

Extrawell Pharmaceutical Holdings Limited 精優藥業控股有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

Stock code 股份代號: 858

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The board of directors (the "Board") of Extrawell Pharmaceutical Holdings Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2016 together with the comparative figures as follows:

精優藥業控股有限公司(「本公司」)董事會(「董事會」)宣佈,本公司及其附屬公司(「本集團」)截至二零一六年九月三十日止六個月之未經審核綜合業績連同比較數字如下:

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

#### 簡明綜合財務狀況表

Αt

At

Total assets	總資產		1,174,382	1,160,853
			309,632	275,399
Bank balances and cash	銀行結餘及現金		216,341	180,998
Pledged bank deposits	已抵押銀行存款		20,118	20,053
Available-for-sale investments	可供出售投資	18	2,907	3,012
Deposits, prepayments and other receivables	按金、預付款項及其他 應收款項		8,074	8,393
Trade receivables	貿易應收賬款	6	56,876	57,019
Current assets Inventories	<b>流動資產</b> 存貨		5,316	5,924
			864,750	885,454
Amount due from an associate		O	15,082	13,199
Available-for-sale investments Interest in an associate	可供出售投資 於一間聯營公司之權益	3	333,950	333,866
Investments in convertible bonds	可換股債券投資	5,18	349,159	362,960
Intangible assets	無形資產		1,807	1,807
Prepaid lease payments	預付租賃付款	7	9,713	10,155
Property, plant and equipment	物業、廠房及設備	4	153,513	161,911
Non-current assets Investment properties	<b>非流動資產</b> 投資物業		1,526	1,556
		附註	千港元	千港元
		Notes	(未經審核) HK\$'000	(經審核) HK\$'000
			(Unaudited)	(Audited)
			九月三十日	於二零一六年 三月三十一日
			2016 於二零一六年	2016
			30 September	31 March

### CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

		Notes 附註	At 30 September 2016 於二零一六年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2016 於二零一六年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital Reserves	股本 儲備		23,900 993,704	23,900 993,349
Equity attributable to owners	本公司擁有人應佔權益			
of the Company Non-controlling interests	非控股權益		1,017,604 (3,455)	1,017,249 (1,350)
Total equity	權益總額		1,014,149	1,015,899
Non-current liabilities	非流動負債			
Deferred tax liabilities Convertible bonds	遞延税項負債 可換股債券		102 32,335	102 29,670
			32,437	29,772
Current liabilities Trade and bills payables	<b>流動負債</b> 貿易應付賬款及			
Accruals and other payables	應付票據 預提費用及其他	7	19,475	11,093
Accidals and other payables	應付款項		73,421	68,614
Amount due to an associate	應付一間聯營公司款項		19,780	19,780
Tax payable	應付税項		15,120	15,695
			127,796	115,182
Total equity and liabilities	總權益及負債		1,174,382	1,160,853
Net current assets	流動資產淨值		181,836	160,217
Total assets less current liabilities	總資產減流動負債		1,046,586	1,045,671

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

		Notes	For the six mon 30 Septen 截至九月三十日 2016 二零一六年 (Unaudited) (未經審核) HK\$*000	nber 止六個月 2015 二零一五年 (Unaudited) (未經審核) HK\$'000
		附註	千港元	千港元
Revenue Cost of sales	收益 銷售成本	8	64,196 (35,918)	81,634 (41,943)
Gross profit Other income Other gains and losses, net Selling and distribution expenses Administrative expenses Share of results of an associate Effective interest expense on convertible bonds	毛利 其他收入 其他收入 對售及分虧 有 行政一體 一體 一體 一一 一次 一次 一次 一次 一次 一次 一次 一次 一次 一次 一次 一次	9 10	28,278 37,492 (28,730) (18,086) (13,698) 84	39,691 32,503 (68,128) (22,958) (14,717) (102)
Profit (loss) before taxation Taxation	除税前溢利(虧損) 税項	11 12	2,676 (61)	(35,955) (62)
Profit (loss) for the period	期內溢利(虧損)		2,615	(36,017)
Other comprehensive expense Item that may be reclassified subsequently to profit or loss — Exchange differences arising on translation of foreign operations	其他全面開支 其後可能重新分類至 損益的項目 一換算海外業務 產生之 差額		(4,365)	(5,405)
Total comprehensive expense for the period	期內全面開支總額		(1,750)	(41,422)

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

		Notes 附註	For the six mon 30 Septen 截至九月三十日 2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	nber
Profit (loss) for the period attributable to	以下人士應佔期內溢利		4.700	(00.500)
Owners of the Company Non-controlling interests	本公司擁有人 非控股權益		4,720 (2,105)	(33,593) (2,424)
			2,615	(36,017)
Total comprehensive income (expense) for the period attributable to	以下人士應佔期內全面 收入(開支)總額			
Owners of the Company	本公司擁有人		355	(38,824)
Non-controlling interests	非控股權益		(2,105)	(2,598)
			(1,750)	(41,422)
Interim dividends	中期股息	13	_	_
			HK cents 港仙 (Unaudited) (未經審核)	HK cents 港仙 (Unaudited) (未經審核)
Earnings (loss) per share for the period attributable to owners	本公司擁有人應佔期內 每股盈利(虧損)	14		
of the Company  — Basic	一基本		0.20	(1.41)
— Diluted	一攤薄		0.20	(1.41)

### CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

### Attributable to owners of the Company 本公司擁有人應佔

		Share capital 股本 HK\$'000 千港元	Share premium 股份 溢價 HK\$'000 千港元	Capital reserve 資本 儲備 HK\$'000 千港元	Contributed surplus 缴入盈餘 HK\$'000 千港元	currency	Convertible bonds equity reserve 可換股債 券權益 BK\$'000 千港元	Accumulated profits 累計 溢利 HK\$*000	Total 合計 HK\$'000 千港元	Non- controlling interests 非控股 權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2015 (Audited)  Loss for the period (Unaudited)  Exchange differences on translation of foreign operations	於二零一五年四月一日 (經審核) 期內虧損(共經審核) 換算海外業務產生之 匯兑差額	23,900 -	191,738 -	6,542 -	4,839 -	38,794 - (5,231)	512,359 -	213,718 (33,593)	991,890 (33,593) (5,231)	4,489 (2,424) (174)	996,379 (36,017)
Total comprehensive income (expense)	全面收入(開支)總額	-	-	-	-	(5,231)	-	(33,593)	(38,824)	(2,598)	(41,422)
At 30 September 2015 (Unaudited)	於二零一五年九月三十日 (未經審核)	23,900	191,738	6,542	4,839	33,563	512,359	180,125	953,066	1,891	954,957
At 1 April 2016 (Audited)  Profit (loss) for the period (Unaudited)  Exchange differences on translation of foreign operations	於二零一六年四月一日 (經審核) 期內溢利(虧損) (未經審核) 換算海外賽務產生之 匯兑差額	23,900	191,738	6,542	4,839	31,372 - (4,365)	512,359	246,499 4,720	1,017,249 4,720 (4,365)	(1,350) (2,105)	1,015,899 2,615 (4,365)
Total comprehensive income (expense)	全面收入(開支)總額	-	-	-	-	(4,365)	-	4,720	355	(2,105)	(1,750)
At 30 September 2016 (Unaudited)	於二零一六年九月三十日 (未經審核)	23,900	191,738	6,542	4,839	27,007	512,359	251,219	1,017,604	(3,455)	1,014,149

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表

		For the six me 30 Sept 截至九月三十 2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元	ember - 日止六個月 2015 二零一五年 (Unaudited) (未經審核)
Net cash generated from (used in) operating activities	經營活動產生(使用) 之現金淨額	9,347	(16,527)
Net cash generated from investing activities	投資活動產生之現金 淨額	24,949	25,182
Net increase in cash and cash equivalents	現金及現金等值項目 增加淨額	34,296	8,655
Effect on foreign exchange rate changes	外幣匯率變動之影響	1,047	(316)
Cash and cash equivalents at beginning of the period	期初之現金及現金 等值項目	180,998	152,227
Cash and cash equivalents at end of the period  — represented by bank balances and cash	期終之現金及現金 等值項目 一以銀行結餘及 現金列示	216,341	160,566

#### GENERAL INFORMATION

The Company is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is Suites 2206–08, 22/F, Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

This unaudited condensed consolidated interim financial information of the Group (the "Interim Financial Information") was approved for issue by the Board on 29 November 2016.

#### 1. 一般資料

此份本集團之未經審核 簡明綜合中期財務資料 (「中期財務資料」)於二零 一六年十一月二十九日 獲董事會批准刊發。

#### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Interim Financial Information has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange, and the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

This Interim Financial Information should be read in conjunction with the Group's audited financial statements for the year ended 31 March 2016 (the "2016 Audited Financial Statements"), which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

## 2. 編製基準及主要會計政策

中期財務資料已遵則(「之傳財財務資料已遵則(「之會財務,所務」)) 附定及會(「香港會」) (「香港會」) (「香港會」)

#### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2. 編製基準及主要會計政策(續)

The Group has adopted, for the first time, the following new amendments to HKFRSs issued by the HKICPA that are relevant for the current interim period, and the application of which has no material impact on the Interim Financial Information:

本集團首次採用以下由 香港會計師公會頒佈有 關本中期期間的香港財 務報告準則之新修訂 本,其應用對中期財務資 料並無重大影響:

Amendments to HKFRS 11

Accounting for acquisitions of interests in joint operations

Amendments to HKAS 1

Disclosure initiative

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 Investment entities:
Applying the consolidation exception

Amendments to HKAS 27

Equity method in separate financial

statements

Amendments to HKFRSs

Annual improvements to HKFRSs 2012–2014 cycle

Amendments to HKAS 16 and HKAS 38 Clarification of acceptable methods of depreciation and amortisation 香港財務 收購合營業務 報告準則 權益之會計 第11號 處理 修訂本

香港會計 披露動議 準則第1 號修訂本

香港財務 投資實體:應報告準則 用綜合入賬第10號、 的例外情況香港財務

報第12號 第12號 香準 128號 28號 28號 28號 28號

香港會計 個別財務報表 準則第 之權益法

27號修 訂本

香港財務 二零一二年至報告準則 二零一四年 修訂本 週期44年

務報告準則 之年度改進 〔舊及攤鎖之

香港會計 折舊及攤銷之 準則第 可接受方法 16號及 之澄清 香港會計

香/色質; 準則第 38號 修訂本

## 3. EMPHASIS OF MATTER — 2016 AUDITED FINANCIAL STATEMENTS

In the 2016 Audited Financial Statements, an emphasis of matter paragraph was included in the Independent Auditors' Report in relation to the Group's interest in an associate, which is now reproduced as below:

"As explained in note 23 to the consolidated financial statements, the carrying amount of interest in an associate, representing interest in Smart Ascent Limited and its subsidiaries (the "Smart Ascent Group"), is HK\$333,866,000 as at 31 March 2016. The major asset held by the Smart Ascent Group is the intangible asset in relation to an in-process research and development project (the "In-process R&D") involving an oral insulin product (the "Product"). The carrying amount of interest in the associate is highly dependent upon further research and development work required to be carried out, results of the clinical trials, the successful launching of the Product and key assumptions to be applied in preparing cash flow projection from the Product. Should the outcome of the clinical trials and the launching of the Product be unsuccessful, or the key assumptions applied in preparing the cash flow projection from the Product turn out to be unrealised, material adjustments may be required and consequently have an adverse effect on the net assets and the results of the Group."

#### 3. 強調事項 — 二零一六年經審核 財務報表

於二零一六年經審核財 務報表中,於獨立核數師報告內載入有關本集 於一間聯營公司之權 之強調事項段落現轉載 如下:

「誠如綜合財務報表附註 23所闡述,於二零一六 年三月三十一日,於一間 聯營公司之權益(即於進 牛有限公司及其附屬公 司(「進生集團|) 之權益) ⇒ 賬面值為333,866,000 港元。進生集團持有之主 要資產為有關涉及口服 胰島素產品(「產品」)之 進行中之研發項目(「進 行中之研發|)的無形資 產。於聯營公司之權益 之 賬 面 值 高 度 視 平 須 淮 行之進一步研發工作、產 品之臨床測試結果、能否 成功推出及編製產品之 現金流量預測時將應用 之主要假設。倘產品之臨 床測試結果及推出不成 功,或編製產品之現金流 量預測時應用之主要假 設並無實現,可能須作出 重大調整並因此對 貴集 團資產淨值及業績構成 不利影響。

### 4. PROPERTY, PLANT AND EQUIPMENT

In the period under review, there were no material additions and disposals, and the net change mainly related to depreciation, amortisation and exchange difference arising on translation.

### 5. INVESTMENTS IN CONVERTIBLE BONDS

Net change mainly related to receipt of interest income, accrual of effective interest income from and decrease in fair value of derivative component of the investments in convertible bonds of HK\$25,025,000, HK\$34,954,000 and HK\$23,730,000 respectively in the period under review.

#### 4. 物業、廠房及設備

回顧期內,概無重大添置 及出售,而變動淨額主要 有關折舊、攤銷及換算產 牛之匯兑差額。

#### 5. 可換股債券投資

變動淨額主要與回顧期間就可換股債券投資所收取的利息收入25,025,000港元、累計的實際利息收入34,954,000港元及衍生工具部分的公平值減少23,730,000港元有關。

#### 6. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly based on credit, except for new customers, where payment in advance is normally required. The credit period is generally ranging from 120 to 180 days, extending up to one year for some major customers.

The aging analysis of trade receivables, net of allowance for bad and doubtful debts is as follows:

#### 6. 貿易應收賬款

本集團客戶之貿易條款主要為赊銷,惟新客戶一般需要預先付款。一般情況下,客戶可獲得為期120日至180日之信貸期,而若干主要客戶可延期至最多一年。

貿易應收賬款(扣除呆壞 賬撥備)之賬齡分析如 下:

		At	At
		30 September	31 March
		2016	2016
		於二零一六年	於二零一六年
		九月三十日	三月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
0-90 days	0日至90日	34,829	19,467
91-180 days	91日至180日	12,418	26,658
181–365 days	181日至365日	9,629	10,894
		56,876	57,019

## 7. TRADE AND BILLS PAYABLES 7. 貿易應付賬款及應付票據

The aging analysis of trade and bills payables is as follows:

貿易應付賬款及應付票 據之賬齡分析如下:

		At	At
		30 September	31 March
		2016	2016
		於二零一六年	於二零一六年
		九月三十日	三月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
0-90 days	0日至90日	16,451	8,725
91-180 days	91日至180日	1,716	1,363
181-365 days	181日至365日	553	156
1-2 years	1年至2年	249	325
Over 2 years	2年以上	506	524
		19,475	11,093

### 8. REVENUE AND SEGMENT INFORMATION

8. 收益及分類資料

The Group's revenue comprises the following:

本集團收益包括以下各項:

For the six months ended 30 September

截至九月三十日止六個月

2016 2015 二零一六年 二零一五年 (Unaudited) (Unaudited) (未經審核) (未經審核) HK\$'000 HK\$'000

Manufacturing of 製造藥品 pharmaceutical products

**23,802** 21,879

Trading of pharmaceutical 藥品貿易 products

**40,394** 59,755

64,196

千港元

81,634

千港元

## 8. REVENUE AND SEGMENT INFORMATION (Continued)

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products they provide. Each of the Group's operating segments represents a strategic business unit that offers products which are subject to risks and returns that are different from those of the other business segments. Summarised details of the reportable and operating segments are as follows:

- the manufacturing segment engages in the development, manufacture and sales of pharmaceutical products;
- (b) the trading segment engages in the marketing and distribution of imported pharmaceutical products;
- (c) the gene development segment engages in the commercial exploitation and development of genome-related technology.

### 8. 收益及分類資料 (續)

- (a) 製造分類從事開發、製造及銷售醫藥產品:
- (b) 貿易分類從事推廣 及經銷進口醫藥產 品:
- (c) 基因開發分類從事 基因相關技術之商 業開發及研發。

## 8. REVENUE AND SEGMENT INFORMATION (Continued)

8. 收益及分類資料 (續)

The following is an analysis of the Group's revenue and results by reportable and operating segment for the six months ended 30 September 2016:

以下為於截至二零一六 年九月三十日止六個月 按可呈報經營分類劃分 之本集團收益及業績分 析:

		Unaudited — For the six months ended 30 September 未經審核一截至九月三十日止六個月							
		Manufacturing 製造		Trading 貿易		Gene Development 基因開發		Total 總計	
		2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
Revenue Sales to external	收益 向外間客戶銷售								
customers		23,802	21,879	40,394	59,755		-	64,196	81,634
Segment results	分類業績	(8,577)	(11,525)	3,741	12,072	(38)	(38)	(4,874)	509
Unallocated other income Unallocated other gains	未分配之其他收入 未分配之其他收益							37,492	32,503
and losses, net Corporate expenses Effective interest expense	及虧損淨額 企業開支 可換股債券之實際							(23,730) (3,632)	(63,191) (3,430)
on convertible bonds Share of results of an	利息開支 應佔一間聯營公司							(2,664)	(2,244)
associate	業績							84	(102)
Profit (loss) before taxation Taxation	除税前溢利(虧損) 税項							2,676 (61)	(35,955) (62)
Profit (loss) for the period	期內溢利(虧損)							2,615	(36,017)

#### 9. OTHER INCOME

#### 9. 其他收入

		For the six mo	onths ended	
		30 September		
		截至九月三十	日止六個月	
		2016	2015	
		二零一六年	二零一五年	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
		HK\$'000	HK\$'000	
		千港元	千港元	
Interest income	利息收入	552	376	
Rental income	租金收入	54	114	
Sundry income	雜項收入	49	2	
Effective interest income	可換股債券投資			
from investments in	之實際利息收			
convertible bonds	入	34,954	30,568	
Imputed interest income	應收一間聯營公			
from amount due from	司款項之估算			
an associate	利息收入	1,883	1,443	
		37,492	32,503	

### 10. OTHER GAINS AND LOSSES, NET

### 10. 其他收益及虧損淨額

For the six months ended

		TOT THE SIX IIIO	iiiis ended
		30 Septe	ember
		截至九月三十	日止六個月
		2016	2015
		二零一六年	二零一五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Gain on disposal of	出售物業、廠房		
property, plant and	及設備之收益		
equipment	次故情之水血	_	28
mpairment on property,	物業、廠房及設		
plant and equipment	備減值	_	(74)
mpairment on deposits,	按金、預付款項		,
prepayments and other	及其他應收款		
receivables	項減值	(982)	(662)
Allowance for bad and	呆壞賬撥備淨額		
doubtful debts, net		(4,018)	(4,229)
Change in fair value loss of	可換股債券投資		
derivative component of	之衍生工具部		
investments	分之公平值虧		
in convertible bonds	損變動	(23,730)	(63,191)
		(28,730)	(68,128)

### 11. PROFIT (LOSS) BEFORE TAXATION

11. 除税前溢利(虧損)

The Group's profit (loss) before taxation has been arrived at after charging:

本集團之除稅前溢利(虧損)已扣除以下各項:

### For the six months ended 30 September

Amortisation of prepaid	預付租賃付款		
lease payments	攤銷	117	124
Depreciation of investment	投資物業折舊		
properties		30	29
Depreciation of property,	物業、廠房及		
plant and equipment	設備折舊	3,419	3,172
Cost of inventories	確認為費用之		
recognised as expenses	存貨成本	35,918	41,943
Including: Provision for	包括:計提存貨		
allowance for inventories	撥備	_	1,406
Operating lease charges in	有關土地及樓宇		
respect of land and	之經營租賃		
buildings	費用	894	1,034
Staff cost (including	員工成本(包括		
directors' emoluments)	董事薪酬)		
Salaries, bonus and	薪金、花紅及		
allowances	津貼	10,606	9,469
Retirement benefits	退休福利計劃		
scheme contributions	供款	1,838	2,091

#### 12. TAXATION

#### 12. 税項

30 September					
截至九月三十日止六個月					
2016	2015				
二零一六年	二零一五年				
(Unaudited)	(Unaudited)				
(未經審核)	(未經審核)				
HK\$'000	HK\$'000				
千港元	千港元				

For the six months ended

Current tax: Hong Kong Other jurisdictions	即期税項: 香港 其他司法權區	36 25	37 25
Taxation	税項	61	62

Hong Kong Profits Tax has been provided at the rate of 16.5% of the estimated assessable profits for both periods.

Under the Law of the People's Republic of China (the "PRC" or "China") on Enterprise Income Tax (the "EIT") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

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

於該兩段期間,香港利得 税乃按估計應課税溢利 以税率16.5%作出撥備。

根據中華人民共和國 (「中國」)企業所得稅法」)及企業 所得稅法實施條例,由二 零零八年一月一日起, 中國附屬公司之稅率為 25%。

於其他司法權區產生之 税項乃按有關司法權區 現行税率計算。

#### 13. INTERIM DIVIDENDS

The directors do not recommend the payment of an interim dividend in respect of the six months ended 30 September 2016 (six months ended 30 September 2015: HK\$ Nii).

### 14. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share are calculated by dividing the profit attributable to owners of the Company of HK\$4,720,000 (2015: loss: HK\$33,593,000) by 2,390,000,000 ordinary shares in issue.

Diluted earnings (loss) per share are calculated by dividing the basic profit for the current period, which does not require adjustments for the effects of dilutive potential ordinary shares and adjusted loss of the corresponding period for the effective interest expense on convertible bonds of HK\$2,244,000 where there is no anti-dilutive effect, by the weighted average number of 3,290,000,000 ordinary shares outstanding.

#### 13. 中期股息

董事不建議派付截至二零一六年九月三十日止 六個月之中期股息(截至 二零一五年九月三十日 止六個月:零港元)。

#### 14. 每股盈利(虧損)

每股基本盈利(虧損)的計算方法為將本公司擁有人應佔溢利4,720,000港元(二零一五年:虧損:33,593,000港元)除以2,390,000,000股已發行普通股。

#### 15. CONTINGENT LIABILITIES

At 30 September 2016, corporate guarantees totaling HK\$18 million were given by the Group to a bank in connection with banking facilities provided to certain of the Company's subsidiaries, and approximately HK\$5.7 million (31 March 2016: HK\$2.2 million) of the facilities had been utilised.

### 15. 或然負債

於二零一六年九月三十日,本集團就本公司若干附屬公司獲授銀行融資向一間銀行提供公司擔保合共18,000,000港元,其中約5,700,000港元(二零一六年三月三十一日:2,200,000港元)的融資已獲動用。

#### 16. COMMITMENTS

At the end of reporting period, the Group had future aggregate minimum lease rental expenses in respect of office premises in Hong Kong under non-cancellable operating leases are payable as follows:

#### 16. 承擔

於報告期末,本集團於不可撤銷經營租賃下就香港辦公場地之日後最低應付租金開支總額如下:

At Αt 30 September 31 March 2016 2016 於二零一六年 於二零一六年 九月三十日 三月三十一日 (Unaudited) (Audited) (未經審核) (經審核) HK\$'000 HK\$'000 千港元 千港元

Within one year -年內 670 1,564

### 17. CONNECTED AND RELATED PARTY TRANSACTIONS

In addition to the disclosures elsewhere in this Interim Financial Information, the Group had the following transactions with its related parties during the period ended 30 September 2016:

Compensation for key management personnel, including amounts paid to the Company's directors is as follows:

#### 17. 關連及關聯方交易

除本中期財務資料其他 部分所披露者外,於截至 二零一六年九月三十日 止期間,本集團與其關聯 方有以下交易:

主要管理人員之補償(包括向本公司董事支付之款項)如下:

### For the six months ended 30 September

00 00 00 00 00 00 00				
截至九月三十日止六個月				
2016	2015			
二零一六年	二零一五年			
(Unaudited)	(Unaudited)			
(未經審核)	(未經審核)			
HK\$'000	HK\$'000			
千港元	千港元			
2,440	2,360			

Salaries, fees and other	薪金、袍金及	
benefits	其他福利	2,440
Pension scheme	退休金計劃供款	
contributions		18

2.458

18

2,378

### 18. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

There was no transfer between different levels of the fair value hierarchy during the period ended 30 September 2016, and there was no change in valuation techniques for the following Group's financial assets that are measured at fair value on a recurring basis at the end of the reporting period:

#### 18. 財務工具之公平值 計量

Fair value

as at

Fair value 30 September hierarchy 2016

於二零一六年

九月三十日之

公平值架構 公平值

HK\$'000

千港元

Available-for-sale 可供出售投資 Level 2 investment 第二級

第二級 2,907

Conversion options 可換股債券投資 embedded in 有關嵌入之換 investments in 股權

investments in 股權 Level 3 convertible bonds 第三級 30,745

# 18. FAIR VALUE MEASUREMENT 18. 財務工具之公平值 OF FINANCIAL INSTRUMENTS 計量(續) (Continued)

The reconciliation of level 3 fair value measurements of derivative financial instruments included in investments in convertible bonds is set out below:

計入可換股債券投資之衍生金融工具之第三級公平值計量對賬載列如下:

HK\$'000 千港元

Fair value as at 1 April 2016 於二零一六年四月一日之

 (Audited)
 公平值(經審核)
 54,475

Change in fair value loss (Note 10) 公平值虧損變動(附註10) (23,730)

Fair value as at 30 September 2016 於二零一六年九月三十日 (Unaudited) 之公平值(未經審核)

30,745

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

董事認為,按攤銷成本於 簡明綜合財務報表入賬 之金融資產及金融負債 之賬面值與其公平值相 若。

### MANAGEMENT DISCUSSION AND ANALYSIS

#### **Business Review**

#### Overall Performance

The global economy has remained fragile in 2016, and China, in the start of its 13th Five-Year Plan (2016-2020), was facing tough challenges with falling exports, rising debts levels, eroding foreign reserves, volatile stock market and currency markets. Despite turbulence and uncertainties in global and local economic environments. China's economy had posted a positive note of stabilisation in the third and second guarters of 2016 with its economic growth maintained at a stable development trend of 6.7%. Against the backdrop of a slowing economy under the new normal state and the sustained deepening of the healthcare reform as a nationwide focus, China's pharmaceutical industry also saw a decline in growth impacted by tightening control on medical expenditure, lowering drug prices in the tender system and in-depth structural reforms in hospitals, which intensified market competition and added challenges to pharmaceutical enterprises.

#### 管理層討論及分析

#### 業務回顧

#### 整體表現

二零一六年全球經濟依然脆 弱,中國在第十三個五年規劃 (二零一六年至二零二零年)的 開初就面臨出口下降、債務水 平上升、外匯儲備縮減、股市 及貨幣市場波動等嚴峻挑戰。 儘管全球及當地經濟環境動盪 且存在不確定性,中國經濟已 於二零一六年第三及第二季發 出正面的穩定信息,其經濟增 長維持於6.7%的平穩發展趨 勢。在新常態下經濟放緩及作 為全國重點的醫療改革持續深 化的背景下,中國醫藥行業亦 因醫療費用受到加強監控、招 標制度下藥物價格下降及醫院 的深入結構改革的影響以致增 速減慢,這些情況同時加劇了 市場競爭,並為醫藥企業增添 挑戰。

In the period under review, the Group faced considerable challenges of price erosion caused by sustained decrease in tender prices, which impacted its revenue and gross profit. For the six months ended 30 September 2016 (the "2016 Interim Period"), the Group's revenue and gross profit were about HK\$64.2 million and HK\$28.3 million as compared to the six months ended 30 September 2015 (the "2015 Interim Period") of about HK\$81.6 million and HK\$39.7 million. representing a decrease of about HK\$17.4 million or 21.3% in revenue and about HK\$11.4 million or 28.7% in gross profit, although the Group managed to maintain the overall gross margin at 44.1% when compared to 48.6% in the 2015 Interim Period.

The Group's administrative, selling and distribution expenses were in aggregate of about HK\$31.8 million in the 2016 Interim Period, representing a decrease by about HK\$5.9 million or 15.6% when compared to about HK\$37.7 million in the 2015 Interim Period. The decrease primarily reflected the decrease in sales and the related marketing and promotion expenses.

於回顧期間,本集團面臨巨大 挑戰,招標價格持續下降以 致價格下跌,令其收益及毛利 受到影響。於截至二零一六年 九月三十日 | 六個月(「二零 一六年中期」),本集團的收益 及毛利約為64,200,000港元及 28,300,000港元,而於截至二 零一五年九月三十日止六個 月(「二零一五年中期」)則約為 81,600,000港元及39,700,000港 元,收益減少約17,400,000港 元或21.3%,而毛利則減少約 11,400,000港元或28.7%,儘管 本集團得以將整體毛利率維持 於44.1% (二零一五年中期則為 48.6%) •

本集團於二零一六年中期的 行政、銷售及分銷費用合共約 為31,800,000港元,減幅約為 5,900,000港元或15.6%,而二 零一五年中期則約為37,700,000 港元。有關減少主要反映銷售 及相關營銷及推廣費用減少。 The Group's profit attributable to the owners of the Company improved to about HK\$4.7 million when compared to loss of about HK\$33.6 million in the 2015 Interim Period. Such turnaround from loss to profit was mainly the result of decrease in loss on fair value change of derivative component of the Group's investments in convertible bonds which was down from about HK\$63.2 million to HK\$23.7 million.

本公司擁有人應佔本集團的溢利升至約4,700,000港元,而二零一五年中期則錄得虧損約33,600,000港元。有關轉虧為盈乃主要由於本集團於可換股債券投資的衍生工具部分公平值變動虧損由約63,200,000港元減少至23,700,000港元所致。

#### **Revenue and Operating Results**

Imported Pharmaceutical Sector

The sales of the Group's products declined both in term of volume and selling prices as a result of intensified competition from competing products of local manufacturers and the launch of a wave of new policies alongside the comprehensively deepening of healthcare reforms. The severe market conditions have become more visible due to increasing pressure for the lowering of drug tender prices, which was exacerbated by tightening government control on medical expenditure. As a result, revenue and segment profit for the 2016 Interim Period decreased to about HK\$40.4 million and HK\$3.7 million, representing decrease of 32.4% and 69.0% respectively as compared to about HK\$59.8 million and HK\$12.1 million in the 2015 Interim Period.

Confronted with the immense challenges and intensifying competition, the Group would continue to reinforce its marketing efforts to alleviate the impact and strive to recapture market share.

#### 收益及經營業績

進口藥品業務

面對巨大的挑戰及激烈的競爭,本集團將繼續加強其營銷工作,以減輕影響及致力重奪市場份額。

#### Manufactured Pharmaceutical Sector

The decision made last year to consolidate manufacturing facilities in Changchun was proved to deliver results. In response to the headwinds in the market, management had made decisive actions to adjust its marketing strategies with access to new distribution channels. And by leveraging the advantages of the new GMP compliant factory in Jiu Tai, Changchun, sales grew to about HK\$23.8 million, notwithstanding the lack of sales contribution from JECP's manufacturing operation upon its closure last year. However, the increase in sales contribution was largely offset by the impact for the lowering of drug prices and increase in selling and distribution expenses to boost sales amid the highly competitive landscape.

Segment loss reduced by about HK\$2.9 million to HK\$8.6 million in the 2016 Interim Period, which was mainly due to the absence of operating loss from JECP's manufacturing operation during the period under review and the management's continued efforts to extend market coverage and strengthen cost control. The Group will continue to put efforts on managing costs and enhance operational efficiency to further improve its performance.

#### 自產藥品業務

於二零一六年中期,分類虧損減少約2,900,000港元至8,600,000港元至8,600,000港元至8時期內缺少吉林精優的製造業務的緩對,且管理層不斷致力擴大虧損,且管理層不斷致力擴大本集場覆蓋及加強成本控制。本集場經營效率以進一步改善其表現。

#### Gene Development Sector

In the period under review, gene development remained inactive and no revenue was recorded.

#### Other Income and Gains and Losses, Net

Other income and gains and losses, net were in total a gain of about HK\$8.8 million, which mainly came from allowance for bad and doubtful debts of about HK\$4.0 million, effective interest income of HK\$35.0 million and change in fair value of derivative component of HK\$23.7 million (loss) from investments in convertible bonds. This represents an increase in gain of about HK\$44.4 million when compared to a total loss of HK\$35.6 million in the 2015 Interim Period with corresponding amounts of HK\$4.2 million, HK\$30.6 million and HK\$63.2 million (loss) respectively.

#### Selling and Distribution Expenses

Selling and distribution expenses decreased to about HK\$18.1 million as compared to HK\$23.0 million in the 2015 Interim Period, representing a decrease of HK\$4.9 million or 21.2%. This was primarily due to the decrease in marketing and promotion expenses in connection with the sales of the imported product. In term of percentage to sales, the expenses were maintained at similar level as in the corresponding period.

#### 基因開發業務

回顧期內,基因開發仍未開展,故並無錄得任何收益。

#### 其他收入及收益及虧損淨額

其他收入及收益及虧損淨額合計錄得收益約8,800,000港元,主要來自呆壞賬撥備約4,000,000港元、實際利息收入35,000,000港元及可換股平的變動23,700,000港元(虧損)。這相當於較二零一五年中期的總虧損35,600,000港元(虧損)別為4,200,000港元(虧損))增加收益約44,400,000港元。

#### 銷售及分銷費用

銷售及分銷費用較二零一五年中期的23,000,000港元下跌至約18,100,000港元,減幅為4,900,000港元或21.2%,主要由於有關銷售進口產品的營銷及推廣費用減少所致。就銷售百分比而言,費用於同期維持於相近水平。

#### Administrative Expenses

Administrative expenses decreased by about HK\$1.0 million or 6.8% from HK\$14.7 million in the 2015 Interim Period to HK\$13.7 million in the 2016 Interim Period. The decrease was primarily due to the inclusion of one-time expenses of about HK\$0.9 million for closure of JECP's manufacturing operation in the 2015 Interim Period.

#### **Seasonal or Cyclical Factors**

The Group's business operations were not significantly affected by any seasonal and cyclical factors, except extended statutory holidays in the PRC that may lead to lower Group's revenue and profit for the months in which these holidays are declared. There is no seasonal and cyclical factor for its borrowing requirements.

#### **Financial Review**

The Group generally finances its operations with internally generated cash flow and facilities granted by its principal banker in Hong Kong, Industrial and Commercial Bank of China (Asia) Limited. As at 30 September 2016, the Group had total cash and bank balances (including pledged bank deposits of HK\$20.1 million) of HK\$236.5 million (31 March 2016: HK\$201.1 million), representing an increase by approximately 17.6%.

#### 行政費用

行政費用由二零一五年中期的14,700,000港元減少約1,000,000港元或6.8%至二零一六年中期的13,700,000港元。減少主要由於二零一五年中期就關閉吉林精優的製造業務計入一次性費用約900,000港元。

#### 季節性或週期性因素

除中國較長的法定假期可能導致本集團於此等假期所屬月份的收益及溢利下降外,本集團的業務營運並無受到任何季節性及週期性因素的重大影響,其借款需求亦無涉及任何季節性及週期性因素。

#### 財務回顧

本集團一般以內部產生之現金流量及其香港主要往來銀行中國工商銀行(亞洲)有限公司所提供融資撥付其營運所之一。於二零一六年九月三十日,本集團之現金及銀行存款20,100,000港元)為236,500,000港元(二零一六年三月三十一日:201,100,000港元),上升約17.6%。

The Group did not have bank borrowings as at 30 September 2016 (31 March 2016: HK\$ Nil) but had banking facilities on trade finance, which were supported by the pledge of the Group's fixed deposits of about HK\$20.1 million (31 March 2016: HK\$20.1 million) and corporate guarantees from the Company and certain subsidiaries of the Company. In general, there is no significant seasonality fluctuation on trade finance requirement of the Group.

The Group's total borrowing over total assets ratio as at 30 September 2016 was 0.044 (31 March 2016: 0.043), calculated based on the Group's total assets of HK\$1,174.4 million (31 March 2016: HK\$1,160.9 million) and total debts of about HK\$52.1 million (31 March 2016: HK\$49.5 million), comprising convertible bonds of HK\$32.3 million (31 March 2016: HK\$29.7 million) and amount due to an associate of HK\$19.8 million (31 March 2016: HK\$19.8 million).

本集團於二零一六年九月三十日並無銀行借款(二零一六年 三月三十一日:零港元),惟 有以本集團的定期存之 20,100,000港元(二零一六年三 月三十一日:20,100,000港元) 以及本公司與其若干附屬公司 提供之公司擔保作抵押就一般 提供之公司擔保作抵押就 融資之銀行信貸融資。而求並 無重大季節性波動。

於二零一六年九月三十日, 本集團總借款與總資產之比 率 為0.044( 二零 一 六 年 三 月 三十一日: 0.043), 乃按本集 團總資產1,174,400,000港元 (二零一六年三月三十一日: 1,160,900,000港元)及總債項 約52,100,000港元(二零一六 年三月三十一日: 49,500,000 港元)(包括可換股債券 32,300,000港元(二零一六年 三月三十一日: 29,700,000港 元)及應付一間聯營公司款項 19,800,000港元(二零一六年 三月三十一日:19,800,000港 元))計算。

#### Foreign Exchange Exposure

Save for certain purchases are denominated in Euro, the Group's business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars and Renminbi. The Group manages the foreign currency exposure by closely monitoring the foreign currency movements and may purchase foreign currencies at spot rate, when and where appropriate for meeting its payment obligation. No hedge on foreign currencies was made during the period but the Group will use financial instruments for hedging purpose when considered appropriate.

#### **Outlook**

The global volatility and China's slowing economic growth tend to compound the uncertainties to the growth of China's pharmaceutical industry ahead, as the industry has witnessed a slower growth under the highly complicated landscape. Despite the unsettled global and local economic environments, the Group believes that the China's pharmaceutical market will continue to grow under the 13th Five-Year Plan, which the government promises to deepen healthcare reform and bring higher-quality healthcare services to all Chinese citizens in the development of healthy China strategy. It is anticipated rigorous regulations will be forged thereby accelerating technological innovation and consolidation in the industry while the sustained deepening of healthcare reforms will make China's healthcare system more regulated, which in turn would facilitate sustainable growth of the industry in the long run.

#### 外匯風險

#### 前景

全球波動及中國經濟增長減慢 勢將加劇中國醫藥行業往後增 長的不確定性,而行業在非常 複雜的態勢下經歷增長放緩。 儘管全球及當地經濟環境尚未 穩定,在第十三個五年規劃下 政府承諾於發展健康的中國策 略中,深化醫療改革,並為所 有中國公民帶來更高質的醫療 服務,故本集團相信中國醫藥 市場將繼續有所增長。預期多 項嚴格法規將會陸續推行,因 而加快技術創新及行業整合, 而醫療改革的持續深化將令 中國醫療保健系統更為正規, 從而促進行業的長遠可持續增 長。

Facing with the ongoing operating pressures and fierce price competition, the Group remains committed to deploying its internal resources in product research and development, reinforcing internal management to enhance operational efficiency and exerting additional efforts to deepen market penetration of its products to withstand the headwinds of challenges in the years to come and maintain a stable financial position to cater for future development of the Group.

面對持續的經營壓力及激烈的 價格競爭,本集團仍致力別調 其內部資源投入產品研發內 強內部管理以提高經營品, 同時加大力度深化其產品的的 場滲透,以迎接未來的的逆 境挑戰,並維持穩定的財務 狀況,務求迎合本集團的未來發 展。

### EMPLOYMENT AND REMUNERATION POLICY

As at 30 September 2016, the Group had 238 employees (30 September 2015: 265). Staff costs (including directors' emoluments) for the six months ended 30 September 2016 amounted to approximately HK\$12.4 million (six months ended 30 September 2015: approximately HK\$11.6 million). The increase was mainly due to salary adjustment.

The Group remunerates its employees based on industry practices. Its staff benefits, welfare and statutory contributions, if any, are made in accordance with prevailing labour laws of its operating entities.

#### 僱傭和薪酬政策

於二零一六年九月三十日,本集團共聘用238名僱員(二零一五年九月三十日:265名)。截至二零一六年九月三十日止六個月之員工成本(包括董新酬)約為12,400,000港元(截至二零一五年九月三十日止六個月:約11,600,000港元)。成本增加主要由於薪金調整所致。

本集團根據行業慣例向其僱員 發放薪酬。其員工利益、福利 和法定供款(如有)乃按照其營 運實體的現行勞動法而提供。 On 24 August 2012, shareholders of the Company had approved the adoption of a share option scheme (the "Scheme"), which became effective on 29 August 2012 after obtaining approval from the Listing Committee of the Stock Exchange and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

於二零一二年八月二十四日,本公司股東已批准採納購股權計劃(「計劃」)。於獲得聯交所上市委員會批准後,該計劃上市委員會批准後,該計劃日本次,除非被另行註銷或修訂,否則將自該日起計10年內維持有效。

The Scheme will enable the Group to reward the employees, the directors and other selected participants for their contribution to the Group and will also assist the Group in its recruitment and retention of high caliber professionals, executives and employees who are instrumental to the growth of the Group.

該計劃將讓本集團可獎勵為本 集團作出貢獻的僱員、董事及 其他經挑選之參與者,亦有助 本集團招聘及挽留有利本集團 增長的優秀專才、主管及僱員。

During the period ended 30 September 2016, no share option has been granted under the Scheme.

於截至二零一六年九月三十日 止期間,概無根據該計劃授出 購股權。

#### CORPORATE GOVERNANCE

The Group recognises the importance of achieving and monitoring the high standard of corporate governance consistent with the need and requirements of its business and the best interest of all its shareholders. The Group is fully committed to doing so.

In the opinion of the directors, the Company has complied with the code provisions of the Corporate Governance Code and Corporate Governance Report ("Code Provisions") as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2016, except for certain deviations from Code Provisions (i) A.1.3 and A.7.1 (notice, agenda as well as accompanying board papers should be given to directors in a timely manner for committee's and board's meeting), (ii) A.2.1 (the roles of chairman and chief executive officer should be separate and should not be performed by the same person), (iii) A.4.1 (non-executive directors should be appointed for a specific term), and (iv) A.4.2 (all directors should be appointed for a specific term and subject to retirement by rotation, and directors appointed to fill a casual vacancy be subject to election at the first general meeting after appointment). Details of deviations and considered reasons in relation thereof have been duly set out in the corporate governance report contained in the 2016 annual report of the Company published in July 2016.

#### 企業管治

本集團一直認同高水平企業管治之重要性,並監察企業管治水平,務求符合其商業需要及規定以及其全體股東之最佳利益。本集團承諾竭盡所能達至高水平之企業管治。

董事認為,於截至二零一六年 九月三十日止六個月整段期 間,本公司已遵守上市規則附 錄十四所載之企業管治守則及 企業管治報告之守則條文(「守 則條文」),惟偏離若干守則條 文 外:(i)第A.1.3及A.7.1條(委 員會及董事會會議的通告、議 程連同相關董事會文件應適時 送交董事); (ii)第A.2.1條(主席 與行政總裁之角色應分開,且 不應由同一人兼任); (iii)第A.4.1 條(非執行董事應按特定任期 委任);及(iv)第A.4.2條(所有董 事應按特定任期委任並須輪席 告退,為填補空缺而獲委任的 董事須於獲委任後首個股東大 會上選出)。偏離的詳情以及所 考慮的相關因素已妥為載於本 公司於二零一六年七月刊發的 二零一六年年報所載之企業管 治報告內。

The Company will continue to review and monitor the situation as stated above, and to improve the practices as and when the circumstances demand. 本公司將繼續審閱及監控上述情況,如情況需要,將會對有 關常規作出改善。

# MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standards set out in the Model Code throughout the interim period.

#### 證券交易標準守則

本公司已採納上市規則附錄十 所載之上市發行人董事進行 證券交易的標準守則(「標準守 則」)作為本公司有關董事買向 本公司董事作出特定查詢後, 董事於整段中期期間一直遵照 標準守則所載之規定準則。

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

# 董事於股份、相關股份及債權證之權益及淡倉

At 30 September 2016, the interests and short positions of the directors in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (the "SFO"), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code were as follows:

# Long positions in the ordinary shares of the Company

### 於本公司普通股之好倉

Name of director	Notes	Capacity and nature of interest	Number of ordinary shares of HK\$0.01 each held 所持每股面值 0.01港元之	Approximate percentage of interests held 所持之權益
董事姓名	附註	身份及權益性質	普通股數目	概約百分比
Xie Yi 謝毅	(a)	Through controlled corporations 透過受控制公司	80,000,000	3.35%
Cheng Yong 程勇	(b)	Directly beneficially owned 直接實益擁有 Through a controlled corporation 透過一間受控制 公司	830,000 1,060,000	0.03% 0.05%
		Held by spouse 由配偶持有	5,090,000	0.21%
			6,980,000	0.29%

Notes:

- (a) The entire issued share capital of JNJ Investments Ltd is owned by Biowindow Gene Development (Hong Kong) Limited ("HK Biowindow"), and the entire issued share capital of HK Biowindow is owned by United Gene Group Ltd (a company incorporated in the British Virgin Islands). The issued share capital of United Gene Group Ltd is owned as to 33% by Ease Gold Investments Limited, which is wholly owned by Dr. Xie Yi.
- (b) The shares are held by Merchandise Holdings Limited (a company incorporated in the British Virgin Islands) which is wholly owned by Mr. Cheng Yong.

Save as disclosed above, as at 30 September 2016, none of the directors had registered an interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

#### 附註

- (a) JNJ Investments Ltd之全部已發行股本由香港博德基因開發有限公司(「香港博德」)擁有,而香港博德之全部已發行股本則由United Gene Group Ltd(一間於英屬處女群島註冊成立之公司)擁有。United Gene Group Ltd之已發行股本由Ease Gold Investments Limited擁有33%,而Ease Gold Investments Limited則由謝毅博士全資擁有。
- (b) 該等股份由Merchandise Holdings Limited(一間於英屬處女群島註冊成立之公司)持有,而Merchandise Holdings Limited則由程勇先 生全資擁有。

除上文所披露者外,於二零一六年九月三十日,概無任何 董事於本公司或其任何相聯法 團之股份、相關股份及債權證 中,登記擁有根據證券及開 條例第352條須予記錄之權 或淡倉,或根據標準守則須 會本公司及聯交所之權益或淡 倉。

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

At no time during the period were rights to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate granted to any directors or their respective spouses or minor children, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, their respective spouses or minor children to acquire such rights in any other body corporate.

# SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 September 2016, the following interests and short positions of 5% or more of the shares and underlying shares of the Company were recorded

#### 董事購入股份及債權 證之權利

主要股東及其他人士於股份、相關股份及債權證之權益及淡倉

於二零一六年九月三十日,根據本公司按照證券及期貨條例第336條須予保存之登記冊所

in the register required to be kept by the Company pursuant to Section 336 of the SFO:

記錄於本公司股份及相關股份 5%或以上的權益及淡倉如下:

Name of substantial shareholder 主要股東名稱	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held/entitled 所持/有權持有 之普通股數目	Long (L) or Short (S) position 好倉(L)或 淡倉(S)	Approximate percentage of interest held 所持權益 概約百分比
Innovative Pharmaceutical Biotech Limited ("Innovative	Directly beneficially owned	1,357,510,000	L	56.80%
Pharmaceutical") (Note) 領航醫藥及生物科技 有限公司(「領航醫藥」) (附註)	直接實益擁有			

Note: Innovative Pharmaceutical is a listed company on the Main Board of the Stock Exchange and its interest in 1,357,510,000 shares of the Company represents (i) 457,510,000 shares or 19.14% of the Company's shares in issue and (ii) 900,000,000 shares to be allotted and issued to Innovative Pharmaceutical upon exercise in full by Innovative Pharmaceutical of the conversion rights at conversion price of HK\$0.6413 per share under the Company's 20-year zero coupon convertible bonds issued on 16 July 2013 with principal amount of HK\$577,170,000 outstanding. At 30 September 2016, there was a total of 2,390,000,000 shares issued by the Company, and assuming the exercise in full of the conversion rights attaching to the Company's convertible bonds, Innovative Pharmaceutical will hold approximately 41.26% of the enlarged share capital of the Company.

附註:領航醫藥為一間於聯交所主 板上市的公司,而其於本公 司1.357.510.000股股份之權 益相當於(i)457,510,000股或 19.14%之本公司已發行股份 及(ii)根據本公司於二零一三 年十月十六日發行之20年 零息可換股債券(尚未償還 之 本 金 額 為577.170.000港 元),於領航醫藥按換股價每 股股份0.6413港元悉數行使 換股權後,將向領航醫藥配 發及發行之900,000,000股股 份。於二零一六年九月三十 日,本公司已發行股份合共 為2,390,000,000股。 假 設 悉 數行使附於本公司之可換股 債券之換股權,領航醫藥將 持有本公司經擴大股本約 41.26% •

Save as disclosed above, as at 30 September 2016, the register as maintained by the Company pursuant to Section 336 of the SFO recorded no other interests or short positions in the shares or underlying shares of the Company.

除上文所披露者外,於二零一六年九月三十日,本公司根據證券及期貨條例第336條存置的登記冊並無記錄於本公司股份或相關股份中的其他權益或淡倉。

# PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the six months ended 30 September 2016, the Company and its subsidiaries did not purchase, redeem or sell any of the Company's listed securities.

#### **AUDIT COMMITTEE**

The Audit Committee, which comprises three independent non-executive directors ("INEDs") with terms of reference in compliance with Code Provision C.3.3, has reviewed the unaudited condensed consolidated interim financial information of the Group for the six months ended 30 September 2016, and was content that the accounting principles and practices adopted by the Group were in conformity with the current practices in Hong Kong.

#### 購買、贖回或出售上市 證券

截至二零一六年九月三十日止 六個月內,本公司及其附屬公 司概無購買、贖回或出售本公 司之任何上市證券。

#### 審核委員會

審核委員會由三名獨立非執行董事(「獨立非執董」)組成,職 權範圍乃遵照守則條文第C.3.3 條制定。審核委員會已審閱一 集團截至二零一六年九月明十 日上六個月之未經審核簡明 合中期財務資料,並認為本集 團所採納之會計原則及慣例相符。

#### REMUNERATION COMMITTEE

The Remuneration Committee, which comprises three INEDs and Dr. Xie Yi, was formed with terms of reference in compliance with Code Provision B.1.2 to oversee the remuneration policies of the Group during the six months ended 30 September 2016.

#### NOMINATION COMMITTEE

The Nomination Committee consists of four members including Dr. Xie Yi, Chairman of the Board and Chief Executive Officer and three INEDs, which was formed with terms of reference in compliance with Code Provision A.5.2 to formulate and implement the policy for nominating candidates for election by shareholders, and to assess the independence of non-executive directors.

By Order of the Board

Extrawell Pharmaceutical Holdings Limited

Xie Yi

Chairman

Hong Kong, 29 November 2016

#### 薪酬委員會

由三名獨立非執董及謝毅博士組成的薪酬委員會已告成立,並遵照守則條文第B.1.2條制定職權範圍,以監督本集團截至二零一六年九月三十日止六個月的薪酬政策。

#### 提名委員會

提名委員會由四名成員組成,包括董事會主席兼行政總裁謝 要其立及三名獨立非執董,並 遵照守則條文第A.5.2條制開 職權範圍,以制定及實施有關 提名董事人選供股東選任之政 策,以及評估非執行董事之獨 立性。

> 承董事會命 精優藥業控股有限公司 主席 謝毅

香港,二零一六年十一月二十九日

#### CORPORATE INFORMATION

#### **Board of Directors**

(As at the date of this interim report on 29 November 2016)

#### **Executive Directors**

Dr. XIE Yi (Chairman and Chief Executive Officer)

Dr. LOU Yi

Mr. CHENG Yong
Ms. WONG Sau Kuen

Mr. LIU Kwok Wah

#### Independent Non-executive Directors

Mr. FANG Lin Hu Mr. XUE Jing Lun Ms. JIN Song

#### **Audit Committee**

Mr. FANG Lin Hu (Chairman)

Mr. XUE Jing Lun Ms. JIN Song

#### **Remuneration Committee**

Mr. FANG Lin Hu (Chairman)

Mr. XUE Jing Lun Ms. JIN Song Dr. XIE Yi

#### 公司資料

#### 董事會

(於本中期報告日期二零一六 年十一月二十九日)

#### 執行董事

謝毅博十(主席兼行政總裁)

樓屹博士 程勇先生 王秀娟女士 廖國華先生

#### 獨立非執行董事

方林虎先生 薛京倫先生 金松女十

#### 審核委員會

方林虎先生(主席) 薛京倫先生 金松女士

#### 薪酬委員會

方林虎先生(主席) 薛京倫先生 金松女士 謝毅博士

#### **Nomination Committee**

Dr. XIE Yi (Chairman)

Mr. FANG Lin Hu

Mr. XUE Jing Lun

Ms. JIN Song

#### **Joint Company Secretaries**

Mr. LIU Kwok Wah

Ms. WONG Sau Kuen

#### **Hong Kong Legal Advisers**

Chiu & Partners Solicitors

#### **Independent Auditors**

East Asia Sentinel Limited

Certified Public Accountants

#### **Registered Office**

Clarendon House 2 Church Street Hamilton HM 11

Bermuda

#### 提名委員會

謝毅博士(主席) 方林虎先生 薛京倫先生

金松女士

#### 聯席公司秘書

廖國華先生 王秀娟女士

#### 香港法律顧問

趙不渝 • 馬國強律師事務所

#### 獨立核數師

衛亞會計師事務所有限公司 執業會計師

#### 註冊辦事處

Clarendon House 2 Church Street Hamilton HM 11

Bermuda

#### Head Office and Principal Place of Business in Hong Kong

Suites 2206–08, 22/F Devon House, Taikoo Place 979 King's Road, Quarry Bay Hong Kong

#### **Principal Bankers**

Industrial and Commercial Bank of China (Asia) Limited Malayan Banking Berhad The Bank of East Asia, Limited

## Principal Share Registrar and Transfer Office

Codan Services Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda

# Hong Kong Branch Share Registrar and Transfer Office

Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

#### 總辦事處及香港主要營 業地點

香港 鰂魚涌英皇道979號 太古坊德宏大廈 22樓2206-08室

#### 主要往來銀行

中國工商銀行(亞洲)有限公司

馬來亞銀行 東亞銀行有限公司

#### 股份過戶登記處總處

Codan Services Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda

# 股份過戶登記處香港分處

卓佳登捷時有限公司 香港 灣仔 皇后大道東183號 合和中心22樓

#### Website

http://www.extrawell.com.hk

#### **Stock Code**

The Stock Exchange of Hong Kong Limited: 00858

#### 網站

http://www.extrawell.com.hk

#### 股份代號

香港聯合交易所有限公司: 00858



(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司) Stock code 股份代號: 858

