



2020
Annual Report
年度報告



Hepalink

深圳市海普瑞药业集团股份有限公司
Shenzhen Hepalink Pharmaceutical Group Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號: 9989

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Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. Li Li (*Chairman*)
 Ms. Li Tan (*Deputy General Manager*)
 Mr. Shan Yu (*General Manager*)
 Mr. Sun Xuan (*Vice Chairman*)

Non-executive Director

Mr. Bu Haihua (re-designated as Non-executive Director on August 31, 2020)

Independent Non-executive Directors

Dr. Lu Chuan
 Mr. Chen Junfa
 Mr. Wang Zhaohui

Joint Company Secretaries

Ms. Tan Xuan (appointed on September 18, 2020)
 Ms. Chan Sze Ting (*ACG and ACS*)

Authorized Representatives

Ms. Tan Xuan (appointed on September 18, 2020)
 Ms. Chan Sze Ting

Supervisors

Mr. Zheng Zehui (*Chairman*)
 Ms. Tang Haijun
 Ms. Su Jilan (*Employee Supervisor*)

Strategy Committee

Mr. Li Li (*Chairman*)
 Ms. Li Tan
 Dr. Lu Chuan

Remuneration and Evaluation Committee

Mr. Wang Zhaohui (*Chairman*)
 Mr. Chen Junfa
 Mr. Li Li

Audit Committee

Mr. Chen Junfa (*Chairman*)
 Dr. Lu Chuan
 Mr. Wang Zhaohui

董事會

執行董事

李鋌先生(*董事長*)
 李坦女士(*副總經理*)
 單宇先生(*總經理*)
 孫暄先生(*副董事長*)

非執行董事

步海華先生(於二零二零年八月三十一日獲調任為非執行董事)

獨立非執行董事

呂川博士
 陳俊發先生
 王肇輝先生

聯席公司秘書

談煊女士(於二零二零年九月十八日獲委任)
 陳詩婷女士(*ACG及ACS*)

授權代表

談煊女士(於二零二零年九月十八日獲委任)
 陳詩婷女士

監事

鄭澤輝先生(*主席*)
 唐海均女士
 蘇紀蘭女士(*職工監事*)

戰略委員會

李鋌先生(*主席*)
 李坦女士
 呂川博士

薪酬與考核委員會

王肇輝先生(*主席*)
 陳俊發先生
 李鋌先生

審計委員會

陳俊發先生(*主席*)
 呂川博士
 王肇輝先生

Corporate Information 公司資料

Nomination Committee

Dr. Lu Chuan (*Chairman*)
Mr. Li Li
Mr. Chen Junfa

Registered Office

No. 21 Langshan Road
Nanshan District, Shenzhen
People's Republic of China

Headquarters and Principal Place of Business in the PRC

No. 21 Langshan Road
Nanshan District, Shenzhen
People's Republic of China

Principal Place of Business in Hong Kong

Room 4724, 47th Floor, Sun Hung Kai Center
30 Harbour Road, Wan Chai
Hong Kong

Principal Banks

China Merchants Bank, Shenzhen Branch

China Merchants Bank Tower
No. 7088 Shennan Boulevard
Shenzhen, China

Bank of China, Shenzhen Branch

2022 Jianshe Road, Luohu District
Shenzhen, China

The Hongkong and Shanghai Banking Corporation Limited

1 Queen's Road Central
Hong Kong

提名委員會

呂川博士(主席)
李鋰先生
陳俊發先生

註冊辦事處

中華人民共和國
深圳市南山區
朗山路21號

總部及中國主要營業地點

中華人民共和國
深圳市南山區
朗山路21號

香港主要營業地點

香港
灣仔港灣道30號
新鴻基中心47樓4724室

主要往來銀行

招商銀行深圳分行

中國深圳市
深南大道7088號
招商銀行大廈

中國銀行深圳分行

中國深圳
羅湖區建設路2022號

香港上海滙豐銀行有限公司

香港
皇后大道中1號

Corporate Information 公司資料

Compliance Adviser

Somerley Capital Limited
20/F, China Building
29 Queen's Road Central
Hong Kong

Hong Kong Legal Adviser

Davis Polk & Wardwell

18/F, The Hong Kong Club Building
3A Chater Road
Hong Kong

PRC Legal Adviser

Beijing Zhonglun (Shenzhen) Law Firm

8-10/F, Tower A, Rongchao Tower
6003 Yitian Road, Futian District
Shenzhen

H Share Registrar

Tricor Investor Services Limited

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

Stock Code

A Shares: 002399 (Shenzhen Stock Exchange)
H Shares: 9989 (Hong Kong Stock Exchange)

Website of the Company

www.hepalink.com

合規顧問

新百利融資有限公司
香港
皇后大道中29號
華人行20樓

香港法律顧問

達維律師事務所

香港
遮打道3A號
香港會所大廈18樓

中國法律顧問

北京市中倫(深圳)律師事務所

深圳市
福田區益田路6003號
榮超中心A棟8-10層

H股證券登記處

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

股票代碼

A股：002399(深圳證券交易所)
H股：9989(香港聯合交易所)

公司網站

www.hepalink.com

Financial Highlights 財務摘要

Results of operations 經營業績

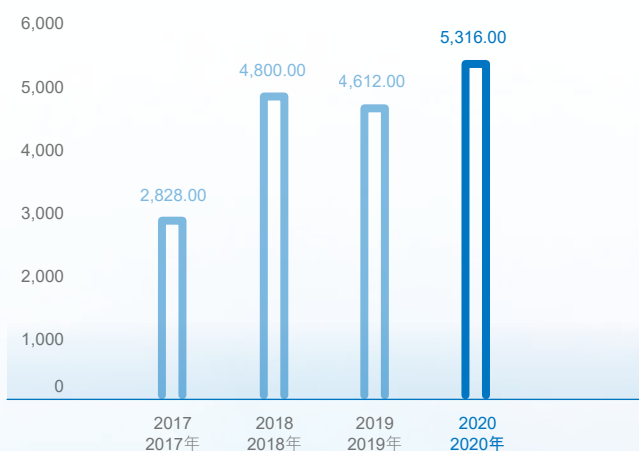
RMB'000 人民幣千元		2017 2017年	2018 2018年	2019 2019年	2020 2020年
Revenue	營業額	2,828,225	4,799,807	4,612,105	5,315,685
Profit before tax	除稅前溢利	157,085	765,207	1,315,280	1,327,836
Profit attributable to owners of the Company for the year	年度本公司擁有人應佔溢利	238,904	640,194	1,059,700	1,024,210
Basic earnings per share	每股基本盈利	0.19	0.51	0.85	0.76

Asset information 資產狀況

RMB'000 人民幣千元		2017 2017年	2018 2018年	2019 2019年	2020 2020年
Total assets	資產總額	14,208,856	13,844,278	15,351,947	19,025,895
Total liabilities	負債總額	6,155,087	7,567,945	7,880,073	7,336,905
Equity attributable to shareholders of the Company	歸屬於本公司股東權益	7,832,164	6,099,612	7,348,360	11,569,392
Share capital	股本	1,247,202	1,247,202	1,247,202	1,467,296

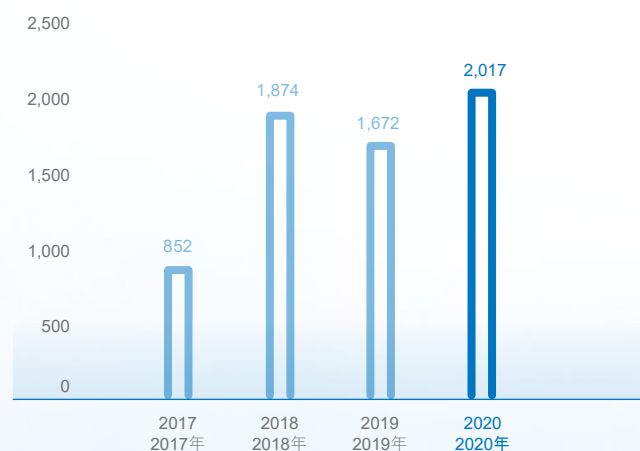
Revenue 營業額

RMB'000,000 人民幣百萬元



Gross profit 毛利

RMB'000,000 人民幣百萬元



The Group's financial statements for years 2016 and before were prepared in accordance with the PRC GAAP and were not prepared in accordance with the IFRS. If the investor needs the relevant information, please visit the website at <http://www.cninfo.com.cn>

二零一六年度及以前的集團財務報表按照中國公認會計準則編製，未按照《國際財務報告準則》編製。若投資者需要相關數據，可訪問網站：<http://www.cninfo.com.cn>

Chairman's Statement 董事長致辭



Li Li Chairman
李鋸 董事長

Dear shareholders:

On behalf of the Board of directors (the “**Board**”) of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (the “**Company**”, or “**Hepalink**”), I am pleased to announce the satisfactory audited annual results of the Company and its subsidiaries (the “**Group**”, “**we**”, “**our**” or “**us**”) for the year ended December 31, 2020 (the “**Reporting Period**”).

The sudden and persistent outbreak of the COVID-19 in 2020 was a huge crisis facing the entire world. Meanwhile, the year 2020 was also a challenging year that could intensively review our internal management systems and crisis response capabilities. Even in the face of the ongoing COVID-19 pandemic and the difficult operating environment, Hepalink forged ahead despite difficulties, and built up and extended its firm foundation, with the overall revenue growth of approximately 15.3%. During the year, the Group's business revenue amounted to RMB5.32 billion, of which revenue from the finished dose pharmaceutical products business increased by more than 20% year-on-year and the sales volume maintained double-digit growth. In 2020, the Group's profit fell by 1.9% to RMB1.02 billion as compared to 2019, and earnings per share calculated on the same basis was RMB0.76.

The year 2020 was an extraordinary year for Hepalink. First, the successful listing of Hepalink's H shares on the Main Board of the Hong Kong Stock Exchange marked a new stage for the Group and once again represented the high recognition of our development by the capital market, another important

致尊敬的股東：

本人謹代表深圳市海普瑞藥業集團股份有限公司(「本公司」、「公司」或「海普瑞」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」或「我們」)截至二零二零年十二月三十一日止年度(「報告期」)之經審計全年業績，表現令人滿意。

二零二零年突如其來及持久不退的新型冠狀病毒肺炎是全球共同面臨的一個巨大危機，同時，是對我們極具挑戰而又能深切檢視內部管理體系、危機應對能力的一年。即使面對疫情肆虐及艱難的經營環境，海普瑞迎難而上，砥礪前行，鞏固及延續了多年來的根基，整體收入錄得約15.3%的增長。回顧年內，本集團的業務收入共計實現人民幣53.2億元，其中製劑業務收入同比增長逾兩成，銷量保持雙位數增長。本集團二零二零年利潤較二零一九年下降1.9%至人民幣10.2億元，按同樣基準下的每股盈利為人民幣0.76元。

二零二零年對於海普瑞是意義非凡的一年。首先，海普瑞H股成功於香港交易所主板上市標誌著本集團已進入一個新的階段，也再一次代表著資本市場對我們發展的高度認可，

Chairman's Statement 董事長致辭

milestone in the history of 30 years' development of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. With respect to new drug R&D, the Group continued to increase R&D investment, rapidly sped up clinical trials of the drugs under development and had made remarkable clinical progress in a number of innovative drug projects during the year, including the initiation of phase III clinical trial and completion of the first administration in respect of Oregovomab, an innovative patented drug for the treatment of ovarian cancer, and the granting of Breakthrough Therapy Designation and of the approval for the clinical plan for pivotal phase III by the FDA for RVX-208 in February and August 2020, respectively. Regarding finished dose pharmaceutical products, we were approved by FDA as a well-known multinational generic drug company supplying enoxaparin sodium injection and recorded sales during the year; meanwhile, we became the first enterprise having our enoxaparin sodium injection of all five strengths pass the consistency evaluation in China, exerting a positive effect on our future expansion into the domestic market.

Given the uncertain global macro and economic environment and possible resulting effects in 2021, the Group expects a continued challenging operating environment. Although vaccination programs have been initiated in various countries, the effects of the pandemic will linger to 2021 as it takes time to get vaccination programs up and running and the pandemic may not dissipate in the near future. However, we are confident in accomplishing our goals for 2021 and Hepalink's future strategic vision. In 2021, Hepalink will seek extensive development strategically focusing on "innovation" and "internationalization", make every effort to boost the sales of finished dose pharmaceutical products on the global market and accelerate the progress of a number of new drugs that have been at phase III and critical clinical phase. In future, we will actively promote the commercialization of new drugs, accelerate the progress of our clinical trial programs, and unlock more value for our shareholders; at the same time, we will make in-depth plan on our next-generation product lines to further strengthen the Company's competitive advantage in the future. In addition, the Group will adjust the business plans promptly in response to the situation, keep a close eye on the market and industry development trends, continuously optimize the allocation of resources and strengthen the basic management to achieve long-term stable and sustainable development, continue to enhance the core competitiveness of the Group and continuously create and improve the investment value and return for the shareholders.

On behalf of the Directors, I would like to take this opportunity to express my sincere gratitude to the management and all talents, who are a key element contributing to the success of the Group, for their dedication, close teamwork, devotion and contribution, and to all our shareholders, customers and business partners for their unwavering support. We will continue to leverage our advantageous position to increase our influence as a global leading pharmaceutical operator and seek excellence, in order to create investment value for our stakeholders.

Chairman

Li Li

March 29, 2021

這是深圳海普瑞藥業集團股份有限公司成立第三十個年頭的另一個重要里程碑。新藥研發方面，本集團繼續加大研發投入，迅速推進在研藥物的臨床進度，在年內多個創新藥項目取得突破性臨床進展，治療卵巢癌創新專利藥Oregovomab啟動III期臨床試驗及完成首例給藥，RVX-208於二零二零年二月及八月分別先後得到美國FDA突破性療法確認及批准關鍵性III期臨床方案。製劑方面，我們的依諾肝素鈉注射液先是得到美國FDA的批准，成為一家跨國知名仿製藥企的供應商，更於年內錄得銷售；同時，我們依諾肝素鈉注射液全部五個規格亦成為首個獲得中國一致性評價批准，對我們日後拓展內地市場起了正面積極作用。

二零二一年，全球宏觀及經濟環境充滿諸多不確定因素，影響未明，本集團預期經營環境仍然非常挑戰及嚴峻。儘管各國都已展開疫苗接種計劃，但接種計劃需時且疫情或無法於短期內消散，其影響將於二零二一年持續。但對於完成二零二一年目標任務以及對海普瑞未來的戰略願景，我們充滿信心。二零二一年海普瑞將持續圍繞「創新」和「國際化」兩大戰略方向深度佈局，全力推進製劑的全球銷售增長，並加速推進多個已處於III期及關鍵臨床階段的新藥的進度；我們將在未來積極推進新藥的商業化工作，加快臨床試驗計劃的進展，並向股東釋放更多價值；同時深入規劃下一代產品線，以進一步增強公司未來的競爭優勢。另外，本集團會繼續審時度勢，及時調整業務計劃，密切監察市場及行業的發展趨勢，持續優化資源配置，夯實基礎管理，實現長期穩健可持續發展，並持續提升本集團的核心競爭力，為股東持續創造和不斷提升投資價值與回報。

本人謹藉此機會向管理層及所有人才的全情投入、緊密的團隊合作、奉獻及貢獻表達深摯的謝意。他們乃其中一項為本集團成功作出貢獻的重要要素。本人謹代表董事會藉此機會衷心感謝所有股東、客戶及業務夥伴的堅定支持。我們將繼續發揮我們的地位優勢，增加我們作為全球領先醫藥運營商的影響力，並會精益求精，為持份者創造投資價值。

董事長

李鋌

二零二一年三月二十九日

Management Discussion and Analysis

管理層討論與分析

Overview

Hepalink is a global pharmaceutical company with business spanning the manufacture and sales of pharmaceutical products, development of Contract Development and Manufacturing Organization (“**CDMO**”) services and innovative drugs. Our sales of pharmaceutical products consist of (i) finished dose pharmaceutical products, which mainly include enoxaparin sodium injection; (ii) active pharmaceutical ingredient (“**API**”) products, including heparin sodium API and enoxaparin sodium API; and (iii) other products, mainly including pancreatic API. We operate a CDMO business providing research and development (“**R&D**”), manufacturing, quality management and program management services, through our wholly-owned subsidiaries Cytovance Biologics, Inc. (“**Cytovance**”), which specializes in the development and manufacture of recombinant pharmaceutical products and critical non-viral vectors and intermediates for gene therapy, and SPL Acquisition Corp. (“**SPL**”), which provides services in the development and manufacture of naturally derived pharmaceutical products. The Group has obtained exclusive development and commercial interest in Greater China for certain clinical stage innovative drug candidates which are being developed for the treatment of diseases with an immune system. We are also developing a self-discovered proprietary drug candidate currently at preclinical stage.

Industry Review

Looking back at 2020, Time Magazine has declared 2020 as the “worst year ever” by drawing a red “X” over the year on its cover. Whether one agrees with this view or not, there is no doubt that in 2020, the 2019 novel coronavirus disease (“**COVID-19**”) pandemic has taken a devastating toll on hundreds of millions of people across the globe and affected their daily life. During 2020, countries across the world suffered waves of COVID-19 pandemic, which has a continuous trend of resurgence, and further tightened policies and restrictions in the middle and end of the year. It has severely impacted international production and trade activities, and also triggered global economic into trouble. As major economies stumbled to restart their economic activities, combined with the continuous rise of political risks, and various industries have been affected to varying degrees, and market demand and production have plummeted, which had obvious impacts on investment, consumption, and exports. In response to the potential impact of the COVID-19 pandemic and the ongoing uncertainty, companies are taking prudent measures, such as strengthening the management of working capital in extreme periods, and strengthening the control of costs and investment expenditures in such special periods to reduce cash outflows.

概覽

海普瑞是一家全球製藥公司，業務範圍涵蓋藥品生產及銷售、CDMO服務及創新藥開發。我們銷售的藥品包括(i)藥物製劑(主要包括依諾肝素鈉注射液)；(ii)API產品(包括肝素鈉API、依諾肝素鈉API)；及(iii)其他產品(主要包括胰酶API)。我們通過全資子公司Cytovance Biologics, Inc. (「賽灣生物」)(該公司專門開發及生產重組藥品及臨界非病毒載體以及基因治療的中間體)及通過全資子公司SPL Acquisition Corp. (「SPL」)(該公司為天然衍生藥品的開發和生產提供服務)經營CDMO業務，提供研發、生產、質量管理及程序管理服務。本集團已在大中華區獲得若干臨床階段創新候選藥物的獨家開發及商業化權益，我們正在開發這些藥物用於治療免疫系統相關疾病。我們亦正開發一種由我們自主研發的專有候選藥物，目前處於臨床前階段。

行業回顧

回顧二零二零年，美國《時代雜誌》在其封面將二零二零年畫上紅色大交叉，並評為史上最糟糕的一年。不可否認，毫無疑問，2019新型冠狀病毒(「**COVID-19**」)的疫情在二零二零年已經給人類造成了巨大的損失，影響了全球各地的生活秩序。二零二零年，疫情非常反覆，持續不斷的有復燃趨勢，各國於年中及年末均先後加緊措施嚴防嚴控，嚴重影響國際生產及經貿活動，全球經濟陷入困境。各大主要經濟體重啟經濟的步履蹣跚，結合政治風險持續升溫，各行各業都受到不同程度的影響，市場需求和生產驟降，對投資、消費、出口都已帶來明顯衝擊。為應對COVID-19疫情帶來的潛在負面影響及持續不確定性，企業都紛紛採取謹慎措施，例如加強特殊時期的營運資金管理，以及加強特殊時期的成本費用及投資支出控制，降低現金流出。

Management Discussion and Analysis

管理層討論與分析

The Group has been rigorously regulating and focusing on quality management and operational efficiency in order to further consolidate its outstanding position in the global heparin market and heparin finished dose market. Despite being affected by the COVID-19 pandemic to a certain extent during the Reporting Period, the finished dose pharmaceutical products and API businesses achieved strong positive growth on the whole in light of the Group's leading market position. During the Reporting Period, the sales revenue of the Group increased by 15.3% to approximately RMB5,315.7 million (2019: approximately RMB4,612.1 million), while the gross profit increased by 20.6% to approximately RMB2,016.8 million (2019: approximately RMB1,672.2 million).

Business Review

During the Reporting Period, the Group recorded a revenue of approximately RMB5,315.7 million, representing an increase of approximately 15.3% as compared to 2019. During the Reporting Period, the Group recorded a profit attributable to equity holders of the parent of approximately RMB1,024.2 million (2019: approximately RMB1,059.7 million), representing a year-on-year decrease of 3.4%.

本集團一直嚴謹規範及專注質量管理及運營效益，以進一步鞏固其於全球肝素市場及肝素製劑市場的卓越地位。儘管報告期內受到COVID-19疫情一定程度的影響，但憑藉本集團領先的市場地位，藥物製劑及API業務整體上仍取得較強勁的正面增長。於報告期內，本集團銷售收入增長15.3%至約人民幣5,315.7百萬元（二零一九年：約人民幣4,612.1百萬元），而毛利增長20.6%至約人民幣2,016.8百萬元（二零一九年：約人民幣1,672.2百萬元）。

業務回顧

本集團於報告期內錄得收入約人民幣5,315.7百萬元，較二零一九年增長約15.3%。本集團於報告期內錄得母公司持有者之應佔溢利約為人民幣1,024.2百萬元（二零一九年：約為人民幣1,059.7百萬元），同比下降3.4%。

Management Discussion and Analysis

管理層討論與分析



During the Reporting Period, operating income for each business segment is as follows:

報告期內，各業務分部營業收入情況如下：

Business Segment	業務分部	For the year ended December 31, 截至12月31日止年度		
		2020 Operating income 2020年 營業收入 RMB'000 人民幣千元	2019 Operating income 2019年 營業收入 RMB'000 人民幣千元	Year-on-year increase/ decrease (%) 同比增減(%)
Sales of products	銷售產品	4,456,472	3,792,367	17.5%
Finished dose pharmaceutical products	藥物製劑	1,510,731	1,230,840	22.7%
API	API	2,700,886	2,273,989	18.8%
Others ⁽¹⁾	其他 ⁽¹⁾	244,855	287,538	(14.8%)
CDMO service	CDMO服務	797,387	786,401	1.4%
Others ⁽²⁾	其他 ⁽²⁾	61,826	33,337	85.5%
Total	合計	5,315,685	4,612,105	15.3%

Notes:

- (1) Other products mainly include pancreatin API.
 (2) Other business mainly includes manufacture and marketing services, processing services, technical support services and other services.

附註：

- (1) 其他產品主要包括胰酶API。
 (2) 其他業務主要包括生產銷售服務、加工服務、技術支持服務及其他服務等。

Sales

The Group mainly operates three main business segments, including (i) the finished dose pharmaceutical products business; (ii) heparin API business; and (iii) the CDMO business.

銷售

本集團主要運營三個主要業務分部，包括(i)製劑業務；(ii)肝素API業務；及(iii)CDMO業務。

Management Discussion and Analysis 管理層討論與分析

Heparin Industrial Chain Business Finished Dose Pharmaceutical Products Business

For the Reporting Period, revenue from sales of finished dose enoxaparin sodium pharmaceutical products was approximately RMB1,510.7 million, representing an increase of approximately 22.7% as compared with RMB1,230.8 million in 2019, and accounted for 28.4% of the Group's total sales revenue, representing an increase of 1.7 percentage points as compared to 2019.

Finished dose enoxaparin sodium pharmaceutical product is one type of low molecular weight heparin ("LMWH") finished doses, which is widely used in clinical practice. Its main indications include prophylaxis of venous thromboembolic disease (prophylaxis of venous thrombosis), especially thrombosis related to orthopedics or general surgery; treatment of developed deep vein embolism with or without pulmonary embolism; used in hemodialysis and extracorporeal circulation to prevent thrombosis, etc. Finished dose enoxaparin sodium pharmaceutical product of the Group is the first generic drug in the European Union and was approved by the European Medicines Agency (the "EMA") through the Centralized Procedure (CP) in 2016. As of the date of this announcement, enoxaparin sodium injection products manufactured by the Group has completed registration or in the process of registration in 84 countries, and achieved sales in the market in 37 countries. The Group continues to expand the territory of global marketing and makes efforts to become a leader of global heparin formulation business. Meanwhile, the Group has become the largest pharmaceutical enterprise in China of injection exportation in term of exportation volumes in 2020.

Three enoxaparin sodium injections brands of the Group, namely Inhixa, Neoparin and Prolongin, have been approved in a total of 35 countries and are being sold in 19 countries. We have also supplied enoxaparin sodium injections to our customers in 14 other countries.

肝素產業鏈業務 製劑業務

報告期內，依諾肝素鈉製劑銷售額收入約人民幣1,510.7百萬元，較二零一九年人民幣1,230.8百萬元，增長約22.7%，佔本集團總銷售收入28.4%，較二零一九年上升1.7個百分點。

依諾肝素鈉製劑是低分子肝素製劑的一種，臨床應用廣泛，主要適應症包括：預防靜脈內血栓栓塞性疾病（預防靜脈內血栓形成），特別是與骨科或普外手術有關的血栓形成；治療已形成的深靜脈栓塞，伴或不伴有肺栓塞；用於血液透析體外循環中，防止血栓形成等。本集團的依諾肝素鈉製劑是歐盟首仿藥，二零一六年通過集中審批程序(CP)在歐洲藥品監督管理局(「EMA」)獲得批准。截至本報告日，本集團生產的依諾肝素鈉注射液已在84個國家完成註冊或正在註冊，並已在37個國家實現上市銷售。本集團持續開拓全球營銷版圖，力爭成為肝素類製劑業務的全球領導者。同樣於二零二零年，按出口量計，本集團已成為中國第一大注射製劑出口製藥企業。

本集團的三個依諾肝素鈉注射液品牌，Inhixa、Neoparin和Prolongin，已在總共35個國家獲得批准，並在19個國家銷售。我們還向其他14個國家的客戶提供了依諾肝素鈉注射液。

Management Discussion and Analysis

管理層討論與分析

During the Reporting Period, whilst all the major markets of finished dose enoxaparin sodium pharmaceutical products in Europe were affected in overall sales pace by the COVID-19 pandemic to varying degrees, the use of finished dose enoxaparin sodium pharmaceutical products to treat COVID-19 complication for infected patients in European hospitals relieved the fluctuation on sales caused by the COVID-19 pandemic to some extent. The Group actively strengthened its marketing efforts, continued to promote the construction of hospital sales channels in European countries, and targeted to enhance the spillover effect from hospital to pharmacy. During the Reporting Period, the structure of sales channels was further optimized, which, on the one hand, promoted the increase in average sales price of the Company's finished doses, and on the other hand, promoted the growth of overall sales volume of finished dose enoxaparin sodium pharmaceutical products. In addition, the Group's finished dose enoxaparin sodium pharmaceutical products have entered the U.S. market through its partners in the fourth quarter of 2020. Meanwhile, during the Reporting Period, the sales performance in other overseas markets (excluding Europe, the United States and China) was also satisfactory, and the sales revenue recorded an increase of 164.3% as compared to 2019.

During the Reporting Period, the Company's finished dose enoxaparin sodium pharmaceutical product was approved to be marketed in Switzerland, Saudi Arabia and Canada. The continuous approval of the overseas markets further promoted the Group to become a leading pharmaceutical company in the world.

In September 2020, the U.S. Food and Drug Administration ("FDA") had approved Hepalink's registration as a supplier of the finished dose medicines and API to the license holder for enoxaparin sodium injection. The Group is currently the sole supplier of enoxaparin sodium injection to the strategic partner that holds the marketing license in the United States; and the partner is responsible for sales and distribution. The approval of this registration marks the beginning for the Group's finished dose pharmaceutical products entering the market in the United States, and has achieved sales within the year. The Group expects its future Sales upsurge in the United States will further drive the growth of the Group's finished dose pharmaceutical products business.

報告期內，雖然歐洲各個主要依諾肝素鈉製劑市場受到新型冠狀病毒疫情對總體銷售節奏不同程度的影響，然而，歐洲醫院使用依諾肝素鈉製劑治療新型冠狀病毒感染患者的併發症，在一定程度上平緩了新型冠狀病毒疫情對銷售所致的波動。本集團積極加強行銷力度，繼續推動歐洲各國的醫院銷售渠道建設，有的放矢地增強醫院端向藥店端渠道的溢出效應，於報告期內進一步實現了銷售渠道結構的優化，一方面帶動公司製劑銷售均價的提升，另一方面，帶動公司依諾肝素鈉製劑整體銷量的增長。此外，本集團的依諾肝素鈉製劑已通過合作夥伴於二零二零年第四季度進入美國市場。同時，報告期內，其他海外市場（歐洲、美國及中國市場除外）的銷售表現令人滿意，銷售收入較二零一九年錄得164.3%的增長。

報告期內，公司旗下的依諾肝素鈉製劑獲批在瑞士、沙特阿拉伯及加拿大銷售，海外市場的持續獲批，推動集團向著成為全球領先的製藥企業不斷邁進。

於二零二零年九月，海普瑞獲美國食品和藥物管理局（「FDA」）批准其註冊成為一家依諾肝素鈉注射液上市許可持有人的藥物製劑及API供應商。本集團是美國依諾肝素鈉注射液上市許可持有人戰略夥伴目前僅有的依諾肝素鈉注射液供應商，合作夥伴將會負責銷售與分銷。是次獲批註冊是本集團製劑業務開拓美國市場的起點，並已於年內實現銷售。本集團預計未來在美國的銷售放量將進一步推動本集團製劑業務的增長。

Management Discussion and Analysis 管理層討論與分析

In October 2020, Shenzhen Techdow Pharmaceutical Co., Ltd. (“**Shenzhen Techdow**”), a wholly-owned subsidiary of the Company, has received the Notice of Approval of Supplement Drug Application issued by the National Medical Products Administration, where Shenzhen Techdow’s enoxaparin sodium injection of all five strengths sold domestically has passed the consistency evaluation of quality and efficacy of generic drugs. The approval of the consistency evaluation will increase the competitiveness of the Group’s enoxaparin sodium injection products in the domestic market, which facilitate the Group to seize opportunities in the new market environment where provincial centralized drug procurement is continuously promoted. Moreover, it benefits from the trend of generic drugs gradually replacing originator drugs, the approval of consistency evaluation has brought support for quality recognition of Shenzhen Techdow’s enoxaparin sodium injection of all five strengths sold domestically, and it will have a positive impact on the Group’s future operating results in China market.

Regarding the efficacy of enoxaparin sodium in the treatment of COVID-19, the Group has completed the patient enrollment of the clinical trial in Italy, which was designed to verify that hospitalized patients with COVID-19 can be benefitted significantly from enoxaparin sodium pharmaceutical products. We also look forward to hearing the expected results as soon as possible.

API Business

For the Reporting Period, the sales of heparin API business amounted to approximately RMB2,700.9 million, representing an increase of approximately 18.8% as compared with approximately RMB2,274.0 million in 2019.

Heparin is a type of anticoagulant drug with various functions such as anticoagulation and anti-thrombosis. The heparin industry consists of the initial upstream procurement of porcine small intestines, the upstream extraction of crude heparin, the midstream manufacture of heparin APIs and downstream manufacture and supply of enoxaparin finished dose. Heparin sodium API is mainly used for the manufacture of standard heparin finished doses and LMWH APIs, which in turn are used for the manufacture of LMWH finished doses. The Group has two major manufacture bases for heparin sodium API in the PRC and the United States. Apart from being partly supplied to Shenzhen Techdow, a wholly-owned subsidiary of the Group, the heparin sodium APIs are mainly sold to overseas customers, including a number of world-renowned multinational pharmaceutical enterprises.

於二零二零年十月，本公司全資子公司深圳市天道醫藥有限公司(「**深圳天道**」)獲國家藥品監督管理局核准簽發的《藥品補充申請批准通知書》，深圳天道國內在售全部五個規格的依諾肝素鈉注射液通過仿製藥品質和療效一致性評價。一致性評價的批准將提高本集團依諾肝素鈉注射液產品在國內市場的競爭力，一方面有利於各省的藥品集中採購不斷推廣的新市場環境下搶佔先機，另一方面受惠仿製藥逐步取代原研藥的趨勢，一致性評價的批准為深圳天道在國內在售全部五個規格的依諾肝素鈉注射液帶來質量認可的支持，將對本集團未來在中國市場的運營結果產生正面影響。

就依諾肝素鈉治療新型冠狀病毒的成效，本集團已於意大利展開臨床研究，並已完成患者入組工作，此臨床旨在驗證住院新冠患者可從依諾肝素鈉製劑治療中顯著獲益，我們也期待盡早獲得符合預期的試驗結論。

API業務

報告期內，肝素API業務之銷售額約人民幣2,700.9百萬元，較二零一九年約人民幣2,274.0百萬元，增長約18.8%。

肝素是一種抗凝血藥物，擁有抗凝血、抗血栓等多種功能。肝素行業包括最上游豬小腸採購、上游肝素粗品的提取、中游肝素API的生產以及下游依諾肝素製劑的生產和供應。肝素鈉API主要用於生產標準肝素製劑和低分子肝素API，進而生產低分子肝素製劑。本集團於中國和美國設有兩大肝素鈉API生產基地，肝素鈉API除部分供應給本集團全資子公司深圳天道外，主要銷售給國外客戶，其中包括多家世界知名的跨國醫藥企業。

Management Discussion and Analysis

管理層討論與分析

Since 2019, the Group has proactively adjusted its strategies to improve the profitability of its heparin API business. To avoid being affected by the hog prices in recent years, the Group entered into new pricing agreements with heparin API business customers in the second half of 2019 to ensure more stable gross profit margin space for the Group's heparin API business. During the Reporting Period, the new pricing mechanism formulated by the Group began to take effect, which enabled the effective transmission of upstream cost fluctuations, and the overall gross profit of the heparin API business improved significantly as compared to 2019, representing an increase of approximately 32.9% as compared to 2019.

During the Reporting Period, facing the uncontrolled COVID-19 pandemic and the uncertainty of the operating environment, the Group's customers were able to preserve their positive cash flow during the COVID-19 pandemic by fully considering and implementing more prudent cost and expense control measures based on their own business and order status, controlling and reducing variable costs, temporarily suspending and tightening procurement, and carefully evaluating and controlling capital expenditures. This posed certain challenges to the Group's API business. However, with the Group's solid brand strength and strict quality control, most customers have resumed procurement in the fourth quarter of 2020 to support their operational and manufacturing needs.

CDMO Business

For the Reporting Period, sales of CDMO business amounted to approximately RMB797.4 million, representing an increase of approximately 1.4% as compared to 2019, and accounted for 15.0% of the Group's total revenue; the gross profit margin decrease 4.3% to 26.3% as compared to 2019.

The Company operates its CDMO business through two platforms, namely Cytovance and SPL. The business platforms give our customers access to a customized assemblage of Chemistry, Manufacturing and Controls ("CMC") services for supporting the vast spectrum recombinant and naturally derived large molecule pharmaceutical products and critical non-viral vectors and intermediates for gene therapy. Both platforms offer services across the drug development lifecycle from discovery and selection of lead compounds to CGMP-compliant clinical trial batches and commercial supply, including R&D services, manufacturing services, quality assurance, and program arrangement.

During the Reporting Period, CDMO business of the Group participated in the development project of COVID-19 vaccines, and became a member of the supply chain for two commercialized mRNA vaccines, so as to do its contribution to the global anti-epidemic activities. We expected that the project of mRNA vaccines supply chain will create new revenue source of the CDMO business and will become an important growth driver. In addition, the backlog of CDMO business achieved a year-on-year growth of approximately 98% and reached approximately US\$100 million at the end of 2020.

自二零一九年以來，本集團積極的調整戰略，改善肝素API業務盈利能力。為免受近年生豬價格的影響，本集團於二零一九年下半年與肝素API業務客戶簽訂新的定價協議，以保障本集團肝素API業務更為穩定的毛利空間。報告期內，本集團新制定的定價機制開始見效，實現上游成本波動的有效傳遞，肝素API業務的總體毛利較二零一九年得到明顯改善，較二零一九年提升了約32.9%。

報告期內，面對COVID-19疫情未能受控以及經營環境的不確定性，本集團的客戶根據自身業務及訂單情況充分考慮及執行更為謹慎的成本費用控制措施，控制降低變動成本，短暫暫停緊縮採購，謹慎評估及控制資本性支出，使得企業能夠在COVID-19疫情期間保住正向現金流。此舉對本集團的API業務造成一定的挑戰。然而，憑藉本集團的堅實品牌實力和嚴格的品質控制，多數客戶已於二零二零年第四季度恢復採購，以支持其運營及生產需要。

CDMO業務

截至報告期內，CDMO業務之銷售額約人民幣797.4百萬元，較二零一九年增長約1.4%，佔本集團總收入15.0%；毛利率較二零一九年下降4.3%至26.3%。

本公司通過賽灣生物和SPL兩大平台經營CDMO業務。客戶可通過業務平台獲得定制的化學、生產與控制("CMC")服務組合，以支持各類重組及天然來源大分子藥物及關鍵非病毒載體及基因治療中間體。兩個平台提供從先導化合物的發現和選擇到符合CGMP要求的臨床試驗批次及商業化供應，貫穿整個藥物開發週期的服務，包括研發服務、製造服務、質量控制及計劃安排。

報告期內，本集團CDMO業務參與COVID-19疫苗開發項目，並成為兩個已商業化的mRNA疫苗供應鏈的一員，為全球抗疫貢獻一份力量。我們預期mRNA疫苗供應鏈的項目將為CDMO業務帶來新的收入來源及成為一個重要的增長動力。此外，二零二零年末，CDMO業務在手訂單數量同比實現約98%的增長至約100百萬美元。

Management Discussion and Analysis 管理層討論與分析

During the Reporting Period, the revenue of CDMO business in 2020 increased slightly as compared to the previous year; the revenue of some license deals that have been signed and realized was not recognized in the revenue of the Reporting Period, which had a certain impact on the revenue and gross profit scale.

Currently, Cytovance expanded into gene therapy sector as it established new pDNA manufacturing facilities that can supply customers with pDNA producing and testing services of three levels. We believe there are broad prospects and significant unmet market needs in gene therapy sector. According to Frost & Sullivan, the market size of cell and gene therapy CDMO is estimated to increase from USD1.5 billion in 2019 to USD5.7 billion in 2024, which is expected to provide new impetus to the development of Cytovance. SPL has established experience in the development of naturally derived pharmaceutical products and has developed core competencies such as developing complex and scalable processes for the extraction, isolation and purification of naturally derived materials.

New Drug Pipelines

Oregovomab

Oregovomab, a murine monoclonal antibody, is an anti-CA125 immunotherapy drug candidate being developed by the joint-stock subsidiary, namely OncoQuest Inc. (“OncoQuest”). It has completed a phase II clinical trial as a treatment combined with chemotherapy in patients with advanced primary ovarian cancer. The results of Phase II clinical trial have proven the safety and efficacy of Oregovomab in such combined treatment regime for advanced primary ovarian cancer patients. Phase II clinical results have shown a significant prolongation of median PFS, with a median PFS of 41.8 months, compared with 12.2 months in patients treated by chemotherapy alone ($p = 0.0027$). It also showed a significant improvement in OS ($p = 0.0043$). Oregovomab has Orphan Drug Designation from the FDA and EMA. Oregovomab is also being evaluated for treatment of patients with advanced recurrent ovarian cancer: in a phase II clinical trial in combination with an investigational stage immune booster (polyICLC/Hiltonol) for patients with advanced recurrent ovarian cancer, a phase Ib/IIa clinical trial in combination with PD-1 inhibitor (nivolumab) as a novel combination immunotherapy treatment for patients with recurrent ovarian cancer, and a phase II clinical trial as a combined treatment with a PARP inhibitor (niraparib) for patients with recurrent ovarian cancer. In October 2020, phase III clinical trial of Oregovomab has completed the first patient administration in the United States. The global pivotal trial is expected to enroll 602 patients from 140 clinical sites in 17 countries.

報告期內，CDMO業務二零二零年收入較上年有小幅增長；部份已簽定及實現許可合同 (license deal) 的收入未可被確認在報告期內的收入上，對收入及毛利規模都造成了一定影響。

目前，賽灣生物新增的pDNA生產設施，可以為客戶提供3個等級pDNA生產和檢測服務，業務拓展至基因治療領域。我們認為基因治療領域擁有廣闊的前景和大量未滿足的市場需求，根據弗若斯特沙利文的分析，細胞和基因治療CDMO市場規模將從二零一九年的15億美元增長至二零二四年的57億美元，預計將給賽灣生物的發展提供新的驅動力。SPL在開發天然醫藥產品方面擁有長期的業務經驗，並在開發複雜及可擴展流程以提取、分離及純化天然材料方面擁有核心能力。

新藥管道

Oregovomab

Oregovomab是一種鼠源單克隆抗體，為抗CA125免疫療法候選藥物，由參股子公司OncoQuest Inc. (「OncoQuest」) 研發。該藥物已完成一項II期臨床試驗，作為聯合化療的療法，治療晚期原發性卵巢癌患者。II期臨床試驗結果已證明Oregovomab在晚期原發性卵巢癌患者的聯合療法中的安全性與療效。II期臨床結果顯示，中位PFS顯著延長，中位PFS為41.8個月，而純化療治療患者的中位PFS為12.2個月($p = 0.0027$)，OS ($p = 0.0043$)亦有明顯改善。Oregovomab已獲得FDA與EMA授予的孤兒藥資格。Oregovomab同時處於評估階段以治療晚期復發性卵巢癌患者：與研究階段免疫增長劑(polyICLC/Hiltonol)聯合進行II期臨床試驗治療晚期復發性卵巢癌患者，與PD-1抑制劑(尼沃魯單抗)聯合進行一種新型聯合免疫治療的Ib/IIa期臨床試驗治療復發性卵巢癌患者，與一種PARP抑制劑(niraparib)聯合進行II期臨床試驗治療復發性卵巢癌患者。於二零二零年十月，Oregovomab的III期臨床試驗已經在美國完成首例患者給藥。這項全球關鍵性試驗預計將招募來自17個國家140個臨床站點的602名患者。

Management Discussion and Analysis

管理層討論與分析

RVX-208 (Apabetalone)

RVX-208 is a selective inhibitor of bromodomain and BET proteins with selectivity for the second bromodomain. It is being developed by the joint-stock subsidiary Resverlogix Corp. (a public company listed on the Toronto Stock Exchange, stock code: RVX). RVX-208 has completed phase III clinical trial (BETonMACE) in combination with standard of care to reduce major adverse cardiovascular events among high-risk cardiovascular disease patients with type II diabetes mellitus, recent acute coronary syndrome, and low levels of high-density lipoprotein (HDL). RVX-208 was granted Breakthrough Therapy Designation by the FDA in February 2020 and the clinical plan for pivotal phase III was approved by the FDA in June 2020.

AR-301 (Salvecin)

AR-301 is a fully human monoclonal IgG1 antibody (mAb) that specifically targets *S. aureus* alpha-toxin. It is being developed by the joint-stock subsidiary Aridis Pharmaceuticals, Inc. (a company listed on the NASDAQ, stock code: ARDS). It is currently in a global phase III clinical trial as an adjunctive therapy to standard of care antibiotics in patients diagnosed with ventilator associated pneumonia (VAP) caused by *S. aureus*. Results of a phase I/II trial completed in the United States in the earlier stage have shown that patients treated with AR-301 consistently demonstrated less time spent under mechanical ventilation and higher rates of *S. aureus* eradication as compared to those treated with antibiotics alone. AR-301 was granted Fast Track Designation by the FDA and Orphan Drug Designation by the EMA. Our controlled subsidiary, namely Shenzhen Arimab Biomedical Co., Ltd. will soon initiate a phase III clinical trial of AR-301 in China as part of the global MRCT.

Other Progress

Kymab, based in Cambridge, the UK, is a clinical stage biopharmaceutical company focused on the discovery and development of fully human monoclonal antibody drugs using its proprietary antibody platforms (IntelliSelect®) which contain the entire repertoire of human antibodies. The Group holds 8.66% of Kymab's equity interest through its wholly-owned subsidiary, namely Hepalink (Hong Kong) Limited ("Hepalink Hong Kong"), and Hepalink Hong Kong has entered into a share transfer agreement on January 11, 2021 with, among others, Sanofi Foreign Participations BV pursuant to which Hepalink Hong Kong conditionally agreed to sell its entire interests in Kymab to Sanofi Foreign Participations BV and the completion is subject to certain conditions precedents. The Group continuously conducts business dialogues with its investee biopharmaceutical companies, seeking cooperation opportunities in product R&D and other aspects.

RVX-208(Apabetalone)

RVX-208是溴結構域和超末端結構(BET)蛋白選擇性抑制劑，選擇性抑制第二溴結構域，由參股子公司Resverlogix Corp.（一家於多倫多證券交易所(股份代號：RVX)上市的公眾公司)研發。RVX-208已完成III期臨床試驗(BETonMACE)，聯合標準護理，以降低II型糖尿病高危心血管疾病、急性冠狀動脈綜合症及低高密度脂蛋白(HDL)病人的主要不良心血管事件發生率，於二零二零年二月獲得FDA突破性療法認定，並於二零二零年六月獲FDA批准關鍵性III期臨床方案。

AR-301(Salvecin)

AR-301是特別針對金黃色葡萄球菌釋放的 α 毒素的全人源單克隆IgG1抗體(mAb)，由參股子公司Aridis Pharmaceuticals, Inc.（一家於納斯達克上市(股份代號：ARDS)的公司)研發。該藥物目前正處於全球III期臨床試驗階段，通過與抗生素標準療法聯合用於治療金黃色葡萄球菌引發的呼吸系統相關性肺炎(VAP)患者。前期已經在美國完成的一項I/II期試驗的結果表明，與僅使用抗生素治療的患者相比，使用AR-301治療的患者一致證實在機械通氣上耗時更少，根除金黃色葡萄球菌的比例更高。AR-301已獲得FDA授予的快速審評通道資格及EMA授予的孤兒藥資格。作為全球MRCT的一部分，控股子公司深圳市瑞迪生物醫藥有限公司即將在中國啟動AR-301的一項III期臨床試驗。

其他進展

Kymab為一家總部位於英國劍橋的臨床階段生物製藥公司，專注於運用其專有的涵蓋整個人類抗體系統的抗體平台(IntelliSelect®)發現及開發全人源單克隆抗體藥物。本集團通過其全資附屬公司海普瑞(香港)有限公司(「海普瑞(香港)」)持有8.66%的Kymab股本權益，且海普瑞(香港)已於二零二一年一月十一日與(其中包括)Sanofi Foreign Participations BV訂立股份轉讓協議，據此，海普瑞(香港)有條件同意出售其於Kymab的所有權益予Sanofi Foreign Participations BV，該等出售的完成取決於若干先決條件。本集團持續與參股生物製藥公司展開業務對話，尋求產品研發等方面的合作機會。

Management Discussion and Analysis 管理層討論與分析

Outlook

The outbreak of COVID-19 pandemic is the biggest threat to the global economy for the year 2020. Although vaccination programme has commenced gradually in various countries, the progress is relatively slow and the impact of the pandemic has yet to come its heads. All kinds of anti-epidemic measures are likely to linger for a while, and the global economic activities are expected to remain weak in the short to medium term. This, together with intensified Sino-US tensions, increased trade protectionism and continued geopolitical risks, will pose further challenges and uncertainties to global economic recovery. Nevertheless, the easing of monetary policies and fiscal stimulus measures in many countries can help cushion the speed and extent of the economic downturn. As with all previous pandemics, we firmly believe that the COVID-19 pandemic will eventually be overcome or defeated by human beings.

The domestic economic activities have been on track to orderly recovery thanks to effective measures to contain the pandemic. Solid increase in domestic demand and a number of positive stimulus measures regarding economy introduced by the government are expected to help the economic activities return to a healthy level in a certain period. The mainland economy is expected to revert to its long-term growth path, given wider scope of market opening, including financial markets, as well as deepening technological development.

Despite the current market challenges and development opportunities, the Group conducts comprehensive discussions on the strategic direction, business deployment, competition strategies and development initiatives via multiple methods, including external researches, internal seminars and case studies. The Group systematically reviews its core capabilities, deeply interprets industry policies and market demand, and intends to accurately judge industry trends and explore new development opportunities in business areas. The Group will actively plan for the core areas and core segments in the industrial chain, continuously increase investment in R&D and strive to achieve breakthroughs in R&D innovation; accelerate its pace in the introduction of new products and strengthen international collaboration, pay attention to investment opportunities in innovative fields, and explore innovative breakthroughs in investment methods; continuously optimize resource allocation, reinforce management fundamentals, encourage innovative models and improve development quality, so as to foster steady and sustainable development in the long run, continuously improve the Group's core competitiveness and continuously create and enhance investment value and returns for shareholders.

展望

冠狀病毒疫情爆發是二零二零年環球經濟的最大威脅。儘管疫苗接種計劃經已在各國陸續開展，惟進度相對緩慢，對疫情的抑制作用尚未充分反映，各種防疫措施或將持續更長的時間，預計中短期的全球經濟活動將仍然疲弱。加之中美緊張關係加劇，貿易保護主義升溫，持續的地緣政治風險，將為全球經濟復甦帶來更多挑戰和不確定性。多國貨幣政策放寬及財政刺激措施正有助緩經濟下滑的速度和幅度，如過往歷史中的多次疫症大流行經驗，我們堅信新冠病毒疫情最終會被人類克服或戰勝。

受惠於有效的疫情防控措施，國內經濟活動已走上有序的復甦軌道，內需得以穩健增長，加之政府推出的多項積極經濟刺激措施，經濟活動預計將在一定週期內恢復至健康水平。伴隨市場包括金融市場等進一步開放，以及科技深化發展，內地經濟將回到其長期增長軌道。

面對當前的市場挑戰和發展機遇，本集團通過外部調研、內部研討、專題研究等多種方式，就戰略方向、業務部署、競爭策略、發展舉措等進行全方位研討，對本集團的核心能力進行系統性梳理，深入解讀行業政策及市場需要，準確研判行業發展趨勢，探索業務領域發展的新機遇。本集團將積極佈局產業鏈的核心領域和核心環節，持續加大研發投入，努力實現研發創新突破；加快新產品的引進和國際合作，關注創新領域的投資機會，探索投資方式的創新突破；持續優化資源配置，夯實基礎管理，鼓勵模式創新，提升發展質量，實現長期穩健可持續發展，持續提升本集團的核心競爭力，為股東持續創造和不斷提升投資價值與回報。

Management Discussion and Analysis

管理層討論與分析

The Group will focus on expansion of core product market and continuously promote global layout. On the one hand, we will constantly deepen the European business; on the other hand, we will accelerate the expansion and coverage in China and US market. In Europe, we will make every effort to expand our presence within advantageous areas while actively enhance penetration in other regional market, in order to further increase our share in European market. Moreover, we will continue to drive the construction of retail pharmacy channels, laying a foundation for spillover effect. Meanwhile, we have cooperated with a multinational pharmaceutical company with broad channel and rich experience in generic drug during the Reporting Period, become its main supplier of enoxaparin sodium injection product and entered into the U.S. market successfully. In China market, our enoxaparin sodium injection product of five strengths is the first domestic enoxaparin sodium injection with the approval of consistency evaluation. The Group will fully sort out its existing distributor network and structure and speed up on the extension of sales channels to the end market based on the adequate communication with distributors. Meanwhile, the Group will further improve the direct participation of internal marketing team in product marketing activities. In this regard, approaches will include providing the third-party promoters with regular training on product knowledge, hosting and taking part in medical or pharmaceutical conferences, symposiums and product seminars to directly partake in academic promotional activities of products and extend the opinion leadership network for the main therapeutic areas of products. All the approaches will serve to ensure accurate and timely delivery of product information to doctors. Our abovementioned efforts will contribute to the continuous growth of the finished dose pharmaceutical products business.

Relied on vertically integrated whole-industry chain platform and domestic and international manufacture base layout, the Group will also continue to focus on quality management and technological improvement of Heparin Sodium API products and improve overall competitiveness, so as to stay at the forefront of the industry in global market.

In respect of CDMO, the Group will continue to proactively maintain its advantages in advanced technology, provide customers with production capacity and technologies which they lack and assist customers to accomplish their R&D projects in a high-efficient and cost-effective manner. At the same time, we will further increase the customer base, attract new customers who have innovative and differentiated product pipeline and continuous business demand for various R&D projects and diverse service. In order to accomplish these objectives, we will continue to enhance business development and marketing, improve customer coverage and expertise of business development team, and provide them with more resource in technology and service, so as to better serve the customers in different fields.

本集團會聚焦核心產品的市場開拓及持續推動全球佈局，一方面繼續縱深歐洲地區業務，另一方面加速對美國及中國市場的拓展覆蓋。歐洲地區方面，我們會加大力度做深做透優勢區域，同時，積極加強其他地區市場的滲透，進一步擴大歐洲市場的份額。另外，我們會繼續推進零售藥店渠道的建設，為溢出效應奠定基礎。同時，我們已在報告期內通過與一家仿製藥領域擁有廣泛渠道和豐富經驗的跨國藥企合作，成為其依諾肝素鈉注射液產品的主要供應商，成功進入美國市場。中國市場方面，我們旗下的五個規格的依諾肝素鈉注射液產品是國內率先通過藥品一致性評價的依諾肝素鈉注射液，本集團會全面梳理本集團現有經銷商網絡結構，在與經銷商進行充分交流的基礎上，加速推動銷售渠道向終端市場延伸。同時，本集團會進一步強化內部營銷團隊對產品市場推廣活動的直接參與，包括定期向第三方推廣服務商提供產品知識培訓，通過籌辦或參與醫療或醫藥會議、座談會及產品研討會等方式直接參與產品的學術推廣活動，拓展產品主要治療領域的意見領袖網絡等，以保證產品信息準確及時地傳達至醫生。我們上述的工作將助力制劑業務的持續增長。

憑藉垂直整合的全產業鏈平台及國內外生產基地的佈局，本集團也仍將繼續關注肝素鈉API產品質量管理及技術提升，提升整體競爭力，以保持集團在全球市場上的行業領先地位。

CDMO方面，本集團將在持續積極保持技術領先優勢，向客戶提供其自身缺乏的產能及技術，以高效及高性價比的優勢協助客戶完成其研發項目。同時，我們將進一步增大客戶群、吸引具有創新和差異化產品管線並對多個研發項目及多樣化服務有持續業務需求的新客戶。為了實現該等目標，我們將繼續加強業務發展及市場營銷，提升業務開發團隊的客戶覆蓋範圍及專業知識，並為其提供更多技術及服務資源，以更好地服務不同領域的客戶。

Management Discussion and Analysis

管理層討論與分析

The Group has also gone through a lot of economic and industrial changes since its establishment about 20 years ago, during which the management team has accumulated valuable experiences in dealing with various kinds of uncertainties. Together with a healthy financial position, a time-tested business strategy as well as a harmonious and proactive corporate culture, the Group is confident of being able to once again excel by overcoming the challenges in the times ahead and emerge as a medium-sized pharmaceutical group by building an ecosystem driven mutually by major varieties, CDMO business and layouts of innovative drug.

本集團自成立以來的二十餘年間，管理團隊在經濟及行業環境持續變化中累積了寶貴經驗，有能力應對多種不確定性，加上穩健的財務狀況，經時間考驗的業務策略，以及和諧積極的企業文化，我們有信心克服未來的各種未知挑戰，不斷求進，通過構建主力品種、CDMO業務和創新藥佈局相互驅動的生態系統成為中等規模的醫藥集團。

Financial Review

Revenue

財務回顧

收入

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

		2020 Sales amount 2020年 銷售額 RMB'000 人民幣千元	2020 % of Revenue 2020年 佔收入 百分比(%)	2019 Sales amount 2019年 銷售額 RMB'000 人民幣千元	2019 % of Revenue 2019年 佔收入 百分比(%)	Year-on-year increase/ decrease (%) 同比增減(%)
Sale of goods	銷售產品	4,456,472	83.8%	3,792,367	82.2%	17.5%
Finished dose pharmaceutical products	藥物製劑	1,510,731	28.4%	1,230,840	26.7%	22.7%
API	API	2,700,886	50.8%	2,273,989	49.3%	18.8%
Others ⁽¹⁾	其他 ⁽¹⁾	244,855	4.6%	287,538	6.2%	(14.8%)
CDMO services	CDMO服務	797,387	15.0%	786,401	17.1%	1.4%
Others ⁽²⁾	其他 ⁽²⁾	61,826	1.2%	33,337	0.7%	85.5%
Total	合計	5,315,685	100.0%	4,612,105	100.0%	15.3%

Revenue from manufacturing and sales of goods increased by RMB664.1 million to RMB4,456.5 million, accounting for 83.8% of the total revenue during the Reporting Period, as compared with RMB3,792.4 million or 82.2% of the Group's revenue in the corresponding period in 2019. The increase in revenue from manufacturing and sales of goods was mainly due to the year-on-year increase in sales revenue of API and finished dose pharmaceutical products during the Reporting Period. API business was benefited from the adjustment of the pricing model by the Group and customers in the second half of 2019, which achieved effective transmission of fluctuation in costs, with a year-on-year increase in average sales price and a year-on-year increase of 18.8% in sales revenue of API business. Although the sales of finished dose enoxaparin sodium pharmaceutical

產品生產及銷售的收入增加人民幣664.1百萬元至人民幣4,456.5百萬元，佔報告期內總收入83.8%，相比二零一九年同期則為人民幣3,792.4百萬元或佔本集團收入82.2%。產品生產及銷售的收入錄得增加，主要由於報告期內API和藥物製劑的銷售收入同比增長所致。API業務受益於二零一九年下半年本集團與客戶定價模式的調整實現了成本波動的有效傳導，銷售均價同比提升，API業務的銷售收入同比增長18.8%。依諾肝素鈉製劑的銷售在作為全球龍頭市場的歐洲市場雖然受到新型冠

Management Discussion and Analysis

管理層討論與分析

products in the European market, the world's leading market, have been affected by the COVID-19 pandemic to some extent, the changes in the sales pipeline structure caused by the outflow of hospital prescriptions to higher-priced pharmacies drove the increase in the average sales price, and the increase of sales volume and average sales price jointly led to a year-on-year increase of 22.7% in the sales revenue of finished dose pharmaceutical products business.

Cost of sales

For the Reporting Period, cost of sales increased by RMB358.9 million to RMB3,298.8 million, as compared with RMB2,939.9 million for the corresponding period in 2019. The increase in cost of sales was mainly due to the increase in cost of sales of finished dose pharmaceutical products and API during the Reporting Period.

Gross Profit

狀病毒疫情的一定影響，但是醫院處方溢出到價格較高的藥店端帶來的銷售管道結構變化，帶動了藥物製劑銷售均價的提升，銷量和均價的提升共同導致製劑業務銷售收入同比增長22.7%。

銷售成本

報告期內，銷售成本增加人民幣358.9百萬元至人民幣3,298.8百萬元，相比二零一九年同期則為人民幣2,939.9百萬元。銷售成本增加的主要原因是報告期內藥物製劑及API的銷售成本上升。

毛利

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

		2020	2020	2019	2019
		Gross profit	Gross profit	Gross profit	Gross profit
		2020年	2020年	2019年	2019年
		毛利	margin (%)	毛利	margin (%)
		RMB'000	2020年	RMB'000	2019年
		人民幣千元	毛利率(%)	人民幣千元	毛利率(%)
Sale of goods	銷售產品	1,755,073	39.4%	1,401,105	36.9%
Finished dose pharmaceutical products	藥物製劑	724,150	47.9%	579,475	47.1%
API	API	1,078,164	39.9%	811,194	35.7%
Others ⁽¹⁾	其他 ⁽¹⁾	(47,241)	(19.3%)	10,436	3.6%
CDMO services	CDMO服務	209,832	26.3%	240,462	30.6%
Others ⁽²⁾	其他 ⁽²⁾	51,931	84.0%	30,622	91.9%
Total	合計	2,016,836	37.9%	1,672,189	36.3%

Notes:

- (1) Other products mainly include Pancreatin API.
- (2) Other business mainly includes manufacture and marketing services, processing services, technical support services and other services.

附註：

- (1) 其他產品主要包括胰酶API。
- (2) 其他業務主要包括生產銷售服務、加工服務、技術支持服務等。

Management Discussion and Analysis

管理層討論與分析

For the Reporting Period, gross profit increased by RMB344.6 million to RMB2,016.8 million, as compared with RMB1,672.2 million in the corresponding period in 2019. For the Reporting Period, gross profit margin increased by 1.6 percentage points to 37.9%, as compared with 36.3% for the corresponding period in 2019. The increase in gross profit margin was mainly due to the increase in the average sales price and sales contribution of API, as well as the increase in gross profit of finished dose pharmaceutical products.

Finance Costs

The Group's finance costs mainly consist of interest on bank borrowings and corporate bonds and other finance costs. For the Reporting Period, finance costs decreased by RMB14.4 million to RMB260.8 million, as compared with RMB275.2 million for the corresponding period in 2019, representing a decrease of 5.2%. The decrease in finance costs was mainly due to a decrease in interest-bearing bank and other borrowings as compared with the corresponding period in 2019.

Taxation

For the Reporting Period, income tax expense was RMB306.2 million, as compared with an income tax expense of RMB271.4 million for the corresponding period in 2019, representing an increase of approximately 12.8%.

Profit Attributable to Equity Holders of the Company

For the Reporting Period, profit attributable to equity holders of the Company was RMB1,024.2 million, as compared with RMB1,059.7 million for the corresponding period in 2019, representing a decrease of approximately 3.4%.

報告期內，毛利增加人民幣344.6百萬元至人民幣2,016.8百萬元，相比二零一九年同期則為人民幣1,672.2百萬元。報告期內，毛利率相比二零一九年同期則為36.3%，上升1.6個百分點至37.9%。毛利率的上升主要是由於API的銷售均價上升及銷售佔比增加及製劑的毛利增加所致。

融資成本

本集團的融資成本主要包括銀行借貸、公司債券的利息及其他融資費用。報告期內，融資成本減少人民幣14.4百萬元至人民幣260.8百萬元，相比二零一九年同期則為人民幣275.2百萬元，減少5.2%。融資成本下降主要是由於計息銀行及其他借款較二零一九年同期減少所致。

稅項

報告期內，所得稅開支為人民幣306.2百萬元，相比二零一九年同期所得稅開支則為人民幣271.4百萬元，增加約12.8%。

本公司權益持有人應佔溢利

報告期內，本公司權益持有人應佔溢利為人民幣1,024.2百萬元，相比二零一九年同期則為人民幣1,059.7百萬元，減少約3.4%。

Management Discussion and Analysis

管理層討論與分析

Non-IFRS Measures

To supplement our consolidated financial statements, which are presented in accordance with the IFRSs, we also use adjusted operating profit and adjusted net profit as additional financial measures, which are not required by, or presented in accordance with, IFRSs. We present these financial measures because they are used by our management to evaluate our financial performance by eliminating the impact of items that we do not consider indicative of our business performance. We also believe that these non-IFRSs measures provide additional information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management compare our financial results across accounting periods and with those of our counterparts.

The Company believes that the adjusted non-IFRS profit attributable to equity holders of the parent is useful for understanding and assessing underlying business performance and operating trends, and that the Company's management and investors can refer to these adjusted non-IFRS financial measures in assessing the Group's financial performance by eliminating the impact of certain unusual and non-recurring items that the Group does not consider indicative of the performance of the Group's business. However, the presentation of the adjusted non-IFRS profit attributable to equity holders of the parent is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with the IFRS. The adjusted non-IFRS profit attributable to equity holders of the parent does not have a standardized definition prescribed under the IFRS and therefore may not be comparable to similar measures presented by other companies. In addition, the account receivables provides for bad debt had been collected, which resulted in one-off gain from such reversal and the changes to state tax rate of income tax resulted in one-off gain (net) of subsidiaries in the United State. Shareholders and potential investors should not view the adjusted non-IFRS profit attributable to equity holders of the parent on a stand-alone basis or as a substitute for results under the IFRS, or as being comparable to results reported or forecasted by other companies.

非《國際財務報告準則》衡量方法

為補充按照《國際財務報告準則》呈列的綜合財務報表，我們亦使用並非《國際財務報告準則》規定或按其呈列的經調整營業利潤及經調整淨利潤作為附加財務衡量方法。我們提出該等財務衡量方法，是由於管理層使用該等方法消除我們認為不能反映業務表現之項目的影響，以評估我們的財務表現。我們亦認為該等非《國際財務報告準則》衡量方法為投資者及其他人士提供附加資料，使其採用與管理層比較跨會計期及同類公司的財務業績相同的方式了解並評估我們的綜合經營業績。

本公司認為經調整非《國際財務報告準則》之母公司持有者之應佔溢利有助於理解及評估基礎業務表現與營運趨勢，本公司管理層及投資者在評估本集團財務表現時可參考該等經調整非《國際財務報告準則》財務計量指標，撇除本集團認為對本集團業務表現無指標作用的若干異常及非經常性項目的影響。然而，經調整非《國際財務報告準則》之母公司持有者之應佔溢利不應單獨使用或視為可替代根據《國際財務報告準則》編製及呈列的財務資料。經調整非《國際財務報告準則》之母公司持有者之應佔溢利在《國際財務報告準則》中未規定標準定義，故而並不能與其他公司類似計量相比。此外，就收回壞賬之應收款項而撥回的減值準備的收益及按美國各州所得稅稅率變化導致的損益皆屬一次性損益。股東與潛在投資者不應獨立看待本公司經調整非《國際財務報告準則》之母公司持有者之應佔溢利，或將其視為可替代按照《國際財務報告準則》所編製的業績，或將其視為可與其他公司報告或預測的業績相比。

Management Discussion and Analysis

管理層討論與分析

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

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Profit attributable to equity holders of the parent	母公司持有者之應佔溢利	1,024,210	1,059,700
Non-recurring profit and loss	非經常性損益項目		
Gains or losses from disposal non-current assets	非流動資產處置損益	134	2,041
Gain on deemed disposal of a subsidiary	視作出售一家子公司的收益	–	573,865
Government grants through profit or loss	計入當期損益的政府補助	46,750	36,390
In addition to the effective hedging business related to the normal business operations of the Company, the changes in fair value gains and losses arising from holding financial assets for trading, derivative financial assets, financial liabilities for trading and derivative financial liabilities, as well as investment income from disposing financial assets for trading, derivative financial assets, financial liabilities for trading, derivative financial liabilities and other debt investments	除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債產生的公允價值變動損益，以及處置交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債和其他債權投資取得的投資收益	529,023	139,185
Reversal of provision for impairment of receivables and contract assets that have been separately tested for impairment	單獨進行減值測試的應收款項及合約資產的減值準備撥回	–	5,361
The impact of one-time adjustment to the current profit and loss in accordance with requirements of taxation, accounting and other laws and regulations on the current profit and loss.	根據稅收、會計等法律、法規的要求對當期損益進行一次性調整對當期損益的影響	(2,630)	(26,832)
Other non-operating income and expenses apart from those stated above	除上述各項之外其他營業外收入和支出	(1,876)	639
Effect on enterprise income tax	企業所得稅影響額	(138,756)	(116,138)
Effect on interest of minority shareholders (after tax)	少數股東權益影響額(稅後)	(443)	(1,139)
Total	合計	432,202	613,372
Non-IFRS net profit attributable to equity holders of the parent (net of non-recurring profit and loss) ⁽¹⁾	非《國際財務報告準則》之母公司持有者之扣除非經常性損益的淨利潤 ⁽¹⁾	592,007	446,328
Adjusted non-IFRS net profit attributable to equity holders of the parent (net of non-recurring profit and loss) ⁽¹⁾⁽²⁾	經調整非《國際財務報告準則》之母公司持有者之扣除非經常性損益的淨利潤 ⁽¹⁾⁽²⁾	852,514	435,513

(1) Net profit attributable to shareholder of the listed company (net of non-recurring profit and loss) (define columns according to A-share disclosure guidelines).

(1) 歸屬於上市公司股東扣除非經常性損益的淨利潤(按A股披露指引定義欄目)。

(2) There is no deduction of after-tax expenses of H share listing expenses of RMB49 million and after-tax foreign exchange losses of RMB211 million.

(2) 未有扣除H股上市費用稅後開支人民幣49百萬元及稅後匯兌損失人民幣211百萬元。

Management Discussion and Analysis

管理層討論與分析

Earnings per Share

The basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, by the weighted average number of ordinary shares of the Company in issue for the Reporting Period. The diluted earnings per share is calculated by dividing the profit attributable to equity holders of the Company, by the weighted average number of ordinary shares of the Company in issue for the Reporting Period (with adjustments made for all potential dilution effect of the ordinary shares).

For the Reporting Period, both basic earnings per share and diluted earnings per share were RMB0.76, as compared with RMB0.85 for the corresponding period in 2019, representing a decrease of approximately 10.6%.

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 expected profitability and operating cash flows, expected capital expenditures and expected strategic investment opportunities. The Group closely monitors its debt-to-asset ratio, which is defined as total borrowings divided by total assets.

Foreign Currency Risk

Foreign currency risk arises from sales or purchases by operating units in currencies other than the units' functional currencies. The Group has transactional currency exposures and currency exposures from our interest-bearing bank borrowings. The Group has a foreign currency hedging policy to mitigate our foreign currency risk and monitor foreign exchange exposure from time to time to adjust our hedging measures.

For the Reporting Period, the Group recorded a net foreign exchange loss of RMB248.8 million, and recorded a net foreign exchange gain of RMB32.1 million for the same period in 2019. Currently, the Group does not employ any financial instruments to hedge against foreign currency risk.

Liquidity and Financial Resources

The Group's liquidity remains strong. During the Reporting Period, the Group's funds were primary from its ordinary business. As at December 31, 2020, the Group's cash and bank balances were approximately RMB1,330.2 million (December 31, 2019: approximately RMB1,076.5 million).

每股盈利

每股基本盈利乃以本公司權益持有人應佔溢利除以報告期內本公司已發行普通股之加權平均數計算。每股攤薄盈利乃本公司權益持有人應佔溢利及除以報告期內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。

報告期內，每股基本盈利及每股攤薄盈利為人民幣0.76元，二零一九年同期為人民幣0.85元，減少約10.6%。

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。本集團密切監控其負債對資產比率(即借款總額除以資產總值)。

外匯風險

外匯風險由經營單位以其功能貨幣以外的貨幣進行銷售或購買活動所致。本集團面臨交易貨幣風險及來自計息銀行借款的貨幣風險。本集團已制定外匯對沖政策以減少我們的外匯風險，並不時對外匯風險進行監控以調整對沖措施。

報告期內，本集團錄得匯兌損失淨額人民幣248.8百萬元，而於二零一九年同期錄得匯兌收益淨額人民幣32.1百萬元。目前，本集團並無採用任何金融工具對沖外匯風險。

流動資金及財務資源

本集團之流動資金狀況仍維持強勁。於報告期內，本集團之資金主要來自日常業務。於二零二零年十二月三十一日，本集團之現金及銀行結餘約人民幣1,330.2百萬元(二零一九年十二月三十一日：約人民幣1,076.5百萬元)。

Management Discussion and Analysis

管理層討論與分析

Capital Structure

As at December 31, 2020, the Group recorded short-term loans of approximately RMB2,482.0 million (December 31, 2019: approximately RMB3,939.3 million) and long-term loans of approximately RMB3,085.9 million (December 31, 2019: approximately RMB2,354.7 million).

Pledge of Assets

As at December 31, 2020, the Group's assets of approximately RMB2,563.4 million were pledged to banks and other financial institutions to secure the credit facilities granted to the Group (December 31, 2019: approximately RMB2,228.7 million). Details of the movements in pledge of assets of the Company during the Reporting Period are set out in note 41 to the consolidated financial statements on page 239 of this annual report.

Contingent Liabilities

As at December 31, 2020, neither the Group nor the Company had material contingent liabilities (December 31, 2019: nil).

Asset-liability Ratio

As at December 31, 2020, the Group's total assets amounted to approximately RMB19,025.9 million, (December 31, 2019: approximately RMB15,351.9 million), whereas the total liabilities amounted to approximately RMB7,336.9 million (December 31, 2019: approximately RMB7,880.1 million). The asset-liability ratio (i.e., total liabilities divided by total assets) was approximately 38.6% (December 31, 2019: approximately 51.3%).

Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates to the interest-bearing bank and other borrowings with floating interest rates. The Group's policy is to manage our interest cost using a mix of fixed and variable rate debts. As at December 31, 2020, the Group had approximately 86.7% interest-bearing borrowings bore interest at fixed rates (December 31, 2019: approximately 75.3%).

Significant Investment Held

During the Reporting Period, the Group did not hold any significant Investment.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

During the Reporting Period, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

資本架構

於二零二零年十二月三十一日，本集團有短期貸款，金額約為人民幣2,482.0百萬元(二零一九年十二月三十一日：約人民幣3,939.3百萬元)及長期貸款，金額約人民幣3,085.9百萬元(二零一九年十二月三十一日：約人民幣2,354.7百萬元)。

資產抵押

於二零二零年十二月三十一日，本集團有約人民幣2,563.4百萬元資產抵押予銀行及其他金融機構，作為本集團獲授信貸融資之抵押(二零一九年十二月三十一日：約人民幣2,228.7百萬元)。本公司於報告期內的資產抵押變動詳情載於本年度報告第239頁的綜合財務報表附註41。

或然負債

於二零二零年十二月三十一日，本集團及本公司均沒有重大之或然負債(二零一九年十二月三十一日：無)。

資產及負債比率

於二零二零年十二月三十一日，本集團之總資產約人民幣19,025.9百萬元(二零一九年十二月三十一日：約人民幣15,351.9百萬元)，總負債約人民幣7,336.9百萬元(二零一九年十二月三十一日：約人民幣7,880.1百萬元)，而資產及負債比率(即總負債除以總資產)約38.6%(二零一九年十二月三十一日：約51.3%)。

利率風險

本集團的利率變動風險與浮動利率計息銀行及其他借款有關。本集團的政策是使用固定和浮動利率債務組合來管理我們的利息成本。於二零二零年十二月三十一日，本集團約有86.7%的計息借款按固定利率計息(二零一九年十二月三十一日：約75.3%)。

持有重大投資

報告期內，本集團無持有重大投資。

對子公司、聯營公司及合資企業的重大收購及出售事項

報告期內，本集團無任何對子公司、聯營公司及合資企業的重大收購及出售事項。

Management Discussion and Analysis

管理層討論與分析

Indebtedness

債務

		As at December 31, 2020 於2020年 12月31日 RMB'000 人民幣千元	As at December 31, 2019 於2019年 12月31日 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借款	5,567,834	6,293,993
Lease liabilities	租賃負債	77,243	119,233
Total financial indebtedness	金融債務總額	5,645,077	6,413,226
Pledged bank deposits	已抵押銀行存款	(80)	(61,568)
Net financial indebtedness	金融債務淨額	5,644,997	6,351,658

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

本集團計息銀行及其他借款之還款期如下：

		As at December 31, 2020 於2020年 12月31日 RMB'000 人民幣千元	As at December 31, 2019 於2019年 12月31日 RMB'000 人民幣千元
Repayable:	須於下列期間償還：		
Within one year or on demand	一年內或按要求	2,481,977	3,939,340
After one year but within two years	一年後但於兩年內	885,698	422,308
After two years but within five years	兩年後但於五年內	1,652,246	1,932,345
After five years	於五年後	547,913	-
Total	合計	5,567,834	6,293,993

The Group's bank lending as at December 31, 2020 was approximately RMB3,675.5 million (December 31, 2019: RMB4,408.9 million). As at December 31, 2020, the Group's corporate bond was approximately RMB1,612.3 million (December 31, 2019: RMB1,154.4 million). As at December 31, 2020, the Group's total amount of other lending was RMB280.0 million (December 31, 2019: RMB730.7 million).

本集團銀行借貸於二零二零年十二月三十一日約為人民幣3,675.5百萬元(二零一九年十二月三十一日：人民幣4,408.9百萬元)。於二零二零年十二月三十一日，本集團之公司債券約為人民幣1,612.3百萬元(二零一九年十二月三十一日：人民幣1,154.4百萬元)。於二零二零年十二月三十一日，本集團之其他借貸總額為人民幣280.0百萬元(二零一九年十二月三十一日：人民幣730.7百萬元)。

Management Discussion and Analysis 管理層討論與分析

Acquisition and Profit Guarantee of Topknow

In 2018, the Company acquired 100% shares of Shenzhen Topknow Industrial Development Co. Ltd. (“**Topknow**”) with a cash consideration of RMB2,400,000,000 from the Controlling Shareholders, Mr. Shan Yu, Shuidi Shichuan and other shareholders. Please refer to the Prospectus for details. Pursuant to the equity transfer agreement, our Controlling Shareholders, along with Mr. Shan and Shuidi Shichuan (together, the “**Obligors**”), entered into a supplemental agreement with the Company and guaranteed that if Topknow’s net profit (after deducting non-recurring gains and losses) falls below RMB190,600,000, RMB286,800,000 and RMB340,800,000, respectively, for the years ended December 31, 2018, 2019 and 2020, each of them shall be jointly and severally liable to compensate our Company up to the amount of consideration they received from the Acquisition (the “**Profit Guarantee**”).

Pursuant to the terms of the Profit Guarantee, the Company engaged Ernst & Young, Certified Public Accountants, to calculate the amount of compensation payable by the Obligors (if any) for not meeting the guaranteed net profit for the year ended December 31, 2020. The Company confirms that for the year ended December 31, 2020, Topknow met the guaranteed profits and hence no compensation was payable by the Obligors to the Company.

多普樂的收購及利潤擔保

二零一八年，本公司向控股股東、單宇先生、水滴石穿及其他股東以現金代價人民幣2,400,000,000元收購了深圳多普樂實業發展有限公司(「多普樂」)100%的股份。詳情請參閱招股章程。根據股權轉讓協議，控股股東、單先生及水滴石穿(統稱「債務人」)與本公司訂立了一份補充協議並作出擔保，倘截至二零一八年、二零一九年及二零二零年十二月三十一日止年度，多普樂的純利(經扣除非經常性損益)分別降至低於人民幣190,600,000元、人民幣286,800,000元及人民幣340,800,000元，彼等應共同及個別負責賠償本公司，金額不超過其於該收購中獲得的對價(「利潤擔保」)。

根據利潤擔保的條款，公司聘請了執業會計師安永會計師事務所來計算債務人因未達到截至二零二零年十二月三十一日止年度的保證淨利潤而應支付的賠償金額(如有)。本公司確認，截至二零二零年十二月三十一日止年度，多普樂履行了保證利潤，因此，債務人無需向本公司支付任何賠償。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

DIRECTORS

Executive Directors

Mr. Li Li (李鐸), aged 57, spouse of Ms. Li Tan and brother-in-law of Mr. Shan Yu, is the chairman of the Board, an executive Director and the founder of our Company. Mr. Li has over 25 years of experience in the pharmaceutical industry. He is primarily responsible for the major decision-making and strategic planning of our Group and oversees the financial and external affairs of our Group. As the chairman of our Strategy Development Committee, Mr. Li spearheads our Group's business strategies. Mr. Li led the innovative drugs sector since 2012. Mr. Li approved our strategies in the CDMO sector and has participated in the management of the CDMO business since our acquisition of Cytovance in 2015.

Mr. Li founded the Company and was appointed as the chairman of the Board in April 1998. Mr. Li has also been serving as a director of Topknow since May 2000; a director of Feilaishi since June 2008; a director of Leren Technology since August 2007; a director of Hepalink Europe AB since February 2010; a director of Shenzhen Techdow since November 2010; a director of Hepalink (Hong Kong) since June 2014; a director of Shenzhen Hightide Biopharmaceutical Co., Ltd. since November 2011; a director of Techdow Pharmaceutical (Hong Kong) Co., Ltd. since May 2013; a director of Hepalink USA since April 2014; a director of Shanghai Hightide Biopharmaceutical Co., Ltd. since March 2014; a director of Shenzhen Dekang Investment Development Co., Ltd. since March 2015; a director of Shenzhen Fanpu Biotechnology Co., Ltd. since April 2015; a director of Shenzhen Junshengkang Biotechnology Co., Ltd. since July 2015; a director of Cytovance since October 2015; a director of OncoVent since July 2016; a director of Shenzhen Arimab Biomedical Co., Ltd. since July 2018; and a director of HighTide since October 2018.

Mr. Li graduated from Chengdu University of Science and Technology (which later became Sichuan University) in China with a bachelor of science degree in chemistry in July 1987 and obtained the qualification of senior manager from the Vocational Skills Identification Center in February 2005.

Ms. Li Tan (李坦), aged 56, spouse of Mr. Li Li and sister of Mr. Shan Yu, is our executive Director, co-founder and deputy general manager. Ms. Li has over 25 years of experience in the pharmaceutical industry. She is primarily responsible for the major decision-making of our Group and oversees the business development

董事

執行董事

李鐸先生，57歲，李坦女士的配偶及單宇先生的妹夫，為本公司董事長、執行董事及創始人。李先生在製藥行業擁有逾25年經驗。其主要負責本集團的重大決策及策略規劃，並監督本集團的財務及外部事項。作為戰略發展委員會主席，李先生負責引領本集團的業務策略。李先生自二零一二年起領導創新藥部門。李先生於二零一五年批准了CDMO領域的策略，並於我們收購賽灣生物後參與管理CDMO業務。

李先生創立本公司並於一九九八年四月獲委任為董事長。李先生亦自二零零零年五月起擔任多普樂董事；自二零零八年六月起擔任飛來石董事；自二零零七年八月起擔任樂仁科技董事；自二零一零年二月起擔任Hepalink Europe AB董事；自二零一零年十一月起擔任深圳天道董事；自二零一四年六月起擔任香港海普瑞董事；自二零一一年十一月起擔任深圳君聖泰生物技術有限公司董事；自二零一三年五月起擔任天道醫藥(香港)有限公司董事；自二零一四年四月起擔任美國海普瑞董事；自二零一四年三月起擔任上海君聖泰生物技術有限公司董事；自二零一五年三月起擔任深圳市德康投資發展有限公司董事；自二零一五年四月起擔任深圳市返璞生物技術有限公司董事；自二零一五年七月起擔任深圳君聖康生物技術有限公司董事；自二零一五年十月起擔任賽灣生物董事；自二零一六年七月起擔任昂瑞董事；自二零一八年七月起擔任深圳市瑞迪生物醫藥有限公司董事；及自二零一八年十月起擔任HighTide董事。

李先生於一九八七年七月畢業於中國的成都科技大學(後更名為四川大學)，獲得理學學士化學系學位，並於二零零五年二月獲得職業技能鑒定(指導)中心授予的高級經營師資格。

李坦女士，56歲，李鐸先生的配偶及單宇先生的妹妹，為執行董事、聯合創始人及副總經理。李女士在製藥行業擁有逾25年經驗。其主要負責本集團的重大決策，並監督本集

Directors, Supervisors and Senior Management 董事、監事及高級管理層

activities and management of human resources of our Group. As a member of our Strategy Development Committee, Ms. Li also actively participates in the formulation and implementation of our Group's business strategies, including our strategies in the innovative drugs and the CDMO sectors.

Ms. Li co-founded the Company and was appointed as our Director and deputy general manager in April 1998. Ms. Li has also been serving as a director of Topknow since August 2007; the managing partner of Jintiantu since August 2007; a director of Hepalink (Hong Kong) since June 2014; a director of Shenzhen Techdow since November 2010; a director of Hepalink USA, since October 2013; a director of SPL since August 2015; and a director of Kymab Group Limited since November 2016.

Ms. Li graduated from Chengdu University of Science and Technology (which later became Sichuan University) in China with a bachelor of science degree in chemistry in July 1987 and obtained the qualification of senior manager from the Vocational Skills Identification Center in February 2005.

Mr. Shan Yu (單宇), aged 60, brother of Ms. Li Tan and brother-in-law of Mr. Li Li, is our executive Director, co-founder and general manager. Mr. Shan has over 25 years of experience in the pharmaceutical industry. He is primarily responsible for the major decision-making of our Group and oversees the production capacity, security, logistics and external affairs of our Group. Mr. Shan also actively participates in the implementation of our Group's business strategies, including our strategies in the innovative drugs and CDMO sectors.

Mr. Shan co-founded the Company and was appointed as our Director and general manager in April 1998. Mr. Shan has also been serving as a director of Shenzhen Topknow Industrial Development Co., Ltd. since October 2000; a managing partner of Shuidi Shichuan since August 2007; a director of Chengdu Sunrace Co., Ltd. since November 2009; a director of Shenzhen Beidi Aoke Technology Development Co., Ltd. since December 2009; a director of Shandong Ruisheng since July 2010; a director of Shenzhen Pingshan New District Hepalink Pharmaceutical Co., Ltd. since July 2013; and a director of Hepalink USA since April 2014.

Mr. Shan graduated from Peking University in China with a bachelor of science degree in applied physics in July 1982 and obtained the qualification of senior manager from the Vocational Skills Identification Center in February 2005.

團的業務開發活動及人力資源管理。作為戰略發展委員會成員，李女士亦積極參與制定及實施本集團的業務策略，包括於創新藥及CDMO領域的策略。

李女士共同創立本公司並於一九九八年四月獲委任為董事兼副總經理。李女士亦自二零零七年八月起擔任多普樂董事；自二零零七年八月起擔任金田土執行事務合夥人；自二零一四年六月起擔任香港海普瑞董事；自二零一零年十一月起擔任深圳天道董事；自二零一三年十月起擔任美國海普瑞董事；自二零一五年八月起擔任SPL董事；及自二零一六年十一月起擔任Kymab Group Limited董事。

李女士於一九八七年七月畢業於中國的成都科技大學(後更名為四川大學)，獲得理學學士化學系學位，並於二零零五年二月獲得職業技能鑒定(指導)中心授予的高級經營師資格。

單宇先生，60歲，李坦女士的哥哥及李錕先生的妻兄，為執行董事、聯合創始人及總經理。單先生在製藥行業擁有逾25年經驗。其主要負責本集團的重大決策，並監督本集團的產能、安全、物流及外部事項。單先生亦積極參與實施本集團的業務策略，包括於創新藥及CDMO領域的策略。

單先生共同創立本公司並於一九九八年四月獲委任為董事兼總經理。單先生亦自二零零零年十月起擔任深圳市多普樂實業發展有限公司董事；自二零零七年八月起擔任水滴石穿執行事務合夥人；自二零零九年十一月起擔任成都深瑞畜產品有限公司董事；自二零零九年十二月起擔任深圳市北地奧科技開發有限公司董事；自二零一零年七月起擔任山東瑞盛董事；自二零一三年七月起擔任深圳市坪山新區海普瑞藥業有限公司董事；及自二零一四年四月起擔任美國海普瑞董事。

單先生於一九八二年七月畢業於中國的北京大學，獲得理學學士技術物理學系學位，並於二零零五年二月獲得職業技能鑒定(指導)中心授予的高級經營師資格。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Mr. Sun Xuan (孫暄), aged 45, is our executive Director and vice chairman to the Board. Mr. Sun joined the Company and was appointed as our Director in February 2020. He is primarily responsible for the major decision-making of our Group and oversees our capital market strategies, financing activities, investors relationship, strategic investments and the management of our investments and new product development. Mr. Sun has over 15 years of experience in the pharmaceutical and healthcare investment industry. He served as an equity research analyst in Morgan Stanley & Co. Inc. in New York, from 2005 to 2006. Prior to Morgan Stanley, he worked at Bristol-Myers Squibb. From 2006 to August 2017, Mr. Sun worked in the investment banking division of UBS AG in New York and Hong Kong, including as a managing director from February 2016 to August 2017 and Head of Asia Healthcare Group from October 2015 to August 2017. From December 2017 to January 2020, Mr. Sun was a managing director of Yunfeng Capital Co., Ltd., responsible for healthcare investments.

Mr. Sun graduated from Vanderbilt University in the United States with a bachelor of science degree in chemistry in May 1998, obtained a master of arts degree majoring in pharmacology from Columbia University in the City of New York, United States in October 1999, and graduated with distinction from New York University Stern School of Business in the United States with a master of business administration degree in May 2005.

Non-executive Director

Mr. Bu Haihua (步海華), aged 45, is our non-executive Director. Mr. Bu was re-designated from an executive Director to a non-executive Director and ceased to serve as secretary to the Board and deputy general manager upon expiry of term on August 31, 2020. Mr. Bu resigned as the joint company secretary of the Company on September 18, 2020. Mr. Bu has over 10 years of experience in the pharmaceutical industry. Before the re-designation as non-executive Director, he is primarily responsible for the major decision-making of our Group and oversees the Board office and the management of regulatory and compliance affairs of our Group. Mr. Bu has been responsible for formulating and implementing an annual operations plan for our innovative drugs business since 2012. He also actively participates in the implementation of our Group's business strategies, including our strategies in the innovative drugs and the CDMO sectors.

Mr. Bu joined the Company in December 2006 and served as secretary to the Board from December 2007 to August 2020, deputy general manager from June 2010 to August 2020 and has been appointed as our Director in November 2014. Mr. Bu has also been serving as a director of Chengdu Sunrace Co., Ltd. since October 2010; a director of Hepalink (Hong Kong) since November 2010; a director of Hepalink USA since April 2014; a director of SPL since August 2015; a director of OncoVent since July 2016; a director of Shenzhen Arimab Biomedical Co., Ltd. since July 2018 and a director of HighTide since October 2018. Mr. Bu ceased to serve as directors of the above companies since August 2020.

孫暄先生，45歲，為執行董事兼副董事長。孫先生於二零二零年二月加入本公司並獲委任為董事。其主要負責本集團的重大決策，並監督我們的資本市場策略、融資活動、投資者關係、戰略投資以及投資及新產品開發的管理。孫先生於製藥及醫療投資行業擁有逾15年經驗。其於二零零五年至二零零六年在紐約Morgan Stanley & Co. Inc. 擔任股票分析員。加入摩根士丹利之前，其就職於Bristol-Myers Squibb。於二零零六年至二零一七年八月，孫先生於瑞士銀行集團紐約及香港投資銀行分部工作，包括於二零一六年二月至二零一七年八月擔任董事總經理及於二零一五年十月至二零一七年八月擔任醫療健康行業組亞洲區主管。自二零一七年十二月至二零二零年一月，孫先生擔任雲鋒基金董事總經理，負責醫療健康領域的投資。

孫先生於一九九八年五月畢業於美國的范德堡大學，獲得化學專業理學學士學位，於一九九九年十月自美國紐約市的哥倫比亞大學獲得藥理學專業文學碩士學位，並於二零零五年五月以優異成績畢業於美國的紐約大學斯特恩商學院，獲得工商管理碩士學位。

非執行董事

步海華先生，45歲，為非執行董事。步先生於二零二零年八月三十一日由執行董事調任為非執行董事，並因換屆離任董事會秘書及副總經理。步先生於二零二零年九月十八日辭任本公司聯席公司秘書。步先生在製藥行業擁有逾10年經驗。步先生在調任為非執行董事前，其主要負責本集團的重大決策，並監督本集團的董事會辦公室及監管與合規事務管理。步先生自二零一二年起負責制定及實施我們創新藥業務的年度營運計劃。其亦積極參與實施本集團的業務策略，包括於創新藥及CDMO領域的策略。

步先生於二零零六年十二月加入本公司並於二零零七年十二月到二零二零年八月擔任董事會秘書，由二零一零年六月到二零二零年八月擔任副總經理，及於二零一四年十一月獲委任為董事。步先生亦自二零一零年十月起擔任成都深瑞畜產品有限公司董事；自二零一零年十一月起擔任香港海普瑞董事；自二零一四年四月起擔任美國海普瑞董事；自二零一五年八月起擔任SPL董事；自二零一六年七月起擔任昂瑞董事；自二零一八年七月起擔任深圳市瑞迪生物醫藥有限公司董事及自二零一八年十月起擔任HighTide董事。步先生自二零二零年八月起不再擔任上述公司的董事。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Mr. Bu graduated from Shanghai University of Finance and Economics in China with a bachelor's degree in economics in July 1997 and graduated from Shanghai Jiaotong University in China with a master's degree in business administration in January 2005. Mr. Bu became a non-practicing member of the Chinese Institute of Certified Public Accountants in December 2009 and obtained board secretary certificate granted by Shenzhen Stock Exchange in November 2008.

Independent non-executive Directors

Dr. Lu Chuan (呂川), aged 51, is our independent non-executive Director. Dr. Lu joined the Company and was appointed as an independent Director in December 2019. Dr. Lu has been serving as a vice president of Huan Yue Interactive Holdings Limited since October 2019.

Dr. Lu served as an assistant engineer of Nanjing Jinling Shipyard Company Limited from August 1991 to August 1994. From July 1997 to August 2005, Dr. Lu worked at Shenzhen Nonferrous Metals Finance Co., Ltd. as a research fellow of the investment bank department. From August 2005 to November 2018, Dr. Lu worked as a managing director assistant and deputy general manager of Yinjian International Industrial Co., Ltd. Dr. Lu served as a director of Shenzhen Zhongqingbao Interactive Network Co., Ltd. (A share stock code on the Shenzhen Stock Exchange: 300052) from April 2008 to April 2012, a non-executive director of China Geothermal Industry Development Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 8128) from September 2008 to March 2009, a non-executive director of E-Commodities Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1733) from June 2010 to July 2016, and director of Ningxia West King Liquor Co., Ltd. from October 2011 to February 2014.

Dr. Lu graduated from Wuhan University of Technology in China with a bachelor's degree in naval mechanical engineering in July 1991, graduated from Huazhong University of Science and Technology in China with a master's degree in business management in May 1997 and a doctorate in management in December 2006.

Mr. Chen Junfa (陳俊發), aged 56, is our independent non-executive Director. Mr. Chen joined the Company and was appointed as an independent Director in May 2017. Mr. Chen has also been serving as an independent non-executive director and an audit committee member of Lomon Billions Group Co., Ltd. (A share stock code on the Shenzhen Stock Exchange: 002601) since April 2014; an independent non-executive director and an audit committee member of Shenzhen Mason Technology Co., Ltd. (A share stock code on the Shenzhen Stock Exchange: 002654) since July 2014; the deputy general manager of Shenzhen Pengxin Asset, Land and Real Estate Appraisal Co., Ltd. since April 2016; and an independent non-executive director of O-film Light Group Co., Ltd. (A share stock code on the Shenzhen Stock Exchange: 002456) since November 2017.

步先生於一九九七年七月畢業於中國的上海財經大學，獲得經濟學學士學位；並於二零零五年一月畢業於中國上海交通大學，獲得工商管理碩士學位。步先生於二零零九年十二月成為中國註冊會計師(非執業)，並於二零零八年十一月獲得深圳證券交易所頒發的董事會秘書資格證書。

獨立非執行董事

呂川博士，51歲，為獨立非執行董事。呂博士於二零一九年十二月加入本公司並獲委任為獨立董事。呂博士自二零一九年十月起擔任歡悅互娛控股有限公司副總裁。

呂博士自一九九一年八月至一九九四年八月擔任南京金陵船廠有限公司助理工程師，於一九九七年七月至二零零五年八月擔任深圳市有色金屬財務有限公司投資銀行部研究員，並於二零零五年八月至二零一八年十一月擔任銀建國際實業有限公司總經理助理及副總經理。呂博士自二零零八年四月至二零一二年四月擔任深圳中青實互動網絡股份有限公司(深圳證券交易所A股股票代碼：300052)董事，自二零零八年九月至二零零九年三月擔任中國地熱能產業發展集團有限公司(一家於聯交所主板上市的公司，股份代號：8128)非執行董事，自二零一零年六月至二零一六年七月擔任易大宗控股有限公司(一家於聯交所主板上市的公司，股份代號：1733)非執行董事，以及自二零一一年十月至二零一四年二月擔任寧夏吳王酒業有限公司董事。

呂博士於一九九一年七月畢業於中國的武漢理工大學，獲船舶機械工程系學士學位，於一九九七年五月畢業於中國的華中理工大學(現為華中科技大學)，獲工商管理工程碩士學位，以及於二零零六年十二月獲管理學博士學位。

陳俊發先生，56歲，為獨立非執行董事。陳先生於二零一七年五月加入本公司並獲委任為獨立董事。陳先生亦自二零一四年四月起擔任龍蟠佰利聯集團股份有限公司(深圳證券交易所A股股票代碼：002601)獨立非執行董事及審計委員會成員；自二零一四年七月起擔任深圳萬潤科技股份有限公司(深圳證券交易所A股股票代碼：002654)獨立非執行董事及審計委員會成員；自二零一六年四月起擔任深圳市鵬信資產評估土地房地產估價有限公司副總經理；及自二零一七年十一月起擔任歐菲光集團股份有限公司(深圳證券交易所A股股票代碼：002456)獨立非執行董事。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Mr. Chen previously served as an independent non-executive director and audit committee member of Shenzhen Yitao Intelligent Control Co., Ltd. (A share stock code on the Shenzhen Stock Exchange: 300131) from May 2011 to November 2017; and an independent non-executive director of Zibo Qixiang Tengda Chemical Co., Ltd. (A share stock code on the Shenzhen Stock Exchange: 002408) from March 2014 to April 2017.

Mr. Chen served as a project manager of Shenzhen Zhonghua Accounting Firm from July 1993 to December 1997. He served as director, chairman of the board and general manager of Shenzhen Zhongqinxin Asset Appraisal Co., Ltd. from October 2000 to June 2008 and served as the general manager of Shenzhen Jinkai Zhongqinxin Asset Appraisal Co., Ltd. from June 2008 to December 2009. Mr. Chen served as the deputy general manager of Shenzhen Dezhengxin International Asset Appraisal Co., Ltd. from January 2010 to March 2016.

Mr. Chen obtained his bachelor's degree in engineering from Beijing University of Science and Technology in China in July 1988 and graduated from Nankai University in China with a master's degree in economics majoring in political economics in July 1993. Mr. Chen became a non-practicing member of the Chinese Institute of Certified Public Accountants in October 1994 and first obtained the People's Republic of China Certificate of Certified Public Valuer in August 1997.

Mr. Wang Zhaohui (王肇輝), aged 43, is our independent non-executive Director. Mr. Wang joined the Company and was appointed as an independent Director in July 2017. Mr. Wang has also been serving as the founding partner of Ruchuan Capital Investment Fund since April 2016. From June 2001 to August 2009, Mr. Wang served as a senior journalist of Chinese College Students magazine. Mr. Wang served as the public relations manager of Innovation (Beijing) Software Development Co., Ltd. from September 2009 to January 2011, served as the public relations manager at Beijing Innovation Ark Technology Co., Ltd. from February 2011 to August 2015, and worked at Sinovation Ventures (Beijing) Enterprise Management Co., Ltd. as the director and deputy general manager from September 2015 to April 2016.

Mr. Wang graduated from the China University of Geosciences in China with a bachelor's degree in engineering in July 2001.

SUPERVISORS

Mr. Zheng Zehui (鄭澤輝), aged 51, is the chairman of our Supervisory Committee. Mr. Zheng has also been serving as the general manager of URIT Medical Electronic Sales Co., Ltd. since October 2006. Mr. Zheng graduated from Wuhan University in China with a bachelor's degree in biochemistry in July 1992 and graduated from China Europe International Business School in China with a master's degree in business administration in October 2011.

陳先生之前自二零一一年五月至二零一七年十一月擔任深圳市英唐智能控制股份有限公司(深圳證券交易所A股股票代碼:300131)獨立非執行董事及審計委員會成員;及自二零一四年三月至二零一七年四月擔任淄博齊翔騰達化工股份有限公司(深圳證券交易所A股股票代碼:002408)獨立非執行董事。

陳先生自一九九三年七月至一九九七年十二月擔任深圳中華會計師事務所項目經理。自二零零年十月至二零零八年六月,其擔任深圳市中勤信資產評估有限公司董事、董事長兼總經理,並自二零零八年六月至二零零九年十二月擔任深圳金開中勤信資產評估有限公司總經理。陳先生自二零一零年一月至二零一六年三月擔任深圳德正信國際資產評估有限公司副總經理。

陳先生於一九八八年七月獲得中國的北京科技大學工學學士學位,於一九九三年七月畢業於中國的南開大學,獲得政治經濟學碩士學位。陳先生於一九九四年十月成為中國註冊會計師(非執業),並於一九九七年八月首次獲得中華人民共和國註冊資產評估師資格。

王肇輝先生,43歲,為獨立非執行董事。王先生於二零一七年七月加入本公司並獲委任為獨立董事。王先生亦自二零一六年四月起擔任如川投資基金創始合夥人。自二零零一年六月至二零零九年八月,王先生擔任中國大學生雜誌社資深記者。自二零零九年九月至二零一一年十一月,王先生擔任英諾維申(北京)軟件開發有限公司公關經理,自二零一一年二月至二零一五年八月擔任北京創新方舟科技有限公司公關經理,並自二零一五年九月至二零一六年四月擔任創新工場(北京)企業管理股份有限公司董事兼副總經理。

王先生於二零零一年七月畢業於中國的中國地質大學,獲得工學學士學位。

監事

鄭澤輝先生,51歲,為監事會主席。鄭先生自二零零六年十月起亦一直擔任桂林優利特醫療電子銷售有限公司總經理。鄭先生於一九九二年七月畢業於中國的武漢大學,獲得生物化學學士學位,並於二零一一年十月畢業於中國的中歐國際工商學院,獲得工商管理碩士學位。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Ms. Tang Haijun (唐海均), aged 42, is a Supervisor and the manager of the GXP document control department of our Company. Ms. Tang joined the Company in February 2001 and was appointed as our Supervisor in December 2007.

Ms. Tang graduated from Sun Yat-sen University in China with a bachelor's degree in administrative management in July 2014.

Ms. Su Jilan (蘇紀蘭), aged 41, is an employee Supervisor and the deputy manager of the quality inspection department of our Company. Ms. Su joined the Company in February 2004 and was appointed as our employee Supervisor in December 2007.

Ms. Su graduated from Xi'an Jiaotong University in China with a bachelor of science degree in pharmacy in July 2001. Ms. Su obtained the qualification of assistant engineer from the Department of Human Resources of Shaanxi Province in August 2002.

SENIOR MANAGEMENT

Mr. Shan Yu (單宇), aged 60, is our executive Director and general manager. For the biography of Mr. Shan, please refer to "— Directors — Executive Directors" of this section.

Ms. Li Tan (李坦), aged 56, is our executive Director, co-founder and deputy general manager. For the biography of Ms. Li, please refer to "— Directors — Executive Directors" of this section.

Mr. Zhang Bin (張斌), aged 44, is our financial controller. Mr. Zhang has over 3 years of experience in the pharmaceutical industry. He joined our Company in April 2016 and has been appointed as our financial controller in April 2016. His primary responsibilities include overseeing the financial activities of our Group and participating in the implementation of our Group's business strategies, particularly in the innovative drugs and CDMO sectors. Mr. Zhang has been serving as a director of SPL since February 2018; a director of Hepalink USA since February 2018; and a director of Cytovance since February 2018.

From June 2005 to August 2015, Mr. Zhang served in various positions in KPMG's offices in China and the United States, including manager and senior manager. Mr. Zhang served as an inspection expert of the Public Company Accounting Oversight Board of the United States from August 2015 to February 2016.

Mr. Zhang graduated from Henan University in China with a bachelor's degree in law in July 2003 and graduated from Patten University in the United States with a master's degree in business administration in April 2015. Mr. Zhang became a non-practicing member of the Chinese Institute of Certified Public Accountants in November 2013 and a non-practicing member of American Institute of Certified Public Accountants in July 2015.

唐海均女士，42歲，為本公司監事及GXP文控部經理。唐女士於二零零一年二月加入本公司，並於二零零七年十二月獲委任為監事。

唐女士於二零一四年七月畢業於中國的中山大學，獲得行政管理專業學士學位。

蘇紀蘭女士，41歲，為本公司職工監事及質量控制部副經理。蘇女士於二零零四年二月加入本公司，並於二零零七年十二月獲委任為職工監事。

蘇女士於二零零一年七月畢業於中國的西安交通大學，獲得藥學專業理學學士學位。蘇女士於二零零二年八月獲得陝西省人力資源廳頒發的助理工程師資格證。

高級管理層

單宇先生，60歲，執行董事兼總經理。有關單先生的履歷，請參閱本節「— 董事 — 執行董事」。

李坦女士，56歲，執行董事、聯合創始人及副總經理。有關李女士的履歷，請參閱本節「— 董事 — 執行董事」。

張斌先生，44歲，為財務總監。張先生在醫藥行業擁有超過三年的經驗。其於二零一六年四月加入本公司，並於二零一六年四月獲委任為財務總監。其主要職責包括監督本集團的財務活動，參與本集團業務策略的實施，特別是在創新藥及CDMO領域。張先生自二零一八年二月起一直擔任SPL董事；自二零一八年二月起一直擔任美國海普瑞董事；及自二零一八年二月起一直擔任賽灣生物董事。

自二零零五年六月至二零一五年八月，張先生在畢馬威中國及美國辦事處工作，先後擔任經理、高級經理等各種職位。自二零一五年八月至二零一六年二月，張先生在美國公眾公司會計監督委員會任檢查專家。

張先生於二零零三年七月畢業於中國的河南大學，獲得法學學士學位，並於二零一五年四月畢業於美國的佩丁大學，獲得工商管理碩士學位。張先生於二零一三年十一月成為中國註冊會計師(非執業)，並於二零一五年七月成為美國註冊會計師協會非執業會員。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Save as disclosed above, none of our Directors, Supervisors and members of senior management is related to other Directors, Supervisors and members of the senior management.

JOINT COMPANY SECRETARIES

Ms. Tan Xuan (談煊), the secretary to the Board and one of the joint company secretaries of the Company and holds a bachelor's degree in economics and a master's degree in finance from Renmin University of China. Ms. Tan has been engaged in capital market industry and company research for a long time, participated in the completion of many mergers and acquisitions, and has rich experience in industry analysis and mergers and acquisitions. Ms. Tan has been the director of the Office of secretary to the Board of the Company since June 2020, secretary to the Board since August 2020 and the joint company secretary of the Company since September 2020. From April 2007 to November 2014, Ms. Tan successively worked at Harvest Fund Management Co., Ltd., Economy Research Institute of Geosen Securities Co., Ltd. (國信證券股份有限公司經濟研究所) and Securities Research Institute of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司證券研究所), and won many awards such as the Best Analyst of New Fortune; from November 2014 to May 2020, she worked at Geo-Jade Petroleum Corporation (a company listed in the Shanghai Stock Exchange, stock code: 600759), and was appointed as the secretary to the board of directors of Geo-Jade Petroleum Corporation in 2017 and vice president in 2019.

Ms. Chan Sze Ting (陳詩婷) is one of the joint company secretaries of the Company. Ms. Chan currently serves as a senior manager of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Chan has over 15 years of experience in the corporate secretarial field. She has been providing professional corporate services to multiple Hong Kong listed companies. Ms. Chan is currently the joint company secretary of Sinopec Shanghai Petrochemical Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 338 and listed on the Shanghai Stock Exchange, stock code: 600688), the company secretary of Sunfonda Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1771), Modern Media Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 72), Century Sage Scientific Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1450) and Vico International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1621).

Ms. Chan is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute in the United Kingdom. Ms. Chan holds a bachelor of laws degree from the University of London.

除上文所披露者外，概無董事、監事及高級管理層人員與其他董事、監事及高級管理層人員存在關聯關係。

聯席公司秘書

談煊女士，董事會秘書及本公司聯席公司秘書之一，中國人民大學經濟學學士、金融學碩士。談女士長期從事資本市場行業和公司研究工作，參與完成了多宗併購交易，具有豐富的產業分析和併購重組經驗。談女士自二零二零年六月起擔任本公司董事會秘書辦公室總監，自二零二零年八月起擔任董事會秘書及自二零二零年九月起擔任本公司聯席公司秘書。談女士於二零零七年四月至二零一四年十一月期間先後任職於嘉實基金管理有限公司、國信證券股份有限公司經濟研究所和申銀萬國證券股份有限公司證券研究所，曾獲新財富最佳分析師等多個獎項；二零一四年十一月至二零二零年五月其任職於洲際油氣股份有限公司（一家於上海證券交易所上市的公司，股份代號：600759），並於二零一七年被聘任為洲際油氣股份有限公司董事會秘書，二零一九年被聘兼任副總裁。

陳詩婷女士，為本公司聯席公司秘書之一。陳女士目前擔任卓佳專業商務有限公司（一家全球專業服務提供商，專注於整合商務、企業及投資者服務）企業服務高級經理。陳女士在企業秘書領域擁有超過15年的經驗，為多家香港上市公司提供專業企業服務。陳女士現任中國石化上海石油化工股份有限公司（一家於聯交所主板上市的公司，股份代號：338，並於上海證券交易所上市，股份代號：600688）的聯席公司秘書，以及新豐泰集團控股有限公司（一家於聯交所主板上市的公司，股份代號：1771）、現代傳播控股有限公司（一家於聯交所主板上市的公司，股份代號：72）、世紀睿科控股有限公司（一家於聯交所主板上市的公司，股份代號：1450）及域高國際控股有限公司（一家於聯交所主板上市的公司，股份代號：1621）的公司秘書。

陳女士為香港特許秘書公會及英國特許管治公會特許秘書、特許管治專業人員及會員。陳女士持有倫敦大學法學學士學位。

Directors' Report 董事會報告

The Board is pleased to present this annual report together with the audited consolidated financial statements of the Group for the Reporting Period.

PRINCIPAL ACTIVITIES

The Company is a joint stock limited company incorporated under the laws of the PRC, the predecessor of which, Shenzhen Hepalink Industrial Development Company Limited (深圳市海普瑞實業發展有限公司), was established under the laws of the PRC on April 21, 1998 with a registered share capital of RMB2 million. The Company completed its initial public offering and listing of its A Shares on the Shenzhen Stock Exchange (stock code: 002399) on May 6, 2010. The Company completed its initial public offering and listing of its H Shares on the Main Board of the Hong Kong Stock Exchange, (stock code: HK 9989) on July 8, 2020 (the "Listing Date"). The Group is a leading China-based pharmaceutical company with global pharmaceutical, innovative biotech and CDMO businesses.

The activities and particulars of the Company's principal subsidiaries are shown under note 1 to the consolidated financial statements. An analysis of the Group's revenue and operating profit for the year ended December 31, 2020 by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and note 4 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the year ended December 31, 2020, which includes a discussion of the principal risks and uncertainties faced by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year ended December 31, 2020, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. The review and discussion form part of this Directors' report. An account of the Company's key relationships with its employees, customers, suppliers and others that have a significant impact on the Company is set out in the environmental, social and governance report of the Company for the Reporting Period to be published in due course.

RESULTS AND DIVIDEND

The audited consolidated results of the Group for the Reporting Period are set out on pages 92 to 93 of this annual report.

The Board proposed the distribution of a final dividend (the "Final Dividend") of RMB0.15 (tax inclusive) per share for the year ended December 31, 2020. If such profit distribution proposal is reviewed and approved by shareholders of the Company at the 2020 annual general meeting to be held on Wednesday, May 26, 2021 (the "2020 AGM"), the Final Dividend will be distributed no later

董事會欣然呈列本年度報告連同本集團於報告期內的經審計綜合財務報表。

主營業務

本公司為一家根據中國法律註冊成立的股份有限公司，其前身為深圳市海普瑞實業發展有限公司，於一九九八年四月二十一日根據中國法律成立，註冊股本為人民幣2百萬元。本公司於二零一零年五月六日在深圳證券交易所完成了首次公開發售及A股上市(證券代碼：002399)。本公司於二零二零年七月八日(「上市日期」)在香港聯交所主板完成了首次公開發售及H股上市(股份代號：HK 9989)。本集團是領先的中國製藥公司，在全球擁有製藥領域、創新生物科技領域及CDMO領域的業務。

本公司主要子公司的業務及詳情載於綜合財務報表附註1。截至二零二零年十二月三十一日止年度，本集團按主營業務劃分的收入和營業利潤的分析載於本年度報告「管理層討論與分析」一節及綜合財務報表附註4。

業務回顧

本集團截至二零二零年十二月三十一日止年度的業務回顧載於本年度報告的「董事長致辭」、「管理層討論與分析」和「企業管治報告」各節，當中包括對本集團面臨的主要風險及不確定因素的討論、使用財務主要表現指標分析本集團表現、截至二零二零年十二月三十一日止年度影響本集團的重大事件詳情及本集團業務的預期未來發展跡象。該等回顧及討論構成本董事會報告的一部分。本公司與其員工、客戶、供應商以及對本公司有重大影響的其他各方的主要關係載於本公司將適時發佈的報告期內環境、社會及管治報告。

業績及股息

本集團於報告期內的經審計綜合業績載於本年度報告第92至93頁。

董事會建議派發截至二零二零年十二月三十一日止年度末期股息每股人民幣0.15元(含稅)(「末期股息」)。倘此利潤分配預案經本公司股東於二零二一年五月二十六日(星期三)召開的二零二零年年度股東大會(「二零二零年

Directors' Report

董事會報告

than July 26, 2021 to H shares shareholders whose names appear on the register of members of the Company's H shares on Friday, June 4, 2021. The Final Dividend is denominated and declared in Renminbi. The Final Dividend payable to the holders of the Company's H shares shall be paid in Hong Kong dollars. The amount of Hong Kong dollars payable shall be calculated on the basis of the average closing exchange rates for Hong Kong dollars as announced by the Foreign Exchange Trading Centre of the PRC one calendar week prior to the approval of the Final Dividend at the 2020 AGM.

FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for the last four financial years is set out on page 5 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property and equipment of the Group during the Reporting Period are set out in note 14 to the consolidated financial statements on pages 184 to 185 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environment protection and has not noted any material incompliance with all relevant laws and regulations in relation to its business including environmental protection, health and safety, workplace conditions, employment and the environment.

The Group has established detailed internal rules regarding environmental protection, in particular, the discharge of air, water and solid waste and noise control. During the year ended December 31, 2020, we did not incur any additional costs specifically attributable to environmental compliance.

Further details of the Group's environmental policies and performance will be disclosed in the environmental, social and governance report of the Company for the Reporting Period to be published in due course.

SHARE CAPITAL

Details of the movements in share capital of the Company during the Reporting Period are set out in note 35 to the consolidated financial statements on pages 228 to 229 of this annual report.

年度股東大會」)上審議批准，末期股息將於不遲於二零二一年七月二十六日派發予於二零二一年六月四日(星期五)名列本公司H股股東名冊的H股股東。末期股息以人民幣計值及宣派。應支付予本公司H股股東的末期股息將以港幣支付。應付港幣金額將按於二零二零年年度股東大會通過派發末期股息當日之前一個公曆星期中國外匯交易中心的港幣收市匯率平均值計算。

財務概要

本集團過往四個財政年度已刊發的業績、資產及負債的概要載於本年度報告第5頁。

物業、廠房及設備

本集團於報告期內的物業及設備變動詳情載於本年度報告第184至185頁的綜合財務報表附註14。

環境政策及表現

本集團深知環保的重要性，並無注意到任何嚴重違反所有與其業務相關的法律法規(包括環保、健康及安全、工作場所狀況、僱傭及環境)的情況。

本集團已制定有關環保(特別是空氣、水和固體廢物的排放以及噪音控制)的詳細內部規則。截至二零二零年十二月三十一日止年度，我們並未特別因環境合規而產生任何額外成本。

有關本集團環境政策及表現的詳情，將在本公司於適時刊發的報告期內的環境、社會及管治報告中披露。

股本

本公司於報告期內的股本變動詳情載於本年度報告第228至229頁的綜合財務報表附註35。

Directors' Report 董事會報告

RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 96 to 97 of this annual report. Details of the movement in the reserves of the Company during the Reporting Period is set out in note 47 to the consolidated financial statements on pages 229 to 230 of this annual report.

DISTRIBUTABLE RESERVES

As at December 31, 2020, the Company's distributable reserves, calculated in accordance with PRC rules and regulation, were RMB1,548 million.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association, or the laws of the PRC, which would oblige the Company to offer new Shares on a pro-rata basis to its existing Shareholders.

USE OF PROCEEDS FROM THE H SHARE LISTING OF THE COMPANY

The Shares of the Company were listed on the Main Board of the Stock Exchange on July 8, 2020. Pursuant to the Global Offering (as defined in the Prospectus), the Company issued 220,094,500 H Shares of the Company on July 8, 2020 with a nominal value of RMB 1 each at a price of HK\$ 18.40 per H Share, the Company obtained net proceeds of RMB3,538.3 million.

According to the plan on use of proceeds as set out in the prospectus, approximately 30% of the net proceeds (or approximately RMB1,061.5 million) is intended to be used for improving capital structure and repaying the existing debt; approximately 30% of the net proceeds (or approximately RMB1,061.5 million) is intended to be used for expansion of the sales and marketing network and infrastructure in the European Union and other global markets, such as the PRC; approximately 20% of the net proceeds (or approximately RMB707.7 million) is intended to be used for expanding our development and manufacturing capacity and broadening our product and services offering of Cytovance; and approximately 20% of the net proceeds (or approximately RMB707.7 million) is intended to be used for investment in innovative drugs.

儲備

本集團於本年度及過往年度的儲備金額及變動於本年度報告第96至97頁的綜合權益變動表呈列。本公司於報告期內的儲備變動詳情載於本年度報告第229至230頁的綜合財務報表附註47。

可供分派儲備

於二零二零年十二月三十一日，根據中國規則及法規計算的本公司可供分派儲備為人民幣1,548百萬元。

購買、出售或贖回本公司上市證券

報告期內，本公司及其任何子公司概無購買、出售或贖回本公司任何上市證券。

優先購買權

組織章程細則或中國法律並無有關優先認購權的任何規定，規限本公司須向現有股東按其持股比例發售新股份。

本公司H股募集資金使用情況

本公司之股份於二零二零年七月八日於聯交所主板上市。根據全球發售(定義見招股章程)，本公司於二零二零年七月八日發行220,094,500股本公司H股，每股面值為人民幣1元，發行價為每股H股18.40港元，本公司獲得資金淨額為人民幣3,538.3百萬元。

根據招股章程中描述的募集資金所得款計劃，所得款項淨額約30%(或約人民幣1,061.5百萬元)擬用於改善資本結構及償還現有債務；所得款項淨額約30%(或約人民幣1,061.5百萬元)擬用作在歐盟及其他全球市場(如中國)拓展銷售及營銷網絡以及基礎設施；所得款項淨額約20%(或約人民幣707.7百萬元)擬用作提升我們的開發及生產能力，並擴大我們向賽灣生物提供的產品及服務；所得款項淨額約20%(或約人民幣707.7百萬元)擬用作創新藥的投資。

Directors' Report

董事會報告

The table below sets forth a detailed breakdown and description of the use of net proceeds from the listing of the H Shares as of December 31, 2020:

截至二零二零年十二月三十一日，自H股上市所得款項淨額用途的詳細分類及說明載列如下：

Use of proceeds	Amounts expected to be utilized as disclosed in the Prospectus 招股章程所披露 預期動用金額 (in RMB millions) (百萬元人民幣)	Amounts utilized 已動用金額 (in RMB millions) (百萬元人民幣)	Amounts utilized for subscription of short-term financial products 認購短期金融產品 已動用金額 (in RMB millions) (百萬元人民幣)	Amounts not yet utilized 未動用金額 (in RMB millions) (百萬元人民幣)	Expected time of use 預計使用時間段
Improving capital structure and repaying the existing debt 改善資本結構及償還現有債務	1,061.5	1,034.41	—	27.1	Within 12 months from the Listing Date (i.e. By July 2022) 自上市日期起12個月內 (即2022年7月或之前)
Expansion of the sales and marketing network and infrastructure in the European Union and other global markets, such as the PRC 在歐盟及其他全球市場(如中國)拓展銷售及營銷網絡以及基礎設施	1061.5	—	(300)	1,061.5	Within two years from the Listing Date (i.e. By July 2022) 自上市日期起2年內 (即2022年7月或之前)
Expanding our development and manufacturing capacity and broadening our product and services offering of Cytovance 提升我們的開發及生產能力，並擴大我們向賽灣生物提供的產品及服務	707.7	—	(200)	707.7	Within three years from the Listing Date (i.e. By July 2023) 自上市日期起3年內 (即2023年7月或之前)
Investment in innovative drugs 用作創新藥的投資	707.7	69.13	(320)	638.6	Within three years from the Listing Date (i.e. By July 2023) 自上市日期起3年內 (即2023年7月或之前)
Subscription of short-term financial products 認購短期金融產品	—	—	820	—	To the extent that the net proceeds from the global offering are not immediately required for the above purposes or if we are unable to put into effect any part of our development plan as intended 倘全球發售所得款項淨額無須立即用作上述用途，或倘我們無法按擬定計劃實施發展計劃的任何部分
Total 合計	3,538.4	1,103.5	—	2,434.9	

As disclosed in the Prospectus, to the extent that the net proceeds from the global offering are not immediately required for the above purposes or if we are unable to put into effect any part of our development plan as intended, we may hold such funds in short-term deposits with licensed banks or authorized financial institutions in Hong Kong so long as it is deemed to be in the best interests of the Company. During the Reporting Period, the Company utilized part of the net proceeds for subscription of short-term, principal-guaranteed, low-risk financial products for interim treasury management purposes. The Company intends to use the net proceeds in the same manner and proportion as set out in the Prospectus. Please see the above table for details of the amounts utilized for subscription of short-term financial products as of December 31, 2020.

如招股章程披露，倘全球發售所得款項淨額無須立即用作上述用途，或倘我們無法按擬定計劃實施發展計劃的任何部分，我們可能會在符合本公司最佳利益的前提下，將該等資金於香港持牌銀行或獲授權金融機構持作短期存款。報告期內，本公司將部分所得款項淨額用於認購短期、保本及低風險的金融產品，以用於中期資金管理。本公司擬按招股章程所載相同方式及比例使用所得款項淨額。本公司擬以相同方式使用所得款項淨額且使用比例載於招股章程中。請參閱上表有關截至二零二零年十二月三十一日認購短期金融產品已動用金額的詳情。

Directors' Report 董事會報告

DIRECTORS

The Directors during the Reporting Period and up to the date of this Directors' Report are as follows:

Executive Directors

Mr. Li Li (*Chairman*)
Ms. Li Tan (*Deputy General Manager*)
Mr. Shan Yu (*General Manager*)
Mr. Sun Xuan (*Vice Chairman*)

Non-executive Director

Mr. Bu Haihua (re-designated as non-executive Director on August 31, 2020)

Independent Non-executive Directors

Dr. Lu Chuan
Mr. Chen Junfa
Mr. Wang Zhaohui

SUPERVISORS

The Supervisors during the Reporting Period and up to the date of this Directors' Report are as follows:

Mr. Zheng Zehui (*Chairman*)
Ms. Tang Haijun
Ms. Su Jilan (*Employee Supervisor*)

BIOGRAPHICAL DETAILS OF THE DIRECTORS, THE SUPERVISORS AND THE SENIOR MANAGEMENT

Biographical details of the Directors, the Supervisors and the senior management of the Group as at the date of this annual report are set out on pages 28 to 34 in the section headed "Directors, Supervisors and Senior Management" of this annual report.

董事

於本報告期間及截至本董事會報告日期，董事會成員如下：

執行董事

李鋌先生(*董事長*)
李坦女士(*副總經理*)
單宇先生(*總經理*)
孫暄先生(*副董事長*)

非執行董事

步海華先生(於二零二零年八月三十一日獲調任為非執行董事)

獨立非執行董事

呂川博士
陳俊發先生
王肇輝先生

監事

於本報告期間及截至本董事會報告日期，監事如下：

鄭澤輝先生(*主席*)
唐海均女士
蘇紀蘭女士(*職工監事*)

董事、監事及高級管理層履歷詳情

於本年度報告日期的本集團董事、監事及高級管理層履歷詳情載於本年度報告第28至34頁「董事、監事及高級管理層」一節。

Directors' Report 董事會報告

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Mr. Li Li, Ms. Li Tan, Mr. Shan Yu and Mr. Sun Xuan, as executive Directors, each renewed the service contract with the Company for a term of three years starting from August 31, 2020.

Mr. Bu Haihua was re-designated as a non-executive Director on August 31, 2020 and a new service contract has been entered into between Mr. Bu and the Company for a term of three years starting from August 31, 2020. Dr. Lu Chuan, Mr. Chen Junfa and Mr. Wang Zhaohui, as independent non-executive Directors, each renewed the service contract with the Company for a term of three years starting from August 31, 2020.

Mr. Zheng Zehui, Ms. Tang Haijun and Ms. Su Jilan, as Supervisors, each renewed the service contract with the Company for a term of three years starting from August 31, 2020.

The appointments of the Directors and Supervisors are subject to the re-election upon expiry of their term of office according to the Articles of Association.

Save as disclosed above, none of the Directors or Supervisors has entered into any service contract with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the Company within one year without payment of compensation, other than statutory compensation).

CONTRACT WITH CONTROLLING SHAREHOLDERS

No contract of significance was entered into between the Company or any of its subsidiaries and the controlling shareholders or any of its subsidiaries during the Reporting Period or subsisted at December 31, 2020 and no contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholders or any of its subsidiaries was entered into during the Reporting Period or subsisted at December 31, 2020.

DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

No transaction, arrangement and contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director/Supervisor or any entity connected with such a Director/Supervisor had a material interest, whether directly or indirectly, subsisted at December 31, 2020 or at any time during the Reporting Period.

董事及監事服務合約

李鋰先生、李坦女士、單宇先生及孫暄先生作為執行董事各自與本公司續訂服務合約，自二零二零年八月三十一日起為期三年。

步海華先生於二零二零年八月三十一日獲調任為非執行董事，且步先生已與本公司簽訂新服務合約，自二零二零年八月三十一日起為期三年。呂川博士、陳俊發先生及王肇輝先生作為獨立非執行董事各自與本公司續訂服務合約，自二零二零年八月三十一日起為期三年。

鄭澤輝先生、唐海均女士及蘇紀蘭女士作為監事各自與本公司續訂服務合約，自二零二零年八月三十一日起為期三年。

董事及監事委任須根據組織章程細則於彼等任期屆滿後連選連任。

除上文所披露者外，董事或監事概無與本公司或其任何子公司訂立任何服務合約（將於一年內屆滿或可由本公司於一年內終止且無須支付賠償（法定賠償除外）的合約除外）。

與控股股東訂立的合約

報告期內，本公司或其任何子公司概無與控股股東或其任何子公司訂立任何重大合約，於二零二零年十二月三十一日亦無任何該等重大合約存續，且報告期內，本公司概無就控股股東或其任何子公司向本公司或其任何子公司提供服務訂立任何重大合約，於二零二零年十二月三十一日亦無任何該等重大合約存續。

董事及監事於重大交易、安排或合約的權益

於二零二零年十二月三十一日或報告期內任何時間，概無對本集團業務屬重大、本公司或其任何子公司為訂約方且董事／監事或與該董事／監事有關連的任何實體直接或間接於當中擁有重大權益的交易、安排及合約存續。

Directors' Report 董事會報告

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The remuneration of Directors, Supervisors and senior management is determined with reference to factors including the salaries paid by comparable companies, time commitment and responsibilities of the Directors, Supervisors and senior management, employment conditions of other positions in our Company and the desirability of performance-based remuneration.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in notes 9 and 10 to the consolidated financial statements on pages 176 to 179 of this annual report.

For the Reporting Period, no emoluments were paid by the Group to any Director, Supervisors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors or Supervisors has waived any emoluments for the year ended December 31, 2020.

Except as disclosed above, no other payments have been made or are payable, for the year ended December 31, 2020, by our Group to or on behalf of any of the Directors.

DIRECTORS' AND SUPERVISORS' INTERESTS IN COMPETING BUSINESS

During the period from the Listing Date to December 31, 2020, none of the Directors and Supervisors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a Director of the Company and/or its subsidiaries.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

董事、監事及高級管理層薪酬

董事、監事及高級管理層薪酬乃參考同類公司支付的薪金、董事、監事及高級管理層所付出的時間及其責任、本公司其他職位的僱用條件以及按表現釐定薪酬的適宜性等因素釐定。

本集團董事酬金及五名最高薪酬人士酬金詳情載於本年度報告第176至179頁綜合財務報表附註9及10。

報告期內，本集團概無向任何董事、監事或五名最高薪酬人士支付酬金，作為加入或於加入本集團時的獎金或離職補償。截至二零二零年十二月三十一日止年度，概無董事及監事放棄任何酬金。

除上文所披露者外，截至二零二零年十二月三十一日止年度，本集團概無向任何董事或代表任何董事支付或應付任何其他款項。

董事及監事於競爭業務的權益

自上市日期起至二零二零年十二月三十一日期間，除擔任本公司及／或其子公司董事外，董事及監事或彼等各自的緊密聯繫人（定義見《上市規則》）概無於直接或間接與本集團競爭或可能競爭的業務中擁有任何權益。

根據《上市規則》之持續披露責任

除本年度報告所披露者外，本公司並無《上市規則》第13.20、13.21及13.22條規定的任何其他披露責任。

Directors' Report 董事會報告

NON-COMPETITION ARRANGEMENTS

Each of the Controlling Shareholders provided certain non-competition undertakings in favor of the Company. Details of the non-competition agreements are set out in the section headed "Relationship with the Controlling Shareholders — Competition" in the Prospectus.

The Controlling Shareholders confirmed that they have complied with the non-competition undertakings for the Reporting Period. The independent non-executive Directors have conducted such review for the Reporting Period and also reviewed the relevant undertakings and are satisfied that the non-competition undertakings have been fully complied with.

MANAGEMENT CONTRACTS

Other than the Directors' and Supervisors' service contracts and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at December 31, 2020 or at any time during the Reporting Period.

EQUITY-LINKED AGREEMENTS

During the Reporting Period, save as disclosed in this annual report, the Company has not entered into any equity-linked agreement.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceeding during the Reporting Period.

LOAN AND GUARANTEE

During the Reporting Period, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, Supervisors and senior management of the Company, the controlling shareholders of the Company (if any) or their respective connected persons.

不競爭安排

各控股股東以本公司為受益人作出若干不競爭承諾。不競爭協議的詳情載於招股章程「與控股股東的關係 — 競爭」一節。

控股股東確認，報告期內，彼等一直遵守不競爭承諾。報告期內，獨立非執行董事已進行檢討，亦已審閱相關承諾，認為彼等完全遵守不競爭承諾。

管理合約

除董事及監事服務合約及委任書外，於二零二零年十二月三十一日或報告期內任何時間，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

股權掛鈎協議

報告期內，除本年度報告披露者外，本公司並無訂立任何股權掛鈎協議。

重大法律訴訟

報告期內，本集團概無牽涉任何重大法律訴訟。

貸款及擔保

報告期內，本集團並無向本公司董事、監事及高級管理層、本公司控股股東(如有)或彼等各自的關連人士作出任何貸款或就有關貸款直接或間接提供任何擔保。

Directors' Report 董事會報告

SHARE INCENTIVE SCHEMES

The valid share incentive schemes of the Group as of the date of this report are as follows.

Share Incentive Scheme II (“Scheme II”) and the Share Incentive Scheme III

The Company adopted the Share Incentive Scheme II (“Scheme II”) and the Share Incentive Scheme III (“Scheme III”, and together with Scheme II, the “Schemes”) in November 2016 and December 2018, respectively. The Schemes are not subject to the provisions of Chapter 17 of the Listing Rules as the Schemes do not involve the grant of options by the Company to subscribe for new Shares upon our Listing. The following is a summary of the principal terms of the Schemes:

(a) Purpose

The purpose of the Schemes is to promote the success and enhance the value of the Company by linking the personal interests of the employees to those of the Shareholders. It is intended to provide flexibility to the Company in its ability to motivate, attract and retain the services of the employees upon whose judgment, interest and special effort the successful conduct of the Company's operation is largely dependent.

(b) Scope of Participants

The participants of Scheme II are our Directors (excluding our independent Directors and external Directors), Supervisors (excluding our external supervisors), senior management and core staff members of the Company and its subsidiaries.

The participants of Scheme III are employees of the Company and its subsidiaries (excluding our Directors, Supervisors and senior management).

股份激勵計劃

本集團截至本報告日期有效的股份激勵計劃如下。

第二期股份激勵計劃(「第二期計劃」)及第三期股份激勵計劃

本公司分別於二零一六年十一月及二零一八年十二月採納第二期股份激勵計劃(「第二期計劃」)以及第三期股份激勵計劃(「第三期計劃」，與第二期計劃統稱「計劃」)。由於計劃不涉及本公司授出購股權以便於上市後認購新股份，故計劃無須遵守《上市規則》第十七章的條文。以下為計劃主要條款的概要：

(a) 目的

計劃的目的是通過建立僱員個人利益與股東的利益共享機制，促進本公司的成功並提高本公司的價值。計劃旨在為本公司提供靈活性，使其有能力激勵、吸引及保留僱員的服務，而本公司的成功經營在很大程度上依賴該等僱員的判斷、利益及特別努力。

(b) 參與者範圍

第二期計劃的參與者為我們的董事(不含獨立董事、外部董事)、監事(不含外部監事)、本公司及其子公司的高級管理層以及核心僱員。

第三期計劃的參與者為本公司及其子公司的僱員(不包括我們的董事、監事及高級管理層)。

Directors' Report

董事會報告

(c) Term of the Schemes

Scheme II was effective for an initial period of 36 months from December 12, 2016 to December 11, 2019. Scheme III is effective for a period of 24 months from December 28, 2018 to December 27, 2020. Within two months prior to the expiration of the respective term of each Scheme, with the approval of more than two-thirds of the votes of holders of the interests under relevant Scheme (the "Holders"), who attend the Holders' meeting, and subject to the approval of the Board, the term of the relevant Schemes may be extended, provided that each extension shall not exceed 12 months. Each Scheme may be terminated upon expiry of the respective lock-up period as detailed below when all the assets underlying such Scheme become monetary assets. On December 6, 2019, the Company, with the Board's approval, extended the term of Scheme II for 12 months, up to December 11, 2020. On December 4, 2020, the Company, with the Board's approval, further extended the term of Scheme II for 12 months, up to December 11, 2021, and extended the term of Scheme III for 12 months, up to December 27, 2021.

(d) Source of Shares under the Schemes

The Shares underlying the Schemes shall be A Shares purchased from the secondary market through bidding, block trade, share transfer or other methods in compliance with the applicable laws and regulations.

(e) Maximum Number of Shares

All the Shares underlying Scheme II had been purchased as of March 9, 2017. As of the date of this report, the total number of Shares underlying Scheme II is 15,118,035 A Shares, accounting for approximately 1.03% of the total outstanding share capital of the Company.

All the Shares underlying Scheme III had been purchased as of February 1, 2019. The total number of Shares underlying Scheme III is 3,886,264 A Shares, accounting for approximately 0.26% of the total outstanding share capital of the Company as of the date of this report.

The maximum number of Shares to be granted to an employee under each Scheme shall not exceed 1% of the total outstanding share capital of the Company.

(c) 計劃期限

第二期計劃自二零一六年十二月十二日起至二零一九年十二月十一日止，首次有效期為36個月。第三期計劃自二零一八年十二月二十八日起至二零二零年十二月二十七日止，有效期為24個月。在計劃各自期限屆滿前兩個月內，經出席持有人會議的相關計劃持有人（「持有人」）所持三分之二以上份額表決批准以及經董事會批准後，相關計劃期限可予延長，惟每次延長期不得超過12個月。當計劃所涉及的所有資產均成為貨幣資產時，計劃可在下文所述的禁售期屆滿後終止。於二零一九年十二月六日，經董事會批准，本公司將第二期計劃延長12個月，直至二零二零年十二月十一日。於二零二零年十二月四日，經董事會批准，本公司將第二期計劃進一步延長12個月，直至二零二一年十二月十一日，並將第三期計劃延長12個月，直至二零二一年十二月二十七日。

(d) 計劃的股份來源

計劃所涉及的股份應為通過競價交易、大宗交易、股份轉讓或以其他符合適用法律法規的方式從二級市場購買的A股。

(e) 最高股份數目

截至二零一七年三月九日，第二期計劃所涉及的所有股份均已獲購買。截至本報告日期，第二期計劃所涉及的股份總數為15,118,035股A股，約佔本公司已發行股本總額的1.03%。

截至二零一九年二月一日，第三期計劃所涉及的所有股份均已獲購買。第三期計劃所涉及的股份總數為3,886,264股A股，約佔本公司截至本報告日期已發行股本總額的0.26%。

根據各項計劃擬授予僱員的最高股份數目不得超過本公司已發行股本總額的1%。

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(f) Administration of the Schemes

The Holders' meeting is the highest management authority of the Schemes. A management committee has been set up to oversee the daily management of respective Scheme.

For Scheme II, the management committee has appointed Guolian Securities Co., Ltd. to establish a single customer assets management plan. Guolian Securities Co., Ltd. is responsible for the management of the assets underlying Scheme II, including purchasing and holding the Shares and cash under Scheme II.

For Scheme III, the management committee has appointed CMS Asset Management Co., Ltd. to establish a single customer assets management plan. CMS Asset Management Co., Ltd. is responsible for the management of the assets underlying Scheme III, including purchasing and holding the Shares and cash under Scheme III.

(g) Source of Funds to be Used to Purchase the Shares under the Schemes

The source of funds for the Schemes consists of (i) the funds raised by the participants and (ii) loans provided by the Controlling Shareholders.

The maximum amount of the funds to be raised for Scheme II and Scheme III shall not exceed RMB400 million and RMB87 million, respectively. The Holders shall pay the subscription amount before the establishment of the relevant single customer asset management plan.

(h) Lock-up Period

The first lock-up period lasted until March 10, 2018. The Shares underlying Scheme II are not subject to lock-up and have been fully unlocked on June 11, 2019. As of the date of this report, 15,118,035 A Shares remain unsold.

The lock-up period for the Shares underlying Scheme III is from February 2, 2019 to February 1, 2020, being a period of 12 months commencing from the date of publication of the announcement in respect of the transfer of the last batch of Shares to the relevant single customer asset management plan.

(f) 計劃的管理

持有人會議是計劃的最高管理機構。本公司已成立管理委員會，以監督各個計劃的日常管理。

對於第二期計劃，管理委員會已委任國聯證券股份有限公司制定單一客戶資產管理計劃。國聯證券股份有限公司負責管理第二期計劃所涉及的資產，包括購買及持有第二期計劃下的股份及現金。

對於第三期計劃，管理委員會已委任招商證券資產管理有限公司制定單一客戶資產管理計劃。招商證券資產管理有限公司負責管理第三期計劃所涉及的資產，包括購買及持有第三期計劃下的股份及現金。

(g) 用於購買計劃下的股份的資金來源

計劃的資金來源包括(i)參與者籌集的資金及(ii)控股股東提供的貸款。

第二期計劃和第三期計劃的最高資金籌集額分別不得超過人民幣400百萬元及人民幣87百萬元。持有人應在設立相關單一客戶資產管理計劃之前支付認購金額。

(h) 禁售期

首個禁售期持續到二零一八年三月十日，第二期計劃所涉及股份不受禁售限制，至二零一九年六月十一日已完全解鎖，截至本報告日期仍有15,118,035股A股未賣出。

第三期計劃所涉及股份的禁售期為二零一九年二月二日至二零二零年二月一日，即自最後一批股份轉讓予相關單一客戶資產管理計劃的公告發佈之日起12個月期間。

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(i) Rights of the Holders

The Holders of each Scheme are entitled to the following rights:

- (1) to share the interests of the assets underlying the Scheme in proportion to his holding in the Scheme;
- (2) to attend the general meeting of Holders in person or by proxy, and to exercise the corresponding voting rights;
- (3) to supervise the administration of the Scheme, and to make suggestions or inquiries as applicable;
- (4) to waive the voting rights attached to the underlying Shares of the Company he holds indirectly through the Scheme; and
- (5) to exercise other rights stipulated by laws, administrative regulations, or the terms of the Scheme.

(j) Obligations of the Holders

The Holders of each Scheme have the following obligations:

- (1) to assume the risks associated with the Scheme in proportion to his holding in the Scheme;
- (2) to comply with the provisions of the Rules Governing Employee Share Scheme;
- (3) not to request the Company to distribute the assets underlying the Scheme during the term of the Scheme; and
- (4) to assume the obligations provided by applicable laws, administrative regulations and other obligations stipulated under the terms of the Scheme.

(k) Transfer of Holders' Interests

During the term of the respective Scheme, no Holder shall in any way transfer, withdraw, charge or mortgage his holding interests in the Scheme or use such interests to guarantee or repay debts except for unusual circumstances as provided under the terms of the relevant Scheme.

(i) 持有人的權利

各項計劃的持有人享有以下權利：

- (1) 依照其持有的計劃份額享有計劃相關資產的權益；
- (2) 參加或委派其代理人參加持有人大會，並行使相應的表決權；
- (3) 對計劃的管理進行監督，視情況提出建議或質詢；
- (4) 放棄因參與計劃而間接持有的本公司相關股份所附的表決權；及
- (5) 行使法律、行政法規或計劃條款規定的其他權利。

(j) 持有人的義務

各項計劃的持有人具有以下義務：

- (1) 依照其持有的計劃份額承擔計劃的風險；
- (2) 遵守《員工持股計劃管理辦法》的條文；
- (3) 在計劃存續期間內，不得要求本公司分配計劃相關資產；及
- (4) 承擔適用法律、行政法規規定的義務及計劃條款規定的其他義務。

(k) 轉讓持有人權益

在各個計劃期限內，除相關計劃條款規定的特殊情況外，任何持有人均不得以任何方式將其所持計劃持股權益進行轉讓、提取、押記或抵押或使用該等權益就債務提供擔保或償還債務。

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(I) Distribution of Interests under the Schemes

Upon the expiry of the respective lock-up period of each Scheme, the liquidation of the Schemes shall be completed within fifteen business days upon the sale of all the Shares underlying the Schemes. The proceeds from the sale of all the Shares underlying the Schemes shall be distributed in the following order:

- (1) to repay the loans provided by the Shareholders for the Schemes and the associated interests;
- (2) to repay the funds contributed by the employee and the associated return based on the performance of the employee in accordance with the terms of the Schemes; and
- (3) the remaining proceeds (if any) shall be distributed among the Holders in proportion to their interest in the Schemes.

OncoVent Share Option Scheme

The following is a summary of the principal terms of the OncoVent Share Option Scheme, the share option scheme adopted by our subsidiary, Shenzhen OncoVent Biomedical Technology Co., Ltd. (“OncoVent”), in June 2018. The OncoVent Share Option Scheme is not subject to the provisions of Chapter 17 of the Listing Rules.

(a) Purpose

The purpose of the OncoVent Share Option Scheme is to promote the long-term success of OncoVent and the interests of its shareholders and employees by providing a means through which OncoVent may grant equity-based incentives to motivate, attract and retain the services of its employees upon whose judgment, interest and special effort the successful conduct of OncoVent's operation is largely dependent.

(b) Scope of Participants

Those eligible to participate in the OncoVent Share Option Scheme include the employees of OncoVent who meet the performance targets.

(c) Administration of the Scheme

The OncoVent Share Option Scheme is administered by the board of directors of OncoVent (the “Administrator”). Pursuant to the OncoVent Share Option Scheme, the Administrator may, from time to time, select from eligible persons to whom awards in the form of options in OncoVent shares (the “OncoVent Options”) will be granted.

(I) 計劃下的收益分配

計劃的各自禁售期屆滿後，計劃的清算應在出售計劃所有相關股份後十五個營業日內完成。出售計劃所有相關股份的收益應按以下順序分配：

- (1) 償還股東為計劃提供的借款本金及期間產生的利息；
- (2) 根據計劃條款，基於僱員績效償還僱員的出資額及相關回報；及
- (3) 剩餘收益（如有）按照持有人持有計劃權益的比例進行分配。

昂瑞購股權計劃

下文為本公司的子公司深圳昂瑞生物醫藥技術有限公司（「昂瑞」）於二零一八年六月採納的購股權計劃——昂瑞購股權計劃的主要條款概要。昂瑞購股權計劃不受《上市規則》第十七章條文的規限。

(a) 目的

昂瑞購股權計劃的目的在於促進昂瑞的長期成功及提供一種機制使昂瑞可通過其授出股權激勵以激勵、吸引及保留僱員的服務，從而促進股東與僱員的利益，而昂瑞的成功經營在很大程度上依賴該等僱員的判斷、利益及特別努力。

(b) 參與者範圍

昂瑞購股權計劃的合資格參與者包括達到績效指標的昂瑞僱員。

(c) 計劃的管理

昂瑞購股權計劃由昂瑞的董事會（「管理人」）管理。根據昂瑞購股權計劃，管理人可不時從合資格人士中選擇將以昂瑞股份購股權（「昂瑞購股權」）的形式獲授獎勵的人士。

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(d) Maximum Number of Shares

The maximum number of shares which may be granted under the OncoVent Share Option Scheme shall not exceed 10% of the total enlarged share capital of OncoVent taking into account the shares to be issued upon the exercise of the options.

(e) Term of OncoVent Share Option Scheme

OncoVent Options granted at each stage is valid for a period of four years. Grantees are subject to a lock-up period of one year commencing from the grant date.

(f) Exercise of OncoVent Options

The grantees may exercise the OncoVent Options within ten business days upon expiry of the lock-up period in accordance with the terms of grant letters. When OncoVent is listed or sold, the participants may realise the benefit of share options based on the stock circulation rules at the listing place or the value of OncoVent at the time of sale. The participant may choose to convert the option into actual investment to OncoVent.

The exercise price per OncoVent share underlying the OncoVent Options shall be determined by the Administrator with reference to the fair value of OncoVent. If OncoVent carries out financing transactions within the preceding twelve months, the fair value shall be determined with reference to the valuation of OncoVent for the purpose of such financing transactions. If no financing transaction is carried out during such twelve months' period, the fair value shall be determined by the Administrator.

Outstanding OncoVent Options Granted

The proposal to grant the OncoVent Options under the OncoVent Share Option Scheme as set out above has been approved by the boards of OncoVent and the Company. OncoVent proposes to grant OncoVent Options representing 4% of the enlarged share capital of OncoVent to one participant (namely Mr. Shi Yuenian ("Mr. Shi"), who acts as the CEO of OncoVent), provided that the participant reaches the agreed milestones. Mr. Shi will be granted OncoVent Options representing 2%, 1% and 1% of the enlarged share capital of OncoVent when the first, second and third milestone is reached, respectively.

(d) 最高股份數目

根據昂瑞購股權計劃可能授出的最高股份數目不得超過昂瑞經擴大股本總額的10%（經計及購股權獲行使後將予發行的股份）。

(e) 昂瑞購股權計劃的期限

於各階段授出的昂瑞購股權的有效期為四年。受讓人的禁售期為自授予日期起一年。

(f) 昂瑞購股權的行使

承授人可根據授權函中的條款於禁售期屆滿後十個營業日內行使昂瑞購股權。於昂瑞上市或被出售時，參與者可根據上市地的股票流通規則或昂瑞出售時的價值將購股權權益處變現。參與者可選擇將購股權轉換為對昂瑞的實際出資。

昂瑞購股權中每股昂瑞股份的行使價應由管理人經參考昂瑞的公允價值後釐定。倘昂瑞於前12個月內進行融資交易，則有關公允價值須參考昂瑞就該等融資交易的估值釐定。倘於該12個月期間並無進行融資交易，則有關公允價值由管理人釐定。

已授出但尚未行使的昂瑞購股權

根據上文所載昂瑞購股權計劃授出昂瑞購股權的提案已獲昂瑞董事會及本公司董事會批准。昂瑞擬向一名參與者（即史躍年先生（「史先生」），其擔任昂瑞行政總裁）授予佔昂瑞經擴大股本4%的昂瑞購股權，惟參與者需達到協議里程碑。當第一、第二及第三個里程碑分別達到時，史先生將會分別獲授佔昂瑞經擴大股本2%、1%及1%的昂瑞購股權。

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Milestones 里程碑	Conditions 條件
The first milestone 第一個里程碑	The participant signs employment contract with OncoVent 參與者與昂瑞簽訂勞動合同
The second milestone 第二個里程碑	OncoVent new pharmaceutical varieties obtains permission to carry out Phase III clinical trials from Chinese pharmaceutical regulatory authorities 昂瑞新藥品種獲得中國藥品監管部門批准開展III期臨床試驗
The third milestone 第三個里程碑	New pharmaceutical varieties obtain permission to sell in the market from Chinese pharmaceutical regulatory authorities 新藥品種獲得中國藥品監管部門批准上市銷售

The grant date is within one month when each milestone is reached. 40%, 30% and 30% of the OncoVent Options granted will vest in each of the three years following the expiry of the one-year lock-up period. When and only when OncoVent is listed or sold, the grantee can choose to exercise OncoVent Options. As of December 31, 2020 and the date of this report, the conditions for the first milestone has been met and the conditions for the remaining milestones have yet to be met. The exercise price, corresponding to the fair value of the OncoVent Options granted to Mr. Shi upon the fulfillment of the first milestone, was approximately RMB1,271,000.

授予日為當達到各里程碑時的一個月內。授出的40%、30%及30%的昂瑞購股權將在一年禁售期屆滿後的三個年度各年歸屬。當且僅當昂瑞上市或出售時，受讓人可選擇行使昂瑞購股權。截至二零二零年十二月三十一日及本報告日期，已滿足第一個里程碑條件，而剩餘里程碑條件尚未滿足。史先生在達成第一個里程碑後獲授的昂瑞購股權的行使價格（與公允價值相對應）約為人民幣1,271,000元。

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INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As of December 31, 2020, interests or short positions of Directors, Supervisors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which are registered in the register that the Company must keep in accordance with the section 352 of the Securities and Futures Ordinance; or which shall be separately notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code"), are as follows:

Interests of Directors in the Shares or Underlying Shares of the Company

董事、監事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證的權益及淡倉

截至二零二零年十二月三十一日，本公司董事、監事及主要行政人員於本公司及其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有根據《證券及期貨條例》第352條本公司須存置的登記冊內登記的權益或淡倉；或根據《上市規則》附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及香港聯交所的權益或淡倉如下：

董事於本公司股份或相關股份的權益

Name of Director	Nature of Interest	Number and class of Shares interested in 擁有權益的股份數目及類別	Approximate Percentage of shareholding in the relevant class of Shares** 佔相關類別股份的概約持股百分比**	Approximate percentage of shareholding in the total Shares in issue*** 佔已發行股份總數的概約持股百分比***
董事姓名	權益性質			
Mr. Li Li ⁽¹⁾	Interest in a controlled corporation; interest of a spouse	922,391,179 Shares A Shares(L)*	73.96%(L)*	62.86%(L)*
李鋌先生 ⁽¹⁾	受控法團權益；配偶權益	922,391,179股 A股(L)*	73.96%(L)*	62.86%(L)*
Ms. Li Tan ⁽¹⁾	Interest in a controlled corporation; interest of a spouse	922,391,179 Shares A Shares(L)*	73.96%(L)*	62.86%(L)*
李坦女士 ⁽¹⁾	受控法團權益；配偶權益	922,391,179股 A股(L)*	73.96%(L)*	62.86%(L)*
Mr. Shan Yu ⁽²⁾	Interest in a controlled corporation; beneficial owner	52,302,892 Shares A Shares(L)*	4.19%(L)*	3.56%(L)*
單宇先生 ⁽²⁾	受控法團權益；實益擁有人	52,302,892股 A股(L)*	4.19%(L)*	3.56%(L)*
Mr. Bu Haihua ⁽³⁾	Beneficial owner	585,068 Shares A Shares(L)*	0.05%(L)*	0.04%(L)*
步海華先生 ⁽³⁾	實益擁有人	585,068股 A股(L)*	0.05%(L)*	0.04%(L)*

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Notes:

- * "L" means holding a long position in Shares.
- ** Refers to the percentage of the number of relevant class of Shares involved divided by the number of Shares in issue of the relevant class of Shares of the Company as at the December 31, 2020.
- *** Refers to the percentage of the number of relevant class of Shares involved divided by the number of all Shares in issue of the Company as at the December 31, 2020.

- (1) These Shares include: (i) 474,029,899 A Shares held by Shenzhen Leren Technology Co., Ltd. ("Leren Technology"); (ii) 408,041,280 A Shares held by Urumqi Jintiantu Equity Investment Partnership (Limited Partnership) ("Jintiantu"); and (iii) 40,320,000 A Shares held by Urumqi Feilaishi Equity Investment Co., Ltd. ("Feilaishi").

For Leren Technology's issued share capital, Mr. Li Li holds 99% and Ms. Li Tan holds 1%; for Jintiantu's issued share capital, Mr. Li Li holds 1% (as a limited partner) and Ms. Li Tan holds 99% as a general partner; and Feilaishi is wholly-owned and controlled by Mr. Li Li. Since Leren Technology, Jintiantu and Feilaishi beneficially own a total of 922,391,179 A Shares in the Company, and Mr. Li Li and Ms. Li Tan are spouses, Mr. Li Li and Ms. Li Tan are deemed to be interested in 922,391,179 A Shares beneficially held by Leren Technology, Jintiantu and Feilaishi according to Part XV of the SFO.

- (2) Mr. Shan Yu holds 99% of equity interests in Urumqi Shuidi Shichuan Equity Investment Partnership (Limited Partnership) ("Shuidi Shichuan"). Thus, he is deemed to be interested in 46,425,600 A Shares held by Shuidi Shichuan. In addition, Mr. Shan also participated in Scheme II and has a 38.88% interest in 15,118,035 A Shares held by the asset manager for the benefit of the participants of the Scheme II.
- (3) Mr. Bu Haihua participated in Scheme II and has a 3.87% interest in 15,118,035 A Shares held by the asset manager for the benefit of the participants of the Scheme II.

Save as disclosed above, so far as the Directors are aware, as at the December 31, 2020, none of our Directors, Supervisors or chief executives of the Company has any interest and/or short position in the Shares, underlying Shares and debentures of the Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

附註：

- * 字母「L」表示持有股份好倉。
- ** 指所涉及的相關類別股份數目除以本公司於二零二零年十二月三十一日的相關類別股份已發行股份數目之百分比。
- *** 指所涉及的相關類別股份數目除以本公司於二零二零年十二月三十一日的已發行股份總數之百分比。

- (1) 該等股份包括(i)深圳市樂仁科技有限公司(「樂仁科技」)持有的474,029,899股A股；(ii)烏魯木齊金田土股權投資合夥企業(有限合夥)(「金田土」)持有的408,041,280股A股及(iii)烏魯木齊飛來石股權投資有限公司(「飛來石」)持有的40,320,000股A股。

樂仁科技的已發行股本由李錕先生持有99%及由李坦女士持有1%，金田土的已發行股本由李錕先生(作為有限合夥人)持有1%及由李坦女士作為普通合夥人持有99%，而飛來石則由李錕先生全資擁有及控制。由於樂仁科技、金田土及飛來石於本公司實益擁有共922,391,179股A股，而李錕先生及李坦女士為配偶，故根據《證券及期貨條例》第XV部，李錕先生及李坦女士均被視為於樂仁科技、金田土及飛來石實益持有的922,391,179股A股中擁有權益。

- (2) 單宇先生持有烏魯木齊水滴石穿股權投資合夥企業(有限合夥)(「水滴石穿」)99%的股本權益。因此，其被視為於水滴石穿持有的46,425,600股A股中擁有權益。此外，單先生亦參與第二期股份激勵計劃，並在資產管理人就第二期計劃參與者的利益而持有的15,118,035股A股中持有38.88%的權益。
- (3) 步海華先生參與第二期股份激勵計劃，並在資產管理人就第二期計劃參與者的利益而持有的15,118,035股A股中持有3.87%的權益。

除上文所披露者外，就董事所知，於二零二零年十二月三十一日，本公司董事、監事或主要行政人員概無於本公司或其相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及債權證中擁有根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及／或淡倉(包括根據《證券及期貨條例》相關條文當作或視作擁有的權益及淡倉)，或根據《證券及期貨條例》第352條須於該條所指登記冊登記的權益及／或淡倉，或根據標準守則須知會本公司及聯交所的權益及／或淡倉。

Directors' Report

董事會報告

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

So far as the Directors or chief executive of the Company are aware, as at December 31, 2020, the following persons (other than the Directors and chief executive of the Company) had interests and/or short positions in the Shares or underlying Shares which are required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO, or had interests or short positions in 5% or more of the respective type of Shares which were recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份及相關股份的權益及淡倉

就董事或本公司主要行政人員所知，於二零二零年十二月三十一日，下列人士（本公司董事及主要行政人員除外）於股份或相關股份中擁有須根據《證券及期貨條例》第XV部第2及第3分部規定須知會本公司的權益及／或淡倉，或根據《證券及期貨條例》第336條本公司須存置的登記冊內記錄之各類別股份5%或以上的權益或淡倉：

Name of Shareholder	Nature of Interest	Number and class of Shares interested in 擁有權益的股份數目及類別	Approximate percentage of shareholding in the relevant class of shares** 佔相關類別股份的概約持股百分比**	Approximate percentage of shareholding in the total Shares in issue*** 佔已發行股份總數的概約持股百分比***
股東姓名	權益性質			
Leren Technology ⁽¹⁾⁽²⁾	Beneficial owner	474,029,899 Shares A Shares(L)*	38.01%(L)*	32.31%(L)*
樂仁科技 ⁽¹⁾⁽²⁾	實益擁有人	474,029,899股 A股(L)*	38.01%(L)*	32.31%(L)*
Jintiantu ⁽¹⁾	Beneficial owner	408,041,280 Shares A Shares(L)*	32.72%(L)*	27.81%(L)*
金田土 ⁽¹⁾	實益擁有人	408,041,280股 A股(L)*	32.72%(L)*	27.81%(L)*
Worldwide Healthcare Trust PLC ⁽³⁾	Beneficial owner	11,578,000 Shares H Shares(L)*	5.26%(L)*	0.79%(L)*
Worldwide Healthcare Trust PLC ⁽³⁾	實益擁有人	11,578,000股 H股(L)*	5.26%(L)*	0.79%(L)*
AVICT Global Holdings Limited ⁽⁴⁾	Beneficial owner	12,629,500 Shares H Shares(L)*	5.74%(L)*	0.86%(L)*
AVICT Global Holdings Limited ⁽⁴⁾	實益擁有人	12,629,500股 H股(L)*	5.74%(L)*	0.86%(L)*

Directors' Report

董事會報告

Name of Shareholder	Nature of Interest	Number and class of Shares interested in 擁有權益的股份數目及類別	Approximate percentage of shareholding in the relevant class of shares** 佔相關類別股份的概約持股百分比**	Approximate percentage of shareholding in the total Shares in issue*** 佔已發行股份總數的概約持股百分比***
股東姓名	權益性質			
OrbiMed Capital LLC ⁽³⁾	Investment manager	21,049,500 Shares H Shares(L)*	9.56%(L)*	1.43%(L)*
OrbiMed Capital LLC ⁽³⁾	投資經理	21,049,500股 H股(L)*	9.56%(L)*	1.43%(L)*
Morgan Stanley Investments (UK) ⁽⁵⁾	Interest in controlled corporation	38,215,400 Shares H Shares(L)*	17.36%(L)*	2.60%(L)*
Morgan Stanley Investments (UK) ⁽⁵⁾	受控法團權益	38,215,400股 H股(L)*	17.36%(L)*	2.60%(L)*
		100,000 Shares H Shares(S)*	0.04%(S)*	0.01%(S)*
		100,000股 H股(S)*	0.04%(S)*	0.01%(S)*
Morgan Stanley International Limited ⁽⁵⁾	Interest in controlled corporation	38,215,400 Shares H Shares(L)*	17.36%(L)*	2.60%(L)*
Morgan Stanley International Limited ⁽⁵⁾	受控法團權益	38,215,400股 H股(L)*	17.36%(L)*	2.60%(L)*
		100,000 Shares H Shares(S)*	0.04%(S)*	0.01%(S)*
		100,000股 H股(S)*	0.04%(S)*	0.01%(S)*
Morgan Stanley International Holdings Inc. ⁽⁵⁾	Interest in controlled corporation	38,215,400 Shares H Shares(L)*	17.36%(L)*	2.60%(L)*
Morgan Stanley International Holdings Inc. ⁽⁵⁾	受控法團權益	38,215,400股 H股(L)*	17.36%(L)*	2.60%(L)*
		100,000 Shares H Shares(S)*	0.04%(S)*	0.01%(S)*
		100,000股 H股(S)*	0.04%(S)*	0.01%(S)*

Directors' Report

董事會報告

Name of Shareholder	Nature of Interest	Number and class of Shares interested in 擁有權益的股份數目及類別	Approximate percentage of shareholding in the relevant class of shares** 佔相關類別股份的概約持股百分比**	Approximate percentage of shareholding in the total Shares in issue*** 佔已發行股份總數的概約持股百分比***
股東姓名	權益性質			
Morgan Stanley & Co. International plc ⁽⁵⁾	Underwriter	38,215,400 Shares H Shares(L)*	17.36%(L)*	2.60%(L)*
Morgan Stanley & Co. International plc ⁽⁵⁾	包銷商	38,215,400股 H股(L)*	17.36%(L)*	2.60%(L)*
		100,000 Shares H Shares(S)*	0.04%(S)*	0.01%(S)*
		100,000股 H股(S)*	0.04%(S)*	0.01%(S)*

Notes:

* "L" means holding a long position in Shares; "S" means holding a short position in Shares.

** Refers to the percentage of the number of relevant class of Shares involved divided by the number of Shares in issue of the relevant class of Shares of the Company as at the December 31, 2020.

*** Refers to the percentage of the number of relevant class of Shares involved divided by the number of all Shares in issue of the Company as at the December 31, 2020.

(1) The above-mentioned interests of Leren Technology and Jintiantu have been disclosed as the respective interests of Mr. Li Li and Ms. Li Tan in the section "Interests and short positions of Directors, Supervisors and chief executives in Shares, underlying Shares and debentures of the Company or its associated corporations" above.

(2) Pursuant to a stock pledge repurchase agreement, Leren Technology has pledged 43,600,000 A Shares held in the Company to Guotai Junan Securities Co. Ltd. on December 19, 2019. Such stock pledge has all been released.

(3) OrbiMed Partners Master Fund Limited ("OPM"), Worldwide Healthcare Trust PLC ("WWH"), OrbiMed Global Healthcare Master Fund, L.P. ("OGH"), OrbiMed New Horizons Master Fund, L.P. ("ONH") and OrbiMed Genesis Master Fund, L.P. ("Genesis") beneficially hold 5,892,000 H Shares, 11,578,000 H Shares, 1,263,300 H Shares, 1,263,300 H Shares and 1,052,900 H Shares of the Company, respectively.

OrbiMed Capital LLC is the investment advisor of OPM and the fund manager of WWH, while OrbiMed Advisors LLC is the investment manager of OGH, ONH and Genesis. OrbiMed Advisors LLC is a wholly-controlled corporation of OrbiMed Capital LLC.

OrbiMed Capital LLC and OrbiMed Advisors LLC exercise voting and investment power through a management committee composed of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein.

附註:

* 字母「L」表示持有股份好倉；字母「S」表示持有股份淡倉。

** 指所涉及的相關類別股份數目除以本公司於二零二零年十二月三十一日的相關類別股份已發行股份數目之百分比。

*** 指所涉及的相關類別股份數目除以本公司於二零二零年十二月三十一日的已發行股份總數之百分比。

(1) 樂仁科技及金田土的上述權益已於上文「董事、監事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證的權益及淡倉」一節作為李鍾先生及由李坦女士各自的權益披露。

(2) 根據股票質押回購協議，樂仁科技已於二零一九年十二月十九日向國泰君安證券股份有限公司質押於本公司持有的43,600,000股A股，該股份質押已全部解除。

(3) OrbiMed Partners Master Fund Limited (「OPM」)、Worldwide Healthcare Trust PLC (「WWH」)、OrbiMed Global Healthcare Master Fund, L.P. (「OGH」)、OrbiMed New Horizons Master Fund, L.P. (「ONH」) 及 OrbiMed Genesis Master Fund, L.P. (「Genesis」) 分別實益持有本公司的 5,892,000 股H股、11,578,000 股H股、1,263,300 股H股、1,263,300 股H股及 1,052,900 股H股。

OrbiMed Capital LLC為OPM的投資顧問及WWH的基金經理，而OrbiMed Advisors LLC擔任OGH、ONH及Genesis的投資經理。OrbiMed Advisors LLC為OrbiMed Capital LLC的全權受控法團。

OrbiMed Capital LLC及OrbiMed Advisors LLC通過由Carl L. Gordon、Sven H. Borho及Jonathan T. Silverstein組成的管理委員會行使表決權及投資權。

Directors' Report

董事會報告

(4) AVICT Global Holdings Limited is wholly-owned by Hangyuan Holdings Limited. Hangyuan Holdings Limited is held as to 99.01% by Qingdao Zhongjian Xincheng Investment Construction Co., Ltd., which is in turn held as to 96.77% by AVIC Trust Co., Ltd. Therefore, each of Hangyuan Holdings Limited, Qingdao Zhongjian Xincheng Investment Construction Co., Ltd. and AVIC Trust Co., Ltd. is deemed to be interested in the H Shares held by AVICT Global Holdings Limited.

(5) Morgan Stanley & Co. International plc. ("MS & Co. Intl PLC"), as an underwriter, holds a long position in 38,215,400 H Shares (physical-settled unlisted derivative instruments) and a short position in 100,000 H Shares issued by the Company (cash-settled unlisted derivative instruments).

MS & Co. Intl PLC is a wholly controlled corporation of Morgan Stanley Investments (UK) ("MS UK"), while MS UK is wholly controlled by Morgan Stanley International Limited ("MS Intl"), and MS Intl is wholly controlled by Morgan Stanley International Holdings Inc. ("MS Intl Hld").

Therefore, MS UK, MS Intl and MS Intl Hld are deemed to be interested in the H Shares held by MS & Co. Intl PLC.

Morgan Stanley is a company listed on the New York Stock Exchange (stock code: MS). It is the parent company of MS UK, MS Intl, MS Intl Hld, and MS & Co. Intl PLC, and it is deemed to be interested in the long position in 38,215,400 H Shares and short position in 100,000 H Shares held by MS & Co. Intl PLC.

In addition, Morgan Stanley is also a parent company of Morgan Stanley Capital Management, LLC. ("MS CM"), Morgan Stanley Domestic Holdings, Inc. ("MS DH") and Morgan Stanley & Co. LLC ("MS & Co. LLC"), of which MS & Co. LLC beneficially holds a long position in 750,000 H Shares of the Company. MS & Co. LLC is a wholly controlled corporation of MS DH, and MS DH is a wholly controlled corporation of MS CM. Therefore, Morgan Stanley, MS DH and MS CM are deemed to be interested in the H Shares held by MS & Co. LLC.

Except as disclosed in this section, as far as the Directors are aware, as at December 31, 2020, no person owned interests and short positions in the Shares and underlying Shares which shall be disclosed in accordance with Divisions 2 and 3 of Part XV of the SFO, or interests or short positions in 5% or above of relevant class of Shares that the Company must record in the register according to section 336 of the SFO.

ARRANGEMENTS FOR PURCHASE OF SHARES OR DEBENTURES

None of the Company, its holding company or any of its subsidiaries has entered into any arrangement at any time from the Listing Date to the date of this report, so that the Directors would benefit from the purchase of Shares or debt securities (including debentures) of the Company or any other body corporate.

(4) AVICT Global Holdings Limited由Hangyuan Holdings Limited全資擁有。Hangyuan Holdings Limited由青島中建新城投資建設有限公司持有99.01%的股權，而青島中建新城投資建設有限公司由中航信託股份有限公司持有96.77%的股權。因此，Hangyuan Holdings Limited、青島中建新城投資建設有限公司及中航信託股份有限公司被視為為AVICT Global Holdings Limited持有的H股中擁有權益。

(5) Morgan Stanley & Co. International plc. ("MS & Co. Intl PLC")以包銷商身份於本公司已發行H股中持有38,215,400股好倉(為以實物交收非上市衍生工具)及100,000股淡倉(為以現金交收非上市衍生工具)。

MS & Co. Intl PLC為Morgan Stanley Investments (UK) ("MS UK")之全權受控法團，而MS UK全權受控於Morgan Stanley International Limited ("MS Intl")，MS Intl則由Morgan Stanley International Holdings Inc. ("MS Intl Hld")全權控制。

因此，MS UK、MS Intl及MS Intl Hld被視為為MS & Co. Intl PLC持有的H股中擁有權益。

Morgan Stanley為一家於紐約證券交易所上市的公司(股份編號：MS)，為MS UK、MS Intl、MS Intl Hld及MS & Co. Intl PLC的母公司，被視為為MS & Co. Intl PLC持有的38,215,400股好倉及100,000股淡倉的H股中擁有權益。

另外，Morgan Stanley亦為Morgan Stanley Capital Management, LLC. ("MS CM")、Morgan Stanley Domestic Holdings, Inc. ("MS DH")及Morgan Stanley & Co. LLC ("MS & Co. LLC")的母公司，其中MS & Co. LLC實益持有本公司750,000股H股好倉。MS & Co. LLC為MS DH之全權受控法團，而MS DH為MS CM之全權受控法團。因此，Morgan Stanley、MS DH及MS CM被視為為MS & Co. LLC持有的H股中擁有權益。

除本節所披露者外，就董事所知，於二零二零年十二月三十一日，概無任何人士於股份及相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部規定須披露的權益或淡倉，或根據《證券及期貨條例》第336條本公司須存置的登記冊內記錄之相關類別股份5%或以上的權益或淡倉。

購買股份或債權證的安排

本公司、其控股公司或其任何子公司概無自上市日期至本報告日期任何時間訂立任何安排，致使董事透過購買本公司或任何其他法人團體股份或債務證券(包括債權證)而獲益。

Directors' Report 董事會報告

MAJOR SUPPLIERS AND CUSTOMERS

In the Reporting Period, the Group's largest customers accounted for 14.47% of the Group's total revenue. The Group's five largest customers accounted for 36.03% of the Group's total revenue.

In the Reporting Period, the Group's largest suppliers accounted for 7.07% of the Group's total purchase. The Group's five largest suppliers accounted for 24.04% of the Group's total purchase.

None of the Directors or any of their close associates (as defined under the Listing Rules) or any Shareholders (which, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any interest in the Group's five largest suppliers or the Group's five largest customers.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

As at the date of this annual report, the Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Company's securities.

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations which came into effect on January 1, 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change its Shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as of the Record Date.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends to them with the PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual holders of H Shares wish to reclaim the

主要供應商及客戶

報告期內，本集團最大客戶貢獻的收入佔本集團總收入的14.47%。本集團五大客戶貢獻的收入佔本集團總收入的36.03%。

報告期內，本集團自最大供應商的採購佔本集團採購總額的7.07%。本集團自五大供應商的採購佔本集團採購總額的24.04%。

董事或其任何緊密聯繫人(定義見《上市規則》)或任何股東(據董事所知擁有本公司已發行股本的5%以上)概無於本集團五大供應商或本集團五大客戶中擁有任何權益。

上市證券持有人的稅務減免情況

於本年度報告日期，本公司並不知悉股東因持有本公司證券而可獲得任何稅務減免。

根據《中華人民共和國企業所得稅法》及其於二零零八年一月一日生效的實施規例，本公司須代表分派現金股息時名列H股股東名冊的非居民企業股東預扣及按10%的稅率支付企業所得稅。任何未以個人股東名義(包括香港中央結算(代理人)有限公司、其他代名人、代理人或受託人，或其他組織或集團)登記的H股，須當作非居民企業股東持有的股份。因此，在此基礎上，應向支付給這些股東的股息預扣企業所得稅。如H股持有人擬變更其股東身份，請向您的代理人或受託人查詢有關程序。本公司將嚴格遵守相關政府當局的法律或要求，並根據截至記錄日期H股股東名冊，代表相關股東代扣代繳企業所得稅。

如果H股個人持有人是香港或澳門居民，或根據與中國簽訂相關稅務協議現金股息的協定稅率為10%的國家的居民，本公司應代表相關股東按10%的稅率預扣並支付個人所得稅。如果H股個人持有人是根據相關稅務協議與中國達成協議稅率低於10%的國家的居民，本公司將代表相關股東以10%代扣代繳個人所得稅。在這種情況下，如果H股相關個人持有人希望收回因應用10%稅率而扣繳的額外金

Directors' Report 董事會報告

extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to Tricor Investor Services Limited. The Company will assist with the tax refund after the approval of the competent tax authority. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual holders of H Shares are residents of the countries which had an agreed tax rate of 20% with the PRC, or which has not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

HUMAN RESOURCES

The Group had 1,964 employees as at December 31, 2020. The Group enters into employment contracts with its employees to cover matters such as wages, benefits, and grounds for termination.

Remuneration of the Group's employees includes salary, bonus and allowance elements. The compensation programs are designed to remunerate the employees based on their performance, measured against specified objective criteria. We also provide our employees with welfare benefits in accordance with applicable regulations and our internal policies. We provide periodic training to our employees in order to improve their quality, skills and knowledge, including introductory training for new employees, technical training, professional and management training and health and safety training, as well as extensive training to our sales and marketing team. The Group also has in place incentive schemes for its employees, the details of which are set out in the section headed "Share Incentive Schemes".

RETIREMENT BENEFITS SCHEME

The employees of the Group's subsidiaries in the PRC are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to this retirement benefits schemes is to make the specified contributions.

Details of the pension obligations of the Company are set out in note 34 to the consolidated financial statements in this annual report.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the Reporting Period are set out in note 42 to the consolidated financial statements contained herein.

The related party transactions disclosed in note 42 were not regarded as connected transactions or were exempt from reporting, announcement and shareholders' approval requirements under the Listing Rules.

額，則本公司可應用相關協定的優惠稅務待遇，條件是相關股東向卓佳證券登記有限公司提交稅務協議通知的所需證據。經主管稅務機關批准後，本公司將協助退稅。如果H股個人持有人是根據稅務協議與中國達成協議稅率超過10%但低於20%的國家的居民，則本公司將按照相關稅務協議約定的實際利率扣繳並支付個人所得稅。在H股個人持有人是根據稅務協議與中國達成協議稅率20%或與中國沒有訂立任何稅務協議的國家的居民的情況下，本公司將扣留並支付個人所得稅率為20%。

人力資源

於二零二零年十二月三十一日，本集團擁有1,964名僱員。本集團與僱員簽訂僱傭合同，內容涵蓋工資、福利、終止理由等事項。

本集團僱員的薪酬包括薪金、花紅及津貼。薪酬計劃旨在基於按特定的客觀標準衡量的僱員業績給予僱員報酬。我們亦根據適用法規及我們的內部政策為我們的僱員提供福利。我們定期為僱員提供培訓，以提高其質素、技能及知識，包括新僱員的入門培訓、技術培訓、專業及管理培訓、健康及安全培訓，以及對銷售和營銷團隊的廣泛培訓。本集團亦為其僱員設立激勵計劃，其詳情載於「股份激勵計劃」一節。

退休福利計劃

本集團於中國的子公司的僱員須按其薪金的一定百分比向退休福利計劃供款，為有關福利提供資金。本集團對該等退休福利計劃之唯一責任為作出指定供款。

本公司退休金責任的詳情載於本年度報告綜合財務報表附註34。

關聯方交易

本集團於報告期內的關聯方交易詳情載於本年度報告綜合財務報表附註42。

附註42所披露的關聯方交易未被視為關連交易，或根據《上市規則》獲豁免遵守申報、公告及股東批准的規定。

Directors' Report

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the date of this annual report, the Company has maintained the public float as required under the Listing Rules.

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) in relation to the director's and officer's liability insurance is currently in force and was in force during the Reporting Period.

CORPORATE GOVERNANCE

The Company is committed to ensuring high standards of corporate governance and has adopted the code provisions set out in the Corporate Governance Code in Appendix 14 to the Listing Rules (the "Corporate Governance Code"). From the Listing Date to the date of this report, the Company has complied with all the applicable code provisions in the Corporate Governance Code.

In order to maintain high standards of corporate governance, the Board will continuously review and monitor the Company's corporate governance code.

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 61 to 80 of this annual report.

DONATIONS

During the Reporting Period, the Company made donations of RMB905,400.

AUDITOR

The H Shares were listed on the Stock Exchange on July 8, 2020, and there has been no change in auditors since the Listing Date. The consolidated financial statements of the Group for the Reporting Period have been audited by Ernst & Young, Certified Public Accountants, who are proposed for reappointment at the forthcoming 2020 AGM.

COMPLIANCE WITH LAWS AND REGULATIONS

For the Reporting Period, the Company is in compliance with the relevant laws and regulations that have a significant impact on the Company.

PRINCIPAL RISKS AND UNCERTAINTIES

There are certain key risks and uncertainties involved in our operations, some of which are beyond our control:

- We are largely dependent on sales of our two products, enoxaparin sodium injection and heparin sodium API;
- Failure to attain market acceptance among the medical community would have a material adverse impact on our operations and profitability;

公眾持股量的充分性

根據本公司公開可得的資料及據董事會所知，於本年度報告日期，本公司已維持《上市規則》所規定的公眾持股量。

董事的彌償

有關董事及高級人員責任保險的准予彌償條款(定義見香港《公司條例》)目前有效，並在報告期內有效。

企業管治

本公司致力於確保高標準的企業管治，並已採納《上市規則》附錄十四《企業管治守則》(「《企業管治守則》」)所載的守則條文。自上市日期至本報告日期，本公司已遵守《企業管治守則》中所有適用守則條文。

為維持高標準的企業管治，董事會將持續審核及監察本公司的企業管治守則。

有關本公司所採納的企業管治常規的資料載於本年度報告第61至80頁的企業管治報告。

捐贈

報告期內，本公司的捐贈金額為人民幣905,400元。

核數師

H股於二零二零年七月八日在聯交所上市，自上市日期以來，核數師並無發生變化。本集團報告期的綜合財務報表已由執業會計師安永會計師事務所審計，其擬在即將召開的二零二零年年度股東大會上續聘。

遵守法律法規的情況

報告期內，本公司遵守對本公司有重大影響的相關法律法規。

主要風險與不確定因素

我們的營運涉及若干主要風險與不確定因素，其中一部分在我們掌控之外：

- 我們在很大程度上依賴兩大產品依諾肝素鈉注射液和肝素鈉API的銷售；
- 未能在醫療界獲得市場接受，將會對我們的經營及盈利能力產生重大不利影響；

Directors' Report 董事會報告

- The retail prices of certain of our products are subject to price control or downward adjustment by the government authorities or other pricing pressure;
- Sales of our enoxaparin sodium injection products depend on the reimbursement policies of the governmental authorities and health insurers. Failure to obtain or maintain adequate medical insurance coverage and reimbursement for our pharmaceutical products could limit our ability to market those products and decrease our ability to generate revenue;
- If our products are not manufactured to the necessary quality standards, it could harm our business and reputation, and our revenue and profitability could be adversely affected;
- If we suffer substantial disruption to any of our production sites or encounter problems in manufacturing our products, our business and results of operations could be adversely affected;
- Fluctuations in prices of our raw materials may have a material adverse effect on us if we are not able to transfer the cost increase to our customers;
- If we are unable to successfully complete clinical development, obtain regulatory approval and commercialize our product candidates, or experience significant delays in doing so, our business will be materially harmed;
- Our CDMO business is dependent on our customers' spending on and demand for outsourced biologics discovery, development and manufacturing. A reduction in spending or demand could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects;
- If we or parties on whom we rely fail to comply with the laws and regulations related to, or maintain the necessary licenses for, the development, production, sales and distribution of our products, our ability to conduct our business could be materially impaired; and
- Goodwill comprises a substantial portion of our total assets; if we determine our goodwill to be impaired, it would adversely affect our financial position.
- 我們若干產品的零售價受有關政府部門的價格控制或下調或其他定價壓力影響；
- 我們的依諾肝素鈉注射液產品銷售取決於有關政府部門和醫療保險公司的報銷政策。未能就我們的藥品取得或維持充分的醫療保險和報銷可能限制我們營銷該等產品的能力及降低我們產生收入的能力；
- 若我們製造的產品未達到必要的質量標準，這可能會損害我們的業務及聲譽，而我們的收入及盈利能力或會受到不利影響；
- 若我們的任何一個生產廠房遭到重大中斷或我們在生產產品時遇到困難，則我們的業務及經營業績或會受到不利影響；
- 倘若我們未能將成本增加轉嫁給客戶，原材料價格波動或會對我們造成重大不利影響；
- 倘我們無法成功完成臨床開發、取得監管批准及實現候選產品商業化，或上述事項出現重大延遲，則我們的業務將嚴重受損；
- 我們的CDMO業務取決於客戶對外包生物製劑發現、開發及生產的支出及需求。客戶的支出或需求減少可能會對我們的業務、財務狀況、經營業績、現金流量及前景產生重大不利影響；
- 倘我們或我們所依賴的各方未有就開發、生產、銷售及分銷我們的產品遵守相關法律法規，或未持有必要的牌照，可能會對我們開展業務的能力造成重大損害；及
- 商譽構成我們資產總值的極大部分；倘我們釐定我們的商譽將出現減值，我們的財務狀況可能會受到不利影響。

Directors' Report 董事會報告

EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed above, there were no important events affecting the Company and its subsidiaries which occurred after December 31, 2020 and up to the date of this Directors' Report.

On behalf of the Board

Mr. Li Li

Chairman

Shenzhen, PRC, March 29, 2021

報告期後事項

除上文所披露者外，於二零二零年十二月三十一日之後及直至本董事會報告日期，概無發生影響本公司及其子公司的重大事項。

代表董事會

李鐸先生

董事長

中國深圳，二零二一年三月二十九日

Corporate Governance Report 企業管治報告

The Board is pleased to present this corporate governance report for the Reporting Period in this annual report (the “**Corporate Governance Report**”).

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company’s corporate governance practices are based on the principles as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

The Board is of the view that throughout the period from the Listing Date to December 31, 2020, the Company has complied with all the applicable code provisions as set out in the CG Code.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has devised its own code of conduct for the trading of securities by its directors, supervisors and members of senior management of the Group (who are likely to possess inside information about the securities of the Company due to their offices or employments in the Company or its subsidiaries) on terms that no less exacting than the required standard set out in the Model Code. Having made specific enquiry by the Company, all directors, supervisors and members of senior management of the Group have confirmed that they have complied with the required standard set out in the Model Code from the Listing Date to the date of this report. The Company continues and will continue to ensure the compliance with the corresponding provisions set out in the Model Code.

董事會欣然呈列本年度報告在報告期內的企業管治報告(「**企業管治報告**」)。

企業管治常規

本公司董事會致力於實現良好的企業管治標準。

董事會認為，良好的企業管治標準在為本公司保障股東權益、提升企業價值、制定業務策略及政策，以及提高透明度與問責能力提供框架方面至關重要。

本公司的企業管治常規乃基於《上市規則》附錄十四《企業管治守則》所載原則。

董事會認為，自上市日期起至二零二零年十二月三十一日期間，本公司已遵守《企業管治守則》所載所有適用守則條文。

董事進行的證券交易

本公司已採用其自有的行為守則作為其自身有關董事、監事及本集團高級管理人員(彼等因在本公司或其子公司的有關職位或受僱工作而可能管有與本公司證券有關的內幕消息)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標準。經本公司作出特定查詢後，全體董事、監事及本集團高級管理人員已確認自上市日期至本報告日期期間已遵守標準守則所載列的規定標準。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。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

During the period from the Listing Date to December 31, 2020, the Board comprised 8 Directors, consisting of 4 executive Directors, 1 non-executive Director and 3 independent non-executive Directors as follows:

Executive Directors

Mr. Li Li (*Chairman*)
 Ms. Li Tan (*Deputy General Manager*)
 Mr. Shan Yu (*General Manager*)
 Mr. Sun Xuan (*Vice Chairman*)

Non-executive Director

Mr. Bu Haihua (re-designated as non-executive Director on August 31, 2020)

Independent Non-executive Directors

Dr. Lu Chuan
 Mr. Chen Junfa
 Mr. Wang Zhaohui

The biographical information of the Directors are set out in the section headed "Directors, Supervisors and Senior Management" of this annual report and the relationships between the Directors are disclosed in the respective Director's biography.

Except for the relationships between the Directors set forth in the respective Director's biography under the section headed "Directors, Supervisors and Senior Management", the Directors do not have financial, business, family or other material/relevant relationships with one another.

董事會

本公司由行之有效的董事會領導。董事會負責監督本集團的業務、戰略決策及表現，並作出符合本公司最佳利益的客觀決策。

董事會須定期檢討董事履行其對本公司的責任所須作出的貢獻以及是否投入足夠的時間履行有關責任。

董事會組成

自上市日期起至二零二零年十二月三十一日期間，董事會由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。詳情如下：

執行董事

李鋌先生(*董事長*)
 李坦女士(*副總經理*)
 單宇先生(*總經理*)
 孫暄先生(*副董事長*)

非執行董事

步海華先生(於二零二零年八月三十一日獲調任為非執行董事)

獨立非執行董事

呂川博士
 陳俊發先生
 王肇輝先生

董事的履歷資料載於本年度報告「董事、監事及高級管理層」一節，董事之間的關係披露於各董事履歷。

除「董事、監事及高級管理層」一節下各董事履歷中所載的董事之間的關係外，各董事之間概無財務、業務、家族或其他重大／相關關係。

Corporate Governance Report 企業管治報告

Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

The Chairman and General Manager (equivalent to Chief Executive Officer) of the Company are held by Mr. Li Li and Mr. Shan Yu respectively, thus we have complied with Code provision A.2.1. The division of responsibilities between the Chairman and the General Manager has been clearly established.

Independent Non-executive Directors

During the period from the Listing Date to December 31, 2020, the Board at all times fulfilled the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing one-third of the board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

The non-executive Directors (including independent non-executive Directors) of the Company are appointed for a specific term of three years and are eligible for re-election upon expiry of their term of office in accordance with the Articles of Association of the Company.

According to the Articles of Association of the Company, Directors shall be elected or replaced at general meetings and their term of office shall be three years. Directors are eligible for re-election upon expiry of their term of office. Without violating the relevant laws, regulations and regulatory rules of the locality where the Company's shares are listed, a person newly appointed as director by the Board to fill a temporary vacancy or to add to the quote of directors of the Board shall serve until the next annual general meeting of the Company, at which time the said person is eligible for re-election. All directors appointed to fill temporary vacancies shall be elected by shareholders at the first shareholders' general meeting following their acceptance of appointment.

主席及行政總裁

守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

本公司董事長及總經理(相當於行政總裁)分別由李鋰先生及單宇先生擔任，因此我們已遵守守則條文第A.2.1條的規定。董事長與總經理之間的職責分工已明確確立。

獨立非執行董事

自上市日期起至二零二零年十二月三十一日期間，董事會一直遵守《上市規則》相關規定，委任至少三名獨立非執行董事(佔董事會成員人數三分之一)，其中一名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財務管理專長。

本公司已接獲各獨立非執行董事根據《上市規則》第3.13條所載獨立性指引就其獨立性發出的年度書面確認。本公司認為，所有獨立非執行董事均為獨立人士。

委任及重選董事

根據本公司組織章程細則，本公司非執行董事(包括獨立非執行董事)指定任期為三年，屆滿後可連選連任。

根據本公司組織章程細則，董事於股東大會上選舉或接任產生，任期為三年。董事任期屆滿，可連選連任。在不違反本公司股票上市地有關法律、法規及監管規則的情況下，由董事會新任命為董事以填補臨時空缺或增加董事會董事名額的人員應任職至本公司下一屆年度股東大會並且該人員有資格於年度股東大會上獲重新選任。所有被委任以填補臨時空缺的董事應於接受委任後的第一次股東大會上接受股東的選舉。

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Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses, for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities.

董事的職責

董事會應負責領導及控制本公司，並共同負責指導及監督本公司事務。

董事會通過制訂策略及監督其實施情況，直接及透過其委員會間接領導及指導管理層，監察本集團的營運及財務表現，並確保內部監控及風險管理制度健全。

全體董事(包括非執行董事及獨立非執行董事)為董事會帶來豐富而寶貴的營商經驗、知識及專業技能，使董事會能高效及有效地運作。

獨立非執行董事負責確保本公司維持高水平的監管報告，並在董事會內發揮平衡作用，就企業行動及營運作出有效的獨立判斷。

全體董事均可充分且適時地獲得所有有關本公司的資料，並可要求於適當情況下就履行其於本公司的職責尋求獨立專業意見，相關費用由本公司承擔。

董事須向本公司披露彼等擔任其他職務的詳情。

董事會保留所有重要事宜的決策權，當中涉及本公司的政策事宜、策略及預算、內部控制及風險管理、重大交易(尤其是可能涉及利益衝突者)、財務資料、委任董事及其他重大運作事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責則轉授權力予管理層負責。

本公司已安排適當的董事及高級人員責任保險，為董事及高級管理層因企業活動而可能面臨的任何法律訴訟提供保障。

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Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended December 31, 2020, all Directors attended training sessions on the respective obligations of the Directors and senior management. In addition, relevant reading materials including legal and regulatory update have been provided to the Directors for their reference and studying.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors for the year ended December 31, 2020 is summarized as follows:

董事的持續專業發展

董事須掌握最新的監管發展及變更，以有效履行彼等的職責及確保彼等對董事會作出知情及相關貢獻。

每名新委任董事於首次獲委任時均已接受正式、全面及定制的就職指引，確保適當了解本公司的業務及營運，並完全知悉《上市規則》及相關法定要求下董事的責任及義務。

董事應參與合適的持續專業發展培訓，以提升並掌握最新的知識及技能。本公司會為董事安排內部簡介會，並適時為董事提供相關議題的閱讀文件。本公司鼓勵所有董事出席相關培訓課程，費用由本公司承擔。

截至二零二零年十二月三十一日止年度，全體董事均已參加有關董事及高級管理層各自職責的培訓課程。此外，本公司亦向董事提供包括法律及監管更新的相關閱讀文件，供彼等參考及研究。

截至二零二零年十二月三十一日止年度，董事已獲得有關董事職責、監管及業務發展的持續專業發展培訓記錄，概要如下：

Directors	董事	Type of Training ^{Note} 培訓類型 ^{附註}
Executive Directors		
Mr. Li Li	李鋌先生	A/B
Ms. Li Tan	李坦女士	A/B
Mr. Shan Yu	單宇先生	A/B
Mr. Sun Xuan	孫暄先生	A/B
Non-Executive Director		
Mr. Bu Haihua	步海華先生	A/B
Independent Non-Executive Directors		
Dr. Lu Chuan	呂川博士	A/B
Mr. Chen Junfa	陳俊發先生	A/B
Mr. Wang Zhaohui	王肇輝先生	A/B

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Note:

Types of Training

- A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops
 B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) in order to enhance the effectiveness of our Board and to maintain high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board, including but not limited to gender, age, cultural and educational background and professional experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Our Directors have a balanced mixed of knowledge and skills, including but not limited to overall management and strategic development, finance and accounting and risk management, as well as professional experiences in the pharmaceutical industry. The Board is of the view that our Board satisfies the Board Diversity Policy.

The Nomination Committee is responsible for reviewing the diversity of the Board. The Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness.

Director Nomination Policy

The primary duties of the Nomination Committee are to make recommendation to the Board regarding the appointment of Directors and senior management.

The Company has adopted the Director Nomination Policy which sets out the objectives, selection criteria and nomination procedures for identifying and recommending candidates for appointment or reappointment of Directors.

During the period from the Listing Date to December 31, 2020, save for the re-designation of Mr. Bu Haihua as a Non-executive Director, there was no change in the composition of the Board.

BOARD COMMITTEES

The Board has established 4 committees, namely, the Audit Committee, the Remuneration and Evaluation Committee, the Nomination Committee and the Strategy Committee, for overseeing particular aspects of the Company's affairs.

All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

附註：

培訓類型

- A：參加培訓課程，包括但不限於簡介會、研討會、討論會及講習班
 B：閱讀相關快訊、報章、期刊、雜誌及相關刊物

董事會多元化政策

董事會已採納董事會多元化政策（「**董事會多元化政策**」），以提高董事會效率及維持高水準的企業管治。董事會多元化政策載列甄選董事會候選人的標準，包括但不限於性別、年齡、文化及教育背景以及專業經驗。最終將按人選的優點及可為董事會作出的貢獻作決定。

董事擁有均衡的知識及技能，包括但不限於整體管理及戰略發展、財務及會計、風險管理，以及醫藥行業的專業經驗。董事會認為，董事會符合董事會多元化政策。

提名委員會負責審核董事會多元化，不時監察及評估董事會多元化政策的實施情況，確保其持續有效。

董事提名政策

提名委員會的主要職責為就董事及高級管理層的委任向董事會提出建議。

本公司已採納董事提名政策，該政策訂明物色及推薦作為獲委任或重新委任董事候選人的目標、甄選條件及提名程序。

自上市日期起至二零二零年十二月三十一日期間，除調任步海華先生為非執行董事外，董事會的組成並無變動。

董事會委員會

董事會已成立四個委員會，即審計委員會、薪酬與考核委員會、提名委員會及戰略委員會，負責監察本公司特定範疇的事務。

本公司所有董事會委員會均設有具體的書面職權範圍，清楚說明其權限及職責。董事會委員會的職權範圍已刊登於本公司網站及聯交所網站，並可按要求供股東查閱。

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Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Mr. Chen Junfa, Dr. Lu Chuan and Mr. Wang Zhaohui. Mr. Chen Junfa is the chairperson of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code and in compliance with the relevant laws and regulations of the PRC.

The main duties of the Audit Committee include but are not limited to:

- handling relationship with the external auditor of the Company;
- reviewing the financial information of the Company;
- reviewing the independence of the external auditor and recommending to the Board on the re-appointment of the external auditor;
- monitoring the financial reporting system, risk management and internal control procedures of the Company;
- reviewing and monitoring corporate governance functions; and
- other matters as authorized by the Board.

During the year of 2020, the Audit Committee held two meetings with the external auditor of the Company to discuss issues they considered necessary.

The Audit Committee held 5 meetings in 2020. The following is a summary of the work performed by the Audit Committee in 2020:

- reviewing the external auditor's statutory audit plan and the nature and scope of audit before commencement of audit work;
- reviewing and recommending for the Board's approval for the annual results announcement and annual financial statements for the year ended 31 December 2019, the interim results announcement and interim financial statements for the six months ended 30 June 2020, and the 2020 first quarterly and third quarterly reports with particular focus on changes in accounting policies and practices, compliance with accounting standards, the Listing Rules and other requirements in relation to financial reporting;
- discussing with the external auditor and the management on possible accounting risks and major findings in the course of audit/review;
- reviewing the independence of the external auditor and recommending to the Board the re-appointment of the external auditor;
- approving the audit fees and terms of engagement of the external auditor;
- reviewing 2020 internal audit findings and recommendations, and approving 2021 internal audit plan; and
- reviewing the effectiveness of the Company's risk management functions and internal control system, including the financial reporting and compliance functions.

審計委員會

審計委員會由三名獨立非執行董事組成，即陳俊發先生、呂川博士及王肇輝先生。陳俊發先生為審計委員會主席。

審計委員會職權範圍的條款不遜於《企業管治守則》所訂明者，並符合中國相關法律及法規。

審計委員會的主要職責包括但不限於：

- 處理與本公司外聘核數師的關係；
- 審核本公司的財務資料；
- 檢討外聘核數師之獨立性及就續聘外聘核數師向董事會提供建議；
- 監督本公司財務報告系統、風險管理及內部控制程序；
- 審核並監督企業管治職能；及
- 董事會授權的其他事宜。

於二零二零年，審核委員會與本公司外聘核數師舉行了二次會議，以討論彼等認為必要的事宜。

審計委員會於二零二零年共舉行了5次會議。審計委員會於二零二零年履行的工作概述如下：

- 於開始審核工作前審閱外聘核數師的法定審核計劃，以及審核性質與範圍；
- 審閱截至二零一九年十二月三十一日止年度的年度業績公告及年度財務報表、截至二零二零年六月三十日止六個月的中期業績公告及中期財務報表，以及二零二零年第一季度及第三季度報告，尤其集中在會計政策及實務的變動、財務報告於會計準則、《上市規則》及其他規定方面的合規性，並向董事會建議以供批准；
- 與外聘核數師及管理層商討可能面對的會計風險及在審核／審閱過程中的主要結果；
- 檢討外聘核數師之獨立性及向董事會建議續聘外聘核數師；
- 批准外聘核數師的審核費用及委聘條款；
- 檢討二零二零年內部審核結果及建議，並批准二零二一年內部審核計劃；及
- 審閱本公司的風險管理職能及內部控制系統(包括財務報告及合規職能)的有效性。

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The Audit Committee also met the external auditors 1 time without the presence of the executive Directors.

The attendance records of the Audit Committee are set out under “Attendance Record of Directors and Committee Members”.

Remuneration and Evaluation Committee

The Remuneration and Evaluation Committee consists of two Independent Non-executive Directors, namely Mr. Wang Zhaohui and Mr. Chen Junfa, and one Executive Director, namely Mr. Li Li. Mr. Wang Zhaohui is the chairperson of the Remuneration and Evaluation Committee.

The terms of reference of the Remuneration and Evaluation Committee are of no less exacting terms than those set out in the CG Code and in compliance with the relevant laws and regulations of the PRC.

The main duties of the Remuneration and Evaluation Committee include but are not limited to:

- formulating remuneration plans or schemes based on the main responsibilities, scope and importance of the management positions of the directors and senior management, and the remuneration levels of similar positions in other enterprises; and making recommendations to the Board as to the overall performance appraisal and remuneration management system and structure for the directors and senior management, and the establishment of proper and transparent formulation procedures of the remuneration policy;
- reviewing and approving the management’s proposal on remuneration based on the corporate goals and objectives set by the Board;
- the appraisal and remuneration management system includes but is not limited to performance appraisal criteria and procedures, the main appraisal system, and the principal plan and system regarding incentive and penalty;
- determining, with delegated responsibility of the Board, the remuneration packages of individual executive Directors and senior management or making recommendations to the Board for the remuneration package of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- making recommendations to the Board on the remuneration of non-executive Directors;
- considering the remuneration package, time commitment, scope of responsibility of similar companies and other employment terms of other positions within the Group;

審計委員會亦已與外聘核數師進行1次並無執行董事出席的會議。

審計委員會的成員出席記錄載於「董事及委員會成員出席記錄」。

薪酬與考核委員會

薪酬與考核委員會包括兩名獨立非執行董事，即王肇輝先生及陳俊發先生，以及一名執行董事，即李鋌先生。王肇輝先生為薪酬與考核委員會的主席。

薪酬與考核委員會職權範圍的條款不遜於《企業管治守則》所訂明者，並符合中國相關法律及法規。

薪酬與考核委員會的主要職責包括但不限於：

- 根據董事及高級管理層管理職位的主要職責、工作範圍、重要性以及其他企業類似職位的薪酬水平制定薪酬計劃或方案；就董事及高級管理層的全體績效考核與薪酬管理制度及架構，以及設立制定薪酬政策的正規及透明程序，向董事會提出建議；
- 基於董事會所訂企業方針及目標審核及批准管理層的薪酬建議；
- 績效考核與薪酬管理制度包括但不限於績效考核標準及程序、主要考核體系，獎勵及和懲罰的主要方案和制度；
- 根據董事會的授權，釐定個別執行董事及高級管理層的薪酬待遇，或就個別執行董事及高級管理層的薪酬待遇向董事會提出建議。此應包括實物福利、退休金權利及賠償金（包括喪失或終止職務或委任應付的任何賠償）；
- 就非執行董事的薪酬向董事會提出建議；
- 考慮同類公司支付的薪酬、須付出的時間及職責範圍以及本集團內其他職位的僱用條件；

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- reviewing and approving the compensation due to executive directors and senior management for any loss or termination of office or appointment, so as to ensure that such compensation is consistent with the contractual terms; if such compensation is not consistent with the contractual terms, ensuring that it is fair, reasonable and not excessive;
 - reviewing and approving compensation arrangements relating to the dismissal or removal of directors for misconduct or the like, so as to ensure that such arrangements are consistent with the contractual terms; if such compensation is not consistent with the contractual terms, ensuring that it is reasonable and appropriate;
 - ensuring that no director or any of his associates is involved in the determination of his remuneration;
 - evaluating the performance of duties by the directors and senior management of the Company and conducting the annual performance evaluation on them;
 - supervising the implementation of the Company's remuneration system; and
 - other matters as authorized by the Board.
- 審核及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
 - 審核及批准因董事行為失當或類似情況而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
 - 確保任何董事或其任何聯繫人不得參與釐定其自身的薪酬；
 - 評估本公司董事及高級管理層的履職情況並對其進行年度績效考評；
 - 監督本公司薪酬制度的執行情況；及
 - 董事會授權的其他事宜。

The Remuneration and Evaluation Committee held 2 meetings in 2020. The following is a summary of the major tasks carried out by the Remuneration and Evaluation Committee in 2020:

- To review the results of evaluation for members of senior management of the Company for 2019
- To review the remunerations for directors and members of senior management of the Company for 2019
- To make recommendations to the Board as to the allowance for independent directors of the fifth session of the Board of the Company

The Remuneration and Evaluation Committee believes that the remuneration scheme for directors and members of senior management complies with the Company's relevant system and requirements of current operation and management of the Company, and remunerations disclosed are in line with the actual situation.

The attendance records of the Remuneration and Evaluation Committee are set out under "Attendance Records of Directors and Committee Members".

Details of the remuneration of the senior management by band for the year ended December 31, 2020 are set out below:

Remuneration band (RMB)	Number of person(s)	薪酬等級(人民幣)	人數
Nil to 1,000,000	—	零到1,000,000	—
1,000,001 to 3,000,000	—	1,000,001到3,000,000	—
3,000,001 to 5,000,000	3	3,000,001到5,000,000	3
5,000,001 to 8,000,000	—	5,000,001到8,000,000	—

薪酬與考核委員會在二零二零年共舉行了2次會議。薪酬與考核委員會於二零二零年履行的主要工作概述如下：

- 審核二零一九年度公司高級管理人員考核結果
- 審核二零一九年度公司董事和高級管理人員薪酬
- 就公司第五屆董事會獨立董事津貼向董事會提出建議

薪酬與考核委員會認為董事和高級管理人員的薪酬方案符合公司相關制度的規定及公司經營管理現狀的要求，所披露的薪酬與實際情況相符。

薪酬與考核委員會的成員出席記錄載於「董事及委員會成員出席記錄」。

有關截至二零二零年十二月三十一日止年度按級別劃分的高級管理層薪酬詳情如下所載：

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Nomination Committee

The Nomination Committee consists of two Independent Non-executive Directors, namely Dr. Lu Chuan and Mr. Chen Junfa, and one Executive Director, namely Mr. Li Li. Dr. Lu Chuan is the chairperson of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code and in compliance with the relevant laws and regulations of the PRC.

The main duties of the Nomination Committee include but are not limited to:

- formulating and reviewing the Board diversity policy; evaluating the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year and making recommendations to the Board on the size and composition of the Board based on the Company's operating activities, asset size and equity structure; and when considering the combination of the members of the Board, ensuring the balance between executive and nonexecutive directors (including independent directors) and considering from multiple aspects of the diversity of the members of the Board, including but not limited to their gender, age, cultural and educational background and professional experience;
- studying the selection criteria and procedures for directors and senior management and putting forward proposals to the Board;
- searching extensively for qualified candidates for the roles of directors and senior management;
- examining and putting forward proposals in relation to the candidates for the roles of directors (including independent directors) and senior management;
- making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular, the chairman and the general manager);
- evaluating the independence of the independent directors; and
- other matters as authorized by the Board.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience etc. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

提名委員會

提名委員會包括兩名獨立非執行董事，即呂川博士及陳俊發先生，以及一名執行董事，即李錕先生。呂川博士為提名委員會主席。

提名委員會職權範圍的條款不遜於《企業管治守則》所訂明者，並符合中國相關法律及法規。

提名委員會的主要職責權限包括但不限於：

- 制定並審閱董事會多元化政策，至少每年檢討董事會的架構、規模及組成（包括技能、知識及經驗方面），並根據本公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；在考慮董事會成員組合時，應確保執行與非執行董事（包括獨立董事）的組合保持均衡，同時應從多個方面考慮董事會成員多元化，包括但不限於董事的性別、年齡、文化教育背景及專業經驗；
- 研究董事、高級管理層的選擇標準和程序，並向董事會提出建議；
- 廣泛搜尋合資格的董事候選人和高級管理層人選；
- 對董事（包括獨立董事）候選人和高級管理層人選進行審查並提出建議；
- 就董事的委任或重新委任以及董事（尤其是董事長及總經理）的繼任計劃向董事會作出推薦建議；
- 評估獨立董事的獨立性；及
- 董事會授權的其他事宜。

於評估董事會組成時，提名委員會將考慮本公司董事會多元化政策所載董事會多元化的多項範疇以及相關因素，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識以及行業及地區經驗等。提名委員會將討論及協定實現董事會多元化之可衡量的目標（倘必要），並向董事會推薦以供採納。

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In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence, time commitment and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee held 3 meetings in 2020. The following is a summary of the major tasks carried out by the Nomination Committee in 2020:

- To nominate candidates for non-independent directors of the fourth Board of the Company
- To formulate a director nomination policy
- To nominate candidates for the fifth session of the Board of the Company

The attendance records of the Nomination Committee are set out under "Attendance Record of Directors and Committee Members".

Strategy Committee

The Strategy Committee consists of 3 members including two Executive Directors, namely Mr. Li Li and Ms. Li Tan, and one independent non-executive Directors, namely Dr. Lu Chuan. Mr. Li Li is the chairperson of the Strategy Committee.

The terms of reference of the Strategy Committee are in compliance with the relevant laws and regulations of the PRC.

The main duties of the Strategy Committee include but are not limited to:

- evaluating and advising on long term strategic development plans of the Company;
- evaluating and advising on major investment financing proposals that are subject to the approval of the Board and the shareholders' meeting in accordance with the requirements of the Articles of Association;
- evaluating and advising on major capital operations and asset management projects that are subject to the approval of the Board and the shareholders' meeting in accordance with the requirements of the Articles of Association;
- evaluating and advising on any other significant events that affect the development of the Company;
- overseeing the implementation of the above matters; and
- carrying out other matters as authorized by the Board.

The Strategy Committee did not hold any meetings in 2020.

於物色及選擇合適的董事候選人時，提名委員會在向董事會作出推薦建議之前會考慮人選的品格、資歷、經驗、獨立性、投入的時間及對企業策略構成必要補充並實現董事會多元化(倘合適)的其他相關標準。

提名委員會在二零二零年舉行了3次會議。提名委員會於二零二零年履行的主要工作概述如下：

- 提名公司第四屆董事會非獨立董事候選人
- 制定董事提名政策
- 提名公司第五屆董事會候選人

提名委員會的出席記錄載於「董事及委員會成員出席記錄」。

戰略委員會

戰略委員會由三名成員組成，包括兩名執行董事，即李鋌先生及李坦女士，以及一名獨立非執行董事，即呂川博士。李鋌先生擔任戰略委員會主席。

戰略委員會的職權範圍符合中國相關法律法規。

戰略委員會的主要職責包括但不限於：

- 評估本公司的長期戰略發展規劃並就此提供意見；
- 評估根據組織章程細則規定須經董事會及股東大會批准的重大投資融資方案並就此提供意見；
- 評估根據組織章程細則規定須經董事會及股東大會批准的重大資本運營及資產管理項目並就此提供意見；
- 評估影響本公司發展的任何其他重大事件並就此提供意見；
- 監督上述事宜的執行情況；及
- 執行董事會授權的其他事宜。

戰略委員會在二零二零年沒有舉行會議。

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Corporate Governance Functions

The Audit Committee is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the period from the Listing Date to December 31, 2020, the Audit Committee had reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each director during their tenure of office at the Board and Board Committee meetings and the general meetings of the Company held during the period from the Listing Date to December 31, 2020 is set out in the table below:

企業管治職能

審計委員會負責履行《企業管治守則》之守則條文第D.3.1條所載之職能。

自上市日期起至二零二零年十二月三十一日期間，審計委員會審查了本公司的企業管治政策及常規、董事和高級管理層的培訓及持續專業發展、本公司政策及常規是否遵守法律和監管規定、是否遵守標準守則和僱員書面指引，以及本公司是否遵守《企業管治守則》並於本企業管治報告中作出披露。

董事及委員會成員出席記錄

下表載列各董事於彼等任期內出席本公司自上市日期起至二零二零年十二月三十一日期間舉行的董事會及董事委員會會議以及股東大會的出席記錄：

Name of Director	Attendance/Number of Meetings						Annual General Meeting	Other General Meetings and A Share Class Meeting and H Share Class meeting 其他股東大會及A股類別股東大會及H股類別股東大會
	Board	Audit Committee	Remuneration and Evaluation Committee	Nomination Committee	Strategy Committee			
董事姓名	董事會	審計委員會	薪酬與考核委員會	提名委員會	戰略委員會	股東週年大會		
Mr. Li Li	7/7	NA	1/1	1/1	0/0	0/0	2/2	
李鐸先生	7/7	不適用	1/1	1/1	0/0	0/0	2/2	
Ms. Li Tan	7/7	NA	NA	NA	0/0	0/0	1/2	
李坦女士	7/7	不適用	不適用	不適用	0/0	0/0	1/2	
Mr. Shan Yu	7/7	NA	NA	NA	NA	0/0	2/2	
單宇先生	7/7	不適用	不適用	不適用	不適用	0/0	2/2	
Mr. Sun Xuan	7/7	NA	NA	NA	NA	0/0	1/2	
孫暄先生	7/7	不適用	不適用	不適用	不適用	0/0	1/2	
Mr. Bu Haihua	7/7	NA	NA	NA	NA	0/0	1/2	
步海華先生	7/7	不適用	不適用	不適用	不適用	0/0	1/2	
Dr. Lu Chuan	7/7	2/2	NA	1/1	0/0	0/0	2/2	
呂川博士	7/7	2/2	不適用	1/1	0/0	0/0	2/2	
Mr. Chen Junfa	7/7	2/2	1/1	1/1	NA	0/0	2/2	
陳俊發先生	7/7	2/2	1/1	1/1	不適用	0/0	2/2	
Mr. Wang Zhaohui	7/7	2/2	1/1	NA	NA	0/0	2/2	
王肇輝先生	7/7	2/2	1/1	不適用	不適用	0/0	2/2	

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Apart from regular Board meetings, the Chairman also held meeting with the independent non-executive Directors without the presence of other Directors during the year.

All independent non-executive Directors and non-executive Directors have attended general meetings to gain and develop a balanced understanding of the view of shareholders.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Company is dedicated to establishing and maintaining a robust internal control system. We have adopted and implemented risk management policies in various aspects of our business operations to address various potential risks in relation to our strategic plan, research and development, infrastructure, procurement, manufacturing, marketing and distribution. Our risk management system also covers general finance management, human resources, information technology, projects, logistics, subsidiaries and policy matters. The Audit Committee reviews and supervises our risk management and internal control system.

Our Directors recognize the importance of good corporate governance to protect the interests of our Shareholders. We have adopted the following corporate governance measures to manage potential conflict of interests between our Group and our Controlling Shareholders:

- the Company has established internal control mechanisms to identify connected transactions. If the Company enters into connected transactions with our Controlling Shareholders or its associates, the Company will comply with the applicable Hong Kong Listing Rules;
- where a Shareholders' meeting is to be held for considering proposed transactions in which our Controlling Shareholders or their associates have any material interest, our Controlling Shareholders shall not vote on the resolutions and shall not be counted in the quorum for the voting;
- our Board consisted of a balanced composition of executive and non-executive Directors, including not less than one-third of independent non-executive Directors to ensure that our Board is able to effectively exercise independent judgment in its decision making process and provide independent advice to our Shareholders. Our independent non-executive Directors, individually and together possess the requisite knowledge and experience to perform their roles. They will review whether there is any conflict of interests between our Group and our Controlling Shareholders and provide impartial and professional advice to protect the interest of our minority Shareholders;

除定期董事會會議外，主席亦於年內與獨立非執行董事舉行會議，而無其他董事出席。

全體獨立非執行董事及非執行董事已出席股東大會以對股東意見有公正的了解。

風險管理及內部控制

本公司致力於建立及維持穩健的內部控制系統。我們已於業務營運的各個方面採取及實施風險管理政策，以應對有關我們戰略計劃、研發、基礎設施、採購、生產、營銷及分銷的各類潛在風險。我們的風險管理系統亦涵蓋一般財務管理、人力資源、信息科技、項目、物流、子公司及政策事項。審計委員會審查並監督我們的風險管理及內部控制系統。

董事認可良好企業管治對保障股東權益的重要性。我們已採納以下企業管治措施管理本集團與控股股東之間的潛在利益衝突：

- 本公司已建立確認關連交易的內部控制機制。倘本公司與控股股東或其聯繫人訂立關連交易，本公司將遵守適用的香港《上市規則》；
- 倘須召開股東大會審議控股股東或其聯繫人於其中有任何重大利益的擬定交易，控股股東不得就決議案投票且不得計入投票的法定人數；
- 董事會由執行董事及非執行董事均衡組成，包括不少於三分之一的獨立非執行董事，以確保董事會能在決策程序中有效行使獨立判斷及向股東提供獨立建議。獨立非執行董事各自及共同擁有履行職責所需的必要知識及經驗。彼等將審核本集團與控股股東之間是否存在任何利益衝突，並為保障少數股東的權益提供公正且專業的意見；

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- where the advice from an independent professional, such as that from a financial adviser, is reasonably requested by our Directors (including the independent non-executive Directors), the appointment of such an independent professional will be made at the Company's expenses; and
- we have appointed Somerley Capital Limited as our compliance adviser, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to corporate governance.

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects, including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each department.

The Board had reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Reporting Period, and considered that such systems are effective and adequate. The annual review also covered the adequacy of resources, qualifications and experience of staff in the aforementioned systems and of the Company's accounting, internal audit and financial reporting function, and the adequacy of their training programs and budget.

The Board confirms its responsibility for supervising the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the Audit Committee. Such systems are designed to manage rather than eliminate the risk of failing to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Group Internal Audit and the Audit Committee assist the Board in the review of the effectiveness of the Group's risk management and internal control systems on the basis of continuity. The directors through these committees are kept regularly apprised of significant risks that may impact on the Group's performance.

The Audit Committee assists the Board in performing its supervision and corporate governance roles in the Group's financial, operational, compliance, risk management, internal controls, the resourcing of the finance and internal audit functions by reviewing the working report from internal audit and external audit. During the Reporting Period, the Group Internal Audit conducted selective reviews of the effectiveness of the systems of risk management and internal controls of the Group in respect of financial, operational and compliance controls with emphasis on information technology and security, information privacy and protection, business continuity management and procurement. Such results were assessed by the Group Internal Audit and reported to the Audit Committee, which then reviewed and reported the same to the Board. The Audit Committee and the Board were not aware of any areas of concern that would have a significant

- 倘董事(包括獨立非執行董事)合理要求獨立專業人士(例如財務顧問)提供意見,委任該獨立專業人士的費用將由本公司承擔;及
- 我們已委任新百利融資有限公司為合規顧問,其將就遵守適用法例及《上市規則》(包括有關企業管治的各項規定)向我們提供意見及指引。

所有部門均會定期進行內部監控評估,以識別可能對本集團業務以及主要營運及財務程序,監管合規及資訊安全等各方面造成影響的風險。各部門亦會每年進行自我評估,以確保各部門妥善遵守監控政策。

董事會於報告期內已審閱風險管理及內部監控系統(包括財務、營運及合規控制),並認為該等系統屬有效及充分。年度審閱涵蓋了本公司在上述系統及在會計、內部審計及財務申報職能方面的資源、員工資歷及經驗是否足夠,以及員工所接受的培訓課程及有關預算是否充足。

董事會確認其監管本集團的風險管理及內部監控系統的責任,以及透過審核委員會至少每年檢討其成效。該等系統旨在管理而非消除未能達致業務目標的風險,僅能為重大錯誤陳述或損失提供合理(而非絕對)保障。集團內部審計處和審核委員會協助董事會持續檢討本集團風險管理及內部監控系統的成效。董事透過該等委員會定期評估可能影響本集團表現的重大風險。

審核委員會通過審閱內部審計和外部審計的工作報告等方式協助董事會履行其於本集團財務、營運、合規、風險管理、內部監控、財務及內部審計職能方面資源的監管及企業管治角色。在報告期內,集團內部審計處就本集團風險管理及內部監控系統在財務、營運及合規監控方面的成效作出甄選檢討,著重資訊技術及安全、資料私隱及保護、業務持續性管理及採購方面的監控。有關結果交由集團內部審計處評審,並向審核委員會匯報。審核委員會其後審閱有關資料並向董事會匯報。審核委員會及董事會均無發現任何將對

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impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and sufficient including the adequacy of resources, staff qualifications and experience, sufficient training programs for the staff and budget of the accounting, internal audit and financial reporting functions.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

Regarding the procedure and internal control over handling and propagation of the inside information, the Group has adopted an inside information management policy which has been disseminated to all the staff. Based on the policy and in order to ensure that the inside information would be processed and propagated in compliance, the Group has established monitoring measures to ensure that the potential inside information could be recognized, assessed and then provided to the Board for their decision that whether a disclosure is required.

本集團的財務狀況或經營業績造成重大影響而需多加關注的事項，亦認為風險管理及內部監控系統整體而言具成效並充足，包括在會計、內部審計及財務匯報職能方面有足夠的資源、員工資歷及經驗，以及有足夠的員工培訓課程及預算。

本公司已經制定其披露政策，其中規定了一般性指引，以在本公司董事、高級人員、高級管理層及相關僱員處理保密資料、監控資料披露及回應有關查詢時向彼等提供指導。

已實施控制程序以確保嚴格禁止未經授權訪問和使用內部資料。

有關處理及發佈內幕消息之程序和內部監控，本集團已採納內幕信息管理政策，並已知會全體員工。在該等政策之基礎下，本集團已建立監控措施，確保可識別、評估及提交潛在內幕消息以供董事會決定是否需要作出披露，保證合規處理及發佈內幕消息。

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REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors, Supervisors and senior management receive their remuneration in the form of salary and allowances, employer's contribution to pension schemes, annual bonuses and independent directors' fee.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2020.

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

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report.

AUDITORS' REMUNERATION

The remuneration paid/payable to the Company's external auditors of the Group in respect of audit services and non-audit services for the year ended December 31, 2020 amounted to RMB5.7 million and RMB7.8 million respectively.

An analysis of the remuneration paid or payable to the external auditors of the Group, in respect of audit services and non-audit services for the year ended December 31, 2020 is set out below:

Service Category	服務類別	Fees Paid/Payable
		已付／應付費用 RMB'000
		人民幣千元
Audit Services — annual audit for the year ended December 31, 2020	審計服務 — 截至2020年12月31日止年度之年度審計	5,700
Non-audit Services — as reporting accountant for the Company's listing on the Main Board of the Stock Exchange	非審計服務 — 作為本公司於聯交所主板上市之申報會計師	7,800

JOINT COMPANY SECRETARIES

During the period from the Listing Date to September 18, 2020, Mr. Bu Haihua and Ms. Chan Sze Ting of Tricor Services Limited (an external service provider) were the joint company secretaries of the Company.

董事、監事及高級管理層薪酬

董事、監事及高級管理層以薪金及津貼、僱員退休金計劃供款、年度花紅及獨立董事袍金等形式收取薪酬。

董事有關財務報表的責任

董事確認彼等有責任編製本公司二零二零年十二月三十一日止年度的財務報表。

董事並不知悉對本公司持續經營能力構成重大疑問的事件或情況的任何重大不明朗因素。

本公司獨立核數師關於其對財務報表申報責任的聲明載於獨立核數師報告。

核數師薪酬

截至二零二零年十二月三十一日止年度，本集團就審計服務及非審計服務已付／應付予本公司外聘核數師的薪酬分別為人民幣5.7百萬元及人民幣7.8百萬元。

截至二零二零年十二月三十一日止年度，本集團就審計服務及非審計服務已付／應付予本集團外聘核數師的薪酬分析載列如下：

聯席公司秘書

自上市日期起至二零二零年九月十八日期間，步海華先生及卓佳專業商務有限公司(一家外部服務供應商)的陳詩婷女士為本公司聯席公司秘書。

Corporate Governance Report 企業管治報告

On September 18, 2020, Mr. Bu Haihua resigned from his position as the joint company secretary of the Company and Ms. Tan Xuan has been appointed as the joint company secretary of the Company with effect from September 18, 2020. The main contact of Ms. Chan Sze Ting at the Company is Ms. Tan Xuan, the Board Secretary of the Company.

The joint company secretaries of the Company have complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of the relevant professional training during the year.

All Directors have access to the advice and services of the joint company secretaries on corporate governance and board practices related matters.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening Shareholders' General Meetings

A shareholders' annual general meeting is required to be held once every year within six months following the end of the previous financial year. An extraordinary general meeting is required to be held within two months subsequent to the occurrence of any of the following:

- when the number of directors is less than the minimum number required by the Company Law, or is less than two thirds of the number stipulated in the Articles of Association;
- when the uncovered loss is more than one-third of the Company's total share capital;
- when any of the shareholders individually or jointly holding no less than 10% of total number of the Company's voting shares make any written request to convene the meeting;
- when the Board deems it necessary to convene the meeting;
- when the Supervisory Committee proposes to convene the meeting; and
- any other circumstances as stipulated by laws, administrative regulations, departmental rules, regulatory documents and the listing rules for stock exchanges where the Company's shares are listed or the Articles of Association.

於二零二零年九月十八日，步海華先生辭去本公司聯席公司秘書一職，而談煊女士獲委任為本公司聯席公司秘書，自二零二零年九月十八日起生效。陳詩婷女士在本公司的主要聯繫人為本公司董事會秘書談煊女士。

本公司聯席公司秘書已遵守《上市規則》第3.29條的規定，於年內參加不少於15小時的相關專業培訓。

所有董事均已獲得聯席公司秘書就企業管治及董事會實務相關事宜提供的意見及服務。

股東權利

為保障股東權益，股東大會應就每項實質上獨立的議題單獨提出決議案，包括選舉個別董事。根據《上市規則》，於股東大會提出的所有決議案將以投票方式表決，且投票結果將於股東大會後於本公司及聯交所網站公佈。

召集股東大會

年度股東大會每年召開一次，應當於上一會計年度結束後的六個月內舉行。有下列情形之一的，應當在事實發生之日起兩個月以內召開臨時股東大會：

- 董事人數不足《公司法》規定最低人數，或者少於組織章程細則所定人數的2/3時；
- 本公司未彌補的虧損超過股本總額1/3時；
- 任何單獨或者合計持有本公司不少於10%有表決權股份的股東書面請求召開會議時；
- 董事會認為召開會議屬必要時；
- 監事會提議召開會議時；及
- 法律、行政法規、部門規章、規範性文件、本公司股票上市地證券交易所的上市規則或組織章程細則規定的任何其他情形。

Corporate Governance Report 企業管治報告

A shareholders' general meeting shall be convened by the Board, and chaired by the Chairman of the Board. In the event that the Chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the Vice Chairman. In the event that the Vice Chairman is incapable of performing or is not performing his/her duties, a Director jointly nominated by half or more of the Directors shall preside over the meeting.

A shareholders' general meeting convened by the Supervisory Committee shall be chaired by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is incapable of performing or is not performing his/her duties, a supervisor jointly recommended by more than one half of the supervisors shall chair the meeting.

A Shareholders' general meeting convened by the shareholders themselves shall be chaired by a representative elected by the convener. If for any reason the convener fails to elect a chairperson, the shareholder (including proxy thereof) holding the most voting shares thereat shall chair the meeting (other than HKSCC Nominees).

Putting Forward Proposals at General Meetings

Shareholders individually or jointly holding 3% or more of the Shares of the Company can propose extraordinary proposals and submit them to the convener in writing 10 working days before the general meeting is held. The convener shall serve a supplemental notice of general meeting within two days upon receipt of the proposal and announce the contents of the extraordinary proposal.

The contents of such proposals shall fall within the functions and powers of the general meeting, shall feature definite topics and specific issues for resolution, and shall be in compliance with relevant requirements of laws, administrative regulations, listing rules for stock exchanges where the Company's shares are listed and the Articles of Association.

For procedures of nomination of candidates for directorship by shareholders, please refer to the website of the Company.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, Shareholders may supervise the operations of the Company, and to make suggestions and enquiries accordingly.

股東大會由董事會召集，由董事長擔任會議主持人主持。董事長不能履行職務或不履行職務時，會議由副董事長主持；副董事長不能履行職務或者不履行職務時，由半數以上董事共同推舉的一名董事擔任會議主持人主持。

監事會召集的股東大會，由監事會主席擔任會議主持人主持。監事會主席不能履行職務或不履行職務時，由半數以上監事共同推舉的一名監事擔任會議主持人主持。

股東自行召集的股東大會，由召集人推舉代表擔任會議主持人主持。如果因任何理由，召集人無法推舉主持人，應當由召集人中持有有表決權股份最多的股東（包括股東代理人）擔任會議主持人主持會議（香港結算代理人除外）。

於股東大會上提呈議案

單獨或者合計持有本公司3%或以上股份的股東，可以在股東大會召開10個工作日以前提出臨時議案並書面提交召集人。召集人應當在收到議案後兩日內發出股東大會補充通知，公告臨時議案的內容。

該等議案的內容應當屬於股東大會職權範圍，有明確議題和具體決議事項，並且符合法律、行政法規、本公司股票上市地證券交易所上市規則和組織章程細則的有關規定。

關於股東提名人選參選董事的事宜，可於本公司網站參閱有關程序。

向董事會作出查詢

就向本公司董事會作出任何查詢而言，股東可對本公司的經營進行監督，並相應地提出建議及查詢。

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Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Mailing Address: No. 21 Langshan Road, Nanshan District, Shenzhen, People's Republic of China

Fax: 0086-0755-86142889

Email: stock@hepalink.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. For this purpose, the Company has set up a website (<http://www.hepalink.com/en/>), where relevant latest information, the up-to-date state of the Company's business operation and development, the Company's financial information and corporate governance practices and other data are available to the public.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

Changes to the Articles of Association

During the period from the Listing Date to December 31, 2020, the Company has amended its Articles of Association and the amendments to the Articles of Association were approved by the extraordinary general meeting held on August 31, 2020. For details, please refer to the announcement of the Company dated July 31, 2020 and the circular dated August 10, 2020.

An up-to-date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

聯絡詳情

股東可透過以下方式發送上述查詢或要求：

郵寄地址： 中華人民共和國深圳市南山區朗山路21號

傳真： 0086-0755-86142889

電子郵件： stock@hepalink.com

為免生疑問，股東須遞交及發出正式簽署之書面要求、通知或聲明或查詢(視情況而定)之正本至上述地址，並提供其全名、聯絡詳情及身份，以令其生效。股東資料可能根據法律規定而予以披露。

與股東及投資者的溝通／投資者關係

本公司認為與股東有效溝通對提升投資者關係及投資者對本集團業務表現及策略的了解至關重要。為此，本公司已設立網站(<http://www.hepalink.com/>)，公眾可從中獲取最新資訊、有關本公司業務運營及發展的最新動態、本公司財務資料、企業管治常規和其他數據。

本公司致力與股東保持交流，特別是通過年度股東大會及其他股東大會。於年度股東大會，董事(或其授權代表(如適用))可與股東會面並回答彼等的提問。

組織章程細則的變動

自上市日期起至二零二零年十二月三十一日期間，本公司對組織章程細則進行了修訂，並於二零二零年八月三十一日舉行的臨時股東大會上批准了對組織章程細則的修訂。詳情請參閱本公司日期為二零二零年七月三十一日的公告及日期為二零二零年八月十日的通函。

本公司組織章程細則的最新版本亦已刊載於本公司網站及聯交所網站。

Corporate Governance Report

企業管治報告

Policies relating to Shareholders

The Company has in place a shareholders' communication policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

Dividend Policy

The Company has adopted a policy on payment of dividends pursuant to code provision E.1.5 of the CG Code. The articles of the Company contain the profit distribution policy, setting out, among others, the principles and forms of profit distribution, the conditions and proportion of cash distribution, the period of profit distribution, the conditions of dividend distribution of shares, the decision-making process and mechanism of profit distribution, and the principles for adjusting the profit distribution policy. At the end of each financial year, profit distribution proposal will be formulated by the Board, and will be subject to shareholders' approval. The Board should complete the dividend distribution within 2 months after the holding of the shareholders' meeting.

與股東有關的政策

本公司已制定股東溝通政策，確保妥善回應股東意見及關注。有關政策亦會定期檢討，確保有效。

股息政策

本公司已根據《企業管治守則》守則條文第E.1.5條採納派息政策。本公司章程載有利潤分配政策，列明利潤分配的原則及形式、現金分配的條件及比例、利潤分配的期間、股票股利分配的條件、利潤分配的決策程序及機制、利潤分配政策的調整原則等。於各財政年度末，董事會制定利潤分配預案，並經由股東批准。董事會須在股東大會召開後2個月內完成股息派發。

Independent Auditor's Report 獨立核數師報告



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To the shareholders of Shenzhen Hepalink Pharmaceutical Group Co., Ltd.

(Incorporated in the People's Republic of China with limited liability)

Opinion

We have audited the consolidated financial statements of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 92 to 264, which comprises the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

Key audit matters

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

致深圳市海普瑞藥業集團股份有限公司列位股東

(於中華人民共和國註冊成立的股份有限公司)

意見

我們已審核列載於第92頁至第264頁的深圳市海普瑞藥業集團股份有限公司(「**貴公司**」)及其子公司(統稱為「**貴集團**」)的綜合財務報表，此財務報表包括於二零二零年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則理事會頒佈的《國際財務報告準則》真實而中肯地反映了貴集團於二零二零年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「**守則**」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。對於下列每項事宜，有關我方審計如何處理該事項的描述載於對應的文字中。

Independent Auditor's Report 獨立核數師報告

Key audit matters (continued)

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

關鍵審計事項(續)

我們已履行本報告中「核數師就審計綜合財務報表承擔的責任」一節所述之責任，包括與該等事項有關者。因此，我方的審核工作包括履行旨在應對我們對綜合財務報表重大錯誤陳述風險之評估之程序。審核程序(包括為處理下列事項而開展的程序)的結果為我們就隨附綜合財務報表之審核意見提供基礎。

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Revenue recognition

收入確認

For the year ended 31 December 2020, the revenue of Shenzhen Hepalink Pharmaceutical Group Co. Ltd. that reported in the consolidated financial statements was RMB5,332,075,000, which was mainly contributed from the production and sale of heparin-based APIs, finished dose pharmaceutical products and contract development and manufacturing organization services (“**CDMO services**”).

就截至二零二零年十二月三十一日止年度而言，於綜合財務報表中報告的深圳市海普瑞藥業集團股份有限公司之收入為人民幣5,332,075,000元，主要來自於肝素API的生產及銷售、藥物製劑以及合同開發和生產組織服務(「**CDMO服務**」)。

For the year ended 31 December 2020, the revenue of finished dose pharmaceutical products was RMB1,523,194,000. Distribution model has been adopted for these sales and mainly include two types: buyout and non-buyout. Shenzhen Hepalink Pharmaceutical Group Co. Ltd. determined the point in time when the control of the goods is transferred according to the distribution agreement and recognised the revenue of goods accordingly.

就截至二零二零年十二月三十一日止年度而言，藥物製劑的收入為人民幣1,523,194,000元。該等銷售採取分銷模式，主要包括兩種類型：買斷和非買斷。深圳市海普瑞藥業集團股份有限公司確定根據分銷協議將商品控制權轉讓予客戶的時間點，並因此確認商品收入。

Our audit procedures included, among others, the following:
我們的審計程序包括下列各項等：

- (1) We evaluated and tested the design and the operating effectiveness of the controls in relation to revenue;
我們評估並測試有關收入之控制措施的設計及操作的有效性；
- (2) We obtained major sales contracts and CDMO service contracts, read then identified contractual terms in relation to transfer of control, and its transfer for revenue recognition in practice, and evaluated whether the accounting policy for revenue recognition is in accordance with IFRS 15 *Revenue from Contracts with Customers*;
我們已獲取主要銷售合約以及CDMO服務合約，閱讀並識別有關控制權轉讓的合約條款及其實務中的轉讓收入確認，並評估收入確認的會計政策是否符合《國際財務報告準則》第15號自客戶合約之收入；

Independent Auditor's Report 獨立核數師報告

Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter

How our audit addressed the Key Audit Matter

關鍵審計事項

我們的審計如何處理關鍵審計事項

Revenue recognition (continued)

收入確認 (續)

For the year ended 31 December 2020, the revenue of CDMO services was RMB797,387,000. From among, the revenue recognised over time and at a point in time were 576,599,000 and 220,788,000, respectively. For CDMO services, Shenzhen Hepalink Pharmaceutical Group Co. Ltd. identified the goods or services stated in the CDMO services contracts as performance obligations, revenue is recognised upon analysing the present right to payment for the CDMO services and the point when a customer obtains control of the goods or services. For performance obligations to be delivered over time, revenue is recognised according to the progress of performing respective obligation.

就截至二零二零年十二月三十一日止年度而言，CDMO服務的收入為人民幣797,387,000元。其間，在一段時間內及某一時間點確認的該收入分別為人民幣576,599,000元及人民幣220,788,000元。就CDMO服務而言，深圳市海普瑞藥業集團股份有限公司將CDMO服務合約中載列的商品或服務視為履約義務，並於分析CDMO服務的當前支付權利以及客戶獲取商品或服務之控制權的時間點後確認收入。對於在一段時間內履行的履約義務，根據履行各自義務的進度確認收入。

Because revenue recognition criteria of the Group involved judgement as explained above, we considered this as a key audit matter.

由於貴集團的收入確認標準涉及如上所述的判斷，我們認為這是一項關鍵審計事項。

(3) For revenue from sales of goods, we performed tests of details to check supporting documents including sales contracts and other related supporting documents and evaluated whether the relevant revenue recognition is in compliance with the accounting policy for revenue recognition of Shenzhen Hepalink Pharmaceutical Group Co., Ltd.;

對於商品銷售收入，我們進行細節測試，以核查證明文件（包括銷售合約以及其他相關證明文件），並評估相關收入確認是否符合深圳市海普瑞藥業集團股份有限公司的收入確認會計政策；

(4) For revenue from CDMO services, we performed tests of details, on supporting documents by selecting samples from sales transactions and inspected whether the performance obligations had been met at the point of recognising corresponding revenue.

對於CDMO服務收入，我們進行細節測試，通過從銷售交易中選定樣本來獲取證明文件，並檢查在確認相應收入時的履約義務是否得到履行。

(i) For performance obligations satisfied over time, we evaluated whether the “over time” criteria had been met and evaluated the appropriateness and accuracy of the progress of the performance.;

對於在一段時間內履行的履約義務，我們評估其是否滿足「一段時間內」的標準，並評估履約進度的適當性和準確性；

(ii) For performance obligations satisfied at a point in time, we checked supporting evidence of the services transferred/delivery of units produced.

對於在某一時間點履行的履約義務，我們核查已轉讓服務／交付已生產產品的支持性證據。

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Revenue recognition (continued) 收入確認 (續)</p> <p>Refer to note 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, note 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES and note 5 REVENUE to the consolidated financial statements for accounting policies and disclosure related to revenue recognition.</p> <p>請參閱綜合財務報表的附註2.4重大會計政策概要、附註3重大會計判斷與估計以及附註5收入，了解收入確認相關會計政策及披露。</p>	<p>(5) We selected samples of transactions of sales of goods before and after the balance sheet date and checked to supporting documents including goods delivery note and logistics documents, etc., to evaluate whether the relevant revenue was recorded accurately in the proper accounting period;</p> <p>我們選擇資產負債表日期前後的商品出售交易樣本，並核查支持性文件（包括商品送貨單和物流文件等）以評估在適當會計期間，相關收入是否獲準確記錄；</p> <p>(6) We compared the revenue from sales of goods, from CDMO services and other operating income, as well as gross profit margins for the current year with those of the previous year, and analysed the variance; and</p> <p>我們將商品出售、CDMO服務以及其他營運收益的收入，以及當前年度的毛利率與上一年的對應指標作對比，並分析了該變化；及</p> <p>(7) We reviewed the sufficiency and completeness of the disclosure of revenue in the notes to the consolidated financial statements.</p> <p>我們審查綜合財務報表附註中收入披露資料的充分性和完整性。</p>

Independent Auditor's Report 獨立核數師報告

Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Impairment of goodwill

商譽減值

At 31 December 2020, the carrying value of goodwill in the consolidated financial statements amounted to RMB2,202,566,000.

於二零二零年十二月三十一日，綜合財務報表中商譽的賬面值為人民幣2,202,566,000元。

In accordance with IFRSs, the Group is required to perform impairment test for goodwill at least on an annual basis. The goodwill impairment test is based on the recoverable amount of each cash-generating unit ("CGU") to which the goodwill is allocated. The recoverable amount of the CGU has been determined based on the higher of the value in use ("VIU") and fair value less costs of disposal ("FVLCD"). In determining the recoverable amount, the Group engaged independent valuers to perform impairment test for goodwill. 根據《國際財務報告準則》，貴集團需要至少每年進行商譽減值測試。商譽減值測試乃基於商譽獲分配的各現金產生單位的可收回金額。現金產生單位的可收回金額乃根據使用價值與公允價值減出售成本兩者中的較高者釐定。在確定可收回金額時，貴集團聘請獨立估值師進行商譽減值測試。

In performing impairment test for goodwill, key assumptions and judgements were used by the Group, e.g., when the recoverable amount of the CGU was determined based on VIU, key assumptions included the CGU's cash flow forecast, revenue growth rates and earnings before interest, taxes, depreciation and amortization ("EBITDA") rate of forecast periods, and the pre-tax discount rates; and when the recoverable amount of the CGU was determined based on FVLCD, key assumptions included the selection of comparable companies, etc.

在進行商譽減值測試時，貴集團運用了主要假設及判斷，例如基於使用價值何時確定現金產生單位的可收回金額。主要假設包括預測期間現金產生單位的現金流預測、收入增長速度、未扣除利息、稅項、折舊及攤銷的盈利（「EBITDA」）率和除稅前貼現率；以及基於公允價值何時減出售成本確定現金產生單位的可收回金額，主要假設包括同類公司的選擇等。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures included, among others, the following:
我們的審計程序包括下列各項等：

- (1) We evaluated and tested the design and tested the design and operating effectiveness of the controls in relation to goodwill impairment testing;
我們評估並測試有關商譽減值測試之控制措施的設計及操作的有效性；
- (2) We evaluated the base data used in cash flow forecast by comparing to the historical data;
我們通過對比歷史數據，評估現金流量預測所用的基本數據；
- (3) We ascertained and assessed the revenue growth rates adopted for the forecast periods by comparing to the historical revenue growth rates;
我們通過對比歷史收入增長率，確定及評估預測期間採用的收入增長率；
- (4) We evaluated the EBITDA rates of forecast periods by comparing to the historical EBITDA rates;
我們通過對比歷史EBITDA率，評估預測期間的EBITDA率；
- (5) We involved internal valuation specialists to assist in evaluating the assumptions and methodologies used by the Group, such as the pre-tax discount rate, etc;
我們請內部估值專家協助評估貴集團所用的假設與方法，如除稅前貼現率等；
- (6) We evaluated the comparable companies selected by the Group/its independent valuers;
我們評估貴集團／其獨立估值師選定的同類公司；

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Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Impairment of goodwill (continued) 商譽減值 (續)</p> <p>The judgements and estimates involved will be significantly influenced by management's assessment of future market and economic changes, which in turn will pose significant impact on the recoverable amount of the CGU to which goodwill is allocated. In light of this, we considered this as a key audit matter.</p> <p>涉及的該等判斷和估計將受到管理層對未來市場和經濟變化評估的重大影響，而反過來會對商譽獲分配的現金產生單位的可收回金額有重大影響。鑒於此，我們認為其屬關鍵審計事項。</p> <p>Refer to note 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, note 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES and note 16 GOODWILL to the consolidated financial statements for accounting policies and disclosures related to goodwill impairment.</p> <p>請參閱綜合財務報表的附註2.4重大會計政策概要、附註3重大會計判斷與估計以及附註16商譽了解會計政策，以及有關商譽減值的披露資料。</p>	<p>(7) We reviewed mathematically the calculations of VIU; 我們對使用價值的計算進行算術審查；</p> <p>(8) We ascertained the profile of independent valuers engaged by the Group and evaluated their competence, capabilities and objectivity; and 我們確定貴集團聘請的獨立估值師的概況，並評估其資格、能力和客觀性；及</p> <p>(9) We reviewed the sufficiency and completeness of the disclosures of goodwill in the notes to the consolidated financial statements. 我們審查綜合財務報表附註中商譽披露資料的充分性及完整性。</p>

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Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Assessing fair value of financial instruments

評估金融工具的公允價值

At 31 December 2020, the fair value of the Group's financial assets which are measured at fair value amounted to RMB3,195,595,000.

於二零二零年十二月三十一日，以公允價值計量的貴集團金融資產的公允價值為人民幣3,195,595,000元。

The valuation of financial instruments is based on a combination of market data and valuation models which often require a considerable number of inputs. Many of these inputs are obtained from readily available data. For financial assets classified under the fair value hierarchy as Level 1 and 2, inputs of valuation models included the quoted market price and observable data. When such observable data is not readily available, i.e. the financial instruments under the Level 3 of fair value hierarchy, management estimate will be used for determination of the unobservable inputs.

金融工具的估值乃基於市場數據與估值模型（通常需要大量輸入數據）的結合。許多此類輸入數據得自於可方便取得的數據。對於分類為第1級和第2級公允價值層級的金融資產，估值模型輸入數據包括報出的市價和可觀察數據。若無法方便取得可觀察數據（即第3級公允價值層級下的金融工具），將使用管理層估計來確定不可觀察輸入數據。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures included, among others, the following:

我們的審計程序包括下列各項等：

- (1) We evaluated and tested the design and operating effectiveness of the controls in relation to fair value measurement of financial instruments;
我們評估並測試有關金融工具公允價值計量之控制措施的設計及操作的有效性；
- (2) We inspected investment agreements entered into during the current year, on a sample basis, to understand the relevant terms and identify conditions that were relevant to the valuation of financial instruments
我們檢查於當前年度訂立的投資協議，以理解相關條款並識別與金融工具估值相關的條件；
- (3) For financial assets traded in active market, we checked to the quoted price of corresponding financial assets as at balance sheet date and reperformed the calculation to arrive at the carrying value of respective financial assets;
就於活躍市場交易的金融資產而言，我們核對於資產負債表日相應金融資產的報價，並重新計算，以得出相關金融資產的賬面值；
- (4) We involved internal valuation specialists to assist in evaluating the methodologies and the key parameters used for assessing fair value of financial instruments and testing the fair value independently, on a sample basis;
我們請內部估值專家協助評估金融工具公允價值評估所用的方法和主要參數，並抽樣獨立測試公允價值；

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Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Assessing fair value of financial instruments (continued) 評估金融工具的公允價值 (續)</p> <p>Because of the complexity involved in assessing the fair value of financial instruments, and significant management judgement involved when determining the inputs of valuation models, we consider this as a key audit matter.</p> <p>鑒於金融工具公允價值評估的複雜性，以及在確定估值模型輸入數據時須作出重大管理層判斷，因此我們認為其屬關鍵審計事項。</p> <p>Refer to note 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, note 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES, note 19 EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME, note 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS, note 21 DERIVATIVE FINANCIAL INSTRUMENTS and note 44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS to the consolidated financial statements for the disclosure of the accounting policies and disclosures related to fair value of financial instruments.</p> <p>請參閱綜合財務報表的附註2.4重大會計政策概要、附註3重大會計判斷與估計、附註19指定以公允價值計量且其變動計入其他全面收益的股權投資、附註20以公允價值計量且其變動計入當期損益的金融資產、附註21衍生金融工具以及附註44金融工具的公允價值以及公允價值層級，了解會計政策披露資料，以及有關金融工具公允價值的披露資料。</p>	<p>(5) We ascertained the profile of independent valuers and evaluated their competence, capabilities and objectivity; and 我們查明獨立估值師的概況，並評估其資格、能力和客觀性；及</p> <p>(6) We reviewed the sufficiency and completeness of the disclosures of financial instruments in the notes to the consolidated financial statements. 我們審查綜合財務報表附註中金融工具披露資料的充分性及完整性。</p>

Independent Auditor's Report 獨立核數師報告

Other information included in the Annual Report

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

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

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

Responsibilities of the directors for the consolidated financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

年度報告中的其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年度報告內的資料，但不包括綜合財務報表及與之有關的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者在其他方面似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此而言，我們沒有任何報告。

董事就綜合財務報表承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審計委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體董事會報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔責任。

Independent Auditor's Report 獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任(續)

合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或共同可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與可能導致對貴集團的持續經營能力產生重大疑慮的事項或情況有關的重大不確定性。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能繼續持續經營。

Independent Auditor's Report 獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is M.L. Chau.

Ernst & Young
Certified Public Accountants
Hong Kong

29 March 2021

核數師就審計綜合財務報表承擔的責任(續)

- 評估綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中發現的內部控制的任何重大缺陷。

我們亦向審計委員會提交聲明，說明我們已遵守有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，就消除威脅採取的行動或採用的防範措施。

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或於極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目合夥人是 M.L. Chau。

安永會計師事務所
執業會計師
香港

二零二一年三月二十九日

Consolidated Statement of Profit or Loss

綜合損益表

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Notes	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
REVENUE	收入	5	5,315,685	4,612,105
Cost of sales	銷售成本		(3,298,849)	(2,939,916)
Gross profit	毛利		2,016,836	1,672,189
Other income and gains	其他收入及收益	6	365,378	833,775
Selling and distribution expenses	銷售及分銷開支		(408,901)	(411,318)
Administrative expenses	行政開支		(598,078)	(521,039)
Impairment losses on financial assets	金融資產減值虧損		(15,194)	(737)
Other expenses	其他開支		(2,385)	(569)
Finance costs	融資成本	8	(260,824)	(275,198)
Share of profits and losses of associates	應佔聯營公司溢利及虧損		231,004	18,177
PROFIT BEFORE TAX	稅前利潤	7	1,327,836	1,315,280
Income tax expense	所得稅開支	11	(306,204)	(271,382)
PROFIT FOR THE YEAR	年內溢利		1,021,632	1,043,898
Attributable to:	以下人士應佔：			
Owners of the parent	母公司擁有人		1,024,210	1,059,700
Non-controlling interests	非控股權益		(2,578)	(15,802)
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人應佔每股盈利			
Basic	基本	13		
– for profit for the year	一年內溢利		RMB0.76 人民幣0.76元	RMB0.85 人民幣0.85元
Diluted	攤薄			
– for profit for the year	一年內溢利		RMB0.76 人民幣0.76元	RMB0.85 人民幣0.85元

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
PROFIT FOR THE YEAR	年內溢利	1,021,632	1,043,898
OTHER COMPREHENSIVE INCOME	其他全面收益		
<i>Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods (net of tax):</i>	<i>於後續期間可能重新分類至損益的其他全面(虧損)/收益(扣除稅項):</i>		
Exchange differences on translation of foreign operations	海外業務換算匯兌差額	(181,924)	57,335
Share of other comprehensive (loss)/income of associates	應佔聯營公司其他全面(虧損)/收益	(1,642)	478
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	於後續期間可能重新分類至損益的其他全面(虧損)/收益淨額	(183,566)	57,813
<i>Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods (net of tax):</i>	<i>於後續期間不會重新分類至損益的其他全面收益/(虧損)(扣除稅項):</i>		
Change in fair value of equity investments designated at fair value through other comprehensive income	以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動	6,835	(51,598)
Remeasurement loss on defined benefit pension schemes	界定利益退休金計劃的重新計量虧損	(25,050)	(22,365)
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	於後續期間不會重新分類至損益的其他全面虧損淨額	(18,215)	(73,963)
Other comprehensive loss for the year, net of tax	年內其他全面虧損(扣除稅項)	(201,781)	(16,150)
Total comprehensive income for the year, net of tax	年內全面收益總額(扣除稅項)	819,851	1,027,748
Attributable to:	以下人士應佔:		
Owners of the parent	母公司擁有人	823,914	1,043,963
Non-controlling interests	非控股權益	(4,063)	(16,215)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2020
於二零二零年十二月三十一日

		Notes	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
		附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	2,623,449	2,688,232
Right-of-use assets	使用權資產	15	186,191	237,298
Goodwill	商譽	16	2,202,566	2,354,908
Other intangible assets	其他無形資產	17	512,370	559,378
Investments in associates	於聯營公司之投資	18	1,631,183	1,349,772
Equity investments designated at fair value through other comprehensive income	指定以公允價值計量且其變動計入其他全面收益的股權投資	19	619,953	627,397
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	20	1,747,437	1,228,171
Deferred tax assets	遞延所得稅資產	33	83,936	117,749
Other non-current assets	其他非流動資產	22	290,086	189,072
Total non-current assets	非流動資產總額		9,897,171	9,351,977
CURRENT ASSETS	流動資產			
Inventories	存貨	23	3,168,249	2,363,168
Trade and bills receivables	貿易應收款項及應收票據	24	1,666,216	1,282,125
Contract assets	合約資產	25	20,477	31,186
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	26	697,600	629,560
Due from related parties	應收關聯方款項	42	49,235	315,672
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	20	821,257	87,876
Derivative financial instruments	衍生金融工具	21	6,949	24,768
Pledged deposits	已抵押存款	27	80	61,568
Time deposits	定期存款	27	1,368,416	127,510
Cash and cash equivalents	現金及現金等價物	27	1,330,245	1,076,537
Total current assets	流動資產總額		9,128,724	5,999,970

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2020
於二零二零年十二月三十一日

			2020	2019
		Notes	2020年	2019年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	28	239,218	228,661
Other payables and accruals	其他應付款項及應計項目	29	526,140	528,737
Contract liabilities	合約負債	30	256,950	200,268
Interest-bearing bank and other borrowings	計息銀行及其他借款	31	2,481,977	3,939,340
Tax payable	應付稅項		74,836	63,424
Due to related parties	應付關聯方款項	42	8,113	4,151
Lease liabilities	租賃負債	15	25,600	31,980
Total current liabilities	流動負債總額		3,612,834	4,996,561
NET CURRENT ASSETS	流動資產淨額		5,515,890	1,003,409
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		15,413,061	10,355,386
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借款	31	3,085,857	2,354,653
Deferred income	遞延收入	32	18,744	20,816
Deferred tax liabilities	遞延所得稅負債	33	427,673	302,004
Long-term employee benefits	長期僱員福利	34	130,936	109,003
Other non-current liabilities	其他非流動負債		9,218	9,783
Lease liabilities	租賃負債	15	51,643	87,253
Total non-current liabilities	非流動負債總額		3,724,071	2,883,512
Net assets	資產淨值		11,688,990	7,471,874
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	35	1,467,296	1,247,202
Reserves	儲備	36	10,102,096	6,101,158
Total equity attributable to owners of the parent	母公司擁有人應佔權益總額		11,569,392	7,348,360
Non-controlling interests	非控股權益		119,598	123,514
Total equity	權益總額		11,688,990	7,471,874

Li Li
李鋈
Director
董事

Shan Yu
單宇
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

	Attributable to owners of the parent 母公司擁有人應佔											
	Share capital	Share premium*	Merger reserve*	Exchange fluctuation reserve*	Share option reserve*	Share comprehensive income*	Defined benefit contribution reserve*	Statutory surplus reserve*	Retained profits*	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	1,247,202	4,218,797	(2,048,058)	161,295	33,937	(79,832)	(56,736)	429,760	2,889,766	7,348,360	123,514	7,471,874
Profit for the year	—	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive income for the year:												
Share of other comprehensive loss of associates	—	—	—	—	—	—	—	—	—	—	(2,578)	1,021,632
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	—	—	—	—	—	—	—	(1,642)	—	(1,642)	—	(1,642)
Exchange differences on translation of foreign operations	—	—	—	—	—	6,835	—	—	—	6,835	—	6,835
Remeasurement losses on defined benefit pension schemes	—	—	—	(180,439)	—	—	—	—	—	(180,439)	(1,465)	(181,924)
Total comprehensive income/(loss) for the year	—	—	—	(180,439)	—	6,835	(25,050)	(1,642)	1,024,210	823,914	(4,063)	819,851
Issuance of H shares upon listing on the Hong Kong Stock Exchange	220,094	3,310,080	—	—	—	—	—	—	—	3,530,174	—	3,530,174
Share of other reserves of associates	—	—	—	—	—	—	—	84,686	—	84,686	—	84,686
Equity-settled share option arrangements	—	—	—	—	—	—	—	171	—	171	147	318
Transfer from retained profits	—	—	—	—	—	—	—	4,571	(4,571)	—	—	—
Dividend declared to shareholders	—	—	—	—	—	—	—	—	(224,496)	(224,496)	—	(224,496)
Others	—	—	—	—	—	—	—	6,383	—	6,383	—	6,383
At 31 December 2020	1,467,296	7,528,877	(2,048,058)	(19,144)	33,937	(72,997)	(61,786)	519,558	3,684,909	11,569,332	119,538	11,688,990

Consolidated Statement of Changes in Equity

綜合權益變動表

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

	Attributable to owners of the parent 母公司擁有人應佔											
	Share capital	Share premium*	Merger reserve*	Exchange fluctuation reserve*	Share option reserve*	Defined benefit contribution reserve*	Other reserve*	Statutory surplus reserve*	Retained profits*	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	1,247,202	4,218,797	(2,048,058)	103,547	33,937	(48,926)	(14,371)	517,567	1,990,140	6,099,612	176,721	6,276,333
Profit for the year	—	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive income for the year:	—	—	—	—	—	—	—	—	—	—	—	—
Share of other comprehensive income of associates	—	—	—	—	—	—	—	—	—	—	—	—
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	—	—	—	—	—	(51,598)	—	—	—	(51,598)	—	(51,598)
Exchange differences on translation of foreign operations	—	—	—	57,748	—	—	—	—	—	57,748	(413)	57,335
Remeasurement losses on defined benefit pension schemes	—	—	—	—	—	—	(22,365)	—	—	(22,365)	—	(22,365)
Total comprehensive income/(loss) for the year	—	—	—	57,748	—	(51,598)	(22,365)	478	1,059,700	1,043,863	(16,215)	1,027,748
Capital contribution from non-controlling shareholders	—	—	—	—	—	—	—	—	—	—	8,209	14,678
Share of other reserves of associates	—	—	—	—	—	—	—	—	—	—	—	—
Equity-settled share option arrangements	—	—	—	—	—	—	—	—	—	—	—	—
Deemed disposal of a subsidiary	—	—	—	—	—	—	—	—	—	—	148	320
Transfer of fair value reserve of equity investments at fair value through other comprehensive income	—	—	—	—	—	—	—	—	—	—	(45,349)	(45,349)
Other changes of investment in a subsidiary	—	—	—	—	—	20,692	—	—	(20,692)	—	—	—
Transfer from retained profits	—	—	—	—	—	—	—	14,662	(14,662)	—	—	—
Dividend declared to shareholders	—	—	—	—	—	—	—	—	(124,720)	(124,720)	—	(124,720)
Others	—	—	—	—	—	—	—	59,376	—	59,376	—	59,376
At 31 December 2019	1,247,202	4,218,797	(2,048,058)	161,295	33,937	(79,832)	(36,736)	532,229	2,899,766	7,348,360	123,514	7,471,874

* These reserve accounts comprise the consolidated reserves of RMB10,102,096,000 in the consolidated statement of financial position as of 31 December 2020 (2019: RMB6,101,158,000).

* 該等儲備賬戶包括截至二零二零年十二月三十一日的綜合財務狀況表中的綜合儲備人民幣10,102,096,000元(二零一九年:人民幣6,101,158,000元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

			2020	2019
			2020年	2019年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動產生的現金流量			
Profit before tax:	稅前利潤：		1,327,836	1,315,280
Adjustments for:	經以下事項調整：			
Bank interest income	銀行利息收入	6	(34,647)	(45,673)
Finance costs	融資成本	8	260,824	275,198
Share of profits of associates	應佔聯營公司溢利		(231,004)	(18,177)
Dividend income from financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產的股息收入	6	(14,590)	(643)
Dividend income from financial assets designated at fair value through other comprehensive income	指定以公允價值計量且其變動計入其他全面收益的金融資產的股息收入	6	(16,561)	(16,541)
Interest income from debt investment	債權投資的利息收入	6	(5,972)	—
Gains on disposal of financial assets at fair value through profit or loss	出售以公允價值計量且其變動計入當期損益的金融資產的收益	6	(5,444)	(4,774)
Fair value losses on derivative instruments	衍生工具的公允價值虧損	6	20,480	83,242
Fair value gains on financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產的公允價值收益	6	(506,936)	(199,726)
Gains on deemed disposal of a subsidiary	視作出售一家子公司的收益	6	—	(573,865)
Losses/(gains) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損/(收益)	6	1	(2,068)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7	220,033	196,164
Depreciation of right-of-use assets	使用權資產折舊	7	35,212	39,462
Amortisation of other intangible assets	其他無形資產攤銷	7	52,123	52,100
Impairment losses on financial assets	金融資產減值虧損	7	15,194	737
Non-cash transaction in relation to investment	與投資有關的非現金交易	39	(96,560)	(85,907)
Foreign exchange losses/(gains), net	匯兌虧損/(收益)淨額	6	248,832	(32,072)
			1,268,821	982,737

Consolidated Statement of Cash Flows

綜合現金流量表

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

	Notes	2020	2019
	附註	2020年 RMB'000 人民幣千元	2019年 RMB'000 人民幣千元
Increase in inventories	存貨增加	(805,081)	(716,609)
Increase in trade and bills receivables	貿易應收款項及應收票據 增加	(407,465)	(193,195)
Decrease/(increase) in contract assets	合約資產(減少)/增加	10,709	(13,802)
Increase in prepayments, deposits and other receivables	預付款項、按金及 其他應收款項增加	(88,273)	(192,433)
Decrease/(increase) in amounts due from related parties	應收關聯方款項減少/ (增加)	14,038	(18,805)
Increase in trade payables	貿易應付款項增加	10,557	23,388
Increase in other payables and accruals	其他應付款項及應計項目 增加	70,044	101,852
Increase/(decrease) in amounts due to related parties	應付關聯方款項增加/ (減少)	3,962	(550)
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	56,682	(54,575)
Decrease in deferred income	遞延收入減少	(2,072)	(10,438)
Increase in long-term employee benefits	長期僱員福利增加	21,933	31,396
Increase/(decrease) in pledged deposits	已抵押存款增加/(減少)	61,488	(57,731)
Cash generated/(used in) from operations	經營所得/(所用)現金	215,343	(118,765)
Bank interest income	銀行利息收入	17,234	94,520
Income tax paid	已付所得稅	(195,295)	(169,143)
Net cash flows from/(used in) operating activities	融資活動所得/(所用) 現金流量淨額	37,282	(193,388)

Consolidated Statement of Cash Flows

綜合現金流量表

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

		2020	2019
		2020年	2019年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動產生的現金流量		
Dividend income from financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產的股息收入	14,590	643
Dividend income from equity investments designated at fair value through other comprehensive income	指定以公允價值計量且其變動計入其他全面收益的股權投資的股息收入	16,561	16,541
Dividend received from an associate	已收聯營公司股息	57,719	21,787
Interest income from debt investment	債權投資的利息收入	5,950	—
Investment income received from financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產的投資收入	5,756	16,436
Proceeds from disposal of financial assets at fair value through profit or loss	出售以公允價值計量且其變動計入當期損益的金融資產的所得款項	926,454	1,841,626
Proceeds from disposal of equity investments designated at fair value through other comprehensive income	出售以公允價值計量且其變動計入其他全面收益的股權投資的所得款項	—	17,053
Purchases of derivative instruments	購買衍生工具	(2,755)	(30,836)
Purchases of property, plant and equipment	購買物業、廠房及設備	(206,862)	(359,607)
Purchases of other intangible assets	購買其他無形資產	(5,628)	(2,469)
Investments in associates	於聯營公司之投資	(11,030)	(75,127)
Purchase of financial assets at fair value through profit or loss	購買以公允價值計量且其變動計入當期損益的金融資產	(1,729,014)	(1,767,231)
Purchases of equity investments designated at fair value through other comprehensive income	購買指定以公允價值計量且其變動計入其他全面收益的股權投資	(20,701)	—
Purchases of debt investment	購買債權投資	—	(73,440)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	220	23
Proceeds from disposal of subsidiaries	出售子公司所得款項	—	(75,898)
(Increase)/decrease in time deposits	定期存款(增加)/減少	(1,240,906)	464,299
Interest received from time deposits	已收定期存款利息	15,882	7,903
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(2,173,764)	1,703

Consolidated Statement of Cash Flows

綜合現金流量表

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

	Notes	2020	2019
	附註	2020年 RMB'000 人民幣千元	2019年 RMB'000 人民幣千元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動產生的現金流量		
Proceeds from issue of shares	發行股份所得款項	3,538,287	—
Share issue expenses	股份發售開支	(8,113)	—
Received compensation for the Acquisition of Topknow	就收購多普樂已收取補償	252,399	—
New bank loans and other borrowings	新增銀行貸款及其他借款	4,516,321	5,973,986
Repayment of bank loans and other borrowings	償還銀行貸款及其他借款	(5,197,421)	(4,669,869)
Interest on bank loans and other borrowings paid	已付銀行貸款及其他借款利息	(250,767)	(247,072)
Contribution from the non-controlling shareholders	非控股股東出資	—	14,544
Dividends paid	已付股息	(224,286)	(124,720)
Acquisition of subsidiaries under common control	收購同一控制下的子公司	—	(1,176,000)
Principal and interest elements of lease payments	租賃付款的本金與利息	(32,957)	(39,418)
Counter guarantee deposit related to corporate bond-secured	與公司債券有關的反擔保保證金 — 已抵押	(87,000)	—
Net cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量淨額	2,506,463	(268,549)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物淨增加/(減少)淨額	369,981	(460,234)
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	1,076,537	1,526,100
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(116,273)	10,671
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	1,330,245	1,076,537
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物的結餘分析		
Cash and bank balances	現金及銀行結餘	27 1,304,995	1,076,537
Non-pledged time deposits with original maturity of less than three months	原始期限少於三個月的非抵押定期存款	27 25,250	—
CASH AND CASH EQUIVALENTS AS STATED IN THE STATEMENT OF CASH FLOWS	現金流量表載列的現金及現金等價物	27 1,330,245	1,076,537

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION

The Company is a joint stock company with limited liability established in the People's Republic of China (hereafter, the "PRC") on 21 April 1998. With the approval of the China Securities Regulatory Commission, the Company completed its initial public offering and was listed on the Shenzhen Stock Exchange (stock code: 002399.SZ) on 6 May 2010. The Company completed its public offering in Hong Kong and its H shares were listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") (stock code: 9989) on July 8, 2020. The registered address of the office of the Company in the PRC is No.21 Langshan Road, Nanshan District, Shenzhen. The Company's principal place of business in Hong Kong is at Room 4724, 47/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong. The Company is ultimately controlled by Mr. Li Li and Ms. Li Tan who are acting in concert.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in biopharmaceutical production, biopharmaceutical services, biopharmaceutical trading and biopharmaceutical research and development in Asia, Europe, North America and Australia, and investment business in Asia and North America.

1. 公司資料

本公司是一家於一九九八年四月二十一日在中華人民共和國(以下簡稱「中國」)成立的股份有限公司。經中國證券監督管理委員會批准，本公司完成了首次公開發售並於二零一零年五月六日在深圳證券交易所上市(證券代碼：002399.SZ)。本公司於香港完成公開發售，H股於二零二零年七月八日在香港聯合交易所有限公司(「香港聯交所」)上市(股份代號：9989)。本公司於中國的辦事處的註冊地址為深圳市南山區郎山路21號。本公司於香港的主要營業地點為香港灣仔港灣道30號新鴻基中心47樓4724室。本公司最終由一致行動人士李鐸先生和李坦女士控制。

本公司及其子公司(統稱為「本集團」)主要在亞洲、歐洲、北美及澳大利亞從事生物製藥生產、生物製藥服務、生物製藥貿易及生物製藥研發，以及在亞洲和北美開展投資業務。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

As of the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies, the particulars of which are set out below:

1. 公司資料(續)

截至本報告日期，本公司在其子公司中擁有直接與間接權益，該等子公司均為私人有限責任公司，其詳細資料載列如下：

Name 名稱	Date and place of incorporation/ registration and place of operations 成立／註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份／ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Chengdu Sunrace Co., Ltd.* 成都深瑞畜產品有限公司	PRC/Mainland China 中國／中國內地 19 November 2009 2009年11月19日	RMB200,000,000 人民幣200,000,000元	96%	–	Production and sale of heparin sodium 生產及銷售肝素鈉
Shandong Ruisheng Biotechnology Co., Ltd.* 山東瑞盛生物技術有限公司	PRC/Mainland China 中國／中國內地 15 July 2010 2010年7月15日	RMB30,000,000 人民幣30,000,000元	100%	–	Production and sale of heparin sodium 生產及銷售肝素鈉
Shenzhen Penghe Property Management Co., Ltd.* 深圳朋和物業管理有限公司	PRC/Mainland China 中國／中國內地 13 June 2011 2011年6月13日	RMB132,000,000 人民幣132,000,000元	55%	–	Property management operation 物業管理經營
Shenzhen Pingshan New District Hepalink Pharmaceutical Co., Ltd.* 深圳市坪山新區海普瑞藥業 有限公司	PRC/Mainland China 中國／中國內地 29 July 2013 2013年7月29日	RMB120,000,000 人民幣120,000,000元	100%	–	Biopharmaceutical production; biopharmaceutical services; and biopharmaceutical research and development ('R&D') 生物製藥生產；生物製藥服務； 及生物製藥研究及開發(「研發」)
Shenzhen Dekang Investment Development Co., Ltd.* 深圳市德康投資發展有限公司	PRC/Mainland China 中國／中國內地 23 March 2015 2015年3月23日	RMB10,000,000 人民幣10,000,000元	100%	–	Equity investment; investment management and consulting 股權投資；投資管理與諮詢

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料(續)

Name 名稱	Date and place of incorporation/ registration and place of operations 成立／註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份／ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Shenzhen Fanpu Biotechnology Co., Ltd.* 深圳市返璞生物技術有限公司	PRC/Mainland China 中國／中國內地 25 February 2015 2015年2月25日	RMB1,000,000 人民幣1,000,000元	66%	–	Biopharmaceutical technology development and consulting 生物製藥技術開發與諮詢
Hepalink (Hong Kong) Limited 海普瑞(香港)有限公司	Hong Kong 香港 23 November 2010 2010年11月23日	HKD330,221,445 330,221,445港元	100%	–	Investment holding and trading of biopharmaceutical products 投資控股及生物醫藥產品貿易
Hepalink Europe AB	Sweden 瑞典 1 February 2010 2010年2月1日	SEK100,000 100,000瑞典克朗	–	100%	Investment holding 投資控股
Hepalink USA INC.	USA 美國 25 October 2013 2013年10月25日	10,000 shares 10,000股股份	100%	–	Investment holding 投資控股
SPL Acquisition Corp. ("SPL")	USA 美國 13 July 2006 2006年7月13日	500,000 shares 500,000股股份	–	100%	Production of active pharmaceutical ingredients and manufacture of pancreatin 生產原料藥及生產胰酶
Scientific Protein Laboratories LLC	USA 美國 22 January 2004 2004年1月22日	1,000 shares 1,000股股份	–	100%	Biopharmaceutical production and sales 生物製藥生產與銷售

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料(續)

Name 名稱	Date and place of incorporation/ registration and place of operations 成立/註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Mobren Logistics L.L.C.	USA 美國 22 December 2003 2003年12月22日	1 share 1股股份	–	100%	Biopharmaceutical production and sales 生物製藥生產與銷售
Mobren Transport Inc.	USA 美國 23 December 1997 1997年12月23日	1,000 shares 1,000股股份	–	100%	Biopharmaceutical production and sales 生物製藥生產與銷售
Novahealth Biosystems, LLC	USA 美國 24 March 2016 2016年3月24日	1 share 1股股份	–	100%	Biopharmaceutical R&D 生物製藥研發
Pharma Bridge International LLC	USA 美國 28 November 2012 2012年11月28日	1 share 1股股份	–	100%	Biopharmaceutical sales 生物製藥銷售
SPL Distribution Holdings LLC	USA 美國 26 December 2017 2017年12月26日	1 share 1股股份	–	100%	Biopharmaceutical sales 生物製藥銷售
SPL Distribution LLC	USA 美國 26 December 2017 2017年12月26日	1 share 1股股份	–	100%	Biopharmaceutical sales 生物製藥銷售

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料(續)

Name 名稱	Date and place of incorporation/ registration and place of operations 成立/註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Cytovance Biologics, Inc.	USA 美國 19 September 2005 2005年9月19日	5,000 shares 5,000股股份	–	100%	Biopharmaceutical contract manufacturing and development 生物製藥合同生產與開發
Shenzhen Beidi Aoke Technology Development Co., Ltd.* 深圳市北地奧科技開發有限公司	PRC/Mainland China 中國/中國內地 19 July 2002 2002年7月19日	RMB10,000,000 人民幣10,000,000元	100%	–	Biopharmaceutical technology development 生物製藥技術開發
Shenzhen Maple Sea Capital Equity Investment Fund Partnership (Limited Partnership)* 深圳楓海資本股權投資基金 合夥企業(有限合夥)	PRC/Mainland China 中國/中國內地 10 April 2015 2015年4月10日	RMB250,000,000 人民幣250,000,000元	99%	–	Equity investment; venture investment; investment consulting and management 股權投資; 風險投資; 投資諮詢與管理
Shenzhen OncoVent Biomedical Technology Co., Ltd.* 深圳昂瑞生物醫藥技術有限公司	PRC/Mainland China 中國/中國內地 26 July 2016 2016年7月26日	USD9,259,300 9,259,300美元	54%	–	Biopharmaceutical R&D 生物製藥研發
OncoVent USA Inc.	USA 美國 11 August 2016 2016年8月11日	20,000 shares 20,000股股份	–	54%	Biopharmaceutical R&D 生物製藥研發
Shenzhen Ruidi Biomedical Co., Ltd.* 深圳市瑞迪生物醫藥有限公司	PRC/Mainland China 中國/中國內地 2 July 2018 2018年7月2日	USD14,117,647 14,117,647美元	51%	–	Biopharmaceutical production, sales and R&D 生物製藥的生產、銷售及研發

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料(續)

Name 名稱	Date and place of incorporation/ registration and place of operations 成立/註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Arimab USA Inc.	USA 美國 10 December 2018 2018年12月10日	100 shares 100股股份	-	51%	Biopharmaceutical R&D 生物製藥研發
Hepalink Pharmaceutical (Hong Kong) Limited 海普瑞醫藥(香港)有限公司	Hong Kong 香港 08 December 2019 2019年12月8日	1 share 1股股份	-	100%	Investment holding 投資控股
Hepalink Investment Limited 海普瑞投資有限公司	Hong Kong 香港 08 December 2019 2019年12月8日	1 share 1股股份	-	100%	Investment holding 投資控股
Cytovance Cayman, Inc.	Cayman Islands 開曼群島 12 August 2019 2019年8月12日	1 share 1股股份	-	100%	Investment holding 投資控股
Shenzhen Topknow Industrial Development Co., Ltd.* 深圳市多普樂實業發展有限公司	PRC/Mainland China 中國/中國內地 7 June 2000 2000年6月7日	RMB230,000,000 人民幣230,000,000元	100%	-	Biopharmaceutical R&D 生物製藥研發
Shenzhen Techdow Pharmaceutical Co., Ltd.* 深圳市天道醫藥有限公司	PRC/Mainland China 中國/中國內地 29 June 2004 2004年6月29日	RMB150,000,000 人民幣150,000,000元	-	100%	Biopharmaceutical R&D 生物製藥研發

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料(續)

Name 名稱	Date and place of incorporation/ registration and place of operations 成立/註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Techdow (Hong Kong) Limited 天道醫藥(香港)有限公司	Hong Kong 香港 22 May 2013 2013年5月22日	HKD233,960,000 233,960,000港元	–	100%	Investment holding and trading of medical products 投資控股及醫療產品貿易
Techdow Europe AB	Sweden 瑞典 12 June 2014 2014年6月12日	SEK100,000 100,000瑞典克朗	–	100%	Trading of medical products 醫療產品貿易
Histar (Shanghai) Co., Ltd. (formally named as Yuke (Shanghai) Medical Technology Co., Ltd.) 海普瑞(上海)藥業有限公司 (原名: 宇科(上海)醫藥科技 有限公司)	PRC/Mainland China 中國/中國內地 5 March 2012 2012年3月5日	RMB29,192,000 人民幣29,192,000元	–	100%	Provision of services on pharmaceutical related activities 提供藥物相關活動服務
Techdow Pharma Poland Sp.zo.o.	Poland 波蘭 12 October 2016 2016年10月12日	PLN50,000 50,000茲羅提	–	100%	Trading of medical products 醫療產品貿易
Techdow Pharma Netherlands B.V.	Netherlands 荷蘭 6 June 2017 2017年6月6日	EUR480 480歐元	–	100%	Trading of medical products 醫療產品貿易
TD Pharma B.V.	Netherlands 荷蘭 22 November 2016 2016年11月22日	EUR480 480歐元	–	100%	Investment holding 投資控股
Techdow Pharma England Limited	England 英格蘭 6 December 2016 2016年12月6日	EUR1,000 1,000歐元	–	100%	Trading of medical products 醫療產品貿易

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料(續)

Name 名稱	Date and place of incorporation/ registration and place of operations 成立/註冊日期 和地點以及經營地點	Issued share(s)/ registered capital 已發行股份/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Techdow Pharma Spain,S.L.	Spain 西班牙 23 January 2017 2017年1月23日	EUR3,000 3,000歐元	-	100%	Trading of medical products 醫療產品貿易
Techdow Pharma Germany GmbH	Germany 德國 13 December 2016 2016年12月13日	EUR25,000 25,000歐元	-	100%	Trading of medical products 醫療產品貿易
Techdow Pharma Italy S.R.L.	Italy 意大利 4 April 2017 2017年4月4日	EUR10,000 10,000歐元	-	100%	Trading of medical products 醫療產品貿易
Techdow Pharma France SARL**	France 法國 5 June 2017 2017年6月5日	EUR5,000 5,000歐元	-	100%	Trading of medical products 醫療產品貿易
Techdow Pharma Switzerland GmbH	Switzerland 瑞士 23 March 2017 2017年3月23日	CHF20,000 20,000瑞士法郎	-	100%	Trading of medical products 醫療產品貿易

* The English names of these subsidiaries registered in the PRC represent the translated names of these companies as no English names have been registered.

** Techdow Pharma France SARL was deregistered on 26 July 2020.

* 於中國註冊的該等子公司英文名稱為其譯名，因為並未註冊任何英文名稱。

** Techdow Pharma France SARL於二零二零年七月二十六日取消註冊。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group.

上表列出董事認為對本年度業績造成主要影響或構成本集團資產淨值重大部分的本公司子公司。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance.

They have been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income, derivative financial instruments and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

2.1 編製基準

有關財務報表乃根據國際會計準則理事會(「國際會計準則理事會」)發佈的《國際財務報告準則》(「《國際財務報告準則》」)(包括所有《國際財務報告準則》、《國際會計準則》(「《國際會計準則》」)和解釋)以及香港《公司條例》的披露要求編製。

有關財務報表乃根據歷史成本慣例編製，惟指定以公允價值計量且其變動計入其他全面收益的股權投資、衍生金融工具及以公允價值計量且其變動計入當期損益的金融資產乃按公允價值計量。有關財務報表以人民幣(「人民幣」)呈列，除另有說明外，所有數值均約整至最接近的千位數(人民幣千元)。

綜合基準

綜合財務報表包括本集團於截至二零二零年十二月三十一日止年度的財務報表。子公司指由本公司直接或間接控制的實體(包括結構化實體)。當本集團因參與被投資方而享有或有權享有可變回報，並能夠通過其對被投資方的權力影響該等回報(即賦予本集團當前有能力可指導被投資方相關活動的現有權利)時，即實現控制。

當本公司直接或間接擁有被投資方的非多數表決權或類似權利時，本集團在評估其是否擁有對被投資方的權力時會考慮所有相關事實與狀況，包括：

- (a) 與被投資方的其他表決權持有人的合同安排；
- (b) 其他合同安排產生的權利；及
- (c) 本集團的表決權和潛在表決權。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

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

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

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

2.1 編製基準(續)

綜合基準(續)

子公司按與本公司相同的報告期編製財務報表，並採用一致的會計政策。子公司的業績自本集團取得控制權日期起合併，並繼續合併直至該控制權終止日期。

損益及其他全面收益的各個組成部分歸屬於本集團母公司擁有人以及非控股權益，即使此舉引致非控股權益出現赤字餘額。與本集團成員公司之間的交易有關的所有集團內部資產與負債、權益、收入、支出及現金流量在合併時悉數抵銷。

如果事實及情況顯示上文所述控制的三項元素中一項或多項有變，則本集團會重新評估其是否仍然控制被投資方。如果一家子公司的擁有權權益出現變動而並無導致失去控股權，則有關變動列賬為權益交易。

如果本集團失去了對子公司的控制權，將終止確認：(i)子公司資產(包括商譽)和負債；(ii)任何非控股權益的賬面金額；及(iii)計入權益的累計換算差額；並確認：(i)收到對價的公允價值；(ii)任何保留投資的公允價值；及(iii)在損益中確認由此產生之盈餘或虧絀。本集團之前確認的其他全面收益構成部分應適當地重分類計入損益，或保留溢利，基準與如果本集團直接出售有關資產或負債所需者相同。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the *Conceptual Framework for Financial Reporting 2018* and the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 3

《國際財務報告準則》第3號的修訂

Amendments to IFRS 9, IAS 39 and IFRS 7

《國際財務報告準則》第9號、《國際會計準則》第39號及
《國際財務報告準則》第7號的修訂

Amendments to IAS 1 and IAS 8

《國際會計準則》第1號及《國際會計準則》第8號的修訂

The nature and the impact of the *Conceptual Framework for Financial Reporting 2018* and the revised IFRSs are described below:

- (a) *Conceptual Framework for Financial Reporting 2018* (the “**Conceptual Framework**”) sets out a comprehensive set of concepts for financial reporting and standard setting, and provides guidance for preparers of financial statements in developing consistent accounting policies and assistance to all parties to understand and interpret the standards. The Conceptual Framework includes new chapters on measurement and reporting financial performance, new guidance on the derecognition of assets and liabilities, and updated definitions and recognition criteria for assets and liabilities. It also clarifies the roles of stewardship, prudence and measurement uncertainty in financial reporting. The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The Conceptual Framework did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策及披露事項變動

本集團於本年度之財務報表中首次採納二零一八年財務報告概念框架及以下經修訂《國際財務報告準則》。

Definition of a Business

業務的定義

Interest Rate Benchmark Reform

利率基準改革

Definition of Material

重大的定義

下文列出二零一八年財務報告概念框架及經修訂《國際財務報告準則》的性質及影響：

- (a) 二零一八年財務報告概念框架（「**概念框架**」）就財務報告和準則制定提供了一整套概念，並為財務報告編製者制定一致的會計政策提供指引，協助所有人理解和解讀準則。概念框架包括有關計量和報告財務表現的新章節，有關資產和負債終止確認的新指引，以及更新了有關資產和負債定義和確認的標準。該等框架亦闡明了管理、審慎和衡量不確定性在財務報告中的作用。概念框架並非準則，其中包含的任何概念都不會凌駕於任何準則中的概念或要求之上。概念框架對本集團的財務狀況和表現並無重大影響。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (b) Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策及披露事項變動 (續)

- (b) 《國際財務報告準則》第3號的修訂澄清及提供有關業務定義的額外指引。該修訂釐清，一組綜合業務及資產須至少包括一項投入及一個實際過程，而兩者共同對創造產出的能力作出重大貢獻，方可被視為業務。在並未計入所有創造產出所須的投入及過程的情況下，業務亦可存續。該修訂剔除對市場參與者是否具備能力收購業務及持續製造產出進行的評估。相反，重點專注在已取得的投入及已取得實際過程能否共同對創造產出的能力作出重大貢獻。該修訂亦收窄產出的定義，以聚焦向客戶提供的貨品或服務、投資收入或從一般業務所得的其他收入。此外，該修訂提供有關評估已取得過程是否屬實際過程的指引，並引入選擇性公允價值集中測試，允許進行簡化評估，以測試一組已收購的業務及資產是否屬一項業務。本集團已將該修訂預期應用於二零二零年一月一日或之後發生的交易或其他事件。該修訂對本集團的財務狀況和表現並無任何影響。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (c) Amendments to IFRS 9, IAS 39 and IFRS 7 address issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate (“RFR”). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.
- (d) Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information, or both. The amendments did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策及披露事項變動 (續)

- (c) 《國際財務報告準則》第9號、《國際會計準則》第39號及《國際財務報告準則》第7號的修訂乃針對在可替代無風險利率更替現有利率基準前的一段時間內影響財務報告的事項。該修訂提供暫時舒緩措施，以便引入可替代無風險利率前存在不確定性的期間能繼續使用對沖會計處理。此外，該修訂要求公司向投資者提供有關直接受該等不確定性影響的對沖關係的額外資料。由於本集團並無任何利率對沖關係，故該修訂對本集團的財務狀況及表現概無任何影響。
- (d) 《國際會計準則》第1號及《國際會計準則》第8號的修訂為重大提供新定義。新定義指出，倘遺漏、錯誤陳述或掩蓋資料可合理地預期對一般用途財務報表的主要使用者基於該等財務報表作出的決策造成影響，則有關資料屬重大。該修訂釐清，重大程度將取決於資料的性質或規模。該修訂對本集團的財務狀況和表現概無任何影響。

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財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

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

Amendments to IFRS 3
《國際財務報告準則》第3號的修訂
Amendments to IFRS 9, IAS 39, IFRS 7,
IFRS 4 and IFRS 16
《國際財務報告準則》第9號、《國際會計準則》第39號、
《國際財務報告準則》第7號、《國際財務報告準則》第4號
及《國際財務報告準則》第16號的修訂
Amendments to IFRS 10 and IAS 28
《國際財務報告準則》第10號及《國際會計準則》第28號的修訂
Amendments to IAS 1
《國際會計準則》第1號的修訂
Amendments to IAS 16
《國際會計準則》第16號的修訂
Amendments to IAS 37
《國際會計準則》第37號的修訂
Amendments to IAS 1
《國際會計準則》第1號的修訂
Amendments to IAS 8
《國際會計準則》第8號的修訂
Annual Improvements to IFRSs Standards
2018–2020
《國際財務報告準則》二零一八年至二零二零年之年度改進

¹ Effective for annual periods beginning on or after 1 January 2021

² Effective for annual periods beginning on or after 1 January 2022

³ Effective for annual periods beginning on or after 1 January 2023

⁴ No mandatory effective date yet determined but available for adoption

⁵ As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

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

2.3 已發行但尚未生效的《國際財務報告準則》

本集團尚未在財務報表中採用以下已發佈但尚未生效的新訂和經修訂的《國際財務報告準則》。

*Reference to the Conceptual Framework*²

引用財務報告概念框架²

*Interest Rate Benchmark Reform — Phase 2*¹

利率基準改革 — 第二階段¹

*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*⁴

投資者與其聯營公司或合資企業之間出售資產或注資⁴

Classification of Liabilities as Current or Non-current^{3/5}

將負債分類為流動或非流動^{3/5}

*Property, Plant and Equipment: Proceeds before Intended Use*²

物業、廠房及設備：未作擬定用途前之所得款項²

*Onerous Contracts — Cost of Fulfilling a Contract*²

虧損合約 — 達成合約之成本²

*Disclosure of Accounting Policies*³

會計政策披露³

*Definition of Accounting Estimates*³

會計估計的定義³

Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS

16, and IAS 41²

《國際財務報告準則》第1號、《國際財務報告準則》第9號、
《國際財務報告準則》第16號隨附之範例及《國際會計準則》
第41號的修訂²

¹ 於二零二一年一月一日或之後開始的年度期間生效

² 於二零二二年一月一日或之後開始的年度期間生效

³ 於二零二三年一月一日或之後開始的年度期間生效

⁴ 尚未釐定強制性生效日期但可供採納

⁵ 作為於二零二零年六月頒佈的《國際財務報告準則》第17號之修訂的結果，於二零二三年一月一日之前開始的年度期間，《國際財務報告準則》第4號已作出修訂，以延長允許保險人應用《國際會計準則》第39號而非《國際財務報告準則》第9號的暫時豁免

預期將適用於本集團之該等《國際財務報告準則》之進一步資料於下文載述。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已發行但尚未生效的《國際財務報告準則》(續)

《國際財務報告準則》第3號之修訂旨在以二零一八年三月頒佈的引用財務報告概念框架取代引用先前財務報表編製及呈列框架，而毋須大幅度改變其規定。該等修訂亦就《國際財務報告準則》第3號就實體引用概念框架以釐定構成資產或負債之內容之確認原則增設一項例外情況。該例外情況規定，對於可能屬於《國際會計準則》第37號或國際財務報告詮釋委員會第21號詮釋範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於企業合併中產生，則應用《國際財務報告準則》第3號的實體應分別參考《國際會計準則》第37號或國際財務報告詮釋委員會第21號詮釋，而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認條件。本集團預計自二零二二年一月一日起提前採納該等修訂。由於該等修訂提前適用於收購日期為首次應用日期或之後的業務合併，因此本集團於過渡日期將不會受該等修訂的影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative RFR. The Phase 2 amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy. The amendments are effective for annual periods beginning on or after 1 January 2021 and shall be applied retrospectively, but entities are not required to restate the comparative information.

The Group had certain interest-bearing bank and other borrowings denominated in US dollars based on the London Interbank Offered Rate (“LIBOR”) as at 31 December 2020. If the interest rates of these borrowings are replaced by RFRs in a future period, the Group will apply this practical expedient upon the modification of these borrowings when the “economically equivalent” criterion is met and expects that no significant modification gain or loss will arise as a result of applying the amendments to these changes.

2.3 已發行但尚未生效的《國際財務報告準則》(續)

當現有利率基準被可替代無風險利率替代時，《國際財務報告準則》第9號、《國際會計準則》第39號、《國際財務報告準則》第7號、《國際財務報告準則》第4號及《國際財務報告準則》第16號之修訂解決影響財務報告之先前修訂未處理的問題。第二階段之修訂提供對於釐定金融資產及負債之合約現金流量之基準之變動進行會計處理時無需調整賬面值而更新實際利率的可行權宜方法，前提為該變動為利率基準改革之直接後果且釐定合約現金流量的新基準於經濟上等同於緊接變動前的先前基準。此外，該等修訂允許利率基準改革所規定對沖指定及對沖文件進行更改，而不會中斷對沖關係。過渡期間可能產生的任何損益均透過《國際財務報告準則》第9號的正常要求進行處理，以衡量及確認對沖無效性。倘無風險利率被指定為風險組成部分時，該等修訂亦暫時減輕了實體必須滿足可單獨識別的要求的風險。倘實體合理地預期無風險利率風險組成部分於未來24個月內將變得可單獨識別，則該減免允許實體於指定對沖後假定已滿足可單獨識別之規定。此外，該等修訂亦要求實體須披露額外資料，以使財務報表的使用者能夠了解利率基準改革對實體的金融工具及風險管理策略的影響。該等修訂於二零二一年一月一日或之後開始的年度期間生效，並應追溯應用，但實體毋須重述比較資料。

於二零二零年十二月三十一日，本集團有一些美元計息銀行及其他借款以倫敦銀行同業拆息(「LIBOR」)計息。未來期間若以無風險利率取代該等借款的利率，當滿足「經濟上等同」的標準時，本集團將對這些借款的修改採用該可行權宜方法，並預期不會因採用該等修訂而產生重大的修改利得或損失。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

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

Amendments to IAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已發行但尚未生效的《國際財務報告準則》(續)

《國際財務報告準則》第10號及《國際會計準則》第28號的修訂乃針對《國際財務報告準則》第10號及《國際會計準則》第28號之間有關投資者與其聯營公司或合營企業之間資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂將提前應用。國際會計準則理事會已於二零一五年十二月剔除《國際財務報告準則》第10號及《國際會計準則》第28號的修訂的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂現時可供採納。

《國際會計準則》第1號的修訂澄清將負債分類為流動或非流動的規定。該等修訂指明，倘實體延遲償還負債的權利受限於實體符合特定條件，則倘該實體符合當日之條件，其有權於報告期末延遲償還負債。負債的分類不受該實體行使其延遲償還負債權利的可能性的影響。該等修訂亦澄清被視為償還負債的情況。該等修訂於二零二三年一月一日或之後開始的年度期間生效，並應追溯應用。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已發行但尚未生效的《國際財務報告準則》(續)

《國際會計準則》第16號的修訂禁止實體從物業、廠房及設備的項目成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的全部出售所得款項。相反，實體必須將該等項目的出售所得款項及該等項目的成本計入當期損益。該等修訂於二零二二年一月一日或之後開始的年度期間生效，並僅追溯應用實體於首次採用該等修訂的財務報表所呈列的最早期間的期初或之後可供使用的物業、廠房及設備項目。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。

《國際會計準則》第37號的修訂澄清，就根據《國際會計準則》第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理及監管成本)。一般及行政成本與合約並無直接關連，除非根據合約明確向對手方收取費用，否則不包括在內。該等修訂於二零二二年一月一日或之後開始的年度期間生效，並適用於實體於其首次應用修訂的年度報告期初尚未履行其所有責任的合約。允許提早應用。初步應用該等修訂的任何累積影響將確認為首次應用日期的期初權益的調整，而毋須重列比較資料。該等修訂預期不會對本集團的財務報表造成任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Annual Improvements to IFRSs Standards 2018-2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

2.3 已發行但尚未生效的《國際財務報告準則》(續)

《國際財務報告準則》二零一八年至二零二零年之年度改進載列《國際財務報告準則》第1號、《國際財務報告準則》第9號、《國際財務報告準則》第16號隨附之範例及《國際會計準則》第41號的修訂。預計適用於本集團的該等修訂詳情如下：

- 《國際財務報告準則》第9號金融工具：澄清於實體評估是否新訂或經修改金融負債的條款與原金融負債的條款存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體將有關修訂應用於實體首次應用有關修訂的年度報告期間開始或之後修改或交換的金融負債。該等修訂自二零二二年一月一日或之後開始的年度期間生效。允許提早應用。該等修訂預期不會對本集團的財務報表造成重大影響。
- 《國際財務報告準則》第16號租賃：刪除《國際財務報告準則》第16號隨附之範例13中有關租賃物業裝修的出租人付款說明。此舉消除於採用《國際財務報告準則》第16號有關租賃激勵措施處理方面的潛在困惑。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates

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

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

Upon loss of significant influence over the associates, the Group measures and recognises any retained investments at their fair values. Any difference between the carrying amounts of the associate upon loss of significant influence and the fair values of the retained investment and proceeds from disposal is recognised in profit or loss.

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

2.4 重大會計政策概要

於聯營公司之投資

聯營公司是指本集團擁有長期權益的實體，通常（但不必要）不低於股權表決議的20%，並且擁有可對其施加重大影響力的地位。重大影響力是參與被投資方的財務和經營決策的權力，但不能控制該等政策。

本集團於聯營公司之投資在綜合財務狀況表中以權益會計法按本集團應佔資產淨值扣除任何減值虧損後列示。對可能存在的任何不同的會計政策已作出調整。

本集團佔聯營公司收購後業績及其他全面收益分別計入綜合損益表及綜合全面收益表。此外，直接對聯營公司權益確認變動時，本集團於綜合權益變動表確認其任何所佔變動（如適用）。本集團與其聯營公司進行交易產生之未變現收益及虧損按本集團於聯營公司之投資抵銷，惟未變現虧損證實是由已轉讓資產減值而產生則除外。收購聯營公司所產生之商譽列作本集團於聯營公司之投資之一部分。

失去對聯營公司之重大影響力後，本集團按公允價值計量及確認任何保留投資。失去重大影響力後的聯營公司賬面值與保留投資之公允價值及出售所得款項之差額於損益中確認。

於聯營公司之投資分類為持作出售時，將根據《國際財務報告準則》第5號持有待售的非流動資產及已終止經營業務列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

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

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

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

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

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

2.4 重大會計政策概要(續)

業務合併及商譽

業務合併乃採用收購法入賬，惟共同控制下的業務合併除外。所轉讓對價乃按收購日期的公允價值計量，收購日期公允價值乃本集團所轉讓資產之收購日期公允價值、本集團為收購方前擁有人所承擔之負債及本集團為交換被收購方控制權而發行之股權的總值。就各業務併購而言，本集團選擇按公允價值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。非控股權益的所有其他組成部分均按公允價值計量。收購相關成本於發生時支銷。

本集團確定在一組已收購的業務及資產包括一項投入及一個實際過程、而兩者共同對創造產出的能力作出重大貢獻時，收購該業務。

本集團收購業務時根據按合同條款、收購日期的經濟情況及相關條件所作適當分類及指定用途評估承擔的金融資產及負債，其中包括分離被收購方主合同中的嵌入式衍生工具。

如果業務合併分階段進行，則先前所持股權按收購日期公允價值重新計量，而就由此產生的任何收益或虧損於損益確認。

收購方將轉讓的任何或然對價按收購日期之公允價值確認。分類為資產或負債之或然對價按公允價值計量，而公允價值的變動於損益確認。分類為權益之或然對價毋須重新計量，隨後結算於權益列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

An acquisition of a business which is a business combination under common control is accounted for in a manner similar to a uniting of interests whereby the assets and liabilities acquired are accounted for at carryover predecessor values to the other party in the business combination within all periods presented as if the operations of the Group and the business acquired had always been combined. The difference between the consideration paid by the Group and the net assets or liabilities of the business acquired is adjusted against equity. Contingent consideration from the business combination under common control is recognised in equity.

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

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

2.4 重大會計政策概要(續)

業務合併及商譽(續)

收購業務如屬共同控制下的業務合併，則按與權益結合類似之方式入賬，據此，所收購資產及負債以所呈列所有期間結轉至業務合併另一方的先前價值入賬，猶如本集團營運及所收購業務一直合併入賬。本集團已付對價與所收購業務資產淨值或負債淨額之間的差額針對權益作出調整。共同控制下的業務合併產生的或然對價於權益內確認。

商譽初始按成本計量，即所轉讓對價、已確認非控股權益金額以及本集團先前所持被收購方股權的任何公允價值超出所收購可識別資產淨值及所承擔負債之差額。如果該對價及其他項目總額低於所收購資產淨值的公允價值，則差額經重新評估後於損益確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。每年對商譽進行減值測試，如果出現任何事件或情況轉變而顯示賬面值可能減值，則會更頻密測試。本集團每年於十二月三十一日對商譽進行減值測試。就減值測試而言，業務合併所得商譽自收購當日起分配至本集團的各個現金產生單位或各組現金產生單位(預期會產生合併協同效益)，而不論本集團其他資產或負債有否指定撥往該等單位或單位組別。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. The recoverable amount of the CGUs has been determined based on the higher of the value in use (“VIU”) and fair value less costs of disposal (“FVLCD”). In measuring VIU, the Group bases cash flow projections on the most recent financial budgets/forecasts covering a period of five years, or a period longer than five years if it is justifiable, which takes into account the length of the post projection period for the cash flow into perpetuity, and this shall be achieved by identifying a “steady state” set of assumptions for the cash flows and applying a terminal value multiple to those cash flows. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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

2.4 重大會計政策概要(續)

業務合併及商譽(續)

減值金額通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而確定。現金產生單位的可收回金額乃根據使用價值與公允價值減出售成本兩者中的較高者釐定。在計量使用價值時，本集團以最近五年(倘合理則超過五年)的財務預算／預測為基礎進行現金流量預測，計及永續現金流量的後期預測時間長度，通過識別現金流量的一組處於「穩定狀態」假設並對該等現金流量應用終值倍數來實現。如果現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

如果商譽分配至現金產生單位(或現金產生單位組別)，且該單位內部分業務已出售，則於確定出售的盈虧時，有關所出售業務的商譽計入業務的賬面值。在該等情況下出售的商譽根據所出售業務與所保留的部分現金產生單位的相對價值計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

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

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

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

2.4 重大會計政策概要(續)

公允價值計量

本集團於各報告期末計量其指定以公允價值計量且其變動計入其他全面收益的股權投資、衍生金融工具及以公允價值計量且其變動計入當期損益的金融資產。公允價值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付的價格。公允價值計量乃以假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)對資產或負債最具優勢市場進行為基礎。主要或最具優勢市場須為本集團可進入的市場。資產或負債的公允價值乃基於市場參與者為資產或負債定價時所用的假設計量(假設市場參與者依照其最佳經濟利益行事)。

非金融資產的公允價值計量須計及市場參與者通過使用該資產之最高及最佳用途或將該資產出售予將使用其最高及最佳用途的另一市場參與者而產生經濟效益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公允價值的估值方法，以盡量增加使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal ("FVLCD"), and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

2.4 重大會計政策概要(續)

公允價值計量(續)

所有公允價值於財務報表計量或披露的資產及負債乃基於對公允價值計量整體而言屬重大的最低層級輸入數據按以下公允價值等級分類：

第1級 — 基於可識別資產或負債於活躍市場的報價(未經調整)

第2級 — 基於對公允價值計量而言屬重大的可觀察(直接或間接)最低層級輸入數據的估值方法

第3級 — 基於對公允價值計量而言屬重大的不可觀察最低層級輸入數據的估值方法

對於按經常基準於財務報表確認的資產及負債，本集團通過於各報告期末重新評估分類(基於對公允價值計量整體而言屬重大的最低層級輸入數據)確定是否發生不同等級間的轉移。

非金融資產減值

倘出現減值跡象，或須對資產進行年度減值測試(存貨、合同資產、遞延所得稅資產及金融資產除外)，則估計資產的可收回金額。資產之可收回金額是資產或現金產生單位之使用價值與其公允價值減出售成本兩者中之較高者，並就個別資產確定，除非該資產並無產生大致上獨立於其他資產或資產組別的現金流入，在此情況下，則就資產所屬之現金產生單位確定可收回金額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 重大會計政策概要(續)

非金融資產減值(續)

減值虧損僅於資產賬面值超過其可收回金額時確認。在評估使用價值時，估計日後現金流量乃按除稅前貼現率計算其現值，該貼現率反映目前市場對貨幣時間值及該資產特定風險之評估。減值虧損於產生期間自損益表中扣除，並計入與減值資產功能一致的開支類別。

於各報告期末會評估有否跡象顯示先前確認之減值虧損已不再存在或有所減少。如果出現該等跡象，則估計資產之可收回金額。當用以確定資產可收回金額之估計有變，方會撥回該資產先前確認之減值虧損(不包括商譽)，惟所撥回金額不可超過過往年度在並無就該資產確認減值虧損的情況下確定之賬面值(扣除任何折舊／攤銷)。撥回的減值虧損於產生期間計入損益表。

關聯方

如果任何人士符合以下條件即屬本集團之關聯方：

- (a) 有關人士為下述人士或身為下述人士之直系親屬：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personal services to the Group or to the parent of the Group.

2.4 重大會計政策概要(續)

關聯方(續)

- (b) 有關人士為符合以下任何條件之實體：
- (i) 該實體與本集團為同一集團的成員公司；
 - (ii) 該實體為另一家實體(或另一家實體的母公司、子公司或同系子公司)的聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 該實體為第三方的合營企業，而另一實體為該名第三方的聯營公司；
 - (v) 該實體為本集團或本集團關連實體的僱員福利之退休福利計劃中的一方；
 - (vi) 該實體受(a)段所述人士控制或共同控制；
 - (vii) (a)(i)段所述之人士對該實體擁有重大影響力或為該實體(或該實體母公司)的主要管理人員；及
 - (viii) 該實體或任何集團成員公司向本集團或本集團母公司提供主要管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

land	Not depreciated
Buildings	2.375%–4.75%
Machine equipment	9.5%–19%
Motor vehicles	9.5%–19%
Other equipment	9.5%–19%
Leasehold improvements	2.326%–33.3%

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備(不包括在建工程)按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括購買價及使資產達至營運狀況及地點以作擬定用途產生之任何直接應佔成本。

物業、廠房及設備項目投入運作後產生之開支,如維修及保養費,一般於產生期間在損益表中扣除。如果符合確認標準,主要檢查開支於資產賬面值中資本化為重置成本。如果須不時更換物業、廠房及設備的重要部分,則本集團將該等部分確認為具有特定可使用年期的個別資產,並按各自的可使用年期折舊。

折舊以直線法按每項物業、廠房及設備項目之估計可使用年期撇銷成本至剩餘價值計算。折舊採用之主要年率如下:

土地	未作折舊
樓宇	2.375%–4.75%
機器設備	9.5%–19%
汽車	9.5%–19%
其他設備	9.5%–19%
租賃物業裝修	2.326%–33.3%

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Other intangible assets (other than goodwill)

Other intangible assets acquired separately are measured on initial recognition at cost. The cost of other intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of other intangible assets are assessed to be either finite or indefinite. Other intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the other intangible assets may be impaired. The amortization period and the amortization method for other intangible assets with a finite useful life are reviewed at least at each financial year end.

Other intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such other intangible assets are not amortised. The useful life of other intangible assets with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊(續)

如果物業、廠房及設備項目各部分可使用年期不同，則該項目的成本按合理基準於各部分之間分配，而各部分分別折舊。本集團至少於各財政年度末檢討剩餘價值、可使用年期及折舊方法，並予以調整(如適用)。

物業、廠房及設備項目(包括初始確認之任何重大部分)於出售時或當預期使用或出售不再產生日後經濟利益，則終止確認。在資產終止確認年度於損益表確認之出售或報廢的任何收益或虧損為出售所得款項淨額與有關資產賬面值之間的差額。

在建工程乃指正在興建中之樓宇，以成本減任何減值虧損入賬，並不計算折舊。成本包括於興建期內興建之直接成本及相關借款資金之已資本化借款成本。在建工程於完成及可供使用時重新分類為適當類別之物業、廠房及設備。

其他無形資產(商譽除外)

單獨收購的其他無形資產於初始確認時按成本估量。於業務合併中收購的其他無形資產的成本為於收購日期的公允價值。其他無形資產的可使用年期評估為有限或無限。具有限可使用年期的其他無形資產隨後於可使用經濟年期內攤銷，每當出現其他無形資產可能減值的跡象時進行減值評估。具有限可使用年期的其他無形資產的攤銷期間及攤銷方法至少於各財政年度末進行檢討。

具無限可使用年期的其他無形資產個別或在現金產生單位層面每年進行減值測試。有關其他無形資產不會進行攤銷。具無限可使用年期的其他無形資產的可使用年期於每年進行檢討，以評定無限可使用年期的評估是否繼續適用。倘不再適用，則可使用年期的評估由無限改為有限，並採用未來適用法入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other intangible assets (other than goodwill) (Continued)

Patents and licences

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 20 years.

Computer software

Acquired computer software is stated at historical cost less amortization. Acquired computer software is capitalised on the basis of the costs incurred to acquire and bring to use the specific software, and is amortised on a straight-line basis over the useful life of 3 to 10 years.

Trademarks

Trademarks are initially recognised and measured at costs incurred to register. The costs are amortised on the straight-line basis over their estimated useful lives of 10 years.

Proprietary technologies

Proprietary technologies invested by minority shareholders are recognised at fair value assessed on the investment day or at cost of getting the medicine licences from the related authorities. Proprietary technologies are amortised on the straight-line basis over the respective estimated useful lives of 10 to 30 years, and the useful lives of the proprietary technologies are assessed by the Group after considering the useful lives of similar technologies and the market condition.

Brands

Brands acquired in a business combination are recognised at fair value at the acquisition date. The brands have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected life of 15 years for the brands.

2.4 重大會計政策概要(續)

其他無形資產(商譽除外)(續)

專利及許可證

已購入專利及許可證按成本減任何減值虧損列賬，並按10至20年估計可使用年期以直線基準攤銷。

計算機軟件

所購得的計算機軟件按歷史成本減攤銷列賬。所購得的計算機軟件按購買及使其達至特定軟件用途所產生的成本予以資本化，並按3至10年可使用年期以直線基準攤銷。

商標

商標初始以註冊產生的成本進行確認與計量。成本按十年估計可使用年期以直線基準攤銷。

專有技術

少數股東投資的專有技術按於投資日評估的公允價值或從有關當局獲得藥品許可證的成本予以確認。專有技術各自按10至30年估計可使用年期以直線基準攤銷，且專有技術的使用年期乃經本集團考慮同類技術的使用年期和市場狀況後進行評估。

品牌

業務合併中購入的品牌按收購日期的公允價值確認。該等品牌具有有限的使用年期，並按成本減累計攤銷列賬。對於品牌，攤銷使用直線法按15年估計年期計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other intangible assets (other than goodwill) (Continued)

Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relationships have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected life of 15 years for the customer relationships.

The estimated useful life of other intangible assets is determined by considering the period of the economic benefits to the Group or the periods of validity of intangible assets protected by the relevant laws, as well as by referring to the industry practice.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the Group's ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 重大會計政策概要(續)

其他無形資產(商譽除外)(續)

客戶關係

業務合併中獲得的客戶關係按收購日期的公允價值確認。合同客戶關係具有有限的使用年期，並按成本減累計攤銷列賬。對於客戶關係，攤銷使用直線法按15年估計年期計算。

其他無形資產的預計使用年期乃計及本集團的經濟利益期限或受相關法律保護的無形資產的有效期限，並參照行業慣例釐定。

研究及開發成本

所有研究費用在產生時計入損益表。

僅當本集團能夠證明完成無形資產的技術可行性以使該無形資產可供使用或出售、其完成意圖以及使用或出售該資產的能力、該資產未來如何產生經濟利益、完成項目所需的資源以及本集團在開發過程中可靠地計量支出的能力時，方可將開發新產品的項目產生的支出進行資本化及遞延。不符合該等條件的產品開發支出在產生時列作開支。

租賃

本集團於合同開始生效時評估一份合同是否屬於或包含租賃。倘一份合同轉移於一段時間內使用已確認資產的控制權以換取對價，則該合同屬於或包含租賃。

本集團為承租人

本集團就所有租賃採用一套相同的確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款及確認具有相關資產使用權的使用權資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Properties	2 to 18 years
Equipment	19 months to 5 years
Motor vehicles	13 months to 4 years
Land use rights	30 to 50 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 重大會計政策概要(續)

租賃(續)

本集團為承租人(續)

(a) 使用權資產

本集團於租賃開始日期(即相關資產可供使用日期)確認使用權資產。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本及於開始日期或之前已作出的租賃付款減任何已收取的租賃優惠。在適用情況下,使用權資產成本亦包括拆除及遷移相關資產或復原相關資產或其所在土地的估計成本。使用權資產於其租期或估計可使用年期(以較短者為準)內按直線法折舊,具體如下:

物業	2至18年
設備	19個月至5年
汽車	13個月至4年
土地使用權	30至50年

倘租賃資產的所有權於租期末轉移至本集團或相關成本反映行使購買選擇權,則按照該資產的估計可使用年期計算折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 重大會計政策概要(續)

租賃(續)

本集團為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期按於租期內將作出的租賃付款的現值確認。租賃付款包括固定付款(包括實質上的固定付款)減任何應收租賃優惠、取決於指數或利率的可變租賃付款及預期將根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定將行使的購買選擇權的行使價及就終止租賃支付的罰款(如果租期反映本集團行使終止租賃選擇權)。並不取決於指數或利率的可變租賃付款於觸發付款的事件或情況發生的期間確認為開支。

於計算租賃付款的現值時，由於租賃中隱含的利率不容易確定，故本集團於租賃開始日期使用其增量借款利率。於開始日期後，租賃負債的金額增加以反映利息增加並就作出的租賃付款扣減。此外，如果出現修訂、租期變動、租賃付款變動(例如，因指數或利率變動導致的未來租賃付款變動)或購買相關資產的選擇權評估變更，則租賃負債的賬面值會重新計量。

(c) 短期租賃及低價值資產租賃

本集團將機器及設備短期租賃確認豁免適用於其短期租賃(即自開始日期起計之租期為12個月或以下並且不包括購買選擇權的租賃)。其亦將低價值資產租賃的確認豁免應用於被視為具有低價值的辦公室設備及筆記本電腦租賃。短期租賃的租賃付款及低價值資產租賃在租期內按直線法確認為開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets

Initial recognition and measurement

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

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

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

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

2.4 重大會計政策概要(續)

金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本、以公允價值計量且其變動計入其他全面收益及以公允價值計量且其變動計入當期損益計量。

於初始確認時，金融資產分類取決於金融資產的合同現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已就此應用不調整重大融資成分影響的可行權宜方法的貿易應收款項外，本集團初始按公允價值加上(如果金融資產並非以公允價值計量且其變動計入當期損益)交易成本計量金融資產。並無重大融資成分或本集團已就此應用可行權宜方法的貿易應收款項乃根據《國際財務報告準則》第15號確定的交易價格，按照下文「收入確認」所載政策計量。

為使金融資產按攤銷成本或以公允價值計量且其變動計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。具有並非純粹為支付本金及利息的現金流量的金融資產，按以公允價值計量且其變動計入當期損益分類及計量，而不論其業務模式為何。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合同現金流量、出售金融資產或兩者兼有。按攤銷成本分類及計量的金融資產，按旨在持有金融資產以收取合同現金流量的業務模式持有，而按以公允價值計量且其變動計入其他全面收益分類及計量的金融資產則按旨在持有以收取合同現金流量及出售的業務模式持有。並非按上述業務模式持有的金融資產，按以公允價值計量且其變動計入當期損益分類及計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Initial recognition and measurement (Continued)

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

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

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

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

2.4 重大會計政策概要(續)

金融資產(續)

初始確認及計量(續)

須於市場規定或慣例(常規方式交易)一般所定的期間交付資產的金融資產購入或出售於交易日(即本集團承諾購入或出售資產當日)確認。

後續計量

金融資產之其後計量視以下分類而定：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並須予減值。當資產取消確認、修改或減值時，則會在損益表內確認收益及虧損。

指定以公允價值計量且其變動計入其他全面收益的金融資產(股權投資)

於初始確認時，倘股權投資符合《國際會計準則》第32號金融工具：呈列項下權益的定義且並非持作買賣，本集團可選擇將其股權投資不可撤回地分類為指定以公允價值計量且其變動計入其他全面收益的股權投資。分類按個別工具基準確定。

該等金融資產的收益及虧損概不會被重新計入損益表。在支付權確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時，股息於損益表內確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此情況下，該等收益於其他全面收益入賬。指定以公允價值計量且其變動計入其他全面收益的股權投資不受減值評估影響。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss

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

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

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

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

2.4 重大會計政策概要(續)

金融資產(續)

以公允價值計量且其變動計入當期損益的金融資產

以公允價值計量且其變動計入當期損益的金融資產按公允價值於財務狀況表列賬，而公允價值的淨變動則於損益表內確認。

該類別包括本集團並無不可撤回地選擇以公允價值計量且其變動計入其他全面收益分類的衍生工具及股權投資。分類為以公允價值計量且其變動計入當期損益的金融資產的股權投資股息亦於支付權確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時，於損益表內確認為其他收入。

當嵌入於混合合同(包含金融負債或非金融主合同)的衍生工具具備與主合同不緊密相關的經濟特徵及風險；擁有與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合同並非以公允價值計量且其變動計入當期損益計量，則該衍生工具與主合同分開並作為單獨衍生工具入賬。嵌入式衍生工具按公允價值計量，公允價值的變動於損益表內確認。僅在合同條款變動大幅改變其他情況下所需現金流量或金融資產從以公允價值計量且其變動計入當期損益類別重新分類時方會進行重新評估。

嵌入於混合合同(包含金融資產主合同)的衍生工具並非單獨入賬。金融資產主合同連同嵌入式衍生工具須全部分類為以公允價值計量且其變動計入當期損益的金融資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

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

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

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

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

2.4 重大會計政策概要(續)

終止確認金融資產

出現以下情形時，金融資產(或一項金融資產的部分或一組同類金融資產的部分(如適用))一般會被終止確認(即自本集團綜合財務狀況表剔除)：

- 從資產收取現金流量的權利已屆滿；或
- 本集團已轉讓從資產收取現金流量的權利，或已根據「過手」安排承擔向第三方無重大延誤全額支付所收現金流量的責任；及(a)本集團已轉讓資產的絕大部分風險及回報，或(b)本集團雖未轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

當本集團已轉讓從資產收取現金流量的權利或訂立過手安排，則評估有否保留該資產所有權的風險及回報以及保留程度。當本集團並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產控制權，本集團將以其持續參與程度為限繼續確認所轉讓資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債根據反映本集團所保留權利及責任的基準計量。

以對已轉讓資產擔保的形式作出的持續參與按該資產原賬面值與本集團可能須償還的最高對價兩者的較低者計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

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

General approach

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

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 重大會計政策概要(續)

金融資產減值

本集團就所有並非以公允價值計量且其變動計入當期損益持有的債務工具計提預期信用損失(「預期信用損失」)撥備。預期信用損失基於根據合同到期的合同現金流量與本集團預期收取的所有現金流量差額計量，並按原實際利率近似值貼現。預期現金流量將包括出售為合同條款組成部分的抵押品或其他信用增級工具所得現金流量。

一般方式

預期信用損失於兩個階段確認。就初始確認以來信貸風險並無顯著增加的信貸風險項目而言，預期信用損失為就未來12個月可能發生的違約事件產生的信用損失計提撥備(12個月的預期信用損失)。就初始確認以來信貸風險顯著增加的信貸風險項目而言，須於風險剩餘年期內就預期信用損失計提虧損撥備，不論違約時間(年限內預期信用損失)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否顯著增加。進行評估時，本集團比較金融工具於報告日期出現違約之風險與該金融工具於初始確認日期出現違約之風險，並考慮合理及有理據且毋須花費不必要成本或精力即可獲得之資料，包括過往及前瞻性資料。

如果合同付款逾期90天，本集團視金融資產為違約。然而，於若干情況下，本集團亦可能在計及本集團持有的任何信用增級工具前，於有內部或外部數據顯示本集團可能無法悉數收回未償還合同款項時視金融資產為違約。當概無合理預期可收回合同現金流量時，金融資產將予撇銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方式(續)

根據一般方法，按攤銷成本列賬的金融資產須計提減值並按下列階段分類以計量預期信用損失，惟貿易應收款項則採用下述簡化方法計量。

第一階段 — 就自初始確認以來信貸風險並無顯著增加及虧損撥備按等同12個月預期信用損失金額計量的金融工具

第二階段 — 就自初始確認以來信貸風險明顯增加但並非信貸減值金融資產及虧損撥備按等同年限內預期信用損失金額計量的金融工具

第三階段 — 就於報告日期已發生信貸減值(但非購入或原本已發生信貸減值)及虧損撥備按等同年限內預期信用損失金額計量的金融資產

簡化方法

就並無重大融資成分或本集團已應用權宜方法不調整重大融資成分的貿易應收款項及合約資產而言，本集團應用簡化方法計算預期信用損失。根據簡化方法，本集團並不記錄信貸風險的變動，而是根據各報告日期的年限內預期信用損失確認虧損撥備。本集團已根據本集團的過往信用損失經驗設立撥備矩陣，並根據債務人特定的前瞻性因素及經濟環境作出調整。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables, interest-bearing bank and other borrowings, amounts due to related parties and lease liabilities.

Subsequent measurement

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

(i) *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance costs in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融負債

初始確認及計量

金融負債於初始確認時分類為以公允價值計量且其變動計入當期損益的金融負債、貸款與借款、應付款項或在有效對沖中指定為對沖工具的衍生工具(如果適用)。

所有金融負債初步按公允價值確認，而就貸款及借款及應付款項而言，則扣除直接應佔交易成本。

本集團的金融負債包括貿易應付款項、其他應付款項、計息銀行及其他借款、應付關聯方款項及租賃負債。

後續計量

金融負債的後續計量取決於以下分類：

(i) *按攤銷成本計量的金融負債(貸款及借款)*

初始確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟倘貼現影響屬輕微則按成本列賬。當負債終止確認以及按實際利率法進行攤銷程序時，收益及虧損於損益表內確認。

攤銷成本於計及收購的任何貼現或溢價及為實際利率組成部分的費用或成本後計算。實際利率攤銷計入損益表中融資成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

(ii) Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “**Impairment of financial assets**”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 重大會計政策概要(續)

金融負債(續)

後續計量(續)

(ii) 財務擔保合同

本集團作出的財務擔保合同即要求發行人作出付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合同。財務擔保合同初始按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)根據「**金融資產減值**」所載政策確定的預期信用損失準備；及(ii)初始確認的金額減(如適用)累計已確認收入(以較高者為準)計量財務擔保合同。

終止確認金融負債

金融負債於負債的責任解除、取消或屆滿時終止確認。

如果現有金融負債被另一項由同一放貸人提供而絕大部分條款不同的負債所取代，或現有負債的條款經大幅修改，則有關取代或修改視為終止確認原有負債及確認新負債，而相關賬面值的差額會於損益表確認。

抵銷金融工具

在現時有可執行的合法權利抵銷已確認金額且有意按淨額基準結算，或同時變現資產及償還負債的情況下，金融資產與金融負債方可抵銷，淨額則於財務狀況表呈報。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as warrants. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 重大會計政策概要(續)

衍生金融工具

初始確認與後續計量

本集團使用衍生金融工具，例如認股權證。該等衍生金融工具於訂立衍生工具合同日期初步按公允價值確認，其後按公允價值重新計量。當公允價值為正時，衍生工具作為資產列賬；當公允價值為負時，衍生工具作為負債列賬。

衍生工具公允價值變動引起的任何收益或虧損均直接計入損益表。

存貨

存貨按成本及可變現淨值兩者中的較低者入賬。成本乃按加權平均基準確定，而就在製品與製成品而言，成本包括直接原材料、直接勞工及適當比例的經常性開支。可變現淨值則按預計售價減完成及出售時所產生的任何估計成本確定。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，及可隨時轉換成已知金額現金、價值變動風險不大且獲得時一般具有不超過三個月短暫到期日的短期高流通投資，再扣除須於要求時償還且屬於本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金及銀行現金，包括定期存款，以及性質與現金類似的資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

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

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

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

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

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

2.4 重大會計政策概要(續)

撥備

如果本集團因過往事件須承擔現時的責任(法定或推定)，而履行該責任可能導致未來資源外流，且該責任涉及金額能夠可靠估計，則確認撥備。

如果貼現影響重大，則確認為撥備的金額將為各報告期末預期須用作履行責任的未來開支現值。貼現現值隨著時間增加的金額計入損益表的融資成本。

所得稅

所得稅包括即期及遞延稅項。與損益以外確認項目有關的所得稅於損益以外確認，即於其他全面收益或直接於權益確認。

即期稅項資產和負債以預期從稅務機關收回或向其支付的金額計量，採用的稅率(及稅法)為各報告期末前已頒佈或實際頒佈者，並已計及本集團經營所在國家現行的詮釋及慣例。

遞延稅項採用負債法，就各報告期末資產及負債的計稅基準與其作財務報告用途之賬面值之間的所有暫時性差異計提撥備。

所有應課稅暫時性差異均確認遞延所得稅負債，惟以下情況除外：

- 如果遞延所得稅負債產生自交易中對商譽或某一資產或負債的初次確認，且此交易並非業務合併，而交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對於投資子公司及聯營公司相關的應課稅暫時性差異，如果暫時性差異的逆轉時間能控制且可能不會在可見將來逆轉。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

2.4 重大會計政策概要(續)

所得稅(續)

所有可扣減暫時性差異、結轉的未動用稅項抵免及任何未動用稅項虧損均確認為遞延所得稅資產。若日後有可能出現應課稅溢利，可用以抵扣該等可扣減暫時性差異、結轉的未動用稅項抵免及未動用稅項虧損，則會確認遞延所得稅資產，惟以下情況除外：

- 如果有關可扣減暫時性差異的遞延所得稅資產來自交易中對某一資產或負債的初始確認，且此交易並非業務合併，而交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 就於子公司及聯營公司的投資的相關可扣減暫時性差異而言，僅在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅溢利，可用以抵扣該等暫時性差異時，方會確認遞延所得稅資產。

於各報告期末審閱遞延所得稅資產的賬面值，如不再可能有足夠的應課稅溢利以運用全部或部分遞延所得稅資產，則扣除相應的數額。於各報告期末重新評估未確認的遞延所得稅資產，如果可能有足夠的應課稅溢利以收回全部或部分遞延所得稅資產，則確認相應的數額。

遞延所得稅資產及負債以預期將資產變現或償還負債期間適用的稅率計量，並用於各報告期間結束前已頒佈或實際頒佈的稅率(及稅法)為基準。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

Government grants

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

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

Revenue recognition

Revenue from contracts with customers

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

2.4 重大會計政策概要(續)

所得稅(續)

當且僅當本集團有可依法強制執行的權利可將即期稅項資產及即期稅項負債抵銷，遞延所得稅資產及遞延所得稅負債與同一稅務機關向同一應課稅實體或不同應課稅實體(預期於各未來期間將清償或追償大量遞延所得稅負債或資產，並計劃按淨額基準清償即期稅項負債及資產，或同時變現資產及清償負債)徵收的所得稅有關，則遞延所得稅資產及遞延所得稅負債可予抵銷。

政府補助

如果可合理保證將獲得補助及將符合所有附帶條件，則按公允價值確認政府補助。如果該補助與一項開支項目有關，則於擬用作補償之成本支銷期間有系統地確認為收入。

若補助與資產有關，其公允價值計入遞延收入賬，並於有關資產的預計可使用年期內，每年等額撥往損益表或從資產賬面值扣減，並以經扣減折舊開支形式撥往損益表。

收入確認

客戶合同收入

客戶合同收入於貨品或服務的控制權轉移予客戶時確認，金額為反映本集團預期可收取作為交換該等貨品或服務的對價。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

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

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

(a) Sale of products

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

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

2.4 重大會計政策概要(續)

收入確認(續)

客戶合同收入(續)

當合同的對價包含可變金額，對價金額因應本集團因轉移貨品或服務予客戶可收取的交換對價作出估算。可變對價於合同開始生效時作出估算，並受限直至可變對價的相關不確定性其後解除時已確認的累計收入金額中的重大收入撥回很大可能不會發生為止。

倘合同載有向客戶提供超過一年的商品或服務轉讓的重大融資利益的融資部分，則收益按應收金額的現值計量，並使用將反映於合同開始時本集團與客戶之間的獨立融資交易的貼現率進行貼現。倘合同載有向本集團提供超過一年的重大融資利益的融資部分，則根據該合同確認的收益包括按實際利率法計算合同責任所產生的利息開支。就客戶付款與轉讓承諾商品或服務之間的期限為一年或更短的合同而言，交易價格不會因重大融資部分的影響而採用《國際財務報告準則》第15號的可行權宜方法作出調整。

(a) 產品銷售

銷售產品的收入於資產控制權轉讓至客戶的時間點確認，一般為交付產品時。

銷售產品的部分合同訂明客戶有權退貨。退貨權利產生可變對價。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(b) Contract development and manufacturing organization (“CDMO”) services

The Group earns revenues by providing research services to its customers through Fee-for-service (“FFS”) contracts. Contract duration ranges from a few months to years. Under the FFS model, the contracts usually have multiple task units, which are generally in the form of technical laboratory reports and/or samples, each of which is with an individual selling price specified within the contract. The Group identifies each task unit as a separate performance obligation. The revenue is recognised over time, as the Group’s performance has created an asset with no alternative use and the Group has an enforceable right to payments for performance completed to date. The selection of the method to measure progress towards completion requires judgement and is based on the nature of the products or services to be provided. Depending on which better depicts the transfer of value to the customer, the Group generally measures its progress using cost-to-cost (input method).

Under the input method, the Group uses the known cost measure of progress when it best depicts the transfer of value to the customer which occurs as the Group incurs costs on its contract; and under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenue is recorded proportionally as costs are incurred.

The Group also enters into commercial manufacturing contracts, and engages in the manufacturing and sale of products under customers’ specific order. The Group recognised revenue at the point in time upon acceptance of the deliverable products under customers’ specific order.

(c) Other services

The other service between the Group and its customers usually include drug marketing service and consultation service, etc. The Group recognised revenue during the service period in the amount to which it is entitled.

2.4 重大會計政策概要(續)

收入確認(續)

客戶合同收入(續)

(b) 合同開發和生產組織(「CDMO」)服務

本集團通過有償服務(「FFS」)合同向其客戶提供研究服務賺取收入。合同期限介乎幾個月至幾年。根據FFS模式，合同通常具有多個任務單位(其形式一般為技術實驗報告及/或樣品)，其各自的售價於合同內訂明。本集團識別各任務單位為個別履約責任。收入隨著時間推移而確認，原因是本集團的工作進度已創造無其他用途的資產，並且本集團擁有可強制執行的權利要求支付迄今為止已完成的工作進度。選擇計量完成進度的方法需要作出判斷並取決於將提供產品或服務的性質。根據可更好描述向客戶轉移價值的方法，本集團一般以成本至成本(輸入法)計量其進度。

根據輸入法，本集團於對轉讓價值予客戶(發生於本集團在合同內產生成本時)進行最佳說明時使用已知成本衡量進度。根據成本至成本衡量進度方法，完成進度的程度是根據迄今為止發生的成本與完成履約責任時估計成本總額的比率來計量。收入於成本產生時按比例入賬。

本集團亦訂立商業生產合同，並根據客戶具體訂單生產及銷售產品。本集團於接受客戶具體訂單下的可交付產品後的某個時間點確認收益。

(c) 其他服務

本集團與客戶之間的其他服務通常包括藥物推廣服務及諮詢服務等。本集團於服務期內按其應得金額確認收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Other income

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

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

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

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

2.4 重大會計政策概要(續)

收入確認(續)

其他收入

利息收入乃以累計基準採用實際利率法確認，方法為應用將金融工具預計年期或較短期間(如適用)的估計未來現金收入準確地貼現為金融資產的賬面淨值的貼現率。

股息收入乃於股東收取付款之權利確立後，與股息相關之經濟利益很可能會流入本集團且股息金額能夠可靠地計量時確認。

合約資產

合約資產乃向客戶轉讓所交換貨品或服務而獲得對價的權利。倘本集團於客戶支付對價前或於對價到期支付前向客戶轉讓貨品或服務而履約，則就所賺取的有條件對價確認合約資產。合約資產須進行減值評估，其詳情載於金融資產減值會計政策。

合約負債

於本集團轉讓相關貨品或服務前收到客戶付款時或付款到期時(以較早者為準)確認合約負債。合約負債於本集團履行合同(即向客戶轉讓相關貨品或服務的控制權)時確認為收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee Benefits

Share-based payments

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is computed based on their most recent post-money valuations. The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Cash-settled scheme

The cost of cash-settled transactions is measured initially at the best estimate of the settlement amounts at the settlement date, taking into account the terms and conditions upon which the instruments were granted (note 35). The best estimate of the settlement amounts is expensed over the period until the vesting date with recognition of a corresponding liability. The liability should be spread on a straight-line basis over the full vesting period. The cumulative expense recognised for cash-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of awards that will ultimately vest. The liability is measured at the end of each reporting period up to and including the settlement date, with changes in the best estimate of the settlement amounts at the settlement date recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

僱員福利

以股份為基礎的付款

本公司設有股份獎勵計劃，向對本集團經營的成功有所貢獻的合資格參與者提供激勵及獎勵。本集團僱員(包括董事)按以股份為基礎的付款形式收取酬金，即僱員提供服務作為股權工具的對價(「以權益結算的交易」)。

就授出與僱員之間以權益結算的交易成本參考授出日期的公允價值計算。公允價值是根據其最近的投資後估值計算。以權益結算的交易成本連同權益的相應升幅會於達到表現及服務條件的期間於僱員福利開支內確認。於歸屬日期前於各報告期末就以權益結算的交易確認的累計開支，反映已屆滿歸屬期限的程度及本集團對最終將歸屬的權益工具數目的最佳估計。某期間綜合損益表的扣減或進賬，指該期間期初及期末已確認累計開支的變動。

現金結算計劃

現金結算交易成本乃經計及授出工具所依據的條款及條件後於結算日初步按結算金額的最佳估計計量(附註35)。結算金額的最佳估計乃於直至歸屬日止期間列為開支，並確認相應負債。負債應於整個歸屬期內以直線法攤銷。在歸屬日之前，於各報告期末為現金結算交易確認的累計開支反映了歸屬期已屆滿的部分以及本集團對最終歸屬的授予數目的最佳估計。負債於各報告期末至結算日(包括該日)計量，而結算金額於結算日的最佳估計變動則於損益表內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee Benefits (Continued)

Pension scheme

The employees of the Group's subsidiaries which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities in various areas other than Mainland China. The Group's liability in respect of these plans is limited to the contributions payable at the end of each reporting period. Contributions to these plans are expensed as incurred.

Housing fund — Mainland China

The Group contributes on a monthly basis to a defined contribution housing fund plan operated by the local municipal government. Contributions to this plan by the Group are expensed as incurred.

Defined benefit retirement plan obligations

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of the future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

2.4 重大會計政策概要(續)

僱員福利(續)

退休金計劃

本集團於中國內地經營的子公司的僱員均須參與地方市政府運作的中央退休金計劃。該等子公司須按其僱員薪金的若干百分比向中央退休金計劃供款。供款乃於根據中央退休金計劃的規定須予支付時在損益表扣除。

本集團每月向中國內地以外不同地區的由相關政府機關運作的多個定額供款計劃作出供款。本集團就該等計劃的負債以各報告期末應付的供款為限。向該等計劃作出的供款於產生時支銷。

住房公積金 — 中國內地

本集團每月向由地方市政府運營的定額供款住房基金計劃供款。本集團對該計劃的供款於產生時支銷。

定額福利退休計劃責任

本集團就定額福利退休計劃所承擔之責任淨額，乃通過估計僱員於當前及過往期間以提供服務所賺取之未來利益金額而計算；在確定現值時該項利益須予以貼現，並扣除任何計劃資產之公允價值。計算工作由合資格精算師採用預計單位貸記法進行。當計算得出對本集團有利的利益時，確認的資產將以可用的經濟利益的現值為限，以該計劃未來的任何退款或未來對該計劃的供款減少之形式出現。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee Benefits (Continued)

Defined benefit retirement plan obligations (Continued)

Service cost and net interest expense/(income) on the net defined benefit liability/(asset) are recognised in profit or loss and allocated by function as part of "cost of sales", "selling and distribution expenses" or "administrative expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from the employee service in the current period. When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to the past service provided by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised. Net interest expense/(income) for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability/asset) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability/asset).

Borrowing costs

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

2.4 重大會計政策概要(續)

僱員福利(續)

定額福利退休計劃責任(續)

定額福利負債/(資產)淨額之服務成本及利息開支/(收入)淨額於損益確認，並按功能劃撥為「銷售成本」、「銷售及分銷開支」或「行政開支」之一部分。現有服務成本按本期間僱員服務所產生之定額福利責任現值之增加計量。如果計劃之福利出現變動或如果計劃縮減，則有關僱員以往提供服務之福利之變動部分或有關縮減之盈虧於計劃作出修訂或縮減時及於確認有關重組成本或終止福利時(以較早者為準)於損益確認為開支。期內利息開支/(收入)淨額乃通過將計量於報告期初的定額福利責任所採用之貼現率應用於優質公司債券(到期日與本集團履行責任之期限相近)來確定。

由定額福利退休計劃引起的重新計量在其他全面收益中確認。重新計量包括精算損益、計劃資產收益(不包括計入淨定額福利負債/資產利息淨額的金額)及資產上限影響的任何變化(不包括計入淨定額福利負債/資產利息淨額的金額)。

借款成本

與收購、興建或生產合資格資產(即需要相當長時間方能作擬定用途或銷售的資產)直接相關的借款成本資本化為該等資產的部分成本。當資產實質上可作擬定用途或可銷售時，借款成本終止資本化。尚未用於合資格資產的特定借款作暫時投資所賺取的投資收入，自資本化的借款成本扣除。所有其他借款成本於產生期間支銷。借款成本包括利息及相關公司為借取款項而支出的其他費用。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 12 to the financial statements.

Foreign currencies

The financial statements are presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

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

2.4 重大會計政策概要(續)

股息

末期股息將於股東大會上獲股東批准後確認為負債。擬派末期股息在財務報表附註12中披露。

外幣

財務報表以本公司的功能貨幣人民幣呈列。本集團各公司自行決定各自的功能貨幣，而各公司的財務報表項目乃以該功能貨幣計量。本集團各公司的外幣交易初始按交易當日的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣的匯率折算。貨幣項目結算或交易產生的差額於損益表確認。

以外幣按歷史成本計量的非貨幣項目，採用初始交易日期的匯率換算。以外幣按公允價值計量的非貨幣項目採用計量公允價值當日的匯率換算。換算以公允價值計量的非貨幣項目產生的盈虧與項目公允價值變動產生的盈虧按相同方式確認，即公允價值盈虧於其他全面收益或損益確認的項目，其匯兌差額亦於其他全面收益或損益確認。

確定有關資產於初始確認時，終止確認與預付對價有關的非貨幣性資產或非貨幣性負債產生的開支或收入的匯率時，初始交易日期為本集團初始確認因預付對價而產生非貨幣性資產或非貨幣性負債的日期。如果存在多次付款或預收款項，本集團確定預付對價各付款或收款交易日期。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries and associates are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

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

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

2.4 重大會計政策概要(續)

外幣(續)

若干海外子公司及聯營公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末當時的匯率換算為本公司的呈列貨幣，其損益表按年內加權平均匯率換算為人民幣。

所產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計。出售海外業務時，其他全面收益中與該特定海外業務有關的組成部分於損益表確認。

收購海外業務產生的任何商譽及收購所產生資產及負債賬面值的任何公允價值調整視為海外業務的資產及負債，按收市匯率換算。

就綜合現金流量表而言，海外子公司的現金流量按現金流發生當日的匯率換算為人民幣。海外子公司年內經常發生的現金流量則按年內加權平均匯率換算為人民幣。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(a) *Determining the timing of satisfaction of performance obligations*

The Group has different contractual arrangements with different customers. In determining the timing of satisfaction of performance obligations, management reviews the contract terms of each individual contract.

For certain types of revenue under CDMO services, the directors of the Company have recognised revenue upon taking into account the present right to payment for the CDMO services and the point in time when a customer obtains control of the goods or services. For revenue under the FFS model, the directors of the Company have determined that performance obligations are satisfied over time. Significant judgement is required in determining whether the terms of the Group's contracts with customers in relation to certain types of revenue under the FFS model create an enforceable right to payment for the Group.

3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出可影響收益、開支、資產與負債呈報金額、相關披露數據以及或然負債披露數據的判斷、估計及假設。有關該等假設及估計的不明朗因素可能引致日後須大幅調整受影響資產或負債的賬面值。

判斷

管理層在實施本集團會計政策的過程中，除有關估計外，亦作出下列對財務報表中確認的數額有最重大影響的判斷：

客戶合同收入

本集團採用下列對確定客戶合同收入的數額及時間有重大影響的判斷：

(a) *確定履約責任完成時間*

本集團與不同客戶有不同的合同安排。於確定履約責任完成時間時，管理層審閱各個別合同的合同條款。

就CDMO服務下的若干收入類型而言，本公司董事在考慮CDMO服務的現時支付權及客戶獲得貨品或服務控制權的時間點時確認收入。就FFS模式的若干收入類型而言，本公司董事已確定履約責任於一段時間內履行。於確定本集團根據FFS模式就若干收入類型與客戶訂立的合同條款能否創造本集團收取款項的可執行權利須作出重大判斷。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Revenue from contracts with customers (Continued)

(b) Determining the method for measuring progress towards complete satisfaction of performance obligations

Depending on which better depicts the transfer of value to the customer, the directors of the Company make judgement to measure the progress of the projects using the input method. Input methods recognise revenue based on an entity's efforts or inputs towards satisfying a performance obligation relative to the total expected efforts or inputs to satisfy the performance obligation. If an entity does not have a reasonable basis to measure its progress, the Group recognise revenue up to the amount of the costs incurred, until progress can be reasonably measured

Business model

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets. In determining the business model, the Group considers how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel, the risks that affect the performance of the business model (and the financial assets held within) and, in particular, the way those risks are managed and how managers of the business are compensated. In determining whether cash flows are going to be realised by collecting the financial assets' contractual cash flows, it is necessary for the Group to consider the reason, timing, frequency, and value of sales prior to maturity date.

Characteristics of contract cash flow

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics, and judgement is required to determine whether they are "solely payments of principal and interest on the principal amount outstanding". The Group needs to determine whether the resulting cash flows from those of an instrument with modified time value of money element are significantly different from an instrument that has an unmodified time value of money element when assessing modification to time value of money element, and the Group needs to determine whether the fair value of the prepayment feature is insignificant when assessing a financial asset with a prepayment feature.

3. 重大會計判斷及估計(續)

判斷(續)

客戶合同收入(續)

(b) 確定計量完全完成履行履約責任進度的方法

視乎何種方式可更好地說明向客戶轉讓價值，本公司董事使用輸入法作出判斷以計量項目進度。輸入法按實體為履行履約責任所付出的努力或投入相對於履行履約責任的預期努力或投入總額而確認收入。如果實體沒有合理基準來計量進度，本集團以所產生的成本金額為上限來確認收入，直至進度能夠合理計量為止。

業務模式

於初始確認時，金融資產分類取決於本集團管理該等金融資產的業務模式。在確定業務模式時，本集團考慮如何評估業務模式及在該業務模式內持有的財務資產的表現並向本集團的主要管理人員報告，影響該業務模式(及在該業務模式內持有的財務資產)的表現之風險，(尤其是)如何管理該等風險，以及業務管理人如何獲得補償。在確定現金流量是否要通過收取金融資產的合同現金流量來實現時，本集團有必要考慮到期日之前銷售的原因、時間、頻率及價值。

合同現金流量特點

於初始確認時，金融資產分類取決於金融資產的合同現金流量特點，需要判斷其是否「純粹為支付本金及未償還本金的利息」。在評估貨幣時值修改時，本集團需要確定修改貨幣時值的工具所產生的現金流量是否與未修改貨幣時值的工具存在重大差異；在評估具有預付款項特徵的金融資產時，本集團需要確定預付款項特徵的公允價值是否並不重大。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Determining significant influence over entities in which the Group holds less than 20% equity interest

Despite the fact that the Group's direct or indirect equity interests in Quest PharmaTech Inc. (hereafter, the "Quest"). was 14.88% which was lower than 20%, the Group had significant influence with one board representative assigned and had the right to participate in the financial and operating policy decisions of the Quest PharmaTech Inc.

Determining no significant influence over entities in which the Group holds more than 20% equity interest

Despite the fact that the Group's direct or indirect equity interests in TPG Biotechnology Partners V, L.P, TPG Biotechnology Partners IV, L.P and ORI Capital Inc. were 68.52%, 20% and 20%, respectively, which were more than 20%, the Group, as the limited partner, is entitled to investment return, but has no right or power to participate in the management or control of these entities. Therefore, the Group has no significant influence over these entities.

Determining no significant influence over entities in which the Group has a board seat

Despite the fact that the Group has a board seat in Shenzhen Top Dental Medical Co., Ltd., Guangzhou Heart Network Technology Co., Ltd., Cantex Pharmaceuticals, Inc and Kymab Group Limited, the Group determined to have no significant influence over these entities after taking into account all the facts and circumstances, such as the percentage of equity interest, the composition of the boards and decision-making mechanism and the way of the Group's nominated director participate in board meeting.

Determining indicators of impairment for investments in associates

The Group determined whether there are indicators of impairment for investments in associates at the end of each reporting period. Indicators of impairment included, but not limited to serious deterioration of financial condition of the associates, significant drop in share prices, adverse changes in the industry market environment and other circumstances indicated that the associates unable to generate economic benefits for the Group. When such an indicator exists, the Group tested its investments in associates for impairment by comparing the estimated recoverable amounts with the carrying amounts. An impairment exists when the carrying value of investments in associates exceeds its recoverable amount.

3. 重大會計判斷及估計(續)

判斷(續)

確定對本集團持有20%以下股權的實體有重大影響

儘管本集團直接或間接持有Quest PharmaTech Inc.(以下簡稱「Quest」) 14.88%的股權，低於20%，但本集團在Quest PharmaTech Inc.派有一名董事會代表，具有重大影響，並有權參與Quest PharmaTech Inc.的財務及經營決策。

確定對本集團對持有20%以上股權的實體無重大影響

儘管本集團在TPG Biotechnology Partners V, L.P.、TPG Biotechnology Partners IV, L.P.及ORI Capital Inc.直接或間接分別持有68.52%、20%及20%的股權，超過20%，但本集團作為有限合夥人享有投資回報，但無權利或權力參與該等實體的管理或控制。因此，本集團對該等實體無重大影響。

確定對本集團擁有董事會席位的實體無重大影響

儘管本集團在Shenzhen Top Dental Medical Co., Ltd.、Guangzhou Heart Network Technology Co., Ltd.、Cantex Pharmaceuticals, Inc.及Kymab Group Limited擁有董事會席位，但經考慮所有事實及情況，例如股權比例、董事會組成及決策機制以及本集團提名董事參與董事會的方式等，本集團認為對該等實體並無重大影響。

確定於聯營公司的投資減值跡象

本集團確定於聯營公司的投資於各報告期末是否存在減值跡象。減值跡象包括但不限於聯營公司財務狀況嚴重惡化、股價大幅下跌、行業市場環境出現不利變動及其他顯示聯營公司無法為本集團帶來經濟利益的情況。本集團通過將可收回金額與賬面金額進行比較測試其於聯營公司之投資的減值。當於聯營公司的投資賬面價值超過其可收回金額時，即存在減值。

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截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2020 was RMB2,202,566,000 (2019: RMB2,354,908,000). Further details are given in note 16 to the financial statements.

Post-employment benefit obligations

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The discount rate is one of the assumptions used in determining the net cost (income) for pensions. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers using market yields at the end of each reporting period on high quality United States corporate bonds of SPL Acquisition Corp., which is also the currency that benefits will be paid, and make sure terms of corporate bonds will match the estimated term of defined benefit plan.

Other key assumptions for pension obligations are partially based on current market conditions.

3. 重大會計判斷及估計(續)

估計不確定因素

於報告期末關於未來的主要假設及估計不確定因素的其他主要來源(具有導致須於下一個財政年度對資產及負債賬面值作出重大調整的重大風險)載述如下。

商譽減值

本集團至少每年一次確定商譽的減值情況。這要求估計商譽所屬現金產生單位的使用價值。使用價值的估計要求本集團估計現金產生單位的預計未來現金流量，並選擇適當貼現率計算該等現金流量的現值。於二零二零年十二月三十一日，商譽的賬面值為人民幣2,202,566,000元(二零一九年：人民幣2,354,908,000元)。詳情載於財務報表附註16。

離職後福利責任

退休金責任的現值取決於多項因素，該等因素採用多個假設按精算基準確定。確定退休金的淨成本(收入)所用假設包括貼現率。該等假設的任何變動均會影響退休金責任的賬面值。

本集團在各年度末確定適當的貼現率。適當的貼現率為確定預期需要結算退休金責任的估計未來現金流出的現值所用的利率。在確定適當的貼現率時，本集團考慮採用SPL Acquisition Corp.的優質美國公司債券(亦將作為支付收益的貨幣)於每個報告期間末的市場收益率，並確保公司債券的條款與定額福利計劃的估計期限相若。

退休金責任的其他主要假設乃部分基於當前市場狀況。

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截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade and other receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and other receivables is disclosed in notes 25 and 27 to the financial statements, respectively.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2020 was RMB47,122,000 (2019: RMB36,567,000). The amount of unrecognised tax losses at 31 December 2020 was RMB555,255,000 (2019: RMB475,134,000). Further details are given in note 33 to the financial statements.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

貿易及其他應收款項的預期信用損失撥備

本集團使用撥備矩陣計算貿易應收款項之預期信用損失。撥備率乃按具有類似損失模式之多個客戶分類(即按地區、產品類別、客戶類別及評級、以信用證及其他信貸保證形式涵蓋)之逾期日數得出。

撥備矩陣初始按本集團之歷史觀察違約率得出。本集團將校正矩陣以調整具有前瞻性資料之歷史信用損失經驗。舉例而言，如果預測經濟狀況(即國內生產總值)預期將於未來年度轉差而可能導致製造業之違約數目增加，則會調整歷史違約率。於各報告日期，歷史觀察違約率有所更新，並分析前瞻性估計之變動。

評估歷史觀察違約率、預測經濟狀況及預期信用損失之間的關係屬於重大估計。預期信用損失之金額容易受情況及預測經濟狀況之變動影響。本集團之歷史信用損失經驗及經濟狀況預測亦未必代表客戶於日後之實際違約情況。有關本集團貿易應收款項及其他應收款項之預期信用損失數據披露於財務報表附註25及27。

遞延所得稅資產

僅在可能取得應課稅溢利抵銷可能動用虧損的情況下，方就未動用稅項虧損確認遞延所得稅資產。在確定可予確認的遞延所得稅資產的數額時，須根據可能的時間、未來應課稅溢利的水平連同未來稅項計劃戰略作出重大管理層判斷。於二零二零年十二月三十一日，與確認的稅項虧損有關的遞延所得稅資產的賬面值為人民幣47,122,000元(二零一九年：人民幣36,567,000元)。於二零二零年十二月三十一日，未確認的稅項虧損金額為人民幣555,255,000元(二零一九年：人民幣475,134,000元)。詳情載於歷史財務報表附註33。

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財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 44 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level II and III. The fair value of the unlisted equity investments at 31 December 2020 was RMB2,323,554,000 (2019: RMB1,828,297,000). Further details are given in notes 20 and 21 to the financial statements.

Development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs as detailed in note 2.4 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, the discount rates to be applied and the expected period of benefits. The best estimate of the carrying amount of capitalised development costs at 31 December 2020 was RMB15,076,000 (2019: RMB11,091,000).

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

非上市股權投資公允價值

非上市股權投資乃根據基於市場的估值技術估值，詳情載於歷史財務報表附註44。該估值要求本集團決定可資比較上市公司(同行)並選擇價格倍數。此外，本集團預計非流動性及規模差異的折扣。本集團將該等投資的公允價值分類為第II級及第III級。於二零二零年十二月三十一日，非上市股權投資公允價值為人民幣2,323,554,000元(二零一九年：人民幣1,828,297,000元)。詳情載於歷史財務報表附註20及21。

開發支出

開發支出根據詳情載於歷史財務報表附註2.4有關研發成本的會計政策資本化。確定將要資本化的金額須管理層就資產的預期未來現金產生、適用貼現率及預期效益期間作出假設。於二零二零年十二月三十一日，資本化開發支出賬面值的最佳估計為人民幣15,076,000元(二零一九年：人民幣11,091,000元)。

租賃 — 估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率(「增量借款利率」)計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品於類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時或當須對利率進行調整以反映租賃之條款及條件時，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估算增量借款利率並須作出若干實體特定的估計。

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Year Ended 31 December 2020
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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (a) The finished dose pharmaceutical products segment includes enoxaparin sodium injection and heparin sodium injection products.
- (b) The active pharmaceutical ingredients segment includes standard heparin sodium active pharmaceutical ingredients, and enoxaparin sodium active pharmaceutical ingredients.
- (c) The CDMO segment includes R&D, manufacturing, quality management, program management and commercial manufacture under customers' specific orders.
- (d) The "others" segment.

3. 重大會計判斷及估計(續)

估計不確定因素(續) 非金融資產(商譽除外)減值

本集團於各報告期間末評估所有非金融資產(包括使用權資產)有否任何減值跡象。無限使用年期的無形資產每年均會及於有減值跡象出現的其他時間進行減值測試。其他非金融資產於有跡象顯示賬面值可能無法收回時進行減值測試。倘資產的賬面值或現金產生單位超過其可收回金額(即公允價值減出售成本與其使用價值兩者中的較高者)時即存在減值。公允價值減出售成本乃根據來自同類資產公平交易中具約束力的銷售交易的可得數據或可觀察市價減出售資產的增量成本計算。計算使用價值時,管理層必須估計資產或現金產生單位的預期未來現金流量,選取合適的貼現率以計算該等現金流量的現值。

4. 經營分部資料

就管理而言,本集團根據其產品和服務分為多個業務單位,並具有以下四個可報告經營分部:

- (a) 藥物製劑分部,包括依諾肝素鈉注射液和肝素鈉注射液產品。
- (b) 原料藥分部,包括標準肝素鈉原料藥和依諾肝素鈉原料藥。
- (c) CDMO分部,包括研發、生產、質量管理、項目管理及根據客戶具體訂單進行商業生產。
- (d) 「其他」分部。

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財務報表附註

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截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION (Continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group's profit before tax except that other income and gains, selling and distribution expenses, administrative expenses, impairment losses on financial assets, other expenses, finance costs and share of profits and losses of associates are excluded from such measurement.

Segment assets exclude cash and cash equivalents, pledged deposits, deferred tax assets, equity investments designated at fair value through other comprehensive income, derivative financial instruments, financial assets at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings (other than lease liabilities), tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料(續)

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及表現評估的決定。分部表現乃根據可報告分部溢利／虧損（其為對持續經營經調整稅前利潤／虧損的一種計量）予以評估。持續經營經調整稅前利潤／虧損與本集團的稅前利潤計量方式一致，惟其他收入及收益、銷售及分銷開支、行政開支、金融資產減值虧損、其他開支、融資成本及應佔聯營公司溢利及虧損不包含於該計量內。

分部資產不包括現金及現金等價物、已抵押存款、遞延稅項資產、以公允價值計量且其變動計入其他全面收益的股權投資、衍生金融工具、以公允價值計量且其變動計入當期損益的金融資產及其他未分配總部及公司資產，因為該等資產乃按組別基準管理。

分部負債不包括計息銀行及其他借款（租賃負債除外）、應付稅款、遞延稅項負債及其他未分配總公司及公司負債，因為該等負債是乃按組別基準管理。

分部間銷售及轉讓乃參考以當時市價向第三方銷售所採用的售價進行交易。

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財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

Segments 分部		Finished dose	Active	CDMO	Others	Total
		pharmaceutical products 藥物製劑 RMB'000 人民幣千元	pharmaceutical ingredients 原料藥 RMB'000 人民幣千元		其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
Segment revenue:	分部收入：					
Sales to external customers	銷售予外部客戶	1,510,731	2,700,886	797,387	306,681	5,315,685
Intersegment sales	分部間銷售	1,782,320	1,861,116	32,500	249,999	3,925,935
		3,293,051	4,562,002	829,887	556,680	9,241,620
Reconciliation:	調整：					
Elimination of intersegment sales	抵銷分部間銷售					(3,925,935)
Revenue from contracts with customers	客戶合同收入					5,315,685
Segment results:	分部業績：	636,689	1,161,446	218,719	36,947	2,053,801
Reconciliation:	調整：					
Elimination of intersegment results	抵銷分部間業績					(36,965)
Other income and gains	其他收入及收益					365,378
Selling and distribution expenses	銷售及分銷開支					(408,901)
Administrative expenses	行政開支					(598,078)
Impairment losses on financial assets	金融資產減值虧損					(15,194)
Other expenses	其他開支					(2,385)
Finance costs	融資成本					(260,824)
Share of profits and losses of associates	應佔聯營公司溢利及虧損					231,004
Group's profit before tax	本集團稅前利潤					1,327,836

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財務報表附註

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截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

For the year ended 31 December 2020 (Continued)

截至二零二零年十二月三十一日止年度
(續)

Segments		Finished dose pharmaceutical products	Active pharmaceutical ingredients	CDMO	Others	Total
分部		藥物製劑	原料藥		其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment assets	分部資產	3,084,149	10,155,357	2,113,756	1,261,697	16,614,959
Reconciliation:	調整:					
Elimination of intersegment receivables	抵銷分部間業績					(5,257,920)
Corporate and other unallocated assets	企業及其他未分配資產					7,668,856
Total assets	資產總額					19,025,895
Segment liabilities	分部負債	1,875,201	2,315,599	315,019	2,484,552	6,990,371
Reconciliation:	調整:					
Elimination of intersegment payables	抵銷分部間業績					(5,552,972)
Corporate and other unallocated liabilities	企業及其他未分配資產					5,899,506
Total liabilities	負債總額					7,336,905
Other segment information	其他分部資料					
Depreciation and amortisation	折舊及攤銷	48,323	74,873	51,107	97,853	272,156
Investments in associates	於聯營公司之投資					1,631,183
Capital expenditure	資本開支	19,732	24,879	95,087	94,890	234,588

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Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

Segments 分部	Finished dose pharmaceutical products 藥物製劑 RMB'000 人民幣千元	Active pharmaceutical ingredients 原料藥 RMB'000 人民幣千元	CDMO RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment revenue:	分部收入：				
Sales to external customers	1,230,840	2,273,989	786,401	320,875	4,612,105
Intersegment sales	1,824,767	1,040,446	5,605	240,534	3,111,352
	3,055,607	3,314,435	792,006	561,409	7,723,457
Reconciliation:	調整：				
Elimination of intersegment sales					(3,111,352)
Revenue from contracts with customers					4,612,105
Segment results:	分部業績				
	589,230	887,107	241,497	59,986	1,777,820
Reconciliation:	調整：				
Elimination of intersegment results					(105,631)
Other income and gains					833,775
Selling and distribution expenses					(411,318)
Administrative expenses					(521,039)
Impairment losses on financial assets					(737)
Other expenses					(569)
Finance costs					(275,198)
Share of profits and losses of associates					18,177
Group's profit before tax	本集團稅前利潤				
					1,315,280

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Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

For the year ended 31 December 2019 (Continued)

截至二零一九年十二月三十一日止年度
(續)

Segments 分部		Finished dose pharmaceutical products 藥物製劑 RMB'000 人民幣千元	Active pharmaceutical ingredients 原料藥 RMB'000 人民幣千元	CDMO RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment assets	分部資產	2,433,244	7,360,530	2,336,649	1,179,265	13,309,688
<u>Reconciliation:</u>	<u>調整:</u>					
Elimination of intersegment receivables	抵銷分部間應收款項					(2,694,723)
Corporate and other unallocated assets	企業及其他未分配資產					4,736,982
Total assets	資產總值					15,351,947
Segment liabilities	分部負債	1,635,400	1,402,398	358,815	1,852,782	5,249,395
<u>Reconciliation:</u>	<u>調整:</u>					
Elimination of intersegment payables	抵銷分部間應付款項					(3,288,500)
Corporate and other unallocated liabilities	企業及其他未分配負債					5,919,178
Total liabilities	負債總額					7,880,073
Other segment information	其他分部資料					
Depreciation and amortisation	折舊及攤銷	45,452	47,884	135,891	19,037	248,264
Investments in associates	於聯營公司之投資					1,349,772
Capital expenditure	資本開支	71,473	92,085	110,023	63,675	337,256

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Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION (Continued)

Geographical information

(a) Revenue from external customers

4. 經營分部資料(續)

區域資料

(a) 來自外部客戶的收入

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Hong Kong	香港	51,404	18,046
United States of America	美國	894,076	1,019,402
Europe	歐洲	2,904,348	2,639,743
Mainland China	中國內地	514,511	401,830
Other countries/regions	其他國家／地區	951,346	533,084
		5,315,685	4,612,105

The revenue information above is based on the locations of the customers.

上述收入資料乃基於客戶所在位置。

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Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION
(Continued)

Geographical information (Continued)

(b) Non-current assets

		As at 31 December	
		於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China	中國內地	3,725,102	3,528,739
United States of America	美國	3,546,915	3,665,249
Europe	歐洲	171,057	184,672
Hong Kong	香港	2,771	-

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

During the year ended 31 December 2020, revenue of approximately RMB769,183,000 derived from a single external customer accounted for more than 10% of the total revenue.

During the year ended 31 December 2019, revenue of approximately RMB1,036,608,000 derived from a single external customer accounted for more than 10% of the total revenue.

4. 經營分部資料(續)

區域資料(續)

(b) 非流動資產

		As at 31 December	
		於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China	中國內地	3,725,102	3,528,739
United States of America	美國	3,546,915	3,665,249
Europe	歐洲	171,057	184,672
Hong Kong	香港	2,771	-

上述非流動資產資料乃基於資產所在位置，不包括金融工具與遞延所得稅資產。

有關主要客戶的資料

於截至二零二零年十二月三十一日止年度期間，來自佔總收入10%以上的單一外部客戶的收入約為人民幣769,183,000元。

於截至二零一九年十二月三十一日止年度期間，來自佔總收入10%以上的單一外部客戶的收入約為人民幣1,036,608,000元。

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Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

5. REVENUE

An analysis of revenue is as follows:

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2020

Segments		Finished dose	Active	CDMO	Others	Total
		pharmaceutical	pharmaceutical			
分部		藥物製劑	原料藥		其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Types of goods or services	商品或服務類別					
Sale of products	產品銷售	1,510,731	2,700,886	-	244,855	4,456,472
CDMO services	CDMO服務	-	-	797,387	-	797,387
Others	其他	-	-	-	61,826	61,826
Total revenue from contracts with customers	客戶合同收入總額	1,510,731	2,700,886	797,387	306,681	5,315,685
Geographical markets	區域市場					
Hong Kong	香港	1,050	50,354	-	-	51,404
United States of America	美國	22,719	176,848	575,330	119,179	894,076
Europe	歐洲	1,173,725	1,528,860	157,466	44,297	2,904,348
Mainland China	中國內地	235,000	172,834	-	106,677	514,511
Other countries/regions	其他國家/地區	78,237	771,990	64,591	36,528	951,346
Total revenue from contracts with customers	客戶合同收入總額	1,510,731	2,700,886	797,387	306,681	5,315,685
Timing of revenue recognition	收入確認時間					
Products transferred at a point in time	在某個時間點轉移產品	1,510,731	2,700,886	-	244,855	4,456,472
Services transferred at a point in time	在某個時間點轉移服務	-	-	220,788	36,392	257,180
Services transferred over time	隨時間轉移服務	-	-	576,599	25,434	602,033
Total revenue from contracts with customers	客戶合同收入總額	1,510,731	2,700,886	797,387	306,681	5,315,685

5. 收入

收入的分析如下：

客戶合同收入

(i) 分類收入資料

截至二零二零年十二月三十一日止年度

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Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

5. REVENUE (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

For the year ended 31 December 2019

Segments	Finished dose pharmaceutical products	Active pharmaceutical ingredients	CDMO	Others	Total
分部	藥物製劑	原料藥	CDMO	其他	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Types of goods or services	商品或服務類別				
Sale of products	1,230,840	2,273,989	-	287,538	3,792,367
CDMO services	-	-	786,401	-	786,401
Others	-	-	-	33,337	33,337
Total revenue from contracts with customers	1,230,840	2,273,989	786,401	320,875	4,612,105
Geographical markets	區域市場				
Hong Kong	1,751	16,295	-	-	18,046
United States of America	-	114,069	717,825	187,508	1,019,402
Europe	969,205	1,634,129	1,862	34,547	2,639,743
Mainland China	231,637	96,120	-	74,073	401,830
Other countries/regions	28,247	413,376	66,714	24,747	533,084
Total revenue from contracts with customers	1,230,840	2,273,989	786,401	320,875	4,612,105
Timing of revenue recognition	收入確認時間				
Products transferred at a point in time	1,230,840	2,273,989	-	287,538	3,792,367
Services transferred at a point in time	-	-	137,619	5,411	143,030
Services transferred over time	-	-	648,782	27,926	676,708
Total revenue from contracts with customers	1,230,840	2,273,989	786,401	320,875	4,612,105

5. 收入(續)

客戶合同收入(續)

(i) 分類收入資料(續)

截至二零一九年十二月三十一日止年度

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Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

5. REVENUE (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised during the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:	計入年初合約負債結餘的已確認收入：		
Sale of products	產品銷售	3,642	9,177
CDMO services	CDMO服務	197,544	216,248
Others	其他	-	30,449
		201,186	255,874

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of products

The performance obligation is satisfied upon delivery of the products and payment is generally due within 30 to 180 days from delivery, except for PRC customers of the finished dose pharmaceutical products, where payment in advance is normally required.

CDMO services

For services under the FFS model, revenue is recognised over time and the performance obligation is part of a contract that has an original expected duration of one year or less. Therefore, under practical expedients allowed by IFRS 15, the Group does not disclose the value of unsatisfied performance obligations under the FFS model.

5. 收入(續)

客戶合同收入(續)

(i) 分類收入資料(續)

下表顯示在每個報告期初已計入合約負債並在先前期間已履行的履約責任中確認的在當前報告期確認的收入金額：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:	計入年初合約負債結餘的已確認收入：		
Sale of products	產品銷售	3,642	9,177
CDMO services	CDMO服務	197,544	216,248
Others	其他	-	30,449
		201,186	255,874

(ii) 履約責任

本集團履約責任的資料概述如下：

產品銷售

除藥物製劑的中國客戶一般要求提前付款外，履約責任於產品交付後完成，且付款一般於交付後30日至180日內完成。

CDMO服務

就FFS模式下的服務而言，收入隨著時間推移而確認，且履約責任為初始預期期限不超過一年的合同的組成部分，因此，根據《國際財務報告準則》第15號的可行權宜方法，本集團不會對FFS模式下的未履約責任的價值進行披露。

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5. REVENUE (Continued)**Revenue from contracts with customers (Continued)****(ii) Performance obligations (Continued)***CDMO services (Continued)*

For certain CDMO services, the directors of the Company have determined that performance obligations are satisfied upon acceptance of the deliverable products under customers' specific orders, and therefore, the performance obligation is recognised as revenue at a point in time.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	1,048,314	176,576

All the performance obligations are expected to be recognised within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. 收入(續)**客戶合同收入(續)****(ii) 履約責任(續)***CDMO服務(續)*

就若干CDMO服務而言，本公司董事已確定，於接受客戶具體訂單下的可交付產品後，履約責任即告完成，因此，履約責任於某個時間點確認為收入。

於十二月三十一日分配至剩餘履約責任(未履行或部分未履行)的交易價格如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	1,048,314	176,576

所有履約責任預計於一年內予以確認。上述所披露的金額不包括受限制的可變對價。

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6. OTHER INCOME AND GAINS

6. 其他收入及收益

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	34,647	45,673
Government grants related to	與以下相關的政府補助		
– Assets*	— 資產*	2,072	2,106
– Income**	— 收入**	44,679	32,374
Dividend income from financial assets	以公允價值計量且其變動		
at fair value through profit or loss	計入當期損益的金融資產的		
	股息收入	14,590	643
Dividend income from financial assets designated	指定以公允價值計量且其變動		
at fair value through other comprehensive income	計入其他全面收益的金融資產		
	的股息收入	16,561	16,541
		112,549	97,337
Other gains	其他收益		
Foreign exchange (losses)/gains, net	匯兌(虧損)/收益淨額	(248,832)	32,072
Gains on disposal of financial assets	出售以公允價值計量且其變動		
at fair value through profit or loss	計入當期損益的金融資產的		
	收益	5,444	4,774
Fair value gains, net:	公允價值收益淨額：		
Fair value gains on financial assets	以公允價值計量且其變動計入		
at fair value through profit or loss	當期損益的金融資產的		
	公允價值收益	506,936	199,726
Fair value losses on derivative instruments	衍生工具的公允價值虧損	(20,480)	(83,242)
Gains on deemed disposal of a subsidiary	視作出售一家子公司的收益	-	573,865
(Losses)/gains on disposal of items of property,	出售物業、廠房及設備項目的		
plant and equipment	(虧損)/收益	(1)	2,068
Interest income from debt investment	債權投資的利息收入	5,972	-
Others	其他	3,790	7,175
		252,829	736,438
		365,378	833,775

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6. OTHER INCOME AND GAINS (Continued)

- * The Group has received certain government grants related to assets to invest in laboratory equipment and plant. The grants related to assets were recognised in profit or loss over the useful lives of the relevant assets. Details of these grants related to assets are set out in note 32.
- ** The government grants and subsidies related to income have been received to compensate for the Group's research and development costs. Certain of the grants related to income have future related costs expected to be incurred and require the Group to comply with conditions attached to the grants and the government to acknowledge the compliance of these conditions. These grants related to income are recognised in the statement of profit or loss on a systematic basis over the periods that the costs, for which they are intended to compensate, are expensed. Details of these grants are set out in note 32.

Other government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

6. 其他收入及收益(續)

- * 本集團已獲得與資產相關的若干政府補助，用於投資實驗室設備和工廠。與資產相關的補助在相關資產的使用年期內於損益中確認。與資產有關的該等補助詳情載於附註32。
- ** 已收取與收入相關的政府補助和補貼，以補償本集團的研發成本。與收入相關的若干補助預計會產生與未來有關的費用，並要求本集團遵守補助附帶的條件，並讓政府確認我們遵守該等條件。該等與收入有關的補助在擬補償的費用被支出的期間內，有系統地在損益表中確認。該等補助詳情載列於附註32。

應收取其他與收入相關的政府補助(作為已發生的費用或損失的補償，或為直接向本集團提供財務支持而並無未來相關成本)在其成為應收款項期間於損益確認。

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

7. 稅前利潤

本集團的稅前利潤乃經扣除/(計入)以下各項後得出：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of inventories sold	出售存貨的成本	2,701,311	2,391,262
Cost of services provided	提供服務的成本	597,538	548,654
Depreciation of property, plant and equipment	物業、廠房及設備折舊	220,033	196,164
Depreciation of right-of-use assets	使用權資產折舊	35,212	39,462
Amortisation of other intangible assets	其他無形資產攤銷	52,123	52,100
Research and development costs*	研發成本*	160,008	148,714
Auditor's remuneration	核數師薪酬	5,700	3,440
Expense related to public offering	公开发售相關開支	32,101	20,363
Employee benefit expense (including directors' and supervisors' remuneration):	僱員福利開支(包括董事及監事的薪酬):		
Salaries and other benefits	工資及其他福利	582,211	650,603
Pension scheme contributions, social welfare and other welfare	退休金計劃供款、社會福利及其他福利	117,290	147,637
Lease payment not included in the measurement of lease liabilities	並未計入租賃負債計量的租賃付款	1,454	2,596
Bank interest income	銀行利息收入	(34,647)	(45,673)
Finance costs	融資成本	260,824	275,198
Interest income from debt investment	債權投資的利息收入	5,972	-
Dividend income from financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產的股息收入	(14,590)	(643)
Dividend income from financial assets at fair value through other comprehensive income	以公允價值計量且其變動計入其他全面收益的金融資產的股息收入	(16,561)	(16,541)
Foreign exchange losses/(gains), net	匯兌虧損/(收益)淨額	248,832	(32,072)
Gains on disposal of financial assets at fair value through profit or loss	出售以公允價值計量且其變動計入當期損益的金融資產的收益	(5,444)	(4,774)
Fair value losses on derivative instruments	衍生工具的公允價值虧損	20,480	83,242
Fair value gains on financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產的公允價值收益	(506,936)	(199,726)
Gain on deemed disposal of a subsidiary	視作出售一家子公司的收益	-	(573,865)
Losses/(gains) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損/(收益)	1	(2,068)
Impairment losses on financial assets	金融資產減值虧損	15,194	737
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	55,879	48,025

* Research and development costs are included in "Administrative expenses" in the consolidated statement of profit or loss.

* 研發成本包含在綜合損益表的「行政開支」中。

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8. FINANCE COSTS

An analysis of finance costs is as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest expenses on:	以下各項的利息支出：		
Bank borrowings	銀行借款	147,240	192,431
Corporate bonds	公司債券	96,248	63,725
Lease liabilities	租賃負債	4,231	5,684
Other finance costs	其他融資成本	13,105	13,358
		260,824	275,198

9. DIRECTORS' AND SUPERVISORS' REMUNERATION

The remuneration of each director and supervisor as recorded during the year is set out below:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	300	300
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	13,000	7,106
Performance related bonuses*	績效掛鈎花紅*	13,507	-
Pension scheme contributions	退休金計劃供款	56	206
		26,863	7,612

* Certain executive directors and supervisors of the Company are entitled to bonus payments which are determined as a percentage of the profit after tax of the Group.

8. 融資成本

融資成本分析如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest expenses on:	以下各項的利息支出：		
Bank borrowings	銀行借款	147,240	192,431
Corporate bonds	公司債券	96,248	63,725
Lease liabilities	租賃負債	4,231	5,684
Other finance costs	其他融資成本	13,105	13,358
		260,824	275,198

9. 董事及監事薪酬

於年內錄得的董事及監事薪酬載列如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	300	300
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	13,000	7,106
Performance related bonuses*	績效掛鈎花紅*	13,507	-
Pension scheme contributions	退休金計劃供款	56	206
		26,863	7,612

* 本公司若干執行董事及監事有權獲得花紅，按本集團除稅後溢利的百分比確定。

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9. DIRECTORS' AND SUPERVISORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mr. Zhang Rongqing (note (a))	張榮慶先生(附註(a))	-	100
Mr. Chen Junfa	陳俊發先生	100	100
Mr. Wang Zhaohui	王肇輝先生	100	100
Mr. Lu Chuan (note (b))	呂川先生(附註(b))	100	-
		300	300

There were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

年內概無其他應付獨立非執行董事酬金(二零一九年:零)。

(b) Executive directors, a non-executive director and supervisors

Year ended		Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
31 December 2020		薪金、津貼及實物福利	績效掛鈎花紅	退休金計劃供款	薪酬總額
截至2020年12月31日止年度		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事				
Mr. Li Li	李鋌先生	2,908	1,580	12	4,500
Ms. Li Tan	李坦女士	2,471	1,379	9	3,859
Mr. Shan Yu	單宇先生	2,470	2,074	11	4,555
Mr. Sun Xuan (note (c))	孫暄先生(附註(c))	3,669	7,446	15	11,130
Non-executive director	非執行董事				
Mr. Bu Haihua (note (d))	步海華先生(附註(d))	685	721	3	1,409
Supervisors	監事				
Mr. Zheng Zehui	鄭澤輝先生	100	-	-	100
Mr. Tang Haijun	唐海均先生	393	219	3	615
Ms. Su Jilan	蘇紀蘭女士	304	88	3	395
		13,000	13,507	56	26,563

9. 董事及監事薪酬(續)

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mr. Zhang Rongqing (note (a))	張榮慶先生(附註(a))	-	100
Mr. Chen Junfa	陳俊發先生	100	100
Mr. Wang Zhaohui	王肇輝先生	100	100
Mr. Lu Chuan (note (b))	呂川先生(附註(b))	100	-
		300	300

年內概無其他應付獨立非執行董事酬金(二零一九年:零)。

(b) 執行董事、非執行董事及監事

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9. DIRECTORS' AND SUPERVISORS' REMUNERATION (continued)

(b) Executive directors, a non-executive director and supervisors (continued)

Year ended		Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
31 December 2019		薪金、津貼及實物福利	績效掛鈎花紅	退休金計劃供款	薪酬總額
截至2019年12月31日止年度		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事				
Mr. Li Li	李鋌先生	1,713	–	35	1,748
Ms. Li Tan	李坦女士	1,179	–	35	1,214
Mr. Shan Yu	單宇先生	1,931	–	35	1,966
Mr. Bu Haihua (note (d))	步海華先生(附註(d))	1,460	–	35	1,495
Supervisors	監事				
Mr. Zheng Zehui	鄭澤輝先生	100	–	–	100
Mr. Tang Haijun	唐海均先生	394	–	35	429
Ms. Su Jilan	蘇紀蘭女士	329	–	31	360
		7,106	–	206	7,312

Notes:

- (a) Mr. Zhang Rongqing was appointed as an independent non-executive director of the Company with effect from 23 May 2017 and resigned on 18 December 2019.
- (b) Mr. Lu Chuan was appointed as an independent non-executive director of the Company with effect from 18 December 2019.
- (c) Mr. Sun Xuan was appointed as an executive director of the Company with effect from 27 February 2020.
- (d) Mr. Bu Haihua was resigned as an executive director on 30 August 2020 and appointed as a non-executive director of the Company with effect from 31 August 2020.

There was no arrangement under which a director or a supervisor waived or agreed to waive any remuneration during the year.

9. 董事及監事薪酬(續)

(b) 執行董事、非執行董事及監事(續)

附註：

- (a) 張榮慶先生自二零一七年五月二十三日日起被任命為本公司獨立非執行董事，並於二零一九年十二月十八日辭職。
- (b) 呂川先生自二零一九年十二月十八日起被任命為本公司獨立非執行董事。
- (c) 孫暄先生自二零二零年二月二十七日起被任命為本公司執行董事。
- (d) 步海華先生於二零二零年八月三十日辭任執行董事，並自二零二零年八月三十一日起被任命為本公司非執行董事。

年內概無董事或監事放棄或同意放棄任何薪酬的安排。

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2019: nil), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining two (2019: five) highest paid employees who are neither a director of the Company are as follows:

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	8,602	20,069
Performance related bonuses	績效掛鈎花紅	2,381	–
Pension scheme contributions	退休金計劃供款	925	952
		11,908	21,021

The number of non-director and highest paid employees whose remuneration fell within the following band is as follows:

		Number of employees 僱員數目	
		Year ended 31 December 截至12月31日止年度	
		2020 2020年	2019 2019年
Nil to HK\$3,500,000	零至3,500,000港元	–	–
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	–	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	–	3
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	–	–
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	–	–
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至6,000,000港元	1	–
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	–	–
HK\$6,500,001 to HK\$7,000,000	6,500,001港元至7,000,000港元	–	–
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	–	–
HK\$7,500,001 to HK\$8,000,000	7,500,001港元至8,000,000港元	–	1
HK\$8,000,001 to HK\$8,500,000	8,000,001港元至8,500,000港元	1	–
		2	5

10. 五名最高薪酬僱員

本集團於年內的五名最高薪酬人士包括三名董事(二零一九年：零)，其薪酬詳情載於上文附註9。其餘兩名(二零一九年：五名)並非本公司董事的最高薪酬僱員於年內的薪酬詳情如下：

薪酬在以下範圍內的非董事及最高薪酬僱員人數如下：

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11. INCOME TAX

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of the PRC subsidiaries is 25% unless they are subject to tax exemption set out below.

The Company was accredited as a “High and New Technology Enterprise” in 2018, the qualification of which would expire in three years, and therefore, the Company was entitled to a preferential CIT rate of 15% for the years ended 31 December 2020 and 2019. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

Shenzhen Techdow Pharmaceutical Co., Ltd. was accredited as a “High and New Technology Enterprise” in 2017, the qualification of which was subsequently renewed in 2020, and therefore, Shenzhen Techdow Pharmaceutical Co., Ltd. was entitled to a preferential CIT rate of 15% for the years ended 31 December 2020 and 2019. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

The group entities incorporated in USA are subject to the federal corporate tax rate of 21% for the years ended 31 December 2020 and 2019. The state income tax rate remains at a range from 1% to 10% for the years ended 31 December 2020 and 2019.

The group entities incorporated in Europe, other than Netherlands and Italy, are subject to the corporate income tax rate in the range of from 19% to 25% for the years ended 31 December 2020 and 2019.

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity are taxed at 8.25%, and profits above HK\$2 million are taxed at 16.5%. The profits of the group entities not qualifying for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5% for the years ended 31 December 2020 and 2019.

11. 所得稅

本集團須按實體基準就來自或源自本集團成員公司所處及經營所在司法管轄區的溢利繳納所得稅。

根據《中華人民共和國企業所得稅法》(「《企業所得稅法》」)及《企業所得稅法實施條例》，中國子公司的企業所得稅稅率為25%，除非其獲得以下稅項豁免。

本公司於二零一八年被認定為「高新技術企業」，該資格有效期為三年，因此，本公司截至二零二零年及二零一九年十二月三十一日止年度有權享有15%的優惠企業所得稅稅率。該資格由中國相關稅務機關每三年審查一次。

深圳市天道醫藥有限公司於二零一七年被認定為「高新技術企業」，並隨後於二零二零年續認，因此，深圳市天道醫藥有限公司截至二零二零年及二零一九年十二月三十一日止年度有權享有15%的優惠企業所得稅稅率。該資格由中國相關稅務機關每三年審查一次。

截至二零二零年及二零一九年十二月三十一日止年度，在美國註冊成立的集團實體須按21%的稅率繳納聯邦企業稅。截至二零二零年及二零一九年十二月三十一日止年度，州所得稅稅率保持在1%至10%之間。

截至二零二零年及二零一九年十二月三十一日止年度，在歐洲(荷蘭及意大利除外)註冊成立的集團實體須按19%至25%的稅率繳納企業所得稅。

香港立法會於二零一八年三月二十一日通過《2017年稅務(修訂)(第7號)條例草案》(「《條例草案》」)，引入兩級制利得稅率制度。《條例草案》於二零一八年三月二十八日簽署成為法律，並於次日在憲報上刊登。在兩級制利得稅率制度下，合資格集團實體的首2百萬港元的利得稅率為8.25%，而超過2百萬港元的利得稅率為16.5%。截至二零二零年及二零一九年十二月三十一日止年度，不符合兩級制利得稅率制度資格的集團實體，將繼續按16.5%的統一稅率繳納利得稅。

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11. INCOME TAX (Continued)

The group entities incorporated in Netherlands are subject to the corporate income tax rate of 16.5% for taxable income that does not exceed the amount of EUR 200,000, and if the taxable income exceeds the amount of EUR200,000, the tax rate of 25% should apply to the part that exceeds the amount of EUR200,000 for the years ended 31 December 2020 and 2019.

The group entity incorporated in Italy is subject to the corporate income tax rate of 24% and Imposta regionale sulle attività produttive (“IRAP”) tax rate of 3.9% for the years ended 31 December 2020 and 2019.

The major components of the income tax expense for the year are as follows:

11. 所得稅(續)

截至二零二零年及二零一九年十二月三十一日止年度，在荷蘭註冊成立的集團實體，應課稅收入不超過200,000歐元的部分須按16.5%的稅率繳納企業所得稅；倘應課稅收入超過200,000歐元，則超過200,000歐元的部分須按25%的稅率繳納企業所得稅。

截至二零二零年及二零一九年十二月三十一日止年度，在意大利註冊成立的集團實體須按24%的稅率繳納企業所得稅，並按3.9%的稅率繳納大區稅。

年內所得稅開支的主要組成部分如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax expense	即期稅項開支		
PRC	中國	71,311	96,132
USA	美國	52,225	75,264
Elsewhere	其他地區	1,939	495
Under provision in prior years	過往年度撥備不足	8,055	133
		133,530	172,024
Deferred tax expense	遞延稅項開支		
PRC	中國	99,594	90,814
USA	美國	51,029	20,983
Elsewhere	其他地區	22,051	(12,439)
		172,674	99,358
Total tax charge for the year	年內稅項支出總額	306,204	271,382

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11. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the statutory tax rates to the effective tax rates, are as follows:

		2020 2020年 RMB'000 人民幣千元	%	2019 2019年 RMB'000 人民幣千元	%
Profit before tax	稅前利潤	1,327,836		1,315,280	
Tax at the statutory tax rate	按法定稅率計算之稅項	327,479	25	329,433	25
Lower tax rate for specific provinces or enacted by local authority	特定省份或地方機關頒佈的較低稅率	(54,595)	(4)	(120,409)	(9)
Effect on opening deferred tax of decrease in rates	利率下調對期初遞延稅項的影響	2,630	0	26,832	2
Adjustments in respect of current tax of previous periods	就過往期間即期稅項作出的調整	8,055	1	133	0
Income not subject to tax	免稅收入	(6,529)	0	(196)	0
Expenses not deductible for tax	不可扣稅開支	3,828	0	1,623	0
Utilization of previously unrecognised tax losses	動用過往未確認的稅項虧損	(12,172)	(1)	(692)	0
Tax losses and temporary difference not recognised	未確認稅項虧損和暫時性差異	54,157	4	50,760	4
Super deduction for research and development expenses	研發成本超級減免	(16,649)	(1)	(12,975)	(1)
Others	其他	-	0	(3,127)	0
Tax charge at the Group's effective rate	按本集團的實際稅率計算的稅項支出	306,204	23	271,382	21

11. 所得稅(續)

就稅前利潤按本公司及其大部分子公司所在司法管轄區的法定稅率計算稅項開支與按實際稅率計算稅項開支的對賬，以及法定稅率與實際稅率的對賬如下：

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12. DIVIDENDS

12. 股息

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Proposed final – RMB15 cent (2019: RMB18 cent) per ordinary share	220,094	224,496

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度的擬派末期股息尚待本公司股東於即將舉行的股東週年大會上批准。

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic and diluted earnings per share amounts is based on the profit attributable to ordinary equity holders of the parent, and the weighted average number of 1,353,329,463 ordinary shares (2019: 1,247,201,704) in issue during the year as adjusted to reflect rights issue during the year. The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2020 and 2019.

The calculation of basic and diluted earnings per share are based on:

13. 母公司普通股權益持有人應佔每股盈利

每股基本及攤薄盈利的計算乃基於母公司普通股權益持有人應佔溢利，以及年內已發行1,353,329,463股普通股（二零一九年：1,247,201,704股）的加權平均數（經調整，以反映年內供股）。截至二零二零年及二零一九年十二月三十一日止年度，本集團概無已發行的潛在攤薄普通股。

每股基本及攤薄盈利的計算基於：

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
<u>Earnings</u>		
Profit attributable to ordinary equity holders of the parent	1,024,210	1,059,700
Year ended 31 December		
截至12月31日止年度		
	2020 2020年	2019 2019年
<u>Number of shares</u>		
Weighted average number of ordinary shares in issue during the year, used in the basic and diluted earnings per share calculation	1,353,329,463	1,247,201,704

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14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

	2020年12月31日		2020年12月31日		2020年12月31日		2020年12月31日		2020年12月31日		2020年12月31日	
	於2020年1月1日：	成本	於2020年1月1日：	成本	於2020年12月31日：	成本	於2020年12月31日：	成本	於2020年12月31日：	成本	於2020年12月31日：	成本
	成本	累計折舊	成本	累計折舊	成本	累計折舊	成本	累計折舊	成本	累計折舊	成本	累計折舊
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2020												
At 1 January 2020:												
Cost	1,491,310	1,189,160	48,700	75,551	33,489	9,213	720,385	3,567,808				
Accumulated depreciation	(280,119)	(516,747)	(29,188)	(52,445)	-	(1,077)	-	(879,576)				
Net carrying amount	1,211,191	672,413	19,512	23,106	33,489	8,136	720,385	2,688,232				
At 1 January 2020, net of accumulated depreciation	1,211,191	672,413	19,512	23,106	33,489	8,136	720,385	2,688,232				
Additions	-	3,005	-	1,100	-	2,030	217,835	223,970				
Disposals	-	(395)	(492)	(43)	-	-	-	(930)				
Depreciation provided during the year	(61,780)	(143,258)	(3,492)	(11,027)	-	(476)	-	(220,033)				
Transfers	93,181	437,746	2,242	10,687	-	-	(563,964)	(20,108)				
Exchange realignment	(12,177)	(21,493)	(1,081)	(861)	(2,167)	(41)	(9,862)	(47,682)				
At 31 December 2020, net of accumulated depreciation	1,230,415	948,018	16,689	22,962	31,322	9,649	364,394	2,623,449				
At 31 December 2020:												
Cost	1,568,978	1,565,878	44,321	82,953	31,322	11,244	364,394	3,669,090				
Accumulated depreciation	(338,563)	(617,860)	(27,632)	(59,991)	-	(1,595)	-	(1,045,641)				
Net carrying amount	1,230,415	948,018	16,689	22,962	31,322	9,649	364,394	2,623,449				

14. PROPERTY, PLANT AND EQUIPMENT (Continued) 14. 物業、廠房及設備(續)

	Buildings 樓宇	Machine equipment 機器設備	Motor vehicles 機動車	Other equipment 其他設備	Land 土地	Leasehold improvements 租賃物業裝修	Construction in progress 在建工程	Total 合計
	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
31 December 2019	於2019年12月31日							
At 1 January 2019:	於2019年1月1日:							
Cost	1,393,703	940,353	48,110	70,912	32,946	12,033	745,243	3,243,300
Accumulated depreciation	(220,239)	(396,116)	(25,267)	(46,117)	-	(1,322)	-	(689,061)
Net carrying amount	1,173,464	544,237	22,843	24,795	32,946	10,711	745,243	2,554,239
At 1 January 2019, net of accumulated depreciation	於2019年1月1日，扣除累計折舊							
Additions	1,173,464	544,237	22,843	24,795	32,946	10,711	745,243	2,554,239
Disposals	17,418	6,346	-	3,052	-	68	296,356	323,240
Disposal of a subsidiary	-	(628)	(4)	(106)	-	-	-	(738)
Depreciation provided during the year	(59,199)	(2,062)	-	(286)	-	(1,997)	-	(4,345)
Transfers	76,641	244,641	381	2,323	-	(643)	-	(196,164)
Exchange realignment	2,867	5,340	302	179	543	(3)	(323,986)	-
At 31 December 2019, net of accumulated depreciation	於2019年12月31日，扣除累計折舊							
Cost	1,491,310	1,189,160	48,700	75,551	33,489	9,213	720,385	3,567,808
Accumulated depreciation	(280,119)	(516,747)	(29,188)	(62,445)	-	(1,077)	-	(879,576)
Net carrying amount	1,211,191	672,413	19,512	23,106	33,489	8,136	720,385	2,688,232
At 31 December 2019:	於2019年12月31日:							
Cost	1,491,310	1,189,160	48,700	75,551	33,489	9,213	720,385	3,567,808
Accumulated depreciation	(280,119)	(516,747)	(29,188)	(62,445)	-	(1,077)	-	(879,576)
Net carrying amount	1,211,191	672,413	19,512	23,106	33,489	8,136	720,385	2,688,232

The information about the pledged assets is disclosed in note 41 to the financial statements.

有關已抵押資產的資料於財務報表附註41中披露。

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15. LEASES

The Group as a lessee

The Group has lease contracts for various items of properties, equipment, motor vehicles and leasehold land in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 30 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of properties generally have lease terms between 2 and 18 years; equipment generally have lease terms between 19 months and 5 years; and motor vehicles generally have lease terms between 13 months and 4 years.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Properties 物業	Equipment 設備	Motor vehicles 機動車	Leasehold land 租賃土地	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
As at 1 January 2019	於2019年1月1日	119,597	8,347	5,398	128,564	261,906
Additions	新增	9,168	2,982	2,301	-	14,451
Depreciation charge	折舊費用	(27,803)	(4,311)	(2,394)	(4,954)	(39,462)
Early termination	提前終止	(982)	-	-	-	(982)
Exchange realignment	匯兌調整	1,313	121	(49)	-	1,385
As at 31 December 2019 and 1 January 2020	於2019年12月31日及 2020年1月1日	101,293	7,139	5,256	123,610	237,298
Additions	新增	4,334	1,271	1,265	-	6,870
Depreciation charge	折舊費用	(24,188)	(3,388)	(2,682)	(4,954)	(35,212)
Early termination	提前終止	(16,738)	-	(780)	-	(17,518)
Exchange realignment	匯兌調整	(4,907)	(459)	119	-	(5,247)
As at 31 December 2020	於2020年12月31日	59,794	4,563	3,178	118,656	186,191

15. 租賃

本集團作為承租人

本集團就其經營中使用的各種物業、設備、機動車及租賃土地項目擁有租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為30至50年，而根據該等土地租賃的條款，將不會繼續支付任何款項。物業租賃之租期通常為2至18年；設備之租期通常為19個月至5年；及機動車之租期通常為13個月至4年。

(a) 使用權資產

本集團年內使用權資產的賬面值及變動如下：

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15. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	119,233	137,527
New leases	新租賃	6,870	14,451
Accretion of interest recognised during the year	年內確認的利息增加	4,231	5,684
Payments	支付	(32,957)	(39,418)
Early termination	提前終止	(14,452)	(450)
Exchange realignment	匯兌調整	(5,682)	1,439
Carrying amount at 31 December	於12月31日的賬面值	77,243	119,233
Analysed into:	分析為：		
Current portion	即期部分	25,600	31,980
Non-current portion	非即期部分	51,643	87,253

The maturity analysis of lease liabilities is disclosed in note 45 to the financial statements.

租賃負債的到期日分析在財務報表附註45中披露。

(c) The amounts recognised in profit or loss in relation to leases are as follows:

(c) 就租賃在損益中確認的金額如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債的利息	4,231	5,684
Depreciation charge of right-of-use assets	使用權資產折舊費	35,212	39,462
Expense relating to short-term leases	短期租賃相關開支	1,271	1,993
Expense relating to leases of low-value assets	與低價值資產租賃有關之支出	183	603
Total amount recognised in profit or loss	於損益中確認的款項總額	40,897	47,742

(d) The total cash outflow for leases are disclosed in note 39.

(d) 租賃的現金流出總額於附註39中披露。

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15. LEASES (Continued)

The Group as a lessor

The Group leases its certain properties (note 14) consisting of certain buildings in Mainland China under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB2,884,000 (2019: RMB2,169,000).

At 31 December 2020, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	375	318
After one year but within two years	一年後但於兩年內	147	302
After two years but within three years	兩年後但於三年內	147	147
After three years but within four years	三年後但於四年內	73	147
After four years but within five years	四年後但於五年內	-	73
		742	987

15. 租賃(續)

本集團作為出租人

本集團根據經營租賃安排租賃其在中國內地的若干物業(附註14)，包括若干建築物。租賃條款一般要求租戶支付保證金，並規定會根據當時市況定期調整租金。本集團於年內確認的租金收入為人民幣2,884,000元(二零一九年：人民幣2,169,000元)。

於二零二零年十二月三十一日，本集團根據與租戶訂立之不可撤銷經營租賃於未來期間之應收未貼現租賃付款如下：

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16. GOODWILL

16. 商譽

		RMB'000 人民幣千元
At 1 January 2019:	於2019年1月1日：	
Cost	成本	2,316,763
Accumulated impairment	累計減值	-
Net carrying amount	賬面淨值	2,316,763
Cost at 1 January 2019, net of accumulated impairment	於2019年1月1日的成本，已扣除累計減值	2,316,763
Impairment during the year	年內減值	-
Exchange realignment	匯兌調整	38,145
At 31 December 2019	於2019年12月31日	2,354,908
At 31 December 2019:	於2019年12月31日：	
Cost	成本	2,354,908
Accumulated impairment	累計減值	-
Net carrying amount	賬面淨值	2,354,908
Cost at 1 January 2020, net of accumulated impairment	於2020年1月1日的成本，已扣除累計減值	2,354,908
Impairment during the year	年內減值	-
Exchange realignment	匯兌調整	(152,342)
Cost and net carrying amount at 31 December 2020	於2020年12月31日的成本及賬面淨值	2,202,566
At 31 December 2020:	於2020年12月31日	
Cost	成本	2,202,566
Accumulated impairment	累計減值	-
Net carrying amount	賬面淨值	2,202,566

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16. GOODWILL (Continued)

Impairment testing of goodwill

On 9 April 2014, goodwill arising from the acquisition of SPL Acquisition Corp. amounted to RMB1,297,621,000.

On 5 October 2015, goodwill arising from the acquisition of Cytovance Biologics Inc. amounted to RMB814,940,000.

Goodwill is allocated to Heparin SPL cash-generating unit (“SPL CGU”) and CDMO cash-generating unit (“CDMO CGU”) (collectively of the two above, the “CGUs”) for impairment testing. The recoverable amount of the Heparin SPL CGU and CDMO CGU have been determined based on the higher of VIU and FVLCD. VIU is determined using cash flow projections based on financial budgets covering a five-year period approved by senior management. In measuring FVLCD, multiple valuation techniques are used to measure fair value. The fair value is evaluated using a combination of the income approach and the market approach, with 50 percent weighting for each approach.

The respective recoverable amount and the carrying value of the CGUs as at 31 December 2020 and 2019 are as follows:

Heparin SPL CGU

Recoverable amount	可收回金額
Carrying value including allocated goodwill	賬面值(包括已分配商譽)

16. 商譽(續)

商譽的減值測試

於二零一四年四月九日，收購 SPL Acquisition Corp.產生的商譽為人民幣1,297,621,000元。

於二零一五年十月五日，收購Cytovance Biologics Inc.產生的商譽為人民幣814,940,000元。

商譽分配給肝素SPL現金產生單位和CDMO現金產生單位(以上二者統稱「現金產生單位」)以進行減值測試。肝素SPL現金產生單位和CDMO現金產生單位之可收回金額乃按使用價值與公允價值減出售成本的較高者釐定。使用價值採用基於高級管理層批准的五年期間財務預算的現金流量預測計算得出。在計量公允價值減出售成本時，可採用多種估值技術計量公允價值。公允價值採用收入法及市場法相結合的方法(各佔50%的同等權重)估計得出。

於二零二零年及二零一九年十二月三十一日的現金產生單位的可收回金額及賬面值如下：

肝素SPL現金產生單位

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Recoverable amount	可收回金額	3,138,477 ²	3,278,814 ²
Carrying value including allocated goodwill	賬面值(包括已分配商譽)	2,649,412	2,623,443

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16. GOODWILL (Continued)

Impairment testing of goodwill (Continued) CDMO CGU

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Recoverable amount	可收回金額	1,668,443 ¹	1,991,726 ¹
Carrying value including allocated goodwill	賬面值(包括已分配商譽)	1,612,353	1,702,667

1. The recoverable amount was determined based on FVLCD.

2. The recoverable amount was determined based on VIU.

For income approach, the pre-tax discount rates applied to the cash flow projections, the forecasted growth rates and earnings before interest, taxes, depreciation and amortization ("EBITDA") margin used to extrapolate cash flow projections and terminal growth rates are as follows:

Heparin SPL CGU

		2020	2019
		2020年	2019年
Revenue growth rates	收入增長率	5%–44%	7%–32%
EBITDA margin	EBITDA利潤率	15%–31%	19%–31%
Pre-tax discount rate	稅前折現率	16.0%	18.6%
Terminal revenue growth rate	最終收入增長率	2.5%	3.0%

CDMO CGU

		2020	2019
		2020年	2019年
Revenue growth rates	收入增長率	6%–25%	6%–29%
EBITDA margin	EBITDA利潤率	25%–29%	25%–29%
Pre-tax discount rate	稅前折現率	15.7%	15.4%
Terminal revenue growth rate	最終收入增長率	3.0%	3.0%

16. 商譽(續)

商譽的減值測試(續) CDMO現金產生單位

	2020	2019
	2020年	2019年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

Recoverable amount 可收回金額 1,668,443¹ 1,991,726¹

Carrying value including allocated goodwill 賬面值(包括已分配商譽) 1,612,353 1,702,667

1. 可收回金額按公允價值減出售成本確定。

2. 可收回金額按使用價值確定。

就收入法而言，採用除稅前貼現率進行現金流量預測，用於推斷現金流量預測的預測增長率和未扣除利息、稅項、折舊及攤銷的盈利(「EBITDA」)利潤率以及最終增長率如下：

肝素SPL現金產生單位

	2020	2019
	2020年	2019年
Revenue growth rates	5%–44%	7%–32%
EBITDA margin	15%–31%	19%–31%
Pre-tax discount rate	16.0%	18.6%
Terminal revenue growth rate	2.5%	3.0%

CDMO現金產生單位

	2020	2019
	2020年	2019年
Revenue growth rates	6%–25%	6%–29%
EBITDA margin	25%–29%	25%–29%
Pre-tax discount rate	15.7%	15.4%
Terminal revenue growth rate	3.0%	3.0%

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16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Assumptions were used in the VIU calculation of the CGUs for 31 December 2020 and 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Revenue growth rate – The revenue growth rate is based on the average growth achieved in the past years and the expected revenue from sales of heparin, pancreatin and CDMO services.

Budgeted EBITDA margins – The basis used to determine the value assigned to the budgeted gross margins is the EBITDA margins achieved in the past years and the expectation for market development.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to the key assumptions on market development and the discount rate are consistent with external information sources.

16. 商譽(續)

商譽的減值測試(續)

計算二零二零年及二零一九年十二月三十一日現金產生單位的使用價值時採用假設。下文描述管理層為進行商譽減值測試而預計現金流量所依據的各項主要假設：

收入增長率 — 收入增長率乃基於過往年度所實現的平均增長率以及肝素、胰酶及CDMO服務的預期銷售收入。

預算EBITDA利潤率 — 確定分配予預算毛利率的數值時使用的基準為過往年度所實現的EBITDA利潤率及市場發展預期。

貼現率 — 所使用的貼現率為除稅前的數值並反映與相關單位有關的特定風險。

有關市場發展的主要假設以及貼現率的數值與外部數據源一致。

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16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

For market approach, fair value was determined based on ratios of enterprise value (“EV”) divided by revenue and EBITDA of several comparable public companies for specific historical and/or forecasted years. Multiples were selected for the respective time periods and multiplied by the revenue and EBITDA of the related CGU, resulting in an implied EV of the CGU, on a minority, marketable basis. Weightings were applied to the implied indications of value and a control premium was added to arrive at an EV on a controlling, marketable basis. The guideline companies were selected based on a comprehensive search of publicly-listed companies in the CGU’s industry, such that the guideline companies had similar or comparable operations and were likely exposed to similar risks as the CGU. The selected multiples and control premium are as follows:

Heparin SPL CGU

		2020 2020年	2019 2019年
Revenue multiples	收入倍數	n/a 不適用	n/a 不適用
EBITDA multiples	EBITDA倍數	10.0x–10.5x 10.0倍–10.5倍	7.5x–8.0x 7.5倍–8.0倍
Control premium	控制權溢價	5.0%	5.0%

CDMO CGU

		2020 2020年	2019 2019年
Revenue multiples	收入倍數	1.9x–2.2x 1.9倍–2.2倍	2.3x–2.5x 2.3倍–2.5倍
EBITDA multiples	EBITDA倍數	8.0x–10.0x 8.0倍–10.0倍	11.0x–12.0x 11.0倍–12.0倍
Control premium	控制權溢價	10.0%	10.0%

16. 商譽(續)

商譽的減值測試(續)

就市場法而言，公允價值乃根據企業價值(「企業價值」)除以若干可資比較的上市公司於特定歷史及／或預測年份的收入及EBITDA的比率釐定。就相應的時期選擇倍數，然後乘以相關現金產生單位的收入及EBITDA得出現金產生單位所表示的企業價值(基於少數權益、適銷性)。採用加權作為價值的指標並加入控制權溢價以得出基於控股權益、適銷性的企業價值。參照公司的選擇是基於對現金產生單位行業內上市公司的全面搜索，因此，參照公司擁有相似或相當的業務經營，並且可能面臨與現金產生單位相似的風險。選定倍數及控制權溢價如下：

肝素SPL現金產生單位

		2020 2020年	2019 2019年
Revenue multiples	收入倍數	n/a 不適用	n/a 不適用
EBITDA multiples	EBITDA倍數	10.0x–10.5x 10.0倍–10.5倍	7.5x–8.0x 7.5倍–8.0倍
Control premium	控制權溢價	5.0%	5.0%

CDMO現金產生單位

		2020 2020年	2019 2019年
Revenue multiples	收入倍數	1.9x–2.2x 1.9倍–2.2倍	2.3x–2.5x 2.3倍–2.5倍
EBITDA multiples	EBITDA倍數	8.0x–10.0x 8.0倍–10.0倍	11.0x–12.0x 11.0倍–12.0倍
Control premium	控制權溢價	10.0%	10.0%

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16. GOODWILL (Continued)

Impairment testing of goodwill (continued)

Assumptions were used in the FVLCD of the CGUs for 31 December 2020 and 2019. The following describes each key assumption on which management has based to undertake impairment testing of goodwill:

Revenue multiples – The revenue multiples are based on the CGU's historical and forecasted performance compared to the guideline companies, as well as how the business has been performed relative to plan for that period.

EBITDA multiples – The basis used to determine the value of EBITDA multiples is the CGU's historical and forecasted profitability performance compared to the guideline companies, as well as relative to plan, and initiatives driving profitability.

Control Premium – The control premium is based on review of recent transactions in the industry and the comparability of the transactions to the respective CGUs.

16. 商譽(續)

商譽的減值測試(續)

計算二零二零年及二零一九年十二月三十一日現金產生單位的公允價值減出售成本時採用假設。管理層進行商譽減值測試時所用的各項重要假設如下：

收入倍數 — 收入倍數是基於與參照公司相比的現金產生單位的歷史及預測表現，以及該期間的業務表現是否按計劃進行。

EBITDA倍數 — 釐定EBITDA倍數值的所用基準是與參照公司相比的現金產生單位的歷史及預測的盈利能力表現，以及相關計劃與盈利能力推動措施。

控制權溢價 — 控制權溢價是基於對行業近期交易的回顧以及交易與各自現金產生單位的可比性。

17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

	Software 軟件	Trademarks 商標	Patent 專利	Proprietary technology 專有技術	Brands 品牌	Customer relationships 客戶關係	Development costs 開發支出	Total 合計
	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
31 December 2020	2020年12月31日							
Cost at 1 January 2020, net of accumulated amortization	8,273	489	522	120,132	95,611	323,260	11,091	559,378
Additions – acquired	2,846	-	-	3,787	-	-	3,985	10,618
Amortization provided during the year	(1,906)	(96)	(72)	(11,549)	(8,788)	(29,712)	-	(52,123)
Transfer	20,108	-	-	-	-	-	-	20,108
Exchange realignment	(1,072)	-	-	463	(5,707)	(19,295)	-	(25,611)
At 31 December 2020	28,249	393	450	112,833	81,116	274,253	15,076	512,370
At 31 December 2020:	於2020年12月31日							
Cost	40,479	985	1,132	150,177	124,645	421,424	15,076	753,918
Accumulated amortization	(12,230)	(592)	(682)	(37,344)	(43,529)	(147,171)	-	(241,548)
Net carrying amount	28,249	393	450	112,833	81,116	274,253	15,076	512,370
	賬面淨值							

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17. 其他無形資產 (續)

17. OTHER INTANGIBLE ASSETS (Continued)

	Software 軟件	Trademarks 商標	Patent 專利	Proprietary technology 專有技術	Brands 品牌	Customer relationships 客戶關係	Development costs 開發支出	Total 合計
	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
31 December 2019	2019年12月31日							
Cost at 1 January 2019, net of accumulated amortization			1,451	139,445	102,803	347,575	15,376	616,656
Additions – acquired	9,562	444	16	1,808	-	-	10,969	14,016
Disposals	1,060 (34)	163	-	-	-	-	-	(34)
Disposal of subsidiaries	-	(26)	(851)	(9,556)	-	-	(15,254)	(25,687)
Amortization provided during the year	(2,313)	(92)	(94)	(11,146)	(8,778)	(29,677)	-	(52,100)
Exchange realignment	(2)	-	-	(419)	1,586	5,362	-	6,527
At 31 December 2019	8,273	489	522	120,132	95,611	323,260	11,091	559,378
At 31 December 2019:	於2019年12月31日:							
Cost	18,813	986	1,132	145,323	133,266	450,572	11,091	761,183
Accumulated amortization	(10,540)	(497)	(610)	(25,191)	(37,655)	(127,312)	-	(201,805)
Net carrying amount	8,273	489	522	120,132	95,611	323,260	11,091	559,378
	賬面淨值							

於2019年1月1日的成本，
已扣除累計攤銷
添置一購買
出售
出售子公司
年內攤銷撥備
匯兌調整

於2019年12月31日:

成本
累計攤銷

賬面淨值

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18. INVESTMENTS IN ASSOCIATES

18. 於聯營公司的投資

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Share of net assets	應佔資產淨值	688,555	305,563
Goodwill on acquisition	收購所產生的商譽	942,628	1,044,209
		1,631,183	1,349,772
Provision for impairment	減值撥備	-	-
		1,631,183	1,349,772

The Group's trade receivables with associates are disclosed in note 42 to the financial statements. As of 31 December 2020, Particulars of the Group's associates are as follows:

本集團與聯營公司的貿易應收款項在財務報表附註42中披露。截至二零二零年十二月三十一日，本集團聯營公司的詳情如下：

Name	Particulars of issued shares held	Place of registration and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	所持已發行股份的詳情	註冊和營業地點	歸屬於本集團的所有者權益百分比	主營業務
Resverlogix Corp.*	Ordinary shares 普通股	Canada 加拿大	36.30%	Biopharmaceutical R&D 生物製藥研發
Quest PharmaTech Inc. (hereafter, the "Quest")	Ordinary shares	Canada	14.88%	Biopharmaceutical R&D
Quest PharmaTech Inc. (以下簡稱「Quest」)	普通股	加拿大		生物製藥研發
OncoQuest Inc.	Ordinary shares	Canada	38.20%	Biopharmaceutical R&D
	普通股	加拿大		生物製藥研發
Shanghai Taiyi Venture Capital Partnership. (limited partnership)	Limited partnership	PRC	49.58%	Investment management
上海泰沂創業投資合夥企業(有限合夥)	有限合夥	中國		投資管理
Shenzhen Asia Pacific Health Management Co., Ltd.	Ordinary shares	PRC	27.43%	Health management
深圳市亞太健康管理有限公司	普通股	中國		consulting 健康管理諮詢
Hightide Therap Eutics, Inc. (hereafter, the "HighTide")	Ordinary shares	Cayman Islands	40.97%	Biopharmaceutical R&D
Hightide Therap Eutics, Inc. (以下簡稱「HighTide」)	普通股	開曼群島		生物製藥研發

* In August 2020, the Group subscribed for 3,573,333 equity units of Resverlogix Corp. at a consideration of CAD2,700,000. Each equity unit consisted of one common share and one-half common share purchase warrant.

* 二零二零年八月，本集團以2,700,000加元的對價認購Resverlogix Corp.的3,573,333個股權單位，每個股權單位均由一股普通股及二分之一的普通股認股權證組成。

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18. INVESTMENTS IN ASSOCIATES (Continued)

The Group's shareholdings in the associates all comprise equity shares held by the Company, except for Shenzhen Asia Pacific Health Management Co., Ltd., Quest and OncoQuest Inc., the shareholdings in which are held through a subsidiary of the Company.

Resverlogix Corp. and HighTide, which are considered as material associates of the Group, are strategic partners of the Group and are accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Resverlogix Corp. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	12,639	40,685
Non-current assets, excluding goodwill	非流動資產，不包括商譽	351,179	347,839
Current liabilities	流動負債	(115,791)	(297,626)
Non-current liabilities	非流動負債	(253,421)	(447,000)
Net liabilities, excluding goodwill	負債淨額，不包括商譽	(5,394)	(356,102)
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司權益對賬：		
Proportion of the Group's ownership	本集團的所有權比率	36.30%	38.78%
Group's share of net liabilities of the associate, excluding goodwill	本集團應佔聯營公司負債淨額，不包括商譽	(1,958)	(138,096)
Goodwill on acquisition	收購所產生的商譽	528,316	581,440
Carrying amount of the investment	投資的賬面金額	526,358	443,344

18. 於聯營公司的投資(續)

除深圳市亞太健康管理有限公司、Quest及OncoQuest Inc.外，本集團於聯營公司的持股均包括本公司所持有的股權，而該等股權乃通過本公司的一家公司持有。

Resverlogix Corp.和HighTide被視為本集團的重要聯營公司，為本集團的戰略合作夥伴，並採用權益法列賬。

下表載列有關Resverlogix Corp.的財務資料概要，其已根據會計政策的差異作出調整，並已與綜合財務報表中的賬面金額進行對賬：

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18. INVESTMENTS IN ASSOCIATES (Continued)

18. 於聯營公司的投資(續)

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	-	-
Profit for the year	年內利潤	154,176	194,072
Total comprehensive income for the year	年內全面收益總額	154,176	194,072

The following table illustrates the summarised financial information in respect of HighTide adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

下表載列有關HighTide的財務資料概要，其已根據會計政策的差異作出調整，並已與綜合財務報表中的賬面金額進行對賬：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	370,824	42,821
Non-current assets, excluding goodwill	非流動資產，不包括商譽	524,999	525,225
Current liabilities	流動負債	(7,216)	(10,385)
Non-current liabilities	非流動負債	(7,794)	(7,670)
Non-controlling interests	非控股權益	3,561	(80)
Net assets, excluding goodwill	資產淨值，不包括商譽	884,374	549,911
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司權益對賬：		
Proportion of the Group's ownership	本集團的所有權比率	40.97%	47.02%
Group's share of net assets of the associate, excluding goodwill	本集團應佔聯營公司資產淨值，不包括商譽	362,328	258,568
Goodwill on acquisition	收購所產生的商譽	299,273	344,118
Carrying amount of the investment	投資的賬面金額	661,601	602,686

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18. INVESTMENTS IN ASSOCIATES (Continued)

18. 於聯營公司的投資(續)

		Year ended 31 December 2020 截至2020年 12月31日止年度 RMB'000 人民幣千元	April to December of 2019 2019年 4至12月 RMB'000 人民幣千元
Revenue	收入	-	-
(Loss) for the year	年內(虧損)	(65,009)	(96,348)
Other comprehensive (loss)/income	其他全面(虧損)/收益	(375)	255
Total comprehensive loss for the year	年內全面虧損總額	(65,384)	(96,093)

The following table illustrates the summarised financial information of the Group's associates that are not individually material to the Group:

下表闡述對本集團並非個別重大的本集團聯營公司的財務資料概要：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Share of the associates' profit/(loss) for the year	年內應佔聯營公司利潤/ (虧損)	199,872	(29,081)
Share of the associate's other comprehensive (loss)/income for the year	年內應佔聯營公司的其他全面 (虧損)/收益	(1,858)	358
Carrying amount of the Group's investments in the associates	本集團於聯營公司之投資的 賬面值	443,224	303,742

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19. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

19. 指定為以公允價值計量且其變動計入其他全面收益的股權投資

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的股權投資		
Listed equity investment, at fair value:	以公允價值計量的已上市股權投資：		
Aridis Pharmaceuticals, Inc.	Aridis Pharmaceuticals, Inc.	34,792	27,271
		34,792	27,271
Unlisted equity investments, at fair value:	以公允價值計量的未上市股權投資：		
Cantex Pharmaceuticals, Inc. (a)	Cantex Pharmaceuticals, Inc. (a)	195,747	209,286
Curemark, LLC (b)	Curemark, LLC (b)	388,495	388,940
Others	其他	919	1,900
		585,161	600,126
		619,953	627,397

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

上述股權投資不可撤銷地指定以公允價值計量且其變動計入其他全面收益，因為本集團認為該等投資具有戰略性質。

(a) During the year ended 31 December 2020, the Group received dividends in the amounts of USD2,400 (2019: USD2,400) from Cantex Pharmaceuticals, Inc..

(a) 於截至二零二零年十二月三十一日止年度，本集團自Cantex Pharmaceuticals, Inc.收到股息2,400美元(二零一九年：2,400美元)。

(b) In March 2020, the Group acquired 1,362 common shares of Curemark LLC ("Curemark") by providing USD472,000 in products and USD3,000,000 in cash.

(b) 於二零二零年三月，本集團通過提供472,000美元的產品及3,000,000美元的現金購買了1,362股Curemark LLC (「Curemark」)的普通股。

The information about the pledged assets is disclosed in note 41 to the financial statements.

有關已抵押資產的資料於財務報表附註41中披露。

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20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

20. 以公允價值計量且其變動計入當期損益的金融資產

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產		
Wealth management products	理財產品	821,257	87,876
Non-current assets	非流動資產		
Listed equity investments, at fair value	以公允價值計量的已上市 股權投資		
GT BioPharma, Inc.	GT BioPharma, Inc.	9,044	-
Unlisted investments, at fair value	未上市投資，按公允價值計量		
Kymab Group Limited	Kymab Group Limited	762,907	312,532
TPG Biotechnology Partners IV, L.P.	TPG Biotechnology Partners IV, L.P.	41,841	51,046
TPG Biotechnology Partners V, L.P.	TPG Biotechnology Partners V, L.P.	380,902	379,819
ORI Healthcare Fund, L.P.	ORI Healthcare Fund, L.P.	280,570	216,564
Shenzhen Top Dental Medical Co., Ltd.	Shenzhen Top Dental Medical Co., Ltd.	146,190	136,000
Labway Clinical Laboratory Co., Ltd.	Labway Clinical Laboratory Co., Ltd.	44,100	41,400
Hejia Hongli (Hang Zhou) Venture Investment Partnership (L.P.)	合嘉泓勵(杭州)創業投資 合夥企業(有限合夥)	29,914	42,403
CDH Avatar, L.P.	CDH Avatar, L.P.	1,241	6,679
Others	其他	50,728	41,728
		1,738,393	1,228,171
		1,747,437	1,228,171

The above equity investments at 31 December 2020 were classified as financial assets at fair value through profit or loss as they were held for trading, or as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

於二零二零年十二月三十一日，上述股權投資因持作買賣或由於本集團未選擇通過其他全面收益確認公允價值損益而分類為按公允價值計量且其變動計入當期損益的金融資產。

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21. DERIVATIVE FINANCIAL INSTRUMENTS

21. 衍生金融工具

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current	流動		
Warrants	認股權證	6,949	24,768

The Group entered into share purchase agreements with Resverlogix Corp., pursuant to which each purchased unit is comprised of one common share and common share purchase warrant. Warrants are not designated for hedging purposes and are measured at fair value through profit or loss. The changes in the fair value of the warrants were charged to the statement of profit or loss during the year.

The 1 million warrants entered by the Group in 2015, amounting to RMB7,993,000, were lapsed in July 2020.

本集團與Resverlogix Corp.訂立購股協議，據此，每個購買單位包括1股普通股和普通股認股權證。認股權證並非指定用於對沖目的，而是以公允價值計量且其變動計入當期損益計量。認股權證於年內的公允價值變動計入損益表。

本集團於二零一五年訂立的1百萬張認股權證(人民幣7,993,000元)已於二零二零年七月失效。

22. OTHER NON-CURRENT ASSETS

22. 其他非流動資產

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayment for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	7,894	15,132
Prepayment for marketing authorisation	市場營銷許可預付款項	95,726	99,757
Long-term rent receivables	長期應收租金	2,786	-
Bond security deposits (a)	債券保證金(a)	87,000	-
Debt investment (b)	債權投資(b)	-	74,183
Prepayment for investment (c)	投資預付款項(c)	96,680	-
		290,086	189,072

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22. OTHER NON-CURRENT ASSETS (Continued)

- (a) On 27 February 2020, the Company issued a corporate bond at a par value of RMB870,000,000 in the PRC (the "20 Hepalink"). RMB87,000,000 of bond security deposits was pledged to a third-party guarantor, in order to guarantee the realization of the creditor's rights. The information about the corporate bond is disclosed in note 31 to the financial statements
- (b) The Group purchased a debt financing plan on 15 November 2019. The debt financing plan was issued on 17 April 2018 with a term of 36 months and a fixed interest rate of 8.5% per annum. The debt financing plan will be due in one year.
- (c) The prepayment for investment represents the undelivered equity consideration of Curemark. SPL Distribution LLC, a subsidiary of the Group, provided active pharmaceutical ingredients and services to its customer, Curemark, as the prepayment for investment.

23. INVENTORIES

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Raw materials and consumables	原材料和消耗品	889,946	740,841
Work in progress	在製品	757,876	465,808
Finished goods	製成品	1,520,427	1,156,519
		3,168,249	2,363,168

The inventories are net of a write-down of approximately RMB98,945,000 (2019: RMB128,961,000) as at 31 December 2020.

The information about the pledged assets is disclosed in note 41 to the financial statements.

22. 其他非流動資產(續)

- (a) 於二零二零年二月二十七日，本公司於中國發行面值為人民幣870,000,000元的債券保證金(「20海普瑞」)。為保證債權的實現，已向第三方擔保人質押銀行存款人民幣87,000,000元。有關公司債券的資料於財務報表附註31中披露。
- (b) 本集團於二零一九年十一月十五日購買債務融資計劃。該債務融資計劃乃於二零一八年四月十七日發行，期限為36個月，固定年利率為8.5%。債務融資計劃將於一年內到期。
- (c) 投資預付款項指Curemark的未交付股權對價。本集團子公司SPL Distribution LLC向客戶Curemark提供原料藥和服務，作為投資預付款項。

23. 存貨

於二零二零年十二月三十一日，存貨扣除撇減金額約人民幣98,945,000元(二零一九年：人民幣128,961,000元)。

有關已抵押資產的資料於財務報表附註41中披露。

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24. TRADE AND BILLS RECEIVABLES

24. 貿易應收款項及應收票據

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	1,661,300	1,281,020
Bills receivable	應收票據	35,030	22,826
Allowance for expected credit losses	預期信用損失準備	(30,114)	(21,721)
		1,666,216	1,282,125

The Group's trading terms with its customers are mainly on credit. The credit period is generally from one month to three months. The Group seeks to maintain strict control over its outstanding receivables to minimize credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. The balances of trade receivables are non-interest-bearing.

Information about the pledged assets is disclosed in note 41 to the financial statements.

本集團與客戶的貿易條款主要以信貸為基礎。信用期一般為一至三個月。本集團力求嚴格控制其未償還應收款項，以將信貸風險降至最低。高級管理層會定期審查逾期餘額。本集團並無就其貿易應收款項結餘持有任何抵押品或其他信用增級工具。貿易應收款項結餘為免息。

有關已抵押資產的資料於財務報表附註41中披露。

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24. TRADE AND BILLS RECEIVABLES (Continued)

An ageing analysis of the trade and bills receivables as at the end of each reporting period, based on the invoice date and net of allowance for expected credit losses, is as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within 1 year	1年內	1,630,918	1,235,375
1 year to 2 years	1至2年	40,309	51,047
2 years to 3 years	2年至3年	18,391	6,522
Over 3 years	3年以上	6,712	10,902
		1,696,330	1,303,846
Less: Allowance for expected credit losses	減：預期信用損失準備	(30,114)	(21,721)
		1,666,216	1,282,125

The movements in the allowance for expected credit losses of trade receivables are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At beginning of year	年初	21,721	26,162
Impairment losses, net	減值虧損，淨額	10,589	(2,367)
Amount written off as uncollectible	不可收回撇銷金額	(2,144)	(2,581)
Exchange realignment	匯兌調整	(52)	507
At end of year	年末	30,114	21,721

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables.

24. 貿易應收款項及應收票據 (續)

基於發票日期及扣除預期信用損失準備後，各報告期末貿易應收款項及應收票據的賬齡分析如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within 1 year	1年內	1,630,918	1,235,375
1 year to 2 years	1至2年	40,309	51,047
2 years to 3 years	2年至3年	18,391	6,522
Over 3 years	3年以上	6,712	10,902
		1,696,330	1,303,846
Less: Allowance for expected credit losses	減：預期信用損失準備	(30,114)	(21,721)
		1,666,216	1,282,125

貿易應收款項預期信用損失準備的變動如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At beginning of year	年初	21,721	26,162
Impairment losses, net	減值虧損，淨額	10,589	(2,367)
Amount written off as uncollectible	不可收回撇銷金額	(2,144)	(2,581)
Exchange realignment	匯兌調整	(52)	507
At end of year	年末	30,114	21,721

本集團採用簡化方法為《國際財務報告準則》第9號規定的預期信用損失計提撥備，該方法允許對所有貿易應收款項使用存續期的預期信用損失撥備。

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24. TRADE AND BILLS RECEIVABLES (Continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2020

		Amount	Expected loss rate	Impairment
		金額	預期虧損率	減值
		RMB'000		RMB'000
		人民幣千元	%	人民幣千元
Current	即期	1,237,810	0.50	6,189
Past due less than 1 year	逾期少於1年	365,622	0.66	2,413
Past due 1 to 2 years	逾期1至2年	43,946	25.21	11,079
Past due over 2 years	逾期2年以上	13,922	74.94	10,433
		1,661,300		30,114

24. 貿易應收款項及應收票據 (續)

於各報告日期採用撥備矩陣進行減值分析，以計量預期信用損失。撥備率乃基於具有類似虧損模式的多個客戶分類組別的逾期天數確定。該計算反映概率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，當有資料表明交易對手存在嚴重財務困難並且沒有現實的復甦前景時，例如當交易對手已被清算或已進入破產程序，貿易應收款項則予以撇銷。

下表使用撥備矩陣載列本集團貿易應收款項信貸風險狀況的資料：

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24. TRADE AND BILLS RECEIVABLES (Continued)

As at 31 December 2019

		Amount	Expected loss rate	Impairment
		金額	預期虧損率	減值
		RMB'000		RMB'000
		人民幣千元	%	人民幣千元
Current	即期	969,001	0.50	4,846
Past due less than 1 year	逾期少於1年	289,086	0.72	2,077
Past due 1 to 2 years	逾期1至2年	5,573	28.73	1,601
Past due over 2 years	逾期2年以上	17,360	76.02	13,197
		1,281,020		21,721

25. CONTRACT ASSETS

24. 貿易應收款項及應收票據 (續)

於二零一九年十二月三十一日

25. 合約資產

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract assets arising from services	服務產生之合約資產	20,477	31,186

The contract assets relate to the Group's right to consideration for work completed and not billed.

合約資產關乎本集團就已完成但尚未開票之工程收取對價之權利。

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26. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

26. 預付款項、其他應收款項及其他資產

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments	預付款項	185,676	431,266
Deposits and other receivables*	按金及其他應收款項*	126,467	62,360
Interest receivables	應收利息	13,682	12,152
Value-added tax ("VAT") refund receivables	應收增值稅退稅款	33,665	42,832
VAT recoverable	可收回增值稅	147,320	60,330
Prepaid tax	預繳稅款	37,293	534
Prepaid expenses	預付開支	97,046	33,274
Debt investment (note 22(b))	債權投資(附註22(b))	74,206	-
Less: Impairment**	減：減值**	(17,755)	(13,188)
		697,600	629,560

* Deposits and other receivables are unsecured, non-interest-bearing and repayable on demand.

** As at 31 December 2020 and 2019, the impairment of the financial assets included in prepayments, other receivables and other assets were measured based on the 12-month expected credit loss if they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, they were measured based on the lifetime expected credit loss.

* 按金及其他應收款項為無抵押、不計息且應要求償還。

** 於二零二零年及二零一九年十二月三十一日，計入預付款項、其他應收款項及其他資產的金融資產減值，倘並無逾期且無任何資料表明該等金融資產自初始確認以來信貸風險顯著增加，則基於12個月的預期信用損失計量。否則，將根據其存續期的預期信用損失進行計量。

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27. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

27. 現金及現金等價物及已抵押存款

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	1,304,996	1,076,537
Pledge deposits	已抵押存款	80	61,568
Time deposits	定期存款	1,393,665	127,510
		2,698,741	1,265,615
Less:	減：		
Pledged deposits	已抵押存款	80	61,568
Time deposits with original maturity over three months:	原到期日超過三個月的定期存款：		
– non-current	— 非即期	–	–
– current	— 即期	1,368,416	127,510
Cash and cash equivalents	現金及現金等價物	1,330,245	1,076,537
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents and time deposits	現金及現金等價物以及定期存款		
Denominated in	計值貨幣：		
– RMB	— 人民幣	1,823,125	908,351
– USD	— 美元	444,705	270,496
– EUR	— 歐元	290,946	53,091
– HKD	— 港幣	52,256	162
– Others	— 其他	87,709	33,515
		2,698,741	1,265,615

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27. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (Continued)

The RMB is not freely convertible into other currencies, however, under the PRC Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one day and one year depending on the immediate cash requirements of the Group and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and bank balances approximate to their fair values.

Pledged deposits earn interest at interest rates stipulated by the respective financial institutions.

The information about the pledged assets is disclosed in note 41 to the Financial Statement.

28. TRADE PAYABLES

27. 現金及現金等價物以及已抵押存款(續)

人民幣不能自由兌換為其他貨幣，但是根據《中國外匯管理條例》和《結匯、售匯及付匯管理規定》，本集團被允許通過獲授權從事外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金根據每日銀行存款利率按浮動利率賺取利息。定期存款的期限為一天至一年，視本集團的即時現金需求而定，並以各自的定期存款利率賺取利息。銀行結餘存入沒有近期違約歷史的信譽良好的銀行。現金及銀行結餘的賬面金額與其公允價值相若。

已抵押存款以各自金融機構規定的利率賺取利息。

有關已抵押資產的資料於財務報表附註41中披露。

28. 貿易應付款項

	2020	2019
	2020年	2019年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Trade payables	239,218	228,661

貿易應付款項

239,218

228,661

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28. TRADE PAYABLES (Continued)

An ageing analysis of the trade payables as at the end of the reporting periods, based on the invoice date, is as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	1年內	236,702	226,579
1 year to 2 years	1至2年	1,774	1,617
2 years to 3 years	2年至3年	709	262
Over 3 years	3年以上	33	203
		239,218	228,661

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 90 days.

28. 貿易應付款項(續)

根據發票日期，於報告期末的貿易應付款項的賬齡分析如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	1年內	236,702	226,579
1 year to 2 years	1至2年	1,774	1,617
2 years to 3 years	2年至3年	709	262
Over 3 years	3年以上	33	203
		239,218	228,661

貿易應付款項為不計息且一般於30日至90日內結算。

29. OTHER PAYABLES AND ACCRUALS

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other payables	其他應付款項	77,895	94,480
Accruals	應計項目	168,434	157,019
Payables for purchase of property, plant and equipment	購置物業、廠房及設備的 應付款項	91,307	99,996
Salary payables	應付薪金	172,802	152,420
Other tax payables	其他應納稅款	15,702	24,822
		526,140	528,737

Other payables are unsecured, non-interest-bearing and repayable on demand. The fair values of other payables at the end of each of these financial statements approximated to their corresponding carrying amounts.

29. 其他應付款項及應計項目

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other payables	其他應付款項	77,895	94,480
Accruals	應計項目	168,434	157,019
Payables for purchase of property, plant and equipment	購置物業、廠房及設備的 應付款項	91,307	99,996
Salary payables	應付薪金	172,802	152,420
Other tax payables	其他應納稅款	15,702	24,822
		526,140	528,737

其他應付款項為無擔保、不計息及須按要求償還。於上述各財務報表期末的其他應付款項的公允價值約等於其相應賬面值。

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30. CONTRACT LIABILITIES

The Group recognised the following revenue-related contract liabilities:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of products	銷售產品	4,960	3,642
CDMO services	CDMO服務	251,990	196,626
		256,950	200,268

The Group receives payments from customers based on billing schedules as established in the sales contracts. Payments are usually received in advance of the performance under the contracts which are mainly from domestic customers.

The Group also receives payments from customers based on billing schedules as established in the CDMO service contracts. Payments are usually received in advance of the performance under the contracts which are mainly from CDMO services for clients.

All the obligations are expected to be recognised within one year. The amounts disclosed above do not include variable consideration which is constrained.

30. 合約負債

本集團確認以下與收入相關的合約負債：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of products	銷售產品	4,960	3,642
CDMO services	CDMO服務	251,990	196,626
		256,950	200,268

本集團根據銷售合約中規定的計費時間表接收客戶付款。通常在合同履行之前就收到付款，該等付款主要來自國內客戶。

本集團亦根據CDMO服務合約中規定的計費時間表接收客戶付款。付款通常會於履行合約前收到，該等付款主要來自為客戶提供的CDMO服務。

所有義務預計將於一年內確認。上述所披露的金額不包括受限制的可變對價。

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31. INTEREST-BEARING BANK AND OTHER BORROWINGS

31. 計息銀行及其他借款

二零二零年十二月三十一日

31 December 2020

		Effective interest rate per annum 實際年利率	Maturity 到期時間	RMB'000 人民幣千元
Current	即期			
Bank loans – secured (a)	銀行貸款 — 有擔保(a)	0.35%–4.57%	2021 2021年	1,129,410
Bank loans – unsecured	銀行貸款 — 無擔保	1.20%–3.96%	2021 2021年	450,352
Current portion of long-term bank loans – secured (a)	長期銀行貸款即期部分 — 有擔保(a)	4.05%–4.75%, LIBOR+APPLICABLE MARGIN. 3MLIBOR+150BP 4.05%–4.75%	2021 2021年	561,786
Current portion of long-term bank loans – unsecured	長期銀行貸款即期部分 — 無擔保	LIBOR+適用利潤率、 3MLIBOR+150BP 4.28%	2021 2021年	401
Other borrowings – unsecured (b)	其他借款 — 無擔保(b)	2.85%–3.3%	2021 2021年	280,000
Current portion of corporate bonds (c)	公司債券的即期部分(c)	3.80%–6.00%	2021 2021年	60,028
				2,481,977
Non-current	非即期			
Bank loans – secured (a)	銀行貸款 — 有擔保(a)	1.42%–4.75%, LIBOR+APPLICABLE MARGIN 1.42%–4.75%	2023–2029 2023年至 2029年	1,339,940
Bank loans – unsecured	銀行貸款 — 無擔保	LIBOR+適用利潤率 4.28%	2022 2022年	193,684
Corporate bonds (c)	公司債券(c)	3.80%–5.50%	2022–2023 2022年至 2023年	1,552,233
				3,085,857

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31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

31. 計息銀行及其他借款(續)

31 December 2019

二零一九年十二月三十一日

		Effective interest rate per annum 實際年利率	Maturity 到期時間	RMB'000 人民幣千元
Current	即期			
Bank loans – secured (a)	銀行貸款 — 有擔保(a)	1.1%–4.8%, 3MLIBOR+130BP	2020	1,689,405
		1.1%–4.8%、 3MLIBOR+130BP	2020年	
Bank loans – unsecured	銀行貸款 — 無擔保	3.1%–4.9%	2020	507,340
			2020年	
Current portion of long-term bank loans – secured (a)	長期銀行貸款即期部分 — 有擔保(a)	5.4%–6.5%, 3MLIBOR+130BP–150BP, LIBOR+APPLICABLE MARGIN	2020	553,195
		5.4%–6.5%、 3MLIBOR+130BP–150BP、 LIBOR+適用利潤率	2020年	
Other borrowings – unsecured (b)	其他借款 — 無擔保(b)	2.9%–4.5%	2020	730,700
			2020年	
Current portion of corporate bonds (c)	公司債券的即期部分(c)	5.5%–6.5%	2020	458,700
			2020年	
				3,939,340
Non-current	非即期			
Bank loans – secured (a)	銀行貸款 — 有擔保(a)	5.4%–6.5%, 3MLIBOR+150BP, LIBOR+APPLICABLE MARGIN	2021–2029	1,658,959
		5.4%–6.5%、 3MLIBOR+150BP、 LIBOR+適用利潤率	2021年至 2029年	
Corporate bonds (c)	公司債券(c)	5.5%–6.0%	2021–2023	695,694
			2021年至 2023年	
				2,354,653

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31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Analysed into:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Repayable:	須於下列期間償還：		
Within one year	一年內	2,481,977	3,939,340
In the second year	第二年	885,698	422,308
In the third to fifth years, inclusive	第三至第五年(含)	1,652,246	1,932,345
Beyond five years	五年之後	547,913	—
		5,567,834	6,293,993

(a) The mortgaged and guaranteed bank loans were secured by the total assets owned by SPL with the amounts of RMB454,267,000 as at 31 December 2020 (2019: RMB543,617,000). The pledged assets have a net carrying amount of approximately RMB1,654,098,000 as at 31 December 2020 (2019: 1,931,032,000).

The pledged bank loans were secured by the buildings of the Company located in Pingshan District, Shenzhen with the amounts of RMB1,371,002,000 as at 31 December 2020 (2019: RMB926,278,000). The buildings of the Company located in Pingshan District, Shenzhen have a net carrying amount of approximately RMB491,873,000 as at 31 December 2020.

As at 31 December 2019, the pledged bank loans with the amounts of RMB1,135,223,000 were secured by the pledge of 100% of shares of Shenzhen Topknow Industrial Development Co., Ltd, Mr. Li Li and Ms. Li Tan, respectively. As at 31 December 2020, the pledged bank loans with the amounts of RMB460,655,000 were secured by the pledge of 100% of shares of Shenzhen Topknow Industrial Development Co., Ltd.

31. 計息銀行及其他借款(續)

分析為：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Repayable:	須於下列期間償還：		
Within one year	一年內	2,481,977	3,939,340
In the second year	第二年	885,698	422,308
In the third to fifth years, inclusive	第三至第五年(含)	1,652,246	1,932,345
Beyond five years	五年之後	547,913	—
		5,567,834	6,293,993

(a) 於二零二零年十二月三十一日，金額為人民幣454,267,000元的按揭及有擔保銀行貸款由SPL擁有的資產總值提供擔保(二零一九年：人民幣543,617,000元)。於二零二零年十二月三十一日，已抵押資產的賬面淨值約為人民幣1,654,098,000元(二零一九年：人民幣1,931,032,000元)。

於二零二零年十二月三十一日，金額為人民幣1,371,002,000元的有抵押銀行貸款由位於深圳坪山區的本公司房地產作擔保(二零一九年：人民幣926,278,000元)。於二零二零年十二月三十一日，位於深圳坪山區的本公司房地產的賬面淨值約為人民幣491,873,000元。

於二零一九年十二月三十一日，金額為人民幣1,135,223,000元的有抵押銀行貸款乃通過抵押深圳市多普樂實業發展有限公司、李鋌先生及李坦女士的100%股份作擔保。於二零二零年十二月三十一日，金額為人民幣460,655,000元的有抵押銀行貸款乃通過抵押深圳市多普樂實業發展有限公司的100%股份作擔保。

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31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(a) (Continued)

The pledged bank loans were secured by the Company with the amounts of RMB941,067,000 as at 31 December 2020 (2019: RMB900,414,000). As at 31 December 2020, the pledged bank loans with the amounts of RMB200,172,000 were secured by Shenzhen Techdow Pharmaceutical Co., Ltd.

(b) Other borrowings included discounted notes receivable of RMB500,000,000 as at 31 December 2020 (2019: RMB280,000,000) and letters of credit of RMB230,700,000 as at 31 December 2020 (2019: nil).

(c) On 8 November 2016, the Company issued a domestic corporate bond at a par value of RMB1,000,000,000 in the PRC (the "16 Hepalink"). The 16 Hepalink will mature in five years from the issue date. Upon the third anniversary of the issue date, the Company shall be entitled to adjust the coupon rate and the bond holders shall be entitled to sell back the whole or partial 16 Hepalink at par. The 16 Hepalink was listed on 8 November 2016 on the Shenzhen Stock Exchange and bears interest at the rate of 3.19% per annum, payable annually in arrears or on the business day nearest to 8 November of each year, starting from 8 November 2017. On 7 November 2019, the Company paid the bond with a principal of RMB994,103,000 and the corresponding interests. The remaining principal, RMB5,896,000, is reclassified as the current portion of corporate bond as it will mature within one year.

31. 計息銀行及其他借款(續)

(a) (續)

於二零二零年十二月三十一日，金額分別為人民幣941,067,000元的有抵押銀行貸款由本公司作擔保(二零一九年：人民幣900,414,000元)。於二零二零年十二月三十一日，金額為人民幣200,172,000元的有抵押銀行貸款由深圳市天道醫藥有限公司提供擔保。

(b) 於二零二零年十二月三十一日，其他借款包括金額為人民幣500,000,000元(二零一九年：人民幣280,000,000元)的貼現應收票據以及金額為人民幣230,700,000元(二零一九年：零)的信用證。

(c) 於二零一六年十一月八日，本公司於中國發行面值為人民幣1,000,000,000元的境內公司債券(「16海普瑞」)。16海普瑞將於發行之日起五年內到期。於發行日起滿三週年之日，本公司有權調整票面利率，且債券持有人有權按面值回售全部或部分16海普瑞。16海普瑞已於二零一六年十一月八日在深圳證券交易所上市，按年利率3.19%計息，有關利息須於每年到期時或於最接近十一月八日的營業日支付(自二零一七年十一月八日起)。於二零一九年十一月七日，本公司就該債券支付了本金金額人民幣994,103,000元及相應利息。剩餘本金人民幣5,896,000元被重新分類為公司債券的即期部分，因為其將於一年內到期。

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31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(c) (Continued)

On 23 April 2019, the Company issued a corporate bond at a par value of RMB700,000,000 in the PRC (the “**19 Hepalink**”). The 19 Hepalink will mature in five years from the issue date. Upon the third anniversary of the issue date, the Company shall be entitled to adjust the coupon rate and the bond holders shall be entitled to sell back the whole or partial 19 Hepalink at par. The 19 Hepalink bears interest at the rate of 5.50% per annum, payable annually in arrears or on the business day nearest to 23 April of each year, starting from 23 April 2019. In connection with the bond issuance, Shenzhen Gaoxintou Group Co., Ltd. (“**Shenzhen Gaoxintou**”), an independent third party of financing and guarantee service provider, guaranteed our repayment obligations under the bond. In return, Mr. Li Li provided a counter-guarantee to Shenzhen Gaoxintou of such obligations, for a period of two years from the date when Shenzhen Gaoxintou’s repayment obligations expire under its guarantee agreement.

On 30 October 2019, the Company issued a corporate bond at a par value of RMB430,000,000 in the PRC (the “**19 Hepalink 01**”). The 19 Hepalink 01 will mature in one years from the issue date. Upon the one anniversary of the issue date, the Company shall be entitled to adjust the coupon rate and the bond holders shall be entitled to sell back the whole or partial 19 Hepalink 01 at par. The 19 Hepalink 01 bears interest at the rate of 6.50% per annum, payable annually in arrears or on the business day nearest to 30 October of each year, starting from 30 October 2019. On 9 November 2020, the Company redeemed the bond.

31. 計息銀行及其他借款(續)

(c) (續)

於二零一九年四月二十三日，本公司於中國發行面值為人民幣700,000,000元的公司債券(「**19海普瑞**」)。19海普瑞將於發行之日起五年內到期。於發行日起滿三週年之日，本公司有權調整票面利率，且債券持有人有權按面值回售全部或部分19海普瑞。19海普瑞按年利率5.50%計息，有關利息須於每年到期時或於最接近四月二十三日的營業日支付(自二零一九年四月二十三日起)。就該項債券發行而言，深圳市高新投集團有限公司(「**深圳高新投**」，一家融資及擔保服務供應商的獨立第三方)為我們於該債券下的還款義務作出擔保。相應地，李鋰先生就有關義務向深圳高新投提供了反擔保，反擔保期限為自深圳高新投於擔保協議項下的還款義務到期當日起計兩年。

於二零一九年十月三十日，本公司於中國發行面值為人民幣430,000,000元的公司債券(「**19海普瑞01**」)。19海普瑞01將於發行之日起一年後到期。於發行日起滿一週年之日，本公司有權調整票面利率，且債券持有人有權按面值回售全部或部分19海普瑞01。19海普瑞01按年利率6.50%計息，有關利息須於每年到期時或於最接近十月三十日的營業日支付(自二零一九年十月三十日起)。於二零二零年十一月九日，本公司贖回該債券。

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31. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(c) (Continued)

On 27 February 2020, the Company issued a corporate bond at par value of RMB870,000,000 in the PRC (the "20 Hepalink"). The 20 Hepalink will mature in 5 years from the issue date. Upon the third anniversary of the issue date, the Company shall be entitled to adjust the coupon rate and the bond holders shall be entitled to sell back the whole or partial 20 Hepalink at par. The 20 Hepalink bears interest at the rate of 3.8% per annum, payable annually in arrears or on the business day nearest to 27 February of each year, starting from 27 February 2020. In connection with the bond issuance, Shenzhen Gaoxintou Group Co., Ltd. ("Shenzhen Gaoxintou"), an independent third party of financing and guarantee service provider, guaranteed our repayment obligations under the bond. In return, the Company provided Shenzhen Gaoxintou with bond margin and the mortgage of real estate of subsidiaries, Chengdu Sunrace Co., Ltd. and Shandong Ruisheng Biotechnology Co., Ltd., as a counter-guarantee of such obligations.

32. DEFERRED INCOME

Government grants

政府補助

2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元

18,744

20,816

Government grants received for compensate for the Group's research and development costs which has not yet been undertaken are included in deferred income and recognised as income on a systematic basis of over the periods that the cost, which it is intended to compensate, are expensed. Government grants received relates to assets invested in laboratory equipment and plant were credited to deferred income and are recognised as income over the expected useful lives of the relevant assets.

為補償本集團尚未開展的研發成本而收到的政府補助已列賬為遞延收入，並於有意補償的費用支出期間系統性確認為收入。本集團收到的與投資於實驗室設備及廠房的資產有關的政府補助乃計入遞延收入，並於相關資產的預期使用年限內確認為收入。

31. 計息銀行及其他借款(續)

(c) (續)

於二零二零年二月二十七日，本公司於中國發行面值為人民幣870,000,000元的公司債券（「20海普瑞」）。20海普瑞將於發行之日起五年內到期。於發行日起滿三週年之日，本公司有權調整票面利率，且債券持有人有權按面值回售全部或部分20海普瑞。20海普瑞按年利率3.8%計息，有關利息須於每年到期時或於最接近二月二十七日的營業日支付（自二零二零年二月二十七日起）。就該項債券發行而言，深圳市高新投集團有限公司（「深圳高新投」，一家融資及擔保服務供應商的獨立第三方）為我們於該債券下的還款義務作出擔保。相應地，本公司向深圳高新投提供了債券保證金和子公司成都深瑞畜產品有限公司及山東瑞盛生物技術有限公司的房地產，作為該等債務的反擔保。

32. 遞延收入

33. DEFERRED TAX (Continued)

33. 遞延所得稅(續)

The movements in deferred tax liabilities during the each of the reporting period are as follows:

遞延稅項負債於有關期間的變動如下：

	Fair value gain on derivative instruments	Fair value adjustment arising from acquisition of subsidiaries	Depreciation allowance in excess of related depreciation	Disposal of a subsidiary	Fair value adjustments of financial assets at fair value through profit and loss	Adjustment of share of profits and losses of associates	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	6,893	125,992	50,911	-	-	-	1,750	303,363
Deferred tax (credited)/charged to the statement of profit or loss during the year	(6,893)	3,398	9,421	88,816	24,463	-	326	136,602
Exchange differences	-	2,019	890	-	-	-	30	5,088
At 31 December 2019:	-	131,409	61,222	88,816	24,463	-	2,106	445,053
At 1 January 2020	-	131,409	61,222	88,816	24,463	-	2,106	445,053
Deferred tax charged/(credited) to the statement of profit or loss during the year	-	1,168	34,577	-	126,356	(39,259)	(1,876)	133,056
Deferred tax charged to other comprehensive income during the year	-	-	-	-	-	47,327	-	47,327
Exchange differences	-	(16,345)	(5,308)	-	(7,260)	(412)	(34)	(38,864)
At 31 December 2020:	-	116,232	90,491	88,816	143,559	7,656	196	586,572

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33. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延所得稅資產淨值	(83,936)	(117,749)
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延所得稅負債淨額	427,673	302,004
Net deferred tax liabilities	遞延稅項負債淨額	343,737	184,255

Deferred tax assets have not been recognised in respect of the following items:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Impairment of assets	資產減值	30,148	36,653
Tax losses	稅項虧損	555,255	475,134
		585,403	511,787

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profits is probable. Deferred tax assets have not been recognised in respect of losses arising in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

33. 遞延所得稅(續)

為便於呈列，已將若干遞延所得稅資產與負債於綜合財務狀況表抵銷。以下為就編製財務報表對本集團的遞延所得稅結餘作出的分析：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延所得稅資產淨值	(83,936)	(117,749)
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延所得稅負債淨額	427,673	302,004
Net deferred tax liabilities	遞延稅項負債淨額	343,737	184,255

有關下列項目的遞延所得稅資產尚未確認：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Impairment of assets	資產減值	30,148	36,653
Tax losses	稅項虧損	555,255	475,134
		585,403	511,787

倘可通過未來應課稅溢利變現有關稅收優惠，則就稅項虧損結轉確認遞延所得稅資產。對於已經虧損一段時間的子公司產生的損失，不確認遞延所得稅資產且不認為有可能獲得應課稅溢利以抵消其稅項虧損。

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截至二零二零年十二月三十一日止年度

34. LONG-TERM EMPLOYEE BENEFITS

34. 長期僱員福利

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Stock appreciation rights	股票增值權	15,543	13,765
Net defined benefit retirement obligation	界定利益退休責任淨額	115,393	95,238
		130,936	109,003

(a) Stock Appreciation Rights (SARs)

The board of SPL Acquisition Corp (“SPL”), a wholly-owned subsidiary of the Company, approved a long-term incentive plan in December 2015. Under this plan, SPL could issue up to 50,000 Stock Appreciation Rights (“SARs”). As at 31 December 2020, 48,200 SARs (2019: 48,350 SARs) had been granted.

Pursuant to the long-term incentive plan, the income obtained by the beneficiary is the incremental part between the exercise value and the initial value. The exercise value is the lesser of the common stock value and the formula value, among which, the formula value is the specified EBITDA divided by the shares of common stocks.

The initial values of SARs granted in 2015, 2016 and 2017 were \$562.30 per SARs, \$562.30 per SARs and \$500.62 per SARs, respectively. The settlement or payment of SARs may be in the form of cash or equivalent SPL's or the Company's common stock, or both. The grant of SARs lasts for four years and the expiration date is in the tenth year from the grant date. Vesting of SARs is in accordance with the terms in the respective grant agreements signed with the participants. As at 31 December 2020, 47,675 (2019: 46,725 SARs) SARs had been vested.

(a) 股票增值權

SPL Acquisition Corp (「SPL」，本公司的全資子公司)董事會於二零一五年十二月通過一項長期激勵計劃。根據該計劃，SPL可發行至多50,000份股票增值權(「股票增值權」)。於二零二零年十二月三十一日，48,200份股票增值權(二零一九年：48,350份股票增值權)已獲批准。

根據長期激勵計劃，受益人獲得的收益為行使價值與初始價值之間的增量部分。行使價值以普通股價值與公式價值中的較低者為準。其中，公式價值為指定的未扣除利息、稅項、折舊及攤銷的盈利除以普通股數目。

於二零一五年、二零一六年及二零一七年授予的初始價值分別為每份股票增值權562.30美元、每份股票增值權562.30美元及每份股票增值權500.62美元。股票增值權的結算或付款可採用現金或等額SPL或本公司的普通股形式，或兩者兼而有之。股票增值權的授予期為四年，自授予日期起第十年過期。股票增值權的歸屬根據與參與方簽署的各項授予協議的條款確定。於二零二零年十二月三十一日，47,675份股票增值權(二零一九年：46,725份股票增值權)已歸屬。

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34. LONG-TERM EMPLOYEE BENEFITS (Continued)

(a) Stock Appreciation Rights (SARs) (Continued)

Any vested SARs granted shall become exercisable in three equal instalments with the first instalment becoming exercisable on the fifth anniversary of the grant date and in the next two instalments on the seventh anniversary of the grant date and the ninth anniversary of the grant date.

(b) Net Defined Benefit Retirement Obligation

The Group makes contributions to a defined benefit retirement plan for the employees working in SPL Acquisition Corp., which covers 12% and 12% of the Group's employees during the years ended 31 December 2019 and 2020, respectively. The plan is administered by a trustee, who is independent, with its assets held separately from those of the Group.

The plan is funded by contributions from the Group in accordance with an independent actuary's recommendation based on an annual actuarial valuation. The independent actuarial valuation of the plan during the relevant years was prepared by certified insurance actuaries of AON plc by using the projected unit cost method. The actuarial valuation indicates that the Group's obligations under the defined benefit retirement plan were 46% covered by the plan assets held by the trustees at 31 December 2020 (2019: 48%).

The plan exposes the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market risk.

34. 長期僱員福利(續)

(a) 股票增值權(續)

任何已歸屬的股票增值權均須分成三等份行使，第一期於授予日五週年可行使，且其後兩期於授予日七週年及九週年行使。

(b) 界定利益退休責任淨額

本集團為在SPL Acquisition Corp.工作的僱員(於截至二零一九年及二零二零年十二月三十一日止年度分別佔本集團僱員的12%及12%)對一項界定利益退休計劃作出供款。該計劃由一名獨立受託人管理，計劃下的資產與本集團的資產分開持有。

該計劃由本集團根據獨立精算師基於年度精算估值提出的建議作出的供款提供資金。於有關期間，該計劃的獨立精算估值由AON plc的註冊保險精算師使用預測單位成本法編製。該精算估值顯示，於二零二零年十二月三十一日，本集團在界定利益退休計劃下的責任為46%(二零一九年：48%)，由受託人持有的計劃資產涵蓋。

該計劃使本集團面臨精算風險，例如長壽風險、貨幣風險、利率風險及市場風險。

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截至二零二零年十二月三十一日止年度

34. LONG-TERM EMPLOYEE BENEFITS (Continued)

(b) Net Defined Benefit Retirement Obligation (Continued)

(i) *The amounts recognised in the consolidated statement of financial position are as follows:*

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Present value of wholly or partly funded by obligation	全部或部分已撥資的責任的現值	221,214	188,346
Fair value of plan assets	計劃資產之公允值	(102,323)	(89,927)
		118,891	98,419
Expected to be settled in the next twelve months	預計於未來十二個月內結算	(3,498)	(3,181)
		115,393	95,238

(ii) Plan assets

As at 31 December 2019 and 2020, the Group's liability under this plan was covered by deposits placed with several banks. There is no plan asset invested in the Company's own financial instruments or any property occupied or other assets used by the Group.

34. 長期僱員福利(續)

(b) 界定利益退休責任淨額(續)

(i) 於綜合財務狀況表內確認的金額如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Present value of wholly or partly funded by obligation	全部或部分已撥資的責任的現值	221,214	188,346
Fair value of plan assets	計劃資產之公允值	(102,323)	(89,927)
		118,891	98,419
Expected to be settled in the next twelve months	預計於未來十二個月內結算	(3,498)	(3,181)
		115,393	95,238

(ii) 計劃資產

於二零一九年及二零二零年十二月三十一日，本集團於該計劃下的負債乃以存於數間銀行的款項支付。概無計劃資產投資於本公司本身的金融工具或本集團佔用的任何物業或使用的其他資產。

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34. LONG-TERM EMPLOYEE BENEFITS (Continued)**(b) Net defined benefit retirement obligation (Continued)****(iii) Movements in the present value of the defined benefit obligation**

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At the beginning of year	於年初	188,346	137,452
Actuarial losses arising from experience	經驗產生的精算虧損	30,880	33,644
Benefits paid by the plan	該計劃所支付的利益	(2,365)	(1,369)
Current service cost	現時服務成本	12,834	9,700
Interest cost	利息成本	6,296	6,069
Exchange difference	匯兌差額	(14,777)	2,850
At the end of year	於年末	221,214	188,346

The weighted average duration of the defined benefit obligation was 18.0 years and 18.5 years during the years ended 31 December 2019 and 2020, respectively.

於截至二零一九年及二零二零年十二月三十一日止年度，界定利益責任的加權平均年數分別為18.0年及18.5年。

(iv) Movements in plan assets

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At the beginning of year	於年初	89,927	67,698
The Group's contributions paid to the plan	本集團向該計劃支付的供款	13,808	14,818
Benefits paid by the plan	該計劃所支付的利益	(2,365)	(1,369)
Interest income	利息收入	2,791	2,873
Return on plan assets, excluding interest income	計劃資產回報，不包括利息收入	5,028	4,538
Exchange difference	匯兌差額	(6,866)	1,369
At the end of year	於年末	102,323	89,927

34. 長期僱員福利(續)**(b) 界定利益退休責任淨額(續)****(iii) 界定利益責任現值的變動**

	2020	2019
	2020年	2019年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

At the beginning of year	188,346	137,452
Actuarial losses arising from experience	30,880	33,644
Benefits paid by the plan	(2,365)	(1,369)
Current service cost	12,834	9,700
Interest cost	6,296	6,069
Exchange difference	(14,777)	2,850
At the end of year	221,214	188,346

於截至二零一九年及二零二零年十二月三十一日止年度，界定利益責任的加權平均年數分別為18.0年及18.5年。

(iv) 計劃資產的變動

	2020	2019
	2020年	2019年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

At the beginning of year	89,927	67,698
The Group's contributions paid to the plan	13,808	14,818
Benefits paid by the plan	(2,365)	(1,369)
Interest income	2,791	2,873
Return on plan assets, excluding interest income	5,028	4,538
Exchange difference	(6,866)	1,369
At the end of year	102,323	89,927

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截至二零二零年十二月三十一日止年度

34. LONG-TERM EMPLOYEE BENEFITS (Continued)

(b) Net defined benefit retirement obligation (Continued)

(v) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Current service cost	即期服務成本	12,834	9,700
Net interest on the net defined benefit liability	界定利益負債淨額的淨利息	3,505	3,196
Total amount recognised in profit or loss	於損益確認的總額	16,339	12,896
Actuarial losses	精算虧損	30,880	33,644
Return on plan assets, excluding interest income	計劃資產回報，不包括利息收入	(5,028)	(4,538)
Total amounts recognised in other comprehensive income	於其他全面收益內確認的總額	25,852	29,106
Total defined benefits costs	界定利益成本總額	42,191	42,002

The current service cost and the net interest on the net defined benefit liability are recognised in cost of sales, selling and distribution expenses and administrative expenses in the consolidated statement of profit or loss.

即期服務成本及界定利益負債淨額的淨利息於綜合損益表內的銷售成本、銷售及分銷開支以及行政開支內確認。

(vi) Significant actuarial assumptions (expressed as weighted averages) and a sensitivity analysis are as follows:

(vi) 重大精算假設(列示為加權平均數值)及敏感度分析如下:

		2020 2020年	2019 2019年
Discount rate	折現率	2.64%	3.34%
Future salary increases	未來薪金增加	3.50%	3.50%
Expected long-term rate of return	預期長期回報率	2.10%	2.90%

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34. LONG-TERM EMPLOYEE BENEFITS (Continued)**(b) Net defined benefit retirement obligation (Continued)**

The analysis below shows how the defined benefit obligation would have increased/(decreased) as a result of a 1% change in the significant actuarial assumptions:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase 1%	增加1%		
Discount rate	折現率	(39,393)	(20,962)
Future salary increases	未來薪金增加	13,970	10,315
Expected long-term rate of return	預期長期回報率	(962)	(899)
Decrease 1%	減少1%		
Discount rate	折現率	52,154	26,851
Future salary increases	未來薪金增加	(11,522)	(8,989)
Expected long-term rate of return	預期長期回報率	962	899

35. SHARE CAPITAL**34. 長期僱員福利(續)****(b) 界定利益退休責任淨額(續)**

以下分析展示因重大精算假設出現1%變動，如何令界定利益責任增加／(減少)：

35. 股本

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Issued and fully paid:	已發行及繳足：		
1,467,296,204 (2019: 1,247,201,704)	1,467,296,204 (2019年：		
ordinary shares	1,247,201,704) 股普通股	1,467,296	1,247,202

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35. SHARE CAPITAL (Continued)

A summary of movements in the Company's share capital is as follows:

		Number of shares in issue 已發行股份數目	Share capital 股本 RMB'000 人民幣千元
At 1 January 2019, 31 December 2019 and 1 January 2020	於2019年1月1日、2019年 12月31日及2020年1月1日	1,247,201,704	1,247,202
Issuance of H shares upon listing on the Hong Kong Stock Exchange	於香港聯交所上市後發行H股	220,094,500	220,094
At 31 December 2020	於2020年12月31日	1,467,296,204	1,467,296

36. RESERVES

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity on pages 96 to 97 of the financial statements.

(i) Statutory surplus reserve

In accordance with the Company Law of the PRC, the companies in the PRC are required to allocate 10% of the statutory after-tax profits to the statutory reserve until the cumulative total of the reserve reaches 50% of the company registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the company. The statutory reserve is not available for dividend distribution to shareholders of the PRC subsidiaries.

(ii) Merger reserve

The merger reserve of the Group represents the difference between the aggregate of the then net assets of the subsidiary acquired and the consideration paid by the Group for the business combination under common control.

35. 股本(續)

本公司股本變動概要如下：

36. 儲備

本集團的儲備金額及其變動於財務報表第96頁至97頁的綜合權益變動表呈列。

(i) 法定盈餘儲備

根據《中華人民共和國公司法》，中國公司按稅後法定利潤10%提取法定儲備，直至該儲備總額累計達到公司註冊資本的50%。視乎相關中國機關的批准，法定儲備可用於抵銷任何累計虧損或增加的公司註冊資本。法定儲備不適用派發予中國子公司股東的股息。

(ii) 合併儲備

本集團的合併儲備為所收購子公司當時資產淨值總額與本集團同一控制下業務合併支付對價的差額。

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36. RESERVES (Continued)

(iii) Exchange fluctuation reserve

The exchange fluctuation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the Group's presentation currency.

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

(iv) Share option reserve

The share option reserve of the Group represents the fair value of equity-settled share-based payment granted in 2012, which was early terminated in 2013.

(v) Fair value reserve

The fair value reserve of the Group represents the fair value movement of equity investments designated at fair value through other comprehensive income.

(vi) Defined benefit contribution reserve

The defined benefit contribution reserve of the Group represents actuarial losses arising from a net defined benefit retirement obligation.

36. 儲備(續)

(iii) 匯兌波動儲備

匯兌波動儲備是指因換算海外業務的財務報表而產生的匯兌差額，其功能貨幣不同於本集團的呈列貨幣。

本集團本年度及過往年度的儲備及其中的變動載於財務報表的綜合權益變動表內。

(iv) 購股權儲備

本集團的購股權儲備乃於二零一二年授予的以權益結算的股份支付之公允價值，並於二零一三年提前終止。

(v) 公允價值儲備

本集團的公允價值儲備指指定以公允價值計量且其變動計入其他全面收益的股權投資的公允價值變動。

(vi) 界定利益供款儲備

本集團的界定利益供款儲備乃為界定利益退休責任淨額產生的精算虧損。

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37. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

31 December 2020

37. 具有重大非控股權益的部分擁有子公司

二零二零年十二月三十一日

		Percentage of equity interest held by non-controlling interests	Profit/(loss) for the year allocated to non-controlling interests	Accumulated balances of non-controlling interests at the reporting date
		非控股權益持有的股本權益百分比	分配予非控股權益的年內利潤／(虧損)	於報告日期非控股權益累計結餘
		%	RMB'000 人民幣千元	RMB'000 人民幣千元
Shenzhen Penghe Property Management Co., Ltd.	深圳市朋和物業管理有限公司	45%	(1,194)	51,864
Shenzhen Ruidi Biomedical Co., Ltd.	深圳市瑞迪生物醫藥有限公司	49%	473	40,798
Shenzhen OncoVent Biomedical Technology Co., Ltd.	深圳昂瑞生物醫藥技術有限公司	46%	(1,033)	19,759

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37. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)**31 December 2020 (Continued)**

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

37. 具有重大非控股權益的部分擁有子公司(續)**二零二零年十二月三十一日(續)**

下表說明上述子公司的財務資料概要。所披露金額未進行任何公司間抵銷：

		Shenzhen Penghe Property Management Co., Ltd. 深圳市朋和 物業管理 有限公司 RMB'000 人民幣千元	Shenzhen Ruidi Biomedical Co., Ltd. 深圳市瑞迪 生物醫藥 有限公司 RMB'000 人民幣千元	Shenzhen OncoVent Biomedical Technology Co., Ltd. 深圳昂瑞 生物醫藥技術 有限公司 RMB'000 人民幣千元
Revenue	收入	1,510	–	–
Total expenses	開支總額	(2,654)	(76)	(2,246)
Profit/(loss) for the year	年內利潤/(虧損)	(2,654)	966	(2,246)
Total comprehensive loss for the year	年內全面虧損總額	(2,654)	(765)	(3,609)
Current assets	流動資產	5,895	55,648	50,893
Non-current assets	非流動資產	109,909	47,764	18,064
Current liabilities	流動負債	(308)	(20,282)	(26,001)
Non-current liabilities	非流動負債	(242)	–	–
Net cash flows from/(used in) operating activities	經營活動所得/(所用)現金流量淨額	226	169	(6,866)
Net cash flows from investing activities	投資活動所得現金流量淨額	3,843	39,501	7,198
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	–	(2,031)	(1,396)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	4,069	37,639	(1,064)

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37. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

31 December 2019

37. 具有重大非控股權益的部分擁有子公司(續)

二零一九年十二月三十一日

		Percentage of equity interest held by non-controlling interests 非控股權益持有的股本權益百分比	Loss for the year allocated to non-controlling interests 分配至非控股權益的年內虧損	Accumulated balances of non-controlling interests at the reporting date 於報告日期非控股權益累計結餘
		%	RMB'000 人民幣千元	RMB'000 人民幣千元
Shenzhen Penghe Property Management Co., Ltd.	深圳市朋和物業管理有限公司	45%	(1,359)	53,058
Shenzhen Ruidi Biomedical Co., Ltd.	深圳市瑞迪生物醫藥有限公司	49%	(2,297)	41,173
Shenzhen OncoVent Biomedical Technology Co., Ltd.	深圳昂瑞生物醫藥技術有限公司	46%	(1,250)	21,272

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37. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)**31 December 2019 (Continued)**

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

37. 具有重大非控股權益的部分擁有子公司(續)**二零一九年十二月三十一日(續)**

下表說明上述子公司的財務資料概要。所披露金額未進行任何公司間抵銷：

		Shenzhen Penghe Property Management Co., Ltd. 深圳市朋和 物業管理 有限公司 RMB'000 人民幣千元	Shenzhen Ruidi Biomedical Co., Ltd. 深圳市瑞迪 生物醫藥 有限公司 RMB'000 人民幣千元	Shenzhen OncoVent Biomedical Technology Co., Ltd. 深圳昂瑞 生物醫藥技術 有限公司 RMB'000 人民幣千元
Revenue	收入	–	–	–
Total expenses	支出合計	(3,019)	(4,688)	(2,717)
Loss for the year	年內虧損	(3,019)	(4,688)	(2,717)
Total comprehensive loss for the year	年內全面虧損總額	(3,019)	(4,688)	(2,717)
Current assets	流動資產	5,558	59,868	37,962
Non-current assets	非流動資產	112,818	45,677	18,722
Current liabilities	流動負債	(282)	(21,649)	(10,488)
Non-current liabilities	非流動負債	(186)	–	–
Net cash flows used in operating activities	經營活動所用現金流量淨額	(42)	(1,638)	(5,546)
Net cash flows from/(used in) investing activities	投資活動所得／(所用)現金流量淨額	1,055	(8,670)	11,298
Net cash flows from financing activities	融資活動所得現金流量淨額	–	8,120	79
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	–	274	199
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	1,013	(1,914)	6,030

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38. SHARE AWARD SCHEME

Share Option Scheme

Shenzhen OncoVent Biomedical Technology Co., Ltd. (“OncoVent”), a subsidiary of the Company, approved a Share Option Scheme (“the Scheme”) in 2018. Pursuant to the Scheme, OncoVent proposed to grant 4% share options of the diluted shares in the original equity structure to the CEO of OncoVent. Share options are granted when the participant reaches the agreed milestones. 2% share options will be granted when the first milestone is reached. 1% share options will be granted when the second stage is reached. And the remaining 1% of the share options will be granted when the third milestone is reached.

Milestones

里程碑

Condition

條件

The first milestone 第一個里程碑	The participant signs a labour contract with OncoVent 參與者與昂瑞簽訂勞動合同
The second milestone 第二個里程碑	OncoVent’s new pharmaceutical varieties obtains permission to carry out Phase III clinical trials from Chinese pharmaceutical regulatory authorities 昂瑞的新藥品種獲得中國藥品監管部門批准開展III期臨床試驗
The Third milestone 第三個里程碑	New pharmaceutical varieties obtain permission to be sellable in the market from Chinese pharmaceutical regulatory authorities 新藥品種獲得中國藥品監管部門批准上市銷售

The grant date is within one month when each milestone is reached. The share options shall be valid for a period of four years from the grant date. The first exercise period shall commence from the first day after expiry of the one-year period from the grant date. The vesting percentages of the share options for the following three years are 40%, 30% and 30%, respectively. When OncoVent is listed or sold, the participant may realise the benefit of share options based on the stock circulation rules at the listing place or the value of OncoVent at the time of sale. The participant may choose to convert the virtual option into actual investment to OncoVent. When and only when OncoVent is listed or sold, the participant can choose to exercise share options. The exercise price is based on the investment price and the latest financing authorised by the Board of OncoVent.

38. 股份獎勵計劃

購股權計劃

本公司子公司深圳昂瑞生物醫藥技術有限公司(「昂瑞」)於二零一八年批准一項購股權計劃(「該計劃」)。根據該計劃，昂瑞建議將原股權結構中稀釋股份的4%的購股權授予昂瑞的首席執行官。參與者在達到商定的里程碑時將獲授購股權。當達到第一個里程碑時，將獲授2%的購股權。當第二階段完成後，將獲授1%的購股權。當達到第三個里程碑時，將會獲授餘下的1%的購股權。

當達到各里程碑時，應於一個月內授出購股權。購股權應於授出日期起四年內有效。第一個行使日期應自授出日期起於一年屆滿後的第一天開始。後續三年的購股權歸屬比例分別為40%、30%及30%。當昂瑞上市或被出售時，參與者可根據上市地的股票流通規則或者昂瑞出售時的價值將購股權益處變現。參與者可選擇將虛擬購股權轉換為對昂瑞的實際出資。當且僅當昂瑞上市或被出售時，參與者可選擇行使購股權。行使價格乃基於投資價格及昂瑞董事會最新批准的融資而釐定。

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38. SHARE AWARD SCHEME (Continued)**Share Option Scheme (Continued)**

As of 31 December 2019 and 2020, the progress of the Scheme is as follows:

Milestone		Granted percentage	Conditions are Met	Date of meet	Fair Value of Granted Share Options
里程碑		獲授比例	是否滿足條件	滿足日期	獲授購股權的公允價值 RMB'000 人民幣千元
The first milestone	第一個里程碑	2%	Yes 是	8 August 2017 2017年8月8日	1,271
The second milestone	第二個里程碑	1%	No 否	-	-
The third milestone	第三個里程碑	1%	No 否	-	-

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Major non-cash transactions**

During the year ended 31 December 2020, SPL Distribution LLC, a subsidiary of the Group, provided active pharmaceutical ingredients of RMB3,258,000 (equivalent to USD472,000) and RMB86,402,000 (equivalent to USD12,521,000) to its customer, Curemark in exchange for equity interests of the customer and as the prepayment for investment, respectively. Further details are set out in note 19(b) and note 22(c).

During the year ended 31 December 2020, Cytovance Biologics Inc, a subsidiary of the Group, provides CDMO service of RMB6,900,000 (equivalent to USD1,000,000) to its customer, GT BioPharma Inc in exchange for equity interest of the customer.

38. 股份獎勵計劃(續)**購股權計劃(續)**

截至二零一九年及二零二零年十二月三十一日，該計劃進展如下：

39. 綜合現金流量表附註**(a) 主要非現金交易**

於截至二零二零年十二月三十一日止年度，本集團子公司SPL Distribution LLC分別向其客戶Curemark提供價值人民幣3,258,000元(相當於472,000美元)及人民幣86,402,000元(相當於12,521,000美元)的原料藥，以換取該客戶的股本權益，並作為投資預付款項。詳情載列於附註19(b)及附註22(c)。

於截至二零二零年十二月三十一日止年度，本集團子公司Cytovance Biologics Inc向其客戶GT BioPharma Inc提供價值人民幣6,900,000元(相當於1,000,000美元)的CDMO服務，以換取該客戶的股本權益。

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39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

39. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing activities

(b) 融資活動產生的負債變動

		Interest-bearing bank and other borrowings 計息銀行及其他借款 RMB'000 人民幣千元	Interest payables 應付利息 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
2020	2020年			
At 1 January 2020	於2020年1月1日	6,293,993	-	119,233
New bank loans and other borrowings	新增銀行貸款及其他借款	4,516,321	-	-
Additions to lease liabilities	租賃負債增加	-	-	6,870
Accretion of interest expenses	利息開支增加	57,405	186,083	4,231
Early termination of lease liabilities	租賃負債提前終止	-	-	(14,452)
Repayment of interest expenses	償還利息開支	-	(250,767)	-
Repayment of loans and other borrowings	償還貸款及其他借款	(5,197,421)	-	-
Principal and interest elements of lease payments	租賃付款的本金與利息	-	-	(32,957)
Foreign exchange movement	外匯變動	(102,464)	64,684	(5,682)
At 31 December 2020	於2020年12月31日	5,567,834	-	77,243
2019	2019年			
At 1 January 2019	於2019年1月1日	4,912,924	19,826	137,527
New bank loans and other borrowings	新增銀行貸款及其他借款	5,973,986	-	-
Additions to lease liabilities	租賃負債增加	-	-	14,451
Accretion of interest expenses	利息開支增加	34,991	234,523	5,684
Early termination of lease liabilities	租賃負債提前終止	-	-	(450)
Repayment of interest expenses	償還利息開支	-	(247,072)	-
Repayment of loans and other borrowings	償還貸款及其他借款	(4,669,869)	-	-
Principal and interest elements of lease payments	租賃付款的本金與利息	-	-	(39,418)
Foreign exchange movement	外匯變動	41,961	(7,277)	1,439
At 31 December 2019	於2019年12月31日	6,293,993	-	119,233

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39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within operating activities	經營活動範疇	1,454	1,993
Within financing activities	融資活動範疇	32,957	39,418
		34,411	41,411

40. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	163,113	314,333
Capital contributions payable to investments	應付投資的出資額	60,930	190,616
		224,043	504,949

39. 綜合現金流量表附註(續)

(c) 租賃現金流出總額

計入現金流量表的租賃現金流出總額如下：

40. 承擔

本集團於報告期末有下列資本承擔：

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41. PLEDGE OF ASSETS

Details of the Group's interest-bearing bank and other borrowings, which are secured by the assets of the Group, are included in note 31 to the financial statements.

The summary of the pledged assets is as follows:

- (a) As at 31 December 2020 and 2019, 100% of the shares of Shenzhen Topknow Industrial Development Co., Ltd. were pledged to secure certain bank loans.
- (b) As at 31 December 2020, the total assets (including property, plant and equipment, equity investments designated at fair value through other comprehensive income, inventories, trade and bills receivables, and cash and cash equivalents) of SPL and the buildings of the Company located in Pingshan District, Shenzhen, totally amounting to RMB2,422,905,000 and RMB2,167,111,000, respectively, were mortgaged to obtain loans from certain banks (2019: RMB2,167,111,000).
- (c) As at 31 December 2020, the bank deposits secured for performance guarantees' margin and bank acceptances' margin were RMB61,568,000 (2019: RMB80,000).
- (d) As at 31 December 2019 and 2020, the bank deposits secured for the performance bond margin were RMB87,000,000 (2019: nil).
- (e) As at 31 December 2020, the buildings and leasehold land of the Group located in Linyi City, Shandong Province and Pengzhou City, Sichuan Province, totally amounting to RMB53,431,000 was mortgaged to secure an unlimited guarantee from Shenzhen Gaoxintou Group Co., Ltd., an independent third party that offers financing and guarantee service (2019: nil).

41. 資產抵押

由本集團資產作抵押的本集團計息銀行及其他借款的詳情載於財務報表附註31。

抵押資產的概要如下：

- (a) 於二零二零年及二零一九年十二月三十一日，深圳市多普樂實業發展有限公司100%的股份已作抵押以取得若干銀行貸款。
- (b) 於二零二零年十二月三十一日，已分別按揭SPL資產(包括物業、廠房及設備、以公允價值計量且其變動計入其他全面收益的股權投資、存貨、貿易應收款項及應收票據以及現金及現金等價物)及位於深圳坪山區的本公司樓宇合共人民幣2,422,905,000元及人民幣2,167,111,000元，以取得若干銀行的貸款(二零一九年：人民幣2,167,111,000元)。
- (c) 於二零二零年十二月三十一日，用於履約保證金及銀行承兌保證金的銀行存款為人民幣61,568,000元(二零一九年：人民幣80,000元)。
- (d) 於二零一九年及二零二零年十二月三十一日，用於履約保證金的銀行存款為人民幣87,000,000元(二零一九年：零)。
- (e) 於二零二零年十二月三十一日，本集團位於山東省臨沂市及四川省彭州市的樓宇及租賃土地共計人民幣53,431,000元已抵押，以取得深圳高新投集團有限公司(一家獨立的提供融資和擔保服務的第三方)的無限擔保(二零一九年：零)。

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42. RELATED PARTY TRANSACTIONS

(a) Name and relationship

Name of related parties

關聯方姓名／名稱

Mr. Li Li and Ms. Li Tan
李鋌先生與李坦女士Shenzhen Leren Technology Co., Ltd.
深圳市樂仁科技有限公司Urumqi Jintiantu Equity Investment Partnership
(Limited Partnership)
烏魯木齊金田土股權投資合夥企業（有限合夥）Urumqi Feilashi Equity Investment Co., Ltd.
烏魯木齊飛來石股權投資有限公司Mr. Shan Yu
單宇先生Urumqi Shuidi Shichuan Equity Investment Partnership
(Limited Partnership) ("Shuidi Shichuan")
烏魯木齊水滴石穿股權投資合夥企業（有限合夥）
（「水滴石穿」）

Aridis Pharmaceuticals, Inc

OncoQuest Inc.

Resverlogix Corp.

Relationship with the Group

與本集團的關係

Controlling Shareholders
控股股東Shareholder of the Company
本公司股東Shareholder of the Company
本公司股東Shareholder of the Company
本公司股東Shareholder and key management and a close
family member of the Controlling Shareholders
股東及主要管理層及控股股東的近親A company controlled by Shareholder, key
management and a close family member of the
Controlling Shareholders
股東、主要管理層及控股股東的近親控制的公司Minority shareholder of a subsidiary
子公司少數股東Associate
聯營公司Associate
聯營公司

(b) Significant related party transactions

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material related party transactions during the years ended 31 December 2019 and 2020:

(b) 重大關聯方交易

除該等財務報表其他部分詳述的交易外，本集團截至二零一九年及二零二零年十二月三十一日止年度有下列重大關聯方交易：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from sales of products	產品銷售收入		
Aridis Pharmaceutical, Inc	Aridis Pharmaceuticals, Inc	6,900	-
OncoQuest Inc.	OncoQuest Inc.	16,502	24,163

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42. RELATED PARTY TRANSACTIONS (Continued)

(c) Other related party transactions

During the years ended 31 December 2019 and 2020, the Group's banking facilities were guaranteed by its related parties with details set out in note 31 to these financial statements.

(d) Outstanding balances with related parties

As disclosed in the statement of financial position, the Group had the following outstanding balances with related parties at 31 December 2019 and 2020:

42. 關聯方交易(續)

(c) 其他關聯方交易

截至二零一九年及二零二零年十二月三十一日止年度，本集團的銀行融資由其關聯方擔保，詳情載於該等財務報表附註31。

(d) 與關聯方的未償還結餘

如財務狀況表所披露，本集團於二零一九年及二零二零年十二月三十一日與關聯方的未償還結餘如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<u>Due from related parties</u>	<u>應收關聯方款項</u>		
Trade receivables (trade in nature) (Note (i))	貿易應收款項 (貿易性質) (附註(i))		
OncoQuest Inc.	OncoQuest Inc.	912	18,584
Aridis Pharmaceutical, INC	Aridis Pharmaceutical, INC	6,525	-
Other receivables (non-trade in nature)	其他應收款項 (非貿易性質)		
Controlling Shareholders (Note (ii))	控股股東 (附註(ii))	-	240,279
Mr. Shan Yu (Note (ii))	單宇先生 (附註(ii))	-	7,548
Shuidi Shichuan (Note (ii))	水滴石穿 (附註(ii))	-	4,572
Resverlogix Corp.	Resverlogix Corp.	41,798	44,689
Total receivables from related parties	應收關聯方款項總額	49,235	315,672
<u>Due to related parties</u>	<u>應付關聯方款項</u>		
Aridis Pharmaceuticals Inc.(non-trade in nature)	Aridis Pharmaceuticals Inc. (非貿易性質)	22	1,062
Deposit received (trade in nature)	已收按金 (貿易性質)		
OncoQuest Inc.	OncoQuest Inc.	8,091	3,089
Total payables to related parties	應付關聯方款項總額	8,113	4,151

(i) Trade receivables due from related parties are unsecured, interest-free and repayable on demand.

(ii) In 2018, the Company acquired 100% shares of Shenzhen Topknow Industrial Development Co. Ltd. ("Topknow") with a cash consideration of RMB2,400,000,000 from the Controlling Shareholders, Mr. Shan Yu, Shuidi Shichuan and other shareholders (Collectively "The Acquisition of Topknow").

(i) 應收關聯方的貿易應收款項為無抵押、不計息且應要求償還。

(ii) 於二零一八年，本公司以人民幣2,400,000,000元的現金對價自控股股東、單宇先生、水滴石穿及其他股東收購深圳市多普樂實業發展有限公司(「多普樂」)100%的股份(統稱「收購多普樂」)。

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42. RELATED PARTY TRANSACTIONS (Continued)

(d) Outstanding balances with related parties (Continued)

Pursuant to the agreement of the Acquisition of Topknow, the Controlling Shareholders, along with Mr. Shan and Shuidi Shichuan, guaranteed that if Topknow's net profit fell below RMB286,800,000 and RMB340,800,000, respectively, for the years ended 31 December 2019 and 2020, each of them would be jointly and severally liable to compensate the Company up to the amount of consideration they received from the Acquisition of Topknow. For the year ended 31 December 2019, Topknow did not meet the guaranteed profit and the Company recognised other receivables of RMB252,399,000 as deemed contribution from the Controlling Shareholders, Mr. Shan and Shuidi Shichuan with the corresponding entry recognised in other reserves in the consolidated statement of changes in equity. For the year ended 31 December 2020, Topknow met the guaranteed profits.

(e) Compensation of key management personnel of the Group

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	300	300
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	15,847	8,337
Performance related bonuses	績效相關花紅	15,665	-
Pension scheme contributions	退休金計劃供款	88	278
		31,900	8,915

Further details of directors' and supervisors' emoluments are included in note 9 to these financial statements.

42. 關聯方交易(續)

(d) 與關聯方的未償還結餘(續)

根據收購多普樂協議，倘多普樂截至二零一九年及二零二零年十二月三十一日止年度的純利分別低於人民幣286,800,000元及人民幣340,800,000元，我們的控股股東、單先生及水滴石穿會提供擔保，且彼等將共同及個別負責向本公司提供補償，最高為其收購多普樂所收取對價的金額。截至二零一九年十二月三十一日止年度，多普樂並未達成所擔保的利潤，且本公司確認其他應收款項人民幣252,399,000元，視作來自控股股東、單先生及水滴石穿的供款，相應條目於綜合權益變動表的其他儲備中確認。截至二零二零年十二月三十一日止年度，多普樂已達成所擔保的利潤。

(e) 本集團主要管理人員的薪酬

董事及監事酬金的詳情載於該等財務報表附註9。

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Year Ended 31 December 2020
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43. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2020

Financial assets

43. 按類別劃分的金融工具

於報告期末，各類別金融工具的賬面值如下：

2020年

金融資產

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
		以公允價值計量且其變動計入當期損益的金融資產	以公允價值計量且其變動計入其他全面收益的金融資產	以攤銷成本計量的金融資產	合計
		Mandatorily designated as such	Equity investments		
		強制如此指定	股權投資		
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	2,568,694	-	-	2,568,694
Derivative financial instruments	衍生金融工具	6,949	-	-	6,949
Equity investments designated at fair value through other comprehensive income	指定以公允價值計量且其變動計入其他全面收益的股權投資	-	619,953	-	619,953
Financial assets included in other non-current assets	計入其他非流動資產的金融資產	-	-	89,786	89,786
Trade and bills receivables	貿易應收款項及應收票據	-	-	1,666,216	1,666,216
Due from related parties	應收關聯方款項	-	-	49,235	49,235
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	196,600	196,600
Pledged deposits	已抵押存款	-	-	80	80
Time deposits	定期存款	-	-	1,368,416	1,368,416
Cash and cash equivalents	現金及現金等價物	-	-	1,330,245	1,330,245
		2,575,643	619,953	4,700,578	7,896,174

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**43. FINANCIAL INSTRUMENTS BY CATEGORY
(Continued)**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

Financial liabilities

**43. 按類別劃分的金融工具
(續)**

於報告期末，各類別金融工具的賬面值如下：(續)

金融負債

		Financial liabilities at amortised cost
		以攤銷成本計量的金融負債
		RMB'000
		人民幣千元
Trade payables	貿易應付款項	239,218
Due to related parties	應付關聯方款項	22
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	169,202
Interest-bearing bank and other borrowings	計息銀行及其他借款	5,567,834
Lease liabilities	租賃負債	77,243
		6,053,519

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43. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2019

Financial assets

43. 按類別劃分的金融工具 (續)

於報告期末，各類別金融工具的賬面值如下：(續)

2019年

金融資產

	Financial assets at fair value through profit or loss 以公允價值計量且其變動計入當期損益的金融資產	Financial assets at fair value through other comprehensive income 以公允價值計量且其變動計入其他全面收益的金融資產	Financial assets at amortised cost 以攤銷成本計量的金融資產	Total 合計	
	Mandatorily designated as such 強制如此指定	Equity investments 股權投資			
	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	
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	1,316,047	–	–	1,316,047
Derivative financial instruments	衍生金融工具	24,768	–	–	24,768
Equity investments designated at fair value through other comprehensive income	指定以公允價值計量且其變動計入其他全面收益的股權投資	–	627,397	–	627,397
Financial assets included in non-current assets	計入非流動資產的金融資產	–	–	74,183	74,183
Trade and bills receivables	貿易應收款項及應收票據	–	–	1,282,125	1,282,125
Due from related parties	應收關聯方款項	–	–	315,672	315,672
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	–	–	61,324	61,324
Pledged deposits	已抵押存款	–	–	61,568	61,568
Time deposits	定期存款	–	–	127,510	127,510
Cash and cash equivalents	現金及現金等價物	–	–	1,076,537	1,076,537
		1,340,815	627,397	2,998,919	4,967,131

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43. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

Financial liabilities

		Financial liabilities at amortised cost 以攤銷成本計量的 金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	228,661
Due to related parties	應付關聯方款項	4,151
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的 金融負債	194,476
Interest-bearing bank and other borrowings	計息銀行及其他借款	6,293,993
Lease liabilities	租賃負債	119,233
		6,840,514

44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

As at 31 December 2019 and 2020, the fair values of the Group's financial assets or liabilities approximated to their respective carrying amounts.

Management has determined that the carrying amounts of cash and cash equivalents, the current portion of time deposits and pledged deposits, trade and bills receivables, amounts due from related parties, financial assets included in prepayments, other receivables and other assets, trade payables, amounts due to related parties, financial liabilities included in other payables and accruals, the current portion of interest-bearing bank borrowings and lease liabilities reasonably approximate to their fair values because these financial instruments are mostly short term in nature.

43. 按類別劃分的金融工具 (續)

於報告期末，各類別金融工具的賬面值如下：(續)

金融負債

		Financial liabilities at amortised cost 以攤銷成本計量的 金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	228,661
Due to related parties	應付關聯方款項	4,151
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的 金融負債	194,476
Interest-bearing bank and other borrowings	計息銀行及其他借款	6,293,993
Lease liabilities	租賃負債	119,233
		6,840,514

44. 金融工具的公允價值及公允價值等級

於二零一九年及二零二零年十二月三十一日，本集團金融資產或負債的公允價值與其各自賬面值相若。

管理層已釐定現金及現金等價物、定期存款及已抵押存款的即期部分、貿易應收款項及應收票據、應收關聯方款項、計入預付款項、其他應收款項及其他資產的金融資產、貿易應付款項、應付關聯方款項、計入其他應付款項及應計項目的金融負債、計息銀行借款的即期部分以及租賃負債的賬面值與其公允價值合理相若，因為該等金融工具大多屬短期性質。

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The Group's finance department headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The directors review the results of the fair value measurement of financial instruments periodically for annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of long-term interest receivables and the debt investment have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2020 and 2019 were assessed to be insignificant.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments have been valued based on a market-based fair value technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. The fair values of unlisted equity investments designated at fair value have been estimated using precedent transaction method, binomial tree model and the guideline public company method which requires the directors to determine comparable public companies (peers) and comparable transactions. Those valuation techniques required significant observable inputs, including market multiplier, risk-free interest rate, volatility and liquidity discount which are available from public market. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income and profit or loss, are reasonable, and that they were the most appropriate values at the end of the reporting period.

44. 金融工具的公允價值及公允價值等級(續)

由本集團財務總監領導的財務部門負責確定金融工具公允價值計量的政策及程序。於各報告日期，財務部門會分析金融工具的價值變動，並確定估值中應用的主要輸入數據。董事定期檢討金融工具的公允價值計量結果以進行年度財務報告。

金融資產及負債的公允價值以於各方自願(被迫或清算銷售除外)進行的當前交易中交換工具的金額入賬。

下列方法及假設用於估計公允價值：

長期應收利息及債權投資的公允價值已通過使用具有類似條款、信貸風險及剩餘期限的工具當前可用的利率，對預計未來現金流量進行貼現來計算。因本集團自身於二零二零年及二零一九年十二月三十一日的計息銀行及其他借款的不履約風險而導致的公允價值變動已評估為不重大。

上市股權投資的公允價值基於市場報價。非上市股權投資乃根據適用於不同情況且具備充分數據以供計量公允價值的基於市場的公允價值技術進行估值，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。指定以公允價值計量的非上市股權投資的公允價值採用先例交易法、二叉樹模型以及上市公司比較法(需要董事確定可資比較上市公司(同行)及可資比較交易)作出估計。該等估值技術需要重大可觀察輸入數據，包括從公開市場可獲得的市場倍數、無風險利率、波動性及流動性貼現。董事認為，估值技術得出的估計公允價值(計入綜合財務狀況表)及公允價值的相關變動(計入其他全面收益及損益)屬合理，並認為彼等是報告期末最合適的數值。

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截至二零二零年十二月三十一日止年度

44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The Group enters into derivative financial instruments with counterparties, principally investment in association derivative financial instruments, including warrants, are measured using binomial tree model, using present value calculations. The model incorporate various market observable inputs including the credit quality of counterparties, the underlying stock price and interest rate curves.

As at 31 December 2020 and 2019, the mark-to-market value of the derivative asset position was net of a credit valuation adjustment attributable to derivative counterparty default risk.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2020:

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range 範圍
Unlisted equity investments 非上市股權投資	Discounted Cash Flow 貼現現金流量	Discount Rate 貼現率	17%–19%
		Terminal Growth Rate 最終增長率	2%
		Discount for Lack of Control 缺乏控制貼現	20%

44. 金融工具的公允價值及公允價值等級(續)

本集團投資於非上市投資，即由中國內地銀行發行的理財產品。本集團已按照具有類似條款及風險的工具的市場利率，使用貼現現金流量估值模型估計該等非上市投資的公允價值。

本集團與交易對手訂立衍生金融工具（主要是對聯營公司衍生金融工具（包括認股權證）的投資），採用二叉樹模型並使用現值計算進行計量。該模型包含各種市場可觀察的輸入數據，包括交易對手的信貸質素、相關股價及利率曲線。

於二零二零年及二零一九年十二月三十一日，按市值標價的衍生資產頭寸已扣除衍生工具交易對手違約風險應佔的信用評估調整。

對於以公允價值計量且其變動計入其他全面收益的非上市股權投資公允價值而言，管理層已就估值模型輸入數據估計採用合理可行替代方法的潛在影響。

以下概述於二零二零年十二月三十一日金融工具估值所用的重大不可觀察輸入數據連同定量敏感度分析：

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2020

44. 金融工具的公允價值及公允價值等級(續)

公允價值等級

下表闡述本集團金融工具的公允價值計量等級：

以公允價值計量的資產：

於二零二零年十二月三十一日

		Fair value measurement using			Total
		公允價值計量所用數據			
		Quoted prices in active markets 活躍市場中的 報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Equity investments designated at fair value through other comprehensive income	指定以公允價值計量且 其變動計入其他 全面收益的股權投資	34,792	389,413	195,747	619,952
Financial assets at fair value through profit or loss	以公允價值計量且 其變動計入當期損益 的金融資產	9,044	2,559,650	-	2,568,694
Derivative financial instruments	衍生金融工具	-	6,949	-	6,949
		43,836	2,956,012	195,747	3,195,595

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Assets measured at fair value: (Continued)

As at 31 December 2019

44. 金融工具的公允價值及公允價值等級(續)

公允價值等級(續)

以公允價值計量的資產:(續)

於二零一九年十二月三十一日

		Fair value measurement using 公允價值計量所用數據			Total 合計
		Quoted prices in active markets 活躍市場中的 報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) RMB'000 人民幣千元	
Equity investments at fair value through other comprehensive income	以公允價值計量且 其變動計入其他 全面收益的股權投資	27,271	600,126	-	627,397
Financial assets at fair value through profit or loss	以公允價值計量且 其變動計入當期損益 的金融資產	-	1,316,047	-	1,316,047
Derivative financial instruments	衍生金融工具	-	24,768	-	24,768
		27,271	1,940,941	-	1,968,212

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截至二零二零年十二月三十一日止年度

44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Assets measured at fair value (Continued)

The movements in fair value measurements in Level 3 during the year are as follows:

		Equity investments at fair value through other comprehensive income 以公允價值計量且 其變動計入其他全面 收益的股權投資 RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	-
Transfer	轉撥	209,286
Exchange realignment	匯兌調整	(13,539)
As at 31 December 2020	於2020年12月31日	195,747

During the years ended 31 December 2020, a financial asset classified under the fair value hierarchy as Level 2 was transferred to Level 3 due to the inputs of valuation models were not reliably available by the Group. The fair values of the financial asset at 31 December 2020 was RMB195,747,000. There were no other significant transfers between the fair value hierarchy of the Group's financial instruments during the year (2019: nil).

截至二零二零年十二月三十一日止年度，由於本集團無法可靠地獲得估值模型的輸入數據，將一項分類為公允價值等級項下第二級的金融資產轉入第三級。於二零二零年十二月三十一日，該金融資產的公允價值為人民幣195,747,000元。年內本集團金融工具的公允價值等級之間並無其他重大轉移（二零一九年：無）。

Assets for which fair value disclosed

As at 31 December 2020

已披露公允價值的資產：

於二零二零年十二月三十一日

	Fair value measurement using 公允價值計量所用數據			Total 合計
	Quoted prices in active markets 活躍市場中的 報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) RMB'000 人民幣千元	
Debt investment	-	74,206	-	74,206
債權投資	-	74,206	-	74,206

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Assets for which fair value disclosed (Continued)

As at 31 December 2019

	Fair value measurement using			Total
	公允價值計量所用數據			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	活躍市場中的 報價	重大可觀察 輸入數據	重大不可觀察 輸入數據	
	(Level 1)	(Level 2)	(Level 3)	
	(第一級)	(第二級)	(第三級)	合計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Debt investment		債權投資		
	-	74,183	-	74,183

Liabilities for which fair values are disclosed

As at 31 December 2020

	Fair value measurement using			Total
	公允價值計量所用數據			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	活躍市場中的 報價	重大可觀察 輸入數據	重大不可觀察 輸入數據	
	(Level 1)	(Level 2)	(Level 3)	
	(第一級)	(第二級)	(第三級)	合計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank and other borrowings		計息銀行及其他借款		
	-	3,085,857	-	3,085,857

44. 金融工具的公允價值及公允價值等級(續)

公允價值等級(續)

已披露公允價值的資產:(續)

於二零一九年十二月三十一日

已披露公允價值的負債:

於二零二零年十二月三十一日

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities for which fair values are disclosed (Continued)

As at 31 December 2019

44. 金融工具的公允價值及公允價值等級(續)

公允價值等級(續)

已披露公允價值的負債:(續)

於二零一九年十二月三十一日

	Fair value measurement using			Total
	公允價值計量所用數據			
	Quoted prices in active markets 活躍市場中的 報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Interest-bearing bank and other borrowings		計息銀行及其他借款		
	-	2,354,653	-	2,354,653

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and cash equivalents, time deposits, pledged deposits, trade and bills receivables, other receivables, trade payables and other payables and lease liabilities, which arise directly from its operations. The Group has other financial assets and liabilities such as financial assets at fair value through profit or loss, equity investments designated at fair value through other comprehensive income, derivative financial instruments, interest-bearing bank and other borrowings, and amounts due to related parties and due from related parties. The main purpose of these financial instruments is to raise finance for the Group's operations.

The Group also enters into derivative transactions, including forward currency contracts. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance.

45. 財務風險管理的目標與政策

本集團的主要金融工具主要包括現金及現金等價物、定期存款、已抵押存款、貿易應收款項及應收票據、其他應收款項、貿易應付款項及其他應付款項以及租賃負債，均直接來自其經營活動。本集團有其他金融資產及負債，例如以公允價值計量且其變動計入當期損益的金融資產、指定以公允價值計量且其變動計入其他全面收益的股權投資、衍生金融工具、計息銀行及其他借款、應付關聯方款項及應收關聯方款項。該等金融工具的主要目的是為本集團的運營籌集資金。

本集團也進行衍生工具交易，包括遠期外匯合約。目的是管理因本集團的業務及其財務來源而產生的利率和貨幣風險。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors review and agree policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the interest-bearing bank borrowings with floating interest rates.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts. At 31 December 2019 and 2020, approximately 75% and 87% of the Group's interest-bearing borrowings bore interest at fixed rates, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) RMB'000 人民幣千元	Increase/ (decrease) in equity * 權益 增加/(減少)* RMB'000 人民幣千元
2020	2020年			
RMB	人民幣	25	(1,856,468)	-
RMB	人民幣	(25)	1,856,468	-
2019	2019年			
RMB	人民幣	25	(3,888,196)	-
RMB	人民幣	(25)	3,888,196	-

* Excluding retained profits

45. 財務風險管理的目標與政策(續)

本集團金融工具產生的主要風險為利率風險、外匯風險、信貸風險及流動性風險。董事會審查並議定管理各項該等風險的政策，並概述如下。

利率風險

本集團承受的市場利率變動風險主要與浮動利率計息銀行借款有關。

本集團的政策是通過混合使用固定利率和浮動利率債務來管理其利息成本。於二零一九年及二零二零年十二月三十一日，本集團按固定利率計息的計息借款分別約為75%及87%。

下表顯示了在所有其他變量保持不變的情況下，本集團稅前利潤(通過對浮動利率借款的影響)和本集團權益對利率合理可能變化的敏感度。

* 不包括保留溢利

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies.

In addition, the Group has currency exposures from its interest-bearing bank borrowings.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the foreign exchange rate due to changes in fair value of monetary assets and liabilities, with all other variables held constant, of the Group's profit before tax.

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB/USD	人民幣／美元		
Strengthened 5%	升值5%	(15,394)	(43,133)
Weakened 5%	貶值5%	15,394	43,133
RMB/EUR	人民幣／歐元		
Strengthened 5%	升值5%	5,418	9,233
Weakened 5%	貶值5%	(5,418)	(9,233)

Credit risk

An impairment analysis was performed at 31 December 2019 and 2020 using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Maximum exposure and year-end staging as at 31 December 2019 and 2020

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2019 and 2020. The amounts presented are gross carrying amounts for financial assets.

45. 財務風險管理的目標與政策(續)

外幣風險

本集團有交易外匯敞口。此類風險來自運營單位以單位功能貨幣以外的貨幣進行的出售或購買。

此外，本集團的計息銀行借款有外匯敞口。

下表顯示於報告期末，本集團稅前利潤對由於貨幣資產和負債的公允價值變動（在所有其他變量保持不變的情況下）導致的外匯匯率合理可能變化的敏感度。

信貸風險

於二零一九年及二零二零年十二月三十一日採用撥備矩陣進行減值分析，以計量預期信用損失。撥備率乃根據具備類似虧損模式的不同客戶分部的組別的逾期日數計算。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

於二零一九年及二零二零年十二月三十一日最大風險及年末階段

下表載列基於本集團信貸政策（其乃主要基於逾期資料，除非其他資料毋需付出不必要的成本或努力即可取得）的信貸質素及信貸最大風險，以及於二零一九年及二零二零年十二月三十一日的年末階段分類。所呈列的金額為金融資產的賬面總值。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

At 31 December 2020

45. 財務風險管理的目標與政策(續)

信貸風險(續)

於二零二零年十二月三十一日

		12-month ECLs		Lifetime ECLs		Total
		12個月預期信用損失		全期預期信用損失		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡化法	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets included in other non-current assets	計入其他非流動資產的金融資產	-	-	-	2,786	2,786
Contract assets	合約資產	-	-	-	20,477	20,477
Trade and bills receivables*	貿易應收款項及應收票據*	-	-	-	1,696,330	1,696,330
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	— 正常**	135,767	-	-	-	135,767
- Doubtful**	— 存疑**	-	-	4,382	-	4,382
Amounts due from related parties	應收關聯方款項	41,798	-	-	7,437	49,235
Pledged deposits	已抵押存款	80	-	-	-	80
Time deposits	定期存款	1,368,416	-	-	-	1,368,416
Cash and cash equivalents	現金及現金等價物	1,330,245	-	-	-	1,330,245
		2,876,306	-	4,382	1,727,030	4,607,718

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截至二零二零年十二月三十一日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

At 31 December 2019

		12-month ECLs		Lifetime ECLs		Total
		12個月預期信用損失		全期預期信用損失		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化法	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Contract assets	合約資產	–	–	–	31,186	31,186
Trade and bills receivables*	貿易應收款項及應收票據*	–	–	–	1,303,846	1,303,846
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	— 正常**	69,385	–	–	–	69,385
– Doubtful**	— 存疑**	–	–	5,127	–	5,127
Amounts due from related parties	應收關聯方款項	297,088	–	–	18,584	315,672
Pledged deposits	已抵押存款	61,568	–	–	–	61,568
Time deposits	定期存款	127,510	–	–	–	127,510
Cash and cash equivalents	現金及現金等價物	1,076,537	–	–	–	1,076,537
		1,632,088	–	5,127	1,353,616	2,990,831

* For trade and bills receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 24 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

45. 財務風險管理的目標與政策(續)

信貸風險(續)

於二零一九年十二月三十一日

		12-month ECLs		Lifetime ECLs		Total
		12個月預期信用損失		全期預期信用損失		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化法	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Contract assets	合約資產	–	–	–	31,186	31,186
Trade and bills receivables*	貿易應收款項及應收票據*	–	–	–	1,303,846	1,303,846
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	— 正常**	69,385	–	–	–	69,385
– Doubtful**	— 存疑**	–	–	5,127	–	5,127
Amounts due from related parties	應收關聯方款項	297,088	–	–	18,584	315,672
Pledged deposits	已抵押存款	61,568	–	–	–	61,568
Time deposits	定期存款	127,510	–	–	–	127,510
Cash and cash equivalents	現金及現金等價物	1,076,537	–	–	–	1,076,537
		1,632,088	–	5,127	1,353,616	2,990,831

* 就本集團應用簡化法計量減值的貿易應收款項及應收票據而言，基於撥備矩陣的資料於該等財務報表附註24中披露。

** 倘計入預付款項、其他應收款項及其他資產的金融資產尚未逾期及並無資料指明金融資產之信貸風險自初始確認以來顯著增加，其信貸質素被視為「正常」。否則，金融資產之信貸質素被視為「存疑」。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or past due event;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation

The Group has established a policy to perform an assessment of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Management makes periodic collective assessments for financial assets included in prepayments, other receivables and other assets as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The Group recognised allowance for financial assets included in prepayments, deposits and other receivables based on 12-month ECLs and adjusts for forward-looking macroeconomic data. Otherwise, they were measured based on the lifetime expected credit loss.

45. 財務風險管理的目標與政策(續)

信貸風險(續)

當發生對金融資產之估計未來現金流量產生不利影響的一項或多項事件時，該金融資產發生信貸減值。金融資產發生信貸減值的證據包括有關以下事件的可觀察數據：

- 債務人發生重大財務困難；
- 違反合約，如違約或逾期事件；
- 債務人可能會破產或進行其他財務重組

本集團已制定政策，通過考慮在該金融工具剩餘存續期內發生違約風險的變化，評估金融工具的信貸風險自初始確認以來是否已顯著增加。

管理層定期以組合方式對計入預付款項、其他應收款項及其他資產的金融資產進行評估，以及根據歷史結算記錄和過往經驗對其他應收款項的可收回性進行單獨評估。本集團根據12個月預期信用損失確認計入預付款項、按金及其他應收款項的金融資產的準備，並根據前瞻性宏觀經濟數據進行調整。否則，將根據其存續期的預期信用損失進行計量。

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截至二零二零年十二月三十一日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of internally generated cash flows from operations and bank borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

45. 財務風險管理的目標與政策(續)

流動性風險

本集團的目標是通過使用內部產生的經營活動現金流量及銀行借款，在資金延續性和靈活性之間保持平衡。本集團定期檢討其主要資金狀況，以確保其有足夠的財務資源來履行其財務義務。

根據合約未貼現付款，本集團於報告期末的金融負債的到期情況載列如下：

		2020 2020年				
		On demand	Less than 1 year	1 to 3 years	Over 3 years	Total
		即期	少於一年	一至三年	三年以上	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade payables	貿易應付款項	-	239,218	-	-	239,218
Financial liabilities included in other payables and accruals	計入其他應付款項 及應計項目的 金融負債	169,202	-	-	-	169,202
Interest-bearing bank borrowings	計息銀行借款	-	2,368,301	2,338,483	1,584,744	6,291,528
Due to related parties	應付關聯方款項	22	-	-	-	22
Lease liabilities	租賃負債	-	26,419	30,427	28,430	85,276
		169,224	2,633,938	2,368,910	1,613,174	6,785,246

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

		2019				
		2019年				
		Less than	1 to	Over	Total	
		1 year	3 years	3 years	Total	
		少於一年	一至三年	三年以上	合計	
		RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade payables	貿易應付款項	–	228,661	–	–	228,661
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	194,476	–	–	–	194,476
Interest-bearing bank borrowings	計息銀行借款	–	4,139,113	575,888	2,388,192	7,103,193
Due to related parties	應付關聯方款項	4,151	–	–	–	4,151
Lease liabilities	租賃負債	–	36,649	48,345	50,339	135,333
		198,627	4,404,423	624,233	2,438,531	7,665,814

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2020 and 31 December 2019.

45. 財務風險管理的目標與政策(續)

流動性風險(續)

		2019				
		2019年				
		Less than	1 to	Over	Total	
		1 year	3 years	3 years	Total	
		少於一年	一至三年	三年以上	合計	
		RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade payables	貿易應付款項	–	228,661	–	–	228,661
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	194,476	–	–	–	194,476
Interest-bearing bank borrowings	計息銀行借款	–	4,139,113	575,888	2,388,192	7,103,193
Due to related parties	應付關聯方款項	4,151	–	–	–	4,151
Lease liabilities	租賃負債	–	36,649	48,345	50,339	135,333
		198,627	4,404,423	624,233	2,438,531	7,665,814

資本管理

本集團資本管理的主要目標為保障本集團的持續經營能力，維持穩健的資本比率，藉此支持其業務及為股東爭取最高回報。

本集團因應經濟狀況的變動及相關資產的風險特色，管理資本架構並作出調整。本集團或會藉調整向股東派付的股息、向股東退還資本或發行新股份以維持或調整資本架構。本集團並不受任何外部施加的資本要求規限。截至二零二零年十二月三十一日及二零一九年十二月三十一日止年度，資本管理目標、政策或程序並無改變。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The asset-liability ratios as at the end the reporting period are as follows:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total assets	資產總值	19,025,895	15,351,947
Total liabilities	負債總額	7,336,905	7,880,073
Asset-liability ratio	資產負債比率	39%	51%

46. SUBSEQUENT EVENTS

On January 11, 2021, Hepalink (Hong Kong) Limited (the “Vendor”) entered into the share transfer agreement (the “Share Transfer Agreement”) with, among others, Sanofi Foreign Participations BV (the “Purchaser”) pursuant to which the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to sell 8,920,639 shares of Kymab Group Company Limited (“Kymab”), representing approximately 8.66% equity interest of Kymab. The upfront total payment of the consideration is US\$1,100 million and up to US\$350 million upon achievement of certain milestones.

46. 後續事件

於二零二一年一月十一日，海普瑞（香港）有限公司（「賣方」）與（其中包括）Sanofi Foreign Participations BV（「買方」）訂立股份轉讓協議（「股份轉讓協議」），據此，賣方有條件地同意出售Kymab Group Company Limited（「Kymab」）的8,920,639股股份，約佔Kymab 8.66%的股本權益。對價的首期付款總額為1,100百萬美元，且於達成特定里程碑後付款最多350百萬美元。

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

47. 本公司財務狀況表

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,271,651	1,228,890
Right-of-use assets	使用權資產	99,666	121,008
Other intangible assets	其他無形資產	8,521	8,578
Investments in associates	於聯營公司之投資	853,077	625,279
Interests in subsidiaries	於子公司之權益	3,333,484	3,209,995
Equity investments designated at fair value through other comprehensive income	指定以公允價值計量且其變動計入其他全面收益的股權投資	31,863	31,863
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	452,657	473,268
Deferred tax assets	遞延所得稅資產	24,436	37,581
Other non-current assets	其他非流動資產	91,967	76,700
Total non-current assets	非流動資產總額	6,167,322	5,813,162
CURRENT ASSETS	流動資產		
Inventories	存貨	1,100,886	781,290
Trade and bills receivables	貿易應收款項及應收票據	202,887	92,076
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	362,638	474,267
Due from related parties	應收關聯方款項	3,589,866	2,698,094
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	821,257	30,053
Derivative financial instruments	衍生金融工具	5,291	24,768
Time deposits	定期存款	1,368,416	127,510
Cash and cash equivalents	現金及現金等價物	524,846	661,877
Total current assets	流動資產總額	7,976,087	4,889,935
CURRENT LIABILITIES	流動負債		
Trade payables	貿易應付款項	83,023	13,583
Other payables and accruals	其他應付款項及應計項目	178,256	170,765
Contract liabilities	合約負債	1	-
Interest-bearing bank and other borrowings	計息銀行及其他借款	1,401,324	2,402,293
Tax payable	應付稅項	-	4,381
Due to related parties	應付關聯方款項	128,655	127,782
Lease liabilities	租賃負債	1,375	4,403
Total current liabilities	流動負債總額	1,792,634	2,723,207
NET CURRENT ASSETS	流動資產淨額	6,183,453	2,166,728
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	12,350,775	7,979,890

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020
截至二零二零年十二月三十一日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

47. 本公司財務狀況表(續)

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借款	2,712,479	1,764,046
Deferred income	遞延收入	3,286	3,975
Lease liabilities	租賃負債	17,011	31,611
Total non-current liabilities	非流動負債總額	2,732,776	1,799,632
Net assets	資產淨值	9,617,999	6,180,258
EQUITY	權益		
Share capital	股本	1,467,296	1,247,202
Reserves (Note)	儲備 (附註)	8,150,703	4,933,056
Total equity	權益總額	9,617,999	6,180,258

Li Li

李鋌

Director

董事

Shan Yu

單宇

Director

董事

Notes to Financial Statements

財務報表附註

Year Ended 31 December 2020

截至二零二零年十二月三十一日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserve is as follows:

		Share premium	Merger reserve	Share option reserve	Fair value reserve	Other reserve	Statutory surplus reserve	Retained profits	Total
		資本公積	合併儲備	購股權儲備	重估儲備	其他儲備	法定盈餘儲備	保留溢利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2019	於2019年1月1日餘額	4,248,203	(1,996,731)	33,937	(158)	35,151	517,567	1,785,774	4,623,743
Total comprehensive income for the year	年內全面收益總額	-	-	-	(20,535)	120	-	146,049	125,634
Deemed disposal of a subsidiary	視作出售一家子公司	-	-	-	-	34,479	(4,441)	(39,969)	(9,931)
Share of other reserves of associates	應佔聯營公司其他儲備	-	-	-	-	9,871	-	-	9,871
Transfer of fair value reserve of equity investments at fair value through other comprehensive income	以公允價值計量且其變動計入其他全面收益的股權投資的公允價值儲備轉讓	-	-	-	20,693	-	-	(20,693)	-
Other changes of investment in a subsidiary	於一家子公司投資的其他變動	-	-	-	-	252,399	-	-	252,399
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	14,662	(14,662)	-
Dividend declared to shareholders	向股東宣派股息	-	-	-	-	-	-	(124,720)	(124,720)
Other changes of investment in a subsidiary	於一家子公司投資的其他變動	-	-	-	-	56,060	-	-	56,060
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	4,248,203	(1,996,731)	33,937	-	388,080	527,788	1,731,779	4,933,056
Total comprehensive income for the year	年內全面收益總額	-	-	-	206	-	-	45,712	45,918
Issuance of H shares upon listing on the Hong Kong Stock Exchange	發行H股在香港聯交所上市	3,310,080	-	-	-	-	-	-	3,310,080
Share of other reserves of associates	應佔聯營公司其他儲備	-	-	-	-	78,385	-	-	78,385
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	4,571	(4,571)	-
Dividend declared to shareholders	向股東宣派股息	-	-	-	-	-	-	(224,496)	(224,496)
Others	其他	-	-	-	-	7,760	-	-	7,760
At 31 December 2020	於2020年12月31日	7,558,283	(1,996,731)	33,937	206	474,225	532,359	1,548,424	8,150,703

48. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 March 2021.

47. 本公司財務狀況表(續)

附註：

本公司儲備的概要如下：

48. 財務報表之批准

董事會已於二零二一年三月二十九日通過及授權刊發此財務報表。

