3,226)	(1,227)	(3,226)
Profit/(loss) for the period from continuing operations	期內溢利/(虧損)	24,294	(16,841)	27,988	(23,656)
Discontinued operations	已終止經營業務				
Loss for the period	期內虧損	-	(147,139)	-	(154,098)
Loss on disposal of equity interest in discontinued operations before reclassification of foreign currency translation reserve, net of income tax	重新分類換算儲備前就出售已終止經營業務股權的除所得稅虧損	(555)	-	(11,749)	-
Loss for the period from discontinued operations	來自已終止經營業務的期內虧損	(555)	(147,139)	(11,749)	(154,098)
Profit/(loss) for the period	期內溢利/(虧損)	23,739	(163,980)	16,239	(177,754)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Cont'd)

簡明綜合損益及其他全面收入表(續)

For the three months and six months ended 30 June 2021
截至二零二一年六月三十日止三個月及六個月

	Notes 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 Unaudited 未經審核	2020 二零二零年 (Restated) (經重列) HK\$'000 千港元 Unaudited 未經審核	2021 二零二一年 HK\$'000 千港元 Unaudited 未經審核	2020 二零二零年 (Restated) (經重列) HK\$'000 千港元 Unaudited 未經審核
Profit/(loss) for the period attributable to:	以下人士應佔期內 溢利/(虧損):				
Owners of the Company	本公司擁有人	23,895	(148,668)	16,239	(163,734)
Non-controlling Interest	非控股股東權益	(156)	(15,312)	-	(14,020)
		23,739	(163,980)	16,239	(177,754)
Other comprehensive (expense)/income	其他全面(開支)/收入				
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至 損益之項目:</i>				
Exchange (loss)/gain on translation of financial statements of foreign operations	換算海外業務財務 報表之匯兌 (虧損)/收益	(1,075)	5,358	(1,561)	6,183
Reclassification of foreign currency translation reserve on discontinued operations upon disposal	出售已終止經營業務後 重新分類外幣換算 儲備	87	-	11,817	-
Other comprehensive (expense)/income for the period	期內其他全面 (開支)/收入	(988)	5,358	10,256	6,183
Total comprehensive income/ (expense) for the period	期內全面總收入/(開支)	22,751	(158,622)	26,495	(171,571)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Cont'd)

簡明綜合損益及其他全面收入表(續)

For the three months and six months ended 30 June 2021
截至二零二一年六月三十日止三個月及六個月

	Notes 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 Unaudited 未經審核	2020 二零二零年 (Restated) (經重列) HK\$'000 千港元 Unaudited 未經審核	2021 二零二一年 HK\$'000 千港元 Unaudited 未經審核	2020 二零二零年 (Restated) (經重列) HK\$'000 千港元 Unaudited 未經審核
Total comprehensive income/(expense) for the period attributable to:					
Owners of the Company		22,907	(143,892)	26,495	(158,615)
Non-controlling interest		(156)	(14,730)	-	(12,956)
		22,751	(158,622)	26,495	(171,571)
Total comprehensive income/(expense) for the period attributable to the owners of the Company arise from:					
- Continuing operations		24,155	(18,406)	26,427	(24,396)
- Discontinued operations		(1,248)	(125,486)	68	(134,219)
		22,907	(143,892)	26,495	(158,615)
Profit/(loss) per share from continuing operations attributable to equity holders of the Company:					
- Basic (HK cents)	9	0.851	(1.374)	0.981	(2.248)
- Diluted (HK cents)		N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Loss per share from discontinued operations attributable to equity holders of the Company:					
- Basic (HK cents)	9	(0.014)	(10.757)	(0.412)	(13.311)
- Diluted (HK cents)		N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2021

於二零二一年六月三十日

			30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
		Notes 附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	326	1,304
Non-current rental deposits	非流動租賃按金	12	-	7,571
			326	8,875
Current assets	流動資產			
Inventories	存貨		1,263	1,378
Trade receivables	應收貿易賬項	12	121	80
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬項	12	149,141	137,391
Cash and bank balances	現金及銀行結餘		9,525	4,767
			160,050	143,616

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

簡明綜合財務狀況表(續)

As at 30 June 2021

於二零二一年六月三十日

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
	Notes 附註		
Current liabilities	流動負債		
Trade payables	應付貿易賬項	50	7,996
Accrued charges and other payables	應計費用及其他應付賬項	6,390	139,314
Contract liabilities	合約負債	19,843	3,900
Lease liabilities	租賃負債	11,596	17,028
Shareholder's loans	股東貸款	21,195	20,295
Current tax liabilities	當期稅項負債	15,314	12,564
		74,388	201,097
Net current assets/(liabilities)	淨流動資產/(負債)	85,662	(57,481)
Total assets less current liabilities	總資產減流動負債	85,988	(48,606)
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	-	5,870
Deferred tax liabilities	遞延稅項負債	-	674
		-	6,544
NET ASSETS/(LIABILITIES)	淨資產/(負債)	85,988	(55,150)
CAPITAL AND RESERVES	資金及儲備		
Share capital	股本	570,858	570,858
Reserves	儲備	(484,870)	(512,730)
Equity attributable to owners of the Company	本公司擁有人應佔權益	85,988	58,128
Non-controlling interests	非控股股東權益	-	(113,278)
Total equity/(Capital deficiency)	總權益/(資產虧絀)	85,988	(55,150)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2021
截至二零二一年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									Non- controlling interests 非控股 股東權益	Total 權益合計	
		Share capital 股本	Share premium 股份溢價	Translation reserve 換算儲備	Special reserve 特殊儲備	Other reserve 其他儲備	Share option reserve 購股權 儲備	FVOCI reserve 按公平值 於其他 全面收入 列賬之金融 資產儲備	Convertible bonds equity reserve 可換股債券 權益儲備	Acc- umulated losses 累計虧損	Sub-total 小計		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2020 (audited)	於二零二零年一月一日 (經審核)	175,858	3,196,996	(23,749)	(200)	(413,100)	40,299	(81,406)	-	(2,801,872)	92,826	(75,193)	17,633
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(163,734)	(163,734)	(14,020)	(177,754)
Other comprehensive income	其他全面收入												
Exchange gain on translation of financial statements of foreign operations	換算海外業務 財務報表 之匯兌收益	-	-	5,119	-	-	-	-	-	-	5,119	1,064	6,183
Total comprehensive income/(expense) for the period	期內全面總收入/(開支)	-	-	5,119	-	-	-	-	-	(163,734)	(158,615)	(12,956)	(171,571)
Equity-settled share-based payments	以股權結算的以股份為 基礎的付款	-	-	-	-	-	1,425	-	-	-	1,425	-	1,425
Lapse of share options	購股權失效	-	-	-	-	-	(2,860)	-	-	2,860	-	-	-
Share placement	股份配售	100,000	-	-	-	-	-	-	-	-	100,000	-	100,000
Share issue expenses	股份發行開支	-	(817)	-	-	-	-	-	-	-	(817)	-	(817)
Recognition of equity component of convertible bonds	確認可換股債券權益部分	-	-	-	-	-	-	-	40,246	-	40,246	-	40,246
Conversion of convertible bonds	轉換可換股債券	40,000	313	-	-	-	-	-	(13,415)	-	26,898	-	26,898
Balance as at 30 June 2020 (unaudited)	於二零二零年六月三十日 的結餘(未經審核)	315,858	3,196,492	(18,630)	(200)	(413,100)	38,864	(81,406)	26,831	(2,982,746)	101,963	(88,149)	13,814

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

簡明綜合權益變動表(續)

For the six months ended 30 June 2021
截至二零二一年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控股股東權益	Total 合計	
		Share capital 股本	Share premium 股份溢價	Translation reserve 換算儲備	Special reserve 特殊儲備	Other reserve 其他儲備	Share option reserve 購股權儲備	Accumulated losses 累計虧損	Sub-total 小計		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	570,868	3,203,513	(36,490)	(200)	(413,100)	38,449	(3,304,902)	58,128	(113,278)	(55,150)
Profit for the period	期內溢利	-	-	-	-	-	-	16,239	16,239	-	16,239
Other comprehensive income	其他全面收入										
Exchange differences arising on translation of foreign operations	換算海外業務導致的匯兌差異	-	-	(1,561)	-	-	-	-	(1,561)	-	(1,561)
Reclassification of foreign currency translation reserve on discontinued operations upon disposal	出售已終止經營業務後重新分類外幣換算儲備	-	-	11,817	-	-	-	-	11,817	-	11,817
Total comprehensive income for the year	年內全面總收入	-	-	10,256	-	-	-	16,239	26,495	-	26,495
Equity-settled share-based payments	以股權結算的以股份為基礎的付款	-	-	-	-	-	1,365	-	1,365	-	1,365
Released on disposal of subsidiaries	於出售附屬公司時解除	-	-	-	-	-	-	-	-	113,278	113,278
Balance as at 30 June 2021 (unaudited)	於二零二一年六月三十日的結餘(未經審核)	570,868	3,203,513	(26,234)	(200)	(413,100)	39,814	(3,288,819)	85,988	-	85,988

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

簡明綜合權益變動表(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganisation in 2001.

The other reserve represents (i) the difference between the fair value of consideration paid to increase the shareholding in subsidiaries and the amount of adjustment to non-controlling interest; and (ii) deemed capital contribution from shareholders, represented the difference between the principal amount of the shareholder's loan and its fair value. The fair value is determined by discounting the estimate future cash flows throughout the expected life of the repayment.

特殊儲備指本集團於二零零一年重組時，被收購附屬公司股份面值與本公司就收購該等附屬公司而予以發行之本公司股份面值之差額。

其他儲備指(i)就增加於附屬公司之股權所付代價之公平值與非控股股東權益調整金額之差額及(ii)視作股東注資指股東貸款本金額與其公平值之間的差額。公平值按整個預期償還期間貼現估計未來現金流釐定。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 HK\$'000 千港元 Unaudited 未經審核	2020 二零二零年 HK\$'000 千港元 Unaudited 未經審核
Net cash used in operating activities	經營活動耗用現金淨額	(8,609)	(285,261)
Net cash generated from investing activities	投資活動所得現金淨額	-	23,587
Net cash generated from financing activities	融資活動所得現金淨額	900	264,448
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目之(減少)/增加淨額	(7,709)	2,774
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等值項目之影響	12,467	6,509
Cash and cash equivalents at beginning of the period	期初之現金及現金等值項目	4,767	19,210
Cash and cash equivalents at end of the period	期末之現金及現金等值項目	9,525	28,493

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL INFORMATION

China Regenerative Medicine International Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revision 2001) of Cayman Islands on 20 April 2001. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Suite 2310-18, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company is an investment holding company. The principal activities of its subsidiaries are provision of healthcare products and services.

2. BASIS OF PREPARATION

(a) Statement of compliance

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2021 have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs", which also include the Hong Kong Accounting Standard ("HKAS") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and with applicable disclosure requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance.

(b) Basis of measurement

The unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the audited annual results of the Group for the year ended 31 December 2020, released on 1 April 2021. The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated financial statements are the same as those used in the Group's audited annual results for the year ended 31 December 2020, released on 1 April 2021.

1. 一般資料

中國再生醫學國際有限公司（「本公司」）於二零零一年四月二十日根據開曼群島公司法（二零零一年修訂版）在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港九龍尖沙咀彌敦道132號美麗華大廈2310-18室。

本公司股份於香港聯合交易所有限公司（「聯交所」）GEM上市。本公司為一間投資控股公司。其附屬公司的主要業務為提供大健康產品及服務。

2. 編製基準

(a) 合規聲明

截至二零二一年六月三十日止六個月之未經審核簡明綜合中期財務報表乃遵照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，亦包括香港會計準則（「香港會計準則」）及詮釋），以及GEM上市規則及香港公司條例之適用披露規定而編製。

(b) 計量基準

未經審核簡明綜合財務報表並無載有年度財務報表所規定的所有資料及披露事項，應與二零二一年四月一日刊發之本集團截至二零二零年十二月三十一日止年度之經審核年度業績一併閱讀。編製未經審核簡明綜合財務報表所採納之會計政策及編製基準與二零二一年四月一日刊發之本集團截至二零二零年十二月三十一日止年度之經審核年度業績所採納者一致。

2. BASIS OF PREPARATION (Cont'd)

(b) *Basis of measurement (Cont'd)*

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2021 have been prepared on the historical cost basis except for certain financial instruments, which are stated at fair value.

It should be noted that accounting estimates and assumptions are used in preparation of the unaudited condensed consolidated interim financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates.

The unaudited condensed consolidated interim financial statement ("interim financial statement") are presented in Hong Kong dollars which is same as the functional currency of the Company.

The interim financial statements of the Group are unaudited, but have been reviewed by the audit committee of the Company and by McM (HK) CPA Limited, the auditor of the company. The unaudited condensed consolidated interim financial statements were approved and authorised for issue by the Directors on 13 August 2021.

(c) *Restatements due to discontinued operations*

The presentation of comparative information in respect of the unaudited condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2021 has been restated in order to disclose the discontinued operations separately from continuing operations.

3. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors, being the chief operating decision makers of the Group, for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

2. 編製基準(續)

(b) 計量基準(續)

截至二零二一年六月三十日止六個月之未經審核簡明綜合中期財務報表乃按歷史成本基準編製，惟若干金融工具則以公平值列賬。

務請注意，編製未經審核簡明綜合中期財務報表時會採用會計估計及假設。儘管此等估計乃基於管理層對現時事件及行動之最深切了解及判斷而作出，惟實際結果最終或會有別於估計之情況。

未經審核簡明綜合中期財務報表(「中期財務報表」)以本公司功能貨幣港元列值。

本集團的中期財務報表未經審核，但已經本公司審核委員會及本公司核數師長盈(香港)會計師事務所有限公司審閱。未經審核簡明綜合中期財務報表經董事於二零二一年八月十三日批准及授權刊發。

(c) 源於已終止經營業務的重列

截至二零二一年六月三十日止六個月的未經審核簡明綜合損益及其他全面收入表的比較資料已經重列，以便將已終止經營業務與持續經營業務分開披露。

3. 分部資料

根據向執行董事(即本集團首席經營決策者)呈報以供彼等決定本集團各業務成分的資源分配及評核該等成分表現的定期內部財務資料，本集團確認經營分部及編製分部資料。向執行董事呈報的內部財務資料內的業務成分乃依據本集團主要產品及服務種類確定。

3. SEGMENT INFORMATION (Cont'd)

For the six months ended 30 June 2021, the Group has identified the following continuing operations and reportable segment:

- Healthcare products and services – production and sales of healthcare products and services.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

In September 2020, the Group disposed of its “dermatology and others”; “ophthalmology products”, and “stomatology products and others” business and in March 2021, the Group disposed of its “cell products and services”; “cosmetics products and others” business (collectively the “Discontinued operations”); such Discontinued operations were included in “dermatology, cosmetic products and others”; “cell, healthcare products and services”, and “stomatology products” segments for the three months ended 31 March 2020. Since the Discontinued operations represented a major line of “dermatology, cosmetic products and others”, “cell, healthcare products and services”, and “stomatology products” segment of the Group, and regarded as a discontinued operation in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Accordingly, the related financial information of the Discontinued operations was not included in the operating segment information from the continuing operations and the comparative information was also reclassified to conform with the current period presentation. Further details of the discontinued operation are set out in note 17.

3. 分部資料(續)

截至二零二一年六月三十日止六個月，本集團已識別下列持續經營業務及可呈報分部：

- 大健康產品及服務—大健康產品和服務的生產和銷售。

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者除外：

- 財務費用
- 所得稅
- 並非直接歸屬於任何經營分部之業務活動的企業收入及開支

於計算經營分部的經營業績時並不包括在內。

於二零二零年九月，本集團出售「皮膚及其他」、「眼科產品」及「口腔產品及其他」業務，並於二零二一年三月，本集團出售旗下「細胞產品及服務」、「化妝品及其他」業務(統稱「已終止經營業務」)，已終止經營業務於截至二零二零年三月三十一日止三個月計入「皮膚、化妝品及其他」、「細胞、大健康產品及服務」及「口腔科產品」分部。由於已終止經營業務為本集團「皮膚、化妝品及其他」、「細胞、大健康產品及服務」及「口腔科產品」分部的主要分支，並根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務視為已終止經營業務，故此，已終止經營業務的有關財務資料並無計入持續經營業務的分部資料及可比較資料亦已重新分類以切合本期間的呈列。已終止經營業務的更多詳情載於附註17。

3. SEGMENT INFORMATION (Cont'd)

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

The totals presented for the Group's operating segments are reconciled to the Group's key financial figures as presented in the unaudited condensed consolidated interim financial statements as follows:

Geographical information

The following tables present revenue from external customers for the year and certain non-current asset information as at 30 June 2021 by geographical area.

3. 分部資料(續)

以下為按可呈報分部劃分的本集團收益及業績分析：

本集團經營分部列示的總額與本集團於未經審核簡明綜合財務報表列示的關鍵財務數據對賬如下：

地理資料

下表按地理區域介紹本年度來自外部客戶收益及於二零二一年六月三十日若干非流動資產的資料。

Six months period ended 30 June 截至六月三十日止六個月

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
(a) Revenue from external customers	(a) 來自外部客戶收益		
Continuing operations	持續經營業務		
Hong Kong	香港	9,166	1,168
Mainland China	中國大陸	106,136	48,139
		115,302	49,307
Discontinued operations	已終止經營業務		
Hong Kong	香港	-	29
Mainland China	中國大陸	-	19,588
		-	19,617
(b) Non-current assets	(b) 非流動資產		
Continuing operations	持續經營業務		
Hong Kong	香港	326	100,035
Mainland China	中國大陸	-	21,683
		326	121,718
Discontinued operations	已終止經營業務		
Hong Kong	香港	-	3,195
Mainland China	中國大陸	-	33,834
		-	37,029

4. REVENUE AND OTHER INCOME

The Group's turnover represents revenue from its principal activities, measured at the net invoiced value of goods sold, and services rendered after allowances for returns and trade discounts during the periods are as follows:

4. 收益及其他收入

本集團之營業額指於期內來自其主要活動，按扣除退貨及貿易折扣後之已售貨品及已提供服務發票淨值計算之收益呈列如下：

Six months ended 30 June
截至六月三十日止六個月

		2021 二零二一年	2020 二零二零年 (Restated) (經重列)
		HK\$'000 千港元 Unaudited 未經審核	HK\$'000 千港元 Unaudited 未經審核
Revenue	收益		
Continuing operations	持續經營業務		
Sales of goods	出售貨品	4,346	49,307
Services income	服務收入	110,956	-
		115,302	49,307
Discontinued operations	已終止經營業務		
Sales of goods	出售貨品	-	19,617
Total revenue	總收益	115,302	68,924
Other Income	其他收入		
Continuing operations	持續經營業務		
COVID-19-related rent concessions	COVID-19相關租金優惠	3,431	-
Bank interest income	銀行利息收入	10	17
Gain on modification of lease	修改租賃之收益	-	2,142
Government grant income (Note)	政府補貼收入(附註)	26	206
Others	其他	379	-
		3,846	2,365
Discontinued operations	已終止經營業務		
Bank interest income	銀行利息收入	-	21
Gain on deregistration of subsidiaries	取消註冊附屬公司之收益	-	394
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值於損益列賬之金融資產之收益	-	2,340
Gain on modification of lease	修改租賃之收益	-	4,012
Government grant income (Note)	政府補貼收入(附註)	-	2,192
Others	其他	-	790
		-	9,749
Total other income	其他收入總額	3,846	12,114

Note: The Group has received these government grants and complied with all attached conditions and therefore such grants were recognised as other income during the six months ended 30 June 2021.

附註：本集團已收取該等政府補貼並簽合所有附加條件，因此該等政府補貼於截至二零二一年六月三十日止六個月確認為其他收入。

5. FINANCE COSTS

5. 財務費用

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年	2020 二零二零年 (Restated) (經重列)
		HK\$'000 千港元	HK\$'000 千港元
		Unaudited 未經審核	Unaudited 未經審核
Continuing operations	持續經營業務		
Interests on:	以下項目的利息：		
Bank borrowings and other payables	銀行借款及其他應付賬項之利息	174	442
Lease liabilities	租賃負債	356	735
Liability component of convertible bonds measured at amortised cost	按攤銷成本計量的可換股債券負債部分之利息	-	1,740
		530	2,917
Discontinued operations	已終止經營業務		
Interests on:	以下項目的利息：		
Bank borrowings and other payables	銀行借款及其他應付賬項之利息	-	641
Lease liabilities	租賃負債	-	269
		-	910
Total finance costs	財務費用總額	530	3,827

6. PROFIT/(LOSS) BEFORE INCOME TAX

The Group's profit/(loss) for the six months ended 30 June 2021 from continuing operations is stated after charging/(crediting) the following:

6. 除所得稅前溢利／(虧損)

本集團截至二零二一年六月三十日止六個月來自持續經營業務的溢利／(虧損)已扣除／(計入)下列各項：

		2021 二零二一年	2020 二零二零年 (Restated) (經重列)
		HK\$'000 千港元	HK\$'000 千港元
		Unaudited 未經審核	Unaudited 未經審核
Continuing operations	持續經營業務		
Profit/(loss) before income tax has been arrived at after charging/(crediting):	除所得稅前溢利／(虧損)已扣除／(計入)下列各項：		
Advertising and marketing	廣告及市場推廣	295	278
Depreciation for property, plant and equipment	物業、廠房及設備折舊	15	26
Equity-settled share-based payments	以股權結算的以股份為基礎的付款	1,365	1,425
Exchange difference, net	匯兌差額(淨額)	(3,067)	-
Short term lease and low value lease expenses	短期租賃及低值租賃開支	307	1,254
Employee benefit expenses (including directors' emoluments):	僱員福利開支 (包括董事酬金)：		
Salaries, wages and other benefits	薪金、工資及其他福利	5,006	11,753
Share-based payments	以股權結算的以股份為基礎的付款	-	759
Retirement benefit schemes contributions	退休福利計劃供款	-	90

7. INCOME TAX EXPENSES

7. 所得稅開支

Six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 HK\$'000 千港元 Unaudited 未經審核	2020 二零二零年 HK\$'000 千港元 Unaudited 未經審核
Income tax – for the current period	所得稅 – 本期內		
Hong Kong	香港	-	-
The PRC	中國	(1,901)	(3,316)
Deferred taxation	遞延稅項	674	90
Total income tax expenses	總所得稅開支	(1,227)	(3,226)

Under the two-tiered Hong Kong profits tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. The profits of the group entities not qualifying for the two-tiered Hong Kong profit tax rate regime will continue to be taxed at a rate of 16.5%. The PRC enterprise income tax of 25% is applicable to the Group's PRC subsidiaries. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

根據香港制利得稅兩級制，於香港成立的合資格集團實體的首2,000,000港元溢利將為8.25%，而超過該數額之溢利將以16.5%的稅率徵稅。不符合香港利得稅兩級制之集團實體的溢利將繼續按16.5%的稅率徵稅。本集團中國附屬公司適用25%之中國企業所得稅。海外利得稅乃根據本年度估計應課稅溢利按本集團經營所在地之現行稅率計算。

8. DIVIDENDS

The Board does not recommend the payment of interim dividend for the six months ended 30 June 2021 (2020: Nil).

8. 股息

董事會並不建議派付截至二零二一年六月三十日止六個月之中期股息(二零二零年：無)。

9. PROFIT/(LOSS) PER SHARE

Basic profit/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the periods.

9. 每股溢利／(虧損)

每股基本溢利／(虧損)乃按歸屬於本公司權益持有人之溢利／(虧損)除以期內已發行普通股加權平均數計算。

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年	2020 二零二零年 (Restated) (經重列)	2021 二零二一年	2020 二零二零年 (Restated) (經重列)
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙
		Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核
Profit/(loss) per share attributable to equity holders of the Company:	歸屬於本公司權益持有人之每股溢利／(虧損)：				
From continuing operations	來自持續經營業務	0.851	(1,374)	0.981	(2,248)
From discontinued operations	來自已終止經營業務	(0.014)	(10,757)	(0.412)	(13,311)
		0.837	(12,131)	0.569	(15,559)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年	2020 二零二零年 (Restated) (經重列)	2021 二零二一年	2020 二零二零年 (Restated) (經重列)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核
Profit/(loss) attributable to equity holders of the Company used in calculating basic profit/(loss) per share:	計算每股基本溢利／(虧損)時所用之歸屬於本公司權益持有人之溢利／(虧損)：				
From continuing operations	來自持續經營業務	24,294	(16,841)	27,988	(23,656)
From discontinued operations	來自已終止經營業務	(399)	(131,827)	(11,749)	(140,078)
		23,895	(148,668)	16,239	(163,734)
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	2,854,289,500	1,225,443,346	2,854,289,500	1,052,366,423

Diluted profit/(loss) per share for the six months ended 30 June 2021 and 2020 is the same as basic corresponding profit/(loss) per share because the impact of the exercise of share options and convertible bonds was anti-dilutive.

截至二零二一年及二零二零年六月三十日止六個月的每股攤薄溢利／(虧損)與每股基本相應溢利／(虧損)相同，原因為行使購股權及可換股債券的影響具反攤薄作用。

10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、廠房及設備

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
Net book value, beginning of period/year	期／年初賬面淨值	1,304	1,516
Exchange differences	匯兌差額	914	103
Disposals	出售	-	(129,142)
Disposal of subsidiaries	出售附屬公司	(133,476)	(79,272)
Depreciation	折舊	(19)	(1,731)
Depreciation eliminated on disposals of subsidiaries	出售附屬公司的對銷折舊	131,603	62,917
Impairment losses eliminated on disposals	出售的對銷減值	-	146,913
Net book value, end of period/year	期／年末賬面淨值	326	1,304

11. OTHER INTANGIBLE ASSETS

11. 其他無形資產

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
Net book value, beginning of period/year	期／年初賬面淨值	-	16,345
Derecognised on disposals	出售時取消確認	-	(523,436)
Impairment loss eliminated on disposals	出售時對銷減值虧損	-	507,091
Net book value, end of period/year	期／年末賬面淨值	-	-

12. TRADE RECEIVABLES, DEPOSITS,
PREPAYMENTS AND OTHER RECEIVABLES

12. 應收貿易賬項、按金、預付
款項及其他應收賬項

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
Trade receivables	應收貿易賬項	121	80
Rental deposit	租賃按金	14,044	-
Other deposits	其他按金	2,203	7,491
Prepayments	預付款項	72,589	8,601
Other receivables	其他應收賬項	60,305	121,299
		149,141	137,391

As at 30 June 2021, aging analysis of trade receivables (net of impairment losses) based on sale invoice date and net of provision, is as follows:

於二零二一年六月三十日，應收貿易賬項(扣除減值虧損)按銷售發票日期及扣除撥備後之賬齡分析如下：

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
0-90 days	0-90天	121	80

The Group allows an average credit period of 60-180 days to its customers.

本集團給予其客戶之平均信貸期為60至180天。

13. TRADE PAYABLES

As at the reporting date, aging analysis of trade payables based on invoice date is as follows:

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
0-30 days	0-30天	50	87
31-60 days	31-60天	-	25
Over 60 days but less than 1 year	超過60天但少於1年	-	-
1 year or over 1 year	1年或1年以上	-	7,884
		50	7,996

General credit terms granted by suppliers are 30 days to 60 days.

於報告日期，應付貿易賬項按發票日期之賬齡分析如下：

供應商授出之一般信貸期介乎30至60天。

14. SHARE CAPITAL

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Ordinary share of HK\$0.2 each Authorised:	每股面值0.2港元的普通股 法定：		
At 31 December 2020, 1 January 2021 and 30 June 2021	於二零二零年十二月三十一日、 二零二一年一月一日及 二零二一年六月三十日	5,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 31 December 2020 and 1 January 2021, and 30 June 2021	於二零二零年十二月三十一日、 二零二一年一月一日及 二零二一年六月三十日	2,854,289,500	570,858

Note:

(i) All these ordinary shares issued by the Company rank pari passu with the then existing ordinary shares in all respects.

附註：

(i) 本公司發行之所有普通股於各方面均與當時之現有普通股享有同等權益。

15. CAPITAL AND OTHER COMMITMENTS

15. 資本及其他承擔

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 Audited 經審核
Capital commitments:	資本承擔：		
Contracted but not provided for:	已訂約但未撥備：		
Purchase of property, plant and equipment and others	購置物業、廠房及設備及其他	-	1,509

The Company signed two sponsorship agreements with the University of Oxford for the research of stem cell therapy and tissue engineering. The Company agreed to provide GBP9 million (equivalent to HK\$93 million) to the University of Oxford by instalments over the period covered by agreements. Up to 31 December 2020, the Company has paid GBP5.05 million (equivalent to HK\$55.90 million) to the University of Oxford. As the agreements are executory, no liability should be recognised at the date of signing of the agreements. The capital commitments of the aforesaid sponsorship agreements were discharged after of disposals of subsidiaries during the six months ended 30 June 2021.

本公司已與牛津大學就幹細胞治療及組織工程的研究訂立兩項贊助協議。本公司同意在協議期內分期向牛津大學提供9,000,000英鎊（相當於93,000,000港元）。截至二零二零年十二月三十一日，本公司已向牛津大學支付5,050,000英鎊（相當於55,900,000港元）。由於該等協議屬可執行性，因此不會在訂立協議日期確認負債。上述贊助協議的資本承諾已在截至二零二一年六月三十日止六個月內通過出售附屬公司而解除。

16. SHARE OPTION SCHEME

A share option scheme was adopted by the Company pursuant to a resolution passed on 14 September 2011 (the "Scheme"). Under the Scheme, the Board may grant options to (i) any eligible employee (means any employee, whether full time or part time, including any executive directors and non-executive directors) of the Company, any of its subsidiaries and any invested entity; (ii) any supplier of goods or services to any member of the Group or any invested entity; (iii) any customer of the Group or any invested entity; (iv) any person or entity that provides research, development or technological support or other services to the Group or any invested entity; and (v) any shareholder or any member of the Group or any invested entity or any holder of any securities issued by any member of the Group to any invested entity (collectively known as the "Participants"), to subscribe for shares in the Company. The share option scheme has been adjusted in respect of the share consolidation on 16 May 2019.

Movement in share options:

During the six months ended 30 June 2021, no new options were granted under the scheme (Year ended 31 December 2020: Nil).

16. 購股權計劃

本公司根據一項於二零一一年九月十四日通過之決議案採納一項購股權計劃（「計劃」）。根據計劃，董事會可向下列人士授出購股權以認購本公司股份：(i)本公司、其任何附屬公司及任何所投資實體之任何合資格僱員（指任何全職或兼職僱員，包括任何執行董事及非執行董事）；(ii)向本集團任何成員公司或任何所投資實體供應貨品或服務之任何供應商；(iii)本集團或任何所投資實體之任何客戶；(iv)向本集團或任何所投資實體提供研究、開發或技術支援或其他服務之任何人士或實體；及(v)本集團任何股東或任何成員公司或任何所投資實體或本集團任何成員公司向任何所投資實體發行之任何證券之任何持有人（統稱「參與者」）。購股權計劃已就二零一九年五月十六日的股份合併進行調整。

購股權變動：

截至二零二一年六月三十日止六個月，並無根據計劃授出新購股權（截至二零二零年十二月三十一日止年度：無）。

		30 June 2021 二零二一年六月三十日		31 December 2020 二零二零年十二月三十一日	
		Weighted average exercise price 加權平均行使價 HK\$ 港元 Unaudited 未經審核	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ 港元 Audited 經審核	Number of options 購股權數目 '000 千份
Outstanding at beginning of period/year	期／年初尚未行使	7.09	8,238	7.09	8,874
Forfeited/Lapsed during the period	期內沒收／失效	-	-	7.09	(636)
Outstanding at end of period/year	期／年末尚未行使	7.09	8,238	7.09	8,238

As at 30 June 2021, the weighted average remaining contractual life for the outstanding share options is 4.20 years (31 December 2020: 4.70 years).

於二零二一年六月三十日，尚未行使購股權的加權平均剩餘合約年期為4.20年（二零二零年十二月三十一日：4.70年）。

17. DISCONTINUED OPERATIONS

- (a) On 29 June 2021, the Group entered into sale and purchase agreements with China e-Media Group Limited (“e-Media”), an independent third party, to dispose the entire equity interests in and sale loans due by subsidiaries of the Group namely CRMI Medical Bio-Tech Limited, China Regenerative Medicine limited, Sino Stem Cell Clinical Application Company Limited and China Stem Cell Therapy and Technology Limited (collectively “June 2021 Disposal Group”) to e-Media for considerations of HK\$404 in cash.

The financial performance for the relevant periods of June 2021 Disposal Group were set out below:

17. 已終止經營業務

- (a) 於二零二一年六月二十九日，本集團與獨立第三方中國電子傳媒集團有限公司(「電媒」)訂立買賣協議，向電媒出售本集團於旗下附屬公司中國再生醫學生物技術有限公司、中國再生醫學有限公司、中華幹細胞臨床應用有限公司及中國幹細胞治療及技術有限公司(統稱「二零二一年六月出售集團」)的全部股權以及該等公司結欠的銷售貸款，代價為現金404港元。

二零二一年六月出售集團於相關期間財務業績列載如下：

		Total 合計	
		1 January 2021 to 29 June 2021 二零二一年 一月一日至 二零二一年 六月二十九日 HK\$'000 千港元 (Unaudited) (未經審核)	Six months ended 30 June 2020 截至 二零二零年 六月三十日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	-	-
Other income	其他收入	-	2,340
Expenses	開支	-	(5,336)
Loss for the relevant periods	相關期間虧損	-	(2,996)

17. DISCONTINUED OPERATIONS (Cont'd)

(a) (Cont'd)

The carrying amounts of assets and liabilities of June 2021 Disposal Group as of the date of disposal were as follows:

17. 已終止經營業務(續)

(a) (續)

二零二一年六月出售集團於出售日期的資產及負債賬面值如下：

		Total
		合計
		HK\$'000
		千港元
		(Unaudited)
		(未經審核)
Non-current assets	非流動資產	
Property, plant and equipment	物業、廠房及設備	920
Current liabilities	流動負債	
Trade and other payables	貿易及其他應付款項	(23,054)
Net liabilities disposed of	已出售負債淨值	(22,134)
Release of translation reserves upon disposal of subsidiaries	出售附屬公司後解除換算儲備	87
Derecognition of non-controlling interest	取消確認非控股股東權益	22,602
Gain/(Loss) on disposal of the subsidiaries	出售附屬公司之收益/(虧損)	(555)
Satisfied by:	由下列各項支付：	
Cash	現金	0.4
Total consideration by cash	總現金代價	0.4

(b) On 2 March 2021, the Group entered into a sale and purchase agreement with DS Premium Healthcare Limited ("DS"), an independent third party, to dispose its entire equity interests in and sale loan due by Biocell to DS for a total consideration of HK\$101 in cash.

(b) 於二零二一年三月二日，本集團與獨立第三方德斯尚康會有限公司(「德斯」)訂立買賣協議，向德斯出售其於百奧的全部股權以及百奧結欠的銷售貸款，總代價為現金101港元。

17. DISCONTINUED OPERATIONS (Cont'd)

(b) (Cont'd)

The financial performance for the relevant periods of Biocell were set out below:

		1 January 2021 to 2 March 2021 二零二一年 一月一日至 二零二一年 三月二日 HK\$'000 千港元 (Unaudited) (未經審核)	Three months ended 31 March 2020 截至 二零二零年 三月三十一日 止三個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	-	29
Other income	其他收入	-	468
Expenses	開支	-	(4,450)
Loss for the relevant periods	相關期間虧損	-	(3,953)

The carrying amounts of assets and liabilities of Biocell as of the date of disposal were as follows:

百奧於出售日期的資產及負債賬面值如下：

		HK\$'000 千港元 (Unaudited) (未經審核)
Current assets	流動資產	
Inventories	存貨	31
Trade and other receivables	貿易及其他應收款項	5,047
Cash and bank balances	現金及銀行結餘	1,064
Current liabilities	流動負債	
Trade and other payables	貿易及其他應付款項	(4,720)
Non-current liabilities	非流動負債	
Lease liabilities	租賃負債	(3,066)
Net liabilities disposed of	已出售負債淨值	(1,644)
Gain on disposal of the subsidiaries	出售附屬公司之收益	1,644
Total consideration by cash	總現金代價	0.1
Satisfied by:	由下列各項支付：	
Cash	現金	0.1
Total consideration by cash	總現金代價	0.1

17. DISCONTINUED OPERATIONS (Cont'd)

- (c) On 30 March 2021, the Group entered into a sale and purchase agreement with DS to dispose its entire equity interests in and sale loan due by Passion and Frame Sharp (collectively "2021 Disposal Group") to DS for a total consideration of HK\$11,000,000 in cash.

The combined results for the relevant periods of 2021 Disposal Group were set out below:

17. 已終止經營業務(續)

- (c) 於二零二一年三月三十日，本集團與德斯訂立買賣協議，向德斯出售其於 Passion 及 Frame Sharp (統稱「二零二一年出售集團」) 的全部股權以及兩者結欠的銷售貸款，總代價為現金 11,000,000 港元。

二零二一年出售集團於相關期間的綜合業績列載如下：

		1 January 2021 to 30 March 2021 二零二一年 一月一日至 二零二一年 三月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	Three months ended 31 March 2020 截至 二零二零年 三月三十一日 止三個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	-	1,325
Cost of sales	銷售成本	-	(710)
Other income	其他收入	-	38
Expenses	開支	-	(1,472)
Loss for the relevant periods	相關期間虧損	-	(819)

17. DISCONTINUED OPERATIONS (Cont'd)

(c) (Cont'd)

The carrying amounts of assets and liabilities of 2021 Disposal Group as of the date of disposal were as follows:

17. 已終止經營業務(續)

(c) (續)

二零二一年出售集團於出售日期的資產及負債賬面值如下：

		HK\$'000 千港元 (Unaudited) (未經審核)
Non-current assets	非流動資產	
Property, plant and equipment	物業、廠房及設備	96
Current assets	流動資產	
Inventories	存貨	225
Trade and other receivables	貿易及其他應收款項	6,104
Cash and bank balances	現金及銀行結餘	614
Current liabilities	流動負債	
Trade and other payables	貿易及其他應付款項	(39,384)
Net liabilities disposed of	已出售負債淨值	(32,345)
Release of translation reserves upon disposal of subsidiaries	出售附屬公司後解除換算儲備	5,435
Derecognition of non-controlling interest	取消確認非控股股東權益	12,408
Gain on disposal of the subsidiaries	出售附屬公司之收益	25,502
Total consideration by cash	總現金代價	11,000
Satisfied by:	由下列各項支付：	
Cash	現金	11,000
Total consideration by cash	總現金代價	11,000

17. DISCONTINUED OPERATIONS (Cont'd)

- (d) On 30 March 2021, the Group entered into a sale and purchase agreement with Nopo International Group Limited ("Nopo"), an independent third party, to dispose its entire equity interests in and sale loan due by Obagi to Nopo for a total consideration of HK\$1,000,000 in cash.

The results for the relevant periods of Obagi were set out below:

17. 已終止經營業務(續)

- (d) 於二零二一年三月三十一日，本集團與獨立第三方諾普國際集團有限公司(「諾普」)訂立買賣協議，向諾普出售其於Obagi的全部股權以及Obagi結欠的銷售貸款，總代價為現金1,000,000港元。

Obagi於相關期間的業績列載如下：

		1 January 2021 to 30 March 2021 二零二一年 一月一日至 二零二一年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	Three months ended 31 March 2020 截至 二零二零年 三月三十一日 止三個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	-	1,512
Cost of sales	銷售成本	-	(404)
Other income	其他收入	-	3,246
Expenses	開支	-	(12)
Profit for the relevant periods	相關期間溢利	-	4,342

17. DISCONTINUED OPERATIONS (Cont'd)

(d) (Cont'd)

The carrying amounts of assets and liabilities of Obagi as of the date of disposal were as follows:

17. 已終止經營業務(續)

(d) (續)

Obagi於出售日期的資產及負債賬面值如下：

		HK\$'000 千港元 (Unaudited) (未經審核)
Non-current assets	非流動資產	
Property, plant and equipment	物業、廠房及設備	839
Current assets	流動資產	
Inventories	存貨	723
Trade and other receivables	貿易及其他應收款項	2,507
Cash and bank balances	現金及銀行結餘	253
Current liabilities	流動負債	
Trade and other payables	貿易及其他應付款項	(49,545)
Net liabilities disposed of	已出售負債淨值	(45,223)
Release of translation reserves upon disposal of subsidiaries	出售附屬公司後解除換算儲備	6,295
Derecognition of non-controlling interest	取消確認非控股股東權益	78,268
Loss on disposal of the subsidiaries	出售附屬公司之虧損	(38,340)
Total consideration by cash	總現金代價	1,000
Satisfied by:	由下列各項支付：	
Cash	現金	1,000
Total consideration by cash	總現金代價	1,000

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND FUTURE PROSPECT

For the six months period ended 30 June 2021, the Group continued its measures to further improve its business operations, including:

1. optimizing the management structure and introducing talents with great influence in the industry into our management team, to significantly increase the Group's competitiveness;
2. optimizing asset portfolio and disposing business segments that were not in line with the Company's future development strategy, to enhance the Company's operational efficiency and significantly improve the Company's profitability;
3. strategically cooperating with companies in the PRC with rich industry resources, enabling both sides to complement each other in terms of resources and strengths, improving the service level of the Group in the PRC, to achieve sustainable growth of the Group's results.

Upon the integration and optimization of the business structure, the Group has gradually matured its business exploration in the healthcare service industry and formed a competitive industry service system in the market. In 2021, the Company will focus on its core strengths, integrate our advantages and resources in the industry, build a regenerative medicine health management ecosystem, comprehensively improve its service capabilities and quality, and establish a good reputation in the industry.

At the same time, the Group is also willing to attract more quality partners in the industry to share the dividends of development and further promote the replication and development of the industry on a large scale. With new norms in the post-COVID-19 era, we will cultivate new momentum for the Company's development and achieve sustainable and healthy growth of business revenue.

業務回顧及未來前景

於截至二零二一年六月三十日止六個月，本集團繼續其措施進一步改善業務經營狀況，包括：

1. 優化管理架構，引入行業內有廣泛影響力的人才加入管理團隊，以顯著提升本集團的競爭力；
2. 優化資產組合，處置不符合本公司未來發展戰略的業務板塊，以提高本公司的運營效率，顯著提升本公司的盈利能力；
3. 與擁有豐富行業資源的中國內地公司達成戰略合作，實現雙方資源互補，優勢互換，提升了本集團在中國的服務水平，使本集團業績實現可持續的增長。

整合優化業務結構後，本公司在大健康服務領域的經營探索漸已成熟，形成了具備市場競爭力的產業服務體系。二零二一年，本公司將圍繞核心優勢，整合行業優勢資源，打造再生醫學健康管理生態系統，全面提升服務能力與品質，樹立行業口碑。

與此同時，本集團也願意吸納更多的行業優質夥伴，共同分享發展的紅利，進一步推動產業規模化複製和發展。在後疫情新常态下，培育本公司發展的新動能，實現業務營收可持續健康增長。

FINANCIAL REVIEW

RESULTS OF THE GROUP

Revenue

The Group's revenue for the six months period ended 30 June 2021 was approximately HK\$115.3 million, representing an increase of approximately HK\$66.0 million, or 133.9%, compared to revenue of approximately HK\$49.3 million for the same period of last year. The overall increase in revenue was primarily attributable to the increase in revenue in the segment of healthcare products and services. This was due to the extension of sales network and strategically cooperating with companies in PRC with rich industry reserves in the PRC.

Cost of sales

Cost of sales of the Group increased by approximately 808.5% from approximately HK\$10.4 million for the six months ended 30 June 2020 to approximately HK\$94.1 million for the six months ended 30 June 2021. The increase was mainly in line with increase in revenue of the healthcare products and services segment.

Gross profit and margin

The Group recorded a gross profit of approximately HK\$21.2 million for the six months ended 30 June 2021, representing a decrease of approximately 45.6% as compared to the gross profit as recorded in the prior period of approximately HK\$38.9 million, as the Group's classification of the operating cost had been changed due to change in business model.

Other income

Other income of the Group decreased by approximately 68.3%, from approximately HK\$2.4 million for the six months ended 30 June 2020 to approximately HK\$3.8 million for the six months ended 30 June 2021. Other income mainly comprised of the COVID-19 rent concessions of approximately HK\$3.4 million.

Selling expenses

Selling expenses of the Group decreased by approximately 91.3%, from approximately HK\$20.5 million for the six months ended 30 June 2020 to approximately HK\$1.79 million for the six months ended 30 June 2021 which was attributable to the change in business model by charging the costs into cost of sales directly instead of selling expenses.

財務回顧

集團業績

收益

本集團截至二零二一年六月三十日止六個月期間之收益約為115,300,000港元，較去年同期收益約49,300,000港元，增加約66,000,000港元或133.9%。收益整體增加主要由於大健康產品及服務分部之收益增加。此乃由於中國銷售網絡擴張及與擁有豐富行業資源的中國內地公司展開策略性合作所致。

銷售成本

本集團的銷售成本由截至二零二零年六月三十日止六個月約10,400,000港元增加約808.5%至截至二零二一年六月三十日止六個月約94,100,000港元。該增加大致上與大健康產品及服務分部的收益增幅同步。

毛利及毛利率

本集團截至二零二一年六月三十日止六個月錄得毛利約21,200,000港元，較過往期間錄得的毛利約38,900,000港元下降約45.6%，乃由於本集團的經營成本分類因業務模式變動而有所變更。

其他收入

本集團的其他收入由截至二零二零年六月三十日止六個月約2,400,000港元減少約68.3%至截至二零二一年六月三十日止六個月約3,800,000港元。其他收入主要包括COVID-19相關的租金優惠約3,400,000港元。

銷售開支

本集團的銷售開支由截至二零二零年六月三十日止六個月約20,500,000港元下降約91.3%至截至二零二一年六月三十日止六個月約1,790,000港元，歸因於業務營運模式改變，而導致把成本直接反映於銷售成本(而非銷售開支)。

FINANCIAL REVIEW (Cont'd)

RESULTS OF THE GROUP (Cont'd)

Administrative expenses

Administrative expenses of the Group decreased by approximately 9.1%, from approximately HK\$38.4 million for the six months ended 30 June 2020 to approximately HK\$34.9 million for the six months ended 30 June 2021. The decrease was mainly due to the same reason as selling expenses as stated above.

Net assets

Net assets of the Group amounted to approximately HK\$86.0 million as at 30 June 2021, as compared to net liabilities of approximately HK\$55.2 million at 31 December 2020. The change was mainly attributable to the net effect of profit incurred during the periods.

Cash and bank balances

As at 30 June 2021, the Group had bank balances and cash of approximately HK\$9.53 million (31 December 2020: approximately HK\$4.77 million), of which approximately 33.6% and 66.4% were denominated in HK\$ and Renminbi respectively.

Working Capital and Gearing Ratio

As at 30 June 2021, the Group had current assets of approximately HK\$160.1 million (31 December 2020: approximately HK\$143.6 million), while current liabilities of approximately HK\$74.4 million (31 December 2020: approximately HK\$201.1 million), representing a net current liabilities position with a working capital ratio (current assets to current liabilities) of 2.15 (31 December 2020: 0.71).

The gearing ratio of the Group as at 30 June 2021, calculated as total borrowings to total equity was 0.25 (31 December 2020: N/A).

SEGMENTAL INFORMATION

Segmental information of the Group is set out in note 3 to the financial statements.

財務回顧(續)

集團業績(續)

行政開支

本集團的行政開支由截至二零二零年六月三十日止六個月約38,400,000港元下降約9.1%至截至二零二一年六月三十日止六個月約34,900,000港元。該下降原因跟以上銷售開支下降的原因一致。

淨資產

於二零二一年六月三十日，本集團之淨資產約為86,000,000港元，而於二零二零年十二月三十一日之淨負債約為55,200,000港元。該變動乃主要由於期內產生利潤的淨影響。

現金及銀行結餘

於二零二一年六月三十日，本集團的銀行結餘及現金約為9,530,000港元（二零二零年十二月三十一日：約4,770,000港元），當中約33.6%及66.4%分別以港元及人民幣計值。

營運資金比率及資產負債比率

於二零二一年六月三十日，本集團流動資產約為160,100,000港元（二零二零年十二月三十一日：約143,600,000港元），而流動負債約為74,400,000港元（二零二零年十二月三十一日：約201,100,000港元），即處於淨流動負債狀況，而營運資金比率（流動資產比流動負債）為2.15（二零二零年十二月三十一日：0.71）。

於二零二一年六月三十日，本集團之資產負債比率（借款總額比總權益）為0.25（二零二零年十二月三十一日：不適用）。

分部資料

本集團之分部資料載於財務報表附註3。

FOREIGN EXCHANGE EXPOSURE

The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. The Directors consider the risk of foreign exchange exposure of the Group is manageable. The management will continue to monitor the foreign exchange exposure of the Group and is prepared to take prudent measures such as hedging when appropriate actions are required.

PREPAYMENT AND OTHER RECEIVABLES

As at 30 June 2021, the increase in prepayment is due to payment in advance to business partners in PRC and Hong Kong for marketing promotion and boosting revenue purposes. The decrease in other receivables is due to subsequent settlement from various debtors and de-recognition of other receivables due to disposals of several subsidiaries during the six months ended 30 June 2021.

BANK BORROWINGS AND CONTINGENT LIABILITIES

During the six months ended 30 June 2021, the Group did not have any interest-bearing bank borrowings at fixed interest rates and did not use any financial instruments for hedging purposes.

As at 30 June 2021, the Group had no material contingent liabilities (31 December 2020: Nil).

CHARGES ON GROUP ASSETS

As at 30 June 2021, there is no charge on the assets of the Group to secure the bank borrowings and the banking facilities of the Group.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS/ DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed in this report, the Group had no significant investment, material acquisitions or disposal of subsidiaries and affiliated companies during the six months ended 30 June 2021. The disposal of subsidiaries incurred in the first half of 2021 are related to the discontinued segment namely cell products and services and cosmetic products and services for the year ended 31 December 2020.

外匯風險

本集團的業務交易、資產及負債主要以人民幣及港元計值。董事認為本集團之外匯風險受控。管理層將繼續監控本集團的外匯風險，並於情況有需要時採取對沖等審慎措施。

預付款項及其他應收款項

於二零二一年六月三十日，預付款項增加乃由於向中國及香港業務夥伴預付款項用作市場推廣及提高收入。其他應收款項的減少乃由於其後多名債務人進行結算，以及因在截至二零二一年六月三十日止六個月內出售數間附屬公司而取消確認其他應收款項。

銀行借款及或有負債

於截至二零二一年六月三十日止六個月，本集團並無任何按固定利率計息的銀行借款，亦無使用任何金融工具作對沖用途。

於二零二一年六月三十日，本集團並無重大或有負債(二零二零年十二月三十一日：無)。

本集團資產抵押

於二零二一年六月三十日，本集團並無抵押資產作為本集團銀行借款及銀行融資的抵押。

重大投資、附屬公司及聯屬公司之重大收購／出售事項

除本報告所披露者外，本集團於截至二零二一年六月三十日止六個月概無重大投資、重大收購或出售附屬公司及聯屬公司。二零二一年上半年的出售附屬公司與截至二零二零年十二月三十一日止年度的已終止經營分部(即細胞產品及服務以及化妝品及服務)有關。

DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

The Group has no future plan for material investment or capital assets.

EMPLOYEE INFORMATION AND REMUNERATION POLICY

As at 30 June 2021, the Group had 24 (30 June 2020: 369) employees mainly located in Hong Kong and Mainland China. As an equal opportunity employer, the Group's remuneration and bonus policies are determined with reference to the performance and experience of individual employees. The total amount of employee remuneration (including that of the Directors and retirement benefits scheme contributions) of the Group for the six months ended 30 June 2021 was approximately HK\$5.0 million (30 June 2020: approximately HK\$12.6 million). The decrease in number of employee and its remuneration is due to the disposal of subsidiaries in the six months ended 30 June 2021.

In addition, the Group may offer options to employees as a recognition of and reward for their efforts and contributions to the Group.

REVIEW OF INTERIM FINANCIAL STATEMENTS BY THE AUDITOR

The interim financial statements of the Group for the Period is unaudited, but has been reviewed by McM (HK) CPA Limited, the auditor of the Company in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Hong Kong Institute of Certified Public Accountants, whose unmodified review report is included in the Company's interim report for the period ended 30 June 2021 to be sent to shareholders of the Company in accordance with the GEM Listing Rules in due course.

重大投資或資本資產未來計劃之詳情

本集團並無重大投資或資本資產之未來計劃。

僱員資料及薪酬政策

於二零二一年六月三十日，本集團共有僱員24名(二零二零年六月三十日：369名)，主要分佈於香港及中國內地。本集團為提供均等機會的僱主，其薪酬及獎金政策乃經參考僱員之個別表現及經驗而釐定。於截至二零二一年六月三十日止六個月本集團之僱員薪酬總額(包括董事薪酬及退休福利計劃供款)約為5,000,000港元(二零二零年六月三十日：約為12,600,000港元)。僱員數目及其薪酬減少乃由於截至二零二一年六月三十日止六個月出售附屬公司。

此外，本集團亦可向僱員授出購股權以肯定及獎勵他們的努力及對本集團作出的貢獻。

核數師審閱中期財務報表

本集團於期內的中期財務報表未經審核，惟已經由本公司核數師長盈(香港)會計師事務所有限公司根據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體之獨立核數師執行中期財務資料審閱」審閱，其出具的無保留意見審閱報告載入本公司截至二零二一年六月三十日止期間的中期報告，而中期報告將根據GEM上市規則於適當時候寄發予本公司股東。

OTHER INFORMATION 其他資料

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2021, the following Directors and chief executives of the Company had or were deemed to have interest or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules related to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

LONG POSITIONS

Interests in the shares and underlying shares of the Company

Name of Directors/ chief executives	Capacity	Aggregate long position in the shares and underlying shares 於股份及 相關股份之 好倉總計	Approximate percentage of the issued share capital 佔已發行 股本概約 百分比
董事／最高行政人員姓名	身份		
Wang Chuang 王闖	Beneficial Owner 實益擁有人	538,670,000	18.87%

董事及最高行政人員 於股份及相關股份之 權益及淡倉

於二零二一年六月三十日，下列董事及本公司最高行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

好倉

於本公司股份及相關股份之權 益

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONT'D)

LONG POSITIONS (Cont'd)

Interests in the shares and underlying shares of the Company (Cont'd)

As at 30 June 2021, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

董事及最高行政人員於股份及相關股份之權益及淡倉(續)

好倉(續)

於本公司股份及相關股份之權益(續)

於二零二一年六月三十日，概無董事或本公司最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

LONG POSITIONS

Interests in the shares and underlying shares of the Company

主要股東及其他人士於股份及相關股份之權益

好倉

於本公司股份及相關股份之權益

Name of Shareholders	Capacity	Aggregate long position in the shares and underlying shares 於股份及相關股份之好倉總計	Approximate percentage of the issued share capital 佔已發行股本概約百分比
股東姓名／名稱	身份		
All Favour Holdings Limited (Note 1) 全輝控股有限公司(附註1)	Beneficial owner 實益擁有人	582,547,765	20.41%
Dai Yumin (Note 1) 戴昱敏(附註1)	Held by controlled corporation 由受控法團持有	582,547,765	20.41%
	Beneficial owner 實益擁有人	875,000	0.03%
Deng Shufen (Note 1) 鄧淑芬(附註1)	Interest of spouse 配偶權益	583,422,765	20.44%
Li Ren (Note 2) 李韜(附註2)	Held by controlled corporation 由受控法團持有	582,547,765	20.41%
	Beneficial owner 實益擁有人	21,380,000	0.75%
China Orient Asset Management Co., Ltd (Note 3) 中國東方資產管理股份有限公司(附註3)	Held by controlled corporation 由受控法團持有	157,744,659	5.53%
China Orient Alternative Investment Fund (Note 3) (附註3)	Held by controlled corporation 由受控法團持有	157,744,659	5.53%

Name of Shareholders	Capacity	Aggregate long position in the shares and underlying shares 於股份及相關股份之好倉總計	Approximate percentage of the issued share capital 佔已發行股本概約百分比
股東姓名／名稱	身份		
Changzhou Yaoguang Enterprise Management Consulting Limited Liability Partnership* (Note 4) 常州市耀光企業管理諮詢合夥企業(有限合夥)(附註4)	Held by controlled corporation 由受控法團持有	262,400,000	9.19%
Lei Changjuan (Note 4) 雷昌娟(附註4)	Held by controlled corporation 由受控法團持有	262,400,000	9.19%
Changzhou Minxing Enterprise Management Consulting Services Limited Liability Partnership* (Note 5) 常州市中民星空企業管理諮詢服務合夥企業(有限合夥)(附註5)	Held by controlled corporation 由受控法團持有	160,600,000	5.63%
Kong Yu Dong (Note 5) 孔玉東(附註5)	Held by controlled corporation 由受控法團持有	160,600,000	5.63%
Wang Xiaogang 王曉剛	Beneficial owner 實益擁有人	149,450,000	5.24%

Notes:

1. All Favour Holdings Limited (“All Favour”) is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. (“Nat-Ace Wood Industry”) and 20% by Honour Top Holdings Limited, of which Nat-Ace Wood Industry is ultimately and wholly-owned by Mr. Li Ren (“Mr. Li”) and Honour Top Holdings Limited is ultimately wholly owned by Mr. Dai Yumin (“Mr. Dai”), and (ii) 40% by Mr. Dai. Moreover, All Favour has been the beneficial owner of 582,547,765 Shares. By virtue of the SFO, Mr. Dai, Mr. Li and Nat-Ace Wood Industry are deemed to be interested in 582,547,765 Shares in which All Favour is interested in.

On 16 September 2015, Mr. Dai was granted 17,500,000 share options by the Company under the share option scheme adopted by the Company on 14 September 2011 entitling him to subscribe for 17,500,000 Shares at the exercise price of HK\$0.45 per Share, subject to the terms and conditions of the share option scheme of the Company. The number of Shares to be issued upon full exercise of the said share options and the exercise price per Share were adjusted to 875,000 Shares and HK\$9.00 per Share with effect from 16 May 2019 as a result of the share consolidation of the Company, details of which were disclosed in the announcement of the Company dated 15 May 2019. Assuming the share options granted to Mr. Dai has been exercised in full, Mr. Dai shall hold an aggregate of 875,000 Shares as beneficial owner. By virtue of the SFO, Mr. Dai, together with his deemed interests in All Favour, was deemed to be interested in an aggregate of 583,422,765 Shares, representing approximately 20.44% of the issued share capital of the Company. All Favour has pledged its interests in 157,744,659 Shares in favour of Optimus.

Ms. Deng Shufen is the spouse of Mr. Dai Yumin. By virtue of the SFO, Ms. Deng Shufen is deemed to be interested in the same number of Shares in which Mr. Dai Yumin is interested or is deemed to be interested.

附註：

1. 全輝控股有限公司(「全輝」)由(i)邦強木業有限公司(「邦強木業」)實益擁有40%及Honour Top Holdings Limited實益擁有20%，其中邦強木業由李韜先生(「李先生」)最終全資擁有，而Honour Top Holdings Limited由戴昱敏先生(「戴先生」)最終全資擁有，及(ii)戴先生實益擁有40%。此外，全輝為582,547,765股股份之實益擁有人。根據證券及期貨條例，戴先生、李先生及邦強木業被視為於全輝擁有權益的582,547,765股股份中擁有權益。

於二零一五年九月十六日，戴先生獲本公司根據於二零一一年九月十四日採納的購股權計劃授予17,500,000份購股權，賦予其權利可按每股0.45港元之行使價認購17,500,000股股份，惟須遵守購股權計劃之條款及條件。本公司的股份合併令於悉數行使上述購股權時將予發行之股份數目及每股行使價分別調整為875,000股股份及每股9.00港元，自二零一九年五月十六日起生效，有關詳情披露於本公司日期為二零一九年五月十五日之公告。假設授予戴先生之購股權獲悉數行使，戴先生將作為實益擁有人持有合共875,000股股份。根據證券及期貨條例，連同彼被視為於全輝擁有之權益，戴先生被視為於合共583,422,765股股份中擁有權益，佔本公司已發行股本約20.44%。全輝已將其於157,744,659股股份中的權益抵押予Optimus。

鄧淑芬女士為戴昱敏先生的配偶，根據證券及期貨條例，鄧淑芬女士被視為於戴昱敏先生擁有權益或被視為擁有權益的相同數目股份中擁有權益。

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| <p>2. Mr. Li personally owns 21,380,000 Shares. Mr. Li is therefore deemed to be interested in an aggregate of 603,927,765 Shares, representing, approximately 21.16% of the issued share capital of the Company.</p> | <p>2. 李先生個人擁有21,380,000股本公司股份。故此，李先生被視為於合共603,927,765股股份中擁有權益，佔本公司已發行股本約21.16%。</p> |
| <p>3. Based on the disclosure of interests form both filed on 14 December 2020 by China Orient Asset Management Co., Ltd (“COAMC”) and China Orient Alternative Investment Fund (“COAIF”), Optimus Prime Management Ltd. (“Optimus”) has a security interest in 157,744,659 Shares. Optimus is wholly owned by COAIF. COAIF is wholly owned by China Orient Asset Management (International) Holding Limited (“COAMI”). COAMI is owned as to (i) 50% by Wise Leader Assets Ltd. (“Wise Leader”) which is wholly owned by Dong Yin Development (Holdings) Limited (“Dong Yin”); and (ii) 50% by Dong Yin which is wholly owned by COAMC.</p> | <p>3. 根據中國東方資產管理股份有限公司(「中國東方資產管理」)及China Orient Alternative Investment Fund(「COAIF」)所提交日期均為二零二零年十二月十四日之權益披露表格，Optimus Prime Management Ltd.(「Optimus」)於157,744,659股股份中擁有抵押權益。Optimus由COAIF全資擁有，而COAIF由中國東方資產管理(國際)控股有限公司(「中國東方資產管理國際」)全資擁有。中國東方資產管理國際由：(i)Wise Leader Assets Ltd.(「Wise Leader」)擁有50%權益，而Wise Leader由東銀發展(控股)有限公司(「東銀」)全資擁有；及(ii)東銀擁有50%權益，而東銀由中國東方資產管理全資擁有。</p> |

By virtue of the SFO, COAIF, COAMI, Wise Leader, Dong Yin and COAMC are deemed to be interested in 157,744,659 Shares held by Optimus as security interest.

根據證券及期貨條例，COAIF、中國東方資產管理國際、Wise Leader、東銀及中國東方資產管理被視為於Optimus以抵押權益形式持有的157,744,659股股份中擁有權益。

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| <p>4. Changzhou Yaoguang Enterprise Management Consulting Limited Liability Partnership* (“Yaoguang”) is a limited liability partnership established in the PRC and is managed by Ms. Lei Changjuan as the general partner and the shares were held by Yao Guang (Hong Kong) Enterprise Limited as nominee for Yaoguang. Accordingly, each of Yaoguang and Ms. Lei Changjuan is deemed to be interested in 262,400,000 Shares.</p> | <p>4. 常州市耀光企業管理諮詢合夥企業(有限合夥)(「耀光」)為於中國成立之有限合夥企業，並由雷昌娟女士(作為普通合夥人)管理，股份由耀光(香港)企業有限公司(作為耀光的代名人)持有。因此，耀光及雷昌娟女士各自被視為於262,400,000股股份中擁有權益。</p> |
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5. Changzhou Minxing Enterprise Management Consulting Services Limited Liability Partnership* (“Minxing”) is a limited liability partnership established in the PRC and is managed by Ms. Kong Yudong as the general partner and the shares were held by Zhong Min Starry (Hong Kong) Limited as nominee for Minxing. Accordingly, each of Minxing and Ms. Kong Yudong is deemed to be interested in 160,600,000 Shares.

Save as disclosed above, as at 30 June 2021, the Directors are not aware that there is any other party (other than the Directors and the chief executives of the Company) who had, or was deemed to have, interests or short positions in the shares, underlying shares and debentures of the Company (i) which would fall to be disclosed to the Company and Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

DIRECTOR’S RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading “DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES” above, at no time during the six months ended 30 June 2021 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate as at 30 June 2021.

5. 常州市中民星空企業管理諮詢服務合夥企業(有限合夥)(「民星」)為於中國成立之有限合夥企業，並由孔玉東女士(作為普通合夥人)管理，股份由中民星空(香港)有限公司(作為民星的代名人)持有。因此，民星及孔玉東女士各自被視為於160,600,000股股份中擁有權益。

除上文所披露者外，於二零二一年六月三十日，董事概不知悉任何其他人士(董事及本公司最高行政人員除外)於本公司股份、相關股份及債券中，擁有或被視為擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉。

董事收購股份或債權證之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於截至二零二一年六月三十日止六個月任何時間，概無任何董事或彼等各自之配偶或未滿18歲之子女獲授或行使任何可透過購買本公司或任何其他法人團體之股份或債權證而獲益之權利；截至二零二一年六月三十日，本公司、其控股公司或其任何附屬公司亦無訂立任何安排，致使董事、彼等各自之配偶或未滿18歲之子女獲得本公司或任何其他法人團體之該等權利。

COMPETING INTERESTS

None of the Directors or the substantial shareholders of the Company, or any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group during the six months ended 30 June 2021.

SHARE OPTIONS

The Share Option Scheme adopted by the Company on 14 September 2011 is for the primary purpose of providing incentives to directors, senior management, employees, suppliers and customers of the Group.

The movement of share options under the adjusted share option scheme adopted by the Company on 14 September 2011 during the six months ended 30 June 2021 was as below:

Movement of Share Options during the six months ended 30 June 2021												
截至二零二一年六月三十日止六個月之購股權變動												
Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021	
						Granted	Exercised	Reclassified	Cancelled	Lapsed	(Note)	(Note)
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使	已授出	已行使	已重新分類	已取消	已失效	尚未行使
						(附註)	(附註)	(附註)	(附註)	(附註)	(附註)	(附註)
Directors	16/9/2015	0.45	9.00	16 September 2016 to 15 September 2017 (both days inclusive) (the "1st Period")	Up to 20% ("1st Options")	NIL	NIL	NIL	NIL	NIL	NIL	NIL
董事	二零一五年九月十六日			二零一六年九月十六日至二零一七年九月十五日 (包括首尾兩日) (「第一個期間」)	最多20% (「第一份購股權」)	無	無	無	無	無	無	無
				16 September 2017 to 15 September 2018 (both days inclusive) (the "2nd Period")	Up to 20% ("2nd Options") (together with any 1st Options which have not been exercised during the 1st Period)							
				二零一七年九月十六日至二零一八年九月十五日 (包括首尾兩日) (「第二個期間」)	最多20% (「第二份購股權」) (連同於第一個期間尚未行使之任何第一份購股權)							

競爭權益

截至二零二一年六月三十日止六個月，概無任何董事或本公司主要股東或任何彼等各自之緊密聯繫人(定義見GEM上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有任何權益。

購股權

於二零一一年九月十四日，本公司採納購股權計劃，主要目的為向本集團董事、高級管理層、僱員、供應商及客戶提供獎勵。

於截至二零二一年六月三十日止六個月，本公司於二零一一年九月十四日採納之經調整購股權計劃項下之購股權變動如下：

Movement of Share Options during the six months ended 30 June 2021

截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021	
						Granted	Exercised	Reclassified	Cancelled	Lapsed		
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	尚未行使 (附註)
				16 September 2018 to 15 September 2019 (both days inclusive) (the "3rd Period")	Up to 20% ("3rd Options") (together with any 1st and 2nd Option's which have not been exercised during the 1st Period and 2nd Period)							
				二零一九年九月十六日至二零一九年九月十五日 (包括首尾兩日) (「第三個期間」)	最多20% (「第三份購股權」) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)	於二零二零年十二月三十一日	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)
				16 September 2019 to 15 September 2020 (both days inclusive) (the "4th Period")	Up to 20% ("4th Options") (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period)							
				二零一九年九月十六日至二零二零年九月十五日 (包括首尾兩日) (「第四個期間」)	最多20% (「第四份購股權」) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)	於二零二零年十二月三十一日	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)
				16 September 2020 to 15 September 2025 (both days inclusive) (the "5th Period")	Up to 20% ("5th Options") (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period)							
				二零二零年九月十六日至二零二五年九月十五日 (包括首尾兩日) (「第五個期間」)	最多20% (「第五份購股權」) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)	於二零二零年十二月三十一日	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)

Movement of Share Options during the six months ended 30 June 2021

截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Lapsed (Note)	Outstanding as at 30 June 2021 (Note)
						Granted (Note)	Exercised (Note)	Reclassified (Note)	Cancelled (Note)			
合資格人士	授出日期	行使價 (港元)	經調整行使價 (附註) (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	尚未行使 (附註)
Others 其他人士	16/9/2015 二零一五年 九月十六日	0.45	9.00	For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be): 就於相關授出日期之承授人(除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外)而言(視情況而定):	1st Period 第一個期間	3,302,000	NIL 無	NIL 無	NIL 無	NIL 無	NIL 無	3,302,000
					2nd Period 第二個期間							
					3rd Period 第三個期間							
					4th Period 第四個期間							
					5th Period 第五個期間							

Movement of Share Options during the six months ended 30 June 2021
截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021
						Granted	Exercised	Reclassified	Cancelled	Lapsed	
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	尚未行使 (附註)
				購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零二零年十二月三十一日	於二零二零年十二月三十一日	於二零二零年十二月三十一日	於二零二零年十二月三十一日	於二零二零年十二月三十一日	於二零二一年六月三十日

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):
就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

16 March 2017 to 15 March 2018 (both days inclusive) (the "Period 1")
二零一七年三月十六日至二零一八年三月十五日 (包括首尾兩日) (「期間1」)

Up to 20% ("Options 1")
最多20% (「購股權1」)

16 March 2018 to 15 March 2019 (both days inclusive) (the "Period 2")
二零一八年三月十六日至二零一九年三月十五日 (包括首尾兩日) (「期間2」)

Up to 20% ("Options 2") (together with any Options 1 which have not been exercised during the Period 1)
最多20% (「購股權2」) (連同於期間1尚未行使之任何購股權1)

16 March 2019 to 15 March 2020 (both days inclusive) (the "Period 3")
二零一九年三月十六日至二零二零年三月十五日 (包括首尾兩日) (「期間3」)

Up to 20% ("Options 3") (together with any Options 1 and 2 which have not been exercised during the Periods 1 and 2)
最多20% (「購股權3」) (連同於期間1及2尚未行使之任何購股權1及2)

16 March 2020 to 15 March 2021 (both days inclusive) (the "Period 4")
二零二零年三月十六日至二零二一年三月十五日 (包括首尾兩日) (「期間4」)

Up to 20% ("Options 4") (together with any Options 1, 2 and 3 which have not been exercised during the Periods 1, 2 and 3)
最多20% (「購股權4」) (連同於期間1、2及3尚未行使之任何購股權1、2及3)

Movement of Share Options during the six months ended 30 June 2021
截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021	
						Granted (Note)	Exercised (Note)	Reclassified (Note)	Cancelled (Note)	Lapsed (Note)	(Note)	(Note)
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	尚未行使 (附註)
				16 March 2021 to 15 September 2025 (both days inclusive) 二零二一年三月十六日至二零二五年九月十五日 (包括首尾兩日)	Up to 20% (together with any Options 1, 2, 3 and 4 which have not been exercised during the Periods 1, 2, 3 and 4) 最多20% (連同於期間1、2、3及4尚未行使之任何購股權1、2、3及4)							
Directors 董事	9/9/2016 二零一六年九月九日	0.291	5.820	9 September 2017 to 8 September 2018 (both days inclusive) (the "First Period") 二零一七年九月九日至二零一八年九月八日 (包括首尾兩日) (「第一個期間」)	Up to 20% ("First Options") 最多20% (「第一份購股權」)	NIL 無	NIL 無	NIL 無	NIL 無	NIL 無	NIL 無	NIL 無
				9 September 2018 to 8 September 2019 (both days inclusive) (the "Second Period") 二零一八年九月九日至二零一九年九月八日 (包括首尾兩日) (「第二個期間」)	Up to 20% ("Second Options") (together with any First Options which have not been exercised during the First Period) 最多20% (「第二份購股權」) (連同於第一份購股權尚未行使之任何第一份購股權)							
				9 September 2019 to 8 September 2020 (both days inclusive) (the "Third Period") 二零一九年九月九日至二零二零年九月八日 (包括首尾兩日) (「第三個期間」)	Up to 20% ("Third Options") (together with any First and Second Options which have not been exercised during the First Period and Second Period) 最多20% (「第三份購股權」) (連同於第一份及第二份購股權尚未行使之任何第一份及第二份購股權)							

Movement of Share Options during the six months ended 30 June 2021

截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021	
						Granted	Exercised	Reclassified	Cancelled	Lapsed		
						(Note)	(Note)	(Note)	(Note)	(Note)	(Note)	
				經調整行使價 購股權之 歸屬時間表及 可行使期間	已授出購股權之 可行使部份	於二零二零年 十二月三十一日 尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	於二零二零年 六月三十日 尚未行使 (附註)
				9 September 2020 to 8 September 2021 (both days inclusive) (the "Fourth Period") 二零二零年九月九日至二零二一年九月八日 (包括首尾兩日) (「第肆個期間」)	Up to 20% ("Fourth Options") (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 最多20% (「第肆份購股權」) (連同於第壹個期間、第貳個期間及第參個期間尚未行使之任何第壹份、第貳份及第參份購股權)							
				9 September 2021 to 8 September 2025 (both days inclusive) (the "Fifth Period") 二零二一年九月九日至二零二五年九月八日 (包括首尾兩日) (「第伍個期間」)	Up to 20% ("Fifth Options") (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 最多20% (「第伍份購股權」) (連同於第壹個期間、第貳個期間、第參個期間及第肆個期間尚未行使之任何第壹份、第貳份、第參份及第肆份購股權)							
Others 其他人士	9/9/2016 二零一六年 九月九日	0.291	5.82	For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be): 就於相關授出日期之承授人 (除加入本公司少於十二個月或仍未開始於本公司任職之前僱員外) 而言 (視情況而定):		3,905,200	NIL 無	NIL 無	NIL 無	NIL 無	NIL 無	3,905,200
				the First Period 第壹個期間	the First Options 第壹份購股權							

Movement of Share Options during the six months ended 30 June 2021

截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December					Outstanding as at 30 June 2021 (Note)	
						2020 (Note)	Granted (Note)	Exercised (Note)	Reclassified (Note)	Cancelled (Note)		Lapsed (Note)
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零二零年十二月三十一日尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	於二零二一年六月三十日尚未行使 (附註)

the Second Period
第貳個期間

the Second Options (together with any First Options which have not been exercised during the First Period)
第貳份購股權 (連同於第壹個期間尚未行使之任何第壹份購股權)

the Third Period
第參個期間

the Third Options (together with any First and Second Options which have not been exercised during the First Period and Second Period)
第參份購股權 (連同於第壹個期間及第貳個期間尚未行使之任何第壹份及第貳份購股權)

the Fourth Period
第肆個期間

the Fourth Options (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period)
第肆份購股權 (連同於第壹個期間、第貳個期間及第參個期間尚未行使之任何第壹份、第貳份及第參份購股權)

the Fifth Period
第伍個期間

the Fifth Options (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period)
第伍份購股權 (連同於第壹個期間、第貳個期間、第參個期間及第肆個期間尚未行使之任何第壹份、第貳份、第參份及第肆份購股權)

Movement of Share Options during the six months ended 30 June 2021

截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021	
						Granted	Exercised	Reclassified	Cancelled	Lapsed		
合資格人士	授出日期	行使價 (港元)	經調整行使價 (附註) (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	尚未行使 (附註)
						於二零二零年十二月三十一日						於二零二一年六月三十日

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):

就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

9 March 2018 to 8 March 2019 (both days inclusive) (the "I Period") 二零一八年三月九日至二零一九年三月八日 (包括首尾兩日) (I期間)	Up to 20% ("Options I") 最多20% (I購股權)
9 March 2019 to 8 March 2020 (both days inclusive) (the "II Period") 二零一九年三月九日至二零二零年三月八日 (包括首尾兩日) (II期間)	Up to 20% ("Options II") (together with any Options I which have not been exercised during the I Period) 最多20% (II購股權) (適用於期間I及尚未行使之任何購股權)
9 March 2020 to 8 March 2021 (both days inclusive) (the "III Period") 二零二零年三月九日至二零二一年三月八日 (包括首尾兩日) (III期間)	Up to 20% ("Options III") (together with any Options I and II which have not been exercised during the I and II Periods) 最多20% (III購股權) (適用於期間I及II及尚未行使之任何購股權)
9 March 2021 to 8 March 2022 (both days inclusive) (the "IV Period") 二零二一年三月九日至二零二二年三月八日 (包括首尾兩日) (IV期間)	Up to 20% ("Options IV") (together with any Options I, II and III which have not been exercised during the I, II and III Periods) 最多20% (IV購股權) (適用於期間I、II及III及尚未行使之任何購股權)

Movement of Share Options during the six months ended 30 June 2021

截至二零二一年六月三十日止六個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2020					Outstanding as at 30 June 2021	
						Granted	Exercised	Reclassified	Cancelled	Lapsed		
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已取消 (附註)	已失效 (附註)	尚未行使 (附註)
				9 March 2022 to 8 September 2025 (both days inclusive) 二零二二年三月九日至二零二五年九月八日 (包括首尾兩日)	Up to 20% (together with any Options I, II, III and IV which have not been exercised during the I, II, III and IV Periods) 最多20% (連同於期間 I、II、III及IV尚未行使之任何購股權 I、II、III及IV)	於二零二零年十二月三十一日						於二零二一年六月三十日

Note: By virtue of a share consolidation of the Company details of which were disclosed in the announcement of the Company dated 15 May 2019 whereby every 20 of then existing issued and unissued shares of HK\$0.01 each in the share capital of the Company was consolidated into 1 consolidated share of HK\$0.20 each. The share consolidation took effect on 16 May 2019.

The number of shares and exercise price under the share option scheme were adjusted accordingly.

附註：由於本公司進行股份合併（詳情於本公司日期為二零一九年五月十五日之公告披露），本公司股本中其時每20股每股0.01港元的已發行及未發行股份合併為1股每股0.20港元的合併股份。股份合併於二零一九年五月十六日生效。

購股權計劃項下的股份數目及行使價亦作相應調整。

ISSUE OF EQUITY SECURITIES

During the six months ended 30 June 2021, the Company did not issue any equity securities.

發行股本證券

於截至二零二一年六月三十日止六個月，本公司並無發行任何股本證券。

CORPORATE GOVERNANCE PRACTICE

The Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 of the GEM Listing Rules (the “CG Code”) throughout the Period, with the exception of code provision A.2.1 of the CG Code.

企業管治常規

本公司於期內已遵守GEM上市規則附錄十五所載之企業管治守則及企業管治報告（「企業管治守則」）之所有守則條文，惟企業管治守則之守則條文第A.2.1條除外。

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. As Mr. Wang Chuang was appointed as both the chairman and the chief executive officer of the Company, such practice deviates from code provisions A.2.1 of the CG Code. The Board believes that vesting the roles for both the chairman and the chief executive officer of the Company in the same person can facilitate the execution of the Group's business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the one non-executive Director and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its shareholders.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.20 of the GEM Listing Rules, the Company has appointed Octal Capital Limited ("Octal Capital") as its compliance adviser for a term of two years from 12 August 2019 to 11 August 2021, which provides advices and guidance to the Company in respect of compliance with the GEM Listing Rules including various requirements relating to Directors' duties. As notified by Octal Capital, except for the compliance adviser agreement entered into between the Company and Octal Capital on 12 August 2019, neither Octal Capital nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at the date of this report.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has three members, comprising all independent non-executive Directors, namely Ms. Yang Ying (the chairman of the Audit Committee), Ms. Huo Chunyu and Dr. Fang Jun. The Company's unaudited condensed consolidated financial statements for the six months ended 30 June 2021 and this interim report have been reviewed by the Audit Committee.

根據企業管治守則之守則條文第A.2.1條，主席和行政總裁的角色應有區分，不應由同一人同時兼任。主席與行政總裁之間的職責分工應以書面形式清楚訂明。由於王闖先生獲委任為本公司主席及行政總裁，該舉措偏離企業管治守則之守則條文第A.2.1條。董事會相信，將本公司主席及行政總裁的角色歸屬同一人，有助執行本集團的業務策略及提升其營運效率。因此，董事會認為在此情況下，偏離企業管治守則之守則條文第A.2.1條乃屬恰當。此外，在由一名非執行董事及三名獨立非執行董事的監督下，董事會的架構適當，權力平衡，以提供足夠制衡，保障本公司及股東的利益。

合規顧問權益

根據GEM上市規則第6A.20條，本公司已委任八方金融有限公司（「八方金融」）為其合規顧問，任期兩年，由二零一九年八月十二日至二零二一年八月十一日止，以就遵守GEM上市規則（包括有關董事職責的各項規定）向本公司提供建議及指引。誠如八方金融告悉，除本公司與八方金融訂立日期為二零一九年八月十二日的合規顧問協議外，八方金融、其董事、僱員或緊密聯繫人概無擁有任何與本公司有關而須於本報告日期根據GEM上市規則第6A.32條知會本集團的任何權益。

審核委員會

本公司之審核委員會（「審核委員會」）有三位成員，包括所有獨立非執行董事，即楊濼女士（審核委員會主席）、霍春玉女士及方俊博士。審核委員會已審閱本公司截至二零二一年六月三十日止六個月之未經審核簡明綜合財務報表及本中期報告。

SECURITIES DEALING CODE

The Company has adopted the code of conduct for dealing in securities by the Directors as set out in the GEM Listing Rules 5.48 to 5.67 as its own code for transactions in securities of the Company by the Directors (the “Required Standard of Dealings”). Having made specific enquiry of all Directors, all Directors have confirmed that they have fully complied with the Required Standard of Dealings throughout the six months ended 30 June 2021.

EVENT AFTER THE REPORTING PERIOD

The Directors are not aware of any significant event which had material effect on the Group subsequent to 30 June 2021 and up to the date of this interim report.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the six months ended 30 June 2021 neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities.

By Order of the Board of

China Regenerative Medicine International Limited
Mr. Wang Chuang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 13 August 2021

As at the date of this report, the executive Director is Mr. Wang Chuang (Chairman and Chief Executive Officer); the non-executive Director is Mr. Tsang Ho Yin; and the independent non-executive Directors are Dr. Fang Jun, Ms. Huo Chunyu and Ms. Yang Ying.

This report will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least seven days from the date of the publication and will be published on the website of the Company at www.crimi.hk.

證券交易守則

本公司已採納GEM上市規則第5.48至5.67條所載董事進行證券交易之操作守則作為其自身董事進行本公司證券交易之守則(「規定交易標準」)。本公司經向全體董事作出特別垂詢後，全體董事已確認彼等於截至二零二一年六月三十日止六個月已全面遵守規定交易標準。

報告期後事項

於二零二一年六月三十日後直至本中期報告日期，董事並不知悉任何對本集團有重大影響的重大事項。

購買、出售或贖回證券

於截至二零二一年六月三十日止六個月，本公司及其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

承董事會命

中國再生醫學國際有限公司
主席、行政總裁兼執行董事
王闖先生

香港，二零二一年八月十三日

於本報告日期，執行董事為王闖先生(主席兼行政總裁)；非執行董事為曾浩賢先生；及獨立非執行董事為方俊博士、霍春玉女士及楊滢女士。

本報告將由刊發日期起計於GEM網站www.hkgem.com之「最新上市公司公告」一頁至少保留七日及於本公司之網站www.crimi.hk內登載。



China Regenerative Medicine International Limited
中國再生醫學國際有限公司
www.crimi.hk