

Sinco Pharmaceuticals Holdings Limited  
兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(根據開曼群島法例註冊成立的有限公司)

Stock Code 股份代號: 6833



# 2019 年報

## ANNUAL REPORT





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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Huang Xiangbin (*Chairman and Chief Executive Officer*)

Ms. Zhang Zhijie

#### Independent Non-executive Directors

Mr. Lau Ying Kit

Mr. Wang Qing

Mr. Liu Wenfang

### AUDIT COMMITTEE

Mr. Lau Ying Kit (*Chairman*)

Mr. Liu Wenfang

Mr. Wang Qing

### REMUNERATION COMMITTEE

Mr. Wang Qing (*Chairman*)

Ms. Zhang Zhijie

Mr. Liu Wenfang

### NOMINATION COMMITTEE

Mr. Huang Xiangbin (*Chairman*)

Mr. Liu Wenfang

Mr. Lau Ying Kit

### INTERNAL CONTROL AND CORPORATE GOVERNANCE COMMITTEE

Mr. Lau Ying Kit (*Chairman*)

Mr. Wang Qing

Mr. Liu Wenfang

### AUTHORISED REPRESENTATIVES

Mr. Huang Xiangbin

Ms. Ko Wing Yu (appointed on 29 March 2019 and resigned on 25 October 2019)

Ms. Li Ching Yi (appointed on 25 October 2019)

Ms. Leung Suet Lun (resigned on 29 March 2019)

### JOINT COMPANY SECRETARIES

Ms. Peng Yunlu (appointed on 25 October 2019)

Ms. Li Ching Yi (appointed on 25 October 2019)

Ms. Ko Wing Yu (resigned on 25 October 2019)

Ms. Leung Suet Lun (resigned on 29 March 2019)

### REGISTERED OFFICE

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

### 董事會

#### 執行董事

黃祥彬先生(*主席兼行政總裁*)

張志傑女士

#### 獨立非執行董事

劉英傑先生

汪晴先生

劉文芳先生

### 審核委員會

劉英傑先生(*主席*)

劉文芳先生

汪晴先生

### 薪酬委員會

汪晴先生(*主席*)

張志傑女士

劉文芳先生

### 提名委員會

黃祥彬先生(*主席*)

劉文芳先生

劉英傑先生

### 內部控制及企業管治委員會

劉英傑先生(*主席*)

汪晴先生

劉文芳先生

### 授權代表

黃祥彬先生

高穎好女士(於2019年3月29日獲委任及於2019年10月25日辭任)

李菁怡女士(於2019年10月25日獲委任)

梁雪綸女士(於2019年3月29日辭任)

### 聯席公司秘書

彭雲璐女士(於2019年10月25日獲委任)

李菁怡女士(於2019年10月25日獲委任)

高穎好女士(於2019年10月25日辭任)

梁雪綸女士(於2019年3月29日辭任)

### 註冊辦事處

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

## CORPORATE HEADQUARTERS

E5-1805, Global Centre  
No. 1700, North Section of Tianfu Avenue  
High-Tech Zone, Chengdu  
Sichuan  
PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3105, Office Tower, Convention Plaza  
1 Harbour Road, Wan Chai  
Hong Kong

## CAYMAN ISLAND PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited  
P.O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

## HONG KONG LEGAL ADVISER

Eric Chow & Co.  
in Association with Commerce & Finance Law Offices

## AUDITOR

Crowe (HK) CPA Limited  
*Certified Public Accountants*

## STOCK CODE ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

6833

## COMPANY'S WEBSITE

[www.sinco-pharm.com](http://www.sinco-pharm.com)

## LISTING DATE

10 March 2016

## 公司總部

中國  
四川省  
成都市高新區  
天府大道北段1700號  
環球中心E5-1805室

## 香港主要營業地點

香港  
灣仔港灣道1號  
會展廣場辦公大樓3105室

## 開曼群島證券登記總處及過戶代理

Maples Fund Services (Cayman) Limited  
P.O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

## 香港證券登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712至1716號舖

## 香港法律顧問

周俊軒律師事務所  
(與北京市通商律師事務所聯營)

## 核數師

國富浩華(香港)會計師事務所有限公司  
*執業會計師*

## 香港聯合交易所有限公司主板股份代號

6833

## 本公司網站

[www.sinco-pharm.com](http://www.sinco-pharm.com)

## 上市日期

2016年3月10日



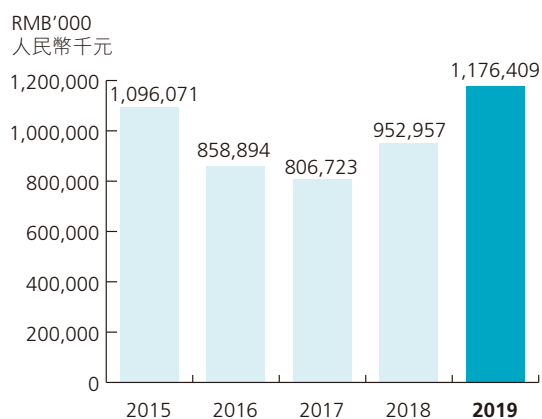
# Financial Highlights

## 財務摘要

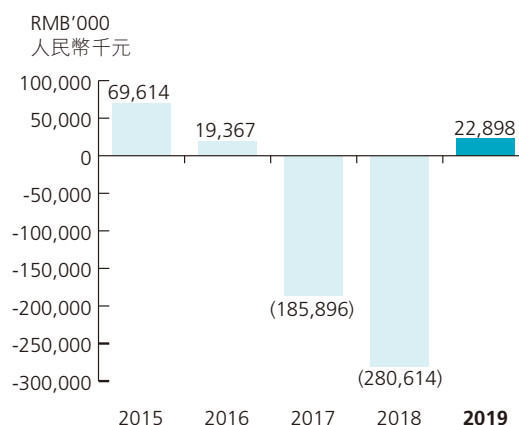
- Revenue of the Group increased by 23.4% or RMB223.4 million to RMB1,176.4 million for the Reporting Period (2018: RMB953.0 million), among which revenue from sales of Human Albumin Solution increased by approximately RMB299.8 million, mainly benefited from the increase in sales volume.
- Gross profit of the Group decreased by RMB5.0 million to RMB216.0 million for the Reporting Period (2018: RMB221.0 million), while gross profit margin decreased from 23.2% in 2018 to 18.4% for the Reporting Period. The decrease in gross profit margin was mainly due to the decrease of the gross profit of antibiotics and partially offset by the increase of the gross profit of Human Albumin Solution and other pharmaceutical products.
- Although it recorded net loss of RMB280.6 million in 2018, the Group recorded net profit of RMB22.9 million during the Reporting Period, mainly because of the decrease in selling and distribution expenses, administrative expenses and finance costs etc as compared with the year 2018.
- During the Reporting Period, net profit attributable to owners of the Company amounted to RMB22.9 million (2018: net loss of RMB280.6 million), representing an increase in net profit by RMB303.5 million.
- Basic and diluted earnings per share amounted to RMB0.014 for the Reporting Period (2018: basic and diluted loss per share of RMB0.166).
- The Board resolved not to declare any final dividend for the Reporting Period (2018: Nil).
- 報告期內，本集團收益增長23.4%或人民幣223.4百萬元至人民幣1,176.4百萬元(2018年：人民幣953.0百萬元)，其中人血白蛋白注射液銷售收益增長約人民幣299.8百萬元，主要得益於銷售量的增長。
- 報告期內，本集團毛利減少人民幣5.0百萬元至人民幣216.0百萬元(2018年：人民幣221.0百萬元)，毛利率則由2018年的23.2%下降至報告期內的18.4%。毛利率下降主要是因為抗生素毛利減少，部分被人血白蛋白注射液及其他藥品的毛利增幅所抵銷。
- 雖然在2018年錄得虧損淨額人民幣280.6百萬元，但是在報告期內本集團錄得純利人民幣22.9百萬元，主要因為銷售及經銷開支、行政開支及財務成本等費用較2018年有所下降。
- 報告期內，本公司擁有人應佔純利為人民幣22.9百萬元(2018年：虧損淨額為人民幣280.6百萬元)，純利增加人民幣303.5百萬元。
- 報告期內，每股基本及攤薄盈利為人民幣0.014元(2018年：每股基本及攤薄虧損為人民幣0.166元)。
- 董事會決議不就報告期宣派任何末期股息(2018年：無)。

		2015	2016	2017	2018	2019
		2015年	2016年	2017年	2018年	2019年
		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
<b>Operating results</b>	<b>經營業績</b>					
Revenue	收益	1,096,071	858,894	806,723	952,957	<b>1,176,409</b>
Gross profit	毛利	152,507	104,568	93,533	221,025	<b>216,036</b>
Profit/(loss) before tax	除稅前溢利/(虧損)	86,638	25,566	(194,868)	(272,015)	<b>42,301</b>
Profit/(loss) for the year	本年度溢利/(虧損)	69,441	18,337	(185,897)	(280,615)	<b>22,896</b>
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利/(虧損)	69,614	19,367	(185,896)	(280,614)	<b>22,898</b>
<b>Profitability</b>	<b>盈利</b>					
Gross margin	毛利率	13.9%	12.2%	11.6%	23.2%	<b>18.4%</b>
Net profit/(loss) margin	純利/(虧損)率	6.3%	2.1%	(23.0%)	(29.4%)	<b>1.9%</b>

Revenue  
收益



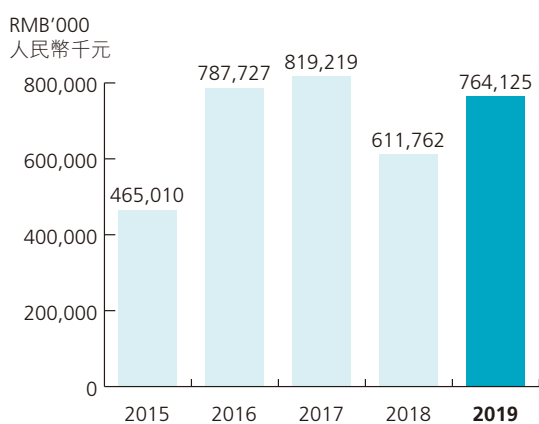
Profit/(loss) Attributable to  
Owners of the Company  
本公司擁有人應佔溢利/ (虧損)



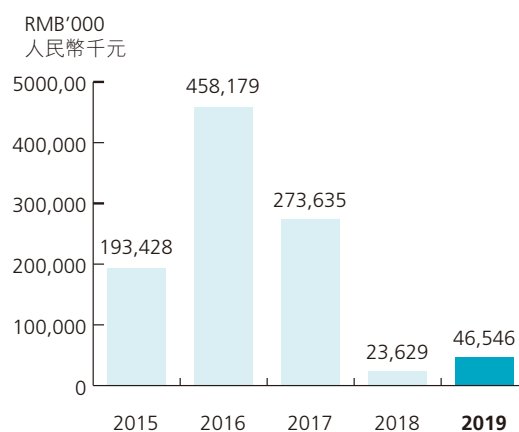
	2015	2016	2017	2018	2019
	2015年	2016年	2017年	2018年	2019年
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Financial position</b>					
<b>財務狀況</b>					
Total assets	465,010	787,727	819,219	611,762	<b>764,125</b>
總資產					
Total equity	193,554	457,275	272,730	22,723	<b>45,638</b>
總權益					
Total liabilities	270,662	330,452	546,489	589,039	<b>718,487</b>
總負債					
Equity attributable to owners of the Company	193,428	458,179	273,635	23,629	<b>46,546</b>
本公司擁有人應佔權益					
Cash and cash equivalents*	60,206	154,079	75,651	80,343	<b>224,756</b>
現金及現金等價物*					

\* As stated in the Statement of Cash Flows  
如現金流量表所載

Total Assets  
總資產



Equity attributable to owners  
of the Company  
本公司擁有人應佔權益





# Chairman's Statement

## 主席報告

### Dear Shareholders,

On behalf of the Board, I would like to express my gratitude to the Shareholders for their attention and support to the Group, and present the report of the Group for the Reporting Period.

2019 was a year of policy implementation for the entire Chinese pharmaceutical industry. Since the beginning of the year, volume-based procurement, negotiating access to the new version of the medical insurance catalog, and key monitoring drug catalog have all been officially landed. The overall thinking of medical reform is becoming clearer – with consistent evaluation as the premise, volume-based purchase as the process means, all contributing to the laying of the foundation for reasonable medical insurance payment standards, so as to squeeze off the exaggeration of pharmaceutical price to optimize the structure of the industry, which is the goal of the current stage of medical reform; the ultimate goal is to guide the optimization of the payment environment by increasing the proportion of innovative medicines and Diagnosis Related Groups (“DRGs”), and the starting point is to rationally control the medical insurance fund, buy better medicines with less money, and treat more people.

Based on this, the medical reform under the auspices of the National Healthcare Security Administration (“NHSAL”) has comprehensively centered on the four major areas of pharmaceutical reform, medical reform, medical insurance reform, and industry supervision. At the same time, it has systematically unfolded within the industry: on the supply side, on the one hand, conduct consistent evaluation and issue new version of Good Manufacturing Practices (“GMP”) certification to eliminate outdated production capacity in the generic pharmaceutical industry, while accelerating the review and marketing progress of high-quality clinically needed products through priority review and Marketing Authorization Holder (“MAH”); on the distribution side, the “Two-Invoice System” and centralized procurement of medicines are used to simplify the commercial circulation process and optimize the cost control ability of pharmaceutical companies; on the consumer side, medical insurance payment reforms, such as restricting the proportion of drugs, limiting supplementary drugs, negotiating medical insurance, and routine adjustments, have been used to improve the efficiency of medical insurance payments.

The impact of the implementation of policies such as volume-based procurement is firstly affected by the enterprises. The huge investment in the generics consistency evaluation project is in sharp contrast to the price cut after the volume-based procurement. Among the segmented markets immune to the impact of the bulk procurement scheme, the blood plasma market takes advantage of a high degree of certainty because of the difficulty of applying for plasma collection centers and stringent industry regulations. This sector is primarily driven by the rapid growth of demand; increase in revenue and robust growth can be expected when sales channels reshaped and terminal demand met.

### 各位尊敬的股東：

本人謹代表董事會向各位股東對本集團的關注與支持表示衷心感謝，並在此呈報本集團於報告期之報告。

2019年對於整個中國醫藥行業來說是政策落地的大年。自年初以來，帶量採購、新版醫保目錄談判准入以及重點監控藥品目錄皆正式落地。醫改的整體思路愈發清晰—以一致性評價為前提，帶量採購為過程手段，均有助為合理的醫保支付標準打好基礎，從而擠壓醫藥的過高定價來優化行業的結構是醫改現階段的目標；通過提高創新藥品的比例及疾病診斷相關分類（「疾病診斷相關分類」）引導優化支付環境是最終的目標，出發點為合理支配醫保基金，用更少的錢買更好的人。醫治更多的人。

基於此，國家醫療保障局（「醫保局」）管理下的醫改全面圍繞了藥品領域改革、醫療領域改革、醫療保險領域改革以及行業監管等四大領域，與此同時，在產業內部系統性展開：在供給端，一方面通過一致性評價和推出版生產質量管理規範（「GMP」）認證來淘汰仿製藥行業的落後產能，同時通過優先審評和藥品上市許可人（「MAH」）加快優質臨床治療品種的審評和上市進度；在流通端，通過「兩票制」、藥品集中採購簡化商業流通環節，優化藥企成本的把控能力；在消費者層面，通過限制藥佔比、限輔助用藥、醫保談判和常規調整等醫保支付改革提升醫保支付的效率。

對於企業而言，帶量採購等政策的實施確是首當其衝。仿製藥一致性評價項目上的巨額投入與帶量採購後中標價的腰斬形成鮮明對比。在免受大宗採購計劃影響的細分市場中，血漿市場由於漿站申請難度大及行業監管嚴格而於確定性較強方面佔據優勢。該行業的增長主要由需求端高增速來拉動，銷售渠道疏通及與終端需求增速匹配後，可以預期企業營收會有增加及成長將較為穩健。

The Group further improved its sales and marketing system in an attempt to reach a bigger share of terminal market. Looking back at the past year, with the cooperation of sub-distributors and promoters, not only was the Group's distribution network able to cover top hospitals in large urban centers, we also managed to access end market of prefecture-level cities and tier 2 and tier 3 cities. An independent sales and marketing system enables the Group to better adapt to the policy change, and to become more flexible to market volatility.

The core product distributed by the Group, Human Albumin Solution, belongs to the category of plasma-derived product which tends to show significant cyclical changes. In the year of 2019, due to the completion of de-stocking and a slowdown of human albumin supply from major fractionators, domestic and foreign, leading to a stabilized selling price of human albumin product and an obvious market recovery. During the Reporting Period, a total volume of 53.4 million vials of human albumin has been released in the market, representing a 15.3% increase from 2018. In the meanwhile, as affected by incident of HIV contamination of Shanghai Xinxing's albumin product in early 2019, domestic supply of human albumin products has shrunk greatly, with its market share outperformed by imported albumin which now accounts for more than 60% of total albumin supply in China.

Throughout the Reporting Period, revenue of human albumin solution was RMB848.2 million, representing an increase of approximately 54.7% or RMB299.7 million as compared to 2018. The significant increase in revenue was attributable to the new sales model adopted by the Group.

With the smooth expansion of production capacity of human albumin suppliers, the Group's continued consumption of its inventory and the enhancement of its sales and distribution capabilities, the purchase volume of the Group in 2019 has significantly increased. During the Reporting Period, the Group distributed a total of approximately 3.01 million vials of Human Albumin Solution, with a significant year-on-year increase of approximately 54.8%. At the same time, on the premise that market demand has picked up and terminal prices have stabilized, the supply price of the Group's human albumin products has also remained stable throughout the year. In 2020, the Group will further expand its market share in accordance with market conditions on the basis of the smooth establishment of sales channels and a substantial rebound in sales volume to further increase sales scale.

With the completion of reshaping the Group's business model and bettering its independent sales and marketing network, the Group managed to gradually reduce the cost of channel development and sales expenses. This enables the Group to achieve a turnaround in 2019. As of 31 December 2019, the Group recorded a net profit of approximately RMB22.9 million. The successful transformation of the business system and the smooth turnaround from loss making to profit generating have laid a good foundation for the Group's operations in 2020.

本集團進一步改善了自身的銷售及營銷體系以取得更大的終端市場份額。回顧過去的一年，本集團的營銷網絡不但覆蓋了全國主要城市的大型重點醫院，同時還在各分經銷商和推廣商的協作下滲透到了地級市及二、三線城市的終端市場。自主銷售及營銷體系的逐漸建立令本集團能更順利地適應政策變化及更靈活地應對市場波動。

本集團所經銷的核心產品—人血白蛋白注射液屬於血漿製品，該細分領域的市場有著明顯的周期性變化。於2019年，由於完成消除庫存積壓以及國內外龍頭企業的人血白蛋白供應放緩，使得人血白蛋白產品價格趨穩，細分市場迎來了一輪復蘇。報告期內，人血白蛋白市場總體供應量為53.4百萬瓶，相較2018年增長15.3%。同時，國產人血白蛋白產品的供應受到2019年年初上海新興的白蛋白產品受HIV感染事件的影響，增速明顯放緩並被進口蛋白反超。進口人血白蛋白的中國市場份額已升至60%以上。

於整個報告期內，人血白蛋白注射液收益為人民幣848.2百萬元，相比2018年增加約人民幣299.7百萬元，增幅約54.7%。收益的顯著增長得益於本集團所採用的新銷售模式。

在人血白蛋白供應商順利擴張產能，本集團持續消化庫存以及提升自身銷售配送能力的背景下，本集團於2019年度的採購量顯著提升。報告期內本集團共計分銷人血白蛋白注射液約3.01百萬瓶，同比大幅增長約54.8%。同時，在市場需求回暖以及終端價格趨穩的前提下，本集團人血白蛋白產品的供應價格也在全年保持穩定。在2020年，本集團也將在銷售渠道得以順利構建和銷售量大幅回升的基礎上，進一步根據市場情況擴大市場份額，以進一步提升銷售規模。

隨著本集團業務模式重構完成以及自主銷售及營銷網絡的逐步完善，本集團在渠道建設和銷售費用上的投入逐漸減少。這促使本集團在2019年全年實現了扭虧為盈，截至2019年12月31日，本集團錄得純利約人民幣22.9百萬元。業務體系的成功轉型以及財務上的順利扭虧為盈為本集團在2020年的運營奠定了良好的基礎。





In the past year, the Group has firmly advanced its established business model transformation plan, and successfully completed the regionalisation of the marketing network and the establishment of the terminal network. With the completion of business adjustments, the Group will be able to cope more calmly with possible policy changes in the pharmaceutical industry. With the gradual recovery of the blood product industry represented by human albumin, the Group will work more closely with both its suppliers and distributors in 2020; actively invest in expenses to increase academic promotion, build its brand influence, and strive to continue to expand its market share in the year that follows. Based on the Group's good cooperation with its supplier, Octapharma, at the end of 2019, the Group has agreed to continue its cooperation with Octapharma for the exclusive distribution of albumin produced in its Austrian and German factories in mainland China. At the same time, according to the forecast and production plan of Octapharma, the supply of human albumin products to the Chinese market will be significantly increased in 2020. It is believed that the stable and continuous cooperation between the Group and its suppliers will drive the Group's sales performance in 2020 to a record high.

In addition, the Group will also actively seek upstream and downstream industry opportunities in the pharmaceutical industry in accordance with its development plan, and strive to expand its business in areas such as biomedicine and pharmaceutical cold-chain logistics in order to enhance the core competitiveness and profitability of the Group.

Apart from the business of the Group as described above, the Group believes that outstanding staff and a high-quality talent management are crucial to the successful promotion of its strategic development. Therefore, we also recruit new employees for key positions such as system establishment and management, marketing, human resources and hospital management and continuously strengthening management ability and providing internal training to staff. While continuing to develop its system of internal control and risk management, the Group also paid significant attention to its corporate social responsibilities and practised them under the Group's governance.

Last but not least, on behalf of the Board, I would like to thank our Shareholders, customers and partners for their trust and support during the Group's difficult time, and all the employees of the Group for their hard work and contribution. The Group will seize the market opportunities brought by the upgrade and transformation of the pharmaceutical industry and continuously improve its competitiveness, in an effort to maximize value for the Shareholders, customers and other stakeholders.

**Huang Xiangbin**  
Chairman  
17 April 2020

在過去的一年，本集團堅定推進了既定的業務模式轉型計劃，並順利完成了營銷網絡的下沉和終端網絡的搭建。隨著業務調整的完成，面對接下來醫藥行業可能出現的政策變化，本集團能夠更加從容地應對。隨著以人血白蛋白為代表的血液製品行業逐漸復蘇，本集團在2020年將與供應商和經銷商更加密切地合作，積極投入費用增加學術推廣，建設自身品牌的影響力，力爭在接下來的一年裏實現其市場份額的持續擴張。基於本集團與供應商奧克特瑛瑪的良好合作，於2019年底，本集團已與奧克特瑛瑪達成對於其奧地利工廠和德國工廠生產的白蛋白在中國大陸境內獨家銷售的繼續合作。同時，根據奧克特瑛瑪的預測和生產計劃，2020年將大幅增加對中國市場人血白蛋白產品的供應，相信本集團與供應商的穩定持續合作將使本集團2020年的銷售業績再創新高。

此外，本集團亦會根據發展規劃，積極尋求醫藥行業的上下游產業機會，努力拓展在生物醫藥及醫藥冷鏈物流等領域的業務，以求增強本集團的核心競爭力和盈利能力。

除上述關於本集團業務的說明外，本集團相信優秀的員工和高素質的人才管理對成功推動本集團的戰略發展至關重要，因此我們也在制度建設及管理、市場營銷、人力資源及醫院管理職能的主要職位上招攬新人員，並不斷強化管理能力和為員工提供內部培訓。在繼續強化內部控制及風險管理體系建設的同時，本集團亦高度關注企業社會責任，並在本集團管治中實踐企業的社會責任。

最後，本人謹代表董事會對各位股東、客戶及合作夥伴在本集團面對困難時給予的充分信賴和支持，以及本集團全體僱員作出的努力和貢獻致以衷心的感謝。本集團將把握醫藥行業升級轉型的市場機遇，不斷提升自身競爭力，為股東、客戶及其他權益人創造最大價值。

**黃祥彬**  
主席  
2020年4月17日

# Management Discussion and Analysis

## 管理層討論及分析



人血白蛋白  
注射剂 10g (20%, 50ml)/瓶

主要成份：人血白蛋白

octapharma  
人血白蛋白  
10g (20%, 50ml)/瓶

药瓶一经开启应立即输注，不可使用注射用水稀释，严禁与溶液混合使用。

用法用量、禁忌、注意事项及不良反应详见使用说明书。

octapharma  
企业名称：奥克特玛AB公司(瑞典)  
Octapharma AB  
生产地址：36-112 73 Stockholm, Sweden  
包装企业名称：Octapharma GmbH  
生产地址：Otto-Reuter-Str. 3  
50647 Dossau-Rohlau, Germany

奥克特玛®  
人血白蛋白  
10g (20%, 50ml)/瓶

药瓶一经开启，应立即输注，药液应在2小时内输完，并输完溶液后应丢弃，严禁与溶液混合使用。

用法用量、禁忌、注意事项及不良反应详见使用说明书。

奥克特玛®  
octapharma  
企业名称：奥克特玛制药有限公司(奥地利)  
Octapharma Pharmazeutika  
Produktions GmbH  
Dornbirnerstraße 233, AT-1100 Wien,  
Austria

奥克特玛®  
人血白蛋白  
注射剂 10g (20%, 50ml)/瓶

主要成份：人血白蛋白



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

The Group recorded revenue of RMB1,176.4 million for the Reporting Period, representing an increase of RMB223.4 million, or 23.4% as compared to RMB953.0 million in 2018, which could be further analysed as follows:

### 財務回顧

#### 收益

本集團於報告期內錄得收益人民幣1,176.4百萬元，較2018年的人民幣953.0百萬元增加人民幣223.4百萬元，增幅23.4%，可進一步分析如下：

			2019		2018	
			2019年		2018年	
			RMB million	% of revenue	RMB million	% of revenue
			人民幣百萬元	收益佔比	人民幣百萬元	收益佔比
			(Audited)		(Audited)	
			(經審核)		(經審核)	
Human Albumin Solution	人血白蛋白注射液	1)	848.2	72.1	548.4	57.5
Antibiotics	抗生素	2)	326.0	27.7	396.4	41.6
Other products	其他產品	3)	2.2	0.2	8.2	0.9
Total	合計		1,176.4	100.0	953.0	100.0

- Benefited from the performance of the Group's marketing effort, revenue from sales of Human Albumin Solution increased by RMB299.8 million, or by approximately 54.7% for the Reporting Period as compared with 2018. Meanwhile, from the beginning of the Reporting Period, the Group obtained the exclusive distribution right of the human albumin in China market that were produced at its supplier's factories located in Austria and Germany, while the exclusive distribution right only applied to 16 provinces, 5 autonomous regions and 3 direct-controlled municipalities of the PRC last year. This was the reason that the Group's sales of Human Albumin Solution increased so significantly in 2019 as compared to that of 2018.
- During the Reporting Period, revenue from sales of antibiotics decreased by RMB70.4 million as compared with 2018, representing a decrease of approximately 17.8%. The decrease was mainly caused by the decreased sales of product Axetine due to tough market competition and the sales of the non-core product of Trifamox IBL ceased in this year.
- During the Reporting Period, the percentage of revenue contributed by other products was relatively low. As the Group has concentrated its resources on the business of its core products such as Human Albumin Solution and antibiotics, revenue from sales of these other products decreased by approximately RMB6.0 million during the Reporting Period as compared with that of 2018.

- 得益於本集團營銷工作的成效，報告期內來自於人血白蛋白注射液的銷售收益較2018年增長人民幣299.8百萬元，增幅約54.7%。同時，從報告期開始，本集團擁有了由供應商在奧地利及德國工廠生產的人血白蛋白的中國市場獨家經銷權，而在去年該獨家經銷權僅適用於中國的16個省份、5個自治區及3個直轄市，這便是2019年本集團的人血白蛋白注射液銷售與2018年相比增長如此顯著的原因。
- 報告期內，來自於抗生素的銷售收益較2018年減少人民幣70.4百萬元，降幅約17.8%。有關減幅主要是由於本年度的安可欣產品銷售因市場競爭激烈而有所減少以及非核心產品特福猛於本年度停止銷售所致。
- 報告期內，其他產品貢獻收益的比例相對較低。由於本集團將其資源集中在核心產品人血白蛋白注射液及抗生素業務上，因此報告期內該等其他產品銷售收益較2018年下降約人民幣6.0百萬元。

### Cost of sales

The Group recorded cost of sales of RMB960.4 million for the Reporting Period, representing an increase of RMB228.5 million, or 31.2% as compared with RMB731.9 million in 2018, which was generally in line with the increase in sales.

### Gross profit and gross profit margin

During the Reporting Period, the Group recorded gross profit of RMB216.0 million, representing a decrease of RMB5.0 million as compared with RMB221.0 million in 2018, while gross profit margin decreased from 23.2% to 18.4% for the Reporting Period as compared with that of 2018. The decrease in gross profit margin was mainly due to the decrease of the gross profit of antibiotics by RMB65.9 million, and partially offset by the increase of gross profit of Human Albumin Solution by RMB60.1 million and other products by RMB0.8 million.

### Other income and gains

During the Reporting Period, other income and gains of the Group amounted to RMB15.1 million, representing an increase of RMB3.0 million as compared with that of 2018. Other income and gains for the Reporting Period mainly represented (i) service income of RMB13.0 million, while no such income was recognised in 2018; and (ii) government grants of RMB0.7 million.

### Selling and distribution expenses

During the Reporting Period, the Group's selling and distribution expenses amounted to approximately RMB114.5 million, representing a decrease of RMB154.1 million as compared with that of 2018. The decrease was mainly resulted from the significantly reduced market development expenses. With the implementation of the "Two-Invoice System" in 2017 and 2018, the Group's substantial investment in the area has laid a solid foundation for the follow-up sales channel construction and adjustment.

### Administrative expenses

During the Reporting Period, the Group recorded administrative expenses of RMB45.8 million, representing a decrease of RMB9.7 million as compared with that of 2018, mainly due to the decrease in professional service fee of RMB7.2 million during the Reporting Period.

### Other expenses

During the Reporting Period, the Group recorded other expenses of RMB7.2 million, representing a decrease of RMB113.9 million as compared with that of 2018, mainly due to a decrease in write-off of inventories by RMB117.8 million in the Reporting Period as compared with that of 2018, where there was a write-off of inventories of RMB117.9 million in 2018.

### 銷售成本

本集團於報告期內錄得銷售成本人民幣960.4百萬元，較2018年的人民幣731.9百萬元增加人民幣228.5百萬元，增幅31.2%，總體與銷售收入的增加相符。

### 毛利及毛利率

於報告期內，本集團錄得毛利人民幣216.0百萬元，較2018年的人民幣221.0百萬元減少人民幣5.0百萬元。與2018年相比，報告期內毛利率則由23.2%減少至18.4%。毛利率下降主要是因為抗生素毛利減少人民幣65.9百萬元，以及部分被人血白蛋白注射液毛利增加人民幣60.1百萬元及其他產品毛利增加人民幣0.8百萬元所抵銷。

### 其他收入及收益

於報告期內，本集團其他收入及收益合共為人民幣15.1百萬元，較2018年增加人民幣3.0百萬元。報告期內其他收入及收益主要包括(i)服務收入人民幣13.0百萬元，而2018年並無確認該等收入；及(ii)政府補助人民幣0.7百萬元。

### 銷售及經銷開支

於報告期內，本集團銷售及經銷開支約人民幣114.5百萬元，較2018年減少人民幣154.1百萬元。減少主要是由於市場開發費用的顯著減少。本集團於2017年及2018年已在執行「兩票制」，並於該領域進行了大量投資，為後續的銷售渠道建設和調整奠定了堅實的基礎。

### 行政開支

報告期內，本集團錄得行政開支人民幣45.8百萬元，較2018年減少人民幣9.7百萬元，主要由於報告期內專業服務費減少人民幣7.2百萬元。

### 其他開支

報告期內，本集團錄得其他開支人民幣7.2百萬元，較2018年減少人民幣113.9百萬元，主要由於報告期內的存貨撇銷較2018年減少人民幣117.8百萬元，而2018年曾作出人民幣117.9百萬元的存貨撇銷。



### Finance costs

During the Reporting Period, the Group recorded finance costs of RMB20.0 million, representing a decrease of RMB14.8 million as compared with that of 2018, which included (i) the decrease in the bond interest expense of RMB6.2 million; (ii) the decrease in interest expenses on bank loans and other borrowings of RMB8.0 million; and (iii) the decrease in the interest on discounted bills receivable of RMB0.6 million.

### Income tax expense

During the Reporting Period, the Group recorded income tax expenses of RMB19.4 million as the operation was profitable, which was increased by RMB10.8 million as compared to that of 2018.

### Profit for the Reporting Period

As a result of the foregoing, the Group recorded the net profit of RMB22.9 million, while in 2018 the Group recorded a net loss of RMB280.6 million.

### Inventories

Inventory balances amounted to RMB251.0 million as of 31 December 2019 (31 December 2018: RMB214.8 million), representing an increase of RMB36.2 million as compared with the year-end balance of 2018. The main reason for such increase was because the Group enhanced the marketing and promotion of its products during the Reporting Period, which led to an increase in the inventory balance of Human Albumin Solution of RMB9.8 million, and the increase in the inventory balance of antibiotics and other products of RMB26.4 million.

Due to the recovery of the sales volume during the Reporting Period, the Group's average inventory turnover days decreased by 37.7 days from 126.2 days in 2018 to 88.5 days for the Reporting Period.

### 財務成本

報告期內，本集團錄得財務成本人民幣20.0百萬元，較2018年減少人民幣14.8百萬元，其中(i)債券利息支出減少人民幣6.2百萬元；(ii)銀行貸款及其他借款利息開支費用減少人民幣8.0百萬元；及(iii)貼現應收票據利息減少人民幣0.6百萬元。

### 所得稅開支

報告期內，本集團錄得所得稅開支為人民幣19.4百萬元，原因為經營業績處於盈利狀態。相比於2018年所得稅開支增加了人民幣10.8百萬元。

### 報告期內溢利

由於前述原因，本集團錄得純利人民幣22.9百萬元，而2018年則錄得虧損淨額人民幣280.6百萬元。

### 存貨

截至2019年12月31日，存貨餘額為人民幣251.0百萬元(2018年12月31日：人民幣214.8百萬元)，較2018年的年結日餘額增加人民幣36.2百萬元。增加的主要原因是報告期內本集團加大了產品的銷售推廣力度，使得人血白蛋白注射液庫存餘額增加人民幣9.8百萬元，以及抗生素及其他產品庫存餘額增加人民幣26.4百萬元。

由於在報告期內的銷量有所回升，本集團於報告期內的平均存貨周轉天數為88.5天，較2018年的126.2天減少37.7天。

### Trade and bills receivables

The balance of trade receivables amounted to RMB26.0 million as of 31 December 2019 (31 December 2018: RMB22.8 million). The main reason for the increase of RMB3.2 million as compared with the year-end balance of 2018 was because the Group provided certain distributors and commercial pharmaceutical delivery companies with credit terms ranging from 0 to 360 days based on the sales conditions on the market to improve the sales performance of the products, which led to an increase in the balance of trade receivables.

The outstanding bills receivable as at 31 December 2019 is RMB4.7 million (31 December 2018: RMB3.4 million).

### Deposit, prepayments, other receivables and other assets

As at 31 December 2019, the current portion of prepayments, other receivables and other assets amounted to RMB46.1 million (31 December 2018: RMB64.8 million), representing a decrease of RMB18.7 million as compared with the year-end balance of 2018, which was mainly because (i) the prepayment in relation to purchase of inventories declined by RMB20.1 million; and (ii) deposit in relation to purchase of inventory decreased by RMB11.4 million.

### Trade payables

As at 31 December 2019, trade payables amounted to RMB146.2 million (31 December 2018: RMB106.9 million), representing an increase of RMB39.3 million as compared with the year-end balance of 2018, among which payables for the purchase of Human Albumin Solution increased by RMB39.3 million.

### Other payables and accruals

As at 31 December 2019, other payables amounted to RMB333.7 million (31 December 2018: RMB205.5 million), representing an increase of RMB128.2 million as compared with the year-end balance of 2018. On the one hand, the Group has payables to four independent third parties of RMB280.1 million, which represents an increase of RMB135.9 million as compared with the year-end balance of 2018. On the other hand, payables in relation to tax other than income tax decreased by RMB5.9 million, and deposits received from distributors decreased by RMB11.1 million.

### 貿易應收款項及應收票據

截至2019年12月31日，貿易應收款項餘額為人民幣26.0百萬元(2018年12月31日：人民幣22.8百萬元)，較2018年的年結日餘額增加人民幣3.2百萬元，主要是因為本集團根據市場的銷售情況向某些經銷商及商業醫藥配送公司提供了0至360日不等的信用期以提升產品的銷售業績，導致貿易應收款項餘額增加。

於2019年12月31日的應收票據餘額為人民幣4.7百萬元(2018年12月31日：人民幣3.4百萬元)。

### 按金、預付款項、其他應收款項及其他資產

於2019年12月31日，預付款項、其他應收款項及其他資產的即期部分為人民幣46.1百萬元(2018年12月31日：人民幣64.8百萬元)，較2018年的年結日餘額減少人民幣18.7百萬元的原因主要包括(i)與購買存貨相關預付款項減少人民幣20.1百萬元；及(ii)有關購買存貨的按金減少人民幣11.4百萬元。

### 貿易應付款項

於2019年12月31日，貿易應付款項為人民幣146.2百萬元(2018年12月31日：人民幣106.9百萬元)，較2018年的年結日餘額增加人民幣39.3百萬元，其中應付人血白蛋白注射液採購款增加人民幣39.3百萬元。

### 其他應付款項及應計款項

於2019年12月31日，其他應付款項為人民幣333.7百萬元(2018年12月31日：人民幣205.5百萬元)，較2018年的年結日餘額增加人民幣128.2百萬元。一方面，本集團有應付四名獨立第三方款項人民幣280.1百萬元，與2018年末的結餘相比增加人民幣135.9百萬元。另一方面，應付除所得稅以外的稅項減少人民幣5.9百萬元，及收到的經銷商保證金減少人民幣11.1百萬元。



## Borrowings

As of 31 December 2019, the Group has borrowings of RMB187.5 million in total, which are repayable within one year, with details set out below:

## 借款

截至2019年12月31日，本集團的借款合計為人民幣187.5百萬元，均須於一年內償還，詳情列示如下：

		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Audited)</b>	(Audited)
		<b>(經審核)</b>	(經審核)
Interest-bearing bank loans	計息銀行貸款	<b>47,484</b>	5,000
Interest-bearing other loan	計息其他借款	<b>140,000</b>	140,000
Total	合計	<b>187,484</b>	145,000

The interest-bearing other loan referred to above relates to a loan agreement entered into on 23 April 2018 (as supplemented by a supplemental agreement dated 27 March 2019) (collectively, the "Loan Agreement") among the Company as the borrower, Mr. Gui Guoping ("Mr. Gui") as the lender, Risun Investment Limited ("Risun") as the chargor and Mr. Huang Xiangbin (黃祥彬), the chairman, executive Director, Chief Executive Officer ("CEO") and one of the controlling shareholders of the Company ("Mr. Huang"), as the guarantor for a loan of RMB140.0 million (the "Loan") with an interest rate of 13.2% per annum. The Company has arranged for the repayment of the Loan together with relevant interest amounts under the Loan Agreement on 3 January 2020. In such connection, Mr. Gui agreed to the release of the 1,049,990,000 Shares charged and placed in a custodian account pursuant to the Loan Agreement and the guarantee provided by Mr. Huang in connection with the Loan. For more details, please refer to the Company's announcements dated 23 April 2018, 27 March 2019, 9 April 2019 and 3 January 2020.

上述計息其他借款乃有關本公司(作為借款人)、桂國平先生(「桂先生」)(作為貸款人)、Risun Investment Limited (「Risun」)(作為押記人)及本公司主席、執行董事、行政總裁(「行政總裁」)兼其中一名控股股東黃祥彬先生(「黃先生」)(作為擔保人)於2018年4月23日訂立的貸款協議(由日期為2019年3月27日的補充協議補充)(「貸款協議」)，借款人民幣140.0百萬元(統稱「貸款」)，年利率13.2%。本公司已於2020年1月3日安排償還貸款協議項下的貸款及相關利息金額。就此而言，桂先生同意解除根據貸款協議所押記及存入託管賬戶的1,049,990,000股股份，而黃先生就貸款提供的擔保亦獲解除。有關更多詳情，請參閱本公司日期為2018年4月23日、2019年3月27日、2019年4月9日及2020年1月3日的公告。

**Gearing ratio**

At the end of the Reporting Period, the Group's gearing ratio was calculated as follows:

**負債比率**

於報告期末，本集團的負債比率計算如下：

		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Audited)</b>	(Audited)
		<b>(經審核)</b>	(經審核)
Interest-bearing bank and other borrowings	計息銀行及其他借款	<b>187,484</b>	145,000
Trade payables	貿易應付款項	<b>146,158</b>	106,901
Other payables and accruals	其他應付款項及應計款項	<b>333,726</b>	205,525
Lease liabilities	租賃負債	<b>1,176</b>	-
Tax payables	應付稅項	<b>11,361</b>	1,943
Less: Cash and cash equivalents	減：現金及現金等價物	<b>(219,755)</b>	(80,330)
Less: Pledged bank balances	減：已抵押銀行結餘	<b>(5,001)</b>	(13)
Net debt <sup>(a)</sup>	負債淨額 <sup>(a)</sup>	<b>455,149</b>	379,026
Equity	權益	<b>45,638</b>	22,723
Equity and net debt <sup>(b)</sup>	權益及負債淨額 <sup>(b)</sup>	<b>500,787</b>	401,749
Gearing ratio <sup>(a/b)</sup>	負債比率 <sup>(a/b)</sup>	<b>90.9%</b>	94.3%



**Liquidity and capital resources**

The following table sets out a condensed summary of the Group's consolidated statement of cash flows during the Reporting Period:

**流動資金及資本來源**

下表為本集團於報告期內的綜合現金流量表簡明摘要：

		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Net cash generated from operating activities	經營活動所得現金淨額	<b>116,159</b>	255,892
Net cash used in investing activities	投資活動所用現金淨額	<b>(2,545)</b>	(1,630)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	<b>30,736</b>	(249,599)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	<b>144,350</b>	4,663
Effect of foreign exchange rate changes, net	外匯匯率變動影響，淨額	<b>63</b>	29
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	<b>80,343</b>	75,651
Cash and cash equivalents at end of the year	年末現金及現金等價物	<b>224,756</b>	80,343

- |   |   |
|---|---|
| <p>1) Net cash generated from operating activities<br/>During the Reporting Period, the Group's net cash inflow generated from operating activities amounted to approximately RMB116.2 million (2018: RMB255.9 million), which was mainly due to the increase in cash from sales during the Reporting Period, and the decrease in cash used in payment for goods, import taxes and charges as compared with prior year.</p> | <p>1) 經營活動所得現金淨額<br/>本集團報告期內經營活動所得現金淨流入約人民幣116.2百萬元(2018年：人民幣255.9百萬元)，此乃主要由於報告期內銷售所得現金增加，同時支付的貨款以及進口稅費所用現金較去年減少所致。</p> |
| <p>2) Net cash used in investing activities<br/>The Group did not incur significant capital expenditure during the Reporting Period, and net cash outflow from investing activities amounted to RMB2.5 million (2018: RMB1.6 million).</p>  | <p>2) 投資活動所用現金淨額<br/>因本集團於報告期內無重大資本開支，投資活動產生現金淨流出為人民幣2.5百萬元(2018年：人民幣1.6百萬元)。</p>                                       |
| <p>3) Net cash generated from/(used in) financing activities<br/>During the Reporting Period, the Group's net cash inflow from financing activities amounted to approximately RMB30.7 million (2018: net cash outflow of RMB249.6 million).</p>   | <p>3) 融資活動所得/(所用)現金淨額<br/>本集團於報告期內融資活動產生現金淨流入約為人民幣30.7百萬元(2018年：現金淨流出為人民幣249.6百萬元)。</p>                                 |
| <p>4) The following table sets out the Group's cash and cash equivalents at the end of the Reporting Period:</p>  | <p>4) 下表載列本集團於報告期末的現金及現金等價物：</p>  |

		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Denominated in RMB	以人民幣計值	<b>211,624</b>	25,849
Denominated in US\$	以美元計值	<b>12,770</b>	53,490
Denominated in HK\$	以港元計值	<b>301</b>	937
Denominated in Singapore dollars	以新加坡元計值	<b>61</b>	67
		<b>224,756</b>	80,343

### Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies. Substantial amounts of the Group's cash and cash equivalent are held in major financial institutions located in Mainland China. The Group seeks to maintain strict control over its outstanding receivables and the senior management of the Company reviews and assesses the creditworthiness of the Group's existing customers on an ongoing basis. To manage liquidity risk, the Group monitors its exposure to a shortage of funds by considering the maturity of both its financial liabilities and financial assets and projected cash flows from operations. Cash and cash equivalents of the Group are mainly denominated in RMB.

### Foreign currency risk

Most of the Group's assets and liabilities are denominated in RMB, except for certain items below:

- Certain bank balances are denominated in US\$, HK\$ and Singapore dollars; and
- Purchase of products from overseas suppliers and relevant trade payables are denominated in US\$.

### Future Plans for Material Investments and Capital Assets

As at 31 December 2019, the Group had capital commitments of RMB83,008,000 (2018: RMB 83,719,000) for construction of a warehouse.

### Capital expenditure

The following table sets out the Group's capital expenditure for the periods indicated:

		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Audited)</b>	(Audited)
		<b>(經審核)</b>	(經審核)
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>555</b>	1,412
		<b>555</b>	1,412

### 庫務政策

本集團在執行庫務政策上採取審慎的財務管理策略。本集團絕大部分現金及現金等價物均存放於中國內地的主要金融機構。本集團致力於對尚未收回的應收款項維持嚴格控制，且本公司高級管理層持續檢討及評估本集團現有客戶的信譽。為管理流動資金風險，本集團透過考慮金融負債及金融資產的到期日以及預計經營現金流監控資金短缺風險。本集團的現金及現金等價物主要以人民幣計值。

### 外匯風險

本集團大部分資產及負債以人民幣計值，惟下列若干項目除外：

- 若干銀行結餘以美元、港元及新加坡元計值；及
- 向海外供應商購買產品及相關貿易應付款項以美元計值。

### 未來重大投資及資本資產計劃

於2019年12月31日，本集團就建設倉庫擁有資本投入人民幣83,008,000元（2018年：人民幣83,719,000元）。

### 資本開支

下表載列本集團於所示期間的資本開支：



### Contingent liabilities

The Group had no material contingent liabilities as of 31 December 2019.

### Pledge of assets

As of 31 December 2019, the carrying amounts of the Group's pledged assets were set out as follows:

### 或然負債

截至2019年12月31日，本集團概無任何重大或然負債。

### 資產抵押

截至2019年12月31日，本集團已抵押資產的賬面值載列如下：

		<b>31 December 2019</b>	31 December 2018
		<b>2019年 12月31日</b>	2018年 12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Audited)</b>	(Audited)
		<b>(經審核)</b>	(經審核)
For obtaining bank and other borrowings	用於獲得銀行及其他借款		
– Buildings	– 樓宇	<b>72,755</b>	–
– Inventories	– 存貨	<b>224,686</b>	147,516
For issuance of letters of credit and billings	用於開立信用證及承兌匯票		
– Bank balances	– 銀行結餘	<b>5,001</b>	13

### Dividend

The Directors resolved not to declare any final dividend for the Reporting Period (2018: Nil).

### 股息

董事會決議不會就報告期宣派任何末期股息(2018年：無)。

## BUSINESS REVIEW

With extensive experience in the distribution of pharmaceutical imports, the Group provides comprehensive MPCM services for small and medium sized overseas pharmaceutical manufacturers. Meanwhile, the Group is the only MPCM services provider for imported blood products in the PRC, leveraging our quality product portfolio that focuses on blood products and nationwide marketing and promotion network. The Group's existing product portfolio encompasses many quality products produced by small- and medium-sized overseas pharmaceutical manufacturers, covering multiple therapeutic areas such as anti-infective drugs, and blood products. Included in such products are blood products (which are in short supply in the Chinese market) and prescription drugs which can meet the high demand for high-quality drugs with excellent clinical results among medical institutions and patients.

### 業務回顧

本集團擁有進口醫藥分銷的豐富經驗，為海外中小型藥商提供綜合營銷、推廣及渠道管理服務。同時，本集團憑藉以血液製品為核心的優質產品組合和覆蓋全中國的營銷及推廣網絡，是中國進口血液製品唯一的營銷、推廣及渠道管理服務供應商。本集團現有產品組合包括由海外中小型製藥商生產的優質產品，涵蓋抗感染藥物和血液製品等多個治療領域。該等產品既包括在中國市場上供不應求的血液製品，亦包括可滿足醫療機構、患者對於臨床效果卓越、品質優異的藥品的強烈需求的處方藥品。

## 1. Core Products

### *Human Albumin Solution*

Dating back to the early 1940s, blood products have undergone decades of fast development. Such products have grown from Human Albumin at the very beginning to the current 20-plus categories in three series, encompassing such sub-categories as Human Albumin, immune globulin and blood coagulation factors. Given the approval granted to new indications and an improved rate of diagnosis, the Plasma Protein Therapeutics Association (PPTA) predicts that the market demand for blood products will retain a high-speed growth around the globe. In these two years, as many new plasma collection stations have been put into service, the amount of plasma collection increases every year and production capacity of domestic manufacturers also increased rapidly. As the largest sales category in the market of blood products in the PRC, Human Albumin is the only kind of blood product allowed to be imported at the present, and its lot release of imported and domestic categories maintains a rapid growth every year. In 2019, the annual batch release amounted to 53.4 million vials (2018: 46.3 million vials), among which the percentages of imported and domestic categories were 60.3% and 39.7% respectively. Manufactured by Octapharma, a global leading manufacturer of blood products, and included as a Category B product in the National Reimbursement Drug List (NRDL), the Human Albumin Solution operated by the Group is used to remedy the shock caused by hypovolemia, remove edema and poisonous substances, and treat neonatal hyperbilirubinemia. Based on the batch release of the Human Albumin Solution in the PRC in 2019, the market share of the Human Albumin Solution manufactured by Octapharma was approximately 7.8%.

In early beginning of 2020, the COVID-19 outbreak occurred in many countries and regions, including China. Global pandemic has resulted in a large number of the critically ill patients. Given there is no specific medicine against the virus, human albumin plays a very important role in the rescue of critically ill patients. For patients with acute respiratory distress syndrome (ARDS) and/or septic shock, human albumin is an indispensable drug. The use of human albumin is also recommended in the "clinical management of severe acute respiratory infection when novel coronavirus infection is suspected" published by the World Health Organization (WHO).

## 1. 核心產品

### 人血白蛋白注射液

血液製品起源於20世紀40年代初，經過幾十年的快速發展，該產品品種已由最初的人血白蛋白發展到現在的人血白蛋白、免疫球蛋白和凝血因子類等3大系列20多個品種。隨著新的適應症的獲批和診治率的提高，國際血漿蛋白治療協會(PPTA)預計未來全球血液製品市場需求仍將保持較高的增長速度。近兩年，隨著國內新批採漿站的投入使用，每年的採漿量得到了增長，國內生產廠家的產能也得到快速提升。人血白蛋白作為中國血液製品市場中最大的銷售品種，也是目前唯一可以允許進口的血液製品，其每年進口和國產品種的批發量都保持了快速的增長，2019年全年的批發量為53.4百萬瓶(2018年：46.3百萬瓶)，其中進口和國產的佔比分別為60.3%和39.7%。本集團經營的人血白蛋白注射液是由全球血液製品巨頭之一的奧克特珐瑪公司生產，用於治療因血容量降低引起的休克、消除水腫和有毒物質、新生兒高膽紅素血症等，是國家醫保目錄乙類產品。以2019年中國人血白蛋白注射液批發量統計，奧克特珐瑪人血白蛋白注射液市場佔有率約為7.8%。

於2020年初，2019冠狀病毒病在中國等多個國家及地區爆發。全球疫情蔓延，導致重症患者比例高。由於目前針對該病毒尚無特效藥，人血白蛋白在重症患者的搶救中扮演了非常重要的角色。就急性呼吸窘迫綜合症(ARDS)及／或膿毒性休克(septic shock)的患者而言，人血白蛋白都是不可缺少的藥物。世界衛生組織(WHO)發佈的《針對疑似新型冠狀病毒感染造成的嚴重急性呼吸道感染的臨床處置指南》中也對人血白蛋白的使用進行了推薦。



As one of the main suppliers of human albumin products in China, the Group has quickly organized manpower and deployed inventory after the outbreak to send albumin products to various regions in need of medicine, including Wuhan. The epidemic is expected to stimulate human albumin demand in the short term and increase product sales.

*Axetine (Cefuroxime Sodium for injection)*

Manufactured by Medochemie Ltd. from Cyprus, the Axetine operated by the Group is classified as the second generation of cephalosporin antibiotics. It is used to remedy bacterial infections caused by sensitive bacteria, including respiratory infection, urinary tract infection, and skin and soft tissue infections. The product has been included in the National Catalogue of Essential Pharmaceuticals and the Category A products of NRDL.

Since early 2012, China has implemented the “Administrative Measures for the Clinical Application of Antibacterial Drugs”, which was known as the “most restrictive measure for antibiotics”. With the country’s special rectification of the antibiotic market, China’s antibiotic market has changed from its original rapid growth to a steady growth in recent years. At present, approximately 75% of outpatient cases in China involve the use antibiotics, while the rate for use in surgical operations is higher than 95%, indicating that the domestic market demand for antibiotics is still much higher than international levels.

The sales volume of Axetine products in 2019 sold by the Group is similar to that of 2018. Affected by the re-registration of the Imported Drug License, the product supply in the first half of 2020 may be lower than the corresponding period of last year. We expect the sales of Axetine for the whole year to be the same as last year. Also, following the completion of the re-registration process for Medocef in last year, sales volume has increased significantly compared to 2018, and the sales volume of 2020 is expected to be similar to 2019.

*Medocef (Cefoperazone Sodium for injection)*

Also manufactured by Medochemie Ltd. and operated by the Group, Medocef is classified as the third generation of cephalosporin antibiotics. The product is used to remedy bacterial infections caused by sensitive lactamase, including respiratory infection, urinary tract infection, biliary tract infection, abdominal infection, skin and soft tissue infections, pelvic infection and septicemia. The product is also effective in treating the brain infections caused by influenza and meningococcus.

作為人血白蛋白產品在中國的主要供應商之一，本集團在疫情爆發後亦迅速組織人力、調配庫存，將白蛋白產品發往包括武漢在內的各個急需用藥的區域。預計此次疫情將在短期內刺激人血白蛋白需求，提高產品銷量。

*安可欣(注射用頭孢呋辛鈉)*

本集團經營的安可欣是由塞浦路斯麥道甘美大藥廠生產，屬第二代頭孢類抗菌素。用於治療敏感細菌所造成的感染症，如呼吸道感染、生殖泌尿道感染、皮膚及軟組織感染等，該產品被納入國家基本藥物目錄、國家醫保目錄甲類品種。

自2012年初，中國實施了《抗菌藥物臨床應用管理辦法》，被稱為「最嚴限抗令」。隨著國家對抗生素市場開展的專項整治，中國的抗生素市場由原本的快速增長轉變為近年來的平穩增長。目前，中國的門診患者約有75%涉及使用抗生素，外科手術則高於95%，說明國內抗生素的市場需求依然遠高於國際水平。

本集團銷售的安可欣產品於2019年的銷量與2018年相近。受到安可欣進口藥品註冊證再註冊影響，2020年上半年的產品供應可能會低於去年同期。我們預計安可欣全年的銷量會與去年持平。麥道必在去年完成了再註冊後，銷售量較2018年大幅增加，預計2020年銷量亦將和2019年相近。

*麥道必(注射用頭孢哌酮鈉)*

本集團經營的麥道必是由塞浦路斯麥道甘美大藥廠生產，屬第三代頭孢類抗菌素。用於治療敏感產黴菌引起的感染症，如呼吸系統感染、生殖泌尿道感染、膽道、胸腹腔、皮膚及軟組織感染、盆腔感染及敗血症等。該產品對流感桿菌、腦膜炎球菌引起的腦內感染亦有較佳療效。

## 2. Marketing Network Development

The Group provides its marketing service through its internal teams and their cooperation with third-party promoters. Hence, one of the Group's key development strategies is to continuously expand the marketing network and enhance distributor and promoter management. During the Reporting Period, the Group took "Flexible, Professional and Efficient" as its objective, and strove to develop its marketing team in respect of the ability of quickly responding to market environment changes and executing operational plans with high efficiency. Furthermore, the Group sorted out its human resources in each division. The marketing team had its structure streamlined and its performance management further refined, with optimized allocation of sales resources that are invested in each product and higher efficiency of business operation.

At the same time, the implementation of "Two-Invoice System" took place at a faster pace in each province. To positively respond to such implementation, the existing structure of distributor network was comprehensively sorted out. Based on sufficient communication with its distributors, the Group has further extended its sales channels to end markets through the collaboration between its internal sales team and local distributors. Originally, promoters were allocated by region. Now, the promoters are matched with each hospital of the region concerned, which enables the Group's sales network to reach the end market. Besides, the coverage of the network has also been extended from large top Class-III hospitals to provincial, municipal and county hospitals, to keep improving market penetration, thereby establishing a precision management system that each hospital will have its respective promoters.

In addition, the Group has further improved the direct participation of its internal marketing team in product marketing activities. In this regard, approaches include regularly training third-party promoters on product knowledge, hosting or taking part in medical or pharmaceutical conferences, symposiums and product seminars to directly partake in the academic promotion activities of products, and extend the opinion leadership network for the main therapeutic areas of products. All the approaches serve to ensure accurate and timely delivery of product information to doctors. In addition to product promotion, the Group has taken the initiative to invite third party promoters from across the country to discuss and interpret the major impact of national policies, to increase the added value and attraction of the Group's training.

## 2. 營銷推廣網絡發展

本集團的營銷推廣服務通過內部團隊及與第三方推廣服務商合作而展開。因此，不斷拓展營銷推廣網絡，並持續強化對經銷商及推廣服務商的管理是本集團的重點發展戰略之一。於報告期內，本集團以「靈活應變」和「專業高效」為目標，著力打造營銷推廣隊伍快速應對市場環境變化以及高效執行運營方案兩方面的能力，對各部門進行人才盤點，精簡營銷推廣隊伍組織架構。此外，本集團進一步細化營銷團隊績效管理，優化對各產品投入的銷售資源分配，提升營銷推廣隊伍業務運營效率。

與此同時，本集團積極應對在各省加速落地的「兩票制」，全面梳理現有經銷商網絡結構，在與經銷商進行充分交流的基礎上，採取內部銷售隊伍和與各地經銷商合作的方式，本集團進一步推動銷售渠道向終端市場延伸，由原有按照區域劃分轉型到按照各個區域內的醫院劃分對應的推廣服務商，使公司的銷售網絡直達終端市場，同時從大型的三級甲等醫院逐漸往下覆蓋到省地市以及縣一級醫院，不斷加深市場滲透率，以達到建立每家醫院均有對應推廣服務商的精細化管理體系。

另外，本集團進一步強化內部營銷團隊對產品市場推廣活動的直接參與，包括定期向第三方推廣服務商提供產品知識培訓，通過籌辦或參與醫療或醫藥會議、座談會及產品研討會等方式直接參與產品的學術推廣活動，拓展產品主要治療領域的意見領袖網絡等，以保證產品信息準確及時地傳達予醫生。除了產品推介外，本集團還主動邀請全國第三方推廣服務商一同探討解讀國家政策的重大影響，提高本集團培訓的附加值及吸引力。



### 3. Cold Chain Storage Facility

Considering the future demand for business expansion and the significant demand for pharmaceutical cold chains in the storage and delivery of blood products and bio-products, the Group has constructed a cold chain storage facility in Shuangliu District, Chengdu, Sichuan Province. The Group has completed the first phase of its cold chain storage facility (15,000 square meters), which can satisfy the Group's storage demand and provide better control for the quality and safety of the blood products in our product portfolio. Additionally, we will be able to provide third parties with high quality pharmaceutical cold-chain storage services upon completing the second-phase construction, which will be a new business unit of the Group. Currently, the Group has applied to Shuangliu District Government for land transfer, with its procedures well under way.

Save as mentioned above, the Group did not hold any material investments, and there was no material acquisition or disposal of its subsidiaries, associates or joint ventures during the Reporting Period.

### 4. Research and Development

The Group has entered into a collaboration agreement with the China Academy of Chinese Medical Sciences to develop "Sinco I", a new realgar-based chemical medicine for treating acute promyelocytic leukemia. The collaboration aims for the upstream extension of the Group's business and the future provision of a new medicine for patients in the therapeutic area. The Group is currently making efforts in designing and building a pilot plant for pilot experiments. During the Reporting Period, the Group incurred RMB1.6 million as the research and development expenses for developing Sinco I.

### 3. 冷鏈倉儲設施

考慮到本集團今後業務擴張需求以及關於血液製品、生物製品在倉儲、運輸環節對於醫藥冷鏈的巨大需求，本集團在四川省成都市雙流區建設了冷鏈倉儲設施。已完工的第一期冷鏈倉設施（15,000平方米）可滿足本集團自身的倉儲需求，能夠更好地控制產品組合中血液製品的質量與安全，待第二期建設竣工時可向第三方提供高質量的醫藥冷鏈倉儲服務，形成本集團新的業務單元。目前，本集團向雙流區政府提請辦理土地出讓手續，正在積極進行當中。

除上文所述者外，本集團並無持有任何重大投資，於報告期內亦無其附屬公司、聯營公司及合營公司的重大收購或出售。

### 4. 研發

本集團與中國中醫科學院訂立合作協議，開發以雄黃為原料的化學藥物「Sinco I」，是以雄黃為原料的用於治療急性早幼粒細胞白血病的新型藥物，以期將本集團業務向上游延伸的同時，未來將該治療領域的新藥提供給患者。目前，本集團正在設計建設中試車間以開展中試試驗。於報告期內，本集團產生開發Sinco I的研發費用為人民幣1.6百萬元。

## FUTURE AND OUTLOOK

In 2019, the domestic and global macro-economic environment still remained in uncertainty. Under the top-level strategy for a “Healthy China”, the Chinese pharmaceutical and healthcare reform will enter a crucial year that features full implementation of multiple medical-reform policies, optimization of industrial structures, upgrade of technologies and facilities, and more support for international development. Meanwhile, there will be greater disparity in corporate and product landscape, together with faster industrial integration, presenting both opportunities and challenges. Factors, such as an aging population, greater health awareness, changes to disease spectrum and the application of new technologies, will generate long-term rigid demand to support the development of the Chinese pharmaceutical industry. As an important sector in China relating to people’s livelihood, the pharmaceutical and healthcare industry still enjoys a strong growth momentum and huge rigid demand.

After the pile-up of channel inventory in 2017 and the gradual inventory reduction in 2018, the year of 2019 witnessed a turning point for the blood products industry, with Human Albumin as the leading product to usher in a year of recovery. It is mainly because the demand after the Two-Invoice System’s implementation has not disappeared while the channel access has changed, with sales channels becoming more flat, manufacturers and end customers cooperating more closely, and more investment being made in academic marketing and brand promotion. Manufacturers’ business concept is gradually shifting from price-oriented to brand-oriented. The Group will continue with its corporate development strategies in optimizing the marketing network and the product portfolio, and maintaining the business of blood products and antibiotics as a core therapeutic area. By concentrating its advantageous resources, the Group spares no effort in reaching a speedy completion of the adjustment on sales pattern under the new policies for stabilizing its business. In respect of expanding its marketing network, the Group will strengthen the control over its sales team, improve its incentive mechanism, continuously promote presence in the downstream of marketing network channels, and extend it to the end market by establishing multi-mode cooperation with hospitals and pharmacies, all in a bid to contribute higher profit to the Group, develop core marketing capabilities and build a quality terminal promotion network to accommodate more products.

Apart from the above, the Group will continue to enhance the development of its internal control system and risk management, pay much attention to and fulfill its corporate social responsibilities throughout the Group’s governance. The Group will offer its staff a great platform for career development, and keep working to create a greater value for the Shareholders.

## 未來展望

2019年，國內外宏觀經濟環境依然充滿不確定性因素。在「健康中國」的頂層戰略設計下，中國醫藥衛生體制改革將進入攻堅之年，多項醫改政策將全面實施，產業結構優化、技術設施升級、國際化發展會受到更多支持，企業格局和產品格局會更加分化，行業整合加速，機遇與挑戰並存。受人口老齡化、健康意識提高、疾病譜轉變、新興技術運用等因素驅動，推動中國醫藥行業發展的剛性需求將長期存在。醫藥健康行業作為中國的重要民生產業，仍具有強勁的增長動力和巨大的剛性需求。

在經歷了2017年的渠道庫存積壓以及2018年的逐步庫存消化的周期後，血液製品行業在2019年出現拐點，以人血白蛋白為代表的大品種迎來復蘇之年。主要是因為兩票制後終端需求並未消失之時渠道通路發生了改變，銷售渠道更加扁平化，廠家與終端客戶合作更加密切，積極投入費用加大學術推廣及建設品牌影響力，廠家的經營思路逐漸由價格導向思維向品牌學術思維轉變。本集團將繼續秉持優化營銷推廣網絡和產品組合的企業發展戰略，以血液製品和抗生素製品為業務發展的核心治療領域，集中優勢資源，不遺餘力地快速完成對在新政策下的銷售模式體系調整，穩定本集團的業務發展。在擴大營銷推廣網絡上，本集團將加強對營銷團隊的管控，完善激勵制度，不斷推進營銷推廣網絡渠道下沉，並通過開發與醫院、藥房的多模式合作方式向終端市場延伸，為本集團提升利潤貢獻，打造核心營銷能力和建立優質的終端推廣網絡以期容納更多產品。

此外，本集團將繼續加強建設企業內部控制體系及風險管理，亦高度關注企業社會責任，並在集團管治中貫徹執行。本集團將為員工提供理想的職業發展平台，為股東創造更高價值而不懈努力。





## EMPLOYEE AND REMUNERATION POLICY

As of 31 December 2019, the Group had a total of 107 employees. For the Reporting Period, the total staff costs of the Group were RMB12.5 million (2018: RMB13.8 million).

The Group's employee remuneration policy is determined by taking into accounts factors such as remuneration in respect of the local market, the overall remuneration standard in the industry, the inflation level, corporate operating efficiency and employee performance. The Group conducts performance appraisals once every year for its employees, the results of which are applied in annual salary reviews and promotional assessments. The Group's employees are considered for annual bonuses according to certain performance criteria and appraisals results. Social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations.

The Group also provides continuous learning and training programs to its employees to enhance their skills and knowledge, so as to maintain their competitiveness and improve customer service quality. The Group did not experience any major difficulties in recruitment, nor did it experience any material loss in manpower or suffer from any material labor dispute during the Reporting Period.

In addition, the Group adopted a share option scheme to recognize the contribution by certain employees of the Group, and to provide them with incentives in order to retain them for their continuing support in the operation and development of the Group. As at 31 December 2019, there were 15,650,000 outstanding share options granted under the share option scheme.

## RISK MANAGEMENT

The principal risks and uncertainties identified by the Group which may have material and adverse impact on our performance or operation are summarized below. There may be other principal risks and uncertainties in addition to those set out below which are not known to the Group or which may not be material now but could turn out to be material in the future.

- Failure to maintain relationships with existing suppliers – The Group currently sources all the products in portfolio from limited suppliers, either directly or indirectly through their sales agents.
- Exchange rate fluctuation – The Group's purchase of products from the overseas suppliers is denominated in US\$, and certain items of bank balances, other receivables, payables and accruals are denominated in US\$ and HK\$.
- Decrease in gross profits due to increase in cost and competition.
- Experience prolonged delays or significant disruptions to the supply of the products.

## 僱員及薪酬政策

截至2019年12月31日，本集團共有107名僱員。於報告期，本集團的員工成本總計人民幣12.5百萬元（2018年：人民幣13.8百萬元）。

本集團僱員薪酬政策乃考慮有關當地市場的薪酬、行業的整體薪酬標準、通脹水平、企業運營效率及僱員表現等因素而確定。本集團每年為僱員作一次表現評核，年度薪金檢討及晉升評估時會考慮有關評核結果。本集團僱員根據若干績效條件及評核結果考慮其年度花紅。本集團根據相關中國法規為其中國僱員做出社會保險供款。

本集團亦為僱員提供持續學習及培訓計劃，以提升彼等的技能及知識，藉此維持彼等的競爭力並提高客戶服務的質量。本集團於報告期內在招聘方面並無遇到任何重大困難，亦無出現任何嚴重人員流失或任何重大勞資糾紛。

此外，本公司採納購股權計劃以肯定本集團若干僱員的貢獻，及向彼等提供獎勵，以挽留彼等繼續協助本集團的營運及發展。於2019年12月31日，購股權計劃項下授予的購股權尚有15,650,000份未行使。

## 風險管理

以下概述本集團所識別的主要風險及不明朗因素，該等風險及不明朗因素可能會對我們的表現或營運造成重大不利影響。除下文所示者外，可能還有其他本集團未知或現時可能並不重大但於未來可變為重大的主要風險及不明朗因素。

- 未能與現有供貨商維持關係 – 本集團現時向數目有限的供貨商直接或透過銷售代理間接採購所有產品組合。
- 匯率波動 – 本集團向海外供貨商購買的產品以美元計值，且若干銀行結餘、其他應收款項、應付款項及應計費用均以美元及港元計值。
- 成本增加及競爭加劇導致毛利減少。
- 產品供應遭遇長時間延誤或重大中斷。

The Group believes that risk management is essential to the Group's efficient and effective operation. The Company's management assists the Board in evaluating material risk exposure existing in the Group's business, and participates in formulating appropriate risk management and internal control measures, and to ensure such measures are properly implemented in daily operational management.

### RELATIONSHIP WITH KEY STAKEHOLDERS

Human resources is one of the most important assets of the Group. The Group strives to motivate its employees by providing them with a clear career path as well as comprehensive and professional training courses. In addition, the Group also offers competitive remuneration packages to its employees, including basic salary, certain benefits and other performance based incentives.

The Group purchases imported pharmaceutical products from overseas suppliers, either directly or indirectly through their sales agents, and generate revenue by on-selling them to hospitals and pharmacies through distributors and deliverers. Our suppliers or their sales agents have granted us the rights to market, promote and manage sales channels for their products in China. The Group maintains a stable and long-term relationship with its suppliers by providing them access to the growing Chinese market with steady sales growth.

The Group sells pharmaceutical products to distributors, who on-sell the products to hospitals and pharmacies either directly or indirectly through their sub-distributors. The Group maintains stable and long-term relationship with its distributors by providing them guidance, training and support to carry out more targeted field marketing and promotion activities.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is primarily engaged in MPCM for imported pharmaceutical products, a line of business that does not have material impact on the environment. The key environmental impact from the Group's operation is related to electricity, water and paper consumption. The Group is fully aware of the importance of sustainable environmental development, and has implemented the following measures to encourage environmental protection and energy conservation:

- Promoting paperless office
- Encouraging low-carbon commuting
- Ensuring reasonable energy consumption

During the Reporting Period, we did not incur any material cost of compliance with relevant environmental laws and regulations.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's business and operations are subject to related laws and regulations of the Cayman Islands, the British Virgin Islands, Hong Kong and the PRC. During the Reporting Period, we have complied with all related laws and regulations of the Cayman Islands, the British Virgin Islands, Hong Kong and the PRC, which would have significant impact on the Group.

本集團相信，風險管理對本集團的運營效率及效益十分重要。本公司的管理層協助董事會評估本集團業務所面對的重大風險，並參與制定合適的風險管理及內部控制措施，以及確保在日常營運管理中妥善實施有關措施。

### 與主要利益相關者的關係

人力資源作為本集團的重要資產之一，本集團致力於以清晰的職業發展路徑以及完善專業的培訓課程激勵僱員。此外，本集團亦為僱員提供具有市場競爭力的薪酬待遇，包括基本薪金、若干福利及其他績效獎勵。

本集團從海外供應商直接或透過銷售代理間接採購進口藥品，然後通過經銷商及配送商轉售予醫院和藥房產生收益。供貨商或其銷售代理授予我們在中國營銷、推廣產品及管理銷售渠道的權利，我們與供貨商維持穩定長遠關係，讓供應商可以進入不斷增長的中國市場，獲得穩定的銷售增長。

本集團將藥品售予經銷商，再由其直接或經其分經銷商間接售予醫院和藥房。本集團與經銷商維持穩定長遠關係，為經銷商提供指引、培訓和支持，以在目標領域開展更多營銷及推廣活動。

### 環境政策及表現

本集團主要從事進口藥品營銷、推廣及渠道管理，該業務線一般不會嚴重影響環境。本集團營運造成的重要環境影響與電、水及紙張消耗有關。本集團深明環境可持續發展的重要性，並已實施以下措施，以推動環保及節能：

- 推行無紙化辦公
- 鼓勵低碳出行
- 確保合理利用能源

於報告期內，我們並無因遵守相關環境法律及法規而產生任何重大支出。

### 遵守法律法規

本集團的業務及營運須遵守開曼群島、英屬維爾京群島、香港及中國相關法律及法規。於報告期內，我們一直遵守對本集團有重大影響的開曼群島、英屬維爾京群島、香港及中國所有相關法律及法規。

# Environmental, Social and Governance Report

## 環境、社會及管治報告



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 1. Basis of Preparation

The ESG report (the “Report”) is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) of The Stock Exchange of Hong Kong (the “HKEx”) as set out in Appendix 27 to the Listing Rules and complies with the reporting principle of ‘comply or explain’ and compilation in relation to key performance indicators (“KPIs”) in the environmental area under the ESG Guide.

The data and information cited in the Report are referenced from the archived questionnaires, records, statistics and research of the Company. The Report covers an information period that spans from 1 January 2019 to 31 December 2019, exactly the financial year covered by the 2019 annual report of the Company.

The Report encompasses the information of the Company and all its subsidiaries (collectively referred to as the “Group”).

### 2. Contact

Should you have any query or feedback on the Report, please contact us via the following methods:

- a. Address: E5-1805, Global Center, 1700 Tianfu Avenue North, Hi-tech Industrial Development Zone, Chengdu City, Sichuan Province, PRC
- b. Tel: +86 28 62912988
- c. Fax: +86 28 62912922
- d. Email: [sinco-pharm@sinco-pharm.com](mailto:sinco-pharm@sinco-pharm.com)
- e. Official website: <http://www.sinco-pharm.com>

### 3. Overview

With extensive experience in the distribution of pharmaceutical imports, the Group provides comprehensive MPCM services for small- and medium-sized overseas pharmaceutical manufacturers. Meanwhile, the Group, leveraging its quality product portfolio that centers on blood products and nationwide marketing and promotion network, is the only MPCM service provider for imported blood products in the PRC. Currently, the Group’s existing product portfolio includes blood products, antibiotics, and other pharmaceutical imports that enjoy high-speed growth or have a sizable market.

### 1. 報告編輯依據

本環境、社會及管治報告(「本報告」)根據香港聯合交易所(「港交所」)上市規則附錄二十七所載《環境、社會及管治報告指引》(「環境、社會及管治指引」)編寫，並且符合「不遵守就解釋」的報告原則及環境、社會及管治指引中關於環境範疇關鍵績效指標(「關鍵績效指標」)的編輯。

本報告所引用的數據及資料源於本公司各項存檔問卷、記錄、統計和研究。本報告內容所刊載和統計的資訊期間為2019年1月1日至2019年12月31日，與本公司2019年年報涵蓋的財政年度一致。

本報告涵蓋本公司及其所有附屬公司(統稱「本集團」)之信息。

### 2. 聯繫方式

如對本報告有任何疑問或反饋意見，歡迎通過以下方式與我們聯繫：

- a. 地址：中國四川省成都市高新區天府大道北段1700號環球中心E5-1805室
- b. 電話：+86 28 62912988
- c. 傳真：+86 28 62912922
- d. 電郵地址：[sinco-pharm@sinco-pharm.com](mailto:sinco-pharm@sinco-pharm.com)
- e. 官方網站：<http://www.sinco-pharm.com>

### 3. 概況

本集團擁有豐富的進口醫藥分銷經驗，為海外中小型藥商提供綜合營銷、推廣及渠道管理服務。同時，本集團憑藉以血液製品為核心的優質產品組合和覆蓋全中國的營銷及推廣網絡，是中國進口血液製品唯一的營銷、推廣及渠道管理服務供應商。目前，本集團的現有產品組合包括血液製品、抗生素及其他高速增長或有相當市場規模的進口藥品。



#### 4. Core Values

Constant in pursuing excellence of product quality and pharmaceutical technology services, the Group aspires to become a top partner for overseas pharmaceutical businesses who intends to enter the Chinese pharmaceutical market. Sticking to its core values 'Simplicity, Innovation, National, Collaboration and Openness', the Group wishes to deliver good corporate governance and fulfill its environmental and social responsibilities, to realize sustainable development and safeguard the investors, staff, suppliers, distributors, governments, communities, financial institutions and other stakeholders.

#### 5. Stakeholder Identification and Communications

The Group will continue to maintain close contact and communications with the stakeholders, and receives valuable opinion from them each year. In order to decide the content and direction of this annual report, we referred to the analysis results of material concern raised by the stakeholders last year and the relevant response.

#### 4. 核心價值觀

本集團不斷追求品質卓越的醫藥產品和醫藥科技服務，目標成為海外藥商進入中國醫藥市場的首選合作夥伴。本集團秉承新型高效(Simplicity)、勇於創新(Innovation)、全國覆蓋(National)、合作雙贏(Collaboration)及開放包容(Openness)的核心價值觀，以優良的企業管治、對環境及社會責任的履行實現可持續發展，維護包括投資者、員工、供應商、經銷商、政府、社區及金融機構等在內的各方權益人。

#### 5. 權益人識別與溝通

本集團將繼續與各方權益人保持緊密聯繫和溝通，每年度都會接收他們寶貴的意見。我們已以上年度的權益人重大關注議題與回應的分析結果作為基礎釐定本年報的內容和方向。

### Significant Subjects for Stakeholders and Response

### 權益人重大關注議題與回應

Type of Stakeholders 權益人類型	Focus 關注重點	Means of Communication 主要溝通方式	Response and Feedback 反應與反饋
Shareholders/Investors 股東／投資者	Continuous, stable investment returns Timely information disclosure Corporate operation in compliance with laws and regulations 持續穩定的投資回報 及時的信息披露 合規的企業運營	Annual reports, interim reports and announcements General meetings Roadshows/telephone conferences/meet-and-greets Media communication mechanism Press conferences Opinion monitoring Consultation via telephone/email/website Investor visits 年度報告、中期報告及公告 股東大會 路演／電話會議／見面會 媒體溝通機制 新聞發佈會 意見監測 電話／電郵／網站諮詢 投資者來訪	Publishing AGM notices and resolutions according to regulations Timely disclosing corporate information Publishing disclosure announcements and regular reports according to regulations Responding to investor's email/telephone inquiries and receive Investor's visiting 按規定發佈股東週年大會通知和議案 按時披露公司信息 按規定披露公告和發佈定期報告 回覆投資者郵件／電話詢問及接待投資者現場調研

Type of Stakeholders 權益人類型	Focus 關注重點	Means of Communication 主要溝通方式	Response and Feedback 反應與反饋
Staff 員工	Training and career development Remuneration and benefits Health and safety 培訓與職業發展 薪酬與福利 健康與安全	Direct communication Performance appraisal Medical checkups Training programmes Staff opinion surveys Safety management 直接溝通 績效考核 體檢 培訓課程 員工意見調查 安全管理	Providing a healthy and safe working environment Establishing a fair mechanism for promotion Organizing staff activities 提供健康、安全的工作環境 建立公平的晉升機制 組織員工活動
Suppliers 供應商	Standard supplier management and purchase process Timely performance of contracts Corporate reputation 規範的供應商管理及採購流程 按時履行合同約定 企業信譽	Execution of orders/contracts Direct communication Supplier management system Supplier archives 訂單／合同執行 直接溝通 供應商管理制度 供應商檔案	Performing contracts as agreed Maintaining long-term collaboration suppliers Timely payment Ensuring pharmaceutical quality and safety Keeping complete supplier archives 按約履行合同 與優秀供應商保持長期合作 按時付款 確保藥品質量安全 保存完好的供應商檔案
Distributors/ Deliverers/ Promoters 經銷商／配送商／ 推廣服務商	A robust process of customer service A complete mechanism of information communication A stable and safe supply of pharmaceutical products Timely response to requests 健全的客戶服務流程 完善的信息交流機制 穩定及安全的藥品供應 請求的及時回應	Daily communication Aftersales service Customer satisfaction surveys Customer archives Visits to distributors 日常溝通 售後服務 客戶滿意度調查 客戶檔案 經銷商參觀	Enhancing quality management Performing contracts as agreed Providing distributors with pharmaceutical knowledge training and marketing support Sufficient communication 加強質量管理 按約履行合同 為經銷商提供藥品知識培訓和營銷推廣支持 充分溝通



Type of Stakeholders 權益人類型	Focus 關注重點	Means of Communication 主要溝通方式	Response and Feedback 反應與反饋
Governments/ Communities 政府/社區	Corporate operation in compliance with laws and regulations Contributing to community development 合規的企業運營 貢獻社區發展	Government visits Participation in government meetings and regular visits Government projects Community service 政府參觀指導 參與政府會議、定期拜訪 政府項目 社區服務	Strict complying with laws and regulations Enhancing safety management Actively assuming social responsibility 嚴格遵守法律法規 加強安全管理 積極承擔社會責任
Financial Institutions 金融機構	Good corporate credit, and stable capability of loan repayment Stable corporate development 良好的企業信用，穩定的償貸能力 穩定的企業發展	Financial reports and announcements Visits Direct communication 財務報告及公告 參觀指導 直接溝通	Timely repayment of loans Maintaining good working relationship 按時償還貸款 保持良好的合作關係

## 6. Social

To perform social responsibility, the Group always attaches great importance to the details of staff, product management and community benefit at work to provide a fair and equitable treatment to the related stakeholders of the Group and deeply believes that this management direction is a long-term investment for the Group.

### a. Employment

The Group has been aware of a number of laws and regulations on the protection of the labor force established by the People's Republic of China and have strictly complied with their requirements to carry out all of the relevant laws and regulations when employing staff members. The relevant laws and regulations include: PRC Labor Law, Employment Promotion Law, Labor Contract Law, Tentative Provisions on Salary Payment, Regulations on the Management of Housing Provident Fund, Labor Dispute Mediation and Arbitration Law, Regulation on Work-related Injury Insurances and local labor laws and regulations. The Group also ensures the entitlement to all statutory social insurance and statutory holidays of its staff members. Furthermore, to provide staff members with better welfare, the Group has formulated Remuneration Management System, Staff Fund Management System, and Staff Reward and Punishment Provisions, and also provides staff members with allowances for transport and lunch, staff activities and group tours, with an aim at achieving fair treatment for all staff members of the Group. In addition to the said welfare, the Group also attaches great importance to raise intrinsic value of the staff. Therefore, the Group provides staff members at all levels with targeted development and incentive schemes, and clear and fair promotion opportunities through performance appraisal according to the Group's Performance Management System.

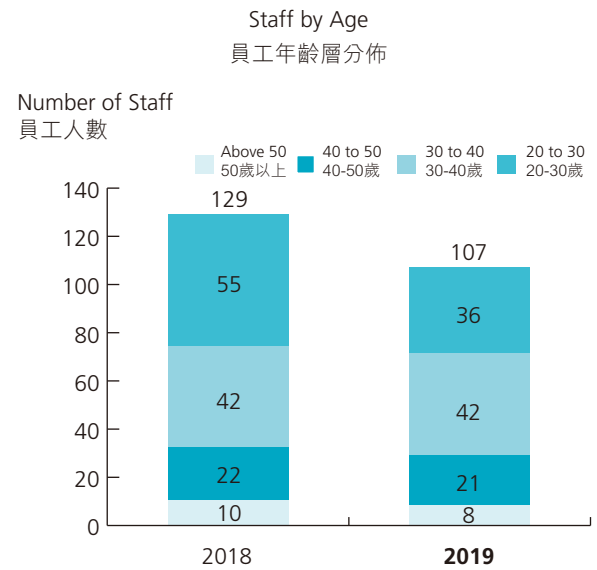
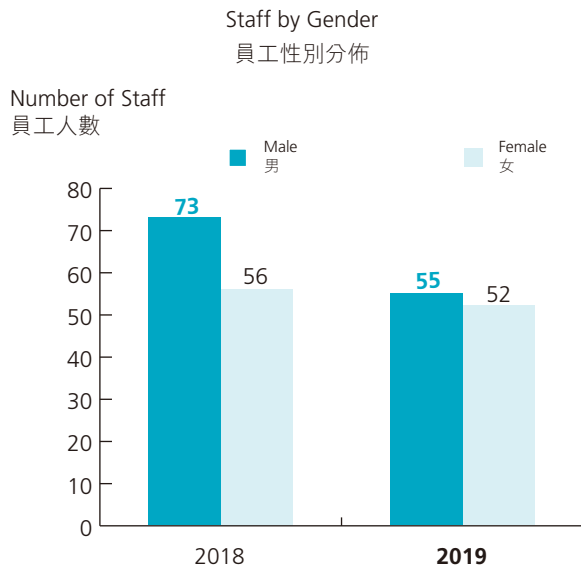
## 6. 社會

為履行企業社會責任，本集團一向非常重視工作上對員工、產品管理，以及社區福利的細節，務求對本集團有關的權益人作出公平和公正的對待，並且深信此管理方針是為本集團長遠的投資。

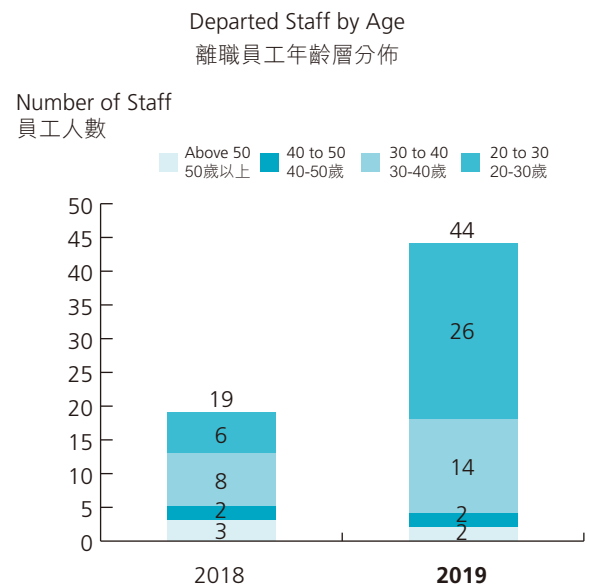
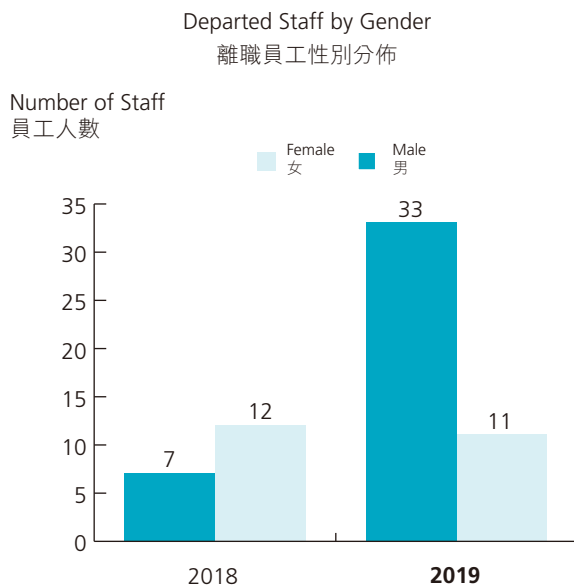
### a. 僱傭

本集團清楚瞭解中華人民共和國設立的多項保護勞動人口法規，並嚴格按照其規定，執行所有有關法規僱傭員工。相關的法規包括：中華人民共和國《勞動法》、《就業促進法》、《勞動合同法》、《工資支付暫行規定》、《住房公積金管理條例》、《勞動爭議調解仲裁法》、《工傷保險條例》及各地區的勞動法律及條例。本集團亦確保向員工提供所有的法定社會保險及法定假期。本集團為了向員工提供更好的福利待遇，還制定了《薪酬管理制度》、《員工基金管理制度》、《員工獎懲條例》等政策，亦提供交通及午餐補貼、員工活動和團體旅遊等，以求達到公平對待本集團所有員工。除了相關福利之外，本集團亦重視提升員工的內在價值，所以在本集團訂立了一個針對性的專項培育及鼓勵計劃予不同級別的員工，而且根據本集團《績效管理制度》進行績效考核，為員工提供清晰、公平的晉升機會。

## Employment Indicators 僱傭指標



During the Reporting Period, the Group recorded a staff outflow of 44, representing a turnover rate\* of 29.1%.  
於報告期內，本集團離職人員44人，流失率\*為29.1%。



\* Turnover rate = Number of staff departed during the Reporting Period / (Headcount at the end of the Reporting Period + Number of staff departed during the Reporting Period)

\* 流失率 = 報告期內離職員工人數 / (報告期末人數 + 報告期內離職員工數)





The Group recruits employees in accordance with the law. It signs, modifies and terminates employment contracts with the employees in accordance with national laws and regulations and other relevant internal requirements of the Company. An employment relationship shall not take effect until the employment contract is agreed and signed by both the Company and the relevant employee voluntarily. To ensure all employees are legally employed, the human resources management department of the Group ensures that all employees have reached the age of 18 or above by checking their valid identity cards. The employment contract clearly requires that all personal information provided by an applicant must be authentic and reliable. If fraud is found, the Group can terminate its employment relationship with its employees in accordance with the rules and regulations of the Company. In addition, the Group clearly defines and explains the paid holidays, working hours and attendance system to its employees. Employees' working hours and vacation policies are determined based on the detailed implementation rules of attendance management and local employment laws. Employees who work overtime during non-office hours can receive appropriate overtime pay or leave in lieu in accordance with the relevant labour regulations. During the Reporting Period, the Group have strictly implemented measures including, but not limited to, the above measures to eliminate child labour and mitigate related legal risks.

Based on the premise of strict compliance with relevant national and local laws and regulations, the Group complied the Sinco Employee Management Manual for all employees, covering recruitment, KPIs, employee relations, salaries and benefits, etc., so as to provide guidance to all employees and enhance their sense of responsibility and belonging.

In addition to the existing staff policies, the Group's strict recruitment system that can ensure it enjoys comprehensive human resources allocation. The Group has always been recruiting talents externally and keeping contact with recruitment agencies, universities and colleges to attract potential talents to join the Group. It has set up a "Staff Referral Award" to encourage its staff members to recommend capable talents to join the Group.

本集團依法招聘勞工，按照國家法律法規和本集團內部其他相關制度要求與員工履行勞動合同的簽訂、變更及終止。員工的僱傭關係在雙方一致同意並自願簽訂勞動合同之後方可生效。本集團人力資源管理部通過核查員工有效身份證件確保員工年齡在十八周歲以上，可合法受聘。勞動合同中明確要求應聘者所提供的個人資料信息務必真實可靠。如發現造假情況，本集團可依照公司規章制度終止與其的勞動關係。另外，本集團對員工帶薪假期、工作時間及考勤制度進行明確界定和說明。根據考勤管理實施細則及地方就業法律規定僱員工作時數及假期政策。員工若在非辦公時間加班，可根據相關勞動法規收到適當的加班費或補假。於報告期內，本集團嚴格執行包括但不限於以上措施以杜絕僱傭童工和減少相關法律風險。

在嚴格遵守國家和當地有關法律法規的前提下，本集團針對所有員工制訂《興科蓉員工管理手冊》，覆蓋僱傭、關鍵績效指標、員工關係、薪資及福利等內容，使員工有章可循，增強員工責任感及歸屬感。

除了對現有員工的政策外，本集團嚴謹的招募制度能確保本集團擁有完善的人力資源配置。本集團一直採取對外招聘的形式，亦與人力招聘機構及高等院校保持聯繫，務求吸納有潛力的人才加入本集團。為了鼓勵員工推薦有能力的人才加入，本集團設有「內部推薦伯樂獎」。

Moreover, the Group ensures all the job applicants and staff enjoy equal opportunities for employment, with zero tolerance of any discrimination over gender, age, ethnicity, nationality and disability. As at 31 December 2019, the Group had a staff of 107 in total (51% being male staff and 49% being female staff). During the Reporting Period, no employment discrimination has occurred within the Group.

#### b. Health and Safety

Staff health and safety are also areas that the Group attaches great importance to. The Group, at all times, strictly complies with all requirements of relevant regulations, including the PRC Labor Law, Fire Prevention Law, Occupational Health and Safety Management System, Special Regulation on the Labor Protection of Female Staff, Measures for the Ascertainment of Work-related Injuries, and the Regulation on Work-related Injury Insurances.

The Group strives to offer its staff a safe work environment and minimize all potential risks on health and safety. We conduct ongoing risk assessment and inspection on work environment with certain high-risk to mitigate the risks. During the Reporting Period, the Group implemented a series of health management measures, so that its staff members can work in a safe environment free of occupational hazards:

- Staff medical examination
- Fire Drills
- Regular maintenance of electrical equipment
- Traffic safety study for drivers

During the Reporting Period, the Group incurred no work-related fatalities among its staff; nor did any staff lose any work days due to work-related injuries.

再者，本集團為所有應徵者和員工提供平等的就業機會，絕不容許任何由於性別、年齡、民族、國籍、殘疾而歧視任何應聘者和員工的行為。於2019年12月31日，本集團員工總人數為107人，男女佔比分別為51%和49%。於報告期內，本集團未發生就業歧視事件。

#### b. 健康與安全

員工健康及安全都是本集團非常重視的範疇，本集團一直嚴格遵守所有的有關的法規的要求，包括中華人民共和國《勞動法》、《消防法》、《職業健康安全管理體系》、《女職工勞動保護特別規定》、《工傷認定辦法》、《工傷保險條例》等。

本集團盡可能為員工提供一個安全的工作環境，減低各類潛在的健康與安全風險。本集團持續對有特定高風險的工作環境作風險評估及檢查，以減低風險。於報告期內，本集團實施了一系列健康管理措施，為員工提供安全的工作環境以及保障員工免受職業型危害：

- 員工體檢
- 消防演習
- 電力設備定期檢修
- 駕駛員交通安全學習

於報告期內，本集團並無任何員工因工作關係死亡，也無任何員工因工傷而損失工作日數。



### c. Development and Training

Improving the quality and techniques of staff members is a momentum for the Group's development. To ensure effective implementation of staff training schemes, the Group has formulated Management Measures for Staff Training, which expressly set out an integrated system and implementation process that encompass induction, internal training and external training:

#### i. Induction

New recruits are introduced to the general knowledge of the Group, such as corporate culture, product knowledge, basic internal control system and process, the work process of the department concerned, and details of the work position.

#### ii. Internal Training

Based on the actual demands at work, the Group applies its internal training resources to the communications on professional knowledge and skills, to share experience. Such training takes place in the following forms: self-learning with shared training materials on the Group's online work platform, and discussions at regular departmental meetings, communication sessions for business teams and inter-departmental sharing sessions.

#### iii. External Training

The Group encourages its staff members to improve their professional techniques and, given their efficient work arrangement, attend training and policy seminars hosted by external institutions.

In order to share and inherit the Group's knowledge and experience with internal staff members, the Group has formulated its "Internal Lecturer Management Measures" to enhance the efficiency and effectiveness of training. At the beginning of each year, human resources department formulates annual training scheme according to feedback from the previous year, the Group's strategic planning and the actual demand of each department, and prepares training curricular and course content on a quarterly basis.

### c. 發展與培訓

提升員工整體素質和技術水準是本集團發展的動力，為了有效地實施員工的培訓計劃，本集團制定了《員工培訓管理辦法》，當中明確列入職培訓、內部培訓和外派培訓的綜合體系及實施流程：

#### i. 入職培訓

向新入職員工介紹本集團的企業文化、產品知識、基本內部控制制度及流程等通用知識及所在部門的工作流程、所任崗位的說明等。

#### ii. 內部培訓

根據工作中的實際需求，本集團利用內部培訓資源對員工開展有關業務知識和崗位技能的交流與經驗分享。其形式包括通過集團在綫辦公平台共享培訓資料進行的自主學習，召開部門例會、業務小組溝通會、跨部門分享會等形式進行的討論。

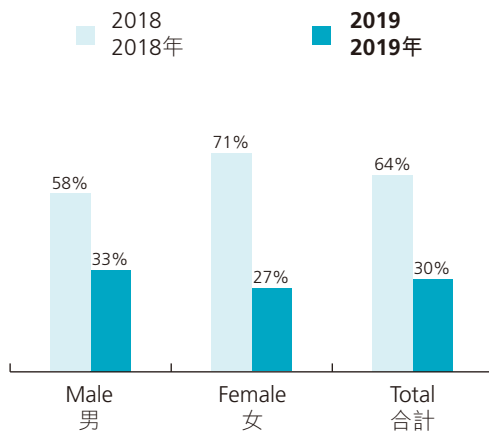
#### iii. 外派培訓

本集團鼓勵員工提升專業技術水準，在高效安排工作的前提下，參加外部機構舉辦的培訓及政策研討會。

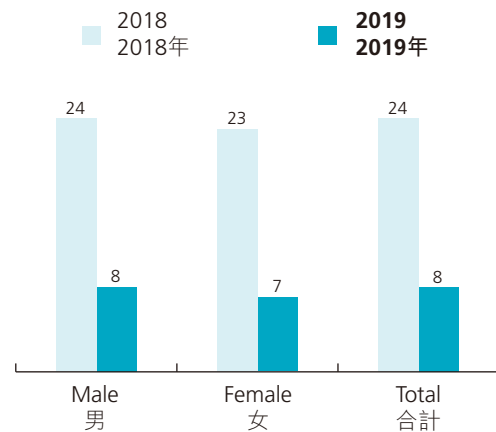
本集團還制定了《內部講師管理辦法》，實現知識與經驗在本集團內部的共享及傳承以提高培訓的效率及效果。人力資源部門每年年初會根據上年度的反饋、本集團的戰略規劃及各部門實際需求制定年度培訓計劃，按季度制定培訓大綱及課程資訊。

### Training-related Indicators 培訓相關指標

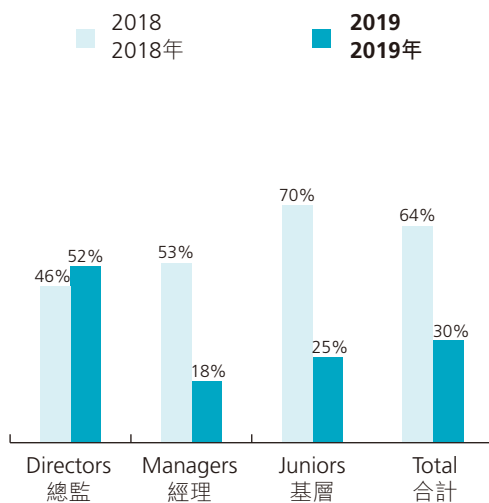
Staff Training Ratio by Gender  
按性別劃分的受訓員工比例



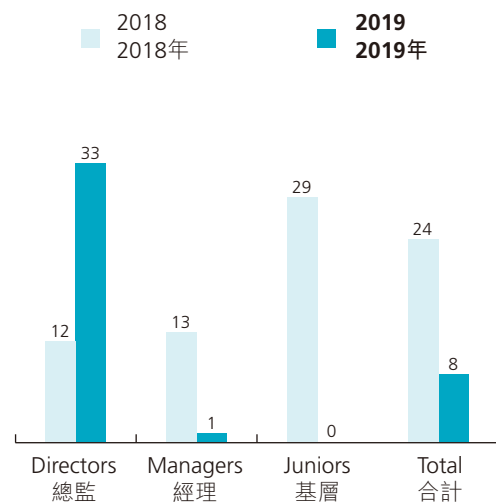
Staff Average Training Hours by Gender  
按性別劃分員工平均受訓時數



Staff Training Ratio by Category  
按類別劃分的受訓員工比例



Staff Average Training Hours by Category  
按類別劃分員工平均受訓時數



#### d. Labor Standards

The Group's policies on staff recruitment and treatment are in strict compliance with relevant national and local regulations, including the PRC Labor Law, Law on the Protection of Minors, and Provisions on the Prohibition of Using Child Labor. The Staff Manual of the Group clearly states that child labor shall not be allowed. Relevant departments also regularly monitor employment-related information and data, to ensure there is no child labor or forced labor.

During the Reporting Period, the Group did not discover any use of child labor or forced labor.

#### d. 勞工準則

本集團在招聘員工和對待員工的政策都嚴格按照國家和地區的有關規定執行，包括中華人民共和國《勞動法》、《未成年人保護法》及《禁止使用童工規定》。本集團的《員工手冊》中已清楚列明嚴禁僱傭童工，有關部門亦會定期檢查僱傭相關資訊及數據，以確保不會僱傭童工或強制勞動。

於報告期內，本集團未發現有僱傭童工或強制勞動的情況。



### e. Supply Chain Management

The Group is well aware that effective management of procurement is the most critical part to maintaining quality and safety of product and service. To systemize the complicated procurement process of pharmaceutical imports, the Group has formulated procurement business standardized documents for various pharmaceutical products. Such documents are based on the Management Regulation on the Procurement of Imported Products with reference to the regulations of special authorities such as the PRC General Administration of Customs, Entry-Exit Inspection and Quarantine Bureau, and China Food and Drug Administration (CFDA). In addition to the internal management system, the Group has established a good relationship with our suppliers and kept liaison, exchanging news on the market updates and sales data of products for coordinating and adjusting procurement and sales plans accordingly.

Prior to establishing any partnership with suppliers or its sales agents, the following factors are considered by the Group:

1. Product compliance
2. Brand influence
3. Strategic synergy with the Group's development
4. Prospects in the Chinese market
5. Other potential risks

The Group appraises its existing suppliers according to the Appraisal Measures for Suppliers by understanding and analyzing the current status and existing issues of its suppliers and conducting a full investigation of the performance of its suppliers, equipment management, quality control, delivery agreements and service levels, etc., to ensure that suppliers cooperating with the Group can maintain quality and establish a long-term and stable cooperative supply relationship with the Group. Currently, the Group's suppliers are mainly small- and medium-sized pharmaceutical manufacturers from overseas countries, including Austria, Sweden and Cyprus.

### e. 供應鏈管理

本集團深知採購環節的有效管理是保障各項產品與服務質量與安全的關鍵。為了將繁複的進口藥品採購流程系統化，本集團根據國家海關總署、出入境檢驗檢疫局、食品藥品監督管理局等部門的規章制度，針對各種藥品制定了採購業務標準化文件，設立了《進口採購管理制度》。除了內部的管理體系，本集團都一直與供應商建立良好的關係並保持溝通，互相提供產品的最新市場情況及銷售數據，以便協調及調整採購及銷售計劃。

與供應商或其銷售代理建立任何合作關係前，本集團會考慮以下數個因素：

1. 產品合規性
2. 品牌影響力
3. 與本集團發展的戰略匹配度
4. 中國市場前景
5. 其他潛在風險

本集團會按照《供應商考核辦法》對現有的供應商進行考核，通過瞭解及分析現有供應商的現況及存在的問題，對供應商的業績、設備管理、質量控制、交貨協議及服務水平等方面進行充分的調查，以保障本集團合作的供應商都能保持質素，與本集團建立長期穩定合作的供應關係。目前本集團的主要供應商為海外中小型的製藥企業，供應商來自於奧地利、瑞典及塞浦路斯等國家。

To protect information privacy of the suppliers, the Group continually enhances its information security, establishing targeted security principals for the business network, office network, servers, cyber computer room management and controlled visits. The staff members are required to sign an agreement to avoid the leak of information.

The Group also considers possible environmental and social risks, such as political incidents, terrorist attacks, crisis events, wars, public emergency events and other unprecedented and unforeseen circumstances. In response to those risks, the Group established a contingency team during the Reporting Period. For some highly disruptive incidental events, the team has formulated multiple contingency measures to prepare for those emergencies in advance.

#### f. Product Responsibility

As the Group is a member of the pharmaceutical industry and the products are prescription drugs, the product quality is crucial and potential risks must be properly controlled. To ensure product quality and safety, the Group strictly complies with all national laws and regulations on product safety, including the PRC Pharmaceutical Administration Law and its Implementation Regulations, Good Supply Practice for Pharmaceutical Products and its Implementation Rules. Besides, the Group has a systematic system for managing pharmaceutical quality in place with active cooperation with the regulators in their inspections. The Group proactively provides internal training on the knowledge of safety and quality and promotes the policies, systems and concepts of quality management.

In respect of hardware, the Group has always been storing pharmaceutical products with advanced technology and facilities and operates a product mix composed of quality pharmaceutical imports with an outstanding track record of safety. The Group has also cooperated with creditworthy collaborating parties of long-term partnership on the provision of warehousing and logistics services. Apart from that, the Group has built its cold chain storage facility with advanced temperature-control technology and a precision system of quality control in Shuangliu District, Chengdu, Sichuan Province, which can ensure a more stable quality control for the Group.

為了保護供應商的資訊私隱，本集團一直不斷強化資訊安全建設，在業務網絡、辦公網絡、伺服器、資訊化機房管理、訪問控制等方面建立具針對性的安全原則，員工亦需簽訂協議書，以免發生資料泄露。

本集團亦考慮可能面臨的環境和社會風險，如政治事件、恐怖襲擊、危機事件、戰爭、公共緊急事件等前所未有且難以預測的情況。針對這些風險，本集團於報告期內建立了應變事件小組，對於一些偶發性但破壞性大的事件，預先制定多方案的應變措施，以應對突發事件。

#### f. 產品責任

本集團為醫藥行業的其中一員，產品亦是處方藥品，因此產品質量是非常重要的，而潛在風險必須控制得宜。為確保產品質量及安全，本集團嚴格遵守所有關於國家產品安全的法律法規，包括《中華人民共和國藥品管理法》、《中華人民共和國藥品管理法實施條例》、《藥品經營質量管理規範》、《藥品經營質量管理規範實施細則》。除此之外，本集團亦擁有系統化的藥品質量管理制度體系，並積極配合監管部門進行各項檢查。本集團亦積極向員工提供內部安全質量知識培訓，並宣傳質量管理政策制度及理念。

在硬件上，本集團一向採用先進的技術和設備儲存藥品，而且所經營的產品組合均為擁有出色安全記錄的優質進口藥品。本集團亦一直選擇信譽良好、有長期合作關係的協力廠商提供倉儲及物流服務。除此之外，本集團在四川省成都市雙流區興建的冷鏈倉儲設施擁有先進的控溫技術及精密的質量控制系統，以保證本集團在質量控制上提供更穩定的監控。



The Group has a comprehensive system for process of quality inspection and product recall, establishes and strictly executes the policies on the Management Regulation on Pharmaceutical Product Procurement, the Management Regulation on Pharmaceutical Product Reception, the Management Regulation on Pharmaceutical Product Acceptance, and the Management Regulation on Pharmaceutical Product Return, ensuring that all product quality and safety operation program has taken place in standard processes. In addition to this, we have also formulated relevant management document such as Distributor Management Measures, Sales Management System and the Code of Conduct on Customer Servicing to protect the security and privacy of its customer information.

The Group has no corresponding measures for advertising and labeling, because all of its products are prescription drugs which are prohibited from advertising according to national regulations, and because CFDA issues the permit on product packaging and specifications.

During the Reporting Period, the Group did not recall any product due to product quality issues, nor did it receive any complaints about its products and services. All products are examined by the Institute for Drug Control after their customs clearance, with an examination report of pharmaceutical imports issued.

#### g. Anti-corruption

The Group has been advocating honesty, integrity and responsibility as its ethical concepts, opposes any form of corrupt behavior, such as bribery, extortion, fraud and money laundering. The Group has formulated its Anti-corruption and Anti-bribery Management Regulations and its Staff Code of Conduct against Corruption and Bribery, according to national, regulations and the actual industrial condition. The Group also requires its staff and partners to sign an Anti-corruption and Anti-bribery Letter of Undertaking on a mutual agreed basis, included anti-corruption into the staff induction system, and set up a comprehensive reporting procedure for reporting non-compliance behaviors and protecting whistleblower. The Group's internal audit department will also conduct audits to executives in sales who are departing.

本集團設有完善的質量檢測及產品回收系統，亦設立及嚴格執行《藥品採購管理制度》、《藥品收貨管理制度》、《藥品驗收管理制度》和《藥品退貨管理制度》等政策，確保所有產品質量及安全操作程式以既定的標準和規範進行。除此之外，我們亦設立《經銷商管理辦法》、《銷售管理制度》、《客服工作守則》等有關管理文件，保障客戶資料的安全和私隱。

由於本集團的銷售產品為處方藥物，國家規定不得進行廣告宣傳，同時產品的包裝及說明書均由國家食品藥品監督管理總局核發，故本集團在廣告、標籤等方面無相應措施。

報告期內，本集團未出現因產品質量問題而召回產品的情況，亦未有收到任何關於產品和服務的投訴，所有產品均在清關後由藥檢所進行藥品檢驗並核發進口藥品檢驗報告書。

#### g. 反貪污

本集團的理念以誠實守信、盡職盡責為本，堅決反對任何形式的賄賂、勒索、欺詐及洗黑錢等腐敗行為。本集團設立了《反腐敗反賄賂管理制度》及《員工反腐敗反賄賂行為準則》，其依照國家法規和行業實際情況而訂立。本集團亦要求員工及合作夥伴在雙方同意下簽訂《反腐敗反賄賂承諾書》，將反貪污內容納入員工培訓體系，設立完善的違規行為舉報程序及保障舉報人。本集團的內審部門亦會對即將離任的銷售主管人員進行離任審計。

During the Reporting Period, no case of corruption, extortion, fraud and money laundering occurred within the Group, with confirmation that it strictly complied with relevant laws and regulations such as the PRC Criminal Law and its Judicial Interpretation, Criminal Procedure law and its Judicial Interpretation, Interpretation on Several Issues Concerning the Applicable Laws to Handling Criminal Cases of Embezzlement and Bribery, and Anti-Money Laundering Law.

#### **h. Community investment**

Community charities and public welfare have always been one of the considerations for business development of the Group. The Group attaches great importance to each stakeholder who is affected by its business scope. In order to maintain good relationship, we keep close liaison with them, which includes participating in community activities to ensure the business development of the Group has fully taken into account the interests of the community.

##### *i. Establishing charity funds*

In March 2017, the Group has established Sinco Charitable Foundation (興科蓉慈善基金) named after the enterprise in Chengdu Charity Federation and continued operating in 2019. The fund aims at providing assistance to the impoverished such that they can receive better medical treatment; improving the unhealthy living habit and health conditions of low income patients; enhancing publicity of health knowledge and changing outdated concept of getting medical treatment.

##### *ii. Organizing staff activities*

While respecting and safeguarding the rights and interests of staff members, the Group is also attentive to their physical and mental health, and committed to creating a beneficial work environment and a harmonious working atmosphere for them. To achieve that, the Group has organised diverse activities, such as annual gatherings, birthday parties and sports activities, during which staff members can relax and balance work with life. This also makes a more cohesive environment.

報告期內，本集團未發生任何貪污、勒索、欺詐及洗黑錢案件，確認嚴格遵守中華人民共和國《刑法》、《刑法司法解釋》、《刑事訴訟法》、《刑事訴訟法司法解釋》、《關於辦理貪污賄賂刑事案件適用法律若干問題解釋》、《反洗錢法》等相關法律法規。

#### **h. 社區投資**

社區慈善和公益始終為本集團業務發展考慮因素之一。本集團高度關注受其業務範圍影響的各個權益方，為了保持良好關係，本集團不斷與他們保持緊密聯繫，包括積極參與社區活動，以確保本集團的業務發展充分考慮社區的利益。

##### *i. 經營慈善基金*

本集團於2017年3月在成都市慈善總會設立了以企業冠名的興科蓉慈善基金，並在2019年持續運作。該項基金旨在援助廣大貧困患者，使其獲得更優的醫學治療；改善低收入患者的不良生活習慣和健康狀況；及加強健康知識宣傳、改善落後的就醫觀念。

##### *ii. 組織員工活動*

本集團在尊重和保障員工權益的同時，也關注員工的身心健康，致力於為員工營造良好的工作環境和和諧的工作氛圍，通過組織年會、生日會、體育鍛煉等各類活動，幫助員工在工作間隙放鬆心情，以實現工作與生活的平衡，從而創造更有凝聚力的環境氛圍。





## 7. Environmental

### a. Emissions

The Group operates all relevant business in strict compliance with the PRC Environmental Protection Law, Law on the Prevention and Control of Water Pollution, Law on the Prevention and Control of Atmospheric Pollution, and Law on the Prevention and Control of Pollution from Environmental Noise, as well as other laws and requirements on environmental protection to ensure that the Group did not cause any negative impact to the environment.

However, as the Group is mainly engaged in the MPCM, it will not cause significant impact to the environment. The Group also consumes no direct combustion fuel other than transportation, therefore it does not produce any hazardous wastes. Instead, the emissions mainly comprise the exhaust of all vehicles of the Group, the greenhouse gases indirectly emitted during its operation, and such non-hazardous wastes as scrap paper, plastics and house refuse.

During the Reporting Period, the Group implemented various control measures to keep emissions of automotive within a controllable range.

The Group encourages employees to choose faster and more environmentally friendly travel methods. For example, metro or bus is available for convenient transportation destinations, and sharing bikes or walking is available for closer destinations. In addition, benefitted from rapid development of the transportation road network in the PRC, staff is more willing to cooperate with the energy conservation policy of the Group, so there was no significant increase in vehicle waste emissions during the Reporting Period.

## 7. 環境

### a. 排放物

本集團在經營各項業務時都嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國環境噪聲污染防治法》，以及其他有關環境保護的法律和規章制度要求，確保本集團不會對環境造成任何負面影響。

然而，由於本集團主要從事營銷、推廣及渠道管理，故不會對環境構成嚴重的影響。本集團除了交通運輸外，亦沒有使用任何直接燃燒材料，因而沒有產生任何有害廢棄物。而主要排放物來源包括本集團所有車輛的廢氣排放、營運過程中間接排出的溫室氣體、廢紙、塑膠及生活垃圾等無害廢棄物。

報告期內，本集團實施各項控制措施使得汽車排放量維持在可控範圍內。

本集團鼓勵員工選擇更快捷和環保的出行方式，例如前往交通便利的目的地可選擇地鐵或公交，距離較近的目的地可選擇共享單車或步行。另外，受益於中國交通網絡的快速發展，員工亦更願意配合本集團的節能方針，所以報告期內車輛廢氣排放無明顯增加。

During the Reporting Period, the main reason for the significant increase in electricity consumption of the Group was that the Cold Chain Warehouse of the Group which located at Chengdu Shuangliu Free Trade Zone was in a fully operation. Temperature control facilities are required to be opened due to the strict temperature storage conditions of the core product Human Albumin, which results in an increase in electricity consumption.

During the Reporting Period, the significant increase in CO<sub>2</sub> emissions of the Group which arose from flight travel was mainly due to the introduction of Human Albumin which manufactured in Germany's factory of Octapharma. The marketing staff of the Group carried out marketing promotion of the new product across the country, which led to an increase in flying frequency. As a result, the CO<sub>2</sub> emissions from flying have increased significantly. In view of this, the Group will further review the management system of business trip by making reasonable regional division arrangements for marketing and sales staff to reduce the environmental protection burden caused by the CO<sub>2</sub> emission generated by flying.

報告期內，本集團用電量增加的主要原因是本集團位於成都雙流自貿區的冷鏈倉庫全面開放使用。由於集團的核心產品人血白蛋白的存儲需要嚴格的溫度條件，故需要冷鏈倉庫開啟溫控設施，導致用電量有所增長。

報告期內，本集團因乘坐飛機產生的二氧化碳排放量上升明顯，主要因為隨著奧克特珐瑪德國工廠生產的人血白蛋白的引進，本集團的市場營銷人員對該新產品進行全國各地營銷推廣，導致乘坐飛機的頻率增加，從而導致本集團因乘坐飛機產生的二氧化碳排放量明顯增加。有見及此，本集團會在未來進一步檢討員工出差管理制度，對市場營銷人員進行區域分割合理安排，以減少因乘坐飛機而產生的二氧化碳對環境保護造成的負擔。

## Major Emission Indicators

## 主要排放物指標

		Unit	Year		Increase/ (Decrease)
		單位	2019	2018	增/(減) %
Emissions of Vehicle Exhaust	車輛廢氣排放				
NO <sub>x</sub> Emissions	氮氧化物(NO <sub>x</sub> )排放量	Kilogram 千克	102.76	102.40	0.4
SO <sub>2</sub> Emissions	二氧化硫(SO <sub>2</sub> )排放量	Kilogram 千克	0.14	0.14	-
Particles Emissions	顆粒物(PM)排放量	Kilogram 千克	9.29	9.33	(0.4)

		Unit	Year		Increase/ (Decrease)
		單位	2019	2018	增/(減) %
CO <sub>2</sub> Emissions	二氧化碳(CO <sub>2</sub> )排放量				
From Electricity Consumption	用電產生	Tonne 噸	116.6	103.8	12.3
From Flights	乘坐飛機產生	Tonne 噸	85.5	50.9	68.0
From Processing Scrap Paper	處理廢紙產生	Tonne 噸	5.7	5.3	7.6
From Processing Sewage	處理污水產生	Tonne 噸	0.64	0.61	4.9
Total	合計	Tonne 噸	208.44	160.61	29.8

**b. Resource Consumption**

The paperless office and low-carbon travel activities promoted by the Group during the Reporting Period received keen support from the staff and were successful, which reduced the total electricity consumption of the Group by more than 80%. Apart from the activities previously organised, the Group will continuously take more measures to support environmental protection in the future.

## Energy and Water Consumption Indicators

## 能源及水資源消耗指標

		Unit	Year		Increase/ (Decrease)
		單位	2019	2018	增/(減) %
Energy consumption	能源消耗量				
Total Electricity Consumption	總耗電量	Kilowatt Per Hour 千瓦時	120,572.00	107,392.40	12.27
Total Gasoline Consumption	汽油消耗總量	Kilogram 千克	9,491.96	9,688.59	(2.03)
Total Water Consumption	總耗水量	Cubic Meter 立方米	1,507.30	1,440.80	4.62

**c. The Environment and Natural Resources**

The business of the Group does not cause any material impact on the environment and natural resources.

**c. 環境及天然資源**

本集團所經營的業務不會對環境及天然資源造成任何重大影響。

## The guideline to the content 內容索引

Environmental, Social and Governance Reporting Guide Aspects and General Disclosure				Pages/Notes
環境、社會及管治報告指引 層面及一般披露	Description	描述		頁數／備註
<b>A. Environmental</b>				
<b>A. 環境</b>				
<i>Aspect A1: Emissions</i>				
<i>層面A1：排放物</i>				
General Disclosures 一般披露	A1	(a) The policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：  (a) 政策；及  (b) 遵守對發行人有重大影響的相關法律及規例	40
KPI 關鍵績效指標	A1.1	The types of emissions and respective emissions data	排放物種類及相關排放數據	42
	A1.2	Greenhouse gas emissions in total and intensity	溫室氣體總排放量及密度	42
	A1.3	Total hazardous waste produced and intensity	所產生有害廢棄物總量及密度	The Group did not produce hazardous wastes 本集團沒有產生有害廢棄物
	A1.4	Total non-hazardous waste produced and intensity	所產生無害廢棄物總量及密度	The Group did not produce non-hazardous wastes 本集團沒有產生無害廢棄物
	A1.5	Description of measures to mitigate emissions and results achieved	描述減低排放量的措施及所得成果	40
	A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	The Group did not produce any waste 本集團沒有產生任何廢棄物



**Environmental, Social and Governance Reporting Guide Aspects and General Disclosure**

**環境、社會及管治報告指引  
層面及一般披露**

		<b>Description</b>	<b>描述</b>	<b>Pages/Notes 頁數／備註</b>
<i>Aspect A2: Use of Resources</i>				
<i>層面A2：資源使用</i>				
General Disclosures 一般披露	A2	Policies on the efficient use of resources, including energy, water and other raw materials	有效使用資源(包括能源、水及其他原材料)的政策	42
KPI 關鍵績效指標	A2.1	Direct and/or indirect energy consumption by type in total and intensity	按種類劃分的直接及／或間接能源總耗量及密度	42
	A2.2	Water consumption in total and intensity	總耗水量及密度	42
	A2.3	Description of energy use efficiency initiatives and results achieved	描述能源使用效益計劃及所得成果	42
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	The Group did not have any issue in sourcing water that is fit for purpose 本集團沒有任何求取適用水源的問題
	A2.5	Total packaging material used for finished products	製成品所用包裝材料的總量	The Group did not use any packaging material 本集團沒有使用任何包裝材料
<i>Aspect A3 The Environment and Natural Resources</i>				
<i>層面A3：環境及天然資源</i>				
General Disclosure 一般披露	A3	Policies on minimizing the issuer's significant impact on the environment and natural resources	減低發行人對環境及天然資源造成重大影響的政策	42
KPI 關鍵績效指標	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	42

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環境、社會及管治報告指引 層面及一般披露		Description	描述	頁數／備註
<b>B. Social</b>				
<b>B. 社會</b>				
Employment and Labour Practices 僱傭及勞工常規				
<i>Aspect B1: Employment</i> 層面B1：僱傭				
General Disclosure 一般披露	B1	(a) The policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視及其他待遇及福利等的：  (a) 政策；及  (b) 遵守對發行人有重大影響的相關法律及規例	30
<i>Aspect B2: Health and Safety</i> 層面B2：健康與安全				
General Disclosure 一般披露	B2	(a) The policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to providing a safe working environment and protecting employees from occupational hazards	有關提供安全的工作環境及保障僱員避免職業性危害等的：  (a) 政策；及  (b) 遵守對發行人有重大影響的相關法律及規例	33
<i>Aspect B3: Development and Training</i> 層面B3：發展與培訓				
General Disclosure 一般披露	B3	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	34



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層面及一般披露

		Description	描述	Pages/Notes 頁數／備註
<i>Aspect B4: Labour Standards</i> 層面B4：勞工準則				
General Disclosure 一般披露	B4	(a) The policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to preventing child and forced labour	有關防止童工及強制勞工的：  (a) 政策；及  (b) 遵守對發行人有重大影響的相關法律及規例	35
<b>Operating Practices</b> 運營慣例				
<i>Aspect B5: Supply Chain Management</i> 層面B5：供應鏈管理				
General Disclosure 一般披露	B5	Policies on managing environmental and social risks of the supply chain	管理供應鏈的環境及社會風險政策	36-37
<i>Aspect B6: Product Responsibility</i> 層面B6：產品責任				
General Disclosure 一般披露	B6	(a) The policies; and  (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress	有關所提供的產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：  (a) 政策；及  (b) 遵守對發行人有重大影響的相關法律及規例	37-38

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<i>Aspect B7: Anti-corruption</i>				
<i>層面B7：反貪污</i>				
General Disclosure 一般披露	B7	(c) The policies; and  (d) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to bribery, extortion, fraud and money laundering	有關防止賄賂、勒索、欺詐及洗黑錢的：  (a) 政策；及  (b) 遵守對發行人有重大影響的相關法律及規例	38-39
<i>Aspect B8: Community Investment</i>				
<i>層面B8：社區投資</i>				
General Disclosure 一般披露	B8	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests	有關以社區參與來瞭解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策	39
KPI 關鍵績效指標	B8.1	Focus areas of contribution	專注貢獻範疇	39





## Directors and Senior Managements

### 董事及高級管理層

#### Executive Directors

**Mr. Huang Xiangbin (黃祥彬) (“Mr. Huang”)**, aged 54, founder of the Group, has been the Chairman and executive Director of our Group since April 2011. He is also the Chief Executive Officer of the Company and is mainly responsible for overall strategic planning and operation management. Mr. Huang has served as the director of Risun, the controlling shareholder of the Company, and all the subsidiaries of the Company except for Chengdu Sinco Pharmaceutical Technology Co., Ltd., Chengdu Hengsheng Ziguang Pharmaceutical Technology Co., Ltd., Sichuan Sinco Biological Technology Co., Ltd., Qingdao Ruichi Pharmaceuticals Co., Ltd., Sinco Shanghai Trading Co., Ltd. and Chengdu Sinco Pharmaceuticals Co., Ltd.. Prior to joining the Group, Mr. Huang was the director and chairman of Vast Surplus Corporation Limited (“Vast Surplus”) since November 2004 up until now, mainly responsible for strategic planning and operation of Vast Surplus. After Vast Surplus transferred its exclusive distribution rights to service Taurilite, TAD and Esafosfina to Hong Kong Prosperous Group Holding Limited in March 2015, it has no other business operations. Since then, Mr. Huang has been devoting a majority of his time to the Group’s business. In addition, Mr. Huang was also a founder, chief executive officer and director of Chengdu Ruixin Biopharmaceutical Technology Co., Ltd (“Ruixin”) from February 2004 to April 2011. The principal business of Ruixin was consultation in the pharmaceutical products, providing marketing and promotion services as well as assisting in obtaining regulatory approvals and registrations for pharmaceutical products. However, the pharmaceutical products serviced by Ruixin were mainly traditional Chinese medicine extracts, which are different from those of the pharmaceutical products serviced by the Group. Ruixin was not engaged in any business which competed or was likely to compete, either directly or indirectly, with the Group’s business. Furthermore, Ruixin was jointly owned as to 50% by Mr. Huang and 50% by Mr. Chen Xiangui (an independent third party who is not considered a connected person or associate of a connected person of the Company under the Listing Rules (“Independent Third Party”)) and was never a member of the Group which was readily disposable for corporate reorganization solely based on Mr. Huang’s decision. Eventually, as the management of Ruixin began to focus on the business development of the Group since Mr. Huang incorporated Sichuan Sinco Pharmaceuticals in 2011, Ruixin did not have any business or operations, which subsequently led to the passing of the shareholders’ resolutions on 22 September 2015 to voluntarily dissolve Ruixin.

Mr. Huang worked in the Drug Inspection Institute of Guangyuan (廣元市藥品檢驗所) from July 1988 to July 2004 as a pharmacist in charge of drug quality research as well as collection and delivery of drug safety information.

#### 執行董事

**黃祥彬先生(「黃先生」)**，54歲，本集團創始人，自2011年4月起一直為本集團主席兼執行董事。彼亦為本公司的行政總裁，主要負責整體戰略策劃及經營管理。黃先生亦擔任本公司控股股東Risun的董事，以及除成都興科蓉醫藥技術有限責任公司、成都恒盛紫光醫藥技術有限公司、四川興科蓉生物科技有限公司、青島瑞馳藥業有限公司、興科蓉(上海)貿易有限公司及成都興科蓉醫藥有限公司以外本公司所有附屬公司的董事。加入本集團前，黃先生自2004年11月至今擔任鵬盈有限公司(「鵬盈」)董事兼主席，主要負責鵬盈的戰略規劃及公司運營。鵬盈於2015年3月將其滔羅特、泰特及愛賽福的獨家經銷權轉讓予香港恒盛集團控股有限公司後無其他業務運營。自此，黃先生將其大部分時間投入到本集團業務中。此外，黃先生自2004年2月至2011年4月，亦一直為成都瑞欣生物醫藥技術有限公司(「瑞欣」)的創始人、行政總裁兼董事。瑞欣的主要業務是藥品顧問，提供營銷及推廣服務，和協助獲取監管批文及進行藥品註冊。然而，瑞欣提供的藥品主要為傳統中藥精華類，不同於本集團提供的藥品種類。瑞欣並無從事與本集團業務直接或間接競爭或可能競爭的任何業務。此外，瑞欣分別由黃先生及陳賢貴先生(根據上市規則並不視為本公司關連人士或關連人士之聯繫人獨立第三方(「獨立第三方」))共同擁有50%及50%權益，不曾為本集團成員公司，故不可因公司重組而由黃先生全權決定將其出售。最終，由於黃先生於2011年註冊成立四川興科蓉藥業以來，瑞欣管理層開始注重本集團業務發展，而瑞欣本身並無任何業務或營運，隨後導致瑞欣股東於2015年9月22日通過股東決議案，自願解散瑞欣。

黃先生自1988年7月至2004年7月擔任廣元市藥品檢驗所的藥劑師，負責藥品質量研究、藥品安全信息收集和報送。

Mr. Huang had been a director of Beijing Guangtong Shidai Medical Consulting Company Limited (北京廣通時代醫藥投資顧問有限公司) (“Beijing Guangtong”), a limited liability company established in the PRC in 2003, since its establishment up until 2004. Prior to the revocation of its business license, Beijing Guangtong was owned as to 50%, 40% and 10% by Mr. Huang, Mr. You Fei and Mr. You Hao respectively. Both Mr. You Fei and Mr. You Hao are Independent Third Parties. Mr. Huang confirmed that at the time of the revocation of the business license of Beijing Guangtong, he was not involved in the daily operation of Beijing Guangtong as he was focusing on the development of Ruixin’s business. To be best of Mr. Huang’s knowledge, Beijing Guangtong had ceased attending annual inspection (年檢) as it had no business operation, resulting in its business license being revoked subsequently on 26 November 2004. Mr. Huang confirmed that there is no wrongful act on his part leading to the revocation and he is not aware of any actual or potential claim that has been or will be made against him as a result of the revocation.

Mr. Huang obtained a master’s degree in EMBA from Shanghai Jiao Tong University (上海交通大學) in December 2008 and graduated from the MBA programme of Renmin University (中國人民大學) in August 2002. He also obtained a bachelor’s degree in botanical resources (野生植物資源) from Jilin Agriculture University (吉林農業大學) in July 1988. Mr. Huang has been studying in the Univsite Paris – Dauphine under the Executive Doctorate in Business Administration (EDBA) program since December 2013.

**Ms. Zhang Zhijie (張志傑) (“Ms. Zhang”)**, aged 51, joined the Group in November 2013 and is an executive Director and vice president for technics of our Company, mainly responsible for new pharmaceuticals research and development. Prior to joining the Group, Ms. Zhang successively served as a postdoctoral fellow of research center, an associate chief physician (starting from July 2013) and a research fellow (starting from December 2014) of the pharmacognosy study center of the Institute of Chinese Medical Sciences from July 2008 up until now, and was responsible for the coordination and management of the daily researches of the pharmaceutical research centre and was also involved in the process of setting up the pharmaceutical research centre. Although Ms. Zhang is concurrently working at the Institute of Chinese Medical Sciences, she is heavily involved in the Group’s research and development programme. Ms. Zhang is leading the Group’s Sinco I programme as a research fellow for the Institute of Chinese Medical Sciences.

黃先生自北京廣通時代醫藥投資顧問有限公司(「北京廣通」)(一家於2003年在中國成立的有限公司)成立之日起至2004年為該公司董事。北京廣通被撤銷營業執照前，由黃先生、游飛先生及游浩先生分別持有其50%、40%及10%的股權。游飛先生及游浩先生均為獨立第三方。黃先生確認當北京廣通被撤銷營業執照時，彼因專注瑞欣業務發展而無參與北京廣通日常營運。就黃先生所深知，由於北京廣通並無業務營運，故不再參加年檢，因而於2004年11月26日被撤銷營業執照。黃先生確認本身並無不當行為導致該執照遭撤銷，據其所知本身亦無因執照遭撤銷而曾引致或將引致任何實際或潛在申索。

黃先生於2008年12月獲得上海交通大學高級管理人員工商管理碩士學位，並於2002年8月自中國人民大學獲得工商管理碩士課程結業證書。彼亦於1988年7月獲吉林農業大學頒發野生植物資源學士學位，並自2013年12月起攻讀巴黎第九大學高級工商管理博士學位。

**張志傑女士(「張女士」)**，51歲，於2013年11月加入本集團，為執行董事兼本公司技術副總監，主要負責新藥品的研發。加入本集團前，張女士於2008年7月至今先後擔任中國中醫科學院研究中心博士後研究員、生藥研究中心副主任醫師(自2013年7月開始)及研究員(自2014年12月開始)，負責醫藥研究中心日常工作的協調和管理，亦參與籌建醫藥研究中心。儘管張女士目前於中國中醫科學院工作，但彼深入參與本集團研發項目。作為中國中醫科學院的研究員，張女士領導本集團的Sinco I項目。



The Directors are of the view that Ms. Zhang has been and will continue to be able to allocate sufficient time to fulfill her duties and responsibilities as an executive Director based on the following reasons: (i) as Ms. Zhang is responsible for overseeing the Group's new pharmaceuticals research and development, her position as a researcher at the Institute of Chinese Medical Sciences, in particular her involvement in the development of Sinco I, is directly related to her role as an executive Director. By working as a researcher at the Institute of Chinese Medical Sciences, Ms. Zhang is, at the same time, also fulfilling her responsibilities as an executive Director; (ii) to enable Ms. Zhang to allocate sufficient time to carry out her duties as an executive Director, the Group has assigned four personnel to assist Ms. Zhang with the development of Sinco I with respect to clinical trials, patent applications and manufacturing processes, including two researchers each with over 15 years of experience in the production and quality control of pharmaceuticals, a researcher with a master's degree in clinical pharmacology specializing in the design and implementation of pharmaceutical testing and a researcher with a bachelor's degree in business administration focusing on pharmaceutical laws who is in charge of drafting reports and registration-related matters; and (iii) Ms. Zhang has been diligently attending the Board meetings held by the Company since she was appointed as an executive Director. In the event that Ms. Zhang is unable to attend a Board meeting in person, according to the Articles of Association, she is able to participate in such Board meeting by way of telephone conference.

Ms. Zhang served as the general manager of Zhaoye Bio-Technology Co., Ltd (兆業生物科技有限公司), a subsidiary of Nanjing Xiaoying Pharmaceuticals Group Co., Ltd (南京小營藥業集團有限公司), from July 2006 to October 2008, mainly responsible for new drug research and development. She has also engaged in national research projects, which involved contributing to the testing of mineral medicine and its quality control. Ms. Zhang was the co-editor of two books and published several research papers in national and international academic journals. Ms. Zhang has also been awarded Second Prize for Science and Technology by the China Association of Chinese Medicine in November 2005. Ms. Zhang obtained her Ph.D degree in June 2006 from Nanjing University of Chinese Medicine (南京中醫藥大學). Ms. Zhang worked as a pharmacist in Henan Provincial Pingdingshan City Chinese Medicine Hospital (河南省平頂山市中醫院) from September 1990 to August 2003. She obtained a bachelor's degree in Chinese medicine from Henan University of Traditional Chinese Medicine (河南中醫學院) in July 1990.

董事認為張女士過往及日後均會持續投入足夠時間履行作為執行董事的職責及責任，理由如下：(i)張女士負責監管本集團新藥品研發，而彼擔任中國中醫科學院研究員(特別是參與研發Sinco I)與彼作為執行董事有直接聯繫。在擔任中國中醫科學院研究員的同時，張女士亦履行作為執行董事的責任；(ii)為使張女士能夠投入足夠時間履行作為執行董事的職責，本集團已委派四名人員協助張女士管理Sinco I項目的臨床試驗、專利申請及生產過程，包括兩名擁有逾十五年藥品生產及品質監控經驗的研究人員、一名擁有臨床藥理學碩士學位(主修藥物測試設計及應用)的研究人員及一名擁有行政工商管理學士學位(主修藥物法律)的研究人員；及(iii)張女士獲委任為執行董事以來，勤勉盡責地出席本公司舉行的董事會會議。倘張女士未能親身出席董事會會議，則可根據組織章程細則透過電話會議形式參與該董事會會議。

自2006年7月至2008年10月，張女士擔任南京小營藥業集團有限公司附屬公司兆業生物科技有限公司總經理，主要負責新藥物研發。彼亦參與國家級科研項目，工作涉及礦藥物的檢測與品質監控。張女士曾為兩部專著擔任合作編輯並在國內外學術期刊發表多篇研究論文。張女士亦於2005年11月獲頒中華中醫藥學會科學技術二等獎。張女士於2006年6月取得南京中醫藥大學博士學位。自1990年9月至2003年8月，張女士擔任河南省平頂山市中醫院的藥劑師。彼於1990年7月獲河南中醫學院頒發中藥專業學士學位。

### Independent non-executive Directors

**Mr. Lau Ying Kit (劉英傑先生) (“Mr. Lau”)**, aged 46, is an independent non-executive Director with effect from 8 November 2018. Mr. Lau is currently an independent non-executive director of Kingdom Holdings Limited (Stock Code: 528), Xiezhong International Holdings Limited (Stock Code: 3663), China Wood Optimization (Holding) Limited (Stock Code: 1885) and United Strength Power Holdings Limited (Stock Code: 2337). Mr. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a master’s degree in finance from the City University of Hong Kong. He has extensive experience in financial and accounting in China and Hong Kong.

**Mr. Wang Qing (汪晴) (“Mr. Wang”)**, aged 55, was appointed as an independent non-executive Director with effect from 1 February 2016, mainly responsible for supervising and providing independent judgment to the Board. Mr. Wang has worked at Dalian University of Technology (大連理工大學) from April 2003 up until now. Mr. Wang served as an associate professor when he first joined Dalian University of Technology and was later promoted to professor in November 2010 and he was responsible for research and development and teaching. Mr. Wang is currently the director of the Department of Pharmacy in the School of Pharmaceutical Sciences at Dalian University of Technology. From July 1986 to September 1997, Mr. Wang worked as a pharmacist supervisor at Liaoning Provincial Medical Company Limited (遼寧省藥材有限責任公司), where he was responsible for drugs inspection and evaluation and participated in research and technical renovation.

Mr. Wang obtained his Ph.D. degree in treatment therapy system at Kyushu Institute of Technology (九州島工業大學) in Japan in March 2003 and a master’s degree in treatment therapy system at Kyushu Institute of Technology in March 2000. Mr. Wang obtained his bachelor’s degree in medicinal plants at Jilin Agricultural University (吉林農業大學) in July 1986.

### 獨立非執行董事

劉英傑先生(「劉先生」)，46歲，獲委任為獨立非執行董事，自2018年11月8日起生效。劉先生現為金達控股有限公司(股份代號：528)、協眾國際控股有限公司(股份代號：3663)、中國優材(控股)有限公司(股份代號：1885)及眾誠能源控股有限公司(股份代號：2337)的獨立非執行董事。劉先生為香港會計師公會資深會員，並持有香港城市大學金融學碩士學位。彼於中國和香港有豐富的金融及會計經驗。

汪晴先生(「汪先生」)，55歲，獲委任為獨立非執行董事，自2016年2月1日起生效，主要負責監督董事會並為其提供獨立意見。汪先生自2003年4月至今任職於大連理工大學，最初擔任副教授，隨後於2010年11月晉升為教授，負責研發及教學。目前汪先生擔任大連理工大學製藥科學與技術學院藥學系主任。自1986年7月至1997年9月，汪先生擔任遼寧省藥材有限責任公司的藥劑師監督員，負責藥品監督與評估，並參與研究及技術創新。

汪先生於2003年3月獲得日本九州島工業大學治療系統學博士學位，於2000年3月獲得九州島工業大學治療系統學碩士學位。汪先生於1986年7月獲得吉林農業大學藥用植物學學士學位。



**Mr. Liu Wenfang (劉文芳) (“Mr. Liu”)**, aged 82, was appointed as an independent non-executive Director with effect from 1 February 2016, mainly responsible for supervising and providing independent judgement to the Board. Prior to joining our Group, from July 2017 to present, he serves as a senior technical consultant in two biologic companies in terms of Shanxi Kangbao Biological Product Co., Ltd (山西康寶生物製品股份有限公司) and China Biologic Products Inc. (泰邦生物製品有限公司), a company listed on NASDAQ (stock code: CBPO). From February 2011 to June 2017, he also served as an independent director of China Biologic Products Inc. From 2007 to 2011, Mr. Liu worked as a chief consultant at Sichuan Yuanda Shuyang Pharmaceuticals Co., Ltd (四川遠大蜀陽藥業股份有限公司) where he was responsible for research and promoting new theories and applications in the medical field. From 2000 to 2007, he served as the chief engineer and director of Hualan Biological Engineering Inc. (華蘭生物工程股份有限公司) where he was responsible for supervising the manufacturing process and quality management. From May 1998 to May 1999, Mr. Liu served as the chief engineer of Guiyang Qianfeng Bio Manufacture Company (貴陽黔峰生物製品有限責任公司) where he was responsible for research and developing new products. From 1978 to 1988, Mr. Liu worked in the Institute of Blood Transfusion, Chinese Academy of Medical Sciences (中國醫學科學院輸血研究所) and was engaged in the segregation and purification of blood and protein and research, development and quality analysis of blood products.

Mr. Liu obtained a bachelor’s degree majoring in biochemistry from the Shenyang Institute of Applied Ecology, Chinese Academy of Sciences (中國科學院瀋陽應用生態研究所) (formerly known as the Institute of Forestry and Soil Sciences) in August 1963.

### Senior Management

**Mr. Li Yifan (李一帆) (“Mr. Li”)**, aged 40, joined our Group in February 2015 and was appointed as the Chief Financial Officer of the Company in June 2015, mainly responsible for the overall financial strategic planning, internal control system management, and investment and financing management of the Group. Mr. Li is also the director of Sichuan Sinco Pharmaceuticals Co., Ltd.. Mr. Li has over 10 years of experience in accounting and financial management. Before joining the Group, Mr. Li worked for China Ploymetallic Mining Limited, a company listed on the HKSE (stock code: 2133) from March 2011 to January 2015, and last served as the deputy chief financial officer responsible for financial accounting and management. From February 2005 to February 2011, Mr. Li successively served as an auditor of the Shenzhen Branch and a senior auditor of the Chengdu branch of Ernst & Young Hua Ming LLP. Mr. Li obtained a Master of Science in Finance degree from the University of Stirling in January 2005 and graduated from Southwestern University of Finance and Economics (西南財經大學) in July 2002 with a bachelor’s degree in management. Mr. Li has been a Chinese Certified Public Accountant since January 2012.

**劉文芳先生(「劉先生」)**，82歲，獲委任為獨立非執行董事，自2016年2月1日起生效，主要負責監督董事會並為其提供獨立意見。加入本集團之前，自2017年7月至今，彼於山西康寶生物製品股份有限公司和泰邦生物製品有限公司(一間於納斯達克上市的公司，股份代號：CBPO)兩家生物製品公司擔任高級技術顧問。自2011年2月至2017年6月，彼亦於泰邦生物製品有限公司擔任獨立董事。自2007年至2011年，劉先生擔任四川遠大蜀陽藥業股份有限公司首席顧問，負責研究及推廣醫藥領域的新理論及應用。自2000年至2007年，彼擔任華蘭生物工程股份有限公司首席工程師及董事，負責監督製造過程及質量管理。自1998年5月至1999年5月，劉先生擔任貴陽黔峰生物製品有限責任公司首席工程師，負責研發新產品。自1978年至1998年，劉先生於中國醫學科學院輸血研究所工作，從事血液及蛋白質分離純化及血製品研發與質量分析。

劉先生於1963年8月獲得中國科學院瀋陽應用生態研究所(前身為林業土壤研究所)生物化學學士學位。

### 高級管理層

**李一帆先生(「李先生」)**，40歲，於2015年2月加入本集團，於2015年6月獲委任為本公司首席財務官，主要負責本集團的整體財務戰略策劃、內部控制系統管理及投融資管理。李先生亦為四川興科蓉藥業有限責任公司的董事。李先生有逾10年會計及財務管理經驗。加入本集團前，李先生自2011年3月至2015年1月任職香港聯交所上市公司中國多金屬礦業有限公司(股份代號：2133)，離職前擔任財務副總監，負責財務會計及管理。自2005年2月至2011年2月，李先生先後擔任安永華明會計師事務所深圳分公司核數師及成都分公司高級核數師。李先生於2005年1月獲得斯特靈大學金融學理學碩士學位，於2002年7月畢業於西南財經大學並獲得管理學學士學位。李先生於2012年1月獲得中國註冊會計師資格。

**Mr. Lei Shifeng (雷世鋒) (“Mr. Lei”)**, aged 53, joined our Group in July 2016 as the general manager of Chengdu Sinco Pharmaceutical Technology Co. Ltd. and was appointed as the general manager of Sichuan Sinco Pharmaceuticals Co., Ltd. in October 2016, mainly responsible for its overall operation and management. Mr. Lei is also the director of Chengdu Sinco Pharmaceutical Technology Co., Ltd., Chengdu Sinco Pharmaceuticals Co., Ltd., Chengdu Hengsheng Ziguang Pharmaceutical Technology Co., Ltd. and Sichuan Sinco Biological Technology Co., Ltd.. Prior to joining the Group, Mr. Lei worked for Sichuan Derentang Traditional Chinese Medicine Technology Co., Ltd. (四川德仁堂中藥科技股份有限公司), mainly responsible for procurement, manufacturing and quality control. From May 2001 to May 2007, he worked as the vice general manager of Chengdu Zhongxin Pharmaceutical Co., Ltd (成都中新藥業有限公司), mainly responsible for the overall business operation and management. From July 1988 to April 2001, he was a manager at Chengdu Traditional Chinese Medicine Company (成都中藥材公司), mainly responsible for the procurement and business operation and management of its branches. Mr. Lei earned his bachelor's degree from Jilin Agricultural University (吉林農業大學) in July 1988 and the Certified Pharmacist qualification in January 2000.

**Mr. Peng Fei (彭飛) (“Mr. Peng”)**, aged 46, joined our Group in April 2011 and was appointed as the Financial Controller of our Company in June 2015, mainly responsible for overall finance management. Mr. Peng is also the director of Sichuan Sinco Pharmaceuticals Co., Ltd. and Qingdao Ruichi Pharmaceuticals Co., Ltd.. Prior to joining our Group, Mr. Peng served as the finance manager of Ruixin from September 2004 to March 2011, responsible for finance management. Mr. Peng also served as the finance staff of the Third Construction Section of the Factory Construction Engineering Bureau, the Ministry of Railway and China Railway Construction Engineering Group North Project Co., Ltd. (鐵道部建廠工程局第三工程處、中鐵建工集團北方工程有限公司) from September 1991 to August 2004, mainly responsible for the company's finance management. Mr. Peng obtained a bachelor's degree in accounting from Southwestern University of Finance and Economics (西南財經大學) in December 2006, He also obtained the qualification of Registered Tax Agent issued by Sichuan Provincial Human Resources Department (四川省人事廳) in April 2009, and obtained the license as a senior accountant from Chengdu Reform Leading Group of Professional Titles in April 2013. He has been a Chinese Certified Public Accountant since December 2016.

**雷世鋒先生(「雷先生」)**，53歲，於2016年7月加入本集團擔任成都興科蓉醫藥技術有限公司總經理，於2016年10月獲委任為四川興科蓉藥業有限責任公司總經理，主要負責其整體業務運營管理工作。雷先生亦為成都興科蓉醫藥技術有限公司、成都興科蓉醫藥有限公司、成都恒盛紫光醫藥技術有限公司及四川興科蓉生物科技的董事。加入本集團前，雷先生曾任職四川德仁堂中藥科技股份有限公司，主要負責採購、生產及質量管控。自2001年5月至2007年5月任職成都中新藥業有限公司常務副總經理，主要負責公司整體業務運營管理。自1988年7月至2001年4月任職成都市中藥材公司經理，主要負責中藥分公司採購及業務經營管理工作。雷先生於1988年7月獲任吉林農業大學學士學位，於2000年1月獲得執業藥師資格。

**彭飛先生(「彭先生」)**，46歲，於2011年4月加入本集團，於2015年6月獲委任為本公司財務總監，主要負責整體財務工作的管理。彭先生亦為四川興科蓉藥業有限責任公司及青島瑞馳藥業有限公司的董事。加入本集團前，彭先生自2004年9月至2011年3月擔任瑞欣的財務經理，負責財務管理。彭先生自1991年9月至2004年8月擔任鐵道部建廠工程局第三工程處、中鐵建工集團北方工程有限公司財務人員，主要負責公司財務管理。彭先生於2006年12月取得西南財經大學會計學學士學位，於2009年4月獲得四川省人事廳註冊稅務代理人資格，於2013年4月獲成都市職稱改革工作領導小組授予高級會計師執照，於2016年12月獲得中國註冊會計師資格。



# Report of the Directors

## 董事會報告

The Board hereby presents its report together with the audited consolidated financial statements of the Group for the Reporting Period.

### Principal Activities

The principal activity of the Company is investment holding and the Group is principally engaged in the provision of comprehensive marketing, promotion and channel management service for imported pharmaceutical products and medical devices in China. The analysis of the revenue of the principal activities of the Group during the Reporting Period is set out in the note 4 to the consolidated financial statements.

### Business Review and Results

A review of the business of the Group during the Reporting Period is provided in “Management Discussion and Analysis” on pages 18 to 20. An analysis of the Group’s performance during the Reporting Period using financial key performance indicators is provided in the Financial Highlights on page 4 to 5 of this annual report.

The results of the Group for the Reporting Period are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 101 of this annual report.

### Possible Acquisitions, Placing and Convertible Bond Issuance During the Reporting Period

#### Memorandum of understanding in respect of a possible acquisition

On 15 December 2018, the Company entered into a non-legally binding memorandum of understanding (the “MOU”) with two third parties (the “Vendor(s)”) in relation to a possible acquisition (the “Possible Acquisition”) of majority stake in a company (the “Target Company”), and the Target Company and its subsidiaries were principally engaged in maternal and child care and its related services. Pursuant to the terms of the MOU, the MOU would be terminated if the relevant formal agreement had not been signed among the parties to the MOU upon the end of the relevant exclusive period under the MOU. Since no Formal Agreement was signed and the parties did not agree to extend the exclusive period, accordingly, the Possible Acquisition did not proceed. The Board considered that the termination of the MOU had no material adverse impact on the existing business operation and financial position of the Group. Please refer to the Company’s announcements dated 15 December 2018 and 15 March 2019 for the details of the Possible Acquisition.

董事會謹此提呈其報告連同本集團於報告期的經審核綜合財務報表。

### 主要業務

本公司的主要業務為投資控股，而本集團主要於中國為進口藥品及醫療器械提供綜合性營銷、推廣及渠道管理服務。本集團於報告期內的主要業務收益分析載列於綜合財務報表附註4。

### 業務回顧及業績

本集團於報告期內的業務回顧載於第18至20頁的「管理層討論及分析」。運用財務關鍵表現指標對本集團於報告期內的表现進行的分析載於本年報第4至5頁的財務摘要。

本集團於報告期的業績載於本年報第101頁的綜合損益及其他全面收益表。

### 於報告期內的可能收購事項、配售及可換股債券發行

#### 可能收購事項的諒解備忘錄

於2018年12月15日，本公司與兩名第三方（「賣方」）訂立無法律約束力的諒解備忘錄（「諒解備忘錄」），內容有關可能收購（「可能收購事項」）一間公司（「目標公司」）的大部分股權，而目標公司及其附屬公司主要經營婦幼健康護理服務及相關業務。根據諒解備忘錄的條款，倘諒解備忘錄訂約方於諒解備忘錄相關獨家期間結束時未能簽署相關正式協議，則諒解備忘錄將予終止。由於諒解備忘錄訂約方並無簽署正式協議且諒解備忘錄訂約方未同意延長獨家期間，故可能收購事項並未進行。董事會認為終止諒解備忘錄對本集團現有業務經營及財務狀況不會造成重大不利影響。有關可能收購事項的詳情，請參閱本公司日期為2018年12月15日及2019年3月15日的公告。

### Possible acquisition, placing of Shares and issuance of convertible bonds

On 4 February 2019, the Company entered into a placing agreement (the "Placing Agreement") with South China Securities Limited (the "Placing Agent") in relation to the conditional placing (the "Placing") of (i) up to 338,378,117 placing shares to not less than six placees at the placing price of not less than HK\$0.443 per placing share; and (ii) the convertible bonds of up to an aggregate principal amount of HK\$170.0 million to not less than six placees. In such connection, the Company entered into a non-legally binding memorandum of understanding dated 4 February 2019 (the "PP MOU") with PIEL Capital Company Limited in relation to the possible acquisition of a company, which intended to acquire certain interest in a provider of low-cost long-life and long-duration energy storage systems. On 13 March 2019 (after trading hours), the Company and the Placing Agent entered into a termination agreement to terminate the Placing Agreement. Each of the Company and the Placing Agent confirmed that it does not have any claim against the other party for any liability under the Placing Agreement and further agreed to waive all the rights that it may have against the other party of whatever nature in relation to the Placing Agreement. According to the PP MOU, it shall be terminated upon the expiry of the exclusivity period under the PP MOU, which was a period of six months from the date of the PP MOU. Since no definitive agreement relating to the possible acquisition was signed among the parties to the PP MOU, accordingly, the possible acquisition did not proceed. Details of the possible acquisition, Placing Agreement and termination agreement was set out in the Company's announcements dated 4 February 2019 and 13 March 2019.

### Continuing Disclosure Requirements pursuant to Rule 13.21 of the Listing Rules

A loan agreement (the "Loan Agreement") was entered into on 23 April 2018 among the Company as the borrower, Mr. Gui as the lender, Risun as the chargor and Mr. Huang as the guarantor for the Loan with an interest rate of 13.2% per annum and the due date as at 30 April 2019 for the repayment of principal and interest of the corporate bonds due in the same month (the "Loan"). On 27 March 2019 (after trading hours), the Company, Mr. Gui, Risun, Mr. Huang, Guangsha Overseas Holding Limited ("Guangsha Overseas") and Mr. Ye Songshao ("Mr. Ye") (collectively, the "New Lenders") entered into the supplemental agreement dated 27 March 2019 (the "Supplemental Agreement") to extend the repayment date of the Loan for an additional year from 30 April 2019 to 30 April 2020, subject to certain conditions precedent, one of which relates to the transfer of certain Shares for partial settlement of the Loan in an aggregate principal amount of RMB78,955,849.10 and the related accrued interests pursuant to the share charge under the Loan Agreement by Risun (the "Transfers").

### 可能收購事項、股份配售及可換股債券發行

於2019年2月4日，本公司與南華證券投資有限公司（「配售代理」）訂立配售協議（「配售協議」），內容有關有條件(i)向不少於六名承配人按配售價每股配售股份不低於0.443港元配售最多338,378,117股配售股份；及(ii)向不少於六名承配人配售本金總額最多為170.0百萬港元的可換股債券（「配售事項」）。就此而言，本公司就可能收購一間公司與PIEL Capital Company Limited訂立日期為2019年2月4日的無法律約束力諒解備忘錄（「PP諒解備忘錄」），以擬收購一間低成本、使用壽命長及耐耗能源存儲系統供應商的若干權益。於2019年3月13日（交易時段後），本公司與配售代理已訂立一份終止協議以終止配售協議。本公司及配售代理各自確認，其不會就配售協議項下任何責任向另一方提出任何申索，並進一步同意放棄其可對另一方提出的所有與配售協議有關的任何性質的權利。根據PP諒解備忘錄，其應於PP諒解備忘錄獨家期間（自PP諒解備忘錄日期起計六個月期間）屆滿時終止。由於PP諒解備忘錄訂約方概無簽訂有關可能收購事項的正式協議，故可能收購事項並未進行。有關可能收購事項、配售協議及終止協議的詳情載於本公司日期為2019年2月4日及2019年3月13日的公告。

### 根據上市規則第13.21條的持續披露規定

本公司（作為借款人）、桂先生（作為貸款人）、Risun（作為押記人）及黃先生（作為擔保人）於2018年4月23日訂立貸款協議（「貸款協議」），以借入年利率13.2%及到期日為2019年4月30日以償還於同月到期的公司債券本金及利息的貸款（「貸款」）。於2019年3月27日（交易時段後），本公司、桂先生、Risun、黃先生、廣廈海外控股有限公司（「廣廈海外」）及葉頌韶先生（「葉先生」）（統稱「新貸款人」）訂立日期為2019年3月27日的補充協議（「補充協議」），以將貸款的償還日期由2019年4月30日額外延長一年至2020年4月30日，惟須待若干先決條件（其中一項有關Risun就償付本金總額為人民幣78,955,849.10元的部分貸款以及根據貸款協議項下股份押記的相關應計利息轉讓若干股份（「轉讓」））達成，方可作實。





Under the Supplemental Agreement, the maturity date of the Loan would be extended from 30 April 2019 to 30 April 2020, subject to certain conditions precedent, one of which relates to the Transfers by Risun to the New Lenders for partial settlement of the Loan (the "Transfers Condition Precedent"). Subsequent to the signing of the Supplemental Agreement, the Transfers Condition Precedent was waived by Mr. Gui and the New Lenders, and hence, the Transfers were not executed and will not take place pursuant to the Supplemental Agreement. On 29 March 2019, as all conditions precedent to the Supplemental Agreement were either waived or fulfilled (including the waiver of the Transfers Condition Precedent), the Supplemental Agreement was completed and the maturity date of the Loan was extended from 30 April 2019 to 30 April 2020.

The Company has arranged repayment of the Loan together with relevant interest amounts, under the Loan Agreement (as supplemented by the Supplemental Agreement) on 3 January 2020. In such connection, the 1,049,990,000 Shares charged and placed in a custodian account pursuant to the Loan Agreement and the guarantee provided by Mr. Huang in connection with the Loan were released.

For more details, please refer to the Company's announcements dated 23 April 2018, 27 March 2019, 9 April 2019 and 3 January 2020.

根據補充協議，貸款的到期日將由2019年4月30日延長至2020年4月30日，惟受若干先決條件規限，其中一項有關Risun向新貸款人就償付部分貸款作出的轉讓（「轉讓先決條件」）。簽署補充協議後，轉讓先決條件已獲桂先生及新貸款人豁免，轉讓因而並無獲執行且不會根據補充協議發生。於2019年3月29日，由於補充協議的所有先決條件已獲豁免或達成（包括豁免轉讓先決條件），故補充協議已完成及貸款到期日已由2019年4月30日延長至2020年4月30日。

於2020年1月3日，本公司已安排償還貸款協議（由補充協議補充）項下的貸款及相關利息款項。就此而言，根據貸款協議所抵押並存入託管賬戶的1,049,990,000股股份及黃先生就貸款提供的擔保亦獲解除。

有關更多詳情，請參閱本公司日期為2018年4月23日、2019年3月27日、2019年4月9日及2020年1月3日的公告。

## Final Dividend

The Directors do not recommend a final dividend for the Reporting Period.

## Closure of the Register of Members

The register of members of the Company will be closed from Thursday, 18 June 2020 to Tuesday, 23 June 2020, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the forthcoming AGM to be held on Tuesday, 23 June 2020. To be eligible for attending and voting at the AGM, all transfer forms must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30pm on Wednesday, 17 June 2020.

## Financial Summary

A summary of the Group's results, assets, liabilities for the last five financial years are set out on pages 4 to 5 of this annual report. This summary does not form part of the audited consolidated financial statements.

## Major Customers and Suppliers

For the Reporting Period, the Group's products purchased from the largest supplier, accounted for 78.9% (2018: 67.5%) of total products purchased, and products purchased from five largest suppliers accounted for 100.0% (2018: 100.0%) of our total products purchased.

For the Reporting Period, the Group's sales to largest customer accounted for 18.1% (2018: 12.6%) of our total revenue, and sales to the five largest customers accounted for 39.7% (2018: 35.1%) of our total revenue.

None of the Directors or any of their close 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 interest in the Group's five largest customers and suppliers.

## Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in note 12 to the consolidated financial statements.

## 末期股息

董事並無建議派發報告期的末期股息。

## 暫停辦理股份過戶登記手續

為釐定有權出席於2020年6月23日(星期二)舉行的應屆股東週年大會的股東身份,本公司將於2020年6月18日(星期四)至2020年6月23日(星期二)(包括首尾兩日)暫停辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票,所有過戶表格須於2020年6月17日(星期三)下午4時30分前送交本公司香港證券登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

## 財務概要

本集團過去五個財政年度的業績、資產、負債的概要載於本年報第4至5頁。本概要並不構成經審核綜合財務報表的一部分。

## 主要客戶及供應商

報告期內,本集團向最大供應商採購的產品佔總採購產品的78.9%(2018年:67.5%),向五大供應商採購的產品則佔我們總採購產品的100.0%(2018年:100.0%)。

報告期內,本集團向最大客戶作出的銷售額佔我們總收益的18.1%(2018年:12.6%),向五大客戶作出的銷售額則佔我們總收益的39.7%(2018年:35.1%)。

概無董事或彼等的任何緊密聯繫人或任何股東(就董事所深知,擁有本公司已發行股本5%以上)於本集團五大客戶及供應商中擁有任何權益。

## 物業、廠房及設備

於本集團報告期內的物業、廠房及設備變動詳情載於綜合財務報表附註12。



## Subsidiaries

Details of the major subsidiaries of the Company as of 31 December 2019 are set out in note 1 to the consolidated financial statements.

## Share Capital

Details of movements in the share capital of the Company during the Reporting Period are set out in note 27 to the consolidated financial statements.

## Reserves

Details of movements in the reserves of the Group during the Reporting Period are set out on page 104 in the consolidated statement of changes in equity.

## Distributable Reserves

As at 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the provisions of Cayman Companies Law of the Cayman Islands and the Articles of Association, amounted to approximately RMB12.2 million (as at 31 December 2018: RMB257.0 million).

## Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 31 December 2019 are set out in note 25 to the consolidated financial statements.

## Share Option Scheme

### 1. Purpose

The purpose of the Share Option Scheme is to provide an incentive or reward for Eligible Participants (defined below) for their contribution or potential contribution to the Company and/or any of its subsidiaries.

### 2. Eligible participants

The Board may subject to and in accordance with the provisions of the Share Option Scheme and the Listing Rules, at its discretion grant options to any full-time or part-time employees, including executives, senior management or officers (including executive, non-executive and independent non-executive directors) of the Company, its subsidiaries or any entity in which the Group holds any equity interest, and to any company wholly owned by one or more persons belonging to any of the above classes of participants who, in the absolute discretion of the Board has contributed or will contribute to the Group (collectively, the "Eligible Participants").

## 附屬公司

本公司截至2019年12月31日的主要附屬公司詳情載於綜合財務報表附註1。

## 股本

本公司於報告期內的股本變動詳情載於綜合財務報表附註27。

## 儲備

本集團於報告期內的儲備變動詳情載於第104頁的綜合權益變動表。

## 可供分派儲備

於2019年12月31日，本公司根據開曼群島公司法條文及組織章程細則計算的可供分派儲備約為人民幣12.2百萬元（於2018年12月31日：人民幣257.0百萬元）。

## 銀行貸款及其他借款

本集團於2019年12月31日的銀行貸款及其他借款詳情載於綜合財務報表附註25。

## 購股權計劃

### 1. 目的

購股權計劃旨在向已經向本公司及／或其任何附屬公司作出貢獻或即將作出貢獻的合資格參與者（定義見下文）提供獎勵或回報。

### 2. 合資格參與者

董事會依循及遵照購股權計劃的條款及上市規則可酌情將購股權授予本公司、其附屬公司或本集團持有任何股權的任何實體的任何全職或兼職僱員（包括行政人員、高級管理人員或高級職員（包括執行董事、非執行董事及獨立非執行董事）），以及董事會全權酌情認為已向或將向本集團作出貢獻的任何一名或多名上述類別參與者（統稱「合資格參與者」）全資擁有的任何公司。

### 3. Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of ten years from 1 February 2016, after which time no further option will be granted. The remaining life of the Share Option Scheme as at the date of this report is approximately 5 years and 9 months.

### 4. Total number of Shares available for issue

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Scheme shall not, in aggregate, exceed 160,000,000, representing 9.46% of the issued share capital of the Company as at the date of this report.

### 5. Maximum entitlement of each participant

Unless approved by Shareholders, the total number of Shares issued and to be issued upon exercise of options granted to any participant (including exercised and outstanding options) under the Share Option Scheme in any 12-month period up to the date of grant shall not exceed 1% of the total shares in issue.

### 6. Offer period and amount payable for options

An option may be accepted by an Eligible Participant within 15 days from the date of the offer of grant of the option. A nominal consideration of HK\$1.00 is payable upon acceptance of the grant of option.

### 7. Minimum period for which an option must be held before it can be exercised

The period during which an option must be held before it can be exercised in accordance with the terms of the Share Option Scheme shall be one year after the date on which the option is granted. The Board may in its absolute discretion impose further restrictions on the exercise of the option.

### 8. Period within which the Share must be taken up

Subject to the discretion of the Board who may impose restrictions on the exercise of the option, any option may be exercised one year after the date on which the options is granted and shall expire on the earlier of the last day of (i) a six year period from the date of such grant; and (ii) the expiration of the Share Option Scheme.

### 3. 購股權計劃的期限

購股權計劃自2016年2月1日起計十年期間有效及生效，之後不會進一步授出購股權。購股權計劃於本報告日期之剩餘年期約為五年九個月。

### 4. 可供發行股份總數

因行使根據購股權計劃所授全部購股權而可能發行的最高股份數目，合共不得超過160,000,000股股份，佔本公司於本報告日期已發行股份的9.46%。

### 5. 每位參與者可享有的最高股份數目

除非經股東批准，於截至授出日期的任何12個月期間內因行使根據購股權計劃已授予各參與者的購股權(包括已行使及尚未行使的購股權)而已發行及將發行的股份總數，不得超逾已發行股份總數的1%。

### 6. 發售期及購股權應付金額

合資格參與者可於要約授出購股權日期起計15日內接納購股權。於接納獲授購股權時須支付名義代價1.00港元。

### 7. 可行使購股權前必須持有的最短期限

根據購股權計劃的條款，可行使購股權前必須持有的期限是自授出購股權當日起計為期一年。董事會可全權酌情對行使購股權施加進一步限制。

### 8. 接納股份的期限

在董事會可酌情限制行使購股權的規限下，購股權可於授出購股權日期後一年行使，並於下列較早期限的最後一日屆滿：(i)授出日期起計六年期限；及(ii)購股權計劃期滿。



## 9. Basis of determining the subscription price

The price per Share at which a Grantee may subscribe for Shares upon exercise of an option (the "Exercise Price") shall be a price determined by the Board but in any event shall be at least the highest of:

- (i) The closing price of the Shares as stated in the HKSE's daily quotations sheets on the date on which the option is granted;
- (ii) The average closing price of the Shares as stated in the HKSE's daily quotations sheets for the five business days immediately preceding the date of grant of that option; and
- (iii) The nominal value of the Shares.

The summary of the options granted under the Share Option Scheme that were still outstanding as at 31 December 2019 are as follows:

## 9. 釐定認購價的基準

承授人行使購股權時可能認購股份的每股股份價格(「行使價」)乃由董事會釐定，惟於任何情況下不得低於下列三者中的最高者：

- (i) 股份於授出購股權日期在香港聯交所日報表所載的收市價；
- (ii) 股份於緊接授出購股權日期前五個營業日在香港聯交所日報表所載的平均收市價；及
- (iii) 股份面值。

根據購股權計劃授出而於2019年12月31日仍尚未行使的購股權概述如下：

Grantee's name 承授人姓名	Number of Options 購股權數目					On 31 December 2019 於2019年 12月31日	Exercise Price <sup>(1)</sup> 行使價 <sup>(1)</sup>	Date of grant 授出日期	Exercisable period <sup>(2)</sup> 行使期 <sup>(2)</sup>
	On 1 January 2019 於2019年 1月1日	Granted 授出	Exercised 行使	Cancelled 註銷	Lapsed 失效				
Employees (in aggregate) 僱員(合共)	16,850,000	-	-	-	1,200,000 <sup>(3)</sup>	15,650,000	HK\$0.568 0.568港元	21 September 2016 2016年9月21日	21 September 2017- 20 September 2022 2017年9月21日至 2022年9月20日

Notes:

- (1) The exercise price represents not less than the highest of (i) the closing price of HK\$0.540 per Share as stated in the HKSE's daily quotation sheets on 21 September 2016, being the date of such grant; (ii) the average closing price of HK\$0.568 per Share as stated in the HKSE's daily quotation sheets for five business days immediately preceding the date of such grant; and (iii) the nominal value of the Share at HK\$0.0001 per Share.
- (2) 40% of the options granted shall be vested and can be exercised upon one year commencing the date of such grant (i.e. 21 September 2017) and a continuous employment of one year. Another 30% of the options granted, shall be vested and can be exercised upon two years commencing the date of such grant (i.e. 21 September 2018) and a continuous employment of two years. The remaining 30% of the options granted, shall be vested and can be exercised upon three years commencing the date of such grant (i.e. 21 September 2019) and a continuous employment of three years.
- (3) 1,200,000 share options granted to several employees lapsed two months after their cessation of employment.

附註：

- (1) 行使價不低於以下三者中的最高者：(i)於2016年9月21日(即有關授出日期)在香港聯交所日報表所載的收市價每股0.540港元；(ii)股份於緊接有關授出日期前五個營業日在香港聯交所日報表所載的平均收市價每股0.568港元；及(iii)股價面值每股0.0001港元。
- (2) 授出購股權的40%將自有關授出日期起計一年(即2017年9月21日)且持續受僱一年後可予歸屬及行使。授出購股權的另外30%將自有關授出日期起計兩年(即2018年9月21日)且持續受僱兩年後可予歸屬及行使。授出購股權的餘下30%將自有關授出日期起計三年(即2019年9月21日)且持續受僱三年後可予歸屬及行使。
- (3) 授予若干僱員的1,200,000份購股權於彼等終止受聘之日起兩個月後失效。

### Equity-linked Agreements

Other than the Share Option Scheme of the Company as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Reporting Period or subsisted at the end of the Reporting Period.

### Directors

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

#### Executive Directors:

Mr. Huang Xiangbin (*Chairman and Chief Executive Officer*)  
Ms. Zhang Zhijie

#### Independent Non-Executive Directors:

Mr. Lau Ying Kit  
Mr. Wang Qing  
Mr. Liu Wenfang

In accordance with article 16.18 of the Articles of Association, Ms. Zhang Zhijie and Mr. Wang Qing will retire and being eligible, have offered themselves for re-election as Directors at the forthcoming AGM.

Details of the Directors to be re-elected at the forthcoming AGM are set out in the circular to the Shareholders.

### 股票掛鈎協議

除上文所披露的本公司購股權計劃，本公司並無於報告期內訂立或於報告期末存續任何股票掛鈎協議，而將會或可能導致本公司發行股份，或規定本公司訂立任何將會或可能導致本公司發行股份的協議。

### 董事

於報告期內及直至本報告日期，董事為：

#### 執行董事

黃祥彬先生(*主席兼行政總裁*)  
張志傑女士

#### 獨立非執行董事

劉英傑先生  
汪晴先生  
劉文芳先生

根據組織章程細則第16.18條，張志傑女士及汪晴先生將於應屆股東週年大會上退任，且合資格並願意重選連任董事。

將於應屆股東週年大會上重選的董事詳情載於寄發予股東的通函。



### Directors' and Senior Management's Biographies

Biographical details of the Directors and senior management of the Group are set out on pages 48 to 53 of this annual report.

### Confirmation of Independence of Independent Non-Executive Directors

The Company has received a confirmation of independence pursuant to rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent in accordance with rule 3.13 of the Listing Rules.

### Directors' Service Contracts and Letter of Appointments

Each of the executive Directors has entered into a service agreement with the Company for a term of three years commencing from the date of service agreement, which may be terminated by not less than three months' notice in writing served by either party to the other.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from the date of the letter of appointment, which may be terminated by not less than three months' notice in writing served by either part to the other.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### Directors' Interests in Transactions, Arrangements or Contracts of Significance

Other than those transactions disclosed in note 33 to the consolidated financial statements, no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had, directly or indirectly, a material interest subsisted during or at the end of the Reporting Period.

### 董事及高級管理層履歷

本集團董事及高級管理層的履歷詳情載於本年報第48至53頁。

### 獨立非執行董事的獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立性確認書，本公司認為，該等董事均為根據上市規則第3.13條的獨立人士。

### 董事服務合約及委聘函

各執行董事與本公司訂立服務協議，年期自服務協議日期起計為期三年，可由任何一方向另一方發出不少於三個月書面通知予以終止。

各獨立非執行董事與本公司訂立委聘函，初步任期自委聘函日期起計為期三年，可由任何一方向另一方發出不少於三個月書面通知予以終止。

概無擬於即將舉行的股東週年大會上應選連任的董事訂立本集團不可於一年內免付賠償(法定補償除外)而終止的服務合約。

### 董事於重大交易、安排或合約的權益

除於綜合財務報表附註33所披露的該等交易外，於報告期內或期末，本公司或其任何附屬公司概無訂立對本集團業務而言屬重大，且董事或與董事相關的實體於當中直接或間接擁有重大權益的任何交易、安排或合約。

### Directors' Interest in Competing Business

None of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete, either directly or indirectly, with the business of the Group during the Reporting Period.

### 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 existed during the Reporting Period.

### Employees and Emolument Policy

As of 31 December 2019, the Group had an aggregate of 107 full-time employees. The remuneration committee of the Company (the "Remuneration Committee") was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

### Remuneration of Directors and Five Individuals with Highest Emoluments

Details of the emoluments of the Directors and five highest paid individuals are set out in note 8 to the consolidated financial statements.

### Changes to Information in Respect of Directors

Save as otherwise disclosed in this report, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### 董事於競爭業務的權益

於報告期內，董事或彼等各自的聯繫人概無從事對本集團業務構成或可能構成直接或間接競爭的任何業務或於當中擁有任何權益。

### 管理合約

於報告期內，概無訂立或存在有關管理及經營本公司所有或任何重大部分業務的合約。

### 僱員及薪酬政策

截至2019年12月31日，本集團共有107名全職僱員。本公司薪酬委員會（「薪酬委員會」）已告成立，以審閱本集團的薪酬政策及本集團全體董事及高級管理層的薪酬結構，當中已考慮本集團的經營業績、董事及高級管理層的個別表現以及可資比較市場慣例。

### 董事及五名最高薪人士的酬金

董事及五名最高薪人士的酬金詳情載於綜合財務報表附註8。

### 董事資料變更

除本報告其他部份所披露者外，董事確認並無任何資料根據上市規則第13.51B(1)條的規定須予披露。





### Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this report, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, nor were any such rights exercised by them. Neither the Company nor any of its subsidiaries was a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate during the Reporting Period.

### Directors' and Chief Executive's Interests and Short Position in Shares, Underlying Shares and Debentures

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the HKSE pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the HKSE pursuant to Model Code as set out in Appendix 10 to the Listing Rules were as follows:

#### (i) Interest in Shares or Underlying Shares of the Company

Name of Director and chief executive	Nature of Interest	Number of Shares or underlying Shares <sup>(1)</sup> 股份或 相關股份數目 <sup>(1)</sup>	Approximate percentage of shareholding interest <sup>(3)</sup> 股權 概約百分比 <sup>(3)</sup>
董事及主要行政人員姓名 Mr. Huang <sup>(2)</sup> 黃先生 <sup>(2)</sup>	權益性質 Founder of a discretionary trust 酌情信託成立人	1,050,000,000 (L)	62.06%

Notes:

- (1) The Letter "L" denotes the person's long position in the Shares.
- (2) Mr. Huang was the settlor of a trust in which Wickhams Cay Trust Company Limited was the trustee and held the entire interest in Fullwealth Holdings Limited, which in turn held the entire beneficial interest in Risun. Mr. Huang was deemed to be interested in the 1,050,000,000 Shares beneficially held by Risun.
- (3) The calculation is based on the total number of 1,691,890,585 Shares in issue as at 31 December 2019.

### 董事收購股份或債券的權利

除本報告另有披露者外，概無授予任何董事或彼等各自的配偶或未滿18歲子女任何以收購本公司股份或債券方式獲得利益的權利，彼等亦無行使任何有關權利。於報告期內，本公司及其任何附屬公司概無訂立任何令董事或彼等各自的配偶或未滿18歲子女獲得任何其他法人團體有關權利的安排。

### 董事及主要行政人員於股份、相關股份及債券中的權益及淡倉

於2019年12月31日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯交所的權益及淡倉(包括根據證券及期貨條例有關條文，彼等被當作或被視為擁有的任何權益或淡倉)，或(ii)根據證券及期貨條例第352條須記錄於本公司存置的登記冊內的權益及淡倉，或(iii)根據上市規則附錄十所載標準守則須知會本公司及香港聯交所的權益及淡倉如下：

#### (i) 於本公司股份或相關股份的權益

附註：

- (1) 字母「L」指該名人士於股份所持有的好倉。
- (2) 黃先生為一項信託的財產授予人，其中 Wickhams Cay Trust Company Limited 為該信託的受託人並持有 Fullwealth Holdings Limited 全部權益，而 Fullwealth Holdings Limited 持有 Risun 全部實益權益。黃先生被視為擁有 Risun 實益所持 1,050,000,000 股股份的權益。
- (3) 該百分比乃根據於 2019 年 12 月 31 日總數 1,691,890,585 股已發行股份而計算得出。

## (ii) Interest in associated corporation

## (ii) 於相聯法團的權益

Name of Director 董事名稱	Name of associated corporation 相聯法團名稱	Nature of Interest 權益性質	Amount of registered share capital 已註冊股本金額	Approximate percentage of shareholding interest 股權概約百分比
Ms. Zhang Zhijie 張志傑女士	Sichuan Sinco Biological Technology Co., Ltd. 四川興科蓉生物科技股份有限公司	Interest in controlled corporation <sup>(1)</sup> 於受控法團的權益 <sup>(1)</sup>	RMB300,000 人民幣300,000元	30%

## Notes:

- (1) Sichuan Sinco Biological Technology Co., Ltd. was owned as to 30% by Beijing Kang Tai Yun Dao Technology Co., Ltd., which was in turn owned as to 60% by Ms. Zhang Zhijie.

Save as disclosed above, as at 31 December 2019, none of the Directors and the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the HKSE pursuant to the Model Code.

## 附註：

- (1) 四川興科蓉生物科技股份有限公司由北京康泰運道科技有限公司擁有30%權益，而北京康泰運道科技有限公司由張志傑女士擁有60%權益。

除上文所披露者外，於2019年12月31日，本公司董事及主要行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有或被視為擁有須記錄於本公司根據證券及期貨條例第352條規定須存置的登記冊內的任何權益或淡倉，或根據標準守則須另行知會本公司及香港聯交所的任何權益或淡倉。



## Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2019, to the best knowledge of the Directors, the following person/entities (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

### (i) Interest in the Company

## 主要股東於股份及相關股份中的權益及淡倉

於2019年12月31日，就董事所深知，根據本公司按照證券及期貨條例第336條須予存置的登記冊內所記錄，以下人士／實體（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉：

### (i) 於本公司的權益

Name	Nature of Interest	Number of Shares <sup>(1)</sup>	Approximate percentage of shareholding interest <sup>(5)</sup>
名稱	權益性質	股份數目 <sup>(1)</sup>	股權概約百分比 <sup>(5)</sup>
Risun <sup>(2)</sup>	Beneficial owner	1,050,000,000 (L)	62.06%
Risun <sup>(2)</sup>	實益擁有人		
Fullwealth Holdings Limited	Interest in controlled corporation	1,050,000,000 (L)	62.06%
Fullwealth Holdings Limited	於受控法團的權益		
Wickhams Cay Trust Company Limited <sup>(2)</sup>	Trustee	1,050,000,000 (L)	62.06%
Wickhams Cay Trust Company Limited <sup>(2)</sup>	受託人		
Wisen Group Holding Limited ("Wisen") <sup>(3)</sup>	Beneficial owner	90,000,000 (L)	5.32%
Wisen Group Holding Limited(「Wisen」) <sup>(3)</sup>	實益擁有人		
Mr. Liu Sichuan <sup>(3)</sup>	Interest in controlled corporation	90,000,000 (L)	5.32%
劉思川先生 <sup>(3)</sup>	於受控法團的權益		
Mr. Gui <sup>(4)</sup>	Person having a security interest in shares	1,049,990,000 (L)	62.06%
桂先生 <sup>(4)</sup>	於股份擁有抵押權益人士		
	Interest in controlled corporation	20,915,000 (L)	1.24%
	於受控法團的權益		
	Total:	1,070,905,000 (L)	63.30%
	合計：		

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Mr. Huang is the settlor of a trust in which Wickhams Cay Trust Company Limited is the trustee and holds the entire interest in Fullwealth Holdings Limited, which in turn holds the entire beneficial interest in Risun. Fullwealth Holdings Limited, Wickhams Cay Trust Company Limited and Mr. Huang are deemed to be interested in the 1,050,000,000 Shares beneficially held by Risun.
- (3) Wisen is owned as to 100% by Mr. Liu Sichuan. Therefore, Mr. Liu Sichuan is deemed to be interested in the 90,000,000 Shares held by Wisen.
- (4) As confirmed by Mr. Gui, Innovative Advertising Company Limited, a company wholly owned by Mr. Gui, held 20,915,000 Shares. Therefore, Mr. Gui was deemed to be interested in such Shares. Mr. Gui also had a security interest in 1,049,990,000 Shares held by Risun.
- (5) The calculation is based on the total number of 1,691,890,585 Shares in issue as at 31 December 2019.

附註：

- (1) 字母「L」指該名人士於股份所持有的好倉。
- (2) 黃先生為一項信託的財產授予人，其中 Wickhams Cay Trust Company Limited 為該信託的受託人並持有 Fullwealth Holdings Limited 全部權益，而 Fullwealth Holdings Limited 持有 Risun 全部實益權益。Fullwealth Holdings Limited、Wickhams Cay Trust Company Limited 及黃先生均被視為擁有 Risun 實益所持有 1,050,000,000 股股份的權益。
- (3) Wisen 由劉思川先生全資擁有。因此，劉思川先生被視為擁有 Wisen 所持有 90,000,000 股股份的權益。
- (4) 經桂先生確認，桂先生全資擁有的公司創作廣告有限公司持有 20,915,000 股股份。因此，桂先生被視為於該等股份中擁有權益。桂先生亦擁有 Risun 持有的 1,049,990,000 股股份中的抵押權益。
- (5) 該百分比乃根據於 2019 年 12 月 31 日總數 1,691,890,585 股已發行股份而計算得出。

### Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

### Connected Transaction

Details of the related party transactions undertaken by the Group are set out in note 33 to the consolidated financial statements. Pursuant to Rules 14A.76 and 14A.90 of the Listing Rules, each of the staff advances to Mr. Huang relating to prepayment of travelling and other expenses during his course of employment and the guarantee provided by Mr. Huang as disclosed in notes 16 and 25 to the consolidated financial statements is a connected transaction exempted from announcement, reporting, annual review and independent shareholders' approval requirements under the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the above connected transaction.

### 購買、出售或贖回上市證券

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 關連交易

本集團進行的關連方交易詳情載於綜合財務報表附註 33。根據上市規則第 14A.76 及 14A.90 條，於綜合財務報表附註 16 及 25 各自披露有關受僱期間的交通預付款項及其他開支而給予黃先生的員工墊款；及由黃先生提供的擔保獲豁免遵守上市規則的公告、申報、年度審核及獨立股東批准規定的關連交易。本公司已就上述關連交易遵守上市規則第 14A 章的披露規定。



## Directors and Controlling Shareholders' Interests in Contracts

Save as disclosed in the section headed "Connected Transactions" above, there were no other contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the year or at any time during the year and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

## Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles of Association or the Cayman Islands Companies Law where the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

## Tax Relief and Exemption

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

## Non-Competition Undertaking

On 1 February 2016, Mr. Huang and Risun, our controlling shareholders entered into a deed of non-competition in favour of our Company (for itself and on behalf of all members of the Group), pursuant to which they have undertaken, subject to and except as mentioned in the Prospectus, that they, would not, and would procure that none of their associates (other than any member company of our Group) will directly or indirectly, engage in any business which competes or is likely to compete, directly or indirectly, with our Group's business as described in the Prospectus in the PRC or any other places in which our Group carries on business.

The Company has received confirmations from the controlling shareholders confirming their compliance with the deed of non-competition during the Reporting Period.

## Permitted Indemnity Provision

As at the date of this report, all Directors of the Company were covered under the liability insurance purchased by the Company.

## 董事及控股股東於合約的權益

除上文「關連交易」一節所披露者外，於年末或年內任何時間概無存續由本公司或本公司之任何附屬公司所訂立與本公司業務相關而董事直接或間接於當中擁有重大權益的其他重大合約，本公司或本公司之任何附屬公司亦無與控股股東或其任何附屬公司就本公司業務訂立任何其他重大合約。

## 優先權

組織章程細則或本公司註冊成立所在地開曼群島公司法概無規定本公司須向現有股東按比例發售新股的優先認購權條文。

## 稅務減免

董事並不知悉因股東持有本公司證券而享有任何稅務減免。

## 不競爭承諾

於2016年2月1日，我們的控股股東黃先生及Risun以本公司（為其本身及代表本集團所有成員公司）為受益人訂立不競爭契約，據此，根據招股書所述限制及若干例外情況，彼等承諾自身不會亦將促使其聯繫人（本集團任何成員公司除外）不會在中國或本集團業務所在其他地區直接或間接從事與招股書所述本集團業務直接或間接構成競爭或可能構成競爭的任何業務。

本公司已收到控股股東就彼等於報告期內已遵守不競爭契約的確認書。

## 獲准許的彌償條文

於本報告日期，本公司全體董事均受本公司所購買的責任保險保障。

### Charitable Donations

During the Reporting Period, the Group did not make any donations (2018: Nil)

### Disclosure Under Rule 13.20 of the Listing Rules

The Directors are not aware of any circumstances resulting in the responsibilities of disclosure under Rule 13.20 of the Listing Rules regarding the provision of advance by the Company to an entity.

### Code of Conduct Regarding Directors' Securities Transactions

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry with the Directors, all the Directors confirmed that they had complied with such code of conduct throughout the Reporting Period.

### Corporate Governance

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practice adopted by the Company is set out in the Corporate Governance Report on pages 71 to 93 of this annual report.

### Sufficiency of Public Float

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued share capital, the prescribed minimum percentage of public float approved by the HKSE and permitted under the Listing Rules, are held by the public at all times during the Reporting Period and up to the date of this report.

### Audit Committee

The principal duties of the audit committee of the Company (the "Audit Committee") include the review and supervision of the Group's financial reporting system, the preparation of financial statements and internal control procedures. It also acts as an important link between the Board and the external auditor in matters within the scope of the group audit.

The annual results for the Reporting Period of the Company have been reviewed by the Audit Committee.

### 慈善捐款

於報告期內，本集團無慈善捐款(2018年：無)。

### 根據上市規則第13.20條作出披露

董事並不知悉有任何有關本公司向實體提供墊款而導致根據上市規則第13.20條須予披露的責任的情況。

### 董事進行證券交易的操守守則

本公司已採用標準守則作為其董事進行證券交易的操守守則。經向董事作出具體查詢後，全體董事確認彼等於報告期內一直遵守該操守守則。

### 企業管治

本公司致力於維持最高水平的企業管治常規。有關本公司所採納企業管治常規的資料載於本年報第71至93頁的企業管治報告。

### 足夠公眾持股量

根據本公司公開取得的資料及就董事所知，於報告期內及截至本報告日期，本公司已發行股本總額中至少25% (香港聯交所批准及根據上市規則所允許的規定最低公眾持股百分比)一直由公眾持有。

### 審核委員會

本公司審核委員會(「審核委員會」)主要職責包括檢討及監察本集團財務申報系統、編製財務報表及內部監控程序。其亦就集團審核範圍內的事宜作為董事會與外聘核數師之間的重要聯繫。

審核委員會已審閱本公司報告期內的年度業績。



## Auditors

The Company and Ernst & Young (“EY”) had been unable to reach a consensus on the audit fee of EY for the financial year ended 31 December 2019. After considering the facts and circumstances, the Audit Committee, having been delegated to power to oversee the effectiveness of the external auditor, was of the view that it would be in the best interest of the Company and the Shareholders as a whole to replace EY with another sizeable accounting firm.

The Company had received a letter from EY confirming that there are no matters in connection with its removal that needs to be brought to the attention of the Shareholders or the creditors of the Company.

At the Company’s extraordinary general meeting held on 18 July 2019, the Shareholders removed EY as the auditor of the Group pursuant to the Company’s articles of association, Crowe (HK) CPA Limited was appointed as the auditor of the Group in place of EY to hold office until the conclusion of the next annual general meeting of the Company.

## Possible acquisition after the reporting period

On 6 December 2019, the Company entered into a non-legally binding memorandum of understanding with Ms. Pan Wen, Mr. Gong Tao and Ms. Xu Jie in relation to the possible acquisition by the Company (or its wholly owned subsidiary), of the entire equity interest in Zhongshan Sinobioway Hygiene Biomedicine Co., Ltd\* (中山未名海濟生物醫藥有限公司) (“Sinobioway Acquisition”). Please refer to the Company’s announcement dated 6 December 2019 in relation to the Sinobioway Acquisition. As at the date of this report, the relevant parties are negotiating on terms of the formal agreement. Save as disclosed above and in this report, there is no other important event affecting the Group since 31 December 2019 and up to the date of this report.

On behalf of the Board

**Huang Xiangbin**

*Chairman*

Sichuan, the PRC, 17 April 2020

## 核數師

本公司與安永會計師事務所(「安永」)一直未能就安永截至2019年12月31日止財政年度的核數費用達成共識。經考慮有關事實和情況後，審核委員會(其已獲轉授權力監督外聘核數師的成效)認為，以另一間大型會計師事務所取代安永符合本公司及其股東的整體最佳利益。

本公司已接獲安永發出的函件，當中確認概無有關其罷免而需提請股東或本公司債權人垂注的事宜。

於本公司2019年7月18日舉行的股東特別大會上，根據本公司的組織章程細則，股東已罷免安永作為本集團核數師，且國富浩華(香港)會計師事務所有限公司已代替安永獲委任為本集團核數師，任期直至本公司下屆股東週年大會結束時為止。

## 報告期後的可能收購事項

於2019年12月6日，本公司與潘雯女士、龔濤先生及許婕女士就本公司(或其全資附屬公司)可能收購中山未名海濟生物醫藥有限公司的全部股權(「中山未名收購事項」)訂立不具法律約束力的諒解備忘錄。有關中山未名收購事項，請參閱本公司日期為2019年12月6日的公告。於本報告日期，相關訂約方仍在磋商正式協議的條款。除以上及於本報告所披露者外，自2019年12月31日起直至本報告日期止，並無其他影響本集團的重要事件。

代表董事會

主席

**黃祥彬**

中國四川，2020年4月17日

# Corporate Governance Report

## 企業管治報告

### Corporate Governance Practices

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. For the year ended 31 December 2019, the Company has complied with all applicable code provisions under the CG Code except for the deviation from code provision A.2.1 as mentioned in the paragraph headed “Chairman and Chief Executive Officer” of this report. The key corporate governance principles and practices of the Company are outlined later in this report. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

### The Board Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors its business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company’s affairs, the Board has established four Board committees including the Audit Committee, the Remuneration Committee, the nomination committee (the “Nomination Committee”) and the internal control and corporate governance committee (the “ICCG Committee”) (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

### 企業管治常規

本集團致力於維持高水平的企業管治，以保障股東的利益並提高企業價值及問責性。本公司已採納上市規則附錄十四所載的企業管治守則（「企業管治守則」）作為其本身的企業管治守則。截至2019年12月31日止年度，除本報告「主席及行政總裁」一段所述偏離守則條文第A.2.1條外，本公司一直遵守企業管治守則的所有適用守則條文。本公司的主要企業管治原則及常規於本報告下文概述。本公司將繼續審閱及監察其企業管治常規，以確保遵守企業管治守則。

### 董事會職責

董事會負責全面領導本集團、監督本集團的策略決策及監察其業務與表現。董事會已向本集團高級管理層授予有關本集團日常管理及經營方面的權力及職責。為監督本公司特定方面的事務，董事會已成立四個董事會委員會，即審核委員會、薪酬委員會、提名委員會（「提名委員會」）及內部控制及企業管治委員會（「內部控制及企業管治委員會」）（統稱「董事委員會」）。董事會已向董事委員會授予其各自職權範圍所載的職責。

全體董事已遵照適用法律及法規真誠履職，一直基於本公司及股東的利益行事。

本公司已就針對董事的法律訴訟安排適當的責任保險，並會每年審查承保範圍。





## Board Composition

As at the date of this annual report, the Board comprises two executive Directors and three independent non-executive Directors as follows:

### Executive Directors:

Mr. Huang Xiangbin  
Ms. Zhang Zhijie

### Independent Non-executive Directors:

Mr. Lau Ying Kit  
Mr. Wang Qing  
Mr. Liu Wenfang

The biographies of the Directors are set out under the section headed “Directors and Senior Management” of this annual report.

During the Reporting Period, the Company has been in compliance with the requirements under rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company’s performance. Therefore, the Company has adopted a Board diversity policy (the “Board Diversity Policy”) to ensure that the Company will, when determining the composition of the Board, consider Board diversity in terms of, among other things, age, cultural and educational background, professional experience, skills and knowledge. The Board Diversity Policy sets out the approach towards achieving diversity on the Board. Pursuant to the Board Diversity Policy, all Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board.

## 董事會組成

於本年報日期，董事會由以下兩名執行董事及三名獨立非執行董事組成：

### 執行董事：

黃祥彬先生  
張志傑女士

### 獨立非執行董事：

劉英傑先生  
汪晴先生  
劉文芳先生

該等董事的履歷載於本年報「董事及高級管理層」一節。

於報告期內，本公司一直遵守上市規則第3.10(1)及第3.10(2)條的規定，內容有關委任至少三名獨立非執行董事，且其中至少一名獨立非執行董事須擁有適當的專業資格或會計或相關的財務管理專長。

本公司亦遵守上市規則第3.10A條的規定，內容有關委任的獨立非執行董事須佔董事會成員人數至少三分之一。

本公司相信董事會成員多元化對提升本公司的表現益處良多。因此，本公司已採納董事會多元化政策（「董事會多元化政策」），確保本公司在釐定董事會組成時會從多方面考慮董事會多元化，其中包括年齡、文化及教育背景、專業經驗、技能及知識。董事會多元化政策載列實現董事會多元化的方法。根據董事會多元化政策，董事會所有委任均以用人唯才為原則，衡量人選時會考慮客觀條件及充分估計董事會多元化的益處。

As each of the independent non-executive Directors has confirmed his independence pursuant to rule 3.13 of the Listing Rules, the Company considers all of them to be independent parties.

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this annual report, none of the Directors has any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director and chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee and the ICCG Committee.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as the identity and the time involved to the issuer, Directors have agreed to disclose their commitments and any subsequent change to the Company in a timely manner.

### Dividend Policy

The Group adopted a dividend policy (the "Dividend Policy") on 21 December 2018. A summary of this policy is disclosed as below.

The Dividend Policy is to consider the payment of dividends, to allow shareholders of the Company to participate in the Company's profits whilst retaining adequate reserves for the Group's future growth.

根據上市規則第3.13條，各獨立非執行董事均已確認本身的獨立性，因此本公司認為彼等均為獨立人士。

除本年報「董事及高級管理層」一節所載董事履歷所披露者之外，概無董事與任何其他董事及主要行政人員有任何個人關係（包括財務、業務、家族或其他重大或相關關係）。

所有董事（包括獨立非執行董事）均為董事會貢獻各種不同的寶貴業務經驗、知識及專業技能，使其高效及有效運作。獨立非執行董事獲邀加入審核委員會、薪酬委員會、提名委員會，以及內部控制及企業管治委員會。

由於有關企業管治守則條文要求董事披露彼等在公眾公司或組織擔任職位的數目和性質及其他重要供職及彼等的身份及為發行人投入的時間，董事已同意及時向本公司披露彼等的供職及其後任何變更。

### 股息政策

本集團於2018年12月21日採納股息政策（「股息政策」）。該政策的概要披露如下。

股息政策目的在於考慮派發股息，以便本公司股東能分享本公司利潤之餘，亦為本集團未來的發展保留足夠儲備。



The Board shall consider the following factors before declaring or recommending dividends:

- the Company's actual and expected financial performance;
- retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group;
- the Group's liquidity position;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems relevant.

The payment of dividend is also subject to any restrictions under the Companies Law of the Cayman Islands and the Articles of Association of the Company. The Board will continually review the Dividend Policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

### Induction and Continuous Professional Development

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director to all Directors.

董事會於宣派或建議派付股息前須考慮下列因素：

- 本公司的實際及預期財務表現；
- 本公司及本集團各附屬公司的保留盈利及可供分派儲備；
- 本集團的流動資金狀況；
- 一般經濟情況、本集團業務的業務週期及其他可能影響本公司業務或財務表現及狀況的內部或外部因素；及
- 董事會視為相關的其他因素。

股息的派付亦受開曼群島公司法及本公司組織章程細則的若干限制。董事會將持續不時檢討股息政策，惟概不保證將就任何既定期間派付任何特定金額的股息。

### 入職及持續專業發展

各新委任董事均獲提供所需的入職培訓及資料，以確保彼等充分瞭解本公司的營運及業務以及彼等根據相關法例、法律、規則及法規所承擔的責任。本公司亦為董事安排定期講座，內容有關上市規則及其他相關的法律及監管規定的最新發展及不時變更的最新消息。有關本公司表現、狀況及前景的最新資料亦會定期提供予董事，以確保董事會整體及各董事履行其職責。

本公司鼓勵董事參與持續專業發展，以增進及更新知識及技能。本公司的公司秘書不時更新及提供有關董事的角色、職能及職責的書面培訓材料予所有董事。

According to the information provided by the Directors, a summary of training received by the Directors throughout the year ended 31 December 2019 is as follows:

根據董事所提供的資料，董事於截至2019年12月31日止年度所接受的培訓概要如下：

Name of Director	董事名稱	Nature of Continuous Professional Development Programmes 持續專業發展計劃的性質
<i>Executive Directors</i>		
Mr. Huang Xiangbin	黃祥彬先生	A, C & D
Ms. Zhang Zhijie	張志傑女士	A, B, C & D
<i>Independent Non-executive Directors</i>		
Mr. Lau Ying Kit	劉英傑先生	A, C & D
Mr. Wang Qing	汪晴先生	A, B, C & D
Mr. Liu Wenfang	劉文芳先生	A, C & D

Notes:

- A. Attending seminars and/or meetings and/or forums and/or briefings
- B. Giving talks in the seminars and/or meetings and/or forums
- C. Attending training relevant to the Company's business conducted by lawyers
- D. Reading materials relevant to corporate governance, director's duties and responsibilities, listing rules and other relevant ordinances

附註：

- A. 出席講座及／或會議及／或論壇及／或簡報會
- B. 於講座及／或會議及／或論壇上演講
- C. 出席由律師舉辦與本公司業務相關的培訓
- D. 閱讀有關企業管治、董事職能及職責、上市規則及其他相關條例的材料

### Chairman and Chief Executive Officer

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

Under the organization structure of the Company, Mr. Huang was the Chairman of the Board and the chief executive officer of the Company ("CEO"). With Mr. Huang's extensive experience in the pharmaceutical industry, the Board considered that vesting the roles of chairman and co-chief executive officer in the same person is beneficial to the business prospects and management of the Group. The check and balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high calibre individuals. Accordingly, the Board believes that this arrangement will not impact on the balance of power and authorizations between the Board and the management of the Company.

### 主席及行政總裁

根據企業管治守則條文第A.2.1條，主席及行政總裁的角色應予以區分及由不同人士擔任。

根據本公司的組織架構，黃先生為董事會主席兼本公司行政總裁（「行政總裁」）。憑藉黃先生於醫藥行業的豐富經驗，董事會認為由同一人兼任主席及行政總裁職位，有利於本集團的業務前景及管理。在由富有經驗及卓越才幹的人士組成的高級管理層與董事會運作下，可確保權力與權限之間有所制衡。因此，董事會相信，該安排不會影響董事會與本公司管理層之間的權力與權限互相制衡。



### Appointment and Re-election of Directors

Each of the executive Directors has signed a service contract with the Company for a term of three years commencing from their respective date of appointment subject to termination as provided in the service contract.

Each of the independent non-executive Directors has signed an appointment letter with the Company for a term of three years commencing from their respective date of appointment.

The appointments of executive Directors and independent non-executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

In accordance with the Articles of Association, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation and shall be eligible for re-election and re-appointment 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 every AGM and any new Director appointed to fill a causal vacancy or as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next general meeting after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

### 委任及重選董事

各執行董事已與本公司簽訂自各自獲委任日期起計為期三年的服務合約，惟可根據服務合約的規定予以終止。

各獨立非執行董事已與本公司簽訂自各自獲委任日期起計為期三年的委任函。

委任執行董事及獨立非執行董事須遵守組織章程細則及適用上市規則有關董事輪值退任的條文。

概無董事訂有本集團於一年內不予賠償(法定賠償除外)則不可終止的服務合約。

董事委任、重選及罷免的程序及過程載於組織章程細則。提名委員會負責檢討董事會組成，並就董事的委任或重選及董事繼任計劃向董事會提出推薦意見。

根據組織章程細則，於每屆股東週年大會上，當時為數三分之一的董事(或如董事人數並非三或三的倍數，則須為最接近但不少於三分之一的董事人數)須輪值退任，並合資格接受重選及獲重新委任，惟各董事(包括以具有指定任期的方式獲委任的董事)須最少每三年輪值退任一次，且任何因填補臨時職位空缺而獲委任或董事會增補的新任董事須在獲委任後的下屆股東大會上由股東進行重選。

董事委任、重選及罷免的程序及過程載於組織章程細則。提名委員會負責檢討董事會的組成，並就董事的委任或重選及董事繼任計劃向董事會提出推薦意見。

## Board Meetings

The Company intends to hold Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days will be given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and Board Committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or Board Committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings are kept by the joint company secretary with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

## 董事會會議

本公司擬定期舉行董事會會議，每年至少4次，大致按季度舉行會議。所有董事會例行會議通知將於會議舉行前至少14日送呈全體董事，讓其有機會出席會議，會議通知亦載有例行會議議程內的事項。

就其他董事會及董事委員會會議而言，本公司一般會發出合理通知。議程及隨附董事會文件將於會議舉行前至少3日寄予董事或董事委員會成員，以確保彼等有充足時間審閱有關文件及為會議作出充分準備。倘董事或董事委員會成員未能出席會議，則彼等會獲告知將予討論的事宜及於會議舉行前有機會讓主席獲悉彼等的意見。會議記錄由聯席公司秘書保存，副本將於全體董事間傳閱，以供參考及記錄。

董事會會議及董事委員會會議的會議記錄詳列董事會及董事委員會所考慮的事宜及達致的決定，包括董事提出的任何關注事項。各董事會會議及董事委員會會議的會議記錄草擬本於／將於會議舉行當日後在合理時間內寄送至各董事，以供彼等提出意見。董事會會議的會議記錄可供董事查閱。



During the year ended 31 December 2019, four Board meetings and two general meetings were held and the attendance record of each Director is set out in the table below:

於截至2019年12月31日止年度，共舉行四次董事會會議及兩次股東大會，各董事的出席記錄載於下表：

Directors	董事	Attended/ Eligible to attend the Board meeting(s) 已出席／可出席 董事會會議次數	Attended/ Eligible to attend the general meeting(s) 已出席／可出席 股東大會次數
Mr. Huang Xiangbin	黃祥彬先生	4/4	2/2
Ms. Zhang Zhijie	張志傑女士	4/4	2/2
Mr. Lau Ying Kit	劉英傑先生	4/4	2/2
Mr. Wang Qing	汪晴先生	4/4	2/2
Mr. Liu Wenfang	劉文芳先生	4/4	2/2

### Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' dealings in the Company's securities.

### 證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為其董事進行本公司證券交易的操守守則。

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code for the Reporting Period.

經向全體董事做出具體查詢後，董事確認彼等於報告期內一直遵守標準守則。

### Delegation by the Board

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

### 董事會的授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部控制及風險管理系統、重大交易（特別是可能牽涉利益衝突者）、財務資料、委任董事及其他主要財務及營運事宜。董事可尋求獨立專業意見以履行彼等的職責，費用由本公司承擔，本公司亦鼓勵董事個別聯絡及諮詢本公司高級管理層。

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

高級管理層獲授權負責本集團的日常管理、行政及營運。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

### Corporate Governance Function and ICCG Committee

The ICCG Committee currently comprises three members, namely Mr. Lau Ying Kit (chairman), Mr. Liu Wenfang and Mr. Wang Qing, all of them are independent non-executive Directors.

The Board recognizes that corporate governance should be the collective responsibility of the Directors and delegated the corporate governance duties to the ICCG Committee which includes, without limitation:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Company;
- (e) to review the Company's compliance with the code and disclosure in the corporate governance report of the Company (the "Corporate Governance Report"); and
- (f) to oversee the Company's risk management and internal control systems on an on-going basis and ensure that a review of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries has been conducted at least annually and report to Shareholders that it has done so in its Corporate Governance Report. The review shall cover all material controls, including financial, operational and compliance controls.

The written terms of reference of the ICCG Committee are available on the websites of the HKSE and the Company.

### 企業管治職能與內部控制及企業管治委員會

內部控制及企業管治委員會目前有三名成員，包括劉英傑先生(主席)、劉文芳先生及汪晴先生，彼等均為獨立非執行董事。

董事會明白企業管治乃全體董事的共同責任，並將企業管治職責授權予內部控制及企業管治委員會，包括但不限於以下事項：

- (a) 制定及檢討本公司企業管治政策和常規，並向董事會提出推薦意見；
- (b) 檢討及監察本公司董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司遵照法律及監管規定的政策及常規；
- (d) 制定、檢討及監察適用於本公司僱員及董事的操守守則及合規手冊(如有)；
- (e) 檢討本公司遵守其企業管治報告(「企業管治報告」)所載守則及披露事項的狀況；及
- (f) 持續監督本公司的風險管理及內部控制系統，並確保最少每年檢討一次本公司及其附屬公司的風險管理及內部控制系統是否有效，且在企業管治報告中向股東匯報已經完成有關檢討。該檢討應涵蓋所有重要的監控範圍，包括財務監控、營運監控及合規監控。

內部控制及企業管治委員會的書面職權範圍已載於香港聯交所及本公司網站。





During the year ended 31 December 2019, one ICCG Committee meeting was held and the attendance records are set out below:

於截至2019年12月31日止年度，共舉行一次內部控制及企業管治委員會會議，出席記錄載列如下：

Directors	董事	Attendance Number of meeting 出席次數／會議次數
Mr. Lau Ying Kit	劉英傑先生	1/1
Mr. Wang Qing	汪晴先生	1/1
Mr. Liu Wenfang	劉文芳先生	1/1

### Audit Committee

The Audit Committee currently comprises three members, namely Mr. Lau Ying Kit (chairman), Mr. Liu Wenfang and Mr. Wang Qing, all of them are independent non-executive Directors.

### 審核委員會

審核委員會目前有三名成員，包括劉英傑先生（主席）、劉文芳先生及汪晴先生，彼等均為獨立非執行董事。

The principal duties of the Audit Committee include but not limited to the following:

審核委員會的主要職責包括但不限於以下事項：

- (a) to review the relationship with the Auditor by reference to the work performed by the Auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, reappointment and removal of the Auditor;
- (b) to review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the Auditor before submission to the Board; and
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

- (a) 基於核數師的工作表現、收費與受聘條款檢討與核數師的關係，並向董事會作出有關聘任、續聘及解聘核數師的推薦意見；
- (b) 檢討財務報表及報告，並且審議本公司負責會計及財務申報的人員、合規監察人員或核數師所提出任何重要或不尋常的事宜，然後向董事會呈報；及
- (c) 檢討本公司財務申報體系、內部控制體系、風險管理體系與相關程序是否足夠有效，包括資源是否足夠、員工資歷與經驗、本公司會計及財務申報人員的培訓計劃與預算等。

The written terms of reference of the Audit Committee are available on the websites of the HKSE and the Company.

審核委員會的書面職權範圍已載於香港聯交所及本公司網站。

During the year ended 31 December 2019, two Audit Committee meetings were held and the attendance records of the Audit Committee Meeting are set out below:

截至2019年12月31日止年度，共舉行兩次審核委員會會議，審核委員會會議的出席記錄載列如下：

Directors	董事	Attendance/ Number of meeting(s) 出席次數／會議次數
Mr. Lau Ying Kit	劉英傑先生	2/2
Mr. Wang Qing	汪晴先生	2/2
Mr. Liu Wenfang	劉文芳先生	2/2

### Remuneration Committee

The Remuneration Committee currently comprises three members, including two independent non-executive Directors namely Mr. Wang Qing (chairman), Mr. Liu Wenfang and one executive Director namely Ms. Zhang Zhijie.

### 薪酬委員會

薪酬委員會目前有三名成員，包括兩名獨立非執行董事汪晴先生(主席)及劉文芳先生以及一名執行董事張志傑女士。

The principal duties of the Remuneration Committee include, but not limited to, the following:

薪酬委員會的主要職責包括但不限於以下事項：

- to make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
  - to review and approve performance-based remuneration with reference to corporate goals and objectives resolved by the Board;
  - to determine the remuneration packages of individual executive Directors and senior management. These include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
  - to make recommendations to the Board on the remuneration of non-executive Directors;
- 就本公司董事及高級管理層的整體薪酬政策與結構及制定正式且透明的薪酬政策程序向董事會提供推薦意見；
  - 基於董事會議定公司目標與宗旨檢討及批准績效薪酬；
  - 釐定個別執行董事及高級管理層的薪酬待遇，包括實物福利、退休金權利及賠償數額，即包括任何離職或終止職務或取消委任應付的賠償；
  - 就非執行董事的薪酬向董事會提供推薦意見；



- |   |   |
|---|---|
| <p>5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;</p> <p>6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p> <p>7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and</p> <p>8. to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.</p> | <p>5. 考慮可資比較公司支付的薪金、投入的時間與承擔的責任，以及本集團其他方面的聘用條件；</p> <p>6. 檢討及批准向執行董事及高級管理層就其離職或終止職務或取消委任應付的賠償，以確保賠償與合約條款一致；若賠償與合約條款並不一致，賠償亦須公平而不致過多；</p> <p>7. 檢討及批准董事因行為失當而遭解僱或罷免所涉及的賠償安排，以確保賠償與合約條款一致；若賠償與合約條款並不一致，賠償亦須合理恰當；及</p> <p>8. 確保並無董事或其任何聯繫人(定義見上市規則)參與釐定其本身的薪酬。</p> |
|---|---|

The written terms of reference of the Remuneration Committee are available on the websites of the HKSE and the Company.

薪酬委員會的書面職權範圍已載於香港聯交所及本公司網站。

During the Reporting Period, two Remuneration Committee meetings were held and the attendance records are set out below:

於報告期內，共舉行兩次薪酬委員會會議，出席記錄載列如下：

Directors	董事	Attendance/ Number of meeting 出席次數／會議次數
Mr. Wang Qing	汪晴先生	2/2
Ms. Zhang Zhijie	張志傑女士	2/2
Mr. Liu Wenfang	劉文芳先生	2/2

## Nomination Committee

The Nomination Committee currently comprises three members, including one executive Director namely Mr. Huang Xiangbin (chairman), and two independent non-executive Directors namely Mr. Liu Wenfang and Mr. Lau Ying Kit.

The principal duties of the Nomination Committee include the following:

1. to review the structure, size and composition (including the skills, 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;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive Directors;
4. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer; and;
5. to review the Board diversity policy.

The Company recognizes the importance of diversity in board members to corporate governance and the board effectiveness. The purposes of the Board Diversity Policy are to set out the basic principles to be followed to ensure that (i) a diverse range of candidates are considered; and (ii) the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance. Board nomination and appointments will be made on merit basis on its business needs from time to time while taking into account the benefits of diversity.

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. The ultimate decision shall be based on merit and contribution that the selected candidates shall bring to the Board.

## 提名委員會

提名委員會目前有三名成員，包括一名執行董事黃祥彬先生(主席)及兩名獨立非執行董事劉文芳先生及劉英傑先生。

提名委員會的主要職責包括以下事項：

1. 每年至少檢討一次董事會的結構、人數及組成(包括技能、知識及經驗)，並就配合本公司的企業策略所擬作出的任何變更向董事會提供推薦意見；
2. 物色具備合適資格的人士出任董事會成員，並就獲提名出任董事的人選進行甄選或向董事會提供推薦意見；
3. 評估獨立非執行董事的獨立性；
4. 就委任或重新委任董事及董事(尤其是主席及行政總裁)的繼任計劃向董事會提供推薦意見；及
5. 檢討董事會多元化政策。

本公司認識到董事會成員多元化對公司治理和董事會有效性的重要性。董事會多元化政策的目的是確定要遵循的基本原則，以確保(i)考慮各種類型候選人；及(ii)董事會在技能、經驗和觀點多樣性方面達到適當平衡，以增強董事會的有效性和維持高水準的公司治理。董事會考慮到多元化裨益的同時，將根據其業務需求不時進行擇優提名及任命。

董事會候選人的選擇應基於本公司業務模式和特定需求的多樣性觀點，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗和專業經驗。最終決定應基於所選候選人可向董事會帶來的功績和貢獻。



For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

- (i) Independence: The Board should include a balanced composition of executive and non-executive Director (including independent non-executive Directors) so that there is a strong element of independence in the Board. The independent non-executive Directors shall be of sufficient caliber and stature for their views to carry weight.
- (ii) Skills and experience: The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of finance, academic and management backgrounds that taken together provide the Company with considerable experience in a range of activities.

Apart from the above objectives, the board diversity policy has the following objectives to comply with the Listing Rules:

1. At least one-third of the members of the Board shall be independent non-executive Directors;
2. At least three of the members of the Board shall be independent non-executive Directors; and
3. At least one of the members of the Board shall have obtained appropriate professional qualifications or accounting or related financial management expertise.

The Board has achieved the measurable objectives in the Board Diversity Policy.

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the HKSE and the Company.

During the Reporting Period, two Nomination Committee meeting was held and the attendance records are set out below:

為實施董事會多元化政策，以下可衡量目標已被採用：

- (i) 獨立性：董事會應平衡執行董事和非執行董事（包括獨立非執行董事）的組成，以確保董事會具有很強的獨立性。獨立非執行董事應具備相當的才幹和地位，足以令其觀點具有影響力。
- (ii) 技能和經驗：董事會擁有適合本公司業務要求的均衡技能。董事具備財務、學術和管理等背景，在一系列活動中共同為本公司提供豐富經驗。

除上述目標外，董事會多元化政策還訂有以下目標，以符合上市規則：

1. 董事會成員中至少三分之一應為獨立非執行董事；
2. 董事會成員中至少有三名成員為獨立非執行董事；及
3. 至少一名董事會成員應具備適當的專業資格或會計或相關財務管理專業知識。

董事會已達到董事會多元化政策中的可衡量目標。

提名委員會基於多項準則衡量候選人或在任者，包括品格、經驗、技能及為履行職務及職責所能投入的時間及努力，隨後將其推薦意見提呈董事會決議。提名委員會的書面職權範圍已載於香港聯交所及本公司網站。

於報告期內，已舉行兩次提名委員會會議，出席記錄載列如下：

Directors	董事	Attendance/ Number of meeting 出席次數／會議次數
Mr. Huang Xiangbin	黃祥彬先生	2/2
Mr. Lau Ying Kit	劉英傑先生	2/2
Mr. Liu Wenfang	劉文芳先生	2/2

## Nomination Policy

### 1. Objective

- 1.1 The Nomination Committee shall review the structure, size and composition (including the skills, 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.
- 1.2 The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to Shareholders for election as Director at general meetings or appoint him/her to fill casual vacancies.
- 1.3 The nomination policy of the Company (the "Nomination Policy") helps the Nomination Committee and the Board to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business.

### 2. Selection Criteria

- 2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.
  - (1) Reputation for integrity;
  - (2) Commitment in respect of available time and relevant interest; and
  - (3) Diversity of the Board in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

These factors are for reference only, and are not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

## 提名政策

### 1. 目的

- 1.1 提名委員會須至少每年檢討董事會架構、人數及組成(包括技能、知識及經驗)，並就任何為配合本公司企業策略而擬對董事會作出的變動提出推薦建議。
- 1.2 提名委員會須向董事會提名合適人選以供董事會考慮，並向股東推薦於股東大會上當選為董事，或委任其為董事以填補臨時空缺。
- 1.3 本公司的提名政策(「提名政策」)有助提名委員會及董事會確保董事會具備均衡且切合本集團業務需要的合適技能、經驗及多元化觀點。

### 2. 甄選準則

- 2.1 在評估擬提名人選的合適性時，提名委員會將參考下文所列因素：
  - (1) 誠信聲譽；
  - (2) 可投入時間及相關事務關注的承諾；及
  - (3) 董事會各方面的多元化，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、種族、專業經驗、技能、知識和服務年期等方面。

上述因素僅供參考，並非盡列所有因素，亦不具決定性作用。提名委員會可酌情決定提名其認為適當的任何人士。



### 3. Nomination Procedures

#### 3.1 Appointment of Directors

- (1) The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of the proposed independent non-executive Director(s) as appropriate.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the Nomination Policy and the Board Diversity Policy.
- (4) The Board confirms the appointment of the individual(s) as Director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board either to fill a casual vacancy or as an addition to the Board will be subject to re-election by Shareholders at the next following general meeting, in accordance with the Article of Association.
- (5) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as Director(s).

#### 3.2 Re-appointment of Directors

- (1) The Nomination Committee considers each retiring Director, having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of each retiring independent non-executive Director.
- (2) The Nomination Committee makes recommendation(s) to the Board.
- (3) The Board considers each retiring Director recommended by the Nomination Committee, having due regard to the Nomination Policy and the Board Diversity Policy.

### 3. 提名程序

#### 3.1 委任董事

- (1) 提名委員會經審慎考慮提名政策及董事會多元化政策後，物色合資格成為董事會成員的人士，並評估擬提名的獨立非執行董事的獨立性（視適用情況而定）。
- (2) 提名委員會向董事會提出推薦建議。
- (3) 董事會經審慎考慮提名政策及董事會多元化政策後，考慮提名委員會推薦的人士。
- (4) 董事會確認委任有關人士為董事或推薦其於股東大會上參選。根據組織章程細則，獲董事會委任以填補臨時空缺的人士或獲董事會委任加入董事會成員的人士亦須於下屆股東大會上經股東重選。
- (5) 股東批准在股東大會上參選的人士選舉為董事。

#### 3.2 重新委任董事

- (1) 提名委員會經審慎考慮提名政策及董事會多元化政策後，考慮各退任董事，並評估每名退任獨立非執行董事的獨立性。
- (2) 提名委員會向董事會提出推薦建議。
- (3) 董事會經審慎考慮提名政策及董事會多元化政策後，考慮提名委員會推薦的各退任董事。

(4) The Board recommends the retiring Directors to stand for re-election at the annual general meeting in accordance with the Articles of Association.

(5) The Shareholders approve the re-election of Directors at the annual general meeting.

3.3 The Board shall have the ultimate responsibility for all matters relating to the selection and appointment of Directors.

#### 4. Review of the Nomination Policy

4.1 The Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

(4) 董事會根據組織章程細則推薦退任董事於股東週年大會上重選連任。

(5) 股東於股東週年大會上批准重選董事。

3.3 董事會對有關甄選及委任董事的所有事宜負有最終責任。

#### 4. 檢討提名政策

4.1 提名委員會將檢討提名政策(視適用情況而定)，以確保提名政策行之有效。提名委員會將會討論任何可能須作出的修訂，再向董事會提出修訂的推薦建議，以供董事會考慮及批准。

### Remuneration of Directors and Senior Management

Details of the Directors' remuneration are set out in note 8 to the consolidated financial statements in this annual report. The remuneration of senior management, whose biographies are set out on pages 158 to 161 of this annual report, for the Reporting Period are set out below:

### 董事及高級管理層的薪酬

董事薪酬詳情載於本年報綜合財務報表附註8。高級管理層(彼等的履歷載於本年報第158至161頁)於報告期內的薪酬載列如下：

Remuneration band (RMB)	薪酬範圍(人民幣)	Number of individual 人數
Below 1,000,000	1,000,000以下	3

### Directors' Responsibilities for Financial Reporting in Respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2019 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

### 董事對財務報表的財務申報責任

董事明白彼等有責任編撰截至2019年12月31日止年度的財務報表，以真實公平地反映本公司及本集團的狀況以及本集團的業績與現金流量。

管理層已向董事會提供必要的說明及資料，以便董事會可以就提呈董事會批准的本公司的財務報表進行知情的評估。本公司每月向董事會全體成員提供有關本公司表現、狀況及前景的最新資料。

董事並不知悉與事件或狀況有關的任何重大不明朗因素，以致可能令本集團的持續經營能力嚴重成疑。





The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 97 to 100 of this annual report.

### Risk Management and Internal Control

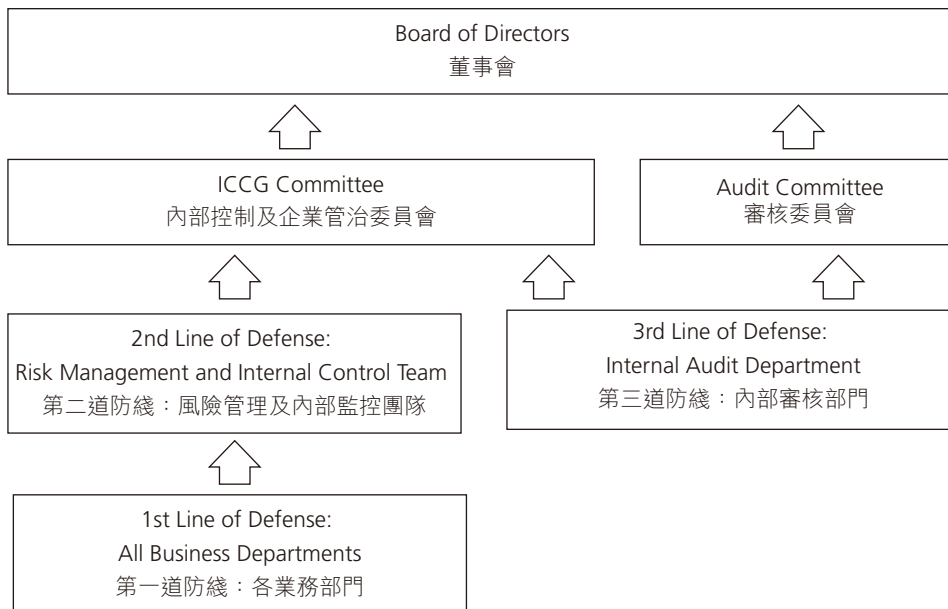
The Board acknowledges that it is the responsibility of the Board for maintaining an adequate risk management and internal control systems to safeguard Shareholder investments and Company assets and reviewing the effectiveness of such system on an annual basis.

The Group's internal audit department plays a major role in monitoring the internal governance of the Company. The major tasks of the internal audit department are reviewing the financial condition and internal control of the Company and conducting comprehensive audits of all branches and subsidiaries of the Company on a regular basis.

The Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group and considered the risk management and internal control system to be effective and adequate.

### Main Characteristics of the Risk Management and Internal Control Systems

The Group's risk management framework is structured in the following "Three Lines of Defense" model as a guide:



核數師有關本公司綜合財務報表申報責任的聲明，載於本年報第97至100頁的獨立核數師報告。

### 風險管理和內部控制

董事會明白其有責任設立恰當的風險管理和內部控制體系，以保障股東的投資及本公司的資產，並且每年檢討該體系的效用。

本集團的內部審核部門在監察本公司內部管治方面擔任重要角色。內部審核部門的主要職責是檢討本公司的財務狀況及內部控制，並且定期全面審核本公司所有分支機構及附屬公司。

董事會已檢討本集團風險管理和內部控制體系的效用，認為該風險管理和內部控制體系有效並且足夠。

### 風險管理及內部控制系統的主要特點

本集團的風險管理框架以下圖列示的「三道防綫」模式作為指引：

The Board acknowledges its responsibility of overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the ICCG Committee and the Audit Committee. Such review encompasses all major control aspects, including finance, operation and compliance. Such risk management and internal control systems can only provide reasonable but 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 Board has completed its annual review of the internal control and risk management systems of the Company for the year ended 31 December 2019, with all the above major control aspects covered. The Board has considered the operation of risk management and internal control systems to be generally adequate and effective, with no significant areas brought to its attention during the year.

The ICCG Committee and the Audit Committee assist the Board to fulfill its responsibilities of risk management and internal control, ensuring adequate resources, staff qualifications and experience, staff training courses and related budgets for the Group in executing its accounting, internal audit and financial reporting functions. The committees also considers the important investigation results concerning the matters of risk management and internal control, reports to and raise suggestions to the Board.

### 1st Line of Defense

By preparing a risk list with risk control responsibility allocated to departments, the Group is able to deliver risk management across all the business departments. These departments continuously review and assess the risks that may have a potential impact on corporate operation, and effectively execute the process control for business according to the respective functions and departmental regulations, all in a bid to raise the efficiency in risk management.

### 2nd Line of Defense

Composed of nominated department managers and senior management, the Risk Management and Internal Control Team organizes business departments to identify, assess and manage the risks that may have a potential impact on corporate operation, and ensures the implementation of proper measures and internal control regulations to address major risks. In the meantime, the Team monitors risks and takes measures to reduce the risks in daily operation, provides timely response to and follow up of the investigation results of internal control from the Internal Audit Department, and confirms to the Board as to the effectiveness of such risk management and internal control systems.

董事會確認其有責任監督本集團風險管理及內部控制系統，並透過內部控制及企業管治委員會及審核委員會至少每年審閱一次其成效，有關審閱涵蓋所有重要的控制方面，包括財務控制、運作控制及合規控制。有關風險管理及內部控制系統只能對防範重大失實陳述或損失作出合理而非絕對的保證，原因為其旨在管理而非消除未能達致業務目標的風險。

董事會已就截至2019年12月31日止年度完成對本公司內部控制及風險管理系統的年度檢討，涵蓋上述所有重要的控制方面。董事會認為風險管理及內部控制系統運作整體上充足且有效，於本年度並無重大範疇值得關注。

內部控制及企業管治委員會及審核委員會協助董事會執行其風險管理及內部控制的職責，確保本集團在履行會計、內部審核及財務申報職能方面有足夠的資源、員工資歷與經驗、員工培訓課程以及有關預算。委員會亦考慮有關風險管理及內部控制事宜的重要調查結果，並向董事會呈報及作出建議。

### 第一道防綫

通過建立落實風險控制責任部門的風險清單，本集團將風險管理貫穿至所有業務部門。該等部門持續地審閱及評估可能對企業經營構成潛在影響的風險，並按照各自職能分工及部門各項規章制度有效執行業務層面的流程控制，以加強風險管理效率。

### 第二道防綫

風險管理及內部控制團隊由獲提名的部門經理及高級管理層組成，負責組織業務部門識別、評估及管理可能對企業經營構成潛在影響的風險，確保就主要風險落實恰當的應對措施及內部控制規定。同時，團隊監察風險並採取措施降低日常營運風險，針對內部審核部門提出的內部控制調查結果作出及時的回應及跟進，以及向董事會提供有關風險管理及內部控制系統是否有效的確認。



### 3rd Line of Defense

The Internal Audit Department executes the actual review procedure, to collect the evidence on the adequacy and effectiveness of the Group's risk management and internal control systems, and report the review results to the ICCG Committee. In addition, the Internal Audit Department raises suggestions to the Board and the management, to address major institutional inadequacies or any control loopholes spotted.

### Procedures Applied for Identifying, Assessing and Managing Major Risks

- Determining the scope: preparing uniform risk terms and risk assessment standards for the Group
- Risk identification: identifying the risks that may have a potential impact on corporate operation
- Risk assessment: considering risks in respect of the degree of importance of their impact on business and their occurrence, and assessing the risks identified
- Risk management: establishing risk management policies and internal control procedures, to avert or reduce risks
- Risk monitoring and reporting: continuously monitoring relevant risks, ensuring proper procedures of internal control, and regularly reporting to the management and the Board on the results of risk monitoring

### Function of Internal Audit

The Group's Internal Audit Department plays a major role in monitoring the internal governance of the Company. The Internal Audit Department's main responsibilities are to review the financial conditions and internal control of the Company and all its subsidiaries, communicate with department managers and senior management on the identified problems, non-compliance issues and inadequacies, and jointly prepare rectification and improvement solutions. The Internal Audit Department also follows such rectification results, and reports to the ICCG Committee and the Audit Committee.

### 第三道防綫

內部審核部門負責執行實際的審閱程序，以收集本集團風險管理及內部控制系統是否足夠及有效的證據，並向內部審核及企業管治委員會呈報審閱結果。此外，內部審核部門向董事會及管理層作出建議，以改善制度的重大不足之處或所發現的任何監控缺失。

### 用於識別、評估及管理重大風險的程序

- 確立範圍：為本集團制定統一的風險用語及風險評估標準
- 風險識別：識別可能對企業經營構成潛在影響的風險
- 風險評估：考慮風險對業務影響的重要程度及發生的可能性，並評估已識別的風險
- 風險管理：確立風險管理政策及內部控制程序，以防止或降低風險
- 風險監督呈報：持續監督有關風險，確保設有恰當的內部控制程序，並向管理層及董事會定期呈報風險監督的結果。

### 內部審核職能

本集團的內部審核部門在監察本公司內部管治方面擔任重要角色。內部審核部門的主要職責是審閱本公司及所有附屬公司的財務狀況及內部控制，就發現的問題、違規事項或不足之處與各部門經理及高級管理層溝通，共同確立改正及完善方案。內部審核部門亦跟進整改結果，向內部控制及企業管治委員會以及審核委員會呈報。

## Information Disclosure System

The Group has formulated its information disclosure system, to ensure the identification and confidentiality of potential inside information until it is disclosed according to the Listing Rules in a consistent and timely manner. The procedures for publishing and processing inside information include:

- Business department managers as the people in charge of information reporting;
- Senior management as the people in charge of the information confidentiality of their respective business segments;
- The Board as the party in charge of information disclosure; and
- The Investor Relations Department and the Board Secretary as the parties responsible for managing information disclosure, the reporting, audit and disclosure of information which needs public announcement, and archiving and keeping such information disclosure documents and announcements.

## Auditor's Remuneration

The remuneration for the audit services provided by the Auditor to the Group during the year ended 31 December 2019 was approximately RMB1,850,000. There is no remuneration paid to the Auditor in respect of non-audit services.

## Company Secretary

Ms. Peng Yunlu ("Ms. Peng"), one of our joint company secretaries of the Company, is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Li Ching Yi ("Ms. Li"), manager of Trident Corporate Services (Asia) Limited, as another joint company secretary to assist Ms. Peng to discharge her duties as company secretary of the Company. The primary corporate contact person at the Company is Ms. Peng, one of the joint company secretaries of the Company.

For the year ended 31 December 2019, Ms. Peng and Ms. Li have undertaken not less than 15 hours of relevant professional training respectively in compliance with rule 3.29 of the Listing Rules.

During the Reporting Period, Ms. Leung Suet Lun ("Ms. Leung") resigned as a joint company secretary of the Company with effect from 29 March 2019. Following the resignation of Ms. Leung, Ms. Ko Wing Yu ("Ms. Ko") became the sole company secretary of the Company up to her resignation on 25 October 2019. Following the resignation of Ms. Ko, Ms. Peng and Ms. Li were appointed as the joint company secretaries of the Company with effect from 25 October 2019.

## 信息披露制度

本集團訂有信息披露制度，確保能識別潛在內幕消息並加以保密，直至按照上市規則作出一致且適時的披露為止。發佈及處理內部消息的程序包括：

- 業務部門經理作為信息報告負責人；
- 高級管理層作為分管各自業務板塊信息保密的責任人；
- 董事會作為信息披露責任人；及
- 投資者關係部及董事會秘書負責信息披露管理，需公開信息的報送、審核及披露事項，並對信息披露文件及公告進行歸檔保存。

## 核數師酬金

核數師截至2019年12月31日止年度為本集團提供有關審核服務而收取的酬金約為人民幣1,850,000元。核數師並無就提供非審核服務獲取任何酬金。

## 公司秘書

報告期內，彭雲璐女士（「彭女士」）是本公司其中一位聯席公司秘書，負責為董事會提供有關企業管治事宜的意見，及確保符合董事會的政策及程序及適用的法例、規則及條例。

為維持良好的企業管治及確保遵守上市規則與適用的香港法例，本公司亦聘請恒泰商業服務有限公司的李菁怡女士（「李女士」）擔任另一位聯席公司秘書，以協助彭女士履行本公司的公司秘書職務。本公司的主要公司聯絡人為彭女士，即本公司其中一位聯席公司秘書。

截至2019年12月31日止年度，彭女士及李女士各自已遵守上市規則第3.29條的規定，接受不少於15小時的相關專業培訓。

於報告期內，梁雪綸（「梁女士」）辭任本公司聯席公司秘書，自2019年3月29日起生效。緊隨梁女士辭任後，高穎好女士（「高女士」）成為本公司唯一的公司秘書，直至彼於2019年10月25日辭任為止。緊隨高女士辭任後，彭女士和李女士獲委任為本公司聯席公司秘書，自2019年10月25日起生效。



### Communication with Shareholders and Investor Relations

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The AGM provides opportunity for the Shareholders to communicate directly with the Directors. The Chairman of the Company and the chairmen of the Board Committees will attend the AGM to answer Shareholders' questions. The Auditor will also attend the AGM to answer questions about the conduct of the audit, the preparation and content of the independent auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders and maintains a website of the Company at [www.sinco-pharm.com](http://www.sinco-pharm.com), where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

### Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the HKSE in a timely manner after each general meeting.

### 與股東溝通及投資者關係

本公司認為，與股東有效溝通對加強投資者關係及讓投資者瞭解本集團業務、表現及策略十分重要。本公司亦明白及時全面披露資訊以便股東及投資者作出知情投資決定的重要性。

股東週年大會提供機會讓股東可與董事直接對話。本公司主席及各董事委員會主席將出席股東週年大會，回應股東的疑問。核數師亦會出席股東週年大會，解答有關審核工作、獨立核數師報告的編撰過程與內容、會計政策及核數師獨立性等疑問。

為促進有效溝通，本公司所採納的股東溝通政策，旨在建立本公司與股東之間的雙向關係與交流，並且設立公司網站[www.sinco-pharm.com](http://www.sinco-pharm.com)，刊載本公司業務營運與發展、財務資料、企業管治慣例及其他方面的最新資訊，以供公眾查閱。

### 股東權利

為保障股東的權益與權利，在股東大會上商討的各項事宜(包括選舉個別董事)須以獨立決議案的方式提呈。

在股東大會上提呈的所有決議案將根據上市規則以投票方式表決，而投票結果將在各股東大會結束後適時在本公司及香港聯交所網站公佈。

### Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at 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 any one of the joint company secretaries of the Company, to require an extraordinary general meeting of the Company 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 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

### Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the headquarters of the Company at E5-1805, Global Centre, No. 1700, North section of Tianfu Avenue, High-Tech Zone, Chengdu, Sichuan, PRC. (email address: [sinco-pharm@sinco-pharm.com](mailto:sinco-pharm@sinco-pharm.com)).

### Change in Constitutional Documents

The amended and restated Memorandum and Articles of Association have been adopted on 1 February 2016 and with effect from the Listing Date. And there were no significant changes in the Memorandum and Articles of Association of the Company during the year ended 31 December 2019.

### 召開股東特別大會及提呈議案

股東可根據組織章程細則提呈議案以在本公司股東大會上進行審議。在提出要求當日持有不少於本公司十分之一繳足股本且附有權利於本公司股東大會上投票的任何一名或多名股東，隨時有權向董事會或本公司的任何一名公司秘書提出書面要求，要求董事會召開本公司股東特別大會，以處理該項要求指明的任何事宜，而該會議須在提出要求後兩個月內舉行。倘若董事會未能於提出要求後21天內召開會議，則提出要求的人士本身可以相同的方式召開會議，而本公司須向提出要求的人士就其因董事會未能召開會議所產生的一切合理開支作出補償。

有關提名人士出選董事的手續，可在本公司網站查閱。

### 向董事會查詢

股東如欲向董事會查詢有關本公司的事宜，可將查詢發至本公司的總部，地址為中國四川省成都市高新區天府大道北段1700號環球中心E5-1805室（電郵地址：[sinco-pharm@sinco-pharm.com](mailto:sinco-pharm@sinco-pharm.com)）。

### 更改組織章程文件

經修訂及重訂的組織章程大綱及細則已於2016年2月1日採納並自上市日期起生效，且本公司組織章程大綱及細則於截至2019年12月31日止年度內概無重大變動。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



國富浩華（香港）會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
 香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
 9/F Leighton Centre,  
 77 Leighton Road,  
 Causeway Bay, Hong Kong

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

### Opinion

We have audited the consolidated financial statements of Sinco Pharmaceuticals Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 101 to 217 which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other 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.

### 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.

致興科蓉醫藥控股有限公司股東

(於開曼群島註冊成立的有限公司)

### 意見

吾等已審計載於第101至217頁的興科蓉醫藥控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，當中載有於2019年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策概要)。

吾等認為，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」)真實公平地反映 貴集團於2019年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

### 意見基礎

吾等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。吾等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進一步闡述。根據香港會計師公會的職業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已根據守則履行其他道德責任。吾等相信，吾等所獲得的審計憑證能充分且適當地為吾等的意見提供基礎。

### 關鍵審計事項

關鍵審計事項乃根據吾等的專業判斷，認為對吾等審計當期綜合財務報表最為重要的事項。該等事項乃於吾等審計整體綜合財務報表及吾等就其作出意見時進行處理，而吾等不會就該等事項提供單獨的意見。

**Key Audit Matters (Continued)****Preparation of the consolidated financial statements on a going concern basis**

Refer to note 2.1 to the consolidated financial statements.

**關鍵審計事項(續)****按持續經營基準編製綜合財務報表**

請參閱綜合財務報表附註2.1。

The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 吾等的審計如何處理該事項
<p><i>To support the going concern basis in preparing the consolidated financial statements, management has prepared a cash flow forecast of the Group covering the next twelve months from 31 December 2019 and concluded that there will be sufficient funds from the Group's existing cash resources, available facilities from bank and an independent third party and cash flows to be generated from its operations to finance its future operations and enable it to meet its financial obligations as and when they fall due in the next 12 months from 31 December 2019.</i></p> <p><i>The cash flow forecast involved key assumptions such as revenue growth, gross profit margin, and availability of banking facilities and availability of facilities from an independent third party to the Group.</i></p> <p><i>We focused on this assessment as it involves consideration of future events and application of significant judgements and estimates and accordingly, this was an area of audit focus.</i></p>	<p>Our audit procedures included, amongst others, assessment of the appropriateness of key assumptions in the cash flow forecast, including revenue growth, gross profit margin by referencing to actual historical performance of the Group and making reference to the Group's future development plan. We tested the mathematical accuracy of the projections.</p> <p>We also confirmed the cash resources and available banking facilities as at year end by circularisation of bank confirmations.</p> <p>We also obtained a financial support letter provided to the Group from an independent third party, which is an import agent of the Group, and also obtained a confirmation from it to confirm the payable due to it by the Group of RMB 195,962,000 can be repaid on or before 30 June 2021 based on the financial condition. We also assessed the financial capability of that import agent providing financial support to the Group.</p> <p>Further, we evaluated the sensitivity of the projected available cash by considering downside scenarios through applying reasonably plausible changes to the key assumptions, including revenue growth.</p> <p>We considered, based on our audit procedures performed, that the use of going concern basis of accounting to be supportable by available evidence.</p>
<p>為支持編製綜合財務報表的持續經營基準，管理層已編製 貴集團涵蓋自2019年12月31日起計未來十二個月的現金流量預測並得出結論，貴集團可自其現有現金資源、來自銀行及一名獨立第三方的可用融資及營運所得的現金流量獲取足夠資金撥付未來營運，令其可履行自2019年12月31日起計未來十二個月到期的財務責任。</p> <p>現金流量預測涉及主要假設，例如 貴集團收益增長、毛利率、可用銀行融資及可用獨立第三方融資。</p> <p>吾等專注是次評估，由於評估涉及對未來事件的考量以及應用重大判斷及估計，故其為審核重點關注的範疇。</p>	<p>吾等的審計程序包括(其中包括)參考 貴集團的實際過往表現及未來發展計劃，評估現金流量預測的主要假設(包括收益增長、毛利率)是否合適。吾等測試該等預測的算術準確度。</p> <p>吾等也通過取得銀行確認書確認截至年底的現金資源及可用銀行融資。</p> <p>吾等亦取得由一名獨立第三方(為 貴集團進口代理)向 貴集團提供的財務支援函件，並取得當中所載確認書，確認根據 貴集團財務狀況，貴集團應向其支付的應付款項人民幣195,962,000元可於2021年6月30日或之前償還。吾等亦已評估該進口代理向 貴集團提供財務支援的財務能力。</p>
<p>再者，吾等透過就主要假設(包括收益增長)應用合理可行的變動，考量下行情況，從而評估預測可動用現金的敏感度。</p> <p>根據吾等執行的審計程序，吾等認為使用持續經營會計基礎獲得憑證支持。</p>	<p>再者，吾等透過就主要假設(包括收益增長)應用合理可行的變動，考量下行情況，從而評估預測可動用現金的敏感度。</p> <p>根據吾等執行的審計程序，吾等認為使用持續經營會計基礎獲得憑證支持。</p>





**Key Audit Matters (Continued)**  
**Impairment assessment of other property, plant and equipment**

Refer to notes 2.3(e), 2.3(h)(ii), 3 and 12 to the consolidated financial statements.

**關鍵審計事項(續)**  
**其他物業、廠房及設備的減值評估**

請參閱綜合財務報表附註2.3(e)、2.3(h)(ii)、3及12。

The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 吾等的審計如何處理該事項
<p><i>As at 31 December 2019, other property, plant and equipment held by the Group amounted to approximately RMB198,034,000. The recoverable amount of the other property, plant and equipment is determined by management at the higher of the value in use and the fair value less cost of disposal of these assets.</i></p> <p><i>In determining the fair value less cost of disposal of other property, plant and equipment, the Group engaged an external valuer to perform that valuation. The valuation process was inherently subjective and dependent on a number of estimates, therefore this is considered as a key audit matter.</i></p>	<p>The audit procedures included:</p> <ul style="list-style-type: none"> <li>– considering the independence and competence of the external valuer employed by the Group;</li> <li>– evaluating the valuation methodology and the assumptions adopted by the valuer, with the assistance from our internal valuation expert;</li> <li>– evaluating the data used as inputs for the valuation and comparing such data with market data of comparable properties;</li> <li>– discussing with management on key assumptions and judgements need in the valuation.</li> </ul>
<p>於2019年12月31日，貴集團持有其他物業、廠房及設備約人民幣198,034,000元。其他物業、廠房及設備的可收回金額由管理層按使用價值與公平值減出售該等資產成本的較高者釐定。</p> <p>於釐定公平值減其他物業、廠房及設備的出售成本時，貴集團委任外部估值師進行有關估值。估值過程本質上屬主觀並取決於多項估計，因而被視作關鍵審計事項。</p>	<p>審計程序包括：</p> <ul style="list-style-type: none"> <li>– 考慮 貴集團所委聘外部估值師的獨立性及勝任能力；</li> <li>– 在吾等的內部估值專家的協助下評估該估值師所採納的估值方法及假設；</li> <li>– 評估用作估值輸入數據的數據，並比較該等數據與可資比較物業的市場數據；</li> <li>– 與管理層討論估值所需的關鍵假設及判斷。</li> </ul>

## Information other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises all 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 Directors for the Consolidated Financial Statements

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

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

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

## 綜合財務報表及核數師報告以外的資料

董事須對其他資料負責。其他資料包括年報所載的所有資料，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表發表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

就審計綜合財務報表而言，吾等的責任為閱覽其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所瞭解的情況有重大抵觸，或似乎存在重大錯誤陳述。

基於已執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。吾等於此方面概無任何報告。

## 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理事會頒佈的國際財務報告準則及香港公司條例的披露規定編製真實公平的綜合財務報表，以及落實董事認為必要的內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基礎，除非董事有意將 貴集團清盤或停業，或別無其他實際的替代方案惟如此行事，則另當別論。

董事在審核委員會的協助下履行監督 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. This 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審計綜合財務報表須承擔的責任

吾等的目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並發出包括吾等意見的核數師報告。本報告僅向閣下（作為整體）作出，除此之外，本報告並無其他用途。吾等不會就本報告的內容向任何其他人士負責或承擔責任。

合理保證屬高度保證，但並非關於根據香港審計準則進行的審計總能發現某一存在的重大錯誤陳述的擔保。錯誤陳述可由欺詐或錯誤引起，倘個別或整體合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港審計準則進行的審計工作的一部分，吾等於整個審計過程中行使專業判斷並抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，設計及執行審計程序以應對該等風險，以及獲取充分及適當審計憑證為吾等的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或僭越內部控制，故因未能發現欺詐而導致的重大錯誤陳述風險高於因未能發現錯誤而導致的重大錯誤陳述風險。
- 瞭解有關審計的內部控制，以設計在各類情況下適當的審計程序，但並非旨在對貴集團內部控制的成效發表意見。
- 評估董事所用會計政策的恰當性及所作會計估計及相關披露的合理性。

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

## 核數師就審計綜合財務報表須承擔的責任 (續)

- 總結董事採用持續經營會計基礎是否恰當，並根據已獲得的審計憑證，總結是否存在與事件或情況有關的重大不明朗因素，以致可能令 貴集團的持續經營能力嚴重成疑。倘吾等得出結論認為存在重大不明朗因素，吾等須於核數師報告中提請使用者注意綜合財務報表內的相關披露，或倘相關披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審計憑證為基礎。然而，未來事件或情況可能導致 貴集團不再持續經營。
- 評估綜合財務報表的整體列報方式、架構及內容（包括披露），以及綜合財務報表是否已公允反映相關交易及事件。
- 就 貴集團內實體或業務活動的財務資料獲得充足及適當的審計憑證，以就綜合財務報表發表意見。吾等負責指導、監督及執行集團的審計工作。吾等為吾等的審計意見承擔全部責任。



### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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.

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.

#### **Crowe (HK) CPA Limited**

*Certified Public Accountants*

Hong Kong, 17 April 2020

Sze Chor Chun, Yvonne

Practising Certificate Number P05049

### 核數師就審計綜合財務報表須承擔的責任 (續)

吾等與審核委員會溝通(其中包括)審計工作的計劃範圍、時間及重大審計發現,該等發現包括吾等於審計期間識別出內部控制的任何重大缺陷。

吾等亦向審核委員會提交聲明,說明吾等已遵守有關獨立性的相關道德要求,並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜以及相關防範措施(倘適用)。

從與審核委員會溝通的事項中,吾等決定對本期綜合財務報表審計最為重要的該等事項,因而構成關鍵審計事項。吾等在核數師報告中描述該等事項,除非法律或法規不允許公開披露該事項,或於極端罕見情況下,倘合理預期在報告中溝通某事項造成的負面後果超過其產生的公眾利益,則吾等決定不應在報告中溝通該事項。

#### **國富浩華(香港)會計師事務所有限公司**

*執業會計師*

香港, 2020年4月17日

史楚珍

執業證書編號P05049

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
<b>REVENUE</b>	收益	4	<b>1,176,409</b>	952,957
Cost of sales	銷售成本		<b>(960,373)</b>	(731,932)
<b>Gross profit</b>	毛利		<b>216,036</b>	221,025
Other income and gains	其他收入及收益	5	<b>15,055</b>	12,115
Selling and distribution expenses	銷售及經銷開支		<b>(114,536)</b>	(268,576)
Administrative expenses	行政開支		<b>(45,805)</b>	(55,497)
Impairment loss on goodwill	商譽減值虧損	15	-	(23,701)
Impairment losses on trade receivables	貿易應收款項減值虧損	19	<b>(1,326)</b>	(951)
Reversal of impairment loss/(impairment losses) on financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產減值虧損撥回/(減值虧損)		<b>54</b>	(526)
Other expenses	其他開支		<b>(7,151)</b>	(121,086)
<b>Profit/(loss) from operations</b>	經營所得溢利/(虧損)		<b>62,327</b>	(237,197)
Finance costs	財務成本	6	<b>(20,026)</b>	(34,818)
<b>PROFIT/(LOSS) BEFORE TAX</b>	除稅前溢利/(虧損)	7	<b>42,301</b>	(272,015)
Income tax expense	所得稅開支	9	<b>(19,405)</b>	(8,600)
<b>PROFIT/(LOSS) AND TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>	年內溢利/(虧損)及全面收益/(虧損)總額		<b>22,896</b>	(280,615)
<b>Attributable to:</b>	以下人士應佔：			
Owners of the Company	本公司擁有人		<b>22,898</b>	(280,614)
Non-controlling interests	非控股權益		<b>(2)</b>	(1)
			<b>22,896</b>	(280,615)
<b>Earnings/(loss) per share</b>	每股盈利/(虧損)	11	<b>RMB</b>	RMB
			<b>人民幣元</b>	人民幣元
Basic	基本		<b>0.014</b>	(0.166)
Diluted	攤薄		<b>0.014</b>	(0.166)

The notes on pages 108 to 217 form part of these financial statements.

第108至217頁的附註構成該等財務報表的一部分。



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2019 於2019年12月31日

		Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Investment property	投資物業	12	7,133	–
Other, property, plant and equipment	其他物業、廠房及設備	12	198,034	181,809
			<b>205,167</b>	181,809
Intangible assets	無形資產	13	45	113
Payments in advance	預付款項	14	3,665	39,455
Goodwill	商譽	15	–	–
Deposit	按金	16	–	3,000
Deferred tax assets	遞延稅項資產	17	721	1,300
			<b>209,598</b>	225,677
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>209,598</b>	225,677
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	18	250,963	214,806
Trade and bills receivables	貿易應收款項及應收票據	19	30,710	26,177
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	16	46,108	64,759
Other financial assets measured at amortised cost	按攤銷成本計量的其他金融資產	20	1,990	–
Pledged bank balances	已抵押銀行結餘	21(a)	5,001	13
Cash and cash equivalents	現金及現金等價物	21(a)	219,755	80,330
			<b>554,527</b>	386,085
<b>Total current assets</b>	<b>流動資產總值</b>		<b>554,527</b>	386,085
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	22	146,158	106,901
Contract liabilities	合約負債	23	38,582	129,670
Other payables and accruals	其他應付款項及應計款項	24	137,764	205,525
Interest-bearing bank and other borrowings	計息銀行及其他借款	25	187,484	145,000
Lease liabilities	租賃負債	26	1,022	–
Tax payable	應付稅項		11,361	1,943
			<b>522,371</b>	589,039
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>522,371</b>	589,039
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>流動資產/(負債)淨額</b>		<b>32,156</b>	(202,954)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>241,754</b>	22,723

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

As at 31 December 2019 於2019年12月31日

		Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	26	154	–
Other payable	其他應付款項	24	195,962	–
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>196,116</b>	–
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>45,638</b>	22,723
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Issued capital	已發行股本	27	136	136
Reserves	儲備		46,410	23,493
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>46,546</b>	23,629
			<b>(908)</b>	(906)
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>45,638</b>	22,723

Approved and authorised for issues by the board of directors on 17 April 2020. 於2020年4月17日經董事會批准授權刊發。

**Huang Xiangbin**  
黃祥彬  
Director  
董事

**Liu Wenfang**  
劉文芳  
Director  
董事

The notes on pages 108 to 217 form part of these financial statements.

第108至217頁的附註構成該等財務報表的一部分。





# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share					Changes in non-		Non-		Total equity
		Issued capital	premium account	Contributed surplus	Statutory reserve	Share option reserve	controlling interests	Accumulated losses	Total	controlling interests	
		已發行股本	股份溢價賬	實繳盈餘	法定儲備	購股權儲備	權益變動	累計虧損	總計	非控股權益	權益總額
		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
		(note 27)	(note 29(a))	(note 29(b))	(note 29(c))	(note 29(d))	(note 29(d))	(note 29(d))	(note 29(d))	(note 29(d))	(note 29(d))
		(附註27)	(附註29(a))	(附註29(b))	(附註29(c))	(附註29(d))	(附註29(d))	(附註29(d))	(附註29(d))	(附註29(d))	(附註29(d))
<b>At 1 January 2018</b>	<b>於2018年1月1日</b>	130	258,887	4,250	14,529	2,347	4,014	(10,686)	273,471	(905)	272,566
Shares issued on conversion of convertible bonds (note 27(a))	因兌換可換股債券而發行股份 (附註27(a))	6	30,226	-	-	-	-	-	30,232	-	30,232
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	-	-	(280,614)	(280,614)	(1)	(280,615)
Equity-settled share-based transaction (note 7)	以權益結算的股份支付交易 (附註7)	-	-	-	-	540	-	-	540	-	540
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>136</b>	<b>289,113*</b>	<b>4,250*</b>	<b>14,529*</b>	<b>2,887*</b>	<b>4,014*</b>	<b>(291,300)*</b>	<b>23,629</b>	<b>(906)</b>	<b>22,723</b>
<b>At 1 January 2019</b>	<b>於2019年1月1日</b>	<b>136</b>	<b>289,113</b>	<b>4,250</b>	<b>14,529</b>	<b>2,887</b>	<b>4,014</b>	<b>(291,300)</b>	<b>23,629</b>	<b>(906)</b>	<b>22,723</b>
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	-	22,898	22,898	(2)	22,896
Transfer from accumulated losses	轉撥自累計虧損	-	-	-	2,186	-	-	(2,186)	-	-	-
Equity-settled share-based transaction (note 7)	以權益結算的股份支付交易 (附註7)	-	-	-	-	19	-	-	19	-	19
<b>At 31 December 2019</b>	<b>於2019年12月31日</b>	<b>136</b>	<b>289,113*</b>	<b>4,250*</b>	<b>16,715*</b>	<b>2,906*</b>	<b>4,014*</b>	<b>(270,588)*</b>	<b>46,546</b>	<b>(908)</b>	<b>45,638</b>

\* These reserve accounts comprise the consolidated reserves of RMB46,410,000 (2018: RMB23,493,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表內的綜合儲備人民幣46,410,000元(2018年: 人民幣23,493,000元)。

The notes on pages 108 to 217 form part of these financial statements.

第108至217頁的附註構成該等財務報表的一部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes	2019 RMB'000	2018 RMB'000 (Restated)
	附註	人民幣千元	人民幣千元 (經重列)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit/(loss) before tax	除稅前溢利/(虧損)	<b>42,301</b>	(272,015)
Adjustments for:	調整以下各項：		
Depreciation	折舊	<b>10,333</b>	10,363
Amortisation of intangible assets	無形資產攤銷	<b>68</b>	110
Unrealised foreign exchange gain	未變現匯兌收益	<b>(63)</b>	(29)
Losses on disposal of items of property, plant and equipment	出售物業、廠房及設備 項目的虧損	<b>39</b>	-
Equity-settled share share-based payment expense	以權益結算的股份付款開支	<b>19</b>	540
Interest income	利息收入	<b>(311)</b>	(627)
Finance costs	財務成本	<b>20,026</b>	34,818
Foreign exchange gains, net, on bonds and bank loans	債券及銀行貸款的 外匯收益淨額	-	(4,534)
Consulting fees in relation to financing activities	融資活動相關諮詢費用	-	1,346
Write-off of inventories	存貨撇銷	<b>106</b>	117,875
Impairment of trade receivables	貿易應收款項減值	<b>1,326</b>	951
(Reversal of impairment loss)/impairment of financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的金融資產 (減值虧損撥回)/減值	<b>(54)</b>	526
Impairment of goodwill	商譽減值	-	23,701
		<b>73,790</b>	(86,975)
Changes in working capital	營運資金變動		
(Increase)/decrease in trade and bills receivables	貿易應收款項及 應收票據(增加)/減少	<b>(5,859)</b>	9,814
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產減少	<b>21,705</b>	81,071
Increase in inventories	存貨增加	<b>(36,263)</b>	(41,488)
Decrease in payments in advance	預付款項減少	<b>4,662</b>	931
Increase in trade payables	貿易應付款項增加	<b>39,257</b>	84,379
Increase in other payables and accruals	其他應付款項及應計款項 增加	<b>119,911</b>	120,710
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	<b>(91,947)</b>	88,167
<b>Cash generated from operations</b>	<b>營運所得現金</b>	<b>125,256</b>	256,609
Interest received	已收利息	<b>311</b>	627
Tax paid	已付稅項	<b>(9,408)</b>	(1,344)
<b>NET CASH FLOWS GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營活動所得 現金流量淨額</b>	<b>116,159</b>	255,892



## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 (Restated) 人民幣千元 (經重列)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目	(555)	(1,154)
Increase in payments in advance	預付款項增加	–	(258)
Settlement of financial liability at fair value through profit or loss classified as held for trading	分類為持作買賣按公平值計入損益的金融負債結算	–	(218)
Payment for acquisition of wealth management products classified as other financial asset measured at amortised cost	收購按攤銷成本計量分類為其他金融資產的理財產品付款	(21,990)	(25,000)
Proceeds from disposal of wealth management products classified as other financial assets measured at amortised cost	出售按攤銷成本計量分類為其他金融資產的理財產品所得款項	20,000	25,000
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(2,545)</b>	<b>(1,630)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Capital element of lease rentals paid	已付租金的資本部分	(871)	–
Interest element of lease rentals paid	已付租金的利息部分	(92)	–
Other borrowing costs paid	已付其他借貸成本	(10,785)	(20,021)
Net proceeds from issue of convertible bonds and bonds	發行可換股債券及債券所得款項淨額	–	30,559
Repayment of bonds	償還債券	–	(129,145)
Proceeds from bank and other borrowings	銀行及其他借款所得款項	47,484	334,149
Repayment of bank and other borrowings	償還銀行及其他借款	(5,000)	(465,141)
<b>NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>融資活動所得/(所用)現金淨額</b>	<b>30,736</b>	<b>(249,599)</b>

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes	2019 RMB'000	2018 RMB'000 (Restated)
	附註	人民幣千元	人民幣千元 (經重列)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	現金及現金等價物 增加淨額	<b>144,350</b>	4,663
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額	<b>63</b>	29
Cash and cash equivalents at beginning of year	年初現金及現金等價物	<b>80,343</b>	75,651
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	年末現金及現金等價物	<b>224,756</b>	80,343
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	現金及現金等價物 結餘分析		
Cash at banks and on hand	銀行及手頭現金	<b>219,755</b>	80,330
Time deposits with original maturity of less than three months when acquired, pledged as security for letters of credit	取得時原到期日不超過三個月 用作信用證抵押的定期存款	<b>5,001</b>	13
<b>CASH AND CASH EQUIVALENTS AS STATED IN THE CONSOLIDATED STATEMENT OF CASH FLOWS</b>	綜合現金流量表所列現金及 現金等價物	<b>224,756</b>	80,343

The notes on pages 108 to 217 form part of these financial statements.

第108至217頁的附註構成該等財務報表的一部分。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

### 1. Corporate and Group Information

Sinco Pharmaceuticals Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 16 March 2015. The registered office address of the Company is P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. The Company’s principal place of business in Hong Kong is Unit 3105, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong with effect from 29 January 2019.

During the year ended 31 December 2019 (the “Reporting Period”), the Company and its subsidiaries (collectively referred to the “Group”) were principally engaged in marketing, promotion and channel management services for improved human plasma-based pharmaceuticals, antibiotics and other pharmaceuticals focused on therapeutic areas and complementary to human plasma-based products and other fast-growing categories in the People’s Republic of China (the “PRC”). There were no significant changes in the nature of the Group’s principal activities during the Reporting Period.

In the opinion of directors of the Company (“the Directors”), Risun Investments Limited (“Risun”), a company incorporated in the British Virgin Islands (“BVI”), is the parent and the ultimate holding company of the Company and Mr. Huang Xiangbin (“Mr. Huang”) is the ultimate controlling party of the Group.

#### Information about subsidiaries

Particulars of the Company’s principal subsidiaries at 31 December 2019 are as follows:

### 1. 公司及集團資料

興科蓉醫藥控股有限公司(「本公司」)為於2015年3月16日在開曼群島註冊成立的有限公司。本公司的註冊辦事處地址為P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands。本公司香港主要營業地點為香港灣仔港灣道1號會展廣場辦公大樓3105室，自2019年1月29日起生效。

於截至2019年12月31日止年度(「報告期」)內，本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事改善人體血漿藥品、抗生素及專注於治療領域與人體血漿製品及其他快速增長類別互補的其他藥品的市場營銷、推廣及渠道管理服務。本集團主要業務的性質於報告期內並無重大變動。

本公司董事(「董事」)認為，Risun Investments Limited(「Risun」)(在英屬維爾京群島(「英屬維爾京群島」)註冊成立的公司)為本公司的母公司及最終控股公司，而黃祥彬先生(「黃先生」)則為本集團的最終控股方。

#### 附屬公司資料

本公司於2019年12月31日的主要附屬公司的詳情如下：

## 1. Corporate and Group Information (Continued)

### Information about subsidiaries (Continued)

## 1. 公司及集團資料(續)

### 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and place of business 註冊成立/註冊地點及 營業地點	Class of shares held 所持 股份類別	Issued and paid-up capital 已發行及 繳足股本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Hong Kong Prosperous Group Holding Limited 香港恒盛集團控股有限公司	Hong Kong 香港	Ordinary 普通	100 shares 100股股份	-	100	Purchase of pharmaceutical products for group companies and investment holding 為集團公司購買藥品及投資控股
Sichuan Sinco Pharmaceuticals Co., Ltd. <sup>(i)</sup> ("Sichuan Sinco Pharmaceuticals") 四川興科蓉藥業有限責任公司 <sup>(i)</sup> (「四川興科蓉藥業」)	PRC 中國	Registered 已註冊	RMB50,000,000 人民幣50,000,000元	-	100	Sale of pharmaceutical products and investment holding 銷售藥品及投資控股
Chengdu Sinco Pharmaceutical Technology Co., Ltd. <sup>(ii)</sup> ("Chengdu Sinco Technology") 成都興科蓉醫藥技術有限責任公司 <sup>(ii)</sup> (「成都興科蓉技術」)	PRC 中國	Registered 已註冊	RMB22,000,000 人民幣22,000,000元	-	100	Providing warehouse facilities for pharmaceutical products 提供藥品倉庫設施
Qingdao Ruichi Pharmaceuticals Co., Ltd. <sup>(iii)</sup> ("Qingdao Ruichi") 青島瑞馳藥業有限公司 <sup>(iii)</sup> (「青島瑞馳」)	PRC 中國	Registered 已註冊	RMB10,000,000 人民幣10,000,000元	-	100	Sale of pharmaceutical products 銷售藥品
Chengdu Sinco Pharmaceuticals Co., Ltd. <sup>(iii)</sup> ("Chengdu Sinco Pharmaceuticals") 成都興科蓉醫藥有限公司 <sup>(iii)</sup> (「成都興科蓉醫藥」)	PRC 中國	Registered 已註冊	US\$10,000,000 10,000,000美元	100	-	Sale of pharmaceutical products 銷售藥品
(i) Sichuan Sinco Pharmaceuticals is registered as a limited liability company (solely invested by corporation in Taiwan, Hong Kong or Macau) under laws of the PRC.				(i)		四川興科蓉藥業根據中國法律註冊為有限公司(港澳台法人獨資)。
(ii) These subsidiaries are registered as limited liability company (solely invested by corporation) under laws of the PRC.				(ii)		該等附屬公司根據中國法律註冊為有限公司(法人獨資)。
(iii) Chengdu Sinco Pharmaceuticals is registered as wholly foreign-owned enterprise under laws of the PRC.				(iii)		成都興科蓉醫藥根據中國法律註冊為外資企業。



## 2.1 Basis of Preparation

These financial statements have been prepared in accordance with all applicable International Financial Reporting standards (“IFRSs”), which collective term includes all applicable individual IFRS, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (the “IASB”), and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 2.2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries. Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). These financial statements are presented in Renminbi (“RMB”), which is the Company’s functional and presentation currency.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

## 2.1 編製基準

該等財務報表按照所有適用的國際財務報告準則（「國際財務報告準則」）（為國際會計準則委員會（「國際會計準則委員會」）頒佈的所有適用個別國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋的統稱）以及香港公司條例的披露規定編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。

本集團所採用的重大會計政策披露如下。

國際會計準則委員會已頒佈於本集團本會計期間首次生效或可供提早採納的若干新訂及經修訂國際財務報告準則。附註2.2提供有關首次應用此等新訂及經修訂準則所引致的任何會計政策變動資料，以該等財務報表反映於本會計期間及過往會計期間與本集團相關者為限。

截至2019年12月31日止年度的綜合財務報表涵蓋本公司及其附屬公司。本集團各實體財務報表所載項目按實體經營所在的主要經濟環境的貨幣（「功能貨幣」）計量。該等財務報表以人民幣（「人民幣」）呈列，而人民幣為本公司的功能及呈列貨幣。

編製財務報表所用的計量基準為歷史成本基準。

編製符合國際財務報告準則的財務報表時，管理層須作出影響政策應用及所呈報資產、負債、收入及開支金額的判斷、估計及假設。估計及有關假設基於過往經驗及在有關情況下視作合理的各項其他因素，有關結果構成判斷無法自其他來源輕易獲得的資產及負債賬面值的基準。實際結果可能有別於該等估計。

## 2.1 Basis of Preparation (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

### Going concern basis

During the year ended 31 December 2019, the Group incurred a consolidated profit of RMB22,896,000 (2018: consolidated loss of RMB280,615,000). As at 31 December 2019, the Group had net current assets of RMB32,156,000 (2018: net current liabilities of RMB202,954,000).

The Directors have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. To sustain the Group as a going concern and to monitor the Group's liquidity and cash flow, the Group implemented or is in the process of implementing the following measures:

- (a) As at 31 December 2019, the Group had unused bank facilities in aggregate of RMB22.9 million;
- (b) On 31 December 2019, the Group had obtained a facility of RMB200 million from an independent third party, which is an import agent of the Group, for a period from 1 January 2020 to 30 June 2021. As at 31 December 2019, the Group has an amount payable to this import agent of RMB195,962,000. According to the facility provided, the Group has the right to repay the outstanding balance on or before 30 June 2021; and
- (c) The Group has budgeted and laid out its business plan for the next twelve months, and seeks to attain profits and generate net cash inflows from the operating activities during the next twelve months with the efforts of actively further improving its sales model under the new policies for stabilising its business development. The Group will continuously promote presence in the downstream of marketing network channels and extend it to the end market by establishing multi-mode cooperation with hospitals and pharmacies.

## 2.1 編製基準(續)

估計及相關假設按持續經營基準予以檢討。倘修訂僅影響修訂估計期間，則會計估計修訂於該期間確認，倘修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

管理層在應用對財務報表及估計不確定性的主要來源造成重大影響的國際財務報告準則時作出的判斷，於附註3內論述。

### 持續經營基準

截至2019年12月31日止年度，本集團產生綜合溢利人民幣22,896,000元(2018年：綜合虧損人民幣280,615,000元)。於2019年12月31日，本集團流動資產淨值為人民幣32,156,000元(2018年：流動負債淨額為人民幣202,954,000元)。

董事於評估本集團是否擁有充足財務資源持續經營業務時，已考慮本集團的未來流動資金及表現以及其可動用財務資源。為維持本集團持續經營及監控本集團流動資金及現金流量，本集團已經或正在實施以下措施：

- (a) 於2019年12月31日，本集團擁有尚未動用銀行融資合共人民幣22.9百萬元；
- (b) 於2019年12月31日，本集團自一名獨立第三方(為本集團進口代理)獲得融資人民幣200百萬元，期限自2020年1月1日起至2021年6月30日。於2019年12月31日，本集團應付該進口代理的款項為人民幣195,962,000元。根據所提供的融資，本集團有權於2021年6月30日或之前償還未清償的結餘；及
- (c) 本集團已為未來十二個月制定預算及業務計劃，致力於在新政策下進一步改善銷售模式以穩定其業務發展，藉此尋求於未來十二個月獲得溢利及自經營活動產生現金流入淨額。本集團將不斷推進下游營銷推廣網絡渠道，並通過開發與醫院及藥房的多模式合作方式向終端市場延伸。





## 2.1 Basis of Preparation (Continued)

### Going concern basis (Continued)

The Directors have reviewed the Group's cash flow forecast prepared by management which covers a period of twelve months from the end of the Reporting Period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due in the foreseeable future. Accordingly, the Directors are of the opinion that it is appropriate to prepare the consolidated financial statements of the Group for the Reporting Period on a going concern basis.

Should the going concern assumption for whatever reason or as a result of changing circumstances, becomes inappropriate, necessary accounting adjustments may have to be made to restate the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these potential adjustments have not been reflected in these financial statements.

The Audit Committee of the Board has confirmed that it has objectively and critically reviewed the measures mentioned above. The Audit Committee of the Board and the Board have confidence in the Group's management and concurred with management's view that the Group's business plan for the next twelve months is feasible and achievable.

The Group has actively implemented, or is actively implementing, all the improvement targets outlined above for the purposes of increasing profits and enhancing the cash flow position of the Group, in order to remove uncertainties relating to the going concern of the Group for the next twelve months.

## 2.1 編製基準(續)

### 持續經營基準(續)

董事已審閱管理層編製的本集團現金流量預測，其涵蓋報告期末起計十二個月期間。彼等認為，計及上述計劃及措施，本集團將擁有充足營運資金以撥付其營運及履行於其可見未來到期的財務債務。因此，董事認為，按持續經營基準編製本集團於報告期間的綜合財務報表實屬恰當。

倘持續經營的假設因任何理由或情況轉變而失當，則可能須要作出必要會計調整，以將資產價值重列至其可收回金額，為可能產生的任何其他負債計提撥備以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等潛在調整的影響並未在該等財務報表中反映。

董事會審核委員會確認，其已客觀而審慎地檢討上述措施。董事會審核委員會及董事會對本集團的管理層充滿信心，並贊同管理層的觀點，認為本集團於未來十二個月的業務計劃為可行及可實現。

本集團已經或正在積極落實上述所有改善目標，旨在提高溢利及改善本集團現金流量狀況，以消除本集團於未來十二個月與持續經營有關的不明朗因素。

## 2.2 Changes in Accounting Policies

The IASB has issued a new IFRS, IFRS 16, Leases, and a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

Except for IFRS 16, Leases, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### IFRS 16, Leases

IFRS 16 replaces IAS 17, Leases, and the related interpretations, 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. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements brought forward from IAS 17 substantially unchanged.

## 2.2 會計政策變動

國際會計準則理事會已頒佈一項新訂國際財務報告準則(即國際財務報告準則第16號租賃)及多項國際財務報告準則的修訂本,此等新訂準則及修訂本於本集團本會計期間首次生效。

除國際財務報告準則第16號租賃外,該等發展概無對本集團本期間或過往期間業績及財務狀況的編製或呈列方式構成重大影響。本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

### 國際財務報告準則第16號租賃

國際財務報告準則第16號取代國際會計準則第17號租賃及其相關詮釋,即國際財務報告詮釋委員會詮釋第4號釐定安排是否包含租賃、常設詮釋委員會詮釋第15號經營租賃—優惠及常設詮釋委員會詮釋第27號評估涉及租賃法律形式的交易實質。其為承租人引入單一會計處理模式,要求承租人確認所有租賃的使用權資產及租賃負債,惟租期為12個月或以下的租賃(「短期租賃」)及低價值資產的租賃則除外。沿襲自國際會計準則第17號的出租人會計處理規定大致維持不變。



## 2.2 Changes in Accounting Policies (Continued)

### IFRS 16, Leases (Continued)

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied IFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under IAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

a) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

## 2.2 會計政策變動(續)

### 國際財務報告準則第16號租賃(續)

國際財務報告準則第16號亦引入額外定性及定量披露規定，旨在讓財務報表使用者評估租賃對實體財務狀況、財務表現及現金流量的影響。

本集團自2019年1月1日起首次應用國際財務報告準則第16號。本集團已選用經修訂追溯法，並因此將首次應用的累計影響確認為2019年1月1日年初權益結餘的調整。比較資料並無重列，而是繼續根據國際會計準則第17號呈報。

有關過往會計政策變動的性質及影響以及所應用的過渡方案的進一步詳情載列如下：

a) *租賃的新定義*

租賃定義的變動主要與控制權的概念有關。國際財務報告準則第16號根據客戶是否在某一時段內控制已識別資產的用途(其可按指定使用釐定)而對租賃作出定義。當客戶有權指示可識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即表示擁有控制權。

國際財務報告準則第16號內租賃的新定義僅適用於本集團於2019年1月1日或之後訂立或變更的合約。就於2019年1月1日之前訂立的合約而言，本集團已採用過渡性可行的權宜方法以豁免屬租賃或包含租賃的現有安排進行過往評估。因此，先前根據國際會計準則第17號評估為租賃的合約繼續根據國際財務報告準則第16號入賬為租賃，而先前評估為非租賃服務安排的合約則繼續入賬為待履行合約。

## 2.2 Changes in Accounting Policies (Continued)

### IFRS 16, Leases (Continued)

#### b) Lessee accounting and transitional impact

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to other property, plant and equipment as disclosed in note 12. For an explanation of how the Group applies lessee accounting, see note 2.3(g).

At the date of transition to IFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 5.5%.

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

- (i) the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and

## 2.2 會計政策變動(續)

### 國際財務報告準則第16號租賃(續)

#### b) 承租人會計處理法及過渡影響

國際財務報告準則第16號刪除了國際會計準則第17號先前所規定承租人須將租賃分類為經營租賃或融資租賃的規定。相反，本集團如為承租人，則須將包括先前根據國際會計準則第17號分類為經營租賃的租賃在內的所有租賃資本化，惟短期租賃及豁免的低價值資產租賃另作別論。就本集團而言，該等新資本化租賃主要與附註12所披露的其他物業、廠房及設備有關。有關本集團如何應用承租人會計處理法的闡釋，見附註2.3(g)。

於過渡至國際財務報告準則第16號當日(即2019年1月1日)，本集團就先前分類為經營租賃的租賃釐定餘下租期及按餘下租賃付款現值計量租賃負債，並使用2019年1月1日的相關增量借款利率進行貼現。用於釐定剩餘租賃付款現值的加權平均增量借款利率為5.5%。

為順利過渡至國際財務報告準則第16號，本集團於首次應用國際財務報告準則第16號當日採用下列確認豁免及可行權宜方法：

- (i) 本集團已選擇不就餘下租期於首次應用國際財務報告準則第16號當日起計12個月內屆滿(即租期於2019年12月31日或之前屆滿)的租賃應用國際財務報告準則第16號有關確認租賃負債及使用權資產的規定；
- (ii) 於首次應用國際財務報告準則第16號當日計量租賃負債時，本集團對具有合理類似特徵的租賃(例如在類似經濟環境下就類似分類的相關資產採用類似餘下租期的租賃)組合使用單一貼現率；及

**2.2 Changes in Accounting Policies (Continued)****IFRS 16, Leases (Continued)***b) Lessee accounting and transitional impact (Continued)*

- (iii) when measuring the right-of-use assets at the date of initial application of IFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 December 2018 as an alternative to performing an impairment review.

The following table reconciles the operating lease commitments as disclosed in note 31(b) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019.

		<b>1 January 2019 2019年1月1日 RMB'000 人民幣千元</b>
Operating lease commitments at 31 December 2018	於2018年12月31日的經營租賃承擔	<b>2,218</b>
Less: commitments relating to leases exempt from capitalisation:	減：有關豁免資本化租賃的承擔：	
– short-term leases and other leases with remaining lease term ending on or before 31 December 2019	– 短期租賃及其他剩餘租期於2019年12月31日或之前屆滿的租賃	<b>(39)</b>
		<b>2,179</b>
Less: total future interest expenses	減：未來利息開支總額	<b>(132)</b>
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and total lease liabilities recognised at 1 January 2019	餘下租賃付款現值，使用2019年1月1日的增量借款利率及於2019年1月1日確認的租賃負債總額進行貼現	<b>2,047</b>

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 December 2018.

**2.2 會計政策變動(續)****國際財務報告準則第16號租賃(續)***b) 承租人會計處理法及過渡影響(續)*

- (iii) 於首次應用國際財務報告準則第16號當日計量使用權資產時，本集團依賴先前對2018年12月31日虧損性合約條文的評估，以替代減值檢討。

下表載列附註31(b)所披露於2018年12月31日的經營租賃承擔與於2019年1月1日確認的租賃負債年初結餘的對賬。

已確認與先前分類為經營租賃的租賃相關的使用權資產，其金額相等於就餘下租賃負債確認的金額，並按與2018年12月31日財務狀況表中確認的與該租賃有關的任何預付或應計租賃付款調整。

**2.2 Changes in Accounting Policies (Continued)****IFRS 16, Leases (Continued)***b) Lessee accounting and transitional impact (Continued)*

The following table summarises the impacts of the adoption of IFRS 16 on the Group's consolidated statement of financial position:

Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:	綜合財務狀況表中受採納國際財務報告準則第16號影響的項目：	Carrying amount at 31 December 2018	Capitalisation of operating lease contracts	Carrying amount at 1 January 2019
		於2018年12月31日的賬面值 RMB'000 人民幣千元	經營租賃合約市值 RMB'000 人民幣千元	於2019年1月1日的賬面值 RMB'000 人民幣千元
Other property, plant and equipment	其他物業、廠房及設備	181,809	2,047	183,856
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>225,677</b>	<b>2,047</b>	<b>227,724</b>
Lease liabilities (current)	租賃負債(流動)	–	870	870
<b>Current liabilities</b>	<b>流動負債</b>	<b>589,039</b>	<b>870</b>	<b>589,909</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(202,954)</b>	<b>(870)</b>	<b>(203,824)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>22,723</b>	<b>1,177</b>	<b>23,900</b>
Lease liabilities (non-current)	租賃負債(非流動)	–	1,177	1,177
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>–</b>	<b>1,177</b>	<b>1,177</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>22,723</b>	<b>–</b>	<b>22,723</b>

**2.2 會計政策變動(續)****國際財務報告準則第16號租賃(續)***b) 承租人會計處理法及過渡影響(續)*

下表概述採納國際財務報告準則第16號對本集團綜合財務狀況表的影響：



## 2.2 Changes in Accounting Policies (Continued)

### IFRS 16, Leases (Continued)

c) *Impact on the financial result, segment results and cash flows of the Group*

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss and other comprehensive income, as compared to the results if IAS 17 had been applied during the year.

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see note 26). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the consolidated statement of cash flows.

The following tables give an indication of the estimated impact of the adoption of IFRS 16 on the Group's financial result, segment results and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under IFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under IAS 17 if this superseded standard had continued to apply in 2019 instead of IFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under IAS 17.

## 2.2 會計政策變動(續)

### 國際財務報告準則第16號租賃(續)

c) *對本集團財務業績、分部業績及現金流量的影響*

於初步確認2019年1月1日的使用權資產及租賃負債後，本集團(作為承租人)須確認租賃負債的未償還結餘的應計利息開支及使用權資產的折舊，而非採取先前根據經營租賃以直線法於租期內確認所產生租金開支的政策。與年內應用國際會計準則第17號的結果相比，此舉對本集團綜合損益及其他全面收益表的經營所得呈報溢利產生正面影響。

於綜合現金流量表中，本集團(作為承租人)須將根據資本化租賃已支付的租金分為其資本部分及利息部分(見附註26)。有關部分已分類為融資現金流出，類似於先前根據國際會計準則第17號將租賃分類為融資租賃，而非如同國際會計準則第17號項下經營租賃般，分類為經營現金流出。雖然現金流量總額不受影響，但採納國際財務報告準則第16號會因此導致綜合現金流量表中現金流量的呈報方式出現重大變動。

下表列示採納國際財務報告準則第16號對本集團截至2019年12月31日止年度的財務業績、分部業績及現金流量的估計影響，方法為透過調整根據國際財務報告準則第16號於該等綜合財務報表呈報的金額以計算根據國際會計準則第17號(倘此替代準則(非國際財務報告準則第16號)繼續於2019年適用)本應確認的估計假設金額，以及透過比較2019年的假設金額與2018年根據國際會計準則第17號編製的相應實際金額。

## 2.2 Changes in Accounting Policies (Continued)

## IFRS 16, Leases (Continued)

- c) Impact on the financial result, segment results and cash flows of the Group (Continued)

## 2.2 會計政策變動(續)

## 國際財務報告準則第16號租賃(續)

- c) 對本集團財務業績、分部業績及現金流量的影響(續)

		2019			2018	
	Amounts reported under IFRS 16	Add back: IFRS 16 depreciation and interest expense	Deduct: Estimated amounts related to operating leases as if under IAS 17 (note 1)	Hypothetical amounts for 2019 as if under IAS 17	Compared to amounts reported for 2018 under IAS 17	
	根據國際財務報告準則第16號呈報的金額	撥回： 國際財務報告準則第16號折舊及利息開支	扣減： 與經營租賃有關的估計金額，猶如根據國際會計準則第17號計算	2019年的假設金額，猶如根據國際會計準則第17號計算	與根據國際會計準則第17號呈報的2018年金額相比	
	RMB'000 人民幣千元 (A)	RMB'000 人民幣千元 (B)	RMB'000 人民幣千元 (C)	RMB'000 人民幣千元 (D=A+B-C)	RMB'000 人民幣千元	
Financial result for the year ended 31 December 2019 impacted by the adoption of IFRS 16:	受採納國際財務報告準則第16號影響的截至2019年12月31日止年度的財務業績：					
Profit/(loss) from operations	經營所得溢利/(虧損)	62,327	1,006	(962)	62,371	(237,197)
Finance costs	財務成本	(20,026)	92	-	(19,934)	(34,818)
Profit/(loss) before tax	除稅前溢利/(虧損)	42,301	1,098	(962)	42,437	(272,015)
Profit/(loss) for the year	年內溢利/(虧損)	22,896	1,098	(962)	23,032	(280,615)



**2.2 Changes in Accounting Policies (Continued)****IFRS 16, Leases (Continued)**

c) *Impact on the financial result, segment results and cash flows of the Group (Continued)*

**2.2 會計政策變動(續)****國際財務報告準則第16號租賃(續)**

c) *對本集團財務業績、分部業績及現金流量的影響(續)*

Line items in the consolidated statement of cash flows for the year ended 31 December 2019 impacted by the adoption of IFRS 16:		2019			2018
		Amounts reported under IFRS 16	Estimated amounts related to operating leases as if under IAS 17 (notes 1&2)	Hypothetical amounts for 2019 as if under IAS 17	Compared to amounts reported for 2018 under IAS 17
	根據國際財務報告準則第16號呈報的金額	RMB'000 人民幣千元 (A)	與經營租賃有關的估計金額， 猶如根據國際會計準則第17號計算 (附註1及2) RMB'000 人民幣千元 (B)	2019年的 假設金額，猶如 根據國際會計 準則第17號計算 RMB'000 人民幣千元 (C=A+B)	與根據國際會計準則第17號呈報的2018年金額相比 RMB'000 人民幣千元
Cash generated from operations	經營所得現金	125,526	(962)	124,294	256,609
<b>Net cash flows generated from operating activities</b>	<b>經營活動所得現金流量淨額</b>	<b>116,159</b>	<b>(962)</b>	<b>115,197</b>	<b>255,892</b>
Capital element of lease rentals paid	已付租金的資本部分	(870)	870	-	-
Interest element of lease rentals paid	已付租金的利息部分	(92)	92	-	-
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動所得/(所用)現金淨額</b>	<b>30,736</b>	<b>962</b>	<b>31,698</b>	<b>(249,599)</b>

Note 1: The "estimated amounts related to operating leases" is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if IAS 17 had still applied in 2019. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under IAS 17, if IAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash generated from/used in financing activities as if IAS 17 still applied.

附註1: 「與經營租賃有關的估計金額」指與分類為經營租賃的租賃有關的2019年現金流量估計金額，猶如國際會計準則第17號於2019年仍然適用。該估計假設租金與現金流量之間並無差異，且所有於2019年訂立的新租賃已根據國際會計準則第17號分類為經營租賃，猶如國際會計準則第17號於2019年仍然適用。任何潛在的淨稅影響忽略不計。

附註2: 於此影響表中，該等現金流出由融資重新分類至經營，以計算經營活動所得現金淨額及融資活動所得/所用現金淨額的假設金額，猶如國際會計準則第17號仍然適用。

## 2.3 Summary of Significant Accounting Policies

### (a) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company.

Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income or loss for the year between non-controlling interests and the owners of the Company. Total comprehensive income or loss of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

## 2.3 主要會計政策概要

### (a) 附屬公司及非控股權益

附屬公司為本集團控制的實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體的權力而影響該等回報時，即控制該實體。當評估本集團是否擁有權力時，僅考慮實質性權利(由本集團及其他人士持有)。

於一間附屬公司的投資是由持有控制權開始之日起併入綜合財務報表，直至控制權終止之日為止。集團內部往來結餘、集團內部交易及現金流量以及集團內部交易產生的任何未變現溢利於編製綜合財務報表時全數抵銷。集團內部交易的未變現虧損則在並無減值跡象的情況下以未變現收益的相同方式抵銷。

非控股權益為附屬公司中並非直接或間接歸屬於本公司的權益，且本集團並無就此與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義的權益承擔合約責任。就每項業務合併而言，本集團可選擇按附屬公司公平值或可予識別資產淨值的非控制權益比例，計量非控制權益。

非控股權益呈列於綜合財務狀況表的權益項下，與本公司擁有人應佔權益分開呈列。

本集團業績內的非控股權益在綜合損益及其他全面收益表內以年內分配予非控股權益與本公司擁有人之間的損益總額及全面收益或虧損總額方式呈列。附屬公司全面收益或虧損總額歸屬於本公司擁有人及非控股權益，即便導致非控股權益出現虧絀結餘。非控股權益持有人提供的貸款及須向該等持有人承擔的其他合約責任於綜合財務狀況表列作金融負債。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (a) Subsidiaries and non-controlling interests (Continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2.3(h)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

### (b) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

## 2.3 主要會計政策概要(續)

### (a) 附屬公司及非控股權益(續)

倘本集團於附屬公司的權益變動不會導致喪失控制權，其將入賬為股本交易，並就此將調整於綜合權益內的控股及非控股權益金額，以反映相關權益變動，惟對商譽不作任何調整且不會確認盈虧。

當本集團喪失對附屬公司的控制權，其將按出售於該附屬公司的全部權益入賬，所產生的盈虧於損益中確認。任何在喪失控制權日期仍保留於該前度附屬公司的權益將按公平值確認，而此金額被視為初步確認金融資產的公平值，或(如適用)初步確認於聯營公司或合營企業的投資成本。

於本公司財務狀況表中，於一間附屬公司的投資按成本扣除減值虧損列賬(見附註2.3(h))，除非該投資被分類為持作出售(或計入分類為持作出售的出售組別)，則作別論。

### (b) 商譽

業務收購產生的商譽按照業務收購當日的成本減累計減值虧損(如有)列賬。

為進行減值測試，商譽分配至預期將從合併帶來的協同效應中受惠的本集團各現金產生單位(或現金產生單位組別)，該單位或單位組別指就內部管理而言監察商譽且不超過經營分部的最低水平。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (b) Goodwill (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

## 2.3 主要會計政策概要(續)

### (b) 商譽(續)

獲分配商譽的現金產生單位(或現金產生單位組別)每年進行減值測試或有跡象顯示該單位可能出現減值時更頻密地進行減值測試。就於報告期間收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘可收回金額低於賬面值，則先分配減值虧損以減低任何商譽的賬面值，然後按該單位內各項資產的賬面值所佔比例分配至該單位(或現金產生單位組別)的其他資產。

於出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，商譽應佔金額計入釐定出售時的損益金額。當本集團出售現金產生單位(或現金產生單位組別內的現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (c) 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.

## 2.3 主要會計政策概要(續)

### (c) 關連方

在下列情況下，該人士將被認為與本集團有關連：

- (a) 該人士屬以下人士或其關係密切的家庭成員
  - (i) 對本集團具有控制權或共同控制權；
  - (ii) 對本集團具有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 該人士為符合下列任何條件的實體：
  - (i) 該實體與本集團為同一集團的成員公司；
  - (ii) 一個實體為另一個實體(或該實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營公司；
  - (iii) 該實體與本集團為同一第三方的合營公司；
  - (iv) 一個實體為第三方實體的合營公司，而另一個實體為該第三方實體的聯營公司；
  - (v) 該實體為以本集團或與本集團有關聯的實體的僱員為受益人的離職後福利計劃；
  - (vi) 該實體由(a)項界定的人士控制或共同控制；
  - (vii) (a)(i)項界定的人士對該實體有重大影響力，或為該實體(或該實體母公司)的主要管理人員；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母公司提供主要管理人員服務。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (c) Related parties (Continued)

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

### (d) Investment property

Investment property is land and/or buildings which are owned or held under a leasehold interest (see note 2.3(g)) to earn rental income and/or for capital appreciation. Such properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment property is stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on the straight-line basis over the estimated useful lives of 45 years.

Any gains or losses from the retirement or disposal of an investment property are recognised in the profit or loss. Rental income from investment properties is accounted for as described in note 2.3(q)(iii).

For a transfer from investment property to owner-occupied property, the deemed cost of a property for subsequent accounting is its carrying amount at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Other property, plant and equipment" up to the date of change in use.

## 2.3 主要會計政策概要(續)

### (c) 關連方(續)

任何人士的近親是指與該實體業務往來時預期可影響該人士或受該人士影響的家庭成員。

### (d) 投資物業

投資物業為根據租賃權益(見附註2.3(g))為獲取租金收入及/或資本增值而擁有或持有的土地及/或樓宇。該等物業初步按包括交易成本在內的成本計量。於初步確認後,投資物業按成本減其後累計折舊及任何累計減值虧損入賬。折舊按45年的估計可使用年期以直線法計算。

因投資物業報廢或出售產生的任何收益或虧損於損益中確認。投資物業的租金收入按附註2.3(q)(iii)所述方式入賬。

就由投資物業轉撥至自用物業而言,用於其後會計處理的視作物業成本為其改變用途日期的賬面值。倘本集團所佔用的自用物業變為投資物業,則本集團根據「其他物業、廠房及設備」中所述政策將該物業入賬,直至用途改變日期為止。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (e) Other property, plant and equipment

The following items of other property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses (see note 2.3(h)):

- interests in land and building where the Group is the registered owner of the property interest;
- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see note 2.3(g)).

Historical cost includes expenditure that is directly attributable to the acquisition of the items. The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2.3(t)).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are recognised in profit or loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## 2.3 主要會計政策概要(續)

### (e) 其他物業、廠房及設備

以下其他物業、廠房及設備項目(在建工程除外)按成本減累計折舊及減值虧損列賬(見附註2.3(h)):

- 於本集團作為物業權益註冊擁有人的土地及樓宇的權益;
- 租賃物業(本集團並非物業權益的註冊擁有人)租賃產生的使用權資產; 及
- 廠房及設備項目(包括相關廠房及設備租賃產生使用權資產)(見附註2.3(g))。

歷史成本包括項目收購直接應佔開支。自行建造物業、廠房及設備項目的成本包括材料成本、直接人工、(如相關)拆除、移除項目及復原所在地成本初步估計以及按適當比例計算的生產經常費用及借款成本(見附註2.3(t))。

其後成本僅於與該項目相關的未來經濟利益可能流入本集團，且該項目成本能可靠計量時，方會計入資產賬面值或確認為獨立資產(如適用)。任何入賬列作單獨資產部分的賬面值於替換時終止確認。所有其他維修及保養於其產生的報告期內在損益確認。

倘資產賬面值高於其估計可收回金額，則資產賬面值會即時撇減至其可收回金額。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (e) Other property, plant and equipment (Continued)

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Land and buildings are depreciated over the shorter of the unexpired term of lease and the buildings' estimated useful lives, being no more than 50 years after the date of completion.
- Machinery 10 years
- Office equipment 3-5 years
- Motor vehicles 4-5 years
- Leasehold improvement 3-5 years or over the remaining term of the lease, if shorter

Where parts of an item of other property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

## 2.3 主要會計政策概要(續)

### (e) 其他物業、廠房及設備(續)

報廢或出售物業、廠房及設備項目產生的收益或虧損按估計出售所得款項淨額與項目賬面值之間的差額釐定，並於報廢或出售當日在損益中確認。

折舊乃按直線法將物業、廠房及設備項目的成本於以下估計可使用年內撇銷，當中已扣除估計剩餘價值(如有)：

- 土地及樓宇按未屆滿的租期與樓宇的估計可使用年期中的較短者(即於竣工日期後不超過50年)折舊。
- 機器 10年
- 辦公室設備 3至5年
- 汽車 4至5年
- 租賃裝修 3至5年或租賃剩餘期限(如更短)

倘物業、廠房及設備項目各部分的可使用年期不同，則此項目的成本將按合理基準於各部分間分配，且每部分將計提個別折舊。每年會檢討資產的可使用年期及剩餘價值(如有)。

正在興建用作生產、供應或行政用途的樓宇按成本減任何已確認減值虧損列賬。成本包括將資產能按管理層擬定的方式運至所需運往地點及達到條件所直接應佔的任何成本，且就合資格資產而言，借款成本根據本集團會計政策資本化。該等資產於資產可投入其擬定用途時按與其他物業資產相同的基準開始折舊。





## 2.3 Summary of Significant Accounting Policies (Continued)

### (f) Intangible assets (other than goodwill)

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses (see note 2.3(h)).

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Software	5 years
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### (g) Leased assets

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

#### (i) As a lessee

##### **Policy applicable from 1 January 2019**

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

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

## 2.3 主要會計政策概要(續)

### (f) 無形資產(商譽除外)

單獨收購的具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬(見附註2.3(h))。

具有有限可使用年期的無形資產攤銷以直線基準按其估計可使用年期確認。估計可使用年期及攤銷法於各報告期末進行審閱，而任何估計變動的影響按未來基準入賬。下列具有有限可使用年期的無形資產自可供使用日期起攤銷，其估計可使用年期如下：

軟件	5年
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### (g) 租賃資產

於合約開始時，本集團評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而賦予在一段時間內控制可識別資產用途的權利，則該合約屬租賃或包含租賃。當客戶有權指示可識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即已賦予控制權。

#### (i) 作為承租人

##### **自2019年1月1日起適用的政策**

倘合約包含租賃部分及非租賃部分，本集團選擇不將非租賃部分區分開來，並將各租賃部分及任何相關非租賃部分入賬為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下的短期租賃及低價值資產的租賃則除外。當本集團就低價值資產訂立租賃時，本集團決定是否按逐項租賃基準將租賃資本化。該等未資本化租賃的相關租賃付款於租期內有系統地確認為開支。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (g) Leased assets (Continued)

#### (i) As a lessee (Continued)

##### **Policy applicable from 1 January 2019 (Continued)**

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2.3(e) and 2.3(h)(ii)).

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

The Group presents right-of-use assets that do not meet the definition of investment property in "Other property, plant and equipment" and presents lease liabilities separately in the consolidated statement of financial position.

## 2.3 主要會計政策概要(續)

### (g) 租賃資產(續)

#### (i) 作為承租人(續)

##### **自2019年1月1日起適用的政策(續)**

倘租賃已經資本化，有關租賃負債於租期內按應付租賃付款的現值初步確認，並採用租賃內含利率或(如該利率無法及時釐定)有關增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則以實際利率法計算。不取決於指數或利率的可變租賃付款不計入租賃負債的計量，因此於產生的會計期間在損益中扣除。

於租賃資本化時確認的使用權資產初步按成本計量，此成本包括租賃負債的初始金額，另加開始日期或之前作出的任何租賃付款以及已產生的任何初始直接成本。在適用情況下，使用權資產的成本亦包括估計用於拆除及移除相關資產，或復原相關資產或其所在地所產生的成本(經貼現至現值)，扣減任何已收取的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損(見附註2.3(e)及2.3(h)(ii))列賬。

當指數或利率變動引致未來租賃付款變動，或本集團根據剩餘價值擔保預期應付款項的估計有變，或當重新評估本集團是否將合理確定行使購買、延期或終止選擇權而產生變動，則會重新計量租賃負債。當租賃負債按此方式重新計量時，會相應調整使用權資產的賬面值，或倘使用權資產的賬面值已調減至零，相應調整的金額會被計入損益。

本集團將不符合投資物業定義的使用權資產呈列為「其他物業、廠房及設備」，並在綜合財務狀況表中單獨呈列租賃負債。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (g) Leased assets (Continued)

#### (i) As a lessee (Continued)

##### **Policy applicable prior to 1 January 2019**

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 2.3(e). Impairment losses were accounted for in accordance with the accounting policy as set out in note 2.3(h). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

## 2.3 主要會計政策概要(續)

### (g) 租賃資產(續)

#### (i) 作為承租人(續)

##### **於2019年1月1日前適用的政策**

於比較期間，作為承租人，倘租賃的絕大部分所有權風險及回報轉移至本集團，則本集團將租賃分類為融資租賃。而所有權絕大部分風險及回報未轉移至本集團的租賃則分類為經營租賃，惟下述除外：

- 倘以經營租賃持有符合投資物業的定義的物業按個別物業基準分類為投資物業，而倘分類為投資物業，則按猶如根據融資租賃持有般的方式入賬；及
- 倘經營租賃項下的自用土地的公平值在租賃開始時不可與位於其上樓宇的公平值分開計量，而是根據融資租賃持有的方式入賬，除非該樓宇亦完全根據經營租賃持有則另作別論。就此，租賃開始為本集團首次訂立租賃時或自先前承租人接收時。

倘本集團根據融資租賃獲得資產的使用權，則將有關資產相當於租賃資產公平值或(倘為較低者)最低租賃付款現值的金額確認為物業、廠房及設備，而撇除融資費用的相應負債則列為融資租賃承擔。本集團於有關租賃期限(或按附註2.3(e)所載，倘本集團可能獲得資產所有權，則於資產年期)內按撇銷資產成本的比率計提折舊。減值虧損根據附註2.3(h)所載會計政策入賬。租賃付款內含的融資費用於租賃期間自損益扣除，以計算出承擔餘額於各會計期間的大致相同定期費率。或然租金於其產生的會計期間自損益扣除。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (g) Leased assets (Continued)

#### (i) As a lessee (Continued)

##### **Policy applicable prior to 1 January 2019 (Continued)**

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

#### (ii) As a lessor

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

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 2.3(q)(iii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2.3(g)(i), then the Group classifies the sub-lease as an operating lease.

## 2.3 主要會計政策概要(續)

### (g) 租賃資產(續)

#### (i) 作為承租人(續)

##### **於2019年1月1日前適用的政策(續)**

倘本集團根據經營租賃擁有資產的使用權，則根據租賃作出的付款在租期所涵蓋的會計期間內，以等額自損益扣除；惟倘其他基準能更反映租賃資產所產生的利潤模式則除外。已收租賃獎勵在損益中確認為已作出淨租賃付款總額的組成部分。或然租金於其產生的會計期間自損益扣除。

#### (ii) 作為出租人

倘本集團作為出租人，則於各租賃產生時釐定其為融資租賃或經營租賃。倘租賃將絕大部分風險及回報轉移至相關資產的所有權，則為融資租賃。否則，租賃分類為經營租賃。

倘合約包括租賃及非租賃部分，本集團則按相對獨立的售價基準將合約代價分配予各部分。經營租賃產生的租金收入根據附註2.3(q)(iii)確認。

倘本集團為中介出租人，則參照主租約產生的使用權資產將分租租賃分類為融資租賃或經營租賃。倘主租賃為短期租賃(本集團對其應用附註2.3(g)(i)所述的減免)，則本集團將分租租賃分類為經營租賃。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets

#### i) Credit losses from financial instruments and lease receivables

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including pledged bank balances, cash and cash equivalents, trade and bills receivables, deposit, other receivables and other financial assets measured at amortised cost, which are held for the collection of contractual cash flows which represent solely payments of principal and interest); and
- lease receivables.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and bills receivables and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivable: discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值

#### i) 金融工具及租賃應收款項的信貸虧損

本集團就以下項目確認預期信貸虧損的虧損撥備：

- 按攤銷成本計量的金融資產(包括已抵押銀行結餘、現金及現金等價物、貿易應收款項及應收票據、按金、其他應收款項以及按攤銷成本計量的其他金融資產，為收取合約現金流量而持有，即僅為支付本金及利息)；及
- 租賃應收款項。

#### 預期信貸虧損計量

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損按所有預期現金差額(即根據合約應付本集團的現金流量與本集團預期收取的現金流量之間的差額)的現值計量。

倘貼現影響重大，則預期現金差額將採用以下貼現率貼現：

- 定息金融資產、貿易應收款項及應收票據以及其他應收款項：於初步確認時釐定的實際利率或其近似值；
- 浮息金融資產：即期實際利率；
- 租賃應收款項：用於計量租賃應收款項的貼現率。

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮在毋須付出過多成本及努力下即可獲得的合理可靠資料，包括有關過往事件、現況及未來經濟狀況預測的資料。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets (Continued)

#### i) Credit losses from financial instruments and lease receivables (Continued)

Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值(續)

#### i) 金融工具及租賃應收款項的信貸虧損(續)

預期信貸虧損計量(續)

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內的潛在違約事件而預期導致的虧損；及
- 存續期預期信貸虧損：指預期信貸虧損模式適用項目的預計年期內所有潛在違約事件而導致的預期虧損。

貿易應收款項及租賃應收款項的虧損撥備一直按相等於存續期預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損根據本集團的歷史信貸虧損經驗使用撥備矩陣估計得出，並根據報告日期債務人的特定因素及對當前及預計整體經濟狀況的評估作出調整。

就所有其他金融工具而言，本集團確認相等於12個月預期信貸虧損的虧損撥備，除非金融工具信貸風險自初步確認以來大幅上升，則在此情況下，虧損撥備按相等於存續期預期信貸虧損的金額計量。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets (Continued)

#### i) Credit losses from financial instruments and lease receivables (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值(續)

#### i) 金融工具及租賃應收款項的信貸虧損(續)

信貸風險大幅上升

於評估金融工具的信貸風險自初步確認以來是否大幅上升時，本集團將報告日期所評估金融工具產生的違約風險與初步確認日期所作評估進行比較。於進行重新評估時，本集團認為違約事件於以下情況發生：(i) 借款人不太可能向本集團悉數支付信貸責任，且本集團並無採取變現證券(如持有任何證券)等追索行動；或(ii) 金融資產逾期90天。本集團考慮合理可靠的定量及定性資料，包括毋須付出過多成本或努力即可獲得的過往經驗及前瞻性資料。

具體而言，於評估信貸風險自初步確認以來是否大幅上升時會考慮以下資料：

- 未能於合約到期日支付本金或利息；
- 金融工具外部或內部信貸評級(如有)的實際或預期顯著惡化；

## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets (Continued)

#### i) Credit losses from financial instruments and lease receivables (Continued)

Significant increases in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值(續)

#### i) 金融工具及租賃應收款項的信貸虧損(續)

信貸風險大幅上升(續)

- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境現時或預測變動對債務人履行其對本集團責任的能力構成重大不利影響。

視乎金融工具的性質而定，信貸風險大幅上升的評估基於個別或共同基準進行。於進行共同評估時，金融工具根據逾期狀況及信貸風險評級等共同信貸風險特徵進行分組。

預期信貸虧損於各報告日期重新計量，以反映金融工具信貸風險自初步確認以來的變動。預期信貸虧損的任何變動均於損益中確認為減值損益。本集團就所有金融工具確認減值損益，並通過虧損撥備賬對其賬面值作出相應調整。





## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets (Continued)

#### i) Credit losses from financial instruments and lease receivables (Continued)

Basis of calculation of interest income

Interest income recognised in accordance with note 2.3(q)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset and lease receivables is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值(續)

#### i) 金融工具及租賃應收款項的信貸虧損(續)

計算利息收入的基準

根據附註2.3(q)(ii)確認的利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，於此情況下，利息收入按金融資產的攤銷成本(即賬面總值減虧損撥備)計算得出。

本集團於各報告日期評估金融資產有否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量產生不利影響的事件時，則該金融資產出現信貸減值。

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 借款人可能面臨破產或進行其他財務重組；
- 科技、市場、經濟或法律環境發生對債務人造成不利影響的重大變動；或
- 證券因發行人出現財務困難而失去活躍市場。

撇銷政策

若收回款項的機會極低，則會撇銷金融資產及租賃應收款項的賬面總值(部分或全部)。此情況通常在本集團確定債務人並無資產或可產生充足現金流量的收入來源以償還應撇銷的金額時出現。

隨後收回先前撇銷的資產於收回期間在損益中確認為減值撥回。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets (Continued)

#### ii) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- investment property;
- other property, plant and equipment, including right-of-use assets;
- goodwill;
- intangible assets;
- deposits and prepayments; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount  
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值(續)

#### ii) 非金融資產的減值

本集團於各報告期末檢討內部及外部資料來源，以確定下列資產有否可能出現減值的跡象，或過往確認的減值虧損是否不再存在或可能減少(商譽除外)：

- 投資物業；
- 其他物業、廠房及設備，包括使用權資產；
- 商譽；
- 無形資產；
- 按金及預付款項；及
- 本公司財務狀況表所載於附屬公司的投資。

倘存在任何該等跡象，則估計資產的可收回金額。此外，就商譽、尚未可供使用的無形資產及具有無限可使用年期的無形資產而言，不論有否任何減值跡象，均須每年估計可收回金額。

- 計算可收回金額  
資產的可收回金額指公平值減出售成本與使用價值兩者的較高者。評估使用價值時，估計未來現金流量按可反映貨幣時間價值與相關資產特定風險的現時市場評估的稅前貼現率貼現至現值。倘資產產生的現金流入大致上並非獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產組別(即現金產生單位)釐定可收回金額。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (h) Credit losses and impairment of assets (Continued)

#### ii) Impairment of non-financial assets (Continued)

- Recognition of impairment losses  
An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).
- Reversals of impairment losses  
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

#### iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim Financial Reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(h)(i) and 2(h)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognized had the impairment been assessed only at the end of the financial year to which the interim period relates.

## 2.3 主要會計政策概要(續)

### (h) 信貸虧損及資產減值(續)

#### ii) 非金融資產的減值(續)

- 確認減值虧損  
倘資產或其所屬現金產生單位的賬面值超過其可收回金額，則於損益確認減值虧損。現金產生單位的已確認減值虧損首先扣減分配至現金產生單位(或現金產生單位組別)所獲分配任何商譽的賬面值，然後按比例扣減分配至一項或一組現金產生單位的其他資產賬面值，惟資產賬面值將不會扣減至低於個別資產公平值減出售成本(倘可計量)或使用價值(倘可釐定)。
- 撥回減值虧損  
就商譽以外的資產而言，倘用作釐定可收回金額的估計出現有利變動，則可撥回減值虧損。商譽減值虧損不予撥回。

減值虧損撥回以過往年度並無確認減值虧損時本應釐定的資產賬面值為限。減值虧損撥回於撥回確認的年度計入損益。

#### iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照國際會計準則第34號中期財務報告就財政年度的首六個月編製中期財務報告。本集團於中期末應用與財政年度末所應用者相同的減值測試、確認及撥回準則(見附註2(h)(i)及2(h)(ii))。

於中期確認的商譽減值虧損不會於隨後期間撥回。即使僅在該中期所屬的財政年度末評估減值並確認沒有虧損或所確認的虧損較小，亦不會撥回減值虧損。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (i) Inventories

Inventories are assets which are held for sale in the ordinary course of business.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2.3(h)).

## 2.3 主要會計政策概要(續)

### (i) 存貨

存貨為持作於日常業務過程中銷售的資產。

存貨按成本與可變現淨值兩者的較低者列賬。

成本按加權平均成本公式計算，包括所有購買成本、轉換成本及將存貨付運至目前地點及狀況所產生的其他成本。

可變現淨值按日常業務過程中的估計售價減估計完成成本及銷售時估計所需成本計算。

於存貨出售時，該等存貨的賬面值會於相關收益確認期間確認為開支。

任何存貨撇減至可變現淨值的金額及所有存貨虧損於撇減或虧損產生期間確認為開支。任何撥回任何存貨撇銷的金額於發生撥回期間在確認開支的存貨金額中確認為扣減。

### (j) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時確認。倘該代價僅須經過一段時間即為到期應付，則收取代價的權利為無條件。倘收益於本集團有無條件權利收取代價前已獲確認，則有關金額呈列為合約資產。

應收款項按使用實際利率法按攤銷成本減信貸虧損撥備列賬(見附註2.3(h))。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for expected credit losses ("ECLs") in accordance with the policy set out in note 2.3(h).

### (l) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (m) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.3(t)).

## 2.3 主要會計政策概要(續)

### (k) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構活期存款以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且自取得起計三個月內到期的短期高流動性投資。就綜合現金流量表而言，須按要求償還並構成本集團現金管理一部分的銀行透支亦計入現金及現金等價物的組成部分。現金及現金等價物根據附註2.3(h)所載政策就預期信貸虧損(「預期信貸虧損」)進行評估。

### (l) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認。貿易及其他應付款項其後按攤銷成本列賬，惟貼現影響不重大者則按成本列賬。

### (m) 計息借款

計息借款初步按公平值減交易成本計量。於初步確認後，計息借款使用實際利率按攤銷成本列賬。利息開支根據本集團有關借款成本的會計政策確認(見附註2.3(t))。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (n) Provisions, contingent liabilities and onerous contracts

#### (i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

## 2.3 主要會計政策概要(續)

### (n) 撥備、或然負債及虧損合約

#### (i) 撥備及或然負債

當本集團因過往事件而須承擔法律或推定責任，而履行該責任須導致經濟利益流出，並可作出可靠估計時，則須確認撥備。倘金額涉及重大時間價值，則有關撥備按履行責任的預期開支現值列賬。

倘不大可能發生經濟利益流出，或相關金額未能可靠估計，則有關責任披露為或然負債，除非發生經濟利益流出的可能性微不足道則另作別論。當潛在責任須視乎一項或多項未來事件發生與否方可確定是否存在，則該等責任亦披露為或然負債，除非發生經濟利益流出的可能性微不足道則另作別論。

#### (ii) 虧損合約

當本集團根據合約履行責任引致的不可避免成本超過預期自有關合約收取的經濟利益時，則存在虧損合約。虧損合約的撥備按終止合約的預期成本與使合約存續的淨成本中較低者的現值計量。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (o) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 2.3 主要會計政策概要(續)

### (o) 所得稅

年內所得稅包括即期稅項以及遞延稅項資產及負債的變動。即期稅項以及遞延稅項資產及負債的變動均於損益確認，惟倘有關稅項與其他全面收益中確認的項目有關或與權益直接有關，則有關稅項金額分別於其他全面收益確認或直接於權益中確認。

即期稅項為就年內應課稅收入預期應付的稅項，採用於報告期末已頒佈或實質頒佈的稅率計算，並就過往年度應付稅項作出任何調整。

遞延稅項資產及負債分別由資產及負債就財務報告而言的賬面值與其稅基兩者之間可予扣減及應課稅的暫時性差異所產生。遞延稅項資產亦會因未動用稅項虧損及未動用稅項抵免而產生。

除若干少數例外情況外，所有遞延稅項負債及所有遞延稅項資產均於日後應課稅溢利可供動用以抵銷可動用資產時確認。可引證確認源自可扣稅暫時差額的遞延稅項資產的日後應課稅溢利包括該等源自撥回現有應課稅暫時差額，惟有關差額須與相同稅務機關及相同課稅實體有關，並預期於與預期撥回可扣稅暫時差額相同的期間或遞延稅項資產產生的稅項虧損可撥回或結轉的期間撥回。上述相同標準用於釐定現有應課稅暫時性差異是否引證確認由未動用稅務虧損及抵免所產生的遞延稅項資產，即該等差異與相同稅務機關及相同課稅實體及預期在稅項虧損或抵免可供動用的期間內撥回，方可計算在內。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (o) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purpose, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

## 2.3 主要會計政策概要(續)

### (o) 所得稅(續)

確認遞延稅項資產及負債的少數例外情況為該等因不可扣稅商譽產生的暫時性差額、初步確認但並不影響會計及應課稅溢利的資產或負債以及有關於附屬公司投資的暫時性差額，倘屬應課稅差額，則以本集團控制撥回時間且於可見將來不大可能撥回差額為限，或倘屬可扣稅差額，則以有關差額可能於日後撥回為限。

已確認遞延稅項金額根據該項資產及負債賬面值的預期變現及結算的方式，按在報告期末已頒佈或實質頒佈的稅率計量。遞延稅項資產及負債均不進行貼現。

遞延稅項資產的賬面值會於各報告期末審閱，並於充足應課稅溢利不再可供動用以容許動用有關稅務利益時調低。任何有關減幅會於取得充足應課稅溢利可供動用時撥回。

分派股息所產生的額外所得稅於確認支付相關股息的負債時確認。

即期稅項結餘及遞延稅項結餘以及其變動將分開呈列，並不予抵銷。即期稅項資產及遞延稅項資產僅會在本公司或本集團有法定可強制執行權利以即期稅項資產抵銷即期稅項負債，並在符合下列額外條件的情況下，方可分別抵銷即期稅項負債及遞延稅項負債：

- 如屬即期稅項資產及負債，本集團擬按淨額基準結算或同時變現資產及清償負債；或





## 2.3 Summary of Significant Accounting Policies (Continued)

### (o) Income tax (Continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (p) 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 deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

### (q) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods and the provision of services in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

## 2.3 主要會計政策概要(續)

### (o) 所得稅(續)

- 如屬遞延稅項資產及負債，倘該資產及負債與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 相同應課稅實體；或
  - 不同應課稅實體，計劃在預期有重大金額的遞延稅項負債或資產須予清償或收回的各未來期間，按淨額基準變現即期稅項資產及清償即期稅項負債或同時按淨額基準變現及清償。

### (p) 政府補助

倘能合理肯定收到政府補助及遵守補助附帶的所有條件，有關補助會按公平值確認。倘有關補助與一項開支項目有關，則補助於擬用作補償成本支銷的期間有系統地確認為收入。

倘有關補助與一項資產有關，則公平值計入遞延收入賬，並自資產的賬面值扣除或透過扣減的折舊開支而轉撥至損益。

### (q) 收益及其他收入

於本集團日常業務過程中出售貨物及提供服務所產生的收益，由本集團分類為收入。

收益於產品或服務的控制權轉移至客戶時，按本集團預期有權收取的承諾代價金額確認，不包括代表第三方收取的金額。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (q) Revenue and other income (Continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, 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 with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) *Sale of goods*

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

(ii) *Interest income*

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2.3(h)(i)).

## 2.3 主要會計政策概要(續)

### (q) 收益及其他收入(續)

倘合約包含為客戶提供超過12個月的重大融資利益的融資部分，則收益按應收金額的現值計量，並使用與客戶的單獨融資交易反映的貼現率貼現，而利息收入按實際利率法單獨計量。倘合約包含為本集團提供重大融資利益的融資部分，則根據該合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。本集團運用國際財務報告準則第15號第63段的實際權宜方法，當融資期限為12個月或以下時，不會就重大融資部分的任何影響調整代價。

有關本集團收益及其他收入確認政策的進一步詳情如下：

(i) *銷售貨品*

銷售貨品的收益於資產控制權轉讓至客戶的時間點(一般於交付貨品時)確認。

(ii) *利息收入*

利息收入於產生時按實際利率法確認，所使用利率為在金融資產的預計年期將估計未來現金收入準確貼現至金融資產賬面總值的利率。就並無信貸減值而按攤銷成本計量的金融資產而言，資產賬面總值應用實際利率。就信貸減值金融資產而言，實際利率應用於資產攤銷成本(即賬面總值扣除虧損撥備)(見附註2.3(h)(i))。



## 2.3 Summary of Significant Accounting Policies (Continued)

### (q) Revenue and other income (Continued)

#### (iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. 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 earned.

#### (iv) Service income

Revenue from provision of service is recognised at the point in time when control over service is transferred to the customer.

### (r) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2.3(q)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2.3(j)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2.3(q)).

## 2.3 主要會計政策概要(續)

### (q) 收益及其他收入(續)

#### (iii) 經營租賃的租金收入

根據經營租賃應收的租金收入於租期所涵蓋期間以等額分期方式確認於損益，惟倘有另一基準更能代表租賃資產用途產生利益的模式則除外。已授出的租賃優惠於損益確認為應收租賃付款總淨額的一部分。不取決於指數或利率的可變租賃付款於賺取該款項的會計期間確認為收入。

#### (iv) 服務收入

提供服務的收入於對服務的控制權轉移至客戶的時間點確認。

### (r) 合約負債

在本集團確認相關收益前，合約負債於客戶支付不可退還代價時確認(見附註2.3(q))。在本集團確認相關收益前，如本集團有無條件權利收取不可退還代價，亦會確認合約負債。在該等情況下，會確認相應收款項(見附註2.3(j))。

就與客戶訂立的單一合約而言，將呈列合約資產淨值或合約負債淨額。就多份合約而言，非相關合約的合約資產及合約負債不會按淨額基準呈列。

當合約包括重大融資成分，合約結餘包括按實際利率法計算的應計利息(見附註2.3(q))。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (s) Employee benefits

(i) *Short term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) *Share-based payments*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to accumulated losses).

## 2.3 主要會計政策概要(續)

### (s) 僱員福利

(i) *短期僱員福利及向定額供款退休計劃作出的供款*

薪金、年度花紅、有薪年假、定額供款退休計劃供款及非貨幣福利成本，均在僱員提供相關服務的年度內計入。倘付款或結算延遲且影響重大，則上述金額按現值列賬。

(ii) *股份付款*

向僱員授出購股權的公平值確認為僱員成本，股權內的購股權儲備因此相應增加。於授出日期，公平值採用二項式模式計量，當中計及授出購股權的條款與條件。當僱員須滿足歸屬條件後方可無條件獲得購股權，則購股權的估計總公平值經計及歸屬購股權的可能性後於歸屬期內分攤。

於歸屬期間，預期歸屬的購股權數目將予審閱。於過往年度確認任何由此產生的累計公平值調整於回顧年度自損益扣除／計入損益，除非原有合資格確認為資產的僱員開支於購股權儲備作出相應調整。於歸屬日期，確認為開支的金額會作出調整，以反映實際歸屬的購股權數目（並對購股權儲備作出相應調整），惟有關沒收僅因未能達成與本公司股份市價有關的歸屬條件則除外。權益金額於購股權儲備確認，直至購股權獲行使（當其轉撥至股份溢價賬時）或購股權屆滿（當直接撥回累計虧損時）為止。



## 2.3 Summary of Significant Accounting Policies

(Continued)

### (t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

### (u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

## 2.3 主要會計政策概要(續)

### (t) 借款成本

收購、建設或生產合資格資產(即需要一段長時間預備方可作其擬定用途或出售的資產)直接應佔的借款成本,會撥充資本作為該資產的部分成本。其他借款成本於其產生期間支銷。

### (u) 外幣換算

年內外幣交易是按交易日期的外幣匯率換算。以外幣計值的貨幣資產及負債按報告期末的外幣匯率換算。匯兌收益與虧損於損益確認,惟用於對沖海外業務淨投資的外幣借款所產生的匯兌收益與虧損於其他全面收益中確認。

以歷史成本計量並以外幣計值的非貨幣資產及負債按交易日期的外幣匯率換算。交易日期為本集團初步確認有關非貨幣資產或負債的日期。以外幣計值並按公平值列賬的非貨幣資產與負債按公平值計量當日的匯率換算。

海外業務的業績按與交易日期的外幣匯率相若的匯率換算為人民幣。財務狀況表項目(包括在2005年1月1日或之後收購的海外業務綜合入賬產生的商譽)於報告期末按收市匯率換算為人民幣。由此產生的匯兌差額於其他全面收益中確認,並在匯兌儲備的權益中單獨累計。於2005年1月1日前收購的海外業務綜合入賬產生的商譽,以按收購海外業務之日適用的外幣匯率換算。

## 2.3 Summary of Significant Accounting Policies (Continued)

### (u) Translation of foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

### (v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's executive directors (the chief operating decision maker) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 2.3 主要會計政策概要(續)

### (u) 外幣換算(續)

處置海外業務(即處置本集團於海外業務的全部股權,或處置涉及失去對包括該境外業務的附屬公司的控制權)時,有關本公司擁有人應佔業務於權益中累計的所有匯兌差額重新分類至損益。

此外,就部分出售不會導致本集團失去對附屬公司控制權的附屬公司而言,按比例應佔的累計匯兌差額則重新歸屬至非控股權益,且不會於損益確認。

### (v) 分部報告

經營分部及財務報表所呈報各分部項目的金額自定期向本集團執行董事(首席營運決策者)提供的財務資料中確定,以對本集團各業務線及地區進行資源分配及評估其表現。

就財務申報而言,個別重要的經營分部不予合併計算,除非該等分部具類似經濟特徵及在產品及服務性質、生產流程性質、客戶類型或分類、分銷產品或提供服務所用方法以及監管環境性質方面類似,則另作別論。個別不重要經營分部在符合大部分上述準則的情況下可合併計算。



### 3. Significant Accounting Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### 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.

##### *Provision of expected credit losses (ECL) on trade receivables*

Trade receivables with significant balances and credit impaired are assessed for ECL individually. In addition, the Group uses a provision matrix to calculate ECL for trade receivables which are individually insignificant. The provision rates are based on days past due as groupings of various customers that have similar loss patterns.

The provision matrix is 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, the historical default rates are adjusted. At each reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

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 customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in notes 19 and 35(a) to the financial statements.

### 3. 重要會計估計

編製本集團財務報表須管理層作出判斷、估計及假設，而該等判斷、估計及假設影響收益、開支、資產及負債的呈報金額及隨附披露，以及有關或然負債的披露。該等假設及估計的不確定因素可導致日後須對受影響資產或負債的賬面值進行重大調整。

#### 估計不確定因素

於報告期末關於未來的主要假設及估計不確定因素的其他主要來源具有導致下一財政年度內資產及負債賬面值須作出重大調整的重大風險，論述如下。

##### *貿易應收款項的預期信貸虧損(預期信貸虧損)撥備*

具重大結餘且信用減值的貿易應收款項單獨評估其預期信貸虧損。此外，本集團使用撥備矩陣計算個別非重大貿易應收款項的預期信貸虧損。撥備率乃基於具有類似虧損模式的不同客戶組合逾期日數釐定。

撥備矩陣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記錄。舉例而言，倘預測經濟狀況(即國內生產總值)預期將於未來一年惡化，導致違約事件數目增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率獲重新評估，並計及前瞻性資料變動。

對過往觀察所得違約率、預測經濟狀況及預期信貸虧損之間的關連性進行的評估屬重大估計。預期信貸虧損的金額易受情況變動及預測經濟狀況所影響。本集團過往信貸虧損記錄及預測經濟狀況亦未必能反映客戶日後的實際違約情況。有關本集團貿易應收款項的預期信貸虧損的資料已於財務報表附註19及35(a)披露。

### 3. Significant Accounting Estimates (Continued) Estimation uncertainty (Continued)

#### *Determining the lease term*

As explained in policy note 2.3(g), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

#### *PRC corporate income tax ("PRC CIT")*

The Group's operating subsidiaries in PRC are subject to PRC CIT. As a result of the fact that certain matters relating to PRC CIT have not been confirmed by the relevant local tax authorities, objective estimates based on currently enacted tax laws, regulations and other related policies are required in determining the provision for PRC CIT to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact the income tax expense and tax provision in the period in which the differences realise. The carrying amount of PRC CIT payable as at 31 December 2019 was RMB11,361,000 (2018: RMB1,943,000).

### 3. 重要會計估計(續) 估計不確定因素(續)

#### *釐定租期*

誠如政策附註2.3(g)所闡釋，租賃負債以租期內應付租賃付款的現值進行初步確認。於開始日期就包含可由本集團行使續租權的租賃釐定租期時，本集團評估行使續租權的可能性，當中計及所有作為經濟誘因促使本集團行使續租權的相關事實及情況，包括有利條款、已進行的租賃裝修及該相關資產對本集團業務的重要性。倘發生重大事件或出現本集團控制範圍以內的重大的變動，則將重新評估租期。任何租期的延長或縮短均會影響於未來年度確認的租賃負債及使用權資產金額。

#### *中國企業所得稅(「中國企業所得稅」)*

本集團在中國的營運附屬公司須繳納中國企業所得稅。由於相關地方稅務機關尚未確認有關中國企業所得稅的若干事宜，因此釐定中國企業所得稅撥備時須根據現行稅法、法規及其他相關政策作出客觀估計。倘該等事項的最終稅務結果與初始記錄金額有別，該等差額將影響所得稅開支及差額變現期間的稅項撥備。於2019年12月31日，應付中國企業所得稅的賬面值為人民幣11,361,000元(2018年：人民幣1,943,000元)。





### 3. Significant Accounting Estimates (Continued)

#### Estimation uncertainty (Continued)

##### *Useful lives of property, plant and equipment*

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. The useful lives of property, plant and equipment are disclosed in note 2.3(e) to the financial statements.

##### *Net realisable value of inventories*

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of a similar nature. Management reassesses these estimates at the end of each reporting period. The carrying amount of inventories as at 31 December 2019 was RMB250,963,000 (2018: RMB214,806,000).

### 3. 重要會計估計(續)

#### 估計不確定因素(續)

##### *物業、廠房及設備的可使用年期*

本集團釐定其物業、廠房及設備的估計可使用年期及相關折舊開支。該估計乃基於性質及功能相若的物業、廠房及設備的實際可使用年期的過往經驗。倘可使用年期短於先前估計，管理層將上調折舊開支，或撇銷或撇減技術過時或已棄用或出售的非策略性資產。物業、廠房及設備的可使用年期於財務報表附註2.3(e)披露。

##### *存貨可變現淨值*

存貨可變現淨值即一般業務過程中的估計售價減完成及出售所產生估計成本。該等估計是基於當前市況及銷售性質相若產品的過往經驗。於各報告期末，管理層重新評估該等估計。於2019年12月31日，存貨的賬面值為人民幣250,963,000元(2018年：人民幣214,806,000元)。

### 3. Significant Accounting Estimates (Continued) Estimation uncertainty (Continued)

#### *Deferred tax assets*

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that sufficient taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of deferred tax assets at 31 December 2019 was RMB721,000 (2018: RMB1,300,000). Further details are given in note 17 to the financial statements.

#### *Impairment of non-financial assets (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial 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. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

### 3. 重要會計估計(續) 估計不確定因素(續)

#### *遞延稅項資產*

根據可能時間表及未來應課稅溢利水平以及未來稅項計劃策略，倘很可能有充足應課稅溢利可用以抵銷可扣稅減暫時差額及可動用未動用稅項虧損，則會就所有可扣稅減暫時差額及未動用稅項虧損確認遞延稅項資產。遞延稅項資產於2019年12月31日的賬面值為人民幣721,000元(2018年：人民幣1,300,000元)。進一步詳情載於財務報表附註17。

#### *非金融資產減值(商譽除外)*

本集團於各報告期末評估所有非金融資產是否出現任何減值跡象。非金融資產則於有跡象顯示賬面值可能無法收回時進行減值測試。當資產或現金產生單位的賬面值超逾其可回收金額時，即公平值減出售成本與其使用價值的較高者，則存在減值。計算公平值減出售成本時，按觀察所得市場價格減出售資產的增量成本得出。於計算使用價值時，管理層須估計預期資產或現金產生單位的未來現金流量，並選擇適當的貼現率以計算該等現金流量的現值。



#### 4. Revenue and Segment Reporting

The Group's revenue and contribution to consolidated results are mainly derived from its sales of human albumin solution, antibiotics and other pharmaceutical products focused on therapeutic areas and complementary to human plasma-based products and other fast-growing categories in Mainland China, which is regarded as a single operating and reportable segment in a manner consistent with the way in which information is reported internally to the Group's senior management for the purposes of resource allocation and performance assessment. In addition, the principal non-current assets employed by the Group are substantially located in Mainland China. Accordingly, no segment analysis is presented other than entity-wide disclosures.

An analysis of revenue is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of IFRS 15	國際財務報告準則第15號 範圍內來自客戶合約的收益		
Sale of pharmaceutical products	藥品銷售	<b>1,176,409</b>	<b>952,957</b>

#### Revenue from contracts with customers

(a) Disaggregated revenue information

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
<b>Type of pharmaceutical products</b>	<b>藥品類型</b>		
Human albumin solution	人血白蛋白注射液	<b>848,156</b>	548,423
Antibiotics (Axetine, Medocef and Trifamox IBL)	抗生素(安可欣、麥道必及特福猛)	<b>325,994</b>	396,413
Other pharmaceutical products (Taurolite, Esafosfine, Dipherelina, and Tanakan)	其他藥品(滔羅特、愛賽福、達菲林及達納康)	<b>2,259</b>	8,121
Total revenue from contracts with customers	來自客戶合約的收益總額	<b>1,176,409</b>	<b>952,957</b>

#### Geographical markets

All revenue from contracts with customers of the Group during each of the two years ended 31 December 2019 and 2018 was attributable to customers located in Mainland China, the place of domicile of the Group's principal operating entities. The Group's non-current assets are substantially located in Mainland China.

#### 4. 收益及分部報告

本集團的收益及對綜合業績的貢獻主要來自其於中國內地的人血白蛋白注射液、抗生素、專注於與人體血漿製品互補的其他治療藥品及其他快速增長類別的銷售額，我們視其為單一的可報告營運分部，採取與內部向本集團高級管理層報告資料以供資源分配及表現評估一致的方式報告。此外，本集團使用的主要非流動資產絕大部分位於中國內地。因此，除以實體為單位的披露外，未有呈列分部分析。

收益分析如下：

#### 來自客戶合約的收益

(a) 收益資料明細

#### 地區市場

本集團於截至2019年及2018年12月31日止兩個年度各年所有來自客戶合約的收益均來自位於中國內地(本集團主要營運實體註冊地)的客戶。本集團的非流動資產大部分位於中國內地。

#### 4. Revenue and Segment Reporting (Continued) Revenue from contracts with customers (Continued)

##### (a) Disaggregated revenue information (Continued)

###### Timing of revenue recognition

All revenue from contracts with customers of the Group during each of the two years ended 31 December 2019 and 2018 are recognised when goods transferred at a point in time.

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	於報告期初計入合約負債的已確認收益：		
Sale of goods (note 23)	貨物銷售(附註23)	<b>89,189</b>	<b>33,542</b>

###### Information about major customers

Revenue from each of the major customers, which amounted to 10% or more of the total revenue, is set out below:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Customer A	客戶A	<b>212,321</b>	120,370
Customer B	客戶B	<b>N/A 不適用 *</b>	116,763
Customer C	客戶C	<b>121,675</b>	<b>N/A 不適用 *</b>

\* Less than 10% of total revenue

##### (b) Performance obligations

Information about the Group's performance obligations is summarised below:

###### Sale of goods

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 0 days to 1 year (2018: from 45 days to 1 year) from delivery, except for new and small customers, where payment in advance is normally required.

##### (c) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

As at 31 December 2019, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contract with one customer entered in 2018 is RMB29,685,000 (2018: RMB48,956,000), which represents revenue expected to be recognised in the future. The Group will recognise the expected revenue in future when or as the goods are delivered and control of the goods is transferred to the customer, which is expected to occur over the next 12 months.

#### 4. 收益及分部報告(續) 來自客戶合約的收益(續)

##### (a) 收益資料明細(續)

###### 確認收益的時間

截至2019年及2018年12月31日止兩個年度各年，本集團所有來自客戶合約的收益於轉讓貨物的時間點確認。

下表顯示計入報告期初的合約負債在本報告期內確認為收益的金額：

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of goods (note 23)	<b>89,189</b>	<b>33,542</b>

###### 主要客戶資料

來自各主要客戶佔總收益10%或以上的收益載列如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Customer A	客戶A	<b>212,321</b>	120,370
Customer B	客戶B	<b>N/A 不適用 *</b>	116,763
Customer C	客戶C	<b>121,675</b>	<b>N/A 不適用 *</b>

\* 少於總收益的10%

##### (b) 履約責任

有關本集團履約責任的資料概述如下：

###### 貨物銷售

履約責任於交付貨物時達成，而付款一般於交付後0天至一年(2018年：45天至一年)內到期，惟新客戶及小型客戶通常須預先付款。

##### (c) 產生自與報告日期現存客戶所訂合約的預期於日後確認的收益

於2019年12月31日，根據本集團於2018年與一名客戶訂立的現有合約分配至餘下履約責任的交易價格總額為人民幣29,685,000元(2018年：人民幣48,956,000元)，即預期於日後確認的收益。當貨物已交付及貨物控制權已轉讓予客戶(預期於未來12個月發生)時，本集團會於日後確認預期收益。



## Notes to Financial Statements 財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

### 4. Revenue and Segment Reporting (Continued)

#### Revenue from contracts with customers (Continued)

(iii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date (Continued)

The Group has applied the practical expedient in paragraph 121 of IFRS 15 to its sales contracts with other customers such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for sales of pharmaceutical products that had an original expected duration of one year or less.

### 5. Other Income and Gains

An analysis of other income and gains is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Interest income on financial assets measured at amortised cost	按攤銷成本計量的金融資產 利息收入	311	627
Government grants*	政府補助*	712	1,611
Foreign exchanges gains, net	匯兌收益淨額	63	3,414
Gains on settlement of derivative financial instruments	衍生金融工具結算 收益	-	6,407
Service income	服務收入	12,992	-
Gross rental income from investment property	投資物業租金總收入	234	-
Others	其他	743	56
		<b>15,055</b>	<b>12,115</b>

\* There were no unfulfilled conditions or contingencies relating to the government grants.

### 4. 收益及分部報告(續)

#### 來自客戶合約的收益(續)

(iii) 產生自與報告日期現存客戶所訂合約的預期於日後確認的收益(續)

本集團已於與其他客戶的銷售合約中應用國際財務報告準則第15號第121段中的實際權宜方法，故上述資料不包括有關本集團於履行初始預期期限不超過一年的藥品銷售合約下的剩餘履約義務時有權獲得的收益資料。

### 5. 其他收入及收益

有關其他收入及收益的分析如下：

\* 並無有關政府補助的未履行條件或或然事項。

### 6. Finance Costs

An analysis of finance costs is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Interest on bank loans and other borrowings	銀行貸款及其他借款利息	18,683	27,583
Interest on discounted bills receivable (note 19(b))	貼現應收票據利息(附註19(b))	392	1,033
Interest on bonds	債券利息	-	6,202
Interest on lease liabilities (note 26)	租賃負債利息(附註26)	92	-
Total interest expense on financial liabilities not at fair value through profit or loss (note 21(b))	並非按公平值計入損益的 金融負債利息開支總額 (附註21(b))	<b>19,167</b>	<b>34,818</b>
Interest accrued on advance payments from customer (note 23)	客戶預付款項應計 利息(附註23)	859	-
		<b>20,026</b>	<b>34,818</b>

### 6. 財務成本

有關財務成本的分析如下：

## 7. Profit/(loss) Before Tax

The Group's profit/(loss) before tax was arrived at after charging/(crediting):

## 7. 除稅前溢利/(虧損)

本集團的除稅前溢利/(虧損)已扣除/(計入)下列項目：

		Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	18	960,373	731,932
Depreciation charge (note a)	折舊開支(附註a)			
– Investment property	– 投資物業		114	–
– Owned property, plant and equipment (note b)	– 自有物業、廠房及設備(附註b)		9,213	10,363
– Right-of-use asset (note b)	– 使用權資產(附註b)		1,006	–
		12	10,333	10,363
Amortisation of intangible assets	無形資產攤銷	13	68	110
Research and development expenses (note a)	研發開支(附註a)		1,585	2,074
(Reversal of impairment loss)/impairment losses recognised on:	就以下各項(撥回減值虧損)/確認的減值虧損：			
Goodwill	商譽	15	–	23,701
Trade receivables	貿易應收款項	35(a)	1,326	951
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	35(a)	(54)	526
			1,272	25,178
Short-term lease payments	短期租賃付款		627	–
Total minimum lease payments for lease previously classified as operating leases under IAS 17 (note b)	先前根據國際會計準則第17號分類為經營租賃的租賃的最低租賃付款總額(附註b)		–	1,464
Auditors' remuneration	核數師薪酬		1,850	2,700
Employee benefit expense (including Directors' remuneration as set out in note 8): (note a)	僱員福利開支(包括附註8所載董事薪酬): (附註a)			
Wages and salaries	工資及薪金		10,209	11,061
Welfare and other benefits	福利及其他利益		352	307
Equity-settled share-based payment expense	以權益結算股份付款開支		19	540
Pension scheme contributions	退休金計劃供款			
– Defined contribution fund	– 定額供款基金		1,410	1,336
Housing fund	住房公積金			
– Defined contribution fund	– 定額供款基金		506	513
Total employee benefit expense	僱員福利開支總額		12,496	13,757
Write-off of inventories (note c)	存貨撇銷(附註c)	18	106	117,875
Losses on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損		39	–
Rental income from investment property less direct operating expense of RMB nil (2018: RMB nil)	投資物業租金收入減直接經營開支人民幣零元(2018年：人民幣零元)		(234)	–

Notes:

- (a) Included in research and development expenses are depreciation of RMB315,000 (2018: RMB112,000) and employee benefit expenses of RMB458,000 (2018: RMB534,000), which are also included in the respective total amounts disclosed separately above.

附註：

- (a) 折舊人民幣315,000元(2018年：人民幣112,000元)及僱員福利開支人民幣458,000元(2018年：人民幣534,000元)已計入研發開支，該等金額亦計入上文單獨披露的相應總額內。

**7. Profit/(loss) Before Tax (Continued)**

Notes: (Continued)

- (b) The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 2.2.
- (c) Included in "other expenses" in the consolidated statement of profit or loss and other comprehensive income.

**8. Directors' and Chief Executives' Remuneration and Five Highest Paid Employees**

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

**7. 除稅前溢利／(虧損)(續)**

附註：(續)

- (b) 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並調整於2019年1月1日的年初結餘以確認與先前根據國際會計準則第17號歸類為經營租賃的租賃相關的使用權資產。於2019年1月1日首次確認使用權資產後，本集團作為(承租人)須確認使用權資產折舊，而非採用先前根據經營租賃以直線法於租期內確認所產生租金開支的政策。按此方法，比較資料不予重列。見附註2.2。
- (c) 計入綜合損益及其他全面收益表的「其他開支」。

**8. 董事及主要行政人員薪酬以及五名最高薪僱員**

根據香港聯合交易所有限公司證券上市規則、香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露，年內董事及主要行政人員薪酬如下：

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Fees	袍金	<b>640</b>	752
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>2,135</b>	2,156
Pension scheme contributions	退休金計劃供款		
– Defined contribution fund	一定額供款基金	<b>38</b>	37
		<b>2,813</b>	2,945

## 8. Directors' and Chief Executives' Remuneration and Five Highest Paid Employees (Continued)

### (a) Independent non-executive Directors

The fees paid to independent non-executive Directors during the year were as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mr. Chow Siu Lui (note ii)	鄒小磊先生(附註ii)	–	136
Mr. Liu Wenfang	劉文芳先生	160	160
Mr. Wang Qing	汪晴先生	160	160
Mr. Lau Ying Kit (note iii)	劉英傑先生(附註iii)	160	24
Mr. Chen David Yu (note i)	陳宇先生(附註i)	–	56
Mr. Philip Wong Yee Teng (note i)	黃已艇先生(附註i)	–	56
		<b>480</b>	<b>592</b>

Notes:

- i) Appointed on 19 January 2018 and retired on 25 May 2018
- ii) Resigned on 8 November 2018
- iii) Appointed on 8 November 2018

There were no other emoluments payable to the independent non-executive Directors during the year (2018: Nil).

附註：

- i) 於2018年1月19日獲委任及於2018年5月25日退任
- ii) 於2018年11月8日辭任
- iii) 於2018年11月8日獲委任

年內概無應付予獨立非執行董事的其他酬金(2018年：無)。

## 8. 董事及主要行政人員薪酬以及五名最高薪僱員(續)

### (a) 獨立非執行董事

年內已付獨立非執行董事的袍金如下：





**8. Directors' and Chief Executives' Remuneration and Five Highest Paid Employees (Continued)**  
(b) Executive Directors and the chief executive

**8. 董事及主要行政人員薪酬以及五名最高薪僱員(續)**  
(b) 執行董事及主要行政人員

		2019			
		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物福利	退休金計劃供款	薪酬總額
		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
Executive Directors:	執行董事：				
- Mr. Huang Xiangbin	- 黃祥彬先生	-	2,135	38	2,173
- Ms. Zhang Zhijie	- 張志傑女士	160	-	-	160
		<u>160</u>	<u>2,135</u>	<u>38</u>	<u>2,333</u>

		2018			
		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物福利	退休金計劃供款	薪酬總額
		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
Executive Directors:	執行董事：				
- Mr. Huang Xiangbin	- 黃祥彬先生	-	2,046	15	2,061
- Mr. Wu Qingjiang*	- 吳慶江先生*	-	110	22	132
- Ms. Zhang Zhijie	- 張志傑女士	160	-	-	160
		<u>160</u>	<u>2,156</u>	<u>37</u>	<u>2,353</u>

\* Mr. Wu Qingjiang resigned as a co-chief executive officer of the Company on 8 November 2018.

\* 吳慶江先生於2018年11月8日辭任本公司聯席行政總裁。

## 8. Directors' and Chief Executives' Remuneration and Five Highest Paid Employees (Continued)

### (c) Five highest paid employees

The five highest paid employees during the year included one Director (2018: one Director), details of whose remuneration are set out in note 8(b) above. Details of the remuneration during the year of the remaining four (2018: four) highest paid employees who are neither a Director nor a chief executive of the Company as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,831	1,502
Pension scheme contributions	退休金計劃供款	154	101
Equity-settled share-based payment expense	以權益結算的股份付款開支	87	344
		<b>2,072</b>	<b>1,947</b>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		2019	2018
Nil to HK\$1,000,000	零至1,000,000港元	<b>4</b>	<b>4</b>

During the years ended 31 December 2019 and 2018, no emolument was paid by the Group to the directors or chief executive or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors or chief executive or any of the five highest paid individuals has waived or agreed to waive any remuneration for the years ended 31 December 2019 and 2018.

## 8. 董事及主要行政人員薪酬以及五名最高薪僱員(續)

### (c) 五名最高薪僱員

年內，五名最高薪僱員包括一名董事(2018年：一名董事)，其薪酬詳情載於上文附註8(b)。其餘四名(2018年：四名)最高薪非董事或本公司主要行政人員僱員於年內的薪酬詳情如下：

薪酬介乎下列範圍的最高薪非董事及非主要行政人員僱員的人數如下：

截至2019年及2018年12月31日止年度，本集團概無向董事或主要行政人員或任何五名最高薪人士支付酬金，作為其加入本集團或加入本集團時的獎勵，或作為離職補償。截至2019年及2018年12月31日止年度，概無董事或主要行政人員或任何五名最高薪人士放棄或同意放棄任何薪酬。



## Notes to Financial Statements 財務報表附註

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### 9. Income Tax

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

No provision for Hong Kong profits tax has been made as the Group's subsidiary in Hong Kong has accumulated tax losses brought forward which exceed the estimated assessable profit for the year ended 31 December 2019 (2018: the Group had no assessable profits derived from or earned in Hong Kong during the year).

The provision for PRC Corporate Income Tax ("PRC CIT") is based on the respective PRC CIT rates applicable to the subsidiaries located in Mainland China as determined in accordance with the relevant income tax rules and regulations of Mainland China for the year. All subsidiaries domiciled in the PRC were subject to PRC CIT at a rate of 25% during the two years ended 31 December 2019 and 2018.

The major components of income tax expense recognised in profit or loss are as follows:

### 9. 所得稅

根據開曼群島及英屬維爾京群島的規則及法規，本集團毋須繳納開曼群島及英屬維爾京群島的任何所得稅。

由於本集團香港附屬公司的承前累計稅項虧損超逾截至2019年12月31日止年度估計應課稅溢利（2018年：本集團年內並無源自香港或在香港賺取的應課稅溢利），故未有計提香港利得稅撥備。

中國企業所得稅（「中國企業所得稅」）撥備乃根據年內中國內地有關所得稅規則及法規所釐定分別適用於中國內地附屬公司的中國企業所得稅稅率計提。截至2019年及2018年12月31日止兩個年度，於中國註冊的所有附屬公司須按中國企業所得稅稅率25%繳稅。

於損益確認的所得稅開支的主要組成部分如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Current tax:	即期稅項：		
PRC CIT for the year	年內中國企業所得稅	12,114	10
Under-provision of PRC CIT in respect of prior years	過往年度中國企業所得稅撥備不足	6,712	731
		<b>18,826</b>	741
Deferred tax (note 17)	遞延稅項(附註17)		
Origination and reversal of temporary differences	暫時性差額的產生及撥回	579	7,859
Total tax expense	稅項開支總額	<b>19,405</b>	8,600

**9. Income Tax (Continued)**

A reconciliation of the tax expense and accounting profit/(loss) at the applicable tax rates as follows:

**9. 所得稅(續)**

按適用稅率計算的稅項開支及會計溢利/(虧損)的對賬如下：

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Profit/(loss) before tax	除稅前溢利/(虧損)	<b>42,301</b>	(272,015)
Added: disallowed expenses incurred by the Company*	增加：本公司產生的不可扣稅開支*	<b>28,087</b>	28,249
Profit/(loss) before tax generated by Hong Kong and PRC subsidiaries	香港及中國附屬公司產生的除稅前溢利/(虧損)	<b>70,388</b>	(243,766)
Tax at the respective statutory tax rates	按各自法定稅率計算的稅項		
– PRC subsidiaries at 25%	– 中國附屬公司按25%計算	<b>14,180</b>	(44,866)
– Hong Kong subsidiaries at 16.5%	– 香港附屬公司按16.5%計算	<b>2,255</b>	(10,610)
Tax effect of expenses not deductible for tax	不可扣稅開支的稅務影響	<b>3,159</b>	35,833
Utilisation of deductible temporary differences previously not recognised	動用過往未確認的可扣減暫時差額	<b>(5,939)</b>	–
Under provision in previous year	往年撥備不足	<b>6,712</b>	731
Tax effect of income not subject to tax	毋須課稅收入的稅務影響	<b>(5)</b>	–
Utilisation of tax losses previously not recognised	動用過往未確認的稅項虧損	<b>(2,431)</b>	–
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	<b>1,412</b>	13,658
Tax effect of other deductible temporary differences not recognised	未確認的其他可扣減暫時差額的稅務影響	<b>62</b>	13,854
		<b>19,405</b>	8,600

\* Expenses incurred by the Company during each of the two years ended 31 December 2019 and 2018 mainly consisted of consultancy service fees, equity-settled share-based payment expense, interest on bonds and other borrowing and foreign exchange differences incurred by the Company. These expenses are not expected to be tax deductible.

\* 截至2019年及2018年12月31日止兩個年度各年，本公司所產生的開支主要包括本公司所產生的諮詢服務費用、以權益結算的股份付款開支、債券及其他借款的利息以及匯兌差額。該等開支預期為不可扣稅。



## 10. Dividends

At a meeting of the Board held on 30 March 2020, the Directors resolved not to pay final dividends to Shareholders for the Reporting Period (2018 final dividend: Nil).

## 11. Earnings/(Loss) Per Share

### (a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to owners of the Company for the Reporting Period of RMB22,898,000 (2018: loss of RMB280,614,000), and the weighted average number of 1,691,890,585 ordinary shares (2018: 1,688,529,683 ordinary shares) in issue during the year.

### (b) Diluted earnings/(loss) per share

For the year ended 31 December 2019, diluted earnings per share did not assume the exercise of the Company's outstanding share options as the exercise price of the option was higher than the average market price per share. For the year ended 31 December 2018, diluted loss per share was the same as the basic loss per share as the potential ordinary share outstanding had an anti-dilutive effect on the basic loss per share.

## 10. 股息

董事已於2020年3月30日舉行的董事會會議上決議不會就報告期向股東派付末期股息(2018年末期股息：無)。

## 11. 每股盈利／(虧損)

### (a) 每股基本盈利／(虧損)

每股基本盈利／(虧損)是基於報告期內本公司擁有人應佔溢利／(虧損)人民幣22,898,000元(2018年：虧損人民幣280,614,000元)以及年內已發行普通股加權平均數1,691,890,585股(2018年：1,688,529,683股普通股)計算。

### (b) 每股攤薄盈利／(虧損)

截至2019年12月31日止年度，每股攤薄盈利並無假設本公司尚未行使的購股權獲行使，原因為購股權行使價高於每股平均市價。截至2018年12月31日止年度，每股攤薄虧損與每股基本虧損相同，原因為潛在發行在外普通股對每股基本虧損有反攤薄影響。

## 12. Investment Property and Other Property, Plant and Equipment 12. 投資物業及其他物業、廠房及設備

		Ownership interests in land and buildings held for own use carried at cost 按成本列賬的於持有作自用的土地及樓宇的所有權益 RMB'000 人民幣千元	Other properties leased for own use carried at cost 其他自用租賃物業 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Leasehold improvement 租賃裝修 RMB'000 人民幣千元	Construction in progress ("CIP") 在建工程 (「在建工程」) RMB'000 人民幣千元	Sub-Total 小計 RMB'000 人民幣千元	Investment property 投資物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>										
At 1 January 2018	於2018年1月1日	184,330	-	-	10,381	18,473	-	1,745	214,929	-	214,929
Additions	添置	-	-	-	51	-	-	1,092	1,143	-	1,143
Transferred from CIP	轉撥自在建工程	374	-	1,531	-	-	-	(1,905)	-	-	-
Transferred to payments in advance	轉撥至預付款項	-	-	-	-	-	-	(738)	(738)	-	(738)
At 31 December 2018	於2018年12月31日	184,704	-	1,531	10,432	18,473	-	194	215,334	-	215,334
Impact on initial application of IFRS 16 (Note 2.2)	首次應用國際財務報告準則第16號的影響(附註2.2)	-	2,047	-	-	-	-	-	2,047	-	2,047
At 1 January 2019	於2019年1月1日	184,704	2,047	1,531	10,432	18,473	-	194	217,381	-	217,381
Additions	添置	43	-	1	34	-	201	276	555	-	555
Transfer from payments in advance	轉撥自預付款項	-	-	-	43	-	276	30,809	31,128	-	31,128
Transferred from CIP	轉撥自在建工程	-	-	31	-	-	-	(31)	-	-	-
Transferred from property, plant and equipment to investment property	轉撥自物業、廠房及設備至投資物業	(8,400)	-	-	-	-	-	-	(8,400)	8,400	-
Disposal	出售	-	-	-	(83)	(28)	-	-	(111)	-	(111)
At 31 December 2019	於2019年12月31日	<b>176,347</b>	<b>2,047</b>	<b>1,563</b>	<b>10,426</b>	<b>18,445</b>	<b>477</b>	<b>31,248</b>	<b>240,553</b>	<b>8,400</b>	<b>248,953</b>
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>										
At 1 January 2018	於2018年1月1日	9,704	-	-	4,193	9,265	-	-	23,162	-	23,162
Provided for the year (note 7)	年內撥備(附註7)	4,452	-	127	2,267	3,517	-	-	10,363	-	10,363
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	14,156	-	127	6,460	12,782	-	-	33,525	-	33,525
Provided for the year (note 7)	年內撥備(附註7)	4,332	1,006	201	2,120	2,492	68	-	10,219	114	10,333
Transferred from property, plant and equipment to investment property	轉撥自物業、廠房及設備至投資物業	(1,153)	-	-	-	-	-	-	(1,153)	1,153	-
Write back on disposal	出售撥回	-	-	-	(72)	-	-	-	(72)	-	(72)
At 31 December 2019	於2019年12月31日	<b>17,335</b>	<b>1,006</b>	<b>328</b>	<b>8,508</b>	<b>15,274</b>	<b>68</b>	<b>-</b>	<b>42,519</b>	<b>1,267</b>	<b>43,786</b>
<b>Net carrying amount:</b>	<b>賬面淨值:</b>										
At 31 December 2019	於2019年12月31日	<b>159,012</b>	<b>1,041</b>	<b>1,235</b>	<b>1,918</b>	<b>3,171</b>	<b>409</b>	<b>31,248</b>	<b>198,034</b>	<b>7,133</b>	<b>205,167</b>
At 31 December 2018	於2018年12月31日	170,548	-	1,404	3,972	5,691	-	194	181,809	-	181,809

**12. Investment Property and Other Property, Plant and Equipment (Continued)**

- (a) As of 31 December 2019, the Group's buildings and CIP with aggregate net carrying amount of approximately RMB116,919,000 (2018: RMB98,528,000), were erected on the land where the Group is still in the process of applying for the land use rights certificate. The Directors are of the view that the Group is entitled to lawfully and validly occupy and use the above-mentioned land. The Directors are also of the opinion that the aforesaid matter will not have any significant impact on the Group's financial position as of 31 December 2019 and 2018.

As of 31 December 2019, the Group's buildings with a net carrying amount of RMB72,755,000 (2018: nil) were pledged to two banks to secure the bank loans (note 25(a)).

The Group's land included in property, plant and equipment is situated in Mainland China and held under medium lease terms and long lease terms.

- (b) Right-of-use assets  
The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

		<b>31 December 2019 2019年 12月31日 RMB'000 人民幣千元</b>	1 January 2019 2019年 1月1日 RMB'000 人民幣千元
Other properties leased for own use, carried at depreciated cost	其他自用租賃物業， 按折舊成本列賬	<b>1,041</b>	2,047

**12. 投資物業及其他物業、廠房及設備 (續)**

- (a) 於2019年12月31日，本集團賬面總淨值約人民幣116,919,000元(2018年：人民幣98,528,000元)的樓宇及在建工程建於本集團仍在申請土地使用權證的土地上。董事認為本集團有權合法及有效佔用及使用上述土地。董事亦認為，上述事宜對本集團於2019年及2018年12月31日的財務狀況不會有任何重大影響。

於2019年12月31日，本集團賬面淨值為人民幣72,755,000元(2018年：零)的樓宇已抵押予兩間銀行，作為銀行貸款的擔保(附註25(a))。

計入物業、廠房及設備的本集團土地位於中國內地，按中期租約及長期租約持有。

- (b) 使用權資產  
按相關資產類別分類的使用權資產賬面淨值分析如下：

**12. Investment Property and Other Property, Plant and Equipment (Continued)**

## (b) Right-of-use assets (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別分類的使用權資產折舊開支：		
Other properties leased for own use	其他自用租賃物業	<b>1,006</b>	—
Interest on lease liabilities (note 6)	租賃負債利息(附註6)	<b>92</b>	—
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	有關短期租賃及其他剩餘租期於2019年12月31日或之前結束的租賃的開支	<b>627</b>	—
Total minimum lease payments for leases previously classified as operating leases under IAS 17	先前根據國際會計準則第17號分類為經營租賃的租賃的最低租賃付款總額	<b>—</b>	<b>1,464</b>

## Notes:

The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 2.2.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in note 26.

## (i) Other properties leased for own use

The Group has obtained the right to use other properties as its office through tenancy agreements. The leases typically run for an initial period of 2 to 5 years. Lease payments are usually increased every 2 years to reflect market rentals.

**12. 投資物業及其他物業、廠房及設備 (續)**

## (b) 使用權資產(續)

就確認於損益的租賃的開支項目分析如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別分類的使用權資產折舊開支：		
Other properties leased for own use	其他自用租賃物業	<b>1,006</b>	—
Interest on lease liabilities (note 6)	租賃負債利息(附註6)	<b>92</b>	—
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	有關短期租賃及其他剩餘租期於2019年12月31日或之前結束的租賃的開支	<b>627</b>	—
Total minimum lease payments for leases previously classified as operating leases under IAS 17	先前根據國際會計準則第17號分類為經營租賃的租賃的最低租賃付款總額	<b>—</b>	<b>1,464</b>

## 附註：

本集團使用經修訂追溯法首次應用國際財務報告準則第16號，並調整於2019年1月1日的年初結餘，以就先前根據國際會計準則第17號分類為經營租賃的有關租賃確認使用權資產。於2019年1月1日首次確認使用權資產後，本集團(作為承租人)須確認使用權資產的折舊，而非採取先前根據經營租賃以直線法於租期內確認所產生租金開支的政策。根據該方法，比較資料不予重列。見附註2.2。

租賃現金流出總額及租賃負債到期日分析載於附註26。

## (i) 其他自用租賃物業

本集團已通過租賃協議取得將其他物業用作其辦公室的權利。有關租賃的初始期限通常為2至5年。租賃付款一般每兩年增加一次，以反映市場租金水平。



**12. Investment Property and Other Property, Plant and Equipment (Continued)**

## (c) Fair value measurement of investment property

## (i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the Reporting Period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

**12. 投資物業及其他物業、廠房及設備 (續)**

## (c) 投資物業的公平值計量

## (i) 公平值層級

下表呈列於報告期末按經常性基準計量的本集團物業的公平值，有關物業按國際財務報告準則第13號公平值計量定義的三級公平值層級分類。公平值計量分類的等級經參考估值技術中所用輸入值的可觀察程度及重要性釐定如下：

- 第一級估值：僅使用第一級輸入值（即相同資產或負債於計量日期在活躍市場的未調整報價）計量的公平值
- 第二級估值：使用第二級輸入值（即未達第一級的可觀察輸入值）且不使用重大不可觀察輸入值計量的公平值。不可觀察輸入值為並無市場數據可供參考的輸入值
- 第三級估值：使用重大不可觀察輸入值計量的公平值

		Fair value measurements as at 31 December 2019 categorised into 於2019年12月31日的公平值計量分類為			
		Fair value at 31 December 2019 於2019年 12月31日的 公平值	Level 1	Level 2	Level 3
		RMB'000 人民幣千元	第一級 RMB'000 人民幣千元	第二級 RMB'000 人民幣千元	第三級 RMB'000 人民幣千元
Recurring fair value measurement	經常性公平值計量				
Investment property	投資物業				
– Industrial – PRC	—行業—中國	<b>8,120</b>	–	–	<b>8,120</b>

During the year ended 31 December 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2018: nil). The Group's policy is to recognise transfers between Levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至2019年12月31日止年度，第一級與第二級之間並無轉撥，亦無轉入或轉出第三級（2018年：無）。本集團的政策為於各公平值層級的等級之間發生轉撥的報告期末確認有關轉撥。

## 12. Investment Property and Other Property, Plant and Equipment (Continued)

### (c) Fair value measurement of investment property (Continued)

#### (i) Fair value hierarchy (Continued)

The valuation was carried out by an independent firm of surveyors, Asia-Pacific Consulting and Appraisal Limited, who hold a recognised relevant professional qualification and have recent experience in the location and category of property being valued. The Group's chief financial officer has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each annual reporting date.

#### (ii) Valuation techniques

The income capitalization approach estimates the value of the property on an open market basis by capitalizing rental income on a fully leased basis having regard to the current passing rental income from existing tenancy and potential future reversionary income at the market level. In calculating the net rental income, no deduction has been made from the passing rental income which is exclusive of property management fee. In this valuation method, the total rental income is divided into a current passing rental income over the existing lease term (the term income) and a potential future reversionary rental income over the residual land use term (the reversionary income). The term value involves the capitalization of the current passing rental income over the existing lease term. The reversionary value is taken to be current market rental income upon the expiry of the lease over the residual land use rights term and is capitalized on a fully leased basis. It is then discounted back to the date of valuation. In this approach, the independent qualified valuer has considered the term yield and reversionary yield. The term yield is used for capitalization of the current passing rental income as at the date of valuation whilst the reversionary yield is used to convert reversionary rental income.

## 12. 投資物業及其他物業、廠房及設備 (續)

### (c) 投資物業的公平值計量(續)

#### (i) 公平值層級(續)

估值由獨立測量公司亞太評估諮詢有限公司進行，該公司持有獲認可的相關專業資格並擁有關於被評估物業位置及類別的近期經驗。於各年度報告日期進行估值時，本集團首席財務官與測量師就估值假設及估值結果進行討論。

#### (ii) 估值技術

收入資本化計算法考慮現有租約的現時租金收入及日後潛在復歸收入的市場水平，將全部租出物業的租金收入資本化，以按公開市場基準估算該等物業的價值。計算租金收入淨額時，概無扣減現時租金收入(不包括物業管理費)。按此估值方法，租金收入總額分為於當前現有租期內的現時租金收入(年期收入)及餘下土地使用年期內之日後潛在復歸租金收入(復歸收入)。年期價值涉及於現有租期將當前現有租金收入撥充資本。於租期屆滿後，復歸價值於餘下土地使用權年期內被視作當前市場租金收入，按全部租出基準資本化，並於其後貼現至估值日的現值。按此方法，獨立合資格估值師已考慮年期回報率及復歸回報率，並採用年期回報率將於估值日的當前現有租金收入資本化，及採用復歸回報率轉換復歸租金收入。

**12. Investment Property and Other Property, Plant and Equipment (Continued)**

## (c) Fair value measurement of investment property (Continued)

## (iii) Key unobservable inputs used to determine fair values

## (a) Capitalization rate

This is estimated based on the market lease over market value on comparable. The higher the capitalization rates used, the lower the fair values of the investment property. In the 31 December 2019 valuation, a capitalization rate of 5.0% is used in the income capitalization approach.

## (b) Base rent

Base rent is the standard rent payable under the lease exclusive of any other charges and reimbursements. This was estimated based on the market lease comparable. The higher the base rent used, the higher the fair values of the investment property. The average gross daily unit base rent of RMB0.99 per square meter exclusive of Value-added tax ("VAT") is used in the valuation.

## (c) The movements during the period in the balance of these Level 3 fair value measurements are as follows:

**12. 投資物業及其他物業、廠房及設備 (續)**

## (c) 投資物業的公平值計量(續)

## (iii) 釐定公平值所使用的重大不可觀察輸入數據

## (a) 資本化比率

資本化比率是根據市場租約與可資比較租約的市值估計。所使用資本化比率愈高，投資物業的公平值愈低。於2019年12月31日進行估值時，收入資本化法所使用的資本化比率為5.0%。

## (b) 基本租金

基本租金指根據租約應付的標準租金，不包括任何其他收費及補償款項。基本租金是根據可資比較市場租約估計。所使用的基本租金愈高，投資物業的公平值愈高。估值所使用平均單位基本日租總額為每平方米人民幣0.99元(不包括增值稅(「增值稅」))。

## (c) 期內該等第三級公平值計量結餘變動如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Investment properties – Industrial – PRC	投資物業—行業—中國		
At 1 January	於1月1日	–	–
Transfer from other property, plant and equipment	轉撥自其他物業、 廠房及設備	7,247	–
Depreciation charge for the year	年內折舊開支	(114)	–
At 31 December	於12月31日	<u>7,133</u>	<u>–</u>

**12. Investment Property and Other Property, Plant and Equipment (Continued)**

- (c) Fair value measurement of investment property (Continued)
- (iii) Key unobservable inputs used to determine fair values
- (d) The Group leases out investment property under operating leases. The leases typically run for an initial period of 3 years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Within 1 year	一年內	511	-
After 1 year but within 2 years	一年後但兩年內	511	-
After 2 years but within 3 years	兩年後但三年內	128	-
		<b>1,150</b>	<b>-</b>

**12. 投資物業及其他物業、廠房及設備 (續)**

- (c) 投資物業的公平值計量(續)
- (iii) 釐定公平值所使用的重大不可觀察輸入數據
- (d) 本集團按經營租賃租出投資物業。該等租賃一般初始期限為三年，可選擇於重新協商所有條款之日後重續租賃。租賃概不包括可變租賃付款。

於報告日期不可解除的經營租賃項下將由本集團於未來期間應收的未貼現租賃付款如下：



## 13. Intangible Assets

## 13. 無形資產

		Software 軟件 RMB'000 人民幣千元
Cost at 1 January 2019, net of accumulated amortisation	於2019年1月1日按成本， 扣除累計攤銷	<b>113</b>
Amortisation provided during the year (note 7)	年內攤銷撥備(附註7)	<b>(68)</b>
At 31 December 2019	於2019年12月31日	<b>45</b>
At 31 December 2019:	於2019年12月31日：	
Cost	成本	<b>403</b>
Accumulated amortisation	累計攤銷	<b>(358)</b>
Net carrying amount	賬面淨值	<b>45</b>
Cost at 1 January 2018, net of accumulated amortisation	於2018年1月1日按成本， 扣除累計攤銷	223
Amortisation provided during the year (note 7)	年內攤銷撥備(附註7)	(110)
At 31 December 2018	於2018年12月31日	113
At 31 December 2018:	於2018年12月31日：	
Cost	成本	403
Accumulated amortisation	累計攤銷	(290)
Net carrying amount	賬面淨值	113

The amortisation charge for the year is included in "Administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

年內攤銷支出計入綜合損益及其他全面收益表中的「行政開支」。

## 14. Payments In Advance

## 14. 預付款項

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
<i>In respect of:</i>	<i>有關於：</i>		
Prepayments made in relation to:	就以下各項的預付款項：		
Prepaid long-term technique service fee	預付長期技術服務費	3,157	7,819
Prepaid office decoration	預付辦公室裝修	–	827
Construction of a warehouse	建設倉庫	508	30,809
		<b>3,665</b>	<b>39,455</b>

## 15. Goodwill

## 15. 商譽

		RMB'000 人民幣千元
Cost at 1 January 2019, net of accumulated impairment	於2019年1月1日按成本，扣除累計減值	–
Impairment during the year	年內減值	–
Net carrying amount at 31 December 2019	於2019年12月31日的賬面淨值	–
At 31 December 2019:	於2019年12月31日：	
Cost	成本	(62,662)
Accumulated impairment	累計減值	(62,662)
Net carrying amount	賬面淨值	–
Cost at 1 January 2018, net of accumulated impairment	於2018年1月1日按成本，扣除累計減值	23,701
Impairment during the year (note 7)	年內減值(附註7)	(23,701)
Net carrying amount at 31 December 2018	於2018年12月31日的賬面淨值	–
At 31 December 2018:	於2018年12月31日：	
Cost	成本	62,662
Accumulated impairment	累計減值	(62,662)
Net carrying amount	賬面淨值	–



## 15. Goodwill (Continued)

Goodwill was acquired through the business combination of Chengdu Hengsheng Ziguang Pharmaceutical Technology Co., Ltd. and its wholly-owned subsidiary, namely, Xizang Linzhi Ziguang Pharmaceutical Co., Ltd. (“Linzhi Ziguang Group”) on 31 March 2015 (the “Linzhi Ziguang Goodwill”), the business combination of Qingdao Ruichi on 22 December 2016 (the “Qingdao Ruichi Goodwill”) and the business combination of Chengdu Sinco Pharmaceuticals on 19 September 2017 (the “Chengdu Sinco Pharmaceuticals Goodwill”).

### Impairment testing of goodwill

#### For the year ended 31 December 2018

Goodwill acquired through business combinations was allocated to the following cash-generating units (“CGU”) for impairment testing:

- Sichuan Sinco CGU (Linzhi Ziguang Goodwill and Chengdu Sinco Pharmaceuticals Goodwill); and
- Qingdao Ruichi CGU (Qingdao Ruichi Goodwill)

#### *Sichuan Sinco CGU*

The recoverable amount of the Sichuan Sinco CGU had 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 was 20.5%, which was determined by reference to the average rates for a similar industry and the business risk of the relevant business unit. Cash flows beyond the five-year period were assumed to be stable.

## 15. 商譽(續)

商譽透過成都恒盛紫光醫藥技術有限責任公司及其全資附屬公司西藏林芝紫光藥業有限責任公司(「林芝紫光集團」)於2015年3月31日的業務合併(「林芝紫光商譽」、青島瑞馳於2016年12月22日的業務合併(「青島瑞馳商譽」)及成都興科蓉醫藥於2017年9月19日的業務合併(「成都興科蓉醫藥商譽」)所產生。

### 商譽減值測試

#### 截至2018年12月31日止年度

自業務合併所得商譽分配至下列現金產生單位(「現金產生單位」)作減值測試：

- 四川興科蓉現金產生單位(林芝紫光商譽及成都興科蓉醫藥商譽)；及
- 青島瑞馳現金產生單位(青島瑞馳商譽)

#### *四川興科蓉現金產生單位*

四川興科蓉現金產生單位的可收回金額乃採用基於獲高級管理層批准涵蓋五年期間的財務預算作出的現金流量預測按使用價值計算釐定。現金流量預測所採用的貼現率為20.5%，此乃經參考類似行業的平均比率及相關業務單位的業務風險後釐定。五年期間以上的現金流量假設為穩定。

## 15. Goodwill (Continued)

### Impairment testing of goodwill (Continued)

#### For the year ended 31 December 2018 (Continued)

##### *Qingdao Ruichi CGU*

The recoverable amount of the Qingdao Ruichi CGU had 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 was 21.3%, which was determined by reference to the average rates for a similar industry and the business risk of the relevant business unit. Cash flows beyond the five-year period were assumed to be stable.

The following describes each key assumption on which management had 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 was the average gross margin achieved in the year immediately before the budget year, increased for expected market development.

**Discount rates** – The discount rates used were pre-tax and reflect specific risks relating to the relevant units.

The values assigned to key assumptions were consistent with external information sources.

## 15. 商譽(續)

### 商譽減值測試(續)

#### 截至2018年12月31日止年度(續)

##### *青島瑞馳現金產生單位*

青島瑞馳現金產生單位的可收回金額乃採用基於獲高級管理層批准涵蓋五年期間的財務預算作出的現金流量預測按使用價值計算釐定。現金流量預測所採用的貼現率為21.3%，此乃經參考類似行業的平均比率及相關業務單位的業務風險後釐定。五年期間以上的現金流量假設為穩定。

管理層為進行商譽減值測試時制定現金流量預測所依據的各項主要假設闡述如下：

**預算毛利率**—用作釐定預算毛利率所指定價值的基準乃緊接預算年度前一年所取得的平均毛利率，按預期市場發展而增加。

**貼現率**—所用貼現率為稅前比率，反映有關單位涉及的特定風險。

賦予主要假設的價值與外部資料來源相同。





## Notes to Financial Statements 財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

### 16. Prepayments, Other Receivables and Other Assets 16. 預付款項、其他應收款項及其他資產

		Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Current portion	流動部分			
<i>Prepayments in respect of:</i>	<i>以下項目的預付款項：</i>			
– purchase of inventories	– 購買存貨		12,335	32,441
– consultation service fee	– 諮詢服務費		202	2,129
– others	– 其他		1,718	72
Deposits	按金		4,803	16,154
Value-added tax recoverable	可收回增值稅		26,657	14,150
Amount due from a director	應收一名董事款項	(a)	447	–
<i>Other receivables in respect of:</i>	<i>以下項目的其他應收款項：</i>			
– purchase rebate	– 購買回扣		–	57
– staff advances	– 員工墊款		418	282
			<b>46,580</b>	65,285
Less: Allowance for credit losses	減：信貸虧損撥備	35(a)	(472)	(526)
			<b>46,108</b>	64,759
Non-current portion	非流動部分			
Deposit	按金	(b)	–	3,000
			<b>46,108</b>	67,759

Prepayments and deposits expected to be recovered or recognised as expense after more than one year is RMB nil (2018: RMB3,000,000). All of the other prepayments, other receivables and other assets are expected to be recovered or recognised as expense within one year.

*Notes:*

- (a) The balance due from Mr. Huang Xiangbin is staff advances, which are unsecured, interest free and repayable on demand. No allowance for doubtful debts has been made in respect of the amount due from a director.

The maximum outstanding balance during the Reporting Period is RMB447,000 (2018: nil).

- (b) The balance represented a deposit paid to an independent third party, which is controlled by State-owned Assets Supervision and Administration Office of Shuangliu District, in respect of the construction of the Group's warehouse.

預期於一年後收回或確認為開支的預付款項及按金為人民幣零元(2018年：人民幣3,000,000元)。所有其他預付款項、其他應收款項及其他資產預計將於一年內收回或確認為開支。

*附註：*

- (a) 應收黃祥彬先生的結餘為無抵押、免息及按要求償還的員工墊款。本集團並無就應收一名董事款項作出呆賬撥備。

於報告期的最高未償還結餘為人民幣447,000元(2018年：零)。

- (b) 結餘指就建設本集團倉庫而向一名由雙流區國有資產監督管理委員會控制的獨立第三方支付按金。

**17. Deferred Tax****Deferred tax assets recognised**

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

**17. 遞延稅項****已確認遞延稅項資產**

年內，於綜合財務狀況表確認的遞延稅項資產組成部分及變動如下：

		Changes in fair value of financial liabilities at fair value through profit or loss classified as held for trading 分類為持作買賣按公平值計入損益的金融負債公平值變動	Losses available for offsetting against taxable profits 可用作抵銷應課稅溢利的虧損	Provision for impairment 減值撥備	Total 總計
		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
At 1 January 2018	於2018年1月1日	33	9,126	-	9,159
Deferred tax credited/(charged) to profit or loss during the year (note 9)	年內計入損益/(自損益扣除)的遞延稅項(附註9)	(33)	(8,039)	213	(7,859)
At 31 December 2018 and at 1 January 2019	於2018年12月31日及於2019年1月1日	-	1,087	213	1,300
Deferred tax credited/(charged) to profit or loss during the year (note 9)	年內計入損益/(自損益扣除)的遞延稅項(附註9)	-	(1,087)	508	(579)
At 31 December 2019	於2019年12月31日	-	-	721	721



## 17. Deferred Tax (Continued)

### Deferred tax assets recognised (Continued)

As at 31 December 2019, the Group had accumulated tax losses arising in Mainland China of RMB18,204,000 (2018: RMB16,166,000) that would expire in five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of the tax losses arisen in subsidiaries that have been loss making as it was not considered probable that tax profits would be available against which the tax losses can be utilised.

As at 31 December 2019, the Group has allowable tax losses arising in Hong Kong of approximately RMB54,322,000 (2018: RMB66,181,000) which are available for offsetting against future taxable profits of the company in which the loss arose. Deferred tax assets have not been recognised in respect of that tax losses arisen in subsidiary in Hong Kong for both years due to the unpredictability of future profit streams. The tax losses do not expire under current tax legislation.

### Deferred tax liabilities not recognised

Pursuant to the income tax rules and regulations of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement has been effective from 1 January 2008 and applied 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. The withholding tax rate for the Group is 10%.

As of 31 December 2019, no deferred tax liability has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the Directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future after their assessment based on factors which included the dividend policy, the level of working capital required for the Group's operations and the expansion of the Group's operations in Mainland China. The aggregate amount of temporary differences as associated with undistributed profit of subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB25,259,000 (2018: RMB6,809,000).

## 17. 遞延稅項(續)

### 已確認遞延稅項資產(續)

於2019年12月31日，本集團於中國內地產生的累計稅項虧損為人民幣18,204,000元(2018年：人民幣16,166,000元)，將於五年內到期，可用作抵銷產生虧損的公司的未來應課稅溢利。並無就由持續虧損的附屬公司產生的稅項虧損確認遞延稅項資產，原因為有關附屬公司被視為不可能有應課稅溢利可供抵銷稅項虧損。

於2019年12月31日，本集團自香港產生的可獲寬免稅項虧損約為人民幣54,322,000元(2018年：人民幣66,181,000元)，可用於抵銷虧損產生的公司未來應課稅溢利。由於未來溢利無法預測，故並無就兩個年度於香港附屬公司產生的稅項虧損確認遞延稅項資產。根據現行稅法，該等稅項虧損並未屆滿。

### 未確認遞延稅項負債

根據中國所得稅規則及法規，就於中國內地成立的外資企業向外國投資者宣派的股息徵收10%的預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國內地與外國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。本集團的預扣稅率為10%。

截至2019年12月31日，並無就本集團於中國內地成立的附屬公司應付的未匯出盈利所繳納的預扣稅確認遞延稅項負債。董事認為，基於股息政策、本集團業務所需的營運資金水平及本集團擴大中國內地的業務等因素進行評估後，該等附屬公司於可見將來不大可能分派有關盈利。未就有關於中國內地成立的附屬公司的未分派溢利的暫時性差異總額約人民幣25,259,000元(2018年：人民幣6,809,000元)確認遞延稅項負債。

**18. Inventories**

At the end of the Reporting Period, all inventories represent purchased pharmaceutical products.

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount of inventories sold	已售存貨賬面值	960,373	731,932
Write-off of inventories	撇銷存貨	106	117,875
		<b>960,479</b>	<b>849,807</b>

At 31 December 2019, the Group's inventories with a carrying amount of RMB224,686,000 (2018: RMB147,516,000) were pledged to secure the Group's other payables as further detailed in note 24(b) to the financial statements.

**18. 存貨**

於報告期末，所有存貨指所購買的藥品。

確認為開支並計入損益的存貨金額分析如下：

於2019年12月31日，本集團以存貨賬面值人民幣224,686,000元(2018年：人民幣147,516,000元)作為本集團其他應付款項的抵押，進一步詳情載於財務報表附註24(b)。

**19. Trade and Bills Receivables**

			2019	2018
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Trade receivables	貿易應收款項	(a)	28,412	23,921
Less: Allowance for credit losses	減：信貸虧損撥備	35(a)	(2,441)	(1,115)
Bills receivable	應收票據	(b)	4,739	3,371
			<b>30,710</b>	<b>26,177</b>

(a) The Group granted credit terms ranging from 0 days to 1 year (2018: from 45 days to 1 year) to customers after the delivery of goods, except for small and new customers who make payments in advance prior to the delivery of goods. The Group seeks to maintain strict control over the settlements of its outstanding receivables and has a credit control department to minimise credit risk. Trade receivables are non-interest-bearing. Further details of the Group's credit policy and credit risk arising from trade receivables are set out in note 35(a).

**19. 貿易應收款項及應收票據**

(a) 除小型及新增客戶於交付貨品前預付款項外，本集團向客戶授出交付貨品後0天至一年(2018年：45天至一年)的信貸期。本集團尋求對其尚未收回的應收款項結算維持嚴格控制，並設有信貸控制部門，以將信貸風險降至最低。貿易應收款項為不計息。本集團的信貸政策及來自貿易應收款項的信貸風險的進一步詳情載於附註35(a)。

**19. Trade and Bills Receivables (Continued)****(a) (Continued)**

An ageing analysis of the trade receivables as at the end of the reporting periods, based on the invoice date, is as follows:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Within 3 months	三個月內	<b>26,476</b>	20,684
3 to 12 months	三至十二個月	<b>1,509</b>	2,755
Over 1 year	一年以上	<b>427</b>	482
		<b>28,412</b>	23,921

(b) As at 31 December 2019, the Group discounted certain unexpired bills receivable accepted by banks in the PRC, with a carrying amount in aggregate of RMB37,800,000 (the "Derecognised Bills") (2018: RMB96,465,000). All of the Derecognised Bills had been accepted by reputable banks in the PRC and had a maturity of three months (2018: one to seven months) at the end of the Reporting Period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the Directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated advances on discounting. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their face amounts. In the opinion of the Directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

During the year, the Group has recognised interest expenses of RMB392,000 (2018: RMB1,033,000) (note 6) on discounted bills receivable. No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively. The discounting has been made evenly throughout the year.

**19. 貿易應收款項及應收票據(續)****(a) (續)**

於報告期末基於發票日期的貿易應收款項的賬齡分析如下：

(b) 於2019年12月31日，本集團貼現若干獲中國的銀行承兌的未逾期應收票據，該等應收票據賬面值合共為人民幣37,800,000元（「終止確認票據」）（2018年：人民幣96,465,000元）。全部終止確認票據獲中國知名銀行承兌，於報告期末，該等票據的到期日為三個月（2018年：一至七個月）。根據《中華人民共和國票據法》，倘中國的銀行違約，終止確認票據的持有人對本集團擁有追索權（「持續參與」）。董事認為，本集團已轉移絕大部分與終止確認票據有關的風險及回報。因此，其已終止確認終止確認票據及相關貼現墊款的全部賬面值。本集團因對終止確認票據的持續參與而面對的最高損失風險及購回該等終止確認票據的未貼現金流量與其面值相等。董事認為，本集團對終止確認票據的持續參與的公平值並不重大。

年內，本集團已確認應收貼現票據的利息開支人民幣392,000元（2018年：人民幣1,033,000元）（附註6）。概無於年內或累計確認持續參與的收益或虧損。整年的貼現額分佈平均。

## 20. Other financial assets measured at Amortised Cost 20. 按攤銷成本計量的其他金融資產

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Unlisted debt investments outside Hong Kong – wealth management products issued by banks	香港以外的非上市債務投資 – 銀行發行的理財產品	<b>1,990</b>	–

The above unlisted debt investments at 31 December 2019 were wealth management products issued by banks in Mainland China. They were classified as financial assets measured at amortised cost as their contractual cash flows are solely payments of principal and interest on the principal amount outstanding.

於2019年12月31日，上述非上市債務投資為中國內地銀行發行的理財產品，分類為按攤銷成本計量的金融資產，因其合約現金流量僅為支付本金及尚未償還本金的利息。

## 21. Cash and Cash Equivalents, Pledged Bank Balances and Other Cash Flow Information 21. 現金及現金等價物、已抵押銀行結餘及其他現金流量資料

### (a) Cash and cash equivalents and pledged bank balances

### (a) 現金及現金等價物以及已抵押銀行結餘

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cash at banks and on hand	銀行及手頭現金	<b>219,755</b>	80,330
Cash and cash equivalents in the consolidated statement of financial position	綜合財務狀況表中的現金及 現金等價物	<b>219,755</b>	80,330
Pledged bank balances*	已抵押銀行結餘*	<b>5,001</b>	13
Cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表所示現金及 現金等價物	<b>224,756</b>	80,343

\* The balances represented bank deposits with original maturity of less than three months when acquired which are pledged to bank for issuance of letters of credit for the purchase of pharmaceutical products.

\* 結餘指取得時原到期日不超過三個月就簽發信用證以購買藥品而抵押予銀行的銀行存款。

The Group's cash and bank balances at the end of the Reporting Period can be further analysed as follows:

於報告期末，本集團的現金及銀行結餘可進一步分析如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Denominated in RMB	以人民幣計值	<b>211,624</b>	25,849
Denominated in US\$	以美元計值	<b>12,770</b>	53,490
Denominated in HK\$	以港元計值	<b>301</b>	937
Denominated in SGD	以新加坡元計值	<b>61</b>	67
		<b>224,756</b>	80,343



## 21. Cash and Cash Equivalents, Pledged Bank Balances and Other Cash Flow Information (Continued)

### (a) Cash and cash equivalents and pledged bank balances (Continued)

The RMB bank balances placed at bank in Mainland China 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 earns interest at floating rates based on daily bank deposit rates. Time deposits are made for the period of three months, and earn interest at the respective deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

### (b) Reconciliation of liabilities arising from financing activities

## 21. 現金及現金等價物、已抵押銀行結餘及其他現金流量資料(續)

### (a) 現金及現金等價物以及已抵押銀行結餘(續)

存入中國內地銀行的人民幣銀行結餘不能自由兌換為其他貨幣。然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權開展外匯業務的銀行將人民幣兌換成其他貨幣。

銀行現金按根據每日銀行存款利率計算的浮動利率計息。定期存款的存款期為三個月，並按各自的存款利率計息。銀行結餘及定期存款乃存於近期無拖欠記錄且信譽良好的銀行。

### (b) 融資活動產生的負債對賬

		Bonds	Interest payable	Bank and other borrowings	Lease liabilities	Total
		債券	應付利息	銀行及其他借款	租賃負債	總計
		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
			(note 24)	(note 25)	(note 26)	
			(附註24)	(附註25)	(附註26)	
<b>At 1 January 2018</b>	<b>於2018年1月1日</b>	133,856	94	275,815	-	409,765
Changes from financing cash flows	融資現金流量變動	(98,586)	(20,021)	(130,992)	-	(249,599)
Non-cash changes:	非現金變動：					
Exchange adjustments	匯兌調整	(5,044)	-	177	-	(4,867)
Equity component of convertible bonds	可換股債券的權益組成部分	(30,226)	-	-	-	(30,226)
Interest expenses (note 6)	利息開支(附註6)	-	34,818	-	-	34,818
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	-	14,891	145,000	-	159,891
Impact on initial application of IFRS 16	首次應用國際財務報告準則第16號的影響	-	-	-	2,047	2,047
<b>At 1 January 2019</b>	<b>於2019年1月1日</b>	-	14,891	145,000	2,047	161,938
Changes from financing cash flows	融資現金流量變動	-	(10,785)	42,484	(963)	30,736
Interest expenses (note 6)	利息開支(附註6)	-	19,075	-	92	19,167
<b>At 31 December 2019</b>	<b>於2019年12月31日</b>	-	23,181	187,484	1,176	211,841

## 22. Trade Payables

An ageing analysis of trade payables as of the end of the Reporting Period, based on the invoice date, is as follows:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Within three months	三個月內	<b>252</b>	106,241
Over three months	三個月以上	<b>145,906</b>	660
		<b>146,158</b>	106,901

Trade payables of the Group are non-interest-bearing and are normally settled within 360 days from the invoice date (2018: 90 days).

## 23. Contract Liabilities

The Group recognised the following revenue-related contract liabilities, which represented the unsatisfied performance obligation as at 31 December 2018 and 2019. The balance of contract liabilities is expected to be recognised as revenue within one year.

Movements in the contract liabilities balances during the year 2019 and 2018 are as follows:

		RMB'000
		人民幣千元
Carrying amount at 1 January 2018	於2018年1月1日的賬面值	41,503
Revenue recognised that was included in the contract liabilities balance at the beginning of the year (note 4(a))	於年初計入合約負債結餘的已確認收益(附註4(a))	(33,542)
Transfer to value-added tax payable upon revenue recognised	確認收益後轉撥至應付增值稅	(4,360)
Consideration received from customers, excluding amounts recognised as revenue during the year	向客戶收取的代價，不包括於年內確認為收益的金額	126,069
Carrying amount at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日的賬面值	129,670
Revenue recognised that was included in the contract liabilities balance at the beginning of the year (note 4(a))	於年初計入合約負債結餘的已確認收益(附註4(a))	(89,189)
Transfer to value-added tax payable upon revenue recognised	確認收益後轉撥至應付增值稅	(11,595)
Consideration received from customers, excluding amounts recognised as revenue during the year	向客戶收取的代價，不包括於年內確認為收益的金額	8,837
Increase in contract liabilities as a result of accruing interest expense on advances (note 6)	因提前累計利息開支導致合約負債增加(附註6)	859
Carrying amount at 31 December 2019	於2019年12月31日的賬面值	38,582

## 22. 貿易應付款項

於報告期末基於發票日期的貿易應付款項賬齡分析如下：

本集團的貿易應付款項不計息，一般於發票日期後360日(2018年：90日)內結清。

## 23. 合約負債

本集團確認以下與收益相關的合約負債，其指於2018年及2019年12月31日未達成的履約責任。合約負債結餘預期可於一年內確認為收益。

合約負債結餘於2019年及2018年的變動如下：





### 23. Contract Liabilities (Continued)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

#### Sale of pharmaceutical products

The Group requests certain customers to pay deposits when they place the sales order. The advance payment received result in contract liabilities being recognised until the Group delivers the products and the customers obtain control of the pharmaceutical products.

The significant decrease in contract liabilities in the year ended 31 December 2019 was mainly due to the performance obligations satisfied upon delivery of products of RMB89,189,000 resulting in a decrease in contract liabilities of RMB100,784,000 taking into account the effect of value-added tax on the revenue recognised. For the year ended 31 December 2018, the significant increase in contract liabilities was due to the advances received from customers, mainly the new customers, of RMB126,069,000, resulting in an increase in contract liabilities of RMB88,167,000.

There was no revenue recognised in the current reporting period that related to performance obligations that were satisfied in a prior year.

### 23. 合約負債(續)

影響已確認合約負債金額的一般付款條款如下：

#### 銷售藥品

本集團要求若干客戶於下達銷售訂單時支付按金。已收預付款項導致合約負債於本集團交付產品而客戶取得對藥品的控制權時方予確認。

截至2019年12月31日止年度，合約負債大幅減少主要是由於交付人民幣89,189,000元的產品後達成履約責任，而考慮增值稅對已確認收益的影響後使合約負債減少人民幣100,784,000元。截至2018年12月31日止年度，合約負債大幅增加是由於收取客戶（主要為新客戶）的預付款項人民幣126,069,000元，使合約負債增加人民幣88,167,000元。

於本報告期並無確認有關去年達成的履約責任的收益。

## 24. Other Payables and Accruals

## 24. 其他應付款項及應計款項

	Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Current portion	即期部分		
Payables related to:	有關以下項目的應付款項：		
Payroll and welfare payable	應付工資及福利	605	1,129
Property, plant and equipment	物業、廠房及設備	1,312	1,312
Deposits received	已收按金 (a)	7,532	18,596
Consulting and professional fees	諮詢及專業費	19,122	17,562
Other tax payables	其他應付稅項	786	6,717
Interest payable	應付利息	23,181	14,891
Other payables	其他應付款項 (b)	85,226	145,318
		<b>137,764</b>	205,525
Non-current portion	非即期部分		
Other payables	其他應付款項 (b)	195,962	-
		<b>333,726</b>	205,525

## Notes:

- (a) The balances represented refundable deposits received from the Group's distributors according to the sales contracts in order to guarantee their performance under the distribution agreement.
- (b) The balance as at 31 December 2019 mainly represented the payables to four (2018: one) independent third parties, which are principally engaged in import agent services, for its settlement of part of purchase of pharmaceutical products on behalf of the Group together with the service charge for the import and logistics services. Such payables were non-interest-bearing and secured by inventories with a carrying amount of RMB224,686,000 (2018: RMB147,516,000) (note 18).

On 31 December 2019, the Group had obtained a facility of RMB200 million from one import agent, for a period from 1 January 2020 to 30 June 2021. As at 31 December 2019, the Group has an amount payable to this import agent of RMB195,962,000. According to the facility provided, the Group has the right to repay the outstanding balance on or before 30 June 2021. In the opinion of the Directors, the Group will repay the balance of RMB195,962,000 to the import agent after one year from the end of the Reporting Period.

Except that the RMB195,962,000 (2018: RMB nil) is expected to be settled after one year, all of the other payables and accruals are expected to be settled within one year or are repayable on demand.

## 附註：

- (a) 結餘指為保證本集團經銷商按照經銷協議履約而根據銷售合約向彼等收取的可退還按金。
- (b) 於2019年12月31日的結餘主要指應付予四名(2018年：一名)主要從事進口代理服務的獨立第三方的款項，因其代表本集團支付部分藥品採購的款項以及進口及物流服務的服務費。有關應付款項為不計息，且由賬面值人民幣224,686,000元(2018年：人民幣147,516,000元)的存貨(附註18)作抵押。

於2019年12月31日，本集團自一名進口代理獲得融資人民幣200百萬元，期限自2020年1月1日起至2021年6月30日。於2019年12月31日，本集團應付該進口代理的款項為人民幣195,962,000元。根據所提供的融資，本集團有權於2021年6月30日或之前償還未清償的結餘。董事認為，本集團將於報告期末一年後向進口代理償還結餘人民幣195,962,000元。

除人民幣195,962,000元(2018年：人民幣零元)預計於一年後清償外，所有其他應付款項及應計款項預計於一年內清償或按要求償還。



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### 25. Interest-Bearing Bank and Other Borrowings

### 25. 計息銀行及其他借款

		2019			2018		
		Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
		實際利率(%)	到期日	人民幣千元	實際利率(%)	到期日	人民幣千元
Current:	即期：						
Bank loans	銀行貸款						
– Secured and guaranteed	– 有抵押及有擔保	4.8-5.6	2020	47,484	6.1	2019	5,000
Other borrowings	其他借款						
– Secured and guaranteed (Note (b))	– 有抵押及有擔保(附註(b))	13.2	2020	140,000	13.2	2019	140,000
Bank and other borrowings repayable	應償還銀行及其他借款						
Within one year	一年內			187,484			145,000

#### Notes:

(a) The Group's bank loans and other borrowings are secured and guaranteed as follows:

- (i) At 31 December 2019, the bank loans of RMB47,484,000 are secured by the Group's ownership interests in land and buildings held for own use of RMB72,755,000.

At 31 December 2018, the bank loan of RMB5,000,000 was secured by the 100% equity interests in Xizang Linzhi Ziquang Pharmaceutical Co., Ltd. ("Xizang Linzhi Ziquang") and 40% equity interests in Sichuan Sinco Pharmaceuticals, both are the indirect wholly-owned subsidiaries of the Company.

- (ii) At 31 December 2019, the bank loan of RMB9,000,000 is guaranteed by Mr. Huang, the Chairman, executive Director, Chief Executive Officer and the controlling party of the Company.

At 31 December 2019, the bank loan of RMB38,484,000 is guaranteed by the Company and its subsidiaries including Chengdu Sinco Technology, Xizang Linzhi Ziquang and Qingdao Ruichi.

At 31 December 2018, the bank loan of RMB5,000,000 was guaranteed by the Company's subsidiaries including Chengdu Sinco Technology, Xizang Linzhi Ziquang, Sichuan Sinco Biological Technology Co., Ltd. and Chengdu Hengsheng Ziquang Pharmaceutical Technology Co., Ltd.

- (iii) At 31 December 2019, the other borrowings of RMB140,000,000 (2018: RMB140,000,000) is secured by 1,049,990,000 issued ordinary shares of the Company held by Risun and guaranteed by Mr. Huang.

#### 附註：

(a) 本集團銀行貸款及其他借款由以下作抵押及擔保：

- (i) 於2019年12月31日，銀行貸款人民幣47,484,000元由本集團於持作自用的土地及樓宇的所有權權益人民幣72,755,000元作抵押。

於2018年12月31日，銀行貸款人民幣5,000,000元由西藏林芝紫光藥業有限責任公司(「西藏林芝紫光」)的全部股權及四川興科蓉藥業的40%股權作抵押，兩間公司均為本公司的間接全資附屬公司。

- (ii) 於2019年12月31日，銀行貸款人民幣9,000,000元由本公司主席、執行董事、行政總裁兼控股方黃先生作擔保。

於2019年12月31日，銀行貸款人民幣38,484,000元由本公司及其附屬公司(包括成都興科蓉技術、西藏林芝紫光及青島瑞馳)作擔保。

於2018年12月31日，銀行貸款人民幣5,000,000元由本公司附屬公司(包括成都興科蓉技術、西藏林芝紫光、四川興科蓉生物科技有限公司及成都恒盛紫光醫藥技術有限公司)作擔保。

- (iii) 於2019年12月31日，其他借款人民幣140,000,000元(2018年：人民幣140,000,000元)由Risun持有的1,049,990,000股本公司已發行普通股作抵押及由黃先生作擔保。

## 25. Interest-Bearing Bank and Other Borrowings (Continued)

Notes: (Continued)

- (b) On 27 March 2019, the Company as the borrower, Mr. Gui Guoping, an independent individual as the original lender, Risun as the chargor, Mr. Huang as the guarantor, Guangsha Overseas Holdings Limited and Mr. Ye Songshao, both are independent third parties as the new lenders, entered into a supplemental agreement to extend the repayment date of the other borrowing of RMB140,000,000 for an additional year from 30 April 2019 to 30 April 2020. The borrowing of RMB140,000,000 was fully repaid on 3 January 2020.
- (c) All of the Group's bank loans and other borrowings as at the end of the Reporting Period are denominated in RMB.
- (d) All of the Group's bank loans and other borrowings as at the end of the Reporting Period are fixed rates interest-bearing (2018: other borrowing of RMB140,000,000 was fixed rate interest-bearing whereas the bank loan of RMB5,000,000 was variable-rate interest-bearing).

Management has assessed that the fair values of the Group's short-term interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

## 25. 計息銀行及其他借款(續)

附註：(續)

- (b) 於2019年3月27日，本公司(作為借款人)、獨立人士桂國平先生(作為原貸款人)、Risun(作為押記人)、黃先生(作為擔保人)、獨立第三方廣廈海外控股有限公司及葉頌韶先生(作為新貸款人)訂立一份補充協議，將其他借款人民幣140,000,000元的還款日期由2019年4月30日額外延長一年至2020年4月30日。人民幣140,000,000元的借款已於2020年1月3日悉數償還。
- (c) 本集團於報告期末的所有銀行貸款及其他借款均以人民幣計值。
- (d) 本集團於報告期末的所有銀行貸款及其他借款均為按定息計息(2018年：其他借款人民幣140,000,000元為按定息計息，而銀行貸款人民幣5,000,000元為按浮息計息)。

管理層已評估本集團短期計息銀行及其他借款的公平值與其賬面值相若，主要由於該等工具於短期內到期。



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### 26. Lease Liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to IFRS 16:

### 26. 租賃負債

下表列示本集團租賃負債於本報告期及過往報告期結束時及過渡至國際財務報告準則第16號之日的餘下合約期限：

		As at 31 December 2019		As at 1 January 2019 (note)		As at 31 December 2018	
		於2019年12月31日		於2019年1月1日(附註)		於2018年12月31日	
		Present value of minimum lease payments	Total minimum lease payments	Present value of minimum lease payments	Total minimum lease payments	Present value of minimum lease payments	Total minimum lease payments
		最低租賃付款現值	最低租賃付款總值	最低租賃付款現值	最低租賃付款總值	最低租賃付款現值	最低租賃付款總值
		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
Within 1 year	一年內	1,022	1,058	870	962	-	-
After 1 year but within 2 years	一年後但兩年內	154	158	1,023	1,058	-	-
After 2 years but within 5 years	兩年後但五年內	-	-	154	159	-	-
		<u>154</u>	<u>158</u>	<u>1,177</u>	<u>1,217</u>	<u>-</u>	<u>-</u>
		<u>1,176</u>	<u>1,216</u>	<u>2,047</u>	<u>2,179</u>	<u>-</u>	<u>-</u>
Less: total future interest expenses	減：未來利息開支總額		<u>(40)</u>		<u>(132)</u>		<u>-</u>
Present value of lease liabilities	租賃負債現值		<u>1,176</u>		<u>2,047</u>		<u>-</u>

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Comparative information as at 31 December 2018 has not been restated. Further details on the impact of the transition to IFRS 16 are set out in note 2.2.

附註：本集團使用經修訂追溯法首次應用國際財務報告準則第16號，並調整於2019年1月1日的年初結餘，以就先前根據國際會計準則第17號分類為經營租賃的有關租賃確認租賃負債。於2018年12月31日的比較資料並無重列。有關過渡至國際財務報告準則第16號的影響的進一步詳情載於附註2.2。

**26. Lease Liabilities (Continued)****(a) Total cash outflow for leases**

Amounts included in the consolidated statement of cash flow for leases comprise the following:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(附註)
Within operating cash flows	經營現金流內	<b>627</b>	1,464
Within financing cash flows	融資現金流內	<b>963</b>	-

Note:

As explained in note 2.2, the adoption of IFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated. All the above amounts relate to the lease rentals paid.

**26. 租賃負債(續)****(a) 租賃現金流出總額**

綜合現金流量表中有關租賃的款項包括如下項目：

附註：

誠如附註2.2所述，採納國際財務報告準則第16號改變對租賃所付若干租金的現金流量分類。比較金額並無重列。所有上述金額與已付租金相關。

**27. Share Capital****27. 股本**

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Authorised:	法定：		
10,000,000,000 (2018:	10,000,000,000股(2018年：		
10,000,000,000) ordinary shares of	10,000,000,000股)		
HK\$0.0001 each	每股面值0.0001港元的		
	普通股	<b>822</b>	822
Issued and fully paid:	已發行及繳足：		
1,691,890,585 (2018:	1,691,890,585股(2018年：		
1,691,890,585) ordinary shares of	1,691,890,585股)		
HK\$0.0001 each	每股面值0.0001港元的		
	普通股	<b>136</b>	136



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### 27. Share Capital (Continued)

A summary of movements in the Company's issued share capital is as follows:

		Note 附註	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日		1,615,220,000	130
Issuance of new shares	發行新股份	(a)	76,670,585	6
At 31 December 2018, 1 January 2019 and 31 December 2019	於2018年12月31日、2019年 1月1日及2019年12月31日		1,691,890,585	136

Note:

(a) On 12 October 2017, the Company and Crede GG III Ltd. (the "Subscriber") entered into a subscription agreement (the "Subscription Agreement"). On 6 December 2017, the Company and the Subscriber entered into an amended and restated subscription agreement (the "Amended and Restated Subscription Agreement") to amend, restate, supersede and replace in its entirety the Subscription Agreement. Pursuant to the Amended and Restated Subscription Agreement, the Subscriber shall subscribe for, and the Company shall issue, the convertible bonds (the "Convertible Bonds") with an aggregate principal amount of up to US\$150,000,000 (equivalent to approximately HK\$1,170,000,000) to be issued in up to 30 tranches, comprising the first part of the Convertible Bonds in the principal amount of up to US\$50,000,000 (equivalent to approximately HK\$390,000,000) (the "First Part CB") and the second part of the Convertible Bonds in the principal amount of up to US\$100,000,000 (equivalent to approximately HK\$780,000,000). The maturity date of the Convertible Bonds was falling 36 months after the issue date of such tranche of the Convertible Bonds or, if that is not a business day, the first business day thereafter. The nominal interest rate was 4% per annum and the interest should be paid semi-annually.

On 17 January 2018, the first tranche of the First Part CB (the "First Tranche") in the principal amount of US\$5,000,000 (equivalent to approximately HK\$39,000,000) had been issued to the Subscriber. The initial conversion price in respect of the First Tranche was HK\$0.50869, being 70% of the volume weighted average price of the shares of the Company in the 20 trading days prior to 17 January 2018.

On 17 January 2018, the conversion rights of the First Tranche had been fully exercised at a conversion price of HK\$0.50869 per share by the Subscriber. As a result, 76,670,585 conversion shares were issued to the Subscriber.

The owner of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares ranks equally with regard to the Company's residual assets.

### 27. 股本(續)

本公司已發行股本變動概要如下：

附註：

(a) 於2017年10月12日，本公司與Crede GG III Ltd. (「認購方」)訂立認購協議(「認購協議」)。於2017年12月6日，本公司與認購方訂立經修訂及重列認購協議(「經修訂及重列認購協議」)，以修訂、重列、取代及更換整份認購協議。根據經修訂及重列認購協議，認購方將認購而本公司將最多分30批發行最高本金總額為150,000,000美元(相當於約1,170,000,000港元)的可換股債券(「可換股債券」，其中包括最高本金額為50,000,000美元(相當於約390,000,000港元)的第一部分可換股債券(「第一部分可換股債券」)及最高本金額為100,000,000美元(相當於約780,000,000港元)的第二部分可換股債券)。可換股債券的到期日為可換股債券有關批次發行日期後36個月或倘當日並非營業日，則為此後的首個營業日。票面年利率為4%，而利息將半年支付一次。

於2018年1月17日，本金額為5,000,000美元(相當於約39,000,000港元)的首批第一部分可換股債券(「首批」)已發行予認購方。首批的初步兌換價為0.50869港元，即本公司於2018年1月17日前20個交易日內股份成交量加權平均價的70%。

於2018年1月17日，認購方以每股股份兌換價0.50869港元悉數行使首批的兌換權。因此，已向認購方發行76,670,585股兌換股份。

普通股擁有人有權收取不時宣派的股息，並有權於本公司會議上以每股一票投票。所有普通股就本公司剩餘資產享有同等地位。

## 28. Share Option Scheme

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the development of the Group. Eligible participants of the Share Option Scheme are employees (whether full time or part time) of the Company, its subsidiaries or any entity in which the Group holds any equity interest (the “Invested Entity”), including Directors (including independent non-executive Directors) and senior management of the Company, its subsidiaries and any Invested Entity. The Share Option Scheme was approved by the Shareholders on 1 February 2016 and became effective upon the listing of the shares of the Company and, unless otherwise cancelled or amended, will remain in force for 10 years from 1 February 2016, after which no further options will be granted.

Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

The number and weighted average exercise price of share options outstanding are as follows:

## 28. 購股權計劃

本公司運作購股權計劃(「購股權計劃」)，旨在向為本集團發展作出貢獻的合資格參與者提供獎勵及回報。購股權計劃的合資格參與者為本公司、其附屬公司或本集團持有任何股權的任何實體(「投資實體」)的僱員(無論全職或兼職)，包括本公司、其附屬公司及任何投資實體的董事(包括獨立非執行董事)及高級管理層。購股權計劃已於2016年2月1日獲股東批准並於本公司股份上市後生效，且除非另行取消或修訂，否則將由2016年2月1日起計十年內維持有效，其後不會進一步授出購股權。

每份購股權賦予持有人權利認購本公司一股普通股，並全數以股份結算。

尚未行使的購股權數目及加權平均行使價如下：

		Notes 附註	Weighted average exercise price 加權平均行使價 HK\$ per Share 每股港元	Number of options 購股權數目 '000 千份
As of 1 January 2018	於2018年1月1日		<b>0.568</b>	<b>17,850</b>
Forfeited during the year	年內沒收	(ii)	<b>0.568</b>	<b>(1,000)</b>
As of 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	(i)	<b>0.568</b>	<b>16,850</b>
Forfeited during the year	年內沒收	(ii)	<b>0.568</b>	<b>(1,200)</b>
As of 31 December 2019	截至2019年12月31日	(i)	<b>0.568</b>	<b>15,650</b>
Exercisable options:	可行使購股權：			
as of 31 December 2018	截至2018年12月31日		<b>0.568</b>	<b>11,795</b>
as of 31 December 2019	截至2019年12月31日		<b>0.568</b>	<b>15,650</b>



**28. Share Option Scheme (Continued)**

Notes:

- (i) The share options outstanding as at 31 December 2019 represented 15,650,000 (2018: 16,850,000) share options granted by the Company on 21 September 2016 at an exercise price of HK\$0.568 per share to certain eligible participants of the Company in respect of their contributions to the Group's development under the Share Option Scheme. The weighted average remaining contractual life of outstanding share options at 31 December 2019 is 2.72 years (2018: 3.72 years).
- (ii) The share options granted to certain eligible participants under the Share Option Scheme were forfeited following their resignations during the year.

The exercise prices and exercisable periods of the share options outstanding as of 31 December 2019 and 31 December 2018 are as follows:

**31 December 2019**

Number of options 購股權數目 '000 千份	Exercise price per share 每股行使價 HK\$ 港元	Vesting Period 歸屬期	Exercisable period 行使期
6,260	0.568	From 21 September 2016 to 20 September 2017 2016年9月21日至2017年9月20日	From 21 September 2017 to 20 September 2022 2017年9月21日至2022年9月20日
4,695	0.568	From 21 September 2016 to 20 September 2018 2016年9月21日至2018年9月20日	From 21 September 2018 to 20 September 2022 2018年9月21日至2022年9月20日
4,695	0.568	From 21 September 2016 to 20 September 2019 2016年9月21日至2019年9月20日	From 21 September 2019 to 20 September 2022 2019年9月21日至2022年9月20日
<b>15,650</b>			

**28. 購股權計劃(續)**

附註：

- (i) 於2019年12月31日尚未行使的購股權指本公司就本公司若干合資格參與者對本集團發展所作出的貢獻，於2016年9月21日根據購股權計劃按行使價每股0.568港元向彼等授出的15,650,000份(2018年：16,850,000份)購股權。於2019年12月31日，尚未行使購股權的加權平均剩餘合約年期為2.72年(2018年：3.72年)。
- (ii) 年內，根據購股權計劃向若干合資格參與者授出的購股權於彼等辭任後沒收。

截至2019年12月31日及2018年12月31日，尚未行使購股權的行使價及行使期如下：

**2019年12月31日**

## 28. Share Option Scheme (Continued)

## 28. 購股權計劃(續)

31 December 2018

2018年12月31日

Number of options 購股權數目	Exercise price per share 每股行使價	Vesting Period 歸屬期	Exercisable period 行使期
'000 千份	HK\$ 港元		
6,740	0.568	From 21 September 2016 to 20 September 2017 2016年9月21日至2017年9月20日	From 21 September 2017 to 20 September 2022 2017年9月21日至2022年9月20日
5,055	0.568	From 21 September 2016 to 20 September 2018 2016年9月21日至2018年9月20日	From 21 September 2018 to 20 September 2022 2018年9月21日至2022年9月20日
5,055	0.568	From 21 September 2016 to 20 September 2019 2016年9月21日至2019年9月20日	From 21 September 2019 to 20 September 2022 2019年9月21日至2022年9月20日
<b>16,850</b>			

The Company recognised a share option expense of RMB19,000 during the year (2018: RMB540,000).

年內，本公司確認購股權開支為人民幣19,000元(2018年：人民幣540,000元)。

## Fair value of share options and assumptions

The fair value of service received in return for share options granted is measured by reference to the fair value of share option granted. The fair value of equity-settled share options granted under the Share Option Scheme was estimated as of the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	Nil
Expected volatility (%)	48.75
Risk-free interest rate (%)	0.72

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.

## 購股權公平值及假設

以授出購股權作交換而接受的服務的公平值參考已授出購股權的公平值計量。根據購股權計劃授出的以權益結算的購股權的公平值乃於授出日期以二項式模式估計，並經計及所授出購股權的條款及條件。下表載列所採用的模式參數：

股息率(%)	零
預期波幅(%)	48.75
無風險利率(%)	0.72

預期波幅反映歷史波幅為未來指示性趨勢的假設，但未必為實際結果。

計量公平值時概無納入已授出購股權的其他特徵。



## 28. Share Option Scheme (Continued)

As at 31 December 2019, the Company had 15,650,000 (2018: 16,850,000) share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 15,650,000 (2018: 16,850,000) additional ordinary shares of the Company and additional share capital of HK\$1,565 (2018: HK\$1,685) and share premium of HK\$8,887,635 (2018: HK\$9,569,115) (before issue expenses).

At the date of approval of these financial statements, the Company had 15,650,000 share options outstanding under the Share Option Scheme, which represented approximately 0.9% of the Company's shares in issue as of that date.

## 29. 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 of the financial statements.

### (a) Share premium account

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the constitutional documents and the Companies Law of the Cayman Islands, the share premium is distributable as dividend on the condition that the Company is able to pay its debts when they fall due in the ordinary course of business at the time the proposed dividend is to be paid.

### (b) Contributed surplus

The contributed surplus represents the aggregate nominal amount of the paid-up capital of Sichuan Sinco Pharmaceuticals attributable to the owners of the Company.

### (c) Statutory reserve

Pursuant to applicable PRC regulations, PRC subsidiaries are required to appropriate 10% of their profit after tax (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of their registered capital of each relevant PRC subsidiary. Transfers to this reserve must be made before distribution of dividends to shareholders. Upon approval by relevant authorities, the statutory reserve can be utilised to offset the accumulated losses or to increase the paid-in capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

## 28. 購股權計劃(續)

於2019年12月31日，根據購股權計劃，本公司擁有16,850,000份(2018年：16,850,000份)尚未行使的購股權。根據本公司目前的資本架構，倘悉數行使尚未行使的購股權，將導致額外發行15,650,000股(2018年：16,850,000股)本公司普通股以及增加股本1,565港元(2018年：1,685港元)及股份溢價8,887,635港元(2018年：9,569,115港元)(扣除發行開支前)。

於該等財務報表批准日期，根據購股權計劃，本公司擁有15,650,000份尚未行使的購股權，佔本公司於該日期已發行股份約0.9%。

## 29. 儲備

本集團的儲備金額及其於本年度及過往年度的變動在財務報表的綜合權益變動表呈列。

### (a) 股份溢價賬

應用股份溢價賬受開曼群島公司法規管。根據章程文件及開曼群島公司法，倘本公司於派付建議股息時能夠償還日常業務過程中的到期債務，則股份溢價可分派為股息。

### (b) 實繳盈餘

實繳盈餘指本公司擁有人應佔四川興科蓉藥業實繳股本總面值。

### (c) 法定儲備

根據適用中國法規，中國附屬公司須將其除稅後溢利的10%(抵銷去年虧損後)撥入法定儲備，直至該儲備達到各相關中國附屬公司註冊資本的50%。轉撥至該儲備須於分派股息予股東前作出。經有關部門批准後，法定儲備可用作抵銷累計虧損或增加附屬公司的實繳資本，惟發行後的結餘不得少於其註冊資本的25%。

## 29. Reserves (Continued)

### (d) Share option reserve

The share option reserve comprises the portion of the grant date 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 2.3(s)(ii) to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire.

## 30. Employee Retirement Benefits

### Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The employees of the Group’s subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

## 29. 儲備(續)

### (d) 購股權儲備

購股權儲備包括已授出但尚未行使購股權的授出日期公平值部分，進一步詳情於財務報表附註2.3(s)(ii)有關股份付款的會計政策內闡述。該金額將於相關購股權獲行使時轉撥至股份溢價賬，或於相關購股權到期時轉撥至累計虧損。

## 30. 僱員退休福利

### 定額供款退休計劃

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄的僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃是由獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主及其僱員均須按僱員有關收入的5%向計劃供款，每月有關入息上限為30,000港元。計劃供款即時歸屬。

本集團於中國附屬公司的僱員為由中國政府營運的國家管理退休福利計劃的成員。附屬公司須按薪金成本的若干百分比向退休福利計劃作出供款。本集團有關退休福利計劃的唯一責任為作出指定供款。



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### 31. Commitments

- (a) The Group had the following significant capital expenditure at the end of the Reporting Period:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
– Construction of a warehouse	– 建設倉庫	<b>83,008</b>	83,719

- (b) At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

		<b>Properties</b>
		<b>物業</b>
		<b>RMB'000</b>
		<b>人民幣千元</b>
Within 1 year	一年內	<b>1,001</b>
After 1 year but within 5 years	一年後但五年內	<b>1,217</b>
		<b>2,218</b>

### 31. 承擔

- (a) 本集團於報告期末的重大資本開支如下：

- (b) 於2018年12月31日，根據不可撤銷經營租約的未來最低租賃款項總額的應付款項如下：

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under IAS 17. The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see note 2.2). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in note 2.3(g), and the details regarding the Group's future lease payments are disclosed in note 26.

本集團為根據租賃持有的若干物業的承租人，該等租賃先前根據國際會計準則第17號分類為經營租賃。本集團採用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，本集團調整於2019年1月1日的年初結餘，以確認與該等租賃有關的租賃負債（見附註2.2）。於2019年1月1日之後，未來租賃付款根據附註2.3(g)所載政策於財務狀況表內確認為租賃負債，而有關本集團未來租賃付款的詳情於附註26中披露。

**32. Contingent Liabilities**

At the end of the Reporting Period, the Group has no significant contingent liabilities.

**32. 或然負債**

於報告期末，本集團概無任何重大或然負債。

**33. Related Party Transactions**

(a) During the year, the Group had the following material transactions and outstanding balance with related parties:

**33. 關連方交易**

(a) 本集團於年內與關連方進行的重大交易及未償還的結餘如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Guaranteed by Mr. Huang Xiangbin	由黃祥彬先生擔保		
Interest-bearing bank loan	計息銀行貸款	9,000	-
Interest-bearing other borrowings	計息其他借款	<u>140,000</u>	<u>140,000</u>
Secured by Risun's shares over the Company	以Risun所持有的本公司股份作抵押		
Interest-bearing other borrowings	計息其他借款	<u>140,000</u>	<u>140,000</u>
Amount due from a director (note 16)	應收一名董事款項(附註16)	<u>447</u>	<u>-</u>

(b) Remuneration of key management personnel of the Group

(b) 本集團主要管理人員薪酬

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,775	2,908
Post-employment benefits	離職後福利	<u>38</u>	<u>37</u>
		<u>2,813</u>	<u>2,945</u>



## Notes to Financial Statements 財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

### 34. 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:

2019

#### Financial assets

		Financial assets at amortised cost 按攤銷成 本計量的 金融資產 RMB'000 人民幣千元
Trade receivables	貿易應收款項	25,971
Bills receivables	應收票據	4,739
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的金融資產	5,196
Other financial assets measured at amortised cost – wealth management products	按攤銷成本計量的其他 金融資產 – 理財產品	1,990
Pledged bank balances	已抵押銀行結餘	5,001
Cash and cash equivalents	現金及現金等價物	219,755
		262,652

#### Financial liabilities

#### 金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的 金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	146,158
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項的金融負債	332,940
Interest-bearing bank and other borrowings	計息銀行及其他借款	187,484
Lease liabilities	租賃負債	1,176
		667,758

### 34. 金融工具類別

各類別金融工具於報告期末的賬面值如下：

2019年

#### 金融資產

		Financial assets at amortised cost 按攤銷成 本計量的 金融資產 RMB'000 人民幣千元
Trade receivables	貿易應收款項	25,971
Bills receivables	應收票據	4,739
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的金融資產	5,196
Other financial assets measured at amortised cost – wealth management products	按攤銷成本計量的其他 金融資產 – 理財產品	1,990
Pledged bank balances	已抵押銀行結餘	5,001
Cash and cash equivalents	現金及現金等價物	219,755
		262,652

#### 金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的 金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	146,158
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項的金融負債	332,940
Interest-bearing bank and other borrowings	計息銀行及其他借款	187,484
Lease liabilities	租賃負債	1,176
		667,758

**34. Financial Instruments by Category (Continued)**

2018

**Financial assets**

		Financial assets at amortised cost 按攤銷成本計量的金融資產 RMB'000 人民幣千元
Trade receivables	貿易應收款項	22,806
Bills receivables	應收票據	3,371
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	18,967
Pledged bank balances	已抵押銀行結餘	13
Cash and cash equivalents	現金及現金等價物	80,330
		<u>125,487</u>

**Financial liabilities****金融負債**

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	106,901
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項的金融負債	198,808
Interest-bearing bank and other borrowings	計息銀行及其他借款	145,000
		<u>450,709</u>





### 35. Financial Risk Management and Fair Values of Financial Instruments

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk and currency risk. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from wealth management products, cash and cash equivalents, pledged bank balance and bills receivables is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies, for which the Group considers to have low credit risk.

##### *Trade receivables*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 63% (2018: 41%) and 82% (2018: 72%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. It is the Group's policy that except for certain customers which are granted credit terms ranging from 0 days to 1 year (2018: from 45 days to 1 year) from the date of delivery, customers should make payment in advance. At 31 December 2019, the Group obtains deposits as collateral for trade receivables. The deposits received is recognised in other payables and accruals and is repayable to the distributors upon the expiry of the distribution agreement. There have not been any significant changes in the quality of the collateral held for trade receivables. The Group takes into account the amount of deposit received when recognised the loss allowance for the trade receivables.

### 35. 財務風險管理及金融工具的公平值

本集團金融工具產生的主要風險為信貸風險、流動資金風險、利率風險及貨幣風險。本集團面臨的該等風險及本集團用於管理該等風險的財務風險管理政策及常規載述如下。

#### (a) 信貸風險

信貸風險指對手方因違反合約義務而導致本集團產生財務虧損的風險。本集團信貸風險主要源於貿易應收款項。由於對手方是由國際信用評級機構評定為擁有較高信用評級的銀行，而本集團視之為信貸風險較低，故本集團理財產品、現金及現金等價物、已抵押銀行結餘及應收票據產生的信貸風險有限。

##### *貿易應收款項*

本集團所承受的信貸風險主要受客戶的個別特性(而非客戶營運所在行業或國家)影響，故信貸風險高度集中主要是在本集團承受重大個別客戶風險時發生。於報告期末，應收本集團最大客戶及五大客戶的款項分別佔貿易應收款項總額的63%(2018年：41%)及82%(2018年：72%)。

個別信貸評估對所有要求一定金額信貸的客戶執行。此等評估針對客戶過往到期付款記錄及現時付款能力，並考慮客戶特定資料及有關客戶經營所處經濟環境的資料。根據本集團政策，除獲授自交付日期起計0日至一年(2018年：45日至一年)信貸期的若干客戶外，客戶應預付款項。於2019年12月31日，本集團取得按金作為貿易應收款項的抵押品。已收按金於其他應付款項及應計款項中確認，並於經銷協議屆滿時償還予經銷商。就貿易應付款項所持抵押品的質量並無重大變動。本集團於確認貿易應收款項的虧損撥備時計及已收取按金。

### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (a) Credit risk (Continued)

##### Trade receivables (Continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2019		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.96	20,770	199
1-90 days past due	逾期1至90天	25.16	7,215	1,815
More than 90 days past due	逾期超過90天	100	427	427
			<b>28,412</b>	<b>2,441</b>
		2018		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	2.70	23,439	633
1-90 days past due	逾期1至90天	N/A 不適用	-	-
More than 90 days past due	逾期超過90天	100	482	482
			<b>23,921</b>	<b>1,115</b>

### 35. 財務風險管理及金融工具的公平值 (續)

#### (a) 信貸風險(續)

##### 貿易應收款項(續)

本集團按相當於存續期預期信貸虧損的金額(採用撥備矩陣計算)計量貿易應收款項虧損撥備。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損情況有重大差異，故按逾期狀態計算的虧損撥備不在本集團不同客戶群間作進一步區分。

下表提供有關本集團貿易應收款項的信貸風險及預期信貸虧損資料：

**35. Financial Risk Management and Fair Values of Financial Instruments (Continued)****(a) Credit risk (Continued)***Trade receivables (Continued)*

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Balance at 1 January	於1月1日的結餘	<b>1,115</b>	164
Impairment losses recognised during the year (note 7)	年內確認的減值虧損(附註7)	<b>1,326</b>	951
Balance at 31 December	於12月31日的結餘	<b>2,441</b>	1,115

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance:

- increase in days past due resulted in an increase in loss allowance of RMB1,760,000 (2018: RMB482,000)

**35. 財務風險管理及金融工具的公平值 (續)****(a) 信貸風險(續)***貿易應收款項(續)*

預期虧損率是基於過去2年的實際虧損經驗及後續結算的條件。此等利率已經調整，以反映過往數據收集期間、當前狀況與本集團就應收款項預期年期的經濟狀況的意見之間的差異。

年內貿易應收款項的虧損撥備賬目變動如下：

以下為導致虧損撥備增加的貿易應收款項賬面總值的重大變動：

- 逾期日數增加導致虧損撥備增加人民幣1,760,000元(2018年：人民幣482,000元)

### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (a) Credit risk (Continued)

##### Other receivables

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL.

The movement in the loss allowance for impairment of financial assets included in prepayments, other receivables and other assets is as follows:

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
At beginning of year	於年初	<b>526</b>	–
(Reversal of impairment losses)/impairment losses recognised (note 7)	(減值虧損撥回)/ 已確認減值虧損(附註7)	<b>(54)</b>	526
At end of year (note 16)	於年末(附註16)	<b>472</b>	526

### 35. 財務風險管理及金融工具的公平值 (續)

#### (a) 信貸風險(續)

##### 其他應收款項

就其他應收款項及按金而言，本公司董事按過往結算記錄、過往經驗及屬合理有據的前瞻性資料的定量及定性資料，對其他應收款項及按金的可收回情況進行定期個別評估。本公司董事認為，自初始確認以來，該等款項的信貸風險概無顯著增加，且本集團已按12個月預期信貸虧損作出減值撥備。

計入預付款項、其他應收款項及其他資產的金融資產減值虧損撥備變動如下：

**35. Financial Risk Management and Fair Values of Financial Instruments (Continued)****(b) Liquidity risk**

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

		2019				2018			
		On demand or within 1 year	More than 1 year but less than 2 years	Total contractual undiscounted cash flows	Carrying amount at 31.12.2019	On demand or within 1 year	More than 1 year but less than 2 years	Total contractual undiscounted cash flows	Carrying amount at 31.12.2018
		按要求或一年內	超過一年但少於兩年	合約未貼現現金流量總額	12月31日的賬面值	按要求或一年內	超過一年但少於兩年	合約未貼現現金流量總額	12月31日的賬面值
		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
Interest-bearing bank and other borrowings	計息銀行及其他借款	195,637	-	195,637	187,484	151,102	-	151,102	145,000
Trade payables	貿易應付款項	146,158	-	146,158	146,158	106,901	-	106,901	106,901
Other payables and accruals (other than other tax payables)	其他應付款項及應計款項 (其他應付稅項除外)	136,978	195,962	332,940	332,940	198,808	-	198,808	198,808
Lease liabilities (note)	租賃負債(附註)	1,058	158	1,216	1,176	-	-	-	-
		<b>479,831</b>	<b>196,120</b>	<b>675,951</b>	<b>667,758</b>	<b>456,811</b>	<b>-</b>	<b>456,811</b>	<b>450,709</b>

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated. See note 2.2.

**35. 財務風險管理及金融工具的公平值 (續)****(b) 流動資金風險**

本集團內個別經營實體自行負責其現金管理事宜，包括現金盈餘的短期投資及為應付預期現金需求而籌措貸款，惟須待母公司董事會批准後方可作實。本集團政策為定期監察其流動資金需求及借款契約的合規情況，以確保維持充足現金儲備及可從主要金融機構獲得充足承諾資金以滿足其短期及長期流動資金需求。

下表載列於報告期末本集團基於合約未貼現現金流量(包括使用合約利率或(如屬浮息)按報告期末當時利率計算的所得利息)及本集團須付款的最早日期的非衍生金融負債的剩餘合約到期日。

附註：本集團採用經修訂追溯法首次應用國際財務報告準則第16號，並調整於2019年1月1日的年初結餘，以確認與先前根據國際會計準則第17號分類為經營租賃的租賃有關的租賃負債。按此方法，比較資料不予重列。見附註2.2。

### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank deposits, wealth management products, bank loans, and other borrowings. Bank deposits, amount receivables from bank for wealth management products purchased at variable rates, and bank and other borrowings and lease liabilities at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's financial instruments at the end of the reporting period:

		2019		2018	
		Effective interest rates	RMB'000	Effective interest rates	RMB'000
		實際利率	人民幣千元	實際利率	人民幣千元
		%		%	
<b>Fixed rate instruments:</b>	<b>定息工具：</b>				
Financial assets	金融資產				
– Bank deposits	– 銀行存款	0.3-1.35	5,001	0.3	13
Financial liabilities	金融負債				
– Other borrowings	– 其他借款	13.2	(140,000)	13.2	(140,000)
– Bank loans	– 銀行貸款	4.8-5.6	(47,484)	6.1	(5,000)
– Lease liabilities (note)	– 租賃負債(附註)	5.5	(1,176)	–	–
			<b>(188,660)</b>		<b>(145,000)</b>
			<b>(183,659)</b>		<b>(144,987)</b>

### 35. 財務風險管理及金融工具的公平值 (續)

#### (c) 利率風險

利率風險指金融工具的公平值或未來現金流量因市場利率變動而波動的風險。本集團的利率風險主要來自銀行存款、理財產品、銀行貸款及其他借款。按浮息計息的銀行存款、就所購買理財產品應收銀行款項與按定息計息的銀行及其他借款以及租賃負債分別令本集團面臨現金流量利率風險及公平值利率風險。

本集團政策是使用定息及浮息債務組合管理其利息成本。

#### (i) 利率狀況

下表詳列本集團金融工具於報告期末的利率狀況：

**35. Financial Risk Management and Fair Values of Financial Instruments (Continued)****(c) Interest rate risk (Continued)***(i) Interest rate profile (Continued)*

		2019		2018	
		Effective interest rates 實際利率 %	RMB'000 人民幣千元	Effective interest rates 實際利率 %	RMB'000 人民幣千元
<b>Variable rate instruments:</b>	<b>浮息工具：</b>				
Financial assets	金融資產				
– Cash at bank	– 銀行現金	0.3	219,720	0.3	80,240
– Amount receivables from banks for wealth management products purchased	– 就購買理財產品應收銀行款項	3.7	1,990	–	–
			221,710		80,240
Fixed rate financial liabilities as a percentage of total financial liabilities	定息金融負債佔金融負債總額百分比		100.0%		100.0%

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated. See note 2.2.

*(ii) Sensitivity analysis*

At 31 December 2019, it is estimated that a general increase/decrease of 100 (2018: 100) basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's profit after tax and decreased/increased the accumulated losses by approximately RMB1,663,000 (2018: decreased/increased the Group's loss after tax and accumulated losses by RMB602,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank deposits. Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

**35. 財務風險管理及金融工具的公平值 (續)****(c) 利率風險 (續)***(i) 利率狀況 (續)*

附註：本集團採用經修訂追溯法首次應用國際財務報告準則第16號並調整於2019年1月1日的年初結餘，以確認與先前根據國際會計準則第17號分類為經營租賃的租賃有關的租賃負債。按此方法，比較資料不予重列。見附註2.2。

*(ii) 敏感度分析*

於2019年12月31日，在所有其他變量不變的情況下，預期利率總體增加／減少100（2018年：100）個基點，會令本集團除稅後溢利增加／減少及累計虧損減少／增加約人民幣1,663,000元（2018年：本集團除稅後虧損及累計虧損減少／增加人民幣602,000元）。這主要是由於本集團受浮息銀行存款的利率影響。綜合權益的其他部分不會隨利率整體升降而變動。

### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (c) Interest rate risk (Continued)

##### (ii) Sensitivity analysis (Continued)

The sensitivity analyses above have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (2018: 100 basis points) increase or decrease in variable rate borrowings is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. The analysis is performed on the same basis for 2018.

#### (d) Currency risk

##### (i) Exposure to currency risk

The Group is exposed to currency risk primarily through purchases which give rise to payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars ("US\$"), Hong Kong dollars ("HK\$") and Singapore dollars ("SGD"). The Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

The Group does not enter into any hedging transactions to manage the potential fluctuation in foreign currencies. Management monitors the Group's foreign currency exposure and will consider hedging significant foreign currency exposure when the need arises.

### 35. 財務風險管理及金融工具的公平值 (續)

#### (c) 利率風險 (續)

##### (ii) 敏感度分析 (續)

上文敏感度分析是根據報告期末的利率風險釐定。編製分析時假設於報告期末尚未發行的金融工具於全年並未發行。向主要管理人員進行利率風險內部匯報時，採用100個基點(2018年：100個基點)的浮息借款升幅或跌幅，反映管理層對利率合理可能變動的評估。分析基準與2018年相同。

#### (d) 貨幣風險

##### (i) 貨幣風險

本集團主要透過購買產生外幣計值(即與交易相關的業務功能貨幣以外的貨幣)的應付款項及現金餘額而承受貨幣風險。引起該風險的貨幣主要為美元(「美元」)、港元(「港元」)及新加坡元(「新加坡元」)。本集團於必要時以即期匯率購買或出售外幣以解決短期失衡問題，從而確保淨風險維持於可接受的水平。

本集團並無訂立任何對沖交易以管理潛在外匯波動。管理層會監察本集團外匯風險，並將在有需要時考慮對沖重大外匯風險。



**35. Financial Risk Management and Fair Values of Financial Instruments (Continued)****(d) Currency risk (Continued)***(i) Exposure to currency risk (Continued)*

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date.

**35. 財務風險管理及金融工具的公平值 (續)****(d) 貨幣風險 (續)***(i) 貨幣風險 (續)*

下表詳列本集團於報告期末所面臨以其相關實體功能貨幣以外的貨幣計值的已確認資產或負債產生的貨幣風險。為方便呈列，風險金額使用年結日即期匯率換算為人民幣列示。

		Exposure to foreign currencies (expressed in Renminbi)					
		外匯風險 (以人民幣列示)					
		2019			2018		
		SGD	US\$	HK\$	SGD	US\$	HK\$
		新加坡元	美元	港元	新加坡元	美元	港元
		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
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	4,492	704	-	3,089	541
Cash and cash equivalents	現金及現金等價物	61	12,770	301	67	53,490	937
Trade payables	貿易應付款項	-	(145,844)	-	-	(104,681)	-
Financial liabilities included in other payable and accruals	計入其他應付款項及應計款項的金融負債	-	(65,386)	-	-	-	(606)
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險承擔總額	61	(193,968)	1,005	67	(48,102)	872

### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit/(loss) after tax (and accumulated losses) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the Reporting Period had changed at that date, assuming all other risk variables remained constant.

		2019			2018		
		Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Increase/ (decrease) in profit after tax 除稅後溢利 增加/(減少)	Decrease/ (increase) in accumulated loss 累計虧損 減少/(增加)	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Decrease/ (increase) in loss after tax 除稅後虧損 減少/(增加)	Decrease/ (increase) in accumulated loss 累計虧損 減少/(增加)
		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
HK\$	港元	5%	38	38	5%	33	33
		(5%)	(38)	(38)	(5%)	(33)	(33)
US\$	美元	5%	(7,274)	(7,274)	5%	(1,804)	(1,804)
		(5%)	7,274	7,274	(5%)	1,804	1,804

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss after tax and equity measured in the respective functional currencies, translated into Renminbi at the exchange rate ruling at the end of the Reporting Period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2018.

### 35. 財務風險管理及金融工具的公平值 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析

下表顯示本集團除稅後溢利/(虧損) (及累計虧損)在假設其他所有風險變量維持不變的情況下因本集團於報告期末面臨重大風險的匯率於該日出現變動而會產生的即時變動。

上表呈列的分析結果反映對各集團實體除稅後溢利或虧損及權益(按各自的功能貨幣計量,及為方便呈報而按報告期末的適用匯率換算為人民幣)造成的合計即時影響。

敏感度分析假設匯率變動已應用於重新計量令本集團於報告期末面臨外匯風險的本集團所持金融工具。分析基準與2018年相同。



### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (e) Fair value measurement

*Fair value of financial assets and liabilities carried at other than fair value*

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2018 and 2019 respectively.

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise Shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to Shareholders or raise new capital from its investors. No changes were made in the objectives, policies or processes for managing capital during the year.

Neither the Company nor any of its subsidiaries are subjected to any externally imposed capital requirements.

### 35. 財務風險管理及金融工具的公平值 (續)

#### (e) 公平值計量

*非按公平值列賬的金融資產及負債的公平值*

本集團按攤銷成本列賬的金融工具的賬面值與分別於2018年及2019年12月31日的公平值並無重大差異。

#### 資本管理

本集團資本管理的主要目標為確保本集團有能力繼續持續經營及維持穩健的資本比率，以支持其業務及盡量提升股東價值。

本集團按經濟狀況的變動管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整股東股息款項或向其投資者募集新資金。年內，管理資金的目標、政策或過程並無任何變動。

本公司或其任何附屬公司概無受限於任何外部施加的資本需求。

### 35. Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### Capital management (Continued)

The Group is currently funding its capital expenditure through internal generated funds from its operations, proceeds from the new bank and other borrowings. The Group monitors capital using a gearing ratio, which is net debt divided by equity plus net debt. Net debt includes interest-bearing bank and other borrowings, trade payables, other payables and accruals, tax payable and lease liabilities, less cash and cash equivalents and pledged bank balances. Equity includes equity attributable to the owners of the Company and non-controlling interests. The gearing ratio at the end of the Reporting Period is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元 (note) (附註)
Interest-bearing bank and other borrowings	計息銀行及其他借款	187,484	145,000
Trade payables	貿易應付款項	146,158	106,901
Other payables and accruals	其他應付款項及應計款項	333,726	205,525
Lease liabilities	租賃負債	1,176	-
Tax payable	應付稅項	11,361	1,943
Less: Cash and cash equivalents	減：現金及現金等價物	(219,755)	(80,330)
Less: Pledged bank balances	減：已抵押銀行結餘	(5,001)	(13)
Net debt	負債淨額	455,149	379,026
Equity	權益	45,638	22,723
Equity and net debt	權益及負債淨額	500,787	401,749
Gearing ratio	負債比率	90.9%	94.3%

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated. See note 2.2.

### 35. 財務風險管理及金融工具的公平值 (續)

#### 資本管理 (續)

本集團現時透過其營運所得內部資金、新增銀行及其他借款所得款項撥付其資本開支。本集團利用負債比率(負債淨額除權益加負債淨額)監控資本。負債淨額包括計息銀行及其他借款、貿易應付款項、其他應付款項及應計款項、應付稅項及租賃負債減現金及現金等價物及已抵押銀行結餘。權益包括本公司擁有人應佔權益及非控股權益。報告期末的負債比率如下：

附註：本集團採用經修訂追溯法首次應用國際財務報告準則第16號，並調整於2019年1月1日的年初結餘，以確認與先前根據國際會計準則第17號分類為經營租賃的租賃有關的租賃負債。按此方法，比較資料不予重列。見附註2.2。



## Notes to Financial Statements 財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

### 36. 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:

### 36. 本公司財務狀況表

有關本公司於報告期末的財務狀況表資料如下：

		<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	<b>4,826</b>	306
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>4,826</b>	306
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments and other receivables	預付款項及其他應收款項	<b>344</b>	2,106
Amounts due from subsidiaries	應收附屬公司款項	<b>177,653</b>	410,840
Cash and cash equivalents	現金及現金等價物	<b>265</b>	34
<b>Total current assets</b>	<b>流動資產總值</b>	<b>178,262</b>	412,980
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計款項	<b>23,326</b>	13,249
Amount due to a subsidiary	應付一間附屬公司款項	<b>4,520</b>	–
Other borrowings	其他借款	<b>140,000</b>	140,000
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>167,846</b>	153,249
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>10,416</b>	259,731
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	<b>15,242</b>	260,037
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>15,242</b>	260,037
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	<b>136</b>	136
Reserves (note)	儲備(附註)	<b>15,106</b>	259,901
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>15,242</b>	260,037

### 36. Statement of Financial Position of the Company (Continued)

Note: The movements in the Company's reserves are as follows:

		Share premium account RMB'000 人民幣千元	Share option reserve RMB'000 人民幣千元	Accumulated losses RMB'000 人民幣千元	Total RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	258,887	2,347	(3,850)	257,384
Equity-settled share-based transaction	以權益結算的股份支付交易	-	540	-	540
Shares issued on conversion of convertible bonds (note 27(a))	因兌換可換股債券而發行股份(附註27(a))	30,226	-	-	30,226
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	(28,249)	(28,249)
At 31 December 2018 and at 1 January 2019	於2018年12月31日及於2019年1月1日	289,113	2,887	(32,099)	259,901
Equity-settled share-based transaction	以權益結算的股份支付交易	-	19	-	19
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	(244,814)	(244,814)
At 31 December 2019	於2019年12月31日	289,113	2,906	(276,913)	15,106

### 36. 本公司財務狀況表(續)

附註：本公司儲備變動如下：

### 37. Events After the Reporting Period

On 3 January 2020, the Company has arranged for the repayment of the other borrowings together with the relevant interest amounts under the loan agreement entered into on 23 April 2018 (as supplemented by a supplemental agreement dated 27 March 2019), and the (i) 1,049,990,000 shares of the Company charged and (ii) guarantee provided by Mr. Huang in such connection was subsequently released.

After the outbreak of COVID-19 in the first quarter of 2020, a series of precautionary and control measures have been and continued to be implemented across the PRC and many other countries. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group. As at the date of approval of these financial statements, the Group was not aware of any direct material adverse effect on the Group's financial performance as a result of the COVID-19 outbreak.

### 37. 報告期後事項

於2020年1月3日，本公司安排償還於2018年4月23日訂立的貸款協議(經日期為2019年3月27日的補充協議補充)項下的其他借款及相關利息款項，而(i)所押記的1,049,990,000股本公司股份及(ii)黃先生就此提供的擔保隨後獲解除。

於2020年第一季度爆發2019冠狀病毒病後，中國各地及許多其他國家已經並持續實施一系列防控措施。本集團將密切關注2019冠狀病毒病疫情的發展，並評估其對本集團財務狀況及經營業績的影響。於該等財務報表批准日期，本集團並不知悉2019冠狀病毒病疫情對本集團的財務表現造成任何直接重大不利影響。



### 38. Comparative figures

- (i) The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2.2.
- (ii) With a review of financial statements presentation, certain items in the consolidated statement of cash flows were reclassified which would result in a more appropriate presentation of events or transactions. Accordingly, comparative figures have been reclassified to conform with the current year's presentation.

### 39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

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

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

<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in IFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

### 38. 比較數字

- (i) 本集團於2019年1月1日使用經修訂追溯法首次應用國際財務報告準則第16號。按此方法，比較資料不予重列。會計政策變動的進一步詳情於附註2.2披露。
- (ii) 經檢討財務報表的呈列方式後，綜合現金流量表內若干項目已重新分類，以更恰當地呈列事件或交易。因此，比較數字已重新分類，以符合本年度的呈列方式。

### 39. 截至2019年12月31日止年度已頒佈但尚未生效的修訂本、新準則及詮釋可能產生的影響

本集團並無提早應用下列已頒佈但尚未生效的國際財務報告準則的新訂準則及修訂本：

國際財務報告準則第17號 國際財務報告準則第3號 (修訂本)	保險合約 <sup>1</sup> 業務的定義 <sup>2</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>4</sup>
國際財務報告準則第10號及 國際會計準則第28號 (修訂本)	投資者與其聯營 公司或合資企 業之間的資產 出售或注資 <sup>3</sup>
國際會計準則第1號及 國際會計準則第8號 (修訂本)	重大的定義 <sup>4</sup>

<sup>1</sup> 於2021年1月1日或之後開始的年度期間生效

<sup>2</sup> 對收購日期為2020年1月1日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效

<sup>3</sup> 於待定期或之後開始的年度期間生效

<sup>4</sup> 於2020年1月1日或之後開始的年度期間生效

除上述國際財務報告準則的新訂準則及修訂本外，2018年亦發佈經修訂的財務報告概念框架。其相應的修訂「對國際財務報告準則中引用概念框架的內容的修訂」將於2020年1月1日或之後開始的年度期間生效。

### 39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019 (Continued)

Except for the new and amendments to IFRS mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

#### Amendments to IFRS 3 “Definition of a Business”

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

### 39. 截至2019年12月31日止年度已頒佈但尚未生效的修訂本、新準則及詮釋可能產生的影響(續)

除下文所述國際財務報告準則的新訂準則及修訂本外，本公司董事預期於可見未來應用所有其他國際財務報告準則的新訂準則及修訂本不會對綜合財務報表產生重大影響。

#### 國際財務報告準則第3號(修訂本)「業務的定義」

有關修訂：

- 新增可選擇進行的集中度測試，允許簡化對所收購的一組活動及資產是否構成業務的評估。可按逐項交易基準選擇是否應用可選擇進行的集中度測試；
- 澄清如果要構成業務，所收購的一組活動及資產必須至少包括一項投入及一項實質性過程，兩者可以共同顯著促進創造產出的能力；及
- 縮小業務及產出的定義，重點關注於向客戶提供的貨品及服務，並刪除對節省成本能力的提述。

有關修訂適用於收購日期為2020年1月1日或之後開始的首個年度報告期間開始當日或之後的所有業務合併及資產收購，允許提早應用。





### 39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019 (Continued)

#### Amendments to IAS 1 and IAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all IFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### 39. 截至2019年12月31日止年度已頒佈但尚未生效的修訂本、新準則及詮釋可能產生的影響(續)

#### 國際會計準則第1號及國際會計準則第8號(修訂本)「重大的定義」

有關修訂加入對判斷是否重大的額外指引及解釋，細化對重大的定義。具體而言，有關修訂：

- 包含「掩蓋」重大資料的概念，其產生與遺漏或錯報資料類似的影響；
- 將對影響使用者的重大性門檻由「可能影響」替換為「可合理預計將影響」；及
- 使用「主要使用者」而不是簡單用「使用者」，在決定於財務報表披露哪些資料時「使用者」的解釋可能過於廣泛。

有關修訂亦統一在所有國際財務報告準則中的定義，並將在集團於2020年1月1日開始的年度期間強制生效。預期應用有關修訂不會對本集團的財務狀況及表現產生重大影響，惟可能影響於綜合財務報表中的列報及披露。

### 39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019 (Continued)

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in IFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain IFRSs have been updated to the New Framework, whilst some IFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 40. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the Board on 17 April 2020.

### 39. 截至2019年12月31日止年度已頒佈但尚未生效的修訂本、新準則及詮釋可能產生的影響(續)

#### 2018年財務報告概念框架(「新框架」)及對國際財務報告準則中引用概念框架的內容的修訂

新框架：

- 重新引入術語「受託責任」及「審慎」；
- 介紹新的資產定義(以權利為關注重點)及新的負債定義(雖然可能較被其取代的舊定義更為廣泛，但並未改變負債與權益工具之間的區分)；
- 討論歷史成本及現值的計量，並就如何針對特定資產或負債選擇計量基準提供額外指引；
- 指出損益是財務表現的主要衡量指標，在特殊情況下才使用其他全面收益，且僅用於因資產或負債的現值變化而產生的收入或開支；及
- 闡述不確定性、終止確認、入賬單位、報告實體及合併財務報表。

另已作出相應修訂，使若干國際財務報告準則內的引用內容更新至符合新框架，惟部分國際財務報告準則仍引用舊版本框架。該等修訂於2020年1月1日或之後開始的年度期間生效，並可提早應用。除仍引用舊版本框架的特定準則外，本集團將於新框架生效日期依據該框架釐定會計政策(尤其是會計準則未有處理的交易、事件或情況)。

### 40. 批准財務報表

財務報表已於2020年4月17日獲董事會批准及授權刊發。



## Definitions

### 釋義

“affiliate” 「聯屬人士」	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person 直接或間接控制指定人士或受其直接或間接控制或與指定人士直接或間接受共同控制的任何其他人士
“AGM” 「股東週年大會」	annual general meeting of the company 本公司股東週年大會
“Articles” or “Articles of Association” 「細則」或「組織章程細則」	the articles of association of the Company (as amended from time to time), conditionally adopted on 1 February 2016 本公司於2016年2月1日有條件採納的組織章程細則(經不時修訂)
“Board” 「董事會」	the board of Directors 董事會
“Cayman Companies Law” 「開曼群島公司法」	the Companies Law (2013 Revision) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time 開曼群島法例第22章(1961年第3號法例)公司法(2013年修訂版), 經不時修訂或補充或以其他方式修改
“China” or “the PRC” 「中國」	the People’s Republic of China excluding, for the purpose of this report, Hong Kong, Macau Special Administrative Region and Taiwan 中華人民共和國, 本報告中不包括香港、澳門特別行政區及台灣
“Company” or “our Company” or “the Company” 「本公司」	Sinco Pharmaceuticals Holdings Limited (興科蓉醫藥控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 16 March 2015 興科蓉醫藥控股有限公司, 於2015年3月16日在開曼群島註冊成立的獲豁免有限公司
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group”, “our Group”, “the Group”, “we”, “us”, or “our” 「本集團」、「我們」或「我們的」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” 「港元」	Hong Kong Dollars, the lawful currency of Hong Kong 港元, 香港法定貨幣

## Definitions 釋義

“HKSE” 「香港聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong Branch Share Registrar” 「香港證券登記分處」	Computershare Hong Kong Investor Services Limited 香港中央證券登記有限公司
“Human Albumin Solution” 「人血白蛋白注射液」	refers to Octapharma’s human albumin solution 20% (containing 200 grammes of total protein per litre) and human albumin solution 25% (containing 250 grammes of total protein per litre). The term Human Albumin Solution refers to both products or either one of them as the context requires 奧克特珐瑪生產的20%人血白蛋白注射液(每升含總蛋白200克)及25%人血白蛋白注射液(每升含總蛋白250克)。人血白蛋白注射液表示兩種產品或其中一種(視乎文義)
“Institute of Chinese Medical Sciences” 「中國中醫科學院」	the Institute of Chinese Materia Medica, China Academy of Chinese Medical Sciences (中國中醫科學院中藥研究所) 中國中醫科學院中藥研究所
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the HKSE, as amended or supplemented from time to time 香港聯交所證券上市規則，經不時修訂或補充
“Main Board” 「主板」	Main Board of the HKSE 香港聯交所主板
“MPCM” 「營銷、推廣及渠道管理」	refers to marketing, promotion and channel management for the sale and promotion of pharmaceutical products for pharmaceutical manufacturers 為醫藥生產商銷售及推銷藥品進行的營銷、推廣及渠道管理
“Mr. Huang” 「黃先生」	Mr. Huang Xiangbin (黃祥彬), our Chairman, Executive Director, Chief Executive Officer and one of our controlling shareholders 黃祥彬先生，我們的主席、執行董事、行政總裁兼控股股東之一
“Octapharma” 「奧克特珐瑪」	Octapharma AG, a corporation limited by shares incorporated in the Swiss Confederation Octapharma AG，於瑞士聯邦註冊成立的股份有限公司
“PRC” 「中國」	the People’s Republic of China 中華人民共和國
“Prospectus” 「招股書」	the prospectus issued by the Company dated 29 February 2016 本公司於2016年2月29日刊發的招股書



## Definitions 釋義

“Reporting Period” 「報告期」	the financial year ended 31 December 2019 截至2019年12月31日止財政年度
“Risun” 「Risun」	Risun Investments Limited, a limited company incorporated under the laws of BVI on 16 January 2015, which is a wholly-owned subsidiary of Mr. Huang Risun Investments Limited，於2015年1月16日在英屬維爾京群島註冊成立的有限公司，是黃先生全資擁有的附屬公司
“RMB” 「人民幣」	Renminbi Yuan, the lawful currency of China 人民幣元，中國法定貨幣
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第571章證券及期貨條例，經不時修訂或補充
“Share(s)” 「股份」	ordinary share(s) in the capital of the Company with nominal value of HK\$0.0001 each 本公司股本中每股面值0.0001港元的普通股
“Shareholder(s)” 「股東」	holder(s) of Shares 股份持有人
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by our Company on 1 February 2016, the principal terms of which are summarised in “Statutory and General Information – D. Other Information – 1 Share Option Scheme” in Appendix VII to the Prospectus 本公司於2016年2月1日有條件採納的購股權計劃，其主要條款概述於招股書附錄七「法定及一般資料—D.其他資料—1購股權計劃」
“U.S. dollars” or “US\$” 「美元」	U.S. dollars, the lawful currency of the United States of America 美元，美利堅合眾國法定貨幣

*In this Annual Report, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

在本年報中，除文義另有所指外，「聯繫人」、「緊密聯繫人」、「關連人士」、「關連交易」、「控股股東」、「核心關連人士」、「附屬公司」及「主要股東」具有上市規則所賦予的涵義。

*The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese are translations of the Chinese names. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*

中國實體、企業、國家機構、設施、法規的英文名為中文名的翻譯。倘中國實體、企業、國家機構、設施、法規的中文名稱與其英文譯名有任何歧義，概以中文名稱為準。



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