



中国泰凌医药集团
CHINA NT PHARMA GROUP

Stock Code 股份代號 : 01011

Annual
Report

2019
年報

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Financial Highlights

財務摘要

FIVE-YEAR FINANCIAL SUMMARY

Results

		For the year ended 31 December				
		截至12月31日止年度				
		2019	2018	2017	2016	2015
		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
					(restated)	(restated)
					(重列)	(重列)
Turnover	營業額	365,969	571,521	604,846	359,609	217,303
Gross profit	毛利	260,883	422,002	484,235	253,833	131,851
(Loss)/profit from operations	經營(虧損)/溢利	(479,097)	(480,944)	269,578	64,575	71,001
(Loss)/profit before taxation	除稅前(虧損)/溢利	(583,472)	(561,999)	226,428	35,543	17,456
(Loss)/profit for the year from discontinued operations	年內來自已終止經營業務的(虧損)/溢利	-	(361,903)	(48,916)	91,060	70,334
(Loss)/profit for the year	年內(虧損)/溢利	(593,202)	(963,762)	161,629	115,760	87,694

Assets and Liabilities

		At 31 December				
		於12月31日				
		2019	2018	2017	2016	2015
		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
Total non-current assets	非流動資產總值	1,488,930	1,637,071	1,670,576	1,578,145	565,635
Total current assets	流動資產總值	309,344	590,091	1,089,143	984,594	832,678
Total current liabilities	流動負債總額	1,625,517	1,340,985	1,207,003	1,367,579	495,590
Net current (liabilities)/assets	流動(負債)/資產淨值	(1,316,173)	(750,894)	(117,860)	(382,985)	337,088
Total assets less current liabilities	總資產減流動負債	172,757	886,177	1,552,716	1,195,160	902,723
Total non-current liabilities	非流動負債總額	70,834	394,608	123,963	156,138	-
Net assets	資產淨值	101,923	491,569	1,428,753	1,039,022	902,723
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	105,258	489,292	1,420,380	1,027,083	890,363

五年財務概要

業績

For the year ended 31 December				
截至12月31日止年度				
2019	2018	2017	2016	2015
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
			(restated)	(restated)
			(重列)	(重列)

資產及負債

At 31 December				
於12月31日				
2019	2018	2017	2016	2015
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

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of China NT Pharma Group Company Limited ("NT Pharma") together with its subsidiaries, the "Group", I am pleased to present the annual report of the Company for the year ended 31 December 2019. NT Pharma owns new state-class drugs and diversified product lines, with its products covering therapeutic areas such as osteology and CNS. It conducts its manufacturing through three subsidiaries, namely Suzhou First, Jiangsu Biopharma and Changsha Pharma. It also has an extensive sales network in China, covering nearly 10,000 hospitals.

In 2019, the policy target for the pharmaceutical industry in China was fee control and cost reduction for drugs. For the Year under Review, the impact of the first round of "4+7" centralized drug procurement policy has far exceeded the expectation of the pharmaceutical industry, and with the addition of the national price control over the medicines covered by medical insurance, proportion of medicine sales in the revenue of hospitals (regulation on the ratio of medicine sales in the total medical revenue of public hospitals), zero-mark-up drug policy (or drug sales at zero markup), consistency evaluations, financial verification, National (Provincial) Drugs under Close Monitoring of Rational Drug Use and national pilot program of payment by Diagnosis Related Group (DRG), the pharmaceutical industry is under multiple pressures against the background of a growing number of pharmaceutical policies and faces unprecedented difficulties and challenges. The market and profit margins of both imported and domestic prescription drugs have been compressed to varying degrees, while other reasons such as increase in R&D investment have caused the profit to pick up relatively slowly. In this overall unfavourable environment and situation, the Group's sales has been affected by some of the policies during the Year under Review and are lower than expected. During the Year

尊敬的各位股東：

本人謹代表中國泰凌醫藥集團有限公司（「泰凌醫藥」，連同其附屬公司，合稱「本集團」）董事（「董事」）會（「董事會」）呈列本公司截至2019年12月31日止年度之年報。泰凌醫藥擁有國家新藥及豐富的產品線，藥品覆蓋骨科、中樞神經系統等治療領域，通過三間附屬公司，蘇州第壹、江蘇生物製藥及長沙醫藥進行藥品生產；於中國擁有廣泛的推廣網路，覆蓋近萬家醫院。

2019年，中國醫藥行業的政策目標是藥品的控費降價。回顧年內，第一輪的「4+7」集中帶量採購政策影響遠超醫藥行業的預期，加上國家醫保控費、院內藥佔比（規定公立醫院的藥品在醫療總收入中所佔比例）、藥品零加成（或稱藥品零差價銷售）、一致性評價、財務核查、國家（省）重點監控合理用藥藥品目錄、全國試點按疾病診斷相關分組（DRG）付費等一系列措施疊加，在多個醫藥政策不斷深化的背景下，醫藥行業經受了多重壓力，面臨著前所未有的巨大困難和挑戰。進口和國產處方藥品的市場及利潤空間均受到不同程度的壓縮，同時研發投入增加等原因使利潤回升相對緩慢。在此整體不利的環境和形勢下，回顧年內，本集團的銷售也受到部分政策的影響，銷量低於預期。回顧年內，本集

Chairman's Statement (Continued)

主席報告 (續)

under Review, the Group achieved a sales of RMB366.0 million and a loss attributable to the owners of the Company of RMB587.6 million, reduced by 38.6% as compared to that of the same period last year.

In the face of increasing challenges in the pharmaceutical market and obvious compression of profit margin, the Group actively deepens the development strategy and layout of its transformation, focusing on the therapeutic area of CNS and the therapeutic area of osteology as the core, strengthening the sales and marketing efforts for the psychiatric medication "Shusi" and the osteoporosis medication "Miacalcic", in order to become an expert in the treatment of chronic diseases of the CNS and orthopedics. Meanwhile, the Group has put much effort to promote financial structure adjustment during the Year under Review, continuously exploring options for optimizing the allocation of capital resources, striving to improve its debt structure.

Going forward, considering the series of pharmaceutical policies that have been issued, we believe that the policies regarding the proportion of medicine sales in the revenue of hospitals will change the mode of medication usage of hospitals, while the use of adjuvant drugs will be reduced on the one hand, the use of high clinical value and good efficacy drugs towards chronic diseases will be strengthened on the other. Our Group's Miacalcic and Shusi are both included in the National Drug Reimbursement List as competitive drugs and brands with competitive positions in the market; meanwhile, Shusi is also included in the National Essential Drug List. We expect the continuous implementation of rational drug use by Chinese hospitals and reduction in the proportion of medicine sales in the total healthcare revenue in 2020 will bring a positive influence to the sales of the Group's drugs. Moreover, according to the requirements of the Administrative Measures for Prescription (《處方管理辦法》), hospitals cannot prescribe dosages of over

團實現收入人民幣366.0百萬元，實現本公司擁有人應佔虧損人民幣587.6百萬元，本公司擁有人應佔虧損較去年同期減少38.6%。

面對醫藥市場挑戰增多，利潤空間壓縮明顯的環境下，本集團積極深化轉型的發展戰略及佈局，專注以中樞神經系統治療領域及骨科治療領域為核心，全方位加強精神科藥物－「舒思」及骨質疏鬆藥物－「密蓋息」的銷售及市場推廣，務求爭取成為中樞神經系統及骨科慢性疾病治療領域的專家。同時，本集團於回顧年內銳意推動財務結構調整，不斷探討優化資本資源配置的方案，竭力改善本集團的債務結構。

展望未來，就已出台的一系列醫改政策，我們相信院內藥佔比的政策將改變醫院的用藥模式及結構，一方面將減少輔助用藥的使用，另一方面將加強臨床價值高、對慢病等治療效果好的藥品使用。本集團的密蓋息和舒思皆為國家醫保目錄藥品，具市場競爭地位的藥物及品牌；同時，兩者皆是臨床指南推薦的藥品；而舒思被納入了國家基本藥物目錄。我們預期隨著2020年國內醫院繼續落實合理用藥，進一步控制藥品在醫院總收入佔比，對本集團旗下的藥品的銷售帶來正面的影響。另外，根據《處方管理辦法》的要求，醫院開具處方藥品數量不得超過七天的用量。導致慢性病患者將頻繁地前往醫院複

Chairman's Statement (Continued)

主席報告 (續)

seven days for prescription drugs. This results in frequent hospital follow-ups and drug collections by chronic disease patients and creates a great demand for outpatient service and resources. According to documents such as Opinion on Speeding Up the High-quality Development of Pharmaceutical Services (《關於加快藥學服務高質量發展的意見》), Healthy China 2030 Planning Outline (《「健康中國2030」規劃綱要》) and Guiding Opinions of the State Council on Actively Promoting the "Internet Plus" Action (《國務院關於積極推進「互聯網+」行動的指導意見》), a new direction for the management of long-term prescriptions for chronic illnesses is stated, and we expect that prescription drugs for chronic diseases to be sold in pharmacies and through the internet in the future and such will become a new norm in order to relieve the burden of hospital follow-ups and drug collections. The above policies relating to chronic diseases is favorable to the sales and development of Miacalcic and Shusi. We believe that Miacalcic and Shusi will be sold through hospital outpatient, pharmacies and internet after 2020 and their market shares will increase within the next three to five years.

The Group will further focus on the development of the therapeutic area of CNS, strengthen the sales of Shusi through products produced by its own factories, and be prudent in view of gaining long-term and stable development. Moreover, the Group will continue to explore and review cooperations, joint ventures and investments in suitable partners, optimizing the asset portfolio and further improve the Group's financial conditions. On the other hand, by complementing with the strength of our partners, we will build a more competitive platform for our products; we will endeavour to further improve the Group's business performance and profitability so as to create value for our shareholders.

診取藥，造成龐大的門診服務及資源需求。按《關於加快藥學服務高品質發展的意見》、《「健康中國2030」規劃綱要》、《國務院關於積極推進「互聯網+」行動的指導意見》等文件，提出慢性病長期處方管理的新方向，為減輕醫院複診取藥的負擔，我們預期慢病處方藥品未來將於藥店和網路銷售，並成為一個新常態。以上慢性病相關政策將利好於密蓋息和舒思的銷售及發展，我們相信2020年以後密蓋息和舒思將通過醫院門診、藥店、網路銷售，並於未來三至五年擴大市場份額。

本集團將進一步專注中樞神經系統治療領域的發展，通過自有工廠生產的產品，加強舒思的銷售，並審慎而為，以圖長遠穩定的發展。另外，本集團將繼續積極物色及檢討合作、合資企業及投資合適之夥伴，一方面優化資產組合，進一步改善本集團財務狀況，另一方面將通過與合作夥伴，實現強強聯合優勢互補，為產品構建一個更有競爭力的平台；我們會竭力進一步改善本集團的業務表現及盈利能力，為股東創造價值。

Chairman's Statement (Continued)

主席報告 (續)

Lastly, I would like to thank all our employees for their hard work in the last financial year. The Group values the unique contribution from every employee. In the meantime, I would like to thank our business partners, customers and shareholders for their loyalty and support during this difficult time.

On behalf of the Board, I would like to thank the Directors, the Shareholders and the employees of the Group for their efforts and dedications and for their support during the year.

Ng Tit

Chairman and Chief Executive Officer

Hong Kong, 14 April 2020

最後，本人對全體僱員在去年財政年度的辛勤工作致以衷心謝意。本集團十分重視每名員工獨一無二的貢獻。同時，本人謹此感謝我們業務夥伴、客戶和股東在此艱難時期的忠誠與支持。

本人謹代表董事會對各董事、股東及本集團僱員之努力和貢獻，以及所給予的支持致以衷心的感謝。

吳鐵

主席兼行政總裁

香港，2020年4月14日

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

NT Pharma is a technology-based pharmaceutical company integrated with research and development (“R&D”), manufacturing and sales of its own branded products, with its products covering therapeutic areas including central nervous system (“CNS”), orthopedics, oncology and hematology. NT Pharma owns two National Class 1 new drugs, one well-known international innovative brand-name drug, and a number of generic drugs; it conducts its manufacturing through three subsidiaries, namely Suzhou First Pharmaceutical Co., Ltd. (“Suzhou First”), NT Biopharmaceuticals Jiangsu Co., Ltd. (“Jiangsu Biopharma”) and NT Pharma (Changsha) Co., Ltd. (“Changsha Pharma”); and owns several sales and distribution companies with professional sales and R&D specialists. It also has an extensive sales network in China, covering nearly 10,000 hospitals.

The overall revenue of the Group from continuing operations for the year ended 31 December 2019 (the “Year under Review”) decreased by RMB205.5 million to RMB366.0 million, as compared with RMB571.5 million for the corresponding period in 2018. Operating loss from continuing operations for the year ended 31 December 2019 decreased by RMB1.8 million to RMB479.1 million, as compared with an operating loss of RMB480.9 million for the corresponding period in 2018. The Group recorded a loss of RMB593.2 million for the year ended 31 December 2019, as compared with a loss of RMB963.8 million for the corresponding period in 2018, representing a decrease of 38.5% year on year.

概覽

泰凌醫藥是一間集研究與開發(「研發」)、生產、銷售自有品牌藥品為一體化的科技製藥公司，藥品覆蓋中樞神經系統(「中樞神經系統」)、骨科、腫瘤及血液等治療領域。泰凌醫藥擁有兩個國家一類新藥、一個國際知名原研品牌藥及多個自有仿製藥；擁有三間附屬公司蘇州第壹製藥有限公司(「蘇州第壹製藥」)、泰凌生物製藥江蘇有限公司(「江蘇生物製藥」)及泰凌醫藥(長沙)有限公司(「長沙醫藥」)進行藥品生產；擁有多家銷售公司，以及專業的銷售及研發專業人員；銷售網絡遍佈全國，並覆蓋近萬家醫院。

截至2019年12月31日止年度(「回顧年內」)，本集團來自持續經營業務的整體收入減少人民幣205.5百萬元至人民幣366.0百萬元，2018年同期則為人民幣571.5百萬元。截至2019年12月31日止年度，來自持續經營業務的經營虧損減少人民幣1.8百萬元至人民幣479.1百萬元，而2018年同期的經營虧損則為人民幣480.9百萬元。本集團於截至2019年12月31日止年度錄得虧損人民幣593.2百萬元，而2018年同期虧損則為人民幣963.8百萬元，同比減少38.5%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW

In 2019, the global economic growth decelerated due to the factors including the China-US trade friction and increasing debt levels. Under an external environment which was extremely complicated, the General Office of the State Council issued the “Key Tasks in 2019 to Deepen the Reform of Medical and Health System” (《深化醫藥衛生體制改革2019重點工作任務》), which included 15 policy documents and 21 work arrangements. The policies and tasks in respect of the pharmaceutical industry included the promotion of centralized drug procurement and pilot test locations coordinated by the government. For drugs that are clinically indispensable, shortage-prone or difficult to substitute, measures such as the strengthening of reserve, centralized procurement and targeted production were adopted to secure the supply of drugs. Also, improvements were made to the Medical Insurance Drugs Catalogs (醫保藥品目錄). In particular, the centralized procurement system of drugs in the 4+7 major cities were further implemented across the nation. While pharmaceutical companies were facing the pressure of price reduction, the pharmaceutical industry became further concentrated, resulting in a more severe and challenging business environment for the small and medium-sized generic drug companies.

業務回顧

2019年，中美貿易磨擦及債務水平不斷擴大等因素拖累，全球經濟增速放緩。在錯綜複雜的外部環境下，國務院辦公廳發佈《深化醫藥衛生體制改革2019重點工作任務》，包括15項政策文件及21項工作安排。醫藥行業政策及工作包括推進國家組織藥品集中採購和使用試點；對臨床必需、易短缺、替代性差等藥品，採取強化儲備，統一採購、定點生產等方式保障供應。醫保藥品目錄亦加以完善。尤其是，4+7主要城市藥品集中採購機制將在全國持續深入推進，給予製藥企業醫藥行降價壓力的同時，醫藥行業進一步高度集中，中小型仿製藥企的經營環境更趨嚴峻及挑戰。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Under this tough and adverse business environment, the Group encountered multiple challenges including shortage of resources and high cost of sales. Due to the higher debt level of the Group as a result of previous acquisitions and business expansion, its financial cost continued to increase, which further increased the pressure on its liquidity. In addition, we implemented measures to optimize our product mix during the Year under Review by focusing on the areas of CNS and Orthopedics as the core and promoting the sales of Shusi and Miacalcic in all aspects.

For the Year under Review, the revenue of the Group was RMB366.0 million, representing a decrease of 36.0% as compared to RMB571.5 million recorded for the corresponding period in 2018. The decrease was mainly attributable to: (i) the change in industry policies, change in sales model and decrease in price; (ii) the negative impact brought to the imported product business due to a change of business partners; and (iii) a decline in sales volume of Xi Di Ke and Songzhi Wan due to the lack of ability to intensify the marketing efforts under the context of tight resources.

Area of CNS

Shusi (generic name: quetiapine fumarate tablets) is the Group's major product in the area of CNS. It is the first proprietary product which is developed, manufactured and sold by the Group. Shusi is mainly used for the treatment of schizophrenia and maniacal insultus as a result of bipolar affective disorder, which is an atypical antipsychotic first-tier drug. Shusi has been in the market for more than 15 years since its debut in 2003. It has developed a strong brand image which is widely recognized by clinical practitioners and the market.

在此舉步為艱的不利營商環境下，本集團在資源緊拙及銷售成本高企兩方面面臨重重挑戰。由於過往收購及業務擴張導致本集團的負債上升，財務成本持續遞增，致使本集團的流動資金壓力進一步加劇。另外，我們於回顧年內著手採取措施優化產品組合，專注中樞神經系統及骨科領域為核心，全方面加強舒思及密蓋息的銷售。

回顧年內，本集團之收益為人民幣366.0百萬元，較2018年同期錄得人民幣571.5百萬元，下跌約36.0%。有關下跌的主要原因是：(i)行業政策變更、銷售模式改變及價格下調；(ii)進口產品之業務受更換合作夥伴出現交接更替的影響；及(iii)喜滴克及松栢丸在資源緊絀的背景下，未能加大市場推廣力度，導致銷售量下跌。

中樞神經系統領域

本集團的中樞神經系統領域的主要產品為舒思(通用名：富馬酸奎硫平片)，是本集團首個自主研發、生產、銷售的產品。舒思主要用作治療精神分裂症和雙相情感障礙的躁狂發作，是非典型抗精神病的一線用藥。舒思自2003年上市銷售逾十五年，已擁有強大的品牌效應，得到臨床醫生和市場的廣泛認可。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

During the Year under Review, the Group has completed all the tasks involving consistency evaluations in pharmaceutical development, production transfers and clinical bioequivalence. On 2 January 2020, the Group received a certification of consistency evaluation for the generic drug quetiapine fumarate tablets (Shusi) from the National Medical Products Administration (國家藥品監督管理局). The completion of the consistency evaluation does not only represent the recognition of Shusi's drug quality and therapeutic effect, but also facilitates the acceptance of Shusi in the field of clinical psychiatry, posing a positive effect on expanding the market share of quetiapine.

Area of Orthopedics

The Group's products in the area of orthopedics consist of Miacalcic (generic name: salmon calcitonin) and teriparatide products.

The two orthopedics formulations, injection and nasal spray, of Miacalcic were acquired by the Group from Novartis. As an internationally well-known orthopedic brand, Miacalcic has been used for clinical purposes for more than 30 years, mainly in the treatment for bone pain resulted from osteolysis and low bone mass, osteoporosis, Paget's disease, hypercalcemia and algoneurodystrophy. During the Year under Review, Miacalcic has achieved stable sales performance in 32 provinces and 36 first-tier cities across the nation, as well as 12 overseas countries, laying a solid foundation for the Group's orthopedics business and strategic development focusing on orthopedics.

回顧年內，本集團已完成一致性評價涉及藥學開發、生產轉移、臨床生物等效性等全部工作。本集團於2020年1月2日收到國家藥品監督管理局頒發的關於富馬酸奎硫平片(舒思)通過仿製藥一致性評價。一致性評價工作的完成，不僅肯定了舒思的藥物品質及治療成效，而且有利於提升舒思於精神科臨床的認受性，對於擴大於奎硫平的市場份額具有積極作用。

骨科領域

本集團的骨科領域用藥由密蓋息(通用名：鮭降鈣素)和特立帕肽產品兩大產品構成。

密蓋息的注射劑和鼻噴劑兩個劑型產品是本集團從諾華完成收購的骨科產品。作為國際知名骨科品牌，密蓋息臨床使用已逾三十年，主要用於治療骨質溶解或骨質減少引起的骨痛、骨質疏鬆症、Paget氏骨病、高鈣血症及痛經神經營養不良。回顧年內，密蓋息已在全國32個省份，36個一線城市及12個海外國家獲得穩定的銷售表現，為本集團骨科業務佈局及以骨科為核心的戰略發展奠定堅實的基礎。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Teriparatide is an orthopedic product that was jointly developed by the Group and Pfenex Inc. ("Pfenex"), a U.S. biotechnology company, pursuant to a cooperation agreement in April 2018. The Group has a perpetual right to commercialize this product in the PRC, Hong Kong, Thailand, Malaysia and Singapore. Teriparatide, being the only orthopedic product approved by the U.S. Food and Drug Administration ("FDA") for the treatment of osteoporosis, can be used to effectively stimulate bone formation, increase bone mass and improve bone quality. The Group believes that, teriparatide products and Miacalcic can create huge complementary advantage in their market deployment, improve the orthopedists' loyalty to the Group's orthopedic products, and at the same time satisfy various needs of patients for the treatment of bone diseases and osteoporosis. Teriparatide, approved by the FDA as a new drug under the 505(b)2 application in October 2019, is suitable for the treatment of osteoporosis of high-risk patients with bone fracture. The Group's partner also completed a comparative study of human factors on the teriparatide products, indicating that teriparatide products were non-inferior to the reference drugs. The study has been submitted to the FDA and it is expected that Teriparatide will obtain the grade "A" certification and become an alternative for similar drugs in many states of the USA. We are translating the registration filings submitted by Pfenex and plan to submit them to the China Food and Drug Administration by the end of May.

特立帕肽產品，是本集團於2018年4月與美國生物科技公司Pfenex Inc. (「Pfenex」)達成協議合作開發的骨科產品，本集團擁有該產品於中國、香港、泰國、馬來西亞及新加坡的永久商業權利。作為唯一一個經美國食品藥品監督管理局(「FDA」)批准用作治療骨質疏鬆症的骨科產品，特立帕肽產品可有效促進骨形成，增加骨密度，改善骨質量。本集團相信特立帕肽產品與密蓋息可在市場佈局上形成極大的優勢互補，增加骨科醫生對本集團的骨科業務的黏著度；同時，更全面的照顧骨病患者於骨病及骨質疏鬆治療上的需要。特立帕肽產品已於2019年10月得到美國FDA批准以505(b)2的新藥批准，有關產品適用治療骨折高危患者的骨質疏鬆症。而本集團之合作夥伴亦就特立帕肽產品完成人體因素對比研究，研究顯示特立帕肽產品與有關的參考藥物相比並不遜色，有關研究亦已提交美國FDA，有望取得「A」等級，將於美國多個州份成為同類藥物的替代產品。我們正在對Pfenex提交的註冊申報資料進行翻譯整理，計劃於5月底遞交中國CFDA。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Area of Oncology and Hematology

The Group's main product in the area of oncology and hematology is Xi Di Ke (generic name: uroacitides injection).

Xi Di Ke, a national class 1 new drug, has been approved by the National Medical Products Administration (國家藥品監督管理局) for the treatment of non-small cell lung cancer and terminal breast cancer. The product has successfully been admitted into the Medical Insurance Reimbursement Drug List of four provinces, including Jiangsu, Anhui, Hubei and Hunan. During the Year under Review, the Group pushed forward the work of clinical trials on Xi Di Ke in new Myelodysplastic Syndrome (the "MDS") indications. Due to the high pressure on liquidity, the Group was unable to put a lot of resources in marketing promotions and medical forums, and as such the product did not generated a new source of revenue for the Group during the Year under Review.

腫瘤及血液領域

本集團的腫瘤及血液領域主要產品為喜滴克(通用名：尿多酸肽注射液)。

喜滴克是國家一類新藥，已獲國家藥品監督管理局批准用作治療非小細胞肺癌和晚期乳腺癌。已先後進入江蘇、安徽、湖北及湖南共四個省份醫保目錄。回顧年內，本集團推進喜滴克骨髓增生異常綜合症(「MDS」)新增適應症的臨床試驗工作。回顧年內，本集團由於流動資金壓力大，未能投入資源進行大量的市場推廣及醫學討論，故未有為本集團帶來新的收入來源。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

OPERATING RESULTS

Sales

The Group's business is currently composed of two major operating segments, i.e. manufacturing and sales of proprietary products and sales of Miacalcic.

The Group's proprietary products include Shusi, Zhuo'ao, Xi Di Ke, Songzhi Wan and other drugs. For the year ended 31 December 2019, the total revenue from manufacturing and sales of proprietary products decreased by RMB154.2 million or 50.1% to RMB153.5 million, as compared with RMB307.7 million for the corresponding period in 2018. Revenue of Shusi decreased by RMB55.8 million or 34.5% to RMB106.1 million for the Year under Review, as compared with RMB161.9 million for the corresponding period in 2018. The decrease in sales of Shusi was attributable to the negative impact brought by the shift of sales model from agency to proprietary sales and the price adjustment of Shusi during the Year under Review. For the year ended 31 December 2019, revenue from Xi Di Ke amounted to RMB1.1 million, as compared with RMB75.7 million for the corresponding period in 2018, which was mainly due to the Group's inability to strengthen marketing efforts as a result of limited resources and the Group wants to shift the focus on MDS for further enhancement of Xi Di Ke, resulting in a drop in sales. Revenue of Zhuo'ao decreased by RMB11.2 million or 30.7% to RMB25.3 million for the Year under Review, as compared with RMB36.5 million for the corresponding period in 2018. The decrease in sales amount of Zhuo'ao was mainly due to the negative impact brought by the price adjustment of Zhuo'ao after the shift of sales model from agency to proprietary sales during the Year under Review.

營運業績

銷售

本集團現時營運兩個主要業務分部，即自有產品生產及銷售，以及銷售密蓋息。

本集團的自有產品包括舒思、卓澳、喜滴克、松樞丸以及其他藥物。於截至2019年12月31日止，自有產品生產及銷售分部之總收入減少人民幣154.2百萬元或50.1%至人民幣153.5百萬元，2018年同期則為人民幣307.7百萬元。回顧年內舒思收入減少人民幣55.8百萬元或34.5%至人民幣106.1百萬元，2018年同期則為人民幣161.9百萬元。舒思銷售額減少因為回顧年內，銷售模式由代理轉自營，以及調整舒思價格帶來負面影響。於截至2019年12月31日止，喜滴克收入為人民幣1.1百萬元，2018年同期則為人民幣75.7百萬元，主要由於本集團資源緊絀而未能加大市場推廣力度，且本集團希望將重心轉向MDS以進一步加強喜滴克，導致銷售下跌。而回顧年內卓澳收入則減少人民幣11.2百萬元或30.7%至人民幣25.3百萬元，2018年同期則為人民幣36.5百萬元。卓澳銷售額減少，主要由於回顧年內，銷售模式由代理轉自營後，加上調整卓澳價格帶來負面影響。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For the year ended 31 December 2019, revenue from the Miacalcic segment amounted to RMB212.5 million, as compared with RMB263.9 million for the corresponding period in 2018, and the decrease in revenue was mainly due to the change in business partner during the Year under Review. Brand licensing fee income of Miacalcic Injection decreased by RMB3.0 million or 52.6% to RMB2.7 million for the Year under Review from RMB5.7 million for the corresponding period in 2018. Revenue from Miacalcic Injection decreased by RMB23.7 million or 11.0% to RMB191.6 million for the Year under Review, as compared with RMB215.3 million for the corresponding period in 2018. Brand licensing fee income of Miacalcic Nasal Spray amounted to RMB12.8 million for the Year under Review, whereas RMB39.4 million was recorded for the corresponding period in 2018. Revenue from Miacalcic Nasal Spray amounted to RMB5.3 million for the Year under Review, whereas RMB3.5 million was recorded for the corresponding period in 2018.

於截至2019年12月31日止年度，密蓋息分部收入為人民幣212.5百萬元，2018年同期密蓋息收入為人民幣263.9百萬元，收入減少主要是回顧年內更換合作夥伴。回顧年內，密蓋息注射劑品牌授權使用費收入減少人民幣3.0百萬元或52.6%至人民幣2.7百萬元，2018年同期則為人民幣5.7百萬元。回顧年內，密蓋息注射劑收入減少人民幣23.7百萬元或11.0%至人民幣191.6百萬元，2018年同期則為人民幣215.3百萬元。密蓋息鼻噴劑於回顧年內的品牌授權使用費收入為人民幣12.8百萬元，2018年同期則為人民幣39.4百萬元。回顧年內，密蓋息鼻噴劑收入為人民幣5.3百萬元，2018年同期則為人民幣3.5百萬元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

HUMAN RESOURCES

As at 31 December 2019, the Group had 384 full-time employees (31 December 2018: 665 full-time employees). For the year ended 31 December 2019, the Group's total cost on remuneration, welfare and social security amounted to RMB102.0 million (31 December 2018: RMB171.4 million). The Group maintains good relationships with its employees and certain policies have been carried out to ensure that the employees are receiving competitive remuneration, good welfare and continuous professional training. The remuneration structure of the Group is based on employee performance, local consumption levels and prevailing conditions in the human resources market. Directors' remunerations are determined with reference to individual Director's experience, responsibilities and prevailing market standards. On top of basic salaries, bonuses may be paid according to the Group's performance as well as individual's performance. Other staff benefits include contributions to the Mandatory Provident Fund retirement benefits scheme in Hong Kong and various retirement benefits schemes including the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees of the Group pursuant to the PRC rules and regulations and the prevailing regulatory requirements of the PRC. The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded according to their individual performances within the framework of the Group's salary and bonus system, which is reviewed annually. The Group also operates a share option scheme (the "Share Option Scheme") adopted by the Company on 22 September 2014, and a share award scheme (the "Share Award Scheme") adopted on 4 September 2015, where options to subscribe for shares and share awards may be granted to the Directors and employees of the Group, respectively.

人力資源

於2019年12月31日，本集團的全職僱員人數為384名（2018年12月31日：665名全職僱員）。截至2019年12月31日止年度，本集團薪酬、福利及社會保障的總成本為人民幣102.0百萬元（2018年12月31日：人民幣171.4百萬元）。本集團與其僱員關係良好，一直採取若干政策以確保僱員能獲得符合競爭水平的薪酬、優越的福利及持續的專業培訓。本集團的薪酬架構乃基於僱員表現、當地消費水平及人力資源市場現行市況釐定。董事酬金乃參考各董事的資歷、職責及當前市場水平釐定。除基本薪金外，本集團或會根據其業績及個人表現發放花紅。其他員工福利包括香港的強制性公積金退休福利計劃及多項退休福利計劃供款，包括根據中國規則及規例及中國的現行監管規定，向本集團聘用僱員提供養老金基金、醫療保險、失業保險及其他相關保險。本集團僱員之薪資及福利維持在具競爭力的水平，且僱員亦會根據本集團薪金及花紅制度框架，按個人表現獲得獎勵，有關框架每年檢討一次。本集團亦已施行本公司於2014年9月22日採納之購股權計劃（「購股權計劃」）及於2015年9月4日採納之股份獎勵計劃（「股份獎勵計劃」），可分別向本集團董事及僱員授予購股權以認購股份及股份獎勵。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

OUTLOOK

Going forward, considering the series of pharmaceutical policies that have been issued, we believe that the policies regarding the proportion of medicine sales in the revenue of hospitals will change the mode of medication usage of medical institutions, while the use of adjuvant drugs will be reduced on the one hand, the use of high clinical value and good efficacy drugs towards chronic diseases will be increased on the other. Our Group's Miacalcic and Shusi are both included in the National Drug Reimbursement List and, both are recommended by clinical guidelines; meanwhile, Shusi is also included in the National Essential Drug List. We expect the continuous implementation of rational drug use by Chinese hospitals and reduction in the proportion of medicine sales in the total healthcare revenue in 2020 will bring a positive influence to the sales of the Group's drugs. Moreover, according to the requirements of the Administrative Measures for Prescription 《處方管理辦法》 hospitals cannot prescribe dosages of over seven days for prescription drugs. This results in frequent hospital follow-ups and drug collections by chronic disease patients and creates a great demand for outpatient service and resources. According to documents such as Opinion on Speeding Up the High-quality Development of Pharmaceutical Services (《關於加快藥學服務高質量發展的意見》), Healthy China 2030 Planning Outline (「《健康中國2030》規劃綱要」) and Guiding Opinions of the State Council on Actively Promoting the "Internet Plus" Action (《國務院關於積極推進「互聯網+」行動的指導意見》), there is a new direction for the management of long-term prescriptions for chronic illnesses, and we expect that prescription drugs for chronic diseases to be sold in pharmacies and through the internet in the future and will become a new norm. The above policies relating to chronic diseases is favorable to the sales and development of Miacalcic and Shusi. We believe that Shusi and Miacalcic will be sold through hospital, pharmacies and internet after 2020 and their market shares will increase within the next three to five years.

展望

展望未來，就已出台的一系列醫改政策，我們相信院內藥佔比政策將改變醫療機構用藥模式，一方面將減少使用輔助用藥，另一方面將增加使用臨床價值高、對慢病等治療效果好的藥品。本集團的密蓋息和舒思皆為國家醫保目錄藥品，兩者皆是臨床指南推薦的藥品；舒思亦被納入了國家基本藥物目錄。我們預期隨著2020年國內醫院繼續落實合理用藥，進一步控制藥品在醫療總收入中所佔比例，對本集團旗下的藥品的銷售帶來正面的影響。另外，根據《處方管理辦法》的要求，醫院開具處方藥品數量不得超過七天的用量。導致慢性病患者將頻繁地前往醫院複診取藥，造成龐大的門診服務及資源需求。按《關於加快藥學服務高質量發展的意見》、《「健康中國2030」規劃綱要》、《國務院關於積極推進「互聯網+」行動的指導意見》等文件，就慢性病長期處方管理有新的方向，我們預期慢病處方藥品將於藥店和網絡銷售，並成為新常態。以上慢性病相關政策將利好於密蓋息和舒思的銷售及發展，我們相信2020年以後舒思及密蓋息將通過醫院、藥店及網絡銷售，並於未來三至五年擴大市場份額。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group will focus on the treatment of chronic diseases, continue to position psychiatry products as strategic focuses and actively promote the sales of Shusi. Meanwhile, the Group will further optimize its sales and management system, continuously strengthen its marketing efforts and achieve a sustainable development of its products, sales channels and markets. At the same time, the Group will actively identify different options, optimize its business and portfolio to further improve the Group's financial situation on the one hand, and explore any cooperation mode to build a more competitive platform for its products through complementary advantages on the other hand. Moreover, the Group will actively explore business cooperation, while closely following pharmaceutical policies and industry trends, improving the Group's competitiveness, grasping the opportunities of industry adjustment and after the end of the COVID-19 epidemic, and maintaining the momentum for a sustainable development of the Group.

The Group has adopted a more stringent financial management and internal monitoring systems for further improvement of its business operation and financial position.

本集團將專注慢性疾病治療領域，並繼續以精神科為戰略重點，積極推動舒思的銷售。同時，本集團將進一步完善銷售管理體系，持續加強營銷投入，貫徹落實產品、銷售渠道及市場的可持續發展。同時，本集團會積極物色不同的方案，一方面優化業務及資產組合，進一步改善本集團的財務狀況；另一方面探索任何的合作模式，通過優勢互補，為產品構建一個更有競爭力的平台。另外，本集團亦會積極探索業務合作，並密切關注醫藥政策及行業的動向，加強本集團自身的競爭力，把握行業調整及COVID-19疫情結束後的機遇，維持本集團可持續發展的動力。

本集團已採取更嚴格的財務管理及內部監控系統，進一步改善經營及財務狀況。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW – CONTINUING OPERATIONS

財務回顧－持續經營業務

Revenue

收入

For the year ended 31 December

截至12月31日止年度

		2019 Sales volume 2019年 銷售量 '000 千	2019 Unit price 2019年 單價 RMB 人民幣	2019 Sales amount 2019年 銷售額 RMB'000 人民幣千元	2019 Proportion 2019年 佔比 (%) (%)	2018 Sales volume 2018年 銷售量 '000 千	2018 Unit price 2018年 單價 RMB 人民幣	2018 Sales amount 2018年 銷售額 RMB'000 人民幣千元	2018 Proportion 2018年 佔比 (%) (%)
Proprietary products production and sales	自有產品生產及銷售								
Shusi	舒思	3,692	28.7	106,133	29.0%	5,314	30.5	161,921	28.3%
Xi Di Ke	喜滴克	1	1,067.0	1,067	0.3%	165	457.6	75,710	13.2%
Zhuo'ao	卓澳	12,203	2.1	25,339	6.9%	16,828	2.2	36,502	6.4%
Songzhi Wan	松栢丸	-	-	-	-	73	136.4	9,957	1.7%
Others	其他	15,346	1.4	20,929	5.7%	15,625	1.5	23,576	4.2%
Subtotal	小計			153,468	41.9%			307,666	53.8%
Miacalcic	密蓋息								
Miacalcic Injection	密蓋息注射劑	1,139	168.2	191,628	52.4%	1,288	167.1	215,270	37.7%
Brand licensing fee income of Miacalcic Injection	密蓋息注射劑品牌授權使用費收入	110	24.8	2,733	0.7%	156	36.6	5,705	1.0%
Miacalcic Nasal Spray	密蓋息鼻噴劑	28	190.9	5,347	1.5%	16	218.9	3,503	0.6%
Brand licensing fee income of Miacalcic Nasal Spray	密蓋息鼻噴劑品牌授權使用費收入	86	149.2	12,793	3.5%	233	169.0	39,377	6.9%
Subtotal	小計			212,501	58.1%			263,855	46.2%
Total	總計			365,969	100.0%			571,521	100.0%

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Revenue from manufacturing and sales of proprietary products decreased by RMB154.2 million to RMB153.5 million, accounting for 41.9% of the total revenue in the Year under Review, as compared with RMB307.7 million or 53.8% of the Group's revenue in the corresponding period in 2018. The decrease in revenue from manufacturing and sales of proprietary products was due to the negative impact brought by the unit price adjustment of propriety products including Shusi and Zhuo'ao after the shift of sales model to Suzhou First being responsible for sales during the Year under Review.

The Company completed the acquisition of Miacalcic Nasal Spray in October 2018, after the completion of the acquisition and settlement in respect of Miacalcic Injection in July 2016. Miacalcic contributed income of RMB212.5 million to the Company for the year ended 31 December 2019 as compared with RMB263.9 million for the corresponding period in 2018.

Cost of Sales

For the year ended 31 December 2019, cost of sales decreased by RMB44.4 million to RMB105.1 million, as compared with RMB149.5 million for the corresponding period in 2018. The decrease in cost of sales was mainly due to the corresponding decrease in revenue of sales of Shusi and Miacalcic during the Year under Review.

自有產品生產及銷售的收入減少人民幣154.2百萬元至人民幣153.5百萬元，佔回顧年內總收入41.9%，相比2018年同期則為人民幣307.7百萬元或佔本集團收入53.8%。自有產品生產及銷售的收入錄得減少，是由於回顧年內，銷售模式轉由蘇州第壹製藥負責銷售，調整自有產品舒思及卓澳單價帶來負面影響。

由於公司於2016年7月完成對密蓋息注射劑的收購與交割之後於2018年10月完成密蓋息鼻噴劑的收購，截至2019年12月31日止年度密蓋息為公司帶來人民幣212.5百萬元的收入貢獻，相比2018年同期則為人民幣263.9百萬元。

銷售成本

截至2019年12月31日止年度，銷售成本減少人民幣44.4百萬元至人民幣105.1百萬元，相比截至2018年同期則為人民幣149.5百萬元。主要原因是回顧年內舒思及密蓋息的銷售收入亦相應下降。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Gross Profit

毛利

		For the year ended 31 December 截至12月31日止年度			
		2019	2019	2018	2018
		Gross	Gross	Gross	Gross
		Profit	Profit	Profit	Profit
		毛利	毛利率	毛利	毛利率
		RMB'000	(%)	RMB'000	(%)
Products	產品	人民幣千元		人民幣千元	
Proprietary products production and sales	自有產品生產及銷售				
Shusi	舒思	78,377	73.8%	110,947	68.5%
Xi Di Ke	喜滴克	966	90.5%	63,484	83.9%
Zhuo'ao	卓澳	14,494	57.2%	23,751	65.1%
Songzhi Wan	松樞丸	-	-	5,084	51.1%
Others	其他	(3,580)	(17.1)%	(4,419)	(18.8)%
Subtotal	小計	90,257	58.8%	198,847	64.6%
Miacalcic	密蓋息				
Miacalcic Injection	密蓋息注射劑	152,505	79.6%	175,247	81.4%
Brand licensing fee income of Miacalcic Injection	密蓋息注射劑品牌授權使用收入	2,733	100.0%	5,705	100.0%
Miacalcic Nasal Spray	密蓋息鼻噴劑	2,595	48.5%	2,826	80.7%
Brand licensing fee income of Miacalcic Nasal Spray	密蓋息鼻噴劑品牌授權使用收入	12,793	100.0%	39,377	100.0%
Subtotal	小計	170,626	80.3%	223,155	84.6%
Total	總計	260,883	71.3%	422,002	73.8%

Gross profit decreased by RMB161.1 million to RMB260.9 million for the year ended 31 December 2019, as compared with RMB422.0 million in the corresponding period in 2018. Gross profit margin decreased by 2.5 percentage points to 71.3% for the year ended 31 December 2019, as compared with 73.8% for the corresponding period in 2018. The decrease in gross profit margin was mainly due to the decrease in average selling prices and sales contribution of products with higher gross profit margin such as Shusi and Miacalcic as a result of the change in sales model, price adjustment and change in business partner which resulted in a decrease of revenue of the relevant products with higher gross profit.

於截至2019年12月31日止年度，毛利減少人民幣161.1百萬元至人民幣260.9百萬元，相比2018年同期則為人民幣422.0百萬元。截至2019年12月31日止年度，毛利率下降2.5個百分點至71.3%，相比2018年同期則為73.8%。毛利率的下降主要由於較高毛利率的產品如舒思及密蓋息的平均售價及銷售貢獻因銷售模式變更、價格調整及更換合作伙伴而減少，導致相關高毛利的產品收入下降所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Reportable Segments Operating Profit

The operating expenses of the Group decreased by RMB172.0 million or 20.0% to RMB687.6 million for the year ended 31 December 2019, as compared with RMB859.6 million for the corresponding period in 2018. The Group reported an operating loss of RMB426.8 million for the year ended 31 December 2019, as compared with an operating loss of RMB437.6 million for the corresponding period in 2018. The following table sets forth a breakdown of the Group's adjusted EBITDA by reportable segments for the year ended 31 December 2019:

可呈報分部經營溢利

截至2019年12月31日止年度，集團的經營開支減少人民幣172.0百萬元或20.0%至人民幣687.6百萬元，相比2018年同期則為人民幣859.6百萬元。於截至2019年12月31日止年度，本集團錄得經營虧損人民幣426.8百萬元，相比2018年同期經營虧損則為人民幣437.6百萬元。下表載列本集團截至2019年12月31日止年度按可呈報分部分析的經調整未計利息、稅項、折舊及攤銷之盈利明細：

		For the year ended 31 December			
		截至12月31日止年度			
		2019	2019	2018	2018
		RMB'000	(%)	RMB'000	(%)
		人民幣千元		人民幣千元	
Proprietary products production and sales	自有產品生產及銷售	17,896	11.7%	27,118	8.81%
Miacalcic	密蓋息	60,041	28.3%	105,578	40.01%
Total	總計	77,937	21.3%	132,696	23.22%

Finance Costs

The Group's finance costs consist of interest on bank and other borrowings and bank charges. Finance costs increased by RMB23.3 million or 28.7% to RMB104.4 million for the year ended 31 December 2019, as compared with RMB81.1 million for the corresponding period in 2018. The increase in finance costs was mainly due to increase in the borrowing rate of bank and other borrowings for the Year under Review as compared with the corresponding period in 2018.

融資成本

本集團的融資成本包括銀行及其他借貸的利息及銀行費用。截至2019年12月31日止年度，融資成本增加人民幣23.3百萬元或28.7%至人民幣104.4百萬元，相比截至2018年同期則為人民幣81.1百萬元。融資成本增加主要由於回顧年內的銀行及其他貸款的信貸利率較2018年同期增加。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Taxation

Income tax expense was RMB9.7 million for the year ended 31 December 2019 as compared with the income tax expense of RMB39.9 million for the corresponding period in 2018.

Loss/Core Loss Attributable to Equity Holders of the Company

Loss attributable to equity holders of the Company for the year ended 31 December 2019 was RMB587.6 million as compared with the loss attributable to equity holders of the Company of RMB957.7 million for the corresponding period in 2018. Core loss attributable to equity holders of the Company for the year ended 31 December 2019 was RMB544.0 million as compared to a core loss attributable to equity holders of the Company of RMB637.9 million for the corresponding period in 2018.

Earnings per Share

The basic earnings per share and basic core earnings per share are calculated by dividing the profit attributable to equity holders of the Company and the core profit attributable to equity holders of the Company, respectively, by the weighted average number of ordinary shares of the Company in issue as of the year ended 31 December 2019. The diluted earnings per share and diluted core earnings per share are calculated by dividing the profit attributable to equity holders of the Company and the core profit attributable to equity holders of the Company, respectively, by the weighted average number of ordinary shares of the Company in issue as of the year ended 31 December 2019 (with adjustments made for all potential dilution effect of the ordinary shares).

稅項

截至2019年12月31日止年度，所得稅開支為人民幣9.7百萬元，相比截至2018年同期則為所得稅開支人民幣39.9百萬元。

本公司權益持有人應佔虧損／核心虧損

截至2019年12月31日止年度，本公司權益持有人應佔虧損為人民幣587.6百萬元，相比截至2018年同期則為本公司權益持有人應佔虧損人民幣957.7百萬元。於截至2019年12月31日止年度，本公司權益持有人應佔核心虧損為人民幣544.0百萬元，相比截至2018年同期則為本公司權益持有人應佔核心虧損人民幣637.9百萬元。

每股盈利

每股基本盈利及每股基本核心盈利乃分別以本公司權益持有人應佔溢利及核心溢利除以截至2019年12月31日止年度本公司已發行普通股之加權平均數計算。每股攤薄盈利及每股攤薄核心盈利乃分別以本公司權益持有人應佔溢利及核心溢利除以截至2019年12月31日止年度本公司已發行普通股之加權平均數(已就普通股之所有潛在攤薄影響作調整)計算。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

		As at 31 December	
		於12月31日	
		2019	2018
Loss attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔虧損 (人民幣千元)	(587,590)	(957,666)
Plus: equity-settled share awarded and share option expenses (RMB'000)	加：以權益結算並以股份獎勵及購股權開支(人民幣千元)	7,462	8,260
Plus: share of loss of an associate (RMB'000)	加：分佔一間聯營公司之虧損 (人民幣千元)	27	1,974
Plus: net exchange loss (RMB'000)	加：匯兌虧損淨額(人民幣千元)	1,508	4,348
Plus: net loss on disposal of property, plant and equipment, intangible assets and interests in subsidiaries (RMB'000)	加：出售物業、廠房及設備，無形資產及附屬公司權益的虧損淨額(人民幣千元)	635	299
Core loss attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔核心虧損 (人民幣千元)	(577,958)	(942,785)
Less: Fair value change on financial liabilities at fair value through profit or loss (RMB'000)	減：按公允值列入損益的金融負債的公允值變動(人民幣千元)	29,853	304,907
Less: Interest on convertible bonds	減：可換股債券的利息	4,115	-
Diluted core loss attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔攤薄核心虧損 (人民幣千元)	(543,990)	(637,878)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	1,764,008	1,565,810
Weighted average number of ordinary shares in issue after the effect of shares issued upon exercise of share options ('000)	經計及因購股權獲行使而發行股份之影響後之已發行普通股之加權平均數(千股)	1,764,008	1,565,810
Basic loss per share (RMB cent per share)	每股基本虧損(每股人民幣分)	(33.31)	(61.16)
Diluted loss per share (RMB cent per share)	每股攤薄虧損(每股人民幣分)	(33.31)	(61.16)
Basic core loss per share (RMB cent per share)	每股基本核心虧損(每股人民幣分)	(32.76)	(60.21)
Diluted core loss per share (RMB cent per share)	每股攤薄核心虧損(每股人民幣分)	(32.76)	(60.21)

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The core loss attributable to equity shareholders of the Company is the loss attributable to equity shareholders of the Company excluding equity-settled share option expenses, share of loss of an associate, net exchange loss and net loss on disposal of property, plant and equipment and intangible assets and interests in subsidiaries.

Capital Expenditure

Total capital expenditure spent for the year ended 31 December 2019 decreased by RMB163.0 million or 65.1% to RMB87.2 million, as compared with RMB250.2 million for the corresponding period in 2018, which was mainly used for acquiring property, plant and equipment in Suzhou and intangible assets relating to the work of clinical trials on Xi Di Ke.

LIQUIDITY AND FINANCIAL RESOURCES

Treasury Policies

The primary objective of the Group's capital management is to maintain its ability to continue as a going concern so that the Group can constantly provide returns for shareholders of the Company and benefits for other stakeholders by implementing proper product pricing and securing access to financing at reasonable costs. The Group actively and regularly reviews and manages its capital structure and makes adjustments by taking into consideration the changes in economic conditions, its future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group closely monitors its debt/assets ratio, which is defined as total borrowings divided by total assets.

本公司權益股東應佔核心虧損乃本公司權益股東應佔虧損除去以權益結算購股權開支、分佔一間聯營公司之虧損、匯兌虧損淨額及出售物業、廠房及設備及無形資產及附屬公司權益的虧損淨額。

資本開支

截至2019年12月31日止年度，資本開支總額減少人民幣163.0百萬元或65.1%至人民幣87.2百萬元，相比截至2018年同期則為人民幣250.2百萬元，主要用於在蘇州收購物業、廠房及設備，以及收購與喜滴克MDS新增適應症的臨床測試工作有關的無形資產。

流動資金及財務資源

庫務政策

本集團資本管理的主要目標是維持持續經營能力，有助本集團進行適當的產品定價並以合理成本取得融資，繼續為本公司股東提供回報及為其他持份者提供福利。本集團積極定期檢討及管理資本結構，並經考慮經濟狀況變動、日後資金需求、當前及預期的盈利能力及營運現金流量、預期資本開支及預期策略投資機會而作出調整。本集團密切監控其負債對資產比率（即借款總額除以資產總值）。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Foreign Currency Exposure

The Group is exposed to currency risks primarily through sales made by the Group's Hong Kong and PRC subsidiaries, certain bank deposits and bank loans which are denominated in Hong Kong dollars. The Group recorded a net exchange loss of RMB1.5 million for the year ended 31 December 2019, while the net exchange loss of the Group for the corresponding period in 2018 was RMB4.3 million. Currently, the Group does not employ any financial instruments to hedge against foreign exchange risk.

Interest Rate Exposure

The Group's interest rate risk arises primarily from lease liabilities, bank loans, unsecured debenture and bank balances. Borrowings at variable rates expose the Group to cash flow interest rate risk. Currently, the Group does not employ any financial instruments to hedge against interest rate risk.

Group Debt and Liquidity

		As at 31 December	
		於12月31日	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total debt	債務總額	(1,475,667)	(1,411,632)
Time deposits, pledged bank deposits, cash and cash equivalents	定期存款、已抵押銀行存款、現金及現金等價物	112,988	125,793
Net debt	債務淨額	(1,362,679)	(1,285,839)

Total debt comprises bank and other borrowings, lease liabilities, financial liabilities at fair value through profit or loss as disclosed in Notes 27, 28 and 29 to the consolidated financial statements, respectively.

外匯風險

本集團面臨的外匯風險主要來自本集團的香港及中國附屬公司的銷售活動及以港元計值的若干銀行存款及銀行貸款。截至2019年12月31日止年度為匯兌虧損淨額人民幣1.5百萬元，截至2018年同期，本集團匯兌虧損淨額為人民幣4.3百萬元。目前，本集團並無採用任何金融工具對沖外匯風險。

利率風險

本集團的利率風險主要來自租賃負債、銀行貸款、無抵押債券及銀行結餘。浮息借款令本集團承受現金流利率風險。目前，本集團並無採用任何金融工具對沖利率風險。

集團債務及流動資金

債務總額包括銀行及其他借貸、租賃負債以及按公允值列入損益之金融負債(分別披露於附註27、28及29)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The maturity profile of the Group's bank and other borrowings is set out as follows:

本集團銀行及其他借貸之還款期如下：

		As at 31 December 於12月31日	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Repayable:	須於下列期間償還：		
– Within one year	– 一年內	791,675	775,786
– After one but within two years	– 一年後但兩年內	171,073	95,070
– After two but within five years	– 兩年後但五年內	59,706	139,694
		1,022,454	1,010,550

The Group's bank borrowings as at 31 December 2019 were approximately RMB791.5 million (31 December 2018: RMB859.3 million), out of which RMB598.1 million were bank borrowings from banks in the PRC (31 December 2018: RMB587.6 million) with fixed interest rates ranging from 4.3% to 6.3% per annum.

本集團銀行借貸於2019年12月31日約為人民幣791.5百萬元(2018年12月31日：人民幣859.3百萬元)。其中由中國之銀行借出約為人民幣598.1百萬元(2018年12月31日：人民幣587.6百萬元)，固定利率為每年4.3%至6.3%。

As at 31 December 2019, the Group's bank borrowings from banks in Hong Kong were approximately RMB193.4 million (31 December 2018: approximately RMB271.7 million). Save as disclosed above, as at 31 December 2019, the Group had other borrowings of RMB231.0 million (2018: RMB151.3 million).

於2019年12月31日，由香港之銀行借貸約為人民幣193.4百萬元(2018年12月31日：約人民幣271.7百萬元)。除上文披露者外，於2019年12月31日，本集團有人民幣231.0百萬元(2018年：人民幣151.3百萬元)的其他借款。

The capital structure of the Company comprises issued ordinary shares and debt securities. As of 31 December 2019, the Company had 1,904,635,472 ordinary shares in issue and issued corporate bond of HK\$26,399,000 in face value. Of the issued bond, HK\$9,049,000 of which carried a coupon rate of 8% per annum and HK\$17,350,000 of which carried a coupon rate of 6% per annum, which had a duration of one year and four years from the date issued, respectively.

本公司之資本架構包括已發行普通股及債務證券。截至2019年12月31日，本公司有1,904,635,472股已發行普通股及面值26,399,000港元之已發行公司債券。於已發行債券中，9,049,000港元債券之票面年息率為8%，而17,350,000港元債券之票面年息率為6%，期限分別為自發行日期起計一年及四年。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Debt-to-Assets Ratio

The Group closely monitors its debt-to-assets ratio to optimize its capital structure so as to ensure solvency and the Group's ability to continue as a going concern.

負債對資產比率

本集團密切監察其負債對資產比率以優化其資本結構，以確保本集團的償付能力及持續經營能力。

		As at 31 December	
		於12月31日	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total debt	債務總額	1,475,667	1,411,632
Total assets	總資產	1,798,274	2,227,162
Debt-to-assets ratio	負債對資產比率	82.1%	63.4%

Charges on the Group's Assets

As at 31 December 2019, the Group's bank deposits of RMB40.0 million (31 December 2018: RMB38.0 million) were pledged to the banks to secure certain bank loans and bills payable. As at 31 December 2019, certain banking facilities of the Group were secured by the Group's fixed assets and trade receivables, which amounted to RMB271.1 million (31 December 2018: RMB277.3 million).

本集團資產抵押

於2019年12月31日，本集團的銀行存款人民幣40.0百萬元（2018年12月31日：人民幣38.0百萬元）被抵押予銀行，主要用作獲取若干銀行貸款及應付票據。於2019年12月31日，本集團若干銀行融資亦由本集團人民幣271.1百萬元的固定資產及貿易應收款項作抵押（2018年12月31日：人民幣277.3百萬元）。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Capital Commitments

資本承擔

		As at 31 December 於12月31日	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted but not provided for	已訂約但未撥備		
– property, plant and equipment	– 物業、廠房及設備	–	190
– investment in an associate	– 於一間聯營公司之投資	20,000	20,000
– intangible asset: Teriparatide	– 無形資產：特立帕肽	156,965	154,422
– intangible asset: computer software	– 無形資產：計算機軟件	–	1,375
		176,965	175,987

As at 31 December 2019, the Group had total future minimum lease payments under non- cancellable operating leases payable as follows:

於2019年12月31日，本集團於不可解除經營租賃項下的日後應付最低租賃付款總額如下：

		As at 31 December 於12月31日	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	2,877	11,917
After one year but within five years	一年後但五年內	–	5,281
		2,877	17,198

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group is the lessee of a number of properties under operating leases. The leases typically run for an initial period of one to three years. None of the leases includes contingent rentals.

Significant Investments Held

Except for investments in its subsidiaries, the Group did not hold any significant investment in equity interest in any other company for the year ended 31 December 2019.

Material Acquisition and Disposal

Reference is made to the announcement of the Company dated 10 July 2019 in relation to the conditional acquisition agreements dated 25 June 2019 entered into among, among others, the Company and WD Investment Co., Ltd and other parties (the “Acquisition Agreements”) and the conditional subscription agreements entered into among, among others, the Company and Hong Kong WD Pharmaceutical Co., Limited (the “Target Company”) and other parties (the “Subscription Agreements”), pursuant to which the Company will be interested in approximately 52.00% of the total issued share capital of the Target Company upon completion of the acquisition and subscription and the Target Company will become a non-wholly-owned subsidiary of the Company (the “Proposed Transactions”). On 19 November 2019, the Company and the relevant parties entered into a termination agreement to terminate the Acquisition Agreements with immediate effect. On the same day, the Company and the relevant parties entered into a termination agreement to terminate the Subscription Agreements with immediate effect. As a result of the above termination agreements, the Proposed Transactions will not proceed.

本集團為根據經營租賃下租用多項物業的承租人。有關租賃一般初步為期一至三年，且並不包括或然租金。

持有重大投資

除投資於附屬公司外，本集團於截至2019年12月31日止年度並未於任何其他公司之股權當中持有任何重大投資。

重大收購及出售事項

謹此提述本公司日期為2019年7月10日的公告，內容有關本公司與WD Investment Co., Ltd及其他人士訂立日期為2019年6月25日的有條件收購協議（「收購協議」），以及本公司與Hong Kong WD Pharmaceutical Co., Limited（「目標公司」）及其他人士訂立的有條件認購協議（「認購協議」），據此，待完成收購事項及認購事項後，本公司將擁有目標公司已發行股本總額約52.00%的權益，而目標公司亦將成為本公司的非全資附屬公司（「建議交易」）。於2019年11月19日，本公司及相關訂約方訂立終止協議以即時終止收購協議。同日，本公司及相關訂約方訂立終止協議以即時終止認購協議。由於上述終止協議，建議交易將不會進行。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Board considers that the termination of the Acquisition Agreements and the Subscription Agreements will not have any material adverse effect on the operation and financial position of the Group. Please refer to the announcements of the Company dated 10 July 2019, 30 July 2019, 30 September 2019, 30 October 2019 and 19 November 2019 for further details.

Save as disclosed above, during the Year under Review, the Group did not have any other material acquisition or disposal.

Future Plans for Material Investments and Capital Assets

The Group did not have other plans for material investments and capital assets for the year ended 31 December 2019.

Contingent Liabilities

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

董事會認為收購協議及認購協議之終止不會對本集團的營運及財務狀況造成任何重大不利影響。進一步詳情請參閱本公司日期為2019年7月10日、2019年7月30日、2019年9月30日、2019年10月30日及2019年11月19日之公告。

除上文所披露者外，回顧年內，本集團無任何其他重大收購及出售事項。

重大投資及資本資產的未來計劃

本集團於截至2019年12月31日止年度並無重大投資及資本資產之其他計劃。

或然負債

於2019年12月31日，本集團並無重大或然負債。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

ISSUE OF CONVERTIBLE BONDS

On 1 April 2019 and 2 April 2019, the Company entered into a placing agreement and a supplemental placing agreement respectively with the placing agent in relation to the issuance of convertible bonds in an aggregate principal amount of HK\$234,600,000. Below is a summary of the placing of the convertible bonds and the use of net proceeds:

發行可換股債券

於2019年4月1日及2019年4月2日，本公司與配售代理分別訂立配售協議及補充配售協議，內容有關發行總本金額234,600,000港元的可換股債券。下表是配售可換股債券及所得款項淨額用途的概要：

Date of agreement	Date of completion	Fund-raising activity	Net proceeds raised	Reasons for fund-raising and use of net proceeds	Closing price on the last trading day prior to the date of agreement	Actual use of net proceeds as at 31 December 2019
協議日期	完成日期	籌資活動	籌集所得款項淨額	集資理由及所得款項淨額用途	協議日期前最後交易日的收市價	於2019年12月31日所得款項淨額實際用途
1 April 2019 2019年4月1日	18 April 2019 2019年4月18日	Convertible bonds in an aggregate principal amount of HK\$234,600,000 have been allotted and issued to three placees under the general mandate. Such perpetual convertible bonds could be converted into 316,172,506 ordinary Shares with an aggregate par value of US\$25.29 at an initial conversion price of HK\$0.742 per conversion share. The three placees are Mr. Ho Kin, Mr. leong Chong Mang and Firstgreat Limited. Firstgreat Limited is a company beneficially owned by Mr. Cheung Ching Ping Stephen. 根據一般授權予以配發及發行本金總額234,600,000港元的可換股債券予三位承配人。該永久可換股債券可按初始換股價每股換股份0.742港元轉換為316,172,506股普通股份，面值總額為25.29美元。三名承配人為何堅先生、楊宗孟先生及Firstgreat Limited。Firstgreat Limited為一間由張正平先生實益擁有之公司。	HK\$234,200,000 234,200,000港元	Repayment of existing debts, business development and general working capital 償還現有債務、業務發展及一般營運資金	HK\$0.70 0.70港元	All net proceeds have been utilised for the repayment of existing debts, business development and general working capital 全部所得款項淨額已用作償還現有債務、業務發展及一般營運資金

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Details of the issuance of convertible bonds were set out in the announcements of the Company dated 1 April 2019, 2 April 2019, 17 April 2019 and 18 April 2019.

Save as disclosed above, the Company did not issue other equity securities (including securities convertible into equity securities) for cash during the Year under Review.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Apart from a total of 1,791,500 Shares purchased by the trustee of the Share Award Scheme on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at the price of approximately HK\$1,181,000 in aggregate pursuant to the terms of the Share Award Scheme and the relevant trust deed, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2019.

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.

有關發行可換股債券之詳情載於本公司日期為2019年4月1日、2019年4月2日、2019年4月17日及2019年4月18日之公告。

除上文所披露者外，本公司於回顧年內並無發行其他股本證券(包括可轉換為股本證券之證券)以換取現金。

購買、出售或贖回上市證券

除股份獎勵計劃的受託人根據股份獎勵計劃及信託契約條款，以總額約港幣1,181,000元在香港聯合交易所有限公司(「聯交所」)購入合共1,791,500股股份外，本公司或其任何附屬公司於截至2019年12月31日止年度概無購買、出售或贖回任何本公司上市證券。

與主要持份者的關係

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。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

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.

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及藥房產生收益。供應商或其銷售代理授予我們在中國營銷、推廣產品及管理產品銷售渠道的權利。本集團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及藥房。本集團與經銷商維持穩定長遠關係，為經銷商提供指引、培訓及支持，以在目標領域開展更多營銷及推廣活動。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Ng Tit (吳鐵先生), aged 56, co-founder of the Group, has been the Chairman of the Board of Directors and Chief Executive Officer of the Company since 1995. Mr. Ng was appointed as the Company's executive Director on 1 March 2010, responsible for the overall strategic planning and management of the Group. He has extensive experience in the pharmaceutical industry, having been engaged in the pharmaceutical business for over 20 years. Prior to establishing the Group in 1995, Mr. Ng worked for a number of relevant organisations and enterprises. Mr. Ng is a member of Jiangsu Committee of the Chinese People's Political Consultative Conference ("CPPCC") of the PRC, deputy director of Jiangsu Committee of Hong Kong, Macau, Taiwan and Overseas (Foreign Affairs) of CPPCC, vice president of Overseas Friendship Association of Jiangsu Province, vice president of Federation of HK Jiangsu Community Organisations and Chairman of China Nation Culture Spread Ltd. (中華民族文化傳播有限公司). Mr. Ng obtained his bachelor degree from Guizhou University in 1986, and an Executive Master of Business Administration ("EMBA") from Fudan University (復旦大學) in 2007. He is the spouse of Ms. Chin Yu, who is an executive Director, and the brother-in-law of Dr. Qian Wei, who is a non-executive Director.

Ms. Chin Yu (錢余女士), aged 56, co-founder of the Group. Ms. Chin has been re-designated from non-executive Director to executive Director of the Company since 1 February 2015. Ms. Chin is responsible for the daily operations of NT Pharma (Hong Kong) Co., Ltd. Ms. Chin was appointed as non-executive Director on 1 March 2010. Prior to the establishment of the Group, Ms. Chin was an accounting professional. Ms. Chin worked in Bank of Communications from 1987 to 1993. Ms. Chin is the spouse of Mr. Ng Tit, the Chairman of the Board of Directors and Chief Executive Officer, and the sister of Dr. Qian Wei, a non-executive Director.

執行董事

吳鐵先生，56歲，本公司的聯合創辦人，自1995年以來一直擔任本集團董事局主席兼行政總裁。吳先生於2010年3月1日獲委任為本公司執行董事，負責本集團的總體策略計劃及管理。吳先生於醫藥行業積累豐富經驗，從事醫藥業務逾20年。1995年創立本集團前，吳先生先後在有關機構及企業任職。吳先生為中國人民政治協商會議江蘇省政協委員、江蘇省政協港澳台僑(外事)委員會副主任、江蘇省海外聯誼會副會長、香港江蘇社團總會副會長、以及中華民族文化傳播有限公司董事長。吳先生於1986年獲取貴州大學學士學位，於2007年獲取復旦大學高級管理人員工商管理碩士學位。吳先生為執行董事錢余女士的配偶及非執行董事錢唯博士的妹夫。

錢余女士，56歲，本集團的聯合創辦人，自2015年2月1日起由非執行董事調任為本公司執行董事。錢女士負責NT Pharma (Hong Kong) Co., Ltd.之日常運作。錢女士於2010年3月1日獲委任為非執行董事。創立本集團前，錢女士為會計專業人士，1987年至1993年間曾於交通銀行任職。錢女士乃董事局主席兼行政總裁吳鐵先生的配偶，亦為非執行董事錢唯博士的胞妹。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Wu Weizhong (吳為忠先生), aged 50, was appointed as an executive Director of the Company on 20 March 2015. Mr. Wu is also the Senior Vice President of the Group, General Manager of manufacturing and supply chain centre, chairman of Suzhou First and chairman of NT Pharma (Changsha) Co., Ltd, having overall responsibilities for organization of its own brand product production, operational management and supply chain management. Mr. Wu has over 20 years of experience in pharmaceutical manufacturing. Prior to joining the Group, Mr. Wu worked at various positions including engineer, assistant manager and deputy factory manager of Suzhou No. 4 Pharmaceutical Factory and was the factory manager of Suzhou First. Mr. Wu obtained a bachelor's degree in Chemical Engineering from Dalian University of Technology in 1992. He also obtained an EMBA from Fudan University in 2004.

吳為忠先生，50歲，於2015年3月20日獲委任為本公司的執行董事。吳先生同時擔任本集團高級副總裁、製造及供應鏈中心總經理、蘇州第壹董事長、泰凌醫藥(長沙)有限公司董事長，全面負責組織集團自有品牌產品的生產運營管理、供應鏈管理工作。吳先生在藥品生產方面擁有逾20年的豐富經驗。加入本集團前，彼曾任蘇州第四製藥廠有限公司工程師、助理經理及副廠長，以及蘇州第壹廠長。吳先生於1992年獲得大連理工大學化學工程學士學位，亦於2004年獲得復旦大學高級工商管理碩士學位。

Directors and Senior Management (Continued)

董事及高級管理層(續)

NON-EXECUTIVE DIRECTOR

Dr. Qian Wei (錢唯博士), aged 63, was appointed as a non-executive Director of the Company on 1 March 2010. Dr. Qian is currently a tenured full professor of Biomedical Engineering, University of Texas, and a fellow of American Institute for Medical and Biological Engineering. He also enrolled the Chinese 1000 Plan as an innovation expert. He is Dean of the Sino-Dutch Biomedical and Information Engineering School of Northeastern University. Dr. Qian was appointed as Allen Henry Endowed Chair Distinguished Professor of Electrical Engineering in the Engineering College at Florida Institute of Technology in 2009. He had previously been an associate professor of Department of Interdisciplinary Oncology at Moffitt Cancer Center, College of Medicine, University of South Florida from 2001 to 2007. Dr. Qian has been given the Stars Award of system research by University of Texas, US in 2008, Award for Outstanding Research Achievements by American Cancer Society in 2000. Dr. Qian received Martrin Silberg Cancer Research Award for outstanding achievements for two consecutive years in 1994 and 1995. He obtained his doctorate of Biomedical Engineering at Southeast University in 1990. He was a Postdoctoral Research Associate of University of Notre Dame in 1992, of University of South Florida in 1994. Dr. Qian is the brother of Ms. Chin Yu, an executive Director and the brother-in-law of Mr. Ng Tit, the Chairman and Chief Executive Officer of the Group.

非執行董事

錢唯博士，63歲，於2010年3月1日獲委任為本公司的非執行董事。錢博士現時為德克薩斯州立大學生物醫學工程學終生正教授，美國生物醫學工程學院院士 (Fellow)，入選中國國家「千人計劃」創新專家兼任職於東北大學中荷生物醫學信息工程學院院長。錢博士自2009年於佛羅里達理工學院電子工程系擔任Allen Henry冠名教授。自2001年至2007年於南佛羅里達大學醫學學院Moffitt癌症研究中心綜合治療腫瘤學系擔任副教授。錢博士2008年榮獲美國德克薩斯州立大學系統研究明星(Stars Award)獎，2000年榮獲美國癌症協會研究優秀成果獎。1994年和1995年連續獲兩屆 Martrin Silberg癌症研究優秀成果獎。錢博士於1990年獲得東南大學生物醫學工程博士學位，於1992年獲得美國聖母大學(Notre Dame)博士後，於1994年獲得南佛州大學醫學院博士。錢博士乃執行董事錢余女士的胞兄，本集團主席兼行政總裁吳鐵先生為錢博士的妹夫。

Directors and Senior Management (Continued)

董事及高級管理層(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Tze Shan Hailson (余梓山先生), aged 63, was appointed as an independent non-executive Director of the Company on 29 June 2017. He was graduated from the University of Calgary with a bachelor degree in Electrical Engineering in 1979, graduated from the University of Hong Kong with a master degree in Electrical Engineering in 1987, graduated from City University of Hong Kong with a master degree of law in Arbitration and Dispute Resolution in 1995 and completed the postgraduate diploma in Investment Management and postgraduate certificates in Hong Kong Laws and Traditional Chinese Medicine courses.

Mr. Yu served as equipment maintenance and testing engineer, equipment maintenance and testing laboratory manager, computer engineering and system engineering manager of Ampex Ferrotec Limited (Hong Kong) successively from June 1979 to September 1987. Mr. Yu joined China International Trust and Investment Corporation Hong Kong (Holdings) Limited and served as general manager of engineering research and development department and consultant of Petroleum Development and LPG Tank Terminal Port successively from October 1987 to January 1998. He has been serving as deputy managing director of Versitech Limited and deputy director of Technology Transfer Office of the University of Hong Kong since February 1998 till now.

Mr. Yu has been serving as an independent non-executive director of China Traditional Chinese Medicine Holdings Co. Limited (formerly known as Winteam Pharmaceutical Group Limited), a company listed on the Stock Exchange in Hong Kong (stock code: 570), since November 2013 till now, and has been serving as an independent non-executive director of Sinopharm Group Co. Ltd., a company listed on the Stock Exchange (stock code: 1099), since September 2014 till now.

獨立非執行董事

余梓山先生，63歲，於2017年6月29日獲委任為本公司獨立非執行董事。彼於1979年獲加拿大卡爾加里大學電機工程系工程學學士學位，並於1987年獲香港大學電機工程碩士學位以及於1995年獲香港城市大學仲裁及爭議解決學法學碩士學位，並完成投資管理深造文憑、香港法律和中藥深造證書課程。

余先生自1979年6月至1987年9月曾先後擔任香港安培泛達有限公司設備維護及測試工程師、設備維護及測試實驗室經理、計算器工程及系統工程經理。彼自1987年10月至1998年1月，加入中國國際信託投資公司香港(控股)有限公司，先後擔任工程研究及發展部總經理、石油發展及液化石油氣碼頭貨運站的顧問。彼自1998年2月起至今一直擔任港大科橋有限公司副董事總經理及香港大學技術轉移處副處長。

余先生自2013年11月起至今擔任中國中藥控股有限公司(原盈天醫藥集團有限公司，於香港聯交所上市的公司，股份代號：570)獨立非執行董事。彼自2014年9月起至今亦擔任國藥控股股份有限公司(於聯交所上市的公司，股份代號：1099)獨立非執行董事。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Yu currently is a Chartered Engineer, fellow of each of the Institute of Electrical Engineers, Hong Kong Institution of Engineers, the Chartered Institute of Arbitrators and Hong Kong Institute of Arbitrators.

Mr. Pan Fei, aged 64, was appointed as an independent non-executive Director of the Group on 20 March 2020. He has been a professor of accounting and the deputy dean of the school of accountancy in Shanghai University of Finance and Economics (上海財經大學) since July 2000. Mr. Pan served as an independent director of Bright Dairy & Food Co., Ltd. (光明乳業股份有限公司) (Stock code: 600597), a company listed on the Shanghai Stock Exchange, from July 2009 to March 2016; an independent non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (上海復旦張江生物醫藥股份有限公司) (stock code: 1349), a company listed on the Stock Exchange, from June 2003 to May 2014; an independent non-executive director of Orient Securities Company Limited (東方證券股份有限公司) (stock code: 600958 and 3958), a company listed both on the Shanghai Stock Exchange and the Stock Exchange, from June 2015 to July 2017; an independent non-executive director of Sinopec Shanghai Petrochemical Company Limited (中國石化上海石油化工股份有限公司) (stock code: 338, 600688 and SH1), a company listed on the Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange, from May 2017 to August 2017; and an independent non-executive director of China Hengshi Foundation Company Limited (中國恆石基業有限公司) (stock code: 1197) (delisted), a company listed on the Stock Exchange, from May 2015 to March 2018.

余先生目前是英國特許工程師、英國電子工程師協會會士、香港工程師協會會士、英國特許仲裁司學會會士及香港仲裁司學會會士。

潘飛先生，64歲，於二零二零年三月二十日獲委任為本集團獨立非執行董事。自2000年7月起，彼曾擔任上海財經大學會計學教授及會計學院副院長。自2009年7月至2016年3月，潘先生擔任在上海證券交易所上市的公司光明乳業股份有限公司(股份代號：600597)的獨立董事；自2003年6月至2014年5月，潘先生擔任於聯交所上市的公司復旦張江生物醫藥股份有限公司(股份代號1349)的獨立非執行董事；自2015年6月至2017年7月，潘先生擔任同時在上海證券交易所及聯交所上市的公司東方證券股份有限公司(股份代號：600958及3958)的獨立非執行董事；自2017年5月至2017年8月，潘先生擔任同時在聯交所、上海證券交易所及紐約證券交易所上市的公司中國石化上海石油化工股份有限公司(股份代號：338、600688及SH1)的獨立非執行董事；及自2015年5月至2018年3月，擔任在聯交所上市的公司中國恆石基業有限公司(股份代號：1197)(已除牌)的獨立非執行董事。

Directors and Senior Management (Continued)

董事及高級管理層(續)

From March 1983 to June 1995 and from July 1995 to June 2000, Mr. Pan had been a lecturer of accounting and an associate professor of accounting in Shanghai University of Finance and Economics, respectively. Mr. Pan obtained a bachelor's degree, a master's degree and a doctoral degree in accounting from Shanghai University of Finance and Economics in January 1983, March 1991 and July 1998 respectively, in Shanghai, China.

Dr. Zhao Yubiao, aged 49, was appointed as an independent non-executive Director of the Group on 31 December 2019. He obtained his doctorate degree in economics from Jilin University in June 2013. From June 1990 to April 1996, he served as the manager of accounting department and trading department of the securities business department of Jilin Trust Investment Company (Shanghai branch); from April 1996 to December 2000, he served as the general manager of the securities business department of Jilin Trust Investment Company (Hongshan Road branch, Shanghai); from December 2000 to December 2002, he served as the general manager of Shanghai Jinluda Investment Management Co., Ltd.; from December 2002 to May 2017, he served successively as the general manager, vice chairman and chairman of Tianzhi Fund Management Co., Ltd.; from May 2018 to present, he has been serving as the assistant to the chairman of Zhejiang Nandu Power Supply Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300068); from May 2019 to present, he has been serving as an independent director of Huaфон Microfibre (Shanghai) Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300180).

自1983年3月至1995年6月及自1995年7月至2000年6月，潘先生分別擔任上海財經大學會計學講師及會計學副教授。潘先生分別於1983年1月、1991年3月及1998年7月自中國上海的上海財經大學取得會計學學士學位、碩士學位及博士學位。

趙玉彪博士，49歲，於二零一九年十二月三十一日獲委任為本集團獨立非執行董事。彼於2013年6月畢業於吉林大學並取得經濟學博士學位。由1990年6月至1996年4月，彼就職於吉林信託投資公司(上海)證券業務部，分別擔任會計部及交易部經理；由1996年4月至2000年12月，彼就職於吉林信託投資公司(上海洪山路)證券營業部擔任總經理；由2000年12月至2002年12月，彼就職於上海金路達投資管理有限公司擔任總經理；由2002年12月至2017年5月，彼就職於天治基金管理有限公司，並分別擔任總經理、副董事長及董事長；由2018年5月至今，彼於浙江南都電源動力股份有限公司(為一家於深圳證券交易所上市之公司(股份代號：300068))擔任董事長助理。由2019年5月起至今，彼於上海華峰超纖材料股份有限公司(為一家於深圳證券交易所上市之公司(股份代號：300180))擔任獨立董事。

Directors and Senior Management (Continued)

董事及高級管理層 (續)

SENIOR MANAGEMENT

Mr. Ge Baoming (葛寶銘先生), Vice President of the Group and General Manager of R&D and Medical Affairs Centre

Mr. Ge, aged 54, joined the Group in March 2013 to serve as the Vice President and General Manager of R&D and Medical Affairs Centre. He is responsible for product R&D, clinical medical support, registration and regulatory affairs, managing adverse event of pharmaceuticals and intellectual property management and management of R&D and Medical Affairs Centre. Mr. Ge has over 20 years of experience in product introduction, registration, R&D and clinical medical affairs. Prior to joining the Group, Mr. Ge served as a director of research and development and medical affairs at various well-known pharmaceutical companies, including Rottapharm, Luye Pharma Group Limited and Shanghai Green Valley Pharmaceutical Co., Ltd. Mr. Ge obtained his bachelor degree of Clinical Medicine from Beijing Medical University in 1990. He also obtained a master degree in Clinical Medicine from The University of Western Ontario in 2003.

高級管理層

葛寶銘先生，集團副總裁兼研發及醫學事務中心總經理

葛先生，54歲，於2013年3月加入本集團，擔任本集團副總裁、研發及醫學事務中心總經理。彼負責本集團產品研發、臨床醫學支持、註冊及法規事務、藥物不良事件管理及知識產權管理等工作，以及分管研發及醫學事務中心。葛先生在產品引進、註冊、研發、臨床醫學事務等方面擁有逾20年的豐富經驗。在加入本集團前，葛先生曾先後在羅達藥廠、綠葉製藥集團有限公司、上海綠谷製藥有限公司等多家知名醫藥企業擔任研發及醫學總監等職務。葛先生於1990年獲得北京醫科大學臨床醫學學士學位，亦於2003年獲得加拿大西安大略大學臨床醫學碩士學位。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Fang Jing (方靖女士), aged 50, joined the Company on 27 May 2019 as the Chief Operating Officer. She was further appointed as the Chief Financial Officer on 29 November 2019 and is responsible for the supervision and management of financial matters and financial risks of the Group. Ms. Fang has obtained the professional qualification as Chinese accountant and has over 20 years of extensive experience in accounting, financial management and corporate management. Prior to joining the Company, from 1997 to 2019, Ms. Fang worked at Shanghai Zhangjiang (Group) Co., Ltd. and Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 600895), both of which are located in the Shanghai Zhangjiang Hi-Tech Park, and served different positions successively including the group's external financial controller, general manager of the asset management department and administration director. Ms. Fang graduated from Shanghai Lixin Accounting and Finance College in 1990 with a bachelor's degree in economics. Ms. Fang obtained the senior technician qualification in the field of financial management from the Training Technical Instruction Center of China Vocational Skill Appraisal Management Center in 2012 and obtained the national registered practitioner qualification as "Enterprise Risk Manager" from the Asia Association of Risk and Crisis Management in 2013.

方靖女士，50歲，於2019年5月27日起加入本公司為首席運營官，自2019年11月29日起進一步出任首席財務官，負責本集團的監督管理財務及財務風險事務。方女士已取得中國會計師的專業資格，於會計、財務管理及企業管理積累二十多年豐富經驗。加入本公司前，方女士於1997年至2019年期間於上海張江高科技園區就職於上海張江(集團)有限公司及上海張江高科技園區開發股份有限公司(為一家於上海證券交易所上市的公司(股份代號：600895))，先後擔任不同職務包括該集團的外派財務總監、資產經營事務部總經理及行政總監之職務。方女士於1990年畢業於上海立信會計金融學院，獲經濟學學士學位。方女士於2012年從中國職業技能鑑定管理中心培訓技術指導中心取得財務管理高級技師資格及於2013年從亞洲風險與危機管理協會取得國家註冊執業資格「企業風險管理師」。

Corporate Governance Report

企業管治報告

The Board is committed to maintaining a high standard of corporate governance. The Board believes that a high standard of corporate governance will provide a framework for the Company to formulate its business strategies and policies, and manage and lower the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to its shareholders and stakeholders.

CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities of the Stock Exchange (the “Listing Rules”) and certain recommended best practices. The Company has complied with all the applicable code provisions in the Code throughout the year ended 31 December 2019, save as disclosed below and in this corporate governance report:

Code provision A.2.1 of the Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Ng Tit assumes both the roles of chairman and chief executive officer of the Company. Nevertheless, the division of responsibilities between the two roles is clearly defined. On the whole, the role of chairman is that of monitoring the duties and performance of the Board, whereas the role of chief executive officer is that of managing the Company’s business. The Board believes that at the current stage of development of the Company, vesting the roles of both chairman and chief executive officer in the same person provides the Company with a strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

Mr. Ng is the main founder of the Group and he is responsible for the overall strategic planning and management of the Group. He has played an important role during the Group’s expansion. Mr. Ng has extensive experience in the pharmaceutical industry, having been engaged in the pharmaceutical business for over 20 years. At present, the Board believes that it is beneficial to the management and development of the Group’s businesses for Mr. Ng to be both the chairman and chief executive officer as it helps to facilitate the Board’s decision-making.

董事會承諾維持高水平的企業管治。董事會相信，高水平的企業管治將為本公司提供框架，以制定其業務戰略及政策，並透過有效的內部監控程序管理及降低相關風險。其亦將提高本公司的透明度，並增強對其股東及持份者的問責。

企業管治守則

本公司已採納香港聯交所證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「守則」）所載的守則條文及若干建議最佳常規。於截至2019年12月31日止年度，本公司已一直遵守守則的所有適用守則條文，惟下文及本企業管治報告所披露者除外：

守則第A.2.1條守則條文訂明主席及行政總裁的角色應有區分，並不應由一人同時兼任。吳鐵先生同時擔任本公司的主席兼行政總裁，然而兩者職權的劃分已予清晰界定。總體而言，主席的角色為監控董事會職責及表現，而行政總裁的角色則為管理本公司的業務。董事會認為，於本公司現時的发展階段，由同一人兼任主席和行政總裁能為本公司帶來堅定和一致的領導，有助於有效及高效地作出並執行業務戰略決策。

吳先生為本集團的主要創辦人並負責本集團的整體戰略規劃和管理。彼在本集團的擴張中擔當重要角色。吳先生從事藥品業務逾20年，在醫藥行業擁有豐富經驗。目前，董事會相信，讓吳先生出任主席兼行政總裁會有助促進董事會決策，對本集團的業務管理和發展有利。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board currently comprises three executive Directors, one non-executive Director and three independent non-executive Directors, with independent non-executive Directors representing more than one-third of the Board. Such percentage of independent non-executive Directors on the Board can ensure their views carry significant weight and reflect the independence of the Board.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry to the Directors, it is confirmed that all Directors have complied with the standards as stipulated in the Model Code throughout the year ended 31 December 2019.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Save as disclosed below, for the period from 1 January 2019 to 31 December 2019, the Board had at all times met the requirements of Rules 3.10 and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise and the number of independent non-executive Directors representing at least one-third of the Board.

董事會目前包括三名執行董事、一名非執行董事及三名獨立非執行董事，而獨立非執行董事佔董事會人數的多於三分之一。董事會有如此百分比的獨立非執行董事可確保彼等的意見舉足輕重並反映董事會的獨立性。

董事進行證券交易

本公司已採用上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為其本身有關董事進行證券交易的行為守則。經向各董事作出特定查詢後確認，全體董事於截至2019年12月31日止整個年度內已一直遵守標準守則所規定的準則。

獨立非執行董事

除下文披露者外，自2019年1月1日起至2019年12月31日止期間，董事會一直符合上市規則第3.10條及第3.10A條，有關委任至少3名獨立非執行董事的規定，其中一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長，以及獨立非執行董事的人數至少佔董事會三分之一的規定。

Corporate Governance Report (Continued)

企業管治報告(續)

Following the resignation of Mr. Patrick Sun on 31 December 2019, the Company had no independent non-executive Director who has the appropriate professional qualifications or accounting or related financial management expertise and had only two members in the Audit Committee with a chairman vacancy, as such, the Company failed to meet (i) the requirement set out in Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise; and (ii) the requirements set out in Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members and must be chaired by an independent non-executive Director.

On 20 March 2020, the Board appointed Mr. Pan Fei to fill the vacancy of the position of an independent non-executive Director who has the appropriate professional qualifications or accounting or related financial management expertise within three months from the effective date of the resignation of Mr. Patrick Sun and the chairman of the Audit Committee. Since then, the Company has complied with Rules 3.10(2) and 3.21 of the Listing Rules.

The Company has received annual confirmations from each of the independent non-executive Directors in respect of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all existing independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and are free of any relationship that could materially interfere with the exercise of their independent judgments.

THE BOARD

The Board is responsible for achieving corporate goals, formulating development strategy, reviewing the organizational structure, monitoring business activities and performance of management and determining the policy for corporate governance of the Company so as to protect and maximize the interests of the Company and the shareholders as a whole. Matters relating to the daily operations of the Group are delegated to management. During the Year under Review, the Board considered and approved the annual budget and its performance under management supervision together with the business reports from management. The Board also reviewed and approved the final results for the year ended 31 December 2019 and other critical business operations. The Board also assessed the internal control and the financial matters of the Group.

辛定華先生於2019年12月31日辭任後，本公司並無獨立非執行董事具備適當的專業資格，或具備適當的會計或相關的財務管理專長和僅擁有兩名審核委員會成員，且主席空缺，因此，本公司不符合(i)上市規則第3.10(2)條所載的規定，至少一名獨立非執行董事必須具有適當的專業資格或會計或相關財務管理專業知識；及(ii)上市規則第3.21條所載的規定，審核委員會必須由最少三名成員組成及必須由獨立非執行董事出任主席。

於2020年3月20日，董事會於辛定華先生辭任生效日起三個月內委任潘飛先生(其具有適當的專業資格或會計或相關財務管理專業知識)以填補獨立非執行董事和審核委員會主席的職位空缺。自此本公司已遵守上市規則第3.10(2)條及第3.21條。

本公司已收到各獨立非執行董事根據上市規則第3.13條就彼等各自的獨立性發出的年度確認書。本公司認為，根據上市規則所載獨立性指引，所有現任獨立非執行董事均為獨立，亦概無可能對彼等作出獨立判斷造成重大干擾的任何關係。

董事會

董事會的職責是達致公司目標，制訂發展戰略，檢討組織架構，監察業務活動及管理層表現與決定公司企業管治政策，以保障並提升本公司及股東的整體利益。有關本集團日常運營的事務授權予管理層處理。於回顧年內，董事會已審議並批准年度預算及在管理層監察下的預算表現，以及管理層的業務報告。董事會亦已審閱並批准截至2019年12月31日止年度的年度業績及其他重要業務經營。董事會亦評估本集團的內部監控及財務事宜。

Corporate Governance Report (Continued)

企業管治報告(續)

Board Composition

The Board composition for the year ended 31 December 2019 and up to the date of this report are as follows:

Executive Directors

Mr. Ng Tit (*Chairman and Chief Executive Officer*)
Ms. Chin Yu
Mr. Wu Weizhong
Mr. Wang Fei (*appointed on 10 January 2019 and resigned on 29 November 2019*)

Non-executive Directors

Dr. Qian Wei
Ms. Lou Jianying (*resigned on 29 November 2019*)

Independent Non-executive Directors

Mr. Patrick Sun (*resigned on 31 December 2019*)
Mr. Yu Tze Shan Hailson
Dr. Yan Hong (*resigned on 20 March 2020*)
Dr. Zhao Yubiao (*appointed on 31 December 2019*)
Mr. Pan Fei (*appointed on 20 March 2020*)

As at the date of this annual report, the Board comprises seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors. The members of the Board possess diverse and rich industry backgrounds with appropriate professional qualifications. Please refer to the section headed – “Directors and Senior Management” for their profiles.

To the best knowledge of the Board, save as disclosed in the section headed “Directors and Senior Management”, there is no financial, business, family or other material/ relevant relationship among members of the Board. Board members are free to exercise their independent judgment.

Under code provision A.4.1 of the Code contained in Appendix 14 to the Listing Rules, non-executive Directors should be appointed for a specific term, subject to re-election. The non-executive Directors were appointed for a term of three years, subject to re-election when appropriate by the Company in general meeting.

董事會的組成

截至2019年12月31日止年度及本報告日期，董事會的組成如下：

執行董事

吳鐵先生 (*主席兼行政總裁*)
錢余女士
吳為忠先生
王飛先生 (*於2019年1月10日獲委任及於2019年11月29日辭任*)

非執行董事

錢唯博士
婁健穎女士 (*於2019年11月29日辭任*)

獨立非執行董事

辛定華先生 (*於2019年12月31日辭任*)
余梓山先生
嚴弘博士 (*於2020年3月20日辭任*)
趙玉彪博士 (*於2019年12月31日獲委任*)
潘飛先生 (*於2020年3月20日獲委任*)

於本年報日期，董事會由7名董事組成，包括3名執行董事、1名非執行董事及3名獨立非執行董事。董事會成員具有豐富的經驗和多元化的行業背景，且具有適當的專業資格。有關各董事的履歷資料，請參閱「董事及高級管理層」一節。

就董事會所知，除「董事及高級管理層」一節所披露者除外，董事會成員間並無財務、業務、親屬或其他重大／相關關係。董事會成員可自由作出獨立判斷。

根據上市規則附錄十四守則第A.4.1條守則條文，非執行董事須按特定任期委任，可予重選。非執行董事任期為3年，可在適當時由本公司於股東大會上重選連任。

Corporate Governance Report (Continued)

企業管治報告(續)

Board Diversity Policy

To demonstrate the Company's continued commitment to high standards of corporate governance, the Board adopted a Board Diversity Policy in August 2013 to comply with the code provision A.5.6 of the Code on board diversity. The policy is as follows:

Purpose

This policy aims to set out the approach to achieve diversity on the Board.

Vision

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

Policy Statement

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the board level as an essential element in maintaining the Company's competitive advantage.

The Company believes that greater diversity of directors is good for corporate governance and is committed:

- to attract and retain candidate(s) for the Board with a combination of competencies from the widest possible pool of available talent;
- to maintain a Board with diversity perspectives at all levels, in particular, those are aligning with the Company's strategy and objectives;
- to assess regularly the diversity profile of the Board and, where applicable, senior management prepared for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any;
- to ensure that the selection and nomination of Board positions are appropriately structured so that a diverse range of candidates can be considered;

董事會成員多元化政策

為彰顯本公司對高水平企業管治的不斷追求，董事會於2013年8月採納董事會成員多元化政策以符合守則第 A.5.6條守則條文對董事會成員多元化之規定。該政策如下：

目的

本政策旨在列載為達致董事會成員多元化而採取的方法。

願景

本公司明白並深信董事會成員多元化對提升本公司的表現裨益良多。

政策聲明

本公司認同並接受多元化董事會的好處，並視在董事會層面加強多元化乃維持本公司競爭優勢之要素。

本公司相信，加強董事多元化程度對企業管治有利，並承諾：

- 從盡可能最廣泛之既有人才庫當中，吸引及保留具備能力組合之董事會人選；
- 在各層面保持董事會之多元觀點，具體而言指與本公司之策略及目標一致者；
- 定期評估董事會及(如適用)本公司繼承計劃下可預備擔任董事會職位之高級管理層之多元化組合，以及達成多元化目標(如有)之進展；
- 確保董事會職位之甄選及提名事項已予適當構建，以可考慮來自不同範疇之人選；

Corporate Governance Report (Continued)

企業管治報告(續)

- to set up appropriate procedures for development of a broader and more diverse pool of skilled and experienced senior management that would be prepared for Board positions; and
 - to ensure that changes to the Board's composition can be managed without undue disruption.
- 設立合適程序建立更全面更多元化的人才庫，具備能幹而具經驗之高級管理層，以備擔任董事會職位；及
 - 確保董事會組成之變動可控而不受任何無謂干預。

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Review of this Policy

The Board will review this policy on a regular basis to ensure its continued effectiveness.

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

- (A) at least one-third of the members of the Board shall be independent non-executive directors;
- (B) at least one of the members of the Board shall have obtained accounting or other professional qualifications;
- (C) at least 70% of the members of the Board shall have more than seven years of experience in the industry he/she is specialised in; and
- (D) at least two of the members of the Board shall have China-related work experience.

可計量目標

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終將按人選的長處及可為董事會作出的貢獻而作決定。

檢討本政策

董事會將定期檢討本政策，以確保本政策行之有效。

就實施董事會多元化政策而言，乃採納以下可計量目標：

- (A) 至少三分之一董事會成員須為獨立非執行董事；
- (B) 至少1名董事會成員須獲得會計或其他專業資格；
- (C) 至少70%董事會成員須於其專攻行業內擁有7年以上經驗；及
- (D) 至少2名董事會成員須擁有中國相關工作經驗。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board is of the view that its diversity level is appropriate in terms of gender, age, cultural and educational background, professional experience, skills and knowledge of the Directors. However, the Board will continue to observe the Board Diversity Policy and consider potential candidates against the objectives set out in the Board Diversity Policy in order to achieve diversity on the Board.

Board Meetings

The Board conducts meetings on a regular basis and on an ad hoc basis, whenever required. The Company will convene at least four regular meetings every year. In 2019, the Company convened four regular Board meetings. The attendance records of the regular Board meetings held during the year ended 31 December 2019 are set out below:

董事會認為，在董事性別、年齡、文化及教育背景、專業經驗、技能及知識方面，其多元化程度屬恰當。然而，董事會將繼續監察董事會多元化政策，並就董事會多元化政策所載之目標考慮潛在人選，以達致董事會多元化。

董事會會議

董事會定期舉行會議，並在有需要時召開臨時會議。本公司將每年至少召開4次定期會議。於2019年，本公司曾舉行4次定期董事會會議。於截至2019年12月31日止年度內舉行的定期董事會會議的出席紀錄載列如下：

Name of Directors	董事姓名	Meeting attendance/ number of regular meetings 會議出席/ 定期會議次數	Attendance rate (%) 出席率 (%)
Executive Directors			
Mr. Ng Tit (<i>Chairman and Chief Executive Officer</i>)	吳鐵先生 (<i>主席兼行政總裁</i>)	4/4	100%
Ms. Chin Yu	錢余女士	4/4	100%
Mr. Wu Weizhong	吳為忠先生	4/4	100%
Mr. Wang Fei (<i>appointed on 10 January 2019 and resigned on 29 November 2019</i>)	王飛先生 (<i>於2019年1月10日獲委任及 2019年11月29日辭任</i>)	4/4	100%
Non-Executive Directors			
Dr. Qian Wei	錢唯博士	4/4	100%
Ms. Lou Jianying (<i>resigned on 29 November 2019</i>)	婁健穎女士 (<i>於2019年11月29日辭任</i>)	4/4	100%
Independent Non-Executive Directors			
Mr. Patrick Sun (<i>resigned on 31 December 2019</i>)	辛定華先生 (<i>於2019年12月31日辭任</i>)	4/4	100%
Mr. Yu Tze Shan Hailson	余梓山先生	4/4	100%
Dr. Yan Hong (<i>resigned on 20 March 2020</i>)	嚴弘博士 (<i>於2020年3月20日辭任</i>)	4/4	100%
Dr. Zhao Yubiao (<i>appointed on 31 December 2019</i>)	趙玉彪博士 (<i>於2019年12月31日獲委任</i>)	N/A	N/A
Mr. Pan Fei (<i>appointed on 20 March 2020</i>)	潘飛先生 (<i>於2020年3月20日獲委任</i>)	N/A	N/A

Corporate Governance Report (Continued)

企業管治報告(續)

Notices of regular Board meetings are given to all Directors at least 14 days before the meetings. For other Board committee meetings, reasonable notice is generally given. The agendas and accompanying Board papers are given to all Directors in a timely manner.

All Directors have full and timely access to all relevant information and the advice of the company secretary, to ensure that Board procedures and all applicable rules and regulations are followed. Upon making request to the Board, all Directors may obtain independent professional advice at the Company's expense for carrying out their functions.

The minutes of all Board committee meetings are kept by the Company at its Hong Kong office. Draft and final versions of the minutes are normally circulated to the Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

Training for Directors

For each newly appointed Director, he/she will be provided with an induction course so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to Directors whenever necessary.

During the year ended 31 December 2019, the Company circulated materials relevant to the Director's duties and responsibilities to Directors and management of the Company for their reading and reference.

董事會定期會議的通知於會議舉行前至少14天向全體董事發出。對於其他董事委員會會議，一般會發出合理通知。議程及相關會議文件會適時向全體董事發出。

為確保遵守董事會程序及所有適用規則及規定，所有董事均可全面及時查閱所有相關資料，並可獲公司秘書提供意見。向董事會提出要求後，所有董事均可就履行其職務獲取獨立專業意見，費用由本公司承擔。

本公司於其香港辦事處保存董事委員會所有會議的會議紀錄。會議紀錄初稿及最終稿一般於會議結束後合理時間內提交董事供提出意見，而最終稿可供董事查閱。

董事培訓

當有任何新董事獲委任，將向其提供入職課程，以確保其適當了解本公司的業務及營運以及完全知悉其根據上市規則及相關監管規定須履行的職責及義務。

必要時亦向董事提供持續簡介及專業發展安排。

於截至2019年12月31日止年度，本公司曾發送有關董事職責及責任的相關材料予本公司董事及管理層以供彼等閱讀及參考。

Corporate Governance Report (Continued)

企業管治報告(續)

A summary of the reading record and attending external seminars/briefings of the Directors for the year ended 31 December 2019 and up to the date of this report are as follows:

截至2019年12月31日止年度至本報告日期，董事閱讀記錄及參加外部研討會／簡介會等的概況如下：

		Reading regulatory update 閱讀監管事宜之 最新訊息	Attending external seminars/ briefings 參加外部 研討會／簡介會等
Executive Directors	執行董事		
Mr. Ng Tit (<i>Chairman and Chief Executive Officer</i>)	吳鐵先生(主席兼行政總裁)	✓	✓
Ms. Chin Yu	錢余女士	✓	✓
Mr. Wu Weizhong	吳為忠先生	✓	✓
Mr. Wang Fei (<i>resigned on 29 November 2019</i>)	王飛先生 (於2019年11月29日辭任)	✓	✓
Non-executive Directors	非執行董事		
Dr. Qian Wei	錢唯博士	✓	✓
Ms. Lou Jianying (<i>resigned on 29 November 2019</i>)	婁健穎女士 (於2019年11月29日辭任)	✓	✓
Independent Non-executive Directors	獨立非執行董事		
Mr. Patrick Sun (<i>resigned on 31 December 2019</i>)	辛定華先生 (於2019年12月31日辭任)	✓	✓
Mr. Yu Tze Shan Hailson	余梓山先生	✓	✓
Dr. Yan Hong (<i>resigned on 20 March 2020</i>)	嚴弘博士 (於2020年3月20日辭任)	✓	✓
Dr. Zhao Yubiao (<i>appointed on 31 December 2019</i>)	趙玉彪博士 (於2019年12月31日獲委任)	✓	✓
Mr. Pan Fei (<i>appointed on 20 March 2020</i>)	潘飛先生 (於2020年3月20日獲委任)	✓	✓

Directors' and Senior Officers' Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify the Directors and senior officers for their liabilities arising out of corporate activities. For the year ended 31 December 2019, no claim has been made against the Directors and senior officers.

董事及高級職員的責任保險及彌償保證

本公司已安排適當責任保險以就董事及高級職員因企業活動產生的責任向彼等作出彌償保證。截至2019年12月31日止年度，董事及高級職員並無遭索償。

Corporate Governance Report (Continued)

企業管治報告(續)

Board Committees

The Board has set up three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively the “Board Committees”), for overseeing particular aspects of the Company’s affairs.

The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

AUDIT COMMITTEE

The Board established the Audit Committee on 26 March 2011, with written terms of reference in compliance with the Listing Rules. Currently, it is chaired by Mr. Pan Fei and comprises two other members, namely Mr. Yu Tze Shan Hailson and Dr. Zhao Yubiao, all of whom are independent non-executive Directors.

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and removal of the external auditors, review the financial statements, oversee and provide advice in respect of the financial reporting system, oversee the internal control procedures and perform the corporate governance duties of the Company.

The Audit Committee is responsible for performing the following corporate governance duties:

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to Directors;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;

董事委員會

董事會設有3個董事委員會，即審核委員會、薪酬委員會及提名委員會（統稱「董事委員會」），監督本公司特定的具體事務。

董事委員會獲提供履行職責的充足資源，並可在適當情況下提出合理要求後徵詢獨立專業意見，費用由本公司承擔。

審核委員會

董事會於2011年3月26日根據上市規則設立審核委員會，並書面訂明其職權範圍。目前，審核委員會主席為潘飛先生，另有2名成員余梓山先生及趙玉彪博士，全部為獨立非執行董事。

審核委員會的主要職責為就委任及罷免外聘核數師向董事會提出建議、審閱財務報表、監督財務申報系統並提供建議、監督本公司內部監控程序及履行企業管治職責。

審核委員會負責執行下列的企業管治職能：

1. 制定及審閱本公司的企業管治政策及常規以及向董事作出推薦意見；
2. 審閱及監察董事及高級管理人員的培訓及持續專業發展；
3. 審閱及監察本公司的政策及常規以符合法定及監管規定；

Corporate Governance Report (Continued)

企業管治報告(續)

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|--|---|
| <p>4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and</p> <p>5. to review the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).</p> | <p>4. 制定、審閱及監察僱員及董事所適用的行為守則及合規手冊(如有);及</p> <p>5. 審閱本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)的情況。</p> |
|--|---|

During the year ended 31 December 2019, the Audit Committee convened three meetings:

截至2019年12月31日止年度，審核委員會召開過3次會議：

Name of Directors	董事姓名	Meeting attendance/ number of meetings 會議出席/ 會議次數	Attendance rate (%) 出席率 (%)
Mr. Pan Fei (<i>Chairman</i>) (<i>appointed on 20 March 2020</i>)	潘飛先生(主席) (於2020年3月20日獲委任)	N/A 不適用	N/A 不適用
Mr. Yu Tze Shan Hailson	余梓山先生	3/3	100%
Mr. Patrick Sun (<i>resigned on 31 December 2019</i>)	辛定華先生 (於2019年12月31日辭任)	3/3	100%
Dr. Yan Hong (<i>resigned on 20 March 2020</i>)	嚴弘博士 (於2020年3月20日辭任)	2/3	66.67%
Dr. Zhao Yubiao (<i>appointed on 20 March 2020</i>)	趙玉彪博士 (於2020年3月20日獲委任)	N/A 不適用	N/A 不適用

During the Year under Review, the Audit Committee together with the management of the Company reviewed the Code, the accounting principles and practices adopted by the Group and discussed the Group's internal control, risk management and financial reporting matters, including a review of the annual results for the year ended 31 December 2018 and the interim results for the six months ended 30 June 2019, with recommendation to the Board for approval. The Audit Committee has also recommended to the Board that, subject to shareholders' approval at the forthcoming annual general meeting, Crowe (HK) CPA Limited be re-appointed as the external auditor of the Company.

於回顧年內，審核委員會與本公司管理層已審閱本集團所採納的守則、會計原則及慣例，並就本集團的內部監控、風險管理及財務報告事宜(包括審閱截至2018年12月31日止年度的年度業績及截至2019年6月30日止六個月的中期業績)進行討論，並建議董事會批准。審核委員會亦向董事會建議，待股東於應屆股東週年大會上批准後，重新委任國富浩華(香港)會計師事務所有限公司為本公司外聘核數師。

Corporate Governance Report (Continued)

企業管治報告(續)

REMUNERATION COMMITTEE

The Board established the Remuneration Committee on 26 March 2011, with written terms of reference in compliance with the Listing Rules. Currently, Mr. Yu Tze Shan Hailson, an independent non-executive Director, is the chairman of the Remuneration Committee. Dr. Zhao Yubiao, an independent non-executive Director, and Mr. Ng Tit, an executive Director, are the other two members of the Remuneration Committee.

The primary functions of the Remuneration Committee are to evaluate the performance and make recommendations on the remuneration package of Directors and senior management, as well as the retirement scheme and the performance assessment system and bonus and commission policies of the Company.

The remuneration of Directors is based on their skills, knowledge, performance of the Company, industry benchmarks and prevailing market conditions. No Director or senior management will be involved in any discussion in connection with his or her own remuneration. The Remuneration Committee may also consult with the chairman on its proposals relating to the remuneration of other executives and Directors and has access to professional advice if required. The main objective of the remuneration policy is to ensure that the Company is able to attract, retain and motivate a high caliber team which is essential to the success of the Company.

薪酬委員會

董事會於2011年3月26日根據上市規則設立薪酬委員會，並書面訂明其職權範圍。目前，薪酬委員會主席為獨立非執行董事余梓山先生，另有2名成員，即獨立非執行董事趙玉彪博士及執行董事吳鐵先生。

薪酬委員會的主要職責為評估董事及高級管理層的表現，並就彼等的薪酬待遇提出建議、評估本公司退休計劃、表現評估制度、紅利及佣金政策並提出建議。

董事酬金乃按各董事的技能、知識水平、本公司的表現、同業薪酬水平及當前市況而釐定。董事或高級管理層不會參與有關其本身酬金的任何討論。薪酬委員會亦可向主席諮詢有關其他執行人員及董事酬金的建議，並於必要時徵詢專業意見。薪酬政策的主要目標為確保本公司能夠吸引、留任及激勵高質素工作團隊，對本公司的成功至關重要。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2019, the Remuneration Committee convened three meetings:

截至2019年12月31日止年度，薪酬委員會召開過3次會議：

Name of Directors	董事姓名	Meeting attendance/ number of meetings 會議出席/ 會議次數	Attendance rate (%) 出席率(%)
Mr. Yu Tze Shan Hailson (Chairman)	余梓山先生(主席)	3/3	100%
Mr. Patrick Sun (resigned on 31 December 2019)	辛定華先生 (於2019年12月31日辭任)	3/3	100%
Mr. Ng Tit	吳鐵先生	3/3	100%
Dr. Zhao Yubiao (appointed on 31 December 2019)	趙玉彪博士 (於2019年12月31日獲委任)	N/A 不適用	N/A 不適用

During the Year under Review, the Remuneration Committee has reviewed the remuneration policy and structure of the executive Directors and senior management of the Company, and offered advice on the same to the Board.

於回顧年內，薪酬委員會已審議本公司執行董事及高級管理人員的薪酬政策及架構，並向董事會提出有關建議。

Pursuant to code provision B.1.5 of the Code, the remuneration by band of the senior management for the year ended 31 December 2019 are set out below:

根據守則之守則條文第B.1.5條，截至2019年12月31日止年度，按薪酬範圍之高級管理人員載列如下：

Remuneration band (RMB) 薪酬範圍(人民幣)	Number of individuals 人數
0 – 1,000,000	3
1,000,001 – 2,000,000	2
2,000,001 – 3,000,000	0
3,000,001 – 4,000,000	1
4,000,001 – 5,000,000	0
5,000,001 above 以上	0

Corporate Governance Report (Continued)

企業管治報告(續)

NOMINATION COMMITTEE

The Board established the Nomination Committee on 26 March 2011, with written terms of reference in compliance with the Listing Rules. Currently, it is chaired by Mr. Ng Tit, an executive Director, and comprises two other members, namely Dr. Zhao Yubiao and Mr. Yu Tze Shan Hailson, both of whom are independent non-executive Directors.

The primary functions of the Nomination Committee is to make recommendations to the Board regarding candidates to fill vacancies on the Board.

The duties of the Nomination Committee also include reviewing the structure, number and composition of the Board; submitting proposals to the Board on the appointment of the chief executive officer and director; reviewing the independence of the independent non-executive Directors and submitting proposals to the Board. The authority and duties of the Nomination Committee are clearly set out in its terms of reference.

During the year ended 31 December 2019, the Nomination Committee convened three meeting:

提名委員會

董事會於2011年3月26日根據上市規則設立提名委員會，並書面訂明其職權範圍。目前，提名委員會主席為執行董事吳鐵先生，另有2名成員，即均為獨立非執行董事的趙玉彪博士及余梓山先生。

提名委員會的主要職責為就提名候選人填補本公司董事會職位空缺向董事會作出推薦建議。

提名委員會的職責亦包括審閱董事會的架構、人數及組成；就委任行政總裁及董事向董事會提出建議；檢討獨立非執行董事的獨立性以及向董事會提交建議。提名委員會的職權範圍已清楚載列其權限及職責。

截至2019年12月31日止年度，提名委員會召開過3次會議：

Name of Directors	董事姓名	Meeting attendance/ number of meetings 會議出席/ 會議次數	Attendance rate (%) 出席率 (%)
Mr. Ng Tit (Chairman)	吳鐵先生(主席)	3/3	100%
Mr. Patrick Sun (resigned on 31 December 2019)	辛定華先生 (於2019年12月31日辭任)	3/3	100%
Mr. Yu Tze Shan Hailson	余梓山先生	3/3	100%
Dr. Zhao Yubiao (appointed on 31 December 2019)	趙玉彪博士 (於2019年12月31日獲委任)	N/A 不適用	N/A 不適用

Corporate Governance Report (Continued)

企業管治報告(續)

During the Year under Review, the Nomination Committee has reviewed the structure, size and diversity (including the skills, knowledge, experience, gender, cultural and educational background) of the Board, considered the proposed appointment of director, conducted performance evaluations to assess whether the non-executive Directors have spent enough time in fulfilling their duties, assessed the independence of independent non-executive Directors, and kept under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace.

A "Nomination Policy" for Directors was formally adopted and the nomination procedures, process and criteria to select and recommend candidates for directorship was set out in the Nomination Committee's terms of reference. The Nomination Policy applies to the directors of the Company and where applicable, senior management prepared for Board positions under the succession planning of the Company.

The Nomination Policy aims to (i) set out the criteria and process in the nomination and appointment of directors of the Company; (ii) ensure that the Board of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and (iii) ensure the Board continuity and appropriate leadership at board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;

於回顧年內，提名委員會已檢討董事會架構、規模及多元化(包括技術、知識、經驗、性別、文化及教育背景)，考慮擬委任董事事宜，開展表現評估以評估非執行董事是否投入足夠時間履行彼等的職責，評估獨立非執行董事的獨立性，審閱公司的領導(執行及非執行)需求，確保公司在市場上具備可持續有效競爭力。

董事「提名政策」已獲正式採納，而甄選及建議董事人選之提名程序、過程及準則均載於提名委員會的職權範圍內。提名政策適用於本公司的董事及(在適用情況下)按本公司的繼任計劃預備擔任董事職務的高級管理層。

提名政策旨在：(i)載列本公司提名及委任董事的準則及程序；(ii)確保本公司的董事會成員具備切合本公司業務所需的技能、經驗及多元觀點；及(iii)確保本公司的董事會的持續性及維持其領導角色。

於評核及挑選任何董事人選時，應考慮以下條件：

- 性格及誠信；
- 包括專業資格、技能、知識及經驗在內的資格，以及根據董事會多元化政策與本公司業務及公司策略有關的多元化範疇；

Corporate Governance Report (Continued)

企業管治報告(續)

- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.
- 為達致董事會多元化採納的任何可計量目標；
- 根據上市規則董事會成員須包括獨立非執行董事的規定，以及參照上市規則所載的獨立性指引，候選人是否被視為獨立；
- 候選人在資格、技能、經驗、獨立性及性別多元化方面可對董事會作出的任何潛在貢獻；
- 投放充份時間履行董事會及／或本公司董事委員會成員的職務的意向及能力；及
- 就本公司的業務及繼任計劃而言屬適當的其他觀點；以及(如適用)董事會及／或提名委員會不時就董事提名及繼任計劃可能採納及／或修訂的其他觀點。

NOMINATION PROCESS

Appointment of New Director

- i. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- ii. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

提名程序

委任新董事

- i. 提名委員會及／或董事會可從不同渠道物色董事人選，包括但不限於內部提升、調任、其他管理層成員引介及外界招聘代理等。
- ii. 提名委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。

Corporate Governance Report (Continued)

企業管治報告(續)

- iii. If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- iv. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- v. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

Re-election of Director at General Meeting

- i. The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- ii. The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- iii. The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

- iii. 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列他們的優先次序。
- iv. 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議(如適用)。
- v. 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。

在適用情況下，提名委員會及／或董事會可就於股東大會上選舉董事的提案向股東提出建議。

於股東大會上重選董事

- i. 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- ii. 提名委員會及／或董事會亦應檢討及確定重選的退任董事是否仍然符合上述準則。
- iii. 提名委員會及／或董事會應就於股東大會上重選退任董事的提案向股東提出建議。

若董事會擬於股東大會上提呈決議案選舉或重選某位人士為董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，將會按上市規則及／或相關適用法律及規則要求載列候選人的有關資料。

Corporate Governance Report (Continued)

企業管治報告(續)

ACCOUNTABILITY

The Directors acknowledge their responsibility to present a balanced, clear and understandable set of consolidated financial statements in each of the annual and interim reports. Save as disclosed in the independent auditor's report under the heading "Material Uncertainty Related to Going Concern", the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern as at 31 December 2019. Please refer to note 2(b) of the audited consolidated financial statements for details.

The Directors are of the view that the Group and the Company will be able to continue as going concern and that the financial statements have been prepared on that basis.

INTERNAL AUDIT

The Internal Audit ("IA") of the Group is designed to help the Group protect its assets and information. The presence of IA empowers the Group to implement best business practices in challenging business environments. The Group's IA covers a number of in-house procedures and policies including, among others, the relevant financial, operational and compliance controls and risk management procedures. IA carries out systematic independent reviews of all business units and subsidiaries in the Group on an ongoing basis. The frequency of review of individual business unit or subsidiary is determined after an assessment of the risks involved. The Audit Committee endorses the internal audit plan annually. IA has unrestricted access to all parts of the business, and direct access to any level of management including the chairman, or the chairman of the Audit Committee, as it considers necessary. The audit result is discussed and agreed with the management of the Group subsequent to each review. A summary of major audit findings together with the actions to be taken by the Group's management for rectifying the control weaknesses is also submitted to the Audit Committee. The implementation of the remedial actions will then be followed up and the implementation progress will be reported to the Audit Committee each time it meets.

問責

董事知悉彼等有責任於各年報及中期報告中提供一套客觀持平、清晰及易於明白的綜合財務報表。除獨立核數師報告「有關持續經營的重大不確定性」一節所披露者外，董事並不知悉任何有關可能對本集團於2019年12月31日的持續經營能力構成重大疑問的事件或情況的重大不明朗因素。詳情請參閱經審核綜合財務報表附註2(b)。

董事認為，本集團及本公司將可持續經營，並已按該基準編製財務報表。

內部審核

本集團的內部審核(「內部審核」)旨在幫助本集團保護其資產及資料。內部審核可令本集團在充滿挑戰的營商環境中實踐最佳的營商措施。本集團的內部審核涵蓋多個內部程序及政策(包括(其中包括)相關財務、營運及合規控制，以及風險管理程序)。內部審核對本集團內所有營業單位及附屬公司進行有系統地持續獨立檢討。對個別營業單位或附屬公司檢討的頻率則在評估所涉及的風險後釐定。審核委員會每年批核內部審核計劃。內部審核可在不受限制的情況下審查業務運作的每個環節，且可在需要時直接聯絡各階層管理人員，包括主席或審核委員會主席。本集團管理層會就每次審閱後的審核結果進行討論並達成共識。主要審核結果的概要，連同本集團管理層就改善控制不足採取的行動將一併提交審核委員會。其後將實施有關補救行動，並於每次會議上向審核委員會報告實施進展。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of risk management and internal control and reviewing its effectiveness. The risk management and internal control system is designed to facilitate the effectiveness and efficiency of operations, safeguard assets against unauthorized use and disposition, ensure the maintenance of proper accounting records and the truth and fairness of the financial statements, and ensure compliance with relevant legislation and regulations. It provides reasonable, but not absolute, assurance against material misstatement or loss and management rather than elimination of risks associated with its business activities. During the year 2019, the Board, through the Audit Committee, reviewed the effectiveness of the Group's risk management and internal control system covering all material controls and risk management functions. The review is conducted annually in accordance with the requirement of the Code. In accordance with the Code requirements, the Audit Committee also reviewed and was satisfied with the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget for the year ended 31 December 2019. In addition, IA conducts regular and independent reviews of the effectiveness of the Group's risk management and internal control system. The Audit Committee reviews the findings and opinion of IA on the effectiveness of the Group's risk management and internal control system and reports to the Board on such reviews. To ensure the highest standard of integrity in our businesses, the Group has adopted a "Code of Conduct" defining the ethical standards expected of all employees. Training courses on the "Code of Conduct" are held regularly for all employees.

The Board is not aware of any significant internal control weaknesses nor significant breach of limits or risk management policies.

風險管理及內部控制

董事會有責任維持一個適當的風險管理及內部控制系統，並檢討其運作效果。風險管理及內部控制系統旨在促進營運的效用及效率、保障資產免受未經授權使用及處置、確保存置適當的會計記錄及財務報表的真實公平，以及確保遵守有關法例及法規。它會就是否存在重大錯誤陳述或損失作出合理但非絕對的確定，並會管理而非消除與其業務活動有關的風險。董事會於2019年內通過審核委員會對本集團風險管理及內部控制系統的成效進行檢討，涵蓋所有重要的控制及風險管理職能。該檢討乃根據守則的規定於每年進行。根據守則規定，審核委員會已檢討有關本集團於截至2019年12月31日止年度的會計及財務申報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否充足，並對結果表示滿意。此外，內部審核對本集團風險管理及內部控制系統的運作成效進行定期及獨立檢討，而審核委員會則審閱內部審核對本集團風險管理及內部控制系統成效的檢討結果及意見，並向董事會報告。本集團已訂立「操守準則」為所有僱員界定道德標準，以確保業務上奉行最高的操守標準，並定期向所有僱員提供「操守準則」的培訓課程。

董事會並不知悉有任何重大內部控制漏洞，亦無嚴重違反限制或風險管理政策。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK FACTORS

The Group's businesses, financial conditions, results of operations or growth prospects may be affected by risks and uncertainties directly or indirectly pertaining to the Group's businesses. The risk factors set out below are those that could result in the Group's businesses, financial conditions, results of operations or growth prospects differing materially from expected or historical results. Such factors are by no means exhaustive or comprehensive, and there may be other risks in addition to those shown 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. In addition, this Annual Report does not constitute a recommendation or advice to invest in the shares of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the shares of the Company.

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 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.
- 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負責人；
 - 董事會作為信息披露負責人；及
 - 投資者關係部負責信息披露管理，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。

風險因素

本集團的業務、財務狀況、營運業績或發展前景均可能會受到與本集團業務直接或間接有關的風險及不明朗因素所影響。下列風險因素可能會導致本集團的業務、財務狀況、營運業績或發展前景與預期或以往的業績出現重大差異。此等因素並不全面或所有因素未能詳錄，且除下列風險外，亦可能存在其他本集團未知的風險，或目前未必屬於重大但日後可能變成重大的風險。此外，本年報並不構成提供投資於本公司股份之建議或意見，投資者於投資本公司股份前，應自行作出判斷或諮詢其投資顧問。

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：

Corporate Governance Report (Continued)

企業管治報告(續)

Economic Environment and Conditions

Substantially all of our operations are located in China, and substantially all of our sales are made in China. Accordingly, our business, financial condition, results of operations and prospects are affected significantly by economic, political and legal developments in China.

Adverse changes in political, economic and other policies of the Chinese government could have a material adverse effect on the overall economic growth of China, which could reduce the demand for our products and could otherwise materially and adversely affect our business, operations or competitive position.

Product Concentration

We are largely dependent on sales of our four core products, Miacalcic, Shusi, Xi Di Ke and Zhuo'ao. If we are unable to maintain the sales volumes, pricing levels and profit margins of these core products, our revenue and profitability could be adversely affected.

Market Environment

We operate in a highly competitive environment and we may not be able to compete effectively against current and future competitors. Our inability to compete effectively could result in decrease of sales, reduction of price and loss of market share, any of which could have a material adverse effect on our results of operations and profit margins.

經濟環境及狀況

我們絕大部分業務均在中國經營，且我們絕大部分銷售均在中國進行。因此，我們的業務、財務狀況、經營業績及前景可能受到中國經濟、政治及法律發展的重大影響。

中國政府在政治、經濟及其他方面所採取的政策如有不利變動，或會對中國的整體經濟增長產生重大不利影響，而這可能會降低我們的產品需求，從而對我們的業務、營運或競爭地位造成重大不利影響。

產品集中度

我們在很大程度上依賴四款核心產品的銷售：密蓋息、舒思、喜滴克及卓澳。倘我們無法保持該等核心產品的銷量、定價水平及利潤率，我們的收益及盈利能力可能會受到不利影響。

市場環境

我們經營所在環境競爭激烈。我們未必能夠與現有及未來的競爭對手有效競爭。我們未能有效競爭或會導致銷售額減少、價格下降及市場份額流失，任何一項均可能對我們的經營業績及利潤率造成重大不利影響。

Corporate Governance Report (Continued)

企業管治報告(續)

Provincial Tendering

In each province where we market our products, we are required to participate in a government-sponsored competitive bidding process every year or every few years. During the provincial tendering process, we and our competitors submit pricing and other product information to local pricing bureaus for selection, which is based on the bid price, clinical effectiveness and quality of each product and the reputation of the bidder. For each product category, a local pricing bureau will permit a limited number of products for sale in the relevant province or local district.

We may fail to win bids in a provincial tendering process due to various factors, including reduced demand for the relevant product, uncompetitive bidding price or local protectionism. We may also win bids at low prices that will limit our profit margins. There can be no assurance that our bids will enable us to win the tendering process and maintain our market share without compromising our profitability. In addition, we may lose in the tendering process because the relevant product is perceived to be less clinically effective than competing products or our services or other aspects of our operations are perceived to be less competitive.

New Product

Our long-term competitiveness depends on our ability to enhance our existing products and to develop and commercialize new pharmaceutical products through our research and development activities. The development process of pharmaceutical products in general, is time-consuming and costly, and there can be no assurance that our research and development activities will enable us to successfully develop new pharmaceutical products.

省級招標

在我們營銷我們產品的各個省份，我們須每年參與或每隔幾年參與政府主導的競標程序。在省級招標程序中，我們及我們的競爭對手向地方物價局提交定價及其他產品資料。挑選乃以投標價、臨床效果及各產品的質量以及投標者的聲譽為準則。對於各產品類別，地方物價局將准許有限數量的產品在相關省份或本區銷售。

我們或會由於多種因素而未能在省級招標程序中中標，包括相關產品的需求下降、競標價缺乏競爭力或地方保護主義。我們亦可能以限制我們利潤率的低價中標。無法保證投標能使我們於招標程序中中標及在無損盈利能力的情況下維持我們的市場份額。此外，我們可能因為相關產品的臨床效果被認為不及競爭產品、或我們的服務或經營的其他方面被認為缺乏競爭力而在招標程序中落敗。

新產品

我們的長期競爭力取決於我們透過我們的研發活動提升我們現有產品及開發及商業化新藥品的能力。藥品的開發流程整體上耗時且成本高昂，無法保證我們的研究及開發活動將使我們能成功開發新藥品。

Corporate Governance Report (Continued)

企業管治報告(續)

INDEPENDENT AUDITORS' REMUNERATION

During the year ended 31 December 2019, the remunerations paid or payable to the Group's auditors, Crowe (HK) CPA Limited, in respect of their audit and non-audit services are as follows:

獨立核數師薪酬

截至2019年12月31日止年度，有關審核及非審核服務的已付或應付予本集團核數師國富浩華(香港)會計師事務所有限公司的薪酬如下：

		For the year ended 31 December 2019 截至2019年 12月31日止年度 RMB'000 人民幣千元
Audit services	審核服務	1,478
Non-audit services (mainly for tax services)	非審核服務(主要為稅務服務)	18

COMMUNICATION WITH SHAREHOLDERS

The Company believes that the annual general meeting is one of the principal channels of communication with its shareholders. It provides an opportunity for shareholders to ask questions about the Group's performance. Separate resolutions are proposed for each substantially separate issue at the annual general meeting. In accordance with the Listing Rules, voting by poll is mandatory at all general meetings except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedure or administrative matter to be voted on by a show of hands. The poll results are posted on the websites of the Stock Exchange and the Company respectively on the same day of the general meeting.

與股東溝通

本公司認為，股東週年大會是與其股東溝通的主要渠道之一。股東可藉此機會就本集團的表現提問。於股東週年大會上，個別決議案因應個別重要問題而提出。根據上市規則，除主席本着真誠原則容許純粹與程序或行政事宜有關的決議案以舉手方式表決外，所有股東大會必須以投票方式表決。投票結果於股東大會當日分別登載於聯交所及本公司網站。

Corporate Governance Report (Continued)

企業管治報告(續)

During the Year under Review, an annual general meeting of the Company was held on 14 June 2019 and the attendance record of the Directors is set out below:

於回顧年內，本公司股東週年大會於2019年6月14日舉行，董事的出席記錄載列如下：

		Meeting attendance/ number of meetings 會議出席/ 會議次數
Executive Directors	執行董事	
Mr. Ng Tit	吳鐵先生	1/1
Ms. Chin Yu	錢余女士	1/1
Mr. Wu Weizhong (Note 1)	吳為忠先生(附註1)	0/1
Mr. Wang Fei (resigned on 29 November 2019)	王飛先生(於2019年11月29日辭任)	1/1
Non-executive Directors	非執行董事	
Dr. Qian Wei (Note 1)	錢唯博士(附註1)	0/1
Ms. Lou Jianying (Note 1) (resigned on 29 November 2019)	婁健穎女士(附註1) (於2019年11月29日辭任)	0/1
Independent Non-executive Directors	獨立非執行董事	
Mr. Patrick Sun (resigned on 31 December 2019)	辛定華先生 (於2019年12月31日辭任)	1/1
Mr. Yu Tze Shan Hailson	余梓山先生	1/1
Dr. Yan Hong (resigned on 20 March 2020)	嚴弘博士(於2020年3月20日辭任)	0/1
Dr. Zhao Yubiao (appointed on 31 December 2019)	趙玉彪博士 (於2019年12月31日獲委任)	N/A 不適用
Mr. Pan Fei (appointed on 20 March 2020)	潘飛先生 (於2020年3月20日獲委任)	N/A 不適用

Note:

1. Due to other business commitments, Mr. Wu Weizhong, Dr. Qian Wei, Ms. Lou Jianying and Dr. Yan Hong, were unable to attend the annual general meeting of the Company held on 14 June 2019.

附註：

1. 由於其他事務，吳為忠先生、錢唯博士、婁健穎女士及嚴弘博士無法出席本公司於2019年6月14日舉行之股東週年大會。

FAIR DISCLOSURE

The Company uses its best endeavors to distribute material information about the Group to all interested parties as timely as possible. Information about the Group can be found on the Company's website including descriptions of each business and the interim and annual reports of the Company.

公平披露

本公司致力向所有希望獲得本集團資料之人士適時地發放有關重要資料。有關本集團的資料(包括本公司每項業務的內容、中期報告及年報)均可於本公司網站尋獲。

Corporate Governance Report (Continued)

企業管治報告(續)

FINANCIAL REPORTING

The Directors of the Company acknowledge their responsibility for preparing the financial statements which give a true and fair view of the Group's affairs and of its results and cash flows for the year 2019 in accordance with Hong Kong Financial Reporting Standards, the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Listing Rules. The Directors of the Company endeavor to ensure a balanced, clear and understandable assessment of the Group's performance, position and prospects in financial reporting. Accordingly, appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable. The adoption of new or amended accounting standards that became effective during the year has not had a significant impact on the Group's results of operations and financial position except for those disclosed in note 2(c) to the financial statements on pages 176 to 181 of this report. The responsibilities of the external auditors with respect to the audit of financial statements are set out in the Independent Auditor's Report on pages 144 to 160 of this report.

The Directors confirm that, save as disclosed in the Independent Auditor's Report of this report, to the best of their knowledge, information and belief, having made all reasonable enquiries, saved as disclosed in the independent auditor's report under the heading "Material Uncertainty Related to Going Concern", they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

COMPANY SECRETARY

Ms. Lai Siu Kuen was appointed as the Company Secretary of the Company with effect from 22 June 2018. Ms. Lai is a director of the listing corporate services department of Trident Corporate Services (Asia) Limited. Ms. Lai has assisted on the company secretarial matters of the Company and she has closely communicated with the director of Investor Relations Department of the Company, during the year ended 31 December 2019.

財務報告

本公司董事明白本身有責任根據《香港財務報告準則》、香港《公司條例》披露規定及上市規則適用的披露條款，編製能夠真實且公平反映2019年本集團事務、業績及現金流量的財務報表。本公司董事致力確保在財務報告中對本集團的業績、狀況及前景作出平衡、清晰及易於理解的評估。因此，本公司選擇合適的會計政策並貫徹採用，所作判斷及估計均屬審慎及合理。本集團採用於年內生效的最新或經修訂會計準則，對本集團的經營業績及財務狀況並無重大影響，惟本報告第176頁至181頁財務報表附註2(c)所披露者除外。外部核數師有關財務報表審核的責任載於本報告第144頁至160頁的獨立核數師報告。

董事確認，除本報告之獨立核數師報告內所披露者外，據彼等作出一切合理查詢後所知、所悉及所信，除獨立核數師報告「有關持續經營的重大不確定性」一節所披露者外，彼等並不知悉任何有關可能對本公司持續經營構成重大質疑的事件或狀況的重大不明朗因素。

公司秘書

黎少娟女士獲委任為本公司之公司秘書，自2018年6月22日起生效。黎女士為恆泰商業服務有限公司上市企業服務部董事。於截至2019年12月31日止年度，黎女士協助本公司處理公司秘書事務，與本公司投資者關係部董事緊密聯繫。

Corporate Governance Report (Continued)

企業管治報告(續)

In compliance with Rule 3.29 of the Listing Rules, Ms. Lai, has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2019.

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's memorandum and articles of association during the year.

DIVIDEND POLICY

On 24 January 2019, the Board has approved and adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements, future business growth and its shareholding value subject to the applicable laws and the articles of association of the Company.

SHAREHOLDERS' RIGHTS

Convening Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to the articles of association of the Company, general meetings shall be convened on the written requisition of any one or more members of the Company to the Directors or secretary of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) themselves may convene the general meeting 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 them by the Company.

遵照上市規則第3.29條，黎女士於截至2019年12月31日止年度已接受不少於十五小時的相關專業培訓。

憲法文件

年內本公司組織章程大綱及細則沒有變更。

股息政策

於2019年1月24日，董事會已批准及採納股息政策，該政策為在建議或宣派股息時，在適用法律及本公司組織章程細則之規限下，本公司應維持足夠現金儲備，以應付其營運資金需求、未來業務增長以及其股權價值。

股東的權利

召開股東特別大會及於股東大會上提呈建議

根據本公司組織章程細則，本公司任何一名或以上股東向本公司於香港的主要營業地點（或倘本公司不再擁有有關主要辦事處，則向註冊辦事處）遞交書面請求書（訂明大會的目的及由申請人簽署）致董事或本公司之公司秘書後，股東大會須予以召開，惟有關申請人於遞交請求書日期須持有本公司附帶本公司股東大會投票權的繳足股本不少於十分之一。股東大會須於遞交有關請求書兩個月內舉行。倘董事會並無於遞交請求書日期起21日內正式召開大會，則請求人本身可以相同方式召開股東大會，而請求人因董事會未能召開股東大會而產生的所有合理費用將由本公司償付予彼等。

Corporate Governance Report (Continued)

企業管治報告(續)

If a member, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating member) to stand for election as a Director, he or she should lodge at the principal place of business of the Company in Hong Kong or at the registered office of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his or her willingness to be so elected and including such person's biographical details and written consent to the publication of his/her personal data. The minimum length of period, during which such notice(s) are given, shall be at least seven days and that (if the notice(s) are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior the date of such general meeting.

ENQUIRIES TO THE BOARD

Enquiries may be put to the Board through the Company's principal place of business in Hong Kong at 28th Floor, The Wellington, 198 Wellington Street, Sheung Wan, Hong Kong (Email: ir@ntpharma.com).

倘有權出席有關股東大會並於會上投票的股東欲提名一名人士(並非該發起提名的股東)競選董事,則彼須向本公司香港主要營業地點或註冊辦事處呈交書面通知,當中表明提名一名人士參選董事的意向,另外亦須由該名人士提交書面通告,表明願意參選,連同該名人士個人履歷以及同意刊登其個人資料之書面同意書。該等通告的最短通告期限為至少7日,倘該等通告於寄發有關選舉的股東大會通告後呈交,則遞交該等通告的期間由寄發有關選舉的股東大會通告翌日起計,至不遲於該股東大會舉行日期前7日止。

向董事會作出查詢

股東可透過本公司於香港的主要營業地點(地址為香港上環威靈頓街198號威靈頓大廈28樓向董事會(電郵:ir@ntpharma.com)作出查詢。

Environmental, Social and Governance Report

環境、社會及管治報告

INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

This Environmental, Social and Governance Report (the “ESG Report”) summarizes China NT Pharma Group Company Limited (the “Company”, together with its subsidiaries, “the Group”, “we” or “NT Pharma”) environmental, social and governance (“ESG”) initiatives, plans and performance, and demonstrates its commitment to sustainable development.

Corporate Principle

NT Pharma is a technology-based pharmaceutical company integrated with research and development (“R&D”), manufacturing and sales of its own products. With its products covering therapeutic areas including central nervous system (“CNS”), osteology, oncology and hematology. NT Pharma owns two new National Class 1 drugs, one well-known international innovative brand-name drug and a number of generic drugs. The Group conducts its manufacturing through three subsidiaries, namely Suzhou First Pharmaceutical Co., Ltd. (“Suzhou First”), Jiangsu NT Biopharma Co., Ltd. (“Jiangsu Biopharma”) and NT Pharma (Changsha) Co., Ltd. (“Changsha Pharma”). The Group owns several sales and distribution companies with around 1,000 sales professionals and R&D specialists. It also has an extensive sales network in the People’s Republic of China (“China” or “PRC”), covering nearly 10,000 hospitals.

序言和環境、社會及管治（「環境、社會及管治」）方針

本環境、社會及管治報告（「本報告」）總結中國泰凌醫藥集團有限公司（「本公司」，連同其附屬公司，合稱「本集團」、「我們」或「泰凌醫藥」）在環境、社會及管治上的倡議、計劃及績效，並展示其在可持續發展方面的承諾。

企業理念

泰凌醫藥是一間集研究與開發（「研發」）、生產、銷售自有品牌藥品為一體化的科技製藥公司，藥品覆蓋中樞神經系統（「中樞神經系統」）、骨科、腫瘤及血液等治療領域。泰凌醫藥擁有兩個國家一類新藥、一個國際知名原研品牌藥及多個自有仿製藥；本集團透過擁有三間附屬公司蘇州第壹製藥有限公司（「蘇州第壹」）、泰凌生物製藥江蘇有限公司（「江蘇生物製藥」）及泰凌醫藥（長沙）有限公司（「長沙醫藥」）進行藥品生產；本集團擁有多家銷售及分銷公司，以及近千人的銷售及研發專業人員；其銷售網絡遍佈全中華人民共和國（「中國」），並覆蓋近萬家醫院。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In the future, the Group will continue to adjust and strengthen its strategies, such as strengthen its innovation capability and actively conduct R&D of innovative drugs for driving the Group's profit growth. The Group would be fully developing the market potential of brand drugs and generic drugs, achieving the economies of scale and boosting sales performance of various drugs. In the meantime, the Group will continue to proactively identify opportunities to acquire quality products to enrich its product portfolio, focusing on three therapeutic areas including psychiatry, orthopedics and hematology and oncology; speed up its external development through vertical strategic acquisition, so as to attain synergistic effect through integration with its existing products and gather the momentum for sustainable development of the Group.

ESG GOVERNANCE STRUCTURE

The Group has established the ESG Taskforce (the "Taskforce"). The Taskforce comprises core members from different departments and is responsible for collecting relevant information on the Group's ESG aspects for preparing the ESG Report. The Taskforce reports to the Board of Directors, assists in identifying and evaluating the Group's ESG risks and the effectiveness of the internal control mechanisms. The Taskforce also examines and evaluates the Group's performances in different aspects such as the environment, health and safety, labour standards and product responsibilities in the ESG aspects. The Board sets up a general direction for the Group's ESG strategies, ensuring the effectiveness in the control of ESG risks and internal control mechanisms.

REPORTING PERIOD

The ESG Report covers the Group's overall ESG policies and related information during the reporting period from 1 January 2019 to 31 December 2019.

未來，本集團將繼續調整及加強戰略：增強自主創新能力，積極推出創新藥，帶動盈利增長。本集團充分挖掘原品牌藥和仿製藥的市場潛力，快速上量，為本集團帶來規模效益。同時，本集團將繼續積極物色機會收購優質產品，聚焦精神科、骨科、血液及腫瘤科三大治療領域，通過縱向戰略併購加快外延式發展，與本集團現有產品實現協同效應，以豐富產品組合，引領本集團持續發展。

環境、社會及管治結構

本集團已設立環境、社會及管治工作小組（簡稱「工作小組」）。工作小組由本集團不同部門的核心成員組成，負責搜集本集團在環境、社會及管治方面的相關數據及資料以編製環境、社會及管治報告。工作小組會定期向董事會匯報，協助辨識和評估本集團的環境、社會及管治風險以及評估本集團環境、社會及管治內部控制機制的有效性。工作小組亦會檢查和評估本集團在環境、社會及管治範疇內環境、安全生產、勞工標準、產品責任等不同方面的表現。董事會則會設定集團環境、社會及管治戰略上的大方向，確保環境、社會及管治風險控制及內部控制機制的有效性。

報告期間

本報告涵蓋本集團由2019年1月1日至2019年12月31日的整體環境、社會及管治政策及相關資料。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

SCOPE OF REPORTING

The ESG Report mainly focuses on Hong Kong and Shanghai offices and the main production base, which is Suzhou First located in Suzhou Industrial Park, China. Unless specified otherwise, the Group obtained ESG key performance indicators (“KPIs”) information through the Group’s and its subsidiaries’ operational control mechanisms. The Group will continue to expand the scope of disclosure in the future after the Group’s data collection system becomes more mature and its work on sustainable development is strengthened.

REPORTING FRAMEWORK

The ESG Report has prepared in compliance with all applicable provisions set out in the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide” or “Report Guide”) contained in Appendix 27 of the Main Board Listing Rules of The Stock Exchange of Hong Kong Limited. For the Group’s corporate governance practices, please refer to the section “Corporate Governance Report” this Annual Report.

STAKEHOLDER ENGAGEMENT

Stakeholder participation is considered as an indispensable part of the Group’s commitment to enhancing its sustainable development, so we value great importance of stakeholders and their views related to ESG issues. To fully understand and respond to different stakeholders’ concerns, the Group maintains close communication with its key stakeholders, including but not limited to investors and shareholders, government and regulatory bodies, suppliers, employees, customers, communities, non-governmental organizations (“NGOs”) and the media.

報告範圍

本報告披露的內容主要以香港及上海辦公室以及製造本集團產品之主要生產基地，即位於中國蘇州市工業園區的蘇州第壹。除了特別列明以外，我們通過本集團及附屬公司的營運控制機制取得環境、社會及管治關鍵績效指標（「關鍵績效指標」）資料。待本集團之資料收集系統更趨成熟，以及可持續發展工作深化之後，我們將於未來繼續擴大披露範圍。

報告框架

本報告依照香港聯合交易所有限公司主板上市規則附錄27環境、社會及管治報告指引（「環境、社會及管治報告指引」或「報告指引」）所編寫。有關於本集團之企業管治常規及準則，請參閱刊載於本年報中的「企業管治報告」。

持份者參與

持份者參與是本集團持續提升可持續發展表現不可或缺的一環，因此我們十分重視不同持份者及其對本集團業務及環境、社會及管治事宜的意見。為充份瞭解及回應不同持份者關注事項，我們在不同持份者與包括但不限於投資者及股東、政府和監管機構、供應商、員工、客戶、社群、非政府機構及媒體在緊密溝通。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations 期望
Investors and shareholders 投資者及股東	<ul style="list-style-type: none"> Annual general meetings 股東週年大會 Financial reports 財務報告 Announcements and circulars 公告及通函 Investor conferences 投資者會議 	<ul style="list-style-type: none"> Timely disclose the latest corporate information 及時公佈企業最新信息 Financial performance 財務業績 Corporate sustainable development 企業可持續發展
Government and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> Regular conference 定期工作會議 Regular performance report 定期匯報表現 On-site inspection 實地考察 	<ul style="list-style-type: none"> Comply with relevant laws and regulations 遵守相關法律法規 Corporate social responsibility 企業社會責任
Suppliers 供貨商	<ul style="list-style-type: none"> Supplier management conferences and events 供貨商管理會議及活動 Supplier on-site audit management system 供應商現場審計管理制度 	<ul style="list-style-type: none"> Fair competition 公平競爭 Business ethics and reputation 商業道德與信譽 Win-win cooperation 合作共贏
Employees 員工	<ul style="list-style-type: none"> Employee opinion survey 員工意見調查 Intranet 內部網路 	<ul style="list-style-type: none"> Health and safety 健康與安全 Equal opportunity 平等機會 Remuneration and benefits 薪酬與福利 Career development 職業發展

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations 期望
Customers 客戶	<ul style="list-style-type: none"> Customer satisfaction survey and feedback form 客戶滿意度調查和意見表 Customer service center 客戶服務中心 Customer service manager 客戶經理 	<ul style="list-style-type: none"> Carry out products and services responsibility 履行產品及服務責任 Protect customers' information and privacy 客戶信息及私隱保護
Communities, NGOs and the media 社群、非政府機構及媒體	<ul style="list-style-type: none"> Public and community events and partnership projects on different topics 針對不同議題的公眾及社區活動和夥伴計劃 ESG reports 環境、社會及管治報告 	<ul style="list-style-type: none"> Contribute to the society 回饋社會 Environmental protection 環境保護 Compliance operation 合規經營

The Group works closely with different stakeholders to improve the operational strategies, ESG measures and performance to create greater value for the nation and community.

本集團與不同持份者緊密合作，改善集團內的營運策略及環境、社會及管治措施及表現，為國家及社會締造更大價值。

MATERIALITY ASSESSMENT

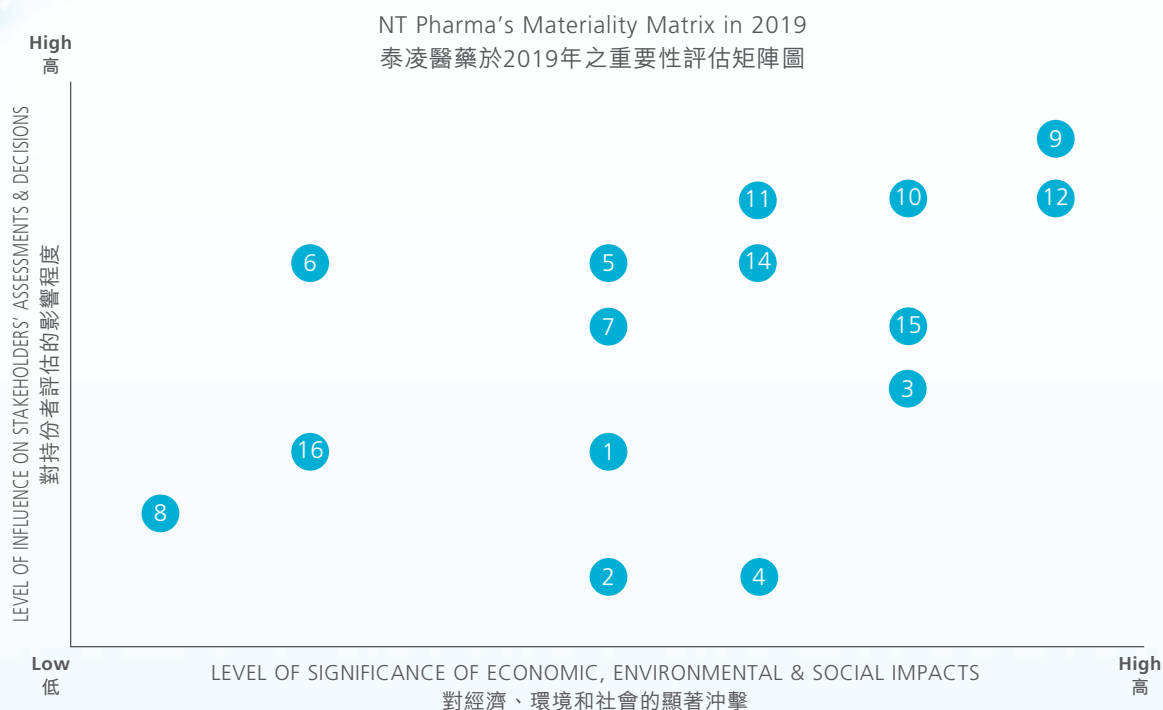
In order to better understand the views and expectations of stakeholders on the ESG performance of the Group, we have adopted a systematic method to conduct an annual assessment of key aspects, referred to the business development strategies of the Group and industry practices, and invited the stakeholders related to the Group to participate in the importance survey to rate potential major issues. We analysed the results of the importance survey into an importance matrix. The identified important issues and concerns of the stakeholders had been reviewed and discussed with the management and disclosed in this ESG Report. For the year ended 31 December 2019, the Group's materiality matrix is as follow:

重要範疇評估

為更有效瞭解持份者對本集團之環境、社會及管治表現的意見及期望，我們採用系統的方法進行年度重要範疇評估工作，參考本集團業務發展策略及行業慣例，並邀請各與本集團有關的持份者參與重要性調查，對潛在重大議題進行評級。我們將重要性調查的結果分析為重要性矩陣，已識別的重要議題及持份者關注事宜會經審閱並與管理層進行討論，並於本報告作出披露。於截至2019年12月31日止年度，本集團的重要性矩陣如下：

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)



- | | |
|---|------------------|
| ① Emissions (Gas, sewage and wastes) | ① 排放物(氣體、污水及廢棄物) |
| ② Energy Consumption | ② 能源消耗 |
| ③ Resources Consumption (Water and packaging materials) | ③ 資源消耗(水及包裝材料) |
| ④ Noise Control | ④ 噪音管理 |
| ⑤ Employment | ⑤ 僱傭 |
| ⑥ Safety Production Management | ⑥ 安全生產管理 |
| ⑦ Development and Training | ⑦ 發展及培訓 |
| ⑧ Supply Chain Management | ⑧ 供貨鏈管理 |
| ⑨ Product Quality and Safety | ⑨ 產品質量與安全 |
| ⑩ Product Labelling and Traceability | ⑩ 產品標識和可追溯性 |
| ⑪ Customer Services | ⑪ 客戶服務 |
| ⑫ Privacy Protection | ⑫ 隱私保護 |
| ⑬ Intellectual Property ("IP") Rights | ⑬ 知識產權 |
| ⑭ Anti-corruption | ⑭ 反腐倡廉 |
| ⑮ Community Investment | ⑮ 社會投資 |

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

For the year ended 31 December 2019, the Group confirmed that appropriate and effective management policies and internal control systems for ESG issues are in place and confirmed the information disclosed in the ESG Report meets the ESG Reporting Guide.

CONTACT US

We welcome stakeholders to provide their opinions and suggestions. You can provide valuable advices in respect of the ESG Report or our performances in sustainable development by contact@ntpharma.com.

A. ENVIRONMENTAL

A1. Emissions

The Group values environmental management highly, strives to protect the environment and takes the social responsibility of the Group through adopting clean production. The Group is attentive to the emission and treatment of wastewater, air pollutants and wastes (including non-hazardous waste and hazardous waste) created from its operation, various kinds of pollutants emissions follow the national and regional standards through online monitoring system, self-testing system and management approach. Over the past years, the Group's subsidiary, Suzhou First has established and implemented the ISO14001 environmental management system to strengthen its environmental management. For the year ended 31 December 2019, the Group was licensed for the Pollution Discharge Permit underlying that compliant standard of discharge of wastewater, noise and hazardous waste had been achieved.

於截至2019年12月31日止年度，本集團確認已就環境、社會及管治事宜設立合適及有效的管理政策及監控系統，並確認所披露內容符合環境、社會及管治報告指引的要求。

與我們聯絡

本集團歡迎持份者提供意見及建議。閣下可就本報告或其在可持續發展方面的表現提供寶貴意見，並電郵至 contact@ntpharma.com。

A. 環境

A1. 排放物

本集團重視良好的環境管理，努力保護環境，奉行潔淨生產，以落實本集團應承擔的社會責任。本集團專注於生產營運過程中污水、空氣污染和廢棄物(包括一般廢棄物和危險廢棄物)的排放與處理，配合在線監控裝置、環保自測手段和管理制度，確保各類排放物均遵守中國及其他營運所在地的排放標準進行合規的排放。多年來，本集團旗下子公司蘇州第壹已經建立ISO 14001環境管理體系，務求強化環境管理。於截至2019年12月31日止年度，本集團的排污許可證均通過覆檢，並實現廢水、噪音及危險廢棄物達標排放。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group has strictly complied with applicable laws and regulations, including but not limited to “Environmental Protection Law of the People’s Republic of China”, “Water Pollution Prevention and Control Law of the People’s Republic of China”, “Law of the People’s Republic of China on the Prevention and Control of Atmospheric Pollution”, “Law of the People’s Republic of China on Prevention and Control of Pollution From Environmental Noise”, “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste” and other relevant environmental protection laws and regulations. The Group has established an environmental protection accountability system and actively implemented environmental measures during the operation.

The supervisors of the Group’s production bases and office executives supervise the implementation of the above measures and related environmental protection policies. The Group expects all departments giving their best to implement its environmental policies and ensure all operational processes are complied with relevant laws and regulations, under the Group’s strict supervision and guidance. Persons in charge of environmental protection at all levels will continue to review its policies and practices and report to management if necessary, with recommendations. If there is an abnormal discharge caused by an emergency during the production process, the persons in charge will immediately take emergency measures to prevent the expansion of pollution and report to the management in a timely manner in order to control the situation.

For the year ended 31 December 2019, the Group did not have any violation of relevant local environmental laws and regulations in relation to exhaust gas and greenhouse gas (“GHG”) emissions, water and land discharge, and the generation of hazardous and non-hazardous wastes that have a significant impact on the Group.

本集團嚴格遵守香港的《空氣污染管制條例》、《水污染管制條例》及中國內地的《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》、《中華人民共和國固體廢物污染環境防治法》及其他有關環境保護的法律法規。本集團建立了環境保護責任制度，對於經營過程中產生的環境污染積極採取環境保護措施。

本集團生產基地的各級主管及辦公室的行政人員會監督上述措施及相關環保政策的實施情況。本集團期望在我們嚴格的監察及指導下，各部門盡其所能執行其環保政策，確保所有業務流程符合法律要求。各級環保事務負責人會持續審視本集團的政策及實務，並適當匯報予管理層。如有需要會提出建議措施。在生產過程中，如出現突發事件造成排污異常，負責人應該立即採取應急措施，防止污染擴大，並及時向管理層匯報。

於截至2019年12月31日止年度，本集團並無任何就空氣及溫室氣體（「溫室氣體」）、排放物、水及土地的排污以及有害及無害廢棄物產生、對本集團有重大影響的當地相關環境法律法規之違規事件。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Exhaust Gas Emissions

Among the Group's operational process, the sources of exhaust gas emission are mainly from the use of vehicles, causing the following three categories of exhaust emissions: Nitrogen Oxide (NOx), Sulfur Oxide (SOx) and Particulate Matter (PM).

Comparing to 2018, NOx and PM emissions of the Group decreased due to lower usage of company vehicles, while SOx emissions increased due to the increase in petrol consumption.

During the year ended 31 December 2019, the Group's exhaust gas emissions was as follow:

Type of exhaust gas 廢氣種類	Unit 單位	2019	2018
Nitrogen Oxide (NOx) 氮氧化物(NOx)	g 克	8,541.50	13,890.47
Sulfur Oxide (SOx) 硫氧化物(SOx)	g 克	95.38	79.45
Particulate Matter (PM) 顆粒物(PM)	g 克	628.89	1,022.73

In terms of the above exhaust gas emissions, we have adopted the following measures to reduce emissions of vehicles:

廢氣排放

本集團在商業運作過程中，廢氣排放主要源於車輛使用，主要造成以下三類別的廢氣排放：氮氧化物(NOx)、硫氧化物(SOx)及顆粒物(PM)。

相較2018年，本集團的NOx及PM排放量減少，主要由於公司車輛的使用量減少；而SOx排放量則增加，主要由於汽油使用量增加。

於截至2019年12月31日止年度，本集團的廢氣排放量如下：

就上述廢氣排放而言，我們採取了以下措施以減少汽車尾氣造成的廢氣排放：

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Vehicle Emission

During the production process of the Group's products, a large number of vehicles are used to transport raw materials and finished products; the consumption of gasoline and diesel also results in the emission of air pollutants. Treatments and reduction measures are as follows:

- Switch off the engine when the vehicle is not in use;
- Use unleaded and low-sulfur gasoline according to the law regulation;
- Phase out substandard vehicles in accordance with the emission policies formulated by the state (GB IV);
- Perform vehicle and equipment maintenance on regular basis to ensure the engine performance does not hinder the effective combustion of gasoline; and
- Optimise operational procedure to increase the loading rate and reduce the idling rate of vehicles.

GHG Emissions

The major sources of the Group's GHG emissions are direct emissions from combustion of diesel and gasoline for transportation and natural gas consumed by the boiler (Scope 1) and indirect emissions from purchased electricity (Scope 2).

Comparing to 2018, total GHG emissions of the Group decreased in 2019, mainly because electricity consumption decreased due to effective energy saving measures, which leads to lower energy indirect GHG emissions (Scope 2).

汽車廢氣

在本集團產品的生產過程中，運輸材料及產品時需要用到大量車輛，所消耗的汽油和柴油同樣會導致空氣污染物排放。處理方法及減排措施如下：

- 在車輛不使用時關閉引擎；
- 根據法律規定使用無鉛燃料及低硫燃料；
- 根據國家排放政策規定(國標IV)，淘汰不達標車輛；
- 定期對車輛進行維護，確保引擎性能不妨礙燃料有效使用；及
- 優化營運程序，以增加裝車率並減少汽車空轉率。

溫室氣體排放

本集團業務運營中產生的溫室氣體排放主要源於車輛汽油消耗及鍋爐所消耗的天然氣造成的直接溫室氣體排放(範圍一)和外購電力造成的能源間接溫室氣體排放(範圍二)。

相較2018年，本集團2019年的溫室氣體排放總量減少，主要由於實施了有效的節能措施，用電量因此減少，導致能源間接溫室氣體排放(範圍二)亦有所下降。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

During the year ended 31 December 2019, the Group's GHG emissions was as follow:

於截至2019年12月31日止年度，本集團的溫室氣體排放量如下：

Indicators ¹ 指標 ¹	Unit 單位	2019	2018
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍一)	tCO ₂ e 噸二氧化碳當量	1,644.91	1,417.44
Energy indirect GHG emissions (Scope 2) 能源間接溫室氣體排放(範圍二)	tCO ₂ e 噸二氧化碳當量	4,176.46	5,169.08
Total GHG emissions (Scope 1 and 2) 溫室氣體排放總量(範圍一及二)	tCO ₂ e 噸二氧化碳當量	5,821.37	6,586.52
Total GHG emissions intensity 溫室氣體排放總量密度 ²	tCO ₂ e/million revenue 噸二氧化碳當量/ 百萬銷售額	15.91	11.52

Notes:

備註：

- Greenhouse gas emission data are presented in terms of CO₂e, with reference to, including but not limited to, the reporting requirements of the "GHG Protocol Corporate Accounting and Reporting Standard" issued by the World Resources Institute and the World Business Council for Sustainable Development, the latest "Greenhouse gas reporting: conversion factors 2017" issued by Department for Environment, Food & Rural Affairs of British's Government, and the latest published Baseline Emission Factors for Regional Power Grids in China, "How to prepare an ESG Report – Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX, "Global Warming Potential Values" from the Intergovernmental Panel on Climate Change (IPCC) Fifth Assessment Report and "Sustainability Report 2019" issued by HK Electric Investments Limited.
- As at 31 December 2019 and 31 December 2018, the Group's revenue was approximately RMB366.0 million and approximately RMB571.5 million respectively according to annual report. These data are used for other intensity calculation.

- 溫室氣體排放資料乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、英國政府的環境、食品和農村事務部最新發佈的二零一七年溫室氣體報告排放因數、香港交易所發佈的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》、最新發佈的中國區域電網基線排放因數、政府間氣候變化專門委員會發佈的《第五次評估報告》的全球升溫潛能值及港燈電力投資有限公司刊發的《2019年可持續發展報告》。
- 於截至2019年12月31日止年度及於截至2018年12月31日止年度，根據年度報告本集團銷售額分別為約人民幣366.0百萬元及約人民幣571.5百萬元。此數據亦會用作計算其他密度數據。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In order to reduce GHG emissions, the Group has actively adopted the following measures:

Boiler

Apart from purchased electricity, the Group also supplies electricity and heat by its own use of boilers. Treatment and reduction measures are as follows:

- Increasing the utility rate of natural gas. Natural gas is a type of clean energy, in which its discharged gas during combustion contains less pollutants; and
- Minimizing of air pollutant emissions by installing a cyclone and a bag filter to treat the boiler exhaust and discharge after meeting "Emission Standard of Air Pollutants for Boiler" (GB 13271 – 2014) and the requirements of total controlled amount.

On the other hand, in order to minimize dust spread in the vicinity during the procedure of pharmaceutical production, the dust generated from raw material crushing, screening and tablet compressing is treated with a bag-type dust collector and to be released in compliance with Class 2 standard of the People's Republic of China "Integrated Emission Standard of Air Pollutants".

為減低溫室氣體排放量，本集團積極採取以下措施：

鍋爐

除了外購電力以外，本集團亦會透過燃氣鍋爐以補充電力和熱力供應。處理方法及減排措施如下：

- 提高天然氣使用率。天然氣是一種清潔能源，燃燒時排放的煙氣中含有較少的污染物；及
- 設置抽風換氣和脫臭裝置，確保適當的衛生防護距離，從而最大限度減少空氣污染物排放，滿足鍋爐大氣污染物排放標準(GB 13271-2014)和總量控制要求後排放。

另一方面，在藥品的生產工藝中，原料粉碎、過篩及壓片等工序產生的粉塵，我們通過布袋除塵器除塵達到中國《大氣污染物綜合排放標準》中的二類標準後進行排放，盡量減少作業現場的粉塵散逸。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Wastewater Discharge

The Group discharged wastewater and its parameters in the process of production. Production base is instructed to categorize and treat its wastewater in accordance with the Class 3 standard of the People's Republic of China – “Integrated Wastewater Discharge Standard” (while ammonia nitrogen reaches the relevant requirements of “Wastewater Quality Standards for Discharge To Municipal Sewers”), before joining the domestic sewage to the municipal pipe networks.

Comparing to 2018, amount of wastewater discharged parameters were similar, and disclosure on petroleum pollutants is added.

During the year ended 31 December 2019, wastewater discharge performance was as follow:

Indicator of wastewater discharged parameters 廢水污染物指標	Unit 單位	2019	2018
Chemical Oxygen Demand (COD) 化學需氧量(COD)	tonnes 噸	10.63	10.63
Ammonia Nitrogen 氨氮	tonnes 噸	0.73	0.73
Petroleum 石油類	tonnes 噸	0.76	N/A

To reduce the wastewater discharge, Suzhou First collects, separates and categorizes its industrial wastewater (penicillin in the industrial wastewater is preparatory treated, wastewater from animal room is separately collected and disinfection facility is individually installed), ensures to comply with the standard before discharging or joining the municipal pipe networks. In addition, wastewater generated from cleaning bottle during the production process are disinfected, tested and then reused by the factory.

污水排放

本集團在經營生產過程中產生廢水及其主要水污染物。生產基地對生產活動中產生的廢水進行分類收集，確保達到中國《污水綜合排放標準》的三級排放標準（氨氮達到《污水排入城鎮下水道水質標準》的相關標準）後，才與廠區內產生的生活污水一起匯入市政污水管網進行外排。

相較2018年，本集團的廢水污染物排放量相約，增加了有關石油類廢水污染物的數據披露。

於截至2019年12月31日止年度，廢水排放表現概述：

為減低污水排放排放量，蘇州第壹對生產污水實行分流收集，分質預處理（工藝廢水確保有青黴素等預備處理措施、動物房廢水確保單獨收集及單獨設置消毒處理設施）後，確保達標才向外合規排放或納入市政管網。另外，在生產過程中產生的清洗瓶塞等的污水，經消毒及檢測後會匯回廠區使用。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Waste Management

The Group generates various kinds of hazardous and non-hazardous waste during operation and production process. To minimize the adverse impact on the environment caused by waste, the Group has strictly complied with “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste” and “National Catalogue of Hazardous Wastes” and other related laws and regulations, implementing a variety of waste management and reduction measures.

Hazardous Wastes

Hazardous waste from the Group’s operation mainly were spoiled medicines and waste organic solvent.

Comparing to 2018, the Group’s hazardous wastes disposal decreased because disposal of spoiled medicines decreased and no organic solvent is used in 2019.

During the year ended 31 December 2019, the Group’s hazardous wastes disposal and its intensity were as follow:

廢物處理

在本集團的營運及生產過程中，亦會產生有害廢棄物及無害廢棄物。為降低廢棄物對環境造成的影響，本集團嚴格依照《中華人民共和國固體廢物污染環境防治法》及《國家危險廢物名錄》等法律法規，持續實施多項廢棄物管理及減排措施。

有害廢棄物

本集團業務營運產生的有害廢棄物主要包括廢藥品及廢有機溶劑。

相較2018年，本集團的有害廢棄物排放量減少，主要由於廢藥品排放量減少，以及於2019年並沒有使用有機溶劑。

於截至2019年12月31日止年度，本集團的有害廢棄物排放量及密度如下：

Type of hazardous wastes 有害廢棄物種類	Unit 單位	2019	2018
Spoiled medicines 廢藥品	tonnes 噸	3.81	15.00
Waste organic solvent 廢有機溶劑	tonnes 噸	N/A 不適用	3.00
Total hazardous wastes disposal 有害廢棄物排放總量	tonnes 噸	3.81	18.00
Total hazardous wastes disposal intensity 有害廢棄物排放總量密度	tonnes/million revenue 噸／百萬元銷售額	0.01	0.03

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group has appointed specialist to manage the hazardous wastes which are collected and classified according to “National Catalogue of Hazardous Wastes”. The specific packaging and storage location of hazardous wastes are labeled for proper storage, the hazardous wastes have been centrally collected and a qualified company would be engaged to carry out the centralized detoxification treatment to ensure the hazardous wastes are properly disposed. Each department follows “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes” and the amendments of “National Catalogue of Hazardous Waste”, makes suggestions on the compliance management of hazardous waste as well as organizes staff training on the implementation of the relevant environmental protection policies.

Non-hazardous Wastes

Non-hazardous wastes from the Group’s operation mainly included commercial waste, such as paper.

Comparing to 2018, the Group’s paper consumption was slightly increased, which leads to a slight increase in non-hazardous wastes disposal.

During the year ended 31 December 2019, the Group’s non-hazardous wastes disposal and its intensity were as follow:

本集團針對危險廢棄物設有專人管理，按照《國家危險廢物名錄》進行收集分類。對危險廢棄物的外包裝和貯存點作出標識以妥善貯存，並將危險廢棄物統一收集後委託具備相關資格的單位進行無害化集中處置，保證危險廢棄物得到合規處置。各部門按照《中華人民共和國固體廢物污染環境防治法》以及《國家危險廢物名錄》的修訂，對危險廢棄物合規性管理提出優化的建議，以及就環保相關制度的實施組織員工培訓工作。

無害廢棄物

本集團業務營運產生的無害廢棄物主要包括辦公室垃圾，如紙張。

相較2018年，本集團的紙張使用量稍微增加，導致無害廢棄物排放量稍微增加。

於截至2019年12月31日止年度，本集團的無害廢棄物排放量及密度如下：

Type of non-hazardous wastes 無害廢棄物種類	Unit 單位	2019	2018
Commercial wastes 辦公室垃圾	tonnes 噸	0.20	0.17
Commercial wastes disposed intensity 辦公室垃圾排放密度	tonnes/million revenue 噸／百萬元銷售額	0.0005	0.0003

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In order to effectively identify and dispose waste, the Group strives to reduce waste at the source, a great variety of measures are used to minimize waste and recycle the waste that generate during daily operation. The Group has designed different measures to control the production of waste at source, including but not limited to:

- Providing regular environmental education and promotion for staff so as to encourage the habits of reuse and recycle; and
- Adopting the Group's waste management policies, the waste generated by each department will be sorted and undergone integrated recycling according to the nature.

In addition, the Group is committed to establishing an electronic and green office:

- The office makes full use of the online system, while general business notices and data transmissions are conducted through the internet system;
- Employees are required to use both sides printing or copying whenever possible;
- Office paper is used for both sides as possible;
- Wastepaper is centrally collected and disposed by the administrative department and the office; and
- Scrap boxes are placed as "recyclable waste" for disposal.

Wastes disposal is unavoidable during our operation, but with the relevant and effective waste processing strategy and policy, the waste borne environmental risks and impacts have been reduced as far as possible by the Group.

為有效識別及處理廢棄物，本集團致力從源頭進行減廢，我們採用多項措施杜絕浪費，並採取回收再利用的方式減少日常營運中產生的廢物。本集團制定了多項措施從源頭控制廢棄物的產生，包括但不限於：

- 本集團定期向員工進行環保教育及宣傳，並鼓勵再用及回收；及
- 按照本集團的相關廢物管理制度，各部門產生的廢物按其性質進行分類管理，並採取措施進行綜合回收利用。

另外，本集團致力於建立一個電子及綠化的辦公室：

- 辦公室內充分利用網上系統，一般事務性通知、資料傳送等通過網路系統進行；
- 要求員工盡量採用雙面複印或打印；
- 辦公用紙盡量雙面使用；
- 廢棄紙張由行政管理部及辦公室統一回收處理；及
- 廢包裝盒會被列入「可回收利用」廢物進行處置。

在營運過程中，本集團無可避免地產生廢物，但經過有效的相關廢物處理策略和政策，本集團已把廢棄物帶來的環境風險和影響盡量減低。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

A2. Use of Resources

The Group endeavors to achieve sustainable development, upholds its green production philosophy of “Clean Production, Energy Saving” to the Group’s operations, and is committed to optimizing the use of resources in all of its business and production operations.

The Group insists in efficient operation to minimize its consumption of resources (including energy, water, packaging materials, etc.) whenever it is possible in support of the utilisation and promotion of clean energy. The Group manages the use of resources such as water, electricity and fuel, and conducts key management to major energy-consuming equipment, counts monthly usage, as well as standardizes equipment operation procedures to fully and effectively use the energy. In case of any abnormal or excessive consumption, we will carry out an investigation to find out the reasons and look for rectification measures. Looking ahead, we are continuously looking for practical energy conservation opportunity in its operation. In order to achieve sustainable development, the Group regularly promotes the green message and suggests the eco-friendly lifestyles to employees.

Energy Consumption

The Group’s major energy consumption includes gasoline used by vehicles, electricity consumed during the Group’s operation, and natural gas used by the boiler.

Comparing to 2018, the Group’s total energy consumption was decreased. However, petrol consumption increased because we use gasoline instead of diesel as vehicle fuel. Additionally, electricity consumption decreased due to effective energy saving measures, while natural gas consumption increased due to the increase of boiler usage.

A2. 資源使用

本集團一直深耕可持續發展，秉持「清潔生產，節能減排」的概念融入其業務營運中，並致力於在其所有業務及生產經營過程中優化利用資源。

本集團堅持在高效運營的情況下，盡可能減少資源(包括能源、水源、包裝材料等)的消耗，支持清潔能源的使用與推廣，提高資源綜合利用率。本集團對水、電和燃油等能源使用進行管理，對主要耗能設備進行重點管理，每月統計用量，規範設備作業流程，以充分有效地利用能源。對於對任何異常或過度消耗進行調查，我們將會查明原因並尋找整頓措施。展望未來，我們將持續在營運中尋找可行的減少用量機會。為達成可持續發展，本集團定期向員工傳閱環保訊息及提供有關環保生活方式的實用建議。

能源消耗

本集團的主要能源消耗為車輛所使用的柴油及汽油、本集團營運所使用的電力及鍋爐所使用的天然氣。

相較2018年，本集團的能源總消耗量減少。其中由於我們以汽油代替柴油作為車輛燃油，導致汽油消耗量增加。此外，由於實施了有效的節能措施，用電量因此減少，天然氣消耗量則因鍋爐使用增加而上升。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

During the year ended 31 December 2019, the Group's energy consumption and its intensity were as follow:

於截至2019年12月31日止年度，本集團的能源消耗量及其密度如下：

Types of energy 能源種類	Unit 單位	2019	2018
Diesel ³ 柴油 ³	MWh 兆瓦時	N/A 不適用	28.32
Gasoline ⁴ 汽油 ⁴	MWh 兆瓦時	62.88	23.21
Electricity 電力	MWh 兆瓦時	6,435.18	7,966.37
Natural gas ⁵ 天然氣 ⁵	MWh 兆瓦時	8,119.07	7,190.15
Total energy consumption 能源總消耗量	MWh 兆瓦時	14,617.13	15,208.05
Total energy consumption intensity 能源總消耗量密度	MWh/million revenue 兆瓦時/ 百萬元銷售額	39.94	26.61

Notes:

- During the year ended 31 December 2018, the actual diesel consumption was approximately 2,662.09 litres.
- During the year ended 31 December 2019 and 31 December 2018, the actual gasoline consumption were approximately 6,488.14 litres and 2,488.87 litres respectively.
- During the year ended 31 December 2019 and 31 December 2018, the actual gasoline consumption were approximately 776,284.42 m³ and 669,511.00 m³ respectively.

備註：

- 於截至2018年12月31日止年度，柴油實際用量為約2,662.09公升。
- 於截至2019年12月31日止年度及於截至2018年12月31日止年度，汽油實際用量分別為約6,488.14公升及約2,488.87公升。
- 於截至2019年12月31日止年度及於截至2018年12月31日止年度，天然氣實際用量分別為約776,284.42立方米及約669,511.00立方米。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group operates strictly in accordance with Good Manufacturing Practice (“GMP”) standards regarding production and operating management, utilises energy-saving equipment, and enhances the efficiency of production technologies and raises productivity through continual upgrade of the production equipment. For the operation management, we set the energy saving goals and tasks, by implementing the following measures to improve the energy saving performance, promote the enthusiasm of all departments to implement energy conservation and emission reduction:

- Calculating the energy consumption per unit of output value according to the actual energy consumption and the output value of each department, and then propose the reduced ratio according to the energy consumption per unit of the output value, as the energy-saving index of each department;
- Formulating the departmental energy-saving targets and working methods based on the energy saving target issued, the actual energy consumption of the previous year and the annual production plan, etc. from all departments; and
- Finding out the cause for the uncompleted energy savings plan, formulating corresponding countermeasures, and supervising the implementation of the assessment measures.

本集團嚴格按照新版生產質量管理規範(「GMP」)生產和運營管理，透過不斷升級生產設備，使用節能設備降低能耗，以改善生產工藝及提高生產效率。在運營管理方面，我們設定節能的目標與任務，通過推進以下各項節能績效管理持續改善能效指標，推動各部門實施節能減排的積極性：

- 根據各部門上年度實際能源的消耗量、產值，計算出單位產值的能耗量，然後根據單位產值能耗量提出降低的比率數，作為各部門的節能指標；
- 各部門需跟隨下達的節能指標、上年度能源消耗實際情況和年度生產計劃等，制定出本部門節能目標和工作方式；及
- 針對未完成節約計劃的目標，查找原因，制定相應的對策，並監督考核對策的執行。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Other than the modification of management process, the Group also proposes the requirement on the energy conservation and emission reduction during production and operating process. For example:

- Turn off the electricity when the office and factory are not operating;
 - Install of LED lighting for illumination;
 - Turn on the electric appliance based on the actual needs during working hours, including illumination facility, air-conditioning, electrical fan, etc;
 - Restrict the usage of air-conditioning, set and fix the office temperature at 25°C and less than 20°C in summer and winter respectively; and
 - Conduct regular maintenance and repair of air-conditioning to maintain the optimal performance and efficiency in energy usage.
- 除了改進管理流程外，本集團還對生產環節和員工日常營運提出節能減排管理要求。例如：
- 當辦公室及工廠不在操作時，關閉電器；
 - 全部照明區域安裝LED節能燈；
 - 員工於上班時間按實際需要開啟用電設備，包括照明設備、空調機、風扇等；
 - 規定空調的使用，夏季設定溫度不得低於25°C；冬季設定溫度不得高於20°C；及
 - 加強對設備的維護檢修，將各電子設備保持最佳的狀態，有效地使用電力。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Water Management

Comparing to 2018, the Group's water consumption was decreased due to effective water saving measures.

During the year ended 31 December 2019, the Group's water consumption and its intensity were as follow:

Water consumption 耗水量	Unit 單位	2019	2018
Total water consumption 總耗水量	m ³ 立方米	177,837.52	180,196.94
Total water consumption intensity 總耗水量密度	m ³ /million revenue 立方米/ 百萬元銷售額	485.89	315.31

Besides, measures taken to handle with "Wastewater Discharge" stated in Aspect A1, Suzhou First installed water-cooling tower to boost the circulation, cooling and reuse water. In addition, we also encourage all employees and customers to develop the habit of conscious water conservation to reduce the office's water consumption. The Group has been enhancing the water conservation promotion by posting "Save Water" signs in the pantry and washroom to remind employees to save water. Also, we regularly maintain and repair the water supply system to prevent leakage of faucet or water pipes.

During the year ended 31 December 2019, the Group did not have any issue in sourcing water.

用水管理

相較2018年，由於採取了有效的節水措施，本集團的耗水量稍微下降。

截至2019年12月31日止年度，本集團的耗水量及其密度如下：

除A1層面「污水排放」一節所述處理生活污水的措施外，蘇州第壹採用冷卻塔促進水循環冷卻再用。另外，我們亦鼓勵所有僱員及客戶養成自覺節約用水的習慣，以減少辦公耗水量。本集團不斷加大節水宣傳力度，在茶水間及洗手間內貼上「節約用水」標貼以提醒員工，引導他們節約用水。此外，我們還會定期維護供水系統，防止水龍頭或水管滲漏情況發生。

截至2019年12月31日止年度，本集團就求取適用水源上沒有任何問題。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Use of Packaging Materials

Comparing to 2018, the Group's major packaging materials consumption was decreased.

During the year ended 31 December 2019, the Group's packaging materials consumption was as follow:

包裝材料使用

相較2018年，本集團的主要包裝材料使用量下降。

於截至2019年12月31日止年度，本集團使用的包裝材料如下：

Types of packaging materials 包裝材料種類	Unit 單位	2019	2018
Polyvinyl Chloride (PVC) 聚氯乙烯	tonnes 噸	21.28	39.75
User manual 說明書	thousand sheets 千張	12,844.00	24,172.00
Label 瓶貼	thousand sheets 千張	52,481.70	82,536.00
Carton 紙盒	thousand pieces 千個	12,664.00	24,091.00
Large box 大箱	thousand pieces 千個	92.50	93.00
Penicillin bottle 西林瓶	thousand pieces 千個	58,422.69	73,487.00
Rubber stopper 膠塞	thousand pieces 千個	47,372.08	71,429.00
Aluminum-plastic cap 鋁塑蓋	thousand pieces 千個	47,821.53	76,523.00

Packaging materials are used to ensure products are safely delivered to the hands of customers, this is an indispensable part in the whole production procedure. In the selection of packaging materials, in addition to the consideration of economic, product safety, quality and other factors, the Group actively takes into account the reuse and recycle capacity of packaging materials.

包裝材料作為保護產品並確保產品能安全送到客戶手中的載體，是整個生產過程不可或缺的一部分。在選擇包裝材料時，除考慮經濟、產品安全和質量等因素外，本集團亦積極考慮物料的重複利用或回收能力。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

A3. The Environment and Natural Resources

As a pharmaceutical manufacturer, the Group has strived its utmost to control and mitigate the negative impacts brought to the natural environment and insisted in regulating emissions of pollutants. In the view of resources and energy saving, the Group will continuously improve and enhance its production equipment and techniques, refine the product structure, and promote environmental work so as to make contribution to the protection of the natural environment and resources.

Noise Control

The Group focuses on the noise control management and the employee's occupational protection in accordance with noise control related standards to monitor and control the impacts of industrial noise to employees' health and surrounding community. Noise pollution of the Group generated from the production base primarily come from boiler, air compressors, vacuum machines, crushing machines, water pumps and other equipment, etc. The Group strictly adheres to GMP requirements and selects a factory layout designed with significant noise insulation and damping effect; strives to mitigate noise hazards through advancing the equipment and technologies, using physical isolation, occupational protection, green shielding, etc., and abides by the People's Republic of China "Emission Standard for Industrial Enterprises Noise at Boundary". For the year ended 31 December 2019, all production bases of the Group achieved 100% in compliance with the noise control standards, no complaint of noise pollution was received.

A3. 環境及天然資源

作為醫藥製造企業，本集團嚴格控制並致力於減少對自然環境的不良影響，維持污染物的合規排放。同時在節約資源和能源方面，本集團也一直孜孜不輟，不斷進行設備升級和工藝改進，優化調整產品結構，紮實推進節能環保工作，為保護自然環境和資源作出一份貢獻。

噪音管理

本集團重視噪音管理和相應的員工職業保護，根據國家噪音治理相關標準監測和控制生產噪音對員工健康和周邊社區的影響。本集團的生產基地的噪音主要來自於鍋爐、空壓機、真空機、粉碎機、水泵等設備。在廠房佈局配置方面，嚴格按照GMP規定要求選擇具較強的隔音和減震效果的設計佈局；並透過改進設備、提升工藝、運用物理隔絕、職業防護和綠化遮擋等措施，減少噪音危害，確保廠界噪音達到中國《工業企業廠界環境噪聲排放標準》。於截至2019年12月31日止年度，本集團各生產基地的噪音排放達標率基本實現100%，沒有記錄顯示曾收到任何關於噪音污染的投訴。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B. SOCIAL

B1. Employment

The Group always believes that its outstanding employees are the most precious asset and sets sustainable talent development as a fundamental pillar of the enterprise. The Group encourages employees to build up a work environment with harmonious working relationship, mutual trust and improvement and pursues an excellent working atmosphere. Following our human resources strategy, the Group continually refines its human resources system and provides the employees with pleasant working environment, comprehensive training and development platform. We also safeguard the employees' occupational health and safety and strengthen efficient operation by team building, to unleash the core competitiveness of the Group.

The Group actively complied with labour laws and regulations, including but not limited to, the "Employment Ordinance" of Hong Kong, the "Labour Law of the People's Republic of China", the "Labour Contract Law of the People's Republic of China", and relevant governmental labour and personnel laws and regulations. The Group has established "Employees' Manual", "Holiday Management System", "Training and Management System" and relevant personnel management policies, as well as promoting the standardization and systematization of decision-making to further enhance the level of human resources management. Work dismissals are carried out in compliance with related laws and regulations, so as to safeguard the mutual rights and responsibilities between the employees and we would try our best to find out the cause.

For the year ended 31 December 2019, the Group did not aware of any material non-compliance of laws and regulations in respect of human resources.

B. 社會

B1. 僱傭

本集團一直視優秀的員工為最寶貴的財富，實現人才的可持續發展是奠定企業基石的重要一環。本集團鼓勵和諧的勞動關係，致力創造相互信任、共同進步、追求卓越的工作氛圍。在我們的人力資源發展戰略指導下，本集團不斷完善人力資源管理體系，為員工提供良好的工作氛圍、完善的培訓與發展平台。我們亦保障員工的職業健康與安全、加強高效協作的團隊建設，充分發揮企業真正的核心競爭力。

本集團積極遵守香港的《僱傭條例》及中國內地的《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等有關薪酬及解雇、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律法規。本集團制定了《員工手冊》、《假期管理制度》和《培訓管理制度》等相關人事管理政策，以及促進決策的標準化和制度化，藉以進一步提高人力資源管理水平。解除勞務關係也嚴格按照相關法律法規進行，充分保障員工和本集團彼此的權利，我們嘗試亦會瞭解當中原因。

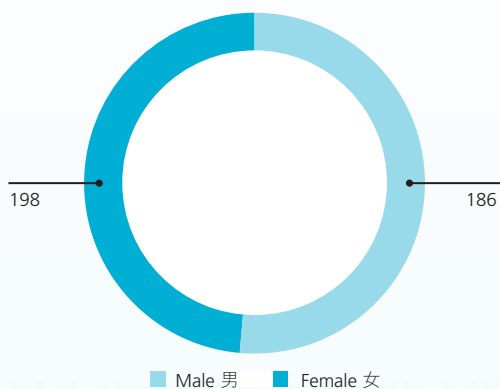
於截至2019年12月31日止年度，本集團並未發現任何違反有關人力資源的法例和法規的重大事宜。

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

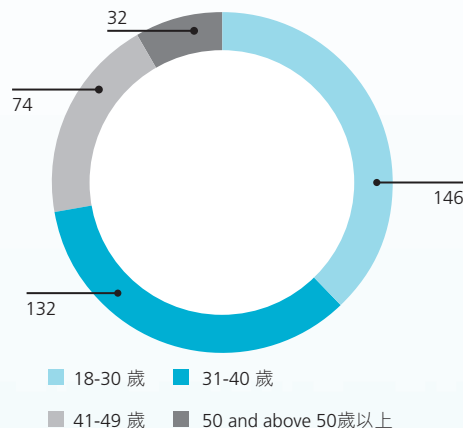
For the year ended 31 December 2019, the total number of employees of the Group was 384 and its distribution is as follows:

於截至2019年12月31日止年度，本集團共有員工384人，其分佈如下。

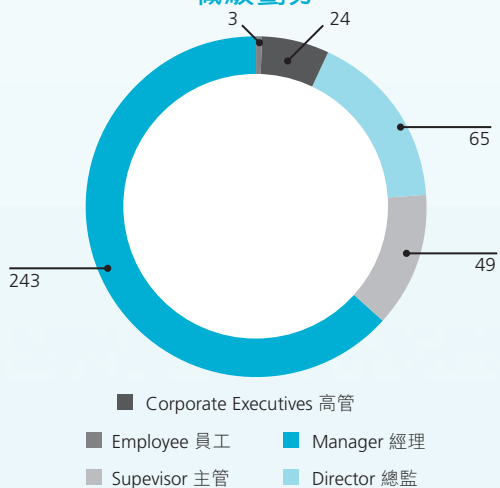
By Gender
性別劃分



By Age Group
年齡組別劃分



By Employee Category
職級劃分



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Compensation and Benefits

The Group has established a relatively fair, equitable, reasonable and competitive remuneration system based on fairness, equity, reasonableness and competitiveness. The Group's remuneration of the employees comprises of basic salary, performance salary, company benefit award, performance bonus, project bonus, etc. When the level of salary and consumption significantly increase in the market or the employees have been promoted, the Company can adjust the salary level after the remuneration committee's affirmation. In addition, when the Group's annual benefits and performance have steadily improved, the human resources department would formulate the salary adjustment plan on the basis of the marketing data and the current salary level, and adjusts the salary of employees according to the factors such as their annual performance, variety requirement of the position, etc.

The Group has signed and executed the labour contracts with employees in accordance with the "Labour Contract Law of the People's Republic of China". The signing rate of labour contracts is 100%.

In accordance with the law, the Group pays "five social insurance and one housing fund" for its employees, namely endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund, to ensure employees are covered by social insurance. The social insurance and housing provident fund are undertaken by the Group and employee.

薪酬及福利

本集團建立了一套相對公平，公正，合理且有競爭力的薪酬體系，基於公平，競爭，激勵，合理及合法原則，為員工發放薪酬。本集團員工薪酬由基本崗位工資，績效工資，公司效益獎，業績獎金，項目獎金等組成。當市場行業的薪酬水平，消費水平發生顯著變化或部分崗位發生變化，經公司薪酬委員會同意後，本公司可以對各崗位標準區間的薪資水平進行調整。另外，當本集團年度效益和業績穩步提升時，由人力資源部根據市場數據及目前薪酬現狀制定調薪方案，根據員工的年度績效情況，部門崗位要求變化等因素對員工的薪酬進行年度調整。

本集團按照《勞動合同法》依法與員工簽訂並履行勞動合同，勞動合同簽約率100%。

本集團依法為員工繳納「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險以及住房公積金，保障員工享受社會保險待遇。社會保險費用及住房公積金由本集團和員工本人依法共同承擔。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group sets up “Employees’ Manual” in accordance with relevant laws and regulations to regulate employees’ working hours and leaves arrangement. The attendance system regulates the working hours and irregular working hours based on the employee’s nature of work, so as to eradicate the forced labour. Employees are entitled to paid annual leave, marriage leave, maternity leave, paternity leave, nursing leave, bereavement leave, sick leave, personal leave, etc. on top of statutory holidays; Employees are also entitled to an enriched welfare system to enhance the standard of living and the sense of belonging, including baby bonus, festive bonus, high-temperature subsidies, etc.

Employment, Promotion and Dismissal

The Group determines the objectives, directions and focuses on talent recruitment, adopts an effective and open policy for the talent recruitment and makes every effort to attract local and overseas innovative talents irrespective of geographical locations as well as to fully utilize talents after recruitment. During the formal recruitment process, the Group standardizes the hiring procedures and recruitment principles, adheres to the hiring principles of morality, knowledge, ability, experience and fitness applicable to job positions as well as the principles of justice, fairness, competitiveness, and on a selective basis, so as to continuously attract talents.

本集團依據相關法規條例制定《員工手冊》，當中規定員工工作時間及休假安排。考勤制度規範了員工作息時間，按員工的業務性質實施標準工時制及不定時工作制，杜絕強制勞工的情況。員工除享有基本的法定節假日、帶薪年休假、婚假、產假、陪产假、哺乳假、喪假、病假、事假等，員工也有權享有豐富的福利體系以提高員工生活水平和增強員工的歸屬感，其中包括生育賀金、假日過節禮金和高溫補貼等。

招聘、晉升及解僱

本集團確定人才引進的目標、方向和重點，實行有效且開放的引進人才政策，不以地域局限吸引國內以及海外創新人才，引進後不拘一格使用人才。在招聘過程中規範錄用流程和招聘原則，堅持品德優秀、學識、能力、經驗和體格適合於所任崗位的聘任原則，堅持公正、平等、競爭及擇優原則，從而不斷吸引和招攬優秀人才。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The personal growth and improvement of employees were important to the Group, as the future of the Group is contributed by the efforts and successes of each employees. The Group has planned the H-type development channel for the management and professional technology series in order to provide a smooth development pathways and space of sustainable development for employees. The Group's Human Resources Department annually assesses employee's capabilities through key performance indicators based on their annual performance, and takes this as the indicators to adjust their qualifications or be promoted and adjust the salary. The frequency of performance appraisal is organized two times in a year, at mid of the year and end of the year respectively.

In addition, the Group complies with the relevant employment laws and regulations, and will follow the process if employees need to be dismissed, making reasonable compensation for the dismissed employees. The relevant provisions on the termination of the employment relationship have been set out in the employment contract of each employee.

Equal Opportunities

The Group strictly complies with national and local standards by adopting a fair, equitable and open recruitment process, and has developed relevant policies to prevent discrimination in the recruitment processes, regardless of race, sex, colour, age, family background, ethnicity, religion, physical fitness and nationality, thus allowing them to enjoy fair treatment in every aspect including recruitment, salary, training and promotion. We endeavour to attract professionals with diverse background to join the Group.

員工的個人的成長和進步對於本公司來說是很重要的，因為本集團的未來來自於每一位員工的努力和成功。本集團規劃了管理系列和專業技術系列的H型發展信道，提供給員工暢通的發展渠道和可持續的發展空間。本集團的人力資源部每年會根據員工的年度績效情況，通過關鍵績效指標考核員工能力，並以此為指標調整其任職資格或晉升調薪。而績效考核的頻率一年組織兩次，年中及年末各一次。

此外，本集團遵守相關僱傭條例指引，如需解僱員工，我們會按照流程處理，對被解僱之員工作出合理的賠償。解除僱傭關係的相關條文已載列於各員工的僱傭合約中。

平等機會

本集團嚴格遵守國家及地方政府各項法規，採取公平、公正、公開的招聘流程，制定了相關制度文件以杜絕招聘過程中的歧視現象，不因種族、性別、膚色、年齡、家庭背景、民族傳統、宗教、身體素質和國籍等因素歧視任何一位員工，讓員工在招聘、培訓、晉升及解僱等各個階段享受公平待遇，以盡力羅致不同背景的專才加入本集團。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Communication with Employees

The Group is devoted to creating a healthy and comfortable working and living environment. We organize various kinds of activities for its employees to maintain a work-life balance and pursue a joyful and challenging working environment. The Group's union is closely attached to the Group and every employee, and is responsible for enriching employees' leisure life, nurturing corporate culture, advocating healthy lifestyle through various kinds of activities. The Group endeavors to shape a unique corporate culture by raising team building spirit, exerting advantages of different departments and employees, and elevating the Group to a higher level.

For the year ended 31 December 2019, Suzhou First organized a Chinese New Year Gala to raise the sense of achievements for its employees and create a joyful, open, healthy, friendly, harmonious work-life atmosphere.

B2. Health and Safety

The Group is dedicated to implementing a health and safety production approach of "Prevention First, with monitoring of Control" and strives to foster a safe and healthy working environment for its employees. The Group strictly follows the Law of Hong Kong's "Occupational Safety and Health Ordinance" the PRC on the "Prevention and Control of Occupational Diseases", "Provisions on the Supervision and Administration of Occupational Health at Work Sites", and other regional laws and regulations, continuously refines the safety supervision management, strengthens safety training of the professional team, and is committed to providing employees with a safe workplace.

員工溝通

本集團致力為員工打造健康、舒適的工作及生活環境，我們舉辦各種員工關愛活動，幫助員工平衡工作和生活，使其在工作中體驗到挑戰性且充滿樂趣。本集團的工會緊密圍繞本集團及各個員工，負責組織各類活動，豐富員工的業餘文化生活、推動企業文化建設、倡導健康文明生活方式等。本集團致力於塑造獨特的企業文化，逐步提高團隊協作精神，發揮各單位、各員工的優勢，共同推動本集團提升到新的水平。

於截至2019年12月31日止年度，蘇州第壹曾舉辦春節聯歡晚會，提高員工的歸屬感，積極營造快樂、開放、健康、友善、和諧的工作生活氛圍。

B2. 健康與安全

本集團認真貫徹「預防為主，防消結合」的健康安全生產方針，致力為員工打造舒適、健康的工作環境。本集團嚴格遵守香港的《職業安全及健康條例》及中國內地的《職業病防治法》、《工作場所職業衛生監督管理規定》等有關職業病防治的法律法規，不斷完善各生產基地的安全監督管理，增強專業團隊的安全培訓，致力為生產線員工提供安全的生產場所。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

For the year ended 31 December 2019, the Group did not record any accidents that resulted in death or serious physical injury and no claims or compensation were paid to its employees due to such events; no material non-compliance of laws and regulations relevant to health and safety of employees were found.

Safety Production Management

The Group fulfils the requirements of GMP, establishes comprehensive “Regulation of Society Production Management” and implements the responsibility system for production safety, strengthens the safety management and enhances the awareness of safety production of employees. Concerning effective prevention, control and elimination of occupational hazards, Suzhou First formulated a series of internal regulations including the “Safety Operation Procedure for Occupational Hazard Position”, “Occupational Hazard Warning and Notification System”, “Occupational Disease Prevention and Control Responsibility System”, “Occupational Hazard First-aid Measures” and “Supervision and Administration of Occupational Health Care”, etc., in order to uphold the principle of “Safety Management Depends on Health”. Production bases allocate their responsibilities of safety production to corresponding departments, establish a long-term safety production system and fully implement a safety responsibility system, to minimise and alleviate safety incidents.

For the year ended 31 December 2019, the Group has provided occupational medical examination to the employees of Suzhou First, no occupational contraindications or suspected occupational diseases were found; also, no working day was lost due to work-related injuries and no fatal cases of work-related accident was found.

於截至2019年12月31日止年度，本集團並無錄得任何導致死亡或嚴重肢體受傷的意外事件，並無因該等事件而向本集團的僱員支付索償或補償以及並未發現任何違反僱員健康與安全相關的法律法規的重大事宜。

安全生產管理

本集團要求各生產基地充分配合GMP的要求，建立了完善的《安全生產管理制度》，落實安全生產責任制，強化企業安全管理力度，增強企業員工安全生產意識。為有效預防、控制和消除職業危害，減少出現影響員工健康及安全的因素，蘇州第壹制定了《職業病危害崗位安全操作規程》、《職業病危害警示與告知制度》、《職業病危害防治責任制度》、《職業病危害事故應急救援措施》及《勞動者職業健康監護及其檔案管理制度》等內部規章制度，以期從營運過程中真正落實「管生產必須管健康」的原則。生產基地安排各級履行安全生產職責，建立安全生產長效機制，切實落實企業安全生產主體責任，防止和減少生產安全事故的發生。

於截至2019年12月31日止年度，本集團為蘇州第壹的員工提供職業健康檢查，並沒有發現職業禁忌症或疑似職業病；亦沒有因重傷而損失的工作日數及因工而死亡的故事。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In order to ensure the safety and occupational health of employees, to prevent occupational hazards and to conform the actual work duties, the Group has implemented the internal regulations "Safety Operation Procedure for Occupational Hazard Position" to guide employees as follows:

- Operators must wear protective gears such as dust masks and other labour protection supplies before entering the workplace;
 - After entering the workplace, the dust removal facilities that deployed in there must be carefully checked, confirm that there are no abnormalities, and ensure that the dust removal facilities are turned on;
 - If there is a malfunction in the dedusting equipment, it is necessary to report the relevant leaders of the unit in time, and arrange for personnel to repair and to ensure the operation of the dedusting equipment are operational to be normal;
 - All kinds of dust generated at the production site of this post must be effectively cleaned to prevent the dust to be arbitrarily flying;
 - The operators must strictly perform in accordance with the operating procedures; the operator will be seriously dealt with one discovered do not strictly follow the operating procedure;
 - Before leaving work, all kinds of labour insurance products used in the production site will be replaced, to prevent the pollution source from being taken away from the post and then transmit to others;
- 為保障職工的安全和職業健康，防治職業病危害，結合崗位實際，本集團實施內部規章《職業病危害崗位安全操作規程》指導員工，具體如下：
- 進入崗位操作前，操作人員必須佩戴防塵口罩等崗位所需勞動保護用品；
 - 進入崗位後要認真檢查崗位配置的除塵設施，確認設施無異常現象，確保除塵設施開啟；
 - 如除塵設施出現故障時，要及時報告本單位相關領導，安排人員對除塵設施的故障進行維修處理確保除塵設施的正常運轉；
 - 對本崗位生產現場產生的各類粉塵，必須採取有效措施進行清理，杜絕粉塵任意飛揚；
 - 崗位操作人員必須嚴格按照操作規程的規定進行崗位操作，對未嚴格按操作規程進行操作的人員，一經發現將嚴肅處理；
 - 下班前將工作服等生產現場所使用的各類勞保用品進行更換後，預防將污染源帶離工作崗位後傳播給其他人員；

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

- After leaving the post, it is necessary to maintain good hygiene habits, thoroughly clean the dust adhering to the body and clothes, and promptly clean the body to contact the various parts of the dust to avoid dust inhalation; and
- Maintain good personal hygiene habits, adhere to bath after work.
- 離開崗位後，要保持良好的衛生習慣，要對身體及衣服上粘附的粉塵進行徹底清理，並及時清洗身體接觸粉塵的各個部位，避免粉塵吸入體內；及
- 保持良好的個人衛生習慣，堅持下班洗澡。

Fire Safety Management

The Group highly values fire safety and contingency management, based on the requirements of the "Production Safety Law of the People's Republic of China" to constantly enhance the "Fire Safety Regulations", positively develops contingency plans and organizes fire drills. Employees learn the use of fire-fighting equipment and develop emergency measures in order to protect themselves as well as the Group's property in case of emergency. In order to strengthen safety emergency management and prevent recurrence of similar accident in the future, the Group has established a comprehensive safety contingency system, including training of regular contingency and accident management procedures.

B3. Development and Training

The Group focuses on employees' training through series of training and learning activities it nurtures talents who are of high quality and capability in order to meet the labour challenging in a fast-growing business development and maintain its competitiveness. To achieve the goal of being a continuous learning enterprise, we provide related knowledge and skills training for all employees to meet the requirements of their job functions and ensure they can efficiently operate in different departments. The Group is devoted to providing employees with multi-faceted training activities which involved both internal and external training, while advancing employees' techniques and promoting their career development.

消防安全管理

本集團高度重視消防安全管理和應急管理，根據《中華人民共和國安全生產法》的要求，不斷完善《消防安全制度》，積極組織應急預案和演習活動。員工學習消防器材的使用，並制定應急措施，確保遇到特殊情況能更好的保障自身生命安全及保護集團財產。為加強安全生產應急管理及防止同類事故重複發生，本集團結合自身情況，建立健全的安全生產應急預案體系，包括定期應急培訓以及事故管理規程的培訓。

B3. 發展及培訓

本集團十分重視員工培訓，旨在通過一系列培訓和學習活動，培養高質素、高能力的人才，以應對在企業快速增長下的勞動挑戰，保持企業的競爭力。為實現全員學習型公司的目標，對所有人員進行相應的知識、技能培訓，以勝任相應崗位職能的要求，保證各職能體系的有效運行。本集團致力於為員工提供豐富多樣的培訓活動，結合內部培訓和外部培訓兩種形式，提高員工職業技能及促進員工職業發展。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Training Management

The Group is committed to pharmaceutical innovation and production whilst it focuses on the growth and development of each employee. In addition, the Group has tailored career development plans for the employees according to their working backgrounds and individual preferences, and designed a “H-type” development channel combining management and technical route for its employees with an open and sustainable development path.

Training Courses

In order to cultivate employees’ professional knowledge in the pharmaceutical industry, the Group arranges training courses in different fields for employees of all levels. Internal training courses include business compliance training, rules and regulations training, good supply practice (GSP) for pharmaceutical products training and product information training. The knowledge and skill trainings to all employees aim to help them meet the requirements of the corresponding post functions and ensure the effective operation of each functional system. New recruits would have orientation training to adapt the working environment as soon as possible and fulfil their obligation. For employees working in the factory, the Group also arranges GMP basic knowledge training, production department’s general standard operating procedures (SOP) training, fire safety training, adverse drug reaction report and test training, microbiology and hygiene knowledge training in order to raise the awareness of the employees about the product’s safety, quality and health, and to ensure to promote product safety and product quality. The Group hopes to improve employee safety awareness through various internal trainings to avoid work-related injuries, and at the same time strengthen the professionalism of employees and improve the quality of services and products of the Group.

培訓管理

本集團在深耕藥品創新研發及製造的同時，重視每一位員工的成長與進步，另外，本集團按員工的工作背景和個人職業發展意願為其制定職業發展規劃，設計了管理系列和專業技術系列的H型發展通道，為員工提供暢通的發展渠道和可持續的發展空間。

培訓課程

為培訓員工對醫藥行業的專業知識，本集團安排不同範疇的培訓課程予各級別的員工。內部培訓課程包括業務合規培訓、規章制度培訓、藥品經營質量管理規範(GSP)知識培訓及產品知識培訓，旨在實現全員學習型公司的目標，對所有人員進行相應的知識、技能培訓，以勝任相應崗位職能的要求，保證各職能體系的有效運行。新入職員工將接受上崗前培訓，以幫助員工盡快適應工作環境、更好履行職責。針對工廠工作的員工，本集團亦安排GMP基礎知識培訓、生產部通用標準作業程序(SOP)培訓、消防培訓、藥品不良反應報告與檢測工作培訓及微生物與衛生知識培訓，從而提高員工對產品的安全、質量和健康方面的認識，促進生產安全和產品質量保證。本集團希望透過各類內部培訓提高員工安全意識，避免工作受傷事故，同時加強員工專業水平，提高本集團服務及產品質素。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In addition, the Group also encourages employees to actively explore external development opportunities, including attending public courses, seminars, as well as salons organized by training institutions, and upgrading academic qualifications. According to the “Annual Training Plan”, the Group provides a training budget and gives employees to participate in external training confirmed by the direct supervisor and the person in charge of the department.

The Group also recognizes the importance of occupational safety training to ensure employees’ personal safety. The relevant policies have been described in details in Section B2 “Safety Production Management System”.

B4. Labour Standards

The Group strictly executes the Hong Kong’s “Employment Ordinance”, “Labor Law of the People’s Republic of China”, “the Labor Contract Law of the People’s Republic of China” and other local labor laws and regulations. Meanwhile, the Group constantly refines its recruitment policy to regulate recruitment activities, with respect to basic labour issues, such as child and forced labour, the Group takes a zero-tolerance attitude in terms of both rules and regulations and monitoring mechanisms. The Group clearly stipulates in recruitment guidelines that only employees over the legal working age can be recruited, and that new employees should provide true and accurate personal data when they join the Group; recruiters rigorously review the entry data including physical examination certificates, academic credentials, identity cards, and account information, etc.

For the year ended 31 December 2019, the Group was not aware of any material non-compliance with any laws and regulations in relation to the prevention of child and forced labour.

此外，本集團亦鼓勵員工積極探索外部發展機會，包括參加培訓機構組織的公開課、研討會、沙龍、進行學歷提升等。根據《年度培訓計劃》，本集團提供了培訓預算，給予員工參加經過直接上司和主管部門負責人確認的外部培訓。

本集團亦極為重視安全生產培訓以保障員工個人安全，相關政策已經在B2層面中「安全生產管理體系」一節詳細描述。

B4. 勞工準則

本集團嚴格執行香港的《僱傭條例》及中國內地的《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等有關勞工準則的法律法規。本集團同時不斷優化委聘政策，規範招聘工作，對於基本的勞工議題，如僱傭童工和強制勞工等，本集團無論是在規章制度或是監察機制方面都採取零容忍的態度。本集團在招聘簡章上明確規定只招收達到法定工作年齡的員工，並要求新員工入職時提供真實準確的個人資料，招聘人員嚴格審查入職數據包括體檢證明、學歷證明、身份證、戶口等資料。

於截至2019年12月31日止年度，本集團並無發現曾出現嚴重違反任何相關童工及強制勞工法例及法規的重大事宜。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B5. Supply Chain Management

The Group values the management of supply chain as the selection of suppliers would directly impact the quality and safety of the products. Therefore, the Group has formulated supply chain management regulations according to the new version of GMP to regulate the management of supply chain; conduct regular or irregular assessment towards suppliers; and request for maintaining product's quality from the suppliers, with the aim of upholding suppliers' product quality as well as urging to a higher level of supply chain management.

Business Ethics

The Group focuses on the integrity of suppliers and partners and only chooses to procure from suppliers and partners that have good track records and no material violation of laws or business ethics in the past. The Group has zero-tolerance in bribery and corruption as well as forbid the supplier and business partners from securing procurement contracts or partnerships through any form of transfer of interest.

Supply Chain Management Structure

The Group also provides "Material Procurement Management Procedures", "Supplier Management Procedures" and "Supplier Audit Management" to guide purchasing representative and employees from Quality Assurance Department. Having clear instructions to ensure the quality of the product when conducting procurement or cooperate with suppliers.

B5. 供應鏈管理

本集團重視供應鏈的管理，供貨商的選擇會直接影響產品的質量穩定和安全有效。因此，本集團根據新版GMP的要求制定供應鏈管理規程，規範供應鏈的管理，並進行定期或不定期的供貨商評估，督促供貨商致力保證產品符合質量環保的技術要求，以期保證供貨商產品質量的同時，不斷提高供應鏈的管理水平。

商業道德

本集團亦關注供貨商及合作夥伴的誠信。本集團只會挑選過去營商紀錄良好，沒有任何嚴重違規或違反商業道德行為的供貨商及合作夥伴。本集團對賄賂及貪污零容忍，嚴禁供貨商及合作夥伴以透過任何形式的利益輸送而取得採購合約或合作關係。

供應鏈管理結構

本集團亦提供《物料採購管理規程》、《供貨商管理規程》及《供貨商審核管理規程》給採購人員以及質量部員工等工作指引，讓他們在進行採購或與供貨商合作時，可以有更清晰的指示保證貨物的質量。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

To curate a safe, reliable and trustworthy partnership with the suppliers, the Group files an independent profile for each supplier upon the submission of the preliminary report from the suppliers; the profile encloses the audit report, biased statistics, data change and other relevant information from the suppliers with the aim of bettering control over supplier's quality. The Group explicitly specifies the detailed terms concerning the protection of product quality by scientifically evaluate the suppliers from aspects of compliance with the law, environmental protection, labour rights protection, integrity management, etc.

B6. Product Responsibility

The Group recognizes the importance of product quality and corporate reputation; actively monitors the quality of products and services through internal controls and is committed to producing high quality products that meet international industry standards. The Group also maintains communication with its customers to ensure understanding and meeting customer needs and expectations, with aims of continuous improvement of the Group's products and services. The Group strictly complied with Hong Kong's "Trade Marks Ordinance", "Copyright Ordinance", "Patents Ordinance" and the PRC on "Patent Law of the People's Republic of China", "Trademark Law of the People's Republic of China", "Copyright Law of the People's Republic of China", "Anti-Unfair Competition Law of the People's Republic of China", "Law of the People's Republic of China on Technology Contracts" and other laws and regulations related to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

For the year ended 31 December 2019, the Group was not aware of any material non-compliance with product and service quality-related laws and regulations.

為打造一個安全可靠、互信互惠的協同發展供應鏈，從供貨商提交的初訪報告開始，本集團為每個供貨商單獨建立檔案，將相關的供貨商提供的數據、審核數據、偏差統計、變更數據和其他相關信息歸檔，旨在更好地控制供貨商質量。本集團明確制定詳細規定，力爭從守法合規、保護環境、保護勞工權益、誠信經營等多方面對供貨商進行科學評審，從源頭確保產品質量。

B6. 產品責任

本集團十分重視企業信譽，積極透過內部監控確保產品及服務質素，致力生產符合國際行業標準的產品。本集團亦一直保持與顧客的溝通，確保理解和滿足顧客的需求和期望，並希望瞭解客戶的滿意情況，以對本集團的產品和服務不斷作出改進。本集團嚴格遵守香港的《商標條例》、《版權條例》、《專利條例》及中國內地的《中華人民共和國專利法》、《中華人民共和國商標法》、《中華人民共和國著作權法》、《中華人民共和國反不正當競爭法》、《中華人民共和國技術合同法》等有關產品和服務的健康與安全、廣告、標籤及私隱事宜的法律法規。

於截至2019年12月31日止年度，本集團並未發現任何違反產品及服務質量相關的法律法規的重大事宜。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Product Quality and Safety

Medical quality, the safety of patients, providing efficient and quality service for customers are the roots to build a superior brand, the Group highly values the drug safety, and strive to establish a comprehensive management system for reporting and monitoring adverse drug reactions. The subsidiaries and the R&D Center of the Group have specialized department, which is responsible for the safety inspection and quarantine, analysis and reporting throughout the product's whole life cycle to ensure the medication safety. The Group is in compliance with the "Reporting and Monitoring of Adverse Drug Reactions Management System" which is set out by the National Center for Adverse Drug Reaction Monitoring of the PRC and other relevant laws and regulations. It regulates the Group to deal with the situations in event of untoward effect of its own products and exclusively distributed products.

The Group has formulated "Quality Manual", "Responsibilities and Standards of Sales Personnel", "Management Regulations of the Release of Raw Materials, Packaging Materials and Finished Products" and "Reporting and Monitoring of Adverse Drug Reactions Management System" and relevant product management policies, as well as promoting the standardization and systematization of decision-making, which in turn would further enhance the level of production. The Group complies with the GMP standard requirements, through relevant laws and regulations every year, strengthen its product quality management through quality risk management, correction and prevention measures, quality tracing, etc. strengthen product quality and ensure a steady and proper production of medicine which is to designate for a specific use, to meet registration approval and quality standards during the whole production procedure. In addition, the Group's Urine Test Strips and Urine Analyzer are approved for production under the Medical Device Production License.

產品質量與安全

醫療質量、患者安全、為客戶提供高效優質的服務是塑造優勢品牌之本，本集團高度關注藥品安全，力爭建立完善的藥品不良反應報告和監測管理體系。本集團附屬公司及研發及醫學事務中心均設有專門部門，負責在產品生命週期的所有階段進行安全性監測、分析和報告以確保患者用藥安全。本集團按照中國藥品不良反應監測中心《藥品不良反應報告和監測管理辦法》及相關法規制度，規範本集團自身產品和代理產品不良事件的處理補救方法。

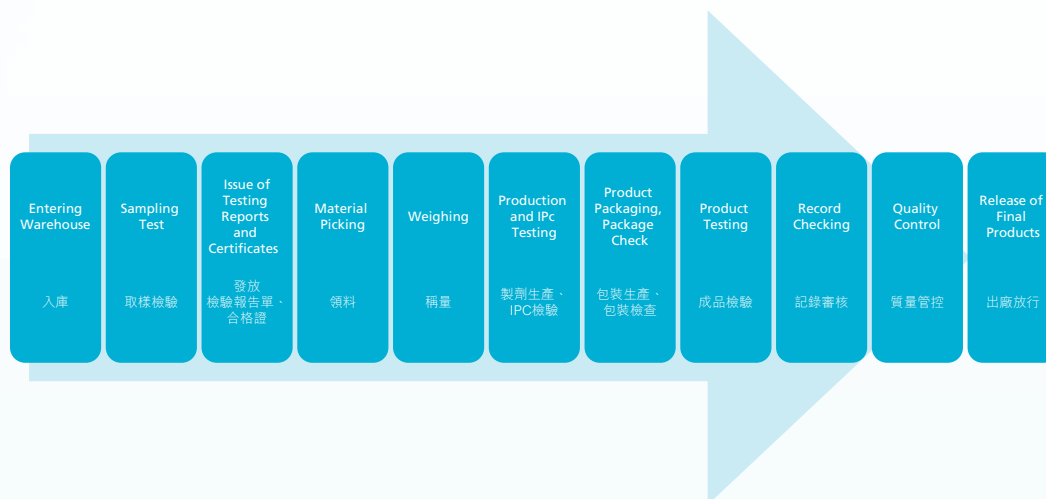
本集團制定了《質量手冊》、《銷售部人員崗位職責及工作標準》、《原輔料、包材、成品放行管理規程》和《藥品不良反應報告和監測管理制度》等相關產品管理政策，以及促進決策的標準化和制度化，藉以進一步提高生產水平。本集團每年按照GMP規範要求以及相關法律法規的要求，通過質量風險管理、糾正和預防措施、產品質量回顧分析等形式加強產品質量管理，確保企業能夠持續穩定地生產適用於預定用途、符合註冊批准要求和質量標準的藥品，充分保證產品在各個環節的質量安全。另外，本集團的尿液分析試紙以及尿液分析儀亦獲得醫療器械生產許可證認可。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Approval Procedures of the Qualified Final Products are as follows:

藥品成品出廠放行批准程序如下：



The Group also recognizes the importance of production training, the relevant policies have been described in detail in Section B3 “Training Course” session.

本集團亦極為重視生產部培訓課程，相關政策已經在B3層面中「培訓課程」一節詳細描述。

Labelling and Traceability

The Group is awarded 121 product registration certificates issued by the China Food and Drug Administration and over 20 of the products are being sold and produced concurrently. In order to enhance the transparency of medication disclosure and safeguard medication safety, the Group is in compliance with the “Provisions on the Administration of Pharmaceutical Directions and Labels” to scientifically prepare instructions, labels and advertisements of the products. The Group prohibits to convey false or misleading message on the products, as well as is obliged to provide proper instructions for patients to take medicine.

產品標識和可追溯性

本集團擁有121張國家藥監局批准的產品註冊證，其中超過20種產品正在銷售及生產。為提高藥品信息公開的透明度及確保患者用藥安全，本集團依據《藥品說明書和標籤管理規定》科學有效地製作說明書、標籤及廣告宣傳，本集團禁止產品傳遞任何虛假或誤導信息並指導患者合理用藥。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Traceability of drugs is an important management issue in the medical industry. To trace the quality status in case of a quality problem or customer feedback and achieve the purpose of source management. Labels are divided into the stock label, processing label and finished product label according to different stages of the product formation. For the production and packing records of final product, records shall be authentic, completed, qualified and acknowledge by the operators and reviewers. The record shall be traceable to the raw material, all the production and testing procedures of the products, and relevant records shall not be arbitrarily altered. If changes are required, the name and date should be counter-signed and the reason for the change should be indicated and the original data can still be identifiable. The Technical Quality Department shall collect and maintain a complete set of quality records for the production, which would be filed according to batch number, and kept for one year after validity period of the product until the end of its product life.

Consumer Services and Privacy

“Drug Recall Mechanism” of the Group is formulated and the establishment of a service hotline (4008208295*821) and reporting email (safety@ntpharma.com) to aggregate reports in case of adverse reaction on drugs, this mechanism timely and effectively ensures that suspected products with potential quality problems are halted in the market as to minimize the impacts caused to the patients.

To further reinforce the privacy management in protection of the Group’s property and clients’ safety and interests, the Group stipulates a series of stringent and regulated policies for protecting personal information, the Group’s properties and classified information (including privacy of the employees and clients); prohibits any abuse of personal information and illegal profiteering acts. In view of the above, the Group restricts only authorized personnel to get access to the customers’ and employees’ information system.

藥品的可追溯性是醫療行業的重要管理事項，當遇到質量或客戶問題回饋時，可追溯當時的質量狀況，以確實達成源流管理的目的。標識是按產品形成的不同階段劃分為進貨標識、過程標識和成品標識。對於最終產品批生產和批包裝記錄應內容真實、數據完整、符合產品標準要求及經操作人及覆核人簽名。批記錄應能追溯到該批產品的原料批號、所有生產和檢驗步驟，記錄不得任意塗改。如需更改，應在更改處簽署姓名和日期並註明更改原因，並使原數據仍可辨認。技術質量部收集和保存其一套完整的質量記錄批生產記錄應按批號歸檔，保存至產品有效期後一年，直至其產品壽命期結束。

客戶服務及隱私保護

本集團制定《產品召回規程》及設立不良反應報告熱線（4008208295轉821）及報告郵箱 (safety@ntpharma.com)，多途徑地收集患者對藥品不良反應的報告，此規程確保及時有效地從市場上召回已知或懷疑有質量問題的產品，使對患者造成的影響降至最小限度，保障患者的利益與健康。

為進一步加強保密管理工作，保護企業資產以及客戶的安全與利益，本集團建設了嚴格和規範的個人信息保密和安全政策，保障本集團資產及保護機密資料（包括員工及客戶的個人私隱），禁止一切個人信息的濫用和非法獲利。為此，本集團規定客戶信息系統和員工個人信息系統均只有具有權限的工作人員才能訪問。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Intellectual Property Rights

As a technology-based pharmaceutical company which develop its own products, the Group treats intellectual property as intangible asset and values the trademark of our drugs as well as its benefits. Apart from the brand rights of Miacalcic Injection and Miacalcic Nasal Spray, the Group's proprietary products include Shusi, Xi Di Ke, Zhuo'ao, Songzhi Wan, and other drugs. Being one of the core products in the therapeutic area of oncology and hematology, Xi Di Ke is a unique national class 1 new drug of which the global exclusive intellectual property rights and related patents have been obtained by the Group, and had successfully had it admitted into the medicine catalogue for medical insurance of both Jiangsu and Anhui provinces during the year ended 31 December 2019.

To further safeguard product's trademark and property rights, the Group has established a standardized intellectual property work management system according to the "Patent Law of the People's Republic of China", and does not tolerate any violations of trademark property rights. The Group takes concrete actions to protect existing trademark and aided with a reporting channel to allow employees to report any suspected breach of the code.

知識產權

作為一家研發自有品牌藥品的科技製藥公司，本集團視知識產權為對本集團的無形資產，重視藥品的商標產權及其帶來的資產效益。除密蓋息注射劑及密蓋息鼻噴劑的品牌權外，本集團的自有產品包括舒思、喜滴克、卓澳、松樞丸以及其他藥物。其中，作為血液腫瘤治療領域的核心產品之一，喜滴克為國家一類新藥，其全球獨家知識產權及相關專利由本集團擁有，並於截至2019年12月31日止年度先後進入江蘇及安徽兩省的醫保目錄。

為進一步維護和保障產品的商標產權，本集團依據《中華人民共和國專利法》等法律法規，建立了規範的知識產權工作管理制度體系，絕不容忍侵犯商標產權的行為。為進一步維護和保障產品的商標產權，本集團要求每個員工採取切實步驟保護已有的商標產權，並設有通報渠道，讓員工匯報任何懷疑違反行為守則的情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B7. Anti-corruption

Anti-corruption

The Group is committed to conforming to honest, compliant and lawful business practices, strictly follows the “Prevention of Bribery Ordinance” of Hong Kong Special Administrative Region, “Criminal Law of the People’s Republic of China”, “Interim Provisions on Banning Commercial Bribery of the People’s Republic of China” and other laws and regulations in relation to the prevention of bribery, extortion, fraud and money laundering. The Group restricts the board of directors, departmental managers, employees and distributors to comply with an integral and ethical business standard, conforms to an ethical business practice and complies with the laws and regulations with the aim of maintaining the integrity and reputation of the Group.

For the year ended 31 December 2019, the Group did not notify any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering.

Employee Code of Conduct

In accordance with the laws and regulations on the above, we have established an “Anti-bribery and Anti-fraud Policy”, thereby strengthening employees’ anti-corruption awareness and regulating employee behaviour. The Group has a stringent internal control mechanism, for those who abuse their power to engage in malpractices, misappropriation of funds and accepting bribes, the Group will immediately refer the case to law enforcement agencies.

B7. 反貪污

反腐倡廉

本集團一直致力於推行誠實、合規及合法的商業行為，嚴格遵守香港的《防止賄賂條例》及中國內地的《中華人民共和國刑法》、《關於禁止商業賄賂行為的暫行規定》等有關防止賄賂、勒索、欺詐及洗黑錢的法律和法規。本集團要求管理層，各部門負責人，員工及代理商均需遵守制定的誠信和道德的業務標準，構建了符合職業道德規範並遵守中國法律法規的廉潔機制，悉心維護本集團誠信企業的聲譽。

於截至2019年12月31日止年度，本集團並未發現任何違反有關防止賄賂、勒索、欺詐及洗黑錢的法律法規的重大事宜。

員工守則

我們根據上述的法律法規，建立了「反賄賂反腐敗政策」，進而加強員工的反貪污意識，規範員工的行為。本集團設有嚴格的內部控制制度，對利用職務之便，營私舞弊，挪用資金和收受賄賂者，本集團將其移交司法處理。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Whistleblowing System

The Group sets up a comprehensive supervision system including a whistle-blowing hotline and a mailbox to receive reports for avoidance of bribery, blackmailing, fraud and money laundering acts. Such whistleblowing system allows all employees to report anonymously to the internal control staff, including negligence, corruption, bribery and other misconduct. The internal control staff will process the reports promptly, fairly and confidentially. On the other hand, the whistleblowing system also ensures that whistle-blowers will not be treated unfairly because of reports, the whistle-blowers will not face unfair dismissal, unwarranted disciplinary actions, etc.

Publicity and Education

The Group offers “Corporate Ethics Programme”, aiming to standardize the ethics management of the Company, improving employee’s ethics awareness and management, strengthening their self-discipline, creating an integrity business and fair competition of the market and promoting the healthy development of the enterprise, this management system is specially formulated.

The Group conducts compliance policy training for all its employees by means of e-learning, compliance policy quiz and face-to-face teaching to further enhance the awareness of compliance requirements. During the tendering process, the Group insists on fair and open procurement, tendering process would be regulated and transparent in order to comprehensively prohibit corruptive acts.

舉報制度

本集團設立舉報熱線和郵箱以收集相關舉報信息，防止賄賂，勒索，欺詐及洗黑錢等不當行為，建立健全監督約束機制。該舉報制度讓所有員工可以去向內部控制職能員工匿名舉報集團內疏忽職守，貪污，受賄及其他不當行為。內部控制職能員工將迅速，公平以及秘密地處理舉報。另一方面，舉報制度亦保障舉報者不會因舉報而受到不公平的對待，舉報者不會被無理解僱，無理接受紀律處分。

宣傳教育

本集團提供企業《誠信管理制度課程》，目的是為規範本公司的信用管理工作，提高員工信用意識和信用管理水平，加強自律，營造誠信經營，公平競爭的市場環境，促進企業的健康發展，特制定本管理制度。

本集團通過網上學習，合規政策測試，面對面授課等形式每年對員工及代理商進行合規政策培訓，進一步提高員工及代理商對合規要求的底線意識，促進合規經營長效機制的建立。在採購招標的過程中，本集團堅持陽光採購，招標流程將受到規範及透明化，全面杜絕採購過程中的商業賄賂行為。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B8. Community Investment

Caring for the Community

The Group undertakes the social responsibility as a responsible corporate citizen, has been adhering the principle of “Taken From Society, Giving Back To Society” and has been making contributions to the community in the form of active participation of the charitable activities. Upholding the core values of “Responsibility, Integrity, Innovation, Win-win”, the Group views the values as the root to healthy development. The Group advocates employees to launch charity bazaar and make donations during the internal meetings of business department or board of directors’ meeting. The Group is exploring a diversified contribution to the society and attaining the goal of healthy co-development with the community.

Employees can submit donation and technology fund applications to the Group through the Groups Donation and Technology Fund Policy to help victims in need and make intensive study of scientific and rational use of drug. This can set up a good image for the Group while fulfilling the social responsibilities. The Group’s donation behavior has strictly complied with “Law of the People’s Republic of China on donations for Public Welfare”, “Measures for the Administration of the Receipt of Public Welfare Dongyiun by Health and Family Planning Organizations (for Trial Implantation)” and other national and regional law and regulation.

B8. 社區投資

與愛同行

本集團作為積極履行社會責任的企業公民，一直秉承並實踐「取之社會，用之社會」的原則，以各種形式回饋社會、造福人民、積極參與社會公益事業和活動。我們勇於承擔對社會的責任，堅守「責任、誠信、創新、共贏」的核心價值觀，並視其為健康發展的根本。本集團通過事業部年會、管理會等內部會議，號召員工發起慈善義賣、籌集善款。本集團將繼續開拓多元化的貢獻方式，實現與小區共同健康發展的理想。

員工可以透過集團捐贈和科研基金政策，向本集團遞交申請捐贈及科研基金，幫助有需要的災民以及深入研究藥品基利和科學合理用藥，在履行社會責任的同時樹立本集團的良好公眾形象。本集團的捐贈行為嚴格遵守《中華人民共和國事業捐贈法》、《衛生計生單位接受公益事業捐贈管理辦法(試行)》等國家及地方法律法規的規定。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group has participated in all kinds of charity events, including:

- Subsidize to outstanding poor students from Shanghai University of Traditional Chinese Medicine, they are from Han ethnic group, Turkic ethnic group, Kazakhstan and other minority students, the first batch of subsidized students have already graduated;
 - Donate medicines to Jiang Su Charity Federation for poverty alleviation;
 - Subsidize the decoration fee and medical equipment to A4 general ward in Tuen Mun Hospital in Hong Kong;
 - Subsidize the charity activity of The Community Chest of Hong Kong;
 - Subsidize to the reconstruction medical room in Nimu County Autonomous Region;
 - Subsidize to the renovation of run-down building in Nimu County Autonomous Region;
 - Subsidize to the school in Autonomous Region Stricken Areas; and
 - Donate materials to the victims of the "5.12" Sichuan earthquake.
- 本集團在過去曾參加各種慈善活動，包括：
- 資助上海中醫藥大學優秀貧困生，其中包括來自漢族，維吾爾侗及哈薩克斯坦等多個少數民族學生，首批資助學生已順利畢業；
 - 向江蘇省慈善總會捐贈藥品用於扶貧濟困；
 - 資助香港屯門醫院A4病房裝修及配置儀器捐助；
 - 資助香港公益金慈善活動；
 - 資助西藏尼木縣續邁鄉村衛生室改建項目；
 - 資助西藏尼木縣續邁鄉危房改造項目；
 - 資助西藏災區學校；及
 - 向「5.12」四川汶大地震災民捐贈財物。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明	Page 頁數
Aspect A1: Emissions 層面A1：排放物			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG 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的資料。	Emissions 排放物	69-74
KPI A1.1 ("comply or explain") 關鍵績效指標A1.1 (不遵守就解釋)	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – Exhaust Gas Emissions, GHG Emissions, Wastewater Discharge, Waste Management 排放物 – 廢氣排放、溫室氣體排放、污水排放、廢物處理	75-76
KPI A1.2 ("comply or explain") 關鍵績效指標A1.2 (不遵守就解釋)	GHG emissions in total (in tonnes) and intensity. 溫室氣體總排放量（以噸計算）及密度。	Emissions – GHG Emissions 排放物 – 溫室氣體排放	77-80
KPI A1.3 ("comply or explain") 關鍵績效指標A1.3 (不遵守就解釋)	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢棄物總量（以噸計算）及密度。	Emissions – Waste Management 排放物 – 廢物處理	81

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

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KPI A1.4 ("comply or explain") 關鍵績效指標A1.4 (不遵守就解釋)	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management 排放物 – 廢物處理	82
KPI A1.5 ("comply or explain") 關鍵績效指標A1.5 (不遵守就解釋)	Description of reduction initiatives and results achieved. 描述減低排放量的措施及所得成果。	Emissions – Exhaust Gas Emissions, GHG Emissions, Wastewater Discharge, Waste Management 排放物 – 廢氣排放、溫室氣體排放、污水排放、廢物處理	83
KPI A1.6 ("comply or explain") 關鍵績效指標A1.6 (不遵守就解釋)	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。	Emissions – Waste Management 排放物 – 廢物處理	84
Aspect A2: Use of Resources			
層面A2：資源使用			
General Disclosure 一般披露	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。	Use of Resources 資源使用	85
KPI A2.1 ("comply or explain") 關鍵績效指標A2.1 (不遵守就解釋)	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及/或間接能源總耗量及密度。	Use of Resources – Energy Consumption 資源使用 – 能源消耗	85-88
KPI A2.2 ("comply or explain") 關鍵績效指標A2.2 (不遵守就解釋)	Water consumption in total and intensity. 總耗水量及密度。	Use of Resources – Water Management 資源使用 – 用水管理	89

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KPI A2.3 ("comply or explain") 關鍵績效指標A2.3 (不遵守就解釋)	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources – Energy Consumption 資源使用 – 能源消耗	87-88
KPI A2.4 ("comply or explain") 關鍵績效指標A2.4 (不遵守就解釋)	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。	Use of Resources – Water Management 資源使用 – 用水管理	89
KPI A2.5 ("comply or explain") 關鍵績效指標A2.5 (不遵守就解釋)	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及每生產單位佔量。	Use of Resources – Use of Packaging Materials 資源使用 – 包裝材料使用	90
Aspect A3: The Environment and Natural Resources			
層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimising 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。	The Environment and Natural Resources 環境及天然資源	91
KPI A3.1 ("comply or explain") 關鍵績效指標A3.1 (不遵守就解釋)	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。	The Environment and Natural Resources – Noise Control 環境及天然資源 – 噪音管理	91

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層面B1：僱傭			
General Disclosure 一般披露	Information on: (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、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭	92
KPI B1.1 (Recommended Disclosures) 關鍵績效指標 B1.1 (建議披露)	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employment 僱傭	93-94
KPI B1.2 (Recommended Disclosures) 關鍵績效指標B1.2 (建議披露)	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employment 僱傭	95-96

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層面B2：健康與安全			
General Disclosure 一般披露	Information on: (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. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全	97
KPI B2.1 (Recommended Disclosures) 關鍵績效指標B2.1 (建議披露)	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Health and Safety – Safety Production Management 健康與安全 – 安全生產管理	98
KPI B2.2 (Recommended Disclosures) 關鍵績效指標B2.2 (建議披露)	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety – Safety Production Management 健康與安全 – 安全生產管理	98
KPI B2.3 (Recommended Disclosures) 關鍵績效指標B2.3 (建議披露)	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety – Safety Production Management, Fire Safety Management 健康與安全 – 安全生產管理、 消防安全管理	99-100

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層面B3：發展及培訓			
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Aspect B4: Labour and Standards			
層面B4：勞工準則			
General Disclosure 一般披露	Information on: (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. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour and Standards 勞工準則	102
Aspect B5: Supply Chain Management			
層面B5：供應鏈管理			
General Disclosure 一般披露	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。	Supply Chain Management 供應鏈管理	103
KPI B5.2 (Recommended Disclosures) 關鍵績效指標B5.2 (建議披露)	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供貨商的慣例，以及有關慣例的執行及監察方法。	Supply Chain Management – Supply Chain Management Structure 供應鏈管理 – 供應鏈管理結構	103

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Aspect B6: Product Responsibility			
層面B6：產品責任			
General Disclosure 一般披露	Information on: (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, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標識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的資料。	Product Responsibility – Product Quality and Safety, Labelling and Traceability, Consumer Services and Privacy, Intellectual Property Rights 產品責任 – 產品質量與安全、標識和可追溯性、客戶服務及隱私、知識產權	104
KPI B6.1 (Recommended Disclosures) 關鍵績效指標B6.1 (建議披露)	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility – Product Quality and Safety	105-107
KPI B6.2 (Recommended Disclosures) 關鍵績效指標B6.2 (建議披露)	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility – Consumer Services and Privacy 產品責任 – 客戶服務及隱私保護	107
KPI B6.3 (Recommended Disclosures) 關鍵績效指標B6.3 (建議披露)	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility – Intellectual Property Rights 產品責任 – 知識產權	108

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KPI B6.5 (Recommended Disclosures) 關鍵績效指標B6.5 (建議披露)	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者數據保障及私隱政策，以及相關執行及監察方法。	Product Responsibility – Consumer Services and Privacy 產品責任 – 客戶服務及隱私保護	107
Aspect B7: Anti-corruption			
層面B7：反貪污			
General Disclosure 一般披露	Information on: (a) the policies; and (b) 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的資料。	Anti-corruption 反腐倡廉	109
KPI B7.2 (Recommended Disclosures) 關鍵績效指標B7.2 (建議披露)	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-corruption – Publicity and Education 反貪污 – 反腐倡廉、宣傳教育	110
Aspect B8: Community Investment			
層面B8：社區投資			
General Disclosure 一般披露	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。	Community Investment 社區投資	111-112

Report of the Directors

董事會報告

The Directors are pleased to present the annual report of the Company together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Group is mainly engaged in investment, research and development, manufacturing and sales of pharmaceutical products, as well as the provision of pharmaceutical marketing and promotion services in China and more than 20 foreign countries.

FINANCIAL RESULTS

The financial results of the Group for the year ended 31 December 2019 are set out in the audited consolidated financial statements on pages 18 to 28 of this report.

BUSINESS REVIEW

The review of the business of the Group, including a description of principal risks and uncertainties and an indication of likely future development in the Group's businesses, for the year ended 31 December 2019 as required by Schedule 5 to the Hong Kong Companies Ordinance is contained in the Business Review (pages 8 to 12), Operating Results (pages 13 to 14), Prospects and Outlook of the Group (pages 16 to 17), under Management Discussion and Analysis, Risk Factors section (pages 61 to 63) under Corporate Governance Report as well as note 36 to the audited consolidated financial statements. These discussions form part of this report.

董事會欣然提呈截至2019年12月31日止年度本公司年報連同本集團經審核的綜合財務報表。

主要業務

本集團主要在中國及海外20多個國家從事投資研發、生產、及銷售藥品，以及提供醫藥市場推廣及宣傳服務。

財務業績

本集團截至2019年12月31日止年度的財務業績載於本報告第18頁至28頁之經審核的綜合財務報表。

業務審視

根據香港《公司條例》附表5要求編製的截至2019年12月31日止年度的本集團業務審視，包括對本集團業務主要風險及不明朗因素的描述和就有可能發生的未來發展的揭示，載於管理層討論及分析一節中的業務回顧（第8頁至12頁）、營運業績（第13頁至14頁）及本集團前景及展望（第16頁至17頁）部分，企業管治報告一節中的風險因素（第61至63頁）部分及經審核綜合財務報表附註36中。這些討論構成本報告的一部分。

Report of the Directors (Continued) 董事會報告(續)

POSSIBLE ACQUISITIONS DURING THE YEAR UNDER REVIEW

Material Acquisition and Disposal

Reference is made to the announcement of the Company dated 10 July 2019 in relation to the conditional acquisition agreements dated 25 June 2019 entered into among, among others, the Company and WD Investment Co., Ltd and other parties (the "Acquisition Agreements") and the conditional subscription agreements entered into among, among others, the Company and Hong Kong WD Pharmaceutical Co., Limited (the "Target Company") and other parties (the "Subscription Agreements"), pursuant to which the Company will be interested in approximately 52% of the total issued share capital of the Target Company upon completion of the acquisition and subscription and the Target Company will become a non-wholly-owned subsidiary of the Company (the "Proposed Transactions"). On 19 November 2019, the Company and the relevant parties entered into a termination agreement to terminate the Acquisition Agreements with immediate effect. On the same day, the Company and the relevant parties entered into a termination agreement to terminate the Subscription Agreements with immediate effect. As a result of the above termination agreements, the Proposed Transactions will not proceed.

The Board considers that the termination of the Acquisition Agreements and the Subscription Agreements will not have any material adverse effect on the operation and financial position of the Group. Please refer to the announcements of the Company dated 10 July 2019, 30 July 2019, 30 September 2019, 30 October 2019 and 19 November 2019 for further details.

Save as disclosed above, during the Year under Review, the Group did not have any other material acquisition or disposal.

於回顧年內的可能收購事項

重大收購及出售事項

謹此提述本公司日期為2019年7月10日的公告，內容有關(其中包括)本公司與WD Investment Co., Ltd及其他人士訂立日期為2019年6月25日的有條件收購協議(「收購協議」)，以及(其中包括)本公司與Hong Kong WD Pharmaceutical Co., Limited(「目標公司」)及其他人士訂立的有條件認購協議(「認購協議」)，據此，待完成收購事項及認購事項後，本公司將擁有目標公司已發行股本總額約52%的權益，而目標公司亦將成為本公司的非全資附屬公司(「建議交易」)。於2019年11月19日，本公司及相關訂約方訂立終止協議以即時終止收購協議。同日，本公司及相關訂約方訂立終止協議以即時終止認購協議。由於上述終止協議，建議交易將不會進行。

董事會認為收購協議及認購協議之終止不會對本集團的營運及財務狀況造成任何重大不利影響。進一步詳情請參閱本公司日期為2019年7月10日、2019年7月30日、2019年9月30日、2019年10月30日及2019年11月19日之公告。

除上文所披露者外，於回顧年內，本集團並無任何其他重大收購或出售事項。

Report of the Directors (Continued) 董事會報告(續)

ENVIRONMENTAL POLICIES AND PERFORMANCE

A discussion on the Company's environmental policies and performance is set out in the Environmental, Social and Governance Report on pages 69 to 120 of this report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company recognizes the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to adverse impacts to the operation and financial position of the Company. The Company allocates systemic and staff resources to ensure continuous compliance with rules and regulations and to maintain cordial working relationships with regulators through effective communications. During the Year under Review, the Company has complied, to the best of the knowledge of Directors, with all relevant rules and regulations that have a significant impact on the Company.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 2 of this report. This summary does not form part of the audited consolidated financial statements.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the Year under Review (2018: nil) to the Shareholders.

環保政策及表現

就本公司的環保政策及表現的討論載於本報告第69至120頁的環境、社會及管治報告。

遵守法律及法規

本公司深明符合監管規定的重要性，違反有關規定的風險可能導致對本公司經營及財務狀況的不利影響。本公司已分配系統及人力資源，確保持續遵守規則及規例以及透過有效溝通與監管機構維持和諧合作關係。回顧年內，就董事所知，本公司已遵守所有對本公司有重大影響的有關規則及規例。

財務概要

本集團過去五個財政年度的業績、資產及負債概要載於本報告第2頁。該概要不構成經審核綜合財務報表的一部分。

股息

董事會不建議向股東派發回顧年內之末期股息(2018年：無)。

Report of the Directors (Continued) 董事會報告(續)

TRANSFER TO RESERVES

Loss attributable to equity shareholders of RMB587.6 million (2018: loss attributable to equity shareholders of RMB957.7 million) has been transferred to reserves. Other movements in reserves during the year are set out in the consolidated statement of changes in equity.

Details of the reserve available for distribution are set out in note 34(e) to the audited consolidated financial statements.

FIXED ASSETS

Details of the movements of fixed assets during the year are set out in note 15 to the audited consolidated financial statements.

BORROWINGS AND PLEDGED ASSETS

Details of the Group's borrowings and pledged assets are set out in notes 23 and 27 to the audited consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 34(c) to the audited consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2019, the aggregate amount of revenue and purchases attributable to the Group's five largest customers and suppliers represented 77.7% and 72.8% of the Group's total revenue and total purchases, respectively.

During the Year under Review, the largest customer of the Group accounted for approximately 51.5% of the total revenue and the largest supplier of the Group accounted for approximately 46.0% of the total purchases of the Group.

撥入儲備

權益股東應佔虧損人民幣587.6百萬元(2018年: 權益股東應佔虧損人民幣957.7百萬元)已撥入儲備。年內其他儲備變動載於綜合權益變動表。

可供分派儲備詳情載於經審核的綜合財務報表附註34(e)。

固定資產

年內固定資產的變動詳情載於經審核的綜合財務報表附註15。

借款及抵押資產

本集團的借款及抵押資產詳情載於經審核的綜合財務報表附註23及27。

股本

年內本公司股本變動詳情載於經審核的綜合財務報表附註34(c)。

主要客戶及供應商

截至2019年12月31日止年度, 本集團五大客戶及五大供應商的收入及採購總金額分別佔本集團總收入及總採購額的77.7%及72.8%。

於回顧年內, 本集團的最大客戶佔本集團總收入約51.5%, 本集團的最大供應商佔本集團總採購額約46.0%。

Report of the Directors (Continued)

董事會報告(續)

As far as the Company is aware, neither the Directors, their associates, nor those shareholders who are interested in more than 5% of the shares or underlying shares of the Company had any interest in the five largest customers and suppliers of the Group.

The Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, including complaints analysis and make recommendations on remedies with the aim of improving service quality.

The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

DIRECTORS

The Directors who held office during the year ended 31 December 2019 and up to the date of this report are:

Executive Directors

Mr. NG Tit (*Chairman and Chief Executive Officer*)

Ms. CHIN Yu

Mr. WU Weizhong

Mr. WANG Fei (*resigned on 29 November 2019*)

Non-executive Directors

Dr. QIAN Wei

Ms. LOU Jianying (*resigned on 29 November 2019*)

Independent Non-executive Directors

Mr. Patrick SUN (*resigned on 31 December 2019*)

Mr. YU Tze Shan Hailson

Dr. YAN Hong (*resigned on 20 March 2020*)

Dr. ZHAO Yubiao (*appointed on 31 December 2019*)

Mr. PAN Fei (*appointed on 20 March 2020*)

就本公司所悉，概無董事、其聯繫人，或持有本公司股份或相關股份5%以上權益的股東，於本集團五大客戶及五大供應商擁有任何權益。

本集團與顧客關係良好。為完善服務質量，本集團定下顧客投訴管理機制，包括投訴收集、分析及提出改善意見。

本集團與供應商關係良好，每年對供應商進行公平及嚴格評審。

董事

於截至2019年12月31日止年度內及截至本報告日期在任董事如下：

執行董事

吳鐵先生 (*主席兼行政總裁*)

錢余女士

吳為忠先生

王飛先生 (*於2019年11月29日辭任*)

非執行董事

錢唯博士

婁健穎女士 (*於2019年11月29日辭任*)

獨立非執行董事

辛定華先生 (*於2019年12月31日辭任*)

余梓山先生

嚴弘博士 (*於2020年3月20日辭任*)

趙玉彪博士 (*於2019年12月31日獲委任*)

潘飛先生 (*於2020年3月20日獲委任*)

Report of the Directors (Continued)

董事會報告(續)

Pursuant to article 84 of the articles of association of the Company, Mr. Wu Weizhong, Mr. Yu Tze Shan Hailson and Mr. Ng Tit will retire from office as Directors by rotation at the forthcoming annual general meeting. In addition, Dr. Zhao Yubiao and Mr. Pan Fei were appointed as independent non-executive Directors on 31 December 2019 and 20 March 2020, respectively. Pursuant to article 83(3) of the articles of association of the Company, each of Dr. Zhao Yubiao and Mr. Pan Fei will hold office until the forthcoming annual general meeting. All of them, being eligible have offered themselves for re-election pursuant to the articles of association of the Company.

Biographical details of the Directors of the Company are set out on pages 34 to 41 of this report. The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to the Independence Guidelines under the Listing Rules and the Company still considers such Directors to be independent.

PRE-IPO SHARE OPTION SCHEME

The Company has adopted a share option scheme (“Pre-IPO Share Option Scheme”) on 7 April 2011. Under the Pre-IPO Share Option Scheme, the Company granted 50,027,881 options before the listing of the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company. Up to 31 December 2019, no further option has been granted pursuant to the Pre-IPO Share Option Scheme. A summary of the principal terms and conditions of the Pre-IPO Share Option Scheme is set out in the section headed “Pre-IPO Share Option Scheme” in Appendix VIII of the Prospectus of the Company. 1,999,074 shares were lapsed during the year ended 31 December 2019. The remaining life of the Pre-IPO Share Option Scheme is 1 year.

As at 31 December 2019, options to subscribe for an aggregate of 1,816,666 shares of the Company were outstanding under the Pre-IPO Share Option Scheme and these options relate to the options granted to the following grantees.

根據本公司組織章程細則之細則第84條，吳為忠先生、余梓山先生及吳鐵先生將於應屆股東週年大會上輪席退任董事。另外，趙玉彪博士及潘飛先生分別於2019年12月31日及2020年3月20日獲委任為獨立非執行董事。根據本公司組織章程細則之細則第83(3)條，趙玉彪博士及潘飛先生各自將任職直至應屆股東週年大會。根據本公司的公司章程細則，上述全體董事均符合資格並願意重選連任。

本公司董事之履歷詳情載於本報告第34至41頁。本公司已收到各獨立非執行董事根據上市規則項下的獨立性指引發出有關彼等獨立身份的年度確認書，而本公司仍視該等董事為獨立。

首次公開發售前購股權計劃

本公司於2011年4月7日採納一項購股權計劃（「首次公開發售前購股權計劃」）。根據首次公開發售前購股權計劃，本公司在其上市前授出50,027,881份購股權。每份購股權賦予持有人權利認購一股本公司普通股。截至2019年12月31日，概無根據首次公開發售前購股權計劃額外授出任何購股權。首次公開發售前購股權計劃的主要條款及條件概要載於本公司招股章程附錄八「首次公開發售前購股權計劃」一節。截至2019年12月31日止年度，1,999,074股股份失效。首次公開發售前購股權計劃的剩餘年期為1年。

於2019年12月31日，根據首次公開發售前購股權計劃可認購本公司合共1,816,666股股份的購股權尚未獲行使，而該等購股權乃屬授予下列承授人的購股權。

Report of the Directors (Continued) 董事會報告(續)

Employees of the Company Working under Continuous Contracts other than the Directors

按持續合約受聘的本公司僱員(董事除外)

	Date of grant 授出日期	Option period 購股權期間	Exercised price 行使價	Number of share options 購股權數目			Balance as at 31/12/2019 於2019年12月31日的結餘	Approximate percentage to the issued share capital 佔已發行股本 概約百分比
				Balance as at 1/1/2019 於2019年1月1日的結餘	Exercised during the year 年內已行使	Lapsed/cancelled during the year 年內已失效/註銷		
Employees 僱員	18/9/2009 2009年9月18日	18/9/2009-18/9/2019 2009年9月18日至 2019年9月18日	US\$0.20 0.20美元	499,074	-	(499,074)	- (Note 1) (附註1)	0.00%
	28/1/2010 2010年1月28日	28/1/2010-28/1/2020 2010年1月28日至 2020年1月28日	US\$0.20 0.20美元	216,620	-	-	216,620 (Note 2) (附註2)	0.01%
	1/9/2010 2010年9月1日	1/9/2010-1/9/2020 2010年9月1日至 2020年9月1日	US\$0.20 0.20美元	300,000	-	-	300,000 (Note 3) (附註3)	0.02%

Notes:

- The options were vested in three tranches in the proportion of 1/3, 1/3 and 1/3 on 18/9/2010, 18/9/2011 and 18/9/2012, respectively. As at the end of the Year under Review, all of these options had lapsed.
- The options were vested in three tranches in the proportion of 1/3, 1/3 and 1/3 on 28/1/2011, 28/1/2012 and 28/1/2013, respectively.
- The options were vested in three tranches in the proportion of 1/3, 1/3 and 1/3 on 1/9/2011, 1/9/2012 and 1/9/2013, respectively.

附註：

- 該等購股權的承授人將分三批以1/3、1/3及1/3的比例分別於2010年9月18日、2011年9月18日及2012年9月18日獲得行使權。於回顧年末，所有該等購股權已失效。
- 該等購股權的承授人將分三批以1/3、1/3及1/3的比例分別於2011年1月28日、2012年1月28日及2013年1月28日獲得行使權。
- 該等購股權的承授人將分三批以1/3、1/3及1/3的比例分別於2011年9月1日、2012年9月1日及2013年9月1日獲得行使權。

Long position in share options of the Company

於本公司購股權的好倉

Name of Director 董事姓名	Date of grant 授出日期	Option period 購股權期間	Exercised price 行使價	Number of share options 購股權數目			Balance as at 31/12/2019 於2019年12月31日的結餘	Approximate percentage to the issued share capital 佔已發行股本 概約百分比
				Balance as at 1/1/2019 於2019年1月1日的結餘	Exercised during the year 年內已行使	Lapsed/cancelled during the year 年內已失效/註銷		
Wu Weizhong 吳為忠	18/9/2009 2009年9月18日	18/9/2009-18/9/2019 2009年9月18日至 2019年9月18日	US\$0.20 0.20美元	1,500,000	-	(1,500,000)	-	0.00%
	28/1/2010 2010年1月28日	28/1/2010-28/1/2020 2010年1月28日至 2020年1月28日	US\$0.20 0.20美元	1,300,046	-	-	1,300,046	0.08%

Report of the Directors (Continued)

董事會報告(續)

NEW SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 22 September 2014. Under the Share Option Scheme, the Company granted 6,300,000 options to certain senior management staff of the Company with an exercise price of HK\$1.25 per share on 10 November 2014 (the "2014 Options"), and granted 41,500,000 options to certain individuals with an exercise price of HK\$1.23 per share on 15 January 2015 (the "2015 Options"), respectively. Each option gives the holder the right to subscribe for one ordinary share in the Company.

A summary of the principal terms of the Share Option Scheme is set out in Appendix I of the circular of the Company dated 4 September 2014. For further details of the 2014 Options and the 2015 Options, please refer to the announcements of the Company dated 10 November 2014 and 15 January 2015, respectively. These options were neither lapsed nor exercised during the year ended 31 December 2019.

As at 31 December 2019, options to subscribe for an aggregate of 20,200,000 shares of the Company were outstanding under the New Share Option Scheme.

The remaining life of the Share Option Scheme is 4.5 years.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in place during the year ended 31 December 2019.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, during the Year under Review and up to the date of this annual report, neither the Company nor any of its subsidiaries were party to any arrangement which would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate. Save as disclosed in this report, none of the Directors or any of their spouses or children under the age of 18 was granted any right to subscribe for the shares or debentures of the Company or any other corporate body or had exercised any such right.

新購股權計劃

本公司於2014年9月22日採納購股權計劃。根據購股權計劃，本公司分別於2014年11月10日向本公司若干高級管理人員授予6,300,000份購股權(行使價為每股1.25港元)(「2014年購股權」)及於2015年1月15日授予若干個人41,500,000份購股權(行使價為每股1.23港元)(「2015年購股權」)。每份購股權可賦予持有人認購一股本公司普通股之權利。

購股權計劃之主要條款概要載於本公司於2014年9月4日刊發通函之附錄一。有關2014年購股權及2015年購股權之進一步詳情，請參閱本公司日期分別為2014年11月10日及2015年1月15日之公告。截至2019年12月31日止年度，該等購股權並無失效或已行使。

於2019年12月31日，根據新購股權計劃可認購合共20,200,000股本公司股份之購股權尚未獲行使。

購股權計劃的剩餘年期為4.5年。

管理合約

於截至2019年12月31日止年度內，本公司並無訂立或存在任何有關本公司全部或其中任何主要部分業務的管理及行政合約。

董事購入股份或債券的權利

除本報告所披露者外，本回顧年內及截至本年報日期為止，本公司或其任何附屬公司概無訂立任何安排致使董事可透過購入本公司或任何其他法人團體的股份或債券而獲利。除本報告披露外，各董事或彼等各自的配偶或十八歲以下子女概無獲授權可認購本公司或任何其他法人團體的股份或債券，亦無行使任何該等權利。

Report of the Directors (Continued) 董事會報告(續)

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.

DIRECTORS' SERVICE CONTRACTS

The executive Directors, Mr. Ng Tit, Ms. Chin Yu and Mr. Wu Weizhong have each entered into a service agreement with the Company for a term of three years commencing from their respective effective date of appointment, which shall continue unless terminated by either the Company or the Director giving at least three months' written notice to the other party. Each of the non-executive Director and the independent non-executive Directors has entered into an appointment letter with the Company for a term of three years with effect from their respective effective date of appointment, subject to termination in certain circumstances as stipulated in the appointment letter. All Directors are subject to the provisions of retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND SENIOR OFFICERS' LIABILITY INSURANCE AND INDEMNITY/ PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate liability insurance to indemnify the Directors and senior officers for their liabilities arising out of corporate activities. For the year ended 31 December 2019, no claim has been made against the Directors and senior officers.

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。

董事服務合約

執行董事吳鐵先生、錢余女士及吳為忠先生均與本公司訂立服務協議，分別由彼等各自獲委任當日起，為期三年，並可持續直至本公司或董事給予另一方最少三個月書面通知予以終止。各位非執行董事及獨立非執行董事已與本公司訂立委任函，由彼等各自獲委任當日起計為期三年，且根據委任函之規定須在若干情況發生時終止。全體董事均須按照本公司組織章程細則之規定於股東週年大會上輪值告退及可膺選連任。

擬於應屆股東週年大會上重選的董事概無與本集團訂立本集團不可於1年內終止而毋須支付賠償(法定賠償除外)的服務合約。

董事及高級職員的責任保險及彌償保證／獲准許的彌償條文

本公司已安排適當責任保險以就董事及高級職員因公司活動產生的責任向彼等作出彌償保證。截至2019年12月31日止年度，董事及高級職員並無遭索償。

Report of the Directors (Continued)

董事會報告(續)

REMUNERATION POLICY

The Group's remuneration policy is to compensate its employees based on their performance, qualifications and the Group's operational results.

The emoluments of the Directors and senior management are determined by the Remuneration Committee with reference to the Group's operational results, their individual performance and comparable prevailing market conditions.

The Company was not aware of any arrangement under which a Director has waived or agreed to waive any emoluments. Details of the emoluments of the Directors are set out in note 10 to the consolidated financial statements.

COMPLIANCE OF THE NON-COMPETITION UNDERTAKING

As disclosed in the Prospectus, Mr. Ng Tit, Ms. Chin Yu and Golden Base Investment Limited ("Golden Base") (collectively referred to as the "Substantial Shareholders") have entered into a non-competition undertaking agreement dated 4 April 2011 in favor of the Company (the "Non-competition Undertaking"), pursuant to which each of them has undertaken to the Company that he/she/it will not, and will procure that his/her/its associates (except any members of the Group) will not, during the restricted period, directly or indirectly, either on his/her/its own account or in conjunction with or on behalf of any person, firm or company, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise) any business in PRC or elsewhere in the world which is or may be in competition with our business, and any other business which any member of the Group may undertake from time to time after the listing of the Company's shares.

薪酬政策

本集團的薪酬政策為根據僱員表現、資歷及經營業績作回報。

我們的董事及高級管理人員的薪酬由薪酬委員會依據本集團的經營業績、個人表現及可比較的當時市場狀況而決定。

本公司並未獲悉董事已放棄或同意放棄任何薪酬的安排。董事薪酬的詳情載於綜合財務報表附註10。

遵守不競爭承諾

誠如招股章程所披露，吳鐵先生、錢余女士及Golden Base Investment Limited(「Golden Base」)(統稱「主要股東」)於2011年4月4日以本公司為受益人訂立一份不競爭承諾之協議(「不競爭承諾」)，據此，彼等各自向本公司承諾，於受限制期間，其不會並將促使其聯繫人(本集團任何成員公司除外)直接或間接自行或聯同或代表任何人士、商號或公司在中國或全球任何其他地方進行、參與或所有權益或從事或購買或持有(在各情況下不論以股東、合夥人、代理人、或其他身份)與本集團業務構成或可能構成競爭的業務，以及在本公司股份上市後本集團任何成員公司可能不時從事的任何其他業務。

Report of the Directors (Continued)

董事會報告(續)

As disclosed in the announcement of the Company dated 7 November 2019, Golden Base transferred 200,000,000 shares of the Company (representing approximately 10.5% of the total issued share capital of the Company as at the date of the transfer) to Mr. Leong Chong Mang and upon completion of the transfer, Mr. Ng Tit, Ms. Chin Yu and Golden Base and/or his/her/its respective associates, individually or jointly, are entitled to exercise or control the exercise of less than 30% of the voting power at general meetings of the Company, accordingly, each of them ceased to be a controlling shareholder (as defined under the Listing Rules) of the Company and the Non-competition Undertaking ceased to be applicable since 7 November 2019.

Each of the Substantial Shareholders had confirmed his/her/its compliance with the Non-competition Undertaking during the period between 1 January 2019 and 7 November 2019.

The independent non-executive Directors have reviewed the Substantial Shareholders' compliance with the Non-competition Undertaking. The independent non-executive Directors confirmed, to the best of their knowledge, that the Substantial Shareholders did not breach the terms of the Non-competition Undertaking.

COMPETING BUSINESS

Save and except for their respective interests in the Group, none of the Directors and controlling shareholders of the Company and their respective associates (as defined under the Listing Rules) had any interest in any business which, directly or indirectly, competes or is likely to compete with the Group's business for the year ended 31 December 2019.


誠如本公司日期為2019年11月7日的公告所披露，Golden Base轉讓本公司200,000,000股股份(相當於轉讓日期之本公司已發行股本總數約10.5%)予楊宗孟先生，而於完成轉讓後，吳鐵先生、錢余女士及Golden Base及／或彼等各自的聯繫人個別或共同有權於本公司股東大會上行使或控制行使少於30%投票權，故彼等各自不再為本公司之控股股東(定義見上市規則)，而不競爭承諾自2019年11月7日起不再適用。

各主要股東經已確認於2019年1月1日至2019年11月7日期間遵守不競爭承諾。

獨立非執行董事已審閱過主要股東是否已遵守不競爭承諾。獨立非執行董事確認，就彼等所知，主要股東並無違反不競爭承諾之條款。

競爭業務

除各自於本集團的權益外，於截至2019年12月31日止年度，概無董事及本公司控股股東以及彼等各自的聯繫人(定義見上市規則)於與本集團的業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益。



Report of the Directors (Continued) 董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules, were as follows:

董事及最高行政人員於本公司或 其相聯公司的股份、相關股份及 債券的權益及淡倉

於2019年12月31日，本公司董事及最高行政人員於本公司或其相聯公司(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，持有根據證券及期貨條例第352條規定須載入本公司存置的登記冊的權益及淡倉，或根據上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

Report of the Directors (Continued)

董事會報告(續)

Long Positions in the Ordinary Shares and Underlying Shares of the Company

於本公司普通股及相關股份的好倉

Name of Director 董事姓名	Number of shares of the Company 本公司股份數目				Approximate percentage of interest in the Company (Note 4) 佔本公司權益 概約百分比 (附註4)
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	
Ng Tit 吳鐵	500,000 (Note 1) (附註1)	4,000,000 (Note 1) (附註1)	402,892,000 (Note 2) (附註2)	–	21.39%
Chin Yu 錢余	4,500,000 (Note 1) (附註1)	–	402,892,000 (Note 2) (附註2)	–	21.39%
Wu Weizhong 吳為忠	3,866,904 (Note 3) (附註3)	–	–	–	0.20%
Yu Tze Shan Hailson 余梓山	150,000	–	–	–	0.01%

Notes:

- (1) Mr. Ng Tit and his spouse, Ms. Chin Yu jointly own 500,000 Shares. 4,000,000 share options were granted to Ms. Chin Yu on 15 January 2015 under the Share Option Scheme. Ms. Chin Yu is the spouse of Mr. Ng Tit.
- (2) An aggregate of 402,892,000 Shares are beneficially owned by Golden Base Investment Limited ("Golden Base"). Mr. Ng Tit and Ms. Chin Yu are the controlling shareholders of Golden Base.
- (3) 1,500,000 and 1,300,046 share options were granted to Mr. Wu Weizhong on 18 September 2009 and 28 January 2010, respectively, under the Pre-IPO Share Option Scheme.
- (4) As at 31 December 2019, the total number of issued shares of the Company are 1,904,635,472 Shares.

Save as disclosed above, as at 31 December 2019, none of the Directors nor the chief executive of the Company or their associates (including their spouses and children under 18 years of age) had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations, as recorded in the register required to be kept under Section 352 of the SFO or required to be notified to the Company and the Stock Exchange under the Model Code contained in Appendix 10 to the Listing Rules.

附註:

- (1) 吳鐵先生及其配偶錢余女士共同持有500,000股本公司股份。於2015年1月15日，已根據購股權計劃向錢余女士授出4,000,000份購股權。錢余女士為吳鐵先生之配偶。
- (2) Golden Base Investment Limited (「Golden Base」) 實益擁有合共402,892,000股股份。吳鐵先生及錢余女士為Golden Base的控股股東。
- (3) 於2009年9月18日及2010年1月28日，已根據首次公開發售前購股權計劃分別向吳為忠先生授出1,500,000份及1,300,046份購股權。
- (4) 於2019年12月31日，本公司之已發行股份總數為1,904,635,472股。

除上文所披露者外，於2019年12月31日，董事及本公司最高行政人員或彼等的聯繫人(包括其配偶及18歲以下的子女)概無於本公司或其相聯公司的股份、相關股份或債券中，持有根據證券及期貨條例第352條規定須存置的登記冊所記錄的任何權益或淡倉，或根據上市規則附錄十所載的標準守則須知會本公司及聯交所的任何權益或淡倉。

Report of the Directors (Continued) 董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2019, the interests and short positions of the substantial shareholders of the Company (other than the Directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO were as follows:

主要股東於本公司股份及相關股份 的權益及淡倉

於2019年12月31日，本公司主要股東(董事及本公司最高行政人員除外)於本公司的股份及相關股份中，持有根據證券及期貨條例第XV部336條規定須載入本公司存置的登記冊的權益及淡倉如下：

Name	姓名/名稱	Number of shares of the Company (long positions) 本公司股份數目(好倉)				Approximate percentage of interest in the Company (Note 6) 佔本公司權益概約百分比(附註6)
		Beneficial owner 實益擁有人	Interests of controlled corporation 受控制法團權益	Family interests 家族權益	Other interests 其他權益	
Golden Base	Golden Base	402,892,000	-	-	-	21.15%
Shanghai Jiao Da Onlly Co., Ltd. (Note 1)	上海交大昂立股份有限公司(附註1)	-	106,738,500	-	-	5.60%
Annie Investment Co., Ltd. (Note 2)	Annie Investment Co., Ltd.(附註2)	220,279,000	-	-	-	11.57%
Shum Ning (Notes 2 & 3)	沈寧(附註2及3)	-	220,279,000	527,381,500	-	39.25%
leong Chong Mang (Note 4)	楊宗孟(附註4)	527,381,500	-	220,279,000	-	39.25%
Haitong Securities Co., Ltd. (Note 5)	海通證券股份有限公司(附註5)	-	124,062,500	-	-	6.51%
Haitong International Securities Group Limited (Note 5)	海通國際證券集團有限公司(附註5)	-	124,062,500	-	-	6.51%
Haitong International Holdings Limited (Note 5)	海通國際控股有限公司(附註5)	-	124,062,500	-	-	6.51%
Haitong International Financial Products (Singapore) Pte. Ltd. (Note 5)	Haitong International Financial Products (Singapore) Pte. Ltd.(附註5)	-	-	-	124,062,500	6.51%

Report of the Directors (Continued)

董事會報告(續)

Notes:

- (1) These Shares are held by Onlly International Investment (HK) Limited, which is held as to 100% by Shanghai Jiao Da Onlly Co., Ltd..
- (2) These Shares are held by Annie Investment Co., Ltd., which is held as to 100% by Shum Ning.
- (3) Shum Ning is the spouse of leong Chong Mang. Under the SFO, Shum Ning is deemed to be interested in all the Shares in which leong Chong Mang is interested.
- (4) leong Chong Mang is the spouse of Shum Ning. Under the SFO, leong Chong Mang is deemed to be interested in all the Shares in which Shum Ning is interested.
- (5) Haitong International Financial Products (Singapore) Pte. Ltd. is wholly-owned by Haitong International Securities Group (Singapore) Pte. Ltd., which in turn is wholly-owned by Haitong International (BVI) Limited, which in turn is wholly owned by Haitong International Securities Group Limited. Haitong International Holdings Limited holds 63.08% of the issued share capital of Haitong International Securities Group Limited. Haitong International Holdings Limited is wholly owned by Haitong Securities Co., Ltd.. Haitong International Financial Products (Singapore) Pte. Ltd. held the Shares in the capacity of having a security interest in shares.
- (6) As at 31 December 2019, the total number of issued shares of the Company are 1,904,635,472 Shares.

Save as disclosed above, as at 31 December 2019, the Company had not been notified by any other parties (other than the Directors and chief executive of the Company) who had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO.

附註：

- (1) 該等股份由昂立國際投資有限公司持有，而昂立國際投資有限公司由上海交大昂立股份有限公司持有100%權益。
- (2) 該等股份由Annie Investment Co., Ltd持有，而Annie Investment Co., Ltd由沈寧持有100%權益。
- (3) 沈寧為楊宗孟的配偶。根據證券及期貨條例，沈寧被視為於楊宗孟所有權益的所有股份中所有權益。
- (4) 楊宗孟為沈寧的配偶。根據證券及期貨條例，楊宗孟被視為於沈寧所有權益的所有股份中所有權益。
- (5) Haitong International Financial Products (Singapore) Pte. Ltd.由Haitong International Securities Group (Singapore) Pte. Ltd.全資擁有，而Haitong International Securities Group (Singapore) Pte. Ltd.由Haitong International (BVI) Limited全資擁有，而Haitong International (BVI) Limited 由海通國際證券集團有限公司全資擁有。海通國際證券集團有限公司持有海通國際證券集團有限公司已發行股本的63.08%。海通國際證券集團有限公司由海通證券股份有限公司全資擁有。Haitong International Financial Products (Singapore) Pte. Ltd.以於股份中擁有抵押權益之身份持有股份。
- (6) 於2019年12月31日，本公司之已發行股份總數為1,904,635,472股。

除上文所披露者外，於2019年12月31日，本公司並不知悉有任何其他人士（董事及本公司最高行政人員除外）於本公司股份或相關股份中持有根據證券及期貨條例第XV部第336條規定須載入本公司存置的登記冊所記錄的任何權益或淡倉。

Report of the Directors (Continued) 董事會報告(續)

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed above, no transaction, arrangement or contract of significance in relation to the Group's business (as defined in the Listing Rules) to which the Company or any of, its subsidiaries, fellow subsidiaries was a party and in which a Director of the Company or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2019.

CONTRACT OF SIGNIFICANCE

Save as disclosed above, no contract of significance had been entered into between the Company or any of its subsidiaries, and a controlling shareholder of the Company or any of its subsidiaries during the year ended 31 December 2019.

REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("CPS")

Pursuant to the placing agreement (the "Placing Agreement") dated 19 April 2017 entered into between the Company and Shenwan Hongyuan Securities (H.K.) Limited as the placing agent (the "Placing Agent"), the Company agreed to issue and the Placing Agent agreed to place, on a best effort basis, up to an aggregate of 325,000,000 CPSs to not less than six places at a price of HK\$1.83 per CPS. Each of the CPSs is convertible into one ordinary share of the Company. The issue price of HK\$1.83 per CPS represents a premium of approximately 6.40% to the closing price of HK\$1.72 per share as quoted on the Stock Exchange on the date of the Placing Agreement.

董事於重大交易、安排或合約的 權益

除上文所披露者外，本公司及其任何附屬公司或同系附屬公司概無就本集團的業務(定義見上市規則)訂立本公司董事或與董事有關連之實體直接或間接擁有重大權益且於截至2019年12月31日止年度終結時或於該年度內任何時間存續的任何交易、安排或重大合約。

重大合約

除上文所披露者外，於截至2019年12月31日止年度，本公司或其任何附屬公司概無與本公司或其任何附屬公司的控股股東訂立任何重大的合約。

可贖回可換股優先股(「可換股優 先股」)

根據本公司與申萬宏源證券(香港)有限公司(作為配售代理)(「配售代理」)於2017年4月19日訂立的配售協議(「配售協議」)，本公司同意發行而配售代理同意按竭誠基準以每股可換股優先股1.83港元的價格向不少於六名承配人配售最多合共325,000,000股可換股優先股。一股可換股優先股轉換為一股本公司普通股。發行價每股可換股優先股1.83港元較股份於配售協議日期在聯交所所報收市價每股1.72港元溢價約6.40%。

Report of the Directors (Continued) 董事會報告(續)

The Placing was completed on 13 June 2017. 294,659,500 CPSs have been issued under the specific mandate which was granted to the Directors at the extraordinary general meeting held on 5 June 2017, and successfully placed by the Placing Agent to not less than six placees (who are independent professional, institutional or other investors) at the price of HK\$1.83 per CPS pursuant to the terms and conditions of the Placing Agreement. The aggregate nominal value of the CPS is approximately US\$23.57.

During the year ended 31 December 2019, no CPS was converted into ordinary share of the Company.

The net proceeds from the issue of the Convertible Preference Shares were fully used for general working capital use, repayment of existing debts and business development of the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2019.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

CONTINUING CONNECTED TRANSACTIONS

The related party transactions as disclosed in note 38 to the consolidated financial statements also constituted continuing connected transactions under the Listing Rules but are exempted from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to the Listing Rules. The Company has complied with the disclosure requirements of the Listing Rules in respect of such continuing connected transactions.

配售於2017年6月13日完成。294,659,500股可換股優先股已根據在2017年6月5日舉行的股東特別大會上授予董事的特別授權發行，並成功由配售代理根據配售協議的條款及條件以每股可換股優先股1.83港元的價格向不少於六名承配人(彼等為獨立專業、機構或其他投資者)配售。可換股優先股的總面值為約23.57美元。

截至2019年12月31日止年度，並無可換股優先股已轉換為本公司普通股。

發行可換股優先股的所得款項淨額已全數用作本集團的一般營運資金用途、償還現有債務及業務發展。

購買，出售或贖回上市證券

截至2019年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

優先購買權

本公司章程細則並無優先購買權條文，且並無就該等權利限制本公司須按比例向現有股東提呈發售新股。

持續關連交易

於綜合財務報表附註38披露之關連人士交易亦構成上市規則項下的持續關連交易，根據上市規則，該等持續關連交易獲豁免遵守申報、年度審閱、公告及獨立股東批准的規定。本公司已符合上市規則對該等持續關連交易的有關披露要求。

Report of the Directors (Continued) 董事會報告(續)

EQUITY-LINKED AGREEMENTS

Save as otherwise disclosed in this annual report, 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.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Year under Review. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Board, the Company has maintained sufficient public float as required under the Listing Rules as at the date of this report.

CHARITABLE DONATIONS

During the Year under Review, the Group did not make any donations (2018: Nil).

NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

Subsequent events occurred after the end of the reporting period are set out in note 40 to the consolidated financial statements.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiries, all Directors have confirmed that they have complied with the standards as stipulated in the Model Code throughout the year ended 31 December 2019.

股票掛鈎協議

除本年報其他部份所披露者外，本公司並無任何股票掛鈎協議，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。

獲准許彌償條文

以董事為受益人的獲准許彌償條文現時生效及於回顧年內一直生效。本公司已就針對其董事及高級職員提出的潛在法律訴訟投購及維持適當保險。

充足的公眾持股量

根據本公司可公開取得的資料及就董事會所知，於本報告日期，本公司已按上市規則規定維持足夠的公眾持股量。

慈善捐款

於回顧年內，本集團並無慈善捐款(2018年：無)。

報告期後非調整事項

於報告期後發生之期後事項載於綜合財務報表附註40。

遵守上市發行人證券買賣的標準守則

本公司已採納上市規則附錄十所載的標準守則，作為董事進行證券交易的行為守則。經本公司作出具體查詢後，本公司全部董事確認，於截至2019年12月31日止年度，彼等已遵守標準守則所載的規定準則。

Report of the Directors (Continued) 董事會報告(續)

CONFIRMATION OF INDEPENDENCE FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. The Company considers that each of the independent non-executive Directors to be independent.

AUDITORS

Crowe (HK) CPA Limited acted as auditor of the Company and audited the Group's consolidated financial statements for the financial year ended 31 December 2019.

The appointment of Crowe (HK) CPA Limited will expire at the conclusion of the forthcoming annual general meeting of the Company and, being eligible, has offered themselves for re-appointment. A resolution for the re-appointment of Crowe (HK) CPA Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Ng Tit
Chairman

Hong Kong, 14 April 2020

獨立非執行董事之獨立性確認

本公司已獲各獨立非執行董事根據上市規則第3.13條作出有關其獨立性之年度確認函，本公司認為每位獨立非執行董事均為獨立人士。

核數師

國富浩華(香港)會計師事務所有限公司擔任本公司核數師，負責審核本集團2019年12月31日止財務年度的綜合財務報表。

國富浩華(香港)會計師事務所有限公司的委任將於本公司應屆股東周年大會結束時屆滿，並已符合資格及願意膺聘連任。續聘國富浩華(香港)會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

吳鐵
主席

香港，2020年4月14日

Board of Directors and Board Committees

董事會及董事委員會

BOARD OF DIRECTORS

Executive Directors

執行董事

Non-executive Directors

非執行董事

Independent Non-executive Directors

獨立非執行董事

董事會

Mr. NG Tit (*Chairman and Chief Executive Officer*)

吳鐵先生(主席兼行政總裁)

Ms. CHIN Yu

錢余女士

Mr. WU Weizhong

吳為忠先生

Mr. WANG Fei (*resigned on 29 November 2019*)

王飛先生(於2019年11月29日辭任)

Dr. QIAN Wei

錢唯博士

Ms. LOU Jianying (*resigned on 29 November 2019*)

婁健穎女士(於2019年11月29日辭任)

Mr. Patrick SUN (*resigned on 31 December 2019*)

辛定華先生(於2019年12月31日辭任)

Mr. YU Tze Shan Hailson

余梓山先生

Dr. YAN Hong (*resigned on 20 March 2020*)

嚴弘博士(於2020年3月20日辭任)

Dr. ZHAO Yubiao (*appointed on 31 December 2019*)

趙玉彪博士(於2019年12月31日獲委任)

Mr. PAN Fei (*appointed on 20 March 2020*)

潘飛先生(於2020年3月20日獲委任)

Board of Directors and Board Committees (Continued)

董事會及董事委員會(續)

BOARD COMMITTEES

董事委員會

Audit Committee

審核委員會

Mr. PAN Fei (*Chairman*) (*appointed on 20 March 2020*)

潘飛先生(主席)(於2020年3月20日獲委任)

Mr. Patrick SUN (*Chairman*) (*resigned on 31 December 2019*)

辛定華先生(主席)(於2019年12月31日辭任)

Mr. YU Tze Shan Hailson

余梓山先生

Dr. YAN Hong (*resigned on 20 March 2020*)

嚴弘博士(於2020年3月20日辭任)

Dr. ZHAO Yubiao (*appointed on 20 March 2020*)

趙玉彪博士(於2020年3月20日獲委任)

Remuneration Committee

薪酬委員會

Mr. YU Tze Shan Hailson (*Chairman*)

余梓山先生(主席)

Mr. Patrick SUN (*resigned on 31 December 2019*)

辛定華先生(於2019年12月31日辭任)

Mr. NG Tit

吳鐵先生

Dr. ZHAO Yubiao (*appointed on 31 December 2019*)

趙玉彪博士(於2019年12月31日獲委任)

Nomination Committee

提名委員會

Mr. NG Tit (*Chairman*)

吳鐵先生(主席)

Mr. Patrick SUN (*resigned on 31 December 2019*)

辛定華先生(於2019年12月31日辭任)

Mr. YU Tze Shan Hailson

余梓山先生

Dr. ZHAO Yubiao (*appointed on 31 December 2019*)

趙玉彪博士(於2019年12月31日獲委任)

Corporate Information

公司資料

COMPANY SECRETARY

Ms. Lai Siu Kuen

AUDITOR

Crowe (HK) CPA Limited
Certified Public Accountants

LEGAL ADVISORS AS TO HONG KONG LAWS

King & Wood Mallesons

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

28th Floor, The Wellington
198 Wellington Street
Sheung Wan, Hong Kong

PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN CHINA

11/F, Building S2, Bund Finance Centre
600 Zhongshan Dong Er Road, Huangpu District,
Shanghai, PRC

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

公司秘書

黎少娟女士

核數師

國富浩華(香港)會計師事務所有限公司
執業會計師

有關香港法律的法律顧問

金杜律師事務所

香港主要營業地點

香港上環
威靈頓街198號
威靈頓大廈28樓

中國主要營業地點及總部

中國上海市
黃浦區中山東二路600號
外灘金融中心S2幢11樓

註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港皇后大道東183號
合和中心54樓

Corporate Information (Continued)

公司資料(續)

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Construction Bank (Asia) Co., Limited
China Merchants Bank Co., Limited
Shanghai Pudong Development Bank Co., Limited

INVESTOR RELATIONS

Tel: (852) 2808 1606
Fax: (852) 2508 9459
Email: ir@ntpharma.com

COMPANY'S WEBSITE

<http://www.ntpharma.com>

STOCK CODE

1011

開曼群島股份過戶登記總處

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

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
招商銀行股份有限公司
上海浦東發展銀行有限公司

投資者關係

電話 : (852) 2808 1606
傳真 : (852) 2508 9459
電郵 : ir@ntpharma.com

公司網址

<http://www.ntpharma.com>

股份代號

1011

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHINA NT PHARMA GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China NT Pharma Group Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 161 to 384, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國泰凌醫藥集團有限公司 各股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

我們已審核列載於第161頁至第384頁中國泰凌醫藥集團有限公司（「貴公司」）及其附屬公司（「貴集團」）的綜合財務報表，其包括於2019年12月31日的綜合財務狀況表，與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註（包括主要會計政策概要）。

我們認為，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的《香港財務報告準則》（「香港財務報告準則」）真實而公允地反映 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之綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露要求妥為編製。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We 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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

During the year ended 31 December 2019, the Group incurred a loss attributable to equity shareholders of the Company of RMB587,590,000 and, as at 31 December 2019, the Group’s current liabilities exceeded its current assets by RMB1,316,173,000. The Group has been considering various measures to improve its liquidity position. These conditions, along with other matters as set forth in note 2(b) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in this respect.

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.

意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。根據該等準則，我們的責任在我們的報告內核數師對審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「該守則」)，我們獨立於貴集團，並已遵循該守則履行其他道德責任。我們相信，我們所獲得的審核證據能充分和適當地為我們的意見建立基礎。

有關持續經營的重大不確定性

截至2019年12月31日止年度，貴集團產生貴公司權益股東應佔虧損人民幣587,590,000元，及於2019年12月31日，貴集團的流動負債超過流動資產人民幣1,316,173,000元。貴集團已考慮各項措施改善其流動資金狀況。該等情況連同載於綜合財務報表附註2(b)的其他事項，顯示存在可能導致貴集團的持續經營能力嚴重存疑的重大不確定性。本段內容不影響我們已發表的審計意見。

關鍵審核事項

關鍵審核事項是我們根據專業判斷，認為對我們審核本期間綜合財務報表最為重要的事項。該等事項乃於我們審核整體綜合財務報表及達成我們的意見時進行處理，而我們不會對該等事項提供單獨的意見。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>(a) Recoverability of intangible assets</p> <p>(refer to notes 2(m)(ii), 3(a), (c) and (d), 16(a) and (e) to consolidated financial statements)</p> <p>At 31 December 2019, the Group has a significant amount of intangible assets of approximately RMB1,148.5 million (2018: approximately RMB1,271.2 million), representing approximately 63.87% (2018: 57.08%) of the Group's total assets, including approximately RMB983.5 million (2018: RMB1,247.8 million) relating to exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names for the commercialisation of Miacalcic branded injectable and nasal spray drug products which are used for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome ("Miacalcic Injection and Miacalcic Nasal Spray"), for an indefinite period of time in Mainland China and other designated countries as further detailed in note 16(a) to the consolidated financial statements.</p>	<p>Our audit procedures in this area included:</p> <ul style="list-style-type: none">– Assessing the external valuers' independence, competence and objectivity;– Performing certain procedures to identify indicators for impairment of intangible assets. These included reviewing the future business plans and forecast performance, reviewing management meeting minutes, reviewing governmental policies and approvals for the relevant pharmaceutical products in relevant countries in particular in Mainland China where the intangible assets are principally allocated to the identified CGUs, and enquiring management as to whether they are aware of any indicators of impairment;– Checking that valuation methodology used and allocation of cash flows between cash generating units is consistent year on year;

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>(a) Recoverability of intangible assets (Continued)</p>	
<p>Management of the Group considered that each of Miacalcic Injection and Miacalcic Nasal Spray has an indefinite useful life as disclosed in note 3(d) to the consolidated financial statements, and is not amortised but is tested annually for impairment.</p>	<p>– Evaluating the cash flows projections in the valuation models to detailed forecasts prepared by management;</p>
<p>An impairment loss of approximately RMB287,107,000 on Miacalcic Injection and Miacalcic Nasal Spray was recognised in the profit or loss for the year ended 31 December 2019.</p>	<p>– Assessing the appropriateness and reasonableness of the key assumptions, primarily estimated future economic useful lives, revenue, margin on sales and growth rates used in light of historic growth rates; evaluating that long-term growth rates in the models do not exceed industry published data by reference to published growth rates of comparable companies;</p>
	<p>– Challenging the judgements of management on the key assumptions used including margin on sales, discount rates and growth rates (including those used in the terminal value calculations); and</p>
	<p>– Evaluating management's sensitivity analysis and performing our own sensitivity analysis on the key assumptions used.</p>

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>(a) Recoverability of intangible assets (Continued)</p>	<p>We also assessed whether the Group's disclosures in respect of the impairment review and the sensitivity of the outcome of the impairment review to changes in the key assumptions reflected the risks inherent in the valuation.</p>
<p>There is a risk for the recoverability of each of the Group's identified cash generating units ("CGUs") to which the relevant intangible assets are allocated, that may result in impairment to the carrying value of those assets of the CGUs. This could be due to weaker than forecast demand, product obsolescence, changes in governmental regulations or other factors.</p> <p>As disclosed in note 16(e) to the consolidated financial statements, the assessment of recoverable amounts of the CGUs, to which these acquired intangible assets are allocated, is determined on the basis of value-in-use calculations conducted by independent professional valuers with experiences in valuing similar assets. Due to the inherent uncertainty and complexity, significant judgements and estimates involved in forecasting future cash flows, based on the assumptions which reflect management's view of future business prospects, estimating the economic useful lives, and in determining appropriate discount rates, which are the basis of the assessment of recoverability, this is the key judgmental area that our audit is concentrated on.</p>	
<p>The Group's policy on impairment of intangible assets and the uncertainties on the accounting estimates and judgments are disclosed in the notes 2(m)(ii), 3(a), (c) and (d) to the consolidated financial statements, respectively.</p>	

Independent Auditor's Report (Continued)

獨立核數師報告(續)

關鍵審核事項(續)

關鍵審核事項	我們的審核如何處理有關事項
(a) 無形資產之可收回性	我們於此領域的審核程序包括：
(參閱綜合財務報表附註2(m)(ii)、3(a)、(c)及(d)、16(a)及(e))	<ul style="list-style-type: none">— 評估外聘估值師之獨立性、能力及客觀性；— 執行若干程序，以識別無形資產之減值跡象。該等程序包括審閱未來業務計劃及預測表現、審閱管理層會議記錄、審閱相關國家(尤其是中國內地，當地無形資產主要分配予已識別現金產生單位)政府就相關藥品的政策及批文以及詢問管理層是否知悉任何減值跡象；— 核實所用估值方法及現金產生單位之間的現金流量分配乃每年一致；
於2019年12月31日，貴集團有大量無形資產，約為人民幣1,148.5百萬元(2018年：約人民幣1,271.2百萬元)，佔貴集團總資產約63.87%(2018年：57.08%)，包括約人民幣983.5百萬元(2018年：人民幣1,247.8百萬元)，乃涉及用於治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之商業化密蓋息注射劑及鼻噴劑品牌藥品(「密蓋息注射劑及密蓋息鼻噴劑」)之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權，且於中國內地及其他指定國家並無使用限期，進一步詳情載於綜合財務報表附註16(a)。	

Independent Auditor's Report (Continued)

獨立核數師報告(續)

關鍵審核事項(續)

關鍵審核事項	我們的審核如何處理有關事項
<p>(a) 無形資產之可收回性(續)</p> <p>貴集團管理層認為，密蓋息注射劑及密蓋息鼻噴劑各自具有無限可使用年期(誠如綜合財務報表附註3(d)所披露)，且不會攤銷，但會最少每年進行減值測試。</p> <p>密蓋息注射劑及密蓋息鼻噴劑減值虧損約人民幣287,107,000元於截至2019年12月31日止年度之損益中確認。</p>	<ul style="list-style-type: none">— 評估估值模型中的現金流量預測為管理層所編製之詳細預測；— 基於過往增長率評估所用的主要假設(主要為估計未來可使用經濟年期、收益、銷售利潤率及增長率)是否適當和合理，參照可資比較公司已公佈的增長率，評定模型中的長期增長率是否不超過已公佈行業數據；— 就所用主要假設(包括銷售利潤率、貼現率、增長率(包括計算終值時使用的該等增長率))向管理層判斷提出質詢；及— 評估管理層的敏感度分析，並就所用主要假設自行進行敏感度分析。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

關鍵審核事項(續)

關鍵審核事項	我們的審核如何處理有關事項
(a) 無形資產之可收回性(續)	
<p>就 貴集團獲分配相關無形資產之各個已識別現金產生單位(「現金產生單位」)之可收回性而言，存在或導致該等現金產生單位之資產賬面值減值之風險。此可歸因於需求少於預期、產品過時、政府法規變動或其他因素。</p>	<p>我們亦評估 貴集團是否就減值審閱及減值審閱結果對反映估值的內在風險的主要假設變動的敏感度作出之披露。</p>
<p>如綜合財務報表附註16(e)所披露，獲分配相關已收購無形資產之現金產生單位之可收回金額評估，乃基於在對類似資產進行估值方面擁有經驗的獨立專業估值師進行之使用價值計算所釐定。鑒於內在不確定性及複雜性，基於反映管理層對未來業務前景之意見之假設預測未來現金流、估計可使用經濟年期及釐定適當貼現率時涉及之重大判斷及估計(為評估可收回性之基準)，此乃我們的審核所專注的關鍵判斷領域。</p>	
<p>貴集團之無形資產減值政策及會計估計及判斷之不明朗因素分別於綜合財務報表附註2(m)(ii)、3(a)、(c)及(d)披露。</p>	

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>(b) Recoverability of trade receivables</p> <p>(refer to notes 2(m)(i), 3(f), 22 and 36(a) to the consolidated financial statements)</p> <p>At 31 December 2019, the carrying amount of trade and bills receivables was approximately RMB63.6 million (2018: RMB242.4 million) (net of provision for impairment of approximately RMB620.4 million (2018: RMB486.0 million)) without collateral as security for settlements.</p> <p>The Group had credit concentration risk as 73% (2018: 29%) and 94% (2018: 73%) of the total trade receivables due from the Group's largest customer and top five largest customers, respectively.</p> <p>Determining impairment provisions against the trade and bills receivable is a judgmental area which involves significant judgmental estimates by management of the probability of default by the customers whose abilities to settle their trade debts may deteriorate after the year end.</p>	<p>We assessed the adequacy of provision for impairment and reasonableness of the assumptions used by management in making provision for impairment against trade and bills receivables. This included an assessment of:</p> <ul style="list-style-type: none">– the Group's internal control on debt recovery and actions taken to collect the overdue debts;– past settlement history of the customers and cash received after year end and up to the audit opinion date, on a sample basis, of customer debts;– ageing analysis for trade and bills receivables by customers and update on the creditworthiness of the customers and other forward looking information such as economic conditions; and– any disputes with customers by comparing, on a sample basis, the discrepancies to the debtor confirmations directly obtained from the customers, including review of correspondences with the customers and making enquiries of the Group's external solicitors. <p>We also assessed the disclosure on the provision for trade and bill receivables in the consolidated financial statements.</p>

Independent Auditor's Report (Continued)

獨立核數師報告(續)

關鍵審核事項(續)

關鍵審核事項	我們的審核如何處理有關事項
<p>(b) 貿易應收款項之可收回性</p> <p>(參閱綜合財務報表附註2(m)(i)、3(f)、22及36(a))</p> <p>於2019年12月31日，貿易應收款項及應收票據的賬面值約為人民幣63.6百萬元(2018年：人民幣242.4百萬元)(經扣除減值撥備約人民幣620.4百萬元(2018年：人民幣486.0百萬元))，且並無持有任何抵押品作為結算擔保。</p> <p>貴集團有信貸集中風險，原因為73%(2018年：29%)及94%(2018年：73%)之貿易應收款項總額乃分別來自 貴集團之最大客戶及五大客戶。</p> <p>釐定貿易應收款項及應收票據之減值撥備屬判斷範疇，涉及管理層須對客戶違約之可能性作出重大判斷估計，而該等客戶結算貿易債項之能力於年末後可能會出現惡化。</p>	<p>我們評估減值撥備的充足性及管理層計算貿易應收款項及應收票據減值撥備時所用假設之合理性。此包括對以下各項的評估：</p> <ul style="list-style-type: none">— 評估 貴集團收回逾期債務所採取之債務回收內部控制及行動；— 按抽樣基準評估客戶過往結算歷史及於年末後直至審核意見日期客戶債務之已收現金；— 評估按客戶劃分之貿易應收款項及應收票據的賬齡分析及有關客戶信譽之最新資料及其他前瞻性資料，如經濟狀況；及— 透過抽樣比較從客戶直接獲得之債務人確認書的差異(包括審閱與客戶的通訊)，並向 貴集團外部律師作出查詢，以評估與客戶的任何爭議。 <p>我們亦評估綜合財務報表內有關貿易應收款項及應收票據撥備之披露。</p>

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>(c) Fair value of financial liabilities at fair value through profit or loss</p> <p>(refer to notes 3(i), 29 and 35 to the consolidated financial statements)</p> <p>At 31 December 2019, included in the Group's financial liabilities at fair value through profit or loss, as disclosed in notes 29 and 35 were the Company's obligations under the Put Option to redeem redeemable convertible preference shares ("CPSs") and/or to pay dividends to the holders of CPSs with a fair value of approximately RMB432.1 million, which was determined by the management of the Group by reference to a valuation performed by an independent professional qualified valuer. The financial liabilities of the CPSs were recognised and measured at fair value through profit or loss, which was determined by an independent valuer using the Discounting Cash Flow approach and Binomial Pricing Model which involves various assumptions and estimates for the parameters as disclosed in note 35 to the consolidated financial statements.</p> <p>The valuation methodology requires significant judgements and estimates made by management of the Group.</p>	<p>We evaluated the independence, competence, and objectivity of the external valuer.</p> <p>We discussed with the external valuer and management to evaluate the rationale and the appropriateness of valuation methodology used.</p> <p>We reviewed the valuation report issued by the external valuer and checked the accuracy of the calculations on the valuation worksheets.</p> <p>We checked the accuracy of the calculation for the change in the financial liabilities of the redeemable convertible preference shares, of which, fair value loss on financial liabilities was charged to profit or loss while fair value gain on financial liabilities due to increase in own credit risk was credited to the other comprehensive income.</p> <p>We challenged the appropriateness of the key assumptions and data applied in the valuation. We also assessed the disclosures made in the consolidated financial statements.</p>

Independent Auditor's Report (Continued)

獨立核數師報告(續)

關鍵審核事項(續)

關鍵審核事項	我們的審核如何處理有關事項
<p>(c) 按公允值列入損益的金融負債之公允值</p> <p>(參閱綜合財務報表附註3(i)、29及35)</p> <p>於2019年12月31日，貴集團按公允值列入損益的金融負債(如附註29及35所披露)包括貴公司在認沽期權項下向可贖回可換股優先股(「可換股優先股」)持有人贖回及／或支付股息的義務的公允值約人民幣432.1百萬元，由貴集團管理層參照獨立專業合資格估值師進行的估值釐定。可換股優先股的金融負債按公允值列入損益確認及計量，由一獨立估值師採用貼現現金流量法及二項式定價模型釐定，當中涉及多項假設及估計參數(如綜合財務報表附註35所披露)。</p> <p>估值方法需要貴集團管理層作出重大判斷及估計。</p>	<p>我們評估了外部估值師的獨立性、能力和客觀性。</p> <p>我們與外部估值師和管理層進行討論，以評估所使用的估值方法的理由和適當性。</p> <p>我們審閱了外部估值師發佈的估值報告，並檢查了估值工作表的計算準確性。</p> <p>我們檢查了可贖回可轉換優先股金融負債變動的計算準確性，其中，金融負債的公允值虧損自損益扣除，而因自身信貸風險增加產生的金融負債公允值收益則被計入其他全面收益。</p> <p>我們質詢估值中應用的主要假設和數據的適當性。我們還評估了綜合財務報表中作出的披露。</p>

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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.

綜合財務報表及其核數師報告以 外的資料

董事須負責其他資料。其他資料包括載入年報的所有資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並不包括其他資料，我們亦不會對此發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審核中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITY 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 HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事對綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求編製真實而公允的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表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，以及採用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他實際可行的辦法。

審核委員會協助董事履行彼等監督 貴集團財務申報程序的責任。

核數師對審核綜合財務報表須承擔的責任

我們的目標為合理確定綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東報告。除此以外，我們的報告不用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔責任。

合理核證屬高層次的核證，惟根據《香港審計準則》進行的審核工作概不保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在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時，則被視為重大錯誤陳述。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism 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.

核數師對審核綜合財務報表須承擔的責任(續)

根據香港審計準則進行審核時，我們運用專業判斷，並於整個審核過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核有關的內部監控，以設計適當的審核程序，但目的並非為對貴集團的內部監控的有效性發表意見。
- 評價董事所採用的會計政策的適當性及所作出會計估計及相關披露的合理性。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

核數師對審核綜合財務報表須承擔的責任(續)

- 對董事採用持續經營為會計基礎的適當性作出結論，並根據所獲得的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致導致 貴集團的持續經營能力嚴重存疑。倘我們認為存在重大不確定性，我們須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表的整體列報、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以就綜合財務報表發表意見。我們須負責集團審核的方向、監督及執行。我們須為我們的審核意見承擔全部責任。

我們與審核委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺失。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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, 14 April 2020

Liu Mok Lan, Cliny

Practising Certificate Number P07270

核數師對審核綜合財務報表須承擔的責任(續)

我們亦向審核委員會作出聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

從與審核委員會溝通的事項中，我們釐定對本期綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。我們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等事項，或在極端罕見的情況下，倘合理預期在報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中溝通有關事項。

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14日

廖木蘭

執業證書編號P07270

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2019 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

		Note	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
		附註		
Continuing operations	持續經營業務			
Revenue	收益	4	365,969	571,521
Cost of sales	銷售成本		(105,086)	(149,519)
Gross profit	毛利		260,883	422,002
Other revenue and other income	其他收益及其他收入	5	6,629	5,840
Other net loss	其他虧損淨額	6	(4,275)	(4,647)
Share of loss of an associate	分佔一間聯營公司之虧損	19	(27)	(1,974)
Impairment loss of an intangible asset	一項無形資產減值虧損	16(e)	(287,107)	(77,682)
Impairment loss of property, plant and equipment	物業、廠房及設備減值虧損	15(c)	(10,980)	–
Impairment loss of trade receivables, net	貿易應收款項減值虧損淨額	22(b)	(134,337)	(162,618)
(Impairment loss)/reversal of impairment loss of other receivables, net	其他應收款項(減值虧損)/減值虧損撥回淨額	22(c)	(23,187)	5,519
Fair value change on financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債之公允值變動	30 & 35	(29,853)	(304,907)
Selling and distribution expenses	銷售及分銷開支		(93,023)	(183,483)
Administrative expenses	行政開支		(163,820)	(178,994)
Finance costs	融資成本	7(a)	(104,375)	(81,055)
Loss before taxation	除稅前虧損	7	(583,472)	(561,999)
Income tax expense	所得稅開支	8(a)	(9,730)	(39,860)
Loss for the year from continuing operations	年內來自持續經營業務的虧損		(593,202)	(601,859)
Loss for the year from discontinued operation	年內來自已終止經營業務的虧損	9	–	(361,903)
Loss for the year	年內虧損		(593,202)	(963,762)

Consolidated Statement of Profit or Loss (Continued)

綜合損益表(續)

For the year ended 31 December 2019 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

		Note	2019	2018
		附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Attributable to:	分別屬於：			
Equity shareholders of the Company	本公司權益股東		(587,590)	(957,666)
Non-controlling interests	非控股權益		(5,612)	(6,096)
Loss for the year	年內虧損		(593,202)	(963,762)
Loss attributable to equity shareholders of the Company arises from:	本公司權益股東應佔來自以下各項的虧損：			
Continuing operations	持續經營業務		(587,590)	(595,763)
Discontinued operation	已終止經營業務		-	(361,903)
			(587,590)	(957,666)
Loss per share	每股虧損	13		
From continuing and discontinued operations	來自持續經營業務及已終止經營業務			
Basic	基本		(33.31) cents分	(61.16) cents分
Diluted	攤薄		(33.31) cents分	(61.16) cents分
From continuing operations	來自持續經營業務			
Basic	基本		(33.31)cents分	(38.05)cents分
Diluted	攤薄		(33.31)cents分	(38.05)cents分

The notes on pages 170 to 384 form part of these financial statements.

第170頁至384頁的附註構成此等財務報表的一部分。

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 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loss for the year	年內虧損	(593,202)	(963,762)
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>		
Fair value gain on financial liabilities through other comprehensive income (note 32)	列入其他全面收益之金融負債之公允值收益 (附註32)	-	24,821
<i>Item that will be reclassified to profit or loss:</i>	<i>隨後可能重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of entities outside the People's Republic of China	中華人民共和國境外實體的財務報表換算所產生的匯兌差額	369	38,397
Total comprehensive loss for the year	年內全面虧損總額	(592,833)	(900,544)
Attributable to:	分別屬於：		
Equity shareholders of the Company	本公司權益股東	(587,221)	(894,448)
Non-controlling interests	非控股權益	(5,612)	(6,096)
		(592,833)	(900,544)
Total comprehensive loss for the year attributable to equity shareholders of the Company arises from:	本公司權益股東應佔來自以下各項的年內全面虧損總額：		
Continuing operations	持續經營業務	(587,221)	(532,545)
Discontinued operation	已終止經營業務	-	(361,903)
		(587,221)	(894,448)

The notes on pages 170 to 384 form part of these financial statements.

第170頁至384頁的附註構成此等財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 (Expressed in Renminbi) 於2019年12月31日 (以人民幣列示)

		Note	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
		附註		
Non-current assets	非流動資產			
Fixed assets	固定資產			
– Property, plant and equipment	– 物業、廠房及設備	15	265,412	290,240
– Interests in leasehold land held for own use	– 持作自用之租賃土地權益	15	40,003	40,994
			305,415	331,234
Intangible assets	無形資產	16	1,148,477	1,271,169
Goodwill	商譽	17	–	–
Interest in an associate, net	於一間聯營公司之權益淨額	19	16,891	16,918
Prepayment for acquisition of an intangible asset	收購一項無形資產之預付款項	22	17,576	17,191
Financial asset at fair value through profit or loss	按公允值列入損益之金融資產	20	571	559
			1,488,930	1,637,071
Current assets	流動資產			
Inventories	存貨	21	34,461	44,962
Trade and other receivables	貿易及其他應收款項	22	161,895	419,336
Pledged bank deposits	已抵押銀行存款	23	40,000	38,000
Time deposits	定期存款	24(a)	44,790	–
Cash and cash equivalents	現金及現金等價物	24(b)	28,198	87,793
			309,344	590,091
Current liabilities	流動負債			
Contract liabilities	合約負債	25	16,022	12,871
Trade and other payables	貿易及其他應付款項	26	183,583	298,533
Bank and other borrowings	銀行及其他借貸	27	957,748	1,007,000
Lease liabilities	租賃負債	28	1,866	–
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債	29	445,219	10,024
Current taxation	本期稅項	31(a)	21,079	12,557
			1,625,517	1,340,985
Net current liabilities	流動負債淨額		(1,316,173)	(750,894)
Total assets	總資產		1,798,274	2,227,162

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表 (續)

At 31 December 2019 (Expressed in Renminbi) 於2019年12月31日 (以人民幣列示)

		Note	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
		附註		
Total assets less current liabilities	總資產減流動負債		172,757	886,177
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借貸	27	64,706	3,550
Lease liabilities	租賃負債	28	3,286	–
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債	29	2,842	391,058
			70,834	394,608
NET ASSETS	資產淨值		101,923	491,569
CAPITAL AND RESERVES	股本及儲備	34		
Share capital	股本		1	1
Reserves	儲備		105,257	489,291
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		105,258	489,292
Non-controlling interests	非控股權益	18(ii)	(3,335)	2,277
TOTAL EQUITY	權益總額		101,923	491,569

Approved and authorised for issue by the board of directors on 14 April 2020 and signed on its behalf by:

經董事會於2020年4月14日批准及授權發佈，並由下列人士代表簽署：

Ng Tit
吳鐵

Chairman and Chief Executive Officer
主席兼行政總裁

Chin Yu
錢余

Director
董事

The notes on pages 170 to 384 form part of these financial statements.

第170頁至384頁的附註構成此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 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

Attributable to equity shareholders of the Company
本公司權益股東應佔

		Share capital	Conversion option of redeemable convertible preference share	Share premium	Exchange reserve	Statutory reserve	Merger reserve	Other reserve	Capital reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	可贖回可換股優先股之換股權	股份溢價	匯兌儲備	法定儲備	合併儲備	其他儲備	資本儲備	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	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 34(c))	(Note 35)	(Note 34(d)(i))	(Note 34(d)(ii))	(Note 34(d)(iii))	(Note 34(d)(iv))	(Note 34(d)(v))	(Note 34(d)(vi))	(Note 34(d)(vii))	(Note 34(d)(viii))	(Note 34(d)(ix))	(Note 34(d)(x))
As at 1 January 2018	於2018年1月1日	1	329,714	1,488,153	18,156	88,206	8,256	338,509	10,772	(861,387)	1,420,380	8,373	1,428,753
Changes in equity for 2018:	於2018年權益變動:												
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(957,666)	(957,666)	(6,096)	(963,762)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Fair value change on financial liabilities at fair value due to increase in own credit risk	按公允價值列賬的金融負債因自身信貸風險增加產生的公允價值變動	-	-	-	-	-	-	-	-	24,821	24,821	-	24,821
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外實體的財務報表所產生的匯兌差額	-	-	-	38,397	-	-	-	-	-	38,397	-	38,397
Total comprehensive loss	全面虧損總額	-	-	-	38,397	-	-	-	-	(932,845)	(894,448)	(6,096)	(900,544)
Dividend paid	已付股息	-	-	-	-	-	-	(56,709)	-	-	(56,709)	-	(56,709)
Equity-settled share-based transactions	以權益結算並以股份為基礎的交易	-	-	-	-	-	-	-	8,260	-	8,260	-	8,260
Shares purchase for share award scheme (note 32(d))	根據股份獎勵計劃購入股份 (附註32(d))	-	-	-	-	-	-	-	(8,787)	-	(8,787)	-	(8,787)
Issue of new shares upon conversion of convertible preference shares (note 35)	因轉換可換股優先股而發行新股 (附註35)	-	(53,583)	74,179	-	-	-	-	-	-	20,596	-	20,596
As at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	1	276,131	1,562,332	56,553	88,206	8,256	281,800	10,245	(1,794,232)	489,292	2,277	491,569
Changes in equity for 2019:	於2019年權益變動:												
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(587,590)	(587,590)	(5,612)	(593,202)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外實體的財務報表所產生的匯兌差額	-	-	-	369	-	-	-	-	-	369	-	369
Total comprehensive loss	全面虧損總額	-	-	-	369	-	-	-	-	(587,590)	(587,221)	(5,612)	(592,833)
Lapse of share options	購股權失效	-	-	-	-	-	-	-	(1,911)	1,911	-	-	-
Equity-settled share-based transactions (note 7(b))	以權益結算並以股份為基礎的交易 (附註7(b))	-	-	-	-	-	-	-	7,462	-	7,462	-	7,462
Shares purchased for share award scheme (note 32(d))	根據股份獎勵計劃購入股份 (附註32(d))	-	-	-	-	-	-	-	(1,046)	-	(1,046)	-	(1,046)
Issue of new shares upon conversion of convertible bonds (note 30)	因轉換可換股債券而發行新股 (附註30)	-	-	196,771	-	-	-	-	-	-	196,771	-	196,771
As at 31 December 2019	於2019年12月31日	1	276,131	1,759,103	56,922	88,206	8,256	281,800	14,750	(2,379,911)	105,258	(3,335)	101,923

The notes on pages 170 to 384 form part of these financial statements.

第170頁至384頁的附註構成此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 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

	Note 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Operating activities	經營活動		
Loss before taxation	除稅前虧損		
– From continuing operations	– 來自持續經營業務	(583,472)	(561,999)
– From discontinued operation	– 來自已終止經營業務	–	(361,903)
		(583,472)	(923,902)
Adjustments for:	經下列各項調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7(c) 22,521	23,028
Depreciation of right-of-use assets	使用權資產折舊	7(c) 939	–
Amortisation of lease prepayments	租賃預付款項攤銷	7(c) 991	991
Amortisation of intangible assets	無形資產攤銷	7(c) 6,680	11,628
Write-down of inventories	存貨撇減	21(b) 2,361	16,120
Impairment loss of property, plant and equipment	物業、廠房及設備減值虧損	15 10,980	–
Impairment loss of trade receivables	貿易應收款項減值虧損	22(b) 134,337	433,881
Impairment loss of other receivables	其他應收款項減值虧損	22(c) 23,187	85,121
Impairment loss of an intangible asset	一項無形資產減值虧損	16(e) 287,107	77,682
Finance costs	融資成本	7(a) 104,375	81,055
Interest income	利息收入	5 (1,884)	(2,102)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損淨額	6 635	299
Equity-settled share-based payment expenses	以權益結算並以股份支付的報酬	7(b) 7,462	8,260
Share of loss of an associate	分佔一間聯營公司之虧損	19 27	1,974
Fair value loss on financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債之公允值虧損	30 & 35 29,853	304,907
Changes in working capital:	營運資金變動：		
Decrease in inventories	存貨減少	8,140	4,231
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少／(增加)	2,749	(126,546)
Decrease in trade and other payables and contract liabilities	貿易及其他應付款項以及合約負債減少	(8,015)	(116,398)
Cash generated from/(used in) from operations	經營所得／(所用) 現金	48,973	(119,771)
Tax paid	已付稅項		
– PRC Income Tax paid	– 已付中國所得稅	(1,208)	(4,432)
Net cash generated from/(used in) operating activities	經營活動所得／(所用) 現金淨額	47,765	(124,203)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2019 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
	Note 附註		
Investing activities	投資活動		
Payment for consideration balance in relation to the acquisition of a subsidiary in prior year	於過往年度就收購一間附屬公司之代價結餘所付款項	(4,772)	(2,000)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備所付款項	(36,034)	(11,929)
Payment for purchase of intangible assets – Miacalcic Nasal Spray and Miacalcic injection	購買無形資產所付款項 – 密蓋息鼻噴劑及 密蓋息注射劑	–	(210,940)
Payment for purchase of an intangible asset – Teriparatide	購買一項無形資產所付款項 – 特立帕肽	–	(17,191)
Payment for purchase of intangible assets – others	購買無形資產所付款項 – 其他	(51,167)	(826)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	4	371
Deposit received for proposed disposal of a subsidiary	就擬出售一間附屬公司所收取按金	–	70,000
Refund of deposit for proposed disposal of a subsidiary	退回就擬出售一間附屬公司所收取按金	(70,000)	–
Interest received	已收取利息	1,884	2,102
Placement of pledged bank deposits	存放已抵押銀行存款	(40,000)	(38,000)
Release of pledged bank deposits	解除已抵押銀行存款	38,000	65,170
Placement of time deposits	存放定期存款	(44,790)	–
Net cash used in investing activities	投資活動所用現金淨額	(206,875)	(143,243)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表 (續)

For the year ended 31 December 2019 (Expressed in Renminbi) 截至2019年12月31日止年度 (以人民幣列示)

	Note 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Financing activities			
Proceeds from new bank borrowings	24(c)	606,632	984,501
Repayment of bank borrowings	24(c)	(678,798)	(789,525)
Proceeds from new other borrowings	24(c)	416,987	560,000
Repayments of other borrowings	24(c)	(368,595)	(408,732)
Interest paid	24(c)	(94,131)	(61,733)
Proceeds from issue of convertible bonds	30	200,067	–
Payment for cost of issuing convertible bonds	30	(341)	–
Proceeds from issue of corporate bonds	27(v)	46,937	–
Payment for cost of issuing corporate bonds	27(v)	(4,747)	–
Repayment of corporate bonds	27(v)	(21,007)	–
Repayment of lease liabilities	24(c)	(585)	–
Payment for shares purchased for the share award scheme	32(d)	(1,046)	(8,787)
Dividend paid	12	–	(56,709)
Net cash generated from financing activities		101,373	219,015
Net decrease in cash and cash equivalents		(57,737)	(48,431)
Cash and cash equivalents at 1 January		87,793	146,868
Effect of foreign exchange rate changes		(1,858)	(10,644)
Cash and cash equivalents at 31 December	24	28,198	87,793

The notes on pages 170 to 384 form part of these financial statements.

第170頁至384頁的附註構成此等財務報表的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

1. PRINCIPAL ACTIVITIES OF REPORTING ENTITY

The Company was incorporated in the Cayman Islands on 1 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 23 of 1961, as consolidated and revised) of the Cayman Islands. The Group is principally engaged in research and development, manufacturing, sales and distribution of pharmaceutical products and the provision of marketing and promotion services to suppliers in the People's Republic of China (the "PRC").

The consolidated financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand, which is the presentation currency of the Group and the functional currency of the primary economic environment in the PRC where the majority of the entities within the Group operate.

1. 申報實體之主要業務

本公司於2010年3月1日根據開曼群島公司法第22章(1961年第23條法律, 經綜合及修訂)於開曼群島註冊成立為一間受豁免之有限公司。本集團主要於中華人民共和國(「中國」)從事研發、生產、銷售及分銷醫藥產品, 以及向供應商提供市場推廣及宣傳服務。

綜合財務報表以人民幣(「人民幣」)列值, 並湊整至最接近的千位數。人民幣為本集團呈列貨幣, 亦為本集團旗下大多數實體經營所在主要經濟環境中國之功能貨幣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong 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 HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) 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.

2. 主要會計政策

(a) 合規聲明

此等財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)編製,此統稱包括香港會計師公會(「香港會計師公會」)頒佈的所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則以及香港公司條例之披露規定。此等財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納之主要會計政策披露如下。

香港會計師公會已頒佈首次生效或讓本集團可於本會計期間提早採納的若干新訂及經修訂香港財務報告準則。倘反映於此等財務報表內的會計政策發展於目前及過往會計期間與本集團有關,則附註2(c)提供了產生自首次應用此等發展的任何會計政策變動資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

During the year ended 31 December 2019, the Group incurred a loss attributable to the equity shareholders of RMB587,590,000 for the year ended 31 December 2019 and, as at 31 December 2019, the Group's current liabilities exceeded its current assets by RMB1,316,173,000. The consolidated financial statements have been prepared on the assumption that the Group will be able to operate as a going concern in the foreseeable future, after taking into consideration of (a) unused and available credit facilities of approximately RMB182,791,000; (b) new bank borrowings of approximately RMB45,000,000 subsequently obtained from banks up to the date of approval for the consolidated financial statements; (c) additional new credit facilities and/or financial arrangements which are currently under serious and advanced stage of discussions between the Group and certain financial institutions and potential investor(s); (d) serious discussions with an independent third party for co-operation relating to certain assets of the Group subsequent to the end of the reporting period, as part of the Group's measure to improve the Group's liquidity;

2. 主要會計政策(續)

(b) 財務報表的編製基準

截至2019年12月31日止年度, 本集團於截至2019年12月31日止年度產生權益股東應佔虧損人民幣587,590,000元, 以及於2019年12月31日, 本集團的流動負債超出流動資產人民幣1,316,173,000元。鑒於(a)未動用及可用信貸融資約人民幣182,791,000元; (b)直至綜合財務報表批准日前隨後向銀行取得之新增銀行借款約人民幣45,000,000元; (c)其他新增信貸融資及/或目前由本集團與若干金融機構及潛在投資者進行緊張及最後階段之磋商之融資安排; (d)在報告期結束後, 與獨立第三方就本集團若干資產的合作進行緊張討論, 作為本集團提高流動資金措施的一

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (continued)

and (e) a substantial shareholder of the Company, to whom the Company owed approximately RMB381,600,000, that were classified as financial liabilities measured at fair value through profit or loss as included in current liabilities as at 31 December 2019, has agreed to provide adequate funds to the Group to enable it to meet its debts as and when they fall due in the foreseeable future, and will not demand immediate repayment from the Company until the Group will have sufficient working capital to operate as a going concern in the foreseeable future.

Management of the Company has prepared a cash flow forecast of the Group for a period covered not less than twelve months from date of approval for the consolidated financial statements. Based on the cash flow forecast, after having taken into account of the Group's projected cash flows, current financial resources, existing and new credit facilities, the financial support from a substantial shareholder of the Company and the future capital expenditure requirements, management of the Company is of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from the date of approval for the consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

2. 主要會計政策(續)

(b) 財務報表的編製基準(續)

部分;及(e)本公司一名主要股東(本公司欠彼之款項於2019年12月31日分類為流動負債中按公允值列入損益的金融負債約人民幣381,600,000元)已同意向本集團提供充足資金,以令本集團可於可見將來履行其到期債務,且將不會於本集團擁有充足營運資金於可見將來繼續按持續經營基礎營運前要求本公司立即還款,綜合財務報表之編製乃假設本集團可於可見將來繼續按持續經營基礎營運。

本公司管理層已編製本集團涵蓋不少於綜合財務報表批准日期起十二個月期間之現金流量預測。根據現金流量預測,經考慮本集團之預測現金流量、流動財務資源、現有及新增信貸融資、本公司一名主要股東之財務支持以及日後資本開支要求後,本公司管理層認為,本集團將擁有充足營運資金履行其自綜合財務報表批准日期後未來十二個月到期之財務責任。因此,綜合財務報表已按持續經營基準編製。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (continued)

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in an associate.

The measurement basis used in the preparation of the financial statements is the historical cost basis, except for the following assets and liabilities are stated at their fair value:

- Financial assets at fair value through profit or loss;
- Financial liabilities at fair value through profit or loss; and
- Financial liabilities at fair value through other comprehensive income (non-recycling).

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 2(dd)(i)).

2. 主要會計政策(續)

(b) 財務報表的編製基準(續)

截至2019年12月31日止年度之綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)以及本集團於一間聯營公司的權益。

編製財務報表所用計量基準為歷史成本基準,惟以下按公允值列賬的資產及負債除外:

- 按公允值列入損益之金融資產;
- 按公允值列入損益之金融負債;及
- 按公允值列入其他全面收益之金融負債(不可轉回)。

持作出售的非流動資產按賬面值及公允值減銷售成本的較低者列賬(見附註2(dd)(i))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (continued)

The preparation of financial statements in conformity with HKFRSs 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 that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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 HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

2. 主要會計政策(續)

(b) 財務報表的編製基準(續)

編製符合香港財務報告準則之財務報表, 要求管理層作出影響政策應用及所呈報之資產、負債、收入及支出數額之判斷、估計及假設。該等估計及相關假設乃根據過往經驗及於有關情況下認為屬合理之各種其他因素而作出, 其結果構成在無法依循其他途徑即時得知資產及負債之賬面值時所作出判斷之基礎。實際結果可能與該等估計有別。

各項估計及相關假設會持續進行檢討。倘會計估計之修訂僅影響作出估計修訂之期間, 則修訂會於該期間確認; 倘修訂對本期間及未來期間均有影響, 則於作出修訂之期間及未來期間確認。

管理層於應用香港財務報告準則時所作出之對財務報表產生重大影響之判斷及估計不確定性之主要來源於附註3內討論。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies

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

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment and Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except for HKFRS 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.

2. 主要會計政策(續)

(c) 會計政策變動

香港會計師公會已頒佈新訂的香港財務報告準則第16號租賃及多項香港財務報告準則修訂, 並於本集團本會計期間首次生效。

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理之不确定性
香港財務報告準則第9號之修訂	具有負補償之預付款項特徵
香港會計準則第19號之修訂	計劃修訂、縮減及結清
香港會計準則第28號之修訂	於聯營公司及合營企業的長期權益
香港財務報告準則之修訂	2015年至2017年週期香港財務報告準則之年度改進

除香港財務報告準則第16號租賃外, 該等發展並無對本集團現在或過往期間之業績及財務狀況編製或呈列方式產生重大影響。本集團並無於本會計期間採納任何未生效之新準則或詮釋。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (continued)

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17, Leases and the related interpretations, HK(IFRIC) 4, Determining whether an arrangement contains a lease, HK(SIC) 15, Operating leases – incentives, and HK(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 are brought forward from HKAS 17 substantially unchanged.

HKFRS 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 HKFRS 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 HKAS 17.

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

2. 主要會計政策(續)

(c) 會計政策變動(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃及相關詮釋、香港(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、香港(常設詮釋委員會)詮釋第15號經營租賃—優惠及香港(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模式, 要求承租人確認所有租賃的使用權資產和租賃負債, 但租賃期為12個月或以下的租賃(「短期租賃」)和低價值資產的租賃則除外。對出租人的會計要求沿用香港會計準則第17號並大致維持不變。

香港財務報告準則第16號亦引入額外的定性及定量披露要求, 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日起首次應用香港財務報告準則第16號。本集團已選擇使用經修訂追溯法, 因此將首次應用的累計影響確認為2019年1月1日之期初權益結餘的調整。比較資料不予重列, 並繼續根據香港會計準則第17號報告。

有關過往會計政策變動的性質及影響以及所應用過渡選擇的進一步詳情載列如下:

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (continued)

HKFRS 16 Leases (continued)

a. New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 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 of HKFRS 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 HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

2. 主要會計政策(續)

(c) 會計政策變動(續)

香港財務報告準則第16號租賃 (續)

a. 租賃的新定義

租賃定義的變動主要涉及控制的概念。香港財務報告準則第16號根據客戶是否於一段期間內控制已識別資產的使用而定義租賃, 其可藉界定的使用量釐定。倘客戶既有權指示已識別資產的使用, 亦有權自該使用中獲得絕大部分經濟利益, 則控制權已轉移。

本集團僅對於2019年1月1日或之後訂立或變更的合約應用香港財務報告準則第16號中的租賃新定義。對於2019年1月1日前訂立的合約, 本集團已採用過渡性實際權宜方法, 以令對現有安排為租賃或包含租賃的過往評估不受新規定限制。因此, 先前根據香港會計準則第17號評估為租賃的合約繼續按香港財務報告準則第16號入賬列為租賃, 而先前評估為非租賃服務安排的合約繼續入賬列為待履行合約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (continued)

HKFRS 16 Leases (continued)

b. Lessee accounting and transitional impact

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 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 property, plant and equipment as disclosed in note 15.

At the date of transition to HKFRS 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 used at 1 January 2019.

2. 主要會計政策(續)

(c) 會計政策變動(續)

香港財務報告準則第16號租賃 (續)

b. 承租人會計處理及過渡影響

香港財務報告準則第16號取消承租人將租賃分類為經營租賃或融資租賃的規定(如香港會計準則第17號先前所規定)。相反,本集團作為承租人時,須資本化所有租賃(包括先前根據香港會計準則第17號分類為經營租賃的租賃),惟短期租賃及低價值資產租賃則獲豁免。就本集團而言,該等新資本化的租賃主要與附註15披露的物業、廠房及設備有關。

於過渡至香港財務報告準則第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按餘下租賃付款現值釐定餘下租期及計量租賃負債,並已使用2019年1月1日之相關遞增借款利率進行貼現。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (continued)

HKFRS 16 Leases (continued)

b. Lessee accounting and transitional impact (continued)

To ease the transition of HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16 which the Group elected not to apply the requirements of HKFRS 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 HKFRS 16, i.e. where the lease term ends on or before 31 December 2019.

The Group presents right-of-use assets in "Property, plant and equipment" (except for leasehold land included in "Interests in leasehold land held for own use" as mentioned below) and presents lease liabilities separately in the statement of financial position. So far as the impact of the adoption of HKFRS 16 on interests in leasehold land held for own use previously classified as under operating leases is concerned, the Group is not required to make any adjustments at the date of initial application of HKFRS 16, other than changing the caption of the balance. These amounts are included within "Interests in leasehold land held for own use".

There is no impact on the opening balance of the Group's equity as at 1 January 2019 on the initial application of HKFRS 16.

2. 主要會計政策(續)

(c) 會計政策變動(續)

香港財務報告準則第16號租賃(續)

b. 承租人會計處理及過渡影響(續)

為簡化香港財務報告準則第16號的過渡,本集團於首次應用香港財務報告準則第16號當日採用下列確認豁免及可行權宜方法,本集團已選擇不就租賃期於首次應用香港財務報告準則第16號當日起計12個月內結束(即租期於2019年12月31日或之前結束)應用香港財務報告準則第16號的規定確認租賃負債及使用權資產。

本集團於「物業、廠房及設備」呈列使用權資產(惟下述租賃土地計入「持作自用之租賃土地權益」除外),以及於財務狀況表內單獨呈列租賃負債。就採納香港財務報告準則第16號對先前分類為經營租賃項下持作自用之租賃土地權益的影響而言,除更改結餘項目名稱外,本集團毋需於首次應用香港財務報告準則第16號當日作出任何調整。該等金額計入「持作自用之租賃土地權益」內。

首次應用香港財務報告準則第16號對本集團於2019年1月1日的權益年初結餘並無任何影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (continued)

HKFRS 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 will result in front load effect to the Group's total expenses in early years of lease arrangement. The adoption of HKFRS 16 does not result in a significant impact on the reported loss from operations in the Group's consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see note 24(c)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in a presentation of cash flows within the cash flow statement.

2. 主要會計政策(續)

(c) 會計政策變動(續)

香港財務報告準則第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

對於2019年1月1日的使用權資產及租賃負債進行初始確認後, 本集團作為承租人需確認租賃負債尚未償付結餘所產生的利息費用, 並對使用權資產計提折舊, 而非按照此前的政策於租賃期內以直線法確認經營租賃項下產生的租金費用。此將導致提前於租賃安排早期確認本集團的開支總額。與年內一直採用香港會計準則第17號的業績相比, 採納香港財務報告準則第16號對本集團綜合損益表內的經營匯報虧損並無重大影響。

在現金流量表內, 本集團作為承租人需將根據已資本化的租賃支付的租金拆分為本金及利息金額(見附註24(c))。該等要素被劃分為融資現金流出, 並採用與此前根據香港會計準則第17號分類為融資租賃的租賃類似的會計處理方法, 而非根據香港會計準則第17號項下的經營租賃劃分為經營現金流出。儘管現金流量總額並未受到影響, 但採用香港財務報告準則第16號因此導致現金流量表內的現金流量列報出現重大變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) 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.

2. 主要會計政策(續)

(d) 附屬公司和非控股權益

附屬公司是指由本集團控制的實體。倘本集團從參與某一實體的業務而可以或有權分享其非固定回報, 且有能力行使對該實體的權力而影響該等回報時, 本集團控制該實體。於評估本集團是否有權力時, 僅考慮本集團及其他訂約方所持有的實質權力。

於附屬公司的投資由擁有控制權當日起計入綜合財務報表, 直至控制權結束為止。集團內部往來的結餘、交易和現金流及集團內部交易產生的任何未變現溢利, 均會在編製綜合財務報表時全數抵銷。集團內部交易產生的未變現虧損的抵銷方法與未變現收益相同, 但抵銷額只限於沒有證據顯示已出現減值的部分。

非控股權益即並非由本公司直接或間接應佔的附屬公司股本權益, 同時本集團並未與該等權益的持有人協議任何額外條款而令本集團整體對該等權益承擔符合金融負債的定義的合約責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders 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 the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity holders of the Company. Total comprehensive income of subsidiaries is attributed to the equity shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from shareholders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

2. 主要會計政策(續)

(d) 附屬公司和非控股權益(續)

非控股權益在綜合財務狀況表的權益內, 與本公司權益持有人應佔權益分開呈列。非控股權益所佔本集團業績呈列在綜合損益表及綜合損益及其他全面收益表內, 呈列為非控股權益及本公司權益持有人之間的年內溢利或虧損總額及全面收益總額分配。附屬公司全面收益總額歸屬於本公司之股權股東及非控股權益, 即使此舉會導致非控股權益有虧絀結餘。非控股權益股東之貸款及該等持有人之其他合約責任於綜合財務狀況表內呈列為金融負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) 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 (note 2(m)(ii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2. 主要會計政策(續)

(d) 附屬公司和非控股權益(續)

倘本集團於附屬公司權益之變化不會導致失去控制權, 則按權益交易入賬, 於綜合權益項下之控股及非控股權益金額須作出調整以反映相關權益變動, 但不調整商譽及不確認收益或虧損。

當本集團失去一間附屬公司之控制權時, 其乃入賬為出售於該附屬公司之全部權益, 而就此產生之收益或虧損於損益中確認。於失去控制權日期在該前附屬公司保留的任何權益按公允值予以確認, 而此金額被視為於初步確認一項金融資產時的公允值或(於適當時)於初步確認於一間聯營公司或合營企業的投資時的成本。

於本公司的財務狀況表內, 於附屬公司的投資按成本減減值虧損列賬(附註2(m)(ii)), 除非該投資分類為持作出售(或計入被分類為持作出售之出售組別)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

2. 主要會計政策(續)

(e) 聯營公司

聯營公司為本集團或本公司對其管理有重大影響力(並非控制權或共同控制權)的實體, 包括參與財務及營運決策。

於一間聯營公司的投資乃按權益法於綜合財務報表入賬, 惟被分類為持作出售(或計入被分類為持作出售的出售組別)者除外。根據權益法, 投資初步按成本入賬, 並就本集團分佔被投資方的可識別資產淨值於收購當日的公允值超逾投資成本(如有)的任何部分作出調整。其後, 該項投資就本集團分佔被投資方的資產淨值的收購後變動及與該項投資相關的任何減值虧損作出調整。收購當日出成本的任何部分、本集團分佔被投資方年內收購後的除稅後業績及任何減值虧損均於綜合損益表確認, 而本集團分佔被投資方其他全面收益的收購後除稅後項目於綜合損益及其他全面收益表確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates (continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations to make payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

2. 主要會計政策(續)

(e) 聯營公司(續)

當本集團於聯營公司的分佔虧損超過其應佔權益時, 本集團的權益會扣減至零並終止確認進一步虧損, 惟倘本集團已產生法定或推定責任以代表被投資方付款的情況則除外。就此而言, 本集團的權益為按權益法入賬的投資的賬面值, 連同實質上屬本集團於聯營公司的投資淨額一部分的長期權益。

本集團與其聯營公司間進行交易所產生的未變現損益予以對銷, 惟以本集團於被投資方的權益為限, 除非未變現虧損證明被轉讓資產出現減值, 在此情況下, 則會即時於損益確認相關未變現虧損。

倘於聯營公司的投資轉為於合營企業的投資, 或是於合營企業的投資轉為於聯營公司的投資, 保留權益不進行重新計量, 而是投資繼續按照權益法入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates (continued)

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 2(m)(ii)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

(f) (i) Business combinations

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

2. 主要會計政策(續)

(e) 聯營公司(續)

在所有其他情況下,當本集團不再對一間聯營公司擁有重大影響力時,則入賬列為出售在該被投資方的全部權益,由此產生的收益或虧損於損益確認。於失去重大影響力當日在前被投資方保留的任何權益按公允值確認,而該金額會被視為於初步確認金融資產時的公允值。

於本公司財務狀況表中,於聯營公司之投資乃列為成本減減值虧損(見附註2(m)(ii)),惟分類為持作出售(或計入分類為持作出售之出售組別)除外。

(f)(i) 業務合併

收購業務按收購法入賬。於業務合併中轉讓之代價以公允值計量,公允值則按本集團所轉讓資產、由本集團向被收購方之前擁有人所產生之負債以及本集團為換取被收購方之控制權而發行之股權之收購日期公允值總和計算。與收購有關之成本一般會於產生時於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) (i) Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, except that:

- deferred tax assets or liabilities and assets and liabilities, related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employees Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and

2. 主要會計政策(續)

(f)(i) 業務合併(續)

於收購日,已收購之可識別資產及須承擔之負債按其公允值予以確認,惟下列項目除外:

- 與僱員福利安排有關之遞延稅項資產或負債以及資產及負債乃分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量;
- 與被收購方之以股份支付安排或本集團已訂立以取代被收購方之以股份支付安排之以股份支付安排有關之負債或股本工具乃於收購日期根據香港財務報告準則第2號「以股份支付」計量;
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」劃分為持作出售之資產(或出售組別)根據該準則計量;及

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) (i) Business combinations (continued)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market term.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

2. 主要會計政策(續)

(f)(i) 業務合併(續)

- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量, 猶如所收購租賃於收購日期為新租賃, 惟(a)租賃期於收購日期起12個月內結束; 或(b)相關資產為低價值的租賃除外。使用權資產按相關租賃負債的相同金額確認及計量, 並進行調整以反映與市場條款相比租賃的有利或不利條款。

商譽按已轉讓代價、於被收購方之任何非控股權益金額及收購方之前於被收購方所持股權(如有)之公允值總和超出於收購日期已收購可識別資產及須承擔負債之淨額計量。倘(經重新評估過後)已收購可識別資產及須承擔負債之淨額超出已轉讓代價、於被收購方任何非控股權益之金額及收購方之前於被收購方所持股權(如有)之公允值總和, 超出部分即時於損益中確認為議價購買收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) (i) Business combinations (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

2. 主要會計政策(續)

(f)(i) 業務合併(續)

屬現時所有權權益且於清盤時賦予持有人權利按比例分佔相關附屬公司資產淨值之非控股權益, 乃初步按非控股權益分佔被收購方可識別資產淨值之已確認金額比例或按公允值計量。計量基準視乎每項交易而作出選擇。其他類型之非控股權益乃按彼等之公允值計量。

倘本集團於業務合併中轉撥之代價包括或然代價安排產生之資產或負債, 該或然代價按其收購日期公允值計量, 並計為於業務合併中所轉撥之部分代價。或然代價之公允值變動(合資格作為計量期間調整)會進行追溯調整, 並對商譽作出相應調整。計量期間調整為於計量期間(其不可超過收購日期起計一年)獲得之額外資料(與收購日期存在之事實及情況有關)所導致之調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) (i) Business combinations (continued)

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

2. 主要會計政策(續)

(f)(i) 業務合併(續)

或然代價(不合資格作為計量期間調整)之其後會計處理取決於或然代價之分類而定。分類為權益之或然代價並無於其後之報告日期重新計量, 而其隨後結算於權益內入賬。分類為資產或負債之或然代價於其後之報告日期按公允值重新計量, 而相應之收益或虧損則於損益內確認。

倘業務合併分階段進行, 則應於收購日(即本集團取得控制權當日)按公允值重新計量本集團先前在被收購方中持有之股本權益, 且所得之收益或虧損(如有)應於損益內確認。過往於收購日期前於其他全面收益確認之被收購方權益所產生之金額重新分類至損益(有關處理方法適用於出售該權益)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) (i) Business combinations (continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(f) (ii) 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. 主要會計政策(續)

(f)(i) 業務合併(續)

倘業務合併之初步會計於合併發生之報告期末未完成,則本集團就該等未完成會計處理之項目報告臨時金額。該等臨時金額於計量期間內(見上文)作出調整,而額外資產或負債予以確認,以反映所獲得有關於收購日期存在之事實及情況之新資料,該等事實及情況(倘若獲悉)應會影響已於該日確認之金額。

(f)(ii) 商譽

收購一項業務所產生之商譽乃按於收購該項業務日期所確定之成本減累計減值虧損(如有)列賬。

就減值測試而言,商譽乃分配至預期自合併協同效應中受益之本集團各現金產生單位(或現金產生單位組別),相當於就內部管理目的而監察商譽的最低層次且不大於經營分部。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) (ii) 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 an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or groups 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, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

2. 主要會計政策(續)

(f)(ii) 商譽(續)

已獲分配商譽之現金產生單位(或現金產生單位組別)乃每年進行減值測試,或倘該單位可能出現減值之跡象時更頻繁地進行減值測試。對於某個報告期之收購所產生之商譽,已獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘可收回金額低於其賬面值,則減值虧損首先被分配用於減少任何商譽之賬面值,然後按比例基準根據該單位(或該現金產生單位組別)內各項資產之賬面值分配至其他資產。

於出售相關現金產生單位,則於釐定出售之損益金額時,須計入商譽之應佔金額(或本集團監控商譽的現金產生單位組別內的任何現金產生單位)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(f) (iii) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

(g) Construction in progress

Construction in progress represents property, plant and equipment under construction and machinery and equipment under installation and testing. Construction in progress is stated in the consolidated statement of financial position at cost less impairment losses (note 2(m)(ii)). The cost includes cost of construction, cost of purchased plant and equipment and other direct costs plus borrowing costs which include interest charges and exchange differences arising from foreign currency borrowings used to finance these projects during the construction period, to the extent that these are regarded as an adjustment to borrowing costs (note 2(bb)).

Construction in progress is not depreciated until such time as the assets are completed and substantially ready for their intended use.

(f)(iii)收購一間並不構成業務之附屬公司

當本集團收購並不構成業務之資產及負債組別時, 本集團通過按各自的公允值將購買價首先分配至金融資產及金融負債, 然後按彼等於購買日期的相對公允值將購買價餘額分配至其他個別可識別資產及負債, 從而識別及確認所收購之個別可識別資產及所承擔之負債。有關交易並不會產生商譽或議價購買收益。

(g) 在建工程

在建工程指建造中的物業、廠房及設備以及安裝和調試中的機器及設備。在建工程於綜合財務狀況表按成本減減值虧損列賬(附註2(m)(ii))。成本包括建設成本、已購入廠房及設備之成本及其他直接成本加借貸成本, 包括於建造期間的利息費用及為該等項目所借外幣貸款產生的匯兌差額, 其被視為借貸成本調整(附註2(bb))。

在建工程在竣工及可作擬定用途前, 並不計提任何折舊。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Property, plant and equipment

The following items of property, plant and equipment other than construction in progress, are stated at cost less accumulated depreciation and impairment losses (note 2(m)(ii)):

- interests in leasehold land and buildings 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.

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:

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery 5 – 20 years
- Leasehold improvements over the term of lease
- Furniture, fixtures and office equipment 3 – 5 years
- Motor vehicles 3 – 5 years

2. 主要會計政策(續)

(h) 物業、廠房及設備

除在建工程外, 下列物業、廠房及設備項目按成本減累計折舊及減值虧損(附註2(m)(ii))列賬:

- 本集團為物業權益註冊擁有人的租賃土地及樓宇的權益;
- 本集團並非物業權益註冊擁有人的租賃物業的租賃所產生的使用權資產; 及
- 廠房及設備項目(包括相關廠房及設備租賃產生的使用權資產)。

物業、廠房及設備項目的折舊是以直線法在以下預計可使用年內內撇銷其成本(已扣除估計餘值(如有))計算:

- 於租賃土地上的樓宇按未屆滿租賃期或預計可使用年期(即落成日期起不超過50年)兩者中的較短期間計算折舊。
- 廠房及機器 5 – 20年
- 租賃裝修 按租期
- 傢俬、固定裝置及辦公室設備 3 – 5年
- 汽車 3 – 5年

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Property, plant and equipment (continued)

Where parts of an item of 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.

(i) Intangible assets (other than goodwill)

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite useful lives as set out in notes (iv) to (viii) below.

2. 主要會計政策(續)

(h) 物業、廠房及設備(續)

當物業、廠房及設備項目的各部分可使用年期不同, 其成本按合理基準分配予各部分並單獨計提折舊。一項資產可使用年期及其餘值(如有)將會每年進行檢討。

(i) 無形資產(商譽除外)

如無形資產的可使用年期被評估為無限期, 則該等無形資產不會被攤銷。有關無形資產的可使用年期為無限期的任何結論, 會每年檢討以釐定事件及情況是否繼續支持該資產的無限期可使用年期評估。倘不繼續支持, 則可使用年期評估由無限期變為有限期, 並自變化的日期起根據下文附註(iv)至(viii)所載有有限可使用年期的無形資產攤銷政策入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (continued)

(i) Brand rights with indefinite useful life

As disclosed in note 16(a) to the consolidated financial statements, the Group has acquired the exclusive intellectual property rights, marketing and distribution rights associated with trademarks and brand names for commercialisation of Miacalcic branded injectable and nasal spray pharmaceutical drugs which are used for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome in all dosage forms (the "Miacalcic Injection" and "Miacalcic Nasal Spray") for an indefinite period of time in the Mainland China and certain other designated countries. Each of Miacalcic Injection and Miacalcic Nasal Spray is considered to have an indefinite useful life, given the strength and durability of the brand in treating the bone pains and level of marketing support. The risk of market-related factors causing a reduction in its life is considered to be relatively low. Up to date of approval of the financial statements, management of the Group is not aware of any material legal, regulatory, contractual, competitive, economic or other factors that could limit its useful life. Accordingly, Miacalcic Injection and Miacalcic Nasal Spray are not amortised and are tested annually for impairment in accordance with note 2(m)(ii).

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

(i) 具無限可使用年期之品牌權

誠如綜合財務報表附註16(a)所披露,本集團已收購用作治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之商業化各類劑型密蓋息品牌注射劑及鼻噴劑藥品(「密蓋息注射劑」及「密蓋息鼻噴劑」)之與商標及品牌名稱相關之獨家知識產權及分銷權,於中國內地及若干其他指定國家無限期使用。鑒於治療骨痛的品牌實力及持久性以及營銷支援水平,密蓋息注射劑及密蓋息鼻噴劑被認為具有無限可使用年期。導致其年期減少的市場相關風險因素被視為相對較低。截至批准財務報表日期,本集團管理層並不知悉可能限制其可使用年期的任何重大法律、法規、合約、競爭力、經濟或其他因素。因此,密蓋息注射劑及密蓋息鼻噴劑不計提攤銷,但根據附註2(m)(ii)每年進行減值測試。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill)
(continued)

(ii) Club memberships

Club memberships represent the rights to use the club facilities for an indefinite period of time and are stated in the consolidated statement of financial position at cost less impairment losses (note 2(m)(ii)).

The following intangible assets with finite use lives are stated at cost less accumulated amortisation and impairment losses (note 2(m)(ii)). Both the period and basis of amortisation of all intangible assets with finite useful lives are reviewed annually.

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

(ii) 會所會籍

會所會籍指於無限期內使用會所設施之權利並於綜合財務狀況表按成本減減值虧損列賬(附註2(m)(ii))。

以下具有有限可使用年期之無形資產按成本減累計攤銷及減值虧損列賬(附註2(m)(ii))。所有具有有限可使用年期的無形資產的攤銷期及基準均每年進行檢討。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (continued)

(iii) Research and development

- Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised as an expense in the period in which it is incurred. Expenditure on development activities (relating to the design and testing of new or improved products) is capitalised under the category of “product development in progress” if the product or process is technically and commercially feasible, the Group has sufficient resources and the intention to complete the development, and the cost can be reliably measured. Upon the commencement of the commercial production of a product, the expenditure on development activities is transferred to “deferred development costs” and amortised on a straight-line basis over the period of its expected benefit. Research and development costs comprise costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities.

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

(iii) 研究及開發

- 為獲取新科技或技術知識及認識而進行研究活動的開支會於產生期間內確認為開支。倘產品或工序在技術及商業上為可行, 而本集團擁有充足資源並有意完成有關開發, 及倘成本能可靠計量, 則開發活動(與設計及測試新產品或改良產品有關)的開支將於「開發中產品」分類項下撥充資本。於某一產品開始投入商業生產後, 開發活動的開支會轉入「遞延開發成本」, 並按直線法於其預期可獲利期間攤銷。研究及開發成本包括研究及開發活動直接產生的成本或可按合理基準分配至該等活動的成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (continued)

(iii) Research and development (continued)

- Deferred development costs that are required by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses. The value in use model is used for the impairment assessment by the management of the Group.

(iv) Intellectual property rights

Intellectual property rights (including the acquired deferred development costs, note 2(i)(iii) above) are carried at cost less accumulated amortisation and impairment losses (note 2(m)(ii)). Amortisation is charged to profit or loss on a straight line basis over a period of 3 years and 18.33 years.

(v) Trademarks

Trademarks that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(m)(ii)). Amortisation of trademarks is charged to profit or loss on a straight line basis over a period of 10 years.

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

(iii) 研究及開發(續)

- 本集團要求遞延開發成本乃於綜合財務狀況表按成本減累計攤銷及減值虧損列賬。使用價值模式乃供本集團管理層用作減值評估。

(iv) 知識產權

知識產權(包括所獲遞延開發成本, 上文附註2(i)(iii))按成本減累計攤銷及減值虧損列賬(附註2(m)(ii))。攤銷於3年至18.33年期間內按直線法於損益賬扣除。

(v) 商標

由本集團購買的商標於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(m)(ii))。商標攤銷於10年期間內按直線法於損益賬扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (continued)

(vi) New medicine protection rights

New medicine protection rights that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(m)(ii)). Amortisation of exclusive agency rights is charged to profit or loss on a straight line basis over the agency period rating from 4 to 10 years.

(vii) Exclusive agency rights

Exclusive agency rights that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(m)(ii)). Amortisation of exclusive agency rights is charged to profit or loss on a straight line basis over the agency period ranging from 4 to 10 years.

(viii) Computer software

Computer software that is acquired by the Group is stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(m)(ii)). Computer software is amortised over its estimated useful life of 5 to 10 years.

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

(vi) 新藥保護權

本集團購買的新藥保護權於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(m)(ii))。獨家代理權攤銷於4至10年的代理期內按直線法於損益賬扣除。

(vii) 獨家代理權

本集團購買的獨家代理權於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(m)(ii))。獨家代理權攤銷於4至10年的代理期內按直線法於損益賬扣除。

(viii) 計算機軟件

本集團購買的計算機軟件於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(m)(ii))。計算機軟件按其估計可使用年期5至10年內攤銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(I) Leased assets

An 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 of 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.

As a lessee

(A) Policy application 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 recognised 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 these leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

(I) 租賃資產

訂立合約時, 本集團評估合約是否為租賃或包含租賃。如果合約給予於一段時間內控制已識別資產的使用的權利以換取代價, 則合約為租賃或包含租賃。倘客戶既有權指示已識別資產的使用, 亦有權自該使用中獲得絕大部分經濟利益, 則控制權已轉移。

作為承租人

(A) 自2019年1月1日起適用的政策

倘合約包含租賃組成部分及非租賃組成部分, 本集團已選擇不分拆非租賃組成部分, 並對所有租賃的每個租賃組成部分和任何相關的非租賃組成部分入賬列作單一租賃部分。

於租賃開始日, 本集團確認使用權資產和租賃負債, 但租賃期為12個月或以下的短期租賃和低價值資產的租賃除外。當本集團就一項低價值資產訂立租賃時, 本集團決定是否以逐項租賃為基礎將租賃資本化。與未資本化的租賃相關的租賃付款在租賃期內有系統地確認為費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Leased assets (continued)

As a lessee (continued)

(A) Policy application from 1 January 2019 (continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments 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, except for the following types of right-of-use asset.

2. 主要會計政策(續)

(I) 租賃資產(續)

作為承租人(續)

(A) 自2019年1月1日起適用的政 策(續)

若租賃被資本化,則租賃負債以租賃期內租賃付款的現值進行初始確認,並使用該項租賃的內含利率貼現;或如果內含利率無法輕易釐定,則使用相關的增量借款利率。初始確認後,租賃負債以攤銷成本計量,且利息開支則採用實際利率法計算。不取決於指數或利率的可變租賃付款並不包含於租賃負債的計量中,並因此於其產生的會計期間計入損益。

租賃資本化時已確認的使用權資產按成本進行初始計量,其中包括租賃負債的初始金額加上任何於開始日或之前作出的租賃付款,以及產生的任何初始直接費用。在適用的情況下,使用權資產的成本亦包括將拆卸及移除相關資產或復原相關資產或資產所在地點的估計成本,貼現至其現值並減去已收到的租賃優惠。使用權資產隨後按成本減去累計折舊和減值虧損列賬,惟下列類型使用權資產除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(I) Leased assets (continued)

As a lessee (continued)

(A) Policy application from 1 January 2019 (continued)

- right-of-use assets that meet the definition of investment property are carried at fair value;
- right-of-use assets related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at fair value; and
- right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value.

(I) 租賃資產(續)

作為承租人(續)

(A) 自2019年1月1日起適用的政 策(續)

- 符合投資物業定義的使用權資產按公允值列賬；
- 本集團為租賃權益註冊擁有人的租賃土地及樓宇的相關使用權資產按公允值列賬；及
- 作為存貨持有的租賃土地權益的相關使用權資產按成本及可變現淨值的較低者列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Leased assets (continued)

As a lessee (continued)

(A) Policy application from 1 January 2019 (continued)

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 "property, plant and equipment" and presents lease liabilities separately in the statement of financial position.

2. 主要會計政策(續)

(I) 租賃資產(續)

作為承租人(續)

(A) 自2019年1月1日起適用的政 策(續)

當指數或利率變動引起未來租賃付款發生變動;或本集團就餘值擔保下預計應付的金額發生變化;或由於重新評估本集團是否合理地行使購買、延期或終止選擇權而產生變化時,則重新計量租賃負債。當租賃負債以此方式重新計量時,對使用權資產的賬面值作出相應調整,或倘使用權資產的賬面值減至零,則計入損益。

本集團於財務狀況表中的「物業、廠房及設備」列示不符合投資物業定義的使用權資產,並單獨列示租賃負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Leased assets (continued)

As a lessee (continued)

(B) Policy applicable prior to 1 January 2019

In the comparative period, leases which do not transfer substantially all the risks and rewards of ownership to the Group were classified as 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.

2. 主要會計政策(續)

(I) 租賃資產(續)

作為承租人(續)

(B) 於2019年1月1日之前適用的政策

於比較期間,所有權的絕大部分風險及回報並無轉移至本集團的租賃分類為經營租賃。

根據租賃作出的付款會在租賃期所涵蓋的會計期間內,以等額在損益賬扣除;但如有其他基準可更清楚地反映租賃資產所產生的收益模式則除外。已收到的租賃優惠在損益賬中確認為租賃淨付款總額的組成部分。或然租金在其產生的會計期間在損益賬扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets

- (i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables); and
- contract assets as defined in HKFRS 15;

Other financial assets measured at fair value, including equity securities measured at FVTPL and equity securities designated at FVOCI (non-recycling), are not subject to the ECL assessment.

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值

- (i) 金融工具及合約資產產生的信貸虧損

本集團對下列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(包括現金及現金等價物、貿易應收款項及其他應收款項); 及
- 香港財務報告準則第15號定義的合約資產;

按公允值計量的其他金融資產(包括按公允值列入損益之股本證券及按公允值列入其他全面收益之股本證券(不可轉回))無須評估預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Measurement of ECLs

ECLs are probably-weighted estimate of credit loss. 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 other receivables: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(i) 金融工具及合約資產產生的 信貸虧損(續)

預期信貸虧損的計量

預期信貸虧損是對信貸虧損的概率加權估計。信貸虧損按所有預期現金缺口(即本集團根據合約應付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,預期現金缺口採用以下貼現率貼現:

- 固定利率金融資產以及貿易及其他應收款項:初步確認時釐定的實際利率或與之相若的利率;及
- 浮動利率金融資產:當前實際利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Measurement of ECLs (continued)

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 event, current conditions and forecasts of future economic conditions.

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 period 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.

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(i) 金融工具及合約資產產生的 信貸虧損(續)

預期信貸虧損的計量(續)

估計預期信貸虧損時考慮的最長時期為本集團面臨信貸風險的最長合約期限。

在計量預期信貸虧損時,本集團考慮無需付出不當成本或努力即可獲得的可作為依據的合理資料,包括有關過往事件、當前環境以及未來經濟狀況預測的資料。

預期信貸虧損基於以下基準中的一項計量:

- 12個月預期信貸虧損:即在報告日後12個月內可能發生的違約事件預期產生的虧損;及
- 全期預期信貸虧損:即在預期信貸虧損模型適用項目的預計年內,可能發生的所有違約事件預期產生的虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Measurement of ECLs (continued)

Loss allowances for trade 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 (including pledged deposits and cash and cash equivalents), 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. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(i) 金融工具及合約資產產生的 信貸虧損(續)

預期信貸虧損的計量(續)

貿易應收款項的虧損撥備始終按相等於全期預期信貸虧損的金額計量。該等金融資產的預期信貸虧損基於本集團的過往信貸虧損經驗, 採用撥備矩陣估計, 並視乎債務人的具體因素以及於報告日期對當前及估計未來總體經濟環境的評估加以調整。

就所有其他金融工具(包括已抵押存款以及現金及現金等價物)而言, 本集團按相等於12個月預期信貸虧損的金額確認虧損撥備, 除非自初步確認以來金融工具的信貸風險顯著增加; 在此情況下, 虧損撥備將按相等於全期信貸虧損的金額計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (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 360 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.

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(i) 金融工具及合約資產產生的 信貸虧損(續)

信貸風險顯著增加

在評估自初步確認以來金融工具的信貸風險是否顯著增加時, 本集團對比所評估的金融工具於報告日期發生違約的風險與在初步確認日期發生違約的風險。在評估過程中, 本集團在(i)倘本集團不採取變現抵押品(若持有)等行動, 則借款人不大可能向本集團全額償還債務; 或(ii)金融資產逾期360日的情況下, 考慮已發生違約事件。本集團同時考慮可作為依據的合理的量化及定性資料, 包括過往經驗以及無須付出不當成本或努力即可獲得的前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(m) Credit losses and impairment of assets (continued)

(m) 資產的信貸虧損及減值(續)

(i) Credit losses from financial instruments and contract assets (continued)

(i) 金融工具及合約資產產生 的信貸虧損(續)

Significant increases in credit risk
(continued)

信貸風險顯著增加(續)

In particular, the following information
is taken into account when assessing
whether credit risk has increased
significantly since initial recognition:

具體而言, 在評估自初步確
認以來信貸風險是否顯著增
加時, 尤其考慮以下資料:

- 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);
- 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 environmental that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

- 未能於合約到期日支付本金或利息;
- 金融工具的外部或內部信用評級(如有)實際已發生或預期會發生嚴重惡化;
- 債務人的經營業績實際已發生或預期會發生嚴重惡化; 及
- 技術、市場、經濟或法律環境已發生或預期會發生的變動, 對債務人向本集團償還債務的能力造成重大不利影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Significant increases in credit risk
(continued)

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 share credit risk characteristics, such as past due status and credit risk ratings.

ECLs are measured at the end of each reporting period to reflect the 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. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(i) 金融工具及合約資產產生的 信貸虧損(續)

信貸風險顯著增加(續)

視乎金融工具的性质,評估信貸風險是否顯著增加時按個別或集體基準進行。倘按集體基準評估,則視乎共同的信貸風險特徵(如逾期狀況及信貸風險評級)將金融工具分組。

預期信貸虧損於各報告期末計量,以反映自初步確認以來金融工具信貸風險的變化。預期信貸虧損金額的變動於損益確認為減值收益或虧損。本集團對所有金融工具確認減值收益或虧損,並通過虧損撥備賬對其賬面值進行相應調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(m) Credit losses and impairment of assets (continued)

(m) 資產的信貸虧損及減值(續)

(i) Credit losses from financial instruments and contract assets (continued)

(i) 金融工具及合約資產產生的信貸虧損(續)

Basis of calculation of interest income

計算利息收入的基準

Interest income recognised in accordance with note 2(z)(iv) 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.

根據附註2(z)(iv)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; 在此情況下, 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。

At the end of 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.

於各報告期末, 本集團評估金融資產是否出現信貸減值。倘已發生的一項或多項事件對金融資產的估計未來現金流量產生不利影響, 則該金融資產發生信貸減值。

Evidence that a financial asset is credit-impaired includes the following observable events:

金融資產發生信貸減值的憑證包括以下可觀察事件:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;

- 債務人陷入嚴重財務困境;
- 違反合約, 如未支付或拖欠利息或本金付款;

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(m) Credit losses and impairment of assets (continued)

(m) 資產的信貸虧損及減值(續)

(i) Credit losses from financial instruments and contract assets (continued)

(i) 金融工具及合約資產產生的信貸虧損(續)

Basis of calculation of interest income (continued)

計算利息收入的基準(續)

- it becoming probable that the debtor will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environmental 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.

- 債務人可能陷入破產或其他財務重整;
- 技術、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
- 因發行人的財務困境導致證券失去活躍市場。

Write off policy

撤銷政策

The gross carrying amount of a financial asset 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 amount subject to the write-off.

若已無收回希望,則部分或全部撤銷金融資產的賬面總值。倘本集團認定債務人並無可產生用於償還債務的足夠現金流量的資產或收入來源,則一般撤銷該項債務。

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.

其後收回先前已撤銷的資產,於收回當期在損益內確認為撥回減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(m) Credit losses and impairment of assets (continued)

(m) 資產的信貸虧損及減值(續)

(ii) Impairment of other non-current assets

(ii) 其他非流動資產減值

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:

本集團於各報告期末檢討內外部資料來源,以識別下列資產可能發生減值或(商譽除外)先前確認的減值虧損不再存在或可能減少的跡象:

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- construction in progress;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

- 物業、廠房及設備(包括使用權資產);
- 無形資產;
- 在建工程;
- 商譽;及
- 本公司財務狀況表所列的於附屬公司之投資。

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.

倘存在此等跡象,則估計資產的可收回金額。此外,就商譽、尚無法使用的無形資產及具有無限可使用年期的無形資產而言,可收回金額按年估計,而不論是否存在減值跡象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets
(continued)

(ii) Impairment of other non-current
assets (continued)

– 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. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(ii) 其他非流動資產減值(續)

– 計算可收回金額

資產的可收回金額為其公允值減出售成本與使用價值中的較高者。評估使用價值時, 採用反映當前市場對貨幣時間值及該項資產特定風險之評估的除稅前貼現率, 將估計未來現金流量貼現至現值。如資產產生的現金流入基本上依附於其他資產所產生的現金流入, 則按獨立產生現金流入的最小資產組合(即現金產生單位)釐定可收回金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets
(continued)

(ii) Impairment of other non-current
assets (continued)

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if 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 value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(ii) 其他非流動資產減值(續)

- 確認減值虧損

倘資產(或其所屬的現金產生單位)的賬面值超過其可收回金額, 則在損益確認減值虧損。分配現金產生單位所確認的減值虧損時, 首先沖減分配至現金產生單位(或單位組別)的商譽賬面值, 然後按比例沖減單位(或單位組別)內其他資產的賬面值, 惟資產賬面值不會減少至低於其個別公允價值減出售成本(如可計量)或使用價值(如可釐定)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets
(continued)

(ii) Impairment of other non-current
assets (continued)

– 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.

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(ii) 其他非流動資產減值(續)

– 撥回減值虧損

就商譽以外的資產而言, 倘釐定可收回金額時採用的估計發生有利變動, 則撥回減值虧損。商譽的減值虧損不會撥回。

撥回的減值虧損不得超過資產在過往年度未確認減值虧損情況下釐定的賬面值。撥回的減值虧損於確認撥回年度計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (continued)

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange, the Group is required to prepare an interim financial report in compliance with HKAS 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 (notes 2(m)(i) and (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 recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2. 主要會計政策(續)

(m) 資產的信貸虧損及減值(續)

(iii) 中期財務報告及減值

根據聯交所證券上市規則,本集團須按照香港會計準則第34號「中期財務報告」的規定編製財政年度首六個月的中期財務報告。於中期期末,本集團採用與財政年度末相同的減值測試、確認及撥回標準(附註2(m)(i)及(ii))。

在中期期間確認的商譽減值虧損在其後期間不會撥回。即使倘若僅在包括該中期期間的財政年度末評估減值,則不會確認虧損或確認的虧損較少,亦是如此。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Inventories

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.

2. 主要會計政策(續)

(n) 存貨

存貨以成本及可變現淨值的較低者列賬。

成本乃按加權平均成本法計算,並包括所有採購成本、加工成本及其他使存貨達致其現時地點及狀況而產生的成本。

可變現淨值指正常業務過程中的估計售價減估計完成成本及估計銷售所需成本。

倘售出存貨,則該等存貨的賬面值在相關收益確認的期間確認為支出。任何撇減存貨至可變現淨值的金額及存貨的所有虧損於撇減或出現虧損的期間內確認為支出。撥回的任何撇減存貨的金額會於出現撥回的期間沖減列作支出的存貨金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Contract liabilities

A contract liabilities is recognised when the customer pays consideration before the Group recognises the related revenue (see note (2)(z)(i)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (note (2)(p)).

(p) 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(m)(i)).

2. 主要會計政策(續)

(o) 合約負債

倘客戶在本集團確認相關收益前支付代價, 則確認合約負債(見附註2(z)(i))。倘本集團擁有在確認相關收益前收取代價的無條件權利, 亦確認合約負債。在該等情況下, 亦確認相應的應收款項(附註2(p))。

(p) 貿易及其他應收款項

應收款項在本集團取得收取代價的無條件權利時確認。倘代價僅需一段時間即可到期支付, 則收取代價的權利為無條件。倘在本集團取得收取代價的無條件權利前確認收益, 則該金額列為合約資產。

應收款項採用實際利率法按攤銷成本減信貸虧損撥備列賬(見附註2(m)(i))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks 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 (ECL) in accordance with the policy set out in note 2(m)(i).

(r) 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.

(s) 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(bb)).

2. 主要會計政策(續)

(q) 現金及現金等價物

現金及現金等價物包括銀行結餘及手頭現金、銀行及其他金融機構活期存款,以及可即時轉換為已知金額現金的短期及高流通性投資,其價值變動風險並不重大,並在購入起計三個月內到期。就綜合現金流量表而言,需按要求償還、且屬本集團現金管理組成部分的銀行透支亦作為現金及現金等價物入賬。現金及現金等價物根據附註2(m)(i)所載的政策評估預期信貸虧損。

(r) 貿易及其他應付款項

貿易及其他應付款項乃按公允值初步確認其後按攤銷成本列賬,惟貼現之影響將微小則除外,於此情況下,彼等乃按成本列賬。

(s) 計息借貸

計息借貸初步按公允值減交易成本計量。在初步確認後,計息借貸採用實際利率法按攤銷成本列賬。利息開支根據本集團有關借貸成本的會計政策確認(見附註2(bb))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(t) 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.

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

(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 capital reserve within equity. The fair value is measured at grant date using the binomial lattice 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 options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

(t) 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、有薪年假、定額供款退休計劃的供款及非貨幣福利的成本於僱員提供相關服務年度內計提。倘有關付款或結算遞延處理且影響屬重大,則有關金額按現值列賬。

根據中國的相關勞工規則及法規向適當的地方定額供款退休計劃作出的供款,於產生時於損益確認為開支。

(ii) 以股份支付

向僱員授出購股權的公允值確認為僱員成本,並相應增加權益內的資本儲備。公允值採用二項式期權定價模型,在計及購股權的授出條款及條件後於授出日期計量。倘僱員在成為無條件享有購股權前須符合歸屬條件,則在計及購股權歸屬的可能性後,將購股權的估計公允值總額攤分至歸屬期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Employee benefits (continued)

(ii) Share-based payments (continued)

During the vesting period, the number of share options that is 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 capital 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 capital 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 capital reserve until either the option is exercised (when it is included in share capital for the shares issued) or the option expires (when it is released directly to accumulated losses).

2. 主要會計政策(續)

(t) 僱員福利(續)

(ii) 以股份支付(續)

於歸屬期內,預期歸屬的購股權數目予以檢討。除原僱員開支合資格確認為一項資產外,往年確認的累計公允價值之調整於檢討年度的損益扣除/計入,並相應調整資本儲備。於歸屬日,調整確認為開支的金額,以反映實際歸屬的購股權數目(相應調整資本儲備),惟倘沒收完全因未達致與本公司股份市價有關的歸屬條件則除外。權益金額於資本儲備確認直至購股權獲行使(計入已發行股份的股本時)或購股權屆滿(直接轉入累計虧損時)為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Employee benefits (continued)

(iii) Share award scheme

The Company operates a share award scheme for the purpose of providing incentives and rewards to eligible participants. An employee share trust is established and administered by an independent trustee and is funded by the Group's cash contributions. The considerations paid including any related transaction costs by the Company to purchase shares of the Company for the Scheme are deducted from equity as an employee share trust. The administrator of the employee share trust purchases the Company's shares in the open market as award shares to employees upon vesting. Upon vesting of the award shares, the corresponding amount in the shares held under share award scheme will be transferred to the relevant employees.

(iv) Termination benefits

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

2. 主要會計政策(續)

(t) 僱員福利(續)

(iii) 股份獎勵計劃

本公司為向合資格參與者提供獎勵及回報而運作股份獎勵計劃。成立僱員股票基金並由獨立託管人管理,由本集團以現金供款。本公司為購入其股份作計劃所支付的代價(包括所有相關交易費用)於權益項下僱員股票基金內扣除。僱員股票基金託管人於公開市場購買本公司股份作為日後歸屬僱員的獎勵股份。於歸屬獎勵股份時,根據股份獎勵計劃所持股份的相應金額將轉撥至有關僱員。

(iv) 終止補償

終止補償於本集團無法再撤回提供該等補償時及本集團確認涉及支付終止補償的重組成本時(以較早者為準)確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax

Income tax expense 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.

2. 主要會計政策(續)

(u) 所得稅

所得稅開支包括本期稅項及遞延稅項資產及負債的變動。本期稅項及遞延稅項資產及負債的變動在損益確認, 惟如其與在其他全面收入或直接於權益中確認的項目有關, 則相關稅項金額分別於其他全面收入確認或直接於權益確認。

本期稅項是按本年度應課稅收入, 以報告期末採用或主要採用的稅率計算的預期應繳稅項, 及任何有關以往年度應繳稅項的調整。

遞延稅項資產及負債乃因作財務報告用途的資產及負債賬面值與作稅基用途的資產及負債賬面值兩者的可予扣減及應課稅的暫時差異所產生。遞延稅項資產亦可由未經使用的稅務虧損及未經使用的稅項優惠所產生。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (continued)

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 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 assets 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. 主要會計政策(續)

(u) 所得稅(續)

除了若干有限的例外情況外, 所有遞延稅項負債, 及所有遞延稅項資產(僅限於將來很可能取得應課稅溢利而令該項資產得以運用的部分)均予確認。容許確認由可予扣減暫時差異所產生的遞延稅項資產的未來應課稅溢利包括其將由目前的應課稅暫時差異撥回的部分, 而此等應課稅暫時差異應由同一稅務當局向同一應課稅單位徵收, 並預期在可予扣減暫時差異預期撥回的同一期間內撥回或在由遞延稅項資產產生的稅務虧損能轉回或轉入的期間內撥回。在評定目前的應課稅暫時差異是否容許確認由未經使用的稅務虧損及優惠所產生的遞延稅項資產時採用上述相同的標準, 即該等暫時差異由同一稅務當局向同一應課稅單位徵收, 並預期在稅務虧損或優惠能應用的期間內撥回方計算在內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) 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 purposes, 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 is recognised.

2. 主要會計政策(續)

(u) 所得稅(續)

確認遞延稅項資產及負債的有限例外情況包括不可在稅務方面獲得扣減的商譽所引致的暫時差異、首次確認但並不影響會計溢利及應課稅溢利的資產或負債(惟其不可為業務合併的部分)以及關於於附屬公司之投資所引致的暫時差異;如為應課稅差異,只限於本集團可以控制撥回時間,且在可預見將來不大可能撥回的暫時差異,或如為可予扣減差異,則只限於可能在未來撥回的差異。

應確認的遞延稅項數額是按照資產及負債賬面值的預期變現或清償方式,以報告期末已生效或實際上已生效的稅率計算。遞延稅項資產及負債均不作貼現計算。

本集團會在各報告期末評估遞延稅項資產的賬面值。如果不再可能取得足夠的應課稅溢利以運用有關的稅務利益,賬面金額則予以調低。如日後可能取得足夠的應課稅溢利時,已扣減金額則予以撥回。

因股息分派產生的額外所得稅於支付相關股息負債獲確認時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (continued)

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
- 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.

2. 主要會計政策(續)

(u) 所得稅(續)

本期稅項結餘及遞延稅項結餘及其變動, 乃各自分開列示及並無相互抵銷。若本公司或本集團在法律上擁有抵銷本期稅項資產及本期稅項負債的行使權利及能符合下列額外條件, 則本期稅項資產可抵銷本期稅項負債, 及遞延稅項資產可抵銷遞延稅項負債:

- 若為本期稅項資產及負債, 本集團計劃按淨額基準結算, 或同時變現資產及清償負債; 或
- 若為遞延稅項資產及負債, 倘其與同一稅務機關對以下主體收取的所得稅有關:
 - 同一應課稅單位; 或
 - 不同的應課稅單位, 在預期將清償或收回顯著數目的遞延稅項負債或資產的各未來期間, 計劃以淨額基準變現本期稅項資產及清償本期稅項負債或同時變現本期稅項資產及清償本期稅項負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company 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.

2. 主要會計政策(續)

(v) 撥備及或然負債

當本集團或本公司因過往事件而須負上法律或推定責任, 且可能須就履行該等責任而導致經濟利益流出, 並能夠就此作出可靠估計, 本集團會就該等未能確定發生時間或金額不定的負債作出撥備。當數額涉及重大的時間價值時, 則按預期用以履行責任的開支的現值作出撥備。

倘不一定需要流出經濟效益履行責任或未能可靠估計款額, 則該等責任將披露作或有負債, 除非出現經濟效益流出的可能性極微。可能出現的責任(僅由發生或不發生一項或多項未來事件而確定)亦披露為或有負債, 除非出現經濟利益流出的可能性極微。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Financial liabilities and equity investments

Classification as debt or equity

Debt and equity instrument are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a resident interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

2. 主要會計政策(續)

(w) 金融負債及權益投資

分類為債務或權益

債務及股本工具視乎合約安排的實質以及金融負債及股本工具的定义, 分類為金融負債或權益。

股本工具

股本工具指能證明擁有實體資產在減除其所有負債後之剩餘權益的合約。本集團發行的股本工具按已收所得款項(扣除直接發行成本)確認。

金融負債

所有金融負債其後採用實際利率法按攤銷成本或按公允值列入損益計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Financial liabilities and equity investments (continued)

Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management and investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

2. 主要會計政策(續)

(w) 金融負債及權益投資(續)

按公允值列入損益的金融負債

倘符合以下條件,則金融負債可於初步確認時指定為按公允值列入損益:

- 該指定消除或大幅減少了在計量或確認方面可能出現的不一致之處;或
- 金融負債構成一組金融資產或金融負債或一組金融資產和金融負債的一部分,該組合根據本集團記錄的風險管理及投資策略按公允值基準管理及評估表現,且分組資料按該基準在內部提供;或
- 其構成一份包含一項或多項內嵌式衍生工具的合約之一部分,而香港財務報告準則第9號允許將整份混合合約指定為按公允值列入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Financial liabilities and equity investments (continued)

Financial liabilities at FVTPL (continued)

For financial liability that designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities including bank and other borrowings, trade and other payables are subsequently measured at amortised cost, using the effective interest method.

2. 主要會計政策(續)

(w) 金融負債及權益投資(續)

按公允值列入損益的金融負債(續)

就指定按公允值列入損益的金融負債而言, 該負債因信貸風險變動產生的公允值變動金額於其他全面收入確認, 除非於其他全面收入確認負債的信貸風險變動之影響將造成或加劇損益的會計錯配。已於其他全面收入確認的金融負債因信貸風險造成的公允值變動, 其後不會重新分類至損益, 而是在終止確認金融負債時轉入累計虧損。

按攤銷成本列賬的金融負債

金融負債(包括銀行及其他借貸以及貿易及其他應付款項)其後採用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(x) Derivative financial instruments

Derivatives financial instruments are recognised at fair value. At the end of each reporting period, the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

(x) 衍生金融工具

衍生金融工具按公允值確認。於各報告期末, 公允值重新計量。重新計量所產生的公允值收益或虧損即時於損益確認。

(y) Redeemable convertible preference shares and convertible bonds

(i) Redeemable convertible preference shares that contain an equity component

The component parts of the redeemable convertible preference shares are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

(y) 可贖回可換股優先股及可換股債券

(i) 包含股本部分之可贖回可換股優先股

可贖回可換股優先股之組成部分乃根據合約安排的性質及金融負債及股本工具之定義單獨分類為金融負債及權益。倘換股權將透過以固定金額之現金或其他金融資產換取固定數目之本公司股本工具而結算, 則分類為股本工具。

於發行日期, 負債部分之公允值(包括任何嵌入式非股本衍生工具特徵)乃透過計量相類似負債(並無涉及相關權益部分)之公允值而估計。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(y) Redeemable convertible preference shares and convertible bonds (continued)

(i) Redeemable convertible preference shares that contain an equity component (continued)

A conversion option classified as equity is determined by deducting the fair value of the liability component from the fair value of the compound instrument as a whole at the issue date. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium and share capital. Where the conversion option remains unexercised at the maturity date of the convertible preference shares, the balance remained in equity. No gain or loss is recognised in profit or loss upon exercise of the conversion option.

Transaction costs that relate to the issue of the redeemable convertible preference shares are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion.

2. 主要會計政策(續)

(y) 可贖回可換股優先股及可換股債券(續)

(i) 包含股本部分之可贖回可換股優先股(續)

於發行日,分類為權益的換股權通過從整個混合工具的公允值中扣除負債部分的公允值釐定。所釐定的金額計入權益(扣除所得稅影響)確認,其後不再重新計量。此外,分類為權益的換股權將仍保留於權益,直至換股權獲行使,在此情況下,於權益確認的結餘將轉撥至股份溢價及股本。倘換股權於可換股優先股的到期日仍未行使,則結餘在權益中保留。行使換股權產生的收益或虧損不於損益確認。

與發行可贖回可換股優先股相關之交易成本乃按所得款項總額之劃分比例分配至負債及權益部分。與權益部分相關之交易成本乃直接於權益中扣除,與負債部分相關之交易成本乃計入負債部分之賬面值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(y) Redeemable convertible preference shares and convertible bonds (continued)

(ii) Convertible bonds that contain debt and derivative components

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative component are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.

2. 主要會計政策(續)

(y) 可贖回可換股優先股及可換股債券(續)

(ii) 包含債務及衍生工具部分之可換股債券

倘換股權將透過以固定金額之現金或其他金融資產換取固定數目之本集團股本工具而結算, 則分類為換股權衍生工具。

於發行日期, 債務部分及衍生工具部分均按公允值確認。於其後期間, 可換股債券的債務部分使用實際利率法按攤銷成本列賬。衍生工具部分按公允值計量, 公允值變動於損益確認。

發行可換股債券的相關交易成本按債務及衍生工具部分的相對公允值比例分配至該兩個部分。衍生工具部分的相關交易成本立即計入損益。債務部分的相關交易成本計入債務部分的賬面值, 並使用實際利率法按可換股債券的年期進行攤銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(z) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or 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 represented the sales value of goods sold less returns, discounts and value added tax.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sales of goods

Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific locations (delivery). Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibilities when selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point of time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

(z) 收益及其他收入

源自在本集團日常業務過程中銷售貨品或提供服務的收入由本集團分類為收益。

收益在產品或服務的控制權轉移予客戶時,按本集團預期有權獲得的承諾代價之金額確認,不包括代第三方收取的金額。收益按已售貨品銷售額減退貨、折扣及增值稅計算。

本集團確認收益及其他收入之政策的詳情載於下文:

(i) 銷售貨品

收益在貨品的控制權轉移(即貨品運往客戶指定的地點(交貨))時確認。交貨後,客戶對貨品的分銷方式及售價擁有完全酌情權,在銷售貨品時承擔主要責任,並承擔貨品的過時及損失風險。本集團在貨品交付客戶時確認應收款項,因這是收取代價之權利成為無條件的時點,付款僅需一段時間即可到期應付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue and other income (continued)

(i) Sales of goods (continued)

The only performance obligation of the contracts with customers is the provision of pharmaceutical products ordered by the customers and this performance obligation is satisfied at a point of time.

There is no warranty clause in the contracts with customers.

(ii) Sub-licensing fee income

Sub-licensing fee income is recognised on an accruals basis and in accordance with the terms of the relevant agreement.

(iii) Government grants/subsidy income

Government grants/subsidy income is recognised in the consolidated statement of financial position initially when there is reasonable assurance that it will be received and that the Group will comply with the conditions attached to them. Government grants/subsidy income that compensate the Group for expense incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Government grants/subsidy income that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2. 主要會計政策(續)

(z) 收益及其他收入(續)

(i) 銷售貨品(續)

客戶合約唯一的履約義務為提供客戶訂購的藥品,該履約義務乃在某個時點達成。

客戶合約並無質量保證條款。

(ii) 轉授費收入

轉授費收入乃按應計基準及根據相關協議之條款確認。

(iii) 政府補助/補貼收入

政府補助/補貼收入於合理保證將取得及本集團將遵守附帶的條件時,初始於綜合財務狀況表確認。補償本集團所產生開支的政府補助/補貼收入於產生開支的同一期間按有系統基準於損益中確認為收入。補償本集團資產成本的政府補助/補貼收入自資產賬面值中扣除,其後通過減少折舊開支的方式於該項資產的可使用年期於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue and other income (continued)

(iv) Interest income

Interest income is recognised as it accrues using the effective interest method.

(aa) Translation of foreign currencies

(i) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("functional currency"). The functional currency of the Company and its subsidiaries outside Mainland China is Hong Kong dollars and the functional currency of the subsidiaries in Mainland China is Renminbi. The financial statements are presented in Renminbi ("presentation currency").

(ii) Transactions and balances

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.

2. 主要會計政策(續)

(z) 收益及其他收入(續)

(vi) 利息收入

利息收入在應計時以實際利率法確認。

(aa) 外幣兌換

(i) 功能及呈列貨幣

本集團各實體的財務報表項目, 採用最能反映該實體相關事件及環境的經濟實質之貨幣(「功能貨幣」)計量。本公司及其位於中國內地境外的附屬公司所用功能貨幣為港元, 而中國內地附屬公司所用功能貨幣為人民幣。財務報表以人民幣(「呈列貨幣」)呈列。

(ii) 交易及結餘

年內進行的外幣交易按交易日期的即期匯率換算。以外幣計值的貨幣資產與負債按報告期末的即期匯率換算。匯兌收益及虧損於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(aa) Translation of foreign currencies (continued)

(ii) Transactions and balances (continued)

Non-monetary assets and liabilities that are 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.

The results of operations outside Mainland China are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi 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.

On disposal of an operation outside Mainland China, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

2. 主要會計政策(續)

(aa) 外幣兌換(續)

(ii) 交易及結餘(續)

以外幣按歷史成本計量的非貨幣資產與負債乃按適用於交易日期的匯率換算。交易日期為本集團初步確認非貨幣資產或負債的日期。

中國內地境外業務的業績按與交易日期的即期匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末的收市匯率換算為人民幣。所產生的匯兌差額於其他全面收入確認, 並單獨在權益的匯兌儲備內累計。

於出售中國內地境外的業務時, 與該業務有關的累計匯兌差額於確認出售溢利或虧損時由權益重新分類至損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(bb) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset 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.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(cc) Research and development

Expenditure on research activities is recognised as an expense in the year in which it is incurred. Expenditure on development expenditure is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development.

2. 主要會計政策(續)

(bb) 借貸成本

直接涉及收購、建造及生產資產(即必須等待一段頗長時間方能投入作擬定用途或出售的資產)的借貸成本均會資本化作為該資產的部分成本。其他借貸成本於其產生期間確認為開支。

借貸成本乃於資產的開支產生、借貸成本產生及有關籌備資產作其擬定用途或出售所需的活動進行時即資本化作為合格資產的部分成本。當所有有關籌備合格資產作其擬定用途或出售所需的活動大致上中斷或完成時, 即暫時中止或停止資本化借貸成本。

(cc) 研究及開發

研究活動支出在產生當年確認為開支。倘產品或流程在技術或商業上可行, 且本集團具備完成開發的充足資源和意圖, 則將開發支出撥充資本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(dd) Non-current assets held for sale and discontinued operations

(i) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

2. 主要會計政策(續)

(dd) 持作出售之非流動資產及已終止經營業務

(i) 持作出售之非流動資產

若一項非流動資產(或出售組別)之賬面值極有可能透過銷售交易收回, 而並非透過持續使用, 及該資產(或出售組別)以其現狀即可供出售, 則被歸類為持作出售。出售組別是指一組資產將於同一交易中被一併出售, 而與該等資產有直接關連的負債亦會於該交易中轉移。

倘本集團致力進行涉及失去附屬公司控制權之出售計劃時, 假如符合上述分類為持作出售之條件, 則該附屬公司之全部資產及負債均會分類為持作出售, 而不論本集團是否將於出售後保留其於該附屬公司之非控股權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(dd) Non-current assets held for sale and discontinued operations (continued)

(i) Non-current assets held for sale (continued)

Immediate before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concern are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

2. 主要會計政策(續)

(dd) 持作出售之非流動資產及已終止經營業務(續)

(i) 持作出售之非流動資產 (續)

緊接被歸類為持作出售前,非流動資產(及於出售組別內的所有個別資產及負債)之計量均已根據有關歸類前的會計政策更新。然後,於首次歸類為持作出售及直至出售,該等非流動資產(若干以下闡釋的資產除外)或出售組別,會以其賬面值或公允值減去出售成本之較低者確認。就本集團及本公司之財務報表而言,有關本計量政策之主要例外,乃關於遞延稅項資產、僱員福利產生之資產、金融資產(於附屬公司、聯營公司及合營企業之投資除外)及投資物業。該等資產儘管持作出售,仍會繼續以載列於附註2另處之政策計量。

首次歸類為持作出售時以及持作出售期間之其後重新計量之減值虧損於損益確認。倘非流動資產被歸類為持作出售,或被列入被歸類為持作出售之出售組別,該非流動資產不作折舊或攤銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(dd) Non-current assets held for sale and discontinued operations (continued)

(ii) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2. 主要會計政策(續)

(dd) 持作出售之非流動資產及已終止經營業務(續)

(ii) 已終止經營業務

已終止經營業務為本集團業務的一個組成部分,其經營及現金流量可與本集團其他部分清楚區分,且代表一項按業務或業務經營地區劃分之獨立主要業務,或作為出售一項按業務或業務經營地區劃分之獨立主要業務之單一統籌計劃一部分,或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或於出售之前符合分類為持作出售之條件,則分類為一項已終止經營業務。放棄業務亦會分類為已終止經營業務。

倘若業務分類列為已終止經營,則會於損益表按單一數額呈列,當中包含:

- 已終止經營業務的除稅後溢利或虧損;及
- 就構成已終止經營業務之資產或出售組合而言,計量公允值減銷售成本或於出售時確認之除稅後收益或虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

(ee) Related parties

(a) A person, or a close member of that person's family, is related to the Group if 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 the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third-party.

(ee) 關聯方

(a) 倘屬以下人士,則該人士或該人士之近親與本集團有關連:

- (i) 控制或共同控制本集團;
- (ii) 對本集團有重大影響;或
- (iii) 為本集團或本集團母公司的主要管理人員成員。

(b) 倘符合下列任何條件,即實體與本集團有關連:

- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(ee) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:
(continued)

(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).

(viii) The entity, or any member of a group of which it is a part, provides management personnel services to the Group or the Group's parent.

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.

2. 主要會計政策(續)

(ee) 關聯方(續)

(b) 倘符合下列任何條件,即實體與本集團有關連:(續)

(iv) 一間實體為第三方實體的合營企業,而另一實體為該第三方實體的聯營公司。

(v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。

(vi) 實體受(a)所識別人士控制或受共同控制。

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理人員成員。

(viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團的母公司提供管理人員服務。

一名人士的家庭近親指預期有關家庭成員在與實體的往來中可影響該人士或受該人士影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(ff) 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 most senior executive management 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.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

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.

2. 主要會計政策(續)

(ff) 分部報告

經營分部及財務報表所呈報的各分部項目金額, 乃根據就分配資源予本集團各業務及地區分部及評估其表現而定期提供予本集團最高層管理人員的財務資料而確定。

就財務申報而言, 個別重要營運分部不會聚合呈報, 除非這些分部具有類似經濟特徵以及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用的方式及監管環境性質方面類似。倘獨立而言並非屬重要的營運分部共同擁有上述大部分特徵, 則可聚合呈報。

3. 會計估計及判斷

於報告期末有關未來估計之主要假設及其他主要估計不明朗因素之來源於下文論述, 該等假設及來源具有引致須對下個財政年度之資產及負債賬面值作出重大調整之重大風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Impairment of non-current assets

If circumstances indicate that the carrying value of an asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in profit or loss. The carrying amounts of assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and value in use. In determining the value in use, expected cash flows to be generated by the asset are discounted to their present value at the appropriate pre-tax discount rates that reflect the specific risks of the related non-current assets. Estimation of future cash flows requires significant judgement relating to the future level of sales volume, sales revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions relating to projections of sales volumes, sales revenue and amount of operating costs.

3. 會計估計及判斷(續)

(a) 非流動資產減值

倘若情況顯示資產的賬面值可能無法收回,有關資產便會視為「已減值」,而減值虧損可能於損益賬內確認。資產的賬面值會定期評估,以確定可收回金額是否下跌至低於賬面值。當事項或環境變動顯示資產已記錄賬面值可能無法收回時,有關資產便會進行減值測試。倘出現下跌跡象,賬面值便會減至可收回金額。

可收回金額是以公允值減出售成本與使用價值兩者中的較高者計算。在釐定使用價值時,資產所產生的預期現金流量會按反映有關非流動資產特定風險之適當除稅前貼現率貼現至其現值,因而估計未來現金流需要對銷量、銷售收益及經營成本的日後水平作出重大判斷。本集團在釐定與可收回金額相若的合理數額時會採用所有可供使用的資料,包括根據合理和可支持的假設所作出的估計和銷量、銷售收益及經營成本的預測。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Impairment of non-current assets (continued)

At 31 December 2019, as disclosed in note 16(e) below, management of the Group conducted the impairment assessment test, using the following assumptions, on cash generating units (“CGUs”) to which the Group’s intangible assets, being brand rights of Miacalcic Injection, Miacalcic Nasal Spray and intellectual property rights of Xi Di Ke and MDS were allocated:

- Miacalcic Injection: pre-tax discount rate at 20.30% and expected growth rate of 3% beyond five years.
- Miacalcic Nasal Spray: pre-tax discount rate of 20.15% and expected growth rate of 3% beyond five years.
- Xi Di Ke and MDS: pre-tax discount rate at 22.32% and expected growth rate of 3% beyond five years.

3. 會計估計及判斷(續)

(a) 非流動資產減值(續)

於2019年12月31日,誠如下文附註16(e)所披露,本集團管理層採用下列假設對本集團無形資產(即密蓋息注射劑及密蓋息鼻噴劑的品牌權以及喜滴克及MDS知識產權)獲分配的現金產生單位(「現金產生單位」)進行減值評估測試:

- 密蓋息注射劑:五年後之除稅前貼現率為20.30%及預期增長率為3%。
- 密蓋息鼻噴劑:五年後之除稅前貼現率為20.15%及預期增長率為3%。
- 喜滴克及MDS:五年後之除稅前貼現率為22.32%及預期增長率為3%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Impairment of non-current assets (continued)

The above discount rates were determined based on the weighted average cost of capital of the Company which also reflected the specific risks of the respective CGUs and the above growth rates were not to exceed the average long-term growth rate for the relevant industry growth rate for the business of the respective CGUs. Based on the impairment assessment tests performed, the recoverable amounts of the relevant CGUs, to which Miacalcic Nasal Spray and Xi Di Ke and MDS were allocated respectively, exceeded their respective carrying amounts and as such, no impairment on the carrying amounts of Miacalcic Nasal Spray and Xi Di Ke and MDS were considered necessary at 31 December 2019, and recoverable amount of the CGU, to which Miacalcic Injection was allocated, was lower than its carrying amount, accordingly, impairment loss of approximately RMB287,107,000 on Miacalcic Injection was recognised in the profit or loss during the year ended 31 December 2019.

3. 會計估計及判斷(續)

(a) 非流動資產減值(續)

上述貼現率根據本公司的加權平均資本成本釐定,亦反映各現金產生單位的特定風險,而上述增長率並無超出各現金產生單位業務所屬行業的長期平均增長率。根據所進行的減值評估測試,獲分配密蓋息鼻噴劑及喜滴克及MDS的現金產生單位的可收回金額均超出各自的賬面值,故於2019年12月31日,密蓋息鼻噴劑及喜滴克及MDS的賬面值被視為無須計提減值,而獲分配密蓋息注射劑的現金產生單位的可收回金額低於賬面值,故於截至2019年12月31日止年度,於損益確認密蓋息注射劑減值虧損約人民幣287,107,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Impairment of non-current assets (continued)

For the purpose of sensitivity analysis on the potential possible downside effects on the above impairment assessment test on carrying amounts of Miacalcic Injection, Miacalcic Nasal Spray and Xi Di Ke and MDS, had each of the above pre-tax discount rate been increased by 1% or each of their above growth rates decreased by 3% points in the forecast period, except for Miacalcic Injection and Miacalcic Nasal Spray, no impairment was required in these scenarios on their respective carrying amounts at 31 December 2019.

(b) Depreciation and amortisation of property, plant and equipment and interest in leasehold land held for own use under operating lease

Property, plant and equipment are depreciated or amortised on a straight-line basis over their estimated useful lives, after taking into account their estimated residual values. Interest in leasehold land held for own use under operating lease is amortised over the lease term on a straight-line basis. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

3. 會計估計及判斷(續)

(a) 非流動資產減值(續)

就對密蓋息注射劑、密蓋息鼻噴劑及喜滴克及MDS賬面值進行之上述減值評估測試之潛在可能負面影響之敏感度分析而言,倘於預測期上述其除稅前貼現率增長1個百分點或上述其增長率減少3個百分點,除密蓋息注射劑及密蓋息鼻噴劑外,則於該等情況下毋須就彼等各自於2019年12月31日之賬面值計提減值。

(b) 物業、廠房及設備以及經營租賃項下持作自用的租賃土地權益的折舊及攤銷

經考慮估計剩餘價值後,物業、廠房及設備於估計可使用年期內以直線法折舊或攤銷。經營租賃項下持作自用的租賃土地權益於租期內以直線法攤銷。本集團定期檢討資產估計可使用年期,以釐定任何報告期間內計入之折舊及攤銷開支金額。可使用年期乃根據本集團類似資產之過往經驗計算,並考慮預期技術轉變。倘與過往估計比較有重大變動,則會對未來期間之折舊開支予以調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Useful lives and amortisation of intangible assets

The intangible assets with definite useful lives are amortised on a straight-line basis over the estimated useful lives. The management determines the estimated useful life and basis for amortisation taking into account factors including but not limited to, contractual terms of respective contracts, the expected usage of the assets by the Group based on past experience, technical obsolescence arising from changes or improvements in production or from a change in the market demand for the products of the assets. The estimation of the useful life and basis for amortisation is a matter of judgment based on the experience of the Group. Management reviews the useful life and basis for amortisation of intangible assets annually and, if expectations are significantly different from previous estimates of useful economics life, the amortisation rate for future periods will be adjusted accordingly.

Had different amortisation rates been used to calculate the amortisation of the intangible assets, the Group's result of operations and financial position could be materially different.

3. 會計估計及判斷(續)

(c) 無形資產之可使用年期及攤銷

具有限可使用年期之無形資產於估計可使用年期內以直線法攤銷。管理層釐定估計可使用年期及攤銷基準, 考慮之因素包括但不限於相關合約之合約條款、本集團基於過往經驗對該等資產之預期用途、因生產改變或改進引致技術過時或因市場對該等資產之產品之需求改變。可使用年期之估計及攤銷基準乃基於本集團經驗而作出之判斷。管理層每年檢討無形資產之可使用年期及攤銷基準, 倘預期顯著有別於過往估計可使用經濟年期, 則未來期間之攤銷率將會因此予以調整。

倘採用不同的攤銷率計算無形資產之攤銷, 本集團之經營業績及財務狀況可能出現重大差別。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(d) Indefinite useful life for brand rights of Miacalcic Injection and Miacalcic Nasal Spray

As disclosed in note 16(a) to the consolidated financial statements, the Group has acquired the exclusive intellectual property rights and distribution rights associated with trademarks and brand names for commercialisation of Miacalcic Injection and Miacalcic Nasal Spray which are used for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome in all dosage forms for an indefinite period of time in the Mainland China and certain other designated countries. Miacalcic Injection and Miacalcic Nasal Spray are a well-known international orthopedic brand for a long time. Management of the Group considered that Miacalcic Injection and Miacalcic Nasal Spray have an indefinite useful life, given the strength and durability of the brands in treating the bone pains and level of marketing support. The risk of market-related factors causing a reduction in its life is considered to be relatively low. Up to the date of approval for the consolidated financial statements, the Group is not aware of any material legal, regulatory, contractual, competitive, economic or other factors that could limit its economics useful life. Accordingly, Miacalcic Injection and Miacalcic Nasal Spray are not amortised. Miacalcic Injection and Miacalcic Nasal Spray are tested at least annually for impairment which is further disclosed in note 16(e).

3. 會計估計及判斷(續)

(d) 密蓋息注射劑及密蓋息鼻噴劑具無限可使用年期之品牌權

誠如綜合財務報表附註16(a)所披露,本集團已收購用作治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之商業化各類劑型密蓋息注射劑及密蓋息鼻噴劑之與商標及品牌名稱相關之獨家知識產權及分銷權,於中國內地及若干其他指定國家無限期使用。長期以來,密蓋息注射劑及密蓋息鼻噴劑為知名的國際骨科品牌。鑒於治療骨痛的品牌實力及持久性以及營銷支援水平,本集團管理層認為,密蓋息注射劑及密蓋息鼻噴劑具有無限可使用年期。導致其年期減少的市場相關風險因素被視為相對較低。截至批准綜合財務報表日期,本集團並不知悉可能限制其可使用經濟年期的任何重大法律、法規、合約、競爭力、經濟或其他因素。因此,密蓋息注射劑及密蓋息鼻噴劑不計提攤銷。密蓋息注射劑及密蓋息鼻噴劑最少每年進行減值測試,於附註16(e)進一步披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(e) 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 completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of a similar nature.

Net realisable value could change significantly as a result of changes in customer preferences and competitor actions in response to market conditions. Management reassesses these estimates at the end of each reporting period.

(f) Loss allowance for trade and other receivables

The Group estimates the loss allowance for trade receivables by assessing the expected credit losses (ECLs). This requires the use of estimates and judgements. ECLs are based on the Group's historic credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast of general economic conditions at the end of reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

3. 會計估計及判斷(續)

(e) 存貨的可變現淨值

存貨的可變現淨值為於日常業務過程中的估計售價減估計完成時的成本及銷售開支。該等估計乃以現時市況及生產及銷售類似性質的產品的過往經驗為依據。

可變現淨值可能因客戶喜好改變及競爭對手因應市場狀況採取行動而出現重大變動。管理層於各個報告期末重新評估該等估計。

(f) 貿易及其他應收款項的減值撥備

本集團通過評估預期信貸虧損來估計貿易應收款項的虧損撥備。這需要管理層使用估計和判斷。預期信貸虧損基於本集團的過往信貸虧損經驗釐定,並視乎債務人的具體因素以及對報告期末的當前及估計未來整體經濟狀況之評估加以調整。倘估計有別於先前的預測,所產生的差異將影響貿易應收款項的賬面值乃至估計發生變動當期的減值虧損。本集團在貿易應收款項的估計年期內持續評估其預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(g) Functional currency

The Company is carrying out its operating activities and making management decisions in Hong Kong and has significant degree of autonomy from its foreign subsidiaries in the way its business is managed. In the opinion of the directors of the Company, the functional currency of the Company is Hong Kong dollars.

(h) Income taxes and deferred taxation

The Group is subject to corporate income taxes in the Mainland China and Hong Kong. Significant judgements are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the year in which such determination is made.

3. 會計估計及判斷(續)

(g) 功能貨幣

本公司於香港從事其經營活動並作出管理決定, 而此令其於業務管理方式上與其海外附屬公司具有顯著自主權。本公司董事認為, 本公司之功能貨幣為港元。

(h) 所得稅及遞延稅項

本集團於中國內地及香港須繳納企業所得稅。於釐定所得稅之撥備時須作出重要判斷。在日常業務過程中有多項交易及計算方式, 均會導致未能確定最終所定稅項。倘若該等事情最終所得之稅項與最初錄得之款額有所差異, 有關差額將影響作出有關釐定之年度之所得稅及遞延稅項撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(i) Fair value of financial liabilities at fair value through profit or loss

As disclosed in note 35, the fair values of liabilities component under Put Option of the redeemable convertible preference shares are determined using valuation techniques including reference to other instruments that are substantially the same, discount cash flow analysis and binomial pricing model. The inputs to these models are taken from observable markets where possible. Details of the assumptions used in determining the fair values of the financial liabilities component under Put Option of the redeemable convertible preference shares are set out in note 35.

Should any of the estimates and assumptions changed, if any, it may lead to a material change in the respective fair value of these financial liabilities.

3. 會計估計及判斷(續)

(i) 按公允值列入損益的金融負債之公允值

如附註35所披露,可贖回可換股優先股認沽期權的負債部分的公允值採用估值方法釐定,包括參考其他大致相同的工具、貼現現金流量分析及二項式定價模型。在可行情況下,該等模型的輸入值取自可觀察市場。有關釐定可贖回可換股優先股認沽期權的金融負債部分的公允值時所採用的假設之詳情,載於附註35。

倘估計和假設發生變動(如有),則可能導致該等金融負債的相關公允值發生重大變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(j) Impairment assessment on NT Biopharmaceuticals Jiangsu Co., Ltd.

The Group assesses whether there are any indicators of impairment for interest in NT Biopharmaceuticals Jiangsu Co., Ltd. (“NT Biopharmaceuticals”) at the end of each reporting period. As disclosed in note 18(ii) to the consolidated financial statements, during the year ended 31 December 2019, NT Biopharmaceuticals incurred a loss of approximately RMB51,016,000 (2018: approximately RMB55,422,000). NT Biopharmaceuticals is tested for impairment when there are indicators that the carrying amount may not be recoverable. An impairment exists when the carrying value of interest in NT Biopharmaceuticals exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. When value in use calculations are undertaken, the Group estimates the present values of cash flows expected to arise from continuing to hold the investment and choose suitable discount rates in order to calculate the present values of those cash flows.

3. 會計估計及判斷(續)

(j) 泰凌生物製藥江蘇有限公司的減值評估

本集團於各報告期末評估於泰凌生物製藥江蘇有限公司(「泰凌生物製藥」)之權益是否存在減值跡象。誠如綜合財務報表附註18(ii)所披露, 截至2019年12月31日止年度, 泰凌生物製藥產生虧損約人民幣51,016,000元(2018年: 約人民幣55,422,000元)。泰凌生物製藥在有跡象顯示其賬面值可能無法收回時作減值測試。倘於泰凌生物製藥之權益的賬面值超過可收回金額(即公允值減出售成本與使用價值中的較高者), 則存在減值。計算使用價值時, 本集團估計繼續持有該投資預計產生的現金流量之現值, 並選擇計算現金流量現值的適當貼現率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(j) Impairment assessment on NT Biopharmaceuticals Jiangsu Co., Ltd. (continued)

The value in use of the interest in NT Biopharmaceuticals is determined based on the discounted cash flow projections of NT Biopharmaceuticals which is prepared by the management of the Group. The discounted rate applied of 22.32% (2018: 23.78%) is determined by using the Capital Assets Pricing Model, taking into account the applicable borrowing interest rates immediately before the projection period and the growth rate applied is determined based on the expected long-term inflation in the PRC, while other key assumptions relating to the estimation of cash inflows/outflows are determined by taking into account the financial budgets approved by NT Biopharmaceuticals's directors, past performance of NT Biopharmaceuticals and expectations of NT Biopharmaceuticals's management on the market development.

Based on the impairment assessment, the value in use of the interest in NT Biopharmaceuticals exceeds its carrying amount at 31 December 2019 and accordingly, the directors of the Company considered that there was no impairment on the interest of NT Biopharmaceuticals.

Should the parameters adopted in the calculations of the value in use of the interest in NT Biopharmaceuticals differ materially, impairment loss may be required to be recognised.

3. 會計估計及判斷(續)

(j) 泰凌生物製藥江蘇有限公司的減值評估(續)

於泰凌生物製藥之權益的使用價值根據本集團管理層編製的泰凌生物製藥的貼現現金流量估計釐定。所採用貼現率22.32%(2018年:23.78%)乃參考緊接估計期間前的適用借貸利率使用資本資產定價模型釐定,所採用增長率基於中國的預期長期通脹水平釐定,而與估計現金流入/流出相關的其他主要假設乃參考泰凌生物製藥的董事批准的財務預算、泰凌生物製藥的過往表現以及泰凌生物製藥管理層對市場發展的預期釐定。

基於減值評估結果,於泰凌生物製藥之權益的使用價值超過2019年12月31日的賬面值,故本公司董事認為於泰凌生物製藥之權益並未發生減值。

計算於泰凌生物製藥之權益的使用價值時,倘所使用的參數存在明顯差異,則可能須確認減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

4. REVENUE

The principal activities of the Group are research and development, manufacturing, sales and distribution of pharmaceutical products.

4. 收益

本集團的主要業務為研究及發展、生產、銷售及分銷醫藥產品。

		Continuing operations	
		持續經營業務	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15	在香港財務報告準則第15號範圍內來自客戶合約之收益		
Sales of proprietary pharmaceutical products	銷售自有藥品	153,468	307,666
Revenue from Miacalcic	密蓋息收入		
– Sales of injectable and nasal products	– 銷售注射劑及鼻噴劑產品	196,975	218,773
– Sub-licensing fee income	– 轉授費收入	15,526	45,082
		365,969	571,521

The timing of revenue recognition of all revenue from contracts with customers is at a point in time when a customer obtains control of goods transferred by the Group. All of the Group's remaining performance obligations for contracts with customers are for period of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

所有客戶合約收益於客戶取得本集團轉移之商品控制權時確認。本集團客戶合約中之所有餘下履約責任為一年期或以下。誠如香港財務報告準則第15號所允許, 分配予該等未履約合約之交易價格並無披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

5. OTHER REVENUE AND OTHER INCOME

5. 其他收益及其他收入

		Continuing operations	
		持續經營業務	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank interest income	銀行利息收入	1,884	2,102
Government grants and subsidies	政府補助及補貼	2,038	992
Sundry income	其他收入	2,707	2,746
		6,629	5,840

Government grants and subsidies represented unconditional cash awards granted by government authorities.

政府補助及補貼指政府機關授出之無條件現金獎勵。

6. OTHER NET LOSS

6. 其他虧損淨額

		Continuing operations	
		持續經營業務	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損淨額	635	299
Cost on litigation settlement	訴訟和解費用	2,132	-
Net exchange loss	匯兌虧損淨額	1,508	4,348
		4,275	4,647

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

7. LOSS BEFORE TAXATION

7. 除稅前虧損

Loss before taxation is arrived at after charging:

除稅前虧損已扣除下列各項:

		Continuing operations	
		持續經營業務	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(a) Finance costs:	(a) 融資成本:		
Interest on bank and other borrowings	銀行及其他借貸之利息	95,458	70,331
Interest on convertible bonds	可換股債券之利息	4,115	–
Imputed interest payable to non-controlling shareholders of a subsidiary (notes 18(ii) and 29)	應付一間附屬公司非控股股東之推算利息(附註18(ii)及29)	3,088	10,024
Interest on lease liabilities	租賃負債之利息	386	–
Bank charges	銀行費用	1,328	700
		104,375	81,055
(b) Staff costs	(b) 員工成本		
Contributions to defined contribution retirement plans	定額供款退休計劃供款	19,010	26,270
Salaries, wages and other benefits	薪金、工資及其他福利	75,570	136,828
Equity-settled share-based payment expenses (notes 32(c) and (d))	以權益結算並以股份支付的報酬(附註32(c)及(d))	7,462	8,260
		102,042	171,358

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

7. LOSS BEFORE TAXATION (CONTINUED)

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in defined contribution retirement schemes (the "Schemes") organised by the relevant local authorities whereby the PRC subsidiaries are required to make contributions to the Schemes at rates which range from 15% to 20% (2018: 15% to 20%) of the eligible employees' salaries during the year. The relevant local government authorities are responsible for the entire pension obligations payable to retired employees.

The Group also 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% (2018: 5%) of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000 (2018: HK\$30,000). Contributions to the MPF scheme vest immediately.

The Group has no other material obligation for payment of pension benefits beyond the annual contributions described above.

7. 除稅前虧損(續)

根據中國的相關勞工規則及法規, 本集團於中國的附屬公司參與相關地方當局籌辦的界定供款退休計劃(「計劃」), 據此, 中國附屬公司於年內須按合資格僱員薪金的15%至20%(2018年: 15%至20%)向計劃作出供款。相關地方當局承擔應付退休僱員的全部退休金責任。

本集團亦根據香港強制性公積金計劃條例為按照香港僱傭條例司法權下聘用的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃為界定供款退休計劃, 由獨立信託人管理。強積金計劃規定僱主及僱員各自按僱員收入的5%(2018年: 5%)向該計劃作出供款, 以每月相關收入30,000港元(2018年: 30,000港元)為上限。向強積金計劃支付的供款即時歸屬。

本集團除上述年度供款外並無有關支付退休金福利的其他重大責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

7. LOSS BEFORE TAXATION (CONTINUED)

7. 除稅前虧損(續)

		Continuing operations		
		持續經營業務		
		2019	2018	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Note			
	附註			
(c) Other items	(c) 其他項目			
Cost of inventories	存貨成本	21	105,086	149,519
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	15	22,521	23,028
Depreciation of right-of-use assets	使用權資產之折舊	15	939	–
Amortisation of lease prepayments	租賃預付款項之攤銷	15	991	991
Amortisation of intangible assets	無形資產之攤銷	16	6,680	11,628
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備 虧損淨額		635	299
Auditors' remuneration:	核數師酬金:			
– audit services	– 審核服務		1,478	1,658
– under provision in prior year	– 過往年度撥備不足		–	16
– non-audit services	– 非審核服務		18	18
Operating lease charges in respect of properties	有關物業之經營租賃 費用		9,924	15,399
Research and development costs	研究及開發成本		17,087	34,188

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

8. 綜合損益表內所得稅

(a) Income tax in the consolidated statement of profit or loss represents:

(a) 綜合損益表內所得稅指：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Continuing operations	持續經營業務		
Current tax – PRC Corporate Income Tax	本期稅項 – 中國企業所得稅		
Provision for the year	年內撥備	–	1,540
Under/(over) provision in respect of prior years	過往年度撥備不足/ (超額撥備)	9,730	(18,565)
		9,730	(17,025)
Deferred tax	遞延稅項		
Origination and reversal of temporary differences (note 31(b))	暫時性差額產生及撥回 (附註31(b))	–	56,885
Income tax expense	所得稅開支	9,730	39,860

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

8. 綜合損益表內所得稅(續)

(b) Reconciliation between income tax expense and accounting loss at applicable tax rates:

(b) 按適用稅率計算的所得稅開支與會計虧損之間的對賬:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(583,473)	(561,999)
Notional tax on profit before taxation, calculated at the tax rates applicable in the jurisdictions concerned (notes (i) and (ii))	按照相關司法權區之適用所得稅稅率計算除稅前溢利的名義稅項(附註(i)及(ii))	(123,419)	(115,031)
Tax effect of non-deductible expenses	不可扣除開支的稅項影響	114,950	129,773
Tax effect of non-taxable income	不課稅收入的稅項影響	(35,135)	(44,439)
Tax effect of unused tax losses not recognised	未確認未動用的稅項虧損之稅項影響	43,621	32,284
Reversal of temporary difference previously recognised	先前確認的暫時差異撥回	-	56,885
Effect of tax preferential treatment	稅務優惠待遇之影響	-	(1,027)
Tax effect of other temporary differences recognised	已確認其他暫時差異之稅項影響	(17)	(20)
Under/(over) provision in respect of prior years	過往年度撥備不足/ (超額撥備)	9,730	(18,565)
Income tax expense for the year from continuing operations	年內來自持續經營業務之所得稅開支	9,730	39,860

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(b) Reconciliation between income tax expense and accounting loss at applicable tax rates: (continued)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.
- (ii) The Company's subsidiaries in the Hong Kong Special Administrative Region are subject to Hong Kong Profits Tax at tax rate of 16.5% (2018: 16.5%). No income tax provision is made for the Hong Kong subsidiaries for the years ended 31 December 2019 and 2018, as these subsidiaries either derived no income subject to Hong Kong Profits Tax or sustained tax losses for Hong Kong Profits Tax purposes.

For the year ended 31 December 2019, the Company's subsidiaries in PRC are subject to a statutory income tax rate of 25% (2018: 25%, except for the subsidiary which is qualified for High and New Technology Enterprises and would be entitled to enjoy a beneficial tax rate of 15%).

9. DISCONTINUED OPERATION

On 15 December 2017, the Company and a supplier entered into an agreement for the termination of an exclusive sales and promotion agreement. With effect from December 2017, the Group ceased third party pharmaceutical promotion and sales in the PRC, which was classified as discontinued operation.

8. 綜合損益表內所得稅(續)

(b) 按適用稅率計算的所得稅開支與會計虧損之間的對賬:(續)

附註:

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例,本集團在開曼群島及英屬處女群島無須繳納任何所得稅。
- (ii) 本公司於香港特別行政區之附屬公司須按16.5%稅率繳交香港利得稅(2018年:16.5%)。於截至2019年及2018年12月31日止年度,由於該等附屬公司並無來自應課香港利得稅之收入或就香港利得稅而言蒙受稅務虧損,故並無就香港附屬公司作出利得稅撥備。

於截至2019年12月31日止年度,本公司在中國之附屬公司須繳納以25%稅率計算之法定所得稅(2018年:25%,惟一間附屬公司符合高新科技企業資格除外,其可享優惠稅率15%)。

9. 已終止經營業務

於2017年12月15日,本公司與一名供應商訂立協議以終止獨家銷售及推廣協議。由2017年12月起,本集團已終止於中國的第三方醫藥推廣及銷售,並把該業務分類為已終止經營業務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

9. DISCONTINUED OPERATION (CONTINUED)

9. 已終止經營業務(續)

2018

RMB'000

人民幣千元

Loss for the year from discontinued operation:	年內來自己終止經營業務的虧損：	
Revenue	收益	—
Cost of sales	銷售成本	—
Gross profit	毛利	—
Impairment loss of other receivables (note below)	其他應收款項減值虧損(下文附註)	(90,640)
Impairment loss of trade receivables	貿易應收款項減值虧損	(271,263)
Loss before taxation	除稅前虧損	(361,903)
Income tax	所得稅	—
Loss for the year from discontinued operation	年內來自己終止經營業務的虧損	(361,903)
Impairment loss of other receivables (note (a))	其他應收款項減值虧損(附註(a))	(90,640)
Impairment loss of trade receivables (note (b))	貿易應收款項減值虧損(附註(b))	(271,263)
Loss per share	每股虧損	
Basic, from discontinued operation	基本, 來自己終止經營業務	(23.11) cents 分
Diluted, from discontinued operation	攤薄, 來自己終止經營業務	(23.11) cents 分

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

9. DISCONTINUED OPERATION (CONTINUED)

Notes: (a) In November 2018, a supplier of the Group, from which a balance of RMB90,640,000 was receivable and brought forward from 31 December 2017, entered into an exclusive market promotion service agreement with an independent third party for marketing its key product for a period of ten years. In view of the Group's discontinued business relationship with this supplier and no settlement was received from it during the year up to the date of approval of these financial statements, full impairment loss of RMB90,640,000 has been recognised in profit or loss for the year ended 31 December 2018.

(b) As the supplier entered into an exclusive market promotion service agreement with an independent third party to market its products as referred in note (a) above, other distributors (including those with outstanding balances with the Group) have no longer the right to sell the products. They experienced default in payment by their customers, which in turn affected their ability to settle the debts due to the Group. Based on the assessment of the expected credit losses, the Group has recognized a provision for impairment of trade receivables of RMB271,263,000 for the year ended 31 December 2018.

9. 已終止經營業務(續)

附註：(a) 於2018年11月，本集團一名供應商(有應收及自2017年12月31日結轉之人民幣90,640,000元結餘)與一名獨立第三方訂立獨家市場宣傳協議，以營銷其主要產品，為期10年。考慮到本集團與該名供應商之商業關係已告終止，而年內直至批准該等財務報表日期概無收到結算，已將全數減值虧損人民幣90,640,000元於截至2018年12月31日止年度之損益中確認。

(b) 誠如上述附註(a)所述，由於供應商與一名獨立第三方訂立獨家市場宣傳協議以營銷其產品，其他分銷商(包括對本集團有未清償餘額的分銷商)不再擁有銷售產品的權利。彼等曾經歷客戶違約，因此影響彼等向本集團償還債務的能力。根據預期信貸虧損的評估，本集團於截至2018年12月31日止年度確認貿易應收款項減值撥備為人民幣271,263,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

10. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

Year ended 31 December 2019

10. 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部所披露董事薪酬如下:

截至2019年12月31日止年度

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Equity-settled share-based payment expenses	Total	
	董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	以權益結算並以股份支付的報酬 (note) (附註)	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	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive directors	執行董事						
Ng Tit	吳鐵	-	6,336	-	16	-	6,352
Chin Yu	錢余	-	5,500	-	15	-	5,515
Wu Weizhong	吳為忠	-	1,201	-	132	-	1,333
Wang Fei (appointed on 10/1/2019 and resigned on 29/11/2019)	王飛(於2019年1月10日獲委任及於2019年11月29日辭任)	-	1,194	-	99	5,071	6,364
Non-executive directors	非執行董事						
Qian Wei	錢唯	-	-	-	-	-	-
Lou Jianying (resigned on 29/11/2019)	婁健穎(於2019年11月29日辭任)	-	-	-	-	-	-
Independent non-executive Directors	獨立非執行董事						
Pan Fei (appointed on 20/3/2020)	潘飛(於2020年3月20日獲委任)	-	-	-	-	-	-
Tze Shan Haison Yu	余梓山	220	-	-	-	-	220
Zhao Yubiao (appointed on 31/12/2019)	趙玉彪(於2019年12月31日獲委任)	-	-	-	-	-	-
Patrick Sun (resigned on 31/12/2019)	辛定華(於2019年12月31日辭任)	220	-	-	-	-	220
Yan Hong (resigned on 20/3/2020)	嚴弘(於2020年3月20日辭任)	174	-	-	-	-	174
Total	總計	614	14,231	-	262	5,071	20,178

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

10. DIRECTORS' EMOLUMENTS (CONTINUED)

10. 董事薪酬(續)

Year ended 31 December 2018

截至2018年12月31日止年度

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Equity-settled share-based payment expenses	Total
	董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	以權益結算並以股份支付的報酬 (note) (附註)	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	RMB'000 人民幣千元	RMB'000 人民幣千元
Executive directors	執行董事					
Ng Tit	吳鐵	-	6,215	2,715	16	8,946
Chin Yu	錢余	-	221	-	-	3,739
Wu Weizhong	吳為忠	-	1,961	-	143	3,060
Wang Fei (appointed on 10/1/2019)	王飛(於2019年1月10日獲委任)	-	-	-	-	-
Non-executive directors	非執行董事					
Qian Wei	錢唯	-	-	-	-	-
Lou Jianyin	婁健穎	-	-	-	-	-
Independent non-executive Directors	獨立非執行董事					
Patrick Sun	辛定華	220	-	-	-	220
Yan Hong (appointed on 15/6/2018)	嚴弘(於2018年6月15日獲委任)	119	-	-	-	119
Lap-Chee Tsui (resigned on 15/6/2018)	徐立之(於2018年6月15日辭任)	101	-	-	-	101
Tze Shan Hailson Yu	余梓山	220	-	-	-	220
Total	總計	660	8,397	2,715	159	16,405

Note: These represent the estimated value of share awards granted to the directors on the date of grant. The value of these share awards is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(t)(iii).

附註：此金額為向董事所授出股份獎勵於授出日期的估計價值。此等股份獎勵的價值乃按附註2(t)(iii)所載本集團以股份支付交易的會計政策計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest paid emoluments, four directors (2018: three directors) are directors whose emoluments are disclosed in note 10. The aggregate of the emoluments in respect of the other one individual (2018: two individuals) are as follows:

11. 最高薪酬人士

本集團的五名最高薪酬人士當中有四名董事(2018年:三名董事),彼等的薪酬於附註10披露。其他一名人士(2018年:兩名人士)的薪酬總額如下:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	689	3,111
Contributions to retirement benefits schemes	退休福利計劃供款	98	143
Equity-settled share-based payment expenses	以權益結算並以股份支付的報酬	1,400	1,477
		2,187	4,731

The emoluments of the other one individual (2018: two individuals) with the highest emoluments are within the following bands:

最高薪酬的其他一名人士(2018年:兩名人士)的薪酬介乎以下範圍:

		2019 Number of individuals 人數	2018 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	-	1
Over HK\$3,500,000	超過3,500,000港元	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

12. DIVIDENDS

- (a) Dividends payable to equity shareholders of the Company attributable to the year

12. 股息

- (a) 年內應付本公司權益股東之股息

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Final dividend proposed after the end of the reporting period of HK\$Nil (2018: HK\$Nil) per share	報告期末建議的末期股息每股零港元 (2018年: 零港元)	-	-

- (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

- (b) 年內批准及支付的上一個財政年度應付本公司權益股東的股息

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year of HK\$Nil (2018: HK\$3.5 cents)	年內批准及支付的上個財政年度的末期股息零港元 (2018年: 3.5港仙)	-	56,709

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

13. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company of RMB587,590,000 (2018: RMB957,666,000) and the weighted average number of 1,764,008,000 ordinary shares (2018: 1,565,810,000) in issue during the year.

13. 每股虧損

(a) 每股基本虧損

每股基本虧損計算乃根據年內的本公司權益股東應佔虧損人民幣587,590,000元(2018年: 人民幣957,666,000元)及年內發行的普通股的加權平均數1,764,008,000股(2018年: 1,565,810,000股)。

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Loss attributable to equity shareholders of the Company	本公司權益股東應佔虧損	(587,590)	(595,763)
Loss from discontinued operation attributable to equity shareholders of the Company	本公司權益股東應佔來自已終止經營業務的虧損	-	(361,903)
		(587,590)	(957,666)

Weighted average number of ordinary shares (basic)

普通股加權平均數(基本)

		2019 Number of shares 股份數目 '000 千股	2018 Number of shares 股份數目 '000 千股
Issued ordinary shares at 1 January	於1月1日的已發行普通股	1,606,463	1,558,577
Effect of shares repurchased, granted and held under Share Award Scheme	根據股份獎勵計劃購回、授出及持有股份的影響	(24,164)	(24,037)
Effect of conversion of convertible bonds/convertible preference shares	兌換可換股債券/可換股優先股的影響	181,709	31,270
At 31 December	於12月31日	1,764,008	1,565,810

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

13. LOSS PER SHARE (CONTINUED)

(b) Diluted loss per share

The calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options or conversion of outstanding redeemable convertible preference shares and convertible bonds of the Company which had an anti-dilutive effect. Accordingly, diluted loss per share was the same as the basic loss per share for the years ended 31 December 2019 and 2018.

14. SEGMENT REPORTING

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments:

- Proprietary products production and sales: revenue from production and sales of NT branded products and generic drugs through the Company's subsidiaries, Suzhou First Pharmaceutical Co., Ltd ("Suzhou First Pharma") and NT Biopharmaceuticals.
- Miacalcic: revenue from selling and marketing Miacalcic branded products for treatment of bone pain caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome and sub-licensing of intellectual property rights and distribution rights of Miacalcic Injection and Miacalcic Nasal Spray, as defined and referred to in note 16(a) below.

13. 每股虧損(續)

(b) 每股攤薄虧損

計算每股攤薄虧損時並無假設行使本公司尚未行使之購股權或轉換本公司尚未行使之可贖回可換股優先股及可換股債券,因為上述兩者均具有反攤薄影響,故於截至2019年及2018年12月31日止年度,每股攤薄虧損與每股基本虧損相同。

14. 分部報告

本集團按業務分類管理其業務。本集團以下列兩個可呈報分部呈列,方式與為分配資源及評估表現而向本集團最高級行政管理人員內部報告資料的方式相同:

- 自有產品生產及銷售:收益來自通過本公司的附屬公司蘇州第壹製藥有限公司(「蘇州第壹製藥」)及泰凌生物製藥生產及銷售泰凌品牌產品及非專利藥品。
- 密蓋息:收益來自銷售及營銷治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之密蓋息品牌產品以及轉授密蓋息注射劑及密蓋息鼻噴劑(定義見下文附註16(a))之知識產權及分銷權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

14. SEGMENT REPORTING (CONTINUED)

(a) Segment results, assets and liabilities

For the purpose of assessing segment performance and allocation resources between segments, the Group's most senior executive management, who are also the executive directors of the Company, monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

- Segment assets include all tangible and intangible assets and other current and non-current assets with exception of unallocated corporate assets. Segment liabilities include trade and other payables and bank and other borrowings attributable to each reporting segment, with the exception of unallocated corporate liabilities.
- Revenue and expense are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segments results represent profit or loss attributable to the segment without allocation of finance costs, certain administrative costs and directors' remuneration. Taxation is not allocated to reportable segments. This is measure reported to the Group's most senior executive management for the purpose of resources allocation and performance assessment.

14. 分部報告(續)

(a) 分部業績、資產及負債

就評估分部表現及分配分部資源而言,本集團最高級行政管理人員(亦為本公司執行董事)按以下基準監控各可呈報分部的業績、資產及負債:

- 分部資產包括所有有形及無形資產以及其他流動及非流動資產,惟未分配公司資產除外。分部負債包括各可呈報分部的貿易及其他應付款項以及銀行及其他借貸,惟未分配公司負債除外。
- 收益及開支乃經參考該等分部產生的銷售額及該等分部產生或因該等分部的資產折舊或攤銷而產生的開支分配至可呈報分部。

分部業績指分部應佔溢利或虧損,當中並無分配融資成本、若干行政開支及董事酬金。稅項並無分配予可呈報分部。此為向本集團最高級行政管理人員報告以作出資源分配及表現評估之方法。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

14. SEGMENT REPORTING (CONTINUED)

14. 分部報告(續)

(a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2019 and 2018 is set out below.

(a) 分部業績、資產及負債(續)

截至2019年及2018年12月31日止年度,提供予本集團最高級行政管理人員以分配資源及評價分部表現的有關本集團可呈報分部的資料載列於下文。

		Continuing operations 持續經營業務					
		Proprietary products production and sales 自有產品生產及銷售		Miacalcic 密蓋息		Total 總計	
		2019	2018	2019	2018	2019	2018
		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
Reportable segment revenue from external customers	來自外部客戶之可呈報分部收益	153,468	307,666	212,501	263,855	365,969	571,521
Reportable segment gross profit	可呈報分部毛利	90,257	198,847	170,626	223,155	260,883	422,002
Reportable segment results	可呈報分部業績	(166,696)	(238,295)	(260,064)	(199,329)	(426,760)	(437,624)
Adjusted EBITDA (note (i))	經調整未計利息、稅項、折舊及攤銷之盈利(附註(i))	17,896	27,118	60,041	105,578	77,937	132,696
Other Revenue:	其他收益:						
- Government grants and subsidies	- 政府補助及補貼	2,038	992	-	-	2,038	992
- Sundry income	- 雜項收入	2,707	2,746	-	-	2,707	2,746

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

14. SEGMENT REPORTING (CONTINUED)

14. 分部報告(續)

(a) Segment results, assets and liabilities
(continued)

(a) 分部業績、資產及負債(續)

		Continuing operations 持續經營業務					
		Proprietary products production and sales 自有產品生產及銷售		Miacalcic 密蓋息		Total 總計	
		2019	2018	2019	2018	2019	2018
		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
Other net loss:	其他虧損淨額:						
- Net loss on disposal of property, plant and equipment	- 出售物業、廠房及設備虧損淨額	(363)	(287)	-	-	(363)	(287)
- Costs on litigation settlement	- 訴訟和解費用	(2,132)	-	-	-	(2,132)	-
Fair value change on financial liabilities at fair value through profit or loss	按公允價值列入損益之金融負債之公允價值變動	-	-	(31,733)	(304,907)	(31,733)	(304,907)
Share of loss of an associate	分佔一間聯營公司之虧損	(27)	(1,974)	-	-	(27)	(1,974)
Depreciation and amortisation	折舊及攤銷	(27,473)	(32,606)	-	-	(27,473)	(32,606)
Impairment loss of an intangible asset	一項無形資產減值虧損	-	(77,682)	(287,107)	-	(287,107)	(77,682)
Impairment loss of trade receivables, net	貿易應收款項減值虧損淨額	(133,072)	(162,618)	(1,265)	-	(134,337)	(162,618)
Impairment loss of property, plant and equipment	物業、廠房及設備減值虧損	(10,980)	-	-	-	(10,980)	-
(Impairment loss)/reversal of impairment loss of other receivables, net	其他應收款項(減值虧損)/減值虧損撥回淨額	(13,067)	5,519	-	-	(13,067)	5,519
Reportable segment assets	可呈報分部資產	663,315	907,125	1,032,879	1,272,116	1,696,194	2,179,241
Additions to non-current segment assets during the year	年內增置非流動分部資產	151,620	63,519	-	841	151,620	64,360
Reportable segment liabilities	可呈報分部負債	907,250	1,062,805	648,156	668,010	1,555,406	1,730,815
Reportable segment capital commitments	可呈報分部資本承擔	20,000	20,190	-	-	20,000	20,190

Note:

(i) Adjusted EBITDA is defined as earnings before interest expense, taxation, depreciation and amortisation, and excludes fair value change on financial liabilities at fair value through profit or loss, impairment loss on trade receivables and other receivables, property, plant and equipment and intangible asset.

附註:

(i) 經調整未計利息、稅項、折舊及攤銷之盈利界定為未計利息開支、稅項、折舊及攤銷之盈利,且不包括按公允價值列入損益之金融負債之公允價值變動、貿易應收款項及其他應收款項、物業、廠房及設備以及無形資產之減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

14. SEGMENT REPORTING (CONTINUED)

14. 分部報告(續)

(b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities

(b) 可呈報分部收益、損益、資產及負債對賬

		Continuing operations	
		持續經營業務	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收益		
Reportable segment revenue	可呈報分部收益	365,969	571,521
Loss	虧損		
Reportable segment operating loss	可呈報分部經營虧損	(426,760)	(437,624)
Unallocated head office and corporate expenses	未分配總部及公司開支	(54,294)	(39,088)
Other revenue and other income – unallocated	其他收益及其他收入 – 未分配	1,884	2,102
Other net loss – unallocated	其他虧損淨額 – 未分配	(1,780)	(4,360)
Share of loss of an associate	分佔一間聯營公司之虧損	(27)	(1,974)
Fair value change on financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債之公允值變動	1,880	–
Finance costs	融資成本	(104,375)	(81,055)
Consolidated loss before taxation (continuing operations)	除稅前綜合虧損(持續經營業務)	(583,472)	(561,999)
Assets	資產		
Reportable segment assets	可呈報分部資產	1,696,194	2,179,241
Unallocated head office and corporate assets	未分配總部及公司資產	102,080	47,921
Consolidated total assets	綜合總資產	1,798,274	2,227,162
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	1,555,406	1,730,815
Unallocated head office and corporate liabilities	未分配總部及公司負債	140,945	4,778
Consolidated total liabilities	綜合總負債	1,696,351	1,735,593

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

14. SEGMENT REPORTING (CONTINUED)

(c) Geographic information

The following table sets out information about the geographical location of the Group's revenue from external customers and the Group's non-current assets. The geographical location of the Group's non-current assets is based on the physical location of the non-current assets and in the case of intangible assets, the location of the use of relevant intellectual property rights and distribution rights to which they are allocated.

14. 分部報告(續)

(c) 地區資料

下表載列有關本集團來自外部客戶之收益及本集團非流動資產之地理位置之資料。本集團非流動資產之地理位置乃按非流動資產之實際地點及(倘為無形資產)彼等獲分配之使用相關知識產權及分銷權地點而定。

		Revenue from external customers 來自外部客戶之收益				Non-current assets* 非流動資產*			
		2019		2018		2019		2018	
		Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
PRC	中國	351,136	-	539,610	-	1,464,269	-	1,617,119	-
Hong Kong	香港	1,518	-	4,846	-	6,514	-	2,202	-
Other countries	其他國家	13,315	-	27,065	-	-	-	-	-
		365,969	-	571,521	-	1,470,783	-	1,619,321	-

* Excluding financial asset at FVTPL and prepayment for acquisition of an intangible asset of RMB571,000 (2018: RMB559,000) and RMB17,576,000 (2018: RMB17,191,000) which were related to operation in the PRC and Hong Kong, respectively.

* 不包括分別與中國及香港業務相關之按公允值列入損益之金融資產及收購一項無形資產之預付款項人民幣571,000元(2018年: 人民幣559,000元)及人民幣17,576,000元(2018年: 人民幣17,191,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

14. SEGMENT REPORTING (CONTINUED)

14. 分部報告(續)

(d) Information from major customers

Revenue from major customers, which individually amounted to 10% or more of the total revenue, is set out below:

(d) 主要客戶之資料

本集團個別佔總收益10%或以上的主要客戶收益載列如下:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Continuing operations:	持續經營業務:		
Customer A	客戶A	133,698	N/A 不適用
Customer B	客戶B	77,567	294,452
Customer C	客戶C	N/A 不適用	77,314

N/A – not applicable

N/A –不適用

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

15. FIXED ASSETS

15. 固定資產

		Property, plant and equipment 物業、廠房及設備									
		Land and buildings held for use	Plant and machinery	Leasehold improvements	Furniture, fixture and office equipment	Motor vehicles	Construction in progress	Property leased for own use	Sub-total	Interests in leasehold land held for own use	Total
		持作自用的土地及樓宇	廠房及機器	租賃裝修	傢私、固定裝置及辦公室設備	汽車	在建工程	租作自用的物業	小計	自用的租賃土地權益	總計
		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
Cost:	成本:										
At 1 January 2018	於2018年1月1日	260,714	76,405	13,034	11,010	7,086	2,179	-	370,428	47,754	418,182
Exchange adjustments	匯兌調整	-	-	-	55	97	-	-	152	-	152
Additions	增置	9,275	841	-	917	-	52,501	-	63,534	-	63,534
Transfer	轉撥	144	188	-	-	-	(332)	-	-	-	-
Disposals	出售	-	(473)	-	(2,505)	-	-	-	(2,978)	-	(2,978)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	270,133	76,961	13,034	9,477	7,183	54,348	-	431,136	47,754	478,890
Exchange adjustments	匯兌調整	-	-	-	16	47	-	98	161	-	161
Additions	增置	3,900	307	199	128	-	-	5,639	10,173	-	10,173
Transfer	轉撥	-	-	-	-	-	-	-	-	-	-
Disposals	出售	-	(3,064)	-	(738)	(50)	-	-	(3,852)	-	(3,852)
At 31 December 2019	於2019年12月31日	274,033	74,204	13,233	8,883	7,180	54,348	5,737	437,618	47,754	485,372
Accumulated depreciation and amortisation:	累計折舊及攤銷:										
At 1 January 2018	於2018年1月1日	64,443	33,252	10,578	6,579	5,221	-	-	120,073	5,769	125,842
Exchange adjustments	匯兌調整	-	-	-	21	82	-	-	103	-	103
Charge for the year	本年度支出	12,902	6,750	1,258	1,671	447	-	-	23,028	991	24,019
Written back on disposal	出售時撥回	-	(426)	-	(1,882)	-	-	-	(2,308)	-	(2,308)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	77,345	39,576	11,836	6,389	5,750	-	-	140,896	6,760	147,656
Exchange adjustments	匯兌調整	-	-	-	20	46	-	17	83	-	83
Charge for the year	本年度支出	13,047	6,710	1,225	1,171	368	-	939	23,460	991	24,451
Impairment for the year	本年度減值	10,980	-	-	-	-	-	-	10,980	-	10,980
Written back on disposal	出售時撥回	-	(2,707)	-	(461)	(45)	-	-	(3,213)	-	(3,213)
At 31 December 2019	於2019年12月31日	101,372	43,579	13,061	7,119	6,119	-	956	172,206	7,751	179,957
Net book value:	賬面淨值:										
At 31 December 2019	於2019年12月31日	172,661	30,625	172	1,764	1,061	54,348	4,781	265,412	40,003	305,415
At 31 December 2018	於2018年12月31日	192,788	37,385	1,198	3,088	1,433	54,348	-	290,240	40,994	331,234

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

15. FIXED ASSETS (CONTINUED)

Note:

- (a) As at 31 December 2019, certain banking facilities of the Group were secured by certain property, plant and equipment of the Group with a net book value amounting of RMB270,271,000 (2018: RMB79,250,000). Such property is located in PRC under medium-term land lease (note 27).

Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying assets is as follows:

15. 固定資產(續)

附註:

- (a) 於2019年12月31日, 本集團若干銀行融資由本集團賬面淨值人民幣270,271,000元(2018年: 人民幣79,250,000元)的若干物業、廠房及設備作抵押。該物業位於中國, 屬中期土地租賃(附註27)。

使用權資產

使用權資產按相關資產類別劃分的賬面淨值分析如下:

		31 December	1 January
		2019	2019
		2019年	2019年
		12月31日	1月1日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property leased for own use, carried at depreciated cost	租作自用之物業, 按折舊成本入賬	4,781	-
Ownership interests in leasehold land held for own use, carried at cost in the PRC, with remaining lease term between 31 and 44 years	持作自用的租賃土地所有權權益, 於中國按成本入賬, 餘下租期為31至44年之間	40,003	40,594
		44,784	40,594

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

15. FIXED ASSETS (CONTINUED)

Right-of-use assets (continued)

The analysis of expense items in relation to leases recognised in profit or loss is follows:

15. 固定資產(續)

使用權資產(續)

於損益確認的有關租賃的開支項目分析如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Depreciation expense of right-of-use assets by class of underlying assets:	按相關資產類別分類的使用權資產折舊開支：		
– Interest in leasehold land held for own use	– 持作自用之租賃土地權益	991	991
– Property held for own use	– 持作自用之物業	939	–
		1,930	991
Interest on lease liabilities	租賃負債之利息	386	–
Expenses relating to short-term leases not in the measurement of lease liabilities	有關不包含於租賃負債的計量中的短期租賃的開支	9,924	–
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	先前根據香港會計準則第17號分類為經營租賃的租賃的最低租賃付款	–	15,399

During the year ended 31 December 2019, additions to right-of-use assets amounted to RMB5,639,000, which related to the capitalised lease payments payable under new tenancy agreement.

Details of total cash outflows for leases and the maturity analysis of lease liabilities and the future cash outflows arising from leases that are yet commenced are set out in notes 24(c) and 28, respectively.

於截至2019年12月31日止年度, 使用權資產增置金額為人民幣5,639,000元, 與新租賃協議下之應付資本化租賃付款有關。

租賃現金流出總額之詳情及租賃負債之到期分析以及尚未開始之租賃產生之未來現金流出分別載於附註24(c)及28。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

15. FIXED ASSETS (CONTINUED)

Right-of-use assets (continued)

(i) Ownership interests in leasehold land held for own use

The Group is the registered owner of these lands. Lump sum payments were made upfront to acquire these land interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land leases.

(ii) Property leased for own use

The Group has obtained the right to use the property as its office premises through tenancy agreement. The lease typically runs for an initial period of 3 years.

The lease usually does not include an option to renew the lease for an additional period after the end of the contract term.

15. 固定資產(續)

使用權資產(續)

(i) 持作自用之租賃土地所有權權益

本集團為該等土地之註冊擁有人。已提前作出一次性付款以向過往註冊擁有人收購土地權益,而根據該等土地租賃的條款,將不會繼續支付任何款項。

(ii) 租作自用之物業

本集團已通過租賃協議取得將物業用作辦公場所的使用權。租賃初始期限通常為三年。

租賃一般不包括在合約期限結束後將租賃續期的選項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS

16. 無形資產

		Brand rights with indefinite useful life 具無限可使用年期 之品牌權	Intellectual property rights 知識產權	Trade-marks 商標	New medicine protection rights 新藥保護權	Club member-ships 會所會籍	Computer software 計算機軟件	Exclusive agency rights 獨家代理權	Product development in progress 開發中產品	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	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
Cost:	成本:									
At 1 January 2018	於2018年1月1日	1,190,178	131,425	7,283	9,330	1,345	8,186	50,000	-	1,397,747
Additions	增置	-	-	-	-	-	826	-	-	826
Exchange adjustments	匯兌調整	57,669	-	-	-	58	-	-	-	57,727
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	1,247,847	131,425	7,283	9,330	1,403	9,012	50,000	-	1,456,300
Additions	增置	-	-	-	-	-	905	-	147,400	148,305
Exchange adjustments	匯兌調整	27,914	-	-	-	31	-	-	-	27,945
At 31 December 2019	於2019年12月31日	1,275,761	131,425	7,283	9,330	1,434	9,917	50,000	147,400	1,632,550
Accumulated amortisation and impairment	累計攤銷及減值									
At 1 January 2018	於2018年1月1日	-	23,189	7,283	9,330	-	6,019	50,000	-	95,821
Charge for the year	本年度支出	-	10,899	-	-	-	729	-	-	11,628
Impairment for the year	本年度減值	-	77,682	-	-	-	-	-	-	77,682
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	-	111,770	7,283	9,330	-	6,748	50,000	-	185,131
Charge for the year	本年度支出	-	5,833	-	-	-	847	-	-	6,680
Exchange adjustments	匯兌調整	5,155	-	-	-	-	-	-	-	5,155
Impairment for the year	本年度減值	287,107	-	-	-	-	-	-	-	287,107
At 31 December 2019	於2019年12月31日	292,262	117,603	7,283	9,330	-	7,595	50,000	-	484,073
Net book value:	賬面淨值:									
At 31 December 2019	於2019年12月31日	983,499	13,822	-	-	1,434	2,322	-	147,400	1,148,477
At 31 December 2018	於2018年12月31日	1,247,847	19,655	-	-	1,403	2,264	-	-	1,271,169

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life

- (i) On 18 May 2016, NT Pharma International Company Limited, a wholly owned subsidiary of the Company incorporated in Hong Kong (“NT Pharma HK”), as the purchaser, entered into (i) an asset purchase agreement (the “Asset Purchase Agreement”), (ii) a Licence Agreement (the “Licence Agreement”) and (iii) a Supply Agreement (the “Supply Agreement”) with Novartis AG and Novartis Pharma AG, being companies organized under the laws of Switzerland (collectively “Novartis”).

Pursuant to the Asset Purchase Agreement, Novartis has agreed to transfer and NT Pharma HK has agreed to acquire (a) exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names for commercialisation of Miacalcic branded injectable pharmaceutical products for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget’s disease, hypercalcemia and reflex sympathetic dystrophy syndrome in all dosage forms that are approved, marketed, distributed and/or sold by Novartis and its affiliates (the “Miacalcic Injection”) and (b) exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names for the commercialisation of Miacalcic branded nasal spray pharmaceutical products in the form of nasal spray mainly for treatment of postmenopausal osteoporosis, that is approved, marketed, distributed and/or sold by Novartis and its affiliates (the “Miacalcic Nasal Spray”), for use in Mainland China and other designated countries. Miacalcic is a well-known international orthopedic brand for a long time.

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權

- (i) 於2016年5月18日, 於香港註冊成立且為本公司全資附屬公司的泰凌醫藥國際有限公司(「泰凌醫藥香港」)(作為買方)與Novartis AG及Novartis Pharma AG(均為根據瑞士法例組建的公司, 統稱為「諾華」)訂立(i)資產購買協議(「資產購買協議」)、(ii)許可證協議(「許可證協議」)及(iii)供應協議(「供應協議」)。

根據資產購買協議, 諾華已同意轉讓及泰凌醫藥香港已同意收購(a)有關獲諾華及其聯屬人士批准、營銷、分銷及/或銷售的用作治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之商業化各類劑型密蓋息注射劑品牌藥品(「密蓋息注射劑」)之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權及(b)有關獲諾華及其聯屬人士批准、營銷、分銷及/或銷售的主要用作治療停經後骨質疏鬆症的商業化密蓋息鼻噴劑品牌藥品(「密蓋息鼻噴劑」)之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權, 於中國內地及其他指定國家使用。長期以來, 密蓋息為知名的國際骨科品牌。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life (continued)

(i) (continued)

Pursuant to the Licence Agreement, Novartis has granted exclusive licences for the respective intellectual property rights, marketing and distribution rights associated with the trademarks and brand names of Miacalcic Injection and Miacalcic Nasal Spray that were acquired, respectively, by NT Pharma HK under the Asset Purchase Agreement and Second SPA (as defined below) for an indefinite period of time of use in Mainland China and other designated countries, after completion dates of their acquisitions.

Miacalcic Injection

The transactions under the Asset Purchase Agreement, the Licence Agreement, and the Supply Agreement were approved by the Company's shareholders at its extraordinary general meeting held on 7 July 2016. The purchase price for the exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names of Miacalcic Injection under the Asset Purchase Agreement and the Licence Agreement, which mainly include (a) the marketing authorisations and the Miacalcic import drug licences, (b) the transferred property (know-how, books and records, commercial information, marketing authorisation data and medical information (and any and all intellectual property rights in the foregoing), (c) the transferred domain names, and (d) trademarks for commercialisation of Miacalcic Injection branded drugs, for an indefinite period of time for use in Mainland China and other designated countries was US\$145 million (equivalent to approximately RMB1,006,965,000), after an arm's length of negotiations made between the Group and Novartis.

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權(續)

(i) (續)

根據許可證協議, 諾華已就泰凌醫藥香港分別根據資產購買協議及第二份資產購買協議(定義見下文)已收購的密蓋息注射劑及密蓋息鼻噴劑之與商標及品牌名稱相關之知識產權、營銷及分銷權授出獨家許可證, 且於彼等收購事項完成日期後於中國內地及其他指定國家並無使用限期。

密蓋息注射劑

於2016年7月7日舉行之股東特別大會上, 本公司股東批准購買資產購買協議、許可證協議及供應協議項下之交易。經本集團與諾華公平磋商後, 有關資產購買協議及許可證協議項下密蓋息注射劑之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權的購買價為145百萬美元(相當於約人民幣1,006,965,000元), 有關權利主要包括(a)上市許可及密蓋息進口藥品註冊證, (b)轉讓財產(專業知識、賬簿及記錄、商業資料、上市許可數據及醫學資料(以及上文之任何及所有知識產權)), (c)轉讓域名, 及(d)商業化密蓋息注射劑品牌藥品商標, 且於中國內地及其他指定國家並無使用限期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life (continued)

(i) (continued)

Miacalcic Injection (continued)

Pursuant to the Supply Agreement, Novartis shall manufacture and supply Miacalcic Injection branded products at the supply price effective on 7 July 2016 that are based upon consolidated total production costs of Novartis. Novartis may adjust the supply price on a unit-by-unit basis in accordance with the respective actual percentage increase or decrease in the consolidated total production costs, as applicable, calculated in the ordinary course of business consistent with past practice and consistent with the calculation of the supply price in the basis agreed with Novartis, provided that (a) there will be no upward adjustment in the first two years after 7 July 2016, and (b) the after-adjustment price applicable in the third and fourth year shall not exceed the relevant agreed ceiling price applicable in that period.

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權(續)

(i) (續)

密蓋息注射劑(續)

根據供應協議,諾華應按於2016年7月7日生效的供應價(乃根據諾華之綜合總生產成本計算)製造及供應密蓋息注射劑品牌產品。諾華可根據綜合總生產成本的有關實際百分比增幅或減幅(如適用)按逐個單位基準調整供應價,有關生產成本乃於一般業務過程中按過往慣例計算且符合與諾華協定之基準內的供應價計算,惟(a)於2016年7月7日後首兩年內將不會進行上調,及(b)第三及第四個年度適用之調整後價格不得超過有關期間內適用之相關經協定最高價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life (continued)

(i) (continued)

Miacalcic Injection (continued)

The acquisition of Miacalcic Injection at the consideration of US\$145 million was completed on 7 July 2016. The other direct costs relating to the acquisition of Miacalcic Injection amounted to approximately RMB23,683,000 were also capitalized. The directors of the Company considered that Miacalcic Injection shall have an indefinite period of time of use in Mainland China and other designated countries based on the Asset Purchase Agreement and the Licence Agreement.

Miacalcic Nasal Spray

On 25 October 2017, the purchase of Miacalcic Nasal Spray for curing osteoporosis had been completed under the two supplemental agreements: an asset purchase agreement ("Second SPA") and a supply agreement ("Second Supply Agreement"), both were made on 25 October 2017 between Novartis and NT Pharma HK. Based on the Second SPA, the consideration for the proposed purchase of Miacalcic Nasal Spray was revised to US\$34 million (equivalent to approximately RMB225.5 million).

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權(續)

(i) (續)

密蓋息注射劑(續)

於2016年7月7日,完成收購密蓋息注射劑,代價為145百萬美元。有關收購密蓋息注射劑之其他直接成本為約人民幣23,683,000元,亦獲資本化。本公司董事認為,根據資產購買協議及許可證協議,密蓋息注射劑於中國內地及其他指定國家並無使用限期。

密蓋息鼻噴劑

於2017年10月25日,已完成根據兩份補充協議:資產購買協議(「第二份資產購買協議」)及供應協議(「第二份供應協議」)(兩者均由諾華與泰凌醫藥香港於2017年10月25日作出)購買用作治療骨質疏鬆症的密蓋息鼻噴劑。根據第二份資產購買協議,建議購買密蓋息鼻噴劑之代價修正為34百萬美元(相當於約人民幣225.5百萬元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life (continued)

- (ii) According to the Supply Agreement in relation to Miacalcic Injection, during the Phase 1 Period (which means the period, on a country-by-country basis, from the acquisition completion date (i.e. 7 July 2016 for Miacalcic Injection) until the earlier of (a) the marketing authorisation date or with respect to the China Territory, date of obtaining the Import Drug Licence for Miacalcic Injection; and (b) two years from the acquisition date (i.e. 6 July 2018 for Miacalcic Injection) with respect to the period in which the Group (as purchaser of Miacalcic Injection) has not built up its own sales team and/or has not yet obtained the legitimate marketing authorisation rights to distribute, sell or invoice sales for the Miacalcic Injection branded drug products in each country of the territories as designated under the Assets Purchase Agreement and the Licence Agreement, all the intellectual property rights, marketing and distribution rights associated with trademarks and brand names for commercialisation of Miacalcic Injection branded drugs are licenced back to Novartis, which acts in its capacity as a principal, is allowed to use all these rights to sell the Miacalcic Injection branded drug products in those countries as designated under the Asset Purchase Agreement and the Licence Agreement and in consideration of this sub-licensing arrangement for the use of these rights of Miacalcic Injection in each of the territories as designated under Asset Purchase Agreement and the Licence Agreement.

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權(續)

- (ii) 根據有關密蓋息注射劑的供應協議,本集團(作為密蓋息注射劑買方)於一期期間(按每國而言指收購完成日期(即2016年7月7日,就密蓋息注射劑而言)起直至(a)上市許可日期或就中國而言,取得密蓋息注射劑進口藥品註冊證之日期;及(b)收購日期起兩年(即2018年7月6日,就密蓋息注射劑而言)(以較早者為準)尚未成立其本身之銷售團隊及/或尚未取得法定上市許可權,以在資產購買協議及許可證協議指定之地區之每個國家分銷、銷售或發票銷售密蓋息注射劑品牌藥品,商業化密蓋息注射劑品牌藥品之與商標及品牌名稱相關之所有知識產權、營銷及分銷權授回予諾華(其作為主事人身份獲准在資產購買協議及許可證協議指定之地區使用該等權利銷售密蓋息注射劑品牌藥品),而鑑於使用密蓋息注射劑權利的轉授安排,諾華須就其於資產購買協議及許可證協議指定地區使用有關密蓋息注射劑之權利,向本集團支付轉授費。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life (continued)

(ii) (continued)

During the year ended 31 December 2019, the Group earned sub-licensing fee income of RMB2,733,000 (2018: RMB5,705,000) from sub-licensing these intellectual property rights, marketing and distribution rights associated with trademarks and brand names relating to commercialisation of Miacalcic Injection branded drugs.

According to the Second Supply Agreement in relation to Miacalcic Nasal Spray, during the Pre-MA Transfer Period (which means the period, on a country-by-country basis, from the respective closing date (which was 25 October 2017) until the earlier of (a) the marketing authorisation date or the Import Drug Licence for Miacalcic Nasal Spray Transfer Date; and (b) two years from the respective closing date (i.e. 25 October 2019 for Miacalcic Nasal Spray) with respect to the period in which NT Pharma HK (as purchaser of the intellectual property rights, marketing and distribution rights) has not yet obtained the marketing authorisation to distribute, sell or invoice sales for the Miacalcic Nasal Spray branded products in each country of the territories as designated under the Second SPA, all the relevant intellectual property rights, marketing and distribution rights associated with trademarks and brand names for commercialisation of the Miacalcic Nasal Spray products are licenced back by NT Pharma HK to Novartis, which acts in its capacity as a principal and in consideration of this sub-licensing arrangement, Novartis shall pay the Group a sub-licensing fee for its use of these rights of Miacalcic Nasal Spray in the relevant territories as designated under the Second SPA and Second Supply Agreement.

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權(續)

(ii) (續)

於截至2019年12月31日止年度, 本集團賺取源自轉授有關商業化密蓋息注射劑品牌藥品之與商標及品牌名稱相關之知識產權、營銷及分銷權之轉授費收入人民幣2,733,000元(2018年: 人民幣5,705,000元)。

根據有關密蓋息鼻噴劑的第二份供應協議, 泰凌醫藥香港(作為知識產權、營銷及分銷權的買方)於取得上市許可前轉讓期(按每國而言指完成日期(即2017年10月25日)起直至(a)上市許可日期或密蓋息鼻噴劑進口藥品註冊證轉讓日期; 及(b)完成日期起兩年(即2019年10月25日, 就密蓋息鼻噴劑而言)(以較早者為準)尚未取得上市許可權, 以在第二份資產購買協議指定之地區之每個國家分銷、銷售或發票銷售密蓋息鼻噴劑品牌產品, 商業化密蓋息鼻噴劑藥品之與商標及品牌名稱相關之所有知識產權、營銷及分銷權將由泰凌醫藥香港授回予諾華(其作為主事人身份), 而鑑於該項轉授安排, 諾華須就其於第二份資產購買協議及第二份供應協議指定地區使用有關密蓋息鼻噴劑之權利, 向本集團支付轉授費。

Notes to the Consolidated Financial Statements (Continued)

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For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(a) Brand rights with indefinite useful life (continued)

(ii) (continued)

During the year ended 31 December 2019, the Group earned licensing fee income from Novartis, in respect of the intellectual property rights, marketing and distribution rights relating to Miacalcic Nasal Spray, of approximately RMB12,793,000 (2018: RMB39,377,000).

- (iii) Miacalcic Injection and Miacalcic Nasal Spray are well-known international orthopedic brands for a long time. Miacalcic Injection and Miacalcic Nasal Spray are considered to have an indefinite period of economic useful life in Mainland China and other designated countries under the Asset Purchase Agreement and Second SPA, and the Licence Agreement, given the strength and durability of the brands in treating the bone pains and the level of marketing support. Up to the date of approval for the consolidated financial statements, the risk of market-related factors causing a reduction in its life is considered to be relatively low. At 31 December 2019 and up to the date of approval for the consolidated financial statements, the Group is not aware of any material legal, regulatory, contractual, competitive, economic or other factors that could limit its economic useful life. Accordingly, Miacalcic Injection and Miacalcic Nasal Spray are not amortised but are tested at least annually for impairment in accordance with the Group's accounting policy as set out in note 2(m)(ii). At 31 December 2019, the impairment test on Miacalcic Injection and Miacalcic Nasal Spray was performed as disclosed in note 16(e) below.

16. 無形資產(續)

(a) 具有無限可使用年期之品牌權(續)

(ii) (續)

截至2019年12月31日止年度,本集團自諾華賺取的與密蓋息鼻噴劑知識產權、營銷及分銷權相關的轉授費收入約為人民幣12,793,000元(2018年:人民幣39,377,000元)。

- (iii) 長期以來,密蓋息注射劑及密蓋息鼻噴劑為知名的國際骨科品牌。鑒於治療骨痛的品牌實力及持久性以及營銷支援水平,根據資產購買協議及第二份資產購買協議以及許可證協議,密蓋息注射劑及密蓋息鼻噴劑被認為於中國內地及其他指定國家具有無限可使用經濟年期。直至批准綜合財務報表日期,導致其年期減少之市場相關風險因素被認為相對較低。於2019年12月31日及直至批准綜合財務報表日期,本集團並不知悉可能限制其可使用經濟年期的任何重大法律、法規、合約、競爭力、經濟或其他因素。因此,根據附註2(m)(ii)所載之本集團會計政策,密蓋息注射劑及密蓋息鼻噴劑不會攤銷但最少每年進行減值測試。於2019年12月31日,密蓋息注射劑及密蓋息鼻噴劑之減值測試已進行,如下文附註16(e)披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(b) Intellectual property rights and product development in progress

Intellectual property rights represent patents, know-how and trademarks in relation to Xi Di Ke and Songzhi Wan. Xi Di Ke is the commercial name of an uroacitides injection formula and a unique national class 1 new drug approved by the CFDA for the treatment of non-small cell lung cancer and breast cancer. An added indication of Xi Di Ke is for treating myelodysplastic syndrome ("MDS") which is in clinical trial phase II. At 31 December 2019 and 2018, costs of Xi Di Ke amounted to approximately RMB38,542,000 of which approximately RMB14,580,000, RMB3,000,000 and RMB20,962,000 were respectively related to the patents for drug use in treating non-small cell cancer and breast cancer, know-hows for MDS and trademarks of Xi Di Ke that were acquired by the Group in 2013. The patents of Xi Di Ke will expire in October 2019. In 2015 and 2016, the Group submitted two applications for new patents of which the know-hows were developed on the existing patents for Xi Di Ke. Management of the Group is optimistic in obtaining the new patents for Xi Di Ke such that the legal protection period of the patents for Xi Di Ke will be extended further in the future. On 2 March 2017, the GMP Certificate for Xi Di Ke has been granted by the CFDA to the Group and the costs of patents and trademarks for Xi Di Ke are amortised on a straight-line basis over their estimated useful lives of 3 years and 10 years, respectively, commencing from January 2017, based on the experience of management of the Group. During the year ended 31 December 2019, amortisation charge on patents and trademarks of Xi Di Ke in aggregate amounted to approximately RMB5,833,000 (2018: RMB5,833,000). The capitalised acquisition cost of know-hows for MDS of Xi Di Ke, which is still in clinical trial phase II, is deferred and not subject to amortisation as regulatory approval for use is not yet obtained at both reporting period ends.

During the year ended 31 December 2019, a total amount of approximately RMB147,400,000 was capitalised in respect of the product development cost for MDS of Xi Di Ke, which had been fully paid by the Group during the years ended 31 December 2019 and 2018.

16. 無形資產(續)

(b) 知識產權及開發中產品

知識產權指與喜滴克及松栢丸相關的專利、技術訣竅及商標。喜滴克為尿多酸肽注射劑的商業名稱, 屬國家藥監局批准用作治療非小細胞肺癌及乳腺癌的獨家國家一類新藥。喜滴克新增適應症為骨髓增生異常綜合症(「MDS」), 正在進行II期臨床試驗。於2019年及2018年12月31日, 喜滴克成本為約人民幣38,542,000元, 其中約人民幣14,580,000元、人民幣3,000,000元及人民幣20,962,000元分別與本集團於2013年收購的用於治療非小細胞癌症及乳腺癌的藥物專利、MDS技術訣竅及喜滴克商標有關。喜滴克的專利將於2019年10月到期。於2015年及2016年, 本集團已就基於喜滴克的現有專利開發技術訣竅提交兩份新專利申請。本集團管理層對於獲取喜滴克之新專利持樂觀態度, 故喜滴克專利的法律保護期日後將進一步延長。於2017年3月2日, 本集團獲國家藥監局授予喜滴克的GMP證書, 而喜滴克的專利及商標成本則基於本集團管理層之經驗, 分別於各自的估計可使用年期3年及10年內以直線法由2017年1月開始攤銷。截至2019年12月31日止年度, 喜滴克的專利及商標攤銷費用合共約人民幣5,833,000元(2018年: 人民幣5,833,000元)。喜滴克之MDS(仍在進行II期臨床試驗)技術訣竅之資本化收購成本已予遞延且毋須攤銷, 原因是於兩個報告期末尚未就其使用取得監管批准。

截至2019年12月31日止年度, 已就喜滴克之MDS產品開發成本資本化總額約人民幣147,400,000元, 本集團已於截至2019年及2018年12月31日止年度全數支付有關款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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16. INTANGIBLE ASSETS (CONTINUED)

(b) Intellectual property rights and product development in progress (continued)

As at 31 December 2019, the carrying amount of Xi Di Ke and MDS amounted to approximately RMB13,822,000 (2018: approximately RMB19,655,000) and approximately RMB147,400,000 (2018: Nil), respectively. The directors of the Company are of the opinion that the carrying amount of Xi Di Ke and MDS can be fully recovered, based on the impairment assessment test as further detailed in note 16(e) below, and as such, no impairment on Xi Di Ke and MDS was considered necessary at both reporting period ends.

Songzhi Wan, with a cost of approximately RMB92,883,000 acquired in 2015, is a Chinese medicine capable of treating Hepatitis C approved by the CFDA, which was included in the National Major Scientific and Technical Breakthrough Program under the "10th Five-Year Plan" and the National High Technology Research and Development Program (863 Program) successively during the course of its development. During the phase I-II-III clinical trial of Songzhi Wan, its efficacy and safety had been carefully verified with modern medicine, for which it was finally approved with a National New Drug Certificate, and it has 20 years of patent protection from 30 April 2000. After the expiration of the National New Drug Certificate, the exclusive rights of the patents for Songzhi Wan, which is classified as a Type 2 of the Chinese medicine, can be further extended, at insignificant costs, by 14 years from 30 April 2020. The drug manufacturing permit for Songzhi Wan was obtained from the relevant governmental authorities on 1 January 2016 and during the year ended 31 December 2016, the commercial production for Songzhi Wan was commenced. The costs of Songzhi Wan are amortised on a straight-line basis over its useful life of 18.33 years, commencing from January 2016, and the amortisation charge of RMBNil (2018: RMB5,066,000) was charged to the profit or loss for the year ended 31 December 2019.

16. 無形資產(續)

(b) 知識產權及開發中產品(續)

於2019年12月31日, 喜滴克及MDS之賬面值分別約為人民幣13,822,000元(2018年: 約人民幣19,655,000元)及約人民幣147,400,000元(2018年: 無)。本公司董事認為, 根據下文附註16(e)進一步詳述的減值評估測試, 喜滴克及MDS之賬面值可全數收回, 故喜滴克及MDS於兩個報告期末均被視為無須計提減值。

松樞丸(成本約人民幣92,883,000元, 於2015年收購)是國家藥監局批准的唯一一個用於治療丙型肝炎的中藥, 產品成功研發過程中先後列入國家「十五」重大科技攻關計劃專案及國家高科技研究發展計劃(863計劃)。於松樞丸I-II-III期臨床試驗中, 其藥物療效及安全性得到了現代醫學的嚴格論證, 最終獲得國家新藥證書批准, 且其自2000年4月30日起擁有20年的專利保護。於國家新藥證書到期後, 松樞丸(分類為中藥第2類)的獨家專利權可由2020年4月30日起進一步延長14年, 而成本並不重大。於2016年1月1日自相關政府機構取得松樞丸藥品生產許可證, 及截至2016年12月31日止年度, 松樞丸已開始商業生產。松樞丸成本於為期18.33年之可使用年內以直線法由2016年1月開始攤銷, 截至2019年12月31日止年度, 攤銷費用人民幣零元(2018年: 人民幣5,066,000元)計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(b) Intellectual property rights and product development in progress (continued)

During the year ended 31 December 2018, competitors have launched similar products with enhanced functionalities at lower cost to the market, despite of management's effort in launching a number of business initiatives by offering discount price, Songzhi Wan continued to suffer loss. In view of the above, the Group decided not to continue the production of Songzhi Wan. The Group recognised full impairment of RMB77,682,000 on the carrying value of Songzhi Wan as at 31 December 2018.

(c) Exclusive agency rights represent agency fees of RMB30 million and RMB20 million prepaid to suppliers to secure the PRC distribution rights of 10 years and 4 years for two pharmaceutical products, respectively. These exclusive agency rights were amortised on a straight-line basis over their respective useful lives, being the period of agency rights. By the end of 2012, the Group decided to terminate a herbal dermatological product as a consequence of surging raw materials cost and relinquished the exclusive agency right. A full impairment loss of RMB17 million was provided accordingly for the remaining book value of the exclusive agency right, in the previous years.

(d) Club memberships represent the rights to use the club facilities over an indefinite period of time. Accordingly, no amortisation has been charged to profit or loss during the years ended 31 December 2019 and 2018. Management of the Group considered that no impairment indicators for the club memberships for which the expected fair value less cost of disposal exceeded the carrying amounts at 31 December 2019. At the end of both reporting periods, the carrying amounts of the club memberships were below their fair value less cost of disposal and accordingly, no impairment loss was considered necessary.

16. 無形資產(續)

(b) 知識產權及開發中產品(續)

截至2018年12月31日止年度, 競爭對手以較低成本在市場上推出藥效更強的類似產品。儘管管理層以降價出售的方式全力舉行多項商業活動, 松栢丸繼續錄得虧損。鑒於上文所述, 本集團決定停產松栢丸。本集團已對松栢丸全數確認減值人民幣77,682,000元, 該金額反映松栢丸於2018年12月31日的賬面值。

(c) 獨家代理權指為取得兩項藥品分別為期10年及4年的中國分銷權而向供應商支付的分別為人民幣30百萬元及人民幣20百萬元的代理費。獨家代理權按可使用年期(即代理權年期)以直線法攤銷。於2012年底, 由於原材料成本上漲, 本集團決定終止草本皮膚產品業務, 並放棄該項獨家代理權。據此, 就過往年度餘下獨家代理權之賬面值作出全數減值虧損撥備人民幣17百萬元。

(d) 會所會籍指在未定期限內使用會所設施的權利。截至2019年及2018年12月31日止年度並無攤銷計入損益。本集團管理層認為, 於2019年12月31日, 會所會籍並無出現減值跡象, 因預期公允值減出售成本超過其賬面值。於兩個報告期末, 會所會籍的賬面值低於其公允值減出售成本, 因此, 毋須計提減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(e) Impairment assessment tests

As at 31 December 2019, the recoverable amount of the brand rights of Miacalcic Injection and Miacalcic Nasal Spray, and intellectual property rights of Xi Di Ke and MDS had been determined based on a value-in-use calculations with reference to professional valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited (“JLL”) (2018: JLL), an independent firm of professional and qualified valuers with qualification and experience in the assets being valued. The calculation used cash flow projections based on financial budgets approved by management of the Group covering a five-year period for Miacalcic Injection, Miacalcic Nasal Spray, and Xi Di Ke and MDS. Cash flows beyond their respective projection periods are extrapolated using the following estimated long-term growth rates which were based on the relevant industry growth forecasts and did not exceed the average long-term growth rates for the businesses of the cash generating units (“CGUs”) to which these intangible assets of Miacalcic Injection, Miacalcic Nasal Spray, and Xi Di Ke and MDS are allocated. JLL estimated the following pre-tax discount rates on basis of weighted average cost of capital of the relevant entities with the Group, which also included additional risk premiums to reflect the size premium risk and specific risk of the respective CGUs.

16. 無形資產(續)

(e) 減值評估測試

於2019年12月31日,密蓋息注射劑及密蓋息鼻噴劑品牌權及喜滴克及MDS知識產權之可收回金額乃基於使用價值計算並參考於資產估值方面具備資歷及經驗之獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)(2018年:仲量聯行)進行的專業估值所釐定。計算時使用經本集團管理層批准之五年期(就密蓋息注射劑、密蓋息鼻噴劑、以及喜滴克及MDS而言)財政預算為基準的現金流量預測。其各自預測期後現金流量使用下列估計長期增長率推斷,該增長率根據相關行業增長預測,且並無超出獲分配密蓋息注射劑、密蓋息鼻噴劑、以及喜滴克及MDS之無形資產之現金產生單位(「現金產生單位」)業務之平均長期增長率。仲量聯行基於本集團旗下相關實體之加權平均資本成本,亦包括反映該等現金產生單位規模溢價風險及特定風險之風險溢價,估計下列除稅前貼現率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(e) Impairment assessment tests (continued)

2019	2019年	Pre-tax discount rate 除稅前貼現率	Long-term growth rate 長期增長率
Miacalcic Injection	密蓋息注射劑	20.30%	3%
Miacalcic Nasal Spray	密蓋息鼻噴劑	20.15%	3%
Xi Di Ke and MDS	喜滴克及MDS	22.32%	3%

2018	2018年	Pre-tax discount rate 除稅前貼現率	Long-term growth rate 長期增長率
Miacalcic Injection	密蓋息注射劑	20.81%	3%
Miacalcic Nasal Spray	密蓋息鼻噴劑	20.75%	3%
Xi Di Ke	喜滴克	23.78%	3%
Songzhi Wan	松樞丸	21.81%	3%

Based on the impairment assessment, the recoverable amounts of the CGUs, to which these intangible assets of Macalcic Nasal Spray, and Xi Di Ke and MDS are allocated, exceeded their respective carrying amounts of these CGUs and accordingly, no impairment for Macalcic Nasal Spray, and Xi Di Ke and MDS was required at 31 December 2019. Based on impairment assessment conducted, impairment on Miacalcic Injection of approximately RMB287,107,000 has been recognised and charged to profit or loss for the year ended 31 December 2019 (2018: impairment of RMB77,682,000 on Songzhi Wan was recognised).

根據減值評估, 獲分配密蓋息鼻噴劑以及喜滴克及MDS之無形資產的現金產生單位可收回金額分別超出各自的賬面值, 故於2019年12月31日毋須對密蓋息鼻噴劑以及喜滴克及MDS計提減值。基於已進行的減值評估, 已對密蓋息注射劑確認減值約人民幣287,107,000元(2018年: 已對松樞丸確認減值約人民幣77,682,000元), 並已從截至2019年12月31日止年度的損益中扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

16. INTANGIBLE ASSETS (CONTINUED)

(e) Impairment assessment tests (continued)

Proforma sensitivity analysis on potential downside effects on the carrying amounts of CGUs, to which these intangible assets are allocated, arising from the following unexpected unfavorable changes on the assumptions for their respective discount rates and long-term growth rates applied in the above impairment assessments are summarised below:

16. 無形資產(續)

(e) 減值評估測試(續)

有關上述減值評估中所採用之各貼現率或長期增長率假設出現下列未預料的不利變動而對獲分配該等無形資產之現金產生單位之賬面值造成潛在負面影響的備考敏感度分析概述如下:

		If discount rate +1%	If long-term growth rate -3%	If discount rate +1% and long-term growth rate -3%
		倘貼現率 上升1%	倘長期 增長率 下降3%	倘貼現率 上升1%及 長期增長率 下降3%
Proforma downside effects on the carrying amounts of following intangible assets at 31 December 2019:	以下各項無形資產於2019年12月31日賬面值之備考不利影響:			
- Miacalcic Injection	- 密蓋息注射劑	Yes有	Yes有	Yes有
- Miacalcic Nasal Spray	- 密蓋息鼻噴劑	Yes有	Yes有	Yes有
- Xi Di Ke and MDS	- 喜滴克及MDS	No無	No無	No無

Notes to the Consolidated Financial Statements (Continued)

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16. INTANGIBLE ASSETS (CONTINUED)

(e) Impairment assessment tests (continued)

16. 無形資產(續)

(e) 減值評估測試(續)

		If discount rate +1% and long-term growth rate -3%	If long-term growth rate -3%	If discount rate +1% and long-term growth rate -3%
		倘貼現率 上升1%及 長期增長率 下降3%	倘長期 增長率 下降3%	倘貼現率 上升1%及 長期增長率 下降3%
Proforma downside effects on the carrying amounts of following intangible assets at 31 December 2018:	以下各項無形資產於2018年12月31日賬面值之備考不利影響:			
- Miacalcic Injection	- 密蓋息注射劑	No無	No無	No無
- Miacalcic Nasal Spray	- 密蓋息鼻噴劑	No無	No無	No無
- Xi Di Ke	- 喜滴克	No無	No無	No無

17. GOODWILL

Goodwill of RMB1,250,000 was derived from prior year business acquisitions of NT (BJ) Pharma Technology Co., Ltd. and NT Tongzhou Pharma (SH) Co., Ltd. as expected synergy at acquisition date, was allocated to the vaccine promotion and sales business segment, which was subsequently discontinued in 2012. Full impairment for goodwill was therefore made during the year ended 31 December 2012.

17. 商譽

商譽人民幣1,250,000元來自以前年度收購泰凌(北京)醫藥科技開發有限公司及泰凌同舟醫藥(上海)有限公司業務, 一如於收購日期的預期協同效益, 已於2012年分配至疫苗推廣及銷售業務分部(該分部隨後終止經營)。因此, 於截至2012年12月31日止年度本集團就商譽計提全數減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

18. INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

18. 於附屬公司之投資

下表僅載列主要影響本集團業績、資產或負債之附屬公司詳情。除另有說明, 所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation and business and form of legal entity 註冊成立及運營地點及法律實體之形式	Particulars of issued and paid up/ registered capital 已發行及繳足/註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
NT Pharma (Group) Co., Ltd.	BVI, limited liability company	9 shares of US\$1 each	100%	100%	-	Investment holding
NT Pharma (Group) Co., Ltd.	英屬處女群島, 有限公司	9股每股1美元				投資控股
Kimford Investment Limited ("Kimford")	BVI, limited liability company	1 share of US\$1	100%	-	100%	Investment holding
Kimford Investment Limited (「Kimford」)	英屬處女群島, 有限公司	1股1美元				投資控股
Goldwise Resources Limited	BVI, limited liability company	1 share of US\$1	100%	-	100%	Dormant
Goldwise Resources Limited	英屬處女群島, 有限公司	1股1美元				暫無業務
Tai Ning Pharmaceutical (Investment) Company Limited	BVI, limited liability company	1 share of US\$1	100%	-	100%	Investment holding
Tai Ning Pharmaceutical (Investment) Company Limited	英屬處女群島, 有限公司	1股1美元				投資控股
Farbo Investment Limited	BVI, limited liability company	1 share of US\$1	100%	-	100%	Investment holding
Farbo Investment Limited	英屬處女群島, 有限公司	1股1美元				投資控股
Humford Investment Limited	BVI, limited liability company	1 share of US\$1	100%	-	100%	Investment holding
Humford Investment Limited	英屬處女群島, 有限公司	1股1美元				投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business and form of legal entity 註冊成立及運營地點 及法律實體之形式	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
One Pharma International Limited (一行醫藥(國際)有限公司) 一行醫藥(國際)有限公司	Hong Kong, limited liability company 香港·有限公司	1 share 1股	100%	-	100%	Dormant 暫無業務
NTP (China) Investment Co., Limited (泰凌(中國)投資有限公司) 泰凌(中國)投資有限公司	Hong Kong, limited liability company 香港·有限公司	15,000,000 shares 15,000,000股	100%	-	100%	Investment holding 投資控股
NT Pharma (HK) Limited (泰凌醫藥(香港)有限公司) 泰凌醫藥(香港)有限公司	Hong Kong, limited liability company 香港·有限公司	2 shares 2股	100%	-	100%	Trading of prescription medicines 買賣處方藥
NT Pharma (Overseas) Holding Co. Ltd NT Pharma (Overseas) Holding Co. Ltd	BVI, limited liability company 英屬處女群島· 有限公司	1 share of US\$1 1股1美元	100%	-	100%	Investment holding 投資控股
NT Pharma International Company Limited (泰凌醫藥國際有限公司) 泰凌醫藥國際有限公司	Hong Kong, limited liability company 香港·有限公司	1 share 1股	100%	-	100%	Provision of use right of licence 提供認證使用權
NT Pharma Pacific Company Limited (泰凌醫藥(亞洲)有限公司) 泰凌醫藥(亞洲)有限公司	Hong Kong, limited liability company 香港·有限公司	1 share of HK\$1 1股1港元	100%	-	100%	Dormant 暫無業務
NT Pharma (SH) Co., Ltd. (泰凌醫藥貿易(上海)有限公司) (note (i)) 泰凌醫藥貿易(上海)有限公司(附註(i))	PRC, limited liability company 中國·有限公司	US\$2,000,000 2,000,000美元	100%	-	100%	Dormant 暫無業務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business and form of legal entity 註冊成立及運營地點 及法律實體之形式	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
NT (BJ) Pharma Technology Co., Ltd. (泰凌(北京)醫藥科技開發有限公司) (note (i)) 泰凌(北京)醫藥科技開發有限公司 (附註(i))	PRC, limited liability company 中國, 有限公司	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Research and development of prescription medicines 研發處方藥
Guangdong NT Pharma Co., Ltd. (廣東泰凌醫藥有限公司) (note (i)) 廣東泰凌醫藥有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	RMB20,000,000 人民幣20,000,000元	100%	-	100%	Sales of prescription medicines 銷售處方藥
NT Tongzhou Pharma Consulting (SH) Co., Ltd. (泰凌同舟醫藥諮詢(上海)有限公司) (note (i)) 泰凌同舟醫藥諮詢(上海)有限公司 (附註(i))	PRC, limited liability company 中國, 有限公司	US\$3,370,000 3,370,000美元	100%	-	100%	Provision of logistics and consulting services 提供物流及諮詢服務
Hainan Tai Ling Medical Information Consulting Co., Ltd. (海南泰靈醫藥 信息諮詢有限公司) (note (i)) 海南泰靈醫藥信息諮詢有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	RMB100,000,000 人民幣100,000,000元	100%	-	100%	Dormant 暫無業務
NT Tongzhou Pharma (SH) Co., Ltd. (泰凌同舟醫藥(上海)有限公司) (note (i)) 泰凌同舟醫藥(上海)有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	RMB50,000,000 人民幣50,000,000元	100%	-	100%	Sales of prescription medicines 銷售處方藥

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綜合財務報表附註(續)

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business and form of legal entity 註冊成立及運營地點 及法律實體之形式	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Suzhou First Pharmaceutical Co., Ltd. ("Suzhou First Pharma") (蘇州第壹製藥有限公司) (notes (i)) 蘇州第壹製藥有限公司(附註(i))	PRC, limited liability company 中國·有限公司	RMB181,625,000 人民幣181,625,000元	100%	-	100%	Manufacturing of prescription medicines 生產處方藥
NT Pharma (China) Co., Ltd. (泰凌醫藥(中國)有限公司) (note (i)) 泰凌醫藥(中國)有限公司(附註(i))	PRC, limited liability company 中國·有限公司	US\$11,851,400 11,851,400美元	100%	-	100%	Dormant 暫無業務
NT Pharma (Jiangsu) Co., Ltd. (泰凌醫藥(江蘇)有限公司) (note (i)) 泰凌醫藥(江蘇)有限公司(附註(i))	PRC, limited liability company 中國·有限公司	RMB276,600,000 人民幣276,600,000元	100%	-	100%	Sales of prescription medicines 銷售處方藥
NT Pharma Information Consulting (SH) Co., Ltd. (泰凌醫藥信息諮詢(上海) 有限公司) (note (i)) 泰凌醫藥信息諮詢(上海)有限公司 (附註(i))	PRC, limited liability company 中國·有限公司	US\$26,500,000 26,500,000美元	100%	-	100%	Provision of consulting services 提供諮詢服務
NT (Jiangsu) Biotechnology Co., Ltd. (泰凌(江蘇)生物科技股份有限公司) (note (i)) 泰凌(江蘇)生物科技股份有限公司(附註(i))	PRC, limited liability company 中國·有限公司	US\$30,070,000 30,070,000美元	100%	-	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements (Continued)

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For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business and form of legal entity 註冊成立及運營地點及法律實體之形式	Particulars of issued and paid up/ registered capital 已發行及繳足/註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
NTP (China) Investment Co., Ltd. (泰凌(中國)投資有限公司) (note (i)) 泰凌(中國)投資有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	US\$30,000,000 30,000,000美元	100%	-	100%	Provision of consulting services 提供諮詢服務
NT Biopharmaceuticals Jiangsu Co., Ltd. (泰凌生物製藥江蘇有限公司) (note (i)(ii)) 泰凌生物製藥江蘇有限公司(附註(i)(ii))	PRC, limited liability company 中國, 有限公司	RMB112,359,550 人民幣112,359,550元	89%	-	89%	Manufacturing and sale of prescription medicines 生產及銷售處方藥
NT Pharma (Changsha) Co., Ltd. (泰凌醫藥(長沙)有限公司) (note (i)) 泰凌醫藥(長沙)有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Manufacturing and sale of prescription medicines 生產及銷售處方藥
NT Pharma (Jiangsu) Investment Co., Ltd. (江蘇泰凌投資有限公司) (note (i)) 江蘇泰凌投資有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	RMB36,000,000 人民幣36,000,000元	100%	-	100%	Investment holding 投資控股
Suzhou Pharmaceutical Taizhou Co., LTD. (蘇壹製藥泰州有限公司) (note (i)) 蘇壹製藥泰州有限公司(附註(i))	PRC, limited liability company 中國, 有限公司	RMB50,000,000 人民幣50,000,000元	100%	-	100%	Dormant 暫無業務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Notes:

- (i) The English translation of the company names is for reference only. The official names of these entities are in Chinese.
- (ii) On 11 August 2015, the Group made an investment agreement (“Investment Agreement”) with two independent third parties (“New Investors”), pursuant to which, the registered capital of NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) was increased to RMB112,359,550 by RMB12,359,550 which was acquired by the New Investors for an aggregate sum of RMB50,000,000 in cash (“Invested Capital”) in November 2015, and another wholly-owned indirect subsidiary of the Company shall transfer its intellectual property rights and trademark of Xi Di Ke, with carrying amount of 13,822,000 (2018: RMB19,655,000) at 31 December 2019 (note 16(b)), to NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) at no consideration, and such transfer has not been completed as at 31 December 2019.

18. 於附屬公司之投資(續)

附註:

- (i) 公司名稱之英文譯名僅供參考之用。該等實體以中文為正式名稱。
- (ii) 於2015年8月11日, 本集團與兩名獨立第三方(「新投資者」)訂立投資協議(「投資協議」), 據此, 泰凌生物製藥江蘇有限公司的註冊資本於2015年11月增加人民幣12,359,550元至人民幣112,359,550元, 乃由新投資者以現金出資合共人民幣50,000,000元(「投入資金」), 以及於2019年12月31日, 本公司的另一間間接全資附屬公司須將其賬面值為人民幣13,822,000元(2018年: 人民幣19,655,000元)的喜滴克知識產權及商標(附註16(b))以零代價轉讓予泰凌生物製藥江蘇有限公司, 相關轉讓於2019年12月31日尚未完成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Notes: (continued)

(ii) (continued)

Based on the Investment Agreement, when the board of directors of NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) declares distribution of its profits, the New Investors shall be entitled, out of the declared profit of NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司), to a dividend at the higher of a preferred dividend calculated at 8% of the Invested Capital, or a dividend out of profit declared for distribution in accordance with their respective shareholdings in NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司). In addition, according to the terms of the Investment Agreement, the Group has undertaken to the New Investors that NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) shall submit application for an initial public offer listing in a recognised stock exchange in the PRC (the "IPO") before 31 December 2019 and obtain the approval from China Securities Regulatory Commission for the IPO before 31 December 2021 and failing which, the Group shall repurchase from the New Investors for their equity interests in NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) at the consideration to be determined at the higher of the fair value of their equity interests in NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) at the repurchase date and the Invested Capital plus a return calculated at the annual rate of 30% over the prevailing interest rates, to be announced by the People's Bank of China from time to time, during the period up to the repurchase date.

In March 2017, the GMP certificate was granted by CFDA for Xi Di Ke which was commercially launched during the year ended 31 December 2017.

18. 於附屬公司之投資(續)

附註：(續)

(ii) (續)

根據投資協議, 泰凌生物製藥江蘇有限公司董事會宣派溢利時, 新投資者有權從泰凌生物製藥江蘇有限公司的已宣派溢利中收取股息, 金額相等於按投入資金8%計算的優先股息, 或根據彼等各自於泰凌生物製藥江蘇有限公司的股權從可供分派的溢利中分派的股息(以較高者為準)。此外, 根據投資協議的條款, 本集團已向新投資者承諾, 泰凌生物製藥江蘇有限公司須於2019年12月31日前提交於中國獲認可證券交易所首次公開發售上市的申請(「首次公開發售」)並於2021年12月31日前取得中國證券監督管理委員會對首次公開發售的批准, 否則, 本集團須購回新投資者於泰凌生物製藥江蘇有限公司的股權, 代價乃按彼等於泰凌生物製藥江蘇有限公司的股權於購回日期的公允值與投入資金加上於購回日期前期間按中國人民銀行不時公佈的現行利率30%的年率計算之回報的較高者釐定。

於2017年3月, 國家藥監局已就於截至2017年12月31日止年度上市的喜滴克授出GMP證書。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Notes: (continued)

(ii) (continued)

Summarised financial information in respect of NT Biopharmaceuticals Jiangsu Co., Ltd that has non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group elimination:

NT Biopharmaceuticals Jiangsu Co., Ltd

18. 於附屬公司之投資(續)

附註：(續)

(ii) (續)

有關擁有非控股權益的泰凌生物製藥江蘇有限公司之財務資料概要載列如下。下列財務資料概要指進行集團內公司間對銷前之金額：

泰凌生物製藥江蘇有限公司

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Non-current assets	非流動資產	123,384	131,445
Current assets	流動資產	381,622	405,014
Current liabilities	流動負債	(483,841)	(464,278)
Net assets	資產淨值	21,165	72,181
Carrying amount of NCI	非控股權益賬面值	(3,335)	2,277
Revenue	收益	1,067	42,818
Loss for the year	年內虧損	(51,016)	(55,422)
Loss allocated to NCI	分配予非控股權益之虧損	(5,612)	(6,096)
Cash flows (used in)/generated from operating activities	(用於) / 來自經營活動之現金流量	(76,950)	13,130
Cash flows used in investing activities	用於投資活動之現金流量	(70,411)	(7,407)
Cash flows generated from financing activities	來自融資活動之現金流量	82,113	64,279

As at the date of the approval for the consolidated financial statements, the Group is still in the progress of negotiation with the investors for an extension of time for the submission of application for an initial public offer listing in a recognised stock exchange in the PRC (the "IPO") before 31 December 2019. In this connection, fair value of imputed interest payable of approximately RMB13,112,000 was recognised as financial liabilities at fair value through profit or loss in the consolidated statement of financial position as at 31 December 2019 (2018: RMB10,024,000) (note 29).

截至批准綜合財務報表之日,本集團仍在與投資者協商延長於2019年12月31日之前申請在中國認可證券交易所舉行首次公开发售上市(「首次公开发售」)的時間。為此,已於2019年12月31日綜合財務狀況表的按公允值列入損益的金融負債確認應付推算利息的公允值約人民幣13,112,000元(2018年:人民幣10,024,000元)(附註29)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

19. INTEREST IN AN ASSOCIATE

19. 於聯營公司之權益

		2018 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
At 1 January	於1月1日	16,918	18,892
Share of post-acquisition loss	分佔收購後虧損	(27)	(1,974)
At 31 December	於12月31日	16,891	16,918

(a) Details of the Group's interest in an associate, which is accounted for using equity method in the consolidated financial statements, are as follows:

(a) 使用權益法於綜合財務報表中列賬之本集團於聯營公司之權益詳情如下:

Name of company 公司名稱	Form of business structure 企業架構形式	Place of incorporation and form of legal entity 註冊成立地點及法人形式	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權益部分			Principal activities 主要業務
				Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
泰州醫藥城盈泰醫藥有限公司("盈泰醫藥")*	Incorporated	PRC, limited liability company	RMB100,000,000	40%	-	40%	Sales of prescription medicines and provision of consulting services
泰州醫藥城盈泰醫藥有限公司(「盈泰醫藥」)*	註冊成立	中國, 有限公司	人民幣100,000,000元				銷售處方藥及提供諮詢服務

* 盈泰醫藥 is an unlisted corporate entity whose quoted market price is not available.

* 盈泰醫藥為非上市企業實體, 並無市場報價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

19. INTEREST IN AN ASSOCIATE (CONTINUED)

- (b) On 18 September 2016, the Group entered into an investment agreement with an independent third party (泰州醫藥城盈商貿有限公司, New Investor), pursuant to which, the Group and New Investor agreed to establish a company (泰州醫藥城盈泰醫藥有限公司, “盈泰醫藥”), which has registered capital of RMB100 million. The Group and the New Investor contributed RMB40 million and RMB60 million to 盈泰醫藥 in which the Group and New Investor own 40% and 60%, respectively. Since the Group has the power to appoint two directors out of five directors of the board of 盈泰醫藥, the Group can only exercise significant influence over its operating and financial activities, accordingly, it is regarded as an associate using the equity accounting method. The Group has contributed RMB20 million to capital of 盈泰醫藥, with the balance of RMB20 million (2018: RMB20 million) as disclosed under capital commitments in note 37(a) to the consolidated financial statements.
- (c) Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, is disclosed below:

19. 於聯營公司之權益(續)

- (b) 於2016年9月18日,本集團與一名獨立第三方泰州醫藥城盈商貿有限公司(新投資者)訂立投資協議,據此本集團及新投資者同意成立一間公司泰州醫藥城盈泰醫藥有限公司(「盈泰醫藥」),註冊資本為人民幣100百萬元。本集團及新投資者分別向盈泰醫藥注資人民幣40百萬元及人民幣60百萬元,本集團及新投資者分別持有盈泰醫藥的40%及60%。本集團因有權委任盈泰醫藥五名董事會成員中的兩名董事,本集團僅可對其經營及財務活動行使重大影響力,故其視為使用權益會計法之聯營公司。本集團於年內向盈泰醫藥注資人民幣20百萬元,餘額人民幣20百萬元(2018年:人民幣20百萬元)將作為資本承擔披露,進一步詳情載於綜合財務報表附註37(a)。
- (c) 該聯營公司之財務資料概述(就會計政策之任何差異作出調整,及與綜合財務報表內之賬面值對賬)披露如下:

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

19. INTEREST IN AN ASSOCIATE (CONTINUED)

19. 於聯營公司之權益(續)

(c) (continued)

(c) (續)

盈泰醫藥

盈泰醫藥

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Gross amounts of the associate's	該聯營公司以下各項之總額		
Non-current assets	非流動資產	-	-
Current assets	流動資產	50,596	47,933
Non-current liabilities	非流動負債	-	-
Current liabilities	流動負債	8,370	5,639
Total equity	權益總額	42,226	42,294
Revenue	收益	-	40,357
Loss for the year	年內虧損	68	4,935
Other comprehensive loss	其他全面虧損	-	-
Total comprehensive loss	全面虧損總額	68	4,935
Reconciliation to the Group's interest in the associate	與本集團於該聯營公司權益之對賬		
Gross amount of net assets of the associate	該聯營公司資產淨值之總額	42,226	42,294
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	16,891	16,918
Carrying amount in the consolidated financial statements	於綜合財務報表內之賬面值	16,891	16,918
Aggregate amounts of the Group's share of the associate	本集團分佔該聯營公司以下各項之總額		
Loss for the year	年內虧損	27	1,974
Other comprehensive loss	其他全面虧損	-	-
Total comprehensive loss	全面虧損總額	27	1,974

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

20. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 31 December 2019, the Group's financial asset at FVTPL represents the club debenture that is stated at fair value. The fair value is determined with reference to the recent similar market transactions around/or at the reporting period end and the cost of disposal is estimated by management of the Group after taking into account of the handling charges to be charged by the club and other transaction costs in disposal of the club debenture.

20. 按公允價值列入損益之金融資產

於2019年12月31日, 本集團按公允價值列入損益的金融資產指按公允價值列賬的會所債券。公允價值參照報告期末前後/或報告期末的近期類似市場交易釐定, 出售成本由本集團管理層經考慮會所收取的手續費及出售會所債券的其他交易成本後估計。

RMB'000
人民幣千元

At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	559
Exchange adjustment	匯兌調整	12
At 31 December 2019	於2019年12月31日	571

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

21. INVENTORIES

21. 存貨

(a) Inventories in the consolidated statement of financial position comprise:

(a) 綜合財務狀況表內的存貨包括:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Raw materials	原材料	7,735	14,457
Work in progress	在製品	-	2,807
Finished goods	製成品	26,726	27,698
		34,461	44,962

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

(b) 確認為開支並計入損益賬的存貨額分析如下:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cost of inventories sold (note)	已售存貨成本(附註)	102,725	133,399
Write-down of inventory in normal course of business	於日常業務過程中撇減存貨	2,361	16,120
		105,086	149,519

Note:

Cost of inventories sold includes RMB20,386,000 (2018: RMB46,766,000) relating to staff costs, depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately for each of these types of expenses in note 7(b) and (c) above, and raw materials of RMB1,171,000 (2018: RMB1,833,000).

附註:

已售存貨成本包括人民幣20,386,000元(2018年: 人民幣46,766,000元)有關員工成本、折舊及攤銷開支(其金額亦已計入上述於附註7(b)及(c)獨立披露各類別開支之相關總金額內)及原材料人民幣1,171,000元(2018年: 人民幣1,833,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

22. TRADE AND OTHER RECEIVABLES

22. 貿易及其他應收款項

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade debtors and bills receivable	貿易應收賬款及應收票據	683,953	728,390
Less: Loss allowance (note 36(a))	減: 虧損撥備(附註36(a))	(620,373)	(486,006)
		63,580	242,384
Deposits, prepayments and other receivables (note (c))	按金、預付款項及其他應收款項(附註(c))	115,891	194,143
		179,471	436,527
Current portion	即期部分	161,895	419,336
Non-current portion	非即期部分	17,576	17,191
		179,471	436,527

All of the trade and other receivables are expected to be recovered or recognised as expenses within one year.

所有貿易及其他應收款項乃預計可於一年內予以收回或確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

22. 貿易及其他應收款項(續)

(a) Ageing analysis

Ageing analysis of trade debtors and bills receivable, based on the invoice date and net of loss allowance, is as follows:

(a) 賬齡分析

貿易應收賬款及應收票據, 按發票日期計算及扣除虧損撥備的賬齡分析如下:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within 3 months	三個月內	61,502	94,543
More than 3 months but within 6 months	超過三個月但於六個月內	1,689	69,011
More than 6 months but within 1 year	超過六個月但於一年內	389	30,734
More than 1 year but within 2 years	超過一年但於兩年內	-	48,096
		63,580	242,384

Trade debtors are normally due within 60 to 180 days from the date of billing. All trade debtors are related to non-vaccine business.

貿易應收賬款一般於開立賬單後60日至180日到期應付。所有貿易應收賬款均涉及非疫苗業務。

As at 31 December 2019, bank acceptance bills received amounting to RMB2,750,000 (2018: RMB51,723,000) are held by the Group for future settlement of trade receivables. The Group continues to recognize their full carrying amounts at the end of the reporting period. All bank acceptance bills received by the Group are with a maturity period of less than six months.

截至2019年12月31日, 已收銀行承兌匯票為人民幣2,750,000元(2018年: 人民幣51,723,000元), 由本集團持有, 用作日後結付貿易應收款項。本集團繼續於報告期末確認其賬面總值。本集團所收取之全部銀行承兌匯票之年期均少於六個月。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

22. 貿易及其他應收款項(續)

(b) Impairment of trade debtors

The movement in the loss allowance account during the year, including both specific and collective loss components, is as follows:

(b) 貿易應收賬款減值

於年內虧損撥備賬的變動(包括個別及共同虧損部分)如下:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
At 1 January	於1月1日	486,006	618,457
Impairment loss recognised during the year	年內確認的減值虧損	134,337	435,880
Write-off during the year*	年內撤銷*	-	(566,332)
Reversal of impairment	減值撥回	-	(1,999)
Exchange Differences	匯兌差額	30	-
At 31 December	於12月31日	620,373	486,006

* The business of third-party vaccine and pharmaceuticals had been discontinued in 2015 and all the related trade receivables had been fully impaired in the previous reporting period ends and during the year ended 31 December 2018, they were fully written off.

* 第三方疫苗及藥物業務已於2015年終止經營, 而所有相關貿易應收款項已於以前報告期末全數減值, 並已於截至2018年12月31日止年度全數撤銷。

Impairment losses on trade debtors were recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against the trade debtors directly.

貿易應收賬款有關之減值虧損採用撥備賬記錄, 惟倘本集團確認該款項之可收回性甚微, 則直接從貿易應收賬款撤銷減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of trade debtors (continued)

Due to the slow down of the economy, deleveraging and the government regulations on the medicine industry in the PRC, the Group experience defaults in payments by its customers. The Group has recognised a provision for impairment loss of trade receivables of RMB134,337,000 (2018: RMB435,880,000), of which, RMB134,337,000 (2018: RMB164,617,000) and Nil (2018: RMB271,263,000) were related to continuing operations and discontinued operations, respectively, during the year ended 31 December 2019. The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of the customers. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) 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 updated and changes in the forward-looking estimates are analysed. The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 36(a) to the consolidated financial statements.

At 31 December 2019, trade receivables of RMB797,000 (2018: RMB75,547,000) were pledged to secure for the Group's borrowings (note 27).

22. 貿易及其他應收款項(續)

(b) 貿易應收賬款減值(續)

由於中國經濟放緩、去槓桿化及政府對藥品行業之監管, 本集團遭客戶拖欠款項。本集團於截至2019年12月31日止年度確認貿易應收款項減值撥備人民幣134,337,000元(2018年: 人民幣435,880,000元), 其中人民幣134,337,000元(2018年: 人民幣164,617,000元)與持續經營業務有關及人民幣零元(2018年: 人民幣271,263,000元)與已終止經營業務有關。本集團使用撥備矩陣計算貿易應收款項之預期信貸虧損。撥備率乃根據各類客戶逾期日數計算。撥備矩陣最初基於本集團觀察所得的歷史違約率計算。本集團將透過調整矩陣方式, 藉以透過前瞻性資料對過往信貸虧損經驗作出調整。例如, 倘預測經濟狀況(國內生產總值)預計將於未來一年內惡化, 可能導致違約數量增加, 則對歷史違約率作出調整。於各報告日期, 觀察所得的歷史違約率將會更新, 並分析前瞻性評估變動。觀察所得的歷史違約率、預測經濟狀況及預期信貸虧損之間的關聯性評估屬一項重大評估。預期信貸虧損金額對環境變化及預測經濟狀況表現敏感。本集團過往信貸虧損經驗及對經濟狀況所作預測可能未必意味著客戶日後實際違約。有關本集團貿易應收款項的預期信貸虧損的資料於綜合財務報表附註36(a)披露。

於2019年12月31日, 人民幣797,000元(2018年: 人民幣75,547,000元)之貿易應收款項已抵押作為本集團借貸(附註27)之擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

22. 貿易及其他應收款項(續)

(c) Deposits, prepayments and other receivables

(c) 按金、預付款項及其他應收款項

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
VAT recoverable	可收回增值稅	60,886	32,097
Other receivables, net of allowance for impairment loss (note (i))	其他應收款項 (經扣除減值虧損撥備) (附註(i))	4,090	16,540
Prepayments	預付款項	23,977	21,280
Prepayments for research and development costs	研發成本之預付款項	-	97,138
Prepayments for acquisition of an intangible asset (note (ii))	收購無形資產之預付款項 (附註(ii))	17,576	17,191
Advances paid to suppliers	已付供應商墊款	86	86
Rental and other deposits	租金及其他按金	9,276	9,811
		115,891	194,143

Notes:

- (i) At the end of the reporting period, impairment loss on deposits, prepayments and other receivables amounted to RMB23,187,000 (2018: reversal of impairment loss of RMB5,519,000).
- (ii) It represented deposit paid to an independent third party for the acquisition of product right of Teriparatide.

附註:

- (i) 於報告期末, 按金、預付款項及其他應收款項減值虧損為人民幣23,187,000元(2018年: 減值虧損回撥人民幣5,519,000元)。
- (ii) 其為支付一名獨立第三方之按金, 以收購特立帕肽的產品權。

23. PLEDGED BANK DEPOSITS

Bank deposits of the Group RMB40,000,000 (2018: RMB38,000,000) were pledged to banks to secure certain bank borrowings (note 27) as at 31 December 2019.

23. 已抵押銀行存款

於2019年12月31日, 本集團銀行存款人民幣40,000,000元(2018年: 人民幣38,000,000元)已抵押於銀行, 以獲取若干銀行借貸(附註27)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

24. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

- (a) Time deposits comprise short-term bank deposits with remaining tenure of 176 days (2018: Nil) at prevailing marketing interest rate of 3% per annum (2018: Nil per annum).

The Group considers that the carrying amounts of the assets approximate their fair values.

- (b) Cash and cash equivalents comprise:

24. 現金及現金等價物及其他現金流資料

- (a) 定期存款包括剩餘年期為176天(2018年:無)之短期銀行存款,按當前市場利率每年3厘(2018年:每年零)計息。

本集團認為該項資產的賬面值與其公允值相若。

- (b) 現金及現金等價物包括:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cash at banks and in hand	銀行存款及現金	28,198	87,793

As at 31 December 2019, the Group's cash and bank balances placed with banks in the PRC amounted to RMB16,876,000 (2018: RMB75,909,000). Remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

於2019年12月31日,本集團存於中國境內銀行的現金及銀行結餘為人民幣16,876,000元(2018年:人民幣75,909,000元)。自中國匯出的款項須受中國政府施行的匯兌管制。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

24. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

24. 現金及現金等價物及其他現金流資料(續)

(c) Reconciliation of liabilities arising from financing activities

(c) 融資活動產生之負債對賬

		Bank borrowings	Other borrowings	Accrued interest including in other payable	Financial liabilities at fair value through profit or loss	Lease liabilities	Total liabilities from financing activities
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	計入其他應付款項之應計利息	按公允值列入損益之金融負債	租賃負債	融資活動產生之總負債
At 1 January 2019	於2019年1月1日	859,282	151,268	9,298	391,058	-	1,410,906
Changes from financing cash flows:	融資現金流量之變動:						
Proceeds from new bank and other borrowings	新增銀行及其他借貸所得款項	606,632	416,987	-	-	-	1,023,619
Repayments of bank and other borrowings	償還銀行及其他借貸	(678,798)	(368,595)	-	-	-	(1,047,393)
Proceeds from issue of convertible bonds	發行可換股債券所得款項	-	120,404	-	79,663	-	200,067
Payment for cost of issuing convertible bonds	支付可換股債券發行成本	-	(205)	-	(136)	-	(341)
Proceeds from issue of corporate bonds	發行公司債券所得款項	-	46,937	-	-	-	46,937
Payment for cost of issuing corporate bonds	支付公司債券發行成本	-	(4,747)	-	-	-	(4,747)
Repayment of corporate bonds	償還公司債券	-	(21,007)	-	-	-	(21,007)
Repayment of lease liabilities	償還租賃負債	-	-	-	-	(585)	(585)
Interests paid	已付利息	-	(1,306)	(92,439)	-	(386)	(94,131)
Other changes:	其他變動:						
Interest expenses	利息開支	-	5,974	94,927	-	386	101,287
Changes in fair value	公允值變動	-	-	-	29,853	-	29,853
Conversion into ordinary shares	轉換為普通股	-	(119,558)	-	(77,213)	-	(196,771)
Addition of lease liabilities	增置租賃負債	-	-	-	-	5,639	5,639
Foreign exchange movement	外匯變動	4,429	4,757	-	11,724	98	21,008
At 31 December 2019	於2019年12月31日	791,545	230,909	11,786	434,949	5,152	1,474,341

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

24. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities (continued)

24. 現金及現金等價物及其他現金流資料(續)

(c) 融資活動產生之負債對賬(續)

		Bank borrowings	Other borrowings	Accrued interest including in other payable	Financial liabilities at fair value through profit or loss	Lease liabilities	Total liabilities from financing activities
		RMB'000	RMB'000	計入其他應付款項之應計利息	按公允值列入損益的金融負債	租賃負債	融資活動產生之總負債
		人民幣千元	人民幣千元	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018	於2018年1月1日	656,055	-	-	131,058	-	787,113
Changes from financing cash flows:	融資現金流量之變動:						
Proceeds from new bank and other borrowings	新增銀行及其他借貸所得款項	984,501	560,000	-	-	-	1,544,501
Repayments of bank and other borrowings	償還銀行及其他借貸	(789,525)	(408,732)	-	-	-	(1,198,257)
Interests paid	已付利息	-	-	(61,733)	-	-	(61,733)
Other changes:	其他變動:						
Interest expenses	利息開支	-	-	71,031	-	-	71,031
Changes in fair value	公允值變動	-	-	-	280,086	-	280,086
Conversion into ordinary shares	轉換為普通股	-	-	-	(20,596)	-	(20,596)
Foreign exchange movement	外匯變動	8,251	-	-	510	-	8,761
At 31 December 2018	於2018年12月31日	859,282	151,268	9,298	391,058	-	1,410,906

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

25. CONTRACT LIABILITIES

25. 合約負債

Liabilities related to contracts with customers:

客戶合約相關負債：

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Advances received from customers 已收客戶墊款	16,022	12,871

Movements in contract liabilities:

合約負債的變動：

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Balance at 1 January 於1月1日的結餘	12,871	12,573
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period 期初計入合約負債之合約負債因年內確認收益而減少	(11,500)	(12,573)
Increase in contract liabilities as a result of receiving forward sales deposits during the year 合約負債因年內收取遠期銷售按金而增加	14,651	12,871
Balance at 31 December 於12月31日的結餘	16,022	12,871

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Trade creditors	貿易應付款項	27,727	17,829
Bills payable	應付票據	7,010	10
Total trade creditors and bills payable	貿易應付款項及應付票據 總額	34,737	17,839
Accrued staff costs	應付員工成本	2,714	4,870
Construction costs payable	應付建築成本	20,105	51,605
Deposit received for proposed disposal of a subsidiary (note (a))	就擬出售一間附屬公司所 收取按金(附註(a))	-	70,000
Considerations payable	應付代價	6,000	10,772
Other payables and accruals	其他應付款項及應計費用	120,027	143,447
		183,583	298,533

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

貿易及其他應付款項全部預期於一年內或須按要求償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

26. TRADE AND OTHER PAYABLES (CONTINUED)

26. 貿易及其他應付款項(續)

Notes:

附註:

- (a) On 29 December 2018, the Company entered into a letter of intent with an independent third party, to dispose of its 89% equity interest in NT Biopharmaceuticals Jiangsu Co., Ltd. The Company had received a deposit of RMB70 million from the potential investor. The transaction was subsequently cancelled by both parties and the deposit received of RMB70 million was refunded to the potential investor on 7 January 2019.
- (b) Ageing analysis of trade creditors and bills payable based on the billing date of invoices is as follows:

- (a) 於2018年12月29日, 本公司就出售其於泰凌生物製藥江蘇有限公司之89%股權與一名獨立第三方訂立意向書。本公司已自潛在投資者收到按金人民幣70百萬元。該交易其後被雙方取消, 而已收按金人民幣70百萬元於2019年1月7日被退還予潛在投資者。
- (b) 貿易應付款項及應付票據按發票日期計算的賬齡分析如下:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within 3 months	三個月內	25,612	10,971
More than 3 months but within 6 months	超過三個月但於六個月內	1,069	1,816
More than 6 months but within 1 year	超過六個月但於一年內	5,180	3,385
More than 1 year	超過一年	2,876	1,667
		34,737	17,839

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

27. BANK AND OTHER BORROWINGS

27. 銀行及其他借貸

Details of bank and other borrowings are as follows:

銀行及其他借貸詳情如下:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Current	流動		
Secured bank borrowings	有抵押銀行借貸	538,413	749,282
Unsecured bank borrowings	無抵押銀行借貸	210,632	110,000
Secured other borrowings	有抵押其他借貸	173,086	81,301
Unsecured other borrowings	無抵押其他借貸		
– Other borrowings	– 其他借貸	26,342	66,417
– Corporate bonds (note (v))	– 公司債券(附註(v))	9,275	–
		957,748	1,007,000
Non-current	非流動		
Secured bank borrowings	有抵押銀行借貸	42,500	–
Secured other borrowings	有抵押其他借貸	–	3,550
Unsecured other borrowings	無抵押其他借貸		
– Corporate bonds (note (v))	– 公司債券(附註(v))	14,166	–
– Convertible bonds (note 30)	– 可換股債券(附註30)	8,040	–
		64,706	3,550
Carrying amount payable:	以下各項應付賬面值:		
– Within one year	– 一年內	791,675	775,786
– After one but within two years	– 一年後但兩年內	171,073	95,070
– After two but within five years	– 兩年後但五年內	59,706	139,694
Total borrowings	借貸總額	1,022,454	1,010,550
Less: Current portion of borrowings due for repayment within one year	減: 於一年內償還之借貸之即期部份	(791,675)	(775,786)
Non-current portion of borrowings subject to immediate demand repayment clause	附帶即時要求償還條款之借貸之非即期部份	(166,073)	(231,214)
Non-current borrowings	非即期借貸	64,706	3,550

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

27. BANK AND OTHER BORROWINGS (CONTINUED)

27. 銀行及其他借貸(續)

Notes:

附註:

- (i) Secured bank borrowings carry interest rates ranged from 4.30% to 6.30% (2018: 4.30% to 6.19%) per annum. Unsecured bank borrowings carry interest rates ranged from 5.30% to 5.65% per annum (2018: 5.43% to 5.80%). The unsecured bank borrowings were guaranteed by certain subsidiaries of the Company.
- (ii) Secured other borrowings carry interest rates ranged from 6.50% to 15.00% (2018: 5.40% to 14.04%) per annum. Unsecured other borrowings carry interest rates ranged from 6.00% to 12.00% (2018: 6.00% to 9.00%) per annum. The unsecured other borrowings of approximately RMB13,341,000 were guaranteed by a subsidiary of the Company.
- (iii) As at 31 December 2019, certain bank and other borrowings were secured by the following assets of the Group:
- (i) 有抵押銀行借貸利率為每年4.30%至6.30% (2018年: 4.30%至6.19%)。無抵押銀行借貸利率為每年5.30%至5.65% (2018年: 5.43%至5.80%)。無抵押銀行借貸由本公司若干附屬公司作擔保。
- (ii) 有抵押其他借貸利率為每年6.50%至15.00% (2018年: 5.40%至14.04%)。無抵押其他借貸利率為每年6.00%至12.00% (2018年: 6.00%至9.00%)。無抵押其他借貸約人民幣13,341,000元由本公司一間附屬公司作擔保。
- (iii) 於2019年12月31日, 若干銀行及其他借貸由本集團以下資產作抵押:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Fixed assets (note 15)	固定資產 (附註15)	270,271	201,798
Trade receivables (note 22)	貿易應收款項 (附註22)	797	75,547
Pledged bank deposits (note 23)	已抵押銀行存款 (附註23)	40,000	38,000
		311,068	315,345

- (iv) As at 31 December 2019, the Group had banking facilities of RMB799,095,000 (2018: RMB1,180,478,000), which were utilised to the extent of RMB616,304,000 (2018: RMB1,102,734,000).
- (iv) 於2019年12月31日, 本集團的銀行融資為人民幣799,095,000元 (2018年: 人民幣1,180,478,000元), 而其中已動用金額為人民幣616,304,000元 (2018年: 人民幣1,102,734,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

27. BANK AND OTHER BORROWINGS (CONTINUED)

27. 銀行及其他借貸(續)

Notes: (continued)

附註:(續)

(v) The corporate bonds recognised in the consolidated financial statements are calculated as follows:

(v) 於綜合財務報表中確認的公司債券計算如下:

	2.5% Corporate Bonds due 2019 於2019年 到期的2.5% 公司債券 RMB'000 人民幣千元	6.0% Corporate Bonds due 2023 於2023年 到期的6.0% 公司債券 RMB'000 人民幣千元	8.0% Corporate Bonds due 2020 於2020年 到期的8.0% 公司債券 RMB'000 人民幣千元	0.5% Corporate Bonds due 2019 於2019年 到期的0.5% 公司債券 RMB'000 人民幣千元	0.1% Corporate Bonds due 2019 於2019年 到期的0.1% 公司債券 RMB'000 人民幣千元	3.0% Corporate Bonds due 2019 於2019年 到期的3.0% 公司債券 RMB'000 人民幣千元	Total RMB'000 人民幣千元
At 1 January 2019							
Issuance during the year	4,301	17,350	9,049	4,991	6,848	4,398	46,937
Transaction costs	(43)	(4,164)	(364)	-	-	(176)	(4,747)
Interest charged	154	1,220	754	26	7	308	2,469
Interest paid	(112)	(692)	(335)	(26)	(7)	(134)	(1,306)
Interest payable included in other payables and accruals (note 26)	-	-	(187)	-	-	-	(187)
Repayment during the year	(4,355)	-	-	(5,129)	(7,038)	(4,485)	(21,007)
Exchange difference	55	452	358	138	190	89	1,282
Carrying amount as at 31 December 2019	-	14,166	9,275	-	-	-	23,441

The Group's corporate bonds were denominated in Hong Kong dollars, with duration of three months to four years from the date subscribed.

本集團的公司債券以港元計息, 年期為自認購日期起三個月至四年。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

28. 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 HKFRS 16:

28. 租賃負債

下表顯示於當前及過往報告期結束時及過渡至香港財務報告準則第16號當日本集團租賃負債之剩餘合約期限：

		2019		2018	
		Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments
		最低租賃付款的現值	最低租賃付款總額	最低租賃付款的現值	最低租賃付款總額
		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
Within 1 year	一年內	1,866	2,472	-	-
After 1 year but within 2 years	超過一年但於兩年內	2,145	2,472	-	-
After 2 years but within 5 years	超過兩年但於五年內	1,141	1,186	-	-
After 5 years	超過五年	-	-	-	-
		3,286	3,658	-	-
		5,152	6,130	-	-
Less: total future interest expenses	減：未來利息開支總額		(978)		-
Present value of lease liabilities	租賃負債之現值		5,152		-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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29. FINANCIAL LIABILITIES AT FAIR

29. 按公允值列入損益的金融負債

VALUE THROUGH PROFIT OR LOSS

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Put option under redeemable convertible preference shares (note 35)	可贖回可換股優先股下的認沽期權(附註35)	432,107	391,058
Conversion option under convertible bonds (note 30)	可換股債券下的換股權(附註30)	2,842	-
Imputed interest payable under a redemption clause of an investment agreement (note 18(ii))	投資協議贖回條款下之應付推算利息(附註18(ii))	13,112	10,024
Financial liabilities at fair value through profit or loss	按公允值列入損益的金融負債	448,061	401,082
Less: Current portion	減: 即期部分	(445,219)	(10,024)
Non-current portion	非即期部分	2,842	391,058

30. CONVERTIBLE BONDS

On 18 April 2019, the Company issued 5% convertible bonds with a principal amount of HK\$234,600,000. The convertible bonds entitle the holder to convert into ordinary shares of the Company at any time between the issue date of the convertible bonds and the maturity date on 17 April 2022 at a conversion price of HK\$0.742 per conversion share. If the convertible bonds have not been converted or redeemed, it will be redeemed on 17 April 2022 at par. Interest accruing at the rate of 5% per annum on the convertible bonds will be paid semi-annually until the maturity date.

30. 可換股債券

於2019年4月18日,本公司發行本金金額為234,600,000港元之5%可換股債券。可換股債券之持有人可自可換股債券發行日期起直直到期日(2022年4月17日)期間之任何時間按每股換股股份0.742港元的換股價轉換為本公司普通股。倘可換股債券並未轉換或贖回,其將於2022年4月17日按面值贖回。可換股債券按年利率5%計算之利息將按半年基準支付直直到期日為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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30. CONVERTIBLE BONDS (CONTINUED)

The major terms of the convertible bonds are as follows:

- (i) Conversion by the bondholder
The bondholder may at any time before the maturity date requires the Company to convert the whole or any part of the outstanding principal amount of the convertible bonds into ordinary shares of the Company at the initial conversion price of HK\$0.742 per conversion share.
- (ii) Redemption at maturity
Unless previously converted or purchases and cancelled, the Company will redeem each bond at the outstanding principal amount on the maturity date.
- (iii) Redemption at the option of the Company
The Company shall not be entitled to redeem the convertible bonds in whole or in part at any time prior to the maturity date, except by mutual consent of the bondholder and the Company.
- (iv) At initial recognition, the Company determined the fair value of the embedded conversion option and liability component based on the valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL") using discounted cash flow approach (as for the straight debt component) and polynomial pricing model. The effective interest rate of the liability component is 24.42% per annum.

30. 可換股債券(續)

可換股債券之主要條款如下:

- (i) 債券持有人轉換
債券持有人可以在到期日之前的任何時間要求本公司將可換股債券的未償還本金的全部或部分按每股換股股份0.742港元的初始換股價轉換為本公司普通股。
- (ii) 到期贖回
除非先前已轉換或購買及註銷, 否則本公司將於到期日以未償還本金金額贖回每份債券。
- (iii) 本公司選擇贖回
除非債券持有人與本公司一致同意, 本公司無權於到期日前的任何時間贖回全部或部分可換股債券。
- (iv) 於初步確認時, 本公司基於仲量聯行企業評估及諮詢有限公司(「仲量聯行」)使用貼現現金流量法(對於純債務部分)及二項式定價模型作出的估值, 釐定內嵌換股權及債務部分的公允值。債務部分的實際利率為每年24.42%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

30. CONVERTIBLE BONDS (CONTINUED)

The debt component of the convertible bonds is carried at amortised cost and the conversion option is accounted for as a derivative with fair value through profit or loss.

30. 可換股債券(續)

可換股債券的債務部分按攤銷成本列賬,換股權作為衍生工具列賬,公允值列入損益。

		Liability component	Financial liabilities under conversion option at FVTPL	Total
		債務部分 RMB'000 人民幣千元 (note 27) (附註27)	按公允值 列入損益之 換股權下之 金融負債 RMB'000 人民幣千元 (note 29) (附註29)	總計 RMB'000 人民幣千元
Fair value at issue date on 18 April 2019	於發行日期(2019年4月18日)之公允值	120,404	79,663	200,067
Issuing costs	發行成本	(205)	(136)	(341)
Interest amortised and charged to profit or loss (note 7(a))	攤銷及計入損益之利息(附註7(a))	4,115	-	4,115
Interest paid	已付利息	-	-	-
Conversion of convertible bonds into ordinary shares (note (ii))	轉換可換股債券為普通股(附註(ii))			
- Transfer to share capital	- 轉撥至股本	-	-	-
- Transfer to share premium	- 轉撥至股份溢價	(119,558)	(77,213)	(196,771)
Change in the fair value	公允值變動	-	(1,880)	(1,880)
Exchange difference	匯兌差額	3,707	2,408	6,115
At 31 December 2019	於2019年12月31日	8,463	2,842	11,305
Less: Amount due within one year (note (i))	減: 於一年內到期之金額(附註(i))	(423)	-	(423)
Amount due after one year	於一年後到期之金額	8,040	2,842	10,882

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

30. CONVERTIBLE BONDS (CONTINUED)

Notes:

- (i) The amount represented interest payable which is included in accruals (note 26).
- (ii) Summary of conversion of convertible bonds during the year ended 31 December 2019 is as follows:

Date 日期	Amount 金額	Number of ordinary shares converted 所轉換之普通股數目
16 May 2019 2019年5月16日	RMB10,404,000 人民幣10,404,000元	16,172,506
24 May 2019 2019年5月24日	RMB186,367,000 人民幣186,367,000元	282,000,000

30. 可換股債券(續)

附註:

- (i) 此金額為列入應計費用的應付利息(附註26)。
- (ii) 截至2019年12月31日止年度可換股債券的轉換概要如下:

31. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

- (a) Current taxation in the consolidated statement of financial position represents:

31. 綜合財務狀況表內的所得稅

- (a) 計入綜合財務狀況表的本期稅項:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Provision for Hong Kong Profits Tax	香港利得稅撥備	12,053	2,417
Provision for PRC income tax	中國所得稅撥備	9,026	10,140
		21,079	12,557

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

31. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

31. 綜合財務狀況表內的所得稅(續)

(b) 已確認的遞延稅項資產及負債:

於綜合財務狀況表內已確認的遞延稅項資產/(負債)部分及年內變動如下:

		Provision for asset impairment 資產減值撥備 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	56,885
Charged to profit or loss (note 8(a))	自損益扣除(附註8(a))	(56,885)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	-
Charged to profit or loss	自損益扣除	-
At 31 December 2019	於2019年12月31日	-

Note: The effects of reversal of the temporary difference for deferred tax assets of RMB56,885,000 as at 31 December 2018, arose mainly from internal restructuring of the business of the relevant subsidiaries within the Group which contributed to a decrease in expected future taxable profits of these subsidiaries against which the deductible temporary differences, which were previously recognized as deferred tax assets, in respect of the provision for impairment of trade receivables will be utilised in the future.

附註: 於2018年12月31日,撥回遞延稅項資產暫時性差額約人民幣56,885,000元的影響,主要源於本集團旗下相關附屬公司開展內部業務重組,有關重組導致該等附屬公司的預期未來應課稅溢利減少,從而抵銷過往就貿易應收款項減值撥備確認遞延稅項資產而於未來將可動用之可扣減暫時差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

31. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 2(u), the Group did not recognise deferred tax assets in respect of unused tax losses of certain subsidiaries amounting to RMB839,591,000 (2018: RMB623,027,000) and other temporary differences amounting to RMB568,371,000 (2018: RMB408,486,000) as at 31 December 2019. The directors consider it is not probable that future taxable profits will be available to utilise these deferred tax assets. The tax losses will expire in following years:

31. 綜合財務狀況表內的所得稅(續)

(c) 未確認的遞延稅項資產

根據附註2(u)所載的會計政策,於2019年12月31日本集團並未就某些附屬公司的未動用稅項虧損人民幣839,591,000元(2018年:人民幣623,027,000元)及其他暫時差異人民幣568,371,000元(2018年:人民幣408,486,000元)確認遞延稅項資產。董事認為,產生未來應課稅溢利可使用此等遞延稅項資產的可能性不高。稅項虧損將於下列年度到期:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
2019	2019年	-	103,035
2020	2020年	40,760	40,760
2021	2021年	95,354	95,354
2022	2022年	74,064	74,064
2023	2023年	312,123	309,814
2024	2024年	317,290	-
		839,591	623,027

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

31. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(d) Deferred tax liabilities not recognised

No deferred tax liabilities in respect of undistributed profits of PRC subsidiaries have been provided as the Group controls the dividend policy of these subsidiaries and has no plans to distribute profits that are subject to PRC dividend withholding tax in the foreseeable future.

As at 31 December 2019, the aggregate amounts of undistributed profits of the Group's PRC subsidiaries in respect of which the Group did not provide for dividend withholding tax were approximately RMB237,322,000 (2018: RMB234,062,000). No deferred tax liabilities has been recognised in respect of these temporary difference because the Group is in a position to control the timing of the reversal of these temporary differences and it is probable that such differences will not reverse in the foreseeable future.

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

Share option schemes

NT Pharma Holdings Company Limited ("NT Holdings") operated a share option scheme which was adopted on 18 September 2009 ("2009 Share Option Scheme"). Under the scheme, certain employees of the Group may be granted share options to acquire the shares in NT Holdings. The options vest after one to three years from the date of grant and are exercisable within ten years after the date of grant. Each option gives the holder the right to subscribe for one ordinary share in NT Holdings.

31. 綜合財務狀況表內的所得稅(續)

(d) 未確認的遞延稅項負債

中國附屬公司並無就未分派溢利撥備遞延稅項負債,乃因本集團控制該等附屬公司的股息政策且並無計劃於可預見未來分派須繳納中國股息預扣稅的溢利。

於2019年12月31日,本集團並未計提股息預扣稅撥備的中國附屬公司未分派溢利總額約為人民幣237,322,000元(2018年:人民幣234,062,000元)。並無就此等臨時差額確認遞延稅項負債,因為本集團控制撥回此等臨時差額的時間,該等差額有可能在可見未來將不獲撥回。

32. 以權益結算並以股份為基礎的交易

購股權計劃

NT Pharma Holdings Company Limited ("NT Holdings") 推行一項購股權計劃並於2009年9月18日採納(「2009年購股權計劃」)。根據該計劃,本集團若干僱員獲授購股權認購NT Holdings股份。購股權自其授出日期起一至三年後歸屬,並於授出之日起計十年內可予行使。每份購股權賦予持有人權利認購一股NT Holdings普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

On 7 April 2011, the directors of NT Holdings terminated the 2009 Share Option Scheme and the directors of the Company adopted the Pre-IPO Share Option Scheme under which each option gives the holder the right to subscribe for one ordinary share in the Company. Under the Pre-IPO Share Option Scheme, each grantee of options under the 2009 Share Option Scheme exchanged his/her options under the 2009 Share Option Scheme for options under the Pre-IPO Share Option Scheme on a 2 for 1 basis. The exercise price payable by the grantees for each option granted under the Pre-IPO Share Option Scheme is double the exercise price payable by the grantees for their respective options granted under the 2009 Share Option Scheme (save for those options which have an exercise price of 70% of the price at which the Company offered its shares for subscription in the public offering on 20 April 2011 (the "Offer Price")). All other terms of the Pre-IPO Share Option Scheme are identical to the 2009 Share Option Scheme. The exchange of the share options was considered a modification to the 2009 Share Option Scheme. As the modification did not result in a material change in the value of the outstanding options at the date of modification, the modification had no impact on the profit or loss of the Group for the year ended 31 December 2011.

The Company adopted a share award scheme (the "Share Award Scheme") on 11 January 2012 which was subsequently terminated on 6 March 2014.

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

於2011年4月7日, NT Holdings的董事終止2009年購股權計劃, 而本公司董事則採納首次公開發售前購股權計劃, 據此, 每份購股權的持有人有權認購一股本公司普通股。根據首次公開發售前購股權計劃, 2009年購股權計劃項下的購股權承授人已各自以其2009年購股權計劃項下的購股權按每兩份換取一份的基準換取首次公開發售前購股權計劃項下的購股權。承授人就根據首次公開發售前購股權計劃獲授的每份購股權應付行使價是承授人就彼等根據2009年購股權計劃獲授的購股權應付行使價的兩倍(行使價為本公司於2011年4月20日進行公開發售中提呈發售其股份以供認購的價格(「發售價」)70%的購股權除外)。首次公開發售前購股權計劃的所有其他條款與2009年購股權計劃一致。換取購股權被視為2009年購股權計劃的修訂。由於該修訂並未導致尚未行使購股權的價值於修訂之日出現重大變動, 故修訂並未對本集團截至2011年12月31日止年度的溢利或虧損造成任何影響。

本公司於2012年1月11日採納股份獎勵計劃(「股份獎勵計劃」), 其後已於2014年3月6日終止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

A new share option scheme was approved and adopted by the shareholders of the Company pursuant to an ordinary resolution passed on 22 September 2014 (“2014 Share Option Scheme”). The 2014 Share Option Scheme was set up for the purpose to provide rewards and incentives to eligible participants for their contribution to the Group. The exercise price is to be determined by the Board and shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange’s daily quotation sheet on the date of grant of such a share option; (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding to the day of offer of such a share option; and (iii) the nominal value of the shares. A nominal consideration of HK\$1 is payable on acceptance of the share option within 21 days from the date of making such offer.

The maximum number of shares in respect of which options may be granted under the 2014 Share Option Scheme and any other share option schemes of the Company may not exceed 10% of the issued share capital of the Company at the date of approval of the 2014 Share Option Scheme. The maximum number of shares issuable under 2014 Share Option Scheme to each eligible participant within any 12-month period is limited to 1% of the issued share capital of the Company from time to time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

根據2014年9月22日通過之普通決議案,本公司股東批准及採納一項新購股權計劃(「2014年購股權計劃」)。2014年購股權計劃的設立目的為向合資格參與者對本集團作出之貢獻提供獎勵及鼓勵。行使價由董事會釐定,且不得低於下列較高者:(i)股份於該購股權授出日期於聯交所每日報價單所示之收市價;(ii)股份於緊接該購股權授出日期前五個營業日於聯交所每日報價單所示之平均收市價;及(iii)股份之面值。於接納購股權時須於購股權授出日期21日內繳付象徵式代價1港元。

根據2014年購股權計劃及本公司任何其他購股權計劃授出購股權相關之股份數目最多不得超逾本公司於2014年購股權計劃批准日期已發行股本之10%。於任何12個月期間,根據2014年購股權計劃可向各合資格參與者發行之最高股份數目以本公司不時已發行股份之1%為限。授出超過該限制之任何其他購股權須獲股東於股東大會上批准。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of each grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The options under the 2014 Share Option Scheme vest after one to three years from the date of grant are exercisable for a period of ten years following the date of grant.

During the years ended 31 December 2019 and 2018, no share option was granted to employees and consultants under the 2014 Share Option Scheme.

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

授予本公司董事、行政總裁或主要股東或彼等任何聯繫人之購股權須經獨立非執行董事事先批准。此外, 於任何12個月期間, 倘授予本公司主要股東或獨立非執行董事或彼等任何聯繫人之任何購股權超逾本公司任何時間已發行股份之0.1%或根據於授出日期本公司股份價格計算之總值超過5百萬港元, 則須獲股東於股東大會上事先批准。

根據2014年購股權計劃, 購股權於授出日期後一至三年內歸屬, 並可於授出日期後十年內行使。

於截至2019年及2018年12月31日止年度, 概無根據2014年購股權計劃向僱員及顧問授出購股權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification)

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
Options granted to directors: 授予董事的購股權:			
- 1 March 2010	2,400,000	Exercisable in 3 equal tranches from 1 March each year from 2011 to 2013	On or prior to 28 February 2020
- 2010年3月1日	2,400,000	由2011年至2013年,每年3月1日,分3批相同數量行使	於2020年2月28日或之前
- 1 July 2010	3,227,325	Exercisable in 3 equal tranches from 1 July each year from 2011 to 2013	On or prior to 30 June 2020
- 2010年7月1日	3,227,325	由2011年至2013年,每年7月1日,分3批相同數量行使	於2020年6月30日或之前
- 15 January 2015	8,000,000	Vesting of the options is conditional upon the performance of the participant. Options granted are vested in 3 equal tranches from 1 January each year from 2016 to 2018	On or prior to 14 January 2025
- 2015年1月15日	8,000,000	購股權之歸屬視參與者表現而定。授出之購股權由2016年至2018年,於每年1月1日,分3批相同數量歸屬	於2025年1月14日或之前
	13,627,325		

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification) (continued)

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)(續)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
Options granted to employees: 授予僱員的購股權:			
– 28 January 2010	11,373,966	Exercisable in 3 equal tranches from 28 January 2011 to 2013	On or prior to 27 January 2020
– 2010年1月28日	11,373,966	由2011年至2013年,每年1月28日,分3批相同數量行使	於2020年1月27日或之前
– 1 March 2010	100,000	Exercisable in 3 equal tranches from 1 March each year from 2011 to 2013	On or prior to 28 February 2020
– 2010年3月1日	100,000	由2011年至2013年,每年3月1日,分3批相同數量行使	於2020年2月28日或之前
– 1 July 2010	1,522,675	Exercisable in 3 equal tranches from 1 July each year from 2011 to 2013	On or prior to 30 June 2020
– 2010年7月1日	1,522,675	由2011年至2013年,每年7月1日,分3批相同數量行使	於2020年6月30日或之前
– 1 September 2010	800,000	Exercisable in 3 equal tranches from 1 September each year from 2011 to 2013	On or prior to 31 August 2020
– 2010年9月1日	800,000	由2011年至2013年,每年9月1日,分3批相同數量行使	於2020年8月31日或之前
– 1 November 2010	1,000,000	Exercisable in 3 equal tranches from 1 November each year from 2011 to 2013	On or prior to 31 October 2020
– 2010年11月1日	1,000,000	由2011年至2013年,每年11月1日,分3批相同數量行使	於2020年10月31日或之前

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification) (continued)

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)(續)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
- 17 December 2010	600,000	Exercisable in 3 equal tranches from 17 December each year from 2011 to 2013	On or prior to 16 December 2020
- 2010年12月17日	600,000	由2011年至2013年,每年12月17日,分3批相同數量行使	於2020年12月16日或之前
- 10 November 2014	487,500	Immediate from the date of grant	On or prior to 9 November 2024
- 2014年11月10日	487,500	緊隨授出日期後	於2024年11月9日或之前
- 10 November 2014	1,462,500	Exercisable in 3 equal tranches from 10 November each year from 2015 to 2017	On or prior to 9 November 2024
- 2014年11月10日	1,462,500	由2015年至2017年,每年11月10日,分3批相同數量行使	於2024年11月9日或之前
- 10 November 2014	850,000	Vesting of the options is conditional upon the performance of the participants. Options granted are vested in 3 equal tranches from 10 November each year from 2015 to 2017	On or prior to 9 November 2024
- 2014年11月10日	850,000	購股權之歸屬視參與者表現而定。授出之購股權由2015年至2017年,於每年11月10日,分3批相同數量歸屬	於2024年11月9日或之前

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification) (continued)

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)(續)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
- 15 January 2015	1,200,000	Vesting of the option is conditional upon the performance of the participants	On or prior to 14 January 2025
- 2015年1月15日	1,200,000	購股權之歸屬視參與者表現而定	於2025年1月14日或之前
	19,396,641		
Options granted to consultants (as quasi-employees): 授予顧問(作為準僱員)的購股權:			
-15 January 2015	9,000,000	Vesting of the option is conditional upon the performance of the participant	On or prior to 14 January 2025
- 2015年1月15日	9,000,000	購股權之歸屬視參與者表現而定	於2025年1月14日或之前
	42,023,966		

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綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(b) The number and weighted average exercise prices of share options

32. 以權益結算並以股份為基礎的交易(續)

購股權計劃(續)

(b) 購股權數目及加權平均行使價

		2019		2018	
		Weighted average exercise price	Weighted Number of options	Weighted average exercise price	Weighted Number of options
		加權平均行使價	加權購股權數目	加權平均行使價	加權購股權數目
Outstanding at the beginning of the year	年初尚未行使	US\$0.17 0.17美元	24,015,740	US\$0.17 0.17美元	24,015,740
Lapsed during the year	年內失效	US\$0.20 0.20美元	(1,999,074)	-	-
Outstanding at the end of the year	年末尚未行使	US\$0.16 0.16美元	22,016,666	US\$0.17 0.17美元	24,015,740
Exercisable at the end of the year	年末可予行使	US\$0.16 0.16美元	22,016,666	US\$0.17 0.17美元	24,015,740

The share options outstanding at 31 December 2019 under the 2009 Share option Scheme and 2014 Share Option Scheme had exercise price of US\$0.20 (2018: US\$0.20) and ranged from US\$0.16 to US\$0.20 (2018: ranged from US\$0.16 to US\$0.20), respectively and weighted average remaining contractual life of 1 year (2018: 1 year) and 4.5 years (2018: 5.5 years), respectively.

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options. The estimate of the fair value of the share options granted is measured based on a Binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Binomial lattice model.

於2019年12月31日,根據2009年購股權計劃及2014年購股權計劃尚未行使購股權之行使價分別為0.20美元(2018年:0.20美元)及介乎0.16美元至0.20美元(2018年:介乎0.16美元至0.20美元),而加權平均剩餘合約年期分別為1年(2018年:1年)及4.5年(2018年:5.5年)。

(c) 購股權公允值及假設

授出購股權而獲得服務的公允值乃參照授出購股權的公允值釐定。授出購股權的公允值根據二項式點陣模式進行估值。購股權合約期限用作該模式的計算數據。預期提早行使的購股權應計入二項式點陣模式。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(c) Fair value of share options and assumptions (continued)

32. 以權益結算並以股份為基礎的交易(續)

(c) 購股權公允值及假設(續)

	Options granted on 18 September 2009 於2009年 9月18日 授出的購股權	Options granted on 28 January 2010 於2010年 1月28日 授出的購股權	Options granted on 1 March 2010 於2010年 3月1日 授出的購股權	Options granted on 1 July 2010 於2010年 7月1日 授出的購股權	Options granted on 1 September 2010 於2010年 9月1日 授出的購股權	Options granted on 1 November 2010 於2010年 11月1日 授出的購股權	Options granted on 17 December 2010 於2010年 12月17日 授出的購股權	Options granted on 10 November 2014 於2014年 11月10日 授出的購股權	Options granted on 15 January 2015 於2015年 1月15日 授出的購股權
Fair value at measurement date	US\$0.14	US\$0.16	US\$0.14	US\$0.22	US\$0.22	US\$0.16	US\$0.18	HK\$0.87	HK\$0.67
於計量日期的公允值	0.14美元	0.16美元	0.14美元	0.22美元	0.22美元	0.16美元	0.18美元	0.87港元	0.67港元
Share price	US\$0.24	US\$0.28	US\$0.24	US\$0.34	US\$0.34	US\$0.34	US\$0.34	HK\$1.24	HK\$1.20
股價	0.24美元	0.28美元	0.24美元	0.34美元	0.34美元	0.34美元	0.34美元	1.24港元	1.20港元
Exercise price	US\$0.20	US\$0.20	US\$0.20	US\$0.20	US\$0.20	US\$0.20	HK\$3.18	HK\$1.25	HK\$1.23
行使價	0.20美元	0.20美元	0.20美元	0.20美元	0.20美元	0.20美元	(70% of the Offer Price) 3.18港元	1.25港元	1.23港元
							(發售價的 70%)		
Expected volatility	58.46%	58.23%	58.00%	59.51%	58.94%	53.10%	57.19%	61.66%	74.90%
預期波動	58.46%	58.23%	58.00%	59.51%	58.94%	53.10%	57.19%	61.66%	74.90%
Option life	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years
購股權年期	10年	10年	10年	10年	10年	10年	10年	10年	10年
Expected dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%
預期股息率	0%	0%	0%	0%	0%	0%	0%	0%	0%
Risk-free interest rate	4.297%	4.378%	4.293%	4.072%	3.415%	3.241%	3.858%	1.83%	1.49%
無風險利率	4.297%	4.378%	4.293%	4.072%	3.415%	3.241%	3.858%	1.83%	1.49%

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(c) Fair value of share options and assumptions (continued)

The expected volatility is based on the historical volatility of listed companies in similar industries (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share options granted.

The Group recognised the total expense of Nil (2018: RMB34,000) in the profit or loss during the year in relation of share options granted by the Company.

32. 以權益結算並以股份為基礎的交易(續)

(c) 購股權公允值及假設(續)

預期波動乃按購股權的加權平均剩餘年期計算的類似行業上市公司歷史波動為基準,並就按公開可得資料計算的預期日後波動變動作出調整。預期股息乃按歷史股息計算。主觀假設的變化可能對公允值估計產生重大影響。

購股權乃根據服務條件授出。此條件於計算所獲得服務於授出日期的公允值時並無計算在內。授出購股權並無附帶市場條件。

本集團就有關由本公司授出購股權於本年度損益中確認總開支人民幣零元(2018年:人民幣34,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

32. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(d) Share award scheme

The Company's share award scheme was adopted on 4 September 2015 for the purchase of rewarding directors and employees of the Company and its subsidiaries (the "eligible employees") with the shares of the Company. Pursuant to the share award scheme, existing shares of the Company will be purchased by the trustee from the market out of cash contributed by the Group and be held in trust for the eligible employees until such shares are vested with the eligible employees in accordance with the provisions of the share award scheme. The shares of the Company granted under the scheme and held by the trustee until vesting are referred to as the reward share units and each reward share unit shall represent one ordinary share of the Company.

During the year ended 31 December 2019, the trustee had purchased 1,791,500 shares (2018: 7,683,000 shares) of the Company at a total cost (including related transaction costs) of approximately RMB1,046,000 (2018: RMB8,787,000) which had been deducted from equity, and 12,010,011 shares (2018: 5,370,855 shares) were awarded to eligible employees under the share award scheme, with aggregate fair value of approximately RMB7,462,000 (2018: RMB8,226,000) at award dates when they were vested, which was charged to profit or loss during the year ended 31 December 2019. At 31 December 2019, the trustee held 17,759,336 (2018: 27,977,847) shares of the Company purchased but not yet awarded under the share award scheme.

32. 以權益結算並以股份為基礎的交易(續)

(d) 股份獎勵計劃

本公司的股份獎勵計劃於2015年9月4日獲採納,以獎勵本公司及其附屬公司的董事及僱員(「合資格僱員」)本公司股份。根據股份獎勵計劃,受託人將以本集團提供的現金於市場上購入本公司現有股份,並以信託形式代合資格僱員持有,直至該等股份按股份獎勵計劃的條文歸屬予合資格僱員為止。根據計劃授出及由受託人持有直至歸屬之本公司股份稱為獎勵股份單位,而各獎勵股份單位應指本公司一股普通股。

截至2019年12月31日止年度,受託人已購買本公司1,791,500股股份(2018年:7,683,000股股份),總成本(包括相關交易成本)約人民幣1,046,000元(2018年:人民幣8,787,000元)已於權益中扣除,而根據股份獎勵計劃獎勵合資格僱員12,010,011股股份(2018年:5,370,855股股份),於授出日期歸屬之總公允值約7,462,000港元(2018年:人民幣8,226,000元)已於截至2019年12月31日止年度之損益扣除。於2019年12月31日,根據股份獎勵計劃,受託人持有已購買但尚未授出之本公司17,759,336股股份(2018年:27,977,847股)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

33. FINANCIAL INSTRUMENTS BY CATEGORIES

33. 按類別劃分金融工具

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Financial assets	金融資產		
Financial asset at FVTPL	按公允值列入損益之金融資產	571	559
Trade and other receivables	貿易及其他應收款項	76,946	268,735
Pledged bank deposits	已抵押銀行存款	40,000	38,000
Time Deposits	定期存款	44,790	-
Cash and cash equivalents	現金及現金等價物	28,198	87,793
At amortised cost	按攤銷成本	189,934	394,528
Financial liabilities	金融負債		
Trade and other payables	貿易及其他應付款項	183,583	288,058
Lease liabilities	租賃負債	5,152	-
Bank and other borrowings	銀行及其他借貸	1,022,454	1,010,550
At amortised cost	按攤銷成本	1,211,189	1,298,608
Financial liabilities at FVTPL	按公允值列入損益之金融負債	448,061	401,082
		1,659,250	1,699,690

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

33. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

33. 按類別劃分金融工具(續)

(a) Financial assets and liabilities measured at fair value

The disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets and 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.

(a) 按公允值計量的金融資產及負債

所披露的公允值計量乃按以下公允值計量層級計算：

- 第一級估值：僅以第一級輸入數據計量公允值，即相同資產及負債於計量日期之活躍市場未經調整報價。
- 第二級估值：以第二級輸入數據計量公允值，即未能符合第一級規定之可觀察輸入數據，以及不使用重大不可觀察輸入數據。不可觀察輸入數據即不可取得市場數據之輸入數據。
- 第三級估值：以重大不可觀察輸入數據計量公允值。

		Fair value as at 31 December 2019 於2019年 12月31日 之公允值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2019, categorised into 於2019年12月31日之公允值計量， 劃分為		
			Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Financial assets:	金融資產：	-			
Financial asset at FVTPL	按公允值列入損益之金融資產	571	-	571	-
Financial liabilities:	金融負債：	-			
Financial liabilities at FVTPL	按公允值列入損益之金融負債	448,061	-	-	448,061
			-	571	448,061

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

33. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

(a) Financial assets and liabilities measured at fair value (continued)

33. 按類別劃分金融工具(續)

(a) 按公允值計量的金融資產及負債(續)

		Fair value as at 31 December 2018 於2018年 12月31日 之公允值	Fair value measurements as at 31 December 2018, categorised into 於2018年12月31日之公允值計量, 劃分為		
			Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Financial assets:	金融資產:				
Financial asset at FVTPL	按公允值列入損益之金融資產	559	-	559	-
Financial liabilities:	金融負債:				
Financial liabilities at FVTPL	按公允值列入損益之金融負債	401,082	-	-	401,082
			-	559	401,082

During the years ended 31 December 2019 and 2018, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3.

於截至2019年及2018年12月31日止年度, 並無於第一級及第二級之間轉撥, 或轉入或轉出第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

33. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

33. 按類別劃分金融工具(續)

(b) Reconciliation of Level 3 fair value measurement of financial liabilities

(b) 採用第三級公允價值計量的金融負債之對賬

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
At 1 January/13 June 2018	於1月1日/2018年6月13日	401,082	131,058
Proceeds from issue of convertible bonds	發行可換股債券所得款項	79,663	-
Issuing costs	發行成本	(136)	-
Increase in fair value – FVTPL	公允價值增加 – 按公允價值列入損益	29,853	304,907
Imputed interest payable to non-controlling shareholders of a subsidiary	應付一間附屬公司 非控股股東之推算利息	3,088	10,024
Decrease in fair value due to increase in own credit risk – FVTOCI	因自身信貸風險增加的 公允價值減少 – 按公允價值 列入其他全面收益	-	(24,821)
Conversion of redeemable convertible preference shares	轉換可贖回可換股優先股	-	(20,596)
Conversion of convertible bonds	轉換可換股債券	(77,213)	-
Exchange adjustments	匯兌調整	11,724	510
At 31 December	於12月31日	448,061	401,082

Valuation techniques and inputs in Level 3 fair value measurement

The fair values of the redeemable convertible preference shares are estimated as being the present value of future cash flows, discounted at interest rates based on the government yield curve as at the end of the reporting period plus an adequate constant credit spread, adjusted for the Company's credit risk.

第三級公允價值計量的估值方法及輸入值

可贖回可換股優先股的公允價值按未來現金流量(採用根據報告期末的政府收益率曲線釐定的利率貼現)的現值估計, 另加足夠的固定信貸息差, 並視乎本公司的信貸風險加以調整。

(c) Fair value of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost approximated their respective fair values at 31 December 2018 and 2019.

(c) 並非按公允價值列賬的金融工具之公允價值

於2018年及2019年12月31日, 本集團按成本或攤銷成本列賬的金融工具之賬面值與其公允價值並無顯著差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

34. 股本、儲備及股息

(a) 權益部分的變動

本集團的各部分綜合權益於年初至年末結餘間的對賬乃載於綜合權益變動表。本公司各權益部分於年初至年末的變動詳情載列如下：

本公司

		Share capital	Conversion option of redeemable convertible preference share	Share premium	Exchange reserve	Other reserve	Capital reserve	Accumulated losses	Total
		股本	換股權	股份溢價	匯兌儲備	其他儲備	資本儲備	累計虧損	總計
		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
		(Note 34(c))	(Note 35)	(Note 34(d)(i))	(Note 34(d)(ii))	(Note 34(d)(v))	(Note 34(d)(vi))	(Note 34(d)(vi))	(Note 34(d)(vi))
		(附註34(c))	(附註35)	(附註34(d)(i))	(附註34(d)(ii))	(附註34(d)(v))	(附註34(d)(vi))	(附註34(d)(vi))	(附註34(d)(vi))
Balance at 1 January 2018	於2018年1月1日的結餘	1	329,714	1,488,153	(19,382)	336,176	(26,868)	(958,794)	1,149,000
Changes in equity for 2018: 2018年權益變動：									
Loss for the year	年內虧損	-	-	-	-	-	-	(854,020)	(854,020)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-
Fair value gain on financial liabilities at fair value due to increase in own credit risk	按公允價值列賬的金融負債因自身信貸風險增加產生的公允價值收益	-	-	-	-	-	-	24,821	24,821
Exchange differences on translation	換算所產生的匯兌差額	-	-	-	64,914	-	-	-	64,914
Total comprehensive income	全面收益總額	-	-	-	64,914	-	-	(829,199)	(764,285)
Dividends paid	已付股息	-	-	-	-	(56,709)	-	-	(56,709)
Equity-settled share-based transactions	以權益結算並以股份為基礎的交易	-	-	-	-	-	8,260	-	8,260
Purchase of shares for the share award scheme	根據股份獎勵計劃購買股份	-	-	-	-	-	(8,787)	-	(8,787)
Issue of new shares upon conversion of redeemable convertible preference shares	因兌換可贖回可換股優先股而發行新股	-	(53,583)	74,179	-	-	-	-	20,596

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

34. 股本、儲備及股息(續)

(a) Movements in components of equity
(continued)

(a) 權益部分的變動(續)

The Company (Continued)

本公司(續)

		Share capital	Conversion option of redeemable convertible share preference share 可贖回可換股優先股之 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
		(Note 34(c))	(Note 35)	(Note 34(d)(i)) (附註 34(d)(i))	(Note 34(d)(ii)) (附註 34(d)(ii))	(Note 34(d)(v)) (附註 34(d)(v))	(Note 34(d)(vi)) (附註 34(d)(vi))		
Balance at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日的結餘	1	276,131	1,562,332	45,532	279,467	(27,395)	(1,787,993)	348,075
Changes in equity for 2019: 2019年權益變動:									
Loss for the year	年內虧損	-	-	-	-	-	-	(455,578)	(455,578)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-
Exchange differences on translation	換算所產生的匯兌差額	-	-	-	3,660	-	-	-	3,660
Total comprehensive income	全面收益總額	-	-	-	3,660	-	-	(455,578)	(451,918)
Lapse of share option (note 32(b))	購股權失效 (附註32(b))	-	-	-	-	-	(1,911)	1,911	-
Equity-settled share-based transactions	以權益結算並以股份為基礎的交易	-	-	-	-	-	7,462	-	7,462
Shares purchase for share award scheme	根據股份獎勵計劃購入股份	-	-	-	-	-	(1,046)	-	(1,046)
Issue of new shares upon conversion of convertible bonds	因轉換可換股債券而發行新股	-	-	196,771	-	-	-	-	196,771
Balance at 31 December 2019	於2019年12月31日的結餘	1	276,131	1,759,103	49,192	279,467	(22,890)	(2,241,660)	99,344

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

34. 股本、儲備及股息(續)

(b) Dividend

No dividend (2018: Nil) per ordinary and preference share after the end of the reporting period is proposed. The dividend proposed after the end of the reporting period has not been recognized as a liability at the end of the reporting period.

(b) 股息

於報告期末後並無建議派付每股普通股及優先股股息(2018年: 無)。於報告期末後建議派付的股息尚未確認為報告期末的負債。

(c) Share capital

A summary of movements in the Company's issued share capital during the years ended 31 December 2019 and 2018 are as follows:

(c) 股本

截至2019年及2018年12月31日止年度本公司已發行股本變動概述如下:

		2019		2018	
		No of shares		No of shares	
		股份數目		股份數目	
		'000	RMB'000	'000	RMB'000
		千股	人民幣千元	千股	人民幣千元
Ordinary shares, issued and fully paid:	普通股, 已發行及繳足:				
At 1 January	於1月1日	1,606,463	1	1,558,577	1
Issue of ordinary shares upon conversion of convertible bonds (note (ii))	因轉換可換股債券而發行普通股(附註(ii))	298,173	-	-	-
Issue of ordinary shares upon conversion of redeemable convertible preference shares (note (iii))	因兌換可贖回可換股優先股而發行普通股(附註(iii))	-	-	47,886	-
		1,904,636	1	1,606,463	1

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital (Continued)

Notes:

- (i) The Company was incorporated on 1 March 2010 with an authorised share capital of US\$50,100 divided into 626,250,000,000 shares of US\$0.00000008 each and one share was issued at par upon incorporation.

On 5 June 2017, the authorised share capital of the Company was re-designated from US\$50,100 comprising 626,250,000,000 ordinary shares of US\$0.00000008 each into US\$50,100 comprising (i) 625,925,000,000 ordinary shares of par value of US\$0.00000008 each, and (ii) 325,000,000 redeemable convertible preference shares of par value of US\$0.00000008 each with the rights, privileges and restrictions of the redeemable convertible preference shares.

- (ii) During the year ended 31 December 2019, convertible bonds of approximately RMB196,771,000 were converted into 298,172,506 ordinary shares, with approximately RMB196,771,000 was credited to share premium account.
- (iii) During the year ended 31 December 2018, 47,886,000 redeemable convertible preference shares were converted into 47,886,000 ordinary shares, with approximately RMB74,179,000 was credited to share premium account and approximately RMB53,583,000 was debited to capital reserve for conversion option of redeemable convertible shares.

34. 股本、儲備及股息(續)

(c) 股本(續)

附註:

- (i) 本公司於2010年3月1日註冊成立, 法定股本為50,100美元, 分為626,250,000,000股每股面值0.00000008美元之股份, 並於註冊成立時按面值發行一股股份。

於2017年6月5日, 本公司法定股本從50,100美元(由626,250,000,000股每股面值0.00000008美元的普通股組成)重新界定為50,100美元(由(i)625,925,000,000股每股面值0.00000008美元的普通股; 及(ii)325,000,000股每股面值0.00000008美元的可贖回可換股優先股組成, 附帶可贖回可換股優先股的權利、特權及限制)。

- (ii) 截至2019年12月31日止年度, 約人民幣196,771,000元之可換股債券轉換為298,172,506股普通股, 約人民幣196,771,000元計入股份溢價賬。
- (iii) 截至2018年12月31日止年度, 47,886,000股可贖回可換股優先股轉換為47,886,000股普通股, 約人民幣74,179,000元計入股份溢價賬及約人民幣53,583,000元自資本儲備的可贖回可換股優先股之換股權扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the nominal value of the shares of the Company and proceeds received from the issuance of shares of the Company. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of non-PRC entities. The reserve is dealt with in accordance with the accounting policy set out in note 2(aa).

(iii) Statutory reserve

Pursuant to applicable PRC regulations, all PRC subsidiaries of the Group are required to appropriate 10% of their after-tax profit (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of the registered capital of each relevant PRC subsidiary. The transfer to the statutory reserve must be made before distribution of dividends to shareholders. The statutory reserve fund can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase the registered capital of the subsidiary.

34. 股本、儲備及股息(續)

(d) 儲備性質及用途

(i) 股份溢價

股份溢價指本公司股份面值與發行本公司股份收取的所得款項之間的差額。根據開曼群島公司法, 本公司股份溢價賬可分派予本公司股東, 惟於緊隨建議分派股息日期後, 本公司須仍能夠償清日常業務過程中的到期債務。

(ii) 匯兌儲備

匯兌儲備包括所有換算非中國實體的財務報表所產生的外匯差額。該儲備乃根據附註2(aa)載列的會計政策予以處理。

(iii) 法定儲備

根據適用中國法規, 本集團全部中國附屬公司須按比例將稅後溢利(經抵銷過往年度虧損後)的10%計入法定儲備, 直至相關儲備達致各相關中國附屬公司註冊資本的50%為止。轉撥須於向股東分派股息前計入法定儲備。法定儲備金於獲相關機構批准後可予動用, 以抵銷累計虧損, 或增加該附屬公司的註冊資本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

34. 股本、儲備及股息(續)

(d) Nature and purpose of reserves

(iv) Merger reserve

The merger reserve represents the difference between the net assets of the subsidiaries acquired in 2005, which were under common control of the Controlling Shareholders, and the cash consideration paid.

(v) Other reserve

The Company's other reserve arose from the transfer of the entire equity interest in NT Group from NT Holdings to the Company and acquisition of non-controlling interests in Suzhou First Pharma.

The Group's other reserve arose from the capitalisation of the amount due to NT Holdings as a result of the reorganisation and represented the difference between the amount due to NT Holdings of RMB383,380,000 and the nominal value of the shares of the Company issued in exchange thereof.

(d) 儲備性質及用途(續)

(iv) 合併儲備

合併儲備指2005年收購並由控股股東共同控制的附屬公司資產淨值與所付現金代價之間的差額。

(v) 其他儲備

本公司的其他儲備乃因NT Holdings將NT Group全部股權轉讓予本公司及收購蘇州第壹製藥非控股權益而產生。

本集團的其他儲備乃因將集團重組而應付予NT Holdings的款項資本化, 即應付NT Holdings金額人民幣383,380,000元與就有關交換而發行的本公司股份的面值之間的差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (continued)

(vi) Capital reserve

The capital reserve represents capital contribution surplus of approximately RMB37,640,000 attributable to the Group, made by non-controlling interests of a subsidiary of the Company in 2015, the portion of the grant date fair value of unexercised share options to employees of the Group, that has been recognised in accordance with the accounting policy adopted for share-based payments as set out in note 2(t)(ii), and costs of the Company's shares purchased for the share award scheme (note 32(d)) less the fair value of share-based payments in respect of such shares awarded to the employees which were vested at award date and recognised in accordance with the accounting policy as set out in note 2(t)(iii).

(e) Distributability of reserves

At 31 December 2019, the aggregate amount of reserves available for distribution to the equity holders of the Company was RMB Nil (2018: RMB53,806,000), being the net amount of share premium, other reserve and accumulated losses.

34. 股本、儲備及股息(續)

(d) 儲備性質及用途(續)

(vi) 資本儲備

資本儲備指2015年本公司一間附屬公司非控股權益的注資盈餘約人民幣37,640,000元(本集團應佔份額)、授予本集團僱員未行使購股權的授出日期公允值部分(已根據附註2(t)(ii)所載以股份為基礎的付款所採納會計政策予以確認)及本公司就股份獎勵計劃(附註32(d))購回股份的成本減去涉及已授予僱員並根據附註2(t)(iii)所載會計政策確認的股份(已於授出日期歸屬)的以股份為基礎的付款的公允值。

(e) 可供分派儲備

於2019年12月31日, 可供分派予本公司權益持有人的儲備總額為人民幣零元(2018年: 人民幣53,806,000元), 即股份溢價、其他儲備與累計虧損之淨額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

34. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors capital with reference to its debt-to-assets ratio. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there is adequate working capital to service its debt obligations. The Group's debt-to-assets ratio, being the Group's total interest-bearing borrowings over its total assets, at 31 December 2019 and 2018 was 82.1% and 63.4% respectively.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

34. 股本、儲備及股息(續)

(f) 資本管理

本集團管理資本的首要目標在於維護本集團持續經營能力, 根據風險程度對產品進行定價並按合理成本進行融資, 使本集團能向股東提供回報及向其他持份者提供利益。

本集團定期檢討及積極管理其資本架構, 以在獲得較高股東回報(可能伴隨較高借貸水平)與充裕資金狀況所帶來的裨益及保障之間取得平衡, 並就經濟環境的轉變對資本架構進行調整。

本集團參照債務對資產比率監控資本。本集團的策略是維持股權與債務之間的平衡, 並確保擁有償還債務的足夠營運資金。於2019年及2018年12月31日, 本集團的負債資產比率(即本集團的計息借貸總額除以總資產)分別為82.1%及63.4%。

本公司及其任何附屬公司概無須受限於外界施加的資本規定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

35. REDEEMABLE CONVERTIBLE PREFERENCE SHARES

On 13 June 2017, the Company issued 294,659,500 non-voting redeemable convertible preference shares at HK\$1.83 each ("CPSs") with total gross proceeds of HK\$539,227,000 (equivalent to approximately RMB474,179,000). The costs of issuing these CPSs amounted to approximately HK\$5,000,000 (equivalent to approximately RMB4,304,000).

The CPS holders shall have no right to attend or vote at general meetings of the Company. Subject to compliance with applicable law and Articles of Association of the Company, so long as the Company has resolved to pay dividend, 30% of the audited profit of each financial year would be distributed to holders of CPSs and ordinary shares of the Company as dividends.

35. 可贖回可換股優先股

於2017年6月13日, 本公司發行294,659,500股每股面值1.83港元的無表決權可贖回可換股優先股(「可換股優先股」), 所得款項總額為539,227,000港元(相等於約人民幣474,179,000元)。發行可換股優先股的成本約為5,000,000港元(相等於約人民幣4,304,000元)。

可換股優先股持有人無權出席本公司股東大會或於會上投票。在遵守適用法律及本公司組織章程細則的規限下, 倘本公司決議派付股息, 則各財政年度30%的經審核溢利將分派予可換股優先股及本公司普通股持有人作為股息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

35. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

Each of the CPSs is convertible to one ordinary share of the Company at its face value of HK\$1.83 per CPS. Conversion of CPSs into ordinary shares of the Company can be made at any time after the issuance of the CPSs. The holders of CPSs shall be required to convert all but not part of the CPSs into ordinary shares of the Company provided that the audited profit is not less than RMB160 million, RMB250 million and RMB350 million for the years ended 31 December 2017, 2018 and 2019, respectively (“Compulsory Conversion”). As the Group incurred a loss for the year ended 31 December 2018, the criteria for Compulsory Conversion have become no longer applicable as at 31 December 2018 and 2019. The Company may redeem (“Call Option”) and the holders of the CPSs shall have the rights to require the Company to redeem (“Put Option”) with cash for the outstanding CPSs which the conversion rights have not been exercised in whole or in part by giving 30 business days’ prior notice to the other party thereof on or after 36th month upon the placing completion date, with a redemption price calculated based on the annualised IRR 5% for the nominal value of the outstanding CPSs less the corresponding dividends for such CPSs by the Company. The earliest date of maturity of CPSs will be on 13 June 2020 when the CPS holders shall have the rights to exercise the Put Option.

35. 可贖回可換股優先股(續)

每股可換股優先股可按面值每股可換股優先股1.83港元轉換為本公司一股普通股。可換股優先股可於發行可換股優先股後隨時轉換為本公司普通股。倘截至2017年、2018年及2019年12月31日止年度的經審核溢利分別不少於人民幣160百萬元、人民幣250百萬元及人民幣350百萬元,可換股優先股持有人須將(全部而非部分)可換股優先股轉換為本公司普通股(「強制轉換」)。由於本公司於截至2018年12月31日止年度錄得虧損,強制轉換條件於2018年及2019年12月31日已不再適用。本公司可贖回(「認購期權」)而可換股優先股持有人有權在配售完成日期後第36個月或之後向對方發出30個營業日的事先通知,要求本公司以現金贖回(「認沽期權」)轉換權(全部或部分)尚未行使的未轉換可換股優先股。贖回價格按未轉換可換股優先股面值,採用5%的年化內部回報率計算,並減去本公司已付的可換股優先股的股息。可換股優先股持有人有權行使認沽期權時,可換股優先股的最早到期日將為2020年6月13日。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

35. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

The conversion options of the CPSs meet the fixed-to-fixed criteria, that is, will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's ordinary shares, and accordingly, the conversion options of the CPSs are classified as equity component and are not remeasured after initial recognition. At initial recognition, the equity component of the CPSs was separated from the fair value of liability component comprising the Company's obligations under Put Option to redeem CPSs and/or obligations to pay dividends to CPS holders, which are designated and presented as "financial liabilities at fair value through profit or loss". The equity component (i.e. conversion option) is presented in equity heading "Convertible preference shares". The Call Option at the Company's discretion is classified as a financial asset at fair value through profit or loss.

At 31 December 2019, there were outstanding 246,773,000 (2018: 246,773,000) CPSs with a total face value amount of approximately HK\$451,596,000 (equivalent to RMB404,539,000) (2018: HK\$451,596,000 (equivalent to RMB395,688,000)).

During the year ended 31 December 2018, 47,886,000 redeemable convertible preference shares were converted into 47,886,000 ordinary shares of the Company.

35. 可贖回可換股優先股(續)

可換股優先股的換股權符合的以固定金額換取固定數量權益標準, 即將以固定數量現金或其他金融資產交換固定數目的本公司普通股, 因此, 可換股優先股所附換股權歸類為權益部分, 在初步確認後不再重新計量。初步確認時, 可換股優先股的權益部分與負債部分之公允價值分離, 負債部分包括本公司於認沽期權項下的贖回可換股優先股責任及/或向可換股優先股持有人支付股息的責任, 指定及呈列入賬為「按公允價值列入損益的金融負債」。權益部分(即換股權)乃於「可換股優先股」項下之權益呈列。認購期權由本公司酌情決定分類為按公允價值列入損益之金融資產。

截至2019年12月31日, 246,773,000股(2018年: 246,773,000股)可換股優先股尚未轉換, 面值共計約451,596,000港元(相當於人民幣404,539,000元)(2018年: 451,596,000港元(相當於人民幣395,688,000元))。

截至2018年12月31日止年度, 47,886,000股可贖回可換股優先股轉換為47,886,000股本公司普通股。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

35. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

The Company determined the fair value of the financial liabilities component (i.e. Put Option) and Call Option at 31 December 2019, when the Compulsory Conversion attached to CPSs was no longer applicable, amounted to approximately HK\$482,371,000 (equivalent to approximately RMB432,107,000) (2018: HK\$446,311,000 (equivalent to approximately RMB391,058,000)) and Nil (2018: Nil), respectively, based on the valuation performed by CBRE Limited on straight debt, using discounting cash flows approach (as for the straight debt component of the Put Option), binomial model and a discount rate of 13.40% (2018: 9.73%), which represented the prevailing market rates of interest for a similar instrument with similar credit rating.

During the year ended 31 December 2019, fair value loss on the financial liabilities of approximately RMB31,733,000 (2018: loss of approximately RMB304,907,000) is charged to profit or loss except for the portion attributable to increase in own credit risk of the Company of Nil (2018: RMB24,821,000) is credited to other comprehensive income. The Company considered there was no material change in its own credit risk during the year.

35. 可贖回可換股優先股(續)

於2019年12月31日, 當可換股優先股之強制換股權已不再適用時, 本公司釐定金融負債部分(即認沽期權)及認購期權之公允值分別約為482,371,000港元(相當於約人民幣432,107,000元)(2018年: 446,311,000港元(相當於約人民幣391,058,000元))及零元(2018年: 零元), 基於世邦魏理仕有限公司分別按照純債務基礎, 使用貼現現金流量法(就認沽期權之純債務部份而言)及二項式模型進行估值, 及按貼現率13.40%(2018年: 9.73%)(相當於信貸評級相若之類似工具當時之市場利率)計算。

截至2019年12月31日止年度, 金融負債之公允值虧損約為人民幣31,733,000元(2018年: 虧損約人民幣304,907,000元)於損益扣除, 惟本公司自身信貸風險增加人民幣零元(2018年: 人民幣24,821,000元)應佔部分則計入其他全面收益。本公司認為其自身信貸風險於年內並無重大變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

35. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

35. 可贖回可換股優先股(續)

Key valuation assumptions used to determine the fair value of CPSs are as follows:

釐定可換股優先股公允值時所用的主要估值假設如下：

		At 31 December 2019 於2019年 12月31日	At 31 December 2018 於2018年 12月31日
- Closing price of the Company's ordinary shares	- 本公司普通股之收市價	HK\$0.17 0.17港元	HK\$0.85 0.85港元
- Conversion price of each of the CPSs	- 每股可換股優先股的轉換價	HK\$1.83 1.83港元	HK\$1.83 1.83港元
- Dividend payout ratio of the Company	- 本公司的派息率	30%	30%
- Volatility of the Company's ordinary shares	- 本公司普通股的波幅	83.21%	35.84%
- Dividend yield of the Company	- 本公司的股息率	0%	4.67%
- Probability or compulsory Conversion	- 強制轉換的可能性	0%	0%
- Probability of exercising the Call Option to redeem the CPSs by the Company	- 本公司行使認購期權以贖回可換股優先股的可能性	0%	0%
- Risk free rate with reference to the Hong Kong Sovereign curve yield of Hong Kong Government Bonds with maturity due in 2 to 3 years	- 無風險比率, 經參考2至3年到期的香港政府債券的香港主權債券孳息率	1.76%	2.01%
- Discount rate (note below)	- 貼現率(下文附註)	13.40%	9.73%

Note: The discount rate of 13.40% (2018: 9.73%) at 31 December 2019, reflected and comprised risk free rate 1.76% (2018: 2.01%), the market credit risk 11.64% (2018: 7.72%), as based on Bloomberg for comparable companies with similar credit ratings.

附註：於2019年12月31日，貼現率13.40% (2018年：9.73%) 反映及由無風險比率1.76% (2018年：2.01%)、市場信貸風險11.64% (2018年：7.72%) (根據彭博信用評級相近的可比較公司) 組成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

35. CONVERTIBLE PREFERENCE SHARES (CONTINUED)

35. 可贖回可換股優先股(續)

Movements of the two components of the CPSs during the year were set out below:

可換股優先股兩個部分於年內之變動如下:

		Conversion option as equity component	Financial liabilities under Put Option at FVTPL 認沽期權項下 按公允值 列入損益的 金融負債	Financial assets under Call option at FVTPL 認購期權項下 按公允值 列入損益的 金融資產
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(note 34(a)) (附註34(a))		
At 1 January 2018	於2018年1月1日	329,714	131,058	-
Increase in fair value charged to profit or loss	計入損益的公允值增加	-	304,907	-
Decrease in fair value due to increase in own credit risk – FVOCI	因自身信貸風險增加產生的公允值減少—按公允值列入其他全面收益	-	(24,821)	-
Conversion into ordinary shares	兌換為普通股	(53,583)	(20,596)	-
Exchange adjustments	匯兌調整	-	510	-
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	276,131	391,058	-
Increase in fair value charged to profit or loss	計入損益的公允值增加	-	31,733	-
Exchange adjustments	匯兌調整	-	9,316	-
At 31 December 2019	於2019年12月31日	276,131	432,107	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度(除另有指明外,以人民幣列示)

36. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. 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

The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents and pledged bank deposits is limited because the counterparties are the major banks in the PRC with established credit ratings, for which the Group considers to have low credit risk. Given the high credit ratings of the banks, management does not expect any counterparties to fail to meet its obligations.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry 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, 70% (2018: 29%) and 94% (2018: 73%) of the total trade receivables and contract assets was due from the Group's largest customers and the five largest customers respectively.

36. 財務風險管理

本集團在日常業務過程中承受信貸、流動資金、利率及外匯風險。本集團承受該等風險及本集團管理該等風險的財務風險管理政策及所用慣例於下文載述。

(a) 信貸風險

本集團的信貸風險主要來自貿易應收款項。本集團因現金及現金等價物以及已抵押銀行存款產生的信貸風險有限,因對手方主要為中國境內擁有高信用評級的主要銀行,本集團認為該等銀行的信貸風險較低。鑒於銀行的高信用評級,管理層預期對手方不會發生無法履行義務的情況。

本集團的信貸風險敞口主要受客戶的個別特徵而非客戶經營所在行業影響,故重大信貸集中風險主要發生在本集團對個別客戶的敞口過大時。於報告期末,貿易應收款項及合約資產總額中分別有70%(2018年:29%)及94%(2018年:73%)來自本集團第一大客戶及前五大客戶。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Credit risk (continued)

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. Trade receivables are due within 90 to 210 days from the date of billing. The Group does not obtain collateral from customers.

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.

36. 財務風險管理(續)

(a) 信貸風險(續)

本集團對要求提供超過特定金額賒銷的所有客戶進行個別信貸評估。評估針對客戶過往償還到期款項的記錄及現時的還款能力, 並考慮客戶的具體資料及客戶經營所在經濟環境的相關資料。貿易應收款項於出票日期起計90至210日內到期應付。本集團並不持有客戶提供的抵押品。

本集團按相等於全期預期信貸虧損之金額計量貿易應收款項虧損撥備, 有關金額乃使用撥備矩陣計算得出。由於本集團過往信貸虧損經驗並無顯示不同細分客戶群發生虧損的情況有顯著差異, 因此在根據逾期狀況計算虧損撥備時未進一步區分本集團不同的客戶群。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Credit risk (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables (base on invoice date):

36. 財務風險管理(續)

(a) 信貸風險(續)

下表列示本集團貿易應收款項(根據發票日期)的信貸風險敞口以及預期信貸虧損資料:

		As at 31 December 2019 於2019年12月31日			
		Expected loss rate 預期虧損率	Gross carrying amount RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net value 淨值 RMB'000 人民幣千元
Within 3 months	三個月內	8.43%	67,166	5,664	61,502
More than 3 months but within 6 months	超過三個月但 於六個月內	50.64%	3,421	1,732	1,689
More than 6 months but within 1 year	超過六個月但 於一年內	76.55%	1,660	1,271	389
More than 1 year but within 2 years	超過一年但 於兩年內	100%	148,461	148,461	-
More than 2 years	超過兩年	100%	463,245	463,245	-
			683,953	620,373	63,580

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Credit risk (continued)

36. 財務風險管理(續)

(a) 信貸風險(續)

As at 31 December 2018
於2018年12月31日

		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	Net value 淨值 RMB'000 人民幣千元
Within 3 months	三個月內	2.27%	96,737	2,194	94,543
More than 3 months but within 6 months	超過三個月但 於六個月內	12.21%	78,609	9,598	69,011
More than 6 months but within 1 year	超過六個月但 於一年內	65.21%	88,351	57,617	30,734
More than 1 year but within 2 years	超過一年但 於兩年內	84.03%	301,109	253,013	48,096
More than 2 years	超過兩年	100%	163,584	163,584	-
			728,390	486,006	242,384

Expected loss rates are based on actual loss over the past 3 years, as adjusted to reflect the forward looking information, including the economics conditions.

預期虧損率基於過往三年的實際虧損釐定並加以調整, 以反映包括經濟狀況等前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

36. 財務風險管理(續)

(a) Credit risk (continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	486,006	618,457
Write-off during the year*	年內撇銷*	-	(566,332)
Impairment loss recognised during the year	年內確認減值虧損	134,337	435,880
Reversal of impairment	減值撥回	-	(1,999)
Exchange difference	匯兌差額	30	-
Balance at 31 December	於12月31日的結餘	620,373	486,006

* The business of third-party vaccine and pharmaceuticals had been discontinued in 2015 and all the related trade receivables had been fully impaired in the previous reporting period ends and during the year ended 31 December 2018, they were fully written off.

Impairment loss in respect of trade debtors were recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors directly.

Due to the slow down of the economy, deleveraging and the government regulations on the medicine industry in the PRC, the Group experienced defaults in payments by its customers. The Group has recognised a provision for impairment of trade receivables of RMB134,337,000 (2018: RMB435,880,000) during the year ended 31 December 2019.

(a) 信貸風險(續)

貿易應收款項虧損撥備賬於年內之變動如下:

* 第三方疫苗及藥物業務已於2015年終止經營, 而所有相關貿易應收款項已於以前報告期末全數減值, 並已於截至2018年12月31日止年度全數撇銷。

貿易應收賬款有關之減值虧損採用撥備賬記錄, 惟倘本集團確認該款項之可收回性甚微, 則直接從貿易應收賬款撇銷減值虧損。

由於中國經濟放緩、去槓桿化及政府對藥品行業之監管, 本集團遭客戶拖欠款項。本集團於截至2019年12月31日止年度確認貿易應收款項減值撥備人民幣134,337,000元(2018年: 人民幣435,880,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed line of funding from major financial institutions to meet its liquidity requirements in the short and long term.

All non-interest bearing financial liabilities of the Group are carried at amounts not materially different from their contractual undiscounted cash flow as these financial liabilities are with maturities within one year or repayable on demand at the end of the reporting period. Bank and other borrowings are repayable within 1-2 years from the end of reporting period.

The following table sets out the remaining contractual maturities at the end of reporting period of the Group's bank loans and other borrowings, bank accepted bills, trade and other payables, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current prevailing rates at the end of reporting period) and the earliest date of the Group would be required to repay.

36. 財務風險管理(續)

(b) 流動資金風險

流動資金風險乃本集團於到期時無法履行金融責任的風險。本集團的政策是定期監管其流動資金需求, 以及其遵守借貸契諾(如有)的情況, 以確保有足夠的現金儲備及從主要財務機構取得足夠的承諾信貸融資, 以應付短期和長期的流動資金需求。

由於本集團的所有免息金融負債於報告期末均於一年內或須於債權人提出時立刻償還, 故其呈列金額與其合約未貼現現金流量相近。銀行及其他借貸須於報告期末起計一至兩年內償還。

下表列示本集團於報告期末根據合約未經貼現現金流量的銀行貸款及其他借貸、銀行承兌匯票、貿易及其他應付款項(包括按合約利率或(如屬浮息)根據報告期末現行利率計算的利息)餘下的合約到期詳情以及本集團將需要還款之最早日期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity risk (continued)

36. 財務風險管理(續)

(b) 流動資金風險(續)

		2019				
		Scheduled undiscounted cash outflow				Carrying amount as at 31 December
		預定未經貼現現金流出				
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	
		一年內或按 要求償還	一年以上 兩年以內	兩年以上 五年以內	總額	於12月31日 的賬面值
		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
Lease liabilities (note 28)	租賃負債(附註28)	2,472	2,472	1,186	6,130	5,152
Bank and other borrowings (note 27)	銀行及其他借貸(附註27)	1,005,539	9,291	78,457	1,093,287	1,022,454
Trade and other payables (note 26)	貿易及其他應付款項(附註26)	177,583	-	-	177,583	177,583
Considerations payable (note 26)	應付代價(附註26)	6,000	-	-	6,000	6,000
Financial liabilities at fair value through profit or loss (note 29)	按公允價值列入損益的金融負債(附註29)	445,219	-	2,842	448,061	448,061
Total	總計	1,636,813	11,763	82,485	1,731,061	1,659,250

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity risk (continued)

36. 財務風險管理(續)

(b) 流動資金風險(續)

		2018				
		Scheduled undiscounted cash outflow				
		預定未經貼現現金流出				
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount as at 31 December	
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	於12月31日 的賬面值
		一年內或 按要求償還	一年以上 兩年以內	兩年以上 五年以內	總額	人民幣千元
		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
Bank and other borrowings (note 27)	銀行及其他借貸 (附註27)	815,758	114,173	154,085	1,084,016	1,010,550
Trade and other payables (note 26)	貿易及其他應付 款項(附註26)	287,761	-	-	287,761	287,761
Considerations payable (note 26)	應付代價 (附註26)	10,772	-	-	10,772	10,772
Financial liabilities at fair value through profit or loss (note 29)	按公允價值列入損益的 金融負債(附註29)	10,024	391,058	-	401,082	401,082
Total	總計	1,124,315	505,231	154,085	1,783,631	1,710,165

Management believes that the Group's current cash on hand, expected cash flows from operations and available standby credit facilities from financial institutions will be sufficient to meet the Group's working capital requirements and repay its borrowings and obligations in the near future when they become due.

管理層相信, 本集團現時手頭現金、預計來自經營業務的現金流、財務機構備用信貸融資將足夠本集團營運資金所需以及在不久將來到期時償還貸款及履行責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

36. 財務風險管理(續)

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank deposits, bank and other borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by management is set out below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's net interest bearing liabilities (being interest-bearing financial liabilities less pledged bank deposits, time deposits and cash at banks) at the end of the reporting period:

(c) 利率風險

本集團利率風險主要來自銀行存款、銀行及其他借貸。浮息借貸令本集團承受現金流利率風險。本集團並無使用金融衍生工具對沖利率風險。管理層所監控的本集團利率概況載述下文。

(i) 利率概況

下表詳述本集團計息負債淨額(即計息金融負債減去已抵押銀行存款、定期存款及銀行存款)於報告期末的利率概況詳情:

		2019		2018	
		Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元	Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元
Fixed rate instruments:	定息工具:				
Lease liabilities (note 28)	租賃負債(附註28)	14.04%	5,152	-	-
Bank and other borrowings (note 27)	銀行及其他借貸(附註27)	4.30% to 至15.00%	829,041	4.30% to 至14.04%	738,816
Less: Pledged bank deposits (note 23)	減: 已抵押銀行存款(附註23)	0.35%	(40,000)	0.35%	(38,000)
Time deposits (note 24(a))	定期存款(附註24(a))	3%	(44,790)	-	-
			749,403		700,816

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

36. 財務風險管理(續)

(c) Interest rate risk (Continued)

(c) 利率風險(續)

(i) Interest rate profile (Continued)

(i) 利率概況(續)

	2019		2018	
	Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元	Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元
Variable rate instruments: 浮息工具:				
Bank borrowings (note 27) 銀行借貸(附註27)	6.02%	193,413	6.19%	271,734
Less: Cash at banks (note 24) 減: 銀行存款(附註24)	0.01 to 至0.35%	(28,198)	0.01 to 至0.35%	(87,793)
		165,215		183,941
Total net interest-bearing borrowings 計息借貸總淨額		914,618		884,757

At 31 December 2019, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss after taxation and increased/decreased in accumulated losses by approximately RMB1,653,000 (2018: RMB1,380,000).

於2019年12月31日, 如所有其他變量維持不變, 預期利率一般增加/減少100個基點, 本集團除稅後虧損將會增加/減少而累計虧損將會增加/減少約人民幣1,653,000元(2018年: 人民幣1,380,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis

The sensitivity analysis above indicates the annualised impact on the Group's interest expense that would arise assuming that the change in interest rates had occurred at the end of reporting period and had been applied to floating rate instruments which expose the Group to cash flow interest rate risk at that date. The analysis does not take into account exposure to fair value interest rate risk arising from fixed rate instruments as the Group does not hold any fixed rate instruments which are measured at fair value. This analysis has been performed on the same basis for 2018.

In addition, the financial liabilities at fair value through profit or loss, as disclosed in note 29 to the consolidated financial statements, are also subject to the interest rate risks. If the market interest rate increased by 1% point, with all other variables held constant, the Group's loss after taxation for the year would have been decreased by approximately RMB1,146,000 (2018: RMB4,645,000).

36. 財務風險管理(續)

(c) 利率風險(續)

(ii) 敏感度分析

上述敏感度分析指出本集團利息開支所承受的年度影響。敏感度假設利率變動於報告期末已經發生, 並已應用於面臨現金流利率風險的計息工具。由於本集團並無持有任何按公允值計量的固定利率工具, 分析並未計及固定利率工具產生的公允值利率風險。此分析於2018年按相同基準進行。

此外, 如綜合財務報表附註29所披露, 按公允值列入損益的金融負債亦須承受利率風險。如果市場利率上升一個百分點, 所有其他變量保持不變, 則本集團本年度的除稅後虧損將減少約人民幣1,146,000元(2018年: 人民幣4,645,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis (continued)

If the market interest rate decreased by 1% point, with all other variables held constant, the Group's loss after taxation for the year would have been increased by approximately RMB1,167,000 (2018: RMB4,761,000).

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases 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 ("USD"), Swiss Francs ("CHF"), Renminbi ("RMB") and Hong Kong dollars ("HKD"). In addition, certain bank loans are also denominated in USD and HKD. At present, the Group has no hedging policy with respect to its foreign exchange exposure.

36. 財務風險管理(續)

(c) 利率風險(續)

(ii) 敏感度分析(續)

如果市場利率下降一個百分點, 所有其他變量保持不變, 則本集團本年度的除稅後虧損將增加約人民幣1,167,000元(2018年: 人民幣4,761,000元)。

(d) 外匯風險

本集團面臨的貨幣風險主要來自以外幣(即與交易相關的業務的功能貨幣以外的貨幣)計值的銷售及採購。引起風險的貨幣主要包括美元(「美元」)、瑞士法郎(「瑞士法郎」)、人民幣(「人民幣」)及港元(「港元」)。此外, 若干銀行貸款亦以美元及港元計值。目前, 本集團並無制定外匯風險對沖政策。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

36. 財務風險管理(續)

(d) Currency risk (continued)

(i) Exposure to currency risk

The following table details the Group's and the Company's major 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. Differences resulting from the translation of the financial statements of non-PRC group entities into the Group's presentation currency are excluded.

(d) 外匯風險

(i) 所承受的外匯風險

下表詳述由於已確認資產或負債的計值貨幣異於相關實體的功能貨幣而導致本集團及本公司於報告期末承受的主要外匯風險。為方便呈報, 面臨風險金額按年末的即期匯率兌換為人民幣列示。不包括將非中國集團實體的財務報表轉換為本集團呈報貨幣導致的差異。

Exposure to foreign currencies (expressed in Renminbi)

所面臨的外匯風險 (以人民幣列示)

		2019				2018			
		USD	CHF	RMB	HKD	USD	CHF	RMB	HKD
		美元	瑞士法郎	人民幣	港元	美元	瑞士法郎	人民幣	港元
		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
Trade and other receivables	貿易及其他應收款項	66,642	6,128	10	-	27,693	-	-	1,478
Cash at banks and in hand	銀行存款及現金	10,938	-	212	3	12,802	-	-	1,773
Trade and other payables	貿易及其他應付款項	(12,999)	-	-	-	(4,846)	-	-	(3,724)
Bank and other borrowings	銀行及其他借貸	(193,413)	-	-	-	(271,734)	-	-	-
		(128,832)	6,128	222	3	(236,085)	-	-	(473)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit or loss after taxation and accumulated losses that would have arisen if foreign exchange rates to which the Group has significant exposure at the end of reporting period had changed at that date, assuming all other risk variables remained constant.

36. 財務風險管理(續)

(d) 外匯風險(續)

(ii) 敏感度分析

在其他風險變量不變的情況下, 以下為本集團於報告期末有重大影響的外幣在發生匯率變動時對本集團的除稅後溢利或虧損及累計虧損的即時影響。

		2019			2018		
		Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation	(Decrease)/ increase in accumulated losses	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation	(Decrease)/ increase in accumulated losses
		外匯匯率 上升/(下跌)	除稅後溢利 增加/(減少)	累計虧損 (減少)/增加	外匯匯率 上升/(下跌)	除稅後溢利 增加/(減少)	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
USD	美元	5%	(5,379)	5,379	5%	(9,870)	9,870
		(5%)	5,379	(5,379)	(5%)	9,870	(9,870)
CHF	瑞士法郎	5%	(256)	256	5%	-	-
		(5%)	256	(256)	(5%)	-	-
RMB	人民幣	5%	(9)	9	5%	-	-
		(5%)	9	(9)	(5%)	-	-
HKD	港元	5%	-	-	5%	(20)	20
		(5%)	-	-	(5%)	20	(20)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Currency risk (continued)

(ii) Sensitivity analysis (continued)

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 taxation measured in the respective functional currencies, translated into Renminbi at the exchange rates 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 remeasure those financial instruments held by the Group which expose the Group to currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of non-PRC incorporated subsidiaries into the Group's presentation currency. The analysis has been performed on the same basis for 2018.

The Company has no material foreign currency risk exposure.

36. 財務風險管理(續)

(d) 外匯風險(續)

(ii) 敏感度分析(續)

上表呈列的分析結果為本集團各實體按各自功能貨幣計量的除稅後溢利或虧損, 在為呈列而按報告期末的匯率換算為人民幣時, 對有關除稅後溢利或虧損的整體即時影響。

敏感度分析假設已採用變動匯率重新計量本集團於報告期末持有而導致本集團承受貨幣風險的金融工具。該分析不包括將海外註冊成立的附屬公司的財務報表換算為本集團呈報貨幣所產生的差額。該分析與2018年採用的分析基礎一致。

本公司並無任何重大外匯風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

37. COMMITMENTS

37. 承擔

- (a) Capital commitments outstanding at 31 December 2019 not provided for in the consolidated financial statements were as follows:

- (a) 於2019年12月31日於綜合財務報表內並無撥備而未清償的資本承擔如下:

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Contracted for but not provided for		
– property, plant and equipment	–	190
– investment in an associate (note 19(b))	20,000	20,000
– intangible asset: computer software	–	1,375
– intangible asset: Teriparatide	156,965	154,422
	176,965	175,987

- (b) At 31 December 2019, the Group had total future minimum lease payments under non-cancellable operating leases payable as follows:

- (b) 於2019年12月31日, 本集團於不可解除經營租賃應付款項項下的未來最低租賃付款總額如下:

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within 1 year	2,877	11,917
After 1 year but within 5 years	–	5,281
	2,877	17,198

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one year. None of the leases includes contingent rentals.

本集團為根據經營租賃下租用多項物業的承租人。有關租賃一般初步為期一年, 且並不包括或然租金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

38. MATERIAL RELATED PARTY TRANSACTIONS

During the year ended 31 December 2019, expect those disclose elsewhere in the consolidated financial statements, transactions with the following parties were considered to be related party transactions in the normal ordinary course of business of the Group:

Name of related party	Relationship with the Group
Mr. Ng Tit and Ms. Chin Yu	Directors of the Company, beneficial holders of the Company's 31.89% equity interest
NT Holdings	Holding company of the Group prior to the Reorganisation

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 10 and certain of the highest paid employees as disclosed in note 11, is as follows:

		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	20,874	21,668
Post-employment benefits	離職後福利	1,468	1,448
Equity-settled share-based payment expenses	以權益結算並以股份支付的報酬	7,086	6,812
		29,428	29,928

The above remuneration is included in "staff costs" (note 7(b)).

38. 主要關連方交易

截至2019年12月31日止年度, 除綜合財務報表其他部分所披露者外, 與以下各方的交易被視為於本集團正常一般業務過程中的關連方交易:

關連方 姓名/名稱	與本集團的關係
吳鐵先生與錢余女士	本公司董事, 本公司31.89%股權之實益持有人
NT Holdings	於重組前為本集團的控股公司

主要管理人員薪酬

下表載列本集團主要管理人員的薪酬, 包括應付予本公司董事(披露於附註10)及若干最高薪酬人士(披露於附註11)的薪酬:

上述薪酬披露於「員工成本」(附註7(b))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

39. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION

39. 公司層面的財務狀況表

		Note 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司的權益	18	799,107	313,520
Prepayment for acquisition of an intangible asset	收購一項無形資產之預付款項		17,576	17,191
			816,683	330,711
Current assets	流動資產			
Amount due from subsidiaries	應收附屬公司款項		-	411,053
Other receivables	其他應收款項		65	1,422
Cash at banks and in hand	銀行存款及現金		45,005	528
			45,070	413,003
Current liabilities	流動負債			
Other borrowings	其他借貸		48,690	-
Other payables and accruals	其他應付款項及應計費用		12,099	2,207
Amounts due to subsidiaries	應付附屬公司款項		244,464	2,374
Financial liabilities at fair value through profit or loss	按公允值列入損益的金融負債		432,108	-
			737,361	4,581
Net current (liabilities)/assets	流動淨(負債)/資產		(692,291)	408,422
Total assets	總資產		861,753	743,714
Total assets less current liabilities	總資產減流動負債		124,392	739,133
Non-current liabilities	非流動負債			
Other borrowings	其他借貸		22,206	-
Financial liabilities at fair value through profit or loss	按公允值列入損益的金融負債		2,842	391,058
NET ASSETS	資產淨值		99,344	348,075
CAPITAL AND RESERVES	股本及儲備	34		
Share capital	股本		1	1
Reserves	儲備		99,343	348,074
TOTAL EQUITY	權益總額		99,344	348,075

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

40. EVENT AFTER THE REPORTING PERIOD

COVID-19 outbreak began in January 2020 over China, the Group strictly implemented regulations and requirements of the government for virus control. To ensure both epidemic prevention and production, the Group gradually restored production when the situation got under control. COVID-19 may have certain impact on the Group's production and operation, the impact will largely depend on duration of the outbreak and implementation of regulatory policies thereafter. As of the date of approval for the consolidated financial statements, the directors of the Company consider that there is no material uncertainty as result of COVID-19 outbreak that casts a doubt on the Group's ability to carry on its business as a going concern in the next twelve months.

41. COMPARATIVE FIGURES

The Group has initially adopted HKFRS 16 on 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(c).

40. 報告期後事項

新型冠狀病毒肺炎疫情自2020年1月起於中國爆發, 本集團已嚴格實施政府控制病毒的法律法規。為確保防疫及生產, 本集團於情況受控後逐漸恢復生產。新型冠狀病毒肺炎或會對本集團生產運營造造成若干影響, 但影響取決於爆發持續時間及其後實施的監管政策。截至綜合財務報表批准日, 本公司董事認為並無由於新型冠狀病毒肺炎疫情爆發而可能導致本集團於未來十二個月按持續經營開展業務的能力存疑的重大不確定性。

41. 比較數字

本集團已於2019年1月1日初步使用經修訂追溯法採用香港財務報告準則第16號。根據此方法, 比較資料並未重列。會計政策變動的進一步詳情披露於附註2(c)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 (Expressed in Renminbi unless otherwise indicated) 截至2019年12月31日止年度 (除另有指明外, 以人民幣列示)

42. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of issue of these financial statements, the HKICPA has issued the following amendments and new standards which are not yet effective for the year ended 31 December 2019, and which have not been adopted in these financial statements.

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2021
- ² 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
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 January 2020

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application.

42. 截至2019年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響

直至此等財務報表發佈之日, 香港會計師公會已頒佈以下修訂及新準則, 但於截至2019年12月31日止年度尚未生效且尚未於此等財務報表內採納。

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第3號之修訂	業務的定義 ²
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號的修訂	利率基準改革 ⁴
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義 ⁴

- ¹ 於2021年1月1日或之後開始的年度期間生效
- ² 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時或之後的業務合併及資產收購生效
- ³ 於尚待釐定的日期或之後開始的年度期間生效
- ⁴ 於2020年1月1日或之後開始的年度期間生效

本集團正在評估該等修訂、新準則及詮釋於首次應用期間的預期影響。

