

CONTENTS 目錄

- 2 Board of Directors and Board Committees
董事會及董事委員會
- 4 Corporate Information
公司資料
- 6 Financial Highlights
財務摘要
- 7 Management Discussion and Analysis
管理層討論及分析
- 24 Other Information
其他資料
- 36 Condensed Consolidated Income Statement
簡明綜合收益表
- 38 Condensed Consolidated Statement of Comprehensive Income
簡明綜合全面收益表
- 39 Condensed Consolidated Statement of Financial Position
簡明綜合財務狀況表
- 41 Condensed Consolidated Statement of Changes in Equity
簡明綜合權益變動表
- 42 Condensed Consolidated Statement of Cash Flow
簡明綜合現金流量表
- 43 Notes to the Condensed Consolidated Interim Financial Statements
簡明綜合中期財務報表附註

Board of Directors and Board Committees

董事會及董事委員會

BOARD OF DIRECTORS

董事會

Executive Directors

執行董事

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

Non-executive Director

非執行董事

Dr. QIAN Wei

錢唯博士

Independent Non-executive Directors

獨立非執行董事

Mr. YU Tze Shan Hailson

余梓山先生

Dr. ZHAO Yubiao

趙玉彪博士

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

潘飛先生(於2020年3月20日獲委任)

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

嚴弘博士(於2020年3月20日辭任)

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. YU Tze Shan Hailson

余梓山先生

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

趙玉彪博士(於2020年3月20日獲委任)

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

嚴弘博士(於2020年3月20日辭任)

Remuneration Committee

薪酬委員會

Mr. YU Tze Shan Hailson (*Chairman*)

余梓山先生(主席)

Mr. NG Tit

吳鐵先生

Dr. ZHAO Yubiao

趙玉彪博士

Nomination Committee

提名委員會

Mr. NG Tit (*Chairman*)

吳鐵先生(主席)

Mr. YU Tze Shan Hailson

余梓山先生

Dr. ZHAO Yubiao

趙玉彪博士

Corporate Information

公司資料

COMPANY SECRETARY

Ms. LAI Siu Kuen

AUDITOR

Crowe (HK) CPA Limited
Certified Public Accountants

LEGAL ADVISOR AS TO HONG KONG LAWS

Jun He Law Offices

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

17/F, Tower B, Yifang Building
359 Dongchangzhi Road, Hongkou 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

君合律師事務所

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
虹口區東長治路359號
一方大廈B幢17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
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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

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公司網址

<http://www.ntpharma.com>

股份代號

1011

Financial Highlights

財務摘要

A summary of the main financial data of China NT Pharma Group Company Limited (“NT Pharma” or the “Company”), and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2020 (the “Period Under Review”) is set out below:

截至2020年6月30日止六個月（「回顧期間」），中國泰凌醫藥集團有限公司（「泰凌醫藥」或「本公司」）及其附屬公司（統稱「本集團」）的主要財務數據概述呈列如下：

		For the six months ended 30 June		
		截至6月30日止六個月		
		2020	2019	Change
		2020年	2019年	增減
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
			(Restated)	
			(經重列)	
Revenue	收益	89,436	94,023	(4.9)%
Gross profit	毛利	56,698	61,237	(7.4)%
Loss from operations	經營虧損	(21,452)	(22,300)	3.8%
Loss for the period	期內虧損	(48,499)	(44,477)	(9.0)%
Loss attributable to equity holders of the Company arising from continuing operations	本公司權益持有人應佔來自持續經營業務的虧損	(46,745)	(43,426)	(7.6)%
(Loss)/earnings per share from continuing and discontinued operations (RMB cents)	來自持續經營業務及已終止經營業務的每股（虧損）／盈利（人民幣分）			
Basic	基本	(4.37)	0.28	(1,660.7)%
Diluted	攤薄	(4.37)	0.28	(1,660.7)%
Loss per share from continuing operations (RMB cents)	來自持續經營業務的每股虧損（人民幣分）			
Basic	基本	(2.45)	(2.60)	5.8%
Diluted	攤薄	(2.45)	(2.60)	5.8%

The board (the “Board”) of directors (the “Directors”) of the Company did not recommend the payment of an interim dividend for the six months ended 30 June 2020.

本公司董事（「董事」）會（「董事會」）不建議派付截至2020年6月30日止六個月之中期股息。

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 products. With its products covering therapeutic areas including central nervous system (“**CNS**”), 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 drug 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.

In the first half of 2020, the Group devoted much effort to the adjustment and restructuring of its sales model, tightening of cost control and improvement of its financial condition. During the Period Under Review, Shusi’s sales volume dropped due to the pressure from the volume-based procurement arising from the centralised tender procurement program. In addition, the Group adjusted its sales model and sales channels according to the industrial policies. The overall revenue of the Group from continuing operations for the Period Under Review decreased by RMB4.6 million to RMB89.4 million, as compared with RMB94.0 million for the corresponding period in 2019. Operating loss from continuing operations for the Period Under Review increased by RMB0.8 million to RMB21.5 million, as compared with an operating loss of RMB22.3 million for the corresponding period in 2019. The Group recorded a net loss of RMB48.5 million for the Period Under Review, as compared with a net loss of RMB44.5 million for the corresponding period in 2019, representing a year-on-year increase of 9.0%.

* for identification only

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，其藥品覆蓋中樞神經系統（「**中樞神經系統**」）、腫瘤及血液等治療領域。泰凌醫藥擁有兩個國家一類新藥、一個國際知名創新原研品牌藥及多個自有仿製藥；本集團透過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。

於2020年上半年，本集團致力專注調整及重組銷售模式、嚴格控制成本及改善其財務狀況。於回顧期間，因集中招標採購計劃而產生帶量採購的影響，舒思的銷量受壓下降，加上本集團為適應行業政策調整銷售模式及銷售渠道，本集團來自持續經營業務的整體收益減少人民幣4.6百萬元至人民幣89.4百萬元，相比2019年同期則為人民幣94.0百萬元。於回顧期間，來自持續經營業務的經營虧損增加人民幣0.8百萬元至人民幣21.5百萬元，相比2019年同期的經營虧損則為人民幣22.3百萬元。本集團於回顧期間錄得虧損淨額人民幣48.5百萬元，相比2019年同期則為虧損淨額人民幣44.5百萬元，同比增加9.0%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS REVIEW

In early 2020, the outbreak of novel coronavirus pneumonia (“COVID-19”) epidemic had a significant impact on the economy, and the Chinese government implemented strict pandemic prevention and control measures to contain the spread of the disease, with the pharmaceutical industry being more affected from March 2020 to May 2020, as outpatient and ward numbers fell sharply, resulting in a sudden drop in sales. As a result, China’s economic growth contracted for the first time since 1992, shrinking by 6.8% in the first quarter of 2020. Despite the tremendous downward pressure on China’s economic growth, the pharmaceutical industry was able to maintain its growth momentum under the guidance of the Outline of the 13th Five-Year Plan for the National Economic and Social Development of the PRC “**The thirteen Five-Year Plan**” (2016-2020) and the “Healthy China 2030” Planning Outline, and the benefits of growing market demand and the government’s increased investment in the pharmaceutical industry, which is evolving in the direction of high-quality and innovation-driven development. Following last year’s major institutional reform to streamline the regulatory framework for drugs, the Chinese government has intensified its reform efforts by amending the Drug Administration Law, effective from 1 December 2019, with the aim of improving health legislation, strengthening drug administration and increasing penalties for non-compliance. The legislative reform and the continuous introduction of extended policies, including the promotion of consistency evaluation on quality and generic drugs, the adjustment of the reimbursement drug catalogue, the release of a major drug-monitoring list and the expansion of the centralised drug procurement program to more provinces and cities, have posed significant opportunities and challenges to the pharmaceutical market and the Group.

業務回顧

2020年初，新型冠狀病毒肺炎(「**新冠肺炎**」)疫情爆發，經濟受到了較大的影響，中國政府為遏制疫情蔓延實施嚴格的防疫管控措施，其中醫藥行業在2020年3月至2020年5月影響較大，由於門診和病房量的大幅下降，造成銷售量驟降。結果，自1992年以來中國首次出現經濟增長收縮，於2020年第一季度萎縮6.8%。儘管中國面臨巨大的經濟增長下行壓力，但在中華人民共和國國民經濟和社會發展第十三個五年規劃綱要(「**十三五**」)(2016年至2020年)以及《「**健康中國2030**」規劃綱要》的指導下，得益於市場需求不斷增長，並且政府加大對醫藥行業的投資力度，推動其朝著高質和創新驅動的發展方向演進，醫藥行業得以保持增長勢頭。繼去年進行重大機構改革以精簡藥品監管管理框架，中國政府加大改革力度，修訂藥品管理法並自2019年12月1日起生效，旨在改善衛生立法，加強藥品管理以及加大違規處罰力度。立法改革以及擴大範圍之政策的不斷出台，包括促進質量及仿製藥一致性評估、調整報銷藥品目錄、發佈藥品重點監測清單以及將藥品集中採購計劃擴大到更多的省市，給醫藥市場及本集團帶來重大機遇和挑戰。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Challenging economic conditions and the accelerated implementation of regulatory changes have further intensified competition in all aspects of the pharmaceutical industry, putting tremendous pressure on the Group's results. For the Period Under Review, the revenue of the Group was RMB89.4 million, representing a decrease of approximately 4.9% as compared to RMB94.0 million recorded for the corresponding period in 2019. The decrease was mainly attributable to: (i) the change in industry policies, change in sales model and decrease in price; (ii) the sales hindered by the outbreak of COVID-19 epidemic; 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 researched and 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 recognised by clinical practitioners and the market. During the Period 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. 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.

充滿挑戰的經濟狀況以及監管變革的加速推行進一步加劇醫藥行業各個方面的競爭，給本集團的業績帶來極大壓力，回顧期間內，本集團之收益為人民幣89.4百萬元，較2019年同期錄得人民幣94.0百萬元，下跌約4.9%。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)新冠肺炎疫情爆發，銷售受其影響；及(iii)喜滴克及松樞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。於回顧期間，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，對於擴大大於奎硫平的市場份額具有積極作用。

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 for the treatment of non-small cell lung cancer and terminal breast cancer. During the Period 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 generate a new source of revenue for the Group during the Period Under Review.

OPERATING RESULTS

Sales

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

The Group's proprietary products include Shusi, Zhuo'ao, Xi Di Ke and other drugs. For the six months ended 30 June 2020, the total revenue from manufacturing and sales of proprietary products decreased by RMB4.6 million or 4.9% to RMB89.4 million, as compared with RMB94.0 million for the corresponding period in 2019. Revenue of Shusi decreased by RMB4.2 million or 5.7% to RMB69.6 million for the Period Under Review, as compared with RMB73.8 million for the corresponding period in 2019. The slightly decreased sales amount of Shusi was attributable to the negative impact brought by Shusi's sales volume which was affected by the COVID-19 epidemic in the first half of the year and the temporary implementation of the third round of national centralised procurement policy during the Period Under Review. For the Period Under Review, revenue of Zhuo'ao decreased by RMB0.9 million or 7.1% to RMB11.7 million, as compared with RMB12.6 million for the corresponding period in 2019. The decrease in sales amount of Zhuo'ao was mainly due to the negative impact brought by the outbreak of COVID-19 epidemic during the Period 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。回顧期間內，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。回顧期間內，本集團由於流動資金壓力大，未能投入大量資源進行市場推廣及醫學討論，故未有為本集團帶來新的收益來源。

營運業績

銷售

本集團現時營運一個主要業務分部，即自有產品生產及銷售。

本集團的自有產品包括舒思、卓澳、喜滴克以及其他藥物。於截至2020年6月30日止六個月，自有產品生產及銷售分部之總收益減少人民幣4.6百萬元或4.9%至人民幣89.4百萬元，相比2019年同期則為人民幣94.0百萬元。回顧期間內舒思收益減少人民幣4.2百萬元或5.7%至人民幣69.6百萬元，相比2019年同期則為人民幣73.8百萬元。舒思銷售額輕微減少是由於回顧期間內，今年上半年新冠肺炎疫情影響及臨時實施的第三批國家集中採購政策影響舒思銷量，帶來負面影響。於回顧期間，卓澳收益減少人民幣0.9百萬元或7.1%至人民幣11.7百萬元，相比2019年同期則為人民幣12.6百萬元。卓澳銷售額減少，主要由於回顧期間內，新冠肺炎疫情爆發帶來負面影響。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

HUMAN RESOURCES

As at 30 June 2020, the Group had 348 full-time employees (30 June 2019: 426 employees). For the six months ended 30 June 2020, the Group's total costs on remuneration, welfare and social security amounted to RMB25.0 million (for the six months ended 30 June 2019: RMB49.7 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 being reviewed annually. The Group also has a 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.

人力資源

於2020年6月30日，本集團的全職僱員人數為348名（2019年6月30日：426名）。截至2020年6月30日止六個月，本集團薪酬、福利及社會保障的總成本為人民幣25.0百萬元（截至2019年6月30日止六個月：人民幣49.7百萬元）。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經驗、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及於2015年9月4日採納之股份獎勵計劃（「**股份獎勵計劃**」），即或會授予本集團董事及僱員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

Despite signs of a gradual recovery following the easing of lockdown restrictions imposed to contain the outbreak of COVID-19 epidemic, widespread uncertainty about the second wave of infection and diplomatic disagreements between China and the United States have clouded the outlook on global economic growth. In the face of the global economic slowdown and domestic headwinds, the Chinese government has introduced strong fiscal and monetary policies to support businesses, stimulate domestic demand and maintain employment in order to tide over the difficult times.

Although China's growth rate is slowing down, the government is expected to continue to invest in healthcare reform in the last year of the "The thirteen Five-Year Plan". Despite the implementation of a series of regulatory reforms to rationalize drug prices, improve access to new drugs, stricter control over drug quality and safety, promote innovation and enhance market competition, the Group remains optimistic about the tremendous opportunities in the pharmaceutical market as demand will continue to increase due to the rapidly aging population, increasing living standards and rising health awareness as a result of recent COVID-19 epidemic outbreaks.

Going forward, the economic and operating environment is expected to be more complex and volatile. The outbreak of COVID-19 epidemic and the sweeping changes in the regulatory landscape of the industry have caused disruptions to the market and the entire industry chain, thus posing significant challenges to the production and operations of the Group's business segments operating in the PRC. As the positive progress of the Group's manufacturing segment reflects the effectiveness of the strategic initiatives taken, the management is committed to pursuing these strategic initiatives and believes that the Group will lay a stronger foundation for sustainable growth in revenue and profitability in the long run.

In view of the uncertainty of the breadth and depth of the impact of the COVID-19 epidemic on the global and PRC economies, the management will continue to strive to adopt flexible strategies to respond to market changes and remain vigilant in controlling operating costs in order to enhance operational efficiency and maintain the Group's financial flexibility. With the Group's improving financial position, the Group believes that it is capable to cope with unexpected events and challenges and maintain its development path for a bright future.

展望

在放寬為遏制新冠肺炎疫情而實施的封鎖措施後，儘管出現逐步恢復的跡象，但第二波感染浪潮的普遍不確定性以及中美之間的外交分歧使全球經濟增長的前景蒙上陰影。面對全球經濟放緩以及國內不利因素，中國政府出台強有力的財政及貨幣政策，支持企業，刺激內需，維持就業，以期渡過難關。

雖然中國的增長速度在放緩，但預計政府將在「十三五」的最後一年繼續投入資源用於醫療改革。雖然就合理化藥品價格，改善獲取新藥品的途徑，加強對藥品質量及安全的把控，推動創新並促進市場競爭等推行了一系列監管改革，但隨著人口老齡化加速、生活水平不斷提高以及近期新冠肺炎疫情爆發使人們的健康意識不斷增強，需求將繼續增加，本集團仍對醫藥市場的巨大機遇持樂觀態度。

展望未來，預計經濟及運營環境將更為複雜多變。新冠肺炎疫情爆發以及行業監管格局的徹底變革已經對市場及整個產業鏈造成干擾，因而給本集團於中國營運之業務分類在生產及經營方面構成重大挑戰。由於本集團製造分類的正面進展反映了所採取戰略舉措的有效性，管理層致力於推進該等戰略舉措，並相信本集團將為收益及盈利能力的長期可持續增長奠定更堅實的基礎。

鑒於新冠肺炎疫情對全球及中國經濟影響的廣度及深度的不確定性，管理層將繼續努力採取靈活策略來應對市場變化，在控制經營成本時保持警惕，從而提高營運效率並維持本集團的財務靈活性。憑藉本集團正在提升中的財務狀況，本集團相信，其能夠更好的應對突變事件及挑戰，並維持創造美好未來的發展路徑。

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

收益

		For the six months ended 30 June 截至6月30日止六個月							
		2020	2020	2020	2020	2019	2019	2019	2019
		Sales	Unit	Sales	Proportion	Sales	Unit	Sales	Proportion
		volume	price	amount	Proportion	volume	price	amount	Proportion
		2020年	2020年	2020年	2020年	2019年	2019年	2019年	2019年
		銷售量	單價	銷售額	佔比	銷售量	單價	銷售額	佔比
		'000	RMB	RMB'000	(%)	'000	RMB	RMB'000	(%)
		千	人民幣	人民幣千元		千	人民幣	人民幣千元	
Proprietary products	自有產品生產及銷售								
production and sales									
Shusi	舒思	2,417	28.8	69,640	77.9%	2,532	29.1	73,771	78.5%
Zhuo'ao	卓澳	5,151	2.3	11,651	13.0%	6,195	2.0	12,551	13.3%
Others	其他	5,399	1.5	8,146	9.1%	8,114	0.9	7,701	8.2%
Total	總計			89,436	100.0%			94,023	100.0%

Revenue from manufacturing and sales of proprietary products decreased by RMB4.6 million to RMB89.4 million, as compared with RMB94.0 million in the corresponding period in 2019. The decrease in revenue from manufacturing and sales of proprietary products was due to the negative impact on proprietary products Shusi and Zhuo'ao brought by the policy of national centralised procurement and the outbreak of COVID-19 epidemic during the Period Under Review.

自有產品生產及銷售的收益減少人民幣4.6百萬元至人民幣89.4百萬元，相比2019年同期則為人民幣94.0百萬元。自有產品生產及銷售的收益錄得減少，是由於回顧期間內，國家集中採購政策及新冠肺炎疫情爆發，對自有產品舒思及卓澳帶來負面影響。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of Sales

For the six months ended 30 June 2020, cost of sales decreased by RMB0.1 million to RMB32.7 million, as compared with RMB32.8 million for the corresponding period in 2019. The decrease in cost of sales was mainly due to the decrease in cost of sales of Shusi and Zhuo'ao during the Period Under Review.

銷售成本

截至2020年6月30日止六個月，銷售成本減少人民幣0.1百萬元至人民幣32.7百萬元，相比2019年同期則為人民幣32.8百萬元。銷售成本減少主要原因是回顧期間內舒思及卓澳的銷售成本下降。

Gross Profit

毛利

		For the six months ended 30 June			
		截至6月30日止六個月			
Products	產品	2020	2020	2019	2019
		Gross Profit	Gross Profit	Gross Profit	Gross Profit
		Margin	Margin	Margin	Margin
		2020年	2020年	2019年	2019年
		毛利	毛利率	毛利	毛利率
		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				
Shusi	舒思	52,424	75.3%	56,860	77.1%
Zhuo'ao	卓澳	7,041	60.4%	7,378	58.8%
Others	其他	(2,767)	(34.0)%	(3,001)	(39.0)%
Total	總計	56,698	63.4%	61,237	65.1%

Gross profit decreased by RMB9.5 million or to RMB56.7 million for the six months ended 30 June 2020, as compared with RMB61.2 million in the corresponding period in 2019. Gross profit margin decreased by 1.7 percentage points to 63.4% for the six months ended 30 June 2020, as compared with 65.1% for the corresponding period in 2019. The decrease in gross profit margin was mainly due to the increase in Shusi's unit cost after passing the consistency evaluation.

於截至2020年6月30日止六個月，毛利減少人民幣9.5百萬元或至人民幣56.7百萬元，相比2019年同期則為人民幣61.2百萬元。截至2020年6月30日止六個月期間，毛利率下降1.7個百分點至63.4%，相比2019年同期則為65.1%。毛利率的下降主要是由於舒思通過一致性評價後單位成本上升所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Reportable Segments Operating Profit

The operating expenses of the Group increased by RMB17.3 million or 35.4% to RMB66.2 million for the six months ended 30 June 2020, as compared with RMB48.9 million for the corresponding period in 2019. The Group recorded an operating loss of RMB9.5 million for the six months ended 30 June 2020, as compared with RMB12.4 million profit for the corresponding period in 2019. The following table sets forth a breakdown of the Group's operating profit by reportable segments for the six months ended 30 June 2020:

可呈報分部經營溢利

截至2020年6月30日止六個月，本集團的經營開支增加人民幣17.3百萬元或35.4%至人民幣66.2百萬元，相比2019年同期則為人民幣48.9百萬元。於截至2020年6月30日止六個月，本集團錄得經營虧損人民幣9.5百萬元，相比2019年同期則為溢利人民幣12.4百萬元。下表載列本集團截至2020年6月30日止六個月按可呈報分部分析的經營溢利明細：

		For the six months ended 30 June			
		截至6月30日止六個月			
		2020	2020	2019	2019
		Operating Profit	Operating profit margin	Operating Profit	Operating profit margin
Products	產品	2020年經營溢利	2020年經營溢利率	2019年經營溢利	2019年經營溢利率
		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	(9,497)	(10.6)%	12,373	13.2%

Finance Costs

The Group's finance costs consist of interest on bank and other borrowings and bank charges. Finance costs increased by RMB4.9 million or 22.2% to RMB27.0 million for the six months ended 30 June 2020, as compared to RMB22.1 million for the corresponding period in 2019. The increase in finance costs was mainly due to an increase in financing rates as compared with the corresponding period in 2019.

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2020年6月30日止六個月，融資成本增加人民幣4.9百萬元或22.2%至人民幣27.0百萬元，相比截至2019年同期則為人民幣22.1百萬元。融資成本上升主要由於融資利率較2019年同期增加。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Taxation

There was no income tax expense for the six months ended 30 June 2020 as compared to an income tax expense of RMB0.05 million for the corresponding period in 2019.

Loss/Core Loss Attributable to Equity Holders of the Company

Loss attributable to equity holders of the Company for the six months ended 30 June 2020 was RMB83.2 million as compared to a net profit of RMB4.8 million for the corresponding period in 2019. Core loss attributable to equity holders of the Company for the six months ended 30 June 2020 was RMB82.0 million as compared to a core profit of RMB7.3 million for the corresponding period in 2019.

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 during the six months ended 30 June 2020. 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 during the six months ended 30 June 2020 (with adjustments made for all potential dilution effect of the ordinary Shares).

稅項

截至2020年6月30日止六個月概無所得稅開支，相比截至2019年同期所得稅開支則為人民幣0.05百萬元。

本公司權益持有人應佔虧損／核心虧損

截至2020年6月30日止六個月，本公司權益持有人應佔虧損為人民幣83.2百萬元，相比2019年同期則為純利人民幣4.8百萬元。於截至2020年6月30日止六個月，本公司權益持有人應佔核心虧損為人民幣82.0百萬元，相比2019年同期則為核心溢利人民幣7.3百萬元。

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2020年6月30日止六個月期間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2020年6月30日止六個月期間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 30 June 於6月30日	
		2020 2020年	2019 2019年
(Loss)/profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔(虧損)／溢利(人民幣千元)	(83,207)	4,751
Plus: share of gain/(loss) of an associate (RMB'000)	加：分佔一間聯營公司之收益／(虧損)(人民幣千元)	133	(3)
Plus: net exchange loss (RMB'000)	加：匯兌虧損淨額(人民幣千元)	1,062	2,552
Core (loss)/profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔核心(虧損)／溢利(人民幣千元)	(82,012)	7,300
Less: Fair value gain on financial liabilities of convertible bond (RMB'000)	減：可換股債券的金融負債的公允值收益(人民幣千元)	(1,062)	–
Diluted core (loss)/profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔攤薄核心(虧損)／溢利(人民幣千元)	(83,074)	7,300
Weighted average number of ordinary Shares in issue (Thousand Shares)	已發行普通股之加權平均數(千股)	1,904,635	1,668,682
Weighted average number of ordinary Shares in issue after taking into the effect of Shares issued upon exercise of share options (Thousand Shares)	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)	1,904,635	1,668,682
Basic (loss)/earning per Share (RMB cent per Share)	每股基本(虧損)／盈利(每股人民幣分)	(4.37)	0.28
Diluted (loss)/earnings per Share (RMB cent per Share)	每股攤薄(虧損)／盈利(每股人民幣分)	(4.37)	0.28
Basic core (loss)/earnings per Share (RMB cent per Share)	每股基本核心(虧損)／盈利(每股人民幣分)	(4.31)	0.44
Diluted core (loss)/earnings per Share (RMB cent per Share)	每股攤薄核心(虧損)／盈利(每股人民幣分)	(4.31)	0.44

The core (loss)/profit attributable to equity holders of the Company is the (loss)/profit attributable to equity holders of the Company excluding share of loss of an associate and net exchange loss.

本公司權益持有人應佔核心(虧損)／溢利乃本公司權益持有人應佔(虧損)／溢利，除去分佔一間聯營公司之虧損及匯兌虧損淨額。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Capital Expenditure

Total capital expenditure decreased by RMB31.9 million or 91.9% to RMB2.8 million for the six months ended 30 June 2020, as compared with RMB34.7 million for the corresponding period in 2019. The capital expenditure was mainly used for acquiring fixed assets of a Suzhou factory.

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 gearing ratio, which is defined as total borrowings divided by total assets.

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. A net exchange profit of RMB0.6 million was recorded for the six months ended 30 June 2020, while the net exchange loss of the Group for the corresponding period in 2019 was RMB1.9 million. Currently, the Group does not employ any financial instruments to hedge foreign exchange risk.

資本開支

截至2020年6月30日止六個月，資本開支總額減少人民幣31.9百萬元或91.9%至人民幣2.8百萬元，相比2019年同期則為人民幣34.7百萬元。資本開支主要用於購買蘇州工廠固定資產。

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利益相關者提供福利。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。本集團密切監控其資產負債比率(即借款總額除以資產總值)。

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2020年6月30日止六個月為匯兌收益淨額人民幣0.6百萬元，而於2019年同期，本集團匯兌虧損淨額為人民幣1.9百萬元。目前，本集團並無採用任何金融工具對沖外匯風險。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Interest Rate Exposure

The Group's interest rate risk arises primarily from 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.

利率風險

本集團的利率風險主要來自銀行貸款、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。

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Total debt	債務總額	(1,435,696)	(1,475,667)
Pledged bank deposits, cash and cash equivalents	已抵押銀行存款、現金及現金等價物	78,787	112,988
Net debt	債務淨額	(1,356,909)	(1,362,679)

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

本集團借貸之還款期如下：

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Repayable in the following periods:	須於下列期間償還：		
Within 1 year or on demand	一年內或按要求	896,106	791,675
After 1 year but within 2 years	一年後但於兩年內	25,665	171,073
After 2 years but within 5 years	兩年後但於五年內	55,500	59,706
		977,271	1,022,454

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group's bank borrowings as at 30 June 2020 were approximately RMB745.4 million (31 December 2019: RMB791.5 million), out of which approximately RMB573.5 million were loans from banks in the PRC (31 December 2019: RMB598.1 million) with fixed interest rates ranging from 4.3% to 6.5% per annum.

As at 30 June 2020, the Group's other borrowings amounted to RMB231.9 million in aggregate (2019: RMB230.9 million) with fixed interest rates ranging from 5.40% to 14.04% per annum.

Gearing Ratio

To ensure its solvency and its ability to continue as a going concern, the Group closely monitors its gearing ratio to optimize its capital structure.

本集團銀行借貸於2020年6月30日約為人民幣745.4百萬元(2019年12月31日:人民幣791.5百萬元)。其中由中國之銀行借出約人民幣573.5百萬元(2019年12月31日:人民幣598.1百萬元),固定利率為每年4.3%至6.5%。

於2020年6月30日,本集團之其他借貸總額為人民幣231.9百萬元(2019年:人民幣230.9百萬元),固定利率為每年5.40%至14.04%。

資產負債比率

本集團密切監察其資產負債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 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Total debt (a)	債務總額 (a)	1,435,696	1,475,667
Total assets (b)	總資產 (b)	752,404	1,798,274
Gearing ratio (a/b)	資產負債比率 (a/b)	190.8%	82.1%

Charges on the Group's Assets

As at 30 June 2020, the Group has no bank deposits (31 December 2019: RMB40.0 million) were pledged to the banks to secure certain bank loans and bills payable. As at 30 June 2020, certain banking facilities of the Group were secured by the Group's fixed assets, which amounted to RMB274.1 million (31 December 2019: RMB271.1 million).

本集團資產抵押

於2020年6月30日,本集團概無銀行存款(2019年12月31日:人民幣40.0百萬元)被抵押予銀行,主要用作獲取若干銀行貸款及應付票據。於2020年6月30日,本集團若干銀行融資亦由本集團人民幣274.1百萬元(2019年12月31日:人民幣271.1百萬元)的固定資產作抵押。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Capital Commitments

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 six months ended 30 June 2020.

Material Acquisition and Disposal

References are made to the announcements of the Company dated 27 April 2020, 20 May 2020, 5 June 2020 and 24 June 2020 and the circular of the Company dated 5 June 2020 (the “**Circular**”) in relation to, among others, (i) the proposed disposal of the entire allotted and issued share capital of NT Pharma International Company Limited (“**NT Pharma International**”) by NT Pharma (Overseas) Holding Co., Ltd (“**NT Pharma Overseas**”) to Beijing Kangchen Biological Technology Co., Ltd. (“**Kangchen**”), pursuant to the terms and conditions of the sale and purchase agreement dated 21 April 2020 entered into between Kangchen, the Company, NT Pharma International, and NT Pharma Overseas; (ii) the transfer, assignment and novation by the Company of all its rights and benefits under the agreement dated 18 April 2018 entered into between the Company and Pfenex Inc. (“**Pfenex**”), pursuant to which the Company was granted an exclusive distribution right to distribute PF708 in the PRC, Hong Kong, Thailand, Singapore and Malaysia and any ancillary documents as amended and supplemented from time to time, to NT Pharma International upon signing of the assignment and transfer documentations dated 21 April 2020 entered into between Pfenex, the Company and Kangchen; and (iii) the proposed subscription by NT Pharma Pacific Company Limited for 40% equity interests in Kangchen (the “**Proposed Transactions**”). The Shareholders have approved the Proposed Transactions during the extraordinary general meeting of the Company held on 24 June 2020. The Proposed Transactions shall complete upon satisfaction of the conditions set out in the Circular. As at the date of this report, the First Payment Conditions (as defined in the Circular) have been satisfied. The Company currently expects that the Second Payment Conditions (as defined in the Circular) are to be satisfied soon.

資本承擔

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

除投資其附屬公司外，本集團於截至2020年6月30日止六個月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

茲提述本公司日期為2020年4月27日、2020年5月20日、2020年6月5日及2020年6月24日的公告及本公司日期為2020年6月5日的通函(「**通函**」)，內容有關(其中包括)(i)泰凌醫藥(海外)控股有限公司(「**泰凌醫藥海外**」)可能根據北京康辰生物科技有限公司(「**康辰**」、本公司、泰凌醫藥國際有限公司(「**泰凌醫藥國際**」)與泰凌醫藥海外訂立日期為2020年4月21日的買賣協議之條款及條件，向康辰出售泰凌醫藥國際全部已配發及已發行股本；(ii)簽署Pfenex Inc. (「**Pfenex**」)、本公司與康辰於2020年4月21日訂立之出讓及轉讓文件後，本公司向泰凌醫藥國際轉讓、出讓及更替其於與Pfenex訂立日期為2018年4月18日的協議，據此，本公司獲授予獨家分銷權以於中國、香港、泰國、新加坡及馬來西亞分銷PF708，以及任何附屬文件(經不時修訂及補充)項下之所有權利及利益；及(iii)泰凌醫藥(亞洲)有限公司可能認購康辰之40%股權(「**可能進行的交易**」)。股東已於2020年6月24日舉行的本公司股東特別大會上批准可能進行的交易。可能進行的交易將於滿足通函所載的條件後方為完成。於本報告日期，第一筆款項條件(定義見通函)已獲達成。本公司目前預期第二筆款項條件(定義見通函)將稍後達成。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Future Plans for Material Investments and Capital Assets

The Group did not have other plans for material investments and capital assets as at the date of this report.

Contingent Liabilities

As at 30 June 2020, the Group had no material contingent liabilities.

PLACING OF BONDS

Reference is made to the announcement of the Company dated 29 April 2020 (the “**Announcement**”) in relation to the Placing Agreement. Capitalised terms used in this paragraph shall have the same meanings as those defined in the Announcement. On 29 April 2020, the Company, the Placing Agent and the Guarantor entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to, on a best effort basis, procure Placee(s) to subscribe for the Bonds in an aggregate principal amount of up to HK\$100.0 million in up to two tranches at the issue price equal to 100% of the principal amount of the Bonds within the Placing Periods. The Board considered that the Placing provides a suitable opportunity to raise capital for the Group and strengthen the Company’s financial position. The net proceeds from the issue of the Bonds are intended to be used for general working capital, repayment of existing debts and for business development. Please refer to the Announcement for details of the Placing.

The Company raised net proceeds of approximately HK\$11.0 million from the issue of the Bonds, of which 20% has been applied to general working capital, 80% has been applied to repayment of existing debts during the Period Under Review. In this regard, the said net proceeds have been applied in accordance with the intended uses as previously disclosed in the Announcement. All net proceeds have been utilized for the above purposes as at 30 June 2020.

重大投資及資本資產之未來計劃

本集團於本報告日期並無重大投資及資本資產之其他計劃。

或有負債

於2020年6月30日，本集團並無重大或有負債。

配售債券

茲提述本公司日期為2020年4月29日的公告(「該公告」)，內容有關配售協議。本段落所用詞彙與該公告所界定者具有相同涵義。於2020年4月29日，本公司、配售代理及擔保人訂立配售協議，據此，配售代理有條件同意按盡力基準促使承配人於配售期內按相等於債券本金額100%的發行價，最多分兩批認購本金總額最多100.0百萬港元之債券。董事會認為配售事項為本集團之合適集資機會，亦為增強本公司財務狀況之良機。發行債券之所得款項淨額擬用作一般營運資金、償還現有債務及業務發展。配售事項詳情請參閱該公告。

本公司自發行債券籌得所得款項淨額約11.0百萬港元，於回顧期間，其中20%已用作一般營運資金，80%已用作償還現有債務。就此而言，上述所得款項淨額已按該公告先前披露的擬定用途動用。於2020年6月30日，所得款項淨額已悉數按上述用途動用。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“CPS”)

Pursuant to the placing agreement (the “**CPS Placing Agreement**”) dated 19 April 2017 entered into between the Company and Shenwan Hongyuan Securities (H.K.) Limited as the placing agent (the “**CPS Placing Agent**”), the Company agreed to issue and the CPS Placing Agent agreed to place, on a best effort basis, up to an aggregate of 325,000,000 CPSs to not less than six placees 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 CPS Placing Agreement.

The CPS 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 CPS 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 CPS Placing Agreement. The aggregate nominal value of the CPS is approximately US\$23.57.

During the six months ended 30 June 2020, no CPS was converted into ordinary share of the Company.

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

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)(「可換股優先股配售代理」)於2017年4月19日訂立的配售協議(「可換股優先股配售協議」),本公司同意發行而可換股優先股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港元較股份於可換股優先股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%。

可換股優先股配售事項於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,並成功由可換股優先股配售代理根據可換股優先股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2020年6月30日止六個月期間,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、償還現有債務及業務發展。

Other Information 其他資料

PRE-IPO SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**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. As of 30 June 2020, no further options have been granted under 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. 1,516,666 shares were lapsed during the six months ended 30 June 2020.

As at 30 June 2020, options to subscribe for an aggregate of 300,000 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:

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2020年6月30日止，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2020年6月30日止六個月期間，1,516,666股股份失效。

於2020年6月30日，根據首次公開發售前購股權計劃可認購本公司合共300,000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：

Other Information (Continued)

其他資料(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	Exercise price 行使價	Balance as at 1/1/2020 於2020年1月1日的結餘	Number of share options 購股權數目		Balance as at 30/6/2020 於2020年6月30日的結餘	Approximate percentage to the issued share capital 佔已發行股本的概約百分比
					Exercised during the period 期內已行使	Lapsed/cancelled during the period 期內已失效/註銷		
Employees 僱員	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 1) (附註1)	0.00%
	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 2) (附註2)	0.02%

Notes:

- (1) The options are 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. As at the end of the Period Under Review, all of these options had lapsed.
- (2) The options are 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:

- (1) 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。於回顧期間末，該等購股權悉數失效。
- (2) 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。

Other Information (Continued)

其他資料(續)

Long position in share options of the Company

於本公司購股權的好倉

Name of Director	Date of grant	Option period	Exercise price	Number of share options 購股權數目			Balance as at 30/6/2020 於2020年6月30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 1/1/2020 於2020年1月1日的結餘	Exercised during the period 期內已行使	Lapsed/cancelled during the period 失效/註銷		
Wu Weizhong 吳為忠	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\$0.2 0.2美元	1,300,046	-	(1,300,046)	-	0.00%

NEW SHARE OPTION SCHEME

The Company adopted a new share option scheme (the “**New Share Option Scheme**”) on 22 September 2014. Under the New 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 New 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. As of 30 June 2020, no further options have been granted under New Share Option Scheme. No shares were lapsed nor cancelled nor exercised during the six months ended 30 June 2020.

新購股權計劃

本公司於2014年9月22日採納新購股權計劃(「**新購股權計劃**」)。根據新購股權計劃，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。

新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2020年6月30日止，概無根據新購股權計劃進一步授出購股權。截至2020年6月30日止六個月期間，並無股份失效或被註銷或獲行使。

Other Information (Continued)

其他資料(續)

As at 30 June 2020, options to subscribe for an aggregate of 20,200,000 shares of the Company were outstanding under the New Share Option Scheme.

SHARE AWARD SCHEME

With effect from 6 March 2014, the share award scheme (the “**Share Award Scheme**”) of the Company, which was adopted on 11 January 2012, was terminated. No shares had been granted nor held by the trustee under the Share Award Scheme since its adoption.

The Company adopted the new share award scheme (the “**New Share Award Scheme**”) on 4 September 2015. The purposes of the New Share Award Scheme are to recognise the contribution made by certain employees of the Group and to provide eligible employees with incentives in order to retain them for the continual operation and development of the Group and attract suitable personnel for the growth and further development of the Group.

As at 30 June 2020, the trustee of the Share Award Scheme held a total of 17,759,336 shares (30 June 2019: 28,407,847) and no shares (2019: 12,280,866) were granted under the New Share Award Scheme.

於2020年6月30日，新購股權計劃涉及之可認購合共20,200,000股本公司股份之購股權尚未獲行使。

股份獎勵計劃

自2014年3月6日起，本公司於2012年1月11日採納的股份獎勵計劃(「**股份獎勵計劃**」)已被終止。自股份獎勵計劃採納之日起，概無根據股份獎勵計劃授出任何股份，且受託人未持有任何股份。

本公司於2015年9月4日採納新股份獎勵計劃(「**新股份獎勵計劃**」)。新股份獎勵計劃的目的乃表彰本集團若干僱員所作出貢獻，並激勵合資格僱員，以留聘彼等推動本集團持續經營及發展，以及吸引合適人才為本集團的成長及進一步發展效力。

於2020年6月30日，股份獎勵計劃受託人合共持有17,759,336股(2019年6月30日：28,407,847股)股份，以及概無根據新股份獎勵計劃授出之股份(2019年：12,280,866股)。

Other Information (Continued)

其他資料(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 30 June 2020, 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 of Hong Kong Limited (the "Stock Exchange") under the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

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

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2020年6月30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《香港聯合交易所有限公司(「聯交所」)證券上市規則》(「上市規則」)附錄十所載的《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：

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 3) 佔本公司權益 概約百分比 (附註3)
	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	1,066,858	–	–	–	0.06%
Yu Tze Shan Hailson 余梓山	150,000	–	–	–	0.01%

Other Information (Continued)

其他資料(續)

Notes:

- (1) Mr. Ng Tit and his spouse, Ms. Chin Yu jointly own 500,000 shares of the Company. 4,000,000 share options were granted to Ms. Chin Yu on 15 January 2015 under the New Share Option Scheme.
- (2) An aggregate of 402,892,000 shares of the Company 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) As at 30 June 2020, the total number of issued shares of the Company are 1,904,635,472 Shares.

Save as disclosed above, as at 30 June 2020, 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，已根據新購股權計劃向錢余女士授出4,000,000份購股權。
- (2) Golden Base Investment Limited (「**Golden Base**」) 實益擁有合共402,892,000股本公司股份。吳鐵先生及錢余女士為Golden Base的控股股東。
- (3) 於2020年6月30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2020年6月30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。

Other Information (Continued)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 30 June 2020, 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

主要股東於本公司股份及相關股份的權益及淡倉

於2020年6月30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 名稱／姓名	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 4) 佔本公司權益概約百分比 (附註4)
	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	402,892,000	–	–	–	21.15%
Annie Investment Co., Ltd. (Note 1) Annie Investment Co., Ltd. (附註1)	220,279,000	–	–	–	11.57%
Shum Ning (Notes 1 & 2) 沈寧(附註1及2)	–	220,279,000	527,381,500	–	39.25%
leong Chong Mang (Note 3) 楊宗孟(附註3)	527,381,500	–	220,279,000	–	39.25%

Other Information (Continued) 其他資料(續)

Notes:

- (1) These Shares are held by Annie Investment Co., Ltd., which is held as to 100% by Ms. Shum Ning.
- (2) Ms. Shum Ning is the spouse of Mr. leong Chong Mang. Under the SFO, Ms. Shum Ning is deemed to be interested in all the shares in which Mr. leong Chong Mang is interested.
- (3) Mr. leong Chong Mang is the spouse of Ms. Shum Ning. Under the SFO, Mr. leong Chong Mang is deemed to be interested in all the shares in which Ms. Shum Ning is interested.
- (4) As at 30 June 2020, the total number of issued shares of the Company are 1,904,635,472 shares.

Save as disclosed above, as at 30 June 2020, 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Annie Investment Co., Ltd持有，而Annie Investment Co., Ltd由沈寧女士持有100%權益。
- (2) 沈寧女士為楊宗孟先生的配偶。根據證券及期貨條例，沈寧女士被視為於楊宗孟先生擁有權益的所有股份中擁有權益。
- (3) 楊宗孟先生為沈寧女士的配偶。根據證券及期貨條例，楊宗孟先生被視為於沈寧女士擁有權益的所有股份中擁有權益。
- (4) 於2020年6月30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2020年6月30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。

Other Information (Continued)

其他資料(續)

CHANGES IN THE BOARD AND THE INFORMATION OF DIRECTORS AND CHIEF EXECUTIVE

The changes in the Board and the information of the Directors since the date of the Company's 2019 annual report are set out below:

Mr. Pan Fei has been appointed as an independent non-executive Director of the Company and the chairman of the audit committee of the Company (the "**Audit Committee**") with effect from 20 March 2020.

Mr. Zhao Yubiao has been appointed as a member of the Audit Committee with effect from 20 March 2020.

Save as disclosed in this report, there was no change in the information of Directors and the chief executive of the Company required to be disclosed under Rule 13.51B(1) of the Listing Rules.

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 six months ended 30 June 2020.

董事會及董事與最高行政人員資料變更

自本公司2019年年報日期以來，董事會及董事資料變動如下：

潘飛先生已獲委任為本公司獨立非執行董事兼本公司審核委員會(「**審核委員會**」)主席，由2020年3月20日起生效。

趙玉彪博士已獲委任為審核委員會成員，由2020年3月20日起生效。

除本報告所披露者外，概無根據上市規則第13.51B(1)條須予以披露的董事與本公司最高行政人員資料變動。

購買、出售或贖回上市證券

截至2020年6月30日止六個月期間，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。

Other Information (Continued)

其他資料(續)

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to ensuring high standards of corporate governance and has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules and certain recommended best practices. The Company has complied with all the applicable code provisions in the CG Code throughout the six months ended 30 June 2020, save as disclosed below.

Code provision A.2.1 of the CG 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 (“Mr. Ng”) 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.

遵守企業管治守則

本公司致力確保高水平的企業管治，並已採用上市規則附錄十四的企業管治守則（「企業管治守則」）所載的守則條文，以及若干建議最佳常規。於截至2020年6月30日止六個月整個期間，本公司已遵守企業管治守則之全部適用守則條文，下文所披露者除外。

企業管治守則守則條文第A.2.1條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（「吳先生」）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。

Other Information (Continued)

其他資料(續)

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

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. The Board also appointed Dr. Zhao Yubiao as a member of the Audit Committee. Since then, the Company has complied with Rules 3.10(2) and 3.21 of the Listing Rules.

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逾三分之一。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。

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。董事會亦委任趙玉彪博士為審核委員會成員。自此，本公司已遵守上市規則第3.10(2)條及第3.21條。

Other Information (Continued)

其他資料(續)

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

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2020. The Company continues and will continue to ensure the compliance with the corresponding provisions set out in the Model Code.

DIVIDENDS

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2020 (2019: nil).

REVIEW OF INTERIM REPORT BY AUDIT COMMITTEE

The Audit Committee comprises Mr. Pan Fei (Chairman), Mr. Yu Tze Shan Hailson and Dr. Zhao Yubiao, who are all independent non-executive Directors. The Audit Committee has reviewed the unaudited interim results of the Group for the six months ended 30 June 2020 and has recommended its adoption by the Board. The Audit Committee is of the opinion that the financial statements comply with the applicable accounting standards.

EVENTS AFTER THE REPORTING PERIOD

As of the date of this report, there is no significant event after the Period Under Review that is required to be disclosed by the Group.

遵守上市發行人董事進行證券交易的標準守則

本公司已採用標準守則作為其自身有關董事進行證券交易的行為守則，其條款不遜於標準守則載列的規定準則。經本公司作出特定查詢後，全體董事已確認於截至2020年6月30日止六個月整個期間已遵守標準守則所載列的規定準則。本公司繼續及將會繼續確保遵守標準守則載列的相應條文。

股息

董事會不建議派付截至2020年6月30日止六個月中期股息(2019年：無)。

審核委員會對中期報告的審閱

審核委員會由潘飛先生(主席)、余梓山先生及趙玉彪博士組成，全部均為獨立非執行董事。審核委員會已審閱本集團截至2020年6月30日止六個月之未經審核中期業績，並已建議董事會採納。審核委員會認為財務報表符合適用會計準則。

報告期後事項

截至本報告日期，本集團於回顧期間後並無任何重要事項須予以披露。

Condensed Consolidated Income Statement

簡明綜合收益表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
	Notes 附註		
Continuing operations	持續經營業務		
Revenue	收益	89,436	94,023
Cost of sales	銷售成本	(32,738)	(32,786)
Gross profit	毛利	56,698	61,237
Other revenue/(loss)	其他收益/(虧損)	4	2,467
Other net gain/(loss)	其他收益/(虧損)淨額	5	551
Selling and distribution expenses	銷售及分銷開支	(38,426)	(41,048)
Administrative expenses	行政開支	(44,403)	(37,981)
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	1,794	11
Share of (loss)/gain of an associate	分佔一間聯營公司(虧損)/ 收益	(133)	3
Loss from operations	經營虧損	(21,452)	(22,300)
Finance costs	融資成本	(27,047)	(22,127)
Loss before taxation	除稅前虧損	(48,499)	(44,427)
Income tax expense	所得稅開支	7	–
Loss for the period from continuing operations	期內來自持續經營業務的虧損	(48,499)	(44,477)

Condensed Consolidated Income Statement (Continued)

簡明綜合收益表(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
		Notes 附註	
Discontinued operation (Loss)/profit for the period from discontinued operation	已終止經營業務 期內來自已終止經營業務的 (虧損)/溢利	8	(36,462) 48,177
(Loss)/profit for the period	期內(虧損)/溢利		(84,961) 3,700
Attributable to:	以下各項應佔:		
Equity holders of the Company	本公司權益持有人		(83,207) 4,751
Non-controlling interests	非控股權益		(1,754) (1,051)
(Loss)/profit for the period	期內(虧損)/溢利		(84,961) 3,700
(Loss)/profit attributable to equity holders of the Company arises from:	本公司權益持有人應佔來自以 下各項的(虧損)/溢利:		
Continuing operations	持續經營業務		(46,745) (43,426)
Discontinued operation	已終止經營業務		(36,462) 48,177
			(83,207) 4,751
(Loss)/earnings per Share	每股(虧損)/盈利	9	
From continuing and discontinued operations Basic	來自持續經營業務及 已終止經營業務 基本		(4.37) cent分 0.28 cent分
Diluted	攤薄		(4.37) cent分 0.28 cent分
Loss per Share	每股虧損		
From continuing operations Basic	來自持續經營業務 基本		(2.45) cent分 (2.60) cent分
Diluted	攤薄		(2.45) cent分 (2.60) cent分

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
			(Restated)
			(經重列)
(Loss)/profit for the period	期內(虧損)/溢利	(84,961)	3,700
Other comprehensive income for the period	期內其他全面收益		
Exchange differences on translation of financial statements of entities outside the PRC	中國境外實體的財務報表換算所產生的匯兌差額	32,754	22,913
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(52,207)	26,613
Attributable to:	以下各項應佔：		
Equity holders of the Company	本公司權益持有人	(50,453)	27,664
Non-controlling interests	非控股權益	(1,754)	(1,051)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(52,207)	26,613
Total comprehensive (loss)/income for the period attributable to owners of the Company arise from:	本公司擁有人應佔來自以下各項的期內全面(虧損)/收益總額：		
Continuing operations	持續經營業務	(46,745)	(47,126)
Discontinued operation	已終止經營業務	(3,708)	74,790
		(50,453)	27,664

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2020 於2020年6月30日

			30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
		Notes 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	10	270,000	265,412
– Interests in leasehold land held for own use under operating leases	– 經營租賃項下持作自用之租賃土地權益		39,459	40,003
			309,459	305,415
Intangible assets	無形資產		172,725	1,148,477
Interest in an associate, net	於一間聯營公司之權益淨額		16,757	16,891
Prepayment for acquisition of intangible asset	收購無形資產之預付款項		17,576	17,576
Financial asset at fair value through profit or loss	按公允值列入損益之金融資產		582	571
			517,099	1,488,930
Current assets	流動資產			
Inventories	存貨	11	33,625	34,461
Trade and other receivables	貿易及其他應收款項	12	122,893	161,895
Time deposits	定期存款	13	45,670	44,790
Pledged bank deposits	已抵押銀行存款		–	40,000
Cash and cash equivalents	現金及現金等價物		33,117	28,198
			235,305	309,344
Assets associated with disposal group classified as held for sales	分類為持作出售之出售組合之相關資產	8	1,010,602	–
			1,245,907	309,344

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表(續)

As at 30 June 2020 於2020年6月30日

			30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Current liabilities	流動負債			
Contract liabilities	合約負債		16,786	16,022
Trade and other payables	貿易及其他應付款項	14	226,017	183,583
Bank and other borrowings	銀行及其他借貸	15	915,065	957,748
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債		443,431	445,219
Lease liabilities	租賃負債		3,179	1,866
Current taxation	本期稅項		20,927	21,079
			1,625,405	1,625,517
Liabilities associated with disposal group classified as held for sale	分類為持作出售之出售組合之相關負債	8	14,334	-
			1,639,739	1,625,517
Net current liabilities	流動負債淨額		(393,832)	(1,316,173)
Total assets	總資產		1,763,006	1,798,274
Total assets less current liabilities	總資產減流動負債		123,267	172,757
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借貸	15	62,206	64,706
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債		2,842	2,842
Lease liabilities	租賃負債		8,973	3,286
			74,021	70,834
NET ASSETS	資產淨值		49,246	101,923
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本		1	1
Reserves	儲備		54,335	105,257
Total equity attributable to equity holders of the Company	本公司權益持有人應佔權益總額		54,336	105,258
Non-controlling interests	非控股權益		(5,090)	(3,335)
TOTAL EQUITY	權益總額		49,246	101,923

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										Non- controlling interests 非控股	Total equity 權益總額
		Share capital 股本	Preferred share 優先股	Share premium 股份溢價	Exchange reserve 匯兌儲備	Statutory reserve 法定儲備	Merger reserve 合併儲備	Other reserve 其他儲備	Capital reserve 資本儲備	Accumulated losses 累計虧損	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	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2019 (Audited)	於2019年1月1日的結餘 (經審核)	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:	2019年的權益變動:												
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 within the Group outside the PRC	本集團中國境外旗下實體的財務 報表換算所產生的匯兌差額	-	-	-	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	以權益結算並以股份為基礎的交易	-	-	-	-	-	-	-	7,462	-	7,462	-	7,462
Shares purchased for share award scheme	根據股份獎勵計劃購入股份	-	-	-	-	-	-	-	(1,046)	-	(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	-	196,771
Balance at 31 December 2019 (Audited)	於2019年12月31日的結餘 (經審核)	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
Balance at 1 January 2020 (Audited)	於2020年1月1日的結餘 (經審核)	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
Changes in equity for 2020:	2020年的權益變動:												
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(83,677)	(83,677)	(1,754)	(85,431)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of entities within the Group outside the PRC	本集團中國境外旗下實體的財務 報表換算所產生的匯兌差額	-	-	-	32,754	-	-	-	-	-	32,754	-	32,754
Total comprehensive loss	全面虧損總額	-	-	-	32,754	-	-	-	-	(83,677)	(50,923)	(1,754)	(52,677)
Balance at 30 June 2020 (Unaudited)	於2020年6月30日的結餘 (未經審核)	1	276,131	1,759,103	89,676	88,206	8,256	281,800	14,750	(2,463,588)	54,335	(5,089)	49,246

Condensed Consolidated Statement of Cash Flow

簡明綜合現金流量表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Net cash generated/(used in) from operating activities	經營活動所得／(所用)現金淨額	28,138	(81,838)
Investing activities	投資活動		
Payment for purchases of property, plant and equipment	購買物業、廠房及設備所付款項	(2,723)	(30,166)
Payment for purchase of intangible assets	購買無形資產所付款項	(52)	(4,572)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	–	2,191
Interest received	已收取利息	1,000	1,837
Increase in pledged bank deposits	已抵押銀行存款增加	40,000	7,990
Refund of deposit received for proposed disposal of a subsidiary	就擬出售一間附屬公司所收取按金退款	–	(70,000)
Net cash generated/(used in) investing activities	投資活動所得／(所用)現金淨額	38,225	(92,720)
Financing activities	融資活動		
Proceeds from new bank loans	新借銀行貸款所得款項	542,000	529,000
Repayment of bank loans	償還銀行貸款	(585,000)	(548,086)
Proceeds from new other borrowings	新借其他借貸所得款項	5,250	24,969
Repayment of other borrowings	償還其他借貸	(7,500)	(59,902)
Proceeds from insurance of convertible bonds	發行可換股債券所得款項	–	227,750
Interest paid	已付利息	(29,664)	(29,991)
Shares purchase for the Share Award Scheme	根據股份獎勵計劃購入股份	–	(282)
Proceeds from issuance of corporate bond	發行公司債券所得款項	10,084	–
Costs of issuing corporate bond paid	已付發行公司債券的成本	(605)	–
Repayment of corporate bond	償還公司債券	(8,709)	–
Repayment of lease liabilities	償還租賃負債	(489)	–
Net cash (used in)/generated from financing activities	融資活動(所用)／所得現金淨額	(74,633)	143,458
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(8,270)	(31,100)
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	28,198	87,793
Effect of foreign exchange rate changes	匯率變動的影響	13,286	19,912
Cash and cash equivalents at 30 June	於6月30日的現金及現金等價物	33,214	76,605

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

1. PRINCIPAL ACTIVITIES OF REPORTING ENTITY

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 ("PRC").

The unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the condensed consolidated financial statements for the six months ended 30 June 2020 are consistent with those followed in the preparation of the Company's consolidated financial statements for the year ended 31 December 2019.

The Hong Kong Institute of Certified Public Accountants ("HKICPA") has issued a number of amendments to Hong Kong Financial Reporting Standards ("HKFRSs") that are first effective for the current accounting period of the Group as follows:

Amendments to Hong Kong Accounting Standards ("HKASs") 1 and HKAS 8	<i>Definition of Material</i>
Amendments to HKFRS 3	<i>Definition of a Business</i>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i>

1. 申報實體之主要業務

本集團主要於中華人民共和國（「中國」）從事研究與開發、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。

未經審核之簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十六之適用披露規定及香港會計準則第34號「中期財務報告」編製。

2. 主要會計政策

於截至2020年6月30日止六個月之簡明綜合財務報表內採用的會計政策與編製截至2019年12月31日止年度之本公司綜合財務報表時所採用者一致。

香港會計師公會（「香港會計師公會」）已頒佈並於本集團本會計期間首次生效的多項香港財務報告準則（「香港財務報告準則」）修訂如下：

香港會計準則（「香港會計準則」）第1號及香港會計準則第8號之修訂	<i>重大性之定義</i>
香港財務報告準則第3號之修訂	<i>業務之定義</i>
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號之修訂	<i>利率基準改革</i>

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

None of the developments have had a material effect on how the Group's results and financial position for the current period or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not effective for the current accounting period.

3. 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 resources allocation and performance assessment, the Group has presented the following one reportable segment:

- Proprietary products production and sales: revenue from production and sales of NT Pharma branded products and generic drugs.

(a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

- Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and expenses incurred specifically by those segments.
- The measure used for reporting segment operating profit is "operating profit" which is the profit from operations adjusted for items not specifically attributed to individual segments, such as other revenue, other net income/(loss), head office or corporate administration expenses.

2. 主要會計政策(續)

概無進展對本集團於本中期財務報告中編製或呈列於本期間或過往期間的業績及財務狀況有重大影響。本集團並無應用於本會計期間尚未生效的任何新訂準則或詮釋。

3. 分部報告

本集團按業務進行分類管理。本集團呈列下列一個可呈報分部，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：收益來自生產及銷售泰凌醫藥品牌產品及非專利藥品。

(a) 分部業績

為了評估分部表現及分配分部之間資源，本集團最高級行政管理人員按以下基準監控各可呈報分部的業績：

- 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的特定開支分配至可呈報分部。
- 報告分部經營溢利所採用的方法為「經營溢利」，即經營產生的溢利，就並無特定歸屬個別分部的項目(如其他收益、其他收入／(虧損)淨額、總部或公司行政開支)作出調整。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. SEGMENT REPORTING (Continued)

(a) Segment results (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resources allocation and assessment of segment performance for the six months ended 30 June 2020 and 2019 is set out below.

Continuing Operations

3. 分部報告(續)

(a) 分部業績(續)

截至2020年及2019年6月30日止六個月，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。

持續經營業務

		Proprietary products production and sales 自有產品生產及銷售	
		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年	2019 2019年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
			(Restated) (經重列)
Reportable segment revenue	可呈報分部收益	89,436	94,023
Cost of sales	銷售成本	(32,738)	(32,786)
Reportable segment gross profit	可呈報分部毛利	56,698	61,237
Reportable segment operating (loss)/profit	可呈報分部經營 (虧損)/溢利	(9,497)	12,373

Notes to the Condensed Consolidated Interim Financial Statements (Continued)
 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. SEGMENT REPORTING (Continued)

(b) Reconciliations of reportable segment revenue and profit

3. 分部報告(續)

(b) 可呈報分部收益與溢利對賬

		Continuing Operations 持續經營業務	
		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Revenue	收益		
Reportable segment revenue and consolidated revenue	可呈報分部收益及綜合收益	89,436	94,023
(Loss)/profit	(虧損)/溢利		
Reportable segment operating (loss)/profit	可呈報分部經營(虧損)/溢利	(9,497)	12,373
Unallocated head office and corporate expenses	未分配總部及公司開支	(16,634)	(30,165)
Other revenue/(loss)	其他收益/(虧損)	2,467	(2,613)
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	1,794	11
Other net gain/(loss)	其他收益/(虧損)淨額	551	(1,909)
Finance costs	融資成本	(27,047)	(22,127)
Share of (loss)/gain of an associate	分攤一間聯營公司(虧損)/收益	(133)	3
Consolidated loss before taxation	除稅前綜合虧損	(48,499)	(44,427)

Notes to the Condensed Consolidated Interim Financial Statements (Continued)
 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

4. OTHER REVENUE/(LOSS)

4. 其他收益／(虧損)

		Continuing Operations 持續經營業務	
		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Bank interest income	銀行利息收入	1,000	1,837
Other income/(loss)	其他收入／(虧損)	1,467	(4,450)
		2,467	(2,613)

5. OTHER NET GAIN/(LOSS)

5. 其他收益／(虧損)淨額

		Continuing Operations 持續經營業務	
		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Net exchange gain/(loss)	匯兌收益／(虧損)淨額	551	(1,909)
		551	(1,909)

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

6. 除稅前虧損

除稅前虧損已扣除下列各項：

		Continuing Operations	
		持續經營業務	
		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
			(Restated)
			(經重列)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	9,919	8,190
Amortisation of interests in leasehold land held for own use under operating leases	經營租賃項下持作自用的租賃土地權益之攤銷	1,480	457
Amortisation of intangible assets	無形資產之攤銷	273	405
Asset impairment losses:	資產減值虧損：		
– inventories	– 存貨	158	79
– trade debtors	– 貿易應收賬款	762	10,928
Operating lease charges in respect of properties	有關物業之經營租賃費用	–	6,719
Cost of inventories sold	已售存貨成本	32,738	32,786
Reversal of impairment for inventories	存貨減值撥回	(502)	(340)
Reversal of impairment for trade debtors	貿易應收賬款減值撥回	(6,815)	(5,237)

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

7. INCOME TAX EXPENSE

7. 所得稅開支

		Continuing Operations 持續經營業務	
		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Current tax – PRC Income Tax	本期稅項 – 中國所得稅		
Provision for the period	期內撥備	–	50
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時性差額產生及撥回	–	–
Income tax expense	所得稅開支	–	50

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% (2019: 16.5%). No income tax provision is made for the Hong Kong subsidiaries for the six months ended 30 June 2020, as these subsidiaries either derived no income subject to Hong Kong profits tax or sustained losses for Hong Kong profits tax purpose.

For the six months ended 30 June 2020, the Company’s subsidiaries in PRC are subject to a statutory income tax rate of 25% (2019: 25%), except that Suzhou First Pharmaceutical Co., Ltd. is subject to income tax rate of 15% (2019: 15%).

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%(2019年：16.5%)稅率繳納香港利得稅。截至2020年6月30日止六個月，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產生虧損，故並無就香港附屬公司計提所得稅撥備。

截至2020年6月30日止六個月，本公司在中國之附屬公司須按25%(2019年：25%)稅率繳納法定所得稅，而蘇州第壹製藥有限公司之所得稅率為15%(2019年：15%)。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)
 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

(a) The loss for the periods ended 30 June 2020 and 2019 from discontinued operation is analysed as follows:

8. 已終止經營業務及分類為持作出售的出售組合

(a) 已終止經營業務截至2020年及2019年6月30日止期間的虧損分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Revenue	收益	64,375	92,032
Cost of sales	銷售成本	(13,920)	(19,394)
Gross profit	毛利	50,455	72,638
Other gains, net	其他收益淨額	1,613	643
Selling and distribution expenses	銷售及分銷開支	(76,321)	(13,019)
Administrative expenses	行政開支	(5,148)	(2,935)
(Loss)/profit from discontinued operation	已終止經營業務(虧損) / 溢利	(29,401)	57,327
Finance costs	融資成本	(7,061)	(9,150)
(Loss)/profit before taxation	除稅前(虧損) / 溢利	(36,462)	48,177
Income tax	所得稅	-	-
(Loss)/profit for the period from discontinued operation	期內已終止經營業務(虧損) / 溢利	(36,462)	48,177

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

(b) The major classes of assets and liabilities of the disposal group classified as held for sale as at 30 June 2020 (2019: nil) are as follows:

8. 已終止經營業務及分類為持作出售的出售組合(續)

(b) 於2020年6月30日，分類為持作出售的出售組合資產及負債的主要分類(2019年：無)如下：

		30 June 2020 2020年 6月30日 RMB'000 人民幣千元
Assets	資產	
Intangible assets	無形資產	1,002,823
Trade and other receivables	貿易及其他應收款項	7,682
Cash at banks and in hand	銀行及手頭現金	97
Assets associated with the disposal group classified as held for sales	分類為持作出售之出售組合之相關資產	1,010,602
Liabilities	負債	
Trade and other payables	貿易及其他應付款項	14,334
Liabilities associated with the disposal group classified as held for sales	分類為持作出售之出售組合之相關負債	14,334

9. (LOSS)/EARNINGS PER SHARE

(a) Basic loss per Share

The calculation of basic earnings per share is based on the loss attributable to the equity holders of the Company for the six months ended 30 June 2020 of RMB83,207,000 (2019: profit of RMB4,751,000) and the weighted average number of 1,904,635,472 (2019: 1,668,682,310) ordinary Shares in issue during the period.

9. 每股(虧損)/盈利

(a) 每股基本虧損

每股基本盈利計算乃根據截至2020年6月30日止六個月的本公司權益持有人應佔虧損人民幣83,207,000元(2019年：溢利人民幣4,751,000元)及期內發行的普通股的加權平均數1,904,635,472股(2019年：1,668,682,310股)。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

9. (LOSS)/EARNINGS PER SHARE (Continued)

(b) Diluted loss per Share

The calculation of fully diluted earnings per Share is based on loss for the six months ended 30 June 2020 of RMB83,207,000 (2019: profit of RMB4,751,000) and the weighted average number of 1,904,635,472 (2019: 1,668,682,310) ordinary Shares in issue after adjusting for the effect of all dilutive potential ordinary Shares.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group acquired buildings under construction and land use rights with total net book value of RMB2,723,000 (2019: RMB21,536,000) and incurred RMB52,000 (2019: RMB92,000) on acquiring machineries and equipment.

11. INVENTORIES

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Raw materials	原材料	9,491	7,735
Finished goods	製成品	24,134	26,726
		33,625	34,461

9. 每股(虧損)/盈利(續)

(b) 每股攤薄虧損

計算完全攤薄之每股盈利乃基於截至2020年6月30日止六個月虧損人民幣83,207,000元(2019年:溢利人民幣4,751,000元)及已發行普通股加權平均數1,904,635,472股(2019年:1,668,682,310股),並就所有可能攤薄普通股之影響作出調整。

10. 物業、廠房及設備

於截至2020年6月30日止六個月,本集團收購賬面總淨值為人民幣2,723,000元(2019年:人民幣21,536,000元)之在建樓宇及土地使用權,以及在收購機器及設備方面產生人民幣52,000元(2019年:人民幣92,000元)。

11. 存貨

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

12. TRADE AND OTHER RECEIVABLES

12. 貿易及其他應收款項

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Trade debtors and bills receivable	貿易應收賬款及應收票據	647,790	683,953
Less: Allowance for doubtful debts	減：呆賬撥備	(620,508)	(620,373)
		27,282	63,580
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	95,611	98,315
		122,893	161,895

As at 30 June 2020, RMB4,604,000 (31 December 2019: RMB797,000) of the Group's trade and other receivables were used for securing certain banking facilities.

於2020年6月30日，本集團就若干銀行融資以本集團的貿易及其他應收款項人民幣4,604,000元（2019年12月31日：人民幣797,000元）作抵押。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

12. TRADE AND OTHER RECEIVABLES (Continued)

Trade debtors are normally due within 30 to 240 days from the date of billing. Included in trade and other receivables are trade debtors and bills receivable (net of allowance for doubtful debts) with the following ageing analysis, based on the billing date of invoice, as at the date of the statement of financial position:

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Within 3 months	三個月內	20,903	61,502
More than 3 months but within 6 months	超過三個月但於六個月內	3,948	1,689
More than 6 months but within 1 year	超過六個月但於一年內	2,236	389
More than 1 year but within 2 years	超過一年但於兩年內	195	-
		27,282	63,580

13. PLEDGED BANK DEPOSITS

As at 30 June 2020, none of the Group's bank deposits (31 December 2019: RMB40.0 million) were pledged to banks mainly to secure certain bank loans.

12. 貿易及其他應收款項(續)

貿易應收賬款一般於開立賬單後30日至240日到期支付。於財務狀況表日期，貿易及其他應收款項包括貿易應收賬款及應收票據(經扣除呆賬撥備)按發票開立日期之賬齡分析如下：

13. 已抵押銀行存款

於2020年6月30日，本集團概無銀行存款(2019年12月31日：人民幣40.0百萬元)被抵押於銀行，主要用作獲取若干銀行貸款。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

14. TRADE AND OTHER PAYABLES

All the trade and other payables are expected to be settled within one year or are repayable on demand.

14. 貿易及其他應付款項

預期所有貿易及其他應付款項於一年內或須按要求償還。

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Trade creditors	貿易應付款項	13,132	27,727
Bills payable	應付票據	7,010	7,010
Total trade creditors and bills payable	貿易應付款項及 應付票據總額	20,142	34,737
Accrued staff costs	應付員工成本	2,279	2,714
Construction cost payable	應付建築成本	20,105	20,105
Considerations payable	應付代價	6,000	6,000
Other payables and accruals	其他應付款項及應計費用	177,491	120,027
		226,017	183,583

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

14. TRADE AND OTHER PAYABLES (Continued)

Included in trade and other payables are trade creditors and bills payable with the following ageing analysis, based on the date of invoice, as at the date of the statement of financial position:

14. 貿易及其他應付款項(續)

於財務狀況表日期，貿易及其他應付款項包括貿易應付款項及應付票據按發票日期的賬齡分析如下：

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Within 3 months	三個月內	15,320	25,612
More than 3 months but within 6 months	超過三個月但於六個月內	43	1,069
More than 6 months but within 1 year	超過六個月但於一年內	473	5,180
More than 1 year	超過一年	4,306	2,876
		20,142	34,737

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

15. BANK AND OTHER BORROWINGS

As at 30 June 2020, the bank and other borrowings comprised:

15. 銀行及其他借貸

於2020年6月30日，銀行及其他借貸包括：

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Bank borrowings	銀行借貸	745,397	791,545
Other borrowings	其他借貸	231,874	230,909
		977,271	1,022,454
Secured	有抵押	813,460	753,999
Unsecured	無抵押	163,811	268,455
		977,271	1,022,454

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

15. BANK AND OTHER BORROWINGS (Continued)

As at 30 June 2020, the banking facilities were secured by certain assets of the Group as follows:

15. 銀行及其他借貸(續)

於2020年6月30日，銀行融資以本集團若干資產作如下抵押：

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Fixed assets	固定資產	269,500	270,271
Trade receivables	貿易應收款項	4,604	797
Pledged bank deposits	已抵押銀行存款	-	40,000
		274,104	311,068

16. 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 condensed consolidated statement of changes in equity.

(b) Dividend

No dividend was declared or paid by the Company during the six months ended 30 June 2020.

16. 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期初至期末結餘間的對賬乃載於簡明綜合權益變動表。

(b) 股息

截至2020年6月30日止六個月，本公司概無宣派或支付股息。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

16. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital

A summary of movements in the Company's issued share capital during the period ended 30 June 2020 is as follows:

16. 股本、儲備及股息(續)

(c) 股本

截至2020年6月30日止期間，本公司已發行股本變動概述如下：

		No. of shares 股份數目 '000 千股	Amount 金額 RMB'000 人民幣千元
Ordinary shares, issued and fully paid:	普通股，已發行及繳足：		
At 1 January 2020 (audited) (i) (ii) (iii) & (iv)	於2020年1月1日 (經審核)(i)(ii)(iii)及(iv)	1,904,636	1
Issue of ordinary shares upon conversion of convertible bonds	轉換可換股債券時發行普通股	—	—
At 30 June 2020 (unaudited)	於2020年6月30日 (未經審核)	1,904,636	1

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

16. 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 shares of US\$0.00000008 each and one share was issued at par upon incorporation.
- (ii) The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.
- (iii) On 14 January 2015, the Company issued 216,391,300 new shares with a nominal value of US\$0.00000008, at a price of HK\$1.050 per share. Net proceeds from share issue, after deduction of issuing expenses, amounted to RMB176,188,000.
- (iv) On 1 July 2015, the Company issued 259,650,000 new shares with a nominal value of US\$0.00000008, at a price of HK\$1.860 per share. Net proceeds from share issue, after deduction of issuing expenses, amounted to RMB377,060,000.
- (v) During the six months ended 30 June 2017, share options to subscribe for 329,166 shares were exercised, for which RMB0.18 was credited to share capital and the balance of RMB336,000 was credited to the share premium account.
- (vi) On 13 June 2017, upon completion of a placing pursuant to a placing agreement dated 19 April 2017 entered into between the Company and Shenwan Hongyuan Securities (H.K.) Limited as the placing agent, the Company issued 294,659,500 redeemable convertible preference shares with a nominal value of US\$0.00000008, at a price of HK\$1.83 per share. Net proceeds from the share issue, after deduction of issuing expenses, amounted to RMB468,006,000.

16. 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，其法定股本為50,100美元，分為626,250,000股每股0.00000008美元之股份以及一股股份於註冊成立時按面值發行。
- (ii) 普通股持有人有權收取不時宣派之股息以及有權於本公司股東大會上每持有一股可投一票。所有普通股與本公司餘下資產享有同等地位。
- (iii) 於2015年1月14日，本公司以價格每股1.050港元發行216,391,300股每股面值0.00000008美元的新股份。股份發行所得款項淨額(經扣除發行開支)為人民幣176,188,000元。
- (iv) 於2015年7月1日，本公司以價格每股1.860港元發行259,650,000股每股面值0.00000008美元的新股份。股份發行所得款項淨額(經扣除發行開支)為人民幣377,060,000元。
- (v) 截至2017年6月30日止六個月，認購329,166股股份之購股權已獲行使，並已就該等購股權將人民幣0.18元計入股本，而餘額人民幣336,000元計入股份溢價賬。
- (vi) 於2017年6月13日，待根據本公司與申萬宏源證券(香港)有限公司(作為配售代理)於2017年4月19日訂立的配售協議完成配售事項後，本公司以每股1.83港元的價格發行294,659,500股每股面值0.00000008美元的可贖回可換股優先股。股份發行所得款項淨額(經扣除發行開支)為人民幣468,006,000元。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

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.

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.

17. 以權益結算並以股份為基礎交付的交易

NT Pharma Holdings Company Limited (“**NT Holdings**”) 推行一項於2009年9月18日採納之購股權計劃 (“**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。

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。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The Company adopted a share award scheme (the “Share Award Scheme”) on 11 January 2012 which was subsequently terminated on 6 March 2014.

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 options under the 2014 Share Option Scheme vest immediately and after one to three years from the date of grant and are exercisable for a period of ten years following the date of grant.

17. 以權益結算並以股份為基礎交付的交易(續)

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。

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標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起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%。根據2014年購股權計劃，購股權即時及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。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

On 10 November 2014, the Company granted 2,800,000 share options to employees under the 2014 Share Option Scheme. Each share option entitles the holder to subscribe for one share of US\$0.00000008 of the Company at an exercise price of HK\$1.25.

(a) The terms and conditions of the grants (after modification)

17. 以權益結算並以股份為基礎交付的交易(續)

於2014年11月10日，本公司根據2014年購股權計劃向僱員授出2,800,000份購股權。每份購股權可使其持有人有權以行使價1.25港元認購一股本公司每股面值0.00000008美元股份。

(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：			
- On 1 July 2010 - 於2010年7月1日	3,227,325	Exercisable in 3 equal tranches from 1 July each year from 2011 to 2013 由2011年至2013年，每年7月1日，分3批相同數量行使	On or prior to 30 June 2020 於2020年6月30日或之前
- On 15 January 2015 - 於2015年1月15日	8,000,000	Vesting of the option is conditional upon the performance of the participant. Options granted are vested in 3 equal tranches from 15 January each year from 2016 to 2018 購股權之歸屬視參與者表現而定。授予之購股權由2016年至2018年，每年1月15日，分3批相同數量歸屬	On or prior to 14 January 2025 於2025年1月14日或之前
	11,227,325		

Notes to the Condensed Consolidated Interim Financial Statements (Continued)
 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

**17. EQUITY-SETTLED SHARE-BASED
 TRANSACTIONS (CONTINUED)**

(a) The terms and conditions of the grants
 (after modification) (continued)

**17. 以權益結算並以股份為基
 礎交付的交易(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：			
- On 1 July 2010 - 於2010年7月1日	1,522,675	Exercisable in 3 equal tranches from 1 July each year from 2011 to 2013 由2011年至2013年， 每年7月1日，分3批相同數量行使	On or prior to 30 June 2020 於2020年6月30日 或之前
- On 1 September 2010 - 於2010年9月1日	800,000	Exercisable in 3 equal tranches from 1 September each year from 2011 to 2013 由2011年至2013年， 每年9月1日，分3批相同數量行使	On or prior to 31 August 2020 於2020年8月31日 或之前
- On 1 November 2010 - 於2010年11月1日	1,000,000	Exercisable in 3 equal tranches from 1 November each year from 2011 to 2013 由2011年至2013年， 每年11月1日，分3批相同數量行使	On or prior to 31 October 2020 於2020年10月31日 或之前
- On 17 December 2010 - 於2010年12月17日	600,000	Exercisable in 3 equal tranches from 17 December each year from 2011 to 2013 由2011年至2013年， 每年12月17日，分3批相同數量行使	On or prior to 16 December 2020 於2020年12月16日 或之前
- On 10 November 2014 - 於2014年11月10日	487,500	Immediate from the date of grant 緊隨授出日期	On or prior to 9 November 2024 於2024年11月9日 或之前
- On 10 November 2014 - 於2014年11月10日	1,462,500	Exercisable in 3 equal tranches from 10 November each year from 2015 to 2017 由2015年至2017年， 每年11月10日，分3批相同數量行使	On or prior to 9 November 2024 於2024年11月9日 或之前

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The terms and conditions of the grants
(after modification) (continued)

17. 以權益結算並以股份為基 礎交付的交易(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
- On 10 November 2014 - 於2014年11月10日	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 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，每年11月10日，分3批相同數量歸屬	On or prior to 9 November 2024 於2024年11月9日或之前
- On 15 January 2015 - 於2015年1月15日	1,200,000	Vesting of the option is conditional upon the performance of the participants 購股權之歸屬視參與者表現而定	On or prior to 14 January 2025 於2025年1月14日或之前
	7,922,675		
Options granted to consultants: 授予顧問的購股權：			
- On 15 January 2015 - 於2015年1月15日	9,000,000	Vesting of the option is conditional upon the performance of the participants 購股權之歸屬視參與者表現而定	On or prior to 14 January 2025 於2025年1月14日或之前
	28,150,000		

Notes to the Condensed Consolidated Interim Financial Statements (Continued)
 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) The number and weighted average exercise prices of share options

		At 30 June 2020 於2020年6月30日		At 31 December 2019 於2019年12月31日	
		Weighted average exercise price 加權平均行使價	Weighted Number of options 購股權加權數目	Weighted average exercise price 加權平均行使價	Weighted Number of options 購股權加權數目
Outstanding at the beginning of the year	年初尚未行使	US\$0.16 0.16美元	22,016,666	US\$0.17 0.17美元	24,015,740
Lapsed during the period/year	期/年內失效	-	-	US\$0.20	(1,999,074)
Outstanding at the end of the period/year	期/年末尚未行使	US\$0.16 0.16美元	22,016,666	US\$0.16 0.16美元	22,016,666
Exercisable at the end of the period/year	期/年末可予行使	US\$0.16 0.16美元	22,016,666	US\$0.16 0.16美元	22,016,666

The share options outstanding at 30 June 2020 under the Pre-IPO Share option Scheme and 2015 Share Option Scheme had exercise price of US\$0.20 (2019: US\$0.20) and ranged from US\$0.16 to US\$0.20 (2019: ranged from US\$0.16 to US\$0.20) respectively and weighted average remaining contractual life of 0.5 years (2019: 1 year) and 3.5 years (2019: 4.5 years), respectively.

17. 以權益結算並以股份為基礎交付的交易(續)

(b) 購股權數目及加權平均行使價

於2020年6月30日，根據首次公開發售前購股權計劃及2015年購股權計劃尚未行使購股權之行使價分別為0.20美元(2019年：0.20美元)及介乎0.16美元至0.20美元(2019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0.5年(2019年：1年)及3.5年(2019年：4.5年)。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(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 shall be incorporated into the Binomial lattice model.

17. 以權益結算並以股份為基礎交付的交易(續)

(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。

Fair value of share options and assumptions	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 於計量日期的公允值	US\$0.14 0.14美元	US\$0.16 0.16美元	US\$0.14 0.14美元	US\$0.22 0.22美元	US\$0.22 0.22美元	US\$0.16 0.16美元	US\$0.18 0.18美元	HK\$0.87 0.87港元	HK\$0.67 0.67港元
Share price 股價	US\$0.24 0.24美元	US\$0.28 0.28美元	US\$0.24 0.24美元	US\$0.34 0.34美元	US\$0.34 0.34美元	US\$0.34 0.34美元	US\$0.34 0.34美元	HK\$1.24 1.24港元	HK\$1.20 1.20港元
Exercise price 行使價	US\$0.20 0.20美元	US\$0.20 0.20美元	US\$0.20 0.20美元	US\$0.20 0.20美元	US\$0.20 0.20美元	US\$0.20 0.20美元	HK\$3.18 3.18港元 (70% of the Offer Price) (發售價之70%)	HK\$1.25 1.25港元	HK\$1.23 1.23港元
Expected volatility 預期波動	58.46%	58.23%	58.00%	59.51%	58.94%	53.10%	57.19%	61.66%	74.90%
Option life 購股權年期	10 years 10年	10 years 10年	10 years 10年	10 years 10年	10 years 10年	10 years 10年	10 years 10年	10 years 10年	10 years 10年
Expected dividend yield 預期股息收益率	0%	0%	0%	0%	0%	0%	0%	0%	0%
Risk-free interest rate 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 Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

17. 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 subjective 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.

17. 以權益結算並以股份為基 礎交付的交易(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。

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

18. COMMITMENTS

- (a) Capital commitments outstanding at 30 June 2020 not provided for in the consolidated financial statements were as follows:

18. 承擔

- (a) 下表載列於2020年6月30日於綜合財務報表內並無撥備的未清償資本承擔：

		The Group 本集團	
		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Contracted but not provided for	已訂約但未撥備		
– investment in an associate	– 於一間聯營公司之 投資	20,000	20,000
– intangible assets: Teriparatide	– 無形資產：特立帕肽	–	156,965
		20,000	176,965

Notes to the Condensed Consolidated Interim Financial Statements (Continued)
 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

18. COMMITMENTS (CONTINUED)

(b) At 30 June 2020, the Group had total future minimum lease payments under non-cancellable operating leases as follows:

18. 承擔(續)

(b) 於2020年6月30日，本集團於不可解除經營租賃項下的日後最低租賃付款總額如下：

		The Group 本集團	
		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 year	一年以內	585	2,877
		585	2,877

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 Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

19. CONTINGENT LIABILITIES

The Group has no outstanding litigations or contingent liabilities up to the date of this report.

20. MATERIAL RELATED PARTY TRANSACTIONS

During the six months ended 30 June 2020, transactions with the following parties were considered to be related party transactions:

19. 或有負債

本集團直至本報告日期並無未了結訴訟或或有負債。

20. 主要關連方交易

截至2020年6月30日止六個月，與以下各方的交易被視為關連方交易：

Name of related party 關連方姓名／名稱	Relationship with the Group 與本集團的關係
Mr. Ng Tit and Ms. Chin Yu 吳鐵先生與錢余女士	Directors of the Company, beneficial holders of the Company's 21.15% equity interest 本公司董事，本公司21.15%股權之實益持有人
NT Holdings	Holding company of the Group prior to the Reorganisation 於重組前為本集團的控股公司

Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2020 截至2020年6月30日止六個月

20. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees, is as follows:

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term employee benefits	短期僱員福利	1,950	11,864
		1,950	11,864

21. NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

The Group had no significant non-adjusting events subsequent to 30 June 2020.

20. 主要關連方交易(續)

主要管理人員薪酬

下表載列本集團主要管理人員的薪酬，包括已付本公司董事及若干最高薪酬僱員的薪酬：

21. 報告期後非調整事項

本集團於2020年6月30日後並無重大非調整事項。



中国泰凌医药集团
CHINA NT PHARMA GROUP