



東瑞製藥(控股)有限公司

**DAWNRAYS PHARMACEUTICAL (HOLDINGS) LIMITED**

(在開曼群島註冊成立的有限公司)

(incorporated in the Cayman Islands with limited liability)

股份編號：2348 Stock Code：2348

**2019**

ANNUAL REPORT 年報

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## 公司資料

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Ms. LI Kei Ling (*Chairman*)

Mr. HUNG Yung Lai

Mr. CHEN Shaojun

#### NON-EXECUTIVE DIRECTOR

Mr. LEUNG Hong Man

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LO Tung Sing Tony

Mr. EDE, Ronald Hao Xi

Ms. LAM Ming Yee Joan

### CHIEF EXECUTIVE OFFICER

Mr. CHEN Shaojun

### AUDIT COMMITTEE

Mr. LO Tung Sing Tony (*Chairman*)

Mr. EDE, Ronald Hao Xi

Ms. LAM Ming Yee Joan

### REMUNERATION COMMITTEE

Mr. EDE, Ronald Hao Xi (*Chairman*)

Ms. LI Kei Ling

Mr. LO Tung Sing Tony

Ms. LAM Ming Yee Joan

### NOMINATION COMMITTEE

Ms. LI Kei Ling (*Chairman*)

Mr. LO Tung Sing Tony

Mr. EDE, Ronald Hao Xi

Ms. LAM Ming Yee Joan

### 董事會

#### 執行董事

李其玲女士 (*主席*)

熊融禮先生

陳紹軍先生

#### 非執行董事

梁康民先生

#### 獨立非執行董事

勞同聲先生

EDE, Ronald Hao Xi 先生

林明儀女士

### 總裁

陳紹軍先生

### 審核委員會

勞同聲先生 (*主席*)

EDE, Ronald Hao Xi 先生

林明儀女士

### 薪酬委員會

EDE, Ronald Hao Xi 先生 (*主席*)

李其玲女士

勞同聲先生

林明儀女士

### 提名委員會

李其玲女士 (*主席*)

勞同聲先生

EDE, Ronald Hao Xi 先生

林明儀女士

**AUDITORS**

Ernst & Young  
*Certified Public Accountants, Hong Kong*

**PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited, Hong Kong  
 The Hongkong and Shanghai Banking Corporation Limited, Hong Kong  
 Industrial and Commercial Bank of China Suzhou Wuzhong Sub-Branch  
 Agricultural Bank of China Suzhou Nanmen Sub-Branch  
 Bank of China Suzhou Wuzhong Sub-Branch

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

Units 3001-02, 30/F, CNT Tower, 338 Hennessy Road,  
 Wanchai, Hong Kong

**REGISTERED OFFICE**

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

Tricor Abacus Limited  
 Level 54, Hopewell Centre,  
 183 Queen's Road East, Hong Kong

**核數師**

安永會計師事務所  
 執業會計師，香港

**主要往來銀行**

中國銀行(香港)有限公司，香港  
 香港上海滙豐銀行有限公司，香港  
 中國工商銀行蘇州市吳中支行  
 中國農業銀行蘇州市南門支行  
 中國銀行蘇州吳中支行

**總辦事處及主要營業地點**

香港灣仔軒尼詩道338號  
 北海中心30樓3001-02室

**註冊辦事處**

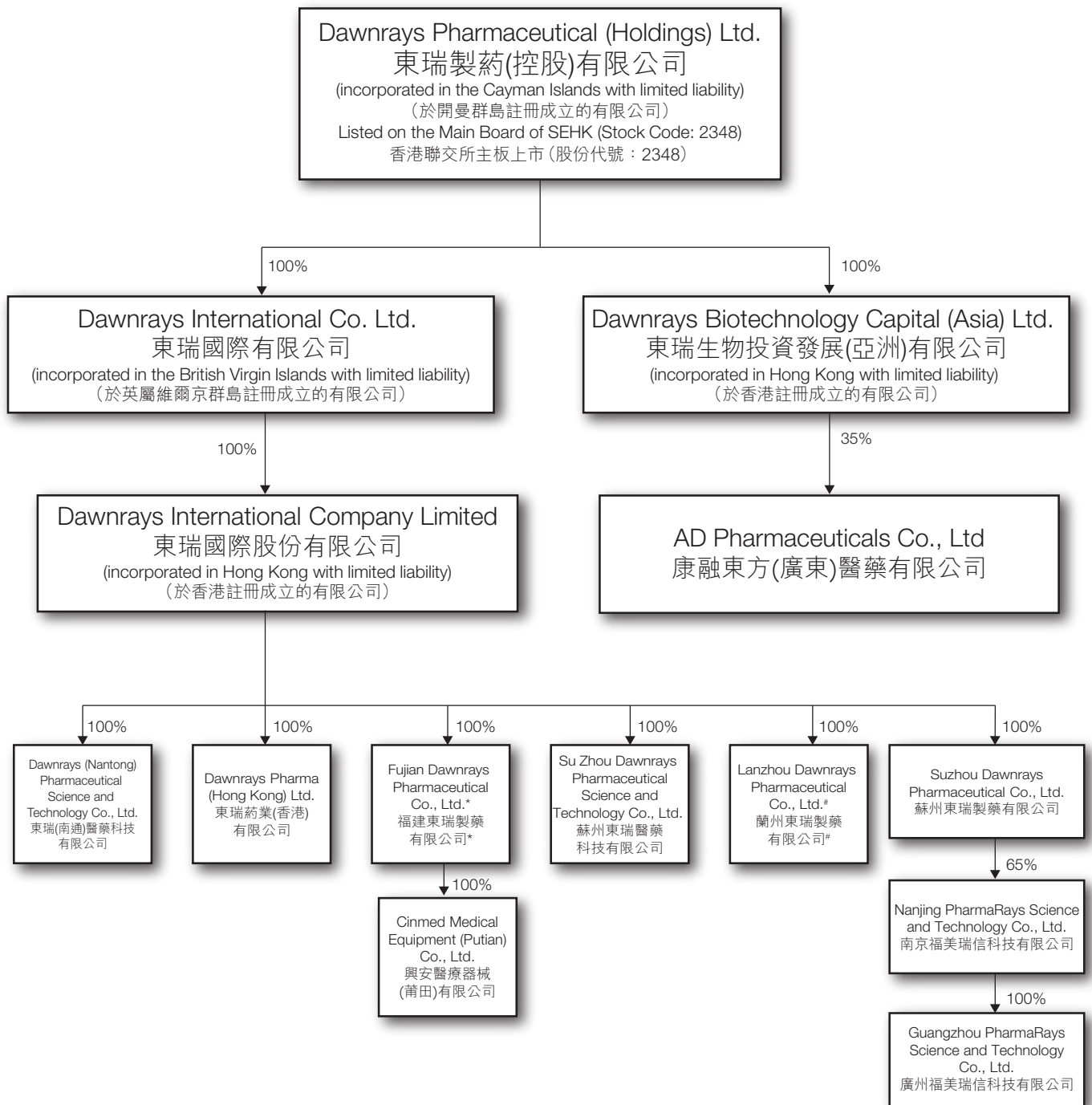
Cricket Square  
 Hutchins Drive  
 P.O. Box 2681  
 Grand Cayman KY1-1111  
 Cayman Islands

**主要股份過戶登記處**

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

**香港股份過戶登記分處**

卓佳雅柏勤有限公司  
 香港皇后大道東183號  
 合和中心54樓



\* The original name was Cinmed Pharmaceuticals Co., Ltd. It was renamed as Fujian Dawnrays Pharmaceutical Co., Ltd. on 2 March 2020. Details are stated in the "Substantial Investment" of the Management Discussion and Analysis in this report. 原名為興安藥業有限公司，於二零二零年三月二日更名為福建東瑞製葯有限公司。詳情在本報告管理層討論及分析之「重大投資」說明。

# Lanzhou Dawnrays Pharmaceutical Co., Ltd. was established on 30 December 2019. Details are stated in note 42 to financial statements — "Event after the Reporting Period". 蘭州東瑞製葯有限公司於二零一九年十二月三十日成立。詳情在財務報表附註42 — 「報告期後事項」說明。

Dear SHAREHOLDERS,

On behalf of the board (the "Board") of the directors (the "Directors") of Dawnrays Pharmaceutical (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group"), I'm pleased to present the results of the Group for the year ended 31 December 2019 (the "reporting period").

## GROUP RESULTS

The Group has recorded revenue of approximately RMB950,007,000 for the year ended 31 December 2019 (2018: RMB948,938,000), representing an increase of 0.1%, basically flat as compared to 2018. Profit attributable to owners of the parent was approximately RMB255,430,000 (2018: RMB303,960,000), representing a decrease of 16.0% over 2018.

The decrease in profit was mainly due to a significant decrease in sales of Entecavir Dispersible Tablets, a specific medicine of the Group, as compared with last year.

## FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK\$0.043 per share for the year ended 31 December 2019, amounting to the total sum of approximately HK\$66,681,000 (equivalent to approximately RMB61,358,000), to the shareholders whose names appeared in the register of members as of Wednesday, 3 June 2020 subject to the approval of the shareholders at the forthcoming 2020 Annual General Meeting (the "2020 AGM"). The annual dividend payout ratio remains approximately 32.4%.

致各股東：

本人欣然代表東瑞製葯(控股)有限公司(「本公司」)之董事(「董事」)會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度(「報告期間」)之業績報告。

## 本集團業績

本集團截至二零一九年十二月三十一日止年度錄得收入約人民幣950,007,000元(二零一八年：人民幣948,938,000元)，較二零一八年上升0.1%，基本持平。母公司擁有人應佔溢利約人民幣255,430,000元(二零一八年：人民幣303,960,000元)，較二零一八年下降16.0%。

利潤減少，主要由於本集團專科藥物恩替卡韋分散片的銷售額與去年比較錄得較大幅度下降所致。

## 末期派息

董事會建議派發截至二零一九年十二月三十一日止年度末期股息每股為港幣0.043元，合共約港幣66,681,000元(約相當於人民幣61,358,000元)予於二零二零年六月三日(星期三)已登記在股東名冊上之股東，惟須待股東在即將舉行之二零二零年股東週年大會上(「二零二零年股東週年大會」)批准通過，方可作實。全年派息比例維持約32.4%。

### BUSINESS REVIEW AND PROSPECT

After the publication of a series of medical and pharmaceutical policies involving payment under the medical insurance scheme, medicine research and development, medicine circulation, group purchasing organization, and essential drug list in the past few years, the government promulgated the revised Pharmaceutical Administration Law in 2019 and further promoted centralized procurement of drugs nationwide. The revised law, together with the continuously deepened mechanism for centralized procurement of drugs, has imposed new operation standards and requirements on the pharmaceutical industry in China. In the high-pressure atmosphere, businesses are continuously changed and get more in line with international markets. Therefore, in terms of product market access, research and development, and business model for medicines, industry stakeholders must adapt to the industry changes and make a rapid response to seek room for sustainable development.

So far, China's pharmaceutical industry is still dominated by enterprises that are mainly engaged in research and development, production and sales of generic drugs. As one of the market players, the Group has always taken cephalosporin antibiotics and specific medicines as the core business products, which have generated considerable revenue and profits. According to the policies of the state on the quality and efficacy consistency evaluation of generic drugs published several years ago, the Group has advanced relevant work in a timely manner. Up to now, a total of four core products have passed the evaluation. With such products, the Group participated in recent two rounds of centralized procurement organized by the state and won the bid for Amlodipine Besylate Tablets, Entecavir Dispersible Tablets and Levocetirizine Dihydrochloride Tablets respectively, thus confirming the sales and market shares of the products during the period of supply specified in contracts, which is conducive to stabilizing the revenue of the Group during that period of time.

During the reporting period, the Group actively promoted the consistency evaluation of many existing varieties, so as to increase the recognition of their product quality and make them possessing basic condition required in centralized procurement, with a view to increase the Group's opportunity in participating the centralized procurement in the future so as to expand the source of revenue. In addition to focusing on normal centralized procurement markets, in terms of non-centralized procurement markets, the Group will continue to use its internal resources and brand advantages to strengthen its overall marketing arrangements and operations to grab a market share, and strive for maximizing revenue with a higher gross profit margin, to mitigate the impact of a decrease in the gross profit of products selected for centralized procurement.

### 業務回顧與展望

繼過去數年連環出台涉及醫保支付、藥品研發、藥物流通、帶量採購、基本藥物目錄等範疇的醫療醫藥政策，於二零一九年政府頒布了新一版《藥品管理法》並同時在全國範圍內進一步推進藥品集中採購。新的法規加之持續深化的藥品集中採購機制，給予中國藥物製造行業新的運營規範和要求，經營格局在高壓氛圍下持續變革並逐步與國際市場接軌，因此行業持份者對於產品市場准入、研發和藥品的經營模式等方面必須更緊貼行業轉變，迅速應對以謀求可持續發展空間。

至目前為止，中國製藥行業仍以主力研發、生產、銷售仿製藥的企業為大多數。本集團作為其中一分子，一向以頭孢類抗生素及專科藥物作為業務產品支柱且持續獲得了良好的收入與利潤。根據數年前國家關於仿製藥質量和療效一致性評價的政策要求，本集團及時推動有關工作，至今共有四個核心產品獲批准通過評價。其中苯磺酸氨氯地平片、恩替卡韋分散片和鹽酸左西替利嗪片分別參與了最近兩輪國家組織藥品集中採購並獲選中標，從而確定了該些產品在合同約定供應期內的銷售及市場佔有率，有利於穩定本集團在該段時間內的收入。

於報告期間，本集團積極推進多個現有品種的一致性評價工作，以提高產品質量認可，同時使該些品種具備集採要求的基本條件，以期提高本集團日後參與集採的機會，擴充收入來源。除聚焦於常態化的集採市場，在非集採市場方面，本集團將繼續利用內部資源和品牌優勢，加強整體營銷佈局和操作搶佔市場份額，在最大限度內爭取較高毛利的營業收入，以緩減由於集採中標品種毛利下沉的影響。

As is known to all, the government's policies of group purchasing organization and negotiation on the inclusion of drugs in the medical insurance scheme have caused a decrease in the supply prices of major drugs to their basic values, for more effective use of resources for which payment is made under the medical insurance scheme, and for improvement in the accessibility of high-quality medicines, thus benefiting the general public. As far as pharmaceutical enterprises are concerned, in such a policy environment, the gross profits of related products will inevitably and continuously be squeezed, thus increasing the uncertainty of corporate operation and the difficulties in achieving business targets.

Despite the increasing challenges in market operation, the Company has adopted targeted product development and investment strategies in response to the future development of the market according to the financial resources of the Group. It has strengthened the product mix of the Group and pipelines of products under development, with a view to stabilizing the business size of the Group and maintaining moderate growth after various plans pay off. During the reporting period, Dawnrays International Company Limited (東瑞國際股份有限公司), a member of the Group, acquired the entire equity interest in Top Field Limited ("TFL") in cash, thus owning all assets of TFL and its subsidiaries, including cardiovascular drug business with but not limited to Atorvastatin Calcium Tablets, which enriches the Group's product line and enhances the Group's strength in the field. During the year, upon obtaining the management right of TFL's subsidiary, the Group got into its business operation proactively with satisfactory progression, the Group won the bid for Atorvastatin Calcium Tablets in the centralized procurement of drugs organized by the state. In addition to the aforementioned acquisition, Suzhou Dawnrays Pharmaceutical Co., Ltd., a member of the Group, as the transferee, accepted the transfer of the marketing authorization holder in respect of Febuxostat tablets (40mg, 80mg), a drug for gout treatment, and bulk medicines, in order to expand the range of products the Group can offer in the future.

In order to facilitate the Group's technological innovation in the research and development of preparation products, especially specific medicines, Nanjing PharmaRays Science and Technology Ltd., a joint venture enterprise established by the Group and external entities, started operation during the year. The company focuses on the innovation of pharmaceutical science and technologies, especially the development of new drug products, using new technologies of drug delivery systems. The company is independent and self-sustaining. The Group has the priority to acquire and use research and development results of the company for a fair consideration, under fair conditions.

眾所周知，政府通過集中帶量採購和醫保准入藥品談判的政策，促使各線主要藥品供應價格下調，回歸至基本價值以更有效使用醫保支付資源，提高優質藥物可及性，造福廣大市民。就製藥企業而言，在如此政策環境下，有關產品的毛利水平無可避免遭受持續擠壓，隨之增加企業營運的不確定性和業務規劃達標的難度。

儘管市場營運方面的挑戰愈益增加，本公司因應本集團財政資源狀況，採取了針對性的產品發展和投資策略應對市場未來發展，實行強化本集團產品結構和在研產品管線，以期在各項計劃取得成效後能穩定本集團業務規模並保持適度增長。於報告期間，本集團成員東瑞國際股份有限公司現金收購了Top Field Limited (「TFL」)全部股權，得以擁有TFL及其轄下附屬公司的全部資產，其中包括但不限於阿托伐他汀鈣片的心血管藥物業務，從而豐富本集團產品線，促使本集團在該治療領域更具實力。年內，本集團在取得TFL附屬公司的經營權後，積極介入其業務營運，進展良好，阿托伐他汀鈣片在國家組織藥品集中採購獲選中標。除前述收購事項，本集團成員蘇州東瑞製藥有限公司作為承讓人，受讓治療痛風藥物非布司他片(40mg,80mg)及原料藥的上市許可持有人，藉以擴大本集團未來可提供產品範圍。

為有利於本集團在製劑產品，尤其專科藥物研發方面的技術創新，本集團與外方建立的合資企業南京福美瑞信科技有限公司已在年內正式開始營業。該公司聚焦醫藥科技創新，特別專注利用給藥系統新技術，研發新的藥物產品。該公司為獨立運作，自負盈虧企業。本集團具備優先權可以以公平代價及條件獲取並使用其研發成果。



### 主席報告

In addition, Phase II and Phase I pre-clinical preparations have been carried out respectively for clinical trials for Class I new drug registration of AK102 (proposed to be used for lowering cholesterol levels) and AK109 (proposed to be used for treating gastric cancer, lung cancer and rectal cancer), both of which are monoclonal antibody agents developed by AD Pharmaceuticals Co., Ltd., a joint venture enterprise of the Group.

Due to land replotting requirements of the local government, Suzhou Dawnrays Pharmaceutical Co., Ltd., a subsidiary of the Group, is making efforts to advance the plan for relocating the plants located at Tianling Road. In addition, based on the land and environment reorganized requirements of the local government and the long-term development strategy considerations of the Group, the Group will phase out the production facility of Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. ("Dawnrays (Nantong)") and plan to establish a new production base in Chemical Industry Park, Lanzhou New District, Gansu Province. Lanzhou Dawnrays Pharmaceutical Co., Ltd., a wholly-owned subsidiary incorporated by the Group at the end of December 2019, is responsible for relevant work of the project. The Group expects that the relocation of the plants will not materially and adversely affect the existing conventional production. The Group will take this opportunity from the relocation, to optimize the technologies and production facilities for intermediates and bulk medicines, with a view to creating cost and quality advantages of downstream products, giving full play to the corporate strength in the integration of bulk medicines and preparations, and improving the probability of business success in the long run.

Looking ahead to the market development, the Group is fully aware that under the policy of centralized procurement and group purchasing organization, the continuous decrease in the drug price has been an irreversible trend of the market, and the inter-industry competition will be fiercer. However, under the policy environment of in-depth advancement of the "big health" strategy by the state, and with rapid population ageing in China, there is a continuous increase in the citizens' demand for drugs, and resultantly huge room for the development of the pharmaceutical market, as well as expected continuous growth in the market capacity. The Group will continuously invest resources through various channels to accelerate the research progress of the existing products under research. At the same time, the Group will strive to pursue product and technology upgrades, extend the existing product line and form a number of technically accomplished product portfolios. The Group expects that subject to the successful implementation of relevant plans, new products will be granted marketing authorization in the foreseeable future, and even become a new source of revenue for the Group after launching.

另外，本集團合資企業康融東方(廣東)醫藥有限公司研發之單抗藥物AK102(擬用於降低膽固醇水平)及AK109(擬用於治療胃癌、肺癌及直腸癌)一類新藥註冊申請的臨床試驗研究已分別進入二期臨床和一期臨床前準備工作。

由於所在地區地方政府的區域重置要求，本集團附屬公司蘇州東瑞製藥有限公司正全力推進天靈路廠房搬遷計劃。另外，東瑞(南通)醫藥科技有限公司(「東瑞(南通)」)基於當地政府土地環境重劃所需以及本集團從長遠發展戰略角度考慮，本集團將逐步關閉東瑞(南通)所有生產設施，計劃於甘肅省蘭州新區化工園區建設新的生產基地以作取代。於二零一九年十二月底，本集團已註冊成立全資附屬公司蘭州東瑞製藥有限公司負責該項目有關工作。本集團預期廠房搬遷對於現有常規生產無重大不利影響，且本集團將藉此廠房搬遷契機優化中間體和原料藥的工藝技術和生產設施，以期為下游產品創造成本與質量的競爭優勢，發揮原料藥製劑一體化的企業能量，長遠提高業務的成功機率。

展望市場發展，本集團深明在集中帶量採購政策推動下，藥品價格持續下行已然成為市場不可逆轉的趨勢，行業間競爭將更為激烈。然而，在國家深入推進「大健康」戰略的政策環境下，加之中國人口老齡化程度日益加深，市民用藥需求持續增長，醫藥市場發展空間仍然巨大，容量持續增長可期。本集團將不斷通過各種途徑投入資源加速現有在研產品的研究進度，同時努力追求產品與技術升級，延長現有產品線，形成數量與技術含量兼備的產品組合。本集團預計於成功落實各項相關計劃之前提下，新產品將於可見未來陸續獲得上市許可，投放市場，以至成為本集團收入的新來源。

### APPRECIATION

I would like to take this opportunity to express my heartfelt thanks to the shareholders, directors of the Company, partners, managers and employees of the Group for their support and contributions in businesses in the past year.

By Order of the Board

**Li Kei Ling**

*Chairman*

Hong Kong, 27 March 2020

### 感謝

藉此機會，本人衷心感謝本公司股東、董事及本集團夥伴、管理人員和員工於過去一年在各項業務上所作的支持與貢獻。

承董事會命

**李其玲**

*主席*

香港，二零二零年三月二十七日

### REVIEW OF OPERATIONS

During the review period, in a highly competitive market environment, the Group's sales volume of anti-hypertensive drug in "An" (安) series medicines increased by 18.2% as compared with 2018. The sales volume of Entecavir Dispersible Tablets increased by 32.5%, while the sales volume of anti-allergic drug "Xikewei" (西可韋) (Cetirizine Hydrochloride Tablets) remained unchanged as compared with last year. The sales of cephalosporin finished medicines were relatively stable. The competitiveness of cephalosporin intermediates and bulk medicines was enhanced significantly due to continuous improvement in product quality and production cost reduction by the Group. The sales volume increased by 7.5%.

During the period, the Group's marketing management personnel adjusted the Group's product marketing ideas and sales strategies appropriately in response to the rapid changes in the market, strengthened the allocation of resources, optimized the supply and marketing system, and developed new markets. The Group actively seized the opportunity brought about by centralized procurement of drugs in national alliance member regions. In centralized procurement of drugs in alliance member regions, the Group won bids with regard to its three main products, namely "Anneizhen" (安內真) (Amlodipine Besylate Tablets, 5mg), "Ruifuen" (瑞夫恩) (Entecavir Dispersible Tablets, 0.5mg), "Shumaitong" (舒邁通) (Atorvastatin Calcium Tablets, 10mg), which plays an active role in securing a market share for its products and brand building. The marketing management personnel of the Group will take this opportunity to continuously deepen the market work, so as to improve the organizational control for all levels of markets and make every effort to ensure that there will be reasonable growth in sales of the above products by 2020, thus contributing to profits of the Group.

### 業務營運回顧

於回顧期內，在競爭激烈的市場環境下，本集團治療高血壓的「安」系列產品的銷售量，比二零一八年度增長18.2%。恩替卡韋分散片銷售量增長32.5%，抗過敏藥物「西可韋」（鹽酸西替利嗪片）與上年持平。頭孢菌素類成品藥銷售相對穩定。頭孢菌素中間體及原料藥由於本集團不斷提高產品質量，降低生產成本，中間體及原料藥產品競爭能力較大提高，銷售量增長7.5%。

期內，本集團營銷管理人員因應市場急促變化，適當調整本集團產品營銷思路和銷售策略並加強配置資源，優化供銷體系，拓展新的市場。本集團積極抓住國家聯盟地區集採的機遇，在聯盟地區藥品集中採購中，本集團三個主要產品「安內真」（苯磺酸氨氯地平片5mg）、「瑞夫恩」（恩替卡韋分散片0.5mg）、「舒邁通」（阿托伐他汀鈣片10mg）中標，為本集團產品佔領市場，樹立品牌將發生積極作用。本集團營銷管理人員將利用這一契機持續深化市場工作，以促使各層級市場的組織管控更趨完善，盡力確保該以上產品銷售在二零二零年取得合理增長，於本集團的盈利作出貢獻。

### ANTI-HYPERTENSIVE PRODUCTS

Hypertension is the most common chronic non-communicable disease. According to medical statistics, the prevalence rate of hypertension among Chinese residents aged 18 and above is over 25%, so anti-hypertensive drugs have a broad market prospect. The Group paid special attention to market development in this field, and participated in the national “Chinese Hypertension Intervention Efficacy Study” (CHIEF). The Group cooperated with more than 150 medical institutions to provide anti-hypertensive drugs for over 10,000 patients, so the Group enjoyed favourable brand reputation among doctors and hypertension patients.

During the period, considering the tendency that the product market of common anti-hypertensive drugs extended downwards from the first terminal, the Group’s marketing management carried out precise design and control of the key marketing impact points such as sales channels and sales price of major product “Anneizhen” (安內真) (Amlodipine Besylate Tablets), strengthened allocation of resources, and attached importance to reinforcing the promotion activities of the second and third market terminals, thereby ensuring the continual sales of such products on the market and guaranteeing the stability of market shares. Based on the Group’s integration of the survey data of market research institutions, the sales of “Anneizhen” (安內真) was placed the leading position among similar products on the second and third market terminals in many cities and provinces, and occupied considerable market shares. Moreover, in terms of sales of another anti-hypertensive drug “Anneixi” (安內喜) (Losartan Potassium and Hydrochlorothiazide Tablets) of the Group, it ranked among the top domestic brands. Along with the further refined management in the future, it is anticipated that “Anneixi” (安內喜) will become the Group’s second star product for anti-hypertension. In the future, the Group’s marketing management team will focus more attention on brand planning, channel planning, price planning and academic promotion of the “An” (安) series products, strengthen the access design of products to different markets by closely following up national policies related to chronic disease management, and further expand the new market.

### 抗高血壓產品

高血壓是最常見的慢性非傳染性疾病，據醫療統計，中國18歲及以上居民高血壓患病率為25%以上，因此抗高血壓用藥市場前景廣闊。本集團特別注重在此領域的市場發展，過去曾參與國家「中國高血壓綜合防治研究」(CHIEF)，與150多個醫療機構合作，為10,000多名患者提供高血壓用藥，所以本集團在醫生以及高血壓患者中擁有良好品牌口碑。

期內，針對治療高血壓常用藥產品市場從第一終端向下延伸的趨勢，本集團營銷管理人員對主要產品「安內真」(苯磺酸氨氯地平片)的銷售渠道、銷售價格等市場營銷關鍵影響點作出了較嚴密的設計和控制，並且加強資源配置，注重加強了對第二及第三終端的推廣活動，確保了該等產品在該等市場的持續銷售並保證了市場份額的穩定。據本集團綜合市場調研機構調查資料，「安內真」於多個省市在第二及第三終端的銷售處於同類產品領先位置，佔據可觀的市場份額。此外，本集團另一高血壓產品「安內喜」(氯沙坦鉀氫氯噻嗪片)，在國產品牌的銷售位處前領位置。隨著未來進一步的精細化管理，本集團預期「安內喜」將成為本集團第二個抗高血壓的明星產品。於未來本集團營銷管理層將着重關注「安」系列產品的品牌規劃、渠道規劃、價格規劃和學術推廣，緊隨國家慢性病管理相關政策，加強對不同市場的產品准入設計，進一步開拓新的市場。

### ANTHYPERLIPIDEMIC PRODUCTS

Hyperlipidemia is the most common chronic non-communicable disease, and is one of main pathogenic risk factors in the occurrence and development of atherosclerotic cardiovascular disease (ASCVD) in Chinese residents. According to statistics, the awareness rate, treatment rate and control rate of dyslipidemia for the people aged at or above 18 years old in China are 31.0%, 19.5% and 8.9% respectively, and thus the market prospect of antihyperlipidemic drugs is promising. In order to enrich the cardiovascular product line, the Group indirectly owned Cinmed Pharmaceuticals Company Limited (“Cinmed Pharmaceuticals”) through acquiring a 100% equity interest in Top Field Ltd. during the year. Cinmed Pharmaceuticals obtained the approval for the production of atorvastatin calcium (10mg) in February 2019. The management and sales personnel of the Group made a timely response. After the delivery of Cinmed Pharmaceuticals in May, the product was quickly launched in large quantities, with better-than-expected sales performance. During the reporting period, the sales volume of the product reached 150 million tablets.

### ANTIVIRAL PRODUCTS

According to market information, Entecavir is currently “basic” medicine for clinical treatment of hepatitis B, accounting for more than half of the nucleoside drugs. There was a steady increase in the domestic market share of Entecavir Dispersible Tablets of the Group by virtue of the “unique cyclodextrin inclusion technology”. During the period, under the full efforts of the Group’s sales teams, all the market promotion work was successfully implemented, and by virtue of winning the bid for centralized procurement of drugs in national alliance member regions, better domestic sales results than expected were obtained, remarkable growth in sales volume as compared to 2018 was recorded, and the long-term stable market foundation was laid for Entecavir. Meanwhile, in response to change in national medical insurance policies and the implementation of centralized procurement of drugs, the Group adjusted marketing strategies in a timely manner, enhanced promotion to retail terminal, and further tapped the market potential of the product. However, due to the extended impact arising from the 4+7 centralized procurement of drugs carried out in 2018, the sales unit price of Entecavir dropped significantly during the reporting period, thus a greater impact on the Company’s performance in 2019 caused.

### 抗高血脂產品

高血脂是最常見的慢性非傳染性疾病，是我國居民動脈粥樣硬化性心血管疾病(atherosclerotic cardiovascular disease, ASCVD)發生、發展中最主要的致病性危險因素之一。據統計，我國≥18歲人群血脂異常知曉率、治療率和控制率分別為31.0%、19.5%和8.9%，因此抗高血脂用藥市場前景廣闊。本集團為豐富心血管產品線，於年內通過收購Top Field Ltd. 100%股權，從而間接擁有興安藥業有限公司(「興安藥業」)。興安藥業於二零一九年二月份取得阿托伐他汀鈣10mg生產批文，本集團管理和銷售人員及時介入，興安藥業五月份交割後，該產品迅速大量投放市場，取得了超預期的銷售業績，報告期間該產品銷售量達1.5億片。

### 抗病毒產品

據市場訊息，恩替卡韋是當下臨床治療乙肝的「基礎」用藥，佔據核苷類藥物的一半以上。本集團恩替卡韋分散片憑藉「獨特的環糊精包合技術」，國內市場佔有率穩步提升。期內在本集團銷售團隊的全面努力下，將各項市場推廣工作成功落實，並憑藉國家聯盟地區集中採購中標，於國內銷售方面取得比預期較好的結果，銷售量較二零一八年取得了可觀增長，並且長遠建構了恩替卡韋較穩固的市場根基。同時本集團因應國家醫保政策變化和藥品集中採購的推行，及時調整營銷策略，加大零售終端推廣力度，進一步發揮該產品市場潛力，惟報告期間恩替卡韋銷售單價受二零一八年實施的4+7藥品集中採購招標延續影響，大幅下降，對本公司二零一九年度的業績產生較大影響。

### ANTI-ALLERGIC PRODUCTS

Cetirizine Hydrochloride and Levocetirizine Dihydrochloride are antihistamine drugs without central nervous sedation. They are the first choice for community clinics to treat allergies and are included in the national list of low-price drugs. During the period, the Group's marketing management deeply researched into "Xikewei" (西可韋) (Cetirizine Hydrochloride Tablets) and "Xikexin" (西可新) (Levocetirizine Dihydrochloride Tablets), the competitive products, business customers, etc., and made a corresponding adjustment to marketing policy, thereby ensuring its stable market shares. As the selling price of such products was too low, many competitive enterprises paid less attention to similar products. Therefore, the Group spared no effort to promote the quality and efficacy consistency evaluation of generic drugs, for "Xikewei" (西可韋) (Cetirizine Hydrochloride Tablets) and "Xikexin" (西可新) (Levocetirizine Dihydrochloride Tablets), and took the lead in acquiring the quality advantages of consistency evaluation, so as to further reinforce and enhanced the sales volume and market share of "Xikewei" (西可韋) and "Xikexin" (西可新). During the reporting period, "Xikewei" (西可韋) and "Xikexin" (西可新) of the Group passed the consistency evaluation. The Group won the bid for "Xikexin" (西可新) in the second round of national centralized procurement of drugs.

### FINISHED CEPHALOSPORIN PRODUCTS

The finished cephalosporin product has had a significant share of China's antibiotics market for a long time due to its good efficacy and safety, and there will always be broad market space for the product due to factors such as environmental pollution (e.g., haze) and enormous social population. In recent years, the restriction on the use of antibiotics, tenders and other factors have inhibited the R&D, production and sales of the Group's products. In view of this, the Group's management optimized the product mix based on the actual market circumstances and corporate strengths, and made certain achievements in satisfying capacity and sales needs. Meanwhile, consistency evaluation has been actively carried out, which will lay a good foundation for the subsequent development of the products.

### 抗過敏產品

鹽酸西替利嗪和鹽酸左西替利嗪都是無中樞鎮靜作用的抗組胺藥，是社區治療抗過敏的首選藥物，同時也是國家低價藥目錄產品。期內，本集團營銷管理層對「西可韋」(鹽酸西替利嗪片)和「西可新」(鹽酸左西替利嗪片)、競爭產品、商業客戶等進行深入研究，在營銷政策上作出相應調整，確保了穩定的市場份額。由於此類產品目前銷售價格過低，很多競爭企業對此類產品關注度下降，所以本集團全力推進「西可韋」(鹽酸西替利嗪片)和「西可新」(鹽酸左西替利嗪片)仿製藥質量和療效一致性評價的工作，率先取得一致性評價的質量優勢，以便進一步鞏固和提升「西可韋」和「西可新」銷售數量和市場份額。於報告期間，本集團產品「西可韋」「西可新」順利通過一致性評價，「西可新」在第二輪國家藥品集中採購中中標。

### 頭孢菌素類成品

頭孢菌素類成品由於其療效及安全性較好，長期在中國抗生素市場佔有重要的比重，並且由於環境污染(如霧霾)及社會人口龐大等因素，在未來始終存在廣闊的市場空間。本集團由於近年來受限抗、招標等因素影響，制約了產品的研發、生產和銷售。對此本集團管理層針對市場實際情況，結合企業優勢，優化了產品結構，在滿足產能、銷售方面取得了一定成效。同時積極開展一致性評價工作，為後續該類產品的發展打下良好的基礎。

### INTERMEDIATES AND BULK MEDICINES

During the review period, for its business of intermediates and bulk medicines for cephalosporin antibiotics, the Group actively carried out related review and filing work to further consolidate its market share. In order to improve the market competitiveness of its products and realize the integrated production of raw materials and preparations, the Group took the opportunity brought about by the relocation of Dawnrays (Nantong), to invest in the construction of a production base for bulk medicines and intermediates in the Chemical Industry Park of Lanzhou New District. For the project, it has applied to the Management Committee of the Lanzhou New District for the purchase of 250 mu of land to be developed as a production base with annual capacities of 650 tons of cephalosporin bulk medicines and intermediates, 116 tons of system specific bulk medicines, 250 tons of raw materials of enzyme inhibitors and 230 tons of raw materials of health supplements, with the phase I investment of approximately RMB430 million.

### DEVELOPMENT OF A NEW PRODUCT FIELD

Gout is a crystal-related arthropathy caused by monosodium urate (MSU) deposition, which is directly related to hyperuricemia caused by purine metabolic disorder and/or uric acid excretion reduction. Gout may be complicated with renal diseases, and joint damage and renal function damage may occur in severe cases. It is often accompanied by hyperlipidemia, diabetes, arteriosclerosis, coronary heart disease, etc. Public data show that with the continuous improvement in people's living standards, the incidence rate of hyperuricemia or gout is getting higher and higher, and there is an increasing number of young patients with hyperuricemia or gout. The number of hyperuricemia patients in China has reached 120 million, of which nearly 80 million are gout patients, and the incidence rate of gout has risen sharply at a rate of 9.7% every year. In order to enrich the Group's product line, on 24 December 2019, Suzhou Dawnrays Pharmaceutical Co. Ltd., a subsidiary of the Group, signed an agreement with Nanjing Haina Medical and Pharmaceutical Technology Company Limited (南京海納醫藥科技股份有限公司), an independent third party, with regard to the transfer of marketing authorization holder of Febuxostat Tablets (40mg, 80mg) and bulk medicines for gout treatment. Details of the transaction have been published in the announcement of the Company dated 24 December 2019. Accepting the transfer of the marketing authorization holder of Febuxostat Tablets (40mg, 80mg) and bulk medicines will bring about a new source of profit growth for the Group.

### 中間體及原料藥

本集團的頭孢菌素抗生素中間體及原料藥業務，於回顧期內，積極開展關聯評審備案工作，進一步穩固市場佔有率。本集團為提高本集團產品的市場競爭力，實現原料製劑一體化生產，利用東瑞(南通)搬遷契機，在蘭州新區化工園區投資建設原料藥及中間體生產基地。該項目已向蘭州新區管委會申請購地250畝，一期投資約4.3億元人民幣，建成年產650噸頭孢類原料藥和中間體、116噸系統專科原料藥、250噸酶抑制原料、230噸保健品原料生產基地。

### 開拓新產品領域

痛風是一種單鈉尿酸鹽(MSU)沉積所致的晶體相關性關節病，與嘌呤代謝紊亂及(或)尿酸排泄減少所致的高尿酸血症直接相關。痛風可併發腎臟病變，嚴重者可出現關節破壞、腎功能損害，常伴發高脂血症、糖尿病、動脈硬化及冠心病等。公開資料顯示，隨著人們生活水平的不斷提高，高尿酸血症或痛風的發病率越來越高，且有年輕化的趨勢，我國高尿酸血症患者已達1.2億，其中痛風患者近8000萬人，痛風發病率每年以9.7%的速度大幅上升。為豐富本集團產品線，於二零一九年十二月二十四日，本集團附屬公司蘇州東瑞製藥有限公司與獨立第三方南京海納醫藥科技股份有限公司簽訂轉讓治療痛風的非布司他片(40mg,80mg)及原料藥的上市許可持有人協議。有關交易詳情已刊載於本公司二零一九年十二月二十四日之公告中。本次受讓非布司他片(40mg,80mg)及原料藥的上市許可持有人，將為本集團帶來新的盈利增長點。

## PRODUCT RESEARCH AND DEVELOPMENT

Apart from the description in the following section of “NEW PRODUCTS AND PATENT LICENSING”, the Group’s ongoing research projects cover the therapeutic areas of circulatory system, digestive system, endocrine system, antiviral drugs, etc. The Group will continue investing more resources in production technology and product R&D and innovation, and seek after various scientific research cooperation opportunities so as to strengthen our product mix and profitability foundation.

## CONSISTENCY EVALUATION

As at 31 December 2019, the Group carried out quality consistency research into 18 varieties. Clinical research into the bioequivalence (BE) of 7 varieties had been completed and applications for their consistency evaluation were submitted to the Center for Drug Evaluation, NMPA. Applications for 4 varieties (Amlodipine Besylate Tablets 5mg, Entecavir Dispersible Tablets 0.5mg, Cetirizine Hydrochloride Tablets 10mg and Levocetirizine Dihydrochloride Tablets 5mg) were approved. In addition, clinical research into the bioequivalence (BE) of 2 varieties and pharmaceutical research into 9 varieties are being carried out.

## IMPACT OF CENTRALIZED PROCUREMENT OF DRUGS

Following the bidding for the 4+7 centralized procurement of drugs in 2018, the state carried out another centralized procurement of drugs in national alliance member regions in September 2019. Centralized procurement of drugs presents great challenges to the original drug sales model and an opportunity. Under the group purchasing organization policy, the prices have been greatly reduced, which makes it difficult for generic drug enterprises to obtain high profit margin as before. In addition, with the in-depth promotion of consistency evaluation and group purchasing organization, the arrangements for generic drugs are reconstructed. For the generic drug industry, the accessibility of bulk medicines of generic drugs, production costs, product quality and brand, and diversified product pipelines will be the key to the competitiveness of an enterprise. Future procurement and sales depend on market access. The Group has actively responded to the challenges in the industry, given full play to its comprehensive competitive advantages such as production cost, product quality and brand, and participated in centralized procurement of drugs. At the same time, with its brand influence, it has integrated resources, formulated personalized product marketing strategies and developed product sales channels to ensure the revenue of the Group’s products.

## 產品研發

除於下列「新產品和專利授權情況」一節所述外，本集團在研項目覆蓋治療領域包括循環系統、消化系統、內分泌系統和抗病毒藥物等。本集團將持續投入更多資源於生產技術和產品的研發創新，並對外尋求各種科研合作機會，以加強產品結構和盈利基礎。

## 一致性評價

截至二零一九年十二月三十一日止，本集團進行質量和療效一致性研究品種18個，7個品種已完成生物等效性(BE)臨床研究，並向國家藥品監督管理局藥品審評中心進行一致性評價申請，其中4個品種(苯磺酸氨氯地平片5mg，恩替卡韋分散片0.5mg，鹽酸西替利嗪片10mg和鹽酸左西替利嗪片5mg)的申請已獲批准。此外，另有2個品種正在進行生物等效性(BE)臨床研究，9個品種正在進行藥學研究。

## 藥品集中採購影響

繼二零一八年4+7藥品集中採購招標後，二零一九年九月國家又開展了聯盟地區藥品集中採購。藥品集中採購對原有藥品的銷售模式帶來極大挑戰，同時又是一次機遇。一方面在帶量採購下，價格被大幅壓縮，仿製藥企業很難再獲得之前的高利潤空間。另一方面，隨著一致性評價、帶量採購的深入推進，仿製藥格局重構。對仿製藥行業而言，仿製藥的原料藥可及性、生產成本、產品質量和品牌、多元化產品管線將是企業競爭力的關鍵，市場准入決定未來的採購和銷售。本集團積極應對行業的挑戰，發揮生產成本、產品質量和品牌等綜合競爭優勢，參與藥品集中採購。同時，憑藉品牌影響力，整合資源，制定個性化產品營銷策略、開拓產品銷售渠道，以保證本集團產品的營收。



## 管理層討論及分析

### OTHER MATTERS

During the period, the Group continued improving production, product quality, human resources, internal audit etc., and endeavored to enhance the risk control capability and improve the operating level of various systems, in an attempt to maintain the Group's sustainable development in the fierce business competition environment.

### PRODUCTION AND SALES

For the year ended 31 December 2019, the Group's production volume and sales volume of intermediates and bulk medicines respectively decreased by 9.4% and increased by 7.5% as compared to that in 2018. The production volume and sales volume of cephalosporin powder for injection decreased by 20.1% and increased by 1.7% respectively, as compared with last year. The decrease in the production volume of powder for injection was mainly due to dropped processing agency businesses. The production volume of solid-dosage-forms increased by 25.5% as compared with last year, while the sales volume increased by 34.2% as compared with last year. As for the international business, the Group kept expanding its overseas market, in spite of the failure to win the bid in respect of "Entecavir" (恩替卡韋) in the Hong Kong market. The sales in the overseas market accounted for 9.5% of the overall sales of the Group, representing a decrease of 3.7 percentage points as compared with last year.

### 其他事宜

期內，本集團於生產、產品質量、人力資源及內部審計等方面亦不斷改進，提高風險管控能力及完善各體系運作水平，以確保本集團於激烈的業務競爭環境中保持可持續發展。

### 生產銷售情況

截至二零一九年十二月三十一日止年度，本集團中間體及原料藥的生產量及銷售量與二零一八年比較，分別為生產量減少9.4%，銷售量增長7.5%。頭孢菌素粉針劑的生產量較去年減少20.1%，銷售量較去年上升1.7%。粉針劑生產量的減少主要是代加工業務減少。固型劑的生產量比去年增長25.5%，銷售量比去年增加34.2%。國際業務方面，雖受恩替卡韋香港落標影響，本集團仍不斷開拓海外市場，海外市場銷售佔本集團總體銷售份額的9.5%，比上年減少3.7個百分點。

## NEW PRODUCTS AND PATENT LICENSING

- (1) In 2019, applications including three Abbreviated New Drug Application (“ANDA”) documents and two supplementary applications for consistency evaluation were submitted to the National Medical Products Administration. Two drug production approvals and two supplementary approvals for consistency evaluation were granted by National Medical Products Administration. Six other supplementary approvals were granted by Jiangsu Medical Products Administration.
- (2) Three invention patents obtained in 2019
- (i) The invention patent (Patent No.: ZL201510256115.1) was granted for “A kind of Cetirizine Hydrochloride Tablets and Preparation Technology thereof” on 11 June 2019.
- (ii) The invention patent (Patent No.: ZL201710137236.3) was granted for “A kind of Telmisartan Tablets with Stable Dissolution Performance and Preparation Process thereof” on 5 November 2019.
- (iii) The invention patent certificate (Patent No.: ZL201710668517.1) was granted for “A kind of Pyridoxal Phosphate Intermediate and Preparation Process thereof” on 19 November 2019.
- (3) A total of three utility model patent certificates obtained in 2019
- (i) A utility model patent (Patent No.: ZL201820948153.2) was granted for “A Metformin Hydrochloride Tablet Tableting Device” on 18 January 2019.
- (ii) A utility model patent (Patent No.: ZL201821421660.7) was granted for “A Particle Screening Device for Preparation of Azithromycin Tablets” on 29 March 2019.
- (iii) A utility model patent (Patent No.: ZL201820948111.9) was granted for “A Granulator Mixer for Clarithromycin Tablets” on 29 November 2019.

## 新產品和專利授權情況

- (1) 二零一九年度，本集團向國家藥品監督管理局進行仿製藥上市註冊申報生產品種3個，申報一致性評價補充申請品種2個。獲得國家藥品監督管理局批准的仿製藥生產批件2個，獲得一致性評價補充批件2個，獲得江蘇省藥品監督管理局批准的其他補充批件6個。
- (2) 二零一九年獲得三項發明專利
- (i) 「一種鹽酸西替利嗪片及其製備工藝」於二零一九年六月十一日被授予發明專利(專利號ZL201510256115.1)。
- (ii) 「一種溶出性能穩定的替米沙坦片及其製備方法」於二零一九年十一月五日被授予發明專利(專利號ZL201710137236.3)。
- (iii) 「一種磷酸吡哆醛中間體的製備方法」於二零一九年十一月十九日被授予發明專利證書(專利號ZL201710668517.1)。
- (3) 二零一九年共獲得三項實用新型專利證書
- (i) 「一種鹽酸二甲雙胍片壓片裝置」於二零一九年一月十八日被授予實用新型專利(專利號ZL201820948153.2)。
- (ii) 「一種製備阿奇霉素片的顆粒過篩裝置」於二零一九年三月二十九日被授予實用新型專利(專利號ZL201821421660.7)。
- (iii) 「一種克拉霉素片制顆粒攪拌器械」於二零一九年十一月二十九日被授予實用新型專利(專利號ZL201820948111.9)。

# Management Discussion and Analysis

## 管理層討論及分析

### HONORS AWARDED IN 2019

#### Time of Awards Honors

April 2019	Su Zhou Dawnrays Pharmaceutical Science and Technology Co., Ltd. obtained the “Work Safety Standardization Grade II Enterprise (Hazardous Chemicals)” certificate.
May 2019	Su Zhou Dawnrays Pharmaceutical Science and Technology Co., Ltd. obtained the “Work Safety License”.
June 2019	Suzhou Dawnrays Pharmaceutical Co., Ltd. (research and development center) was recognized as one of the “First Foreign-Invested Research and Development Centers Meeting the Import Tax Policy in 2019 in Jiangsu Province”.
September 2019	Suzhou Dawnrays Pharmaceutical Co., Ltd. was recognized as “2017-2018 Trustworthy Enterprise in Suzhou”.
October 2019	<ul style="list-style-type: none"><li>— Suzhou Dawnrays Pharmaceutical Co., Ltd. obtained the certificate of “Informatisation and Industrialisation Integration Management System Assessment” from the Ministry of Industry and Information Technology.</li><li>— Suzhou Dawnrays Pharmaceutical Co., Ltd. ranked among “2019 Top 100 Industrial Enterprises in Chemical-Pharmaceutical Industry in China in terms of Comprehensive Strength”.</li><li>— Suzhou Dawnrays Pharmaceutical Co., Ltd. won the title of “2019 Excellent Anti-Hypertensive Product Brand in Chemical-Pharmaceutical Industry in China” for Amlodipine Besylate Tablets.</li></ul>
November 2019	Cinmed Pharmaceuticals Company Limited was recognized as “Fujian High and New Technology Enterprise (SG20190819)”.
December 2019	Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. was approved to renew the certificate of “Work Safety Standardization Grade II Enterprise (Hazardous Chemicals)”.
January 2020	<ul style="list-style-type: none"><li>— Suzhou Dawnrays Pharmaceutical Co., Ltd. was recognized as “Top Ten Star Enterprises (Industrial) in Suzhou Wuzhong Economic Development Zone”.</li><li>— Cinmed Pharmaceuticals Company Limited won the “First Prize for Top Taxpayers of 2019” from Licheng District People’s Government, Licheng District Party Committee, CPC.</li></ul>

### 二零一九年獲得之榮譽

#### 頒授時間

#### 榮譽

二零一九年四月	蘇州東瑞醫藥科技有限公司獲「安全生產標準化二級企業(危險化學品)」證書。
二零一九年五月	蘇州東瑞醫藥科技有限公司獲「安全生產許可證」證書。
二零一九年六月	蘇州東瑞製藥有限公司(研發中心)被認為「江蘇省2019年度第一批符合進口稅收政策外資研發中心」。
二零一九年九月	蘇州東瑞製藥有限公司獲「2017-2018年度蘇州市守合同重信用企業」榮譽。
二零一九年十月	<ul style="list-style-type: none"><li>— 蘇州東瑞製藥有限公司獲得國家工信部頒發的「兩化融合管理體系評定」證書；</li><li>— 蘇州東瑞製藥有限公司獲「2019中國化學製藥行業工業企業綜合實力百強」榮譽。</li><li>— 蘇州東瑞製藥有限公司產品苯磺酸氨氯地平片獲「2019中國化學製藥行業降血壓類優秀產品品牌」榮譽。</li></ul>
二零一九年十一月	興安藥業有限公司獲「福建省高新技術企業(SG20190819)」。
二零一九年十二月	東瑞(南通)醫藥科技有限公司獲批准「安全生產標準化二級企業(危化)」換證。
二零二零年一月	<ul style="list-style-type: none"><li>— 蘇州東瑞製藥有限公司獲「蘇州市吳中經濟開發區十大明星企業(工業)」。</li><li>— 興安藥業有限公司獲中共荔城區委荔城區人民政府頒發的「2019年度納稅大戶一等獎」榮譽。</li></ul>

## FINANCIAL REVIEW

## SALES AND GROSS PROFIT

For the year ended 31 December 2019, the Group recorded a turnover of approximately RMB950,007,000, increased by RMB1,069,000 or 0.1% compared with last year. Of which the turnover of intermediates and bulk medicines was RMB236,246,000, increased by RMB25,727,000 or 12.2% compared with last year. The turnover of finished drugs was RMB713,761,000, decreased by RMB24,658,000 or 3.3% compared with last year. Overall turnover is comparable to last year.

Sales amount of finished drugs, comprising system specific medicines, powder for injection and tablets of cephalosporin and other oral solid-dosage-form of antibiotics, reached approximately RMB713,761,000. Taking into account of the total turnover, sales amount of finished drugs was approximately 75.1%, decreased by 2.7 percentage points compared with last year. Sales amount of system specific medicines accounted for 91.7% of sales of finished drugs.

Gross profit was approximately RMB535,869,000, decreased by RMB59,160,000 compared with last year, representing a decrease of 9.9%. Gross profit margin decreased by approximately 6.3 percentage points to 56.4% from 62.7% as in last year. It was mainly affected by the decrease of Entecavir's sales unit price.

## TABLE OF TURNOVER ANALYSIS

PRODUCT 產品		TURNOVER 營業額			SALES BREAKDOWN 銷售比例		
		(RMB'000) (人民幣千元) 2019 二零一九年	(RMB'000) (人民幣千元) 2018 二零一八年	(RMB'000) (人民幣千元) changes 變幅	(%) 2019 二零一九年	(%) 2018 二零一八年	Percentage points changes 百分點 變幅
Intermediates and Bulk Medicines	中間體及原料藥	236,246	210,519	25,727	24.9	22.2	2.7
Finished Drugs	成藥	713,761	738,419	-24,658	75.1	77.8	-2.7
Overall	總體	950,007	948,938	1,069	100.0	100.0	-

## 財務回顧

## 銷售及毛利

截至二零一九年十二月三十一日止年度，本集團全年銷售額約人民幣950,007,000元，比上年增長0.1%，銷售額增長人民幣1,069,000元。其中中間體及原料藥銷售額人民幣236,246,000元，比去年上升12.2%，銷售額增長人民幣25,727,000元；成藥銷售額人民幣713,761,000元，比去年下降3.3%，銷售額減少人民幣24,658,000元。營業額總體與上年相當。

成藥包括系統專科藥、頭孢菌素的粉針劑、片劑及其他口服抗生素固型劑，銷售金額約人民幣713,761,000元。成藥的銷售金額佔總體銷售金額的比重約75.1%，較去年的銷售比重減少了2.7個百分點。其中系統專科藥佔成藥銷售的比重約91.7%。

毛利額約人民幣535,869,000元，比去年減少約人民幣59,160,000元，下降9.9%。毛利率為56.4%，較去年的62.7%減少了約6.3個百分點。主要是恩替卡韋銷售單價下降影響。

## 營業額分析 — 按產品劃分

## 管理層討論及分析

### EXPENSES

During the year, the total expenses incurred were approximately RMB258,017,000, equivalent to 27.2% of turnover (2018: 26.5%). The total expenses increased by approximately RMB6,891,000 compared with last year which was RMB251,126,000. The selling and distribution expenses decreased by RMB22,042,000 compared with last year due to adjustment in sales model. Administrative expenses increased by RMB13,903,000 compared with last year mainly due to the addition of Cinmed Pharmaceuticals' administrative expenses. Finance expenses was RMB5,309,000, mainly loan interest of working capital. Other expenses increased by RMB10,873,000 compared with last year, mainly due to the increase in research and development expenses.

### SEGMENT PROFIT

For the year ended 31 December 2019, the segment profit of finished drugs segment was approximately RMB418,035,000, decreased by RMB71,648,000 when compared with 2018 which was RMB489,683,000 mainly attributable to the effect of decrease in Entecavir's gross profit. The segment results of intermediates and bulk medicines segment recorded loss of approximately RMB1,267,000, while it was a gain of RMB2,912,000 in 2018. The increased loss was mainly attributable to the provision of various losses for Dawnrays (Nantong)'s relocation.

### 費用

年內，費用總支出約共人民幣258,017,000元，較去年人民幣251,126,000元增加人民幣6,891,000元。佔營業額的比例為27.2%（二零一八年：26.5%）。由於銷售模式調整，銷售費用比去年減少人民幣22,042,000元。行政費用較去年增加人民幣13,903,000元，主要是增加了興安藥業的管理費用。財務費用人民幣5,309,000元，主要是流動資金貸款利息。其他費用較去年增加人民幣10,873,000元，主要是研發費增加。

### 分類溢利

截至二零一九年十二月三十一日止年度，成藥分部的分類溢利約人民幣418,035,000元，較二零一八年人民幣489,683,000元減少人民幣71,648,000元。主要是恩替卡韋毛利減少的影響。中間體及原料藥分部的分類虧損約人民幣1,267,000元，二零一八年為溢利人民幣2,912,000元，虧損增加主要是由於東瑞（南通）搬遷計提各項損失影響。

## INTERESTS AND RIGHTS IN ASSOCIATE

During the year, AD Pharmaceuticals Co., Ltd., which was invested by the Group's subsidiary Dawnrays Biotechnology Capital (Asia) Ltd., has launched Phase II clinical trial and Phase I pre-clinical preparation for registration of Class I new drugs of monoclonal antibody agent AK102 (proposed to be used to lower cholesterol levels) and AK109 (proposed to be used to treat gastric cancer, lung cancer and rectal cancer) respectively. For the year ended 31 December 2019, AD Pharmaceuticals Co., Ltd. reported loss for the year of RMB33,797,000 including the R&D and administrative expenses. As a result, the Group shared, in proportion to the investment percentage, an investment loss of approximately RMB11,829,000 in 2019 (2018: RMB14,049,000). At 31 December 2019, the Group had carried out impairment test and assessment for the investment in the associate and was of the view that it was unnecessary to make provision for impairment.

## PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

For the year ended 31 December 2019, profit attributable to owners of the parent amounted to approximately RMB255,430,000, representing a decrease of RMB48,530,000 or 16.0% compared with RMB303,960,000 in last year. The primary reasons of decrease of profit were the drop in gross profit of Entecavir, a system specific medicines, and the increased research and development expenses.

## ANALYSIS ON THE RETURN ON ASSETS

As at 31 December 2019, net assets attributable to owners of the parent were approximately RMB2,026,312,000. The return on net assets, which is defined as the profit attributable to owners of the parent divided by net assets attributable to owners of the parent was 12.6% (2018: 15.8%). The current ratio and quick ratio was 2.77 and 2.48 respectively. Turnover days for trade receivables were approximately 77 days. The turnover days for trade receivables including bills receivables were 136 days. Turnover days for inventory were approximately 143 days.

## 分佔於聯營公司之權益

年內，本集團附屬公司東瑞生物投資發展(亞洲)有限公司投資的康融東方(廣東)醫藥有限公司已開展單抗藥物AK102(擬用於降低膽固醇水平)及AK109(擬用於治療胃癌、肺癌及直腸癌)一類新藥註冊申請的臨床試驗研究已分別進入二期臨床和一期臨床前準備工作。截至二零一九年十二月三十一日止年度，康融東方(廣東)醫藥有限公司呈報全年虧損人民幣33,797,000元其中包括研發費及行政費。因此，本集團二零一九年按投資比例承擔投資損失人民幣11,829,000元(二零一八年：人民幣14,049,000元)。於二零一九年十二月三十一日本集團對聯營公司之投資進行減值測試及評估，認為聯營公司無需計提減值準備。

## 母公司擁有人應佔溢利

截至二零一九年十二月三十一日止年度，母公司擁有人應佔溢利約人民幣255,430,000元，比去年人民幣303,960,000元減少人民幣48,530,000元，下降16.0%。利潤下降的主要原因是系統專科藥中恩替卡韋銷售毛利下降及研發費用增加所致。

## 資產盈利能力分析

於二零一九年十二月三十一日，母公司擁有人應佔淨資產約人民幣2,026,312,000元，淨資產收益率(界定為母公司擁有人應佔溢利除以母公司擁有人應佔淨資產)為12.6%(二零一八年：15.8%)。流動比率和速動比率分別為2.77和2.48，應收賬款周轉期約77日，應收賬款(含應收票據)周轉期約136日，存貨周轉期約143日。

### FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 31 December, 2019, the Group had financial assets at fair value through profit or loss (comprising certain listed shares investments) including:

- (i) invested in certain Hong Kong public listed shares amounted approximately RMB9,557,000 (31 December 2018: approximately RMB8,149,000);
- (ii) invested in financial bonds issued by China Development Bank amounted approximately RMB37,087,000 (31 December 2018: RMB70,000,000) with expected yield amounting RMB543,000 (31 December 2018: RMB478,000);
- (iii) purchased certain wealth management products of approximately RMB455,000,000 (including “Sui Xin E” (隨心E) with principal amount RMB40,000,000, “Ben Li Feng Tian Tain Li” (本利豐天天利) with principal amount RMB60,000,000, and structured deposits of RMB355,000,000 from seven other banks) (31 December 2018: RMB110,000,000) of floating interest rate principal-preservation type with annual interest rate from 1.05% to 6.2% from several good credit worth banks in China. The expected yield would be approximately RMB3,643,000 in total. The wealth management products were mainly relatively lower risk of default. All principal and interests will be paid together on the maturity date. The Board believes that the investment in aforementioned wealth management products can strengthen the financial position of the Group and bring the fruitful contribution to the profit of the Group.

The above mentioned financial assets at fair value through profit or loss amounted to approximately RMB505,830,000 (31 December 2018: approximately RMB189,393,000), representing approximately 18.2% (31 December 2018: 8.0%) of the total assets of the Group. For the year ended 31 December 2019, the Group recorded the realized gain of approximately RMB11,466,000 (2018:RMB1,400,000) on the disposal of the financial assets at fair value through profit or loss and unrealized fair value gains (net) of approximately RMB2,396,000 (2018:RMB236,000) for the financial assets at fair value through profit or loss. The Board believes that the investment in equity investments and financial assets can diversify the investment portfolio of the Group and achieve a better return to the Group in future.

### 以公允價值計量且其變動計入損益之財務資產

於二零一九年十二月三十一日，本集團持有以公允價值計量且其變動計入損益之財務資產（包含若干上市權益投資）包括：

- (i) 投資若干於香港公開上市股權約人民幣9,557,000元（於二零一八年十二月三十一日：約人民幣8,149,000元）；
- (ii) 投資國家開發銀行發行的金融債券約人民幣37,087,000元（於二零一八年十二月三十一日：人民幣70,000,000元）；預期收益約人民幣543,000元（於二零一八年十二月三十一日：人民幣478,000元）；
- (iii) 於多家中國信用良好的銀行購買若干保本浮動收益理財產品約人民幣455,000,000元（於二零一八年十二月三十一日：人民幣110,000,000元）（包括「隨心E」本金人民幣40,000,000元、「本利豐天天利」本金人民幣60,000,000元及其他7家銀行「結構性存款」人民幣355,000,000元），年利率為1.05%–6.2%之間，預期收益共約人民幣3,643,000元。理財產品主要為違約風險相對較低，所有本金和利息於到期日一併支付。董事會認為投資上述理財產品能加強本集團財務狀況及為本集團帶來豐厚收益。

上述以公允價值計量且其變動計入損益之財務資產合共約人民幣505,830,000元（二零一八年十二月三十一日：約人民幣189,393,000元），佔本集團總資產約18.2%（二零一八年：8.0%）。截至二零一九年十二月三十一日止年度，本集團合共錄得已實現出售以公允價值計量且其變動計入損益之財務資產利潤約人民幣11,466,000元（二零一八年：人民幣1,400,000元）及未實現以公允價值計量且其變動計入損益之公允價值收益（淨額）約人民幣2,396,000元（二零一八年：人民幣236,000元）。董事會認為投資於股權投資及財務資產能使本集團投資組合多元化及未來取得更佳收益。

## LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group had cash and bank balance approximately RMB471,461,000 (as at 31 December 2018: RMB645,363,000). For the purpose of operating the idle funds more effectively and improve returns, the Group has purchased wealth management products and bonds from several banks in Mainland China. Apart from principal-preservation type of structured deposits and the bonds from China Development Bank mentioned in “Financial assets at fair value through profit or loss” section above, an amount of RMB140,000,000 of other receivables was fixed interest rate principal-preservation type of wealth management products. The annual interest rate is between 3.7% to 3.8%. The principal and interest of these principal-preservation type of wealth management products and bonds can be received on maturity date. During the year, the net cash inflows from operating activities was approximately RMB275,837,000 (2018: RMB274,294,000). Net cash outflows used in investing activities was approximately RMB598,859,000 (2018: RMB12,736,000). Net cash inflows from financing activities was approximately RMB66,087,000 (2018 net cash outflows: RMB204,193,000).

As at 31 December 2019, the Group had aggregate bank facilities of approximately RMB1,307,585,000 (as at 31 December 2018: RMB1,402,762,000), of which, bank facilities of RMB223,238,000 were secured by corporate guarantee of the Company. As at 31 December 2019, the Group's interest-bearing bank borrowings was RMB216,776,000, consisted of bank loans RMB197,377,000 and undue discounted notes RMB19,399,000 (as at 31 December 2018: Nil). Interest rate of all borrowings fixed respectively from the lowest 2.85% p.a. to the highest 3.75% p.a. As at 31 December 2019, the debt ratio (defined as sum of interest-bearing bank borrowings over total assets) of the Group was 7.8% (as at 31 December 2018: no interest-bearing bank borrowings).

As at 31 December 2019, the Group had trade receivables of approximately RMB207,379,000 (as at 31 December 2018: RMB199,614,000), slightly increased by 3.9% compared to 2018, mainly due to the impact of increased proportion of bulk medicine in the sales structure.

As at 31 December 2019, the Group had inventory balance of approximately RMB180,759,000 (as at 31 December 2018: RMB148,043,000). Increased inventory is mainly for stocking of the national centralized procurement of drugs.

## 流動資金及財政資源

於二零一九年十二月三十一日，本集團持有現金及銀行存款約人民幣471,461,000元（於二零一八年十二月三十一日：人民幣645,363,000元）。此外為更有效運用閒置資金及提高回報，本集團於多間國內銀行購買理財產品及債券。除上述「以公允值計量且其變動計入損益之財務資產」提及的保本類型結構性存款及國家開發銀行發行的債券外，其他應收款中的人民幣140,000,000元為保本類固定利率類型理財產品。年利率為3.7%–3.8%之間，該等保本類理財產品及債券的本息可在到期日收回。年內，經營業務的現金流入淨額約人民幣275,837,000元（二零一八年：人民幣274,294,000元）；使用在投資活動的現金流出淨額約人民幣598,859,000元（二零一八年：人民幣12,736,000元）；使用在融資活動的現金流入淨額約人民幣66,087,000元（二零一八年流出淨額：人民幣204,193,000元）。

於二零一九年十二月三十一日，本集團之銀行信貸總額約人民幣1,307,585,000元（於二零一八年十二月三十一日：人民幣1,402,762,000元），其中人民幣223,238,000元銀行信貸額度以本公司擔保。於二零一九年十二月三十一日，本集團計息銀行借貸共人民幣216,776,000元，包括銀行借款人民幣197,377,000元及已貼現未到期應收票據人民幣19,399,000元（於二零一八年十二月三十一日：無），所有借款利率已分別固定，年利率由最低2.85%至最高3.75%。於二零一九年十二月三十一日，本集團之負債比率（界定為計息銀行借貸除以資產總值）為7.8%（於二零一八年十二月三十一日：無銀行借款）。

於二零一九年十二月三十一日，本集團應收貿易賬款額約人民幣207,379,000元（於二零一八年十二月三十一日：人民幣199,614,000元），較二零一八年略為增加3.9%，主要是原料藥在銷售結構中佔比增加影響。

於二零一九年十二月三十一日，本集團存貨餘額約人民幣180,759,000元（於二零一八年十二月三十一日：人民幣148,043,000元），主要為國家集採產品備貨而增加的庫存。



## 管理層討論及分析

As at 31 December 2019, the Group's contracted but not provided for plant and machinery capital commitments and capital contributions payable to an associate amounted to approximately RMB64,919,000 (as at 31 December 2018: RMB84,130,000), which was mainly related to Suzhou Dawnrays Pharmaceutical Co. Ltd.'s relocation construction project and capital investment in an associate.

### SUBSTANTIAL INVESTMENT

During the reporting period, Dawnrays International Company Limited (東瑞國際股份有限公司), a subsidiary of the Group, acquired a 100% equity interest in Top Field Ltd., at a price of HK\$436,470,000, thus indirectly owning Cinmed Pharmaceuticals Company Limited ("Cinmed Pharmaceuticals"). In order to streamline the group structure, the Group has commenced to close Top Field Ltd. and its subsidiary Cinmed (Hong Kong) Investment Limited in accordance with statutory requirements. Therefore, during the reporting period, holding of the whole equity interest in Cinmed Pharmaceuticals was changed to Dawnrays International Company Limited and the formalities processed in changing the name of Cinmed Pharmaceuticals into Fujian Dawnrays Pharmaceutical Co., Ltd. (福建東瑞製藥有限公司). The acquisition enriches the Group's product line and is conducive to enhancing the Company's future profitability. From 7 May 2019 when the delivery of the transaction took place to 31 December 2019, the sales revenue of Cinmed Pharmaceuticals was RMB60,683,000, and net profit was RMB23,329,000. The acquisition of Top Field Ltd. on 7 May 2019 generated goodwill of RMB241,158,000 ("Cinmed Goodwill") and the Group is required to perform the impairment test for Cinmed Goodwill at each reporting period end. Impairment assessment is carried out by determining the value in use of the cash-generating unit under Cinmed Pharmaceuticals. The Group assessed that there was no impairment on the Cinmed Goodwill at 31 December 2019, for the reason that in relation to the cash-generating unit under Cinmed Pharmaceuticals, the recoverable amount calculated based on value in use exceeded the carrying value at 31 December 2019.

於二零一九年十二月三十一日，本集團已訂約但未作撥備的廠房及機器資本開支承擔及應付一間聯營公司之資本投入共約人民幣64,919,000元（於二零一八年十二月三十一日：人民幣84,130,000元），主要涉及蘇州東瑞製藥有限公司搬遷工程項目及聯營公司的投資款。

### 重大投資

報告期間，本集團之附屬公司東瑞國際股份有限公司以港幣436,470,000元收購Top Field Ltd. 100%股權，從而間接擁有興安藥業有限公司（「興安藥業」）。為精簡集團架構，本集團已按法定要求進行結束Top Field Ltd. 及其附屬公司興安（香港）投資有限公司的工作，因此於報告期間，興安藥業之全部股權已變更為東瑞國際股份有限公司持有並辦理興安藥業更名為福建東瑞製藥有限公司的手續。本次收購豐富了本集團的產品線，有利於增強本公司未來盈利能力。自二零一九年五月七日交易交割至二零一九年十二月三十一日止，興安藥業實現銷售收入人民幣60,683,000元，淨利潤人民幣23,329,000元。於二零一九年五月七日收購Top Field Ltd. 產生商譽人民幣241,158,000元（「興安商譽」），本集團需於每年報告期末對興安商譽進行減值測試，減值評估是通過釐定興安藥業之現金產出單元之使用價值，由於有關興安藥業之現金產出單元，其根據使用價值所計算之可收回金額超過其於二零一九年十二月三十一日之賬面值，本集團經評估認為於二零一九年十二月三十一日之興安商譽不存在減值損失。

During the reporting period, in order to develop new independently-operated research and development platforms and focus on developing new drug products by the use of new technologies of drug delivery systems for meeting the market demand for drugs in innovative dosage forms, Suzhou Dawnrays Pharmaceutical entered into a joint venture agreement with two independent third parties, to acquire 65% of the shares of Nanjing PharmaRays Science and Technology Ltd. (南京福美瑞信科技有限公司) (“Nanjing PharmaRays”, a research and development enterprise). The registered capital of Nanjing PharmaRays is RMB50,000,000, and Suzhou Dawnrays Pharmaceutical has contributed registered capital of RMB20,000,000 for the first instalment, in accordance with the joint venture agreement. Nanjing PharmaRays officially commenced its operation on 12 January 2020.

Due to the urban planning adjustment of Wuzhong Economic Development District by Suzhou Municipal People’s Government, Suzhou Dawnrays Pharmaceutical entered into the Relocation Compensation Agreement with the government where it operates on 20 December 2017. Both parties agreed the relocation compensation amount was approximately RMB351,200,000. In January 2018, Suzhou Dawnrays Pharmaceutical received the first relocation compensation of RMB70,238,000. On 14 August 2019, through public auction by Suzhou Natural Resources and Planning Bureau (蘇州市自然資源和規劃局), Suzhou Dawnrays Pharmaceutical acquired the industrial land with an area of 100 mu located in Hedong Industrial Park in Suzhou Wuzhong Economic Development Zone, for the relocation project. Relocation project was started in September 2019.

As a result of the planning adjustment of Yangkou Chemical Industrial Park of Rudong County People’s Government of Nantong City, Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., a subsidiary of the Group, signed a relocation compensation agreement with the local government on 30 December 2019, pursuant to which Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. will terminate its operations on 31 December 2020 and relocate its assets. It is estimated that the net loss from the relocation will be less than RMB5,000,000 which has been accrued as at 31 December 2019.

報告期間，為開闢新的獨立自主運營的研發平台，專注利用給藥系統新技術研發新的藥物產品以滿足市場對創新型劑型藥物的需求，蘇州東瑞製藥與兩家獨立第三方簽訂合資協議以獲得南京福美瑞信科技有限公司（「南京福美瑞信」一間研發型企業）之65%股份。南京福美瑞信之註冊資本為人民幣50,000,000元，蘇州東瑞製藥已根據合資協定投入第一期註冊資本人民幣20,000,000元。南京福美瑞信已於二零二零年一月十二日正式開業。

由於蘇州市人民政府對吳中經濟開發區城市規劃調整，蘇州東瑞製藥於二零一七年十二月二十日與所在地政府簽署拆遷補償協議，雙方協議之拆遷補償金額約人民幣351,200,000元，於二零一八年一月蘇州東瑞製藥已收到首批拆遷補償金人民幣70,238,000元。於二零一九年八月十四日，蘇州東瑞製藥通過蘇州市自然資源和規劃局以公開拍賣方式獲得位於蘇州吳中經濟開發區河東工業園100畝工業用地用於搬遷項目。搬遷項目工程已於二零一九年九月份啟動。

由於南通市如東縣人民政府洋口化工園區規劃調整，本集團附屬公司東瑞(南通)醫藥科技有限公司於二零一九年十二月三十日與所在地政府簽署搬遷補償協議，根據該補償協議，東瑞(南通)醫藥科技有限公司須於二零二零年十二月三十一日終止經營，然後進行資產搬遷。預計搬遷淨損失在人民幣五百萬元以內並已於二零一九年十二月三十一日計提。

## 管理層討論及分析

Considering that Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. will terminate its operation, the Group has made an overall plan to avoid the impact on the supply of intermediates of the Group and also to conform to new national medical insurance and medicine policies, further improve the market competitiveness of its products and integrate raw materials and preparations, the Group has invested in the construction of a production base for bulk medicines and intermediates in the Chemical Industrial Park of the Lanzhou New District. “Lanzhou Dawnrays Pharmaceutical Co., Ltd. (蘭州東瑞製藥有限公司)” was established on 30 December 2019 with a registered capital of US\$25 million. With regard to the project, an application has been submitted to the Management Committee of the Lanzhou New District for the purchase of 250 mu of land, with the Phase I fixed asset investment of RMB287 million. The main products are cephalosporin bulk medicines and intermediates, system specific bulk medicines, raw materials of enzyme inhibitors, and raw materials of health supplements.

On 24 December 2019, Suzhou Dawnrays Pharmaceutical signed an agreement with Nanjing Haina Medical and Pharmaceutical Technology Company Limited (南京海納醫藥科技股份有限公司), an independent third party, with regard to the transfer of the marketing authorization holder of Febuxostat tablets (40mg, 80mg) and bulk medicines for gout treatment. The total consideration is up to RMB240 million (including a fixed payment of RMB40 million and 4% of the Group’s revenue from the sale of Febuxostat Tablets for 10 years from the date of obtaining the marketing authorization holder and starting the sale of Febuxostat Tablets (up to RMB200 million)). Suzhou Dawnrays Pharmaceutical paid the first instalment of RMB20 million for the transfer in accordance with the agreement in January 2020.

Save as aforesaid disclosures, the Group had no significant external investments or material acquisitions or disposal of subsidiaries and associated companies during the year.

鑒於東瑞(南通)醫藥科技有限公司將終止經營，為避免影響本集團中間體的供應，本集團統一規劃，以適應國家新的醫保醫藥政策及進一步提高本集團產品的市場競爭力，實現原料製劑一體化，在蘭州新區化工園區投資建設原料藥及中間體生產基地。於二零一九年十二月三十日成立「蘭州東瑞製藥有限公司」，註冊資金2,500萬美元。該項目已向蘭州新區管委會申請購地250畝，一期固定資產投資2.87億元人民幣。主要產品為頭孢類原料藥和中間體、系統專科原料藥、酶抑制原料及保健品原料。

於二零一九年十二月二十四日，蘇州東瑞製藥與獨立第三方南京海納醫藥科技股份有限公司簽訂轉讓治療痛風的非布司他片(40mg,80mg)及原料藥的上市許可持有人協議，總代價最多為人民幣2.4億元(其中包含定額支付款人民幣4,000萬元及自取得上市許可持有人及開始銷售非布司他片起為期十年本集團銷售非布司他片所得收入的4%(最多為人民幣2億元))。蘇州東瑞製藥已於二零二零年一月按協議支付首批轉讓款人民幣2,000萬元。

年內，除上述披露外，本集團並無對外作出重大投資、購入或出售附屬公司及聯營公司。

## FOREIGN EXCHANGE AND TREASURY POLICIES

As the Group adopted foreign exchange forward contract to hedge against foreign exchange rate risk, as a result, as at 31 December 2019, the gain in exchange difference was RMB2,298,000 (2018: loss of RMB182,000). The Group's substantial business activities, assets and liabilities are denominated in Renminbi, so the risk derived from the foreign exchange to the Group is not high. The treasury policy of the Group is to manage any risk of foreign exchange or interest rate (if any) only if it will potentially impose a significant impact on the Group. The Group continues to observe the foreign exchange and interest rate market, and may hedge against foreign currency risk with foreign exchange forward contracts and interest rate risk with interest rate swap contracts if necessary.

## STAFF AND REMUNERATION POLICY

As at 31 December 2019, the Group employed approximately 989 employees and the total remuneration was approximately RMB139,658,000 (2018: RMB126,904,000). The Group regards human resources as the most valuable assets and truly understands the importance of attracting and retaining high-performance employees. The remuneration policy is generally based on the references of market salary index and individual qualifications. The Group provides its employees with other fringe benefits, including defined contribution retirement schemes, share option scheme and medical coverage. The Group also offers some of its employees stationed in the PRC with dormitory accommodation.

## CHARGES ON ASSETS

As at 31 December 2019, the Group had not pledged any assets to banks to secure credit facilities granted to its subsidiaries (as at 31 December 2018: Nil).

## CONTINGENT LIABILITIES

As at 31 December 2019, the Group had no material contingent liabilities.

## 外幣及庫務政策

由於本集團採用了外匯遠期合約對沖匯率風險，故截至二零一九年十二月三十一日止年度，本集團匯兌收益人民幣2,298,000元(二零一八年：損失人民幣182,000元)。本集團大部分業務交易、資產及負債均主要以人民幣結算，故本集團所承受的外匯風險不大。本集團的庫務政策為只會在外匯風險或利率風險(如有)對本集團有潛在重大影響時進行管理。本集團將繼續監察其外匯和利率市場狀況，並於有需要時以外匯遠期合約對沖外匯風險及利息掉期合約對沖利率風險。

## 僱員及薪酬政策

於二零一九年十二月三十一日，本集團約有員工989名，員工費用總額約人民幣139,658,000元(二零一八年：人民幣126,904,000元)。本集團視人力資源為最寶貴的財富，深明吸納及挽留表現稱職的員工的重要性。薪酬政策一般參考市場薪酬指標及個別員工的資歷而定。本集團為員工提供的其他福利包括定額供款退休計劃、購股權計劃及醫療福利。本集團並在中國為其若干中國的僱員提供宿舍。

## 資產抵押

於二零一九年十二月三十一日，本集團無資產抵押予銀行以獲取授予其附屬公司的信貸額度。(於二零一八年十二月三十一日：無)。

## 或有負債

於二零一九年十二月三十一日，本集團並無重大或有負債。

## 管理層討論及分析

### PLANS FOR SIGNIFICANT INVESTMENTS AND EXPECTED SOURCE OF FUNDING

Save for those disclosed above in connection with capital commitments, increase of registered capital in subsidiaries, capital for relocation plans and investment in associated company under the section “Liquidity and Financial Resources” and “Substantial Investment”, the Group does not have any plan for material investments or acquisition of capital assets.

The Group has sufficient financial and internal resources to pay the capital commitments, capital expenditure for relocation plans, investment projects and increased registered share capital described above. However, it is still possible to pay the above capital expenditure commitments with bank loans or internal resources of the Group.

### SEGMENT INFORMATION

An analysis of the Group’s segment information for the year ended 31 December 2019 is set out in note 3 to the financial statements.

### 未來重大投資及預期融資來源

除於上述「流動資金及財政資源」及「重大投資」所載有關資本開支承擔、附屬公司註冊資本、搬遷計劃資本及於聯營公司投資所披露者外，本集團並無任何未來重大投資計劃或購入資本資產計劃。

本集團有充足的財政及內部資源足以支付上述資本開支承擔、搬遷計劃資本開支、投資項目及增加註冊資本。但仍可能以銀行貸款或本集團內部資源支付上述資本開支承擔。

### 分類資料

本集團截至二零一九年十二月三十一日止年度之分類資料分析載於財務報表附註3。

The board of Directors (the “Board”) of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) believes that corporate governance is essential to the success of the Company and its subsidiaries (collectively referred to as the “Group”). Good corporate governance can safeguard the interests of all shareholders and enhance corporate value. Therefore, the Board has adopted various measures to ensure that a high standard of corporate governance is maintained.

To the best knowledge, information and belief of the Directors, the Company has complied with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Ltd. (the “Stock Exchange”) for the year ended 31 December 2019.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of 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 all Directors, the Company confirms that all the Directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the 2019 annual report.

## THE BOARD

The Board is responsible for the leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performance. The management has been delegated the authority and responsibility by the Board for the management of the Group. In addition, the Board has also delegated various responsibilities to the board committees. Further details of these committees are set out in this report.

No corporate governance committee has been established and so the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company’s policies, practices on corporate governance, training and continuous professional development of directors and senior management, developing, reviewing and monitoring the code of conduct to employees and directors such as inside information disclosure regulations and assuring the Company’s policies and practices on compliance with legal and regulatory requirements, etc.

東瑞製葯(控股)有限公司(「本公司」)之董事會(「董事會」)深信企業管治為本公司及其附屬公司(統稱「本集團」)成功的關鍵，良好的企業管治能保障全體股東權益及提升企業價值，因此董事會已採取各項措施，以確保維持高標準的企業管治。

就董事所知、所得資料及所信，截至二零一九年十二月三十一日年度，本公司一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四的企業管治守則(「管治守則」)所載之守則條文規定。

## 證券交易的標準守則

本公司已採納上市規則附錄十的上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事買賣本公司證券的行為守則。根據對所有董事作出的特定查詢後，本公司確認所有董事於二零一九年年報覆蓋的會計期內一直遵守標準守則所規定的準則。

## 董事會

董事會負責領導及監控本公司，並負責監管本集團之業務、策略方針及表現。董事會亦轉授權力及責任予管理層，以管理本集團。此外，董事會亦已將各種職責分派至董事會轄下委員會。該等委員會之詳情載於本報告內。

由於並無成立企業管治委員會，因此由董事會負責執行企業管治職能，如制定及檢討本公司企業管治之政策及常規、為董事及高級管理層提供培訓及持續專業發展，制定、檢討及監察僱員及董事的操守準則例如內幕信息披露管理制度及確保本公司之政策及常規符合法律及監管規定等。

The Board held 29 board meetings including 6 regular meetings and 23 ad-hoc meetings during the year ended 31 December 2019. The regular board meetings were to consider, among other things, reviewing and approving the interim and annual results of the Group, overall group strategy, annual budgets, approval of major capital transactions and other significant operational and financial matters. The ad-hoc meetings were convened when circumstance required such as reviewing and approving acquisition, capital expenses for production facilities, share repurchases, grant options to employees, set up of research and development project and etc.

Details of the attendance of Directors at board meetings, annual general meeting of the Company (the “AGM”), extraordinary general meeting of the Company (the “EGM”) and other three board committees’ meetings (the Audit Committee, the Nomination Committee and the Remuneration Committee) during the year 2019 are set out in the following table:

董事會於截至二零一九年十二月三十一日止年度內已舉行二十九次董事會會議，包括六次定期董事會會議及二十三次臨時董事會會議。定期會議是考慮（其中包括）審閱及批准本集團中期及全年業績、整體企業策略、年度預算、批准重大資本交易及其他重大營運及財務事宜。臨時會議是在情況有需要時例如考慮及批准收購、生產設備的資本開支、回購股票、授予購股權給員工及研發項目立項等而召開。

於二零一九年，各董事於董事會會議、本公司股東週年大會（「股東週年大會」）、股東特別大會（「股東特別大會」）及另外三個董事委員會會議（審核委員會、提名委員會及薪酬委員會）的出席詳情列載於下表：

Name of Directors	董事姓名	No. of meetings attended/held					
		Board	AGM	EGM	Audit Committee	Nomination Committee	Remuneration Committee
		董事會	股東週年大會	股東特別大會	審核委員會	提名委員會	薪酬委員會
<i>Executive Directors</i> 執行董事							
Ms. Li Kei Ling (Chairman)	李其玲女士(主席)	29/29	1/1	1/1	-	4/4	2/2
Mr. Hung Yung Lai	熊融禮先生	29/29	1/1	1/1	-	-	-
Mr. Chen Shaojun	陳紹軍先生	22/29	1/1	0/1	-	-	-
<i>Non-executive Director</i> 非執行董事							
Mr. Leung Hong Man	梁康民先生	17/29	1/1	0/1	-	-	-
<i>Independent Non-executive Directors</i> 獨立非執行董事							
Mr. Lo Tung Sing Tony	勞同聲先生	20/29	1/1	1/1	5/5	4/4	2/2
Mr. Ede, Ronald Hao Xi	Ede, Ronald Hao Xi 先生	18/29	1/1	1/1	5/5	3/4	2/2
Ms. Lam Ming Yee Joan	林明儀女士	21/29	1/1	1/1	5/5	4/4	2/2

At least 14 days' notice of regular board meeting is given to all Directors. The agenda and board papers are sent to the Directors at least 3 days before the meetings of the Board and board committees so that the Directors have the time to review the documents. Directors can include matters for discussion in the agenda if the need arises. Minutes of meetings of the Board and board committees are recorded in sufficient details that matters considered and decisions reached. The draft and final versions of the minutes will be sent to Directors within a reasonable time after the meetings. Minutes of meetings of the Board and board committees are kept by the company secretary of the Company and open for inspection on reasonable notice by any Director.

All Directors are entitled to have unrestricted access to the advice and service of the company secretary with a view to ensuring that board procedures, and all applicable rules and regulations are followed. Upon reasonable request and appropriate circumstances, Directors can seek independent professional advice to assist them to discharge their duties, at the Company's expenses.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board had determined to be material, the matter will be dealt with by holding a board meeting with the presence of disinterested Independent Non-executive Directors or a meeting of a board committee set up for that purpose pursuant to a resolution passed in a board meeting.

## BOARD COMPOSITION

The Board currently comprises seven Directors, of whom three are Executive Directors, one is Non-executive Director and three are Independent Non-executive Directors. The composition meets the requirement of the Listing Rules for the Board to have at least one-third in number of its members comprising Independent Non-executive Directors. The three Independent Non-executive Directors are persons of high caliber, with academic and professional qualifications in the fields of accounting and business management respectively. With their experience gained from senior positions held in other organizations, they provide strong support towards the effective discharge of the duties and responsibilities of the Board. The biographies of the Directors are set out in pages 47 to 50 to the 2019 annual report, which demonstrates the skills, expertise, experience and qualifications of the Directors.

董事會定期會議的通告於會議舉行最少十四天前發出予各董事。董事會及其轄下委員會會議的議程及相關會議文件，至少在每次會議三天前送交予各董事，使各董事有時間審閱該等文件。如有需要，董事可在議程中加插欲討論的事項。董事會及其轄下委員會的會議記錄均詳盡記錄會議上考慮事項及達致的決定，並於會議後合理時間內把初稿及最終定稿發送給董事。董事會及轄下委員會會議記錄由本公司公司秘書存置，並於任何董事發出合理通知時供公開查閱。

所有董事均有權取得公司秘書的意見和服務，以確保董事會程序及所有適用規則及規例均獲得遵守；根據合理要求並在適當情況下，董事可尋求獨立專業意見，以妥善履行彼等之職責，費用由本公司支付。

倘董事會認為主要股東或董事在董事會將予考慮的事項中存有董事會認為屬重大的利益衝突，將以在該事項中本身沒有重大利益的獨立非執行董事出席的董事會議或根據董事會會議通過之決議案就此而成立之董事委員會會議處理。

## 董事會組成

董事會現由七名董事組成，其中三位成員為執行董事、一位為非執行董事及三位為獨立非執行董事。其組成情況符合上市規則要求董事會成員最少須有三分之一為獨立非執行董事之做法，三位獨立非執行董事極具才幹，在會計及工商管理各範疇擁有學術及專業資歷；加上他們在其他機構擔任高層職位所累積的經驗，對董事會有效地履行其職責上提供強大的支持。各董事履歷載於二零一九年年報第47至50頁，當中載列各董事之技能、專業知識、經驗及資格。



The Company has received annual confirmation of independence from the three Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the Independent Non-executive Directors are independent within the definition of the Listing Rules.

Ms. Li Kei Ling, the Chairman of the Board and Mr. Hung Yung Lai, one of the Executive Directors, are directors and ultimate shareholders of several private companies incorporated in Hong Kong and British Virgin Islands.

Save as disclosed above, the Board members have no financial, business, family or other material/relevant relationships with each other. The balanced Board composition is formed to ensure strong independence exists across the Board which can effectively exercise independent judgement.

### DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Directors understand the importance of continuous professional development and are willing to develop and refresh their knowledge and skills. This is to ensure that their contribution into the Board remains informed and relevant.

The Directors are committed to complying with the CG Code A.6.5 on Directors' training. All Directors had participated in continuous professional development and provided a record of training they received for the year ended 31 December 2019 to the Company.

本公司已接獲該三名獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確定全體獨立非執行董事均屬上市規則所界定之獨立人士。

董事會主席李其玲女士及其中一位執行董事熊融禮先生為數家於香港及英屬維爾京群島註冊成立的私人公司的董事及最終股東。

除上文披露外，董事會成員間並無任何財務、業務、家族或其他重大／相關關係。董事會以如此均衡之架構組成，目的在確保整個董事會擁有穩固之獨立性，能夠有效地作出獨立判斷。

### 董事之持續培訓及發展

董事了解持續專業發展之重要性並願意發展及更新其知識和技能，以確保其繼續在具備全面資訊及切合所需之情況下向董事會作出之貢獻。

董事承諾遵守管治守則第A.6.5條有關董事培訓，於截至二零一九年十二月三十一日止年度，全體董事均有參與持續專業發展，並已向本公司提供其所接受之培訓記錄。

The individual training record of each Director received for the year ended 31 December 2019 is set out below:

於截至二零一九年十二月三十一日止年度，各董事接受培訓之個人記錄載列如下：

Directors	董事	Briefings and updates on the listing rules, business, operations, and corporate governance matters 有關上市條例、業務、營運及企業管治事宜之簡報及更新	Attending or participating in seminars/conferences relevant to the management or business 出席或參加與管理或業務有關之講座／會議
Ms. Li Kei Ling	李其玲女士	✓	✓
Mr. Hung Yung Lai	熊融禮先生	✓	—
Mr. Chen Shaojun	陳紹軍先生	✓	✓
Mr. Leung Hong Man	梁康民先生	✓	✓
Mr. Lo Tung Sing Tony	勞同聲先生	✓	—
Mr. Ede, Ronald Hao Xi	EDE, Ronald Hao Xi 先生	✓	—
Ms. Lam Ming Yee Joan	林明儀女士	✓	—

## APPOINTMENTS AND ELECTION OF DIRECTORS

The nomination committee will consider the appointment of new Directors first by reviewing the profiles of the candidates and making recommendations to the Board. New Directors appointed by the Board during the year to fill a casual vacancy or as an addition to the Board shall retire and submit themselves for re-election at the first general meeting immediately followed their appointment.

Non-executive Directors are appointed for a fixed term of two years and are subject to retirement by rotation and re-election by shareholders at annual general meeting in accordance with the Company's articles of association (the "Articles").

According to the Company's Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. All retiring Directors shall be eligible for re-election.

## 董事委任及選舉

新董事之委任先經提名委員會考慮，審閱候選人之履歷後向董事會作出建議。年內獲董事會委任填補臨時空缺或新增加入董事會之新董事須退任並於緊隨彼等獲委任後之股東大會上膺選連任。

非執行董事的固定委任年期為兩年，並須根據本公司組織章程細則（「組織章程細則」）於股東週年大會上輪席告退並重選連任。

根據組織章程細則，於每屆股東週年大會上，當時為數三分一的董事（或如董事並非三的倍數，則須為最接近但不少於三分一的董事人數）均須輪席告退，惟每名董事（包括按特定任期委任之董事）須至少每三年於股東週年大會上輪值告退一次。所有退任董事符合資格膺選連任。

### RESPONSIBILITIES OF DIRECTORS

Every newly appointed Director will receive a comprehensive, formal and tailored induction on his first appointment to have a proper understanding of the operations and business of the Group and that he is fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company. The Directors endeavour to give sufficient time and attention to the Group's affairs and are continually updated with legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the discharge of their responsibilities.

The Independent Non-executive Directors take an active role in Board meetings, contribute to the development of strategies and policies and make sound and independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standard of conduct. They will take lead where potential conflicts of interests arise. They are also members of various board committees and scrutinize the overall performance of the Group in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

### SUPPLY OF AND ACCESS TO INFORMATION

The management has the obligation to supply the Board with monthly updates and adequate information to enable it to make informed decisions on matters placed before it. Where any Director requires more information than is volunteered by the management, each Director has separate and independent access to the Group's management to make further enquires if necessary. Where queries are raised by Directors, management will respond as promptly and fully as possible.

### 董事之責任

每位新委任董事均會在首次接受委任時獲得全面、正式兼特為其而設的就任須知，以對本集團之營運及業務有適當理解，以及完全知悉彼在法規及普通法、上市規則、適用之法律規定及其他監管規定以及本公司之業務及管治政策下之職責。董事將致力付出足夠時間及精神以處理本集團事務，並獲持續更新有關法律及規管變更、業務及市場變動以及本集團之策略發展，以便履行彼等之職責。

獨立非執行董事在董事會會議上擔當活躍角色，可為制訂策略及政策作出貢獻，並就策略、政策、表現、問責、資源、重大委任及行為準則事宜作出可靠及獨立之判斷。彼等會於潛在利益衝突出現時發揮牽頭引導作用。彼等亦出任多個董事會轄下委員會之成員，審查本集團在實現議定企業目標及指標時之整體表現，並監察表現之呈報。

### 資料之提供及獲取

管理層有責任向董事會提供月報及充足之資料，以供董事會對提呈事項作出知情決定。倘有任何董事要求獲得除管理層自願提供之資料以外之其他資料，董事於必要時可透過不同及獨立途徑接觸本集團管理層，以作出進一步諮詢。若有董事提出問題，管理層將儘快作出全面的回應。

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under Code Provision of the CG Code A.2.1, the roles of the chairman (the “Chairman”) and the chief executive officer (the “CEO”) should be separated and should not be performed by the same individual. The Board has appointed Ms. Li Kei Ling as the Chairman. She has executive responsibilities and provides leadership to the Board such as ensuring all Directors are properly briefed on issues arising at Board meetings and received complete and reliable information in a timely manner so that the Board works effectively and discharges its responsibilities. Mr. Chen Shaojun was appointed by the Board as the CEO of the Company and has been delegated with the authority and responsibility for implementing the Board’s policies and the Group’s daily business operations and management. The CEO will periodically present the updated market situation, long term strategies and objectives of the Group, quarterly results variances analysis between the actual performances and the budget targets to the Board at the Board meeting. This helps the Board to monitor the Group’s business operations and to adjust the targets when required.

## ACCOUNTABILITY AND AUDIT

The management provides explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put before the approval by the Board.

The Directors and CEO acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting the interim and annual financial statements and announcements to shareholders. The Board is not aware of any material uncertainties that may cast significant doubt upon the Group’s ability to continue as a going concern, the Board therefore continues to adopt the going concern approach in preparing the accounts.

The Board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company’s annual and interim reports and other financial disclosures required under the Listing Rules, and reports to the regulators as well as the information required to be disclosed pursuant to the statutory requirements.

The responsibilities of the auditors to the shareholders are set out in the Independent Auditor’s Report on pages 72 and 78.

## 主席及總裁

根據管治守則A.2.1規定，主席（「主席」）及總裁（「總裁」）之職務應分開，不得由同一人兼任。董事會委任李其玲女士為主席，彼負有執行責任及領導董事會，如確保董事會會議上所有董事均適當知悉當前的事項和及時收到完備可靠的資訊，使董事會有效地運作和履行其職責。陳紹軍先生獲董事會委任為本公司總裁並獲授予權力和責任負責推行董事會的政策及本集團的日常業務的營運及管理工作，總裁於每一季度向董事會提呈，會上闡述更新之市場情況、本集團長期策略及目標，季度業績實際表現與預算目標有所差異之分析，此舉有助董事會監控本集團之業務營運及於必要時修訂目標。

## 問責及核數

管理層向董事會提供有關解釋及資料，令董事會可對提呈董事會批准之財務及其他資料作出知情評估。

董事及總裁確認須負責為每一財政年度編製能真實及公允地反映本集團業務狀況之財務報告及向股東提呈中期及年度財務報表及公佈。董事會並不知悉任何重大不確定因素會對本集團的持續經營能力投下重大疑惑，因此，董事會仍然採用持續經營基準編製賬目。

董事會確認，其有責任在本公司年度報表及中期報告和根據上市規則規定須予披露的其他財務資料、以及向監管者提交的報告書以至根據法例規定須予披露的資料，提供平衡、清晰及易於理解之評估。

核數師向股東承擔的責任載於第72至78頁獨立核數師報告內。

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

The CEO and senior management of the Group is responsible for the design, implementation and monitoring of the risk management and internal control systems. Appropriate policies and controls have been set and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. However the systems and internal controls can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage operational risks. Of which including:

- (1) establishing written policies and work flow for major operations and production cycles to ensure compliance with applicable laws, regulations, and industry standards;
- (2) clearly defined the authorities and key responsibilities of each business and operational unit, having in place appropriate segregation of duties and setting proper authorization levels to ensure adequate checks and balances; and
- (3) Rules and guidelines are set to control treasury activities, financial and management reporting, human resources functions and computer systems' operations.

### 風險管理及內部監控

董事會確認其監管本集團的風險管理及內部監控系統的責任，以及透過審核委員會至少每年檢討其成效。審核委員會協助董事會履行其於本集團財務、營運、合規、風險管理及內部監控，以及財務及內部審計職能方面資源的監管及企業管治角色。

本集團總裁及高級管理層負責風險管理及內部監控系統的設計、實施及監察。適當的政策和監控已訂立及建立，以確保保障資產不會在未經許可下使用或處置，依從及遵守相關規則及規例，根據相關會計準則及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現的主要風險。惟有關系統及內部監控只能作出合理而非絕對的保證可防範重大失實陳述或損失，其訂立旨在管理而非消除未能達致業務目標的風險。

本集團的內部監控系統乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計，其中包括：

- (1) 訂明書面工作制度和主要業務與生產週期的工作流程以確保遵照有關法律、規例和生產製造標準；
- (2) 清楚界定各業務及營運部門的權責，制訂適當的分工，實施妥善的審批權，以確保有效之制衡；及
- (3) 訂立規則及指引以監控本集團庫務事宜、財務與管理匯報、人力資源功能及電腦系統之運作。

The Group's risk management framework includes the following elements:

- (i) identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business;
- (ii) develop necessary measures to mitigate, reduce or transfer such risks; and
- (iii) monitor and review the effectiveness of such measures.

The Group has embedded its risk management systems into the core operating practices of the business. On an ongoing basis, business and operational units assess and identify their potential risks which may impact on their ability to achieve their business objectives and/or those of the Group. The head of each unit has to complete relevant risk and control self-assessment questionnaires and confirm to the CEO that appropriate internal control policies and procedures have been established and properly complied with. CEO conducts review of the effectiveness of risk management annually and presents report to the Audit Committee after review.

In addition, the Board monitors and reviews the adequacy and effectiveness of the internal control systems through a programme of internal audit. The internal audit department is set up by the Company to review the major operational and financial control of the Group in compliance with the established processes and standards on a continuing basis and aims to cover all major operations of the Group on a rotational basis. The internal audit department reports directly to the Chairman of the Board and the Audit Committee. The Audit Committee examines the internal audit department's review and opinions about operational effectiveness of the Group's internal control system and reports to the Board.

During 2019, based on the internal audit report and the risk management report presented by internal audit department and CEO respectively, the Audit Committee and the Board were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions.

本集團的風險管理框架包括以下部分：

- (i) 識別本集團業務環境的重大風險及評估該等風險對本集團業務的影響；
- (ii) 制定紓緩或減少或轉移該等風險的必要措施；及
- (iii) 監察及檢討有關措施的有效性。

本集團已把其風險管理系統融入業務的核心營運常規，業務及營運部門持續評估及識別各自可能影響其實現本身及／或本集團經營目標的能力的潛在的風險，各單位主管須填寫有關風險及內部監控的自我評估問卷，並向總裁確認已制訂及妥善遵守適當的內部監控政策及程序；總裁須每年對風險管理有效性進行評估並於評估後提交報告給審核委員會。

此外，董事會透過內部稽核程序監察及檢討其內部監控系統是否足夠及有效。本公司設立內部審計部以持續基準審閱本集團之主要營運及財務控制是否遵照制定的流程和標準，及旨在以循環基準涵蓋本集團之所有主要營運，內部審計部直接向董事會主席及審核委員會匯報。而審核委員會則審閱內部審計部對本集團內部監控系統運作成效的檢討結果及意見，並向董事會作出匯報。

於二零一九年，根據內部審計部及總裁分別提交的內部審計報告及風險管理報告，審核委員會及董事會均無發現任何將對本集團的財務狀況或經營業績造成重大影響而需多加關注的事項，亦認為風險管理及內部監控系統整體而言充足並具成效，包括在會計、內部審計及財務匯報職能方面有足夠的資源、員工資歷及經驗，以及有足夠的員工培訓課程及預算。

### INSIDE INFORMATION POLICY

The Company has established policy to ensure that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Access to inside information is at all times confined to relevant senior management executed on “as needed” basis, until proper disclosure or dissemination of inside information is made in accordance with applicable laws and regulation. Relevant personnel and other professional parties involved are reminded to preserve confidentiality of the inside information until it is publicly disclosed.

### DELEGATION BY THE BOARD

The day-to-day management of the Group is delegated to the management by the Board, with division heads responsible for individual department’s daily operations.

Major corporate matters that are specifically delegated by the Board to the management include the preparation of interim and annual reports and announcements for the Board’s approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

### BOARD COMMITTEES

The Board has established the nomination committee, remuneration committee and audit committee. The committees’ terms of references defined their functions and responsibilities have been posted on the Company’s website.

#### NOMINATION COMMITTEE

As at 31 December 2019, the nomination committee of the Company (the “Nomination Committee”) had Ms. Li Kei Ling as the committee’s chairman, and the three Independent Non-executive Directors, Mr. Lo Tung Sing Tony, Mr. Ede, Ronald Hao Xi and Ms. Lam Ming Yee Joan as the committee’s members. The Nomination Committee’s terms of reference are summarized as follows:

- (1) to review the structure, size and composition (including the skill, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

### 內幕消息政策

本公司已制定政策，以確保內幕消息根據適用法例及法規公平及適時地向公眾發佈。在任何時候，只限於相關高級管理層人員並按情況需要方能獲取內幕消息，直至內幕消息根據適用法例及法規予以披露或發佈，並提醒相關負責之員工及其他專業人士須將內幕消息保密直至已公開披露。

### 董事會權力的轉授

董事會轉授本集團之日常管理權力給管理層，部門主管負責各部門的日常運作。

董事會特別委託管理層執行之主要企業事宜包括籌備中期及年度報告及通告以供董事會於公佈前批核，執行董事會所採納之業務策略及措施、推行妥善內部監控制度及風險管理程序以及遵守有關法定規定、規則與規例。

### 董事會轄下的委員會

董事會成立提名委員會、薪酬委員會及審核委員會。闡明委員會的權力及職責的職權範圍登載於本公司網站上。

#### 提名委員會

於二零一九年十二月三十一日，本公司提名委員會（「提名委員會」）以李其玲女士為委員會主席及三名獨立非執行董事勞同聲先生、EDE, Ronald Hao Xi先生及林明儀女士為委員會成員。提名委員會之職權範圍概述如下：

- (1) 至少每年檢討董事會之架構、人數及組成（包括技術、知識及經驗）；並就任何為配合本公司之公司策略而擬對董事會作出之變動提出建議；

- |  |  |
|--|--|
| <p>(2) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships;</p>        | <p>(2) 物色具備合適資格可擔任董事的人士，挑選提名有關人士出任董事或就此向董事會提出意見；</p> |
| <p>(3) to assess the independence of independent non-executive directors; and</p>  | <p>(3) 評核獨立非執行董事的獨立性；及</p>                           |
| <p>(4) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer.</p> | <p>(4) 就董事委任或重新委任以及董事（尤其是主席及總裁）繼任計劃向董事會提出建議。</p>     |

## BOARD DIVERSITY POLICY

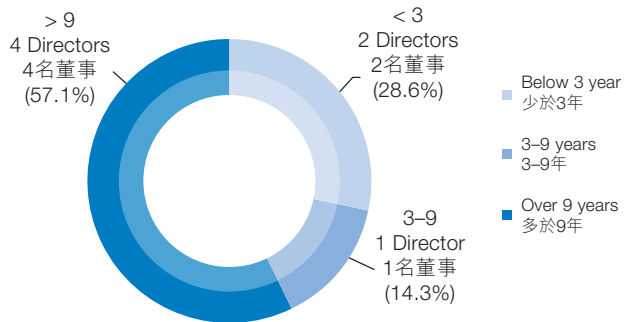
The Nomination Committee adopted a board diversity policy (the “Board Diversity Policy”) which seeks to achieve board diversity through the consideration of a number of factors, including but not limited to ethnicity, working experience, professional skills, knowledge and length of service. The Company believes that increasing diversity at the Board level is an important part of achieving its strategic objectives and to attract and retain the best people. Appointments to the Board shall be on merit, in the context of the skills and experience the Board as a whole requires to be effective, and against objective criteria and with due regard for the benefits of diversity. There are many considerations that factor into the Nomination Committee’s nomination process including legal requirements, best practices, and skills required to complement the Board’s skill set and the number of Directors needed to discharge the duties of the Board and its Committees. But it will not set any restrictions like gender, age, cultural or educational background when short listing candidates. The Company believes that a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background and other qualities of Directors. The Nomination Committee shall review the diversity of the Board at least annually taking into account the Group’s business model and specific needs and shall monitor the implementation of the Board Diversity Policy and, if appropriate, make recommendations on proposed changes to the Board to complement the Company’s corporate strategy.

## 董事會成員多元化政策

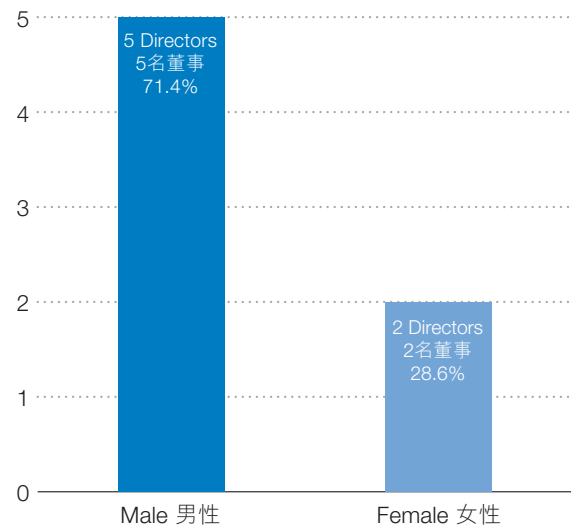
提名委員會已採納董事會成員多元化政策（「多元化政策」）透過考慮各項因素，包括但不限於種族、工作經驗、專業技能、知識及服務年期，務求達致董事會成員多元化。本公司相信，提升董事會層面的多樣性乃實現其策略性目標及吸引和挽留人才的一個重要部分。董事會應當用人唯才，以董事會整體有效運作所需的技能和經驗為本，依循客觀標準，並適當考慮多樣性的好處。提名委員會的提名過程中包括不少考慮因素，如法律要求、最佳常規和董事會的所需技能，以及履行董事會及其委員會的職責所需要的董事人數等。但篩選候選名單時不會設置任何如性別、年齡、文化或教育背景等限制。本公司相信，一個真正多元化的董事會將包括具備不同技能、地區及行業經驗、背景及其他資歷的董事，並可加以善用。考慮到本集團業務模式及具體需要，提名委員會須至少每年審閱董事會成員的多樣性，並須監察多元化政策的執行，並如合適會就為配合本公司策略而擬對董事會作出的變動提出建議。



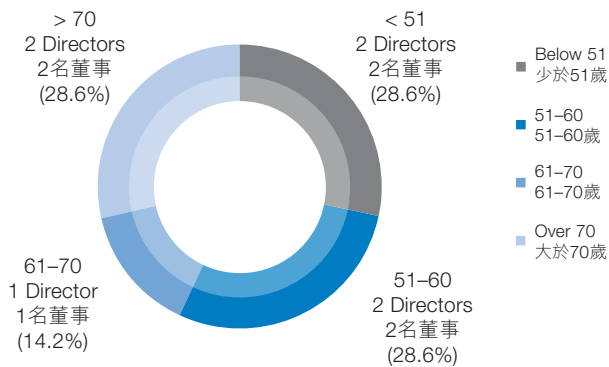
### A Length of Service 服務任期



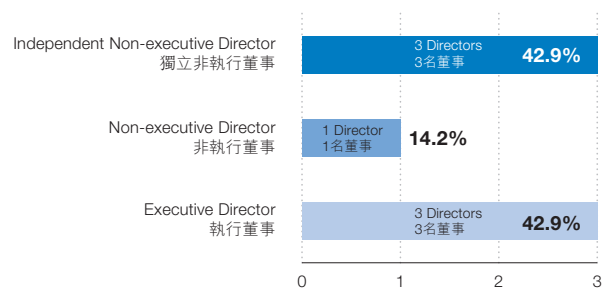
### B Gender 性別



### C Age 年齡



### D Designation 職務



## NOMINATION POLICY

The Nomination Committee recommends candidates for nomination to the Board, which approves the final choice of candidates. The Nomination Committee was responsible to maintain the nomination policy of the Company (the "Nomination Policy") and review the same from time to time. The objective of the Nomination Policy is to assist the Company in fulfilling its duties and responsibilities as provided in its terms of reference. This Nomination Policy sets out, inter alia, the selection criteria and the evaluation procedures in nominating candidates to be appointed or reappointed as Directors of the Company. The Nomination Committee shall consider any and all candidates recommended as nominees for Directors to the Committee by any Directors or Shareholders of the Company in accordance with the Articles. The Nomination Committee may also undertake its own search process for candidates and may retain the services of professional search firms or other third parties to assist in identifying and evaluating potential nominees. The Nomination Committee shall endeavour to find individuals of high integrity who possess the qualifications, qualities, skills, experience and independence (in case of Independent Non-executive Directors) to effectively represent the best interests of all Shareholders. Candidates will be selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. The Nomination Committee may use any process it deems appropriate for the purpose of evaluating candidates including personal interviews, background checks, written submission by the candidates and third party references. As far as practicable, nominees for each election or appointment of Directors shall be evaluated using a substantially similar process. The Nomination Committee believes that independence is an important part of fulfilling the Directors' duty to supervise the management of the business and affairs of the Company. Non-executive Directors and Executive Directors are required to disclose his/her competing businesses to the Company. Cross-directorships in Hong Kong or overseas between Directors are also reviewed annually. The Nomination Committee is accountable for assessing whether any competing businesses or interlocking directorships could materially interfere with the exercise of objective and unfettered judgement by relevant Directors or their ability to act in the best interests of the Group.

During the year 2019, the Nomination Committee had four meetings to review the independence of independent non-executive directors, the renewal of Directors' letter of appointment and the qualification of candidate for re-election in the AGM.

## 提名政策

提名委員會向董事會推薦提名候選人，由董事會通過最終人選。提名委員會負責維持本公司的提名政策（「提名政策」），並不時對提名政策進行檢討。提名政策目標為協助本公司履行其於職權範圍內規定的職責。本提名政策載列（其中包括）提名待委任或重選為本公司董事之人選的評選標準及評估程序。根據公司組織章程細則，提名委員會應考慮由任何本公司董事或股東向委員會建議的任何及所有董事候選人。提名委員會亦可自行尋找候選人及可保留專業人事中介或其他第三方的服務以協助物色及評估有潛質的候選人。提名委員會會致力物色誠實守信並擁有資格、資質、技能、經驗及獨立性（倘為獨立非執行董事）的人士加入董事會，以有效代表所有股東的最佳利益，挑選具有良好的判斷力、能提供可行實用的見解及多元化觀點的能力的候選人。提名委員會可以任何其認為適當的方法評估候選人，包括面試、背景調查、候選人的陳述書及第三方引薦。每次選舉或委任董事時，應盡可能以大致相同的程序評估候選人。提名委員會認為，擁有獨立性是履行董事職責，以監督本公司的業務及事務的管理的一個重要部分。非執行董事和執行董事須披露其與本公司的競爭業務。提名委員會亦會就董事於香港或海外的跨董事職務作每年檢討。提名委員會負責評估董事會否受其競爭業務及跨董事職務，重大影響其在履行職責時作出客觀及不受約束的決定，以維護本集團之最佳利益。

於二零一九年，提名委員會舉行了四次會議評估獨立非執行董事的獨立性、董事委任函的續期及於股東週年大會重選之候選人資格。

### REMUNERATION COMMITTEE

As at 31 December 2019, the remuneration committee of the Company (the “Remuneration Committee”) had Mr. Ede, Ronald Hao Xi, an Independent Non-executive Director, as the committee’s chairman, Ms. Li Kei Ling, and two Independent Non-executive Directors, Mr. Lo Tung Sing Tony and Ms. Lam Ming Yee Joan as the committee’s members. The Remuneration Committee’s terms of reference are summarized as follows:

- (i) to recommend to the Board on the Group’s policy and structure of all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to determine with delegated responsibility from the Board, the remuneration packages of individual executive Directors and senior management;
- (iii) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment;
- (iv) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (v) to ensure that no Director or any of her/his associates is involved in deciding her/his own remuneration;

The Group’s remuneration policy bases on the market practice, the qualification, duties and responsibilities of Directors and employees. In order to attract, retain, and motivate high-performance persons, the Company has adopted share option scheme to reward those participants who contribute to the success of the Group’s operations.

### 薪酬委員會

於二零一九年十二月三十一日，本公司薪酬委員（「薪酬委員會」）以獨立非執行董事EDE, Ronald Hao Xi先生為委員會主席，李其玲女士及兩名獨立非執行董事一勞同聲先生及林明儀女士為委員會成員。薪酬委員會職權範圍概述如下：

- (i) 就本集團董事及高級管理層的全體薪酬政策及架構，以及就設立正規而具透明度的程序制定薪酬政策，向董事會提出建議；
- (ii) 獲董事會轉授責任釐定各執行董事及高級管理層之薪酬待遇；
- (iii) 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任時應向彼等支付之補償金；
- (iv) 檢討及批准因行為失當而遭解聘或免職之董事所涉及的補償安排；及
- (v) 確保任何董事或其任何聯繫人不得參與自行釐定薪酬。

本集團的薪酬政策是參照市場慣例、董事及員工的資歷、職務及責任釐訂，為招攬、挽留及激勵表現稱職人員，本公司採納購股權計劃，從而對為本集團業務成功作出貢獻之參與者提供獎勵。

The Board considers that the executive directors of the Company, CEO and the financial controller are the key management personnel of the Group. For the year ended 31 December 2019, the aggregate emoluments payable to directors, CEO and the financial controller were within the following bands:

		Number of individuals 人數
Nil to HK\$1,000,000	零至港幣 1,000,000 元	6
HK\$1,000,001 to HK\$2,000,000	港幣 1,000,001 元至港幣 2,000,000 元	1
HK\$2,000,001 to HK\$3,000,000	港幣 2,000,001 元至港幣 3,000,000 元	–
HK\$3,000,001 to HK\$4,000,000	港幣 3,000,001 元至港幣 4,000,000 元	1

Details of the amount of Directors' and chief executive officer's emoluments are set out in note 7 to the financial statements and the details of the Share Option Scheme are set out in note 32 to the financial statements.

The Remuneration Committee had two meetings in 2019 to determine the bonus of senior management and discuss granting options to a director as an incentive for further contribution to the Group.

#### AUDIT COMMITTEE

The Company has an audit committee (the "Audit Committee") which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises three Independent Non-executive Directors of the Company who among themselves possess a wealth of management experience in the accounting profession, commercial, medical and pharmaceutical sectors.

As at 31 December 2019, the Audit Committee's chairman was Mr. Lo Tung Sing Tony, Mr. Ede, Ronald Hao Xi and Ms. Lam Ming Yee Joan were the committee's members. The Audit Committee's terms of reference are summarized as follows:

- (i) to consider and recommend to the board the independence, appointment, re-appointment and removal of external auditors;
- (ii) to approve the remuneration and terms of engagement of the external auditors, and to deal with any questions of its resignation or dismissal;

董事會認為本公司執行董事、總裁及財務總監均為本集團主要管理人員。截至二零一九年十二月三十一日止年度，應付董事、總裁及財務總監之總薪酬介乎以下範圍：

董事及總裁酬金之詳情載於財務報表附註7，而購股權計劃之詳情載於財務報表附註32。

於二零一九年，薪酬委員會舉行了兩次會議以釐定高級管理層獎金及討論授予購股權給一名董事以作為對本集團作進一步貢獻的激勵。

#### 審核委員會

本公司遵照上市規則第3.21條，以審閱及監管本集團財務申報過程及內部監控成立審核委員會（「審核委員會」）。審核委員會包括三名本公司獨立非執行董事。彼等分別於會計專業、商業及醫藥行業具有豐富之管理經驗。

於二零一九年十二月三十一日，審核委員會主席為勞同聲先生、EDE, Ronald Hao Xi先生及林明儀女士為委員會成員。審核委員會的職權範圍概述如下：

- (i) 就外聘核數師的獨立性、委任、重新委任及罷免作出考慮並向董事會提供建議；
- (ii) 批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；

- (iii) to review financial information; and
- (iv) to oversee financial reporting system, risks management and internal control system.

During the year 2019, the Audit Committee had five meetings, two of which were held with external auditors without presence of executive directors. The work performed by the Audit Committee for the year ended 31 December 2019 is summarized below:

- (1) reviewed the external auditors' independence, the terms of engagement and approved the remuneration of the external auditors;
- (2) reviewed the annual audit plan of the external auditors and discussed with them about the nature and scope of the audit;
- (3) reviewed the Group's interim financial information and annual financial statements, before submission to the Board, discussed the financial reporting matters and any areas of concerns during the audits, including but not limited to the impact of the changes in accounting policies and practices, and on the compliance with accounting standards, the Listing Rules and the legal requirements;
- (4) reviewed internal audit report and annual audit plan of the internal audit department and the effectiveness of internal audit function, risk management and internal control systems.

The audited financial statements of the Company for the year ended 31 December 2019 have been reviewed by the Audit Committee before recommending them to the Board for approval.

### AUDITORS' REMUNERATION

Ernst and Young has been reappointed as the Company's external auditors at the AGM on 24 May 2019 until the conclusion of the next AGM. During the year 2019, the remuneration paid or payable to the Company's external auditors in respect of services provided is as follows:

Fees for statutory audit service amounted to RMB1,980,000  
Fees for non-statutory audit service amounted to RMB690,000

- (iii) 審閱財務資料；及
- (iv) 監管財務申報制度、風險管理及內部監控系統。

於二零一九年，審核委員會開會五次，其中兩次在執行董事不在場的情況下與外聘核數師開會。截至二零一九年十二月三十一日止年度，審核委員會的工作摘要如下：

- (1) 審閱外聘核數師的獨立身份、聘任書及批准外聘核數師的薪酬；
- (2) 與外聘核數師檢討年度審核計劃，及討論審核性質及範疇；
- (3) 在向董事會提交半年及年度財務報表前作出審閱，討論有關財務報告事宜及審核過程中之任何問題，包括但不限於會計政策及慣例變動之影響、及是否遵守會計準則、上市規則及法律之規定；
- (4) 審閱內部審計部提交的內部審計報告及每年的內部審計計劃、及內部審核功能、風險管理及內部監控系統的有效性。

本公司截至二零一九年十二月三十一日止年度經審核的財務報表於提呈董事會批准前經由審核委員會審閱。

### 核數師酬金

安永會計師事務所於本公司二零一九年五月二十四日股東週年大會上獲續聘為本公司之外聘核數師直至應屆股東週年大會為止。於二零一九年，就所提供服務已付或應付本公司之外聘核數師之酬金如下：

法定的核數服務費用共人民幣 1,980,000 元  
非法定的核數服務費用共人民幣 690,000 元

## COMPANY SECRETARY

Ms. Pang Kit Ling, the company secretary of the Company, is a full time employee of the Group. During the year, the company secretary of the Company confirmed that she had taken no less than 15 hours of relevant professional training.

## CONSTITUTIONAL DOCUMENTS

There is no change in the Company's memorandum and articles of association during the year ended 31 December 2019.

## SHAREHOLDERS' RIGHTS

Pursuant to Articles 58 of the Company's Articles of Association, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the shareholder(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the shareholder(s) as a result of the failure of the Board shall be reimbursed to the shareholder(s) by the Company.

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

As regards, proposing a person for election as a director, please refer to the procedures available on the website of the Company.

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's principal place of business in Hong Kong at Units 3001-02, 30/F, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong.

## 公司秘書

本公司公司秘書彭潔玲女士為本集團全職僱員，年內，本公司公司秘書確認彼曾參加不少於15小時的相關專業培訓。

## 組織章程文件

於截至二零一九年十二月三十一日止年度，本公司之組織章程大綱及組織章程細則並無任何變動。

## 股東權利

根據本公司之公司組織章程細則第58條之規定，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會表決權利)十分之一的股東，於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則股東(們)可親自以相同方式召開該大會，股東因董事會未有召開會議而招致的任何合理費用，須由本公司償還股東。

開曼群島公司法或本公司之公司組織章程細則並無列明股東可在股東大會上提呈任何新決議案。有意提呈決議案之股東可按上段所載程序要求本公司召開股東大會。

關於提名董事候選人之事宜，請參閱本公司網站所載之程序。

股東可隨時致函本公司之香港主要營業地點(地址為香港灣仔軒尼詩道338號北海中心30樓3001-02室)，向董事會提出查詢及表達意見。

### COMMUNICATIONS WITH SHAREHOLDERS

The Board recognizes the importance of good communications with all shareholders. The Company establishes and maintains different communication channels with its shareholders through the publication of annual and interim reports. Our corporate website which contains corporate information, corporate governance practice, interim and annual reports, announcements and circulars issued by the Company enables the Company's shareholders to have timely and updated information of the Company.

The Company's AGM is a valuable forum for the Board to communicate directly with the shareholders. The Chairman of the Board attends the AGM and arranges the chairman of the committees or in the absence of the chairman of such committees, another member of the committees to be available to answer questions at the AGM. The Chairman proposes separate resolutions for each issue to be considered, including the election of Directors, and put each proposed resolution to the vote by way of a poll. Voting results are posted on the Company's website on the day of AGM.

### 與股東的溝通

董事會認同與所有股東有良好的溝通至為重要，本公司設立不同渠道保持與股東溝通，包括刊印年度報告、中期報告，本公司之網站載有公司資料、企業管治常規、本公司刊發之中期及年度報告、公告及通函，使本公司股東可及時地取得本公司之最新資訊。

本公司的股東週年大會提供寶貴場合讓董事會直接與股東溝通。董事會主席出席股東週年大會，並安排董事會轄下委員會的主席，或在該等委員會的主席缺席時由另一名委員會成員在股東週年大會上回答提問。主席就每項獨立之事宜個別提出決議案以供審議，包括選舉董事，並對各項提呈之決議案以投票方式進行表決。投票表決之結果於股東週年大會日於本公司網站上登載。

## EXECUTIVE DIRECTORS

**Ms. Li, Kei Ling**, aged 71, is an Executive Director and Chairman of the Company. Ms. Li is one of the founders of the Group. She founded the Group in December 1995 and was appointed to the Board in October 2002. She was also the chief executive officer of the Company from 1 March 2015 to 17 April 2016. Ms. Li is also the Chairman of Dawnrays International Co. Ltd., Dawnrays International Company Limited (東瑞國際股份有限公司), Suzhou Dawnrays Pharmaceutical Co., Ltd., Su Zhou Dawnrays Pharmaceutical Science and Technology Co., Ltd., Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., Fujian Dawnrays Pharmaceutical Co., Ltd., Cinmed Medical Equipment (Putian) Co., Ltd., Nanjing PharmaRays Science and Technology Co., Ltd., Guangzhou PharmaRays Science and Technology Co., Ltd., Lanzhou Dawnrays Pharmaceutical Co., Ltd., Dawnrays Pharma (Hong Kong) Ltd., Cinmed (Hong Kong) Investment Ltd. and Top Field Ltd., which are all subsidiaries of the Company. She is the Chairman of the Nomination Committee and a member of the Remuneration Committee. Ms. Li has over twenty years of experience in corporate management, strategic planning, business operations and finance, in particular for pharmaceutical enterprises in the PRC. She is responsible for supervising the strategic management decisions to ensure good corporate governance practices and business policies are established, and executing the overall developmental strategies of the Group.

**Mr. HUNG, Yung Lai**, aged 75, is an Executive Director of the Company and one of the founders of the Group. Mr. Hung founded the Group in December 1995 and was appointed to the Board in October 2002. Mr. Hung also holds directorship in Dawnrays International Co., Ltd., Dawnrays Biotechnology Capital (Asia) Ltd., Dawnrays International Company Limited (東瑞國際股份有限公司), Suzhou Dawnrays Pharmaceutical Co., Ltd., Su Zhou Dawnrays Pharmaceutical Science and Technology Co., Ltd., Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., Lanzhou Dawnrays Pharmaceutical Co., Ltd., and Dawnrays Pharma (Hong Kong) Ltd., which are all subsidiaries of the Company. Mr. Hung holds a degree from 上海音樂學院 (Shanghai Conservatory of Music). He has over twenty years of experience in corporate management and corporate development, and has participated in founding and managing of pharmaceutical and high-tech enterprises. Mr. Hung is an executive director and the chairman of Sing Lee Software (Group) Ltd., a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Hung is a director and chairman of AD Pharmaceuticals Co., Ltd., an associate of the Group.

## 執行董事

**李其玲女士**，71歲，本公司執行董事兼主席。李女士為本集團創辦人之一，彼於一九九五年十二月創立本集團並於二零零二年十月被委任為董事。於二零一五年三月一日至二零一六年四月十七日，彼亦是本公司總裁。李女士亦是本公司之附屬公司包括東瑞國際有限公司、東瑞國際股份有限公司、蘇州東瑞製藥有限公司、蘇州東瑞醫藥科技有限公司、東瑞(南通)醫藥科技有限公司、福建東瑞製藥有限公司、興安醫療器械(莆田)有限公司、南京福美瑞信科技有限公司、廣州福美瑞信科技有限公司、蘭州東瑞製藥有限公司、東瑞藥業(香港)有限公司、興安(香港)投資有限公司及Top Field Ltd.之主席，彼也是提名委員會主席及薪酬委員會的成員。李女士於企業管理、策略規劃、業務營運及財務等方面，尤其在中國製藥企業的上述有關方面，擁有逾二十年經驗。彼負責監督管理決策之執行，確保制定良好的企業管治常規和經營方針，及制定本集團的整體發展策略。

**熊融禮先生**，75歲，本公司執行董事及本集團創辦人之一。熊先生於一九九五年十二月創立本集團並於二零零二年十月被委任為董事。熊先生亦於本公司之附屬公司包括東瑞國際有限公司、東瑞生物投資發展(亞洲)有限公司、東瑞國際股份有限公司、蘇州東瑞製藥有限公司、蘇州東瑞醫藥科技有限公司、東瑞(南通)醫藥科技有限公司、蘭州東瑞製藥有限公司及東瑞藥業(香港)有限公司擔任董事職務。熊先生持有上海音樂學院的學位。彼於企業管理與公司發展方面擁有逾二十年經驗，並曾創立及管理製藥及高科技企業。熊先生是聯交所創業板上市公司新利軟件(集團)股份有限公司的執行董事兼主席。熊先生為本集團一間聯營公司—康融東方(廣東)醫藥有限公司之董事兼主席。



### 董事及高級管理層履歷

**Mr. CHEN, Shaojun**, aged 42, is an Executive Director and chief executive officer of the Company. He joined the sales and marketing department of Suzhou Dawnrays Pharmaceutical Company Limited, a subsidiary of the Company, in August 2002 as area manager and was responsible for developing area market of the Group's new specific medicines and managing sales business. Mr. Chen has long specialized in sales promotion, network building, brand upgrading, planning and managing of business development in China pharmaceutical market. He has accumulated almost twenty years of experience in pharmaceutical sales and marketing and corporate development and management. Mr. Chen was appointed as executive vice president of the Company in December 2014 and became the chief executive officer of the Company on 18 April 2016 to take charge of daily business operations of the Group. Mr. Chen was appointed as Executive Director of the Company on 8 January 2018. Mr. Chen also holds directorship in Suzhou Dawnrays Pharmaceutical Co., Ltd., Su Zhou Dawnrays Pharmaceutical Science and Technology Co., Ltd., Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., Fujian Dawnrays Pharmaceutical Co., Ltd., Lanzhou Dawnrays Pharmaceutical Co., Ltd., Nanjing PharmaRays Science and Technology Co., Ltd., and Guangzhou PharmaRays Science and Technology Co., Ltd. which are all subsidiaries of the Company. He is also the general manager of Dawnrays Pharma (Hong Kong) Limited, a subsidiary of the Company.

### NON-EXECUTIVE DIRECTOR

**Mr. LEUNG, Hong Man**, aged 45, is a Non-executive Director of the Company. He joined the Group and was appointed to the Board in November 2005. Mr. Leung has started his business career in knitting machinery since 1993. He has over ten years experience in sales and management and also over ten years experience in finance and property investments. In recent years, Mr. Leung has strived to exploit business in hi-tech agriculture and arts and cultural industries. Mr. Leung currently is the shareholder and the director of Toyo International Investment Ltd., which has been one of the substantial shareholders (as required to be disclosed under Part XV of the Securities and Futures Ordinance) of the Company since September 2005.

**陳紹軍先生**，42歲，本公司執行董事兼總裁，於二零零二年八月加盟本公司之附屬公司蘇州東瑞製藥有限公司銷售及市場推廣部擔任地區經理，負責開拓本集團的新專科藥產品地區市場和管理其銷售業務。陳先生長期專注於中國醫藥市場的銷售推廣、網絡建設、品牌提升及業務拓展的計劃與管理工作，於醫藥營銷及企業發展與管理等方面積累了近二十年的經驗。於二零一四年十二月，陳先生被委任為本公司常務副總裁；並於二零一六年四月十八日成為本公司總裁，負責管理本集團日常營運事務。陳先生於二零一八年一月八日被委任為本公司執行董事。陳先生亦於本公司之附屬公司包括蘇州東瑞製藥有限公司、蘇州東瑞醫藥科技有限公司、東瑞(南通)醫藥科技有限公司、福建東瑞製藥有限公司、蘭州東瑞製藥有限公司、南京福美瑞信科技有限公司及廣州福美瑞信科技有限公司擔任董事職務。彼亦是本公司附屬公司東瑞藥業(香港)有限公司總經理。

### 非執行董事

**梁康民先生**，45歲，本公司非執行董事，彼於二零零五年十一月加盟本集團及被委任為董事。梁先生自一九九三年開展針織機械事業，在銷售及管理工作方面累積超過十年經驗，以及逾十年的金融及房地產投資經驗。近年更致力拓展高新農業事務和文化藝術行業。梁先生現時為東海國際投資有限公司(自二零零五年九月起成為本公司根據證券及期貨條例第XV部需要披露的主要股東之一)的股東及董事。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LO Tung Sing Tony**, aged 51, is an Independent Non-executive Director of the Company. Mr. Lo joined the Group in October 2010. He is the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company respectively. Mr. Lo has extensive experience in financial management and business development in Hong Kong and multinational companies. He obtained his Bachelor degree in Business Administration from The Chinese University of Hong Kong and Master of Science in Financial Management from The University of London. Mr. Lo is an associate member of The Hong Kong Institute of Certified Public Accountants and a full member of CPA Australia. He currently holds the position of the Head of Corporate Accounting and Taxation at The Hong Kong Jockey Club.

**Mr. EDE, Ronald Hao Xi**, aged 61, is an Independent Non-executive Director of the Company. Mr. Ede joined the Group in June 2015 and was appointed as a Non-executive Director. He was re-designated as an Independent Non-executive Director, the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company with effect from 1 July 2017. Mr. Ede has extensive experience in financial and business management in multinational companies. He obtained his Bachelor degree in Business Administration from The University of Hawaii and a Master of Business Administration degree from The University of Washington. He is also a fellow member of the Institute of Singapore Chartered Accountants. Mr. Ede was appointed as Mindray Medical International Ltd's independent director and chairman of the audit committee in January 2017. Mr. Ede currently holds the position of executive director and chief financial officer of Innovent Biologics Inc. (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited).

### 獨立非執行董事

勞同聲先生，51歲，本公司獨立非執行董事。勞先生於二零一零年十月加盟本集團。彼現分別為本公司審核委員會主席、薪酬委員會及提名委員會的成員。勞先生於香港及跨國公司財務管理及業務發展方面擁有廣泛經驗。勞先生於香港中文大學取得工商管理學士學位及於倫敦大學取得財務管理學碩士學位。彼亦是香港會計師公會及澳洲會計師公會會員。彼現任香港賽馬會公司會計及稅務主管。

**EDE, Ronald Hao Xi** 先生，61歲，本公司獨立非執行董事。EDE先生於二零一五年六月加盟本集團及被委任為非執行董事。於二零一七年七月一日起被調任為本公司獨立非執行董事、薪酬委員會主席、審核委員會以及提名委員會的成員。EDE先生於跨國公司財務及業務管理方面擁有廣泛經驗。彼於夏威夷大學(The University of Hawaii)取得工商管理學士學位及於華盛頓大學(The University of Washington)取得工商管理碩士學位。彼亦是新加坡特許會計師公會資深會員。EDE先生於二零一七年一月被委任為邁瑞醫療國際有限公司的獨立董事及審核委員會主席。EDE先生現任信達生物製藥有限公司(一間於香港聯合交易所有限公司主版上市公司)執行董事兼首席財務官。

### 董事及高級管理層履歷

**Ms. LAM, Ming Yee Joan**, aged 52, is an Independent Non-executive Director of the Company. Ms. Lam joined the group in May 2018. She is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company respectively. Ms. Lam earned her bachelor degree in accountancy from City University of Hong Kong. She is a certified public accountant in Hong Kong. Ms. Lam has extensive experience in the finance and accounting field, gained from major international financial institutions and listed company in Hong Kong.

#### SENIOR MANAGEMENT

**Mr. WU Yi Jun**, aged 56, is the Financial Controller of the Group. Mr. Wu is responsible for the Group's financial management including financial planning, capital budgeting, execution of costing, budget planning and monitoring. Mr. Wu holds directorship in Fujian Dawnrays Pharmaceutical Co., Ltd., Nanjing PharmaRays Science and Technology Co., Ltd. and Guangzhou PharmaRays Science and Technology Co., Ltd. which are all subsidiaries of the Company. Mr. Wu obtained a Bachelor degree of Accountancy from Nanjing Audit Institute (renamed as Nanjing Audit University in 2015). He attained economist and senior accountant qualification in the PRC. Mr. Wu has over thirty years' experience in auditing, budgeting, financial management, corporate banking, economic management and PRC's taxation regulations. Mr. Wu joined the Group in December 2002.

**林明儀女士**，52歲，本公司獨立非執行董事，林女士於二零一八年五月加盟本集團，彼現分別為本公司審核委員會、薪酬委員會及提名委員會的成員。林女士擁有香港城市大學會計學學士學位，彼亦是香港專業會計師。林女士曾於多家跨國金融機構及香港上市公司任職，擁有豐富的財務與會計管理經驗。

#### 高級管理層

**吳義俊先生**，56歲，本集團財務總監，負責本集團的財務管理包括財務策劃、資金規劃、成本核算、預算編制及監督工作。吳先生亦於本公司之附屬公司包括福建東瑞製藥有限公司、南京福美瑞信科技有限公司及廣州福美瑞信科技有限公司擔任董事職務。吳先生持有南京審計學院（於二零一五年更名為南京審計大學）會計學士學位，並持有經濟師和中國高級會計師資格。吳先生於審計、財政預算、財務管理、銀行借貸、經濟管理及中國稅務法規方面擁有超過三十年經驗。吳先生於二零零二年十二月加盟本集團。

The board of Directors (the “Board”) herein present their report and the audited financial statements of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group’s principal activities during the year.

## DIVIDEND POLICY

The Company aims to provide its shareholders with a target annual dividend payout ratio between 25% to 50% of the profit after tax attributable to owners of the parent in any financial year subject to the following factors:

1. the Company’s actual and expected cash flow positions and financial performance;
2. projected capital expenditure, future expansion plans and growth opportunities;
3. the Group’s debts to equity ratio, return on equity and the relevant financial covenants;
4. general economic conditions and business cycle of the Group’s core business;
5. general expectation of shareholders and investors of the Company; and
6. any other factors that the Board deems appropriate.

The Board will declare dividends semi-annually. The payment of final dividend is subject to the approval of Shareholders and scrip dividend distribution option also may be provided for the election of the Shareholders in relation to the payment of final dividend in any financial year. This dividend policy and the declaration and/or payment of dividends under this policy are subject to the Board’s continuing determination that this dividend policy and the declaration and/or payment of dividends would be in the best interests of the Group and the Shareholders, and are in compliance with all applicable laws and regulations.

董事會(「董事會」)提呈其董事會報告及東瑞製葯(控股)有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度的經審核財務報表。

## 主要業務

本公司的主要業務為投資控股。附屬公司的主要業務詳情載列於財務報表附註1。本集團於年內的主要業務性質並無重大變動。

## 股息政策

本公司致力於任何財政年度為其股東派發約佔母公司擁有人除稅後溢利的25%–50%的年度派息比例，惟受限於以下因素：

1. 本公司的實際及預期現金流狀況及財務表現；
2. 預計資本開支、未來擴展計劃及增長機會；
3. 本集團負債權益比率、股本回報率及相關財務契約；
4. 整體經濟狀況及本集團核心業務的業務週期；
5. 本公司股東及投資者的整體期望；及
6. 董事會認為適當的任何其他因素。

董事會將每半年宣派股息。末期股息的派發須待股東批准，而本公司亦可能於任何財政年度就末期股息的派發提供以股代息分派選項以供股東選擇。董事會會持續審訂本股息政策以及根據本政策宣派及／或派發的股息，以確定本股息政策以及宣派及／或派發的股息符合本集團及股東的最佳利益，並遵守所有適用法律及法規。

### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2019 and the state of affairs of the Company and the Group at that date are set out in the audited financial statements on pages 79 to 209.

An interim dividend of HK\$0.015 per ordinary share was paid on 10 October 2019. The Board recommends the payment of a final dividend of HK\$0.043 per ordinary share in respect of the year, to shareholders on the register of members on 3 June 2020. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position.

### BUSINESS REVIEW

Review of the Group's business for the year ended 31 December 2019 are presented in "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 9 and pages 10 to 18 respectively. The "Financial Review" on pages 19 to 28 also includes an analysis of the Group's financial key performance indicators during the year. Future developments in the Group's business are disclosed in "Chairman's Statement" on page 6 to 8 and "Management Discussion and Analysis" on pages 10 to 16.

The applicable discussion and analysis as cross-referenced above shall form an integral part of this Report of the Directors.

### EVENTS AFTER THE REPORTING PERIOD

Cinmed Pharmaceuticals Co. Ltd. has been renamed as Fujian Dawnrays Pharmaceutical Co., Ltd. since 2 March 2020.

In August 2019, Cinmed Pharmaceuticals and Suzhou Dawnrays Pharmaceutical Co., Ltd. ("Suzhou Dawnrays Pharmaceutical"), a subsidiary of the Group, as defendants received a writ. On 2 November 2019, the Intermediate People's Court of Putian City, Fujian Province dismissed the plaintiff's claim. The plaintiff filed an appeal but finally withdrew it to end the lawsuit, on 2 March 2020. Cinmed Pharmaceuticals and Suzhou Dawnrays Pharmaceutical were not required to pay any legal costs or compensations. As at 31 December 2019, certain of Cinmed Pharmaceuticals' buildings and bank accounts with net carrying amounts of RMB7,272,000 and RMB2,840,000 were attached or frozen according to the order of the court. The buildings and bank accounts were unattached and unfrozen on 25 March 2020 and 26 March 2020 respectively.

### 業績及股息

本集團截至二零一九年十二月三十一日止年度的溢利及本公司及本集團於該日的財務狀況，載於經審核財務報表第79至209頁。

每股普通股港幣0.015元的中期股息已於二零一九年十月十日派發。董事會建議向於二零二零年六月三日名列股東名冊的股東支付末期股息每股普通股港幣0.043元。有關建議已列入財務報表，並以分配保留溢利的形式計入財務狀況表內權益一節中。

### 業務回顧

本集團截至二零一九年十二月三十一日止年度的業務回顧，分別載於「主席報告」第5至9頁及「管理層討論與分析」第10至18頁。「財務回顧」第19至28頁亦包括了本年度本集團主要財務表現指標的分析。本集團的未來發展於「主席報告」第6至8頁及「管理層討論與分析」第10至16頁披露。

上述互相參照之適用討論及分析是本董事會報告書的組成部分。

### 報告期後事項

興安藥業有限公司自二零二零年三月二日起改名為福建東瑞製藥有限公司。

於二零一九年八月，興安藥業與本集團之附屬公司蘇州東瑞製藥有限公司（「蘇州東瑞製藥」）收到被列為被告人的起訴書，於二零一九年十一月二日福建省莆田市中级人民法院判決駁回原告人的訴訟書請求。原告人曾提出上訴，最終於二零二零年三月二日撤回上訴結束訴訟，興安藥業及蘇州東瑞製藥不需支付任何訴訟費及賠償。於二零一九年十二月三十一日興安藥業若干樓宇及銀行賬戶賬面淨值人民幣7,272,000元及人民幣2,840,000元已根據法院命令被查封或凍結，樓宇及銀行賬戶已分別於二零二零年三月二十五日及三月二十六日獲解除查封及凍結。

The outbreak of novel coronavirus pneumonia in January 2020 has varying degrees of impact on industries in China. In response to the call of the state, the Group has promptly established the outbreak prevention and control headquarters and coordinated all aspects of work. It has formulated an outbreak prevention and control management system and has prepared sufficient prevention and control materials required for resumption of work. It has actively coordinated with government departments for the return of employees to work in a timely manner, and has strived to carry out both outbreak prevention and production. Through the joint efforts of all employees, the production and supply of products for national centralized procurement and main products of the Group have been basically ensured. Sales dropped significantly from January to February 2020, due to the logistics during the Spring Festival holiday and the outbreak, and returned to normal gradually in March. According to the current situation, the impact on sales for the year is expected to be approximately 10%. In terms of research and development, the main impact is on the progress of clinical projects for products under research. In addition, affected by the outbreak, the construction periods for the Lanzhou Dawnrays project and the Suzhou Dawnrays relocation project have been delayed by one month. Other systems have not been affected basically.

## PRINCIPAL RISKS AND UNCERTAINTIES

Details about the Group's financial risk management objectives and policies are disclosed in note 37 to the financial statements. The following risks and uncertainties may affect the results and business operations of the Group, some of which are inherent to pharmaceutical sector and some are from external sources.

### (1) DRUG APPROVAL PROCESS IN RELATION TO PRODUCTS UNDER DEVELOPMENT

The actual timing of the market launch of products under development could vary significantly from our estimates due to a number of factors including delays or failures in our pre-clinical studies or clinical trials, the lengthy approval process and the uncertainties in the outcome of regulatory approval process. If any of the necessary approvals in relation to products under development is delayed or not obtained, this could adversely affect the timing of the market launch of the products. The Group is committed to investing in research and development of new drugs in order to ensure a rich product pipeline.

二零二零年一月爆發的新冠肺炎疫情，對國內的各個行業都產生了不同程度的影響，本集團響應國家號召積極應對，及時成立疫情防控總指揮部，統一協調各方面工作。制定疫情防控管理制度，備足復工所需防控物資，與政府部門積極協調員工及時返崗，努力做到防疫和生產兩不誤。經全體員工的共同努力，基本保證國家集採產品和本集團主要產品的生產供應。銷售方面，由於春節假期及受疫情期間物流的影響，二零二零年一至二月份銷售額較大幅度下降，三月份逐漸恢復正常，按目前情況預計對全年銷售影響在10%左右。研發方面主要影響在研產品臨床項目的進度。另外，蘭州東瑞項目和蘇州東瑞搬遷項目受疫情影響工期延期一個月。其他系統基本沒有影響。

### 主要風險及不確定性

本集團的金融風險管理目標及對策載於財務報表附註37。下列之風險及不確定性可能會影響本集團之業績及業務經營，部份因素屬醫藥行業固有，部份則來自外界來源。

### (1) 有關開發中產品之藥品批准

開發中產品上市之實際時間可能由於多項因素而與本集團預期之時間存在重大差異，包括臨床前研究或臨床試驗延遲或失敗，審批流程需時及監管批准過程結果之不確定性。倘任何開發中產品須取得之必要批准有所延誤或未能獲取，將影響該等產品上市之實際時間。本集團致力投資於研發新藥品以確保擁有豐富的在研產品線。

### (2) TENDER AND PRICE CONTROL

The Group has to participate in a government-led tender process every year or every few years. In the event that the Group fails to win the tender in a tender process, the sale of the Group's products to public hospitals in such provinces will be prohibited and the Group will lose market share of that part. In addition, certain new methods have been recently adopted in the tender process for centralized procurement of drugs, which may exert further downward pressure against the price of pharmaceutical products and the Group's market share, revenue and profitability may be adversely affected. The Group has a team of staff monitoring and handling the drug tenders with the objective of winning the tenders for the Group's products at a desirable price level.

### (3) HEALTHCARE REFORM IN CHINA

The healthcare system in the PRC is undergoing a crucial reform period, where laws, regulations and policies in effect governing the medical, healthcare and pharmaceutical industry are constantly evolving. New policies implementation may have material effects to the Group. It may also incur significant costs, divert the resources and attention of the management and thus leading to more uncertainties and risks in respect of the Group's business and operation.

### (4) PRC ENVIRONMENTAL AND SAFETY REGULATIONS

The PRC government amends relevant laws, rules and regulations from time to time in order to impose a more stringent standard for environmental and safety protection. The Group is subject to such laws, rules and regulations including but not limited to those in relation to the discharge of gaseous waste, liquid waste and solid waste, noise pollution and the safety of the workers during the manufacturing process. Any violation of these laws, rules or regulations may result in substantial fines, criminal sanctions, revocation of operating permits, shutdown of the production facilities and obligations to take corrective measures.

### (2) 招標及價格控制

本集團須每年參與或每隔幾年參與政府主導的招標程序。倘本集團未能在招標程序中中標，本集團的產品將不能銷售至各省份的公立醫院，本集團也將會失去該部分的市場份額；另外，最近集採招標過程中採用若干新方法，可能對醫藥產品價格造成進一步下調的壓力。這對本集團的市場份額、收入及盈利能力可能會有不利影響。本集團擁有一隊監督及處理藥品招標之隊伍，負責為本集團產品爭取以理想之價格水平中標。

### (3) 中國醫療改革

中國當前處於醫療體制改革關鍵時期，很多監管醫療保健及製藥業的法律、法規或執行政策正在發展且經常變更。新政策推行均可能對本集團造成重大影響，也可能產生高昂費用、分散資源及管理層注意力，因而使本集團的業務及營運面臨的不確定因素及風險增加。

### (4) 中國環境及安全法規

中國政府不時修訂相關的法律、規則及法規，以對環境及安全保障實施更嚴格的標準。本集團需要遵守該等法律、規則及法規，包括但不限於有關氣體廢物、液體廢物及固體廢物之排放、噪音污染以及製造流程中工人之安全。違反任何該等法律、規則及法規均可能導致大額罰款、刑事制裁、撤銷經營許可、關閉生產設施及須採取修正措施。

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board is well aware of the importance of environmental protection on the Group's sustainability and stable development. The Group strives to improve product quality while achieving the best balance between cost control and environmental protection, devotes to be a resource-saving and environment-friendly enterprise with low energy and resources consumption and low level of discharge on wastages. The Group has established an environmental management system to promote clean production, to reduce pollution and to reduce the risk of environmental accidents. The Group also evaluates environmental and social risks of its suppliers on a regular basis to ensure the safety of its supply chains.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The environmental, social and governance report of the Company prepared in accordance with Appendix 27 of the Listing Rules will be announced on The Stock Exchange of Hong Kong Limited and the Company's website within three months after the publication of the annual report of the Company.

## COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

As far as the directors and management are aware, for the year ended 31 December 2019, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

## KEY RELATIONSHIPS

### (1) EMPLOYEES

Being people-oriented, the Group ensures all staff are reasonable remunerated and also continues to improve and regularly review and update its policies on remuneration and benefits, training, occupational health and safety. The staff and remuneration policy are presented in "Management Discussion and Analysis" on page 27.

## 環保政策及表現

董事會非常瞭解環境保護對本集團持續穩定發展的重要性。本集團力求在提高產品品質的同時在成本控制及環境保護之間取得最佳平衡，致力成為能源資源消耗少、污染物排放低、節約資源及保護環境的企業。本集團通過環境管理體系的建立，推行清潔生產，減少污染，降低環境事故風險，亦定期評估供應商的环境和社會風險，以確保其供應鏈安全。

## 環境、社會及管治報告

根據上市規則附錄27編製的本公司環境、社會及管治報告將於本公司年報刊發後三個月內在香港聯合交易所有限公司及本公司網站上公佈。

## 遵守相關法律及規例

就董事及管理層所知，截至二零一九年十二月三十一日止年度，本集團已遵守對本集團業務及營運有重大影響之相關法律及規例。

## 重要關係

### (1) 僱員

本集團以人為本，給予僱員合理待遇，同時為挽留人才不斷完善薪酬福利、培訓、職業健康與安全等制度，並定期檢討更新。本集團的僱員及薪酬政策載於「管理層討論與分析」第27頁。



## 董事會報告

### (2) SUPPLIERS

The Group has established a supplier management system to handpick suppliers through a screening and evaluation process based on quality and price. Furthermore, the Group also carries out field audit on its suppliers when necessary, with a view to make endeavor to ensure its suppliers are equipped to provide guarantees on quality, as well as safety and other environmental issues that require managerial skills. Such audit cover a number of areas, including productivity, technical standards, quality assurance, supply capability, as well as safety and environmental management credentials.

### (3) DISTRIBUTORS

The Group sells some of products to customers through third-party distributors. The Group works closely with distributors to ensure that the Group shares the view for upholding brand value and customer services, specifically focusing on attracting and retaining customers in order to drive sales growth. The Group also requires distributors to comply with the Group's policies and promotional activities standards. The Group also monitors the financial condition and repayment history of distributors.

### (4) CUSTOMERS

The Group maintains a good relationship with its customers and constantly endeavours to deliver quality products and services to its customers. The Group also directs dedicated efforts to deal with complaints about relevant products and has established relevant processes to handle complaints. In addition the Group has assigned staff to investigate customers' complaint cases and provide timely feedbacks in order to safeguard customers' benefits.

### (2) 供應商

本集團建立了供應商管理制度，通過品質、價格對供應商篩選及評估以挑選供應商。此外，為求致力確保供應商在品質保證、安全及其他環境管理等方面的能力，本集團按需要到供應商現場調查，對其生產能力、技術水準、品質保證能力、供貨能力、安全環境管理資質等方面進行實地審查。

### (3) 分銷商

本集團透過第三方分銷商向客戶出售部份產品。本集團與分銷商合作緊密，以確保本集團於提升品牌價值及客戶服務方面（尤其是專注於吸引和維繫顧客以促進銷售增長）之觀點一致。本集團要求分銷商遵守本集團的政策及推廣活動標準，亦會監察分銷商之財務狀況及還款紀錄。

### (4) 客戶

本集團與顧客關係良好，不斷致力為客戶提供優質產品及服務，對有關產品的投訴更是高度重視，並已制定處理投訴機制，公司設有專責人員對投訴事件進行調查，並對客戶提供及時回饋，保障客戶利益。

## CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 29 to 46 of the annual report.

## EMOLUMENT POLICY

The Group's emolument policy bases on the market practice, the qualification, duties and responsibilities of Directors and employees. Other fringe benefits, including defined contribution retirement schemes, share option scheme and medical cover are also provided.

## 企業管治

本公司之企業管治常規詳情載於年報第29至46頁之企業管治報告內。

## 薪酬政策

本集團的薪酬政策是參照市場慣例、董事及員工的資歷、職務及責任釐訂。另提供其他福利包括定額供款退休計劃、購股權計劃及醫療福利。

## REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals during the year are set out in notes 7 and 8 to the financial statements.

## SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out on page 210. This summary does not form part of the audited financial statements.

## DONATION

During the year, the Group made charitable donation amounting to RMB32,000.

## PROPERTY, PLANT AND EQUIPMENT AND LAND LEASE

Details of movements in property, plant and equipment and land lease of the Company and the Group during the year are set out in notes 13 and 14 to the financial statements, respectively.

## INTEREST-BEARING BANK LOANS

Details of interest-bearing bank loans of the Group as at 31 December 2019 are set out in note 26 to the financial statements.

## SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 30 to the financial statements.

## PRE-EMPTIVE RIGHTS

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

## 董事及五名最高薪人士之酬金

年內，董事及五名最高薪人士之酬金詳情載於財務報表附註7及附註8。

## 財務資料概要

節錄自本集團最近五個財政年度已公佈的經審核財務報表的已公佈業績、資產及負債概要載於第210頁。該概要並不構成經審核財務報表的部分。

## 捐款

年內，本集團的慈善捐款為人民幣32,000元。

## 物業、廠房及設備及土地租賃

本公司及本集團於年內的物業、廠房及設備及土地租賃的變動詳情，分別載於財務報表的附註13及14。

## 計息銀行貸款

本集團於二零一九年十二月三十一日的計息銀行貸款詳情載於財務報表附註26。

## 股本

本公司之股本於本年度之變動載於財務報表附註30。

## 優先購買權

本公司的公司組織章程細則或開曼群島法律並無有關優先購買權的條文，規定本公司須按比例提呈發售新股予現有股東。

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, the Company repurchased 33,394,000 shares of the Company's listed securities on The Stock Exchange at an aggregate consideration of HK\$47,967,420 before expenses. The Directors believe that the repurchases reflect the Company's confidence in its long term business prospects and would ultimately benefit the Company and for the enhancement of shareholder value in the long term. The repurchased shares, of which 29,801,000 shares were cancelled in 2019 and the remaining 3,593,000 shares were cancelled on 17 February 2020. The monthly breakdown of shares repurchased during the year was as follows:

### 購買、贖回或出售本公司上市證券

年內，本公司在聯交所購回33,394,000股本公司上市證券，未計其他費用之總代價為港幣47,967,420元，董事認為，股份回購能反映本公司對其長遠業務前景之信心，最終將為本公司帶來裨益及為提高股東長遠利益而作出。購回的股份其中29,801,000股已於二零一九年內註銷，剩餘3,593,000股已於二零二零年二月十七日註銷。於年內每月購回股份之詳情列載如下：

Month of Repurchase	購回月份	Number of Shares repurchased	The highest price paid per share (HK\$)	The lowest price paid per share (HK\$)	Aggregate consideration paid (HK\$)
			每股已付最高價格 (港幣)	每股已付最低價格 (港幣)	總代價 (港幣)
May 2019	二零一九年五月份	1,156,000	1.42	1.35	1,596,270
June 2019	二零一九年六月份	5,869,000	1.49	1.38	8,407,710
July 2019	二零一九年七月份	8,313,000	1.51	1.45	12,206,910
August 2019	二零一九年八月份	695,000	1.36	1.27	899,010
September 2019	二零一九年九月份	5,288,000	1.53	1.35	7,720,320
October 2019	二零一九年十月份	4,076,000	1.49	1.39	5,876,420
November 2019	二零一九年十一月份	4,259,000	1.46	1.38	6,028,770
December 2019	二零一九年十二月份	3,738,000	1.43	1.37	5,232,010
Total	總計	33,394,000			47,967,420

Save as disclosed above, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities for the year ended 31 December 2019.

除上文披露者外，截至二零一九年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in consolidated statement of changes in equity and note 33 to the financial statements.

## DISTRIBUTABLE RESERVES

At 31 December 2019 the Company's reserves available for distribution amounted to RMB196,705,000, of which RMB61,358,000 has been proposed as a final dividend for the year.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 21.94% of the total sales for the year and sales to the largest customer included therein amounted to 6.27%. Purchases from the Group's five largest suppliers accounted for 30.59% of the total purchases for the year and purchases from the largest supplier included therein amounted to 10.63%.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

## 儲備

本公司及本集團於年內的儲備變動詳情，載於綜合權益變動表及財務報表附註33。

## 可供分派儲備

本公司於二零一九年十二月三十一日的可供分派儲備達人民幣196,705,000元，其中建議人民幣61,358,000元用作宣派年內的末期股息。

## 主要客戶及供應商

於回顧年內，向本集團五大客戶的銷售額佔本年銷售總額的21.94%，而向其中最大客戶的銷售額則佔6.27%。向本集團五大供應商的採購額佔年內採購總額的30.59%，而向其中最大供應商的採購額則佔10.63%。

本公司董事或其任何聯繫人或任何股東（據董事所知，擁有本公司已發行股本逾5%權益）於本集團五大客戶或供應商中並無擁有任何實益權益。

## 董事會報告

### DIRECTORS

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

#### EXECUTIVE DIRECTORS

Ms. Li Kei Ling  
Mr. Hung Yung Lai  
Mr. Chen Shaojun

#### NON-EXECUTIVE DIRECTOR

Mr. Leung Hong Man

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lo Tung Sing Tony  
Mr. Ede, Ronald Hao Xi  
Ms. Lam Ming Yee Joan

In accordance with the article 87 of the Company's articles of association (the "Articles"), Mr. Hung Yung Lai, Mr. Leung Hong Man and Mr. Lo Tung Sing Tony will retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting ("AGM").

Mr. Lo Tung Sing Tony ("Mr. Lo") has served as an independent non-executive Director for more than nine years. The nomination committee of the Company has assessed the independence of Mr. Lo and considered that he meets the independence factors set out in Rule 3.13 of the Listing Rules. Mr. Lo is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, he continues to demonstrate his ability to provide an independent, balanced and objective view to the affairs of the Company and there is no evidence that his tenure has had any impact on his independence. The Board is of the opinion that Mr. Lo Tung Sing Tony remains independent notwithstanding the length of his service and it believes that his valuable knowledge and experience will continue to generate significant contribution to the Group.

The Company has received annual confirmations of independence from Mr. Lo Tung Sing Tony, Mr. Ede, Ronald Hao Xi and Ms. Lam Ming Yee Joan and as at the date of this report still considers them to be independent.

### 董事

本公司於年內及截至本報告刊發之日止的董事如下：

#### 執行董事

李其玲女士  
熊融禮先生  
陳紹軍先生

#### 非執行董事

梁康民先生

#### 獨立非執行董事

勞同聲先生  
EDE, Ronald Hao Xi先生  
林明儀女士

根據本公司組織章程細則(「組織章程細則」)第87條，熊融禮先生，梁康民先生及勞同聲先生將於應屆股東週年大會(「股東週年大會」)上輪席告退，並符合資格願膺選連任。

勞同聲先生已擔任獨立非執行董事逾九年。本公司提名委員會已經評估勞同聲先生之獨立性，並認為彼符合上市規則第3.13條所載之獨立性因素，勞先生並無參與本公司之日常管理，亦無涉及將妨礙彼作出獨立判斷的任何關係或事宜，而彼已表明能夠就本公司的事務提供獨立、平衡及客觀的意見，概無證據顯示彼於委任年間的獨立性有任何影響。董事會認為勞同聲先生雖然長時間服務本公司但仍具獨立性及彼之寶貴的知識及經驗將繼續對本集團作出重大貢獻。

本公司已取得勞同聲先生、EDE, Ronald Hao Xi先生及林明儀女士的年度獨立確認書，並於本報告刊發之日仍視彼等為獨立人士。

## DIRECTORS' AND KEY MANAGEMENT'S BIOGRAPHIES

The Board considers the executive directors of the Company, CEO and the financial controller are the key management personnel of the Group.

Biographical details of the Directors of the Company and the financial controller are set out on pages 47 to 50 of the annual report.

## DIRECTORS' SERVICE CONTRACTS

Ms. Li Kei Ling entered into a service contract with the Company for a term of two years which commenced on 1 July 2003. Ms. Li's service contract was renewed for a term of three years which commenced on 1 July 2005 and will continue thereafter for successive terms of three years. Her appointment is subject to termination by either party giving not less than three months' written notice. Ms. Li is currently entitled to director's fee and other remuneration from the Group totally HK\$1,162,800 per year.

Mr. Hung Yung Lai entered into a service contract with the Company for a term of two years which commenced on 1 July 2003. Mr. Hung's service contract was renewed for a term of three years which commenced on 1 July 2005 and will continue thereafter for successive terms of three years. His appointment is subject to termination by either party giving not less than three months' written notice. Mr. Hung is currently entitled to director's fee and other remuneration from the Group totally HK\$742,800 per year.

Mr. Chen Shaojun entered into a service contract with the Company for a term of two years which commenced on 8 January 2018 and will continue thereafter for successive terms of two years. His appointment is subject to termination by either party giving not less than two months' written notice. Mr. Chen is currently entitled to director's fee and other remuneration from the Group totally HK\$1,829,184 and a discretionary bonus payable at the absolute discretion of the Board from time to time.

Mr. Leung Hong Man entered into a letter of appointment with the Company for a term of two years which commenced on 1 November 2005 and will continue thereafter for successive terms of two years. Mr. Leung is currently entitled to a basic annual remuneration of HK\$300,000. Mr. Leung's appointment is subject to termination by either party giving not less than one month's written notice. Save for the above director's fee, Mr. Leung is not entitled to any other remuneration.

## 董事及主要管理層履歷

董事會認為本公司執行董事、總裁及財務總監均為本集團主要管理人員。

本公司董事及財務總監的履歷詳情載於年報第47至50頁。

## 董事服務合約

李其玲女士與本公司簽訂服務合約，由二零零三年七月一日開始為期兩年。李女士的服務合約於二零零五年七月一日獲續約三年，其後每次續期三年，其委任可由任何一方發出不少於三個月書面通知書予以終止。李女士目前於本集團有權享有董事袍金及其他酬金每年共港幣1,162,800元。

熊融禮先生與本公司簽訂服務合約，由二零零三年七月一日開始為期兩年。熊先生的服務合約由二零零五年七月一日開始獲續約三年，其後每次續期三年，其委任可由任何一方發出不少於三個月書面通知書予以終止。熊先生目前於本集團有權享有董事袍金及其他酬金每年共港幣742,800元。

陳紹軍先生與本公司訂立服務合約，由二零一八年一月八日開始為期兩年，其後每次續期兩年。其委任可由任何一方發出不少於二個月書面通知書予以終止。陳先生目前於本集團有權享有董事袍金及其他酬金每年共港幣1,829,184元及董事會不時酌情發放的花紅。

梁康民先生與本公司訂立委任函，由二零零五年十一月一日開始為期兩年，其後每次續期兩年，梁先生現時享有年度酬金港幣300,000元。梁先生的委任均可於任何一方發出不少於一個月書面通知書予以終止。除上述董事袍金外，梁先生並無享有任何其他酬金。

## 董事會報告

Mr. Lo Tung Sing Tony entered into a letter of appointment with the Company for a term of two years which commenced on 1 October 2010 and will continue thereafter for successive terms of two years. Mr. Ede, Ronald Hao Xi entered into a letter of appointment with the Company for a term of two years commenced on 15 June 2015. As Mr. Ede was re-designated as independent non-executive director, he entered into a new letter of appointment with the Company for a term of two years commenced on 1 July 2017 and will continue thereafter for successive terms of two years. Ms. Lam Ming Yee Joan entered into a letter of appointment with the Company for a term of two years which commenced on 25 May 2018. Each of Mr. Lo's, Mr. Ede's and Ms. Lam's appointment is respectively subject to termination by either party giving not less than one month's written notice. Each of Mr. Lo, Mr. Ede and Ms. Lam is currently entitled to an annual remuneration of HK\$360,000. Save for the above directors' fees, the three Independent Non-executive Directors are not entitled to any other remuneration.

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group. There was no contract of significance between the Group, its controlling shareholder or any of its subsidiaries during the year.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or were in existence during the year.

勞同聲先生與本公司訂立委任函，由二零一零年十月一日開始為期兩年，其後每次續期兩年。EDE, Ronald Hao Xi先生於二零一五年六月十五日與本公司訂立為期兩年的委任函，因EDE先生被調任為獨立非執行董事，彼與本公司重新簽訂由二零一七年七月一日開始為期兩年的委任函，其後每次續期兩年。林明儀女士與本公司訂立委任函，由二零一八年五月二十五日開始為期兩年。勞先生、EDE先生及林女士的委任均可分別於任何一方發出不少於一個月書面通知書予以終止。勞先生、EDE先生及林女士現時各自享有年度酬金港幣360,000元。除上述董事袍金外，三名獨立非執行董事並無享有任何其他酬金。

擬於應屆股東週年大會上再獲推選的董事，並無與本公司訂立不可於一年內免賠償(除法定賠償外)予以終止的服務合約。

### 董事於合約的權益

概無董事於對本集團業務屬重大的任何合約中直接或間接擁有重大權益。於年內本集團、其控股股東或其任何附屬公司之間並無任何重大合約。

### 管理合約

於年內，概無訂立或存在任何有關處理及管理本公司全部業務或業務的重要部份的合約。

## COMPETITION AND CONFLICT OF INTERESTS

According to the Company's competition and conflict of interest policy, a board member's serving as a director and/or officer of an entity that competes with the Group's business is involving a conflict of interest. A director involves in such kind of conflict of interest shall not be present in the meeting and participate in or be permitted to hear the board's discussion of related matters. A director who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

Mr. EDE Ronald Hao Xi (Mr. EDE), an independent non-executive director of the Company, has been serving as executive director and chief financial officer of a listed company in Hong Kong. Part of that listed company's business is competing with the business of the Group's associate and so Mr. EDE is involving a conflict of interest under the Group's competition and conflict of interest policy. To avoid such a possible conflict, during the year under review, upon agreement with Mr. EDE, he was not present in meetings when the board discussed, decided and voted on the matters and business with respect to the Group's associate.

Except abovementioned, in the opinion of the Directors, none of the Directors, the substantial shareholders of the Company and any of their respective close associates has engaged in any businesses that competes or may compete, either directly or indirectly with the business of the Group or has any other conflict of interests with the Group during the year under review which are required to be disclosed under the Listing Rules.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director is entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or offices, to the extent as permitted by laws.

The Company has acquired insurance coverage on Directors' and officers' liabilities which provides certain indemnities against liabilities incurred in respect of any legal actions which may be taken against Directors and officers in the execution and discharge of their duties or in relation thereto.

## 競爭及利益衝突

根據本公司競爭及利益衝突政策，董事會成員擔任一間與本集團有競爭業務之企業的董事及／或高級管理人是涉及利益衝突。董事如涉及此等利益衝突時將不會出席會議及參與或被准許聆聽董事會討論有關事項。董事如與將會在會議上投票的合約或交易有利益衝突時，將不會被計入以投票為目的出席的法定人數中。

EDE, Ronald Hao Xi先生(EDE先生)，本公司獨立非執行董事，擔任另一間於香港上市的公司的執行董事及首席財務官。該上市公司的部份業務正與本集團之聯營公司之業務競爭，因此根據本公司競爭及利益衝突政策，EDE先生涉及利益衝突。為避免該等可能發生的衝突，於回顧年內，經與EDE先生協定，董事會就本集團的聯營公司的事項或業務需討論、決定及投票時，EDE先生沒有出席會議。

除上述披露外，董事認為，本公司董事、主要股東及彼等各自任何緊密聯繫人，概無於本年度內從事任何與本集團業務構成或可能構成直接或間接競爭的業務，或與本集團出現任何其他利益衝突，而須根據上市規則予以披露。

## 獲准許的彌償條文

根據組織章程細則，在法律容許的範圍內，各董事有權從公司的資產中按其可能產生或就或因其執行及／或履行職務及／或行使其權力時所產生及／或與其職責、權力或職務有關的所有成本、費用、開支、虧損及負債獲得彌償。

本公司已為董事及行政人員購買責任保險，為彼等因履行其職責或相關事宜時可能要承擔的法律責任提供若干彌償。



### EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the year or subsisting at the end of the year are set out below:

### SHARE OPTION SCHEME

After the expiry of the Company's 2003 share option scheme, the Company adopted another share option scheme which was approved by the shareholders at the annual general meeting on 24 May 2013 and was effective on 21 June 2013 (the "2013 Share Option Scheme" or "Scheme"). The Scheme will remain in force for 10 years from the effective date until 20 June 2023 with purpose of providing incentives and rewards to eligible persons (including the Company's directors, independent non-executive directors, employees of the Group and other eligible participants as defined under the 2013 Share Option Scheme) who contribute to the success of the Group's operations. As the shareholders of the Company approved share sub-division, the number and exercise price of share options and the closing price of the Company's shares at immediate date before the grant had been adjusted on 6 August 2018. The detailed disclosures relating to the Scheme including the purposes and the eligible participants of the Scheme and valuation of options are set out in note 32 to financial statements. The total number of shares available for issue under the Scheme is 158,956,800 shares which representing approximately 10.25% of the issued share capital of the Company at the date of this annual report.

### 股票掛鈎協議

於年內曾訂立或年終仍存在之股票掛鈎協議詳情載列如下：

### 購股權計劃

自本公司二零零三購股權計劃屆滿後，本公司採納另一個於二零一三年五月二十四日之股東週年大會上獲股東批准並於二零一三年六月二十一日生效的購股權計劃（「二零一三購股權計劃」或「該計劃」），該計劃由生效日起計十年內有效直至二零二三年六月二十日止。旨在對本集團業務成就作出貢獻的合資格參與者（包括本公司的董事、獨立非執行董事、本集團的僱員及根據二零一三購股權計劃所界定的其他合資格參與者）的激勵及獎勵。由於本公司股東批准股份拆細，購股權數目、購股權行使價及緊接授出購股權前一天本公司股份收市價格於二零一八年八月六日曾作出調整。有關該計劃的詳情包括該計劃的目的與合資格參與者及購股權的估值載於財務報表附註32。於本報告日，根據該計劃可予發行的股份總數為158,956,800股，約佔本公司已發行股份的10.25%。

Movements of Company's share options under the Scheme during the year were as follows:

於年內，該計劃中的本公司購股權變動如下：

Name or category of participant	參與者名稱或類別	Number of share options 購股權數目				At 31 December 2019 於二零一九年十二月三十一日	Date of grant of share options (a) (dd/mm/yy) (日/月/年)	Exercise period of share options (dd/mm/yy) 購股權行使期間 (日/月/年)	Exercise price of share options (b) 購股權行使價 (b) HK\$ 港幣	Closing price of the Company's shares at immediate date before the grant (c) 緊接授出購股權前一天本公司股份收市價格 (c) HK\$ 港幣
		At 1 January 2019 於二零一九年一月一日	Granted during the year 年內已授出	Exercised during the year 年內已行使	Lapsed during the year (d) 年內已失效 (d)					
<b>Director</b>	<b>董事</b>									
Mr. Chen Shaojun (e)	陳紹軍先生 (e)	6,000,000	-	-	-	6,000,000	08/01/15	08/01/16-07/01/21	2.575	2.485
		6,000,000	-	-	-	6,000,000	18/03/15	18/03/16-17/03/21	2.635	2.575
		4,000,000	-	-	-	4,000,000	16/04/15	16/04/16-15/04/21	3.670	3.585
		-	32,000,000	-	-	32,000,000	28/08/19	31/12/19-31/12/20	1.380	1.300
		-	32,000,000	-	-	32,000,000	28/08/19	01/05/22-30/04/24	1.380	1.300
		16,000,000	64,000,000	-	-	80,000,000				
<b>Other employees</b>	<b>其他僱員</b>									
In aggregate	總計	2,000,000	-	-	-	2,000,000	17/09/14	17/09/15-16/09/20	3.220	3.035
		5,800,000	-	-	-	5,800,000	08/01/15	08/01/16-07/01/21	2.575	2.485
		7,800,000	-	-	(1,600,000)	6,200,000	16/04/15	16/04/16-15/04/21	3.670	3.585
		2,800,000	-	-	(1,600,000)	1,200,000	23/11/15	23/11/16-22/11/21	3.190	3.185
		3,000,000	-	-	-	3,000,000	11/05/16	11/05/17-10/05/22	3.170	3.145
		11,300,000	-	-	(800,000)	10,500,000	29/11/17	29/11/18-28/11/23	2.125	2.095
		-	16,000,000	-	(1,600,000)	14,400,000	09/01/19	09/01/20-08/01/25	1.500	1.460
		-	16,000,000	-	(600,000)	15,400,000	28/08/19	28/08/20-27/08/25	1.380	1.300
		32,700,000	32,000,000	-	(6,200,000)	58,500,000				
		48,700,000	96,000,000	-	(6,200,000)	138,500,000				

(a) The vesting period of the share options is from the date of the grant until the commencement of the exercise period.

(a) 購股權的歸屬期為授出日期至行使期開始為止。

(b) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

(b) 倘進行供股或發行紅股或本公司股本出現其他類似變動，則購股權的行使價須予以調整。

(c) The price of the Company's shares disclosed as at immediate date before the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options.

(c) 於授予購股權前一天所披露的本公司股份價格為緊接授出購股權當日前一個交易日的聯交所收市價。

## 董事會報告

- (d) Options lapsed in accordance with the terms of the Scheme due to resignation of employees.
- (e) Mr. Chen Shaojun was appointed as chief executive officer of the Company on 18 April 2016 and then was appointed as executive director of the Company on 8 January 2018.

During the year, no options granted under 2013 Share Option Scheme were exercised by any director or any employees or were cancelled.

### DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests and short positions of the Directors and Chief Executive Officer in the shares or underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

- (d) 基於僱員辭任職務，購股權根據計劃的條款而予以失效。
- (e) 陳紹軍先生於二零一六年四月十八日起被委任為本公司總裁並於二零一八年一月八日被委任為本公司執行董事。

於年內，本公司沒有註銷，亦沒有任何董事或員工行使根據二零一三購股權計劃授出之購股權。

### 董事及總裁於股份及相關股份的權益及淡倉

於二零一九年十二月三十一日，董事及總裁於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股本、相關股份及債券中，擁有記錄於本公司根據證券及期貨條例第352條存置的登記冊，或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉載列如下：

Long positions in ordinary shares of the Company:

於本公司普通股中的好倉：

**Number of ordinary shares held, capacity and nature of interest (a)**  
持有的股份數目、身份及權益性質 (a)

Name 名稱	Notes 附註	Directly beneficially owned 直接實益擁有	Share Option granted 獲頒授的 購股權	Through controlled corporation 通過控制 公司持有	Total 總數	Approximate percentage of the Company's issued share capital (%) 約佔本公司 已發行股本的 百分比 (%)
<b>Directors</b>						
<b>董事</b>						
Ms. Li Kei Ling 李其玲女士	(a)	104,640,000	–	588,144,000	692,784,000	44.51
Mr. Hung Yung Lai 熊融禮先生	(a)	624,000	–	588,144,000	588,768,000	37.82
Mr. Leung Hong Man 梁康民先生	(b)	–	–	100,000,000	100,000,000	6.42
Mr. Chen Shaojun 陳紹軍先生	(c)	8,377,000	80,000,000	–	88,377,000	5.68

Long positions in shares and underlying shares of associated corporation:

於相聯法團股份及相關股份中的好倉：

Name of Director 董事名稱	Name of associated corporation 相聯法團名稱	Relationship with the Company 與本公司的關係	Number of Ordinary shares held 持有普通股 數目	Capacity and nature of interest 身份及權益性質	Approximate percentage of the associated corporation's issued share capital (%) 約佔相聯法團 已發行股本的 百分比 (%)
Ms. Li Kei Ling 李其玲女士	Fortune United Group Limited	the Company's holding company 本公司的控股公司	2	Through a controlled corporation 通過一間控制公司	50
Mr. Hung Yung Lai 熊融禮先生	Fortune United Group Limited	the Company's holding company 本公司的控股公司	2	Through a controlled corporation 通過一間控制公司	50

## 董事會報告

Notes:

- (a) 588,144,000 shares of the Company are held by Fortune United Group Limited, a company incorporated in the British Virgin Islands. Keysmart Enterprises Limited, which is wholly-owned by Ms. Li Kei Ling, and Hunwick International Limited, which is wholly-owned by Mr. Hung Yung Lai, are each beneficially interested in 50% of the share capital of Fortune United Group Limited.
- (b) 100,000,000 shares of the Company are held by Toyo International Investment Limited, a company incorporated in Hong Kong. Mr. Leung Hong Man and Mr. Leung Yiu Sing are each beneficially interested in 50% of the share capital of Toyo International Investment Limited.
- (c) 8,377,000 shares of the Company are directly beneficially owned by Mr. Chen Shaojun and 80,000,000 underlying shares are the share options granted to him under the share option scheme of the Company. Mr. Chen is deemed to be interested in the shares which will be issued to him upon his exercise of options, representing approximately 5.16% of the Company's issued share capital as at the date of this report.

Save as disclosed above, as at the date of this report, none of the Directors or Chief Executive Officer had registered an interest or short position in the shares or underlying shares or 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 for Securities Transactions by Directors of Listed Issuers.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Share option scheme", "Directors' and Chief Executive Officer's interests and short positions in shares and underlying shares" above and in the share option scheme disclosures in note 32 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

附註：

- (a) 588,144,000股本公司股份由一家於英屬維爾京群島註冊成立的公司Fortune United Group Limited所持有。Fortune United Group Limited的股本由李其玲女士全資擁有的Keysmart Enterprises Limited及由熊融禮先生全資擁有的Hunwick International Limited各自實益擁有50%權益。
- (b) 100,000,000股本公司股份由一家於香港註冊成立的公司東海國際投資有限公司所持有。東海國際投資有限公司的全部已發行股本由梁康民先生及梁耀成先生各自實益擁有50%權益。
- (c) 8,377,000股本公司股份由陳紹軍先生直接實益擁有，80,000,000股相關股份的權益為根據本公司購股權計劃授予彼的購股權，陳先生被視為擁有當行使該批購股權時發行給彼之股份權益，約佔本公司於本報告日已發行股份的5.16%。

除上述者外，於本報告刊發之日，概無董事或總裁於本公司或其任何相聯法團的股份、相關股份或債券中，擁有須根據證券及期貨條例第352條予以記錄，或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

### 董事購買股份或債券的權益

除於上述「購股權計劃」一節、「董事及總裁於股份及相關股份的權益及淡倉」一節及財務報表附註32所載購股權計劃披露的事宜外，年內並無任何董事、彼等的配偶或未滿18歲的子女獲授可透過收購本公司股份或債券的方法收購權益的權利，或彼等行使任何該等權利，或本公司、其控股公司或其任何附屬公司訂立任何安排，以令董事可收購任何其他法人團體有關權利。

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

## 主要股東及其他人士於股份及相關股份的權益

As at 31 December 2019, the following interests or short positions in the shares and underlying shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

於二零一九年十二月三十一日，根據證券及期貨條例第336條須於本公司存置的權益登記冊上記錄，於本公司股份及相關股份的權益或淡倉載列如下：

Name 名稱	Notes 附註	Nature of interest 權益性質	Number of Shares held 持有的 股份數目	Approximate percentage of the Company's issued share capital (%) 約佔本公司 已發行股本 的百分比 (%)	Long position/ short position 好倉／淡倉
Fortune United Group Limited	(a)	Directly Beneficially owned 直接實益擁有	588,144,000	37.78	Long position 好倉
Keysmart Enterprises Limited	(a)	Through controlled corporation 通過控制公司持有	588,144,000	37.78	Long Position 好倉
Hunwick International Limited	(a)	Through controlled corporation 通過控制公司持有	588,144,000	37.78	Long Position 好倉
Mdm. Lu Pun 姚彬女士	(b)	Family interest 家屬權益	588,768,000	37.82	Long Position 好倉
Mr. Li Tung Ming 李東明先生		Directly Beneficially owned 直接實益擁有	224,000	0.01	Long Position 好倉
	(c)	Through controlled corporation 通過控制公司持有	80,000,000	5.14	Long Position 好倉
Time Lead Investments Limited	(c)	Directly Beneficially owned 直接實業擁有	80,000,000	5.14	Long Position 好倉
Toyo International Investment Limited 東海國際投資有限公司	(d)	Directly Beneficially owned 直接實益擁有	100,000,000	6.42	Long Position 好倉
Mdm. Lo Mei Sai 羅美茜女士	(e)	Family interest 家屬權益	100,000,000	6.42	Long Position 好倉
Mr. Leung Yiu Sing 梁耀成先生	(d) & (f)	Through controlled corporation 通過控制公司持有	104,330,000	6.70	Long Position 好倉

Name 名稱	Notes 附註	Nature of interest 權益性質	Number of Shares held 持有的 股份數目	Approximate percentage of the Company's issued share capital (%) 約佔本公司 已發行股本 的百分比 (%)	Long position/ short position 好倉/淡倉
Mdm. Chu Shuet Fong 朱雪芳女士	(g)	Family interest 家屬權益	100,000,000	6.42	Long Position 好倉
	(f)	Through controlled corporation 通過控制公司持有	4,330,000	0.28	Long Position 好倉
FMR LLC	(h)	Through controlled corporation 通過控制公司持有	95,236,817	6.00	Long Position 好倉

Notes:

附註：

- |  |  |
|--|--|
| <p>(a) The issued capital of Fortune United Group Limited is equally beneficially owned by Keysmart Enterprises Limited and Hunwick International Limited which are in turn, respectively, wholly-owned by Ms. Li Kei Ling and Mr. Hung Yung Lai, Executive Directors of the Company.</p>                      | <p>(a) Fortune United Group Limited的已發行股本由Keysmart Enterprises Limited及Hunwick International Limited平均實益擁有。Keysmart Enterprises Limited及Hunwick International Limited分別由本公司的執行董事李其玲女士及熊融禮先生全資擁有。</p> |
| <p>(b) Mdm. Lu Pun is the wife of Mr. Hung Yung Lai and is deemed to be interested in the shares of the Company held by Mr. Hung Yung Lai.</p>   | <p>(b) 姚彬女士為熊融禮先生的配偶，故被視為於熊融禮先生持有的本公司股份中擁有權益。</p>  |
| <p>(c) The issued capital of Time Lead Investments Ltd. is beneficially owned by Mr. Li Tung Ming,</p>   | <p>(c) Time Lead Investments Limited的已發行股本由李東明先生實益擁有。</p>  |
| <p>(d) The issued capital of Toyo International Investment Limited is equally beneficially owned by Mr. Leung Hong Man, the Non-executive Director of the Company and his father Mr. Leung Yiu Sing.</p>   | <p>(d) 東海國際投資有限公司的已發行股本分別由本公司的非執行董事梁康民先生及彼之父親梁耀成先生平均實益擁有。</p>  |
| <p>(e) Mdm. Lo Mei Sai is the wife of Mr. Leung Hong Man and is deemed to be interested in the shares of the Company held by Mr. Leung Hong Man.</p>   | <p>(e) 羅美茜女士為梁康民先生的配偶，故被視為於梁康民先生持有的本公司股份中擁有權益。</p>   |
| <p>(f) 4,330,000 shares of the Company are held by Dragon Asia Industrial (Holdings) Limited, a company incorporated in Hong Kong. Mr. Leung Yiu Sing and Mdm. Chu Shuet Fong, his wife, are each beneficially interested in 50% of the issued share capital of Dragon Asia Industrial (Holdings) Limited.</p> | <p>(f) 4,330,000股本公司股份由香港註冊成立的公司東龍實業集團有限公司所持有，東龍實業集團有限公司的全部已發行股本由梁耀成先生及其配偶朱雪芳女士各自實益擁有50%權益。</p>  |
| <p>(g) Mdm. Chu Shuet Fong is the wife of Mr. Leung Yiu Sing and is deemed to be interested in the shares of the Company held by Mr. Leung Yiu Sing.</p>   | <p>(g) 朱雪芳女士為梁耀成先生的配偶，故被視為於梁耀成先生持有的本公司股份中擁有權益。</p>   |
| <p>(h) According to the corporate substantial shareholder notice of FMR LLC filed for the relevant event dated 31 May 2019 as shown on the website of the Stock Exchange, the relevant interests of FMR LLC were held via FMR LLC and its subsidiaries.</p>  | <p>(h) 誠如聯交所網頁所示，根據FMR LLC日期為二零一九年五月三十一日就相關事項存檔的公司主要股東通知，FMR LLC的相關權益乃由FMR LLC及其附屬公司持有。</p>  |

Save as disclosed above, as at 31 December 2019, no person, other than the Directors and Chief Executive Officer of the Company, whose interests are set out in the section “Directors’ and Chief Executive Officer’s interests and short positions in shares and underlying shares” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total issued share capital was held by the public as at the date of this report.

## AUDITORS

Ernst & Young will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

**Li Kei Ling**

*Chairman*

Hong Kong, 27 March 2020

除上文披露者外，於二零一九年十二月三十一日，並無其他人士（本公司董事及總裁除外，有關彼等的權益載於上文「董事及總裁於股份及相關股份的權益及淡倉」一節）登記於本公司股份或相關股份中擁有的權益或淡倉（須根據證券及期貨條例第336條予以登記）。

## 足夠的公眾持股量

根據本公司獲得的已公開資料及據董事所知，於本報告刊發之日，公眾人士持有本公司已發行股本總額至少25%。

## 核數師

安永會計師事務所將退任，而重新委任彼等為本公司核數師的決議案，將於應屆股東週年大會上提呈。

代表董事會

**李其玲**

*主席*

香港，二零二零年三月二十七日





**TO THE SHAREHOLDERS OF  
DAWRAYS PHARMACEUTICAL (HOLDINGS) LIMITED  
(Incorporated in the Cayman Islands with limited liability)**

### OPINION

We have audited the consolidated financial statements of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) and its subsidiaries set out on pages 79 to 209, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

致東瑞製葯(控股)有限公司  
(在開曼群島註冊成立的有限公司)  
全體股東

### 意見

本核數師(以下簡稱「我們」)已審計列載於第79至209頁東瑞製葯(控股)有限公司(以下簡稱「貴公司」)及其附屬公司的綜合財務報表,此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及載有主要會計政策概要的綜合財務報表附註。

我們認為,該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公允地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況,及其截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露要求妥為編製。

### 意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審計。我們就該等準則承擔的責任在本報告「核數師就審計綜合財務報表須承擔的責任」一節中闡述。根據香港會計師公會頒佈的職業會計師道德守則(「守則」),我們獨立於 貴集團,並已履行守則中的其他職業道德責任。我們相信,我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

**KEY AUDIT MATTERS**

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

**Key audit matter****關鍵審計事項*****Provision for inventories*****存貨撥備**

The Group reported inventories of RMB181 million as at 31 December 2019. The Group had exposure to the impairment risks of inventories with negative margin and obsolete, slow-moving finished drugs due to expiration. We focused on this area because inventories were material to the Group as at 31 December 2019 and the determination of the impairment provision for inventories involved a high level of management's judgement and estimates in future sales.

於二零一九年十二月三十一日，貴集團存貨餘額為人民幣181百萬元。貴集團存在負毛利的以及過時及滯銷成藥有關的存貨減值風險。我們關注於此，是因為貴集團於二零一九年十二月三十一日的存貨屬重大，且存貨減值撥備的釐定涉及管理層對未來銷售的高度判斷及估計。

The Group's disclosures about provision for inventories are contained in note 2.4 Summary of significant accounting policies — inventories, note 2.5 Significant accounting judgements, estimates and assumptions — net realisable value of inventories, note 6 Profit before tax and note 19 Inventories to the financial statements.

貴集團有關存貨撥備的披露資料載於財務報表附註2.4重大會計政策概要 — 存貨、附註2.5主要會計判斷、估計及假設 — 存貨的可變現淨值、附註6除稅前溢利及附註19存貨內。

**關鍵審計事項**

關鍵審計事項是根據我們的職業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項的應對以對綜合財務報表整體進行審計及出具意見為背景，且我們不會對該等事項單獨發表意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已履行本報告「核數師就審計綜合財務報表須承擔的責任」一節所述的責任，包括有關該等事項的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯報風險而設計的審計程序。我們執行審計程序的結果，包括應對以下事項所執行的程序，為我們就隨附的綜合財務報表整體發表審計意見提供了基礎。

**How our audit addressed the key audit matter****我們的審計如何應對關鍵審計事項**

We evaluated the inventory impairment assessments made by management, including expected selling prices and expiration dates of the related inventories, and the Group's future plan of sales. We assessed the ageing reports of pharmaceutical products, by tracing the production dates back to the product release reports. We checked the condition of inventories by physical inspection on a sample basis.

我們評估管理層作出的存貨減值估計，包括相關存貨的預期售價及有效期，以及貴集團的未來銷售計劃。我們透過查閱產品檢驗合格報告追蹤其生產日期，來評定藥品的庫齡報告。我們透過抽樣實地盤點，測試存貨是否保存完好。

### KEY AUDIT MATTERS (Cont'd)

### 關鍵審計事項(續)

#### Key audit matter

#### How our audit addressed the key audit matter

##### 關鍵審計事項

##### 我們的審計如何應對關鍵審計事項

#### ***Impairment of goodwill acquired in business combination***

##### ***於業務合併中收購的商譽減值***

The Group had goodwill amounted to approximately RMB241 million as at 31 December 2019, arising from the acquisition of subsidiaries. Goodwill was allocated to the cash-generating unit ("CGU"), which was expected to benefit from the synergies of the combination.

於二零一九年十二月三十一日，貴集團因收購附屬公司錄得商譽約人民幣241百萬元。商譽會分配至預期可從合併協同效應中獲益的現金產生單位（「現金產生單位」）。

Under IFRSs, the Group is required to perform impairment test for goodwill annually at each reporting period end. The impairment test was based on the recoverable amounts of the respective CGU to which the goodwill was allocated. Management performed the impairment test based on the value in use calculation using discounted cash flow projections. Assumptions such as the discount rate and the long-term growth rate were set up applying estimates and significant judgements.

根據國際財務報告準則，貴集團須於每年報告期末對商譽進行減值測試。減值測試乃根據商譽所屬各現金產生單位的可收回金額進行。管理層按使用價值計算方法進行減值測試，使用價值乃基於貼現現金流量預測確定。設定貼現率及長期增長率等假設時應用了估計及重要判斷。

The Group's disclosures about goodwill are contained in note 2.4 Summary of significant accounting policies — business combinations and goodwill, note 2.5 Significant accounting judgements, estimates and assumptions — impairment of goodwill and note 16 Goodwill to the financial statements.

貴集團有關商譽的披露資料載於財務報表附註2.4重大會計政策概要—業務合併及商譽、附註2.5主要會計判斷、估計及假設—商譽減值及附註16商譽內。

We involved valuation specialists to assist us in the evaluation of the key assumptions and methodologies used in the impairment analysis, in particular the discount rate and long-term growth rate.

我們請估值專家參與協助我們評估減值分析中所用的關建假設及方法，尤其是貼現率及長期增長率。

We paid specific attention to the forecasts used with respect to future revenues and operating results by comparing the forecasts with the historical performance of the respective CGU and the business development plan.

我們特別注意就未來收入及經營業績所用的預測，並將該等預測與各現金產生單位的過往表現及業務發展計劃進行對比。

Furthermore, we assessed the adequacy of the Group's disclosures concerning goodwill in the consolidated financial statements.

此外，我們評估貴集團於綜合財務報表中對商譽的披露是否充足。

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENT

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

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

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

### 年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況有重大不符，或者似乎有重大錯報。基於我們已執行的工作，如果我們認為其他資料有重大錯報，我們需要報告有關事實。就此而言，我們無需報告任何事項。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港《公司條例》披露要求編製真實而公允列報的綜合財務報表，以及對於編製不存在由於舞弊或錯誤而導致的重大錯報的綜合財務報表所需的內部控制負責。

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

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

### 核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於舞弊或錯誤而導致的任何重大錯報取得合理保證，並出具包括我們意見的核數師報告。我們僅向全體股東（作為一個整體）報告，除此之外本報告不可用作其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行的審計總能發現重大錯報。錯報可以由舞弊或錯誤引起，如果合理預期錯報個別或匯總起來可能影響綜合財務報表使用者依據該等綜合財務報表所作出的經濟決定，則有關的錯報可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了職業判斷，保持了職業懷疑態度。我們亦：

- 識別及評估由於舞弊或錯誤而導致綜合財務報表存在重大錯報的風險，設計及執行審計程序以應對該等風險，以及取得充足及適當的審計憑證，作為我們意見的基礎。由於舞弊可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因舞弊而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

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

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

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

### 核數師就審計綜合財務報表須承擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計及相關披露資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審計憑證，就可能導致對貴集團持續經營的能力產生重大疑慮的事件或情況是否存在重大不確定性得出結論。如果我們認為存在重大不確定性，則有必要在核數師報告中提請報表使用者關注綜合財務報表中的相關披露資料，假若有關披露資料不足，則我們應當發表非無保留意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。
- 貴集團實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們對審計意見承擔全部責任。

我們與審核委員會溝通計劃的審計範圍、時間安排、重大審計發現等事項，包括我們於審計期間識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性的關係及其他事項，以及(倘適用)相關的防範措施。

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

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

The engagement partner on the audit resulting in this independent auditor's report is Lai Chee Kong.

#### **Ernst & Young**

*Certified Public Accountants*

22/F, CITIC Tower,  
1 Tim Mei Avenue,  
Central, Hong Kong

27 March 2020

### 核數師就審計綜合財務報表須承擔的責任 (續)

從與審核委員會溝通的事項中，我們釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們於核數師報告中描述該等事項，除非法律或法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人為黎志光。

#### **安永會計師事務所**

執業會計師

香港中環  
添美道1號  
中信大廈22樓

二零二零年三月二十七日

# Consolidated Statement of Profit or Loss

## 綜合損益表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>REVENUE</b>	收入	4	<b>950,007</b>	948,938
Cost of sales	銷售成本		<b>(414,138)</b>	(353,909)
<b>Gross profit</b>	毛利		<b>535,869</b>	595,029
Other income and gains	其他收入及收益	4	<b>48,071</b>	47,923
Selling and distribution expenses	銷售及分銷費用		<b>(84,812)</b>	(106,854)
Administrative expenses	行政費用		<b>(97,087)</b>	(83,184)
Other expenses	其他費用		<b>(70,809)</b>	(59,936)
Finance costs	財務費用	5	<b>(5,309)</b>	(1,152)
Share of profits and losses of an associate	應佔一間聯營公司之盈利及虧損		<b>(11,829)</b>	(14,049)
<b>PROFIT BEFORE TAX</b>	除稅前溢利	6	<b>314,094</b>	377,777
Income tax expense	所得稅	10	<b>(58,738)</b>	(73,817)
<b>PROFIT FOR THE YEAR</b>	本年度溢利		<b>255,356</b>	303,960
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		<b>255,430</b>	303,960
Non-controlling interests	非控股權益		<b>(74)</b>	—
			<b>255,356</b>	303,960
<b>EARNINGS PER SHARE</b>	母公司普通股權益持有人			
<b>ATTRIBUTABLE TO ORDINARY</b>	應佔每股盈利			
<b>EQUITY HOLDERS OF THE PARENT</b>		12		
Basic, for profit for the year	基本，以本年度溢利計算		<b>RMB0.1621</b>	RMB0.1916
Diluted, for profit for the year	攤薄，以本年度溢利計算		<b>RMB0.1621</b>	RMB0.1916



# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>PROFIT FOR THE YEAR</b>	本年度溢利	<b>255,356</b>	303,960
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	以後期間將被重分類至損益表的其他全面收益：		
Exchange differences	匯兌差額	<b>2,498</b>	8,773
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	本年度除稅後其他全面收益總額	<b>2,498</b>	8,773
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	本年度除稅後全面收益總額	<b>257,854</b>	312,733
Attributable to:	以下各項應佔：		
Owners of the parent	母公司擁有人	<b>257,928</b>	312,733
Non-controlling interests	非控股權益	<b>(74)</b>	-
		<b>257,854</b>	312,733

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2019 於二零一九年十二月三十一日

			<b>2019</b>	2018
			二零一九年	二零一八年
		Notes	<b>RMB'000</b>	RMB'000
		附註	人民幣千元	人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	<b>462,832</b>	486,269
Land use rights	土地使用權	14a	–	38,093
Right-of-use assets	使用權資產	14b	<b>106,523</b>	–
Construction in progress	在建工程	15	<b>26,945</b>	10,572
Goodwill	商譽	16	<b>241,158</b>	–
Other intangible assets	其他無形資產	17	<b>149,663</b>	63,706
Investment in an associate	於一間聯營公司之投資	18	<b>77,440</b>	29,599
Long-term prepayments	長期預付款	21	–	21,629
Deferred tax assets	遞延稅項資產	28	<b>6,643</b>	5,823
Total non-current assets	非流動資產總額		<b>1,071,204</b>	655,691
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	19	<b>180,759</b>	148,043
Trade and notes receivables	應收貿易及票據款項	20	<b>370,994</b>	346,802
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	21	<b>186,139</b>	380,737
Financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之財務資產	22	<b>505,830</b>	189,393
Cash and bank	現金及銀行存款	23	<b>471,461</b>	645,363
Total current assets	流動資產總額		<b>1,715,183</b>	1,710,338
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and notes payables	應付貿易及票據款項	24	<b>156,764</b>	130,417
Other payables and accruals	其他應付款及預提費用	25	<b>239,907</b>	169,772
Interest-bearing bank borrowings	計息銀行借貸	26	<b>216,776</b>	–
Lease liabilities	租賃負債	14c	<b>66</b>	–
Income tax payable	應付所得稅		<b>5,809</b>	19,945
Total current liabilities	流動負債總額		<b>619,322</b>	320,134
NET CURRENT ASSETS	淨流動資產		<b>1,095,861</b>	1,390,204
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		<b>2,167,065</b>	2,045,895

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Government grants	政府撥款	27	1,200	1,508
Deferred tax liabilities	遞延稅項負債	28	66,474	52,987
Other liabilities	其他負債	29	70,238	70,238
Lease liabilities	租賃負債	14c	2,841	–
Total non-current liabilities	非流動負債總額		140,753	124,733
<b>Net assets</b>	<b>淨資產</b>		<b>2,026,312</b>	1,921,162
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔權益</b>			
Issued capital	已發行股本	30	82,867	84,197
Treasury shares	庫存股份	31	(161)	–
Reserves	儲備	33	1,942,930	1,836,965
			2,025,636	1,921,162
Non-controlling interests	非控股權益		676	–
<b>Total equity</b>	<b>權益總額</b>		<b>2,026,312</b>	1,921,162

**LI Kei Ling**

李其玲

Director

董事

**HUNG Yung Lai**

熊融禮

Director

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔權益											
		Issued capital	Treasury shares	Share premium account	Capital redemption reserve	Share option reserve	Contributed surplus	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Total equity of the parent	Non-controlling interests	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 30)	(note 31)			(note 32)	(note 33)	(note 33)	(note 33)	(note 33)			
		(附註30)	(附註31)			(附註32)	(附註33)	(附註33)	(附註33)	(附註33)			
At 1 January 2019	於二零一九年一月一日	84,197	-	26,160	4,193	36,943	100,175	291,045	(2,067)	1,380,516	1,921,162	-	1,921,162
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	255,430	255,430	(74)	255,356
Other comprehensive income for the year:	本年度其他全面收益：												
Exchange differences	匯兌差額	-	-	-	-	-	-	-	2,498	-	2,498	-	2,498
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	-	2,498	255,430	257,928	(74)	257,854
Investments from a non-controlling interest to a subsidiary	非控股權益對附屬公司之投資	-	-	-	-	-	-	-	-	-	-	750	750
Final 2018 dividend declared	宣派二零一八年末期股息	-	-	-	-	-	-	-	-	(81,450)	(81,450)	-	(81,450)
Shares repurchased and cancelled	已購回並註銷之股份	(1,330)	-	(26,160)	1,330	-	-	-	-	(24,078)	(50,238)	-	(50,238)
Shares repurchased and subsequently cancelled	已購回並在期後註銷之股份	-	(161)	-	161	-	-	-	-	(4,516)	(4,516)	-	(4,516)
Equity-settled share option arrangements	以股權支付的購股權安排	-	-	-	-	4,181	-	-	-	-	4,181	-	4,181
Interim 2019 dividend	二零一九年中期股息	-	-	-	-	-	-	-	-	(21,431)	(21,431)	-	(21,431)
Transfer from retained profits	自保留溢利中轉撥	-	-	-	-	-	-	28,459	-	(28,459)	-	-	-
At 31 December 2019	於二零一九年十二月三十一日	82,867	(161)	-*	5,684*	41,124*	100,175*	319,504*	431*	1,476,012*	2,025,636	676	2,026,312

\* These reserve accounts comprise the consolidated reserves of RMB1,942,930,000 (2018: RMB1,836,965,000) in the consolidated statement of financial position.

\* 此等儲備合共人民幣1,942,930,000元(二零一八年：人民幣1,836,965,000元)構成綜合財務狀況表上的儲備金額。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔權益								
		Issued capital	Share premium account	Capital redemption reserve	Share option reserve	Contributed surplus	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Total equity
		已發行股本	股份溢價	資本購回儲備	購股權儲備	繳入盈餘	公積金	匯兌波動儲備	保留溢利	權益總額
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 30)			(note 32)	(note 33)	(note 33)	(note 33)	(note 33)	
		(附註30)			(附註32)	(附註33)	(附註33)	(附註33)	(附註33)	
At 1 January 2018	於二零一八年一月一日	84,197	26,160	4,193	31,631	100,175	255,539	(10,840)	1,315,103	1,806,158
Profit for the year	本年度溢利	-	-	-	-	-	-	-	303,960	303,960
Other comprehensive income for the year:	本年度其他全面收益：									
Exchange differences	匯兌差額	-	-	-	-	-	-	8,773	-	8,773
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	8,773	303,960	312,733
Final 2017 dividend declared	宣派二零一七年末期股息	-	-	-	-	-	-	-	(76,826)	(76,826)
Equity-settled share option arrangements	以股權支付的購股權安排	32	-	-	5,312	-	-	-	-	5,312
Interim 2018 dividend	二零一八年中中期股息	11	-	-	-	-	-	-	(21,036)	(21,036)
Special dividend	特別股息	11	-	-	-	-	-	-	(105,179)	(105,179)
Transfer from retained profits	自保留溢利中轉撥	-	-	-	-	-	35,506	-	(35,506)	-
At 31 December 2018	於二零一八年十二月三十一日	84,197	26,160*	4,193*	36,943*	100,175*	291,045*	(2,067)*	1,380,516*	1,921,162

\* These reserve accounts comprise the consolidated reserves of RMB1,836,965,000 (2017: RMB1,721,961,000) in the consolidated statement of financial position.

\* 此等儲備合共人民幣1,836,965,000元(二零一七年：人民幣1,721,961,000元)構成綜合財務狀況表上的儲備金額。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			<b>2019</b>	2018
			二零一九年	二零一八年
		Notes	<b>RMB'000</b>	RMB'000
		附註	人民幣千元	人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動的現金流量</b>			
Profit before tax	除稅前溢利		<b>314,094</b>	377,777
Adjustments for:	就下列調整：			
Finance costs	財務費用	5	<b>5,309</b>	1,152
Share of profits and losses of an associate	應佔一間聯營公司之盈利及虧損	18	<b>11,829</b>	14,049
Interest income	利息收入	4	<b>(17,041)</b>	(32,445)
Dividend income from financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之財務資產的股息收入	4	<b>(485)</b>	(258)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	6	<b>656</b>	346
Depreciation	折舊	6	<b>49,620</b>	50,974
Amortisation of intangible assets	無形資產攤銷	17	<b>3,814</b>	656
Depreciation of right-of-use assets/ Recognition of prepaid land lease payments	使用權資產折舊／土地租賃預付款確認	14	<b>1,993</b>	1,041
Gain on disposal of a subsidiary	出售一間附屬公司之收益	6	-	(2,959)
Gain on disposal of financial assets at fair value through profit or loss	出售以公允值計量且其變動計入損益之財務資產的收益	6	<b>(11,466)</b>	(1,400)
Fair value gains, net:	公允值收益，淨額：			
Financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之財務資產	6	<b>(2,396)</b>	(236)
Equity-settled share option expense	以股權支付的購股權開支	6	<b>4,181</b>	5,312
Write-down of inventories to net realisable value	存貨撇減至可變現淨值	6	<b>10,142</b>	4,383

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Impairment of intangible assets	無形資產減值	6	<b>6,438</b>	1,697
Impairment of property, plant and equipment	物業、廠房及設備減值	6	<b>102</b>	–
Expense-off of intangible assets	費用化之無形資產	6	<b>–</b>	4,600
			<b>376,790</b>	424,689
Increase in inventories	存貨增加		<b>(39,069)</b>	(31,293)
Increase in trade and notes receivables	應收貿易及票據款項增加		<b>(23,372)</b>	(33,588)
(Increase)/decrease in prepayments and other assets	預付款及其他資產 (增加)/減少		<b>(7,515)</b>	3,065
Increase in deposits and other receivables	按金及其他應收款項增加		<b>(6,914)</b>	(11,180)
Increase/(decrease) in trade and notes payables	應付貿易及票據款項 增加/(減少)		<b>26,211</b>	(12,987)
Increase in other payables and accruals	其他應付款項及預提費用增加		<b>26,883</b>	6,752
Decrease in government grants	政府撥款減少		<b>(308)</b>	(370)
Income tax paid	已付所得稅		<b>(76,869)</b>	(70,794)
Net cash flows from operating activities	經營活動產生的現金流量淨額		<b>275,837</b>	274,294

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019	2018
			二零一九年	二零一八年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動的現金流量</b>			
Interest received	已收利息		<b>23,704</b>	33,747
Dividend income from financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之財務資產的股息收入	4	<b>485</b>	258
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		<b>1,704</b>	154
Acquisition of subsidiaries	收購附屬公司	34	<b>(305,346)</b>	-
Proceeds from disposal of financial assets at fair value through profit or loss	出售以公允值計量且其變動計入損益之財務資產所得款項		<b>72,965</b>	98,136
Proceeds from disposal of long-term equity investments	出售長期股權投資所得款項		<b>1,588</b>	-
Proceeds from disposal of a subsidiary	出售一間附屬公司所得款項		-	2,756
Increase in term deposits with maturity over three months and restricted deposits	增加到期日超過三個月之定期存款及限制存款		<b>(92,840)</b>	30,330
Purchase of wealth management products	購買理財產品		<b>(595,000)</b>	(460,000)
Redemption of wealth management products	贖回理財產品		<b>471,131</b>	449,000
Purchases of items of property, plant and equipment and construction in progress	購置物業、廠房及設備項目及在建工程		<b>(33,814)</b>	(16,863)
Purchases of intangible assets	購置無形資產		<b>(40,559)</b>	(31,713)
Purchase of right-of-use assets	購置使用權資產		<b>(23,357)</b>	-
Purchases of financial assets at fair value through profit or loss	購置以公允值計量且其變動計入損益之財務資產		<b>(41,479)</b>	(167,150)
Investment to an associate	對一間聯營公司的投資		<b>(38,041)</b>	-
Advances of investment in an associate	預付聯營公司投資款		-	(21,629)
Proceeds of relocation compensation	已收政府拆遷賠償款	29	-	70,238
<b>Net cash flows used in investing activities</b>	<b>投資活動使用的現金流量淨額</b>		<b>(598,859)</b>	(12,736)



# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動的現金流量</b>			
Repurchase of shares	購回公司股份		(43,282)	-
Proceeds from bank loans	取得銀行貸款所收到的現金	26	216,776	102,762
Repayment of bank loans	償還銀行貸款所支付的現金		-	(102,762)
Interest paid	已付利息		(5,247)	(1,152)
Payment for lease liabilities	租賃負債付款	38	(31)	-
Investments from a non-controlling interest to a subsidiary	非控股權益對附屬公司之投資		750	-
Dividends paid	已付股息		(102,879)	(203,041)
Net cash flows from/(used in) financing activities	融資活動產生/(使用)的 現金流量淨額		66,087	(204,193)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物 (減少)/增加淨額</b>		(256,935)	57,365
Cash and cash equivalents at beginning of year	年初現金及現金等價物		525,363	460,747
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額		(9,807)	7,251
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終現金及現金等價物</b>		258,621	525,363
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>			
Cash and bank balances	現金及銀行結存		105,619	61,563
Short-term deposits	短期銀行存款		153,002	463,800
			258,621	525,363

## 1. CORPORATE AND GROUP INFORMATION

Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 20 September 2002 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business is located at Units 3001-02, 30/F, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “Group”) underwent a reorganisation on 21 June 2003 to rationalise the Group’s structure in preparation for the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), pursuant to which the Company became the holding company of the Group (the “Group Reorganisation”).

The shares of the Company were listed on the Main Board of the Stock Exchange on 11 July 2003.

During the year, the Group was principally engaged in the development, manufacture and sale of non-patented pharmaceutical medicines including intermediate pharmaceuticals, bulk medicines and finished drugs. In the opinion of the directors, Fortune United Group Limited, a company incorporated in the British Virgin Islands, is the ultimate holding company of the Company.

## 1. 公司及本集團資料

東瑞製葯(控股)有限公司(「本公司」)於二零零二年九月二十日根據開曼群島公司法(一九六一年第三卷，經綜合及修訂)第二十二章於開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處地址是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，而主要營業地點之地址則是香港灣仔軒尼詩道338號北海中心30樓3001-02室。

通過集團重組優化本公司及其附屬公司(統稱「本集團」)的架構以籌備本公司的股份在香港聯合交易所有限公司(「聯交所」)主板上市，於二零零三年六月二十一日，本公司成為組成本集團的附屬公司的控股公司(「集團重組」)。

本公司股份於二零零三年七月十一日於聯交所主板上市。

本集團於年內主要從事非專利藥物開發、製造及銷售，包括中間體、原料藥及成藥。董事認為，於英屬維爾京群島註冊成立的公司Fortune United Group Limited，是本公司的最終控股公司。

# Notes to Financial Statements

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 1. CORPORATE AND GROUP INFORMATION (Cont'd)

#### INFORMATION ABOUT SUBSIDIARIES

Particulars of the Company's subsidiaries are as follows:

Name	Place of incorporation/ registration and operations 註冊成立／註冊 及營業地點	Issued share/ paid-up capital 已發行／ 已繳足股本	Percentage of equity attributable to the Company 本公司應佔 股權百分比	Principal activities 主要業務
<b>Directly held</b>				
<b>直接持有</b>				
Dawnrays International Company Limited 東瑞國際有限公司	British Virgin Islands 英屬維爾京群島	US\$100 100 美元	100%	Investment holding 投資控股
Dawnrays Biotechnology Capital (Asia) Limited 東瑞生物投資發展(亞洲)有限公司	Hong Kong 香港	HK\$100 港幣 100 元	100%	Investment holding 投資控股
<b>Indirectly held</b>				
<b>間接持有</b>				
Dawnrays International Company Limited 東瑞國際股份有限公司	Hong Kong 香港	HK\$500,000 港幣 500,000 元	100%	Investment holding and sale of pharmaceutical products 投資控股及銷售醫藥產品
Suzhou Dawnrays Pharmaceutical Co., Ltd. # 蘇州東瑞製藥有限公司#	Mainland China 中國大陸	US\$45,000,000 45,000,000 美元	100%	Manufacture and sale of pharmaceutical products 製造及銷售醫藥產品
Su Zhou Dawnrays Pharmaceutical Science and Technology Co., Ltd.# 蘇州東瑞醫藥科技有限公司#	Mainland China 中國大陸	US\$6,000,000 6,000,000 美元	100%	Manufacture and sale of pharmaceutical intermediates 製造及銷售醫藥中間體
Dawnrays Pharma (Hong Kong) Limited 東瑞藥業(香港)有限公司	Hong Kong 香港	HK\$500,000 港幣 500,000 元	100%	Sale of pharmaceutical products 銷售醫藥產品

### 1. 公司及本集團資料(續)

#### 附屬公司資料

本公司之附屬公司詳情如下：

1. CORPORATE AND GROUP INFORMATION (Cont'd)  
INFORMATION ABOUT SUBSIDIARIES (Cont'd)

1. 公司及本集團資料(續)  
附屬公司資料(續)

Name	Place of incorporation/ registration and operations 註冊成立/註冊及營業地點	Issued share/ paid-up capital 已發行/已繳足股本	Percentage of equity attributable to the Company 本公司應佔股權百分比	Principal activities 主要業務
Dawnrays (Nantong) Pharmaceutical Science and Technology Co. Ltd. #	Mainland China	US\$15,000,000	100%	Manufacture and sale of pharmaceutical intermediates
東瑞(南通)醫藥科技有限公司#	中國大陸	15,000,000 美元		製造及銷售醫藥中間體
Top Field Limited*	British Virgin Islands 英屬維爾京群島	US\$60,000 60,000 美元	100%	Dormant 不活動
Cinmed (Hong Kong) Investment Limited*	Hong Kong	HK\$93,855,001	100%	Dormant
興安(香港)投資有限公司*	香港	港幣 93,855,001 元		不活動
Cinmed Pharmaceuticals Co., Ltd. #**	Mainland China	US\$12,000,000	100%	Manufacture and sale of pharmaceutical products
興安藥業有限公司#**	中國大陸	12,000,000 美元		製造及銷售醫藥產品
Cinmed Medical Equipment (Putian) Co., Ltd. #*	Mainland China	RMB1,000,000	100%	Dormant
興安醫療器械(莆田)有限公司#*	中國大陸	人民幣 1,000,000 元		不活動
Nanjing PharmaRays Science and Technology Co., Ltd. #&	Mainland China	RMB20,750,000	65%	Research and development of pharmaceutical products
南京福美瑞信科技有限公司#&	中國大陸	人民幣 20,750,000 元		研究及開發醫藥產品
Guangzhou PharmaRays Science and Technology Co., Ltd. #&	Mainland China	RMB1,000,000	65%	Research and development of pharmaceutical products
廣州福美瑞信科技有限公司#&	中國大陸	人民幣 1,000,000 元		研究及開發醫藥產品

# These subsidiaries were registered under PRC law.  
\* These subsidiaries were newly acquired in year 2019.  
& These subsidiaries were newly established in year 2019.  
% Changed its name to Fujian Dawnrays Pharmaceutical Co., Ltd. in March 2020.

# 該等附屬公司按中國法律註冊。  
\* 該等附屬公司於二零一九年新收購。  
& 該等附屬公司於二零一九年新成立。  
% 於二零二零年三月更名為福建東瑞製藥有限公司。

### 2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss that have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

#### BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of the subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

### 2.1 編製基準

綜合財務報表已根據國際會計準則理事會（「國際會計準則理事會」）頒佈的國際財務報告準則（「國際財務報告準則」）（包括所有國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋）及香港《公司條例》披露要求而編製。除以公允值計量且其變動計入損益之財務資產外，這些財務報表按歷史成本原則編製，並以人民幣（「人民幣」）列示，除另有指明外，所有金額均四捨五入至最接近千位。

#### 合併基準

綜合財務報表包括本公司及其附屬公司截至二零一九年十二月三十一日止年度的財務報表。附屬公司乃指本公司直接或間接控制的實體（包括一個結構性實體）。獲得控制權是當集團擁有權力從被投資方獲得變量回報或通過對投資方的控制權（如：既存權力賦予集團指揮被投資方相關活動的現實能力）影響其回報。

當並未直接或間接擁有被投資方大多數投票權或類似的權力時，本集團會考慮所有相關因素或外部環境以評估其是否對被投資方具有控制權，包括：

- (a) 與其他投票權持有者之間的契約式協定；
- (b) 從其他契約式協定中獲取的權力；及
- (c) 本集團的投票權和潛在投票權。

編製附屬公司財務報表的報告期間與本公司相同，會計政策亦貫徹一致。附屬公司業績由本集團取得控制權當日起全面合併入賬，並一直合併入賬直至控制權終止日為止。

## 2.1 BASIS OF PREPARATION (Cont'd)

### BASIS OF CONSOLIDATION (Cont'd)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

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

## 2.1 編製基準(續)

### 合併基準(續)

損益及其他全面收益各組成部分歸屬至本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。本集團內公司間的資產與負債、股權、收入、開支及與本集團成員公司間交易相關的現金流已於合併賬目時全數抵銷。

當事實及情況表明上述所列之控制權的三個元素中的一個或多個有變時，本集團重新評估是否控制投資對象。於附屬公司擁有權權益發生變動，如不會導致對其失去控制權，將作為權益交易入賬。

倘本集團失去對一間附屬公司的控制權，則其終止確認(i)該附屬公司的資產(包括商譽)及負債、(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計折算差額；及確認(i)所收代價的公允值、(ii)所保留任何投資的公允值及(iii)損益賬中任何因此產生的收益或虧損。先前於其他全面收益內確認的本集團應佔部份以如同本集團已直接出售相關資產或負債的相同基準要求，重新分類為損益或保留溢利(視何者屬適當)。

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i>
IFRS 16	<i>Leases</i>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
IFRIC 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements 2015–2017 Cycle</i>	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

### 2.2 會計政策及披露的變動

本集團已於本年度財務報表中首次採納以下新訂及經修訂的國際財務報告準則。

國際財務報告準則第9號(修訂本)	具有負補償的預付款特性
國際財務報告準則第16號	租賃
國際會計準則第19號(修訂本)	計劃修正、縮減或清償
國際會計準則第28號(修訂本)	於聯營公司或合資企業之長期權益
國際財務報告詮釋委員會詮釋第23號	所得稅會計處理的不確定性
二零一五年至二零一七年期之年度改進	對國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號的修訂

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

Except for the amendments to IFRS 9, amendments to IAS 19, amendments to IAS 28 and *Annual Improvements to IFRSs 2015–2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

- (a) IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in IAS 17.

The Group has adopted IFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under IAS 17 and related interpretations.

## 2.2 會計政策及披露的變動(續)

除國際財務報告準則第9號(修訂本)、國際會計準則第19號(修訂本)、國際會計準則第28號(修訂本)及國際財務報告準則二零一五年至二零一七年週期之年度改進與編制本集團之財務報表無關外，新定及經修訂國際財務報告準則的性質及影響如下：

- (a) 國際財務報告準則第16號取代國際會計準則第17號租賃、國際財務報告詮釋委員會詮釋第4號釐定安排是否包括租賃、常務詮釋委員會詮釋第15號經營租賃－優惠及常務詮釋委員會詮釋第27號估計涉及租賃法律形式的交易實質。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人在單一資產負債表內模型中核算所有租賃，以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。國際財務報告準則第16號大致沿用國際會計準則第17號內出租人之會計處理方式。出租人將繼續使用與國際會計準則第17號類似之原則將租賃分類為經營租賃或融資租賃。

本集團已使用經修訂追溯法採納國際財務報告準則第16號，首次應用日期為二零一九年一月一日。根據該方法，該準則已獲追溯應用，並將首次採納之累計影響確認為於二零一九年一月一日對保留溢利期初結餘所作的調整，且二零一八年的比較資料並未重列，並繼續根據國際會計準則第17號及相關詮釋予以呈報。



### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

(a) (Cont'd)

*New definition of a lease*

Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

*As a lessee— Leases previously classified as operating leases*

Nature of the effect of adoption of IFRS 16

The Group has lease contracts for various items of property and office equipment. As a lessee, the Group previously classified leases as operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

### 2.2 會計政策及披露的變動(續)

(a) (續)

*租賃的新定義*

根據國際財務報告準則第16號，倘一份合約在一段期間內為換取對價而讓渡一項可識別資產使用之控制權，則該合約為一項租賃或包含一項租賃。倘客戶有權從使用可識別資產中獲取絕大部分經濟利益及有權主導可識別資產之使用，則表示控制權已讓渡。本集團選擇使用過渡可行權宜方法，僅在首次應用日期對先前應用國際會計準則第17號及國際財務報告詮釋委員會詮釋第4號識別為租賃之合約應用該準則。根據國際會計準則第17號及國際財務報告詮釋委員會詮釋第4號未識別為租賃之合約並未予以重新評估。因此，國際財務報告準則第16號之租賃定義僅應用於在二零一九年一月一日或之後訂立或變更之合約。

*作為承租人 — 先前分類為經營租賃之租賃*

採納國際財務報告準則第16號之影響之性質

本集團擁有多項物業及辦公設備之租賃合約。作為承租人，本集團先前將租賃（按該租賃是否評估為已將其資產所有權之絕大部分回報及風險轉予本集團）分類為經營租賃。根據國際財務報告準則第16號，本集團就所有租賃應用單一之方法確認及計量使用權資產及租賃負債，惟就低價值資產租賃（按個別租賃基準選擇）及租期不超過十二個月的租賃（「短期租賃」）（按標的資產類別選擇）之兩項選擇性豁免除外。本集團確認使用權資產折舊（及減值，如有）及尚未償還租賃負債之應計利息（為財務費用），而非於自二零一九年一月一日開始之租期內按直線法於經營租賃項下確認租金開支。

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

### (a) (Cont'd)

*As a lessee— Leases previously classified as operating leases (Cont'd)*

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019. The right-of-use assets for most leases were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on IAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedients when applying IFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease

## 2.2 會計政策及披露的變動(續)

### (a) (續)

*作為承租人 — 先前分類為經營租賃之租賃(續)*

過渡影響

於二零一九年一月一日之租賃負債按剩餘租賃付款之現值，使用二零一九年一月一日之增量借款利率貼現後予以確認。大部分租賃的使用權資產按就緊接二零一九年一月一日前財務狀況表內已確認租賃相關之任何預付或應計租賃付款額作出調整後之租賃負債金額計量。

所有該等資產於該日均根據國際會計準則第36號就任何減值作出評估。本集團選擇於財務狀況表中單獨列示使用權資產。

本集團於二零一九年一月一日應用國際財務報告準則第16號時已使用以下有選擇性的可行權宜方法：

- 對租期於首次應用日期起十二個月內完結的租賃應用短期租賃豁免
- 倘合約包含延長／終止租賃的選擇權，則使用事後方式釐定期租

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

(a) (Cont'd)

*Financial impact at 1 January 2019*

The impact arising from the adoption of IFRS 16 at 1 January 2019 was to increase right-of-use assets of RMB65,416,000, which was reclassified from property, plant and equipment of RMB27,323,000 and land use rights of RMB38,093,000.

Since the operating lease commitments as at 31 December 2018 of RMB42,000 are related to short-term leases with remaining lease term ended on or before 31 December 2019, with the property and land use rights were fully prepaid, the lease liabilities was reported as nil as at 1 January 2019.

- (b) IFRIC 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group's tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

### 2.2 會計政策及披露的變動(續)

(a) (續)

*於二零一九年一月一日之財務影響*

於二零一九年一月一日採納國際財務報告準則第16號產生之影響是增加使用權資產人民幣65,416,000元(重分類自物業、廠房及設備人民幣27,323,000元及土地使用權人民幣38,093,000元)。

因於二零一八年十二月三十一日的經營租賃承擔人民幣42,000元是與短期租賃相關且其剩餘租期已在二零一九年十二月三十一日或之前結束，且物業和土地使用權已全部預付，故於二零一九年一月一日無租賃負債。

- (b) 國際財務報告準則詮釋委員會詮釋第23號用以解決，當稅務處理產生的不確定性影響到對於國際會計準則第12號的應用時(通常稱為「不確定稅務事項」)，所得稅的會計處理方法(包括當期所得稅和遞延所得稅)。該解釋既不應用於國際會計準則第12號範圍以外的稅收或徵稅，尤其亦不包括與不確定稅項的處理有關的利息和罰金的相關規定。該詮釋專門用於解決(i)實體是否考慮分開處理不確定稅項；(ii)實體在測算稅務部門做出稅務處理時所用的假設；(iii)實體如何釐定應課稅溢利或稅務虧損、計稅基礎、未使用的稅務虧損、未使用的稅收抵免以及稅率；及(iv)實體如何應對實務及所處環境中的變化。本集團已於採納該詮釋時考慮其是否有任何因集團內公司間銷售的轉讓定價導致的不確定稅務狀況。基於本集團稅務合規及轉讓定價研究，本集團認為稅務部門很可能接納其轉讓定價政策。因此，該詮釋並無對本集團之財務狀況或表現造成任何影響。

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
IFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> <sup>1</sup>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>4</sup> No mandatory effective date yet determined but available for adoption

## 2.3 已頒佈但尚未生效的國際財務報告準則

本集團並未於該等財務報表中應用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號(修訂本)	業務之定義 <sup>1</sup>
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革 <sup>1</sup>
國際財務報告準則第10號及國際會計準則第28號	投資者與其聯營或合營企業之間的資產出售或注資 <sup>4</sup>
國際財務報告準則第17號	保險合約 <sup>2</sup>
國際會計準則第1及8號(修訂本)	重大性之定義 <sup>1</sup>
國際會計準則第1號(修訂本)	流動或非流動負債之分類 <sup>3</sup>

<sup>1</sup> 於二零二零年一月一日或之後開始的年度期間生效

<sup>2</sup> 於二零二一年一月一日或之後開始的年度期間生效

<sup>3</sup> 於二零二二年一月一日或之後開始的年度期間生效

<sup>4</sup> 並無釐定強制生效日期惟可供採納

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Further information about those IFRSs that are expected to be applicable to the Group is described below:

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to IFRS 9, IAS 39 and IFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒佈但尚未生效的國際財務報告準則 (續)

預期適用於本集團之有關該等國際財務報告準則的其他資料如下：

國際財務報告準則第3號(修訂本)澄清及就業務的定義引入額外指引。該等修訂本澄清，就將被視為一項業務的一組整合活動和資產而言，其須至少包括一項投入及一個共同對創造產出的能力作出重大貢獻的實質性過程。一項業務的存在要素無須包括創造產出所需的所有投入及過程。該等修訂本移除了市場參與者是否有能力收購業務及持續產出的評估。相反，重點在於所取得的投入及實質性過程是否共同對創造產出的能力作出重大貢獻。該等修訂本亦將產出的定義縮小至專注於向客戶提供的商品或服務、投資收入或日常活動產生的其他收入。此外，該等修訂本為評估一項所取得過程是否具有實質性提供指引，並引入公允值集中測試選項，以允許對一項已取得一組活動及資產是否並非一項業務進行簡化評估。本集團預期自二零二零年一月一日起採納該等修訂本。因應對在首次採用該修訂日或之後採用未來適用法，本集團將不會在過渡日受到該等修訂影響。

國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)旨在解決銀行同業拆息改革對財務申報的影響。該等修訂提供可在替換現有利率基準前的不確定期限內繼續進行對沖會計處理的暫時性補救措施。此外，該等修訂規訂公司須向投資者提供有關直接受該等不確定因素影響的對沖關係的額外資料。該等修訂於二零二零年一月一日或之後開始的年度期間生效。允許提早應用。預期該等修訂不會對本集團的財務報表造成任何重大影響。

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Cont'd)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第10號及國際會計準則第28號之修訂本解決國際財務報告準則第10號及國際會計準則第28號之間對於處理投資者與其聯營公司或合營企業之間的資產出售或投入的規定的不一致性。該等修訂本要求於投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，確認全部收益或虧損。對於不構成業務的資產交易，交易所產生的收益或虧損僅以無關聯的投資者於該聯營公司或合營企業的權益為限，於投資者的損益中確認。該等修訂本將於未來期間應用。國際會計準則委員會已於二零一五年十二月剔除了國際財務報告準則第10號及國際會計準則第28號之修訂本的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂本可於現時採納。

國際會計準則第1號及國際會計準則第8號修訂本重新詮釋對重大的定義。新定義訂明，倘資料遺漏、失實或模糊不清，而可能合理預期影響一般用途的財務報表的主要使用者按該等財務報表作出的決定，則有關資料屬重大。該等修訂本澄清，重要性將視乎資料的性質或量級而定。倘資料失實可能合理預期影響主要使用者作出的決策，則其屬重大。本集團預期自二零二零年一月一日起採納該等修訂。該等修訂預期不會對本集團的財務報表造成任何重大影響。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### INVESTMENTS IN ASSOCIATES

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

### 2.4 重大會計政策概要

#### 於聯營公司的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益的實體，且可對其發揮重大影響力。重大影響力是指參與投資對象的財務及經營決策的權力，但並非控制或共同控制該等決策的權力。

本集團於聯營公司的投資乃按權益會計法以本集團應佔淨資產減任何減值虧損於綜合財務狀況表列賬。已就可能存在的任何不同會計政策作出調整。本集團應佔聯營公司的收購後業績及其他全面收益乃分別計入綜合損益及其他全面收益表。此外，當聯營公司的權益內直接確認一項變動，則本集團在適當情況下會在綜合權益變動表確認其應佔的任何變動金額。本集團與其聯營公司交易的未變現盈利及虧損乃按本集團應佔該聯營公司的投資撇銷，惟當未變現虧損提供所轉讓資產減值的憑證時則除外。收購聯營公司所產生的商譽列為本集團於聯營公司投資之一部分。

倘於聯營公司的投資成為於合營企業的投資抑或於合營企業的投資成為於聯營公司的投資，保留權益不予重新計量。相反，投資繼續按權益法列賬。在所有其他情況下，失去對聯營公司之重大影響力或對合營企業之共同控制權後，本集團按其公允值計量及確認任何剩餘投資。聯營公司或合營企業於失去重大影響力或共同控制權時的賬面值與剩餘投資及出售所得款項的公允值之間的任何差額乃於損益賬內確認。

當於聯營公司的投資歸類為持有待售時，則按國際財務報告準則第5號持有待售及已終止營運的非流動資產入賬。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

## 2.4 重大會計政策概要(續)

### 業務合併及商譽

業務合併採用收購法列賬。轉讓的代價乃以收購日的公允值計算，該公允值為本集團轉讓的資產、本集團向被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益於收購日的公允值的總和。於各業務合併中，本集團對於現時持有的權益及賦予其持有人於清盤時按比例分享資產淨值的權益的被收購方非控股權益，可選擇以公允值抑或被收購方可識別淨資產的應佔比例計算。所有其他非控股權益部份乃按公允值計量。收購成本於產生時列為開支。

當本集團購入一項業務時，會根據合約條款、於收購日的經濟環境及相關條件，評估將承接的財務資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘企業合併分階段進行，收購方先前持有的被收購方股權應按收購日的公允值重新計量，而任何收益或虧損於損益中確認。

收購方將予轉讓的任何或有對價將於收購日按公允值確認。分類為一項資產或負債的或有對價按公允值計量，且公允值的變動計入損益。分類為權益的或有對價並無重新計量，而後續結算於權益中入賬。



### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### **BUSINESS COMBINATIONS AND GOODWILL (Cont'd)**

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### 2.4 重大會計政策概要(續)

#### **業務合併及商譽(續)**

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前持有的被收購方股權的公允值總額，超逾與所收購可識別淨資產及所承擔負債的差額。如總代價及其他項目低於所收購子公司資產淨值的公允值，評估後其差額將於損益內確認為議價收購收益。

於初始確認後，商譽按成本減任何累積減值虧損列賬。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行測試。本集團於十二月三十一日進行商譽的年度減值測試。為進行減值測試，自收購日起業務合併產生之商譽將分配至預計將受益於合併之協同效應之本集團各個現金產生單位或各個現金產生單位組別，而毋須慮及本集團有否將其他資產或負債分配至該等單位或該等單位組別。

減值乃通過評估商譽有關之現金產生單位(或現金產生單位組別)之可收回金額釐定。倘現金產生單位(或現金產生單位組別)之可收回金額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不得於其後期間撥回。

倘商譽已分配予現金產生單位(或現金產生單位組別)而該單位的部份業務已出售，則在釐定所出售業務的收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### FAIR VALUE MEASUREMENT

The Group measures financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 2.4 重大會計政策概要(續)

### 公允值計量

本集團於每一報告期末以公允值計量金融工具。公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況)最具優勢市場進行而作出。主要及最具優勢市場須為本集團可進入之市場。資產或負債的公允值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

非財務資產的公允值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公允值的估值方法，以儘量使用相關可觀察輸入值及儘量減少使用不可觀察輸入值。

所有於本財務報表計量或披露的資產及負債乃基於對公允值計量整體而言屬重大的最低級輸入值按以下公允值等級分類：

- 第一級 — 基於相同資產或負債於活躍市場的報價(未經調整)
- 第二級 — 基於對公允值計量而言屬重大的可觀察(直接或間接)最低級輸入值的估值方法
- 第三級 — 基於對公允值計量而言屬重大的不可觀察最低級輸入值的估值方法

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期間結束時重新評估分類(基於對公允值計量整體而言屬重大的最低級輸入值)確定是否發生不同等級轉移。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### FOREIGN CURRENCIES

These financial statements are presented in RMB, which is the functional currency of most of the group companies. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

### 2.4 重大會計政策概要(續)

#### 外幣

該等財務報表以人民幣呈列。人民幣是本集團內大多數公司的功能貨幣。本集團各實體釐定其本身的功能貨幣，而各實體財務報表載列的項目以該功能貨幣計量。

本集團實體記錄的外幣交易最初以交易當日各功能貨幣匯率記錄入賬。以外幣列值的貨幣性資產及負債，則按報告期末的適用功能貨幣現貨匯率換算。所有由貨幣性項目結算或折算產生的匯兌差額計入損益表。

以外幣列值及按歷史成本計算的非貨幣項目，乃按首次交易當日的匯率換算。

在釐定於初始確認與預付代價有關的非貨幣資產或非貨幣負債終止確認而產生的有關資產、開支或收入所用的匯率時，初次交易的日期為本集團因預付代價而初始確認非貨幣性資產或非貨幣性負債之日。倘存在多筆預付款或預收款，本集團會就每筆預付代價付款或收款釐定交易日期。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### FOREIGN CURRENCIES (Cont'd)

The functional currency of the Company, Dawnrays International Company Limited (“Dawnrays (BVI)”), Dawnrays Biotechnology Capital (Asia) Limited (“Dawnrays Biotechnology”), Dawnrays International Company Limited (“Dawnrays International”), Dawnrays Pharma (Hong Kong) Limited (“Dawnrays Pharma”), Cinmed (Hong Kong) Investment Limited (“Cinmed Hong Kong”) and Top Field Limited (“Top Field”) (collectively the “Overseas Companies”) is the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these companies are translated into RMB at the exchange rate prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rate for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of the Overseas Companies are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the Overseas Companies which arise throughout the year are translated into RMB at the weighted average exchange rate for the year.

## 2.4 重大會計政策概要(續)

### 外幣(續)

本公司、東瑞國際有限公司(「東瑞(BVI)」)、東瑞生物投資發展(亞洲)有限公司(「東瑞生物」)、東瑞國際股份有限公司(「東瑞國際股份」)、東瑞藥業(香港)有限公司(「東瑞藥業」)、興安(香港)投資有限公司(「興安香港」)及Top Field Limited(「Top Field」)(統稱「海外公司」)的功能貨幣為港幣。於報告期末，該等公司的資產與負債按報告期末的匯率換算為人民幣，而損益表則按年度的加權平均匯率換算為人民幣。因此而產生的匯兌差額在其他全面收益中予以確認並記入匯兌波動儲備中。於出售國外業務時，就該特定境外業務在其他全面收益中的部分將於損益表確認。

因收購一間境外業務而產生的任何商譽以及因收購而產生的資產和負債的賬面值的任何公允價值調整均視為該境外業務的資產和負債，並按收市匯率折算。

就綜合現金流量表而言，境外公司的現金流量按現金流量日期適用的匯率換算為人民幣。海外公司在年內產生的經常性現金流量會按該年度的加權平均匯率換算為人民幣。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### REVENUE RECOGNITION

##### *Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

### 2.4 重大會計政策概要(續)

#### 收入確認

##### *來自客戶合約之收入*

來自客戶合約之收入於貨品或服務的控制權轉移於客戶時予以確認，而該金額反映本集團預期就提供該等貨品或服務有權獲得之代價。

當合約中的代價包含可變金額時，本集團會估計向客戶轉讓貨品或服務將有權獲得的代價金額。可變代價於合約開始時估計並受其約束，直至當與可變代價相關之不明朗因素於其後消除時已確認的累計收入金額極有可能不會出現重大收入撥回為止。

當合約就貨品或服務轉讓予客戶而為客戶提供超過一年的重大利益的融資成分時，收入按應收款項的現值計量，並使用本集團與客戶在合約開始時的單獨融資交易中反映的貼現率貼現。當合約中包含為本集團提供一年以上的重大財務利益的融資成分時，合約項下確認的收入包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款至轉讓承諾商品或者服務的期限為一年或者更短的合約而言，交易價格採用國際財務報告準則第15號中可行權宜之計，不對重大融資部分的影響作出調整。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### REVENUE RECOGNITION (Cont'd)

#### Revenue from contracts with customers (Cont'd)

(a) Sale of pharmaceutical products

Revenue from the sale of pharmaceutical products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the pharmaceutical products.

Some contracts for the sale of pharmaceutical products provide customers with rights of volume rebates. The rights of volume rebates give rise to variable consideration.

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

(b) Rendering of pilot test services

Revenue from the rendering of pilot test services is recognised over the period of time because the customer simultaneously receives and consumes the benefits provided by the Group.

## 2.4 重大會計政策概要(續)

### 收入確認((續))

#### 來自客戶合約之收入(續)

(a) 銷售醫藥產品

來自銷售醫藥產品的收入於資產控制權轉移至客戶時確認，一般為交付醫藥產品時。

部份醫藥產品銷售合約為客戶提供批量折扣權利。批量折扣權利產生可變代價。

倘某些客戶在規定期間購買產品數量超過合約所規定數量，本集團可向該等客戶提供可回溯批量折扣。該折扣可用於抵銷客戶的應付金額。單一批量限額合約採用「最可能金額方法」，以估計預期未來折扣的可變代價。本集團應用可變代價估計限制規定，並就預期未來折扣的退款責任進行確認。

(b) 提供試驗測試服務

來自提供試驗測試服務的收入在某一時段內確認，原因為客戶同時收取及消耗本集團所提供的利益。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### REVENUE RECOGNITION (Cont'd)

##### *Other income*

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### CONTRACT LIABILITIES

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### 2.4 重大會計政策概要(續)

#### 收入確認(續)

##### *其他收入*

租金收入乃根據租賃年期以時間比例作基準確認。依賴於一個指數或比率之可變動租賃付款在其發生的會計期間確認為收入。

利息收入按實際利率法以累計基準計算，實際利率即將於金融工具估計可用年期或更短期間(視情況而定)所收取估計日後現金流量準確折算至該財務資產賬面淨值的利率。

股息收入會在股東收取款項的權利被確立、與股息相關的經濟利益可能流入本集團，且股息金額能可靠計量時確認。

#### 合約負債

倘本集團將有關貨品或服務轉讓予客戶前，收到付款或付款到期時(以較早者為準)將確認合約負債。合約負債於本集團履行合約時確認為收入(把有關貨品或服務之控制權轉讓予客戶)。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### INCOME TAX

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

#### *Current income tax*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries where the Group operates.

#### *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2.4 重大會計政策概要(續)

### 稅項

所得稅包括當期及遞延稅項。有關損益外確認項目的所得稅在損益表外確認，即在其他全面收益中確認或直接在權益中確認。

#### *當期所得稅*

當期所得稅資產及負債按預期可收回或支付予稅務機構的金額計量，該等金額乃基於考慮本集團營運的國家現有詮釋及慣例在報告期末已立例制定或大致上已立例制定的稅率（及稅務法例）計算。

#### *遞延稅項*

在報告期末資產及負債的稅基與其就財務報告而言的賬面值之間的所有時間性差異，須按負債法計提遞延稅項。

所有應課稅暫時性差異均會確認遞延稅項負債，惟下列情況除外：

- 倘若遞延稅項負債的起因，是由於初始確認商譽或在一宗非屬業務合併的交易中初始確認的資產或負債，而且在交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於涉及附屬公司投資的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，以及暫時性差異不甚可能在可見將來撥回。



### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### INCOME TAX (Cont'd)

##### Deferred tax (Cont'd)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### 2.4 重大會計政策概要(續)

#### 稅項(續)

##### 遞延稅項(續)

對於所有可扣減暫時性差異、結轉的未用稅項抵扣及未用稅項虧損，若日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時性差異、結轉的未用稅項抵扣及未用稅項虧損的，則遞延稅項資產一律確認入賬，惟下列各點除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初始確認資產或負債，而且在交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於涉及附屬公司投資的可扣減暫時性差異而言，只有在時間性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在每個報告期末予以審閱。若不再可能有足夠應課稅利潤用以抵扣相關稅項資產的全部或部份，則扣減遞延稅項資產賬面值。未被確認遞延稅項資產於各報告期末進行重新評估，並當可能有足夠應課稅溢利讓全部或部份遞延稅項資產被動用時確認。

遞延稅項資產和負債仍按資產變現或負債清償的期間預期適用的稅率計算，並以報告期末已經生效或大致上已經生效的稅率(及稅法)為基準。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### INCOME TAX (Cont'd)

#### Deferred tax (Cont'd)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

## 2.4 重大會計政策概要(續)

### 稅項(續)

#### 遞延稅項(續)

僅於本集團擁有依法執行權利，可抵銷本期稅項資產、本期稅項負債與遞延稅項資產及遞延稅項負債，而有關所得稅由同一稅務機關就同一稅務實體或不同稅務實體徵收，且該不同稅務實體計劃在日後每個預計有大額遞延稅項負債需清償或有大額遞延稅項資產可以收回的期間內，按淨額基準結算本期稅項負債及資產，或同時變現資產及清償負債時，遞延稅項資產及遞延稅項負債予以對銷。

### 政府撥款

政府撥款於可合理地保證將會獲得撥款，以及將遵守所有附帶條件時以公允值予以確認。倘撥款與一項費用有關，即按其擬補貼成本於支出之期間內有系統地確認為收入。

倘撥款與一項資產有關，即將其公允值撥入遞延收入，並於有關資產的預計可使用年內以等額年金撥往損益表或扣減資產賬面值，以減少折舊形式撥往損益表。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### RETIREMENT BENEFIT SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China (the “Mainland China Subsidiaries”) are required to participate in a central pension scheme operated by the local municipal government. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### TERMINATION BENEFITS

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

### 2.4 重大會計政策概要(續)

#### 退休福利計劃

本集團根據強制性公積金計劃條例為合資格參加強制性公積金計劃的僱員設立一個定額供款強制性公積金計劃(「強積金計劃」)。供款數目乃按僱員基本薪金若干百分比而作出，並根據強積金計劃的規則於到期支付時自損益表中扣除。強積金計劃的資產與本集團資產分開，由獨立管理的基金保管。本集團的僱主供款於向強積金計劃供款時全數歸僱員所有；惟根據強積金計劃的規則，本集團的僱主自願供款，在僱員未能享有全數供款前離職的情況下，可退回本集團。

本集團於中國大陸營運的附屬公司(「中國大陸附屬公司」)的員工均須參與由當地政府運作的中央退休計劃。供款根據中央退休計劃的規則於到期支付時自損益表中扣除。

#### 離職福利

離職福利於本集團不再能夠撤回該等福利的要約或於本集團確認重組成本並涉及支付離職福利的較早日期予以確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### ACCOMMODATION BENEFITS

Contributions to an accommodation fund administered by the Public Accumulation Funds Administration Centre in Mainland China are charged to the statement of profit or loss as incurred.

### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, an appropriate capitalisation rate shall be applied to the expenditure on the individual assets.

## 2.4 重大會計政策概要(續)

### 住房福利

有關對由中國大陸公積金管理中心管理的住房公積金的供款，乃於產生時自損益表扣除。

### 借貸成本

直接歸屬於收購、建造或生產符合條件的資產（即需要經過相當長時間才能達到預定可使用或可銷售狀態的資產）的借貸成本，經資本化後計入該等資產的成本。當該等資產基本達到預定可使用或可銷售狀態後，借貸成本停止資本化。專項借款作臨時投資所賺取的投資收入，在該借款撥作符合條件的資產的開支之前，從資本化借貸成本中扣除。所有其他借款成本在其發生的當期確認為開支。借貸成本由利息及企業就借款所產生的其他成本所組成。

當已為取得合資格資產借入一般借款時，個別資產之開支按適當資本化比率資本化。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### SHARE-BASED PAYMENTS

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants (the Company's directors, employees of the Group and other eligible participants) of the Group receive remuneration in the form of share-based payments, whereby eligible participants render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with eligible participants is measured by reference to the fair value at the date at which they are granted. The fair value is determined using the Black-Scholes-Merton valuation model, further details of which are given in note 32 to the financial statements. The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

### 2.4 重大會計政策概要(續)

#### 股份支付

本公司設立一項購股權計劃作為給予為本集團業務成功作出貢獻的合資格參與者的激勵及獎勵。本集團的合資格參與者(本公司董事、本集團僱員及其他合資格參與者)按以股份支付的方式收取酬金，合資格參與者則提供服務以作為收取權益工具的代價(「權益結算交易」)。

與合資格參與者進行權益結算交易的成本，乃參考授出權益當日的公允值計算。公允值乃按柏力克－舒爾斯估值模式釐定，有關詳情載於財務報表附註32。權益結算交易的成本於達到績效及／或服務條件的期間內連同權益相應增加部份確認於僱員福利開支。由每個結算日直至歸屬日就權益結算交易確認的累積支出，反映歸屬期屆滿部份以及本集團對最終將會歸屬的權益工具數目的最佳估計。在某一期間損益表內的扣除或進賬，乃反映累計開支於期初與期終確認時的變動。

釐定報酬之授出日公允值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部份。市場表現條件將反映在授出日之公允值。附帶於報酬中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。非歸屬條件之報酬以公允值反映並即時確認為開支。除非該報酬當中也包含服務及／或表現條件。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### SHARE-BASED PAYMENTS (Cont'd)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the participants as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (further details are given in note 12).

## 2.4 重大會計政策概要(續)

### 股份支付(續)

因未能達至非市場表現及／或服務條件，而最終並無歸屬之報酬並不會確認開支，倘報酬包含一項市場或非歸屬條件，則無論市場或非歸屬條件是否達成，交易會被視為已歸屬，惟需達成所有其他表現及／或服務條件。

當權益結算報酬的條款修訂時，倘符合原始報酬條款，以如同條款並無修訂情況下的最少支出確認支出。因修訂而導致股份支付的總公允價值有所增加，或對參與者帶來利益，均會按修訂當日的計算確認額外支出。

當權益結算報酬註銷時，會視作報酬已於註銷當日經已歸屬，而報酬尚未確認的任何支出會即時確認。該報酬包括當非歸屬條件在實體或僱員的控制下未能得到滿足時的報酬。然而，倘註銷的報酬有任何替代的新報酬，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬的修訂般處理。

未行使購股權的攤薄影響會入賬為計算每股攤薄盈利時的額外股份攤薄(詳情載於附註12內)。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### INVESTMENTS AND OTHER FINANCIAL ASSETS

##### Initial recognition and measurement

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

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

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

### 2.4 重大會計政策概要(續)

#### 投資及其他財務資產

##### 初始確認及計量

財務資產於初始確認時分類為其後按攤銷成本計量、按公允值計量且其變動計入其他全面收益及按公允值計量且其變動計入損益的財務資產。

於初始確認時，財務資產分類取決於財務資產的合約現金流量特點及本集團管理該等財務資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法並無調整重大融資成分影響的應收貿易及票據款項外，本集團按公允值加上（倘財務資產並非按公允值計量且其變動計入損益）交易成本計量財務資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易及票據款項根據上文「收入確認」所載的政策按國際財務報告準則第15號釐定的交易價格計量。

為使財務資產按攤銷成本或按公允值計量且其變動計入其他全面收益進行分類及計量，其產生的現金流量應純粹為支付本金及以未償付本金金額為基礎的利息（「純粹支付本金及利息」）。不論業務模式如何，財務資產產生的現金流量並非純粹支付本金及利息的，則按公允值計量且其變動計入損益分類及計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (Cont'd)

#### Initial recognition and measurement (Cont'd)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Subsequent measurement

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

##### *Financial assets at amortised cost (debt instruments)*

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

## 2.4 重大會計政策概要(續)

### 投資及其他財務資產(續)

#### 初始確認及計量(續)

本集團管理財務資產的業務模式指其如何管理其財務資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售財務資產，或兩者兼有。當業務模式目的是持有財務資產以收取合同現金流量，財務資產則按攤銷成本分類及計量。當業務模式目的是持有以收取合同現金流量和出售，財務資產按以公允價值計量且其變動計入其他全面收益分類及計量。當財務資產並非按以上業務模式持有，則按以公允價值計量且其變動計入損益分類及計量。

所有一般買賣之財務資產概於交易日(即本集團承諾買賣該資產之日期)予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之財務資產買賣。

#### 後續計量

財務資產的後續計量取決於其分類，如下：

##### *按攤銷成本計量之財務資產(債務工具)*

按攤銷成本計量之財務資產使用實際利率法後續計量，並可能作出減值。當資產終止確認、變更或減值時，收益及虧損於損益表中確認。



### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### INVESTMENTS AND OTHER FINANCIAL ASSETS (Cont'd)

##### Subsequent measurement (Cont'd)

The subsequent measurement of financial assets depends on their classification as follows: (Cont'd)

##### *Financial assets at fair value through other comprehensive income (debt instruments)*

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

##### *Financial assets at fair value through other comprehensive income (equity investments)*

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

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

### 2.4 重大會計政策概要(續)

#### 投資及其他財務資產(續)

##### 後續計量(續)

財務資產的後續計量取決於其分類，如下：  
(續)

##### *按公允值計量且其變動計入其他全面收益之財 務資產(債務工具)*

就按公允值計量且其變動計入其他全面收益之債務工具而言，利息收入、外匯重估及減值虧損或撥回於損益表中確認，並按與按攤銷成本計量之財務資產相同的方式計算。其餘公允值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公允值變動將重新計入損益表。

##### *按公允值計量且其變動計入其他全面收益之財 務資產(股權投資)*

於初始確認時，本集團可選擇於股權投資符合國際會計準則第32號「金融工具：呈報」項下的股權定義且並非持作買賣時，將其不可撤回地分類為指定按公允值計量且其變動計入其他全面收益之股權投資。分類乃按個別工具基準釐定。

該等財務資產的收益及虧損概不會重新計入損益表。在支付權已經確立、與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠計量時，股息於損益表中確認為其他收入，惟當本集團於作為收回財務資產一部分成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定為按公允值計量且其變動計入其他全面收益之股權投資不需作出減值評估。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (Cont'd)

#### Subsequent measurement (Cont'd)

The subsequent measurement of financial assets depends on their classification as follows: (Cont'd)

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

## 2.4 重大會計政策概要(續)

### 投資及其他財務資產(續)

#### 後續計量(續)

財務資產的後續計量取決於其分類，如下：  
(續)

#### *以公允值計量且其變動計入損益之財務資產*

以公允值計量且其變動計入損益之財務資產於財務狀況表按公允值入賬，公允值變動淨額於損益表確認。

該類別包括本集團並無不可撤回地選擇按公允值計量且其變動計入其他全面收益進行分類的衍生工具及股權投資。在支付權已經確立、與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠計量時，分類為以公允值計量且其變動計入損益的財務資產的股權投資股息亦在損益表中確認為其他收入。

當嵌入混合合約(包含財務負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險；具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合約並非按公允值計量且其變動計入損益，則該衍生工具與主體分開並作為單獨衍生工具列賬。該等嵌入式衍生工具以公允值計量，而公允值變動於損益表確認。僅當合約條款發生變更，致使合約相關的現金流量發生重大變化時或財務資產重分類為非以公允值計量且其變動計入損益類別時，該嵌入式衍生工具才須進行重估。

嵌入混合合約(包含財務資產主體)的衍生工具不得單獨列賬。財務資產主體連同嵌入式衍生工具須整體分類為按公允值計量且其變動計入損益之財務資產。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### DERECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

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

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

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

### 2.4 重大會計政策概要(續)

#### 取消確認財務資產

在下列情況下，將基本取消確認(即於本集團綜合財務狀況表移除)財務資產(或(如適當)一項財務資產的一部份或一組同類財務資產的一部份)：

- 可獲取資產所得現金流量的權利期滿；或
- 本集團已轉讓其可獲取資產所得現金流量的權利或已承擔根據交付協議須無重大延誤地按「轉移」協議向第三方悉數支付所得現金流量，及(a)本集團轉讓資產絕大部份的風險及回報，或(b)本集團既無轉讓亦無保留資產絕大部份的風險及回報，但已轉讓資產的控制權。

當本集團已轉讓其收取一項資產所得現金流量的權利或已訂立一項轉移協議，會評估是否及何種程度上保留該資產的風險及回報。當並無轉讓或保留該項資產的絕大部份風險及回報，亦並無轉讓該項資產的控制權，則本集團將繼續確認該轉讓資產，條件為本集團須持續涉及該項資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團已保留權利及責任的基準計量。

本集團以擔保形式持續涉及轉讓資產，該已轉讓資產乃以該項資產之原賬面值及本集團可能需要支付之最高代價兩者之較低者計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### IMPAIRMENT OF FINANCIAL ASSETS

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

#### *General approach*

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

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

## 2.4 重大會計政策概要(續)

### 財務資產減值

本集團就並非按公允價值計量且其變動計入損益的所有債務工具確認預期信貸虧損撥備(「預期信貸虧損」)。預期信貸虧損乃基於以原實際利率的近似值貼現的根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押物的現金流量或組成合約條款的其他信貸提升措施。

#### *一般方法*

預期信貸虧損分兩個階段進行確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損按未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)計量。就自初始確認起已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(存續期預期信貸虧損)。

本集團於各報告日評估相關金融工具的信貸風險自初始確認後是否已顯著增加。在進行有關評估時，本集團會就金融工具於報告日期發生違約的風險與金融工具於首次確認當日發生違約的風險進行比較及考慮合理可靠且毋須付出不必要的成本或努力即可獲得的資料，包括過往資料及前瞻性資料。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

##### *General approach (Cont'd)*

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

### 2.4 重大會計政策概要(續)

#### 財務資產減值(續)

##### *一般方法(續)*

對於以公允值計量且其變動計入其他全面收益之債務投資，本集團採用低信貸風險簡化處理。於各報告日期，本集團利用所有合理且可靠、毋須付出不必要的成本或努力即可獲得的資料評估債務投資是否被認為具有低信貸風險。進行有關評估時，本集團重新評估債務投資的外部信貸評級。此外，本集團認為當合約付款逾期超過30天時，信貸風險顯著增加。

本集團認為，倘合約付款逾期90天，則發生財務資產違約事件。然而，在若干情況下，倘內部或外部資料顯示本集團在計及任何本集團持有的信用增級前不可能悉數收取未收取合約金額，則本集團亦可認為發生財務資產違約事件。倘無法合理預期能收回合約現金流量，則撇銷財務資產。

除應收貿易款項及合約資產採用下述簡化方法外，按公允值計量且其變動計入其他全面收益之債務投資及按攤銷成本計量之財務資產按一般方法進行減值，並按下列預期信貸虧損計量階段分類。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

#### General approach (Cont'd)

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

#### Simplified approach

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

## 2.4 重大會計政策概要(續)

### 財務資產減值(續)

#### 一般方法(續)

- 階段 1 — 信貸風險自初始確認後並無顯著增加的金融工具，虧損撥備按等同12個月預期信貸虧損的金額計量
- 階段 2 — 信貸風險自初始確認後顯著增加但無信貸減值的金融工具，虧損撥備按等同存續期預期信貸虧損的金額計量
- 階段 3 — 於報告日期為信貸減值的財務資產(但於購買或發起時並無信貸減值)，虧損撥備按等同存續期預期信貸虧損的金額計量

#### 簡化方法

對於不包含重大融資成分的應收貿易及票據款項，或當本集團採用不調整重大融資成分影響的可行權宜方式時，本集團計算預期信貸虧損時應用簡化方法。根據簡化方法，本集團並無追蹤信貸風險的變化，反而於各報告日期根據存續期預期信貸虧損確認減值撥備。本集團已根據其以往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### FINANCIAL LIABILITIES

##### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and notes payables, other payables, lease liabilities and loans and borrowings.

##### Subsequent measurement

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

##### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

### 2.4 重大會計政策概要(續)

#### 財務負債

##### 初始確認及計量

財務負債於初始確認時乃視情況分類為以公允價值計量且其變動計入損益之財務負債、貸款及借款、或在有效對沖中被指定為對沖工具的衍生工具。

所有財務負債初始按公允價值確認，惟貸款及借款及應付款則扣除直接應佔交易成本。

本集團的財務負債包括應付貿易及票據款項、其他應付款項、租賃負債、貸款及借款。

##### 後續計量

財務負債的後續計量取決於其分類，如下：

##### *以公允價值計量且其變動計入損益之財務負債*

以公允價值計量且其變動計入損益之財務負債包括以交易為目的而持有財務負債及於首次確認時指定為按公允價值計量且變動計入損益之財務負債。

以近期內回購為目的而買入的財務負債被分類為交易性財務負債。此類別包括本集團訂立的未被指定為對沖關係(定義見國際財務報告準則第9號)中對沖工具的衍生金融工具。單獨的嵌入式衍生工具，除非其被指定為有效對沖工具，否則亦分類為交易性財務負債。交易性財務負債所產生的損益在損益表中確認。在損益表中確認的公允價值淨損益並不包含就該等財務負債所支付的任何利息。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### FINANCIAL LIABILITIES (Cont'd)

#### Subsequent measurement (Cont'd)

##### *Financial liabilities at fair value through profit or loss (Cont'd)*

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

##### *Financial liabilities at amortised cost (loans and borrowings)*

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

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

## 2.4 重大會計政策概要(續)

### 財務負債(續)

#### 後續計量(續)

##### *以公允值計量且其變動計入損益之財務負債(續)*

僅在滿足國際財務報告準則第9號時，於初始確認日將財務負債指定為以公允值計量且其變動計入損益之財務負債。指定為以公允值計量且其變動計入損益之財務負債所產生之損益在損益表中確認，除本集團自身信貸風險所產生之收益或虧損於其他全面收益中列報外，未來並不能重新分類至損益表。在損益表中確認的公允值淨損益並不包含就該等財務負債所支付的任何利息。

##### *以攤銷成本計量之財務負債(貸款及借款)*

於初始確認後，計息貸款及借款其後會使用實際利率法按攤銷成本計量，若折現沒有重大影響，則按成本值列賬。當負債被取消確認或透過實際利率法進行攤銷時，盈虧於損益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的財務費用內。



### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### DERECOGNITION OF FINANCIAL LIABILITIES

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

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

#### OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

### 2.4 重大會計政策概要(續)

#### 取消確認財務負債

債務被解除或取消或到期時，取消確認財務負債。

倘現有財務負債由同一貸方授予條款迥異的其他債項取代，或現有財務負債的條款經重大修訂，則該等變更或修訂視作取消確認原負債及確認新負債，各賬面值的差額於損益表確認。

#### 抵銷金融工具

倘現時存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則財務資產及負債均可予抵銷，並將淨金額列入綜合財務狀況表內。

#### 物業、廠房、設備與折舊

除在建工程以外之物業、廠房及設備乃按成本值減去累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購入價及將資產達至運作狀況及運抵有關位置作擬定用途之任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的開支，例如維修和保養開支，一般於產生期間自損益表扣除。於符合確認條件的情況下，主要檢修的開支於資產賬面值中資本化為一項重置。倘物業、廠房及設備的重要部分須分階段更換，本集團將此組成部份作為一項單獨資產，分別確定其使用壽命並相應計提折舊。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION (Cont'd)

Depreciation is calculated on the straight-line basis over the estimated useful life of the asset as follows:

Leasehold improvements	3 years
Buildings	20 to 25 years
Machinery and other equipment	5 to 10 years
Office equipment	3 to 25 years
Motor vehicles	4 years

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

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

### CONSTRUCTION IN PROGRESS

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

## 2.4 重大會計政策概要(續)

### 物業、廠房、設備與折舊(續)

折舊以直線基準於資產的估計可使用年內計算如下：

租賃資產改良工程	3年
樓宇	20年至25年
機器及其他設備	5年至10年
辦公設備	3年至25年
汽車	4年

如物業、廠房及設備的某項目部分具有不同可使用年期，則該項目的成本按合理基準分配在各部分中，而每一部分個別計算折舊。殘值，可使用年期和折舊方法至少於每個會計年度末復核，並在合適的情況下調整。

當一項物業、廠房及設備包含初始確認的任何重大部分被處置或其使用或出售估計並無未來經濟效益時，則取消確認。於取消確認該資產時產生的任何收益或虧損(以處置所得款項淨額與該項目的賬面值的差額計算)乃計入該資產取消確認時的損益表內。

### 在建工程

在建工程指興建中的物業、廠房及設備，並以成本扣除減值虧損入賬及不予折舊。成本包括直接興建成本及於建築期間相關的借貸資金產生的資本化借貸成本。當在建工程完工並可使用時，即會轉撥為適當類別的物業、廠房及設備。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### INTANGIBLE ASSETS (OTHER THAN GOODWILL)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

#### *Research and development costs*

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

### 2.4 重大會計政策概要(續)

#### 無形資產(商譽除外)

單獨收購的無形資產初始確認時按成本計算。於企業合併中購入的無形資產的成本為收購當日的公允值。無形資產的可使用年期可分為有限或無限。年期有限的無形資產其後於可使用經濟年內攤銷。並當有跡象顯示無形資產可能減值時，管理層將評估其減值金額。可使用年期有限的無形資產的攤銷期間及方法，最少會於每個財政年度末檢查。

可使用年期無限的無形資產每年按個別或按視作現金產出單位進行減值測試。該無形資產不予攤銷。可使用年期無限的無形資產的可使用年期每年進行檢查，以確定是否仍然可以支持年期無限的評估。如不支持，將按未來適用法將可使用年期評估由無限改為有限的變化記錄入賬。

#### 研發成本

所有研究費用於產生時自損益表扣除。

開發新產品的項目所產生的支出僅在本集團可以證實以下情況時予以資本化和遞延：使無形資產完成並可使用或銷售在技術上可行；有完成的意向且有使用或出售資產；資產如何產生未來經濟效益；具備完成項目的資源；及能夠可靠地計量開發期間的支出。不符合上述標準的產品開發支出在發生時記作費用。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### INTANGIBLE ASSETS (OTHER THAN GOODWILL) (Cont'd)

#### Research and development costs (Cont'd)

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products commencing from the date when the products are put into commercial production. The estimated residual value is zero.

Category	類別	Estimated	Annual
		useful life	amortisation rate
		估計可使用年期	每年攤銷比率
Software	軟件	10 years 十年	10%
Deferred development costs	遞延開發成本	10 years 十年	10%

### LEASES (APPLICABLE FROM 1 JANUARY 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## 2.4 重大會計政策概要(續)

### 無形資產(商譽除外)(續)

#### 研發成本(續)

遞延開發成本乃按成本值減任何減值虧損列賬，並以直線法由有關產品開始商業生產之日起按相關產品之商業期限攤銷。估計殘值為零。

Category	類別	Estimated	Annual
		useful life	amortisation rate
		估計可使用年期	每年攤銷比率
Software	軟件	10 years 十年	10%
Deferred development costs	遞延開發成本	10 years 十年	10%

### 租賃(由二零一九年一月一日起適用)

本集團在合同開始時評估合同是否為租賃或包含租賃。倘一份合約在一段時間內為換取對價而讓渡一項可識別資產使用之控制權，則該合約為一項租賃或包含一項租賃。

#### 集團成為承租人

本集團就所有租賃應用單一之方法確認及計量，短期租賃及低價值資產租賃除外。本集團確認租賃負債以付租金及確認使用權資產代表使用相關資產的權利。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### LEASES (APPLICABLE FROM 1 JANUARY 2019) (Cont'd)

##### Group as a lessee (Cont'd)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	Over the lease terms
Property	3 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### 2.4 重大會計政策概要(續)

#### 租賃(由二零一九年一月一日起適用)(續)

##### 集團成為承租人(續)

(a) 使用權資產

使用權資產於租賃開始日確認(即標的資產可用日期)。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、產生的初始直接成本以及於開始日或之前支付之租賃付款金額減已收取之任何租賃激勵。使用權資產在租期及估計使用年期(以較短者為準)內按直線法折舊如下:

租賃土地	租賃年期
物業	三至五年

如果租賃資產的擁有權在租賃期屆滿時轉移至本集團或成本反映了購買選擇權的行使,則使用資產的估計使用壽命計算折舊。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### LEASES (APPLICABLE FROM 1 JANUARY 2019) (Cont'd)

#### Group as a lessee (Cont'd)

##### (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

## 2.4 重大會計政策概要(續)

### 租賃(由二零一九年一月一日起適用)(續)

#### 集團成為承租人(續)

##### (b) 租賃負債

於租賃開始日按租賃期內應付的租賃付款金額之現值確認租賃負債。租賃付款金額包括固定付款額(含實質固定付款額)減任何租賃激勵應收款項、取決於一項指數或利率的可變租賃付款額以及根據剩餘價值擔保預期應付的金額。租賃付款金額亦包括本集團合理確定行使的購買選擇權的行使價及倘租期反映本集團行使終止選擇權時，有關終止租賃的罰款。對於並非取決於指數或利率的可變租賃付款額，在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款金額的現值時，因租賃內含利率無法確定，本集團應用租賃開始日的增量借款利率計算。於開始日後，租賃負債金額的增加反映了利息的增加，其減少則關乎所作出的租賃付款。此外，倘存在修改、租期變動、租賃付款額變動(例如：由指數或利率變動引起的未來租賃付款額變動)或購買標的資產的評估變動，則重新計量租賃負債的賬面值。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### LEASES (APPLICABLE FROM 1 JANUARY 2019) (Cont'd)

##### *Group as a lessee (Cont'd)*

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

##### *Group as a lessor*

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, are accounted for as finance leases.

### 2.4 重大會計政策概要(續)

#### 租賃(由二零一九年一月一日起適用)(續)

##### *集團成為承租人(續)*

(c) 短期租賃及低價值資產租賃

本集團對其機械設備的短期租賃採用短期租賃確認豁免(自開始日起租賃期為12個月或更短而且不包含購買選擇權)。亦將低價值資產租賃的確認豁免適用於被認為具有低價值的辦公室設備和筆記本電腦的租賃。

短期租賃及低價值資產租賃之租賃付款額在租賃期內按直線法確認為開支。

##### *集團作為出租人*

當本集團作為出租人時，在租賃開始時(或發生租賃變更時)將其每個租賃分類為經營租賃或融資租賃。

凡本集團不將附帶於擁有資產之絕大部分收益及風險轉讓之租賃均分類為經營租賃。就包含租賃及非租賃組成部分的合約而言，本集團根據相對獨立銷售價格基準將合約代價分配至各項租賃組成部分。租金收入在租賃期內按直線法入賬，由於其經營性質，計入當期損益表收入。協商和安排經營租賃所發生的初始直接費用被加到租賃資產的賬面價值中，並在租賃期內以與租金收入相同的基礎確認。或有租金在賺取期間確認為收入。

凡將附帶於擁有資產之絕大部分風險及收益撥歸承租人之租賃均列為融資租賃。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### LEASES (APPLICABLE BEFORE 1 JANUARY 2019)

Leases that transfer substantially all the risks and rewards of ownership of assets to the Group, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases represented by land use rights are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

## 2.4 重大會計政策概要(續)

### 租賃(於二零一九年一月一日前適用)

凡將擁有資產之絕大部分風險及收益撥歸本集團之租賃均列為融資租賃。於融資租賃生效時，租賃資產成本乃按最低租金之現值撥作資本，連同承擔(不包括利息部分)一併記錄，以反映資產購買及融資。撥作資本化融資租賃持有之資產，包括融資租賃下之預付土地租賃付款，乃計入物業、廠房及設備內，並按該等資產之租約年期及估計可使用年期(以較短者為準)折舊。該等租賃之融資費用則自損益表扣除，藉以在租約年內計算出固定之費用率。

通過融資性質租購合同收購的資產計入融資租賃，但在其估計可使用年內折舊。

凡資產擁有權之絕大部份回報及風險屬出租人之租約均列為經營租約。倘本集團為出租人，本集團按經營租約出租之資產計入非流動資產及經營租約之應收租金均以直線法按租期計入於損益表。倘本集團為承租人，經營租約之應付租金(扣除收到由出租人提供的任何優惠)以直線法按租期自損益表扣除。

以土地使用權為代表的經營租賃下的預付土地租賃付款，先按成本列示，隨後在租賃期內以直線法確認。



### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### IMPAIRMENT OF NON-FINANCIAL ASSETS

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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

### 2.4 重大會計政策概要(續)

#### 非財務資產減值

如有跡象顯示資產出現減值，或須對資產進行年度減值測試(存貨、財務資產、遞延稅項資產及非流動資產除外)，則會估計該項資產的可收回金額。資產的可收回金額為資產或現金產出單位的使用價值或其公允值減出售成本的較高者，並就個別資產釐定，惟該項資產並無產生大部分獨立於其他資產或其他組別資產的現金流入則除外，於此情況下，就該項資產所屬的現金產出單位釐定可收回金額。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以反映當時市場對貨幣時間價值及該項資產的特定風險的估計的稅前折現率折減至現值。減值虧損於產生期間自損益表與被減值資產功能一致的開支類別扣除。

於各報告期末，均會評估是否有跡象顯示過往已確認的減值虧損不再存在或可能減少。如出現該跡象，則會估計可收回金額。過往確認的資產減值虧損(商譽除外)僅於用於釐定該項資產的可收回金額所採用的估計出現變化時撥回。但撥回之數額不應高於資產於以往年度未確認減值虧損時原將確定之賬面值(扣除任何折舊／攤銷)。該項減值虧損的撥回於發生時撥入損益表。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### TREASURY SHARES

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

### INVENTORIES

Inventories are stated at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials	Purchase cost on a weighted-average basis
Finished goods and work in progress	Cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs

Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### CASH AND CASH EQUIVALENTS

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

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted or pledged as to use.

## 2.4 重大會計政策概要(續)

### 庫存股份

本公司或本集團購回及持有之自身的權益工具(庫存股份)按成本直接於權益中確認。本集團購買、出售、發行或註銷自身的權益工具所得損益並無於損益表中確認。

### 存貨

存貨按成本及可變現淨值兩者的較低者列賬。

將產品運至現址和變成現狀的成本的會計處理方法如下：

原材料	採購成本(按加權平均法釐定)
製成品及在製品	直接材料、直接人工成本，以及根據正常運作能力按適當比例分配的制造費用比例，但不包括借貸成本

可變現淨值則按估計售價減完成及出售時產生的任何估計成本計算。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物是指手頭現金及活期存款，以及購入後通常於三個月內到期，可隨時轉換為已知金額現金的短期高變現能力但價值改變風險不大的投資，減按要求償還且組成本集團現金管理的不可或缺部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，包括定期存款，以及性質類似現金的資產，其用途不受限制或已抵押。

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### PROVISIONS

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

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

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above; and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

### 2.4 重大會計政策概要(續)

#### 撥備

倘本集團因過往事件須承擔現時的責任(法定或推定)，而承擔該責任可能導致將來資源外流，且該責任所涉及金額能夠可靠地估計時，則確認撥備。

如折現影響重大，則就撥備而確認的金額為預期清償債務所需的未來開支於報告期末的現值。因時間流逝而引致的折現現值的增加計入損益表內的財務費用。

於業務合併時確認的或然負債在起始以公允值計量。隨後，會以以下較高者計量(i)根據上述撥備指引確認的金額；(ii)起始時確認較少的金額，當合適時，按收入確認指引確認收入金額。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### RELATED PARTIES

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

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2.4 重大會計政策概要(續)

### 關聯方

倘符合下列條件，則被視為本集團的關聯方：

- (a) 關聯方可為下述人士或下述人士關係親切的家庭成員
  - (i) 對本集團有控制權或聯合控制權；
  - (ii) 對本集團可施加重大影響；或
  - (iii) 為本集團或其母公司的重要管理層人員的成員；

或

- (b) 如相關實體滿足下列條件之一，則視為關聯方：
  - (i) 該實體與本集團屬於同一集團的成員；
  - (ii) 該實體為另一實體的聯營方或合營方(或為另一實體的母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體與本集團為同一第三方的合營企業；
  - (iv) 其中一方為第三方之合營企業，而另一方為第三方之聯營公司；
  - (v) 該實體為本集團或與本集團有關實體為僱員福利設立的退休福利計劃；
  - (vi) 該實體受上述(a)項中所述人士所控制或共同控制；
  - (vii) 上述(a)(i)項中所述人士對該實體具有重大影響或為該實體(或該實體的母公司)的主要管理層人員的成員；及
  - (viii) 該實體或該實體所屬集團的任何成員公司，為本集團或本集團的母公司提供主要管理人員服務。

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### DIVIDENDS

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### 2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### JUDGEMENTS

In the process of applying the Group's accounting policies, management has made the following judgement which has the most significant effect on the amounts recognised in the financial statements:

##### *Development costs*

Development costs are capitalised in accordance with the accounting policy in note 2.4 to the financial statements. Initial capitalisation of costs is based on management's judgements that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model.

### 2.4 重大會計政策概要(續)

#### 股息

末期股息於股東週年大會獲股東批准後確認為負債。擬派發末期股息於財務報表附註披露。

由於本公司組織章程大綱及公司組織章程細則賦予董事宣派中期股息的權力，本公司可同時建議及宣派中期股息。因此，中期股息於建議及宣派時即時確認為負債。

### 2.5 主要會計判斷、估計及假設

管理層對本集團財務報表的編製需要作出會影響所呈報收入、支出、資產與負債之金額及各自之披露，以及或有負債之披露的判斷、估計及假設。然而，該等假設及估計之不確定性可能導致未來對受影響資產或負債之賬面值作出重大調整。

#### 判斷

於應用本集團之會計政策時，管理層已作出如下判斷，對財務報表確認之金額具有最重大影響：

##### *開發成本*

開發成本乃根據財務報表附註2.4內的會計政策予以資本化。成本初始資本化乃通常當一個產品開發項目達到一個界定里程碑時根據管理層對確定技術與經濟可行性作出之判斷。

## 2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Cont'd)

### ESTIMATION UNCERTAINTY

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### *Variable consideration for volume rebates*

The Group estimates variable consideration to be included in the transaction price for the sale of pharmaceutical products with volume rebates.

The Group's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a customer will likely be entitled to a rebate depends on the customer's historical rebate entitlement and accumulated purchases to date.

The Group updates its assessment of expected volume rebates monthly and the refund liabilities are adjusted accordingly. Estimates of volume rebates are sensitive to changes in circumstances and the Group's past experience regarding rebate entitlements may not be representative of a customers' actual rebate entitlements in the future. As at 31 December 2019, the amount recognised as refund liabilities was RMB10,061,000 (2018: RMB9,258,000) for volume rebates.

## 2.5 主要會計判斷、估計及假設(續)

### 估計不確定性

於報告期末會對日後及其他估計不確定性的主要來源作出重大假設，很大機會導致下一財政年度的資產及負債的賬面值須作出重大調整的假設討論如下。

#### *批量折扣的可變代價*

本集團會估計將予納入銷售給予批量折扣藥品的交易價格中的可變代價。

本集團的預期批量折扣乃就設有單一批量限額的合約按每個客戶進行分析。釐定客戶是否可能獲得折扣取決於客戶的歷史折扣的獲得情況及迄今為止的累計採購額。

本集團每月更新其對預期批量折扣的評估，並相應地調整退款負債。批量折扣的估計對情況變化相當敏感，而本集團過往有關折扣支付情況的經驗可能無法代表客戶未來的實際折扣的獲得情況。於二零一九年十二月三十一日，批量折扣中確認為退款負債的金額為人民幣10,061,000元(二零一八年：人民幣9,258,000元)。

### 2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Cont'd)

#### ESTIMATION UNCERTAINTY (Cont'd)

##### *Provision for expected credit losses on trade receivables*

The Group uses a provision matrix to calculate ECLs for trade and notes receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type and ageing).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the finished drugs sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade and notes receivables is disclosed in note 20 to the financial statements.

##### *Leases — Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions). The Group estimates the IBR using observable inputs (such as loan interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

### 2.5 主要會計判斷、估計及假設(續)

#### 估計不確定性(續)

##### *應收貿易款項之預期信貸虧損撥備*

本集團使用撥備矩陣計算應收貿易及票據款項之預期信貸虧損撥備。撥備率乃基於因就擁有類似虧損模式的多個客戶分部進行分組(即按客戶類別及賬齡)而逾期的日數計算。

撥備矩陣初步基於本集團過往觀察所得違約率而釐定。本集團將調整矩陣，藉以按前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟環境(即本地生產總值)預期將於未來一年惡化，導致成藥分部違約事件增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率將予更新，並對前瞻性估計變動進行分析。

對過往觀察所得違約率、預測經濟環境及預期信貸虧損之間的關連性進行的評估屬重大估計。預期信貸虧損金額對情況變化及預測經濟環境相當敏感。本集團過往信貸虧損經驗及預測經濟環境亦未必能代表客戶日後的實際違約情況。有關本集團應收貿易及票據款項之預期信貸虧損的資料已於財務報表附註20披露。

##### *租賃 — 估計增量借款利率*

當本集團未能輕易釐定租賃的內含利率，其使用增量借款利率計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時(如就並無訂立融資交易的附屬公司而言)，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如貸款利率)估算增量借款利率並須作出若干實體特定的估計(如附屬公司的個別的信貸評級)。

## 2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Cont'd)

### ESTIMATION UNCERTAINTY (Cont'd)

#### *Net realisable value of inventories*

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of a similar nature. It could change significantly as a result of changes in customer taste or competitor actions. Management reassesses these estimates at each reporting date.

#### *Impairment of non-financial assets (other than goodwill)*

The Group assesses whether there are any indications of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

#### *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was RMB241,158,000 (2018: Nil). Further details are given in note 16.

## 2.5 主要會計判斷、估計及假設(續)

### 估計不確定性(續)

#### *存貨的可變現淨值*

存貨的可變現淨值是在日常業務過程中減去估計的銷售費用的估計售價。這些估計是基於對當前市場狀況及銷售近似性質的產品的歷史經驗。它會因顧客口味的變化或競爭對手的行動而產生顯著的改變。管理層在每個報告日重新評估該等估計。

#### *非財務資產之減值(商譽除外)*

本集團於各報告期末評估全部非財務資產是否存在任何減值跡象(包括使用權資產)。非財務資產於出現其賬面值可能不可收回之跡象時進行減值測試。

#### *商譽減值*

本集團至少每年一次確定商譽是否減值。此需要評估商譽分配之現金產生單位的使用價值來計算。估算使用價值需要集團估計來自現金產生單位的預期未來現金流量，並選擇合適的折現率以計算這些現金流量的現值。於二零一九年十二月三十一日，商譽的賬面值為人民幣241,158,000元(二零一八年：無)。附註16載有更多詳情。



## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 3. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and has two reportable segments as follows:

- (a) Manufacture and sale of intermediates and bulk medicines (the “intermediates and bulk medicines” segment)
- (b) Manufacture and sale of finished drugs (including antibiotics finished drugs and non-antibiotics finished drugs) (the “finished drugs” segment)

Management monitors the operating results of these operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group’s profit before tax except that interest income, non-lease-related finance costs, government grants, dividend income, fair value gains/losses from the Group’s financial instruments as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, cash and bank, financial assets at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 3. 分類資料

為方便管理，本集團將業務單位按其產品劃分並由下列兩個可報告分類組成：

- (a) 製造及銷售中間體及原料藥（「中間體及原料藥」分類）
- (b) 製造及銷售成藥（包括抗生素製劑藥及非抗生素製劑藥「成藥」分類）

管理層監察經營分類之經營業績，以作出有關資源分配及表現評估的決策。分類表現乃根據可報告分類溢利（其為經調整除稅前溢利的計量）予以評估。經調整除稅前溢利乃貫徹以本集團的除稅前溢利計量，惟利息收入、非租賃有關的財務費用、政府撥款、股息收入、來自本集團金融工具的公允值收益／虧損、以及總部及企業行政費用不包含於該計量。

分類資產不包括遞延稅項資產、現金及銀行存款、以公允值計量且其變動計入損益之財務資產及其他未分配總部及企業資產，乃由於該等資產以集團為基準管理。

分類負債不包括計息銀行貸款、應付稅項、遞延稅項負債及其他未分配總部及企業負債，乃由於該等負債以集團為基準管理。

分類間的銷售與轉讓乃按當時參照市場價格用作向第三者出售的售價進行。

## 3. SEGMENT INFORMATION (Cont'd)

## 3. 分類資料(續)

Year ended		Intermediates and bulk medicines	Finished drugs	Elimination of intersegment sales	Total
		中間體及 原料藥	成藥	抵銷 分類間銷售	總數
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2019</b>	截至二零一九年 十二月三十一日止年度				
<b>Segment revenue:</b>	分類收入：				
Sales to external customers	對外銷售	236,246	713,761	-	950,007
Intersegment sales	分類間銷售	38,637	-	(38,637)	-
		<b>274,883</b>	<b>713,761</b>	<b>(38,637)</b>	<b>950,007</b>
<b>Segment results</b>	分類業績	(1,267)	418,035	-	416,768
<i>Reconciliation:</i>	調整：				
Unallocated gains	未分配收益				45,950
Corporate and other unallocated expenses	企業及其他未分配支出				(143,377)
Finance costs (other than interest on lease liabilities)	財務費用(非租賃負債利息)				(5,247)
Profit before tax	除稅前溢利				<b>314,094</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 3. SEGMENT INFORMATION (Cont'd)

### 3. 分類資料(續)

Year ended		Intermediates and bulk medicines 中間體及 原料藥	Finished drugs 成藥	Elimination of intersegment sales 抵銷 分類間銷售	Total 總數
31 December 2018	截至二零一八年 十二月三十一日止年度	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分類收入：</b>				
Sales to external customers	對外銷售	210,519	738,419	-	948,938
Intersegment sales	分類間銷售	37,679	-	(37,679)	-
		248,198	738,419	(37,679)	948,938
<b>Segment results</b>	<b>分類業績</b>	2,912	489,683	-	492,595
<i>Reconciliation:</i>	<i>調整：</i>				
Unallocated gains	未分配收益				45,118
Corporate and other unallocated expenses	企業及其他未分配支出				(158,784)
Finance costs	財務費用				(1,152)
Profit before tax	除稅前溢利				377,777

## 3. SEGMENT INFORMATION (Cont'd)

## 3. 分類資料(續)

As at 31 December 2019 於二零一九年十二月三十一日

**Segment assets:** 分類資產：  
Reconciliation: 調整：  
 Corporate and other unallocated 企業及其他未分配資產  
 assets

Total assets 總資產

**Segment liabilities:** 分類負債：  
Reconciliation: 調整：  
 Corporate and other unallocated 企業及其他未分配負債  
 liabilities

Total liabilities 總負債

Intermediates and bulk medicines 中間體及 原料藥 RMB'000 人民幣千元	Finished drugs 成藥 RMB'000 人民幣千元	Total 總數 RMB'000 人民幣千元
448,157	754,425	1,202,582
		1,583,805
		2,786,387
122,703	136,713	259,416
		500,659
		760,075

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### 3. SEGMENT INFORMATION (Cont'd)

### 3. 分類資料(續)

		Intermediates and bulk medicines 中間體及 原料藥 RMB'000 人民幣千元	Finished drugs 成藥 RMB'000 人民幣千元	Total 總數 RMB'000 人民幣千元
As at 31 December 2018	於二零一八年十二月三十一日			
<b>Segment assets:</b>	<b>分類資產：</b>	369,428	639,193	1,008,621
<i>Reconciliation:</i>	<i>調整：</i>			
Corporate and other unallocated assets	企業及其他未分配資產			1,357,408
Total assets	總資產			2,366,029
<b>Segment liabilities:</b>	<b>分類負債：</b>	92,989	94,191	187,180
<i>Reconciliation:</i>	<i>調整：</i>			
Corporate and other unallocated liabilities	企業及其他未分配負債			257,687
Total liabilities	總負債			444,867

### 3. SEGMENT INFORMATION (Cont'd)

#### GEOGRAPHICAL INFORMATION

##### (a) Revenue from external customers

Mainland China	中國大陸
Other countries	其他國家

The revenue information above is based on the locations of the customers.

##### (b) Non-current assets

The Group's operations are substantially based in Mainland China and 95% of the non-current assets, excluding deferred tax assets and investment in an associate, of the Group are located in Mainland China. Therefore, no further analysis of geographical information is presented.

### 4. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue is as follows:

Revenue from contracts with customers	來自客戶合約之收入
---------------------------------------	-----------

### 3. 分類資料(續)

#### 地區分類

##### (a) 來自外部客戶的收入

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
859,305	823,598
90,702	125,340
<b>950,007</b>	<b>948,938</b>

上述收入資料是根據客戶所在地釐定。

##### (b) 非流動資產

本集團的營運主要集中在中國大陸，本集團95%的非流動資產(不包括遞延稅項資產及於一間聯營公司之投資)集中在中國大陸，故非流動資產的地區資料進一步分析並未呈報。

### 4. 收入、其他收入及收益

本集團收入的分析如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
950,007	948,938

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### 4. REVENUE, OTHER INCOME AND GAINS (Cont'd)

#### REVENUE FROM CONTRACTS WITH CUSTOMERS

(i) *Disaggregated revenue information*

For the year ended 31 December 2019

Segments	分類
<b>Type of goods or services</b>	<b>商品或服務類型</b>
Sale of goods	商品銷售
Rendering of pilot test services	提供試驗測試服務
Total revenue from contracts with customers	來自客戶合約之總收入
<b>Geographical markets</b>	<b>地區市場</b>
Mainland China	中國大陸
Other countries	其他國家
Total revenue from contracts with customers	來自客戶合約之總收入
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>
Goods transferred at a point in time	於一個時間點轉讓貨物
Services transferred over time	於一段時間提供服務
Total revenue from contracts with customers	來自客戶合約之總收入

### 4. 收入、其他收入及收益(續)

來自客戶合約之收入

(i) 分拆收入資料

截至二零一九年十二月三十一日止年度

Intermediates and bulk medicines	Finished drugs	Total
中間體及原料藥	成藥	總數
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元
232,071	713,761	945,832
4,175	-	4,175
<b>236,246</b>	<b>713,761</b>	<b>950,007</b>
151,693	707,612	859,305
84,553	6,149	90,702
<b>236,246</b>	<b>713,761</b>	<b>950,007</b>
232,071	713,761	945,832
4,175	-	4,175
<b>236,246</b>	<b>713,761</b>	<b>950,007</b>

## 4. REVENUE, OTHER INCOME AND GAINS (Cont'd)

## REVENUE FROM CONTRACTS WITH CUSTOMERS (Cont'd)

(i) Disaggregated revenue information (Cont'd)

For the year ended 31 December 2018

## 4. 收入、其他收入及收益(續)

來自客戶合約之收入(續)

(i) 分拆收入資料(續)

截至二零一八年十二月三十一日止年度

Segments	分類	Intermediates	Finished	Total
		and bulk medicines 中間體 及原料藥	drugs 成藥	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Type of goods or services</b>	<b>商品或服務類型</b>			
Sale of goods	商品銷售	208,426	738,419	946,845
Rendering of pilot test services	提供試驗測試服務	2,093	–	2,093
Total revenue from contracts with customers	來自客戶合約之總收入	210,519	738,419	948,938
<b>Geographical markets</b>	<b>地區市場</b>			
Mainland China	中國大陸	127,551	696,047	823,598
Other countries	其他國家	82,968	42,372	125,340
Total revenue from contracts with customers	來自客戶合約之總收入	210,519	738,419	948,938
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>			
Goods transferred at a point in time	於一個時間點轉讓貨物	208,426	738,419	946,845
Services transferred over time	於一段時間提供服務	2,093	–	2,093
Total revenue from contracts with customers	來自客戶合約之總收入	210,519	738,419	948,938



## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 4. REVENUE, OTHER INCOME AND GAINS (Cont'd)

#### REVENUE FROM CONTRACTS WITH CUSTOMERS (Cont'd)

##### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

##### Sale of pharmaceutical products

The performance obligation is satisfied upon delivery of the pharmaceutical products and payment is generally due within 90 days from delivery, except for new customers, where payment in advance is normally required. Some contracts provide customers with volume rebates which give rise to variable consideration subject to constraint.

##### Rendering of pilot test services

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Pilot test service contracts are for periods of one year or less, or are billed based on the time incurred.

The amounts of transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

Amounts expected to be recognised as revenue:	預計將會被確認為收入的金額：
Within one year	一年以內

All the amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised within one year. The amounts disclosed above do not include variable consideration which is constrained.

### 4. 收入、其他收入及收益(續)

#### 來自客戶合約之收入(續)

##### (ii) 履約責任

有關本集團履約責任的資料概述如下：

##### 醫藥產品銷售

履約責任在交付醫藥產品時完成，付款通常在交貨後90天內到期，新客戶除外，新客戶通常需要預付款項。部分合約給予客戶批量折扣，因而產生了受限制的可變代價。

##### 提供試驗測試服務

完成履約責任是在一段時間提供服務，並且在提供服務之前通常需要短期預付款。試驗測試服務合約為一年期或較短期間，或根據產生的時間收費。

於十二月三十一日，分配給未完成履約責任(未完成或部分未完成)的交易價格金額如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>15,463</b>	13,897

所有未完的履約責任的交易價格金額將在一年內得到確認。上面披露的金額不包括受限制的可變代價。

## 4. REVENUE, OTHER INCOME AND GAINS (Cont'd)

## 4. 收入、其他收入及收益(續)

		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	<b>17,041</b>	32,445
Dividend income from financial assets at fair value through profit or loss	以公允值計量且其變動計入 損益之財務資產的股息收入	<b>485</b>	258
Rental income	租金收入	<b>258</b>	1,431
Government grants	政府撥款	<b>11,589</b>	6,642
Foreign exchange gains	匯兌收益	<b>2,298</b>	-
Others	其他	<b>1,586</b>	1,107
		<b>33,257</b>	41,883
<b>Gains</b>	<b>收益</b>		
Gain on sales of scrapped materials	出售廢品的收益	<b>952</b>	1,445
Gain on disposal of financial assets at fair value through profit or loss	出售以公允值計量且其變動計入 損益之財務資產的收益	<b>11,466</b>	1,400
Fair value gains, net:	公允值收益，淨額：		
Financial assets at fair value through profit or loss	以公允值計量且其變動計入 損益之財務資產	<b>2,396</b>	236
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	2,959
		<b>14,814</b>	6,040
		<b>48,071</b>	47,923

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31 December 2019 於二零一九年十二月三十一日

### 5. FINANCE COSTS

Interest on bank loans wholly repayable within five years	須於五年內悉數償還的銀行貸款之利息
Interest on lease liabilities	租賃負債之利息
Interest on discounted notes receivable	應收票據貼現之利息

### 5. 財務費用

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
4,455	801
62	–
792	351
<b>5,309</b>	<b>1,152</b>

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

Cost of inventories sold*	已售存貨成本*
Depreciation of property, plant and equipment	物業、廠房及設備折舊
Depreciation of right-of-use assets (2018: Amortisation of prepaid land lease payments)**	使用權資產折舊 (二零一八年：預付土地租金之攤銷)**
Research and development costs:	研究及開發成本：
Amortisation of intangible assets***	無形資產攤銷***
Current year expenditure	本年度支出

### 6. 除稅前溢利

本集團的除稅前溢利乃經扣除／(計入)下列各項後釐定：

Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	413,382	350,727
13	49,620	50,974
14	1,993	1,041
17	1,762	418
	47,889	45,934
	<b>49,651</b>	<b>46,352</b>

## 6. PROFIT BEFORE TAX (Cont'd)

## 6. 除稅前溢利(續)

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Minimum lease payments under operating leases	經營租約下之最低租金		-	236
Lease payments not included in the measurement of lease liabilities	不包括於租賃負債計量之租金		<b>724</b>	-
Auditors' remuneration:	核數師酬金：			
Statutory audit service	法定的核數服務		<b>1,980</b>	1,510
Non-statutory audit service	非法定的核數服務		<b>690</b>	780
Non-audit service	非核數服務		-	250
			<b>2,670</b>	2,540
Employee benefit expense (including directors' and chief executive officer's remuneration (note 7)):	僱員福利開支(包括董事及總裁酬金(附註7))：			
Wages and salaries	工資及薪金		<b>100,043</b>	95,427
Equity-settled share option expense	以股權支付的購股權開支		<b>4,181</b>	5,312
Retirement benefits	退休福利		<b>8,087</b>	7,821
Accommodation benefits	住房福利		<b>4,346</b>	3,866
Other benefits	其他福利		<b>23,001</b>	14,478
			<b>139,658</b>	126,904
Foreign exchange differences, net	匯兌差額，淨額		<b>(2,298)</b>	182
Impairment of intangible assets	無形資產之減值	17	<b>6,438</b>	1,697
Impairment of property, plant and equipment	物業、廠房及設備之減值	13	<b>102</b>	-
Write-down of inventories to net realisable value	存貨撇減至可變現淨值		<b>10,142</b>	4,383
Fair value gains, net:	公允值收益，淨額：			
Financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之財務資產	4	<b>(2,396)</b>	(236)
Bank interest income	銀行利息收入	4	<b>(17,041)</b>	(32,445)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備等項目的虧損		<b>656</b>	346
Gain on disposal of financial assets at fair value through profit or loss	出售以公允值計量且其變動計入損益之財務資產的收益	4	<b>(11,466)</b>	(1,400)
Gain on disposal of a subsidiary	出售一間附屬公司之收益		-	(2,959)
Expense-off of intangible assets	費用化之無形資產	17	-	4,600

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 6. PROFIT BEFORE TAX (Cont'd)

- \* The depreciation of RMB37,816,000 for the year (2018: RMB40,390,000) is included in "Cost of inventories sold".
- \*\* The depreciation of right-of-use assets for the year is included in "Administrative expenses" on the face of the consolidated statement of profit or loss.
- \*\*\* The amortisation of intangible assets for the year is included in "Other expenses" on the face of the consolidated statement of profit or loss.

### 7. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION

Directors' and chief executive officer's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

### 6. 除稅前溢利(續)

- \* 本年度折舊其中人民幣37,816,000元(二零一八年: 人民幣40,390,000元)已計入「已售存貨成本」。
- \*\* 年內的使用權資產折舊計入綜合損益表的「行政費用」。
- \*\*\* 年內的無形資產攤銷計入綜合損益表的「其他費用」。

### 7. 董事及總裁酬金

根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)節及公司條例第二部(董事利益資料披露)所披露年內的董事及總裁酬金如下:

		<b>2019</b>	2018
		<b>二零一九年</b>	二零一八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	<b>1,300</b>	1,220
Other emoluments:	其他薪酬:		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>3,140</b>	3,092
Bonus	獎金	<b>1,876</b>	2,462
Equity-settled share option expense	以股權支付的購股權開支	<b>2,395</b>	1,486
Pension scheme contributions	退休金計劃供款	<b>66</b>	67
		<b>7,477</b>	7,107
		<b>8,777</b>	8,327

## 7. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Cont'd)

### (A) INDEPENDENT NON-EXECUTIVE DIRECTORS

The fees paid to independent non-executive directors during the year were as follows:

Mr. Choi Tat Ying, Jacky (retired on 24 May 2018)	蔡達英先生(於二零一八年 五月二十四日退任)
Mr. Lo Tung Sing, Tony	勞同聲先生
Mr. Ede, Ronald Hao Xi	EDE, Ronald Hao Xi 先生
Ms. Lam Ming Yee, Joan (appointed on 25 May 2018)	林明儀女士(於二零一八年 五月二十五日獲委任)

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

## 7. 董事及總裁酬金(續)

### (A) 獨立非執行董事

本年度獨立非執行董事的袍金如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
-	175
317	273
317	273
317	183
<b>951</b>	<b>904</b>

本年度並無應付獨立非執行董事的其他酬金(二零一八年：無)。

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31 December 2019 於二零一九年十二月三十一日

### 7. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Cont'd)

### 7. 董事及總裁酬金(續)

#### (B) EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

#### (B) 執行董事、非執行董事及總裁

		Salaries, allowances and benefits	Bonus	Equity-settled share option expense	Pension scheme contributions	Total remuneration	
	Fees	in kind					
	袍金	薪金、津貼及實物福利	獎金	以股權支付的購股權開支	退休金計劃供款	酬金總額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>2019</b>	<b>二零一九年</b>						
Executive directors:	執行董事：						
Ms. Li Kei Ling	李其玲女士	42	962	-	-	20	1,024
Mr. Hung Yung Lai	熊融禮先生	42	592	-	-	20	654
Mr. Chen Shaojun (the chief executive officer)	陳紹軍先生 (總裁)	-	1,586	1,876	2,395	26	5,883
		<b>84</b>	<b>3,140</b>	<b>1,876</b>	<b>2,395</b>	<b>66</b>	<b>7,561</b>
Non-executive director:	非執行董事：						
Mr. Leung Hong Man	梁康民先生	265	-	-	-	-	265
		<b>349</b>	<b>3,140</b>	<b>1,876</b>	<b>2,395</b>	<b>66</b>	<b>7,826</b>
<b>2018</b>	<b>二零一八年</b>						
Executive directors:	執行董事：						
Ms. Li Kei Ling	李其玲女士	41	922	-	-	19	982
Mr. Hung Yung Lai	熊融禮先生	41	567	-	-	19	627
Mr. Li Tung Ming (resigned on 23 February 2018)	李東明先生(於二零一八年二月二十三日辭任)	6	84	-	-	3	93
Mr. Chen Shaojun (appointed on 8 January 2018, also the chief executive officer)	陳紹軍先生(於二零一八年一月八日獲委任，並同時為總裁)	-	1,519	2,462	1,486	26	5,493
		88	3,092	2,462	1,486	67	7,195
Non-executive director:	非執行董事：						
Mr. Leung Hong Man	梁康民先生	228	-	-	-	-	228
		<b>316</b>	<b>3,092</b>	<b>2,462</b>	<b>1,486</b>	<b>67</b>	<b>7,423</b>

## 7. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Cont'd)

### (B) EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER (Cont'd)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

During the period, one director was granted share options, in respect of the service to the Group, under the share option scheme of the Company, further details of which are set out in note 32 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

## 8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included the chief executive officer and a director, details of whose remuneration are set out in note 7 above. Details of the remuneration of the remaining three (2018: three) non-director and non-chief executive officer highest paid employees for the year are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Equity-settled share option expense	以股權支付的購股權開支
Pension scheme contributions	退休金計劃供款

## 7. 董事及總裁酬金(續)

### (B) 執行董事、非執行董事及總裁(續)

年內概無董事放棄或同意放棄任何酬金的安排。

年內，一名董事因彼為本集團服務而根據本公司購股權計劃獲授予購股權，詳情載於財務報表附註32。該批在歸屬期間於損益表確認之購股權公允值於授予日釐定及包含在本年度財務報表之金額已在上述董事及總裁酬金披露。

## 8. 五位最高薪僱員

年內五位最高薪僱員包括總裁及一位董事，彼等之酬金詳情載於上文附註7。餘下三位(二零一八年：三位)非董事及非總裁最高薪僱員於年內的薪酬如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
3,095	2,856
636	213
36	30
<b>3,767</b>	<b>3,099</b>



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### 8. FIVE HIGHEST PAID EMPLOYEES (Cont'd)

The number of non-director and non-chief executive officer, highest paid employees whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000	零至港幣 1,000,000 元
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至港幣 1,500,000 元
HK\$1,500,001 to HK\$2,000,000	港幣 1,500,001 元至港幣 2,000,000 元

During the year, share options were granted to two non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 32 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

### 8. 五位最高薪僱員(續)

酬金金額介乎下列組別的非董事及非總裁最高薪僱員的人數如下：

Number of employees 僱員人數	
2019 二零一九年	2018 二零一八年
–	–
3	3
–	–
<b>3</b>	<b>3</b>

年內，兩名非董事及非總裁最高薪僱員因彼等為本集團服務而獲授予購股權，詳情載於財務報表附註32披露中。該批在歸屬期間於損益表確認之購股權公允值於授予日釐定及包含在本年度財務報表之金額已在上述非董事非總裁最高薪僱員的薪酬披露之內。

## 9. RETIREMENT BENEFITS AND ACCOMMODATION BENEFITS

In compliance with the Mandatory Provident Fund Schemes Ordinance (the “MPF Ordinance”), the Company, Dawnrays International Company Limited, Dawnrays Pharma (Hong Kong) Limited, Dawnrays Biotechnology Capital (Asia) Limited and Cinmed (Hong Kong) Investment Limited have participated in the MPF Scheme, a defined contribution scheme managed by an independent trustee, to provide retirement benefits to their respective Hong Kong employees. Contributions to the MPF Scheme are made in accordance with the statutory limits prescribed by the MPF Ordinance.

As stipulated by the People’s Republic of China (the “PRC”) state regulations, the Mainland China Subsidiaries participate in a defined contribution retirement scheme. All employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount of the geographical area of their last employment at their retirement dates. The Mainland China Subsidiaries are required to make contributions to the local social security bureau at 16% to 22% (2018: 20% to 22%) of the previous year’s average basic salary amount of the geographical area where the employees are employed by the Mainland China Subsidiaries.

The Group has no further obligation for the payment of pension benefits beyond the annual contributions as set out above.

According to relevant rules and regulations of the PRC, the Mainland China Subsidiaries and their employees are each required to make contributions to an accommodation fund at 8% to 10% (2018: 8% to 10%) of the salaries and wages of the employees which is administered by the Public Accumulation Funds Administration Centre. There is no further obligation on the part of the Group except for such contributions to the accommodation fund.

As at 31 December 2019, the Group had no significant obligations apart from the contributions as stated above.

## 9. 退休福利及住房福利

遵照《強制性公積金計劃條例》(「強積金條例」)的規定，本公司、東瑞國際股份有限公司、東瑞藥業(香港)有限公司、東瑞生物投資發展(亞洲)有限公司及興安(香港)投資有限公司已加入一項強積金計劃(由獨立信託人管理之定額供款計劃)，為香港僱員提供退休福利。向強積金計劃作出的供款乃按照強積金條例所訂明的規定限額為定。

據中國國家法規規定，中國大陸附屬公司須參與養老保險計劃。所有僱員於其退休日均有權享按彼等最後受聘地的平均基本薪金的固定比例計算的年度退休金。中國大陸附屬公司須向當地社會保障局供款，供款按僱員受僱於中國大陸附屬公司地區去年的平均基本薪金的16%至22%(二零一八年：20%至22%)計算。

除上述的年度供款外，本集團並無義務支付其他退休福利。

根據中國的有關規則及法規，中國大陸附屬公司及彼等僱員各自須按僱員的薪金及工資的8%至10%(二零一八年：8%至10%)向一項由公積金管理中心管理的住房基金供款。除該項向有關住房基金的供款外，本集團並無其他責任。

於二零一九年十二月三十一日，除上述供款外，本集團並無其他重大責任。

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### 10. INCOME TAX

The major components of income tax expense for the years ended 31 December 2019 and 2018 are:

<i>Current income tax</i>	當期所得稅
Current income tax charge	當期所得稅支出
<i>Deferred income tax (note 28)</i>	遞延稅項(附註28)
Total tax charge for the year	本年度稅項支出總額

Pursuant to section 6 of the Tax Concessions Law (1999 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Council that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gain or appreciation shall apply to the Company or its operations. The undertaking for the Company is for a period of 20 years from 8 October 2002. Accordingly, the Company is not subject to tax.

The subsidiaries incorporated in the British Virgin Islands (the "BVI") are not subject to income tax, as these subsidiaries do not have a place of business (other than a registered office only) or carry out any business in the BVI.

The Hong Kong subsidiaries are subject to tax at a statutory corporate income tax rate of 16.5% (2018: 16.5%) under the income tax rules and regulations of Hong Kong. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in its respective Hong Kong subsidiaries during the year (2018: Nil).

### 10. 所得稅

截至二零一九年及二零一八年十二月三十一日止年度所得稅支出的主要組成部分如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>62,322</b>	75,091
<b>(3,584)</b>	(1,274)
<b>58,738</b>	73,817

根據開曼群島稅務豁免法(一九九九年修訂本)第6條，本公司已獲得總督會同行政局保證：開曼群島並無法律對本公司或其業務的所得溢利、收入、收益或增值徵稅。對本公司的承諾將由二零零二年十月八日起有效二十年。因此，本公司毋須納稅。

於英屬維爾京群島註冊成立的附屬公司無須繳納所得稅，因該附屬公司於英屬維爾京群島並無營業地點(惟註冊辦事處除外)或經營任何業務。

根據香港的所得稅規則與規例，香港附屬公司須按法定企業所得稅率16.5%(二零一八年：16.5%)繳稅。由於本集團於本年度在香港的各附屬公司並無產生應課稅溢利，故並無就香港利得稅作出撥備(二零一八年：無)。

**10. INCOME TAX (Cont'd)**

According to the PRC Enterprise Income Tax Law effective from 1 January 2008, the Mainland China Subsidiaries are all subject to income tax at the rate of 25% on their respective taxable income.

On 21 October 2008, Suzhou Dawnrays Pharmaceutical Co., Ltd. ("Suzhou Dawnrays Pharmaceuticals") was qualified as a High-New Technology Enterprise ("HNTE") of Jiangsu Province. As a result, Suzhou Dawnrays Pharmaceuticals had been entitled to a concessionary rate of income tax at 15% for three years commencing on 1 January 2008 and would apply for renewal of the qualification every three years.

On 2 December 2019, Cinmed Pharmaceuticals Co., Ltd. ("Cinmed Pharmaceutical") was qualified as a HNTE of Fujian Province. As a result, Cinmed Pharmaceutical had been entitled to a concessionary rate of income tax at 15% for three years commencing on 1 January 2019 and would apply for renewal of the qualification every three years.

All other subsidiaries in Mainland China were subject to corporate income tax at a rate of 25% in 2019.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

**10. 所得稅 (續)**

根據於二零零八年一月一日起生效的中國企業所得稅法，中國大陸附屬公司須按其各自應課稅收入的25%所得稅率繳稅。

於二零零八年十月二十一日，蘇州東瑞製藥有限公司(「蘇州東瑞製藥」)獲取江蘇省高新技術企業(「高新技術企業」)資格。因此，蘇州東瑞製藥有權自二零零八年一月一日起的三年內享受15%的優惠所得稅率並每三年申請資格續期。

於二零一九年十二月二日，興安藥業有限公司(「興安藥業」)獲取福建省高新技術企業資格。因此，興安藥業有權自二零一九年一月一日起的三年內享受15%的優惠所得稅率並每三年申請資格續期。

中國大陸的所有其他附屬公司於二零一九年須按25%稅率繳納企業所得稅。

根據中國企業所得稅法，於中國大陸成立的外商投資企業向外商投資者宣派的股息，須按10%的稅率徵收預扣稅。該規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘中國大陸與外商投資者所在司法權區已簽訂稅務協議，則可採用較低的預扣稅率。本集團的適用稅率為5%。因此，自二零零八年一月一日起，本集團須就在中國大陸成立的附屬公司所產生的盈利而分配的股息履行徵收預扣稅的義務。

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### 10. INCOME TAX (Cont'd)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the country or jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate to the effective tax rate, are as follows:

### 10. 所得稅(續)

適用於除稅前溢利並以本公司及其大部份附屬公司註冊國家／司法權區法定稅率計算之稅項支出與以實際稅率計算之稅項支出對賬，以及適用稅率與實際稅率之對賬如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Accounting profit before income tax	所得稅前會計溢利	<b>314,094</b>	377,777
At the PRC's statutory income tax rate of 25% (2018: 25%)	按中國法定所得稅稅率 25% (二零一八年：25%)	<b>78,524</b>	94,444
Tax effect of profits entitled to tax concession or lower tax rate enacted by local authority	可享稅項優惠溢利或當地機關實行較低稅率之稅務影響	<b>(30,371)</b>	(38,229)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司之可分配利潤之預扣稅影響	<b>12,753</b>	15,929
Adjustments in respect of current income tax of previous years	有關過往年度當期所得稅之調整	<b>2,823</b>	106
Expenses not deductible for tax	不可扣稅之開支	<b>633</b>	3,951
Tax credit for qualified research and development costs	符合加計扣除條件的研發成本抵免所得稅	<b>(5,009)</b>	(4,549)
Tax losses not recognised	未確認稅項虧損	<b>3,499</b>	2,813
Tax losses utilised from previous periods	利用以前年度可抵扣稅項虧損	<b>(4,114)</b>	(648)
At the effective income tax rate of 18.70% (2018: 19.54%)	按實際所得稅稅率 18.70% (二零一八年：19.54%)	<b>58,738</b>	73,817

## 11. DIVIDENDS

## 11. 股息

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interim — HK\$0.015 (2018: HK\$0.015) per ordinary share	中期股息：每股普通股港幣0.015元 (二零一八年：港幣0.015元)	21,431	21,036
Special — HK\$0.075 per ordinary share	特別股息：每股普通股港幣0.075元	-	105,179
Proposed final — HK\$0.043 (2018: HK\$0.06) per ordinary share	擬派末期股息：每股普通股 港幣0.043元(二零一八年： 港幣0.06元)	61,358	81,450
		<b>82,789</b>	<b>207,665</b>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度擬派發的末期股息需待本公司股東於股東週年大會通過。

## 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

## 12. 母公司普通股權益持有人應佔每股盈利

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of 1,575,362,000 shares (2018: 1,586,382,000 shares) in issue during the year.

每股基本盈利是按母公司普通股權益持有人應佔本年度溢利及年內已發行1,575,362,000股之加權平均股數(二零一八年：1,586,382,000股)計算。

The calculation of diluted earnings per share for the period is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

用作計算本期間攤薄後每股盈利乃基於母公司普通股權益持有人應佔本年度溢利。用作計算之普通股股份之加權平均股數是指年內已發行普通股股數，如同用作計算每股基本盈利，加上可能因行使或轉換具攤薄作用的普通股而假設將會無償發行的普通股之加權平均股數。

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### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Cont'd)

The calculations of basic and diluted earnings per share are based on:

### 12. 母公司普通股權益持有人應佔每股盈利 (續)

下列為用作計算每股基本盈利及攤薄後每股盈利的數據：

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent	母公司普通股權益持有人應佔溢利	<b>255,430</b>	303,960
<b>Number of shares</b> 股份數量			
		<b>2019</b> 二零一九年 <b>Thousands</b> 千位	2018 二零一八年 Thousands 千位
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	計算每股基本盈利所採用年內已發行普通股加權平均數	<b>1,575,362</b>	1,586,382
Effect of dilution — weighted average number of ordinary shares:	具攤薄影響 — 加權平均普通股股數：		
Share options	購股權	—	—
Weighted average number of ordinary shares adjusted for the effect of dilution	就攤薄影響作出調整後之加權平均普通股股數	<b>1,575,362</b>	1,586,382

## 13. PROPERTY, PLANT AND EQUIPMENT

## 13. 物業、廠房及設備

		Leasehold land	Leasehold improvements	Buildings	Machinery and other equipment	Office equipment	Motor vehicles	Total
		租賃土地	租賃資產	樓宇	機器及 其他設備	辦公室設備	汽車	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost:</b>	<b>成本:</b>							
As at 1 January 2018	於二零一八年一月一日	26,127	-	268,866	636,381	11,571	18,133	961,078
Additions	添置	-	-	-	1,456	429	406	2,291
Transferred from construction in progress (note 15)	在建工程轉撥(附註15)	-	-	5,289	6,958	171	593	13,011
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	(82)	(234)	(316)
Disposals	出售	-	-	(5)	(1,558)	(130)	(712)	(2,405)
Exchange realignment	匯兌調整	1,399	-	224	-	71	27	1,721
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>27,526</b>	<b>-</b>	<b>274,374</b>	<b>643,237</b>	<b>12,030</b>	<b>18,213</b>	<b>975,380</b>
Effect of adoption of IFRS 16	採納國際財務報告準則第16號之影響	(27,526)	-	-	-	-	-	(27,526)
<b>As at 1 January 2019 (restated)</b>	<b>於二零一九年一月一日(重列)</b>	<b>-</b>	<b>-</b>	<b>274,374</b>	<b>643,237</b>	<b>12,030</b>	<b>18,213</b>	<b>947,854</b>
Additions	添置	-	108	-	1,744	2,462	-	4,314
Transferred from construction in progress (note 15)	在建工程轉撥(附註15)	-	-	6,062	17,790	320	-	24,172
Acquisition of subsidiaries	收購附屬公司	-	2,894	29,559	31,693	1,116	3,257	68,519
Disposals	出售	-	(2,894)	(525)	(5,662)	(880)	(1,549)	(11,510)
Exchange realignment	匯兌調整	-	-	92	-	29	12	133
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>-</b>	<b>108</b>	<b>309,562</b>	<b>688,802</b>	<b>15,077</b>	<b>19,933</b>	<b>1,033,482</b>
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值:</b>							
As at 1 January 2018	於二零一八年一月一日	161	-	100,556	319,364	8,528	11,609	440,218
Depreciation provided for the year	年內折舊撥備	33	-	12,443	35,630	929	1,939	50,974
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	(73)	(210)	(283)
Disposals	出售	-	-	(2)	(1,145)	(117)	(641)	(1,905)
Exchange realignment	匯兌調整	9	-	55	-	36	7	107
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>203</b>	<b>-</b>	<b>113,052</b>	<b>353,849</b>	<b>9,303</b>	<b>12,704</b>	<b>489,111</b>
Effect of adoption of IFRS 16	採納國際財務報告準則第16號之影響	(203)	-	-	-	-	-	(203)
<b>As at 1 January 2019 (restated)</b>	<b>於二零一九年一月一日(重列)</b>	<b>-</b>	<b>-</b>	<b>113,052</b>	<b>353,849</b>	<b>9,303</b>	<b>12,704</b>	<b>488,908</b>
Depreciation provided for the year	年內折舊撥備	-	433	13,228	32,187	1,599	2,173	49,620
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	-	2,461	11,225	23,965	840	2,622	41,113
Disposals	出售	-	(2,894)	(206)	(4,168)	(730)	(1,152)	(9,150)
Impairment for the year	年內減值	-	-	-	102	-	-	102
Exchange realignment	匯兌調整	-	-	35	-	16	6	57
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>-</b>	<b>-</b>	<b>137,334</b>	<b>405,935</b>	<b>11,028</b>	<b>16,353</b>	<b>570,650</b>
<b>Net book value:</b>	<b>賬面淨值:</b>							
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>-</b>	<b>108</b>	<b>172,228</b>	<b>282,867</b>	<b>4,049</b>	<b>3,580</b>	<b>462,832</b>
<b>As at 1 January 2019 (restated)</b>	<b>於二零一九年一月一日(重列)</b>	<b>-</b>	<b>-</b>	<b>161,322</b>	<b>289,388</b>	<b>2,727</b>	<b>5,509</b>	<b>458,946</b>
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>27,323</b>	<b>-</b>	<b>161,322</b>	<b>289,388</b>	<b>2,727</b>	<b>5,509</b>	<b>486,269</b>



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### 13. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

As at 31 December 2019, buildings with net book value of RMB7,272,000 were attached according to the order of the court (note 41).

### 14. LEASES

#### THE GROUP AS A LESSEE

The Group has lease contracts for various items of property and office equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of office buildings generally have lease terms between 3 and 5 years. Office equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Prepaid land lease payments (before 1 January 2019)

Carrying amount at 1 January 2018	於二零一八年一月一日之 賬面值	
Recognised in profit or loss during the year	年內於損益中確認	
Exchange realignment	匯兌調整	
Carrying amount at 31 December 2018	於二零一八年 十二月三十一日之 賬面值	

### 13. 物業、廠房及設備(續)

於二零一九年十二月三十一日，根據法院命令，賬面淨值為人民幣7,272,000元的樓宇(附註41)被查封。

### 14. 租賃

#### 本集團作為承租人

本集團擁有在經營中使用的各項物業及辦公室設備的租賃合約。已提前作出一次性付款以向擁有人收購租賃期為40至50年的租賃土地，並且根據這些土地租賃的條款不會有後續付款。辦公樓的租賃期通常為3至5年。辦公室設備的租賃期通常為12個月或更短及/或個別價值較低。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

(a) 預付土地租金(二零一九年一月一日前)

Land use rights	Leasehold land	Total
土地使用權	租賃土地	總額
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元
39,134	25,966	65,100
(1,041)	(33)	(1,074)
-	1,390	1,390
38,093	27,323	65,416

## 14. LEASES (Cont'd)

## THE GROUP AS A LESSEE (Cont'd)

## (b) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

As at 1 January 2019	於二零一九年一月一日
Additions	添置
Additions as a result of acquisition of a subsidiary	因收購附屬公司而添置
Depreciation charge	折舊扣除
Exchange realignment	匯兌調整
As at 31 December 2019	於二零一九年十二月三十一日

## 14. 租賃(續)

## 本集團作為承租人(續)

## (b) 使用權資產

年內本集團之使用權資產賬面值及變動如下：

Prepaid land lease payments	Office buildings	Total
土地租賃預付款	辦公樓	總額
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元
65,416	-	65,416
23,139	3,094	26,233
16,304	-	16,304
(1,613)	(380)	(1,993)
563	-	563
<b>103,809</b>	<b>2,714</b>	<b>106,523</b>

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### 14. LEASES (Cont'd)

#### THE GROUP AS A LESSEE (Cont'd)

##### (c) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

Carrying amount at 1 January	於一月一日之賬面值	-	-
New leases	新租賃	2,876	-
Accretion of interest recognised during the year	年內應計利息確認	62	-
Payments	付款	(31)	-
Carrying amount at 31 December	於十二月三十一日之賬面值	2,907	-
Analysed into:	分析為：		
Current portion	流動部分	66	-
Non-current portion	非流動部分	2,841	-

The maturity analysis of lease liabilities is disclosed in note 39 to the financial statements.

##### (d) The amounts recognised in profit or loss in relation to leases are as follows:

Interest on lease liabilities	租賃負債利息	62
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,993
Expense relating to leases of short-term leases	與短期租賃有關的開支	724
Total amount recognised in profit or loss	損益中確認款項總額	2,779

### 14. 租賃(續)

#### 本集團作為承租人(續)

##### (c) 租賃負債

年內本集團之租賃負債賬面值及變動如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
-	-
2,876	-
62	-
(31)	-
2,907	-
66	-
2,841	-

租賃負債的到期日分析於財務報表附註39披露。

##### (d) 於損益中確認的租賃相關款項如下：

2019 二零一九年 RMB'000 人民幣千元
62
1,993
724
2,779

## 15. CONSTRUCTION IN PROGRESS

## 15. 在建工程

		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
As at 1 January	於一月一日	<b>10,572</b>	9,991
Additions	添置	<b>40,545</b>	13,592
Transferred to property, plant and equipment (note 13)	轉往物業、廠房及設備(附註13)	<b>(24,172)</b>	(13,011)
As at 31 December	於十二月三十一日	<b>26,945</b>	10,572

## 16. GOODWILL

## 16. 商譽

		<b>RMB'000</b>
		人民幣千元
Cost at 1 January 2019, net of accumulated impairment	於二零一九年一月一日之成本， 扣減累計減值的淨值	-
Acquisition of a subsidiary (note 34)	收購一間附屬公司(附註34)	<b>241,158</b>
Cost and net carrying amount at 31 December 2019	於二零一九年十二月三十一日之 成本及賬面淨值	<b>241,158</b>
At 31 December 2019:	於二零一九年十二月三十一日：	
Cost	成本	<b>241,158</b>
Accumulated impairment	累計減值	-
Net carrying amount	賬面淨值	<b>241,158</b>

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### 16. GOODWILL (Cont'd)

#### IMPAIRMENT TESTING OF GOODWILL

Goodwill acquired through business combinations is allocated to the related finished drugs business cash-generating unit for impairment testing.

The recoverable amount of the finished drugs business cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 18% and the cash flows beyond the five-year period were extrapolated using a growth rate of 3%, which was the same as the long term average growth rate of the pharmaceutical industry.

Assumptions were used in the value in use calculation of the finished drugs business cash-generating unit for 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

*Budgeted gross margins* — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the three years immediately before the budget year, increased for expected efficiency improvements, and expected market development.

*Discount rates* — The discount rates used are after tax and reflect specific risks relating to the relevant unit.

The values assigned to the key assumptions on market development of finished drugs and discount rates are consistent with external information sources.

The management of the Group assessed that any reasonably possible change in any of these assumptions would not cause the carrying amount of the finished drugs business cash-generating unit to exceed its respective recoverable amount as at 31 December 2019.

### 16. 商譽(續)

#### 商譽減值測試

通過業務合併獲得的商譽分配至相關的成藥業務現金產生單位進行減值測試。

成品藥業務現金產生單位的可收回金額是根據使用價值計算法釐定，該計算法是基於高級管理層所批准涵蓋五年期的財務預算案採用現金流量預測計算，應用於現金流量預測的貼現率為18%，而五年期以後的現金流量使用3%的增長率推斷，該增長率與製藥行業的長期平均增長率相同。

在二零一九年十二月三十一日的成藥業務現金產生單位的使用價值計算中使用了假設。以下描述了管理層基於其現金流量預測進行商譽減值測試的每個關鍵假設：

*預算毛利率* — 預算毛利率是基於緊接預算年度之前的三年的平均毛利率，而且因預期效率改善和預期市場發展而有所提高。

*貼現率* — 使用的貼現率已扣除稅項及反映了與相關單位有關的特定風險。

成藥市場發展及貼現率的關鍵假設所用數值與外部資料來源一致。

本集團管理層評估，任何該等假設的任何合理可能變動均不會導致成藥業務現金產生單位的可回收金額低於二零一九年十二月三十一日的賬面值。

## 17. OTHER INTANGIBLE ASSETS

## 17. 其他無形資產

		2019 二零一九年				2018 二零一八年		
		Deferred development costs 遞延開發成本 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Customer relationship 客戶關係 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元	Deferred development costs 遞延開發成本 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>							
As at 1 January	於一月一日	82,214	2,501	-	84,715	52,227	2,474	54,701
Additions	添置	37,159	200	-	37,359	34,587	326	34,913
Expense-off	費用化	-	-	-	-	(4,600)	-	(4,600)
Acquisition of subsidiaries (note 34)	收購附屬公司 (附註34)	44,201	657	24,173	69,031	-	-	-
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	(15)	(15)
Disposals	出售	(4,798)	(383)	-	(5,181)	-	(284)	(284)
<b>As at 31 December</b>	<b>於十二月三十一日</b>	<b>158,776</b>	<b>2,975</b>	<b>24,173</b>	<b>185,924</b>	<b>82,214</b>	<b>2,501</b>	<b>84,715</b>
<b>Accumulated amortisation and impairment:</b>	<b>累計攤銷及減值：</b>							
As at 1 January	於一月一日	20,252	757	-	21,009	18,137	816	18,953
Amortisation provided for the year	年內攤銷	1,762	440	1,612	3,814	418	238	656
Impairment during the year	年內減值	6,438	-	-	6,438	1,697	-	1,697
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	(13)	(13)
Acquisition of subsidiaries (note 34)	收購附屬公司 (附註34)	9,952	229	-	10,181	-	-	-
Disposals	出售	(4,798)	(383)	-	(5,181)	-	(284)	(284)
<b>As at 31 December</b>	<b>於十二月三十一日</b>	<b>33,606</b>	<b>1,043</b>	<b>1,612</b>	<b>36,261</b>	<b>20,252</b>	<b>757</b>	<b>21,009</b>
<b>Net book value:</b>	<b>賬面淨值：</b>							
As at 31 December	於十二月三十一日	125,170	1,932	22,561	149,663	61,962	1,744	63,706
As at 1 January	於一月一日	61,962	1,744	-	63,706	34,090	1,658	35,748

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## 18. INVESTMENT IN AN ASSOCIATE

## 18. 於一間聯營公司之投資

Share of net assets 應佔淨資產  
Goodwill on acquisition 收購時的商譽

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>38,068</b>	29,599
<b>39,372</b>	-
<b>77,440</b>	29,599

As described in the Company's announcement dated 14 December 2016, Dawnrays Biotechnology, a wholly-owned subsidiary of the Group, and Zhongshan KF entered into the Joint Venture ("JV") Agreement and establishing the JV Co. The total investment amount of the JV Co is RMB243,470,000, comprising the total registered capital of RMB143,800,000 and the capital reserve of RMB99,670,000. The aggregate investment amount to be contributed by Dawnrays Biotechnology is RMB150,000,000 in cash. By the end of year 2019, Phase 1 and Phase 2 registered capital of RMB50,330,000 and RMB59,670,000 have been paid respectively. According to the JV Agreement, Dawnrays Biotechnology shall invest the remaining capital of RMB40,000,000, as per the completion of the clinical trial of the project by AD Pharmaceuticals.

誠如本公司於二零一六年十二月十四日的公佈所述，本集團全資附屬公司東瑞生物及中山康方訂立合資協議及成立合資公司。合資公司的總投資額為人民幣243,470,000元，包括總註冊資本人民幣143,800,000元及資本公積人民幣99,670,000元。東瑞生物將以現金形式投入人民幣150,000,000元的總投資額。於二零一九年年底，第一期及第二期註冊資本分別為人民幣50,330,000元及人民幣59,670,000元，已全部支付。根據合資協議，東瑞生物將根據康融東方完成項目的臨床試驗投入人民幣40,000,000元剩餘資本。

Particulars of the material associate are as follows:

主要聯營公司之詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊／登記及 經營地點	Percentage of ownership interest attributable to the Group 本集團應佔擁有權 權益百分比	Principal activity 主要業務
AD Pharmaceuticals Co., Ltd. 康融東方(廣東)醫藥有限公司	Mainland China 中國大陸	35	Research and development of biotechnology and bio-pharmaceutical products 生物技術及生物醫藥產品研發

For the year ended 31 December 2019, AD Pharmaceuticals Co., Ltd. reported a loss of RMB33,797,000 for the year 2019, included the research and development costs and administrative expenses of approximately RMB34,561,000 in total. As a result, the Group shared, in proportion to the investment percentage, an investment loss of approximately RMB11,829,000 (2018: RMB14,049,000).

於二零一九年十二月三十一日止年度內，康融東方(廣東)醫藥有限公司公佈二零一九年內虧損人民幣33,797,000元，包括研發及各項行政費用共計約人民幣34,561,000元，因此，本集團按投資比例承擔投資損失約人民幣11,829,000元(二零一八年：人民幣14,049,000元)。

## 18. INVESTMENT IN AN ASSOCIATE (Cont'd)

The following table illustrates the summarised financial information in respect of AD Pharmaceuticals Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	34,369	29,326
Non-current assets	非流動資產	87,356	96,256
Current liabilities	流動負債	(9,382)	(21,013)
Non-current liabilities	非流動負債	(3,577)	(20,000)
Net assets	淨資產	<b>108,766</b>	84,569
Reconciliation to the Group's interest in the associate:	與本集團於該聯營公司的權益對賬：		
Proportion of the Group's ownership	本集團擁有權比例	35%	35%
Group's share of net assets of the associate, excluding goodwill	集團應佔聯營公司淨資產（不包括商譽）	38,068	29,599
Goodwill on acquisition	收購時的商譽	39,372	-
Carrying amount of the investment	投資賬面值	<b>77,440</b>	29,599
Revenue	收入	-	-
Loss for the year	本年度虧損	<b>(33,797)</b>	(40,140)

## 18. 於一間聯營公司之投資（續）

下表列示就會計政策任何差異作出調整並與財務報表內賬面值對賬的康融東方（廣東）醫藥有限公司的財務資料概要：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	34,369	29,326
Non-current assets	非流動資產	87,356	96,256
Current liabilities	流動負債	(9,382)	(21,013)
Non-current liabilities	非流動負債	(3,577)	(20,000)
Net assets	淨資產	<b>108,766</b>	84,569
Reconciliation to the Group's interest in the associate:	與本集團於該聯營公司的權益對賬：		
Proportion of the Group's ownership	本集團擁有權比例	35%	35%
Group's share of net assets of the associate, excluding goodwill	集團應佔聯營公司淨資產（不包括商譽）	38,068	29,599
Goodwill on acquisition	收購時的商譽	39,372	-
Carrying amount of the investment	投資賬面值	<b>77,440</b>	29,599
Revenue	收入	-	-
Loss for the year	本年度虧損	<b>(33,797)</b>	(40,140)

## 19. INVENTORIES

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Raw materials	原材料	65,368	38,231
Work in progress	在製品	62,098	39,768
Finished goods	製成品	64,449	76,160
		<b>191,915</b>	154,159
Less: provision	減少：撥備	<b>(11,156)</b>	(6,116)
		<b>180,759</b>	148,043

## 19. 存貨



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## 20. TRADE AND NOTES RECEIVABLES

## 20. 應收貿易及票據款項

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables	應收貿易款項	(i)	<b>207,379</b>	199,614
Notes receivable	應收票據款項	(ii)	<b>163,615</b>	147,188
			<b>370,994</b>	346,802
Impairment	減值		-	-
			<b>370,994</b>	346,802

Notes:

- (i) The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally three months for major customers. Each customer has a credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to manage credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade and notes receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

附註:

- (i) 除新客戶一般需預繳款項外，本集團主要按信貸方式與客戶交易。而主要客戶信貸期一般為三個月。每位客戶均設有信貸限額。本集團嚴謹監察其未償還應收款項，並設有信貸監控部門管理信貸風險。高級管理層更會定期檢討逾期欠款。鑒於以上所述及目前本集團的應收貿易款項涉及大量不同客戶，因此並無高度集中的信貸風險。應收貿易及票據款項不計利息。

扣除撥備後和根據發票日期，於報告期末的應收貿易款項的賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables	應收貿易款項		
Outstanding balances with ages:	按賬齡劃分的尚欠餘額：		
Within 90 days	90日內	<b>171,276</b>	170,203
Between 91 and 180 days	91至180日	<b>16,380</b>	20,030
Between 181 and 270 days	181至270日	<b>11,161</b>	7,621
Between 271 and 360 days	271至360日	<b>3,630</b>	1,742
Over one year	一年以上	<b>4,932</b>	18
		<b>207,379</b>	199,614

## 20. TRADE AND NOTES RECEIVABLES (Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

From 1 January 2018, the Group has applied the simplified approach to provide impairment for ECLs prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The ECLs below also incorporate forward-looking information. The impairment is determined as follows:

Expected credit loss rate	預期信貸損失率
Gross carrying amount (RMB'000)	總賬面金額(人民幣千元)
Impairment (RMB'000)	減值(人民幣千元)

(ii) Notes receivable are held with a business model with the objective of both holding to collect contractual cash flows and selling as the Group sometimes endorses notes receivable to suppliers prior to their expiry date. These are classified and measured as debt instruments at fair value through other comprehensive income and presented as trade and notes receivables.

Financial assets that are not derecognised in their entirety

At 31 December 2019, the Group endorsed certain notes receivable accepted by banks in the PRC (the "Endorsed Notes") with a carrying amount of RMB18,638,000 to certain of its suppliers in order to settle the trade payables due to such suppliers (the "Endorsement"). In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such Endorsed Notes, and accordingly, it continued to recognise the full carrying amounts of the Endorsed Notes and the associated trade payables settled. Subsequent to the Endorsement, the Group does not retain any rights on the use of the Endorsed Notes, including sale, transfer or pledge of the Endorsed Notes to any other third parties. The aggregate carrying amounts of the trade payables and other payables settled by the Endorsed Notes during the year to which the suppliers have recourse were RMB9,136,000 and RMB9,502,000 as at 31 December 2019, respectively.

At 31 December 2019, the Group discounted certain notes receivable accepted by banks in the PRC (the "Discounted Notes") with a carrying amount of RMB19,399,000. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such Discounted Notes, and accordingly, it continued to recognise the full carrying amounts of the Discounted Notes and the associated short-term borrowings. Subsequent to the discounting, the Group does not retain any rights on the use of the Discounted Notes, including sale, transfer or pledge of the Discounted Notes to any other third parties. The aggregate carrying amount of short-term borrowings arising from the Discounted Notes was RMB19,399,000 as at 31 December 2019.

## 20. 應收貿易及票據款項(續)

附註:(續)

(i) (續)

未逾期及並無減值的應收款項乃與大量近期並無違約歷史的大量不同客戶有關。

自二零一八年一月一日起，本集團已採用簡化方法為國際財務報告準則第9號規定的預期信貸虧損計提減值，允許按照所有應收貿易款項的整個存續期內的預期損失金額計量損失準備。為計量預期信貸虧損，應收貿易款項已根據組合信用風險特徵和逾期天數進行分組。以下預期信貸虧損還包含前瞻性信息。減值情況如下：

	2019 二零一九年	2018 二零一八年
	<0.1%	<0.1%
	207,379	199,614
	-	-

(ii) 應收票據由於本集團有時會在到期日前將其背書給供應商，管理該等應收票據的業務模式既以收取合約現金流量為目標又以出售為目標。該等項目按透過其他全面收益以公允價列賬之債務工具進行分類及計量並列示為應收貿易及票據款項。

未全部終止確認之財務資產

於二零一九年十二月三十一日，於中國的銀行接納本集團背書若干面值人民幣18,638,000元之應收票據(「背書票據」)予其若干供應商，以支付結欠該等供應商之應付貿易款(「背書」)。董事認為，本集團實質上仍保留風險及回報，當中包括相關背書票據之違約風險，因此，本集團持續確認背書票據之全額賬面值及結付相關應付貿易款。背書後，本集團並無保留任何使用背書票據之任何權利，包括出售、轉讓或抵押背書票據予任何其他第三方。年內，透過背書票據支付之供應商有追索權之應付貿易款及其他應付款項於二零一九年十二月三十一日之總賬面值分別為人民幣9,136,000元和人民幣9,502,000元。

於二零一九年十二月三十一日，於中國的銀行接納本集團貼現若干面值人民幣19,399,000元之應收票據(「貼現票據」)。董事認為，本集團實質上仍保留風險及回報，當中包括相關貼現票據之違約風險，因此，本集團持續確認貼現票據之全額賬面值及相關短期借貸。貼現後，本集團並無保留任何使用貼現票據之任何權利，包括出售、轉讓或抵押貼現票據予任何其他第三方。由貼現票據產生之短期借貸總賬面值於二零一九年十二月三十一日為人民幣19,399,000元。

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

## 21. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

<b>Current</b>	<b>流動</b>
Prepayments	預付款
Deposits and other receivables	按金及其他應收款項
Wealth management products	理財產品

<b>Non-current</b>	<b>非流動</b>
Long-term prepayment*	長期預付款*

\* Long-term prepayment as at 31 December 2018 represented the prepaid instalment payment for investment in an associate.

As at 31 December 2019, other receivables of the Group were considered to be of low credit risk and thus the Group has assessed that the ECL for other receivables is immaterial under the 12-month expected loss method and no impairment provision is required.

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

The carrying amounts of the prepayments, other receivables and other assets approximate to their fair values.

## 21. 預付款、其他應收款項及其他資產

<b>2019</b>	2018
二零一九年	二零一八年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元
<b>15,650</b>	8,905
<b>30,489</b>	21,832
<b>140,000</b>	350,000
<b>186,139</b>	380,737
<b>-</b>	21,629

\* 於二零一八年十二月三十一日長期預付款指預付聯營公司分期投資款。

於二零一九年十二月三十一日，本集團的其他應收款項被視為信貸風險較低，以及本集團已評估其他應收款項於12個月內的預期信貸虧損並不重大，故無需減值撥備。

上述資產未有逾期及並無減值。上述結餘包括之財務資產與近期並無違約歷史的應收款項有關。

預付款、其他應收款項及其他資產之賬面價值與其公允價值相近。

## 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

## 22. 以公允值計量且其變動計入損益之財務資產

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Listed equity investments, at fair value	上市股權投資，按公允值	9,557	8,149
Listed debt investments, at fair value	上市債權投資，按公允值	37,630	70,478
Other unlisted investments, at fair value	其他非上市投資，按公允值	458,643	110,766
		<b>505,830</b>	<b>189,393</b>

## Notes:

- (i) Listed equity investments represented the Group's investments in public listed companies, which are quoted in an active market. The fair value of the listed equity investments is based on their quoted prices as of 31 December 2019 in an active market.

Listed debt investments represented the Group's investments in financial bonds issued by China Development Bank, which are quoted in an active market. The fair value of the listed debt investments is based on their quoted prices as of 31 December 2019 in an active market.

The above listed equity investments and listed debt investments at 31 December 2019 were classified as financial assets at fair value through profit or loss as they were held for trading.

- (ii) The above unlisted investments at 31 December 2019 were floating interest rate principal-preservation type of wealth management products. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest. The fair value of wealth management products is based on the bank's quoted expected returns.

## 附註：

- (i) 上市股權投資指本集團於公眾上市公司的投資，其擁有活躍市場報價。上市股權投資之公允值乃根據截至二零一九年十二月三十一日之活躍市場報價而定。

上市債權投資指本集團對國家開發銀行發行的金融債券的投資，其擁有活躍市場報價。上市債權投資的公允值乃根據截至二零一九年十二月三十一日之活躍市場報價而定。

由於持作買賣，故上述於二零一九年十二月三十一日的上市股權投資及上市債權投資被分類為以公允值計量且其變動計入損益之財務資產。

- (ii) 上述於二零一九年十二月三十一日的非上市投資為保本浮動利率類型理財產品。因其合約現金流量並非僅是本金及利息付款，該等理財產品被強制分類為按公允值計量且其變動計入損益之財務資產。理財產品的公允值乃根據銀行報價的預期回報而定。

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

## 23. CASH AND BANK

## 23. 現金及銀行存款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash and cash in banks	現金及銀行存款	105,619	61,563
Short-term deposits	短期存款	365,842	583,800
		<b>471,461</b>	645,363
Term deposit with maturity over three months	到期日超過三個月的定期存款	210,000	120,000
Restricted bank deposits (note 41)	受限制銀行存款(附註41)	2,840	-
		<b>212,840</b>	120,000
Cash and cash equivalents	現金及現金等價物	<b>258,621</b>	525,363

As at 31 December 2019, bank accounts with net book value of RMB2,840,000 were frozen according to the order of the court (note 41).

As at 31 December 2019, the cash and bank balances and short-term deposits of the Group denominated in RMB amounted to RMB430,621,000 (2018: RMB618,364,000) in Mainland China. The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks (including the restricted bank deposits and term deposit with maturity over three months) earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

於二零一九年十二月三十一日，賬面淨值為人民幣2,840,000元的銀行賬戶根據法院命令被凍結。(附註41)

於二零一九年十二月三十一日，本集團於中國大陸有原幣為人民幣的現金及銀行結存與短期存款總值人民幣430,621,000元(二零一八年：人民幣618,364,000元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸外匯管制法規及結匯、售匯與付匯管理法規，本集團獲准透過特許進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行存款(包括受限制銀行存款及到期日超過三個月的定期存款)的利息基於每日銀行存款利率的浮動利率賺取。短期定期存款期限界乎一日至三個月不等，視乎本集團的現金需求而定，並以相應的短期定期存款利率賺取利息。銀行結餘已存入近期沒有不良拖欠、信譽良好的銀行中。現金和現金等價物的賬面值接近其公允值。

## 24. TRADE AND NOTES PAYABLES

An ageing analysis of the trade payables and notes payable as at the end of the reporting period is as follows:

Outstanding balances with ages:	按賬齡劃分的尚欠餘額：
Within 90 days	90日內
Between 91 and 180 days	91至180日
Between 181 and 270 days	181至270日
Between 271 and 360 days	271至360日
Over one year	一年以上

The trade payables are non-interest-bearing and are normally settled on 90-day terms. The carrying amounts of the trade and notes payables approximate to their fair values. The aggregate carrying amount of the trade payables settled by the Endorsed Notes during the year to which the suppliers have recourse was RMB9,136,000 as at 31 December 2019 (note 20).

## 24. 應付貿易及票據款項

於報告期末的應付貿易及應付票據款項賬齡分析如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>102,243</b>	83,169
<b>53,942</b>	46,661
<b>143</b>	114
<b>100</b>	34
<b>336</b>	439
<b>156,764</b>	130,417

應付貿易款項乃不計利息及一般按九十日賬期繳付。應付貿易及票據款項之賬面值與其公允值相若。於二零一九年十二月三十一日，透過背書票據支付之供應商有追索權之應付貿易款之總賬面值為人民幣9,136,000元(附註20)。

# Notes to Financial Statements

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 25. OTHER PAYABLES AND ACCRUALS

### 25. 其他應付款及預提費用

		Notes	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
		附註		
Contract liabilities	合約負債	(i)	15,463	13,897
Accruals	預提費用		85,340	80,761
Taxes other than corporate income tax	除企業所得稅外的稅項		14,229	20,167
Payable for purchases of machinery and construction of buildings	新增機器及樓宇建築的應付款		14,540	3,495
Payable for purchases of intangible assets	購買無形資產的應付款		-	3,200
Other payables	其他應付款	(ii)	110,335	48,252
			<b>239,907</b>	<b>169,772</b>

Notes:

(i) Details of contract liabilities are as follows:

Short-term advances received from customers	從客戶收到的短期預付款
Sales of goods	商品銷售
Rendering of pilot test services	提供試驗測試服務
Total contract liabilities	合約負債總額

Contract liabilities include short-term advances received to deliver pharmaceutical products and render pilot test services.

(ii) Other payables are non-interest-bearing and have an average settlement term of six months. The carrying amounts of other payables and accruals approximate to their fair values. The aggregate carrying amount of other payables settled by the Endorsed Notes during the year to which the suppliers have recourse was RMB9,502,000 as at 31 December 2019 (note 20).

附註：

(i) 合約負債詳情如下：

31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	1 January 2018 二零一八年 一月一日 RMB'000 人民幣千元
14,713	13,147	13,841
750	750	-
<b>15,463</b>	<b>13,897</b>	<b>13,841</b>

合約負債包括提供藥品及提供試驗測試服務的短期預付款。

(ii) 其他應付款乃不計利息及平均結算期為六個月。其他應付款及預提費用之賬面值與其公允值相若。於二零一九年十二月三十一日，透過背書票據支付之供應商有追索權之其他應付款之總賬面值為人民幣9,502,000元(附註20)。

## 26. INTEREST-BEARING BANK BORROWINGS

## 26. 計息銀行借貸

		2019 二零一九年			
		Effective interest rate (%) 實際利率 (%)	Maturity 到期日	Original 原幣 HK\$'000 港幣千元	Equivalent 等值 RMB'000 人民幣千元
<b>Current</b>	<b>短期</b>				
Bank loan — secured	已抵押的銀行貸款	3.70%–3.75%	2020	221,540 <sup>(a)</sup>	197,377
Bank loan — secured	已抵押的銀行貸款	2.85%–2.97%	2020	21,638 <sup>(b)</sup>	19,399
				<b>243,178</b>	<b>216,776</b>

Analysed into:

Bank loans repayable:

Within one year or on demand

分為：

銀行貸款的還款期：

少於一年或按需求

(a) The bank loan was secured by the corporate guarantees of the Company.

(b) The bank loan was arising from the Discounted Notes (note 20) and secured by the notes receivable accepted by the banks.

As at 31 December 2019, the Group had aggregate bank facilities of approximately RMB1,307,585,000 (as at 31 December 2018: RMB1,402,762,000), of which bank facilities of RMB223,238,000 (as at 31 December 2018: RMB102,762,000) were secured by corporate guarantees of the Company.

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>216,776</b>	—

(a) 該筆銀行貸款由本公司作公司擔保。

(b) 該筆銀行貸款來自貼現票據(附註20)，並由銀行接受的應收票據作抵押。

於二零一九年十二月三十一日，本集團的銀行信貸總額約人民幣1,307,585,000元(於二零一八年十二月三十一日：人民幣1,402,762,000元)，其中人民幣223,238,000元(於二零一八年十二月三十一日：人民幣102,762,000元)銀行信貸額度以本公司作公司擔保。



# Notes to Financial Statements

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 27. GOVERNMENT GRANTS

### 27. 政府撥款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At 1 January	於一月一日	1,508	1,878
Released to the consolidated statement of profit or loss	計入綜合損益表	(308)	(370)
At 31 December	於十二月三十一日	1,200	1,508

### 28. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

### 28. 遞延稅項

年內遞延稅項資產及負債之變動如下：

#### DEFERRED TAX ASSETS

#### 遞延稅項資產

		Accrued expenses 預提費用 RMB'000 人民幣千元	Government grants 政府撥款 RMB'000 人民幣千元	Provisions 撥備 RMB'000 人民幣千元	Total 總數 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	1,969	141	2,578	4,688
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 10)	年內於綜合損益表 計入/(扣除)之 遞延稅項(附註10)	339	(27)	823	1,135
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	2,308	114	3,401	5,823
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 10)	年內於綜合損益表 計入/(扣除)之 遞延稅項(附註10)	(799)	(24)	1,643	820
At 31 December 2019	於二零一九年 十二月三十一日	1,509	90	5,044	6,643

## 28. DEFERRED TAX (Cont'd)

**DEFERRED TAX ASSETS (Cont'd)**

The Group has tax losses arising in Mainland China of RMB14,882,000 (2018: RMB33,109,000) that will expire in one to five years and tax losses arising from the Company and its Hong Kong subsidiaries of RMB111,441,000 (2018: RMB86,722,000) for offsetting against future taxable profits for which no deferred tax assets have been recognised, as they have arisen in subsidiaries that have been loss-making for some time and it is uncertain that taxable profits will be available against which the tax losses can be utilised.

**DEFERRED TAX LIABILITIES**

## 28. 遞延稅項(續)

**遞延稅項資產(續)**

本集團於中國大陸錄得稅項虧損人民幣14,882,000元(二零一八年:人民幣33,109,000元),可用作抵銷將於一至五年內到期的未來應課稅溢利,及本公司及其香港附屬公司錄得稅項虧損人民幣111,441,000元(二零一八年:人民幣86,722,000元)可用作抵銷未來應課稅溢利,與該等虧損有關的遞延稅項資產尚未確認,因其出現於產生虧損已有一段時間的附屬公司,不確定是否會有應課稅溢利可用於抵銷該等稅項虧損。

**遞延稅項負債**

		Fair value adjustments arising from acquisition of subsidiaries	Fair value adjustments of financial assets at fair value through profit and loss	Depreciation allowance in excess of related depreciation	Withholding taxes	Total
		收購附屬公司產生的公允價值調整 RMB'000 人民幣千元	以公允價值計量且其變動計入損益之財務資產的公允價值調整 RMB'000 人民幣千元	折舊免稅額超過相關折舊 RMB'000 人民幣千元	預扣稅 RMB'000 人民幣千元	總額 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	-	-	-	53,126	53,126
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 10)	年內於綜合損益表扣除/ (計入)之遞延稅項(附註10)	-	125	856	(1,120)	(139)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	-	125	856	52,006	52,987
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	16,251	-	-	-	16,251
Deferred tax (credited)/charged to the consolidated statement of profit or loss during the year (note 10)	年內於綜合損益表(計入)/扣除之遞延稅項(附註10)	(935)	310	482	(2,621)	(2,764)
At 31 December 2019	於二零一九年十二月三十一日	15,316	435	1,338	49,385	66,474

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

根據中國企業所得稅法,於中國大陸成立的外商投資企業向外商投資者宣派的股息,須按10%的稅率徵收預扣稅。該規定自二零零八年一月一日起生效,並適用於二零零七年十二月三十一日後的盈利。倘中國大陸與外商投資者所在司法權區已簽訂稅務協議,則可採用較低的預扣稅率。本集團的適用稅率為5%。因此,自二零零八年一月一日起,本集團須就在中國大陸成立的附屬公司所產生的盈利而分配的股息履行徵收預扣稅的義務。

# Notes to Financial Statements

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31 December 2019 於二零一九年十二月三十一日

### 29. OTHER LIABILITIES

Government relocation compensation received 政府拆遷賠償款

The government relocation compensation was part of the compensation received under the relocation compensation agreement entered into between the People's Government of Wuzhong Economic Development District, Suzhou City and Suzhou Dawnrays Pharmaceutical Co., Ltd., a wholly-owned subsidiary of the Group.

### 30. SHARE CAPITAL SHARES

Authorised:  
20,000,000,000 (2018: 20,000,000,000)  
ordinary shares of HK\$0.05  
(2018: HK\$0.05) each

Issued and fully paid:  
1,556,581,000 (2018: 1,586,382,000)  
ordinary shares of HK\$0.05  
(2018: HK\$0.05) each

Equivalent to RMB'000

法定：  
20,000,000,000 股(二零一八年：  
20,000,000,000 股)每股面值  
港幣0.05元(二零一八年：  
港幣0.05元)的普通股

已發行及繳足：  
1,556,581,000 股(二零一八年：  
1,586,382,000 股)每股面值  
港幣0.05元(二零一八年：  
港幣0.05元)的普通股

等值人民幣千元

### 29. 其他負債

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>70,238</b>	70,238

政府拆遷賠償款為根據蘇州市吳中經濟開發區人民政府與本集團全資附屬公司蘇州東瑞製藥有限公司協定之拆遷賠償協議收到的部份拆遷賠償款。

### 30. 股本 股份

2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>1,000,000</b>	1,000,000
<b>77,829</b>	79,319
<b>82,867</b>	84,197

## 30. SHARE CAPITAL (Cont'd)

## SHARES (Cont'd)

As the share sub-division approved by the shareholders of the Company became effective on 6 August 2018, the total number of issued shares of the Company as at 31 December 2019 and 31 December 2018 are presented in this report as follows:

		Number of shares in issue 已發行 股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	793,191,000	79,319	16,657	95,976
Effect of the share sub-division	股份拆細的影響	793,191,000	-	-	-
At 31 December 2018 and 1 January 2019	於二零一八年十二月 三十一日及二零一九年 一月一日	1,586,382,000	79,319	16,657	95,976
Shares repurchased and cancelled in 2019	已購回的股份及 於二零一九年註銷	(29,801,000)	(1,490)	(16,657)	(18,147)
At 31 December 2019	於二零一九年 十二月三十一日	1,556,581,000	77,829	-	77,829

During the year, the Company repurchased 29,801,000 of its ordinary shares on the Hong Kong Stock Exchange for a total consideration of HK\$42,941,000 before expenses. The repurchased shares were cancelled during the year. The nominal value of the cancelled shares of HK\$1,490,050 (equivalent to RMB1,330,000) was transferred to the capital redemption reserve, and the premium on repurchase and the related costs incurred for the share repurchase of HK\$16,657,000 (equivalent to RMB26,160,000) and HK\$24,793,950 (equivalent to RMB24,078,000), respectively, were charged against the share premium account and retained profits of the Company.

## 30. 股本(續)

## 股份(續)

由於經本公司股東批准的股份拆細已於二零一八年八月六日生效，故本報告中已就本公司於二零一九年十二月三十一日及二零一八年十二月三十一日之已發行股份總數目作出如下調整：

年內，本公司在聯交所購回29,801,000股本公司普通股份，不含費用之總代價為港幣42,941,000元，購回的股份於年內註銷。與註銷股份面值相等之數額港幣1,490,050元（相等於人民幣1,330,000元）已撥往資本購回儲備，而股份購回所付之溢價及相關費用分別共港幣16,657,000元（相等於人民幣26,160,000元）及港幣24,793,950元（相等於人民幣24,078,000元）已記入本公司之股份溢價賬及保留溢利。

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 31. TREASURY SHARES

The Company repurchased 3,593,000 of its ordinary shares on the Hong Kong Stock Exchange for a total consideration of HK\$5,026,110 before expenses in December 2019. The nominal value of those shares of HK\$179,650 (equivalent to RMB161,000) was transferred to the capital redemption reserve, and the premium on repurchase and the related costs incurred for the share repurchase of HK\$4,846,460 (equivalent to RMB4,516,000) in total were charged against the retained profits of the Company. The repurchased shares were subsequently cancelled on 17 February 2020.

### 32. SHARE OPTION SCHEME

The Company adopted a share option scheme in 2013 (the "Scheme") for the purpose of providing incentives and rewards to eligible persons (including the Company's directors, independent non-executive directors, employees of the Group and other eligible participants as defined under the Scheme) who contribute to the success of the Group's operations. The Scheme became effective on 21 June 2013 and remained in force for 10 years from that date until 20 June 2023.

The maximum number of shares issuable under share options to each eligible person in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive officer or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 31. 庫存股票

二零一九年十二月，本公司在聯交所購回3,593,000股本公司普通股份，不含費用之總代價為港幣5,026,110元。與註銷股份面值相等之數額港幣179,650元（相等於人民幣161,000元）已撥往資本購回儲備，而股份購回所付之溢價及相關費用共港幣4,846,460元（約相等於人民幣4,516,000元）已記入本公司之保留溢利。購回的股份其後於二零二零年二月十七日註銷。

### 32. 購股權計劃

本公司於二零一三年採納的購股權計劃（「該計劃」），旨在為對本集團業務成就作出貢獻的合資格人士（包括本公司董事、獨立非執行董事、本集團員工及該計劃界定的其他合資格參與者）提供鼓勵及獎勵。該計劃於二零一三年六月二十一日生效並於該日起計十年內持續有效至二零二三年六月二十日。

在任何12個月期間內授予該計劃的每位合資格參與者的購股權的可予發行最高股份數目，以本公司於任何時間的已發行股份1%為限。凡進一步授出超逾此限額的購股權，須在股東大會上獲股東批准。

授予本公司董事、總裁或主要股東或彼等任何關聯方購股權須事先取得獨立非執行董事批准。此外，如於任何12個月期間授予本公司主要股東或獨立非執行董事或彼等任何關聯方的任何購股權超逾本公司於任何時間的已發行股份的0.1%，或有關購股權的總值（根據本公司股份於購股權授出日期的價格計算）超逾港幣5,000,000元，則須事先在股東大會上取得股東批准。

**32. SHARE OPTION SCHEME (Cont'd)**

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$10 by each grantee with no other consideration being payable by the grantee. An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Board may determine in granting the option and expiring at the close of business on such date as the Board may determine in granting the option but in any event shall not exceed 10 years from the date of grant.

The exercise price of share options is determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer, provided that the exercise price shall not be less than the nominal value of the ordinary shares of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

**32. 購股權計劃(續)**

授予購股權的建議應於建議日期起計21日內獲接納，承授人接納購股權時無須支付其他代價，惟須支付港幣10元的象徵式代價。由董事會在授出購股權之日或其後所釐定的日期起至董事會在授出購股權時釐定的日期的營業時間結束時止，可隨時(無論如何不得超過由授出日期起計十年)根據該計劃的條款行使購股權。

購股權的行權價由董事釐定，惟不得低於以下各項的較高者：(i)本公司股份於授出購股權當日在聯交所所報的收市價；及(ii)本公司股份於緊接授出日期前五個交易日在聯交所所報的平均收市價，惟行權價不得少於本公司普通股的面值。

購股權並無賦予持有人可享有股息或於股東大會上投票的權利。

以下為該計劃於年內未行使的購股權：

		2019 二零一九年		2018 二零一八年	
		Weighted average exercise price 加權 平均行權價 HK\$ per share 港幣每股	Number of options 購股權數目 '000	Weighted average exercise price 加權 平均行權價 HK\$ per share 港幣每股	Number of options 購股權數目 '000
At 1 January	於一月一日	2.842	48,700	2.835	52,000
Granted during the year	年內已授出	1.400	96,000	—	—
Exercised during the year	年內已行使	—	—	—	—
Lapsed during the year	年內已失效	2.565	(6,200)	2.731	(3,300)
At 31 December	於十二月三十一日	1.855	138,500	2.842	48,700

# Notes to Financial Statements

## 財務報表附註

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### 32. SHARE OPTION SCHEME (Cont'd)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2019

Number of options 購股權數目 '000	Exercise price* 行權價* HK\$ per share 港幣每股	Exercise period 行使期間
2,000	3.220	17-09-2015 to 至 16-09-2020
11,800	2.575	08-01-2016 to 至 07-01-2021
6,000	2.635	18-03-2016 to 至 17-03-2021
10,200	3.670	16-04-2016 to 至 15-04-2021
1,200	3.190	23-11-2016 to 至 22-11-2021
3,000	3.170	11-05-2017 to 至 10-05-2022
10,500	2.125	29-11-2018 to 至 28-11-2023
14,400	1.500	09-01-2020 to 至 08-01-2025
15,400	1.380	28-08-2020 to 至 27-08-2025
32,000	1.380	31-12-2019 to 至 31-12-2020
32,000	1.380	01-05-2022 to 至 30-04-2024
<b>138,500</b>		

二零一九年

2018

Number of options 購股權數目 '000	Exercise price* 行權價* HK\$ per share 港幣每股	Exercise period 行使期間
2,000	3.220	17-09-2015 to 至 16-09-2020
11,800	2.575	08-01-2016 to 至 07-01-2021
6,000	2.635	18-03-2016 to 至 17-03-2021
11,800	3.670	16-04-2016 to 至 15-04-2021
2,800	3.190	23-11-2016 to 至 22-11-2021
3,000	3.170	11-05-2017 to 至 10-05-2022
11,300	2.125	29-11-2018 to 至 28-11-2023
<b>48,700</b>		

二零一八年

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

\* 倘進行供股或發行紅股或本公司股本出現其他類似變動，則購股權的行權價須予以調整。

## 32. SHARE OPTION SCHEME (Cont'd)

The fair value of equity-settled share options granted was estimated as at the date of grant, using the Black-Scholes-Merton valuation model, taking into account the terms and conditions upon which the options were granted. This value is inherently subjective and uncertain due to the assumptions made and the limitation of the valuation model used. The following table lists the inputs to the model:

Date of grant	授出日期	17/9/2014	8/1/2015	18/3/2015	16/4/2015	23/11/2015	11/5/2016	29/11/2017	9/1/2019	28/8/2019	28/8/2019	28/8/2019
Dividend yield (%)	股息率(%)	0.97	1.21	1.18	0.85	1.04	1.06	2.70	5.25	7.44	7.44	7.44
Expected volatility (%)	預期波幅(%)	42	43	43	43	43	43	41	42	42	42	42
Historical volatility (%)	過往波幅(%)	42	43	43	43	43	43	41	42	42	42	42
Risk-free interest rate (%)	無風險折現率(%)	1.584	1.365	1.290	1.065	1.183	0.969	1.586	1.840	1.054	1.054	1.054
Expected life of options (year)	購股權預計年期(年)	6	6	6	6	6	6	6	6	6	1	5
Fair value at the date of grant (HK\$)	於授出日期的公允值(港幣)	2.45	1.92	1.97	2.82	2.42	2.34	1.27	0.36	0.21	0.14	0.22

The expected life of the options is based on the historical data over the past five years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

As at 31 December 2019, the Company had 138,500,000 share options outstanding under the Scheme, which represented approximately 8.90% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 138,500,000 additional ordinary shares of the Company, additional share capital of HK\$6,925,000 and share premium of HK\$249,966,500 (before share issue expenses).

## 32. 購股權計劃(續)

授予以權益結算的購股權的公允值乃於授予購股權當日以柏力克－舒爾斯估值模式估計，並已考慮授予購股權的條款及條件。鑑於有關假設及所使用的估值模式存在限制，有關價值本身含主觀成分及不確定因素。下表列出該模式的輸入數值：

購股權預計年期乃根據過去五年的歷史資料釐定，未必能顯示行使購股權的方式。預期波幅反映過往波幅可顯示未來趨勢的假設，惟未來趨勢未必是實際結果。

並無其他授予購股權的因素列入公允值的計算當中。

於二零一九年十二月三十一日，本公司根據該計劃擁有138,500,000份購股權尚未獲行使，相當於當日本公司已發行股份約8.90%。根據本公司現時的資本架構，悉數行使餘下購股權將引致本公司發行138,500,000股額外普通股，增加港幣6,925,000元的股本以及股份溢價港幣249,966,500元(不含股份發行開支)。



## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 33. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 83 to 84 of the financial statements.

#### (i) CONTRIBUTED SURPLUS

The contributed surplus of the Group represents the difference between the then consolidated net assets of the subsidiaries acquired pursuant to the Group Reorganisation as set out in note 1, and the nominal value of the Company's shares issued in exchange therefor.

#### (ii) STATUTORY SURPLUS RESERVE (THE "SSR")

In accordance with the Company Law of the PRC and the articles of association of the Mainland China Subsidiaries, each of the Mainland China Subsidiaries is required to allocate 10% of its profit after tax, as determined in accordance with the PRC generally accepted accounting principles, to the SSR until this reserve reaches 50% of its registered capital. Part of the SSR may be converted to increase the paid-up capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

#### (iii) EXCHANGE FLUCTUATION RESERVE

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

### 33. 儲備

本集團儲備於本年度及過往年度的金額及變動已載於財務報表第83頁至84頁的綜合權益變動表內。

#### (i) 繳入盈餘

本集團的繳入盈餘指根據附註1所載的集團重組所收購附屬公司當時的綜合資產淨值與本公司為換取有關資產而發行的本公司股份面值的差額。

#### (ii) 法定盈餘公積金

根據中國公司法及中國附屬公司的公司章程，中國附屬公司各自須按中國公認會計準則，將其稅後溢利的10%分配至法定盈餘公積金，直至法定盈餘公積金達到其註冊資本的50%。部分法定盈餘公積金可轉為繳足股本以增加股本，惟資本化後的餘額不可低於註冊資本的25%。

#### (iii) 匯兌波動儲備

匯兌波動儲備乃用作記錄換算外國附屬公司的財務報表所產生的匯兌差額。

## 34. BUSINESS COMBINATION

On 7 May 2019, Dawnrays International Company Limited, the Group's subsidiary, acquired a 100% interest in Top Field Limited from Supper Fort Holdings Limited at an aggregate consideration of HK\$436,470,000 (approximately RMB376,132,000). Top Field Limited and its subsidiaries are principally engaged in the research, development, production and sale of drugs. The acquisition was made as part of the Group's strategy to expand its market share of cardiovascular medicine. The purchase consideration for the acquisition was in the form of cash.

The fair values of the identifiable assets and liabilities of Top Field Limited as at the date of acquisition were as follows:

## 34. 企業合併

於二零一九年五月七日，本集團附屬公司東瑞國際股份有限公司出資港幣436,470,000元(約相等於人民幣376,132,000元)自興安豐盛投資有限公司收購Top Field Limited之100%股權。Top Field Limited及其附屬公司主要從事藥物的研究、開發、生產及銷售。本收購是為本集團策略的一部份以擴展心血管藥的市場份額。收購的代價是以現金支付。

於收購日期Top Field Limited的可識別資產及負債的公允價值如下：

		Notes	Fair value recognised on acquisition 收購時確認的 公允價值 RMB'000 人民幣千元
		附註	
Property, plant and equipment	物業、廠房及設備	13	27,406
Right-of-use assets	使用權資產	14b	16,304
Other intangible assets	其他無形資產	17	58,850
Trade and notes receivables	應收貿易及票據款項		820
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產		7,825
Inventories	存貨		3,789
Long-term investment*	長期投資*		1,588
Cash and bank	現金及銀行存款		70,597
Trade and notes payables	應付貿易及票據款項		(136)
Other payables and accruals	其他應付款及預提費用		(35,407)
Deferred tax liabilities	遞延稅項負債	28	(16,251)
Income tax payable	應付所得稅		(411)
Total identifiable net assets at fair value	以公允價值計量的可識別資產淨值總計		134,974
Goodwill on acquisition	因收購而產生的商譽	16	241,158
Satisfied by cash	以現金結算		376,132

\* The long-term investment was disposed to a third-party with no impact on the profit and loss in 2019.

\* 長期投資處置給第三方，對二零一九年損益並無影響。

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### 34. BUSINESS COMBINATION (Cont'd)

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	376,132
Cash and cash equivalents acquired	購入現金及銀行存款	(70,597)
Less: Settled by netting off other receivables due from Supper Fort Holdings Ltd.	減：與興安豐盛投資有限公司所欠的其他應收款抵賬結算	<u>(189)</u>
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動中現金及現金等價物流出淨額	<u>305,346</u>

Since the acquisition, Top Field Limited and its subsidiaries contributed RMB60,683,000 to the Group's revenue and RMB23,329,000 to the consolidated profit for the year ended 31 December 2019.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB964,479,000 and RMB254,867,000, respectively.

### 34. 企業合併(續)

有關收購一間附屬公司的現金流量分析如下：

		RMB'000 人民幣千元
		376,132
		(70,597)
		<u>(189)</u>
		<u>305,346</u>

由收購日起計，Top Field Limited 及其附屬公司於截至二零一九年十二月三十一日止年度為本集團收入貢獻人民幣 60,683,000 元以及為綜合溢利貢獻人民幣 23,329,000 元。

假如合併發生於年初，全年本集團之收入及本集團之溢利會分別為人民幣 964,479,000 元及人民幣 254,867,000 元。

## 35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

## 35. 按類別劃分之金融工具

截至報告期末，各類金融工具的賬面值如下：

Financial assets	財務資產	2019 二零一九年				2018 二零一八年			
		Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income	Total	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income	Total
		以公允價值計量且其變動計入損益之財務資產	按攤銷成本計量之財務資產	以公允價值計量且其變動計入其他全面收益之財務資產	總額	以公允價值計量且其變動計入損益之財務資產	按攤銷成本計量之財務資產	以公允價值計量且其變動計入其他全面收益之財務資產	總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and notes receivables	應收貿易及票據款項	-	207,379	163,615	370,994	-	199,614	147,188	346,802
Financial assets included in prepayments, other receivables and other assets	計入預付款、其他應收款項及其他資產之財務資產	-	170,489	-	170,489	-	371,832	-	371,832
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益之財務資產	505,830	-	-	505,830	189,393	-	-	189,393
Cash and bank	現金及銀行存款	-	471,461	-	471,461	-	645,363	-	645,363
		505,830	849,329	163,615	1,518,774	189,393	1,216,809	147,188	1,553,390

## Financial liabilities

## 財務負債

		2019 二零一九年	2018 二零一八年
		Financial liabilities at amortised cost	Financial liabilities at amortised cost
		按攤銷成本計量之財務負債	按攤銷成本計量之財務負債
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and notes payables	應付貿易及票據款項	156,764	130,417
Financial liabilities included in other payables and accruals	計入其他應付款及預提費用之財務負債	179,653	107,171
Interest-bearing bank borrowings	計息銀行借貸	216,776	-
Lease liabilities	租賃負債	2,907	-
		556,100	237,588

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### 36. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value as at 31 December 2019:

Financial assets at fair value through profit or loss 以公允價值計量且其變動計入損益之財務資產

Fair value measurement using 使用以下各項進行公允價值計量			
Quoted prices in active markets 於活躍市場的報價 (Level 1) 第一級 RMB'000 人民幣千元	Significant observable inputs 重大可觀察輸入值 (Level 2) 第二級 RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察輸入值 (Level 3) 第三級 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
47,187	458,643	-	505,830

Assets measured at fair value as at 31 December 2018:

Financial assets at fair value through profit or loss 以公允價值計量且其變動計入損益之財務資產

Fair value measurement using 使用以下各項進行公允價值計量			
Quoted prices in active markets 於活躍市場的報價 (Level 1) 第一級 RMB'000 人民幣千元	Significant observable inputs 重大可觀察輸入值 (Level 2) 第二級 RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察輸入值 (Level 3) 第三級 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
78,627	110,766	-	189,393

During the years ended 31 December 2019 and 31 December 2018, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

The carrying amounts of cash and bank, trade and notes receivables, trade and notes payables, financial assets included in prepayments, other receivables and other assets, interest-bearing bank borrowings, lease liabilities and financial liabilities included in other payables and accruals approximate to their fair values.

### 36. 金融工具之公允價值層級

下表列明本集團金融工具的公允價值計量層級：

於二零一九年十二月三十一日按公允價值計量的資產：

於二零一八年十二月三十一日按公允價值計量的資產：

截至二零一九年十二月三十一日止年度及二零一八年十二月三十一日止年度，第一級與第二級間並無公允價值計量轉移，亦無轉入或移出第三級。

現金及銀行存款、應收貿易及票據款項、應付貿易及票據款項、計入預付款，其他應收款項及其他資產之財務資產、計息銀行借貸、租賃負債、計入其他應付款及預提費用之財務負債之賬面值與其公允價值相若。

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### FOREIGN CURRENCY RISK

The Group does not have any significant investment outside of Mainland China. However, the Group has transactional currency exposures. These exposures arise from sales of the Group's subsidiaries denominated in currencies other than the subsidiaries' functional currencies. Approximately 9.55% of the Group's sales for the year ended 31 December 2019 (2018: 13.21%) were denominated in currencies other than the functional currencies of the subsidiaries. Upon receipt of currencies other than the functional currency, the subsidiaries sell them to the banks at suitable time.

### 37. 金融風險管理目標及對策

本集團擁有應收貿易款項及應付貿易款項等其他各種財務資產及負債，此乃由其經營直接產生。

本集團金融工具所涉及的主要風險為外匯風險、信貸風險及流動資金風險。以下為董事會檢討並同意管理上述每項風險的政策之概要。

#### 外匯風險

本集團於中國大陸以外並無任何重大投資。然而，本集團仍面對交易貨幣風險。有關風險來自以本集團的中國大陸附屬公司以其功能貨幣以外之貨幣進行之銷售。截至二零一九年十二月三十一日止年度，本集團約9.55%銷售（二零一八年：13.21%）乃以本集團的中國大陸附屬公司的功能貨幣以外之貨幣計值。於收到功能貨幣以外之貨幣後，本集團的中國大陸附屬公司會適時將該等貨幣售予銀行以兌換為功能貨幣。

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### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### FOREIGN CURRENCY RISK (Cont'd)

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

#### 2019

If RMB strengthens against the United States dollar

If RMB weakens against the United States dollar

#### 二零一九年

倘人民幣兌美元升值

倘人民幣兌美元貶值

#### 2018

If RMB strengthens against the United States dollar

If RMB weakens against the United States dollar

#### 二零一八年

倘人民幣兌美元升值

倘人民幣兌美元貶值

### 37. 金融風險管理目標及對策(續)

#### 外匯風險(續)

下表列示在所有其他可變因素維持不變之情況下，本集團的除稅前溢利對外幣匯率出現合理可能變動的敏感度(由於貨幣資產及負債的公允值變動)。

Change in foreign currency rate 外幣匯率變動	Increase/ (decrease) in profit before tax 對除稅前溢利 之增加/(減少) RMB'000 人民幣千元
+5%	(4,535)
-5%	4,535

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### CREDIT RISK

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables and balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty. There are no significant concentrations of credit risk within the Group.

Credit risk is the risk of loss due to the inability or unwillingness of a counterparty to meet its contractual obligation. The Group has no concentration of credit risk from third party debtors. The carrying amounts of cash and bank balances, trade and notes receivables, financial assets included in prepayments, other receivables and other assets in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

All cash and bank balances were deposited in high-credit-quality financial institutions without significant credit risk.

The Group has continued the policy to perform an assessment at 31 December 2019, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering to group its other receivables into Stage 1 and Stage 2, as described below:

Stage 1 — When other receivables are first recognised, the Group records an allowance based on 12-months ECLs

Stage 2 — When other receivables have shown a significant increase in credit risk since origination, the Group records an allowance for the lifetime ECLs

Management also regularly reviews the recoverability of these receivables and follow up on the disputes or amounts overdue, if any. Management is of the opinion that the risk of default by counterparties is low.

### 37. 金融風險管理目標及對策(續)

#### 信貸風險

本集團僅與該等信譽可靠的第三者進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須經過信貸核實程序後，方可落實。此外，本集團會持續監察應收款項及結餘的情況，而本集團的壞賬風險並不重大。

由於本集團僅與該等享譽盛名兼信譽可靠的第三者進行交易，故不需要任何抵押。集中信貸風險由客戶／交易對手管理，因此本集團內並無任何重大集中信貸風險。

信貸風險指交易對手無法或不願履行其合約責任而帶來的虧損風險。本集團並無來自第三方債務人之集中信貸風險。綜合財務狀況表中的現金及銀行結餘、應收貿易及票據款項及計入預付款、其他應收款項及其他資產之財務資產的賬面值乃本集團就其財務資產承受的最大信貸風險。

所有現金及銀行結餘均存入無重大信貸風險之信貸良好的金融機構。

本集團於二零一九年十二月三十一日繼續按照政策，以透過考慮將其他應收款項分組為階段1及階段2來評估金融工具之信貸風險是否自初始確認起已大幅增加，詳情如下：

階段1 — 當其他應收款項獲初始確認時，本集團基於12個月預期信貸虧損確認撥備。

階段2 — 當其他應收款項自產生起顯示信貸風險大幅增加，本集團就存續期預期信貸虧損確認撥備。

管理層亦定期檢討該等應收款項的可收回性，並對有關糾紛或逾期款項(如有)進行跟進。管理層認為，交易對手違約的風險較低。



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### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### CREDIT RISK (Cont'd)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as of the reporting date with the risk of default as of the date of initial recognition. It considers available reasonable and supportive forward-looking information.

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The expected loss allowance provision for these balances was not material during the year ended 31 December 2019.

As at 31 December 2019, the credit rating of other receivables was performing. The Group assessed that the expected credit losses for these receivables are not material under the 12-month expected loss method. Thus no loss allowance provision was recognised during the year ended 31 December 2019.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and other receivables are disclosed in note 20 and note 21.

### 37. 金融風險管理目標及對策(續)

#### 信貸風險(續)

本集團於初始確認資產時考慮違約的可能性，及信貸風險是於各報告期內按持續基準大幅增加。為評估信貸風險是否大幅增加，本集團比較資產於報告日期的違約風險與於初始確認日期的違約風險，並考慮所得合理及得到理據支持的前瞻性資料。

本集團採用簡化方法計提國際財務報告準則第9號所規定的預期信貸虧損，國際財務報告準則第9號允許使用存續期預期虧損計提應收貿易款項撥備。截至二零一九年十二月三十一日止年度，該等結餘的預期損失撥備金額並不重大。

於二零一九年十二月三十一日，本集團對其他應收款項進行信貸評級。本集團按12個月預計損失法評估該等應收款項的預期信貸虧損並不重大，故於截至二零一九年十二月三十一日止年度並未確認損失撥備金額。

有關本集團因應收貿易款項及其他應收款項所產生信貸風險的進一步定量資料乃披露於財務報表附註20及附註21。

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### LIQUIDITY RISK

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

### 37. 金融風險管理目標及對策(續)

#### 流動資金風險

本集團透過採用經常性流動資金計劃工具，監察其資金短缺的風險。此工具會考慮其金融工具及財務資產(如應收貿易款項)的到期日以及來自經營業務的預期現金流量。

於報告期末本集團根據合約未貼現付款計算的財務負債之到期日簡述如下：

		2019 二零一九年					
		3 to less than			1 to 5	Over	
On demand	Less than 3 months	12 months	years	5 years	Total		
按要求	少於三個月	十二個月	一至五年	五年以上	總計		
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank borrowings 計息銀行借貸	-	12,374	204,402	-	-	216,776	
Lease liabilities 租賃負債	-	17	49	2,841	-	2,907	
Trade and notes payables 應付貿易及票據款項	5,382	96,003	55,379	-	-	156,764	
Financial liabilities included in other payables and accruals 計入其他應付款及預提費用之財務負債	179,653	-	-	-	-	179,653	
	<b>185,035</b>	<b>108,394</b>	<b>259,830</b>	<b>2,841</b>	<b>-</b>	<b>556,100</b>	
		2018 二零一八年					
	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total		
	少於三個月	十二個月	一至五年	五年以上	總計		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade and notes payables 應付貿易及票據款項	7,296	43,234	79,887	-	-	130,417	
Financial liabilities included in other payables and accruals 計入其他應付款及預提費用之財務負債	107,171	-	-	-	-	107,171	
	<b>114,467</b>	<b>43,234</b>	<b>79,887</b>	<b>-</b>	<b>-</b>	<b>237,588</b>	

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 31 December 2018.

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes trade and notes payables, other payables and accruals, interest-bearing bank borrowings, lease liabilities, less cash and bank. Capital includes the liability component of convertible bonds and equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

Trade and notes payables	應付貿易及票據款項
Other payables and accruals	其他應付款及預提費用
Interest-bearing bank borrowings	計息銀行借貸
Lease liabilities	租賃負債
Less: Cash and bank	減：現金及銀行存款
Net debt	淨負債
Equity attributable to owners of the parent	母公司擁有人應佔權益
Capital and net debt	資本及淨負債
Gearing ratio	資本負債比率

### 37. 金融風險管理目標及對策(續)

#### 資本管理

本集團管理資本的首要目標是保障本集團的持續經營能力及維持穩健的資本比率，以支援其業務發展及提升股東價值。

本集團會應經濟環境變化管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東的股息款額、返還資本予股東或發行新股份。於截至二零一九年十二月三十一日及二零一八年十二月三十一日止年度內，有關資本管理的目標、政策及過程並無作出任何變動。

本集團採用資本負債比率監察其資本情況，而資本負債比率乃淨負債除以已調整資本加淨負債之總和計算。淨負債包括應付貿易及票據款項、其他應付款及預提費用、計息銀行借貸、租賃負債，並扣除現金及銀行存款。資本包括可轉換債券的負債部分和母公司擁有人應佔權益。於報告期末之資本負債比率如下：

<b>2019</b>	2018
<b>二零一九年</b>	二零一八年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元
<b>156,764</b>	130,417
<b>239,907</b>	169,772
<b>216,776</b>	-
<b>2,907</b>	-
<b>(471,461)</b>	(645,363)
<b>144,893</b>	(345,174)
<b>2,025,636</b>	1,921,162
<b>2,170,529</b>	1,575,988
<b>6.7%</b>	(21.9)%

## 38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

## (a) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

At 1 January 2019	於二零一九年一月一日
Changes from financing cash flows	融資現金流的變動
New leases	新租賃
Interest expense	利息支出
At 31 December 2019	於二零一九年十二月三十一日

## (b) TOTAL CASH OUTFLOW FOR LEASES

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

Within operating activities	經營活動內
Within investing activities	投資活動內
Within financing activities	融資活動內

## 38. 綜合現金流量表附註

## (a) 由融資活動產生的負債變動

Interest-bearing bank borrowings	Lease liabilities
計息銀行借貸	租賃負債
RMB'000	RMB'000
人民幣千元	人民幣千元
At 1 January 2019	於二零一九年一月一日
Changes from financing cash flows	融資現金流的變動
New leases	新租賃
Interest expense	利息支出
At 31 December 2019	於二零一九年十二月三十一日

## (b) 租賃之總現金流出

包括在綜合現金流量表內的租賃總現金流出如下：

2019
二零一九年
724
218
31
973

## 財務報表附註

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### 39. COMMITMENTS

#### (a) OPERATING LEASE COMMITMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to five years.

At 31 December 2019, the Group had total future minimum lease rentals payable under non-cancellable operating leases falling due as follows:

Within one year 一年內

#### (b) CAPITAL COMMITMENTS

Contracted, but not provided for: 已訂約，但未作撥備：  
 Plant and machinery 廠房及機器  
 Capital contributions payable to 應付一間聯營公司之投資款  
 an associate

### 39. 承擔

#### (a) 經營租賃承擔

本集團根據經營租賃安排承租若干辦公物業。物業租賃的商定期限介乎一至五年之間。

於二零一九年十二月三十一日，本集團根據不可撤銷經營租約於日後未來應付最低租賃款項總額如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>232</b>	42

#### (b) 資本承擔

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>24,919</b>	4,460
<b>40,000</b>	79,670
<b>64,919</b>	84,130

## 40. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>6,920</b>	7,315
Employee share option benefits	員工購股權福利	<b>180</b>	1,741
Pension scheme contributions	退休金計劃供款	<b>155</b>	128
Total compensation paid to key management personnel	主要管理人員酬金總額	<b>7,255</b>	9,184

Further details of the directors' and the chief executive officer's emoluments are included in note 7 to the financial statements.

## 41. OTHER EVENT

In August 2019, Cinmed Pharmaceuticals Co., Ltd. ("Cinmed Pharmaceuticals") and Suzhou Dawnrays Pharmaceutical Co., Ltd. ("Suzhou Dawnrays Pharmaceutical"), a subsidiary of the Group, received a statement of claim against them. On 2 November 2019, the Intermediate People's Court of Putian City, Fujian province dismissed the plaintiff's claim. The plaintiff filed an appeal but finally withdrew it to end the lawsuit on 2 March 2020. Cinmed Pharmaceuticals and Suzhou Dawnrays Pharmaceutical were not required to pay any legal costs or compensations. As at 31 December 2019, certain of Cinmed Pharmaceuticals' buildings and bank accounts with net carrying amounts of RMB7,272,000 and RMB2,840,000 were attached or frozen according the order of the court. The buildings and bank accounts were unattached and unfrozen on 25 March 2020 and 26 March 2020 respectively.

## 40. 關聯方交易

本集團主要管理人員酬金：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>6,920</b>	7,315
<b>180</b>	1,741
<b>155</b>	128
<b>7,255</b>	9,184

董事及總裁酬金詳情載於財務報表附註7。

## 41. 其他事項

於二零一九年八月，興安藥業有限公司(興安藥業)與本集團之附屬公司蘇州東瑞製藥有限公司(「蘇州東瑞製藥」)收到被列為被告人的起訴書，於二零一九年十一月二日福建省莆田市中級人民法院判決駁回原告人的訴訟書請求。原告人曾提出上訴，最終於二零二零年三月二日撤回上訴結束訴訟，興安藥業及蘇州東瑞製藥不需支付任何訴訟費及賠償。於二零一九年十二月三十一日興安藥業若干樓宇及銀行賬戶賬面淨值人民幣7,272,000元及人民幣2,840,000元已根據法院命令被查封或凍結，樓宇及銀行賬戶已分別於二零二零年三月二十五日及三月二十六日獲解除查封及凍結。

## 財務報表附註

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### 42. EVENT AFTER THE REPORTING PERIOD

On 30 December 2019, Lanzhou Dawnrays Pharmaceuticals Co., Ltd. (“Lanzhou Dawnrays”) was established as a fully owned subsidiary of Dawnrays International Company Limited, a wholly-owned subsidiary of the Company. The registered capital of Lanzhou Dawnrays is US\$25 million, of which, US\$4 million was invested by Dawnrays International Company Limited on 16 March 2020.

On 24 December 2019, Suzhou Dawnrays Pharmaceutical Co., Ltd. (“Suzhou Dawnrays Pharmaceutical”) signed an agreement with Nanjing Haina Medical and Pharmaceutical Technology Company Limited, an independent third party, with regard to the transfer of the marketing authorization holder of Febuxostat tablets (40mg, 80mg) and bulk medicines for gout treatment. The total consideration is up to RMB240 million (including a fixed payment of RMB40 million and 4% of the Group’s revenue from the sale of Febuxostat Tablets for 10 years from the date of obtaining the marketing authorization holder and starting the sale of Febuxostat Tablets (up to RMB200 million)). Suzhou Dawnrays Pharmaceutical paid the first instalment of RMB20 million for the transfer in accordance with the agreement in January 2020.

### 43. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, the Group adopted IFRS 16 on 1 January 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, IAS 17, and related interpretations.

### 42. 報告期後事項

於二零一九年十二月三十日，蘭州東瑞製藥有限公司（「蘭州東瑞」）成立為本公司全資附屬公司東瑞國際股份有限公司的全資附屬公司。蘭州東瑞的註冊資金為2,500萬美元，其中400萬美元已由東瑞國際股份有限公司於二零二零年三月十六日出資。

於二零一九年十二月二十四日，蘇州東瑞製藥有限公司（「蘇州東瑞製藥」）與獨立第三方南京海納醫藥科技股份有限公司簽訂轉讓治療痛風的非布司他片（40mg, 80mg）及原料藥的上市許可持有人協議，總代價最多為人民幣2.4億元（其中包含定額支付款人民幣4,000萬元及自取得上市許可持有人及開始銷售非布司他片起為期十年本集團銷售非布司他片所得收入的4%（最多為人民幣2億元））。蘇州東瑞製藥已於二零二零年一月按協議支付首批轉讓款人民幣2,000萬元。

### 43. 比較金額

如財務報表附註2.2進一步解釋，本集團於二零一九年一月一日使用經修訂追溯採納國際財務報告準則第16號。根據該方法，財務報表的比較金額並沒有重列，並繼續根據以往的條例—國際會計準則第17號及相關詮釋予以呈報。

## 44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

## 44. 本公司財務狀況表

於報告期末本公司的財務狀況表資料如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司的權益	270,904	300,195
Total non-current assets	非流動資產總額	270,904	300,195
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	272	211
Financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之財務資產	9,557	8,149
Cash and bank	現金及銀行存款	5,311	2,494
Total current assets	流動資產總額	15,140	10,854
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款及預提費用	1,388	483
Total current liabilities	流動負債總額	1,388	483
<b>NET CURRENT ASSETS</b>	<b>淨流動資產</b>	13,752	10,371
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>	284,656	310,566
<b>Net assets</b>	<b>淨資產</b>	284,656	310,566
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔權益</b>		
Issued capital	已發行股本	82,867	84,197
Treasury shares	庫存股份	(161)	-
Reserves	儲備	201,950	226,369
<b>Total equity</b>	<b>權益總額</b>	284,656	310,566



# Notes to Financial Statements

## 財務報表附註

31 December 2019 於二零一九年十二月三十一日

### 44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note:

A summary of the Company's reserves is as follows:

### 44. 本公司財務狀況表(續)

附註：

本公司之儲備總結如下：

		Share premium account	Contributed surplus	Share option reserve	Capital redemption reserve	Exchange fluctuation reserve	Retained profits	Total
		股份溢價	繳入盈餘	購股權儲備	資本購回儲備	匯兌波動儲備	保留溢利	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	26,160	100,175	31,631	4,193	(74,501)	116,323	203,981
Profit for the year	本年度溢利	-	-	-	-	-	201,342	201,342
Other comprehensive income for the year:	本年度其他全面收益：							
Exchange differences	匯兌差額	-	-	-	-	18,775	-	18,775
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	18,775	201,342	220,117
Final 2017 dividend declared	宣派二零一七年末期股息	-	-	-	-	-	(76,826)	(76,826)
Equity-settled share option arrangements	以股權支付的購股權安排	-	-	5,312	-	-	-	5,312
Interim 2018 dividend	二零一八年中中期股息	-	-	-	-	-	(21,036)	(21,036)
Special dividend	特別股息	-	-	-	-	-	(105,179)	(105,179)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	<b>26,160</b>	<b>100,175</b>	<b>36,943</b>	<b>4,193</b>	<b>(55,726)</b>	<b>114,624</b>	<b>226,369</b>
Profit for the year	本年度溢利	-	-	-	-	-	<b>113,381</b>	<b>113,381</b>
Other comprehensive income for the year:	本年度其他全面收益：							
Exchange differences	匯兌差額	-	-	-	-	<b>14,163</b>	-	<b>14,163</b>
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	<b>14,163</b>	<b>113,381</b>	<b>127,544</b>
Shares repurchased and cancelled	已購回並註銷之股份	<b>(26,160)</b>	-	-	<b>1,330</b>	-	<b>(24,078)</b>	<b>(48,908)</b>
Shares repurchased and subsequently cancelled	已購回並在期後註銷之股份	-	-	-	<b>161</b>	-	<b>(4,516)</b>	<b>(4,355)</b>
Final 2018 dividend declared	宣派二零一八年末期股息	-	-	-	-	-	<b>(81,450)</b>	<b>(81,450)</b>
Equity-settled share option arrangements	以股權支付的購股權安排	-	-	<b>4,181</b>	-	-	-	<b>4,181</b>
Interim 2019 dividend	二零一九年中中期股息	-	-	-	-	-	<b>(21,431)</b>	<b>(21,431)</b>
At 31 December 2019	於二零一九年十二月三十一日	-	<b>100,175</b>	<b>41,124</b>	<b>5,684</b>	<b>(41,563)</b>	<b>96,530</b>	<b>201,950</b>

#### 44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

The contributed surplus of the Company represents the excess of the then consolidated net assets of the subsidiaries acquired pursuant to the Group Reorganisation referred to in note 33(i), over the nominal value of the Company's shares issued in exchange therefor.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the issued capital account and the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

#### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 March 2020.

#### 44. 本公司財務狀況表(續)

本公司的繳入盈餘如附註33(i)所述指根據集團重組所收購附屬公司當時的綜合資產淨值超逾本公司為換取有關資產而發行的本公司股份面值的部份。

購股權儲備包括已授出但尚未行使購股權的公允值，其進一步資料載於財務報表附註2.4股份支付的會計政策內。當有關購股權獲行使時，其數額將轉至已發行股本賬及股份溢價賬，或當有關購股權到期或被取消時，其數額將轉至保留溢利。

#### 45. 財務報表的批准

財務報表已於二零二零年三月二十七日獲董事會批准及授權發行。

# Five Year Financial Summary

## 五年財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

以下為本集團於過去五個財政年度之業績、資產及負債概要，此乃摘錄自已公佈經審核財務報表。

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	<b>950,007</b>	948,938	882,483	824,351	985,000
Cost of sales	銷售成本	<b>(414,138)</b>	(353,909)	(320,934)	(312,872)	(415,612)
Gross profit	毛利	<b>535,869</b>	595,029	561,549	511,479	569,388
Other income and gains	其他收入及收益	<b>48,071</b>	47,923	30,372	24,425	31,481
Selling and distribution expenses	銷售及分銷費用	<b>(84,812)</b>	(106,854)	(88,086)	(98,895)	(94,471)
Administrative expenses	行政費用	<b>(97,087)</b>	(83,184)	(82,491)	(64,625)	(74,940)
Other expenses	其他費用	<b>(70,809)</b>	(59,936)	(48,946)	(38,928)	(52,745)
Finance costs	財務費用	<b>(5,309)</b>	(1,152)	(13)	(157)	(1,524)
Share of profits and losses of an associate	應佔一間聯營公司之 盈利及虧損	<b>(11,829)</b>	(14,049)	(6,682)	–	–
PROFIT BEFORE TAX	除稅前溢利	<b>314,094</b>	377,777	365,703	333,299	377,189
Income tax expense	所得稅	<b>(58,738)</b>	(73,817)	(72,725)	(67,382)	(74,991)
PROFIT FOR THE YEAR	本年度溢利	<b>255,356</b>	303,960	292,978	265,917	302,198
Attributable to:	以下各項應佔：					
Owners of the parent	母公司擁有人	<b>255,430</b>	303,960	292,978	265,917	302,198
Non-controlling interests	非控股權益	<b>(74)</b>	–	–	–	–
		<b>255,356</b>	303,960	292,978	265,917	302,198
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
<b>TOTAL ASSETS</b>	<b>總資產</b>	<b>2,786,387</b>	2,366,029	2,181,211	1,886,364	1,803,736
<b>TOTAL LIABILITIES</b>	<b>總負債</b>	<b>(760,075)</b>	(444,867)	(375,053)	(249,608)	(329,860)
<b>NET ASSETS</b>	<b>淨資產</b>	<b>2,026,312</b>	1,921,162	1,806,158	1,636,756	1,473,876

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods:

- (i) from Monday, 25 May 2020 to Friday, 29 May 2020, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2020 AGM. In order to be eligible to attend and vote at the 2020 AGM, all transfer of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged for registration not later than 4:30 p.m. on Friday, 22 May 2020 with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (ii) from Thursday, 4 June 2020 to Friday, 5 June 2020, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged for registration not later than 4:30 p.m. on Wednesday, 3 June 2020 with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

During the periods mentioned in sub-paragraphs (i) and (ii) above, no transfers of shares will be registered.

## ANNUAL GENERAL MEETING

The 2020 AGM will be held on Friday, 29 May 2020. Details of the 2020 AGM are set out in the notice of AGM with constitutes part of the circular to Shareholders sent together with this annual report.

## 暫停辦理股份過戶登記

本公司將於下列時段暫停辦理股份過戶登記手續：

- (i) 由二零二零年五月二十五日(星期一)至二零二零年五月二十九日(星期五)(包括首尾兩天)，暫停辦理股份過戶登記手續，以釐定有權出席二零二零年股東週年大會並於會上投票之股東身份。為確保符合資格出席二零二零年股東週年大會並於會上投票之權利，所有本公司的股份轉讓連同有關股票及股票轉讓書，須於二零二零年五月二十二日(星期五)下午四時三十分前，送達本公司之香港股份過戶登記分處卓佳雅柏勤有限公司辦理過戶登記手續，地址為香港皇后大道東183號合和中心54樓。
- (ii) 由二零二零年六月四日(星期四)至二零二零年六月五日(星期五)(包括首尾兩天)，暫停辦理股份過戶登記手續，以釐定享有建議派發末期股息的股東身份。為確保享有收取建議派發末期股息之權利，所有本公司的股份轉讓連同有關股票及股票轉讓書，須於二零二零年六月三日(星期三)下午四時三十分前，送達本公司之香港股份過戶登記分處卓佳雅柏勤有限公司辦理過戶登記手續，地址為香港皇后大道東183號合和中心54樓。

於上述分段(i)及(ii)的時段期間內，將不會辦理股份過戶登記手續。

## 股東週年大會

二零二零年股東週年大會將於二零二零年五月二十九日(星期五)舉行。二零二零年股東週年大會通告的詳情已載於發給股東通函內，該通函連同本年報一併寄發給股東。

## 股東資料

### FINANCIAL CALENDAR

2019 AGM	24 May 2019
Announcement of 2019 interim results	27 August 2019
Announcement of 2019 annual results	27 March 2020
2020 AGM	29 May 2020

### DIVIDENDS

2019 Interim dividend	HK\$0.015 per share
Payment date for 2019 interim dividend	10 October 2019
Proposed 2019 final dividend	HK\$0.043 per share
Ex-dividend date for 2019 final dividend	2 June 2020
Book closing dates for 2019 final dividend	4 June 2020–5 June 2020
Payment date for proposed 2019 final dividend	on or about 17 June 2020

### 財務日誌

二零一九年股東週年大會	二零一九年五月二十四日
公佈二零一九年中期業績	二零一九年八月二十七日
公佈二零一九年全年業績	二零二零年三月二十七日
二零二零年股東週年大會	二零二零年五月二十九日

### 股息

二零一九年中期股息	每股港幣0.015元
二零一九年中期股息派付日期	二零一九年十月十日
建議派發二零一九年末期股息	每股港幣0.043元
二零一九年末期股息除息日期	二零二零年六月二日
二零一九年末期股息截止過戶日期	二零二零年六月四日至六月五日
建議派發之二零一九年末期股息派付日期	二零二零年六月十七日或前後

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